

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

| OMB APPROVAL | |
|---|------------------|
| OMB Number: | 3235-0184 |
| Expires: | January 31, 2008 |
| Estimated average burden hours per response. . . . | 35.00 |

FORM S-6

[FACING SHEET]

**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:
B. Name of depositor:
C. Complete address of depositor's principal executive offices:
D. Name and complete address of agent for service:

It is proposed that this filing will become effective (check appropriate box)

- immediately upon filing pursuant to paragraph (b)
 on (date) pursuant to paragraph (b)
 60 days after filing pursuant to paragraph (a)(1)
 on (date) pursuant to paragraph (a)(1) of rule 485.

If appropriate, check the following box:

- this post-effective amendment designates a new effective date for a previously filed post-effective amendment.

- E. Title of securities being registered:
F. Approximate date of proposed public offering:
 Check box if it is proposed that this filing will become effective on (date) at (time) pursuant to Rule 487.

GENERAL INSTRUCTIONS

Instruction 1. Rule as to Use of Form S-6.

This form may be used for registration under the Securities Act of 1933 of securities of any unit investment trust registered under the Investment Company Act of 1940 on form N-8B-2.

Instruction 2. Compliance with Requirements.

The registrant should read carefully every provision of this form and should consider the applicability of the General Rules and Regulations under the Act, particularly regulation C thereof. The registration statement will not be accepted for filing unless it is prepared, executed and filed substantially in accordance with the requirements contained in this form and in the General Rules and Regulations.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Instruction 3. Contents of Registration Statement.

- (a) The registration statement shall consist of the following:
 - (1) The facing sheet.
 - (2) A prospectus containing the information specified in the instructions hereinafter set forth.
 - (3) The undertaking required by Section 15(d) of the Securities Exchange Act of 1934, the form of which is hereinafter set forth.
 - (4) A list of the papers and documents comprising the registration statement.
 - (5) The signatures to the registration statement.
 - (6) The written consents referred to in instruction 4, below.
 - (7) The exhibits specified in the instructions as to exhibits set forth at the end of the form.
- (b) The papers and documents comprising the registration statement shall be assembled and filed in the order indicated above. Two extra copies of the prospectus shall be filed to make up the five copies required by rule 800(a).
- (c) These general instructions and the instructions as to the prospectus and as to exhibits are to be entirely omitted from the registration statement as filed with the Commission.

Instruction 4. Written Consents.

- (a) Section 7 of the Securities Act of 1933 requires the filing of written consents of certain experts. Rule 670 and 671 govern respectively the filing of such written consents and application to dispense with the filing thereof. Any such expert who is referred to or quoted in the prospectus shall specifically consent to such reference or quotation.
- (b) Rule 672 requires the filing of written consents of persons who have not signed the registration statement but who are named therein as about to become directors of the registrant.

INSTRUCTIONS AS TO THE PROSPECTUS

Instruction 1. Information to be Contained in Prospectus.

A prospectus for securities registered on this form shall contain the following information:

- (a) The information which would be required by the items of form N-8B-2 if a registration statement on that form were currently being filed, except items 7, 8, 36, 41 (b) and (c), 56, 57, 58 and 59.
- (b) The following financial statements for the trust, prepared in accordance with the applicable provisions of regulation S-X:
 - (1) A statement of condition as of a date within 90 days prior to the date of filing. If this statement is not certified, there shall also be included a certified statement of condition as of a date within one year prior to the date of filing.
 - (2) Statements of income and other distributable funds for the last three fiscal years and any subsequent period up to the date of the latest statement of condition, certified to the date of the latest certified statement of condition.

Notwithstanding paragraphs (1) and (2), all schedules may be omitted from the prospectus, except the information required by columns A, F, G and H of Schedule I, and Schedules II, IV and V in support of the most recent financial statements filed for the trust.

- (c) The following financial statements for each depositor prepared in accordance with the provisions of item 59 (d) of form N-8B-2 and the applicable provisions of regulation S-X:
 - (1) A balance sheet as of a date within 90 days prior to the date of filing. If this balance sheet is not certified there shall also be included a certified balance sheet as of a date within one year prior to the date of filing.
 - (2) A profit and loss statement for the last fiscal year and for any subsequent period up to the date of the latest balance sheet, certified to the date of the latest certified balance sheet.

Notwithstanding paragraphs (1) and (2), all schedules may be omitted from the prospectus.

- (d) If any expert named in the registration statement as having prepared or certified any part thereof was employed for such purpose on a contingent basis or, at the time of such preparation or certification or at any time thereafter, had a substantial interest in the Company or any affiliated person or was connected with the Company or any affiliated person as a promoter, underwriter, voting trustee, director, officer, employee or affiliated person, furnish a brief statement of the nature of such contingent basis, interest, or connection.
- (e) The information, including financial statements, furnished pursuant to instruction 5 of the instructions as to exhibits, which would be required to be included in a prospectus for securities registered on the form on which the information is furnished.

Instruction 2. Presentation of Information.

The information required to be included in the prospectus need not follow the numerical sequence of the items of form N-8B-2. However, the information required by items 10, 11 and 13 of form N-8B-2 shall be set forth not further back than page three of the prospectus.

Instruction 3. Negative Answers.

If the answer to any item of form N-8B-2 required by instruction 1, above, to be included in the prospectus is “Not applicable”, “None”, or “No”, or otherwise in the negative and is not material, it may be omitted from the prospectus.

Instruction 4. Reconciliation and Tie.

A reconciliation and tie similar to that required by rule 801, giving a complete reconciliation and tie of the information shown in the prospectus with the items of form N-8B-2, shall be filed.

(Note.—None of the following matter is required to be included in the prospectus.)

UNDERTAKING TO FILE REPORTS

Subject to the terms and conditions of Section 15 (d) of the Securities Exchange Act of 1934, the undersigned registrant hereby undertakes to file with the Securities and Exchange Commission such supplementary and periodic information, documents, and reports as may be prescribed by any rule or regulation of the Commission heretofore or hereafter duly adopted pursuant to authority conferred in that section.

CONTENTS OF REGISTRATION STATEMENT

This registration statement comprises the following papers and documents:

- The facing sheet.
- The prospectus consisting of _____ pages.
- The undertaking to file reports.
- The signatures.
- Written consents of the following persons:
- The following exhibits:

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant, _____, (certifies that it meets all of the requirements for effectiveness of this Registration Statement pursuant to rule 485(b) under the Securities Act of 1933 and) has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the city of _____, and State of _____, on the _____ day of _____, _____.

ALTERNATIVE FORM OF SIGNATURE FOR FILINGS UNDER RULE 487

The registrant, _____, hereby identifies series (number(s) and type) of the trust for purposes of the representations required by rule 487 and represents the following:

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

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the city of _____, and State of _____, on the _____ day of _____, _____.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| <i>Signature</i> | <i>Title</i> | <i>Date</i> |
|------------------|--------------|-------------|
|------------------|--------------|-------------|

Instruction.

1. The registration statement shall be signed by the registrant and its principal executive officer or officers, its principal financial officer, its comptroller or principal accounting officer, and by at least a majority of its board of directors or persons performing similar functions.
2. If the registrant is a foreign or territorial person the registration statement shall also be signed by its duly authorized representative in the United States.
3. The name of each person signing the registration statement shall be typed or printed beneath his signature. Any person who occupies more than one of the specified positions shall sign separately in each capacity.

INSTRUCTIONS AS TO EXHIBITS

Subject to the rules as to incorporation by reference, the exhibits specified below shall be filed as a part of the registration statement. Exhibits shall be appropriately numbered or lettered for convenient reference. Exhibits incorporated by reference may bear the designation given in the previous filing.

1. Copies of all exhibits which would be required by paragraph A of the instructions as to exhibits in form N-8B-2 if a registration statement on that form were currently being filed.
2. An opinion of counsel as to the legality of the securities being registered.
3. All financial statements omitted from the prospectus pursuant to instruction 1(b) or 1(c) of the instructions as to the prospectus.

4. If more than 25% of the trust property underlying any class of securities being registered consists or is to consist of securities of a single issuer, or of two or more affiliated issuers, which are not registered and are not being registered under the Securities Act of 1933, furnish the information which would be required if the underlying securities were being registered. The information shall be furnished on the form appropriate for registration of the underlying securities and shall be accompanied by the financial statements, exhibits and other documents specified in that form. However, the facing sheet, the undertaking to file reports and the signatures required by the form on which the information is furnished may be omitted.