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MFS INTERMEDIATE INCOME TRUST
Form DEF 14A
August 18, 2003

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934

FILED BY THE REGISTRANT

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THAN THE REGISTRANT

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- Preliminary Proxy Statement
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 Definitive Proxy Statement
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MFS Charter Income Trust
MFS Intermediate Income Trust

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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MFS(R) CHARTER INCOME TRUST
MFS(R) INTERMEDIATE INCOME TRUST
500 Boylston Street, Boston, Massachusetts 02116

Notice of the 2003 Annual Meetings of Shareholders

To be held on October 8, 2003

The 2003 Annual Meeting of Shareholders of each of the above referenced trusts (each a "Trust" and collectively the "Trusts") will be held at 500 Boylston Street, Boston, Massachusetts, at 9:30 a.m. on Wednesday, October 8, 2003, for the following purposes:

- ITEM 1. To elect John W. Ballen, William J. Poorvu, J. Dale Sherratt and Ward Smith as Trustees of each Trust;
- ITEM 2. To act on a shareholder proposal;
- ITEM 3. To ratify the selection of each Trust's auditor as the independent public accountants to be employed by the Trust for the current fiscal year; and
- ITEM 4. To transact such other business as may properly come before the Meeting and any adjournments thereof.

Each Trust will hold a separate meeting. Shareholders of each Trust will vote separately on each item.

THE TRUSTEES OF YOUR TRUST RECOMMEND THAT YOU VOTE AGAINST ITEM 2
AND IN FAVOR OF ITEMS 1, 3 AND 4.

Only a Trust's shareholders of record on August 1, 2003 will be entitled to vote at that Trust's Annual Meeting of Shareholders.

STEPHEN E. CAVAN, Secretary and Clerk

August 18, 2003

YOUR VOTE IS IMPORTANT. WE WOULD APPRECIATE YOUR PROMPTLY VOTING, SIGNING AND RETURNING THE ENCLOSED PROXY, WHICH WILL HELP IN AVOIDING THE ADDITIONAL EXPENSE OF A SECOND SOLICITATION FOR YOUR TRUST. THE ENCLOSED ADDRESSED ENVELOPE REQUIRES NO POSTAGE AND IS PROVIDED FOR YOUR CONVENIENCE.

MFS(R) CHARTER INCOME TRUST
MFS(R) INTERMEDIATE INCOME TRUST

Proxy Statement

This Proxy Statement is furnished in connection with the solicitation of proxies by and on behalf of the Board of Trustees of MFS Charter Income Trust and MFS Intermediate Income Trust (each a "Trust" and collectively the "Trusts") to be used at the 2003 Annual Meeting of Shareholders of each Trust

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(each a "Meeting") to be held at 9:30 a.m. on October 8, 2003, at 500 Boylston Street, Boston, Massachusetts, for the purposes set forth in the accompanying Notice. If the enclosed form of proxy is executed and returned, it may nevertheless be revoked prior to its exercise by a signed writing filed with the proxy tabulation agent, Management Information Services Corporation ("MIS"), 60 Research Road, Hingham, Massachusetts 02043, or delivered at a Meeting. On August 1, 2003, the following number of shares were outstanding for each Trust:

| TRUST | # OF SHARES OUTSTANDING |
|-------------------------------|----------------------------|
| MFS Charter Income Trust | 64,755,283.40 |
| MFS Intermediate Income Trust | 135,059,965.53 |

Shareholders of record at the close of business on August 1, 2003, will be entitled to one vote for each share held. Each Trust will vote separately on each item; votes of multiple Trusts will not be aggregated.

The mailing address of each Trust is 500 Boylston Street, Boston, Massachusetts 02116. Solicitation of proxies is being made by the mailing of this Notice and Proxy Statement with its enclosures on or about August 18, 2003. A copy of each Trust's most recent annual report and semi-annual report may be obtained without charge by contacting MFS Service Center, Inc., each Trust's transfer and shareholder servicing agent (the "Shareholder Servicing Agent"), P.O. Box 2281, Boston, MA 02107-9906, or by telephone toll-free at (800) 637-2304.

ITEM 1 -- ELECTION OF TRUSTEES

The Board of Trustees which oversees each Trust provides broad supervision over the affairs of each Trust. Massachusetts Financial Services Company ("MFS" or the "Adviser"), each Trust's investment adviser and administrator, is responsible for the investment management of each Trust's assets and for providing a variety of other administrative services to each Trust. The officers of each Trust are responsible for its operations.

Under the provisions of each Trust's Declaration of Trust, the Trustees are divided into three classes, each having a term of three years. It is intended that proxies not limited to the contrary will be voted in favor of electing John W. Ballen, William J. Poorvu, J. Dale Sherratt and Ward Smith as Trustees of the class whose term will expire at the 2006 Annual Meeting of Shareholders (or special meeting in lieu thereof) of each Trust. Under the terms of each Trust's retirement policy, the Trustees have a mandatory retirement age. Mr. Smith will retire in accordance with this policy on December 31, 2005. Messrs. Ballen, Poorvu, Sherratt and Smith presently are Trustees of each Trust. If, before the election, any nominee refuses or is unable to serve, proxies will be voted for a replacement nominee designated by each Trust's current Trustees.

The following table presents certain information regarding the Trustees of each Trust, including their principal occupations, which, unless specific dates are shown, are of more than five years duration, although the titles may not have been the same throughout.

An asterisk beside a Trustee's name indicates that he or she is an "interested person", as defined in the Investment Company Act of 1940, as amended (the "1940 Act"), of MFS and has been affiliated with MFS for more than five years, unless otherwise indicated.

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| NAME, DATE OF BIRTH | POSITION(S) HELD WITH TRUST | TRUSTEE SINCE(1) | TERM EXPIRING | PREVIOUS DIRECTORSHIP |
|---|-----------------------------|------------------|---------------|--|
| INTERESTED TRUSTEES | | | | |
| Jeffrey L. Shames* (born 06/02/55) | Chairman | October 1993 | 2005 | Massachusetts Chairman |
| John W. Ballen* (born 09/12/59) | Trustee | August 2001 | 2003 | Massachusetts Chief Executive |
| Kevin R. Parke* (born 12/14/59) | Trustee | January 2002 | 2004 | Massachusetts Chief Investment Director |
| INDEPENDENT TRUSTEES | | | | |
| Lawrence H. Cohn, M.D. (born 03/11/37) | Trustee | August 1993 | 2004 | Brigham and Cardiac Surgery Professor |
| William R. Gutow (born 09/27/41) | Trustee | July 1994 | 2005 | Private in Capitol En (video fra |
| J. Atwood Ives (born 05/01/36) | Trustee | February 1992 | 2005 | Private in (energy re Enterprise Chairman, Officer (u |
| Abby M. O'Neill (born 04/27/28) | Trustee | October 1992 | 2005(3) | Private in Services, Chairman a |
| Lawrence T. Perera (born 06/23/35) | Trustee | July 1981 | 2004 | Hemenway & |
| William J. Poorvu (born 04/10/35) | Trustee | August 1982 | 2003 | Private in Graduate S Class of 1 Entreprene Properties trust), Di |
| J. Dale Sherratt (born 09/23/38) | Trustee | August 1993 | 2003 | Insight Re planning s |

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were also shareholders? Please support this proposal and encourage the Trustees to join us as shareholders."

EACH TRUST'S BOARD OF TRUSTEES UNANIMOUSLY RECOMMENDS THAT YOU VOTE AGAINST THE RESOLUTION CONTAINED IN THIS SHAREHOLDER PROPOSAL FOR THE REASONS SET FORTH BELOW.

RECOMMENDATION OF TRUSTEES

The statement in support of the resolution suggests that the Trustees could best represent shareholder interests if they were shareholders themselves. The Trustees disagree with this proposition in principle and do not believe that the practical effect of ownership of a Trust's shares by the Trustees would result in better representation or understanding of shareholder interests.

The Trustees are unaware that there is any established basis for the proposition that share ownership by trustees makes a trustee a more effective representative of shareholders. The Trustees are responsible for overseeing the Trust's operations and for acting in the best interests of shareholders. In furtherance of these responsibilities, the Trustees meet regularly with each Trust's officers, independent public accountants and legal counsel and with officers of the Adviser, and review each Trust's portfolio holdings and strategy, operations and share value, market price and trading activity. Whether or not the Trustees own a Trust's shares has no impact on their responsibilities to the Trust and its shareholders or on the degree of diligence with which the Trustees exercise their duties. The Trustees believe that the proper focus of shareholder concern should be on the background and experience of an individual trustee, and his or her level of diligence and skill in seeking to protect and promote shareholder interests, and do not believe that ownership of Trust shares in and of itself should or would result in an enhanced degree of oversight or better representation or understanding of shareholder interests.

While the resolution contained in the shareholder proposal would only require that the Trustees own shares of a Trust, the principle advanced by Mr. Mullett which underlies this proposal would suggest that the Trustees also should own shares of each fund they oversee. As noted above under "Item 1 - Election of Trustees," the Trustees are also trustees of 112 different closed-end and open-end funds sponsored by the Adviser. Each of these funds has its own investment objective and policies; for example, some funds seek capital growth by investing primarily in equity securities, some funds seek income by investing primarily in fixed-income securities, some funds seek a combination of capital growth and income by investing in both equity and fixed income securities, some funds seek high current income by investing primarily in below investment grade bonds (i.e., junk bonds), some funds seek income exempt from federal income taxes or income exempt from both federal and state income taxes, and some funds seek current income while preserving capital by investing in money market instruments.

Just like any other individual investor, a Trustee's decision to purchase shares in any fund is based on a number of personal considerations, including the individual's investment goals, risk tolerance, investment time horizon, existing investments, tax situation and the manner in which the fund will fit within the individual's overall investment portfolio. Any one of the funds currently supervised by the Trustees, including each Trust, may or may not be an appropriate investment for any particular Trustee based upon these personal considerations. Indeed, a number of funds which the Trustees oversee seek income exempt from both federal income taxes and the taxes of particular states, and only shareholders who reside in these states benefit from the unique tax advantages these funds are designed to produce. As a matter of principle, the Trustees do not believe that a share purchase program is appropriate and should dictate how they approach making a personal investment

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decision, especially given that a particular fund may not be an appropriate investment vehicle for them.

Each Trust's shareholders have an interest in attracting and retaining highly qualified individuals to serve as Trustees of the Trust. The imposition of a requirement that Trustees own a Trust's shares, or shares of any other fund they supervise, may discourage qualified individuals from serving in this capacity given the likelihood that some of these investments would not be appropriate in light of the individual's particular investment goals and personal situation. To the extent that this requirement would deter highly qualified individuals from serving as Trustees of a Trust, the resolution contained in the shareholder proposal requiring such share ownership may have the unintended effect of attracting less highly qualified candidates, which is clearly contrary to the interests of each Trust and its shareholders.

In addition, the imposition of this requirement, if applied to each Trust and the other funds the Trustees oversee, would be impracticable and undesirable because it could make it more difficult, for the reasons discussed above, to maintain the same board of trustees for all of these funds given their large number. The Trustees believe that there are distinct advantages to the funds and their shareholders in having a single board oversee multiple funds within a fund complex. First, serving as a Trustee of a number of funds tends to increase each Trustee's knowledge and expertise regarding matters which affect all the funds he or she oversees. Second, having a common board enhances the ability of each fund to obtain, at modest cost to each separate fund, the services of high caliber trustees. Third, having a common board avoids the duplication of effort that would arise from having different groups of individuals serving as trustees of each of the funds and avoids the cost and confusion that may arise from different conclusions being reached by different boards on the same operational and management issues.

Accordingly, for the reasons discussed herein, the Board of Trustees unanimously recommends that shareholders vote AGAINST the resolution contained in the shareholder proposal.

REQUIRED VOTE. Approval of the shareholder proposal will require the affirmative vote of a majority of a Trust's outstanding shares cast at the Meeting on this proposal in person or by proxy.

ITEM 3 -- RATIFICATION OF SELECTION OF ACCOUNTANTS

It is intended that proxies not limited to the contrary will be voted in favor of ratifying the selection, by a majority of the Trustees who are not "interested persons" (as that term is defined in the 1940 Act) of each Trust, of the following auditors (each an "Auditor") under section 32(a) of the 1940 Act as independent public accountants of a Trust for the current fiscal year.

| TRUST | AUDITOR | FISCAL YEAR END |
|-------------------------------|--|-----------------|
| MFS Charter Income Trust | Ernst & Young LLP ("Ernst & Young") | November 30 |
| MFS Intermediate Income Trust | Deloitte & Touche LLP ("Deloitte") | October 31 |

No Auditor has a direct or material indirect interest in a Trust.

Representatives of the applicable Auditor are expected to be present at each Meeting and will have an opportunity to make a statement if they desire to do so. Such representatives also are expected to be available to respond to

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appropriate questions.

The Audit Committee of the Board of Trustees of each Trust issued the following report concerning the financial statements for each Trust's most recent fiscal year.

The Audit Committee reviewed and discussed the audited financial statements with Trust management. The Audit Committee also discussed with the Auditor the matters required to be discussed by SAS 61 (Codification of Statements on Auditing Standards). The Audit Committee received the written disclosures and the letter from the Auditor required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and discussed with the Auditor its independence.

Based on this review and these discussions, the Audit Committee recommended to the Board of Trustees that the audited financial statements be included in the Trust's annual report to shareholders for the Trust's 2002 fiscal year for filing with the Securities and Exchange Commission.

William R. Gutow
 J. Atwood Ives
 William J. Poorvu
 J. Dale Sherratt
 Ward Smith

The following table sets forth the aggregate fees paid to each Auditor (or certain of its affiliates) for each Trust's 2002 fiscal year, for professional services rendered for: (i) the audit of the Trust's financial statements for that fiscal year; (ii) the audits of the annual financial statements for all funds in the MFS fund complex audited by the Auditor; (iii) financial information systems design and implementation services to the Trust, MFS and any entity controlling, controlled by or under common control with MFS that provides services to the Trust (including MFS Service Center, Inc.); and (iv) all other services (other than the foregoing services) to the Trust, MFS, and any entity controlling, controlled by or under common control with MFS that provides services to the Trust. The Audit Committee of each Trust considered whether the provision of information technology services and of non-audit services by the Auditor is compatible with the maintenance of that firm's independence.

| TRUST | AUDITOR | FISCAL YEAR END | AUDIT FEES PAID BY THE TRUST FOR ITS MOST RECENT FISCAL YEAR | AGGREGATE AUDIT FEES PAID BY ALL FUNDS IN THE MFS COMPLEX AUDITED BY THE AUDITOR | F IN SYST IMP FEE TRUS REL T SER |
|----------------------------------|---------------|-----------------|--|--|--|
| MFS Charter Income Trust | Ernst & Young | November 30 | \$38,000 | \$1,373,300 | |
| MFS Intermediate Income Trust | Deloitte | October 31 | \$34,700 | \$3,039,065 | \$ |

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REQUIRED VOTE. Ratification of this matter will require the affirmative vote of a majority of a Trust's outstanding shares voting at the Meeting on this matter in person or by proxy.

TRUST INFORMATION

This section provides certain information about each Trust, including information about executive officers, share ownership, the identity of certain persons holding 5% or more of the outstanding shares of each Trust, Trustee compensation, and Board and Committee meetings.

EXECUTIVE OFFICERS

The following table provides information about the executive officers of each Trust including their principal occupations, which, unless specific dates are shown, are of more than five years duration, although the titles may not have been the same throughout. Each officer will hold office until his or her successor is chosen and qualified, or until he or she retires, resigns or is removed from office.

| NAME, DATE OF BIRTH | POSITION(S) HELD WITH THE TRUST | OFFICER SINCE(1) | PRINCIPAL OCCUP DIRECTORSHIPS(2) DUR YEA |
|--|--|---------------------|---|
| ----- | | | |
| OFFICERS | | | |
| John W. Ballen (born 09/12/59) | President | August 2001 | Massachusetts Financi Company, Chief Execut Director |
| James R. Bordewick, Jr. (born 03/06/59) | Assistant Secretary and Assistant Clerk | September 1990 | Massachusetts Financi Senior Vice President General Counsel |
| Stephen E. Cavan (born 11/06/53) | Secretary and Clerk | December 1989 | Massachusetts Financi Senior Vice President Secretary |
| Stephanie A. DeSisto (born 10/01/53) | Assistant Treasurer | April 2003 | Massachusetts Financi Company, Vice Preside 2003); Brown Brothers Senior Vice President April 2003); ING Groe Investment Management President (prior to N |
| Robert R. Flaherty (born 09/18/63) | Assistant Treasurer | August 2000 | Massachusetts Financi Vice President (since Fund Services, Senior (prior to August 2000 |

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| | | | |
|-------------------------------------|---------------------|----------------|---|
| Richard M. Hisey (born 08/29/58) | Treasurer | July 2002 | Massachusetts Financial Company, Senior Vice President (September 2002); The Bank of New England, Senior Vice President (September 2000); Lexington Global Asset Management, Executive Vice President (September 2000); Lexington Fund Management, Senior Vice President (September 2000) |
| Ellen Moynihan (born 11/13/57) | Assistant Treasurer | April 1997 | Massachusetts Financial Company, Vice President |
| James O. Yost (born 06/12/60) | Assistant Treasurer | September 1990 | Massachusetts Financial Company, Senior Vice President |

- (1) Date first appointed to serve as officer of an MFS fund. Each officer has served continuously as an officer of an MFS fund.
- (2) Directorships or trusteeships of companies required to report to the Securities and Exchange Commission ("SEC").

Each of a Trust's officers holds comparable positions with certain other funds of which MFS or a subsidiary is the investment adviser or distributor, and with certain affiliates of MFS. The address of each officer is c/o MFS, 500 Boylston Street, Boston, Massachusetts 02116.

SHARE OWNERSHIP

The following table shows as of August 1, 2003 (i) the dollar range of equity securities beneficially owned by each Trustee (a) of each Trust and (b), on an aggregate basis, in all MFS funds overseen by the Trustee and (ii) the number and percentage of shares of each Trust owned by each Trustee and by the Trustees and executive officers as a group.

The following dollar ranges apply:

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

| NAME OF TRUSTEE | INDIVIDUAL TRUST NAME | AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN ALL MFS FUNDS OVERSEEN BY THE TRUSTEE | DOLLAR RANGE OF EQUITY SECURITIES OWNED BY THE TRUSTEE |
|-----------------|-----------------------|--|--|
|-----------------|-----------------------|--|--|

INTERESTED TRUSTEES

| | | | |
|-------------------|--------------------|---|---|
| Jeffrey L. Shames | MFS Charter Income | D | N |
|-------------------|--------------------|---|---|

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| | | | |
|-----------------------------|-------------------------------|-----|-----|
| | MFS Intermediate Income Trust | D | N |
| John W. Ballen | MFS Charter Income Trust | D | N |
| | MFS Intermediate Income Trust | D | N |
| Kevin R. Parke | MFS Charter Income Trust | D | N |
| | MFS Intermediate Income Trust | D | N |
| NON-INTERESTED TRUSTEES | | | |
| Lawrence H. Cohn, M.D. | MFS Charter Income Trust | D | B |
| | MFS Intermediate Income Trust | D | N |
| William R. Gutow | MFS Charter Income Trust | D | N |
| | MFS Intermediate Income Trust | D | N |
| J. Atwood Ives | MFS Charter Income Trust | D | N |
| | MFS Intermediate Income Trust | D | N |
| Abby M. O'Neill | MFS Charter Income Trust | D | N |
| | MFS Intermediate Income Trust | D | N |
| Lawrence T. Perera | MFS Charter Income Trust | D | N |
| | MFS Intermediate Income Trust | D | A |
| William J. Poorvu | MFS Charter Income Trust | D | N |
| | MFS Intermediate Income Trust | D | N |
| J. Dale Sherratt | MFS Charter Income Trust | D | D |
| | MFS Intermediate Income Trust | D | D |
| Elaine R. Smith | MFS Charter Income Trust | D | N |
| | MFS Intermediate Income Trust | D | N |
| Ward Smith | MFS Charter Income Trust | D | N |
| | MFS Intermediate Income Trust | D | N |
| TOTAL HOLDINGS OF TRUSTEES | MFS Charter Income Trust | N/A | N/A |
| AND EXECUTIVE OFFICERS AS A | MFS Intermediate Income Trust | N/A | N/A |
| GROUP | | | |

(1) All shares are held with sole voting and investment power except to the extent that such power is held by a family member or a trustee of a family trust.

INTERESTS OF CERTAIN PERSONS

As of August 1, 2003, to the best knowledge of each Trust, the following shareholders beneficially own all or part of the outstanding shares of the Trusts.

| TRUST NAME | NAME AND ADDRESS OF SHAREHOLDER | CLASS OF SHARES |
|-------------------------------|--|-----------------|
| MFS Charter Income Trust | Cede & Co. Fast PO Box 20 Bowling Green Station New York, NY 10274-0020 | Common |
| MFS Intermediate Income Trust | Cede & Co. Fast PO Box 20 | Common |

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Bowling Green Station
New York, NY 10274-0020

TRUSTEE COMPENSATION TABLE

The table below shows the cash compensation paid to the Trustees by each Trust for the fiscal year. Interested Trustees do not receive any compensation from a Trust for their services as Trustees. Mr. Gibbons who retired at the end of 2002.

| NAME OF TRUSTEE | INDIVIDUAL TRUST NAME | TRUSTEE COMPENSATION FROM TRUST |
|------------------------------------|-------------------------------|---------------------------------|
| Lawrence W. Cohn, M.D. | MFS Charter Income Trust | \$ |
| | MFS Intermediate Income Trust | \$ |
| The Hon. Sir J. David Gibbons, KBE | MFS Charter Income Trust | \$ |
| | MFS Intermediate Income Trust | \$ |
| William R. Gutow | MFS Charter Income Trust | \$ |
| | MFS Intermediate Income Trust | \$ |
| J. Atwood Ives | MFS Charter Income Trust | \$ |
| | MFS Intermediate Income Trust | \$ |
| Abby M. O'Neill | MFS Charter Income Trust | \$ |
| | MFS Intermediate Income Trust | \$ |
| Lawrence T. Perera | MFS Charter Income Trust | \$ |
| | MFS Intermediate Income Trust | \$ |
| William J. Poorvu | MFS Charter Income Trust | \$ |
| | MFS Intermediate Income Trust | \$ |
| J. Dale Sherratt | MFS Charter Income Trust | \$ |
| | MFS Intermediate Income Trust | \$ |
| Elaine R. Smith | MFS Charter Income Trust | \$ |
| | MFS Intermediate Income Trust | \$ |
| Ward Smith | MFS Charter Income Trust | \$ |
| | MFS Intermediate Income Trust | \$ |

(1) Information provided for the MFS Charter Income Trust is for the fiscal year ended November 30, 2002. Information provided for the MFS Intermediate Income Trust is for the fiscal year ended October 31, 2002.

(2) For calendar year 2002. Trustees receiving compensation from each Trust served as Trustee of the MFS Trust complex (having aggregate net assets at December 31, 2002 of approximately \$74.3 billion).

Prior to December 31, 2001, each Trust had a retirement plan for non-interested Trustees and Trustee of the Trust. Effective December 31, 2001, each Trust's retirement plan terminated, except with respect to Trustees who retired on or before that date. The remaining Trustees who were previously covered under the retirement plan had the plan "rolled-over" into a deferred compensation arrangement along with other compensation to which they would have received under the retirement plan if it had continued for such Trustees.

COMMITTEES

Each Trust's Board of Trustees meets regularly throughout the year to discuss matters and take care of the business of the Trust. Each Trust's Board has several standing committees, which are described below.

| NAME OF COMMITTEE | NUMBER OF MEETINGS IN LAST FISCAL YEAR | FUNCTIONS |
|-------------------|--|-----------|
|-------------------|--|-----------|

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| | | |
|--|---|--|
| AUDIT COMMITTEE | 7 | Provides oversight with respect to the accounting and auditing procedures of the Trust and, among other things, considers the selection of the independent accountants for the Trust and the scope of the audit, and considers the effect of the independence of those accountants of any audit services such accountants provide to the Trust and any audit or non-audit services such accountants provide to other MFS Funds, MFS or certain affiliates. |
| NOMINATING COMMITTEE | 0 | Recommends qualified candidates to the Board in the event that a position is vacated or created. The Nominating Committee would consider recommendations by shareholders if a vacancy is to exist. Shareholders wishing to recommend a Trustee candidate for consideration by the Nominating Committee may do so by writing the Trust's Secretary. Such suggestions must be accompanied by complete biographical and occupational data on the prospective nominee, along with a written consent of the prospective nominee to consideration of his or her name by the Committee. |
| COMPENSATION COMMITTEE | 0 | Administers and approves all elements of compensation for the Trustees who are not "interested persons" of the Trust as defined in the 1940 Act or affiliated with the Trust's investment adviser. |
| CONTRACTS REVIEW COMMITTEE | 1 | Requests, reviews and considers the information deemed reasonably necessary to evaluate the terms of the investment advisory agreement that the Trust proposes to renew or continue, and makes its recommendations to the full Board of Trustees on these matters. |
| GOVERNANCE COMMITTEE | 0 | Reviews and articulates the governance structure of the Board of Trustees. The Committee advises and makes recommendations to the Board on matters concerning directorship practices and recommendations concerning the functions and duties of the committees of the Board. |
| PORTFOLIO TRADING AND MARKETING REVIEW COMMITTEE | 6 | Reviews process and procedures, internal controls and compliance monitoring relating to (i) portfolio trading, best execution and brokerage costs and trade allocations, (ii) the production and use of sales and marketing materials in various forms of media and (iii) the Trust's investment policies and practices. |
| PRICING COMMITTEE | 0 | Reviews procedures for the valuation of securities and periodically reviews information from MFS regarding fair value and liquidity determinations made pursuant to the board-approved procedures, and makes related recommendations to the full Board and, if requested by MFS, assists MFS's internal |

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valuation committee and/or the full Board in resolving particular valuation matters.

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- (1) Information about each committee member is set forth above on pages 3 and 4.
* "Interested person" of MFS within the meaning of the 1940 Act.

Each Trust held 10 Board meetings during the Trust's 2002 fiscal year. Each Trustee attended at least 75% of the Board and applicable committee meetings noted for each Trust.

Each Trust's Board has adopted a written charter for the Audit Committee that was previously included as an appendix to each Trust's proxy statement as required by applicable rules. The charter most recently was included in each Trust's 2001 proxy statement.

Each Trust's Audit Committee consists only of Trustees who are not "interested persons" of the Trust as defined in the 1940 Act and who are independent of the Trust as defined by New York Stock Exchange Listing Standards. Each Trust's Audit Committee's report on the Trust's most recent audited financials is included in Item 2 above.

Each Trust's Declaration of Trust currently provides that the Trust will indemnify its Trustees and officers against liabilities and expenses incurred in connection with litigation in which they may be involved because of their offices with the Trust, unless it is finally adjudicated or, in case of a settlement, it has been determined by Trustees not involved in the matter or independent legal counsel, that they have not acted in good faith in the reasonable belief that their actions were in the best interests of the Trust or that they engaged in willful misfeasance or acted with bad faith, gross negligence or reckless disregard of the duties involved in the conduct of their offices.

INVESTMENT ADVISER AND ADMINISTRATOR

Each Trust engages as its investment adviser and administrator MFS, a Delaware corporation with offices at 500 Boylston Street, Boston, Massachusetts 02116. MFS is a majority-owned subsidiary of Sun Life of Canada (U.S.) Financial Services Holdings, Inc., 500 Boylston Street, Boston Massachusetts 02116, which is in turn a majority-owned subsidiary of Sun Life Assurance Company of Canada-U.S. Operations Holdings, Inc., One SunLife Executive Park, Wellesley Hills, Massachusetts 02481. Sun Life Assurance Company of Canada-U.S. Operations Holdings, Inc., is a wholly-owned subsidiary of Sun Life Assurance Company of Canada, 150 King Street West, 14th Floor, Toronto, Canada MSH 1J9, which in turn is a wholly-owned subsidiary of Sun Life Financial Services of Canada, Inc., at the same address.

MANNER OF VOTING PROXIES

All proxies received by the management will be voted on all matters presented at the Meeting, and if not limited to the contrary, will be voted FOR the election of Messrs. Ballen, Poorvu, Sherratt and Smith as Trustees of the Trust (if still available for election), FOR the ratification of the selection of the applicable Auditor as independent public accountants, and AGAINST the shareholder proposal.

All proxies voted, including proxies that reflect (i) broker non-votes (if a broker has voted on an item before the Meeting), (ii) abstentions or (iii) the withholding of authority to vote for a nominee for election as Trustee, will be counted toward establishing a quorum. A majority of a Trust's outstanding

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shares entitled to be cast on a particular matter, present in person or represented by proxy, constitutes a quorum as to such matter. Passage of any proposal being considered at the Meeting will occur only if a sufficient number of votes are cast FOR the proposal. With respect to the election of Trustees, the shareholder proposal, and the ratification of public accountants, neither withholding authority to vote nor abstentions nor broker non-votes have any effect on the outcome of the voting.

The Trusts have engaged the services of Georgeson Shareholder Communications, Inc. to assist in the solicitation of proxies for the Trusts. The costs of the proxy solicitation are expected to be approximately \$28,000 and \$42,000 for MFS Charter Income Trust and MFS Intermediate Income Trust, respectively. Solicitation costs are borne separately by each Trust. Each Trust will reimburse the record holders of its shares for their expenses incurred in sending proxy material to and obtaining voting instructions from beneficial owners.

Each Trust knows of no other matters to be brought before the Meeting. If, however, because of any unexpected occurrence, any nominee is not available for election or if any other matters properly come before the Meeting, it is each Trust's intention that proxies not limited to the contrary will be voted in accordance with the judgment of the persons named in the enclosed form of proxy.

SUBMISSION OF PROPOSALS

Proposals of shareholders which are intended to be presented at the 2004 Annual Meeting of Shareholders must be received by the Trust on or prior to April 20, 2004.

SECTION 16(a) -- BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires Trustees, directors and certain officers of each Trust and MFS, and persons who own more than ten percent of a Trust's shares, to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC") and the New York Stock Exchange. Such persons are required by SEC regulation to furnish each Trust with copies of all Section 16(a) forms they file in relation to that Trust.

Based solely on a review of the copies of Forms 3, 4 and 5 and amendments thereto furnished to each Trust with respect to its most recent fiscal year, or written representations that no Forms 5 were required, each Trust believes that during its 2002 fiscal year, all Section 16(a) filing requirements applicable to Trustees, directors and certain officers of the Trust and MFS and greater than ten percent beneficial owners were complied with except as follows. Each Trust believes that MFS personnel failed to make Form 3 (Initial Statement of Beneficial Ownership) filings for the following persons on a timely basis: James C. Baillie (MFS Director); James R. Bordewick, Jr. (Assistant Secretary of the Trusts); Ellen Moynihan (Assistant Treasurer of the Trusts); Donald M. Mykrantz (Senior Vice President of MFS); C. James Prieur (MFS Director); Richard D. Schmalensee (MFS Director); Robin A. Stelmach (Senior Vice President of MFS); William W. Stinson (MFS Director); and James O. Yost (Assistant Treasurer of the Trusts). In no case did any of these persons own shares of any Trust, and none of the late filings noted involved a failure to report current trading in any Trust's shares.

ADDITIONAL INFORMATION

The expense of the preparation, printing and mailing of the enclosed form of

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proxy, this Notice and Proxy Statement, and any tabulation costs, will be borne ratably by the Trusts.

IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY

August 18, 2003

MFS(R) CHARTER INCOME TRUST
MFS(R) INTERMEDIATE INCOME TRUST

MFS(R) CHARTER
INCOME TRUST

MFS(R) INTERMEDIATE
INCOME TRUST

500 Boylston Street, Boston, Massachusetts 02116

MFS-CE2-PRX-8/03
127M

MFS(R) CHARTER
INCOME TRUST

MFS(R) INTERMEDIATE
INCOME TRUST

500 Boylston Street
Boston, Massachusetts 02116

Proxy Statement

For the 2003 Annual Meetings
of Shareholders to be held on

October 8, 2003

[Logo] M F S(R)
INVESTMENT MANAGEMENT
P.O. BOX 9132, HINGHAM, MA 02043-9132

THIS PROXY IS SOLICITED ON BEHALF OF THE TRUSTEES OF THE TRUST

FUND NAME PRINTS HERE

PROXY FOR A MEETING OF SHAREHOLDERS
TO BE HELD ON OCTOBER 8, 2003

The undersigned hereby appoints James R. Bordewick, Jr., Stephen E. Cavan, Richard M. Hisey, John W. Ballen, Kevin R. Parke and Jeffrey L. Shames and each of them separately, proxies, with power of substitution, and hereby authorizes them to represent, and to vote, as designated on the reverse side, at the Meeting of Shareholders of the above-referenced Trust, on Wednesday, October 8, 2003 at 9:30 a.m., Boston time, and at any adjournments thereof, all of the shares of the Trust which the undersigned would be entitled to vote if personally present.

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THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSALS 1 AND 3 AND AGAINST PROPOSAL 2. IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING. THE TRUSTEES RECOMMEND A VOTE FOR PROPOSALS 1 AND 3 AND AGAINST PROPOSAL 2.

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

Date _____

Signature (PLEASE SIGN WITHIN BOX)

NOTE: Please sign exactly as name appears on this card. All joint owners should sign. When signing as executor, administrator, attorney, trustee or guardian or as custodian for a minor, please give full title as such. If a corporation, please sign in full corporate name and indicate the signers office. If a partnership, sign in the partnership name.

MFS-MIN/MCR

Please fill in box(es) as shown using black or blue ink or number 2 pencil. [X] PLEASE DO NOT USE FINE POINT PENS.

| | | |
|---|---|--|
| | FOR all nominees listed (except as marked to the contrary at left) | WITHHOLD authority to to vote for all nominees |
| YOUR TRUSTEES RECOMMEND THAT YOU VOTE FOR ALL ITEMS. | [] | [] |

ITEM 1. To elect a Board of Trustees.
 NOMINEES: (01) John W. Ballen,
 (02) William J. Poorvu,
 (03) J. Dale Sherratt, (04) Ward Smith

 INSTRUCTION: To withhold authority to vote for any individual nominee, write the nominee's name in the space provided above.

| | | | |
|--|-----|---------|---------|
| | FOR | AGAINST | ABSTAIN |
| ITEM 2. To act on a shareholder proposal recommending that each Trust's Trustees be required to invest at 0 0 0 least 10% of their Trustees fees in trust | [] | [] | [] |

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shares.

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

PLEASE SIGN AND DATE ON THE REVERSE SIDE.

MFS-MIN/MCR