

SECURITIES AND EXCHANGE COMMISSION

FORM S-6EL24

Registration statements of unit investment trusts

Filing Date: **1995-02-22**
SEC Accession No. **0000934850-95-003376**

(HTML Version on secdatabase.com)

FILER

MUNICIPAL INVT TR FD INSURED SERIES 221 DEFINED ASSET FUNDS

CIK: **804024** | State of Incorpor.: **NY** | Fiscal Year End: **1231**
Type: **S-6EL24** | Act: **33** | File No.: **033-57787** | Film No.: **95514228**

Business Address
450 LEXINGTON AVENUE
C/O DAVIS POLK &
WARDWELL
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
INSURED SERIES-221
DEFINED ASSET FUNDS

B. NAMES OF DEPOSITORS:

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

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 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--
59TH 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, JR.
ONE SEAPORT PLAZA
199 WATER STREET
NEW YORK, N.Y. 10292

COPIES TO

DOUGLAS LOWE, ESQ.
130 LIBERTY STREET--
29TH FLOOR
NEW YORK, N. Y. 10006

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

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 securities.

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 FEBRUARY 22, 1995

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20,000 UNITS

MUNICIPAL INVESTMENT TRUST FUND
INSURED SERIES-221
DEFINED ASSET FUNDS

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A FINAL PROSPECTUS FOR A PRIOR INSURED SERIES OF DEFINED ASSET FUNDS - MUNICIPAL INVESTMENT TRUST FUND IS HEREBY INCORPORATED BY REFERENCE AND

USED AS A PRELIMINARY PROSPECTUS FOR THIS INSURED SERIES. THE NARRATIVE INFORMATION AND STRUCTURE OF THE FINAL PROSPECTUS FOR THIS SERIES WILL BE SUBSTANTIALLY THE SAME AS THAT OF THE PREVIOUS PROSPECTUS. 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 RATING OF THE UNITS OF THIS SERIES IS EXPECTED TO BE COMPARABLE TO THAT OF THE UNITS OF THE PREVIOUS SERIES. HOWEVER, THE ESTIMATED CURRENT AND LONG-TERM RETURNS FOR THIS SERIES WILL DEPEND ON THE INTEREST RATES AND OFFERING SIDE EVALUATIONS OF THE SECURITIES IN THIS 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.

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 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	8-7221
Prudential Securities Incorporated	8-12321
Smith Barney 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 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 Co-Trustees are as follows:
the Sponsors and Trustee are as follows:

Merrill Lynch, Pierce, Fenner & Smith Incorporated	13-5674085
Prudential Securities Incorporated	13-6134767
Smith Barney Inc.	13-1912900
Dean Witter Reynolds Inc.	94-1671384
PaineWebber Incorporated	13-2638166
The Chase Manhattan Bank, N.A.	13-2633612

UNDERTAKING

The Sponsors undertake that they will not instruct the Trustee to accept from (i) Financial Guaranty Insurance Company, Municipal Bond Insurance Association or any other insurance company affiliated with any of the Sponsors, in settlement of any claim, less than an amount sufficient to pay any principal or interest (and, in the case of a taxability redemption, premium) then due on any Security in accordance with the municipal bond guaranty insurance policy attached to such Security or (ii) any affiliate of the Sponsors who has any obligation with respect to any Security, less than the full amount due pursuant to the obligation unless such instructions have been approved by the Securities and Exchange Commission pursuant to Rule 17d-1 under the Investment Company Act of 1940.

Supplemented final prospectuses from the following Series of Defined Asset Funds - Municipal Investment Trust Fund (all of which are incorporated herein by reference) may be used as preliminary prospectuses for this Series: Insured Series-211 (Reg. No. 33-55243). Insured Series-212 (Reg. No. 33-55463); Insured Series-213 (Reg. No. 33-55641); Insured Series-214 (Reg. No. 33-56073); Insured Series-215 (Reg. No. 33-56293); Insured Series-216 (Reg. No. 33-56493); Insured Series-217 (Reg. No. 33-56845); Insured Series-218 (Reg. No. 33-57171).

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, First Insured Series, 1933 Act File No. 2-87965).

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, Insured Series-195, Defined Asset Funds, 1933 Act File No. 33-50003).
- 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).
- 1.3 -- Form of Portfolio Insurance policy (incorporated by reference to Exhibit 1.3 to the Registration Statement of Municipal Investment Trust Fund, Thirty-Eighth Insured Series, 1933 Act File No. 2-96953).
- 1.4 -- Form of commitment letter relating to issuance of Permanent Insurance, with form of Permanent Insurance policy attached (incorporated by reference to Exhibit

1.4 to the Registration Statement of Municipal Investment Trust Fund, Thirty-Eighth Insured Series, 1933 Act File No. 2-96953).

- 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.
- *4.1.1 -- Consent of the Evaluator.
- *4.1.2 -- Consent of the Rating Agency.

* To be filed with Amendment to Registration Statement.

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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 22ND DAY OF FEBRUARY, 1995.

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 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 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
ARTHUR H. ZEIKEL

By ERNEST V. FABIO
(As authorized signatory for

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)

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SMITH BARNEY INC.
DEPOSITOR

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

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

STEVEN D. BLACK
JAMES BOSHART III
ROBERT A. CASE
JAMES DIMON

ROBERT DRUSKIN
ROBERT F. GREENHILL
JEFFREY LANE
ROBERT H. LESSIN
JACK L. RIVKIN

By GINA LEMON
(As authorized signatory for
Smith Barney 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: 33-55073

PAUL B. GUENTHER
DONALD B. MARRON
JOSEPH J. GRANO, JR.
LEE FENSTERSTOCK

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

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