MFS CHARTER INCOME TRUST
Form N-CSR
February 08, 2006

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 811-5822

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, 2005

ITEM 1. REPORTS TO STOCKHOLDERS.

MFS(R) Mutual Funds 11/30/05

ANNUAL REPORT

MFS(R) MFS(R) CHARTER INCOME TRUST

A path for pursuing opportunity

[logo] M F S(SM)
INVESTMENT MANAGEMENT(R)

MFS(R) CHARTER INCOME TRUST 11/30/05

The trust seeks to maximize current income.

New York Stock Exchange Symbol: MCR

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LETTER FROM THE CEO

[Photo of Robert J. Manning]

Dear Shareholders,
Most investors are familiar with the basic principles of investing - focus on the long term and keep your assets diversified across different investment

categories. Still, it is surprising how often we forget these basic lessons. Certainly, the dot-com euphoria that overtook Wall Street in the late 1990s had many people hoping they could become millionaires overnight. But the market decline that started in the spring of 2000 taught everyone how misguided those hopes had been.

Now, less than five years after the market taught a harsh lesson in the follies of speculative investing, we are seeing a number of trends that suggest many investors, including professionals, are hoping for overnight miracles again. We see a steady stream of market "gurus" on television news shows, promising to teach amateur investors the strategies that will allow them to get rich quick. Hedge funds - which by their nature move in and out of investments rapidly - have soared in popularity over the past five years. We are reminded every day that we live in a "what have you done for me lately?" world, but this mindset should not influence how we invest and manage our money. In fact, investors often fall short of their goals because they trade in and out of investments too frequently and at inopportune times.

Throughout our entire 80-year history, MFS" money management process has focused on long-term investment opportunities. We firmly believe that one of the best ways to realize long-term financial goals - be it a college education, a comfortable retirement, or a secure family legacy - is to follow a three-pronged approach that focuses on longer time horizons. Allocate holdings across the major asset classes - including stocks, bonds, and cash. Diversify within each class to take advantage of different market segments and investing styles. And rebalance assets regularly to maintain a desired asset allocation.*

This long-term approach requires diligence and patience, two traits that in our experience are essential to capitalizing on the many opportunities the financial markets can offer.

Respectfully,

/s/ Robert J. Manning

Robert J. Manning
Chief Executive Officer and Chief Investment Officer
MFS Investment Management(R)

January 17, 2006

* Asset allocation, diversification, and rebalancing does not guarantee a profit or protect against a loss. The opinions expressed in this letter are those of MFS, and no forecasts can be guaranteed.

PORTFOLIO COMPOSITION

PORTFOLIO STRUCTURE*

Bonds	92.8%
Cash & Other Net Assets	7.2%

MARKET SECTORS*

Non U.S. Government Bonds	24.0%
High Grade Corporates	15.4%
Mortgage Backed Securities	14.5%
High Yield Corporates	14.2%

Emerging Markets Bonds	8.2%
Cash & Other Net Assets	7.2%
Commercial Mortgage Backed Securities	7.0%
U.S. Government Agencies	3.9%
U.S. Treasury Securities	3.1%
Asset Backed Securities	1.5%
Municipal Bonds	1.0%

PORTFOLIO FACTS	
Average Duration^	4.5
Average Life@	7.7 yrs.
Average Maturity@	12.6 yrs.
Average Credit Quality of Rated Securities+	A+
Average Short Term Quality	A-1

CREDIT QUALITY OF BONDS#	
AAA	56.6%
AA	2.0%
A	4.7%
BBB	15.6%
BB	15.2%
B	4.6%
CCC	0.4%
CC	0.1%
Not Rated	0.8%

COUNTRY WEIGHTINGS*	
United States	62.9%
Germany	4.6%
United Kingdom	3.9%
Ireland	2.7%
France	2.7%
Netherlands	2.6%

Spain	2.6%
Finland	2.4%
New Zealand	2.4%
All Others	13.2%

* For purposes of this graphical presentation, the bond component includes both accrued interest amounts and the equivalent exposure from any derivative holdings, if applicable.

Each security is assigned a rating from Moody's Investors Service. If not rated by Moody's, the rating will be that assigned by Standard & Poor's. Likewise, if not assigned a rating by Standard & Poor's, it will be based on the rating assigned by Fitch, Inc. For those portfolios that hold a security which is not rated by any of the three agencies, the security is considered Not Rated. Holdings in U.S. Treasuries and government agency mortgage-backed securities, if any, are included in a "AAA"-rating category. Percentages are based on the total market value of investments as of 11/30/05.

^ Duration is a measure of how much a bond fund's price is likely to fluctuate with general changes in interest rates, e.g., if rates rise 1.00%, a fund with a 5-year duration is likely to lose about 5.00% of its value.

@ The average maturity shown is calculated using the final stated maturity on the portfolio's holdings without taking into account any holdings which have been pre-refunded to an earlier date or which have a mandatory put date prior to the stated maturity. The average life shown takes into account these earlier dates.

+ The average credit quality of rated securities is based upon a market weighted average of portfolio holdings that are rated by public rating agencies.

Percentages are based on net assets as of 11/30/05, unless otherwise noted.

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

MANAGEMENT REVIEW

SUMMARY OF RESULTS

To gauge performance of this portfolio, we track five benchmarks reflecting the varying results of the different markets in which we invest. For the twelve months ended November 30, 2005, the MFS Charter Income Trust's performance at net asset value of 4.56% surpassed three of the five benchmarks, outperforming the Lehman Brothers Government Mortgage Index, the Lehman Brothers U.S. Credit Index, and the Lehman Brothers U.S. High Yield Corporate Index, while underperforming the Citigroup World Government Bond Non-Dollar Hedged Index and the J.P. Morgan Emerging Markets Bond Index Global (J.P. Morgan EMBI Global).

CONTRIBUTORS TO PERFORMANCE

The trust's portfolio is allocated to U.S., European, and Pacific Rim securities. The trust's shorter duration stance aided relative results (duration is a measure of a portfolio's sensitivity to changes in interest rates). The trust maintained a defensive posture, believing that rates were more likely to rise than fall. The trust's positioning in asset backed, mortgage backed, sovereign debt and emerging markets debt securities boosted results.

The trust benefited by being underweighted in "B" rated bonds and lower but this was somewhat offset by overweighting in "BB" and "BBB" rated credits (bonds rated "BBB" or higher are considered investment grade; bonds rated "BB" or lower are considered non-investment grade).

DETRACTORS FROM PERFORMANCE

The trust's positioning in corporate bonds detracted from results over the period. Other detractors to performance came from positioning in supranationals. Over the period our Japanese currency position also disappointed as the dollar continued to gain against most major currencies, although these losses were largely offset by gains in other currencies.

Respectfully,

Richard O. Hawkins
Portfolio Manager

The views expressed in this report are those of the portfolio manager 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 and other conditions, and MFS disclaims any responsibility to update such views. These views may not be relied upon as investment advice or as an indication of trading intent on behalf of any MFS fund. References to specific securities are not recommendations of such securities and may not be representative of any MFS fund's current or future investments.

PORTFOLIO MANAGER'S PROFILE

Richard O. Hawkins, CFA, is Senior Vice President of MFS Investment Management(R) (MFS(R)); an investment grade fixed income research analyst; and a portfolio manager of MFS(R) Charter Income Trust.

Richard joined MFS(R) in 1988 and was named a portfolio manager of MFS Charter Income Trust in 2004. He earned a bachelor's degree from Brown University and a Master's of Business Administration from the University of Pennsylvania. Richard is a member of the Association for Investment Management and Research (AIMR) and holds the Chartered Financial Analyst (CFA) designation.

John F. Addeo, CFA, is Vice President and Associate Director of Fixed Income Research of MFS Investment Management(R) (MFS(R)) and portfolio manager of the high-yield bond portfolios of our mutual funds, variable annuities, offshore accounts and closed-end funds.

John joined MFS as a research analyst in 1998 and was named a portfolio manager of MFS Charter Income Trust in 2005. He became Vice President in 1999, associate portfolio manager in 2000, and portfolio manager in 2001. He was named Associate Director of Fixed Income Research in 2004. Previously, he was a quantitative analyst and a vice president in the high-yield groups of several major investment companies.

He received a Bachelor of Science degree from Siena College in 1984. He holds the Chartered Financial Analyst (CFA) designation.

Scott B. Richards, CFA, is Vice President of MFS Investment Management(R) (MFS(R)) and a portfolio manager of the firm's high-yield and strategic income portfolios.

Scott joined MFS in May 2004 with more than 24 years experience as a high-yield bond portfolio manager and research director at several leading investment management firms. He was named a portfolio manager of MFS Charter Income Trust in 2005.

He earned a Master of Business Administration degree from the Amos Tuck School at Dartmouth College in 1984 and a bachelor's degree in applied economics from Cornell University in 1981. He holds the Chartered Financial Analyst (CFA) designation and is a member of the Boston Security Analyst Society.

Matthew W. Ryan, CFA, is Senior Vice President of MFS Investment Management(R) (MFS(R)) and portfolio manager of strategic income and high yield portfolios, as well as the firm's emerging market debt portfolios. He was named a portfolio manager of MFS Charter Income Trust in 2004.

Before joining the firm in 1997, Matt worked for four years as an economist at the International Monetary Fund and for five years as an international economist with the U.S. Treasury Department. He was named a portfolio manager of MFS in 1998; Vice President in 1999; and Senior Vice President in 2005.

He is a graduate of Williams College and earned a master's degree in international economics and foreign policy from Johns Hopkins University. Matt also holds the Chartered Financial Analyst (CFA) designation.

PERFORMANCE SUMMARY THROUGH 11/30/05

All results are historical. Investment return and principal value will fluctuate, and shares, when sold, may be worth more or less than their original cost. More recent returns may be more or less than those shown. Past performance is no guarantee of future results.

PRICE SUMMARY

Year ended 11/30/05

	Date	Price
Net asset value	11/30/2004	$9.71
	11/30/2005	$9.58
New York Stock Exchange Price	11/30/2004	$8.71
	2/01/2005(high)*	$9.01
	11/03/2005(low)*	$8.33
	11/30/2005	$8.43

* For the period from December 1, 2004 through November 30, 2005.

TOTAL RETURNS VS BENCHMARKS

Year ended 11/30/05

New York Stock Exchange price**	2.57%

Net asset value**	4.56%
Citigroup World Government Bond Non-Dollar Hedged Index	5.40%
J.P. Morgan EMBI Global	11.45%
Lehman Brothers U.S. Aggregate Bond Index***	2.40%
Lehman Brothers U.S. Credit Index	2.28%
Lehman Brothers Government Mortgage Index	2.48%
Lehman Brothers U.S. High Yield Corporate Index	3.38%

** Includes reinvestment of dividend and capital distributions.

*** Effective November 30, 2005, we no longer use the Lehman Brothers U.S. Aggregate Bond Index as a benchmark because we believe the Lehman Brothers U.S. Credit Index and Lehman Brothers Government Mortgage Index better reflect the fund's investment policies and objectives.

INDEX DEFINITIONS

Citigroup World Government Bond Non-Dollar Hedged Index - is a market capitalization weighted index that tracks the currency-hedged performance of the major government bond markets, excluding the United States. Country eligibility is determined based upon market capitalization and investability criteria.

J.P. Morgan Emerging Markets Bond Index Global (the EMBI Global) - tracks total returns for dollar-denominated Brady Bonds, Eurobonds, traded loans and local market debt instruments issued by sovereign and quasi-sovereign entities of emerging markets countries.

Lehman Brothers U.S. Aggregate Bond Index - measures the U.S. investment grade, fixed rate bond market, with index components for government and corporate securities, mortgage pass-through securities, and asset-backed securities.

Lehman Brothers U.S. Credit Index - measures publicly issued, SEC-registered, U.S. corporate and specified foreign debentures and secured notes that meet specified maturity, liquidity, and quality requirements.

Lehman Brothers Government Mortgage Index - measures debt issued by the U.S. Government as well as mortgage-backed pass-through securities of Ginnie Mae (GNMA), Fannie Mae (FNMA), and Freddie Mac (FHLMC).

Lehman Brothers U.S. High Yield Corporate Index - measures the universe 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.

It is not possible to invest directly in an index.

NOTES TO PERFORMANCE SUMMARY

The trust's shares may trade at a discount or premium to net asset value. Shareholders do not have the right to cause the trust to repurchase their shares at net asset value. The trust's shares also may trade at a premium to their net asset value.

When trust shares trade at a premium, buyers pay more than the net asset value underlying trust shares, and shares purchased at a premium would receive less than the amount paid for them in the event of the trust'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 trust's monthly distributions may include a return of capital to shareholders. 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 trust's assets and increasing the trust's expense ratio.

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

KEY RISK CONSIDERATIONS

The portfolio's yield and share prices change daily based on the credit quality of its investments and changes in interest rates. In general, the value of debt securities will decline when interest rates rise and will increase when interest rates fall. Debt securities with longer maturity dates will be subject to greater price fluctuations than those with shorter maturities. Lower quality debt securities involve substantially greater risk of default and their value can decline significantly over time. Mortgage securities are subject to prepayment risk which can offer less potential for gains in a declining interest rate environment and greater potential for loss in a rising interest rate environment. Derivatives involve risks different from, and greater than, those of the underlying indicator's in whose value the derivative is based. The value of the derivative can move in unexpected ways and result in unanticipated losses and increased volatility if the value of the underlying indicator(s) does not move in the direction or the extent anticipated. Foreign investments are more susceptible to risks relating to interest rates, currency exchange rates and economic and political risks and can be more volatile than U.S. investments. Investing in emerging markets can involve risks in addition to those generally associated with investing in more developed foreign markets.

These risks can increase share price volatility.

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

DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN

The trust offers a Dividend Reinvestment and Cash Purchase Plan that allows you to reinvest either all of the distributions paid by the trust or only the long-term capital gains. 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 discounted price of either the net asset value or 95% of the market price, whichever is greater. Twice each year you can also buy shares. Investments may be made in any amount over $100 in January and July on the 15th of the month or shortly thereafter.

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 trust. 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 commissions. 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.

To enroll in or withdraw from the plan, or if you have any questions, call 1-800-637-2304 any business day from 8 a.m. to 8 p.m. Eastern time. Please have available the name of the trust and your account and Social Security numbers. 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 two ways: a check for the value of the full and fractional shares, or a certificate for the full shares and a check for the fractional shares.

PORTFOLIO OF INVESTMENTS - 11/30/05

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

Bonds - 95.4%

ISSUER	SHARES/PAR	$ VALU
Advertising & Broadcasting - 1.3%		
Allbritton Communications Co., 7.75%, 2012	$ 365,000	$ 365,45
DIRECTV Holdings LLC, 8.375%, 2013	884,000	959,14
EchoStar DBS Corp., 6.375%, 2011	1,945,000	1,881,78
Intelsat Ltd., 8.625%, 2015##	340,000	340,85
Lamar Media Corp., 7.25%, 2013	1,140,000	1,174,20
News America Holdings, 7.7%, 2025	1,140,000	1,292,22
News America, Inc., 6.2%, 2034	542,000	533,41
Paxson Communications Corp., 0% to 2006, 12.25% to 2009	580,000	596,67
		$ 7,143,74
Agency - Other - 1.0%		
Financing Corp., 10.35%, 2018	$ 3,600,000	$ 5,350,33
Airlines - 0.2%		
Continental Airlines, Inc., 7.566%, 2020	$ 1,045,217	$ 943,34
Apparel Manufacturers - 0%		
Quiksilver, Inc., 6.875%, 2015##	$ 100,000	$ 94,50
Asset Backed & Securitized - 8.5%		
Airplane Pass-Through Trust, "D", 10.875%, 2019**+	$ 222,233	$ 66
Amresco Commercial Mortgage Funding I, 7%, 2029	3,000,000	3,044,09
Asset Securitization Corp., 7.525%, 2029	1,586,134	1,742,57
Asset Securitization Corp., FRN, 8.292%, 2026	2,000,000	2,119,94
Bear Stearns Commercial Mortgage Securities, Inc., FRN,		

5.116%, 2041	1,120,248	1,106,27
Commercial Mortgage Acceptance Corp., FRN, 5.44%, 2013##	3,165,000	3,151,39
Countrywide Asset-Backed Certificates, FRN, 5.147%, 2035	2,000,000	1,975,23
Credit Suisse First Boston Mortgage Securities Corp., 6.75%, 2030##	2,000,000	2,076,78
Crest Ltd., 7%, 2040##	2,000,000	1,890,60
DLJ Commercial Mortgage Corp., 6.04%, 2031	2,000,000	1,993,08
First Union-Lehman Brothers Bank of America, FRN, 0.6937%, 2028^^	70,957,847	1,427,45
First Union-Lehman Brothers Commercial Mortgage Trust, 7%, 2029##	850,000	913,74
First Union-Lehman Brothers Commercial Mortgage Trust, FRN, 7.5%, 2029	3,000,000	3,355,11
J.P. Morgan Chase Commercial Mortgage Securities Corp., FRN, 5.038%, 2015	4,000,000	3,920,22
Morgan Stanley Capital I, Inc., 5.168%, 2042	1,532,020	1,518,93
Mortgage Capital Funding, Inc., FRN, 0.9637%, 2031^^	20,024,655	311,59
New Century Home Equity Loan Trust, 4.532%, 2035	2,500,000	2,457,31
Residential Asset Mortgage Products, Inc., 3.878%, 2035	1,340,523	1,321,30
Spirit Master Funding, LLC, 5.05%, 2023##	1,971,891	1,914,67
Structured Asset Securities Corp., FRN, 4.67%, 2035	2,484,152	2,448,39
TIAA Real Estate CDO Ltd., 7.17%, 2032##	2,979,641	3,042,81
Wachovia Bank Commercial Mortgage Trust, FRN, 5.083%, 2042	2,000,000	1,966,99
Wachovia Bank Commercial Mortgage Trust, FRN, 4.847%, 2041	2,000,000	1,935,58
		$ 45,634,81
Automotive - 1.1%		
Affinia Group, Inc., 9%, 2014	$ 75,000	$ 60,37
DaimlerChrysler N.A. Holdings Corp., 8.5%, 2031	400,000	473,12
Ford Motor Credit Co., 5.8%, 2009	1,600,000	1,427,36
Ford Motor Credit Co., 7%, 2013	254,000	224,60
General Motors Acceptance Corp., 6.125%, 2008	160,000	148,15
General Motors Acceptance Corp., 5.85%, 2009	285,000	257,98
General Motors Acceptance Corp., 6.75%, 2014	714,000	647,78
General Motors Acceptance Corp., 8%, 2031	500,000	490,31
General Motors Corp., 8.375%, 2033	506,000	341,55
Lear Corp., 8.11%, 2009	260,000	245,26
Navistar International Corp., 7.5%, 2011	530,000	511,45
TRW Automotive, Inc., 9.375%, 2013	781,000	841,52
		$ 5,669,49
Banks & Credit Companies - 4.5%		
Abbey National Capital Trust I, 8.963% to 2030, FRN to 2049	$ 1,500,000	$ 1,999,99
Banco De Estado de Sao Paulo S.A., 8.7%, 2049##	2,100,000	2,136,75
Banco Mercantil del Norte S.A., 5.875% to 2009, FRN to 2014##	2,108,000	2,092,19
BNP Paribas, 5.186% to 2015, FRN to 2049##	1,667,000	1,604,64
Bosphorus Financial Services Ltd., FRN, 6.14%, 2012##	1,500,000	1,477,68
Chuo Mitsui Trust & Banking Co., 5.506% to 2015, FRN to 2049##	1,676,000	1,611,80
DFS Funding Corp., FRN, 5.87%, 2010##	1,750,000	1,793,75
HBOS Capital Funding LP, 6.071% to 2014, FRN to 2049##	1,330,000	1,359,31
J.P. Morgan Chase & Co., 5.125%, 2014	2,100,000	2,065,62
Kazkommerts International B.V., 10.125%, 2007##	367,000	388,10
Kazkommerts International B.V., 10.125%, 2007	128,000	135,36
Mizuho Financial Group, Inc., 5.79%, 2014##	1,898,000	1,953,56
RBS Capital Trust II, 6.425% to 2034, FRN to 2049	829,000	852,27
Resona Bank Ltd., 5.85% to 2016, FRN to 2049##	655,000	647,10
Russian Standard Finance S.A., 8.125%, 2008##	682,000	687,96
Russian Standard Finance S.A., 7.5%, 2010##	176,000	172,26

Turanalem Finance B.V., 8%, 2014##		854,000		863,60
UFJ Finance Aruba AEC, 6.75%, 2013		1,300,000		1,411,10
VTB Capital S.A., 6.25%, 2035##		974,000		1,003,22
			$	24,256,32
Broadcast & Cable TV - 1.1%				
CCH Holdings LLC, 11%, 2015##	$	336,000	$	288,12
Charter Communications, Inc., 8.625%, 2009		174,000		139,20
CSC Holdings, Inc., 8.125%, 2009		1,050,000		1,063,12
Lenfest Communications, Inc., 10.5%, 2006		1,900,000		1,948,09
Mediacom Broadband LLC, 9.5%, 2013		280,000		275,10
Rogers Cable, Inc., 5.5%, 2014		1,025,000		949,40
TCI Communications, Inc., 9.8%, 2012		1,169,000		1,409,54
			$	6,072,59
Brokerage & Asset Managers - 1.0%				
Goldman Sachs Group, Inc., 5.7%, 2012	$	2,680,000	$	2,739,78
Morgan Stanley Dean Witter, Inc., 6.6%, 2012		2,537,000		2,711,89
			$	5,451,67
Business Services - 0.2%				
Iron Mountain, Inc., 7.75%, 2015	$	175,000	$	176,75
Xerox Corp., 7.625%, 2013		920,000		968,30
			$	1,145,05
Chemicals - 1.0%				
BCP Crystal Holdings Corp., 9.625%, 2014	$	237,000	$	262,77
Hercules, Inc., 6.75%, 2029		860,000		833,12
Huntsman International LLC, 10.125%, 2009		331,000		340,93
Kronos International, Inc., 8.875%, 2009	EUR	100,000		123,05
Lyondell Chemical Co., 11.125%, 2012	$	615,000		691,87
Nalco Co., 7.75%, 2011		395,000		405,86
NOVA Chemicals Corp., 6.5%, 2012		420,000		410,55
Rhodia S.A., 8.875%, 2011		325,000		329,87
Rockwood Specialties, Inc., 7.5%, 2014		60,000		58,80
Yara International A.S.A., 5.25%, 2014##		2,000,000		1,940,14
			$	5,396,99
Conglomerates - 0.2%				
Kennametal, Inc., 7.2%, 2012	$	1,140,000	$	1,231,64
Construction - 0.3%				
D.R. Horton, Inc., 8%, 2009	$	935,000	$	997,28
M/I Homes, Inc., 6.875%, 2012		675,000		604,12
			$	1,601,40
Consumer Goods & Services - 0.1%				
Church & Dwight Co., Inc., 6%, 2012	$	460,000	$	453,10
Service Corp. International, 7%, 2017##		260,000		257,07

		$ 710,17
Containers - 0.2%		
Crown Americas, 7.75%, 2015##	$ 245,000	$ 249,90
Huntsman Packaging Corp., 13%, 2010**	190,000	36,10
Owens-Brockway Glass Container, Inc., 8.875%, 2009	660,000	693,00
Owens-Brockway Glass Container, Inc., 8.25%, 2013	85,000	87,76
		$ 1,066,76
Defense Electronics - 0.6%		
BAE Systems Holdings, Inc., 4.75%, 2010##	$ 790,000	$ 773,35
BAE Systems Holdings, Inc., 5.2%, 2015##	2,000,000	1,947,83
L-3 Communications Holdings, Inc., 5.875%, 2015	750,000	720,00
		$ 3,441,18
Electronics - 0.2%		
Flextronics International Ltd., 6.5%, 2013	$ 895,000	$ 903,95
Emerging Market Quasi-Sovereign - 1.2%		
Gazprom OAO, 9.625%, 2013##	$ 1,510,000	$ 1,810,11
Pemex Project Funding Master Trust, 7.375%, 2014	774,000	853,72
Pemex Project Funding Master Trust, 8.625%, 2022	1,218,000	1,485,96
Petronas Capital Ltd., 7.875%, 2022##	464,000	564,51
Petronas Capital Ltd., 7.875%, 2022	1,340,000	1,630,27
		$ 6,344,58
Emerging Market Sovereign - 3.1%		
Federal Republic of Brazil, 7.875%, 2015	$ 143,000	$ 146,71
Federal Republic of Brazil, FRN, 5.25%, 2012	2,408,103	2,369,09
Republic of Argentina, FRN, 4.005%, 2012	3,019,000	2,333,97
Republic of Panama, 9.375%, 2029	509,000	626,07
Republic of Peru, FRN, 5%, 2017	1,658,160	1,587,68
Republic of South Africa, 9.125%, 2009	469,000	526,45
Republic of South Africa, 8.5%, 2017	540,000	673,65
Russian Federation, 3%, 2008	4,677,000	4,425,37
Russian Federation, 3%, 2011	2,510,000	2,227,62
State of Qatar, 9.75%, 2030	435,000	650,32
United Mexican States, 8.125%, 2019	976,000	1,195,60
		$ 16,762,57
Energy - Independent - 0.7%		
Chesapeake Energy Corp., 7.5%, 2014	$ 335,000	$ 353,42
Chesapeake Energy Corp., 6.875%, 2016	680,000	683,40
Forest Oil Corp., 7.75%, 2014	550,000	574,75
Kerr-McGee Corp., 6.95%, 2024	800,000	832,98
Newfield Exploration Co., 6.625%, 2014	225,000	227,25
Plains Exploration & Production Co., 7.125%, 2014	625,000	640,62
Pogo Producing Co., 6.875%, 2017##	80,000	78,00
Vintage Petroleum, Inc., 8.25%, 2012	550,000	592,62
		$ 3,983,06

Energy - Integrated - 0.2%		
Amerada Hess Corp., 7.3%, 2031	$ 725,000	$ 826,74
Entertainment - 0.6%		
AMC Entertainment, Inc., 9.5%, 2011	$ 349,000	$ 340,27
Loews Cineplex Entertainment Corp., 9%, 2014	430,000	430,53
Six Flags, Inc., 9.75%, 2013	220,000	217,25
Turner Broadcasting System, Inc., 8.375%, 2013	1,784,000	2,069,54
		$ 3,057,60
Financial Institutions - 0.1%		
International Lease Finance Corp., 5%, 2010	$ 321,000	$ 317,97
Food & Non-Alcoholic Beverages - 0.1%		
B&G Foods Holding Corp., 8%, 2011	$ 150,000	$ 152,25
Dean Foods Co., 6.625%, 2009	90,000	91,35
Smithfield Foods, Inc., 7%, 2011	465,000	473,71
		$ 717,31
Forest & Paper Products - 1.0%		
Abitibi-Consolidated, Inc., 7.75%, 2011	$720,000	$691,20
Buckeye Technologies, Inc., 8.5%, 2013	460,000	462,30
Donohue Forest Products, Inc., 7.625%, 2007	1,588,000	1,631,67
Georgia-Pacific Corp., 9.375%, 2013	1,695,000	1,900,51
MDP Acquisitions PLC, 9.625%, 2012	310,000	306,90
Norske Skog Canada Ltd., 7.375%, 2014	695,000	628,97
		$ 5,621,56
Gaming & Lodging - 1.7%		
Aztar Corp., 7.875%, 2014	$ 280,000	$ 289,80
Boyd Gaming Corp., 6.75%, 2014	520,000	516,10
Caesars Entertainment, Inc., 8.125%, 2011	730,000	801,17
GTECH Holdings Corp., 5.25%, 2014	235,000	199,49
Harrah's Operating Co., Inc., 5.625%, 2015##	2,147,000	2,089,36
Host Marriott LP, 7.125%, 2013	465,000	482,43
Host Marriott LP, 6.375%, 2015	90,000	89,32
Mandalay Resort Group, 9.375%, 2010	450,000	492,75
MGM Mirage, Inc., 8.375%, 2011	1,155,000	1,227,18
Pinnacle Entertainment, Inc., 8.75%, 2013	295,000	311,22
Royal Caribbean Cruises Ltd., 8%, 2010	990,000	1,075,38
Scientific Games Corp., 6.25%, 2012	80,000	78,80
Starwood Hotels & Resorts Worldwide, Inc., 7.875%, 2012	895,000	980,02
Station Casinos, Inc., 6.5%, 2014	440,000	442,20
Wynn Las Vegas LLC, 6.625%, 2014	225,000	217,40
		$ 9,292,68
Industrial - 0.2%		
Amsted Industries, Inc., 10.25%, 2011##	$ 335,000	$ 362,21
Valmont Industries, Inc., 6.875%, 2014	730,000	737,30

			$ 1,099,51
Insurance - 0.8%			
American International Group, Inc., 4.25%, 2013		$ 4,250,000	$ 4,011,25
UnumProvident Corp., 7.625%, 2011		215,000	230,22
UnumProvident Finance Co., 6.85%, 2015##		200,000	205,08
			$ 4,446,55
Insurance - Property & Casualty - 0.9%			
ACE INA Holdings, Inc., 5.875%, 2014		$ 1,700,000	$ 1,739,67
AXIS Capital Holdings Ltd., 5.75%, 2014		1,879,000	1,866,25
Fund American Cos., Inc., 5.875%, 2013		1,351,000	1,353,68
			$ 4,959,61
International Market Quasi-Sovereign - 0.7%			
KfW Bankengruppe, FRN, 2.007%, 2007	EUR	3,321,000	$ 3,911,18
International Market Sovereign - 22.9%			
Canada Housing Trust, 4.65%, 2009	CAD	260,000	228,36
Federal Republic of Germany, 3.5%, 2008	EUR	8,759,000	10,494,22
Federal Republic of Germany, 3.75%, 2015	EUR	4,639,000	5,613,42
Federal Republic of Germany, 6.25%, 2030	EUR	920,000	1,503,05
Government of Australia, 6.25%, 2015	AUD	3,604,000	2,834,96
Government of Canada, 5.25%, 2012	CAD	1,488,000	1,369,50
Government of New Zealand, 7%, 2009	NZD	1,773,000	1,281,56
Government of New Zealand, 6.5%, 2013	NZD	12,081,000	8,804,22
Government of New Zealand, 6%, 2015	NZD	3,691,000	2,621,59
Kingdom of Netherlands, 5.75%, 2007	EUR	5,502,000	6,718,55
Kingdom of Netherlands, 3.75%, 2009	EUR	6,006,000	7,266,59
Kingdom of Spain, 6%, 2008	EUR	7,080,000	8,882,68
Kingdom of Spain, 5.35%, 2011	EUR	3,728,000	4,895,31
Republic of Austria, 5.5%, 2007	EUR	4,953,000	6,125,66
Republic of Finland, 3%, 2008	EUR	6,399,000	7,574,24
Republic of Finland, 5.375%, 2013	EUR	3,809,000	5,112,09
Republic of France, 4.75%, 2007	EUR	8,645,000	10,501,76
Republic of France, 4.75%, 2012	EUR	950,000	1,221,31
Republic of France, 6%, 2025	EUR	309,000	479,05
Republic of Ireland, 4.25%, 2007	EUR	10,057,000	12,174,85
Republic of Ireland, 4.6%, 2016	EUR	1,059,000	1,372,90
United Kingdom Treasury, 5.75%, 2009	GBP	4,334,000	7,896,56
United Kingdom Treasury, 8%, 2015	GBP	3,727,000	8,436,27
			$ 123,408,82
Machinery & Tools - 0.4%			
Case New Holland, Inc., 6%, 2009		$1,415,000	$1,358,40
Manitowoc Co., Inc., 10.5%, 2012		331,000	369,06
Terex Corp., 9.25%, 2011		265,000	283,55
United Rentals, Inc., 6.5%, 2012		185,000	178,06
			$ 2,189,07
Medical & Health Technology & Services - 0.9%			
AmerisourceBergen Corp., 5.875%, 2015##		$ 2,465,000	$ 2,477,32

DaVita, Inc., 6.625%, 2013	170,000	174,25
Fisher Scientific International, Inc., 6.125%, 2015##	300,000	298,87
HCA, Inc., 8.75%, 2010	1,100,000	1,208,00
HCA, Inc., 6.375%, 2015	955,000	948,87
		$ 5,107,33
Metals & Mining - 0.8%		
Codelco, Inc., 5.625%, 2035##	$ 1,104,000	$ 1,064,12
Foundation PA Coal Co., 7.25%, 2014	520,000	530,40
Ispat Inland ULC, 9.75%, 2014	1,200,000	1,353,00
Peabody Energy Corp., 5.875%, 2016	425,000	412,25
Peabody Energy Corp., "B", 6.875%, 2013	355,000	366,53
U.S. Steel Corp., 9.75%, 2010	413,000	448,62
		$ 4,174,93
Mortgage Backed - 14.4%		
Fannie Mae, 4.845%, 2013	$ 253,943	$ 249,97
Fannie Mae, 4.1%, 2013	953,273	901,00
Fannie Mae, 4.19%, 2013	920,189	873,14
Fannie Mae, 3.81%, 2013	592,449	550,68
Fannie Mae, 4.6%, 2014	765,740	742,61
Fannie Mae, 4.667%, 2014	1,353,270	1,320,35
Fannie Mae, 4.518%, 2014	913,913	883,34
Fannie Mae, 4.77%, 2014	597,779	582,52
Fannie Mae, 4.56%, 2015	320,835	309,31
Fannie Mae, 4.665%, 2015	259,783	252,24
Fannie Mae, 4.7%, 2015	247,855	241,22
Fannie Mae, 4.89%, 2015	174,551	172,07
Fannie Mae, 4.74%, 2015	600,000	584,10
Fannie Mae, 4.87%, 2015	523,235	515,07
Fannie Mae, 4.925%, 2015	1,950,380	1,931,23
Fannie Mae, 4.815%, 2015	600,000	586,80
Fannie Mae, 6%, 2016 - 2034	7,363,851	7,474,19
Fannie Mae, 5.5%, 2019 - 2035	44,711,577	44,249,76
Fannie Mae, 4.88%, 2020	587,052	580,59
Fannie Mae, 6.5%, 2032 - 2033	3,897,291	3,996,28
Freddie Mac, 6%, 2034	2,576,546	2,596,20
Freddie Mac, 5.5%, 2034	8,251,873	8,157,57
		$ 77,750,33
Municipals - 1.0%		
Massachusetts State Water Resources Authority, "A", MBIA, 5.25%, 2015	$ 4,800,000	$ 5,288,54
Natural Gas - Distribution - 0.1%		
AmeriGas Partners LP, 7.25%, 2015##	$ 470,000	$ 481,75
Natural Gas - Pipeline - 1.1%		
CenterPoint Energy Resources Corp., 7.875%, 2013	$ 1,600,000	$ 1,821,36
Colorado Interstate Gas Co., 5.95%, 2015	170,000	162,99
Enterprise Products Operating LP, 6.375%, 2013	1,800,000	1,871,29
Magellan Midstream Partners LP, 5.65%, 2016	311,000	308,73
Pacific Energy Partners, LP, 6.25%, 2015##	90,000	88,65
Southern Natural Gas Co., Inc., 8.875%, 2010	550,000	588,14

Williams Cos., Inc., 8.75%, 2032	800,000	908,00
		$ 5,749,18
Network & Telecom - 2.0%		
AT&T Corp., 9.05%, 2011	$ 260,000	$ 288,52
AT&T Corp., 9.75%, 2031	785,000	965,55
Citizens Communications Co., 9.25%, 2011	815,000	890,38
Citizens Communications Co., 6.25%, 2013	645,000	620,81
Citizens Communications Co., 9%, 2031	650,000	650,00
Deutsche Telekom International Finance B.V., 8.75%, 2030	1,500,000	1,882,30
Eircom Funding PLC, 8.25%, 2013	515,000	557,48
Espirit Telecom Group PLC, 10.875%, 2008**	165,000	
Qwest Corp., 7.875%, 2011	860,000	922,35
Qwest Corp., 8.875%, 2012	450,000	505,12
Telecom Italia Capital, 6%, 2034	1,000,000	956,15
Verizon New York, Inc., 6.875%, 2012	2,542,000	2,639,99
		$ 10,878,69
Oil Services - 0.1%		
GulfMark Offshore, Inc., 7.75%, 2014	$ 435,000	$ 451,31
Petroleum Export Peloil, 5.265%, 2011##	280,000	278,79
		$ 730,10
Oils - 0.7%		
Premcor Refining Group, Inc., 7.5%, 2015	$ 3,550,000	$ 3,751,36
Pollution Control - 0.1%		
Allied Waste North America, Inc., 7.875%, 2013	$ 360,000	$ 374,40
Printing & Publishing - 0.5%		
Dex Media East LLC, 9.875%, 2009	$ 565,000	$ 611,61
Dex Media West LLC, 9.875%, 2013	1,527,000	1,689,24
MediaNews Group, Inc., 6.875%, 2013	515,000	502,12
		$ 2,802,98
Railroad & Shipping - 0.6%		
TFM S.A. de C.V., 9.375%, 2012##	$ 2,809,000	$ 3,068,83
Real Estate - 0.3%		
HRPT Properties Trust, 6.25%, 2016	$ 1,324,000	$ 1,365,57
Restaurants - 0.3%		
YUM! Brands, Inc., 8.875%, 2011	$ 1,500,000	$ 1,725,85
Retailers - 0.5%		
Couche-Tard, Inc., 7.5%, 2013	$ 210,000	$ 214,20
Gap, Inc., 9.55%, 2008	940,000	1,046,32
GSC Holdings Corp., 8%, 2012##	130,000	125,45
Limited Brands, Inc., 5.25%, 2014	1,100,000	1,016,46

Rite Aid Corp., 8.125%, 2010	365,000	365,00
		$ 2,767,44
Supranational - 0.3%		
Central American Bank, 4.875%, 2012##	$ 1,426,000	$ 1,371,81
Telecommunications - Wireless - 1.8%		
America Movil, S.A. de C.V., 5.75%, 2015	$ 1,602,000	$ 1,589,58
AT&T Wireless Services, Inc., 8.75%, 2031	1,500,000	1,965,35
Centennial Communications Corp., 10.125%, 2013	240,000	267,60
Cingular Wireless LLC, 6.5%, 2011	1,700,000	1,810,72
Dolphin Telecom PLC, 11.5%, 2008**	1,600,000	
Dolphin Telecom PLC, "B", 14%, 2009**	750,000	
Mobile TeleSystems OJSC, 9.75%, 2008##	1,552,000	1,654,82
Nextel Communications, Inc., 5.95%, 2014	1,315,000	1,314,99
Rogers Wireless, Inc., 6.375%, 2014	550,000	546,56
Rogers Wireless, Inc., 7.5%, 2015	450,000	481,50
		$ 9,631,13
Tobacco - 0.4%		
R.J. Reynolds Tobacco Holdings, Inc., 7.25%, 2012	$ 818,000	$ 827,20
R.J. Reynolds Tobacco Holdings, Inc., 7.3%, 2015##	1,300,000	1,309,75
		$ 2,136,95
Transportation - Services - 0.1%		
Stena AB, 7%, 2016	$ 330,000	$ 301,12
Westinghouse Air Brake Technologies Corp., 6.875%, 2013	140,000	140,70
		$ 441,82
U.S. Government Agencies - 2.9%		
Small Business Administration, 4.34%, 2024	$ 7,615,823	$ 7,290,06
Small Business Administration, 4.77%, 2024	5,889,975	5,789,73
Small Business Administration, 5.11%, 2025	2,652,266	2,652,88
		$ 15,732,68
U.S. Treasury Obligations - 6.9%		
U.S. Treasury Bonds, 12%, 2013	$ 7,500,000	$ 8,937,01
U.S. Treasury Bonds, 10.625%, 2015	3,350,000	4,922,14
U.S. Treasury Bonds, 9.875%, 2015	5,025,000	7,124,50
U.S. Treasury Bonds, 5.375%, 2031	635,000	697,70
U.S. Treasury Notes, 4.125%, 2015	1,285,000	1,244,04
U.S. Treasury Notes, TIPS, 2%, 2014###	10,924,624	10,815,80
U.S. Treasury Notes, TIPS, 1.625%, 2015	3,752,836	3,596,27
		$ 37,337,48
Utilities - Electric Power - 3.5%		
Allegheny Energy Supply Co., LLC, 8.25%, 2012##	$ 545,000	$ 613,12
CMS Energy Corp., 8.5%, 2011	285,000	307,08
DPL, Inc., 6.875%, 2011	707,000	749,42

Duke Capital Corp., 8%, 2019	1,350,000	1,591,21
Dynegy Holdings, Inc., 9.875%, 2010##	240,000	262,20
Enersis S.A., 7.375%, 2014	1,273,000	1,363,08
FirstEnergy Corp., 6.45%, 2011	4,759,000	5,003,11
MSW Energy Holdings LLC, 7.375%, 2010	545,000	557,26
Nevada Power Co., 5.875%, 2015	900,000	886,67
NorthWestern Corp., 5.875%, 2014	1,010,000	1,004,89
NRG Energy, Inc., 8%, 2013	1,190,000	1,306,02
PSEG Energy Holdings LLC, 7.75%, 2007	265,000	270,30
Reliant Resources, Inc., 9.5%, 2013	235,000	239,70
System Energy Resources, Inc., 5.129%, 2014##	2,478,257	2,384,77
TECO Energy, Inc., 7.5%, 2010	450,000	478,12
Tenaska Alabama Partners LP, 7%, 2021##	107,637	108,81
Texas Genco LLC, 6.875%, 2014##	275,000	294,25
TXU Energy Co., 7%, 2013	1,220,000	1,291,08
		$ 18,711,15
Total Bonds (Identified Cost, $521,129,925)		$514,433,28
Stocks - 0%		
Printing & Publishing - 0%		
Golden Books Family Entertainment, Inc.*	3,683	$
Specialty Chemicals - 0%		
Sterling Chemicals, Inc.*	6	$ 10
Total Stocks (Identified Cost, $0)		$ 10

Warrants - 0%

ISSUER	STRIKE PRICE	FIRST EXERCISE	SHARES/PAR	$ VALUE
Loral Space & Communications Ltd. (Business Services)*	0.14	1/28/97	1,625	$ 0
Loral Space & Communications Ltd. (Business Services)*	0.14	1/28/97	750	0
Sterling Chemicals, Inc. (Specialty Chemicals)*	52.00	12/31/02	11	10
Thermadyne Holdings Corp. (Machinery & Tools)*	20.78	5/29/03	760	114
Total Warrants (Identified Cost, $39,014)				$ 124

Repurchase Agreement - 3.5%		
Morgan Stanley, 4.02%, dated 11/30/05, due 12/01/05, total to be received $19,065,129 (secured by various U.S. Treasury and Federal Agency obligations in a jointly traded account), at Cost	$ 19,063,000	$ 19,063,00
Total Investments (Identified Cost, $540,231,939)~		$533,496,51
Other Assets, Less Liabilities - 1.1%		5,994,43
Net Assets - 100.0%		$539,490,95

* Non-income producing security.
** Non income producing security - in default.
^^ Interest only security for which the trust receives interest on notional principal (Par amount). Par amount shown is the notional principal and does not reflect the cost of the security.
SEC Rule 144A restriction.
All or a portion of the security has been segregated as collateral for an open futures contract.
~ As of November 30, 2005 the trust had 4 securities representing $0 that were fair valued in accordance with the policies adopted by the Board of Trustees.
\+ Restricted securities (excluding 144A issues) are not registered under the Securities Act of 1933 and are subject to legal or contractual restrictions on resale. These securities generally may be resold in transactions exempt from registration or to the public if the securities are registered. Disposal of these securities may involve time-consuming negotiations and prompt sale at an acceptable price may be difficult. The trust holds the following restricted security:

SECURITY	ACQUISITION DATE	ACQUISITION COST	CURRENT MARKET VALUE	TOTAL % O NET ASSET
Airplane Pass-Through Trust, "D", 10.875%, 2019	3/13/96	$222,233	$667	0.0

FORWARD FOREIGN CURRENCY EXCHANGE CONTRACTS

Sales and Purchases in the table below are netted by currency.

CONTRACTS TO DELIVER/RECEIVE		SETTLEMENT DATE	IN EXCHANGE FOR	CONTRACTS AT VALUE	NET UNREALIZE APPRECIATIO (DEPRECIATION
SALES					
AUD	3,776,111	12/05/05-12/07/05	$ 2,846,248	$ 2,793,107	$ 53,141
EUR	80,905,175	1/23/06-2/21/06	95,076,307	95,804,166	(727,859
GBP	9,518,619	12/01/05-1/31/06	16,926,379	16,453,685	472,694
NOK	5,670,092	1/17/06	851,659	843,080	8,579
NZD	18,767,630	12/07/05	12,931,389	13,185,866	(254,477
			$128,631,982	$129,079,904	$(447,922
PURCHASES					
CNY	42,072,400	2/06/06	$ 5,350,000	$ 5,244,300	$(105,700
GBP	242,937	12/01/05	418,727	420,071	1,344
SEK	1,151,519	12/14/05	148,392	142,832	(5,560
			$ 5,917,119	$ 5,807,203	$(109,916

At November 30, 2005, forward foreign currency purchases and sales under master netting agreements excluded above amounted to a net receivable of $1,801 with Merrill Lynch International.

FUTURES CONTRACTS OUTSTANDING AT NOVEMBER 30, 2005:

DESCRIPTION	CONTRACTS	VALUE	EXPIRATION DATE	UNREALIZED APPRECIATION/ (DEPRECIATION)
U.S. Treasury Note 5 yr (Short)	200	$21,187,500	Mar-06	$25,863

At November 30, 2005, the trust had sufficient cash and/or securities to cover any commitments under these derivative contracts.

The following abbreviations are used in the Portfolio of Investments and are defined:

FRN	Floating Rate Note. The interest rate is the rate in effect as of period end.
MBIA	MBIA Insurance Corp.
TIPS	Treasury Inflation Protected Security

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
NOK	Norwegian Krone
NZD	New Zealand Dollar
SEK	Swedish Krona

SEE NOTES TO FINANCIAL STATEMENTS

FINANCIAL STATEMENTS Statement of Assets and Liabilities

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

AT 11/30/05

ASSETS		
Investments, at value (identified cost, $540,231,939)	$533,496,512	
Cash	813	
Foreign currency, at value (identified cost, $93)	91	
Receivable for forward foreign currency exchange contracts	546,729	
Receivable for forward foreign currency exchange contracts subject to master netting agreements	1,801	
Receivable for daily variation margin on open futures contracts	15,625	
Receivable for investments sold	66,208	
Interest receivable	7,502,404	
Other assets	29,522	
Total assets		$541,65
LIABILITIES		
Payable to dividend disbursing agent	$200,139	
Payable for forward foreign currency exchange contracts	1,104,567	
Payable for investments purchased	388,455	
Payable for treasury shares reacquired	143,739	
Payable to affiliates		
Management fee	9,037	
Transfer agent and dividend disbursing costs	14,385	
Administrative services fee	88	

Accrued expenses and other liabilities	308,344	
Total liabilities		$2,16
Net assets		$539,49
NET ASSETS CONSIST OF:		
Paid-in capital	$593,817,025	
Unrealized appreciation (depreciation) on investments and translation of assets and liabilities in foreign currencies	(7,325,581)	
Accumulated net realized gain (loss) on investments and foreign currency transactions	(52,440,953)	
Undistributed net investment income	5,440,460	
Net assets		$539,49
Shares of beneficial interest outstanding (60,895,183 issued, less 4,601,344 treasury shares)		56,29
Net asset value per share (net assets of $539,490,951 / 56,293,839 shares of beneficial interest outstanding)		

SEE NOTES TO FINANCIAL STATEMENTS

FINANCIAL STATEMENTS Statement of Operations

This statement describes how much your trust received in investment income and paid in expenses. It also describes any gains and/or losses generated by trust operations.

YEAR ENDED 11/30/05

NET INVESTMENT INCOME

Income		
Interest	$29,907,267	
Foreign taxes withheld	(8,744)	
Total investment income		$29,8
Expenses		
Management fee	$3,276,174	
Transfer agent and dividend disbursing costs	151,946	
Administrative services fee	66,359	
Independent trustees' compensation	81,766	
Custodian fee	350,561	
Printing	28,545	
Postage	191,283	
Auditing fees	80,648	
Legal fees	9,792	
Shareholder solicitation expenses	9,454	
Miscellaneous	85,142	
Total expenses		$4,3
Fees paid indirectly	(40,454)	

Reduction of expenses by investment adviser	(2,427)	
Net expenses		$4,2
Net investment income		$25,6
REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS		
Realized gain (loss) (identified cost basis)		
Investment transactions	$8,588,207	
Futures contracts	2,455,978	
Foreign currency transactions	8,960,248	
Net realized gain (loss) on investments and foreign currency transactions		$20,0
Change in unrealized appreciation (depreciation)		
Investments	$(27,574,649)	
Futures contracts	(44,937)	
Translation of assets and liabilities in foreign currencies	2,668,668	
Net unrealized gain (loss) on investments and foreign currency translation		$(24,9
Net realized and unrealized gain (loss) on investments and foreign currency		$(4,9
Change in net assets from operations		$20,6

SEE NOTES TO FINANCIAL STATEMENTS

FINANCIAL STATEMENTS Statements of Changes in Net Assets

This statement describes the increases and/or decreases in net assets resulting from operations, any distributions, and any shareholder transactions.

FOR YEARS ENDED 11/30	2005	2004
CHANGE IN NET ASSETS		
FROM OPERATIONS		
Net investment income	$25,609,734	$28,65
Net realized gain (loss) on investments and foreign currency transactions	20,004,433	13,94
Net unrealized gain (loss) on investments and foreign currency translation	(24,950,918)	(4,40
Change in net assets from operations	$20,663,249	$38,19
DISTRIBUTIONS DECLARED TO SHAREHOLDERS		
From net investment income	$(29,042,810)	$(31,83
TRUST SHARE (PRINCIPAL) TRANSACTIONS		

Cost of shares reacquired	$(10,569,915)	$(9,82
Total change in net assets	$(18,949,476)	$(3,45
NET ASSETS		
At beginning of period	$558,440,427	$561,89
At end of period (including accumulated undistributed net investment income of $5,440,460 and accumulated distributions in excess of net investment income of $7,226,513, respectively)	$539,490,951	$558,44

SEE NOTES TO FINANCIAL STATEMENTS

FINANCIAL STATEMENTS Financial Highlights

The financial highlights table is intended to help you understand the trust's financial performan
Certain information reflects financial results for a single trust share. The total returns in the
which an investor would have earned (or lost) on an investment in the trust (assuming reinvestmen
for the entire period. This information has been audited by the trust's independent registered pu
report, together with the trust's financial statements, are included in this report.

	YEARS ENDED 11/30		
	2005	2004	2003
Net asset value, beginning of period	$9.71	$9.58	$9.09
INCOME (LOSS) FROM INVESTMENT OPERATIONS(S)			
Net investment income#	$0.45	$0.49	$0.49
Net realized and unrealized gain (loss) on investments and foreign currency	(0.09)	0.17	0.51
Total from investment operations	$0.36	$0.66	$1.00
LESS DISTRIBUTIONS DECLARED TO SHAREHOLDERS			
From net investment income	$(0.51)	$(0.55)	$(0.53)
From paid-in capital	--	--	--
Total distributions declared to shareholders	$(0.51)	$(0.55)	$(0.53)
Net increase from repurchase of capital shares	$0.02	$0.02	$0.02
Net asset value, end of period	$9.58	$9.71	$9.58
Per share market value, end of period	$8.43	$8.71	$8.78
Total return at market value (%)&***	2.57	5.52	13.02
RATIOS (%) (TO AVERAGE NET ASSETS) AND SUPPLEMENTAL DATA:			
Expenses before expense reductions##	0.79	0.80	0.83
Expenses after expense reductions##	0.79	0.80	0.83

Net investment income(S)	4.64	5.11	5.21
Portfolio turnover	73	70	129
Net assets at end of period (000 Omitted)	$539,491	$558,440	$561,900

*** Certain expenses have been reduced without which performance would have been lower.
# Per share data are based on average shares outstanding.
Ratios do not reflect reductions from fees paid indirectly.
+++ Per share amount was less than $0.01.
(S) Effective December 1, 2001, the trust adopted the provisions of the AICPA Audit and Accountin
Companies and began amortizing and accreting all premiums and discounts on debt securities. P
the period prior to November 30, 2002 have not been restated to reflect this change.
& From time to time the trust may receive proceeds from litigation settlements, without which p

SEE NOTES TO FINANCIAL STATEMENTS

NOTES TO FINANCIAL STATEMENTS

(1) BUSINESS AND ORGANIZATION

MFS Charter Income Trust (the trust) 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. The trust can invest 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 (other than short-term instruments), including restricted debt instruments, are generally valued at an evaluated bid price as reported by an independent pricing service. Values of debt instruments obtained from pricing services can utilize both dealer-supplied valuations and electronic data processing techniques which take into account factors such as institutional-size trading in similar groups of securities, yield, quality, coupon rate, maturity, type of issue, trading characteristics and other market data. Equity securities, including restricted equity securities, are generally valued at the last sale or official closing price as reported by an independent pricing service on the market or exchange on which they are primarily traded. For securities for which there were no sales during the day, equity securities are generally valued at the last quoted bid price as reported by an independent pricing service on the market or exchange on which they are primarily traded. Short-term instruments with a maturity at issuance of 365 days or less are generally valued at amortized cost, which approximates market value. Futures contracts are generally valued at settlement price as reported by an independent pricing service on the exchange on which they are primarily traded. For futures contracts in which there were no sales during the day, futures contracts are generally valued at the last quoted bid price as reported by an independent pricing service on the exchange on which they are primarily traded. Forward foreign currency contracts are generally valued at the mean of bid and asked prices based on rates reported by an independent pricing service. Securities and other assets generally valued on the basis of information from an independent pricing service may also be valued on the basis of information from brokers and dealers. The values of foreign securities and other assets and liabilities expressed in foreign currencies are converted to U.S. dollars based upon exchange rates provided by an independent source. When pricing-service information or market quotations are not readily available, securities are priced at fair value as determined under the direction of the Board of Trustees.

REPURCHASE AGREEMENTS - The trust may enter into repurchase agreements with institutions that the trust's investment adviser has determined are creditworthy. Each repurchase agreement is recorded at cost. The trust requires that the securities collateral in a repurchase transaction be transferred to the custodian in a manner sufficient to enable the trust to obtain those securities in the event of a default under the repurchase agreement. The trust monitors, on a daily basis, the value of the collateral to ensure that its value, including accrued interest, is greater than amounts owed to the trust under each such repurchase agreement. The trust, along with other affiliated entities of Massachusetts Financial Services Company (MFS), may utilize a joint trading account for the purpose of entering into one or more repurchase agreements.

INFLATION-ADJUSTED DEBT SECURITIES - The trust invests in inflation-adjusted debt securities issued by the U.S. Treasury. The trust may also invest in 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 by references 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. 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 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.

DERIVATIVE RISK - The trust may invest in derivatives for hedging or non-hedging purposes. While hedging can reduce or eliminate losses, it can also reduce or eliminate gains. When the trust uses derivatives as an investment to gain market exposure, or for hedging purposes, gains and losses from derivative instruments may be substantially greater than the derivative's original cost. Derivative instruments include forward foreign currency exchange contracts and futures contracts.

FUTURES CONTRACTS - The trust may enter into futures contracts for the delayed delivery of securities or currency, or contracts based on financial indices at a fixed price on a future date. In entering such contracts, the trust is required to deposit with the broker either in cash or securities an amount equal to a certain percentage of the contract amount. Subsequent payments are made or received by the trust each day, depending on the daily fluctuations in the value of the contract, and are recorded for financial statement purposes as unrealized gains or losses by the trust. Upon entering into such contracts, the trust bears the risk of interest or exchange rates or securities prices moving unexpectedly, in which case, the trust may not achieve the anticipated benefits of the futures contracts and may realize a loss.

FORWARD FOREIGN CURRENCY EXCHANGE CONTRACTS - The trust may enter into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. Risks may arise upon entering into these contracts from the potential inability of counterparties to meet the terms of their contracts and from unanticipated movements in the value of the contract. The trust may enter into forward foreign currency exchange contracts for hedging purposes as well as for non-hedging purposes. For hedging purposes, the trust may enter into contracts to deliver or receive foreign currency it will receive from or require for its normal investment activities. The trust may also use contracts in a manner intended to protect foreign currency denominated securities from declines in value due to unfavorable exchange rate movements. For non-hedging purposes, the trust may enter into contracts with the intent of changing the relative exposure of the trust's portfolio of securities to different currencies to take advantage of anticipated changes. The forward foreign currency exchange contracts are adjusted by the daily exchange rate of the underlying currency and any gains or losses are recorded as unrealized until the contract settlement date. On contract settlement date, the gains or losses are recorded as realized gains or losses on foreign currency transactions.

SECURITY LOANS - State Street Bank and Trust Company ("State Street"), as lending agent, may loan the securities of the trust to certain qualified institutions (the "Borrowers") approved by the trust. The loans are collateralized at all times by cash and/or U.S. Treasury securities in an amount at least equal to the market value of the securities loaned. State Street provides the trust with indemnification against Borrower default. The trust bears the risk of loss with respect to the investment of cash collateral. On loans collateralized by cash, the cash collateral is invested in a money market fund or short-term securities. A portion of the income generated upon investment of the collateral is remitted to the Borrowers, and the remainder is allocated between the trust and the lending agent. On loans collateralized by U.S. Treasury securities, a fee is received from the Borrower, and is allocated between the trust and the lending agent. Income from securities lending is included in interest income on the Statement of Operations. The dividend and interest income earned on the securities loaned is accounted for in the same manner as other dividend and interest income. At November 30, 2005, there were no securities on loan.

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 purposes in accordance with U.S. generally accepted accounting principles. All discount is accreted for tax reporting purposes as required by federal income tax regulations. Dividends received in cash are recorded on 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.

The trust may receive proceeds from litigation settlements involving its portfolio holdings. Any proceeds received are reflected in realized gain/loss in the Statement of Operations, or in unrealized gain/loss if the security is still held by the trust.

FEES PAID INDIRECTLY - The trust's custody fee is reduced according to an arrangement that measures the value of cash deposited with the custodian by the trust. This amount, for the year ended November 30, 2005, is shown as a reduction of total expenses on the Statement of Operations.

TAX MATTERS AND DISTRIBUTIONS - The trust's policy is to comply with the provisions of the Internal Revenue Code (the Code) applicable to regulated investment companies and to distribute to shareholders all of its net taxable income, including any net realized gain on investments. Accordingly, no provision for federal income or excise tax is provided.

Distributions to shareholders are recorded on the ex-dividend date. The trust distinguishes between distributions on a tax basis and a financial reporting basis and only distributions in excess of tax basis earnings and profits are reported in the financial statements as distributions from paid-in capital. Differences in the recognition or classification of income between the financial statements and tax earnings and profits, which result in temporary over-distributions for financial statement purposes, are classified as distributions in excess of net investment income or net realized gains. Common types of book and tax differences that could occur include differences in accounting for foreign currency transactions, amortization and accretion on debt securities, derivatives, straddle loss deferrals, defaulted bonds, and wash sales.

The tax character of distributions declared for the years ended November 30, 2005 and November 30, 2004 was as follows:

	11/30/05	11/30/04
Distributions declared from:		
Ordinary income	$29,042,810	$31,836,028

During the year ended November 30, 2005 undistributed net investment income increased by $16,100,049, accumulated net realized loss on investments and foreign currency transactions increased by $16,015,830, and paid-in capital decreased by $84,219 due to differences between book and tax accounting for foreign currency transactions, amortization and accretion on debt securities, and defaulted bonds. This change had no effect on the net assets or net asset value per share.

As of November 30, 2005, the components of distributable earnings (accumulated losses) on a tax basis were as follows:

Undistributed ordinary income	$6,866,994
Capital loss carryforward	(45,279,622)
Unrealized appreciation (depreciation)	(13,923,198)
Other temporary differences	(1,990,248)

For federal income tax purposes, the capital loss carryforward may be applied against any net taxable realized gains of each succeeding year until the earlier of its utilization or expiration on November 30, 2009, ($21,374,410) and November 30, 2010 ($23,905,212).

(3) TRANSACTIONS WITH AFFILIATES

INVESTMENT ADVISER - The trust has an investment advisory agreement with Massachusetts Financial Services Company (MFS) to provide overall investment advisory and administrative services, and general office facilities.

The management fee is computed daily and paid monthly at an annual rate of 0.32% of the trust's average daily net assets and 4.57% of gross investment income. The management fee, from net assets and gross investment income, incurred for the year ended November 30, 2005 was equivalent to an annual effective rate of 0.59% of the trust's average daily net assets.

TRANSFER AGENT - The trust pays a portion of transfer agent and dividend-disbursing costs to MFS Service Center, Inc. (MFSC), a wholly-owned subsidiary of MFS. MFSC receives a fee from the trust, for its services as registrar and dividend-disbursing agent. The agreement provides that the trust will pay MFSC an account maintenance fee of no more than $9.00 and a dividend services fee of $0.75 per reinvestment. For the year ended November 30, 2005, these fees amounted to $85,965. MFSC also receives payment from the trust for out-of-pocket expenses paid by MFSC on behalf of the trust. For the year ended November 30, 2005, these costs amounted to $51,856.

ADMINISTRATOR - MFS provides certain financial, legal, shareholder communications, compliance, and other administrative services to certain funds for which MFS acts as investment adviser. Under an administrative services agreement, the funds may partially reimburse MFS the costs incurred to provide these services, subject to review and approval by the Board of Trustees. Each fund is charged a fixed amount plus a fee based on calendar year average net assets. Effective July 1, 2005, the fund's annual fixed amount is $10,000.

The administrative services fee incurred for the year ended November 30, 2005 was equivalent to an annual effective rate of 0.0120% of the trust's average daily net assets.

TRUSTEES' AND OFFICERS' COMPENSATION - The trust pays compensation to Independent Trustees in the form of a retainer, attendance fees, and additional compensation to Board and Committee chairpersons. The trust does not pay compensation directly to Trustees who are officers of the investment adviser, or to officers of the trust, all of whom receive remuneration for their services to the trust from MFS. Certain officers and Trustees of the trust are officers or directors of MFS and MFSC. The trust has an unfunded, defined benefit plan for retired Independent Trustees which resulted in a pension expense of $7,558. The trust also has an unfunded retirement benefit deferral plan for certain current Independent Trustees which resulted in an expense of $2,444. Both amounts are included in Independent trustees' compensation for the year ended November 30, 2005.

DEFERRED TRUSTEE COMPENSATION - Under a Deferred Compensation Plan (the Plan) Independent Trustees previously were allowed to elect to defer receipt of all or a portion of their annual compensation. Trustees are no longer allowed to defer compensation under the Plan. Amounts previously deferred are treated as though equivalent dollar amounts had been invested in shares of the trust or other MFS funds selected by the Trustee. Deferred amounts represent an unsecured obligation of the trust until distributed in accordance with the Plan. Included in other assets, and accrued expenses and other liabilities, is $13,368 of Deferred Trustees' Compensation.

OTHER - This trust and certain other MFS funds (the funds) have entered into a services agreement (the Agreement) which provides for payment of fees by the funds to Tarantino LLC in return for the provision of services of an Independent Chief Compliance Officer (ICCO) for the funds. The ICCO is an officer of the funds and the sole member of Tarantino LLC. MFS has agreed to reimburse the fund for a portion of the payments made by the funds to Tarantino LLC in the amount of $2,427, 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. The funds can terminate the Agreement with Tarantino LLC at any time under the terms of the Agreement.

(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	$111,176,266	$108,851,614
Investments (non-U.S. government securities)	$277,932,744	$282,097,947

The cost and unrealized appreciation and depreciation in the value of the investments owned by the trust, as computed on a federal income tax basis, are as follows:

Aggregate cost	$547,419,710
Gross unrealized appreciation	$5,589,695
Gross unrealized depreciation	(19,512,893)
Net unrealized appreciation (depreciation)	$(13,923,198)

(5) SHARES OF BENEFICIAL INTEREST

The trust'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 trust of up to 10% annually of its own shares of beneficial interest. The trust repurchased and retired 1,219,100 shares of beneficial interest during the year ended November 30, 2005 at an average price per share of $8.67 and a weighted average discount of 10.39% per share. The trust repurchased and retired 1,134,600 shares of beneficial interest during the year ended November 30, 2004 at an average price per share of $8.66 and a weighted average discount of 9.74% per share. Transactions in trust shares were as follows:

	Year ended 11/30/05		Year ended 11/30/04	
	SHARES	AMOUNT	SHARES	AMOUNT
Treasury shares reacquired	(1,219,100)	$(10,569,915)	(1,134,600)	$(9,821,953)

(6) LINE OF CREDIT

The trust and other affiliated funds participate in a $1 billion unsecured line of credit provided by a syndication of banks under a credit agreement. Borrowings may be made for temporary financing needs. Interest is charged to each fund, based on its borrowings, at a rate equal to the Federal Reserve funds rate plus 0.35%. In addition, a commitment fee, based on the average daily, unused portion of the line of credit, is allocated among the participating funds at the end of each calendar quarter. The commitment fee allocated to the trust for the year ended November 30, 2005 was $3,623, and is included in miscellaneous expense on the Statement of Operations. The trust had no significant borrowings during the year ended November 30, 2005.

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, 2005, and the related statement of operations 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, 2005, by correspondence with the 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, 2005, the results of its operations 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.

/s/ ERNST & YOUNG LLP

Boston, Massachusetts
January 10, 2006

TRUSTEES AND OFFICERS -- IDENTIFICATION AND BACKGROUND

The Trustees and officers of the Trust, as of January 1, 2006, are listed below, together with th
principal occupations during the past five years. (Their titles may have varied during that perio
address of each Trustee and officer is 500 Boylston Street, Boston, Massachusetts 02116.

NAME, DATE OF BIRTH	POSITION(s) HELD WITH FUND	TRUSTEE/OFFICER SINCE(1)	PRINCIPAL OCCUPATIONS DUR THE PAST FIVE YEARS & OTHER DIRECTORSHIPS(2)
INTERESTED TRUSTEES			
Robert J. Manning(3) (born 10/20/63)	Trustee	February 2004	Massachusetts Financial Se Company, Chief Executive O President, Chief Investmen Officer and Director
Robert C. Pozen(3) (born 08/08/46)	Trustee	February 2004	Massachusetts Financial Se Company, Chairman (since F 2004); Secretary of Econom Affairs, The Commonwealth Massachusetts (January 200 December 2002); Fidelity

			Investments, Vice Chairman 2000 to December 2001); Fi Management & Research Comp (investment adviser), Pres (March 1997 to July 2001); Canada Enterprises (telecommunications), Dire Medtronic, Inc. (medical technology), Director; Tel (satellite communications) Director
INDEPENDENT TRUSTEES			
J. Atwood Ives (born 05/01/36)	Trustee and Chair of Trustees	February 1992	Private investor; Eastern Enterprises (diversified s company), Chairman, Truste Chief Executive Officer (u November 2000)
Robert E. Butler(1) (born 11/29/41)	Trustee	January 2006	Consultant - regulatory an compliance matters (since 2002); PricewaterhouseCoop (professional services fir Partner (November 2000 to 2002)
Lawrence H. Cohn, M.D. (born 03/11/37)	Trustee	August 1993	Brigham and Women's Hospit Senior Cardiac Surgeon, Ch Cardiac Surgery (until 200 Harvard Medical School, Pr of Surgery; Brigham and Wo Hospital Physicians' Organ Chair (2000 to 2004)
David H. Gunning (born 05/30/42)	Trustee	January 2004	Cleveland-Cliffs Inc. (min products and service provi Vice Chairman/Director (si April 2001); Encinitos Ven (private investment compan Principal (1997 to April 2 Lincoln Electric Holdings, (welding equipment manufac Director
William R. Gutow (born 09/27/41)	Trustee	December 1993	Private investor and real consultant; Capitol Entert Management Company (video franchise), Vice Chairman
Michael Hegarty (born 12/21/44)	Trustee	December 2004	Retired; AXA Financial (fi services and insurance), V Chairman and Chief Operati Officer (until May 2001); Equitable Life Assurance S (insurance), President and Operating Officer (until M
Amy B. Lane (born 02/08/53)	Trustee	January 2004	Retired; Merrill Lynch & C Inc., Managing Director, Investment Banking Group (February 2001); Borders Gr Inc. (book and music retai

			Director; Federal Realty Investment Trust (real est investment trust), Trustee
Lawrence T. Perera (born 06/23/35)	Trustee	July 1981	Hemenway & Barnes (attorne Partner
J. Dale Sherratt (born 09/23/38)	Trustee	August 1993	Insight Resources, Inc. (acquisition planning specialists), President; W Investments (investor in h care companies), Managing Partner (since 1993); Camb Nutraceuticals (profession nutritional products), Executive Officer (until M
Laurie J. Thomsen (born 08/05/57)	Trustee	March 2005	Private investor; Prism Ve Partners (venture capital) founder and General Partne June 2004); St. Paul Trave Companies (commercial prop liability insurance), Dire
Robert W. Uek (born 05/18/41)	Trustee	January 2006	Retired (since 1999); PricewaterhouseCoopers LLP (professional services fir Partner (until 1999); Cons to investment company indu (since 2000); TT Internati Funds (mutual fund complex Trustee (since 2000); Hill Investment Trust II Funds fund complex), Trustee (si 2000)
OFFICERS			
Maria F. Dwyer(3) (born 12/01/58)	President	November 2005	Massachusetts Financial Se Company, Executive Vice Pr and Chief Regulatory Offic (since March 2004); Fideli Management & Research Comp Vice President (prior to M 2004); Fidelity Group of F President and Treasurer (p March 2004)
Tracy Atkinson(3) (born 12/30/64)	Treasurer	September 2005	Massachusetts Financial Se Company, Senior Vice Presi (since September 2004); PricewaterhouseCoopers LLP Partner (prior to Septembe
Christopher R. Bohane(3) (born 1/18/74)	Assistant Secretary and Assistant Clerk	July 2005	Massachusetts Financial Se Company, Vice President an Counsel (since April 2003) Kirkpatrick & Lockhart LLP firm), Associate (prior to 2003); Nvest Services Comp Assistant Vice President a Associate Counsel (prior t January 2001)

Ethan D. Corey(3) (born 11/21/63)	Assistant Secretary and Assistant Clerk	July 2005	Massachusetts Financial Se Company, Special Counsel (December 2004); Dechert LL firm), Counsel (prior to D 2004)
David L. DiLorenzo(3) (born 8/10/68)	Assistant Treasurer	July 2005	Massachusetts Financial Se Company, Vice President (s June 2005); JP Morgan Inve Services, Vice President (2001 to June 2005); State Bank, Vice President and C Audit Manager (prior to Ja 2001)
Timothy M. Fagan(3) (born 7/10/68)	Assistant Secretary and Assistant Clerk	September 2005	Massachusetts Financial Se Company, Vice President an Counsel (since September 2 John Hancock Advisers, LLC President and Chief Compli Officer (September 2004 to 2005), Senior Attorney (pr September 2004); John Hanc Group of Funds, Vice Presi Chief Compliance Officer (September 2004 to Decembe
Mark D. Fischer(3) (born 10/27/70)	Assistant Treasurer	July 2005	Massachusetts Financial Se Company, Vice President (s 2005); JP Morgan Investmen Management Company, Vice P (prior to May 2005)
Brian T. Hourihan(3) (born 11/11/64)	Assistant Secretary and Assistant Clerk	September 2004	Massachusetts Financial Se Company, Vice President, S Counsel and Assistant Secr (since June 2004); Affilia Managers Group, Inc., Chie Officer/Centralized Compli Program (January to April Fidelity Research & Manage Company, Assistant General (prior to January 2004)
Ellen Moynihan(3) (born 11/13/57)	Assistant Treasurer	April 1997	Massachusetts Financial Se Company, Vice President
Susan S. Newton(3) (born 03/07/50)	Assistant Secretary and Assistant Clerk	May 2005	Massachusetts Financial Se Company, Senior Vice Presi Associate General Counsel April 2005); John Hancock Advisers, LLC, Senior Vice President, Secretary and C Legal Officer (prior to Ap 2005); John Hancock Group Funds, Senior Vice Preside Secretary and Chief Legal (prior to April 2005)
Susan A. Pereira(3) (born 11/05/70)	Assistant Secretary and	July 2005	Massachusetts Financial Se Company, Vice President an

	Assistant Clerk		Counsel (since June 2004); McCutchen LLP (law firm), Associate (January 2001 to 2004); Preti, Flaherty, Be Pachios & Haley, LLC, Asso (prior to January 2001)
Frank L. Tarantino (born 03/07/44)	Independent Chief Compliance Officer	June 2004	Tarantino LLC (provider of compliance services), Prin (since June 2004); CRA Bus Strategies Group (consulti services), Executive Vice President (April 2003 to J 2004); David L. Babson & C (investment adviser), Mana Director, Chief Administra Officer and Director (Febr 1997 to March 2003)
James O. Yost(3) (born 06/12/60)	Assistant Treasurer	September 1990	Massachusetts Financial Se Company, Senior Vice Presi

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(1) Date first appointed to serve as Trustee/officer of an MFS fund. Each Trustee has served cont since appointment unless indicated otherwise.
(2) Directorships or trusteeships of companies required to report to the Securities and Exchange Commission (i.e., "public companies").
(3) "Interested person" of the Trust within the meaning of the Investment Company Act of 1940 (re to as the 1940 Act), which is the principal federal law governing investment companies like t as a result of position with MFS. The address of MFS is 500 Boylston Street, Boston, Massachu 02116.

The Trust holds annual shareholder meetings for the purpose of electing Trustees, and Trustees ar elected for fixed terms. The Board of Trustees is currently divided into three classes, each havi term of three years.

Each year the term of one class expires. Each Trustee's term of office expires on the date of the annual meeting following the election to office of the Trustee's class. Each Trustee and officer serve until next elected or his or her earlier death, resignation, retirement or removal.

Messrs. Butler, Ives, Sherratt and Uek and Mses. Lane and Thomsen are members of the Trust's Audi Committee.

Each of the Trust's Trustees and officers holds comparable positions with certain other funds of MFS or a subsidiary is the investment adviser or distributor, and, in the case of the officers, w certain affiliates of MFS. As of December 31, 2005, each Trustee served as a board member of 98 f within the MFS Family of Funds.

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

On April 20, 2005, Robert J. Manning, as Chief Executive Officer of the Trust, certified to the N Stock Exchange that as of the date of his certification he was not aware of any violation by the the corporate governance listing standards of the New York Stock Exchange.

The Trust filed with the Securities and Exchange Commission the certifications of its principal e officer and principal financial officer under Section 302 of the Sarbanes-Oxley Act of 2003 as an to the Trust's Form N-CSR for the period covered by this report.

INVESTMENT ADVISER CUSTODIAN

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

PORTFOLIO MANAGERS
Richard O. Hawkins
John F. Addeo
Scott B. Richards
Matthew W. Ryan

State Street Bank and Trust Company
225 Franklin Street, Boston, MA 02110

INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM
Ernst & Young LLP
200 Clarendon Street, Boston, MA 02116

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 MFS Charter Income Trust's (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, 2005 ("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 which included, among other items: (i) information provided by Lipper Inc. on the investment performance (based on net asset value) of the Fund for various time periods ended December 31, 2004 and the investment performance (based on net asset value) of a group of funds with substantially similar investment classifications/objectives (the "Lipper performance universe"), as well as the investment performance (based on net asset value) of a group of funds identified by objective criteria suggested by MFS ("peer funds"), (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 (the "Lipper expense group"), as well as the advisory fees and other expenses of peer funds identified by objective criteria suggested by MFS, (iii) information provided by MFS on the advisory fees of comparable portfolios of other clients of MFS, including institutional separate account and other clients, (iv) information as to whether and to what 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, (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 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. and MFS, 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 funds in its Lipper performance universe over the three-year period ended December 31, 2004, which the Trustees believed was a long enough period to reflect differing market conditions. The Fund's performance was in the 80th percentile relative to the other funds in the universe for this three-year period (the 1st percentile being the best performers and the 100th percentile being the worst performers). The total return performance of the Fund's common shares was in the 80th percentile for the one-year period and the 60th percentile for the five-year period ended December 31, 2004 relative to the Lipper performance universe. 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. Among other information, the Trustees took into account information from MFS identifying differences between the Fund and other funds in its Lipper performance universe that adversely affected the Fund's relative performance results, including that the Fund does not employ financial leverage, and also reviewed the Fund's performance in comparison to other benchmarks developed by MFS. 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' 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 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 whether the Fund was subject to any fee waivers or reductions or expense limitations. The Trustees also considered that, according to the Lipper data, the Fund's effective advisory fee rate and the Fund's total expense ratio each were approximately at 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 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 nature and quality 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 entry into the industry 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 which 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, including 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 Funds were satisfactory.

The Trustees also considered benefits to MFS from the use of the Fund's portfolio brokerage commissions to pay for research and other similar services (including MFS' general policy to pay directly for third-party 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.

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, 2005.

A discussion regarding the Board's most recent review and renewal of the Fund's investment advisory agreement is available by visiting the Closed-End fund section of the MFS Web site (mfs.com).

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. The fund's Form N-Q may be reviewed and copied at the:

Public Reference Room
Securities and Exchange Commission
Washington, D.C. 20549-0102

Information on the operation of the Public Reference Room may be obtained by calling the Commission at 1-800-SEC-0330. The fund's Form N-Q is available on the EDGAR database on the Commission's Internet Web site at http://www.sec.gov, and copies of this information may be obtained, upon payment of a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov or by writing the Public Reference Section at the above address.

A shareholder can also obtain the quarterly portfolio holdings report at mfs.com.

FEDERAL TAX INFORMATION (unaudited)

In January 2006, shareholders will be mailed a Form 1099-DIV reporting the federal tax status of all distributions paid during the calendar year 2005.

CONTACT INFORMATION AND NUMBER OF SHAREHOLDERS

INVESTOR INFORMATION

Transfer Agent, Registrar and Dividend Disbursing Agent

Call	1-800-637-2304 any business day from 8 a.m. to 8 p.m. Eastern time
Write to:	State Street Bank and Trust Company c/o MFS Service Center, Inc. P.O. Box 55024 Boston, MA 02205-5024

NUMBER OF SHAREHOLDERS

As of November 30, 2005, our records indicate that there are 4,017 registered shareholders and approximately 35,121 shareholders owning trust shares in "street" name, such as through brokers, banks, and other financial intermediaries.

If you are a "street" name shareholder and wish to directly receive our reports, which contain important information about the trust, please write or call:

State Street Bank and Trust Company
c/o MFS Service Center, Inc.
P.O. Box 55024
Boston, MA 02205-5024
1-800-637-2304

M F S(SM)
INVESTMENT MANAGEMENT(R)

500 Boylston Street, Boston, MA 02116.

MCR-ANN-1/06 48M

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. The Registrant has amended its Code of Ethics to reflect that the Registrant's Principal Financial Officer and Principal Executive Officer have changed.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Messrs. Robert E. Butler, J. Atwood Ives and Robert W. Uek and Mses. Amy B. Lane and 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, Ives and Uek and Mses. Lane and Thomsen are "independent" members of the Audit Committee as defined in Form N-CSR.

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, 2005 and 2004, audit fees billed to the Fund by E&Y were as follows:

	Audit Fees	
FEES BILLED BY E&Y:	2005	2004

MFS Charter Income Trust TOTAL	$41,610	$37,900

For the fiscal years ended November 30, 2005 and 2004, fees billed by E&Y for audit-related, tax and other services provided to the Funds and for audit-related, tax and other services provided to MFS and MFS Related Entities were as follows:

FEES BILLED BY E&Y:	Audit-Related Fees(1) 2005	Audit-Related Fees(1) 2004	Tax Fees(2) 2005	Tax Fees(2) 2004
To MFS Charter Income Trust	$20,000	$0	$10,620	$11,600
To MFS and MFS Related Entities of MFS Charter Income Trust*	$0	$0	$15,500	$0

AGGREGATE FEES FOR NON-AUDIT SERVICES:	2005	2004
To MFS Charter Income Trust, MFS and MFS Related Entities#	$748,716	$53,600

* This amount reflects the fees billed to MFS and MFS Related Entities for non-audit services r the operations and financial reporting of the Fund (portions of which services also related t 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 non-audit services rendered to MFS and the MFS Related Entities.

(1) The fees included under "Audit-Related Fees" are fees related to assurance and related servic reasonably related to the performance of the audit or review of financial statements, but not "Audit Fees," including accounting consultations, agreed-upon procedure reports, attestation letters and internal control reviews.

(2) The fees included under "Tax Fees" are fees associated with tax compliance, tax advice and ta services relating to the filing or amendment of federal, state or local income tax returns, r company qualification reviews and tax distribution and analysis.

(3) The fees included under "All Other Fees" are fees for products and services provided by E&Y o reported under "Audit Fees," "Audit-Related Fees" and "Tax Fees", including fees for services of fund administrative expenses, compliance program and records management projects.

For periods prior to May 6, 2003, the amounts shown above under "Audit-Related Fees," "Tax Fees" and "All Other Fees" relate to permitted non-audit services that would have been subject to pre-approval if the Securities and Exchange Commission's rules relating to pre-approval of non-audit services had been in effect.

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 Funds and all permissible non-audit services rendered to MFS or MFS Related Entities if the services 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, J. Atwood Ives, J. Dale Sherratt and Robert W. Uek and Mses. Amy B. Lane and 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.

The Board of Trustees and the Board of Managers of the investment companies (the "MFS Funds") advised by Massachusetts Financial Services Company ("MFS") have delegated to MFS the right and obligation to vote proxies for shares that are owned by the MFS Funds, in accordance with MFS' proxy voting policies and procedures (the "MFS Proxy Policies"). The MFS Proxy Policies are set forth below:

MASSACHUSETTS FINANCIAL SERVICES COMPANY

PROXY VOTING POLICIES AND PROCEDURES

SEPTEMBER 17, 2003, AS REVISED ON SEPTEMBER 20, 2004 AND MARCH 15, 2005

Massachusetts Financial Services Company, MFS Institutional Advisors, Inc. and MFS' other investment adviser subsidiaries (collectively, "MFS") have adopted proxy voting policies and procedures, as set forth below, 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, other than the MFS Union Standard Equity Fund (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 MFS' proxy and voting policies.

These policies and procedures include:

A. Voting Guidelines;

B. Administrative Procedures;

C. Monitoring System;

D. Records Retention; and

E. 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, administration of 401(k) plans, and institutional relationships.

MFS has carefully reviewed matters that in recent years have been 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 plans to vote on specific matters presented for shareholder vote. In all cases, MFS will exercise its discretion in voting on these matters in accordance with this overall principle. In other words, the underlying guidelines are simply that - guidelines. Proxy items of significance are often considered on a case-by-case basis, in light of all relevant facts and circumstances, and in certain cases MFS may vote proxies in a manner different from these guidelines.

As a general matter, MFS maintains a consistent voting position on similar proxy proposals with respect to various issuers. In addition, MFS generally votes consistently on the same matter when securities of an issuer are held by multiple client accounts. However, MFS recognizes that there are gradations in certain types of proposals that might result in different voting positions being taken with respect to different proxy statements. There also may be situations involving matters presented for shareholder vote that are not clearly governed by the guidelines, such as proposed mergers and acquisitions. Some items that otherwise would be acceptable will be voted against the proponent when it is seeking extremely broad flexibility without offering a valid explanation. MFS reserves the right to override the guidelines with respect to a particular shareholder vote 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.

From time to time, MFS receives comments on these guidelines as well as regarding particular voting issues from its clients and corporate issuers. These comments are carefully considered by MFS, when it reviews these guidelines each year 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 affiliates that are likely to arise in connection with the voting of proxies on behalf of MFS' clients. If such potential conflicts of interest do arise, MFS will analyze, document and report on such potential conflicts (see Sections B.2 and E below), and shall ultimately vote these proxies in what MFS believes to be the best long-term economic interests of its clients. The MFS Proxy Review Group is responsible for monitoring and reporting with respect to such potential conflicts of interest.

2. MFS' POLICY ON SPECIFIC ISSUES

ELECTION OF DIRECTORS

MFS believes that good governance should be based on a board with a 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 elections, we will withhold our vote for a nominee for 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 "independent" or, alternatively, the compensation, nominating or audit committees would include members who are not "independent." MFS will also withhold its vote for a nominee to the board if he or she failed to attend at least 75% of the board meetings in the previous year without a valid reason. In addition, MFS will withhold its vote for all nominees standing for election to a board of a U.S. issuer: (1) if, since the last annual meeting of shareholders and without shareholder approval, the board or its compensation committee has repriced underwater options; or (2) if, within the last year, shareholders approved by majority vote a resolution recommending that the board rescind a "poison pill" and the board has failed to take responsive action to that resolution. Responsive action would include the rescission of the "poison pill"(without a broad reservation to reinstate the "poison pill" in the event of a hostile tender offer), or public assurances that the terms of the "poison pill" would be put to a binding shareholder vote within the next five to seven years.

MFS evaluates a contested 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 the nominees for both slates and an evaluation of what each side is offering shareholders.

CLASSIFIED BOARDS

MFS opposes proposals to classify a board (e.g., a board in which only one-third of board members are elected each year). MFS supports proposals to declassify a board.

NON-SALARY COMPENSATION PROGRAMS

Restricted stock plans are supposed to reward results rather than tenure, so the issuance of restricted stock at bargain prices is not favored. In some cases, restricted stock is granted to the recipient at deep discounts to fair market value, sometimes at par value. The holder cannot sell for a period of years, but in the meantime the holder is able to vote and receive dividends. Eventually the restrictions lapse and the stock can be sold by the holder.

MFS 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 opposes stock option programs that allow the board or the compensation committee, without shareholder approval, to reprice underwater options or to automatically replenish shares (i.e., evergreen plans). MFS will consider on a case-by-case basis proposals to exchange existing options for newly issued options (taking into account such factors as whether there is a reasonable value-for-value exchange).

MFS opposes stock option and restricted stock plans that provide unduly generous compensation for officers, directors or employees, or could result in excessive dilution to other shareholders. As a general guideline, MFS votes against stock option and restricted stock plans if all such plans for a particular company involve potential dilution, in the aggregate, of more than 15%. However, MFS may accept a higher percentage (up to 20%) in the case of startup or small companies which cannot afford to pay large salaries to executives, or in the case where MFS, based upon the issuer's public disclosures, believes that the issuer has been responsible with respect to its recent compensation practices, including the mix of the issuance of restricted stock and options.

MFS votes in favor of stock option or restricted stock plans for non-employee directors as long as they satisfy the requirements set forth above with respect to stock option and restricted stock plans for company executives.

EXPENSING OF STOCK OPTIONS

While we acknowledge that there is no agreement on a uniform methodology for expensing stock options, MFS supports shareholder proposals to expense stock options because we believe that the expensing of options presents a more accurate picture of the company's financial results to investors. We also believe that companies are likely to be more disciplined when granting options if the value of stock options were treated as an expense item on the company's income statements.

EXECUTIVE COMPENSATION

MFS believes that competitive compensation packages are necessary to attract, motivate and retain executives. Therefore, MFS opposes shareholder proposals that seek to set limits on executive compensation. Shareholder proposals seeking to set limits on executive compensation tend to specify arbitrary compensation criteria. MFS also opposes shareholder requests for disclosure on executive compensation beyond regulatory requirements because we believe that current regulatory requirements for disclosure of executive compensation are appropriate and that additional disclosure is often unwarranted and costly. Although we support linking executive stock option grants to a company's stock performance, MFS opposes shareholder proposals that mandate a link of performance-based options to a specific industry or peer group index. MFS believes that compensation committees should retain the flexibility to propose the appropriate index or other criteria by which performance-based options should be measured. MFS evaluates other executive compensation restrictions (e.g., terminating the company's stock option or restricted stock programs, freezing executive pay during periods of large layoffs, and establishing a maximum ratio between the highest paid executive and lowest paid employee) based on whether such proposals are in the best long-term economic interests of our clients.

EMPLOYEE STOCK PURCHASE PLANS

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.

"GOLDEN PARACHUTES"

From time to time, shareholders of companies have submitted 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' 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 will vote for proposals to rescind existing "poison pills" and proposals that would require shareholder approval to adopt prospective "poison pills." Nevertheless, MFS will consider supporting the adoption of a prospective "poison pill" or the continuation of an existing "poison pill" if 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 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.

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. While MFS generally votes in favor of management proposals that it believes are in the best long-term economic interests of its clients, MFS may oppose such a measure if, for example, 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 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 15% or more), MFS generally votes against the plan. In addition, MFS 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.

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.

CONFIDENTIAL VOTING

MFS votes in favor of proposals to ensure that shareholder voting results are kept confidential. For example, MFS supports proposals that would prevent management from having access to shareholder voting information that is compiled by an independent proxy tabulation firm.

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 now for the first time (for U.S. listed companies) must be comprised solely of "independent" directors.

WRITTEN CONSENT AND SPECIAL MEETINGS

Because the shareholder right to act by written consent (without calling a formal meeting of shareholders) can be a powerful tool for shareholders, MFS generally opposes proposals that would prevent shareholders from taking action without a formal meeting or would take away a shareholder's right to call a special meeting of company shareholders.

INDEPENDENT AUDITORS

MFS believes that the appointment of auditors 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. Recently, some shareholder groups have submitted proposals to limit the non-audit activities of a company's audit firm. Some proposals would prohibit the provision of 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.

BEST PRACTICES STANDARDS

Best practices standards are rapidly developing in the corporate governance areas as a result of recent corporate scandals, the Sarbanes-Oxley Act of 2002 and revised listing standards on major stock exchanges. MFS generally support these developments. However, many issuers are not publicly registered, are not subject to these enhanced listing standards, or are not operating in an environment that is comparable to that in the United States. In reviewing proxy proposals under these circumstances, MFS votes for proposals that enhance standards of corporate governance so long as we believe that - given the circumstances or the environment within which the issuers operate - the proposal is consistent with the best long-term economic interests of our clients.

FOREIGN ISSUERS - SHARE BLOCKING

In accordance with local law or business practices, many foreign companies 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 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 potentially long block periods, 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 generally will not vote those proxies in the absence of an unusual, significant vote. Conversely, for companies domiciled in countries with very short block periods, MFS generally will continue to cast votes in accordance with these policies and procedures.

SOCIAL ISSUES

There are many groups advocating social change, and many have chosen the publicly-held corporation as a vehicle for advancing their agenda. Common among these are resolutions requiring the corporation to refrain from investing or conducting business in certain countries, to adhere to some list of goals or principles (e.g., environmental standards) or to promulgate special reports on various activities. MFS votes against such proposals unless their shareholder-oriented benefits will outweigh any costs or disruptions to the business, including those that use corporate resources to further a particular social objective outside the business of the company or when no discernible shareholder economic advantage is evident.

The laws of various states 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.

B. ADMINISTRATIVE PROCEDURES

1. MFS PROXY REVIEW GROUP

The administration of these policies and procedures is overseen by the MFS Proxy Review Group, which includes senior MFS Legal Department officers and MFS' Proxy Consultant. The MFS Proxy Review Group:

a. Reviews these policies and procedures at least annually and recommends any amendments considered to be necessary or advisable;

b. Determines whether any material conflicts of interest exist with respect to instances in which (i) MFS seeks to override these guidelines and (ii) votes not clearly governed by these guidelines; and

c. Considers special proxy issues as they may arise from time to time.

The current MFS Proxy Consultant is an independent proxy consultant who performs these services exclusively for MFS.

2. POTENTIAL CONFLICTS OF INTEREST

The MFS Proxy Review Group is responsible for monitoring potential material conflicts of interest on the part of MFS or its affiliates that could arise in connection with the voting of proxies on behalf of MFS' clients. Any significant attempt to influence MFS' voting on a particular proxy matter should be reported to the MFS Proxy Review Group. The MFS Proxy Consultant will assist the MFS Proxy Review Group in carrying out these monitoring responsibilities.

In cases where proxies are voted in accordance with these policies and guidelines, no conflict of interest will be deemed to exist. In cases where (i) MFS is considering overriding these policies and guidelines, or (ii) matters presented for vote are not clearly governed by these policies and guidelines, the MFS Proxy Review Group and the MFS Proxy Consultant will follow these procedures:

a. Compare the name of the issuer of such proxy against a list of significant current and potential (i) distributors of MFS Fund shares, (ii) retirement plans administered by MFS, and (iii) 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 Review Group;

c. If the name of the issuer appears on the MFS Significant Client List, then at least one member of the MFS Proxy Review Group will carefully evaluate the proposed votes 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 Review Group will document: the name of the issuer, the issuer's relationship to MFS, the analysis of the matters submitted for proxy vote, and the basis for the determination that the votes ultimately were cast in what MFS believes to be 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 the MFS' Conflicts Officer.

The members of the MFS Proxy Review Group other than the Proxy Consultant are responsible for creating and maintaining the MFS Significant Client List, in consultation with MFS' distribution, retirement plan administration and institutional business units. The MFS Significant Client List will be reviewed and updated periodically as appropriate.

3. GATHERING PROXIES

Most proxies received by MFS and its clients originate at Automatic Data Processing Corp. ("ADP") although a few proxies are transmitted to investors by corporate issuers through their custodians or depositories. ADP and issuers send proxies and related material directly to the record holders of the shares beneficially owned by MFS' clients, usually to the client's custodian or, less commonly, to the client itself. This material will include proxy cards, reflecting the proper shareholdings of Funds and of clients on the record dates for such shareholder meetings, as well as proxy statements with the issuer's explanation of the items to be voted upon.

MFS, on behalf of itself and the Funds, has entered into an agreement with an independent proxy administration firm, Institutional Shareholder Services, Inc. (the "Proxy Administrator"), pursuant to which the Proxy Administrator performs various proxy vote processing and recordkeeping functions for MFS' Fund and institutional client accounts. The Proxy Administrator does not make recommendations to MFS as to how to vote any particular item. The Proxy Administrator receives proxy statements and proxy cards 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 datafeed. Through the use of the Proxy Administrator system, ballots and proxy material summaries for the upcoming shareholders' meetings of over 10,000 corporations are available on-line to certain MFS employees, the MFS Proxy Consultant and the MFS Proxy Review Group.

4. ANALYZING PROXIES

After input into the Proxy Administrator system, proxies which are deemed to be routine and which do not require the exercise of judgment under these guidelines (e.g., those involving only uncontested elections of directors and the appointment of auditors)(1) are automatically voted in favor by the Proxy Administrator without being sent to either the MFS Proxy Consultant or the MFS Proxy Review Group for further review. All proxies that are reviewed by either the MFS Proxy Consultant or a portfolio manager or analyst (e.g., those that involve merger or acquisition proposals) are then forwarded with the corresponding recommendation to the MFS Proxy Review Group.(2)

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(1) Proxies for foreign companies often contain significantly more voting items than those of U.S. companies. Many of these 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 automatically voted in favor) for foreign issuers include 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; (v) approval of share repurchase programs; (vi) election of directors in uncontested elections and (vii) appointment of auditors.

(2) From time to time, due to travel schedules and other commitments, an appropriate portfolio manager or research analyst is not available to provide a recommendation on a merger or acquisition proposal. If such a recommendation cannot be obtained within a few business days prior to the shareholder meeting, the MFS Proxy Review Group may determine the vote in what it believes to be the best long-term economic interests of MFS' clients.

Recommendations with respect to voting on non-routine issues are generally made by the MFS Proxy Consultant in accordance with the policies summarized under "Voting Guidelines," and other relevant materials. His or her recommendation as to how each proxy proposal should be voted, including his or her rationale on significant items, is indicated on copies of proxy cards. These cards are then forwarded to the MFS Proxy Review Group.

As a general matter, portfolio managers and investment analysts have little or no involvement in specific 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), the MFS Proxy Consultant or the MFS Proxy Review Group may consult with or seek recommendations from portfolio managers or analysts. But, the MFS Proxy Review Group 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

After the proxy card copies are reviewed, they are voted electronically through the Proxy Administrator's system. In accordance with its contract with MFS, the Proxy Administrator also generates a variety of reports for the MFS Proxy Consultant and the MFS Proxy Review Group, and makes available on-line various other types of information so that the MFS Proxy Review Group and the MFS Proxy Consultant may monitor the votes cast by the Proxy Administrator on behalf of MFS' clients.

C. MONITORING SYSTEM

It is the responsibility of the Proxy Administrator and MFS' Proxy Consultant to monitor the proxy voting process. As noted above, when proxy materials for clients are received, they are forwarded to the Proxy Administrator and are input into the Proxy Administrator's system. Additionally, through an interface with the portfolio holdings database of MFS, the Proxy Administrator matches a list of all MFS Funds and clients who hold shares of a company's stock and the number of shares held on the record date with the Proxy Administrator's listing of any upcoming shareholder's meeting of that company.

When the Proxy Administrator's system "tickler" shows that the date of a shareholders' meeting is approaching, a Proxy Administrator representative checks that the vote for MFS Funds and clients holding that security has been recorded in the computer system. If a proxy card has not been received from the client's custodian, the Proxy Administrator calls the custodian requesting that the materials be forward immediately. If it is not possible to receive the proxy card from the custodian in time to be voted at the meeting, MFS may instruct the custodian to cast the vote in the manner specified and to mail the proxy directly to the issuer.

D. RECORDS RETENTION

MFS will retain copies of these 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 cards completed by the MFS Proxy Consultant and the MFS Proxy Review Group, 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 Consultant and the MFS Proxy Review Group. All proxy voting materials and supporting documentation, including records generated by the Proxy Administrator's system as to proxies processed, the dates when proxies were received and returned, and the votes on each company's proxy issues, are retained as required by applicable law.

E. REPORTS

MFS FUNDS

Annually, MFS will 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; (ii) a review of situations where MFS did not vote in accordance with the guidelines and the rationale therefor; (iii) a review of the procedures used by MFS to identify material conflicts of interest; and (iv) a review of these policies and the guidelines and, 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

At any time, a report can 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.

Generally, MFS will not divulge actual voting practices to any party other than the client or its representatives (unless required by applicable law) because we consider that information to be confidential and proprietary to the client.

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

GENERAL. Information as of January 23, 2006 regarding the portfolio manager(s) of the MFS Charter Income Trust (the "Fund") is set forth below.

PORTFOLIO MANAGER	PRIMARY ROLE	SINCE	TITLE AND FIVE YEAR HISTORY
Richard O. Hawkins	Lead Portfolio Manager	2004	Senior Vice President of MFS; employed in the investment management area of MFS since 1988.
John Addeo	High Yield Debt Securities Portfolio Manager	2005	Vice President of MFS; employed in the investment management area of MFS since 1998.
Scott B. Richards	High Yield Debt Securities Portfolio Manager	2005	Senior Vice President of MFS; employed in the investment management area of MFS since 2004. Head of High Yield Group at Columbia Management Group from 1999 to 2003.
Matthew W. Ryan	Emerging Markets Debt Securities Portfolio Manager	2004	Senior Vice President of MFS; employed in the investment management

area of MFS since 1997.

COMPENSATION. As of the Fund's fiscal year ended November 30, 2005, portfolio manager total cash compensation is a combination of base salary and performance bonus:

- Base Salary - Base salary represents a relatively smaller percentage of portfolio manager total cash compensation (generally below 33%) than incentive compensation.

- Performance Bonus - Generally, incentive compensation represents a majority of portfolio manager total cash compensation. The performance bonus is based on a combination of quantitative and qualitative factors, with more weight given to the former (generally over 60 %) and less weight given to the latter.

  - The quantitative portion is based on pre-tax performance of all of the accounts managed by the portfolio manager (which includes the Fund and any other accounts managed by the portfolio manager) over a one-, three- and five-year period relative to the appropriate Lipper peer group universe and/or one or more benchmark indices with respect to each account. The primary weight is given to portfolio performance over a three-year time period with lesser consideration given to portfolio performance over one- and five-year periods (adjusted as appropriate if the portfolio manager has served for shorter periods).

  - 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 the investment process (distinct from portfolio performance).

Portfolio managers also typically benefit from the opportunity to participate in the MFS Equity Plan. 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 are provided with a benefits package including a defined contribution plan, health coverage and other insurance, which are available to other employees of MFS on substantially similar terms. The percentage of compensation provided by these benefits 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 as of the Fund's fiscal year ended November 30, 2005. 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
John Addeo	N
Scott B. Richards	N

Matthew W. Ryan N

OTHER ACCOUNTS. In addition to the Fund, the Fund's portfolio manager is responsible (either individually or jointly) for the day-to-day management of certain other accounts, the number and total assets of which as of the Fund's fiscal year ended November 30, 2005 were as follows:

	REGISTERED INVESTMENT COMPANIES		OTHER POOLED INVESTMENT VEHICLES		OTHER ACC	
NAME	NUMBER OF ACCOUNTS*	TOTAL ASSETS*	NUMBER OF ACCOUNTS	TOTAL ASSETS	NUMBER OF ACCOUNTS	T
Richard O. Hawkins	11	$24.5 billion	0	N/A	0	
John Addeo	9	$3.9 billion	1	$211.0 million	2	$5
Scott B. Richards	12	$4.3 billion	2	$541.3 million	2	$5
Matthew W. Ryan	9	$2.0 billion	3	$1.8 billion	6	$7

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* Includes the Fund.

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

POTENTIAL CONFLICTS OF INTEREST. MFS 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.

In certain instances there may be securities which are suitable for the Fund's portfolio as well as for accounts with similar investment objectives of the Adviser or subsidiary of the Adviser. Securities transactions for the Fund and other accounts with similar investment objectives are generally executed on the same day, or the next day. Nevertheless, it may develop that a particular security is bought or sold for only one client even though it might be held by, or bought or sold for, other clients. Likewise, a particular security may be bought for one or more clients when one or more other clients are selling that same security.

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 MFS 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, MFS believes that the Fund's ability to participate in volume transactions will produce better executions for the Fund.

MFS does not receive a performance fee for its management of the Fund. MFS and/or a portfolio manager may have an 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 fee.

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

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MFS CHARTER INCOME TRUST

PERIOD	(A) TOTAL NUMBER OF SHARES PURCHASED	(B) AVERAGE PRICE PAID PER SHARE	(C) TOTAL NUMBER OF SHARES PURCHASED AS PART OF PUBLICLY ANNOUNCED PLANS OR PROGRAMS	(D) (C DO SH BE THE
12/1/04-12/31/04	137,500	$8.83	137,500	
1/1/05-1/31/05	56,200	$8.83	56,200	
2/1/05-2/28/05	28,000	$8.85	28,000	
3/1/05-3/31/05	137,200	$8.60	137,200	
4/1/05-4/30/05	149,600	$8.58	149,600	
05/1/05-05/31/05	127,000	$8.68	127,000	
06/1/05-06/30/05	73,900	$8.74	73,900	
07/1/05-07/31/05	89,400	$8.78	89,400	
08/1/05-08/31/05	128,800	$8.71	128,800	
09/1/05-09/30/05	88,300	$8.75	88,300	
10/1/05-10/31/05	127,400	$8.49	127,400	
11/1/05-11/30/05	75,800	$8.44	75,800	
TOTAL	1,219,100	$8.67	1,219,100	

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 1st 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, 2005 plan year are 8,170,585.

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 7(d)(2)(ii)(G) of Schedule 14A.

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.

(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.

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 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.

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)* MARIA F. DWYER

Maria F. Dwyer, President

Date: January 23, 2006

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)* MARIA F. DWYER

Maria F. Dwyer, President (Principal Executive Officer)

Date: January 23, 2006

By (Signature and Title)* TRACY ATKINSON

Tracy Atkinson, Treasurer (Principal Financial Officer and Accounting Officer)

Date: January 23, 2006

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