# Portfolio of investments

	SHARES	VALUE
Common stocks: 98.96%		
Communication services: 0.72%		
Interactive media & services: 0.40%	200 700	Φ 00.450.540
Ziff Davis, Inc. †	329,700	\$ 22,152,543
Media: 0.32%		
DallasNews Corp.	436,597	1,864,269
Thryv Holdings, Inc. †	795,100	16,180,285
		18,044,554
Consumer discretionary: 6.03%		
Automobile components: 0.68%		
Atmus Filtration Technologies, Inc. †	398,615	9,363,467
Holley, Inc. †	5,854,852	28,513,129
		37,876,596
Hotels, restaurants & leisure: 2.43%		
Denny's Corp. ♠†	4,792,012	52,137,091
Dine Brands Global, Inc. ♠	1,000,443	49,671,995
Jack in the Box, Inc.	405,446	33,096,557
		134,905,643
Household durables: 1.26%		
Helen of Troy Ltd. †#	581,793	70,286,412
Specialty retail: 0.35%		
Academy Sports & Outdoors, Inc.	292,100	19,278,600
Textiles, apparel & luxury goods: 1.31%		
Crocs, Inc. †	83,500	7,799,735
Delta Apparel, Inc. ♠†	602,202	4,293,700
Levi Strauss & Co. Class A	1,167,048	19,302,974
Steven Madden Ltd.	979,200	41,126,400
		72,522,809
Consumer staples: 9.22%		
Beverages: 0.80%		
Primo Water Corp.	2,954,689	44,468,069
Food products: 4.58%		
J & J Snack Foods Corp. ♠	1,020,469	170,561,189
Nomad Foods Ltd. †	3,747,828	63,525,684
Tootsie Roll Industries, Inc.	606,621	20,164,082
		254,250,955
Household products: 3.81%		
Central Garden & Pet Co. †	802,222	40,199,345
Central Garden & Pet Co. Class A †	1,280,751	56,404,274
Spectrum Brands Holdings, Inc. #	1,441,487	114,987,418
		211,591,037

SHARES		VALUE
Personal care products: 0.03%		
Edgewell Personal Care Co. 44,600	\$	1,633,698
Energy: 6.95%		
Energy equipment & services: 1.61%		
Forum Energy Technologies, Inc. † 204,844	ļ	4,541,392
Liberty Energy, Inc. 1,675,27		30,389,416
Patterson-UTI Energy, Inc. 5,048,848	}	54,527,558
		89,458,366
Oil, gas & consumable fuels: 5.34%		
Berry Corp. 2,169,280	;	15,250,080
Callon Petroleum Co. † 469,930		15,225,732
Chord Energy Corp. 352,712	)	58,631,316
Enerplus Corp. 1,250,000	)	19,175,000
Magnolia Oil & Gas Corp. Class A 2,489,900	)	53,009,971
Nordic American Tankers Ltd. 3,319,51		13,941,946
Northern Oil & Gas, Inc. 1,062,870	)	39,400,591
SM Energy Co. 446,800	)	17,300,096
Southwestern Energy Co. † 9,895,980	_	64,818,669
	_	296,753,401
Financials: 20.26%		
Banks: 7.89%		
Associated Banc-Corp. 2,221,156	j	47,510,527
First Hawaiian, Inc. 1,139,858	}	26,057,154
Hancock Whitney Corp. 1,622,888	}	78,856,128
Renasant Corp. 1,186,95	1	39,976,712
SouthState Corp. 915,395	ì	77,305,107
UMB Financial Corp. 1,506,749	1	125,888,879
Webster Financial Corp. 842,663		42,773,574
	_	438,368,081
Capital markets: 1.24%		
B Riley Financial, Inc. # 240,10	'	5,039,846
GlassBridge Enterprises, Inc. ♠†	1	122,160
MidCap Financial Investment Corp. 1,851,286	j	25,325,593
New Mountain Finance Corp. 2,528,850	I	32,166,972
Pershing Square Tontine Holdings Ltd. ♦† 1,415,995		1
Westwood Holdings Group, Inc. ♠ 470,983		5,920,256
	_	68,574,828
Financial services: 2.57%		
Compass Diversified Holdings 20,800	i	466,960
Compass Diversified Holdings (Acquired 12-18-2023, cost		
\$75,189,000) <b>\(\phi\)</b>		79,697,500
Euronet Worldwide, Inc. † 308,600		31,319,814
Jackson Financial, Inc. Class A 612,593	_	31,364,762
	_	142,849,036

	SHARES	VALUE
Insurance: 5.69%		
Enstar Group Ltd. †	326,302	\$ 96,046,994
Hanover Insurance Group, Inc.	622,977	75,641,867
National Western Life Group, Inc. Class A	73,277	35,394,257
ProAssurance Corp.	1,092,100	15,060,059
Stewart Information Services Corp.	1,353,702	79,529,992
White Mountains Insurance Group Ltd.	9,400	14,147,094
		315,820,263
Mortgage real estate investment trusts (REITs): 2.87%		
AGNC Investment Corp.	5,529,842	54,247,750
Apollo Commercial Real Estate Finance, Inc.	1,760,470	20,667,918
New York Mortgage Trust, Inc.	3,019,601	25,757,196
Two Harbors Investment Corp.	4,222,486	58,819,230
		159,492,094
Health care: 4.82%		
Health care equipment & supplies: 1.41%		
Enovis Corp. †	538,700	30,177,974
Globus Medical, Inc. Class A †	212,200	11,308,138
Varex Imaging Corp. †	1,792,238	36,740,879
		78,226,991
Health care providers & services: 1.33%		
AMN Healthcare Services, Inc. †	150,100	11,239,488
Patterson Cos., Inc. #	1,396,951	39,743,256
Premier, Inc. Class A	1,027,737	22,980,199
		73,962,943
Life sciences tools & services: 0.88%		
Azenta, Inc. †#	751,441	48,948,867
Pharmaceuticals: 1.20%		
Perrigo Co. PLC	518,451	16,683,753
Prestige Consumer Healthcare, Inc. †	817,126	50,024,454
		66,708,207
Industrials: 29.51%		
Building products: 7.31%		
CSW Industrials, Inc.	458,400	95,076,744
Griffon Corp.	895,204	54,562,684
Janus International Group, Inc. †	4,428,902	57,797,171
Quanex Building Products Corp. <b>★</b> #	2,375,880	72,630,652
Simpson Manufacturing Co., Inc.	215,231	42,611,433
UFP Industries, Inc.	665,359	83,535,822
		406,214,506
Commercial services & supplies: 2.37%		
ACCO Brands Corp.	4,079,200	24,801,536
Custom Truck One Source, Inc. †	3,475,000	21,475,500

Enils, Inc.         1,282,481         \$2,099,159           Matthews International Corp. Class A         384,564         14,094,271           Stericycle, Inc. †         73,300         3,632,748           Viad Corp. ± †         1,084,808         39,270,048           Construction & engineering: 1,94%           API Group Corp. †         2,287,567         79,149,818           MDU Resources Group, Inc.         1,450,874         28,727,305           Electrical equipment: 1.07%           Atkore, Inc. † #         372,569         59,611,040           Ground transportation: 0.86%           Werner Enterprises, Inc.         1,124,729         47,654,768           Machinery: 11.21%           Alamo Group, Inc.         326,007         68,523,412           Columbus McKinnon Corp.         787,407         30,724,621           Douglas Dynamics, Inc. ±         1,943,521         57,683,703           Franklin Electric Co., Inc.         1,605,769         155,197,574           Gates Industrial Corp. PLC †         2,182,600         29,90,492           Hillman Group †         3,622,900         33,366,909           Mayville Engineering Co., Inc. ±†         761,861         47,684,880           Concentrix Corp.		SHARES	VALUE
Mathews International Corp. Class A   384,584   37,00   3,032,748   30,00   3,032,748   30,00   3,032,748   30,00   3,	Commercial services & supplies (continued)		
Stericycle. Inc. + You and Corp. + †         173,300         3,632,748           Viad Corp. + †         1,084,808         39,270,498           Construction & engineering: 1.94%         313,737,263           API Group Corp. †         2,287,567         79,149,818           MDU Resources Group, Inc.         1,450,874         25,273,005           Electrical equipment: 1.07%         372,569         59,611,040           Athor, Inc. †*         372,569         59,611,040           Ground transportation: 0.86%         ***         41,247,29         47,654,768           Machinery: 11.21%         326,007         86,523,412         47,654,768           Machinery: 10.21%         326,007         86,523,412         47,654,768           Machinery: 11.21%         326,007         86,523,412         47,654,768           Machinery: 11.21%         326,007         86,523,412         57,683,708           Alama Group, Inc.         360,007         57,683,708         57,683,708         14,247         30,724,621         57,683,708         15,197,574         42,654,662         22,076,902         15,197,574         30,2724,621         57,683,703         15,197,574         42,654,662         22,706,902         41,194,600         29,209,492         41,194,600         29,209,492         41,1			
Machana   Mac			· · ·
Construction & engineering: 1.94%           API Group Corp. ↑         2,287.567         79.149.818           MDU Resources Group, Inc.         1,450.874         28.727.305           107.877.122         107.877.122           Electrical equipment: 1.07%         372.569         59.611.040           Attore, Inc. ↑         372.569         59.611.040           Ground transportation: 0.86%         ************************************			
Page	Viad Corp. ♠†	1,084,808	39,270,049
### ### ### ### ### ### ### ### ### ##			131,373,263
MDU Resources Group, Inc.   1,450,874   28,727,305   107,877,123   10	Construction & engineering: 1.94%		
Page	API Group Corp. †	2,287,567	79,149,818
Electrical equipment: 1.07% Atkore, Inc. ↑# 372,69 59,611,040  Ground transportation: 0.86% Werner Enterprises, Inc. 1,124,729 47,654,768  Machinery: 11.21%  Alamo Group, Inc. 326,007 68,523,412  Alamo Group, Inc. 326,007 68,523,412  Douglas Dynamics, Inc. № 1,943,521 57,683,703  Franklin Electric Co., Inc. 1,943,521 57,683,703  Franklin Electric Co., Inc. 1,212,000 29,290,492  Hillenbrand, Inc. 1,12,000	MDU Resources Group, Inc.	1,450,874	28,727,305
Atkore, Inc. ↑#         59,611,040           Ground transportation: 0.86%         Werner Enterprises, Inc.         1,124,729         47,654,768           Machierry: 11.21%         326,007         68,523,412           Columbus McKinnon Corp.         787,407         30,724,621           Douglas Dynamics, Inc. ◆         1,943,521         57,883,703           Franklin Electric Co., Inc.         1,605,769         155,197,574           Gates Industrial Corp. PLC ↑         2,182,600         29,290,492           Hillinan Group ↑         3,622,900         7,234,920           Hillinan Group ↑         3,622,900         33,366,909           Hillinan Solutions Corp. ↑         4,683,462         22,706,905           Mayville Engineering Co., Inc. ◆↑         1,623,112         23,405,448           Mueller Industries, Inc.         761,861         47,684,880           Molecular Industries, Inc.         761,861         47,684,880           Concentrix Corp.         298,500         29,315,685           Concentrix Corp.         298,500         29,315,685           Korn Ferry         459,916         47,684,880           Parsons Corp. ↑         459,916         47,684,880           Parsons Corp. ↑         47,892,446           Parsons Corp. ↑ <td></td> <td></td> <td>107,877,123</td>			107,877,123
Ground transportation: 0.86%           Werner Enterprises, Inc.         1,124,729         47,654,768           Machinery: 11.21%         326,007         68,523,412           Alamo Group, Inc.         326,007         68,523,412           Columbus McKinnon Corp.         1,943,521         57,683,703           Drouglas Dynamics, Inc. ◆         1,943,521         57,683,703           Franklin Electric Co., Inc.         1,605,769         155,197,574           Gates Industrial Corp. PLC ↑         1,812,000         29,290,492           Hillenbrand, Inc.         151,200         7,234,920           Hillman Group ↑         3,622,900         33,366,909           Hillman Solutions Corp. ↑         2,465,462         22,706,905           Mayville Engineering Co., Inc. ★↑         1,623,112         23,405,448           Mueller Industries, Inc.         4,124,180         194,455,087           CRIZ, Inc. ↑         761,861         47,684,880           Concentrix Corp.         298,500         29,315,685           Korn Ferry         1,129,582         67,040,695           Maximus, Inc.         459,916         47,884,880           Professional services: 3,98%         88,171,058           Custom Truck One Source, Inc. ↑         87,8	Electrical equipment: 1.07%		
Werner Enterprises, Inc.         1,124,729         47,654,768           Machinery: 11.21%         326,007         68,523,412           Columbus McKinnon Corp.         787,407         30,724,621           Douglas Dynamics, Inc. ★         1,943,521         57,683,703           Franklin Electric Co., Inc.         1,605,769         155,197,574           Gates Industrial Corp. PLC ↑         1,805,669         155,197,574           Gates Industrial Corp. PLC ↑         151,200         29,290,492           Hillman Group ↑         3622,900         33,366,909           Hillman Solutions Corp. ↑         1,623,422         22,706,905           Mayville Endigneering Co., Inc. ★↑         1,623,124         23,405,448           Mueller Industries, Inc.         4,124,180         194,455,087           Professional services: 3.98%           CBIZ, Inc. ↑         761,861         47,684,880           Concentrix Corp.         298,500         29,315,685           Korn Ferry         1,129,582         67,040,692           Maximus, Inc.         571,100         47,892,446           Parsons Corp. ↑         87,910         22,9775,033           Air Lease Corp.         878,900         36,861,066           Custom Truck One Sour	Atkore, Inc. †#	372,569	59,611,040
Machinery: 11.21%  Alamo Group, Inc. Columbus McKinnon Corp. Columbus McKinnon Corp. T87,407 Bynamics, Inc.  1,943,521 Bynamics, Inc.  1,605,769 Bynamics, Inc.  1,120,00 Bynamics, Inc.  1,120,100 Bynamic	Ground transportation: 0.86%		
Alamo Group, Inc.       326,007       68,523,412         Columbus McKinnon Corp.       787,407       30,724,621         Douglas Dynamics, Inc. ★       1,943,521       57,683,703         Franklin Electric Co., Inc.       1,605,769       155,197,574         Gates Industrial Corp. PLC ↑       2,182,600       29,290,492         Hillenbrand, Inc.       151,200       7,234,920         Hillman Group ↑       3622,900       33,366,909         Hillman Solutions Corp. ↑       2,465,462       22,706,905         Mayville Engineering Co., Inc. ★↑       1,623,124       23,405,448         Mueller Industries, Inc.       41,24,180       194,455,087         Professional services: 3.98%         CBIZ, Inc. ↑       761,861       47,684,880         Concentrix Corp.       298,500       29,315,685         Korn Ferry       1,129,582       67,040,692         Maximus, Inc.       571,100       47,892,446         Parsons Corp. ↑       459,916       28,841,332         Trading companies & distributors: 0,77%       878,900       36,861,066         Custom Truck One Source, Inc. ↑       911,809       5,634,980         Information technology: 4,21%       42,496,048         Electronic equipment, instruments & c	Werner Enterprises, Inc.	1,124,729	47,654,768
Columbus McKinnon Corp.         787,407         30,724,621           Douglas Dynamics, Inc. ★         1,943,521         57,683,703           Franklin Electric Co., Inc.         1,605,769         155,197,574           Gates Industrial Corp. PLC ↑         2,182,600         29,290,492           Hillenbrand, Inc.         151,200         7,234,920           Hillman Group ↑         3,622,900         33,366,909           Mayville Engineering Co., Inc. ★↑         1,623,124         23,405,448           Mueller Industries, Inc.         4,124,180         194,455,087           Mayville Engineering Co., Inc. ★↑         761,861         47,684,880           CBZ, Inc. ↑         761,861         47,684,880           Concentrix Corp.         298,500         29,315,685           Korn Ferry         1,129,582         67,040,689           Maximus, Inc.         571,100         47,892,446           Parsons Corp. ↑         459,916         28,841,332           20,775,035         20,775,035           Trading companies & distributors: 0.77%           Air Lease Corp.         878,900         36,861,066           Custom Truck One Source, Inc. ↑         911,89         5,634,980           Information technology: 4.21%         42,496,046 <td>Machinery: 11.21%</td> <td></td> <td></td>	Machinery: 11.21%		
Douglas Dynamics, Inc. ★         1,943,521         57,683,703           Franklin Electric Co., Inc.         1,605,769         155,197,574           Gates Industrial Corp. PLC ↑         2,182,600         29,290,492           Hillman Group ↑         151,200         7,234,920           Hillman Group ↑         3,622,900         33,366,909           Hillman Solutions Corp. ↑         2,465,462         227,706,905           Mayville Engineering Co., Inc. ★↑         1,623,124         23,405,448           Mueller Industries, Inc.         4124,180         194,455,087           Total Concentrix Corp.         298,500         29,315,685           Concentrix Corp.         298,500         29,315,685           Korn Ferry         1,129,582         67,040,692           Maximus, Inc.         571,100         47,892,446           Parsons Corp. ↑         459,916         28,841,332           220,775,035         220,775,035           Trading companies & distributors: 0.77%           Alir Lease Corp.         878,900         36,861,066           Custom Truck One Source, Inc. ↑         911,809         5,634,980           Information technology: 4.21%         42,496,046           Helectronic equipment, instruments & components: 1.70%         1,089,678 </td <td>Alamo Group, Inc.</td> <td>326,007</td> <td>68,523,412</td>	Alamo Group, Inc.	326,007	68,523,412
Franklin Electric Co., Inc.         1,605,769         155,197,574           Gates Industrial Corp. PLC ↑         2,182,600         29,290,492           Hillenbrand, Inc.         151,200         7,234,920           Hillman Group ↑         3,622,900         33,366,909           Hillman Solutions Corp. ↑         2,465,462         22,706,905           Mayville Engineering Co., Inc. ♦↑         1,623,124         23,405,448           Mueller Industries, Inc.         4,124,180         194,455,087           Professional services: 3.98%           CBIZ, Inc. ↑         761,861         47,684,880           COncentrix Corp.         298,500         29,315,685           Korn Ferry         1,129,582         67,040,692           Maximus, Inc.         571,100         47,892,446           Parsons Corp. ↑         459,916         28,841,332           20,775,035         20,775,035           Trading companies & distributors: 0.77%           Air Lease Corp.         878,900         36,861,066           Custom Truck One Source, Inc. ↑         911,809         5,634,980           Information technology: 4.21%           Electronic equipment, instruments & components: 1.70%           Belden, Inc.         1,089	·		30,724,621
Gates Industrial Corp. PLC ↑         2,182,600         29,290,492           Hillenbrand, Inc.         151,200         7,234,920           Hillman Group ↑         3,622,900         33,366,909           Hillman Solutions Corp. ↑         2,465,462         22,706,905           Mayville Engineering Co., Inc. ♣↑         1,623,124         23,405,448           Mueller Industries, Inc.         4,124,180         194,455,087           Professional services: 3.98%           CBIZ, Inc. ↑         761,861         47,684,880           Concentrix Corp.         298,500         29,315,685           Korn Ferry         1,129,582         67,040,692           Maximus, Inc.         571,100         47,892,446           Parsons Corp. ↑         459,916         28,841,332           220,775,035         28,841,332           Trading companies & distributors: 0.77%         87,900         36,861,066           Custom Truck One Source, Inc. ↑         911,809         5,634,980           Information technology: 4.21%         42,496,046           Electronic equipment, instruments & components: 1.70%         84,177,626           Belden, Inc.         1,089,678         84,177,626           Knowles Corp. ↑         560,207         10,033,307	· · ·		
Hillenbrand, Inc.         151,200         7,234,920           Hillman Group †         3,622,900         33,366,909           Hillman Solutions Corp. †         2,465,462         22,706,905           Mayville Engineering Co., Inc. • †         1,623,124         23,405,448           Mueller Industries, Inc.         4,124,180         194,455,087           Forfessional services: 3.98%           CBIZ, Inc. †         761,861         47,684,880           Concentrix Corp.         298,500         29,315,685           Korn Ferry         1,129,582         67,040,692           Maximus, Inc.         571,100         47,892,446           Parsons Corp. †         459,916         28,841,332           220,775,035           Trading companies & distributors: 0.77%           Air Lease Corp.         878,900         36,861,066           Custom Truck One Source, Inc. †         878,900         36,861,066           Custom Truck One Source, Inc. †         911,809         5,634,980           Information technology: 4.21%         42,496,046           Belden, Inc.         1,089,678         84,177,626           Knowles Corp. †         560,207         10,033,307			
Hillman Group ↑       3,622,900       33,366,909         Hillman Solutions Corp. ↑       2,465,462       22,706,905         Mayville Engineering Co., Inc. ◆↑       1,623,124       23,405,448         Mueller Industries, Inc.       4,124,180       194,455,087         Professional services: 3.98%         CBIZ, Inc. ↑       761,861       47,684,880         Concentrix Corp.       298,500       29,315,685         Korn Ferry       1,129,582       67,040,692         Maximus, Inc.       571,100       47,892,446         Parsons Corp. ↑       459,916       28,841,332         Parsons Corp. ↑       878,900       36,861,066         Custom Truck One Source, Inc. ↑       911,809       5,634,980         Information technology: 4.21%       42,496,046         Electronic equipment, instruments & components: 1.70%       1,089,678       84,177,626         Belden, Inc.       1,089,678       84,177,626         Knowles Corp. ↑       560,207       10,033,307			
Hillman Solutions Corp. †       2,465,462       22,706,905         Mayville Engineering Co., Inc. ♠†       1,623,124       23,405,448         Mueller Industries, Inc.       4,124,180       194,455,087         Professional services: 3.98%         CBIZ, Inc. ↑       761,861       47,684,880         Concentrix Corp.       298,500       29,315,685         Korn Ferry       1,129,582       67,040,692         Maximus, Inc.       571,100       47,892,446         Parsons Corp. ↑       459,916       28,841,332         Trading companies & distributors: 0.77%         Air Lease Corp.       878,900       36,861,066         Custom Truck One Source, Inc. ↑       911,809       5,634,980         Information technology: 4.21%         Electronic equipment, instruments & components: 1.70%       84,177,626         Belden, Inc.       1,089,678       84,177,626         Knowles Corp. ↑       560,207       10,033,307			
Mayville Engineering Co., Inc. ♠†         1,623,124         23,405,448           Mueller Industries, Inc.         4,124,180         194,455,087           Professional services: 3.98%           CBIZ, Inc. ↑         761,861         47,684,880           Concentrix Corp.         298,500         29,315,685           Korn Ferry         1,129,582         67,040,692           Maximus, Inc.         571,100         47,892,446           Parsons Corp. ↑         459,916         28,841,332           20,775,035           Trading companies & distributors: 0.77%           Air Lease Corp.         878,900         36,861,066           Custom Truck One Source, Inc. ↑         911,809         5,634,980           Information technology: 4.21%         42,496,046           Electronic equipment, instruments & components: 1.70%         84,177,626           Belden, Inc.         1,089,678         84,177,626           Knowles Corp. †         560,207         10,033,307			
Mueller Industries, Inc.         4,124,180         194,455,087           Professional services: 3.98%           CBIZ, Inc. †         761,861         47,684,880           Concentrix Corp.         298,500         29,315,685           Korn Ferry         1,129,582         67,040,692           Maximus, Inc.         571,100         47,892,446           Parsons Corp. †         459,916         28,841,332           220,775,035           Trading companies & distributors: 0.77%           Air Lease Corp.         878,900         36,861,066           Custom Truck One Source, Inc. †         911,809         5,634,980           Information technology: 4.21%           Electronic equipment, instruments & components: 1.70%         84,177,626           Belden, Inc.         1,089,678         84,177,626           Knowles Corp. †         560,207         10,033,307			
Professional services: 3.98%         622,589,071           CBIZ, Inc. ↑         761,861         47,684,880           Concentrix Corp.         298,500         29,315,685           Korn Ferry         1,129,582         67,040,692           Maximus, Inc.         571,100         47,892,446           Parsons Corp. ↑         459,916         28,841,332           20,775,035           Trading companies & distributors: 0.77%           Air Lease Corp.         878,900         36,861,066           Custom Truck One Source, Inc. ↑         911,809         5,634,980           Information technology: 4.21%         42,496,046           Electronic equipment, instruments & components: 1.70%         1,089,678         84,177,626           Belden, Inc.         1,089,678         84,177,626           Knowles Corp. ↑         560,207         10,033,307			
Professional services: 3.98%           CBIZ, Inc. ↑         761,861         47,684,880           Concentrix Corp.         298,500         29,315,685           Korn Ferry         1,129,582         67,040,692           Maximus, Inc.         571,100         47,892,446           Parsons Corp. ↑         459,916         28,841,332           220,775,035           Trading companies & distributors: 0.77%           Air Lease Corp.         878,900         36,861,066           Custom Truck One Source, Inc. ↑         911,809         5,634,980           Information technology: 4.21%         42,496,046           Electronic equipment, instruments & components: 1.70%         84,177,626           Belden, Inc.         1,089,678         84,177,626           Knowles Corp. ↑         560,207         10,033,307	Mueller Industries, Inc.	4,124,180	
CBIZ, Inc. †         761,861         47,684,880           Concentrix Corp.         298,500         29,315,685           Korn Ferry         1,129,582         67,040,692           Maximus, Inc.         571,100         47,892,446           Parsons Corp. †         459,916         28,841,332           220,775,035           Trading companies & distributors: 0.77%           Air Lease Corp.         878,900         36,861,066           Custom Truck One Source, Inc. †         911,809         5,634,980           42,496,046           Information technology: 4.21%           Electronic equipment, instruments & components: 1.70%           Belden, Inc.         1,089,678         84,177,626           Knowles Corp. †         560,207         10,033,307			622,569,071
Concentrix Corp.       298,500       29,315,685         Korn Ferry       1,129,582       67,040,692         Maximus, Inc.       571,100       47,892,446         Parsons Corp. †       459,916       28,841,332         220,775,035         Trading companies & distributors: 0.77%         Air Lease Corp.       878,900       36,861,066         Custom Truck One Source, Inc. †       911,809       5,634,980         42,496,046         Information technology: 4.21%         Electronic equipment, instruments & components: 1.70%         Belden, Inc.       1,089,678       84,177,626         Knowles Corp. †       560,207       10,033,307			
Korn Ferry       1,129,582       67,040,692         Maximus, Inc.       571,100       47,892,446         Parsons Corp. †       459,916       28,841,332         220,775,035         Trading companies & distributors: 0.77%         Air Lease Corp.       878,900       36,861,066         Custom Truck One Source, Inc. †       911,809       5,634,980         42,496,046         Information technology: 4.21%         Electronic equipment, instruments & components: 1.70%       84,177,626         Belden, Inc.       1,089,678       84,177,626         Knowles Corp. †       560,207       10,033,307			
Maximus, Inc.       571,100       47,892,446         Parsons Corp. †       459,916       28,841,332         220,775,035         Trading companies & distributors: 0.77%         Air Lease Corp.       878,900       36,861,066         Custom Truck One Source, Inc. †       911,809       5,634,980         42,496,046         Information technology: 4.21%         Electronic equipment, instruments & components: 1.70%         Belden, Inc.       1,089,678       84,177,626         Knowles Corp. †       560,207       10,033,307			
Parsons Corp. †       459,916       28,841,332         220,775,035         Trading companies & distributors: 0.77%         Air Lease Corp.       878,900       36,861,066         Custom Truck One Source, Inc. †       911,809       5,634,980         42,496,046         Information technology: 4.21%         Electronic equipment, instruments & components: 1.70%         Belden, Inc.       1,089,678       84,177,626         Knowles Corp. †       560,207       10,033,307			
Trading companies & distributors: 0.77%   878,900   36,861,066   220,775,035   878,900   36,861,066   220,775,035   220,775,03			
Trading companies & distributors: 0.77%         Air Lease Corp.       878,900       36,861,066         Custom Truck One Source, Inc. †       911,809       5,634,980         42,496,046         Information technology: 4.21%         Electronic equipment, instruments & components: 1.70%         Belden, Inc.       1,089,678       84,177,626         Knowles Corp. †       560,207       10,033,307	Parsons Corp. †	459,916	
Air Lease Corp.       878,900       36,861,066         Custom Truck One Source, Inc. †       911,809       5,634,980         42,496,046         Information technology: 4.21%         Electronic equipment, instruments & components: 1.70%         Belden, Inc.       1,089,678       84,177,626         Knowles Corp. †       560,207       10,033,307			220,775,035
Custom Truck One Source, Inc. †         911,809         5,634,980           42,496,046           Information technology: 4.21%         Electronic equipment, instruments & components: 1.70%         84,177,626           Belden, Inc.         1,089,678         84,177,626           Knowles Corp. †         560,207         10,033,307			
Mark	·	-	
Information technology: 4.21%  Electronic equipment, instruments & components: 1.70%  Belden, Inc.	Custom Truck One Source, Inc. †	911,809	5,634,980
Electronic equipment, instruments & components: 1.70%       1,089,678       84,177,626         Belden, Inc.       1,089,678       84,177,626         Knowles Corp. †       560,207       10,033,307			42,496,046
Belden, Inc.       1,089,678       84,177,626         Knowles Corp. †       560,207       10,033,307	Information technology: 4.21%		
Knowles Corp. † 560,207 10,033,307	Electronic equipment, instruments & components: 1.70%		
94,210,933	Knowles Corp. †	560,207	10,033,307
			94,210,933

	SHARES	VALUE
IT services: 1.54%		
Global Blue Group Holding AG †	4,536,904	\$ 21,459,556
Kyndryl Holdings, Inc. †	2,636,489	54,786,241
Perficient, Inc. †	144,500	9,510,990
		85,756,787
Semiconductors & semiconductor equipment: 0.22%		
Diodes, Inc. †	150,000	12,078,000
blodds, ilid.	100,000	12,070,000
Software: 0.50%		
E2open Parent Holdings, Inc. †	3,152,045	13,837,478
Everbridge, Inc. †	452,500	11,000,275
Synchronoss Technologies, Inc. †	483,357	3,001,647
		27,839,400
Technology hardware, storage & peripherals: 0.25%		
Diebold Nixdorf, Inc. †	478,300	13,846,785
Materials: 15.91%		
Chemicals: 9.74%		
Avient Corp.	3,354,584	139,450,057
Ecovyst, Inc. †	4,168,414	40,725,405
Element Solutions, Inc.	287,592	6,654,879
Innospec, Inc. ♠	1,597,594	196,887,485
Mativ Holdings, Inc. ♠#	3,387,646	51,864,860
Minerals Technologies, Inc.	352,856	25,162,161
NewMarket Corp.	146,229	79,816,175
		540,561,022
Construction materials: 2.94%		
Eagle Materials, Inc.	805,673	163,422,711
Containers & neckaging, 2 22%		
Containers & packaging: 3.23%  Myers Industries, Inc.	1,719,277	33,611,866
Silgan Holdings, Inc.	1,816,965	82,217,666
TriMas Corp. ♠	2,513,915	63,677,467
	, , , , , ,	179,506,999
		170,000,000
Real estate: 0.97%		
Residential REITs: 0.47%		
Elme Communities	1,771,009	25,856,731
Retail REITs: 0.50%		
Agree Realty Corp.	445,900	28,069,405
Utilities: 0.36%		
Electric utilities: 0.36%		
IDACORP, Inc.	201,568	19,818,166
	201,000	
Total common stocks (Cost \$4,367,673,103)		5,495,731,784

			EVDID A TION		
			EXPIRATION DATE	SHARES	VALUE
Rights: 0.00%					
Financials: 0.00%					
Capital markets: 0.00%					
Pershing Square Holdings Ltd. ◆†			9-23-2033	353,998	\$ <b>0</b>
Total rights (Cost \$0)					0
		YIELD			
Short-term investments: 1.00%					
Investment companies: 1.00%					
Allspring Government Money Market Fund Select Class ♠∞		5.28%		55,439,810	55,439,810
Total short-term investments (Cost \$55,439,810)					55,439,810
Total investments in securities (Cost \$4,423,112,913)	99.96%				5,551,171,594
Other assets and liabilities, net	0.04				2,065,008
Total net assets	100.00%				\$5,553,236,602

<sup>†</sup> Non-income-earning security

#### Abbreviations:

REIT Real estate investment trust

The issuer of the security is an affiliated person of the Fund as defined in the Investment Company Act of 1940. All or a portion of this security is segregated as collateral for investments in derivative instruments.

The security is fair valued in accordance with procedures approved by the Board of Trustees.

Restricted security as to resale, excluding Rule 144A securities. The Fund held a restricted security with a current value of \$79,697,500 (original cost of \$75,189,000), representing 1.44% of its net assets as of period end.

∞ The rate represents the 7-day annualized yield at period end.

### Investments in affiliates

An affiliated investment is an investment in which the Fund owns at least 5% of the outstanding voting shares of the issuer or as a result of other relationships, such as the Fund and the issuer having the same investment manager. Transactions with issuers that were affiliates of the Fund at the end of the period were as follows:

Trimas Corp. Viad Corp.†	59,828,319 22,644,911	9,449,482 84,209	(146,503) (125,709)	(20,200) (75,435)	(5,433,631) 16,742,073 716,544	63,677,467 39,270,049	2,513,915 1,084,808	258,652 0
Mativ Holdings, Inc. Mayville Engineering Co., Inc.† Quanex Building Products Corp.	67,950,618	4,508,087	(1,280,206)	(127,822)	(19,185,817)	51,864,860	3,387,646	1,910,218
	24,609,406	624,010	(977,611)	(195,503)	(654,854)	23,405,448	1,623,124	0
	60,272,804	0	(13,297,506)	2,779,393	22,875,961	72,630,652	2,375,880	635,899
Innospec, Inc.	175,472,681	0	(12,523,787) (3,047,960)	1,326,193	32,612,398	196,887,485	1,597,594	2,366,104
J & J Snack Foods Corp.	153,057,456	1,057,776		(280,937)	19,774,854	170,561,189	1,020,469	2,223,048
Denny's Corp.† Dine Brands Global, Inc. Douglas Dynamics, Inc. GlassBridge Enterprises, Inc.†	51,381,890	2,252,000	(244,092)	(17,728)	(1,234,979)	52,137,091	4,792,012	0
	62,245,237	5,508,558	(1,118,837)	(501,221)	(16,461,742)	49,671,995	1,000,443	1,476,822
	59,953,870	1,866,450	0	0	(4,136,617)	57,683,703	1,943,521	1,696,446
	13,758	0	0	0	108,402	122,160	1,527	0
Common stocks Delta Apparel, Inc.†	VALUE, BEGINNING OF PERIOD \$ 6,624,222	PURCHASES 0	SALES PROCEEDS	NET REALIZED GAINS (LOSSES)	CHANGE IN UNREALIZED GAINS (LOSSES) \$ (2,330,522)	VALUE, END OF PERIOD	SHARES, END OF PERIOD	INCOME FROM AFFILIATED SECURITIES

Transactions with issuers that were no longer affiliates of the Fund at the end of the period were as follows:

	VALUE, BEGINNING OF PERIOD	PURCHASES	SALES PROCEEDS	NET REALIZED GAINS (LOSSES)	NET CHANGE IN UNREALIZED GAINS (LOSSES)	VALUE, END OF PERIOD	SHARES, END OF PERIOD	INCOME FROM AFFILIATED SECURITIES
Common stocks								
Central Garden & Pet Co.†	\$ 32,984,401	\$ 247,727	\$ (324,917)	\$ (102,558)	\$ 7,394,692	\$ 40,199,345	802,222	\$ 0
CSW Industrials, Inc.	117,654,677	0	(67,145,609)	41,239,180	3,328,496	95,076,744	458,400	378,774
DallasNews Corp.	1,929,759	0	0	0	(65,490)	1,864,269	436,597	209,567
Ennis, Inc.	26,434,670	661,396	(61,576)	(2,673)	1,067,342	28,099,159	1,282,481	947,031
Mueller Industries, Inc.	\$182,532,697	\$16,274,649	\$(52,266,475)	\$26,368,498	\$21,545,718	\$194,455,087	4,124,180	\$1,979,540

<sup>†</sup> Non-income-earning security

### Written options

DESCRIPTION	COUNTERPARTY	NUMBER OF CONTRACTS	NOTIONAL AMOUNT	EXERCISE PRICE	EXPIRATION DATE	VALUE
Call						
Azenta, Inc.	Bank of America Securities, Inc.	(250)	\$ (1,625,000)	\$ 65.00	1-19-2024	\$ (69,375)
Azenta, Inc.	Bank of America Securities, Inc.	(250)	(1,750,000)	70.00	2-16-2024	(55,000)
B Riley Financial, Inc.	Bank of America Securities, Inc.	(250)	(875,000)	35.00	1-19-2024	(3,125)
B Riley Financial, Inc.	Bank of America Securities, Inc.	(100)	(250,000)	25.00	2-16-2024	(23,000)
Quanex Building Products Corp.	Bank of America Securities, Inc.	(500)	(1,500,000)	30.00	1-19-2024	(71,250)

### Written options (continued)

DESCRIPTION	COUNTERPARTY	NUMBER OF CONTRACTS	NOTIONAL AMOUNT	EXERCISE PRICE	EXPIRATION DATE	VALUE
Call (continued)						
Quanex Building Products Corp.	Bank of America Securities, Inc.	(500)	\$ (1,500,000)	\$ 30.00	2-16-2024	\$ (86,250)
Spectrum Brands Holdings, Inc.	Bank of America Securities, Inc.	(100)	(700,000)	70.00	1-19-2024	(100,500)
Put						
Atkore, Inc.	Bank of America Securities, Inc.	200	2,400,000	120.00	1-19-2024	(11)
B Riley Financial, Inc.	Bank of America Securities, Inc.	1,000	1,750,000	17.50	1-19-2024	(170,000)
Encore Wire Corp.	Bank of America Securities, Inc.	100	1,750,000	175.00	1-19-2024	(7,500)
Helen of Troy Ltd.	Bank of America Securities, Inc.	100	1,100,000	110.00	2-16-2024	(37,000)
Mativ Holdings, Inc.	Bank of America Securities, Inc.	500	625,000	12.50	1-19-2024	(5,000)
Patterson Companies, Inc.	Bank of America Securities, Inc.	500	1,350,000	27.00	1-19-2024	(10,000)
Patterson Companies, Inc.	Bank of America Securities, Inc.	500	1,250,000	25.00	1-19-2024	(20,494)
Quanex Building Products Corp.	Bank of America Securities, Inc.	250	750,000	30.00	3-15-2024	(35,625)

\$(694,130)

## Notes to portfolio of investments

All investments are valued each business day as of the close of regular trading on the New York Stock Exchange (generally 4 p.m. Eastern Time), although the Fund may deviate from this calculation time under unusual or unexpected circumstances.

Equity securities and exchange-traded funds that are listed on a foreign or domestic exchange or market are valued at the official closing price or, if none, the last sales price.

Options that are listed on a foreign or domestic exchange or market are valued at the closing mid-price. Non-listed options are valued at the evaluated price provided by an independent pricing service or, if a reliable price is not available, the quoted bid price from an independent broker-dealer.

Investments in registered open-end investment companies (other than those listed on a foreign or domestic exchange or market) are valued at net asset value.

Investments which are not valued using the methods discussed above are valued at their fair value, as determined in good faith by Allspring Funds Management, LLC ("Allspring Funds Management"), which was named the valuation designee by the Board of Trustees. As the valuation designee, Allspring Funds Management is responsible for day-to-day valuation activities for the Allspring Funds. In connection with these responsibilities, Allspring Funds Management has established a Valuation Committee and has delegated to it the authority to take any actions regarding the valuation of portfolio securities that the Valuation Committee deems necessary or appropriate, including determining the fair value of portfolio securities. On a quarterly basis, the Board of Trustees receives reports of valuation actions taken by the Valuation Committee. On at least an annual basis, the Board of Trustees receives an assessment of the adequacy and effectiveness of Allspring Funds Management's process for determining the fair value of the portfolio of investments.

### **Options**

The Fund may write covered call options or secured put options on individual securities and/or indexes. When the Fund writes an option, an amount equal to the premium received is recorded as a liability and is subsequently adjusted to the current market value of the written option. Premiums received from written options that expire unexercised are recognized as realized gains on the expiration date. For exercised options, the difference between the premium received and the amount paid on effecting a closing purchase transaction, including brokerage commissions, is treated as a realized gain or loss. If a call option is exercised, the premium is added to the proceeds from the sale of the underlying security in calculating the realized gain or loss on the sale. If a put option is exercised, the premium reduces the cost of the security purchased. The Fund, as a writer of an option, bears the market risk of an unfavorable change in the price of the security and/or index underlying the written option.

The Fund may also purchase call or put options. Premiums paid are subsequently adjusted based on the current market values of the options. Premiums paid for purchased options that expire are recognized as realized losses on the expiration date. Premiums paid for purchased options that are exercised or closed are added to the amount paid or offset against the proceeds received for the underlying security to determine the realized gain or loss. The risk of loss associated with purchased options is limited to the premium paid.

Options traded on an exchange are regulated and terms of the options are standardized. The Fund is subject to equity price risk. Purchased options traded over-the-counter expose the Fund to counterparty risk in the event the counterparty does not perform. This risk can be mitigated by having a master netting arrangement between the Fund and the counterparty and by having the counterparty post collateral to cover the Fund's exposure to the counterparty.

### Fair valuation measurements

Fair value measurements of investments are determined within a framework that has established a fair value hierarchy based upon the various data inputs utilized in determining the value of the Fund's investments. The three-level hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The Fund's investments are classified within the fair value hierarchy based on the lowest level of input that is significant to the fair value measurement. The inputs are summarized into three broad levels as follows:

- Level 1 quoted prices in active markets for identical securities
- Level 2 other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

The inputs or methodologies used for valuing investments in securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used in valuing the Fund's assets and liabilities as of December 31, 2023:

Assets		(LEVEL 1)	(LEVEL 2)		(LEVEL 3)		TOTAL
Investments in:							
Common stocks							
Communication services	\$	40,197,097	\$	0	\$0	\$	40,197,097
Consumer discretionary		334,870,060		0	0	3	34,870,060
Consumer staples		511,943,759		0	0	5	11,943,759
Energy		386,211,767		0	0	3	86,211,767
Financials	1,	045,284,641	79	,819,661	0	1,1	25,104,302
Health care		267,847,008		0	0	2	67,847,008
Industrials	1,	638,590,852		0	0	1,6	38,590,852
Information technology		233,731,905		0	0	2	33,731,905
Materials		883,490,732		0	0	8	83,490,732
Real estate		53,926,136		0	0		53,926,136
Utilities		19,818,166		0	0		19,818,166
Rights							
Financials		0		0	0		0
Short-term investments							
Investment companies		55,439,810		0	0		55,439,810
Total assets	\$5,	471,351,933	\$79	,819,661	\$0	\$5,5	51,171,594
Liabilities							
Written options	\$	668,625	\$	25,505	\$0	\$	694,130
Total liabilities	\$	668,625	\$	25,505	\$0	\$	694,130

Additional sector, industry or geographic detail, if any, is included in the Portfolio of Investments.

As of December 31, 2023, \$15,475,000 was segregated as cash collateral for open written options.

At December 31, 2023, the Fund did not have any transfers into/out of Level 3.