

NEW ISSUE

In the opinion of Bond Counsel, assuming continuing compliance with certain tax covenants, interest on the 1993 Bonds is excluded from gross income for federal income tax purposes under existing statutes, regulations, rulings and court decisions. However, see "Tax Matters" herein for a description of the alternative minimum tax imposed on corporations and certain other federal tax consequences of ownership of the 1993 Bonds. In the opinion of Bond Counsel, under existing statutes, interest on the 1993 Bonds is not included in Connecticut taxable income for purposes of the Connecticut income tax on individuals, trusts and estates.

\$50,000,000

State of Connecticut

Clean Water Fund Revenue Bonds, 1993 Series

Dated: January 1, 1993

**Due: April 1 and October 1,
as shown on the inside cover page**

The 1993 Bonds will be issued as registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York, which will act as securities depository for the 1993 Bonds. Individual purchases will be made in book-entry form, in the principal amount of \$5,000 or integral multiples thereof. Purchasers will not receive certificates representing their interest in the 1993 Bonds purchased. Principal of and interest on the 1993 Bonds will be payable by Shawmut Bank Connecticut, National Association (formerly known as The Connecticut National Bank), Hartford, Connecticut, as Trustee and Paying Agent or by the Shawmut Trust Company, New York, New York, as Paying Agent. So long as DTC is the registered owner of the 1993 Bonds, payments of the principal of and interest on the 1993 Bonds will be made directly to DTC. Disbursements of such payments to DTC Participants is the responsibility of DTC and disbursements of such payments to the beneficial owners is the responsibility of DTC Participants and Indirect Participants. See "DESCRIPTION OF THE 1993 BONDS—Book-Entry Only System." Interest on the 1993 Bonds will be payable on April 1 and October 1 of each year, commencing on April 1, 1993. The 1993 Bonds maturing October 1, 2012 will be subject to mandatory sinking fund redemption prior to maturity as described herein. The 1993 Bonds will not otherwise be subject to redemption.

The proceeds of the 1993 Bonds will be used to provide funds with which to make loans to Connecticut municipalities, for use in connection with the financing or refinancing of wastewater treatment projects. The 1993 Bonds are payable solely from funds pledged therefor pursuant to the Clean Water Fund Revenue Bond Program General Bond Resolution adopted December 7, 1990, as amended and supplemented, including loan repayments, earnings on investments held in the Debt Service Reserve Fund and maturing principal of and interest on investments held in the Interest Subsidy Fund, as described herein. Each loan shall be evidenced by a municipal obligation secured by a pledge of the municipality's full faith and credit and/or a dedicated source of revenue of such municipality. For additional information about the security for the 1993 Bonds, see "SECURITY FOR BONDS" herein.

The 1993 Bonds are special obligations of the State and shall not be payable from nor charged upon any funds other than the revenues or other receipts, funds or moneys pledged therefor pursuant to the Clean Water Fund Revenue Bond Program General Bond Resolution as provided in the State Act; nor shall the State or any political subdivision thereof be subject to any liability thereon except to the extent of such pledged revenues or the receipts, funds or moneys pledged therefor pursuant to such General Bond Resolution as provided in the State Act. The issuance of the 1993 Bonds shall not directly or indirectly or contingently obligate the State or any political subdivision thereof to levy or to pledge any form of taxation whatever therefor or to make any appropriation for their payment. The 1993 Bonds shall not constitute a charge, lien, encumbrance, mortgage, legal or equitable, upon any property of the State or of any political subdivision thereof, except as described in the General Bond Resolution.

A detailed maturity schedule is set forth on the inside cover page hereof.

The 1993 Bonds are offered subject to prior sale, when, as and if issued and received by the Underwriters, subject to the approval of the legality of the 1993 Bonds by Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, New York, New York, Bond Counsel and subject to certain other conditions. Certain legal matters will be passed upon for the Underwriters by Tarlow, Levy & Droney P.C., Farmington, Connecticut. It is expected that the 1993 Bonds will be available for delivery in New York, New York on or about January 28, 1993.

M ♦ R ♦ Beal & Company Lazard Frères & Co. Goldman, Sachs & Co.
Artemis Capital Group, Inc. Bear, Stearns & Co. Inc.
Dillon, Read & Co. Inc. Lehman Brothers
Merrill Lynch & Co. PaineWebber Incorporated
Prudential Securities Incorporated Reinoso and Company Incorporated
U.S. Securities, Inc.