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MFS MULTIMARKET INCOME TRUST
Form N-CSRS
July 07, 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 811-4975

MFS MULTIMARKET INCOME TRUST

(Exact name of registrant as specified in charter)

500 Boylston Street, Boston, Massachusetts 02116

(Address of principal executive offices) (Zip code)

James R. Bordewick, Jr.
Massachusetts Financial Services Company
500 Boylston Street
Boston, Massachusetts 02116

(Name and address of agents for service)

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

Date of fiscal year end: October 31, 2003

Date of reporting period: April 30, 2004

ITEM 1. REPORTS TO STOCKHOLDERS.

MFS(R) Mutual Funds

SEMIANNUAL REPORT 4/30/04

MFS(R) MULTIMARKET INCOME TRUST

A path for pursuing opportunity

[graphic omitted]

[logo] M F S(R)
INVESTMENT MANAGEMENT

MFS(R) PRIVACY POLICY: A COMMITMENT TO YOU

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----- LETTER FROM THE CEO -----

Dear Shareholders,

[Photo of Robert J. Manning]

Our firm was built on the strength of MFS Original Research(R), our in-depth analysis of every security we consider for our portfolios. We've been honing this process since 1932, when we created one of the mutual fund industry's first research departments. And we continue to fine-tune this process so that we can provide strong and consistent long-term investment performance to help you achieve your financial goals.

While we have achieved strong investment performance in many of our portfolios, our goal is to achieve the same strong results across all asset classes. To ensure that our portfolio teams are doing the best possible job for our firm's clients and shareholders, I am focusing the vast majority of my time on the three key elements that I believe truly differentiate MFS from its competitors: people, process, and culture.

PEOPLE

Our people have always been our most valuable resource. Our philosophy is to deliver consistent, repeatable investment results by hiring the most talented investors in our industry. We recruit from the nation's top business schools and hire experienced analysts, both domestically and around the globe.

Our analysts are the engine that powers our entire investment team because their recommendations have a direct impact on the investment performance of our portfolios. To demonstrate our ongoing commitment in this area, we increased the number of equity analysts at MFS from less than 40 at the end of 2000 to over 50 in April 2004. During that same period, we doubled the average investment experience of our new domestic equity analysts, from 2.6 years to 5.3 years, by recruiting more seasoned analysts to the firm. Moreover, our international network of investment personnel now spans key regions of the world with offices in London, Mexico City, Singapore, and Tokyo, as well as Boston.

One of the major advantages that MFS has over many of its competitors is that the position of research analyst is a long-term career for many members of our team, not simply a steppingstone toward becoming a portfolio manager. We have worked to elevate the stature of the analyst position to be on par with that of

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a portfolio manager. In fact, an exceptional research analyst has the opportunity to earn more at MFS than some portfolio managers.

At the same time, we look within the firm to promote talented analysts who choose a path toward becoming a portfolio manager. We rarely hire portfolio managers from our competitors because we believe the best investors are those steeped in the MFS process and culture. In the past few months, we have identified four senior research analysts who will assume roles on the management teams of several of our larger portfolios. MFS is fortunate to have a deep bench of talented investment personnel, and we welcome the opportunity to put their skills to work for our clients.

PROCESS

MFS was built on the strength of its bottom-up approach to researching securities. We have enhanced the mentoring process for our research analysts by calling on several of our most seasoned portfolio managers to supplement the work of Director of Global Equity Research David A. Antonelli. These portfolio managers will be taking a special interest in developing the careers of our research analysts and strengthening our investment process. Kenneth J. Enright of our value equity group will work with a team of domestic analysts; David E. Sette-Ducati of our small- and mid-cap equity team will work with analysts concentrating on small- and mid-cap companies; and Barnaby Wiener of our international equity team in London heads the European equity research team.

We have combined the bottom-up approach of our research process with a top-down approach to risk controls on portfolio composition. We have a very strong quantitative team under the leadership of industry veteran Deborah H. Miller, who represents the equity management department on the Management Committee of the firm. Quantitative analysis helps us generate investment ideas and, more importantly, assess the appropriate level of risk for each portfolio. The risk assessment is designed to assure that each portfolio operates within its investment objectives.

Additionally, we have increased the peripheral vision of our investment personnel across asset classes through the collaboration of our Equity, Fixed Income, Quantitative Analysis, and Risk Management teams. We recently codified this key aspect of our culture by forming an Investment Management Committee, composed of key members of these teams. This Committee will work to ensure that all teams are sharing information, actively debating investment ideas, and creating a unified investment team.

CULTURE

Teamwork is at the heart of our ability to deliver consistent and competitive investment performance over time. At MFS, each member of our team is involved in our success; we have no superstars. The collaborative nature of our process works to assure a consistent investment approach across all of our products and provides a high level of continuity in portfolio management because our investment performance never depends on the contributions of just a single individual. Our culture is based on an environment of teamwork that allows our investment personnel to be successful. In turn, we demand superior investment results from every member of our team.

We have created a meritocracy at our firm based on investment results. We hold all of our portfolio managers accountable for the performance of their portfolios and their contributions to the team. We also track the equity and fixed-income ratings of our analysts so we can evaluate them based on the performance of their recommendations. We align bonus compensation to investment performance by weighting rewards to those who have created the greatest long-term benefit for our shareholders and who contribute most successfully to the Original Research(SM) process.

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The strength of our culture has resulted in a tremendous amount of stability, both in terms of people and assets under management. Although we have dismissed members of our team whose performance did not meet MFS' high standards, only one member of our investment team has voluntarily left the firm over the past six months, based on a decision to retire from the industry. Similarly, our firm's assets under management have remained quite steady in the midst of a challenging environment.

In short, we can help you achieve your financial goals by hiring talented people, following a disciplined process, and maintaining our firm's unique culture. The recent enhancements described in this letter reflect the collaborative spirit and the depth of resources in our investment teams.

As always, we appreciate your confidence in MFS and welcome any questions or comments you may have.

Respectfully,

/s/ Robert J. Manning

Robert J. Manning
CEO, President, and Chief Investment Officer
MFS Investment Management (R)

May 19, 2004

PAST PERFORMANCE IS NO GUARANTEE OF FUTURE RESULTS.

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

MFS ORIGINAL RESEARCH (R)

THE MFS (R) DIFFERENCE

For 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

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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

MANAGEMENT REVIEW

TRUST POSITIONING

MFS Multimarket Income Trust, a closed-end fund, maintains a highly diversified portfolio that includes investments in investment-grade and high-yield domestic corporate bonds, U.S. government securities, and international investment-grade and emerging market debt.

We based our strategy during the six-month period ended April 30, 2004 on our expectation that a sustained economic recovery in the United States would stimulate greater corporate profitability while increasing the likelihood of a tightening of domestic monetary policy and higher interest rates. At the start of the period, we held large positions in both domestic high-yield and investment-grade corporate debt to capture the benefits of improving credit quality in a strengthening economy. We maintained that emphasis throughout the six months, although we took some profits among high-yield positions that had appreciated. As a result of this profit-taking, the overall credit quality of the portfolio rose somewhat.

We also held a short futures position, which is an investment that provides increased price protection when interest rates climb. In addition, we maintained investments in international, high-grade debt both to take advantage of overseas bond market opportunities and to mute the impact of rising interest rates in the United States. The non-U.S. investments were largely hedged back into the U.S. dollar.

CONTRIBUTORS TO PERFORMANCE

The trust's focus on domestic debt obligations, both high-yield and investment-grade, was the most influential positive factor in performance. By rating quality, "BB"-rated bonds were the most significant contributors, followed by "B"- and "BBB"-rated securities. Among the top-performing domestic corporate investments were three commercial mortgage-backed securities whose credit ratings were upgraded to investment grade during the six months. One, a security issued by Morgan Stanley Capital in 1997, was upgraded all the way from "BB" to "AA" by the Fitch credit rating service. The others were securities issued by AMRESKO Commercial Finance, which Fitch upgraded from "BB+" to "BBB-", and by First Union-Lehman Brothers, which Fitch raised from "BB" to "BBB."

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TOP 5 PORTFOLIO ALLOCATIONS
AS OF 4/30/04

HIGH-YIELD CORPORATES	30.5%
-----	-----
HIGH-GRADE CORPORATES	24.0%
-----	-----
INTERNATIONAL SOVEREIGNS	16.9%
-----	-----
EMERGING MARKET DEBT	9.8%
-----	-----
COMMERCIAL MORTGAGE-BACKED	9.3%
-----	-----

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

Percentages based on assets on 4/30/04.

Investments in both foreign high-grade and emerging market debt also added to returns. Falling long-term interest rates in Europe led to price gains by several positions, including debt issued by the governments of Germany and Finland. Among the better-performing emerging market investments were Brazilian and Mexican sovereign debt.

Our yield curve strategy, which employed a short futures position, also contributed to performance as U.S. interest rates rose during the six months, most dramatically in the final month. (As mentioned above, short futures are investments that provide increased price protection when interest rates climb.) Over the six months, the yield on the 10-year Treasury note increased from 4.29% to 4.50%.

To gauge performance of this diversified portfolio, we use a variety of benchmarks reflecting the varying results of the different markets in which we invest. During the period, the portfolio's performance at net asset value surpassed three of the four benchmarks, trailing only a pure domestic high-yield benchmark.

DETRACTORS FROM PERFORMANCE

While the portfolio's performance at net asset value was positive, the discount deepened from 5% to 12% on the market price of publicly traded trust shares. This resulted in a negative return at the trust's market price despite positive performance by the underlying investment portfolio.

Disappointments among individual portfolio investments during the period included two bonds issued by domestic telecommunications companies. The bond prices of Citizens Communications, which provides communication services throughout the United States, and Centennial Communication Corp., which delivers wireless service both in the United States and in the Caribbean, declined as each company's financial outlook deteriorated.

Among our emerging market holdings, bonds issued by Enersis, a Chilean-based utility providing electric service in several South American countries, detracted from performance.

Respectfully,

/s/ Peter C. Vaream

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Peter C. Vaream
Portfolio Manager

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

It is not possible to invest directly in an index.

Visit 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 Perspective for our current view of the world.

PORTFOLIO MANAGER'S PROFILE

Peter C. Vaream is a Senior Vice President of MFS Investment Management (R) (MFS(R)) and manages the investment-grade bond, government securities and global governments portfolios of our mutual funds, variable annuities and institutional accounts. He is a member of the MFS Fixed Income Strategy Group.

Peter joined MFS in 1992 and became a portfolio manager in 1993. Previously, he was Vice President in the Fixed Income Department at The First Boston Corp. from 1986 to 1992. Prior to that he served as a corporate financial analyst.

Peter earned a bachelor's degree in finance from New York University. He is a member of the Lehman Brothers Index Advisory Council.

All portfolio managers at MFS are supported by an investment staff of over 160 professionals utilizing MFS Original Research(R), a global, company-oriented, bottom-up process of selecting securities.

PERFORMANCE SUMMARY THROUGH 4/30/04

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

Year ended 4/30/04

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	Date	Price
Net asset value	10/31/2003	\$6.76
	4/30/2004	\$6.79
New York Stock Exchange Price	10/31/2003	\$6.41
	2/13/2004 (high) *	\$6.48
	4/30/2004 (low) *	\$5.95

* For the period from November 1, 2003, through April 30, 2004.

Year ended 4/30/04

TOTAL RETURN VS BENCHMARKS

New York Stock Exchange price**	(4.28) %
Net asset value**	3.58 %
Citigroup World Government Bond Non-Dollar Hedged Index#	1.84 %
Lehman Brothers Aggregate Bond Index#	1.25 %
Lehman Brothers High Yield Index#	5.52 %
J.P. Morgan EMBI Index Global#	1.88 %

** Includes reinvestment of dividend and capital distributions.

Source: Standard and Poor's Micropal.

INDEX DEFINITIONS

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

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.

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).

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.

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

The portfolio may invest in derivative securities, which may include futures

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and options. These types of instruments can increase price fluctuation.

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 regarding 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.

DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN

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

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

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

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

PORTFOLIO OF INVESTMENTS (unaudited) - 4/30/04

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

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Bonds - 93.8%

ISSUER	PRINCIPAL AMOUNT (000 Omitted)	\$ VALUE

U.S. Bonds - 59.7%		

Advertising & Broadcasting - 2.3%		

Allbritton Communications Co., 7.75%, 2012	\$1,000	\$1,020,000
Clear Channel Communications, Inc., 6.5%, 2005	EUR 275	343,090
Lamar Media Corp., 7.25%, 2013	\$1,370	1,472,750
Muzak LLC, 10%, 2009	435	445,875
Paxson Communications Corp., 0% to 2006, 12.25% to 2009	2,275	1,973,563
Radio One, Inc., 8.875%, 2011	1,425	1,578,188
Spanish Broadcasting System, Inc., 9.625%, 2009	1,400	1,480,500
XM Satellite Radio Holdings, Inc., 12%, 2010	1,058	1,223,313
XM Satellite Radio Holdings, Inc., 0% to 2005, 14% to 2009	380	365,750
Young Broadcasting, Inc., 8.5%, 2008	2,750	2,949,375
		\$12,852,404

Aerospace - 1.3%		

BAE Systems Holdings, Inc., 6.4%, 2011##	\$1,922	\$2,048,071
Boeing Capital Corp., 5.75%, 2007	1,153	1,225,666
Hexcel Corp., 9.875%, 2008	1,215	1,339,538
Hexcel Corp., 9.75%, 2009	800	840,000
K&F Industries, Inc., 9.25%, 2007	157	162,495
K&F Industries, Inc., 9.625%, 2010	1,500	1,680,000
		\$7,295,770

Airlines - 0.6%		

Continental Airlines, Inc., 7.568%, 2006	\$580	\$487,951
Continental Airlines, Inc., 6.545%, 2019	2,322	2,261,397
Continental Airlines, Inc., 7.566%, 2020	1,077	900,776
		\$3,650,124

Apparel Manufacturers - 0%		

WestPoint Stevens, Inc., 7.875%, 2005 - 2008	\$3,375	\$109,688

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Asset Backed & Securitized - 8.9%

Airplane Pass-Through Trust, 10.875%, 2019**	\$247	\$1,235
Amresco Commercial Mortgage Funding I, 7%, 2029	3,570	3,881,120
Commercial Mortgage Acceptance Corp., 5.44%, 2013	3,500	3,098,903
CPS Auto Receivables Trust, 2.89%, 2009	1,023	1,021,896
Deutsche Mortgage & Asset Receiving Corp., 7.5%, 2031	1,847	1,478,319
Falcon Auto Dealership LLC, 4.1743%, 2023^^	9,296	1,723,520
First Union National Bank Commercial Mortgage Trust, 1.2186%, 2043##^^	31,505	1,654,375
First Union-Lehman Brothers Bank of America, 0.7503%, 2028^^	81,165	1,958,922
First Union-Lehman Brothers Commercial Mortgage Trust, 7%, 2014	1,847	1,916,245
First Union-Lehman Brothers Commercial Mortgage Trust, 7.5%, 2029	1,847	1,852,168
GE Capital Commercial Mortgage Corp., 6.496%, 2033	2,385	2,611,282
GMAC Commercial Mortgage Securities, Inc., 6.02%, 2033	2,542	2,286,883
GMAC Commercial Mortgage Securities, Inc., 7.8984%, 2034##	1,853	1,957,901
LB Commercial Conduit Mortgage Trust, 1.1603%, 2028^^	23,882	774,368
Morgan Stanley Capital I, Inc., 6.86%, 2010	2,215	2,360,318
Morgan Stanley Capital I, Inc., 7.7384%, 2010	5,560	5,847,283
Mortgage Capital Funding, Inc., 7.214%, 2007	2,250	2,262,051
Mortgage Capital Funding, Inc., 1.074%, 2031^^	24,684	722,896
Mortgage Capital Funding, Inc., 6.337%, 2031	2,385	2,587,989
Multi-Family Capital Access One, Inc., 6.65%, 2024	152	168,401
Nationslink Funding Corp., 5%, 2009	4,560	4,121,244
Residential Accredit Loans, Inc., 7.75%, 2027	1,513	1,511,619
TIAA Real Estate CDO, Ltd., 7.17%, 2032##	4,191	4,510,292
		\$50,309,230
<hr/>		
Automotive - 3.9%		
Collins & Aikman Products Co., 10.75%, 2011	\$1,173	\$1,214,055
DaimlerChrysler North America Holdings, 8.5%, 2031	1,251	1,445,796
Dana Corp., 9%, 2011	1,210	1,427,800

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Ford Motor Credit Co., 7.875%, 2010	3,058	3,359,574
Ford Motor Credit Co., 7%, 2013	1,000	1,028,430
General Motors Acceptance Corp., 6%, 2006	EUR 375	472,709
General Motors Acceptance Corp., 7%, 2012	\$2,610	2,746,649
General Motors Acceptance Corp., 8%, 2031	1,367	1,442,765
Lear Corp., 8.11%, 2009	4,725	5,427,844
Metaldyne Corp., 11%, 2012	600	510,000
Tenneco Automotive, Inc., 10.25%, 2013	1,705	1,965,013
TRW Automotive Acquisition Corp., 9.375%, 2013	567	649,215
TRW Automotive, Inc., 11%, 2013	130	154,700
		\$21,844,550

Banks & Credit Companies - 2.6%		
Abbey National Capital Trust I, 8.963%, 2049	\$2,109	\$2,693,277
Credit Suisse First Boston Corp., 6.38%, 2035	2,385	2,599,217
Credit Suisse First Boston USA, Inc., 6.5%, 2012	3,033	3,312,852
Popular North America, Inc., 4.25%, 2008	1,525	1,537,976
RBS Capital Trust II, 6.425%, 2049	833	822,378
Wachovia Corp., 4.875%, 2014	3,796	3,668,139
		\$14,633,839

Basic Industry - 0.2%		
Trimas Corp., 9.875%, 2012	\$1,085	\$1,171,800

Broadcast & Cable TV - 4.6%		
Charter Communications, Inc., 8.625%, 2009	\$3,300	\$2,739,000
Continental Cablevision, Inc., 9.5%, 2013	7,341	8,262,780
CSC Holdings, Inc., 8.125%, 2009	3,469	3,703,158
DIRECTV Holdings LLC, 8.375%, 2013	600	670,500
Lenfest Communications, Inc., 10.5%, 2006	500	574,570
Mediacom Broadband LLC, 11%, 2013	2,600	2,782,000
TCI Communication Financing III, 9.65%, 2027	5,000	5,907,680
TCI Communications, Inc., 9.8%, 2012	1,135	1,448,949
		\$26,088,637

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 Building - 0.9%

American Standard Cos., Inc., 7.375%, 2008	\$1,015	\$1,111,425
D.R. Horton, Inc., 8%, 2009	1,565	1,729,325
Jacuzzi Brands, Inc., 9.625%, 2010	500	560,000
Williams Scotsman, Inc., 9.875%, 2007	1,455	1,447,725
Williams Scotsman, Inc., 10%, 2008	205	224,475
		\$5,072,950

 Business Services - 1.6%

Iron Mountain, Inc., 8.625%, 2013	\$985	\$1,053,950
Iron Mountain, Inc., 7.75%, 2015	1,630	1,670,750
Lucent Technologies, Inc., 5.5%, 2008	2,050	1,947,500
Unisys Corp., 7.875%, 2008	2,655	2,721,375
Xerox Corp., 7.625%, 2013	1,415	1,443,300
		\$8,836,875

 Chemicals - 1.2%

Equistar Chemicals LP, 10.625%, 2011	\$1,225	\$1,365,875
Huntsman International LLC, 10.125%, 2009	1,900	1,990,250
JohnsonDiversey Holdings, Inc., 0% to 2007, 10.67% to 2013	1,465	1,113,400
Lyondell Chemical Co., 11.125%, 2012	1,500	1,665,000
Nalco Co., 7.75%, 2011##	695	731,488
		\$6,866,013

 Consumer Goods & Services - 0.4%

Kindercare Learning Centers, Inc., 9.5%, 2009	\$1,113	\$1,130,619
Remington Arms Co., Inc., 10.5%, 2011	500	497,500
Samsonite Corp., 10.75%, 2008	740	769,600
		\$2,397,719

 Containers - 0.7%

Owens-Brockway Glass Container, Inc., 8.875%, 2009	\$515	\$559,419
Owens-Brockway Glass Container, Inc., 8.25%, 2013	2,090	2,157,925
Pliant Corp., 13%, 2010	1,190	1,076,950
		\$3,794,294

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Defense Electronics - 0.3%

L-3 Communications Holdings, Inc., 7.625%, 2012	\$1,455	\$1,567,763
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Energy - Independent - 0.2%

Ocean Energy, Inc., 4.375%, 2007	\$908	\$927,666
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Entertainment - 1.7%

AMC Entertainment, Inc., 9.5%, 2011	\$1,224	\$1,279,080
-------------------------------------	---------	-------------

News Media Holdings, Inc., 7.7%, 2025	517	589,594
---------------------------------------	-----	---------

News Media Holdings, Inc., 6.55%, 2033	529	537,228
--	-----	---------

Regal Cinemas, Inc., 9.375%, 2012	2,425	2,873,625
-----------------------------------	-------	-----------

Six Flags, Inc., 9.75%, 2013	1,500	1,580,625
------------------------------	-------	-----------

Turner Broadcasting System, Inc., 8.375%, 2013	419	498,339
--	-----	---------

Walt Disney Co., 6.75%, 2006	2,140	2,284,283
------------------------------	-------	-----------

\$9,642,774

Financial Institutions - 1.0%

Capital One Bank, 4.25%, 2008	\$1,296	\$1,284,282
-------------------------------	---------	-------------

SLM Corp., 1.34%, 2007	4,120	4,127,573
------------------------	-------	-----------

\$5,411,855

Food & Non-Alcoholic Beverages - 0.1%

Seminis Vegetable Seeds, Inc., 10.25%, 2013###	\$360	\$399,600
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Forest & Paper Products - 1.2%

Buckeye Technologies, Inc., 9.25%, 2008	\$2,150	\$2,128,500
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Buckeye Technologies, Inc., 8.5%, 2013	1,675	1,783,875
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Georgia Pacific Corp., 9.375%, 2013	1,220	1,418,250
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International Paper Co., 5.375%, 2006	EUR 140	175,409
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MeadWestvaco Corp., 6.8%, 2032	\$1,345	1,349,104
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\$6,855,138

Gaming & Lodging - 2.5%

Aztar Corp., 8.875%, 2007	\$1,550	\$1,600,375
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GEO Group, Inc., 8.25%, 2013	1,110	1,154,400
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Hilton Hotels Corp., 7.625%, 2012	1,100	1,229,250
MGM Mirage, Inc., 8.375%, 2011	1,550	1,712,750
Park Place Entertainment Corp., 8.875%, 2008	1,540	1,717,100
Pinnacle Entertainment, Inc., 8.75%, 2013	650	656,500
Royal Caribbean Cruises Ltd., 8%, 2010	1,210	1,318,900
Starwood Hotels & Resorts Worldwide, Inc., 7.875%, 2012	2,600	2,843,750
Venetian Casino Resort LLC, 11%, 2010	1,525	1,784,250
		\$14,017,275

Industrial - 0.3%		
Blount, Inc., 7%, 2005	\$700	\$728,000
MSW Energy Holdings II LLC, 7.375%, 2010##	1,045	1,081,575
		\$1,809,575

Insurance - 0.2%		
Prudential Funding Corp., 6.6%, 2008##	\$1,230	\$1,346,330

Insurance - Property & Casualty - 0.6%		
Allstate Corp., 7.2%, 2009	\$1,668	\$1,918,250
Fund American Cos., Inc., 5.875%, 2013	1,364	1,371,880
		\$3,290,130

Machinery & Tools - 1.9%		
AGCO Corp., 9.5%, 2008	\$2,000	\$2,190,000
AMSTED Industries, Inc., 10.25%, 2011##	1,845	2,084,850
Manitowoc Co., Inc., 10.5%, 2012	1,180	1,345,200
Terex Corp., 9.25%, 2011	1,380	1,538,700
Terex Corp., 10.375%, 2011	1,140	1,296,750
United Rentals, Inc., 6.5%, 2012##	2,450	2,364,250
		\$10,819,750

Medical & Health Technology & Services - 0.5%		
Alliance Imaging, Inc., 10.375%, 2011	\$1,600	\$1,600,000
Fisher Scientific International, Inc., 8.125%, 2012	1,133	1,229,305
Mariner Health Care, Inc., 8.25%, 2013	255	257,550
		\$3,086,855

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Metals & Mining - 0.5%

Arch Western Finance, 6.75%, 2013##	\$735	\$757,050
Peabody Energy Corp., 6.875%, 2013	340	353,600
Phelps Dodge Corp., 8.75%, 2011	501	604,215
U.S. Steel Corp., 9.75%, 2010	850	962,625
		\$2,677,490

Mortgage Backed - 1.2%

Fannie Mae, 6%, 2012 - 2016	\$2,273	\$2,372,014
Fannie Mae, 6.5%, 2031 - 2032	4,134	4,303,320
		\$6,675,334

Natural Gas - Distribution - 0.8%

AmeriGas Partners LP, 8.875%, 2011	\$1,635	\$1,794,413
CenterPoint Energy Resources, Corp., 7.875%, 2013	2,433	2,743,813
		\$4,538,226

Natural Gas - Pipeline - 1.3%

ANR Pipeline Co., 8.875%, 2010	\$440	\$486,200
Kinder Morgan Energy Partners LP, 7.3%, 2033	2,578	2,799,548
Southern Natural Gas Co., Inc., 8.875%, 2010	1,540	1,701,700
Williams Cos., Inc., 7.125%, 2011	2,100	2,194,500
		\$7,181,948

Oils - 0.3%

Valero Energy Corp., 6.875%, 2012	\$1,331	\$1,471,806
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Personal Computers & Peripherals - 0.2%

Jabil Circuit, Inc., 5.875%, 2010	\$1,033	\$1,072,891
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Pharmaceuticals - 0.2%

Schering-Plough Corp., 6.5%, 2033	\$1,002	\$1,016,232
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Pollution Control - 0.5%

Allied Waste North America, Inc., 7.875%, 2013	\$2,375	\$2,553,125
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Printing & Publishing - 1.3%

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Dex Media East LLC, 9.875%, 2009	\$1,500	\$1,681,875
Dex Media West LLC, 9.875%, 2013##	1,490	1,631,550
Hollinger International, Inc., 9%, 2010	800	888,000
Mail-Well Corp., 9.625%, 2012	1,050	1,155,000
MediaNews Group, Inc., 6.875%, 2013##	1,710	1,692,900
Reed Elsevier Capital, Inc., 5.75%, 2008	EUR 125	161,784
		\$7,211,109
Real Estate - 0.8%		
Boston Properties, Inc., 5%, 2015	\$2,949	\$2,772,585
Kimco Realty Corp., 6%, 2012	1,399	1,470,264
		\$4,242,849
Retailers - 0.9%		
Gap, Inc., 10.55%, 2008	\$1,080	\$1,328,400
J. Crew Operating Corp., 10.375%, 2007	1,100	1,101,375
Rite Aid Corp., 9.5%, 2011	1,760	1,975,600
Rite Aid Corp., 9.25%, 2013	815	863,900
		\$5,269,275
Supermarkets - 0.3%		
Roundy's, Inc., 8.875%, 2012	\$1,650	\$1,790,250
Supranational - 0.2%		
European Investment Bank, 5.375%, 2012	EUR 750	\$976,811
Telecommunications - Wireline - 0.7%		
Citizens Communications Co., 9%, 2031	\$851	\$835,377
Qwest Corp., 13.5%, 2010##	1,600	1,856,000
Sprint Capital Corp., 6.875%, 2028	1,501	1,473,593
		\$4,164,970
U.S. Government Agencies - 0.3%		
Small Business Administration, 5.34%, 2021	\$1,728	\$1,772,531
U.S. Treasury Obligations - 2.9%		

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U.S. Treasury Bonds, 5.375%, 2031	\$1,169	\$1,184,343
U.S. Treasury Notes, 3.375%, 2007	6,353	6,850,737
U.S. Treasury Notes, 3.125%, 2008	1,209	1,190,912
U.S. Treasury Notes, 3.625%, 2008	6,204	6,826,312
U.S. Treasury Notes, 5%, 2011	393	414,569
		\$16,466,873
Utilities - Electric Power - 6.0%		
BVPS II Funding Corp., 8.68%, 2017	\$846	\$937,799
Beaver Valley Funding Corp., 9%, 2017	4,362	4,968,000
CMS Energy Corp., 8.5%, 2011	1,300	1,361,750
Calpine Corp., 8.5%, 2011	750	525,000
Calpine Corp., 8.75%, 2013##	1,255	1,110,675
DPL, Inc., 6.875%, 2011	1,692	1,666,620
Dynegy Holdings, Inc., 6.875%, 2011	1,600	1,368,000
MidAmerican Energy Holdings Co., 3.5%, 2008	2,437	2,375,775
MidAmerican Energy Holdings Co., 5.875%, 2012	3,552	3,671,614
PG&E Corp., 6.875%, 2008##	400	426,000
PSE&G Energy Holdings LLC, 7.75%, 2007	3,120	3,260,400
Pacific Gas & Electric Co., 6.05%, 2034	1,865	1,763,732
Reliant Resources, Inc., 9.25%, 2010	490	524,300
Reliant Resources, Inc., 9.5%, 2013	575	623,875
System Energy Resources, Inc., 5.129%, 2014	2,898	2,862,500
System Energy Resources, Inc., 8.09%, 2017	1,945	2,133,442
TXU Corp., 6.375%, 2006	3,943	4,191,409
		\$33,770,891
Wireless Communications - 1.6%		
Alamosa Holdings, Inc., 11%, 2010	\$1,251	\$1,357,335
Alamosa Holdings, Inc., 8.5%, 2012##	390	377,325
Centennial Communications Corp., 10.125%, 2013	2,220	2,286,600
Crown Castle International Corp., 7.5%, 2013	1,755	1,750,613
Dobson Communications Corp., 8.875%, 2013	495	387,338

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Rural Cellular Corp., 9.75%, 2010	169	158,015
Triton PCS Holdings, Inc., 8.5%, 2013	1,055	1,097,200
Western Wireless Corp., 9.25%, 2013	1,715	1,762,163
		\$9,176,589
Total U.S. Bonds		\$336,127,804
Foreign Bonds - 34.1%		
Argentina - 0%		
Central Bank of Argentina, 2%, 2018 (Emerging Market Sovereign)	ARS 164	\$35,413
Republic of Argentina, 1.234%, 2012 (Emerging Market Sovereign)	\$265	173,840
		\$209,253
Australia - 0.9%		
Burns Philp Capital Property Ltd., 9.75%, 2012 (Food & Non-Alcoholic Beverages)##	\$3,480	\$3,671,400
Government of Australia, 6.25%, 2015 (International Market Sovereign)	AUD 1,820	1,339,372
		\$5,010,772
Austria - 0.9%		
Republic of Austria, 5.5%, 2007 (International Market Sovereign)	EUR 2,841	\$3,675,051
Republic of Austria, 5%, 2012 (International Market Sovereign)	953	1,214,957
Republic of Austria, 4.65%, 2018 (International Market Sovereign)	287	348,498
		\$5,238,506
Belgium - 0.5%		
Kingdom of Belgium, 3.75%, 2009 (International Market Sovereign)	EUR 1,209	\$1,467,553
Kingdom of Belgium, 5%, 2012 (International Market Sovereign)	1,078	1,372,196
		\$2,839,749
Brazil - 1.5%		
Federal Republic of Brazil, 2.0625%, 2009 - 2024 (Emerging Market Sovereign)	\$416	\$318,240
Federal Republic of Brazil, 2.125%, 2012 (Emerging Market		

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Sovereign)	908	753,835

Federal Republic of Brazil, 8%, 2014 (Emerging Market Sovereign)	6,365	5,842,724

Federal Republic of Brazil, 11%, 2040 (Emerging Market Sovereign)	1,771	1,647,030

Telemig Celular Participacoes S.A., 8.75%, 2009 (Special Products & Services)##	28	25,760

		\$8,587,589

Bulgaria - 0.3%		

Republic of Bulgaria, 8.25%, 2015 (Emerging Market Sovereign)	\$47	\$53,815

Republic of Bulgaria, 8.25%, 2015 (Emerging Market Sovereign)##	1,220	1,396,900

		\$1,450,715

Canada - 1.7%		

Abitibi-Consolidated, Inc., 8.3%, 2005 (Forest & Paper Products)	\$2,608	\$2,723,422

Abitibi-Consolidated, Inc., 6.95%, 2006 (Forest & Paper Products)	2,500	2,592,758

Government of Canada, 5.5%, 2009 (International Market Sovereign)	CAD 3,094	2,420,609

Government of Canada, 5.25%, 2012 (International Market Sovereign)	1,606	1,229,802

Government of Canada, 8%, 2023 (International Market Sovereign)	690	675,430

		\$9,642,021

Cayman Islands - 0.7%		

Mizuho Financial Group, Inc., 4.75%, 2014 (Banks & Credit Companies)##	EUR 127	\$154,469

Triton Energy Ltd., 9.25%, 2005 (Energy - Integrated)	\$3,500	3,690,785

		\$3,845,254

Chile - 1.0%		

AES Gener S.A., 7.5%, 2014 (Utilities - Electric Power)##	\$1,640	\$1,570,300

Empresa Nacional de Electricidad S.A., 8.35%, 2013 (Utilities - Electric Power)	1,214	1,302,573

Enerjis S.A., 7.375%, 2014 (Utilities - Electric Power)	22	21,661

Enerjis S.A., 7.375%, 2014 (Utilities - Electric Power)##	1,951	1,920,949

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HQI Transelec Chile S.A., 7.875%, 2011 (Utilities - Electric Power)	700	794,858

		\$5,610,341

Colombia - 0.3%		

Republic of Colombia, 10.75%, 2013 (Emerging Market Sovereign)	\$1,317	\$1,448,700

Republic of Colombia, 11.75%, 2020 (Emerging Market Sovereign)	35	41,125

		\$1,489,825

Denmark - 0.6%		

Allianz AG, 5.5%, 2049 (Insurance - Property & Casualty)	EUR 140	\$170,499

Kingdom of Denmark, 7%, 2007 (International Market Sovereign)	DKK 6,600	1,197,946

Kingdom of Denmark, 6%, 2009 (International Market Sovereign)	8,242	1,475,476

Kingdom of Denmark, 5%, 2013 (International Market Sovereign)	3,993	674,002

		\$3,517,923

Dominican Republic - 0%		

Dominican Republic, 9.04%, 2013 (Emerging Market Sovereign)	\$190	\$136,800

Dominican Republic, 9.04%, 2013 (Emerging Market Sovereign)##	51	36,720

		\$173,520

El Salvador - 0%		

Republic of El Salvador, 8.25%, 2032 (Emerging Market Sovereign)	\$23	\$22,885

Finland - 1.1%		

Republic of Finland, 2.75%, 2006 (International Market Sovereign)	EUR 1,638	\$1,969,599

Republic of Finland, 3%, 2008 (International Market Sovereign)	2,718	3,226,725

Republic of Finland, 5.375%, 2013 (International Market Sovereign)	775	1,013,519

		\$6,209,843

France - 2.2%		

Crown European Holdings S.A., 9.5%, 2011 (Containers)	\$1,580	\$1,771,575

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France Telecom S.A., 8.2%, 2006 (Telecommunications - Wireline)	105	114,203
Republic of France, 4.75%, 2007 - 2012 (International Market Sovereign)	EUR 2,662	3,357,504
Republic of France, 4%, 2009 (International Market Sovereign)	1,578	1,932,413
Republic of France, 5%, 2012 - 2016 (International Market Sovereign)	607	773,712
Rhodia S.A., 8.875%, 2011 (Chemicals)##	\$2,090	1,724,250
SG Capital Trust I, 7.875%, 2049 (Banks & Credit Companies)	EUR 300	425,014
Societe Nationale des Chemins de Fer Francais, 7.5%, 2008 (Railroad & Shipping)	750	1,034,586
Veolia Environnement, 5.875%, 2008 (Pollution Control)	250	324,226
Vivendi Universal S.A., 6.25%, 2008 (Advertising & Broadcasting)	\$905	944,594
		\$12,402,077
Germany - 7.1%		
Coca-Cola Erfrischungsgetranke, 5.875%, 2005 (Food & Non-Alcoholic Beverages)	EUR 600	\$739,986
Continental AG, 6.875%, 2008 (Automotive)	100	134,095
DePfa Bank, 5.5%, 2010 (Asset Backed & Securitized)	960	1,254,470
Deutsche Telekom International Finance B.V., 8.125%, 2012 (Telecommunications - Wireline)	130	191,317
Deutsche Telekom International Finance B.V., 8.75%, 2030 (Telecommunications - Wireline)	\$3,313	4,115,024
Federal Republic of Germany, 4%, 2007 - 2009 (International Market Sovereign)	EUR 2,312	2,850,078
Federal Republic of Germany, 4.5%, 2009 (International Market Sovereign)	20,188	25,340,006
Federal Republic of Germany, 5.25%, 2010 (International Market Sovereign)	1,731	2,251,643
Kreditanstalt fur Wiederaufbau, 4.75%, 2006 (International Market Agencies)	750	939,066
Kreditanstalt fur Wiederaufbau, 3.25%, 2008 (International Market Agencies)	1,705	2,046,007
Kronos International, Inc., 8.875%, 2009 (Chemicals)	95	121,741
		\$39,983,433

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Guatemala - 0%

Republic of Guatemala, 10.25%, 2011 (Emerging Market Sovereign)#	\$42	\$48,300
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Ireland - 1.4%

Chalet Finance 1 PLC, 2.275%, 2013 (Asset Backed & Securitized)	EUR 300	\$359,482
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MDP Acquisitions PLC, 9.625%, 2012 (Forest & Paper Products)	\$940	1,057,500
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Republic of Ireland, 4.25%, 2007 (International Market Sovereign)	EUR 2,836	3,531,186
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Republic of Ireland, 3.25%, 2009 (International Market Sovereign)	1,891	2,243,326
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Republic of Ireland, 5%, 2013 (International Market Sovereign)	434	553,185
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\$7,744,679

Italy - 1.1%

Republic of Italy, 4.5%, 2005 (International Market Sovereign)	EUR 4,745	\$5,816,939
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Telecom Italia S.p.A, 5.625%, 2007 (Telecommunications - Wireline)	300	379,982
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\$6,196,921

Japan - 1.2%

Mizuho Financial Group, Inc., 5.79%, 2014 (Banks & Credit Companies)##	\$1,633	\$1,619,315
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UFJ Finance Aruba AEC, 6.75%, 2013 (Banks & Credit Companies)	4,612	4,869,866
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\$6,489,181

Kazakhstan - 0.6%

Hurricane Finance B.V., 9.625%, 2010 (Oils)	\$46	\$48,530
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Kazkommerts International B.V., 10.125%, 2007 (Banks & Credit Companies)#	128	136,980
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Kazkommerts International B.V., 10.125%, 2007 (Banks & Credit Companies)##	122	130,559
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Kazkommerts International B.V., 8.5%, 2013 (Banks & Credit Companies)	200	193,000
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Kazkommerts International B.V., 8.5%, 2013 (Banks & Credit Companies)##	1,171	1,130,015
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Turanalem Finance B.V., 7.875%, 2010 (Banks & Credit		
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Companies)	\$10	\$9,600

Turanalem Finance B.V., 7.875%, 2010 (Banks & Credit Companies)##	39	37,440

Turanalem Finance B.V., 8%, 2014 (Banks & Credit Companies)##	2,031	1,848,210

		\$3,534,334

Luxembourg - 0.5%		

Millicom International Cellular S.A., 10%, 2013 (Wireless Communications)##	\$1,130	\$1,158,250

Telecom Italia S.p.A., 5.25%, 2013 (Telecommunications - Wireline)##	1,425	1,404,945

		\$2,563,195

Malaysia - 0.4%		

Petroliam Nasional Berhad, 7.75%, 2015 (Emerging Market Agencies)	\$999	\$1,149,830

Petroliam Nasional Berhad, 7.875%, 2022 (Emerging Market Agencies)##	987	1,106,234

		\$2,256,064

Mexico - 2.3%		

Axtel S.A. de C.V., 11%, 2013 (Telecommunications - Wireline)##	\$45	\$44,775

BBVA Bancomer, 10.5%, 2011 (Banks & Credit Companies)##	1,240	1,382,600

Banco Mercantil S.A., 5.875%, 2014 (Banks & Credit Companies)##	2,837	2,766,075

Grupo Televisa S.A., 8.5%, 2032 (Broadcast & Cable TV)	458	483,190

Innova S. de R.L., 9.375%, 2013 (Wireless Communications)	484	525,745

Pemex Finance Ltd., 9.69%, 2009 (Emerging Market Agencies)	905	1,058,850

Pemex Project Funding Master Trust, 8.625%, 2022 (Emerging Market Agencies)	2,578	2,758,460

Petroleos Mexicanos, 9.5%, 2027 (Emerging Market Agencies)	962	1,101,490

TFM S.A. de C.V., 10.25%, 2007 (Transportation - Services)	15	15,600

TFM S.A. de C.V., 11.75%, 2009 (Transportation - Services)	16	15,880

TFM S.A. de C.V., 12.5%, 2012 (Transportation - Services)	344	383,560

United Mexican States, 8%, 2022 (Emerging Market		

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Sovereign)	317	334,435

United Mexican States, 7.5%, 2033 (Emerging Market Sovereign)	2,065	2,044,350

		\$12,915,010

Netherlands - 1.4%		

Kingdom of Netherlands, 5.75%, 2007 (International Market Sovereign)	EUR 1,226	\$1,582,971

Kingdom of Netherlands, 3.75%, 2009 (International Market Sovereign)	2,700	3,276,050

Kingdom of Netherlands, 5%, 2012 (International Market Sovereign)	2,085	2,660,267

RWE Finance B.V., 5.375%, 2008 (Utilities - Electric Power)	150	192,227

		\$7,711,515

New Zealand - 0.5%		

Government of New Zealand, 7%, 2009 (International Market Sovereign)	NZD 1,341	\$872,614

Government of New Zealand, 6.5%, 2013 (International Market Sovereign)	3,205	2,041,074

		\$2,913,688

Panama - 0.4%		

Republic of Panama, 2.1925%, 2016 (Emerging Market Sovereign)	\$52	\$44,844

Republic of Panama, 9.375%, 2023 - 2029 (Emerging Market Sovereign)	1,920	2,067,113

		\$2,111,957

Peru - 0%		

Republic of Peru, 8.375%, 2016 (Emerging Market Sovereign)	\$36	\$34,272

Republic of Peru, 4.5%, 2017 (Emerging Market Sovereign)	53	45,050

Republic of Peru, 5%, 2017 (Emerging Market Sovereign)	73	63,882

Republic of Peru, 8.75%, 2033 (Emerging Market Sovereign)	24	21,360

		\$164,564

Philippines - 0%		

Republic of Philippines, 9.375%, 2017 (Emerging Market Sovereign)	\$57	\$59,138

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Poland - 0.3%

PTC International Finance II S.A., 11.25%, 2009 (Wireless Communications)	\$1,326	\$1,425,450
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Portugal - 0.2%

Republic of Portugal, 5.45%, 2013 (International Market Sovereign)	EUR 1,067	\$1,397,741
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Qatar - 0.2%

State of Qatar, 9.75%, 2030 (Emerging Market Sovereign)#	\$735	\$995,925
State of Qatar, 9.75%, 2030 (Emerging Market Sovereign)##	20	27,100
		\$1,023,025

Russia - 1.7%

Gaz Capital S.A., 8.625%, 2034 (Utilities - Gas)	\$1,425	\$1,382,250
Gazprom, 9.625%, 2013 (Utilities - Gas)##	100	103,250
Mobile TeleSystems OJSC, 9.75%, 2008 (Wireless Communications)##	19	19,713
Mobile TeleSystems OJSC, 8.375%, 2010 (Wireless Communications)##	1,344	1,296,960
Russian Federation, 3%, 2008 - 2011 (Emerging Market Sovereign)	1,375	1,079,500
Russian Federation, 11%, 2018 (Emerging Market Sovereign)	1,302	1,677,627
Russian Ministry of Finance, 12.75%, 2028 (Emerging Market Sovereign)	30	44,325
Siberian Oil Co. (SIBNEFT), 10.75%, 2009 (Energy - Integrated)	617	653,403
Tyumen Oil Co., 11%, 2007 (Energy - Integrated)	1,560	1,755,000
Vimpel-Communications, 10.45%, 2005 (Wireless Communications)##	1,551	1,632,428
		\$9,644,456

Singapore - 0.2%

Flextronics International Ltd., 6.5%, 2013 (Electronics)	\$1,130	\$1,144,125
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South Africa - 0%

Republic of South Africa, 8.5%, 2017 (Emerging Market Sovereign)	\$43	\$49,665
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South Korea - 0.3%

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Sun Sage B.V., 8.25%, 2006 (Machinery & Tools)##	\$100	\$99,000
Woori Bank, 5.75%, 2014 (Banks & Credit Companies)##	1,677	1,685,385
		\$1,784,385

Spain - 0.7%		

Kingdom of Spain, 6%, 2008 (International Market Sovereign)	EUR 522	\$689,954
Kingdom of Spain, 5.35%, 2011 (International Market Sovereign)	2,425	3,165,661
		\$3,855,615

Sweden - 0.2%		

ASSA ABLOY AB, 5.125%, 2006 (Consumer Goods & Services)	EUR 130	\$163,099
Kingdom of Sweden, 6.75%, 2014 (International Market Sovereign)	SEK 1,060	162,052
Spintab AB, 5%, 2008 (Banks & Credit Companies)	7,600	1,030,585
		\$1,355,736

Switzerland - 0.1%		

Credit Suisse Group, 7.974%, 2010 (Banks & Credit Companies)	EUR 265	\$376,092

Turkey - 0%		

Republic of Turkey, 11%, 2013 (Emerging Market Sovereign)	\$64	\$74,240

Ukraine - 0.2%		

Republic of Ukraine, 7.65%, 2013 (Emerging Market Sovereign)	\$100	\$96,000
Ukraine Cabinet of Ministers, 6.875%, 2011 (Emerging Market Sovereign)##	998	958,080
		\$1,054,080

United Kingdom - 1.4%		

Bank of Ireland, 7.4%, 2049 (Banks & Credit Companies)	EUR 500	\$699,967
Barclays Bank PLC, 8.55%, 2049 (Banks & Credit Companies)##	\$2,141	2,588,163
Espirit Telecom Group PLC, 10.875%, 2008 (Telecommunications - Wireline)**	165	17
Europa Ltd., 2.47%, 2027 (Asset Backed & Securitized)	EUR 376	451,752

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Granite Mortgages, 5.15%, 2042 (Asset Backed & Securitized)	350	441,291
MBNA Europe Funding PLC, 6.5%, 2007 (Financial Institutions)	150	194,785
National Grid Group Finance PLC, 5.25%, 2006 (Utilities - Electric Power)	200	250,958
National Westminster Bank PLC, 6.625%, 2049 (Banks & Credit Companies)	330	442,479
OTE Telecommunications PLC, 6.125%, 2007 (Telecommunications - Wireline)	195	250,242
Pearson PLC, 6.125%, 2007 (Printing & Publishing)	135	173,793
RMAC PLC, 2.246%, 2036 (Asset Backed & Securitized)##	230	275,589
Rolls-Royce PLC, 6.375%, 2007 (Aerospace)	300	390,148
Telewest Communications PLC, 9.625%, 2006 (Broadcast & Cable TV)	\$350	214,375
United Kingdom Treasury, 7.25%, 2007 (International Market Sovereign)	GBP 499	956,064
United Kingdom Treasury, 5%, 2012 (International Market Sovereign)	180	320,027
Vodafone Group PLC, 5.75%, 2006 (Wireless Communications)	EUR 140	178,343
		\$7,827,993
Uruguay - 0%		
Banco de La Republica Oriental del Uruguay, 10.5%, 2006 (Emerging Market Sovereign)	UYU 3,030	\$106,580
Republic of Uruguay, 7.5%, 2015 (Emerging Market Sovereign)	\$15	11,550
		\$118,130
Venezuela - 0%		
Republic of Venezuela, 2.125%, 2007 (Emerging Market Sovereign)	\$95	\$89,045
Republic of Venezuela, 9.25%, 2027 (Emerging Market Sovereign)	98	81,340
		\$170,385
Vietnam - 0%		
Republic of Vietnam, 3.75%, 2028 (Emerging Market Sovereign)	\$166	\$116,200
Total Foreign Bonds		\$192,359,570
Total Bonds (Identified Cost, \$504,412,471)		\$528,487,374

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 Stocks - 0.1%

ISSUER	SHARES	\$ VALUE
--------	--------	----------

 Apparel Manufacturers - 0.1%

Sind Holdings, Inc.*	5,720	\$446,160
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 Machinery & Tools - 0%

Thermadyne Holdings Corp.*	121	\$1,803
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 Telephone Services - 0%

ITC DeltaCom, Inc.*	15,798	\$93,681
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 Tobacco - 0%

R.J. Reynolds Tobacco Holdings, Inc.	2,302	\$149,102
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Total Stocks (Identified Cost, \$2,212,721)		\$690,746
---	--	-----------

 Warrants - 0%

 Foreign Warrants - 0%

 South Korea - 0%

DWC Construction Co., Inc. (Utilities - Other)*	112,911	\$1,842
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DWC Trading (Utilities - Other)*	44,711	7,007
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 \$8,849

 Uruguay - 0%

Banco Central del Uruguay (Emerging Market Sovereign)	1,250,000	\$0
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Total Foreign Warrants		\$8,849
------------------------	--	---------

 U.S. Warrants - 0%

 Basic Industry - 0%

Thermadyne Holdings Corp. (Basic Industry)*	1,285	\$1,735
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Thermadyne Holdings Corp. (Basic Industry)*	777	1,399
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 \$3,134

 Broadcast & Cable TV - 0%

ONO Finance PLC*	1,000	\$10
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Business Services - 0%

Loral Space & Communications Ltd.*	1,625	\$35
Loral Space & Communications Ltd.*	700	12
		\$47
Total U.S. Warrants		\$3,191
Total Warrants (Identified Cost, \$185,913)		\$12,040

Convertible Bonds - 0.2%

ISSUER	PRINCIPAL AMOUNT (000 Omitted)	\$ VALUE
U.S. Bonds - 0.2%		
Wireless Communications - 0.2%		
Nextel Communications, Inc., 5.25%, 2010	\$1,300	\$1,309,750
Foreign Bonds - 0%		
United Kingdom - 0%		
Fortis Capital Co., 6.25%, 2049 (Banks & Credit Companies)	EUR 155	\$196,774
Total Convertible Bonds (Identified Cost, \$1,372,108)		\$1,506,524

Repurchase Agreements - 4.8%

Goldman Sachs & Co., dated 4/30/04, due 5/03/04, total to be received \$2,000,173 (secured by various U.S. Treasury and Federal Agency obligations in a jointly traded account)	\$2,000	\$2,000,000
Morgan Stanley, dated 4/30/04, due 5/03/04, total to be received \$24,898,158 (secured by various U.S. Treasury and Federal Agency obligations in a jointly traded account)	24,896	24,896,000
Total Repurchase Agreements, at Cost		\$26,896,000
Total Investments (Identified Cost, \$535,079,213)		\$557,592,684

Other Assets, Less Liabilities - 1.1%		5,993,531
Net Assets - 100.0%		\$563,586,215

- * Non-income producing security.
- ## SEC Rule 144A restriction.
- ^^ Interest only security.
- # Restricted security.
- ** Non-income producing security - in default.

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

ARS = Argentine Peso	JPY = Japanese Yen
AUD = Australian Dollar	KRW = Korean Won
BRL = Brazilian Real	MXN = Mexican Peso
CAD = Canadian Dollar	NZD = New Zealand Dollar
CLP = Chilean Peso	PLN = Polish Zloty
CNY = Chinese Yuan Renminbi	RUB = Russian Ruble
COP = Colombian Peso	SEK = Swedish Krona
CZK = Czech Koruna	SGD = Singapore Dollar
DKK = Danish Krone	SKK = Slovakian Koruna
EUR = Euro	THB = Thailand Baht
GBP = British Pound	TRL = Turkish Lira
HUF = Hungarian Forint	TWD = Taiwan Dollar
IDR = Indonesian Rupiah	UYU = Uruguayan Peso
ILS = Israeli Sheqel	ZAR = South African Rand
INR = Indian Rupee	

SEE NOTES TO FINANCIAL STATEMENTS

FINANCIAL STATEMENTS STATEMENT OF ASSETS AND LIABILITIES (unaudited)

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

AT 4/30/04

ASSETS

Investments, at value (identified cost, \$535,079,213)	\$557,592,684	
Cash	40,497	
Receivable for forward foreign exchange contracts	2,042,904	
Receivable for forward foreign exchange contracts subject to master netting agreements	83,666	
Receivable for investments sold	1,297,585	
Interest receivable	10,335,857	
Other assets	80,203	
Total assets		\$571,473,3

LIABILITIES

Payable to dividend disbursing agent	\$211,990	
Payable for forward foreign currency exchange contracts	304,322	

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Payable for daily variation margin on open futures contracts	95,156	
Payable for investments purchased	6,140,773	
Payable for treasury shares reacquired	504,703	
Payable to affiliates		
Management fee	10,992	
Transfer and dividend disbursing agent costs	15,536	
Accrued expenses and other liabilities	603,709	
Total liabilities		\$7,887,1
Net assets		\$563,586,2

Statement of Assets and Liabilities (unaudited) - continued

NET ASSETS CONSIST OF

Paid-in capital	\$630,661,391	
Unrealized appreciation on investments and translation of assets and liabilities in foreign currencies	25,083,777	
Accumulated net realized loss on investments and foreign currency transactions	(83,139,144)	
Accumulated distributions in excess of net investment income	(9,019,809)	
Net assets		\$563,586,2
Shares of beneficial interest outstanding (89,411,254 issued, less 6,388,302 treasury shares)		83,022,9
Net asset value per share (net assets of \$563,586,215 / 83,022,952 shares of beneficial interest outstanding)		\$6.

SEE NOTES TO FINANCIAL STATEMENTS

FINANCIAL STATEMENTS STATEMENT OF OPERATIONS (unaudited)

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

FOR THE SIX MONTHS ENDED 4/30/04

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NET INVESTMENT INCOME (LOSS)

Income		
Interest	\$18,386,377	
Dividends	6,369	
Total investment income		\$18,392,746
Expenses		
Management fee	\$2,000,181	
Trustees' compensation	41,559	
Transfer and dividend disbursing agent costs	98,442	
Administrative fee	30,485	
Investor communication expense	210,917	
Custodian fee	165,884	
Printing	29,707	
Postage	19,510	
Auditing fees	22,650	
Legal fees	1,434	
Miscellaneous	84,915	
Total expenses		\$2,705,688
Fees paid indirectly	(6,131)	
Net expenses		\$2,699,557
Net investment income		\$15,693,189

Statement of Operations (unaudited) - continued

REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS

Realized gain (loss) (identified cost basis)

Investment transactions	\$12,923,552
Written option transactions	17,020
Futures contracts	(1,059,023)
Foreign currency transactions	(4,459,788)

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Net realized gain on investments and foreign currency transactions		\$7,421,761
Change in unrealized appreciation (depreciation)		
Investments	\$(7,022,523)	
Written options	(16,072)	
Futures contracts	756,332	
Translation of assets and liabilities in foreign currencies	1,411,147	
Net unrealized loss on investments and foreign currency translation		\$(4,871,116)
Net realized and unrealized gain on investments and foreign currency		\$2,550,641
Increase in net assets from operations		\$18,243,838

SEE NOTES TO FINANCIAL STATEMENTS

FINANCIAL STATEMENTS STATEMENT OF CHANGES IN NET ASSETS

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

	SIX MONTHS ENDED 4/30/04 (UNAUDITED)	YEAR ENDED 10/31/03
INCREASE IN NET ASSETS		
FROM OPERATIONS		
Net investment income	\$15,693,193	\$31,821,641
Net realized gain on investments and foreign currency transactions	7,421,761	8,088,573
Net unrealized gain (loss) on investments and foreign currency translation	(4,871,116)	30,421,194
Increase in net assets from operations	\$18,243,838	\$70,331,408
DISTRIBUTIONS DECLARED TO SHAREHOLDERS		
From net investment income	\$(16,296,844)	\$(33,246,025)

TRUST SHARE (PRINCIPAL) TRANSACTIONS

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Cost of shares reacquired	(2,121,124)	(2,269,553)

Total increase (decrease) in net assets	\$ (174,130)	\$34,815,830

NET ASSETS

At beginning of period	563,760,345	528,944,515

At end of period (including accumulated distributions in excess of net investment income of \$9,019,809 and \$8,416,158, respectively)	\$563,586,215	\$563,760,345

SEE NOTES TO FINANCIAL STATEMENTS

FINANCIAL STATEMENTS

FINANCIAL HIGHLIGHTS

The financial highlights table is intended to help you understand the trust's financial performance over the past 5 fiscal years. Certain information reflects financial results for a single trust share. The percentages represent the rate by which an investor would have earned (or lost) on an investment in the trust (including distributions) held for the entire period.

	PERIOD ENDED 4/30/04 (UNAUDITED)	2003	2002	YEAR ENDED 10/ 2001
Net asset value, beginning of period	\$6.76	\$6.32	\$6.60	\$6.69

INCOME FROM INVESTMENT OPERATIONS#(S)				
Net investment income	\$0.19	\$0.38	\$0.41	\$0.51

Net realized and unrealized gain (loss) on investments and foreign currency	0.04	0.46	(0.26)	(0.06)

Total from investment operations	\$0.23	\$0.84	\$0.15	\$0.45

LESS DISTRIBUTIONS DECLARED TO SHAREHOLDERS				
From net investment income	\$ (0.20)	\$ (0.40)	\$ (0.43)	\$ (0.49)

From paid-in capital	--	--	--	(0.05)

Total distributions declared to shareholders	\$ (0.20)	\$ (0.40)	\$ (0.43)	\$ (0.54)

Net increase from repurchase of capital shares	\$0.00+	\$0.00+	\$0.00+	\$0.00+

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Net asset value, end of period	\$6.79	\$6.76	\$6.32	\$6.60
Per share market value, end of period	\$5.95	\$6.41	\$5.69	\$6.06
Total return at market value (%)	(4.28)+++	20.11	0.72*	9.83

Financial Highlights - continued

	PERIOD ENDED 4/30/04 (UNAUDITED)	YEAR ENDED 10/		
		2003	2002	2001
RATIOS (%) TO AVERAGE NET ASSETS AND SUPPLEMENTAL DATA:				
Total expenses##	0.95++	0.94	0.96	1.06
Net investment income(S)	5.51++	5.76	6.49	7.65
Portfolio turnover	27	126	152	103
Net assets at end of period (000 Omitted)	\$563,586	\$563,760	\$528,945	\$554,767

Per share data are based on average shares outstanding.

Ratios do not reflect reductions from fees paid indirectly.

+ Per share data is less than \$0.01.

++ Annualized.

+++ Not annualized.

(S) As required, effective November 1, 2001, the trust has adopted the provisions of the AICPA Au Investment Companies and began amortizing premium accreting market discount on debt securities the year ended October 31, 2002 was to decrease net investment income per share and increase gains and losses per share. The impact of this change calculates to less than \$0.01 per share investment income to average net assets decreased by 0.01%. Per share, ratios, and supplement October 30, 2002 have not been restated to reflect this change in presentation.

* As revised, to reflect transactions conducted prior to close, not included in closing activity 2002. Such amount was previously reported as 0.90%.

SEE NOTES TO FINANCIAL STATEMENTS

NOTES TO FINANCIAL STATEMENTS (unaudited)

(1) BUSINESS AND ORGANIZATION

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

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(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 - The trust uses independent pricing services approved by the Board of Trustees wherever possible to value its portfolio securities. Portfolio securities are valued at current market quotations where current market quotations are readily available, or the trust may fair value portfolio securities under the direction of the Board of Trustees when a determination is made that current market quotations are not readily available. Bonds and other fixed income securities (other than short-term obligations) in the trust's portfolio are valued at an evaluated bid price as reported by an independent pricing service, or to the extent a valuation is not reported by a pricing service, such securities are valued on the basis of quotes from brokers and dealers. 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. Bonds and other fixed income securities for which it is determined that current market quotations are not readily available will be fair valued under the direction of the Board of Trustees. Equity securities in the trust's portfolio for which market quotations are available are valued at the last sale or official closing price as reported by an independent pricing service 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. Equity securities traded over the counter are valued at the last sales price traded each day as reported by an independent pricing service, or to the extent there are no sales reported, such securities are valued on the basis of quotations obtained from brokers and dealers. Equity securities for which it is determined that current market quotations are not readily available will be fair valued under the direction of the Board of Trustees. The trust may also fair value foreign equity securities in cases where closing market quotations are not readily available or are deemed not reflective of readily available market quotations. For example, significant events (such as movement in the U.S. securities market, or other regional and local developments) may occur between the time that foreign markets close (where the security is principally traded) and the time that the trust calculates its net asset value (generally, the close of the NYSE) that may impact the value of securities traded in these foreign markets. In these cases, the trust may utilize information from an external vendor or other sources to adjust closing market prices of foreign equity securities to reflect what it believes to be the fair value of the securities as of the trust's valuation time. Because the frequency of significant events is not predictable, fair valuation of foreign equity securities may occur on a frequent basis. Foreign currency options are valued by MFS using an external pricing model approved by the Board of Trustees that uses market data from an independent pricing source. Futures contracts are valued at the settlement price as reported by an independent pricing service on the primary exchange on which they are traded. Forward foreign currency contracts are valued using spot rates and forward points as reported by an independent pricing source. Short-term obligations with a remaining maturity in

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excess of 60 days will be valued upon dealer-supplied valuations. All other short-term obligations in the trust's portfolio are valued at amortized cost, which constitutes market value as determined by the Board of Trustees. 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.

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

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

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 \$75,203 of Deferred Trustees' Compensation.

WRITTEN OPTIONS - The trust may write call or put options in exchange for a premium. The premium is initially recorded as a liability, which is subsequently adjusted to the current value of the option contract. When a written option expires, the trust realizes a gain equal to the amount of the premium received. When a written call option is exercised or closed, the premium received is offset against the proceeds to determine the realized gain or loss. When a written put option is exercised, the premium reduces the cost basis of the security purchased by the trust. The trust, as writer of an option, may have no control over whether the underlying securities may be sold (call) or purchased (put) and, as a result, bears the market risk of an unfavorable change in the price of the securities underlying the written option. In general, written call options may serve as a partial hedge against decreases in value in the underlying securities to the extent of the premium received. Written options may also be used as part of an income producing strategy reflecting the view of the trust's management on the direction of interest rates.

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

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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 equity 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.

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 fund'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 premium and discount is amortized or accreted for financial statement purposes in accordance with accounting principles generally accepted in the United States of America. 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. 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.

FEES PAID INDIRECTLY - The trust's custody fee is reduced according to an arrangement that measures the value of cash deposited with the custodian by the trust. This amount, for the six months ended April 30, 2004, 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.

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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, defaulted bonds, capital losses, and amortization and accretion on debt securities.

The tax character of distributions declared for the years ended October 31, 2003 and October 31, 2002 was as follows:

	10/31/03	10/31/02
Distributions declared from:		
Ordinary income	\$33,246,025	\$35,951,308

As of October 31, 2003, the components of distributable earnings (accumulated losses) on a tax basis were as follows:

Undistributed ordinary income	\$249,409
Capital loss carryforward	(86,321,808)
Unrealized appreciation	25,352,988
Other temporary differences	(8,302,759)

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 as follows:

EXPIRATION DATE	
October 31, 2007	\$(6,254,941)
October 31, 2008	(19,415,923)
October 31, 2009	(22,359,865)
October 31, 2010	(38,291,079)
Total	\$(86,321,808)

(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 0.34% of the trust's average daily net assets and 5.40% of investment income.

Management fees incurred for the six months ended April 30, 2004 were 0.70% of average daily net assets on an annualized basis.

The trust pays compensation to its Independent Trustees in the form of a retainer, attendance fees, and additional compensation to Board and Committee chairpersons, and pays no compensation directly to its Trustees who are

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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 retired Independent Trustees and an unfunded retirement benefit deferral plan for certain current Independent Trustees. Included in Trustees' compensation is \$4,132 as a result of the change in the trust's unfunded retirement benefit deferral plan for certain current Independent Trustees and a pension expense of \$6,628 for retired Independent Trustees for the six months ended April 30, 2004.

ADMINISTRATOR - MFS provides certain financial, legal, shareholder communications, compliance, and other administrative services to certain funds for which MFS acts as investment adviser. Under an administrative services agreement between the funds and MFS, MFS is entitled to partial reimbursement of the costs MFS incurs to provide these services, subject to review and approval by the Board of Trustees. Each fund is allocated a portion of these administrative costs based on its size and relative average net assets. Prior to April 1, 2004, the trust paid MFS an administrative fee up to the following annual percentage rates of the trust's average daily net assets:

First \$2 billion	0.0175%
-----	-----
Next \$2.5 billion	0.0130%
-----	-----
Next \$2.5 billion	0.0005%
-----	-----
In excess of \$7 billion	0.0000%
-----	-----

Effective April 1, 2004, the trust paid MFS an administrative fee up to the following annual percentage rates of the trust's average daily net assets:

First \$2 billion	0.01120%
-----	-----
Next \$2.5 billion	0.00832%
-----	-----
Next \$2.5 billion	0.00032%
-----	-----
In excess of \$7 billion	0.00000%
-----	-----

For the six months ended April 30, 2004, the trust paid MFS \$30,485, equivalent to 0.0107% of average daily net assets, to partially reimburse MFS for the costs of providing administrative services.

TRANSFER AGENT - Included in transfer agent and dividend disbursing costs is a 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 \$81,997 for the six months ended April 30, 2004. Also included in transfer agent and dividend disbursing costs are out-of-pocket expenses, paid to MFSC, which amounted to 3,343 for the six months ended April 30, 2004, as well as other expenses paid to unaffiliated vendors.

(4) PORTFOLIO SECURITIES

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

PURCHASES

SALES

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U.S. government securities	\$20,409,352	\$28,314,175
<hr style="border-top: 1px dashed black;"/>		
Investments (non-U.S. government securities)	\$125,299,557	\$139,781,537
<hr style="border-top: 1px dashed black;"/>		

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	\$535,979,163
<hr style="border-top: 1px dashed black;"/>	
Gross unrealized appreciation	\$30,310,735
<hr style="border-top: 1px dashed black;"/>	
Gross unrealized depreciation	(8,697,214)
<hr style="border-top: 1px dashed black;"/>	
Net unrealized appreciation	\$21,613,521
<hr style="border-top: 1px dashed black;"/>	

(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 347,600 shares of beneficial interest during the six months ended April 30, 2004 at an average price per share of \$6.10 and a weighted average discount of 10.63% per share. The trust repurchased and retired 381,600 shares of beneficial interest during the year ended October 31, 2003, at an average price per share of \$5.95 and a weighted average discount of 8.90% per share.

Transactions in trust shares were as follows:

	Six Months ended 4/30/04		Year ended 10/31/03	
	SHARES	AMOUNT	SHARES	AMOUNT
Treasury shares reacquired	(347,600)	\$(2,121,124)	(381,600)	\$(2,269,553)
<hr style="border-top: 1px dashed black;"/>				
Net decrease	(347,600)	\$(2,121,124)	(381,600)	\$(2,269,553)
<hr style="border-top: 1px dashed black;"/>				

(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 plus 0.50%. In addition, a commitment fee, based on the average daily unused portion of the line of credit, is allocated among the participating funds at the end of each calendar quarter. The commitment fee allocated to the trust for the six months ended April 30, 2004 was \$940 and is included in miscellaneous expense. The trust had no significant borrowings during the six months ended April 30, 2004.

(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, 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

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potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered.

Written Option Transactions

	NUMBER OF CONTRACTS	PREMIUMS RECEIVED
Outstanding, beginning of period	2	\$17,020

Options expired	(2)	(17,020)

Outstanding, end of period	--	\$--

Forward Foreign Currency Exchange Contracts

SALES

		CONTRACTS TO DELIVER/ RECEIVE	IN EXCHANGE FOR	CONTRACTS AT VALUE	NET UNREALIZED APPRECIATION (DEPRECIATION)
SETTLEMENT DATE					

6/16/04	AUD	1,660,000	\$1,199,558	\$1,190,455	\$9,100
5/03/04-5/24/04	BRL	367,650	125,393	124,962	431
5/05/04	CLP	168,915,000	274,804	270,710	4,094
5/17/04-6/16/04	DKK	20,792,857	3,383,440	3,343,645	39,795
6/16/04	EUR	76,046,413	92,733,021	90,958,967	1,774,054
5/17/04	GBP	2,290,277	4,052,965	4,056,948	(3,983)
5/04/04	IDR	860,000,000	99,537	97,867	1,670
5/07/04-5/14/04	KRW	297,083,500	255,051	252,937	2,114
5/06/04	MXN	10,450,011	917,847	915,716	2,131
6/15/04	NZD	4,775,329	3,140,987	2,963,999	176,988
5/04/04	PLN	232,488	57,977	57,960	17
6/16/04	SEK	10,047,181	1,326,747	1,313,743	13,004
5/21/04	THB	7,946,000	200,000	198,500	1,500
5/14/04	TRL	286,857,000,000	200,000	200,453	(453)
5/05/04	ZAR	2,570,160	378,891	370,501	8,390
			-----	-----	-----
			\$108,346,218	\$106,317,363	\$2,028,852
			=====	=====	=====

PURCHASES

5/20/04-5/27/04	ARS	501,015	\$176,688	\$176,096	\$ (592)
6/16/04	AUD	1,456,300	1,106,788	1,044,373	(62,415)
5/03/04-5/24/04	BRL	583,750	198,323	198,408	85
5/05/04	CLP	168,915,000	280,000	270,710	(9,290)
7/12/04	CNY	1,830,988	224,763	221,943	(2,820)
5/17/04	COP	407,550,000	154,991	153,309	(1,682)
5/26/04	CZK	9,383,850	345,617	344,925	(692)
6/16/04	EUR	3,025,021	3,669,727	3,618,222	(51,505)
5/17/04	GBP	2,149,818	3,856,158	3,808,142	(48,016)
5/28/04	HUF	65,915,300	310,000	312,214	2,214
5/04/04-5/28/04	IDR	1,720,000,000	199,193	195,373	(3,820)
5/28/04	ILS	916,320	200,000	199,567	(433)
5/27/04	INR	4,398,000	100,000	99,019	(981)
6/15/04	JPY	304,223,342	2,753,152	2,760,469	7,317

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5/07/04-5/14/04	KRW	1,971,814,750	1,716,832	1,679,336	(37,496)
5/06/04-6/04/04	MXN	16,954,342	1,494,959	1,483,074	(11,885)
5/04/04-6/04/04	PLN	2,414,823	606,886	600,671	(6,215)
5/26/04	RUB	2,901,000	100,000	99,674	(326)
6/16/04	SEK	4,340,164	573,019	567,509	(5,510)
5/17/04	SGD	896,225	536,668	526,857	(9,811)
5/17/04	SKK	6,564,369	195,984	194,055	(1,929)
5/21/04	THB	12,015,000	305,492	300,147	(5,345)
5/14/04	TRL	791,948,540,000	570,320	553,407	(16,913)
5/21/04	TWD	3,316,000	100,944	99,885	(1,059)
5/05/04-6/04/04	ZAR	3,618,195	541,800	520,649	(21,151)
			-----	-----	-----
			\$20,318,304	\$20,028,034	\$(290,270)
			=====	=====	=====

At April 30, 2004, forward foreign currency purchases and sales under master netting agreements excluded above amounted to a net receivable of \$83,666 with Merrill Lynch International.

At April 30, 2004, the trust had sufficient cash and/or securities to cover any commitments under these contracts.

Futures Contracts

DESCRIPTION	EXPIRATION	CONTRACTS	POSITION	UNREALIZED APPRECIATION
U.S. Treasury Notes				
10 Year Futures	June 2004	290	Short	\$758,703

At April 30, 2004, the trust had sufficient cash and/or securities to cover any margin requirements under these contracts.

(8) RESTRICTED SECURITIES

The trust may invest not more than 10% of its total assets in securities which are subject to legal or contractual restrictions on resale. At April 30, 2004 the trust owned the following restricted securities, excluding securities issued under Rule 144A, constituting 0.2% 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	SHARES	COST	VALUE
Kazkommerts International B.V.	4/13/03	128,000	\$139,853	\$136,980
Republic of Guatemala	1/05/04	42,000	50,121	48,300
State of Qatar	10/08/03	735,000	1,004,195	995,925
				\$1,181,205

(9) LEGAL PROCEEDINGS

On March 31, 2004, MFS settled an administrative proceeding with the Securities and Exchange Commission ("SEC") regarding disclosure of brokerage allocation practices in connection with fund sales. Under the terms of the settlement, in

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which MFS neither admitted nor denied any wrongdoing, MFS agreed to pay (one dollar) \$1.00 in disgorgement and \$50 million in penalty to certain MFS funds, pursuant to a plan administered by an independent distribution consultant. The agreement with the SEC is reflected in an order of the SEC. The settlement order states that MFS failed to adequately disclose to the Boards and Trustees and to shareholders of the MFS funds the specifics of its preferred arrangements with certain brokerage firms selling MFS fund shares. The settlement order states that MFS had in place policies designed to obtain best execution of all fund trades. As part of the settlement, MFS has retained an independent compliance consultant to review the completeness of its disclosure to fund trustees and to fund shareholders of strategic alliances between MFS or its affiliates and broker-dealers and other financial advisers who support the sale of fund shares. The brokerage allocation practices which were the subject of this proceeding were discontinued by MFS in November 2003.

In addition, in February, 2004, MFS reached agreement with the SEC, the New York Attorney General ("NYAG") and the Bureau of Securities Regulation of the State of New Hampshire ("NH") to settle administrative proceedings alleging false and misleading information in certain MFS fund prospectuses regarding market timing and related matters (the "February Settlements"). These regulators alleged that prospectus language for certain MFS funds was false and misleading because, although the prospectuses for those funds in the regulators' view indicated that the funds prohibited market timing, MFS did not limit trading activity in 11 domestic large cap stock, high grade bond and money market funds. MFS' former Chief Executive Officer, John W. Ballen, and former President, Kevin R. Parke, also reached agreement with the SEC in which they agreed to, among other terms, monetary fines and temporary suspensions from association with any investment adviser or registered investment company. Messrs. Ballen and Parke have resigned their positions with, and will not be returning to, MFS and the MFS funds. Under the terms of the February Settlements, MFS and the executives neither admit nor deny wrongdoing.

Under the terms of the February Settlements, a \$225 million pool has been established for distribution to shareholders in certain of the MFS funds offered to retail investors ("Retail Funds"), which has been funded by MFS and of which \$50 million is characterized as a penalty. This pool will be distributed in accordance with a methodology developed by an independent distribution consultant in consultation with MFS and the Board of Trustees of the Retail Funds, and acceptable to the SEC. MFS has further agreed with NYAG to reduce its management fees in the aggregate amount of approximately \$25 million annually over the next five years, and not to increase certain management fees during this period. MFS has also paid an administrative fine to NH in the amount of \$1 million, which will be used for investor education purposes (NH retained \$250,000 and \$750,000 was contributed to the North American Securities Administrators Association's Investor Protection Trust). In addition, under the terms of the February Settlements, MFS is in the process of adopting certain governance changes and reviewing its policies and procedures.

Since December 2003, MFS, Sun Life Financial Inc., various MFS funds, the Trustees of these MFS funds, and certain officers of MFS have been named as defendants in multiple lawsuits filed in federal and state courts. The lawsuits variously have been commenced as class actions or individual actions on behalf of investors who purchased, held or redeemed shares of the funds during specified periods, as class actions on behalf of participants in certain retirement plan accounts, or as derivative actions on behalf of the MFS funds. The lawsuits generally allege that some or all of the defendants (i) permitted or acquiesced in market timing and/or late trading in some of the MFS funds, inadequately disclosed MFS' internal policies concerning market timing and such matters, and received excessive compensation as fiduciaries to the MFS funds, or (ii) permitted or acquiesced in the improper use of fund assets by MFS to support the distribution of fund shares and inadequately disclosed MFS' use of fund assets in this manner. The actions assert that some or all of the

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defendants violated the federal securities laws, including the Securities Act of 1933 and the Securities Exchange Act of 1934, the Investment Company Act of 1940 and the Investment Advisers Act of 1940, the Employee Retirement Income Security Act of 1974, as well as fiduciary duties and other violations of common law. The lawsuits seek unspecified compensatory damages. Insofar as any of the actions is appropriately brought derivatively on behalf of any of the MFS funds, any recovery will inure to the benefit of the funds. The defendants are reviewing the allegations of the multiple complaints and will respond appropriately. Additional lawsuits based on similar allegations may be filed in the future.

Any potential resolution of these matters may include, but not be limited to, judgments or settlements for damages against MFS, the MFS funds, or any other named defendant. As noted above, as part of the regulatory settlements, MFS has established a restitution pool in the amount of \$225 million to compensate certain shareholders of the Retail Funds for damages that they allegedly sustained as a result of market timing or late trading in certain of the funds, and will pay \$50 million to compensate certain MFS funds based upon the amount of brokerage commissions allocated in recognition of fund sales. It is not clear whether these amounts will be sufficient to compensate shareholders for all of the damage they allegedly sustained, whether certain shareholders or putative class members may have additional claims to compensation, or whether the damages that may be awarded in any of the actions will exceed these amounts. In the event the MFS funds incur any losses, costs or expenses in connection with such lawsuits, the Boards of Trustees of the affected funds may pursue claims on behalf of such funds against any party that may have liability to the funds in respect thereof.

While these developments primarily relate to MFS' open-end funds, there can be no assurance that these developments, or the adverse publicity associated with these developments, will not result in an increase to the market discount of the Trust's shares or other adverse consequences.

 TRUSTEES AND OFFICERS -- IDENTIFICATION AND BACKGROUND

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

NAME, DATE OF BIRTH -----	POSITION(S) HELD WITH FUND -----	TRUSTEE/OFFICER SINCE(1) -----	PRINCIPAL OCC DIRECTORSH THE PAST
INTERESTED TRUSTEES			
John W. Ballen(3) (born 09/12/59)	Trustee and President	August 2001 until February 2004	Massachusetts Fin Company, Chief Ex Director (until F
Robert J. Manning(3) (born 10/20/63)	Trustee and President	February 2004	Massachusetts Fin Company, Chief Ex President, Chief and Director
Kevin R. Parke(3) (born 12/14/59)	Trustee	January 2002 until February 2004	Massachusetts Fin Company, Presiden

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			Officer and Director (February 2004)
Robert C. Pozen (3) (born 08/08/46)	Trustee	February 2004	Massachusetts Financial Services Company, Chairman (January 2004); Harvard Law School, John Olin Visiting Professor (July 2002); Secretary of State Affairs, The Commonwealth of Massachusetts (January 2002 to December 2002); Fidelity Investments, Vice Chairman (July 2001 to January 2001); Fidelity Management & Research Company (investments), President (March 2000 to January 2000); The Bank of New York (financial services), Director; Eastern Enterprises (telecommunications), Director; Telesat Canada (communications),
Jeffrey L. Shames (3) (born 06/02/55)	Trustee	October 1993 until February 2004	Massachusetts Financial Services Company, Chairman (February 2004)
INDEPENDENT TRUSTEES			
J. Atwood Ives (born 05/01/36)	Chairman	February 1992	Private investor; (energy related services company); Eastern Enterprises (services company) and Chief Executive Officer (November 2000)
Lawrence H. Cohn, M.D. (born 03/11/37)	Trustee	August 1993	Brigham and Women's Hospital, Cardiac Surgery; Harvard Medical School, Professor
David H. Gunning (born 05/30/42)	Trustee	January 2004	Cleveland-Cliffs, products and services, Chairman/Director (Encinitos Venture Partners company), Principal (2001); Lincoln Electric (welding equipment), Director; Southwestern Energy (natural gas distribution), Director
William R. Gutow (born 09/27/41)	Trustee	December 1993	Private investor and consultant; Capital Management Company, Vice Chairman
Amy B. Lane (born 02/08/53)	Trustee	January 2004	Retired; Merrill Lynch, Managing Director (1997 to February 2004); Group, Inc. (book publishing), Director; Federal Reserve Bank Trust (real estate), Trustee
Lawrence T. Perera	Trustee	July 1981	Hemenway & Barnes

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(born 06/23/35)

William J. Poorvu
(born 04/10/35)

Trustee

August 1982

Private investor;
Graduate School of
Administration, C
Professor in Entr
Emeritus; CBL & A
Inc. (real estate
Director

J. Dale Sherratt
(born 09/23/38)

Trustee

August 1993

Insight Resources
planning speciali
Wellfleet Investm
health care compa
General Partner (
Cambridge Nutrace
nutritional produ
Officer (until Ma

Elaine R. Smith
(born 04/25/46)

Trustee

February 1992

Independent health
consultant

Ward Smith
(born 09/13/30)

Trustee

October 1992

Private investor

OFFICERS

Robert J. Manning(3)
(born 10/20/63)

President and Trustee

February 2004

Massachusetts Fin
Company, Chief Ex
President, Chief
and Director.

John W. Ballen(3)
(born 09/12/59)

President and Trustee

August 2001 until
February 2004

Massachusetts Fin
Company, Chief Ex
Director (until F

James R. Bordewick, Jr.(3)
(born 03/06/59)

Assistant Secretary
and Assistant Clerk

September 1990

Massachusetts Fin
Company, Senior V
Associate General

Stephen E. Cavan(3)
(born 11/06/53)

Secretary and Clerk

December 1989
until March 2004

Massachusetts Fin
Company, Senior V
General Counsel a
March 2004)

Stephanie A. DeSisto(3)
(born 10/01/53)

Assistant Treasurer

May 2003

Massachusetts Fin
Company, Vice Pre
2003); Brown Brot
Senior Vice Presi
to April 2003); I
Investment Manage
President (prior

Robert R. Flaherty(3)
(born 09/18/63)

Assistant Treasurer

August 2000

Massachusetts Fin
Company, Vice Pre
2000); UAM Fund S
President (prior

Richard M. Hisey(3)
(born 08/29/58)

Treasurer

August 2002

Massachusetts Fin
Company, Senior V
July 2002); The B
Senior Vice Presi
to July 2002); Le

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Managers, Inc., E
President and Chi
(prior to Septemb
Funds, Chief Fina
to September 2000

Ellen Moynihan(3)
(born 11/13/57)

Assistant Treasurer April 1997

Massachusetts Fin
Company, Vice Pre

James O. Yost(3)
(born 06/12/60)

Assistant Treasurer September 1990

Massachusetts Fin
Company, Senior V

- (1) Date first appointed to serve as Trustee/Officer of an MFS fund. Each Trustee has served cont appointment unless indicated otherwise.
- (2) Directorships or trusteeships of companies required to report to the Securities and Exchange "public companies").
- (3) "Interested person" of MFS within the meaning of the Investment Company Act of 1940 (referred which is the principal federal law governing investment companies like the series/the fund. T 500 Boylston Street, Boston, Massachusetts 02116.

The Trust holds annual shareholder meetings for the purpose of electing Trustees, and Trustees ar terms. The Board of Trustees is currently divided into three classes, each having a term of three the term of one class expires. Each Trustee's term of office expires on the date of the third ann following the election to office of the Trustee's class. Each Trustee will serve until next elect earlier death, resignation, retirement or removal.

Each of the Trust's Trustees and officers holds comparable positions with certain other funds of subsidiary is the investment adviser or distributor, and, in the case of the officers, with certa MFS. Each Trustee serves as a board member of 109 funds within the MFS Family of Funds.

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

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

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

JP Morgan Chase Bank
One Chase Manhattan Plaza
New York, NY 10081

PORTFOLIO MANAGER
Peter C. Vaream

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

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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 or by visiting the SEC's website at <http://www.sec.gov>.

NUMBER OF SHAREHOLDERS

As of April 30, 2004, our records indicate that there are 8,913 registered shareholders and approximately 42,843 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

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

MMT-SEM-6/04 85M

ITEM 2. CODE OF ETHICS.

Applicable for semi-annual reports if the registrant has amended the code of ethics during the period covered by the report or has granted a waiver, including an implicit waiver, from a provision of the code of ethics.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Not Applicable for semi-annual reports.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Not Applicable for semi-annual reports.

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

Not Applicable for semi-annual reports.

ITEM 6. SCHEDULE OF INVESTMENTS

Not applicable at this time. [Applicable for periods ending on or after July 9, 2004 (beginning with Form N-CSRs filed at the end of September, 2004 for July 31, 2004 reporting period.)]

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

Not Applicable for semi-annual reports.

ITEM 8. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT

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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.

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) **[**An amendment to the code of ethics, that is the subject of the disclosure required by Item 2, to the extent that the registrant intends to satisfy the Item 2 requirements through filing of an exhibit: The amendment is attached hereto.**][**APPLICABLE IF THE REGISTRANT HAS AMENDED ITS CODE OF ETHICS DURING THE PERIOD COVERED BY REPORT**]**
 - (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.

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SIGNATURES

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

(Registrant) MFS MULTIMARKET INCOME TRUST

By (Signature and Title)* ROBERT J. MANNING

Robert J. Manning, President

Date: June 23, 2004

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)* ROBERT J. MANNING

Robert J. Manning, President (Principal Executive Officer)

Date: June 23, 2004

By (Signature and Title)* RICHARD M. HISEY

Richard M. Hisey, Treasurer (Principal Financial Officer and Accounting Officer)

Date: June 23, 2004

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