

MFS MUNICIPAL INCOME TRUST

Form N-CSR

December 27, 2011

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM N-CSR**

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

Investment Company Act file number 811-4841

**MFS MUNICIPAL 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: October 31

Date of reporting period: October 31, 2011

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**ITEM 1. REPORTS TO STOCKHOLDERS.**

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# MFS® Municipal Income Trust

## ANNUAL REPORT

*October 31, 2011*

MFM-ANN

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**MFS® MUNICIPAL INCOME TRUST**

New York Stock Exchange Symbol: **MFM**

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

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## LETTER FROM THE CHAIRMAN AND CEO

Dear Shareholders:

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

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

When markets become volatile, managing risk br

becomes a top priority for investors and their

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

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

Respectfully,

**Robert J. Manning**

*Chairman and Chief Executive Officer*

*MFS Investment Management®*

*December 16, 2011*

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

**Table of Contents****PORTFOLIO COMPOSITION****Portfolio structure (i)****Top five industries (i)**

|                                   |       |
|-----------------------------------|-------|
| Healthcare Revenue Hospitals      | 26.2% |
| Universities Colleges             | 11.1% |
| Healthcare Revenue Long Term Care | 9.9%  |
| Water & Sewer Utility Revenue     | 5.4%  |
| Industrial Revenue Airlines       | 5.1%  |

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

|              |        |
|--------------|--------|
| AAA          | 9.0%   |
| AA           | 10.4%  |
| A            | 14.9%  |
| BBB          | 28.8%  |
| BB           | 7.8%   |
| B            | 7.8%   |
| CCC          | 0.6%   |
| CC (o)       | 0.0%   |
| D            | 0.1%   |
| Not Rated    | 22.2%  |
| Cash & Other | (1.6)% |

**Portfolio facts (i)**

|                                |           |
|--------------------------------|-----------|
| Average Duration (d)           | 13.0      |
| Average Effective Maturity (m) | 19.1 yrs. |

- (a) For all securities other than those specifically described below, ratings are assigned to underlying securities utilizing ratings from Moody's, Fitch, and Standard & Poor's rating agencies and applying the following hierarchy: If all three agencies provide a rating, the middle rating (after dropping the highest and lowest ratings) is assigned; if two of the three agencies rate a security, the lower of the two is assigned. Ratings are shown in the S&P and Fitch scale (e.g., AAA). All ratings are subject to change. Not Rated includes fixed income securities, including fixed income futures, which have not been rated by any rating agency. Cash & Other includes cash, other assets less liabilities, offsets to derivative positions, and short-term securities. The fund may not hold all of these instruments. The fund itself has not been rated.
- (d) Duration is a measure of how much a bond's price is likely to fluctuate with general changes in interest rates, e.g., if rates rise 1.00%, a bond with a 5-year duration is likely to lose about 5.00% of its value due to the interest rate move.
- (i) For purposes of this presentation, the components include the market value of securities, and reflect the impact of the equivalent exposure of derivative positions, if applicable. These amounts may be negative from time to time. The bond component will include any accrued interest amounts. Equivalent exposure is a calculated amount that translates the derivative position into a reasonable approximation of the amount of the underlying asset that the portfolio would have to hold at a given point in time to have the same price sensitivity that results from the portfolio's ownership of the derivative contract. When dealing

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*Portfolio Composition continued*

with derivatives, equivalent exposure is a more representative measure of the potential impact of a position on portfolio performance than market value.

Where the fund holds convertible bonds, these are treated as part of the equity portion of the portfolio.

- (m) In determining an instrument's effective maturity for purposes of calculating the fund's dollar-weighted average effective maturity, MFS uses the instrument's stated maturity or, if applicable, an earlier date on which MFS believes it is probable that a maturity-shortening device (such as a put, pre-refunding or prepayment) will cause the instrument to be repaid. Such an earlier date can be substantially shorter than the instrument's stated maturity.

- (o) Less than 0.1%.

From time to time Cash & Other Net Assets may be negative due to timing of cash receipts and/or equivalent exposure from any derivative holdings.

Percentages are based on net assets, including preferred shares, as of 10/31/11.

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

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## MANAGEMENT REVIEW

### Summary of Results

MFS Municipal Income Trust (the fund) is a closed-end fund and maintains a portfolio that includes investments in debt securities issued by or on behalf of states, territories and possessions of the United States and the District of Columbia, the interest on which is exempt from federal income tax.

For the twelve months ended October 31, 2011, shares of the MFS Municipal Income Trust provided a total return of 4.00%, at net asset value. This compares with a return of 3.78% for the fund's benchmark, the Barclays Capital Municipal Bond Index.

### Market Environment

Early in the period, the U.S. Federal Reserve (the Fed) indicated that further monetary loosening would be forthcoming if macroeconomic activity did not show signs of improvement. The prospects for, and subsequent implementation of, more easing by the Fed improved market sentiment and drove risk-asset prices markedly higher. The December agreement on a surprisingly large (relative to expectations) expansionary U.S. fiscal package also boosted sentiment. During the subsequent several months, the renewed positive market sentiment, coupled with better indications of global macroeconomic activity, pushed many asset valuations to post-crisis highs. At the same time, global sovereign bond yields rose amidst the more risk-seeking environment.

However, towards the middle of the period, a weakening macroeconomic backdrop and renewed concerns over Greek debt sustainability began to challenge equity valuations and pushed high-quality sovereign bond yields lower. Towards the end of the reporting period, uncertainty in financial markets continued to increase. European policy makers debated and disagreed over elements of a new Greek bailout package, while Spanish and Italian bond yields increased markedly signaling a widening European crisis. In the U.S., concerns about sovereign debt default and the long-term sustainability of the trend in U.S. fiscal policy resulted in one agency downgrading U.S. credit quality. Amidst this turmoil, global equity markets declined sharply. As a result of these developments, global consumer and producer sentiment indicators fell precipitously, highly-rated sovereign bond yields hit multi-decade lows and, despite a more mixed picture emanating from the "hard" data, markets grew increasingly worried about a return to global recession.

The trailing twelve months witnessed a volatile period within the tax-exempt sector. Municipal bond prices declined precipitously early in the period, only to reverse course, recovering the majority of the decline over the remainder of the period. Tax-exempts experienced dramatic price declines during the period



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### *Management Review continued*

from November 2010 through mid-January 2011 as the market grappled with a confluence of events. Amongst the most notable were concerns about higher interest rates, the extension of the Bush tax cuts, headlines questioning the financial strength of municipalities, and a diminished appetite for tax-exempt securities as evidenced by negative fund flows. Further exacerbating the impact of the outflows, the expiration of the Build America Bond program led many participants to forecast an increase in tax-exempt bonds for 2011 and to question the ability of the municipal market to absorb said supply without a further adjustment down in prices. This sell-off left municipals at very attractive valuations relative to U.S. Treasuries. However, as we progressed into 2011, many of these fears subsided. New issue supply actually declined (year-to-date issuance through October 2011 was approximately 33% lower than the corresponding period in 2010), investor concerns over widespread default risk appeared to have diminished, and municipal mutual fund flows stabilized and subsequently turned modestly positive. This combination of events appeared to have led investors to bid up prices of municipal bonds almost back to where they stood at the beginning of the period.

In our view, municipal bonds continued to offer good value to long-term investors willing to look through near-to-medium-term volatility. As we looked at AAA-rated municipal bond yield ratios to Treasuries, and as we considered the comparatively high spreads available as one moved down in credit quality, it is our judgment that investors were reasonably well compensated for the risk that volatility would continue to exceed the low levels traditionally associated with the asset class.

In addition to persistent concerns regarding supply and demand imbalances, several other sources of volatility persisted. Periodically recurring legislative challenges to municipal bonds' tax exemption; the introduction and implementation of fiscal austerity plans at local, state, and Federal levels; heated debate around efforts to address unfunded pension liabilities; and the lingering threat of further rating agency downgrades, all impacted the asset class. Despite these concerns, most issuers remained fundamentally sound, and a continued macro environment of slow growth fostered gradual improvement in state and local debt dynamics.

### **Contributors to Performance**

A greater exposure to the *health* sector supported relative results as this market segment outperformed the broad index over the reporting period. Additionally, the fund's security selection in the *general obligation* sector aided relative performance.

The fund's short duration stance also contributed to relative performance during the reporting period.

The fund employs leverage which has been created through the issuance of auction preferred shares. To the extent that investments are purchased through

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*Management Review continued*

leverage, the fund's net asset value will increase or decrease at a greater rate than a comparable unleveraged fund. During the reporting period, the fund's leverage enhanced positive performance.

**Detractors from Performance**

Credit quality detracted from performance relative to the Barclays Capital Municipal Bond Index led by a lesser exposure to A-rated (r) bonds and a greater exposure to below-investment-grade securities as lower-quality issues underperformed higher-quality bonds during the reporting period.

Bond selection in the *airlines* sector was another area of weakness that held back relative performance.

Respectfully,

Gary Lasman  
Portfolio Manager

Geoffrey Schechter  
Portfolio Manager

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

Ratings are shown in the S&P and Fitch scale (e.g., AAA). For securities which are not rated by any of the three agencies, the security is considered Not Rated. The views expressed in this report are those of the portfolio managers only through the end of the period of the report as stated on the cover and do not necessarily reflect the views of MFS or any other person in the MFS organization. These views are subject to change at any time based on market or other conditions, and MFS disclaims any responsibility to update such views. These views may not be relied upon as investment advice or an indication of trading intent on behalf of any MFS portfolio. References to specific securities are not recommendations of such securities, and may not be representative of any MFS portfolio's current or future investments.

**Table of Contents****PERFORMANCE SUMMARY** THROUGH 10/31/11

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

**Price Summary for MFS Municipal Income Trust**

Year Ended 10/31/11

|                               | Date                | Price  |
|-------------------------------|---------------------|--------|
| Net Asset Value               | 10/31/11            | \$6.63 |
|                               | 10/31/10            | \$6.89 |
| New York Stock Exchange Price | 10/31/11            | \$6.88 |
|                               | 11/03/10 (high) (t) | \$7.22 |
|                               | 1/19/11 (low) (t)   | \$6.01 |
|                               | 10/31/10            | \$7.23 |

**Total Returns vs Benchmark**

Year Ended 10/31/11

|   |       |
|---|-------|
| MFS Municipal Income Trust at             |       |
| New York Stock Exchange Price (r)         | 2.85% |
| Net Asset Value (r)                       | 4.00% |
| Barclays Capital Municipal Bond Index (f) | 3.78% |

(f) Source: FactSet Research Systems Inc.

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

(t) For the period November 1, 2010 through October 31, 2011.

**Benchmark Definition**

Barclays Capital Municipal Bond Index a market capitalization-weighted index that measures the performance of the tax-exempt bond market.

It is not possible to invest directly in an index.

**Notes to Performance Summary**

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



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*Performance Summary continued*

at net asset value. When fund shares trade at a premium, buyers pay more than the net asset value underlying fund shares, and shares purchased at a premium would receive less than the amount paid for them in the event of the fund's liquidation. As a result, the total return that is calculated based on the net asset value and New York Stock Exchange price can be different.

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

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

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

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

**Investment Objective**

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

**Principal Investment Strategies**

The fund invests, under normal market conditions, at least 80% of its net assets, including assets attributable to preferred shares and borrowings for investment purposes, in municipal bonds (debt securities issued by or on behalf of states, territories, possessions of the United States, District of Columbia, and their political subdivisions, agencies, or instrumentalities, the interest on which is exempt from federal income tax). This policy may not be changed without shareholder approval. Interest from the fund's investments may be subject to the federal alternative minimum tax.

MFS (Massachusetts Financial Services Company, the fund's investment adviser) may invest 25% or more of the fund's total assets in municipal instruments that finance similar projects, such as those relating to education, healthcare, housing, utilities, water, or sewers. Although MFS seeks to invest the funds' assets in municipal instruments whose interest is exempt from federal personal income tax, MFS may also invest in taxable instruments, including derivatives.

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

MFS may invest a relatively large percentage of the fund's assets in a single issuer or a small number of issuers.

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

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

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

instrument and its features may also be considered. In structuring the fund, MFS considers sector allocations, yield curve positioning, macroeconomic factors and risk management factors.

The fund uses leverage through the issuance of preferred shares and/or the creation of tender option bonds, and then investing the proceeds pursuant to its investment strategies. If approved by the fund's Board of Trustees, the fund may use leverage by other methods.

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

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

### **Principal Risks**

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

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

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

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

The fund's performance could be more volatile than the performance of more diversified funds.

Investments in municipal instruments can be volatile and significantly affected by adverse tax or court rulings, legislative or political changes, market and economic conditions, issuer, industry-specific (including the credit quality of municipal insurers), and other conditions.

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

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

asset value. Shares of closed-end funds frequently trade at a discount or premium to their net asset value.

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

To the extent that investments are purchased with the issuance of preferred shares, the fund's net asset value will increase or decrease at a greater rate than a comparable unleveraged fund.

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



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**PORTFOLIO MANAGERS    PROFILES**

|                    |  |
|--------------------|--|
| Gary Lasman        | Investment Officer of MFS; employed in the investment management area of MFS since 2002; Portfolio Manager of the Fund since April 2006. |
| Geoffrey Schechter | Investment Officer of MFS; employed in the investment management area of MFS since 1993. Portfolio Manager of the Fund since July 2004.  |

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## DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN

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

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

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

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

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10/31/11

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

| <b>Municipal Bonds - 145.6%</b>   |                   |                   |
|---|-------------------|-------------------|
| <b>Issuer</b>   | <b>Shares/Par</b> | <b>Value (\$)</b> |
| <b>Airport Revenue - 2.6%</b>   |                   |                   |
| Chicago, IL, O'Hare International Airport Rev. (Third Lien Passenger Facility), B, AGM, 5.75%, 2022 | \$ 3,000,000      | \$ 3,127,052      |
| Houston, TX, Airport System Rev., B, 5%, 2026   | 265,000           | 282,763           |
| Miami-Dade County, FL, Aviation Rev., B, AGM, 5%, 2035  | 1,365,000         | 1,385,530         |
| Port Authority NY & NJ, Special Obligation Rev. (JFK International Air Terminal LLC), 6%, 2036      | 485,000           | 509,546           |
| Port Authority NY & NJ, Special Obligation Rev. (JFK International Air Terminal LLC), 6%, 2042      | 550,000           | 575,416           |
| San Jose, CA, Airport Rev., A-2, 5.25%, 2034  | 1,215,000         | 1,237,332         |
|   |                   | \$ 7,117,639      |
| <b>General Obligations - General Purpose - 2.3%</b>   |                   |                   |
| Chicago, IL, Metropolitan Water Reclamation District-Greater Chicago, C, 5%, 2030                   | \$ 1,260,000      | \$ 1,377,848      |
| Commonwealth of Puerto Rico, Public Improvement, A, 5.75%, 2041                                     | 905,000           | 931,960           |
| Commonwealth of Puerto Rico, Public Improvement, B, 6.5%, 2037                                      | 495,000           | 539,763           |
| Luzerne County, PA, AGM, 6.75%, 2023  | 865,000           | 993,219           |
| State of California, 5.25%, 2028  | 660,000           | 701,375           |
| State of California, 5.25%, 2030  | 1,560,000         | 1,639,342         |
|   |                   | \$ 6,183,507      |
| <b>General Obligations - Improvement - 0.1%</b>   |                   |                   |
| Guam Government, A, 7%, 2039  | \$ 170,000        | \$ 176,001        |
| <b>General Obligations - Schools - 0.5%</b>   |                   |                   |
| Beverly Hills, CA, Unified School District (Election of 2008), Capital Appreciation, 0%, 2031       | \$ 525,000        | \$ 180,889        |
| Chicago, IL, Board of Education, A, 5%, 2041  | 170,000           | 169,337           |
| Los Angeles, CA, Unified School District, D, 5%, 2034   | 180,000           | 187,781           |
| Merced, CA, Union High School District, Capital Appreciation, A, ASSD GTY, 0%, 2030                 | 145,000           | 47,270            |
| Royse City, TX, Independent School District, School Building, Capital Appreciation, PSF, 0%, 2027   | 955,000           | 457,388           |
| Royse City, TX, Independent School District, School Building, Capital Appreciation, PSF, 0%, 2029   | 965,000           | 412,586           |
|   |                   | \$ 1,455,251      |

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

| Issuer  | Shares/Par | Value (\$) |
|---|------------|------------|
| <b>Municipal Bonds - continued</b>  |            |            |
| <b>Healthcare Revenue - Hospitals - 36.6%</b>   |            |            |
| Alexander City, AL, Special Care Facilities Financing Authority Medical Facilities Rev., A (Russell Hospital Corp.), 5.75%, 2036          | \$ 600,000 | \$ 539,880 |
| Allegheny County, PA, Hospital Development Authority Rev. (West Penn Allegheny Health), A, 5%, 2028                                       | 1,905,000  | 1,604,543  |
| Allegheny County, PA, Hospital Development Authority Rev. (West Penn Allegheny Health), A, 5.375%, 2040                                   | 1,055,000  | 865,606    |
| Athens County, OH, Hospital Facilities Rev. (O Bleness Memorial Hospital), A, 7.125%, 2033  | 1,500,000  | 1,455,435  |
| Butler County, OH, Hospital Facilities Rev. (UC Health), 5.75%, 2040  | 260,000    | 260,361    |
| California Health Facilities Financing Authority Rev. (St. Joseph Health System), A, 5.75%, 2039  | 650,000    | 676,884    |
| California Health Facilities Financing Authority Rev. (Sutter Health), B, 5.875%, 2031  | 1,295,000  | 1,390,830  |
| Chautauqua County, NY, Capital Resource Corp., Rev. (Women s Christian Assn.), A, 8%, 2030  | 1,060,000  | 1,111,580  |
| Citrus County, FL, Hospital Development Authority Rev. (Citrus Memorial Hospital), 6.25%, 2023  | 745,000    | 683,225    |
| Clinton County, MO, Industrial Development Agency, Health Facilities Rev. (Cameron Regional Medical Center), 5%, 2032                     | 275,000    | 214,588    |
| Colorado Health Facilities Authority Rev. (Portercare Adventist Health Systems), 6.625%, 2011 (c)   | 675,000    | 683,181    |
| Cullman County, AL, Health Care Authority (Cullman Regional Medical Center), A, 6.75%, 2029   | 865,000    | 818,627    |
| DeKalb County, GA, Hospital Authority Rev. (DeKalb Medical Center, Inc.), 6.125%, 2040  | 1,150,000  | 1,163,547  |
| Escambia County, FL, Health Facilities Authority (Baptist Hospital, Inc.), A, 6%, 2036  | 615,000    | 614,145    |
| Fruita, CO, Rev. (Family Health West Project), 7%, 2018   | 255,000    | 269,961    |
| Fruita, CO, Rev. (Family Health West Project), 8%, 2043   | 1,310,000  | 1,376,928  |
| Gage County, NE, Hospital Authority No. 1, Health Care Facilities Rev. (Beatrice Community Hospital & Health Care Center), B, 6.75%, 2035 | 375,000    | 385,526    |
| Garden City, MI, Hospital Finance Authority Rev. (Garden City Hospital), A, 4.875%, 2027  | 1,275,000  | 1,012,261  |
| Gaylord, MI, Hospital Finance Authority Rev. (Otsego Memorial Hospital), 6.2%, 2025   | 250,000    | 232,748    |
| Gaylord, MI, Hospital Finance Authority Rev. (Otsego Memorial Hospital), 6.5%, 2031   | 295,000    | 265,223    |
| Glasgow, KY, Healthcare Rev. (TJ Samson Community Hospital), 6.375%, 2035   | 570,000    | 577,980    |
| Glendale, AZ, Industrial Development Authority (John C. Lincoln Health), 5%, 2042   | 755,000    | 640,776    |

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

| Issuer   | Shares/Par | Value (\$) |
|--|------------|------------|
| <b>Municipal Bonds - continued</b>   |            |            |
| <b>Healthcare Revenue - Hospitals - continued</b>  |            |            |
| Harris County, TX, Health Facilities Development Corp., Hospital Rev. (Memorial Hermann Healthcare Systems), B, 7.25%, 2035      | \$ 610,000 | \$ 689,776 |
| Illinois Finance Authority Rev. (Kewanee Hospital), 5.1%, 2031   | 375,000    | 312,596    |
| Illinois Finance Authority Rev. (Provena Health), A, 7.75%, 2034   | 945,000    | 1,065,932  |
| Illinois Finance Authority Rev. (Silver Cross Hospital & Medical Centers), 6.875%, 2038  | 940,000    | 978,587    |
| Indiana Health & Educational Facilities Authority, Hospital Rev. (Community Foundation of Northwest Indiana), A, 6.375%, 2031    | 965,000    | 972,025    |
| Indiana Health & Educational Facilities Authority, Hospital Rev. (Riverview Hospital), 6.125%, 2012 (c)                          | 1,000,000  | 1,051,540  |
| Indiana Health & Educational Facilities Finance Authority, Hospital Rev. (Clarian Health), A, 5%, 2039                           | 1,000,000  | 969,520    |
| Indiana Health & Educational Facilities Finance Authority, Hospital Rev. (Community Foundation of Northwest Indiana), 5.5%, 2037 | 1,860,000  | 1,820,047  |
| Jefferson Parish, LA, Hospital Service District No. 2 (East Jefferson General Hospital), 6.25%, 2031                             | 595,000    | 598,362    |
| Jefferson Parish, LA, Hospital Service District No. 2 (East Jefferson General Hospital), 6.375%, 2041                            | 375,000    | 374,711    |
| Johnson City, TN, Health & Educational Facilities Board Hospital Rev. (Mountain States Health Alliance), 6%, 2038                | 365,000    | 377,662    |
| Kentucky Economic Development Finance Authority, Hospital Facilities Rev. (Owensboro Medical Health System), A, 6.375%, 2040     | 1,095,000  | 1,142,271  |
| Knox County, TN, Health, Educational, Hospital & Housing Facilities Board Rev. (Baptist Health Systems), 6.5%, 2031              | 1,725,000  | 1,791,085  |
| Louisiana Public Facilities Authority Hospital Rev. (Lake Charles Memorial Hospital), 6.375%, 2034                               | 1,615,000  | 1,582,619  |
| Lufkin, TX, Health Facilities Development Corp. Rev. (Memorial Health System), 5.5%, 2032  | 110,000    | 100,932    |
| Lufkin, TX, Health Facilities Development Corp. Rev. (Memorial Health System), 5.5%, 2037  | 110,000    | 96,423     |
| Macomb County, MI, Hospital Finance Authority Rev. (Mount Clemens General Hospital), 5.875%, 2013 (c)                            | 435,000    | 482,241    |
| Massachusetts Health & Educational Facilities Authority Rev. (Berkshire Health Systems), E, 6.25%, 2031                          | 1,020,000  | 1,022,652  |
| Massachusetts Health & Educational Facilities Authority Rev. (Jordan Hospital), D, 5.25%, 2018                                   | 1,400,000  | 1,385,566  |
| Massachusetts Health & Educational Facilities Authority Rev. (Quincy Medical Center), A, 6.5%, 2038 (a)(d)                       | 402,400    | 178,062    |
| Massachusetts Health & Educational Facilities Authority Rev. (Saints Memorial Medical Center), A, 6%, 2023                       | 505,000    | 419,473    |
| Miami Beach, FL, Health Facilities Authority Rev. (Mount Sinai Medical Center), 6.75%, 2029                                      | 810,000    | 824,353    |

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

| Issuer  | Shares/Par | Value (\$)   |
|---|------------|--------------|
| <b>Municipal Bonds - continued</b>  |            |              |
| <b>Healthcare Revenue - Hospitals - continued</b>   |            |              |
| Miami Beach, FL, Health Facilities Authority Rev. (Mount Sinai Medical Center), A, 6.7%, 2019                               | \$ 995,000 | \$ 1,006,084 |
| Michigan Hospital Finance Authority Rev. (Henry Ford Health System), 5.75%, 2039  | 2,000,000  | 2,045,100    |
| Monroe County, MI, Hospital Finance Authority, Hospital Rev. (Mercy Memorial Hospital Corp.), 5.5%, 2035                    | 1,020,000  | 936,799      |
| Montgomery, AL, Medical Clinic Board Health Care Facility Rev. (Jackson Hospital & Clinic), 5.25%, 2031                     | 225,000    | 210,463      |
| Montgomery, AL, Medical Clinic Board Health Care Facility Rev. (Jackson Hospital & Clinic), 5.25%, 2036                     | 1,135,000  | 1,037,515    |
| Mount Lebanon, PA, Hospital Authority Rev. (St. Clair Memorial Hospital), 5.625%, 2032                                      | 435,000    | 436,631      |
| Nassau County, NY, Industrial Development Agency, Civic Facilities Rev. (North Shore Health System), 5.875%, 2011           | 90,000     | 90,000       |
| New Hampshire Business Finance Authority Rev. (Elliot Hospital Obligated Group), A, 6%, 2027                                | 1,110,000  | 1,120,356    |
| New Hampshire Health & Education Facilities Authority Rev. (Catholic Medical Center), A, 6.125%, 2012 (c)                   | 880,000    | 921,879      |
| New Hampshire Health & Education Facilities Authority Rev. (Catholic Medical Center), A, 6.125%, 2032                       | 120,000    | 120,937      |
| New Hampshire Health & Education Facilities Authority Rev. (Covenant Health System), 6.5%, 2012 (c)                         | 440,000    | 448,862      |
| New Hampshire Health & Education Facilities Authority Rev. (Covenant Health System), 6.5%, 2017                             | 75,000     | 76,081       |
| New Mexico Hospital Equipment Loan Council, Hospital Rev. (Rehoboth McKinley Christian Hospital), A, 5%, 2017               | 100,000    | 96,203       |
| New Mexico Hospital Equipment Loan Council, Hospital Rev. (Rehoboth McKinley Christian Hospital), A, 5.25%, 2026            | 440,000    | 366,881      |
| Norman, OK, Regional Hospital Authority Rev., 5%, 2027  | 300,000    | 272,445      |
| Norman, OK, Regional Hospital Authority Rev., 5.375%, 2029  | 175,000    | 161,310      |
| Norman, OK, Regional Hospital Authority Rev., 5.375%, 2036  | 1,395,000  | 1,216,649    |
| Ohio Higher Educational Facility Commission Rev. (University Hospital Health System), 6.75%, 2039                           | 1,610,000  | 1,703,911    |
| Oklahoma Development Finance Authority Rev. (Comanche County Hospital), B, 6.6%, 2031                                       | 1,665,000  | 1,686,612    |
| Olympia, WA, Healthcare Facilities Authority Rev. (Catholic Health Initiatives), D, 6.375%, 2036                            | 1,500,000  | 1,703,505    |
| Palomar Pomerado Health Care District, CA, COP, 6.75%, 2039   | 1,735,000  | 1,787,831    |
| Philadelphia, PA, Hospitals & Higher Education Facilities Authority Rev. (Temple University Health System), A, 6.625%, 2023 | 725,000    | 725,645      |
| Rhode Island Health & Educational Building Corp. Rev., Hospital Financing (Lifespan Obligated Group), 6.375%, 2012 (c)      | 1,560,000  | 1,625,036    |

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

| Issuer  | Shares/Par | Value (\$) |
|---|------------|------------|
| <b>Municipal Bonds - continued</b>  |            |            |
| <b>Healthcare Revenue - Hospitals - continued</b>   |            |            |
| Rhode Island Health & Educational Building Corp., Hospital Financing (Lifespan Obligated Group), 6.5%, 2012 (c)                     | \$ 505,000 | \$ 528,573 |
| Royal Oak, MI, Hospital Finance Authority Rev. (William Beaumont Hospital), 8.25%, 2039   | 1,595,000  | 1,884,477  |
| Rutherford County, TN, Health & Educational Facilities Board Rev., (Ascension Health) 5%, 2040 (u)                                  | 12,500,000 | 13,106,125 |
| Salida, CO, Hospital District Rev., 5.25%, 2036   | 1,582,000  | 1,401,589  |
| Salt Lake City, UT, Hospital Authority Rev. (Intermountain Health Care), ETM, FRN, AMBAC, 13.017%, 2020 (p)                         | 600,000    | 603,600    |
| Shelby County, TN, Educational & Hospital Facilities Board Hospital Rev. (Methodist Healthcare), 6.375%, 2012 (c)                   | 625,000    | 655,450    |
| Shelby County, TN, Educational & Housing Facilities Board Hospital Rev. (Methodist Healthcare), 6.25%, 2012 (c)                     | 185,000    | 193,982    |
| Shelby County, TN, Educational & Housing Facilities Board Hospital Rev. (Methodist Healthcare), 6.25%, 2012 (c)                     | 315,000    | 330,293    |
| Shelby County, TN, Educational & Housing Facilities Board Hospital Rev. (Methodist Healthcare), 6.375%, 2012 (c)                    | 375,000    | 393,270    |
| Skagit County, WA, Public Hospital District No. 001 Rev. (Skagit Valley Hospital), 5.375%, 2022                                     | 1,455,000  | 1,490,458  |
| Skagit County, WA, Public Hospital District No. 001 Rev. (Skagit Valley Hospital), 6%, 2023   | 205,000    | 209,557    |
| South Carolina Jobs & Economic Development Authority, Hospital Facilities Rev. (Palmetto Health Alliance), 6.25%, 2031              | 835,000    | 845,329    |
| South Dakota Health & Education Facilities Authority Rev. (Prairie Lakes Health Care System), 5.625%, 2013 (c)                      | 670,000    | 719,406    |
| South Lake County, FL, Hospital District Rev. (South Lake Hospital), A, 6%, 2029  | 255,000    | 257,716    |
| South Lake County, FL, Hospital District Rev. (South Lake Hospital), A, 6.25%, 2039   | 385,000    | 388,831    |
| Southwestern, IL, Development Authority Rev. (Anderson Hospital), 5.5%, 2020  | 60,000     | 60,007     |
| Southwestern, IL, Development Authority Rev. (Anderson Hospital), 5.625%, 2029  | 870,000    | 838,219    |
| Sullivan County, TN, Health, Educational & Housing Facilities Board Hospital Rev. (Wellmont Health Systems Project), C, 5.25%, 2036 | 1,115,000  | 1,044,476  |
| Sumner County, TN, Health, Educational & Housing Facilities Board Rev. (Sumner Regional Health Systems, Inc.), A, 5.5%, 2046 (a)(d) | 735,000    | 62,475     |
| Tallahassee, FL, Health Facilities Rev. (Tallahassee Memorial Healthcare, Inc.), 6.25%, 2020  | 3,085,000  | 3,088,424  |
| Tyler, TX, Health Facilities Development Corp. (East Texas Medical Center), A, 5.25%, 2032  | 985,000    | 882,324    |

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

| Issuer   | Shares/Par | Value (\$)    |
|--|------------|---------------|
| <b>Municipal Bonds - continued</b>   |            |               |
| <b>Healthcare Revenue - Hospitals - continued</b>  |            |               |
| Tyler, TX, Health Facilities Development Corp. (East Texas Medical Center), A, 5.375%, 2037  | \$ 810,000 | \$ 714,785    |
| Upland, CA, COP (San Antonio Community Hospital), 6.375%, 2032   | 1,750,000  | 1,874,495     |
| Upper Illinois River Valley Development, Health Facilities Rev. (Morris Hospital), 6.625%, 2031                                      | 600,000    | 606,234       |
| Vigo County, IN, Hospital Authority Rev. (Union Hospital), 5.8%, 2047  | 760,000    | 682,503       |
| Wapello County, IA, Hospital Authority Rev. (Ottumwa Regional Health Center), 6.375%, 2012 (c)                                       | 1,500,000  | 1,578,300     |
| Washington Health Care Facilities Authority Rev. (Virginia Mason Medical Center), A, 6.25%, 2042                                     | 1,400,000  | 1,416,058     |
| Weirton, WV, Municipal Hospital Building, Commission Rev. (Weirton Hospital Medical Center), 6.375%, 2031                            | 1,095,000  | 1,026,190     |
| West Contra Costa, CA, Healthcare District, AMBAC, 5.5%, 2029  | 195,000    | 199,974       |
| West Shore, PA, Hospital Authority Rev. (Holy Spirit Hospital), 6.2%, 2012 (c)   | 360,000    | 363,445       |
| West Shore, PA, Hospital Authority Rev. (Holy Spirit Hospital), 6.2%, 2026   | 890,000    | 891,148       |
| West Virginia Hospital Finance Authority, Hospital Rev. (Thomas Health System), 6.5%, 2038   | 905,000    | 851,469       |
| Wichita, KS, Hospital Authority Rev. (Via Christi Health System), 6.25%, 2020  | 1,500,000  | 1,518,045     |
| Wisconsin Health & Educational Facilities Authority Rev. (Aurora Health Care, Inc.), 6.875%, 2030                                    | 1,000,000  | 1,034,080     |
| Wisconsin Health & Educational Facilities Authority Rev. (Wheaton Franciscan Services), 5.25%, 2034                                  | 1,135,000  | 1,036,471     |
| Wisconsin Health & Educational Facilities Authority Rev. (Wheaton Franciscan Services), A, 5.25%, 2025                               | 745,000    | 729,921       |
| Yonkers, NY, Industrial Development Agency, Civic Facilities Rev. (St. Joseph's Hospital), C, 6.2%, 2020                             | 750,000    | 729,060       |
|  |            | \$ 99,113,764 |
| <b>Healthcare Revenue - Long Term Care - 13.7%</b>   |            |               |
| Abilene, TX, Health Facilities Development Corp., Retirement Facilities Rev. (Sears Methodist Retirement Systems, Inc.), A, 7%, 2033 | \$ 345,000 | \$ 298,404    |
| Arizona Health Facilities Authority Rev. (The Terraces Project), 7.75%, 2013 (c)   | 750,000    | 866,453       |
| Bell County, TX, Health Facility Development Corp. (Advanced Living Technologies, Inc.), 8%, 2036                                    | 3,445,000  | 2,953,330     |
| Bucks County, PA, Industrial Development Authority Retirement Community Rev. (Ann's Choice, Inc.), A, 6.125%, 2025                   | 430,000    | 424,045       |
| Bucks County, PA, Industrial Development Authority Retirement Community Rev. (Ann's Choice, Inc.), A, 6.25%, 2035                    | 290,000    | 273,102       |



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

| Issuer  | Shares/Par | Value (\$) |
|---|------------|------------|
| <b>Municipal Bonds - continued</b>  |            |            |
| <b>Healthcare Revenue - Long Term Care - continued</b>  |            |            |
| Bucks County, PA, Industrial Development Authority Rev. (Lutheran Community Telford Center), 5.75%, 2027            | \$ 170,000 | \$ 153,405 |
| Bucks County, PA, Industrial Development Authority Rev. (Lutheran Community Telford Center), 5.75%, 2037            | 225,000    | 182,648    |
| Cambria County, PA, Industrial Development Authority Rev. (Beverly Enterprises, Inc.), ETM, 10%, 2012 (c)           | 80,000     | 84,699     |
| Chartiers Valley, PA, Industrial & Commercial Development Authority (Asbury Health Center Project), 5.75%, 2022     | 150,000    | 143,253    |
| Chester County, PA, Industrial Development Authority Rev. (RHA Nursing Home), 8.5%, 2032                            | 555,000    | 503,452    |
| Colorado Health Facilities Authority Rev. (American Baptist Homes), A, 5.9%, 2037                                   | 755,000    | 627,677    |
| Colorado Health Facilities Authority Rev. (Christian Living Communities Project), A, 5.75%, 2037                    | 375,000    | 349,545    |
| Colorado Health Facilities Authority Rev. (Covenant Retirement Communities, Inc.), B, 6.125%, 2033                  | 1,000,000  | 1,001,770  |
| Colorado Health Facilities Authority Rev. (Evangelical Lutheran), 6.9%, 2025  | 1,170,000  | 1,183,584  |
| Cumberland County, PA, Municipal Authority Rev. (Diakon Lutheran Social Ministries), 6.125%, 2029                   | 1,360,000  | 1,393,470  |
| Cumberland County, PA, Municipal Authority Rev. (Wesley), A, 7.25%, 2013 (c)  | 720,000    | 782,640    |
| Cumberland County, PA, Municipal Authority, Retirement Community Rev. (Wesley), A, 7.25%, 2013 (c)                  | 280,000    | 304,360    |
| Fulton County, GA, Residential Care Facilities, Elderly Authority Rev. (Canterbury Court), A, 6.125%, 2034          | 330,000    | 297,267    |
| Georgia Medical Center Hospital Authority Rev. (Spring Harbor Green Island Project), 5.25%, 2027                    | 1,000,000  | 890,850    |
| Georgia Medical Center Hospital Authority Rev. (Spring Harbor Green Island Project), 5.25%, 2037                    | 215,000    | 173,677    |
| Hawaii Department of Budget & Finance, Special Purpose Rev. (15 Craigsides Project), A, 8.75%, 2029                 | 105,000    | 119,249    |
| Hawaii Department of Budget & Finance, Special Purpose Rev. (15 Craigsides Project), A, 9%, 2044                    | 275,000    | 313,792    |
| Hawaii Department of Budget & Finance, Special Purpose Rev. (Kahala Nui Senior Living Community), 8%, 2033          | 500,000    | 528,485    |
| Huntsville-Redstone Village, AL, Special Care Facilities Financing Authority (Redstone Village Project), 5.5%, 2028 | 460,000    | 407,624    |
| Huntsville-Redstone Village, AL, Special Care Facilities Financing Authority (Redstone Village Project), 5.5%, 2043 | 440,000    | 333,186    |
| Illinois Finance Authority Rev. (Christian Homes, Inc.), 6.125%, 2027   | 850,000    | 824,738    |

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

| Issuer  | Shares/Par | Value (\$) |
|---|------------|------------|
| <b>Municipal Bonds - continued</b>  |            |            |
| Healthcare Revenue - Long Term Care - continued   |            |            |
| Illinois Finance Authority Rev. (Evangelical Retirement Homes of Greater Chicago, Inc.), 7.25%, 2045    | \$ 500,000 | \$ 499,920 |
| Illinois Finance Authority Rev. (Franciscan Communities, Inc.), A, 5.5%, 2037                           | 800,000    | 629,736    |
| Illinois Finance Authority Rev. (Friendship Village), A, 5.375%, 2025                                   | 1,270,000  | 1,122,337  |
| Illinois Finance Authority Rev. (Landing at Plymouth Place), A, 6%, 2037                                | 490,000    | 403,128    |
| Illinois Finance Authority Rev. (Montgomery Place), A, 5.75%, 2038                                      | 520,000    | 438,807    |
| Illinois Finance Authority Rev. (The Clare at Water Tower), A-6, 6%, 2028 (a)                           | 343,000    | 102,900    |
| Illinois Finance Authority Rev., Capital Appreciation, (The Clare at Water Tower), B, 0%, 2050 (a)      | 147,000    | 772        |
| Iowa Finance Authority, Health Care Facilities Rev. (Care Initiatives), A, 5.5%, 2025                   | 800,000    | 680,416    |
| Iowa Finance Authority, Health Care Facilities Rev. (Care Initiatives), B, 5.75%, 2018                  | 680,000    | 663,442    |
| James City County, VA, Economic Development (WindsorMeade Project), A, 5.4%, 2027                       | 195,000    | 126,875    |
| James City County, VA, Economic Development (WindsorMeade Project), A, 5.5%, 2037                       | 785,000    | 469,053    |
| Kentucky Economic Development Finance Authority Rev. (Masonic Home Independent Living II), 7.25%, 2041  | 250,000    | 251,183    |
| Kentucky Economic Development Finance Authority Rev. (Masonic Home Independent Living II), 7.375%, 2046 | 200,000    | 201,964    |
| Lenexa, KS, Health Care Facilities Rev. (Lakeview Village, Inc.), 5.375%, 2027                          | 315,000    | 270,717    |
| Lenexa, KS, Health Care Facilities Rev. (Lakeview Village, Inc.), 7.125%, 2029                          | 345,000    | 348,081    |
| Lenexa, KS, Health Care Facilities Rev. (Lakeview Village, Inc.), C, 6.875%, 2012 (c)                   | 500,000    | 522,775    |
| Maryland Health & Higher Educational Facilities Authority Rev. (Charlestown Community), 6.25%, 2041     | 475,000    | 492,713    |
| Massachusetts Development Finance Agency Rev. (Adventcare), A, 6.75%, 2037                              | 1,270,000  | 1,189,139  |
| Massachusetts Development Finance Agency Rev. (Linden Ponds, Inc.), A-1, 6.25%, 2031                    | 239,410    | 189,910    |
| Massachusetts Development Finance Agency Rev. (Linden Ponds, Inc.), A-1, 6.25%, 2039                    | 59,939     | 44,855     |
| Massachusetts Development Finance Agency Rev. (Linden Ponds, Inc.), A-2, 5.5%, 2046                     | 15,996     | 10,410     |
| Massachusetts Development Finance Agency Rev. (Linden Ponds, Inc.), Capital Appreciation, B, 0%, 2056   | 79,566     | 784        |

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

| Issuer  | Shares/Par | Value (\$) |
|---|------------|------------|
| <b>Municipal Bonds - continued</b>  |            |            |
| Healthcare Revenue - Long Term Care - continued   |            |            |
| Massachusetts Development Finance Agency Rev. (The Groves in Lincoln), A, 7.75%, 2039                                 | \$ 150,000 | \$ 154,214 |
| Massachusetts Development Finance Agency Rev. (The Groves in Lincoln), A, 7.875%, 2044                                | 225,000    | 230,963    |
| Montgomery County, PA, Higher Education & Health Authority Rev. (AHF/Montgomery), 6.875%, 2036                        | 1,170,000  | 1,054,907  |
| Montgomery County, PA, Industrial Development Authority Rev. (Whitemarsh Continuing Care), 6.125%, 2028               | 250,000    | 221,198    |
| Montgomery County, PA, Industrial Development Authority Rev. (Whitemarsh Continuing Care), 6.25%, 2035                | 510,000    | 434,841    |
| New Jersey Economic Development Authority Rev. (Lions Gate), A, 5.875%, 2037  | 530,000    | 460,968    |
| New Jersey Economic Development Authority Rev. (Seabrook Village, Inc.), 5.25%, 2036                                  | 715,000    | 603,653    |
| Norfolk, VA, Redevelopment & Housing Authority Rev. (Fort Norfolk Retirement Community), A, 6%, 2025                  | 215,000    | 200,526    |
| Norfolk, VA, Redevelopment & Housing Authority Rev. (Fort Norfolk Retirement Community), A, 6.125%, 2035              | 330,000    | 298,838    |
| Sarasota County, FL, Health Facility Authority Rev. (Sarasota Manatee), 5.75%, 2037                                   | 490,000    | 406,837    |
| Sarasota County, FL, Health Facility Authority Rev. (Sarasota Manatee), 5.75%, 2045                                   | 105,000    | 84,909     |
| Scott County, IA, Rev. (Ridgecrest Village), 5.25%, 2027  | 245,000    | 208,902    |
| Shelby County, TN, Health, Educational & Housing Facilities Board Rev. (Germantown Village), A, 7.25%, 2034           | 820,000    | 778,697    |
| South Carolina Jobs & Economic Development Authority Rev. (Lutheran Homes of South Carolina), 5.5%, 2028              | 130,000    | 112,930    |
| South Carolina Jobs & Economic Development Authority Rev. (Lutheran Homes of South Carolina), 5.625%, 2042            | 150,000    | 122,867    |
| South Carolina Jobs & Economic Development Authority Rev. (Woodlands at Furman), A, 6%, 2027 (a)                      | 515,000    | 260,492    |
| South Carolina Jobs & Economic Development Authority Rev. (Woodlands at Furman), A, 6%, 2042 (a)                      | 470,000    | 233,153    |
| St. Johns County, FL, Industrial Development Authority Rev. (Presbyterian Retirement), A, 6%, 2045                    | 1,565,000  | 1,577,520  |
| Sterling, IL (Hoosier Care), 7.125%, 2034   | 655,000    | 600,576    |
| Suffolk County, NY, Industrial Development Agency (Medford Hamlet Assisted Living), 6.375%, 2039                      | 480,000    | 406,997    |
| Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility (Air Force Village), 6.125%, 2029 | 115,000    | 116,413    |
| Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility (Air Force Village), 5.125%, 2037 | 365,000    | 317,112    |

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

| Issuer  | Shares/Par | Value (\$)    |
|---|------------|---------------|
| <b>Municipal Bonds - continued</b>  |            |               |
| <b>Healthcare Revenue - Long Term Care - continued</b>  |            |               |
| Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility (Air Force Village), 6.375%, 2044                       | \$ 780,000 | \$ 785,569    |
| Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility (Stayton at Museum Way), 8.25%, 2044                    | 1,500,000  | 1,536,975     |
| Travis County, TX, Health Facilities Development Corp. Rev. (Westminster Manor Health), 7%, 2030  | 245,000    | 260,266       |
| Travis County, TX, Health Facilities Development Corp. Rev. (Westminster Manor Health), 7.125%, 2040  | 370,000    | 386,587       |
| Travis County, TX, Health Facilities Development Corp., Retirement Facilities Rev. (Querencia Barton Creek), 5.5%, 2025                     | 460,000    | 414,920       |
| Ulster County, NY, Industrial Development Agency (Woodland Pond), A, 6%, 2037   | 1,075,000  | 775,570       |
|   |            | \$ 37,122,022 |
| <b>Healthcare Revenue - Other - 0.3%</b>  |            |               |
| Koyukuk, AK, Tanana Chiefs Conference, Healthcare Facilities Project, 7.75%, 2041   | \$ 705,000 | \$ 711,958    |
| <b>Human Services - 2.6%</b>  |            |               |
| Alaska Industrial Development & Export Authority Community Provider Rev. (Boys & Girls Home of Alaska, Inc.), 5.875%, 2027 (a)              | \$ 210,000 | \$ 136,500    |
| Alaska Industrial Development & Export Authority Community Provider Rev. (Boys & Girls Home of Alaska, Inc.), 6%, 2036 (a)                  | 325,000    | 211,250       |
| Greenville County, SC, Hospital Rev. (Chestnut Hill), A, 8%, 2015   | 1,170,000  | 1,178,728     |
| Louisiana Local Government, Environmental Facilities & Community Development Authority Rev. (CDF Healthcare), A, 7%, 2036                   | 500,000    | 465,225       |
| Louisiana Local Government, Environmental Facilities & Community Development Authority Rev. (CDF Healthcare), C, 7%, 2036                   | 375,000    | 348,919       |
| Louisiana Local Government, Environmental Facilities & Community Development Authority Rev. (Westside Rehab Center Project), A, 6.85%, 2036 | 1,100,000  | 998,085       |
| Louisiana Local Government, Environmental Facilities & Community Development Authority Rev. (Westside Rehab Center Project), B, 6.5%, 2013  | 115,000    | 115,461       |
| Massachusetts Development Finance Agency Rev. (Evergreen Center, Inc.), 5.5%, 2035  | 620,000    | 568,385       |
| New York, NY, Industrial Development Agency, Civic Facility Rev. (A Very Special Place), A, 5.75%, 2029                                     | 1,000,000  | 840,130       |
| New York, NY, Industrial Development Agency, Civic Facility Rev. (Special Needs Facilities), 6.5%, 2017                                     | 1,030,000  | 993,497       |
| Orange County, FL, Health Facilities Authority Rev. (GF/Orlando Healthcare Facilities), 9%, 2031  | 1,000,000  | 981,750       |

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

| Issuer  | Shares/Par   | Value (\$)    |
|---|--------------|---------------|
| <b>Municipal Bonds - continued</b>  |              |               |
| <b>Human Services - continued</b>   |              |               |
| Osceola County, FL, Industrial Development Authority Rev. (Community Provider), 7.75%, 2017                   | \$ 165,000   | \$ 165,969    |
|   |              | \$ 7,003,899  |
| <b>Industrial Revenue - Airlines - 7.1%</b>   |              |               |
| Clayton County, GA, Development Authority Special Facilities Rev. (Delta Airlines, Inc.), A , 8.75%, 2029     | \$ 555,000   | \$ 638,838    |
| Clayton County, GA, Development Authority Special Facilities Rev. (Delta Airlines, Inc.), B , 9%, 2035        | 285,000      | 306,646       |
| Denver, CO, City & County Airport Rev. (United Airlines), 5.25%, 2032   | 3,735,000    | 3,119,173     |
| Denver, CO, City & County Airport Rev. (United Airlines), 5.75%, 2032   | 1,600,000    | 1,425,280     |
| Houston, TX, Airport Systems Rev., Special Facilities (Continental Airlines, Inc.), E , 6.75%, 2029           | 2,940,000    | 2,900,898     |
| Houston, TX, Airport Systems Rev., Special Facilities (Continental Airlines, Inc.), E , 7%, 2029              | 385,000      | 385,243       |
| Los Angeles, CA, Regional Airport Lease Rev. (American Airlines, Inc.), C , 7.5%, 2024                        | 850,000      | 789,319       |
| New Jersey Economic Development Authority, Special Facilities Rev. (Continental Airlines, Inc.), 6.25%, 2029  | 1,300,000    | 1,218,906     |
| New Jersey Economic Development Authority, Special Facilities Rev. (Continental Airlines, Inc.), 7.2%, 2030   | 1,595,000    | 1,595,096     |
| New York, NY, City Industrial Development Agencies Rev. (American Airlines, Inc.), 7.5%, 2016                 | 725,000      | 683,146       |
| New York, NY, City Industrial Development Agencies Rev. (American Airlines, Inc.), 7.625%, 2025               | 5,485,000    | 5,111,691     |
| New York, NY, City Industrial Development Agencies Rev. (American Airlines, Inc.), 7.75%, 2031                | 1,025,000    | 954,695       |
|   |              | \$ 19,128,931 |
| <b>Industrial Revenue - Chemicals - 2.1%</b>  |              |               |
| Brazos River, TX, Harbor Navigation District (Dow Chemical Co.), A , 5.95%, 2033                              | \$ 2,000,000 | \$ 2,013,240  |
| Brazos River, TX, Harbor Navigation District (Dow Chemical Co.), B-2 , 4.95%, 2033                            | 75,000       | 70,460        |
| Louisiana Environmental Facilities & Community Development Authority Rev. (Westlake Chemical), 6.75%, 2032    | 1,000,000    | 1,045,980     |
| Louisiana Environmental Facilities & Community Development Authority Rev. (Westlake Chemical), A , 6.5%, 2029 | 610,000      | 639,750       |
| Red River Authority, TX, Pollution Control Rev. (Celanese Project) B , 6.7%, 2030                             | 1,920,000    | 1,875,706     |
|   |              | \$ 5,645,136  |

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

| Issuer  | Shares/Par | Value (\$)    |
|---|------------|---------------|
| <b>Municipal Bonds - continued</b>  |            |               |
| <b>Industrial Revenue - Environmental Services - 1.1%</b>   |            |               |
| California Pollution Control Financing Authority, Solid Waste Disposal Rev. (Waste Management, Inc.), A, 5%, 2022                 | \$ 695,000 | \$ 708,601    |
| Gulf Coast Waste Disposal Authority (Waste Management, Inc.), 5.2%, 2028  | 440,000    | 441,439       |
| Henrico County, VA, Industrial Development Authority Rev. (Browning Ferris, Inc.), 5.45%, 2014                                    | 1,750,000  | 1,844,255     |
|   |            | \$ 2,994,295  |
| <b>Industrial Revenue - Other - 6.1%</b>  |            |               |
| Baker, FL, Correctional Development Corp. (Baker County Detention Center), 7.5%, 2030   | \$ 440,000 | \$ 386,619    |
| California Statewide Communities, Development Authority Facilities (Microgy Holdings Project), 9%, 2038 (a)(d)                    | 12,624     | 126           |
| Gulf Coast, TX, Industrial Development Authority Rev. (Microgy Holdings LLC Project), 7%, 2036 (a)(d)                             | 224,775    | 2,246         |
| Gulf Coast, TX, Industrial Development Authority Rev. (Valero Energy Corp.), 5.6%, 2031   | 1,750,000  | 1,630,248     |
| Gulf Coast, TX, Waste Disposal Rev. (Valero Energy Corp.), 6.65%, 2032  | 1,000,000  | 1,007,670     |
| Houston, TX, Industrial Development Corp. (United Parcel Service, Inc.), 6%, 2023   | 90,000     | 77,101        |
| Liberty, NY, Development Corp. Rev. (Goldman Sachs Headquarters), 5.25%, 2035   | 3,185,000  | 3,245,993     |
| New Jersey Economic Development Authority Rev. (GMT Realty LLC), B, 6.875%, 2037  | 430,000    | 379,970       |
| New Jersey Economic Development Authority Rev. (GMT Realty LLC), C, 6.5%, 2015  | 700,000    | 699,202       |
| New York, NY, City Industrial Development Agency Rev., Liberty Bonds (IAC/InterActiveCorp), 5%, 2035                              | 620,000    | 545,656       |
| Park Creek Metropolitan District, CO, Rev. (Custodial Receipts), CR-1, 7.875%, 2032 (b)(n)  | 1,270,000  | 1,324,851     |
| Park Creek Metropolitan District, CO, Rev. (Custodial Receipts), CR-2, 7.875%, 2032 (b)(n)  | 580,000    | 605,050       |
| Pennsylvania Economic Development Financing Authority, Finance Authority Facilities Rev. (Amtrak Passenger Corp.), A, 6.25%, 2031 | 2,000,000  | 1,999,980     |
| Philadelphia, PA, Industrial Development Authority Rev. (Host Marriott LP), 7.75%, 2017   | 3,255,000  | 3,261,087     |
| Texas Midwest Public Facilities Corp. Rev. (Secure Treatment Facilities Project), 9%, 2030 (a)(d)                                 | 395,000    | 213,300       |
| Tooele County, UT, Hazardous Waste Treatment Rev. (Union Pacific Corp.), 5.7%, 2026   | 1,120,000  | 1,127,997     |
|   |            | \$ 16,507,096 |

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

| Issuer   | Shares/Par   | Value (\$)   |
|--|--------------|--------------|
| <b>Municipal Bonds - continued</b>   |              |              |
| <b>Industrial Revenue - Paper - 3.2%</b>   |              |              |
| Bedford County, VA, Industrial Development Authority Rev. (Nekoosa Packaging), A , 6.55%, 2025                             | \$ 1,115,000 | \$ 1,115,580 |
| Brunswick & Glynn County, GA, Development Authority Rev. (Georgia-Pacific LLC), 5.55%, 2026                                | 440,000      | 439,534      |
| Butler, AL, Industrial Development Board, Solid Waste Disposal Rev. (Georgia-Pacific Corp.), 5.75%, 2028                   | 155,000      | 155,467      |
| Cass County, TX, Industrial Development Corp. (International Paper Co.), A , 4.625%, 2027                                  | 2,150,000    | 1,921,778    |
| Delta County, MI, Economic Development Corp., Environmental Improvement Rev. (Mead Westvaco Escanaba), B , 6.45%, 2012 (c) | 500,000      | 513,005      |
| Effingham County, GA, Development Authority, Solid Waste Disposal Rev. (Fort James), 5.625%, 2018                          | 850,000      | 853,553      |
| Effingham County, GA, Industrial Development Authority, Pollution Control (Georgia-Pacific Corp.), 6.5%, 2031              | 500,000      | 501,930      |
| Escambia County, FL, Environmental Improvement Rev. (International Paper Co.), A , 4.75%, 2030                             | 525,000      | 458,026      |
| Lowndes County, MS, Solid Waste Disposal & Pollution Control Rev. (Weyerhaeuser Co.), 6.8%, 2022                           | 2,000,000    | 2,154,540    |
| Rockdale County, GA, Development Authority Project Rev. (Visy Paper Project), A , 6.125%, 2034                             | 640,000      | 634,195      |
| West Point, VA, Industrial Development Authority, Solid Waste Disposal Rev. (Chesapeake Corp.), 6.25%, 2019 (a)(d)         | 1,870,000    | 39,270       |
| West Point, VA, Industrial Development Authority, Solid Waste Disposal Rev. (Chesapeake Corp.), A , 6.375%, 2019 (a)(d)    | 700,000      | 14,700       |
|  |              | \$ 8,801,578 |
| <b>Miscellaneous Revenue - Entertainment &amp; Tourism - 0.9%</b>  |              |              |
| Brooklyn, NY, Arena Local Development Corp. (Barclays Center Project), 6%, 2030  | \$ 230,000   | \$ 238,869   |
| Brooklyn, NY, Arena Local Development Corp. (Barclays Center Project), 6.25%, 2040   | 150,000      | 156,326      |
| Fort Sill Apache Tribe, OK, Economic Development Authority, Gaming Enterprise, A , 8.5%, 2026 (n)                          | 520,000      | 522,636      |
| Harris County, Houston, TX, Sports Authority, Special Rev., A , NATL, 5%, 2025   | 885,000      | 791,756      |
| New York Liberty Development Corp. Rev. (National Sports Museum), A , 6.125%, 2019 (a)(d)                                  | 369,599      | 4            |
| Seminole Tribe, FL, Special Obligation Rev., A , 5.25%, 2027 (n)   | 515,000      | 471,282      |
| Seneca Nation Indians, NY, Capital Improvements Authority, Special Obligation, 5%, 2023 (n)                                | 275,000      | 228,275      |
|  |              | \$ 2,409,148 |

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

| Issuer  | Shares/Par | Value (\$)    |
|---|------------|---------------|
| <b>Municipal Bonds - continued</b>  |            |               |
| <b>Miscellaneous Revenue - Other - 4.0%</b>   |            |               |
| Austin, TX, Convention Center (Convention Enterprises, Inc.), A, 5.25%, 2015  | \$ 500,000 | \$ 512,235    |
| Austin, TX, Convention Center (Convention Enterprises, Inc.), A, SYNCORA, 5.25%, 2017                               | 215,000    | 215,658       |
| Austin, TX, Convention Center (Convention Enterprises, Inc.), A, SYNCORA, 5.25%, 2020                               | 170,000    | 164,404       |
| Austin, TX, Convention Center (Convention Enterprises, Inc.), A, SYNCORA, 5.25%, 2024                               | 330,000    | 310,995       |
| Austin, TX, Convention Center (Convention Enterprises, Inc.), A, SYNCORA, 5%, 2034                                  | 200,000    | 168,312       |
| Citizens Property Insurance Corp., FL, A-1, 5%, 2019  | 245,000    | 261,202       |
| Citizens Property Insurance Corp., FL, A-1, 5%, 2020  | 1,285,000  | 1,355,521     |
| Cleveland-Cuyahoga County, OH, Port Authority Rev., 7%, 2040  | 235,000    | 240,031       |
| Cleveland-Cuyahoga County, OH, Port Authority Rev. (Cleveland City), B, 4.5%, 2030                                  | 390,000    | 289,653       |
| Cleveland-Cuyahoga County, OH, Port Authority Rev. (Fairmount), B, 5.125%, 2025                                     | 150,000    | 127,995       |
| Columbus, OH, Franklin County Finance Authority Development Rev., 6%, 2035  | 705,000    | 690,202       |
| Dayton Montgomery County, OH, Port Authority Rev. (Parking Garage), 6.125%, 2024                                    | 1,130,000  | 1,108,214     |
| Hardeman County, TN, Correctional Facilities Rev., 7.75%, 2017  | 1,350,000  | 1,351,229     |
| Houston, TX, Industrial Development Corp. Rev. (Aero Syracuse LLC), 6.375%, 2023                                    | 80,000     | 72,202        |
| Massachusetts Port Authority Facilities Rev. (Conrac Project), A, 5.125%, 2041                                      | 65,000     | 66,715        |
| New Orleans, LA, Aviation Board Gulf Opportunity Zone CFC Rev. (Consolidated Rental Car), A, 6.25%, 2030            | 455,000    | 475,480       |
| New York Liberty Development Corp., Liberty Rev. (One Bryant Park LLC), 6.375%, 2049                                | 1,065,000  | 1,103,702     |
| Riversouth, OH, Authority Rev. (Lazarus Building), A, 5.75%, 2027   | 1,125,000  | 986,558       |
| Southwestern Illinois Development Authority Rev., Solid Waste Disposal Rev., 5.9%, 2014                             | 175,000    | 175,368       |
| Summit County, OH, Port Authority Building Rev. (Flats East Development Recovery Zone Facility Bonds), 6.875%, 2040 | 85,000     | 86,800        |
| Summit County, OH, Port Authority Building Rev. (Seville Project), A, 5.1%, 2025                                    | 165,000    | 141,611       |
| Summit County, OH, Port Authority Building Rev. (Twinsburg Township), D, 5.125%, 2025                               | 145,000    | 124,765       |
| Summit County, OH, Port Authority Building Rev. (Workforce Policy Board), F, 4.875%, 2025                           | 915,000    | 763,851       |
|   |            | \$ 10,792,703 |



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

| Issuer  | Shares/Par | Value (\$)   |
|---|------------|--------------|
| <b>Municipal Bonds - continued</b>  |            |              |
| <b>Multi-Family Housing Revenue - 2.4%</b>  |            |              |
| Bay County, FL, Housing Finance Authority, Multi-Family Rev. (Andrews Place II Apartments), AGM, 5%, 2035   | \$ 210,000 | \$ 201,781   |
| Charter Mac Equity Issuer Trust, FHLMC, 6%, 2019 (n)  | 2,000,000  | 2,059,740    |
| Indianapolis, IN, Multi-Family Rev. (Cambridge Station Apartments II), FNMA, 5.25%, 2039 (b)  | 435,000    | 436,096      |
| Metropolitan Government of Nashville & Davidson County, TN, Health, Educational & Housing Facilities Board Rev. (Berkshire Place), GNMA, 6%, 2023 | 485,000    | 487,095      |
| Mississippi Home Corp., Rev. (Kirkwood Apartments), 6.8%, 2037 (d)(q)   | 1,095,000  | 608,393      |
| MuniMae TE Bond Subsidiary LLC, 5.4%, 2049 (z)  | 1,000,000  | 640,980      |
| MuniMae TE Bond Subsidiary LLC, FRN, 7.5%, 2049 (n)   | 1,717,332  | 1,631,775    |
| North Charleston, SC, Housing Authority Rev. (Horizon Village), A, GNMA, 5.15%, 2048  | 445,000    | 434,956      |
|   |            | \$ 6,500,816 |
| <b>Parking - 0.2%</b>   |            |              |
| Boston, MA, Metropolitan Transit Parking Corp., Systemwide Parking Rev., 5.25%, 2036  | \$ 460,000 | \$ 484,918   |
| <b>Port Revenue - 0.2%</b>  |            |              |
| Maryland Economic Development Corp. Rev. (Port America Chesapeake Terminal Project), B, 5.375%, 2025  | \$ 195,000 | \$ 195,722   |
| Maryland Economic Development Corp. Rev. (Port America Chesapeake Terminal Project), B, 5.75%, 2035   | 375,000    | 373,065      |
|   |            | \$ 568,787   |
| <b>Sales &amp; Excise Tax Revenue - 2.3%</b>  |            |              |
| Chicago, IL, Transit Authority Sales Tax Receipts Rev., 5.25%, 2030   | \$ 550,000 | \$ 574,041   |
| Colorado Regional Transportation District, Private Activity Rev. (Denver Transportation Partners), 6%, 2034                                       | 1,180,000  | 1,195,824    |
| Colorado Regional Transportation District, Private Activity Rev. (Denver Transportation Partners), 6%, 2041                                       | 590,000    | 596,307      |
| Desloge, MO, Tax Increment Rev. (U.S. Highway 67 Street Redevelopment), 5.2%, 2020  | 40,000     | 38,388       |
| Massachusetts Bay Transportation Authority, Sales Tax Rev., A, 5%, 2024   | 2,150,000  | 2,562,564    |
| Puerto Rico Sales Tax Financing Corp., Sales Tax Rev., A, 5.375%, 2039  | 395,000    | 406,759      |
| Puerto Rico Sales Tax Financing Corp., Sales Tax Rev., A, 5.5%, 2042  | 350,000    | 360,962      |

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*Portfolio of Investments continued*

| Issuer   | Shares/Par | Value (\$)   |
|--|------------|--------------|
| <b>Municipal Bonds - continued</b>   |            |              |
| <b>Sales &amp; Excise Tax Revenue - continued</b>  |            |              |
| Puerto Rico Sales Tax Financing Corp., Sales Tax Rev., C , 5.25%, 2041   | \$ 180,000 | \$ 182,506   |
| Utah Transit Authority Sales Tax Rev., Capital Appreciation, A , NATL, 0%, 2028  | 950,000    | 415,445      |
|  |            | \$ 6,332,796 |
| <b>Single Family Housing - Local - 0.2%</b>  |            |              |
| Nortex, TX, Housing Finance Corp., Single Family Mortgage Rev., B , 5.5%, 2038   | \$ 20,000  | \$ 16,441    |
| Sedgwick & Shawnee Counties, KS, Single Family Housing Rev., A , GNMA, 5.9%, 2035  | 140,000    | 141,966      |
| Sedgwick & Shawnee Counties, KS, Single Family Housing Rev., A , GNMA, 6.25%, 2035   | 55,000     | 57,214       |
| Sedgwick & Shawnee Counties, KS, Single Family Housing Rev., A-1 , GNMA, 5.75%, 2037   | 45,000     | 46,953       |
| Sedgwick & Shawnee Counties, KS, Single Family Housing Rev., A-2 , GNMA, 5.75%, 2037   | 140,000    | 141,847      |
| Sedgwick & Shawnee Counties, KS, Single Family Housing Rev., A-5 , GNMA, 5.9%, 2037  | 75,000     | 76,053       |
|  |            | \$ 480,474   |
| <b>Single Family Housing - State - 0.4%</b>  |            |              |
| Colorado Housing & Finance Authority Rev., C-2 , 5.9%, 2023  | \$ 100,000 | \$ 105,048   |
| Colorado Housing & Finance Authority Rev., C-2 , FHA, 6.6%, 2032   | 85,000     | 89,435       |
| Colorado Housing & Finance Authority Rev., C-3 , FHA, 6.375%, 2033   | 35,000     | 36,348       |
| Colorado Housing & Finance Authority Rev., D-2 , 6.9%, 2029  | 140,000    | 145,641      |
| Nebraska Investment Finance Authority Single Family Mortgage Rev., Capital Appreciation, 0%, 2015                                | 55,000     | 40,266       |
| Texas Affordable Housing Corp. (Single Family Mortgage), B , GNMA, 5.25%, 2039   | 700,000    | 708,330      |
|  |            | \$ 1,125,068 |
| <b>Solid Waste Revenue - 1.2%</b>  |            |              |
| Massachusetts Development Finance Agency, Resource Recovery Rev. (Ogden Haverhill Associates), A , 6.7%, 2014                    | \$ 225,000 | \$ 226,107   |
| Massachusetts Development Finance Agency, Resource Recovery Rev. (Ogden Haverhill Associates), A , 5.6%, 2019                    | 2,850,000  | 2,857,239    |
| Pennsylvania Economic Development Financing Authority, Sewer Sludge Disposal Rev. (Philadelphia Biosolids Facility), 6.25%, 2032 | 145,000    | 151,963      |
|  |            | \$ 3,235,309 |

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

| Issuer   | Shares/Par | Value (\$)   |
|--|------------|--------------|
| <b>Municipal Bonds - continued</b>   |            |              |
| <b>State &amp; Agency - Other - 0.4%</b>   |            |              |
| Commonwealth of Puerto Rico (Mepsi Campus), A , 6.25%, 2024  | \$ 200,000 | \$ 197,722   |
| Commonwealth of Puerto Rico (Mepsi Campus), A , 6.5%, 2037   | 900,000    | 857,790      |
|  |            | \$ 1,055,512 |
| <b>State &amp; Local Agencies - 0.4%</b>   |            |              |
| Golden State, CA, Tobacco Securitization Corp., Tobacco Settlement Rev., Enhanced, A , FGIC, 5%, 2035                    | \$ 220,000 | \$ 212,890   |
| Guam Government Department of Education (John F. Kennedy High School), A , COP, 6.875%, 2040                             | 620,000    | 626,826      |
| Philadelphia, PA, Municipal Authority Rev., 6.5%, 2034   | 260,000    | 272,574      |
|  |            | \$ 1,112,290 |
| <b>Student Loan Revenue - 0.6%</b>   |            |              |
| Access to Loans for Learning, CA, Student Loan Rev., 7.95%, 2030   | \$ 650,000 | \$ 643,110   |
| Massachusetts Educational Financing Authority, Education Loan Rev., H , ASSD GTY, 6.35%, 2030                            | 840,000    | 869,274      |
|  |            | \$ 1,512,384 |
| <b>Tax - Other - 1.3%</b>  |            |              |
| Hudson Yards, NY, Infrastructure Corp. Rev., A , 5%, 2047  | \$ 710,000 | \$ 702,971   |
| Hudson Yards, NY, Infrastructure Corp. Rev., A , 5.75%, 2047   | 620,000    | 656,034      |
| New York Dormitory Authority, State Personal Income Tax Rev., C , 5%, 2034 (f)   | 1,670,000  | 1,791,225    |
| Virgin Islands Public Finance Authority Rev. (Diageo Project), A , 6.75%, 2037   | 395,000    | 420,833      |
|  |            | \$ 3,571,063 |
| <b>Tax Assessment - 4.7%</b>   |            |              |
| Anne Arundel County, MD, Special Obligation (National Business Park-North Project), 6.1%, 2040                           | \$ 265,000 | \$ 263,977   |
| Arborwood Community Development District, FL, Capital Improvement Rev. (Master Infrastructure Projects), A , 5.35%, 2036 | 590,000    | 403,861      |
| Arborwood Community Development District, FL, Special Assessment (Master Infrastructure Projects), B , 5.1%, 2014        | 195,000    | 152,461      |
| Atlanta, GA, Tax Allocation (Eastside Project), B , 5.6%, 2030   | 815,000    | 802,164      |
| Atlanta, GA, Tax Allocation (Princeton Lakes Project), 5.5%, 2031  | 470,000    | 435,347      |
| Baltimore, MD, Special Obligation. (East Baltimore Research Park Project), A , 7%, 2038                                  | 715,000    | 720,677      |
| Capital Region Community Development District, FL, Capital Improvement Rev., A , 7%, 2039                                | 630,000    | 526,409      |
| Concord Station Community Development District, FL, Special Assessment, 5%, 2015   | 145,000    | 139,739      |

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

| Issuer  | Shares/Par | Value (\$) |
|---|------------|------------|
| <b>Municipal Bonds - continued</b>  |            |            |
| <b>Tax Assessment - continued</b>   |            |            |
| Du Page County, IL, Special Service Area No. 31 Special Tax (Monarch Landing Project), 5.625%, 2036   | \$ 305,000 | \$ 240,017 |
| Fishhawk Community Development District, FL, 7.04%, 2014  | 45,000     | 44,514     |
| Heritage Harbour North Community Development District, FL, Capital Improvement Rev., 6.375%, 2038     | 560,000    | 479,433    |
| Homestead, Community Development District, FL, Special Assessment, A, 6%, 2037                        | 660,000    | 409,220    |
| Homestead, Community Development District, FL, Special Assessment, B, 5.9%, 2013                      | 270,000    | 161,133    |
| Killarney Community Development District, FL, Special Assessment, B, 5.125%, 2009 (a)(d)              | 170,000    | 76,500     |
| Lancaster County, SC, Assessment Rev. (Sun City Carolina Lakes), 5.45%, 2037                          | 100,000    | 82,980     |
| Legends Bay Community Development District, FL, A, 5.5%, 2014   | 420,000    | 340,322    |
| Legends Bay Community Development District, FL, A, 5.875%, 2038                                       | 355,000    | 256,587    |
| Main Street Community Development District, FL, A, 6.8%, 2038   | 545,000    | 468,144    |
| Naturewalk Community Development District, FL, Capital Improvement Rev., B, 5.3%, 2016 (d)(q)         | 650,000    | 390,481    |
| New Port Tampa Bay Community Development District, FL, Special Assessment, B, 5.3%, 2012 (a)(d)       | 440,000    | 132,000    |
| Ohio County, WV, Commission Tax Increment Rev. (Fort Henry Centre), A, 5.85%, 2034                    | 235,000    | 236,652    |
| Old Palm Community Development District, FL, Special Assessment (Palm Beach Gardens), B, 5.375%, 2014 | 220,000    | 207,731    |
| OTC Community Development District, FL, Special Assessment, A, 5.3%, 2038                             | 945,000    | 792,175    |
| Overland Park, KS, Special Assessment (Tallgrass Creek), 4.85%, 2016                                  | 170,000    | 159,591    |
| Overland Park, KS, Special Assessment (Tallgrass Creek), 5.125%, 2028                                 | 592,000    | 468,823    |
| Panther Trace II, Community Development District, FL, Special Assessment, 5.125%, 2013                | 235,000    | 207,902    |
| Parker Road Community Development District, FL, A, 5.6%, 2038   | 325,000    | 185,250    |
| Parkway Center Community Development District, FL, Special Assessment, B, 5.625%, 2014                | 800,000    | 693,400    |
| Paseo Community Development District, FL, B, 4.875%, 2010 (a)(d)                                      | 390,000    | 142,350    |
| Prince George's County, MD, Special Obligation (National Harbor Project), 5.2%, 2034                  | 245,000    | 220,980    |
| Sterling Hill Community Development District, FL, Special Assessment, 5.5%, 2010 (d)                  | 175,000    | 127,750    |
| Stone Ridge, CO, Metropolitan District No. 2, 7.25%, 2031   | 800,000    | 663,888    |

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

| Issuer   | Shares/Par   | Value (\$)    |
|--|--------------|---------------|
| <b>Municipal Bonds - continued</b>   |              |               |
| <b>Tax Assessment - continued</b>  |              |               |
| Tolomato Community Development District, FL, Special Assessment, 6.65%, 2040   | \$ 1,070,000 | \$ 692,344    |
| Tuscany Reserve Community Development District, FL, Special Assessment, B , 5.25%, 2016  | 785,000      | 686,530       |
| Villa Vizcaya Community Development District, FL, A , 5.55%, 2039 (a)(d)   | 210,000      | 94,500        |
| Watergrass Community Development District, FL, A , 5.375%, 2039  | 420,000      | 222,445       |
| Watergrass Community Development District, FL, Special Assessment, B , 6.96%, 2017   | 535,000      | 491,911       |
|  |              | \$ 12,820,188 |
| <b>Tobacco - 6.9%</b>  |              |               |
| Badger, WI, Tobacco Asset Securitization Corp., 6.125%, 2012 (c)   | \$ 1,530,000 | \$ 1,581,224  |
| Buckeye, OH, Tobacco Settlement Financing Authority, A-2 , 5.125%, 2024  | 2,905,000    | 2,234,700     |
| Buckeye, OH, Tobacco Settlement Financing Authority, A-2 , 5.875%, 2030  | 2,740,000    | 2,065,549     |
| California Statewide Financing Authority, Tobacco Settlement, 5.625%, 2029   | 1,440,000    | 1,319,299     |
| District of Columbia, Tobacco Settlement, 6.25%, 2024  | 810,000      | 811,361       |
| Golden State, CA, Tobacco Securitization Corp., Tobacco Settlement Rev., A-1 , 5.75%, 2047                                     | 1,035,000    | 747,001       |
| Golden State, CA, Tobacco Securitization Corp., Tobacco Settlement Rev., A-4 , 7.8%, 2013 (c)                                  | 1,000,000    | 1,112,890     |
| Illinois Railsplitter Tobacco Settlement Authority, 5.5%, 2023   | 880,000      | 923,375       |
| Illinois Railsplitter Tobacco Settlement Authority, 6%, 2028   | 2,645,000    | 2,746,304     |
| Inland Empire, CA, Tobacco Securitization Corp., Tobacco Settlement Rev., Asset Backed, Capital Appreciation, C-1 , 0%, 2036   | 3,270,000    | 295,085       |
| Iowa Tobacco Settlement Authority, Tobacco Settlement Rev., Asset Backed, B , 5.6%, 2034                                       | 1,635,000    | 1,315,799     |
| Louisiana Tobacco Settlement Authority Rev., 2001-B , 5.5%, 2030   | 1,080,000    | 1,075,010     |
| New Jersey Tobacco Settlement Financing Corp., 5.75%, 2012 (c)   | 525,000      | 541,595       |
| New Jersey Tobacco Settlement Financing Corp., 7%, 2013 (c)  | 15,000       | 16,543        |
| New Jersey Tobacco Settlement Financing Corp., 1-A , 5%, 2041  | 2,095,000    | 1,391,541     |
| Silicon Valley Tobacco Securitization Authority, CA, Tobacco Settlement Rev. (Santa Clara), Capital Appreciation, A , 0%, 2036 | 2,115,000    | 209,110       |
| Silicon Valley Tobacco Securitization Authority, CA, Tobacco Settlement Rev. (Santa Clara), Capital Appreciation, A , 0%, 2041 | 1,560,000    | 89,513        |
| Washington Tobacco Settlement Authority Rev., 6.5%, 2026   | 130,000      | 132,404       |
|  |              | \$ 18,608,303 |

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

| Issuer  | Shares/Par   | Value (\$)   |
|---|--------------|--------------|
| <b>Municipal Bonds - continued</b>  |              |              |
| <b>Toll Roads - 1.7%</b>  |              |              |
| E-470 Public Highway Authority, Colorado Rev., Capital Appreciation, B , NATL, 0%, 2027                     | \$ 4,115,000 | \$ 1,454,447 |
| Mid-Bay Bridge Authority, FL, Springing Lien Rev., A , 7.25%, 2040  | 1,580,000    | 1,661,923    |
| North Texas Tollway Authority Rev., 6%, 2038  | 1,505,000    | 1,629,373    |
|   |              | \$ 4,745,743 |
| <b>Transportation - Services - 0.1%</b>   |              |              |
| Chicago, IL, Transit Authority Sales Tax Receipts Rev., 5.25%, 2029   | \$ 275,000   | \$ 288,596   |
| Chicago, IL, Transit Authority Sales Tax Receipts Rev., 5.25%, 2031   | 105,000      | 109,162      |
|   |              | \$ 397,758   |
| <b>Transportation - Special Tax - 1.1%</b>  |              |              |
| Telluride, CO, Real Estate Transfer Assessment Rev. (Gondola Transit Co.), ETM, 11.5%, 2012 (c)             | \$ 2,900,000 | \$ 2,945,153 |
| <b>Universities - Colleges - 15.5%</b>  |              |              |
| Brevard County, FL, Industrial Development Rev. (TUFF Florida Tech LLC Project), 6.75%, 2039                | \$ 1,055,000 | \$ 1,100,587 |
| California Educational Facilities Authority Rev. (Chapman University), 5%, 2031                             | 240,000      | 243,590      |
| California Municipal Finance Authority Rev. (University of La Verne), A , 6.25%, 2040                       | 530,000      | 545,550      |
| California State University Rev., A , 5%, 2037  | 1,950,000    | 2,024,607    |
| California Statewide Communities Development Authority Rev. (California Baptist University), A , 5.4%, 2027 | 370,000      | 351,748      |
| California Statewide Communities Development Authority Rev. (California Baptist University), A , 5.5%, 2038 | 420,000      | 370,255      |
| Harris County, TX, Cultural Education Facilities Rev. (Baylor College of Medicine), D , 5.625%, 2032        | 510,000      | 495,603      |
| Houston, TX, Community College Systems, COP, NATL, 7.875%, 2012 (c)   | 2,500,000    | 2,619,450    |
| Illinois Finance Authority Rev. (Illinois Institute of Technology), A , 5%, 2031                            | 795,000      | 602,705      |
| Illinois Finance Authority Rev. (Illinois Institute of Technology), A , 5%, 2036                            | 1,380,000    | 1,013,210    |
| Illinois Finance Authority Rev. (Roosevelt University Project), 6.25%, 2029                                 | 905,000      | 940,956      |
| Illinois Finance Authority Rev. (Roosevelt University Project), 6.5%, 2039                                  | 300,000      | 312,768      |
| Louisiana State University (Health Sciences Center Project), NATL, 6.375%, 2031                             | 2,500,000    | 2,514,550    |
| Massachusetts Development Finance Agency Rev. (Simmons College), H , SYNCORA, 5.25%, 2033                   | 110,000      | 106,927      |

**Table of Contents**

*Portfolio of Investments continued*

| Issuer   | Shares/Par    | Value (\$)           |
|--|---------------|----------------------|
| <b>Municipal Bonds - continued</b>   |               |                      |
| <b>Universities - Colleges - continued</b>   |               |                      |
| Massachusetts Health & Educational Facilities Authority Rev. (Massachusetts Institute of Technology), 5%, 2038 (u)     | \$ 20,000,000 | \$ 21,602,400        |
| Massachusetts Health & Educational Facilities Authority Rev. (Simmons College), I, 8%, 2029                            | 535,000       | 603,683              |
| Massachusetts Health & Educational Facilities Authority Rev. (Suffolk University), A, 6.25%, 2030                      | 1,370,000     | 1,472,366            |
| Massachusetts Health & Educational Facilities Authority Rev. (Suffolk University), A, 5.75%, 2039                      | 885,000       | 906,939              |
| New Jersey Educational Facilities Authority Rev. (University of Medicine & Dentistry), B, 6%, 2017                     | 590,000       | 682,689              |
| New Jersey Educational Facilities Authority Rev. (University of Medicine & Dentistry), B, 7.5%, 2032                   | 1,065,000     | 1,229,724            |
| Ohio Higher Education Facilities Rev. (Ashland University Project), 6.25%, 2024  | 1,260,000     | 1,283,801            |
| Pennsylvania Higher Educational Facilities Authority Rev. (Lasalle University), A, 5.25%, 2027                         | 105,000       | 105,536              |
| Pennsylvania Higher Educational Facilities Authority Rev. (Saint Francis University), JJ2, 6.25%, 2041                 | 295,000       | 296,086              |
| Washington Higher Education Facilities Authority Rev. (Whitworth University), 5.875%, 2034                             | 540,000       | 550,735              |
|  |               | <b>\$ 41,976,465</b> |
| <b>Universities - Dormitories - 1.0%</b>   |               |                      |
| Bowling Green, OH, Student Housing Rev. (State University Project), 5.75%, 2031  | \$ 350,000    | \$ 343,137           |
| California Statewide Communities Development Authority Rev. (Lancer Educational Student Housing Project), 5.625%, 2033 | 380,000       | 338,466              |
| Illinois Finance Authority Student Housing Rev. (Illinois State University), 6.75%, 2031                               | 415,000       | 435,887              |
| Illinois Finance Authority Student Housing Rev. (Northern Illinois University Project), 6.625%, 2031                   | 1,215,000     | 1,260,927            |
| Pennsylvania Higher Education Facilities Authority Rev. (Edinboro University Foundation), 5.8%, 2030                   | 155,000       | 156,879              |
| Pennsylvania Higher Education Facilities Authority Rev. (Edinboro University Foundation), 6%, 2043                     | 215,000       | 215,267              |
|  |               | <b>\$ 2,750,563</b>  |
| <b>Universities - Secondary Schools - 3.2%</b>   |               |                      |
| Clifton, TX, Higher Education Finance Corp. Rev. (Uplift Education), A, 6.125%, 2040                                   | \$ 570,000    | \$ 577,684           |
| Clifton, TX, Higher Education Finance Corp. Rev. (Uplift Education), A, 6.25%, 2045                                    | 350,000       | 359,237              |

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

| Issuer  | Shares/Par   | Value (\$)   |
|---|--------------|--------------|
| <b>Municipal Bonds - continued</b>  |              |              |
| <b>Universities - Secondary Schools - continued</b>   |              |              |
| Florida Development Finance Corp. Educational Facilities Rev. (Renaissance Charter School), A , 6%, 2040                          | \$ 380,000   | \$ 343,509   |
| Florida Development Finance Corp. Educational Facilities Rev. (Renaissance Charter School), A , 7.625%, 2041                      | 875,000      | 890,076      |
| La Vernia, TX, Higher Education Finance Corp. Rev. (KIPP, Inc.), A , 6.25%, 2039  | 365,000      | 380,465      |
| Lee County, FL, Industrial Development Authority Rev. (Lee Charter Foundation), A , 5.25%, 2027                                   | 430,000      | 367,925      |
| Lee County, FL, Industrial Development Authority Rev. (Lee Charter Foundation), A , 5.375%, 2037                                  | 945,000      | 744,509      |
| Maryland Health & Higher Educational Facilities Authority Rev. (Washington Christian Academy), 5.5%, 2038 (a)(d)                  | 140,000      | 56,000       |
| Maryland Industrial Development Financing Authority, Economic Development Authority Rev. (Our Lady of Good Council), A , 6%, 2035 | 150,000      | 150,701      |
| Michigan Municipal Bond Authority Rev. (YMCA Service Learning Academy), 7.625%, 2021  | 1,000,000    | 1,000,410    |
| St. Paul, MN, Housing & Redevelopment Authority Charter School Lease Rev. (Nova Classical Academy), A , 6.375%, 2031              | 120,000      | 119,920      |
| St. Paul, MN, Housing & Redevelopment Authority Charter School Lease Rev. (Nova Classical Academy), A , 6.625%, 2042              | 240,000      | 239,815      |
| Utah County, UT, Charter School Finance Authority, Charter School Rev. (Early Light Academy Project), 8.25%, 2035                 | 770,000      | 785,131      |
| Utah County, UT, Charter School Finance Authority, Charter School Rev. (Hawthorne Academy Project), 8.25%, 2035                   | 830,000      | 853,647      |
| Utah County, UT, Charter School Rev. (Lakeview Academy), A , 5.625%, 2037   | 500,000      | 396,625      |
| Utah County, UT, Charter School Rev. (Renaissance Academy), A , 5.625%, 2037  | 495,000      | 395,505      |
| Utah County, UT, Charter School Rev. (Ronald Wilson Reagan Academy), A , 6%, 2038   | 1,255,000    | 999,306      |
|   |              | \$ 8,660,465 |
| <b>Utilities - Cogeneration - 0.4%</b>  |              |              |
| Alaska Industrial Development & Export Authority, Power Rev., Upper Lynn Canal Regional Power, 5.8%, 2018                         | \$ 830,000   | \$ 829,917   |
| Pennsylvania Economic Development Financing Authority Rev., Resource Recovery Rev. (Colver), G , 5.125%, 2015                     | 400,000      | 397,588      |
|   |              | \$ 1,227,505 |
| <b>Utilities - Investor Owned - 5.9%</b>  |              |              |
| Apache County, AZ, Industrial Development Authority, Pollution Control Rev. (Tucson Electric Power Co.), A , 5.85%, 2028          | \$ 1,875,000 | \$ 1,875,919 |



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

| Issuer   | Shares/Par   | Value (\$)    |
|--|--------------|---------------|
| <b>Municipal Bonds - continued</b>   |              |               |
| <b>Utilities - Investor Owned - continued</b>  |              |               |
| Brazos River Authority, TX, Authority Texas Rev. (Reliant Energy, Inc.), A, 5.375%, 2019                       | \$ 500,000   | \$ 500,300    |
| Brazos River Authority, TX, Pollution Control Rev. (TXU Energy Co. LLC), 5%, 2041                              | 835,000      | 174,223       |
| Chula Vista, CA, Industrial Development Rev. (San Diego Gas), 5.875%, 2034                                     | 470,000      | 516,469       |
| Connecticut Development Authority, Pollution Control Rev. (Connecticut Light & Power Co.), 5.95%, 2028         | 2,270,000    | 2,291,202     |
| Farmington, NM, Pollution Control Rev. (Public Service New Mexico), D, 5.9%, 2040                              | 1,840,000    | 1,785,554     |
| Hawaii Department of Budget & Finance Special Purpose Rev. (Hawaiian Electric Co. & Subsidiary), 6.5%, 2039    | 250,000      | 266,723       |
| Massachusetts Development Finance Agency, Solid Waste Disposal Rev. (Dominion Energy Brayton), 5.75%, 2042 (b) | 165,000      | 180,853       |
| Matagorda County, TX (CenterPoint Energy), 5.6%, 2027  | 1,500,000    | 1,533,615     |
| Matagorda County, TX, Navigation District No. 1 Rev. (Centerpoint Energy, Inc.), A, AMBAC, 5.25%, 2026         | 390,000      | 395,249       |
| Matagorda County, TX, Pollution Control Rev. (Central Power & Light Co.), A, 6.3%, 2029                        | 525,000      | 567,457       |
| Matagorda County, TX, Pollution Control Rev. (Reliant Energy), 5.95%, 2030                                     | 1,655,000    | 1,655,033     |
| Mecklenburg County, VA, Industrial Development Authority Rev. (UAE Mecklenburg LP), 6.5%, 2017                 | 800,000      | 805,512       |
| Owen County, KY, Waterworks System Rev. (American Water Co. Project), A, 6.25%, 2039                           | 400,000      | 418,364       |
| Pennsylvania Economic Development Financing Authority (Allegheny Energy Supply Co. LLC), 7%, 2039              | 1,165,000    | 1,271,085     |
| Pima County, AZ, Industrial Development Authority Rev. (Tucson Electric Power Co.), 5.75%, 2029                | 1,315,000    | 1,343,654     |
| West Feliciana Parish, LA, Pollution Control Rev. (Gulf States Utilities Co.), 5.8%, 2016                      | 540,000      | 541,771       |
|  |              | \$ 16,122,983 |
| <b>Utilities - Municipal Owned - 2.1%</b>  |              |               |
| Long Island, NY, Power Authority, A, 5%, 2038  | \$ 1,155,000 | \$ 1,192,907  |
| Salt River, AZ, Agriculture Improvement & Power District Electric, A, 5%, 2028                                 | 4,000,000    | 4,484,080     |
|  |              | \$ 5,676,987  |
| <b>Utilities - Other - 2.7%</b>  |              |               |
| California M-S-R Energy Authority Gas Rev., A, 7%, 2034  | \$ 210,000   | \$ 250,515    |
| California M-S-R Energy Authority Gas Rev., A, 6.5%, 2039  | 465,000      | 526,678       |

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

| Issuer  | Shares/Par | Value (\$)            |
|---|------------|-----------------------|
| <b>Municipal Bonds - continued</b>  |            |                       |
| <b>Utilities - Other - continued</b>  |            |                       |
| Georgia Main Street Natural Gas, Inc., Gas Project Rev., A , 5%, 2022                     | \$ 500,000 | \$ 525,155            |
| Georgia Main Street Natural Gas, Inc., Gas Project Rev., A , 5.5%, 2026                   | 285,000    | 282,130               |
| Indiana Bond Bank Special Program, Gas Rev., A , 5.25%, 2018                              | 440,000    | 483,996               |
| Public Authority for Colorado Energy Natural Gas Purchase Rev., 6.5%, 2038                | 50,000     | 54,457                |
| Salt Verde Financial Corp., AZ, Senior Gas Rev., 5%, 2037                                 | 2,395,000  | 2,162,685             |
| Tennessee Energy Acquisition Corp., Gas Rev., A , 5%, 2014                                | 455,000    | 473,077               |
| Tennessee Energy Acquisition Corp., Gas Rev., A , 5.25%, 2022                             | 510,000    | 508,297               |
| Tennessee Energy Acquisition Corp., Gas Rev., A , 5.25%, 2023                             | 80,000     | 79,507                |
| Tennessee Energy Acquisition Corp., Gas Rev., A , 5.25%, 2024                             | 560,000    | 553,784               |
| Tennessee Energy Acquisition Corp., Gas Rev., A , 5.25%, 2026                             | 905,000    | 884,882               |
| Tennessee Energy Acquisition Corp., Gas Rev., C , 5%, 2025                                | 450,000    | 434,741               |
|   |            | \$ 7,219,904          |
| <b>Water &amp; Sewer Utility Revenue - 7.5%</b>   |            |                       |
| Atlanta, GA, Water & Wastewater Rev., A , 6%, 2022  | \$ 710,000 | \$ 832,844            |
| California Department of Water Resources, Center Valley Project Rev., AJ , 5%, 2035       | 1,990,000  | 2,155,389             |
| East Bay, CA, Municipal Utility District, Water System Rev., A , 5%, 2028                 | 3,200,000  | 3,573,056             |
| Houston, TX, Utility System Rev., D , 5%, 2036  | 855,000    | 916,312               |
| King County, WA, Sewer Rev., 5%, 2040   | 2,750,000  | 2,918,465             |
| Madera, CA, Irrigation Financing Authority Rev., 6.5%, 2040                               | 1,280,000  | 1,363,136             |
| New York Environmental Facilities Corp., Clean Drinking Water Revolving Funds, 5%, 2024   | 335,000    | 386,965               |
| New York Environmental Facilities Corp., Clean Drinking Water Revolving Funds, 5%, 2041   | 1,345,000  | 1,439,244             |
| New York Environmental Facilities, C , 5%, 2041   | 1,860,000  | 1,997,045             |
| New York, NY, Municipal Water Finance Authority, Water & Sewer System Rev., AA , 5%, 2034 | 3,900,000  | 4,173,273             |
| Sacramento, CA, Municipal Utility District, X , 5%, 2028                                  | 565,000    | 604,200               |
|   |            | \$ 20,359,929         |
| <b>Total Municipal Bonds (Identified Cost, \$399,822,322)</b>                             |            | <b>\$ 394,654,291</b> |

**Table of Contents**

*Portfolio of Investments continued*

| Money Market Funds (v) - 0.3%  |            |                       |
|--|------------|-----------------------|
| Issuer   | Shares/Par | Value (\$)            |
| MFS Institutional Money Market Portfolio, 0.07%, at Cost and Net Asset Value | \$ 832,155 | \$ 832,155            |
| <b>Total Investments (Identified Cost, \$400,654,477)</b>                    |            | <b>\$ 395,486,446</b> |
| Other Assets, Less Liabilities - (3.9)%                                      |            |                       |
|  |            | (10,702,158)          |
| Preferred shares (issued by the fund) - (42.0)%                              |            | (113,750,000)         |
| <b>Net Assets applicable to common shares - 100.0%</b>                       |            | <b>\$ 271,034,288</b> |

- (a) Non-income producing security.
- (b) Mandatory tender date is earlier than stated maturity date.
- (c) Refunded bond.
- (d) In default. Interest and/or scheduled principal payment(s) have been missed.
- (f) All or a portion of the security has been segregated as collateral for open futures contracts.
- (n) Securities exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in the ordinary course of business in transactions exempt from registration, normally to qualified institutional buyers. At period end, the aggregate value of these securities was \$6,843,609, representing 2.5% of net assets applicable to common shares.
- (p) Primary inverse floater.
- (q) Interest received was less than stated coupon rate.
- (u) Underlying security deposited into special purpose trust ( the trust ) by investment banker upon creation of self-deposited inverse floaters.
- (v) Underlying affiliated fund that is available only to investment companies managed by MFS. The rate quoted is the annualized seven-day yield of the fund at period end.
- (z) Restricted securities are not registered under the Securities Act of 1933 and are subject to legal restrictions on resale. These securities generally may be resold in transactions exempt from registration or to the public if the securities are subsequently registered. Disposal of these securities may involve time-consuming negotiations and prompt sale at an acceptable price may be difficult. The fund holds the following restricted securities:

| Restricted Securities                      | Acquisition Date | Cost        | Value     |
|--|------------------|-------------|-----------|
| MuniMae TE Bond Subsidiary LLC, 5.4%, 2049 | 10/14/04         | \$1,000,000 | \$640,980 |

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% of Net assets applicable to common shares

0.2%

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

COP Certificate of Participation

ETM Escrowed to Maturity

FRN Floating Rate Note. Interest rate resets periodically and may not be the rate reported at period end.

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

|          |   |
|----------|---|
| AGM      | Assured Guaranty Municipal              |
| AMBAC    | AMBAC Indemnity Corp.                   |
| ASSD GTY | Assured Guaranty Insurance Co.          |
| FGIC     | Financial Guaranty Insurance Co.        |
| FHA      | Federal Housing Administration          |
| FHLMC    | Federal Home Loan Mortgage Corp.        |
| FNMA     | Federal National Mortgage Assn.         |
| GNMA     | Government National Mortgage Assn.      |
| NATL     | National Public Finance Guarantee Corp. |
| PSF      | Permanent School Fund                   |
| SYNCORA  | Syncora Guarantee Inc.                  |

**Derivative Contracts at 10/31/11****Futures Contracts Outstanding at 10/31/11**

| Description                      | Currency | Contracts | Value        | Expiration Date | Unrealized<br>Appreciation<br>(Depreciation) |
|----------------------------------|----------|-----------|--------------|-----------------|--|
| <b>Liability Derivatives</b>     |          |           |              |                 |  |
| <i>Interest Rate Futures</i>     |          |           |              |                 |  |
| U.S. Treasury Note 30 yr (Short) | USD      | 80        | \$11,122,500 | December - 2011 | \$(168,405)                                  |

At October 31, 2011, the fund had sufficient cash and/or other liquid securities to cover any commitments under these derivative contracts.

**See Notes to Financial Statements**

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

At 10/31/11

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

|  |               |
|--|---------------|
| <b>Assets</b>  |               |
| Investments-   |               |
| Non-affiliated issuers, at value (identified cost, \$399,822,322)  | \$394,654,291 |
| Underlying affiliated funds, at cost and value   | 832,155       |
| Total investments, at value (identified cost, \$400,654,477)   | \$395,486,446 |
| Cash   | 85,058        |
| Receivables for  |               |
| Investments sold   | 175,000       |
| Interest   | 7,353,150     |
| Other assets   | 6,182         |
| Total assets   | \$403,105,836 |
| <b>Liabilities</b>   |               |
| Payables for   |               |
| Distributions on common shares   | \$260         |
| Distributions on preferred shares  | 3,575         |
| Daily variation margin on open futures contracts   | 172,500       |
| Investments purchased  | 1,598,457     |
| Payable to the holder of the floating rate certificate from trust assets   | 16,285,150    |
| Payable for interest expense and fees  | 45,147        |
| Payable to affiliates  |               |
| Investment adviser   | 16,140        |
| Transfer agent and dividend disbursing costs   | 4,327         |
| Payable for independent Trustees' compensation   | 51,379        |
| Accrued expenses and other liabilities   | 144,613       |
| Total liabilities  | \$18,321,548  |
| <b>Preferred shares</b>  |               |
| Series T and Series TH auction preferred shares (4,550 shares issued and outstanding at \$25,000 per share) at liquidation value | \$113,750,000 |
| Net assets applicable to common shares   | \$271,034,288 |
| <b>Net assets consist of</b>   |               |
| Paid-in capital - common shares  | \$305,237,406 |
| Unrealized appreciation (depreciation) on investments  | (5,336,436)   |
| Accumulated net realized gain (loss) on investments  | (32,548,375)  |
| Undistributed net investment income  | 3,681,693     |
| Net assets applicable to common shares   | \$271,034,288 |
| Preferred shares, at liquidation value (4,550 shares issued and outstanding at \$25,000 per share)                               | 113,750,000   |
| Net assets including preferred shares  | \$384,784,288 |
| Common shares of beneficial interest outstanding   | 40,911,718    |
| Net asset value per common share (net assets of \$271,034,288 / 40,911,718 shares of beneficial interest outstanding)            | \$6.62        |

**See Notes to Financial Statements**

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

Year ended 10/31/11

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

|   |                |
|---|----------------|
| <b>Net investment income</b>                              |                |
| Income  |                |
| Interest  | \$24,753,723   |
| Dividends from underlying affiliated funds                | 13,704         |
| Total investment income                                   | \$24,767,427   |
| Expenses  |                |
| Management fee  | \$3,049,610    |
| Transfer agent and dividend disbursing costs              | 70,907         |
| Administrative services fee                               | 63,164         |
| Independent Trustees' compensation                        | 46,501         |
| Stock exchange fee  | 36,632         |
| Preferred shares service fee                              | 139,575        |
| Custodian fee   | 39,031         |
| Shareholder communications                                | 41,334         |
| Auditing fees   | 73,491         |
| Legal fees  | 6,528          |
| Interest expense and fees                                 | 105,424        |
| Miscellaneous   | 134,855        |
| Total expenses  | \$3,807,052    |
| Fees paid indirectly                                      | (86)           |
| Reduction of expenses by investment adviser               | (54,590)       |
| Net expenses  | \$3,752,376    |
| Net investment income                                     | \$21,015,051   |
| <b>Realized and unrealized gain (loss) on investments</b> |                |
| Realized gain (loss) (identified cost basis)              |                |
| Investment transactions                                   | \$(3,958,283)  |
| Futures contracts   | (838,808)      |
| Net realized gain (loss) on investments                   | \$(4,797,091)  |
| Change in unrealized appreciation (depreciation)          |                |
| Investments   | \$(5,359,707)  |
| Futures contracts   | (504,344)      |
| Net unrealized gain (loss) on investments                 | \$(5,864,051)  |
| Net realized and unrealized gain (loss) on investments    | \$(10,661,142) |
| Distributions declared to preferred shareholders          | \$(371,300)    |
| Change in net assets from operations                      | \$9,982,609    |

**See Notes to Financial Statements**

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

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

|   | <b>Years ended 10/31</b> |                |
|---|--------------------------|----------------|
|   | <b>2011</b>              | <b>2010</b>    |
| <b>Change in net assets</b>   |                          |                |
| <b>From operations</b>  |                          |                |
| Net investment income   | \$21,015,051             | \$21,344,902   |
| Net realized gain (loss) on investments   | (4,797,091)              | (7,898,322)    |
| Net unrealized gain (loss) on investments   | (5,864,051)              | 21,570,639     |
| Distributions declared to preferred shareholders  | (371,300)                | (461,923)      |
| Change in net assets from operations  | \$9,982,609              | \$34,555,296   |
| <b>Distributions declared to common shareholders</b>  |                          |                |
| From net investment income  | \$(20,560,484)           | \$(20,447,493) |
| Net asset value of shares issued to common shareholders in reinvestment of distributions                      | \$1,401,642              | \$1,560,271    |
| Total change in net assets  | \$(9,176,233)            | \$15,668,074   |
| <b>Net assets applicable to common shares</b>   |                          |                |
| At beginning of period  | 280,210,521              | 264,542,447    |
| At end of period (including undistributed net investment income of \$3,681,693 and \$3,698,743, respectively) | \$271,034,288            | \$280,210,521  |
| <b>See Notes to Financial Statements</b>  |                          |                |



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

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

|  | Years ended 10/31 |           |           |           |            |
|--|-------------------|-----------|-----------|-----------|------------|
|  | 2011              | 2010      | 2009      | 2008      | 2007       |
| Net asset value, beginning of period   | \$6.89            | \$6.54    | \$5.71    | \$7.69    | \$8.06     |
| <b>Income (loss) from investment operations</b>  |                   |           |           |           |            |
| Net investment income (d)  | \$0.52            | \$0.53    | \$0.53    | \$0.55    | \$ 0.57(z) |
| Net realized and unrealized gain (loss) on investments                                       | (0.28)            | 0.33      | 0.81      | (1.94)    | (0.35)(z)  |
| Distributions declared to preferred shareholders   | (0.01)            | (0.01)    | (0.02)    | (0.13)    | (0.13)     |
| Total from investment operations   | \$0.23            | \$0.85    | \$1.32    | \$(1.52)  | \$0.09     |
| <b>Less distributions declared to common shareholders</b>                                    |                   |           |           |           |            |
| From net investment income, common shares  | \$(0.50)          | \$(0.50)  | \$(0.49)  | \$(0.46)  | \$(0.46)   |
| Net asset value, end of period (x)   | \$6.62            | \$6.89    | \$6.54    | \$5.71    | \$7.69     |
| Common share market value, end of period   | \$6.88            | \$7.23    | \$6.44    | \$4.91    | \$7.31     |
| Total return at common market value (%) (p)  | 2.85              | 21.01     | 43.37     | (28.13)   | (5.48)     |
| Total return at net asset value (%) (j)(r)(s)(x)   | 3.84              | 13.56     | 25.19     | (20.55)   | 1.17       |
| <b>Ratios (%) (to average net assets applicable to common shares) and Supplemental data:</b> |                   |           |           |           |            |
| Expenses before expense reductions (f)(p)  | 1.44              | 1.43      | 1.66      | 1.57      | 1.47       |
| Expenses after expense reductions (f)(p)   | 1.42              | 1.43      | 1.66      | 1.57      | 1.47       |
| Net investment income (p)  | 7.97              | 7.87      | 9.39      | 7.82      | 7.23(z)    |
| Portfolio turnover   | 22                | 13        | 10        | 25        | 24         |
| Net assets at end of period (000 omitted)  | \$271,034         | \$280,211 | \$264,542 | \$230,444 | \$309,690  |

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

|   | Years ended 10/31 |          |          |          |          |
|---|-------------------|----------|----------|----------|----------|
|   | 2011              | 2010     | 2009     | 2008     | 2007     |
| <b>Supplemental Ratios (%):</b>   |                   |          |          |          |          |
| Ratio of expenses to average net assets applicable to common shares after expense reductions and excluding interest expense and fees (f)(l)(p)                      | 1.38              | 1.39     | 1.61     | 1.49     | 1.40     |
| Ratio of expenses to average net assets applicable to common shares and preferred shares after expense reductions and excluding interest expense and fees (f)(l)(p) | 0.97              | 0.98     | 1.08     | 1.01     | 0.97     |
| Net investment income available to common shares  | 7.83              | 7.70     | 8.99     | 6.01     | 5.60     |
| <b>Senior Securities:</b>   |                   |          |          |          |          |
| Total preferred shares outstanding  | 4,550             | 4,550    | 4,550    | 4,550    | 5,600    |
| Asset coverage per preferred share (k)  | \$84,568          | \$86,585 | \$83,141 | \$75,647 | \$80,302 |
| Involuntary liquidation preference per preferred share (m)  | \$25,000          | \$25,000 | \$25,000 | \$25,000 | \$25,000 |
| Average market value per preferred share (m)(u)   | \$25,000          | \$25,000 | \$25,000 | \$25,000 | \$25,000 |

- (d) Per share data is based on average shares outstanding.
- (f) Ratios do not reflect reductions from fees paid indirectly, if applicable.
- (j) Total return at net asset value is calculated using the net asset value of the fund, not the publicly traded price and therefore may be different than the total return at market value.
- (k) Calculated by subtracting the fund's total liabilities (not including preferred shares) from the fund's total assets and dividing this number by the number of preferred shares outstanding.
- (l) Interest expense and fees relate to payments made to the holder of the floating rate certificate from trust assets.
- (m) Amount excludes accrued unpaid distributions to Auction Preferred Shareholders.
- (p) Ratio excludes dividend payment on auction preferred shares.
- (r) Certain expenses have been reduced without which performance would have been lower.
- (s) From time to time the fund may receive proceeds from litigation settlements, without which performance would be lower.
- (u) Average market value represents the approximate fair value of the fund's liability.
- (x) The net asset values per share and total returns have been calculated on net assets which include adjustments made in accordance with U.S. generally accepted accounting principles required at period end for financial reporting purposes.
- (z) The fund applied a change in estimate for amortization of premium on certain debt securities during the year that resulted in an increase of \$0.04 per share to net investment income, a decrease of \$0.04 per share to net realized and unrealized gain (loss) on investments, and an increase of 0.49% to the net investment income ratio for the year ended October 31, 2007. The change in estimate had no impact on net assets, net asset value per share or total return.

**See Notes to Financial Statements**

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## NOTES TO FINANCIAL STATEMENTS

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

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

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

**General** The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. In the preparation of these financial statements, management has evaluated subsequent events occurring after the date of the fund's Statement of Assets and Liabilities through the date that the financial statements were issued. The fund invests primarily in municipal instruments. The value of municipal instruments can be affected by changes in their actual or perceived credit quality. The credit quality of municipal instruments can be affected by, among other things, the financial condition of the issuer or guarantor, the issuer's future borrowing plans and sources of revenue, the economic feasibility of the revenue bond project or general borrowing purpose, political or economic developments in the region where the instrument is issued and the liquidity of the security. Municipal instruments generally trade in the over-the-counter market. Municipal instruments backed by current and anticipated revenues from a specific project or specific assets can be negatively affected by the discontinuance of the taxation supporting the projects or assets or the inability to collect revenues for the project or from the assets. If the Internal Revenue Service determines an issuer of a municipal instrument has not complied with the applicable tax requirements, the security could decline in value, interest from the security could become taxable and the funds may be required to issue Forms 1099-DIV.

**Investment Valuations** Debt instruments and floating rate loans (other than short-term instruments), including restricted debt instruments, are generally valued at an evaluated or composite bid as provided by a third-party pricing service. Short-term instruments with a maturity at issuance of 60 days or less generally are valued at amortized cost, which approximates market value. Futures contracts are generally valued at last posted settlement price as provided by a third-party pricing service on the market on which they are primarily traded. Futures contracts for which there were no trades that day for a particular position are generally valued at the closing bid quotation as

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*Notes to Financial Statements continued*

provided by a third-party pricing service on the market on which such futures contracts are primarily traded. Open-end investment companies are generally valued at net asset value per share. Securities and other assets generally valued on the basis of information from a third-party pricing service may also be valued at a broker/dealer bid quotation. Values obtained from third-party pricing services can utilize both transaction data and market information such as yield, quality, coupon rate, maturity, type of issue, trading characteristics, and other market data.

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

Various inputs are used in determining the value of the fund's assets or liabilities. These inputs are categorized into three broad levels. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value

**Table of Contents***Notes to Financial Statements continued*

hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fund's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment. Level 1 includes unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 includes other significant observable market-based inputs (including quoted prices for similar securities, interest rates, prepayment speed, and credit risk). Level 3 includes unobservable inputs, which may include the adviser's own assumptions in determining the fair value of investments. Other financial instruments are derivative instruments not reflected in total investments, such as futures. The following is a summary of the levels used as of October 31, 2011 in valuing the fund's assets or liabilities:

| <b>Investments at Value</b> | <b>Level 1</b>   | <b>Level 2</b>       | <b>Level 3</b>   | <b>Total</b>         |
|-----------------------------|------------------|----------------------|------------------|----------------------|
| Municipal Bonds             | \$               | \$394,476,229        | \$178,062        | \$394,654,291        |
| Mutual Funds                | 832,155          |                      |                  | 832,155              |
| <b>Total Investments</b>    | <b>\$832,155</b> | <b>\$394,476,229</b> | <b>\$178,062</b> | <b>\$395,486,446</b> |

**Other Financial Instruments**

|         |             |    |    |             |
|---------|-------------|----|----|-------------|
| Futures | \$(168,405) | \$ | \$ | \$(168,405) |
|---------|-------------|----|----|-------------|

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

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

|                        | <b>Municipal Bonds</b> |
|------------------------|------------------------|
| Balance as of 10/31/10 | \$                     |
| Transfers into level 3 | 178,062                |
| Balance as of 10/31/11 | \$178,062              |

The net change in unrealized appreciation (depreciation) from investments still held as level 3 at October 31, 2011 is \$0.

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

**Table of Contents***Notes to Financial Statements continued*

The derivative instruments used by the fund were futures contracts. The fund's period end derivatives, as presented in the Portfolio of Investments, generally are indicative of the volume of its derivative activity during the period.

The following table presents, by major type of derivative contract, the fair value, on a gross basis, of the asset and liability components of derivatives held by the fund at October 31, 2011 as reported in the Statement of Assets and Liabilities:

| <b>Risk</b>   | <b>Derivative Contracts</b> | <b>Fair Value (a)<br/>Liability Derivatives</b> |
|---------------|-----------------------------|---|
| Interest Rate | Interest Rate Futures       | \$(168,405)                                     |

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

The following table presents, by major type of derivative contract, the realized gain (loss) on derivatives held by the fund for the year ended October 31, 2011 as reported in the Statement of Operations:

| <b>Risk</b>   | <b>Futures Contracts</b> |
|---------------|--------------------------|
| Interest Rate | \$(838,808)              |

The following table presents, by major type of derivative contract, the change in unrealized appreciation (depreciation) on derivatives held by the fund for the year ended October 31, 2011 as reported in the Statement of Operations:

| <b>Risk</b>   | <b>Futures Contracts</b> |
|---------------|--------------------------|
| Interest Rate | \$(504,344)              |

Derivative counterparty credit risk is managed through formal evaluation of the creditworthiness of all potential counterparties. On certain over-the-counter derivatives, the fund attempts to reduce its exposure to counterparty credit risk whenever possible by entering into an International Swaps and Derivatives Association (ISDA) Master Agreement on a bilateral basis with each of the counterparties with whom it undertakes a significant volume of transactions. The ISDA Master Agreement gives each party to the agreement the right to terminate all transactions traded under such agreement if there is a certain deterioration in the credit quality of the other party. The ISDA Master Agreement gives the fund the right, upon an event of default by the applicable counterparty or a termination of the agreement, to close out all transactions traded under such agreement and to net amounts owed under each transaction to one net amount payable by one party to the other. This right to close out and net payments across all transactions traded under the ISDA Master Agreement could result in a reduction of the fund's credit risk to such counterparty equal to any amounts payable by the fund under the applicable transactions, if any. However, absent an event of default by the counterparty or

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*Notes to Financial Statements continued*

a termination of the agreement, the ISDA Master Agreement does not result in an offset of reported amounts of assets and liabilities in the Statement of Assets and Liabilities across transactions between the fund and the applicable counterparty.

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

**Futures Contracts** The fund entered into futures contracts which may be used to hedge against or obtain broad market, interest rate or currency exposure. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date. Upon entering into a futures contract, the fund is required to deposit with the broker, either in cash or securities, an initial margin in an amount equal to a certain percentage of the notional amount of the contract. Subsequent payments (variation margin) are made or received by the fund each day, depending on the daily fluctuations in the value of the contract, and are recorded for financial statement purposes as unrealized gain or loss by the fund until the contract is closed or expires at which point the gain or loss on futures is realized. The fund bears the risk of interest rates, exchange rates or securities prices moving unexpectedly, in which case, the fund may not achieve the anticipated benefits of the futures contracts and may realize a loss. While futures may present less counterparty risk to the fund since the contracts are exchange traded and the exchange's clearinghouse guarantees payments to the broker, there is still counterparty credit risk due to the insolvency of the broker. The fund's maximum risk of loss due to counterparty credit risk is equal to the margin posted by the fund to the broker plus any gains or minus any losses on the outstanding futures contracts.

**Inverse Floaters** The fund invests in municipal inverse floating rate securities which are structured by the issuer (known as primary market inverse floating rate securities) or by an investment banker utilizing municipal bonds which have already been issued (known as secondary market inverse floating rate securities) to have variable rates of interest which typically move in the opposite direction of short term interest rates. A secondary market inverse floating rate security is created when an investment banker transfers a fixed

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**Table of Contents***Notes to Financial Statements continued*

rate municipal bond to a special purpose trust, and causes the trust to (a) issue floating rate certificates to third parties, in an amount equal to a fraction of the par amount of the deposited bonds (these certificates usually pay tax-exempt interest at short-term interest rates that typically reset weekly; and the certificate holders typically, on seven days notice, have the option to tender their certificates to the investment banker or another party for redemption at par plus accrued interest), and (b) issue inverse floating rate certificates (sometimes referred to as inverse floaters). If the holder of the inverse floater transfers the municipal bonds to an investment banker for the purpose of depositing the municipal bonds into the special purpose trust, the inverse floating rate certificates that are issued by the trust are referred to as self-deposited inverse floaters. If the bonds held by the trust are purchased by the investment banker for deposit into the trust from someone other than the purchasers of the inverse floaters, the inverse floating rate certificates that are issued by the trust are referred to as externally deposited inverse floaters. Such self-deposited inverse floaters held by the fund are accounted for as secured borrowings, with the municipal bonds reflected in the investments of the fund and amounts owed to the holder of the floating rate certificate under the provisions of the trust, which amounts are paid solely from the assets of the trust, reflected as liabilities of the fund in the Statement of Assets and Liabilities under the caption, Payable to the holder of the floating rate certificate from trust assets. The carrying value of the fund's payable to the holder of the floating rate certificate from trust assets as reported on the fund's Statement of Assets and Liabilities approximates its fair value. At October 31, 2011, the fund's payable to the holder of the floating rate certificate from trust assets was \$16,285,150 and the interest rate on these floating rate certificates issued by the trust was 0.14%. For the year ended October 31, 2011, the average payable to the holder of the floating rate certificate from trust assets was \$16,636,000 at a weighted average interest rate of 0.63%. Interest expense and fees relate to interest payments made to the holder of certain floating rate certificates and associated fees, both of which are made from trust assets. Interest expense and fees are recorded as incurred. For the year ended October 31, 2011, interest expense and fees in connection with self-deposited inverse floaters was \$105,424. Primary and externally deposited inverse floaters held by the fund are not accounted for as secured borrowings.

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



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*Notes to Financial Statements continued*

**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. Dividend and interest payments received in additional securities are recorded on the ex-dividend or ex-interest date in an amount equal to the value of the security on such date. Debt obligations may be placed on non-accrual status or set to accrue at a rate of interest less than the contractual coupon when the collection of all or a portion of interest has become doubtful. Interest income for those debt obligations may be further reduced by the write-off of the related interest receivables when deemed uncollectible.

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

Legal fees and other related expenses incurred to preserve and protect the value of a security owned are added to the cost of the security; other legal fees are expensed. Capital infusions made directly to the security issuer, which are generally non-recurring, incurred to protect or enhance the value of high-yield debt securities, are reported as additions to the cost basis of the security. Costs that are incurred to negotiate the terms or conditions of capital infusions or that are expected to result in a plan of reorganization are reported as realized losses. Ongoing costs incurred to protect or enhance an investment, or costs incurred to pursue other claims or legal actions, are expensed.

**Fees Paid Indirectly** The fund's custody fee may be reduced according to an arrangement that measures the value of cash deposited with the custodian by the fund. This amount, for the year ended October 31, 2011, is shown as a reduction of total expenses on the Statement of Operations.

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

Distributions to shareholders are recorded on the ex-dividend date. Income and capital gain distributions are determined in accordance with income tax regulations, which may differ from U.S. generally accepted accounting principles. Certain capital accounts in the financial statements are periodically adjusted for permanent differences in order to reflect their tax character. These

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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 expiration of capital loss carryforwards, amortization and accretion of debt securities, defaulted bonds, and secured borrowings.

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

|  | <b>10/31/11</b> | <b>10/31/10</b> |
|--|-----------------|-----------------|
| Ordinary income (including any short-term capital gains) | \$180,713       | \$27,640        |
| Tax-exempt income  | 20,751,071      | 20,881,776      |
| Total distributions                                      | \$20,931,784    | \$20,909,416    |

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

**As of 10/31/11**

|  |               |
|--|---------------|
| Cost of investments                        | \$382,197,318 |
| Gross appreciation                         | 15,821,769    |
| Gross depreciation                         | (18,817,791)  |
| Net unrealized appreciation (depreciation) | \$(2,996,022) |
| Undistributed ordinary income              | 139,516       |
| Undistributed tax-exempt income            | 3,945,376     |
| Capital loss carryforwards                 | (34,888,789)  |
| Other temporary differences                | (403,199)     |

As of October 31, 2011, the fund had capital loss carryforwards available to offset future realized gains. Such losses expire as follows:

|          |                |
|----------|----------------|
| 10/31/12 | \$(1,858,513)  |
| 10/31/13 | (9,679,589)    |
| 10/31/16 | (3,401,503)    |
| 10/31/17 | (6,820,113)    |
| 10/31/18 | (7,829,561)    |
| 10/31/19 | (5,299,510)    |
| Total    | \$(34,888,789) |

**(3) Transactions with Affiliates**

**Investment Adviser** The fund has an investment advisory agreement with MFS to provide overall investment management and related administrative services and facilities to the fund. The management fee is computed daily and

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*Notes to Financial Statements continued*

paid monthly at an annual rate of 0.40% of the fund's average weekly net assets (including the value of the auction preferred shares) and 6.32% of gross income. Gross income is calculated based on tax rules that generally include the amortization of premium and exclude the accretion of market discount, 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 October 31, 2011 was equivalent to an annual effective rate of 0.81% of the fund's average daily net assets including the value of the auction preferred shares.

Effective August 1, 2011, the investment adviser has agreed in writing to pay a portion of the fund's total annual operating expenses, exclusive of interest, taxes, extraordinary expenses, brokerage and transaction costs, and investment-related expenses other than preferred shares service fee, such that the total annual fund operating expenses do not exceed 0.90% of the fund's average daily net assets (including the value of auction preferred shares). This written agreement will continue until modified by the fund's Board of Trustees, but such agreement will continue at least until October 31, 2012. For the period August 1, 2011 through October 31, 2011, this reduction amounted to \$53,517 and is reflected as a reduction of total expenses in the Statement of Operations.

**Transfer Agent** The fund engages Computershare Trust Company, N.A. ( Computershare ) as the sole transfer agent for the fund's common shares. MFS Service Center, Inc. (MFSC) monitors and supervises the activities of Computershare for an agreed upon fee approved by the Board of Trustees. For the year ended October 31, 2011, these fees paid to MFSC amounted to \$25,615.

**Administrator** MFS provides certain financial, legal, shareholder communications, compliance, and other administrative services to the fund. Under an administrative services agreement, the fund partially reimburses MFS the costs incurred to provide these services. The fund is charged an annual fixed amount of \$17,500 plus a fee based on average daily net assets including the value of auction preferred shares. The administrative services fee incurred for the year ended October 31, 2011 was equivalent to an annual effective rate of 0.0167% of the fund's average daily net assets including the value of the auction preferred shares.

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

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*Notes to Financial Statements continued*

Prior to December 31, 2001, the fund had an unfunded defined benefit plan ( DB plan ) for independent Trustees. As of December 31, 2001, the Board took action to terminate the DB plan with respect to then-current and any future independent Trustees, such that the DB plan covers only certain of those former independent Trustees who retired on or before December 31, 2001. The DB plan resulted in a pension expense of \$5,347 and is included in independent Trustees' compensation for the year ended October 31, 2011. The liability for deferred retirement benefits payable to certain independent Trustees under the DB plan amounted to \$51,376 at October 31, 2011, and is included in payable for independent Trustees' compensation on the Statement of Assets and Liabilities.

**Other** This fund and certain other funds managed by MFS (the funds) have entered into services agreements (the Agreements) which provide for payment of fees by the funds to Tarantino LLC and Griffin Compliance LLC in return for the provision of services of an Independent Chief Compliance Officer (ICCO) and Assistant ICCO, respectively, for the funds. The ICCO and Assistant ICCO are officers of the funds and the sole members of Tarantino LLC and Griffin Compliance LLC, respectively. The funds can terminate the Agreements with Tarantino LLC and Griffin Compliance LLC at any time under the terms of the Agreements. For the year ended October 31, 2011, the aggregate fees paid by the fund to Tarantino LLC and Griffin Compliance LLC were \$2,453 and are included in miscellaneous expense on the Statement of Operations. MFS has agreed to reimburse the fund for a portion of the payments made by the fund in the amount of \$1,073, which is shown as a reduction of total expenses in the Statement of Operations. Additionally, MFS has agreed to bear all expenses associated with office space, other administrative support, and supplies provided to the ICCO and Assistant ICCO.

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

**(4) Portfolio Securities**

Purchases and sales of investments, other than U.S. Government securities, purchased option transactions, and short-term obligations, aggregated \$84,217,115 and \$84,687,573, respectively.

**(5) Shares of Beneficial Interest**

The fund's Declaration of Trust permits the Trustees to issue an unlimited number of full and fractional shares of beneficial interest. The fund reserves the right to repurchase shares of beneficial interest of the fund subject to

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Trustee approval. During the year ended October 31, 2011, the fund did not repurchase any shares. Transactions in fund shares were as follows:

|  | Year ended<br>10/31/11 |             | Year ended<br>10/31/10 |             |
|--|------------------------|-------------|------------------------|-------------|
|  | Shares                 | Amount      | Shares                 | Amount      |
| Shares issued to shareholders in reinvestment of distributions | 216,751                | \$1,401,642 | 233,000                | \$1,560,271 |

**(6) Line of Credit**

The fund and certain other funds managed by MFS participate in a \$1.1 billion unsecured committed line of credit, subject to a \$1 billion sublimit, provided by a syndication of banks under a credit agreement. Borrowings may be made for temporary financing needs. Interest is charged to each fund, based on its borrowings, generally at a rate equal to the higher of the Federal Reserve funds rate or one month LIBOR plus an agreed upon spread. 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. In addition, the fund and other funds managed by MFS have established unsecured uncommitted borrowing arrangements with certain banks for temporary financing needs. Interest is charged to each fund, based on its borrowings, at a rate equal to the Federal Reserve funds rate plus an agreed upon spread. For the year ended October 31, 2011, the fund's commitment fee and interest expense were \$2,167 and \$0, respectively, and are included in miscellaneous expense on the Statement of Operations.

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

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

| Underlying Affiliated Funds                 | Beginning<br>Shares/Par<br>Amount | Acquisitions<br>Shares/Par<br>Amount | Dispositions<br>Shares/Par<br>Amount | Ending<br>Shares/Par<br>Amount |
|---|-----------------------------------|--------------------------------------|--------------------------------------|--------------------------------|
| MFS Institutional Money<br>Market Portfolio | 1,387,149                         | 92,827,298                           | (93,382,292)                         | 832,155                        |

  

| Underlying Affiliated Funds              | Realized<br>Gain (Loss) | Capital Gain<br>Distributions | Dividend<br>Income | Ending<br>Value |
|--|-------------------------|-------------------------------|--------------------|-----------------|
| MFS Institutional Money Market Portfolio | \$                      | \$                            | \$13,704           | \$832,155       |

**(8) Auction Preferred Shares**

The fund has 2,275 shares issued and outstanding of Auction Preferred Shares (APS), series T and 2,275 of APS, series TH. Dividends are cumulative at a rate that is reset every seven days for both series through an auction process. If the APS are unable to be remarketed on a remarketing date as part of the auction

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*Notes to Financial Statements continued*

process, the fund would be required to pay the maximum applicable rate on APS to holders of such shares for successive dividend periods until such time when the shares are successfully remarketed. The maximum rate on APS rated aa3/AA- or better is equal to 110% of the higher of (i) the Taxable Equivalent of the Short-Term Municipal Bond Rate or (ii) the "AA" Composite Commercial Paper Rate.

Since February 2008, regularly scheduled auctions for APS issued by closed end funds, including this fund, have consistently failed because of insufficient demand (bids to buy shares) to meet the supply (shares offered for sale) at each auction. In a failed auction, APS holders cannot sell their shares tendered for sale. While repeated auction failures have affected the liquidity for APS, they do not constitute a default or automatically alter the credit quality of the APS, and APS holders have continued to receive dividends at the previously defined "maximum rate". During the year ended October 31, 2011, the APS dividend rates ranged from 0.11% to 0.60% for series T and from 0.11% to 0.56% for series TH. For the year ended October 31, 2011, the average dividend rate was 0.32% for both series T and series TH. These developments with respect to APS do not affect the management or investment policies of the fund. However, one implication of these auction failures for Common shareholders is that the fund's cost of leverage will be higher than it otherwise would have been had the auctions continued to be successful. As a result, the fund's future Common share earnings may be lower than they otherwise would have been. To the extent that investments are purchased with the issuance of preferred shares, the fund's net asset value will increase or decrease at a greater rate than a comparable unleveraged fund.

The fund pays an annual service fee to broker-dealers with customers who are beneficial owners of the preferred shares. The service fee is equivalent to 0.25% of the applicable preferred share liquidation value while the preferred share auctions are successful or to 0.15% or less, varying by broker-dealer, while the auctions are failing. The APS are redeemable at the option of the fund in whole or in part at the redemption price equal to \$25,000 per share, plus accumulated and unpaid dividends. The APS are also subject to mandatory redemption if certain requirements relating to its asset maintenance coverage are not satisfied. The fund is required to maintain certain asset coverage with respect to the APS as defined in the fund's By-Laws and the Investment Company Act of 1940 and, as such is not permitted to declare common share dividends unless the fund's APS have a minimum asset coverage ratio of 200% after declaration of the common share dividends.

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Trustees and the Shareholders of MFS Municipal Income Trust:

We have audited the accompanying statement of assets and liabilities, including the portfolio of investments, of MFS Municipal Income Trust (the Trust ) as of October 31, 2011, 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 Trust'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. The Trust is not required to have, nor were we engaged to perform, an audit of its 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 Trust'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, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of October 31, 2011, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. 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 Municipal Income Trust as of October 31, 2011, 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 the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP

Boston, Massachusetts

December 16, 2011

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**RESULTS OF SHAREHOLDER MEETING**

(unaudited)

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

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

| Nominee          | Number of Shares |                    |
|------------------|------------------|--------------------|
|                  | For              | Withheld Authority |
| William R. Gutow | 34,210,746.259   | 1,872,581.553      |
| Michael Hegarty  | 34,272,491.259   | 1,810,836.553      |
| Robert W. Uek    | 34,212,736.259   | 1,870,591.553      |

**Item 2:** To elect the following individuals as Trustees, elected by the holders of preferred shares only:

| Nominee           | Number of Shares |                    |
|-------------------|------------------|--------------------|
|                   | For              | Withheld Authority |
| John P. Kavanaugh | 2,669            | 285                |
| Laurie J. Thomsen | 2,669            | 285                |



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

The Trustees and officers of the Trust, as of December 1, 2011, 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, Age   | Position(s)<br>Held<br>with Fund | Trustee/Officer<br>Since (h) | Term<br>Expiring | Principal Occupations   |  |
|---|----------------------------------|------------------------------|------------------|---|--|
|   |                                  |                              |                  | During<br>the Past Five Years   | Other<br>Directorships (j)   |
| <b>INTERESTED TRUSTEES</b><br>Robert J. Manning (k)<br>(age 48) | Trustee                          | February 2004                | 2013             | Massachusetts Financial Services Company, Chairman, Chief Executive Officer and Director; President (until December 2009); Chief Investment Officer (until July 2010) | N/A  |
| Robert C. Pozen (k)<br>(age 65)                                 | Trustee                          | February 2004                | 2012             | Massachusetts Financial Services Company, Chairman Emeritus; Chairman (until July 2010)   | Medtronic, Inc, (medical devices), Director (since 2004); The Nielsen Company (market research), Director (since 2010); Telesat (satellite communications), Director (until November 2007); Bell Canada Enterprises (telecommunications), Director (until February 2009) |

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

| Name, Age                           | Position(s)<br>Held                 | Trustee/Officer<br>Since (h) | Term<br>Expiring | Principal Occupations   |   |
|-------------------------------------|-------------------------------------|------------------------------|------------------|---|---|
|                                     |                                     |                              |                  | During<br>the Past Five Years   | Other<br>Directorships (j)  |
| <b>INDEPENDENT TRUSTEES</b>         |                                     |                              |                  |   |   |
| David H. Gunning<br>(age 69)        | Trustee and<br>Chair of<br>Trustees | January 2004                 | 2012             | Retired; Cleveland-Cliffs Inc.<br>(mining products and service<br>provider), Vice<br>Chairman/Director (until May<br>2007)      | Lincoln Electric Holdings,<br>Inc. (welding equipment<br>manufacturer), Director;<br>Development Alternatives,<br>Inc. (consulting),<br>Director/Non-Executive<br>Chairman; Portman<br>Limited (mining), Director<br>(until 2008) |
| Robert E. Butler<br>(age 70)        | Trustee                             | January 2006                 | 2012             | Consultant investment company<br>industry regulatory and<br>compliance matters  | N/A   |
| Maureen R. Goldfarb<br><br>(age 56) | Trustee                             | January 2009                 | 2013             | Private investor  | N/A   |
| William R. Gutow<br>(age 70)        | Trustee                             | December 1993                | 2011             | Private investor and real estate<br>consultant; Capitol Entertainment<br>Management Company (video<br>franchise), Vice Chairman | Atlantic Coast Tan<br>(tanning salons), Vice<br>Chairman (until 2007);<br>Texas Donuts (donut<br>franchise), Vice Chairman<br>(until 2010)  |
| Michael Hegarty<br>(age 66)         | Trustee                             | December 2004                | 2011             | Private investor  | N/A   |

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

| Name, Age   | Position(s)<br>Held | Trustee/Officer<br>Since (h) | Term<br>Expiring | Principal Occupations  |   |
|---|---------------------|------------------------------|------------------|--|---|
|   |                     |                              |                  | During<br>the Past Five Years  | Other<br>Directorships (j)  |
| John P. Kavanaugh<br><br>(age 57)                       | Trustee             | January 2009                 | 2011             | Private investor; The Hanover Insurance Group, Inc., Vice President and Chief Investment Officer (until 2006); Allmerica Investment Trust, Allmerica Securities Trust and Opus Investment Trust (investment companies), Chairman, President and Trustee (until 2006) | N/A   |
| J. Dale Sherratt<br>(age 73)                            | Trustee             | June 1989                    | 2012             | Insight Resources, Inc. (acquisition planning specialists), President; Wellfleet Investments (investor in health care companies), Managing General Partner   | N/A   |
| Laurie J. Thomsen<br>(age 54)                           | Trustee             | March 2005                   | 2011             | Private investor; New Profit, Inc. (venture philanthropy), Executive Partner (until 2010)  | The Travelers Companies (property and casualty insurance), Director |
| Robert W. Uek<br>(age 70)                               | Trustee             | January 2006                 | 2011             | Consultant to investment company industry  | N/A   |
| <b>OFFICERS</b><br>Maria F. DiOrioDwyer (k)<br>(age 52) | President           | March 2004                   | N/A              | Massachusetts Financial Services Company, Executive Vice President and Chief Regulatory Officer Chief Compliance Officer (since December 2006)   | N/A   |

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

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

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

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

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*Trustees and Officers continued*

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

(h) Date first appointed to serve as Trustee/officer of an MFS fund. Each Trustee has served continuously since appointment unless indicated otherwise. For the period from December 15, 2004 until February 22, 2005, Messrs. Pozen and Manning served as Advisory Trustees. For the period March 2008 until October 2008, Ms. DiOrioDwyer served as Treasurer of the Funds.

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

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

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

Each of the Fund's Trustees and officers holds comparable positions with certain other funds of which MFS or a subsidiary is the investment adviser or distributor, and, in the case of the officers, with certain affiliates of MFS. As of January 1, 2011, the Trustees served as board members of 105 funds within the MFS Family of Funds.

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*Trustees and Officers continued*

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

**Investment Adviser**

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

**Portfolio Managers**

Gary Lasman  
Geoffrey Schechter

**Custodian**

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

**Independent Registered Public Accounting Firm**

Deloitte & Touche LLP  
200 Berkeley Street, Boston, MA 02116

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## BOARD REVIEW OF INVESTMENT ADVISORY AGREEMENT

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

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

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



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*Board Review of Investment Advisory Agreement continued*

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

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

Based on information provided by Lipper Inc., the Trustees reviewed the Fund's total return investment performance as well as the performance of peer groups of funds over various time periods. The Trustees placed particular emphasis on the total return performance of the Fund's common shares in comparison to the performance of funds in its Lipper performance universe over the three-year period ended December 31, 2010, which the Trustees believed was a long enough period to reflect differing market conditions. The total return performance of the Fund's common shares ranked 5th out of a total of 14 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 8th out of a total of 14 funds for the one-year period and 7th out of a total of 13

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*Board Review of Investment Advisory Agreement continued*

funds for the five-year period ended December 31, 2010. Given the size of the Lipper performance universe and information previously provided by MFS regarding differences between the Fund and other funds in its Lipper performance universe, the Trustees also reviewed the Fund's performance in comparison to the Barclays Capital Municipal Bond Index. The Fund out-performed the Barclays Capital Municipal Bond Index for the one-year period ended December 31, 2010 (5.5% total return for the Fund versus 2.4% total return for the benchmark) and under-performed the Barclays Capital Municipal Bond Index for the three- and five-year periods ended December 31, 2010 (three-year: 3.0% total return for the Fund versus 4.1% total return for the benchmark; five-year: 2.7% total return for the Fund versus 4.1% total return for the benchmark). Because of the passage of time, these performance results are likely to differ from the performance results for more recent periods, including those shown elsewhere in this report.

In addition to considering the performance information provided in connection with the contract review meetings, the independent Trustees noted that, in light of the Fund's substandard relative performance at the time of their contract review meetings in 2010, they had met at each of their regular meetings since then with MFS senior investment management personnel to discuss the Fund's performance and MFS efforts to improve the Fund's performance. The independent Trustees further noted that the Fund's relative performance for the three-year period ended December 31, 2010 had improved in comparison to the prior year. Taking this information into account, 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 daily net assets and the advisory fee and total expense ratios of peer groups of funds based on information provided by Lipper Inc. The Trustees considered that MFS currently observes an expense limitation, which may not be changed without the Trustees' approval. The Trustees considered that, according to the Lipper data (which takes into account any fee reductions or expense limitations that were in effect during the Fund's last fiscal year), the Fund's effective advisory fee rate and the Fund's total expense ratio were each higher than the Lipper expense group median.

The Trustees also considered the advisory fees charged by MFS to institutional accounts. In comparing these fees, the Trustees considered information provided by MFS as to the generally broader scope of services provided by MFS to the Fund in comparison to institutional accounts and the impact on

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*Board Review of Investment Advisory Agreement continued*

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 a material increase in the market value of the Fund's portfolio securities.

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

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

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

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

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*Board Review of Investment Advisory Agreement continued*

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

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

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

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

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

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

### **QUARTERLY PORTFOLIO DISCLOSURE**

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

Public Reference Room

Securities and Exchange Commission

100 F Street, NE, Room 1580

Washington, D.C. 20549

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

### **FURTHER INFORMATION**

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

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

The fund will notify shareholders of amounts for use in preparing 2011 income tax forms in January 2012. The following information is provided pursuant to provisions of the Internal Revenue Code.

Of the dividends paid from net investment income during the fiscal year, 99.14% is designated as exempt interest dividends for federal income tax purposes. If the fund has earned income on private activity bonds, a portion of the dividends paid may be considered a tax preference item for purposes of computing a shareholder's alternative minimum tax.

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rev. 3/11

**FACTS**

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

**Why?**

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

**What?**

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

Social Security number and account balances

Account transactions and transaction history

Checking account information and wire transfer instructions

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

**How?**

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

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

**Questions?**

Call **800-225-2606** or go to **[mfs.com](http://mfs.com)**.

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**Who we are**

**Who is providing this notice?**

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

**What we do**

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

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

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

We collect your personal information, for example, when you

open an account or provide account information

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

make a wire transfer

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

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

Federal law gives you the right to limit only

sharing for affiliates everyday business purposes information about your creditworthiness

affiliates from using your information to market to you

sharing for nonaffiliates to market to you

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

**Definitions**

**Affiliates**

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



**Nonaffiliates**

*MFS does not share personal information with affiliates, except for everyday business purposes as described on page one of this notice.*  
Companies not related by common ownership or control. They can be financial and nonfinancial companies.

**Joint Marketing**

*MFS does not share with nonaffiliates so they can market to you.*  
A formal agreement between nonaffiliated financial companies that together market financial products or services to you.

*MFS doesn't jointly market.*

**Other important information**

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

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**CONTACT US**

**Transfer agent, Registrar, and**

**Dividend Disbursing Agent**

**Call**

1-800-637-2304

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

**Write**

Computershare Trust Company, N.A.

P.O. Box 43078

Providence, RI 02940-3078

New York Stock Exchange Symbol: **MFM**

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**ITEM 2. CODE OF ETHICS.**

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

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

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

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

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

The Board of Trustees has appointed Deloitte & Touche LLP ("D&T") 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 October 31, 2011 and 2010, audit fees billed to the Fund by D&T were as follows:

|                                | Audit Fees |        |
|--------------------------------|------------|--------|
|                                | 2011       | 2010   |
| <b>Fees billed by D&amp;T:</b> |            |        |
| MFS Municipal Income Trust     | 50,083     | 49,384 |

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For the fiscal years ended October 31, 2011 and 2010, fees billed by D&T for audit-related, tax and other services provided to the Fund and for audit-related, tax and other services provided to MFS and MFS Related Entities were as follows:

|  | Audit-Related Fees <sup>1</sup> |           | Tax Fees <sup>2</sup> |       | All Other Fees <sup>3</sup> |       |
|--|---------------------------------|-----------|-----------------------|-------|-----------------------------|-------|
|  | 2011                            | 2010      | 2011                  | 2010  | 2011                        | 2010  |
| <b>Fees billed by D&amp;T:</b>                                 |                                 |           |                       |       |                             |       |
| To MFS Municipal Income Trust                                  | 15,000                          | 15,000    | 6,806                 | 6,732 | 601                         | 2,035 |
| To MFS and MFS Related Entities of MFS Municipal Income Trust* | 824,004                         | 1,354,540 | 0                     | 0     | 0                           | 0     |

|  | 2011      | 2010      |
|--|-----------|-----------|
| <b>Aggregate fees for non-audit services:</b>                |           |           |
| To MFS Municipal Income Trust, MFS and MFS Related Entities# | 1,333,656 | 1,753,203 |

- \* This amount reflects the fees billed to MFS and MFS Related Entities for non-audit services relating directly to the operations and financial reporting of the Fund (portions of which services also related to the operations and financial reporting of other funds within the MFS Funds complex).
- # This amount reflects the aggregate fees billed by D&T for non-audit services rendered to the Fund and for non-audit services rendered to MFS and the MFS Related Entities.
- <sup>1</sup> The fees included under **Audit-Related Fees** are fees related to assurance and related services that are reasonably related to the performance of the audit or review of financial statements, but not reported under **Audit Fees**, including accounting consultations, agreed-upon procedure reports, attestation reports, comfort letters and internal control reviews.
- <sup>2</sup> The fees included under **Tax Fees** are fees associated with tax compliance, tax advice and tax planning, including services relating to the filing or amendment of federal, state or local income tax returns, regulated investment company qualification reviews and tax distribution and analysis.
- <sup>3</sup> The fees included under **All Other Fees** are fees for products and services provided by D&T other than those reported under **Audit Fees**, **Audit-Related Fees** and **Tax Fees**, including fees for services related to review of internal controls and review of Rule 38a-1 compliance program.

**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:

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

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

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

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

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

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

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

**ITEM 6. SCHEDULE OF INVESTMENTS**

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

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

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*MASSACHUSETTS FINANCIAL SERVICES COMPANY*

PROXY VOTING POLICIES AND PROCEDURES

February 1, 2011

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

The MFS Proxy Voting Policies and Procedures include:

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

A. *VOTING GUIDELINES*

1. General Policy; Potential Conflicts of Interest

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

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

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adopted proxy voting guidelines, set forth below, that govern how MFS generally will vote on specific matters presented for shareholder vote.

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

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

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

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

### 2. MFS' Policy on Specific Issues

#### *Election of Directors*

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

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

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

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

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

### *Majority Voting and Director Elections*

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



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

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

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

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

*Classified Boards*

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

*Stock Plans*

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

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

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

### *Shareholder Proposals on Executive Compensation*

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

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

### *Advisory Votes on Executive Compensation*

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

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

### *Golden Parachutes*

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

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

### *Anti-Takeover Measures*

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

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

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

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

### *Reincorporation and Reorganization Proposals*

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

### *Issuance of Stock*

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

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### *Repurchase Programs*

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

### *Cumulative Voting*

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

### *Written Consent and Special Meetings*

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

### *Independent Auditors*

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

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

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

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

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

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

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

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

### *Foreign Issuers*

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

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

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

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

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

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

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

## **B. ADMINISTRATIVE PROCEDURES**

### *1. MFS Proxy Voting Committee*

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

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



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

*2. Potential Conflicts of Interest*

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

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

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

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

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

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

### *3. Gathering Proxies*

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

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

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

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

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

#### *4. Analyzing Proxies*

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

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

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

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

### *5. Voting Proxies*

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

### *6. Securities Lending*

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

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

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

### *7. Engagement*

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

### *C. RECORDS RETENTION*

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

### *D. REPORTS*

MFS Funds

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

All MFS Advisory Clients

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

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

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

**General.** Information regarding the portfolio manager(s) of the MFS Municipal Income Trust (the Fund ) is set forth below.

| <b>Title and Five Year</b> |                     |              |   |
|----------------------------|---------------------|--------------|---|
| <b>Portfolio Manager</b>   | <b>Primary Role</b> | <b>Since</b> | <b>History</b>  |
| Gary A. Lasman             | Portfolio Manager   | 2006         | Investment Officer of MFS; employed in the investment area of MFS since 2002. |

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Geoffrey L. Schechter

Portfolio Manager

2004

Investment Officer of MFS; employed in the investment area of MFS since 1993.

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

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

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

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

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

**Portfolio Manager**

Gary A. Lasman

Geoffrey L. Schechter

**Benchmark(s)**

Barclays Capital Municipal Bond Index

Barclays Capital Municipal Bond Index

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

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

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

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

**Ownership of Fund Shares.** The following table shows the dollar range of equity securities of the Fund beneficially owned by the Fund's portfolio manager(s) as of the fund's fiscal year ended October 31, 2011. The following dollar ranges apply:

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

| Name of Portfolio Manager | Dollar Range of Equity Securities in Fund |
|---------------------------|---|
| Gary A. Lasman            | N   |
| Geoffrey L. Schechter     | N   |

**Other Accounts.** In addition to the Fund, the Fund's portfolio manager is named as a portfolio manager of certain other accounts managed or subadvised by MFS or an affiliate, the number and assets of which, as of fiscal year ended October 31, 2011 were as follows:

| Name                  | Registered Investment Companies |                | Other Pooled Investment Vehicles |                  | Other Accounts     |              |
|-----------------------|---------------------------------|----------------|----------------------------------|------------------|--------------------|--------------|
|                       | Number of Accounts*             | Total Assets*  | Number of Accounts               | Total Assets     | Number of Accounts | Total Assets |
| Gary A. Lasman        | 4                               | \$ 2.9 billion | 0                                | N/A              | 0                  | N/A          |
| Geoffrey L. Schechter | 13                              | \$ 9.0 billion | 1                                | \$ 467.7 million | 0                  | N/A          |

\* Includes the Fund.

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

**Potential Conflicts of Interest.**

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



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The management of multiple funds and accounts (including proprietary accounts) gives rise to potential conflicts of interest if the funds and accounts have different objectives and strategies, benchmarks, time horizons and fees as a portfolio manager must allocate his or her time and investment ideas across multiple funds and accounts. In certain instances there are securities which are suitable for the Fund's portfolio as well as for accounts of the Adviser or its subsidiaries with similar investment objectives. 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 those of other accounts of the Adviser or its subsidiaries. A portfolio manager may execute transactions for another fund or account that may adversely affect the value of the Fund's investments. Investments selected for funds or accounts other than the Fund may outperform investments selected for the Fund.

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

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

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

**MFS Municipal Income Trust**

| <b>Period</b>     | <b>(a) Total number of Shares Purchased</b> | <b>(b) Average Price Paid per Share</b> | <b>(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b> | <b>(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased under the Plans or Programs</b> |
|-------------------|---|---|---|---|
| 11/01/10-11/30/10 | 0   | N/A                                     | 0   | 4,052,179   |
| 12/01/10-12/31/10 | 0   | N/A                                     | 0   | 4,052,179   |
| 1/01/11-1/31/11   | 0   | N/A                                     | 0   | 4,052,179   |
| 2/01/11-2/28/11   | 0   | N/A                                     | 0   | 4,052,179   |
| 3/01/11-3/31/11   | 0   | N/A                                     | 0   | 4,074,913   |
| 4/01/11-4/30/11   | 0   | N/A                                     | 0   | 4,074,913   |
| 5/01/11-5/31/11   | 0   | N/A                                     | 0   | 4,074,913   |
| 6/01/11-6/30/11   | 0   | N/A                                     | 0   | 4,074,913   |
| 7/01/11-7/30/11   | 0   | N/A                                     | 0   | 4,074,913   |

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|                   |          |     |          |           |
|-------------------|----------|-----|----------|-----------|
| 8/01/11-8/31/11   | 0        | N/A | 0        | 4,074,913 |
| 9/01/11-9/30/11   | 0        | N/A | 0        | 4,074,913 |
| 10/01/11-10/31/11 | 0        | N/A | 0        | 4,074,913 |
| <i>Total</i>      | <i>0</i> |     | <i>0</i> |           |

Note: The Board of Trustees approves procedures to repurchase shares annually. The notification to shareholders of the program is part of the semi-annual and annual reports sent to shareholders. These annual programs begin on March 1<sup>st</sup> of each year. The programs conform to the conditions of Rule 10b-18 of the securities Exchange Act of 1934 and limit the aggregate number of shares that may be purchased in each annual period (March 1 through the following February 28) to 10% of the Registrant's outstanding shares as of the first day of the plan year (March 1). The aggregate number of shares available for purchase for the March 1, 2011 plan year is 4,074,913.

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

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

**ITEM 11. CONTROLS AND PROCEDURES.**

- (a) Based upon their evaluation of the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the Act)) as conducted within 90 days of the filing date of this Form N-CSR, the registrant's principal financial officer and principal executive officer have concluded that those disclosure controls and procedures provide reasonable assurance that the material information required to be disclosed by the registrant on this report is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.
- (b) There were no changes in the registrant's internal controls over financial reporting (as defined in Rule 30a-3(d) under the Act) that occurred during the second fiscal quarter covered by the report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

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**ITEM 12. EXHIBITS.**

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

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

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

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

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

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**Notice**

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

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SIGNATURES

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

Registrant MFS MUNICIPAL INCOME TRUST

By (Signature and Title)\* MARIA F. DIORIODWYER  
Maria F. DiOrioDwyer, President

Date: December 16, 2011

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. DIORIODWYER  
Maria F. DiOrioDwyer, President  
(Principal Executive Officer)

Date: December 16, 2011

By (Signature and Title)\* JOHN M. CORCORAN  
John M. Corcoran, Treasurer  
(Principal Financial Officer  
and Accounting Officer)

Date: December 16, 2011

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