

ADMINISTRATIVE PROCEEDING  
FILE NO. 3-10585

SECURITIES & EXCHANGE COMMISSION  
MAILED FOR SERVICE

OCT 04 2001

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION  
October 4, 2001

JTFD. NO. \_\_\_\_\_

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In the Matter of :  
: ORDER CONCERNING EX PARTE  
JONATHAN AEROSPACE MATERIALS, : COMMUNICATION  
CORP. :  
:  
:

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Jonathan Aerospace Materials Corp. ("JAMCORP") filed a registration statement with the Securities and Exchange Commission ("Commission") on September 6, 2001, indicating its intent to issue 250,000 shares of common stock at \$40 per share for a total of \$10 million. On September 25, 2001, the Commission ordered a public hearing to decide whether a stop order should be issued pursuant to Section 8(d) of the Securities Act of 1933. The hearing will begin at 10:00 a.m. on October 10, 2001, at the Commission's offices at 450 Fifth Street, N.W., Washington, DC 20549. The proceeding was assigned to me for decision.

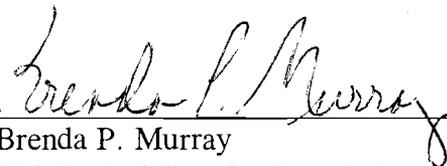
On October 2, 2001, Jon Priluck, President of JAMCORP, faxed me a letter in which he details a conversation with a person at the Commission about the registration statement. (Copy attached) Mr. Priluck requests an informal conversation with me because he does not know why his filing "has been referred to the enforcement division," and has been unable to obtain answers from anyone, including his attorney and attorneys with the Commission. Mr. Priluck did not provide copies of his letter to the persons on the service list, which was in an attachment to the Commission's Order Instituting Proceedings.

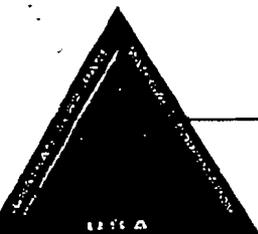
**Ruling**

Mr. Priluck's letter to me violated the Commission's Rules of Practice that are applicable to the conduct of administrative proceedings. Rule 120 of the Commission's Rules of Practice prohibits conversations between an administrative law judge and one party about the merits of a pending administrative proceeding without notice and opportunity for all parties to participate in

the exchange. 17 C.F.R. § 201.120. Rules 150 and 151 require that filings in a proceeding, including written communications, are to be made with the Commission's Secretary and copies served on each party to the proceeding. 17 C.F.R. §§ 201.150, .151.

Mr. Priluck will have an opportunity to make his views and concerns a matter of public record at the hearing on October 10, 2001.

  
Brenda P. Murray  
Chief Administrative Law Judge



# JAMCORP™

JONATHAN AEROSPACE MATERIALS CORP.  
17 Joseph Rd., Wilmington MA 01887-1020 USA  
Tel: (978) 968-0099 Fax: (978) 968-0800  
www.jamcorp.com email: info@jamcorp.com

Received

OCT 02 2001

Office of Administrative  
Law Judges

The Honorable Brenda P. Murray  
Chief Administrative Law Judge  
U.S. Securities and Exchange Commission  
450 Fifth Street, N.W., MS 11-06  
Washington D.C. 20549-1106

October 2, 2001

Your Honor,

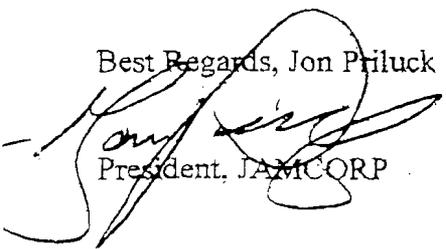
I am writing to you because I feel there are some important questions for which I have been able to obtain no answers, either from my own attorneys, from the SEC, or from anyone else. I do not understand why this matter has been referred to the enforcement division? The first contact relevant to this matter that I received from the SEC was a telephone call from a Mr. John Reynolds. He stipulated that I should submit a delaying legend to my registration statement.

I asked Mr. Reynolds, politely, why I should submit the delaying amendment. His response, as best as I was able to interpret, was "if you don't, this will be turned over to enforcement and it won't go good for you". I was so surprised by this answer that I tried to get Mr. Reynolds to explain in greater detail, which he flatly refused to do. At this point all I could think was, I'm being threatened and Mr. Reynolds is attempting to coerce and intimidate me into providing him with extra time to review our (two page?) statement. My first question to you is simple; is this acceptable behavior for a government official in your agency?

This is just the tip of the iceberg. I need to speak with you at length to provide you with a level of background detail that will allow to make an informed ruling. We are a small defense contractor (we work mainly for NASA and the Navy) without the financial resources or the time to support a prolonged and expensive review process. We need this matter handled expeditiously. As the president of the company I personally filled out the registration statement to the very best of my ability, carefully following the instructions provided on the SEC web page. I was under the impression that the SEC would then review the statement and comment back so that I could make any sensible changes which I could understand and put my signature to. It seems to me this is what Mr. Reynolds should have done when he called me in the first place.

I thank you in advance for your support in this matter. Please feel free to call me if there is anything you would like to know, I would be most pleased to speak with you.

Best Regards, Jon Priluck

  
President, JAMCORP