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MFS CHARTER INCOME TRUST  
Form N-CSR  
February 04, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF  
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-5822

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MFS CHARTER INCOME TRUST

-----  
(Exact name of registrant as specified in charter)

500 Boylston Street, Boston, Massachusetts 02116

-----  
(Address of principal executive offices) (Zip code)

Stephen E. Cavan  
Massachusetts Financial Services Company  
500 Boylston Street  
Boston, Massachusetts 02116

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(Name and address of agents for service)

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

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Date of fiscal year end: November 30, 2003

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Date of reporting period: November 30, 2003

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ITEM 1. REPORT TO STOCKHOLDERS.

MFS(R) Mutual Funds  
ANNUAL REPORT 11/30/03

[graphic omitted]

MFS(R) CHARTER  
INCOME TRUST

A path for pursuing opportunity

[logo] M F S(R)  
INVESTMENT MANAGEMENT

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

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

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

We do not disclose any nonpublic personal information about our customers or former customers to anyone except as permitted by law. We may share information with companies or financial institutions that perform marketing services on our behalf or to other financial institutions with which we have joint marketing arrangements. Access to your nonpublic personal information is limited to appropriate personnel who provide products, services, or information to you. We maintain physical, electronic, and procedural safeguards that comply with applicable federal regulations.

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

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

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NOT FDIC INSURED                      MAY LOSE VALUE                      NO BANK GUARANTEE  
NOT A DEPOSIT                      NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY  
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MFS(R) CHARTER INCOME TRUST

The trust seeks to maximize current income.

New York Stock Exchange Symbol: MCR

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To view MFS' statement concerning regulatory issues affecting the mutual fund industry and the firm, please visit [www.mfs.com](http://www.mfs.com).  
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### LETTER FROM THE CHAIRMAN

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Dear Shareholders,

[photo of Jeffrey L. Shames]

In our view, the past year has been a promising one for investors. Financial markets have improved steadily, spurred by indications of a global economic recovery.

These developments make this an encouraging time for MFS and for our shareholders. But we also think it's a time to reinforce the fundamentals of a sound investment strategy.

At MFS, we think in any market environment the best approach for investors is disciplined diversification. This method of investing involves three simple steps. First, allocate your holdings across the major asset classes. Second, diversify within each class so that you get exposure to different investment styles, such as growth and value, and market sectors, such as government and corporate bonds. Finally, to respond to the way market activity can shift the value of your accounts, rebalance your accounts on a routine schedule, such as once per year. Doing so will help you maintain your desired allocation across each asset class.

These investing fundamentals are often lost when markets are on an upswing. At such times, it's easy to be tempted to shift your holdings into the current, "hottest" performing investment. History suggests, however, that it is difficult to predict year after year what the best performing sector or market will be. While it is true that the past cannot offer any guarantees for the future, the markets historically have demonstrated the benefits of taking the prudent approach and spreading your assets across a variety of holdings. For investors with long-term goals such as college or retirement, a balanced approach usually makes the most sense. As always, your investment professional can help you identify an appropriate mix of investments for your needs.

Respectfully,

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/s/ Jeffrey L. Shames

Jeffrey L. Shames  
Chairman  
MFS Investment Management (R)

December 19, 2003

The opinions expressed in this letter are those of MFS and no forecasts can be guaranteed.

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MFS ORIGINAL RESEARCH (R)  
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## THE HUMAN SIDE OF MONEY MANAGEMENT

For nearly 80 years MFS has been offering investors clear paths to pursuing specific investment objectives. Today, millions of individuals and thousands of institutions all over the world look to MFS to manage their assets with insight and care.

Our success, we believe, has to do with the fact that we see investors as people with plans, not just dollars to invest.

When you invest with MFS, you invest with a company dedicated to helping you realize your long-term financial goals.

## INVESTORS CHOOSE MFS FOR OUR

- o global asset management expertise across all asset classes
- o time-tested money management process for pursuing consistent results
- o full spectrum of investment products backed by MFS Original Research(R)
- o resources and services that match real-life needs

## TURNING INFORMATION INTO OPPORTUNITY

Sound investments begin with sound information. MFS has been doing its own research and analyzing findings in-house for decades. The process we use to uncover opportunity is called MFS Original Research(R).

## MFS ORIGINAL RESEARCH INVOLVES:

- o meeting with the management of 3,000 companies each year to assess their business plans and the managers' ability to execute those plans
- o making onsite visits to more than 2,000 companies annually to gain first-hand knowledge of their operations and products
- o analyzing financial statements and balance sheets
- o talking extensively with companies' customers and competitors
- o developing our own proprietary estimates of companies' earnings

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MANAGEMENT REVIEW  
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### MARKET ENVIRONMENT

Throughout the year ended November 30, 2003, global bond markets were influenced by accommodative monetary policies and low interest rates. The period provided positive returns to all bond investors, particularly those who bought high-yield bonds and emerging market debt securities (EMDs).

Governments throughout the world sought to stimulate sluggish local economies by lowering interest rates. The financial markets responded by providing easier access to capital for high-yield companies and emerging market countries - two sectors that had been rebuffed by those markets in the summer and early fall of 2002. Although fundamentals improved in both of these sectors, strong supply-demand technicals were the main drivers of performance. Both experienced tremendous inflows as investors continuously sought higher-yielding securities due to the low interest rate environment. In our view, high-yield bonds and EMDs continued to offer good value, but were unlikely to appreciate in price the way they did during the reporting period ended November 30, 2003.

For the period, high-yield corporate bonds provided the best performance results, followed by EMDs and high-grade corporate bonds. Government bond markets around the globe lagged other fixed-income sectors.

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TOP 5 SECTOR ALLOCATIONS  
AS OF 11/30/03

HIGH-YIELD CORPORATES	30.8%
-----	-----
INTERNATIONAL SOVEREIGNS	20.0%
-----	-----
EMERGING MARKETS DEBT	10.2%
-----	-----
MORTGAGE-BACKED SECURITIES	10.0%
-----	-----
U.S. TREASURIES	9.9%
-----	-----

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

The trust benefited from very conservative positioning in 2002. At the end of November 2002, the start of the period, high-yield corporate bonds represented only 12% of the portfolio, EMDs constituted only 6% of the portfolio, and U.S. Treasury securities stood at 16.2% of the trust's assets. In response to signs that the economy might be turning the corner and given the perceived value in corporate bonds, we began to trim our U.S. Treasury position in December 2002 and add to our high-yield and EMD holdings. (Principal value and interest on Treasury securities are guaranteed by the U.S. government if held to maturity.) By the end of the period, high-yield corporate bonds represented almost 31% of the portfolio, EMDs were 10.2% of the portfolio, and U.S. Treasury holdings were down to 9.9% of the trust's assets.

### DETRACTORS FROM PERFORMANCE

The nature of this portfolio is to provide investors with a fair amount of diversification within the fixed-income markets. Relative performance results, when compared to different benchmark indices, will naturally differ from benchmarks that are comprised of just one or very few fixed-income sectors. For

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this reporting period ended November 30, 2003, the trust's net asset value results were lower than a 100% high-yield benchmark index or a 100% EMD index.

Our gradual approach to allocation shifts in uncertain times caused us to not fully capitalize on the strong performance of high-yield and EMDs early in the period. At the start of the reporting period, we did not want to add too aggressively to our positions in high-yield securities and bonds from emerging market countries because of the risks we saw at that time. By the end of the period, conditions in the capital markets had eased, economic conditions around the world had improved, and investor demand for yield had driven the prices of some high-yield bonds from \$0.30 on the dollar to \$0.90. Demand was strong for EMDs as well.

### CONTRIBUTORS TO ABSOLUTE PERFORMANCE

Despite missing some of the early part of the high-yield rally, the trust did receive strong absolute returns from the group. By continuing to increase our commitment to high yield and EMDs throughout the year, we captured a larger percentage of the later performance as the markets continued to appreciate. Although yields and spreads for the group declined throughout the period as the markets performed well, we felt that high-yield bonds still offered good value for investors, especially as global economic conditions continued to strengthen.

Industrials and telecommunications were among the trust's strongest industry sectors. Both groups had fallen out of favor with investors in 2002 for reasons that included structural problems, the threat of potential defaults, and limited access to capital. As the economy improved, investors realized that the defaults threat was not as severe as they had anticipated. Also, the easing in the capital markets proved to be a watershed event. That financing pulled companies such as Charter Communications back from the brink of bankruptcy.

The trust experienced strong absolute returns from its EMDs. Historically, this group has generated the strongest returns in periods of economic recovery and economic strength. As global economic conditions began to show signs of improvement during the period, values for EMDs rose. The group's returns for the period also were lifted by an influx of capital from yield-starved investors.

Respectfully,

/s/ Joseph C. Flaherty, Jr.

Joseph C. Flaherty, Jr.  
Portfolio Manager

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Visit [mfs.com](http://mfs.com) for our latest economic and investment outlook.

- o Under Updates & Announcements, click Week in Review for a summary of recent investment-related news.
  - o From Week in Review, link to MFS Global Investment Perspective for our current view of the world.
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The opinions expressed in this report are those of the portfolio manager and are current only through the end of the period of the report as stated on the cover. These views are subject to change at any time based on market and other conditions, and no forecasts can be guaranteed.

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PERFORMANCE SUMMARY THROUGH 11/30/03  
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All results are historical. Investment return and principal value will fluctuate, and shares, when sold, may be worth more or less than their original cost. More recent returns may be different from those shown. Past performance is no guarantee of future results.

### PRICE SUMMARY

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Year ended 11/30/03  
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	Date	Price
Net asset value	11/30/2002	\$9.09
	11/30/2003	\$9.58
New York Stock Exchange	11/30/2002	\$8.26
	6/04/2003 (high) *	\$8.97
	12/16/2002 (low) *	\$8.20
	11/30/2003	\$8.78

\* For the period December 1, 2002, through November 30, 2003.  
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### TOTAL RETURN VS BENCHMARKS

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Year ended 11/30/03  
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New York Stock Exchange price*	13.02%
Net asset value	12.06%
Citigroup World Government Bond Non-dollar Hedged Index	2.46%
J.P. Morgan EMBI Index Global	25.83%
Lehman Brothers Aggregate Bond Index	5.18%
Lehman Brothers High Yield Index	27.88%

\* Includes reinvestment of dividends and capital gains distributions.

### INDEX DEFINITIONS

CITIGROUP WORLD GOVERNMENT BOND NON-DOLLAR HEDGED INDEX - measures the government bond markets around the world, ex-U.S.

J.P. MORGAN EMERGING MARKETS BOND INDEX GLOBAL (THE EMBI GLOBAL) - tracks debt instruments in the emerging markets (includes a broader array of countries than the EMBI Plus).

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LEHMAN BROTHERS AGGREGATE BOND INDEX - a measure of the U.S. bond market.

LEHMAN BROTHERS HIGH YIELD INDEX - measures the performance of the high-yield bond market.

It is not possible to invest directly in an index.

### KEY RISK CONSIDERATIONS

Investing in foreign and/or emerging markets securities involves risks relating to interest rates, currency exchange rates, economic, and political conditions.

The portfolio may invest in derivative securities, which may include futures and options. These types of instruments can increase price fluctuation.

The portfolio focuses on companies in a limited number of sectors, making it more susceptible to adverse economic, political, or regulatory developments affecting those sectors than a portfolio that invests more broadly.

Investments in high yield or lower-rated securities may provide greater returns but are subject to greater-than-average risk.

Because the portfolio invests in a limited number of companies a change in one security's value may have a more significant effect on the portfolio's value.

Government guarantees apply to the underlying securities only and not to the prices and yields of the portfolio.

These risks may increase share price volatility. Please see the prospectus for further information on these and other risk considerations.

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

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### DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN

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

If your shares are in the name of a brokerage firm, bank, or other nominee, you can ask the firm or nominee to participate in the plan on your behalf. If the nominee does not offer the plan, you may wish to request that your shares be re-registered in your own name so that you can participate.

There is no service charge to reinvest distributions, nor are there brokerage charges for shares issued directly by the trust. However, when shares are bought on the New York Stock Exchange or otherwise on the open market, each participant pays a pro rata share of the commissions. The automatic reinvestment of distributions does not relieve you of any income tax that may be payable (or required to be withheld) on the distributions.

To enroll in or withdraw from the plan, or if you have any questions, call



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1-800-637-2304 any business day from 8 a.m. to 8 p.m. Eastern time. Please have available the name of the trust and your account and Social Security numbers. For certain types of registrations, such as corporate accounts, instructions must be submitted in writing. Please call for additional details. When you withdraw, you can receive the value of the reinvested shares in one of two ways: a check for the value of the full and fractional shares, or a certificate for the full shares and a check for the fractional shares.

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 RESULTS OF SHAREHOLDER MEETINGS (unaudited) - 11/30/03  
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At the annual meeting of shareholders of MFS Charter Income Trust, which was held on October 8, 2003, the following actions were taken:

ITEM 1. To elect a Board of Trustees.

NOMINEE	NUMBER OF SHARES	
	FOR	WITHHOLD AUTHORITY
John W. Ballen	54,636,594.431	2,286,010.144
William J. Poorvu	54,595,396.003	2,327,208.572
J. Dale Sherratt	54,667,670.409	2,254,934.166
Ward Smith	54,556,875.966	2,365,728.609

ITEM 2. To act on a shareholder proposal recommending that each Trust's Trustee be required to invest at least 10% of their Trustees fees in trust shares.

	NUMBER OF SHARES
For	9,399,410.608
Against	19,076,374.777
Abstain	1,532,468.190
Broker Non-votes	26,914,351.000

ITEM 3. To ratify the selection of independent public accountants for the current fiscal year.

	NUMBER OF SHARES
For	55,247,451.289
Against	1,001,540.125
Abstain	673,613.161

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 PORTFOLIO OF INVESTMENTS - 11/30/03  
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The Portfolio of Investments is a complete list of all securities owned by your

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fund. It is categorized by broad-based asset classes.

Bonds - 95.9%

ISSUER	PRINCIPAL AMOUNT (000 Omitted)	\$ V
U.S. Bonds - 61.3%		
Advertising & Broadcasting - 2.5%		
Allbritton Communications Co., 7.75s, 2012	\$1,500	\$1,526
Granite Broadcasting Corp., 10.375s, 2005	1,537	1,521
Granite Broadcasting Corp., 8.875s, 2008	675	641
Lamar Media Corp., 7.25s, 2013	1,390	1,483
Muzak LLC, 10s, 2009	440	460
Paxson Communications Corp., 0s to 2006, 12.25s to 2009	2,305	1,970
Spanish Broadcasting Systems, Inc., 9.625s, 2009	1,500	1,582
XM Satellite Radio, Inc., 0s to 2005, 14s to 2009	380	333
XM Satellite Radio, Inc., 12s, 2010	1,420	1,583
Young Broadcasting, Inc., 8.5s, 2008	2,600	2,788
		\$13,892
Aerospace - 0.8%		
Hexcel Corp., 9.875s, 2008	\$1,240	\$1,382
Hexcel Corp., 9.75s, 2009	800	834
K & F Industries, Inc., 9.25s, 2007	941	971
Transdigm, Inc., 8.375s, 2011##	995	1,054
		\$4,242
Agency - Other - 1.0%		
Financing Corp., 10.35s, 2018	\$3,600	\$5,489
Apparel Manufacturers - 0.1%		
Westpoint Stevens, Inc., 7.875s, 2005**	\$3,550	\$452
Asset Backed & Securitized - 3.4%		
Airplane Pass-Through Trust, 10.875s, 2019**	\$222	\$4

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Amresco Commercial Mortgage Funding I Corp., 7s, 2029	3,000	2,950
Commercial Mortgage Acceptance Corp., 5.44s, 2030	3,535	3,080
First Union Lehman Brothers Commercial, 7s, 2029	850	793
First Union Lehman Brothers Commercial, 7.5s, 2029	3,000	2,783
First Union Lehman Brothers Commercial, 0s, 2035 (Interest Only)	86,260	2,228
Morgan Stanley Capital I, Inc., 7.709s, 2039	2,000	1,922
Mortgage Capital Funding, Inc., 1.083s, 2031	25,547	827
TIAA Retail Commercial Mortgage Trust, 7.17s, 2032##	4,357	4,743
		\$19,335
Automotive - 1.5%		
Eagle-Picher, Inc., 9.75s, 2013##	\$905	\$961
Ford Motor Credit Co., 7s, 2013	952	965
General Motors Acceptance Corp., 8s, 2031	1,363	1,440
Metaldyne Corp., 11s, 2012	2,045	1,738
Tenneco Automotive, Inc., 10.25s, 2013	1,715	1,946
TRW Automotive, Inc., 9.375s, 2013##	875	988
TRW Automotive, Inc., 11s, 2013##	130	152
		\$8,193
Broadcast & Cable TV - 3.3%		
Charter Communications Holdings LLC, 8.625s, 2009	\$3,030	\$2,424
Continental Cablevision, 9.5s, 2013	2,390	2,745
CSC Holdings, Inc., 8.125s, 2009	3,450	3,588
DIRECTV, Inc., 8.375s, 2013	335	378
Jones Intercable, Inc., 8.875s, 2007	3,150	3,266
Lenfest Communications, Inc., 10.5s, 2006	1,900	2,242
Mediacom Communications Corp., 11s, 2013	2,400	2,574
TCI Communications, Inc., 9.8s, 2012	1,169	1,517
		\$18,735
Building - 1.3%		
American Standard Cos., Inc., 7.375s, 2008	\$1,005	\$1,108
Atrium Cos, Inc., 10.5s, 2009	1,070	1,135

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Jacuzzi Brands, Inc., 9.625s, 2010##	510	555
Nortek Holdings, Inc., 9.25s, 2007	1,500	1,545
Nortek Holdings, Inc., 8.875s, 2008	1,145	1,190
Williams Scotsman, Inc., 9.875s, 2007	1,650	1,608
Williams Scotsman, Inc., 10s, 2008	205	222
		\$7,366
Business Services - 0.9%		
Iron Mountain, Inc., 7.75s, 2015	\$3,000	\$3,180
Xerox Corp., 7.625s, 2013	1,995	2,054
		\$5,234
Chemicals - 1.9%		
Equistar Chemicals LP, 10.625s, 2011##	\$710	\$752
Huntsman ICI Chemicals, 10.125s, 2009	1,950	1,945
IMC Global, Inc., 10.875s, 2013##	1,745	1,840
JohnsonDiversey Holdings, Inc., 9.625s, 2012	2,000	2,210
JohnsonDiversey Holdings, Inc., 0s to 2007, 10.67s to 2013##	1,470	1,113
Koppers, Inc., 9.875s, 2013##	400	434
Lyondell Chemical Co., 11.125s, 2012	1,690	1,812
Nalco Co., 7.75s, 2011##	690	719
		\$10,828
Consumer Goods & Services - 0.6%		
KinderCare Learning Centers, Inc., 9.5s, 2009	\$855	\$867
Samsonite Corp., 10.75s, 2008	925	959
Sealy Mattress Co., 9.875s, 2007	1,700	1,755
		\$3,582
Containers - 0.9%		
Owens-Brockway Glass Container, Inc., 8.875s, 2009	\$660	\$714
Owens-Brockway Glass Container, Inc., 8.25s, 2013	2,245	2,351
Pliant Corp., 13s, 2010	190	174
Silgan Holdings, Inc., 9s, 2009	1,919	1,988

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		\$5,229
-----		
Defense Electronics - 0.3%		
L-3 Communications Holdings, Inc., 7.625s, 2012	\$1,480	\$1,613
-----		
Electronics - 0.2%		
Flextronics International Ltd., 6.5s, 2013	\$1,145	\$1,145
-----		
Entertainment - 1.4%		
AMC Entertainment, Inc., 9.5s, 2011	\$1,700	\$1,785
News America Holdings, Inc., 7.7s, 2025	530	615
News America, Inc., 6.55s, 2033	538	557
Six Flags, Inc., 9.75s, 2013	1,500	1,520
Turner Broadcasting, Inc., 8.375s, 2013	2,859	3,445
		\$7,923
-----		
Food & Non Alcoholic Beverages - 0.1%		
Seminis Vegetable Seeds, Inc., 10.25s, 2013##	\$360	\$382
-----		
Forest & Paper Products - 1.0%		
Buckeye Technologies, Inc., 8.5s, 2013##	\$1,680	\$1,785
Graphic Packaging International, Inc., 8.5s, 2011##	500	550
Graphic Packaging International, Inc., 9.5s, 2013##	2,940	3,245
		\$5,580
-----		
Gaming & Lodging - 3.0%		
Aztar Corp., 8.875s, 2007	\$1,550	\$1,617
Forest City Enterprises, Inc., 7.625s, 2015	240	250
Hilton Hotels Corp., 7.625s, 2012	1,100	1,215
HMH Properties, Inc., 8.45s, 2008	2,700	2,814
MGM Mirage, Inc., 8.375s, 2011	1,675	1,871
Park Place Entertainment Corp., 8.875s, 2008	1,550	1,732
Pinnacle Entertainment, Inc., 8.75s, 2013	900	895
Starwood Hotels & Resorts, Inc., 7.875s, 2012	3,000	3,326
Venetian Casino Resort, 11s, 2010	1,550	1,794

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Wackenhut Corrections Corp., 8.25s, 2013##	1,120	1,183
		\$16,701
Home Construction - 0.3%		
Pulte Homes, Inc., 6.375s, 2033	\$1,517	\$1,467
Industrial - 0.2%		
MSW Energy Holdings, 7.375s, 2010##	\$1,045	\$1,076
Insurance - Property & Casualty - 0.3%		
Willis Corroon Corp., 9s, 2009	\$1,355	\$1,439
Machinery & Tools - 1.4%		
AGCO Corp., 9.5s, 2008	\$1,750	\$1,907
Amsted Industries, Inc., 10.25s, 2011##	1,865	2,046
Case New Holland, Inc., 9.25s, 2011##	2,185	2,447
Terex Corp., 9.25s, 2011	1,405	1,559
		\$7,961
Medical & Health Technology & Services - 0.6%		
Fisher Scientific International, Inc., 8.125s, 2012	\$1,147	\$1,230
Genesis Healthcare Corp., 8s, 2013##	255	259
Tenet Healthcare Corp., 6.5s, 2012	1,800	1,656
		\$3,145
Metals & Mining - 0.3%		
Peabody Energy Corp., 6.875s, 2013	\$355	\$373
U.S. Steel Corp., 9.75s, 2010	1,020	1,093
		\$1,467
Mortgage Backed - 10.0%		
Federal National Mortgage Assn., 6s, 2016	\$2,209	\$2,307
Federal National Mortgage Assn., 6s, 2017	6,690	6,988
Federal National Mortgage Assn., 5.975s, 2020	4	4
Federal National Mortgage Assn., 6.5s, 2031	1,232	1,284
Federal National Mortgage Assn., 6.5s, 2032	9,549	9,957

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Federal National Mortgage Assn., 5.5s, 2033	24,704	24,873
Federal National Mortgage Assn., 6s, 2033	6,035	6,202
Federal National Mortgage Assn. TBA 30, 6s, 2033	4,369	4,487
		\$56,105
Natural Gas - Distribution - 0.6%		
AmeriGas Partners LP, 8.875s, 2011	\$3,235	\$3,509
Natural Gas - Pipeline - 1.2%		
El Paso Natural Gas Co., 7.625s, 2010	\$2,890	\$2,904
Southern Natural Gas Co., 8.875s, 2010	1,650	1,819
Williams Cos., Inc., 7.125s, 2011	2,100	2,163
		\$6,886
Personal Computers & Peripherals - 0.2%		
Jabil Circuit, Inc., 5.875s, 2010	\$1,042	\$1,074
Pharmaceuticals - 0.2%		
Schering-Plough Corp., 6.5s, 2033	\$996	\$1,015
Photographic Products - 0.1%		
Eastman Kodak Co., 7.25s, 2013	\$832	\$863
Pollution Control - 0.5%		
Allied Waste North America, Inc., 7.875s, 2013	\$2,500	\$2,675
Printing & Publishing - 0.8%		
Dex Media East LLC, 9.875s, 2009	\$1,500	\$1,702
Dex Media West LLC, 9.875s, 2013##	1,500	1,702
MediaNews Group, Inc., 6.875s, 2013##	1,015	1,008
		\$4,413
Steel		
WCI Steel, Inc., 10s, 2004**	\$280	\$78
Stores - 0.6%		
J. Crew Group, Inc., 10.375s, 2007	\$1,100	\$1,135

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Rite Aid Corp., 9.5s, 2011	1,250	1,406
Rite Aid Corp., 9.25s, 2013	825	886
		\$3,428
-----		
Supermarkets - 0.3%		
Roundy's, Inc., 8.875s, 2012	\$1,650	\$1,744
-----		
Telecommunications - Wireline - 1.0%		
AT & T Wireless Services, Inc., 8.75s, 2031	\$1,106	\$1,270
Qwest Services Corp., 13.5s, 2010##	2,500	2,940
Worldcom, Inc., 7.5s, 2011	4,000	1,345
		\$5,555
-----		
Tobacco - 0.1%		
Philip Morris Cos., Inc., 6.8s, 2003	\$604	\$604
-----		
U.S. Government Agencies - 3.8%		
Federal Home Loan Mortgage Corp., 7s, 2005	\$6,100	\$6,590
Federal Home Loan Mortgage Corp., 6s, 2011	5,005	5,513
Federal National Mortgage Assn., 5s, 2007++	5,105	5,423
Federal National Mortgage Assn., 6s, 2008	3,672	4,051
		\$21,579
-----		
U.S. Treasury Obligations - 9.9%		
U.S. Treasury Bonds, 10.75s, 2005++	\$8,000	\$9,191
U.S. Treasury Bonds, 12s, 2013++	7,500	10,347
U.S. Treasury Bonds, 9.875s, 2015	5,025	7,458
U.S. Treasury Bonds, 10.625s, 2015++	3,350	5,193
U.S. Treasury Notes, 6.875s, 2006++	8,000	8,875
U.S. Treasury Notes, 3.375s, 2007++	13,254	14,322
		\$55,388
-----		
Utilities - Electric Power - 2.7%		
AES Corp., 8.75s, 2013##	\$1,100	\$1,190
AES Corp., 9s, 2015##	1,100	1,197



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Calpine Corp., 8.75s, 2013##	1,185	1,093
CMS Energy Corp., 8.5s, 2011	2,000	2,085
Dynegy Holdings, Inc., 9.875s, 2010##	1,150	1,259
Dynegy Holdings, Inc., 6.875s, 2011	1,500	1,297
PG&E Corp., 6.875s, 2008##	405	431
PSEG Energy Holdings, 7.75s, 2007	3,101	3,197
Reliant Resources, Inc., 9.25s, 2010##	370	373
Reliant Resources, Inc., 9.5s, 2013##	430	434
TXU Corp., 6.375s, 2006	2,727	2,914
		\$15,475
Utilities - Telephone - 0.2%		
Cincinnati Bell, Inc., 7.25s, 2013##	\$1,220	\$1,268
Wireless Communications - 1.8%		
Alamosa Delaware, Inc., 11s, 2010	\$1,251	\$1,294
Centennial Cellular Communications, 10.125s, 2013	1,800	1,899
Crown Castle International Corp., 1s, 2011	1,500	1,560
Dobson Communications Corp., 8.875s, 2013##	500	503
Nextel Communications, Inc., 7.375s, 2015	520	547
Rural Cellular Corp., 9.75s, 2010	600	556
Rural Cellular Corp., 9.875s, 2010##	1,175	1,216
Triton PCS, Inc., 8.5s, 2013	860	911
Western Wireless Corp., 9.25s, 2013	1,735	1,804
		\$10,292
Total U.S. Bonds		\$344,447
Foreign Bonds - 33.0%		
Algeria		
Republic of Algeria, 2.063s, 2010	\$167	\$161
Australia - 0.4%		
Burns Philp Capital Property Ltd., 9.75s, 2012 (Food & Non Alcoholic Beverages)##	\$2,000	\$2,075

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Austria - 1.7%

Republic of Austria, 5.5s, 2007	EUR 6,061	\$7,770
Republic of Austria, 5s, 2012	558	698
Republic of Austria, 4.65s, 2018	1,010	1,198
		\$9,667

Belgium - 0.4%

Kingdom of Belgium, 3.75s, 2009	EUR 945	\$1,126
Kingdom of Belgium, 5s, 2012	912	1,143
		\$2,270

Brazil - 2.2%

Banco Nacional de Desenvolvi, 8.754s, 2008 (Banks & Credit Companies)	\$352	\$349
Federal Republic of Brazil, 2.063s, 2009	1,629	1,514
Federal Republic of Brazil, 9.25s, 2010	1,746	1,801
Federal Republic of Brazil, 10s, 2011	1,446	1,528
Federal Republic of Brazil, 10.25s, 2013	593	638
Federal Republic of Brazil, 8s, 2014	3,141	3,023
Federal Republic of Brazil, 2s, 2024	874	731
Federal Republic of Brazil, 8.875s, 2024	1,535	1,377
Federal Republic of Brazil, 11s, 2040	1,373	1,404
		\$12,370

Bulgaria - 0.3%

Republic of Bulgaria, 8.25s, 2015##	\$1,604	\$1,864
-------------------------------------	---------	---------

Canada - 2.2%

Abitibi-Consolidated, Inc., 8.55s, 2010 (Forest & Paper Products)	\$1,398	\$1,517
Acetex Corp., 10.875s, 2009 (Chemicals)##	1,350	1,498
Government of Canada, 5.5s, 2009	CAD 4,993	4,069
Government of Canada, 5.5s, 2010	1,761	1,432
Government of Canada, 5.25s, 2012	868	691

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Government of Canada, 8s, 2023	1,243	1,270
Rogers Cable, Inc., 6.25s, 2013 (Broadcast & Cable TV)	\$1,790	1,796
		\$12,275
Chile - 0.4%		
Empresa Nacional de Electricidad SA, 8.35s, 2013 (Utilities - Electric Power)	\$1,029	\$1,132
Enersis SA, 7.375s, 2014 (Utilities - Electric Power)##	1,056	1,068
		\$2,201
Colombia - 0.3%		
Republic of Colombia, 9.75s, 2009	\$503	\$550
Republic of Colombia, 10.75s, 2013	976	1,073
		\$1,624
Denmark - 0.8%		
Kingdom of Denmark, 7s, 2007	DKK 8,924	\$1,611
Kingdom of Denmark, 6s, 2009	16,161	2,863
Kingdom of Denmark, 5s, 2013	1,874	310
		\$4,785
Dominican Republic - 0.1%		
Dominican Republic, 9.5s, 2006##	\$604	\$525
Finland - 1.8%		
Republic of Finland, 2.75s, 2006	EUR 299	\$355
Republic of Finland, 3s, 2008	5,543	6,439
Republic of Finland, 5.375s, 2013	2,716	3,489
		\$10,284
France - 2.6%		
Crown Euro Holdings SA, 9.5s, 2011 (Containers)	\$2,580	\$2,889
Republic of France, 4.75s, 2007	EUR 3,830	4,789
Republic of France, 4s, 2009	3,888	4,671
Republic of France, 4.75s, 2012	356	438
Rhodia SA, 8.875s, 2011 (Chemicals)##	\$1,045	924
Vivendi Universal SA, 6.25s, 2008 (Advertising &		

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Broadcasting)##	915	960
		\$14,674
-----		
Germany - 3.6%		
Federal Republic of Germany, 4.5s, 2009	EUR 11,947	\$14,756
Federal Republic of Germany, 5.25s, 2010	2,101	2,685
KFW-Kredit Wiederaufbau, 3.25s, 2008 (Banks & Credit Companies)	2,244	2,645
Kronos International, Inc., 8.875s, 2009 (Chemicals)	100	127
		\$20,214
-----		
Greece - 0.4%		
Republic of Greece, 3.5s, 2008	EUR 1,044	\$1,240
Republic of Greece, 4.6s, 2013	618	745
		\$1,985
-----		
Ireland - 2.2%		
Eircom Funding, 8.25s, 2013 (Telecommunications - Wireline)##	\$810	\$878
MDP Acquisitions PLC, 9.625s, 2012 (Forest & Paper Products)	970	1,076
Republic of Ireland, 4.25s, 2007	EUR 3,956	4,866
Republic of Ireland, 3.25s, 2009	3,290	3,831
Republic of Ireland, 5s, 2013	1,326	1,657
		\$12,310
-----		
Italy - 1.1%		
Republic of Italy, 5s, 2008	EUR 3,057	\$3,858
Republic of Italy, 4.75s, 2013	122	149
Republic of Italy, 5.25s, 2017	458	575
Telecom Italia Capital, 5.25s, 2013 (Telecommunications - Wireline)##	\$1,418	1,410
		\$5,993
-----		
Kazakhstan - 0.6%		
Hurricane Finance BV, 9.625s, 2010 (Oils)+	\$735	\$817
Kazkommerts International BV, 10.125s, 2007 (Banks & Credit Companies)+	128	143

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Kazkommerts International BV, 10.125s, 2007 (Banks & Credit Companies)##	123	137
-----		
Kazkommerts International BV, 8.5s, 2013 (Banks & Credit Companies)	190	196
-----		
Kazkommerts International BV, 8.5s, 2013 (Banks & Credit Companies)##	949	979
-----		
Kaztransoil Co., 8.5s, 2006 (Oil Services)##	1,002	1,064
-----		
		\$3,339
-----		
Luxembourg - 0.2%		
-----		
Millicom International Cellular, 10s, 2013 (Wireless Communications)##	\$1,125	\$1,153
-----		
Malaysia - 0.5%		
-----		
Petroliam Nasional Berhad, 7.75s, 2015 (Sovereign Bonds)+	\$970	\$1,155
-----		
Petronas Capital Ltd., 7.875s, 2022 (Oil Services)##	1,357	1,564
-----		
		\$2,719
-----		
Mexico - 2.9%		
-----		
BBVA Bancomer, 10.5s, 2011 (Banks & Credit Companies)##	\$1,000	\$1,126
-----		
Grupo Televisa SA, 8.5s, 2032 (Broadcast & Cable TV)	1,061	1,103
-----		
Innova S De R.L., 9.375s, 2013 (Wireless Communications)##	654	668
-----		
Pemex Finance Ltd., 9.69s, 2009 (Energy - Integrated)	915	1,065
-----		
Pemex Project Funding Master Trust, 9.125s, 2010 (Oil Services)	457	539
-----		
Pemex Project Funding Master Trust, 8.625s, 2022 (Oil Services)	5,545	6,057
-----		
Petroleos Mexicanos, 9.5s, 2027 (Quasi-Government)	2,129	2,469
-----		
United Mexican States, 8.125s, 2019	270	297
-----		
United Mexican States, 11.5s, 2026	2,163	3,099
-----		
		\$16,428
-----		
Netherlands - 1.8%		
-----		
Kingdom of Netherlands, 3.75s, 2009	EUR 5,867	\$6,984
-----		
Kingdom of Netherlands, 5s, 2012	2,636	3,307
-----		
		\$10,292
-----		
New Zealand - 0.6%		

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Government of New Zealand, 7s, 2009	NZD 2,425	\$1,612
Government of New Zealand, 6.5s, 2013	2,468	1,602
		\$3,215
Panama - 0.4%		
Republic of Panama, 9.375s, 2029	\$2,208	\$2,484
Poland - 0.3%		
PTC International Finance II SA, 11.25s, 2009 (Wireless Communications)	\$1,316	\$1,441
Portugal - 0.4%		
Republic of Portugal, 5.45s, 2013	EUR 1,777	\$2,283
Qatar - 0.6%		
State of Qatar, 9.75s, 2030	\$2,292	\$3,214
Russia - 1.1%		
Government of Russia, 11s, 2018+	\$624	\$832
Mobile Telesystems Finance, 9.75s, 2008 (Wireless Communications)##	1,042	1,113
OAO Gazprom, 9.625s, 2013 (Utilities - Gas)##	1,360	1,475
OAO Siberian Oil Co., 10.75s, 2009 (Energy - Integrated)	980	1,060
Tyumen Oil Co., 11s, 2007 (Oil Services)	1,514	1,720
		\$6,202
Spain - 1.8%		
Kingdom of Spain, 6s, 2008	EUR 4,096	\$5,361
Kingdom of Spain, 5.35s, 2011	3,630	4,658
		\$10,020
Sweden - 0.5%		
AB Spintab, 5s, 2008 (Banks & Credit Companies)	SEK 16,600	\$2,227
Kingdom of Sweden, 5.5s, 2012	4,205	581
		\$2,808
United Kingdom - 0.5%		

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Global Telesystems, Inc., 10.875s, 2008 (Telecommunications - Wireline)**	\$165	
U.K. Treasury, 7.25s, 2007	GBP 1,179	2,203
U.K. Treasury, 5s, 2012	298	511
		\$2,715
-----		
Venezuela - 0.1%		
Republic of Venezuela, 10.75s, 2013##	\$766	\$752
-----		
Ukraine - 0.2%		
Ukraine Government, 7.65s, 2013##	\$886	\$899
Total Foreign Bonds		\$185,254
-----		
Municipal Bonds - 1.6%		
Austin, Texas Electric, 5.5s, 2012	\$1,200	\$1,375
Metropolitan Pier & Exposition Illinois, 5s, 2028	4,800	4,848
Metropolitan Transportation Authority New York, 5s, 2032	2,500	2,536
Total Municipal Bonds		\$8,760
Total Bonds (Identified Cost, \$512,152,301)		\$538,462
-----		
Convertible Bonds - 0.4%		
Wireless Communications - 0.4%		
Alamosa Holdings, Inc., 7.75s, 2013*	\$2	\$535
Nextel Communications, Inc., 5.25s, 2010	1,500	1,477
Total Convertible Bonds (Identified Cost, \$1,427,913)		\$2,012
-----		
Stocks - 0.1%		
ISSUER	SHARES	\$ V
-----		
U.S. Stocks - 0.1%		
Apparel Manufacturers - 0.1%		
Sind Holdings, Inc.*	5,720	\$371
-----		
Basic Industry		
Thermadyne Holdings Corp.*	795	\$9
-----		
Chemicals		

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Sterling Chemicals, Inc.*	72	\$1
Machinery & Tools		
Simonds Industries, Inc.*	1,235	\$3
Utilities - Telephone		
ITC-DeltaCom, Inc.*	63,023	\$311
Total Stocks (Identified Cost, \$3,096,811)		\$697
Warrants		
Ono Finance PLC, Expire 2/15/11 (Broadcast & Cable TV)*	1,000	
Loral Orion Network Systems, Inc., Expire 1/15/07 (Business Services)*	1,625	
Loral Orion Network Systems, Inc., Expire 1/15/07 (Business Services)*	750	
Sterling Chemicals, Inc., Expire 12/19/08 (Chemicals)*	250	
Thermadyne Holdings Corp., Expire 5/23/04 (Basic Industry)*	1,257	1
Thermadyne Holdings Corp., Expire 5/23/06 (Basic Industry)*	760	
Total Warrants (Identified Cost, \$186,200)		\$1
Repurchase Agreement - 2.8%		
ISSUER	PRINCIPAL AMOUNT (000 Omitted)	\$ V
Merrill Lynch Repurchase Agreement, dated 11/28/03, due 12/01/03, total to be received \$15,862,348 (secured by various U.S. Treasury and Federal Agency obligations in a jointly traded account), at Cost	\$15,861	\$15,861
Collateral for Securities Loaned - 6.5%		
ISSUER	SHARES	\$ V
Navigator Securities Lending Prime Portfolio, at Amortized Cost	36,839,451	\$36,839
Total Investments (Identified Cost, \$569,563,676)		\$593,875
Other Assets, Less Liabilities - (5.7)%		(31,975)
Net Assets - 100.0%		\$561,899



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- \* Non-income producing security.
- \*\* Non-income producing security - in default.
- ## SEC Rule 144A restriction.
- + Restricted security.
- ++ All or a portion of this security is on loan.

Abbreviations have been used throughout this report to indicate amounts shown in currencies other than U.S. Dollar. A list of abbreviations is shown below:

AUD = Australian Dollars	GBP = British Pounds
CAD = Canadian Dollars	NZD = New Zealand Dollars
DKK = Danish Kroner	SEK = Swedish Kronor
EUR = Euro	

See notes to financial statements.

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### FINANCIAL STATEMENTS                      STATEMENT OF ASSETS AND LIABILITIES

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

AT 11/30/03

#### ASSETS

Investments, at value, including \$36,119,158 of securities on loan (identified cost, \$569,563,676)		\$593,875,114
<hr style="border-top: 1px dashed black;"/>		
Cash		6,125
<hr style="border-top: 1px dashed black;"/>		
Receivable for forward foreign currency exchange contracts		461,010
<hr style="border-top: 1px dashed black;"/>		
Receivable for daily variation margin on open futures contracts		105,000
<hr style="border-top: 1px dashed black;"/>		
Receivable for investments sold		3,626,837
<hr style="border-top: 1px dashed black;"/>		
Interest receivable		9,628,463
<hr style="border-top: 1px dashed black;"/>		
Other assets		18,562
<hr style="border-top: 1px dashed black;"/>		
Total assets		\$607,721

#### LIABILITIES

Payable to custodian		\$57
<hr style="border-top: 1px dashed black;"/>		
Collateral for securities loaned, at value		36,839,451
<hr style="border-top: 1px dashed black;"/>		
Payable to dividend disbursing agent		206,413
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Payable for investments purchased		856,856
<hr style="border-top: 1px dashed black;"/>		
Payable for TBA purchase commitments		4,480,273
<hr style="border-top: 1px dashed black;"/>		
Payable for forward foreign currency exchange contracts		2,931,641

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Payable to affiliates		
Management fee	36,683	
Transfer agent and dividend disbursing costs	8,040	
Accrued expenses and other liabilities	461,915	
Total liabilities		\$45,821
Net assets		\$561,899

Statement of Assets and Liabilities - continued

NET ASSETS CONSIST OF

Paid-in capital	\$613,581,573	
Unrealized appreciation on investments and translation of assets and liabilities in foreign currencies	22,027,241	
Accumulated net realized loss on investments and foreign currency transactions	(62,448,806)	
Accumulated net investment loss	(11,260,226)	
Total		\$561,899
Shares of beneficial interest outstanding (63,248,883 shares issued, less 4,601,344 treasury shares)		58,647
Net asset value per share (net assets / shares of beneficial interest outstanding)		\$

See notes to financial statements.

FINANCIAL STATEMENTS                      STATEMENT OF OPERATIONS

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

FOR YEAR ENDED 11/30/03

NET INVESTMENT INCOME

Interest income		\$33,901
Expenses		
Management fee	\$3,483,586	

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Trustees' compensation	91,714	
Transfer agent and dividend disbursing costs	110,112	
Administrative fee	55,438	
Investor communication expense	306,966	
Custodian fee	404,323	
Printing	49,528	
Auditing fees	42,600	
Postage	21,108	
Legal fees	6,388	
Miscellaneous	73,654	
Total expenses		\$4,645
Fees paid indirectly	(13,634)	
Net expenses		\$4,631
Net investment income		\$29,269
REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS		
Realized gain (loss) (identified cost basis)		
Investment transactions	\$36,017,607	
Foreign currency transactions	(21,210,370)	
Net realized gain on investments and foreign currency transactions		\$14,807
Change in unrealized appreciation		
Investments	\$15,408,351	
Future contracts	102,870	
Translation of assets and liabilities in foreign countries	202,092	
Net unrealized gain on investments and foreign currency translation		\$15,713
Net realized and unrealized gain on investments and foreign currency		\$30,520
Increase in net assets from operations		\$59,789

See notes to financial statements.

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### FINANCIAL STATEMENTS                      STATEMENT OF CHANGES IN NET ASSETS

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

FOR YEARS ENDED 11/30	2003	2002
INCREASE (DECREASE) IN NET ASSETS		
OPERATIONS		
Net investment income	\$29,269,302	\$31,517
Net realized gain (loss) on investments and foreign currency transactions	14,807,237	(23,234)
Net unrealized gain on investments and foreign currency translation	15,713,313	21,261
Increase in net assets from operations	\$59,789,852	\$29,545
DISTRIBUTIONS DECLARED TO SHAREHOLDERS		
From net investment income	\$ (31,796,703)	\$ (29,555)
From paid-in capital	--	(5,548)
Total distributions declared to shareholders	\$ (31,796,703)	\$ (35,104)
Net decrease in net assets from trust share transactions	\$ (12,374,600)	\$ (4,773)
Total increase (decrease) in net assets	\$15,618,549	\$ (10,332)
NET ASSETS		
At beginning of period	\$546,281,233	\$556,614
At end of period (including accumulated net investment loss of \$11,260,226 and \$3,355,518, respectively)	\$561,899,782	\$546,281

See notes to financial statements.

### FINANCIAL STATEMENTS                      FINANCIAL HIGHLIGHTS

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

FOR YEARS ENDED 11/30

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	2003	2002	2001
Net asset value, beginning of period	\$9.09	\$9.17	\$9.20
-----			
INCOME FROM INVESTMENT OPERATIONS#(S) (S)			
Net investment income	\$0.49	\$0.52	\$0.67
Net realized and unrealized gain (loss) on investments and foreign currency	0.53	(0.02)	(0.01)
Total from investment operations	\$1.02	\$0.50	\$0.66
-----			
LESS DISTRIBUTIONS DECLARED TO SHAREHOLDERS			
From net investment income	\$ (0.53)	\$ (0.49)	\$ (0.64)
From paid-in capital	--	(0.09)	(0.05)
Total distributions declared to shareholders	\$ (0.53)	\$ (0.58)	\$ (0.69)
Net asset value, end of period	\$9.58	\$9.09	\$9.17
Per share market value, end of period	\$8.78	\$8.26	\$8.35
Total return at market value (%)	13.02	5.99	6.92
-----			
RATIOS (%) TO AVERAGE NET ASSETS AND SUPPLEMENTAL DATA:			
Expenses##	0.83	0.85	0.91
Net investment income	5.21	5.80	7.18
Portfolio turnover	129	137	98
Net assets at end of period (000 Omitted)	\$561,900	\$546,281	\$556,614
-----			

# Per share data are based on average shares outstanding.

## Ratios do not reflect expense reductions from fees paid indirectly.

(S) (S) As required, effective December 1, 2001, the trust has adopted the provisions of the AICPA Investment Companies and began amortizing premium on debt securities. The effect of this change on November 30, 2002 was to decrease net investment income per share by \$0.02, increase net return per share by \$0.02, and decrease the ratio of net investment income to average net assets by 0.01. Supplemental data for the periods prior to December 1, 2001 have not been restated to reflect this presentation.

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

(1) BUSINESS AND ORGANIZATION

MFS Charter Income Trust (the trust) is a non-diversified Massachusetts business

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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 accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The trust can invest in foreign securities. Investments in foreign securities are vulnerable to the effects of changes in the relative values of the local currency and the U.S. dollar and to the effects of changes in each country's legal, political, and economic environment.

INVESTMENT VALUATIONS - Bonds and other fixed income securities (other than short-term obligations) in the trust's portfolio are valued at an evaluated bid price on the basis of quotes from brokers and dealers or on the basis of valuations furnished by a pricing service. Prices obtained from pricing services utilize both dealer-supplied valuations and electronic data processing techniques which take into account appropriate factors such as institutional-size trading in similar groups of securities, yield, quality, coupon rate, maturity, type of issue, trading characteristics and other market data without exclusive reliance upon quoted prices or exchange or over-the-counter prices, since such valuations are believed to reflect more accurately the fair value of such securities. Equity securities in the trust's portfolio for which market quotations are available are valued at the last sale or official closing price on the primary market or exchange on which they are primarily traded or at the last quoted bid price for securities in which there were no sales during the day. If no sales are reported, as is the case for most securities traded over the counter, securities are valued on the basis of quotations obtained from brokers and dealers or on the basis of valuations furnished by a pricing service. Forward contracts will be valued using a pricing model taking into consideration market data from an external pricing source. Use of the pricing services has been approved by the Board of Trustees. All other securities (other than short-term obligations), and futures contracts in the trust's portfolio for which the principal market is one or more securities or commodities exchanges (whether domestic or foreign) will be valued at the last reported sale price or at the settlement price prior to the determination (or if there has been no current sale, at the closing bid price) on the primary exchange on which such futures contracts are traded; but if a securities exchange is not the principal market for securities, such securities will, if market quotations are readily available, be valued at current bid prices. Short-term obligations in the trust's portfolio are valued at amortized cost, which constitutes fair value as determined by the Board of Trustees. Short-term obligations with a remaining maturity in excess of 60 days will be valued upon dealer-supplied valuations. The trust values its portfolio securities at current market prices where current market prices are readily available, or at fair value as determined under the direction of the Board of Trustees when a determination is made that current market prices are not readily available. Because developments that could affect the values of foreign securities may occur between the close of the foreign market where the security is principally traded and the trust's valuation time, such closing prices may not be reflective of current market prices and current market prices may not be readily available when the trust determines net asset value, and therefore the trust may adjust closing market prices of foreign securities to reflect what it believes to be the fair value of the securities as of the trust's valuation time.

REPURCHASE AGREEMENTS - The trust may enter into repurchase agreements with

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

FOREIGN CURRENCY TRANSLATION - Investment valuations, other assets, and liabilities initially expressed in foreign currencies are converted each business day into U.S. dollars based upon current exchange rates. Purchases and sales of foreign investments, income, and expenses are converted into U.S. dollars based upon currency exchange rates prevailing on the respective dates of such transactions. Gains and losses attributable to foreign currency exchange rates on sales of securities are recorded for financial statement purposes as net realized gains and losses on investments. Gains and losses attributable to foreign exchange rate movements on income and expenses are recorded for financial statement purposes as foreign currency transaction gains and losses. That portion of both realized and unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

DEFERRED TRUSTEE COMPENSATION - Under a Deferred Compensation Plan (the Plan) independent Trustees may elect to defer receipt of all or a portion of their annual compensation. Deferred amounts are treated as though equivalent dollar amounts had been invested in shares of the trust or other MFS funds selected by the Trustee. Deferred amounts represent an unsecured obligation of the trust until distributed in accordance with the Plan. Included in other assets and accrued expenses and other liabilities is \$13,810 of Deferred Trustees' Compensation.

FUTURES CONTRACTS - The trust may enter into futures contracts for the delayed delivery of securities or currency, or contracts based on financial indices at a fixed price on a future date. In entering such contracts, the trust is required to deposit with the broker either in cash or securities an amount equal to a certain percentage of the contract amount. Subsequent payments are made or received by the trust each day, depending on the daily fluctuations in the value of the contract, and are recorded for financial statement purposes as unrealized gains or losses by the trust. The trust's investment in futures contracts is designed to hedge against anticipated future changes in interest or exchange rates or securities prices. Investments in interest rate futures for purposes other than hedging may be made to modify the duration of the portfolio without incurring the additional transaction costs involved in buying and selling the underlying securities. Investments in currency futures for purposes other than hedging may be made to change the trust's relative position in one or more currencies without buying and selling portfolio assets. Investments in index contracts or contracts on related options for purposes other than hedging, may be made when the trust has cash on hand and wishes to participate in anticipated market appreciation while the cash is being invested. Should interest or exchange rates or securities prices move unexpectedly, the trust may not achieve the anticipated benefits of the futures contracts and may realize a loss.

SECURITY LOANS - State Street Bank and Trust Company ("State Street"), as lending agent, may loan the securities of the trust to certain qualified institutions (the "Borrowers") approved by the trust. The loans are collateralized at all times by cash and U.S. Treasury securities in an amount at least equal to the market value of the securities loaned. State Street provides the trust with indemnification against Borrower default. The trust bears the risk of loss with respect to the investment of cash collateral.

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Cash collateral is invested in short-term securities. A portion of the income generated upon investment of the collateral is remitted to the Borrowers, and the remainder is allocated between the trust and the lending agent. On loans collateralized by U.S. Treasury securities, a fee is received from the Borrower, and is allocated between the trust and the lending agent. Income from securities lending is included in interest income on the Statement of Operations. The dividend and interest income earned on the securities loaned is accounted for in the same manner as other dividend and interest income.

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

**INVESTMENT TRANSACTIONS AND INCOME** - Investment transactions are recorded on the trade date. Interest income is recorded on the accrual basis. All discount is accreted for tax reporting purposes as required by federal income tax regulations. Dividends received in cash are recorded on the ex-dividend date. Dividend and interest payments received in additional securities are recorded on the ex-dividend or ex-interest date in an amount equal to the value of the security on such date. Some securities may be purchased on a "when-issued" or "forward delivery" basis, which means that the securities will be delivered to the trust at a future date, usually beyond customary settlement time.

The trust may enter into TBA (to be announced) purchase commitments to purchase securities for a fixed unit price at a future date. Although the unit price has been established, the principal value has not been finalized. However, the principal amount of the commitments will not fluctuate more than 1.0%. The trust holds, and maintains until settlement date, cash or high-grade debt obligations in an amount sufficient to meet the purchase price, or the trust may enter into offsetting contracts for the forward sale of other securities it owns. Income on the securities will not be earned until settlement date. TBA purchase commitments may be considered securities in themselves, and involve a risk of loss if the value of the security to be purchased declines prior to settlement date, which is in addition to the risk of decline in the value of the trusts' other assets. Unsettled TBA purchase commitments are valued at the current market value of the underlying securities, according to the procedures described under "Investment Valuations" above. The trust may enter into TBA sale commitments to hedge its portfolio positions or to sell mortgage-backed securities it owns under delayed delivery arrangements. Proceeds of TBA sale commitments are not received until the contractual settlement date. During the time a TBA sale commitment is outstanding, equivalent deliverable securities, or an offsetting TBA purchase commitment deliverable on or before the sale commitment date, are held as "cover" for the transaction.

Legal fees and other related expenses incurred to preserve and protect the value



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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 trust's custody fee is reduced according to an arrangement that measures the value of cash deposited with the custodian by the trust. This amount is shown as a reduction of total expenses on the Statement of Operations.

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

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

The tax character of distributions declared for the years ended November 30, 2003 and November 30, 2002 was as follows:

	11/30/03	11/30/02
Distributions declared from:		
Ordinary income	\$31,796,703	\$29,555,338
Tax return of capital	--	5,548,996
Total distributions declared	\$31,796,703	\$35,104,334

During the year ended November 30, 2003, accumulated net investment loss increased by \$5,377,307, accumulated net realized loss on investments and foreign currency transactions decreased by \$7,492,374, and paid-in capital decreased by \$2,115,067 due to differences between book and tax accounting for mortgage-backed securities, currency transactions, and amortization and accretion on debt securities. This change had no effect on the net assets or net asset value per share.

At November 30, 2003, accumulated net investment loss and realized loss on investments and foreign currency transactions under book accounting were different from tax accounting due to temporary differences in accounting for capital losses, defaulted bonds, foreign currency transactions, and amortization and accretion on debt securities.

As of November 30, 2003, the components of distributable earnings (accumulated

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losses) on a tax basis were as follows:

Capital loss carryforward	\$(55,912,985)
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Unrealized appreciation	17,852,838
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Other temporary differences	(13,621,644)
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For federal income tax purposes, the capital loss carryforward may be applied against any net taxable realized gains of each succeeding year until the earlier of its utilization or expiration on.

### EXPIRATION DATE

November 30, 2008	\$(10,216,164)
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November 30, 2009	(21,791,609)
<hr style="border-top: 1px dashed black;"/>	
November 30, 2010	(23,905,212)
<hr style="border-top: 1px dashed black;"/>	
Total	\$(55,912,985)
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### (3) TRANSACTIONS WITH AFFILIATES

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

The management fee is computed daily and paid monthly at an annual rate of 0.32% of the trust's average daily net assets and 4.57% of investment income.

The trust pays compensation to the Independent Trustees ("Trustees") in the form of both a retainer and attendance fees, and pays no compensation directly to its Trustees who are officers of the investment adviser, or to officers of the trust, all of whom receive remuneration for their services to the trust from MFS. Certain officers and Trustees of the trust are officers or directors of MFS and MFS Service Center, Inc. (MFSC). The trust has an unfunded, defined benefit plan for inactive Trustees and an unfunded retirement benefit deferral plan for active Trustees. Included in Trustees' compensation is \$18,916 as a result of the change in the trust's unfunded retirement benefit deferral plan liability for active Trustees and a pension expense of \$9,392 for inactive trustees for the year ended November 30, 2003.

**ADMINISTRATOR** - The trust has an administrative services agreement with MFS to provide the trust with certain financial, legal, shareholder communications, compliance, and other administrative services. As a partial reimbursement for the cost of providing these services, the trust pays MFS an administrative fee not to exceed the following annual percentage rates of the trust's average daily net assets:

First \$2 billion	0.0175%
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Next \$2.5 billion	0.0130%
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Next \$2.5 billion	0.0005%
<hr style="border-top: 1px dashed black;"/>	
In excess of \$7 billion	0.0000%
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**TRANSFER AGENT** - Included in transfer agent and dividend disbursing costs is a

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fee paid to MFSC, a wholly owned subsidiary of MFS, for its services as registrar and dividend disbursing agent for the trust. The agreement provides that the trust will pay MFSC an account maintenance fee of no more than \$9.00 and a dividend services fee of \$0.75 per reinvestment. These fees amounted to \$89,579 for the year ended November 30, 2003. MFSC is also reimbursed by the trust for out-of-pocket expenses that amounted to \$5,956 for the year ended November 30, 2003.

### (4) PORTFOLIO SECURITIES

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

	PURCHASES	SALES
U.S. government securities	\$173,172,963	\$192,655,917
-----		
Investments (non-U.S. government securities)	\$525,264,484	\$556,913,560
-----		

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

Aggregate cost	\$576,007,903
-----	
Gross unrealized appreciation	\$26,378,172
-----	
Gross unrealized depreciation	(8,510,961)
-----	
Net unrealized appreciation	\$17,867,211
-----	

### (5) SHARES OF BENEFICIAL INTEREST

The trust's Declaration of Trust permits the Trustees to issue an unlimited number of full and fractional shares of beneficial interest. The Trustees have authorized the repurchase by the trust of up to 10% annually of its own shares of beneficial interest. The trust repurchased and retired 1,445,000 shares of beneficial interest during the year ended November 30, 2003 at an average price per share of \$8.56 and a weighted average discount of 9.10% per share. The trust repurchased and retired 579,900 shares of beneficial interest during the year ended November 30, 2002 at an average price per share of \$8.23 and a weighted average discount of 9.02% per share. Transactions in trust shares were as follows:

	Year ended 11/30/03		Year ended 11/30/02	
	SHARES	AMOUNT	SHARES	AMOUNT
Treasury shares reacquired	(1,445,000)	\$(12,374,600)	(579,900)	\$(4,780,000)
-----				

### (6) LINE OF CREDIT

The trust and other affiliated funds participate in an \$800 million unsecured line of credit provided by a syndication of banks under a line of credit agreement. Borrowings may be made for temporary financing needs. Interest is charged to each fund, based on its borrowings, at a rate equal to the bank's base rate. In addition, a commitment fee, based on the average daily unused

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portion of the line of credit, is allocated among the participating funds at the end of each quarter. The commitment fee allocated to the trust for the year ended November 30, 2003, was \$3,855. The trust had no borrowings during the year.

### (7) FINANCIAL INSTRUMENTS

The trust trades financial instruments with off-balance-sheet risk in the normal course of its investing activities in order to manage exposure to market risks such as interest rates and foreign currency exchange rates. These financial instruments include written options, forward foreign currency exchange contracts, swap agreements, and futures contracts. The notional or contractual amounts of these instruments represent the investment the trust has in particular classes of financial instruments and does not necessarily represent the amounts potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered.

#### Forward Foreign Currency Exchange Contracts

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SALES  
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SETTLEMENT DATE		CONTRACTS TO DELIVER/ RECEIVE	IN EXCHANGE FOR	CONTRACTS AT VALUE	NET UN APPRE (DEPRE
12/17/03-1/13/04	CAD	8,180,767	\$6,225,633	\$6,292,872	\$ (67
12/17/03	DKK	36,843,370	5,791,434	5,936,876	(145
12/17/03-1/20/04	EUR	78,265,791	91,383,203	93,781,056	(2,397
1/13/04	GBP	657,714	1,111,656	1,128,737	(17
12/17/03	NZD	8,504,572	5,183,367	5,426,970	(243
12/17/03	SEK	15,508,519	1,990,463	2,050,886	(60
			----- \$111,685,756 =====	----- \$114,617,397 =====	----- \$ (2,931 =====

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PURCHASES  
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SETTLEMENT DATE		CONTRACTS TO DELIVER/ RECEIVE	IN EXCHANGE FOR	CONTRACTS AT VALUE	NET UN APPRE (DEPRE
1/13/04	AUD	3,309,693	\$2,314,750	\$2,383,844	\$69
12/17/03-1/13/04	CAD	3,307,164	2,504,725	2,544,929	40
12/17/03	DKK	10,700,940	1,676,827	1,724,331	47
12/17/03-1/13/04	EUR	7,107,888	8,306,299	8,519,038	212
1/13/04	GBP	1,894,314	3,201,510	3,250,932	49
12/17/03	NZD	3,127,621	1,953,762	1,995,809	42
			----- \$19,957,873 =====	----- \$20,418,883 =====	----- \$461 =====

At November 30, 2003, the trust had sufficient cash and/or securities to cover any commitments un

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### Futures Contracts

DESCRIPTION	EXPIRATION	CONTRACTS	POSITION	U APP
U.S. Treasury Notes 10 Year Futures	December 2003	160	Short	

At November 30, 2003, the trust had sufficient cash and/or securities to cover any margin requirements for these contracts.

### (8) RESTRICTED SECURITIES

The trust may invest not more than 20% of its total assets in securities which are subject to legal or contractual restrictions on resale. At November 30, 2003, the trust owned the following restricted securities, excluding securities issued under Rule 144A, constituting 0.5% of net assets which may not be publicly sold without registration under the Securities Act of 1933. The trust does not have the right to demand that such securities be registered. The value of these securities is determined by valuations furnished by dealers or by a pricing service, or if not available, in good faith at the direction of the Trustees.

DESCRIPTION	DATE OF ACQUISITION	SHARE/ PRINCIPAL AMOUNT	COST	VALUE
Hurricane Finance BV	9/18/03	735,000	\$810,338	\$817,688
Kazkommerts International BV	4/14/03	128,000	139,853	143,360
Petroliam Nasional Berhad	12/19/01	970,000	994,750	1,155,076
Government of Russia	11/28/03	624,000	832,260	832,260
				\$2,948,384

### (9) CHANGE IN ACCOUNTING PRINCIPLE

As required, effective December 1, 2001, the trust adopted the provisions of the AICPA Audit and Accounting Guide for Investment Companies and began amortizing premium and accreting market discount on debt securities. Prior to December 1, 2001, the trust did not amortize premium nor accrete market discount on debt securities. The cumulative effect of this accounting change had no impact on total net assets of the trust, but resulted in a \$3,914,186 reduction in cost of securities and a corresponding \$3,914,186 increase in net unrealized appreciation, based on securities held by the trust on December 1, 2001.

The effect of this change for the year ended November 30, 2002 was to decrease net investment income by \$1,285,943, increase net unrealized appreciation by \$735,369, and increase net realized gains by \$550,574. The Statement of Changes in Net Assets and Financial Highlights for prior periods has not been restated to reflect this change in presentation.

### (10) LEGAL PROCEEDINGS

Massachusetts Financial Services Company ("MFS"), the trust's investment adviser, has been contacted by the United States Securities and Exchange Commission ("SEC"), the Office of the New York State Attorney General ("NYAG") and the Bureau of Securities for the State of New Hampshire ("New Hampshire") in connection with their investigations of practices in the mutual fund industry

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identified as "market timing" mutual fund shares. MFS is cooperating with respect to these investigations. MFS has been informed that the SEC, the NYAG and New Hampshire are considering whether to institute enforcement actions against MFS alleging false and misleading disclosure in certain MFS fund prospectuses and breach of fiduciary duty concerning market timing. MFS continues to discuss these matters with the SEC, the NYAG and New Hampshire. Certain other regulatory authorities are also conducting investigations into these practices within the industry and have requested that MFS provide information to them.

Since December 2003, MFS and Sun Life Financial Inc., along with certain MFS funds and Trustees who serve on the Board of Trustees of these MFS funds, have been named as defendants in class action lawsuits filed in the United States District Court, District of Massachusetts seeking damages of unspecified amounts. The lawsuits were purportedly filed on behalf of people who purchased, owned and/or redeemed shares of MFS funds during specified periods. The suits allege that certain defendants permitted market timing and late trading in the MFS funds which allegedly caused financial injury to the funds' shareholders. The defendants are reviewing the allegations and will respond appropriately. Additional lawsuits based upon similar allegations may be filed in the future.

Any potential resolution of these matters may include, but not be limited to, sanctions, penalties, damages or injunctions regarding MFS, restitution to mutual fund shareholders and/or other financial penalties and structural changes in the governance of MFS' mutual fund business.

These regulatory developments do not relate to closed-end investment companies such as the trust. Although MFS does not believe that these lawsuits will have a material adverse effect on the trust, there can be no assurance that the ongoing adverse publicity and/or other developments resulting from related regulatory investigations or developments will not result in an increase to the market discount of the trust's shares or other adverse consequences to the trust.

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INDEPENDENT AUDITORS' REPORT  
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To the Trustees and Shareholders of MFS Charter Income Trust:

We have audited the accompanying statement of assets and liabilities of MFS Charter Income Trust (the Fund), including the portfolio of investments, as of November 30, 2003, and the related statement of operations for the year then ended, the statement of changes in net assets for each of the two years in the period then ended and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the 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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and financial highlights. Our procedures included confirmation of securities owned as of November 30, 2003, by correspondence with the custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of MFS Charter Income Trust at November 30, 2003, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and its financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States.

ERNST & YOUNG LLP

Boston, Massachusetts  
January 9, 2004

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### TRUSTEES AND OFFICERS

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The following tables present certain information regarding the Trustees and officers of the Trust principal occupations, which, unless specific dates are shown, are of more than five years' duration. Titles may not have been the same throughout.

Name, age, position with the Trust, principal occupation, and other directorships(1)

#### INTERESTED TRUSTEES

JEFFREY L. SHAMES (2) (born 06/02/55)  
Chairman  
Massachusetts Financial Services Company,  
Chairman

JOHN W. BALLEEN (2) (born 09/12/59)  
Trustee and President  
Massachusetts Financial Services Company,  
Chief Executive Officer and Director

KEVIN R. PARKE (2) (born 12/14/59)  
Trustee  
Massachusetts Financial Services Company,  
President, Chief Investment Officer, and Director

#### INDEPENDENT TRUSTEES

LAWRENCE H. COHN, M.D. (born 03/11/37)  
Trustee  
Brigham and Women's Hospital, Chief of Cardiac  
Surgery; Harvard Medical School, Professor of Surgery

WILLIAM R. GUTOW (born 09/27/41)  
Trustee  
Private investor and real estate consultant;  
Capitol Entertainment Management Company  
(video franchise), Vice Chairman

J. ATWOOD IVES (born 05/01/36)  
Trustee  
Private investor; KeySpan Corporation (energy related  
services), Director; Eastern Enterprises (diversified  
services company), Chairman, Trustee and Chief  
Executive Officer (until November 2000)

ABBY M. O'NEILL (born 04/27/28)  
Trustee  
Private investor; Rockefeller Financial  
(investment advisers), Chairman and  
Chief Executive Officer

LAWRENCE T. PERERA (born 06/23/35)  
Trustee  
Hemenway & Barnes (attorneys), Partner

WILLIAM J. POORVU (born 04/10/35)  
Trustee  
Private investor; Harvard University  
of Business Administration, Class of  
Professor in Entrepreneurship Emeritus  
CBL & Associates Properties, Inc. (real  
investment trust), Director

J. DALE SHERRATT (born 09/23/38)  
Trustee  
Insight Resources, Inc. (acquisition  
specialists), President; Wellfleet Inc.  
in health care companies), Managing Director  
(since 1993); Cambridge Nutraceutical  
nutritional products), Chief Executive Officer  
(May 2001)

ELAINE R. SMITH (born 04/25/46)  
Trustee  
Independent health care industry consultant

WARD SMITH (born 09/13/30)  
Trustee  
Private investor

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- (1) Directorships or trusteeships of companies required to report to the Securities and Exchange Commission ("public companies").
- (2) "Interested person" of MFS within the meaning of the Investment Company Act of 1940 (referred to as the "Act") which is the principal federal law governing investment companies like the Trust. The address of the Trust is 500 Boylston Street, Boston, Massachusetts 02116.

Trustees and Officers - continued

### OFFICERS

JEFFREY L. SHAMES (born 06/02/55)  
Chairman  
Massachusetts Financial Services Company, Chairman

JOHN W. BALLEEN (born 09/12/59)  
Trustee and President  
Massachusetts Financial Services Company, Chief  
Executive Officer and Director

JAMES R. BORDEWICK, JR. (born 03/06/59)  
Assistant Secretary and Assistant Clerk  
Massachusetts Financial Services Company, Senior  
Vice President and Associate General Counsel

STEPHEN E. CAVAN (born 11/06/53)  
Secretary and Clerk  
Massachusetts Financial Services Company, Senior  
Vice President, General Counsel and Secretary

STEPHANIE A. DESISTO (born 10/01/53)  
Assistant Treasurer  
Massachusetts Financial Services Company, Vice  
President (since April 2003); Brown Brothers  
Harriman & Co., Senior Vice President  
(November 2002 to April 2003); ING Groep N.V./  
Aeltus Investment Management, Senior Vice President  
(prior to November 2002)

ROBERT R. FLAHERTY (born 09/18/63)  
Assistant Treasurer  
Massachusetts Financial Services Company,  
President (since August 2000); UAM Fund  
Senior Vice President (prior to August 2000)

RICHARD M. HISEY (born 08/29/58)  
Treasurer  
Massachusetts Financial Services Company,  
Vice President (since July 2002); The  
Bank of New York, Senior Vice President (September  
2002 to July 2002); Lexington Global Asset Management  
Executive Vice President and Chief Financial Officer  
(prior to September 2000); Lexington  
Financial Services, Treasurer (prior to September 2000)

ELLEN MOYNIHAN (born 11/13/57)  
Assistant Treasurer  
Massachusetts Financial Services Company,  
Vice President

JAMES O. YOST (born 06/12/60)  
Assistant Treasurer  
Massachusetts Financial Services Company,  
Vice President

The Trust holds annual shareholder meetings for the purpose of electing Trustees, and Trustees are elected for three-year terms. The Board of Trustees is currently divided into three classes, each having a term of three years. At the end of each year, the term of one class expires. Each Trustee's term of office expires on the date of the third annual meeting following the election to office of the Trustee's class. Each Trustee will serve until next election, or until his or her earlier death, resignation, retirement or removal.

Messrs. Shames, Cohn, Sherratt and Smith, and Ms. O'Neill, have served in their capacity as Trustees of the Trust continuously since originally elected or appointed. Messrs. Ballen, Gutow, Ives, Perera and Poorva were elected by shareholders and have served as Trustees of the Trust since January 1, 2002. Mr. Desisto was elected as a Trustee of the Trust since January 1, 2002.

Each of the Trust's Trustees and officers holds comparable positions with certain other funds of the Trust. The subsidiary is the investment adviser or distributor and, in the case of the officers, with certain other funds. Each Trustee serves as a board member of 110 funds within the MFS Family of Funds.

The Statement of Additional Information contains further information about the Trustees and is available upon request, by calling 1-800-225-2606.

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

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



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PORTFOLIO MANAGER  
Joseph C. Flaherty, Jr. (1)

AUDITORS  
Ernst & Young LLP

(1) MFS Investment Management

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## FEDERAL TAX INFORMATION (UNAUDITED)

In January 2004, shareholders will be mailed a Form 1099-DIV reporting the federal tax status of all distributions paid during the calendar year 2003.

The fund has the option to use equalization, which is a tax basis dividends paid deduction from earnings and profits distributed to shareholders upon redemption of shares.

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## CONTACT INFORMATION AND NUMBER OF SHAREHOLDERS

### INVESTOR INFORMATION

Transfer Agent, Registrar and Dividend Disbursing Agent

Call 1-800-637-2304 any business day from 8 a.m. to 8 p.m. Eastern time

Write to: State Street Bank and Trust Company  
c/o MFS Service Center, Inc.  
P.O. Box 55024  
Boston, MA 02205-5024

A general description of the MFS Funds proxy voting policies is available without charge, upon request, by calling 1-800-225-2606, by visiting the About MFS section of [mfs.com](http://mfs.com) or by visiting the SEC's website at <http://www.sec.gov>.

### NUMBER OF SHAREHOLDERS

As of November 30, 2003, our records indicate that there are 4,823 registered shareholders and approximately 37,123 shareholders owning trust shares in "street" name, such as through brokers, banks, and other financial intermediaries.

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

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

[logo] M F S(R)  
INVESTMENT MANAGEMENT

500 Boylston Street  
Boston, MA 02116-3741

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(C) 2004 MFS Investment Management (R)  
500 Boylston Street, Boston, MA 02116

MCR-ANN-1/04 63M

### 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 the instructions to Form N-CSR that applies to the Registrant's principal executive officer and principal financial and accounting officer.

### ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Messrs. J. Atwood Ives and Ward Smith, 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 the instructions to Form N-CSR. In addition, Messrs. Ives and Smith are both "independent" members of the Audit Committee as defined in the instructions to Form N-CSR.

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

Not applicable at this time. [Applicable for annual reports filed for the first fiscal year ending after December 15, 2003 (beginning with annual N-CSR filings at the end of February, 2004 for December 31, 2003 reporting period.)]

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

Not applicable at this time. [Applicable for closed-end fund annual reports covering periods ending on or after the compliance date for the listing standards applicable to the closed-end fund. Listed issuers must be in compliance with the new listing rules by the earlier of the registrant's first annual shareholders meeting after January 15, 2004 or October 31, 2004.]

### ITEM 6. [RESERVED]

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

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

#### MASSACHUSETTS FINANCIAL SERVICES COMPANY

#### PROXY VOTING POLICIES AND PROCEDURES

SEPTEMBER 17, 2003

Massachusetts Financial Services Company, MFS Institutional Advisors, Inc. and MFS' other investment adviser subsidiaries (collectively, "MFS") have adopted proxy voting policies and procedures, as set forth below, with respect to securities owned by the clients for which MFS serves as investment adviser and has the power to vote proxies, including the registered investment companies included within the MFS Family of Funds (the "MFS Funds").

These policies and procedures include:

#### A. Voting Guidelines;

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B. Administrative Procedures;

C. Monitoring System;

D. Records Retention; and

E. Reports.

### A. VOTING GUIDELINES

#### 1. GENERAL POLICY; POTENTIAL CONFLICTS OF INTEREST

MFS' policy is that proxy voting decisions are made in what MFS believes to be the best long-term economic interests of MFS' clients, and not in the interests of any other party or in MFS' corporate interests, including interests such as the distribution of MFS Fund shares, administration of 401(k) plans, and institutional relationships.

MFS has carefully reviewed matters that in recent years have been presented for shareholder vote by either management or shareholders of public companies. Based on the guiding principle that all votes made by MFS on behalf of its clients must be in what MFS believes to be the best long-term economic interests of such clients, MFS has adopted proxy voting guidelines, which are set forth below, that govern how MFS generally plans to vote on specific matters presented for shareholder vote. In all cases, MFS will exercise its discretion to vote these items in accordance with this guiding principle. These underlying guidelines are simply that - guidelines. Each proxy item is considered on a case-by-case basis, in light of all relevant facts and circumstances, and there may be instances in which MFS may vote proxies in a manner different from these guidelines.

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

From time to time, MFS receives comments on these guidelines and regarding particular voting issues from its clients. Those comments are reviewed and considered periodically, and these guidelines are reviewed each year with MFS Equity Research Department management, the MFS Proxy Review Group and the MFS Proxy Consultant and are revised as appropriate.

These policies and procedures are intended to address any potential material conflicts of interest on the part of MFS or its affiliates that could arise in connection with the voting of proxies on behalf of MFS' clients. MFS shall be mindful of any and all

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potential material conflicts of interest that could arise in the voting of these proxies, shall identify, analyze, document and report on any such potential conflicts, and shall ultimately vote these proxies in what MFS believes to be the best long-term economic interests of its clients. The MFS Proxy Review Group is responsible for monitoring and reporting on all potential conflicts of interest.

### 2. MFS' POLICY ON SPECIFIC ISSUES

#### NON-SALARY COMPENSATION PROGRAMS

Managements have become increasingly creative and generous with compensation programs involving common stock. The original stock option plans, which called for the optionee to pay the money to exercise the option, are now embellished with no risk benefits such as stock appreciation rights, the use of unexercised options to "buy" stock, and restricted stock at bargain prices.

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

MFS votes against 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 restricted stock at deep discounts to fair market value. MFS generally votes against stock option plans that involve stock appreciation rights or the use of unexercised options to "buy" stock.

MFS opposes plans that provide unduly generous compensation for officers, directors or employees, or could result in excessive dilution to other shareholders. As a general guideline, MFS votes against stock option plans if all such plans for a particular company involve potential dilution, in the aggregate, of more than 15%.

MFS votes in favor of stock option plans for non-employee directors as long as they satisfy the requirements set forth above with respect to stock option plans for employees. Stock option plans that include options for consultants and other third parties not involved in the management of the company generally are opposed by MFS.

#### "GOLDEN PARACHUTES"

From time to time, shareholders of companies have submitted proxy proposals that would require shareholder approval of any 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 percentage of such officer's annual compensation. When put to a vote, MFS votes against very large golden parachutes.

#### ANTI-TAKEOVER MEASURES

In general, MFS votes against any measure that inhibits capital appreciation in a stock, including a possible takeover and any proposal that protects management from action by shareholders. These

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types of proposals take many forms, ranging from "poison pills" and "shark repellents" to board classification and super-majority requirements.

### REINCORPORATION AND REORGANIZATION PROPOSALS

When presented with a proposal to reincorporate a company under the laws of a different state, or to effect some other type of corporate reorganization, MFS considers the underlying purpose and ultimate effect of such a proposal in determining whether or not to support such a measure. While MFS generally votes in favor of management proposals that it believes are in the best long-term economic interests of its clients, MFS may oppose such a measure if, for example, the intent or effect would be to create additional inappropriate impediments to possible acquisitions or takeovers.

### DILUTION

There are many reasons for issuance of stock and most are legitimate. As noted above under "Non-Salary Compensation Programs", when a stock option plan (either individually or when aggregated with other plans of the same company) would substantially dilute the existing equity (e.g., by approximately 15% or more), MFS generally votes against the plan. In addition, MFS votes against proposals where management is asking for authorization to issue common or preferred stock with no reason stated (a "blank check") because the unexplained authorization could work as a potential anti-takeover device.

### CONFIDENTIAL VOTING

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

### INDEPENDENCE OF BOARDS OF DIRECTORS AND COMMITTEES THEREOF

While MFS acknowledges the potential benefits of a company's inclusion of directors who are "independent" from management, MFS generally opposes shareholder proposals that would require that a majority (or a "super-majority") of a company's board be comprised of "independent" directors. Such proposals could inappropriately reduce a company's ability to engage in certain types of transactions, could result in the exclusion of talented directors who are not deemed "independent", or could result in the unnecessary addition of additional "independent" directors to a company's board. However, in view of the special role and responsibilities of various the audit committees of a board of directors, MFS supports proposals that would require that the Audit, Nominating and Compensation Committees be comprised entirely of directors who are deemed "independent" of the company.

### INDEPENDENT AUDITORS

Recently, some shareholder groups have submitted proposals to limit the non-audit activities of a company's audit firm. Some proposals would prohibit the provision of any non-audit services (unless approved in advance by the full board) whereas other proposals would cap non-audit fees so that such fees do not exceed a certain percentage of the audit fees. MFS supports such shareholder proposals that would cap non-audit fees at an amount deemed to be not excessive.

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### BEST PRACTICES STANDARDS

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

### FOREIGN ISSUERS - SHARE BLOCKING

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

### SOCIAL ISSUES

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

The laws of various states may regulate how the interests of certain clients subject to those laws are voted. For example, the General Laws of The Commonwealth of Massachusetts prohibit the

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investment of state funds, including retirement system assets, in the following types of investments: (i) financial institutions which directly or through any subsidiary have outstanding loans to any individual or corporation engaged in manufacturing, distribution or sale of firearms, munitions, rubber or plastic bullets, tear gas, armored vehicles or military aircraft for use or deployment in any activity in Northern Ireland; or (ii) any stocks, securities or obligations of any company so engaged.

Because of these statutory restrictions, it is necessary when voting proxies for securities held in Massachusetts public pension accounts to support the purpose of this legislation. Thus, on issues relating to these or similar state law questions, it may be necessary to cast ballots differently for these portfolios than MFS might normally do for other accounts.

### B. ADMINISTRATIVE PROCEDURES

#### 1. MFS PROXY REVIEW GROUP

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

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

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

#### 2. POTENTIAL CONFLICTS OF INTEREST

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

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

- a. Compare the name of the issuer of such proxy against a list of significant current and potential (i) distributors of MFS Fund shares, (ii) retirement plans administered by MFS, and (iii) MFS institutional clients (the "MFS Significant Client List");

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- b. If the name of the issuer does not appear on the MFS Significant Client List, then no material conflict of interest will be deemed to exist, and the proxy will be voted as otherwise determined by the MFS Proxy Review Group;
- c. If the name of the issuer appears on the MFS Significant Client List, then the MFS Proxy Review Group will carefully evaluate the proposed votes in order to ensure that the proxy ultimately is voted in what MFS believes to be the best long-term economic interests of MFS' clients, and not in MFS' corporate interests; and
- d. For all potential material conflicts of interest identified under clause (c) above, the MFS Proxy Review Group will document: the name of the issuer, the issuer's relationship to MFS, the analysis of the matters submitted for proxy vote, and the basis for the determination that the votes ultimately were cast in what MFS believes to be the best long-term economic interests of MFS' clients, and not in MFS' corporate interests.

The MFS Proxy Review Group is responsible for creating and maintaining the MFS Significant Client List, in consultation with MFS' distribution, retirement plan administration and institutional business units. The MFS Significant Client List will be reviewed and updated as necessary, but no less frequently than quarterly.

### 3. GATHERING PROXIES

Nearly all proxies received by MFS originate at Automatic Data Processing Corp. ("ADP"). ADP and issuers send proxies and related material directly to the record holders of the shares beneficially owned by MFS' clients, usually to the client's custodian or, less commonly, to the client itself. Each client's custodian is responsible for forwarding all proxy solicitation materials to MFS (except in the case of certain institutional clients for which MFS does not vote proxies). This material will include proxy cards, reflecting the proper shareholdings of Funds and of clients on the record dates for such shareholder meetings, and proxy statements, the issuer's explanation of the items to be voted upon.

MFS, on behalf of itself and the Funds, has entered into an agreement with an independent proxy administration firm, Institutional Shareholder Services, Inc. (the "Proxy Administrator"), pursuant to which the Proxy Administrator performs various proxy vote processing and recordkeeping functions for MFS' Fund and institutional client accounts. The Proxy Administrator does not make recommendations to MFS as to how to vote any particular item. The Proxy Administrator receives proxy statements and proxy cards directly from various custodians, logs these materials into its database and matches upcoming meetings with MFS Fund and client portfolio holdings, which are input into the Proxy Administrator's system by an MFS holdings datafeed. Through the use of the Proxy Administrator system, ballots and proxy material summaries for the upcoming shareholders' meetings of over 10,000 corporations are available on-line to certain MFS employees, the MFS Proxy Consultant and the MFS Proxy Review Group and most proxies can be voted electronically. In addition to receiving the hard copies of materials relating to meetings of shareholders of issuers whose securities are held by the Funds and/or clients, the ballots and proxy statements can be printed from the Proxy



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Administrator's system and forwarded for review.

### 4. ANALYZING PROXIES

After input into the Proxy Administrator system, proxies which are deemed to be completely routine (e.g., those involving only uncontested elections of directors, appointments of auditors, and/or employee stock purchase plans)(1) are automatically voted in favor by the Proxy Administrator without being sent to either the MFS Proxy Consultant or the MFS Proxy Review Group for further review. Proxies that pertain only to merger and acquisition proposals are forwarded initially to an appropriate MFS portfolio manager or research analyst for his or her recommendation. All proxies that are reviewed by either the MFS Proxy Consultant or a portfolio manager or analyst are then forwarded with the corresponding recommendation to the MFS Proxy Review Group.(2)

- 
- (1) Proxies for foreign companies often contain significantly more voting items than those of U.S. companies. Many of these items on foreign proxies involve repetitive, non-controversial matters that are mandated by local law. Accordingly, there is an expanded list of items that are deemed routine (and therefore automatically voted in favor) for foreign issuers, including 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) the discharge of management and supervisory boards; and (v) approval of share repurchase programs.
  - (2) From time to time, due to travel schedules and other commitments, an appropriate portfolio manager or research analyst is not available to provide a recommendation on a merger or acquisition proposal. If such a recommendation cannot be obtained within a few business days prior to the shareholder meeting, the MFS Proxy Review Group will determine the vote in what MFS believes to be the best long-term economic interests of its clients.

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

As a general matter, portfolio managers and investment analysts are consulted and involved in developing MFS' substantive proxy voting guidelines, but have little or no involvement in or knowledge of proxy proposals or voting positions 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 or remove the potential that proxy solicitors, issuers, and third parties might attempt to exert influence on the vote or might create a conflict of interest that is not in what MFS believes to be the best long-term economic interests of our clients. In limited, specific instances (e.g., mergers), the MFS Proxy Consultant or the MFS Proxy Review Group may consult with or seek recommendations from portfolio managers or analysts. The MFS Proxy Review Group would ultimately determine the manner in which all proxies are voted.

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

### 5. VOTING PROXIES

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

### C. MONITORING SYSTEM

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

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

### D. RECORDS RETENTION

MFS will retain copies of these policies and procedures in effect from time to time and will retain all proxy voting reports submitted to the Board of Trustees and Board of Managers of the MFS Funds for a period of six years. Proxy solicitation materials, including electronic versions of the proxy cards completed by the MFS Proxy Consultant and the MFS Proxy Review Group, together with their respective notes and comments, are maintained in an electronic format by the Proxy Administrator and are accessible on-line by the MFS Proxy Consultant and the MFS Proxy Review Group. All proxy voting materials and supporting documentation, including records generated by the Proxy Administrator's system as to proxies processed, the dates when proxies were received and returned, and the votes on each company's proxy issues, are retained for six years.

### E. REPORTS

#### MFS FUNDS

Periodically, MFS will report the results of its voting to

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the Board of Trustees and Board of Managers of the MFS Funds. These reports will include: (i) a listing of how votes were cast; (ii) a review of situations where MFS did not vote in accordance with the guidelines and the rationale therefor; (iii) a review of the procedures used by MFS to identify material conflicts of interest; and (iv) a review of these policies and the guidelines and, as necessary or appropriate, any proposed modifications thereto to reflect new developments in corporate governance and other issues. Based on these reviews, the Trustees and Managers of the MFS Funds will consider possible modifications to these policies to the extent necessary or advisable.

### ALL MFS ADVISORY CLIENTS

At any time, a report can be printed by MFS for each client who has requested that MFS furnish a record of votes cast. The report specifies the proxy issues which have been voted for the client during the year and the position taken with respect to each issue.

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

### ITEM 8. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Not applicable at this time. [Required for closed-end funds for periods ending on or after June 15, 2004 (beginning with N-CSR's filed at the end of August, 2004 for June 30, 2004 reporting period.)]

### ITEM 9. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Not required at this time. [Required for reporting periods ending after January 1, 2004 (beginning with N-CSR's filed at the end of March 2004, for January 31, 2004 reporting period).]

### ITEM 10. CONTROLS AND PROCEDURES.

- (a) Based upon their evaluation of the registrant's disclosure controls and procedures 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 registrant's last fiscal half-year (the registrant's second fiscal half-year in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

### ITEM 11. 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

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exhibit: Code of Ethics attached hereto.

- (2) A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2 under the Act (17 CFR 270.30a-2): Attached hereto.
- (3) Any written solicitation to purchase securities under 23c-1 under the Act (17 C.F.R. 270.23c-1) sent or given during the period covered by the report by or on behalf of the registrant to 10 or more persons. Not applicable at this time. [For closed-end funds for periods ending on or after June 15, 2004 (beginning with N-CSR's filed at the end of August 2004 for June 30, 2004 reporting period.)]

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

SIGNATURES

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

(Registrant) MFS CHARTER INCOME TRUST

By (Signature and Title)\* JOHN W. BALLEEN  
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John W. Ballen, President

Date: January 23, 2004  
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Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)\* JOHN W. BALLEEN  
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John W. Ballen, President  
(Principal Executive Officer)

Date: January 23, 2004  
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By (Signature and Title)\* RICHARD M. HISEY  
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Richard M. Hisey, Treasurer  
(Principal Financial Officer and Accounting Officer)

Date: January 23, 2004  
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\* Print name and title of each signing officer under his or her signature.