

SECURITIES AND EXCHANGE COMMISSION

**FORM S-6EL24/A**

Registration statements of unit investment trusts [amend]

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**FILER**

**KEMPER EQUITY PORT TRUSTS OIL & ENERGY GROWTH PORT SER 6**

CIK: **916334** | State of Incorporation: **IL** | Fiscal Year End: **1231**  
Type: **S-6EL24/A** | Act: **33** | File No.: **033-51627** | Film No.: **94500451**

Business Address  
77 W WACKER DRIVE 5TH  
FLOOR  
CHICAGO IL 60601  
3125746724

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549-1004

AMENDMENT NO. 1 TO THE  
 REGISTRATION STATEMENT  
 ON  
 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:  
 KEMPER EQUITY PORTFOLIO TRUST,  
 SERIES 6
- B. NAME OF DEPOSITOR:  
 KEMPER UNIT INVESTMENT TRUSTS  
 a service of Kemper Securities, Inc.)
- C. COMPLETE ADDRESS OF DEPOSITOR'S PRINCIPAL EXECUTIVE OFFICES:  
 KEMPER UNIT INVESTMENT TRUSTS  
 77 West Wacker Drive, 5th Floor  
 Chicago, Illinois 60601
- D. NAME AND COMPLETE ADDRESS OF AGENT FOR SERVICE:

	Copy to:
C. Perry Moore	MARK J. KNEEDY
Kemper Unit Investment Trusts	c/o Chapman and Cutler
77 Wacker Drive, 5th Floor	111 West Monroe Street
Chicago, Illinois 60601	Chicago, Illinois 60603

CALCULATION OF REGISTRATION FEE

<TABLE>  
 <CAPTION>

Title and amount of securities being registered	Proposed maximum aggregate offering price	Amount of registration fee
<S> Series 6	<C> An indefinite number of Units of Beneficial Interest pursuant to Rule 24f-2 under the Investment Company Act of 1940	<C> Indefinite \$500

</TABLE>

- E. APPROXIMATE DATE OF PROPOSED SALE TO PUBLIC:  
 As soon as practicable after the effective date of the Registration Statement.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.

KEMPER KEMPER EQUITY TRUST  
 SERIES 6

CROSS-REFERENCE SHEET

(FORM N-8B-2 ITEMS REQUIRED BY INSTRUCTIONS AS TO THE PROSPECTUS IN FORM S-6)

<TABLE>  
 <CAPTION>

	FORM N-8B-2 ITEM NUMBER	FORM S-6 HEADING IN PROSPECTUS
<S> <C>	I. ORGANIZATION AND GENERAL INFORMATION	<C>
1. (a)	Name of trust	) Prospectus front cover

(b)	Title of securities issued	)	Essential Information
2.	Name and address of each depositor	)	Administration of the
		)	Trust Fund
3.	Name and address of trustee	)	
4.	Name and address of principal underwriters	)	*
5.	State of organization of trust	)	The Trust Fund
6.	Execution and termination of trust agreement	)	The Trust Fund; Administration
		)	of the Trust Fund
7.	Changes of name	)	The Trust Fund
8.	Fiscal year	)	*1
9.	Litigation	)	*

II. GENERAL DESCRIPTION OF THE TRUST AND SECURITIES OF THE TRUST

10.	(a)	Registered or bearer securities	)	Unitholders
	(b)	Cumulative or distributive securities	)	The Trust Fund
	(c)	Redemption	)	Redemption
	(d)	Conversion, transfer, etc.	)	Unitholders; Market for Units
	(e)	Periodic payment plan	)	*
	(f)	Voting rights	)	Unitholders
			)	Investment Supervision;

</TABLE>

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1\*Inapplicable, answer negative or not required.

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<TABLE>  
<CAPTION>

		FORM N-8B-2		FORM S-6
		ITEM NUMBER		HEADING IN PROSPECTUS
<S>	<C>			<C>
	(g)	Notice of certificateholders	)	Administration of the Trust
			)	Fund;
	(h)	Consents required	)	Unitholders
	(i)	Other provisions	)	Unitholders; Administration for
			)	the Trust Fund
11.		Type of securities comprising units	)	federal Tax Status
12.		Certain information regarding periodic payment certificates	)	The Trust Funds; Portfolios
			)	*
			)	Essential Information; Public
13.	(a)	Load, fees, expenses, etc.	)	Offering of Units; ?Expenses
			)	of the Trust
	(b)	Certain information regarding periodic payment certificates	)	*
	(c)	Certain percentages	)	Essential Information; Public
			)	Offering of Units
	(d)	Certain other fees, etc. payable by holders	)	Unitholders
	(e)	Certain profits receivable by depositor, principal, underwriters, writers, trustee or affiliated persons	)	Expenses of the Trust;
			)	Public Offering of Units
	(f)	Ratio of annual charges to income	)	*
			)	The Trust Fund;
14.		Issuance of trust's securities	)	Unitholders
15.		Receipt and handling of payments from purchasers	)	*
16.		Acquisition and disposition of underlying securities	)	The Trust Fund; Portfolio;
			)	Investment Supervision
			)	Market for Units;
17.		Withdrawal or redemption	)	Redemption; Public Offering
			)	of Units
	(a)	Receipt, custody and disposition of income	)	Unitholders
	(b)	Reinvestment of distributions	)	Unitholders
	(c)	Reserves or special funds	)	Expenses of the Trust
	(d)	Schedule of distributions	)	* 2
			)	Unitholders;
19.		Records, accounts and reports	)	Redemption; Administration
			)	of the Trust Fund

</TABLE>

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2\*Inapplicable, answer negative or not required.

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<TABLE>  
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		FORM N-8B-2		FORM S-6
		ITEM NUMBER		HEADING IN PROSPECTUS
<S>	<C>			<C>
20.		Certain miscellaneous provisions of trust agreement	)	
	(a)	Amendment	)	Administration of the Trust Fund

	(b) Termination	)	
	(c) and (d) Trustee, removal and successor	)	Administration of the Trust Fund
	(e) and (f) Depositor, removal and successor	)	Administration of the Trust Fund
21.	Loans to security holders	)	*
22.	Limitations on liability	)	Administration of the Trust Fund
23.	Bonding arrangements	)	*
24.	Other material provisions of trust agreement	)	*

III. ORGANIZATION, PERSONNEL AND  
AFFILIATED PERSONS OF DEPOSITOR

25.	Organization of depositor	)	Administration of the Trust Fund
26.	Fees received by depositor	)	See Items 13(a) and 13(e)
27.	Business of depositor	)	Administration of the Trust Fund
28.	Certain information as to officials and affiliated persons of depositor	)	Administration of the Trust Fund
29.	Voting securities of depositor	)	
30.	Persons controlling depositor	)	Administration of the Trust Fund
31.	Payment by depositor for certain services rendered to trust	)	
32.	Payment by depositor for certain other services rendered to trust	)	*3
33.	Remuneration of employees of depositor for certain services rendered to trust	)	
34.	Remuneration of other persons for certain services rendered to trust	)	

IV. DISTRIBUTION AND REDEMPTION

35.	Distribution of Trust's securities by states	)	Public Offering of Units
36.	Suspension of sales of trust's securities	)	
37.	Revocation of authority to distribute	)	*
38.	(a) Method of Distribution	)	Public Offering of Units;
	(b) Underwriting Agreements	)	Market for Units;
	(c) Selling Agreements	)	Public Offering of Units

</TABLE>

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3\*Inapplicable, answer negative or not required.

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<TABLE>  
<CAPTION>

FORM N-8B-2 ITEM NUMBER	FORM S-6 HEADING IN PROSPECTUS
<S> <C>	<C>
39. (a) Organization of principal underwriters	) Administration of the Trust Fund
(b) N.A.S.D. membership of principal underwriters	)
40. Certain fees received by principal underwriters	) See Items 13(a) and 13(e)
41. (a) Business of principal underwriters	) Administration of the Trust Fund
(b) Branch offices of principal underwriters	)
(c) Salesmen of principal underwriters	) *
42. Ownership of trust's securities by certain persons	)
43. Certain brokerage commissions received by principal underwriters	) Public Offering of Units
44. (a) Method of valuation	) Public Offering of Units
(b) Schedule as to offering price	) *
(c) Variation in offering price to certain persons	) Public Offering of Units
45. Suspension of redemption rights	) Redemption
	) Redemption; Market for
46. (a) Redemption valuation	) Units; Public Offering of Units
(b) Schedule as to redemption price	) *4
	) Market for Units;
47. Maintenance of position in underlying )Redemption	) Public Offering of Units;

V. INFORMATION CONCERNING THE TRUSTEE OR CUSTODIAN

48.	Organization and regulation of trustee	)	Administration of the Trust Fund
49.	Fees and expenses of trustee	)	Expenses of the Trust
50.	Trustee's lien	)	

VI. INFORMATION CONCERNING INSURANCE OF HOLDERS OF SECURITIES

51.	Insurance of holders of trust's securities	)	Cover Page; Expenses of the Trust
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VII. POLICY OF REGISTRANT

52.	(a) Provisions of trust agreement with respect to selection or elimination of underlying securities	)	The Trust Fund; Investment Supervision
	(b) Transactions involving elimination of underlying securities	)	*

</TABLE>

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4\*Inapplicable, answer negative or not required.

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<TABLE>  
<CAPTION>

FORM N-8B-2  
ITEM NUMBER

FORM S-6  
HEADING IN PROSPECTUS

<S>	<C>		<C>
	(c)	Policy regarding substitution or elimination of underlying securities	) Investment Supervision
	(d)	Fundamental policy not otherwise covered	) *
53.		Tax status of Trust	) Essential Information; ) Portfolio ) Federal Tax Status

VIII. FINANCIAL AND STATISTICAL INFORMATION

54.		Trust's securities during last ten years	)
55.)			)
56.)		Certain information regarding periodic	)
57.)		payment certificates	) *5
58.)			)
59.		Financial statements (Instruction 1(c) to Form S-6)	) *

</TABLE>

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5\*Inapplicable, answer negative or not required.

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Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

PRELIMINARY PROSPECTUS DATED JANUARY 5, 1994  
SUBJECT TO COMPLETION

KEMPER EQUITY PORTFOLIO TRUSTS

SERIES 6 (OIL AND ENERGY GROWTH SERIES)

Kemper Equity Portfolio Trusts, Series 6 (Oil and Energy Growth Series) (the "Trust") was formed with the investment objective of obtaining maximum capital appreciation through investment in a fixed portfolio of equity securities of companies diversified within the oil and energy industry. The Securities selected are considered by the Sponsor to have the potential to achieve the Trust's objective over the approximate four year term of the Trust. See "The Trust Portfolio." There is no assurance that the Trust will achieve its objective.

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SPONSOR: KEMPER UNIT INVESTMENT TRUSTS, a  
service of Kemper Securities, Inc.  
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THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The investor is advised to read and retain this Prospectus for future reference.

SUMMARY

THE TRUST FUND. Kemper Equity Portfolio Trusts, Series 6 (Oil and Energy Growth Series) (the "Trust Fund" or "Trust") is a unit investment trust registered under the Investment Company Act of 1940.

The Trust Fund initially consists of securities and delivery statements (i.e., contracts) to purchase common stocks issued by companies which the Sponsor believes have the potential to achieve the objective of the Trust (the "Securities"). For the criteria used by the Sponsor in selecting the Securities, see "The Trust Portfolio--Securities Selection." The value of all portfolio Securities and, therefore, the value of the Units may be expected to fluctuate in value depending on the full range of economic and market influences affecting corporate profitability, the financial condition of issuers and the prices of equity securities in general and the Securities in particular. Maximum capital appreciation is, of course, dependent upon several factors including, among other factors, the financial condition of the issuers of the Securities (see "The Trust Portfolio").

Series 6 was formed with the investment objective of obtaining maximum capital appreciation through investment in a fixed portfolio of equity securities of companies diversified within the oil and energy industry over the approximate four year term of the Trust.

Additional Units of the Trust may be issued at any time by depositing in the Trust additional Securities or contracts to purchase additional Securities together with irrevocable letters of credit or cash. As additional Units are issued by the Trust as a result of the deposit of additional Securities by the Sponsor, the aggregate value of the Securities in the Trust will be increased and the fractional undivided interest in the Trust represented by each Unit will be decreased. The Sponsor may continue to make additional deposits of Securities into the Trust for a period of up to one year following the Initial Date of Deposit, provided that such additional deposits will be in amounts which will maintain, for the first 90 days, as closely as possible the same original percentage relationship among the number of shares of each Security in the Trust established by the initial deposit of Securities and, thereafter, the same percentage relationship that existed on such 90th day. Thus, although additional Units will be issued, each Unit will continue to represent approximately the same number of shares of each Security, and the percentage relationship among the shares of each Security in the Trust will remain the same. The required percentage relationship among the Securities in the Trust will be adjusted to reflect the occurrence of a stock dividend, a stock split or a similar event which affects the capital structure of the issuer of a Security in the Trust but which does not affect the Trust's percentage ownership of the common stock equity of such issuer at the time of such event.

Each Unit of the Trust initially offered represents that undivided interest in the Trust indicated under "Essential Information." To the extent that any Units are redeemed by the Trustee or additional Units are issued as a result of additional Securities being deposited by the Sponsor, the fractional undivided interest in the Trust represented by each unredeemed Unit will increase or decrease accordingly, although the actual interest in the Trust represented by such fraction will remain unchanged. Units will remain outstanding until redeemed upon tender to the Trustee by Unitholders, which may include the Sponsor or the Underwriters, or until the termination of the Trust Agreement.

PUBLIC OFFERING PRICE. The Public Offering Price per Unit of the Trust Fund during the initial offering period is based on the aggregate underlying offer value (see "Public Offering of Units--Public Offering Price") of the Securities in the Trust Fund plus or minus a pro rata share of cash, if any, in the Capital Account held or owed by the Trust Fund, plus a sales charge of 4.0% (equivalent to 4.167% of the net amount invested). After the initial public offering period, the secondary market Public

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Offering Price will be equal to the aggregate underlying bid value of the Securities in the Trust Fund, plus or minus a pro rata share of cash, if any, in the Capital Account held or owned by the Trust Fund, plus a sales charge of 4.0% of the Public Offering Price (equivalent to 4.167% of the net amount invested). The sales charge is reduced on a graduated scale for sales involving at least 10,000 Units of the Trust or \$100,000 and will be applied on whichever basis is more favorable to the investor.

DISTRIBUTIONS OF INCOME AND CAPITAL. Distributions of dividends received by the Trust and any funds in the Capital Account will be made quarterly. See "Unitholders--Distributions to Unitholders."

REINVESTMENT. Each Unitholder of the Trust Fund may elect to have distributions



	related Mandatory Termination Date
Evaluator's Annual Evaluation Fee.....	Maximum of \$0.0045 per Unit
Trustee's Annual Fee.....	\$0.008 per Unit
Record and Computation Dates.....	FIRST day of January, April, July and October
Distribution Dates.....	FIFTEENTH day of January, April, July and October
* The business day prior to the Initial Date of Deposit	

</TABLE>

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- (1) Each Security listed on a national securities exchange is valued at the last offer price, or if the Security is not listed on a national securities exchange, at the last offer price on the over-the-counter market.
- (2) On the Initial Date of Deposit there will be no accumulated dividends in the Income Account. Anyone ordering Units after such date will pay his pro rata share of any accumulated dividends in such Income Account.

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THE TRUST FUND

Kemper Equity Portfolio Trusts, Series 6 (Oil and Energy Growth Series) is a unit investment trust created under the laws of the State of Missouri pursuant to a trust indenture dated the Initial Date of Deposit (the "Trust Agreement") between Kemper Unit Investment Trusts, a service of Kemper Securities, Inc. (the "Sponsor") and Investors Fiduciary Trust Company (the "Trustee").\*

The portfolio contains common stocks issued by different companies diversified within the oil and energy industry. As used herein, the term "Securities" means the common stocks initially deposited in the Trust Fund and described in the portfolio and any additional common stocks acquired and held by the Trust Fund pursuant to the provisions of the Trust Agreement.

With the deposit of the Securities in the Trust Fund on the Initial Date of Deposit, the Sponsor has established a proportionate relationship among the number of shares of each stock deposited in the portfolio. For a period of up to one year following the Initial Date of Deposit, the Sponsor may deposit additional Securities or contracts to purchase additional Securities along with cash (or a bank letter of credit in lieu of cash) to pay for such contracted Securities, maintaining, for the first 90 days, as closely as possible the same original proportionate relationship among the number of shares of each stock in the portfolio and, thereafter, the same percentage relationship that existed on such 90th day. Thus, although additional Units will be issued, each Unit will continue to represent approximately the same number of shares of each Security, and the percentage relationship among the shares of each Security in the Trust Fund will remain approximately the same. The required percentage relationship among the Securities in the Trust Fund will be adjusted to reflect the occurrence of a stock dividend, a stock split or a similar event which affects the capital structure of the issuer of a Security in the Trust Fund but which does not affect the Trust Fund's percentage ownership of the common stock equity of such issuer at the time or such event.

On the Initial Date of Deposit, the Sponsor delivered to the Trustee Securities or contracts for the purchase thereof for deposit in the Trust Fund. For the Securities so deposited, the Trustee delivered to the Sponsor documentation evidencing the ownership of that number of Units of the Trust Fund set forth under "Essential Information."

THE TRUST PORTFOLIO

Securities Selection. At all times the Trust will hold at least 80% of its assets in equity securities. In selecting Securities for the Trust, the following factors, among others, were considered by the Sponsor: (a) the quality of the Securities, (b) the price of the Securities relative to other similar securities, and (c) the potential for capital appreciation.

In selecting the Securities for the Trust, the Sponsor has chosen equity securities that in its view have the potential for capital appreciation. Although there can be no assurance that such Securities will appreciate in value over the life of the Trust, over time stock investments have generally outperformed most other asset classes. However, it should be remembered that common stocks carry greater risks, including the risk that the value of an investment can decrease (see "Certain Investment Considerations" in this section), and past performance is no guarantee of future results.

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\*Reference is made to the Trust Agreement and any statement contained herein is



The following information provides a brief summary for each of the Securities in the Trust. For specific information and the market price of each Security as of the Initial Date of Deposit, see "Portfolio."

SERIES 6 (OIL AND ENERGY GROWTH SERIES)

ANADARKO PETROLEUM CORPORATION, along with its subsidiaries, explores, develops, and produces oil, gas and natural gas liquids. The Company's drilling program has finds in the Anadarko Basin in Oklahoma, the Midcontinent Basin, the Permian Basin of West Texas and New Mexico and the Rocky Mountain regions of Nevada, Wyoming and southern Alberta. Anadarko also drills offshore.

APACHE CORPORATION explores for, develops, produces, processes and markets natural gas and oil on and offshore. The Company holds under lease approximately 1,224,051 gross acreage mostly in the Midcontinent, Gulf Coast and Rocky Mountain regions in the US and about 12,887,946 gross undeveloped acres. Apache also has 2,582 gross gas and 4,194 gross oil wells and some international interests.

BRITISH PETROLEUM COMPANY, PLC. (ADR), through its subsidiaries, explores for, produces, refines and markets oil and natural gas worldwide. The Company also markets chemicals and plastics worldwide. British Petroleum manufactures and sells branded animal food products and seed grain to livestock, aquaculture and vegetable farmers around the world.

BURLINGTON RESOURCES, INC. is a diversified energy and natural resources company. Operations include a natural gas pipeline system extending from the gas producing regions of the Southwest to California as well as the exploration, production and marketing of natural gas. Burlington is also involved in the production of crushed rock products, precious metals and calcium carbonate.

CHEVRON CORPORATION is an international oil company with activities in the US and abroad. The Company is involved in worldwide, integrated petroleum operations which consist of exploring for, developing and producing petroleum liquids and natural gas as well as transporting the products. "CHV" is also active in the mineral and chemical industry.

CROSS TIMBERS OIL COMPANY acquires, explores for and develops oil and natural gas properties, which are located in New Mexico, Texas and Oklahoma. The Company also markets and transports such products.

DEVON ENERGY CORPORATION acquires, explores, operates and develops oil and gas properties. The Company's significant oil and gas interests are located in the Mid-Continent Area, the San Juan Basin in New Mexico, and the Permian Basin located in Western Texas and Southeast New Mexico.

ENRON OIL & GAS COMPANY explores for, develops and produces natural gas and crude oil primarily in major producing basins in the US and, to a lesser extent, in Canada and other international areas. Enron's core areas are Wyoming and Texas. Ninety-one percent of the Company's domestic reserves are natural gas. A majority of the Company is owned by Enron Corporation.

EXXON CORPORATION explores for and produces crude oil and natural gas, and manufactures petroleum products. The Company explores for and mines coal and minerals, and transports/sells crude oil, natural gas and petroleum products. Operations are both domestic and international, including a representative office in Moscow.

KERR-MCGEE CORPORATION produces crude oil and natural gas, manufactures chemicals and mines coal. The Company's petroleum operations are located in the North Sea, Canada and the Gulf of Mexico.

LOUISIANA LAND AND EXPLORATION COMPANY produces oil and natural gas. The Company has interests in Canada, Columbia, the North Sea, onshore in Louisiana and the Rocky Mountain region and offshore in the Gulf of Mexico in the US. Louisiana Land also owns a refinery in Mobile, Alabama.

MITCHELL ENERGY & DEVELOPMENT explores for and produces oil and gas, produces natural gas liquids and operates intrastate pipelines. Production is primarily from areas in north Texas and the Texas Gulf Coast. The Company also has real estate development operations in the Houston, Texas area known as the Woodlands, a planned community development project.

MOBIL CORPORATION is a major integrated, international oil company with interests in petrochemicals and plastics. The Company explores for, produces and markets oil, gas and petroleum products worldwide. Mobil also produces and markets petrochemicals, industrial and consumer plastics and lubricants. Other activities include research and development support for its businesses.

MURPHY OIL CORPORATION is involved in the worldwide exploration for and production of oil and natural gas. Murphy also has interests in offshore drilling, farming, timber and land management. Subsidiaries include Ocean Drilling & Exploration Company, Murphy Eastern Oil Company and Deltic Farm & Timber Company.

NOBLE AFFILIATES, INC. is an independent energy company which, through its subsidiaries, explores for and produces oil and gas. The Company conducts its operations throughout basins in the United States including the Gulf of Mexico and offshore California. In addition, Noble operates internationally in countries such as Canada, Africa and Indonesia.

ORYX ENERGY COMPANY, together with its subsidiaries, acquires, explores for, develops, produces and markets crude oil and condensate, natural gas and natural gas liquids. The company operates and distributes its products internationally.

PHILLIPS PETROLEUM COMPANY explores for and produces petroleum worldwide and refines and markets petroleum in The US. The Company also produces and distributes chemicals and plastics worldwide.

ST. MARY LAND & EXPLORATION COMPANY is an independent oil and gas company with diversified interests in the US and around the world. These interests also include an active development project in Russia.

SANTA FE ENERGY RESOURCES, INC. is involved in the exploration, development and production of oil and natural gas in most of the major producing basins in the continental United States. The Company also has undeveloped land in Argentina, Columbia, Indonesia and Pakistan.

SOCIETE NATIONALE ELF AQUITANE (ADR) is an oil and gas company that explores for, develops, produces, refines and sells petroleum products. The company sells its products in France and Europe. Elf Aquitaine also produces specialty chemicals, health care products and perfumes.

UNOCAL CORPORATION explores for and produces oil and natural gas and manufactures and markets petroleum and chemical products. The Company's exploration activities are located worldwide. Unocal also operates wholesale and retail petroleum products outlets throughout the United States.

VINTAGE PETROLEUM, INC. is an independent oil and gas company which acquires producing oil and gas properties that have the potential for increased value through exploration and development. The

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Company also purchases, gathers and markets crude oil and natural gas and explores and develops non-producing properties. Properties are located in the Gulf Coast, East Texas and mid-continent US.

WISER OIL COMPANY explores for, produces and wholesales crude oil and natural gas. The Company's oil and gas interests are located in the United States.

General. The Trust Fund may be an appropriate investment vehicle for investors who desire to participate in a portfolio of equity securities with greater diversification than they might be able to acquire individually. An investment in Units of the Trust Fund should be made with an understanding of the risks inherent in an investment in equity securities, including the risk that the financial condition of the issuers of the Securities may become impaired or that the general condition of the stock market may worsen (both of which may contribute directly to a decrease in the value of the Securities and thus in the value of the Units) or the risk that holders of common stock have a right to receive payments from the issuers of those stocks that is generally inferior to that of creditors of, or holders of debt obligations issued by, the issuers and that the rights of holders of common stock generally rank inferior to the rights of holders of preferred stock. Common stocks are especially susceptible to general stock market movements and to volatile increases and decreases in value as market confidence in and perceptions of the issuers change. These perceptions are based on unpredictable factors including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction, and global or regional political, economic or banking crises.

The Trust includes Securities which are issued by companies engaged in refining and marketing oil and related products. According to the U.S. Department of Commerce, the factors which will most likely shape the industry to 1996 and beyond include the price and availability of oil from the Middle East, changes in United States environmental policies and the continued decline in U.S. production of crude oil. Possible effects of these factors may be increased U.S. and world dependence on oil from the Organization of Petroleum Exporting Countries ("OPEC") and highly uncertain and potentially more volatile oil prices. Factors which the Sponsor believes may increase the profitability of oil and petroleum operations include increasing demand for oil and petroleum products as a result of the continued increases in annual miles driven and the improvement in refinery operating margins caused by increases in average domestic refinery utilization rates. The existence of surplus crude oil production capacity and the willingness to adjust production levels are the two principal requirements for stable crude oil markets. Without excess capacity, supply disruptions in some countries cannot be compensated for by others. Surplus capacity in Saudi Arabia and a few other countries and the utilization of that capacity prevented during the Persian Gulf crisis, and continue to prevent, severe market disruption. Although unused capacity contributed to market stability in 1990 and 1991, it ordinarily creates pressure to overproduce and contributes to market uncertainty. The likely restoration of a large portion of Kuwait and Iraq's production and export capacity over the next few years could lead to such a development in the absence of substantial growth in world oil demand. Formerly, OPEC members attempted to exercise control over production levels in each country through a system of mandatory production quotas. Because of the crisis in the Middle East, the mandatory system has since been replaced with a voluntary system. Production under the new system has had to be curtailed on at least one occasion as a result of weak prices, even in the absence of supplies from Kuwait and Iraq. The pressure to deviate from mandatory quotas, if they are reimposed, is likely to be substantial and could lead to a weakening of prices. In the longer term, additional capacity and production will be required to accommodate the expected large increases in world oil demand and to compensate for expected

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sharp drops in U.S. crude oil production and exports from the Soviet Union. Only a few OPEC countries, particularly Saudi Arabia, have the petroleum reserves

that will allow the required increase in production capacity to be attained. Given the large-scale financing that is required, the prospect that such expansion will occur soon enough to meet the increased demand is uncertain.

Declining U.S. crude oil production will likely lead to increased dependence on OPEC oil, putting refiners at risk of continued and unpredictable supply disruptions. Increasing sensitivity to environmental concerns will also pose serious challenges to the industry over the coming decade. Refiners are likely to be required to make heavy capital investments and make major production adjustments in order to comply with increasingly stringent environmental legislation, such as the 1990 amendments to the Clean Air Act. If the cost of these changes is substantial enough to cut deeply into profits, smaller refiners may be forced out of the industry entirely. Moreover, lower consumer demand due to increases in energy efficiency and conservation, due to gasoline reformulations that call for less crude oil, due to warmer winters or due to a general slowdown in economic growth in this country and abroad, could negatively affect the price of oil and the profitability of oil companies. No assurance can be given that the demand for or prices of oil will increase or that any increases will not be marked by great volatility. Some oil companies may incur large cleanup and litigation costs relating to oil spills and other environmental damage. Oil production and refining operations are subject to extensive federal, state and local environmental laws and regulations governing air emissions and the disposal of hazardous materials. Increasingly stringent environmental laws and regulations are expected to require companies with oil production and refining operations to devote significant financial and managerial resources to pollution control. General problems of the oil and petroleum products industry include the ability of a few influential producers significantly to affect production, the concomitant volatility of crude oil prices and increasing public and governmental concern over air emissions, waste product disposal, fuel quality and the environmental effects of fossil-fuel use in general.

In addition, any future scientific advances concerning new sources of energy and fuels or legislative changes relating to the energy industry or the environment could have a negative impact on the petroleum products industry. While legislation has been enacted to deregulate certain aspects of the oil industry, no assurances can be given that new or additional regulations will not be adopted. Each of the problems referred to could adversely affect the financial stability of the issuers of any petroleum industry stocks in the Trust.

The Trust may include Securities which are issued by companies that own or operate nuclear generating facilities. Governmental authorities may from time to time review existing, and impose additional, requirements governing the licensing, construction and operation of nuclear power plants. Nuclear generating projects in the electric utility industry have experienced substantial cost increases, construction delays and licensing difficulties. These have been caused by various factors, including inflation, high financing costs, required design changes and rework, allegedly faulty construction, objections by groups and governmental officials, limits on the ability to finance, reduced forecasts of energy requirements and economic conditions. This experience indicates that the risk of significant cost increases, delays and licensing difficulties remains present through the completion and achievement of commercial operation of any nuclear project. Also, nuclear generating units in service have experienced unplanned outages or extensions of scheduled outages due to equipment problems or new regulatory requirements sometimes followed by a significant delay in obtaining regulatory approval to return to service. A major accident at a nuclear plant anywhere, such as the accident at a

plant in Chernobyl, could cause the imposition of limits or prohibitions on the operation, construction or licensing of nuclear units in the United States.

In view of the uncertainties discussed above, there can be no assurance that any company's share of the full cost of nuclear units under construction ultimately will be recovered in rates or of the extent to which a company could earn an adequate return on its investment in such units. The likelihood of a significantly adverse event occurring in any of the areas of concern described above varies, as does the potential severity of any adverse impact. It should be recognized, however, that one or more of such adverse events could occur and individually or collectively could have a material adverse impact on the financial condition or the results of operations of a company.

The Trust may include Securities which are issued by companies whose revenues are primarily derived from the sale of electric energy. The problems faced by such issuers include the difficulty in obtaining approval for timely and adequate rate increases from the applicable public utility commissions, the difficulty of financing large construction programs, increased competition, reductions in estimates of future demand for electricity in certain areas of the country, the limitations on operations and increased costs and delays attributable to environmental considerations, the difficulty of the capital market in absorbing utility debt, the difficulty in obtaining fuel at reasonable prices and the effect of energy conservation. All of such issuers have been experiencing certain of these problems in varying degrees. In addition, Federal, state and municipal governmental authorities may from time to time review existing, and impose additional, regulations governing the licensing, construction and operation of nuclear power plants, which may adversely affect the financial condition or the results of operations of such issuers.

The Trust may include Securities which are issued by companies engaged in the exploration, drilling, production, refining, transmission, marketing or distribution of natural gas. The problems faced by such issuers include many of those faced by electric utilities discussed above, and, in addition, rising costs of rail transportation to transport fossil fuels, availability and costs of natural gas for resale and difficulties of gas pipeline and distribution companies in adjusting to short and surplus energy supplies, enforcing or being required to comply with long-term contracts and avoiding litigation from their customers and suppliers. All of such issuers have been experiencing certain of these problems in varying degrees.

Certain Investment Considerations. Holders of common stock incur more risk than holders of preferred stocks and debt obligations because common stockholders, as owners of the entity, have generally inferior rights to receive payments from the issuer in comparison with the rights of creditors of, or holders of debt obligations or preferred stock issued by the issuer. Holders of common stock of the type held by the portfolio have a right to receive dividends only when and if, and in the amounts, declared by the issuer's Board of Directors and to participate in amounts available for distribution by the issuer only after all other claims on the issuer have been paid or provided for. By contrast, holders of preferred stock have the right to receive dividends at a fixed rate when and as declared by the issuer's Board of Directors, normally on a cumulative basis, but do not participate in other amounts available for distribution by the issuing corporation. Cumulative preferred stock dividends must be paid before common stock dividends and any cumulative preferred stock dividend omitted is added to future dividends payable to the holders of cumulative preferred stock. Preferred stocks are also entitled to rights on liquidation which are senior to those of common stocks. Moreover, common stocks do not represent an obligation of the issuer and therefore do not offer any assurance of income or provide the degree of protection of capital of debt securities. Indeed, the issuance of debt

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securities or even preferred stock will create prior claims for payment of principal, interest, liquidation preferences and dividends which could adversely affect the ability and inclination of the issuer to declare or pay dividends on its common stock or the rights of holders of common stock with respect to assets of the issuer upon liquidation or bankruptcy. Further, unlike debt securities which typically have a stated principal amount payable at maturity (whose value, however, will be subject to market fluctuations prior thereto), common stocks have neither a fixed principal amount nor a maturity and have values which are subject to market fluctuations for as long as the stocks remain outstanding. The value of the Securities in the portfolios thus may be expected to fluctuate over the entire life of the Trust Fund to values higher or lower than those prevailing on the Initial Date of Deposit.

Whether or not the Securities are listed on a national security exchange, the principal trading market for the Securities may be in the over-the-counter market. As a result, the existence of a liquid trading market for the Securities may depend on whether dealers will make a market in the Securities. There can be no assurance that a market will be made for any of the Securities, that any market for the Securities will be maintained or of the liquidity of the Securities in any markets made. The investigation by the Securities and Exchange Commission of illegal insider trading in connection with corporate takeovers, and possible congressional inquiries and legislation relating to this investigation, may adversely affect the ability of certain dealers to remain market makers. In addition, the Trust Fund is restricted under the Investment Company Act of 1940 from selling Securities to the Sponsor. The price at which the Securities may be sold to meet redemptions and the value of the Trust Fund will be adversely affected if trading markets for the Securities are limited or absent.

Since certain of the Securities in the Trust consist of securities of foreign

issuers, an investment in the Trust involves some investment risks that are different in some respects from an investment in a trust that invests entirely in securities of domestic issuers. Those investment risks include future political and governmental restrictions which might adversely affect the payment or receipt of payment of dividends on the relevant Securities. In addition, for the foreign issuers that are not subject to the reporting requirements of the Securities Exchange Act of 1934, there may be less publicly available information than is available from a domestic issuer. Also, foreign issuers are not necessarily subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those applicable to domestic issuers. However, due to the nature of the issuers of Securities included in the Trust, the Sponsor believes that adequate information will be available to allow the Portfolio Supervisor to provide portfolio surveillance.

The securities of certain of the foreign issuers in the Trust are in ADR form. ADRs evidence American Depositary Receipts which represent common stock deposited with a custodian in a depository. American Depositary Shares, and receipts therefor (ADRs), are issued by an American bank or trust company to evidence ownership of underlying securities issued by a foreign corporation. These instruments may not necessarily be denominated in the same currency as the securities into which they may be converted. For purposes of the discussion herein, the term ADR generally includes American Depositary Shares.

ADRs may be sponsored or unsponsored. In an unsponsored facility, the depository initiates and arranges the facility at the request of market makers and acts as agent for the ADR holder, while the company itself is not involved in the transaction. In a sponsored facility, the issuing company initiates the facility and agrees to pay certain administrative and shareholder-related expenses. Sponsored facilities use a single depository and entail a contractual relationship between the issuer, the shareholder and the depository; unsponsored facilities involve several depositories with no contractual

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relationship to the company. The depository bank that issues an ADR generally charges a fee, based on the price of the ADR, upon issuance and cancellation of the ADR. This fee would be in addition to the brokerage commissions paid upon the acquisition or surrender of the security. In addition, the depository bank incurs expenses in connection with the conversion of dividends or other cash distributions paid in local currency into U.S. dollars and such expenses are deducted from the amount of the dividend or distribution paid to holders, resulting in a lower payout per underlying shares represented by the ADR than would be the case if the underlying share were held directly. Certain tax considerations, including tax rate differentials and withholding requirements, arising from applications of the tax laws of one nation to nationals of another and from certain practices in the ADR market may also exist with respect to certain ADRs. In varying degrees, any or all of these factors may affect the value of the ADR compared with the value of the underlying shares in the local market. In addition, the rights of holders of ADRs may be different than those of holders of the underlying shares, and the market for ADRs may be less liquid than that for the underlying shares. ADRs are registered securities pursuant to the Securities Act of 1933 and may be subject to the reporting requirements of the Securities Exchange Act of 1934.

For those Securities that are ADRs, currency fluctuations will affect the U.S. dollar equivalent of the local currency price of the underlying domestic share and, as a result, are likely to affect the value of the ADRs and consequently the value of the Securities. The foreign issuers of securities that are ADRs may pay dividends in foreign currencies which must be converted into dollars. Most foreign currencies have fluctuated widely in value against the United States dollar for many reasons, including supply and demand of the respective currency, the soundness of the world economy and the strength of the respective economy as compared to the economies of the United States and other countries. Therefore, for any securities of issuers (whether or not they are in ADR form) whose earnings are stated in foreign currencies, or which pay dividends in foreign currencies or which are traded in foreign currencies, there is a risk that their United States dollar value will vary with fluctuations in the United States dollar foreign exchange rates for the relevant currencies.

On the basis of the best information available to the Sponsor at the present time, none of the Securities are subject to exchange control restrictions under existing law which would materially interfere with payment to the Trust of dividends due on, or proceeds from the sale of, the Securities. However, there can be no assurance that exchange control regulations might not be adopted in

the future which might adversely affect payments to the Trust. In addition, the adoption of exchange control regulations and other legal restrictions could have an adverse impact on the marketability of international securities in the Trust and on the ability of the Trust to satisfy its obligation to redeem Units tendered to the Trustee for redemption.

Investors should note that additional Units may be offered to the public. This may have an effect upon the value of previously existing Units. To create additional Units the Sponsor will purchase additional Securities. Brokerage fees incurred in purchasing such Securities will be an expense of the Trust. Thus, payment of brokerage fees by the Trust will affect the value of every Unit and the net income per Unit received by the Trust. In particular, Unitholders who purchase Units during the primary offering period of the Units would experience a dilution of their investment as a result of any brokerage fees paid by the Trust during subsequent deposits of additional Securities.

Litigation and Legislation. From time to time Congress considers proposals to reduce the rate of the dividends-received deduction. Enactment into law of a proposal to reduce the rate would adversely affect the after-tax return to investors who can take advantage of the deduction. Unitholders are urged

to consult their own tax advisers. Further, at any time after the Initial Date of Deposit, litigation may be initiated on a variety of grounds, or legislation may be enacted with respect to the Securities in the Trust Fund or the issuers of the Securities. There can be no assurance that future litigation or legislation will not have a material adverse effect on the Trust Fund or will not impair the ability of issuers to achieve their business goals.

#### FEDERAL TAX STATUS

Federal Income Taxes. The following is a general discussion of certain of the Federal income tax consequences of the purchase, ownership and disposition of the Units. The summary is limited to investors who hold the Units as "capital assets" (generally, property held for investment) within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the "Code"). Unitholders should consult their tax advisers in determining the Federal, state, local and any other tax consequences of the purchase, ownership and disposition of Units in the Trust Fund.

In the opinion of Chapman and Cutler, special counsel for the Sponsor, under existing law:

The Trust Fund is not an association taxable as a corporation for Federal income tax purposes.

Each Unitholder will be considered the owner of a pro rata portion of each of the Trust's assets for Federal income tax purposes under the Code, and the income of the Trust will be treated as income of the Unitholders thereof under the Code. Each Unitholder will be considered to have received his pro rata share of income derived from each asset of the Trust Fund when such income is received by the Trust Fund.

Each Unitholder will have a taxable event when a Security is disposed of (whether by sale, exchange, liquidation, redemption or otherwise) or when the Unitholder redeems or sells his Units. The cost of the Units to a Unitholder on the date such Units are purchased is allocated among the Securities held in the Trust Fund (in accordance with the proportion of the fair market values of such Securities), subject to the adjustments discussed below, in order to determine his tax basis for his pro rata portion in each Security.

Taxation of Dividends Received by the Trust Fund. For Federal income tax purposes, a Unitholder's pro rata portion of dividends as defined by Section 316 of the Code paid by a corporation with respect to a Security are taxable as ordinary income to the extent of such corporation's current and accumulated "earnings and profits." A Unitholder's pro rata portion of dividends which exceed such current and accumulated earnings and profits will first reduce a Unitholder's tax basis in such Security and to the extent that such dividends exceed a Unitholder's tax basis in such Security shall generally be treated as capital gain. In general, any such capital gain will be short-term unless a Unitholder has held his Units for more than one year. In addition, Unitholders may recognize taxable income in an amount equal to their pro rata share of any interest from U.S. Treasury obligations in which the Trustee is authorized to invest between distribution dates as such interest accrues.

Dividends Received Deduction. A corporation that owns Units will generally be entitled to a 70% dividends received deduction with respect to such Unitholder's pro rata portion of dividends received by the Trust Fund (to the extent such dividends are taxable as ordinary income, as discussed above) in the same manner as if such corporation directly owned the Securities paying such dividends. However, a corporation owning Units should be aware that Section 246 and 246A of

the Code impose additional limitations on the eligibility of dividends for the 70% dividends received deduction. These

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limitations include a requirement that stock (and therefore Units) must generally be held at least 46 days (as determined under Section 246(c) of the Code). Proposed regulations have been issued which address special rules that must be considered in determining whether the 46 day holding requirement is met. Moreover, the allowable percentage of the deduction will be reduced from 70% if a corporation owns certain stock (or Units) the financing of which is directly attributable to indebtedness incurred by such corporation. It should be noted that various legislative proposals that would affect the dividends received deduction have been introduced. Unitholders should consult their tax advisers with respect to the limitations on and possible modifications to the dividends received deduction.

Limitations on Deductibility of Trust Fund Expenses by Unitholders. Each Unitholder's pro rata share of each expense paid by the Trust Fund is deductible by the Unitholder to the same extent as though the expense had been paid directly by him, subject to the following limitation. It should be noted that as a result of the Tax Reform Act of 1986, certain miscellaneous itemized deductions, such as investment expenses, tax return preparation fees and employee business expenses will be deductible by an individual only to the extent they exceed 2% of such individual's adjusted gross income. Unitholders may be required to treat some or all of the expenses of the Trust Fund as miscellaneous itemized deductions subject to this limitation.

Recognition of Taxable Gain or Loss Upon Disposition of Securities by the Trust Fund or Disposition of Units. A Unitholder's portion of gain, if any, upon the sale or redemption of Units or the disposition of Securities held by the Trust Fund will generally be considered a capital gain except in the case of a dealer or a financial institution and will be long-term if the Unitholder has held his Units for more than one year. A Unitholder's portion of loss, if any, upon the sale or redemption of Units or the disposition of Securities held by the Trust Fund will generally be considered a capital loss (except in the case of a dealer or a financial institution) and, in general, will be long-term if the Unitholder has held his Units for more than one year. For taxpayers other than corporations, net capital gains are subject to a maximum stated marginal tax rate of 28% effective for tax years beginning after December 31, 1990. However, it should be noted that legislative proposals are introduced from time to time that affect tax rates and could affect relative difference at which ordinary income and capital gains are taxed.

The Revenue Reconciliation Act of 1993 (the "Tax Act") was recently enacted. The Tax Act raises tax rates on ordinary income while capital gains remain subject to a 28% maximum stated rate. Because some or all capital gains are taxed at a comparatively lower rate under the Tax Act, the Tax Act includes a provision that would recharacterize capital gains as ordinary income in the case of certain financial transactions that are "conversion transactions" effective for transactions entered into after April 30, 1993. Unitholders should consult their tax advisers regarding the potential effect of this provision on their investment in Units.

If the Unitholder disposes of a Unit, he is deemed thereby to have disposed of his entire pro rata interest in all assets of the Trust Fund including his pro rata portion of all of the Securities represented by the Unit.

Special Tax Consequences of Distributions In Kind Upon Redemption of Units. As discussed in "Redemption," under certain circumstances a Unitholder tendering Units for redemption may request a Distribution In Kind of Securities upon the redemption of Units. As previously discussed, prior to the redemption of Units, a Unitholder is considered as owning a pro rata portion of each of the Trust Fund's assets for Federal income tax purposes. The receipt of a Distribution In Kind upon the

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redemption of Units would be deemed an exchange of such redeeming Unitholder's pro rata portion of each of the shares of stock and other assets held by the Trust Fund in exchange for an undivided interest in whole shares of stock and possibly cash.

There are generally three different potential tax consequences which may occur under a Distribution In Kind with respect to each Security owned by the Trust Fund. A "Security" for this purpose is a particular class of stock issued by a particular corporation. If the Unitholder receives only whole shares of a Security in exchange for his or her pro rata portion in each share of such Security held by the Trust Fund, there is no taxable gain or loss recognized upon such deemed exchange pursuant to Section 1036 of the Code. If the Unitholder receives whole shares of a particular Security plus cash in lieu of a fractional share of such Security, and if the fair market value of the



Unitholder's pro rata portion of the shares of such Security exceeds his tax basis in his pro rata portion of such Security, taxable gain would be recognized in an amount not to exceed the amount of such cash received, pursuant to Section 1031(b) of the Code. No taxable loss would be recognized upon such an exchange pursuant to Section 1031(c) of the Code, whether or not cash is received in lieu of a fractional share. Under either of these circumstances, special rules will be applied under Section 1031(d) of the Code to determine the Unitholder's tax basis in the shares of such particular Security which he receives as part of the Distribution In Kind. Finally, if a Unitholder's pro rata interest in a Security does not equal a whole share, he may receive entirely cash in exchange for his pro rata portion of a particular Security. In such case, taxable gain or loss is measured by comparing the amount of cash received by the Unitholder with his tax basis in such Security.

Because the Trust Fund will own many Securities, a Unitholder who requests a Distribution In Kind will have to analyze the tax consequences with respect to each Security owned by the Trust Fund. The amount of taxable gain (or loss) recognized upon such redemption will generally equal the sum of the gain (or loss) recognized under the rules described above by the redeeming Unitholder with respect to each Security owned by the Trust Fund. Redeeming Unitholders who request a Distribution In Kind are advised to consult their tax advisers in this regard.

Computation of the Unitholder's Tax Basis. Initially, a Unitholder's tax basis in his Units will generally equal the price paid by such Unitholder for his Units. The cost of the Units is allocated among the Securities held in the Trust Fund in accordance with the proportion of the fair market values of such Securities on the date the Units are purchased in order to determine such Unitholder's tax basis for his pro rata portion of each Security.

A Unitholder's tax basis in his Units and his pro rata portion of a Security held by the Trust Fund will be reduced to the extent dividends paid with respect to such Security are received by the Trust Fund which are not taxable as ordinary income as described above.

General. Each Unitholder will be requested to provide the Unitholder's taxpayer identification number to the Trustee and to certify that the Unitholder has not been notified that payments to the Unitholder are subject to back-up withholding. If the proper taxpayer identification number and appropriate certification are not provided when requested, distributions by the Trust Fund to such Unitholder (including amounts received upon the redemption of Units) will be subject to back-up withholding. Distributions by the Trust Fund will generally be subject to United States income taxation and withholding in the case of Units held by non-resident alien individuals, foreign corporations or other non-United States persons. Such persons should consult their tax advisers.

The foregoing discussion relates only to United States Federal income taxes; Unitholders may be subject to state and local taxation in other jurisdictions. Unitholders should consult their tax advisers regarding potential state or local taxation with respect to the Units.

PUBLIC OFFERING OF UNITS

PUBLIC OFFERING PRICE. During the initial offering period, Units of the Trust Fund are offered at the Public Offering Price (which is based on the aggregate underlying offer value of the Securities in the Trust Fund and includes a sales charge of 4.0% of the Public Offering Price which charge is equivalent to 4.167% of the net amount invested) plus a pro rata share of any accumulated dividends in the Income Account of the Trust. In the secondary market, Units are offered at the Public Offering Price (which is based on the aggregate underlying bid value of the Securities in the Trust Fund and includes a sales charge of 4.0% of the Public Offering Price which charge is equivalent to 4.167% of the net amount invested) plus a pro rata share of any accumulated dividends. Such underlying value shall also include the proportionate share of any undistributed cash held in the Capital Account of the Trust.

The sales charge per Unit of the Trust Fund in both the primary and secondary market will be reduced pursuant to the following graduated scale:

<TABLE>  
<CAPTION>

NO. OF UNITS*	PERCENT OF OFFERING PRICE	PERCENT OF NET AMOUNT INVESTED
<S>	<C>	<C>
Less than 10,000.....	4.00 %	4.167 %
10,000 but less than 25,000.....	3.50	3.627
25,000 but less than 50,000.....	3.00	3.093
50,000 but less than 75,000.....	2.50	2.564

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\* The breakpoint sales charges are also applied on a dollar basis utilizing a breakpoint equivalent in the above table of \$10 per Unit and will be applied on whichever basis is more favorable to the investor.

The reduced sales charges as shown on the tables above will apply to all purchases of Units on any one day by the same purchaser from the same Underwriter or dealer and for this purpose purchases of Units of the Trust Fund will be aggregated with concurrent purchases of units of any other unit investment trust that may be offered by the Sponsor. Additionally, Units purchased in the name of a spouse or child (under 21) of such purchaser will be deemed to be additional purchases by such purchaser. The reduced sales charges will also be applicable to a trust or other fiduciary purchasing for a single trust estate or single fiduciary account.

The Sponsor intends to permit officers, directors and employees of the Sponsor and its affiliates and registered representatives of selling firms to purchase Units of the Trust Fund without a sales charge, although a transaction processing fee may be imposed on such trades.

As indicated above, the initial Public Offering Price of the Units was established by adding to the determination of the aggregate underlying value of the Securities an amount equal to 4.167% of such value and dividing the sum so obtained by the number of Units outstanding. Such underlying value shall include the proportionate share of any cash held in the Capital Account. This computation produced a gross underwriting profit equal to 4.0% of the Public Offering Price. Such price determination as of the opening of business on the Initial Date of Deposit was made on the basis of an evaluation of the Securities in the Trust prepared by the Trustee. After the opening of business on the Initial Date of Deposit, the Evaluator will appraise or cause to be appraised daily the value of the

underlying Securities as of 3:15 P.M. Central time on days the New York Stock Exchange is open and will adjust the Public Offering Price of the Units commensurate with such valuation. Such Public Offering Price will be effective for all orders received at or prior to the close of trading on the New York Stock Exchange on each such day. Orders received by the Trustee, Sponsor or any dealer for purchases, sales or redemptions after that time, or on a day when the New York Stock Exchange is closed, will be held until the next determination of price.

The value of the Securities is determined on each business day by the Evaluator based on the last offer prices during the initial offering period and on the last bid prices during the secondary market and for redemptions on the day the valuation is made for Securities listed on a national stock exchange or, if not so listed, on the last offer (or bid as the case may be) prices on the over-the-counter market or by taking into account the same factors referred to under "Redemption--Computation of Redemption Price."

The minimum purchase in both the primary and secondary markets is 100 Units.

**PUBLIC DISTRIBUTION OF UNITS.** During the initial offering period, Units of the Trust Fund will be distributed to the public at the Public Offering Price thereof. 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 at the Public Offering Price determined in the manner provided above.

The Sponsor intends to qualify Units of the Trust Fund for sale in a number of states. Units will be sold through dealers who are members of the National Association of Securities Dealers, Inc. and through others. Sales may be made to or through dealers at prices which represent discounts from the Public Offering Price as set forth in the table below. Certain commercial banks are making Units of the Trust Fund available to their customers on an agency basis. A portion of the sales charge paid by their customers is retained by or remitted to the banks in the amounts shown in the table below. Under the Glass-Steagall Act, banks are prohibited from underwriting Trust Fund Units; however, the Glass-Steagall Act does permit certain agency transactions and the banking regulators have indicated that these particular agency transactions are permitted under such Act. In addition, state securities laws on this issue may differ from the interpretations of Federal law expressed herein and banks and financial institutions may be required to register as dealers pursuant to state law. The Sponsor reserves the right to change the discounts set forth below from time to time. In addition to such discounts, the Sponsor may, from time to time, pay or allow an additional discount, in the form of cash or other compensation, to dealers employing registered representatives who sell, during a specified time period, a minimum dollar amount of Units of the Trust and other unit investment trusts underwritten by the Sponsor. At various times the Sponsor may implement programs under which the sales force of a broker or dealer may be eligible to

win nominal awards for certain sales efforts, or under which the Sponsor will reallocate to any such broker or dealer that sponsors sales contests or recognition programs conforming to criteria established by the Sponsor, or participates in sales programs sponsored by the Sponsor, an amount not exceeding the total applicable sales charges on the sales generated by such person at the public offering price during such programs. Also, the Sponsor in its discretion may from time to time pursuant to objective criteria established by the Sponsor pay fees to qualifying brokers or dealers for certain services or activities which are primarily intended to result in sales of Units of the Trust Fund. Such payments are made by the Sponsor out of its own assets, and not out of the assets of the Trust Fund. These programs will not change the price Unitholders pay for their Units or the

amount that the Trust Fund will receive from the Units sold. The difference between the discount and the sales charge will be retained by the Sponsor.

<TABLE>  
<CAPTION>

NUMBER OF UNITS*	REGULAR CONCESSION OR AGENCY COMMISSION	FIRM SALES OR SALE ARRANGEMENTS (\$250,000 OR MORE)**
<S>	<C>	<C>
Less than 10,000.....	2.75 %	3.00 %
10,000 but less than 25,000.....	2.25	2.50
25,000 but less than 50,000.....	2.00	2.25
50,000 but less than 75,000.....	1.50	1.75
75,000 or more.....	1.25	1.50

</TABLE>

\* The breakpoint discounts are also applied on a dollar basis utilizing a breakpoint equivalent in the above table of \$10 per Unit.

\*\* Volume discounts will be given to firms who reach cumulative firm sales or sales arrangement levels of at least \$250,000 of the Trust from the Initial Date of Deposit through \_\_\_\_\_, 1994 (assuming the primary offering period continues through such date). After a firm has met the minimum \$250,000 volume level, volume discounts will be given on all trades originated from or by that firm, including those placed prior to reaching the \$250,000 level, and will continue to be given during the entire initial offering period.

The Sponsor reserves the right to reject, in whole or in part, any order for the purchase of Units.

SPONSOR PROFITS. The Sponsor will receive gross sales charges equal to the percentage of the Public Offering Price of the Units of the Trust Fund as stated under "Public Offering Price." In addition, the Sponsor may realize a profit (or sustain a loss) as of the Initial Date of Deposit resulting from the difference between the purchase prices of the Securities to the Sponsor and the cost of such Securities to the Trust Fund, which is based on the evaluation of the Securities on the Initial Date of Deposit. Thereafter, on subsequent deposits the Sponsor may realize profits or sustain losses from such deposits. See "Portfolio." The Sponsor may realize additional profits or losses during the initial offering period on unsold Units as a result of changes in the daily market value of the Securities in the Trust Fund.

MARKET FOR UNITS

After the initial offering period, while not obligated to do so, the Sponsor intends to, subject to change at any time, maintain a market for Units of the Trust Fund offered hereby and to continuously offer to purchase said Units at prices, determined by the Evaluator, based on the bid value of the underlying Securities. To the extent that a market is maintained during the initial offering period, the prices at which Units will be repurchased will be based upon the aggregate offering side evaluation of the Securities in the Trust. The aggregate bid prices of the underlying Securities are expected to be less than the related aggregate offering prices (which is the evaluation method used during the initial public offering period). Accordingly, Unitholders who wish to dispose of their Units should inquire of their broker as to current market prices in order to determine whether there is in existence any price in excess of the Redemption Price and, if so, the amount thereof. The offering price of any Units resold by the Sponsor will be in accord with that described in the currently effective prospectus describing such Units. Any profit or loss

resulting from the resale of such Units will belong to the Sponsor. The Sponsor may suspend or discontinue purchases of Units of the Trust Fund if the supply of Units exceeds demand, or for other business reasons.

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#### REDEMPTION

GENERAL. A Unitholder who does not dispose of Units in the secondary market described above may cause Units to be redeemed by the Trustee by making a written request to the Kemper Service Company, service agent for the Trustee at P.O. Box 419430, Kansas City, Missouri 64141-6430 and, in the case of Units evidenced by a certificate, by tendering such certificate to the Trustee, properly endorsed or accompanied by a written instrument or instruments of transfer in form satisfactory to the Trustee. Unitholders must sign the request, and such certificate or transfer instrument, exactly as their names appear on the records of the Trustee and on any certificate representing the Units to be redeemed. If the amount of the redemption is \$25,000 or less and the proceeds are payable to the Unitholder(s) of record at the address of record, no signature guarantee is necessary for redemptions by individual account owners (including joint owners). Additional documentation may be requested, and a signature guarantee is always required, from corporations, executors, administrators, trustees, guardians or associations. The signatures must be guaranteed by a participant in the Securities Transfer Agents Medallion Program ("STAMP") or such other signature guaranty program in addition to, or in substitution for, STAMP, as may be accepted by the Trustee. A certificate should only be sent by registered or certified mail for the protection of the Unitholder. Since tender of the certificate is required for redemption when one has been issued, Units represented by a certificate cannot be redeemed until the certificate representing such Units has been received by the purchasers.

Redemption shall be made by the Trustee on the seventh calendar day following the day on which a tender for redemption is received, or if the seventh calendar day is not a business day, on the first business day prior thereto (the "Redemption Date") by payment of cash equivalent to the Redemption Price for the Trust Fund, determined as set forth below under "Computation of Redemption Price," as of the evaluation time stated under "Essential Information," next following such tender, multiplied by the number of Units being redeemed. Any Units redeemed shall be cancelled and any undivided fractional interest in the Trust Fund extinguished. The price received upon redemption might be more or less than the amount paid by the Unitholder depending on the value of the Securities in the Trust Fund at the time of redemption.

Under regulations issued by the Internal Revenue Service, the Trustee is required to withhold a specified percentage of the principal amount of a Unit redemption if the Trustee has not been furnished the redeeming Unitholder's tax identification number in the manner required by such regulations. Any amount so withheld is transmitted to the Internal Revenue Service and may be recovered by the Unitholder only when filing a tax return. Under normal circumstances the Trustee obtains the Unitholder's tax identification number from the selling broker. However, any time a Unitholder elects to tender Units for redemption, such Unitholder should make sure that the Trustee has been provided a certified tax identification number in order to avoid this possible "back-up withholding." In the event the Trustee has not been previously provided such number, one must be provided at the time redemption is requested.

Any amounts paid on redemption representing unpaid dividends shall be withdrawn from the Income Account of the Trust Fund to the extent that funds are available for such purpose. All other amounts paid on redemption shall be withdrawn from the Capital Account for the Trust Fund. The Trustee is empowered to sell Securities for the Trust Fund in order to make funds available for the redemption of Units of the Trust Fund. Such sale may be required when Securities would not otherwise be sold and might result in lower prices than might otherwise be realized. To the extent Securities are sold, the size and diversity of the Trust Fund will be reduced.

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Unitholders tendering Units for redemption may request a distribution in kind (a "Distribution In Kind") from the Trustee in lieu of cash redemption. A Unitholder may request a Distribution In Kind of an amount and value of Securities per Unit equal to the Redemption Price per Unit as determined as of the evaluation time next following the tender, provided that the tendering Unitholder is (1) entitled to receive at least \$25,000 of proceeds as part of his or her distribution or if he paid at least \$25,000 to acquire the units being tendered and (2) the Unitholder has elected to redeem prior to the date specified under "Redemption In Kind" on page 3 of this Prospectus. If the Unitholder meets these requirements, a Distribution In Kind will be made by the Trustee through the distribution of each of the Securities of the Trust in book entry form to the account of the Unitholder's bank or broker-dealer at Depository Trust Company. The tendering Unitholder shall be entitled to receive whole shares of each of the Securities comprising the portfolio of the Trust and

cash from the Capital Account equal to the fractional shares to which the tendering Unitholder is entitled. The Trustee shall make any adjustments necessary to reflect differences between the Redemption Price of the Units and the value of the Securities distributed in kind as of the date of tender. If funds in the Capital Account are insufficient to cover the required cash distribution to the tendering Unitholder, the Trustee may sell Securities. The in kind redemption option may be terminated by the Sponsor on a date other than that specified under "Redemption In Kind" on page 3 of this Prospectus upon notice to the Unitholders prior to the specified date.

To the extent that Securities are redeemed in kind or sold, the size and diversity of the Trust Fund will be reduced but each remaining Unit will continue to represent approximately the same proportional interest in each Security. Sales may be required at a time when Securities would not otherwise be sold and may result in lower prices than might otherwise be realized. The price received upon redemption may be more or less than the amount paid by the Unitholder depending on the value of the Securities in the portfolio at the time of redemption. Special Federal income tax consequences will result if a Unitholder requests a Distribution In Kind (see "Federal Tax Status").

The right of redemption may be suspended and payment postponed (1) for any period during which the New York Stock Exchange is closed, other than customary weekend and holiday closings, or during which (as determined by the Securities and Exchange Commission) trading on the New York Stock Exchange is restricted; (2) for any period during which an emergency exists as a result of which disposal by the Trustee of Securities is not reasonably practicable or it is not reasonably practicable to fairly determine the value of the underlying Securities in accordance with the Trust Agreement; or (3) for such other period as the Securities and Exchange Commission may by order permit. The Trustee is not liable to any person in any way for any loss or damage which may result from any such suspension or postponement.

COMPUTATION OF REDEMPTION PRICE. The Redemption Price per Unit (as well as the secondary market Public Offering Price) will be determined on the basis of the aggregate underlying bid value of the Securities in the Trust Fund. On the Initial Date of Deposit, the Public Offering Price per Unit (which is based on the underlying offering prices of the Securities and includes the sales charge) exceeded the value at which Units could have been redeemed by the amount shown under "Essential Information." While the Trustee has the power to determine the Redemption Price per Unit when Units are tendered for redemption, such authority has been delegated to the Evaluator which determines the price per Unit on a daily basis. The Redemption Price per Unit is the pro rata share of each Unit in the Trust Fund determined on the basis of (i) the cash on hand in the Trust Fund or monies in the process of being collected and (ii) the value of the Securities in the Trust Fund less

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(a) amounts representing taxes or other governmental charges payable out of the Trust, (b) any amount owing to the Trustee for its advances and (c) the accrued expenses of the Trust. The Evaluator may determine the value of the Securities in the Trust Fund in the following manner: if the Security is listed on a national securities exchange, the evaluation will generally be based on the last bid price on the exchange (unless the Evaluator deems the price inappropriate as a basis for evaluation). If the Security is not so listed or, if so listed and the principal market for the Security is other than on the exchange, the evaluation will generally be made by the Evaluator in good faith based on the last bid price on the over-the-counter market (unless the Evaluator deems such price inappropriate as a basis for evaluation) or, if a bid price is not available, (1) on the basis of the current bid price for comparable securities, (2) by the Evaluator's appraising the value of the Securities in good faith at the bid side of the market or (3) by any combination thereof. See "Public Offering of Units--Public Offering Price."

#### RETIREMENT PLANS

The Trust Fund may be well suited for purchase by Individual Retirement Accounts, Keogh Plans, pension funds and other qualified retirement plans, certain of which are briefly described below.

Generally, capital gains and income received under each of the foregoing plans are deferred from Federal taxation. All distributions from such plans are generally treated as ordinary income but may, in some cases, be eligible for special income averaging or tax-deferred rollover treatment. Investors considering participation in any such plan should review specific tax laws related thereto and should consult their attorneys or tax advisers with respect to the establishment and maintenance of any such plan. Such plans are offered by brokerage firms and other financial institutions. The Trust will waive the \$1,000 minimum investment requirement for IRA accounts. The minimum investment is \$250 for tax-defined plans such as IRA accounts. Fees and charges with respect to such plans may vary.

Individual Retirement Account--IRA. Any individual under age 70 1/2 may contribute the lesser of \$2,000 or 100% of compensation to an IRA annually. Such

contributions are fully deductible if the individual (and spouse if filing jointly) are not covered by a retirement plan at work. The deductible amount an individual may contribute to an IRA will be reduced \$10 for each \$50 of adjusted gross income over \$25,000 (\$40,000 if married, filing jointly or \$0 if married, filing separately), if either an individual or their spouse (if married, filing jointly) is an active participant in an employer maintained retirement plan. Thus, if an individual has adjusted gross income over \$35,000 (\$50,000 if married, filing jointly or \$0 if married, filing separately) and if an individual or their spouse is an active participant in an employer maintained retirement plan, no IRA deduction is permitted. Under the Code, an individual may make nondeductible contributions to the extent deductible contributions are not allowed. All distributions from an IRA (other than the return of certain excess contributions) are treated as ordinary income for Federal income taxation purposes provided that under the Code an individual need not pay tax on the return of nondeductible contributions, the amount includable in income for the taxable year is the portion of the amount withdrawn for the taxable year as the individual's aggregate nondeductible IRA contributions bear to the aggregate balance of all IRAs of the individual.

A participant's interest in an IRA must be, or commence to be, distributed to the participant not later than April 1 of the calendar year following the year during which the participant attains age 70 1/2. Distributions made before attainment of age 59 1/2, except in the case of the participant's death or disability, or where the amount distributed is to be rolled over to another IRA, or where the

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distributions are taken as a series of substantially equal periodic payments over the participant's life or life expectancy (or the joint lives or life expectancies of the participant and the designated beneficiary) are generally subject to a surtax in an amount equal to 10% of the distribution. The amount of such periodic payments may not be modified before the later of five years or attainment of age 59 1/2. Excess contributions are subject to an annual 6% excise tax.

IRA applications, disclosure statements and trust agreements are available from the Sponsor upon request.

Qualified Retirement Plans. Units of the Trust may be purchased by qualified pension or profit sharing plans maintained by corporations, partnerships or sole proprietors. The maximum annual contribution for a participant in a money purchase pension plan or to paired profit sharing and pension plans is the lesser of 25% of compensation or \$30,000. Prototype plan documents for establishing qualified retirement plans are available from the Sponsor upon request.

Excess Distributions Tax. In addition to the other taxes due by reason of a plan distribution, a tax of 15% may apply to certain aggregate distributions from IRAs, Keogh plans, and corporate retirement plans to the extent such aggregate taxable distributions exceed specified amounts (generally \$150,000, as adjusted) during a tax year. This 15% tax will not apply to distributions on account of death, qualified domestic relations orders or amounts rolled over to an eligible plan. In general, for lump sum distributions the excess distribution over \$750,000 (as adjusted) will be subject to the 15% tax.

The Trustee, Investors Fiduciary Trust Company ("IFTC"), has agreed to act as custodian for certain retirement plan accounts. An annual fee of \$12.00 per account, if not paid separately, will be assessed by the Trustee and paid through the liquidation of shares of the reinvestment account. An individual wishing IFTC to act as custodian must complete a Kemper UIT/IRA application and forward it along with a check made payable to Investors Fiduciary Trust Company. Certificates for Individual Retirement Accounts can not be issued.

#### UNITHOLDERS

OWNERSHIP OF UNITS. Ownership of Units of the Trust Fund will not be evidenced by certificates unless a Unitholder, the Unitholder's registered broker/dealer or the clearing agent for such broker/dealer makes a written request to the Trustee. Units are transferable by making a written request to the Trustee and, in the case of Units evidenced by a certificate, by presenting and surrendering such certificate to the Trustee properly endorsed or accompanied by a written instrument or instruments of transfer which should be sent by registered or certified mail for the protection of the Unitholder. Unitholders must sign such written request, and such certificate or transfer instrument, exactly as their names appear on the records of the Trustee and on any certificate representing the Units to be transferred. Such signatures must be guaranteed as stated under "Redemption -- General."

Units may be purchased and certificates, if requested, will be issued in denominations of one Unit or any multiple thereof, subject to the Trust's minimum investment requirement of 100 Units or \$1,000. Fractions of Units, if any, will be computed to three decimal places. Any certificate issued will be numbered serially for identification, issued in fully registered form and will

be transferable only on the books of the Trustee. The Trustee may require a Unitholder to pay a reasonable fee, to be determined in the sole discretion of the Trustee, for each certificate re-issued or transferred and to pay any

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governmental charge that may be imposed in connection with each such transfer or interchange. The Trustee at the present time does not intend to charge for the normal transfer or interchange of certificates. Destroyed, stolen, mutilated or lost certificates will be replaced upon delivery to the Trustee of satisfactory indemnity (generally amounting to 3% of the market value of the Units), affidavit of loss, evidence of ownership and payment of expenses incurred.

**DISTRIBUTIONS TO UNITHOLDERS.** Income received by the Trust is credited by the Trustee to the Income Account of the Trust. Other receipts are credited to the Capital Account of the Trust. Income received by the Trust will be distributed on or shortly after the 15th day of January, April, July and October of each year on a pro rata basis to Unitholders of record as of the preceding record date (which will be the first day of the related month). All distributions will be net of applicable expenses. There is no assurance that any actual distributions will be made since all dividends received may be used to pay expenses. In addition, amounts from the Capital Account of the Trust, if any, will be distributed at least annually in December to the Unitholders then of record. Proceeds received from the disposition of any of the Securities after a record date and prior to the following distribution date will be held in the Capital Account and not distributed until the next distribution date applicable to the Capital Account. The Trustee shall not be required to make a distribution from the Capital Account unless the cash balance on deposit therein available for distribution shall be sufficient to distribute at least \$1.00 per 100 Units. The Trustee is not required to pay interest on funds held in the Capital or Income Accounts (but may itself earn interest thereon and therefore benefits from the use of such funds). The Trustee is authorized to reinvest any funds held in the Capital or Income Accounts, pending distribution, in U.S. Treasury obligations which mature on or before the next applicable distribution date. Any obligations so acquired must be held until they mature and proceeds therefrom may not be reinvested.

The distribution to the Unitholders as of each record date will be made on the following distribution date or shortly thereafter and shall consist of an amount substantially equal to such portion of the Unitholders' pro rata share of the dividend distributions then held in the Income Account after deducting estimated expenses. Because dividends are not received by the Trust at a constant rate throughout the year, such distributions to Unitholders are expected to fluctuate. Persons who purchase Units will commence receiving distributions only after such person becomes a record owner. Notification to the Trustee of the transfer of Units is the responsibility of the purchaser, but in the normal course of business such notice is provided by the selling broker-dealer.

As of the first day of each month, the Trustee will deduct from the Income Account of the Trust and, to the extent funds are not sufficient therein, from the Capital Account of the Trust amounts necessary to pay the expenses of the Trust (as determined on the basis set forth under "Trust Operating Expenses"). The Trustee also may withdraw from said accounts such amounts, if any, as it deems necessary to establish a reserve for any governmental charges payable out of the Trust. Amounts so withdrawn shall not be considered a part of the Trust's assets until such time as the Trustee shall return all or any part of such amounts to the appropriate accounts. In addition, the Trustee may withdraw from the Income and Capital Accounts of the Trust such amounts as may be necessary to cover redemptions of Units.

**DISTRIBUTION REINVESTMENT.** Kemper Financial Services, Inc. ("KFS"), an affiliate of the Sponsor, is the investment manager and principal underwriter of several front-end load mutual funds. Each Unitholder of the Trust Fund may elect to have distributions of capital (including capital gains, if any) or dividends or both automatically invested without charge in shares of any one of these funds, other

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than those Kemper-advised mutual funds sold with a contingent deferred sales charge. Since the portfolio securities and investment objectives of such Kemper-advised mutual funds generally will differ significantly from those of the Trust Fund, Unitholders should carefully consider the consequences before selecting such mutual funds for reinvestment. Detailed information with respect to the investment objectives and the management of such mutual funds is contained in their respective prospectuses, which can be obtained from the Sponsor upon request. An investor should read the prospectus of the reinvestment fund selected prior to making the election to reinvest. Unitholders who desire to have such distributions automatically reinvested should inform their broker at the time of purchase or should file with the Program Agent referred to below a written notice of election.

Unitholders who are receiving distributions in cash may elect to participate in

distribution reinvestment by filing with the Program Agent an election to have such distributions reinvested without charge. Such election must be received by the Program Agent at least ten days prior to the Record Date applicable to any distribution in order to be in effect for such Record Date. Any such election shall remain in effect until a subsequent notice is received by the Program Agent. See "Unitholders--Distributions to Unitholders."

The Program Agent is Investors Fiduciary Trust Company. All inquiries concerning participation in distribution reinvestment should be directed to the Kemper Service Company, service agent for the Program Agent at P.O. Box 419430, Kansas City, Missouri 64141-6430, telephone (800) 422-2848.

STATEMENTS TO UNITHOLDERS. With each distribution, the Trustee will furnish or cause to be furnished to each Unitholder a statement of the amount of income and the amount of other receipts, if any, which are being distributed, expressed in each case as a dollar amount per Unit.

The accounts of the Trust Fund are required to be audited annually, at the Trust Fund's expense, by independent public accountants designated by such Sponsor, unless the Sponsor determines that such an audit would not be in the best interest of the Unitholders of the Trust Fund. The accountants' report will be furnished by the Trustee to any Unitholder of the Trust Fund upon written request. Within a reasonable period of time after the end of each calendar year, the Trustee shall furnish to each person who at any time during the calendar year was a Unitholder of the Trust Fund a statement, covering the calendar year, setting forth for the Trust Fund:

A. As to the Income Account:

1. Income received;
2. Deductions for applicable taxes and for fees and expenses of the Trust and for redemptions of Units, if any; and
3. The balance remaining after such distributions and deductions, expressed in each case both as a total dollar amount and as a dollar amount representing the pro rata share of each Unit outstanding on the last business day of such calendar year; and

B. As to the Capital Account:

1. The dates of disposition of any Securities (other than pursuant to Distribution In Kind) and the net proceeds received therefrom;
2. The results of Distributions In Kind in connection with redemptions of Units, if any;

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3. Deductions for payment of applicable taxes and fees and expenses of the Trust held for distribution to Unitholders of record as of a date prior to the determination; and

4. The balance remaining after such distributions and deductions expressed both as a total dollar amount and as a dollar amount representing the pro rata share of each Unit outstanding on the last business day of such calendar year; and

C. The following information:

1. A list of the Securities as of the last business day of such calendar year;
2. The number of Units outstanding on the last business day of such calendar year;
3. The Redemption Price based on the last evaluation made during such calendar year;
4. The amount actually distributed during such calendar year from the Income and Capital Accounts separately stated, expressed both as total dollar amounts and as dollar amounts per Unit outstanding on the Record Dates for each such distribution.

RIGHTS OF UNITHOLDERS. A Unitholder may at any time tender Units to the Trustee for redemption. The death or incapacity of any Unitholder will not operate to terminate the Trust Fund nor entitle legal representatives or heirs to claim an accounting or to bring any action or proceeding in any court for partition or winding up of the Trust Fund.

No Unitholder shall have the right to control the operation and management of the Trust Fund in any manner, except to vote with respect to the amendment of the Trust Agreement or termination of the Trust Fund.

INVESTMENT SUPERVISION



The Trust Fund is a unit investment trust and is not an "actively managed" fund. Traditional methods of investment management for a managed fund typically involve frequent changes in a portfolio of securities on the basis of economic, financial and market analyses. The portfolio of the Trust 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, the Sponsor may direct the Trustee to dispose of Securities upon default in payment of amounts due on debt obligations of the issuer of the Securities or upon a decline in price or the occurrence of other market or credit factors that in the opinion of the Sponsor would make the retention of such Securities in the Trust Fund detrimental to the interest of the Unitholders. If the Trustee disposes of such Securities, the Trustee cannot use the proceeds of the sale to purchase additional Securities to be included in the Trust. Any proceeds must be distributed directly to the Unitholders on a pro rata basis.

The Trustee may sell Securities, designated by the Sponsor, from the Trust Fund for the purpose of redeeming Units of the Trust Fund tendered for redemption and the payment of expenses.

#### ADMINISTRATION OF THE TRUST

THE TRUSTEE. The Trustee, Investors Fiduciary Trust Company, is a trust company specializing in investment related services, organized and existing under the laws of Missouri, having its trust office at 127 West 10th Street, Kansas City, Missouri 64105. The Trustee is subject to supervision and examination by the Division of Finance of the State of Missouri and the Federal Deposit Insurance

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Corporation. Investors Fiduciary Trust Company is jointly owned by DST Systems, Inc. and Kemper Financial Services, Inc., an affiliate of the Sponsor.

The Trustee, whose duties are ministerial in nature, has not participated in selecting the portfolio of the Trust Fund. For information relating to the responsibilities of the Trustee under the Trust Agreement, reference is made to the material set forth under "Unitholders."

In accordance with the Trust Agreement, the Trustee shall keep records of all transactions at its office. Such records shall include the name and address of, and the number of Units held by, every Unitholder of the Trust Fund. Such books and records shall be open to inspection by any Unitholder of the Trust Fund at all reasonable times during usual business hours. The Trustee shall make such annual or other reports as may from time to time be required under any applicable state or Federal statute, rule or regulation. The Trustee shall keep a certified copy or duplicate original of the Trust Agreement on file in its office available for inspection at all reasonable times during usual business hours by any Unitholder, together with a current list of the Securities held in the Trust Fund. Pursuant to the Trust Agreement, the Trustee may employ one or more agents for the purpose of custody and safeguarding of Securities comprising the Trust Fund.

Under the Trust Agreement, the Trustee or any successor trustee may resign and be discharged of the trust created by the Trust Agreement by executing an instrument in writing and filing the same with the Sponsor.

The Trustee or successor trustee must mail a copy of the notice of resignation to all Unitholders then of record, not less than sixty days before the date specified in such notice when such resignation is to take effect. The Sponsor upon receiving notice of such resignation is obligated to appoint a successor trustee promptly. If, upon such resignation, no successor trustee has been appointed and has accepted the appointment within thirty days after notification, the retiring Trustee may apply to a court of competent jurisdiction for the appointment of a successor. In case the Trustee becomes incapable of acting or is adjudged a bankrupt or is taken over by public authorities, the Sponsor may remove the Trustee and appoint a successor trustee as provided in the Trust Agreement. Notice of such removal and appointment shall be mailed to each Unitholder by the Sponsor. Upon execution of a written acceptance of such appointment by such successor trustee, all the rights, powers, duties and obligations of the original Trustee shall vest in the successor. The Trustee must be a corporation organized under the laws of the United States, or any state thereof, be authorized under such laws to exercise trust powers and have at all times an aggregate capital, surplus and undivided profits of not less than \$5,000,000.

THE SPONSOR. The Sponsor, Kemper Unit Investment Trusts, with an office at 77 West Wacker Drive, 5th Floor, Chicago, Illinois 60601, (800) 621-5024, is a service of Kemper Securities, Inc. which is a wholly-owned subsidiary of Kemper Financial Companies, Inc. which, in turn, is a wholly-owned subsidiary of Kemper Corporation. The Sponsor acts as underwriter of a number of other Kemper unit investment trusts and will act as underwriter of any other unit investment trust products developed by the Sponsor in the future. As of April 30, 1993, the total stockholder's equity of Kemper Securities, Inc. was \$426,125,017 (unaudited).

If at any time the Sponsor shall fail to perform any of its duties under the Trust Agreement or shall become incapable of acting or shall be adjudged a bankrupt or insolvent or shall have its affairs 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 not exceeding such reasonable amounts as may be prescribed by the Securities and Exchange Commission, or (b) terminate the Trust

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Agreement and liquidate the Trust Fund as provided therein, or (c) continue to act as Trustee without terminating the Trust Agreement.

The foregoing financial information with regard to the Sponsor relates to the Sponsor only and not to the Trust Fund. Such information is included in this Prospectus only for the purpose of informing investors as to the financial responsibility of the Sponsor and its ability to carry out its contractual obligations with respect to the Trust Fund. More comprehensive financial information can be obtained upon request from the Sponsor.

THE EVALUATOR. Kemper Unit Investment Trusts, the Sponsor, also serves as Evaluator. The Evaluator may resign or be removed by the Trustee in which even the Trustee is to use its best efforts to appoint a satisfactory successor. Such resignation or removal shall become effective upon acceptance of appointment by the successor evaluator. If upon resignation of the Evaluator no successor has accepted appointment within thirty days after notice of resignation, the Evaluator may apply to a court of competent jurisdiction for the appointment of a successor. Notice of such resignation or removal and appointment shall be mailed by the Trustee to each Unitholder.

AMENDMENT AND TERMINATION. The Trust Agreement may be amended by the Trustee and the Sponsor without the consent of any of the Unitholders: (1) to cure any ambiguity or to correct or supplement any provision which may be defective or inconsistent; (2) to change any provision thereof as may be required by the Securities and Exchange Commission or any successor governmental agency; or (3) to make such provisions as shall not adversely affect the interests of the Unitholders. The Trust Amendment with respect to the Trust Fund may also be amended in any respect by the Sponsor and the Trustee, or any of the provisions thereof may be waived, with the consent of the holders of Units representing 66 2/3% of the Units then outstanding of the Trust Fund, provided that no such amendment or waiver will reduce the interest of any Unitholder thereof without the consent of such Unitholder or reduce the percentage of Units required to consent to any such amendment or waiver without the consent of all Unitholders of the Trust Fund. In no event shall the Trust Agreement be amended to increase the number of Units of the Trust Fund issuable thereunder or to permit the acquisition of any Securities in addition to or in substitution for those initially deposited in the Trust Fund, except in accordance with the provisions of the Trust Agreement. The Trustee shall promptly notify Unitholders of the substance of any such amendment.

The Trust Agreement provides that the Trust Fund shall terminate upon the liquidation, redemption or other disposition of the last of the Securities held in the Trust Fund but in no event is it to continue beyond the Mandatory Termination Date set forth under "Essential Information." If the value of the Trust Fund shall be less than the applicable minimum value stated under "Essential Information" (40% of the aggregate value of the Securities--based on the value at the date of deposit of such Securities into the Trust Fund), the Trustee may, in its discretion, and shall, when so directed by the Sponsor, terminate the Trust Fund. The Trust Fund may be terminated at any time by the holders of Units representing 66 2/3% of the Units thereof then outstanding.

No later than the date specified under "Liquidation Period" set forth under "Essential Information," the Trustee will begin to sell all of the underlying Securities on behalf of Unitholders in connection with the termination of the Trust Fund. The Sponsor has agreed to assist the Trustee in these sales. The sale proceeds will be net of any incidental expenses involved in the sales.

The Sponsor will attempt to sell the Securities as quickly as it can during the Liquidation Period without in its judgment materially adversely affecting the market price of the Securities, but it is expected that all of the Securities will in any event be disposed of by the end of the Liquidation

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Period. The Sponsor does not anticipate that the period will be longer than one month, and it could be as short as one day, depending on the liquidity of the Securities being sold. The liquidity of any Security depends on the daily trading volume of the Security and the amount that the Sponsor has available for sale on any particular day.

It is expected (but not required) that the Sponsor will generally follow the following guidelines in selling the Securities: for highly liquid Securities,

the Sponsor will generally sell Securities on the first day of the Liquidation Period; for less liquid Securities, on each of the first two days of the Liquidation Period, the Sponsor will generally sell any amount of any underlying Securities at a price no less than 1/2 of one point under the last closing sale price of those Securities. Thereafter, the price limit will increase to one point under the last closing sale price. After four days, the Sponsor currently intends to sell at least a fraction of the remaining underlying Securities, the numerator of which is one and the denominator of which is the total number of days remaining (including that day) in the Liquidation Period without any price restrictions. Of course, no assurances can be given that the market value of the Securities will not be adversely affected during the Liquidation Period.

Any Unitholder who wishes to receive a Distribution In Kind at the termination of the Trust and who otherwise qualifies for such a distribution (see "Redemption") must notify the Trustee no later than the date indicated under "Redemption In Kind" on page 3 of this Prospectus.

In the event of termination of the Trust Fund, written notice thereof will be sent by the Trustee to all Unitholders of the Trust Fund. Within a reasonable period after termination, the Trustee will sell any Securities remaining in the Trust Fund and, after paying all expenses and charges incurred by the Trust Fund, will distribute to Unitholders thereof (upon surrender for cancellation of certificates for Units, if issued) their pro rata share of the balances remaining in the Income and Capital Accounts of the Trust Fund.

**LIMITATIONS ON LIABILITY.** The Sponsor: The Sponsor is liable for the performance of its obligations arising from its responsibilities under the Trust Agreement, but will be under no liability to the Unitholders for taking any action or refraining from any action in good faith pursuant to the Trust Agreement or for errors in judgment, except in cases of its own gross negligence, bad faith or willful misconduct or its reckless disregard for its duties thereunder. The Sponsor shall not be liable or responsible in any way for depreciation or loss incurred by reason of the sale of any Securities.

**The Trustee:** The Trust Agreement provides that the Trustee shall be under no liability for any action taken in good faith in reliance upon prima facie properly executed documents or for the disposition of monies, Securities or certificates except by reason of its own gross negligence, bad faith or willful misconduct, or its reckless disregard for its duties under the Trust Agreement, nor shall the Trustee be liable or responsible in any way for depreciation or loss incurred by reason of the sale by the Trustee of any Securities. In the event that the Sponsor shall fail to act, the Trustee may act and shall not be liable for any such action taken by it 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 thereof. In addition, the Trust Agreement contains other customary provisions limiting the liability of the Trustee.

**The Evaluator:** The Trustee and Unitholders may rely on any evaluation furnished by the Evaluator and shall have no responsibility for the accuracy thereof. The Trust Agreement provides that the determinations made by the Evaluator 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 or Unitholders for errors in judgment, but shall be liable only for its gross negligence, bad faith or willful misconduct or its reckless disregard for its obligations under the Trust Agreement.

#### EXPENSES OF THE TRUST

The Sponsor will not charge the Trust any fees for services performed as Sponsor. The Sponsor will receive a portion of the sale commissions paid in connection with the purchase of Units and will share in profits, if any, related to the deposit of Securities in the Trust Fund. The Sponsor has borne all the expenses of creating and establishing the Trust including the cost of the initial preparation, printing and execution of the Prospectus, Trust Agreement and certificates, legal and accounting expenses, advertising and selling expenses, payment of closing fees, the expenses of the Trustee and other out-of-pocket expenses.

The Trustee receives for its services that fee set forth under "Essential Information." The Trustee's fee which is calculated monthly is based on the largest number of Units outstanding during the calendar year for which such compensation relates. The Trustee's fees are payable monthly on or before the fifteenth day of the month from the Income Account to the extent funds are available and then from the Capital Account. The Trustee benefits to the extent there are funds for future distributions, payment of expenses and redemptions in the Capital and Income Accounts since these Accounts are non-interest bearing and the amounts earned by the Trustee are retained by the Trustee. Part of the Trustee's compensation for its services to the Trust Fund is expected to result from the use of these funds.

For evaluation of Securities in the Trust Fund, the Evaluator shall receive that fee set forth under "Essential Information", payable monthly, based upon the largest number of Units outstanding during the calendar year for which such compensation relates.

The Trustee's fees and the Evaluator's fees are deducted from the Income Account of the Trust Fund to the extent funds are available and then from the Capital Account. Each such fee may be increased without approval of Unitholders by amounts not exceeding a proportionate increase in the Consumer Price Index or any equivalent index substituted therefor.

The following additional charges are or may be incurred by the Trust Fund: (a) fees for the Trustee's extraordinary services; (b) expenses of the Trustee (including legal and auditing expenses, but not including any fees and expenses charged by an agent for custody and safeguarding of Securities) and of counsel, if any; (c) various governmental charges; (d) expenses and costs of any action taken by the Trustee to protect the Trust or the rights and interests of the Unitholders; (e) indemnification of the Trustee for any loss, liability or expense incurred by it in the administration of the Trust not resulting from gross negligence, bad faith or willful misconduct on its part or its reckless disregard for its obligations under the Trust Agreement; (f) indemnification of the Sponsor for any loss, liability or expense incurred in acting in that capacity without gross negligence, bad faith or willful misconduct or its reckless disregard for its obligations under the Trust Agreement; and (g) expenditures incurred in contacting Unitholders upon termination of the Trust Fund. The fees and expenses set forth herein are payable out of the Trust Fund and, when owing to the Trustee, are secured by a lien on the Trust Fund. Since the Securities are all common stocks, and the income stream produced by dividend payments, if any, is unpredictable, the Sponsor cannot provide any assurance that dividends will be sufficient to meet any or all expenses of the Trust Fund. If the balances in the Income and Capital Accounts are insufficient to provide for amounts payable by the Trust, the Trustee has the power to sell Securities to pay such amounts. These sales may result in capital gains or losses to Unitholders. See "Federal Tax Status."

LEGAL OPINIONS

The legality of the Units offered hereby and certain matters relating to Federal tax law have been passed upon by Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603, as counsel for the Sponsor.

INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The statement of condition and the related portfolio at the Initial Date of Deposit included in this Prospectus have been audited by Grant Thornton, independent certified public accountants, as set forth in their report in the Prospectus, and are included herein in reliance upon the authority of said firm as experts in accounting and auditing.

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

UNITHOLDERS

KEMPER EQUITY PORTFOLIO TRUSTS,

SERIES 6 (OIL AND ENERGY GROWTH SERIES)

We have audited the accompanying statement of condition and the related portfolio of Kemper Equity Portfolio Trusts, Series 6 (Oil and Energy Growth Series), as of January , 1994. The statement of condition and portfolio are the responsibility of the Sponsor. Our responsibility is to express an opinion on such financial statements 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 statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of the Securities at January , 1994 and a letter of credit deposited to purchase Securities by correspondence with the Trustee. An audit also includes assessing the accounting principles used and significant estimates

made by the Sponsor, as well as evaluating the overall financial statement presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Kemper Equity Portfolio Trusts, Series 6 (Oil and Energy Growth Series) as of January , 1994, in conformity with generally accepted accounting principles.

GRANT THORNTON

Chicago, Illinois

January , 1994

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KEMPER EQUITY PORTFOLIO TRUSTS,

SERIES 6 (OIL AND ENERGY GROWTH SERIES)

STATEMENT OF CONDITION

AT THE OPENING OF BUSINESS ON JANUARY , 1994, THE INITIAL DATE OF DEPOSIT

<TABLE>	
<CAPTION>	
TRUST PROPERTY	
<S>	
Securities deposited in the Trust (1).....	\$
Contracts to purchase Securities (1)(2).....	-----
Total.....	\$
	-----
Number of Units.....	-----
	-----
INTEREST OF UNITHOLDERS	
Cost to investors (3).....	\$
Less: Gross underwriting commission (3).....	-----
Net interest to unitholders (1)(2)(3).....	\$
	-----

</TABLE>

NOTES:

- (1) Aggregate cost of the Securities listed in the Portfolio is based on offering side evaluations as determined by the Trustee.
- (2) An irrevocable letter of credit issued by Chemical Bank has been deposited with the Trustee covering the funds (aggregating \$ ) necessary for the purchase of the Securities in the Trust Fund represented by purchase contracts.
- (3) The aggregate cost to investors includes a sales charge computed at the rate of 4.0% of the Public Offering Price (equivalent to 4.167% of the net amount invested) assuming no reduction of sales charges for quantity purchases.

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KEMPER EQUITY PORTFOLIO TRUSTS,

SERIES 6 (OIL AND ENERGY GROWTH SERIES)

PORTFOLIO AS OF THE INITIAL DATE OF DEPOSIT:

<TABLE>  
<CAPTION>

NAME OF ISSUER OF SECURITIES DEPOSITED OR CONTRACTED FOR(1)	APPROXIMATE PERCENTAGE OF PORTFOLIO (1) (4)	SYMBOL	NUMBER OF SHARES	PRICE PER SHARE	AGGREGATE COST OF SECURITIES TO TRUST (2)	MARKET CAPITALIZATION MILLIONS OF \$(3)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Anadarko Petroleum Corporation....	4.00-5.00%	APC				
Apache Corporation.....	4.00-5.00%	APA				
British Petroleum Company, Plc. (ADR).....	4.00-5.00%	BP				
Burlington Resources, Inc. ....	4.00-5.00%	BR				
Chevron Corporation.....	4.00-5.00%	CHV				
Cross Timbers Oil Company.....	4.00-5.00%	XTO				
Devon Energy Corporation.....	4.00-5.00%	DVN				
Enron Oil & Gas Company.....	4.00-5.00%	EOG				
Exxon Corporation.....	4.00-5.00%	XON				
Kerr-McGee Corporation.....	4.00-5.00%	KMG				
Louisiana Land & Exploration Company .....	4.00-5.00%	LLX				
Mitchell Energy & Development....	4.00-5.00%	MND/A				
Mobil Corporation.....	4.00-5.00%	MOB				
Murphy Oil Corporation.....	4.00-5.00%	MUR				
Noble Affiliates, Inc. ....	4.00-5.00%	NBL				
Oryx Energy Company.....	4.00-5.00%	ORX				
Philips Petroleum Company.....	4.00-5.00%	P				
St. Mary Land and Exploration Company .....	4.00-5.00%	MARY				
Santa Fe Energy Resources, Inc. ....	4.00-5.00%	SFR				
Societe Nationale Elf Aquitaine (ADR).....	4.00-5.00%	ELF				
Unocal Corporation.....	4.00-5.00%	UCL				
Vintage Petroleum, Inc.....	4.00-5.00%	VPI				
Wiser Oil Company.....	4.00-5.00%	WZR				
	-----		-----		-----	
	100.00%		-----		-----	
	-----		-----		-----	

</TABLE>

NOTES TO PORTFOLIO

- (1) All or a portion of the Securities have been deposited in the Trust. Any undelivered Securities are represented by "regular way" contracts for the performance of which an irrevocable letter of credit has been deposited with the Trustee. At the Initial Date of Deposit, the Sponsor has assigned to the Trustee all of its rights, title and interest in and to such undelivered Securities. Contracts to purchase Securities were entered into on \_\_\_\_\_ and all have expected settlement dates on \_\_\_\_\_ (see "The Trust Fund"). Percentages are based on the cost of Securities to the Trust Fund.
- (2) The market value of each Security is based on the closing offer price on a national securities exchange if the Security is listed thereon or, if not so listed, then on the over-the-counter market, in each case, on the day prior to the Initial Date of Deposit. As of the Initial Date of Deposit the aggregate cost of the Securities to the Sponsor was \$ \_\_\_\_\_ and its gross profit (loss) was \$( \_\_\_\_\_ ).
- (3) Source: Bloomberg L.P.
- (4) The final portfolio may contain additional Securities each of which will not exceed approximately 4-5% of the portfolio. In addition, the Sponsor may choose not to include certain Securities listed above in the final portfolio. The portfolio percentages listed above are approximate amounts and may vary in the final portfolio.

This Registration Statement comprises the following papers and documents:

- The facing sheet
- The Cross-Reference Sheet
- The Prospectus
- The signatures

The following exhibits:

- 1.1 Form of Trust Indenture and Agreement for Kemper Equity Portfolio Trust, Series 6 (to be filed by amendment).
- 1.1.1 Standard Terms and Conditions of Trust for Kemper Equity Portfolio Trust, Series 6. Reference is made to Exhibit 1.1.1 to the Registration Statement on Form S-6 with respect to Kemper Equity Portfolio Trust, Series 1 (Registration No. 33-32470) as filed on January 5, 1990.
- 1.2 Certificate of Incorporation of Kemper Unit Investment Trusts. Reference is made to Exhibit 1.2 to the Registration Statement on Form S-6, with respect to Kemper Government Securities Trust (Registration No. 33-26754) as filed on February 14, 1989.
- 1.3 By-laws of Kemper Capital Markets, Inc. Reference is made to Exhibit 1.3 to the Registration Statement on Form S-6, with respect to Kemper Government Securities Trust (Registration No. 33-26754) as filed on February 14, 1989.
- 2.1 Form of Certificate of Ownership (pages three to nine, inclusive, of the Standard Terms and Conditions of Trust included as Exhibit 1.1.1.)
- 3.1 Opinion of counsel to the Sponsor as to legality of the securities being registered including a consent to the use of its name under the headings "Tax Status" and "Legal Opinions" in the Prospectus and opinion of counsel as to Federal income tax status of the securities being registered and certain Missouri tax matters (to be filed by amendment).
- 4.1 Consent of Moody's Investors Service, Inc. (to be filed by amendment).
- 4.2 Consent of Muller Data Corporation (to be filed by amendment).
- 4.3 Consent of Grant Thornton (to be filed by amendment).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Kemper Equity Portfolio Trust, Series 6 has duly caused this Amendment No 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Chicago, and State of Illinois, on the 5th day of January, 1994.

KEMPER EQUITY PORTFOLIO TRUST,  
SERIES 6  
Registrant

By: Kemper Unit Investment Trust  
Depositor

By /s/ C. PERRY MOORE

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the Registration Statement has been signed below on January 5, 1994 by the following persons, who constitute a majority of the Board of Directors of Kemper Unit Investment Trusts.

<TABLE>  
<CAPTION>

Signature -----	Title -----
<S> JAMES R. BORIS	<C> Chairman and Chief Executive Officer
----- JAMES R. BORIS	
DONALD F. ELLER	Senior Executive Vice President and Director
----- DONALD F. ELLER	
STANLEY R. FALLIS	Senior Executive Vice President, Chief

----- STANLEY R. FALLIS -----	Financial Officer and Director
FRANK V. GEREMIA ----- FRANK V. GEREMIA -----	Senior Executive Vice President and Director
DAVID B. MATHIS ----- DAVID B. MATHIS -----	Director
ROBERT T. JACKSON ----- ROBERT T. JACKSON -----	Director
JAY B. WALTERS ----- JAY B. WALTERS -----	Senior Executive Vice President and Director
FREDERICK C. HOSKEN ----- FREDERICK C. HOSKEN -----	Senior Executive Vice President and Director
CHARLES M. KIERSCHT ----- CHARLES M. KIERSCHT -----	Director
ARTHUR J. MCGIVERN ----- ARTHUR J. MCGIVERN -----	Director

</TABLE>

/s/ C. PERRY MOORE  
C. Perry Moore

C. Perry Moore signs this document pursuant to Power of Attorney filed with the Securities and Exchange Commission with (a) Amendment No. 1 to the Registration Statement on Form S-6 for Kemper Tax-Exempt Insured Income Trust, Series A-70 and Multi-State Series 28 and Kemper Tax-Exempt Income Trust, Multi-State Series 42 (Registration No. 33-35425), and (b) Amendment No. 1 to the Registration Statement on Form S-6 for Kemper Tax-Exempt Insured Income Trust, Series A-72 and Multi-State Series 30 (Registration No. 33-37178), and (c) Amendment No. 1 to the Registration Statement on Form S-6 for Kemper Tax-Exempt Insured Income Trust, Multi-State Series 51 (Registration No. 33-48398).