

MFS CHARTER INCOME TRUST  
Form N-CSR  
January 31, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF**  
**REGISTERED MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number 811-05822

**MFS CHARTER INCOME TRUST**

(Exact name of registrant as specified in charter)

**500 Boylston Street, Boston, Massachusetts 02116**

(Address of principal executive offices) (Zip code)

**Susan S. Newton**

**Massachusetts Financial Services Company**

**500 Boylston Street**

**Boston, Massachusetts 02116**

(Name and address of agents for service)

Registrant's telephone number, including area code: (617) 954-5000

Date of fiscal year end: November 30

Date of reporting period: November 30, 2011

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**ITEM 1. REPORTS TO STOCKHOLDERS.**

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MFS® Charter Income Trust

ANNUAL REPORT

*November 30, 2011*

MCR-ANN

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**MFS® CHARTER INCOME TRUST**

New York Stock Exchange Symbol: **MCR**

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**NOT FDIC INSURED   MAY LOSE VALUE   NO BANK GUARANTEE**

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## LETTER FROM THE CHAIRMAN AND CEO

Dear Shareholders:

We are indeed living through some volatile times. Economic uncertainty is everywhere, as it seems no place in the world has been unmoved by crisis. We have seen a devastating earthquake and tsunami that have led to disruptions in the Japanese markets and supply chains. Protests have

changed the face of the Middle East and left in their wake lingering tensions and resultant higher oil prices. We have seen debt limits tested in Europe and the United States and policymakers grappling to craft often unpopular monetary and fiscal responses at a time when consumers and businesses struggle with what appears to be a slowing global economy. On top of all of that, we have seen long-term U.S. debt lose its Standard & Poor's AAA rating and the long-term debt ratings of 15 eurozone nations put on negative watch.

When markets become volatile, managing risk becomes a top priority for investors and their advisors. At MFS® risk management is foremost in our minds in all market climates. Our analysts and portfolio managers keep risks firmly in mind when evaluating securities. Additionally, we have a team of quantitative analysts that measures and assesses the risk profiles of our portfolios and securities on an ongoing basis. The chief investment risk officer, who oversees the team, reports directly to the firm's president and chief investment officer so the risk associated with each portfolio can be assessed objectively and independently of the portfolio management team.

As always, we continue to be mindful of the many economic challenges faced at the local, national, and international levels. It is in times such as these that we want to remind investors of the merits of maintaining a long-term view, adhering to basic investing principles such as asset allocation and diversification, and working closely with their advisors to research and identify appropriate investment opportunities.

Respectfully,

**Robert J. Manning**

*Chairman and Chief Executive Officer*

*MFS Investment Management®*

*January 13, 2012*

The opinions expressed in this letter are subject to change, may not be relied upon for investment advice, and no forecasts can be guaranteed.

**Table of Contents****PORTFOLIO COMPOSITION****Portfolio structure (i)****Fixed income sectors (i)**

High Yield Corporates	57.2%
Emerging Markets Bonds	14.1%
High Grade Corporates	14.0%
Non-U.S. Government Bonds	13.2%
Commercial Mortgage-Backed Securities	5.4%
Mortgage-Backed Securities	4.5%
Collateralized Debt Obligations	0.9%
U.S. Government Agencies	0.7%
Asset-Backed Securities	0.3%
Floating Rate Loans	0.1%
U.S. Treasury Securities	(6.3)%

**Composition including fixed income credit quality (a)(i)**

AAA	7.4%
AA	6.4%
A	7.0%
BBB	20.5%
BB	25.1%
B	28.9%
CCC	9.3%
CC	0.2%
C	0.3%
U.S. Government	3.0%
Federal Agencies	5.2%
Not Rated	(9.2)%
Non-Fixed Income	0.5%
Cash & Other	(4.6)%

**Portfolio facts (i)**

Average Duration (d)	5.1
Average Effective Maturity (m)	7.3 yrs.

**Issuer country weightings (i)(x)**

United States	63.4%
Japan	3.9%
Brazil	3.5%
Italy	2.6%
United Kingdom	2.6%
Russia	2.2%
Canada	2.2%
Germany	1.6%
Mexico	1.6%
Other Countries	16.4%



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*Portfolio Composition continued*

- (a) For all securities other than those specifically described below, ratings are assigned to underlying securities utilizing ratings from Moody's, Fitch, and Standard & Poor's rating agencies and applying the following hierarchy: If all three agencies provide a rating, the middle rating (after dropping the highest and lowest ratings) is assigned; if two of the three agencies rate a security, the lower of the two is assigned. Ratings are shown in the S&P and Fitch scale (e.g., AAA). All ratings are subject to change. U.S. Government includes securities issued by the U.S. Department of the Treasury. Federal Agencies includes rated and unrated U.S. Agency fixed-income securities, U.S. Agency mortgage-backed securities, and collateralized mortgage obligations of U.S. Agency mortgage-backed securities. Not Rated includes fixed income securities, including fixed income futures, which have not been rated by any rating agency. Non-Fixed Income includes equity securities (including convertible bonds and equity derivatives) and commodities. Cash & Other includes cash, other assets less liabilities, offsets to derivative positions, and short-term securities. The fund may not hold all of these instruments. The fund is not rated by these agencies.
- (d) Duration is a measure of how much a bond's price is likely to fluctuate with general changes in interest rates, e.g., if rates rise 1.00%, a bond with a 5-year duration is likely to lose about 5.00% of its value due to the interest rate move.
- (i) For purposes of this presentation, the components include the market value of securities, and reflect the impact of the equivalent exposure of derivative positions. These amounts may be negative from time to time. The bond component will include any accrued interest amounts. Equivalent exposure is a calculated amount that translates the derivative position into a reasonable approximation of the amount of the underlying asset that the portfolio would have to hold at a given point in time to have the same price sensitivity that results from the portfolio's ownership of the derivative contract. When dealing with derivatives, equivalent exposure is a more representative measure of the potential impact of a position on portfolio performance than market value. Where the fund holds convertible bonds, these are treated as part of the equity portion of the portfolio.
- (m) In determining an instrument's effective maturity for purposes of calculating the fund's dollar-weighted average effective maturity, MFS uses the instrument's stated maturity or, if applicable, an earlier date on which MFS believes it is probable that a maturity-shortening device (such as a put, pre-refunding or prepayment) will cause the instrument to be repaid. Such an earlier date can be substantially shorter than the instrument's stated maturity.
- (x) Represents the portfolio's exposure to issuer countries as a percentage of a portfolio's total net assets. From time to time Cash & Other Net Assets may be negative due to borrowings for leverage transactions, timing of cash receipts, and/or equivalent exposure from any derivative holdings.

Percentages are based on net assets as of 11/30/11.

The portfolio is actively managed and current holdings may be different.



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## MANAGEMENT REVIEW

### Summary of Results

The MFS Charter Income Trust (the fund) is a closed-end fund and maintains a portfolio that includes investments primarily in high-yield and investment-grade corporate bonds, emerging markets debt securities, U.S. government securities, and international investment-grade debt securities.

For the twelve months ended November 30, 2011, shares of the fund provided a total return of 4.06%, at net asset value. This compares with a return of 4.09% for the fund's benchmark, the Barclays Capital U.S. High-Yield Corporate Bond 2% Issuer Capped Index. Effective September 15, 2011, the Barclays Capital U.S. High-Yield Corporate Bond 2% Issuer Capped Index replaced the Barclays Capital U.S. High-Yield Corporate Bond Index as the fund's primary benchmark. The Barclays Capital U.S. High-Yield Corporate Bond Index generated a return of 4.12% over the reporting period. The fund's other benchmark, the MFS Charter Income Trust Blended Index Current (the Blended Index), generated a return of 4.69%. The Blended Index reflects the blended returns of various fixed income market indices, with percentage allocations to each index designed to resemble the fixed income allocations of the fund. The market indices and related percentage allocations used to compile the Blended Index are set forth in the Performance Summary.

### Market Environment

Early in the period, the U.S. Federal Reserve (the Fed) responded to weak economic growth by loosening monetary policy further. More easing by the Fed improved market sentiment and drove risk-asset prices markedly higher. The December 2010 agreement on a surprisingly large (relative to expectations) expansionary U.S. fiscal package also boosted sentiment. During the subsequent several months, the renewed positive market sentiment, coupled with better indications of global macroeconomic activity, pushed many asset valuations to post-crisis highs. At the same time, the yields of the perceived safest global sovereign credits rose, indicating a renewed risk-seeking environment.

However, towards the middle of the period, a weakening macroeconomic backdrop and renewed concerns over peripheral euro zone sovereign debt caused a flight-to-quality move that pushed high-quality sovereign bond yields lower. In the U.S., concerns about sovereign debt default and the long-term sustainability of the trend in U.S. fiscal policy resulted in one agency downgrading U.S. credit quality. Amidst this turmoil, global equity markets declined sharply. As a result of these developments, global consumer and producer sentiment indicators fell precipitously and highly-rated sovereign bond yields hit multi-decade lows. Towards the end of the reporting period, uncertainty in financial markets spiked higher as markets more seriously contemplated the possible failure of the euro zone.

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*Management Review continued*

**Detractors from Performance**

Relative to the Blended Index, the fund's greater exposure to lower-quality corporate bonds, particularly to B and CCC rated (r) securities, detracted from relative performance as bonds in these credit quality sectors underperformed higher-quality issues over the reporting period.

The fund's greater relative exposure to corporate bonds in the *financial* sector, which underperformed the broad market amidst a weakening economic environment, also held back relative performance.

**Contributors to Performance**

The fund's return from yield, which was greater than that of the Blended Index, was a key contributor to relative performance.

The fund's lesser exposure to emerging markets debt, particularly to Turkish bonds, also aided relative results as this market segment turned in weak performance over the reporting period. Yield curve (y) positioning, particularly the fund's greater exposure to bonds with long term maturities was another area of relative strength.

The fund employs leverage which has been created through the use of loan agreements. To the extent that investments are purchased through leverage, the fund's net asset value will increase or decrease at a greater rate than a comparable unleveraged fund. During the reporting period, the fund's leverage enhanced absolute positive performance.

Respectfully,

William Adams  
Portfolio Manager

David Cole  
Portfolio Manager

Richard Hawkins  
Portfolio Manager

Matthew Ryan  
Portfolio Manager

*Note to Shareholders: Effective May 1, 2011, William Adams replaced John Addeo as a co-manager of the fund.*

(r) Bonds rated BBB, Baa, or higher are considered investment grade; bonds rated BB, Ba, or below are considered non-investment grade. The source for bond quality ratings is Moody's Investors Service, Standard & Poor's and Fitch, Inc. and are applied using the following hierarchy: If all three agencies provide a rating, the middle rating (after dropping the highest and lowest ratings) is assigned; if two of the three agencies rate a security, the lower of the two is assigned.

Ratings are shown in the S&P and Fitch scale (e.g., AAA). For securities which are not rated by any of the three agencies, the security is considered Not Rated.

(y) A yield curve graphically depicts the yields of different maturity bonds of the same credit quality and type; a normal yield curve is upward sloping, with short-term rates lower than long-term rates.

The views expressed in this report are those of the portfolio managers only through the end of the period of the report as stated on the cover and do not necessarily reflect the views of MFS or any other person in the MFS organization. These views are subject to change at any time based on market or other conditions, and MFS disclaims any responsibility to update such views. These views may not be relied upon as investment advice or an indication of trading intent on behalf of any MFS portfolio. References to specific securities are not recommendations of such securities, and may not be representative of any MFS portfolio's current or future investments.

**Table of Contents****PERFORMANCE SUMMARY** THROUGH 11/30/11

The following chart represents the fund's historical performance in comparison to its benchmark(s). Investment return and principal value will fluctuate, and shares, when sold, may be worth more or less than their original cost; current performance may be lower or higher than quoted. The performance shown does not reflect the deduction of taxes, if any, that a shareholder would pay on fund distributions or the sale of fund shares. Performance data shown represents past performance and is no guarantee of future results.

**Price Summary for MFS Charter Income Trust**

Year Ended 11/30/11

	Date	Price
Net Asset Value	11/30/11	\$9.59
	11/30/10	\$9.99
New York Stock Exchange Price	11/30/11	\$8.93
	12/02/10 (high) (t)	\$9.54
	10/04/11 (low) (t)	\$8.29
	11/30/10	\$9.51

**Total Returns vs Benchmarks**

Year Ended 11/30/11

MFS Charter Income Trust at	
New York Stock Exchange Price (r)	1.79%
Net Asset Value (r)	4.06%
Barclays Capital U.S. High-Yield Corporate Bond 2% Issuer Capped Index (f)(s)	4.09%
Barclays Capital U.S. High-Yield Corporate Bond Index (f)(s)	4.12%
MFS Charter Income Trust Blended Index Current (f)(s)(y)	4.69%
MFS Charter Income Trust Blended Index Prior (f)(s)(x)	4.64%

(f) Source: FactSet Research Systems Inc.

(r) Includes reinvestment of dividends and capital gain distributions.

(s) Effective September 15, 2011, the Barclays Capital U.S. High-Yield Corporate Bond 2% Issuer Capped Index replaced the Barclays Capital U.S. High-Yield Corporate Bond Index as the fund's primary benchmark and the MFS Charter Income Trust Blended Index Current replaced the MFS Charter Income

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*Performance Summary continued*

Trust Blended Index Prior as the fund's other benchmark as the new benchmarks more appropriately align with the fund's investment strategy.

(t) For the period December 1, 2010 through November 30, 2011.

(x) MFS Charter Income Trust Blended Index Prior is at a point in time and allocations during the period can change. As of November 30, 2011, the blended index was comprised of 15.2% Citigroup World Government Bond Non-Dollar Hedged Index, 12.8% JPMorgan Emerging Markets Bond Index Global, 42% Barclays Capital U.S. High-Yield Corporate Bond Index, 10% Barclays Capital U.S. Credit Bond Index, and 20% Barclays Capital U.S. Government/Mortgage Bond Index.

(y) MFS Charter Income Trust Blended Index Current is at a point in time and allocations during the period can change. As of November 30, 2011, the blended index was comprised of 15.2% Citigroup World Government Bond Non-Dollar Hedged Index, 12.8% JPMorgan Emerging Markets Bond Index Global, 42% Barclays Capital U.S. High-Yield Corporate Bond 2% Issuer Capped Index, 10% Barclays Capital U.S. Credit Bond Index, and 20% Barclays Capital U.S. Government/Mortgage Bond Index.

**Benchmark Definitions**

Barclays Capital U.S. Credit Bond Index a market capitalization-weighted index that measures the performance of publicly issued, SEC-registered, U.S. corporate and specified foreign debentures and secured notes that meet specified maturity, liquidity, and quality requirements. This index generated a total return of 5.21% for the year ended November 30, 2011.

Barclays Capital U.S. Government/Mortgage Bond Index measures debt issued by the U.S. Government, and its agencies, as well as mortgage-backed pass-through securities of Ginnie Mae (GNMA), Fannie Mae (FNMA), and Freddie Mac (FHLMC). This index generated a total return of 5.65% for the year ended November 30, 2011.

Barclays Capital U.S. High-Yield Corporate Bond Index a market capitalization-weighted index that measures the performance of non-investment grade, fixed rate debt. Eurobonds and debt issues from countries designated as emerging markets (e.g., Argentina, Brazil, Venezuela, etc.) are excluded.

Barclays Capital U.S. High-Yield Corporate Bond 2% Issuer Capped Index a component of the Barclays Capital U.S. High-Yield Corporate Bond Index, which measures performance of non-investment grade, fixed rate debt. The index limits the maximum exposure to any one issuer to 2%.

Citigroup World Government Bond Non-Dollar Hedged Index a market capitalization-weighted index that is designed to represent the currency-hedged performance of the international developed government bond markets, excluding the United States. This index generated a total return of 2.11% for the year ended November 30, 2011.

JPMorgan Emerging Markets Bond Index Global measures the performance of U.S.-dollar- denominated debt instruments issued by emerging market sovereign and quasi-sovereign entities: Brady bonds, loans, Eurobonds. This index generated a total return of 6.84% for the year ended November 30, 2011.

It is not possible to invest directly in an index.

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*Performance Summary continued*

**Notes to Performance Summary**

The fund's shares may trade at a discount or premium to net asset value. Shareholders do not have the right to cause the fund to repurchase their shares at net asset value. When fund shares trade at a premium, buyers pay more than the net asset value underlying fund shares, and shares purchased at a premium would receive less than the amount paid for them in the event of the fund's liquidation. As a result, the total return that is calculated based on the net asset value and New York Stock Exchange price can be different.

The fund's monthly distributions may include a return of capital to shareholders to the extent that distributions are in excess of the fund's net investment income and net capital gains, determined in accordance with federal income tax regulations. Distributions that are treated for federal income tax purposes as a return of capital will reduce each shareholder's basis in his or her shares and, to the extent the return of capital exceeds such basis, will be treated as gain to the shareholder from a sale of shares. Returns of shareholder capital have the effect of reducing the fund's assets and increasing the fund's expense ratio.

Performance results do not include adjustments made for financial reporting purposes in accordance with U.S. generally accepted accounting principles and may differ from amounts reported in the financial highlights.

From time to time the fund may receive proceeds from litigation settlements, without which performance would be lower.

In accordance with Section 23(c) of the Investment Company Act of 1940, the fund hereby gives notice that it may from time to time repurchase shares of the fund in the open market at the option of the Board of Trustees and on such terms as the Trustees shall determine.

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# INVESTMENT OBJECTIVE, PRINCIPAL INVESTMENT STRATEGIES AND RISKS OF THE FUND

## **Investment Objective**

The fund's investment objective is to seek high current income, but may also consider capital appreciation. The fund's objective may be changed without shareholder approval.

## **Principal Investment Strategies**

MFS (Massachusetts Financial Services Company, the fund's investment adviser) normally invests the fund's assets, including borrowings for investment purposes, primarily in debt instruments.

MFS normally invests the fund's assets in U.S. Government securities, foreign government securities, mortgage-backed and other asset-backed securities of U.S. and/or foreign issuers, corporate bonds of U.S. and/or foreign issuers, and/or debt instruments of issuers located in emerging market countries. MFS allocates the fund's assets across these categories with a view toward broad diversification across and within these categories.

MFS may invest up to 100% of the fund's assets in less than investment grade quality debt instruments (lower quality debt instruments).

MFS may invest a relatively large percentage of the fund's assets in issuers in a single country, a small number of countries, or a particular geographic region.

While MFS may use derivatives for any investment purpose, to the extent MFS uses derivatives, MFS expects to use derivatives primarily to increase or decrease exposure to a particular market, segment of the market, or security, to increase or decrease interest rate or currency exposure, or as alternatives to direct investments.

MFS uses a bottom-up investment approach to buying and selling investments for the fund. Investments are selected primarily based on fundamental analysis of individual instruments and their issuers in light of issuers' current financial condition and current market, economic, political, and regulatory conditions. Factors considered may include the instrument's credit quality, collateral characteristics, and indenture provisions, and the issuer's management ability, capital structure, leverage, and ability to meet its current obligations. Quantitative models that systematically evaluate the structure of the debt instrument and its features may also be considered. In structuring the fund, MFS considers sector allocations, yield curve positioning, macroeconomic factors and risk management factors.

The fund may use leverage by borrowing up to 33 1/3% of the fund's assets, including borrowings for investment purposes, and investing the proceeds

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### *Investment Objective, Principal Investment Strategies and Risks of the Fund continued*

pursuant to its investment strategies. If approved by the fund's Board of Trustees, the fund may use leverage by other methods.

MFS may engage in active and frequent trading in pursuing the fund's principal investment strategies.

In response to market, economic, political, or other conditions, MFS may depart from the fund's principal investment strategies by temporarily investing for defensive purposes.

### **Principal Risks**

The fund may not achieve its objective and/or you could lose money on your investment in the fund.

Investments in debt instruments may decline in value as the result of increases in interest rates, declines in the credit quality of the issuer, borrower, counterparty or underlying assets, or changes in economic, political, issuer-specific, or other conditions. Certain types of debt instruments can be more sensitive to these factors and therefore more volatile.

Investments in foreign markets can involve greater risk and volatility than U.S. investments because of adverse market, economic, political, regulatory, geopolitical, or other conditions.

Emerging markets can have less market structure, depth, and regulatory oversight and greater political, social, and economic instability than developed markets.

Investments in derivatives can be used to take both long and short positions, be highly volatile, result in leverage (which can magnify losses), and involve risks in addition to the risks of the underlying indicator(s) on which the derivative is based, such as counterparty and liquidity risk.

Investments in lower-quality debt instruments can be more volatile and have greater risk of default than higher-quality debt instruments.

The market price of common shares of the fund will be based on factors such as the supply and demand for common shares in the market and general market, economic, political or regulatory conditions. Whether shareholders will realize gains or losses upon the sale of common shares of the fund will depend on the market price of common shares at the time of the sale, not on the fund's net asset value. The market price may be lower or higher than the fund's net asset value. Shares of closed-end funds frequently trade at a discount or premium to their net asset value.

Leverage involves investment exposure in an amount exceeding the initial investment. Leverage can cause increased volatility by magnifying gains or losses.

Please see the fund's registration statement for further information regarding these and other risk considerations. A copy of the fund's registration statement on Form N-2 is available on the EDGAR database on the Securities and Exchange Commission's Internet Web site at <http://sec.gov>.

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## PORTFOLIO MANAGERS PROFILES

Richard Hawkins	Investment Officer of MFS; employed in the investment management area of MFS since 1988. Portfolio Manager of the Fund since July 2004.
William Adams	Investment Officer of MFS; employed in the investment management area of MFS since 2009. Portfolio Manager of the Fund since May 2011.
David Cole	Investment Officer of MFS; employed in the investment management area of MFS since 2004. Portfolio Manager of the Fund since October 2006.
Matthew Ryan	Investment Officer of MFS; employed in the investment management area of MFS since 1997. Portfolio Manager of the Fund since September 2004.



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## DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN

The fund offers a Dividend Reinvestment and Cash Purchase Plan (the Plan) that allows common shareholders to reinvest either all of the distributions paid by the fund or only the long-term capital gains. Generally, purchases are made at the market price unless that price exceeds the net asset value (the shares are trading at a premium). If the shares are trading at a premium, purchases will be made at a price of either the net asset value or 95% of the market price, whichever is greater. You can also buy shares on a quarterly basis in any amount \$100 and over. The Plan Agent will purchase shares under the Cash Purchase Plan on the 15th of January, April, July, and October or shortly thereafter.

If shares are registered in your own name, new shareholders will automatically participate in the Plan, unless you have indicated that you do not wish to participate. If your shares are in the name of a brokerage firm, bank, or other nominee, you can ask the firm or nominee to participate in the Plan on your behalf. If the nominee does not offer the Plan, you may wish to request that your shares be re-registered in your own name so that you can participate. There is no service charge to reinvest distributions, nor are there brokerage charges for shares issued directly by the fund. However, when shares are bought on the New York Stock Exchange or otherwise on the open market, each participant pays a pro rata share of the transaction expenses, including commissions. Dividends and capital gains distributions are taxable whether received in cash or reinvested in additional shares the automatic reinvestment of distributions does not relieve you of any income tax that may be payable (or required to be withheld) on the distributions.

You may withdraw from the Plan at any time by going to the Plan Agent's website at [www.computershare.com](http://www.computershare.com), by calling 1-800-637-2304 any business day from 9 a.m. to 5 p.m. Eastern time or by writing to the Plan Agent at P.O. Box 43078, Providence, RI 02940 - 3078. Please have available the name of the fund and your account number. For certain types of registrations, such as corporate accounts, instructions must be submitted in writing. Please call for additional details. When you withdraw from the Plan, you can receive the value of the reinvested shares in one of three ways: your full shares will be held in your account, the Plan Agent will sell your shares and send the proceeds to you, or you may transfer your full shares to your investment professional who can hold or sell them. Additionally, the Plan Agent will sell your fractional shares and send the proceeds to you.

If you have any questions or for further information or a copy of the Plan, contact the Plan Agent Computershare Trust Company, N.A. (the Transfer Agent for the fund) at 1-800-637-2304, at the Plan Agent's website at [www.computershare.com](http://www.computershare.com), or by writing to the Plan Agent at P.O. Box 43078, Providence, RI 02940 - 3078.

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11/30/11

The Portfolio of Investments is a complete list of all securities owned by your fund. It is categorized by broad-based asset classes.

<b>Bonds - 111.3%</b>		
<b>Issuer</b>	<b>Shares/Par</b>	<b>Value (\$)</b>
<b>Aerospace - 1.0%</b>		
BE Aerospace, Inc., 8.5%, 2018	\$ 1,225,000	\$ 1,323,000
Bombardier, Inc., 7.5%, 2018 (n)	885,000	940,313
Bombardier, Inc., 7.75%, 2020 (n)	375,000	401,250
CPI International, Inc., 8%, 2018	840,000	716,100
Hawker Beechcraft Acquisition Co. LLC, 8.5%, 2015	1,079,000	269,750
Heckler & Koch GmbH, 9.5%, 2018 (z)	EUR 505,000	420,712
Huntington Ingalls Industries, Inc., 7.125%, 2021 (n)	\$ 1,285,000	1,259,300
		\$ 5,330,425
<b>Airlines - 0.1%</b>		
Continental Airlines, Inc., 7.25%, 2021	\$ 203,909	\$ 216,143
Tam Capital 3, Inc., 8.375%, 2021 (n)	282,000	284,115
		\$ 500,258
<b>Apparel Manufacturers - 0.5%</b>		
Hanesbrands, Inc., 8%, 2016	\$ 660,000	\$ 711,150
Hanesbrands, Inc., 6.375%, 2020	390,000	385,569
Phillips-Van Heusen Corp., 7.375%, 2020	1,305,000	1,386,563
		\$ 2,483,282
<b>Asset-Backed &amp; Securitized - 6.6%</b>		
Anthracite Ltd., A, CDO, FRN, 0.616%, 2019 (z)	\$ 1,126,623	\$ 940,731
Anthracite Ltd., BFL, CDO, FRN, 1.257%, 2037 (z)	3,000,000	2,655,000
Banc of America Commercial Mortgage, Inc., FRN, 5.916%, 2051	1,500,000	1,600,541
Bayview Financial Acquisition Trust, FRN, 5.483%, 2041	231,838	229,567
Bayview Financial Revolving Mortgage Loan Trust, FRN, 1.857%, 2040 (z)	810,343	460,578
Citigroup/Deutsche Bank Commercial Mortgage Trust, FRN, 5.366%, 2049	1,605,000	1,318,979
Commercial Mortgage Pass-Through Certificates, FRN, 5.776%, 2046	230,000	227,338
Countrywide Asset-Backed Certificates, FRN, 5.147%, 2035	953,895	880,765
Credit Suisse Mortgage Capital Certificate, FRN, 5.903%, 2039	1,400,000	1,454,579
Crest Ltd., CDO, 7%, 2040 (a)	2,219,405	110,970
First Union-Lehman Brothers Bank of America, FRN, 0.594%, 2035 (i)	15,419,291	247,896
First Union-Lehman Brothers Commercial Mortgage Trust, 7%, 2029 (n)	119,027	122,863

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**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Asset-Backed &amp; Securitized - continued</b>		
JPMorgan Chase Commercial Mortgage Securities Corp., C , FRN, 6.256%, 2051	\$ 185,000	\$ 71,159
JPMorgan Chase Commercial Mortgage Securities Corp., FRN, 6.004%, 2049	5,000,000	5,214,500
JPMorgan Chase Commercial Mortgage Securities Corp., FRN, 6.004%, 2049	1,000,000	1,048,873
JPMorgan Chase Commercial Mortgage Securities Corp., FRN, 6.184%, 2051	6,000,000	6,334,002
Merrill Lynch Mortgage Trust, FRN, 6.023%, 2050	1,350,000	1,459,161
Multi Security Asset Trust, A3 , 5%, 2035 (z)	1,110,463	1,099,358
Spirit Master Funding LLC, 5.05%, 2023 (z)	1,358,404	1,247,749
Wachovia Bank Commercial Mortgage Trust, A4 , FRN, 6.096%, 2051	7,250,000	7,689,082
Wachovia Bank Commercial Mortgage Trust, FRN, 5.874%, 2047	1,503,155	280,940
		\$ 34,694,631
<b>Automotive - 2.3%</b>		
Accuride Corp., 9.5%, 2018	\$ 1,470,000	\$ 1,383,638
Allison Transmission, Inc., 7.125%, 2019 (n)	850,000	801,125
Automotores Gildemeister S.A., 8.25%, 2021 (n)	137,000	139,740
Chrysler Group LLC/CG Co-Issuer, Inc., 8.25%, 2021 (n)	465,000	390,600
Ford Motor Co., 7.45%, 2031	1,150,000	1,348,375
Ford Motor Credit Co. LLC, 8%, 2014	485,000	521,494
Ford Motor Credit Co. LLC, 12%, 2015	4,165,000	5,068,847
General Motors Financial Co., Inc., 6.75%, 2018 (n)	665,000	662,773
Jaguar Land Rover PLC, 7.75%, 2018 (n)	165,000	155,513
Jaguar Land Rover PLC, 8.125%, 2021 (n)	750,000	708,750
Lear Corp., 8.125%, 2020	460,000	496,800
RCI Banque S.A., 4.6%, 2016 (n)	232,000	222,062
		\$ 11,899,717
<b>Basic Industry - 0.2%</b>		
Trimas Corp., 9.75%, 2017	\$ 795,000	\$ 846,675
<b>Broadcasting - 3.5%</b>		
Allbritton Communications Co., 8%, 2018	\$ 1,320,000	\$ 1,254,000
AMC Networks, Inc., 7.75%, 2021 (n)	548,000	579,510
Clear Channel Communications, Inc., 9%, 2021	1,068,000	881,100
EH Holding Corp., 7.625%, 2021 (n)	765,000	751,613
Gray Television, Inc., 10.5%, 2015	390,000	362,700
Inmarsat Finance PLC, 7.375%, 2017 (n)	1,145,000	1,170,763
Intelsat Bermuda Ltd., 11.25%, 2017	965,000	887,800

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Broadcasting - continued</b>		
Intelsat Jackson Holdings Ltd., 9.5%, 2016	\$ 3,840,000	\$ 4,003,200
Intelsat Jackson Holdings Ltd., 11.25%, 2016	550,000	572,000
Liberty Media Corp., 8.5%, 2029	675,000	655,594
Local TV Finance LLC, 9.25%, 2015 (p)(z)	1,220,374	1,147,152
Newport Television LLC, 13%, 2017 (n)(p)	67,321	57,859
News America, Inc., 6.2%, 2034	325,000	341,313
News America, Inc., 6.9%, 2039	205,000	235,812
Nexstar Broadcasting Group, Inc., 8.875%, 2017	320,000	323,200
Sinclair Broadcast Group, Inc., 9.25%, 2017 (n)	1,425,000	1,528,313
Sinclair Broadcast Group, Inc., 8.375%, 2018	185,000	187,313
SIRIUS XM Radio, Inc., 13%, 2013 (n)	195,000	220,350
SIRIUS XM Radio, Inc., 8.75%, 2015 (n)	725,000	786,625
SIRIUS XM Radio, Inc., 7.625%, 2018 (n)	765,000	787,950
Univision Communications, Inc., 6.875%, 2019 (n)	730,000	677,075
Univision Communications, Inc., 7.875%, 2020 (n)	535,000	505,575
Univision Communications, Inc., 8.5%, 2021 (n)	710,000	585,750
		\$ 18,502,567
<b>Brokerage &amp; Asset Managers - 0.4%</b>		
E*TRADE Financial Corp., 7.875%, 2015	\$ 785,000	\$ 781,075
E*TRADE Financial Corp., 12.5%, 2017	1,320,000	1,491,600
		\$ 2,272,675
<b>Building - 1.7%</b>		
Associated Materials LLC, 9.125%, 2017	\$ 150,000	\$ 126,938
Building Materials Holding Corp., 6.875%, 2018 (n)	680,000	683,400
Building Materials Holding Corp., 7%, 2020 (n)	600,000	621,000
Building Materials Holding Corp., 6.75%, 2021 (n)	440,000	437,800
CEMEX Finance LLC, 9.5%, 2016 (n)	1,275,000	1,023,188
CEMEX S.A., 9.25%, 2020	1,695,000	1,152,600
CEMEX S.A.B. de C.V., 9%, 2018 (n)	188,000	136,300
CEMEX S.A.B. de C.V., FRN, 5.368%, 2015 (n)	291,000	197,880
Masonite International Corp., 8.25%, 2021 (n)	535,000	502,900
Nortek, Inc., 10%, 2018 (n)	435,000	404,550
Nortek, Inc., 8.5%, 2021 (n)	1,280,000	1,052,800
Odebrecht Finance Ltd., 6%, 2023 (n)	227,000	227,000
Owens Corning, 9%, 2019	1,880,000	2,217,575
Roofing Supply Group LLC/Roofing Supply Finance, Inc., 8.625%, 2017 (n)	270,000	266,625
		\$ 9,050,556

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Business Services - 1.1%</b>		
Ceridian Corp., 12.25%, 2015 (p)	\$ 295,000	\$ 230,838
iGate Corp., 9%, 2016 (n)	1,323,000	1,323,000
Interactive Data Corp., 10.25%, 2018	1,410,000	1,508,700
Iron Mountain, Inc., 8.375%, 2021	860,000	903,000
SunGard Data Systems, Inc., 10.25%, 2015	915,000	942,450
SunGard Data Systems, Inc., 7.375%, 2018	1,065,000	1,049,025
		\$ 5,957,013
<b>Cable TV - 3.4%</b>		
Bresnan Broadband Holdings LLC, 8%, 2018 (n)	\$ 270,000	\$ 273,375
Cablevision Systems Corp., 8.625%, 2017	475,000	496,375
Cablevision Systems Corp., 8%, 2020	265,000	268,975
CCH II LLC, 13.5%, 2016	1,350,000	1,555,875
CCO Holdings LLC, 7.875%, 2018	1,365,000	1,414,481
CCO Holdings LLC, 8.125%, 2020	870,000	917,850
Cequel Communications Holdings, 8.625%, 2017 (n)	780,000	793,650
Charter Communications Operating LLC, 10.875%, 2014 (n)	325,000	349,375
CSC Holdings LLC, 8.5%, 2014	845,000	936,894
DIRECTV Holdings LLC, 5.2%, 2020	1,240,000	1,310,761
EchoStar Corp., 7.125%, 2016	450,000	462,375
Insight Communications Co., Inc., 9.375%, 2018 (n)	820,000	927,625
Mediacom LLC, 9.125%, 2019	975,000	1,016,438
Myriad International Holdings B.V., 6.375%, 2017 (n)	857,000	916,990
ONO Finance II PLC, 10.875%, 2019 (n)	300,000	249,000
TCI Communications, Inc., 9.8%, 2012	701,000	710,551
Telenet Finance Luxembourg, 6.375%, 2020 (n)	EUR 250,000	314,510
Time Warner Cable, Inc., 5%, 2020	\$ 1,150,000	1,216,170
UPCB Finance III Ltd., 6.625%, 2020 (n)	1,104,000	1,054,320
Videotron LTEE, 6.875%, 2014	1,282,000	1,286,808
Virgin Media Finance PLC, 9.5%, 2016	395,000	432,525
Virgin Media Finance PLC, 8.375%, 2019	475,000	508,250
Ziggo Bond Co. B.V., 8%, 2018 (n)	EUR 320,000	418,159
		\$ 17,831,332
<b>Chemicals - 2.5%</b>		
Ashland, Inc., 9.125%, 2017	\$ 545,000	\$ 604,950
Celanese U.S. Holdings LLC, 6.625%, 2018	1,335,000	1,395,075
Hexion U.S. Finance Corp./Hexion Nova Scotia Finance, 8.875%, 2018	1,330,000	1,200,325
Hexion U.S. Finance Corp./Hexion Nova Scotia Finance, 9%, 2020	270,000	211,950
Huntsman International LLC, 8.625%, 2021	1,400,000	1,421,000
Lyondell Chemical Co., 8%, 2017	139,000	150,815

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Chemicals - continued</b>		
Lyondell Chemical Co., 11%, 2018	\$ 1,613,690	\$ 1,738,751
LyondellBasell Industries, Inc., 6%, 2021 (z)	1,185,000	1,208,700
Momentive Performance Materials, Inc., 12.5%, 2014	1,706,000	1,791,300
Momentive Performance Materials, Inc., 11.5%, 2016	978,000	699,270
Nalco Co., 8.25%, 2017	205,000	229,088
Polypore International, Inc., 7.5%, 2017	920,000	943,000
Sociedad Quimica y Minera de Chile S.A., 5.5%, 2020 (n)	414,000	437,576
Solutia, Inc., 7.875%, 2020	920,000	979,800
		\$ 13,011,600
<b>Computer Software - 0.4%</b>		
Lawson Software, Inc., 11.5%, 2018 (n)	\$ 1,060,000	\$ 1,009,650
Syniverse Holdings, Inc., 9.125%, 2019	1,110,000	1,137,750
		\$ 2,147,400
<b>Computer Software - Systems - 0.9%</b>		
Audatex North America, Inc., 6.75%, 2018 (n)	\$ 95,000	\$ 95,713
CDW LLC, 8.5%, 2019 (n)	1,035,000	972,900
CDW LLC/CDW Finance Corp., 12.535%, 2017	275,000	272,250
DuPont Fabros Technology, Inc., REIT, 8.5%, 2017	1,380,000	1,455,900
Eagle Parent, Inc., 8.625%, 2019 (n)	300,000	278,250
International Business Machines Corp., 8%, 2038	1,000,000	1,576,646
		\$ 4,651,659
<b>Conglomerates - 1.4%</b>		
Actuant Corp., 6.875%, 2017	\$ 1,005,000	\$ 1,015,050
Amsted Industries, Inc., 8.125%, 2018 (n)	1,450,000	1,508,000
Dynacast International LLC, 9.25%, 2019 (z)	890,000	829,925
Griffon Corp., 7.125%, 2018	1,635,000	1,577,775
Kennametal, Inc., 7.2%, 2012	684,000	704,446
Tomkins LLC/Tomkins, Inc., 9%, 2018	1,472,000	1,589,760
		\$ 7,224,956
<b>Consumer Products - 0.8%</b>		
Easton-Bell Sports, Inc., 9.75%, 2016	\$ 560,000	\$ 600,600
Elizabeth Arden, Inc., 7.375%, 2021	980,000	1,021,650
Jarden Corp., 7.5%, 2020	755,000	805,019
Libbey Glass, Inc., 10%, 2015	666,000	709,290
Visant Corp., 10%, 2017	995,000	915,400
		\$ 4,051,959

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Consumer Services - 1.0%</b>		
Realogy Corp., 11.5%, 2017	\$ 630,000	\$ 480,375
Service Corp. International, 6.75%, 2015	265,000	281,563
Service Corp. International, 7%, 2017	4,030,000	4,312,100
		\$ 5,074,038
<b>Containers - 1.1%</b>		
Exopack Holding Corp., 10%, 2018 (z)	\$ 550,000	\$ 544,500
Graham Packaging Co. LP/GPC Capital Corp., 9.875%, 2014	535,000	541,688
Greif, Inc., 6.75%, 2017	855,000	889,200
Greif, Inc., 7.75%, 2019	1,000,000	1,065,000
Packaging Dynamics Corp., 8.75%, 2016 (z)	255,000	252,450
Reynolds Group, 8.75%, 2016 (n)	495,000	511,088
Reynolds Group, 7.125%, 2019 (n)	1,135,000	1,109,463
Reynolds Group, 8.25%, 2021 (n)	375,000	318,750
Sealed Air Corp., 8.125%, 2019 (n)	180,000	190,800
Sealed Air Corp., 8.375%, 2021 (n)	180,000	192,150
		\$ 5,615,089
<b>Defense Electronics - 0.4%</b>		
BAE Systems Holdings, Inc., 5.2%, 2015 (n)	\$ 450,000	\$ 482,662
Ducommun, Inc., 9.75%, 2018 (n)	644,000	663,320
ManTech International Corp., 7.25%, 2018	575,000	589,375
MOOG, Inc., 7.25%, 2018	335,000	340,863
		\$ 2,076,220
<b>Electrical Equipment - 0.1%</b>		
Avaya, Inc., 9.75%, 2015	\$ 450,000	\$ 352,125
<b>Electronics - 0.5%</b>		
Freescale Semiconductor, Inc., 9.25%, 2018 (n)	\$ 1,140,000	\$ 1,188,450
Freescale Semiconductor, Inc., 8.05%, 2020	270,000	244,350
NXP B.V., 9.75%, 2018 (n)	103,000	112,013
Sensata Technologies B.V., 6.5%, 2019 (n)	935,000	906,950
		\$ 2,451,763
<b>Emerging Market Quasi-Sovereign - 5.4%</b>		
Banco del Estado de Chile, 4.125%, 2020 (n)	\$ 234,000	\$ 238,095
Banco do Brasil S.A., 3.875%, 2017	1,236,000	1,220,701
Banco do Brasil S.A., 5.875%, 2022 (n)	3,007,000	2,961,895
BNDES Participacoes S.A., 5.5%, 2020 (n)	138,000	147,143
Centrais Eletricas Brasileiras S.A., 5.75%, 2021 (n)	2,228,000	2,301,524
CNPC (HK) Overseas Capital Ltd., 4.5%, 2021 (n)	897,000	928,041
CNPC (HK) Overseas Capital Ltd., 5.95%, 2041 (n)	205,000	223,245

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Emerging Market Quasi-Sovereign - continued</b>		
Corporacion Nacional del Cobre de Chile, 3.875%, 2021 (n)	\$ 202,000	\$ 200,926
Development Bank of Kazakhstan, 5.5%, 2015 (n)	1,512,000	1,538,914
Ecopetrol S.A., 7.625%, 2019	594,000	715,770
Gaz Capital S.A., 9.25%, 2019	583,000	708,345
Gaz Capital S.A., 5.999%, 2021 (z)	1,857,000	1,875,570
KazMunaiGaz Finance B.V., 11.75%, 2015 (n)	2,051,000	2,443,151
KazMunaiGaz Finance B.V., 9.125%, 2018 (n)	733,000	872,270
Majapahit Holding B.V., 7.25%, 2017 (n)	591,000	648,623
Majapahit Holding B.V., 8%, 2019 (n)	380,000	437,000
Novatek Finance Ltd., 5.326%, 2016 (n)	336,000	342,300
OJSC Russian Agricultural Bank, FRN, 6%, 2021 (n)	1,116,000	979,290
Pemex Project Funding Master Trust, 5.75%, 2018	642,000	701,385
Pertamina PT, 5.25%, 2021 (n)	256,000	254,080
Pertamina PT, 6.5%, 2041 (n)	225,000	225,000
Petrobras International Finance Co., 7.875%, 2019	1,361,000	1,591,679
Petrobras International Finance Co., 6.75%, 2041	481,000	523,866
Petroleos de Venezuela S.A., 5.25%, 2017	950,000	596,125
Petroleos Mexicanos, 8%, 2019	1,101,000	1,354,230
Petroleos Mexicanos, 6%, 2020	167,000	183,700
Petroleos Mexicanos, 5.5%, 2021	176,000	187,000
Petroleos Mexicanos, 6.5%, 2041	182,000	196,560
Petroleos Mexicanos, 6.5%, 2041 (n)	315,000	340,200
PT Perusahaan Listrik Negara, 5.5%, 2021 (z)	385,000	380,188
Ras Laffan Liquefied Natural Gas Co. Ltd., 6.75%, 2019 (n)	721,000	861,595
SCF Capital Ltd., 5.375%, 2017 (n)	726,000	637,065
Transnet Ltd., 4.5%, 2016 (n)	203,000	205,770
Turkiye Ihracat Kredi Bankasi A.S., 5.375%, 2016 (n)	200,000	199,500
VEB Finance Ltd., 6.902%, 2020 (n)	1,140,000	1,182,294
VTB Capital S.A., 6.465%, 2015 (n)	329,000	329,823
		\$ 28,732,863
<b>Emerging Market Sovereign - 2.9%</b>		
Dominican Republic, 7.5%, 2021 (n)	\$ 548,000	\$ 548,000
Federative Republic of Brazil, 5.625%, 2041	270,000	305,775
Government of Ukraine, 6.875%, 2015	500,000	455,000
Republic of Argentina, 2.5% to 2019, 3.75% to 2029, 5.25% to 2038	1,848,000	629,244
Republic of Colombia, 7.375%, 2019	465,000	582,413
Republic of Colombia, 4.375%, 2021	200,000	210,000
Republic of Colombia, 8.125%, 2024	664,000	900,384
Republic of Indonesia, 6.875%, 2018	204,000	238,170
Republic of Indonesia, 11.625%, 2019 (n)	1,423,000	2,081,138
Republic of Indonesia, 4.875%, 2021 (n)	348,000	362,355



**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
Emerging Market Sovereign - continued		
Republic of Indonesia, 7.75%, 2038 (n)	\$ 593,000	\$ 793,138
Republic of Lithuania, 6.125%, 2021 (n)	257,000	249,933
Republic of Namibia, 5.5%, 2021 (n)	212,000	213,060
Republic of Panama, 9.375%, 2029	1,062,000	1,669,464
Republic of Peru, 7.35%, 2025	355,000	459,725
Republic of Philippines, 5.5%, 2026	421,000	464,679
Republic of Philippines, 6.375%, 2034	1,377,000	1,640,351
Republic of Poland, 5%, 2022	310,000	300,700
Republic of Serbia, 7.25%, 2021 (n)	200,000	192,000
Republic of South Africa, 5.5%, 2020	751,000	822,345
Republic of South Africa, 6.25%, 2041	873,000	982,125
Republic of Sri Lanka, 6.25%, 2020 (n)	144,000	143,280
Republic of Sri Lanka, 6.25%, 2021 (n)	208,000	210,003
Republic of Turkey, 5.625%, 2021	362,000	367,430
United Mexican States, 5.95%, 2019	134,000	156,914
United Mexican States, 5.75%, 2110	206,000	210,635
		\$ 15,188,261
<b>Energy - Independent - 5.3%</b>		
Anadarko Petroleum Corp., 6.45%, 2036	\$ 160,000	\$ 178,272
Anadarko Petroleum Corp., 6.2%, 2040	580,000	634,126
ATP Oil & Gas Corp., 11.875%, 2015	790,000	521,400
Bill Barrett Corp., 9.875%, 2016	625,000	684,375
Bill Barrett Corp., 7.625%, 2019	270,000	278,775
Carrizo Oil & Gas, Inc., 8.625%, 2018	430,000	426,775
Carrizo Oil & Gas, Inc., 8.625%, 2018 (z)	155,000	152,675
Chaparral Energy, Inc., 8.875%, 2017	1,210,000	1,234,200
Chesapeake Energy Corp., 6.875%, 2020	330,000	346,500
Concho Resources, Inc., 8.625%, 2017	420,000	454,650
Concho Resources, Inc., 6.5%, 2022	875,000	892,500
Connacher Oil & Gas Ltd., 8.5%, 2019 (n)	745,000	573,650
Continental Resources, Inc., 8.25%, 2019	635,000	701,675
Denbury Resources, Inc., 8.25%, 2020	875,000	950,469
Energy XXI Gulf Coast, Inc., 9.25%, 2017	895,000	917,375
EXCO Resources, Inc., 7.5%, 2018	1,255,000	1,160,875
Harvest Operations Corp., 6.875%, 2017 (n)	1,380,000	1,380,000
Hilcorp Energy I/Hilcorp Finance Co., 8%, 2020 (n)	265,000	278,913
Kodiak Oil & Gas Corp., 8.125%, 2019 (z)	410,000	416,150
Laredo Petroleum, Inc., 9.5%, 2019 (n)	635,000	658,019
LINN Energy LLC, 6.5%, 2019 (n)	440,000	418,000
LINN Energy LLC, 8.625%, 2020	605,000	632,225
LINN Energy LLC, 7.75%, 2021	648,000	648,000

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Energy - Independent - continued</b>		
Newfield Exploration Co., 6.625%, 2014	\$ 650,000	\$ 656,500
Newfield Exploration Co., 6.625%, 2016	560,000	575,400
Newfield Exploration Co., 6.875%, 2020	475,000	498,750
OGX Petroleo e Gas Participacoes S.A., 8.5%, 2018 (n)	2,224,000	2,112,800
Pioneer Natural Resources Co., 6.875%, 2018	1,175,000	1,316,949
Pioneer Natural Resources Co., 7.5%, 2020	1,015,000	1,177,285
QEP Resources, Inc., 6.875%, 2021	1,690,000	1,791,400
Quicksilver Resources, Inc., 9.125%, 2019	815,000	854,731
Range Resources Corp., 8%, 2019	1,045,000	1,159,950
SandRidge Energy, Inc., 8%, 2018 (n)	1,960,000	1,881,600
SM Energy Co., 6.5%, 2021 (z)	100,000	100,000
Talisman Energy, Inc., 7.75%, 2019	280,000	340,291
Whiting Petroleum Corp., 6.5%, 2018	820,000	848,700
		\$ 27,853,955
<b>Energy - Integrated - 1.0%</b>		
CCL Finance Ltd., 9.5%, 2014	\$ 457,000	\$ 514,125
CCL Finance Ltd., 9.5%, 2014 (n)	1,244,000	1,399,500
Hess Corp., 8.125%, 2019	100,000	123,724
Husky Energy, Inc., 5.9%, 2014	306,000	333,625
Husky Energy, Inc., 7.25%, 2019	324,000	389,523
LUKOIL International Finance B.V., 6.125%, 2020 (n)	1,332,000	1,325,340
Pacific Rubiales Energy Corp., 8.75%, 2016 (n)	1,005,000	1,118,063
		\$ 5,203,900
<b>Engineering - Construction - 0.0%</b>		
B-Corp. Merger Sub, Inc., 8.25%, 2019 (n)	\$ 100,000	\$ 91,000
<b>Entertainment - 0.8%</b>		
AMC Entertainment, Inc., 8.75%, 2019	\$ 1,585,000	\$ 1,600,850
AMC Entertainment, Inc., 9.75%, 2020	940,000	855,400
Cinemark USA, Inc., 8.625%, 2019	1,460,000	1,569,500
NAI Entertainment Holdings LLC, 8.25%, 2017 (n)	370,000	385,725
		\$ 4,411,475
<b>Financial Institutions - 2.9%</b>		
CIT Group, Inc., 5.25%, 2014 (n)	\$ 970,000	\$ 950,600
CIT Group, Inc., 7%, 2016	1,245,000	1,231,928
CIT Group, Inc., 7%, 2017	4,795,000	4,747,050
CIT Group, Inc., 6.625%, 2018 (n)	1,205,000	1,220,063
Credit Acceptance Corp., 9.125%, 2017	615,000	628,838
Credit Acceptance Corp., 9.125%, 2017 (z)	145,000	147,900
GMAC, Inc., 8%, 2031	135,000	128,250

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Financial Institutions - continued</b>		
International Lease Finance Corp., 8.75%, 2017	\$ 1,035,000	\$ 1,042,763
International Lease Finance Corp., 7.125%, 2018 (n)	1,075,000	1,096,500
Nationstar Mortgage LLC, 10.875%, 2015	1,505,000	1,512,525
SLM Corp., 8.45%, 2018	890,000	887,314
SLM Corp., 8%, 2020	1,190,000	1,163,225
Springleaf Finance Corp., 6.9%, 2017	640,000	430,400
		\$ 15,187,356
<b>Food &amp; Beverages - 1.6%</b>		
Anheuser Busch InBev S.A., 6.875%, 2019	\$ 1,300,000	\$ 1,619,341
ARAMARK Corp., 8.5%, 2015	1,154,000	1,182,850
B&G Foods, Inc., 7.625%, 2018	750,000	779,063
Constellation Brands, Inc., 7.25%, 2016	1,020,000	1,116,900
Corp Lindley S.A., 6.75%, 2021 (z)	79,000	79,593
Pinnacle Foods Finance LLC, 9.25%, 2015	990,000	1,012,275
Pinnacle Foods Finance LLC, 10.625%, 2017	205,000	212,175
Pinnacle Foods Finance LLC, 8.25%, 2017	190,000	193,325
Sigma Alimentos S.A., 5.625%, 2018 (n)	234,000	236,340
TreeHouse Foods, Inc., 7.75%, 2018	1,045,000	1,119,456
Tyson Foods, Inc., 6.85%, 2016	912,000	999,780
		\$ 8,551,098
<b>Forest &amp; Paper Products - 1.9%</b>		
Boise, Inc., 8%, 2020	\$ 820,000	\$ 863,050
Cascades, Inc., 7.75%, 2017	1,535,000	1,492,788
Georgia-Pacific Corp., 7.125%, 2017 (n)	3,585,000	3,729,780
Georgia-Pacific Corp., 8%, 2024	260,000	328,296
Graphic Packaging Holding Co., 7.875%, 2018	510,000	543,150
Inversiones CMPC S.A., 4.75%, 2018 (n)	699,000	723,197
Millar Western Forest Products Ltd., 8.5%, 2021 (z)	120,000	91,200
Smurfit Kappa Group PLC, 7.75%, 2019 (n)	EUR 560,000	759,996
Tembec Industries, Inc., 11.25%, 2018	\$ 415,000	419,150
Votorantim Participacoes S.A., 6.75%, 2021 (n)	650,000	682,500
Xerium Technologies, Inc., 8.875%, 2018 (z)	595,000	511,700
		\$ 10,144,807
<b>Gaming &amp; Lodging - 3.3%</b>		
Ameristar Casinos, Inc., 7.5%, 2021	\$ 455,000	\$ 455,000
Boyd Gaming Corp., 7.125%, 2016	650,000	555,750
FelCor Lodging LP, REIT, 6.75%, 2019	235,000	218,550
Firekeepers Development Authority, 13.875%, 2015 (n)	460,000	519,225
Fontainebleau Las Vegas Holdings LLC, 10.25%, 2015 (a)(d)(n)	460,000	288
GWR Operating Partnership LLP, 10.875%, 2017	680,000	727,600

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Gaming &amp; Lodging - continued</b>		
Harrah s Operating Co., Inc., 11.25%, 2017	\$ 1,225,000	\$ 1,274,000
Harrah s Operating Co., Inc., 10%, 2018	735,000	448,350
Harrah s Operating Co., Inc., 10%, 2018	719,000	460,160
Host Hotels & Resorts, Inc., 6.75%, 2016	930,000	956,738
Host Hotels & Resorts, Inc., 9%, 2017	425,000	466,438
MGM Mirage, 10.375%, 2014	30,000	33,600
MGM Mirage, 6.625%, 2015	265,000	250,425
MGM Mirage, 7.5%, 2016	105,000	100,144
MGM Resorts International, 11.375%, 2018	2,620,000	2,823,050
MGM Resorts International, 9%, 2020	655,000	713,950
Penn National Gaming, Inc., 8.75%, 2019	1,640,000	1,763,000
Seven Seas Cruises S. de R.L., 9.125%, 2019 (n)	510,000	520,838
Starwood Hotels & Resorts Worldwide, Inc., 6.75%, 2018	1,485,000	1,666,913
Wyndham Worldwide Corp., 6%, 2016	985,000	1,070,790
Wyndham Worldwide Corp., 7.375%, 2020	790,000	877,587
Wynn Las Vegas LLC, 7.75%, 2020	1,230,000	1,325,325
		\$ 17,227,721
<b>Health Maintenance Organizations - 0.1%</b>		
AMERIGROUP Corp., 7.5%, 2019	\$ 540,000	\$ 553,500
<b>Industrial - 0.6%</b>		
Altra Holdings, Inc., 8.125%, 2016	\$ 350,000	\$ 363,125
Dematic S.A., 8.75%, 2016 (z)	1,120,000	1,086,400
Hillman Group, Inc., 10.875%, 2018 (z)	90,000	90,900
Hillman Group, Inc., 10.875%, 2018	495,000	499,950
Hyva Global B.V., 8.625%, 2016 (n)	579,000	497,940
Mueller Water Products, Inc., 7.375%, 2017	226,000	198,033
Mueller Water Products, Inc., 8.75%, 2020	573,000	608,096
		\$ 3,344,444
<b>Insurance - 1.4%</b>		
American International Group, Inc., 4.875%, 2016	\$ 1,480,000	\$ 1,385,071
American International Group, Inc., 8.175% to 2038, FRN to 2068	330,000	291,225
ING Capital Funding Trust III, FRN, 3.968%, 2049	517,000	369,746
ING Groep N.V., 5.775% to 2015, FRN to 2049	2,660,000	1,782,200
MetLife, Inc., 9.25% to 2038, FRN to 2068 (n)	1,100,000	1,227,875
Metropolitan Life Global Funding I, 5.125%, 2014 (n)	860,000	923,420
Unum Group, 7.125%, 2016	1,171,000	1,343,465
		\$ 7,323,002

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Insurance - Property &amp; Casualty - 1.8%</b>		
Allstate Corp., 7.45%, 2019	\$ 850,000	\$ 1,016,065
AXIS Capital Holdings Ltd., 5.75%, 2014	1,013,000	1,062,819
Liberty Mutual Group, Inc., 10.75% to 2038, FRN to 2088 (n)	1,635,000	1,970,175
USI Holdings Corp., 9.75%, 2015 (z)	615,000	581,175
USI Holdings Corp., FRN, 4.332%, 2014 (n)	2,005,000	1,814,525
XL Group PLC, 6.5% to 2017, FRN to 2049	1,610,000	1,247,750
ZFS Finance USA Trust II, 6.45% to 2016, FRN to 2065 (n)	1,190,000	1,091,825
ZFS Finance USA Trust V, 6.5% to 2017, FRN to 2067 (n)	627,000	558,030
		\$ 9,342,364
<b>International Market Quasi-Sovereign - 1.6%</b>		
Bank of Ireland, 2.75%, 2012 (n)	\$ 1,480,000	\$ 1,444,843
Commonwealth Bank of Australia, 2.9%, 2014 (n)	1,780,000	1,873,697
ING Bank N.V., 3.9%, 2014 (n)	1,390,000	1,475,798
Irish Life & Permanent PLC, 3.6%, 2013 (e)(n)	1,500,000	1,317,947
KFW International Finance, Inc., 4.875%, 2019	1,000,000	1,194,259
Societe Financement de l Economie Francaise, 3.375%, 2014 (n)	1,000,000	1,042,679
		\$ 8,349,223
<b>International Market Sovereign - 10.9%</b>		
Commonwealth of Australia, 5.75%, 2021	AUD 384,000	\$ 450,884
Federal Republic of Germany, 3.75%, 2015	EUR 3,425,000	5,040,739
Federal Republic of Germany, 6.25%, 2030	EUR 847,000	1,638,201
Government of Canada, 4.5%, 2015	CAD 747,000	813,735
Government of Canada, 4.25%, 2018	CAD 447,000	506,485
Government of Canada, 5.75%, 2033	CAD 136,000	199,826
Government of Japan, 1.3%, 2014	JPY 225,600,000	3,001,178
Government of Japan, 1.7%, 2017	JPY 644,600,000	8,850,301
Government of Japan, 2.2%, 2027	JPY 619,000,000	8,627,444
Kingdom of Belgium, 5.5%, 2017	EUR 1,114,000	1,558,732
Kingdom of Spain, 4.6%, 2019	EUR 1,664,000	2,050,161
Kingdom of Sweden, 4.5%, 2015	SEK 2,635,000	438,450
Kingdom of the Netherlands, 5.5%, 2028	EUR 454,000	793,985
Republic of Austria, 4.65%, 2018	EUR 1,345,000	1,960,930
Republic of Finland, 3.875%, 2017	EUR 921,000	1,353,270
Republic of France, 4.75%, 2035	EUR 1,370,000	2,050,543
Republic of Iceland, 4.875%, 2016 (n)	\$ 2,121,000	2,070,355
Republic of Italy, 4.75%, 2013	EUR 5,130,000	6,696,930
Republic of Italy, 5.25%, 2017	EUR 3,255,000	3,926,746
United Kingdom Treasury, 8%, 2015	GBP 755,000	1,516,742
United Kingdom Treasury, 8%, 2021	GBP 953,000	2,236,030
United Kingdom Treasury, 4.25%, 2036	GBP 739,000	1,408,345
		\$ 57,190,012

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Machinery &amp; Tools - 0.8%</b>		
Case Corp., 7.25%, 2016	\$ 710,000	\$ 752,600
Case New Holland, Inc., 7.875%, 2017	2,235,000	2,447,325
CNH Capital LLC, 6.25%, 2016 (z)	280,000	279,300
Rental Service Corp., 9.5%, 2014	105,000	106,313
RSC Equipment Rental, Inc., 8.25%, 2021	825,000	783,750
		\$ 4,369,288
<b>Major Banks - 1.8%</b>		
Bank of America Corp., 7.375%, 2014	\$ 1,000,000	\$ 1,007,386
Bank of America Corp., 7.625%, 2019	370,000	360,873
BNP Paribas, 5.186% to 2015, FRN to 2049 (n)	1,667,000	1,075,215
Credit Suisse New York, 5.5%, 2014	1,000,000	1,055,475
HSBC USA, Inc., 4.875%, 2020	460,000	424,631
JPMorgan Chase & Co., 6.3%, 2019	1,000,000	1,105,345
Morgan Stanley, 5.75%, 2016	397,000	367,466
Morgan Stanley, 6.625%, 2018	391,000	367,982
Morgan Stanley, 7.3%, 2019	830,000	817,370
Morgan Stanley, 5.625%, 2019	1,500,000	1,310,225
Royal Bank of Scotland Group PLC, 7.648% to 2031, FRN to 2049	1,335,000	881,100
Royal Bank of Scotland Group PLC, 6.99% to 2017, FRN to 2049 (a)(d)(n)	350,000	213,500
UniCredito Luxembourg Finance S.A., 6%, 2017 (n)	498,000	357,697
		\$ 9,344,265
<b>Medical &amp; Health Technology &amp; Services - 4.0%</b>		
Beagle Acquisition Corp., 11%, 2019 (n)	\$ 330,000	\$ 339,900
Biomet, Inc., 10%, 2017	545,000	587,238
Biomet, Inc., 10.375%, 2017 (p)	320,000	343,200
Biomet, Inc., 11.625%, 2017	2,440,000	2,610,800
Davita, Inc., 6.375%, 2018	1,930,000	1,896,225
Davita, Inc., 6.625%, 2020	465,000	456,863
Emergency Medical Services Corp., 8.125%, 2019 (z)	300,000	294,750
Fresenius Medical Care AG & Co. KGaA, 9%, 2015 (n)	665,000	739,813
HCA, Inc., 8.5%, 2019	2,575,000	2,781,000
HCA, Inc., 7.5%, 2022	705,000	694,425
Health Management Associates, Inc., 7.375%, 2020 (z)	380,000	382,375
HealthSouth Corp., 8.125%, 2020	1,685,000	1,647,088
Hospira, Inc., 6.05%, 2017	655,000	738,642
McKesson Corp., 7.5%, 2019	110,000	140,818
Owens & Minor, Inc., 6.35%, 2016	970,000	1,046,088
Teleflex, Inc., 6.875%, 2019	595,000	601,694
Tenet Healthcare Corp., 9.25%, 2015	605,000	625,419
United Surgical Partners International, Inc., 8.875%, 2017	365,000	362,263

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
Medical & Health Technology & Services - continued		
United Surgical Partners International, Inc., 9.25%, 2017 (p)	\$ 385,000	\$ 383,075
Universal Health Services, Inc., 7%, 2018	255,000	256,275
Universal Hospital Services, Inc., 8.5%, 2015 (p)	1,795,000	1,808,463
Vanguard Health Systems, Inc., 0%, 2016	5,000	3,200
Vanguard Health Systems, Inc., 8%, 2018	1,370,000	1,301,500
VWR Funding, Inc., 10.25%, 2015 (p)	809,125	833,399
WP Rocket Merger Sub, Inc., 10.125%, 2019 (n)	515,000	478,950
		\$ 21,353,463
<b>Metals &amp; Mining - 3.4%</b>		
AK Steel Corp., 7.625%, 2020	\$ 570,000	\$ 518,700
ArcelorMittal, 6.5%, 2014	1,300,000	1,395,092
ArcelorMittal, 9.85%, 2019	1,710,000	1,855,618
Arch Coal, Inc., 7%, 2019 (n)	640,000	624,000
Arch Coal, Inc., 7.25%, 2020	470,000	460,600
Bumi Investment Pte Ltd., 10.75%, 2017 (n)	249,000	244,020
Cloud Peak Energy, Inc., 8.25%, 2017	1,995,000	2,104,725
Cloud Peak Energy, Inc., 8.5%, 2019	760,000	813,200
Consol Energy, Inc., 8%, 2017	1,425,000	1,517,625
Consol Energy, Inc., 8.25%, 2020	480,000	516,000
Fortescue Metals Group Ltd., 6.875%, 2018 (n)	200,000	183,500
Fortescue Metals Group Ltd., 8.25%, 2019 (n)	665,000	652,531
Freeport-McMoRan Copper & Gold, Inc., 8.375%, 2017	1,045,000	1,111,619
Gold Fields Orogen Holding Ltd., 4.875%, 2020 (n)	1,410,000	1,219,042
Novelis, Inc., 8.375%, 2017	470,000	488,800
Novelis, Inc., 8.75%, 2020	270,000	284,850
Peabody Energy Corp., 7.375%, 2016	1,070,000	1,158,275
Peabody Energy Corp., 6%, 2018 (z)	445,000	444,444
Peabody Energy Corp., 6.25%, 2021 (z)	445,000	448,338
Southern Copper Corp., 6.75%, 2040	553,000	553,495
Teck Resources Ltd., 9.75%, 2014	167,000	197,071
Vale Overseas Ltd., 5.625%, 2019	160,000	169,323
Vale Overseas Ltd., 4.625%, 2020	490,000	490,143
Vale Overseas Ltd., 6.875%, 2039	341,000	374,163
		\$ 17,825,174
<b>Mortgage-Backed - 4.4%</b>		
Fannie Mae, 4.1%, 2013	\$ 481,585	\$ 497,071
Fannie Mae, 4.19%, 2013	399,984	415,264
Fannie Mae, 4.845%, 2013	135,375	140,680
Fannie Mae, 4.562%, 2014	253,547	269,543
Fannie Mae, 4.6%, 2014	412,743	436,600
Fannie Mae, 4.609%, 2014	471,505	500,642

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Mortgage-Backed - continued</b>		
Fannie Mae, 4.77%, 2014	\$ 320,816	\$ 343,015
Fannie Mae, 4.56%, 2015	173,607	187,317
Fannie Mae, 4.665%, 2015	140,844	152,322
Fannie Mae, 4.7%, 2015	134,463	145,534
Fannie Mae, 4.74%, 2015	333,711	362,451
Fannie Mae, 4.78%, 2015	388,456	423,932
Fannie Mae, 4.815%, 2015	352,878	384,084
Fannie Mae, 4.87%, 2015	284,549	309,271
Fannie Mae, 4.89%, 2015	95,021	102,968
Fannie Mae, 4.893%, 2015	591,511	649,101
Fannie Mae, 6%, 2016-2037	2,553,887	2,803,765
Fannie Mae, 5.5%, 2019-2035	5,369,694	5,851,508
Fannie Mae, 4.88%, 2020	236,188	258,253
Fannie Mae, 4%, 2025	2,039,863	2,178,259
Fannie Mae, 6.5%, 2032-2033	602,178	679,817
Fannie Mae, 5%, 2035	1,855,623	1,996,286
Freddie Mac, 6%, 2034	312,322	346,008
Ginnie Mae, 5.5%, 2039	1,671,730	1,867,338
Ginnie Mae, 4.5%, 2041	1,863,767	2,026,223
		\$ 23,327,252
<b>Natural Gas - Distribution - 0.0%</b>		
Ferrellgas LP/Ferrellgas Finance Corp., 6.5%, 2021	\$ 265,000	\$ 227,238
<b>Natural Gas - Pipeline - 1.7%</b>		
Atlas Pipeline Partners LP, 8.75%, 2018	\$ 185,000	\$ 191,475
Crosstex Energy, Inc., 8.875%, 2018	1,205,000	1,283,325
El Paso Corp., 7%, 2017	1,395,000	1,516,359
El Paso Corp., 7.75%, 2032	1,481,000	1,699,448
Energy Transfer Equity LP, 7.5%, 2020	1,380,000	1,428,300
Enterprise Products Partners LP, 8.375% to 2016, FRN to 2066	1,426,000	1,504,430
Enterprise Products Partners LP, 7.034% to 2018, FRN to 2068	256,000	264,640
Spectra Energy Capital LLC, 8%, 2019	810,000	1,004,786
		\$ 8,892,763
<b>Network &amp; Telecom - 2.1%</b>		
AT&T, Inc., 6.55%, 2039	\$ 170,000	\$ 204,830
AT&T, Inc., 5.35%, 2040	1,108,000	1,159,411
CenturyLink, Inc., 7.6%, 2039	225,000	211,612
Cincinnati Bell, Inc., 8.25%, 2017	1,020,000	989,400
Cincinnati Bell, Inc., 8.75%, 2018	1,040,000	925,600
Citizens Communications Co., 9%, 2031	840,000	739,200



**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Network &amp; Telecom - continued</b>		
Frontier Communications Corp., 8.25%, 2017	\$ 375,000	\$ 365,156
Frontier Communications Corp., 8.125%, 2018	1,835,000	1,752,425
Frontier Communications Corp., 8.5%, 2020	265,000	251,750
Qwest Communications International, Inc., 7.125%, 2018 (n)	1,075,000	1,099,188
Telefonica Emisiones S.A.U., 2.582%, 2013	995,000	964,903
Windstream Corp., 8.125%, 2018	380,000	387,600
Windstream Corp., 7.75%, 2020	1,725,000	1,681,875
Windstream Corp., 7.75%, 2021	415,000	408,775
		\$ 11,141,725
<b>Oil Services - 1.0%</b>		
Afren PLC, 11.5%, 2016 (n)	\$ 200,000	\$ 192,000
Chesapeake Energy Corp., 6.625%, 2019 (n)	370,000	364,913
Edgen Murray Corp., 12.25%, 2015	595,000	528,063
Expro Finance Luxembourg, 8.5%, 2016 (n)	525,000	451,500
McJunkin Red Man Holding Corp., 9.5%, 2016	995,000	980,075
Pioneer Drilling Co., 9.875%, 2018	975,000	1,005,469
QGOG Atlantic/Alaskan Rigs Ltd., 5.25%, 2018 (n)	1,341,317	1,317,844
Unit Corp., 6.625%, 2021	215,000	212,850
		\$ 5,052,714
<b>Other Banks &amp; Diversified Financials - 1.9%</b>		
Alfa Bank, 7.75%, 2021 (n)	\$ 1,386,000	\$ 1,205,820
Banco PanAmericano S.A., 8.5%, 2020 (n)	416,000	434,720
Banco Santander U.S. Debt S.A.U., 3.781%, 2015 (n)	1,400,000	1,286,944
Bancolombia S.A., 5.95%, 2021	819,000	814,905
BBVA Bancomer S.A. Texas, 6.5%, 2021 (n)	900,000	877,500
Bosphorus Financial Services Ltd., FRN, 2.257%, 2012 (z)	93,750	93,635
Capital One Financial Corp., 8.8%, 2019	320,000	372,585
Capital One Financial Corp., 10.25%, 2039	1,000,000	1,037,500
Groupe BPCE S.A., 12.5% to 2019, FRN to 2049 (n)	1,974,000	1,855,264
LBG Capital No.1 PLC, 7.875%, 2020 (n)	910,000	691,600
Santander UK PLC, 8.963% to 2030, FRN to 2049	1,485,000	1,336,500
		\$ 10,006,973
<b>Pharmaceuticals - 0.4%</b>		
Capsugel FinanceCo. SCA, 9.875%, 2019 (n)	EUR 480,000	\$ 644,976
Hypermarcas S.A., 6.5%, 2021 (n)	\$ 230,000	200,100
Roche Holdings, Inc., 6%, 2019 (n)	1,000,000	1,210,500
		\$ 2,055,576

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
Pollution Control - 0.3%		
Allied Waste North America, Inc., 6.875%, 2017	\$ 870,000	\$ 927,638
WCA Waste Corp., 7.5%, 2019 (n)	605,000	583,825
		\$ 1,511,463
Precious Metals & Minerals - 0.1%		
ALROSA Finance S.A., 7.75%, 2020 (n)	\$ 300,000	\$ 298,500
Printing & Publishing - 0.2%		
American Media, Inc., 13.5%, 2018 (z)	\$ 11,911	\$ 9,231
Nielsen Finance LLC, 11.5%, 2016	354,000	403,560
Nielsen Finance LLC, 7.75%, 2018	645,000	682,088
		\$ 1,094,879
Railroad & Shipping - 0.4%		
Kansas City Southern de Mexico S.A. de C.V., 6.125%, 2021	\$ 360,000	\$ 369,000
Kansas City Southern Railway, 8%, 2015	1,895,000	2,015,806
		\$ 2,384,806
Real Estate - 1.0%		
CB Richard Ellis Group, Inc., 11.625%, 2017	\$ 400,000	\$ 457,000
CNL Lifestyle Properties, Inc., REIT, 7.25%, 2019	320,000	288,800
Country Garden Holdings Co. Ltd., 11.125%, 2018 (n)	200,000	162,000
Entertainment Properties Trust, REIT, 7.75%, 2020	665,000	708,225
HRPT Properties Trust, REIT, 6.25%, 2016	1,053,000	1,116,224
Kennedy Wilson, Inc., 8.75%, 2019 (n)	475,000	459,563
MPT Operating Partnership LP, REIT, 6.875%, 2021	545,000	539,550
Simon Property Group, Inc., REIT, 5.875%, 2017	756,000	852,244
Simon Property Group, Inc., REIT, 10.35%, 2019	660,000	895,548
		\$ 5,479,154
Retailers - 1.9%		
Academy Ltd., 9.25%, 2019 (n)	\$ 285,000	\$ 277,875
Burlington Coat Factory Warehouse Corp., 10%, 2019 (n)	650,000	625,625
Home Depot, Inc., 5.875%, 2036	509,000	590,504
J. Crew Group, Inc., 8.125%, 2019	400,000	367,500
Limited Brands, Inc., 6.9%, 2017	480,000	510,000
Limited Brands, Inc., 6.95%, 2033	670,000	614,725
Neiman Marcus Group, Inc., 10.375%, 2015	1,015,000	1,050,099
QVC, Inc., 7.375%, 2020 (n)	485,000	515,313
Rite Aid Corp., 9.375%, 2015	465,000	425,475
Sally Beauty Holdings, Inc., 10.5%, 2016	1,270,000	1,336,688
Sally Beauty Holdings, Inc., 6.875%, 2019 (z)	465,000	475,463
Toys R Us Property Co. II LLC, 8.5%, 2017	1,725,000	1,763,813

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Retailers - continued</b>		
Toys R Us, Inc., 10.75%, 2017	\$ 1,040,000	\$ 1,120,600
Yankee Aquisition Corp., 8.5%, 2015	165,000	164,588
YCC Holdings LLC/Yankee Finance, Inc., 10.25%, 2016 (p)	285,000	249,375
		\$ 10,087,643
<b>Specialty Stores - 0.4%</b>		
GSC Holdings Corp., 8%, 2012	\$ 65,000	\$ 65,163
Michaels Stores, Inc., 11.375%, 2016	635,000	666,750
Michaels Stores, Inc., 7.75%, 2018	1,660,000	1,622,650
		\$ 2,354,563
<b>Steel - 0.2%</b>		
JSC Severstal, 6.25%, 2016 (n)	\$ 1,070,000	\$ 995,142
<b>Supermarkets - 0.1%</b>		
Delhaize Group, 5.7%, 2040	\$ 834,000	\$ 822,080
<b>Supranational - 0.7%</b>		
Central American Bank, 4.875%, 2012 (n)	\$ 570,000	\$ 571,444
European Investment Bank, 5.125%, 2017	2,593,000	2,981,706
		\$ 3,553,150
<b>Telecommunications - Wireless - 3.2%</b>		
America Movil S.A.B. de C.V., 2.375%, 2016	\$ 510,000	\$ 498,079
America Movil S.A.B. de C.V., 6.125%, 2040	323,000	354,646
Clearwire Corp., 12%, 2015 (n)	1,325,000	1,119,625
Cricket Communications, Inc., 7.75%, 2016	560,000	558,600
Cricket Communications, Inc., 7.75%, 2020	255,000	200,175
Crown Castle International Corp., 9%, 2015	1,475,000	1,604,063
Crown Castle International Corp., 7.75%, 2017 (n)	430,000	463,325
Crown Castle International Corp., 7.125%, 2019	1,005,000	1,077,863
Digicel Group Ltd., 12%, 2014 (n)	100,000	110,750
Digicel Group Ltd., 8.25%, 2017 (n)	821,000	808,685
Digicel Group Ltd., 10.5%, 2018 (n)	350,000	348,250
Globo Comunicacoes e Participacoes S.A., 6.25% to 2015, 9.375% to 2049 (n)	165,000	172,838
MetroPCS Wireless, Inc., 7.875%, 2018	705,000	680,325
MetroPCS Wireless, Inc., 6.625%, 2020	160,000	139,600
Net Servicos de Comunicacao S.A., 7.5%, 2020	758,000	864,120
NII Holdings, Inc., 10%, 2016	1,615,000	1,833,025
NII Holdings, Inc., 8.875%, 2019	65,000	68,900
NII Holdings, Inc., 7.625%, 2021	15,000	15,225
Sprint Capital Corp., 6.875%, 2028	1,315,000	917,213

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Telecommunications - Wireless - continued</b>		
Sprint Nextel Corp., 6%, 2016	\$ 660,000	\$ 526,350
Sprint Nextel Corp., 8.375%, 2017	315,000	270,113
Sprint Nextel Corp., 9%, 2018 (z)	415,000	418,113
VimpelCom Ltd., 7.748%, 2021 (n)	336,000	299,040
VimpelCom Ltd., 7.504%, 2022 (n)	1,360,000	1,181,500
Wind Acquisition Finance S.A., 11.75%, 2017 (n)	1,460,000	1,259,250
Wind Acquisition Finance S.A., 7.25%, 2018 (n)	1,170,000	1,020,825
		\$ 16,810,498
<b>Telephone Services - 0.2%</b>		
Cogent Communications Group, Inc., 8.375%, 2018 (n)	\$ 445,000	\$ 453,900
Level 3 Financing, Inc., 9.375%, 2019	475,000	479,750
		\$ 933,650
<b>Tobacco - 0.2%</b>		
Reynolds American, Inc., 6.75%, 2017	\$ 1,040,000	\$ 1,180,345
<b>Transportation - 0.1%</b>		
Navios South American Logistics, Inc., 9.25%, 2019 (n)	\$ 313,000	\$ 272,701
<b>Transportation - Services - 1.7%</b>		
ACL I Corp., 10.625%, 2016 (n)(p)	\$ 792,656	\$ 606,575
Aguila American Resources Ltd., 7.875%, 2018 (n)	780,000	741,000
American Petroleum Tankers LLC, 10.25%, 2015	586,000	597,720
Atlas Airlines, Inc. Pass-Through Certificates, A-1, 7.2%, 2019	78,979	73,450
Atlas Airlines, Inc. Pass-Through Certificates, B, 7.68%, 2014	320,686	288,617
Commercial Barge Line Co., 12.5%, 2017	1,525,000	1,616,500
Erac USA Finance Co., 6.375%, 2017 (n)	1,000,000	1,138,946
Hertz Corp., 7.5%, 2018	665,000	666,663
Hertz Corp., 7.375%, 2021	330,000	326,700
Navios Maritime Acquisition Corp., 8.625%, 2017	1,460,000	1,109,600
Navios Maritime Holdings, Inc., 8.875%, 2017	480,000	465,600
Swift Services Holdings, Inc., 10%, 2018	1,015,000	1,055,600
Westinghouse Air Brake Technologies Corp., 6.875%, 2013	370,000	382,950
		\$ 9,069,921
<b>U.S. Government Agencies and Equivalents - 0.7%</b>		
Freddie Mac, 5.5%, 2017	\$ 3,060,000	\$ 3,724,880
<b>U.S. Treasury Obligations - 3.0%</b>		
U.S. Treasury Bonds, 6.25%, 2023 (f)	\$ 1,800,000	\$ 2,535,750
U.S. Treasury Bonds, 5.375%, 2031	286,200	397,550

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
U.S. Treasury Obligations - continued		
U.S. Treasury Bonds, 4.5%, 2036	\$ 95,000	\$ 120,858
U.S. Treasury Bonds, 4.75%, 2037	2,986,200	3,942,250
U.S. Treasury Notes, 3.125%, 2019	8,087,000	8,956,353
		\$ 15,952,761
<b>Utilities - Electric Power - 4.0%</b>		
AES Corp., 8%, 2017	\$ 1,965,000	\$ 2,112,375
Allegheny Energy Supply Co. LLC, 8.25%, 2012 (n)	370,000	378,873
Atlantic Power Corp., 9%, 2018 (z)	500,000	493,750
Bruce Mansfield Unit, 6.85%, 2034	1,512,732	1,623,010
Calpine Corp., 8%, 2016 (n)	1,800,000	1,912,500
Calpine Corp., 7.875%, 2020 (n)	560,000	581,000
CenterPoint Energy, Inc., 6.5%, 2018	400,000	466,563
Covanta Holding Corp., 7.25%, 2020	730,000	747,213
Dolphin Subsidiary II, Inc., 7.25%, 2021 (n)	515,000	542,038
Dynegy Holdings, Inc., 7.5%, 2015 (a)	340,000	239,700
Edison Mission Energy, 7%, 2017	975,000	611,813
EDP Finance B.V., 6%, 2018 (n)	1,468,000	1,198,634
Empresa de Energia de Bogota SA, 6.125%, 2021 (z)	200,000	204,000
Enel Finance International S.A., 6%, 2039 (n)	345,000	273,441
Energy Future Holdings Corp., 10%, 2020	1,125,000	1,153,125
Energy Future Holdings Corp., 10%, 2020	2,920,000	3,007,600
GenOn Energy, Inc., 9.5%, 2018	600,000	606,000
GenOn Energy, Inc., 9.875%, 2020	1,530,000	1,518,525
NRG Energy, Inc., 7.375%, 2017	390,000	405,600
NRG Energy, Inc., 8.25%, 2020	1,525,000	1,502,125
System Energy Resources, Inc., 5.129%, 2014 (z)	765,319	781,697
Texas Competitive Electric Holdings Co. LLC, 11.5%, 2020 (n)	630,000	522,900
		\$ 20,882,482
<b>Total Bonds (Identified Cost, \$579,791,118)</b>		<b>\$ 585,725,970</b>
<b>Floating Rate Loans (g)(r) - 0.1%</b>		
<b>Aerospace - 0.0%</b>		
Hawker Beechcraft Acquisition Co. LLC, Term Loan, 10.5%, 2014	\$ 199,937	\$ 159,949
<b>Broadcasting - 0.0%</b>		
Gray Television, Inc., Term Loan B, 3.75%, 2014	\$ 52,520	\$ 51,360
Local TV Finance LLC, Term Loan B, 2.26%, 2013	40,995	39,356
		\$ 90,716
<b>Financial Institutions - 0.0%</b>		
Springleaf Finance Corp., Term Loan, 5.5%, 2017	\$ 63,660	\$ 55,437

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Floating Rate Loans (g)(r) - continued</b>		
Utilities - Electric Power - 0.1%		
Dynegy Holdings, Inc., CoalCo. Term Loan, 9.25%, 2016	\$ 70,730	\$ 70,465
Dynegy Holdings, Inc., GasCo. Term Loan, 9.25%, 2016	106,095	106,413
		\$ 176,878
<b>Total Floating Rate Loans (Identified Cost, \$494,897)</b>		<b>\$ 482,980</b>
<b>Convertible Preferred Stocks - 0.1%</b>		
Automotive - 0.1%		
General Motors Co., 4.75%, 2013 (Identified Cost, \$565,500)	11,310	\$ 386,123
<b>Common Stocks - 0.0%</b>		
Automotive - 0.0%		
Accuride Corp. (a)	12,648	\$ 77,279
Printing & Publishing - 0.0%		
American Media Operations, Inc. (a)	3,053	\$ 36,300
Golden Books Family Entertainment, Inc. (a)	3,683	0
		\$ 36,300
<b>Total Common Stocks (Identified Cost, \$271,148)</b>		<b>\$ 113,579</b>
<b>Preferred Stocks - 0.4%</b>		
Other Banks & Diversified Financials - 0.4%		
Ally Financial, Inc., 7% (n)	380	\$ 266,214
Ally Financial, Inc., A , 8.5%	78,797	1,367,128
GMAC Capital Trust I, 8.125%	22,000	418,000
<b>Total Preferred Stocks (Identified Cost, \$2,731,127)</b>		<b>\$ 2,051,342</b>
<b>Money Market Funds - 4.3%</b>		
MFS Institutional Money Market Portfolio, 0.1%, at Cost and Net Asset Value (v)	22,776,160	\$ 22,776,160
<b>Total Investments (Identified Cost, \$606,629,950)</b>		<b>\$ 611,536,154</b>
<b>Other Assets, Less Liabilities - (16.2)%</b>		<b>(85,219,460)</b>
<b>Net Assets - 100.0%</b>		<b>\$ 526,316,694</b>

(a) Non-income producing security.

(d) In default. Interest and/or scheduled principal payment(s) have been missed.

(e) Guaranteed by Minister for Finance of Ireland.

(f) All or a portion of the security has been segregated as collateral for open futures contracts.

(g) The rate shown represents a weighted average coupon rate on settled positions at period end, unless otherwise indicated.

**Table of Contents***Portfolio of Investments continued*

(i) Interest only security for which the fund receives interest on notional principal (Par amount). Par amount shown is the notional principal and does not reflect the cost of the security.

(n) Securities exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in the ordinary course of business in transactions exempt from registration, normally to qualified institutional buyers. At period end, the aggregate value of these securities was \$136,675,800, representing 26.0% of net assets.

(p) Payment-in-kind security.

(r) Remaining maturities of floating rate loans may be less than stated maturities shown as a result of contractual or optional prepayments by the borrower. Such prepayments cannot be predicted with certainty. These loans may be subject to restrictions on resale. Floating rate loans generally have rates of interest which are determined periodically by reference to a base lending rate plus a premium.

(v) Underlying affiliated fund that is available only to investment companies managed by MFS. The rate quoted is the annualized seven-day yield of the fund at period end.

(z) Restricted securities are not registered under the Securities Act of 1933 and are subject to legal restrictions on resale. These securities generally may be resold in transactions exempt from registration or to the public if the securities are subsequently registered. Disposal of these securities may involve time-consuming negotiations and prompt sale at an acceptable price may be difficult. The fund holds the following restricted securities:

Restricted Securities	Acquisition		
	Date	Cost	Value
American Media, Inc., 13.5%, 2018	12/22/10	\$12,087	\$9,231
Anthracite Ltd., A , CDO, FRN, 0.616%, 2019	1/15/10	833,506	940,731
Anthracite Ltd., BFL , CDO, FRN, 1.257%, 2037	12/09/10	2,738,385	2,655,000
Atlantic Power Corp., 9%, 2018	11/02/11	498,759	493,750
Bayview Financial Revolving Mortgage Loan Trust, FRN, 1.857%, 2040	3/01/06	810,343	460,578
Bosphorus Financial Services Ltd., FRN, 2.257%, 2012	3/08/05	93,750	93,635
CNH Capital LLC, 6.25%, 2016	11/01/11	280,000	279,300
Carrizo Oil & Gas, Inc., 8.625%, 2018	11/14/11	152,686	152,675
Corp Lindley S.A., 6.75%, 2021	11/18/11	79,000	79,593
Credit Acceptance Corp., 9.125%, 2017	2/28/11	152,801	147,900
Dematic S.A., 8.75%, 2016	4/19/11-10/21/11	1,117,130	1,086,400
Dynacast International LLC, 9.25%, 2019	7/12/11-7/15/11	901,150	829,925
Emergency Medical Services Corp., 8.125%, 2019	5/13/11	300,000	294,750
Empresa de Energia de Bogota SA, 6.125%, 2021	11/03/11	200,000	204,000
Exopack Holding Corp., 10%, 2018	5/25/11	551,043	544,500
Gaz Capital S.A., 5.999%, 2021	11/16/11	1,857,000	1,875,570
Health Management Associates, Inc., 7.375%, 2020	11/08/11-11/16/11	380,729	382,375
Heckler & Koch GmbH, 9.5%, 2018	5/06/11-7/11/11	700,835	420,712
Hillman Group, Inc., 10.875%, 2018	3/11/11	97,718	90,900
Kodiak Oil & Gas Corp., 8.125%, 2019	11/18/11	410,000	416,150
Local TV Finance LLC, 9.25%, 2015	11/09/07-2/16/11	1,161,942	1,147,152
LyondellBasell Industries, Inc., 6%, 2021	11/04/11	1,185,000	1,208,700
Millar Western Forest Products Ltd., 8.5%, 2021	7/27/11-8/15/11	98,638	91,200





**Table of Contents***Portfolio of Investments continued***Acquisition**

<b>Restricted Securities - continued</b>	<b>Date</b>	<b>Cost</b>	<b>Value</b>
Multi Security Asset Trust, A3, 5%, 2035	10/12/10	\$1,086,318	\$1,099,358
PT Perusahaan Listrik Negara, 5.5%, 2021	11/15/11	381,365	380,188
Packaging Dynamics Corp., 8.75%, 2016	1/25/11-2/01/11	257,556	252,450
Peabody Energy Corp., 6%, 2018	11/07/11	445,000	444,444
Peabody Energy Corp., 6.25%, 2021	11/07/11	445,000	448,338
SM Energy Co., 6.5%, 2021	11/04/11	102,240	100,000
Sally Beauty Holdings, Inc., 6.875%, 2019	11/03/11	465,000	475,463
Spirit Master Funding LLC, 5.05%, 2023	7/15/05	1,358,129	1,247,749
Sprint Nextel Corp., 9%, 2018	11/04/11-11/07/11	416,913	418,113
System Energy Resources, Inc., 5.129%, 2014	4/16/04	765,319	781,697
USI Holdings Corp., 9.75%, 2015	4/07/10	596,360	581,175
Xerium Technologies, Inc., 8.875%, 2018	5/20/11	595,000	511,700
<b>Total Restricted Securities</b>			<b>\$20,645,402</b>
% of Net assets			3.9%

The following abbreviations are used in this report and are defined:

CDO	Collateralized Debt Obligation
FRN	Floating Rate Note. Interest rate resets periodically and may not be the rate reported at period end.
PLC	Public Limited Company
REIT	Real Estate Investment Trust

Abbreviations indicate amounts shown in currencies other than the U.S. dollar. All amounts are stated in U.S. dollars unless otherwise indicated. A list of abbreviations is shown below:

AUD	Australian Dollar
CAD	Canadian Dollar
CNY	Chinese Yuan Renminbi
EUR	Euro
GBP	British Pound
JPY	Japanese Yen
MXN	Mexican Peso
NOK	Norwegian Krone
SEK	Swedish Krona

**Table of Contents***Portfolio of Investments continued***Derivative Contracts at 11/30/11****Forward Foreign Currency Exchange Contracts at 11/30/11**

Type	Currency	Counterparty	Contracts		Exchange	Contracts at	Net
			to	In			
			Deliver/	Settlement	For	Value	Unrealized
			Receive	Date Range			Appreciation
							(Depreciation)
<b>Asset Derivatives</b>							
BUY	CAD	Merrill Lynch International Bank	392,000	1/12/12	\$ 374,174	\$ 383,939	\$ 9,765
BUY	CNY	Deutsche Bank AG	16,306,000	5/16/12	2,558,808	2,560,054	1,246
SELL	EUR	Barclays Bank PLC	1,734,176	1/12/12	2,417,287	2,331,150	86,137
SELL	EUR	Credit Suisse Group	1,748,224	1/12/12	2,370,187	2,350,033	20,154
SELL	EUR	HSBC Bank	1,510,534	1/12/12	2,036,773	2,030,520	6,253
SELL	EUR	UBS AG	20,747,336	12/15/11	28,281,316	27,881,809	399,507
SELL	JPY	HSBC Bank	1,603,346,942	1/12/12	20,910,676	20,693,651	217,025
BUY	NOK	Credit Suisse Group	8,412	1/12/12	1,430	1,454	24
							\$ 740,111
<b>Liability Derivatives</b>							
SELL	AUD	Westpac Banking Corp	399,339	1/12/12	\$ 380,722	\$ 408,736	\$ (28,014)
SELL	CAD	Merrill Lynch International Bank	1,568,510	1/12/12	1,497,184	1,536,253	(39,069)
BUY	EUR	Barclays Bank PLC	160,330	1/12/12	218,105	215,522	(2,583)
BUY	EUR	Goldman Sachs International	223,669	1/12/12	302,258	300,665	(1,593)
SELL	GBP	Barclays Bank PLC	1,547,488	1/12/12	2,378,505	2,426,958	(48,453)
SELL	GBP	Deutsche Bank AG	1,547,488	1/12/12	2,378,807	2,426,958	(48,151)
BUY	MXN	JPMorgan Chase Bank N.A.	36,818,000	1/12/12	2,814,737	2,691,202	(123,535)
SELL	MXN	Deutsche Bank AG	17,259,000	12/07/11	1,224,868	1,265,199	(40,331)
SELL	MXN	JPMorgan Chase Bank N.A.	19,562,000	12/07/11	1,387,744	1,434,024	(46,280)
SELL	SEK	Barclays Bank PLC	1,465,729	1/12/12	214,734	216,175	(1,441)
SELL	SEK	Deutsche Bank AG	1,465,729	1/12/12	214,781	216,175	(1,394)
							\$ (380,844)

**Table of Contents***Portfolio of Investments continued***Futures Contracts Outstanding at 11/30/11**

<b>Description</b>	<b>Currency</b>	<b>Contracts</b>	<b>Value</b>	<b>Expiration Date</b>	<b>Unrealized Appreciation (Depreciation)</b>
<b>Asset Derivatives</b>					
<i>Interest Rate Futures</i>					
U.S. Treasury Note 10 yr (Short)	USD	404	\$52,254,875	March - 2012	\$245,382
<b>Liability Derivatives</b>					
<i>Interest Rate Futures</i>					
U.S. Treasury Bond 30 yr (Long)	USD	23	\$3,251,625	March - 2012	\$(34,042)

At November 30, 2011, the fund had sufficient cash and/or other liquid securities to cover any commitments under these derivative contracts.

**See Notes to Financial Statements**

**Table of Contents***Financial Statements***STATEMENT OF ASSETS AND LIABILITIES**

At 11/30/11

This statement represents your fund's balance sheet, which details the assets and liabilities comprising the total value of the fund.

<b>Assets</b>	
Investments-	
Non-affiliated issuers, at value (identified cost, \$583,853,790)	\$588,759,994
Underlying affiliated funds, at cost and value	22,776,160
Total investments, at value (identified cost, \$606,629,950)	\$611,536,154
Cash	1,315,582
Receivables for	
Forward foreign currency exchange contracts	740,111
Daily variation margin on open futures contracts	117,563
Investments sold	3,382,298
Interest and dividends	10,629,502
Other assets	4,171
Total assets	\$627,725,381
<b>Liabilities</b>	
Notes payable	\$100,000,000
Payables for	
Distributions	170,037
Forward foreign currency exchange contracts	380,844
Investments purchased	519,630
Payable to affiliates	
Investment adviser	20,153
Transfer agent and dividend disbursing costs	5,564
Payable for independent Trustees' compensation	95,566
Accrued interest expense	86,870
Accrued expenses and other liabilities	130,023
Total liabilities	\$101,408,687
Net assets	\$526,316,694
<b>Net assets consist of</b>	
Paid-in capital	\$553,756,539
Unrealized appreciation (depreciation) on investments and translation of assets and liabilities in foreign currencies	5,448,727
Accumulated net realized gain (loss) on investments and foreign currency transactions	(28,478,379)
Accumulated distributions in excess of net investment income	(4,410,193)
Net assets	\$526,316,694
Shares of beneficial interest outstanding	54,871,740
Net asset value per share (net assets of \$526,316,694 / 54,871,740 shares of beneficial interest outstanding)	\$9.59

**See Notes to Financial Statements**

**Table of Contents***Financial Statements***STATEMENT OF OPERATIONS**

Year ended 11/30/11

This statement describes how much your fund earned in investment income and accrued in expenses. It also describes any gains and/or losses generated by fund operations.

<b>Net investment income</b>	
Income	
Interest	\$41,106,176
Dividends	169,471
Dividends from underlying affiliated funds	31,024
Total investment income	\$41,306,671
Expenses	
Management fee	\$3,679,729
Transfer agent and dividend disbursing costs	82,996
Administrative services fee	87,393
Independent Trustees' compensation	80,228
Stock exchange fee	48,446
Custodian fee	83,900
Interest expense	1,142,122
Shareholder communications	115,891
Auditing fees	68,810
Legal fees	18,363
Miscellaneous	32,919
Total expenses	\$5,440,797
Fees paid indirectly	(611)
Reduction of expenses by investment adviser	(2,264)
Net expenses	\$5,437,922
Net investment income	\$35,868,749
<b>Realized and unrealized gain (loss) on investments and foreign currency transactions</b>	
Realized gain (loss) (identified cost basis)	
Investment transactions	\$13,325,594
Futures contracts	(3,533,793)
Foreign currency transactions	(4,087,989)
Net realized gain (loss) on investments and foreign currency transactions	\$5,703,812
Change in unrealized appreciation (depreciation)	
Investments	\$(24,227,996)
Futures contracts	78,196
Translation of assets and liabilities in foreign currencies	1,404,030
Net unrealized gain (loss) on investments and foreign currency translation	\$(22,745,770)
Net realized and unrealized gain (loss) on investments and foreign currency	\$(17,041,958)
Change in net assets from operations	\$18,826,791
<b>See Notes to Financial Statements</b>	

**Table of Contents***Financial Statements***STATEMENTS OF CHANGES IN NET ASSETS**

These statements describe the increases and/or decreases in net assets resulting from operations, any distributions, and any shareholder transactions.

	<b>Years ended 11/30</b>	
	<b>2011</b>	<b>2010</b>
<b>Change in net assets</b>		
<b>From operations</b>		
Net investment income	\$35,868,749	\$37,264,728
Net realized gain (loss) on investments and foreign currency transactions	5,703,812	22,112,199
Net unrealized gain (loss) on investments and foreign currency translation	(22,745,770)	6,476,337
Change in net assets from operations	\$18,826,791	\$65,853,264
<b>Distributions declared to shareholders</b>		
From net investment income	\$(40,906,885)	\$(38,684,582)
Total change in net assets	\$(22,080,094)	\$27,168,682
<b>Net assets</b>		
At beginning of period	548,396,788	521,228,106
At end of period (including accumulated distributions in excess of net investment income of \$4,410,193 and undistributed net investment income of \$685,564, respectively)	\$526,316,694	\$548,396,788

**See Notes to Financial Statements**

**Table of Contents***Financial Statements***STATEMENT OF CASH FLOWS**

Year ended 11/30/11

This statement provides a summary of cash flows from investment activity for the fund.

<b>Cash flows from operating activities:</b>	
Net increase in net assets from operations	\$18,826,791
<b>Adjustments to reconcile change in net assets from operations to net cash provided by operating activities:</b>	
Purchase of investment securities	(341,762,059)
Proceeds from disposition of investment securities	348,164,210
Proceeds from futures transactions	(3,533,793)
Proceeds from disposition of short-term investments, net	6,279,351
Realized gain/loss on investments	(13,325,594)
Unrealized appreciation/depreciation on investments	24,227,996
Unrealized appreciation/depreciation on foreign currency contracts	(1,416,937)
Net amortization/accretion of income	1,166,553
Decrease in dividends and interest receivable	294,497
Decrease in accrued expenses and other liabilities	(94,409)
Increase in receivable on daily variation margin on open futures contracts	(117,563)
Decrease in payable for daily variation margin on open futures contracts	(59,125)
Decrease in other assets	8,977
Realized gain/loss on futures transactions	3,533,793
Net cash provided by operating activities	\$42,192,688
<b>Cash flows from financing activities:</b>	
Distributions paid in cash	(40,917,393)
Decrease in interest payable	(139,639)
Net cash used by financing activities	\$(41,057,032)
Net increase in cash	\$1,135,656
<b>Cash:</b>	
Beginning of period	\$179,926
End of period	\$1,315,582
Supplementary disclosure of cash flow information: cash paid during the year for interest \$1,281,761.	

**See Notes to Financial Statements**

**Table of Contents***Financial Statements***FINANCIAL HIGHLIGHTS**

The financial highlights table is intended to help you understand the fund's financial performance for the past 5 years. Certain information reflects financial results for a single fund share. The total returns in the table represent the rate by which an investor would have earned (or lost) on an investment in the fund share class (assuming reinvestment of all distributions) held for the entire period.

	Years ended 11/30				
	2011	2010	2009	2008	2007
Net asset value, beginning of period	\$9.99	\$9.50	\$7.79	\$9.54	\$9.64
<b>Income (loss) from investment operations</b>					
Net investment income (d)	\$0.66	\$0.68	\$0.58	\$0.47	\$0.46
Net realized and unrealized gain (loss) on investments and foreign currency	(0.31)	0.52	1.76	(1.72)	(0.08)
Total from investment operations	\$0.35	\$1.20	\$2.34	\$(1.25)	\$0.38
<b>Less distributions declared to shareholders</b>					
From net investment income	\$(0.75)	\$(0.71)	\$(0.63)	\$(0.51)	\$(0.48)
Net increase from repurchase of capital shares	\$	\$	\$0.00(w)	\$0.01	\$
Net asset value, end of period (x)	\$9.59	\$9.99	\$9.50	\$7.79	\$9.54
Per share market value, end of period	\$8.93	\$9.51	\$8.96	\$6.88	\$8.30
Total return at market value (%)	1.79	14.36	40.77	(11.63)	3.20
Total return at net asset value (%) (j)(r)(s)(x)	4.06	13.30	31.82	(12.95)	4.71
<b>Ratios (%) (to average net assets) and Supplemental data:</b>					
Expenses before expense reductions (f)	1.00	1.11	0.90	0.78	0.73
Expenses after expense reductions (f)	1.00	1.11	0.90	0.78	0.73
Net investment income	6.60	6.93	6.71	5.18	4.89
Portfolio turnover	47	56	67	58	58
Net assets at end of period (000 omitted)	\$526,317	\$548,397	\$521,228	\$428,293	\$527,269



**Table of Contents***Financial Highlights continued*

	Years ended 11/30				
	2011	2010	2009	2008	2007
<b>Supplemental Ratios (%):</b>					
Ratio of expenses to average net assets after expense reductions and excluding interest expense (f)	0.79	0.82	0.84	N/A	N/A
<b>Senior Securities:</b>					
Total notes payable outstanding (000 omitted)	\$100,000	\$100,000	\$100,000	N/A	N/A
Asset coverage per \$1,000 of indebtedness (k)	\$6,263	\$6,484	\$6,212	N/A	N/A
(d) Per share data is based on average shares outstanding.					
(f) Ratios do not reflect reductions from fees paid indirectly, if applicable.					
(j) Total return at net asset value is calculated using the net asset value of the fund, not the publicly traded price and therefore may be different than the total return at market value.					
(k) Calculated by subtracting the trust's total liabilities (not including notes payable) from the trust's total assets and dividing this number by the notes payable outstanding and then multiplying by 1,000.					
(r) Certain expenses have been reduced without which performance would have been lower.					
(s) From time to time the fund may receive proceeds from litigation settlements, without which performance would be lower.					
(w) Per share amount was less than \$0.01.					
(x) The net asset values per share and total returns have been calculated on net assets which include adjustments made in accordance with U.S. generally accepted accounting principles required at period end for financial reporting purposes.					

**See Notes to Financial Statements**

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## NOTES TO FINANCIAL STATEMENTS

### **(1) Business and Organization**

MFS Charter Income Trust (the fund) is organized as a Massachusetts business trust and is registered under the Investment Company Act of 1940, as amended, as a closed-end management investment company.

### **(2) Significant Accounting Policies**

**General** The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. In the preparation of these financial statements, management has evaluated subsequent events occurring after the date of the fund's Statement of Assets and Liabilities through the date that the financial statements were issued. The fund invests in high-yield securities rated below investment grade. Investments in high-yield securities involve greater degrees of credit and market risk than investments in higher-rated securities and tend to be more sensitive to economic conditions. The fund invests a significant portion of its assets in asset-backed and/or mortgage-backed securities. The value of these securities may depend, in part, on the issuer's or borrower's credit quality or ability to pay principal and interest when due and may fall if an issuer or borrower defaults on its obligation to pay principal or interest or if the instrument's credit rating is downgraded by a credit rating agency. U.S. Government securities not supported as to the payment of principal or interest by the U.S. Treasury, such as those issued by Fannie Mae, Freddie Mac, and the Federal Home Loan Banks, are subject to greater credit risk than are U.S. Government securities supported by the U.S. Treasury, such as those issued by Ginnie Mae. The fund invests in foreign securities, including securities of emerging market issuers. Investments in foreign securities are vulnerable to the effects of changes in the relative values of the local currency and the U.S. dollar and to the effects of changes in each country's legal, political, and economic environment. The markets of emerging markets countries are generally more volatile than the markets of developed countries with more mature economies. All of the risks of investing in foreign securities previously described are heightened when investing in emerging markets countries.

**Investment Valuations** Debt instruments and floating rate loans (other than short-term instruments), including restricted debt instruments, are generally valued at an evaluated or composite bid as provided by a third-party pricing service. Equity securities, including restricted equity securities, are generally valued at the last sale or official closing price as provided by a third-party

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*Notes to Financial Statements continued*

pricing service on the market or exchange on which they are primarily traded. Equity securities, for which there were no sales reported that day, are generally valued at the last quoted daily bid quotation as provided by a third-party pricing service on the market or exchange on which such securities are primarily traded. Equity securities held short, for which there were no sales reported for that day, are generally valued at the last quoted daily ask quotation as provided by a third-party pricing service on the market or exchange on which such securities are primarily traded. Short-term instruments with a maturity at issuance of 60 days or less generally are valued at amortized cost, which approximates market value. Exchange-traded options are generally valued at the last sale or official closing price as provided by a third-party pricing service on the exchange on which such options are primarily traded. Exchange-traded options for which there were no sales reported that day are generally valued at the last daily bid quotation as provided by a third-party pricing service on the exchange on which such options are primarily traded. Options not traded on an exchange are generally valued at a broker/dealer bid quotation. Foreign currency options are generally valued at valuations provided by a third-party pricing service. Futures contracts are generally valued at last posted settlement price as provided by a third-party pricing service on the market on which they are primarily traded. Futures contracts for which there were no trades that day for a particular position are generally valued at the closing bid quotation as provided by a third-party pricing service on the market on which such futures contracts are primarily traded. Forward foreign currency exchange contracts are generally valued at the mean of bid and asked prices for the time period interpolated from rates provided by a third-party pricing service for proximate time periods. Open-end investment companies are generally valued at net asset value per share. Securities and other assets generally valued on the basis of information from a third-party pricing service may also be valued at a broker/dealer bid quotation. Values obtained from third-party pricing services can utilize both transaction data and market information such as yield, quality, coupon rate, maturity, type of issue, trading characteristics, and other market data. The values of foreign securities and other assets and liabilities expressed in foreign currencies are converted to U.S. dollars using the mean of bid and asked prices for rates provided by a third-party pricing service.

The Board of Trustees has delegated primary responsibility for determining or causing to be determined the value of the fund's investments (including any fair valuation) to the adviser pursuant to valuation policies and procedures approved by the Board. If the adviser determines that reliable market quotations are not readily available, investments are valued at fair value as determined in good faith by the adviser in accordance with such procedures

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*Notes to Financial Statements continued*

under the oversight of the Board of Trustees. Under the fund's valuation policies and procedures, market quotations are not considered to be readily available for most types of debt instruments and floating rate loans and many types of derivatives. These investments are generally valued at fair value based on information from third-party pricing services. In addition, investments may be valued at fair value if the adviser determines that an investment's value has been materially affected by events occurring after the close of the exchange or market on which the investment is principally traded (such as foreign exchange or market) and prior to the determination of the fund's net asset value, or after the halting of trading of a specific security where trading does not resume prior to the close of the exchange or market on which the security is principally traded. The adviser generally relies on third-party pricing services or other information (such as the correlation with price movements of similar securities in the same or other markets; the type, cost and investment characteristics of the security; the business and financial condition of the issuer; and trading and other market data) to assist in determining whether to fair value and at what value to fair value an investment. The value of an investment for purposes of calculating the fund's net asset value can differ depending on the source and method used to determine value. When fair valuation is used, the value of an investment used to determine the fund's net asset value may differ from quoted or published prices for the same investment. There can be no assurance that the fund could obtain the fair value assigned to an investment if it were to sell the investment at the same time at which the fund determines its net asset value per share.

Various inputs are used in determining the value of the fund's assets or liabilities. These inputs are categorized into three broad levels. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fund's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment. Level 1 includes unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 includes other significant observable market-based inputs (including quoted prices for similar securities, interest rates, prepayment speed, and credit risk). Level 3 includes unobservable inputs, which may include the adviser's own assumptions in determining the fair value of investments. Other financial instruments are derivative instruments not reflected in total investments, such

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as futures and forward foreign currency exchange contracts. The following is a summary of the levels used as of November 30, 2011 in valuing the fund's assets or liabilities:

<b>Investments at Value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Equity Securities	\$2,248,531	\$266,213	\$36,300	\$2,551,044
U.S. Treasury Bonds & U.S. Government Agency & Equivalents		19,677,641		19,677,641
Non-U.S. Sovereign Debt		113,013,509		113,013,509
Corporate Bonds		318,598,275		318,598,275
Residential Mortgage-Backed Securities		24,437,585		24,437,585
Commercial Mortgage-Backed Securities		28,317,661		28,317,661
Asset-Backed Securities (including CDOs)		5,266,637		5,266,637
Foreign Bonds		76,414,662		76,414,662
Floating Rate Loans		482,980		482,980
Mutual Funds	22,776,160			22,776,160
<b>Total Investments</b>	<b>\$25,024,691</b>	<b>\$586,475,163</b>	<b>\$36,300</b>	<b>\$611,536,154</b>

**Other Financial Instruments**

Futures	\$211,340	\$	\$	\$211,340
Forward Foreign Currency Exchange Contracts		359,267		359,267

For further information regarding security characteristics, see the Portfolio of Investments.

The following is a reconciliation of level 3 assets for which significant unobservable inputs were used to determine fair value. The fund's policy is to recognize transfers between the levels as of the end of the period. The table presents the activity of level 3 securities held at the beginning and the end of the period.

	<b>Equity Securities</b>
Balance as of 11/30/10	\$0
Realized gain (loss)	(4,261)
Change in unrealized appreciation (depreciation)	4,261
Sales	0
Transfers into level 3	36,300
Balance as of 11/30/11	\$36,300

The net change in unrealized appreciation (depreciation) from investments still held as Level 3 at November 30, 2011 is \$0.

**Inflation-Adjusted Debt Securities** The fund invests in inflation-adjusted debt securities issued by the U.S. Treasury. The fund may also invest in

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*Notes to Financial Statements continued*

inflation-adjusted debt securities issued by U.S. Government agencies and instrumentalities other than the U.S. Treasury and by other entities such as U.S. and foreign corporations and foreign governments. The principal value of these debt securities is adjusted through income according to changes in the Consumer Price Index or another general price or wage index. These debt securities typically pay a fixed rate of interest, but this fixed rate is applied to the inflation-adjusted principal amount. The principal paid at maturity of the debt security is typically equal to the inflation-adjusted principal amount, or the security's original par value, whichever is greater. Other types of inflation-adjusted securities may use other methods to adjust for other measures of inflation.

**Foreign Currency Translation** Purchases and sales of foreign investments, income, and expenses are converted into U.S. dollars based upon currency exchange rates prevailing on the respective dates of such transactions or on the reporting date for foreign denominated receivables and payables. Gains and losses attributable to foreign currency exchange rates on sales of securities are recorded for financial statement purposes as net realized gains and losses on investments. Gains and losses attributable to foreign exchange rate movements on receivables, payables, income and expenses are recorded for financial statement purposes as foreign currency transaction gains and losses. That portion of both realized and unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

**Derivatives** The fund uses derivatives for different purposes, primarily to increase or decrease exposure to a particular market or segment of the market, or security, to increase or decrease interest rate or currency exposure, or as alternatives to direct investments. Derivatives are used for hedging or non-hedging purposes. While hedging can reduce or eliminate losses, it can also reduce or eliminate gains. When the fund uses derivatives as an investment to increase market exposure, or for hedging purposes, gains and losses from derivative instruments may be substantially greater than the derivative's original cost.

The derivative instruments used by the fund were purchased options, futures contracts and forward foreign currency exchange contracts. The fund's period end derivatives, as presented in the Portfolio of Investments and the associated Derivative Contract Tables, generally are indicative of the volume of its derivative activity during the period.

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The following table presents, by major type of derivative contract, the fair value, on a gross basis, of the asset and liability components of derivatives held by the fund at November 30, 2011 as reported in the Statement of Assets and Liabilities:

Risk	Derivative Contracts	Fair Value (a)	
		Asset Derivatives	Liability Derivatives
Interest Rate	Interest Rate Futures	\$245,383	\$(34,042)
Foreign Exchange	Forward Foreign Currency Exchange	740,111	(380,844)
Total		\$985,494	\$(414,886)

(a) The value of futures contracts outstanding includes cumulative appreciation (depreciation) as reported in the fund's Portfolio of Investments. Only the current day variation margin for futures contracts is separately reported within the fund's Statement of Assets and Liabilities.

The following table presents, by major type of derivative contract, the realized gain (loss) on derivatives held by the fund for the year ended November 30, 2011 as reported in the Statement of Operations:

Risk	Futures Contracts	Foreign Currency Transactions	Investment
			Transactions (Purchased Options)
Interest Rate	\$(3,533,793)	\$	\$
Foreign Exchange		(4,081,582)	(43,173)
Total	\$(3,533,793)	(4,081,582)	(43,173)

The following table presents, by major type of derivative contract, the change in unrealized appreciation (depreciation) on derivatives held by the fund for the year ended November 30, 2011 as reported in the Statement of Operations:

Risk	Futures Contracts	Translation of Assets and Liabilities in Foreign Currencies	Investments
			(Purchased Options)
Interest Rate	\$78,197	\$	\$
Foreign Exchange		1,416,936	43,173
Total	\$78,197	\$1,416,936	\$43,173

Derivative counterparty credit risk is managed through formal evaluation of the creditworthiness of all potential counterparties. On certain over-the-counter derivatives, the fund attempts to reduce its exposure to counterparty credit risk whenever possible by entering into an International Swaps and Derivatives Association (ISDA) Master Agreement on a bilateral basis with each of the counterparties with whom it undertakes a significant volume of transactions. The ISDA Master Agreement gives each party to the agreement the right to terminate all transactions traded under such agreement if there is a

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*Notes to Financial Statements continued*

certain deterioration in the credit quality of the other party. The ISDA Master Agreement gives the fund the right, upon an event of default by the applicable counterparty or a termination of the agreement, to close out all transactions traded under such agreement and to net amounts owed under each transaction to one net amount payable by one party to the other. This right to close out and net payments across all transactions traded under the ISDA Master Agreement could result in a reduction of the fund's credit risk to such counterparty equal to any amounts payable by the fund under the applicable transactions, if any. However, absent an event of default by the counterparty or a termination of the agreement, the ISDA Master Agreement does not result in an offset of reported amounts of assets and liabilities in the Statement of Assets and Liabilities across transactions between the fund and the applicable counterparty.

Collateral requirements differ by type of derivative. Collateral or margin requirements are set by the broker or exchange clearing house for exchange traded derivatives (i.e., futures and exchange-traded options) while collateral terms are contract specific for over-the-counter traded derivatives (i.e., forward foreign currency exchange contracts, swaps and over-the-counter options). For derivatives traded under an ISDA Master Agreement, the collateral requirements are netted across all transactions traded under such agreement and one amount is posted from one party to the other to collateralize such obligations. Cash collateral that has been pledged to cover obligations of the fund under derivative contracts, if any, will be reported separately on the Statement of Assets and Liabilities as restricted cash. Securities collateral pledged for the same purpose, if any, is noted in the Portfolio of Investments.

**Purchased Options** The fund purchased call and put options for a premium. Purchased call and put options entitle the holder to buy and sell a specified number of shares or units of a particular security, currency or index at a specified price at a specified date or within a specified period of time. Purchasing call options may be used to hedge against an anticipated increase in the dollar cost of securities or currency to be acquired or to increase the fund's exposure to an underlying instrument. Purchasing put options may hedge against a decline in the value of portfolio securities or currency.

The premium paid is initially recorded as an investment in the Statement of Assets and Liabilities. That investment is subsequently marked-to-market daily with the difference between the premium paid and the market value of the purchased option being recorded as unrealized appreciation or depreciation. Premiums paid for purchased call and put options which have expired are treated as realized losses on investments in the Statement of Operations. Upon the exercise or closing of a purchased call option, the premium paid is added to the cost of the security or financial instrument. Upon the exercise or closing of



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*Notes to Financial Statements continued*

a purchased put option, the premium paid is offset against the proceeds on the sale of the underlying security or financial instrument in order to determine the realized gain or loss on investments.

The risk in purchasing an option is that the fund pays a premium whether or not the option is exercised. The fund's maximum risk of loss due to counterparty credit risk is limited to the market value of the option. For over-the-counter options, this risk is mitigated in cases where there is an ISDA Master Agreement between the fund and the counterparty providing for netting as described above and for posting of collateral by the counterparty to the fund to cover the fund's exposure to the counterparty under such ISDA Master Agreement.

**Futures Contracts** The fund entered into futures contracts which may be used to hedge against or obtain broad market, interest rate or currency exposure. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date.

Upon entering into a futures contract, the fund is required to deposit with the broker, either in cash or securities, an initial margin in an amount equal to a certain percentage of the notional amount of the contract. Subsequent payments (variation margin) are made or received by the fund each day, depending on the daily fluctuations in the value of the contract, and are recorded for financial statement purposes as unrealized gain or loss by the fund until the contract is closed or expires at which point the gain or loss on futures is realized.

The fund bears the risk of interest rates, exchange rates or securities prices moving unexpectedly, in which case, the fund may not achieve the anticipated benefits of the futures contracts and may realize a loss. While futures may present less counterparty risk to the fund since the contracts are exchange traded and the exchange's clearinghouse guarantees payments to the broker, there is still counterparty credit risk due to the insolvency of the broker. The fund's maximum risk of loss due to counterparty credit risk is equal to the margin posted by the fund to the broker plus any gains or minus any losses on the outstanding futures contracts.

**Forward Foreign Currency Exchange Contracts** The fund entered into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. These contracts may be used to hedge the fund's currency risk or for non-hedging purposes. For hedging purposes, the fund may enter into contracts to deliver or receive foreign currency that the fund will receive from or use in its normal investment activities. The fund may also use contracts to hedge against declines in the value of foreign currency denominated securities due to unfavorable exchange rate movements. For non-hedging purposes, the fund

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### *Notes to Financial Statements continued*

may enter into contracts with the intent of changing the relative exposure of the fund's portfolio of securities to different currencies to take advantage of anticipated exchange rate changes.

Forward foreign currency exchange contracts are adjusted by the daily exchange rate of the underlying currency and any unrealized gains or losses are recorded as a receivable or payable for forward foreign currency exchange contracts until the contract settlement date. On contract settlement date, any gain or loss on the contract is recorded as realized gains or losses on foreign currency transactions.

Risks may arise upon entering into these contracts from unanticipated movements in the value of the contract and from the potential inability of counterparties to meet the terms of their contracts. Generally, the fund's maximum risk due to counterparty credit risk is the unrealized gain on the contract due to the use of Continuous Linked Settlement, an industry accepted settlement system. This risk is mitigated in cases where there is an ISDA Master Agreement between the fund and the counterparty providing for netting as described above and for posting of collateral by the counterparty to the fund to cover the fund's exposure to the counterparty under such ISDA Master Agreement.

**Loans and Other Direct Debt Instruments** The fund invests in loans and loan participations or other receivables. These investments may include standby financing commitments, including revolving credit facilities, which obligate the fund to supply additional cash to the borrower on demand. Loan participations involve a risk of insolvency of the lending bank or other financial intermediary.

**Statement of Cash Flows** Information on financial transactions which have been settled through the receipt or disbursement of cash is presented in the Statement of Cash Flows. The cash amount shown in the Statement of Cash Flows is the amount included within the fund's Statement of Assets and Liabilities and includes cash on hand at its custodian bank and does not include any short term investments.

**Indemnifications** Under the fund's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the fund. Additionally, in the normal course of business, the fund enters into agreements with service providers that may contain indemnification clauses. The fund's maximum exposure under these agreements is unknown as this would involve future claims that may be made against the fund that have not yet occurred.

**Investment Transactions and Income** Investment transactions are recorded on the trade date. Interest income is recorded on the accrual basis. All premium and discount is amortized or accreted for financial statement

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*Notes to Financial Statements continued*

purposes in accordance with U.S. generally accepted accounting principles. The fund earns certain fees in connection with its floating rate loan purchasing activities. These fees are in addition to interest payments earned and may include amendment fees, commitment fees, facility fees, consent fees, and prepayment fees. Commitment fees are recorded on an accrual basis as income in the accompanying financial statements. Inflation-indexed bonds are fixed-income securities whose principal value is periodically adjusted upward or downward to the rate of inflation. Interest is accrued based on the principal value, which is adjusted for inflation. Any increase or decrease in the principal amount of an inflation-indexed bond is generally recorded as an increase or decrease in interest income, respectively, even though the adjusted principal is not received until maturity. Dividends received in cash are recorded on the ex-dividend date. Certain dividends from foreign securities will be recorded when the fund is informed of the dividend if such information is obtained subsequent to the ex-dividend date. Dividend and interest payments received in additional securities are recorded on the ex-dividend or ex-interest date in an amount equal to the value of the security on such date. Debt obligations may be placed on non-accrual status or set to accrue at a rate of interest less than the contractual coupon when the collection of all or a portion of interest has become doubtful. Interest income for those debt obligations may be further reduced by the write-off of the related interest receivables when deemed uncollectible.

The fund may receive proceeds from litigation settlements. Any proceeds received from litigation involving portfolio holdings are reflected in the Statement of Operations in realized gain/loss if the security has been disposed of by the fund or in unrealized gain/loss if the security is still held by the fund. Any other proceeds from litigation not related to portfolio holdings are reflected as other income in the Statement of Operations.

**Fees Paid Indirectly** The fund's custody fee may be reduced according to an arrangement that measures the value of cash deposited with the custodian by the fund. This amount, for the year ended November 30, 2011, is shown as a reduction of total expenses on the Statement of Operations.

**Tax Matters and Distributions** The fund intends to qualify as a regulated investment company, as defined under Subchapter M of the Internal Revenue Code, and to distribute all of its taxable income, including realized capital gains. As a result, no provision for federal income tax is required. The fund's federal tax returns for the prior three fiscal years remain subject to examination by the Internal Revenue Service.

Distributions to shareholders are recorded on the ex-dividend date. Income and capital gain distributions are determined in accordance with income tax regulations, which may differ from U.S. generally accepted accounting

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principles. Certain capital accounts in the financial statements are periodically adjusted for permanent differences in order to reflect their tax character. These adjustments have no impact on net assets or net asset value per share. Temporary differences which arise from recognizing certain items of income, expense, gain or loss in different periods for financial statement and tax purposes will reverse at some time in the future. Distributions in excess of net investment income or net realized gains are temporary overdistributions for financial statement purposes resulting from differences in the recognition or classification of income or distributions for financial statement and tax purposes.

Book/tax differences primarily relate to amortization and accretion of debt securities, straddle loss deferrals, and derivative transactions.

The tax character of distributions declared to shareholders for the last two fiscal years is as follows:

	11/30/11	11/30/10
Ordinary income (including any short-term capital gains)	\$40,906,885	\$38,684,582

The federal tax cost and the tax basis components of distributable earnings were as follows:

**As of 11/30/11**

Cost of investments	\$609,625,091
Gross appreciation	27,070,960
Gross depreciation	(25,159,897)
Net unrealized appreciation (depreciation)	\$1,911,063
Undistributed ordinary income	2,057,150
Capital loss carryforwards	(24,936,861)
Other temporary differences	(6,471,197)

As of November 30, 2011, the fund had capital loss carryforwards available to offset future realized gains. Such losses expire as follows:

11/30/15	\$(954,320)
11/30/16	(12,601,136)
11/30/17	(11,381,405)
Total	\$(24,936,861)

**(3) Transactions with Affiliates**

**Investment Adviser** The fund has an investment advisory agreement with MFS to provide overall investment management and related administrative services and facilities to the fund. The management fee is computed daily and paid monthly at an annual rate of 0.32% of the fund's average daily net assets and 4.57% of gross income less interest expense from leveraging. Gross income

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*Notes to Financial Statements continued*

is calculated based on tax elections that generally include the accretion of discount and exclude the amortization of premium, which may differ from investment income reported in the Statement of Operations. The management fee, from net assets and gross income, incurred for the year ended November 30, 2011 was equivalent to an annual effective rate of 0.67% of the fund's average daily net assets.

**Transfer Agent** The fund engages Computershare Trust Company, N.A. ( Computershare ) as the sole transfer agent for the fund. MFS Service Center, Inc. (MFSC) monitors and supervises the activities of Computershare for an agreed upon fee approved by the Board of Trustees. For the year ended November 30, 2011, these fees paid to MFSC amounted to \$30,618.

**Administrator** MFS provides certain financial, legal, shareholder communications, compliance, and other administrative services to the fund. Under an administrative services agreement, the fund partially reimburses MFS the costs incurred to provide these services. The fund is charged an annual fixed amount of \$17,500 plus a fee based on average daily net assets. The administrative services fee incurred for the year ended November 30, 2011 was equivalent to an annual effective rate of 0.0160% of the fund's average daily net assets.

**Trustees and Officers Compensation** The fund pays compensation to independent Trustees in the form of a retainer, attendance fees, and additional compensation to Board and Committee chairpersons. The fund does not pay compensation directly to Trustees or officers of the fund who are also officers of the investment adviser, all of whom receive remuneration for their services to the fund from MFS. Certain officers and Trustees of the fund are officers or directors of MFS and MFSC.

Prior to December 31, 2001, the fund had an unfunded defined benefit plan ( DB plan ) for independent Trustees. As of December 31, 2001, the Board took action to terminate the DB plan with respect to then-current and any future independent Trustees, such that the DB plan covers only certain of those former independent Trustees who retired on or before December 31, 2001. Effective January 1, 2002, accrued benefits under the DB plan for then-current independent Trustees who continued were credited to an unfunded retirement deferral plan (the Retirement Deferral plan ), which was established for and exists solely with respect to these credited amounts, and is not available for other deferrals by these or other independent Trustees. Although the Retirement Deferral plan is unfunded, amounts deferred under the plan are periodically adjusted for investment experience as if they had been invested in shares of the fund. The DB plan resulted in a pension expense of \$5,409 and the Retirement Deferral plan resulted in an expense of \$2,309. Both amounts are included in independent Trustees' compensation for the year ended

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*Notes to Financial Statements continued*

November 30, 2011. The liability for deferred retirement benefits payable to certain independent Trustees under both plans amounted to \$95,540 at November 30, 2011, and is included in payable for independent Trustees' compensation on the Statement of Assets and Liabilities.

**Other** This fund and certain other funds managed by MFS (the funds) have entered into services agreements (the Agreements) which provide for payment of fees by the funds to Tarantino LLC and Griffin Compliance LLC in return for the provision of services of an Independent Chief Compliance Officer (ICCO) and Assistant ICCO, respectively, for the funds. The ICCO and Assistant ICCO are officers of the funds and the sole members of Tarantino LLC and Griffin Compliance LLC, respectively. The funds can terminate the Agreements with Tarantino LLC and Griffin Compliance LLC at any time under the terms of the Agreements. For the year ended November 30, 2011, the aggregate fees paid by the fund to Tarantino LLC and Griffin Compliance LLC were \$4,724 and are included in miscellaneous expense on the Statement of Operations. MFS has agreed to reimburse the fund for a portion of the payments made by the fund in the amount of \$2,264, which is shown as a reduction of total expenses in the Statement of Operations. Additionally, MFS has agreed to bear all expenses associated with office space, other administrative support, and supplies provided to the ICCO and Assistant ICCO.

The fund invests in the MFS Institutional Money Market Portfolio which is managed by MFS and seeks a high level of current income consistent with preservation of capital and liquidity. Income earned on this investment is included in dividends from underlying affiliated funds on the Statement of Operations. This money market fund does not pay a management fee to MFS.

**(4) Portfolio Securities**

Purchases and sales of investments, other than purchased option transactions, and short-term obligations, were as follows:

	Purchases	Sales
U.S. Government securities	\$27,372,393	\$17,714,096
Investments (non-U.S. Government securities)	\$263,332,350	\$278,993,928

**(5) Shares of Beneficial Interest**

The fund's Declaration of Trust permits the Trustees to issue an unlimited number of full and fractional shares of beneficial interest. The Trustees have authorized the repurchase by the fund of up to 10% annually of its own shares of beneficial interest. During the years ended November 30, 2011 and November 30, 2010, the fund did not repurchase any shares.

**(6) Loan Agreement**

The fund has a credit agreement with a bank for a revolving secured line of credit that can be drawn upon up to \$100,000,000. At November 30, 2011, the

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fund had outstanding borrowings under this agreement in the amount of \$100,000,000, which are secured by a lien on the fund's assets. The loan's carrying value on the fund's Statement of Assets and Liabilities approximates its fair value. The credit agreement matures on August 26, 2012. Borrowing under the agreement can be made for liquidity or leverage purposes. Interest is charged at a rate per annum equal to LIBOR plus an agreed upon spread or an alternate rate, at the option of the borrower, stated as the greater of Overnight LIBOR or the Federal Funds Rate each plus an agreed upon spread. The fund incurred interest expense of \$1,142,122 during the period. The fund may also be charged a commitment fee based on the average daily unused portion of the line of credit. The fund did not incur a commitment fee during the period. For the year ended November 30, 2011, the average loan balance was \$100,000,000 at a weighted average annual interest rate of 1.14%. The fund is subject to certain covenants including, but not limited to, requirements with respect to asset coverage, portfolio diversification and liquidity.

**(7) Transactions in Underlying Affiliated Funds-Affiliated Issuers**

An affiliated issuer may be considered one in which the fund owns 5% or more of the outstanding voting securities, or a company which is under common control. For the purposes of this report, the fund assumes the following to be affiliated issuers:

	<b>Beginning Shares/Par Amount</b>	<b>Acquisitions Shares/Par Amount</b>	<b>Dispositions Shares/Par Amount</b>	<b>Ending Shares/Par Amount</b>
<b>Underlying Affiliated Funds</b>				
MFS Institutional Money Market Portfolio	29,055,511	160,771,686	(167,051,037)	22,776,160
	<b>Realized Gain (Loss)</b>	<b>Capital Gain Distributions</b>	<b>Dividend Income</b>	<b>Ending Value</b>
<b>Underlying Affiliated Funds</b>				
MFS Institutional Money Market Portfolio	\$	\$	\$31,024	\$22,776,160

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Shareholders of MFS Charter Income Trust:

We have audited the accompanying statement of assets and liabilities of MFS Charter Income Trust (the Fund), including the portfolio of investments, as of November 30, 2011, and the related statement of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. We were not engaged to perform an audit of the Fund's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and financial highlights, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of November 30, 2011, by correspondence with the Fund's custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of MFS Charter Income Trust at November 30, 2011, the results of its operations and cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and its financial highlights for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

Boston, Massachusetts

January 13, 2012



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**Table of Contents****RESULTS OF SHAREHOLDER MEETING**

(unaudited)

At the annual meeting of shareholders of MFS Charter Income Trust, which was held on October 5, 2011, the following actions were taken:

**Item 1:** To elect the following individuals as Trustees, elected by the holders of common and preferred shares together:

<b>Nominee</b>	<b>For</b>	<b>Number of Shares</b>	<b>Withheld Authority</b>
William R. Gutow	49,817,246.527		881,415.350
Michael Hegarty	49,986,227.879		712,433.998
John P. Kavanaugh	50,027,041.161		671,620.716
Robert W. Uek	49,959,087.338		739,574.539

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**Table of Contents****TRUSTEES AND OFFICERS IDENTIFICATION AND BACKGROUND**

The Trustees and officers of the Trust, as of January 1, 2012, are listed below, together with their principal occupations during the past five years. (Their titles may have varied during that period.) The address of each Trustee and officer is 500 Boylston Street, Boston, Massachusetts 02116.

<b>Name, Age</b>	<b>Position(s) Held</b>	<b>Trustee/Officer</b>	<b>Term</b>	<b>Principal Occupations During</b>	<b>Other</b>
<b>with Fund</b>	<b>Since (h)</b>	<b>Expiring</b>	<b>the Past Five Years</b>	<b>Directorships (j)</b>	
<b>INTERESTED TRUSTEES</b>					
Robert J. Manning (k) (age 48)	Trustee	February 2004	2013	Massachusetts Financial Services Company, Chairman, Chief Executive Officer and Director; President (until December 2009); Chief Investment Officer (until July 2010)	N/A
<b>INDEPENDENT TRUSTEES</b>					
David H. Gunning (age 69)	Trustee and Chair of Trustees	January 2004	2012	Retired; Cleveland-Cliffs Inc. (mining products and service provider), Vice Chairman/Director (until May 2007)	Lincoln Electric Holdings, Inc. (welding equipment manufacturer), Director; Development Alternatives, Inc. (consulting), Director/Non-Executive Chairman; Portman Limited (mining), Director (until 2008)
Robert E. Butler (age 70)	Trustee	January 2006	2012	Consultant investment company industry regulatory and compliance matters	N/A
Maureen R. Goldfarb (age 56)	Trustee	January 2009	2013	Private investor	N/A

**Table of Contents***Trustees and Officers continued*

<b>Name, Age</b>	<b>Position(s) Held</b>	<b>Trustee/Officer Since (h)</b>	<b>Term Expiring</b>	<b>Principal Occupations During the Past Five Years</b>	<b>Other Directorships (j)</b>
William R. Gutow  (age 70)	Trustee	December 1993	2014	Private investor and real estate consultant; Capitol Entertainment Management Company (video franchise), Vice Chairman	Atlantic Coast Tan (tanning salons), Vice Chairman (until 2007); Texas Donuts (donut franchise), Vice Chairman (until 2010)
Michael Hegarty  (age 67)	Trustee	December 2004	2014	Private investor	N/A
John P. Kavanaugh  (age 57)	Trustee	January 2009	2014	Private investor; The Hanover Insurance Group, Inc., Vice President and Chief Investment Officer (until 2006); Allmerica Investment Trust, Allmerica Securities Trust and Opus Investment Trust (investment companies), Chairman, President and Trustee (until 2006)	N/A
J. Dale Sherratt  (age 73)	Trustee	June 1989	2012	Insight Resources, Inc. (acquisition planning specialists), President; Wellfleet Investments (investor in health care companies), Managing General Partner	N/A
Laurie J. Thomsen  (age 54)	Trustee	March 2005	2013	Private investor; New Profit, Inc. (venture philanthropy), Executive Partner (until 2010)	The Travelers Companies (property and casualty insurance), Director
Robert W. Uek  (age 70)	Trustee	January 2006	2014	Consultant to investment company industry	N/A

**Table of Contents***Trustees and Officers continued*

<b>Name, Age</b>	<b>Position(s) Held</b>	<b>Trustee/Officer</b>	<b>Term</b>	<b>Principal Occupations During</b>	<b>Other</b>
<b>OFFICERS</b>	<b>with Fund</b>	<b>Since (h)</b>	<b>Expiring</b>	<b>the Past Five Years</b>	<b>Directorships (j)</b>
John M. Corcoran (k)  (age 46)	President	October 2008	N/A	Massachusetts Financial Services Company, Senior Vice President (since October 2008); State Street Bank and Trust (financial services provider), Senior Vice President, (until September 2008)	N/A
Christopher R. Bohane (k)  (age 37)	Assistant Secretary and Assistant Clerk	July 2005	N/A	Massachusetts Financial Services Company, Vice President and Senior Counsel	N/A
Kino Clark (k)  (age 43)	Assistant  Treasurer	January 2012	N/A	Massachusetts Financial Services Company,  Assistant Vice President	N/A
Ethan D. Corey (k)  (age 48)	Assistant Secretary and Assistant Clerk	July 2005	N/A	Massachusetts Financial Services Company, Senior Vice President and Associate General Counsel	N/A
David L. DiLorenzo (k)  (age 43)	Treasurer	July 2005	N/A	Massachusetts Financial Services Company, Vice President	N/A

**Table of Contents***Trustees and Officers continued*

<b>Name, Age</b>	<b>Position(s) Held</b>	<b>Trustee/Officer</b>	<b>Term</b>	<b>Principal Occupations During</b>	<b>Other</b>
	<b>with Fund</b>	<b>Since (h)</b>	<b>Expiring</b>	<b>the Past Five Years</b>	<b>Directorships (j)</b>
Robyn L. Griffin  (age 36)	Assistant Independent Chief Compliance Officer	August 2008	N/A	Griffin Compliance LLC (provider of compliance services), Principal (since August 2008); State Street Corporation (financial services provider), Mutual Fund Administration Assistant Vice President (October 2006 July 2008); Liberty Mutual Group (insurance), Personal Market Assistant Controller (April 2006 October 2006); Deloitte & Touche LLP (professional services firm	N/A
Brian E. Langenfeld (k)  (age 38)	Assistant Secretary and Assistant Clerk	June 2006	N/A	Massachusetts Financial Services Company, Vice President and Senior Counsel	N/A
Ellen Moynihan (k)  (age 54)	Assistant Treasurer	April 1997	N/A	Massachusetts Financial Services Company, Senior Vice President	N/A
Susan S. Newton (k)  (age 61)	Assistant Secretary and Assistant Clerk	May 2005	N/A	Massachusetts Financial Services Company, Senior Vice President and Associate General Counsel	N/A
Susan A. Pereira (k)  (age 41)	Assistant Secretary and Assistant Clerk	July 2005	N/A	Massachusetts Financial Services Company, Vice President and Senior Counsel	N/A
Mark N. Polebaum (k)  (age 59)	Secretary and Clerk	January 2006	N/A	Massachusetts Financial Services Company, Executive Vice President, General Counsel and Secretary	N/A

**Table of Contents***Trustees and Officers continued*

<b>Name, Age</b>	<b>Position(s) Held</b>	<b>Trustee/Officer Since (h)</b>	<b>Term Expiring</b>	<b>Principal Occupations During the Past Five Years</b>	<b>Other Directorships (j)</b>
Frank L. Tarantino (age 67)	Independent Chief Compliance Officer	June 2004	N/A	Tarantino LLC (provider of compliance services), Principal	N/A
Richard S. Weitzel (k) (age 41)	Assistant Secretary and Assistant Clerk	October 2007	N/A	Massachusetts Financial Services Company, Vice President and Assistant General Counsel	N/A
James O. Yost (k) (age 51)	Deputy Treasurer	September 1990	N/A	Massachusetts Financial Services Company, Senior Vice President	N/A

(h) Date first appointed to serve as Trustee/officer of an MFS fund. Each Trustee has served continuously since appointment unless indicated otherwise. For the period from December 15, 2004 until February 22, 2005, Mr. Manning served as Advisory Trustee. For the period October 2008, until January 2012, Mr. Corcoran served as Treasurer of the Funds. Prior to January 2012, Messrs. DiLorenzo and Yost served as Assistant Treasurers of the Funds.

(j) Directorships or trusteeships of companies required to report to the Securities and Exchange Commission (i.e., public companies).

(k) Interested person of the Trust within the meaning of the Investment Company Act of 1940 (referred to as the 1940 Act), which is the principal federal law governing investment companies like the fund, as a result of position with MFS. The address of MFS is 500 Boylston Street, Boston, Massachusetts 02116. The Trust holds annual shareholder meetings for the purpose of electing Trustees, and Trustees are elected for fixed terms. The Board of Trustees is currently divided into three classes, each having a term of three years which term expires on the date of the third annual meeting following the election to office of the Trustee's class. Each year the term of one class expires. Each Trustee and officer will serve until next elected or his or her earlier death, resignation, retirement or removal.

Messrs. Butler, Kavanaugh, and Uek and Ms. Thomsen are members of the Fund's Audit Committee.

Each of the Fund's Trustees and officers holds comparable positions with certain other funds of which MFS or a subsidiary is the investment adviser or distributor, and, in the case of the officers, with certain affiliates of MFS. As of January 1, 2012, the Trustees served as board members of 131 funds within the MFS Family of Funds.

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*Trustees and Officers continued*

The Statement of Additional Information for the Fund includes further information about the Trustees and is available without charge upon request by calling 1-800-225-2606.

**Investment Adviser**

Massachusetts Financial Services Company  
500 Boylston Street, Boston, MA 02116-3741

**Portfolio Managers**

William Adams  
David Cole  
Richard Hawkins  
Matthew Ryan

**Custodian**

State Street Bank and Trust  
1 Lincoln Street, Boston, MA 02111-2900

**Independent Registered Public Accounting Firm**

Ernst & Young LLP  
200 Clarendon Street, Boston, MA 02116

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## BOARD REVIEW OF INVESTMENT ADVISORY AGREEMENT

The Investment Company Act of 1940 requires that both the full Board of Trustees and a majority of the non-interested ( independent ) Trustees, voting separately, annually approve the continuation of the Fund's investment advisory agreement with MFS. The Trustees consider matters bearing on the Fund and its advisory arrangements at their meetings throughout the year, including a review of performance data at each regular meeting. In addition, the independent Trustees met several times over the course of three months beginning in May and ending in July, 2011 ( contract review meetings ) for the specific purpose of considering whether to approve the continuation of the investment advisory agreement for the Fund and the other investment companies that the Board oversees (the MFS Funds ). The independent Trustees were assisted in their evaluation of the Fund's investment advisory agreement by independent legal counsel, from whom they received separate legal advice and with whom they met separately from MFS during various contract review meetings. The independent Trustees were also assisted in this process by the MFS Funds' Independent Chief Compliance Officer, a full-time senior officer appointed by and reporting to the independent Trustees.

In connection with their deliberations regarding the continuation of the investment advisory agreement, the Trustees, including the independent Trustees, considered such information and factors as they believed, in light of the legal advice furnished to them and their own business judgment, to be relevant. The investment advisory agreement for the Fund was considered separately, although the Trustees also took into account the common interests of all MFS Funds in their review. As described below, the Trustees considered the nature, quality, and extent of the various investment advisory, administrative, and shareholder services performed by MFS under the existing investment advisory agreement and other arrangements with the Fund.

In connection with their contract review meetings, the Trustees received and relied upon materials that included, among other items: (i) information provided by Lipper Inc., an independent third party, on the investment performance (based on net asset value) of the Fund for various time periods ended December 31, 2010 and the investment performance (based on net asset value) of a group of funds with substantially similar investment classifications/objectives (the Lipper performance universe ), (ii) information provided by Lipper Inc. on the Fund's advisory fees and other expenses and the advisory fees and other expenses of comparable funds identified by Lipper Inc. (the Lipper expense group ), (iii) information provided by MFS on the advisory fees of comparable portfolios of other clients of MFS, including institutional separate accounts and other clients, (iv) information as to whether and to what



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*Board Review of Investment Advisory Agreement continued*

extent applicable expense waivers, reimbursements or fee breakpoints are observed for the Fund, (v) information regarding MFS financial results and financial condition, including MFS and certain of its affiliates estimated profitability from services performed for the Fund and the MFS Funds as a whole, and compared to MFS institutional business, (vi) MFS views regarding the outlook for the mutual fund industry and the strategic business plans of MFS, (vii) descriptions of various functions performed by MFS for the Funds, such as compliance monitoring and portfolio trading practices, and (viii) information regarding the overall organization of MFS, including information about MFS senior management and other personnel providing investment advisory, administrative and other services to the Fund and the other MFS Funds. The comparative performance, fee and expense information prepared and provided by Lipper Inc. was not independently verified and the independent Trustees did not independently verify any information provided to them by MFS.

The Trustees conclusion as to the continuation of the investment advisory agreement was based on a comprehensive consideration of all information provided to the Trustees and not the result of any single factor. Some of the factors that figured particularly in the Trustees deliberations are described below, although individual Trustees may have evaluated the information presented differently from one another, giving different weights to various factors. It is also important to recognize that the fee arrangements for the Fund and other MFS Funds are the result of years of review and discussion between the independent Trustees and MFS, that certain aspects of such arrangements may receive greater scrutiny in some years than in others, and that the Trustees conclusions may be based, in part, on their consideration of these same arrangements during the course of the year and in prior years.

Based on information provided by Lipper Inc., the Trustees reviewed the Fund's total return investment performance as well as the performance of peer groups of funds over various time periods. The Trustees placed particular emphasis on the total return performance of the Fund's common shares in comparison to the performance of the other fund in its Lipper performance universe over the three-year period ended December 31, 2010, which the Trustees believed was a long enough period to reflect differing market conditions. The total return performance of the Fund's common shares ranked 1st out of a total of 2 funds in the Lipper performance universe for this three-year period (a ranking of first place out of the total number of funds in the performance universe indicating the best performer and a ranking of last place out of the total number of funds in the performance universe indicating the worst performer). The total return performance of the Fund's common shares ranked 2nd out of a total of 2 funds for the one-year period and 1st out

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*Board Review of Investment Advisory Agreement continued*

of a total of 2 funds for the five-year period ended December 31, 2010. Given the size of the Lipper performance universe and information previously provided by MFS regarding differences between the Fund and the other fund in its Lipper performance universe, the Trustees also reviewed the Fund's performance in comparison to a custom benchmark developed by MFS. The Fund out-performed its custom benchmark for the one- and three-year periods ended December 31, 2010 (one year: 12.4% total return for the Fund versus 10.1% total return for the benchmark; three-year: 9.0% total return for the Fund versus 8.1% total return for the benchmark) and under-performed its custom benchmark for the five-year period ended December 31, 2010 (7.2% total return for the Fund versus 7.3% total return for the benchmark). Because of the passage of time, these performance results are likely to differ from the performance results for more recent periods, including those shown elsewhere in this report.

In the course of their deliberations, the Trustees took into account information provided by MFS in connection with the contract review meetings, as well as during investment review meetings conducted with portfolio management personnel during the course of the year regarding the Fund's performance. After reviewing these and related factors, the Trustees concluded, within the context of their overall conclusions regarding the investment advisory agreement, that they were satisfied with MFS's responses and efforts relating to investment performance.

In assessing the reasonableness of the Fund's advisory fee, the Trustees considered, among other information, the Fund's advisory fee and the total expense ratio of the Fund's common shares as a percentage of average daily net assets and the advisory fee and total expense ratios of peer groups of funds based on information provided by Lipper Inc. and MFS. The Trustees considered that, according to the Lipper data (which takes into account any fee reductions or expense limitations that were in effect during the Fund's last fiscal year), the Fund's effective advisory fee rate and total expense ratio were each lower than the Lipper expense group median.

The Trustees also considered the advisory fees charged by MFS to institutional accounts. In comparing these fees, the Trustees considered information provided by MFS as to the generally broader scope of services provided by MFS to the Fund in comparison to institutional accounts and the impact on MFS and expenses associated with the more extensive regulatory regime to which the Fund is subject in comparison to institutional accounts.

The Trustees considered that, as a closed-end fund, the Fund is unlikely to experience meaningful asset growth. As a result, the Trustees did not view the potential for realization of economies of scale as the Fund's assets grow to be a material factor in their deliberations. The Trustees noted that they would

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*Board Review of Investment Advisory Agreement continued*

consider economies of scale in the future in the event the Fund experiences significant asset growth, such as through an offering of preferred shares (which is not currently contemplated) or a material increase in the market value of the Fund's portfolio securities.

The Trustees also considered information prepared by MFS relating to MFS costs and profits with respect to the Fund, the MFS Funds considered as a group, and other investment companies and accounts advised by MFS, as well as MFS methodologies used to determine and allocate its costs to the MFS Funds, the Fund and other accounts and products for purposes of estimating profitability.

After reviewing these and other factors described herein, the Trustees concluded, within the context of their overall conclusions regarding the investment advisory agreement, that the advisory fees charged to the Fund represent reasonable compensation in light of the services being provided by MFS to the Fund.

In addition, the Trustees considered MFS resources and related efforts to continue to retain, attract and motivate capable personnel to serve the Fund. The Trustees also considered current and developing conditions in the financial services industry, including the presence of large and well-capitalized companies which are spending, and appear to be prepared to continue to spend, substantial sums to engage personnel and to provide services to competing investment companies. In this regard, the Trustees also considered the financial resources of MFS and its ultimate parent, Sun Life Financial Inc. The Trustees also considered the advantages and possible disadvantages to the Fund of having an adviser that also serves other investment companies as well as other accounts.

The Trustees also considered the nature, quality, cost, and extent of administrative services provided to the Fund by MFS under agreements other than the investment advisory agreement. The Trustees also considered the nature, extent and quality of certain other services MFS performs or arranges for on the Fund's behalf, which may include securities lending programs, directed expense payment programs, class action recovery programs, and MFS interaction with third-party service providers, principally custodians and sub-custodians. The Trustees concluded that the various non-advisory services provided by MFS and its affiliates on behalf of the Fund were satisfactory.

The Trustees also considered benefits to MFS from the use of the Fund's portfolio brokerage commissions, if applicable, to pay for investment research and various other factors. Additionally, the Trustees considered so-called "fall-out benefits" to MFS such as reputational value derived from serving as investment manager to the Fund.

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*Board Review of Investment Advisory Agreement continued*

Based on their evaluation of factors that they deemed to be material, including those factors described above, the Board of Trustees, including a majority of the independent Trustees, concluded that the Fund's investment advisory agreement with MFS should be continued for an additional one-year period, commencing August 1, 2011.

A discussion regarding the Board's most recent review and renewal of the fund's Investment Advisory Agreement with MFS is available by clicking on the fund's name under "Closed End Funds" in the "Products and Performance" section of the MFS Web site (*mfs.com*).

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### **PROXY VOTING POLICIES AND INFORMATION**

A general description of the MFS funds' proxy voting policies and procedures is available without charge, upon request, by calling 1-800-225-2606, by visiting the Proxy Voting section of *mfs.com* or by visiting the SEC's Web site at <http://www.sec.gov>.

Information regarding how the fund voted proxies relating to portfolio securities during the most recent twelve-month period ended June 30 is available without charge by visiting the Proxy Voting section of *mfs.com* or by visiting the SEC's Web site at <http://www.sec.gov>.

### **QUARTERLY PORTFOLIO DISCLOSURE**

The fund will file a complete schedule of portfolio holdings with the Securities and Exchange Commission (the Commission) for the first and third quarters of each fiscal year on Form N-Q. A shareholder can obtain the quarterly portfolio holdings report at *mfs.com*. The fund's Form N-Q is also available on the EDGAR database on the Commission's Internet Web site at <http://www.sec.gov>, and may be reviewed and copied at the:

Public Reference Room

Securities and Exchange Commission

100 F Street, NE, Room 1580

Washington, D.C. 20549

Information on the operation of the Public Reference Room may be obtained by calling the Commission at 1-800-SEC-0330. Copies of the Fund's Form N-Q also may be obtained, upon payment of a duplicating fee, by electronic request at the following e-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov) or by writing the Public Reference Section at the above address.

### **FURTHER INFORMATION**

From time to time, MFS may post important information about the fund or the MFS funds on the MFS web site (*mfs.com*). This information is available by visiting the News & Commentary section of *mfs.com* or by clicking on the fund's name under Closed End Funds in the Products and Performance section of *mfs.com*.

### **FEDERAL TAX INFORMATION (unaudited)**

The fund will notify shareholders of amounts for use in preparing 2011 income tax forms in January 2012.

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rev. 3/11

**FACTS**

**WHAT DOES MFS DO WITH YOUR PERSONAL INFORMATION?**

**Why?**

Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

**What?**

The types of personal information we collect and share depend on the product or service you have with us. This information can include:

Social Security number and account balances

Account transactions and transaction history

Checking account information and wire transfer instructions

When you are *no longer* our customer, we continue to share your information as described in this notice.

**How?**

All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons MFS chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does MFS share?	Can you limit this sharing?
<b>For our everyday business purposes</b> such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
<b>For our marketing purposes</b> to offer our products and services to you	No	We don't share
<b>For joint marketing with other financial companies</b>	No	We don't share
<b>For our affiliates' everyday business purposes</b> information about your transactions and experiences	No	We don't share
<b>For our affiliates' everyday business purposes</b> information about your creditworthiness	No	We don't share
<b>For nonaffiliates to market to you</b>	No	We don't share

**Questions?**

Call **800-225-2606** or go to **mfs.com**.

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Page 2

**Who we are**

**Who is providing this notice?**

MFS Funds, MFS Investment Management, MFS Institutional Advisors, Inc., MFS Fund Distributors, Inc., MFS Heritage Trust Company, and MFS Service Center, Inc.

**What we do**

**How does MFS protect my personal information?**

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include procedural, electronic, and physical safeguards for the protection of the personal information we collect about you.

**How does MFS collect my personal information?**

We collect your personal information, for example, when you

open an account or provide account information

direct us to buy securities or direct us to sell your securities

make a wire transfer

**Why can't I limit all sharing?**

We also collect your personal information from others, such as credit bureaus, affiliates and other companies.

Federal law gives you the right to limit only

sharing for affiliates everyday business purposes information about your creditworthiness

affiliates from using your information to market to you

sharing for nonaffiliates to market to you

State laws and individual companies may give you additional rights to limit sharing.

**Definitions**

**Affiliates**

Companies related by common ownership or control. They can be financial and nonfinancial companies.



## Edgar Filing: MFS CHARTER INCOME TRUST - Form N-CSR

### **Nonaffiliates**

*MFS does not share personal information with affiliates, except for everyday business purposes as described on page one of this notice.*

Companies not related by common ownership or control. They can be financial and nonfinancial companies.

### **Joint Marketing**

*MFS does not share with nonaffiliates so they can market to you.*

A formal agreement between nonaffiliated financial companies that together market financial products or services to you.

*MFS doesn't jointly market.*

### **Other important information**

If you own an MFS product or receive an MFS service in the name of a third party such as a bank or broker-dealer, their privacy policy may apply to you instead of ours.

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**CONTACT US**

**Transfer agent, Registrar, and**

**Dividend Disbursing Agent**

**Call**

1-800-637-2304

9 a.m. to 5 p.m. Eastern time

**Write**

Computershare Trust Company, N.A.

P.O. Box 43078

Providence, RI 02940-3078

New York Stock Exchange Symbol: **MCR**

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**ITEM 2. CODE OF ETHICS.**

The Registrant has adopted a Code of Ethics pursuant to Section 406 of the Sarbanes-Oxley Act and as defined in Form N-CSR that applies to the Registrant's principal executive officer and principal financial and accounting officer. During the period covered by this report, the Registrant has not amended any provision in its Code of Ethics (the "Code") that relates to an element of the Code's definitions enumerated in paragraph (b) of Item 2 of this Form N-CSR. During the period covered by this report, the Registrant did not grant a waiver, including an implicit waiver, from any provision of the Code.

A copy of the Code of Ethics is filed as an exhibit to this Form N-CSR.

**ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.**

Messrs. Robert E. Butler, John P. Kavanaugh and Robert W. Uek and Ms. Laurie J. Thomsen, members of the Audit Committee, have been determined by the Board of Trustees in their reasonable business judgment to meet the definition of "audit committee financial expert" as such term is defined in Form N-CSR. In addition, Messrs. Butler, Kavanaugh and Uek, and Ms. Thomsen are "independent" members of the Audit Committee (as such term has been defined by the Securities and Exchange Commission in regulations implementing Section 407 of the Sarbanes-Oxley Act of 2002). The Securities and Exchange Commission has stated that the designation of a person as an audit committee financial expert pursuant to this Item 3 on the Form N-CSR does not impose on such a person any duties, obligations or liability that are greater than the duties, obligations or liability imposed on such person as a member of the Audit Committee and the Board of Trustees in the absence of such designation or identification.

**ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.**

**Items 4(a) through 4(d) and 4(g):**

The Board of Trustees has appointed Ernst & Young LLP ("E&Y") to serve as independent accountants to the Registrant (hereinafter the "Registrant" or the "Fund"). The tables below set forth the audit fees billed to the Fund as well as fees for non-audit services provided to the Fund and/or to the Fund's investment adviser, Massachusetts Financial Services Company ("MFS"), and to various entities either controlling, controlled by, or under common control with MFS that provide ongoing services to the Fund ("MFS Related Entities").

For the fiscal years ended November 30, 2011 and 2010, audit fees billed to the Fund by E&Y were as follows:

	Audit Fees	
	2011	2010
<b>Fees billed by E&amp;Y:</b>		
MFS Charter Income Trust	48,184	47,668

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For the fiscal years ended November 30, 2011 and 2010, fees billed by E&Y for audit-related, tax and other services provided to the Fund and for audit-related, tax and other services provided to MFS and MFS Related Entities were as follows:

	Audit-Related Fees <sup>1</sup>		Tax Fees <sup>2</sup>		All Other Fees <sup>3</sup>	
	2011	2010	2011	2010	2011	2010
<b>Fees billed by E&amp;Y:</b>						
To MFS Charter Income Trust	10,110	10,000	9,697	9,535	0	0
To MFS and MFS Related Entities of MFS Charter Income Trust*	0	0	0	0	0	0

	2011	2010
<b>Aggregate fees for non-audit services:</b>		
To MFS Charter Income Trust, MFS and MFS Related Entities#	357,318	253,664

- \* This amount reflects the fees billed to MFS and MFS Related Entities for non-audit services relating directly to the operations and financial reporting of the Fund (portions of which services also related to the operations and financial reporting of other funds within the MFS Funds complex).
- # This amount reflects the aggregate fees billed by E&Y for non-audit services rendered to the Fund and for non-audit services rendered to MFS and the MFS Related Entities.
- <sup>1</sup> The fees included under **Audit-Related Fees** are fees related to assurance and related services that are reasonably related to the performance of the audit or review of financial statements, but not reported under **Audit Fees**, including accounting consultations, agreed-upon procedure reports, attestation reports, comfort letters and internal control reviews.
- <sup>2</sup> The fees included under **Tax Fees** are fees associated with tax compliance, tax advice and tax planning, including services relating to the filing or amendment of federal, state or local income tax returns, regulated investment company qualification reviews and tax distribution and analysis.
- <sup>3</sup> The fees under **All Other Fees** are fees for products and services provided by E&Y other than those reported under **Audit Fees**, **Audit-Related Fees** and **Tax Fees**.

**Item 4(e)(1):**

Set forth below are the policies and procedures established by the Audit Committee of the Board of Trustees relating to the pre-approval of audit and non-audit related services: To the extent required by applicable law, pre-approval by the Audit Committee of the Board is needed for all audit and permissible non-audit services rendered to the Fund and all permissible non-audit services rendered to MFS or MFS Related Entities if the services

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relate directly to the operations and financial reporting of the Registrant. Pre-approval is currently on an engagement-by-engagement basis. In the event pre-approval of such services is necessary between regular meetings of the Audit Committee and it is not practical to wait to seek pre-approval at the next regular meeting of the Audit Committee, pre-approval of such services may be referred to the Chair of the Audit Committee for approval; provided that the Chair may not pre-approve any individual engagement for such services exceeding \$50,000 or multiple engagements for such services in the aggregate exceeding \$100,000 between such regular meetings of the Audit Committee. Any engagement pre-approved by the Chair between regular meetings of the Audit Committee shall be presented for ratification by the entire Audit Committee at its next regularly scheduled meeting.

**Item 4(e)(2):**

None, or 0%, of the services relating to the Audit-Related Fees, Tax Fees and All Other Fees paid by the Fund and MFS and MFS Related Entities relating directly to the operations and financial reporting of the Registrant disclosed above were approved by the audit committee pursuant to paragraphs (c)(7)(i)(C) of Rule 2-01 of Regulation S-X (which permits audit committee approval after the start of the engagement with respect to services other than audit, review or attest services, if certain conditions are satisfied).

**Item 4(f):** Not applicable.

**Item 4(h):** The Registrant's Audit Committee has considered whether the provision by a Registrant's independent registered public accounting firm of non-audit services to MFS and MFS Related Entities that were not pre-approved by the Committee (because such services were provided prior to the effectiveness of SEC rules requiring pre-approval or because such services did not relate directly to the operations and financial reporting of the Registrant) was compatible with maintaining the independence of the independent registered public accounting firm as the Registrant's principal auditors.

**ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.**

The Registrant has an Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The members of the Audit Committee are Messrs. Robert E. Butler, John P. Kavanaugh, and Robert W. Uek and Ms. Laurie J. Thomsen.

**ITEM 6. SCHEDULE OF INVESTMENTS**

A schedule of investments of the Registrant is included as part of the report to shareholders of the Registrant under Item 1 of this Form N-CSR.

**ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.**

*MASSACHUSETTS FINANCIAL SERVICES COMPANY*

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PROXY VOTING POLICIES AND PROCEDURES

February 1, 2011

Massachusetts Financial Services Company, MFS Institutional Advisors, Inc., MFS International (UK) Limited, MFS Heritage Trust Company, and MFS other subsidiaries that perform discretionary investment management activities (collectively, MFS ) have adopted proxy voting policies and procedures, as set forth below ( MFS Proxy Voting Policies and Procedures ), with respect to securities owned by the clients for which MFS serves as investment adviser and has the power to vote proxies, including the registered investment companies sponsored by MFS (the MFS Funds ). References to clients in these policies and procedures include the MFS Funds and other clients of MFS, such as funds organized offshore, sub-advised funds and separate account clients, to the extent these clients have delegated to MFS the responsibility to vote proxies on their behalf under the MFS Proxy Voting Policies and Procedures.

The MFS Proxy Voting Policies and Procedures include:

- A. Voting Guidelines;
- B. Administrative Procedures;
- C. Records Retention; and
- D. Reports.

A. *VOTING GUIDELINES*

1. General Policy; Potential Conflicts of Interest

MFS policy is that proxy voting decisions are made in what MFS believes to be the best long-term economic interests of MFS clients, and not in the interests of any other party or in MFS corporate interests, including interests such as the distribution of MFS Fund shares and institutional client relationships.

In developing these proxy voting guidelines, MFS reviews corporate governance issues and proxy voting matters that are presented for shareholder vote by either management or shareholders of public companies. Based on the overall principle that all votes cast by MFS on behalf of its clients must be in what MFS believes to be the best long-term economic interests of such clients, MFS has adopted proxy voting guidelines, set forth below, that govern how MFS generally will vote on specific matters presented for shareholder vote.

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As a general matter, MFS votes consistently on similar proxy proposals across all shareholder meetings. However, some proxy proposals, such as certain excessive executive compensation, environmental, social and governance matters, are analyzed on a case-by-case basis in light of all the relevant facts and circumstances of the proposal. Therefore, MFS may vote similar proposals differently at different shareholder meetings based on the specific facts and circumstances of the issuer or the terms of the proposal. In addition, MFS also reserves the right to override the guidelines with respect to a particular proxy proposal when such an override is, in MFS' best judgment, consistent with the overall principle of voting proxies in the best long-term economic interests of MFS' clients.

MFS also generally votes consistently on the same matter when securities of an issuer are held by multiple client accounts, unless MFS has received explicit voting instructions to vote differently from a client for its own account. From time to time, MFS may also receive comments on the MFS Proxy Voting Policies and Procedures from its clients. These comments are carefully considered by MFS when it reviews these guidelines and revises them as appropriate.

These policies and procedures are intended to address any potential material conflicts of interest on the part of MFS or its subsidiaries that are likely to arise in connection with the voting of proxies on behalf of MFS' clients. If such potential material conflicts of interest do arise, MFS will analyze, document and report on such potential material conflicts of interest (see Sections B.2 and D below), and shall ultimately vote the relevant proxies in what MFS believes to be the best long-term economic interests of its clients. The MFS Proxy Voting Committee is responsible for monitoring and reporting with respect to such potential material conflicts of interest.

MFS is also a signatory to the United Nations Principles for Responsible Investment. In developing these guidelines, MFS considered environmental, social and corporate governance issues in light of MFS' fiduciary obligation to vote proxies in the best long-term economic interest of its clients.

### 2. MFS' Policy on Specific Issues

#### *Election of Directors*

MFS believes that good governance should be based on a board with at least a simple majority of directors who are independent of management, and whose key committees (e.g., compensation, nominating, and audit committees) are comprised entirely of independent directors. While MFS generally supports the board's nominees in uncontested or non-contentious elections, we will not support a nominee to a board of a U.S. issuer if, as a result of such nominee being elected to the board, the board would be comprised of a majority of members who are not

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independent or, alternatively, the compensation, nominating (including instances in which the full board serves as the compensation or nominating committee) or audit committees would include members who are not independent.

MFS will also not support a nominee to a board if we can determine that he or she failed to attend at least 75% of the board and/or relevant committee meetings in the previous year without a valid reason stated in the proxy materials or other company communications. In addition, MFS may not support all nominees standing for re-election to a board if we can determine: (1) the board or its compensation committee has re-priced or exchanged underwater stock options since the last annual meeting of shareholders and without shareholder approval; (2) the board or relevant committee has not taken adequately responsive action to a majority-approved shareholder proposal that MFS has supported; or (3) the board has implemented a poison pill without shareholder approval since the last annual meeting, (including those related to net-operating loss carryforwards).

MFS may not support certain board nominees of U.S. issuers under certain circumstances where MFS deems compensation to be egregious due to pay-for-performance issues and/or poor pay practices. Please see the section below titled MFS Policy on Specific Issues - Advisory Votes on Compensation for further details.

MFS evaluates a contested or contentious election of directors on a case-by-case basis considering the long-term financial performance of the company relative to its industry, management's track record, the qualifications of all nominees, and an evaluation of what each side is offering shareholders.

### *Majority Voting and Director Elections*

MFS votes for reasonably crafted proposals calling for directors to be elected with an affirmative majority of votes cast and/or the elimination of the plurality standard for electing directors (including binding resolutions requesting that the board amend the company's bylaws), provided the proposal includes a carve-out for a plurality voting standard when there are more director nominees than board seats (*e.g.*, contested elections) (Majority Vote Proposals). MFS considers voting against Majority Vote Proposals if the company has adopted, or has proposed to adopt in the proxy statement, formal corporate governance principles that present a meaningful alternative to the majority voting standard and provide an adequate response to both new nominees as well as incumbent nominees who fail to receive a majority of votes cast. MFS believes that a company's election policy should address the specific circumstances at that company. In determining whether the issuer has a meaningful alternative to the majority voting standard, MFS considers whether a company's election policy articulates the following elements to address each director nominee who fails to receive an affirmative majority of votes cast in an election:



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Establish guidelines for the process by which the company determines the status of nominees who fail to receive an affirmative majority of votes cast and disclose the guidelines in the annual proxy statement;

Guidelines should include a reasonable timetable for resolution of the nominee's status and a requirement that the resolution be disclosed together with the reasons for the resolution;

Vest management of the process in the company's independent directors, other than the nominee in question; and

Outline the range of remedies that the independent directors may consider concerning the nominee.

*Classified Boards*

MFS generally supports proposals to declassify a board (e.g. a board in which only one-third of board members is elected each year) for all issuers other than for certain closed-end investment companies. MFS generally opposes proposals to classify a board for issuers other than for certain closed-end investment companies.

*Stock Plans*

MFS opposes stock option programs and restricted stock plans that provide unduly generous compensation for officers, directors or employees, or that could result in excessive dilution to other shareholders. As a general guideline, MFS votes against restricted stock, stock option, non-employee director, omnibus stock plans and any other stock plan if all such plans for a particular company involve potential dilution, in the aggregate, of more than 15%. However, MFS will also vote against stock plans that involve potential dilution, in aggregate, of more than 10% at U.S. issuers that are listed in the Standard and Poor's 100 index as of December 31 of the previous year.

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MFS also opposes stock option programs that allow the board or the compensation committee to re-price underwater options or to automatically replenish shares without shareholder approval. MFS also votes against stock option programs for officers, employees or non-employee directors that do not require an investment by the optionee, that give free rides on the stock price, or that permit grants of stock options with an exercise price below fair market value on the date the options are granted. MFS will consider proposals to exchange existing options for newly issued options, restricted stock or cash on a case-by-case basis, taking into account certain factors, including, but not limited to, whether there is a reasonable value-for-value exchange and whether senior executives are excluded from participating in the exchange.

MFS supports the use of a broad-based employee stock purchase plans to increase company stock ownership by employees, provided that shares purchased under the plan are acquired for no less than 85% of their market value and do not result in excessive dilution.

### *Shareholder Proposals on Executive Compensation*

MFS believes that competitive compensation packages are necessary to attract, motivate and retain executives. However, MFS also recognizes that certain executive compensation practices can be excessive and not in the best, long-term economic interest of a company's shareholders. We believe that the election of an issuer's board of directors (as outlined above), votes on stock plans (as outlined above) and advisory votes on pay (as outlined below) are typically the most effective mechanisms to express our view on a company's compensation practices.

MFS generally opposes shareholder proposals that seek to set rigid restrictions on executive compensation as MFS believes that compensation committees should retain some flexibility to determine the appropriate pay package for executives. Although we support linking executive stock option grants to a company's performance, MFS also opposes shareholder proposals that mandate a link of performance-based options to a specific industry or peer group stock index. MFS generally supports reasonably crafted shareholder proposals that (i) require the issuer to adopt a policy to recover the portion of performance-based bonuses and awards paid to senior executives that were not earned based upon a significant negative restatement of earnings unless the company already has adopted a satisfactory policy on the matter, or (ii) expressly prohibit the backdating of stock options.

### *Advisory Votes on Executive Compensation*

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MFS will analyze advisory votes on executive compensation on a case-by-case basis. MFS will vote against an advisory vote on executive compensation if MFS determines that the issuer has adopted excessive executive compensation practices and will vote in favor of an advisory vote on executive compensation if MFS has not determined that the issuer has adopted excessive executive compensation practices. Examples of excessive executive compensation practices may include, but are not limited to, a pay-for-performance disconnect, employment contract terms such as guaranteed bonus provisions, unwarranted pension payouts, backdated stock options, overly generous hiring bonuses for chief executive officers, unnecessary perquisites, or the potential reimbursement of excise taxes to an executive in regards to a severance package. In cases where MFS (i) votes against consecutive advisory pay votes, or (ii) determines that a particularly egregious excessive executive compensation practice has occurred, then MFS may also vote against certain board nominees. MFS may also vote against certain board nominees if an advisory pay vote for a U.S. issuer is not on the agenda and the company has not implemented the advisory vote frequency supported by a plurality of shareholders.

MFS generally supports proposals to include an advisory shareholder vote on an issuer's executive compensation practices on an annual basis.

### *Golden Parachutes*

From time to time, MFS may evaluate a separate, advisory vote on severance packages or golden parachutes to certain executives at the same time as a vote on a proposed merger or acquisition. MFS will support an advisory vote on a severance package on a case-by-case basis, and MFS may vote against the severance package regardless of whether MFS supports the proposed merger or acquisition.

Shareholders of companies may also submit proxy proposals that would require shareholder approval of severance packages for executive officers that exceed certain predetermined thresholds. MFS votes in favor of such shareholder proposals when they would require shareholder approval of any severance package for an executive officer that exceeds a certain multiple of such officer's annual compensation that is not determined in MFS's judgment to be excessive.

### *Anti-Takeover Measures*

In general, MFS votes against any measure that inhibits capital appreciation in a stock, including proposals that protect management from action by shareholders. These types of proposals take many forms, ranging from poison pills and shark repellents to super-majority requirements.

MFS generally votes for proposals to rescind existing poison pills and proposals that would require shareholder approval to adopt prospective poison

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poison pills, unless the company already has adopted a clearly satisfactory policy on the matter. MFS may consider the adoption of a prospective poison pill or the continuation of an existing poison pill if we can determine that the following two conditions are met: (1) the poison pill allows MFS clients to hold an aggregate position of up to 15% of a company's total voting securities (and of any class of voting securities); and (2) either (a) the poison pill has a term of not longer than five years, provided that MFS will consider voting in favor of the poison pill if the term does not exceed seven years and the poison pill is linked to a business strategy or purpose that MFS believes is likely to result in greater value for shareholders; or (b) the terms of the poison pill allow MFS clients the opportunity to accept a fairly structured and attractively priced tender offer (e.g. a chewable poison pill that automatically dissolves in the event of an all cash, all shares tender offer at a premium price). MFS will also consider on a case-by-case basis proposals designed to prevent tenders which are disadvantageous to shareholders such as tenders at below market prices and tenders for substantially less than all shares of an issuer.

MFS will consider any poison pills designed to protect a company's net-operating loss carryforwards on a case-by-case basis, weighing the accounting and tax benefits of such a pill against the risk of deterring future acquisition candidates.

### *Reincorporation and Reorganization Proposals*

When presented with a proposal to reincorporate a company under the laws of a different state, or to effect some other type of corporate reorganization, MFS considers the underlying purpose and ultimate effect of such a proposal in determining whether or not to support such a measure. MFS generally votes with management in regards to these types of proposals, however, if MFS believes the proposal is in the best long-term economic interests of its clients, then MFS may vote against management (e.g. the intent or effect would be to create additional inappropriate impediments to possible acquisitions or takeovers).

### *Issuance of Stock*

There are many legitimate reasons for the issuance of stock. Nevertheless, as noted above under Non-Salary Compensation Programs, when a stock option plan (either individually or when aggregated with other plans of the same company) would substantially dilute the existing equity (e.g. by approximately 10-15% as described above), MFS generally votes against the plan. In addition, MFS typically votes against proposals where management is asking for authorization to issue common or preferred stock with no reason stated (a blank check) because the unexplained authorization could work as a potential anti-takeover device. MFS may also vote against the authorization or issuance of common or preferred stock if MFS determines that the requested authorization is excessive and not warranted.

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### *Repurchase Programs*

MFS supports proposals to institute share repurchase plans in which all shareholders have the opportunity to participate on an equal basis. Such plans may include a company acquiring its own shares on the open market, or a company making a tender offer to its own shareholders.

### *Cumulative Voting*

MFS opposes proposals that seek to introduce cumulative voting and for proposals that seek to eliminate cumulative voting. In either case, MFS will consider whether cumulative voting is likely to enhance the interests of MFS clients as minority shareholders. In our view, shareholders should provide names of qualified candidates to a company's nominating committee, which, in our view, should be comprised solely of independent directors.

### *Written Consent and Special Meetings*

The right to call a special meeting or act by written consent can be a powerful tool for shareholders. As such, MFS supports proposals requesting the right for shareholders who hold at least 10% of the issuer's outstanding stock to call a special meeting. MFS also supports proposals requesting the right for shareholders to act by written consent.

### *Independent Auditors*

MFS believes that the appointment of auditors for U.S. issuers is best left to the board of directors of the company and therefore supports the ratification of the board's selection of an auditor for the company. Some shareholder groups have submitted proposals to limit the non-audit activities of a company's audit firm or prohibit any non-audit services by a company's auditors to that company. MFS opposes proposals recommending the prohibition or limitation of the performance of non-audit services by an auditor, and proposals recommending the removal of a company's auditor due to the performance of non-audit work for the company by its auditor. MFS believes that the board, or its audit committee, should have the discretion to hire the company's auditor for specific pieces of non-audit work in the limited situations permitted under current law.

### *Environmental, Social and Governance ( ESG ) Issues*

MFS believes that a company's ESG practices may have an impact on the company's long-term economic financial performance and will generally support proposals relating to ESG issues that MFS believes are in the best long-term economic interest of the company's shareholders. For those ESG proposals for

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which a specific policy has not been adopted, MFS considers such ESG proposals on a case-by-case basis. As a result, it may vote similar proposals differently at various shareholder meetings based on the specific facts and circumstances of such proposal.

MFS generally supports proposals that seek to remove governance structures that insulate management from shareholders (*i.e.*, anti-takeover measures) or that seek to enhance shareholder rights. Many of these governance-related issues, including compensation issues, are outlined within the context of the above guidelines. In addition, MFS typically supports proposals that require an issuer to reimburse successful dissident shareholders (who are not seeking control of the company) for reasonable expenses that such dissident incurred in soliciting an alternative slate of director candidates. MFS also generally supports reasonably crafted shareholder proposals requesting increased disclosure around the company's use of collateral in derivatives trading. MFS typically does not support proposals to separate the chairman and CEO positions as we believe that the most beneficial leadership structure of a company should be determined by the company's board of directors. For any governance-related proposal for which an explicit guideline is not provided above, MFS will consider such proposals on a case-by-case basis and will support such proposals if MFS believes that it is in the best long-term economic interest of the company's shareholders.

MFS generally supports proposals that request disclosure on the impact of environmental issues on the company's operations, sales, and capital investments. However, MFS may not support such proposals based on the facts and circumstances surrounding a specific proposal, including, but not limited to, whether (i) the proposal is unduly costly, restrictive, or burdensome, (ii) the company already provides publicly-available information that is sufficient to enable shareholders to evaluate the potential opportunities and risks that environmental matters pose to the company's operations, sales and capital investments, or (iii) the proposal seeks a level of disclosure that exceeds that provided by the company's industry peers. MFS will analyze all other environmental proposals on a case-by-case basis and will support such proposals if MFS believes such proposal is in the best long-term economic interest of the company's shareholders.

MFS will analyze social proposals on a case-by-case basis. MFS will support such proposals if MFS believes that such proposal is in the best long-term economic interest of the company's shareholders. Generally, MFS will support shareholder proposals that (i) seek to amend a company's equal employment opportunity policy to prohibit discrimination based on sexual orientation and gender identity; and (ii) request additional disclosure regarding a company's political contributions (unless the company already provides publicly-available information that is sufficient to enable shareholders to evaluate the potential opportunities and risks that such contributions pose to the company's operations, sales and capital investments).

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The laws of various states or countries may regulate how the interests of certain clients subject to those laws (e.g. state pension plans) are voted with respect to social issues. Thus, it may be necessary to cast ballots differently for certain clients than MFS might normally do for other clients.

### *Foreign Issuers*

MFS generally supports the election of a director nominee standing for re-election in uncontested or non-contentious elections unless it can be determined that (1) he or she failed to attend at least 75% of the board and/or relevant committee meetings in the previous year without a valid reason given in the proxy materials; (2) since the last annual meeting of shareholders and without shareholder approval, the board or its compensation committee has re-priced underwater stock options; or (3) since the last annual meeting, the board has either implemented a poison pill without shareholder approval or has not taken responsive action to a majority shareholder approved resolution recommending that the poison pill be rescinded. Also, certain markets outside of the U.S. have adopted best practice guidelines relating to corporate governance matters (e.g. the United Kingdom's Corporate Governance Code). Many of these guidelines operate on a "comply or explain" basis. As such, MFS will evaluate any explanations by companies relating to their compliance with a particular corporate governance guideline on a case-by-case basis and may vote against the board nominees or other relevant ballot item if such explanation is not satisfactory.

MFS generally supports the election of auditors, but may determine to vote against the election of a statutory auditor in certain markets if MFS reasonably believes that the statutory auditor is not truly independent.

Some international markets have also adopted mandatory requirements for all companies to hold shareholder votes on executive compensation. MFS will not support such proposals if MFS determines that a company's executive compensation practices are excessive, considering such factors as the specific market's best practices that seek to maintain appropriate pay-for-performance alignment and to create long-term shareholder value.

Many other items on foreign proxies involve repetitive, non-controversial matters that are mandated by local law. Accordingly, the items that are generally deemed routine and which do not require the exercise of judgment under these guidelines (and therefore voted with management) for foreign issuers include, but are not limited to, the following: (i) receiving financial statements or other reports from the board; (ii) approval of declarations of dividends; (iii) appointment of shareholders to sign board meeting minutes; (iv) discharge of management and supervisory boards; and (v) approval of share repurchase programs (absent any anti-takeover concerns). MFS will evaluate all other items on proxies for foreign companies in the context of the guidelines described above, but will generally vote

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against an item if there is not sufficient information disclosed in order to make an informed voting decision.

In accordance with local law or business practices, many foreign companies or custodians prevent the sales of shares that have been voted for a certain period beginning prior to the shareholder meeting and ending on the day following the meeting ( share blocking ). Depending on the country in which a company is domiciled, the blocking period may begin a stated number of days prior or subsequent to the meeting (e.g. one, three or five days) or on a date established by the company. While practices vary, in many countries the block period can be continued for a longer period if the shareholder meeting is adjourned and postponed to a later date. Similarly, practices vary widely as to the ability of a shareholder to have the block restriction lifted early (e.g. in some countries shares generally can be unblocked up to two days prior to the meeting whereas in other countries the removal of the block appears to be discretionary with the issuer's transfer agent). Due to these restrictions, MFS must balance the benefits to its clients of voting proxies against the potentially serious portfolio management consequences of a reduced flexibility to sell the underlying shares at the most advantageous time. For companies in countries with share blocking periods or in markets where some custodians may block shares, the disadvantage of being unable to sell the stock regardless of changing conditions generally outweighs the advantages of voting at the shareholder meeting for routine items. Accordingly, MFS will not vote those proxies in the absence of an unusual, significant vote that outweighs the disadvantage of being unable to sell the stock.

In limited circumstances, other market specific impediments to voting shares may limit our ability to cast votes, including, but not limited to, late delivery of proxy materials, power of attorney and share re-registration requirements, or any other unusual voting requirements. In these limited instances, MFS votes securities on a best efforts basis in the context of the guidelines described above.

## **B. ADMINISTRATIVE PROCEDURES**

### *1. MFS Proxy Voting Committee*

The administration of these MFS Proxy Voting Policies and Procedures is overseen by the MFS Proxy Voting Committee, which includes senior personnel from the MFS Legal and Global Investment Support Departments. The Proxy Voting Committee does not include individuals whose primary duties relate to client relationship management, marketing, or sales. The MFS Proxy Voting Committee:

- a. Reviews these MFS Proxy Voting Policies and Procedures at least annually and recommends any amendments considered to be necessary or advisable;



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- b. Determines whether any potential material conflict of interest exists with respect to instances in which MFS (i) seeks to override these MFS Proxy Voting Policies and Procedures; (ii) votes on ballot items not governed by these MFS Proxy Voting Policies and Procedures; (iii) evaluates an excessive executive compensation issue in relation to the election of directors; or (iv) requests a vote recommendation from an MFS portfolio manager or investment analyst (e.g. mergers and acquisitions); and
  
- c. Considers special proxy issues as they may arise from time to time.

*2. Potential Conflicts of Interest*

The MFS Proxy Voting Committee is responsible for monitoring potential material conflicts of interest on the part of MFS or its subsidiaries that could arise in connection with the voting of proxies on behalf of MFS clients. Due to the client focus of our investment management business, we believe that the potential for actual material conflict of interest issues is small. Nonetheless, we have developed precautions to assure that all proxy votes are cast in the best long-term economic interest of shareholders.<sup>1</sup> Other MFS internal policies require all MFS employees to avoid actual and potential conflicts of interests between personal activities and MFS client activities. If an employee identifies an actual or potential conflict of interest with respect to any voting decision, then that employee must recuse himself/herself from participating in the voting process. Additionally, with respect to decisions concerning all Non-Standard Votes, as defined below, MFS will review the securities holdings reported by investment professionals that participate in such decisions to determine whether such person has a direct economic interest in the decision, in which case such person shall not further participate in making the decision. Any significant attempt by an employee of MFS or its subsidiaries to unduly influence MFS voting on a particular proxy matter should also be reported to the MFS Proxy Voting Committee.

In cases where proxies are voted in accordance with these MFS Proxy Voting Policies and Procedures, no material conflict of interest will be deemed to exist. In cases where (i) MFS is considering overriding these MFS Proxy Voting Policies and Procedures, (ii) matters presented for vote are not governed by these MFS Proxy Voting Policies and Procedures, (iii) MFS evaluates a potentially excessive executive compensation issue in relation to the election of directors or advisory pay or severance package vote, or (iv) a vote recommendation is requested from an MFS portfolio manager or investment analyst (e.g. mergers and acquisitions) (collectively, Non-Standard Votes ); the MFS Proxy Voting Committee will follow these procedures:

<sup>1</sup> For clarification purposes, note that MFS votes in what we believe to be the best, long-term economic interest of our clients entitled to vote at the shareholder meeting, regardless of whether other MFS clients hold short positions in the same issuer.

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- a. Compare the name of the issuer of such proxy against a list of significant current (i) distributors of MFS Fund shares, and (ii) MFS institutional clients (the MFS Significant Client List );
- b. If the name of the issuer does not appear on the MFS Significant Client List, then no material conflict of interest will be deemed to exist, and the proxy will be voted as otherwise determined by the MFS Proxy Voting Committee;
- c. If the name of the issuer appears on the MFS Significant Client List, then the MFS Proxy Voting Committee will be apprised of that fact and each member of the MFS Proxy Voting Committee will carefully evaluate the proposed vote in order to ensure that the proxy ultimately is voted in what MFS believes to be the best long-term economic interests of MFS clients, and not in MFS corporate interests; and
- d. For all potential material conflicts of interest identified under clause (c) above, the MFS Proxy Voting Committee will document: the name of the issuer, the issuer's relationship to MFS, the analysis of the matters submitted for proxy vote, the votes as to be cast and the reasons why the MFS Proxy Voting Committee determined that the votes were cast in the best long-term economic interests of MFS clients, and not in MFS corporate interests. A copy of the foregoing documentation will be provided to MFS Conflicts Officer.

The members of the MFS Proxy Voting Committee are responsible for creating and maintaining the MFS Significant Client List, in consultation with MFS distribution and institutional business units. The MFS Significant Client List will be reviewed and updated periodically, as appropriate.

From time to time, certain MFS Funds (the top tier fund ) may own shares of other MFS Funds (the underlying fund ). If an underlying fund submits a matter to a shareholder vote, the top tier fund will generally vote its shares in the same proportion as the other shareholders of the underlying fund. If there are no other shareholders in the top tier fund, the top tier fund will vote in what MFS believes to be in the top tier fund's best long-term economic interest.

**3. *Gathering Proxies***

Most proxies received by MFS and its clients originate at Broadridge Financial Solutions, Inc. ( Broadridge ). Broadridge and other service providers, on behalf of custodians, send proxy related material to the record holders of the shares beneficially owned by MFS clients, usually to the client's proxy voting administrator or, less

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commonly, to the client itself. This material will include proxy ballots reflecting the shareholdings of Funds and of clients on the record dates for such shareholder meetings, as well as proxy materials with the issuer's explanation of the items to be voted upon.

MFS, on behalf of itself and certain of its clients (including the MFS Funds) has entered into an agreement with an independent proxy administration firm pursuant to which the proxy administration firm performs various proxy vote related administrative services such as vote processing and recordkeeping functions. Except as noted below, the proxy administration firm for MFS and its clients, including the MFS Funds, is Institutional Shareholder Services, Inc. (ISS). The proxy administration firm for MFS Development Funds, LLC is Glass, Lewis & Co., Inc. (Glass Lewis); Glass Lewis and ISS are each hereinafter referred to as the Proxy Administrator).

The Proxy Administrator receives proxy statements and proxy ballots directly or indirectly from various custodians, logs these materials into its database and matches upcoming meetings with MFS Fund and client portfolio holdings, which are input into the Proxy Administrator's system by an MFS holdings data-feed. Through the use of the Proxy Administrator system, ballots and proxy material summaries for all upcoming shareholders' meetings are available on-line to certain MFS employees and members of the MFS Proxy Voting Committee.

It is the responsibility of the Proxy Administrator and MFS to monitor the receipt of ballots. When proxy ballots and materials for clients are received by the Proxy Administrator, they are input into the Proxy Administrator's on-line system. The Proxy Administrator then reconciles a list of all MFS accounts that hold shares of a company's stock and the number of shares held on the record date by these accounts with the Proxy Administrator's list of any upcoming shareholder's meeting of that company. If a proxy ballot has not been received, the Proxy Administrator contacts the custodian requesting the reason as to why a ballot has not been received.

#### *4. Analyzing Proxies*

Proxies are voted in accordance with these MFS Proxy Voting Policies and Procedures. The Proxy Administrator, at the prior direction of MFS, automatically votes all proxy matters that do not require the particular exercise of discretion or judgment with respect to these MFS Proxy Voting Policies and Procedures as determined by MFS. With respect to proxy matters that require the particular exercise of discretion or judgment, the MFS Proxy Voting Committee considers and votes on those proxy matters. MFS also receives research and recommendations from the Proxy Administrator which it may take into account in deciding how to vote. MFS uses the research of ISS to identify (i) circumstances in which a board may have approved excessive executive compensation, (ii) environmental and social proposals that warrant consideration or (iii) circumstances in which a non-U.S. company is not in compliance with local

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governance best practices. In those situations where the only MFS fund that is eligible to vote at a shareholder meeting has Glass Lewis as its Proxy Administrator, then we will rely on research from Glass Lewis to identify such issues. Representatives of the MFS Proxy Voting Committee review, as appropriate, votes cast to ensure conformity with these MFS Proxy Voting Policies and Procedures.

As a general matter, portfolio managers and investment analysts have little or no involvement in most votes taken by MFS. This is designed to promote consistency in the application of MFS voting guidelines, to promote consistency in voting on the same or similar issues (for the same or for multiple issuers) across all client accounts, and to minimize the potential that proxy solicitors, issuers, or third parties might attempt to exert inappropriate influence on the vote. In limited types of votes (e.g. mergers and acquisitions, capitalization matters, potentially excessive executive compensation issues, or shareholder proposals relating to environmental and social issues), a representative of MFS Proxy Voting Committee may consult with or seek recommendations from MFS portfolio managers or investment analysts.<sup>2</sup> However, the MFS Proxy Voting Committee would ultimately determine the manner in which all proxies are voted.

As noted above, MFS reserves the right to override the guidelines when such an override is, in MFS best judgment, consistent with the overall principle of voting proxies in the best long-term economic interests of MFS clients. Any such override of the guidelines shall be analyzed, documented and reported in accordance with the procedures set forth in these policies.

### *5. Voting Proxies*

In accordance with its contract with MFS, the Proxy Administrator also generates a variety of reports for the MFS Proxy Voting Committee, and makes available on-line various other types of information so that the MFS Proxy Voting Committee may review and monitor the votes cast by the Proxy Administrator on behalf of MFS clients.

### *6. Securities Lending*

From time to time, the MFS Funds or other pooled investment vehicles sponsored by MFS may participate in a securities lending program. In the event MFS or its agent receives timely notice of a shareholder meeting for a U.S. security, MFS and its agent will attempt to recall any securities on loan before the meeting's record date so that MFS will be entitled to vote these shares. However, there may be instances in which MFS is unable to timely recall securities on loan

<sup>2</sup> From time to time, due to travel schedules and other commitments, an appropriate portfolio manager or research analyst may not be available to provide a vote recommendation. If such a recommendation cannot be obtained within a reasonable time prior to the cut-off date of the shareholder meeting, the MFS Proxy Voting Committee may determine to abstain from voting.

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for a U.S. security, in which cases MFS will not be able to vote these shares. MFS will report to the appropriate board of the MFS Funds those instances in which MFS is not able to timely recall the loaned securities. MFS generally does not recall non-U.S. securities on loan because there may be insufficient advance notice of proxy materials, record dates, or vote cut-off dates to allow MFS to timely recall the shares in certain markets. As a result, non-U.S. securities that are on loan will not generally be voted. If MFS receives timely notice of what MFS determines to be an unusual, significant vote for a non-U.S. security whereas MFS shares are on loan, and determines that voting is in the best long-term economic interest of shareholders, then MFS will attempt to timely recall the loaned shares.

### *7. Engagement*

The MFS Proxy Voting Policies and Procedures are available on [www.mfs.com](http://www.mfs.com) and may be accessed by both MFS clients and the companies in which MFS clients invest. From time to time, MFS may determine that it is appropriate and beneficial for representatives from the MFS Proxy Voting Committee to engage in a dialogue or written communication with a company or other shareholders regarding certain matters on the company's proxy statement that are of concern to shareholders, including environmental, social and governance matters. A company or shareholder may also seek to engage with representatives of the MFS Proxy Voting Committee in advance of the company's formal proxy solicitation to review issues more generally or gauge support for certain contemplated proposals.

### *C. RECORDS RETENTION*

MFS will retain copies of these MFS Proxy Voting Policies and Procedures in effect from time to time and will retain all proxy voting reports submitted to the Board of Trustees and Board of Managers of the MFS Funds for the period required by applicable law. Proxy solicitation materials, including electronic versions of the proxy ballots completed by representatives of the MFS Proxy Voting Committee, together with their respective notes and comments, are maintained in an electronic format by the Proxy Administrator and are accessible on-line by the MFS Proxy Voting Committee. All proxy voting materials and supporting documentation, including records generated by the Proxy Administrator's system as to proxies processed, including the dates when proxy ballots were received and submitted, and the votes on each company's proxy issues, are retained as required by applicable law.

### *D. REPORTS*

MFS Funds

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MFS publicly discloses the proxy voting records of the MFS Funds on an annual basis, as required by law. MFS will also report the results of its voting to the Board of Trustees and Board of Managers of the MFS Funds. These reports will include: (i) a summary of how votes were cast (including advisory votes on pay and golden parachutes); (ii) a summary of votes against management's recommendation; (iii) a review of situations where MFS did not vote in accordance with the guidelines and the rationale therefore; (iv) a review of the procedures used by MFS to identify material conflicts of interest and any matters identified as a material conflict of interest; (v) a review of these policies and the guidelines; (vi) a report and impact assessment of instances in which the recall of loaned securities of a U.S. issuer was unsuccessful; and (vii) as necessary or appropriate, any proposed modifications thereto to reflect new developments in corporate governance and other issues. Based on these reviews, the Trustees and Managers of the MFS Funds will consider possible modifications to these policies to the extent necessary or advisable.

### All MFS Advisory Clients

MFS may publicly disclose the proxy voting records of certain clients or the votes it casts with respect to certain matters as required by law. At any time, a report can also be printed by MFS for each client who has requested that MFS furnish a record of votes cast. The report specifies the proxy issues which have been voted for the client during the year and the position taken with respect to each issue and, upon request, may identify situations where MFS did not vote in accordance with the MFS Proxy Voting Policies and Procedures.

Except as described above, MFS generally will not divulge actual voting practices to any party other than the client or its representatives because we consider that information to be confidential and proprietary to the client. However, as noted above, MFS may determine that it is appropriate and beneficial to engage in a dialogue with a company regarding certain matters. During such dialogue with the company, MFS may disclose the vote it intends to cast in order to potentially effect positive change at a company in regards to environmental, social or governance issues.

## **ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.**

**General.** Information regarding the portfolio manager(s) of the MFS Charter Income Trust (the Fund) is set forth below. *As of May 1, 2011, John F. Addeo was no longer a manager of the fund.*

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<b>Portfolio Manager</b>	<b>Primary Role</b>	<b>Since</b>	<b>Title and Five Year History</b>
Richard O. Hawkins	Lead Portfolio Manager	2004	Investment Officer of MFS; employed in the investment area of MFS since 1988.
David P. Cole	High Yield Debt Securities Portfolio Manager	2006	Investment Officer of MFS; employed in the investment area of MFS since 2004.
Matthew W. Ryan	Emerging Markets Debt Securities Portfolio Manager	2004	Investment Officer of MFS; employed in the investment area of MFS since 1997.
William J. Adams	High Yield Corporate Debt Securities Portfolio Manager	May 2011	Investment Officer of MFS; employed in the investment area of MFS since 2009, Credit Analyst at MFS from 1997 to 2005.

**Compensation.** Portfolio manager compensation is reviewed annually. As of December 31, 2010, portfolio manager total cash compensation is a combination of base salary and performance bonus:

*Base Salary* Base salary represents a smaller percentage of portfolio manager total cash compensation than performance bonus.

*Performance Bonus* Generally, the performance bonus represents more than a majority of portfolio manager total cash compensation.

The performance bonus is based on a combination of quantitative and qualitative factors, generally with more weight given to the former and less weight given to the latter.

The quantitative portion is based on the pre-tax performance of assets managed by the portfolio manager over one-, three-, and five-year periods relative to peer group universes and/or indices ( benchmarks ). As of December 31, 2010, the following benchmarks were used to measure performance for the Fund:

<b>Portfolio Manager</b>	<b>Benchmark(s)</b>
Richard O. Hawkins	Citigroup World Government Bond Non-Dollar Hedged Index JPMorgan Emerging Markets Bond Global Index Barclay s Capital U.S. High-Yield Corporate Bond Index Barclay s Capital U.S. Credit Bond Index Barclay s Capital U.S. Government/Mortgage Bond Index

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Additional or different benchmarks, including versions of indices and custom indices may also be used. Primary weight is given to portfolio performance over a three-year time period with lesser consideration given to portfolio performance over one-year and five-year periods (adjusted as appropriate if the portfolio manager has served for less than five years).

The qualitative portion is based on the results of an annual internal peer review process (conducted by other portfolio managers, analysts, and traders) and management’s assessment of overall portfolio manager contributions to investor relations and the investment process (distinct from fund and other account performance).

Portfolio managers also typically benefit from the opportunity to participate in the MFS Equity Plan. Equity interests and/or options to acquire equity interests in MFS or its parent company are awarded by management, on a discretionary basis, taking into account tenure at MFS, contribution to the investment process, and other factors.

Finally, portfolio managers also participate in benefit plans (including a defined contribution plan and health and other insurance plans) and programs available generally to other employees of MFS. The percentage such benefits represent of any portfolio manager’s compensation depends upon the length of the individual’s tenure at MFS and salary level, as well as other factors.

**Ownership of Fund Shares.** The following table shows the dollar range of equity securities of the Fund beneficially owned by the Fund’s portfolio manager(s) as of the fund’s fiscal year ended November 30, 2011. The following dollar ranges apply:

- N. None
- A. \$1 - \$10,000
- B. \$10,001 - \$50,000
- C. \$50,001 - \$100,000
- D. \$100,001 - \$500,000
- E. \$500,001 - \$1,000,000
- F. Over \$1,000,000

Name of Portfolio Manager	Dollar Range of Equity Securities in Fund
Richard O. Hawkins	N
David P. Cole	N
Matthew W. Ryan	N
William J. Adams	N

**Other Accounts.** In addition to the Fund, the Fund’s portfolio manager is named as a portfolio manager of certain other accounts managed or subadvised by MFS or an affiliate, the number and assets of which, as of the fund’s fiscal year ended November 30, 2011



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Name	Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts	
	Number of Accounts*	Total Assets*	Number of Accounts	Total Assets	Number of Accounts	Total Assets
Richard O. Hawkins	13	\$ 17.1 billion	2	\$ 1.2 billion	5	\$ 674.5 million
David P. Cole	13	\$ 4.2 billion	3	\$ 786.3 million	0	N/A
Matthew W. Ryan	12	\$ 6.5 billion	10	\$ 3.0 billion	7	\$ 4.8 billion
William J. Adams	14	\$ 4.3 billion	5	\$ 1.4 billion	0	N/A

\* Includes the Fund.

Advisory fees are not based upon performance of any of the accounts identified in the table above.

**Potential Conflicts of Interest.**

The Adviser seeks to identify potential conflicts of interest resulting from a portfolio manager's management of both the Fund and other accounts, and has adopted policies and procedures designed to address such potential conflicts.

The management of multiple funds and accounts (including proprietary accounts) gives rise to potential conflicts of interest if the funds and accounts have different objectives and strategies, benchmarks, time horizons and fees as a portfolio manager must allocate his or her time and investment ideas across multiple funds and accounts. In certain instances there are securities which are suitable for the Fund's portfolio as well as for accounts of the Adviser or its subsidiaries with similar investment objectives. The Fund's trade allocation policies may give rise to conflicts of interest if the Fund's orders do not get fully executed or are delayed in getting executed due to being aggregated with those of other accounts of the Adviser or its subsidiaries. A portfolio manager may execute transactions for another fund or account that may adversely affect the value of the Fund's investments. Investments selected for funds or accounts other than the Fund may outperform investments selected for the Fund.

When two or more clients are simultaneously engaged in the purchase or sale of the same security, the securities are allocated among clients in a manner believed by the Adviser to be fair and equitable to each. It is recognized that in some cases this system could have a detrimental effect on the price or volume of the security as far as the Fund is concerned. In most cases, however, the Adviser believes that the Fund's ability to participate in volume transactions will produce better executions for the Fund.

The Adviser and/or a portfolio manager may have a financial incentive to allocate favorable or limited opportunity investments or structure the timing of investments to favor accounts other than the Fund, for instance, those that pay a higher advisory fee and/or have a performance adjustment and/or include an investment by the portfolio manager.

**ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.**

**Table of Contents****MFS Charter Income Trust**

<b>Period</b>	<b>(a) Total number of Shares Purchased</b>	<b>(b) Average Price Paid per Share</b>	<b>(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased under the Plans or Programs</b>
12/01/10-12/31/10	0	N/A	0	5,487,174
1/01/11-1/31/11	0	N/A	0	5,487,174
2/01/11-2/28/11	0	N/A	0	5,487,174
3/01/11-3/31/11	0	N/A	0	5,487,174
4/01/11-4/30/11	0	N/A	0	5,487,174
5/01/11-5/31/11	0	N/A	0	5,487,174
6/01/11-6/30/11	0	N/A	0	5,487,174
7/01/11-7/31/11	0	N/A	0	5,487,174
8/01/11-8/31/11	0	N/A	0	5,487,174
9/01/11-9/30/11	0	N/A	0	5,487,174
10/01/11-10/31/11	0	N/A	0	5,487,174
11/01/11-11/30/11	0	N/A	0	5,487,174
<b>Total</b>	<b>0</b>		<b>0</b>	

Note: The Board of Trustees approves procedures to repurchase shares annually. The notification to shareholders of the program is part of the semi-annual and annual reports sent to shareholders. These annual programs begin on March 1<sup>st</sup> of each year. The programs conform to the conditions of Rule 10b-18 of the securities Exchange Act of 1934 and limit the aggregate number of shares that may be purchased in each annual period (March 1 through the following February 28) to 10% of the Registrant's outstanding shares as of the first day of the plan year (March 1). The aggregate number of shares available for purchase for the March 1, 2011 plan year is 5,487,174.

**ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

There were no material changes to the procedures by which shareholders may send recommendations to the Board for nominees to the Registrant's Board since the Registrant last provided disclosure as to such procedures in response to the requirements of Item 407(c)(2)(iv) of Regulation S-K or this Item.

**ITEM 11. CONTROLS AND PROCEDURES.**

- (a) Based upon their evaluation of the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "Act")) as conducted within 90 days of the filing date of this Form N-CSR, the registrant's principal financial officer and principal executive officer have concluded that those disclosure controls and procedures provide reasonable assurance that the material information required to be disclosed by the registrant on this report is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

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- (b) There were no changes in the registrant's internal controls over financial reporting (as defined in Rule 30a-3(d) under the Act) that occurred during the second fiscal quarter covered by the report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

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**ITEM 12. EXHIBITS.**

(a) File the exhibits listed below as part of this form. Letter or number the exhibits in the sequence indicated.

(1) Any code of ethics, or amendment thereto, that is the subject of the disclosure required by Item 2, to the extent that the registrant intends to satisfy the Item 2 requirements through filing of an exhibit: Code of Ethics attached hereto.

(2) A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the Act (17 CFR 270.30a-2): Attached hereto.

(3) Any written solicitation to purchase securities under Rule 23c-1 under the Act sent or given during the period covered by the report by or on behalf of the Registrant to 10 or more persons. Not applicable.

(b) If the report is filed under Section 13(a) or 15(d) of the Exchange Act, provide the certifications required by Rule 30a-2(b) under the Act (17 CFR 270.30a-2(b)), Rule 13a-14(b) or Rule 15d-14(b) under the Exchange Act (17 CFR 240.13a-14(b) or 240.15d-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as an exhibit. A certification furnished pursuant to this paragraph will not be deemed filed for the purposes of Section 18 of the Exchange Act (15 U.S.C. 78r), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference: Attached hereto.

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**Notice**

A copy of the Amended and Restated Declaration of Trust of the Registrant is on file with the Secretary of State of the Commonwealth of Massachusetts and notice is hereby given that this instrument is executed on behalf of the Registrant by an officer of the Registrant as an officer and not individually and the obligations of or arising out of this instrument are not binding upon any of the Trustees or shareholders individually, but are binding only upon the assets and property of the respective constituent series of the Registrant.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant MFS CHARTER INCOME TRUST

By (Signature and Title)\* JOHN M. CORCORAN  
John M. Corcoran, President

Date: January 13, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)\* JOHN M. CORCORAN  
John M. Corcoran, President

(Principal Executive Officer)

Date: January 13, 2012

By (Signature and Title)\* DAVID L. DILORENZO  
David L. DiLorenzo, Treasurer

(Principal Financial Officer  
and Accounting Officer)

Date: January 13, 2012

\* Print name and title of each signing officer under his or her signature.