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FILER

EQUITY INCOME FUND SEL TEN PORT WINTER 1995 INTL SER DAF

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Defined

Asset FundsSM

EQUITY
INCOME FUND
SELECT TEN PORTFOLIO--
WINTER 1995
INTERNATIONAL SERIES
(UNITED KINGDOM AND HONG KONG
PORTFOLIOS)

This Defined Fund consists of two separate portfolios (each a 'Portfolio') of preselected securities, each formed to obtain total return through a combination of capital appreciation and current dividend income. The 'United Kingdom Portfolio' will invest for a period of about one year in the ten common stocks in the Financial Times Industrial Ordinary Share Index (the 'FT Index') having the highest dividend yield two business days prior to the date of this Prospectus. The FT Index is an unweighted average of 30 companies which are representative of British industry and commerce. The 'Hong Kong Portfolio' will invest for a period of about one year in the ten common stocks in the Hang Seng Index having the highest dividend yield two business days prior to the date of this Prospectus. The Hang Seng Index is made up of 33 companies listed on the Hong Kong Stock Exchange which are representative of the companies listed on the Hong Kong Stock Exchange. The Hang Seng Index is weighted by market capitalization. The publishers of these Indexes are not affiliated with the Sponsors, have not participated in any way in the creation of the Fund or in the selection of stocks included in the Portfolios and have not reviewed or approved any information included in this Prospectus.

The value of Units will fluctuate with the value of the applicable Portfolio and no assurance can be given that dividends will be paid or that the Units will appreciate in value.

Unless otherwise indicated, all amounts herein are stated in U.S. dollars computed on the basis of the exchange rate for British pounds sterling or Hong Kong dollars, as applicable, on January 6, 1995.

An investor may invest in Units from one or both Portfolios.

Minimum purchase: $1,000 of Units per Portfolio.

Minimum purchase for Individual Retirement/Keogh Accounts: $250 of Units per Portfolio.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Inquiries should be directed to the Trustee at 1-800-323-1508.

Prospectus dated January 6, 1995.

READ AND RETAIN THIS PROSPECTUS FOR FUTURE REFERENCE.

SPONSORS:
Merrill Lynch,
Pierce, Fenner & Smith
Incorporated
Smith Barney Inc.
PaineWebber Incorporated
Prudential Securities
Incorporated
Dean Witter Reynolds Inc.

DEFINED ASSET FUNDSSM is America's oldest and largest family of unit investment trusts, with over $90 billion sponsored since 1970. Each Defined Fund is a portfolio of preselected securities. The portfolio is divided into 'units' representing equal shares of the underlying assets. Each unit receives an equal share of income and principal distributions.

With Defined Asset Funds you know in advance what you are investing in and that changes in the portfolio are limited. Most defined bond funds pay interest monthly and distribute principal as bonds are called, redeemed, sold or as they mature. Defined equity funds offer preselected stock portfolios with defined termination dates.

Your financial professional can help you select a Defined Fund to meet your personal investment objectives. Defined Funds are available in the following types of securities: municipal bonds, corporate bonds, government bonds, utility stocks, growth stocks, real estate investment trusts, even international securities denominated in foreign currencies.

The terms of Defined Funds are as short as one year or as long as 30 years. Special bond funds are available for investors seeking extra features: insured funds, double and triple tax-free funds, and funds with 'laddered maturities' to help protect against rising interest rates. Defined Funds are offered by prospectus only.

CONTENTS

INVESTMENT SUMMARY AS OF JANUARY 6, 1995 (THE INITIAL DATE OF DEPOSIT)(a)

UNITED KINGDOM PORTFOLIO

INITIAL NUMBER OF UNITS--	306,038
FRACTIONAL UNDIVIDED INTEREST IN PORTFOLIO REPRESENTED BY EACH UNIT--	1/306,038th
CALCULATION OF PUBLIC OFFERING PRICE PER 1,000 UNITS	
Aggregate U.S. dollar value of Securities and cash held to purchase Securities(b).................................$	302,977.66
Divided by 306,038 Units.................................$ (times 1,000)	990.00
Plus maximum sales charge of 2.75%(c) of Public Offering Price (2.778% of net amount invested in Securities and cash held to purchase Securities)......................	27.50
Less Deferred Sales Charge...............................	(17.50)
Public Offering Price per 1,000 Units....................	1,000.00
Plus the amount per 1,000 Units in the Income Account (see Administration of the Fund-- Accounts and Distributions)	0.00
Total per 1,000 Units....................................$	1,000.00
SPONSORS' REPURCHASE PRICE AND REDEMPTION PRICE PER 1,000 UNITS..$	972.50(d)
TRUSTEE'S ANNUAL FEE AND EXPENSES $2.49 per 1,000 Units (see Expenses and Charges)(e)	
SPONSORS' PROFIT OR (LOSS) ON DEPOSIT-- ($2,085.23)	
EVALUATION TIME: Close of the London Stock Exchange (currently 11:30 A.M., New York Time)	

HONG KONG PORTFOLIO

INITIAL NUMBER OF UNITS--	303,745

FRACTIONAL UNDIVIDED INTEREST IN PORTFOLIO REPRESENTED BY EACH UNIT--		1/303,745th
CALCULATION OF PUBLIC OFFERING PRICE PER 1,000 UNITS		
Aggregate U.S. dollar value of Securities and cash held to purchase Securities(b)	$	300,707.80
Divided by 303,745 Units (times 1,000)	$	990.00
Plus maximum sales charge of 2.75%(c) of Public Offering Price (2.778% of net amount invested in Securities and cash held to purchase Securities)		27.50
Less Deferred Sales Charge		(17.50)
Public Offering Price per 1,000 Units		1,000.00
Plus the amount per 1,000 Units in the Income Account (see Administration of the Fund-- Accounts and Distributions)		0.00
Total per 1,000 Units	$	1,000.00
SPONSORS' REPURCHASE PRICE AND REDEMPTION PRICE PER 1,000 UNITS	$	972.50(d)
TRUSTEE'S ANNUAL FEE AND EXPENSES $3.50 per 1,000 Units (see Expenses and Charges)(e)		
SPONSORS' PROFIT OR (LOSS) ON DEPOSIT-- ($1,821.35)		
EVALUATION TIME: Close of the Stock Market of Hong Kong, Ltd. (currently 3:30 A.M., New York Time)		

(a) The initial deposits were made and the Indentures were signed on the date of this Prospectus.

(b) After deduction of the Deferred Sales Charge then payable (zero on the date of this Investment Summary). The aggregate value of Securities in each Portfolio represents U.S. dollar value based on currency exchange rates for the British pound sterling and the Hong Kong dollar, as applicable, at the Evaluation Time on the date of this Investment Summary. The Public Offering Price per 1,000 Units is based on the aggregate value of the Securities computed on the basis of the offering side value of the relevant currency exchange rate expressed in U.S. dollars.

(c) The sales charge consists of an Initial Sales Charge and a Deferred Sales Charge. The Initial Sales Charge is computed by deducting the Deferred Sales Charge ($17.50 per 1,000 Units) from the aggregate sales charge (a maximum of 2.75% of the Public Offering Price); thus on the date of this Investment Summary, the maximum Initial Sales Charge is $10 per 1,000 Units or 1% of the Public Offering Price. The Initial Sales Charge is deducted from the purchase price at the time of purchase and is reduced on a graduated basis on purchases of $50,000 or more (see Public Sale of Units--Public Offering Price). The Deferred Sales Charge is paid through reduction of the net asset value of the Fund by $1.75 per 1,000 Units on each Deferred Sales Charge Payment Date. On a repurchase or redemption of Units before the last Deferred Sales Charge Payment Date, any remaining Deferred Sales Charge payments will be deducted from the proceeds. Units purchased pursuant to the Reinvestment Plan are subject to that portion of the Deferred Sales Charge remaining at the time of reinvestment (see Reinvestment Plan).

(d) Reflects deductions for remaining Deferred Sales Charge payments ($17.50 initially). The Sponsors' Repurchase Price and Redemption Price Per 1,000 Units are based on the aggregate value of the Securities computed on the basis of the bid side value of the relevant currency exchange rate expressed in U.S. dollars. Further, after the initial offering period, the repurchase and cash redemption prices will be further reduced to reflect the Fund's estimated costs of liquidating Securities to meet the redemption, currently estimated at $2.03 and $6.56 per 1,000 Units for the United Kingdom Portfolio and the Hong Kong Portfolio, respectively.

(e) Expenses will vary with the size of the Portfolio. Of this amount, the Trustee receives annually for its services as Trustee $0.84 per 1,000 Units, subject to reduction as the size of the Portfolio increases, calculated monthly based on the largest number of Units outstanding at any time during that month.

FEE TABLE

THIS FEE TABLE IS INTENDED TO HELP YOU TO UNDERSTAND THE COSTS AND EXPENSES

THAT YOU WILL BEAR DIRECTLY OR INDIRECTLY. SEE PUBLIC SALE OF UNITS AND EXPENSES AND CHARGES. ALTHOUGH EACH PORTFOLIO HAS A TERM OF ONLY ONE YEAR, AND IS A UNIT INVESTMENT TRUST RATHER THAN A MUTUAL FUND, THIS INFORMATION IS PRESENTED TO PERMIT A COMPARISON OF FEES, ASSUMING THE PRINCIPAL AMOUNT AND DISTRIBUTIONS ARE ROLLED OVER EACH YEAR INTO A NEW PORTFOLIO SUBJECT ONLY TO THE DEFERRED SALES CHARGE.

UNITED KINGDOM PORTFOLIO

<TABLE><CAPTION>

UNITHOLDER TRANSACTION EXPENSES		AMOUNT PER 1,000 UNITS
<S>	<C>	<C>
Maximum Initial Sales Charge Imposed on Purchase (as a percentage of offering price)	1.00%(a)	$ 10.00
Deferred Sales Charge per Year (as a percentage of original purchase price)	1.75%(b)	17.50
	2.75%	$ 27.50
Maximum Sales Charge Imposed Per Year on Reinvested Dividends	1.23%(c)	$ 12.25
ESTIMATED ANNUAL FUND OPERATING EXPENSES (AS A PERCENTAGE OF AVERAGE NET ASSETS)		
Trustee's Fee	0.085%	$ 0.84
Portfolio Supervision, Bookkeeping and Administrative Fees	0.046%	0.45
Other Operating Expenses	0.121%	1.20
Total	0.252%	$ 2.49

</TABLE>

<TABLE><CAPTION>

EXAMPLE

	CUMULATIVE EXPENSES PAID FOR PERIOD OF:		
	1 YEAR	3 YEARS(d)	5 YEARS(d)
<S>	<C>	<C>	<C>
An investor would pay the following expenses on a $1,000 investment, assuming the estimated operating expense ratio of 0.252% on the Winter 1995 United Kingdom Portfolio and a 5% annual return on the investment throughout the periods	$ 30	$ 73	$ 118

<CAPTION>

EXAMPLE

	10 YEARS(d)
<S>	<C>
An investor would pay the following expenses on a $1,000 investment, assuming the estimated operating expense ratio of 0.252% on the Winter 1995 United Kingdom Portfolio and a 5% annual return on the investment throughout the periods	$ 242

</TABLE>

HONG KONG PORTFOLIO

<TABLE><CAPTION>

UNITHOLDER TRANSACTION EXPENSES		AMOUNT PER 1,000 UNITS
<S>	<C>	<C>
Maximum Initial Sales Charge Imposed on Purchase (as a percentage of offering price)	1.00%(a)	$ 10.00
Deferred Sales Charge per Year (as a percentage of original purchase price)	1.75%(b)	17.50
	2.75%	$ 27.50
Maximum Sales Charge Imposed Per Year on Reinvested Dividends	1.23%(c)	$ 12.25
ESTIMATED ANNUAL FUND OPERATING EXPENSES (AS A PERCENTAGE OF AVERAGE NET ASSETS)		
Trustee's Fee	0.085%	$ 0.84
Portfolio Supervision, Bookkeeping and Administrative Fees	0.046%	0.45
Other Operating Expenses	0.223%	2.21

Total	0.354%	$ 3.50

</TABLE>

<TABLE><CAPTION>

EXAMPLE

	CUMULATIVE EXPENSES PAID FOR PERIOD OF:		
	1 YEAR	3 YEARS(d)	5 YEARS(d)
An investor would pay the following expenses on a $1,000 investment, assuming the estimated operating expense ratio of 0.354% on the Winter 1995 Hong Kong Portfolio and a 5% annual return on the investment throughout the periods...	$ 31	$ 76	$ 123

<CAPTION>

EXAMPLE

	10 YEARS(d)
An investor would pay the following expenses on a $1,000 investment, assuming the estimated operating expense ratio of 0.354% on the Winter 1995 Hong Kong Portfolio and a 5% annual return on the investment throughout the periods...	$ 253

</TABLE>

The Examples assume reinvestment of all dividends and distributions and utilize a 5% annual rate of return as mandated by Securities and Exchange Commission regulations applicable to mutual funds. For purposes of the Examples, the Deferred Sales Charge imposed on reinvestment of dividends is not reflected until the year following payment of the dividend; the cumulative expenses would be higher if sales charges on reinvested dividends were reflected in the year of reinvestment. Because the reductions to the repurchase and cash redemption prices described in footnote (d) on page A-3 apply only to the secondary market, these reductions have not been reflected in the figures above. The Examples should not be considered representations of past or future expenses or annual rate of return; the actual expenses and annual rate of return may be more or less than those assumed for purposes of the Examples.

(a) The Maximum Initial Sales Charge is actually the difference between 2.75% and the Deferred Sales Charge ($17.50 per 1,000 Units) and would exceed 1% if the Public Offering Price exceeds $1,000 per 1,000 Units.

(b) The actual fee is $1.75 per month per 1,000 Units, irrespective of purchase or redemption price, deducted in each of the last 10 months of each one-year Portfolio. If a Holder sells Units before all of these deductions have been made, the balance of the Deferred Sales Charge will be deducted from the sales proceeds. If Unit price exceeds $1 per Unit, the Deferred Sales Charge will be less than 1.75%; if Unit price is less than $1 per Unit, the Deferred Sales Charge will exceed 1.75%.

(c) Reinvested dividends will be subject only to the Deferred Sales Charge remaining at the time of reinvestment (see Reinvestment Plan on p. A-9).

(d) Although each Portfolio has a term of only one year, and is a unit investment trust rather than a mutual fund, this information is presented to permit a comparison of fees, assuming the principal amount and distributions are rolled over each year into a new Portfolio subject only to the Deferred Sales Charge.

INVESTMENT SUMMARY FOR EACH PORTFOLIO AS OF JANUARY 6, 1995 (CONTINUED)

SPECIAL REDEMPTION AND LIQUIDATION PERIOD

Beginning on January 15, 1996 until no later than February 23, 1996 (the 'Special Redemption and Liquidation Period').

PROCEDURES FOR SPECIAL REDEMPTION, LIQUIDATION AND INVESTMENT IN NEW FUND

If a Holder (a 'Rollover Holder') so specifies by January 12, 1996 or another date as determined by the Sponsors (the 'Rollover Notification Date'), the Rollover Holder's Units will be redeemed in kind and the underlying distributed shares will be sold by the

Distribution Agent during the Special Redemption and Liquidation Period. The proceeds will be invested as received in a portfolio of the Winter 1996 International Series (the 'Winter 1996 International Series'), if offered (see Special Redemption, Liquidation and Investment in New Portfolio).

SEMI-ANNUAL INCOME DISTRIBUTIONS

Distributions of income, if any, will be paid on the 25th of June 1995 and November 1995 (each a 'Distribution Day') to Holders of record on the 10th of June 1995 and November 1995, respectively (each a 'Record Day').

PORTFOLIO SUPERVISION FEE+

Maximum of $.35 per 1,000 Units (see Expenses and Charges).

MINIMUM VALUE OF PORTFOLIO

Trust Indenture may be terminated if value of a Portfolio is less than 40% of the U.S. dollar value of the Securities on the dates of their deposit.

DEFERRED SALES CHARGE PAYMENT DATES

The 1st of each month, commencing April 1, 1995

MANDATORY TERMINATION DATE

February 23, 1996. The final distribution will be made within a reasonable time thereafter (see Termination).

OBJECTIVE OF THE FUND--The objective of each Portfolio of the Fund is to provide total return through capital appreciation and current dividend income. The United Kingdom and Hong Kong Portfolios will invest for approximately the next twelve (12) months in approximately equal values of the ten common stocks in the FT Index (United Kingdom) and the Hang Seng Index (Hong Kong) (each an 'Index'), respectively, having the highest dividend yield two business days prior to the date of this Prospectus ('Strategy Stocks'). (See Investment Summary--Special Characteristics of the Fund.) The Securities may appreciate or depreciate in value (or pay or fail to pay dividends) depending on the full range of economic and market influences affecting corporate profitability, the financial condition of issuers and the prices of equity securities in general and the Securities in particular (see Risk Factors). In addition, a decrease in the value of the British pound sterling or Hong Kong dollar relative to the U.S. dollar will adversely affect the value of the relevant Portfolio's assets and income and the value of Units of that Portfolio (see Risk Factors). Therefore, there is no guarantee that the objective of the Fund will be achieved.

SPECIAL CHARACTERISTICS OF THE FUND-- The United Kingdom and Hong Kong Portfolios consist of the ten common stocks in the FT Index (the 'FT Strategy Stocks') and the Hang Seng Index (the 'Hang Seng Strategy Stocks'), respectively, having the highest dividend yield two business days prior to the Initial Date of Deposit, after giving effect to any forthcoming changes in an Index announced prior to that date. The Hong Kong Portfolio was chosen based upon the application of the Strategy to those stocks that will comprise the Hang Seng Index as of February 28, 1995. The dividend yield for each Security was generally calculated by adding together the most recent interim dividend and final dividend declared* and dividing the result by the market value of the Security two business days prior to the Initial Date of Deposit. This formula (an objective determination) was the basis for the Sponsors' selection of the Strategy Stocks. The philosophy is simple. A Portfolio does not require an explanation of 'betas' or 'thetas', just the simple concept of buying a portfolio of equities based on their dividend yields in one convenient purchase. The Securities were included in the respective Portfolios irrespective of any research recommendations by any of the Sponsors. There can be no assurance that any dividends will be declared or paid in the future on the Securities in the Portfolios.

Investors should note that the Fund's selection criteria were applied to the Securities included in each Portfolio two business days prior to the Initial Date of Deposit. The Sponsors may deposit additional Securities in connection with the sale of additional Units, the yields on these Securities may change subsequent to the Initial Date of Deposit or the Securities may no longer be included in the applicable Index; however, such subsequent

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+ In addition to this amount the Sponsors may be reimbursed for bookkeeping or other administrative expenses not exceeding their actual costs, currently at a maximum annual rate of $.10 per 1,000 Units.

* Generally, United Kingdom and Hong Kong companies pay one interim and one final dividend per fiscal year.

changes will not change the composition of the Portfolios. In addition, certain Securities to be deposited in the United Kingdom Portfolio and the Hong Kong Portfolio may be purchased on securities exchanges other than the London Stock Exchange and the Hong Kong Exchange, respectively.

United Kingdom Portfolio--The FT Index. The Financial Times Industrial Ordinary Share Index consists of 30 common stocks chosen by the editors of The Financial Times (London) as representative of British industry and commerce. The companies are major factors in their industries and their stocks are widely held by individuals and institutional investors. The FT Index is a geometric, unweighted average of the share prices of these companies and is calculated on an hourly basis. Its base is 100 as at April 10, 1962. Changes in the components of the FT Index are made entirely by the editors of The Financial Times without consultation with the companies, any stock exchange or any official agency. For the sake of continuity, the balance of stocks from various industry sectors has been maintained since the introduction of the FT Index in 1935. Most substitutions of companies within those sectors have been the result of mergers or because of poor share performance, and from time to time, changes may be made to achieve a better representation. The components of the FT Index may be changed at any time for any reason. Any changes in the components in the FT Index announced after the Initial Date of Deposit will not cause a change in the identity of the common stocks included in the United Kingdom Portfolio, including any Securities deposited thereafter. (See Risk Factors--United Kingdom Portfolio.)

Hong Kong Portfolio--The Hang Seng Index. The Hang Seng Index, which was first published in 1969, consists of 33 of the stocks currently listed on the Stock Exchange of Hong Kong Ltd. (the 'Hong Kong Exchange'), and includes companies intended to represent four major market sectors: commerce and industry, finance, properties and utilities. The Hang Seng Index is a recognized indicator of stock market performance in Hong Kong. It is computed on an arithmetic basis, weighted by market capitalization, and is therefore strongly influenced by stocks with large market capitalizations. The Index represents approximately 70% of the total market capitalization of the stocks listed on the Hong Kong Exchange. Any changes in the components in the Hang Seng Index announced after the Initial Date of Deposit will not cause a change in the identity of the common stocks included in the Hong Kong Portfolio, including any Securities deposited thereafter. (See Risk Factors--Hong Kong Portfolio.)

PORTFOLIO STRUCTURE--Each Portfolio contains 10 common stocks issued by companies engaged primarily in the following industries:

<TABLE><CAPTION>

	NUMBER OF ISSUERS BY INDUSTRY GROUP	
	UNITED KINGDOM PORTFOLIO	HONG KONG PORTFOLIO
<S>	<C>	<C>
Banks--..	1	--
Building Materials--.............................	1	--
Conglomerate--...................................	2	--
Electronics--....................................	2	--
Food/Beverage--..................................	1	--
Pharmaceuticals--................................	1	--
Properties/Real Estate--.........................	--	6
Publishing--.....................................	--	2
Transportation--.................................	--	1
Utilities--......................................	1	1
Telecommunications--.............................	1	--

</TABLE>

Although there are certain risks of price volatility associated with investment in common stocks (particularly with an investment in one or two common stocks), your risk is reduced because your capital is divided among 10 stocks from different industry groups.

MARKET FOR UNITS; DEFERRED SALES CHARGE--Although not obligated to do so, the Sponsors intend to maintain a market for Units based on the aggregate U.S. dollar value of the underlying Securities. If a market is not maintained, it is unlikely that a Holder would be able to dispose of his Units other than through redemption (see Redemption). The Sponsors' Repurchase Price, like the Redemption Price, will reflect deduction from the value of the underlying Securities of any unpaid portion of the Deferred Sales Charge. In addition, after the initial offering period, the repurchase and cash redemption prices will be further reduced to reflect the Fund's estimated costs of liquidating Securities to meet the redemption in the amounts shown on page A-3. Investors should note that the Deferred Sales Charge of $1.75 per 1,000 Units will be deducted from assets of each Portfolio on the first of each month commencing on the first Deferred Sales Charge Payment Date shown above, and unless the entire

INVESTMENT SUMMARY FOR EACH PORTFOLIO AS OF JANUARY 6, 1995 (CONTINUED)
Deferred Sales Charge has been deducted by the time the Units are sold, redeemed or exchanged, the remainder will be deducted from the cash proceeds or in calculating an in-kind redemption.

RISK FACTORS-- Investment in the Fund should be made with an understanding that the value of each underlying Portfolio may fluctuate in accordance with changes in the financial condition of the issuers of the Securities in that Portfolio, changes in the various industry sectors represented, the value of stocks generally, global and regional perceptions of the United Kingdom and Hong Kong markets, currency exchange rate fluctuations, the impact of the Sponsors' purchase and sale of the Securities (especially during the primary offering period of Units and during the Special Redemption and Liquidation Period) and other factors. Common stocks may be susceptible to general stock market fluctuations and to volatile increases and decreases of value as market confidence in, and perceptions of, the issuers and market change. Any declaration of dividends by the issuers of the Securities in the Portfolio depends upon several factors including the financial condition of the issuers and general economic conditions. (See Risk Factors.)

All of the Stocks in the United Kingdom Portfolio represent United Kingdom issuers. The Portfolio is not considered to be 'concentrated' in stocks of any particular industry (see Risk Factors--United Kingdom Portfolio). All of the Stocks in the Hong Kong Portfolio represent Hong Kong and other non-United States issuers. The Portfolio is considered to be concentrated in real estate and property stocks.* (see Risk Factors-- Hong Kong Portfolio--Hong Kong Real Estate Companies).

Foreign Issuers. Each Portfolio is considered to be concentrated in securities of non-United States issuers. Issues of non-United States companies may involve investment risks that are different from those of domestic issues, including future political and economic developments, the possible imposition of withholding taxes and exchange controls or other foreign governmental restrictions which might adversely affect the payment of distributions on Securities in the Portfolio. In addition, there may be less publicly available information about a foreign issuer and foreign issuers are not generally subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those applicable to domestic issuers. Foreign securities markets, while growing in volume, have, for the most part, substantially less volume than U.S. markets, and securities of many foreign companies are less liquid and their prices more volatile than securities of comparable domestic companies. Fixed brokerage commissions and other transaction costs on foreign securities exchanges are generally higher than in the United States and there is generally less government supervision and regulation of exchanges, brokers and issuers in foreign countries than there is in the United States. (See Risk Factors-- Jurisdiction Over Foreign Issuers.)

Currency Exchange. All of the Securities in the United Kingdom Portfolio are denominated in British pounds sterling, and all of the Securities in the Hong Kong Portfolio are denominated in Hong Kong dollars. In the past both of these currencies have fluctuated in value against the United States dollar for many reasons, including supply and demand of each currency, the impact of interest rate differentials between different currencies on the movement of foreign currency rates, the soundness of the world economy, the rate of inflation in the United Kingdom and Hong Kong compared to that of the United States and the strength of the economies of the United Kingdom and Hong Kong as compared to the economy of the United States. The Hong Kong dollar has been 'pegged' to the U.S. dollar since 1983 and this has reduced currency exchange risk to some degree. However, there is no guarantee that the Hong Kong dollar will continue to be 'pegged' to the U.S. dollar in the future. (See Risk Factors--Foreign Exchange Rates.)

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* A portfolio is considered to be 'concentrated' in a particular category when the securities in that category constitute 25% or more of the aggregate value of the portfolio (see Risk Factors).

INVESTMENT SUMMARY FOR EACH PORTFOLIO AS OF JANUARY 6, 1995 (CONTINUED)
The following table sets forth recent end-of-month United States dollar exchange rates for the British pound sterling and the Hong Kong dollar. Fluctuations of the rates that have occurred in the past are not necessarily indicative of fluctuations that may occur over the term of the Fund:

<TABLE><CAPTION>

	END-OF-MONTH U.S. DOLLAR EXCHANGE RATES	END-OF-MONTH U.S. DOLLAR EXCHANGE RATES

	U.S.$/Pound Sterling	HK$/U.S.$		U.S.$/Pound Sterling	HK$/U.S.$
<S>	<C>	<C>	<C>	<C>	<C>
1992:			1993:		
January	1.787	7.757	January	1.486	7.733
February	1.757	7.757	February	1.425	7.734
March	1.736	7.738	March	1.514	7.731
April	1.776	7.758	April	1.574	7.730
May	1.829	7.744	May	1.563	7.723
June	1.905	7.730	June	1.491	7.743
July	1.927	7.732	July	1.482	7.761
August	1.988	7.729	August	1.492	7.754
September	1.777	7.724	September	1.496	7.734
October	1.558	7.736	October	1.480	7.733
November	1.517	7.742	November	1.485	7.724
December	1.510	7.743	December	1.477	7.722

<CAPTION>

		END-OF-MONTH U.S. DOLLAR EXCHANGE RATES U.S.$/Pound Sterling	HK$/U.S.$
<S>	<C>	<C>	<C>
1992:	1994:		
January	January	1.506	7.723
February	February	1.485	7.727
March	March	1.484	7.736
April	April	1.518	7.725
May	May	1.511	7.726
June	June	1.544	7.730
July	July	1.544	7.725
August	August	1.534	7.728
September	September	1.577	7.727
October	October	1.635	7.724
November	November	1.564	7.730
December	December	1.564	7.737

</TABLE>

Source: Bloomberg Financial Markets

The Securities in the United Kingdom and Hong Kong Portfolios are generally listed on a securities exchange. Whether or not those Securities are, or continue to be, listed, their principal trading market may be in the over-the-counter market. As a result, the existence of a liquid trading market for the Securities may depend on whether dealers will make a market in the Securities. There can be no assurance that a market will be made for any of the Securities, that any market for the Securities will be maintained or of the liquidity of the Securities in any markets made. In addition, the Fund may be restricted under the Investment Company Act of 1940 from selling Securities to any Sponsor. The price at which the Securities may be sold to meet redemptions and the value of Units will be adversely affected if trading markets for the Securities are limited or absent. (See Risk Factors-- Liquidity.)

Unlike a mutual fund, the Portfolios are not actively managed and the Sponsors receive no management fee. Therefore, the adverse financial condition of an issuer will not necessarily require the sale of Securities from a Portfolio or mean that the Sponsors will not continue to purchase the Security in order to create additional Units. Although the Sponsors may instruct the Trustee to sell Securities under certain limited circumstances, given the investment philosophy of the Fund, the Sponsors are not likely to sell Securities (see Administration of the Fund--Portfolio Supervision). Securities will not be sold from a Portfolio to take advantage of market fluctuations or changes in anticipated rates of appreciation. Investors should note in particular that the Securities included in each Portfolio were included on the basis of the criteria set forth under Objective of the Fund. These criteria may not necessarily reflect the research recommendations of any of the Sponsors. A Portfolio may continue to purchase or hold Securities originally selected through this process even though the yields on the Securities may have changed or the Securities may no longer be included on the related index.

Subsequent to the Initial Date of Deposit, the Sponsors may create additional Units by depositing either additional Securities, contracts to purchase additional Securities or cash (or a bank letter or letters of credit) with instructions to purchase additional Securities if additional Units are to be offered to the public. (See Administration of the Fund--Portfolio Supervision). If cash (or a bank letter or letters of credit) in U.S. dollars is deposited with instructions to purchase Securities, to the extent the price of a Security in the relevant currency increases or decreases between the time of deposit and the time that Security is purchased, Units of the Portfolio for which additional Securities are purchased will represent less or more of that Security and more or less of the other Securities in that Portfolio.

INVESTOR'S GUIDE
EQUITY INCOME FUND
SELECT TEN PORTFOLIO--
WINTER 1995 INTERNATIONAL SERIES,
UNITED KINGDOM AND HONG KONG PORTFOLIOS

DEFINED EQUITY INCOME FUND, INTERNATIONAL SERIES

Our defined international equity portfolios offer investors a simple and convenient way to participate in selected international equity markets. By purchasing defined equity funds, investors not only avoid the difficulties of selecting individual securities by themselves, but also gain the advantage of diversification by investing in securities of several different issuers. Spreading your investment among different securities and issuers reduces your risk, but does not eliminate it.

SELECT TEN PORTFOLIOS

The Select Ten Portfolios seek to outperform certain indices of major foreign markets by investing for about one year in their ten highest dividend-yielding stocks ('Strategy Stocks'). Although Select Ten International Portfolios were not available until 1993, a strategy of investing in approximately equal values of these stocks each year generally would have yielded a higher total return than an investment in all of the stocks in an entire index.

INVESTMENT STRATEGY

The objective of each Portfolio is to provide total return through a combination of capital appreciation and current dividend income. Each Portfolio holds approximately equal values of the ten highest dividend-yielding stocks in the designated index having the highest yield as of two business days prior to the date of this prospectus. After about one year, the Portfolios will terminate. Investors may choose to either reinvest their proceeds into the Winter 1996 International Series, if available, subject only to the deferred sales charge, or to receive a cash distribution.

PERFORMANCE OF THE STRATEGY

The returns shown in the tables on the following page represent past performance and are no guarantee of future results; they should not be used to predict returns from any Portfolio. As indicated, the Strategy Stocks underperformed the designated index in certain years and there can be no assurance that a Portfolio will outperform the related index over its one year life or over consecutive rollover periods, if available. An investor in a Portfolio may not realize as high a total return as on a direct investment in the Strategy Stocks since the Portfolio has sales charges and expenses and may not be fully invested at all times. Unit prices will fluctuate with the value of the underlying stocks, and there is no assurance that dividends on these stocks will be paid or that the Units will appreciate in value.

This material may not be distributed unless included in a current prospectus. Investors should refer to the prospectus for further information.

PERFORMANCE
OF THE
STRATEGY
COMPARISON
OF TOTAL
RETURN
United
Kingdom

<TABLE>
<CAPTION>

YEAR	FT STRATEGY STOCKS TOTAL RETURN(2)	FINANCIAL TIMES INDEX (FT)* TOTAL RETURN(1)
1975	142.99%	111.59%
1976	-15.89	-15.58
1977	87.27	61.92
1978	17.73	9.92
1979	4.76	3.59
1980	30.15	31.77
1981	-6.26	-5.30
1982	44.03	0.42
1983	42.06	21.94
1984	5.50	2.15
1985	78.64	54.74
1986	32.88	24.36
1987	48.10	38.99
1988	11.38	6.74
1989	28.71	22.80
1990	9.26	10.29
1991	16.57	14.65
1992	4.27	-2.33
1993	37.69	18.40
1994	5.46	1.89

<CAPTION>

Hong Kong

YEAR	HANG SENG STRATEGY STOCKS TOTAL RETURN(2)	HANG SENG INDEX* TOTAL RETURN(1)
1978	28.04%	23.51%
1979	82.28	78.33
1980	41.40	65.83
1981	-3.86	-11.07
1982	-38.97	-47.79
1983	-7.48	-0.89
1984	65.32	42.54
1985	47.52	51.10
1986	60.49	51.16
1987	3.03	-6.73
1988	34.04	20.60
1989	9.41	10.19
1990	6.11	11.99
1991	48.51	48.25
1992	38.94	33.63
1993	106.99	121.11
1994	-31.45	-28.83

</TABLE>

(1) The Strategy Stocks for each year were identified by ranking the dividend yields for each of the stocks in the Index as of the beginning of that year, generally computed by adding together the interim and final dividends declared in that year and dividing the result by that stock's market value on the first trading day on the London Stock Exchange and Hong Kong Stock Exchange, respectively.

(2) Total Return represents the sum of Appreciation and Actual Dividend Yield. Total Return does not take into consideration any sales charges, commissions, expenses, taxes or reinvestment of dividend income.

From January 1975 through December 1994, the FT Strategy Stocks achieved an average annual total return of 27.09%, as compared to the average annual total return of all of the stocks in the FT Index, which was 17.88%. These stocks also had a higher average dividend yield in each of the last 20 years and outperformed the FT Index in 16 of these years. When viewed for at least 3 consecutive years, this strategy never lost money.

From January 1978 through December 1994 the Hang Seng Strategy Stocks achieved an average annual total return of 22.82%, as compared to the average annual total return of all of the stocks in the Hang Seng Index, which was 20.46%. These stocks also had a higher average dividend yield in each of the last 17 years and outperformed the Hang Seng Index in 10 of these years.

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* The publishers of these indexes are not affiliated with the Sponsors, have not participated in any way in the creation of the Fund and have not reviewed or approved any information included in the prospectus.

A LIQUID INVESTMENT
Although not legally required to do so, the Sponsors have maintained a secondary market for Defined Funds for over 20 years. You can cash in your Units at any time. Your price is based on the market value of the securities in the Portfolio at the conversion rate into U.S. dollars at that time. Or, you can exchange your investment for another Defined Fund at a reduced sales charge. There is never a fee for cashing in your investment.

RISK FACTORS
The value of the Units may fluctuate with changes in the financial condition of the issuers of stocks held, changes in currency exchange rates, the value of stocks generally and the impact of the Fund's purchase and sale of stocks (especially during the primary offering and the special redemption and liquidation periods). Dividends are subject to the financial condition of and declaration by the issuers. Although the Portfolios are monitored, they are not actively managed and, given the investment philosophy of the Fund, it is unlikely that a Portfolio will change during its life.

VOLUME PURCHASE DISCOUNT
The initial sales charge will be reduced starting at purchases of $50,000. For purchases of $250,000 or more, only the deferred portion of the sales charge is payable.

DEFERRED SALES CHARGE
Deferring part of the sales charge permits more of your money to go to work for you. Because payment of a portion of the sales charge is deferred until the termination of the Fund, or, in the case of a Rollover Holder, until redemption, the proceeds you receive upon such event will reflect deduction of this amount (the 'Deferred Sales Charge'). The annual statement and the relevant tax reporting forms you receive will reflect the actual amount paid to you, net of the Deferred Sales Charge. Accordingly, you should not increase your basis in your units by the Deferred Sales Charge amount.

REINVESTMENT OPTION
You can elect to reinvest your semi-annual distributions automatically in additional Units subject only to the remaining Deferred Sales Charge. Reinvestment allows you to increase your overall investment in the Fund and compound income for a greater total return. Contact your financial professional to participate in this Reinvestment Plan.

INVESTMENT SUMMARY FOR EACH PORTFOLIO AS OF JANUARY 6, 1995 (CONTINUED)

Stock price and currency fluctuations during the period from the time of deposit of cash (or a bank letter or letters of credit) to the time the Securities are purchased will affect the value of every Holder's Units in a Portfolio and the income per Unit received by that Portfolio. In order to minimize these effects, Securities will be purchased as near as possible to the Evaluation Time or at prices as close as possible to the prices used to evaluate the Portfolio at the Evaluation Time. In addition, brokerage fees, stamp taxes and other costs associated with foreign trading incurred in purchasing Securities with cash deposited with instructions to purchase the Securities will be an expense of that Portfolio. These fees and costs are generally greater than those paid in connection with transactions involving domestic securities and may have a significant impact on the net asset value of the Portfolios. These factors will affect the value of every Holder's Units and the income per Unit. In particular, Holders who purchase Units during the primary offering period would experience a dilution of their investment as a result of any brokerage fees and other expenses paid by the Portfolio during subsequent deposits of additional Securities purchased with cash deposited with instructions to purchase Securities. In addition, during the initial offering period the Fund will incur brokerage fees and other expenses if it has to sell Securities. (See Fund Structure; Administration of the Fund--Portfolio Supervision). Because Securities generally will not be sold to pay the Deferred Sales Charge until after the last Deferred Sales Charge Payment Date, a Portfolio may realize a gain or loss on changes in the price of the Securities or in the currency exchange rate between the various deduction dates and the actual sale of Securities to satisfy this liability.

Investors should be aware that it may not be possible to buy all Securities at the same time because of unavailability of any Security, any restrictions applicable to the Portfolio relating to the purchase of the Security by reason of the federal securities laws or otherwise. Any monies allocated to the purchase of a Security will generally be held for the purchase of the Security.

DISTRIBUTIONS--Semi-annual Distributions of net investment income, if any, will be made in cash on the dates set forth under Investment Summary on page A-5 to Holders of record on the record days (see Administration of the Fund--Accounts and Distributions). Alternatively, Holders may elect to have their Semi-annual Income Distributions reinvested as described more fully below. Each Portfolio will be terminated by the Mandatory Termination Date and liquidated and the final distribution made as soon thereafter as is reasonable. Holders who elect to become Rollover Holders will not receive the final liquidation distribution, but will receive the November 1995 Semi-annual Distribution (see Special Redemption, Liquidation and Investment in New Portfolio).

REINVESTMENT PLAN--Holders electing to participate in the Reinvestment Plan may purchase additional Units of a Portfolio ('Reinvestment Units') at the net asset value per 1,000 Units, subject only to the remaining Deferred Sales Charge (see the example under Reinvestment Plan). Holders electing to reinvest their dividends will receive additional Units and therefore will own a greater percentage of a Portfolio than Holders who receive their distributions in cash. The Sponsors reserve the right to amend, modify or terminate the Reinvestment Plan at any time without prior notice. (See Reinvestment Plan.)

TAXATION--In the opinion of special counsel to the Sponsors, each Holder will be considered to have received all of the dividends paid on his pro rata portion of each Security in a Portfolio when those dividends are received by the Portfolio, even though a portion of the dividend payments are used to pay expenses of the Portfolio. Prospective purchasers of Units in the United Kingdom Portfolio should be aware that the Trust will report as gross income earned by Holders of Units their pro rata share of dividends earned by the Trust, which dividends will be grossed-up to reflect the payment of certain U.K. taxes by the relevant U.K. corporation, and that, as a practical matter, such purchasers may not be able to obtain a refund of any amount of such U.K. taxes under the U.S.-U.K. Treaty under presently existing procedures of United Kingdom tax authorities. (See Taxes.)

PUBLIC OFFERING PRICE--The Public Offering Price per 1,000 Units is based on the aggregate U.S. dollar value of the underlying Securities and any cash held to purchase Securities at the offering side value of the currency exchange rate divided by the number of Units outstanding times 1,000 plus the applicable sales charge. A proportionate share of the amount in the Income Account and the amount in the Capital Account to the extent not allocated to the purchase of specific Securities (described under Administration of the Fund--Accounts and Distributions) on the date of delivery of the Units to the purchaser is added to the Public Offering Price. The total sales charge consists of an Initial Sales Charge and a Deferred Sales Charge, the maximum total of which equals 2.75% of the Public Offering Price or 2.778% of the net asset value of each Portfolio. The Initial Sales Charge is computed by deducting the Deferred Sales Charge ($17.50 per 1,000 Units) from the aggregate sales charge; thus on the date of the Investment Summary, the maximum Initial Sales Charge is $10 per 1,000 Units or 1% of the Public Offering Price. The Initial Sales Charge is deducted from the purchase price at the time of purchase. The Initial Sales Charge will be reduced on a graduated basis on purchases of $50,000 or more. The Deferred Sales Charge is paid through reduction of the net asset value of the Fund by $1.75 per 1,000 Units monthly on each Deferred Sales Charge Payment Date (commencing on the first Deferred Sales Charge Payment Date shown on Page A-5). Units purchased pursuant to the Reinvestment Plan are only subject to remaining deductions of the Deferred Sales Charge (see Reinvestment Plan). If a Holder redeems, exchanges or sells his Units to the Sponsors prior to the last Deferred Sales Charge Payment Date, the Holder is obligated to pay any remaining Deferred Sales Charge. Units are offered at the Public Offering Price computed as of the Evaluation Time for all sales subsequent to the previous evaluation. The Public Offering Price on the Initial Date of Deposit, and on subsequent dates, will vary from the Public Offering Price set forth on page A-3. (See Public Sale of Units--Public Offering Price.) The minimum purchase is $1,000 per Portfolio ($250 for certain tax-deferred retirement plans).

DESCRIPTION OF SPECIAL REDEMPTION, LIQUIDATION AND INVESTMENT IN NEW PORTFOLIO--Holders of Units have the right to exchange Units for units of other Select Ten Portfolios subject only to the Deferred Sales Charge (see Exchange Option). In addition, Holders will have the option of specifying by the Rollover Notification Date (see page A-5) to have all of their Units redeemed in kind and the distributed Securities sold by the Distribution Agent during the Special Redemption and Liquidation Period (as defined under Investment Summary). The proceeds of the redemption will be invested in units of the Winter 1996 International Series, if offered, subject only to the Deferred Sales Charge. (See Special Redemption, Liquidation and Investment in New Fund.)

Units of Rollover Holders will be redeemed in kind on the first day of the Special Redemption and Liquidation Period. By participating in the Special Redemption and Liquidation, each Rollover Holder will be deemed to have irrevocably instructed the Distribution Agent to sell his portion of the total distributed Securities during the Special Redemption and Liquidation Period. The Distribution Agent will appoint the Sponsors as its agents to determine the manner, timing and execution of sales of underlying Securities.

For each Rollover Holder who confirms his interest in buying units of a Winter 1996 International Series Portfolio, the proceeds of the redemption of the underlying Securities (as the proceeds become available) will be invested in those units. The Sponsors are under no obligation to create a Winter 1996 International Series, however, and may modify the terms of the Special Redemption, Liquidation and Investment in New Portfolio upon notice to Holders of Units at any time. The Sponsors also reserve the right to extend the Rollover Notification Date stated herein. The Sponsors may stop creating new units at any time in their sole discretion without regard to whether all Rollover proceeds have been invested.

Holders who do not wish to have their Units so redeemed may continue to hold Units in accordance with the terms described in this Prospectus until the Portfolio is terminated or until the Mandatory Termination Date listed on page A-5, whichever occurs first. (See Termination.) These Holders may, of course, redeem their Units at any time as set forth under Redemption. If these Holders choose to redeem during the Special Redemption and Liquidation Period, or possibly for some period thereafter, the redemption proceeds they receive may also be affected by the same negative market price consequences described under Special Redemption, Liquidation and Investment in New Portfolio. In addition, any brokerage commissions, ongoing custodial fees and other costs associated with foreign trading on sales of the underlying Securities distributed in connection with in-kind redemptions will be borne by the redeeming Holder. An amount for the costs of liquidating securities will also be deducted from cash redemptions after the initial offering period. These costs and fees are generally greater than those paid in connection with transactions involving domestic securities. (See Redemption; Special Redemption, Liquidation and Investment in New Portfolio.)

PURCHASE OF UNITS--Units can be purchased by contacting the Sponsors, whose addresses are listed on the back cover of this Prospectus. The minimum purchase of either Portfolio is $1,000 except that Individual Retirement Accounts and certain other tax deferred retirement plans may purchase as little as $250 (see Retirement Plans).

UNDERWRITING--None of the Sponsors has participated as sole underwriter, managing underwriter or member of an underwriting syndicate from which the Securities in the Portfolios were acquired but one of the Sponsors may have been managing underwriter of a public offering of one or more issues of Securities within the last three years (see Portfolios).

UNDERWRITING ACCOUNT

The names and addresses of the Underwriters are:

<TABLE>

<S>	<C>
Merrill Lynch, Pierce, Fenner & Smith Incorporated	P.O. Box 9051, Princeton, N.J. 08543-9051
Smith Barney Inc.	388 Greenwich Street--23rd Floor New York, N.Y. 10013
PaineWebber Incorporated	1285 Avenue of the Americas, New York, N.Y. 10019
Prudential Securities Incorporated	One Seaport Plaza--199 Water Street, New York, N.Y. 10292
Dean Witter Reynolds Inc.	Two World Trade Center--59th Floor

New York, N.Y. 10048

</TABLE>
Each Underwriter's interest in the Underwriting Account will depend upon the number of Units acquired through the issuance of additional Units.

The following tables show the hypothetical performance of investing approximately equal amounts in each of the FT Strategy Stocks (but not any Select Ten Portfolio) at the beginning of each year and rolling over the proceeds. They do not reflect sales charges, commissions or taxes. These results represent past performance of the FT Strategy Stocks, and should not be considered indicative of future results of the Strategy or the Portfolio. The FT Strategy Stocks underperformed the FT Index in certain years. Also, investors in a Portfolio may not realize as high a total return as on a direct investment in the FT Strategy Stocks since the Portfolio has sales charges and expenses and may not be fully invested at all times. Unit prices fluctuate with the value of the underlying stocks, and there is no assurance that dividends on these stocks will be paid or that the Units will appreciate in value.

The following table compares the actual performance of the FT Index and approximately equal values of the FT Strategy Stocks in each of the past 20 years, as of December 31 in each of those years.

COMPARISON OF DIVIDENDS, APPRECIATION AND TOTAL RETURN

<TABLE><CAPTION>

	FT STRATEGY STOCKS(1)			FINANCIAL TIMES ORDINARY SHARE INDEX (FT INDEX)*		
PERIOD	APPRECIATION(2)	ACTUAL DIVIDEND YIELD(3)	TOTAL RETURN(4)	APPRECIATION(2)	ACTUAL DIVIDEND YIELD(3)	TOTAL RETURN(4)
1975	127.22%	15.77%	142.99%	100.41%	11.18%	111.59%
1976	-23.33	7.44	-15.89	-20.59	5.01	-15.58
1977	73.41	13.86	87.27	53.46	8.46	61.92
1978	7.22	10.51	17.73	3.57	6.35	9.92
1979	-5.75	10.51	4.76	-3.94	7.53	3.59
1980	16.49	13.66	30.15	22.57	9.20	31.77
1981	-14.02	7.76	-6.26	-10.36	5.06	-5.30
1982	34.04	9.99	44.03	-4.41	4.83	0.42
1983	34.17	7.89	42.06	16.60	5.34	21.94
1984	-0.85	6.35	5.50	-2.26	4.41	2.15
1985	69.36	9.28	78.64	48.25	6.49	54.74
1986	26.35	6.53	32.88	19.14	5.22	24.36
1987	40.49	7.61	48.10	32.97	6.02	38.99
1988	5.19	6.19	11.38	1.62	5.12	6.74
1989	22.08	6.63	28.71	17.57	5.23	22.80
1990	1.91	7.35	9.26	4.31	5.98	10.29
1991	8.70	7.87	16.57	9.36	5.29	14.65
1992	-1.41	5.68	4.27	-6.33	4.00	-2.33
1993	31.55	6.14	37.69	14.24	4.16	18.40
1994	0.42	5.04	5.46	-2.43	4.32	1.89

</TABLE>

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* Source: Datastream International, Inc. The Sponsors have not independently verified these data, but they have no reason to believe that these data are incorrect in any material respect.

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(1) The FT Strategy Stocks for any given year were identified by ranking the dividend yields for each of the stocks in the FT Index as of the beginning of that year, generally computed by adding together the interim and final dividends (United Kingdom companies generally pay one interim and one final dividend per fiscal year) declared in that year and dividing the result by that stock's market value on the first trading day on the London Stock Exchange in that year.

(2) Appreciation for the FT Strategy Stocks is calculated by subtracting the market value of these stocks as of the first trading day on the London Stock Exchange in the period from the market value of those stocks as of the last trading day in that year, and dividing the result by the market value of the stocks as of the first trading day in that year. Appreciation for the FT Index is calculated by subtracting the opening value of the FT Index as of the first trading day in each year from the closing value of the FT Index as of the last trading day in each year, and dividing the result by the opening value of the FT Index as of the first trading day in that year.

(3) Actual Dividend Yield for the FT Strategy Stocks is calculated by adding together the total dividends received on the stocks in the year and dividing the result by the market value of the stocks as of the first trading day in that year. Actual Dividend Yield for the FT Index is calculated by dividing the total dividends credited to the FT Index by the opening value of the FT Index as of the first trading day of the year. No adjustments have been made to reflect taxes payable or withholding taxes.

(4) Total Return represents the sum of Appreciation and Actual Dividend Yield. Total Return does not take into consideration any sales charges, commissions, expenses or taxes that will be incurred by the United Kingdom Portfolio. Total Return does not take into consideration any reinvestment of dividend income. From January 1975 through December 1994, the FT Strategy Stocks achieved an average annual total return of 27.09%, as compared to the average annual total return of the FT Index, which was 17.88%. These stocks also had a higher average dividend yield in each of the last 20 years and outperformed the FT Index in 16 of these years. When viewed for at least 3 consecutive years, this strategy never lost money. Although the United Kingdom Portfolio seeks to outperform the FT Index, there can be no

assurance that the United Kingdom Portfolio, net of sales charges and expenses, will do so over its one-year life or that successive series of United Kingdom portfolios would outperform the FT Index over consecutive rollover periods, if available.

The next table indicates the hypothetical performance of the FT Strategy as if it had been employed since 1975. The table assumes that all dividends during a year are reinvested at the end of that year.

VALUE OF $10,000 INVESTED JANUARY 1, 1975

PERIOD	FT STRATEGY STOCKS	FT INDEX
1975	$ 24,299.00	$ 21,159.00
1976	20,437.89	17,862.43
1977	38,274.03	28,922.84
1978	45,060.02	31,791.99
1979	47,204.88	32,933.32
1980	61,437.15	43,396.24
1981	57,591.18	41,096.24
1982	82,948.58	41,268.84
1983	117,836.75	50,323.23
1984	124,317.78	51,405.17
1985	222,081.27	79,544.37
1986	295,101.60	98,921.37
1987	437,045.47	137,490.82
1988	486,781.24	146,757.70
1989	626,536.13	180,218.46
1990	684,553.38	198,762.93
1991	797,983.87	227,881.70

1992	832,057.79	222,572.06
1993	1,145,660.36	263,525.32
1994	1,208,213.42	268,505.95

The following tables show the hypothetical performance of investing approximately equal amounts in each of the Hang Seng Strategy Stocks (but not any Select Ten Portfolio) at the beginning of each year and rolling over the proceeds. They do not reflect sales charges, commissions or taxes. These results represent past performance of the Hang Seng Strategy Stocks, and should not be considered indicative of future results of the Strategy or the Portfolio. The Hang Seng Strategy Stocks underperformed the Hang Seng Index in certain years. Also, investors in a Portfolio may not realize as high a total return as on a direct investment in the Hang Seng Strategy Stocks since the Portfolio has sales charges and expenses and may not be fully invested at all times. Unit prices fluctuate with the value of the underlying stocks, and there is no assurance that dividends on these stocks will be paid or that the Units will appreciate in value.

The following table compares the actual performance of the Hang Seng Index and approximately equal values of the Hang Seng Strategy Stocks in each of the past 17 years, as of December 31 in each of those years.

COMPARISON OF DIVIDENDS, APPRECIATION AND TOTAL RETURN

	HANG SENG STRATEGY STOCKS(1)			HANG SENG INDEX (HANG SENG)*		
PERIOD	APPRECIATION(2)	ACTUAL DIVIDEND YIELD(3)	TOTAL RETURN(4)	APPRECIATION(2)	ACTUAL DIVIDEND YIELD(3)	TOTAL RETURN(4)
1978	19.82%	8.22%	28.04%	17.83%	5.68%	23.51%
1979	72.63	9.65	82.28	72.27	6.06	78.33
1980	34.03	7.37	41.40	61.60	4.23	65.83
1981	-10.94	7.08	-3.86	-13.75	2.68	-11.07
1982	-46.13	7.16	-38.97	-51.24	3.45	-47.79
1983	-15.40	7.92	-7.48	-6.92	6.03	-0.89
1984	53.82	11.50	65.32	36.45	6.09	42.54
1985	40.25	7.27	47.52	46.33	4.77	51.10
1986	54.50	5.99	60.49	46.90	4.26	51.16
1987	-2.15	5.18	3.03	-10.06	3.33	-6.73
1988	28.02	6.02	34.04	16.07	4.53	20.60
1989	2.66	6.75	9.41	5.55	4.64	10.19
1990	-1.93	8.04	6.11	6.71	5.28	11.99
1991	40.07	8.44	48.51	42.41	5.84	48.25
1992	32.08	6.86	38.94	28.87	4.76	33.63
1993	100.80	6.19	106.99	116.14	4.97	121.11
1994	-34.93	3.48	-31.45	-31.22	2.39	-28.83

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* Source: Datastream, International, Inc. The Sponsors have not independently verified these data, but they have no reason to believe that these data are incorrect in any material respect.

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(1) The Hang Seng Strategy Stocks for any given year were identified by ranking the dividend yields for each of the stocks in the Hang Seng Index as of the beginning of that year, computed by adding together the interim and final dividends (Hong Kong companies generally pay one interim and one final dividend per fiscal year) declared in that period and dividing the result by that stock's market value on the first trading day on the Hong Kong Stock Exchange in that year.

(2) Appreciation for the Hang Seng Strategy Stocks is calculated by subtracting the market value of these stocks as of the first trading day on the Hong Kong Stock Exchange in the year from the market value of those stocks as of the last trading day in that year, and dividing the result by the market value of the Stocks as of the first trading day in that year. Appreciation for the Hang Seng Index is calculated by subtracting the opening value of the Hang Seng Index as of the first trading day in each year from the closing value of the Hang Seng Index as of the last trading day in each year, and dividing the result by the opening value of the Hang Seng Index as of the first trading day in each year.

(3) Actual Dividend Yield for the Hang Seng Strategy Stocks is calculated by adding together the total dividends received on the stocks in the year and dividing the result by the market value of the stocks as of the first trading day in that year. Actual Dividend Yield for the Hang Seng Index is calculated by dividing the total dividends credited to the Hang Seng Index by the opening value of the Hang Seng Index as of the first trading day of the year.

(4) Total Return represents the sum of Appreciation and Actual Dividend Yield. Total Return does not take into consideration any sales charges, commissions, expenses or taxes that will be incurred by the Hong Kong Portfolio. Total Return does not take into consideration any reinvestment of dividend income. From January 1978 through December 1994, the Hang Seng Strategy Stocks achieved an average annual total return of 22.82%, as compared to the average annual total return of the Hang Seng Index, which was 20.46%. These stocks also had a higher average dividend yield in each of the last 17 years and outperformed the Hang Seng Index in 10 of these years. Although the Hong Kong Portfolio seeks to outperform the Hang Seng Index, there can be no assurance that the Hong Kong Portfolio, net of sales charges and expenses, will do so over its one-year life or that successive series of Hong Kong Portfolios would outperform the Hang Seng Index over consecutive rollover periods, if available.

The next table indicates the hypothetical performance of the Strategy as if it had been employed sinced 1978. The table assumes that all dividends during a year are reinvested at the end of that year.

VALUE OF $10,000 INVESTED JANUARY 1, 1978

PERIOD	HANG SENG STRATEGY STOCKS	HANG SENG INDEX
1978	$ 12,804.00	$ 12,351.00
1979	23,339.13	22,025.54
1980	33,001.53	36,524.95
1981	31,727.67	32,481.64
1982	19,363.40	16,958.66
1983	17,915.02	16,807.73
1984	29,617.10	23,957.74
1985	43,691.15	36,200.15
1986	70,119.93	54,720.14
1987	72,244.57	51,037.47
1988	96,836.62	61,551.19
1989	105,948.94	67,823.26
1990	112,422.42	75,955.27
1991	166,958.54	112,603.69
1992	231,972.19	150,472.31
1993	480,159.24	332,709.32
1994	329,149.16	236,789.22

PERFORMANCE INFORMATION--Information on the performance of the current and one or more prior Portfolios for various periods, on the basis of changes in Unit price plus the amount of dividends and capital gains reinvested, divided by the maximum public offering price, may be included from time to time in advertisements, sales literature and reports to current or prospective Holders. Average annualized returns may also be shown for consecutive series of the same Winter, Spring or Autumn cycle. Information on the performance of the FT Strategy Stocks and the Hang Seng Strategy Stocks, respectively, contained in this Prospectus, as further updated, may also be included from time to time in such material. Performance of individual Select Ten Portfolios may also be shown along with performance of the other Select Ten Portfolios for comparable (though not necessarily identical) periods and on a combined basis. Total return is computed by dividing share price changes plus dividends reinvested at the end of each year by initial share prices, but does not reflect commissions, taxes or Portfolio sales charges or expenses, which would decrease the return. Average annualized return figures reflect deduction of the maximum sales charge. No provision is made for any income taxes payable.

The Sponsors also offer portfolios applying the Select Ten strategy to stocks in the Dow Jones Industrial Average ('DJIA'). In addition to the foregoing, various advertisements, sales literature, reports and other information furnished to current or prospective Holders may include total return by year and average annualized performance information since 1978 of the strategy applied to the DJIA and to equal amounts invested pursuant to the strategy in all three indexes. These advertisements etc. may also contain performance information similar to the foregoing on all prior International Portfolios.

REPORT OF INDEPENDENT ACCOUNTANTS

The Sponsors, Trustee and Holders of Defined Asset Funds Equity Income Fund, Select Ten Portfolio--Winter 1995 International Series (United Kingdom and Hong Kong Portfolios):

We have audited the accompanying statements of condition, including the portfolios, of Defined Asset Funds Equity Income Fund, Select Ten Portfolio--Winter 1995 International Series (United Kingdom and Hong Kong Portfolios) as of January 6, 1995. These financial statements are the responsibility of the Trustee. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. The deposits on January 6, 1995 of letters of credit for the purchase of securities, as described in the statements of condition, were confirmed to us by The Chase Manhattan Bank, N.A., the Trustee. An audit also includes assessing the accounting principles used and significant estimates made by the Trustee, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Defined Asset Funds Equity Income Fund, Select Ten Portfolio--Winter 1995 International Series (United Kingdom and Hong Kong Portfolios), at January 6, 1995 in conformity with generally accepted accounting principles.

Deloitte & Touche LLP
New York, N.Y.
January 6, 1995

DEFINED ASSET FUNDS EQUITY INCOME FUND
SELECT TEN PORTFOLIO--WINTER 1995 INTERNATIONAL SERIES
(UNITED KINGDOM AND HONG KONG PORTFOLIOS)
STATEMENTS OF CONDITION AS OF INITIAL DATE OF DEPOSIT, JANUARY 6, 1995

<TABLE><CAPTION>

<S>	UNITED KINGDOM PORTFOLIO <C>	HONG KONG PORTFOLIO <C>
TRUST PROPERTY		
Investment in Securities:		
Contracts to purchase underlying Securities(1)....................................	$ 302,977.66	$ 300,707.80
LIABILITY AND INTEREST OF HOLDERS		
Liability--		
Payment of deferred portion of sales charge(2)...	$ 5,355.67	$ 5,315.54
Interest of Holders--		
Units of fractional undivided interest outstanding (United Kingdom Portfolio--306,038 Units; Hong Kong Portfolio--303,745 Units):		
Cost to investors(3)...	$ 306,038.00	$ 303,745.00
Gross underwriting commissions(4)...	(8,416.01)	(8,352.74)
Net amount applicable to investors..	$ 297,621.99	$ 295,392.26

Total	$ 302,977.66	$ 300,707.80

</TABLE>

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(1) Aggregate cost to each Portfolio of the Securities listed under Portfolios is based on the U.S. dollar offering side value (computed on the basis of the offer side value of the relevant exchange rate), as determined by the Trustee at the Evaluation Time, on the Initial Date of Deposit on the basis set forth above under Public Sale of Units--Public Offering Price. See also the column headed Cost of Securities to Portfolio in U.S. dollars under Portfolios. In connection with contracts to purchase Securities, irrevocable letters of credit in the aggregate amount of $607,592.04 have been deposited with the Trustee for the purchase of $603,685.46 aggregate value of Securities (based on currency exchange rates at the Evaluation Time on the Initial Date of Deposit). The letters of credit have been issued by Banca di Roma, New York Branch, and San Paolo Bank, New York Branch.

(2) Represents the aggregate amount of mandatory distributions of $1.75 per 1,000 Units per month payable on the 1st day of each month from April 1, 1995 through January 1, 1996. Distributions will be made to an account maintained by the Trustee from which the Holders' Deferred Sales Charge obligation to the Sponsors will be satisfied. If Units are redeemed prior to January 1, 1996, the remaining portion of the distribution applicable to such Units will be transferred to such account on the redemption date.

(3) Aggregate public offering price computed on the basis of the aggregate U.S. dollar value of the aggregate underlying Securities (based on the offer side value of the relevant currency exchange rate), as of the Evaluation Time on the Initial Date of Deposit.

(4) Assumes the maximum sales charge per 1,000 Units of 2.75% of the Public Offering Price computed on the basis set forth under Public Sale of Units--Public Offering Price and Underwriters' and Sponsors' Profits.

PORTFOLIO OF DEFINED ASSET FUNDS EQUITY INCOME FUND
SELECT TEN PORTFOLIO--WINTER 1995 INTERNATIONAL SERIES
UNITED KINGDOM PORTFOLIO ON THE INITIAL DATE OF DEPOSIT, JANUARY 6, 1995

<TABLE><CAPTION>

	PORTFOLIO NO. AND NAME OF ISSUER OF SECURITIES CONTRACTED FOR	NUMBER OF SHARES OF COMMON STOCK	PERCENTAGE OF PORTFOLIO(1)	CURRENT ANNUAL DIVIDEND PER SHARE IN U.S. DOLLARS(2)
<S>	<C>	<C>	<C>	<C>
1.	BICC PLC	5,400	9.68%	$ 0.299
2.	Hanson PLC	8,100	10.09	0.184
3.	British Gas PLC	6,200	9.95	0.225
4.	BTR PLC	6,500	10.05	0.214
5.	British Telecommunications PLC	5,100	10.13	0.266
6.	Allied Domecq	3,600	9.98	0.352
7.	Glaxo Holdings PLC	2,900	9.98	0.419
8.	Blue Circle Industries PLC	7,000	10.12	0.175
9.	The General Electric Company PLC	7,100	10.10	0.170
10.	National Westminster Bank PLC	3,900	9.92	0.301
			100.00%	

<CAPTION>

	PRICE PER SHARE TO PORTFOLIO IN U.S. DOLLARS	COST OF SECURITIES TO PORTFOLIO IN U.S. DOLLARS(3)	CURRENT DIVIDEND YIELD(4)
<S>	<C>	<C>	<C>
1.	$ 5.436	$ 29,354.91	5.50%
2.	3.774	30,571.05	4.88
3.	4.861	30,140.82	4.63
4.	4.683	30,438.25	4.57
5.	6.019	30,694.52	4.42
6.	8.403	30,249.54	4.19
7.	10.422	30,223.14	4.02
8.	4.380	30,659.58	4.00
9.	4.310	30,601.33	3.94
10.	7.704	30,044.52	3.91
		$ 302,977.66	

</TABLE>

NOTES

(1) Based on Cost of Securities to Portfolio in U.S. Dollars.

(2) Based on the most recent interim and final dividends declared, converted into U.S. dollars at the offer side of the exchange rate at the Evaluation Time on the Initial Date of Deposit. There can be no assurance that future dividend payments, if any, will be maintained in an amount equal to the dividend listed above.

(3) Valuation by the Trustee made on the basis of closing sale prices at the Evaluation Time on the Initial Date of Deposit, converted into U.S. dollars at the offer side of the exchange rate at the Evaluation Time on the Initial Date of Deposit.

(4) Current Dividend Yield for each Security was generally calculated by adding together the most recent interim and final dividends declared on that Security and dividing the result by the market value of the Security as of the close of trading on January 6, 1995.

The Securities were acquired on January 6, 1995 and are represented entirely by contracts to purchase the Securities. Any of the Sponsors may have acted as underwriters, managers or comanagers of a public offering of the Securities in this Portfolio during the last 3 years. Affiliates of the Sponsors may serve as specialists in the Securities in this Portfolio on one or more stock exchanges and may have a long or short position in any of these stocks or in options on any of these stocks, and may be on the opposite side of public orders executed on the floor of an exchange where the Securities are listed. An officer, director or employee of any of the Sponsors may be an officer or director of one or more of the issuers of the Securities in the Portfolio. A Sponsor may trade for its own account as an odd-lot dealer, market maker, block positioner and/or arbitrageur in any securities or options relating thereto. Any Sponsor, its affiliates, directors, elected officers and employee benefits programs may have either a long or short position in any Security or option relating thereto.

PORTFOLIO OF DEFINED ASSET FUNDS EQUITY INCOME FUND
SELECT TEN PORTFOLIO--WINTER 1995 INTERNATIONAL SERIES
HONG KONG PORTFOLIO ON THE INITIAL DATE OF DEPOSIT, JANUARY 6, 1995

<TABLE><CAPTION>

	PORTFOLIO NO. AND NAME OF ISSUER OF SECURITIES CONTRACTED FOR	NUMBER OF SHARES OF COMMON STOCK	PERCENTAGE OF PORTFOLIO(1)	CURRENT ANNUAL DIVIDEND PER SHARE IN U.S. DOLLARS(2)
<S>	<C>	<C>	<C>	<C>
1.	Oriental Press Group Ltd.	70,000	9.91%	$ 0.037
2.	Henderson Land Development Co., Ltd.	7,000	10.27	0.336
3.	South China Morning Post (Holdings) Ltd.*	54,000	10.66	0.039
4.	Hysan Development Co., Ltd.	16,000	9.79	0.119
5.	Hang Lung Development Co., Ltd.	22,000	9.82	0.084
6.	Hopewell Holdings Ltd.	38,000	9.70	0.048
7.	Amoy Properties Ltd.	33,500	9.63	0.053
8.	Shun Tak Holdings Ltd.	46,000	10.27	0.041
9.	New World Development Co., Ltd.	12,000	9.81	0.137
10.	Hong Kong Electric Holdings Ltd.	11,500	10.14	0.121
			100.00%	

<CAPTION>

	PRICE PER SHARE TO PORTFOLIO IN U.S. DOLLARS	COST OF SECURITIES TO PORTFOLIO IN U.S. DOLLARS(3)	CURRENT DIVIDEND YIELD(4)
<S>	<C>	<C>	<C>
1.	$ 0.426	$ 29,809.14	8.69%
2.	4.413	30,893.11	7.61
3.	0.594	32,054.51	6.57
4.	1.839	29,422.01	6.47
5.	1.342	29,525.25	6.26
6.	0.768	29,176.83	6.25
7.	0.865	28,963.91	6.13
8.	0.671	30,867.30	6.11
9.	2.458	29,499.44	5.57
10.	2.652	30,496.30	4.56

$ 300,707.80

</TABLE>

NOTES

* To be included in the Hang Seng Index as of February 28, 1995.

(1) Based on Cost of Securities to Portfolio in U.S. dollars.

(2) Based on the most recent interim and final dividends declared converted into U.S. dollars at the offer side value of the exchange rate at the Evaluation Time on the Initial Date of Deposit. There can be no assurance that future dividend payments, if any, will be maintained in an amount equal to the dividend listed above.

(3) Valuation by the Trustee made on the basis of closing sale prices at the Evaluation Time on the Initial Date of Deposit, converted into U.S. dollars at the offer side of the exchange rate at the Evaluation Time on the Initial Date of Deposit.

(4) Current Dividend Yield for each Security was calculated by adding together the most recent interim and final dividends declared on that Security and dividing the result by the market value of that Security as of the close of trading on January 6, 1995.

The Securities were acquired on January 6, 1995 and are represented entirely by contracts to purchase the Securities. Any of the Sponsors may have acted as underwriters, managers or co-managers of a public offering of the Securities in this Portfolio during the last 3 years. Affiliates of the Sponsors may serve as specialists in the Securities in this Portfolio on one or more stock exchanges and may have a long or short position in any of these stocks or in options on any of these stocks, and may be on the opposite side of public orders executed on the floor of an exchange where the Securities are listed. An officer, director or employee of any of the Sponsors may be an officer or director of one or more of the issuers of the Securities in the Portfolio. A Sponsor may trade for its own account as an odd-lot dealer, market maker, block positioner and/or arbitrageur in any Securities or options relating thereto. Any Sponsor, its affiliates, directors, elected officers and employee benefits programs may have either a long or short position in any Security or option relating thereto.

DEFINED ASSET FUNDS EQUITY INCOME FUND
SELECT TEN PORTFOLIO--WINTER 1995 INTERNATIONAL SERIES
UNITED KINGDOM AND HONG KONG PORTFOLIOS

FUND STRUCTURE

This International Series (the 'Fund') of Equity Income Fund, Select Ten Portfolio consists of two unit investment trusts, the United Kingdom Portfolio and the Hong Kong Portfolio, created under New York law by Trust Indentures (the 'Indentures') among the Sponsors and the Trustee. This Prospectus summarizes various provisions of the Indentures, but each statement herein is qualified in its entirety by reference to the Indentures. On the date of this Prospectus (the 'Initial Date of Deposit') the Sponsors, acting as managers for the underwriters named under Underwriting Account, deposited the underlying Securities with the Trustee at a price equal to the aggregate value of the Securities on that date as determined by the Trustee, converted into U.S. dollars at the offer side value of the applicable exchange rate, and the Trustee delivered to the Sponsors units of interest ('Units') representing the entire ownership of each Portfolio. Except as otherwise indicated under each Portfolio (the 'Portfolios'), the Securities so deposited were represented by purchase contracts assigned to the Trustee together with an irrevocable letter or letters of credit issued by a commercial bank or banks in the amount necessary to complete the purchase thereof.

The Portfolios contain common stocks in the Financial Times Industrial Ordinary Share Index ('FT Index') and the Hang Seng Index (which are unaffiliated with the Sponsors) having the highest dividend yield two business days prior to the Initial Date of Deposit ('Strategy Stocks'). As used herein, the term 'Highest Dividend Yield' means the yield for each Security calculated by adding the most recent interim and final dividends declared on the Security and dividing the result by the market value of that Security two business days prior to the Initial Date of Deposit. This rate is historical, and there is no assurance that any dividends will be declared or paid in the future on the Securities in the Fund. As used herein, the term 'Securities' means the common stocks initially deposited in the Portfolios and described in the Portfolios and any additional common stocks acquired and held in the Portfolios pursuant to the provisions of the Indenture (see Description of the Fund--The Portfolios; Administration of the Fund--Portfolio Supervision).

With the deposit of the Securities in the Portfolios on the Initial Date of Deposit, the Sponsors established a proportionate relationship among the number of shares of each stock deposited in each Portfolio. During the 90-day period following the Initial Date of Deposit, the Sponsors may deposit additional Securities ('Additional Securities'), contracts to purchase Additional Securities or cash (or a bank letter of credit in lieu of cash) with instructions to purchase Additional Securities in order to create new Units, maintaining to the extent practicable the original proportionate relationship among the number of shares of each stock in each Portfolio. It may not be possible to maintain the exact original proportionate relationship among the Securities deposited on the Initial Date of Deposit because of, among other reasons, purchase requirements, changes in prices or unavailability of Securities. Units may be continuously offered to the public by means of this Prospectus (see Public Sale of Units--Public Distribution) resulting in a potential increase in the number of Units outstanding. Any deposits of Additional Securities subsequent to the 90-day period following the Initial Date of Deposit must replicate exactly the proportionate relationship among the number of shares of each Security in the Portfolio at the end of the initial 90-day period, subject to certain events as discussed under Administration of the Fund--Portfolio Supervision.

The holders of record ('Holders') of Units will have the right to have their Units redeemed (see Redemption) at a U.S. dollar price computed as set forth under Redemption--Computation of Redemption Price per Unit ('Redemption Price per Unit') if they cannot be sold in the over-the-counter market which the Sponsors propose to maintain (see Market for Units). Redemptions will be made in cash or in Securities ('in kind') (see Redemption). On the Initial Date of Deposit each Unit of a Portfolio represented the fractional undivided interest in the Securities and net income of the Portfolio set forth under Investment Summary.

The Fund may be an appropriate medium for investors who desire to participate in a portfolio of common stocks of foreign issuers with greater diversification than they might be able to acquire individually.

RISK FACTORS

An investment in Units should be made with an understanding of the risks inherent in an investment in equity securities of foreign issuers, including the risk that the financial condition of the issuers of the Securities may become impaired or that the general condition of the relevant stock market may worsen (both of which may contribute directly to a decrease in the value of the Securities and thus in the value of the Units) or the risk that holders of common stocks have a right to receive payments from the issuers of those stocks that is generally inferior to that of creditors of, or holders of debt obligations issued by, the issuers and that the rights of holders of common stocks generally rank inferior to the rights of holders of preferred stock, as well as the risk that the value of a Portfolio and hence of Units will decline with changes in the exchange rate for the relevant currency. Common stocks may be especially susceptible to general stock market movements and to volatile increases and decreases in value as market confidence in and perceptions of the issuers change. These perceptions are based on unpredictable factors including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction, and global or regional political, economic or banking crises.

Holders of common stocks incur more risk than holders of preferred stocks and debt obligations because common stockholders, as owners of the entity, have generally inferior rights to receive payments from the issuer in comparison with the rights of creditors of, or holders of debt obligations or preferred stocks issued by the issuer. Holders of common stocks of the type held by the Portfolios have a right to receive dividends only when and if, and in the amounts, declared by the issuer's board of directors and to participate in amounts available for distribution by the issuer only after all other claims on the issuer have been paid or provided for. By contrast, holders of preferred stocks have the right to receive dividends at a fixed rate when and as declared by the issuer's board of directors, normally on a cumulative basis, but do not participate in other amounts available for distribution by the issuing corporation. Cumulative preferred stock dividends must be paid before common stock dividends and any cumulative preferred stock dividend omitted is added to future dividends payable to the holders of cumulative preferred stock. Preferred stocks are also entitled to rights on liquidation which are senior to those of common stocks. Moreover, common stocks do not represent an obligation of the issuer and therefore do not offer any assurance of income or provide the degree of protection of capital provided by debt securities. Indeed, the issuance of debt securities or even preferred stock will create prior claims for payment of principal, interest, liquidation preferences and dividends which could adversely affect the ability and inclination of the issuer to declare or pay dividends on its common stock or the rights of holders of common stock with respect to assets of the issuer upon liquidation or bankruptcy. Further, unlike debt securities which typically have a stated principal amount payable at maturity (whose value, however, will be subject to market fluctuations prior thereto), common stocks have neither a fixed principal amount nor a maturity and have values which are subject to market fluctuations for as long as the stocks remain outstanding. The value of the Securities in a Portfolio thus may be expected to fluctuate over the entire life of that Portfolio to values higher or lower than those prevailing on the Initial Date of Deposit. Any monies allocated to the purchase of a Security will generally be held for the purchase of the Security. However, a Portfolio may not be able to buy all the Securities at the same time because of unavailability of a Security, any restrictions applicable to the Fund relating to the purchase of the Security by reason of the federal securities laws or otherwise.

Investors should note that additional Units may be offered to the public. This may have an effect upon the value of previously existing Units. To create additional Units the Sponsors may deposit cash with instructions to purchase Additional Securities (or a bank letter of credit in lieu of cash). To the extent the price of a Security or the relevant currency exchange rate increases or decreases between the time cash is deposited with instructions to purchase the Security and the time the cash is used to purchase the Security, Units will represent less or more of that Security and more or less of the other Securities in the Portfolio. Holders will be at risk because of price and currency fluctuations during this period since if the price of shares of a Security increases, Holders will have an interest in fewer shares of that Security, and if the price of a Security decreases, Holders will have an interest in more shares of that Security, than if the Security had been purchased on the date cash was deposited with instructions to purchase the Security. In order to minimize these effects, Securities will be purchased as close as possible to the relevant Evaluation Time or at prices as close as possible to the prices used to evaluate the Portfolios at the relevant Evaluation Time. For this reason, Securities for the United Kingdom Portfolio and the Hong Kong Portfolio may be purchased on securities exchanges other than the London Stock Exchange and Hong Kong Exchange, respectively. In addition, brokerage fees incurred in purchasing Securities with cash deposited with instructions to purchase the Securities will be an expense of the relevant Portfolio. Thus, price and currency fluctuations during this period and payment of any brokerage fees by a Portfolio will affect the value of every

Holder's Units and the income per Unit. In particular, Holders who purchase Units during the primary offering period of the Units would experience a dilution of their investment as a result of any brokerage fees paid by a Portfolio on purchase of additional Securities with cash deposited with instructions to purchase Securities.

As it is anticipated that Securities generally will not be sold to pay the Deferred Sales Charge until after the last Deferred Sales Charge Payment Date, Holders also will be at risk with respect to changes in the market value of Securities between the accrual of each monthly deferred sales charge installment and the sale of Securities to satisfy this liability.

Foreign Issuers. Investments in funds consisting partially or entirely of securities of foreign issuers involve investment risks that are different in some respects from an investment in a fund that invests partially or entirely in securities of domestic issuers. Those investment risks include future political and economic developments and the possible establishment of exchange controls or other governmental restrictions which might adversely affect the payment or receipt of payment of dividends on the relevant Securities. In addition, for the foreign issuers that are not subject to the reporting requirements of the Securities Exchange Act of 1934, there may be less publicly available information than is available from a domestic issuer. Also, foreign issuers are not necessarily subject to uniform accounting, auditing and financial reporting standards, practices and requirements such as those applicable to domestic issuers.

Securities issued by non-U.S. issuers generally pay dividends in foreign currencies, and are principally traded in foreign currencies. Therefore, there is a risk that the United States dollar value of these Securities will vary with fluctuations in the United States dollar foreign exchange rates for the relevant currencies.

Foreign Exchange Rates. A Portfolio of securities that are principally traded in foreign currencies involves investment risks that are substantially different from an investment in a fund which invests in securities that are principally traded in United States dollars. This is because the United States dollar value of a Portfolio (and hence of the Units) and of the distributions from the Portfolio will vary with fluctuations in the United States dollar foreign exchange rates for the relevant currencies. Most foreign currencies have fluctuated widely in value against the United States dollar for many reasons, including supply and demand of the respective currency, the soundness of the world economy and the strength of the respective economy as compared to the economies of the United States and other countries.

The post-World War II international monetary system was, until 1973, dominated by the Bretton Woods Treaty, which established a system of fixed exchange rates and the convertibility of the United States dollar into gold through foreign central banks. Starting in 1971, growing volatility in the foreign exchange markets caused the United States to abandon gold convertibility and to effect a small devaluation of the United States dollar. In 1973, the system of fixed exchange rates between a number of the most important industrial countries of the world, among them the United States and most Western European countries, was completely abandoned. Subsequently, major industrialized countries have adopted 'floating' exchange rates, under which daily currency valuations depend on supply and demand in a freely fluctuating international market. Many smaller or developing countries have continued to 'peg' their currencies to the United States dollar although there has been some interest in recent years in 'pegging' currencies to 'baskets' of other currencies or to a Special Drawing Right administered by the International Monetary Fund. Since 1983, the Hong Kong dollar has been pegged to the U.S. dollar although there is no guarantee that the Hong Kong dollar will continue to be 'pegged' to the U.S. dollar in the future. In Europe a European Currency Unit ('ECU') has been developed. Currencies are generally traded by leading international commercial banks and institutional investors (including corporate treasurers, money managers, pension funds and insurance companies). From time to time, central banks in a number of countries also are major buyers and sellers of foreign currencies, mostly for the purpose of preventing or reducing substantial exchange rate fluctuations.

Exchange rate fluctuations are partly dependent on a number of economic factors including economic conditions within countries, the impact of actual and proposed government policies on the value of currencies, interest rate differentials between the currencies and the balance of imports and exports of goods and services and transfers of income and capital from one country to another. These economic factors are influenced primarily by a particular country's monetary and fiscal policies (although the perceived political situation in a particular country may have an influence as well--particularly with respect to transfers of capital). Investor psychology may also be an important determinant of currency fluctuations in the short run. Moreover, institutional investors trying to anticipate the future relative strength or weakness of a particular currency may sometimes exercise considerable speculative influence on currency exchange rates by purchasing or selling large amounts of the same currency or currencies. However, over the long term, the currency of a country with a low rate of inflation and a favorable

balance of trade should increase in value relative to the currency of a country with a high rate of inflation and deficits in the balance of trade.

The following table shows fluctuations in the value of the British pound and Hong Kong dollar relative to the United States dollar in the past ten years.

FOREIGN EXCHANGE RATES
RANGE OF FLUCTUATIONS IN FOREIGN CURRENCY

PERIOD	U.S./UNITED KINGDOM POUND STERLING	HONG KONG/U.S. DOLLAR
1985	1.489 - 1.052	7.990 - 7.729
1986	1.555 - 1.377	7.819 - 7.767
1987	1.886 - 1.470	7.822 - 7.751
1988	1.905 - 1.663	7.911 - 7.769
1989	1.831 - 1.495	7.833 - 7.759
1990	1.988 - 1.589	7.818 - 7.737
1991	2.005 - 1.599	7.815 - 7.696
1992	2.011 - 1.490	7.785 - 7.696
1993	1.599 - 1.407	7.783 - 7.707
1994	1.635 - 1.534	7.737 - 7.724

Source: Bloomberg Financial Markets

The Trustee will estimate current exchange rates for the relevant currencies based on activity in the various currency exchange markets. However, since these markets are volatile and are constantly changing, depending on the activity at any particular time of the large international commercial banks, various central banks, large multi-national corporations, speculators and other buyers and sellers of foreign currencies, and since actual foreign currency transactions may not be instantly reported, the exchange rates estimated by the Trustee may not be indicative of the amount in United States dollars the Fund would receive had the Trustee sold any particular currency in the market.

The foreign exchange transactions of a Portfolio may be concluded by the Trustee with foreign exchange dealers acting as principals either on a spot (i.e., cash) buying basis or on a forward foreign exchange basis on the date a Portfolio is entitled to receive the applicable foreign currency. These forward foreign exchange transactions will generally be of as short a duration as practicable and will generally settle on the date of receipt of the applicable foreign currency involving specific receivables or payables of the Portfolio accruing in connection with the purchase and sale of its Securities and income received on the Securities or the sale and redemption of Units. These transactions are accomplished by contracting to purchase or sell a specific currency at a future date and price set at the time of the contract. The cost to the Portfolio of engaging in these foreign currency transactions varies with such factors as the currency involved, the length of the contract period and the market conditions then prevailing. Since transactions in foreign currency exchange are usually conducted on a principal basis, fees or commissions are not normally involved. Although foreign exchange dealers trade on a net basis they do realize a profit based upon the difference between the price at which they are willing to buy a particular currency (bid price) and the price at which they are willing to sell the currency (offer price). The relevant exchange rate used for evaluations of the Securities will include the cost of buying or selling, as the case may be, of any forward foreign exchange contract in the relevant currency to correspond to the requirement that Units when purchased settle on a regular basis and that the Trustee settle redemption requests in United States dollars within seven days.

Exchange Controls. On the basis of the best information available to the Sponsors at the present time none of the Securities, except as indicated under Investment Summary, is subject to exchange control restrictions under existing law which would materially interfere with payment to the Portfolio of amounts due on the Securities either because the particular jurisdictions have not adopted any currency regulations of this type or because the issues qualify for an exemption or the Portfolio, as an extraterritorial investor, has qualified its purchase of the Securities as exempt by following applicable 'validation' or similar regulatory or exemptive procedures. However, there can be no assurance that exchange control regulations might not be adopted in the future which might adversely affect payments to a Portfolio.

In addition, the adoption of exchange control regulations and other legal restrictions could have an adverse impact on the marketability of international securities in the Portfolio and on the ability of the Portfolio to satisfy its obligation to redeem Units tendered to the Trustee for redemption (see Redemption).

Liquidity. Foreign securities generally have not been registered under the Securities Act of 1933 and may not be exempt from the registration requirements of the Act. Sales of non-exempt Securities by a Portfolio in United States securities markets are subject to severe restrictions and may not be practicable. Accordingly, sales of these Securities by a Portfolio will generally be effected only in foreign securities markets. Although the Sponsors do not believe that a Portfolio will encounter obstacles in disposing of the Securities, investors should realize that the Securities may be traded in foreign countries where the securities markets are not as developed or efficient and may not be as liquid as those in the United States. To the extent the liquidity of these markets becomes impaired, however, the value of a Portfolio when responding to a substantial volume of requests for redemption of Units (should redemptions be necessary despite the market making activities of the Sponsors) received at or about the same time could be adversely affected. This might occur, for example, as a result of economic or political turmoil in a country in whose currency a Portfolio had a substantial portion of its assets invested, or should relations between the United States and such foreign country deteriorate markedly. Even though the Securities are listed, the principal trading market for the Securities may be in the over-the-counter market. As a result, the existence of a liquid trading market for the Securities may depend on whether dealers will make a market in the Securities. There can be no assurance that a market will be made for any of the Securities, that any market for the Securities will be maintained or of the liquidity of the Securities in any markets made. In addition, the Portfolio may be restricted under the Investment Company Act of 1940 from selling Securities to any Sponsor. The price at which the Securities may be sold to meet redemptions and the value of a Portfolio will be adversely affected if trading markets for the Securities are limited or absent.

The information set forth below has been extracted from various governmental and private publications, but no representation can be made as to its accuracy; furthermore, no representation is made that any correlation exists between the state of the economy of the United Kingdom and the value of any Securities held by the United Kingdom Portfolio or between the economy of Hong Kong and the value of any Securities held by the Hong Kong Portfolio.

UNITED KINGDOM PORTFOLIO

The Portfolio contains common stocks of British companies engaged in such industries as the building materials industry, the food and beverage industry, the automotive/aviation industry, the transportation industry, engineering, finance and utilities.

The economy of the United Kingdom is focused upon the private services sector, which includes the wholesale and retail sector, banking, finance, insurance, and tourism. Services as a whole account for a majority of the United Kingdom's gross national product and make a significant contribution to the country's balance of payments. London is one of the world's major financial centers, with a substantial part of the business international in nature. The continuance of London as an international financial center is dependent on, among other things, a favorable regulatory regime and its success against foreign competition.

In addition, the United Kingdom is a member of the European Union (the 'EU'), formerly known as the European Community. The 15 nations of the EU are united under a unique framework for policy and administrative action. With its goal of eliminating trade barriers and forming a European single market reached in 1993, the EU has become a powerful trade bloc with a combined population of over 370 million people and an annual gross national product of more than $4 trillion. The EU became a reality with implementation of the Maastricht Treaty on European Union in late 1993. Trade barriers between member states essentially have been eliminated under a system similar to the trading policy between states of the United States. The recent rapid political and social change throughout Europe make the extent and nature of future economic development in the United Kingdom and Europe and the impact of such development upon the value of the Securities in the Portfolio impossible to predict at present. Volatility in oil prices could slow economic development throughout Western Europe; moreover, it is not possible accurately to predict the effect of the current political and economic situation upon the long-term inflation and balance of trade cycles and how these changes would affect the currency exchange rate between the U.S. dollar and the British pound sterling.

THE FINANCIAL TIMES INDUSTRIAL ORDINARY SHARE INDEX (THE 'FT INDEX')

The FT Index began as the Financial News Industrial Ordinary Share Index in London in 1935 and became the Financial Times Industrial Ordinary Share Index in 1947. The following are the stocks currently represented in the FT Index:

Allied Lyons PLC
ASDA Group PLC
BICC PLC
The BOC Group PLC
BTR PLC
Blue Circle Industries PLC
The Boots Company PLC
The British Petroleum Company PLC
British Telecommunications PLC
British Gas PLC
British Airways PLC
Cadbury Schweppes Public Limited Co.
Courtaulds PLC
Forte PLC
The General Electric Company PLC
Glaxo Holdings PLC
Grand Metropolitan PLC
Guest Keen & Nettlefolds (GKN) PLC
Guinness PLC
Hanson PLC
Imperial Chemical Industries PLC
Lucas Industries PLC
Marks & Spencer PLC
National Westminster Bank PLC
Peninsular & Oriental Steam Navigation Company
Reuters Holdings PLC
Royal Insurance Holdings PLC
SmithKline Beecham PLC
Tate & Lyle PLC
Thorn EMI PLC

HONG KONG PORTFOLIO

The Hong Kong Portfolio contains common stocks of companies trading on the Hong Kong Exchange and engaged in such businesses as hotels, property and real estate, textiles, telecommunications and utilities.

Hong Kong

The British colony of Hong Kong, established in the 1840's, is situated on the southern coast of the People's Republic of China ('China'). It is currently a colony of Great Britain, ruled by the British Government with a Governor appointed by the Queen on the advice of the British Government. The Hong Kong government generally follows a laissez-faire policy towards industry. There are no major import, export or foreign exchange restrictions. Regulation of business is generally minimal with certain exceptions, including regulated entry into certain sectors of the economy and a fixed exchange rate regime by which the Hong Kong dollar has been pegged to the U.S. dollar. Over the ten year period between 1983 and 1993, Real Gross Domestic Product increased at an average annual rate of approximately 6%.

Hong Kong Exchange

Formal trading of securities was established in Hong Kong in 1891 when the Association of Stockbrokers in Hong Kong was formed. It was renamed the Hong Kong Stock Exchange in 1914. In 1969, the Far East Exchange was formed, followed by the Kam Ngan Stock Exchange in 1971 and the Kowloon Stock Exchange in 1972. These four exchanges merged to form the Stock Exchange of Hong Kong Ltd. (the 'Hong Kong Exchange') which commenced trading on April 2, 1986. The Hong Kong Exchange, with a total market capitalization as of December 31, 1993 of approximately US$385 billion, is the second largest stock market in Asia, measured by market capitalization, behind that of Japan. As of that date, 477 companies and 891 securities (including ordinary shares, warrants and other derivative instruments) were listed on the Hong Kong Exchange. The Securities and Futures Commission, which was established by the Hong Kong government in May, 1989 in response to the difficulties encountered in Hong Kong's financial markets at the time of the October, 1987 world stock market crash, exercises supervision of the securities, financial investment and commodities futures industry.

The Hang Seng Index is subject to change and delisting of shares of any issuers may have an adverse impact on the performance of the Portfolio. On September 23, 1994 Hang Seng Index Services Limited announced that Jardine Matheson Holdings Ltd. ('Jardine Matheson'), Jardine Strategic Holdings Ltd. ('Jardine Strategic'), Lai Sun Garment (International) Ltd. and Windsor Industrial Corporation Ltd. were delisting from the Hong Kong Stock Exchange as of November 30, 1994 and that three Jardine affiliates (Dairy Farms International Holdings Ltd., Hangkong Land Holdings Ltd. and Manderin Oriental International Ltd. (collectively with Jardine Matheson and Jardine Strategic, the 'Jardine Companies')) were delisting from the Hong Kong Stock Exchange as of February 28, 1995. The Jardine Companies represent almost 10% of total capitalization of the Hang Seng Index. Any future delisting could have an adverse impact on the performance of the Portfolio. Such delisting would not necessarily result in the disposal of the stock of these companies, nor would it prevent the Portfolio from purchasing such Securities in connection with the issuance of Additional Units or the purchase of Additional Securities (see Administration of the Fund--Portfolio Supervision).

Volatility of the Hang Seng Index

Securities prices on the Hang Seng Index can be highly volatile and are sensitive to developments in Hong Kong and China, as well as other world markets. For example, in 1989, the Hang Seng Index rose to 3,310 in May

from its previous year-end level of 2,687 but fell to 2,094 in early June following the events at Tiananmen Square. The Hang Seng Index gradually climbed in subsequent months but fell by 181 points on October 13, 1989 (approximately 6.5%) following a substantial fall in the U.S. stock markets, and at the year end closed at a level of 2,837. Also, during 1994 the Hang Seng Index lost approximately 31% of its value.

The following table demonstrates the volatility of the Hang Seng Index in comparison to that of the FT Index and the Dow Jones Industrial Average by showing for each index, the number of trading days during the period from January 1, 1989 through March 31, 1994, on which the value of the index in local currency gained or lost 1%, 2% and 3% of its value as of the previous trading day.

<TABLE>
<CAPTION>

PERCENTAGE GAINS OR LOSSES IN VALUE OF INDEX	NUMBER OF TRADING DAYS WITH GAINS OR LOSSES SHOWN HANG SENG INDEX	FT INDEX	DOW JONES INDUSTRIAL AVERAGE
<S>	<C>	<C>	<C>
1%...............	532	364	251
2%...............	194	39	35
3%...............	74	12	10

</TABLE>

Previous performance is no guarantee of future results; any index may display more or less volatility in the future. However, additional factors which may cause added volatility of the Hang Seng Index include, but are not limited to, those discussed below. (See Additional Hong Kong Risk Factors below.)

Hong Kong Real Estate Companies

The Hong Kong Portfolio is considered to be concentrated in common stocks of companies engaged in real estate asset management, development, leasing, property sales and other related activities. Investment in securities issued by these real estate companies should be made with an understanding of the many factors which may have an adverse impact on the credit quality of the particular company or industry. Generally, these include economic recession, the cyclical nature of real estate markets, competitive overbuilding, unusually adverse weather conditions, changing demographics, changes in governmental regulations (including tax laws and environmental, building, zoning and sales regulations), increases in real estate taxes or costs of material and labor, the inability to secure performance guarantees or insurance as required, the unavailability of investment capital and the inability to obtain construction financing or mortgage loans at rates acceptable to builders and purchasers of real estate. Additional risks include an inability to reduce expenditures associated with a property (such as mortgage payments and property taxes) when rental revenue declines, and possible loss upon foreclosure of mortgaged properties if mortgage payments are not paid when due.

Recently, in the wake of Chinese economic development and reform, certain Hong Kong real estate companies and other investors began purchasing and developing real estate in southern China, including Beijing, the Chinese capital. By 1992, however, southern China began to experience a rise in real estate prices and construction costs, a growing supply of real estate and a tightening of credit markets. Any worsening of these conditions could affect the profitability and financial condition of Hong Kong real estate companies and could have a materially adverse effect on the value of the Hong Kong Portfolio. Hong Kong real estate companies also could be materially adversely affected by other factors, including those discussed below (see Additional Hong Kong Risk Factors below).

Additional Hong Kong Risk Factors

Hong Kong's Reversion to Chinese Sovereignty. In December, 1984, Great Britain and China signed an agreement (the 'Sino-British Accord') under which Hong Kong will revert to Chinese sovereignty effective July 1, 1997. Although China has committed by treaty to preserve for 50 years the economic and social freedoms currently enjoyed in Hong Kong, the continuation of the economic system in Hong Kong after the reversion will be dependent on the Chinese government. For example, Christopher Patten, who assumed office as British Governor of Hong Kong in June, 1992, has proposed increased democratization of Hong Kong's legislature. In response, China declared that all contracts negotiated by the current Hong Kong government with the private sector would be void upon the reversion to Chinese sovereignty, unless specifically approved by China. Any increase in uncertainty as to the future economic status of Hong Kong could have a materially adverse effect on the value of the Hong Kong Portfolio.

Most Favored Nation Status. China (like most other nations) currently enjoys a most favored nation status ('MFN Status') from the United States, which is subject to annual review by the President of the United States. One June 2, 1994, President Clinton signed an executive order which renewed China's MFN Status for another

year. Revocation of the MFN Status would have a severe effect on China's trade and thus could have a materially adverse effect on the value of the Hong Kong Portfolio.

Other Economic Factors. The performance of certain companies listed on the Hong Kong Exchange is linked to the economic climate of China. For example, between 1985 and 1990, Hong Kong businesses invested US$20 billion in the nearby Chinese province of Guangdong to take advantage of the lower property and labor costs than were available in Hong Kong. Recently, however, high economic growth in this area (industrial production grew at an annual rate of about 20% in 1991, 24% in 1992 and 36.5% in 1993) has been associated with rising inflation and concerns about the devaluation of the Chinese currency. In addition, in 1991 China and Hong Kong announced the construction of a new airport on Lantau Island, together with an expansion of the port facilities, to be worth an estimated HK$127 billion and scheduled for completion around 1997. Any downturn in economic growth or increase in the rate of inflation in China could have a materially adverse effect on the value of the Hong Kong Portfolio.

THE HANG SENG INDEX

The Hong Kong Portfolio was chosen on the basis of the application of the Strategy to those stocks that will comprise the Hang Seng Index as of February 28, 1995. These stocks are:

Amoy Properties Ltd.
Bank of East Asia Ltd.
Cathay Pacific
Cheung Kong
China Light & Power Co.
Citic Pacific
Great Eagle Holdings
Guangdong Investment Ltd.
Hang Lung Development Company
Hang Seng Bank
Henderson Land Development
Hong Kong Aircraft Engineering
Hong Kong Electric
Hong Kong and China Gas
Hong Kong and Shanghai Hotels
Hong Kong Telecommunications
Hopewell Holdings
HSBC Holdings PLC
Hutchison Whampoa
Hysan Development Company
Johnson Electric Holdings Ltd.
Miramar Hotel & Investment
New World Dev.
Oriental Press Group Ltd.
Shangri-La Asia Ltd.*
Shun Tak Holdings Limited
Sino Land Co. Ltd.*
South China Morning Post (Holdings)*
Sun Hung Kai Properties
Swire Pacific (A)
TV Broadcasts
Wharf Holdings
Wheelock & Co.

LITIGATION AND LEGISLATION

At any time after the Initial Date of Deposit, litigation may be initiated on a variety of grounds, or legislation may be enacted, with respect to the Securities in the Portfolios or the issuers of the Securities. Changing approaches to regulation may have a negative impact on certain companies represented in the Portfolios. There can be no assurance that future litigation, legislation, regulation or deregulation will not have a material adverse effect on the Portfolios or will not impair the ability of the issuers of the Securities to achieve their business goals.

DESCRIPTION OF THE FUND

THE STRATEGY

Today's global marketplace offers many opportunities. Defined Asset Funds can make some of them available to investors by applying the Select Ten Strategy to create International Portfolios designed to yield a higher total return by investing in economies of selected countries. Global markets can move in different directions. While some markets may be experiencing rapid growth, others, at the same time, may be in a temporary decline. This growth is reflected in the performance of the Hang Seng and Financial Times Indexes. The companies represented are among the most highly capitalized in Hong Kong and the United Kingdom, respectively.

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* On September 23, 1994 Hang Seng Index Services Limited announced that as of February 28, 1995 this company would be included as one of the 33 stocks in the Hang Seng Index.

Simple strategies can sometimes be the most effective. Historically, common stocks have outperformed most other classes of investments over the long-term. To outperform a stock market is more difficult. The United Kingdom Portfolio and the Hong Kong Portfolio seek a higher total return than the FT Index and the Hang Seng Index, respectively, by acquiring the ten stocks in each Index with the highest dividend yield two business days prior to the Initial Date of Deposit and holding them for about one year. There can be no assurance that the dividend rates will be maintained. Reduction or elimination of a dividend could adversely affect the stock price as well. Purchasing a portfolio of these stocks as opposed to one or two can achieve a more diversified holding. For each

Portfolio the investor need only make one investment decision instead of ten, and Holders receive two semi-annual dividends instead of 20. This strategy avoids the need for the investor to determine when to buy and sell individual stocks. Investors also benefit from the reduced commissions and institutional prices available to the Fund. An investment in the Fund can be cost-efficient. Investment in a number of established stocks having high dividends relative to their stock prices (usually because their stock prices are depressed) is designed to increase a Portfolio's potential for higher return. Each Select Ten Portfolio seeks to outperform the related Index by following this simple investment strategy, based on three time-tested investment principles: time in the market is more important than timing the market; the stocks to buy are the ones everyone else is selling; and dividends can be an important part of total return. Each Portfolio's return will consist of a combination of capital appreciation and current dividend income. Each Portfolio will terminate in about one year, when investors may choose to either receive the distribution in cash or reinvest in a Winter 1996 International Portfolio (if available) at a reduced sales charge.

THE PORTFOLIOS

The Fund contains two separate fixed diversified portfolios of ten common stocks in the FT Index and ten common stocks in the Hang Seng Index, respectively (see Fund Structure). Each Security in a Portfolio was selected on the basis of the composition of the related Index as of two business days prior to the Initial Date of Deposit after giving effect to any forthcoming changes in the Index announced prior to that date. A Portfolio will not be changed to reflect any changes in the composition of the related Index announced subsequent to the Initial Date of Deposit.

Each Portfolio consists of the Securities (or contracts to purchase the Securities) listed under the relevant Portfolio (including any Additional Securities deposited in connection with the sale of additional Units to the public as described under Fund Structure above) as long as they may continue to be held from time to time in a Portfolio together with accrued and undistributed income therefrom and undistributed and uninvested cash realized from the disposition of Securities. Neither the Sponsors nor the Trustee shall be liable in any way for any default, failure or defect in any of the Securities. However, should any contract deposited hereunder (or to be deposited in connection with the sale of additional Units) fail (a 'Failed Security'), the Sponsors are authorized under the Indenture to acquire replacement Securities. If replacement Securities are not acquired, the Sponsors shall, on or before the next following Distribution Day, cause to be refunded the attributable sales charge, plus the attributable Cost of Securities to Portfolio listed under Portfolio (converted into U.S. dollars at the best spot buying exchange rate offered to the Trustee on the relevant date). (See Administration of the Fund--Portfolio Supervision.)

Each Indenture authorizes the Sponsors to increase the size and the number of Units of a Portfolio by the deposit of Additional Securities and the issue of a corresponding number of additional Units subsequent to the Initial Date of Deposit; provided that the original relationship among the number of shares of each of the Securities is maintained subject to certain events. Also, Securities may be sold under certain circumstances. (See Redemption; Administration of the Fund--Portfolio Supervision). As a result, the aggregate value of the Securities in the Portfolios will vary over time.

Because each Portfolio of Defined Funds is a portfolio of preselected securities, purchasers know in advance what they are investing in. Of course, the Portfolios will change somewhat over time as Additional Securities are deposited, or as Securities are sold to meet redemptions and in the limited other circumstances described below. However, since the Portfolios will remain relatively fixed, there are no management fees.

Defined equity funds offer investors a simple and convenient way to participate in the equity markets. By purchasing equity income funds, investors not only avoid the problem of selecting securities by themselves, but also gain the advantage of diversification by investing in securities of several different issuers, selected by experienced buyers and market analysts.

Each Portfolio is divided into units, representing equal shares of underlying assets. On the Initial Date of Deposit each Unit represented the fractional undivided interest in the Securities plus net income of the relevant Portfolio set forth under the Investment Summary. Thereafter, if any Units are redeemed by the Trustee, the aggregate value of Securities will be reduced by amounts allocable to redeemed Units, and the fractional undivided interest represented by each Unit in the balance will be increased. However, if additional Units are issued, the aggregate value of Securities will be increased by amounts allocable to additional Units, and the fractional undivided interest represented by each Unit in the balance will be decreased. Units will remain outstanding until redeemed upon tender to the Trustee by any Holder (which may include the Sponsors) or until the termination of the Indenture (see Redemption; Termination).

INCOME AND DISTRIBUTIONS

The net annual U.S. dollar income per Unit that is earned by a Portfolio is determined by subtracting from the annual dividend income of the Securities received by the Portfolio the annual expenses (total applicable custodial fees and certain other costs associated with foreign trading, annual Trustee's, Sponsors' and administrative fees and expenses) and dividing by the number of Units outstanding. The net annual U.S. dollar income per Unit will depend upon the amount of dividends declared and paid by the issuers of the Securities, fluctuations in the relevant U.S. dollar exchange rates, and sales of Securities and the purchase of additional Securities (recognizing, however, that the sale or purchase of Securities by itself should have a minimal effect on income per Unit because each Unit will continue to represent a fractional undivided interest in the same number of shares of Securities of the same issuers).

Record Days and Distribution Days are set forth under the Investment Summary. U.S. Dollar dividend income per Unit received by the Fund and available for distribution as of the next preceding Record Day will be distributed on or shortly after each Distribution Day to the Holders of record on the preceding Record Day (see Administration of the Fund--Accounts and Distributions). Further, because dividends on the Securities are not necessarily received by the Fund at a constant rate throughout the year or at a time that precedes or coincides with a Record Day, any distribution may be more or less than the amount credited to the Income Account as of the Record Day. Holders who roll over their Units will not receive the final distribution upon termination of the Fund on the Mandatory Termination Date as set forth under the Investment Summary. (See Special Redemption, Liquidation and Investment in New Portfolio.) Upon receipt of dividend payments, the Trustee will hold the sum in the Income Account until the following Distribution Day.

TAXES

The following discussion addresses only the tax consequences of Units held as capital assets by U.S. Holders and does not address the tax consequences of Units held by dealers, financial institutions or insurance companies.

As used herein, the term 'U.S. Holder' means an owner of a Unit in the United Kingdom Portfolio or the Hong Kong Portfolio (each, a 'Trust') that (a) is (i) for United States federal income tax purposes a citizen or resident of the United States, (ii) a corporation, partnership or other entity created or organized in or under the laws of the United States or of any political subdivision thereof, or (iii) an estate or trust the income of which is subject to United States federal income taxation regardless of its source or (b) is not a U.S. Holder under (a) and whose income from a Unit is effectively connected with such Holder's conduct of a United States trade or business. The term also includes certain former citizens of the United States whose income and gain on the Units will be taxable.

In the opinion of Davis Polk & Wardwell, special counsel for the Sponsors, under existing law:

The Trusts are not associations taxable as corporations for federal income tax purposes, and income received by the Trusts will be treated as income of the Holders in the manner set forth below.

Each Holder of Units of a Trust will be considered the owner of a pro rata portion of each Security in the Trust under the grantor trust rules of Sections 671-679 of the Internal Revenue Code of 1986, as amended (the 'Code'). The total cost (in U.S. dollars) to a Holder of his Units, including sales charges, is allocated among his pro rata portion of each Security, in proportion to the fair market values thereof on the date the Holder purchases his Units, in order to determine his tax cost (in U.S. dollars) for his pro rata portion of each Security.

Provided a Holder holds Units on the record date for dividends on the underlying Securities held by the Trust, each Holder of Units of a Trust will be considered to have received all of the dividends paid on his pro rata portion of each Security when such dividends are received by the Trust regardless of whether such dividends are

used to pay a portion of the deferred sales charge. Holders will be taxed in this manner regardless of whether distributions from a Portfolio are actually received by the Holder or are automatically reinvested (see Reinvestment Plan). The amount of the dividend payment will be the U.S. dollar value based on the exchange rate in effect on the date the dividend payment is received by the Trust. Dividends considered to have been received by a Holder will not qualify for the dividends-received deduction for corporate Holders because the dividends-received deduction is only available for dividends received from domestic corporations. Notwithstanding the fact that, as stated below under 'United Kingdom Taxation', it is unclear whether in practice U.S. Holders of

Units will be able to obtain a refund of any amount of U.K. taxes pursuant to the U.S.-U.K. double tax convention (the 'Treaty'), the United Kingdom Portfolio (the 'U.K. Trust') will report as gross income earned by Holders of Units their pro rata share of dividends received by the Trust as well as their pro rata share of the associated Tax Credit Amount (as defined below under 'United Kingdom Taxation'). Those U.S. Holders who hold Units on the relevant record date for dividends on the underlying Securities held by the U.K. Trust should be entitled to either a credit or a deduction for foreign taxes payable with respect to such dividend payments. In addition, IRAs and other plans addressed below under 'Retirement Plans' should note that they are not eligible to claim any Treaty Payment (as defined below) pursuant to the Treaty.

An individual Holder who itemizes deductions will be entitled to deduct his pro rata share of fees and expenses paid by the Trust only to the extent that this amount together with the Holder's other miscellaneous deductions exceeds 2% of his adjusted gross income.

The Holder's basis in his Units will be equal to the cost of his Units, including the initial sales charge. A portion of the sales charge is deferred until the termination of the Fund or the redemption of the Units. The proceeds received by a Holder upon such event will reflect deduction of the deferred amount (the 'Deferred Sales Charge'). The annual statement and the relevant tax reporting forms received by Holders will reflect the actual amounts paid to them, net of the Deferred Sales Charge. Accordingly, Holders should not increase their basis in their Units by the Deferred Sales Charge amount.

A pro rata distribution of Securities by the Trustee to a Holder (or to his agent, including the Distribution Agent) upon redemption of Units (or an exchange of Units for Securities by the Holder with the Sponsor) will not be a taxable event to the Holder or to other Holders. The redeeming or exchanging Holder's basis for such Securities will be equal to his basis for the same Securitites (previously represented by his Units) prior to such redemption or exchange, and his holding period for such Securities will include the period during which he held his Units. A Holder will have a taxable gain or loss (measured in U.S. dollars based on the exchange rate at the time of disposition), which will be a capital gain or loss, when the Holder (or his agent, including the Distribution Agent) sells the Securities so received in redemption for cash, when a redeeming or exchanging Holder receives cash in lieu of fractional shares, when the Holder sells his Units for cash or when the Trustee sells the Securities from the Trust. However, to the extent a Rollover Holder invests his redemption proceeds in units of the Winter 1996 International Series, such Holder generally will not be entitled to a deduction for any losses recognized upon the disposition of any Securities to the extent that such Holder is considered the owner of substantially identical securities under the grantor trust rules described above as applied to such Holder's ownership of units in the Winter 1996 International Series, if such substantially identical securities are acquired within a period ending 30 days after such disposition. Capital gains are generally taxed at the same rate as ordinary income. However, the excess of net long-term capital gains over net short-term capital losses may be taxed at a lower rate than ordinary income for certain noncorporate taxpayers. A capital gain or loss is long-term if the asset is held for more than one year and short-term if held for one year or less. Therefore, such lower rate will be unavailable to those non-corporate holders who, as of the Mandatory Termination Date (or earlier termination of the Fund), have held their Units for less than a year and a day. Similarly, with respect to noncorporate Rollover Holders, this lower rate will be unavailable if, as of the beginning of the Special Redemption and Liquidation Period, such Rollover Holders have held their Units for less than a year and a day. The deduction of capital losses is subject to limitations.

Under the income tax laws of the State and City of New York, the Trusts are not associations taxable as corporations and the income of the Trusts will be treated as the income of the Holders in the same manner as for Federal income tax purposes.

The foregoing discussion relates only to the tax treatment of U.S. Holders with regard to Federal and certain aspects of New York State and City income taxes. Holders may be subject to taxation in New York or in other jurisdictions and should consult their own tax advisors in this regard.

* * *

The foregoing discussion relates only to U.S. Holders (as defined above). Since both Trusts hold Securities of non-U.S. issuers, it is expected that income earned by Holders of Units who are not U.S. Holders ('non-U.S. Holders') will not be treated as U.S.-source income and should not be subject to any U.S. withholding tax.

At the termination of the Trusts, the Trustee will furnish to each Holder an annual statement containing information relating to the dividends received by the Trust on the Securities, the gross proceeds received by the Trust from the disposition of any Security (resulting from redemption or the sale by the Trust of any Security), and the fees and expenses paid the Trust. The Trustee will also furnish annual information returns to each Holder and to the Internal Revenue Service.

FOREIGN TAXATION

UNITED KINGDOM TAXATION

Tax Consequences of Ownership of Ordinary Shares

In the opinion of Linklaters & Paines, London special counsel to the Sponsors, based on the terms of the Fund as described in the Prospectus and on certain representations made by special U.S. counsel to the Sponsors, the following summary accurately describes the U.K. tax consequences to U.S. Holders of Units of the U.K. Trust. This summary is based upon current U.S. law, U.K. law and Inland Revenue practice in the U.K., the Treaty and the U.S./U.K. convention relating to estate and gift taxes (the 'Estate Tax Treaty'). The summary is a general guide only and is subject to any changes in U.K. or U.S. law, or the practice relating thereto and in the Treaty or Estate Tax Treaty occurring after the date of this Prospectus which may affect (including possibly on a retroactive basis) the tax consequences described herein. Accordingly, Holders should consult their tax advisors as to the U.K. tax consequences of ownership of the Units of the U.K. Trust applicable to their particular circumstances.

Taxation of Dividends

Subject to the comments in the following paragraph, where a U.K. resident receives a dividend from a U.K. corporation, such resident is generally entitled to a tax credit, which may be offset against such resident's U.K. taxes, or, in certain circumstances, repaid. Under the Treaty, a U.S. Holder, may, in appropriate circumstances, be entitled to a repayment of that tax credit, but such repayment is subject to withholding tax at the rate of 15% of the sum of the dividend and the credit. The credit is equal to one quarter of the dividend (the 'Tax Credit Amount'). Although a U.S. Holder who held shares in a U.K. corporation directly could generally claim a refund of a portion of the Tax Credit Amount attributable to the dividend (a 'Treaty Payment') pursuant to the terms of the Treaty, the ability of a Holder of Units in the U.K. Trust to claim such a Treaty Payment is unclear where dividend payments are made directly to an entity such as the U.K. Trust. Any claim for such a Treaty Payment would have to be supported by evidence of each Holder's entitlement to the relevant dividend. There is no established procedure for proving such entitlement where the U.K. corporation pays the dividend to a person such as the Trust unless a specific procedure is negotiated in advance with the U.K. Inland Revenue. The Trustee has determined that it is impracticable to claim such Treaty Payments on behalf of Holders and will not incur any further expenses in assisting Holders in this respect. Therefore, in the absence of the Trustee's cooperation, Holders who are U.S. persons may not in practice be able to claim a Treaty Payment from the U.K. Inland Revenue.

Under the provisions of the Finance Act 1994, a U.K. company can elect for a dividend to be a 'foreign income dividend' rather than an ordinary dividend. If a company whose shares were held in the Portfolio of the Fund paid a foreign income dividend, no tax credit would be attributable to it.

Taxation of Capital Gains

U.S. Holders who are not resident or ordinarily resident for tax purposes in the U.K. will not be liable for U.K. tax on gains realized on the disposal of their Units unless such units are used, held or acquired for the purposes of a trade, or professional vocation carried on in the U.K. through a branch or agency which constitutes a permanent establishment or fixed base as defined in the Treaty or for the purposes of such branch or agency.

A U.S. Holder who is liable for both U.K. tax and U.S. tax on a gain on the disposal of a unit will generally be entitled, subject to certain limitations, to credit the U.K. tax against its U.S. federal income tax liability in respect of such gain.

U.K. Inheritance Tax

An individual Holder who is domiciled in the U.S. for the purposes of the Estate Tax Treaty and who is not a national of the U.K. for the purposes of the Estate Tax Treaty will generally not be subject to U.K. inheritance tax in respect of Units in the U.K. Trust on the individual's death or on a gift of such Units during the individual's lifetime provided that any applicable U.S. federal gift or estate tax liability is paid, unless the Units are part of the business property of a permanent establishment of the individual in the U.K. or pertain to a fixed base in the U.K. used by an individual for the performance of independent personal services. Where the Units have been placed in trust by a settlor, the Units will generally not be subject to U.K. inheritance tax unless the settlor, at the time of settlement, was not domiciled in the U.S. or was a U.K. national. In the exceptional case where the Units are subject both to U.K. inheritance tax and to U.S. federal gift or estate tax, the Estate Tax Treaty generally provides for the tax paid in the U.K. to be credited against tax paid in the U.S. or for tax paid in the U.S. to be credited against tax payable in the U.K. based on priority rules set out in that Treaty.

* * *

The foregoing discussion addresses the U.K. tax consequences of Units of the U.K. Trust held by U.S. Holders only. For the U.S. tax consequences to U.S. Holders, see Taxes. The taxation of non-U.S. Holders in the U.K. and in their own countries of residence as a result of their ownership, sale, exchange or other disposition of Units of the U.K. Trust will be governed by the relevant treaties, if any, between the countries of residence of such non-U.S. Holders and the U.K. and by the internal tax laws of such countries. Accordingly, non-U.S. Holders should consult their tax advisors in this regard.

HONG KONG TAXATION

The Sponsors have been advised by Hong Kong counsel that the following summary accurately describes the Hong Kong tax consequences under existing law to all Holders of Units of the Hong Kong Portfolio ('Hong Kong Trust'). This discussion is for general purposes only and assumes that such Holder is not carrying on a trade, profession or business in Hong Kong and has no profits arising in or derived from Hong Kong in respect of the carrying on of such trade, profession or business. Holders should consult their tax advisors as to the Hong Kong tax consequences of ownership of the Units of the Hong Kong Trust applicable to their particular circumstances.

Taxation of Dividends

Amounts in respect of dividends paid to Holders of Units of the Hong Kong Trust are not taxable and therefore will not be subject to the deduction of any withholding tax.

Profits tax

A Holder of Units of the Hong Kong Trust (other than a person carrying on a trade, profession or business in Hong Kong) will not be subject to profits tax on any gain or profits made on the realization or other disposal of his units.

Hong Kong Estate Duty

Units of the Hong Kong Trust will not give rise to a liability to Hong Kong estate duty.

* * *

The foregoing discussion addresses only the Hong Kong tax consequences to Holders of Units in the Hong Kong Trust. For the U.S. tax consequences to U.S. Holders, see Taxes. The taxation of non-U.S. Holders in their own countries of residence as a result of their ownership, sale, exchange or other disposition of Units in the Hong Kong Trust will be governed by the internal tax laws of the countries of residence of such non-U.S. Holders. Accordingly, non-U.S. Holders should consult their tax advisors in this regard.

RETIREMENT PLANS

This Series of Equity Income Fund may be suited for purchase by Individual Retirement Accounts ('IRAs'), Keogh plans, pension funds and other qualified retirement plans, certain of which are briefly described below. Generally, capital gains and income received in each of the foregoing plans are exempt from Federal taxation. All distributions from such plans are generally treated as ordinary income but may, in some cases, be eligible for special 5 or 10 year averaging or tax-deferred rollover treatment. Holders of Units in IRAs, Keogh plans and other tax-deferred retirement plans should consult their plan custodian as to the appropriate disposition of

distributions. Investors considering participation in any of these plans should review specific tax laws related thereto and should consult their attorneys or tax advisers with respect to the establishment and maintenance of any of these plans. Such plans are offered by brokerage firms, including the Sponsors of this Fund, and other financial institutions. Fees and charges with respect to such plans may vary.

Retirement Plans for the Self-Employed--Keogh Plans. Units may be purchased by retirement plans established pursuant to Self-Employed Individuals Tax Retirement Act of 1962 ('Keogh plans') for self-employed individuals, partnerships or unincorporated companies. Qualified individuals may generally make annual tax-deductible contributions up to the lesser of 20% of annual compensation or $30,000 to Keogh plans. The assets of the plan must be held in a qualified trust or other arrangement which meets the requirements of the Code. Generally, there are penalties for premature distributions from a plan before attainment of age 59 1/2, except in the case of a participant's death or disability and certain other related circumstances. Keogh plan participants may also establish separate IRAs (see below) to which they may contribute up to an additional $2,000 per year ($2,250 in a spousal account).

Individual Retirement Account--IRA. Any individual (including one covered by an employer retirement plan) can establish an IRA or make use of a qualified IRA arrangement set up by an employer or union for the purchase of Units. Any individual can make a contribution in an IRA equal to the lesser of $2,000 ($2,250 in a spousal account) or 100% of earned income; such investment must be made in cash. However, the deductible amount an individual may contribute will be reduced if the individual's adjusted gross income exceeds $25,000 (in the case of a single individual), $40,000 (in the case of married individuals filing a joint return) or $200 (in the case of a married individual filing a separate return). A married individual filing a separate return will not be entitled to any deduction if the individual is covered by an employer-maintained retirement plan without regard to whether the individual's spouse is an active participant in an employer retirement plan. Unless nondeductible contributions are made in 1987 or a later year, all distributions from an IRA will be treated as ordinary income but generally are eligible for tax-deferred rollover treatment. It should be noted that certain transactions which are prohibited under Section 408 of the Code will cause all or a portion of the amount in an IRA to be deemed to be distributed and subject to tax at that time. A participant's entire interest in an IRA must be, or commence to be, distributed to the participant not later than the April 1 following the taxable year during which the participant attains age 70 1/2. Taxable distributions made before attainment of age 59 1/2, except in the case of the participant's death or disability, or where the amount distributed is part of a series of substantially equal periodic (at least annual) payments that are to be made over the life expectancies of the participant and his or her beneficiary, are generally subject to a surtax in an amount equal to 10% of the distribution.

Corporate Pension and Profit-Sharing Plans. A pension or profit-sharing plan for employees may purchase Units of the Fund.

PUBLIC SALE OF UNITS

PUBLIC OFFERING PRICE

The Public Offering Price of the Units is computed by dividing the aggregate U.S. dollar value of the Securities (as determined by the Trustee based on the offer side of the relevant exchange rate) and any cash held to purchase Securities, by the number of Units outstanding and adding thereto the applicable sales charge. A proportionate share of any cash held by a Portfolio in the Capital Account not allocated to the purchase of specific Securities and net income in the Income Account (described under Administration of the Fund--Accounts and Distributions) on the date of delivery of the Units to the purchaser is added to the Public Offering Price. The Public Offering Price on the date of this Prospectus or on any subsequent date will vary from the Public Offering Price on the business day prior to the date of this Prospectus (set forth under the Investment Summary) in accordance with fluctuations in the aggregate local currency value of the underlying Securities, changes in the relevant foreign currency exchange rates and changes in applicable commissions, stamp taxes, custodial fees, and other costs associated with foreign trading.

The sales charge consists of an Initial Sales Charge and a Deferred Sales Charge. The Initial Sales Charge is computed by deducting the Deferred Sales Charge ($17.50 per 1,000 Units) from the aggregate sales charge; thus on the date of the Investment Summary, the maximum Initial Sales Charge is $10 per 1,000 Units or 1% of the Public Offering Price. The Initial Sales Charge is deducted from the purchase price at the time of purchase. The Deferred Sales Charge will initially be $17.50 per 1,000 Units but will be reduced each month by one tenth; the Deferred Sales Charge will be paid through deductions of $1.75 per 1,000 Units per month commencing on the first Deferred Sales Charge Payment Date as shown on page A-5. To the extent the entire Deferred Sales Charge

has not been so deducted at the time of repurchase or redemption of the Units, any unpaid amount will be deducted from the proceeds or in calculating an in kind distribution. However, any remaining Deferred Sales Charge will be waived when Units of any Select Ten Portfolio held at the time of the death (including the death of a single joint tenant with rights of survivorship) or disability (as defined in the Internal Revenue Code of 1986) of a Holder are repurchased or redeemed. The Sponsors may require receipt of satisfactory proof of the death or disability before releasing the portion of the proceeds representing the amount waived. For purchases of $50,000 or more, the Initial Sales Charge is reduced on a graduated basis as shown below. Units purchased pursuant to the Reinvestment Plan are subject only to any remaining Deferred Sales Charge deductions (see

Reinvestment Plan).

The following table sets forth the applicable percentages of sales charges, which are reduced on a graduated scale for sales to any purchaser of at least $50,000 and will be applied on whichever basis is more favorable to the purchaser. To qualify for the reduced sales charge applicable to quantity purchases, the dealer must confirm that the sale is to a single purchaser as defined below or is purchased for its own account and not for distribution. Sales charges are as follows:

INITIAL OFFERING PERIOD

<TABLE><CAPTION>

AMOUNT PURCHASED	SALES CHARGE (GROSS UNDERWRITING PROFIT) AS PERCENT OF PUBLIC OFFERING PRICE	AS PERCENT OF NET AMOUNT INVESTED	DOLLAR AMOUNT DEFERRED PER 1,000 UNITS
<S>	<C>	<C>	<C>
Less than $50,000	2.75%	2.778%	$ 17.50
$50,000 - $99,999	2.50	2.519	17.50
$100,000 - $249,999	2.00	2.005	17.50
$250,000 or more	1.75	1.750	17.50

</TABLE>

The above graduated sales charges will apply on all purchases on any one day by the same purchaser of Units only in the amounts stated. For this purpose purchases will not be aggregated with concurrent purchases of any other unit trusts sponsored by the Sponsors other than Select Ten Portfolios as described in the following paragraph. Units held in the name of the spouse of the purchaser or in the name of a child of the purchaser under 21 years of age are deemed to be registered in the name of the purchaser. The graduated sales charges are also applicable to a trustee or other fiduciary purchasing securities for a single trust estate or single fiduciary account.

The applicable rate of sales charge in the table above will be determined on the basis of the aggregate number of units of all Select Ten Portfolios purchased by the same purchaser in the same day. To be eligible for this reduced sales charge, the purchaser or the purchaser's securities dealer must notify the Sponsors at the time of purchase that such purchase qualifies under this reduced sales charge provision and supply sufficient information to permit confirmation of qualification. Acceptance of the purchase order is subject to such confirmation. This reduced sales charge provision may be amended or terminated at any time without notice. The Sponsors also reserve the right to extend the Rollover Notification Date stated in any prospectus.

Employees of certain of the Sponsors and their affiliates and non-employee directors of Merrill Lynch & Co., Inc. may purchase Units subject only to the Deferred Sales Charge.

The value of the Securities is determined on each business day by the Trustee at the last reported closing prices on the relevant securities exchange at the Evaluation Time on the day the evaluation is made or, if there are no reported sales or if closing sale prices are not reported or a Security is not listed on a national securities exchange or if the principal market therefor becomes other than on an exchange, taking into account the same factors referred to under Redemption--Computation of Redemption Price per Unit, except that the relevant exchange rate used for determining the value of Securities in the foreign currency may include the cost of any forward contract to purchase the relevant currency (Section 4.01). The term 'business day', as used herein and under 'Redemption', shall exclude Saturdays, Sundays and the following holidays as observed by the New York Stock Exchange, Inc.: New Year's Day, Washington's Birthday, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving and Christmas Day. In addition, for the United Kingdom Portfolio, 'business day' shall exclude the following U.K. holidays: Easter Monday, May Day, Autumn Bank Holiday, Summer Bank Holiday and Boxing Day; for the Hong Kong Portfolio, 'business day' shall exclude the following Hong Kong holidays: Lunar New Year's Day and the following day, Ching Ming Festival, Easter Monday, Queen's Birthday

and the following Monday, Tuen Ng Festival, Summer Bank Holiday, Liberation Day, Chinese Mid-Autumn Festival and the following day, Chung Yeung Festival and the two weekdays following Christmas Day.

PUBLIC DISTRIBUTION

During the primary offering period and thereafter to the extent additional Units continue to be offered for sale to the public by means of this Prospectus, Units will be distributed directly to the public by this Prospectus at the Public Offering Price determined in the manner provided above. The Sponsors intend to qualify Units for sale in all states in the U.S. in which qualification is deemed necessary through the Underwriting Account and by dealers who are members of the National Association of Securities Dealers, Inc. The Sponsors do not intend to qualify Units for sale in any foreign countries and this Prospectus does not constitute an offer to sell Units in any country where Units cannot lawfully be sold.

UNDERWRITERS' AND SPONSORS' PROFITS

Assuming no volume discounts, the Sponsors will receive a total maximum sales charge per 1,000 Units of 2.75% of the Public Offering Price (2.778% of the net amount invested). The Sponsors also realized a profit or loss on deposit of the Securities in the Portfolios in the amount set forth under the Investment Summary. This profit or loss is the difference between the cost of the Securities to a Portfolio (which is based on the aggregate U. S. dollar value of the Securities at the offer side value of the relevant exchange rate on the Initial Date of Deposit) and the U.S. dollar purchase price of the Securities to the Sponsors. On each subsequent deposit of Securities with respect to the sale of additional Units to the public the Sponsors may realize a profit or loss. In addition, the Sponsors or Underwriters may realize profits or sustain losses in respect of Securities deposited in the Fund which were acquired by the Sponsors or Underwriters from underwriting syndicates of which the Sponsors or Underwriters were a member. During the primary offering period and thereafter to the extent additional Units continue to be offered for sale to the public, the Underwriting Account also may realize profits or sustain losses as a result of fluctuations after the Initial Date of Deposit in the U.S. dollar aggregate value of the Securities and hence in the Public Offering Price of the Units (see the Investment Summary). Cash, if any, made available by buyers of Units to the Sponsors prior to the settlement date for purchase of Units may be used in the Sponsors' businesses subject to the limitations of Rule 15c3-3 under the Securities Exchange Act of 1934 and may be of benefit to the Sponsors.

Except as indicated under Portfolio, the Sponsors have not participated as sole underwriters or managers or members of underwriting syndicates from which syndicates the Securities in the Portfolio were acquired.

In maintaining a market for the Units (see Market for Units), the Sponsors will also realize profits or sustain losses in the amount of any difference between the prices at which they buy Units and the prices at which they resell these Units (which includes the sales charge) or the prices at which they redeem the Units (each based on the U.S. dollar aggregate value of the Securities at the bid side value of the relevant exchange rate), as the case may be.

MARKET FOR UNITS

While the Sponsors are not obligated to do so, they intend to maintain a secondary market for Units of this Series and continuously to offer to purchase Units of this Series at prices, subject to change at any time, which will be computed on the basis of the U.S. dollar aggregate value of the Securities, taking into account the same factors referred to in determining the Redemption Price per Unit (see Redemption). This secondary market provides Holders with a fully liquid investment. They can cash in units at any time without a fee (other than the deduction after the initial offering period for the costs of liquidating securities). The Sponsors may discontinue purchases of Units of this Series at prices based on the U.S dollar aggregate value of the Securities should the supply of Units exceed demand or for other business reasons. The Sponsors, of course, do not in any way guarantee the enforceability, marketability or price of any Securities in the Portfolio or of the Units. During the primary public offering period or thereafter, on a given day the price offered by the Sponsors for the purchase of Units shall be an amount not less than the Redemption Price per Unit, based on the aggregate U.S. dollar value of Securities in the Fund at the Evaluation Time next following the time at which the Units are tendered for redemption (see Redemption).

The Sponsors may redeem any Units they have purchased in the secondary market if they determine that it is undesirable to continue to hold these Units in their inventories. Factors which the Sponsors will consider in making this determination will include the number of units of all series of all funds which they hold in their

inventories, the saleability of the units and their estimate of the time required to sell the units and general market conditions. For a description of certain consequences of any redemption for remaining Holders, see Redemption.

A Holder who wishes to dispose of his Units should inquire of his bank or broker as to current market prices in order to determine if there exist over-the-counter prices in excess of the redemption price and the repurchase price (see Redemption).

REDEMPTION

While it is anticipated that Units in most cases can be sold in the over-the-counter market for an amount at least equal to the Redemption Price per Unit (see Market for Units), Units may be redeemed at the office of the Trustee set forth on the back cover of this Prospectus, on any business day, as defined under Public Sale of Units--Public Offering Price, upon delivery of a request for redemption, and payment of any relevant tax, without any other fee (Section 5.02). The London Stock Exchange and the Hong Kong Exchange are open for trading on certain days which are U.S. holidays on which the Fund will not transact business. The Securities will continue to trade on those days and thus the value of the Portfolios may be significantly affected on days when the Holder cannot sell or redeem his Units. Holders' signatures must be guaranteed by an eligible guarantor institution or in some other manner acceptable to the Trustee. In certain instances the Trustee may require additional documents including, but not limited to, trust instruments, certificates of death, appointments as executor or administrator or certificates of corporate authority.

On the seventh calendar day following the tender (or if the seventh calendar day is not a business day on the first business day prior thereto), the Holder will be entitled to receive the proceeds of the redemption in an amount per Unit equal to the Redemption Price per Unit (see below) as determined as of the Evaluation Time next following the tender of Units for redemption and converted into U.S. dollars as of the Exchange Rate Pricing Time set forth under the Investment Summary. The Trustee is authorized in its discretion, if the Sponsors do not elect to repurchase any Units tendered for redemption or if the Sponsors tender Units for redemption, to sell the Units in the over-the-counter market at prices which will return to the Holder a net amount in cash equal to or in excess of the Redemption Price per Unit for the Units (Section 5.02).

Securities may be sold from the Portfolio in order to make funds available for redemption (Section 5.02) if sufficient funds are not otherwise available in the Capital and Income Accounts (see Administration of the Fund--Accounts and Distributions). The Securities to be sold will be selected by the Sponsors in accordance with procedures specified in the Indenture in order to maintain, to the extent practicable, the proportionate relationship among the number of shares of each Security. Provision is made in the Indenture under which the Sponsors may, but need not, specify minimum amounts in which blocks of Securities are to be sold in order to obtain the best price for the Fund. These minimum amounts may vary from time to time in accordance with market conditions.

Certain Holders tendering Units for redemption may request distribution in kind from the Trustee in lieu of cash. Until the Rollover Notification Date a Holder may request distribution in kind of an amount and value of Securities per Unit equal to the Redemption Price per Unit as determined as of the Evaluation Time next following the tender, provided that the tendering Holder is entitled to receive at least the lesser of U.S.$500,000 in total value of each Security in the Portfolio and 10% of the net asset value of the Portfolio (computed as of the Evaluation Time next following tender for redemption) as part of his distribution. The distribution in kind on redemption of Units will be held by a distribution agent (the 'Distribution Agent') for the account of, and for disposition in accordance with the instructions of, the tendering Holder. The tendering Holder shall be entitled to receive whole shares of each of the Securities comprising the Portfolio and cash from the Capital Account equal to the fractional shares to which the tendering Holder is entitled less any deferred sales charge payable. Any brokerage commissions as well as any transfer and ongoing custodial fees on sales of the underlying Securities distributed in connection with in-kind redemptions will be borne by the redeeming Holder. In implementing these redemption procedures, the Trustee and Distribution Agent shall make any adjustments necessary to reflect differences between the Redemption Price of the Units and the value of the Securities distributed in kind as of the date of tender. If funds in the Capital Account are insufficient to cover the required cash distribution to the tendering Holder, the Trustee may sell Securities according to the criteria discussed above. The in-kind redemption option may be terminated by the Sponsors upon prior notice to the Holders.

To the extent that Securities are redeemed in kind or sold, the size and diversity of a Portfolio will be reduced but each remaining Unit will continue to represent approximately the same proportional interest in each Security. Sales will usually be required at a time when Securities would not otherwise be sold and may result in lower prices

than might otherwise be realized. The price received upon redemption may be more or less than the amount paid by the Holder depending on the value of the Securities in the Portfolio at the time of redemption. In addition, because of the minimum amounts in which Securities are required to be sold, the proceeds of sale may exceed the amount required at the time to redeem Units; these excess proceeds will be distributed to Holders (see Administration of the Fund--Accounts and Distributions).

The right of redemption may be suspended and payment postponed (1) for any period during which the New York Stock Exchange, Inc. is closed other than for customary weekend and holiday closings or (2) for any period during which, as determined by the Securities and Exchange Commission ('SEC'), (i) trading on that Exchange is restricted or (ii) an emergency exists as a result of which disposal or evaluation of the Securities is not reasonably practicable or (3) for any other periods which the SEC may by order permit (Section 5.02).

COMPUTATION OF REDEMPTION PRICE PER UNIT

Redemption Price per Unit is computed by the Trustee, converted into U.S. dollars as of the Evaluation Time, on each June 30 and December 31 (or the last business day prior thereto), on any business day as of the Evaluation Time next following the tender of any Unit for redemption, and on any other business day desired by the Trustee or the Sponsors, by adding (a) the U. S. dollar aggregate value of the Securities in a Portfolio (computed on the basis of the bid side value of the relevant exchange rate) (which is net of applicable commissions and stamp taxes after any deduction for the monthly sales charge as determined by the Trustee, (b) U.S. dollar equivalent (at the bid side value of the relevant exchange rate) of cash on hand in the Portfolio (other than cash covering contracts to purchase Securities or credited to a reserve account), (c) declared but unpaid dividends on the Securities and (d) the aggregate value of all other assets of the Fund; deducting therefrom the sum of (v) the U.S. dollar equivalent (at bid side value of the relevant exchange rate) of taxes or other governmental charges against the Fund not previously deducted, (w) accrued but unpaid expenses of the Fund and accrued Deferred Sales Charges declared but not yet paid, (x) amounts payable for reimbursement of Trustee advances, (y) the U.S. dollar equivalent (at bid side value of the relevant exchange rate) of cash held for redemption of Units for distribution to Holders of record as of a date prior to the evaluation and (z) the aggregate value of all other liabilities of the Fund; and dividing the result by the number of Units outstanding as of the date of computation (Section 5.01). After the initial offering period, the repurchase and cash redemption prices will be reduced to reflect the cost to the Fund (estimated as shown on page A-3) of liquidating Securities to meet the redemption.

The aggregate value of the Securities is determined in good faith by the Trustee in the following manner: if the Securities are listed on a securities exchange, this evaluation is generally based on the U.S. dollar equivalent (at the relevant exchange rate) of closing sale prices on that exchange (unless the Trustee deems these prices inappropriate as a basis for valuation) or, if there is no closing sale price on that exchange or system, at the mean between the closing bid and asked prices. If the Securities are not so listed or, if so listed and the principal market therefor is other than on the exchange, the evaluation shall generally be based on the U.S. dollar equivalent (at the relevant exchange rate) of current bid price on the over-the-counter market (unless the Trustee deems these prices inappropriate as a basis for evaluation). If current bid prices are unavailable, the evaluation is generally determined (a) on the basis of U.S. dollar equivalent (at the relevant exchange rate) of current bid prices for comparable securities, (b) by appraising the value of the Securities on the bid side of the market or (c) by any combination of the above. The relevant exchange rate used for evaluations of the Securities will include the cost of any forward foreign exchange contract in the relevant currency to correspond to the requirement that the Trustee settle redemption requests in U.S. dollars within seven days.

REINVESTMENT PLAN

Semi-annual Income Distributions on Units may be reinvested by participating in the Fund's reinvestment plan (the 'Reinvestment Plan'). Holders of Units held in 'street name' by their broker, dealer or financial institution should contact their financial professional if they wish to participate in the Reinvestment Plan.

Deposits of Additional Securities in connection with the Reinvestment Plan will be made so as to maintain the proportionate relationship (subject to adjustment under certain circumstances) among the number of shares of each Security in the Fund at the time of such deposits (see Administration of the Fund--Portfolio Supervision).

Purchases made pursuant to the Reinvestment Plan will be made on (or as soon as possible after) the close of business on the Distribution Date, at the net asset value per 1,000 Units, subject to any remaining deductions of Deferred Sales Charge. (Reinvestment Units are not subject to the Initial Sales Charge.) For example, Holders

electing reinvestment at the time of the first Semi-annual Income Distribution (June 1995) would be subject to a Deferred Sales Charge of $12.25 on their Reinvestment Units (the full Deferred Sales Charge of $17.50 minus the $5.25 already deducted in April, May and June, 1995). Holders electing to reinvest their second Semi-annual Income Distribution (November 1995) would be subject to a Deferred Sales Charge of $3.50 on their Reinvestment Units (the full Deferred Sales Charge of $17.50 minus a total of $14.00 already deducted each month from April 1995 through November 1995).

Under the Reinvestment Plan the Fund will pay the distributions to the brokers, dealers or financial institutions who are holders of record on the books of the Depository Trust Company; in turn they will purchase for the Holder Units of the Fund at the price and time indicated above, will add the Units to the Holder's account, and will send the Holder an account statement reflecting the reinvestment. These Units may be Units already held in inventory by the Sponsors (see Market for Units) or new Units created by the Sponsors' deposit of Additional Securities, contracts to purchase Additional Securities, or cash (or a bank letter of credit in lieu of cash) with instructions to purchase additional Securities (see Description of the Fund--The Portfolio). Each Holder's account will be credited with the number of Units purchased with such Holder's reinvested distribution. Holders of Units participating in the Reinvestment Plan will receive confirmation of their reinvestments in their regular account statements or on a periodic basis.

The Sponsors reserve the right to amend, modify or terminate the Reinvestment Plan at any time without prior notice.

SPECIAL REDEMPTION, LIQUIDATION AND INVESTMENT IN NEW PORTFOLIO

It is expected that a special redemption and liquidation will be made of all Units of the Portfolio held by any Holder (a 'Rollover Holder') who affirmatively notifies the Trustee in writing that he elects to participate by the Rollover Notification Date specified on page A-5. It should also be noted that Rollover Holders may realize taxable capital gains on the Special Redemption and Liquidation but generally will not be entitled to a deduction for certain capital losses and, due to the procedures for investing in the Winter 1996 International Series, no cash would be distributed at that time to pay any taxes (for the tax consequences of participation in the Special Redemption, Liquidation and Investment in New Fund, see Taxes).

All Units of Rollover Holders will be redeemed in kind (see Redemption) on the first day of the Special Redemption and Liquidation Period (as defined herein under Investment Summary) and the underlying Securities will be distributed to the Distribution Agent on behalf of the Rollover Holders (Section 5.03). During the Special Redemption and Liquidation Period (as described under Investment Summary--Special Redemption, Liquidation and Investment in New Portfolio), the Distribution Agent will be required to sell all of the underlying Securities on behalf of Rollover Holders.

Rollover Holders may purchase units of the Winter 1996 International Series, if available, subject only to the Deferred Sales Charge; provided that Rollover Holders who no longer hold their Units in an account maintained with one of the Sponsors at the time of the Special Redemption, Liquidation and Investment in New Portfolio may not be eligible to participate in the direct reinvestment in the new portfolio.

If a Holder of Units so specifies by the Rollover Notification Date, his Units will be redeemed in kind and the Securities disposed of over the Special Redemption and Liquidation Period. As long as the Holder confirms his interest in purchasing units of the Winter 1996 International Series and units are available, the proceeds of the sales (net of brokerage commissions, stamp taxes, governmental charges and any other costs associated with foreign trading) will be invested in units of that Portfolio of the Winter 1996 International Series at daily prices over the Special Redemption and Liquidation Period based on the asset value per Winter 1996 International Series unit plus the applicable sales charge. It is expected that the terms of the Portfolios comprising the Winter 1996 International Series will be substantially the same as the terms of the the Portfolios comprising this Series, and that a similar procedure for redemption, liquidation and investment in a subsequent Series will be available for each new Series approximately one year after the creation of that Series. The Sponsors are under no obligation to create any new International Series, however, and may modify the terms of the Special Redemption, Liquidation and Investment in New Portfolio upon notice to Holders of Units at any time.

Depending on the volume of proceeds to be invested in the Winter 1996 International Series through the Special Redemption, Liquidation and Investment in New Portfolio and the volume of other orders for units in the Winter 1996 International Series, the Sponsors may purchase large volumes of the securities for the Winter

1996 International Series in a short period of time. This concentrated buying may tend to raise the market prices of these securities. The actual market impact of the Sponsors' purchases, however, is currently unpredictable because the actual volume of securities to be purchased and the supply and price of those securities are unknown. A similar problem may occur in connection with the Sponsors' sales of Securities during the Special Redemption and Liquidation Period. Depending on the volume of sales required, and the prices of and demand for Securities, the Sponsors' sales may tend to depress the market prices and the value of Units, and thus reduce the proceeds to be credited to Rollover

Holders for investment in the Winter 1996 International Series.

The Distribution Agent will engage the Sponsors as its agents to sell the distributed Securities. Prior to the Special Redemption and Liquidation Period, the Sponsors may begin to sell any relatively less liquid Securities from the Portfolio. The Sponsors will then attempt to sell the remaining Securities as quickly as is practicable during the Special Redemption and Liquidation Period without in their judgment materially adversely affecting the market price of the Securities, but all of the Securities will in any event be disposed of by the end of the Special Redemption and Liquidation Period. The Sponsors do not anticipate that the period will be longer than 12 business days, although it could be shorter or longer given the varying liquidity of the Securities. The liquidity of any Security depends on the daily trading volume of the Security and the amount that the Sponsors have available for sale on any particular day.

It is expected (but not required) that the Sponsors will generally follow the following guidelines in selling the Securities: for highly liquid Securities, the Sponsors will generally sell Securities on the first day of the Special Redemption and Liquidation Period; for less liquid Securities, on each of the first two days of the Special Redemption and Liquidation Period, the Sponsors will generally sell any amount of any underlying Securities at a price no less than 1/2 of one point under the closing sale price of those Securities on the preceding day. Thereafter, the Sponsors intend to sell without any price restrictions at least a portion of the remaining underlying Securities, the numerator of which is one and the denominator of which is the total number of days remaining (including that day) in the Special Redemption and Liquidation Period.

Section 17(a) of the Investment Company Act of 1940 restricts purchases and sales between affiliates of registered investment companies and those companies. Pursuant to a recent exemptive order, each terminating Select Ten Series (and the Distribution Agent on behalf of Rollover Holders) can now sell securities to the next Series if those securities continue to meet the Select Ten Strategy by remaining among the ten highest dividend-yielding securities. The exemption will enable each Series to eliminate commission costs on these transactions. The price for those securities will be the closing sale price on the sale date on the exchange where the securities are principally traded, as certified by the Agent for the Sponsors and confirmed by the Trustee of each Series.

The Rollover Holders' proceeds will be invested in the Winter 1996 International Series, if one is then being offered. The proceeds of redemption available on each day will be used to buy new International Series units as the proceeds become available.

The Sponsors intend to create Winter 1996 International Series units as quickly as possible, dependent upon the availability and reasonably favorable price of the securities included in the portfolios, and it is intended that Rollover Holders will be given first priority to purchase Winter 1996 International Series units. There can be no assurance, however, as to the exact timing of the creation of Winter 1996 International Series units or the aggregate number of Winter 1996 International Series units which the Sponsors will create. The Sponsors may, in their sole discretion, stop creating new units (whether permanently or temporarily) at any time they choose, regardless of whether all proceeds of the Special Redemption and Liquidation have been invested on behalf of Rollover Holders. Cash which has not been invested on behalf of the Rollover Holders in Winter 1996 International Series units will be distributed at the end of the Special Redemption and Liquidation Period. However, since the Sponsors can create units by depositing cash (or bank letter of credit) with instructions to buy securities, the Sponsors anticipate that sufficient units can be created, although moneys in the Winter 1996 International Series may not be fully invested on the next business day.

Any Rollover Holder may thus be redeemed out of the Fund and become a holder of an entirely different Portfolio with different securities. The Rollover Holder's Units will be redeemed in kind and the distributed Securities shall be sold during the Special Redemption and Liquidation Period. In accordance with the Rollover Holders' offers to purchase Winter 1996 International Series units, the proceeds of the sales (and any other cash distributed upon redemption), less the amount of any deferred sales charge still unpaid, will be invested in Winter 1996 International Series units, at the public offering price, including the applicable sales charge per unit.

This process of redemption, liquidation, and investment in a new trust is intended to allow for the fact that the portfolios selected by the Sponsors are chosen on the basis of the Select Ten Strategy for a period of one year, at which point a new portfolio may or may not be chosen. It is contemplated that a similar process of redemption, liquidation and investment in a new Portfolio will be available for each subsequent Select Ten International series, approximately a year after the creation of the prior Series.

The Sponsors believe that the gradual redemption, liquidation and subsequent investment procedures will help mitigate any negative market price consequences stemming from the trading of large volumes of Securities and of the underlying securities in the Winter 1996 International Series in a short, publicized period of time. The above procedures may, however, be insufficient or unsuccessful in avoiding such price consequences. There can be no assurance that the procedures will effectively mitigate any adverse price consequences of heavy volume trading or that the procedures will produce a better price for Holders than might be obtained on any given day during the Special Redemption and Liquidation Period. In fact, market price trends may make it advantageous to sell or buy more quickly or more slowly than permitted by these procedures. Rollover Holders could then receive a less favorable average unit price than if they bought all their units of the Winter 1996 International Series on any given day of the period. Historically, the prices of securities selected by the Sponsors as good investments have generally risen over the first few days following the announcement.

It should also be noted that Rollover Holders may realize taxable capital gains on the Special Redemption and Liquidation but generally will not be entitled to a deduction for certain capital losses and, due to the procedures for investing in the new Series, no cash would be distributed at that time to pay any taxes (see Taxes).

In addition, during this period a Holder will be at risk to the extent that Securities are not sold and will not have the benefit of any stock appreciation to the extent that monies have not been invested; for this reason, the Sponsors will be inclined to sell and purchase the Securities in as short a period as they can without materially adversely affecting the price of the Securities.

Holders who do not inform the Trustee that they wish to have their Units so redeemed and liquidated ('Remaining Holders') will continue to hold Units of a Portfolio as described in this Prospectus until a Portfolio is terminated or until the Mandatory Termination Date listed in the Investment Summary, whichever occurs first. These Remaining Holders will not realize capital gains or losses due to the Special Redemption and Liquidation, and will not be charged any additional sales charge. If a large percentage of Holders become Rollover Holders, the aggregate size of a Portfolio will be sharply reduced. As a consequence, expenses, if any, in excess of the amount to be borne by the Trustee would constitute a higher percentage amount per Unit than prior to the Special Redemption, Liquidation and Investment in New Portfolio. A Portfolio might also reduce to the Minimum Value of Portfolio listed on page A-5 because of the lesser number of Units in the Fund, and possibly also due to a value reduction, however temporary, in Units caused by the Sponsors' sales of Securities (see Investment Summary-- Special Redemption, Liquidation and Investment in New Portfolio); if so, the Sponsors could then choose to liquidate the Fund without the consent of the remaining Holders. See Fund Structure. The Securities remaining in a Portfolio after the Special Redemption and Liquidation Period will be sold by the Sponsors as quickly as possible without, in their judgment, materially adversely affecting the market price of the Securities.

The Sponsors may for any reason, in their sole discretion, decide not to sponsor a Winter 1996 International Series or any subsequent Series, without penalty or incurring liability to any Holder. If the Sponsors so decide, the Sponsors shall notify the Holders before the Special Redemption and Liquidation Period would have commenced. All Holders will then be Remaining Holders, with rights to ordinary redemption as before (see Redemption). The Sponsors may modify the terms of the Winter 1996 International Series or any subsequent Series. The Sponsors may also modify the terms of the Special Redemption, Liquidation and Investment in New Portfolio upon notice to the Holders prior to the Rollover Notification Date specified on page A-5, and may also extend the Rollover Notification Date.

Investors should be aware that the staff of the Division of Investment Management of the SEC is of the view that the rollover option described in this Prospectus constitutes an 'exchange offer' for the purposes of Section 11(c) of the Investment Company Act of 1940, and would therefore be prohibited absent an exemptive order. The Sponsors have received exemptive orders under Section 11(c) which they believe permit them to offer the rollover option, but no assurance can be given that the SEC will concur with the Sponsors' position and additional regulatory approvals may be required.

TERMINATION

The Indentures will terminate upon the sale, or other disposition of the last Security held thereunder but in no event are they to continue beyond the Mandatory Termination Date set forth under the Investment Summary. The Indentures may be terminated by the Sponsors if the value of the relevant Portfolio is less than the relevant Minimum Value of Portfolio set forth under the Investment Summary, and may be terminated at any time by Holders of 51% of the Units (Sections 8.01(g) and 9.01). The Trustee will deliver written notice of any termination to each Holder within a reasonable period of time prior to the termination. Within a reasonable period of time after the termination, the

Trustee must sell all of the Securities then held and distribute to each Holder, after deductions for accrued but unpaid fees, taxes and governmental and other charges, the Holder's interest in the Income and Capital Accounts (Section 9.01). This distribution will normally be made by mailing a check in the amount of each Holder's interest in these accounts to the address of the Holder appearing on the record books of the Trustee.

EXPENSES AND CHARGES

INITIAL EXPENSES

All expenses incurred in establishing the Fund, including the cost of the initial preparation and printing of documents relating to the Fund and any foreign trading costs, including commissions, custodial fees and stamp taxes, the initial fees and expenses of the Trustee, legal expenses, advertising and selling expenses and any other out-of-pocket expenses, will be paid by the Underwriting Account at no charge to the Fund.

FEES

An estimate of the total annual expenses of each Portfolio is set forth under the Investment Summary. There are no management fees. The Portfolio Supervision fee is based on the average daily number of Units outstanding during the initial offering period, and thereafter on the highest number of Units during each month. (Section 3.04). This Fee, which is not to exceed the maximum amount set forth under the Investment Summary, may exceed the actual costs of providing portfolio supervisory services for these Portfolios, but at no time will the total amount they receive for portfolio supervisory services rendered to all series of Equity Income Fund in any calendar year exceed the aggregate cost to them of supplying these services in that year (Section 7.06). In addition, the Sponsors may also be reimbursed for bookkeeping or other administrative services provided to the Portfolios in amounts not exceeding their costs of providing these services (Sections 3.04 and 7.06). The Trustee receives for its services as Trustee and for reimbursement of expenses incurred on behalf of a Portfolio, payable in monthly installments, the amount per 1,000 Units set forth under Investment Summary, which includes the estimated Sponsors' Portfolio Supervision Fee, estimated reimbursable bookkeeping or other administrative expenses paid to the Sponsors, certain evaluation, auditing, printing and mailing expenses and certain other custodial fees. The Trustee also receives benefits to the extent that it holds funds on deposit in the various non-interest bearing accounts created under the Indentures. The foregoing fees may be adjusted for inflation in accordance with the terms of the Indentures without approval of Holders (Sections 4.02, 7.06 and 8.05).

OTHER CHARGES

Other charges which may be incurred by a Portfolio include: (a) fees of the Trustee for extraordinary services (Section 8.05), (b) certain extraordinary expenses of the Trustee (including legal and auditing expenses) and of counsel designated by the Sponsors (Sections 3.04, 3.10, 8.01(e), 8.03 and 8.05), (c) various governmental charges (Sections 3.03 and 8.01 (h)), (d) expenses and costs of action taken to protect the Portfolio and the rights and interests of Holders (Sections 7.06 and 8.01(d)), (e) indemnification of the Trustee for any losses, liabilities and expenses incurred without gross negligence, bad faith or wilful misconduct on its part (Section 8.05), (f) indemnification of the Sponsors for any losses, liabilities and expenses incurred without gross negligence, bad faith or wilful misconduct (Section 7.05(b)) and (g) expenditures incurred in contacting Holders upon termination of the Portfolio (Section 9.02). The amounts of these charges and fees are secured by a lien on the Portfolio and, if the balances in the Income and Capital Accounts (see below) are insufficient, the Trustee has the power to sell Securities to pay these amounts (Section 8.05).

ADMINISTRATION OF THE FUND

RECORDS

The Trustee keeps a register of the names, addresses and holdings of all Holders. The Trustee also keeps records of transactions of the Portfolio, including a current list of the Securities and a copy of the Indenture, which records are available to Holders for inspection at the office of the Trustee at reasonable times during business hours (Sections 8.02 and 8.04).

ACCOUNTS AND DISTRIBUTIONS

Dividends payable to a Portfolio are credited by the Trustee to an Income Account (after conversion into U.S. dollars at an estimate of the exchange rate to be applicable upon receipt of the dividends), as of the date on which the Fund receives the dividends. Other receipts, including amounts received upon the sale of rights pursuant to Section 3.08 of the Indentures, are credited to a Capital Account (after conversion into U.S. dollars at the applicable rates)

(Sections 3.01 and 3.02). The Semi-annual Income Distribution for each Holder as of each Record Day will be made on the following Distribution Day or shortly thereafter and shall consist of an amount substantially equal to the Holder's pro rata share of the distributable cash balance in the Income Account after deducting amounts required to satisfy estimated expenses computed as of the close of business on the preceding Record Day and after any adjustment necessary to reflect changes in currency cyclical rates. It is anticipated that the deferred sales charge will be collected from the Capital Account and that amounts in the Capital Account will be sufficient to cover the cost of the deferred sales charge. Distributions of amounts necessary to pay the deferred portion of the sales charge will be made to an account maintained by the Trustee for purposes of satisfying Holders' deferred sales charge obligations. Although the Sponsors have the right to collect the deferred sales charge monthly, in order to keep Holders of Units as fully invested as possible, it is anticipated that no Securities will be sold to pay the deferred sales charge to the Sponsors until after the Rollover Notification Date set forth on page A-5. The amount of the Semi-annual Income Distribution will change with fluctuations in the relevant dividend rates and in the applicable currency exchanges rates as Securities are sold or as substitute Securities are purchased.

Proceeds received from the disposition of any of the Securities which are not used to pay the deferred portion of the sales charge or for redemption of Units will be held in the Capital Account to be distributed on the final Distribution Day or following liquidation of the Portfolio. The first distribution for persons who purchase Units between a Record Day and a Distribution Day will be made on the second Distribution Day following their purchase of Units.

A Reserve Account may be created by the Trustee by withdrawing from the Income or Capital Accounts, from time to time, those amounts as it deems requisite to establish a reserve for any taxes or other governmental charges that may be payable out of the Portfolio (Section 3.03). Funds held by the Trustee in the various accounts created under the Indentures do not bear interest (Section 8.01).

PORTFOLIO SUPERVISION

Each Portfolio is a unit investment trust which normally follows a buy and hold investment strategy. Traditional methods of investment management for a managed fund (such as a mutual fund) typically involve frequent changes in a portfolio of securities on the basis of economic, financial and market analyses. The Portfolios of this Series, however, will not be actively managed and therefore the adverse financial condition of an issuer or its failure to maintain its current dividend rate will not necessarily require the sale of its Securities from a Portfolio. In the event a public tender offer is made for a Security or a merger or acquisition is announced affecting a Security, the Sponsors may instruct the Trustee to tender or sell the Security on the open market when in its opinion it is in the best interest of the Holders of the Units to do so. The Sponsors may also direct the disposition of Securities upon default in payment of amounts due on any of the Securities, institution of certain legal proceedings, default under certain documents materially and adversely affecting future declaration or payment of amounts due, or decline in price or the occurrence of other market or credit factors that in the opinion of the Sponsors would make the retention of these Securities detrimental to the interest of the Holders (Section 3.08). However, given the investment philosophy of the Fund, the Sponsors are not likely to sell Securities for any of these reasons; and even though the yield on certain Securities may have changed subsequent to the Initial Date of Deposit and even though a stock may no longer be among the ten highest dividend yielding stocks in the relevant Index or a component of that index the Portfolio may continue to hold the Securities and may continue

to purchase the Securities in connection with the issuance of Additional Units or the purchase of Additional Securities.

The Indentures authorize the Sponsors to increase the size and number of Units of a Portfolio by the deposit of Additional Securities, contracts to purchase Additional Securities or cash or a letter of credit with instructions to purchase Additional Securities in exchange for the corresponding number of additional Units during the 90-day period subsequent to the Initial Date of Deposit, provided that the original proportionate relationship among the number of shares of each Security established on the Initial Date of Deposit (the 'Original Proportionate Relationship') is maintained to the extent practicable. (Deposits of Additional Securities subsequent to the 90-day period following the Initial Date of Deposit must replicate exactly the proportionate relationship among the share amounts of Securities comprising a Portfolio at the time of such deposits.)

With respect to deposits of Additional Securities (or cash or a letter of credit with instructions to purchase Additional Securities), in connection with creating additional Units during the 90-day period following the Initial Date of

Deposit, the Sponsors may specify the minimum numbers in which Additional Securities will be deposited or purchased. If a deposit is not sufficient to acquire minimum amounts of each Security, Additional Securities may be acquired in the order of the Security most under-represented immediately before the deposit when compared to the Original Proportionate Relationship. If Securities of an issue originally deposited are unavailable at the time of subsequent deposit, or cannot be purchased at reasonable prices or their purchase is prohibited or restricted by law, regulation or policies applicable to the Fund or the Sponsors, the Sponsors may (1) deposit cash or a letter of credit with instructions to purchase the Security when it becomes available (provided that it becomes available within 110 days after the Initial Date of Deposit) or (2) deposit (or instruct the Trustee to purchase) Securities of one or more other issues originally deposited. Any funds held to acquire Additional Securities which have not been used to purchase Securities at the end of the 90-day period beginning with the Initial Date of Deposit, shall be used to purchase Securities as described above or shall be distributed to Holders together with the attributable sales charge.

Voting rights with respect to the Securities will be exercised by the Trustees in accordance with directions given by the Sponsors.

REPORTS TO HOLDERS

With any distribution, the Trustee will furnish Holders with a statement of the amounts of income and the amounts of other receipts, if any, which are being distributed, expressed in each case as a dollar amount per Unit. Following the termination of the Fund, the Trustee will furnish to each person who at any time was a Holder of record, a statement (i) summarizing transactions in the Income and Capital Accounts, (ii) identifying Securities sold and purchased and listing Securities held and the number of Units outstanding at termination, (iii) stating the Redemption Price per 1,000 Units based upon the computation thereof made at termination and (iv) specifying the amounts distributed from the Income and Capital Accounts (Section 3.07). The accounts of the Fund may be audited by independent accountants designated by the Sponsor and any report of the accountants shall be furnished by the Trustee to Holders upon request (Section 8.01(e)).

UNCERTIFICATED UNITS

All Holders are required to hold their Units in uncertificated form and in 'street name' by their broker, dealer or financial institution at the Depository Trust Company ('DTC'). Units are transferable between accounts of brokers, dealers or financial institutions which are members of DTC.

AMENDMENT

The Sponsors and Trustee may amend the Indentures, without the consent of the Holders, (a) to cure any ambiguity or to correct or supplement any provision thereof which may be defective or inconsistent, (b) to change any provision thereof as may be required by the SEC or any successor governmental agency or (c) to make any other provisions which do not materially adversely affect the interest of the Holders (as determined in good faith by the Sponsors). The Indentures may also be amended in any respect by the Sponsors and the Trustee, or any of the provisions thereof may be waived, with the consent of the Holders of 51% of the Units, provided that none of these amendments or waivers will reduce the interest in a Portfolio of any Holder without the consent of the Holder or reduce the percentage of Units required to consent to any of these amendments or waivers without the consent of all Holders (Section 10.01).

RESIGNATION, REMOVAL AND LIMITATIONS ON LIABILITY

TRUSTEE

A Trustee or any successor may resign upon notice to the Sponsors. A Trustee may be removed upon the direction of the Holders of 51% of the Units at any time or by the Sponsors without the consent of any of the Holders if the Trustee becomes incapable of acting or becomes bankrupt or its affairs are taken over by public authorities or if for any reasons the Sponsors determine in good faith that the replacement of the Trustee is in the best interest of the Holders. The resignation or removal shall become effective upon the acceptance of appointment by the successor which may, in the case of a resigning or removed Co-Trustee, be one or more of the remaining Co-Trustees. In case of resignation or removal, the Sponsors are to use their best efforts to appoint a successor promptly and if upon resignation of the Trustee no successor has accepted appointment within thirty days after notification, the Trustee may apply to a court of competent jurisdiction for the appointment of a successor (Section 8.06). The Trustee shall be under no liability for any action taken in good faith in reliance on prima facie properly executed documents or for the disposition of monies or Securities under the Indentures. This provision, however, shall not protect the Trustee in cases of wilful misfeasance, bad faith, gross negligence or reckless disregard of its obligations and duties. In the event of the failure of the Sponsors to act, the Trustee may act under the Indenture and shall not be liable for any of these actions taken in good faith. The Trustee shall not be personally liable for any taxes or other governmental charges imposed upon or in respect of the Securities or upon the interest thereon. In addition, the Indenture contains other customary provisions limiting the liability of the Trustee (Sections 8.01 and 8.05).

SPONSORS

Any Sponsor may resign if the remaining Sponsor maintains a net worth of $2,000,000 and is agreeable to the resignation (Section 7.04). A new Sponsor may be appointed by the remaining Sponsor and the Trustee to assume the duties of the resigning Sponsor. If there is only one Sponsor and it fails to perform its duties or becomes incapable of acting or becomes bankrupt or its affairs are taken over by public authorities, then the Trustee may (a) appoint a successor Sponsor at rates of compensation deemed by the Trustee to be reasonable and as may not exceed amounts prescribed by the SEC, or (b) terminate the Indenture and liquidate the Fund or (c) continue to act as Trustee without terminating the Indenture (Section 8.01(e)). The Agent for the Sponsors has been appointed by the other Sponsors as agent for purposes of taking action under the Indenture (Section 7.01). If the Sponsors are unable to agree with respect to action to be taken jointly by them under the Indenture and they cannot agree as to which Sponsors shall continue to act as Sponsors, then Merrill Lynch, Pierce, Fenner & Smith Incorporated shall continue to act as sole Sponsor (Section 7.02(b)). If one of the Sponsors fails to perform its duties or becomes incapable of acting or becomes bankrupt or its affairs are taken over by public authorities, then that Sponsor is automatically discharged and the other Sponsor shall act as sole Sponsor (Section 7.02(b)). The Sponsors shall be under no liability to the Fund or to the Holders for taking any action or for refraining from taking any action in good faith or for errors in judgment and shall not be liable or responsible in any way for depreciation or loss incurred by reason of the sale of any Security. This provision, however, shall not protect the Sponsors in cases of wilful misfeasance, bad faith, gross negligence or reckless disregard of their obligations and duties (Section 7.05). The Sponsors and their successors are jointly and severally liable under the Indenture. A Sponsor may transfer all or substantially all of its assets to a corporation or partnership which carries on its business and duly assumes all of its obligations under the Indenture and in that event it shall be relieved of all further liability under the Indenture (Section 7.03).

MISCELLANEOUS

TRUSTEE

The Trustee and its address are named on the back cover page of this Prospectus. The Trustee is subject to supervision by the Federal Deposit Insurance Corporation, the Board of Governors of the Federal Reserve System and either the Comptroller of the Currency or state banking authorities.

LEGAL OPINION

The legality of the Units has been passed upon by Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, as special counsel for the Sponsors.

AUDITORS

The Statements of Condition, including the Portfolios of the Fund, included herein, have been audited by Deloitte & Touche LLP, independent accountants, as stated in their opinion appearing herein and have been so included in reliance upon that opinion given on the authority of that firm as experts in accounting and auditing.

SPONSORS

Each Sponsor is a Delaware corporation and is engaged in the underwriting, securities and commodities brokerage business and is a member of the New York Stock Exchange, Inc., other major securities exchanges and commodity exchanges, and the National Association of Securities Dealers, Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated and Merrill Lynch Asset Management, a Delaware corporation, each of which is a subsidiary of Merrill Lynch & Co., Inc., are engaged in the investment advisory business. Smith Barney Inc., an investment banking and securities broker-dealer firm, is an indirect wholly-owned subsidiary of The Travelers Inc. PaineWebber Incorporated is engaged in the investment advisory business and is a wholly-owned subsidiary of PaineWebber Group Inc. Prudential Securities Incorporated, a wholly-owned subsidiary of Prudential Securities Group Inc. and an indirectly wholly-owned subsidiary of the Prudential Insurance Company of America, is engaged in the investment advisory business. Dean Witter Reynolds Inc., a principal operating subsidiary of Dean Witter, Discover & Co., is engaged in the investment advisory business. Each Sponsor, or one of its predecessor corporations, has acted as Sponsor of a number of series of unit investment trusts. Each Sponsor has acted as principal underwriter and managing underwriter of other investment companies. The Sponsors, in addition to participating as members of various selling groups or as agents of other investment companies, execute orders on behalf of investment companies for the purchase and sale of securities of these companies and sell securities to these companies in their capacities as brokers or dealers in securities.

Each Sponsor (or a predecessor) has acted as Sponsor of various series of Defined Asset Funds. A subsidiary of Merrill Lynch, Pierce, Fenner & Smith Incorporated succeeded in 1970 to the business of Goodbody & Co., which had been a co-Sponsor of Defined Asset Funds since 1964. That subsidiary resigned as Sponsor of each of the Goodbody series in 1971. Merrill Lynch, Pierce, Fenner & Smith Incorporated has been co-Sponsor and the Agent for the Sponsors of each series of Defined Asset Funds created since 1971. Shearson Lehman Brothers Inc. (Shearson) and certain of its predecessors were underwriters beginning in 1962 and co-Sponsors from 1965 to 1967 and from 1980 to 1993 of various Defined Asset Funds. As a result of the acquisition of certain of Shearson's assets by Smith Barney, Harris Upham & Co. Incorporated and Primerica Corporation (now The Travelers Inc.), Smith Barney Inc. now serves as co-Sponsor of various Defined Asset Funds. PaineWebber Incorporated and its predecessor have co-sponsored certain Defined Asset Funds since 1983. Prudential Securities Incorporated and its predecessors have been underwriters of Defined Asset Funds since 1961 and co-Sponsors since 1964, in which year its predecessor became successor co-Sponsor to the original Sponsor. Dean Witter Reynolds Inc. and its predecessors have been underwriters of various Defined Asset Funds since 1964 and co-Sponsors since 1974.

The Sponsors have maintained secondary markets for Defined Asset Funds for over 20 years. For decades informed investors have purchased unit investment trusts for dependability and professional selection of investments. Defined Asset Funds offers an array of simple and convenient investment choices, suited to fit a wide variety of personal financial goals--a buy and hold strategy for capital accumulation, such as for children's education or a nest egg for retirement, or attractive, regular current income consistent with relative protection of capital. There are Defined Funds to meet the needs of just about any investor. Unit investment trusts are particularly suited for the many investors who prefer to seek long-term profits by purchasing sound investments and holding them, rather than through active trading. Few individuals have the knowledge, resources or capital to buy and hold a diversified portfolio on their own; it would generally take a considerable sum of money to obtain the breadth and diversity offered by Defined Funds. Sometimes it takes a combination of Defined Funds to plan for an investor's objectives.

Defined Asset Funds offers a variety of fund types. The tax exemption of municipal securities, which makes them attractive to high-bracket taxpayers, is offered by Defined Municipal Investment Trust Funds. Municipal Defined Funds offer a simple and convenient way for investors to earn monthly income free from regular Federal income tax. Defined Municipal Investment trust funds have provided investors with tax-free income for more than 30 years. Defined Corporate Income Funds, with higher current returns than municipal or government funds, are suitable for Individual Retirement Accounts and other tax-advantaged accounts and provide monthly income. Defined Government Securities Income Funds provide a way to participate in markets for U.S.

government securities while earning an attractive current return. Defined International Bond Funds, invested in bonds payable in foreign currencies, offer the potential to profit from changes in currency values and possibly from interest rates higher than paid on comparable US bonds, but investors incur a higher risk for these potentially greater returns. Historically, stocks have offered growth of capital, and thus some protection against inflation, over the long term. Defined Equity Income Funds offer participation in the stock market, providing current income as well as the possibility of capital appreciation. The S&P Index Trusts offer a convenient and inexpensive way to participate in broad market movements. Concept Series seek to capitalize on selected anticipated economic, political or business trends. Utility Stock Series, consisting of stocks of issuers with established reputations for regular cash dividends, seek to benefit from dividend increases. Select Ten Portfolios seek total return by investing for one year in the ten highest yielding stocks on a designated stock index.

One of the most important investment decisions an investor faces may be how to allocate his investments among asset classes. Diversification among different kinds of investments can balance the risks and rewards of each one. Most investment experts recommend stocks for long-term capital growth. Long-term corporate bonds offer relatively high rates of interest income. By purchasing both defined equity and defined bond funds, investors can receive attractive current income, as well as growth potential, offering some protection against inflation.

The following chart shows the average annual compounded rate of return of selected asset classes over the 10-year and 20-year periods ending September 30, 1994, compared to the rate of inflation over the same periods. Of course, this chart represents past performance of these investment categories and there is no guarantee of future results, either of these categories or of any Defined Fund. Defined Funds also have sales charges and expenses which are not reflected in the chart.

Stocks (S&P 500)
20 yr 15.09%
10 yr 14.60%

Small-company stocks
20 yr 20.31%
10 yr 10.84%

Long-term corporate bonds
20 yr 10.42%
10 yr 12.43%

U.S. Treasury bills (short-term)
20 yr 7.31%
10 yr 5.89%

Consumer Price Index
20 yr 5.56%
10 yr 3.60%
0 2 4 6 8 10 12 14 16 18 20 22%

Source: Ibbotson Associates. Used with permission. All rights reserved.

Instead of having to select individual securities on their own, purchasers of Defined Funds benefit from the expertise of Defined Asset Funds' experienced buyers and research analysts. In addition, they gain the advantage of diversification by investing in units of a Defined Fund holding securities of several different issuers. Such diversification can reduce risk, but does not eliminate it. While the portfolio of a managed fund, such as a mutual fund, continually changes, defined bond funds offer a defined portfolio and a schedule of income distributions identified in the prospectus. Investors know, generally, when they buy, the issuers, maturities, call dates and ratings of the securities in the portfolio. Because each Defined Fund is a portfolio of preselected securities, you know your investments when you purchase Units. Of course, the portfolio may change somewhat over time as additional securities are deposited, as securities mature or are called or redeemed or as they are sold to meet redemptions and in certain other limited circumstances. Investors also know at the time of purchase their estimated income and current and long-term returns, subject to credit and market risks and to changes in the portfolio or fund expenses.

EXCHANGE OPTION

You may exchange Units of either Portfolio for units of other Select Ten Portfolios ('Exchange Funds'), subject only to the remaining deferred sales charges on the units received. Holders of units of any other Select Ten Portfolio, of any other Defined Asset Fund with a regular maximum sales charge of at least 3.50% and of any unaffiliated unit trust with a regular maximum sales charge of at least 3.0%, may exchange their units of those series for Units of a Portfolio at their relative net asset values, subject only to the remaining deferred sales charge on the Units. To make an exchange, you should contact your financial professional to find out what suitable Exchange Funds are available and to obtain a prospectus. You may only acquire units of an Exchange Fund in which the Sponsors maintain a secondary market and which are lawfully available for sale in the state where you reside. Except for the reduced sales charge, an exchange is like any other purchase and sale of units. An exchange is a taxable event normally requiring recognition of any gain or loss on the units exchanged. However, the Internal Revenue Service may seek to disallow a loss if the portfolio of the units acquired is not materially different from the portfolio of the units exchanged; you should consult your own tax adviser. If the proceeds of units exchanged is insufficient to acquire a whole number of Exchange Fund units, you may pay the difference in cash (not exceeding the price of a single unit acquired). The Sponsors are not obligated to maintain a secondary market in any series; therefore, there can be no assurance that units of a desired series; will be available for exchange. This Exchange Option may be amended or terminated by the Sponsors at any time, without notice.

Defined

SPONSORS:
Merrill Lynch,
Pierce, Fenner & Smith Incorporated
Defined Asset Funds
P.O. Box 9051
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PaineWebber Incorporated
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EQUITY INCOME FUND
SELECT TEN PORTFOLIO--
Winter 1995 International Series
(United Kingdom and
Hong Kong Portfolios)
(Unit Investment Trusts)
PROSPECTUS

This Prospectus does not contain all of the information with respect to the investment company set forth in its registration statement and exhibits relating thereto which have been filed with the Securities and Exchange Commission, Washington, D.C. under the Securities Act of 1933 and the Investment Company Act of 1940, and to which reference is hereby made.

No person is authorized to give any information or to make any representations with respect to this investment company not contained in this Prospectus; and any information or representation not contained herein must not be relied upon as having been authorized. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any state to any person to whom it is not lawful to make such offer in such state.