

In the opinion of Bond Counsel, under existing law, assuming continued compliance with certain provisions of the Internal Revenue Code of 1986, as amended, interest on the Notes will not be included in the gross income of holders of the Notes for federal income tax purposes. Interest on the Notes will not constitute a preference item for the purpose of computation of the alternative minimum tax imposed on certain individuals and corporations, although interest on the Notes will be taken into account in computing the alternative minimum tax applicable to corporations. In the further opinion of Bond Counsel, the Notes, their transfer and the income therefrom, including any profit made on the sale thereof, are exempt from taxes imposed by existing Massachusetts laws, although the Notes and the interest thereon may be included in the measure of estate and inheritance taxes and of certain corporate excise and franchise taxes. See "Tax Exemption" herein.

\$72,000,000

**Massachusetts Water Resources Authority
 Bond Anticipation Notes
 1993 Series A**



Dated: Date of Delivery

Due: October 15, as shown below

The Notes will be issued as fully registered notes and, when issued, will be registered in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), New York, New York. Purchases of the Notes will be made in book-entry form only, in the denominations of \$5,000 or any integral multiple thereof, and no physical delivery of the Notes will be made to purchasers. So long as Cede & Co. is the registered owner of the Notes, principal and semi-annual interest (payable October 15 and April 15, commencing October 15, 1993) are payable to DTC by State Street Bank and Trust Company, Boston, Massachusetts, as Trustee. See "The Notes — Book-Entry Only System."

The Notes are not subject to redemption prior to maturity.

The Notes will constitute general obligations of the Massachusetts Water Resources Authority. In addition, the Notes will be secured as to interest by a subordinate lien on and pledge of certain revenues and other moneys of the Authority. Neither The Commonwealth of Massachusetts nor any political subdivision thereof shall be obligated to pay the principal of, premium or interest on any Notes and neither the faith and credit nor taxing power of the Commonwealth or of any political subdivision thereof is pledged to such payment. The Authority has no taxing power.

<u>Maturity</u>	<u>Amount</u>	<u>Interest Rate</u>	<u>Price</u>
1995	\$60,000,000	4½%	100%
1996	12,000,000	4.30	100

The Notes are offered when, as and if issued by the Authority and received by the Underwriters, subject to the approval of legality by Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Boston, Massachusetts, Bond Counsel, and certain other conditions. Certain legal matters will be passed upon for the Authority by its Special Counsel, Fitch, Wiley, Richlin & Tourse, P.C., Boston, Massachusetts, and for the Underwriters by Palmer & Dodge, Boston, Massachusetts. First Albany Corporation has acted as Financial Advisor to the Authority with respect to the Notes. Delivery of the Notes to DTC is expected in New York on or about June 1, 1993.

M•R• Beal & Company

Lehman Brothers

**Morgan Stanley & Co.
 Incorporated**

May 25, 1993

† See "Ratings" herein.