

December 31, 2010

2010 Annual Report



ESG Managers™ Aggressive Growth Portfolio

ESG Managers™ Growth Portfolio

ESG Managers™ Moderate Portfolio

ESG Managers™ Conservative Portfolio



ESG MANAGERS™ PORTFOLIOS



Pax World Management LLC

Pax World Management LLC is the investment
adviser to ESG Managers™ Portfolios

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For More Information

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Transfer and

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Custodian

State Street Bank
and Trust Company
225 Franklin Street
Boston, MA 02110

Letter to Shareholders

by Joseph Keefe, President & CEO



Dear fellow shareholders,

As 2010 came to a close, we began to see strong signals that the U.S. economy was on the road to recovery. Not recovery at a blistering pace, mind you, but steady, forward progress just the same. In fact, we saw the equity markets begin to recover as early as September 2010. By the end of December, the S&P 500 Index was up 15.06% for the year. Some parts of the market performed even better—the Russell 2000

Index of small-cap companies was up 26.85% for the year. As the New Year began, many if not most economic forecasters were projecting positive, if moderate, GDP growth together with improving equity returns for 2011.

At Pax World, all of our funds delivered positive returns for 2010. Moreover, we are optimistic about the prospects for continued economic recovery together with positive investment returns in 2011.

As markets continue to recover, however, we should not forget about what caused the precipitous decline in the first place. As a mutual fund company focused on sustainable investing, we need to remind ourselves that it was ultimately a set of unsustainable business practices in the financial sector that led to the crisis in the first place—a myopic, short-term focus, poor risk management, excessive leverage, and the financial engineering of opaque derivatives and other financial instruments meant to serve the short-term interests of traders rather than the long-term interests of investors.

Nor should we forget that too many people are still unemployed and too many homes are still being foreclosed.

We need to remember that the financial sector failed the American people. It seems to me that we have an obligation to learn the lessons of this failure and to offer investors sound, sustainable financial strategies going forward.

At Pax World, we are trying our best to do this. In 2010, we continued to advocate for sound financial regulations and more sustainable business practices. We sent letters to Congress, the White House, and the Securities and Exchange Commission (SEC) supporting key provisions of the Dodd-Frank

financial reform legislation, such as proxy access allowing investors to nominate board candidates. We used our power as a shareholder to file “Say-on-Pay” resolutions at several companies asking for an advisory vote on executive compensation. We also filed shareholder resolutions asking companies to review their political contributions policies in light of the U.S. Supreme Court’s decision in *Citizens United vs. Federal Election Commission* allowing unlimited use of corporate assets to fund independent political ads.

On the environmental front, Pax World filed shareholder resolutions on the ecological impacts of oil sands operations and hydraulic fracturing (or “fracking”) for natural gas extraction, and with fellow institutional investors sent letters to Congress, the EPA and others urging action on climate change legislation, increased fuel economy standards, and improved sustainability reporting.

We continued our ongoing work on gender equality and women’s empowerment by withholding support from all-male board slates while leading campaigns to encourage companies to embrace gender diversity on their boards and to endorse the Women’s Empowerment Principles, an initiative of the UN Global Compact and UNIFEM.

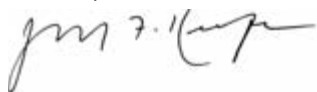
We also launched two new series of funds for sustainable investors in 2010: the ESG Managers™ Portfolios reported on herein, a series of multi-manager asset allocation funds with asset allocation, manager selection and portfolio construction by Morningstar Associates; and ESG Shares®, the first family of exchange traded funds (ETFs) focused exclusively on a sustainable investing approach.

One hopes that we have learned some of the hard lessons from the financial crisis and economic downturn. Certainly the financial sector needs to focus on real, long-term value creation rather than continued short-term profits derived from asset bubbles, financial engineering and hyper trading. As investors, we can take steps designed to ensure that corporations and markets produce better long-term social, environmental and financial outcomes. That’s what sustainable investing is all about. At Pax World, we tried our best to advance these goals in 2010, and we enter 2011 with renewed commitment and

enthusiasm.

Thank you for your continued confidence.

Sincerely,



Joseph F. Keefe
President and CEO

You should consider a fund's investment objectives, risks, and charges and expenses carefully before investing. For this and other important information, please obtain a fund prospectus by calling 800.767.1729. Please read it carefully before investing. Distributed by ALPS Distributors, Inc.

The ESG Managers™ Portfolios use multiple managers (“Sleeve Subadvisers”) and direct investments in mutual funds to seek to achieve their investment objectives, and each Sleeve Subadviser seeks to invest the assets of its sleeve(s) in securities consistent with its investment style (e.g., large cap growth, small cap value, intermediate term bond) and within the parameters established by Morningstar Associates, LLC for the Funds. The Sleeve Subadvisers include experienced managers of mutual funds and separately managed accounts that also follow environmental, social and governance (ESG) criteria. These funds or separate accounts serve as models upon which Morningstar Associates, LLC has designed the sleeves’ investment parameters. The chart below lists these strategies.

Sleeve Subadviser or Fund Manager	Strategy
Access Capital Strategies	Investment Grade Fixed Income
Ariel Investments, LLC	Small/Mid Cap Value
ClearBridge Advisors, LLC	Large Cap Value
Community Capital Management, Inc.	Investment Grade Fixed Income
Miller/Howard Investments, Inc.	Equity Income
MMA Capital Management	Investment Grade Fixed Income
Neuberger Berman Management, LLC.....	Large Cap Blend
Parnassus Investments.....	Equity Income
Parnassus Investments.....	Small Cap
Portfolio 21 Investments	World Stock
Pax World Management LLC.....	Multi-Cap Equity
Pax World Management LLC.....	Global Green (Environmental Technologies)*
Pax World Management LLC.....	High Yield Bond *
Pax World Management LLC.....	Real Return
Pax World Management LLC.....	International Equity*
Schroder Investment Management, Ltd.	Emerging Markets Equity*

There can be no assurance that the performance of any Fund will be comparable to that of any model mutual fund or separate account strategy referred to above, or that the results achieved by a Sleeve Subadviser will correlate closely to that of the applicable model mutual fund or separate account strategy.

**Represents direct investments in mutual fund shares (see Schedules of Investments).*

Portfolio Commentary



Portfolio Construction
Advisors
Jon Hale, Ph.D., CFA,
Managing Consultant,
Morningstar Associates
& **Peter DiTeresa,**
Senior Investment
Consultant, Morningstar
Associates

The ESG Managers Portfolios are diversified, multi-manager funds, consisting of underlying equity and fixed-income strategies run by separate managers from multiple firms, all of whom pursue Sustainable Investment strategies. Assets are allocated to the underlying managers primarily on the basis of Morningstar Associates' long-term strategic asset allocation targets, although at any given time, allocations may diverge from the long-term targets due to specific market conditions. Under normal circumstances, the Aggressive Growth Portfolio will be invested approximately 95% in equity securities and 5% in fixed income securities; the Growth Portfolio will be invested approximately 70% in equity securities and 30% in fixed income securities; the Moderate Portfolio will be invested approximately 50% in equity securities and 50% in fixed income securities; and the Conservative Portfolio will be invested approximately 35% in equity securities and 65% in fixed income securities.

In 2010, equity markets continued the rebound that began in the spring of 2009. In the U.S., the S&P 500 Index gained 15.06% for the year. Small-cap stocks delivered even stronger results as the Russell 2000 Index rose 26.85% for 2010. International stocks lagged the

U.S., with the MSCI EAFE (Net) Index posting a gain of 7.75%.

Markets overcame several obstacles during the course of the year. In the spring the Greek debt crisis evolved into broad concern about the finances of a number of other peripheral European Union members. Investors began to question the long-term survivability of the EU itself, at least in its present form, and near-term growth prospects for the region were generally lowered. Around the same time, second-quarter U.S. GDP growth came in at a modest 1.7% as the anticipated benefits of fiscal stimulus didn't fully materialize. Unemployment stayed stubbornly high and housing remained shaky. After a difficult August, Federal Reserve chief Ben Bernanke indicated the Fed may make additional purchases of long-term bonds—a form of quantitative easing. The final plan announced in November, which became known as QE2, projects the purchase of \$600 billion in Treasury bonds in monthly increments through June 2011.

The QE2 talk seemed to pay early dividends as interest rates fell and stocks rallied in September. Meanwhile, the economic news brightened through year end. Third-quarter GDP growth rose to 2.6%, reducing fears of a double-dip recession. Consumer spending beat expectations during the holiday season, the job market flashed a few encouraging signs, and President Obama signed a tax deal to extend the Bush tax cuts and reduce payroll taxes.

Small caps dominated large caps for the year. Small caps lost more during the corrections in June and August but powered ahead during rallies in the first and fourth quarters. Growth and value stocks, on the other hand, performed more evenly relative to one another, although growth stocks notched modestly higher returns.

International equities generally lagged behind U.S. stocks in 2010. European stocks suffered through the Greek debt crisis early in the year and then stumbled again in November as Ireland succumbed to pressure and accepted a bailout from the European Central Bank. Emerging markets delivered divergent performances. As measured by the MSCI country indices, China gained just 4.6% in 2010 as the country took steps to slow its rampant growth and stem inflationary fears. Brazil rose 6.5% amid the election of a new president. Russia gained 19% on rising oil prices. India soared 21% to lead the pack, with large inflows from foreign investors lifting prices.

Fixed-income investments performed well for most of the year as corporate profits recovered while interest rates fell. With QE2 looming, the yield on the 10-year Treasury dropped down to 2.39% in early October. But it rose again toward the end of the year, finishing at 3.30%, as the improving economy and rich bond prices led to a sell-off. Overall, the Barclays Capital U.S. Aggregate Bond Index gained 6.5% in 2010, despite losing 1.3% in the fourth quarter.

Aggressive Growth Portfolio

For the since-inception period from January 4, 2010 through December 31, 2010, the ESG Managers Aggressive Growth Portfolio had a total return of 9.96%, while its Blended Benchmark¹ had a total return of 10.52%.

The underlying strategy that had the biggest positive impact on returns was Neuberger Berman Socially Responsive. A growth-leaning strategy consisting mostly of U.S. large-cap stocks, it posted a 20.3% return. With 17.6% of assets, the Neuberger Berman strategy was the Fund's largest position at the end of 2010.

Portfolio Commentary, continued

The Fund's two smaller-cap strategies also posted significant returns: Parnassus Small Cap gained 32.8% and Ariel Small/Mid Cap Value gained 22.8%. Because the Fund's positions in each of those two strategies is only about 5% of assets, however, their overall impact on the Fund's performance was smaller than Neuberger Berman's.

The biggest detractors from performance included the Fund's other two large-cap strategies to which significant assets were allocated. ClearBridge ESG Large Cap Value had a 9.1% return, but that lagged the S&P 500 Index's 13.4% return covering the period from the Fund's inception through the end of the year. Parnassus Equity-Income, a core U.S. large-cap holding, gained 7.1%, also well behind the S&P 500 Index.

Contributors to Since-Inception Performance	Inception return	12/31/10 allocation	Net contribution above benchmark
Neuberger Berman Socially Responsive	20.30%	17.60%	1.54%
Parnassus Small Cap	32.80%	5.10%	0.50%
Ariel Small/Mid Cap Value	22.80%	4.70%	0.07%

Detractors from Since-Inception Performance	Inception return	12/31/10 allocation	Net contribution above benchmark
Portfolio 21	-1.40%	7.40%	-1.11%
Parnassus Equity-Income	7.10%	16.50%	-0.82%
ClearBridge ESG Large Cap Value	9.10%	14.80%	-0.35%

Growth Portfolio

For the since-inception period from January 4, 2010 through December 31, 2010, the ESG Managers Growth Portfolio had a total return of 9.79%, while its Blended Benchmark² had a total return of 9.88%.

The underlying manager that had the biggest positive impact on returns was Parnassus Small Cap, which gained 34.8% during the period. Neuberger Berman Socially Responsive, a growth-leaning strategy consisting mostly of U.S. large-cap stocks posted a 21.3% return. Because it has the largest allocation in the Fund, Neuberger Berman's net positive impact was nearly the same as that of Parnassus Small Cap. Next in line was Ariel Small/Mid Cap Value, which gained 22.8%.

The biggest detractor from performance was Portfolio 21, a concentrated global stock strategy that lost 0.7% during the period. While Parnassus Equity-Income

Portfolio Commentary, continued

and ClearBridge ESG Large Cap Value both posted positive returns, 7.8% and 9.2%, respectively, they both lagged well behind the S&P 500 Index's 13.4% return.

Contributors to Since-Inception Performance	Inception return	12/31/10 allocation	Net contribution above benchmark
Neuberger Berman Socially Responsive	21.30%	12.60%	1.02%
Parnassus Small Cap	34.80%	5.00%	0.50%
Ariel Small/Mid Cap Value	22.80%	3.20%	0.08%

Detractors from Since-Inception Performance	Inception return	12/31/10 allocation	Net contribution above benchmark
Portfolio 21	-0.70%	6.70%	-0.80%
Parnassus Equity-Income	7.80%	10.20%	-0.43%
ClearBridge ESG Large Cap Value	9.20%	11.00%	-0.31%

Moderate Portfolio

For the since-inception period from January 4, 2010 through December 31, 2010, the ESG Managers Moderate Portfolio had a total return of 7.50%, while its Blended Benchmark³ had a total return of 9.16%.

Among the Fund's underlying strategies, the biggest contributors to and detractors from performance were the same as they were for the Growth Portfolio (see above). Additionally, however, with more assets devoted to fixed income investments, the relative underperformance of the Fund's fixed-income managers also hurt it relative to its Blended Benchmark. With the exception of Pax World High Yield Bond, none of the Fund's underlying bond managers beat the Barclays Capital U.S. Aggregate Bond Index for the period.

Contributors to Since-Inception Performance	Inception return	12/31/10 allocation	Net contribution above benchmark
Neuberger Berman Socially Responsive	22.10%	9.10%	0.71%
Parnassus Small Cap	35.50%	2.20%	0.24%
Ariel Small/Mid Cap Value	23.60%	2.00%	0.05%

Detractors from Since-Inception Performance	Inception return	12/31/10 allocation	Net contribution above benchmark
Portfolio 21	-2.30%	5.90%	-0.78%
Parnassus Equity-Income	10.00%	9.00%	-0.18%
ClearBridge ESG Large Cap Value	8.80%	8.90%	-0.16%

Portfolio Commentary, continued**Conservative Portfolio**

For the since-inception period from January 4, 2010 through December 31, 2010, the ESG Managers Conservative Portfolio had a total return of 7.46%, versus its Blended Benchmark⁴, which had a total return of 8.44%.

As was the case with the other ESG Managers Portfolios, the most positive contributions to performance during the period came from Neuberger Berman Socially Responsive, Parnassus Small Cap, and Ariel Small/Mid Cap Value. But because the overall equity exposure in the Conservative Portfolio is targeted at only 35% of assets, the strong performance of the three equity strategies didn't have as significant of an impact on overall performance.

Instead, the lagging performance from three of the Fund's fixed-income managers kept the Fund below its benchmark for the period. With shorter durations and limited U.S. Treasury exposure, compared with the Barclays Capital U.S. Aggregate Bond Index, the Fund's two largest bond positions, Everence Intermediate Bond and Community Capital Bond, trailed the index. The Pax World Real Return strategy, which is in the Fund to provide long-term inflation protection, also lagged the bond index for the period.

Contributors to Since-Inception Performance	Inception return	12/31/10 allocation	Net contribution above benchmark
Neuberger Berman Socially Responsive	22.00%	5.90%	0.39%
Parnassus Small Cap	34.80%	2.30%	0.15%
Ariel Small/Mid Cap Value	23.20%	2.20%	0.03%

Detractors from Since-Inception Performance	Inception return	12/31/10 allocation	Net contribution above benchmark
Portfolio 21	0.20%	4.90%	-0.43%
ClearBridge ESG Large Cap Value	8.70%	6.00%	-0.17%
Miller/Howard Equity Income	9.00%	3.60%	-0.13%

Looking ahead to 2011, we believe the outlook for equities is generally favorable as the economy continues its modest path to recovery. Among the positives, the jobs picture has stabilized somewhat and consumer confidence is growing. Corporate balance sheets are healthy, which could result in increased capital spending and M&A activity. Should interest rates rise later in the year, it would be another positive signal to equity markets that the recovery is sustainable.

Portfolio Commentary, continued

Headwinds clearly remain, though. Unemployment appears likely to back down only modestly. Housing remains weak. Corporate earnings could suffer from more difficult year-over-year comparisons, and the market appears to be more or less fully valued. The Morningstar measure of fair value in the U.S. stock market stood at 1.05 as the year began, indicating that the median stock covered by Morningstar equity analysts is 5% overvalued. We expect to maintain an overweight position to U.S. equities during 2011's first quarter, a reflection of a stronger economic outlook for the U.S. than for Europe and Japan.

At the end of 2010, we began adding a new strategy to the Funds: Schroder Emerging Market Equity Fund (SEMNX). While the U.K.-based Schroder Investment Management North America, Ltd. has incorporated the impact of ESG issues into its securities analysis for some time, it has recently formalized its approach, making the fund appropriate for inclusion in the ESG Managers Portfolios. This position provides much-needed exposure to the world's fastest growing economies via a manager committed to incorporating ESG issues into its stock selection.

Finally, it's worth noting our belief that the Funds are well positioned for a rising interest-rate environment. We're continuing to overweight high-yield bonds, which typically are not as sensitive to rate increases, but have the potential to continue their positive performance as the economy strengthens. Our high-yield strategy, Pax World High Yield Bond Fund, has historically plied the more conservative end of the high-yield market, which we believe is a plus in the slow-recovery environment. We believe the shorter-duration stance of our bond managers should also protect the Funds should rates rise, and our position in Treasury Inflation Protected Securities should help protect against a rise in inflation expectations.

¹The Blended Benchmark is composed of 60% S&P 500 Index, 35% MSCI EAFE (Net) Index and 5% Barclays Capital Aggregate Bond Index. Investors cannot invest directly in any index.

²The Blended Benchmark is composed of 45% S&P 500 Index, 25% MSCI EAFE (Net) Index and 30% Barclays Capital Aggregate Bond Index. Investors cannot invest directly in any index.

³The Blended Benchmark is composed of 33% S&P 500 Index, 17% MSCI EAFE (Net) Index and 50% Barclays Capital Aggregate Bond Index. Investors cannot invest directly in any index.

⁴The Blended Benchmark is composed of 23% S&P 500 Index, 12% MSCI EAFE (Net) Index and 65% Barclays Capital Aggregate Bond Index. Investors cannot invest directly in any index.

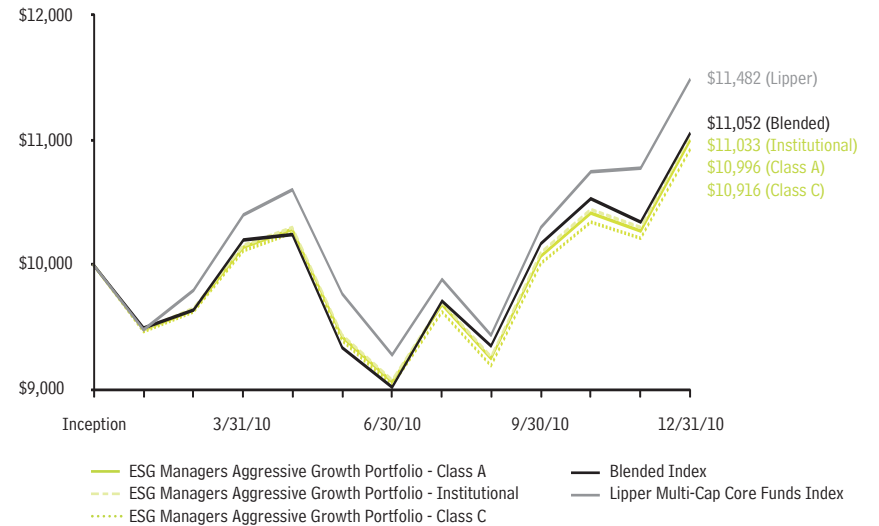
Portfolio Commentary, continued

The portfolio commentary in this report provides insight in an effort to help you examine your fund. The views expressed therein are those of the portfolio construction advisors and are for the period covered by this report. Such commentary does not necessarily represent the views of the Board of Trustees of your fund. The views expressed herein are subject to change at any time based upon market and/or other conditions and Pax World Management LLC and the funds disclaim any responsibility to update such views. The commentaries should not be relied upon as investment advice.

Aggressive Growth Portfolio

Portfolio Highlights

Total Return—Historical



Returns—Year ended December 31, 2010

Share class		Total Return	
		3 months	Since Inception ¹
Class A² (PAGAX)	NAV ³	9.22%	9.96%
	POP	3.27%	3.94%
Institutional Class (PAGIX)		9.30%	10.33%
Class C⁴ (PAGCX)	NAV ³	9.05%	9.16%
	CDSC	7.96%	8.07%
Blended Index ^{5, 6, 7, 8, 10}		8.71%	10.52%
Lipper Multi-Cap Core Funds Index ^{9, 10}		11.40%	14.82%

Total returns have not been annualized. Total return figures include reinvested dividends and capital gains distributions, and changes in principal value, and do not reflect the taxes that a shareholder might pay on Fund distributions or on the redemption of Fund shares. These figures represent past performance, which is no guarantee of future results. Investment return and principal value of an investment will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost. Current performance may be lower or higher than the performance shown. For more recent month-end performance data, please visit www.esgmanagers.com.

¹The Fund's inception date is January 4, 2010.

Aggressive Growth Portfolio, continued

²A 1.00% CDSC (contingent deferred sales charge) may be charged on any shares sold within 1 year of purchase over \$1 million. POP (public offering price) reflects the maximum sales load for the Fund's Class A Shares of 5.50%. NAV performance does not reflect the deduction of the sales load or the CDSC, which, if reflected, would reduce the performance shown.

³NAV is Net Asset Value.

⁴A 1.00% CDSC (contingent deferred sales charge) may be charged on shares redeemed within 1 year of purchase. NAV performance does not reflect the deduction of the CDSC, which, if reflected, would reduce the performance shown.

⁵The Blended Index is composed of 60% S&P 500 Index, 35% MSCI EAFE (Net) Index and 5% Barclays Capital U.S. Aggregate Bond Index.

⁶The S&P 500 Index is an index of large capitalization common stocks.

⁷The MSCI EAFE (Europe, Australasia, Far East) Index is a free float-adjusted market capitalization index that is designed to measure the equity market performance of developed markets, excluding the U.S. and Canada. As of July 2010 the MSCI EAFE Index consisted of the following 22 developed market country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, and the United Kingdom. Performance for the MSCI EAFE Index is shown "net", which includes dividend reinvestments after deduction of foreign withholding tax.

⁸The Barclays Capital U.S. Aggregate Bond Index represents securities that are U.S. domestic, taxable and dollar denominated. The index covers the U.S. investment grade fixed rate bond market, with index components for government and corporate securities and asset-backed securities.

⁹The Lipper Multi-Cap Core Funds Index tracks the results of the 30 largest mutual funds in the Lipper Multi-Cap Core Funds Average. The Lipper Multi-Cap Core Funds Average is a total return performance average of the mutual funds tracked by Lipper, Inc. that, by portfolio practice, invest at least 75% of their equity assets in any one market capitalization range over an extended period of time. Multi-Cap Core Funds typically have an average price-to-earnings ratio, price-to-book ratio, and three-year sales-per-share growth value, compared to the S&P SuperComposite 1500 Index. The Lipper Multi-Cap Core Funds Index is not what is typically considered to be an "index" because it tracks the performance of other mutual funds rather than the changes in the value of a group of securities, a securities index or some other traditional economic indicator.

¹⁰Unlike the Aggressive Growth Portfolio, the Blended Index and the Lipper Multi-Cap Core Funds Index are not investments, are not professionally managed, have no policy of sustainable investing and (with the exception of the Lipper Multi-Cap Core Funds Index) do not reflect deductions for fees, expenses or taxes.

Asset Allocation	Percent of Market Value
Cash & Equivalents.....	3.8%
U.S. Stocks.....	64.5%
Foreign Stocks.....	26.9%
U.S. Bonds.....	1.9%
Foreign Bonds.....	0.6%
Non-Affiliated Investment Companies & Exchange Traded Funds.....	2.3%
Total.....	100.0%

Aggressive Growth Portfolio, continued**Manager Allocation**

Manager/Strategy	Percent of Net Assets
EQUITY	
Large-Cap/Multi-Cap	
ClearBridge ESG Large Cap Value	14.8%
Miller/Howard Equity Income	6.5%
Parnassus Equity Income	16.5%
Neuberger Berman Socially Responsive Large Cap Blend	17.6%
Pax World Multi-Cap Equity.....	5.1%
Small/Mid-Cap	
Ariel Small/Mid Cap Value.....	4.7%
Parnassus Small Cap	5.1%
International/World	
Pax World International Equity	15.1%
Portfolio 21 World Stock	7.4%
Schroder Emerging Markets Equity.....	1.5%
Sector Specific	
Pax World Global Green (Environmental Technologies)	3.1%
Total Equities.....	97.4%

FIXED INCOME**High Yield**

Pax World High Yield Bond.....	2.7%
Total Fixed Income.....	2.7%
Other	-0.1%

Total.....100.0%

Top Ten Holdings

Company	Percent of Net Assets
NIKE, Inc., Class B	0.5%
Scripps Networks Interactive, Class A	0.5%
Time Warner, Inc.	0.4%
Comcast Corp., Class A	0.4%
Time Warner Cable, Inc.....	0.4%
News Corp., Class A	0.4%
SES SA	0.3%
DISH Network Corp., Class A.....	0.2%
McDonald's Corp.	0.2%
CBS Corp., Class B.....	0.2%
Total.....	3.5%

Excludes Affiliated and Non-Affiliated Investment Companies.

Aggressive Growth Portfolio, continued

Sector Diversification

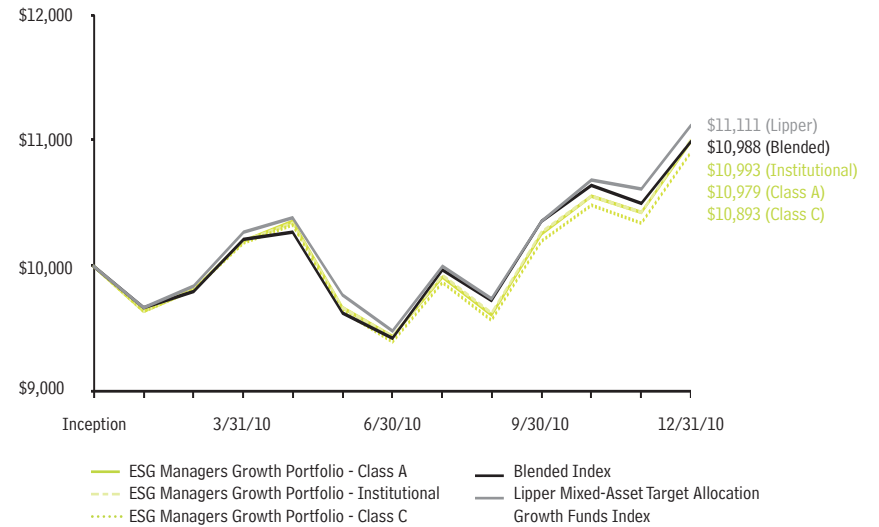
Sector	Percent of Market Value
Corporate Bonds	2.5%
Consumer Discretionary	8.7%
Consumer Staples	7.6%
Energy	9.0%
Financials	14.3%
Health Care	11.4%
Industrials	12.3%
Information Technology	15.5%
Materials	3.8%
Telecommunication Services	3.4%
Utilities	5.4%
Non-Affiliated Investment Companies & Exchange Traded Funds	2.3%
Cash & Equivalents	3.8%
Total	100.0%

May include companies representing multiple industries within a single "Sector".

Growth Portfolio

Portfolio Highlights

Total Return—Historical



Returns—Year Ended December 31, 2010

Share class	Total Return	
	3 months	Since Inception ¹
Class A² (PGPAX)	NAV ³	7.04%
	POP	1.22%
Institutional Class (PMIIX)		7.12%
Class C⁴ (PWCCX)	NAV ³	6.85%
	CDSC	5.78%
Blended Index ^{5, 6, 7 8, 10}		6.08%
Lipper Mixed-Assets Target Allocation Growth Funds Index ^{9, 10}		7.30%
		9.88%
		11.11%

Total returns have not been annualized. Total return figures include reinvested dividends and capital gains distributions, and changes in principal value, and do not reflect the taxes that a shareholder might pay on Fund distributions or on the redemption of Fund shares. These figures represent past performance, which is no guarantee of future results. Investment return and principal value of an investment will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost. Current performance may be lower or higher than the performance shown. For more recent month-end performance data, please visit www.esgmanagers.com.

¹The Fund's inception date is January 4, 2010.

Growth Portfolio, continued

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³NAV is Net Asset Value.

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⁵The Blended Index is composed of 45% S&P 500 Index, 25% MSCI EAFE (Net) Index and 30% Barclays Capital U.S. Aggregate Bond Index.

⁶The S&P 500 Index is an index of large capitalization common stocks.

⁷The MSCI EAFE (Europe, Australasia, Far East) Index is a free float-adjusted market capitalization index that is designed to measure the equity market performance of developed markets, excluding the U.S. and Canada. As of July 2010 the MSCI EAFE Index consisted of the following 22 developed market country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, and the United Kingdom. Performance for the MSCI EAFE Index is shown "net", which includes dividend reinvestments after deduction of foreign withholding tax.

⁸The Barclays Capital U.S. Aggregate Bond Index represents securities that are U.S. domestic, taxable and dollar denominated. The index covers the U.S. investment grade fixed rate bond market, with index components for government and corporate securities and asset-backed securities.

⁹The Lipper Mixed-Asset Target Allocation Growth Funds Index tracks the results of the 30 largest mutual funds in the Lipper Mixed-Asset Target Allocation Growth Funds Average. The Lipper Mixed-Asset Target Allocation Growth Funds Average is a total return performance average of mutual funds tracked by Lipper, Inc. whose primary objective is to conserve principal by maintaining, at all times a mix of between 60%-80% equity securities, with the remainder invested in bonds, cash, and cash equivalents. The Lipper Mixed-Asset Target Allocation Growth Funds Index is not what is typically considered to be an "index" because it tracks the performance of other mutual funds rather than changes in the value of a group of securities, a securities index or some other traditional economic indicator.

¹⁰Unlike the Growth Portfolio, the Blended Index and the Lipper Mixed-Asset Target Allocation Growth Funds Index are not investments, are not professionally managed, have no policy of sustainable investing and (with the exception of the Lipper Mixed-Asset Target Allocation Growth Funds Index) do not reflect deductions for fees, expenses or taxes.

Asset Allocation	Percent of Market Value
Cash & Equivalents.....	3.8%
U.S. Stocks.....	48.9%
Foreign Stocks.....	24.6%
U.S. Bonds.....	18.2%
Foreign Bonds.....	2.1%
Non-Affiliated Investment Companies & Exchange Traded Funds.....	2.4%
Total.....	100.0%

Growth Portfolio, continued**Manager Allocation**

Manager/Strategy	Percent of Net Assets
EQUITY	
Large-Cap/Multi-Cap	
ClearBridge ESG Large Cap Value.....	11.0%
Miller/Howard Equity Income.....	5.7%
Parnassus Equity Income.....	10.2%
Neuberger Berman Socially Responsive Large Cap Blend.....	12.6%
Pax World Multi-Cap Equity.....	4.7%
Small/Mid-Cap	
Ariel Small/Mid Cap Value.....	3.2%
Parnassus Small Cap.....	5.0%
International/World	
Pax World International Equity.....	14.5%
Portfolio 21 World Stock.....	6.7%
Schroder Emerging Markets Equity.....	1.5%
Sector Specific	
Pax World Global Green (Environmental Technologies).....	2.5%
Total Equities.....	77.6%

FIXED INCOME

Investment Grade	
Access Capital Investment Grade Fixed Income.....	2.9%
Community Capital Investment Grade Fixed Income.....	1.6%
Everence Investment Grade Fixed Income.....	5.4%
Inflation-Protected	
Pax World Real Return.....	3.8%
High Yield	
Pax World High Yield Bond.....	8.8%
Total Fixed Income.....	22.5%
Other.....	-0.1%
Total.....	100.0%

Top Ten Holdings—Equity

Company	Percent of Net Assets
Procter & Gamble Co., The.....	1.0%
Bank of New York Mellon Corp., The.....	0.9%
JPMorgan Chase & Co.....	0.9%
Danaher Corp.....	0.8%
Cisco Systems, Inc.....	0.8%
Microsoft Corp.....	0.7%
Praxair, Inc.....	0.7%
Mastercard, Inc., Class A.....	0.7%
Charles Schwab Corp., The.....	0.6%
Teleflex, Inc.....	0.6%
Total.....	7.7%

Excludes Affiliated and Non-Affiliated Investment Companies.

Growth Portfolio, continued

Top Ten Holdings—Fixed Income

Company	Percent of Net Assets
Ginnie Mae, 2.021%, 10/16/50	1.4%
Fannie Mae, 4.500%, 07/01/40	1.1%
Fannie Mae, 4.500%, 03/01/39	0.9%
United States Treasury Note (TIPS), 0.500%, 04/15/15	0.7%
United States Treasury Note (TIPS), 1.750%, 01/15/28	0.7%
U.S. Dept of Housing & Urban Development, 5.680%, 07/01/40	0.6%
United States Treasury Note (TIPS), 1.375%, 07/15/18	0.5%
United States Treasury Note (TIPS), 1.625%, 01/15/15	0.4%
Citigroup Funding, Inc, 1.875%, 10/22/12	0.4%
United States Treasury Note (TIPS), 2.375%, 01/15/25	0.4%
Total	7.1%

Excludes Affiliated and Non-Affiliated Investment Companies.

Sector Diversification

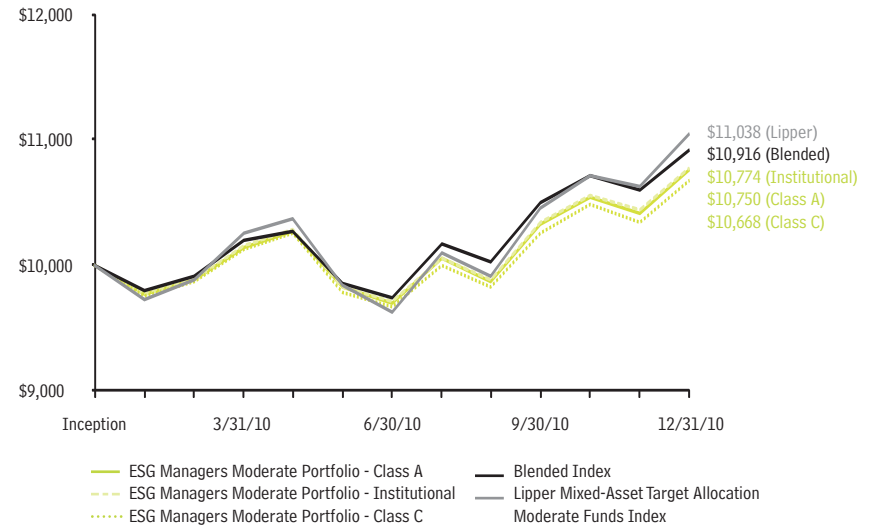
Sector	Percent of Market Value
Bonds	20.3%
<i>Corporate: 11.1%, Agency/Gov't Related: 2.0%, Municipal: 0.3%, Mortgage Backed: 3.0%. Treasury: 3.9%</i>	
Consumer Discretionary	7.0%
Consumer Staples	5.7%
Energy	7.5%
Financials	11.4%
Health Care	9.2%
Industrials	9.9%
Information Technology	12.5%
Materials	3.2%
Telecommunication Services	3.0%
Utilities	4.1%
Non-Affiliated Investment Companies & Exchange Traded Funds	2.4%
Cash & Equivalents	3.8%
Total	100.0%

May include companies representing multiple industries within a single "Sector".

Moderate Portfolio

Portfolio Highlights

Total Return—Historical



Returns—Period ended December 31, 2010

Share class		Total Return	
		3 months	Since Inception ¹
Class A² (PMPAX)	NAV ³	4.16%	7.50%
	POP	-1.57%	1.61%
Institutional Class (PWPIX)		4.25%	7.74%
Class C⁴ (PWPCX)	NAV ³	4.00%	6.68%
	CDSC	2.96%	5.61%
Blended Index ^{5, 6, 7, 8, 10}		3.99%	9.16%
Lipper Mixed-Assets Target Allocation Moderate Funds Index ^{9, 10}		5.61%	10.38%

Total returns have not been annualized. Total return figures include reinvested dividends and capital gains distributions, and changes in principal value, and do not reflect the taxes that a shareholder might pay on Fund distributions or on the redemption of Fund shares. These figures represent past performance, which is no guarantee of future results. Investment return and principal value of an investment will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost. Current performance may be lower or higher than the performance shown. For more recent month-end performance data, please visit www.esgmanagers.com.

¹The Fund's inception date is January 4, 2010.

Moderate Portfolio, continued

²A 1.00% CDSC (contingent deferred sales charge) may be charged on any shares sold within 1 year of purchase over \$1million. POP (public offering price) reflects the maximum sales load for the Fund's Class A Shares of 5.50%. NAV performance does not reflect the deduction of the sales load or the CDSC, which, if reflected, would reduce the performance shown.

³NAV is Net Asset Value.

⁴A 1.00% CDSC (contingent deferred sales charge) may be charged on shares redeemed within 1 year of purchase. NAV performance does not reflect the deduction of the CDSC, which, if reflected, would reduce the performance shown.

⁵The Blended Index is composed of 33% S&P 500 Index, 17% MSCI EAFE (Net) Index and 50% Barclays Capital U.S. Aggregate Bond Index.

⁶The S&P 500 Index is an index of large capitalization common stocks.

⁷The MSCI EAFE (Europe, Australasia, Far East) Index is a free float-adjusted market capitalization index that is designed to measure the equity market performance of developed markets, excluding the U.S. and Canada. As of July 2010 the MSCI EAFE Index consisted of the following 22 developed market country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, and the United Kingdom. Performance for the MSCI EAFE Index is shown "net", which includes dividend reinvestments after deduction of foreign withholding tax.

⁸The Barclays Capital U.S. Aggregate Bond Index represents securities that are U.S. domestic, taxable and dollar denominated. The index covers the U.S. investment grade fixed rate bond market, with index components for government and corporate securities and asset-backed securities.

⁹The Lipper Mixed-Asset Target Allocation Moderate Funds Index tracks the results of the 30 largest mutual funds in the Lipper Mixed-Asset Target Allocation Moderate Funds Average. The Lipper Mixed-Asset Target Allocation Moderate Funds Average is a total return performance average of mutual funds tracked by Lipper, Inc. whose primary objective is to conserve principal by maintaining, at all times a mix of between 40%-60% equity securities, with the remainder invested in bonds, cash, and cash equivalents. The Lipper Mixed-Asset Target Allocation Moderate Funds Index is not what is typically considered to be an "index" because it tracks the performance of other mutual funds rather than changes in the value of a group of securities, a securities index or some other traditional economic indicator.

¹⁰Unlike the Moderate Portfolio, the Blended Index and the Lipper Mixed-Asset Target Allocation Moderate Funds Index are not investments, are not professionally managed, have no policy of sustainable investing and (with the exception of the Lipper Mixed-Asset Target Allocation Moderate Funds Index) do not reflect deductions for fees, expenses or taxes.

Asset Allocation

	Percent of Market Value
Cash & Equivalents.....	2.8%
U.S. Stocks.....	37.1%
Foreign Stocks.....	15.9%
U.S. Bonds.....	41.4%
Foreign Bonds.....	1.1%
Non-Affiliated Investment Companies & Exchange Traded Funds.....	1.7%
Total.....	100.0%

Moderate Portfolio, continued**Manager Allocation**

Manager/Strategy	Percent of Net Assets
EQUITY	
Large-Cap/Multi-Cap	
ClearBridge ESG Large Cap Value.....	8.9%
Miller/Howard Equity Income.....	5.0%
Parnassus Equity Income.....	9.0%
Neuberger Berman Socially Responsive Large Cap Blend.....	9.1%
Pax World Multi-Cap Equity.....	3.0%
Small/Mid-Cap	
Ariel Small/Mid Cap Value.....	2.0%
Parnassus Small Cap.....	2.2%
International/World	
Pax World International Equity.....	7.6%
Portfolio 21 World Stock.....	5.9%
Schroder Emerging Markets Equity.....	1.3%
Sector Specific	
Pax World Global Green (Environmental Technologies).....	2.3%
Total Equities.....	56.3%

FIXED INCOME**Investment Grade**

Access Capital Investment Grade Fixed Income.....	4.9%
Community Capital Investment Grade Fixed Income.....	5.5%
Everence Investment Grade Fixed Income.....	20.0%

Inflation-Protected

Pax World Real Return.....	8.9%
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High Yield

Pax World High Yield Bond.....	4.5%
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Total Fixed Income.....	43.8%
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Other.....	-0.1%
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Total.....	100.0%
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Top Ten Holdings—Equity

Company	Percent of Net Assets
Procter & Gamble Co., The.....	0.8%
JPMorgan Chase & Co.....	0.7%
Bank of New York Mellon Corp., The.....	0.7%
Microsoft Corp.....	0.6%
Danaher Corp.....	0.6%
Praxair, Inc.....	0.6%
Mastercard, Inc., Class A.....	0.6%
Cisco Systems, Inc.....	0.6%
Charles Schwab Corp., The.....	0.5%
Johnson & Johnson.....	0.5%
Total.....	6.2%

Excludes Affiliated and Non-Affiliated Investment Companies.

Moderate Portfolio, continued

Top Ten Holdings—Fixed Income

Company	Percent of Net Assets
Fannie Mae, 4.500%, 07/01/40	2.2%
Ginnie Mae, 3.459%, 05/16/36	1.6%
Ginnie Mae, 4.500%, 08/20/40	1.6%
United States Treasury Note (TIPS), 0.500%, 04/15/15	1.5%
Kirkwood Community College Iowa, 2.500%, 06/01/17	1.5%
Citigroup Funding, Inc, 1.875%, 10/22/12	1.4%
Freddie Mac, 3.750%, 03/27/19	1.3%
Freddie Mac, 5.000%, 07/15/37	1.2%
Farmer Mac, 6.075%, 04/20/40	1.1%
United States Treasury Note (TIPS), 1.375%, 07/15/18	1.1%
Total	14.5%

Excludes Affiliated and Non-Affiliated Investment Companies.

Sector Diversification

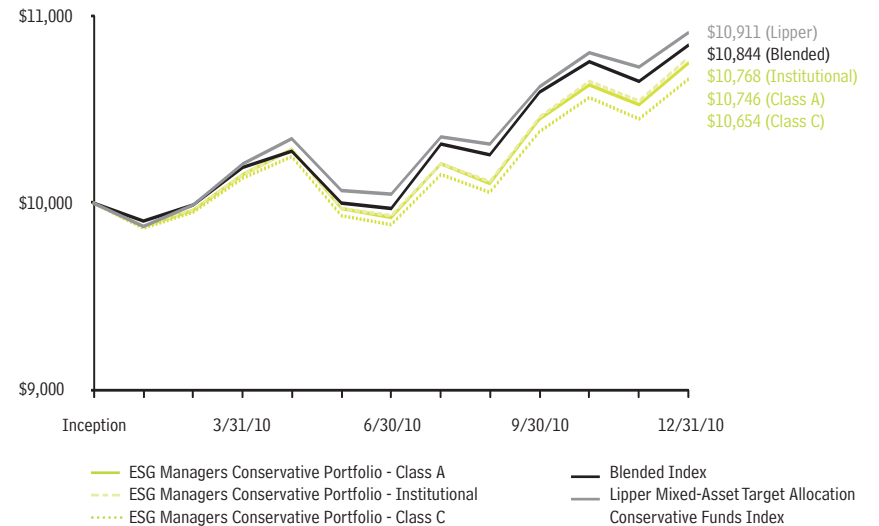
Sector	Percent of Market Value
Bonds	42.5%
<i>Corporate: 14.7%, Agency/Gov't Related: 6.3%, Municipal: 2.5%, Mortgage Backed: 10.0%, Treasury: 9.0%</i>	
Consumer Discretionary	4.7%
Consumer Staples	4.2%
Energy	5.2%
Financials	8.2%
Health Care	6.6%
Industrials	7.3%
Information Technology	8.9%
Materials	2.4%
Telecommunication Services	2.1%
Utilities	3.4%
Non-Affiliated Investment Companies & Exchange Traded Funds	1.7%
Cash & Equivalents	2.8%
Total	100.0%

May include companies representing multiple industries within a single "Sector".

Conservative Portfolio

Portfolio Highlights

Total Return—Historical



Returns—Period ended December 31, 2010

Share class		Total Return	
		3 months	Since Inception ¹
Class A² (PWMAX)	NAV ³	2.86%	7.46%
	POP	-2.73%	1.57%
Institutional Class (PWMIX)		2.95%	7.68%
Class C⁴ (PWCX)	NAV ³	2.61%	6.54%
	CDSC	1.59%	5.48%
Blended Index ^{5, 6, 7, 8, 10}		2.40%	8.44%
Lipper Mixed-Assets Target Allocation Conservative Funds Index ^{9, 10}		2.71%	9.11%

Total returns have not been annualized. Total return figures include reinvested dividends and capital gains distributions, and changes in principal value, and do not reflect the taxes that a shareholder might pay on Fund distributions or on the redemption of Fund shares. These figures represent past performance, which is no guarantee of future results. Investment return and principal value of an investment will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost. Current performance may be lower or higher than the performance shown. For more recent month-end performance data, please visit www.esgmanagers.com.

¹The Fund's inception date is January 4, 2010.

Conservative Portfolio, continued

²A 1.00% CDSC (contingent deferred sales charge) may be charged on any shares sold within 1 year of purchase over \$1million. POP (public offering price) reflects the maximum sales load for the Fund's Class A Shares of 5.50%. NAV performance does not reflect the deduction of the sales load or the CDSC, which, if reflected, would reduce the performance shown.

³NAV is Net Asset Value.

⁴A 1.00% CDSC (contingent deferred sales charge) may be charged on shares redeemed within 1 year of purchase. NAV performance does not reflect the deduction of the CDSC, which, if reflected, would reduce the performance shown.

⁵The Blended Index is composed of 23% S&P 500 Index, 12% MSCI EAFE (Net) Index and 65% Barclays Capital U.S. Aggregate Bond Index.

⁶The S&P 500 Index is an index of large capitalization common stocks.

⁷The MSCI EAFE (Europe, Australasia, Far East) Index is a free float-adjusted market capitalization index that is designed to measure the equity market performance of developed markets, excluding the U.S. and Canada. As of July 2010 the MSCI EAFE Index consisted of the following 22 developed market country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, and the United Kingdom. Performance for the MSCI EAFE Index is shown "net", which includes dividend reinvestments after deduction of foreign withholding tax.

⁸The Barclays Capital U.S. Aggregate Bond Index represents securities that are U.S. domestic, taxable and dollar denominated. The index covers the U.S. investment grade fixed rate bond market, with index components for government and corporate securities and asset-backed securities.

⁹The Lipper Mixed-Asset Target Allocation Conservative Funds Index tracks the results of the 30 largest mutual funds in the Lipper Mixed-Asset Target Allocation Conservative Funds Average. The Lipper Mixed-Asset Target Allocation Conservative Funds Average is a total return performance average of mutual funds tracked by Lipper, Inc. whose primary objective is to conserve principal by maintaining, at all times a mix of between 20%-40% equity securities, with the remainder invested in bonds, cash, and cash equivalents. The Lipper Mixed-Asset Target Allocation Conservative Funds Index is not what is typically considered to be an "index" because it tracks the performance of other mutual funds rather than changes in the value of a group of securities, a securities index or some other traditional economic indicator.

¹⁰Unlike the Conservative Portfolio, the Blended Index and the Lipper Mixed-Asset Target Allocation Conservative Funds Index are not investments, are not professionally managed, have no policy of sustainable investing and (with the exception of the Lipper Mixed-Asset Target Allocation Conservative Funds Index) do not reflect deductions for fees, expenses or taxes.

Asset Allocation	Percent of Market Value
Cash & Equivalents.....	3.6%
U.S. Stocks.....	26.2%
Foreign Stocks.....	12.0%
U.S. Bonds.....	55.8%
Foreign Bonds.....	1.1%
Non-Affiliated Investment Companies & Exchange Traded Funds.....	1.3%
Total.....	100.0%

Conservative Portfolio, continued**Manager Allocation**

Strategy	Percent of Net Assets
EQUITY	
Large-Cap/Multi-Cap	
ClearBridge ESG Large Cap Value.....	6.0%
Miller/Howard Equity Income.....	3.6%
Parnassus Equity Income.....	5.6%
Neuberger Berman Socially Responsive Large Cap Blend.....	5.9%
Pax World Multi-Cap Equity.....	2.1%
Small/Mid-Cap	
Ariel Small/Mid Cap Value.....	2.2%
Parnassus Small Cap.....	2.3%
International/World	
Pax World International Equity.....	5.7%
Portfolio 21 World Stock.....	4.9%
Schroder Emerging Markets Equity.....	1.0%
Sector Specific	
Pax World Global Green (Environmental Technologies).....	1.4%
Total Equities.....	40.7%

FIXED INCOME

Investment Grade	
Community Capital Investment Grade Fixed Income.....	12.5%
Everence Investment Grade Fixed Income.....	30.3%
Inflation-Protected	
Pax World Real Return.....	11.9%
High Yield	
Pax World High Yield Bond.....	4.6%
Total Fixed Income.....	59.3%
Total.....	100.0%

Top Ten Holdings—Equity

Company	Percent of Net Assets
Procter & Gamble Co., The.....	0.5%
JPMorgan Chase & Co.....	0.5%
Bank of New York Mellon Corp., The.....	0.5%
Danaher Corp.....	0.4%
Microsoft Corp.....	0.4%
Praxair, Inc.....	0.4%
Google, Inc., Class A.....	0.4%
International Business Machines Corp.....	0.3%
Mastercard, Inc., Class A.....	0.3%
McCormick & Co., Inc.....	0.3%
Total.....	4.0%

Excludes Affiliated and Non-Affiliated Investment Companies.

Conservative Portfolio, continued**Top Ten Holdings—Fixed Income**

Company	Percent of Net Assets
Ginnie Mae, 4.500%, 11/20/40	4.9%
Ginnie Mae, 4.500%, 01/15/40	2.1%
Citigroup Funding, Inc, 1.875%, 10/22/12	2.1%
Freddie Mac, 3.750%, 03/27/19	1.9%
Freddie Mac, 5.000%, 07/15/37	1.8%
United States Treasury Note (TIPS), 1.375%, 07/15/18	1.8%
United States Treasury Note (TIPS), 1.625%, 01/15/15	1.7%
Ginnie Mae, 4.500%, 08/20/40	1.7%
Federal Home Loan Bank, 5.000%, 11/17/17	1.6%
Ginnie Mae, 4.175%, 01/16/38	1.5%
Total	21.1%

Excludes Affiliated and Non-Affiliated Investment Companies.

Sector Diversification

Sector	Percent of Market Value
Bonds	56.9%
<i>Corporate: 20.3%, Agency/Gov't Related: 9.5%, Mortgage Backed: 15.6%, Treasury: 11.5%</i>	
Consumer Discretionary	3.9%
Consumer Staples	2.9%
Energy	3.6%
Financials	5.8%
Health Care	4.6%
Industrials	5.2%
Information Technology	6.4%
Materials	1.8%
Telecommunication Services	1.5%
Utilities	2.5%
Non-Affiliated Investment Companies & Exchange Traded Funds	1.3%
Cash & Equivalents	3.6%
Total	100.0%

May include companies representing multiple industries within a single "Sector".

Sustainable Investing

Senior Vice President for
Sustainable Investing
Julie Gorte, Ph.D.

Sustainability Update

The beginning of a new year is, in our world, a time to anticipate the start of a new proxy season and the opportunities it gives us to help improve the prospects of the companies in which we invest. This year marks the first year that public companies will be required to offer shareholders the opportunity to cast an advisory vote on their executive compensation plans, and to offer shareholders the choice of having such a vote every one, two or three years.

Corporate governance is a comprehensive measure, including hundreds of individual data points and criteria. While there is a great deal of variation in how different investors and rating agencies see governance, executive compensation is included in all of them. In fact, there is probably no single indicator of governance that is more important than executive compensation, and none that is more fundamentally broken. Despite increasingly frequent episodes of outrage over the size of executive compensation—most recently during the financial crisis—and increasingly specific regulation over what must be reported, it is difficult to point to any real progress in reining in excessive executive compensation over the past two decades. In part because of the financial crisis, and revelations that some of the most outlandish compensation was awarded to CEOs and other executives of some of the firms most responsible for the economic woes we have endured, the SEC last year required all companies to offer their shareholders the opportunity to provide an advisory vote on their executive compensation packages, and further stipulated that companies must do this at least every three years. Companies can choose whether to do this annually, or less frequently.

We are now on the threshold of seeing those advisory votes on company proxies. Since the regulation was finalized, we have seen nine executive compensation plans on company proxies, and we are about to see them for most, if not all, U.S. companies in our portfolios, most of them during proxy season (roughly March through June). We have voted against two-thirds of them, and we anticipate a great many more votes against compensation packages as the proxy season heats up. We have voted in favor of every

Sustainability Report, continued

resolution proposing an annual vote, and against all those proposing less frequent reporting.

Executive compensation is one of the most effective ways that the incentives of corporate management can be aligned with those of shareholders. Compensation packages with vague or sparse ties to financial performance are common, and we now have a new tool to use to let companies know how we feel about it. If all shareholders did this, reform might indeed happen. It took a lot of momentum to get to this point, and Pax World was one of the investors that helped create and sustain that momentum: we sent comments to the SEC on its proposed rule on executive compensation; we filed several “Say on Pay” resolutions; and we communicated our strong support for the advisory vote to the drafters of the Dodd-Frank Wall Street Reform and Consumer Protection Act, which made such votes mandatory for the first time. Driving wedges into the largely opaque and cloistered system of lavish executive compensation hasn’t been easy, and progress hasn’t been fast. But we’ve struck pay dirt, and we will continue to dig.

In a much less well-publicized rulemaking last year, the SEC also began for the first time to require boards to report on their diversity, and again, Pax World was one of the enterprises that supported this new rule when the SEC proposed it. Pax World has been co-leading a global engagement on board diversity under the auspices of the United Nations Principles for Responsible Investment for nearly a year, and we have conducted a thorough review of the academic literature linking women’s empowerment with financial performance. What we know from this experience is that diverse boards are more likely to do a better job of overseeing and managing corporate governance than homogeneous ones—in the United States, that means all-white, all-male boards—and that those differences actually matter in financial measures like earnings quality and more conservative earnings reporting. We are working hard to create investor momentum in favor of more diverse boards. If most investors voted as we do at Pax World—withholding votes from every board slate that includes no women—we could make real progress in the dismal statistics on board diversity, and very likely in the quality of corporate governance. We will be launching new initiatives to encourage other investors to vote as we do.

Sustainability Report, continued

On both issues—executive compensation and board diversity—we have been part of what Margaret Mead called a small group of committed individuals, which she maintained was the only thing that has ever changed the world. As a small firm dedicated to sustainable investing, we are always aware that progress on all measures of sustainability is needed, and that even a large investor working alone probably won’t get very far. But working with others, and leading where we can, we have shown that progress is not just possible, it’s underway.

Shareholder Expense Examples

Examples As a shareholder of the ESG Managers™ Aggressive Growth, Growth, Moderate or Conservative Portfolios, you incur ongoing costs, including management fees; distribution and/or service (12b-1) fees; and other Fund expenses. The examples on the next page are intended to help you understand your ongoing costs (in dollars) of investing in each of the Funds and compare these costs with the ongoing costs of investing in other mutual funds. For more information, see the prospectus or talk to your financial adviser.

The examples are based on an investment of \$1,000 invested at the beginning of the period and held for the entire period beginning on July 1, 2010 and ending on December 31, 2010.

Please note that Individual Retirement Account (IRA), Coverdell Education Savings, Roth IRA, SEP-IRA, SIMPLE IRA, and 403(b)(7) accounts are charged an annual custodial fee of \$12. If you are invested in one of these account types, you should add an additional \$6 to the estimated expenses paid during the period.

Actual Expenses For each Fund, the first table on the next page provides information about actual account values and actual expenses. You may use the information in this table, together with the amount you invested, to estimate the expenses that you paid over the period. For the Fund, simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number under the heading entitled “Expenses Paid During Period” to estimate the expenses you paid on your account during this period.

Hypothetical Examples for Comparison Purposes For each Fund, the second table on the following page provides information about hypothetical account values and hypothetical expenses based on each Fund’s actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not each Fund’s actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Funds and other funds. To do so, compare these 5% hypothetical examples with the 5% hypothetical examples that appear in the shareholder reports of the other funds.

Shareholder Expense Examples, continued

Please note that the expenses shown in the tables are meant to highlight your ongoing costs only and do not reflect any transactional costs. Therefore, the second table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher.

Based on Actual Fund Return	Beginning Account Value (7/1/10)	Ending Account Value (12/31/10)	Annualized Expense Ratio	Expenses Paid During Period ¹
Aggressive Growth - Class A	\$ 1,000.00	\$ 1,213.10	1.23%	\$ 6.86
Aggressive Growth - Institutional	1,000.00	1,215.00	0.98%	5.47
Aggressive Growth - Class C	1,000.00	1,208.90	1.98%	11.02
Growth - Class A	1,000.00	1,164.20	1.08%	5.89
Growth - Institutional	1,000.00	1,165.10	0.83%	4.53
Growth - Class C	1,000.00	1,160.00	1.83%	9.96
Moderate - Class A	1,000.00	1,108.70	1.10%	5.85
Moderate - Institutional	1,000.00	1,109.70	0.85%	4.52
Moderate - Class C	1,000.00	1,103.90	1.85%	9.81
Conservative - Class A	1,000.00	1,083.00	1.10%	5.78
Conservative - Institutional	1,000.00	1,083.90	0.85%	4.46
Conservative - Class C	1,000.00	1,078.50	1.85%	9.69

¹Expenses are equal to each Funds’ annualized expense ratio, multiplied by the average account value over the period, multiplied by 184/365 (to reflect the one-half year period beginning on July 1, 2010 and ending on December 31, 2010).

Based on Hypothetical 5% Return (before expenses)	Beginning Account Value (7/1/10)	Ending Account Value (12/31/10)	Annualized Expense Ratio	Expenses Paid During Period ¹
Aggressive Growth - Class A	\$ 1,000.00	\$ 1,019.00	1.23%	\$ 6.26
Aggressive Growth - Institutional	1,000.00	1,020.27	0.98%	4.99
Aggressive Growth - Class C	1,000.00	1,015.22	1.98%	10.06
Growth - Class A	1,000.00	1,019.76	1.08%	5.50
Growth - Institutional	1,000.00	1,021.02	0.83%	4.23
Growth - Class C	1,000.00	1,015.98	1.83%	9.30
Moderate - Class A	1,000.00	1,019.66	1.10%	5.60
Moderate - Institutional	1,000.00	1,020.92	0.85%	4.33
Moderate - Class C	1,000.00	1,015.88	1.85%	9.40
Conservative - Class A	1,000.00	1,019.66	1.10%	5.60
Conservative - Institutional	1,000.00	1,020.92	0.85%	4.33
Conservative - Class C	1,000.00	1,015.88	1.85%	9.40

¹Expenses are equal to each Funds’ annualized expense ratio, multiplied by the average account value over the period, multiplied by 184/365 (to reflect the one-half year period beginning on July 1, 2010 and ending on December 31, 2010).

Schedule of Investments

ESG Managers™ Aggressive Growth Portfolio

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCK: 75.6%					
Consumer Discretionary: 7.4%			COMMON STOCK, continued		
Consumer Staples: 6.5%			Consumer Staples, continued		
Arbitron, Inc.	220	\$ 9,134	Corn Products International, Inc.	79	\$ 3,634
Best Buy Co., Inc.	22	754	Costco Wholesale Corp.	235	16,969
BorgWarner, Inc. (a)	26	1,881	CVS Caremark Corp.	430	14,951
CBS Corp., Class B	510	9,716	Energizer Holdings, Inc. (a)	60	4,374
Cinemark Holdings, Inc.	178	3,069	General Mills, Inc.	8	285
Comcast Corp, Class A	949	19,749	Hansen Natural Corp. (a)	39	2,039
Darden Restaurants, Inc.	19	882	HJ Heinz Co.	119	5,886
DeVry, Inc.	160	7,677	JM Smucker Co., The	452	29,674
DISH Network Corp., Class A (a)	586	11,521	Kellogg Co.	114	5,823
DR Horton, Inc.	70	835	Kimberly-Clark Corp.	289	18,219
Expedia, Inc.	49	1,229	Kraft Foods, Inc., Class A	135	4,254
Gannett Co, Inc.	625	9,431	McCormick & Co., Inc.	897	41,737
Hennes & Mauritz AB, B Shares	16	533	Nash Finch Co.	45	1,913
Home Depot, Inc.	270	9,466	Natura Cosmeticos SA	21	603
International Game Technology	430	7,607	PepsiCo, Inc.	213	13,915
Interpublic Group of Cos., Inc. (a)	730	7,753	Procter & Gamble Co., The	988	63,558
J. Crew Group, Inc. (a)	85	3,667	Safeway, Inc.	286	6,432
Johnson Controls, Inc.	183	6,991	Sysco Corp.	966	28,400
KB Home	550	7,420	Unilever PLC, ADR	204	6,300
Lowe's Cos., Inc.	69	1,731	United Natural Foods, Inc. (a)	350	12,838
Macy's, Inc.	13	329	WD-40 Co.	235	9,466
McDonald's Corp.	148	11,360			303,942
Meredith Corp.	130	4,505	Energy: 7.4%		
Mohawk Industries, Inc. (a)	130	7,379	Apache Corp.	73	8,704
Newell Rubbermaid, Inc.	325	5,909	Baker Hughes, Inc.	93	5,317
News Corp., Class A	1,337	19,467	BG Group PLC, ADR	340	34,680
NIKE, Inc., Class B	295	25,199	Cimarex Energy Co.	145	12,837
Nordstrom, Inc.	140	5,933	ConocoPhillips	375	25,538
Pulte Group, Inc. (a)	825	6,204	El Paso Corp.	1,311	18,039
Reed Elsevier PLC	1,100	9,292	Enerplus Corp.	407	12,552
Royal Caribbean Cruises, Ltd. (a)	190	8,930	Ensco PLC, ADR	110	5,872
Scripps Networks Interactive, Class A	441	22,822	EQT Corp.	104	4,663
SES SA	516	12,287	Kinder Morgan Management LLC, LP	321	21,469
Sotheby's	60	2,700	Newfield Exploration Co. (a)	455	32,810
Stanley Black & Decker, Inc.	122	8,158	Noble Corp.	407	14,558
Staples, Inc.	350	7,970	Noble Energy, Inc.	193	16,613
Target Corp.	139	8,358	Petroleo Brasileiro SA, ADR	182	6,887
Tiffany & Co.	110	6,850	Quicksilver Resources, Inc. (a)	526	7,753
Time Warner Cable, Inc.	297	19,611	Range Resources Corp.	6	270
Time Warner, Inc.	635	20,427	Royal Dutch Shell PLC, ADR	304	20,301
Toll Brothers, Inc. (a)	360	6,839	Sasol Ltd., ADR	24	1,249
Washington Post Co., The, Class B	10	4,394	Seadrill, Ltd.	230	7,802
		345,969	SM Energy Co.	75	4,420
Consumer Staples: 6.5%			Southern Union Co.	348	8,376
Coca-Cola Co., The	159	10,457	Spectra Energy Corp.	753	18,817
Constellation Brands, Inc. (a)	100	2,215	Statoil ASA, ADR	514	12,218

Schedule of Investments, continued

ESG Managers™ Aggressive Growth Portfolio, continued

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCK, continued					
Energy, continued			Financials, continued		
Suncor Energy, Inc.	363	\$ 13,899	Travelers Cos., Inc., The	183	\$ 10,195
W&T Offshore, Inc.	1,050	18,764	Unibail-Rodamco SE, REIT	75	14,849
Weatherford International, Ltd. (a)	488	11,126	Wells Fargo & Co.	1,036	32,105
		345,534	Willis Group Holdings PLC	52	1,800
					535,084
Financials: 11.5%			Health Care: 9.8%		
Aflac, Inc.	240	13,543	Abbott Laboratories	194	9,295
American Express Co.	286	12,275	Amgen, Inc. (a)	48	2,635
Banco Bradesco SA, ADR	600	12,174	Analogic Corp.	40	1,980
Bank of America Corp.	1,070	14,274	Baxter International, Inc.	325	16,452
Bank of Montreal	74	4,260	Beckman Coulter, Inc.	55	4,138
Bank of New York Mellon Corp., The	2,084	62,937	Becton, Dickinson & Co.	385	32,540
BlackRock, Inc.	126	24,013	Bio-Rad Laboratories, Inc., Class A (a)	100	10,385
CB Richard Ellis Group, Inc., Class A (a)	330	6,758	Bristol-Myers Squibb Co.	186	4,925
Charles Schwab Corp., The	2,492	42,638	Covidien PLC	570	26,026
China Life Insurance Co. Ltd., ADR	28	1,713	Cyberonics, Inc. (a)	225	6,980
Chubb Corp.	118	7,038	Eli Lilly & Co.	162	5,676
Cincinnati Financial Corp.	206	6,528	Furieux Pharmaceutical, Inc. (a)	185	2,673
City National Corp.	60	3,682	Gen-Probe, Inc. (a)	375	21,881
Digital Realty Trust, Inc., REIT	136	7,009	Gilead Sciences, Inc. (a)	225	8,154
Glacier Bancorp, Inc.	200	3,022	GlaxoSmithKline PLC, ADR	147	5,765
Goldman Sachs Group, Inc., The	11	1,850	Hospira, Inc. (a)	580	32,300
HCC Insurance Holdings, Inc.	150	4,341	Johnson & Johnson	485	29,997
HCP, Inc., REIT	262	9,639	LHC Group, Inc. (a)	285	8,550
Hospitality Properties Trust, REIT	32	737	Medtronic, Inc.	1,000	37,090
Hudson City Bancorp., Inc.	755	9,619	Merck & Co., Inc.	466	16,795
Janus Capital Group, Inc.	630	8,171	Mylan, Inc. (a)	185	3,909
Jones Lang LaSalle, Inc.	95	7,972	Novartis AG	200	11,773
JPMorgan Chase & Co.	1,442	61,170	Novartis AG, ADR	203	11,967
Lazard, Ltd., LP, Class A	215	8,490	Novo Nordisk A/S, ADR	149	16,773
Loews Corp.	248	9,650	Pfizer, Inc.	760	13,308
Markel Corp. (a)	43	16,260	Roche Holding AG	98	14,366
Marsh & McLennan Cos., Inc.	405	11,073	Roche Holding AG, ADR	602	22,063
Morgan Stanley	315	8,571	Sirona Dental Systems, Inc. (a)	20	836
NYSE Euronext	250	7,495	St. Jude Medical, Inc. (a)	17	727
optionsXpress Holdings, Inc.	128	2,006	Teleflex, Inc.	720	38,743
Potlatch Corp., REIT	300	9,765	Teva Pharmaceutical Industries, Ltd., ADR	354	18,454
PrivateBancorp, Inc.	150	2,157	Thermo Fisher Scientific, Inc. (a)	11	609
Progressive Corp., The	1,570	31,196	Valeant Pharmaceuticals International	334	9,449
Royal Bank of Canada	300	15,708	VCA Antech, Inc. (a)	260	6,055
Royal Bank of Canada (Canadian)	150	7,893	WellPoint, Inc. (a)	113	6,426
SEI Investment Co.	170	4,044			459,695
State Street Corp.	199	9,222			
T Rowe Price Group, Inc.	25	1,614			
Tower Group, Inc.	220	5,628			

Schedule of Investments, continued

ESG Managers™ Aggressive Growth Portfolio, continued

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCK, continued					
Industrials: 9.3%			Information Technology, continued		
3M Co.	302	\$ 26,063	Ciena Corp. (a)	350	\$ 7,368
Administaff, Inc.	240	7,032	Cisco Systems, Inc. (a)	1,804	36,495
Brady Corp., Class A	190	6,196	Citrix Systems, Inc. (a)	41	2,805
Brink's Co., The.	225	6,048	Clicksoftware Technologies, Ltd. (a)	625	4,813
Canadian National Railway Co.	221	14,690	Cognex Corp.	80	2,354
Cia de Concessoes Rodoviaris	43	1,215	Cymer, Inc. (a)	105	4,732
Cooper Industries PLC	285	16,613	Electronics for Imaging, Inc. (a)	475	6,797
Cummins, Inc.	82	9,021	EMC Corp. (a)	406	9,297
Danaher Corp.	1,114	52,547	Fair Isaac Corp.	165	3,856
Deere & Co.	233	19,351	Finisar Corp. (a)	225	6,680
Diana Shipping, Inc. (a)	137	1,647	Google, Inc., Class A (a)	61	36,232
Dun & Bradstreet Corp.	80	6,567	Harmonic, Inc. (a)	380	3,257
East Japan Railway Co.	200	12,978	Hewlett-Packard Co.	775	32,628
Emerson Electric Co.	362	20,696	Intel Corp.	1,043	21,934
Empresas ICA SAB de CV, ADR (a)	191	1,948	International Business Machines Corp.	218	31,994
Expeditors International of Washington, Inc.	66	3,604	Intuit, Inc. (a)	390	19,227
General Electric Co.	809	14,797	Jack Henry & Associates, Inc.	115	3,352
Graco, Inc.	60	2,367	Mastercard, Inc., Class A	210	47,063
Herman Miller, Inc.	980	24,794	Maxim Integrated Products, Inc.	333	7,865
Honeywell International, Inc.	293	15,576	Mentor Graphics Corp. (a)	500	6,000
ICF International, Inc. (a)	435	11,188	Microchip Technology, Inc.	235	8,039
IDEX Corp.	355	13,888	Microsoft Corp.	1,849	51,624
Illinois Tool Works, Inc.	180	9,612	Motorola Solutions, Inc. (a)	111	4,224
Ingersoll-Rand PLC	68	3,202	National Instruments Corp.	653	24,579
Interface, Inc., Class A	395	6,182	Oclaro, Inc. (a)	80	1,052
Iron Mountain, Inc.	277	6,928	Oracle Corp.	36	1,127
Nordson Corp.	44	4,043	Paychex, Inc.	750	23,183
Pentair, Inc.	300	10,953	QUALCOMM, Inc.	749	37,068
RR Donnelley & Sons, Co.	490	8,560	Riverbed Technology, Inc. (a)	120	4,220
Siemens AG	100	12,386	Sourcefire, Inc. (a)	71	1,841
Simpson Manufacturing Co., Inc.	80	2,472	SunPower Corp., Class A (a)	450	5,774
SKF AB	650	18,548	Taiwan Semiconductor, ADR	702	8,803
Vestas Wind Systems A/S (a)	250	7,917	Tellabs, Inc.	825	5,594
Waste Management, Inc.	1,050	38,714	Teradata Corp. (a)	10	412
WW Grainger, Inc.	120	16,573	Texas Instruments, Inc.	1,148	37,310
		<u>434,916</u>	VeriSign, Inc.	470	15,354
			Websense, Inc. (a)	445	9,010
			Yahoo!, Inc. (a)	1,901	31,613
					<u>676,870</u>
Information Technology: 14.5%			Materials: 2.6%		
Accenture PLC., Class A	425	20,608	Air Products & Chemicals, Inc.	157	14,279
Altera Corp.	727	25,867	Compass Minerals International	30	2,678
Anixter International, Inc.	480	28,670	Compass Minerals International	30	2,678
BMC Software, Inc. (a)	38	1,791	Crown Holdings, Inc. (a)	214	7,143
Brocade Communications Systems, Inc. (a)	1,900	10,051	Ecolab, Inc.	300	15,126
Canon, Inc.	300	15,410	Novozymes A/S, ADR	57	7,964
Ceragon Networks, Ltd. (a)	675	8,897			

Schedule of Investments, continued

ESG Managers™ Aggressive Growth Portfolio, continued

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCK, continued					
Materials, continued			AFFILIATED INVESTMENT COMPANIES: 20.8%		
Nucor Corp.	341	\$ 14,943	Pax World Global Green Fund (b)	15,204	\$ 146,565
Praxair, Inc.	425	40,575	Pax World High Yield Bond Fund (b)	16,284	125,713
Rio Tinto PLC, ADR	57	4,085	Pax World International Fund (b)	76,883	701,169
Svenska Cellulosa AB, B Shares	650	10,263			
Syngenta AG, ADR	53	3,115			
Vale SA, ADR	26	899			
		<u>121,070</u>			
Telecommunication Services: 2.2%			TOTAL AFFILIATED INVESTMENT COMPANIES		
America Movil SAB de CV, Series L, ADR	98	5,619	(Cost \$904,803)		<u>973,447</u>
American Tower Corp., Class A (a)	118	6,094	NON-AFFILIATED INVESTMENT COMPANIES: 1.5%		
AT&T, Inc.	589	17,305	Schroder Emerging Markets Equity Fund (c)	5,157	71,739
BCE, Inc.	93	3,298			
CenturyLink, Inc.	364	16,806			
Portugal Telecom SGPS SA	93	1,062			
Tele Norte Leste Participacoes SA, ADR	289	4,248			
Telefonica SA	400	9,132			
Telefonica SA, ADR	111	7,595			
Verizon Communications, Inc.	317	11,342			
Vodafone Group PLC, ADR	375	9,911			
Windstream Corp.	534	7,443			
		<u>99,855</u>			
Utilities: 4.4%			TOTAL NON-AFFILIATED INVESTMENT COMPANIES		
AGL Resources, Inc.	290	10,397	(Cost \$71,481)		<u>71,739</u>
American Water Works Co., Inc.	473	11,962			
Black Hills Corp.	225	6,750			
Energen Corp.	755	36,436			
Iberdrola Renovables SA	3,000	10,662			
MDU Resources Group, Inc.	1,100	22,297			
National Grid PLC	1,000	8,643			
National Grid PLC, ADR	172	7,633			
NiSource, Inc.	578	10,184			
Northeast Utilities	181	5,770			
Northwest Natural Gas Co.	165	7,668			
Oneok, Inc.	294	16,308			
Pepco Holdings, Inc.	245	4,471			
Portland General Electric Co.	700	15,190			
Questar Corp.	620	10,794			
Red Electrica Corp. SA	150	7,072			
Sempra Energy	239	12,544			
Veolia Environnement, ADR	12	352			
		<u>205,133</u>			
Total Common Stocks			OTHER ASSETS AND LIABILITIES—		
(Cost \$3,142,553)		<u>3,528,068</u>	(Net): 2.1%		<u>97,671</u>
			Net Assets: 100.0%		\$ 4,670,925
			(a) Non income producing security		
			(b) Institutional Class shares		
			(c) Investor Class shares		
			ADR American Depository Receipt		
			LP Limited Partnership		
			REIT Real Estate Investment Trust		

Schedule of Investments, continued

ESG Managers™ Growth Portfolio

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCKS: 57.2%					
Consumer Discretionary: 5.6%			COMMON STOCKS, continued		
Consumer Staples: 4.5%			Consumer Staples: 4.5%		
Arbitron, Inc.	390	\$ 16,193	Coca-Cola Co., The	204	\$ 13,417
Best Buy Co., Inc.	37	1,269	Constellation Brands, Inc. (a)	120	2,658
BorgWarner, Inc. (a)	44	3,184	Corn Products International, Inc.	132	6,072
CBS Corp., Class B	605	11,525	Costco Wholesale Corp.	309	22,313
Cinemark Holdings, Inc.	281	4,844	CVS Caremark Corp.	529	18,393
Comcast Corp, Class A	1,211	25,201	Energizer Holdings, Inc. (a)	70	5,103
Darden Restaurants, Inc.	32	1,486	General Mills, Inc.	13	463
DeVry, Inc.	205	9,836	Hansen Natural Corp. (a)	66	3,450
DISH Network Corp., Class A (a)	805	15,826	HJ Heinz Co.	181	8,952
DR Horton, Inc.	185	2,207	JM Smucker Co., The	546	35,845
Expedia, Inc.	82	2,057	Kellogg Co.	143	7,304
Gannett Co, Inc.	715	10,789	Kimberly-Clark Corp.	377	23,766
Hennes & Mauritz AB, B Shares	27	899	Kraft Foods, Inc., Class A	224	7,058
Home Depot, Inc.	360	12,622	McCormick & Co., Inc.	1,026	47,740
International Game Technology	490	8,668	Nash Finch Co.	75	3,188
Interpublic Group of Cos., Inc. (a)	835	8,868	Natura Cosmeticos SA	35	1,006
J. Crew Group, Inc. (a)	175	7,550	PepsiCo, Inc.	292	19,076
Johnson Controls, Inc.	231	8,824	Procter & Gamble Co., The	1,228	78,997
KB Home	900	12,141	Safeway, Inc.	360	8,096
Lowe's Cos., Inc.	114	2,859	Sysco Corp.	1,112	32,693
Macy's, Inc.	23	582	Unilever PLC, ADR	269	8,307
McDonald's Corp.	208	15,966	United Natural Foods, Inc. (a)	350	12,839
Meredith Corp.	150	5,198	WD-40 Co.	240	9,668
Mohawk Industries, Inc. (a)	150	8,514			376,404
Newell Rubbermaid, Inc.	385	6,999	Energy: 5.8%		
News Corp., Class A	1,762	25,655	Apache Corp.	85	10,135
NIKE, Inc., Class B	390	33,314	Baker Hughes, Inc.	156	8,919
Nordstrom, Inc.	160	6,781	BG Group PLC, ADR	444	45,288
Pulte Group, Inc. (a)	1,400	10,528	Cimarex Energy Co.	195	17,263
Reed Elsevier PLC	2,000	16,894	ConocoPhillips	513	34,935
Royal Caribbean Cruises, Ltd. (a)	230	10,810	El Paso Corp.	1,730	23,805
Scripps Networks			Enerplus Corp.	634	19,553
Interactive, Class A	572	29,601	Enscoc PLC, ADR	184	9,822
SES SA	663	15,788	EQT Corp.	173	7,757
Sotheby's	65	2,925	Kinder Morgan Management LLC, LP	503	33,641
Stanley Black & Decker, Inc.	142	9,496	Newfield Exploration Co. (a)	578	41,680
Staples, Inc.	575	13,093	Noble Corp.	582	20,818
Target Corp.	182	10,944	Noble Energy, Inc.	243	20,917
Tiffany & Co.	110	6,850	Petroleo Brasileiro SA, ADR	239	9,044
Time Warner Cable, Inc.	393	25,950	Quicksilver Resources, Inc. (a)	853	12,573
Time Warner, Inc.	835	26,862	Range Resources Corp.	11	495
Toll Brothers, Inc. (a)	630	11,969	Royal Dutch Shell PLC, ADR	395	26,378
Washington Post Co., The, Class B	10	4,394	Sasol Ltd., ADR	39	2,030
		465,961	Seadrill, Ltd.	359	12,177
			SM Energy Co.	135	7,956
			Southern Union Co.	543	13,070

Schedule of Investments, continued

ESG Managers™ Growth Portfolio, continued

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCKS, continued					
Energy, continued			COMMON STOCKS, continued		
Financials, continued			COMMON STOCKS, continued		
Spectra Energy Corp.	945	\$ 23,616	State Street Corp.	281	\$ 13,022
Statoil ASA, ADR	816	19,396	T Rowe Price Group, Inc.	42	2,711
Suncor Energy, Inc.	499	19,107	Tower Group, Inc.	400	10,232
W&T Offshore, Inc.	1,475	26,358	Travelers Cos., Inc., The	242	13,482
Weatherford International, Ltd. (a)	630	14,363	Unibail-Rodamco SE, REIT	75	14,850
		481,096	Wells Fargo & Co.	1,304	40,410
			Willis Group Holdings PLC	87	3,012
					692,409
Financials: 8.4%			Health Care: 7.6%		
Aflac, Inc.	265	14,954	Abbott Laboratories	304	14,565
American Express Co.	398	17,082	Amgen, Inc. (a)	81	4,447
Banco Bradesco SA, ADR	1,200	24,348	Amgen, Inc. (a)	81	4,447
Bank of America Corp.	1,396	18,623	Analogic Corp.	60	2,971
Bank of Montreal	110	6,333	Baxter International, Inc.	450	22,779
Bank of New York Mellon Corp., The	2,540	76,708	Beckman Coulter, Inc.	65	4,890
BlackRock, Inc.	167	31,827	Becton, Dickinson & Co.	535	45,218
CB Richard Ellis Group, Inc., Class A (a)	375	7,680	Bio-Rad Laboratories, Inc., Class A (a)	135	14,020
Charles Schwab Corp., The	3,125	53,469	Bristol-Myers Squibb Co.	294	7,785
China Life Insurance Co. Ltd., ADR	48	2,936	Covidien PLC	741	33,834
Chubb Corp.	155	9,244	Cyberonics, Inc. (a)	375	11,633
Cincinnati Financial Corp.	322	10,204	Eli Lilly & Co.	245	8,585
City National Corp.	75	4,602	Furiex Pharmaceutical, Inc. (a)	315	4,552
Digital Realty Trust, Inc., REIT	213	10,978	Gen-Probe, Inc. (a)	470	27,425
Glacier Bancorp, Inc.	330	4,986	Gilead Sciences, Inc. (a)	285	10,328
Goldman Sachs Group, Inc., The	19	3,195	GlaxoSmithKline PLC, ADR	233	9,138
HCC Insurance Holdings, Inc.	170	4,920	Hospira, Inc. (a)	726	40,431
HCP, Inc., REIT	408	15,010	Johnson & Johnson	689	42,615
Hospitality Properties Trust, REIT	53	1,221	LHC Group, Inc. (a)	475	14,250
Hudson City Bancorp., Inc.	875	11,148	Medtronic, Inc.	1,050	38,945
Janus Capital Group, Inc.	720	9,338	Merck & Co., Inc.	674	24,291
Jones Lang LaSalle, Inc.	110	9,231	Mylan, Inc. (a)	309	6,529
JPMorgan Chase & Co.	1,720	72,962	Novartis AG	400	23,546
Lazard, Ltd., LP, Class A	255	10,070	Novartis AG, ADR	269	15,858
Loews Corp.	328	12,762	Novo Nordisk A/S, ADR	184	20,713
Markel Corp. (a)	51	19,285	Pfizer, Inc.	1,060	18,561
Marsh & McLennan Cos., Inc.	501	13,697	Roche Holding AG	173	25,361
Morgan Stanley	411	11,183	Roche Holding AG, ADR	767	28,111
NYSE Euronext	389	11,662	Sirona Dental Systems, Inc. (a)	25	1,045
optionsXpress Holdings, Inc.	212	3,322	St. Jude Medical, Inc. (a)	27	1,154
Potlatch Corp., REIT	450	14,648	Teleflex, Inc.	925	49,774
PrivateBancorp, Inc.	175	2,517	Teva Pharmaceutical Industries, Ltd., ADR	449	23,406
Progressive Corp., The	1,980	39,343	Thermo Fisher Scientific, Inc. (a)	18	996
Royal Bank of Canada	335	17,541	Valeant Pharmaceuticals International	461	13,041
Royal Bank of Canada (Canadian)	200	10,524	VCA Antech, Inc. (a)	460	10,712
SEI Investment Co.	300	7,137			

Schedule of Investments, continued

ESG Managers™ Growth Portfolio, continued

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCKS, continued					
Health Care, continued			Information Technology, continued		
WellPoint, Inc. (a)	148	\$ <u>8,414</u> <u>629,923</u>	Brocade Communications Systems, Inc. (a)	3,300	\$ 17,457
Industrials: 7.0%			Canon, Inc.	600	30,819
3M Co.	405	34,952	Ceragon Networks, Ltd. (a)	1,200	15,816
Administaff, Inc.	415	12,160	Ciena Corp. (a)	675	14,209
Brady Corp., Class A	215	7,011	Cisco Systems, Inc. (a)	3,073	62,167
Brink's Co., The.	270	7,258	Citrix Systems, Inc. (a)	68	4,652
Canadian National Railway Co.	279	18,545	Clicksoftware Technologies, Ltd. (a)	1,075	8,278
Cia de Concessionarios Rodoviarios	72	2,034	Cognex Corp.	150	4,413
Cooper Industries PLC	315	18,361	Cymer, Inc. (a)	190	8,563
Cummins, Inc.	138	15,181	eBay, Inc. (a)	650	18,090
Danaher Corp.	1,408	66,415	Electronics for Imaging, Inc. (a)	850	12,164
Deere & Co.	326	27,074	EMC Corp. (a)	678	15,526
Diana Shipping, Inc. (a)	228	2,741	Fair Isaac Corp.	215	5,025
Dun & Bradstreet Corp.	93	7,634	Finisar Corp. (a)	400	11,876
East Japan Railway Co.	200	12,978	Google, Inc., Class A (a)	73	43,360
Emerson Electric Co.	504	28,814	Harmonic, Inc. (a)	600	5,142
Empresas ICA SAB de CV, ADR (a)	319	3,254	Hewlett-Packard Co.	896	37,722
Expeditors International of Washington, Inc.	111	6,061	Intel Corp.	1,557	32,744
General Electric Co.	1,087	19,881	International Business Machines Corp.	244	35,809
Graco, Inc.	105	4,142	Intuit, Inc. (a)	541	26,671
Herman Miller, Inc.	1,243	31,448	Jack Henry & Associates, Inc.	225	6,559
Honeywell International, Inc.	381	20,254	Mastercard, Inc., Class A	249	55,803
ICF International, Inc. (a)	529	13,606	Maxim Integrated Products, Inc.	520	12,282
IDEX Corp.	405	15,844	Mentor Graphics Corp. (a)	850	10,200
Illinois Tool Works, Inc.	234	12,496	Microchip Technology, Inc.	367	12,555
Ingersoll-Rand PLC	113	5,321	Microsoft Corp.	2,195	61,284
Interface, Inc., Class A	450	7,043	Motorola Solutions, Inc. (a)	150	5,708
Iron Mountain, Inc.	325	8,128	National Instruments Corp.	849	31,956
Nordson Corp.	75	6,891	Oclaro, Inc. (a)	175	2,301
Pentair, Inc.	325	11,866	Oracle Corp.	61	1,909
RR Donnelley & Sons, Co.	764	13,347	Paychex, Inc.	850	26,274
Siemens AG	125	15,484	QUALCOMM, Inc.	913	45,184
Simpson Manufacturing Co., Inc.	165	5,100	Riverbed Technology, Inc. (a)	200	7,034
SKF AB	900	25,683	Sourcefire, Inc. (a)	90	2,334
TNT NV	800	21,157	SunPower Corp., Class A (a)	600	7,698
Vestas Wind Systems A/S (a)	300	9,501	Taiwan Semiconductor, ADR	1,102	13,819
Waste Management, Inc.	1,150	42,400	Tellabs, Inc.	1,275	8,645
WW Grainger, Inc.	155	<u>21,406</u> <u>581,471</u>	Teradata Corp. (a)	17	700
Information Technology: 11.3%			Texas Instruments, Inc.	1,450	47,125
Accenture PLC., Class A	500	24,245	VeriSign, Inc.	540	17,642
Altera Corp.	945	33,623	Websense, Inc. (a)	750	15,187
Anixter International, Inc.	595	35,539	Yahoo!, Inc. (a)	2,438	<u>40,543</u> <u>939,622</u>
BMC Software, Inc. (a)	63	2,970			

Schedule of Investments, continued

ESG Managers™ Growth Portfolio, continued

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCKS, continued					
Materials: 2.0%			Utilities, continued		
Air Products & Chemicals, Inc.	208	\$ 18,918	Veolia Environnement, ADR	21	\$ <u>616</u> <u>265,595</u>
Compass Minerals International	35	3,124	TOTAL COMMON STOCKS		<u>4,743,242</u>
Crown Holdings, Inc. (a)	278	9,280	(Cost \$4,270,751)		
Ecobab, Inc.	350	17,647	AFFILIATED INVESTMENT COMPANIES: 25.8%		
Novozymes A/S, ADR	66	9,222	Pax World Global Green Fund (b)	21,112	203,515
Nucor Corp.	470	20,595	Pax World High Yield Bond Fund (b)	94,437	729,053
Praxair, Inc.	588	56,136	Pax World International Fund (b)	131,884	<u>1,202,784</u>
Rio Tinto PLC, ADR	96	6,879	TOTAL AFFILIATED INVESTMENT COMPANIES		<u>2,135,352</u>
Svenska Cellulosa AB, B Shares	1,000	15,789	(Cost: \$2,046,862)		
Syngenta AG, ADR	88	5,173	NON-AFFILIATED INVESTMENT COMPANIES: 1.5%		
Vale SA, ADR	44	<u>1,521</u> <u>164,284</u>	Schroder Emerging Markets Equity Fund (c)	9,149	<u>127,258</u>
Telecommunication Services: 1.8%			TOTAL NON-AFFILIATED INVESTMENT COMPANIES		<u>127,258</u>
America Movil SAB de CV, Series L, ADR	164	9,404	(Cost: \$126,801)		
American Tower Corp., Class A (a)	197	10,173	BONDS: 13.3%		
AT&T, Inc.	822	24,150	CORPORATE BONDS: 3.5		
BCE, Inc.	147	5,213	Consumer Discretionary: 0.2%		
CenturyLink, Inc.	454	20,961	BorgWarner, Inc., 5.750%, 11/01/16	\$ 6,000	6,433
Portugal Telecom SGPS SA	206	2,351	Omnicom Group, Inc., 5.900%, 04/15/16	10,000	<u>11,158</u> <u>17,591</u>
Tele Norte Leste Participacoes SA, ADR	451	6,630	Consumer Staples: 0.1%		
Telefonica SA	600	13,698	Avon Products, Inc., 5.625%, 03/01/14	10,000	<u>11,089</u>
Telefonica SA, ADR	168	11,495	Energy: 0.3%		
Verizon Communications, Inc.	417	14,920	Conoco, Inc., 6.950%, 04/15/29	10,000	12,324
Vodafone Group PLC, ADR	601	15,884	Midamerican Energy Co., 6.750%, 12/30/31	10,000	<u>11,716</u> <u>24,040</u>
Windstream Corp.	832	<u>11,598</u> <u>146,477</u>	Financials: 2.0%		
Utilities: 3.2%			Ally Financial, Inc., 1.750%, 10/30/12	25,000	25,454
AGL Resources, Inc.	335	12,010	AMB Property LP, 6.125%, 12/01/16	10,000	10,891
American Water Works Co., Inc.	738	18,664			
Black Hills Corp.	240	7,200			
Energen Corp.	835	40,297			
Iberdrola Renovables SA	2,500	8,885			
MDU Resources Group, Inc.	1,190	24,121			
National Grid PLC	2,000	17,287			
National Grid PLC, ADR	270	11,983			
NiSource, Inc.	902	15,893			
Northeast Utilities	285	9,086			
Northwest Natural Gas Co.	180	8,365			
Oneok, Inc.	472	26,182			
Pepco Holdings, Inc.	382	6,972			
Portland General Electric Co.	700	15,190			
Questar Corp.	675	11,752			
Red Electrica Corp. SA	300	14,142			
Semptra Energy	323	16,950			

Schedule of Investments, continued**ESG Managers™ Growth Portfolio, continued**

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
CORPORATE BONDS, continued					
Financials, continued					
BlackRock, Inc., 3.500%, 12/10/14	\$ 15,000	\$ 15,570	American Water Capital Corp., 6.085%, 10/15/17	\$ 7,000	\$ 7,864
Citigroup Funding, Inc., 1.875%, 10/22/12	30,000	30,614	TOTAL CORPORATE BONDS		
Intl. Bank for Reconstruction and Development, 2.000%, 12/04/13	25,000	25,634	(Cost \$281,158)		<u>289,528</u>
JPMorgan Chase & Co., 4.650%, 06/01/14	10,000	10,682	U.S. GOVERNMENT AGENCY BONDS: 1.0%		
Markel Corp., 6.800%, 02/15/13	10,000	10,598	Federal Home Loan Bank System (Agency): 1.0%		
NASDAQ OMX Group, 4.000%, 01/15/15	6,000	6,113	5.000%, 11/17/17	20,000	22,708
Progressive Corp., The, 6.700%, 06/15/37	5,000	5,144	5.500%, 07/15/36	10,000	<u>11,055</u>
State Street Corp., 7.350%, 06/15/26	10,000	11,706	Freddie Mac (Agency): 0.3%		
Wachovia Corp., 5.500%, 05/01/13	10,000	10,889	3.750%, 03/27/19	25,000	<u>25,925</u>
Willis North America, Inc., 5.625%, 07/15/15	10,000	<u>10,519</u>	Fannie Mae (Agency): 0.3%		
		<u>173,814</u>	4.125%, 04/15/14	15,000	16,373
			4.375%, 10/15/15	10,000	<u>11,018</u>
			TOTAL U.S. GOVERNMENT AGENCY BONDS		
Health Care: 0.3%			(Cost \$86,638)		<u>87,079</u>
Beckman Coulter, Inc., 6.000%, 06/01/15	10,000	10,924	GOVERNMENT BONDS: 0.3%		
Howard Hughes Medical, Inc, 3.450%, 09/01/14	10,000	<u>10,564</u>	AID-Egypt, 4.450%, 09/15/15	10,000	10,972
		<u>21,488</u>	U.S. Dept of Housing & Urban Development, 1.800%, 08/01/14		
			10,000		<u>10,139</u>
Industrials: 0.1%			TOTAL GOVERNMENT BONDS		
Owens Corning, Inc., 6.500%, 12/01/16	5,000	<u>5,302</u>	(Cost \$21,089)		<u>21,111</u>
Information Technology: 0.2%					
Analog Devices, Inc., 5.000%, 07/01/14	10,000	10,786			
KLA-Tencor Corp., 6.900%, 05/01/18	6,000	<u>6,610</u>			
		<u>17,396</u>			
Materials: 0.1%					
Domtar Corp., 9.500%, 08/01/16	5,000	<u>5,925</u>			
Telecommunication Services: 0.1%					
Sprint Capital Corp., 7.625%, 01/30/11	5,000	<u>5,019</u>			

Schedule of Investments, continued**ESG Managers™ Growth Portfolio, continued**

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
MUNICIPAL BONDS: 0.2%					
Morehead State University Kentucky, 3.750%, 11/01/17	\$ 5,000	\$ 5,042	MORTGAGE-BACKED SECURITIES, continued		
New York State Housing Finance Agency, 4.500%, 11/15/27	10,000	9,348	Commercial Mortgage-Backed: 0.3%		
South Dakota State Health & Educational Facilities, 3.250%, 08/01/15	5,000	<u>5,063</u>	6.465%, 04/15/34	\$ 2,547	\$ 2,546
			4.865%, 03/15/46	10,000	10,442
			4.559%, 09/15/27	10,000	<u>10,059</u>
			TOTAL MORTGAGE-BACKED SECURITIES		
			(Cost \$364,793)		<u>368,223</u>
TOTAL MUNICIPAL BONDS					
(Cost \$19,599)		<u>19,453</u>	TOTAL BONDS		
			(Cost \$1,080,023)		<u>1,100,869</u>
U.S. TREASURY NOTES: 3.9%					
3.500%, 01/15/11 (TIPS)	13,822	13,841	TOTAL INVESTMENTS: 97.8%		
2.000%, 04/15/12 (TIPS)	10,778	11,178	(Cost \$7,524,437)		<u>8,106,721</u>
0.625%, 04/15/13 (TIPS)	8,278	8,534	OTHER ASSETS AND LIABILITIES—		
1.875%, 07/15/13 (TIPS)	17,862	19,060	(Net): 2.2%		<u>182,104</u>
2.000%, 07/15/14 (TIPS)	18,564	20,085	Net Assets: 100.0%		
1.625%, 01/15/15 (TIPS)	32,070	34,238			<u>\$ 8,288,825</u>
0.500%, 04/15/15 (TIPS)	58,532	59,904	(a) Non income producing security.		
1.375%, 07/15/18 (TIPS)	41,582	43,879	(b) Institutional Class shares		
1.375%, 01/15/20 (TIPS)	8,091	8,420	(c) Investor Class share		
2.375%, 01/15/25 (TIPS)	26,686	29,763	(d) Fair Valued security.		
1.750%, 01/15/28 (TIPS)	57,417	58,592	ADR American Depository Receipt		
3.375%, 04/15/32 (TIPS)	6,161	<u>7,981</u>	LP Limited Partnership		
			REIT Real Estate Investment Trust		
			TIPS Treasury Inflation Protected Securities		
TOTAL U.S. TREASURY NOTES					
(Cost \$306,746)		<u>315,475</u>			
MORTGAGE-BACKED SECURITIES: 4.4%					
U.S. GOVERNMENT MORTGAGE BACKED: 4.1%					
Ginnie Mae (Mortgage-Backed): 1.4%					
2.021%, 10/16/50	118,168	<u>119,557</u>			
Fannie Mae (Mortgage-Backed): 2.1%					
6.040%, 07/01/13	9,519	9,890			
4.500%, 03/01/39	72,498	74,519			
4.500%, 07/01/40	85,426	<u>87,794</u>			
		<u>172,203</u>			
Farmer Mac (Mortgage-Backed): 0.6%					
5.680%, 07/20/40	53,218	<u>53,416</u>			

Schedule of Investments, continued

ESG Managers™ Moderate Portfolio

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCKS: 44.0%					
Consumer Discretionary: 4.0%			COMMON STOCKS, continued		
Consumer Staples: 3.6%			Consumer Staples: 3.6%		
Arbitron, Inc.	155	\$ 6,436	Coca-Cola Co., The	157	\$ 10,326
Best Buy Co., Inc.	22	754	Constellation Brands, Inc. (a)	65	1,440
BorgWarner, Inc. (a)	26	1,881	Corn Products International, Inc.	78	3,588
CBS Corp., Class B	340	6,477	Costco Wholesale Corp.	214	15,453
Cinemark Holdings, Inc.	223	3,845	CVS Caremark Corp.	417	14,499
Comcast Corp, Class A	849	17,668	Energizer Holdings, Inc. (a)	40	2,916
Darden Restaurants, Inc.	19	882	General Mills, Inc.	8	285
DeVry, Inc.	120	5,758	Hansen Natural Corp. (a)	39	2,039
DISH Network Corp., Class A (a)	601	11,816	HJ Heinz Co.	149	7,370
DR Horton, Inc.	75	895	JM Smucker Co., The	379	24,881
Expedia, Inc.	48	1,204	Kellogg Co.	113	5,772
Gannett Co, Inc.	415	6,262	Kimberly-Clark Corp.	289	18,219
Hennes & Mauritz AB, B Shares	16	533	Kraft Foods, Inc., Class A	133	4,191
Home Depot, Inc.	275	9,642	McCormick & Co., Inc.	760	35,363
International Game Technology	310	5,484	Nash Finch Co.	20	850
Interpublic Group of Cos., Inc. (a)	490	5,204	Natura Cosmeticos SA	21	603
J. Crew Group, Inc. (a)	60	2,588	PepsiCo, Inc.	207	13,523
Johnson Controls, Inc.	179	6,838	Procter & Gamble Co., The	929	59,763
KB Home	375	5,059	Safeway, Inc.	276	6,207
Lowe's Cos., Inc.	68	1,705	Sysco Corp.	880	25,872
Macy's, Inc.	13	329	Unilever PLC, ADR	219	6,763
McDonald's Corp.	163	12,512	United Natural Foods, Inc. (a)	350	12,838
Meredith Corp.	90	3,119	WD-40 Co.	185	7,451
Mohawk Industries, Inc. (a)	90	5,108			280,212
Newell Rubbermaid, Inc.	225	4,091	Energy: 4.4%		
News Corp., Class A	1,362	19,831	Apache Corp.	63	7,511
NIKE, Inc., Class B	275	23,491	Baker Hughes, Inc.	92	5,260
Nordstrom, Inc.	95	4,026	BG Group PLC, ADR	288	29,376
Pulte Group, Inc. (a)	560	4,211	Cimarex Energy Co.	121	10,712
Reed Elsevier PLC	1,100	9,292	ConocoPhillips	372	25,333
Royal Caribbean Cruises, Ltd. (a)	130	6,110	El Paso Corp.	1,315	18,094
Scripps Networks Interactive, Class A	394	20,390	Enerplus Corp.	520	16,037
SES SA	543	12,930	Enscoc PLC, ADR	109	5,818
Sotheby's	40	1,800	EQT Corp.	103	4,619
Stanley Black & Decker, Inc.	82	5,483	Kinder Morgan Management LLC, LP	412	27,554
Staples, Inc.	575	13,093	Newfield Exploration Co. (a)	395	28,483
Target Corp.	135	8,118	Noble Corp.	405	14,487
Tiffany & Co.	70	4,359	Noble Energy, Inc.	171	14,720
Time Warner Cable, Inc.	308	20,337	Petroleo Brasileiro SA, ADR	183	6,925
Time Warner, Inc.	634	20,395	Quicksilver Resources, Inc. (a)	366	5,395
Toll Brothers, Inc. (a)	250	4,749	Range Resources Corp.	6	270
Washington Post Co., The, Class B	6	2,636	Royal Dutch Shell PLC, ADR	303	20,234
		307,341	Sasol Ltd., ADR	23	1,197
			Seadrill, Ltd.	289	9,803
			SM Energy Co.	50	2,947
			Southern Union Co.	446	10,735

Schedule of Investments, continued

ESG Managers™ Moderate Portfolio, continued

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCKS, continued					
Energy, continued			COMMON STOCKS, continued		
Financials, continued			COMMON STOCKS, continued		
Spectra Energy Corp.	828	\$ 20,692	T Rowe Price Group, Inc.	25	\$ 1,614
Statoil ASA, ADR	614	14,595	Tower Group, Inc.	160	4,093
Suncor Energy, Inc.	363	13,899	Travelers Cos., Inc., The	185	10,306
W&T Offshore, Inc.	890	15,904	Unibail-Rodamco SE, REIT	60	11,880
Weatherford International, Ltd. (a)	483	11,013	Wells Fargo & Co.	1,015	31,455
		341,613	Willis Group Holdings PLC	51	1,766
					516,402
Financials: 6.7%			Health Care: 5.7%		
Aflac, Inc.	225	12,697	Abbott Laboratories	243	11,642
American Express Co.	297	12,747	Amgen, Inc. (a)	48	2,635
Banco Bradesco SA, ADR	1,000	20,290	Analogic Corp.	30	1,485
Bank of America Corp.	1,071	14,287	Baxter International, Inc.	400	20,248
Bank of Montreal	92	5,296	Beckman Coulter, Inc.	35	2,633
Bank of New York Mellon Corp., The	1,882	56,836	Becton, Dickinson & Co.	346	29,244
BlackRock, Inc.	118	22,488	Bio-Rad Laboratories, Inc., Class A (a)	70	7,270
CB Richard Ellis Group, Inc., Class A (a)	220	4,506	Bristol-Myers Squibb Co.	234	6,196
Charles Schwab Corp., The	2,251	38,515	Covidien PLC	490	22,373
China Life Insurance Co. Ltd., ADR	28	1,713	Cyberonics, Inc. (a)	150	4,653
Chubb Corp.	119	7,097	Eli Lilly & Co.	203	7,113
Cincinnati Financial Corp.	258	8,176	Furieux Pharmaceutical, Inc. (a)	150	2,168
City National Corp.	45	2,761	Gen-Probe, Inc. (a)	340	19,839
Digital Realty Trust, Inc., REIT	165	8,504	Gilead Sciences, Inc. (a)	209	7,574
Glacier Bancorp, Inc.	130	1,964	GlaxoSmithKline PLC, ADR	184	7,216
Goldman Sachs Group, Inc., The	12	2,018	Hospira, Inc. (a)	477	26,564
HCC Insurance Holdings, Inc.	100	2,894	Johnson & Johnson	580	35,873
HCP, Inc., REIT	338	12,435	LHC Group, Inc. (a)	200	6,000
Hospitality Properties Trust, REIT	31	714	Medtronic, Inc.	880	32,639
Hudson City Bancorp., Inc.	730	9,300	Merck & Co., Inc.	527	18,993
Janus Capital Group, Inc.	420	5,447	Mylan, Inc. (a)	183	3,867
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JPMorgan Chase & Co.	1,349	57,225	Novartis AG, ADR	202	11,908
Lazard, Ltd., LP, Class A	145	5,726	Novo Nordisk A/S, ADR	117	13,171
Loews Corp.	254	9,883	Pfizer, Inc.	811	14,201
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State Street Corp.	203	9,407			

Schedule of Investments, continued

ESG Managers™ Moderate Portfolio, continued

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Health Care, continued			Information Technology, continued		
WellPoint, Inc. (a)	117	\$ 6,653	Brocade Communications Systems, Inc. (a)	1,375	\$ 7,274
		<u>446,296</u>	Canon, Inc.	300	15,410
Industrials: 5.4%			Ceragon Networks, Ltd. (a)	500	6,590
3M Co.	272	23,474	Ciena Corp. (a)	250	5,263
Administaff, Inc.	170	4,981	Cisco Systems, Inc. (a)	2,132	43,130
Brady Corp., Class A	125	4,076	Citrix Systems, Inc. (a)	40	2,736
Brink's Co., The.	170	4,570	Clicksoftware Technologies, Ltd. (a)	425	3,273
Canadian National Railway Co.	186	12,363	Cognex Corp.	65	1,912
Cia de Concessionarios Rodoviarios	42	1,187	Cymer, Inc. (a)	75	3,380
Cooper Industries PLC	260	15,155	eBay, Inc. (a)	325	9,045
Cummins, Inc.	82	9,021	Electronics for Imaging, Inc. (a)	335	4,794
Danaher Corp.	1,019	48,066	EMC Corp. (a)	402	9,206
Deere & Co.	222	18,437	Fair Isaac Corp.	130	3,038
Diana Shipping, Inc. (a)	135	1,623	Finisar Corp. (a)	160	4,750
Dun & Bradstreet Corp.	55	4,515	Google, Inc., Class A (a)	58	34,450
East Japan Railway Co.	200	12,978	Harmonic, Inc. (a)	275	2,357
Emerson Electric Co.	359	20,524	Hewlett-Packard Co.	732	30,817
Empresas ICA SAB de CV, ADR (a)	189	1,928	Intel Corp.	1,364	28,685
Expeditors International of Washington, Inc.	66	3,604	International Business Machines Corp.	211	30,966
General Electric Co.	836	15,290	Intuit, Inc. (a)	353	17,403
Graco, Inc.	40	1,578	Jack Henry & Associates, Inc.	85	2,478
Herman Miller, Inc.	776	19,633	Mastercard, Inc., Class A	197	44,150
Honeywell International, Inc.	296	15,735	Maxim Integrated Products, Inc.	428	10,109
ICF International, Inc. (a)	395	10,159	Mentor Graphics Corp. (a)	315	3,780
IDEX Corp.	300	11,736	Microchip Technology, Inc.	305	10,434
Illinois Tool Works, Inc.	180	9,612	Microsoft Corp.	1,737	48,497
Ingersoll-Rand PLC	67	3,155	Motorola Solutions, Inc. (a)	110	4,186
Interface, Inc., Class A	265	4,147	National Instruments Corp.	595	22,396
Iron Mountain, Inc.	257	6,428	Oclaro, Inc. (a)	50	658
Nordson Corp.	44	4,043	Oracle Corp.	35	1,096
Pentair, Inc.	250	9,128	Paychex, Inc.	700	21,637
RR Donnelley & Sons, Co.	625	10,919	QUALCOMM, Inc.	682	33,752
Siemens AG	125	15,484	Riverbed Technology, Inc. (a)	119	4,185
Simpson Manufacturing Co., Inc.	70	2,164	Sourcefire, Inc. (a)	67	1,737
SKF AB	900	25,683	SunPower Corp., Class A (a)	600	7,698
TNT NV	400	10,578	Taiwan Semiconductor, ADR	873	10,947
Vestas Wind Systems A/S (a)	300	9,501	Tellabs, Inc.	580	3,932
Waste Management, Inc.	960	35,395	Teradata Corp. (a)	10	412
WW Grainger, Inc.	102	<u>14,086</u>	Texas Instruments, Inc.	994	32,305
		<u>420,956</u>	VeriSign, Inc.	375	12,251
Information Technology: 8.3%			Websense, Inc. (a)	310	6,278
Accenture PLC., Class A	390	18,911	Yahoo!, Inc. (a)	1,761	<u>29,284</u>
Altera Corp.	628	22,344			<u>643,453</u>
Anixter International, Inc.	398	23,773			
BMC Software, Inc. (a)	37	1,744			

Schedule of Investments, continued

ESG Managers™ Moderate Portfolio, continued

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCKS, continued					
Materials: 1.6%			Utilities, continued		
Air Products & Chemicals, Inc.	156	\$ 14,188	Sempra Energy	247	\$ 12,962
Compass Minerals International	15	1,339	Veolia Environnement, ADR	13	<u>381</u>
Crown Holdings, Inc. (a)	220	7,344			<u>214,675</u>
Ecolab, Inc.	300	15,126	TOTAL COMMON STOCKS		
Novozymes A/S, ADR	44	6,148	(Cost \$3,077,492)		<u>3,409,428</u>
Nucor Corp.	341	14,943	AFFILIATED INVESTMENT COMPANIES: 14.4%		
Praxair, Inc.	469	44,775	Pax World Global Green Fund (b)	18,515	178,485
Rio Tinto PLC, ADR	56	4,013	Pax World High Yield Bond Fund (b)	45,481	351,115
Svenska Cellulosa AB, B Shares	1,000	15,789	Pax World International Fund (b)	64,745	<u>590,478</u>
Syngenta AG, ADR	52	3,057			
Vale SA, ADR	26	<u>898</u>	TOTAL AFFILIATED INVESTMENT COMPANIES		
		<u>127,620</u>	(Cost \$1,071,187)		<u>1,120,078</u>
Telecommunication Services: 1.4%					
America Movil SAB de CV, Series L, ADR	97	5,562	NON-AFFILIATED INVESTMENT COMPANIES: 1.3%		
American Tower Corp., Class A (a)	117	6,042	Schroder Emerging Markets Equity Fund (c)	7,355	<u>102,306</u>
AT&T, Inc.	655	19,244	TOTAL NON-AFFILIATED INVESTMENT COMPANIES		
BCE, Inc.	117	4,149	(Cost \$101,938)		<u>102,306</u>
CenturyLink, Inc.	351	16,206	BONDS: 38.4%		
Portugal Telecom SGPS SA	90	1,027	CORPORATE BONDS: 12.3%		
Tele Norte Leste Participacoes SA, ADR	373	5,483	Consumer Discretionary: 0.9%		
Telefonica SA	500	11,415	BorgWarner, Inc., 5.750%, 11/01/16	\$ 20,000	21,444
Telefonica SA, ADR	135	9,237	Omnicom Group, Inc., 5.900%, 04/15/16	45,000	<u>50,209</u>
Verizon Communications, Inc.	319	11,414			<u>71,653</u>
Vodafone Group PLC, ADR	439	11,603	Consumer Staples: 0.6%		
Windstream Corp.	680	<u>9,478</u>	Avon Products, Inc., 5.625%, 03/01/14	45,000	<u>49,899</u>
		<u>110,860</u>	Energy: 1.5%		
Utilities: 2.4%			Conoco, Inc., 6.950%, 04/15/29	35,000	43,135
AGL Resources, Inc.	240	8,604	Midamerican Energy Co., 6.750%, 12/30/31	45,000	<u>52,722</u>
American Water Works Co., Inc.	604	15,275			<u>95,857</u>
Black Hills Corp.	210	6,300	Financials: 6.5%		
Energen Corp.	680	32,817	AMB Property LP, 6.125%, 12/01/16	30,000	32,674
Iberdrola Renovables SA	2,500	8,885			
MDU Resources Group, Inc.	1,015	20,574			
National Grid PLC	2,000	17,287			
National Grid PLC, ADR	215	9,542			
NiSource, Inc.	735	12,951			
Northeast Utilities	227	7,237			
Northwest Natural Gas Co.	150	6,971			
Oneok, Inc.	341	18,915			
Pepco Holdings, Inc.	317	5,785			
Portland General Electric Co.	600	13,020			
Questar Corp.	580	10,098			
Red Electrica Corp. SA	150	7,071			

Schedule of Investments, continued

ESG Managers™ Moderate Portfolio, continued

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
CORPORATE BONDS, continued					
Financials, continued			Telecommunication Services: 0.3%		
Ally Financial, Inc., 1.750%, 10/30/12	\$ 30,000	\$ 30,545	Sprint Capital Corp., 7.625%, 01/30/11	\$ 20,000	\$ 20,075
BlackRock, Inc., 3.500%, 12/10/14	40,000	41,519	Utilities: 0.4%		
Citigroup Funding, Inc., 1.875%, 10/22/12	110,000	112,253	American Water Capital Corp., 6.085%, 10/15/17	25,000	28,084
Intl. Bank for Reconstruction and Development, 2.000%, 12/04/13	75,000	76,902	TOTAL CORPORATE BONDS (Cost \$923,800) <u>952,343</u>		
JPMorgan Chase & Co., 4.650%, 06/01/14	25,000	26,706	U.S. GOVERNMENT AGENCY BONDS: 3.7%		
Markel Corp., 6.800%, 02/15/13	30,000	31,795	Federal Home Loan Bank System (Agency): 1.3%		
NASDAQ OMX Group, 4.000%, 01/15/15	24,000	24,451	5.000%, 11/17/17	70,000	79,479
Progressive Corp., The, 6.700%, 06/15/37	25,000	25,721	5.500%, 07/15/36	20,000	22,109
State Street Corp., 7.350%, 06/15/26	20,000	23,412	<u>101,588</u>		
Wachovia Corp., 5.500%, 05/01/13	35,000	38,108	Freddie Mac (Agency): 1.3%		
Willis North America, Inc., 5.625%, 07/15/15	30,000	31,555	3.750%, 03/27/19	94,000	97,478
		495,641	Fannie Mae (Agency): 1.1%		
Health Care: 1.0%			1.250%, 08/20/13	20,000	20,144
Beckman Coulter, Inc., 6.000%, 06/01/15	30,000	32,772	4.125%, 04/15/14	15,000	16,372
Howard Hughes Medical, Inc., 3.450%, 09/01/14	45,000	47,540	4.375%, 10/15/15	30,000	33,058
		80,312	6.625%, 11/15/30	10,000	12,656
Industrials: 0.2%			<u>82,230</u>		
Owens Corning, Inc., 6.500%, 12/01/16	18,000	19,088	TOTAL U.S. GOVERNMENT AGENCY BONDS (Cost \$279,436) <u>281,296</u>		
Information Technology: 0.9%			GOVERNMENT BONDS: 0.8%		
Analog Devices, Inc., 5.000%, 07/01/14	45,000	48,539	AID-Egypt, 4.450%, 09/15/15	35,000	38,403
KLA-Tencor Corp., 6.900%, 05/01/18	22,000	24,235	U.S. Dept of Housing & Urban Development, 1.800%, 08/01/14	25,000	25,346
		72,774	TOTAL GOVERNMENT BONDS (Cost \$63,813) <u>63,749</u>		
Materials: 0.2%			MUNICIPAL BONDS: 2.5%		
Domtar Corp., 9.500%, 08/01/16	16,000	18,960	Commonwealth Financing Auth. Pennsylvania, 4.860%, 06/01/18	50,000	50,806
			Kirkwood Community College Iowa, 2.500%, 06/01/17	120,000	115,640

Schedule of Investments, continued

ESG Managers™ Moderate Portfolio, continued

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
MUNICIPAL BONDS, continued					
Morehead State University Kentucky, 3.750%, 11/01/17	\$ 10,000	\$ 10,084	U.S. GOVERNMENT MORTGAGE BACKED, continued		
New York State Housing Finance Agency, 4.500%, 11/15/27	10,000	9,348	Farmer Mac (Mortgage-Backed): 1.1%		
South Dakota State Health & Educational Facilities, 3.250%, 08/01/15	10,000	10,127	6.075%, 04/20/40 (d)	\$ 87,300	\$ 88,185
TOTAL MUNICIPAL BONDS (Cost \$199,530) <u>196,005</u>			COMMERCIAL MORTGAGE-BACKED: 1.2%		
U.S. TREASURY NOTES: 9.0%			GMAC Commercial Mortgage, 6.465%, 04/15/34		
3.500%, 01/15/11 (TIPS)	31,415	31,456	11,462	11,458	
2.000%, 04/15/12 (TIPS)	25,866	26,826	JP Morgan Chase Commercial Mtg Sec Corp., 4.865%, 03/15/46	45,000	46,990
0.625%, 04/15/13 (TIPS)	31,041	32,004	LB-UBS Commercial Mortgage Trust, 4.559%, 09/15/27	35,000	35,206
1.875%, 07/15/13 (TIPS)	44,058	47,015			<u>93,654</u>
2.000%, 07/15/14 (TIPS)	44,089	47,702	TOTAL MORTGAGE-BACKED SECURITIES (Cost \$777,894) <u>782,844</u>		
1.625%, 01/15/15 (TIPS)	76,740	81,926	TOTAL BONDS (Cost: \$2,921,217) <u>2,972,651</u>		
0.500%, 04/15/15 (TIPS)	115,047	117,743	TOTAL INVESTMENTS: 98.1% (Cost \$7,171,834) <u>7,604,463</u>		
1.375%, 07/15/18 (TIPS)	79,108	83,477	OTHER ASSETS AND LIABILITIES— (Net): 1.9% <u>148,787</u>		
1.375%, 01/15/20 (TIPS)	45,511	47,360	Net Assets: 100.0% <u>\$ 7,753,250</u>		
2.375%, 01/15/25 (TIPS)	62,653	69,878	(a) Non income producing security		
2.375%, 01/15/27 (TIPS)	14,098	15,703	(b) Institutional Class shares		
1.750%, 01/15/28 (TIPS)	73,076	74,572	(c) Investor Class shares		
3.375%, 04/15/32 (TIPS)	16,018	20,752	(d) Fair Valued security		
TOTAL U.S. TREASURY NOTES (Cost \$676,744) <u>696,414</u>			ADR American Depository Receipt		
MORTGAGE-BACKED SECURITIES: 10.1%			LP Limited Partnership		
U.S. GOVERNMENT MORTGAGE BACKED: 8.9%			REIT Real Estate Investment Trust		
Ginnie Mae (Mortgage-Backed): 3.2%			TIPS Treasury Inflation Protected Securities		
3.459%, 05/16/36	125,000	124,903			
4.500%, 08/20/40	117,434	122,118			
		247,021			
Freddie Mac (Mortgage-Backed): 1.2%					
5.000%, 07/15/37	84,073	89,201			
Fannie Mae (Mortgage-Backed): 3.4%					
6.040%, 07/01/13	19,038	19,781			
4.500%, 03/01/39	72,498	74,518			
4.500%, 07/01/40	165,886	170,484			
		264,783			

Schedule of Investments, continued

ESG Managers™ Conservative Portfolio

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCKS: 31.7%					
Consumer Discretionary: 3.3%			COMMON STOCKS, continued		
Consumer Staples: 2.5%			Consumer Staples, continued		
Arbitron, Inc.	110	\$ 4,567	Corn Products International, Inc.	38	\$ 1,748
Best Buy Co., Inc.	11	377	Costco Wholesale Corp.	92	6,643
BorgWarner, Inc. (a)	13	941	CVS Caremark Corp.	191	6,641
CBS Corp., Class B	260	4,953	Energizer Holdings, Inc. (a)	30	2,187
Cinemark Holdings, Inc.	119	2,052	General Mills, Inc.	4	142
Comcast Corp, Class A	359	7,471	Hansen Natural Corp. (a)	19	993
Darden Restaurants, Inc.	9	418	HJ Heinz Co.	78	3,858
DeVry, Inc.	90	4,318	JM Smucker Co., The	187	12,277
DISH Network Corp., Class A (a)	278	5,465	Kellogg Co.	52	2,656
DR Horton, Inc.	50	597	Kimberly-Clark Corp.	135	8,510
Expedia, Inc.	23	577	Kraft Foods, Inc., Class A	65	2,048
Gannett Co, Inc.	310	4,678	McCormick & Co., Inc.	358	16,658
Hennes & Mauritz AB, B Shares	8	266	Nash Finch Co.	20	850
Home Depot, Inc.	127	4,453	Natura Cosmeticos SA	11	316
International Game Technology	235	4,157	PepsiCo, Inc.	95	6,206
Interpublic Group of Cos., Inc. (a)	360	3,823	Procter & Gamble Co., The	422	27,147
J. Crew Group, Inc. (a)	50	2,157	Safeway, Inc.	125	2,811
Johnson Controls, Inc.	91	3,476	Sysco Corp.	379	11,143
KB Home	270	3,642	Unilever PLC, ADR	94	2,903
Lowe's Cos., Inc.	32	803	United Natural Foods, Inc. (a)	200	7,337
Macy's, Inc.	7	177	WD-40 Co.	90	3,625
McDonald's Corp.	63	4,836			<u>132,477</u>
Meredith Corp.	65	2,252	Energy: 3.1%		
Mohawk Industries, Inc. (a)	65	3,689	Apache Corp.	30	3,577
Newell Rubbermaid, Inc.	160	2,909	Baker Hughes, Inc.	44	2,515
News Corp., Class A	626	9,115	BG Group PLC, ADR	133	13,566
NIKE, Inc., Class B	190	16,230	Cimarex Energy Co.	55	4,869
Nordstrom, Inc.	70	2,967	ConocoPhillips	171	11,645
Pulte Group, Inc. (a)	405	3,046	El Paso Corp.	604	8,311
Reed Elsevier PLC	1,100	9,292	Enerplus Corp.	250	7,710
Royal Caribbean Cruises, Ltd. (a)	100	4,700	Ensco PLC, ADR	52	2,776
Scripps Networks Interactive, Class A	164	8,487	EQT Corp.	49	2,197
SES SA	222	5,286	Kinder Morgan Management LLC, LP	189	12,640
Sotheby's	30	1,350	Newfield Exploration Co. (a)	174	12,547
Stanley Black & Decker, Inc.	61	4,079	Noble Corp.	190	6,796
Staples, Inc.	350	7,970	Noble Energy, Inc.	74	6,370
Target Corp.	63	3,788	Petroleo Brasileiro SA, ADR	84	3,179
Tiffany & Co.	55	3,425	Quicksilver Resources, Inc. (a)	236	3,479
Time Warner Cable, Inc.	140	9,244	Range Resources Corp.	3	135
Time Warner, Inc.	295	9,490	Royal Dutch Shell PLC, ADR	138	9,216
Toll Brothers, Inc. (a)	175	3,325	Sasol Ltd., ADR	12	625
Washington Post Co., The, Class B	5	<u>2,197</u>	Seadrill, Ltd.	155	5,258
		<u>177,045</u>	SM Energy Co.	35	2,063
			Southern Union Co.	229	5,512
Consumer Staples: 2.5%			Spectra Energy Corp.	382	9,546
Coca-Cola Co., The	71	4,670	Statoil ASA, ADR	311	7,392
Constellation Brands, Inc. (a)	50	1,108			

Schedule of Investments, continued

ESG Managers™ Conservative Portfolio, continued

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCKS, continued					
Energy, continued			COMMON STOCKS, continued		
Financials: 4.6%			Financials, continued		
Health Care: 4.0%			Health Care: 4.0%		
Suncor Energy, Inc.	166	\$ 6,356	Unibail-Rodamco SE, REIT	35	\$ 6,930
W&T Offshore, Inc.	470	8,399	Wells Fargo & Co.	457	14,161
Weatherford International, Ltd. (a)	220	<u>5,016</u>	Willis Group Holdings PLC	26	<u>900</u>
		<u>161,695</u>			<u>244,677</u>
Aflac, Inc.	100	5,643	Abbott Laboratories	102	4,887
American Express Co.	136	5,837	Amgen, Inc. (a)	23	1,263
Banco Bradesco SA, ADR	400	8,116	Analogic Corp.	20	990
Bank of America Corp.	491	6,550	Baxter International, Inc.	150	7,593
Bank of Montreal	40	2,303	Beckman Coulter, Inc.	30	2,257
Bank of New York Mellon Corp., The	827	24,975	Becton, Dickinson & Co.	157	13,270
BlackRock, Inc.	50	9,529	Bio-Rad Laboratories, Inc., Class A (a)	50	5,193
CB Richard Ellis Group, Inc., Class A (a)	170	3,482	Bristol-Myers Squibb Co.	123	3,257
Charles Schwab Corp., The	971	16,614	Covidien PLC	223	10,182
China Life Insurance Co. Ltd., ADR	14	856	Cyberonics, Inc. (a)	105	3,257
Chubb Corp.	56	3,340	Eli Lilly & Co.	106	3,714
Cincinnati Financial Corp.	136	4,310	Furiex Pharmaceutical, Inc. (a)	100	1,445
City National Corp.	35	2,148	Gen-Probe, Inc. (a)	155	9,044
Digital Realty Trust, Inc., REIT	85	4,381	Gilead Sciences, Inc. (a)	90	3,262
Glacier Bancorp, Inc.	105	1,587	GlaxoSmithKline PLC, ADR	100	3,922
Goldman Sachs Group, Inc., The	6	1,009	Hospira, Inc. (a)	241	13,421
HCC Insurance Holdings, Inc.	75	2,171	Johnson & Johnson	218	13,483
HCP, Inc., REIT	165	6,070	LHC Group, Inc. (a)	135	4,050
Hospitality Properties Trust, REIT	15	346	Medtronic, Inc.	360	13,352
Hudson City Bancorp., Inc.	315	4,013	Merck & Co., Inc.	261	9,406
Janus Capital Group, Inc.	310	4,021	Mylan, Inc. (a)	88	1,859
Jones Lang LaSalle, Inc.	50	4,196	Novartis AG	200	11,773
JPMorgan Chase & Co.	589	24,985	Novartis AG, ADR	93	5,482
Lazard, Ltd., LP, Class A	110	4,344	Novo Nordisk A/S, ADR	59	6,642
Loews Corp.	115	4,475	Pfizer, Inc.	399	6,986
Markel Corp. (a)	17	6,428	Roche Holding AG	70	10,261
Marsh & McLennan Cos., Inc.	179	4,894	Roche Holding AG, ADR	250	9,163
Morgan Stanley	144	3,918	Sirona Dental Systems, Inc. (a)	10	418
NYSE Euronext	165	4,947	St. Jude Medical, Inc. (a)	8	342
optionsXpress Holdings, Inc.	61	956	Teleflex, Inc.	300	16,143
Potlatch Corp., REIT	250	8,138	Teva Pharmaceutical Industries, Ltd., ADR	149	7,767
PrivateBancorp, Inc.	75	1,079	Thermo Fisher Scientific, Inc. (a)	5	277
Progressive Corp., The	626	12,439	Valeant Pharmaceuticals International	138	3,904
Royal Bank of Canada	115	6,021	VCA Antech, Inc. (a)	135	3,144
Royal Bank of Canada (Canadian)	75	3,946	WellPoint, Inc. (a)	53	<u>3,015</u>
SEI Investment Co.	85	2,022			<u>214,424</u>
State Street Corp.	95	4,402			
T Rowe Price Group, Inc.	12	774			
Tower Group, Inc.	105	2,686			
Travelers Cos., Inc., The	85	4,735			

Schedule of Investments, continued**ESG Managers™ Conservative Portfolio, continued**

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COMMON STOCKS, continued					
Industrials: 3.9%			Information Technology, continued		
3M Co.	117	\$ 10,097	Canon, Inc.	300	\$ 15,410
Administaff, Inc.	130	3,809	Ceragon Networks, Ltd. (a)	360	4,745
Brady Corp., Class A	95	3,098	Ciena Corp. (a)	185	3,894
Brink's Co., The.	125	3,360	Cisco Systems, Inc. (a)	691	13,979
Canadian National Railway Co.	77	5,118	Citrix Systems, Inc. (a)	19	1,300
Cia de Concessoes Rodoviaras	21	593	Clicksoftware Technologies, Ltd. (a)	300	2,310
Cooper Industries PLC	115	6,703	Cognex Corp.	40	1,177
Cummins, Inc.	39	4,290	Cymer, Inc. (a)	60	2,704
Danaher Corp.	457	21,557	Electronics for Imaging, Inc. (a)	260	3,721
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Dun & Bradstreet Corp.	42	3,448	Finisar Corp. (a)	115	3,414
East Japan Railway Co.	200	12,978	Google, Inc., Class A (a)	34	20,195
Emerson Electric Co.	166	9,490	Harmonic, Inc. (a)	170	1,457
Empresas ICA SAB de CV, ADR (a)	91	928	Hewlett-Packard Co.	308	12,967
Expeditors International of Washington, Inc.	32	1,747	Intel Corp.	738	15,520
General Electric Co.	377	6,895	International Business Machines Corp.	126	18,492
Graco, Inc.	30	1,184	Intuit, Inc. (a)	160	7,888
Herman Miller, Inc.	411	10,398	Jack Henry & Associates, Inc.	60	1,749
Honeywell International, Inc.	135	7,177	Mastercard, Inc., Class A	80	17,929
ICF International, Inc. (a)	170	4,372	Maxim Integrated Products, Inc.	220	5,196
IDEX Corp.	160	6,259	Mentor Graphics Corp. (a)	260	3,120
Illinois Tool Works, Inc.	82	4,379	Microchip Technology, Inc.	155	5,303
Ingersoll-Rand PLC	32	1,507	Microsoft Corp.	771	21,526
Interface, Inc., Class A	195	3,052	Motorola Solutions, Inc. (a)	90	3,425
Iron Mountain, Inc.	113	2,826	National Instruments Corp.	256	9,636
Nordson Corp.	21	1,929	Oclaro, Inc. (a)	25	329
Pentair, Inc.	110	4,016	Oracle Corp.	18	563
RR Donnelley & Sons, Co.	323	5,643	Paychex, Inc.	285	8,809
Siemens AG	50	6,194	QUALCOMM, Inc.	296	14,649
Simpson Manufacturing Co., Inc.	40	1,236	Riverbed Technology, Inc. (a)	58	2,040
SKF AB	550	15,695	Sourcefire, Inc. (a)	28	726
Vestas Wind Systems A/S (a)	250	7,918	SunPower Corp., Class A (a)	200	2,566
Waste Management, Inc.	405	14,933	Taiwan Semiconductor, ADR	451	5,656
WW Grainger, Inc.	46	6,354	Tellabs, Inc.	400	2,712
		<u>208,198</u>	Teradata Corp. (a)	5	206
			Texas Instruments, Inc.	440	14,300
			VeriSign, Inc.	185	6,044
			Websense, Inc. (a)	225	4,555
			Yahoo!, Inc. (a)	732	<u>12,172</u>
					<u>314,643</u>
Information Technology: 5.9%			Materials: 1.3%		
Accenture PLC., Class A	165	8,001	Air Products & Chemicals, Inc.	72	6,548
Altera Corp.	281	9,998	Compass Minerals International	10	893
Anixter International, Inc.	195	11,647	Crown Holdings, Inc. (a)	98	3,271
BMC Software, Inc. (a)	18	849	Ecolab, Inc.	175	8,824
Brocade Communications Systems, Inc. (a)	960	5,078			

Schedule of Investments, continued**ESG Managers™ Conservative Portfolio, continued**

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
COMMON STOCKS, continued					
Materials, continued			COMMON STOCKS, continued		
Novozymes A/S, ADR	20	\$ 2,794	TOTAL COMMON STOCKS		
Nucor Corp.	220	9,640	(Cost \$1,522,540) <u>\$ 1,686,072</u>		
Praxair, Inc.	223	21,290	AFFILIATED INVESTMENT COMPANIES: 11.8%		
Rio Tinto PLC, ADR	27	1,935	Pax World Global Green Fund (b)	7,928	76,430
Svenska Cellulosa AB, B Shares	600	9,473	Pax World High Yield Bond Fund (b)	31,735	244,991
Syngenta AG, ADR	25	1,470	Pax World International Fund (b)	33,202	<u>302,800</u>
Vale SA, ADR	13	449	TOTAL AFFILIATED INVESTMENT COMPANIES		
		<u>66,587</u>	(Cost \$593,193) <u>624,221</u>		
Telecommunication Services: 1.0%			NON-AFFILIATED INVESTMENT COMPANIES: 1.0%		
America Movil SAB de CV, Series L, ADR	47	2,695	Schroder Emerging Markets Equity Fund (c) 3,690 <u>51,329</u>		
American Tower Corp., Class A (a)	57	2,943	TOTAL NON-AFFILIATED INVESTMENT COMPANIES		
AT&T, Inc.	322	9,460	(Cost \$51,152) <u>51,329</u>		
BCE, Inc.	55	1,950	BONDS: 52.9%		
CenturyLink, Inc.	160	7,387	CORPORATE BONDS: 19.0%		
Portugal Telecom SGPS SA	44	502	Consumer Discretionary: 1.4%		
Tele Norte Leste Participacoes SA, ADR	190	2,793	BorgWarner, Inc., 5.750%, 11/01/16 \$ 24,000 25,733		
Telefonica SA	325	7,420	Omnicom Group, Inc., 5.900%, 04/15/16 45,000 <u>50,209</u>		
Telefonica SA, ADR	71	4,858	<u>75,942</u>		
Verizon Communications, Inc.	146	5,224	Consumer Staples: 0.9%		
Vodafone Group PLC, ADR	214	5,656	Avon Products, Inc., 5.625%, 03/01/14 45,000 <u>49,899</u>		
Windstream Corp.	352	<u>4,908</u>	Energy: 1.8%		
		<u>55,796</u>	Conoco, Inc., 6.950%, 04/15/29 35,000 43,135		
Utilities: 2.1%			Midamerican Energy Co., 6.750%, 12/30/31 45,000 <u>52,722</u>		
AGL Resources, Inc.	120	4,302	<u>95,857</u>		
American Water Works Co., Inc.	312	7,890	Financials: 10.1%		
Black Hills Corp.	100	3,000	Ally Financial, Inc., 1.750%, 10/30/12 45,000 45,818		
Energren Corp.	285	13,754	AMB Property LP, 6.125%, 12/01/16 35,000 38,120		
Iberdrola Renovables SA	2,000	7,108	BlackRock, Inc., 3.500%, 12/10/14 45,000 46,709		
MDU Resources Group, Inc.	420	8,513			
National Grid PLC	1,000	8,643			
National Grid PLC, ADR	116	5,148			
NiSource, Inc.	381	6,713			
Northeast Utilities	119	3,794			
Northwest Natural Gas Co.	65	3,021			
Oneok, Inc.	174	9,652			
Pepco Holdings, Inc.	161	2,938			
Portland General Electric Co.	400	8,680			
Qwestar Corp.	235	4,091			
Red Electrica Corp. SA	150	7,071			
Sempra Energy	115	6,035			
Veolia Environnement, ADR	6	177			
		<u>110,530</u>			

Schedule of Investments, continued**ESG Managers™ Conservative Portfolio, continued**

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
CORPORATE BONDS, continued					
Financials, continued					
Citigroup Funding, Inc, 1.875%, 10/22/12	\$ 110,000	\$ 112,253	American Water Capital Corp., 6.085%, 10/15/17	\$ 25,000	\$ 28,084
Intl. Bank for Reconstruction and Development, 2.000%, 12/04/13	75,000	76,902	TOTAL CORPORATE BONDS (Cost \$976,987) <u>1,006,884</u>		
JPMorgan Chase & Co., 4.650%, 06/01/14	25,000	26,706	U.S. GOVERNMENT AGENCY BONDS: 5.4%		
Markel Corp., 6.800%, 02/15/13	35,000	37,094	Federal Home Loan Bank System (Agency): 2.1%		
NASDAQ OMX Group, 4.000%, 01/15/15	24,000	24,451	5.000%, 11/17/17	75,000	85,156
Progressive Corp., The, 6.700%, 06/15/37	25,000	25,721	5.500%, 07/15/36	25,000	27,636
State Street Corp., 7.350%, 06/15/26	20,000	23,412	<u>112,792</u>		
Wachovia Corp., 5.500%, 05/01/13	35,000	38,107	Freddie Mac (Agency): 1.9%		
Willis North America, Inc., 5.625%, 07/15/15	35,000	36,814	3.750%, 03/27/19	95,000	98,515
		<u>532,107</u>	Fannie Mae (Agency): 2.0%		
Health Care: 1.6%					
Beckman Coulter, Inc., 6.000%, 06/01/15	35,000	38,235	1.250%, 08/20/13	17,000	17,122
Howard Hughes Medical, Inc, 3.450%, 09/01/14	45,000	47,539	4.125%, 04/15/14	10,000	10,915
		<u>85,774</u>	4.375%, 10/15/15	30,000	33,058
Industrials: 0.4%					
Owens Corning, Inc., 6.500%, 12/01/16	20,000	21,208	6.625%, 11/15/30	10,000	12,656
Information Technology: 1.4%					
Analog Devices, Inc., 5.000%, 07/01/14	45,000	48,539	<u>73,751</u>		
KLA-Tencor Corp., 6.900%, 05/01/18	22,000	24,235	TOTAL U.S. GOVERNMENT AGENCY BONDS (Cost \$282,130) <u>285,058</u>		
		<u>72,774</u>	GOVERNMENT BONDS: 1.2%		
Materials: 0.4%					
Domtar Corp., 9.500%, 08/01/16	17,000	20,145	AID-Egypt, 4.450%, 09/15/15	35,000	38,403
Telecommunication Services: 0.5%					
Sprint Capital Corp., 7.625%, 01/30/11	25,000	25,094	U.S. Dept of Housing & Urban Development, 1.800%, 08/01/14	25,000	25,346
			TOTAL GOVERNMENT BONDS (Cost \$63,813) <u>63,749</u>		
			U.S. TREASURY NOTES: 11.5%		
			3.500%, 01/15/11 (TIPS)	35,184	35,231
			2.000%, 04/15/12 (TIPS)	28,022	29,062
			0.625%, 04/15/13 (TIPS)	7,243	7,468
			1.125%, 06/15/13	65,000	65,543
			1.875%, 07/15/13 (TIPS)	48,822	52,098
			2.000%, 07/15/14 (TIPS)	48,730	52,724
			1.625%, 01/15/15 (TIPS)	85,903	91,708
			0.500%, 04/15/15 (TIPS)	8,073	8,263
			1.625%, 01/15/18 (TIPS)	10,439	11,184
			1.375%, 07/15/18 (TIPS)	88,235	93,109
			1.375%, 01/15/20 (TIPS)	22,250	23,154

Schedule of Investments, continued**ESG Managers™ Conservative Portfolio, continued**

Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value	Percent of Net Assets, Name of Issuer and Title of Issuer	Shares/ Principal/ Contracts	Value
U.S. TREASURY NOTES, continued					
2.375%, 01/15/25 (TIPS)	\$ 69,614	\$ 77,642	TOTAL MORTGAGE-BACKED SECURITIES (Cost \$827,822) <u>\$ 834,653</u>		
2.375%, 01/15/27 (TIPS)	10,845	12,079	TOTAL BONDS (Cost \$2,741,523) <u>2,800,185</u>		
1.750%, 01/15/28 (TIPS)	26,099	26,633	TOTAL INVESTMENTS: 97.4% (Cost \$4,908,408) <u>5,161,807</u>		
3.375%, 04/15/32 (TIPS)	18,482	23,943	OTHER ASSETS AND LIABILITIES— (Net): 2.6% <u>135,884</u>		
TOTAL U.S. TREASURY NOTES (Cost \$590,771) <u>609,841</u>					
MORTGAGE-BACKED SECURITIES: 15.8%					
U.S. GOVERNMENT MORTGAGE BACKED: 12.5%					
Ginnie Mae (Mortgage-Backed): 10.2%					
4.175%, 01/16/38	75,000	79,271	(a)	Non income producing security	
4.500%, 01/15/40	108,507	112,835	(b)	Institutional Class shares	
4.500%, 08/20/40	86,066	89,499	(c)	Investor Class shares	
4.500%, 11/20/40	249,540	259,494	ADR	American Depository Receipt	
		<u>541,099</u>	LP	Limited Partnership	
Freddie Mac (Mortgage-Backed): 1.8%					
5.000%, 07/15/37	87,895	93,256	REIT	Real Estate Investment Trust	
			TIPS	Treasury Inflation Protected Securities	
Fannie Mae (Mortgage Backed): 0.5%					
6.040%, 07/01/13	23,798	24,726			
Small Business Administration: 1.5%					
0.600%, 07/25/20	24,102	23,955			
5.490%, 03/01/28	53,856	57,963			
		<u>81,918</u>			
Commercial Mortgage-Backed: 1.8%					
GMAC Commercial Mortgage, 6.465%, 04/15/34	11,462	11,458			
JP Morgan Chase Commercial Mtg Sec Corp., 4.865%, 03/15/46	45,000	46,990			
LB-UBS Commercial Mortgage Trust, 4.559%, 09/15/27	35,000	35,206			
		<u>93,654</u>			

Statements of Assets and Liabilities

ASSETS	Aggressive Growth	Growth	Moderate	Conservative
Investments, at cost—Note A.....	\$ 4,118,837	\$ 7,524,437	\$ 7,171,834	\$ 4,908,408
Investments in unaffiliated issuers, at value—Note A.....	\$ 3,599,807	\$ 5,971,369	\$ 6,484,385	\$ 4,537,586
Investments in affiliated issuers, at value—Note C.....	973,447	2,135,352	1,120,078	624,221
Total Investments	4,573,254	8,106,721	7,604,463	5,161,807
Cash	169,284	302,681	204,380	185,434
Prepaid expenses.....	2,297	2,429	2,477	2,347
Receivables:				
Receivable for shares sold	—	1,737	—	2,482
Dividends and interest—Note A	4,522	17,090	30,490	25,005
Investment securities sold	13,494	22,114	13,088	6,349
Other	405	608	469	292
Total Assets	4,763,256	8,453,380	7,855,367	5,383,716
LIABILITIES				
Payables:				
Payable for shares redeemed	—	1,507	—	—
Investment securities purchased	23,458	87,935	33,614	22,102
Accrued expenses:				
Investment advisory fees—Note B.....	2,277	3,673	3,654	2,519
Distribution expense.....	9,863	11,878	3,899	1,235
Transfer agent fees	6,580	6,548	6,380	6,347
Printing and other shareholder communication fees.....	3,147	3,658	3,401	2,288
Custodian fees	14,557	12,590	14,583	14,492
Legal and audit fees.....	28,260	33,058	33,085	33,206
Other accrued expenses.....	4,189	3,708	3,501	3,836
Total Liabilities	92,331	164,555	102,117	86,025
NET ASSETS	\$ 4,670,925	\$ 8,288,825	\$ 7,753,250	\$ 5,297,691

Statements of Assets and Liabilities, continued

	Aggressive Growth	Growth	Moderate	Conservative
NET ASSETS REPRESENTED BY				
Paid in Capital	\$ 4,209,286	\$ 7,710,642	\$ 7,342,404	\$ 5,042,895
Undistributed (distributions in excess of) net investment income	—	3,324	(484)	(6)
Accumulated net realized gain (loss)	7,193	(7,478)	(21,345)	1,376
Net unrealized appreciation (depreciation) of:				
Investments	454,417	582,284	432,629	253,399
Foreign currency translations	29	53	46	27
NET ASSETS	<u>\$ 4,670,925</u>	<u>\$ 8,288,825</u>	<u>\$ 7,753,250</u>	<u>\$ 5,297,691</u>
Class A				
Net Assets	\$ 768,141	\$ 2,067,974	\$ 2,071,383	\$ 1,163,840
Capital Shares Outstanding	70,510	191,463	195,956	110,332
Net asset value per share	<u>\$ 10.89</u>	<u>\$ 10.80</u>	<u>\$ 10.57</u>	<u>\$ 10.55</u>
Institutional Class				
Net assets	\$ 2,578,909	\$ 4,704,651	\$ 5,291,890	\$ 4,106,517
Capital Shares Outstanding	236,425	435,673	500,205	388,976
Net asset value per share	<u>\$ 10.91</u>	<u>\$ 10.80</u>	<u>\$ 10.58</u>	<u>\$ 10.56</u>
Class C				
Net assets	\$ 1,323,875	\$ 1,516,200	\$ 389,977	\$ 27,334
Capital Shares Outstanding	121,701	140,697	37,028	2,602
Net asset value per share	<u>\$ 10.88</u>	<u>\$ 10.78</u>	<u>\$ 10.53</u>	<u>\$ 10.50</u>

Statements of Operations

	Aggressive Growth	Growth	Moderate	Conservative
INVESTMENT INCOME				
Income				
Dividends (net of foreign withholding tax of \$1,572; \$2,172; \$1,617; and \$923; respectively)	\$ 60,281	\$ 77,401	\$ 57,956	\$ 30,276
Dividends from affiliate—Note C	20,672	81,702	43,814	25,566
Interest (net of foreign withholding tax of \$0; \$0; \$0; and \$0; respectively)	1	24,988	78,100	75,236
Other income	—	93	72	37
Total Income	<u>80,954</u>	<u>184,184</u>	<u>179,942</u>	<u>131,115</u>
Expenses				
Investment advisory fees—Note B	30,922	50,676	48,308	32,690
Distribution expenses—Class A (Note B)	862	1,658	2,282	1,137
Distribution expenses—Class C (Note B)	2,250	2,555	404	24
Service plan expenses—Class C (Note B)	6,751	7,665	1,212	73
Transfer agent fees	51,496	48,985	48,818	49,162
Printing and other shareholder communication fees	6,584	7,652	7,139	4,882
Custodian fees	46,755	37,905	46,872	46,466
Legal fees and related expenses	6,673	6,746	6,754	6,696
Trustees' fees and expenses	14,207	14,362	14,368	14,265
Compliance expense	8,915	8,915	8,915	8,915
Audit fees	26,443	31,443	31,443	31,443
Registration fees	84,665	83,187	81,922	81,818
Other expenses	3,669	9,895	11,320	9,000
Total Expenses	<u>290,192</u>	<u>311,644</u>	<u>309,757</u>	<u>286,571</u>
Less:				
Advisory fee waiver—Note B	(10,951)	(24,978)	(18,942)	(9,999)
Expenses assumed by Adviser—Note B	(235,631)	(225,602)	(235,655)	(238,354)
Net expenses	<u>43,610</u>	<u>61,064</u>	<u>55,160</u>	<u>38,218</u>
Net investment income	<u>37,344</u>	<u>123,120</u>	<u>124,782</u>	<u>92,897</u>
REALIZED AND UNREALIZED GAIN (LOSS)				
Net realized gain (loss) on:				
Investments	7,022	(15,778)	(25,817)	(1,477)
Foreign currency transactions	467	826	891	620
Change in unrealized appreciation (depreciation) on:				
Investments	454,417	582,284	432,629	253,399
Foreign currency translation	29	53	46	27
Net realized and unrealized gain (loss) on investments and foreign currency	<u>461,935</u>	<u>567,385</u>	<u>407,749</u>	<u>252,569</u>
Net increase in net assets resulting from operations	<u>\$ 499,279</u>	<u>\$ 690,505</u>	<u>\$ 532,531</u>	<u>\$ 345,466</u>

Commencement of Operations for each Fund—January 4, 2010

Statements of Changes in Net Assets

	Aggressive Growth	Growth	Moderate	Conservative
INCREASE (DECREASE) IN NET ASSETS				
Operations				
Investment income (loss), net	\$ 37,344	\$ 123,120	\$ 124,782	\$ 92,897
Net realized gain (loss) on investments and foreign currency transactions	7,489	(14,952)	(24,926)	(857)
Change in unrealized appreciation (depreciation) on investments and foreign currency translations	454,446	582,337	432,675	253,426
Net increase in net assets resulting from operations	<u>499,279</u>	<u>690,505</u>	<u>532,531</u>	<u>345,466</u>
Distributions to shareholders from:				
Net investment income				
Class A.....	(6,146)	(20,134)	(26,608)	(13,358)
Institutional Class.....	(27,658)	(78,338)	(91,865)	(77,121)
Class C.....	(4,167)	(14,128)	(3,279)	(200)
Total distributions to shareholders.....	<u>(37,971)</u>	<u>(112,600)</u>	<u>(121,752)</u>	<u>(90,679)</u>
From capital share transactions:				
Class A				
Proceeds from shares sold.....	700,042	1,976,572	2,211,965	1,111,238
Proceeds from reinvestment of distributions.....	6,113	19,051	25,554	13,060
Cost of shares redeemed.....	(4,994)	(33,196)	(269,517)	(595)
Net increase (decrease) from Class A transactions	<u>701,161</u>	<u>1,962,427</u>	<u>1,968,002</u>	<u>1,123,703</u>
Institutional Class				
Proceeds from shares sold.....	1,020,698	103,873	57,000	169,380
Proceeds from reinvestment of distributions.....	27,658	78,338	91,865	77,121
Cost of shares redeemed.....	(34,939)	(2,935)	—	(303)
Net increase (decrease) from Institutional Class transactions.....	<u>1,013,417</u>	<u>179,276</u>	<u>148,865</u>	<u>246,198</u>
Class C				
Proceeds from shares sold.....	1,195,035	1,445,239	432,445	25,421
Proceeds from reinvestment of distributions.....	4,167	12,662	3,169	82
Cost of shares redeemed.....	(6,663)	(70,911)	(67,237)	-
Net increase from Class C transactions	<u>1,192,539</u>	<u>1,386,990</u>	<u>368,377</u>	<u>25,503</u>
Net increase from capital share transactions	<u>2,907,117</u>	<u>3,528,693</u>	<u>2,485,244</u>	<u>1,395,404</u>
Net increase in net assets	<u>3,368,425</u>	<u>4,106,598</u>	<u>2,896,023</u>	<u>1,650,191</u>
Net assets				
Beginning of period	1,302,500	4,182,227	4,857,227	3,647,500
End of period (1).....	<u>\$ 4,670,925</u>	<u>\$ 8,288,825</u>	<u>\$ 7,753,250</u>	<u>\$ 5,297,691</u>
(1) Includes undistributed net investment income (loss).....	<u>\$ —</u>	<u>\$ 3,324</u>	<u>\$ (484)</u>	<u>\$ (6)</u>

Commencement of Operations for each Fund—January 4, 2010

Statements of Changes in Net Assets—Shares of Beneficial Interest

	Aggressive Growth	Growth	Moderate	Conservative
Class A				
Shares sold	70,361	192,760	219,217	109,033
Shares issued in reinvestment of distributions	573	1,794	2,478	1,257
Shares redeemed	<u>(524)</u>	<u>(3,191)</u>	<u>(25,839)</u>	<u>(58)</u>
Net increase in shares outstanding	<u>70,410</u>	<u>191,363</u>	<u>195,856</u>	<u>110,232</u>
Institutional Class				
Shares sold	107,417	10,334	5,709	16,937
Shares issued in reinvestment of distributions	2,641	7,617	8,973	7,518
Shares redeemed	<u>(3,683)</u>	<u>(301)</u>	<u>—</u>	<u>(29)</u>
Net increase in shares outstanding	<u>106,375</u>	<u>17,650</u>	<u>14,682</u>	<u>24,426</u>
Class C				
Shares sold	121,885	146,317	43,202	2,494
Shares issued in reinvestment of distributions	383	1,238	307	8
Shares redeemed	<u>(667)</u>	<u>(6,958)</u>	<u>(6,581)</u>	<u>—</u>
Net increase in shares outstanding	<u>121,601</u>	<u>140,597</u>	<u>36,928</u>	<u>2,502</u>

Commencement of Operations for each Fund—January 4, 2010

Financial Highlights

Selected data for a share outstanding throughout each period.

	Net asset value, beginning of period	Income (loss) from investment operations		Total from investment operations	Distributions to shareholders				Net asset value, end of period	Total return ²	Net assets end of period (in \$000's)	Ratios to average net assets ³				Portfolio Turnover ⁴
		Net investment income (loss) ¹	Net realized and unrealized gain (loss)		From net investment income	From net realized gains	Tax return of capital	Total distributions				Net expenses including reimbursements and waivers	Net investment income (loss)	Net expenses before voluntary waivers	Gross expenses excluding reimbursements and waivers	
Aggressive Growth																
<i>Class A</i>																
For the Period Ended December 31, 2010	\$ 10.00	\$ 0.13	\$ 0.86	\$ 0.99	\$ 0.10	\$ —	\$ —	\$ 0.10	\$ 10.89	9.96%	\$ 768	1.23%	1.32%	1.55%	8.40%	40%
<i>Institutional Class</i>																
For the Period Ended December 31, 2010	\$ 10.00	\$ 0.13	\$ 0.90	\$ 1.03	\$ 0.12	\$ —	\$ —	\$ 0.12	\$ 10.91	10.33%	\$ 2,579	0.98%	1.32%	1.30%	8.15%	40%
<i>Class C</i>																
For the Period Ended December 31, 2010	\$ 10.00	\$ 0.04	\$ 0.88	\$ 0.92	\$ 0.04	\$ —	\$ —	\$ 0.04	\$ 10.88	9.16%	\$ 1,324	1.98%	0.43%	2.30%	9.15%	40%
Growth																
<i>Class A</i>																
For the Period Ended December 31, 2010	\$ 10.00	\$ 0.25	\$ 0.72	\$ 0.97	\$ 0.17	\$ —	\$ —	\$ 0.17	\$ 10.80	9.79%	\$ 2,068	1.08%	2.42%	1.49%	5.17%	30%
<i>Institutional Class</i>																
For the Period Ended December 31, 2010	\$ 10.00	\$ 0.22	\$ 0.76	\$ 0.98	\$ 0.19	\$ —	\$ —	\$ 0.19	\$ 10.80	9.93%	\$ 4,705	0.83%	2.18%	1.24%	4.92%	30%
<i>Class C</i>																
For the Period Ended December 31, 2010	\$ 10.00	\$ 0.14	\$ 0.75	\$ 0.89	\$ 0.11	\$ —	\$ —	\$ 0.11	\$ 10.78	8.93%	\$ 1,516	1.83%	1.36%	2.24%	5.93%	30%
Moderate																
<i>Class A</i>																
For the Period Ended December 31, 2010	\$ 10.00	\$ 0.21	\$ 0.53	\$ 0.74	\$ 0.17	\$ —	\$ —	\$ 0.17	\$ 10.57	7.50%	\$ 2,071	1.10%	2.05%	1.41%	5.19%	36%
<i>Institutional Class</i>																
For the Period Ended December 31, 2010	\$ 10.00	\$ 0.21	\$ 0.56	\$ 0.77	\$ 0.19	\$ —	\$ —	\$ 0.19	\$ 10.58	7.74%	\$ 5,292	0.85%	2.09%	1.16%	4.93%	36%
<i>Class C</i>																
For the Period Ended December 31, 2010	\$ 10.00	\$ 0.13	\$ 0.53	\$ 0.66	\$ 0.13	\$ —	\$ —	\$ 0.13	\$ 10.53	6.68%	\$ 390	1.85%	1.34%	2.16%	5.94%	36%
Conservative																
<i>Class A</i>																
For the Period Ended December 31, 2010	\$ 10.00	\$ 0.21	\$ 0.53	\$ 0.74	\$ 0.19	\$ —	\$ —	\$ 0.19	\$ 10.55	7.46%	\$ 1,164	1.10%	2.04%	1.33%	6.67%	27%
<i>Institutional Class</i>																
For the Period Ended December 31, 2010	\$ 10.00	\$ 0.22	\$ 0.54	\$ 0.76	\$ 0.20	\$ —	\$ —	\$ 0.20	\$ 10.56	7.68%	\$ 4,107	0.85%	2.14%	1.08%	6.41%	27%
<i>Class C</i>																
For the Period Ended December 31, 2010	\$ 10.00	\$ 0.13	\$ 0.52	\$ 0.65	\$ 0.15	\$ —	\$ —	\$ 0.15	\$ 10.50	6.54%	\$ 27	1.85%	1.27%	2.08%	7.41%	27%

¹ Based on average shares outstanding during the period.

² Total return represents aggregate total return for the period indicated, includes reinvestment of all dividends and distributions, and does not reflect the deduction of any applicable sales charges. Total returns for periods of less than one year have not been annualized.

³ Ratios representing periods of less than one year have been annualized.

⁴ Not annualized

Commencement of Operations for each Fund—January 4, 2010

Notes to Financial Statements

Pax World Funds Series Trust I

NOTE A—Organization and Summary of Significant Accounting Policies

Organization Pax World Funds Series Trust I (the “Trust”), which is registered under the Investment Company Act of 1940, as amended (the “1940 Act”), is an open-end management investment company organized under the laws of the Commonwealth of Massachusetts on May 25, 2006. As of December 31, 2010, the Trust offered eleven investment funds.

These financial statements relate only to the ESG Managers Aggressive Growth Portfolio (the “Aggressive Growth Portfolio”), ESG Managers Growth Portfolio (the “Growth Portfolio”), ESG Managers Moderate Portfolio (the “Moderate Portfolio”), and ESG Managers Conservative Portfolio (the “Conservative Portfolio”) (each a “Fund” and collectively, the “Funds”), each a diversified series of the Trust. The Funds described herein commenced operations on January 4, 2010.

The Funds use multiple managers (“Sleeve Subadvisers”) to seek to achieve their investment objectives, and each Sleeve Subadviser seeks to invest the assets of its sleeve(s) in securities consistent with its investment style (e.g., large cap growth, small cap value, intermediate term bond) and within the parameters established by Morningstar Associates, LLC for the Funds (see Note B). Each Sleeve Subadviser seeks to invest the assets of its sleeve(s) in accordance with sustainability or environmental, social and governance (“ESG”) criteria. The Sleeve Subadvisers include experienced managers of mutual funds and separately managed accounts that also follow ESG criteria. These funds or separate accounts serve as models upon which Morningstar Associates, LLC has designed the sleeves’ investment parameters. Allocation of assets among Sleeve Subadvisers is based on such factors as prudent diversification principles, general market outlooks (both domestic and global), historical performance, global markets’ current valuations, and other economic factors. The Adviser and Morningstar Associates may periodically adjust asset allocations to favor those Sleeve Subadvisers that the Adviser and Morningstar Associates believe will provide the most favorable outlook for achieving a Fund’s investment objective. As a result, it is not possible to predict the extent to which any Fund’s assets will be invested by (or based upon the recommendations of) a particular Sleeve Subadviser at any time, and one or more Sleeve Subadvisers may not be advising any assets for a particular Fund at any given time.

The Aggressive Growth Portfolio’s primary investment objective is to seek a high level of long-term capital appreciation. The portfolio expects to invest approximately 95% of its total assets in equity securities (e.g., stocks) and approximately 5% of its total assets in fixed income securities (e.g., corporate bonds, U.S. Treasury securities, agency securities and municipal bonds). The Aggressive Growth Portfolio can invest up to 100% of its total assets in equity securities and up to 25% of its total assets in fixed income securities. Additionally, the Aggressive Growth Portfolio can invest up to 85% of its total assets in securities of non-U.S. issuers including investments in emerging markets. Over the longer term, relative to the other funds, the Aggressive Growth Portfolio should offer shareholders the potential for a high level of capital growth with relatively little income.

The Growth Portfolio’s investment objective is to seek long-term capital appreciation. Under normal market conditions, the Growth Portfolio will invest approximately 70% of its total assets in equity securities (e.g., stocks) and approximately 30% of its total assets in fixed income securities (e.g., corporate bonds, U.S. Treasury securities, agency securities and municipal bonds). The Growth Portfolio can invest up to 100% of its total assets in equity securities and up to 50% of its total assets in fixed income securities. Additionally, the Growth Portfolio can invest up to 70% of its total assets in securities of non-U.S. issuers including investments in emerging markets. Over the longer term, relative to the other funds, the Growth Portfolio should offer shareholders the potential for a low to medium level of income and a medium to high level of capital growth.

The Moderate Portfolio’s primary investment objective is to seek long-term capital appreciation. As a secondary objective and to the extent consistent with its primary investment objective, the Moderate Portfolio seeks current income. Under normal market conditions, the Moderate Portfolio will invest approximately 50% of its total assets in equity securities (e.g., stocks) and approximately 50% of its total assets in fixed income securities (e.g., corporate bonds, U.S. Treasury securities, agency securities and municipal bonds). The Moderate Portfolio can invest up to 70% of its total assets in equity securities and up to 70% of its total assets in fixed income securities. Additionally, the Moderate Portfolio can invest up to 50% of its total assets in securities of non-U.S. issuers including investments in emerging markets. Over the longer term, relative to other funds, the Moderate Portfolio should offer shareholders the potential for a medium level of income and a medium level of capital growth.

Notes to Financial Statements, continued

The ESG Conservative Portfolio's primary investment objective is to seek preservation of capital and current income. As a secondary objective and to the extent consistent with its primary investment objective, the Conservative Portfolio seeks capital appreciation. Under normal market conditions, the Conservative Portfolio will invest approximately 65% of its total assets in fixed income securities (e.g., corporate bonds, U.S. Treasury securities, agency securities and municipal bonds) and cash and approximately 35% of its total assets in equity securities (e.g., stocks). The Conservative Portfolio can invest up to 100% of its total assets in fixed income securities and up to 50% of its total assets in equity securities. The Conservative Portfolio can invest up to 40% of its total assets in securities of non-U.S. issuers including investments in emerging markets. Over the longer term, relative to other funds, the Conservative Portfolio should offer shareholders the potential for a medium to high level of income and a low to medium level of capital growth.

Under the Trust's organizational documents, its officers and trustees are indemnified against certain liabilities arising out of the performance of their duties to the Trust. Additionally, in the normal course of business, the Trust enters into contracts with service providers that contain general indemnification clauses. The Trust's maximum exposure under these arrangements is unknown as this could involve future claims that may be made against the Trust that have not yet occurred. However, based on experience, the Trust expects the risk of loss to be remote.

Accounting Estimates The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Valuation of Investments Investments for which market quotations are readily available are valued at fair value. Fair values for various types of securities and other instruments are determined on the basis of closing prices or last sales prices on an exchange or other market, or based on quotes or other market information obtained from quotation reporting systems, established market makers or pricing services. Short-term investments having a maturity of 60 days or less are generally valued at amortized cost, which approximates fair value.

Investments initially valued in currencies other than the U.S. dollar are converted to U.S. dollars using exchange rates obtained from pricing services. As a result, NAV of a Fund's shares may be affected by changes in the value of currencies in relation to the U.S. dollar. The value of investments traded in markets outside the United States or denominated in currencies other than the U.S. dollar may be affected significantly on a day that the New York Stock Exchange is closed, and the net asset value of a Fund's shares may change on days when an investor is not able to purchase, redeem or exchange shares. If market quotations are not readily available (including in cases when available market quotations are deemed to be unreliable), the Funds' investments will be valued as determined in good faith pursuant to policies and procedures approved by the Trustees (so called "fair value pricing"). Fair value pricing may require subjective determinations about the value of a security or other asset, and fair values used to determine a Fund's NAV may differ from quoted or published prices, or from prices that are used by others, for the same investments.

The Funds may determine that market quotations are not readily available due to events relating to a single issuer (e.g., corporate actions or announcements) or events relating to multiple issuers (e.g., governmental actions or natural disasters). The Funds may determine the fair value of investments based on information provided by pricing services and other third-party vendors, which may recommend fair value prices or adjustments with reference to other securities, indices or assets. Various factors may be considered in order to make a good faith determination of a security's fair value. These factors include, but are not limited to, the type and cost of the security; relevant financial or business developments of the issuer; actively traded similar or related securities; conversion or exchange rights on the security; related corporate actions; significant events (which may be considered to include changes in the value of U.S. securities or securities indices) that occur after the close of the relevant market and before the time at which Funds' net asset value is determined; and changes in overall market conditions. At December 31, 2010, two securities were fair valued in good faith pursuant to policies and procedures approved by the Board, the Growth Portfolio held one security fair valued at \$53,416, representing 0.64% of the Fund's net asset value, and the Moderate Portfolio held one security fair valued at \$88,185, representing 1.14% of the Fund's net asset value.

Notes to Financial Statements, continued

For those Funds that invest in non-U.S. securities, investors should be aware that many securities markets and exchanges outside the U.S. close prior to the close of the NYSE, and the closing prices for securities in such markets or on such exchanges may not fully reflect events that occur after such close but before the close of the NYSE. As a result, the Funds' fair value pricing procedures require the Funds to fair value foreign equity securities if there has been a movement in the U.S. market that exceeds a specified threshold. Although the threshold may be revised from time to time and the number of days on which fair value prices will be used will depend on market activity, it is possible that fair value prices will be used by the Funds to a significant extent. The value determined for an investment using the Funds' fair value pricing procedures may differ from recent market prices for the investment.

The net asset value per share ("NAV") of each class of a Fund's shares is determined ordinarily as of the close of regular trading (normally 4:00 p.m. Eastern time) (the "NYSE Close") on the New York Stock Exchange on each day (a "Business Day") that the New York Stock Exchange is open for trading.

For purposes of calculating NAV, the Funds normally use pricing data for domestic equity securities received shortly after the NYSE Close and do not normally take into account trading, clearances or settlements that take place after the NYSE Close. Domestic fixed income and foreign securities are normally priced using data reflecting the earlier closing of the principal markets for those securities, subject to possible fair value adjustments. Information that becomes known to the Funds or their agents after NAV has been calculated on a particular day will not generally be used to retroactively adjust the price of a security or NAV determined earlier that day.

Fair value is defined as the price that the Fund would receive upon selling an investment in a timely transaction to an independent buyer in the principal or most advantageous market of the investment. A three-tier hierarchy has been established to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value including such a pricing model and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the

assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The three-tier hierarchy of inputs is summarized in the three broad Levels listed below.

- Level 1 – quoted prices in active markets for identical investments
- 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 Funds' own assumptions in determining the fair value of investments)

Equity securities, including restricted securities and options on equity securities, for which market quotations are readily available, valued at the last reported sale price or official closing price as reported by an independent pricing service, are generally categorized as Level 1 in the hierarchy. Foreign equities may also be valued at official close, or may be valued based on the fair value pricing procedures noted above. When fair valuation methods are applied to foreign securities, they are generally categorized as Level 2. Utilizing fair valuation of foreign securities for significant market movements may result in transfers between Level 1 and Level 2 categorizations for such securities. Debt securities are valued at evaluated prices received from independent pricing services and are generally categorized as Level 2 in the hierarchy. Investments in mutual funds are generally categorized as Level 1. Short-term securities with remaining maturities of sixty days or less, which are valued at amortized cost, are generally categorized as Level 2 in the hierarchy.

Investments that use Level 2 or Level 3 inputs may include, but are not limited to: (i) an unlisted security related to corporate actions; (ii) a restricted security (e.g., one that may not be publicly sold without registration under the Securities Act of 1933, as amended); (iii) a security whose trading has been suspended or which has been de-listed from its primary exchange; (iv) a security that is thinly traded; (v) a security in default or bankruptcy proceedings for which there is no current market quotation; (vi) a security affected by currency controls or restrictions; and (vii) a security affected by a significant event (e.g., an event that occurs after the close of the markets on

Notes to Financial Statements, continued

which a security is traded but before the time at which the Funds' net assets are computed and that may materially affect the value of the Funds' investments). Examples of events that may be "significant events" are government actions, natural disasters, armed conflict, acts of terrorism, and significant market fluctuations.

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

The following is a summary of the inputs used to value the Funds' net assets as of December 31, 2010:

	Level One	Level Two	Level Three	Totals
Aggressive Growth				
Common Stocks - Domestic	\$ 3,341,134	\$ —	\$ —	\$ 3,341,134
Common Stocks - Foreign	27,695	159,239	—	186,934
Affiliated Investment Companies	973,447	—	—	973,447
Unaffiliated Investment Companies	71,739	—	—	71,739
Total	\$ 4,414,015	\$ 159,239	\$ —	\$ 4,573,254
Growth				
Common Stocks - Domestic	\$ 4,444,503	\$ —	\$ —	\$ 4,444,503
Common Stocks - Foreign	47,808	250,931	—	298,739
Affiliated Investment Companies	2,135,352	—	—	2,135,352
Unaffiliated Investment Companies	127,258	—	—	127,258
Corporate Bonds	—	289,528	—	289,528
U.S. Govt Agency Bonds	—	87,079	—	87,079
Government Bonds	—	21,111	—	21,111
Municipal Bonds	—	19,453	—	19,453
U.S. Treasury Notes	—	315,475	—	315,475
Mortgage-Backed Securities	—	314,807	53,416	368,223
Total	\$ 6,754,921	\$ 1,298,384	\$ 53,416	\$ 8,106,721

	Level One	Level Two	Level Three	Totals
Moderate				
Common Stocks - Domestic	\$ 3,172,563	\$ —	\$ —	\$ 3,172,563
Common Stocks - Foreign	38,932	197,933	—	236,865
Affiliated Investment Companies	1,120,078	—	—	1,120,078
Unaffiliated Investment Companies	102,306	—	—	102,306
Corporate Bonds	—	952,343	—	952,343
U.S. Govt Agency Bonds	—	281,296	—	281,296
Government Bonds	—	63,749	—	63,749
Municipal Bonds	—	196,005	—	196,005
U.S. Treasury Notes	—	696,414	—	696,414
Mortgage-Backed Securities	—	694,659	88,185	782,844
Total	\$ 4,433,879	\$ 3,082,399	\$ 88,185	\$ 7,604,463
Conservative				
Common Stocks - Domestic	\$ 1,538,979	\$ —	\$ —	\$ 1,538,979
Common Stocks - Foreign	22,808	124,285	—	147,093
Affiliated Investment Companies	624,221	—	—	624,221
Unaffiliated Investment Companies	51,329	—	—	51,329
Corporate Bonds	—	1,006,884	—	1,006,884
U.S. Govt Agency Bonds	—	285,058	—	285,058
Government Bonds	—	63,749	—	63,749
U.S. Treasury Notes	—	609,841	—	609,841
Mortgage-Backed Securities	—	834,653	—	834,653
Total	\$ 2,237,337	\$ 2,924,470	\$ —	\$ 5,161,807

Following is a reconciliation of Level 3 assets for which significant unobservable inputs were used to determine fair value:

	Growth	Moderate
Balance as of January 4, 2010	\$ —	\$ —
Realized Gain (loss)	—	—
Change in unrealized appreciation (depreciation)	199	885
Net purchases (sales)	53,217	87,300
Transfers in and/or out of Level Three	—	—
Balance as of December 31, 2010	\$ 53,416	\$ 88,185

The change in unrealized gain/loss on Level 3 securities held at December 31, 2010 totaled gains of \$199 and \$885 in the Growth and Moderate Portfolios, respectively, for the year-to-date period then ended.

Notes to Financial Statements, continued

In January 2010, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2010-06 “Improving Disclosures about Fair Value Measurements”. Portions of ASU No. 2010-06 which involve improved disclosures surrounding amounts and reasons for significant transfers in and out of Level 1 and Level 2 fair value measurements as well as inputs and valuation techniques used to measure fair value within Level 2 or Level 3, became effective for the current fiscal yearend and have been adopted by the Funds. The remaining portion of ASU No. 2010-06 requires more detailed disclosures of information pertaining to purchases, sales, issuances and settlements on a gross basis in the reconciliation of activity in Level 3 fair value measurements. These new and revised disclosures are required to be implemented for fiscal years beginning after December 15, 2010. Management is currently evaluating the impact that the adoption of this remaining portion of ASU No. 2010-06 may have on the Funds’ financial statement disclosures.

The Funds recognize transfers between Levels as of the end of the period. As of December 31, 2010, the Funds did not have any significant transfers between valuation levels.

Investment Transactions Investment transactions are recorded as of the date of purchase, sale or maturity. Net realized gains and losses from the sale or disposition of securities are determined on the identified cost basis, which is also used for federal income tax purposes. Corporate actions (including cash dividends) are recorded net of foreign tax withholdings.

Investment Income Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis and includes accretion of discount and amortization of premiums, if any. The value of additional securities received as dividend payments is recorded as income and as an increase to the cost basis of such securities. The Funds amortize purchase price premium and accrete discount on bonds, if any, over the remaining life of the bonds using the effective interest method of amortization; for callable bonds, the amortization period is to the most likely call date.

Distributions to Shareholders Distributions to shareholders are recorded by each of the Funds on the ex-dividend dates. The Funds expect to pay dividends of net investment income, if any, semiannually and to make distributions of capital gains, if any, at least annually. Income and capital gains distributions are determined in accordance with income tax regulations, which may differ from U.S. generally accepted accounting principles.

Expenses Expenses of the Funds that are directly identifiable to a specific Fund are applied to that Fund. Expenses that are not readily identifiable to a specific Fund are allocated in a manner deemed equitable, taking into consideration the nature and type of expense and the relative net assets of the Funds. Expenses directly attributable to a class of shares, such as distribution fees, are charged to that class. Each Fund has adopted a distribution plan, applicable to certain classes of its shares.

Federal Income Taxes Each of the Funds intends to elect to be treated and qualify each year as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”). If a Fund so qualifies and satisfies certain distribution requirements, such Fund will ordinarily not be subject to federal income tax on its net investment income (which includes short-term capital gains) and net capital gains that it distributes to shareholders. Each Fund expects to distribute all or substantially all of its income and gains to shareholders every year. Therefore, no federal income or excise tax provision is required. The Funds are treated as separate entities for U.S. federal income tax purposes.

Foreign Currency Transactions The accounting records of the Funds are maintained in U.S. dollars. In addition, purchases and sales of investment securities, dividend and interest income, and certain expenses are translated at the rates of exchange prevailing on the respective dates of such transactions. Net realized and unrealized foreign currency exchange gains or losses occurring during the holding period of investment securities are a component of realized gain (loss) on investment transactions and unrealized appreciation (depreciation) on investments, respectively.

Non-U.S. Securities Non-U.S. markets can be significantly more volatile than domestic markets, causing the prices of some of the Fund’s investments to fluctuate significantly, rapidly and unpredictably. Non-U.S. securities may be less liquid than domestic securities; consequently, the Fund may at times be unable to sell non-U.S. securities at desirable times or prices. Other risks related to non-U.S. securities include delays in the settlement of transactions; less publicly available information about issuers; different reporting, accounting and auditing standards; the effect of political, social, diplomatic or economic events; seizure, expropriation or nationalization of the issuer or its assets; and the possible imposition of currency exchange controls. If the Fund invests substantially in securities of non-U.S. issuers tied economically to

Notes to Financial Statements, continued

a particular country or geographic region, it will be subject to the risks associated with such country or geographic region to a greater extent than a fund that is more diversified across countries or geographic regions.

NOTE B—Investment Advisory Fee and Transactions with Affiliated and Other Parties

The Trust has entered into an Investment Advisory Contract (the “Agreement”) with Pax World Management LLC (the “Adviser”). Pursuant to the terms of the agreement, the Adviser, subject to the supervision of the Board of Trustees of the Trust, is responsible for managing the assets of the Funds in accordance with the Funds’ investment objective, investment programs and policies.

Pursuant to the Agreement the Adviser has contracted to furnish the Funds continuously with an investment program, determining what investments to purchase, sell and exchange for the Funds and what assets to hold uninvested. The Adviser also has contracted to provide office space and certain management and administrative facilities for the Funds. In return for such services, the Funds pay an advisory fee to the Adviser at the following annual rates (expressed as a percentage of the average daily net assets of such Fund):

Fund	Average Net Asset Value of Fund
Aggressive Growth.....	0.90%
Growth.....	0.85%
Moderate.....	0.80%
Conservative.....	0.75%

The Adviser has entered into an Asset Allocation Agreement with Morningstar Associates, whereby Morningstar Associates, subject to the supervision of the Board of Trustees of the Trust and the Adviser, is responsible for certain portfolio construction services for the Funds.

Pursuant to the Asset Allocation Agreement Morningstar Associates has contracted to have supervisory responsibility for: (i) the implementation of the asset allocation strategy of each Fund, (ii) the amount of assets allocated to each Sleeve Subadviser and/or the Adviser, (iii) the evaluation, selection and recommendation to the Adviser and the Board of Trustees of hiring, termination and replacement of Sleeve Subadvisers to manage the assets of

each Fund, and (iv) overseeing and monitoring the ongoing performance of Sleeve Subadvisers of each Fund, including their compliance with the investment objectives, policies and restrictions of the relevant Fund. For its services under the Asset Allocation Agreement, Morningstar Associates receives from the Adviser a fee based on a percentage of each applicable Fund’s average daily net assets from the Adviser’s advisory fee (the “Lead Subadvisory fee”) at an annual rate of 0.15%.

Pursuant to Subadvisory Contracts, the Sleeve Subadvisers manage the Funds’ portfolios of securities and make decisions with respect to the purchase and sale of investments, subject to the general control of the Board of Trustees of the Funds, the Adviser, and Morningstar Associates. For their services under their respective Subadvisory Contracts, each Sleeve Subadviser receives from the Adviser a fee based on a percentage of the applicable sleeve’s average daily net assets from the Adviser’s investment advisory fee (the “Subadvisory fees”).

Payment of fees to Morningstar and the Sleeve Subadvisers is the responsibility of the Adviser, and is not an additional expense of the Funds.

The Adviser, Morningstar Associates and several sleeve subadvisors provided initial seed capital to commence operations of the Funds. During the period, the Adviser voluntarily waived advisory fees related to a portion of the initial seed capital and also related to acquired fund fees for investments in other mutual funds managed by the Adviser. For the period ended December 31, 2010, the Funds incurred the following advisory fees and fee waivers:

Fund	Gross Advisory Fees	Fees Waived	Net Advisory Fee
Aggressive Growth	\$ 30,922	\$ 10,951	\$ 19,971
Growth	50,676	24,978	25,698
Moderate	48,308	18,942	29,366
Conservative	32,690	9,999	22,691

The Adviser has contractually agreed to reimburse Funds to the extent that each Fund’s respective expenses exceed, on an annual basis, the following percentages of average daily net assets:

Notes to Financial Statements, continued

Fund	Class A	Institutional	Class C
Aggressive Growth	1.44%	1.19%	2.19%
Growth	1.34%	1.09%	2.09%
Moderate	1.24%	0.99%	1.99%
Conservative	1.14%	0.89%	1.89%

The Adviser has contractually agreed to reimburse expenses to the extent they exceed the expense caps indicated until at least December 31, 2012.

Such expenses include (i) management and distribution fees; (ii) the fees of affiliated and unaffiliated Trustees; (iii) the fees of the Funds' custodian and transfer agent; (iv) the fees of the Funds' legal counsel and independent registered public accounting firm; (v) the reimbursement of organizational expenses; and (vi) expenses related to shareholder communications including all expenses of shareholders' and Board of Trustees' meetings and of preparing, printing and mailing reports, proxy statements and prospectuses to shareholders.

For the period ended December 31, 2010, the dollar amount of expense reimbursements for each of the Funds were as follows:

Fund	Total Expense Reimbursement by Adviser		
	Class A	Institutional	Class C
Aggressive Growth	\$ 23,635	\$ 150,264	\$ 61,732
Growth	25,090	161,837	38,675
Moderate	35,627	193,720	6,308
Conservative	24,870	212,949	535

Each Fund has adopted a plan (a "Distribution Plan") pursuant to Rule 12b-1 under the 1940 Act that allows it to pay distribution fees for the sale and distribution of its Class A and Class C shares and for personal services rendered to the Fund shareholders in connection with the maintenance of shareholder accounts. The Funds' distributor may pay all or any portion of the distribution fee to securities dealers or other organizations (including, but not limited to, any affiliate of the distributor) as commissions, asset-based sales charges or other compensation with respect to the sale of indicated shares of such Fund, and may retain all or any portion of the distribution fee as compensation for the distributor's services as principal underwriter of the indicated shares of such Fund. The annual fees may equal up to 0.25% for

Class A shares or up to 0.75% for Class C shares of the average daily net assets allocable to such classes of shares of a Fund.

In addition to the Distribution Plan, each Fund has adopted a shareholder services plan (a "Services Plan") with respect to Class C shares. Under each Services Plan, up to 0.25% of the average daily net assets allocable to Class C shares of the Fund may be used to pay service fees to qualified dealers for providing certain shareholder services (e.g., personal services rendered to such shareholders and/or the maintenance of shareholder accounts).

Several individuals who are officers and/or Trustees of the Trust are also employees of the Adviser.

NOTE C—Investment Information

Purchases and proceeds from sales of investments for the Funds for the period ended December 31, 2010 were as follows:

Fund	Purchases		Sales	
	Investments ¹	U.S. Government Bonds	Investments ¹	U.S. Government Bonds
Aggressive Growth	\$ 5,468,338	\$ —	\$ 1,356,524	\$ —
Growth	8,479,550	820,847	1,673,167	74,004
Moderate	7,468,038	1,875,856	1,891,307	203,853
Conservative	4,411,033	1,681,876	990,936	123,889

¹Excluding short-term investments and U.S. Government bonds.

Notes to Financial Statements, continued

The term “affiliated company” includes other investment companies that are managed by the Adviser. At December 31, 2010, the Funds held the following investments in affiliated companies:

Fund	Value at 12/31/10	Purchases Cost	Sales Cost	Realized Gain (Loss)	Unrealized Gain (Loss)	Income Distributions
Aggressive Growth						
Pax World International Fund	\$ 701,169	\$ 739,712	\$ 92,708	\$ (2,539)	\$ 56,704	\$ 8,946
Pax World Global Green Fund	146,565	135,122	—	—	11,443	610
Pax World High Yield Bond Fund	125,713	129,834	4,570	(48)	497	11,116
Total	\$ 973,447	\$1,004,668	\$ 97,278	\$ (2,587)	\$ 68,644	\$ 20,672
Growth Portfolio						
Pax World International Fund	\$1,202,784	\$1,172,076	\$ 39,327	\$ (2)	\$ 70,037	\$ 10,969
Pax World Global Green Fund	203,515	186,113	—	—	17,402	942
Pax World High Yield Bond Fund	729,053	745,388	17,063	(323)	1,051	69,791
Total	\$2,135,352	\$2,103,577	\$ 56,390	\$ (325)	\$ 88,490	\$ 81,702
Moderate Portfolio						
Pax World International Fund	\$590,478	\$ 915,830	\$351,582	\$ (8,488)	\$ 34,718	\$ 5,103
Pax World Global Green Fund	178,485	165,008	—	—	13,477	863
Pax World High Yield Bond Fund	351,115	416,329	65,923	12	697	37,848
Total	\$1,120,078	\$1,497,167	\$417,505	\$ (8,476)	\$ 48,892	\$ 43,814
Conservative Portfolio						
Pax World International Fund	\$ 302,800	\$ 447,736	\$169,105	\$ (670)	\$ 24,839	\$ 2,889
Pax World Global Green Fund	76,430	70,084	—	—	6,346	359
Pax World High Yield Bond Fund	244,991	245,431	273	(11)	(156)	22,318
Total	\$ 624,221	\$ 763,251	\$169,378	\$ (681)	\$ 31,029	\$ 25,566

Income distributions from affiliates are included as dividend income on the Statement of Operations. Dividends are reinvested, with reinvestment amount included under Purchases Cost column above.

For federal income tax purposes, the identified cost of investments owned at December 31, 2010 as well as the gross unrealized appreciation (depreciation) of investments and resulting net unrealized appreciation (depreciation) as of December 31, 2010 were as follows for the Funds:

Fund	Identified cost of investments for Federal income tax basis	Gross unrealized appreciation	Gross unrealized depreciation	Net unrealized appreciation (depreciation)
Aggressive Growth	\$ 4,127,536	\$ 493,966	\$ 48,248	\$ 445,718
Growth	7,536,132	640,584	69,995	570,589
Moderate	7,187,743	483,590	66,870	416,720
Conservative	4,912,416	291,598	42,207	249,391

At December 31, 2010, the Aggressive Growth Portfolio, Growth Portfolio, Moderate Portfolio and Conservative Portfolio had unrealized foreign currency gains of \$29, \$53, \$46 and \$27, respectively.

Repurchase Agreements The Funds may enter into repurchase agreements with institutions that the Adviser has determined are creditworthy. Each repurchase agreement is recorded at cost. In the case of repurchase agreements with broker-dealers, the value of the underlying securities (or collateral) will be at least equal at all times to the total amount of the repurchase obligation, including the interest factor. A Fund bears the risk of loss in the event the other party to a repurchase agreement defaults on its obligations and the Fund is delayed or prevented from exercising its rights to dispose of the collateral securities. This risk includes the risk of procedural costs or delays in addition to a loss on the securities if their value should fall below their repurchase price.

Restricted and Illiquid Securities The Funds may purchase certain restricted securities and limited amounts of illiquid securities. The Funds may invest in securities exempt from registration under Rule 144A of the Securities Act of 1933 (“the Act”) which are restricted from sale to the public and may only be sold to a qualified institutional buyer. The Funds do not have the right to demand that such securities be registered. The value of such securities is determined by valuations supplied by a pricing service or, if not available, in good faith by or at the direction of the Board of Trustees. Without regard to the underlying holdings of affiliated investment companies in which the Funds invest, at December 31, 2010, the Funds did not directly hold any securities exempt from registration under Rule 144A of the Act.

The Fund will classify as “illiquid” all securities that may no longer be disposed of within seven days in the ordinary course of business at approximately the amount at which the Fund has valued such security for the purpose of calculating the Fund’s net asset value. Illiquid investments may include restricted securities, repurchase agreements that mature in more than seven days or that have a notice or demand feature more than seven days, certain over-the counter option contracts and participation interests in loans. Because illiquid securities trade less frequently and in smaller volume than liquid securities, the Fund may experience difficulty in closing out positions at prevailing market prices. Without regard to the underlying holdings of investment companies in which the Funds invest, at December 31, 2010, the Funds did not directly hold any securities which were deemed illiquid.

Notes to Financial Statements, continued**NOTE D—Tax Information**

For financial reporting purposes, capital accounts are adjusted to reflect the tax character of permanent book/tax differences. Reclassifications are primarily due to tax treatment of gain (loss) on foreign currency transactions, paydown transactions, and tax treatment related to investments in REITs, ETFs and PFICs.

For the period ended December 31, 2010, the Funds recorded the following reclassifications:

Fund	Undistributed net investment income	Accumulated net realized gain (loss)	Paid-in capital
Aggressive Growth	\$ 627	\$ (296)	\$ (331)
Growth	(7,196)	7,474	(278)
Moderate	(3,514)	3,581	(67)
Conservative	(2,224)	2,233	(9)

Net investment income, net realized gains (losses) and net assets were not affected by these reclassifications.

The timing and characterization of certain income and capital gains distributions are determined annually in accordance with federal tax regulations, which may differ from GAAP. In addition to permanent differences previously noted, temporary differences may arise from recognition of certain items of income, expense, gain or loss in different periods for financial reporting and tax purposes. Such differences will reverse at some time in the future. As a result, net investment income (loss) and net realized gain (loss) on investment transactions for a reporting period may differ significantly from distributions during such period. For tax purposes, short-term capital gains are considered ordinary income.

The tax character of distributions paid during 2010 was as follows:

Fund	Distributions Paid in 2010		
	Ordinary Income	Return of Capital	Long-term Capital Gains
Aggressive Growth	\$ 37,971	\$ —	\$ —
Growth	112,600	—	—
Moderate	121,752	—	—
Conservative	90,679	—	—

As of December 31, 2010, the components of distributable earnings on a tax basis were as follows:

Fund	Undistributed ordinary income	Undistributed long-term capital gain	Other temporary differences	Net unrealized appreciation (depreciation)
Aggressive Growth	\$ 14,282	\$ 1,610	\$ —	\$ 445,747
Growth	3,338	4,203	—	570,642
Moderate	—	—	(5,920)	416,766
Conservative	2,576	2,802	—	249,418

During the period from November 1, 2010 through December 31, 2010, the Moderate Portfolio incurred a foreign currency loss of \$473. This loss is treated for federal income tax purposes as if it occurred on January 1, 2011. Accordingly, during 2010, the Fund may have made distributions, as required by Internal Revenue Code Regulations, in excess of amounts recognized for financial reporting purposes.

For federal income tax purposes, capital loss carryforwards may be carried forward and applied against future capital gains. As of December 31, 2010, the Moderate Portfolio had \$5,447 in capital loss carryforwards, which expires in 2018.

Uncertain Tax Position Management has analyzed the Funds' tax positions taken for the Funds' first tax year, 2010, which will be subject to examination by the Funds' major tax jurisdictions. The Funds recognize interest and penalties, if any, related to tax liabilities as income tax expense in the Statement of Operations. Management has concluded that, as of and during the period ended December 31, 2010, no provision for federal income tax is necessary and, therefore, the Funds did not have a liability for any unrecognized tax expenses.

Note E—Other

Management has evaluated subsequent events and has determined that no events have occurred that require disclosure.

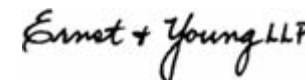
Report of Independent Registered Public Accounting Firm

To the Board of Trustees and Shareholders of Pax World Funds Series Trust I:

We have audited the accompanying statements of assets and liabilities of ESG Managers Aggressive Growth Portfolio, ESG Managers Growth Portfolio, ESG Managers Moderate Portfolio and ESG Managers Conservative Portfolio (collectively, the “Funds”; four of the eleven funds constituting the Pax World Funds Series Trust I), including the schedules of investments, as of December 31, 2010, and the related statements of operations, changes in net assets and the financial highlights for each of the periods indicated therein. These financial statements and financial highlights are the responsibility of the Funds’ management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. We were not engaged to perform an audit of the Funds’ internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Funds’ internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and financial highlights, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of December 31, 2010, by correspondence with the custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of ESG Managers Aggressive Growth Portfolio, ESG Managers Growth Portfolio, ESG Managers Moderate Portfolio and ESG Managers Conservative Portfolio of Pax World Funds Series Trust I at December 31, 2010, the results of their operations, the changes in their net assets and the financial highlights for each of the periods indicated therein, in conformity with U.S. generally accepted accounting principles.



Boston, Massachusetts
February 23, 2011

Notes to Financial Statements, continued

Proxy Voting (Unaudited)

You may obtain a description of the Funds' policies and procedures that the Funds use to determine how to vote proxies relating to their portfolio securities, without charge, upon request by contacting the Funds at 800.374.8920, or within the Statement of Additional Information available on ESG Managers' website at www.esgmanagers.com or on the SEC's website at www.sec.gov.

The information regarding how the Funds voted proxies relating to portfolio securities during the most recent 12 month period ended June 30 is available without charge, upon request, by telephoning ESG Managers (toll-free) at 800.374.8920 or visiting ESG Managers' website at www.esgmanagers.com and will be available without charge by visiting the SEC's website at www.sec.gov.

Quarterly Portfolio Holdings Disclosure (Unaudited)

Each Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. Each Fund's Form N-Qs are available on the SEC website at www.sec.gov and may be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling 800.SEC.0330. Information contained in each Fund's Form N-Qs may also be obtained by visiting ESG Managers website at www.esgmanagers.com or telephoning ESG Managers (toll-free) at 800.374.8920.

Federal Tax Information (Unaudited)

The percentages of ordinary income distributed by each of the Funds that is Qualified Dividend Income (QDI) and that qualifies for the corporate dividends received deduction (DRD) are as follows:

Fund	QDI%	DRD%
Aggressive Growth	100.00%	100.00%
Growth	100.00%	49.37%
Moderate	77.24%	33.65%
Conservative	56.98%	22.32%

Management of the Funds (Unaudited)

The business of the Trust is managed under the direction of the Trust's Board of Trustees. The Adviser serves as investment adviser to the Funds pursuant to an investment advisory agreement between the Adviser and the Trust. The Trust's Board of Trustees oversees the Adviser and decides upon matters of general policy. The Board of Trustees meets at least four (4) times per year, and reviews the performance and operations of the Funds. The Adviser, either directly or through others selected by the Adviser, furnishes daily investment advisory services.

Officers/Trustees

The following table reflects the name and age, position(s) held with the Trust, the term of office and length of time served, the principal occupation(s) during the past five (5) years, other directorships held, and the number of portfolios overseen in the Pax World Fund Family of those persons who were the trustees and/or officers of the Funds on December 31, 2010. The trustees and officers set forth in the first table below (Interested Trustees and Officers) are considered interested persons under the 1940 Act by virtue of their position or affiliation with the Adviser. The trustees in the second table (Disinterested Trustees) are not considered interested persons and have no affiliation with the Adviser. The business address of each trustee and officer is 30 Penhallow Street, Suite 400, Portsmouth, NH 03801.

None of the officers or trustees of the Funds are related to one another by blood, marriage or adoption. The aggregate remuneration paid by each Fund during the period covered by the report to (i) all Trustees and all members of any advisory board for regular compensation; (ii) each Trustee and each member of an advisory board for special compensation; (iii) all officers; and (iv) each person of whom any officer or Trustee of the Fund is an affiliated person is as follows: Aggressive Growth Portfolio, \$11,745; ESG Managers Growth Portfolio, \$11,874; Moderate Portfolio, \$11,878; and Conservative Portfolio, \$11,793.

Notes to Financial Statements, continued**Interested Trustees and Officers**

Name and Age	Position(s) Held With the Trust; Term of Office ¹ ; and Length of Time Served	Principal Occupation(s) During Past Five Years and Other Directorships Held by Trustee or Officer	Number of Portfolios in the Pax World Fund Family Overseen by Trustee
Laurence A. Shaddek (61)	Trustee (since 2006)	Chairman of the Board of the Adviser (1996-present); Executive Vice-President of Wellington Shields & Co. LLC or its predecessor (1986-present); Executive Vice President of Pax World Money Market Fund (1998-2008); Chairman of the Board of Directors of the Pax World Balanced Fund (1996-2006), Pax World Growth Fund (1997-2006), and Pax World High Yield Bond Fund (1999-2006); member of the Board of Trustees of Franklin & Marshall College (1998-present).	12
Joseph Keefe (57)	Trustee, Chief Executive Officer (since 2006)	Chief Executive Officer (2005-present) and President (2006-present) of the Adviser; President of Pax World Money Market Fund (2006-2008); Senior Vice President of the Pax World Balanced, Pax World Growth, and Pax World High Yield Bond Fund (2005-2006); President of New Circle Communications LLC (2000-2005); Co-Chair of The Carbon Coalition (2003-present); member of the Boards of Directors of Americans for Campaign Reform (2003-present), Women Thrive Worldwide (2009-present) and the Social Investment Forum (2000-2006).	12
John Boese (47)	Chief Compliance Officer (since 2006)	Chief Compliance Officer of the Adviser (2006-present); Vice President and Chief Regulatory Officer of the Boston Stock Exchange, Boston, MA (2000-2006).	N/A
Maureen Conley (48)	Secretary (since 2006)	Senior Vice President of Shareholder Services/Operations (2005-present) and Manager of Shareholder Services (2000-2005) for the Adviser.	N/A
Alicia K. DuBois (51)	Treasurer (since 2006)	Chief Financial Officer for the Adviser (2006-present); Assistant Treasurer for both Jefferson Pilot Investment Advisory Corp. and Jefferson Pilot Variable Fund, Inc. (2001-2006); and Assistant Vice President at Lincoln Financial Group (formerly Jefferson-Pilot Corp.) (2005-2006)	N/A
Scott LaBrecche (38)	Assistant Treasurer (since 2010)	Director, Portfolio Analysis & Reporting for the Adviser (2009-present), Fund Administration Manager & Portfolio Analyst for the Adviser (2007-2009), Securities Fund Analyst, Lincoln Financial Group (formerly Jefferson Pilot Financial) (2000-2007).	N/A

Dinterested Trustees

Name and Age	Position(s) Held With the Trust; Term of Office ¹ ; and Length of Time Served	Principal Occupation(s) During Past Five Years and Other Directorships Held by Trustee or Officer	Number of Portfolios in the Pax World Fund Family Overseen by Trustee
Adrian P. Anderson (56) ²	Trustee (since 2007)	Chief Executive Officer of North Point Advisors, LLC (2004-present); Senior Consultant of Gray and Co. (1999-2004).	12
Carl H. Doerge, Jr. (72) ²	Chairman of the Board of Trustees; Trustee (since 2006)	Private investor (1995-present); member of the Board of Trustees and Police Commissioner of the Village of Upper Brookville, NY (1998-present); member of the Board of Directors (1998-present) and Chairman of the Investment Committee (1999-present) of St. Johnland Nursing Home in Kings Park, NY.	12
Cynthia Hargadon (54) ³	Trustee (since 2006)	Managing Director of CRA Rogers Casey (2006-2010); Senior Consultant of North Point Advisors, LLC (2003-2006); President of Potomac Asset Management, Inc. (2000-2002).	12
Louis F. Laucirica (69) ²	Trustee (since 2006)	Associate Dean and Director of Undergraduate Studies of Stevens Institute of Technology, Howe School (1999-2010).	12
John L. Liechty (56) ³	Trustee (since 2010)	Principal, Integrated Investment Solutions (2009-present); President and CEO, MMA Praxis Mutual Funds (1997-2008).	12
Nancy S. Taylor (55) ³	Trustee (since 2006)	Senior Minister, Old South Church in Boston, MA (2005-present); Minister and President, Massachusetts Conference, United Church of Christ (2001-2005); Trustee, Andover Newton Theological School (2002-present); Chair of the Board of Trustees of Andover Newton Theological School; Board of Managers, Old South Meeting House (2005-present); Director, Ecclesia Ministries, a ministry to Boston's homeless population (2003-present).	12

¹ Trustees of the Funds hold office until a successor is chosen and qualifies. Officers of the Funds are appointed by the Board of Trustees and hold office until a successor is chosen and qualifies.

² Designates a member of the Audit Committee. The Audit Committee has the responsibility of overseeing the establishment and maintenance of an effective financial control environment, for overseeing the procedures for evaluating the system of internal accounting control and for evaluating audit performance. The Audit Committee meets on at least a quarterly basis.

³ Designates a member of the Nomination, Compensation & Compliance Committee. The Nomination, Compensation & Compliance Committee is responsible for considering and recommending Board candidates, reviewing and recommending Board compensation, and overseeing regulatory and fiduciary compliance matters. The Nomination, Compensation & Compliance Committee meets on at least a quarterly basis.

The Statement of Additional Information includes additional information about the trustees and is available upon request without charge by calling 877.374.7678 between the hours of 9:00 a.m. and 6:00 p.m. Eastern time or by visiting our website at www.esgmanagers.com.

Please note that the information contained herein does not constitute tax advice. Always consult your tax advisor before making any tax-related investment decisions.

This annual report is intended for shareholders of the ESG™ Managers Portfolios only, and is not authorized for distribution to other persons unless accompanied or preceded by a prospectus. Please consider the Funds' investment objectives, risks and charges and expenses carefully before investing. The Funds' prospectus contains this and other information about the Funds and may be obtained by calling 877.374.7678, emailing info@paxworld.com or visiting www.esgmanagers.com.com. The performance data quoted herein represents past performance, which does not guarantee future results. Investment return and principal value of an investment will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost. In addition, current performance may be lower or higher than the performance data quoted herein. For more recent month-end performance information, please call 877.374.7678 or visit www.esgmanagers.com.
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