

Securities Act of 1933
Rule 144

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June 12, 1972

John J. Heneghan, Esq.
Office of Chief Counsel
Securities and Exchange Commission
500 North Capitol Street
Washington, D.C. 20549

RECD - S.E.C.

JUN 14 1972

Re: Graphic Scanning Corp. Interpretation on Rule 144

Dear Sir:

Pursuant to our telephone conversation of May 30, 1972 the following set of facts apply to a question with respect to a proposed Rule 144 sale of securities.

Graphic Scanning Corp. was organized in October, 1968 in the State of New York (the "Predecessor Company"). In July, 1969 the Predecessor Company issued shares to its principal stockholder, Barry Yampol, in exchange for cash, certain developmental expenses and services. In July, 1971 all stockholders of the Predecessor Company exchanged their shares, pursuant to an agreement and plan of merger, with the present company, Graphic Scanning Corp. (Registration No. 2-84218), a Delaware corporation formed expressly for the purpose of acquiring all the outstanding shares of the Predecessor Company into the Delaware corporation.

The question posed is whether the holding period of shares issued by the Predecessor Company to its principal stockholder would be "tacked" onto the holding period of the present Company for purposes of satisfying the two year holding period requirement for a disposition of shares pursuant to Rule 144 of the Securities Act of 1933, as amended.

Awaiting your reply, I remain,

Very truly yours,

WOLKOWITZ & BECKMAN

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FROM S.E.C. PUBLIC FILES

By Barry H. Wolkowitz
Barry H. Wolkowitz

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