

May 31, 2012

Ms. Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1090

Dear Ms. Murphy:

Re: Jumpstart Our Business Startups Act (“the JOBS Act” or “the Act”)

Pax World Management LLC (“Pax World”), investment adviser to Pax World Funds, appreciates the opportunity to comment on the Securities and Exchange Commission’s (“SEC”) regulatory initiatives under the JOBS Act: Title I — Reopening American Capital Markets to Emerging Growth Companies (“EGC”).

Pax World believes that strong, transparent corporate governance policies are the foundation for a company’s long-term sustainability. We believe that examining corporate governance and accounting practices provides us with crucial insight into the quality of a company’s management. As the investment adviser to Pax World Funds, we view outside audits of a company’s internal controls as a reasonable requirement to protect potential investors from material weaknesses in a company’s corporate governance and accounting practices.

According to a recent article published in the *Wall Street Journal*, an analysis conducted by AuditAnalytics.com suggested “that since 2004, when the Sarbanes-Oxley requirement for internal-control inspections took effect, 104 companies that have had issues with their anti-error, anti-fraud procedures...would have been exempt from auditor scrutiny of those procedures if the JOBS Act had been in effect at the time.” For example, the article notes that StoneMor Partners L.P. restated financial results because of flaws related to revenue recognition it found in 2006 and 2007. This information would not be available to investors under the provisions of the JOBS Act.^[1]

Pax World is concerned that easing these requirements will make it more difficult for investors to examine and assess a company’s corporate governance and accounting practices. Having been through two major episodes of governance failure since 2000, we believe it is in everyone’s interest to assure that corporate governance and financial reporting are accurate and robust. We understand that the JOBS Act is meant to encourage job creation and economic growth by aiding EGC’s growth, but doing so at the expense of investors is in no one’s best interest.

Regards,

Greg P. Hasevlat
Sustainability Research Analyst

[¹] The Wall Street Journal – “Investors' Prying Eyes Blinded by New Law” - Article Link:
http://online.wsj.com/article/SB10001424052702304072004577325883892874036.html?mod=WSJ_hp_LEFTWhatsNewsCollection

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