

SECURITIES AND EXCHANGE COMMISSION

**FORM S-6EL24**

Registration statements of unit investment trusts

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**FILER**

**MUNICIPAL INVT TR FD INTERM TERM SER 228 DEFINED ASSET FDS**

CIK: **910374** | State of Incorpor.: **NY** | Fiscal Year End: **1231**  
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Business Address  
C/O DAVIS POLK &  
WARDWELL  
450 LEXINGTON AVE  
NEW YORK NY 10017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM S-6

FOR REGISTRATION UNDER THE SECURITIES ACT  
OF 1933 OF SECURITIES OF UNIT INVESTMENT  
TRUSTS REGISTERED ON FORM N-8B-2

A. EXACT NAME OF TRUST:

MUNICIPAL INVESTMENT TRUST FUND  
INTERMEDIATE TERM SERIES-228  
DEFINED ASSET FUNDS  
(A UNIT INVESTMENT TRUST)

B. NAMES OF DEPOSITORS:

MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED  
SMITH BARNEY SHEARSON INC.  
PRUDENTIAL SECURITIES INCORPORATED  
DEAN WITTER REYNOLDS INC.  
PAINWEBBER INCORPORATED

C. COMPLETE ADDRESSES OF DEPOSITORS' PRINCIPAL EXECUTIVE OFFICES:

MERRILL LYNCH, PIERCE, FENNER & SMITH  
INCORPORATED  
P.O. BOX 9051  
PRINCETON, N.J. 08543-9051

SMITH BARNEY SHEARSON INC.  
TWO WORLD TRADE CENTER  
101ST FLOOR  
NEW YORK, N.Y. 10048

PAINWEBBER INCORPORATED  
1285 AVE. 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--  
69TH FLOOR  
NEW YORK, N.Y. 10048

D. NAMES AND COMPLETE ADDRESSES OF AGENTS FOR SERVICE:

TERESA KONCICK, ESQ.  
P.O BOX 9051  
PRINCETON, N.J. 08543-9051

THOMAS D. HARMAN, ESQ.  
388 GREENWICH STREET  
NEW YORK, N.Y. 10013

LEE B. SPENCER  
ONE SEAPORT PLAZA  
199 WATER STREET  
NEW YORK, N.Y. 10292

PHILIP BECKER  
130 LIBERTY STREET--  
29TH FLOOR  
NEW YORK, N. Y. 10006

ROBERT E. HOLLEY  
1200 HARBOR BLVD.  
WEEHAWKEN, N.J. 07087

COPIES TO  
PIERRE DE SAINT PHALLE, ESQ.  
450 LEXINGTON AVENUE  
NEW YORK, N.Y. 10017

E. TITLE AND AMOUNT OF SECURITIES BEING REGISTERED:

An indefinite number of Units of Beneficial Interest pursuant to Rule 24f-2 promulgated under the Investment Company Act of 1940, as amended.

F. PROPOSED MAXIMUM OFFERING PRICE TO THE PUBLIC OF THE SECURITIES BEING REGISTERED:

Indefinite

G. AMOUNT OF FILING FEE:

\$500 (as required by Rule 24f-2)

H. APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after the acquisition and deposit of the underlying obligations.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

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SUBJECT TO COMPLETION, PROSPECTUS DATED MARCH 1, 1994

20,000 UNITS

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MUNICIPAL INVESTMENT TRUST FUND  
INTERMEDIATE TERM SERIES-228  
DEFINED ASSET FUNDS  
(A UNIT INVESTMENT TRUST)

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A final prospectus for a prior Intermediate Term Series of Municipal Investment Trust Fund, Defined Asset Funds is hereby incorporated by reference and used as a preliminary prospectus for this Intermediate Term Series. The narrative information and structure of the final prospectus for this Series will be substantially the same as that of the previous prospectus except that the range of maturities of the securities may be different from that of the securities in the previous Series and that the sales charge may be lower or higher than that of the previous Series. Information with respect to pricing, the number of units, dates and summary information regarding the characteristics of securities to be deposited in this Series is not now available and will be different from that shown since each Series has a unique Portfolio. Accordingly, the information contained herein with regard to the previous Series should be considered as being included for informational purposes only. The estimated current return and long-term return for this Series will depend on the interest rates and offering side evaluation of the securities in the Series and may vary materially from that of the previous Series. Investors should contact account executives of the underwriters who will be informed of the expected effective date of this Series and who will be supplied with complete information with respect to such Series on the day of and immediately prior to the effectiveness of the registration statement relating to Units of this Series.

INFORMATION CONTAINED HEREIN IS SUBJECT TO COMPLETION OR AMENDMENT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THESE SECURITIES MAY NOT BE SOLD NOR MAY OFFERS TO BUY BE ACCEPTED PRIOR TO THE TIME THE REGISTRATION STATEMENT BECOMES EFFECTIVE. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THESE SECURITIES IN ANY STATE IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH STATE.

## PART II

### ADDITIONAL INFORMATION NOT INCLUDED IN THE PROSPECTUS

A. The following information relating to the Depositors is incorporated by reference to the SEC filings indicated and made a part of this Registration Statement.

SEC FILE OR  
IDENTIFICATION NO.

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I. Bonding Arrangements and Date of Organization of the Depositors filed pursuant to Items A and B of Part II of the Registration Statement on

Form S-6 under the Securities Act of 1933:

Merrill Lynch, Pierce, Fenner & Smith Incorporated	2-52691
Prudential Securities Incorporated	2-61418
Smith Barney Shearson Inc.	33-29106
Dean Witter Reynolds Inc.	2-60599
PaineWebber Incorporated	2-87965

II. Information as to Officers and Directors of the Depositors filed pursuant to Schedules A and D of Form BD under Rules 15b1-1 and 15b3-1 of the Securities Exchange Act of 1934:

Merrill Lynch, Pierce, Fenner & Smith Incorporated	8-7721
Prudential Securities Incorporated	8-12321
Smith Barney Shearson Inc.	8-8177
Dean Witter Reynolds Inc.	8-14172
PaineWebber Incorporated	8-16267

III. Charter documents of the Depositors filed as Exhibits to the Registration Statement on Form S-6 under the Securities Act of 1933 (Charter, By-Laws):

Merrill Lynch, Pierce, Fenner & Smith Incorporated	2-73866, 2-77549
Prudential Securities Incorporated	2-86941, 2-86941
Smith Barney Shearson Inc.	33-20499
Dean Witter Reynolds Inc.	2-60599, 2-86941
PaineWebber Incorporated	2-87965, 2-87965

B. The Internal Revenue Service Employer Identification Numbers of the Sponsors and Trustee are as follows:  
the Sponsors and Co-Trustees are as follows:

Merrill Lynch, Pierce, Fenner & Smith Incorporated	13-5674085
Prudential Securities Incorporated	13-6134767
Smith Barney Shearson Inc.	13-1912900
Dean Witter Reynolds Inc.	94-1671384
PaineWebber Incorporated	13-2638166
Investors Bank & Trust Company, Co-Trustee	04-3086138
The First National Bank of Chicago, Co-Trustee	36-0899825

II-1

Supplemented final prospectuses from the following Series of Municipal Investment Trust Fund, Defined Asset Funds (all of which are incorporated herein by reference) may be used as preliminary prospectuses for this Series: Intermediate Term Series - 219 (Reg. No. 33-50647); Intermediate

Term Series - 220 (Reg. No. 33-50763); Intermediate Term Series - 221 (Reg. No. 33-50143); Intermediate Term Series - 222 (Reg. No. 33-51323); Intermediate Term Series - 223 (Reg. No. 33-51425); Intermediate Term Series - 224 (Reg. No. 33-51841); Intermediate Term Series - 225 (Reg. No. 33-51969).

#### CONTENTS OF REGISTRATION STATEMENT

THE REGISTRATION STATEMENT ON FORM S-6 COMPRISES THE FOLLOWING PAPERS AND DOCUMENTS:

The facing sheet of Form S-6.

The Cross-Reference Sheet (incorporated by reference to the Cross-Reference Sheet to the Registration Statement of Municipal Investment Trust Fund, Forty-Fourth Intermediate Term Series, 1933 Act File No. 2-88251).

The Prospectus.

Additional Information not included in the Prospectus (Part II).

\*Consent of independent public accountants.

The following exhibits:

- 1.1 -- Form of Trust Indenture (incorporated by reference to Exhibit 1.1 to the Registration Statement of Municipal Investment Trust Fund, Intermediate Term Series-217, Defined Asset Funds, 1933 Act File No. 33-50343).
- 1.1.1 -- Form of Standard Terms and Conditions of Trust Effective October 21, 1993 (incorporated by reference to Exhibit 1.1.1 to the Registration Statement of Municipal Investment Trust Fund, Multistate Series-48, Defined Asset Funds, 1933 Act File No. 33-50247).
- 1.2 -- Form of Master Agreement Among Underwriters (incorporated by reference to Exhibit 1.2 to the Registration Statement of The Corporate Income Fund, One Hundred Ninety-Fourth Monthly Payment Series, 1933 Act File No. 2-90925).
- 2.1 -- Form of Certificate of Beneficial Interest (included in Exhibit 1.1.1).
- \*3.1 -- Opinion of counsel as to the legality of the securities being issued including their consent to the use of their names under the headings "Taxes" and "Miscellaneous-Legal Opinion" in the Prospectus.
- \*4.1 -- Consent of the Evaluator
- 5.1 -- Form of Bond Purchase Agreement used for purchases from

issuers (incorporated by reference to Exhibit 5.1 to the Registration Statement of Municipal Investment Trust Fund, Fifty-Fifth Intermediate Term Series, 1933 Act File No. 2-94809).

- 5.2.1 -- Form of Purchase Agreement for purchases in secondary market with letter of credit backing (incorporated by reference to Exhibit 5.21 to the Registration Statement of Municipal Investment Trust Fund, Fifty-Fifth Intermediate Term Series, 1933 Act File No. 2-94809).
- 5.2.2 -- Form of Purchase Agreement for purchases in secondary market with guarantees (incorporated by reference to Exhibit 5.22 to the Registration Statement of Municipal Investment Trust Fund, Fifty-Fifth Intermediate Term Series, 1933 Act File No. 2-94809).
- 5.2.3 -- Form of Purchase Agreement for purchases in secondary market with collateralized backing (incorporated by reference to Exhibit 5.23 to the Registration Statement of Municipal Investment Trust Fund, Fifty-Fifth Intermediate Term Series, 1933 Act File No. 2-94809).
- 6.1 -- Form of Collateral Agreement (incorporated by reference to Exhibit 6.1 to the Registration Statement of Municipal Investment Trust Fund, Fifty-Fifth Intermediate Term Series, 1933 Act File No. 2-94809).

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\* To be filed with Amendment to Registration Statement.

R-1

#### SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT HAS DULY CAUSED THIS REGISTRATION STATEMENT OR AMENDMENT TO THE REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED THEREUNTO DULY AUTHORIZED IN THE CITY OF NEW YORK AND STATE OF NEW YORK ON THE 1ST DAY OF MARCH, 1994.

Signatures appear on pages R-3, R-4, R-5, R-6 and R-7.

A majority of the members of the Board of Directors of Merrill Lynch, Pierce, Fenner & Smith Incorporated has signed this Registration Statement or Amendment to the Registration Statement pursuant to Powers of Attorney authorizing the person signing this Registration Statement or Amendment to

the Registration Statement to do so on behalf of such members.

A majority of the members of the Executive Committee of the Board of Directors of Prudential Securities Incorporated has signed this Registration Statement or Amendment to the Registration Statement pursuant to Powers of Attorney authorizing the person signing this Registration Statement or Amendment to the Registration Statement to do so on behalf of such members.

A majority of the members of the Board of Directors of Smith Barney Shearson Inc. has signed this Registration Statement or Amendment to the Registration Statement pursuant to Powers of Attorney authorizing the person signing this Registration Statement or Amendment to the Registration Statement to do so on behalf of such members.

A majority of the members of the Board of Directors of Dean Witter Reynolds Inc. has signed this Registration Statement or Amendment to the Registration Statement pursuant to Powers of Attorney authorizing the person signing this Registration Statement or Amendment to the Registration Statement to do so on behalf of such members.

A majority of the members of the Executive Committee of the Board of Directors of PaineWebber Incorporated has signed this Registration Statement or Amendment to the Registration Statement pursuant to Powers of Attorney authorizing the person signing this Registration Statement or Amendment to the Registration Statement to do so on behalf of such members.

R-2

MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED  
DEPOSITOR

By the following persons, who constitute a majority of the Board of Directors of Merrill Lynch, Pierce, Fenner & Smith Incorporated:

Powers of Attorney have been filed under Form SE and the following 1933 Act File Number: 33-43466

HERBERT M. ALLISON, JR.  
BARRY S. FRIEDBERG  
EDWARD L. GOLDBERG  
STEPHEN L. HAMMERMAN  
JEROME P. KENNEY  
DAVID H. KOMANSKY  
DANIEL T. NAPOLI  
THOMAS H. PATRICK  
JOHN L. STEFFENS  
DANIEL P. TULLY  
ROGER M. VASEY



By ERNEST V. FABIO  
(As authorized signatory for  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
and Attorney-in-fact for the persons listed above)

R-3

PRUDENTIAL SECURITIES INCORPORATED  
DEPOSITOR

By the following persons,  
who constitute a majority of  
the Executive Committee of  
the Board of Directors of  
Prudential Securities Incorporated:

Powers of Attorney have been  
filed under Form SE and  
the following 1933 Act  
File Number: 33-41631

JAMES T. GAHAN  
ALAN D. HOGAN  
HOWARD A. KNIGHT  
GEORGE A. MURRAY  
LELAND B. PATON  
HARDWICK SIMMONS

By RICHARD R. HOFFMANN  
(As authorized signatory for  
Prudential Securities Incorporated  
and Attorney-in-fact for the persons listed above)

R-4

SMITH BARNEY SHEARSON INC.  
DEPOSITOR

By the following persons,  
who constitute a majority of  
the Board of Directors of  
Smith Barney Shearson Inc.:

Powers of Attorney have  
been filed under the  
1933 Act File  
Numbers: 33-49753  
and 33-51607

RONALD A. ARTINIAN  
STEVEN D. BLACK  
JAMES BOSHART III  
ROBERT A. CASE  
ROBERT K. DIFAZIO  
JAMES DIMON  
ROBERT DRUSKIN  
HERBERT DUNN  
TONI ELLIOTT  
LEWIS GLUCKSMAN  
ROBERT F. GREENHILL  
THOMAS GUBA  
HENRY U. HARRIS  
JOHN B. HOFFMAN  
A. RICHARD JANIAK, JR.  
ROBERT Q. JONES  
ROBERT B. KANE  
JEFFREY LANE  
JACK H. LEHMAN III  
ROBERT H. LESSIN  
JOEL N. LEVY  
THOMAS A. MAGUIRE, JR.  
JOHN J. McATEE, JR.  
HOWARD D. MARSH  
JOHN F. McCANN  
WILLIAM J. MILLS II  
JOHN C. MORRIS  
CHARLES O'CONNOR  
HUGH J. O'HARE  
JOSEPH J. PLUMERI II  
JACK L. RIVKIN  
A. GEORGE SAKS  
BRUCE D. SARGENT  
DON M. SHAGRIN  
DAVID M. STANDRIDGE  
MELVIN B. TAUB  
JACQUES S. THERIOT  
STEPHEN J. TREADWAY  
PAUL UNDERWOOD  
PHILIP M. WATERMAN

By GINA LEMON  
(As authorized signatory for

Smith Barney Shearson Inc. and  
Attorney-in-fact for the persons listed above)

R-5

DEAN WITTER REYNOLDS INC.  
DEPOSITOR

By the following persons,  
who constitute a majority of  
the Board of Directors of  
Dean Witter Reynolds Inc.:

Powers of Attorney have been  
filed under Form SE and  
the following 1933 Act  
File Number: 33-17085

NANCY DONOVAN  
CHARLES A. FIUMEFREDDO  
JAMES F. HIGGINS  
STEPHEN R. MILLER  
PHILIP J. PURCELL  
THOMAS C. SCHNEIDER  
WILLIAM B. SMITH

By MICHAEL D. BROWNE  
(As authorized signatory for  
Dean Witter Reynolds Inc. and  
Attorney-in-fact for the persons listed above)

R-6

PAINWEBBER INCORPORATED  
DEPOSITOR

By the following persons, who  
constitute a majority of the  
Executive Committee of the  
Board of Directors of  
PaineWebber Incorporated:

Powers of Attorney have  
been filed under  
Form SE and the  
following 1933 Act  
File Number: 33-28452

JOHN A. BULT  
PAUL B. GUENTHER

DONALD B. MARRON  
RONALD M. SCHWARTZ  
JAMES C. TREADWAY

By ROBERT E. HOLLEY  
(As authorized signatory for  
PaineWebber Incorporated and  
Attorney-in-fact for the persons listed above)

R-7