

SECURITIES AND EXCHANGE COMMISSION

FORM 487

Pre-effective pricing amendment filed pursuant to Securities Act Rule 487

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FILER

**MUNICIPAL INVT TR FD INTERM TERM SER 223 DEFINED ASSET FDS**

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Business Address  
C/O DAVIS POLK &  
WARDWELL  
450 LEXINGTON AVE  
NEW YORK NY 10017

REGISTRATION NO. 33-51425

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1  
TO  
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--223  
DEFINED ASSET FUNDS

B. NAMES OF DEPOSITORS:

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

C. COMPLETE ADDRESSES OF DEPOSITORS' PRINCIPAL EXECUTIVE OFFICES:

MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED UNIT INVESTMENT TRUSTS POST OFFICE BOX 9051 PRINCETON, N.J. 08543-9051	SMITH BARNEY SHEARSON INC. TWO WORLD TRADE CENTER-- 101ST FLOOR NEW YORK, N.Y. 10048	
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	PAINWEBBER INCORPORATED 1285 AVENUE OF THE AMERICAS NEW YORK, N.Y. 10019

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 ST. NEW YORK, N.Y. 10013	LEE B. SPENCER, JR. 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. WEEHAUKEN, 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

Indefinite

G. AMOUNT OF FILING FEE:

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

/ x / Check box if it is proposed that this filing will become effective at 9:30 a.m. on January 19, 1994 pursuant to Rule 487.

Def ined

Asset FundsSM

MUNICIPAL INVESTMENT TRUST FUND

This Defined Fund is a portfolio of preselected securities, formed for the purpose of providing interest income which in the opinion of counsel is, with certain exceptions, exempt from regular Federal income taxes under existing law through investment in a fixed portfolio of fixed rate Debt Obligations with fixed maturity or disposition dates ranging from 1997 to 2001, issued primarily by states, municipalities, public authorities and similar entities or by certain U.S. territories or possessions, and rated investment grade or having, in the opinion of Defined Asset Funds research analysts, comparable credit characteristics. The value of the Units of the Fund will fluctuate with the value of the Portfolio of underlying Securities.

Intermediate Term Series--223 (Short Intermediate Maturities) A Unit Investment Trust 12,000 Units // Tax Free // Monthly Income // Professional Selection 4.39%

ESTIMATED CURRENT RETURN AS OF JANUARY 18, 1994 4.41%

ESTIMATED LONG TERM RETURN AS OF JANUARY 18, 1994

The Estimated Current Return and Estimated Long Term Return figures shown give different information about the return to investors. Estimated Current Return on a Unit shows a net annual current cash return based on the initial Public Offering Price and the maximum applicable sales charge and is computed by multiplying the estimated net annual interest rate per Unit by \$1,000 and dividing the result by the Public Offering Price per Unit (including the sales charge but not including accrued interest). Estimated Long Term Return shows a net annual long-term return to investors holding to maturity based on the yield on the individual bonds in the Portfolio, weighted to reflect the time to maturity (or in certain cases to an earlier call date) and market value of each bond in the Portfolio, adjusted to reflect the Public Offering Price (including the sales charge) and estimated expenses. Unlike Estimated Current Return, Estimated Long Term Return takes into account maturities of the underlying Securities and discounts and premiums. Distributions of income on Units are generally subject to certain delays; if the Estimated Long Term Return figure shown took these delays into account, it would be lower. Both Estimated Current Return and Estimated Long Term Return are subject to fluctuations with changes in Portfolio composition (including the redemption, sale or other disposition of Securities in the Portfolio), changes in the market value of the underlying Securities and changes in fees and expenses. Estimated cash flows for the Fund are set forth in the Prospectus. Minimum purchase: 1 Unit.

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.

SPONSORS: Merrill Lynch, Pierce, Fenner & Smith Inc.

Smith Barney Shearson Inc. INQUIRIES SHOULD BE DIRECTED TO THE TRUSTEE AT  
PaineWebber Incorporated 1-800-735-7777.  
Prudential Securities PROSPECTUS DATED JANUARY 19, 1994.  
Incorporated READ AND RETAIN THIS PROSPECTUS FOR FUTURE  
Dean Witter Reynolds Inc. REFERENCE.

-----  
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 repay principal as bonds are called, redeemed, sold or as they mature. Defined equity funds offer preselected stock portfolios with defined termination dates.

Your financial advisor can help you select a Defined Fund to meet your personal investment objectives. Our size and market presence enable us to offer a wide variety of investments. Defined Funds are available in the following types of securities: municipal bonds, corporate bonds, government bonds, utility stocks, growth stocks, even international securities denominated in foreign currencies.

Termination dates are as short as one year or as long as 30 years. Special 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.

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INVESTMENT SUMMARY AS OF JANUARY 18, 1994 (THE BUSINESS DAY PRIOR TO THE INITIAL DATE OF DEPOSIT)+

ESTIMATED CURRENT RETURN*		4.39%
(based on Public Offering Price)		
ESTIMATED LONG TERM RETURN*		4.41%
(based on Public Offering Price)		
PUBLIC OFFERING PRICE PER UNIT		
(including 2.75% sales charge)	\$	1,027.75**
FACE AMOUNT OF SECURITIES--	\$	12,000,000
INITIAL NUMBER OF UNITS--***		12,000
SPONSORS' REPURCHASE PRICE AND		
REDEMPTION PRICE PER UNIT****	\$	992.49**
(based on bid side evaluation)		
FRACTIONAL UNDIVIDED INTEREST IN FUND REPRESENTED BY EACH		
UNIT--		1/12,000TH
CALCULATION OF PUBLIC OFFERING PRICE		
Aggregate offering side evaluation of Securities in		
Fund.....	\$	11,993,871.35



\* Estimated Current Return represents annual interest income after estimated annual expenses divided by the maximum public offering price including a 2.75% maximum sales charge. Estimated Long Term Return is the net annual percentage return based on the yield on each underlying Debt Obligation weighted to reflect market value and time to maturity or earlier call date. Estimated Long Term Return is adjusted for estimated expenses and the maximum offering price but not for delays in the Fund's distribution of income. Estimated Current Return shows current annual cash return to investors while Estimated Long Term Return shows the return on Units held to maturity, reflecting maturities, discounts and premiums on underlying Debt Obligations. Each figure will vary with purchase price including sales charge, changes in the net interest income and the redemption, sale or other disposition of Debt Obligations in the Portfolio.

\*\* Plus accrued interest.

\*\*\* The Sponsors may create additional Units during the offering period of the fund.

\*\*\*\* During the initial offering period, the Sponsors intend to offer to purchase Units at prices based on the offer side value of the underlying Securities. Thereafter, the Sponsors intend to maintain such a market based on the bid side value of the underlying Securities, which will be equal to the Redemption Price. (See Market for Units.)

+ The Indenture was signed and the deposit was made on the date of this Prospectus.

++ The sales charge during the initial offering period and in the secondary market will be reduced on a graduated scale in the case of purchases of 250 or more Units; the secondary market sales charge will also vary depending on the maturities of the underlying Securities (see Public Sale of Units--Public Offering Price). Any resulting reduction in the Public Offering Price will increase the effective current and long term returns on a Unit.

+++ Figure shown represents interest accrued on underlying Securities from the Initial Date of Deposit to expected date of settlement (normally five business days after purchase) for Units purchased on Initial Date of Deposit (see Description of the Fund--Income; Estimated Current Return; Estimated Long Term Return).

++++ During the first year the Trustee's Annual Fee and Expenses will be reduced by \$0.03 per Unit. Estimated annual interest income per Unit (estimated annual interest rate per Unit times \$1,000) will be \$46.83, estimated expenses per Unit will be \$1.71 and estimated net annual income per Unit will remain the same (see Description of the Fund--Income; Estimated Current Return; Estimated Long Term Return).

+++++ The Sponsors may also be reimbursed for bookkeeping or other administrative expenses not exceeding their actual costs, currently at a maximum annual rate of \$0.05 per Unit.

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#### INVESTMENT SUMMARY AS OF JANUARY 18, 1994 (CONTINUED)

OBJECTIVES OF THE FUND--To provide higher tax exempt income for investors who are not subject to Alternative Minimum Tax through investment in a fixed portfolio consisting of short-intermediate term fixed-income Debt Obligations with fixed maturity or disposition dates, issued by states, municipalities, public authorities and similar entities or by certain United States territories or possessions and either rated investment grade or backed by third-party obligations that are rated investment grade or having, in the opinion of Defined Asset Funds research analysts, credit characteristics comparable to those of investment grade securities. There is no assurance that this objective will be met because it is subject to the continuing ability of issuers of the Debt Obligations held by the Fund to meet their principal and interest requirements or of individual third-party obligors to meet their obligations under their third-party obligations. (See Risk Factors.)

#### PORTFOLIO AT A GLANCE--

DIVERSIFICATION--The Portfolio contains 12 different issues of state, municipal and public authority short intermediate-term Debt Obligations. Approximately 45% of the aggregate face amount of the Portfolio consists of Debt Obligations of issuers in Michigan (16%), Rhode Island (16%) and California (13%). Because of possible maturity, sale or other disposition of Securities, the size, composition, and return of the Portfolio may change at any time.

INVESTMENT QUALITY--12 issues are rated investment grade: Standard & Poor's rated 1 issue AAA, 1 issue AA and 9 issues A; Moody's rated 1 issue A.

SHORT INTERMEDIATE-TERM MATURITIES--The issues have maturity or disposition

dates ranging from 1997 to 2001. These maturities give investors an opportunity to take advantage of current short intermediate-term rates.

CALL PROTECTION--Issuers are usually able to redeem bonds under optional refunding and sinking fund provisions. However, none of the Debt Obligations in the Portfolio is subject to optional refunding redemptions or sinking fund redemptions prior to maturity.

RISK FACTORS--The Sponsors may deposit additional Securities in the Fund (where additional Units are to be offered to the public) subsequent to the Initial Date of Deposit (see Fund Structure). Investment in the Fund should be made with an understanding that the value of the underlying Portfolio may decline with increases in interest rates. In recent years, there have been wide fluctuations in interest rates and thus in the value of fixed-rate debt obligations generally. The Sponsors cannot predict future economic policies or their consequences or, therefore, the course or extent of any similar fluctuations in the future.

Four issues are general obligation bonds; the remaining issues (approximately 66% of the aggregate face amount of the Portfolio) are payable from the income of a specific project or authority and can be divided by source of revenue as follows: Hospitals, 4; Lease Rental, 2; Industrial Development Revenue, 1; and Financial Institutions, 1. In addition, approximately 35% of the aggregate face amount of the Portfolio represents Hospital issues and approximately 34% of the aggregate face amount of the Portfolio are General Obligation bonds.\* (See Risk Factors for a brief summary of certain investment risks pertaining to the obligations held by the Fund.)

Approximately 4% of the aggregate face amount of the Portfolio is backed by letters of credit, guarantees (other than insurance policies) or similar obligations of domestic banks, insurance companies, other corporate obligors or government agencies, which are irrevocable obligations of the issuing entities (see Risk Factors-- Obligations Backed by Letters of Credit or Guarantees). Approximately 19% of the Portfolio is insured or guaranteed as to payment of principal and interest by insurance policies issued by certain insurance companies (see Risk Factors--Obligations Backed by Insurance). The names of the institutions providing the foregoing credit support are listed in the Portfolio under the description of the Debt Obligation to which the credit support applies (see Portfolio).

- - - - -  
\* A Fund is considered to be 'concentrated' in a particular category when the Debt Obligations in that category constitute 25% or more of the Portfolio (see Risk Factors).

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Def ined  
Asset Funds

INVESTOR'S GUIDE      DEFINED MUNICIPAL INVESTMENT TRUST FUNDS  
MUNICIPAL INVESTMENT TRUST FUND      Our defined portfolios of municipal bonds offer investors a simple and convenient way to earn monthly income. And by purchasing municipal Defined Funds, investors not only avoid the problem of selecting municipal bonds by themselves, but also gain the advantage of diversification by investing in bonds of several different issuers. Spreading your investment among different securities and issuers reduces your risk, but does not eliminate it.  
- - - - -  
INTERMEDIATE TERM SERIES      MONTHLY TAX-FREE INTEREST INCOME  
The Fund pays monthly income, even though the underlying bonds pay interest semi-annually. This income is generally 100% exempt under existing laws from regular federal income tax, but not from Alternative Minimum Tax (AMT). The portfolio contains AMT municipal bonds which generally offer higher rates than other types of municipals for investors not subject to AMT. Depending on where you live, some of the income also may be exempt from certain state and local personal income taxes. Any gain on disposition of the underlying bonds will be subject to tax.  
  
(SHORT INTERMEDIATE MATURITIES)      SHORT-INTERMEDIATE MATURITIES  
Most of the bonds in the Fund's portfolio will mature or can be resold by the Fund in about 5 years. These maturities give investors an opportunity to take advantage of current short-intermediate term rates.  
  
ENHANCED PROTECTION  
To further protect your investment, certain of the bonds

in the Fund may be secured by letters of credit, guarantees or other third party obligations. The remaining bonds in the Fund are either rated at least A by Moody's or Standard & Poor's or, in the opinion of Defined Asset Funds research analysts, have comparable credit characteristics. Of course, the market value of the underlying bonds and the value of the units, will fluctuate with changes in interest rates and other factors.

PROFESSIONAL SELECTION AND SUPERVISION

The Fund contains a variety of securities selected by experienced buyers and market analysts. The Fund is not actively managed. However, the portfolio is regularly reviewed and a security can be sold if retaining it would be detrimental to investors' interests.

A LIQUID INVESTMENT

Although not legally required to do so, the Sponsors have maintained a secondary market for Defined Asset Funds for over 20 years. You can cash in your units at any time. Your price is based on the market value of the bonds in the Fund's portfolio at that time as determined by an independent evaluator. Or, you can exchange your investment for another Defined Fund at a reduced sales charge. There is never a fee for cashing in your investments.

REINVESTMENT OPTION

You can elect to automatically reinvest your distributions into a separate portfolio of tax-exempt bonds. Reinvesting helps to compound your income federally tax-free.

RISK FACTORS

Unit price fluctuates and is affected by interest rates as well as the financial condition of the issuers of the bonds.

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TAX-FREE VS. TAXABLE INCOME  
A COMPARISON OF TAXABLE AND TAX-FREE YIELDS

<TABLE>  
<CAPTION>

TAXABLE INCOME 1994*	% TAX BRACKET		TAX-FREE YIELD OF IS EQUIVALENT TO A TAXABLE YIELD OF					
SINGLE RETURN	JOINT RETURN		3%	3.5%	4%	4.5%	5%	5.5%
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
	\$0-36,900	15.00	3.53	4.12	4.71	5.29	5.88	6.47
\$0-22,100		15.00	3.53	4.12	4.71	5.29	5.88	6.47
	\$36,900-89,150	28.00	4.17	4.86	5.56	6.25	6.94	7.64
\$22,100-53,500		28.00	4.17	4.86	5.56	6.25	6.94	7.64
	\$89,150-140,000	31.00	4.35	5.07	5.80	6.52	7.25	7.97
\$53,500-115,000		31.00	4.35	5.07	5.80	6.52	7.25	7.97
	\$140,000-250,000	36.00	4.69	5.47	6.25	7.03	7.81	8.59
\$115,000-250,000		36.00	4.69	5.47	6.25	7.03	7.81	8.59
	OVER \$250,000	39.60	4.97	5.79	6.62	7.45	8.28	9.11
OVER \$250,000		39.60	4.97	5.79	6.62	7.45	8.28	9.11

</TABLE>

TAXABLE INCOME 1994*	6%	6.5%	7%
SINGLE RETURN			
	7.06	7.65	8.24
\$0-22,100	7.06	7.65	8.24
	8.33	9.03	9.72
\$22,100-53,500	8.33	9.03	9.72
	8.70	9.42	10.14
\$53,500-115,000	8.70	9.42	10.14



-----	9.38	10.16	10.94
-----			
\$115,000-250,000	9.38	10.16	10.94
-----			
	9.93	10.76	11.59
-----			
OVER \$250,000	9.93	10.76	11.59
-----			

To compare the yield of a taxable security with the yield of a tax-free security, find your taxable income and read across. The table incorporates current Federal income tax rates and assumes that all income would otherwise be taxed at the investor's highest tax rate. Yield figures are for example only.

\*Based upon net amount subject to Federal income tax after deductions and exemptions. This table does not reflect the possible effect of other tax factors, such as the alternative minimum tax, personal exemptions, the phase out of the tax benefit of exemptions, itemized deductions or the possible partial disallowance of deductions. Consequently, holders are urged to consult their own tax advisers in this regard.

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MUNICIPAL INVESTMENT TRUST FUND  
INTERMEDIATE TERM SERIES  
DEFINED ASSET FUNDS

I want to learn more about automatic reinvestment in the Investment Accumulation Program. Please send me information about participation in the Municipal Fund Accumulation Program, Inc. and a current Prospectus.

My name (please print) \_\_\_\_\_  
My address (please print):  
Street and Apt. \_\_\_\_\_  
No. \_\_\_\_\_  
City, State, Zip \_\_\_\_\_  
Code \_\_\_\_\_

This page is a self-mailer. Please complete the information above, cut along the dotted line, fold along the lines on the reverse side, tape, and mail with the Trustee's address displayed on the outside.

BUSINESS REPLY MAIL	NO POSTAGE
FIRST CLASS PERMIT NO. 6665 NEW YORK, NY	NECESSARY
	IF MAILED
	IN THE
POSTAGE WILL BE PAID BY ADDRESSEE	UNITED STATES
BANKERS TRUST COMPANY	
UNIT INVESTMENT TRUST	
FOUR ALBANY STREET	
7TH FLOOR	
NEW YORK, NY 10015	

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(Fold along this line.)  
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INVESTMENT SUMMARY AS OF JANUARY 18, 1994 (CONTINUED)

Certain Debt Obligations may have been issued under bond resolutions or trust indentures which provided for the issuance of bonds in small denominations. The Sponsors believe that all the Debt Obligations in the Portfolio would be readily marketable or, in the case of certain Debt Obligations which are guaranteed, insured or otherwise secured by banks, thrifts, insurance companies or other corporations or entities, marketable to institutions should it be necessary for the Trustee to sell Debt Obligations to meet redemptions (see Risk Factors--Liquidity).

The Securities are generally not listed on a national securities exchange. Whether or not the Securities are listed, the principal trading market for the Securities will generally 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 the Fund will be adversely affected if trading markets for the Securities are limited or absent.

PUBLIC OFFERING PRICE--During the initial offering period and any offering of additional Units, the Public Offering Price of the Units is based on the aggregate offering side evaluation of the underlying Securities (the price at which they could be directly purchased by the public assuming they were available) divided by the number of Units outstanding, plus a sales charge of 2.828%\* of the offering side evaluation per Unit (the net amount invested); this results in a sales charge of 2.75%\* of the Public Offering Price. For secondary market sales charges, see Public Sale of Units--Public Offering Price. Units are offered at the Public Offering Price computed as of the Evaluation Time for all sales made subsequent to the previous evaluation, plus cash per Unit in the Capital Account not allocated to the purchase of specific Securities and net interest accrued. 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 and Redemption.)

MONTHLY DISTRIBUTIONS--Monthly distributions of interest and any principal or premium received by the Fund will be made in cash, on or shortly after the 25th day of each month to Holders of record on the 10th day of the month commencing with the first distribution on the date indicated on page A-3 (see Administration of the Fund--Accounts and Distributions). Alternatively, Holders may elect to have their monthly distributions reinvested in The Municipal Fund Accumulation Program, Inc. Further information about the program, including a current prospectus, may be obtained by returning the enclosed form. (See Administration of the Fund--Investment Accumulation Program.)

ESTIMATED CURRENT RETURN; ESTIMATED LONG TERM RETURN--Estimated Current Return on a Unit shows the return based on the Public Offering Price and the maximum applicable sales charge of 2.75%\* and is computed by multiplying the estimated net annual interest rate per Unit (which shows the return per Unit based on \$1,000 face amount) by \$1,000 and dividing the result by the Public Offering Price per Unit (not including accrued interest). Estimated Long Term Return on a Unit of the Fund shows a net annual long-term return to investors holding to maturity based on the yield on the individual Debt Obligations in the Portfolio weighted to reflect the time to maturity (or in certain cases to an earlier call date) and market value of each Debt Obligation in the Portfolio, adjusted to reflect the Public Offering Price (including the maximum applicable sales charge of 2.75%\*) and estimated expenses. The net annual interest rate per Unit and the net annual long-term return to investors will vary with changes in the fees and expenses of the Trustee and Sponsors and the fees of the Evaluator which are paid by the Fund, and with the exchange, redemption, sale, prepayment or maturity of the underlying Securities; the Public Offering Price will vary with any reduction in sales charges paid in the case of purchases of 250 or more Units, as well as with fluctuations in the offering side evaluation of the underlying Securities. Therefore, it can be expected that the Estimated Current Return and Estimated Long Term Return will fluctuate in the future. (See Description of the Fund--Income; Estimated Current Return; Estimated Long Term Return.)

- - - - -  
\* This sales charge during the initial offering period and in the secondary market will be reduced on a graduated scale in the case of purchases of 250 or more Units (see Public Sale of Units--Public Offering Price).

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INVESTMENT SUMMARY AS OF JANUARY 18, 1994 (CONTINUED)

TAXATION--In the opinion of special counsel to the Sponsors, each Holder will be considered to have received the interest on his pro rata portion of each Debt Obligation when interest on the Debt Obligation is received by the Fund. In the opinion of bond counsel rendered on the date of issuance of the Debt Obligation, this interest is exempt under existing law from regular Federal income taxes (except in certain circumstances depending on the Holder) but may be subject to state and local taxes. Any gain on the disposition of a Holder's pro rata portion of a Debt Obligation will be subject to tax. (See Portfolio; Taxes.)

MARKET FOR UNITS--The Sponsors, though not obligated to do so, intend to maintain a secondary market for Units based on the aggregate bid side evaluation of the underlying Securities (see Market for Units). If this market is not maintained a Holder will be able to dispose of his Units through redemption at prices also based on the aggregate bid side evaluation of the underlying Securities (see Redemption). There is no fee for selling your Units. Market conditions may cause the prices available in the market maintained by the Sponsors or available upon exercise of redemption rights to be more or less than the total of the amount paid for Units plus accrued interest.

UNDERWRITING--Three of the Sponsors have participated as sole underwriter, managing underwriter or members of an underwriting syndicate from which 32% of the aggregate face amount of the Portfolio was acquired. None of the Sponsors

has acted as agent in the direct placement of any of the Debt Obligations.

REPLACEMENT SECURITIES--The Indenture permits the deposit of Replacement Securities under certain circumstances described under Administration of the Fund--Portfolio Supervision. The Securities on the current list from which Replacement Securities are to be selected are:

Industrial Dev. Board of the City of Bastrop, LA, Poll. Ctrl.  
 Rev. Rfdg. Bonds, Series 1994 A (International Paper Co.  
 Projects), 4.60%, due 2/1/01.  
 New York City, NY, G.O. Bonds, Series 1994 E, 4.60%, due 8/1/98.  
 Weslaco, TX, Hlth. Fac. Dev. Corp., Hosp. Rev. Bonds (Knapp Med.  
 Center Proj.), Ser. 1994 A (Connie Lee Ins.), 4.10%, due  
 6/1/98.

UNDERWRITING ACCOUNT

The names and addresses of the Underwriters and their several interests in the Underwriting Account are:

<TABLE>

<S>	<C>	<C>
Merrill Lynch, Pierce, Fenner & Smith Incorporated	P.O. Box 9051, Princeton, N.J. 08543-9051	56.81%
Smith Barney Shearson Inc.	Two World Trade Center--101st Floor, New York, N.Y. 10048	24.11
PaineWebber Incorporated	1285 Avenue of the Americas, New York, N.Y. 10019	9.04
Prudential Securities Incorporated	One Seaport Plaza--199 Water Street, New York, N.Y. 10292	5.09
Dean Witter Reynolds Inc.	Two World Trade Center--69th Floor, New York, N.Y. 10048	4.95
		-----
		100.00%
		-----

</TABLE>

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REPORT OF INDEPENDENT ACCOUNTANTS

The Sponsors, Trustee and Holders of Municipal Investment Trust Fund, Intermediate Term Series--223, Defined Asset Funds:

We have audited the accompanying statement of condition, including the portfolio, of Municipal Investment Trust Fund, Intermediate Term Series--223, Defined Asset Funds as of January 19, 1994. This financial statement is the responsibility of the Trustee. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit 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 statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. The deposit on January 19, 1994 of securities and an irrevocable letter or letters of credit for the purchase of securities, as described in the statement of condition, was confirmed to us by Bankers Trust Company, 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 audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the financial position of Municipal Investment Trust Fund, Intermediate Term Series--223, Defined Asset Funds at January 19, 1994 in conformity with generally accepted accounting principles.

DELOITTE & TOUCHE  
 New York, N.Y.  
 January 19, 1994

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MUNICIPAL INVESTMENT TRUST FUND  
 INTERMEDIATE TERM SERIES--223  
 DEFINED ASSET FUNDS

TRUST PROPERTY

Investment in Debt Obligations(1):		
Debt Obligations deposited in		
the Trust.....\$	7,007,283.50	
Contracts to purchase Debt		
Obligations.....	4,986,587.85\$	11,993,871.35
	-----	
Accrued interest to Initial Date of		
Deposit on underlying Debt		
Obligations.....		56,914.17
		-----
Total.....	\$	12,050,785.52
		-----
		-----

LIABILITY AND INTEREST OF HOLDERS

Liability--Accrued interest to Initial		
Date of Deposit on underlying		
Debt Obligations(2).....	\$	56,914.17
Interest of Holders--		
12,000Units of fractional undivided		
interest outstanding:		
Cost to investors(3).....\$	12,332,991.35	
Gross underwriting		
commissions(4).....	(339,120.00)	
	-----	
Net amount applicable to investors.....		11,993,871.35
		-----
Total.....	\$	12,050,785.52
		-----
		-----

- (1) Aggregate cost to the Fund of the Debt Obligations listed under Portfolio is based upon the offering side evaluation determined by the Evaluator at the Evaluation Time on the business day prior to the Initial Date of Deposit as set forth under Public Sale of Units--Public Offering Price. See also the column headed Cost of Debt Obligations to Fund under Portfolio. An irrevocable letter or letters of credit in the amount of \$4,995,066.85 has been deposited with the Trustee. The amount of such letter or letters of credit includes \$4,975,455.45 (equal to the purchase price to the Sponsors) for the purchase of \$4,995,000 face amount of Debt Obligations in connection with contracts to purchase Debt Obligations, plus \$19,611.40 covering accrued interest to the earlier of the date of settlement for the purchase of Units or the date of delivery of the Debt Obligations. The letter or letters of credit has been issued by Banca Nazionale Dell'Agricoltura, New York Branch.
- (2) Representing, as set forth under Description of the Fund--Income; Estimated Current Return; Estimated Long Term Return, a special distribution by the Trustee of an amount equal to accrued interest on the Debt Obligations as of the Initial Date of Deposit.
- (3) Aggregate public offering price (exclusive of interest) computed on the basis of the offering side evaluation of the underlying Debt Obligations as of the Evaluation Time on the Business Day prior to the Initial Date of Deposit.
- (4) Assumes a sales charge of 2.75% computed on the basis set forth under Public Sale of Units--Public Offering Price.

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PORTFOLIO OF MUNICIPAL INVESTMENT TRUST FUND, ON THE INITIAL DATE OF DEPOSIT,  
INTERMEDIATE TERM SERIES--223 (SHORT INTERMEDIATE MATURITIES) JANUARY 19, 1994  
DEFINED ASSET FUNDS

<TABLE>  
<CAPTION>

	PORTFOLIO NO. AND TITLE OF DEBT OBLIGATIONS CONTRACTED FOR	RATINGS (1)	FACE AMOUNT	COUPON	MATURITY OR DISPOSITION DATE
<S>		<C>	<C>		<C>
	1)California Statewide Communities Dev. Auth., Cert. of Participation (California Lutheran Homes) (Insured by the Office of Statewide Hlth. Planning and Dev. of the State of California)	A+	\$ 200,000	4.45%	11/15/97
			415,000	4.55	11/15/98
			430,000	4.75	11/15/99
			455,000	4.90	11/15/00
	2)District of Columbia, Washington, D.C., G.O. Rfdg. Bonds, Series 1994 A-3	A-	500,000	4.45	6/1/98
			500,000	4.70	6/1/99

3) Lake Central Multi-District School Bldg. Corp., IN, First Mtge. Rfdg. Bonds, Series 1994	A	500,0004.90 140,0004.55	6/1/00 7/5/00
4) City of Dubuque, IA, Hosp. Rfdg. Rev. Bonds (The Finley Hosp.), Series 1993	A-	370,0004.90 150,0005.00	1/1/00 1/1/01
5) Industrial Dev. Board of the City of Bastrop, LA, Poll. Ctrl. Rev. Rfdg. Bonds (International Paper Co. Projects), Series 1994 A	A-	1,500,0004.60	2/1/01
6) Michigan State Hosp. Fin. Auth., Hosp. Rev. Rfdg. Bonds (Crittenton Hosp.), Series 1993 A	A(m)	365,0004.625 1,045,0004.75	3/1/00 3/1/01
7) The Econ. Dev. Corp. of the City of Grand Rapids, MI, Econ. Dev. Ltd. Oblig. Rev. Bonds (Holland Home Proj.), Series 1994 A (Old Kent Bank and Trust Co.-Letter of Credit)	A	250,0004.85 250,0005.00	1/1/00 1/1/01
8) Medical Center Educl. Bldg. Corp. Rev. Bonds (Univ. of Mississippi Med. Ctr. Proj.), Series 1993	A-	1,000,0004.40 590,0004.70	12/1/98 12/1/99
9) New York City, NY, G.O. Bonds, Series 1994 C	A-	400,0004.80	10/1/00
10) New York City, NY, G.O. Bonds, Series 1994 E	A-	110,0004.60 600,0005.00	8/1/98 8/1/00
11) Rhode Island Hlth. & Educl. Bldg. Corp., Hosp. Fin. Rev. Bonds (Landmark Med. Ctr. Issue), Series 1993 (Asset Guaranty Ins.)	AA	395,0004.50 500,0004.70 1,000,0004.80	10/1/98 10/1/99 10/1/00
12) Weslaco, TX, Hlth. Fac. Dev. Corp., Hosp. Rev. Bonds (Knapp Med. Center Proj.), Series 1994 A (Connie Lee Ins.)	AAA	335,0004.25	6/1/99

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\$ 12,000,000  
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</TABLE>  
<TABLE>  
<CAPTION>

	OPTIONAL REFUNDING REDEMPTIONS (2)	SINKING FUND REDEMPTIONS (2)	COST OF DEBT OBLIGATIONS TO FUND (3)	YIELD TO MATURITY ON INITIAL DATE OF DEPOSIT (3)
<S>	<C>	<C>	<C>	<C>
1)	--	--	\$ 200,686.00	4.350%
	--	--	415,000.00	4.549
	--	--	431,053.50	4.700
	--	--	456,274.00	4.850
2)	--	--	500,960.00	4.400
	--	--	502,325.00	4.600
	--	--	502,685.00	4.800
3)	--	--	140,000.00	4.550
4)	--	--	370,936.10	4.850
	--	--	150,432.00	4.950
5)	--	--	1,500,000.00	4.600
6)	--	--	363,540.00	4.700
	--	--	1,038,709.10	4.850
7)	--	--	250,000.00	4.850
	--	--	250,720.00	4.950
8)	--	--	993,460.00	4.550
	--	--	588,471.90	4.750
9)	--	--	397,708.00	4.900
10)	--	--	110,000.00	4.600
	--	--	603,306.00	4.900
11)	--	--	395,000.00	4.499
	--	--	500,000.00	4.699
	--	--	1,000,000.00	4.799
12)	--	--	332,604.75	4.400
			\$ 11,993,871.35	

</TABLE>

- (1) These ratings are (i) ratings of the issues themselves by Standard & Poor's or, if followed by '(m)', by Moody's or by '(dp)', by Duff & Phelps; except that, (ii) '\*\*' following a rating indicates that it is a rating of the letter of credit securing the Debt Obligation, (iii) '\*\*\*' indicates that it is a rating of the outstanding debt obligations of the institution providing the letter of credit or guarantee (or a rating of the claims-paying ability of the insurance company insuring the issue), and (iv) '\*\*\*\*' indicates that while there is no such available rating, in the opinion of Defined Asset Funds research analysts, the issue has credit characteristics comparable to debt obligations rated A or better. (See Description of Ratings.)
- (2) None of the Debt Obligations is subject to optional refunding or sinking fund redemptions prior to maturity.

Debt Obligations may provide for redemption at par prior or in addition to any optional or mandatory redemption dates or maturity, for example, if proceeds are not able to be used as contemplated, if the project is sold by the owner, if the project is condemned and sold, if the project is destroyed and insurance proceeds are used to redeem the Debt Obligations, if interest on the Debt Obligations becomes subject to taxation, if any related credit support expires prior to maturity and is not renewed or substitute credit support not obtained, if, in the case of housing obligations, mortgages are prepaid, or in other special circumstances.

Sinking fund redemptions are all at par and generally redeem only part of an issue. Some Debt Obligations may have mandatory sinking funds which contain optional provisions permitting the issuer to increase the principal amount of bonds called on a mandatory redemption date. The sinking fund redemptions with optional provisions may, and optional refunding redemptions generally will, occur at times when the redeemed Debt Obligations have an offering side evaluation which represents a premium over par. To the extent that the Debt Obligations were deposited in the Fund at a price higher than the redemption price, this will represent a loss of capital when compared with the original Public Offering Price of the Units. Monthly distributions will generally be reduced by the amount of the income which would otherwise have been paid with respect to redeemed Debt Obligations and there will be distributed to Holders any principal amount and premium received on such redemption after satisfying any redemption requests received by the Fund. The estimated current return and estimated long term return in this event may be affected by redemptions. The tax effect on Holders of redemptions and related distributions is described under Taxes.

- (3) Evaluation of Debt Obligations by the Evaluator is made on the basis of current offering side evaluation. The offering side evaluation is greater than the current bid side evaluation of the Debt Obligations, which is the basis on which Redemption Price per Unit is determined (see Redemption). The aggregate value based on the bid side evaluation at the Evaluation Time on the business day prior to the Initial Date of Deposit was \$11,993,871.35, which is \$84,000.00 (.70% of the aggregate face amount) lower than the aggregate Cost of Debt Obligations to Fund based on the offering side evaluation.

Yield to Maturity on Initial Date of Deposit of Debt Obligations was computed on the basis of the offering side evaluation at the Evaluation Time on the business day prior to Initial Date of Deposit. Percentages in this column represent Yield to Maturity on Initial Date of Deposit unless followed by '+' which indicates yield to an earlier redemption date. (See Description of the Fund--Income; Estimated Current Return; Estimated Long Term Return for a description of the computation of yield price.)

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The Debt Obligations in Portfolio Numbers 1, 2, 4, 8 and 11 have been deposited with the Trustee. All other Debt Obligations are represented entirely by contracts to purchase such Debt Obligations, which were entered into by the Sponsors during the period January 7, 1994 to January 18, 1994. All contracts are expected to be settled by the settlement date for the purchase of Units except the Debt Obligations in Portfolio Numbers 3, 5 and 7 (approximately 18% of the aggregate face amount of the Portfolio) which have been purchased on a when, as and if issued basis, or have a delayed delivery and are expected to be settled 1 day after the settlement date for purchase of Units.

MUNICIPAL INVESTMENT TRUST FUND  
 INTERMEDIATE TERM SERIES--223  
 DEFINED ASSET FUNDS  
 ESTIMATED CASH FLOW TO HOLDERS

The table below sets forth the per Unit estimated monthly distributions of principal and interest to Holders. The table assumes no changes in expenses, no

changes in current interest rates and no exchanges, redemptions, sales or prepayments of the underlying Securities prior to maturity or disposition and the receipt of principal upon maturity (or, for a Security, if any, that was trading on the Initial Date of Deposit at or above an earlier call price, receipt of principal on the respective call date or pursuant to mandatory sinking fund redemption) and therefore actual distributions may vary. All fractions have been rounded.

TABLE OF ESTIMATED CASH FLOW

DATE	AMOUNT
April 1994	\$ 2.70
May 1994-November 1997	3.76
December 1997	20.54
January 1998-May 1998	3.70
June 1998	45.66
July 1998	3.54
August 1998	12.78
September 1998	3.51
October 1998	36.66
November 1998	3.39
December 1998	122.14
January 1999-May 1999	2.95
June 1999	73.03
July 1999-September 1999	2.69
October 1999	44.66
November 1999	2.52
December 1999	\$ 88.16
January 2000	54.26
February 2000	1.98
March 2000	32.62
April 2000-May 2000	1.86
June 2000	43.85
July 2000	13.44
August 2000	52.04
September 2000	1.44
October 2000	119.00
November 2000	0.97
December 2000	39.18
January 2001	34.42
February 2001	126.59
March 2001	87.94

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MUNICIPAL INVESTMENT TRUST FUND  
INTERMEDIATE TERM SERIES  
DEFINED ASSET FUNDS

FUND STRUCTURE

This Series (the 'Fund') is a 'unit investment trust' created under New York law by a Trust Indenture (the 'Indenture') among the Sponsors, the Trustee and the Evaluator. Unless otherwise indicated, when Investors Bank & Trust Company and The First National Bank of Chicago act as Co-Trustees to the Fund, references to the Trustee in the Prospectus shall be deemed to refer to Investors Bank & Trust Company and The First National Bank of Chicago, as Co-Trustees. To the extent that references in this Prospectus are to articles and sections of the Indenture, which are hereby incorporated by reference, the statements made herein are qualified in their entirety by this reference. On the date of this Prospectus (the 'Initial Date of Deposit') the Sponsors, acting as managers for the underwriters named under the Underwriting Account above, deposited the underlying Securities with the Trustee at a price equal to the evaluation of the Securities on the offering side of the market on that date as determined by the Evaluator, and the Trustee delivered to the Sponsors units of interest ('Units') representing the entire ownership of the Fund. Except as otherwise indicated under Portfolio (the 'Portfolio'), 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 Portfolio contains different issues of debt obligations with fixed final maturity or disposition dates. As used herein, the term 'Debt Obligations' or 'Securities' means the intermediate-term debt obligations initially deposited in the Fund and described under Portfolio and any replacement and additional obligations acquired and held by the Fund pursuant to the provisions of the

Indenture (see Description of the Fund--The Portfolio; Administration of the Fund--Portfolio Supervision.)

With the deposit of the Securities in the Fund on the Initial Date of Deposit, the Sponsors established a proportionate relationship among the face amounts of each Security in the 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 face amounts of each Security in the 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. Replacement Securities may be acquired under specified conditions (see Description of the Fund--The Portfolio; Administration of the Fund--Portfolio Supervision). 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. Deposits of Additional Securities subsequent to the 90-day period following the Initial Date of Deposit must replicate exactly the proportionate relationship among the face amounts of Securities comprising the Portfolio at the end of the initial 90-day period, subject to certain events as discussed under Administration of the Fund--Portfolio Supervision.

Certain of the Securities in the Fund may have been valued at a market discount. Securities trade at less than par value because the interest rates on the Securities are lower than interest on comparable debt securities being issued at currently prevailing interest rates. The current returns of securities trading at a market discount are lower than the current returns of comparably rated debt securities of a similar type issued at currently prevailing interest rates because discount securities tend to increase in market value as they approach maturity and the full principal amount becomes payable. If currently prevailing interest rates for newly issued and otherwise comparable securities increase, the market discount of previously issued securities will become deeper and if currently prevailing interest rates for newly issued comparable securities decline, the market discount of previously issued securities will be reduced, other things being equal. Market discount attributable to interest rate changes does not indicate a lack of market confidence in the issue.

Certain of the Securities in the Fund may have been valued at a market premium. Securities trade at a premium because the interest rates on the Securities are higher than interest on comparable debt securities being issued at currently prevailing interest rates. The current returns of securities trading at a market premium are

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higher than the current returns of comparably rated debt securities of a similar type issued at currently prevailing interest rates because premium securities tend to decrease in market value as they approach maturity when the face amount becomes payable. Because part of the purchase price is thus returned not at maturity but through current income payments, an early redemption of a premium security at par will result in a reduction in yield. If currently prevailing interest rates for newly issued and otherwise comparable securities increase, the market premium of previously issued securities will decline and if currently prevailing interest rates for newly issued comparable securities decline, the market premium of previously issued securities will increase, other things being equal. Market premium attributable to interest rate changes does not indicate market confidence in the issue.

The holders ('Holders') of Units will have the right to have their Units redeemed (see Redemption) at a price based on the aggregate bid side evaluation of the Securities ('Redemption Price per Unit') if the Units cannot be sold in the over-the-counter market which the Sponsors propose to maintain at prices determined in the same manner (see Market for Units). On the Initial Date of Deposit each Unit represented the fractional undivided interest in the Securities and net income of the Fund set forth under the Investment Summary in the ratio of one Unit for each approximately \$1,000 face amount of Securities initially deposited. Thereafter, if any Units are redeemed, the face amount of Securities in the Fund will be reduced, and the fractional undivided interest represented by each remaining Unit in the balance will be increased. However, if additional Units are issued by the Fund (through deposit of Additional Securities), the aggregate face amount of Securities will be increased and the fractional undivided interest represented by each Unit 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; Administration of the Fund--Amendment and Termination).

#### RISK FACTORS

An investment in Units of the Fund should be made with an understanding of the risks which an investment in fixed rate intermediate-term debt obligations may entail, including the risk that the value of the Portfolio and hence of the Units will decline with increases in interest rates. In recent years there have



been wide fluctuations in interest rates and thus in the value of fixed-rate debt obligations generally. The Sponsors cannot predict future economic policies or their consequences or, therefore, the course or extent of any similar fluctuations in the future. Furthermore, since the issuers of the Debt Obligations are state and local governmental entities, political restrictions on the ability to tax and budgetary constraints affecting the state government, particularly in the current recessionary climate, may result in reductions of or delays in the payment of state aid to cities, counties, school districts and other local units of government, which in turn, may strain the financial operations and have an adverse impact on the creditworthiness of these entities. State agencies, colleges and universities and healthcare organizations, with municipal debt outstanding, may also be negatively impacted by reductions in state appropriations. To the extent that payment of amounts due on Debt Obligations depends on revenue from publicly held corporations, an investor should understand that these Debt Obligations, in many cases, do not have the benefit of covenants which would prevent the corporations from engaging in capital restructurings or borrowing transactions in connection with corporate acquisitions, leveraged buyouts or restructurings which could have the effect of reducing the ability of the corporation to meet its obligations and may in the future result in the ratings of the Debt Obligations and the value of the underlying Portfolio being reduced.

The Securities are generally not listed on a national securities exchange. Whether or not the Securities are listed, the principal trading market for the Securities will generally 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 the Fund will be adversely affected if trading markets for the Securities are limited or absent.

As set forth under Investment Summary and Portfolio, the Fund may contain or be concentrated in one or more of the classifications of Debt Obligations referred to below. Percentages of any concentrations for this Fund are set forth under the Investment Summary. An investment in Units of the Fund should be made with an understanding of the risks that these investments may entail, certain of which are described below.

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#### GENERAL OBLIGATION BONDS

Certain of the Debt Obligations in the Portfolio may be general obligations of a governmental entity that are secured by the taxing power of the entity. General obligation bonds are backed by the issuer's pledge of its full faith, credit and taxing power for the payment of principal and interest. However, the taxing power of any governmental entity may be limited by provisions of state constitutions or laws and an entity's credit will depend on many factors, including an erosion of the tax base due to population declines, natural disasters, declines in the state's industrial base or inability to attract new industries, economic limits on the ability to tax without eroding the tax base and the extent to which the entity relies on Federal or state aid, access to capital markets or other factors beyond the entity's control.

As a result of the recent recession's adverse impact upon both their revenues and expenditures, as well as other factors, many state and local governments are confronting deficits and potential deficits which are the most severe in recent years. Many issuers are facing highly difficult choices about significant tax increases and/or spending reductions in order to restore budgetary balance. Failure to implement these actions on a timely basis could force the issuers to depend upon market access to finance deficits or cash flow needs.

In addition, certain of the Debt Obligations in the Fund may be obligations of issuers (including California issuers) who rely in whole or in part on ad valorem real property taxes as a source of revenue. Certain proposals, in the form of state legislative proposals or voter initiatives, to limit ad valorem real property taxes have been introduced in various states and an amendment to the constitution of the state of California, providing for strict limitations on ad valorem real property taxes has had a significant impact on the taxing powers of local governments and on the financial conditions of school districts and local governments in California. It is not possible at this time to predict the final impact of such measures, or of similar future legislative or constitutional measures, on school districts and local governments or on their abilities to make future payments on their outstanding debt obligations.

#### MORAL OBLIGATION BONDS

The Fund may also include 'moral obligation' bonds. If an issuer of moral obligation bonds is unable to meet its obligations, the repayment of the bonds becomes a moral commitment but not a legal obligation of the state or municipality in question. Even though the state may be called on to restore any

deficits in capital reserve funds of the agencies or authorities which issued the bonds, any restoration generally requires appropriation by the state legislature and accordingly does not constitute a legally enforceable obligation or debt of the state. The agencies or authorities generally have no taxing power.

#### REFUNDED DEBT OBLIGATIONS

Refunded Debt Obligations are typically secured by direct obligations of the U.S. Government, or in some cases obligations guaranteed by the U.S. Government, placed in an escrow account maintained by an independent trustee until maturity or a predetermined redemption date. These obligations are generally noncallable prior to maturity or the predetermined redemption date. In a few isolated instances to date, however, bonds which were thought to be escrowed to maturity have been called for redemption prior to maturity.

#### INDUSTRIAL DEVELOPMENT REVENUE BONDS ('IDRS')

IDRs, including pollution control revenue bonds, are tax exempt securities issued by states, municipalities, public authorities or similar entities ('issuers') to finance the cost of acquiring, constructing or improving various projects, including pollution control facilities and certain industrial development facilities. These projects are usually operated by corporate entities. IDRs are not general obligations of governmental entities backed by their taxing power. Issuers are only obligated to pay amounts due on the IDRs to the extent that funds are available from the unexpended proceeds of the IDRs or receipts or revenues of the issuer under arrangements between the issuer and the corporate operator of a project. These arrangements may be in the form of a lease, installment sale agreement, conditional sale agreement or loan agreement, but in each case the payments to the issuer are designed to be sufficient to meet the payments of amounts due on the IDRs.

IDRs are generally issued under bond resolutions, agreements or trust indentures pursuant to which the revenues and receipts payable under the issuer's arrangements with the corporate operator of a particular project have been assigned and pledged to the holders of the IDRs or a trustee for the benefit of the holders of the IDRs. In certain cases, a mortgage on the underlying project has been assigned to the holders of the IDRs or a trustee as

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additional security for the IDRs. In addition, IDRs are frequently directly guaranteed by the corporate operator of the project or by another affiliated company. Regardless of the structure, payment of IDRs is solely dependent upon the creditworthiness of the corporate operator of the project or corporate guarantor. Corporate operators or guarantors that are industrial companies may be affected by many factors which may have an adverse impact on the credit quality of the particular company or industry. These include cyclicalities of revenues and earnings, regulatory and environmental restrictions, litigation resulting from accidents or environmentally-caused illnesses, extensive competition (including that of low-cost foreign companies), unfunded pension fund liabilities or off-balance sheet items, and financial deterioration resulting from leveraged buy-outs or takeovers. However, as discussed below, certain of the IDRs in the Portfolio may be additionally insured or secured by letters of credit issued by banks or otherwise guaranteed or secured to cover amounts due on the IDRs in the event of default in payment by an issuer.

#### SPECIAL TAX BONDS

Special tax bonds are payable from and secured by the revenues derived by a municipality from a particular tax such as a tax on the rental of a hotel room, on the purchase of food and beverages, on the rental of automobiles or on the consumption of liquor. Special tax bonds are not secured by the general tax revenues of the municipality, and they do not represent general obligations of the municipality. Therefore, payment on special tax bonds may be adversely affected by a reduction in revenues realized from the underlying special tax due to a general decline in the local economy or population or due to a decline in the consumption, use or cost of the goods and services that are subject to taxation. Also, should spending on the particular goods or services that are subject to the special tax decline, the municipality may be under no obligation to increase the rate of the special tax to ensure that sufficient revenues are raised from the shrinking taxable base.

#### STATE AND LOCAL MUNICIPAL UTILITY OBLIGATIONS

The ability of utilities to meet their obligations with respect to revenue bonds issued on their behalf is dependent on various factors, including the rates they may charge their customers, the demand for a utility's services and the cost of providing those services. Utilities, in particular investor-owned utilities, are subject to extensive regulation relating to the rates which they may charge customers. Utilities can experience regulatory, political and consumer resistance to rate increases. Utilities engaged in long-term capital projects are especially sensitive to regulatory lags in granting rate increases. Any difficulty in obtaining timely and adequate rate increases could adversely affect a utility's results of operations.

The demand for a utility's services is influenced by, among other factors, competition, weather conditions and economic conditions. Electric utilities, for example, have experienced increased competition as a result of the availability of other energy sources, the effects of conservation on the use of electricity, self-generation by industrial customers and the generation of electricity by co-generators and other independent power producers. Also, increased competition will result if federal regulators determine that utilities must open their transmission lines to competitors. Utilities which distribute natural gas also are subject to competition from alternative fuels, including fuel oil, propane and coal.

The utility industry is an increasing cost business making the cost of generating electricity more expensive and heightening its sensitivity to regulation. A utility's costs are influenced by the utility's cost of capital, the availability and cost of fuel and other factors. In addition, natural gas pipeline and distribution companies have incurred increased costs as a result of long-term natural gas purchase contracts containing 'take or pay' provisions which require that they pay for natural gas if natural gas is not taken by them. There can be no assurance that a utility will be able to pass on these increased costs to customers through increased rates. Utilities incur substantial capital expenditures for plant and equipment. In the future they will also incur increasing capital and operating expenses to comply with environmental legislation such as the Clean Air Act of 1990, and other energy, licensing and other laws and regulations relating to, among other things, air emissions, the quality of drinking water, waste water discharge, solid and hazardous substance handling and disposal, and siting and licensing of facilities. Environmental legislation and regulations are changing rapidly and are the subject of current public policy debate and legislative proposals. It is increasingly likely that some or many utilities will be subject to more stringent environmental standards in the future that could result in significant capital expenditures. Future legislation and regulation could include, among other things, regulation of so-called electromagnetic fields associated with electric transmission and distribution lines as well as emissions of carbon dioxide and other so-called greenhouse gases associated with the burning of fossil fuels. Compliance with these

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requirements may limit a utility's operations or require substantial investments in new equipment and, as a result, may adversely affect a utility's results of operations.

The electric utility industry in general is subject to various external factors including (a) the effects of inflation upon the costs of operation and construction, (b) substantially increased capital outlays and longer construction periods for larger and more complex new generating units, (c) uncertainties in predicting future load requirements, (d) increased financing requirements coupled with limited availability of capital, (e) exposure to cancellation and penalty charges on new generating units under construction, (f) problems of cost and availability of fuel, (g) compliance with rapidly changing and complex environmental, safety and licensing requirements, (h) litigation and proposed legislation designed to delay or prevent construction of generating and other facilities, (i) the uncertain effects of conservation on the use of electric energy, (j) uncertainties associated with the development of a national energy policy, (k) regulatory, political and consumer resistance to rate increases and (l) increased competition as a result of the availability of other energy sources. These factors may delay the construction and increase the cost of new facilities, limit the use of, or necessitate costly modifications to, existing facilities, impair the access of electric utilities to credit markets, or substantially increase the cost of credit for electric generating facilities. The Sponsors cannot predict at this time the ultimate effect of such factors on the ability of any issuers to meet their obligations with respect to Debt Obligations.

The National Energy Policy Act ('NEPA'), which became law in October, 1992, makes it mandatory for a utility to permit non-utility generators of electricity access to its transmission system for wholesale customers, thereby increasing competition for electric utilities. NEPA also mandated demand-side management policies to be considered by utilities. NEPA prohibits the Federal Energy Regulatory Commission from mandating electric utilities to engage in retail wheeling, which is competition among suppliers of electric generation to provide electricity to retail customers (particularly industrial retail customers) of a utility. However, under NEPA, a state can mandate retail wheeling under certain conditions.

There is concern by the public, the scientific community, and the U.S. Congress regarding environmental damage resulting from the use of fossil fuels. Congressional support for the increased regulation of air, water, and soil contaminants is building and there are a number of pending or recently enacted legislative proposals which may affect the electric utility industry. In particular, on November 15, 1990, legislation was signed into law that substantially revises the Clean Air Act (the '1990 Amendments'). The 1990 Amendments seek to improve the ambient air quality throughout the United States by the year 2000. A main feature of the 1990 Amendments is the reduction of

sulphur dioxide and nitrogen oxide emissions caused by electric utility power plants, particularly those fueled by coal. Under the 1990 Amendments the U.S. Environmental Protection Agency ('EPA') must develop limits for nitrogen oxide emissions by 1993. The sulphur dioxide reduction will be achieved in two phases. Phase I addresses specific generating units named in the 1990 Amendments. In Phase II the total U.S. emissions will be capped at 8.9 million tons by the year 2000. The 1990 Amendments contain provisions for allocating allowances to power plants based on historical or calculated levels. An allowance is defined as the authorization to emit one ton of sulphur dioxide.

The 1990 Amendments also provide for possible further regulation of toxic air emissions from electric generating units pending the results of several federal government studies to be conducted over the next three to four years with respect to anticipated hazards to public health, available corrective technologies, and mercury toxicity.

Electric utilities which own or operate nuclear power plants are exposed to risks inherent in the nuclear industry. These risks include exposure to new requirements resulting from extensive federal and state regulatory oversight, public controversy, decommissioning costs, and spent fuel and radioactive waste disposal issues. While nuclear power construction risks are no longer of paramount concern, the emerging issue is radioactive waste disposal. In addition, nuclear plants typically require substantial capital additions and modifications throughout their operating lives to meet safety, environmental, operational and regulatory requirements and to replace and upgrade various plant systems. The high degree of regulatory monitoring and controls imposed on nuclear plants could cause a plant to be out of service or on limited service for long periods. When a nuclear facility owned by an investor-owned utility or a state or local municipality is out of service or operating on a limited service basis, the utility operator or its owners may be liable for the recovery of replacement power costs. Risks of substantial liability also arise from the operation of nuclear facilities and from the use, handling, and possible radioactive emissions associated with nuclear fuel. Insurance may not cover all types or amounts of loss which may be experienced in connection with the ownership and operation of a nuclear plant and severe financial consequences

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could result from a significant accident or occurrence. The Nuclear Regulatory Commission has promulgated regulations mandating the establishment of funded reserves to assure financial capability for the eventual decommissioning of licensed nuclear facilities. These funds are to be accrued from revenues in amounts currently estimated to be sufficient to pay for decommissioning costs.

The ability of state and local joint action power agencies to make payments on bonds they have issued is dependent in large part on payments made to them pursuant to power supply or similar agreements. Courts in Washington, Oregon and Idaho have held that certain agreements between the Washington Public Power Supply System ('WPPSS') and the WPPSS participants are unenforceable because the participants did not have the authority to enter into the agreements. While these decisions are not specifically applicable to agreements entered into by public entities in other states, they may cause a reexamination of the legal structure and economic viability of certain projects financed by joint action power agencies, which might exacerbate some of the problems referred to above and possibly lead to legal proceedings questioning the enforceability of agreements upon which payment of these bonds may depend.

#### LEASE RENTAL OBLIGATIONS

Lease rental obligations are issued for the most part by governmental authorities that have no taxing power or other means of directly raising revenues. Rather, the authorities are financing vehicles created solely for the construction of buildings (administrative offices, convention centers and prisons, for example) or the purchase of equipment (police cars and computer systems, for example) that will be used by a state or local government (the 'lessee'). Thus, the obligations are subject to the ability and willingness of the lessee government to meet its lease rental payments which include debt service on the obligations. Willingness to pay may be subject to changes in the views of citizens and government officials as to the essential nature of the finance project. Lease rental obligations are subject, in almost all cases, to the annual appropriation risk, i.e., the lessee government is not legally obligated to budget and appropriate for the rental payments beyond the current fiscal year. These obligations are also subject to the risk of abatement in many states--rental obligations cease in the event that damage, destruction or condemnation of the project prevents its use by the lessee. (In these cases, insurance provisions and reserve funds designed to alleviate this risk become important credit factors.) In the event of default by the lessee government, there may be significant legal and/or practical difficulties involved in the re-letting or sale of the project. Some of these issues, particularly those for equipment purchase, contain the so-called 'substitution safeguard', which bars the lessee government, in the event it defaults on its rental payments, from the purchase or use of similar equipment for a certain period of time. This safeguard is designed to insure that the lessee government will appropriate the necessary funds even though it is not legally obligated to do so, but its legality remains untested in most, if not all, states.

## SINGLE-FAMILY AND MULTI-FAMILY HOUSING OBLIGATIONS

Multi-family housing revenue bonds and single family mortgage revenue bonds are state and local housing issues that have been issued to provide financing for various housing projects. Multi-family housing revenue bonds are payable primarily from the revenues derived from mortgage loans to housing projects for low to moderate income families. Single-family mortgage revenue bonds are issued for the purpose of acquiring from originating financial institutions notes secured by mortgages on residences.

Housing obligations are not general obligations of the issuer although certain obligations may be supported to some degree by Federal, state or local housing subsidy programs. Budgetary constraints experienced by these programs as well as the failure by a state or local housing issuers to satisfy the qualifications required for coverage under these programs or any legal or administrative determinations that the coverage of these programs is not available to a housing issuer, probably will result in a decrease or elimination of subsidies available for payment of amounts due on the issuer's obligations. The ability of housing issuers to make debt service payments on their obligations will also be affected by various economic and non-economic developments including, among other things, the achievement and maintenance of sufficient occupancy levels and adequate rental income in multi-family projects, the rate of default on mortgage loans underlying single family issues and the ability of mortgage insurers to pay claims, employment and income conditions prevailing in local markets, increases in construction costs, taxes, utility costs and other operating expenses, the managerial ability of project managers, changes in laws and governmental regulations and economic trends generally in the localities in which the projects are situated. Occupancy of multi-family housing projects may also be adversely affected by high rent levels and income limitations imposed under Federal, state or local programs.

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All single family mortgage revenue bonds and certain multi-family housing revenue bonds are prepayable over the life of the underlying mortgage or mortgage pool, and therefore the average life of housing obligations cannot be determined. However, the average life of these obligations will ordinarily be less than their stated maturities. Single-family issues are subject to mandatory redemption in whole or in part from prepayments on underlying mortgage loans; mortgage loans are frequently partially or completely prepaid prior to their final stated maturities as a result of events such as declining interest rates, sale of the mortgaged premises, default, condemnation or casualty loss. Multi-family issues are characterized by mandatory redemption at par upon the occurrence of monetary defaults or breaches of covenants by the project operator. Additionally, housing obligations are generally subject to mandatory partial redemption at par to the extent that proceeds from the sale of the obligations are not allocated within a stated period (which may be within a year of the date of issue). Housing obligations are also generally subject to special redemption at par in the case of mortgage prepayments. To the extent that these obligations were valued at a premium when a Holder purchased Units, any prepayment at par would result in a loss of capital to the Holder and, in any event, reduce the amount of income that would otherwise have been paid to Holders.

The tax exemption for certain housing revenue bonds depends on qualification under Section 143 of the Internal Revenue Code of 1986, as amended (the 'Code'), in the case of single family mortgage revenue bonds or Section 142(a)(7) of the Code or other provisions of Federal law in the case of certain multi-family housing revenue bonds (including Section 8 assisted bonds). These sections of the Code or other provisions of Federal law contain certain ongoing requirements, including requirements relating to the cost and location of the residences financed with the proceeds of the single family mortgage revenue bonds and the income levels of tenants of the rental projects financed with the proceeds of the multi-family housing revenue bonds. While the issuers of the bonds and other parties, including the originators and servicers of the single-family mortgages and the owners of the rental projects financed with the multi-family housing revenue bonds, generally covenant to meet these ongoing requirements and generally agree to institute procedures designed to ensure that these requirements are met, there can be no assurance that these ongoing requirements will be consistently met. The failure to meet these requirements could cause the interest on the bonds to become taxable, possibly retroactively from the date of issuance, thereby reducing the value of the bonds, subjecting the Holders to unanticipated tax liabilities and possibly requiring the Trustee to sell the bonds at reduced values. Furthermore, any failure to meet these ongoing requirements might not constitute an event of default under the applicable mortgage or permit the holder to accelerate payment of the bond or require the issuer to redeem the bond. In any event, where the mortgage is insured by the Federal Housing Administration, its consent may be required before insurance proceeds would become payable to redeem the mortgage bonds.

## HOSPITAL AND HEALTH CARE FACILITY OBLIGATIONS

The ability of hospitals and other health care facilities to meet their obligations with respect to revenue bonds issued on their behalf is dependent on

various factors, including the level of payments received from private third-party payors and government programs and the cost of providing health care services.

A significant portion of the revenues of hospitals and other health care facilities is derived from private third-party payors and government programs, including the Medicare and Medicaid programs. Both private third-party payors and government programs have undertaken cost containment measures designed to limit payments made to health care facilities. Furthermore, government programs are subject to statutory and regulatory changes, retroactive rate adjustments, administrative rulings and government funding restrictions, all of which may materially decrease the rate of program payments for health care facilities. There can be no assurance that payments under governmental programs will remain at levels comparable to present levels or will, in the future, be sufficient to cover the costs allocable to patients participating in such programs. In addition, there can be no assurance that a particular hospital or other health care facility will continue to meet the requirements for participation in such programs.

The costs of providing health care services are subject to increase as a result of, among other factors, changes in medical technology and increased labor costs. In addition, health care facility construction and operation is subject to federal, state and local regulation relating to the adequacy of medical care, equipment, personnel, operating policies and procedures, rate-setting, and compliance with building codes and environmental laws. Facilities are subject to periodic inspection by governmental and other authorities to assure continued compliance with the various standards necessary for licensing and accreditation. These regulatory requirements are subject to

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change and, to comply, it may be necessary for a hospital or other health care facility to incur substantial capital expenditures or increased operating expenses to effect changes in its facilities, equipment, personnel and services.

Hospitals and other health care facilities are subject to claims and legal actions by patients and others in the ordinary course of business. Although these claims are generally covered by insurance, there can be no assurance that a claim will not exceed the insurance coverage of a health care facility or that insurance coverage will be available to a facility. In addition, a substantial increase in the cost of insurance could adversely affect the results of operations of a hospital or other health care facility. The Clinton Administration may impose regulations which could limit price increases for hospitals or the level of reimbursements for third-party payors or other measures to reduce health care costs and make health care available to more individuals, which would reduce profits for hospitals. Some states, such as New Jersey, have significantly changed their reimbursement systems. If a hospital cannot adjust to the new system by reducing expenses or raising rates, financial difficulties may arise. Also, Blue Cross has denied reimbursement for some hospitals for services other than emergency room services. The lost volume would reduce revenues unless replacement patients were found.

Certain hospital bonds may provide for redemption at par at any time upon the sale by the issuer of the hospital facilities to a non-affiliated entity or in other circumstances. For example, certain hospitals may have the right to call bonds at par if the hospital may legally be required because of the bonds to perform procedures against specified religious principles. Certain FHA-insured bonds may provide that all or a portion of those bonds, otherwise callable at a premium, can be called at par in certain circumstances. If a hospital defaults upon a bond obligation, the realization of Medicare and Medicaid receivables may be uncertain and, if the bond obligation is secured by the hospital facilities, legal restrictions on the ability to foreclose upon the facilities and the limited alternative uses to which a hospital can be put may reduce severely its collateral value.

The Internal Revenue Service is currently engaged in a program of intensive audits of certain large tax-exempt hospital and health care facility organizations. Although these audits have not yet been completed, it has been reported that the tax-exempt status of some of these organizations may be revoked. At this time, it is uncertain whether any of the hospital and health care facility obligations held by the Fund will be affected by such audit proceedings.

#### AIRPORT, PORT AND HIGHWAY REVENUE OBLIGATIONS

Certain facility revenue bonds are payable from and secured by the revenues from the ownership and operation of particular facilities, such as airports (including airport terminals and maintenance facilities), marine terminals, bridges, turnpikes and port authorities. For example, the major portion of gross airport operating income is generally derived from fees received from signatory airlines pursuant to use agreements which consist of annual payments for airport use, occupancy of certain terminal space, facilities, service fees, concessions and leases. Airport operating income may therefore be affected by the ability of the airlines to meet their obligations under the use agreements. The air transport industry is experiencing significant variations in earnings and



traffic, due to increased competition, excess capacity, increased aviation fuel, deregulation, traffic constraints, the current recession and other factors. As a result, several airlines are experiencing severe financial difficulties. Several airlines including America West Airlines have sought protection from their creditors under Chapter 11 of the Bankruptcy Code. In addition, other airlines, such as Midway Airlines, Inc., Eastern Airlines Inc. and Pan American Corporation, have recently been liquidated. However, within the past few months Northwest Airlines, Continental Airlines and Trans World Airlines have emerged from bankruptcy. The Sponsors cannot predict what effect these industry conditions may have on airport revenues which are dependent for payment on the financial condition of the airlines and their usage of the particular airport facility.

Similarly, payment on bonds related to other facilities is dependent on revenues from the projects, such as use fees from ports, tolls on turnpikes and bridges and rents from buildings. Therefore, payment may be adversely affected by reduction in revenues due to such factors as increased cost of maintenance or decreased use of a facility, lower cost of alternative modes of transportation or scarcity of fuel and reduction or loss of rents.

#### TRANSIT AUTHORITY OBLIGATIONS

Mass transit is generally not self-supporting from fare revenues. Therefore, additional financial resources must be made available to ensure operation of mass transit systems as well as the timely payment of debt service. Often such financial resources include Federal and state subsidies, lease rentals paid by funds of the state or local government or a pledge of a special tax such as a sales tax or a property tax. If fare revenues or the additional

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financial resources do not increase appropriately to pay for rising operating expenses, the ability of the issuer to adequately service the debt may be adversely affected.

#### MUNICIPAL WATER AND SEWER REVENUE BONDS

Water and sewer bonds are generally payable from user fees. The ability of state and local water and sewer authorities to meet their obligations may be affected by failure of municipalities to utilize fully the facilities constructed by these authorities, economic or population decline and resulting decline in revenue from user charges, rising construction and maintenance costs and delays in construction of facilities, impact of environmental requirements, failure or inability to raise user charges in response to increased costs, the difficulty of obtaining or discovering new supplies of fresh water, the effect of conservation programs and the impact of 'no growth' zoning ordinances. In some cases this ability may be affected by the continued availability of Federal and state financial assistance and of municipal bond insurance for future bond issues.

#### SOLID WASTE DISPOSAL BONDS

Bonds issued for solid waste disposal facilities are generally payable from tipping fees and from revenues that may be earned by the facility on the sale of electrical energy generated in the combustion of waste products. The ability of solid waste disposal facilities to meet their obligations depends upon the continued use of the facility, the successful and efficient operation of the facility and, in the case of waste-to-energy facilities, the continued ability of the facility to generate electricity on a commercial basis. All of these factors may be affected by a failure of municipalities to fully utilize the facilities, an insufficient supply of waste for disposal due to economic or population decline, rising construction and maintenance costs, any delays in construction of facilities, lower-cost alternative modes of waste processing and changes in environmental regulations. Because of the relatively short history of this type of financing, there may be technological risks involved in the satisfactory construction or operation of the projects exceeding those associated with most municipal enterprise projects. Increasing environmental regulation on the federal, state and local level has a significant impact on waste disposal facilities. While regulation requires more waste producers to use waste disposal facilities, it also imposes significant costs on the facilities. These costs include compliance with frequently changing and complex regulatory requirements, the cost of obtaining construction and operating permits, the cost of conforming to prescribed and changing equipment standards and required methods of operation and, for incinerators or waste-to-energy facilities, the cost of disposing of the waste residue that remains after the disposal process in an environmentally safe manner. In addition, waste disposal facilities frequently face substantial opposition by environmental groups and officials to their location and operation, to the possible adverse effects upon the public health and the environment that may be caused by wastes disposed of at the facilities and to alleged improper operating procedures. Waste disposal facilities benefit from laws which require waste to be disposed of in a certain manner but any relaxation of these laws could cause a decline in demand for the facilities' services. Finally, waste-to-energy facilities are concerned with many of the same issues facing utilities insofar as they derive revenues from the sale of energy to local power utilities (See State and Local Municipal

Utility Obligations above).

#### UNIVERSITY AND COLLEGE OBLIGATIONS

The ability of universities and colleges to meet their obligations is dependent upon various factors, including the size and diversity of their sources of revenues, enrollment, reputation, management expertise, the availability and restrictions on the use of the endowments and other funds, the quality and maintenance costs of campus facilities, and, in the case of public institutions, the financial condition of the relevant state or other governmental entity and its policies with respect to education. The institution's ability to maintain enrollment levels will depend on such factors as tuition costs, demographic trends, geographic location, geographic diversity and quality of the student body, quality of the faculty and the diversity of program offers.

Legislative or regulatory action in the future at the Federal, state or local level may directly or indirectly affect eligibility standards or reduce or eliminate the availability of funds for certain types of student loans or grant programs, including student aid, research grants and work-study programs, and may affect indirect assistance for education.

#### PUERTO RICO

The Portfolio may contain Debt Obligations of issuers which will be affected by general economic conditions in Puerto Rico. Puerto Rico's unemployment rate remains significantly higher than the U.S. unemployment rate.

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Furthermore, the economy is largely dependent for its development upon U.S. policies and programs that are being reviewed and may be eliminated.

The Puerto Rican economy is affected by a number of Commonwealth and Federal investment incentive programs. For example, Section 936 of the Internal Revenue Code (the 'Code') provides for a credit against Federal income taxes for U.S. companies operating on the island if certain requirements are met. The Omnibus Budget Reconciliation Act of 1993 imposes limits on such credit, effective for tax years beginning after 1993. In addition, from time to time proposals are introduced in Congress which, if enacted into law, would eliminate some or all of the benefits of Section 936. The Omnibus Budget Reconciliation Act of 1993 imposes limits on such credit, effective for tax years beginning after 1993. Although no assessment can be made at this time of the precise effect of such limitation, it is expected that the limitation of Section 936 credits would have a negative impact on Puerto Rico's economy.

Aid for Puerto Rico's economy has traditionally depended heavily on Federal programs, and current Federal budgetary policies suggest that an expansion of aid to Puerto Rico is unlikely. An adverse effect on the Puerto Rican economy could result from other U.S. policies, including a reduction of tax benefits for distilled products, further reduction in transfer payment programs such as food stamps, curtailment of military spending and policies which could lead to a stronger dollar.

In a plebiscite held in November, 1993, the Puerto Rican electorate chose to continue Puerto Rico's Commonwealth status. Previously proposed legislation, which was not enacted, would have preserved the federal tax exempt status of the outstanding debts of Puerto Rico and its public corporations regardless of the outcome of the referendum, to the extent that similar obligations issued by the states are so treated and subject to the provisions of the Code currently in effect. There can be no assurance that any pending or future legislation finally enacted will include the same or similar protection against loss or tax exemption. The November 1993 plebiscite can be expected to have both direct and indirect consequences on such matters as the basic characteristics of future Puerto Rico debt obligations, the markets for these obligations, and the types, levels and quality of revenue sources pledged for the payment of existing and future debt obligations. Such possible consequences include, without limitation, legislature proposals seeking restoration of the status of Section 936 benefits otherwise subject to the limitations discussed above. However, no assessment can be made at this time of the economic and other effects of a change in federal laws affecting Puerto Rico as a result of the November 1993 plebiscite.

#### OBLIGATIONS BACKED BY LETTERS OF CREDIT

Certain Debt Obligations may be secured by letters of credit issued by commercial banks or collateralized letters of credit issued by savings banks, savings and loan associations and similar institutions ('thrifts') or direct obligations of banks or thrifts pursuant to 'loans-to-lenders' programs. The letter of credit may be drawn upon, and the Debt Obligations consequently redeemed, should an issuer fail to make payments of amounts due on a Debt Obligation backed by a letter of credit or default under its reimbursement agreement with the issuer of the letter of credit or, in certain cases, in the event the interest on a Debt Obligation should be deemed to be taxable and full payment of amounts due is not made by the issuer. The letters of credit are irrevocable obligations of the issuing institutions, which are subject to



extensive governmental regulations which may limit both the amounts and types of loans and other financial commitments which may be made and interest rates and fees which may be charged.

The profitability of financial institutions is largely dependent upon the availability and cost of funds for the purpose of financing lending operations under prevailing money market conditions. Also, general economic conditions play an important part in the operations of this industry and exposure to credit losses arising from possible financial difficulties of borrowers might affect an institution's ability to meet its obligations. Since the late 1980's the ratings of U.S. and foreign banks and holding companies have been subject to extensive downgrades due primarily to deterioration in asset quality and the attendant impact on earnings and capital adequacy. Major U.S. banks, in particular, suffered from a decline in asset quality in the areas of loans to Lesser Developed Countries (LDC's), construction and commercial real estate loans and lending to support Highly Leveraged Transactions (HLT's). LDC and HLT problems have been largely addressed, although construction and commercial real estate loans remain areas of concern. The Federal Deposit Insurance Corporation ('FDIC') indicated that in 1990, 169 federally insured banks with an aggregate total of \$15.7 billion in assets failed and that in 1991, 127 federally insured banks with an aggregate total of \$63.2 billion in assets failed. During 1992, the FDIC resolved 120 failed banks with combined assets of \$44.2 billion in assets.

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The Federal Deposit Insurance Corporation Improvement Act of 1991 ('FDICIA') and the Resolution Trust Corporation Refinancing, Restructuring, and Improvement Act of 1991 imposed many new limitations on the way in which banks, savings banks and thrifts may conduct their business and mandated early and aggressive regulatory intervention for unhealthy institutions. Periodic efforts by recent Administrations to introduce legislation broadening the ability of banks and thrifts to compete with new products have not been successful, but if enacted could lead to more failures as a result of increased competition and added risks. Failure to enact such legislation, on the other hand, may lead to declining earnings and an inability to compete with unregulated financial institutions. Efforts to expand the ability of federal thrifts to branch on an interstate basis have been initially successful through promulgation of regulations, but legislation to liberalize interstate branching for banks has stalled in the Congress. Consolidation is likely to continue in both cases. The Securities and Exchange Commission ('SEC') is attempting to require the expanded use of market value accounting by banks and thrifts, and has imposed rules requiring market accounting for investment securities held for sale. Adoption of additional such rules may result in increased volatility in the reported health of the industry and mandated regulatory intervention to correct such problems.

In addition, historically, thrifts primarily financed residential and commercial real estate by making fixed-rate mortgage loans and funded those loans from various types of deposits. Thrifts were restricted as to the types of accounts which could be offered and the rates that could be paid on those accounts. During periods of high interest rates, large amounts of deposits were withdrawn as depositors invested in Treasury bills and notes and in money market funds which provided liquidity and high yields not subject to regulation. As a result the cost of thrifts' funds exceeded income from mortgage loan portfolios and other investments, and their financial positions were adversely affected. Laws and regulations eliminating interest rate ceilings and restrictions on types of accounts that may be offered by thrifts were designed to permit thrifts to compete for deposits on the basis of current market rates and to improve their financial positions.

However, with respect to any Debt Obligations included in the Fund that are secured by collateralized letters of credit or guarantees of thrifts, on the basis of the current financial positions of the thrifts, the Sponsors believe that investors in the Units should rely solely on the collateral securing the performance of the thrifts' obligations with respect to those Debt Obligations and not on the financial positions of the thrifts.

In certain cases, the Sponsors have agreed that their sole recourse in connection with any default, including insolvency, by the thrifts whose collateralized letter of credit or guarantee may back any of the Debt Obligations will be to exercise available remedies with respect to the collateral pledged by the thrift; should such collateral be insufficient, the Sponsors will therefore be unable to pursue any default judgement against that thrift.

Certain of these collateralized letters of credit or guarantees may provide that they are to be drawn upon in the event the thrift becomes or is deemed to be insolvent. Accordingly, investors should recognize that they are subject to having the principal amount of their investment represented by a Debt Obligation secured by such a collateralized letter of credit or guarantee returned prior to the termination date of the Fund or the maturity or disposition dates of the Debt Obligations if the thrift becomes or is deemed to be insolvent.

The thrift industry has experienced severe strains as demonstrated by the failure of numerous savings banks and savings and loan associations. One

consequence of this was the insolvency of the deposit insurance fund of the Federal Savings and Loan Insurance Corporation ('FSLIC'). As a result, in 1989 Congress enacted the Financial Institutions Reform, Recovery and Enforcement Act ('FIRREA'), which significantly altered the legal rules and regulations governing banks and thrifts. Among other things, FIRREA abolished the FSLIC and created a new agency, the Resolution Trust Corporation ('RTC'), investing it with certain of the FSLIC's powers. The balance of the FSLIC's powers were transferred to the FDIC. Under FIRREA, as subsequently amended in 1990, the RTC was normally to be appointed as receiver or conservator of thrifts that failed between January 1, 1989 and October 1, 1993 if their deposits, prior to FIRREA, were insured by the FSLIC. The FDIC is normally to be appointed as receiver or conservator for all thrifts the deposits of which, before FIRREA, were insured by the FDIC, and those thrifts the deposits of which, prior to FIRREA, were insured by the FSLIC that fail on or after October 1, 1993.

Investors should realize that should the FDIC or the RTC make payment under a letter of credit prior to the scheduled maturity or disposition dates of the related Debt Obligation their investment will be returned sooner than originally anticipated. The possibility of such early payment has been increased significantly by the enactment of FDICIA referred to above. FDICIA requires federal regulators of insured banks, savings banks, and thrifts to act more quickly to address the problems of undercapitalized institutions than previously, and specifies

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in more detail the actions they must take. One such requirement virtually compels the appointment of a receiver or conservator for any institution when its ratio of tangible equity to total assets declines to two percent. Others force aggressive intervention in the business of an institution at even earlier stages of deterioration.

Certain letters of credit or guarantees backing Debt Obligations may have been issued by a foreign bank or corporation or similar entity (a 'Foreign Guarantee'). On the basis of information available to the Sponsors at the present time no Foreign Guarantee is subject to exchange control restrictions under existing law which would materially interfere with payments to the Fund under the Foreign Guarantee. However, there can be no assurance that exchange control regulations might not be adopted in the future which might affect adversely the payments to the Fund. Nor are there any withholding taxes under existing law applicable to payments made on any Foreign Guarantee. While there can be no assurance that withholding taxes might not be imposed in the future, provision is made in the instruments governing any Foreign Guarantee that, in substance, to the extent permitted by applicable law, additional payments will be made by the guarantor so that the total amount paid, after deduction of any applicable tax, will not be less than the amount then due and payable on the Foreign Guarantee. The adoption of exchange control regulations and other legal restrictions could have an adverse impact on the marketability of any Debt Obligations backed by a Foreign Guarantee and on the ability of the Fund to satisfy its obligation to redeem Units tendered to the Trustee for redemption (see Redemption).

#### COLLATERALIZED LETTERS OF CREDIT AND GUARANTEES

Certain Debt Obligations in the Portfolio may be supported by guarantees or letters of credit which are secured by a security interest in 'Eligible Collateral'. Eligible Collateral may consist of mortgage-backed securities issued by private parties and guaranteed as to full and timely payment of interest and principal by the Government National Mortgage Association ('GNMA') ('GNMA Pass-Throughs') or by the Federal National Mortgage Association ('FNMA') ('FNMA Pass-Throughs'), mortgage-backed securities issued by the Federal Home Loan Mortgage Corporation ('FHLMC') and guaranteed as to full and timely payment of interest and full collection of principal by FHLMC ('FHLMC PCs'), conventional, FHA insured, VA guaranteed and privately insured mortgages ('Mortgages'), debt obligations of states and their political subdivisions and public authorities ('Municipal Obligations'), debt obligations of public nongovernmental corporations ('Corporate Obligations'), U.S. Government securities and cash. In addition, Eligible Collateral may also consist of other securities specified by the Sponsors.

With respect to each Debt Obligation as to which Eligible Collateral has been pledged, the Sponsors have established minimum percentage levels ('Collateral Requirements') of the aggregate market value of each type of Eligible Collateral consistent with the standards described under The Portfolio below. Eligible Collateral is to be valued no less often than quarterly. If on any valuation date it is determined that the aggregate market value of the Eligible Collateral does not satisfy the applicable Collateral Requirements, additional Eligible Collateral must be delivered. Eligible Collateral may be withdrawn or substituted at any time, provided that the remaining or substituted Eligible Collateral meets the applicable Collateral Requirements. Although the Sponsors believe that the Collateral Requirements are sufficient to provide a high degree of protection against loss on the Debt Obligations backed by collateralized letters of credit or guarantees, investors in the Units should be aware that if liquidation of the collateral is required and proves insufficient to provide for payment in full of the principal and accrued interest on such

Debt Obligations, then the full principal amount of their investment could not be returned.

GNMA Pass-Throughs--GNMA is a wholly-owned U.S. government corporation within the Department of Housing and Urban Development. GNMA is authorized by Section 306(g) of Title III of the National Housing Act to guarantee the timely payment of the principal of, and interest on, certificates which are based on and backed by a pool of mortgage loans insured by the Federal Housing Administration ('FHA'), or the Farmers' Home Administration ('FMHA') or guaranteed by the Veteran's Administration ('VA'). The GNMA Pass-Throughs will be of the 'fully modified pass-through' type, the terms of which provide for timely monthly payments by the issuers to the registered holders of their pro rata shares of the scheduled principal payments, whether or not collected by the issuers, on account of the mortgages backing such GNMA Pass-Throughs, plus any prepayment of principal of such mortgages received, and interest (net of the servicing and other charges) on the aggregate unpaid principal balance of such GNMA Pass-Throughs, whether or not interest on account of such mortgages has been collected by the issuers. The GNMA Pass-Throughs will be guaranteed as to timely payment of principal and interest by GNMA. The full faith and credit of the United States is pledged to the payment of all amounts which may be required to be paid under the guarantee.

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FNMA Pass-Throughs--FNMA Pass-Throughs are certificates of beneficial interest evidencing pro rata undivided ownership interests in pools of residential mortgages either previously owned by FNMA or purchased by it in connection with the formation of a pool. FNMA guarantees the full and timely payment of principal and interest (adjusted to the pass-through rate) on the mortgage loans in the pool, whether or not received by FNMA or recovered by it in foreclosure. If FNMA were unable to fulfill its guarantee, distributions to holders of FNMA Pass-Throughs would consist solely of payments and other recoveries upon the underlying mortgages, and, accordingly, delinquencies and defaults would diminish distributions to the holders. The obligations of FNMA under its guarantee are solely those of FNMA and are not backed by the full faith and credit of the United States. Moreover, neither the United States nor any of its agencies is obligated to finance the operations of FNMA or to assist it.

FHLMC PCs--FHLMC PCs are certificates issued by FHLMC which represent undivided interests in identified pools of residential mortgage loans purchased by FHLMC. FHLMC guarantees the full and timely payment of interest (adjusted to the certificate rate) on the unpaid principal balance of mortgage loans in the pool as determined or estimated by FHLMC and the collection of principal without any offset or deduction. Payment of principal is subject to delay due to federal and state laws. FHLMC is a publicly held, government sponsored enterprise created pursuant to the Emergency Home Finance Act of 1970. The principal activity of FHLMC consists of the purchase of first lien, fixed rate conventional mortgage loans and participations therein, which FHLMC repackages and sells as guaranteed mortgage securities, primarily FHLMC Certificates. These loans must be considered by FHLMC of a quality, type and class to meet generally the purchase standards imposed by private institutional mortgage investors. To minimize interest rate risk FHLMC generally matches its purchases of mortgages and sales of guaranteed mortgage related securities. Mortgage loans retained by FHLMC are financed by debt and equity capital. The obligations of FHLMC under its guarantee are solely those of FHLMC and are not backed by the full faith and credit of the United States nor are they an obligation of any Federal Home Loan Bank.

Mortgages--In order to be eligible as Collateral a Mortgage must either be insured by FHA or guaranteed by VA or must (i) secure a loan not in excess of 80% of the lesser of the purchase price or appraised value, (ii) be secured by a first lien on a single-family (one unit) detached structure that at the time of origination was owner-occupied and designed and intended for use as a primary residence, (iii) not have had any payment of principal or interest or escrow payment in arrears for 60 or more days at any time during the twelve months preceding its pledge date and, as of its pledge date, have no payments more than 30 days due and unpaid, (iv) provide for level monthly payments of principal and interest for an original term to maturity not in excess of 30 years, (v) bear interest at a fixed annual rate and (vi) if originated subsequent to January 1, 1977, be written on then-applicable FHLMC/FNMA documentation.

FHA Insurance--The regulations governing the FHA single family programs under which a Mortgage may be insured provide that a mortgage will be considered to be in default if the mortgagor fails to make any payment or perform any other obligation under the mortgage and such failure continues for a period of thirty days. Insurance benefits are payable to the mortgagee either upon foreclosure or other acquisition of the property (which, in either case, may be subject to certain delays) or upon assignment of the defaulted mortgage to the United States Department of Housing and Urban Development ('HUD'). Under most FHA insurance programs for single family residences the Federal Housing Commissioner has the option of paying insurance claims in cash or in debentures, although current FHA policy is to pay insurance claims in cash.

VA Guarantee--Claims for the payment of a VA guarantee may be submitted when any default of the mortgagor continues for a period of three months. A guarantee may be paid without the mortgagee instituting foreclosure proceedings or otherwise acquiring title. The maximum amount of guarantee that may be paid is limited to the lesser of (1) sixty percent (60%) of the original principal balance of the mortgage loan or (2) \$27,500 for mortgage loans made on or after October 7, 1980. The liability on the guarantee is reduced or increased pro rata with any reduction or increase in the amount of the indebtedness.

Private Mortgage Insurance--Private mortgage insurance policies currently being issued by private mortgage insurers approved by FHLMC contain provisions substantially as follows: (a) the private mortgage insurer must pay a claim, including unpaid principal, accrued interest and certain expenses, within 60 days of presentment of the claim by the insured; (b) in order for the insured to present a claim, the insured must have acquired, and tendered to the insurer, title to the property free and clear of all liens and encumbrances including any right of redemption by the mortgagor; (c) when a claim is presented, the insurer will have the

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option of paying the claim in full and taking title to the property and arranging for its sale or of paying the insured percentage of the claim (the insured percentages vary but are customarily 20-25% of the claim) and allowing the insured to retain title to the property; and (d) claims may also be settled by the insurer at the option of the insured for actual losses where such losses are less than the insured percentage of the claim.

Delays in Foreclosure--Mortgages insured by FHA or guaranteed by VA are subject to current Federal regulations which provide that a mortgagee may not initiate foreclosure proceedings on an FHA insured or VA guaranteed loan unless at least three full monthly installments are due and unpaid. An administrative appeal prior to foreclosure is available to a mortgagor, and, if the mortgagor utilizes this procedure, the foreclosure may be delayed an additional three months. No delay in the foreclosure action is required if the property is encumbered by an FHA/VA mortgage and is abandoned by the mortgagor.

U.S. Government Securities--Direct obligations of the United States that mature within 30 years at the time of being pledged under the Collateral Agreement.

Municipal Obligations--Debt Obligations issued by or on behalf of states or their political subdivisions or public authorities, bearing interest at a fixed or variable rate and rated at least BBB by Standard & Poor's (or another acceptable rating agency).

Corporate Obligations--Marketable direct obligations of public, nongovernmental corporations payable in U.S. dollars, bearing dividends or interest at a fixed or variable rate and rated at least A by Standard & Poor's Corporation (or another acceptable rating agency at the time rating the Fund), or which have, in the opinion of the Agent for the Sponsors, credit characteristics comparable to obligations rated at least A by Standard & Poor's.

#### OBLIGATIONS BACKED BY INSURANCE

Certain Debt Obligations (the 'Insured Debt Obligations') may be insured or guaranteed by Asset Guaranty Reinsurance Company ('Asset Guaranty'), AMBAC Indemnity Corporation ('AMBAC Indemnity'), Bond Investors Guaranty Insurance Company ('BIG'), Capital Markets Assurance Corp. (CAPMAC), Capital Guaranty Insurance Company ('CGIC'), Connie Lee Insurance Company ('Connie Lee'), Continental Casualty Company ('Continental'), Financial Guaranty Insurance Company ('Financial Guaranty'), Financial Security Assurance Inc. ('FSA'), Firemen's Insurance Company of Newark, New Jersey ('Firemen's'), Municipal Bond Investors Assurance Corporation ('MBIA') or National Union Fire Insurance Company of Pittsburgh, Pa. ('National Union') (collectively, the 'Insurance Companies'). The claims-paying ability of each of these companies, unless otherwise indicated, is rated AAA by Standard & Poor's or another acceptable national rating service. The ratings are subject to change at any time at the discretion of the rating agencies. In determining whether to insure bonds, the Insurance Companies severally apply their own standards. The cost of this insurance (except the portfolio insurance referred to below) is borne either by the issuers or previous owners of the bonds or by the Sponsors. The insurance policies are non-cancellable and will continue in force so long as the Insured Debt Obligations are outstanding and the insurers remain in business. The insurance policies guarantee the timely payment of principal and interest on but do not guarantee the market value of the Insured Debt Obligations or the value of the Units. The insurance policies generally do not provide for accelerated payments of principal or, except in the case of any portfolio insurance policies, cover redemptions resulting from events of taxability. If the issuer of any Insured Debt Obligation should fail to make an interest or principal payment, the insurance policies generally provide that the Trustee or its agent shall give notice of nonpayment to the Insurance Company or its agent and provide evidence of the Trustee's right to receive payment. The Insurance

Company is then required to disburse the amount of the failed payment to the Trustee or its agent and is thereafter subrogated to the Trustee's right to receive payment from the issuer.

The following are brief descriptions of certain of the insurance companies that may insure or guarantee certain Debt Obligations. The financial information presented for each company has been determined on a statutory basis and is unaudited.

Asset Guaranty is a New York State insurance company licensed to write financial guarantee, credit, residual value and surety insurance. Asset Guaranty commenced operations in mid-1988 by providing reinsurance to several major monoline insurers. Asset Guaranty also issues limited amounts of primary financial guaranty insurance, but not in direct competition with the primary mono-line companies for which it acts as a reinsurer. The parent holding company of Asset Guaranty, Asset Guarantee Inc. (AGI), merged with Enhance Financial Services (EFS) in June, 1990 to form Enhance Financial Services Group Inc. (EFSG). The two main, 100%-

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owned subsidiaries of EFSG, Asset Guaranty and Enhance Reinsurance Company (ERC), share common management and physical resources. After an initial public offering completed in February 1992 and the sale by Merrill Lynch & Co. of its stake, EFSG is 49.8%-owned by the public, 29.9% by US West Financial Services, 14.1% by Manufacturers Life Insurance Co. and 6.2% by senior management. Both ERC and Asset Guaranty are rated 'AAA' for claims paying ability by Duff & Phelps. ERC is rated triple-A for claims-paying-ability by both S&P and Moody's. Asset Guaranty received a 'AA' claims-paying-ability rating from S&P during August 1993, but remains unrated by Moody's. As of September 30, 1993 Asset Guaranty had admitted assets of approximately \$130,000,000 and policyholders' surplus of approximately \$72,000,000.

AMBAC is a Wisconsin-domiciled stock insurance company, regulated by the Insurance Department of the State of Wisconsin, and licensed to do business in various states, with admitted assets of approximately \$1,936,000,000 and policyholders' surplus of approximately \$728,000,000 as of September 30, 1993. AMBAC is a wholly-owned subsidiary of AMBAC Inc., a financial holding company which is publicly owned following a complete divestiture by Citibank during the first quarter of 1992.

CAPMAC commenced operations in December 1987, as the second mono-line financial guaranty insurance company (after FSA) organized solely to insure non-municipal obligations. CAPMAC, a New York corporation, is a wholly-owned subsidiary of CAPMAC Holdings, Inc. (CHI), which was sold in 1992 by Citibank (New York State) to a group of 12 investors led by the following: Dillon Read's Saratoga Partners II; L.P. (Saratoga), an acquisition fund; Caprock Management, Inc., representing Rockefeller family interests; Citigrowth Fund, a Citicorp venture capital group; and CAPMAC senior management and staff. These groups control approximately 70% of the stock of CHI. CAPMAC had traditionally specialized in guaranteeing consumer loan and trade receivable asset-backed securities. Under the new ownership group CAPMAC intends to become involved in the municipal bond insurance business, as well as their traditional non-municipal business. As of September 30, 1993 CAPMAC's admitted assets were approximately \$182,000,000 and its policyholders' surplus was approximately \$146,000,000.

CGIC, a monoline bond insurer headquartered in San Francisco, California, was established in November 1986 to assume the financial guaranty business of United States Fidelity and Guaranty Company ('USF&G'). It is a wholly-owned subsidiary of Capital Guaranty Corporation ('CGC') whose stock is owned by: Constellation Investments, Inc., an affiliate of Baltimore Gas & Electric, Fleet/Norstar Financial Group, Inc., Safeco Corporation, Sibag Finance Corporation, an affiliate of Siemens AG, and USF&G, the 8th largest property/casualty company in the U.S. as measured by net premiums written, and CGC management. As of September 30, 1993 CGIC had total admitted assets of approximately \$270,000,000 and policyholders' surplus of approximately \$160,000,000.

Connie Lee is a wholly owned subsidiary of College Construction Loan Insurance Association ('CCLIA'), a government-sponsored enterprise established by Congress to provide American academic institutions with greater access to low-cost capital through enhancement. Connie Lee, the operating insurance company, was incorporated in 1987 and began business as a reinsurer of tax-exempt bonds of colleges, universities, and teaching hospitals with a concentration on the hospital sector. During the fourth quarter of 1991 Connie Lee began underwriting primary bond insurance which will focus largely on the college and university sector. CCLIA's founding shareholders are the U.S. Department of Education, which owns 36% of CCLIA, and the Student Loan Marketing Association ('Sallie Mae'), which owns 14%. The other principal owners are: Pennsylvania Public School Employees' Retirement System, Metropolitan Life Insurance Company, Kemper Financial Services, Johnson family funds and trusts, Northwestern University, Rockefeller & Co., Inc. administered trusts and funds, and Stanford University. Connie Lee is domiciled in the state of Wisconsin and has licenses to do business in 47 states and the District of Columbia. As of

September 30, 1993, its total admitted assets were approximately \$173,000,000 and policyholders' surplus was approximately \$104,000,000.

Continental is a wholly-owned subsidiary of CNA Financial Corp. and was incorporated under the laws of Illinois in 1948. As of September 30, 1993, Continental had policyholders' surplus of \$2,969,000,000 and admitted assets of \$18,567,000,000. Continental is the lead property-casualty company of a fleet of carriers nationally known and marketed as 'CNA Insurance Companies'. CNA is rated AA+ by Standard & Poor's.

Financial Guaranty, a New York stock insurance company, is a wholly-owned subsidiary of FGIC Corporation, which is wholly owned by General Electric Capital Corporation. The investors in FGIC Corporation are not obligated to pay the debts of or the claims against Financial Guaranty. Financial Guaranty commenced its business of providing insurance and financial guarantees for a variety of investment instruments in January 1984

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and is currently licensed to provide insurance in 49 states and the District of Columbia. It files reports with state regulatory agencies and is subject to audit and review by those authorities. As of September 30, 1993 its total admitted assets were approximately \$1,889,000,000 and its policyholders' surplus was approximately \$745,000,000.

FSA is a monoline property and casualty insurance company incorporated in New York in 1984. It is a wholly-owned subsidiary of Financial Security Assurance Holdings Ltd., which was acquired in December 1989 by US West, Inc., the regional Bell Telephone Company serving the Rocky Mountain and Pacific Northwestern states. U.S. West is currently seeking to sell FSA. FSA is licensed to engage in the surety business in 42 states and the District of Columbia. FSA is engaged exclusively in the business of writing financial guaranty insurance on both tax-exempt and non-municipal securities. As of September 30, 1993, FSA had policyholders' surplus of approximately \$412,000,000 and total admitted assets of approximately \$799,000,000.

Firemen's, which was incorporated in New Jersey in 1855, is a wholly owned subsidiary of The Continental Corporation and a member of The Continental Insurance Companies, a group of property and casualty insurance companies of which the claims paying ability is rated AA-by Standard & Poor's. It provides unconditional and non-cancellable insurance on industrial development revenue bonds. As of September 30, 1993, the total admitted assets of Firemen's were approximately \$2,227,000,000 and its policyholders' surplus was approximately \$496,000,000.

MBIA is the principal operating subsidiary of MBIA Inc. The principal shareholders of MBIA Inc. were originally Aetna Casualty and Surety Company, The Fund American Companies Inc., subsidiaries of CIGNA Corporation and Credit Local de France, CAECL, S.A. These principal shareholders now own approximately 13% of the outstanding common stock of MBIA Inc. following a series of four public equity offerings over a five-year period. As of September 30, 1993 MBIA had admitted assets of approximately \$3,000,000,000 and policyholders' surplus of approximately \$951,000,000.

National Union is a stock insurance company incorporated in Pennsylvania and a wholly-owned subsidiary of American International Group, Inc. National Union was organized in 1901 and is currently licensed to provide insurance in 50 states and the District of Columbia. It files reports with state insurance regulatory agencies and is subject to regulation, audit and review by those authorities including the State of New York Insurance Department. As of September 30, 1993, the total admitted assets and policyholders' surplus of National Union were approximately \$7,907,000,000 and approximately \$1,408,000,000, respectively.

Insurance companies are subject to regulation and supervision in the jurisdictions in which they do business under statutes which delegate regulatory, supervisory and administrative powers to state insurance commissioners. This regulation, supervision and administration relate, among other things, to: the standards of solvency which must be met and maintained; the licensing of insurers and their agents; the nature of and limitations on investments; deposits of securities for the benefit of policyholders; approval of policy forms and premium rates; periodic examinations of the affairs of insurance companies; annual and other reports required to be filed on the financial condition of insurers or for other purposes; and requirements regarding reserves for unearned premiums, losses and other matters. Regulatory agencies require that premium rates not be excessive, inadequate or unfairly discriminatory. Insurance regulation in many states also includes 'assigned risk' plans, reinsurance facilities, and joint underwriting associations, under which all insurers writing particular lines of insurance within the jurisdiction must accept, for one or more of those lines, risks unable to secure coverage in voluntary markets. A significant portion of the assets of insurance companies is required by law to be held in reserve against potential claims on policies and is not available to general creditors.

Although the Federal government does not regulate the business of



insurance, Federal initiatives can significantly impact the insurance business. Current and proposed Federal measures which may significantly affect the insurance business include pension regulation (ERISA), controls on medical care costs, minimum standards for no-fault automobile insurance, national health insurance, personal privacy protection, tax law changes affecting life insurance companies or the relative desirability of various personal investment vehicles and repeal of the current antitrust exemption for the insurance business. (If this exemption is eliminated, it will substantially affect the way premium rates are set by all property-liability insurers.) In addition, the Federal government operates in some cases as a co-insurer with the private sector insurance companies.

Insurance companies are also affected by a variety of state and Federal regulatory measures and judicial decisions that define and extend the risks and benefits for which insurance is sought and provided. These include

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judicial redefinitions of risk exposure in areas such as products liability and state and Federal extension and protection of employee benefits, including pension, workers' compensation, and disability benefits. These developments may result in short-term adverse effects on the profitability of various lines of insurance. Longer-term adverse effects can often be minimized through prompt repricing of coverages and revision of policy terms. In some instances these developments may create new opportunities for business growth. All insurance companies write policies and set premiums based on actuarial assumptions about mortality, injury, the occurrence of accidents and other insured events. These assumptions, while well supported by past experience, necessarily do not take account of future events. The occurrence in the future of unforeseen circumstances could affect the financial condition of one or more insurance companies. The insurance business is highly competitive and with the deregulation of financial service businesses, it should become more competitive. In addition, insurance companies may expand into non-traditional lines of business which may involve different types of risks.

The above financial information relating to the Insurance Companies has been obtained from publicly available information. No representation is made as to the accuracy or adequacy of the information or as to the absence of material adverse changes since the information was made available to the public.

#### LITIGATION AND LEGISLATION

To the best knowledge of the Sponsors, there is no litigation pending as of the Initial Date of Deposit in respect of any Debt Obligations which might reasonably be expected to have a material adverse effect upon the Fund. At any time after the Initial Date of Deposit, litigation may be initiated on a variety of grounds with respect to Debt Obligations in the Fund. Litigation, for example, challenging the issuance of pollution control revenue bonds under environmental protection statutes may affect the validity of Debt Obligations or the tax-free nature of their interest. While the outcome of litigation of this nature can never be entirely predicted, opinions of bond counsel are delivered on the date of issuance of each Debt Obligation to the effect that the Debt Obligation has been validly issued and that the interest thereon is exempt from Federal income tax. In addition, other factors may arise from time to time which potentially may impair the ability of issuers to make payments due on Debt Obligations.

Under the Federal Bankruptcy Act, a political subdivision or public agency or instrumentality of any state, including municipalities, may proceed to restructure or otherwise alter the terms of its obligations, including those of the type comprising the Fund's Portfolio. The Sponsors are unable to predict what effect, if any, this legislation might have on the Fund.

From time to time Congress considers proposals to tax the interest on state and local obligations, such as the Debt Obligations. The Supreme Court clarified in *South Carolina v. Baker* (decided April 20, 1988) that the U.S. Constitution does not prohibit Congress from passing a nondiscriminatory tax on interest on state and local obligations. This type of legislation, if enacted into law, could adversely affect an investment in Units. Holders are urged to consult their own tax advisers.

#### PAYMENT OF THE DEBT OBLIGATIONS AND LIFE OF THE FUND

Because certain of the Debt Obligations from time to time may be redeemed or prepaid or will mature in accordance with their terms or may be sold under certain circumstances described herein and because any Temporary Investments will mature in accordance with their terms, no assurance can be given that the Fund will retain for any length of time its present size and composition (see Redemption). Many of the Debt Obligations may be subject to redemption prior to their stated maturity dates pursuant to optional refunding or sinking fund redemption provisions or otherwise. In general, optional refunding redemption provisions are more likely to be exercised when the offering side evaluation is at a premium over par than when it is at a discount from par. Generally, the offering side evaluation of Debt Obligations will be at a premium over par when market interest rates fall below the coupon rate on the Debt Obligations. The

percentage of the face amount of Debt Obligations in the Portfolio which were acquired on the Initial Date of Deposit at an offering side evaluation in excess of par is set forth under the Investment Summary. Certain Debt Obligations in the Portfolio may be subject to sinking fund provisions early in the life of the Fund. These provisions are designed to redeem a significant portion of an issue gradually over the life of the issue; obligations to be redeemed are generally chosen by lot. The Portfolio contains a listing of the sinking fund and optional redemption provisions with respect to the Debt Obligations. Additionally, the size and composition of the Fund will be affected by the level of redemptions of Units that may occur from time to time and the consequent sale of Debt Obligations (see Redemption). Principally, this will

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depend upon the number of Holders seeking to sell or redeem their Units and whether or not the Sponsors continue to reoffer Units acquired by them in the secondary market. Factors that the Sponsors will consider in the future in determining to cease offering Units acquired in the secondary market include, among other things, the diversity of the portfolio remaining at that time, the size of the Fund relative to its original size, the ratio of Fund expenses to income, the Fund's current and long-term returns and the degree to which Units may be selling at a premium over par relative to other funds sponsored by the Sponsors, and the cost of maintaining a current prospectus for the Fund. These factors may also lead the Sponsors to seek to terminate the Fund earlier than would otherwise be the case (see Administration of the Fund--Amendment and Termination).

#### LIQUIDITY

Certain of the Debt Obligations purchased by the Sponsors from various banks and thrifts may have been acquired in large denominations and may not have been issued under bond resolutions or trust indentures providing for issuance of bonds in small denominations. These Debt Obligations were generally directly placed with the banks or thrifts and held in their portfolios prior to sale to the Sponsors; there is no established secondary market for these Debt Obligations. The Sponsors believe that there should be a readily available market among institutional investors for the Debt Obligations which were purchased from these portfolios in the event it is necessary to sell Debt Obligations to meet redemptions of Units (should redemptions be made despite the market making activity of the Sponsors) in light of the following considerations: (i) the credit characteristics of the companies obligated to make payments on the Debt Obligations; (ii) the fact that these Debt Obligations may be backed by irrevocable letters of credit or guarantees of banks or thrifts; and (iii) the fact that banks or thrifts selling these Debt Obligations to the Sponsors for deposit in the Fund or the placement agent acting in connection with their sale generally state their intentions, although they are not legally obligated to do so, to remarket or to repurchase, at the then current bid side evaluation, any of these Debt Obligations proposed to be sold by the Trustee. The interest on these Debt Obligations received by the Fund is net of the fee for the related letter of credit or guarantee charged by the bank or thrift issuing the letter of credit or guarantee. Any Debt Obligations which were purchased from these portfolios are exempt from the registration provisions of the Federal securities laws and can be, therefore, sold free of the registration requirements of the securities laws. Because there is no established secondary market for these Debt Obligations, however, there is no assurance that the price realized on sale of these Debt Obligations will not be adversely affected. Consequently it is more likely that the sale of the Debt Obligations may cause a decline in the value of the Units than a sale of debt obligations for which an established secondary market exists.

Certain of the Debt Obligations may have been guaranteed or similarly secured by insurance companies or other corporations or entities. The guarantee or similar commitment may constitute a security (a 'Restricted Security') that cannot, in the opinion of counsel, be sold publicly by the Trustee without registration under the Securities Act of 1933, as amended, or similar provisions of law subsequently enacted. The Sponsors nevertheless believe that, should a sale of these Debt Obligations be necessary in order to meet redemption, the Trustee should be able to consummate a sale with institutional investors. Up to 40% of the Portfolio may consist of Debt Obligations purchased from various banks and thrifts and other Debt Obligations with guarantees which may constitute Restricted Securities.

The Fund may contain certain Debt Obligations purchased directly from issuers. These Debt Obligations are generally issued under bond resolutions or trust indentures providing for the issuance of bonds in publicly saleable denominations (usually \$5,000), may be sold free of the registration requirements of the Securities Act of 1933 and are otherwise structured in contemplation of ready marketability. In addition, the Sponsors generally obtain letters of intention to repurchase or to use best efforts to remarket these Debt Obligations from the issuers, the placement agents acting in connection with their sale or the entities providing the additional credit support, if any. These letters do not express legal obligations; however, in the opinion of the Sponsors, these Debt Obligations should be readily marketable.

#### TAX EXEMPTION



In the opinion of bond counsel rendered on the date of issuance of each Debt Obligation, the interest on each Debt Obligation is excludable from gross income under existing law for regular Federal income tax purposes (except in certain circumstances depending on the Holder) but may be subject to state and local taxes and may be a preference item for purposes of the Alternative Minimum Tax (see Portfolio; Investment Summary--Taxation; Taxes). As discussed under Taxes below, interest on some or all of the Debt Obligations may become subject to

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regular Federal income tax, perhaps retroactively to their date of issuance, as a result of changes in Federal law or as a result of the failure of issuers (or other users of the proceeds of the Debt Obligations) to comply with certain ongoing requirements.

Moreover, the Internal Revenue Service announced on June 14, 1993 that it will be expanding its examination program with respect to tax-exempt bonds. The expanded examination program will consist of, among other measures, increased enforcement against abusive transactions, broader audit coverage (including the expected issuance of audit guidelines) and expanded compliance achieved by means of expected revisions to the tax-exempt bond information return forms. At this time, it is uncertain whether the tax exempt status of any of the Debt Obligations would be affected by such proceedings, or whether such effect, if any, would be retroactive.

In certain cases, a Debt Obligation may provide that if the interest on the Debt Obligation should ultimately be determined to be taxable, the Debt Obligation would become due and payable by its issuer, and, in addition, may provide that any related letter of credit or other security could be called upon if the issuer failed to satisfy all or part of its obligation. In other cases, however, a Debt Obligation may not provide for the acceleration or redemption of the Debt Obligation or a call upon the related letter of credit or other security upon a determination of taxability. In those cases in which a Debt Obligation does not provide for acceleration or redemption or in which both the issuer and the bank or other entity issuing the letter of credit or other security are unable to meet their obligations to pay the amounts due on the Debt Obligation as a result of a determination of taxability, the Trustee would be obligated to sell the Debt Obligation and, since it would be sold as a taxable security, it is expected that it would have to be sold at a substantial discount from current market price. In addition, as mentioned above, under certain circumstances Holders could be required to pay income tax on interest received prior to the date on which the interest is determined to be taxable.

#### DESCRIPTION OF THE FUND

##### THE PORTFOLIO

The Portfolio contains different issues of short-intermediate-term Debt Obligations with fixed final maturity or disposition dates. See the Investment Summary for a summary of particular matters relating to the Portfolio.

Each security and issuer must be approved by Defined Asset Funds research analysts. Since 1970, the Sponsors have purchased more than \$90 billion of securities for Defined Asset Funds. Experienced professional buyers and research analysts for Defined Asset Funds, with access to thousands of different issues and extensive information, who are in close contact with the markets for suitable securities, select securities for deposit in the Fund considering the following factors, among others: (a) whether the Debt Obligations (i) have been rated in the category A or better by Standard & Poor's, Moody's or Duff & Phelps, or (ii) if not rated, are backed by guarantees, insurance, letters of credit or other similar third-party obligations provided by banks, insurance companies, government agencies or other corporate obligors whose outstanding debt obligations generally have been rated in the category A or better by any of those rating agencies or have been issued by issuers whose outstanding debt obligations generally are rated A or better by any of those rating agencies, or which have, in the opinion of Defined Asset Funds research analysts, comparable credit characteristics; (b) the yield and price of the Debt Obligations relative to other comparable debt securities and whether the interest thereon would be a preference item for purposes of the Alternative Minimum Tax, (c) the diversification of the Portfolio as to purpose and location of issuer, taking into account the availability in the market of issues which meet the Fund's criteria and (d) the maturities of the Debt Obligations. (See Description of Ratings.) Subsequent to the Initial Date of Deposit, a Debt Obligation or the other obligations of the issuer or guarantor or bank or other entity issuing a letter of credit related thereto may cease to be rated or its rating may be reduced. Neither event requires an elimination of that Debt Obligation from the Portfolio, but may be considered in the Sponsors' determination to direct the disposal of the Debt Obligation (see Administration of the Fund--Portfolio Supervision). There is no leverage or borrowing to increase risk, nor is the Portfolio modified with other kinds of securities to enhance yields.

The yields on debt obligations of the type deposited in the Fund are dependent on a variety of factors, including general money market conditions,

general conditions of the municipal bond market, size of a particular offering, the maturity of the obligation, the credit standing of the issuers or corporate obligors or of any guarantors or other entities providing third-party credit support and, where applicable, the type and amount of collateral pledged to support such third-party obligation and rating of the issue. The ratings represent the opinions of the rating organizations as to the quality of the debt obligations which they undertake to rate. It should be

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emphasized, however, that ratings are general and are not absolute standards of quality. Consequently, debt obligations with the same maturity, coupon and rating may have different yields, while debt obligations of the same maturity and coupon with different ratings may have the same yield.

The Fund consists of the Securities (or contracts to purchase the Securities) listed under Portfolio (including any replacement debt obligations and Additional Securities deposited in the Fund in connection with the sale of additional Units to the public as described below) as long as they may continue to be held from time to time in the Fund together with accrued and undistributed interest thereon and undistributed and uninvested cash realized from the disposition or redemption of Securities (see Administration of the Fund--Portfolio Supervision).

The Indenture authorizes the Sponsors to increase the size and the number of Units of the Fund 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 face amounts of Securities of specified interest rates and maturities is maintained. Also Securities may be sold under certain circumstances (see Redemption; Administration of the Fund--Portfolio Supervision). As a result, the aggregate face amount of the Securities in the Portfolio will vary over time.

On the Initial Date of Deposit each Unit was represented by the fractional undivided interest in the Fund set forth under the Investment Summary. Thereafter, if any Units are redeemed by the Trustee the face amount of Securities in the Fund 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 by the Fund, 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; Administration of the Fund--Amendment and Termination).

Neither the Sponsors nor the Trustee shall be liable in any way for any default, failure or defect in any Security. In the event of a failure to deliver any Debt Obligation that has been purchased for the Fund under a contract deposited hereunder ('Failed Debt Obligation'), including any Debt Obligation purchased on a when, as and if issued basis, the Sponsors are authorized under the Indenture to direct the Trustee to acquire replacement obligations substantially similar to those originally contracted for and not delivered to make up the original Portfolio of the Fund (See Administration of the Fund--Portfolio Supervision). If replacement obligations are not acquired, the Sponsors will, on or before the next following Distribution Day, cause to be refunded the attributable sales charge, plus the attributable Cost of Debt Obligations to Fund listed under Portfolio, plus interest attributable to the Failed Debt Obligations. (See Administration of the Fund--Portfolio Supervision.)

INCOME; ESTIMATED CURRENT RETURN; ESTIMATED LONG TERM RETURN

Generally. Each Unit receives an equal share of monthly distributions of interest income and of any principal distributions as bonds mature or are called, redeemed or sold. The estimated net annual interest rate per Unit on the business day prior to the date of this Prospectus is set forth under the Investment Summary. This rate shows the percentage return based on \$1,000 face amount per Unit after deducting estimated annual fees and expenses expressed as a percentage. This rate will change as Securities mature, are exchanged, redeemed, paid or sold, as replacement Securities are purchased, as Additional Securities are deposited and as the expenses of the Fund change. Because the Portfolio is not actively managed, the Fund's income distributions would not necessarily be affected by changes in interest rates. Depending on the financial condition of the issuers, the amount of tax-free monthly income from fixed income obligations in the Portfolio would be substantially maintained as long as the Portfolio remains unchanged. However, optional bond redemptions or other Portfolio changes may occur more frequently when interest rates decline, which would result in early return of principal.

The Sponsors deliver to the Trustee on the Initial Date of Deposit and on each subsequent date of deposit a letter or letters of credit in the amount of the cost (plus accrued interest) of securities to be acquired pursuant to contracts deposited in the Fund. The Trustee may draw down on this letter of credit at any time and deposit the cash so drawn in a non-interest bearing

account for the Fund. The Trustee has the use of these funds, on which it pays no interest, for the period prior to its purchase of when-issued and delayed-delivery Securities. The use of these funds compensates the Trustee for the reduction of the Trustee's Annual Fee and Expenses.

Interest on the Securities in the Fund, less estimated fees of the Trustee and Sponsors and certain other expenses, is expected to accrue at the daily rate (based on a 360-day year) shown under the Investment Summary.

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The actual daily rate will vary as Securities are exchanged, redeemed, paid or sold or as the expenses of the Fund change.

The Estimated Current Return and the Estimated Long Term Return on the business day prior to the date of this Prospectus are set forth under the Investment Summary and give different information about the return to investors. Estimated Current Return on a Unit represents annual cash receipts from coupon-bearing debt obligations in the Fund's Portfolio (after estimated annual expenses) divided by the Public Offering Price (including the sales charge).

Unlike Estimated Current Return, Estimated Long Term Return is a measure of the estimated return to the investor earned over the estimated life of the Fund. The Estimated Long Term Return represents an average of the yields to maturity (or earliest call date for obligations trading at prices above the particular call price) of the Debt Obligations in the Portfolio, calculated in accordance with accepted bond practice and adjusted to reflect expenses and sales charges. Under accepted bond practice, tax-exempt bonds are customarily offered to investors on a 'yield price' basis, which involves computation of yield to maturity (or earlier call date), and which takes into account not only the interest payable on the bonds but also the amortization or accretion to a specified date of any premium over or discount from the par (maturity) value in the bond's purchase price. In calculating Estimated Long Term Return, the average yield for the Portfolio is derived by weighting each Debt Obligation's yield by the market value of the Debt Obligation and by the amount of time remaining to the date to which the Debt Obligation is priced. Once the average Portfolio yield is computed, this figure is then adjusted for estimated expenses and the effect of the maximum sales charge paid by investors. The Estimated Long Term Return calculation does not take into account certain delays in distributions of income and the timing of other receipts and distributions on Units and may, depending on maturities, over or understate the impact of sales charges. Both of these factors may result in a lower figure.

While relatively fixed at the time of purchase, both Estimated Current Return and Estimated Long Term Return are subject to fluctuation with changes in Portfolio composition (including the redemption, sale or other disposition of Debt Obligations in the Portfolio), changes in market value of the underlying Debt Obligations and changes in fees and expenses, including sales charges, and therefore can be materially different than the figures set forth herein. The size of any difference between Estimated Current Return and Estimated Long Term Return can also be expected to fluctuate at least as frequently. In addition, both return figures may not be directly comparable to yield figures used to measure other investments, and since the return figures are based on certain assumptions and variables the actual return received by a Holder may be higher or lower.

Sales charges for Defined Asset Funds range from 5.5% to less than 0.5%. This may be less than you might pay to buy a comparable mutual fund. Defined Funds have no 12b-1 or back-end load fees. While sales charges on certain Defined Funds are deferred, only the previously accrued but unpaid portion of the sales charge is deducted from sales proceeds. Defined Funds can be a cost-effective way to purchase and hold investments. Annual operating expenses are generally lower than for managed funds. Because Defined Funds have no management fees, limited transaction costs and no ongoing marketing expenses, operating expenses are generally less than 0.25% per year. When compounded annually, small differences in expense ratios can make a big difference in earnings.

Accrued Interest. In addition to the Public Offering Price, the price of a Unit includes accrued interest on the Securities from the Initial Date of Deposit. The accrued interest which is added to the Public Offering Price represents the amount of accrued interest on the Securities from the Initial Date of Deposit to, but not including, the settlement date for Units. However, Securities deposited in the Fund also include an item of accrued but unpaid interest up to the Initial Date of Deposit. To avoid having Holders pay this additional accrued interest (which earns no return) when they purchase Units, the Trustee is responsible for the payment of accrued interest on the Debt Obligations to the Initial Date of Deposit and then recovers this amount from the earliest interest payments received by the Fund. Thus, the Sponsors can sell the Units at a price that includes interest from the Initial Date of Deposit to the initial settlement date for the Units. Additionally, interest on the Debt Obligations in the Fund is paid on a semi-annual (or less frequently, annual) basis. Therefore, it may take several months after the Initial Date of Deposit for the Trustee to receive sufficient interest payments on the Securities to begin distributions to Holders (see Investment Summary for estimates of the

amounts of the first and following Monthly Income Distributions). Further, because interest on the Securities is not received by the Fund at a constant rate throughout the year, any Monthly Income Distribution may be more or less than the interest actually received by the Fund. In order to eliminate fluctuations, the Trustee is required to advance the amounts

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necessary to provide approximately equal Monthly Income Distributions. The Trustee will be reimbursed, without interest, for these advances from interest received on the Securities. Therefore, to account for those factors, accrued interest is always added to the value of the Units. Because of the varying interest payment dates of the Securities, accrued interest at any time will be greater than the amount of interest actually received by the Fund and distributed to Holders. If a Holder sells all or a portion of his Units, he will receive his proportionate share of the accrued interest from the purchaser of his Units. Similarly, if a Holder redeems all or a portion of his Units, the Redemption Price per Unit will include accrued interest on the Securities. And if a Security is sold, redeemed or otherwise disposed of, accrued interest will be received by the Fund and will be distributed periodically to Holders.

Certain Debt Obligations may have been purchased on a when, as and if issued basis or may have a delayed delivery (see Investment Summary). Holders of Units will be 'at risk' with respect to these Debt Obligations (i.e., may derive either gain or loss from fluctuations in the offering side evaluation of the Debt Obligations) from the date they commit for Units. Since interest on when-issued and delayed-delivery Debt Obligations does not begin accruing to the benefit of Holders until their respective dates of delivery, in order to provide tax-exempt income to the Holders for this non-accrual period, the Trustee's Annual Fee and Expenses (set forth under Investment Summary) will be reduced in an amount equal to the amount of interest that would have accrued on these Debt Obligations between the date of settlement for the Units and the dates of delivery of the Debt Obligations. The reduction of the Trustee's Annual Fee and Expenses eliminates the necessity of reducing Monthly Income Distributions until when-issued or delayed-delivery Debt Obligations are delivered and sufficient interest payments are received to begin distributions to Holders. Should when-issued Debt Obligations be issued later than the expected date of issue, the amount of the reduction will be equal to the amount of interest which would have accrued on the Debt Obligations between the expected date of issue and the actual date of issue. If the amount of the Trustee's Annual Fee and Expenses is inadequate to cover the additional accrued interest, the Sponsors will treat the contracts as failed contracts.

#### TAXES

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

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

The Fund is not an association taxable as a corporation for Federal income tax purposes, and income received by the Fund will be treated as the income of the Holders in the manner set forth below.

Each Holder will be considered the owner of a pro rata portion of each Debt Obligation in the Fund under the grantor trust rules of Sections 671-679 of the Internal Revenue Code of 1986, as amended (the 'Code'). In order to determine the face amount of a Holder's pro rata portion of each Debt Obligation on the Initial Date of Deposit, see Face Amount under Portfolio. The total cost to a Holder of his Units, including sales charges, is allocated to his pro rata portion of each Debt Obligation, in proportion to the fair market values thereof on the date the Holder purchases his Units, in order to determine his tax basis for his pro rata portion of each Debt Obligation. In order for a Holder who purchases his Units on the Initial Date of Deposit to determine the fair market value of his pro rata portion of each Debt Obligation on such date, see Cost of Debt Obligations to Fund under Portfolio.

Each Holder will be considered to have received the interest on his pro rata portion of each Debt Obligation when interest on the Debt Obligation is received by the Fund. In the opinion of bond counsel (delivered on the date of issuance of the Debt Obligation), such interest will be excludable from gross income for regular Federal income tax purposes (except in certain limited circumstances referred to below). Amounts received by the Fund pursuant to a bank letter of credit, guarantee or insurance policy with respect to payments of principal, premium or interest on a Debt Obligation will be treated for Federal income tax purposes in the same manner as if such amounts were paid by the issuer of the Debt Obligation.

The Fund may contain Debt Obligations which were originally issued at a discount ('original issue discount'). The following principles will apply to each Holder's pro rata portion of any Debt Obligation originally issued at a discount. In general, original issue discount is defined as the

difference between the price at which a debt obligation was issued and its stated redemption price at maturity. Original issue discount on a tax-exempt obligation issued after September 3, 1982 is deemed to accrue as tax-exempt interest over the life

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of the obligation under a formula based on the compounding of interest. Original issue discount on a tax-exempt obligation issued before July 2, 1982 is deemed to accrue as tax-exempt interest ratably over the life of the obligation. Original issue discount on any tax-exempt obligation issued during the period beginning July 2, 1982 and ending September 3, 1982 is also deemed to accrue as tax-exempt interest over the life of the obligation, although it is not clear whether such accrual is ratable or is determined under a formula based on the compounding of interest. If a Holder's tax basis for his pro rata portion of a Debt Obligation issued with original issue discount is greater than its 'adjusted issue price' but less than its stated redemption price at maturity (as may be adjusted for certain payments), the Holder will be considered to have purchased his pro rata portion of the Debt Obligation at an 'acquisition premium'. Increases to the Holder's tax basis in his pro rata portion of the Debt Obligation resulting from the accrual of original issue discount will be reduced by the amount of such acquisition premium.

If a Holder's tax basis for his pro rata portion of a Debt Obligation exceeds the redemption price at maturity thereof (subject to certain adjustments), the Holder will be considered to have purchased his pro rata portion of the Debt Obligation at a 'premium'. The Holder is required to amortize the premium prior to the maturity of the Debt Obligation. Such amortization is only a reduction of basis for his pro rata portion of the Debt Obligation and does not result in any deduction against the Holder's income. Therefore, under some circumstances, a Holder may recognize taxable gain when his pro rata portion of a Debt Obligation is disposed of for an amount equal to or less than his original tax cost therefor.

A Holder will recognize taxable gain or loss when all or part of his pro rata portion of a Debt Obligation is disposed of by the Fund for an amount greater or less than his adjusted tax basis. Any such taxable gain or loss will be capital gain or loss, except that any gain from the disposition of a Holder's pro rata portion of a Debt Obligation acquired by the Holder at a 'market discount' (i.e., where the Holder's original cost for his pro rata portion of the Debt Obligation (plus any original issue discount which will accrue thereon until its maturity) is less than its stated redemption price at maturity) would be treated as ordinary income to the extent the gain does not exceed the accrued market discount. 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. The deduction of capital losses is subject to limitations. A Holder will also be considered to have disposed of all or part of his pro rata portion of each Debt Obligation when he sells or redeems all or some of his Units.

Under Section 265 of the Code, a Holder (except a corporate Holder) is not entitled to a deduction for his pro rata share of fees and expenses of the Fund because the fees and expenses are incurred in connection with the production of tax-exempt income. Further, if borrowed funds are used by a Holder to purchase or carry Units of the Fund, interest on this indebtedness will not be deductible for Federal income tax purposes. In addition, under rules used by the Internal Revenue Service, the purchase of Units may be considered to have been made with borrowed funds even though the borrowed funds are not directly traceable to the purchase of Units.

Under the income tax laws of the State and City of New York, the Fund is not an association taxable as a corporation and income received by the Fund will be treated as the income of the Holders in the same manner as for Federal income tax purposes, but will not necessarily be tax-exempt.

Holders will be taxed in the manner described above regardless of whether distributions from the Fund are actually received by the Holders or are automatically reinvested in the Municipal Fund Accumulation Program, Inc.

From time to time proposals are introduced in Congress and state legislatures which, if enacted into law, could have an adverse impact on the tax-exempt status of Debt Obligations. It is impossible to predict whether any legislation in respect of the tax status of interest on the Debt Obligations may be proposed and eventually enacted at the Federal or state level.

The foregoing discussion relates only to Federal and certain aspects of New York State and City income taxes. Depending on their state of residence, Holders may otherwise be subject to state and local taxation and should consult their own tax advisers in this regard.

The Fund may include Debt Obligations issued after August 7, 1986. Interest (including any original issue discount) on certain of these Debt Obligations (see Investment Summary--Taxation; Portfolio) is a preference item for purposes of the alternative minimum tax ('AMT') for individuals and corporations. In addition, a corporate holder should be aware that the receipt of tax-exempt interest not subject to the AMT may give rise to an alternative minimum tax liability (or increase an existing liability) because the interest income will be included in the corporation's 'adjusted current earnings' for purposes of the adjustment to alternative minimum taxable income required by Section 56(g) of the Code. In addition, interest on the Debt Obligations must be taken into consideration in computing the portion, if any, of social security benefits that will be included in an individual's gross income and subject to Federal income tax. Holders are urged to consult their own tax advisers concerning an investment in Units.

At the time of issuance of each Debt Obligation, an opinion relating to the validity of the Debt Obligation and to the exemption of interest thereon from regular Federal income taxes was or will be rendered by bond counsel. Neither the Sponsors nor Davis Polk & Wardwell have made or will make any review of the proceedings relating to the issuance of the Debt Obligations or the basis for these opinions. The tax exemption is dependent upon the issuer's (and other users') compliance with certain ongoing requirements, and the opinion of bond counsel assumes that these requirements will be complied with. However, there can be no assurance that the issuer (and other users) will comply with these requirements, in which event the interest on the Debt Obligation could be determined to be taxable retroactively from the date of issuance.

In the case of certain of the Debt Obligations, the opinions of bond counsel indicate that interest on such Debt Obligations received by a 'substantial user' of the facilities being financed with the proceeds of such Debt Obligations, or persons related thereto, for periods while such Debt Obligations are held by such a user or related person, will not be exempt from regular Federal income taxes, although interest on such Debt Obligations received by others would be exempt from regular Federal income taxes. 'Substantial user' is defined under U.S. Treasury Regulations to include only a person whose gross revenue derived with respect to the facilities financed by the issuance of bonds is more than 5% of the total revenue derived by all users of these facilities, or who occupies more than 5% of the usable area of these facilities or for whom these facilities or a part thereof were specifically constructed, reconstructed or acquired. 'Related persons' are defined to include certain related natural persons, affiliated corporations, partners and partnerships.

After the end of each calendar year, the Trustee will furnish to each Holder an annual statement containing information relating to the interest received by the Fund on the Debt Obligations, the gross proceeds received by the Fund from the disposition of any Debt Obligation (resulting from redemption or payment at maturity of any Debt Obligation or the sale by the Fund of any Debt Obligation), and the fees and expenses paid by the Fund. The Trustee will also furnish annual information returns to each Holder and to the Internal Revenue Service. Holders are required to report to the Internal Revenue Service the amount of tax-exempt interest received during the year.

#### PUBLIC SALE OF UNITS

#### PUBLIC OFFERING PRICE

#### INITIAL OFFERING PERIOD

The Public Offering Price of the Units during the initial offering period and any offering of additional Units is computed by dividing the offering side evaluation of the Securities (as determined by the Evaluator) by the number of Units outstanding and adding thereto the sales charge at the applicable percentage stated below of the offering side evaluation per Unit (the net amount invested). The Public Offering Price will vary from day to day in accordance with fluctuations in the evaluations of the underlying Securities.

The following table sets forth the applicable percentage of sales charge, the concession to dealers and the concession to introducing dealers (i.e., dealers that buy and clear directly through a Sponsor or an Underwriter who is an affiliate of a Sponsor). These amounts are reduced on a graduated scale for sales to any purchaser of at least 250 Units and will be applied on whichever basis is more favorable to the purchaser. To qualify for the reduced sales charge and concession applicable to quantity purchases, the dealer must confirm that the sale is to a

single purchaser as defined above or is purchased for its own account and not for distribution. Sales charges and dealer concessions are as follows:

<TABLE>

<CAPTION>

NUMBER OF UNITS	SALES CHARGE (GROSS UNDERWRITING PROFIT)			
	AS PERCENT OF OFFER SIDE PUBLIC OFFERING PRICE	AS PERCENT OF NET AMOUNT INVESTED	DEALER CONCESSION AS PERCENT OF PUBLIC OFFERING PRICE	PRIMARY MARKET CONCESSION TO INTRODUCING DEALERS
<S>	<C>	<C>	<C>	<C>
Less than 250.....	2.75%	2.828%	1.788%	\$ 19.80
250 - 499.....	2.25	2.302	1.463	16.20
500 - 749.....	1.75	1.781	1.138	12.60
750 - 999.....	1.25	1.266	0.813	9.00
1,000 or more.....	1.00	1.010	0.650	7.20

</TABLE>

The above graduated sales charges will apply on all purchases of the Fund on any one day during the initial offering period by the same purchaser of Units only in the amounts stated. These purchases will not be aggregated with concurrent purchases of any other unit trusts sponsored by the Sponsors. 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.

On any subsequent purchase of Units of the Fund during its initial offering period, the sale charge on that purchase will be determined based on the aggregate number of Units purchased on that and any previous purchase date. To be eligible for this right of accumulation, the purchaser or his securities dealer must notify the Sponsors at the time of purchase that such purchase qualifies for this right of accumulation and supply sufficient information to permit confirmation of qualification. Acceptance of the purchase order is subject to such confirmation. This right of accumulation may be amended or terminated at any time without notice.

SECONDARY MARKET

The Public Offering Price in the secondary market reflects sales charges which may be at different rates depending on the maturities of the various bonds in the Portfolio. The Public Offering Price per Unit will be computed by adding to the Evaluator's determination of the bid side evaluation of each Security, a sales charge at a rate based on the time to maturity of that Security as described below, and dividing the sum of these calculations for all Securities in the Portfolio by the number of Units outstanding. For this purpose, a Security will be considered to mature on its stated maturity date unless: (a) the Security has been called for redemption or funds or securities have been placed in escrow to redeem it on an earlier call date, in which case the call date will be used; or (b) the Security is subject to a mandatory tender, in which case the mandatory tender date will be used.

SALES CHARGE

TIME TO MATURITY	(AS PERCENT OF BID SIDE EVALUATION)	(AS PERCENT OF PUBLIC OFFERING PRICE)
Less than six months	0%	0%
six months to 1 year	0.756%	0.75%
over 1 year to 2 years	1.523%	1.50%
over 2 years to 4 years	2.564%	2.50%
over 4 years to 8 years	3.627%	3.50%
over 8 years to 15 years	4.712%	4.50%
over 15 years	5.820%	5.50%

The total sales charge per Unit, as a percent of the Public Offering Price, is referred to below as the 'Effective Sales Charge'. For example, a Fund consisting entirely of Securities maturing in more than 8 but no more than 15 years would have an Effective Sales Charge of 4.50% of the Public Offering Price (4.712% of the net amount invested) while a Fund consisting entirely of Securities maturing in more than 15 years would have an Effective Sales Charge of 5.50% of the Public Offering Price (5.820% of the net amount invested) and so forth. A Fund consisting of Securities in each of these maturity ranges would have an Effective Sales Charge between these rates.

The sales charge per Unit will be reduced on a graduated scale for sales to any single purchaser, as described above, on a single day of specified numbers of Units set forth below. The number of units of other series sponsored by the Sponsors (or an equivalent number in case of units originally offered at about \$1, \$10 or \$100 each), purchased in the secondary market on the same day will be added in determining eligibility for this reduction, provided that only units of



series with Effective Sales Charges within a range of 0.5% of their public offering prices will be eligible. For example, if an investor purchases units of three series of Municipal Investment Trust Fund in the secondary market on the same day--200 units with an Effective Sales Charge of 3.4%, 200 units with an Effective Sales Charge of 3.6% and 100 units with an Effective Sales Charge of 3.9%, he would be entitled to a 40% reduction on each sales charge (an actual sales charge of 60% of each Effective Sales Charge based on purchase of 500 units). If the lowest sales charge was 3.3%, the purchaser would only be entitled to a 20% reduction on two of those purchases (actual sales charge of 80% of Effective Sales Charge based on purchase of more than 249 units). The reduction will be applied on whichever basis is more favorable for the purchaser.

NUMBER OF UNITS	ACTUAL SALES CHARGE AS % OF EFFECTIVE SALES CHARGE DETERMINED ABOVE	DEALER CONCESSION AS % OF EFFECTIVE SALES CHARGE DETERMINED ABOVE
1-249	100%	65%
250-499	80%	52%
500-749	60%	39%
750-999	45%	29.25%
1,000 or more	35%	22.75%

To qualify for the reduced sales charge and concession applicable to quantity purchases, the selling dealer must confirm that the sale is to a single purchaser, as described above, or is purchased for its own account and not for distribution.

#### PRICE PAID BY PURCHASERS

In both the initial offering period and in the secondary market, a proportionate share of any cash held by the Fund in the Capital Account not allocated to the purchase of specific Securities and net accrued and undistributed interest on the Securities to the date of delivery of the Units to the purchaser is added to the Public Offering Price.

Employees of certain of the Sponsors and their affiliates and non-employee directors of Merrill Lynch & Co., may purchase Units of this Fund at prices based on a reduced sales charge of not less than \$5.00 per Unit.

Evaluations of the Securities are determined by the Evaluator, taking into account the same factors referred to under Redemption--Computation of Redemption Price per Unit. The determinations are made each business day as of the Evaluation Time set forth under the Investment Summary, effective for all sales made since the last of these evaluations (Section 4.01). With respect to the evaluation of Debt Obligations during their initial syndicate offering period, the 'current offering price', as determined by the Evaluator, will normally be equal to the syndicate offering price as of the Evaluation Time, unless the Evaluator determines that a material event has occurred which it believes may result in the syndicate offering price not accurately reflecting the market value of the Debt Obligations, in which case the Evaluator, in making its determination, will consider not only the syndicate offering price but also the factors described in (b) and (c) in the description of how the bid side evaluation of the Securities is determined for purposes of redemption of Units (see Redemption). 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: New Year's Day, Washington's Birthday, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving and Christmas.

#### COMPARISON OF PUBLIC OFFERING PRICE, SPONSORS' INITIAL REPURCHASE PRICE, SECONDARY MARKET REPURCHASE PRICE AND REDEMPTION PRICE

On the business day prior to the Initial Date of Deposit the Public Offering Price per Unit (which includes the sales charge) and the Sponsors' Initial Repurchase Price per Unit (each based on the offering side evaluation of the Securities in the Fund--see above) exceeded the Redemption Price per Unit (based on the bid side evaluation thereof--see Redemption) by the amounts set forth under the Investment Summary.

The initial Public Offering Price per Unit of the Trust and the initial Repurchase Price are based on the offering side evaluations of the Securities. The secondary market Public Offering Price and the Sponsors' Repurchase Price in the secondary market are based on the bid side evaluations of the Securities. In the past, the

bid prices of publicly offered tax-exempt issues have been lower than the offering prices by as much as 3 1/2% or more of face amount in the case of inactively traded issues and as little as 1/2 of 1% in the case of actively traded issues, but the difference between the offering and bid prices has averaged between 1 and 2% of face amount; the amount of this difference as of



the Evaluation Time on the business day prior to the Initial Date of Deposit, as determined by the Evaluator, is set forth under Portfolio. For this and other reasons (including fluctuations in the market prices of these Securities and the fact that the Public Offering Price includes the sales charge), the amount realized by a Holder upon any sale or redemption of Units may be less than the price paid by him for the Units.

#### PUBLIC DISTRIBUTION

During the initial offering period Units will be distributed to the public at the Public Offering Price through the Underwriting Account set forth under Investment Summary and dealers. The initial offering period is 30 days or less if all Units are sold. So long as all Units initially offered have not been sold, the Sponsors may extend the initial offering period for up to four additional successive 30-day periods. Upon the completion of the initial offering, Units which remain unsold or which may be acquired in the secondary market (see Market for Units) may be offered directly to the public by this Prospectus at the secondary market Public Offering Price determined in the manner provided above.

The Sponsors intend to qualify Units for sale in all states 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. Sales to dealers and to introducing dealers, if any, will initially be made at prices which represent a concession of the amount per Unit specified in the table above, but Merrill Lynch, Pierce, Fenner & Smith Incorporated, as agent for the Sponsors ('Agent for the Sponsors') reserves the right to change the amount of the concession to dealers and the concession to introducing dealers from time to time. Any dealer or introducing dealer may reallocate a concession not in excess of the concession to dealers.

#### UNDERWRITERS' AND SPONSORS' PROFITS

Upon sale of the Units, the Underwriters named under Underwriting Account, including the Sponsors, will receive sales charges at the rates set forth in the table above. The Sponsors also realized a profit or loss on deposit of the Securities in the Fund in the amount set forth under the Investment Summary. This is the difference between the cost of the Securities to the Fund (which is based on the offering side evaluation of the Securities on the Initial Date of Deposit) and the cost of the Securities to the Sponsors. The amount of any additional fees received in connection with the direct placement of certain Securities deposited in the Portfolio is set forth under the Investment Summary. On each subsequent deposit in connection with the creation of additional Units, the Sponsors may also realize a profit or loss. In addition, any Sponsor or Underwriter may realize profits or sustain losses in respect of Debt Obligations deposited in the Fund which were acquired by the Sponsor or Underwriter from underwriting syndicates of which the Sponsor or Underwriter was a member. During the offering period the Underwriting Account also may realize profits or sustain losses as a result of fluctuations after the Initial Date of Deposit in the Public Offering Price of the Units (see 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.

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 (based on the bid side evaluation of the Securities) and the prices at which they resell these Units (which include the sales charge) or the prices at which they redeem the Units (based on the bid side evaluation of the Securities), as the case may be.

#### MARKET FOR UNITS

During the initial offering period the Sponsors intend to offer to purchase Units of this Series at prices based upon the offering side evaluation of the Securities. Thereafter, while the Sponsors are not obligated to do so, it is their intention 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 bid side of the market, taking into account the same factors referred to in determining the bid side evaluation of Securities for purposes of redemption (see Redemption). This secondary market provides Holders with a fully liquid

investment. They can cash in Units at any time without a fee. The Sponsors may discontinue purchases of Units of this Series at prices based on the bid side evaluation of the Securities should the supply of Units exceed demand or for other business reasons. In this event the Sponsors may nonetheless under certain circumstances purchase Units, as a service to Holders, at prices based on the current redemption prices for those Units (see Redemption). 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. On any given day on which the secondary market is maintained 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 bid side evaluation of the Securities on the date on which the Units are tendered for redemption (see Redemption). Prospectuses relating to certain other unit trusts indicate an intention, subject to change on the part of the respective sponsors of such trusts, to purchase units of those trusts on the basis of a price higher than the bid prices of the bonds in the trusts. Consequently, depending upon the prices actually paid, the repurchase price of other sponsors for units of their trusts may be computed on a somewhat more favorable basis than the repurchase price offered by the Sponsors for Units of this Series in secondary market transactions. As in this Series, the purchase price per unit of such unit trusts will depend primarily on the value of the bonds in the portfolio of the trust.

The Sponsors may redeem any Units they have purchased in the secondary market or through the Trustee in accordance with the procedures described below if they determine it is undesirable to continue to hold these Units in their inventory. 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 inventory, 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.

#### REDEMPTION

While it is anticipated that Units in most cases can be sold in the over-the-counter market for an amount 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, upon tender on any business day, as defined under Public Sale of Units--Public Offering Price, of Certificates or, in the case of uncertificated Units, delivery of a request for redemption, and payment of any relevant tax, without any other fee (Section 5.02). Certificates to be redeemed must be properly endorsed or accompanied by a written instrument or instruments of transfer. Holders must sign exactly as their names appear on the face of the Certificate with the signatures 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. 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. Principal is normally distributed as bonds mature, or are called, redeemed, or sold. Except for sales of Securities (which would be at then current market prices) and subject to the bond issuers paying the amounts due, return of principal to Holders who retain their Units until termination of the Fund should be relatively unaffected by changes in interest rates. Of course, a gain or loss could be recognized if Units are sold before then. So long as the Sponsors are maintaining a market at prices not less than the Redemption Price per Unit, the Sponsors will repurchase any Units tendered for redemption no later than the close of business on the second business day following the tender (see Market for Units). The Trustee is authorized in its discretion, if the Sponsors do not elect to repurchase any Units tendered for redemption or if a Sponsor tenders 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 are to be sold from the Portfolio in order to make funds available for redemption (Section 5.02) if funds are not otherwise available in the Capital and Income Accounts to meet redemptions (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 on the basis of those market and credit factors as they may determine are in the best interest of the Fund. Provision is made under the Indenture for the Sponsors to specify minimum face amounts in which blocks of Securities are to be sold in order to obtain the best price for the Fund. While these minimum amounts may vary from time to time in accordance with market conditions, the Sponsors believe that the minimum face amounts which would be specified would range from \$25,000 for readily marketable Securities to \$250,000 for certain Restricted Securities which can be distributed on a short notice only by private sale, usually to institutional

investors. Provision is also made under the Indenture that sales of Securities may not be made so as to (i) result in the Fund owning less than \$250,000 of any Restricted Security or (ii) result in more than 50% of the Fund consisting of Restricted Securities. In addition, the Sponsors will use their best efforts to see that these sales of Securities are carried out in such a way that no more than 40% in face amount of the Fund is invested in Restricted Securities, provided that sales of unrestricted Securities may be made if the Sponsors' best efforts with regard to the timely sales of Restricted Securities at prices they deem reasonable are unsuccessful and if as a result of these sales more than 50% of the Fund does not consist of Restricted Securities. Thus the redemption of Units may require the sale of larger amounts of Restricted Securities than of unrestricted Securities.

To the extent that Securities are sold, the size and diversity of the Fund will be reduced. Sales will usually be required at a time when Securities would not otherwise be sold and may result in lower prices to the Fund than might otherwise be realized.

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 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, 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 aggregate bid side evaluation of the Securities, (b) cash on hand in the Fund (other than cash covering contracts to purchase Securities or credited to a reserve account), (c) accrued but unpaid interest on the Securities up to but not including the date of redemption (less amounts beneficially owned by the Trustee resulting from unreimbursed advances) and (d) the aggregate value of all other assets of the Fund; deducting therefrom the sum of (v) taxes or other governmental charges against the Fund not previously deducted, (w) accrued but unpaid expenses of the Fund, (x) amounts payable for reimbursement of Trustee advances, (y) 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).

The aggregate current bid or offering side evaluation of the Securities is determined by the Evaluator in the following manner: if the Securities are traded on the over-the-counter market, this evaluation is generally based on the closing sale prices on the over-the-counter market (unless the Evaluator deems these prices inappropriate as a basis for evaluation). If closing sale prices are unavailable, the evaluation is generally determined (a) on the basis of current bid or offering prices for the Securities, (b) if bid or offering prices are not available for any Securities, on the basis of current bid or offering prices for comparable securities, (c) by appraising the value of the Securities on the bid or offering side of the market or (d) by any combination of the above.

#### 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, cost of the initial evaluation, the initial fees and expenses of the Trustee, legal expenses, advertising and selling expenses and any other out-of-pocket expenses, will be paid from the Underwriting Account at no charge to the Fund.

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##### FEES

An estimate of the total annual expenses of the Fund is set forth under the Investment Summary. The Portfolio Supervision Fee is based on the face amount of Debt Obligations in the Fund on the Initial Date of Deposit and on the first business day of each calendar year thereafter, except that if in any calendar year Additional Securities are deposited, the fee for the balance of the year will be based on the face amounts on each Record Day. 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 this Fund, but at no time will the total amount the Sponsors receive for portfolio supervisory services rendered to all series of Municipal Investment Trust Fund in any calendar year exceed the aggregate cost to them of supplying these services in that year (Section 7.05). In addition, the Sponsors may also be reimbursed for bookkeeping or other administrative services provided to the Fund in amounts not

exceeding their costs of providing these services (Section 7.06). The Trustee (or Co-Trustees, in the case of Investors Bank & Trust Company and the First National Bank of Chicago) receives for its services as Trustee and for reimbursement of expenses incurred on behalf of the Fund, payable in monthly installments, the amount per Unit set forth under the Investment Summary as Trustee's Annual Fee and Expenses. Of this amount, the Trustee receives annually for its services as Trustee \$.70 per \$1,000 face amount of Debt Obligations. The Trustee's Annual Fee and Expenses also includes the Evaluator's Fee, the estimated Portfolio Supervision Fee, estimated reimbursable bookkeeping or other administrative expenses paid to the Sponsors and certain mailing and printing expenses. Expenses in excess of this amount will be borne by the Fund. Such amount may be reduced in certain cases in connection with the deposit of when-issued or delayed delivery Debt Obligations (see Description of the Fund--Income; Estimated Current Return; Estimated Long Term Return) and in the event of any delay in the tendering of Debt Obligations for redemption. The Trustee also receives benefits to the extent that it holds funds on deposit in the various non-interest bearing accounts created under the Indenture. The foregoing fees may be adjusted for inflation in accordance with the terms of the Indenture without approval of Holders (Sections 3.04, 4.03, and 8.05).

#### OTHER CHARGES

Other charges include: (a) fees of the Trustee for extraordinary services (Section 8.05), (b) certain expenses of the Trustee (including legal and auditing expenses) and of counsel designated by the Sponsors (Sections 3.04, 3.09, 7.05 (b), 8.01 and 8.05), (c) various governmental charges (Sections 3.03 and 8.01 [(h)]), (d) expenses and costs of action taken to protect the Fund (Section 8.01 [(d)]), (e) indemnification of the Trustee for any losses, liabilities and expenses incurred without gross negligence, bad faith or willful misconduct on its part (Section 8.05), (f) indemnification of the Sponsors for any losses, liabilities and expenses incurred without gross negligence, bad faith, willful misconduct or reckless disregard of their duties (Section 7.05[(b)]) and (g) expenditures incurred in contacting Holders upon termination of the Fund (Section 9.02). The amounts of these charges and fees are secured by a lien on the Fund 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 the transactions of the Fund, including a current list of the Securities and a copy of the Indenture, which are available to Holders for inspection at the office of the Trustee at reasonable times during business hours (Sections 6.01, 8.02 and 8.04).

##### ACCOUNTS AND DISTRIBUTIONS

Interest received is credited to an Income Account and other receipts to a Capital Account (Sections 3.01 and 3.02). The Monthly 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 estimated net income accrued during the month preceding the Record Day, after deducting estimated expenses. Estimates of the amounts of the first and subsequent Monthly Income Distributions are set forth under the Investment Summary. The amount of the Monthly Income Distributions will change as Securities are redeemed, paid or sold. At the same time the Trustee will distribute the Holder's pro rata share of the distributable cash balance of the Capital Account computed as of the close of business on the preceding Record Day (if at least equal to the Minimum Capital Distribution set forth under Investment Summary). Principal

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proceeds received from the disposition, payment or prepayment of any of the Securities subsequent to a Record Day and prior to the succeeding Distribution Day will be held in the Capital Account to be distributed on the second succeeding Distribution Day. 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, amounts deemed necessary to reserve for any material amount that may be payable out of the Fund (Section 3.03). Funds held by the Trustee in the various accounts created under the Indenture do not bear interest (Section 8.01).

##### INVESTMENT ACCUMULATION PROGRAM

Monthly Income Distributions of interest and any principal or premium received by the Fund will be paid in cash. However, a Holder may elect to have these monthly distributions reinvested in the Municipal Fund Accumulation Program, Inc. (the 'Program'). The Program is an open-end management investment company whose primary investment objective is to obtain income that is exempt

from regular Federal income tax through investment in a diversified portfolio consisting primarily of state, municipal and public authority debt obligations with credit characteristics comparable to those of securities in this Series of Municipal Investment Trust Fund. Most or all of the securities in the portfolio of the Program, however, will not be backed by third-party obligations. Reinvesting compounds the earnings Federally tax-free. Holders participating in the Program will be taxed on their reinvested distributions in the manner described in Taxes even though distributions are automatically reinvested in the Program. For more complete information about the Program, including charges and expenses, return the enclosed form for a prospectus. Read it carefully before you decide to participate. Notice of election to participate must be received by the Trustee in writing at least ten days before the Record Day for the first distribution to which the notice is to apply.

#### PORTFOLIO SUPERVISION

The Fund is a unit investment trust which follows a buy and hold investment strategy and is not actively managed. 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 Portfolio of the Fund, however, will not be actively managed and therefore the adverse financial condition of an issuer will not necessarily require the sale of its securities from the Portfolio. However, Defined Asset Funds investment professionals are dedicated exclusively to selecting and then monitoring securities held by the various Defined Funds. On an ongoing basis, experienced financial analysts regularly review the Portfolios and may direct the disposition of Securities under any of the following circumstances: (i) a default in payment of amounts due on any Security, (ii) institution of certain legal proceedings, (iii) existence of any other legal questions or impediments affecting a Security or the payment of amounts due on the Security, (iv) default under certain documents adversely affecting debt service or default in payment of amounts due on other securities of the same issuer or guarantor, (v) decline in projected income pledged for debt service on revenue bond issues, (vi) decline in price of the Security or the occurrence of other market or credit factors, including advance refunding (i.e., the issuance of refunding bonds and the deposit of the proceeds thereof in trust or escrow to retire the refunded Securities on their respective redemption dates), that in the opinion of the Sponsors would make the retention of the Security detrimental to the interests of the Holders, (vii) if a Security is not consistent with the investment objective of the Fund or (viii) if the Trustee has a right to sell or redeem a Security pursuant to any applicable guarantee or other credit support. If a default in the payment of amounts due on any Security occurs and the Agent for the Sponsors fails to give instructions to sell or hold the Security, the Indenture provides that the Trustee, within 30 days of that failure shall sell the Security (Section 3.08).

The Sponsors are required to instruct the Trustee to reject any offer made by an issuer of any of the Debt Obligations to issue new Debt Obligations in exchange or substitution for any Debt Obligations pursuant to a refunding or refinancing plan, except that the Sponsors may instruct the Trustee to accept or reject any offer or to take any other action with respect thereto as the Sponsors may deem proper if (a) the issuer is in default with respect to these Debt Obligations or (b) in the written opinion of the Sponsors the issuer will probably default with respect to these Debt Obligations in the reasonably foreseeable future. Any Debt Obligations so received in exchange or substitution will be held by the Trustee subject to the terms and conditions of the Indenture to the same extent as Debt Obligations originally deposited thereunder (Section 3.11). Within five days after the deposit of Debt Obligations in exchange or substitution for existing Debt Obligations, the Trustee is required to give

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notice thereof to each Holder, identifying the Debt Obligations removed from the Portfolio and the Debt Obligations substituted therefor (Section 3.07).

The Sponsors are also authorized to direct the Trustee to deposit replacement securities ('Replacement Securities') into the Portfolio to replace any Failed Debt Obligations or, in connection with the deposit of Additional Securities, when Securities of an issue originally deposited are unavailable at the time of subsequent deposit as described more fully below. Replacement Securities that are replacing Failed Debt Obligations will be deposited into the Fund within 110 days of the date of deposit of the contracts that have failed. They must (i) be tax-exempt bonds issued by states or their political subdivisions or certain United States territories or possessions, (ii) have fixed maturities or disposition dates substantially the same as those of the Failed Debt Obligations, (iii) be purchased at a price that does not exceed the amount of funds reserved for the purchase of Failed Debt Obligations and that results in a yield to maturity and in a current return, in each case as of the Date of Deposit, which are equivalent (taking into consideration then current market conditions and the relative creditworthiness of the underlying obligation) to the yield to maturity and current return of the Failed Debt Obligations, (iv) be rated in the category A or better by either Standard & Poor's, Moody's or Duff & Phelps, or be backed by guarantees, insurance, letters of credit or similar third-party obligations provided by banks, insurance companies or other corporate obligors whose outstanding debt obligations are

rated A or better by Standard & Poor's, Moody's or Duff & Phelps, or have, in the opinion of Defined Asset Funds research analysts, comparable credit characteristics, (v) not be Restricted Securities and (vi) not be when, as and if issued obligations. The Indenture also requires that the purchase of the Replacement Securities will not result in more than 40% of the aggregate face amount of the Portfolio consisting of Restricted Securities. The Replacement Securities shall be selected by the Sponsors from a list of Securities maintained by them and updated from time to time. The Securities on the current list are set forth under the Investment Summary. Whenever a Replacement Security has been acquired for the Fund, the Trustee shall, on the next monthly distribution date that is more than 30 days thereafter, make a pro rata distribution of the amount, if any, by which the cost to the Fund of the Failed Debt Obligation exceeded the cost of the Replacement Security plus accrued interest. If Replacement Securities are not acquired, the Sponsors will, on or before the next following Distribution Day, cause to be refunded to Holders the attributable sales charge, plus the attributable Cost of Securities to Fund listed under Portfolio, plus interest attributable to the Failed Debt Obligation. The portion of interest paid to a Holder which accrued after the expected date of settlement for purchase of his Units will be paid by the Sponsors and accordingly will not be treated as tax-exempt income.

The Indenture also authorizes the Sponsors to increase the size and number of Units of the Fund 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 face amounts 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 original proportionate relationship among the face amounts of Securities comprising the Portfolio at the end of the initial 90-day period.

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 of the Fund during the 90-day period following the Initial Date of Deposit, the Sponsors may specify minimum face amounts 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 any of the Sponsors, the Sponsors may (1) deposit cash or 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 or (3) deposit (or instruct the trustee to purchase) a Replacement Security which will meet the conditions described above except that it must have a rating at least equal to that of the Security it replaces (or, in the opinion of the Sponsors, have comparable credit characteristics, if not rated). Any funds held to acquire Additional or Replacement Securities which have not been used to purchase Securities at the end of the 90-day period beginning with the Initial Date of

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Deposit, shall be used to purchase Securities as described above or shall be distributed to Holders together with the attributable sales charge.

#### REPORTS TO HOLDERS

With each distribution, the Trustee will furnish Holders with a statement of the amounts of interest and the amounts of other receipts, if any, which are being distributed, expressed in each case as a dollar amount per Unit. After the end of each calendar year during which a Monthly Income Distribution was made to Holders (normally within 20 to 60 days), the Trustee will furnish to each person who at any time during the calendar year was a Holder of record a statement (i) summarizing transactions for that year in the Income and Capital Accounts, (ii) listing the Securities held and the number of Units outstanding at the end of that calendar year, (iii) stating the Redemption Price per Unit based upon the computation thereof made at the end of that calendar year and (iv) specifying the amounts distributed during that calendar year from the Income and Capital Accounts (Section 3.07). The accounts of the Fund shall be audited at least annually by independent certified public accountants designated by the Sponsors and the report of the accountants shall be furnished by the Trustee to Holders upon request (Section 8.01 [(h)]).

In order to enable them to comply with Federal and state tax reporting requirements, Holders will be furnished upon request to the Trustee with evaluations of Securities furnished to it by the Evaluator (Section 4.02).

#### CERTIFICATES



Certain of the Sponsors may collect additional charges for registering and shipping certificates to purchasers. These Certificates are transferable or interchangeable upon presentation at the office of the Trustee, with a payment of \$2.00 if required by the Trustee (or other amounts specified by the Trustee and approved by the Sponsors) for each new Certificate and any sums payable for taxes or other governmental charges imposed upon this transaction (Section 6.01) and compliance with the formalities necessary to redeem Certificates (see Redemption). Mutilated, destroyed, stolen or lost Certificates will be replaced upon delivery of satisfactory indemnity and payment of expenses incurred (Section 6.02).

#### AMENDMENT AND TERMINATION

The Sponsors and Trustee may amend the Indenture, 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 Indenture 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 the Fund 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).

The Fund will terminate and be liquidated upon the maturity, sale, redemption or other disposition of the last Security held thereunder, but in no event is it to continue beyond the mandatory termination date set forth under the Investment Summary. The Indenture may be terminated by the Sponsors if the value of the Fund is less than the minimum value set forth under the Investment Summary. A Fund may be terminated at any time by written instruments executed by the Sponsors and consented to by Holders of 51% of the then outstanding 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, specifying the times at which the Holders may surrender their Certificates for cancellation. Within a reasonable period of time after the termination, the Trustee must sell all of the Securities then held and distribute to each Holder, upon surrender for cancellation of his Certificates and 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.

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#### RESIGNATION, REMOVAL AND LIMITATIONS ON LIABILITY

##### TRUSTEE

The Trustee or any successor may resign upon notice to the Sponsors. The 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 reason 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 Indenture. This provision, however, shall not protect the Trustee in cases of wilful misfeasance, bad faith, 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).

##### EVALUATOR

The Evaluator may resign or may be removed, effective upon the acceptance of appointment by its successor, by the Sponsors, who are to use their best efforts to appoint a successor promptly. If upon resignation of the Evaluator no successor has accepted appointment within thirty days after notification, the Evaluator may apply to a court of competent jurisdiction for the appointment of a successor (Section 4.05). Determinations by the Evaluator under the Indenture



shall be made in good faith upon the basis of the best information available to it; provided, however, that the Evaluator shall be under no liability to the Trustee, the Sponsors or the Holders for errors in judgment. This provision, however, shall not protect the Evaluator in cases of wilful misfeasance, bad faith, gross negligence or reckless disregard of its obligations and duties (Section 4.04). The Trustee, the Sponsors and the Holders may rely on any evaluation furnished by the Evaluator and shall have no responsibility for the accuracy thereof.

#### SPONSORS

Any Sponsor may resign if one 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 Sponsors 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 Sponsors has been appointed by the other Sponsors 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 Sponsors shall act as Sponsors (Section 7.02([a])). 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 willful 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).

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#### MISCELLANEOUS

##### TRUSTEE

The Trustee of the Fund is named on the back cover of this Prospectus and is either The Bank of New York, a New York banking corporation with its Unit Investment Trust Department at 101 Barclay Street, New York, New York 10286 (which is subject to supervision by the New York Superintendent of Banks, the Federal Deposit Insurance Corporation and the Board of Governors of the Federal Reserve System); Bankers Trust Company, a New York banking corporation with its corporate trust office at Four Albany Street, 7th Floor, New York, New York 10015 (which is subject to supervision by the New York Superintendent of Banks, the Federal Deposit Insurance Corporation and the Board of Governors of the Federal Reserve System); The Chase Manhattan Bank, N.A., a national banking association with its corporate trust office at 1 Chase Manhattan Plaza--3B, New York, New York 10081 (which is subject to supervision by the Comptroller of the Currency, the Federal Deposit Insurance Corporation and the Board of Governors of the Federal Reserve System); or (acting as Co-Trustees) Investors Bank & Trust Company, a Massachusetts trust company with its unit investment trust servicing group at One Lincoln Plaza, Boston, Massachusetts 02111 (which is subject to supervision by the Massachusetts Commissioner of Banks, The Federal Deposit Insurance Corporation and the Board of Governors of the Federal Reserve System) and The First National Bank of Chicago, a national banking association with its corporate trust office at One First National Plaza, Suite 0126, Chicago, Illinois 60670-0126 (which is subject to supervision by the Comptroller of the Currency, the Federal Deposit Insurance Corporation and the Board of Governors of the Federal Reserve System).

##### 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. Emmet, Marvin & Martin, 48 Wall Street, New York, New York 10005, act as counsel for The Bank of New York, as Trustee. Bingham, Dana & Gould, 150 Federal Street, Boston, Massachusetts 02110, act as counsel for The First National Bank of Chicago and Investors Bank & Trust Company, as Co-Trustees. Hawkins Delafield & Wood, 67 Wall Street, New York, New York 10005, act as counsel for Bankers Trust Company, as Trustee.

##### AUDITORS

The Statement of Condition, including the Portfolio of the Fund, included herein has been audited by Deloitte & Touche, independent accountants, as stated in their opinion appearing herein and has 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 Shearson Inc., an investment banking and securities broker-dealer firm, is an indirect wholly-owned subsidiary of Primerica Corporation ('Primerica'). In July 1993, Primerica and Smith Barney, Harris Upham & Co. Incorporated ('Smith Barney') acquired the assets of the domestic retail brokerage and asset management businesses of Shearson Lehman Brothers Inc. ('Shearson') previously a co-sponsor of various Defined Asset Funds. Prudential Securities Incorporated, a wholly-owned subsidiary of Prudential Securities Group Inc. and an indirect 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. PaineWebber Incorporated is engaged in the investment advisory business and is a wholly owned subsidiary of PaineWebber Group Inc. 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.

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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 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 and Primerica, as described above, Smith Barney Shearson Inc. now serves as co-Sponsor of various Defined Asset Funds. 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. PaineWebber Incorporated and its predecessor have co-Sponsored certain Defined Asset Funds since 1983.

The Sponsors have maintained secondary markets in 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, capital or time 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 your objectives.

The following chart shows the average annual compounded rate of return of selected asset classes over the 10-year and 20-year periods ending December 31, 1992, 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 Defined Funds. Defined Funds also have sales charges and expenses which are not reflected in the chart.

Stocks (S&P 500)		
20 yr	11.33%	
10 yr		16.19%

Small-company stocks

20 yr									15.54%
10 yr			11.55%						
Long-term corporate bonds									
20 yr			9.54%						
10 yr									13.14%
U.S. Treasury bills (short-term)									
20 yr			7.70%						
10 yr			6.95%						
Consumer Price Index									
20 yr			6.21%						
10 yr	3.81%								
0	2	4	6	8	10	12			

Source: Ibbotson Associates

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

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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.

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 reduces risk, but does not eliminate it. While the portfolio of managed funds, such as mutual funds, continually changes, defined bond funds offer a defined portfolio and a schedule of income distributions defined in the prospectus. Investors know, generally, when they buy, the issuers, maturities, call dates and ratings of the securities in the portfolio. 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 the limited other circumstances. Investors buy bonds for dependability--they know what they can expect to earn and that principal is distributed as the bonds mature. 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 the fund's expenses.

Defined Asset Funds offers a variety of fund types. The tax exemption for municipal bonds, which makes them attractive to high-bracket taxpayers, is available through Defined Municipal Investment Trust Funds. Defined Municipal Investment Trust Funds have provided investors with tax-free income for more than 30 years. Municipal Defined Funds offer a simple and convenient way for investors to earn monthly income free from regular Federal income tax. 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 U.S. 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.

DESCRIPTION OF RATINGS (AS DESCRIBED BY THE RATING COMPANIES THEMSELVES)

STANDARD & POOR'S CORPORATION

AAA--Debt rated AAA has the highest rating assigned by Standard & Poor's. Capacity to pay interest and repay principal is extremely strong.

AA--Debt rated AA has a very strong capacity to pay interest and repay principal and differs from the highest rated issues only in small degree.

A--Debt rated A has a strong capacity to pay interest and repay principal

although it is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than debt in higher rated categories.

BBB--Debt rated BBB is regarded as having an adequate capacity to pay interest and repay principal. Whereas it normally exhibits adequate protection parameters, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity to pay interest and repay principal for debt in this category than in higher rated categories.

BB, B, CCC, CC--Debt rated BB, B, CCC and CC is regarded, on balance, as predominately speculative with respect to capacity to pay interest and repay principal in accordance with the terms of the obligation. BB indicates the lowest degree of speculation and CC the highest degree of speculation. While such debt will likely have some quality and protective characteristics, these are outweighed by large uncertainties or major risk exposures to adverse conditions.

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The ratings may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

A provisional rating, indicated by 'p' following a rating, assumes the successful completion of the project being financed by the issuance of the bonds being rated and indicates that payment of debt service requirements is largely or entirely dependent upon the successful and timely completion of the project. This rating, however, while addressing credit quality subsequent to completion of the project, makes no comment on the likelihood of, or the risk of default upon failure of, such completion.

#### MOODY'S INVESTORS SERVICE

Aaa--Bonds which are rated Aaa are judged to be the best quality. They carry the smallest degree of investment risk and are generally referred to as 'gilt edge'. Interest payments are protected by a large or by an exceptionally stable margin and principal is secure. While the various protective elements are likely to change, such changes as can be visualized are most unlikely to impair the fundamentally strong position of such issues.

Aa--Bonds which are rated Aa are judged to be of high quality by all standards. Together with the Aaa group they comprise what are generally known as high grade bonds. They are rated lower than the best bonds because margins of protection may not be as large as in Aaa securities or fluctuation of protective elements may be of greater amplitude or there may be other elements present which make the long-term risks appear somewhat larger than in Aaa securities.

A--Bonds which are rated A possess many favorable investment attributes and are to be considered as upper medium grade obligations. Factors giving security to principal and interest are considered adequate, but elements may be present which suggest a susceptibility to impairment sometime in the future. A-rated bonds may be influenced to some degree by economic performance during a sustained period of depressed business conditions but during periods of normalcy A-rated bonds frequently move in parallel with Aaa and Aa obligations, with the occasional exception of oversupply in a few specific instances.

Baa--Bonds which are rated Baa are considered as medium grade obligations, i.e., they are neither highly protected nor poorly secured. Interest payments and principal security appear adequate for the present but certain protective elements may be lacking or may be characteristically unreliable over any great length of time. Such bonds lack outstanding investment characteristics and in fact have speculative characteristics as well.

Ba--Bonds which are rated Ba are judged to have speculative elements; their future cannot be considered as well assured. Often the protection of interest and principal payments may be very moderate, and thereby not well safeguarded during both good and bad times over the future. Uncertainty of position characterizes bonds in this class.

B--Bonds which are rated B generally lack characteristics of the desirable investment. Assurance of interest and principal payments or of maintenance of other terms of the contract over any long period of time may be small.

Rating symbols may include numerical modifiers 1, 2 or 3. The numerical modifier 1 indicates that the security ranks at the high end, 2 in the mid-range, and 3 nearer the low end, of the generic category. These modifiers of rating symbols are to give investors a more precise indication of relative debt quality in each of the historically defined categories.

Conditional ratings, indicated by 'Con.', are sometimes given when the security for the bond depends upon the completion of some act or the fulfillment of some condition. Such bonds are given a conditional rating that denotes their probable credit stature upon completion of that act or fulfillment of that condition.

DUFF & PHELPS CREDIT RATING CO.

AAA--Highest credit quality. The risk factors are negligible, being only slightly more than for risk-free U.S. Treasury debt.

Def ined  
Asset FundsSM

SPONSORS:	MUNICIPAL INVESTMENT
Merrill Lynch,	TRUST FUND
Pierce, Fenner & Smith Incorporated	Intermediate Term Series--223
Unit Investment Trusts	(Short Intermediate Maturities)
P.O. Box 9051	A Unit Investment Trust
Princeton, N.J. 08543-9051	PROSPECTUS
(609) 282-8500	This Prospectus does not contain all of the
Smith Barney Shearson Inc.	information with respect to the investment
Unit Trust Department	company set forth in its registration
Two World Trade Center	statement and exhibits relating thereto which
101st Floor	have been filed with the Securities and
New York, N.Y. 10048	Exchange Commission, Washington, D.C. under
1-800-298-UNIT	the Securities Act of 1933 and the Investment
PaineWebber Incorporated	Company Act of 1940, and to which reference
1200 Harbor Blvd.	is hereby made.
Weehawken, N.J. 07087	No person is authorized to give any
(201) 902-3000	information or to make any representations
Prudential Securities Incorporated	with respect to this investment company not
One Seaport Plaza	contained in this Prospectus; and any
199 Water Street	information or representation not contained
New York, N.Y. 10292	herein must not be relied upon as having been
(212) 776-1000	authorized. This Prospectus does not
Dean Witter Reynolds Inc.	constitute an offer to sell, or a
Two World Trade Center	solicitation of an offer to buy, securities
69th Floor	in any state to any person to whom it is not
New York, N.Y. 10048	lawful to make such offer in such state.
(212) 392-2222	
EVALUATOR:	
Kenny S&P Evaluation Services	
65 Broadway	
New York, N.Y. 10006	
INDEPENDENT ACCOUNTANTS:	
Deloitte & Touche	
1633 Broadway	
3rd Floor	
New York, N.Y. 10019	
TRUSTEE:	
Bankers Trust Company	
Unit Investment Trust	
Four Albany Street	
7th Floor	
New York, N.Y. 10015	
1-800-735-7777	

14683--1/94

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  
NUMBER  
-----

- 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
Smith Barney Shearson Inc.....	33-29106
PaineWebber Incorporated.....	2-87965
Prudential Securities Incorporated.....	2-61418
Dean Witter Reynolds Inc.....	2-60599
- 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
Smith Barney Shearson Inc.....	8-8177
PaineWebber Incorporated.....	8-16267
Prudential Securities Incorporated.....	8-12321
Dean Witter Reynolds Inc.....	8-14172

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
Smith Barney Shearson Inc.....	33-20499
PaineWebber Incorporated.....	2-87965, 2-87965
Prudential Securities Incorporated.....	2-86941, 2-86941
Dean Witter Reynolds Inc.....	2-60599, 2-86941

B. The Internal Revenue Service Employer Identification

Numbers of the Sponsors and Trustee are as follows:

Merrill Lynch, Pierce, Fenner & Smith Incorporated.....	13-5674085
Smith Barney Shearson Inc. ....	13-1912900
PaineWebber Incorporated.....	13-2638166
Prudential Securities Incorporated .....	13-6134767
Dean Witter Reynolds Inc.....	94-1671384
Bankers Trust Company, Trustee.....	13-4941297

UNDERTAKING

The Sponsors undertake that they will not instruct the Trustee to accept from (i) Asset Guaranty Reinsurance Company, Municipal Bond Investors Assurance Corporation 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.

II-1

SERIES OF MUNICIPAL INVESTMENT TRUST FUND  
DESIGNATED PURSUANT TO RULE 487 UNDER THE SECURITIES ACT OF 1933

SERIES NUMBER	SEC FILE NUMBER
-----	-----
Thirty-Eighth Intermediate Term Series.....	2-84267
Thirty-Eighth Insured Series.....	2-96953
Four Hundred Thirty-Eighth Monthly Payment Series.....	33-16561
Multistate Series 6E.....	33-29412
One Hundred Thirty-Eighth Intermediate Term Series.....	33-30946
One Hundred Fortieth Intermediate Term Series.....	33-31142
Multistate Series--48.....	33-50247

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 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, 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, 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).
  - 5.21 --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).
  - 5.22 --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).
  - 5.23 --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).

R-1

MUNICIPAL INVESTMENT TRUST FUND  
INTERMEDIATE TERM SERIES--223  
DEFINED ASSET FUNDS

SIGNATURES

The registrant hereby identifies the series numbers of Municipal Investment Trust Fund listed on page R-1 for the purposes of the representations required by Rule 487 and represents the following:

- 1) That the portfolio securities deposited in the series as to which this registration statement is being filed do not differ materially in type or quality from those deposited in such previous series;
- 2) That, except to the extent necessary to identify the specific portfolio securities deposited in, and to provide essential information for, the series with respect to which this registration statement is being filed, this registration statement does not contain disclosures that differ in any material respect from those contained in the registration statements for such previous series as to which the effective date was determined by the Commission or the staff; and
- 3) That it has complied with Rule 460 under the Securities Act of 1933.

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 19TH DAY OF JANUARY, 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 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 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.

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 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.

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. FREIDBERG  
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  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
and Attorney-in-fact for the persons listed above)

R-3

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  
Number: 33-49753

RONALD A. ARTINIAN  
STEVEN D. BLACK  
JAMES DIMON  
ROBERT DRUSKIN  
TONI ELLIOTT  
LEWIS GLUCKSMAN  
THOMAS GUBA  
JOHN B. HOFFMAN  
A. RICHARD JANIAK, JR.  
ROBERT Q. JONES  
JEFFREY LANE  
JACK H. LEHMAN III  
JOEL N. LEVY  
HOWARD D. MARSH  
WILLIAM J. MILLS II  
JOHN C. MORRIS  
A. GEORGE SAKS  
BRUCE D. SARGENT  
MELVIN B. TAUB

JACQUES S. THERIOT  
STEPHEN J. TREADWAY  
PAUL UNDERWOOD

By

GINA LEMON  
(As authorized signatory for  
Smith Barney Shearson Inc. and  
Attorney-in-fact for the persons listed above)

R-4

PAINEWEBBER 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  
JAMES C. TREADWAY

By

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

R-5

PRUDENTIAL SECURITIES INCORPORATED  
DEPOSITOR

By the following persons, who constitute a majority 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

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-6

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-7

CONSENT OF INDEPENDENT ACCOUNTANTS

The Sponsors and Trustee of  
Municipal Investment Trust Fund,  
Intermediate Term Series--223, Defined Asset Funds

We hereby consent to the use in this Registration Statement No. 33-51425 of our opinion dated January 19, 1994, relating to the Statement of Condition of Municipal Investment Trust Fund, Intermediate Term Series--223, Defined Asset Funds and to the reference to us under the heading 'Auditors' in the Prospectus which is a part of this Registration Statement.

DELOITTE & TOUCHE  
New York, N.Y.  
January 19, 1994

R-8

DAVIS POLK & WARDWELL  
450 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10017  
(212) 450-4000

JANUARY 19, 1994

MUNICIPAL INVESTMENT TRUST FUND,  
INTERMEDIATE TERM SERIES--223  
DEFINED ASSET FUNDS

MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED  
SMITH BARNEY SHEARSON INC.  
PRUDENTIAL SECURITIES INCORPORATED  
DEAN WITTER REYNOLDS INC.  
PAINWEBBER INCORPORATED  
C/O MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED  
UNIT INVESTMENT TRUSTS  
P.O. BOX 9051  
PRINCETON, N.J. 08543-9051

Dear Sirs:

We have acted as special counsel for you, as sponsors (the 'Sponsors') of Intermediate Term Series--223 of Municipal Investment Trust Fund, Defined Asset Funds (the 'Fund'), in connection with the issuance of units of fractional undivided interest in the Fund (the 'Units') in accordance with the Trust Indenture relating to the Fund (the 'Indenture').

We have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and instruments as we have deemed necessary or advisable for the purpose of this opinion.

Based upon the foregoing, we are of the opinion that (i) the execution and delivery of the Indenture and the issuance of the Units have been duly authorized by the Sponsor and (ii) the Units, when duly issued and delivered by the Sponsors and the Trustee in accordance with the Indenture, will be legally issued, fully paid and non-assessable.

We hereby consent to the use of this opinion as Exhibit 3.1 to the Registration Statement relating to the Units filed under the Securities Act of 1933 and to the use of our names in such Registration Statement and in the related prospectus under the headings 'Taxes' and 'Miscellaneous--Legal Opinion'.

Very truly yours,



JANUARY 19, 1994

KENNY S&P EVALUATION SERVICES  
A DIVISION OF KENNY INFORMATION SYSTEMS, INC.

MERRILL LYNCH PIERCE FENNER & SMITH  
INCORPORATED  
UNIT INVESTMENT TRUST DIVISION  
P.O. BOX 9051  
PRINCETON, NJ 08543-9051

BANKERS TRUST COMPANY  
FOUR ALBANY STREET--7TH FLOOR  
NEW YORK, NY 10015

RE: MUNICIPAL INVESTMENT TRUST FUND, INTERMEDIATE TERM SERIES--223, DEFINED  
ASSET FUNDS

Gentlemen:

We have examined the Registration Statement File No. 33-51425 for the above captioned trust. We hereby acknowledge that Kenny S&P Evaluation Services, a division of Kenny Information Systems, Inc. is currently acting as the evaluator for the trust. We hereby consent to the use in the Registration Statement of the references to Kenny S&P Evaluation Services, a division of Kenny Information Systems, Inc. as evaluator.

In addition, we hereby confirm that the ratings indicated in the Registration Statement for the respective bonds comprising the trust portfolio are the ratings indicated in our KENNYBASE database as of the date of the Evaluation Report.

You are hereby authorized to file a copy of this letter with the Securities and Exchange Commission.

Sincerely,

F. A. SHINAL  
Senior Vice President  
Chief Financial Officer