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MFS CHARTER INCOME TRUST  
Form N-CSR  
February 01, 2007

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

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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

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Date of reporting period: November 30, 2006

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ITEM 1. REPORTS TO STOCKHOLDERS.

M F S(R)  
INVESTMENT MANAGEMENT

MFS(R) CHARTER INCOME TRUST

[graphic omitted]

ANNUAL REPORT

11/30/06  
MCR-ANN

MFS(R) Charter Income Trust

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TRUST OBJECTIVE: The trust seeks to maximize current income.

New York Stock Exchange Symbol: MCR

-----  
NOT FDIC INSURED ◊ MAY LOSE VALUE ◊  
NO BANK OR CREDIT UNION GUARANTEE ◊ NOT A DEPOSIT ◊  
NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY OR  
NCUA/NCUSIF  
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LETTER FROM THE CEO

[Photo of Robert J. Manning]

Dear Shareholders:

What a difference a year can make. By the end of 2005, the Dow Jones Industrial Average had lost value over the course of the year, as stocks were

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beaten back by a myriad of investor worries, including a spike in oil prices, a rise in interest rates, and political uncertainty in the Middle East.

Fast forward to 2006, and we have seen a dramatically different picture. While there were some fluctuations in the global markets in the first half of the year, the second half of 2006 has, so far, been good to many investors. Oil prices retreated, boosting consumer confidence, and interest rates have held steady. U.S. stock markets responded favorably to this news, as the Dow reached a record high in October, passing the 12,000 mark.

What does all of this mean for you? If you're focused on a long-term investment strategy, the high points in the road -- and the bumps -- should not necessarily dictate portfolio action on your part. Markets are inherently cyclical, and we firmly believe that investors who remain committed to a long-term investment strategy are more likely to achieve their goals than those who consistently chase short-term performance.

At MFS(R), our unique teamwork approach to managing money and our global research platform support an unwavering focus on helping you realize your long-term financial goals. We believe in a three-pronged investment strategy of allocating your holdings across major asset classes, diversifying within each class, and rebalancing regularly. Of course, these strategies cannot guarantee a profit or protect against a loss. Investing and planning for the long term require diligence and patience -- two traits that 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 16, 2007

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

### PORTFOLIO COMPOSITION

#### PORTFOLIO STRUCTURE (i)

Bonds	97.7%
Cash & Other Net Assets	2.1%
Floating Rate Loans	0.2%

#### FIXED INCOME SECTORS (i)

Non-U.S. Government Bonds	21.7%
-----	-----
High Grade Corporates	16.4%
-----	-----
Mortgage-Backed Securities	14.9%
-----	-----
High Yield Corporates	13.9%
-----	-----
U.S. Treasury Securities	10.7%
-----	-----

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Emerging Market Bonds	8.4%
-----	-----
Commercial Mortgage-Backed Securities	6.1%
-----	-----
U.S. Government Agencies	3.8%
-----	-----
Asset-Backed Securities	1.7%
-----	-----
Floating Rate Loans	0.2%
-----	-----
Residential Mortgage-Backed Securities	0.1%
-----	-----

### CREDIT QUALITY OF BONDS (r)

AAA	55.7%
-----	-----
AA	2.6%
-----	-----
A	3.5%
-----	-----
BBB	18.9%
-----	-----
BB	11.6%
-----	-----
B	6.9%
-----	-----
CCC	0.7%
-----	-----
Not Rated	0.1%
-----	-----

### PORTFOLIO FACTS

Average Duration (d)	5.2
-----	-----
Average Life (m)	8.0 yrs.
-----	-----
Average Maturity (m)	13.6 yrs.
-----	-----
Average Credit Quality of Rated Securities (long-term) (a)	A+
-----	-----
Average Credit Quality of Rated Securities (short-term) (a)	A-1
-----	-----

### COUNTRY WEIGHTINGS (i)

United States	65.7%
-----	-----
Germany	4.4%
-----	-----
France	3.0%
-----	-----
Canada	2.9%
-----	-----
Ireland	2.8%
-----	-----
Japan	2.7%

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United Kingdom	2.6%
Russia	2.4%
Spain	2.1%
Other	11.4%

- (a) The average credit quality of rated securities is based upon a market weighted average of portfolio holdings that are rated by public rating agencies.
- (d) Duration is a measure of how much a bond's price is likely to fluctuate with general changes in interest rates, e.g., if rates rise 1.00%, a bond with a 5-year duration is likely to lose about 5.00% of its value.
- (i) For purposes of this graphical presentation, the bond component includes both accrued interest amounts and the equivalent exposure from any derivative holdings, if applicable.
- (m) 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 or pre-paid 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.
- (r) 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 the "AAA"-rating category. Percentages are based on the total market value of investments as of 11/30/06.

Percentages are based on net assets as of 11/30/06, unless otherwise noted.

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

### MANAGEMENT REVIEW

#### SUMMARY OF RESULTS

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

In our review of the performance of this portfolio, we look to a number of benchmarks, each reflecting the results of the various markets in which we invest. The benchmarks are the Citigroup World Government Bond Non-Dollar Hedged Index, JPMorgan Emerging Markets Bond Index Global (EMBI Global), Lehman Brothers U.S. Credit Bond Index, Lehman Brothers U.S. Government/ Mortgage Bond Index, and the Lehman Brothers U.S. High-Yield Corporate Bond Index (U.S. High-Yield).

For the twelve months ended November 30, 2006, the MFS Charter Income Trust provided a total return of 6.64%, at net asset value, surpassing three of the five benchmarks. The trust trailed the U.S. High-Yield and EMBI Global indices.

#### DETRACTORS FROM PERFORMANCE

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The trust's underweighted positions in "B" and "CCC" rated(s) corporate bonds held back relative results as spreads narrowed over the period. Our holdings in corporate bonds in the industrial sector were also an area of relative underperformance.

### CONTRIBUTORS TO PERFORMANCE

Yield was a positive factor in the trust's relative performance. Our shorter duration(d) stance also contributed to results as interest rates generally rose over the reporting period. Our overweighted position in "BB" rated(s) bonds offset to some extent the effect of the trust's underweighted position in the more speculative "B" and "CCC" rated bonds which detracted from performance. In the finance sector, bonds of Ford Motor Credit and General Motors Acceptance Corp. (GMAC) benefited performance. Individual sovereign bonds of Ireland, Great Britain, Spain, and Germany were among the trust's top contributors.

Respectfully,

Richard O. Hawkins  
Portfolio Manager

David P. Cole  
Portfolio Manager

John F. Addeo  
Portfolio Manager

Matthew W. Ryan  
Portfolio Manager

Note to Shareholders: Effective October 9, 2006, David Cole became a co-manager of the portfolio with John Addeo, Richard Hawkins and Matthew Ryan. He replaced Scott Richards.

- (d) Duration is a measure of how much a bond's price is likely to fluctuate with general changes in interest rates, e.g., if rates rise 1.00%, a bond with a 5-year duration is likely to lose about 5.00% of its value.
- (s) Bonds rated "BBB", "Baa", or higher are considered investment grade; bonds rated "BB", "Ba", or below are considered non-investment grade. The primary source for bond quality ratings is Moody's Investors Service. If not available, ratings by Standard & Poor's are used, else ratings by Fitch, Inc. For securities which are not rated by any of the three agencies, the security is considered Not Rated.

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

### PORTFOLIO MANAGERS' PROFILES

Richard O. Hawkins, CFA, is Senior Vice President of MFS Investment Management(R) an investment grade portfolio manager; and a portfolio manager of several bond portfolios. Prior to joining the firm in 1988, he spent two years as an International Bond Analyst for Fidelity Management & Research Company; and five years as an International Lending Officer for Manufacturers Hanover Trust Company. He was named portfolio manager at MFS in 2004. He has been a portfolio manager of the fund since April 2006. Richard earned a bachelor's degree from Brown University and a Master's of Business Administration from the University of Pennsylvania. He is a member of the Association for Investment Management and Research (AIMR) and the Boston Security Analysts Society, Inc. He holds the Chartered Financial Analyst (CFA) designation.

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John F. Addeo, CFA, is Vice President 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. He became Vice President in 1999, associate portfolio manager in 2000, and portfolio manager in 2001. He has been a portfolio manager of the fund since February 2005. John 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.

David P. Cole, CFA, is Vice President of MFS Investment Management (R) (MFS(R)). He is also a co-portfolio manager on the firm's high-yield portfolios and the high-yield segment of the MFS Diversified Income Fund. David joined MFS in 2004 after working for five years as a High Yield Analyst for Franklin Templeton Investments. Prior to this, he served as a Financial Economist/Treasury Market Analyst for Thomson Financial Services and three years as an Economist for Standard and Poor's. David has a bachelor's degree from Cornell University and an M.B.A from University of California, Berkeley. He holds the Chartered Financial Analyst (CFA) designation.

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. 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 has been a portfolio manager of the fund since September 2001. Matt 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.

Note to Shareholders: Effective October 9, 2006, David Cole became a co-manager of the portfolio with John Addeo, Richard Hawkins and Matthew Ryan. He replaced Scott Richards.

### PERFORMANCE SUMMARY THROUGH 11/30/06

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 11/30/06

	Date	Price
Net Asset Value	11/30/06	\$9.64
	11/30/05	\$9.58
New York Stock Exchange Price	11/30/06	\$8.51
	1/24/06 (high) (t)	\$8.67
	6/27/06 (low) (t)	\$8.16

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11/30/05

\$8.43

## TOTAL RETURNS VS BENCHMARKS

Year ended 11/30/06

New York Stock Exchange Price (r)	6.98%
Net Asset Value (r)	6.64%
JPMorgan EMBI Global (f)	11.17%
Lehman Brothers U.S. Credit Bond Index (f)	6.20%
Lehman Brothers U.S. Government/Mortgage Bond Index (f)	5.85%
Citigroup World Government Bond Non-Dollar Hedged Index (f)	4.49%
Lehman Brothers U.S. High-Yield Corporate Bond Index (f)	11.60%

(f) Source: FactSet Research Systems Inc.

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

(t) For the period December 1, 2005 through November 30, 2006.

## INDEX DEFINITIONS

Citigroup World Government Bond Non-Dollar Hedged Index - 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.

JPMorgan Emerging Markets Bond Index Global (EMBI Global) - tracks total returns for U.S.-dollar-denominated debt instruments issued by emerging market sovereign and quasi-sovereign entities: Brady bonds, loans, Eurobonds.

Lehman Brothers U.S. Credit Bond 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 U.S. Government/Mortgage Bond 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 Bond 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 to net asset value. Shareholders do not have the right to cause the trust to repurchase their shares at 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 returns that are calculated based on the net asset value



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and New York Stock Exchange prices 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 may increase the trust's expense ratio.

Effective August 1, 2006, the trust will only send monthly notices reporting the tax status of such distributions when required by SEC rules.

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. 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 that may be different from, and potentially 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. Interest payments on inflation adjusted debt instruments can be unpredictable and vary based on the level of inflation. The value of floating rate loans depends on the credit quality and adequacy of the collateral securing the loan. Enforcing rights against the collateral may be difficult or insufficient if the borrower of the floating rate loan defaults. Lower quality debt securities involve substantially greater risk of default and their value can decline significantly over time. Foreign investments can be more volatile than U.S. investments. Changes in currency exchange rates may affect the portfolio's net asset value, the value of dividends and interest earned and gains and losses realized on the sale of securities. Investing in emerging markets can involve risks in addition to those generally associated with investing in more developed foreign markets. When you sell your shares, they may be worth more or less than the amount you paid for them. Please see the prospectus for further information regarding these and other risk considerations.

These risks may 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

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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.

The trust has amended the plan to appoint Computershare Trust Company, N.A. (the Transfer Agent for the trust as of December 18, 2006) as agent for the plan. The effective date for the amendment is May 1, 2007. Under the terms of the plan, if you do not withdraw from the plan prior to May 1, 2007, you will be deemed to accept the appointment of Computershare Trust Company, N.A. as your agent under the plan.

### PORTFOLIO OF INVESTMENTS 11/30/06

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

Bonds - 95.8%

ISSUER	SHARES/PAR
--------	------------

Aerospace - 0.1%

Bombardier, Inc., 8%, 2014 (z)	\$	237,000	\$
DRS Technologies, Inc., 7.625%, 2018		440,000	
			\$

Agency - Other - 1.0%

Financing Corp., 10.35%, 2018	\$	3,600,000	\$

Airlines - 0.2%

Continental Airlines, Inc., 7.566%, 2020	\$	1,011,390	\$

Asset Backed & Securitized - 7.8%

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Amresco Commercial Mortgage Funding I, 7%, 2029	\$ 3,000,000	\$
Asset Securitization Corp., FRN, 8.1473%, 2029	2,000,000	
Bayview Financial Acquisition Trust, FRN, 5.483%, 2041	404,000	
Bayview Financial Revolving Mortgage Loan Trust, FRN, 6.12%, 2040 (z)	1,160,000	
Bear Stearns Commercial Mortgage Securities, Inc., FRN, 5.116%, 2041	1,120,248	
Citigroup Commercial Mortgage Trust, 5.462%, 2049	1,588,110	
Countrywide Asset-Backed Certificates, FRN, 5.147%, 2035	2,000,000	
Credit Suisse Mortgage Securities Corp., 6.75%, 2030 (n)	2,000,000	
Crest Ltd., 7%, 2040 (n)	2,000,000	
DLJ Commercial Mortgage Corp., 6.04%, 2031	2,000,000	
First Union-Lehman Brothers Bank of America, FRN, 0.6848%, 2035 (i)	63,720,038	
First Union-Lehman Brothers Commercial Mortgage Trust, 7%, 2029 (n)	850,000	
First Union-Lehman Brothers Commercial Mortgage Trust, FRN, 7.5%, 2029	3,000,000	
JPMorgan Chase Commercial Mortgage Securities Corp., FRN, 5.038%, 2046	4,000,000	
Morgan Stanley Capital I, Inc., 5.168%, 2042	1,532,020	
Mortgage Capital Funding, Inc., FRN, 0.8702%, 2031 (i)	16,324,220	
New Century Home Equity Loan Trust, FRN, 4.532%, 2035	2,500,000	
Residential Asset Mortgage Products, Inc., 3.878%, 2035	753,525	
Spirit Master Funding LLC, 5.05%, 2023 (z)	1,884,306	
Structured Asset Securities Corp., FRN, 4.67%, 2035	2,484,152	
TIAA Real Estate CDO Ltd., 7.17%, 2032 (n)	1,416,022	
Wachovia Bank Commercial Mortgage Trust, FRN, 4.847%, 2041	2,000,000	
Wachovia Bank Commercial Mortgage Trust, FRN, 5.083%, 2042	2,000,000	

Automotive - 1.6%

DaimlerChrysler N.A. Holdings Corp., 8.5%, 2031	\$ 400,000	\$
Ford Motor Credit Co., 5.8%, 2009	1,100,000	
Ford Motor Credit Co., 9.75%, 2010 (n)	145,000	
Ford Motor Credit Co., 7%, 2013	834,000	
General Motors Acceptance Corp., 5.85%, 2009	1,842,000	
General Motors Acceptance Corp., 6.875%, 2011	1,875,000	
General Motors Acceptance Corp., 6.75%, 2014	1,397,000	
General Motors Corp., 8.375%, 2033	419,000	
GMAC LLC, 6.125%, 2008	234,000	

Broadcasting - 1.0%

Allbritton Communications Co., 7.75%, 2012	\$ 535,000	\$
CBS Corp., 6.625%, 2011	1,036,000	
EchoStar DBS Corp., 6.375%, 2011	525,000	
Intelsat Subsidiary Holding Co. Ltd., 8.625%, 2015	340,000	
Lamar Media Corp., 7.25%, 2013	675,000	
News America Holdings, 7.7%, 2025	1,140,000	
News America, Inc., 6.2%, 2034	542,000	

Brokerage & Asset Managers - 1.0%

Goldman Sachs Group, Inc., 5.7%, 2012	\$ 2,680,000	\$
---------------------------------------	--------------	----

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Morgan Stanley Dean Witter, Inc., 6.6%, 2012	2,537,000	-
		\$
-----		
Business Services - 0.6%		
-----		
Iron Mountain, Inc., 7.75%, 2015	\$ 175,000	\$
Xerox Corp., 7.625%, 2013	780,000	
Xerox Corp., 6.4%, 2016	2,000,000	
		-
		\$
-----		
Cable TV - 1.0%		
-----		
CCH II Holdings LLC, 10.25%, 2010	\$ 670,000	\$
CSC Holdings, Inc., 8.125%, 2009	925,000	
Grupo Televisa S.A., 8.5%, 2032	962,000	
Mediacom LLC, 9.5%, 2013	280,000	
Rogers Cable, Inc., 5.5%, 2014	1,025,000	
TCI Communications, Inc., 9.8%, 2012	1,169,000	
		-
		\$
-----		
Chemicals - 0.8%		
-----		
BCP Crystal Holdings Corp., 9.625%, 2014	\$ 204,000	\$
Equistar Chemicals LP, 10.125%, 2008	375,000	
Lyondell Chemical Co., 11.125%, 2012	615,000	
Momentive Performance Materials, Inc., 11.5%, 2016 (z)	375,000	
Mosaic Co., 7.625%, 2016 (z)	360,000	
Nalco Co., 8.875%, 2013	50,000	
Yara International A.S.A., 5.25%, 2014 (n)	2,000,000	
		-
		\$
-----		
Conglomerates - 0.2%		
-----		
Kennametal, Inc., 7.2%, 2012	\$ 1,140,000	\$
-----		
Construction - 0.3%		
-----		
Beazer Homes USA, Inc., 6.875%, 2015	\$ 1,835,000	\$
-----		
Consumer Goods & Services - 0.4%		
-----		
Church & Dwight Co., Inc., 6%, 2012	\$ 460,000	\$
Fortune Brands, Inc., 5.125%, 2011	1,150,000	
Service Corp. International, 7%, 2017	470,000	
Service Corp. International, 7.625%, 2018	120,000	
		-
		\$
-----		
Containers - 0.4%		
-----		
Ball Corp., 6.625%, 2018	\$ 475,000	\$
Crown Americas LLC, 7.75%, 2015	565,000	
Owens-Brockway Glass Container, Inc., 8.875%, 2009	378,000	
Owens-Brockway Glass Container, Inc., 8.25%, 2013	865,000	
		-
		\$
-----		
Defense Electronics - 0.9%		

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BAE Systems Holdings, Inc., 4.75%, 2010 (n)	\$ 790,000	\$
BAE Systems Holdings, Inc., 5.2%, 2015 (n)	2,000,000	
L-3 Communications Corp., 5.875%, 2015	750,000	
L-3 Communications Corp., 6.375%, 2015	1,500,000	
-----		
Electronics - 0.1%		\$
-----		
NXP B.V./NXP Funding LLC, 7.875%, 2014 (n)	\$ 300,000	\$
Sensata Technologies B.V., 8%, 2014 (n)	295,000	
-----		
Emerging Market Quasi-Sovereign - 0.9%		
-----		
Banco do Brasil S.A., 7.95%, 2049 (n)	\$ 161,000	\$
Gazprom OAO, 9.625%, 2013 (n)	1,510,000	
Pemex Project Funding Master Trust, 8.625%, 2022	1,218,000	
Petronas Capital Ltd., 7.875%, 2022 (n)	464,000	
Petronas Capital Ltd., 7.875%, 2022	670,000	
-----		
Emerging Market Sovereign - 1.9%		
-----		
Arab Republic of Egypt, 8.75%, 2011	\$ 221,000	\$
Republic of Argentina, FRN, 5.589%, 2012	1,242,000	
Republic of Bulgaria, 8.25%, 2015	600,000	
Republic of Colombia, FRN, 7.175%, 2015	777,000	
Republic of El Salvador, 7.65%, 2035	36,000	
Republic of Indonesia, 6.875%, 2017 (n)	171,000	
Republic of Panama, 9.375%, 2029	1,121,000	
Republic of Philippines, 9.375%, 2017	449,000	
Republic of South Africa, 9.125%, 2009	469,000	
Republic of Venezuela, 7%, 2018	822,000	
Russian Federation, 3%, 2008	2,690,000	
United Mexican States, 8.125%, 2019	976,000	
-----		
Energy - Independent - 0.6%		
-----		
Chesapeake Energy Corp., 6.875%, 2016	\$ 1,425,000	\$
Forest Oil Corp., 7.75%, 2014	550,000	
Newfield Exploration Co., 6.625%, 2014	770,000	
Pan American Energy LLC, 7.75%, 2012 (n)	109,000	
Quicksilver Resources, Inc., 7.125%, 2016	510,000	
-----		
Energy - Integrated - 0.3%		
-----		
TNK-BP Finance S.A., 7.5%, 2016 (n)	\$ 1,211,000	\$
-----		
Entertainment - 0.5%		
-----		
AMC Entertainment, Inc., 9.5%, 2011	\$ 309,000	\$
AMC Entertainment, Inc., 11%, 2016	200,000	
Turner Broadcasting System, Inc., 8.375%, 2013	1,784,000	

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Financial Institutions - 0.6%		
-----		
Countrywide Financial Corp., 6.25%, 2016	\$ 1,250,000	\$
HSBC Finance Corp., 5.5%, 2016	1,481,000	
International Lease Finance Corp., 5%, 2010	321,000	
-----		
Food & Beverages - 0.1%		
-----		
B&G Foods Holding Corp., 8%, 2011	\$ 170,000	\$
Dole Foods Co., Inc., 8.875%, 2011	240,000	
Michael Foods, Inc., 8%, 2013	315,000	
-----		
Forest & Paper Products - 0.8%		
-----		
Buckeye Technologies, Inc., 8.5%, 2013	\$ 460,000	\$
MDP Acquisitions PLC, 9.625%, 2012	310,000	
Norske Skog Canada Ltd., 7.375%, 2014	695,000	
Stone Container Corp., 7.375%, 2014	1,000,000	
Stora Enso Oyj, 6.404%, 2016 (n)	1,560,000	
Verso Paper Holdings LLC, 9.125%, 2014 (n)	160,000	
-----		
Gaming & Lodging - 1.4%		
-----		
Caesars Entertainment, Inc., 8.125%, 2011	\$ 730,000	\$
Harrah's Entertainment, Inc., 5.75%, 2017	860,000	
Host Marriott LP, 6.75%, 2016	1,000,000	
Mandalay Resort Group, 9.375%, 2010	450,000	
MGM Mirage, Inc., 8.375%, 2011	1,155,000	
MGM Mirage, Inc., 6.75%, 2013	230,000	
MGM Mirage, Inc., 6.875%, 2016	195,000	
Scientific Games Corp., 6.25%, 2012	380,000	
Starwood Hotels & Resorts Worldwide, Inc., 7.875%, 2012	315,000	
Station Casinos, Inc., 6.5%, 2014	1,230,000	
Wyndham Worldwide Corp., 6%, 2016 (z)	270,000	
Wynn Las Vegas LLC, 6.625%, 2014	485,000	
-----		
Industrial - 0.2%		
-----		
Amsted Industries, Inc., 10.25%, 2011 (z)	\$ 725,000	\$
JohnsonDiversey Holdings, Inc., "B", 9.625%, 2012	310,000	
-----		
Insurance - 0.8%		
-----		
American International Group, 4.25%, 2013	\$ 4,250,000	\$
-----		
Insurance - Property & Casualty - 0.6%		
-----		
AXIS Capital Holdings Ltd., 5.75%, 2014	\$ 1,689,000	\$
Fund American Cos., Inc., 5.875%, 2013	1,351,000	
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International Market Quasi-Sovereign - 1.8%			
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Canada Housing Trust, 4.6%, 2011	CAD	2,714,000	\$
Development Bank of Japan, 1.05%, 2023	JPY	172,000,000	
Japan Finance Corp. Ltd., 2%, 2016	JPY	650,000,000	
-----			
International Market Sovereign - 19.5%			
-----			
Commonwealth of Australia, 6%, 2017	AUD	919,000	\$
Federal Republic of Germany, 3.5%, 2008	EUR	4,130,000	
Federal Republic of Germany, 5.25%, 2010	EUR	3,219,000	
Federal Republic of Germany, 3.75%, 2015	EUR	4,585,000	
Federal Republic of Germany, 6.25%, 2030	EUR	3,342,000	
Government of Canada, 5.5%, 2009	CAD	2,554,000	
Government of Canada, 4.5%, 2015	CAD	4,373,000	
Government of Canada, 8%, 2023	CAD	949,000	
Government of Canada, 5.75%, 2033	CAD	236,000	
Kingdom of Denmark, 4%, 2015	DKK	28,258,000	
Kingdom of Netherlands, 3.75%, 2009	EUR	6,605,000	
Kingdom of Netherlands, 3.75%, 2014	EUR	727,000	
Kingdom of Spain, 6%, 2008	EUR	2,322,000	
Kingdom of Spain, 5.35%, 2011	EUR	4,875,000	
Republic of Austria, 4.65%, 2018	EUR	6,035,000	
Republic of France, 4.75%, 2012	EUR	1,219,000	
Republic of France, 5%, 2016	EUR	3,631,000	
Republic of France, 6%, 2025	EUR	874,000	
Republic of France, 4.75%, 2035	EUR	3,752,000	
Republic of Ireland, 3.25%, 2009	EUR	6,760,000	
Republic of Ireland, 4.6%, 2016	EUR	3,665,000	
United Kingdom Treasury, 5.75%, 2009	GBP	1,433,000	
United Kingdom Treasury, 5%, 2012	GBP	969,000	
United Kingdom Treasury, 8%, 2015	GBP	1,664,000	
United Kingdom Treasury, 8%, 2021	GBP	369,000	
United Kingdom Treasury, 4.25%, 2036	GBP	748,000	
-----			
Machinery & Tools - 0.4%			
-----			
Case New Holland, Inc., 6%, 2009	\$	1,415,000	\$
Case New Holland, Inc., 9.25%, 2011		160,000	
Case New Holland, Inc., 7.125%, 2014		380,000	
Manitowoc Co., Inc., 10.5%, 2012		331,000	
-----			
Major Banks - 1.2%			
-----			
BNP Paribas, 5.186% to 2015, FRN to 2049 (n)	\$	1,667,000	\$
HBOS Capital Funding LP, 6.071% to 2014, FRN to 2049 (n)		1,330,000	
JPMorgan Chase & Co., 5.125%, 2014		2,100,000	
MUFG Capital Finance 1 Ltd., 6.346% to 2016, FRN to 2049		1,408,000	
-----			
Medical & Health Technology & Services - 1.1%			
-----			
DaVita, Inc., 6.625%, 2013	\$	170,000	\$

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DaVita, Inc., 7.25%, 2015	555,000	
Fisher Scientific International, Inc., 6.125%, 2015	1,500,000	
HCA, Inc., 8.75%, 2010	660,000	
HCA, Inc., 6.375%, 2015	420,000	
HCA, Inc., 9.25%, 2016 (z)	780,000	
Omnicare, Inc., 6.875%, 2015	760,000	
Owens & Minor, Inc., 6.35%, 2016	970,000	

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### Metals & Mining - 1.3%

Arch Western Finance LLC, 6.75%, 2013	\$ 630,000	\$
Chaparral Steel Co., 10%, 2013	515,000	
FMG Finance Ltd., 10.625%, 2016 (n)	320,000	
Foundation PA Coal Co., 7.25%, 2014	740,000	
Griffin Coal Mining Co., 9.5%, 2016 (z)	190,000	
International Steel Group, Inc., 6.5%, 2014	1,300,000	
Ispat Inland ULC, 9.75%, 2014	1,200,000	
Massey Energy Co., 6.875%, 2013	635,000	
Peabody Energy Corp., 5.875%, 2016	425,000	
Peabody Energy Corp., "B", 6.875%, 2013	355,000	
U.S. Steel Corp., 9.75%, 2010	413,000	

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### Mortgage Backed - 14.9%

Fannie Mae, 3.81%, 2013	\$ 576,900	\$
Fannie Mae, 4.1%, 2013	931,292	
Fannie Mae, 4.19%, 2013	790,338	
Fannie Mae, 4.845%, 2013	249,836	
Fannie Mae, 4.519%, 2014	898,698	
Fannie Mae, 4.6%, 2014	754,423	
Fannie Mae, 4.667%, 2014	1,315,223	
Fannie Mae, 4.77%, 2014	588,597	
Fannie Mae, 4.56%, 2015	316,233	
Fannie Mae, 4.665%, 2015	256,134	
Fannie Mae, 4.7%, 2015	244,397	
Fannie Mae, 4.74%, 2015	600,000	
Fannie Mae, 4.815%, 2015	600,000	
Fannie Mae, 4.87%, 2015	516,115	
Fannie Mae, 4.89%, 2015	172,206	
Fannie Mae, 4.925%, 2015	1,921,946	
Fannie Mae, 6%, 2016 - 2034	5,888,020	
Fannie Mae, 5.5%, 2019 - 2035	49,084,257	
Fannie Mae, 4.88%, 2020	558,917	
Fannie Mae, 6.5%, 2032 - 2033	3,070,064	
Freddie Mac, 5%, 2024	382,236	
Freddie Mac, 5.5%, 2034	7,391,741	
Freddie Mac, 6%, 2034	2,050,449	

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### Natural Gas - Distribution - 0.1%

AmeriGas Partners LP, 7.25%, 2015	\$ 470,000	\$
AmeriGas Partners LP, 7.125%, 2016	175,000	

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### Natural Gas - Pipeline - 1.3%



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Atlas Pipeline Partners, 8.125%, 2015	\$	375,000	\$
CenterPoint Energy Resources Corp., 7.875%, 2013		1,600,000	
Colorado Interstate Gas Co., 5.95%, 2015		170,000	
El Paso Performance-Linked Trust, 7.75%, 2011 (n)		1,060,000	
Kinder Morgan Energy Partners, 7.125%, 2012		2,000,000	
Magellan Midstream Partners LP, 5.65%, 2016		311,000	
Williams Cos., Inc., 8.75%, 2032		800,000	
<hr/>			
Network & Telecom - 1.4%			
<hr/>			
Citizens Communications Co., 9.25%, 2011	\$	815,000	\$
Citizens Communications Co., 9%, 2031		405,000	
Nordic Telephone Co. Holdings, 8.875%, 2016 (n)		305,000	
Qwest Corp., 7.875%, 2011		860,000	
Qwest Corp., 8.875%, 2012		450,000	
Telefonica Europe B.V., 7.75%, 2010		1,000,000	
Verizon New York, Inc., 6.875%, 2012		2,542,000	
Windstream Corp., 8.625%, 2016 (n)		495,000	
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Oil Services - 0.1%			
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Basic Energy Services, Inc., 7.125%, 2016	\$	210,000	\$
GulfMark Offshore, Inc., 7.75%, 2014		435,000	
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Oils - 0.7%			
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Premcor Refining Group, Inc., 7.5%, 2015	\$	3,550,000	\$
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Other Banks & Diversified Financials - 4.1%			
<hr/>			
Banco BMG S.A., 9.15%, 2016 (n)	\$	982,000	\$
Banco de Credito del Peru, FRN, 6.95%, 2021 (n)		347,000	
Banco do Estado de Sao Paulo S.A., 8.7%, 2049 (n)		1,400,000	
Banco Mercantil del Norte S.A., 5.875% to 2009, FRN to 2014 (n)		808,000	
Bosphorus Financial Services Ltd., FRN, 7.1738%, 2012 (z)		1,500,000	
Chuo Mitsui Trust & Banking Co., 5.506% to 2015, FRN to 2049 (n)		1,676,000	
DFS Funding Corp., FRN, 7.39%, 2010 (z)		1,750,000	
HSBK Europe B.V., 7.75%, 2013 (n)		637,000	
ICICI Bank Ltd., FRN, 7.25%, 2049 (n)		200,000	
Kazkommerts International B.V., 10.125%, 2007 (n)		367,000	
Kazkommerts International B.V., 10.125%, 2007		128,000	
Kazkommerts International B.V., 8%, 2015		583,000	
Mizuho Capital Investment 1 Ltd., 6.686% to 2016, FRN to 2049 (n)		3,800,000	
Mizuho Financial Group, Inc., 5.79%, 2014 (n)		1,898,000	
RBS Capital Trust II, 6.425% to 2034, FRN to 2049		458,000	
Resona Bank Ltd., 5.85% to 2016, FRN to 2049 (n)		655,000	
Russian Standard Finance S.A., 8.125%, 2008 (n)		682,000	
Russian Standard Finance S.A., 7.5%, 2010 (n)		176,000	
Russian Standard Finance S.A., 8.625%, 2011 (n)		498,000	
UFJ Finance Aruba AEC, 6.75%, 2013		1,300,000	
Woori Bank, 6.125% to 2011, FRN to 2016 (n)		1,490,000	
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Precious Metals & Minerals - 0.6%		
Alosa Finance S.A., 8.875%, 2014	\$ 2,880,000	\$
Printing & Publishing - 0.7%		
Dex Media East LLC, 9.875%, 2009	\$ 565,000	\$
Dex Media West LLC, 9.875%, 2013	1,527,000	
Idearc, Inc., 8%, 2016 (z)	1,090,000	
MediaNews Group, Inc., 6.875%, 2013	515,000	
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Railroad & Shipping - 0.6%		
TFM S.A. de C.V., 9.375%, 2012	\$ 2,809,000	\$
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Real Estate - 0.9%		
EOP Operating LP, 4.75%, 2014	\$ 1,500,000	\$
HRPT Properties Trust, REIT, 6.25%, 2016	1,324,000	
Kimco Realty Corp., REIT, 5.783%, 2016	710,000	
Simon Property Group LP, REIT, 5.875%, 2017	1,260,000	
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Restaurants - 0.3%		
YUM! Brands, Inc., 8.875%, 2011	\$ 1,500,000	\$
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Retailers - 0.5%		
Couche-Tard, Inc., 7.5%, 2013	\$ 420,000	\$
Dollar General Corp., 8.625%, 2010	315,000	
Gap, Inc., 9.55%, 2008	940,000	
Limited Brands, Inc., 5.25%, 2014	1,100,000	
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Specialty Stores - 0.1%		
GSC Holdings Corp., 8%, 2012	\$ 310,000	\$
-----		
Supranational - 0.3%		
Central American Bank, 4.875%, 2012 (n)	\$ 1,426,000	\$
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Telecommunications - Wireless - 1.4%		
AT&T Wireless Services, Inc., 8.75%, 2031	\$ 1,500,000	\$
Centennial Communications Corp., 10.125%, 2013	240,000	
Cingular Wireless LLC, 6.5%, 2011	1,700,000	
Excelcomindo Finance Co., 7.125%, 2013 (n)	100,000	
OJSC Vimpel Communications, 8.25%, 2016	2,036,000	
Rogers Wireless, Inc., 6.375%, 2014	550,000	
Rogers Wireless, Inc., 7.5%, 2015	450,000	
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Tobacco - 0.4%		
Reynolds American, Inc., 7.25%, 2012 (n)	\$ 818,000	\$

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Reynolds American, Inc., 7.3%, 2015 (n)	1,300,000	
Transportation - Services - 0.2%		
Hertz Corp., 8.875%, 2014 (n)	\$ 315,000	\$
Stena AB, 7%, 2016	375,000	
Westinghouse Air Brake Technologies Corp., 6.875%, 2013	370,000	
U.S. Government Agencies - 2.7%		
Small Business Administration, 4.34%, 2024	\$ 7,061,529	\$
Small Business Administration, 4.77%, 2024	5,289,809	
Small Business Administration, 5.11%, 2025	2,429,243	
U.S. Treasury Obligations - 9.3%		
U.S. Treasury Bonds, 12%, 2013	\$ 4,500,000	\$
U.S. Treasury Bonds, 10.625%, 2015	3,350,000	
U.S. Treasury Bonds, 6.25%, 2023 (f)	8,000,000	
U.S. Treasury Bonds, 5.375%, 2031	477,000	
U.S. Treasury Bonds, 4.5%, 2036	158,000	
U.S. Treasury Notes, 4.25%, 2014	2,500,000	
U.S. Treasury Notes, 4.125%, 2015	1,285,000	
U.S. Treasury Notes, 9.875%, 2015	5,025,000	
U.S. Treasury Notes, 4.5%, 2016	4,128,000	
U.S. Treasury Notes, TIPS, 2%, 2014	11,156,328	
U.S. Treasury Notes, TIPS, 1.625%, 2015	3,832,385	
Utilities - Electric Power - 3.8%		
Allegheny Energy Supply Co. LLC, 8.25%, 2012 (n)	\$ 370,000	\$
Duke Capital Corp., 8%, 2019	1,350,000	
Edison Mission Energy, 7.75%, 2016	765,000	
Empresa Nacional de Electricidad S.A., 8.35%, 2013	1,269,000	
Energis S.A., 7.375%, 2014	1,273,000	
FirstEnergy Corp., 6.45%, 2011	4,199,000	
HQI Transelec Chile S.A., 7.875%, 2011	1,500,000	
Majapahit Holding B.V., 7.75%, 2016 (n)	119,000	
Midwest Generation LLC, 8.75%, 2034	315,000	
Mirant North American LLC, 7.375%, 2013	710,000	
NorthWestern Corp., 5.875%, 2014	1,435,000	
NRG Energy, Inc., 7.375%, 2016	1,290,000	
Reliant Resources, Inc., 9.25%, 2010	200,000	
Reliant Resources, Inc., 9.5%, 2013	235,000	
System Energy Resources, Inc., 5.129%, 2014 (n)	2,255,683	
TXU Corp., 5.55%, 2014	746,000	
TXU Energy Co., 7%, 2013	1,220,000	
TOTAL BONDS (IDENTIFIED COST, \$503,057,424)		\$5
Floating Rate Loans - 0.3% (g) (r)		

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Automotive - 0.1%

General Motors, Term Loan B, 7%, 2013	351,700	\$
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Medical & Health Technology & Services - 0.1%

HCA, Inc., Term Loan B, 7%, 2013	311,002	\$
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Printing & Publishing - 0.1%

Idearc, Inc., Term Loan B, 7%, 2014	640,422	\$
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TOTAL FLOATING RATE LOANS (IDENTIFIED COST, \$1,304,338)		\$
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Common Stocks - 0.0%

Printing & Publishing - 0.0%

Golden Books Family Entertainment, Inc. (a)	3,683	\$
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TOTAL COMMON STOCKS (IDENTIFIED COST, \$0)		\$
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Warrants - 0.0%

	STRIKE PRICE	FIRST EXERCISE		
Loral Space & Communications Ltd. (a)	\$ 0.14	1/28/1997	1,625	\$
Loral Space & Communications Ltd. (a)	0.14	1/28/1997	750	

TOTAL WARRANTS (IDENTIFIED COST, \$29,434)		\$
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Short-Term Obligations - 3.8%

General Electric Co., 5.31%, due 12/01/06, at Amortized Cost and Value (y)	\$ 20,491,000	\$
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TOTAL INVESTMENTS (IDENTIFIED COST, \$524,882,196) (k)		\$5
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Other Assets, Less Liabilities - 0.1%

NET ASSETS - 100.0%		\$5
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(a) Non-income producing security.

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

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

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

(k) As of November 30, 2006, the trust held securities fair valued in accordance with the policies adopted by the Board of Trustees, aggregating \$495,978,784 and 93.22% of market value. An independent pricing service provided an evaluated bid for 92.36% of the market value.

(n) Securities exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in the ordinary course of business in transactions exempt from registration, normally qualified institutional buyers. At period end, the aggregate value of these securities was \$45,679,554, representing 8.6% of net assets.

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

(y) The rate shown represents an annualized yield at time of purchase.

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

RESTRICTED SECURITIES	ACQUISITION DATE	ACQUISITION COST	CURRENT MARKET VALUE	TOTAL NET
Amsted Industries, Inc., 10.25%, 2011	8/08/03 - 4/25/06	\$761,563	\$772,125	
Bayview Financial Revolving Mortgage Loan Trust, FRN, 6.12%, 2040	3/01/06	1,160,000	1,161,596	
Bombardier, Inc., 8%, 2014	11/10/06 - 11/29/06	238,250	238,185	
Bosphorus Financial Services Ltd., FRN, 7.1738%, 2012	3/08/05	1,500,000	1,520,630	
DFS Funding Corp., FRN, 7.39%, 2010	6/24/05	1,750,000	1,767,500	
Griffin Coal Mining Co., 9.5%, 2016	11/10/06	190,000	191,425	
HCA, Inc., 9.25%, 2016	11/09/06 - 11/28/06	795,463	814,125	
Idearc, Inc., 8%, 2016	11/01/06 - 11/28/06	1,100,563	1,107,713	
Momentive Performance Materials, Inc., 11.5%, 2016	11/29/06	369,581	369,844	
Mosaic Co., 7.625%, 2016	11/16/06 - 11/20/06	\$365,631	\$368,100	
Spirit Master Funding LLC, 5.05%, 2023	7/15/05	1,883,751	1,843,160	
Wyndham Worldwide Corp., 6%, 2016	11/30/06	268,761	268,781	
Total Restricted Securities			\$10,423,184	2

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

FRN	Floating Rate Note. Interest rate resets periodically and may not be the rate reported at period end.
REIT	Real Estate Investment Trust
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	GBP	British Pound
CAD	Canadian Dollar	JPY	Japanese Yen
CNY	Chinese Yuan Renminbi	MXN	Mexican Peso
DKK	Danish Krone	MYR	Malaysian Ringgit
EUR	Euro	NOK	Norwegian Krone

### FORWARD FOREIGN CURRENCY EXCHANGE CONTRACTS

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

CONTRACTS TO	CONTRACTS	NET UNREALIZED APPRECIATION
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DELIVER/RECEIVE	SETTLEMENT DATE	IN EXCHANGE FOR	AT VALUE	(DEPRECIATED)	
<b>SALES</b>					
AUD	617,083	12/06/06	\$ 473,749	\$ 486,959	\$ (13,210)
CAD	12,191,481	12/04/06 - 2/06/07	10,796,063	10,690,021	106,042
DKK	29,589,167	12/18/06 - 12/27/06	4,992,810	5,263,615	(270,805)
EUR	77,945,029	12/18/06 - 1/29/07	98,162,578	103,356,007	(5,193,429)
GBP	5,948,897	2/26/07	11,314,811	11,700,136	(385,325)
JPY	666,860,877	1/18/07 - 1/23/07	5,696,756	5,800,116	(103,360)
NOK	54,514	1/08/07	8,428	8,872	(448)
			\$131,445,195	\$137,305,726	\$ (5,860,531)

**PURCHASES**

AUD	213,661	12/06/06	\$ 161,059	\$ 168,606	\$ 7,547
CAD	5,684,282	12/04/06	5,002,008	4,979,823	(22,185)
CNY	42,072,400	1/10/07	5,374,947	5,401,392	26,445
EUR	13,486,354	12/18/06	17,349,342	17,882,939	533,597
MXN	14,299,601	12/06/06	1,320,138	1,302,488	(17,650)
MYR	4,696,964	12/26/06	1,290,020	1,299,878	9,858
			\$ 30,497,514	\$ 31,035,126	\$ 537,612

At November 30, 2006, forward foreign currency purchases and sales under master netting agreements excluded above amounted to a net receivable of \$53,967 with Goldman Sachs & Co. and \$94,976 with Merrill Lynch International.

**FUTURES CONTRACTS OUTSTANDING AT 11/30/06:**

DESCRIPTION	CONTRACTS	VALUE	EXPIRATION DATE
U.S. Treasury Bond (Long)	50	\$5,718,750	Mar-07
U.S. Treasury Note 10 year (Long)	8	873,500	Mar-07

**SWAP AGREEMENTS AT 11/30/06**

EXPIRATION	NOTIONAL AMOUNT	COUNTERPARTY	CASH FLOWS TO RECEIVE	CASH FLOWS TO PAY	APPROXIMATE FAIR VALUE (DOLLARS)
<b>CREDIT DEFAULT SWAPS</b>					
3/20/11	USD 1,270,000	Citibank, N.A.	(1)	0.65% (fixed rate)	
3/20/11	USD 2,500,000	Merrill Lynch International	(2)	0.43% (fixed rate)	

- (1) Trust to receive notional amount upon a defined credit default event by Autozone, Inc., 5.875%  
(2) Trust to receive notional amount upon a defined credit default event by New York Times Co., 4.61%, 9/26/12.

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At November 30, 2006, the trust had sufficient cash and/or securities to cover any commitments under these derivative contracts.

SEE NOTES TO FINANCIAL STATEMENTS

Financial Statements

### STATEMENT OF ASSETS AND LIABILITIES

At 11/30/06

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

#### ASSETS

Investments, at value (identified cost, \$524,882,196)	\$532,046,497	
Cash	14,838	
Receivable for forward foreign currency exchange contracts	683,489	
Receivable for forward foreign currency exchange contracts subject to master netting agreements	148,943	
Receivable for daily variation margin on open futures contracts	37,625	
Receivable for investments sold	6,435,683	
Interest receivable	7,201,385	
Unrealized appreciation on credit default swaps	65	
Other assets	17,290	
Total assets		\$546,588,220

#### LIABILITIES

Distributions payable	\$159,142	
Payable for forward foreign currency exchange contracts	6,006,408	
Payable for investments purchased	7,247,112	
Unrealized depreciation on credit default swaps	15,422	
Payable to affiliates		
Management fee	16,712	
Transfer agent and dividend disbursing costs	23,809	
Administrative services fee	557	
Payable for independent trustees' compensation	169,412	
Accrued expenses and other liabilities	124,344	
Total liabilities		\$13,762,424

Net assets		\$532,825,796
------------	--	---------------

#### NET ASSETS CONSIST OF

Paid-in capital	\$585,060,773	
Unrealized appreciation (depreciation) on investments and translation of assets and liabilities in foreign currencies	2,114,124	
Accumulated net realized gain (loss) on investments and foreign currency transactions	(55,494,429)	
Undistributed net investment income	1,142,429	
Net assets		\$532,825,796

Shares of beneficial interest outstanding (59,865,883 issued,

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less 4,601,344 treasury shares)

55,26

Net asset value per share (net assets of \$532,822,897/  
55,264,539 shares of beneficial interest outstanding)

SEE NOTES TO FINANCIAL STATEMENTS

Financial Statements

STATEMENT OF OPERATIONS

Year ended 11/30/06

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

NET INVESTMENT INCOME

Income			
Interest		\$28,320,011	
Dividends		28,038	
Total investment income			\$28,34

Expenses

Management fee		\$3,125,943	
Transfer agent and dividend disbursing costs		110,197	
Administrative services fee		90,031	
Independent trustees' compensation		76,039	
Custodian fee		206,145	
Shareholder communications		144,222	
Auditing fees		72,192	
Legal fees		10,999	
Miscellaneous		164,166	
Total expenses			\$3,99

Fees paid indirectly		(71,728)	
Reduction of expenses by investment adviser		(2,943)	

Net expenses \$3,92

Net investment income \$24,42

REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS

Realized gain (loss) (identified cost basis)			
Investment transactions		\$ (171,382)	
Futures contracts		605,551	
Swap transactions		(38,311)	
Foreign currency transactions		(4,785,742)	

Net realized gain (loss) on investments and foreign currency transactions \$ (4,38

Change in unrealized appreciation (depreciation)  
Investments \$13,899,728



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Futures contracts	24,541	
Swap transactions	(15,357)	
Translation of assets and liabilities in foreign currencies	(4,469,207)	
<hr/>		
Net unrealized gain (loss) on investments and foreign currency translation		\$9,43
<hr/>		
Net realized and unrealized gain (loss) on investments and foreign currency		\$5,04
<hr/>		
Change in net assets from operations		\$29,47
<hr/>		

SEE NOTES TO FINANCIAL STATEMENTS

Financial Statements

### STATEMENTS OF CHANGES IN NET ASSETS

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

	YEARS ENDED 11/30	
	2006	
<hr/>		
CHANGE IN NET ASSETS		
<hr/>		
FROM OPERATIONS		
<hr/>		
Net investment income	\$24,422,786	\$25,60
Net realized gain (loss) on investments and foreign currency transactions	(4,389,884)	20,00
Net unrealized gain (loss) on investments and foreign currency translation	9,439,705	(24,95
<hr/>		
Change in net assets from operations	\$29,472,607	\$20,66
<hr/>		
DISTRIBUTIONS DECLARED TO SHAREHOLDERS		
<hr/>		
From net investment income	\$(27,468,629)	\$(29,04
<hr/>		
TRUST SHARE (PRINCIPAL) TRANSACTIONS		
<hr/>		
Change in net assets from trust share transactions	\$(8,672,032)	\$(10,56
<hr/>		
Total change in net assets	\$(6,668,054)	\$(18,94
<hr/>		
NET ASSETS		
<hr/>		
At beginning of period	539,490,951	558,44
At end of period (including undistributed net investment income of \$1,142,429 and \$5,440,460, respectively)	\$532,822,897	\$539,49
<hr/>		

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SEE NOTES TO FINANCIAL STATEMENTS

Financial Statements

### FINANCIAL HIGHLIGHTS

The financial highlights table is intended to help you understand the trust's financial performance. Certain information reflects financial results for a single trust share. The total returns in the table are the total returns by which an investor would have earned (or lost) on an investment in the trust share class (assuming reinvestment of distributions) held for the entire period. This information has been audited by the trust's independent accounting firm, whose report, together with the trust's financial statements, are included in the annual report.

	YEARS ENDED 11/30		
	2006	2005	2004
Net asset value, beginning of period	\$9.58	\$9.71	\$9.58
INCOME (LOSS) FROM INVESTMENT OPERATIONS			
Net investment income (d)	\$0.44	\$0.45	\$0.49
Net realized and unrealized gain (loss) on investments and foreign currency	0.09	(0.09)	0.17
Total from investment operations	\$0.53	\$0.36	\$0.66
LESS DISTRIBUTIONS DECLARED TO SHAREHOLDERS			
From net investment income	\$ (0.49)	\$ (0.51)	\$ (0.55)
From paid-in capital	--	--	--
Total distributions declared to shareholders	\$ (0.49)	\$ (0.51)	\$ (0.55)
Net increase from repurchase of capital shares	\$0.02	\$0.02	\$0.02
Net asset value, end of period	\$9.64	\$9.58	\$9.71
Per share market value, end of period	\$8.51	\$8.43	\$8.71
Total return at market value (%) (r) (s)	6.98	2.57	5.52
RATIOS (%) (TO AVERAGE NET ASSETS) AND SUPPLEMENTAL DATA:			
Expenses before expense reductions (f)	0.76	0.79	0.80
Expenses after expense reductions (f)	0.76	0.79	0.80
Net investment income	4.62	4.64	5.11
Portfolio turnover	57	73	70
Net assets at end of period (000 Omitted)	\$532,823	\$539,491	\$558,440

(d) Per share data are based on average shares outstanding.

(f) Ratios do not reflect reductions from fees paid indirectly.

(r) Certain expenses have been reduced without which performance would have been lower.

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(s) 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 diversified 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 or composite bid 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 reported that day, equity securities are generally valued at the last quoted daily bid quotation 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 60 days or less may be valued at amortized cost, which approximates market value. Futures contracts are generally valued at last posted settlement price as reported by an independent pricing service on the market on which they are primarily traded. Futures contracts for which there were no trades that day for a particular position are generally valued at the closing bid quotation as reported by an independent pricing service on the market on which they are primarily traded. Forward foreign currency contracts are generally valued at the mean of bid and asked prices for the time period interpolated from rates reported by an independent pricing service for proximate time periods. Swaps are generally valued at a broker-dealer bid quotation. Securities and other assets generally valued on the basis of information from an independent pricing service may also be valued at a broker-dealer bid quotation. The values of foreign securities and other assets and liabilities expressed in foreign currencies are converted to U.S. dollars using the mean of bid and asked prices for rates reported by an independent pricing service.

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The Board of Trustees has delegated primary responsibility for determining or causing to be determined the value of the trust's investments (including any fair valuation) to the adviser pursuant to valuation policies and procedures approved by the Board. If the adviser determines that reliable market quotations are not readily available, investments are valued at fair value as determined in good faith by the adviser in accordance with such procedures under the oversight of the Board of Trustees. Under the trust's valuation policies and procedures, market quotations are not considered to be readily available for many types of debt instruments. These investments are generally valued at fair value based on information from independent pricing services. The adviser may rely on independent pricing services or other information (such as the correlation with price movements of similar securities in the same or other markets; the type, cost and investment characteristics of the security; the business and financial condition of the issuer; and trading and other market data) to assist in determining whether to fair value and at what value to fair value an investment. The value of an investment for purposes of calculating the trust's net asset value can differ depending on the source and method used to determine value. When fair valuation is used, the value of investments used to determine the trust's net asset value may differ from quoted or published prices for the same investments.

In September 2006, FASB Statement No. 157, Fair Value Measurements (the "Statement") was issued, and is effective for fiscal years beginning after November 15, 2007 and for all interim periods within those fiscal years. This Statement provides a single definition of fair value, a hierarchy for measuring fair value and expanded disclosures about fair value measurements. Management is evaluating the application of the Statement to the trust, and believes the impact will be limited to expanded disclosures resulting from the adoption of this Statement in the trust's financial statements.

**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

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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 futures contracts, forward foreign currency exchange contracts, and swap agreements.

**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.

**SWAP AGREEMENTS** - The trust may enter into swap agreements. A swap is an exchange of cash payments between the trust and another party. Net cash payments are exchanged at specified intervals and are recorded as a realized gain or loss in the Statement of Operations. The value of the swap is adjusted daily and the change in value, including accruals of periodic amounts of interest to be paid or received, is recorded as unrealized appreciation or depreciation in the Statement of Operations. A liquidation payment received or made upon early termination is recorded as a realized gain or loss in the Statement of Operations. Collateral, in the form of cash or securities, may be required to be held in segregated accounts with the trust's custodian in connection with these agreements. Risk of loss may exceed amounts recognized on the Statement of Assets and Liabilities. These risks include the possible lack of a liquid market, failure of the counterparty to perform under the terms of the agreements, and unfavorable market movement of the underlying instrument. All swap agreements entered into by the trust with the same counterparty are generally governed by a single master agreement, which provides for the netting

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of all amounts owed by the parties under the agreement upon the occurrence of an event of default, thereby reducing the credit risk to which such party is exposed.

**CREDIT DEFAULT SWAPS** - In a credit default swap, one party makes a stream of payments based on a fixed percentage applied to the notional amount to another party in exchange for the right to receive a specified return in the event of a default by a third party, such as a corporate issuer or foreign issuer, on its obligation. The trust may enter into credit default swaps to limit or to reduce its risk exposure to defaults of corporate and sovereign issuers or to create direct or synthetic short or long exposure to corporate debt securities or certain sovereign debt securities to which it is not otherwise exposed.

**LOANS AND OTHER DIRECT DEBT INSTRUMENTS** - The trust may invest in loans and loan participations or other receivables. These investments may include standby financing commitments, including revolving credit facilities, which obligate the trust to supply additional cash to the borrower on demand. Loan participations involve a risk of insolvency of the lending bank or other financial intermediary.

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

**INVESTMENT TRANSACTIONS AND INCOME** - Investment transactions are recorded on the trade date. Interest income is recorded on the accrual basis. All premium and discount is amortized or accreted for financial statement 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. The trust earns certain fees in connection with its floating rate loan purchasing activities. These fees are in addition to interest payments earned and may include amendment fees, commitment fees, consent fees, and prepayment fees. These fees are recorded on an accrual basis as income in the accompanying financial statements. Dividends received in cash are recorded on the ex-dividend date. Certain dividends from foreign securities will be recorded when the trust is informed of the dividend if such information is obtained subsequent to the ex-dividend date. Dividend and interest payments received in additional securities are recorded on the ex-dividend or ex-interest date in an amount equal to the value of the security on such date.

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, 2006, is shown as a reduction of total expenses on the Statement of Operations.

**TAX MATTERS AND DISTRIBUTIONS** - The trust intends to qualify as a regulated investment company, as defined under Subchapter M of the Internal Revenue Code, and to distribute all of its taxable income, including realized capital gains. Accordingly, no provision for federal income tax is required in the financial statements. Foreign taxes, if any, have been accrued by the trust in the accompanying financial statements.

Distributions to shareholders are recorded on the ex-dividend date. Income and

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

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

The tax character of distributions declared to shareholders is as follows:

	11/30/06	11/30/05
Ordinary income (including any short-term capital gains)	\$27,468,629	\$29,042,810

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

AS OF 11/30/06

Cost of investments	\$529,478,776
-----	
Gross appreciation	\$10,053,548
Gross depreciation	(7,485,827)
-----	
Net unrealized appreciation (depreciation)	\$2,567,721
Undistributed ordinary income	467,478
Capital loss carryforwards	(50,784,403)
Other temporary differences	(4,488,672)

As of November 30, 2006, the trust had capital loss carryforwards available to offset future realized gains. Such losses expire as follows:

11/30/09	\$ (21,374,410)
11/30/10	(23,905,212)
11/30/14	(5,504,781)
-----	
	\$ (50,784,403)

In June 2006, FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (the "Interpretation") was issued, and is effective for fiscal years beginning after December 15, 2006 and is to be applied to all open tax years as of no later than May 30, 2008. This Interpretation prescribes a minimum threshold for financial statement recognition of the benefit of a tax position taken or expected to be taken in a tax return, and requires certain expanded disclosures. Management is evaluating the application of the Interpretation to the trust, and has not at this time determined the impact, if any, resulting from the adoption of this Interpretation on the trust's financial statements.

### (3) TRANSACTIONS WITH AFFILIATES

INVESTMENT ADVISER - The trust has an investment advisory agreement with MFS to provide overall investment management and related administrative services and

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facilities to the trust. 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 income. Gross income is calculated based on tax elections that generally include the accretion of discount and exclude the amortization of premium, which may differ from investment income reported in the Statement of Operations. The management fee, from net assets and gross income, incurred for the year ended November 30, 2006 was equivalent to an annual effective rate of 0.59% of the trust's average daily net assets.

TRANSFER AGENT - MFS Service Center, Inc. (MFSC), a wholly-owned subsidiary of MFS, receives a fee from the trust for its services as registrar and dividend-disbursing agent. Pursuant to a written agreement, the trust pays 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, 2006, these fees amounted to \$69,853. 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, 2006, these costs amounted to \$25,793.

Computershare Trust Company, N.A. became the Transfer Agent and Registrar of the trust effective December 18, 2006, succeeding MFSC.

ADMINISTRATOR - MFS provides certain financial, legal, shareholder communications, compliance, and other administrative services to the trust. Under an administrative services agreement, the trust partially reimburses MFS the costs incurred to provide these services. The trust is charged a fixed amount plus a fee based on calendar year average net assets. From July 1, 2005 through March 31, 2006, the trust's annual fixed amount was \$10,000. Effective April 1, 2006, the trust's annual fixed amount is \$17,500.

The administrative services fee incurred for the year ended November 30, 2006 was equivalent to an annual effective rate of 0.0170% 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 or to officers of the trust who are also officers of the investment adviser, 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 certain retired independent trustees which resulted in a pension expense of \$4,761. The trust also has an unfunded retirement benefit deferral plan for certain independent trustees which resulted in an expense of \$4,355. Both amounts are included in independent trustees' compensation for the year ended November 30, 2006. The deferred liability for retirement benefits payable to certain independent trustees under both plans amounted to \$155,427 at November 30, 2006, and is included in payable for independent trustees' compensation.

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 payable for independent trustees' compensation is \$13,863 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



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Independent Chief Compliance Officer (ICCO) for the funds. The ICCO is an officer of the funds and the sole member of Tarantino LLC. The funds can terminate the Agreement with Tarantino LLC at any time under the terms of the Agreement. For the year ended November 30, 2006, the fee paid to Tarantino LLC was \$3,025. MFS has agreed to reimburse the trust for a portion of the payments made by the funds to Tarantino LLC in the amount of \$2,943, 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.

#### (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	\$26,426,979	\$14,730,670
Investments (non-U.S. government securities)	\$264,947,714	\$290,336,639

#### (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 1,029,300 shares of beneficial interest during the year ended November 30, 2006 at an average price per share of \$8.43 and a weighted average discount of 10.94% per share. 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. Transactions in trust shares were as follows:

	YEAR ENDED 11/30/06		YEAR ENDED 11/30/05	
	SHARES	AMOUNT	SHARES	AMOUNT
Treasury shares reacquired	(1,029,300)	\$(8,672,032)	(1,219,100)	\$(10,569,915)

#### (6) LINE OF CREDIT

The trust and other funds managed by MFS participate in a \$1 billion unsecured committed line of credit provided by a syndication of banks under a credit agreement. In addition, the trust and other funds managed by MFS have established uncommitted borrowing arrangements with certain banks. Borrowings may be made for temporary financing needs. Interest is charged to each fund, based on its borrowings, generally 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 committed line of credit, is allocated among the participating funds at the end of each calendar quarter. For the year ended November 30, 2006, the trust's commitment fee and interest expense were \$3,574 and \$0, respectively, and are included in miscellaneous expense on the Statement of Operations.

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

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Charter Income Trust (the Fund), including the portfolio of investments, as of November 30, 2006, 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, 2006, by correspondence with the Fund's custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of MFS Charter Income Trust at November 30, 2006, 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 18, 2007

RESULTS OF SHAREHOLDER MEETING  
11/30/06 (unaudited)

At the annual meeting of shareholders of MFS Charter Income Trust, which was held on October 6, 2006, the following actions were taken:

ITEM 1. To elect the following individuals as Trustees:

NOMINEE	NUMBER OF SHARES	
-----	AFFIRMATIVE	WITHHOLD AUTHORITY
-----	-----	-----
Robert E. Butler	49,061,787.20	2,831,634.98
David H. Gunning	49,071,552.78	2,821,869.40
Robert C. Pozen	49,038,690.03	2,854,732.15
J. Dale Sherratt	49,057,678.13	2,835,744.05

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TRUSTEES AND OFFICERS --  
IDENTIFICATION AND BACKGROUND

The Trustees and officers of the Trust, as of January 1, 2007, are listed below, together with their principal occupations during the past five years. (Their titles may have varied during that period.) The address of each Trustee and officer is 500 Boylston Street, Boston, Massachusetts 02116.

NAME, DATE OF BIRTH -----	POSITION(S) HELD WITH FUND -----	TRUSTEE/OFFICER SINCE (h) -----	PRINCIPAL OCCUPATION THE PAST FIVE YEARS OTHER DIRECTORSHIPS -----
INTERESTED TRUSTEES			
Robert J. Manning(k) (born 10/20/63)	Trustee	February 2004	Massachusetts Financial Company, Chief Executive President, Chief Investment Officer and Director
Robert C. Pozen(k) (born 8/08/46)	Trustee	February 2004	Massachusetts Financial Company, Chairman (since 2004); Secretary of Economic Affairs, The Commonwealth Massachusetts (January December 2002); Fidelity Investments, Vice Chairman 2000 to December 2001); Management & Research C (investment adviser), P (March 1997 to July 200 Canada Enterprises (telecommunications), D Medtronic, Inc. (medica technology), Director; (satellite communication Director
INDEPENDENT TRUSTEES			
J. Atwood Ives (born 5/01/36)	Trustee and Chair of Trustees	February 1992	Private investor; Eastern Enterprises (diversified company), Chairman, Trustee Chief Executive Officer November 2000)
Robert E. Butler(n) (born 11/29/41)	Trustee	January 2006	Consultant - regulatory compliance matters (since 2002); PricewaterhouseCoopers (professional services Partner (November 2000 2002)
Lawrence H. Cohn, M.D. (born 3/11/37)	Trustee	August 1993	Brigham and Women's Hos Senior Cardiac Surgeon, Cardiac Surgery (until Harvard Medical School, of Surgery; Brigham and Hospital Physicians' Or Chair (2000 to 2004)
David H. Gunning (born 5/30/42)	Trustee	January 2004	Cleveland-Cliffs Inc. (C products and service pr

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				Vice Chairman/Director April 2001); Encinitos (private investment com Principal (1997 to Apri Lincoln Electric Holdin (welding equipment manu Director
William R. Gutow (born 9/27/41)	Trustee	December 1993	Private investor and re consultant; Capitol Ent Management Company (vid franchise), Vice Chairm	
Michael Hegarty (born 12/21/44)	Trustee	December 2004	Retired; AXA Financial services and insurance) Chairman and Chief Oper Officer (until May 2001 Equitable Life Assuranc (insurance), President Operating Officer (unti	
Lawrence T. Perera (born 6/23/35)	Trustee	July 1981	Hemenway & Barnes (atto Partner	
J. Dale Sherratt (born 9/23/38)	Trustee	August 1993	Insight Resources, Inc. (acquisition planning specialists), President Investments (investor i care companies), Managi Partner (since 1993); C Nutraceuticals (profess nutritional products), Executive Officer (unti	
Laurie J. Thomsen (born 8/05/57)	Trustee	March 2005	Private investor; Prism Partners (venture capit founder and General Par June 2004); St. Paul Tr Companies (commercial p liability insurance), D	
Robert W. Uek (born 5/18/41)	Trustee	January 2006	Retired (since 1999); PricewaterhouseCoopers (professional services Partner (until 1999); C to investment company i (since 2000); TT Intern Funds (mutual fund comp Trustee (2000 until 200 Hillview Investment Tru (mutual fund complex), (2000 until 2005)	
OFFICERS				
Maria F. Dwyer(k) (born 12/01/58)	President	November 2005	Massachusetts Financial Company, Executive Vice and Chief Regulatory Of (since March 2004); Fid Management & Research C Vice President (prior t 2004); Fidelity Group o President and Treasurer	

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			March 2004)
Tracy Atkinson(k) (born 12/30/64)	Treasurer	September 2005	Massachusetts Financial Company, Senior Vice Pr (since September 2004); PricewaterhouseCoopers Partner (prior to Septe
Christopher R. Bohane(k) (born 1/18/74)	Assistant Secretary and Assistant Clerk	July 2005	Massachusetts Financial Company, Vice President Counsel (since April 20 Kirkpatrick & Lockhart firm), Associate (prior 2003)
Ethan D. Corey(k) (born 11/21/63)	Assistant Secretary and Assistant Clerk	July 2005	Massachusetts Financial Company, Special Counse December 2004); Dechert firm), Counsel (prior t 2004)
David L. DiLorenzo(k) (born 8/10/68)	Assistant Treasurer	July 2005	Massachusetts Financial Company, Vice President June 2005); JP Morgan I Services, Vice Presiden June 2005)
Timothy M. Fagan(k) (born 7/10/68)	Assistant Secretary and Assistant Clerk	September 2005	Massachusetts Financial Company, Vice President Counsel (since Septembe John Hancock Advisers, President and Chief Com Officer (September 2004 2005), Senior Attorney September 2004); John H Group of Funds, Vice Pr Chief Compliance Office (September 2004 to Dece
Mark D. Fischer(k) (born 10/27/70)	Assistant Treasurer	July 2005	Massachusetts Financial Company, Vice President 2005); JP Morgan Invest Management Company, Vic (prior to May 2005)
Brian E. Langenfeld(k) (born 3/07/73)	Assistant Secretary and Assistant Clerk	June 2006	Massachusetts Financial Company, Assistant Vice and Counsel (since May Hancock Advisers, LLC, Vice President and Coun 2005 to April 2006); Jo Advisers, LLC, Attorney Assistant Secretary (pr 2005)
Ellen Moynihan(k) (born 11/13/57)	Assistant Treasurer	April 1997	Massachusetts Financial Company, Senior Vice Pr
Susan S. Newton(k) (born 3/07/50)	Assistant Secretary and Assistant Clerk	May 2005	Massachusetts Financial Company, Senior Vice Pr Associate General Couns April 2005); John Hanco

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			Advisers, LLC, Senior Vice President, Secretary and Legal Officer (prior to 2005); John Hancock Growth Funds, Senior Vice President and Chief Legal Officer (prior to April 2005)
Susan A. Pereira(k) (born 11/05/70)	Assistant Secretary and Assistant Clerk	July 2005	Massachusetts Financial Company, Vice President Counsel (since June 2005); McCutchen LLP (law firm) Associate (prior to June 2005)
Mark N. Polebaum(k) (born 5/01/52)	Secretary and Clerk	January 2006	Massachusetts Financial Company, Executive Vice General Counsel and Secretary (since January 2006); W. Cutler Pickering Hale and Butler LLP (law firm), Partner (prior to January 2006)
Frank L. Tarantino (born 3/07/44)	Independent Chief Compliance Officer	June 2004	Tarantino LLC (provider of compliance services), Partner (since June 2004); CRA Strategies Group (consulting services), Executive Vice President (April 2003 to June 2004); David L. Babson (investment adviser), Managing Director, Chief Administrative Officer and Director (prior to March 2003)
James O. Yost(k) (born 6/12/60)	Assistant Treasurer	September 1990	Massachusetts Financial Company, Senior Vice President

- 
- (h) Date first appointed to serve as Trustee/officer of an MFS fund. Each Trustee has served continuously since appointment unless indicated otherwise.
  - (j) Directorships or trusteeships of companies required to report to the Securities and Exchange Commission (i.e., "public companies").
  - (k) "Interested person" of the Trust within the meaning of the Investment Company Act of 1940 (referred to as the 1940 Act), which is the principal federal law governing investment companies like the result of position with MFS. The address of MFS is 500 Boylston Street, Boston, Massachusetts 02116.
  - (n) In 2004 and 2005, Mr. Butler provided consulting services to the independent compliance consultant retained by MFS pursuant to its settlement with the SEC concerning market timing and related issues. The terms of that settlement required that compensation and expenses related to the independent compliance consultant be borne exclusively by MFS and, therefore, MFS paid Mr. Butler for the services he rendered to the independent compliance consultant. In 2004 and 2005, MFS paid Mr. Butler a total of \$351,119.29.

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

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 continues to serve until next elected or his or her earlier death, resignation, retirement or removal.

Messrs. Butler, Gutow, Sherratt and Uek and Ms. Thomsen are members of the Trust's Audit Committee.

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Each of the Trust's Trustees and officers holds comparable positions with certain other funds of or a subsidiary is the investment adviser or distributor, and, in the case of the officers, with affiliates of MFS. As of January 1, 2006, the Trustees served as board members of 98 funds within 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 October 9, 2006, Maria F. Dwyer, as Chief Executive Officer of the Trust, certified to the New York Stock Exchange that as of the date of her certification she was not aware of any violation by the Trust of 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 executive officer and principal financial officer under Section 302 of the Sarbanes-Oxley Act of 2003 as required by the Trust's Form N-CSR for the period covered by this report.

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### INVESTMENT ADVISER

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

### CUSTODIAN

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

### PORTFOLIO MANAGERS

Richard O. Hawkins  
John F. Addeo  
David P. Cole  
Matthew W. Ryan

### 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 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, 2006 ("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.

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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, 2005 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 ("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 MFS peer funds, (iii) information provided by MFS on the advisory fees of comparable portfolios of other clients of MFS, including institutional separate accounts and other clients, (iv) information as to whether and to what 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, 2005, which the Trustees believed was a long enough period to reflect differing market conditions. The Fund ranked 4th out of a total of 5 funds in the Lipper performance universe for this three-year period (a ranking of first place out of the total number of funds in the performance universe indicating the best performer and a ranking of last place out of the total number of funds in the performance universe indicating the worst performer). The total return performance of the Fund's common shares ranked 1st out of a total of 5 funds for the one-year period and 3rd out of a total of 5 funds for the five-year period ended December 31, 2005. Given the size of the Lipper performance universe and information previously provided by MFS regarding differences between the Fund and other funds in its Lipper performance universe, the Trustees also reviewed the Fund's performance in comparison to a custom benchmark developed by MFS. The Fund out-performed its custom benchmark for each of the one-year, three-year, and five-year periods ended December 31, 2005. Because of the passage of time, these performance



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results may differ from the performance results for more recent periods, including those shown elsewhere in this report.

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

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

The Trustees also considered benefits to MFS from the use of the Fund's portfolio brokerage commissions, if applicable, to pay for investment research (excluding third-party research, for which MFS pays directly) 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, 2006.

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 section of the MFS Web site ([mfs.com](http://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](http://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](http://mfs.com) or by visiting the SEC's Web site at <http://www.sec.gov>.

### QUARTERLY PORTFOLIO DISCLOSURE

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

Public Reference Room  
Securities and Exchange Commission  
100 F Street, NE, Room 1580  
Washington, D.C. 20549

Information on the operation of the Public Reference Room may be obtained by calling the Commission at 1-202-551-5850. The trust'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](mailto: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](http://mfs.com).

### FEDERAL TAX INFORMATION (unaudited)

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The trust will notify shareholders of amounts for use in preparing 2006 income tax forms in January 2007.

### MFS(R) PRIVACY NOTICE

Privacy is a concern for every investor today. At MFS Investment Management (R) and the MFS funds, we take this concern very seriously. We want you to understand our policies about the investment products and services that we offer, and how we protect the nonpublic personal information of investors who have a direct relationship with us and our wholly owned subsidiaries.

Throughout our business relationship, you provide us with personal information. We maintain information and records about you, your investments, and the services you use. Examples of the nonpublic personal information we maintain include

- o data from investment applications and other forms
- o share balances and transactional history with us, our affiliates, or others
- o facts from a consumer reporting agency

We do not disclose any nonpublic personal information about our customers or former customers to anyone, except as permitted by law. We may share nonpublic personal information with third parties or certain of our affiliates in connection with servicing your account or processing your transactions. We may share information with companies or financial institutions that perform marketing services on our behalf or with other financial institutions with which we have joint marketing arrangements, subject to any legal requirements.

Authorization to access your nonpublic personal information is limited to appropriate personnel who provide products, services, or information to you. We maintain physical, electronic, and procedural safeguards to help protect the personal information we collect about you.

If you have any questions about the MFS privacy policy, please call 1-800-225-2606 any business day between 8 a.m. and 8 p.m. Eastern time.

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

### CONTACT INFORMATION AND NUMBER OF SHAREHOLDERS

#### INVESTOR INFORMATION

Transfer Agent, Registrar and Dividend Disbursing Agent

Call 1-800-637-2304 any business day from 9 a.m. to 5 p.m. Eastern time

Write to: Computershare Trust Company, N.A.  
P.O. Box 43078  
Providence, RI 02940-3078

Effective December 18, 2006, Computershare Trust Company, N.A. became the Transfer Agent and Registrar and Computershare Shareholder Services, Inc. became the Dividend Disbursing Agent, succeeding MFS Service Center, Inc.

#### NUMBER OF SHAREHOLDERS

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As of November 30, 2006, our records indicate that there are 3,601 registered shareholders and approximately 31,788 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:

Computershare Trust Company, N.A.  
P.O. Box 43078  
Providence, RI 02940-3078  
1-800-637-2304

M F S (R)  
INVESTMENT MANAGEMENT

500 Boylston Street, Boston, MA 02116

### 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 not amended any provision in its Code of Ethics (the "Code") that relates to an element of the Code's definitions enumerated in paragraph (b) of Item 2 of this Form N-CSR.

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

### ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

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

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

#### ITEMS 4(a) THROUGH 4(d) AND 4(g):

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

For the fiscal years ended November 30, 2006 and 2005, audit fees billed to the Fund by E&Y were as follows:

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FEES BILLED BY E&Y:	Audit Fees	
	2006	2005
	----	----
MFS Charter Income Trust	41,610	41,610

For the fiscal years ended November 30, 2006 and 2005, fees billed by E&Y for audit-related, tax and other services provided to the Fund and for audit-related, tax and other services provided to MFS and MFS Related Entities were as follows:

FEES BILLED BY E&Y:	Audit-Related Fees (1)		Tax Fees (2)	
	2006	2005	2006	2005
	----	----	----	----
To MFS Charter Income Trust	15,000	20,000	8,520	10,620
To MFS and MFS Related Entities of MFS Charter Income Trust*	0	0	0	15,500

AGGREGATE FEES FOR NON-AUDIT SERVICES:

	2006	2005
	----	----
To MFS Charter Income Trust, MFS and MFS Related Entities#	126,727	749,837

\* This amount reflects the fees billed to MFS and MFS Related Entities for non-audit services rendered directly to the operations and financial reporting of the Fund (portions of which services are also billed directly to the operations and financial reporting of other funds within the MFS Funds complex).

# This amount reflects the aggregate fees billed by E&Y for non-audit services rendered to the 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 services 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 comfort letters and internal control reviews.
- (2) The fees included under "Tax Fees" are fees associated with tax compliance, tax advice and tax planning including services relating to the filing or amendment of federal, state or local income tax returns, regulated investment company qualification reviews and tax distribution and analysis.
- (3) The fees included under "All Other Fees" are fees for products and services provided by E&Y or MFS reported under "Audit Fees," "Audit-Related Fees" and "Tax Fees," including fees for the subscription of a treatise and for services related to analysis of fund administrative expenses, compliance projects and records management projects.

ITEM 4(e) (1):

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

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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, William R. Gutow, J. Dale Sherratt and Robert W. Uek and Ms. Laurie J. Thomsen.

### ITEM 6. SCHEDULE OF INVESTMENTS

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

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

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,  
MARCH 15, 2005 AND MARCH 1, 2006

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 ("MFS Proxy

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Voting Policies and Procedures"), with respect to securities owned by the clients for which MFS serves as investment adviser and has the power to vote proxies, including the registered investment companies sponsored by MFS, 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 the MFS Proxy Voting Policies and Procedures.

The MFS Proxy Voting 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 will 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.

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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 material conflicts of interest do arise, MFS will analyze, document and report on such potential material conflicts of interest (see Sections B.2 and E below), and shall ultimately vote the relevant proxies in what MFS believes to be the best long-term economic interests of its clients. The MFS Proxy Review Group is responsible for monitoring and reporting with respect to such potential material 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 we can determine that he or she failed to attend at least 75% of the board and/or relevant committee meetings in the previous year without a valid reason. In addition, MFS will withhold its vote for all nominees standing for election to a board of a U.S. issuer if we can determine: (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.

MFS votes for reasonably crafted proposals calling for directors to be elected with an affirmative majority of votes cast and/or the elimination of the plurality standard for electing directors (including binding resolutions requesting that the board amend the company's bylaws), provided the proposal includes a carve-out for a plurality voting standard when there are more director nominees than board seats (e.g., contested elections) ("Majority Vote Proposals").

MFS considers voting against Majority Vote Proposals if the company has adopted, or has proposed to adopt in the proxy statement, formal corporate governance principles that present a meaningful alternative to the majority voting standard and provide an adequate response to both new nominees as well as incumbent nominees who fail to receive a majority of votes cast.

MFS believes that a company's election policy should address the specific circumstances at that company. MFS considers whether a company's



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election policy articulates the following elements to address each director nominee who fails to receive an affirmative majority of votes cast in an election:

- o Establish guidelines for the process by which the company determines the status of nominees who fail to receive an affirmative majority of votes cast and disclose the guidelines in the annual proxy statement;
- o Guidelines should include a reasonable timetable for resolution of the nominee's status and a requirement that the resolution be disclosed together with the reasons for the resolution;
- o Vest management of the process in the company's independent directors, other than the nominee in question; and
- o Outline the range of remedies that the independent directors may consider concerning the nominee.

### 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 should reward results rather than tenure. 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

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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

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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

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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.

### 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.

### FOREIGN ISSUERS

MFS will evaluate items on proxies for foreign companies in the context of the guidelines described above, as well as local market standards and best practices. 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 voted in favor) for foreign issuers include the following: (i) receiving financial statements or other reports from the board; (ii) approval of

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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.

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 share blocking 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 will not vote those proxies in the absence of an unusual, significant vote.

### B. ADMINISTRATIVE PROCEDURES

#### 1. MFS PROXY REVIEW GROUP

The administration of these MFS Proxy Voting Policies and Procedures is overseen by the MFS Proxy Voting Committee, which includes senior personnel from the MFS Legal and Global Investment Support Departments. The MFS Proxy Voting Committee:

- a. Reviews these MFS Proxy Voting Policies and Procedures at least annually and recommends any amendments considered to be necessary or advisable;
- b. Determines whether any potential material conflicts of interest exist with respect to instances in which (i) MFS seeks to override these MFS Proxy Voting Policies and Procedures and (ii) votes on ballot items not clearly governed by these MFS Proxy Voting Policies and Procedures; and
- c. Considers special proxy issues as they may arise from time to time.

#### 2. POTENTIAL CONFLICTS OF INTEREST

The MFS Proxy Voting Committee is responsible for monitoring potential material conflicts of interest on the part of MFS or its 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 Voting Committee.

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

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- 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 Voting Committee;
- c. If the name of the issuer appears on the MFS Significant Client List, then at least one member of the MFS Proxy Voting Committee will carefully evaluate the proposed vote in order to ensure that the proxy ultimately is voted in what MFS believes to be the best long-term economic interests of MFS' clients, and not in MFS' corporate interests; and
- d. For all potential material conflicts of interest identified under clause (c) above, the MFS Proxy Voting Committee will document: the name of the issuer, the issuer's relationship to MFS, the analysis of the matters submitted for proxy vote, 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 Voting Committee 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 related services, such as vote processing and recordkeeping functions for MFS' Funds and institutional client accounts. 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 and the MFS Proxy Voting Committee.

### 4. ANALYZING PROXIES

Proxies are voted in accordance with these MFS Proxy Voting Policies

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and Procedures. The Proxy Administrator at the prior direction of MFS automatically votes all proxy matters that do not require the particular exercise of discretion or judgment with respect to these MFS Proxy Voting Policies and Procedures as determined by the MFS Proxy Voting Committee. With respect to proxy matters that require the particular exercise of discretion or judgment, MFS considers and votes on those proxy matters. Representatives of the MFS Proxy Voting Committee review, as appropriate, votes cast to ensure conformity with these MFS Proxy Voting Policies and Procedures.

As a general matter, portfolio managers and investment analysts have little or no involvement in 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., corporate actions, such as mergers and acquisitions), a representative of MFS Proxy Voting Committee may consult with or seek recommendations from portfolio managers or analysts.<sup>(1)</sup> However, the MFS Proxy Voting Committee would ultimately determine the manner in which all proxies are voted.

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(1) 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 to vote the proxy in what it believes to be the best long-term economic interests of MFS' clients.

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

### 5. VOTING PROXIES

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

### C. MONITORING SYSTEM

It is the responsibility of the Proxy Administrator and MFS' Proxy Voting Committee to monitor the proxy voting process. When proxy materials for clients are received, they are forwarded to the Proxy Administrator and are input into the Proxy Administrator's system. 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 voting cut-off 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 forwarded immediately. If it is not possible to receive the proxy card from the custodian in time to be voted at

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

### E. REPORTS

#### MFS FUNDS

MFS will report the results of its voting to the Board of Trustees, Board of Directors 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, Directors 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 regarding the portfolio manager(s) of the MFS Charter Income Trust (the "Fund") is set forth below.

PORTFOLIO MANAGER -----	PRIMARY ROLE -----	SINCE -----	TITLE AND FI HISTO -----
Richard O. Hawkins	Lead Portfolio Manager	2004	Senior Vice Pr MFS; employed investment man area of MFS si
Matthew W. Ryan	Emerging Markets Debt	2004	Senior Vice Pr



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	Securities Portfolio Manager		MFS; employed investment man area of MFS si
John Addeo	High Yield Debt Securities Portfolio Manager	2005	Vice President employed in th investment man area of MFS si
David P. Cole	High Yield Debt Securities Portfolio Manager	October 2006	Vice President employed in th investment man area of MFS si High Yield Ana Franklin Templ Investments fr 2004.

COMPENSATION. Portfolio manager total cash compensation is a combination of base salary and performance bonus:

- o Base Salary - Base salary represents a smaller percentage of portfolio manager total cash compensation (generally below 33%) than incentive compensation.
- o 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. 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 investor relations and the investment process (distinct from fund and other account performance).

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

Finally, portfolio managers 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 such benefits represent of any portfolio manager's compensation depends upon the length of the individual's tenure at MFS and salary level, as well as other factors.

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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, 2006. 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
Matthew W. Ryan	N
John Addeo	N
David P. Cole	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, 2006 were as follows:

NAME	REGISTERED INVESTMENT COMPANIES		OTHER POOLED INVESTMENT VEHICLES		OTHER ACC
	NUMBER OF ACCOUNTS*	TOTAL ASSETS*	NUMBER OF ACCOUNTS	TOTAL ASSETS	NUMBER OF ACCOUNTS
Richard O. Hawkins	11	\$25.0 billion	0	N/A	1
Matthew W. Ryan	15	\$5.1 billion	3	\$2.0 billion	8
John Addeo	14	\$4.9 billion	3	\$517.2 million	2
David P. Cole	11	\$4.5 billion	2	\$241.0 million	0

\* 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.

The management of multiple funds and accounts (including proprietary accounts) may give rise to potential conflicts of interest if the funds and accounts have different objectives and strategies, benchmarks, time horizons and fees as a portfolio manager must allocate his or her time and investment ideas across multiple funds and accounts. In certain instances there may be securities which are suitable for the Fund's portfolio as well as for accounts of MFS or its subsidiaries with similar investment objectives. A Fund's trade allocation policies may give rise to conflicts of interest if the Fund's orders do not get fully executed or are delayed in getting executed due to being aggregated with

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those of other accounts of MFS or its subsidiaries. A portfolio manager may execute transactions for another fund or account that may adversely impact the value of the Fund's investments. Investments selected for funds or accounts other than the Fund may outperform investments selected for the Fund.

When two or more clients are simultaneously engaged in the purchase or sale of the same security, the securities are allocated among clients in a manner believed by 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. As a result, MFS and/or a portfolio manager may have a financial incentive to allocate favorable or limited opportunity investments or structure the timing of investments to favor accounts other than the Fund - for instance, those that pay a higher advisory fee and/or have a performance fee.

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

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) MAXIMUM (OR APPROXIMATE) DOLLAR VALUE OF SHARES THRU THE PLANS
12/1/05-12/31/05	103,600	\$8.46	103,600	4,62
1/1/06-1/31/06	100,400	\$8.67	100,400	4,52
2/1/06-2/28/06	84,300	\$8.60	84,300	4,44
3/1/06-3/31/06	161,800	\$8.47	161,800	5,43
4/1/06-4/30/06	73,100	\$8.32	73,100	5,36
5/1/06-5/31/06	131,900	\$8.37	131,900	5,23
6/1/06-6/30/06	96,200	\$8.28	96,200	5,13
7/1/06-7/31/06	119,000	\$8.31	119,000	5,01
8/1/06-8/31/06	159,000	\$8.38	159,000	4,85
9/1/06-9/30/06	0	--	0	4,85
10/1/06-10/31/06	0	--	0	4,85
11/1/06 - 11/30/06	0	--	0	4,85
TOTAL	1,029,300	8.43	1,029,300	

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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, 2006 plan year is 5,600,554.

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

There were no material changes to the procedures by which shareholders may send recommendations to the Board for nominees to the Registrant's Board since the Registrant last provided disclosure as to such procedures in response to the requirements of Item 407(c)(2)(iv) of Regulation S-K (as required by Item 22(b)(15) of Schedule 14A), or this Item.

### ITEM 11. CONTROLS AND PROCEDURES.

- (a) Based upon their evaluation of the effectiveness 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 report on 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 have materially affected, or are 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

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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.

NOTICE

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

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  
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By (Signature and Title)\* MARIA F. DWYER  
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Maria F. Dwyer, President

Date: January 18, 2007  
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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  
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Maria F. Dwyer, President (Principal Executive Officer)

Date: January 18, 2007  
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By (Signature and Title)\* TRACY ATKINSON  
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Tracy Atkinson, Treasurer (Principal Financial Officer and Accounting Officer)

Date: January 18, 2007  
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\* Print name and title of each signing officer under his or her signature.