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MFS INTERMEDIATE INCOME TRUST  
Form N-CSR  
January 09, 2006

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 811-5440

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MFS INTERMEDIATE INCOME TRUST

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

500 Boylston Street, Boston, Massachusetts 02116

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

Susan S. Newton  
Massachusetts Financial Services Company  
500 Boylston Street  
Boston, Massachusetts 02116

-----  
(Name and address of agents for service)

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

-----  
Date of fiscal year end: October 31

-----  
Date of reporting period: October 31, 2005

ITEM 1. REPORTS TO STOCKHOLDERS.

MFS(R) Mutual Funds 10/31/05

ANNUAL REPORT

MFS(R) INTERMEDIATE  
INCOME TRUST

A path for pursuing opportunity

[logo] M F S(SM)  
INVESTMENT MANAGEMENT(R)

[graphic omitted]

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-----  
NOT FDIC INSURED                      MAY LOSE VALUE                      NO BANK OR CREDIT UNION GUARANTEE                      NOT A DEPOSIT  
NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY OR NCUA/NCUSIF  
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MFS(R) INTERMEDIATE INCOME TRUST

10/31/05

The trust seeks to preserve capital and provide high current income.

New York Stock Exchange Symbol: MIN

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LETTER FROM THE CEO

[Photo of Robert J. Manning]

Dear Shareholders,

Most investors are familiar with the basic principles of investing - focus on the long term and keep your assets diversified across different investment

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categories. Still, it is surprising how often we forget these basic lessons. Certainly, the dot-com euphoria that overtook Wall Street in the late 1990s had many people hoping they could become millionaires overnight. But the market decline that started in the spring of 2000 taught everyone how misguided those hopes had been.

Now, less than five years after the market taught a harsh lesson in the follies of speculative investing, we are seeing a number of trends that suggest many investors, including professionals, are hoping for overnight miracles again. We see a steady stream of market "gurus" on television news shows, promising to teach amateur investors the strategies that will allow them to get rich quick. Hedge funds - which by their nature move in and out of investments rapidly - have soared in popularity over the past five years. We are reminded every day that we live in a "what have you done for me lately?" world, but this mindset should not influence how we invest and manage our money. In fact, investors often fall short of their goals because they trade in and out of investments too frequently and at inopportune times.

Throughout our entire 80-year history, MFS' money management process has focused on long-term investment opportunities. We firmly believe that one of the best ways to realize long-term financial goals - be it a college education, a comfortable retirement, or a secure family legacy - is to follow a three-pronged approach that focuses on longer time horizons. Allocate holdings across the major asset classes - including stocks, bonds, and cash. Diversify within each class to take advantage of different market segments and investing styles. And rebalance assets regularly to maintain a desired asset allocation.\*

This long-term approach requires diligence and patience, two traits that in our experience are essential to capitalizing on the many opportunities the financial markets can offer.

Respectfully,

/s/ Robert J. Manning

Robert J. Manning  
Chief Executive Officer and Chief Investment Officer  
MFS Investment Management (R)

December 15, 2005

\* Asset allocation, diversification, and rebalancing does not guarantee a profit or protect against a loss. The opinions expressed in this letter are those of MFS, and no forecasts can be guaranteed.

### PORTFOLIO COMPOSITION

#### PORTFOLIO STRUCTURE\*

Bonds	98.6%
Cash & Other Net Assets	1.4%

#### MARKET SECTORS\*

Non U.S. Government Bonds	36.7%
-----	-----
Mortgage-Backed Securities	22.4%
-----	-----
U.S. Government Agencies	19.0%
-----	-----

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U.S. Treasury Securities	15.4%
-----	-----
Emerging Market Bonds	3.5%
-----	-----
Cash & Other Net Assets	1.4%
-----	-----
Commercial Mortgage-Backed Securities	1.2%
-----	-----
Residential Mortgage-Backed Securities	0.3%
-----	-----
High Grade Corporates	0.1%
-----	-----

### CREDIT QUALITY OF BONDS\*\*

AAA	95.2%
-----	-----
AA	0.7%
-----	-----
A	1.5%
-----	-----
BBB	1.9%
-----	-----
BB	0.2%
-----	-----
Not Rated	0.5%
-----	-----

### PORTFOLIO FACTS

Average Duration*****	3.5
-----	-----
Average Life***	5.5 yrs.
-----	-----
Average Maturity***	8.4 yrs.
-----	-----
Average Credit Quality of Rated Securities****	AAA
-----	-----
Average Short Term Quality	A-1
-----	-----

### COUNTRY WEIGHTINGS\*

United States	60.1%
-----	-----
Germany	7.0%
-----	-----
Spain	4.6%
-----	-----
United Kingdom	4.2%
-----	-----
Netherlands	4.0%
-----	-----
Ireland	3.9%
-----	-----
Finland	3.4%
-----	-----
New Zealand	3.3%
-----	-----
France	3.3%
-----	-----

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Other Countries 6.2%

\* For purposes of this graphical presentation, the bond component includes both accrued interest amounts and the equivalent exposure from any derivative holdings, if applicable.

\*\* Each security is assigned a rating from Moody's Investors Service. If not rated by Moody's, the rating will be that assigned by Standard & Poor's. Likewise, if not assigned a rating by Standard & Poor's, it will be based on the rating assigned by Fitch, Inc. For those portfolios that hold a security which is not rated by any of the three agencies, the security is considered Not Rated. Holdings in U.S. Treasuries and government agency mortgage-backed securities, if any, are included in a "AAA"-rating category. Percentages are based on the total market value of investments as of 10/31/05.

\*\*\* The average maturity shown is calculated using the final stated maturity on the portfolio's holdings without taking into account any holdings which have been pre-refunded to an earlier date or which have a mandatory put date prior to the stated maturity. The average life shown takes into account these earlier dates.

\*\*\*\* The Average Credit Quality of Rated Securities is based upon a market weighted average of portfolio holdings that are rated by public rating agencies.

\*\*\*\*\* Duration is a measure of how much a bond fund's price is likely to fluctuate with general changes in interest rates, e.g., if rates rise 1.00%, a fund with a 5-year duration is likely to lose about 5.00% of its value.

Percentages are based on net assets as of 10/31/05, unless otherwise noted.

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

### MANAGEMENT REVIEW

#### SUMMARY OF RESULTS

For the twelve months ended October 31, 2005, shares of the MFS Intermediate Income Trust provided a total return of 1.61%, at net asset value. In comparison, the fund's benchmarks, the Citigroup World Government Bond Non-Dollar Hedged Index, returned 5.82% while the Citigroup Medium Term (1 - 10 Year) Treasury Government Sponsored Index, returned 0.24%.

#### DETRACTORS FROM PERFORMANCE

MFS Intermediate Income Trust, a closed-end fund, maintains a portfolio primarily consisting of short and intermediate-term U.S. government and foreign high-grade securities.

Relative to its benchmarks, the yield component of return detracted from performance. This was a result of our defensive posture; with interest rates rising domestically, we shortened the duration of bonds within the portfolio. Our currency positions in the yen and euro also detracted from relative results. European bonds did particularly well over the period. The trust's underexposure therefore hurt relative performance.

#### CONTRIBUTORS TO PERFORMANCE

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Our duration stance contributed to the trust's relative performance (duration is a measure of a portfolio's sensitivity to changes in interest rates). Believing that U.S. rates would continue to rise, we kept the fund's duration shorter than that of the benchmark. Our positioning in non-OECD (Organization for Economic Co-operation and Development) foreign and quasi-sovereign debt added incrementally to returns. Contributing countries included debt from Russia, Panama, Brazil, and Mexico.

Respectfully,

James J. Calmas  
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.

### PORTFOLIO MANAGER'S PROFILE

James J. Calmas is Senior Vice President of MFS Investment Management (R) (MFS(R)) and portfolio manager of the limited maturity portfolios of our mutual funds, variable annuities, and offshore investment products. He is a member of the MFS Fixed Income Strategy Group.

Jim joined MFS in 1988 and was named portfolio manager in 1998, and Senior Vice President in 2002. He is a graduate of Dartmouth College and holds an M.B.A. degree from the Amos Tuck School of Business Administration of Dartmouth College.

### PERFORMANCE SUMMARY THROUGH 10/31/05

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

### PRICE SUMMARY

-----  
Year ended 10/31/05  
-----

	Date	Price
Net asset value	10/31/2005	\$7.04
	10/31/2004	\$7.32
New York Stock Exchange price	10/31/2005	\$6.29
	2/11/2005 (high) *	\$6.61
	10/13/2005 (low) *	\$6.22
	10/31/2004	\$6.59

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\* For the period November 1, 2004, through October 31, 2005.

### TOTAL RETURN VS BENCHMARKS

-----  
Year ended 10/31/05  
-----

	1 Yr
New York Stock Exchange price**	0.85%
Net asset value**	1.61%
Citigroup World Government Bond Non-Dollar Hedged Index#	5.82%
Citigroup Medium Term (1-10 Years) Treasury Government Sponsored Index#	0.24%

-----  
\*\* Includes reinvestment of dividend and capital gain distributions.

# Source: Standard & Poor's Micropal, Inc.

### INDEX DEFINITIONS

Citigroup World Government Bond Non-Dollar Hedged Index - is a market capitalization weighted index that tracks the currency-hedged performance of the major government bond markets, excluding the United States. Country eligibility is determined based upon market capitalization and investability criteria.

Citigroup Medium-Term (1 to 10 Years) Treasury Government Sponsored Index - is a capitalization-weighted index of U.S. Treasury and U.S. Government agency securities with fixed-rate coupons and weighted average lives between one and ten years.

It is not possible to invest directly in an index.

### NOTES TO PERFORMANCE SUMMARY

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

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

The trust's monthly distributions may include a return of capital to shareholders. Distributions that are treated for federal income tax purposes as a return of capital will reduce each shareholder's basis in his or her shares and, to the extent the return of capital exceeds such basis, will be treated as gain to the shareholder from a sale of shares. Returns of shareholder capital have the effect of reducing the trust's assets and increasing the trust's expense ratio.

The trust's target annual distribution rate is calculated based on the trust's average daily net asset value, not a fixed share price, and the trust's dividend amount will fluctuate with changes in the trust's average daily net asset value.

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

### KEY RISK CONSIDERATIONS

The portfolio may invest in derivative securities, which may include futures and options. These types of instruments can increase price fluctuation. The portfolio invests in foreign and/or emerging markets securities, which are more susceptible to changes in interest rates, currency exchange rates, economic, and political conditions. The portfolio invests in government-guaranteed securities. These guarantees apply to the underlying securities only and not to the prices and yields of the portfolio. The portfolio can invest a relatively high percentage of its assets in one or more issuers, thereby making it more susceptible to any single economic, political or regulatory occurrence.

The portfolio's value will fluctuate in response to market conditions and issuer, regulatory, economic, or political developments. In general, fixed income securities will decline when interest rates rise and will increase when interest rates fall. Many fixed income securities also involve credit risk, which is the risk that issuers may fail to make timely principal or interest payments. In addition, fixed income securities with longer maturity dates will be subject to greater price fluctuations than those with shorter maturity periods. These risks will increase share price volatility.

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

### DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN

The trust offers a Dividend Reinvestment and Cash Purchase Plan that allows you to reinvest either all of the distributions paid by the trust or only the long-term capital gains. Purchases are made at the market price unless that price exceeds the net asset value (the shares are trading at a premium). If the shares are trading at a premium, purchases will be made at a discounted price 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



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shares, or a certificate for the full shares and a check for the fractional shares.

### PORTFOLIO OF INVESTMENTS - 10/31/05

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

#### Bonds - 96.7%

ISSUER	PAR AMOUNT	\$ VALUE
--------	------------	----------

#### Agency - Other - 0.1%

Small Business Administration, 7.64%, 2010	\$ 1,083,546	\$ 1,156,918
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#### Asset Backed & Securitized - 1.5%

Commercial Mortgage Acceptance Corp., 6.04%, 2030	\$ 6,000,000	\$ 6,151,708
Commercial Mortgage Acceptance Corp., FRN, 1.1457%, 2008^	81,521,889	2,657,002
Falcon Franchise Loan LLC, FRN, 3.3861%, 2023#^	14,562,214	1,737,425
Multi-Family Capital Access One, Inc., 6.65%, 2024	2,449,619	2,534,201
		\$ 13,080,336

#### Banks & Credit Companies - 0.1%

SG Capital Trust I, 7.875%, 2049	EUR 375,000	\$ 528,290
----------------------------------	-------------	------------

#### Emerging Market Quasi-Sovereign - 0.7%

Korea Development Bank, 4.75%, 2009	\$ 1,700,000	\$ 1,677,322
Petroleos Mexicanos, 9.375%, 2008	2,318,000	2,572,980
Petronas Capital Ltd., 7.875%, 2022	1,158,000	1,400,878
		\$ 5,651,180

#### Emerging Market Sovereign - 2.3%

Federal Republic of Brazil, 8%, 2018	\$ 183,000	\$ 189,039
Republic of Chile, FRN, 4.63%, 2008	2,321,000	2,331,444
Republic of Panama, 9.375%, 2029	1,486,000	1,816,635
Republic of South Africa, 9.125%, 2009	1,935,000	2,172,038
Russian Federation, 3%, 2008	3,277,000	3,084,968
State of Israel, 5.125%, 2014	5,000,000	4,878,015
State of Qatar, 9.75%, 2030	1,299,000	1,929,015
United Mexican States, 8.125%, 2019	2,205,000	2,637,180
United Mexican States, 8.3%, 2031	279,000	341,775
		\$ 19,380,109

#### International Market Quasi-Sovereign - 1.9%

KFW International Finance, Inc., 2.375%, 2006	\$ 4,120,000	\$ 4,031,441
KFW International Finance, Inc., 3.25%, 2007	4,200,000	4,105,710
Landesbank Baden-Wurttemberg, 5.125%, 2007	7,700,000	7,740,387

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\$ 15,877,538  
-----

International Market Sovereign - 34.2%

Canada Housing Trust, 4.65%, 2009	CAD 1,935,000	\$ 1,682,586
Federal Republic of Germany, 3.5%, 2008	EUR 11,016,000	13,470,856
Federal Republic of Germany, 3.75%, 2015	EUR 22,961,000	28,367,020
Government of Australia, 6.25%, 2015	AUD 5,989,000	4,725,730
Government of Canada, 5.25%, 2012	CAD 2,472,000	2,243,121
Government of New Zealand, 7%, 2009	NZD 3,964,000	2,851,986
Government of New Zealand, 6.5%, 2013	NZD 26,773,000	19,298,796
Government of New Zealand, 6%, 2015	NZD 8,665,000	6,073,083
Kingdom of Denmark, 6%, 2011	DKK 1,000	187
Kingdom of Netherlands, 5.75%, 2007	EUR 11,823,000	14,743,165
Kingdom of Netherlands, 3.75%, 2009	EUR 14,992,000	18,546,048
Kingdom of Norway, 6.5%, 2013	NOK 18,941,000	3,432,808
Kingdom of Spain, 6%, 2008	EUR 16,450,000	21,118,877
Kingdom of Spain, 5.35%, 2011	EUR 12,272,000	16,494,633
Republic of Austria, 5.5%, 2007	EUR 10,678,000	13,488,867
Republic of Finland, 3%, 2008	EUR 5,252,000	6,340,377
Republic of Finland, 5.375%, 2013	EUR 16,028,000	21,971,489
Republic of France, 4.75%, 2007	EUR 8,446,000	10,471,934
Republic of France, 4.75%, 2012	EUR 12,714,000	16,717,025
Republic of Ireland, 4.25%, 2007	EUR 14,225,000	17,568,967
Republic of Ireland, 4.6%, 2016	EUR 11,337,000	14,997,331
United Kingdom Treasury, 5.75%, 2009	GBP 7,827,000	14,575,795
United Kingdom Treasury, 8%, 2015	GBP 8,727,000	20,074,420
		----- \$289,255,101 -----

Mortgage Backed - 24.5%

Fannie Mae, 5.669%, 2006	\$ 6,627,051	\$ 6,626,001
Fannie Mae, 7.004%, 2007	3,421,039	3,510,715
Fannie Mae, 6.022%, 2010	6,800,000	7,113,174
Fannie Mae, 4.556%, 2011	9,049,769	8,885,155
Fannie Mae, 4.845%, 2013	2,127,020	2,093,727
Fannie Mae, 4.667%, 2014	4,737,019	4,620,044
Fannie Mae, 4.846%, 2014	4,235,255	4,174,987
Fannie Mae, 5.412%, 2014	2,074,594	2,138,771
Fannie Mae, 4.62%, 2015	989,772	957,834
Fannie Mae, 4.925%, 2015	2,207,315	2,183,923
Fannie Mae, 6%, 2016 - 2034	19,029,549	19,241,792
Fannie Mae, 5.5%, 2017 - 2035	28,348,750	28,207,551
Fannie Mae, 5%, 2018 - 2019	7,950,743	7,848,616
Fannie Mae, 4.5%, 2019	12,049,440	11,660,885
Fannie Mae, 6.5%, 2031	8,933,258	9,187,299
Freddie Mac, 4.125%, 2010	18,994,000	18,465,416
Freddie Mac, 5.5%, 2017 - 2020	17,544,800	17,660,844
Freddie Mac, 6%, 2017 - 2034	2,869,334	2,928,707
Freddie Mac, 5%, 2019 - 2024	36,383,432	36,086,518
Freddie Mac, 3%, 2021	4,700,000	4,590,104
Ginnie Mae, 8.5%, 2006 - 2009	1,372,460	1,420,123
Ginnie Mae, 6.5%, 2028	3,418,346	3,552,593
Ginnie Mae, 6%, 2033	3,891,124	3,960,059
		----- \$207,114,838 -----

Oil Services - 0%

Petroleum Export Peloil, 5.265%, 2011#	\$ 309,000	\$ 307,429
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-----  
Supranational - 0.3%

-----  
Central American Bank, 4.875%, 2012# \$ 3,000,000 \$ 2,883,042  
-----

U.S. Government Agencies - 16.4%

-----  
Aid-Egypt, 4.45%, 2015 \$ 3,963,000 \$ 3,833,608  
Fannie Mae, 4.75%, 2007 4,000,000 4,004,540  
Fannie Mae, 6.625%, 2007 5,000,000 5,181,815  
Fannie Mae, 3.375%, 2008 17,000,000 16,376,236  
Fannie Mae, 6%, 2008 10,000,000 10,316,950  
Fannie Mae, 4.25%, 2009 5,000,000 4,930,535  
Federal Home Loan Bank, 2.25%, 2006 10,415,000 10,295,915  
Freddie Mac, 4.25%, 2009 7,000,000 6,881,931  
Freddie Mac, 6.875%, 2010 6,337,000 6,906,823  
Freddie Mac, 5.125%, 2012 27,600,000 28,010,439  
Small Business Administration, 5.34%, 2021 7,263,842 7,381,084  
Small Business Administration, 6.34%, 2021 3,164,716 3,317,106  
Small Business Administration, 6.35%, 2021 3,838,568 4,026,113  
Small Business Administration, 6.44%, 2021 2,770,687 2,912,121  
Small Business Administration, 6.625%, 2021 3,270,881 3,473,119  
Small Business Administration, 4.93%, 2024 2,724,452 2,702,608  
U.S. Department of Housing & Urban Development, 5.53%, 2008 11,000,000 11,233,519  
U.S. Department of Housing & Urban Development, 7.198%, 2009 6,000,000 6,502,794  
-----  
\$138,287,256  
-----

U.S. Treasury Obligations - 14.6%

-----  
U.S. Treasury Bonds, 13.875%, 2011 \$ 25,500,000 \$ 26,787,954  
U.S. Treasury Bonds, 10.375%, 2012 32,600,000 36,356,628  
U.S. Treasury Bonds, 12%, 2013 32,500,000 38,900,973  
U.S. Treasury Notes, 6.125%, 2007## 5,000,000 5,148,240  
U.S. Treasury Notes, 6.5%, 2010 4,500,000 4,851,914  
U.S. Treasury Notes, 4.875%, 2012 5,000,000 5,099,415  
U.S. Treasury Notes, 4.25%, 2013 1,220,000 1,196,410  
U.S. Treasury Notes, 4.75%, 2014 4,700,000 4,758,750  
-----  
\$123,100,284  
-----

Utilities - Electric Power - 0.1%

-----  
HQI Transelec Chile S.A., 7.875%, 2011 \$ 686,000 \$ 761,492  
-----  
Total Bonds (Identified Cost, \$842,989,015) \$817,383,813  
-----

Repurchase Agreement - 2.4%

-----  
ISSUER PAR AMOUNT \$ VALUE  
-----  
Merrill Lynch & Co., dated 10/31/05, due 11/1/05, total to be  
received \$20,369,269 (secured by various U.S. Treasury and  
Federal Agency obligations in a jointly traded account),  
at Cost \$ 20,367,000 \$ 20,367,000  
-----  
Total Investments (Identified Cost, \$863,356,015) \$837,750,813  
-----

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Other Assets, Less Liabilities - 0.9%	7,282,935
-----	
Net Assets - 100.0%	\$845,033,748
-----	

- # SEC Rule 144A restriction.
- ## All or a portion of the security has been segregated as collateral for an open futures contract.
- ^ Interest only security for which the fund receives interest on notional principal (Par amount). Par amount shown is the notional principal and does not reflect the cost of the security.

The following abbreviation is used in the Portfolio of Investments and is defined:

FRN Floating Rate Note. The interest rate is the rate in effect as of period end.

FORWARD FOREIGN CURRENCY EXCHANGE CONTRACTS

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

CONTRACTS TO DELIVER/RECEIVE	SETTLEMENT DATE	IN EXCHANGE FOR	CONTRACTS AT VALUE	NET UN APPR (DEPRE
-----				
SALES				
AUD 6,309,088	12/7/05	\$4,798,453	\$4,707,086	
EUR 179,950,094	11/22/05-12/14/05	217,614,781	215,959,096	1
GBP 35,645,674	11/2/05-1/31/06	63,859,720	63,030,963	
NOK 9,578,273	11/22/05	1,496,377	1,474,577	
NZD 37,902,924	12/7/05	26,114,322	26,431,027	
		\$313,883,653	\$311,602,749	\$2
-----				
PURCHASES				
DKK 733,546	11/15/05	\$121,043	\$117,910	
GBP 15,950,181	11/2/05	28,474,902	28,212,837	
SEK 1,631,962	12/14/05	210,304	205,998	
		\$28,806,249	\$28,536,745	\$
-----				

At October 31, 2005, forward foreign currency purchases and sales under master netting agreements excluded above amounted to a net payable of \$395,023 with Merrill Lynch International.

FUTURES CONTRACTS OUTSTANDING AT OCTOBER 31, 2005

DESCRIPTION	CONTRACTS	VALUE	EXPIRATION DATE	UNR APPR (DEPRE
-----				
U.S. Treasury Note 10 yr (Long)	101	\$10,953,766	Dec-05	\$ (3
U.S. Treasury Note 5 yr (Short)	80	8,471,250	Dec-05	
				\$ (3
-----				

At October 31, 2005, the trust had sufficient cash and/or securities to cover

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any commitments under all derivative contracts.

Abbreviations indicate amounts shown in currencies other than the U.S. dollar. All amounts are stated in U.S. dollars unless otherwise indicated. A list of abbreviations is shown below:

AUD	Australian Dollar	GBP	British Pound
CAD	Canadian Dollar	NOK	Norwegian Krone
DKK	Danish Krone	NZD	New Zealand Dollar
EUR	Euro	SEK	Swedish Krona

SEE NOTES TO FINANCIAL STATEMENTS

### FINANCIAL STATEMENTS                      Statement of Assets and Liabilities

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

AT 10/31/05

#### ASSETS

Investments, at value (identified cost, \$863,356,015)	\$837,750,813	
Cash	20,961	
Foreign currency, at value (identified cost, \$787,135)	787,132	
Receivable for forward foreign currency exchange contracts	2,597,609	
Interest receivable	13,167,763	
Other assets	23,566	
Total assets		\$854,34

#### LIABILITIES

Payable to dividend disbursing agent	\$3,609,894	
Payable for forward foreign currency exchange contracts	586,209	
Payable for forward foreign currency exchange contracts subject to master netting agreements	395,023	
Payable for daily variation margin on open futures contracts	734	
Payable for investments purchased	3,860,905	
Payable for trust shares reacquired	322,207	
Payable to affiliates		
Management fee	44,654	
Transfer agent and dividend disbursing costs	31,172	
Administrative services fee	653	
Accrued expenses and other liabilities	462,645	
Total liabilities		\$9,31
Net assets		\$845,03

#### NET ASSETS CONSIST OF:

Paid-in capital		\$944,380,963
Unrealized appreciation (depreciation) on investments and translation of assets and liabilities in foreign currencies		(24,395,801)
Accumulated net realized gain (loss) on investments and foreign currency transactions		(80,516,233)

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Undistributed net investment income	5,564,819
<hr style="border-top: 1px dashed black;"/>	
Net assets	\$845,033,748
<hr style="border-top: 1px dashed black;"/>	
Shares of beneficial interest outstanding (128,514,566 issued, less 8,404,650 treasury shares)	120,109,916
<hr style="border-top: 1px dashed black;"/>	
Net asset value per share (net assets of \$845,033,748 / 120,109,916 shares of beneficial interest outstanding)	

SEE NOTES TO FINANCIAL STATEMENTS

### FINANCIAL STATEMENTS                      Statement of Operations

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

YEAR ENDED 10/31/05

#### NET INVESTMENT INCOME

<hr style="border-top: 1px dashed black;"/>	
Income	
Interest	\$42,334,274
Foreign taxes withheld	(15,501)
<hr style="border-top: 1px dashed black;"/>	
Total investment income	\$42,318,773
<hr style="border-top: 1px dashed black;"/>	
Expenses	
Management fee	\$5,614,315
Transfer agent and dividend disbursing costs	263,043
Administrative services fee	97,269
Independent trustees' compensation	133,429
Custodian fee	539,577
Printing	36,468
Postage	360,973
Auditing fees	76,986
Legal fees	24,796
Shareholder solicitation expenses	14,939
Miscellaneous	177,882
<hr style="border-top: 1px dashed black;"/>	
Total expenses	\$7,308,287
<hr style="border-top: 1px dashed black;"/>	
Fees paid indirectly	(49,882)
Reduction of expenses by investment adviser	(4,138)
<hr style="border-top: 1px dashed black;"/>	
Net expenses	\$7,254,247
<hr style="border-top: 1px dashed black;"/>	
Net investment income	\$35,064,526
<hr style="border-top: 1px dashed black;"/>	
REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS	
<hr style="border-top: 1px dashed black;"/>	
Realized gain (loss) (identified cost basis)	
Investment transactions	\$16,249,788
Futures contracts	(492,933)
Foreign currency transactions	623,890
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Net realized gain (loss) on investments and foreign	

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currency transactions		\$16,3
-----		
Change in unrealized appreciation (depreciation)		
Investments	\$ (51,571,633)	
Futures contracts	(330,658)	
Translation of assets and liabilities in foreign currencies	7,599,695	
-----		
Net unrealized gain (loss) on investments and foreign currency translation		\$ (44,3
-----		
Net realized and unrealized gain (loss) on investments and foreign currency		\$ (27,9
-----		
Change in net assets from operations		\$7,1
-----		

SEE NOTES TO FINANCIAL STATEMENTS

FINANCIAL STATEMENTS

Statements 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.

FOR YEARS ENDED 10/31	2005	2004
CHANGE IN NET ASSETS		
-----		
FROM OPERATIONS		
-----		
Net investment income	\$35,033,116	\$39,12
Net realized gain (loss) on investments and foreign currency transactions	16,380,745	11,38
Net unrealized gain (loss) on investments and foreign currency translation	(44,302,596)	(16,49
-----		
Change in net assets from operations	\$7,111,265	\$34,01
-----		
DISTRIBUTIONS DECLARED TO SHAREHOLDERS		
-----		
From net investment income	\$ (43,759,496)	\$ (46,43
-----		
Change in net assets from trust share transactions	\$ (23,430,508)	\$ (19,13
-----		
Total change in net assets	\$ (60,078,739)	\$ (31,54
-----		
NET ASSETS		
-----		
At beginning of period	\$905,112,487	\$936,65
At end of period (including accumulated undistributed net investment income of \$5,564,819 and accumulated distributions in excess of net investment income of \$5,363,096, respectively)	\$845,033,748	\$905,11
-----		

SEE NOTES TO FINANCIAL STATEMENTS

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## FINANCIAL STATEMENTS

## Financial Highlights

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

	YEARS ENDED 10/31		
	2005	2004	2003
Net asset value, beginning of period	\$7.32	\$7.40	\$7.57
<hr style="border-top: 1px dashed black;"/>			
INCOME (LOSS) FROM INVESTMENT OPERATIONS(S)			
<hr style="border-top: 1px dashed black;"/>			
Net investment income#	\$0.29	\$0.31	\$0.31
Net realized and unrealized gain (loss) on investments and foreign currency	(0.23)	(0.04)	(0.08)
<hr style="border-top: 1px dashed black;"/>			
Total from investment operations	\$0.06	\$0.27	\$0.23
<hr style="border-top: 1px dashed black;"/>			
LESS DISTRIBUTIONS DECLARED TO SHAREHOLDERS			
<hr style="border-top: 1px dashed black;"/>			
From net investment income	\$(0.36)	\$(0.37)	\$(0.40)
<hr style="border-top: 1px dashed black;"/>			
Net increase from repurchase of capital shares	\$0.02	\$0.02	\$--
<hr style="border-top: 1px dashed black;"/>			
Net asset value, end of period	\$7.04	\$7.32	\$7.40
<hr style="border-top: 1px dashed black;"/>			
Per share market value, end of period	\$6.29	\$6.59	\$6.89
<hr style="border-top: 1px dashed black;"/>			
Total return at market value (%)&*	0.85	1.02	5.49
<hr style="border-top: 1px dashed black;"/>			
RATIOS (%) (TO AVERAGE NET ASSETS)			
AND SUPPLEMENTAL DATA:			
<hr style="border-top: 1px dashed black;"/>			
Expenses before expense reductions##	0.84	0.84	0.86
Expenses after expense reductions##	0.84	0.84	0.86
Net investment income(S)	4.01	4.24	4.14
Portfolio turnover	58	45	90
Net assets at end of period (000 Omitted)	\$845,034	\$905,112	\$936,653
<hr style="border-top: 1px dashed black;"/>			

\* Certain expenses have been reduced without which performance would have been lower.

+ Per share amount was less than \$0.01.

# Per share data are based on average shares outstanding.

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

(S) Effective November 1, 2001, the trust adopted the provisions of the AICPA Audit and Accounting Principles for Investment Companies and began amortizing and accreting all premiums and discounts on debt securities. Premiums and discounts for periods prior to October 31, 2002 have not been restated to reflect this change.

& From time to time the trust may receive proceeds from litigation settlements, without which performance would have been lower.

SEE NOTES TO FINANCIAL STATEMENTS



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### NOTES TO FINANCIAL STATEMENTS

#### (1) BUSINESS AND ORGANIZATION

MFS Intermediate 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.

#### (2) SIGNIFICANT ACCOUNTING POLICIES

**GENERAL** - The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The trust can invest in foreign securities. Investments in foreign securities are vulnerable to the effects of changes in the relative values of the local currency and the U.S. dollar and to the effects of changes in each country's legal, political, and economic environment.

**INVESTMENT VALUATIONS** - Bonds and other fixed income securities, including restricted 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. 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 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 approximates 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. When pricing service information or market quotations are not readily available, securities are priced at fair value as determined under the direction of the Board of Trustees.

**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

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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.

DERIVATIVE RISK - The trust may invest in derivatives for hedging or non-hedging purposes. While hedging can reduce or eliminate losses, it can also reduce or eliminate gains. When the trust uses derivatives as an investment to gain market exposure, or for hedging purposes, gains and losses from derivative instruments may be substantially greater than the derivative's original cost. Derivative instruments include forward foreign currency exchange contracts and futures contracts.

FUTURES CONTRACTS - The trust may enter into futures contracts for the delayed delivery of securities or currency, or contracts based on financial indices at a fixed price on a future date. In entering such contracts, the trust is required to deposit with the broker either in cash or securities an amount equal to a certain percentage of the contract amount. Subsequent payments are made or received by the trust each day, depending on the daily fluctuations in the value of the contract, and are recorded for financial statement purposes as unrealized gains or losses by the trust. Upon entering into such contracts, the trust bears the risk of interest or exchange rates or securities prices moving unexpectedly, in which case, the trust may not achieve the anticipated benefits of the futures contracts and may realize a loss.

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

DOLLAR ROLL TRANSACTIONS - The trust enters into dollar roll transactions, with respect to mortgage backed securities issued by Ginnie Mae, Fannie Mae, and Freddie Mac, in which the trust sells mortgage backed securities to financial institutions and simultaneously agrees to accept substantially similar (same type, coupon, and maturity) securities at a later date at an agreed-upon price. During the period between the sale and repurchase in a dollar roll transaction the trust will not be entitled to receive interest and principal payments on the securities sold but is compensated by interest earned on the proceeds of the initial sale and by a lower purchase price on

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the securities to be repurchased which enhances the trust's total return. The trust accounts for dollar roll transactions as purchases and sales. If certain criteria are met these dollar roll transactions may be considered a financing transaction whereby the difference in the sales price and the future purchase price is recorded as an adjustment to interest income.

INVESTMENT TRANSACTIONS AND INCOME - Investment transactions are recorded on the trade date. Interest income is recorded on the accrual basis. All premium and discount is amortized or accreted for financial statement purposes in accordance with U.S. generally accepted accounting principles. All discount is accreted for tax reporting purposes as required by federal income tax regulations. The trust may receive proceeds from litigation settlements involving its portfolio holdings. Any proceeds received are reflected in realized gain/loss in the Statement of Operations, or in unrealized gain/loss if the security is still held by the trust.

The trust may enter into "TBA" (to be announced) purchase commitments to purchase securities for a fixed unit price at a future date. Although the unit price has been established, the principal value has not been finalized. However, the principal amount of the commitments will not fluctuate more than 0.01%. The trust holds, and maintains until settlement date, cash or high-grade debt obligations in an amount sufficient to meet the purchase price, or the trust may enter into offsetting contracts for the forward sale of other securities it owns. Income on the securities will not be earned until settlement date. TBA purchase commitments may be considered securities in themselves, and involve a risk of loss if the value of the security to be purchased declines prior to settlement date, which is in addition to the risk of decline in the value of the trusts' other assets. Unsettled TBA purchase commitments are valued at the current market value of the underlying securities.

The trust may enter into "TBA" (to be announced) sale commitments to hedge its portfolio positions or to sell mortgage-backed securities it owns under delayed delivery arrangements. Proceeds of TBA sale commitments are not received until the contractual settlement date. During the time a TBA sale commitment is outstanding, equivalent deliverable securities, or an offsetting TBA purchase commitment deliverable on or before the sale commitment date, are held as "cover" for the transaction.

FEES PAID INDIRECTLY - The trust's custody fee is reduced according to an arrangement that measures the value of cash deposited with the custodian by the trust. This amount, for the year ended October 31, 2005, is shown as a reduction of total expenses on the Statement of Operations.

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

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

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The tax character of distributions declared for the years ended October 31, 2005 and October 31, 2004 was as follows:

	10/31/05	10/31/04
Distributions declared from:		
Ordinary income	\$43,759,496	\$46,430,094

During the year ended October 31, 2005, undistributed net investment income increased by \$19,654,295 and accumulated net realized loss on investments and foreign currency transactions increased by \$19,654,295 due to differences between book and tax accounting for foreign currency transactions and amortization and accretion on debt securities. This change had no effect on the net assets or net asset value per share.

As of October 31, 2005, the components of accumulated losses on a tax basis were as follows:

Undistributed ordinary income	\$9,155,083
Capital loss carryforward	(60,299,863)
Unrealized depreciation	(46,152,230)
Other temporary differences	(2,050,205)

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, 2006	\$ (11,137,819)
October 31, 2007	(11,376,973)
October 31, 2008	(11,439,294)
October 31, 2010	(1,074,810)
October 31, 2012	(20,820,223)
October 31, 2013	(4,450,744)
Total	\$ (60,299,863)

### (3) TRANSACTIONS WITH AFFILIATES

**INVESTMENT ADVISER** - The trust has an investment advisory agreement with Massachusetts Financial Services Company (MFS) to provide overall investment advisory and administrative services, and general office facilities. The management fee is computed daily and paid monthly at an annual rate of 0.32% of the trust's average daily net assets and 5.65% of gross investment income. The management fee, from net assets and gross investment income, incurred for the year ended October 31, 2005 was equivalent to an annual effective rate of 0.64% of the trust's average daily net assets.

**TRANSFER AGENT** - The trust pays a portion of transfer agent and dividend-disbursing costs to MFS Service Center, Inc. (MFSC), a wholly-owned subsidiary of MFS. MFSC receives a fee from the trust, for its services as registrar and dividend-disbursing agent. 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. For the year ended October 31, 2005, these fees amounted to \$151,115. MFSC also receives payment from the trust for out-of-pocket expenses paid by MFSC on behalf of the trust. For the year ended October 31, 2005, these costs amounted to \$86,537.

**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, the funds may partially reimburse MFS the costs incurred to provide

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these services, subject to review and approval by the Board of Trustees. Each fund is charged a fixed amount plus a fee based on calendar year average net assets. Effective July 1, 2005, the fund's annual fixed amount is \$10,000. The administrative services fee incurred for the year ended October 31, 2005 was equivalent to an annual effective rate of 0.01% of the trust's average daily net assets.

TRUSTEES' AND OFFICERS' COMPENSATION - The trust pays compensation to Independent Trustees in the form of a retainer, attendance fees, and additional compensation to Board and Committee chairpersons. The trust does not pay compensation directly to Trustees who are officers of the investment adviser, or to officers of the trust, all of whom receive remuneration for their services to the trust from MFS. Certain officers and Trustees of the trust are officers or directors of MFS and MFSC. The trust has an unfunded, defined benefit plan for retired Independent Trustees which resulted in a pension expense of \$18,991. The fund also has an unfunded retirement benefit deferral plan for certain current Independent Trustees which resulted in an expense of \$803. Both amounts are included in Independent trustees' compensation for the year ended October 31, 2005.

DEFERRED TRUSTEE COMPENSATION - Under a Deferred Compensation Plan (the Plan) Independent Trustees previously were allowed to elect to defer receipt of all or a portion of their annual compensation. Trustees are no longer allowed to defer compensation under the Plan. Amounts previously deferred are treated as though equivalent dollar amounts had been invested in shares of the trust or other MFS funds selected by the Trustee. Deferred amounts represent an unsecured obligation of the trust until distributed in accordance with the Plan. Included in other assets, and accrued expenses and other liabilities, is \$16,358 of Deferred Trustees' Compensation.

OTHER - This trust and certain other MFS funds (the funds) have entered into a services agreement (the Agreement) which provides for payment of fees by the funds to Tarantino LLC in return for the provision of services of an Independent Chief Compliance Officer (ICCO) for the funds. The ICCO is an officer of the funds and the sole member of Tarantino LLC. MFS has agreed to reimburse the fund for a portion of the payments made by the funds to Tarantino LLC in the amount of \$4,138, which is shown as a reduction of total expenses in the Statement of Operations. Additionally, MFS has agreed to bear all expenses associated with office space, other administrative support, and supplies provided to the ICCO. The funds can terminate the Agreement with Tarantino LLC at any time under the terms of the Agreement.

#### (4) PORTFOLIO SECURITIES

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

	PURCHASES	SALES
U.S. government securities	\$177,139,718	\$248,612,274
Investments (non-U.S. government securities)	\$317,084,002	\$285,045,474

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	\$883,903,043
Gross unrealized appreciation	\$3,447,137
Gross unrealized depreciation	(49,599,367)

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 Net unrealized depreciation \$(46,152,230)

### (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 3,617,900 shares of beneficial interest during the year ended October 31, 2005 at an average price per share of \$6.48 and a weighted average discount of 10.17% per share. The trust repurchased and retired 2,927,500 shares of beneficial interest during the year ended October 31, 2004 at an average price per share of \$6.53 and a weighted average discount of 10.01% per share. Transactions in trust shares were as follows:

	Year ended 10/31/05		Year ended 10/31/04	
	SHARES	AMOUNT	SHARES	AMOUNT
Treasury shares reacquired	(3,617,900)	\$(23,430,508)	(2,927,500)	\$(19,130,079)

### (6) LINE OF CREDIT

The trust and other affiliated funds participate in a \$1 billion unsecured line of credit provided by a syndication of banks under a credit agreement. Borrowings may be made for temporary financing needs. Interest is charged to each fund, based on its borrowings, at a rate equal to the Federal Reserve funds rate plus 0.35%. In addition, a commitment fee, based on the average daily, unused portion of the 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 year ended October 31, 2005 was \$5,003, and is included in miscellaneous expense. The trust had no significant borrowings during the year ended October 31, 2005.

### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We have audited the accompanying statement of assets and liabilities, including the portfolio of investments, of MFS Intermediate Income Trust (the "Trust") as of October 31, 2005, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Trust is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence

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supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of October 31, 2005, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements and financial highlights present fairly, in all material respects, the financial position of MFS Intermediate Income Trust as of October 31, 2005, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and its financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP

Boston, Massachusetts  
December 22, 2005

### TRUSTEES AND OFFICERS -- IDENTIFICATION AND BACKGROUND

The Trustees and officers of the Trust, as of December 2, 2005, are listed below, together with their principal occupations during the past five years. (Their titles may have varied during that period.) The address of each Trustee and officer is 500 Boylston Street, Boston, Massachusetts 02116.

NAME, DATE OF BIRTH -----	POSITION(S) HELD WITH FUND -----	TRUSTEE/OFFICER SINCE(1) -----	PRINCIPAL OCCUPATIONS D THE PAST FIVE YEARS OTHER DIRECTORSHIPS (
INTERESTED TRUSTEES			
Robert J. Manning(3) (born 10/20/63)	Trustee	February 2004	Massachusetts Financial Se Company, Chief Executive O President, Chief Investmen Officer and Director
Robert C. Pozen(3) (born 08/08/46)	Trustee	February 2004	Massachusetts Financial Se Company, Chairman (since F 2004); Harvard Law School (education), John Olin Vis Professor (since July 2002 Secretary of Economic Affa Commonwealth of Massachuse (January 2002 to December Fidelity Investments, Vice Chairman (June 2000 to Dec 2001); Fidelity Management Research Company (investme adviser), President (March July 2001); Bell Canada Enterprises (telecommunica Director; Medtronic, Inc. technology), Director; Tel (satellite communications) Director

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### INDEPENDENT TRUSTEES

J. Atwood Ives (born 05/01/36)	Trustee and Chair of Trustees	February 1992	Private investor; Eastern Enterprises (diversified company), Chairman, Trustee; Chief Executive Officer (until November 2000)
Lawrence H. Cohn, M.D. (born 03/11/37)	Trustee	August 1993	Brigham and Women's Hospital Senior Cardiac Surgeon, Chief of Cardiac Surgery (until 2000); Harvard Medical School, Professor of Surgery; Brigham and Women's Hospital Physicians' Organization Chair (2000 to 2004)
David H. Gunning (born 05/30/42)	Trustee	January 2004	Cleveland-Cliffs Inc. (mineral products and service provider); Vice Chairman/Director (since April 2001); Encinitos Ventures (private investment company); Principal (1997 to April 2001); Lincoln Electric Holdings, Inc. (welding equipment manufacturer); Director
William R. Gutow (born 09/27/41)	Trustee	December 1993	Private investor and real estate consultant; Capitol Entertainment Management Company (video franchise), Vice Chairman
Michael Hegarty (born 12/21/44)	Trustee	December 2004	Retired; AXA Financial (financial services and insurance), Vice Chairman and Chief Operating Officer (until May 2001); Equitable Life Assurance Society (insurance), President and Chief Operating Officer (until May 2001)
Amy B. Lane (born 02/08/53)	Trustee	January 2004	Retired; Merrill Lynch & Co. Inc., Managing Director, Investment Banking Group (until February 2001); Borders Group Inc. (book and music retailer); Director; Federal Realty Investment Trust (real estate investment trust), Trustee
Lawrence T. Perera (born 06/23/35)	Trustee	July 1981	Hemenway & Barnes (attorney), Partner
J. Dale Sherratt (born 09/23/38)	Trustee	August 1993	Insight Resources, Inc. (acquisition planning specialists), President; West Investments (investor in health care companies), Managing Partner (since 1993); Cambium Nutraceuticals (professional nutritional products), Chief Executive Officer (until May 2004)
Laurie J. Thomsen (born 08/05/57)	Trustee	March 2005	Private investor; Prism Ventures Partners (venture capital)



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OFFICERS			
Maria F. Dwyer(3) (born 12/01/58)	President	November 2005	founder and General Partner (June 2004); St. Paul Travelers Companies (commercial property liability insurance), Director
Tracy Atkinson(3) (born 12/30/64)	Treasurer	September 2005	Massachusetts Financial Services Company, Executive Vice President and Chief Regulatory Officer (since March 2004); Fidelity Management & Research Company, Vice President (prior to March 2004); Fidelity Group of Funds, President and Treasurer (prior to March 2004)
Christopher R. Bohane(3) (born 1/18/74)	Assistant Secretary and Assistant Clerk	July 2005	Massachusetts Financial Services Company, Vice President and Counsel (since April 2003) (Kirkpatrick & Lockhart LLP (law firm), Associate (prior to 2003); Nvest Services Company, Assistant Vice President and Associate Counsel (prior to January 2001)
Jeffrey N. Carp(3) (born 12/19/56)	Secretary and Clerk	September 2004	Massachusetts Financial Services Company, Executive Vice President, General Counsel and Secretary (since April 2004); Hale and Dorr LLP (law firm), Partner (prior to April 2004)
Ethan D. Corey(3) (born 11/21/63)	Assistant Secretary and Assistant Clerk	July 2005	Massachusetts Financial Services Company, Special Counsel (since December 2004); Dechert LLP (law firm), Counsel (prior to December 2004)
David L. DiLorenzo(3) (born 8/10/68)	Assistant Treasurer	July 2005	Massachusetts Financial Services Company, Vice President (since June 2005); JP Morgan Investment Services, Vice President (since 2001 to June 2005); State Street Bank, Vice President and Chief Audit Manager (prior to January 2001)
Timothy M. Fagan(3) (born 7/10/68)	Assistant Secretary and Assistant Clerk	September 2005	Massachusetts Financial Services Company, Vice President and Counsel (since September 2005); John Hancock Advisers, LLC, President and Chief Compliance Officer (September 2004 to September 2005), Senior Attorney (prior to September 2004); John Hancock Group of Funds, Vice President

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Name (born)	Position	Start Date	Previous Roles
Mark D. Fischer(3) (born 10/27/70)	Assistant Treasurer	July 2005	Chief Compliance Officer (September 2004 to December 2005); JP Morgan Investment Management Company, Vice President (prior to May 2005)
Brian T. Hourihan(3) (born 11/11/64)	Assistant Secretary and Assistant Clerk	September 2004	Massachusetts Financial Services Company, Vice President, Secretary and Assistant Secretary (since June 2004); Affiliated Managers Group, Inc., Chief Compliance Officer/Centralized Compliance Program (January to April 2004); Fidelity Research & Management Company, Assistant General Counsel (prior to January 2004)
Ellen Moynihan(3) (born 11/13/57)	Assistant Treasurer	April 1997	Massachusetts Financial Services Company, Vice President
Susan S. Newton(3) (born 03/07/50)	Assistant Secretary and Assistant Clerk	May 2005	Massachusetts Financial Services Company, Senior Vice President, Associate General Counsel (since April 2005); John Hancock Financial Services, LLC, Senior Vice President, Secretary and Chief Legal Officer (prior to April 2005); John Hancock Group, Senior Vice President, Secretary and Chief Legal Officer (prior to April 2005)
Susan A. Pereira(3) (born 11/05/70)	Assistant Secretary and Assistant Clerk	July 2005	Massachusetts Financial Services Company, Vice President and Assistant Secretary (since June 2004); McCutchen LLP (law firm), Associate (January 2001 to June 2004); Preti, Flaherty, Bertoni & Pachios & Haley, LLC, Associate (prior to January 2001)
Frank L. Tarantino (born 03/07/44)	Independent Chief Compliance Officer	June 2004	Tarantino LLC (provider of compliance services), Principal (since June 2004); CRA Business Strategies Group (consulting services), Executive Vice President (April 2003 to June 2004); David L. Babson & Company (investment adviser), Managing Director, Chief Administrative Officer and Director (February 1997 to March 2003)
James O. Yost(3) (born 06/12/60)	Assistant Treasurer	September 1990	Massachusetts Financial Services Company, Senior Vice President

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(1) Date first appointed to serve as Trustee/officer of an MFS fund. Each Trustee has served continuously since appointment unless indicated otherwise.

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

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

Each year the term of one class expires. Each Trustee's term of office expires on the date of the third annual meeting following the election to office of the Trustee's class. Each Trustee has been elected by shareholders and each Trustee and officer will serve until next elected or his or her earlier death, resignation, retirement or removal.

Messrs. Ives and Sherratt and Meses. Lane and Thomsen are members of the Trust's Audit Committee.

Each of the Trust's Trustees and officers holds comparable positions with certain other funds of which MFS or a subsidiary is the investment adviser or distributor, and, in the case of the officers, with certain affiliates of MFS. As of December 31, 2004, each Trustee served as a board member of 99 funds within the MFS Family of Funds.

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

On April 20, 2005, Robert J. Manning, as Chief Executive Officer of the Trust, certified to the New York Stock Exchange that as of the date of his certification he was not aware of any violation by the Trust of the corporate governance listing standards of the New York Stock Exchange.

The Trust filed with the Securities and Exchange Commission the certifications of its principal executive officer and principal financial officer under Section 302 of the Sarbanes-Oxley Act of 2003 as an exhibit to the Trust's Form N-CSR for the period covered by this report.

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### INVESTMENT ADVISER

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

### PORTFOLIO MANAGER

James J. Calmas

### CUSTODIANS

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

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

### INDEPENDENT REGISTERED PUBLIC

#### ACCOUNTING FIRM

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

### BOARD REVIEW OF INVESTMENT ADVISORY AGREEMENT

The Investment Company Act of 1940 requires that both the full Board of Trustees and a majority of the non-interested ("independent") Trustees, voting separately, annually approve the continuation of MFS Intermediate Income Trust's (the "Fund's") investment advisory agreement with MFS. The Trustees consider matters bearing on the Fund and its advisory arrangements at their meetings throughout the year, including a review of performance data at each regular meeting. In addition, the independent Trustees met several times over the course of three months beginning in May and ending in July, 2005 ("contract review meetings") for the specific purpose of considering whether

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to approve the continuation of the investment advisory agreement for the Fund and the other investment companies that the Board oversees (the "MFS Funds"). The independent Trustees were assisted in their evaluation of the Fund's investment advisory agreement by independent legal counsel, from whom they received separate legal advice and with whom they met separately from MFS during various contract review meetings. The independent Trustees were also assisted in this process by the MFS Funds' Independent Chief Compliance Officer, a full-time senior officer appointed by and reporting to the independent Trustees.

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

In connection with their contract review meetings, the Trustees received and relied upon materials which included, among other items: (i) information provided by Lipper Inc. on the investment performance (based on net asset value) of the Fund for various time periods ended December 31, 2004 and the investment performance (based on net asset value) of a group of funds with substantially similar investment classifications/objectives (the "Lipper performance universe"), as well as the investment performance (based on net asset value) of a group of funds identified by objective criteria suggested by MFS ("peer funds"), (ii) information provided by Lipper Inc. on the Fund's advisory fees and other expenses and the advisory fees and other expenses of comparable funds identified by Lipper (the "Lipper expense group"), as well as the advisory fees and other expenses of peer funds identified by objective criteria suggested by MFS, (iii) information provided by MFS on the advisory fees of comparable portfolios of other clients of MFS, including institutional separate account and other clients, (iv) information as to whether and to what extent applicable expense waivers, reimbursements or fee "breakpoints" are observed for the Fund, (v) information regarding MFS' financial results and financial condition, including MFS' and certain of its affiliates' estimated profitability from services performed for the Fund and the MFS Funds as a whole, (vi) MFS' views regarding the outlook for the mutual fund industry and the strategic business plans of MFS, (vii) descriptions of various functions performed by MFS for the Funds, such as compliance monitoring and portfolio trading practices, and (viii) information regarding the overall organization of MFS, including information about MFS' senior management and other personnel providing investment advisory, administrative and other services to the Fund and the other MFS Funds. The comparative performance, fee and expense information prepared and provided by Lipper Inc. was not independently verified and the independent Trustees did not independently verify any information provided to them by MFS.

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

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these same arrangements during the course of the year and in prior years.

Based on information provided by Lipper Inc. and MFS, the Trustees reviewed the Fund's total return investment performance as well as the performance of peer groups of funds over various time periods. The Trustees placed particular emphasis on the total return performance of the Fund's common shares in comparison to the performance of funds in its Lipper performance universe over the three-year period ended December 31, 2004, which the Trustees believed was a long enough period to reflect differing market conditions. The Fund's performance was in the 94<sup>th</sup> percentile relative to the other funds in the universe for this three-year period (the 1<sup>st</sup> percentile being the best performers and the 100<sup>th</sup> percentile being the worst performers). The total return performance of the Fund's common shares was in the 95<sup>th</sup> percentile for the one-year period and the 72<sup>nd</sup> percentile for the five-year period ended December 31, 2004 relative to the Lipper performance universe. Because of the passage of time, these performance results are likely to differ from the performance results for more recent periods, including those shown elsewhere in this report.

In the course of their deliberations, the Trustees took into account information provided by MFS in connection with the contract review meetings, as well as during investment review meetings conducted with portfolio management personnel during the course of the year. Among other information, the Trustees took into account information from MFS identifying differences between the Fund and other funds in its Lipper performance universe that adversely affected the Fund's relative performance results, including that the Fund does not employ financial leverage, and also reviewed the Fund's performance in comparison to other benchmarks developed by MFS. After reviewing these and related factors, the Trustees concluded, within the context of their overall conclusions regarding the investment advisory agreement, that they were satisfied with MFS' responses and efforts relating to investment performance.

In assessing the reasonableness of the Fund's advisory fee, the Trustees considered, among other information, the Fund's advisory fee and the total expense ratio of the Fund's common shares as a percentage of average net assets and the advisory fee and total expense ratios of peer groups of funds based on information provided by Lipper Inc. and MFS. The Trustees considered whether the Fund was subject to any fee waivers or reductions or expense limitations. The Trustees also considered that, according to the Lipper data, the Fund's effective advisory fee rate and the Fund's total expense ratio each were approximately at the Lipper expense group median.

The Trustees also considered the advisory fees charged by MFS to institutional accounts. In comparing these fees, the Trustees considered information provided by MFS as to the generally broader scope of services provided by MFS to the Fund in comparison to institutional accounts and the impact on MFS and expenses associated with the more extensive regulatory regime to which the Fund is subject in comparison to institutional accounts.

The Trustees considered that, as a closed-end fund, the Fund is unlikely to experience meaningful asset growth. As a result, the Trustees did not view the potential for realization of economies of scale as the Fund's assets grow to be a material factor in their deliberations. The Trustees noted that they would consider economies of scale in the future in the event the Fund experiences significant asset growth, such as through an offering of preferred shares (which is not currently contemplated) or a material increase in the market value of the Fund's portfolio securities.

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

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Funds, the Fund and other accounts and products for purposes of estimating profitability.

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

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

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

The Trustees also considered benefits to MFS from the use of the Fund's portfolio brokerage commissions to pay for research and other similar services (including MFS' general policy to pay directly for third-party research), and various other factors. Additionally, the Trustees considered so-called "fall-out benefits" to MFS such as reputational value derived from serving as investment manager to the Fund.

Based on their evaluation of factors that they deemed to be material, including those factors described above, the Board of Trustees, including a majority of the independent Trustees, concluded that the Fund's investment advisory agreement with MFS should be continued for an additional one-year period, commencing August 1, 2005.

A discussion regarding the Board's most recent review and renewal of the Fund's investment advisory agreement will be available on or before December 1, 2005 by visiting the Closed-End section of the MFS Web site ([mfs.com](http://mfs.com)).

### PROXY VOTING POLICIES AND INFORMATION

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

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

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### QUARTERLY PORTFOLIO DISCLOSURE

The fund will file a complete schedule of portfolio holdings with the Securities and Exchange Commission (the Commission) for the first and third quarters of each fiscal year on Form N-Q. The fund's Form N-Q may be reviewed and copied at the:

Public Reference Room  
Securities and Exchange Commission  
Washington, D.C. 20549-0102

Information on the operation of the Public Reference Room may be obtained by calling the Commission at 1-800-SEC-0330. The fund's Form N-Q is available on the EDGAR database on the Commission's Internet Web site at <http://www.sec.gov>, and copies of this information may be obtained, upon payment of a duplicating fee, by electronic request at the following e-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov) or by writing the Public Reference Section at the above address.

A shareholder can also obtain the quarterly portfolio holdings report at [mfs.com](http://mfs.com).

### FEDERAL TAX INFORMATION (unaudited)

In January 2006, shareholders will be mailed a Form 1099-DIV reporting the federal tax status of all distributions paid during the calendar year 2005.

### CONTACT INFORMATION AND NUMBER OF SHAREHOLDERS

#### INVESTOR INFORMATION

Transfer Agent, Registrar and Dividend Disbursing Agent

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

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

#### NUMBER OF SHAREHOLDERS

As of October 31, 2005, our records indicate that there are 7,343 registered shareholders and approximately 53,541 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

M F S (SM)  
INVESTMENT MANAGEMENT (R)

(C) 2005 MFS Investment Management (R)

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500 Boylston Street, Boston, MA 02116.

MIN-ANN-12/05 72M

### ITEM 2. CODE OF ETHICS.

The Registrant has adopted a Code of Ethics pursuant to Section 406 of the Sarbanes-Oxley Act and as defined in Form N-CSR that applies to the Registrant's principal executive officer and principal financial and accounting officer. The Registrant has amended its Code of Ethics to reflect that the Registrant's Principal Financial Officer and Principal Executive Officer have changed.

### ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Mr. J. Atwood Ives and Meses. Amy B. Lane and Laurie J. Thomsen, members of the Audit Committee, have been determined by the Board of Trustees in their reasonable business judgment to meet the definition of "audit committee financial expert" as such term is defined in Form N-CSR. In addition, Mr. Ives and Meses. Lane and Thomsen are "independent" members of the Audit Committee as defined in Form N-CSR.

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

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

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

For the fiscal years ended October 31, 2005 and 2004, audit fees billed to the Fund by Deloitte were as follows:

FEES BILLED BY DELOITTE:	Audit Fees	
	2005	2004
	----	----
MFS Intermediate Income Trust	\$44,663	\$40,375
TOTAL		

For the fiscal years ended October 31, 2005 and 2004, fees billed by Deloitte for audit-related, tax and other services provided to the Funds and for audit-related, tax and other services provided to MFS and MFS Related Entities were as follows:

FEES BILLED BY DELOITTE:	Audit-Related Fees(1)		Tax Fees(2)	
	2005	2004	2005	2004
	----	----	----	----
To MFS Intermediate Income Trust	\$20,900	\$0	\$9,900	\$9,700
To MFS and MFS Related Entities of MFS Intermediate Income Trust*	\$959,191	\$928,350	\$62,000	\$35,000



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AGGREGATE FEES FOR NON-AUDIT  
SERVICES:

	2005	2004
To MFS Intermediate Income Trust, MFS and MFS Related Entities#	\$1,930,562	\$1,041,550

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

# This amount reflects the aggregate fees billed by Deloitte for non-audit services rendered to MFS and the MFS Related Entities.

- (1) The fees included under "Audit-Related Fees" are fees related to assurance and related services related to the performance of the audit or review of financial statements, but not reported under "Audit Fees" including accounting consultations, agreed-upon procedure reports, attestation reports, comfort letters and control reviews.
- (2) The fees included under "Tax Fees" are fees associated with tax compliance, tax advice and tax planning services relating to the filing or amendment of federal, state or local income tax returns, non-qualified company qualification reviews and tax distribution and analysis.
- (3) The fees included under "All Other Fees" are fees for products and services provided by Deloitte not reported under "Audit Fees," "Audit-Related Fees" and "Tax Fees", including fees for services such as refunds, consultation on internal cost allocations, consultation on allocation of monies pursuant to administrative procedures.