

MFS INTERMEDIATE INCOME TRUST
Form DEF 14A
August 21, 2008

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

FILED BY THE REGISTRANT

FILED BY A PARTY OTHER
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- Preliminary Proxy Statement
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 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

MFS(R) INTERMEDIATE INCOME TRUST

(Name of Registrant as Specified in its Charter)

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

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MFS(R) INTERMEDIATE INCOME TRUST
500 Boylston Street, Boston, Massachusetts 02116

Notice of the 2008 Annual Meeting of Shareholders
To be held on October 9, 2008

The 2008 Annual Meeting of Shareholders of the above referenced trust (the "Trust" or "Fund") will be held at 500 Boylston Street, Boston, Massachusetts 02116, at 10:30 a.m. on Thursday, October 9, 2008, for the following purposes:

- ITEM 1. To elect J. Atwood Ives, William R. Gutow, Michael Hegarty, and Robert W. Uek as Trustees of the Trust;
- ITEM 2. To act upon, if properly presented at the meeting, a shareholder proposal that the Board of Trustees adopt a policy to conduct periodic tender offers for shares of the Trust; and
- ITEM 3. To transact such other business as may properly come before the Meeting and any adjournment(s) or postponement(s) thereof.

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

Only the Trust's shareholders of record on August 4, 2008 will be entitled to receive notice of and to vote at the Trust's Meeting of Shareholders or any adjournment(s) or postponement(s) thereof.

By order of the Board of Trustees
SUSAN S. NEWTON
Assistant Secretary and Assistant Clerk

August 21, 2008

YOUR VOTE IS IMPORTANT. WE WOULD APPRECIATE YOUR PROMPTLY VOTING, SIGNING AND RETURNING THE ENCLOSED PROXY SO THAT IT IS RECEIVED BY THE DATE OF THE MEETING OR RECORDING YOUR VOTING INSTRUCTIONS BY TELEPHONE OR VIA THE INTERNET BY 10:29 A.M., EASTERN TIME, ON THE DATE OF THE MEETING, WHICH WILL HELP AVOID THE ADDITIONAL EXPENSE OF A SECOND SOLICITATION FOR THE TRUST. THE ENCLOSED ADDRESSED ENVELOPE REQUIRES NO POSTAGE AND IS PROVIDED FOR YOUR CONVENIENCE.

MFS(R) INTERMEDIATE INCOME TRUST

Proxy Statement

This Proxy Statement is furnished in connection with the solicitation of proxies by and on behalf of the Board of Trustees of MFS Intermediate Income Trust (the "Trust" or "Fund") to be used at the Meeting of Shareholders of the Trust (the "Meeting") to be held at 10:30 a.m. on October 9, 2008 at 500 Boylston Street, Boston, Massachusetts 02116, for the purposes set forth in the accompanying Notice. Information regarding the Board of Trustees can be found in the section of this Proxy Statement entitled "Election of Trustees." If the enclosed form of proxy is executed and returned, it may nevertheless be revoked prior to its exercise by a signed writing filed with the proxy tabulation agent, The Altman Group, 60 E. 42nd Street, 405, New York, New York, 10165 or delivered at the Meeting. On August 4, 2008, there were 116,512,419 shares outstanding for the Trust.

Shareholders of record at the close of business on August 4, 2008 will be entitled to one vote for each share held, and each fractional share will be entitled to a proportionate fractional vote.

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The mailing address of the Trust is 500 Boylston Street, Boston, Massachusetts 02116. Solicitation of proxies is being made by the mailing of this Notice and Proxy Statement with its enclosures on or about August 21, 2008. In addition to soliciting proxies by mail, the Trustees of your Trust and employees of Massachusetts Financial Services Company ("MFS"), the Trust's investment adviser and administrator, may solicit proxies in person or by telephone. The expenses of the preparation of proxy statements and related materials, including printing and delivery costs, and vote solicitation are borne by the Trust. The Trust has engaged The Altman Group to provide shareholder meeting services including the distribution of this Proxy Statement and related materials to shareholders, as well as vote solicitation and tracking. It is anticipated that the cost of these services will be \$69,169 and may increase substantially in the event that any vote is contested or increased solicitation efforts are required.

A copy of the Trust's most recent annual report and semi-annual report may be obtained without charge by contacting Computershare Trust Company, N.A. ("Computershare"), the Trust's transfer and shareholder servicing agent, 250 Royall Street, Canton, Massachusetts 02021, or by telephoning toll-free (800) 637-2304.

ITEM 1 -- ELECTION OF TRUSTEES

The Board of Trustees, which oversees the Trust, provides broad supervision over the affairs of the Trust. Those Trustees who are not "interested persons" (as defined in the Investment Company Act of 1940, as amended (the "1940 Act")) of your Trust or of MFS are referred to as "Independent Trustees" throughout this Proxy Statement. MFS is responsible for the investment management of the Trust's assets and for providing a variety of other administrative services to the Trust. The officers of the Trust are responsible for its operations.

The Board has fixed the number of Trustees of the Trust at twelve. Under the provisions of the Trust's Declaration of Trust, the Trustees are divided into three classes, each having a term of three years. The Nomination and Compensation Committee has selected and nominated, and recommended that the Board nominate, for election by shareholders J. Atwood Ives, William R. Gutow, Michael Hegarty, and Robert W. Uek as Trustees of the class whose term will expire at the 2011 Annual Meeting of Shareholders (or special meeting in lieu thereof) of the Trust, to hold office until his successor is elected and qualified, and the Board of Trustees has nominated such individuals. Each nominee is presently a Trustee of the Trust and has agreed to serve as a Trustee of the Trust if elected. The Board of Trustees recommends that you vote in favor of their election.

It is intended that, absent contrary instructions, proxies will be voted in favor of electing Messrs. Ives, Gutow, Hegarty, and Uek. If, before the Meeting, any nominee refuses or is unable to serve, or if any of the nominees is unavailable at the time of the Meeting, and such refusal or inability to serve or unavailability is not anticipated, the Trustees may vote for other nominees at their discretion, or the Trustees may fix the number of Trustees at fewer than twelve for the Trust. Under the terms of the Trust's retirement policy, the Trustees have a mandatory retirement age of 73 years.

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

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| NAME, DATE OF BIRTH | POSITION(S) HELD WITH TRUST | TRUSTEE SINCE(1) | TERM EXPIRING | DURING THE OTHER DI |
|---|----------------------------------|------------------|---------------|---|
| ----- | | | | |
| INTERESTED TRUSTEES | | | | |
| Robert J. Manning(3); (born 10/20/63) | Trustee | February 2004 | 2010 | Massachusetts Services Com Executive Of Chief Invest Director |
| ----- | | | | |
| Robert C. Pozen(3) (born 08/08/46) | Trustee | February 2004 | 2009 | Massachusetts Services Com (since Febru Sloan School Senior Lectu Secretary of The Commonwe Massachusetts December 200 Investments, (June 2000 t Fidelity Man Company (inv President (M 2001); Bell (telecommuni Director; Me (medical tec Director; Te communicatio |
| ----- | | | | |
| INDEPENDENT TRUSTEES | | | | |
| J. Atwood Ives (born 05/01/36) | Trustee and Chair of Trustees | February 1992 | 2011 | Private inve Enterprises services com Trustee and Officer (unt |
| ----- | | | | |
| Robert E. Butler(4) (born 11/29/41) | Trustee | January 2006 | 2009 | Consultant - compliance m 2002); Price LLP (profess firm), Partn |
| ----- | | | | |
| Lawrence H. Cohn, M.D. (born 03/11/37) | Trustee | August 1993 | 2010 | Brigham and Chief of Car (until 2005) School, Prof Surgery; Med Technology f Care, Physic |
| ----- | | | | |
| David H. Gunning (born 05/30/42) | Trustee | January 2004 | 2009 | Retired; Cle (mining prod provider), V Director (un Portman Limi Director (si Encinitos Ve investment c (1997 to Apr |

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| | | | | |
|---------------------------------------|---------|---------------|------|--|
| | | | | Electric Hol (welding equ manufacture |
| ----- | | | | |
| William R. Gutow (born 09/27/41) | Trustee | December 1993 | 2011 | Private inve estate consu Entertainmen Company (vid Vice Chairma Tan (tanning Chairman (si |
| ----- | | | | |
| Michael Hegarty (born 12/21/44) | Trustee | December 2004 | 2011 | Retired; AXA (financial s insurance), Chief Operat May 2001); T Assurance So President an Officer (unt |
| ----- | | | | |
| Lawrence T. Perera (born 06/23/35) | Trustee | July 1981 | 2010 | Hemenway & B Partner |
| ----- | | | | |
| J. Dale Sherratt (born 09/23/38) | Trustee | August 1993 | 2009 | Insight Reso (acquisition specialists) Wellfleet In (investor in companies), Partner (sin Cambridge Nu (professiona products), C Officer (unt |
| ----- | | | | |
| Laurie J. Thomsen (born 08/05/57) | Trustee | March 2005 | 2010 | New Profit, philanthropy 2006); Priva Venture Part capital), Co General Part 2004); The T (commercial insurance), |
| ----- | | | | |
| Robert W. Uek (born 05/18/41) | Trustee | January 2006 | 2011 | Retired (sin Pricewaterho (professiona Partner (unt Consultant t company indu TT Internati fund complex until 2005); Investment T (mutual fund Trustee (200 |

(1) Date first appointed to serve as Trustee of an MFS fund. Each Trustee has served continuously unless indicated otherwise. For the period from December 15, 2004 until February 22, 2005, Me

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Manning served as Advisory Trustees.

- (2) Directorships or trusteeships of companies required to report to the Securities and Exchange "public companies").
- (3) "Interested person" of the Trust within the meaning of the Investment Company Act of 1940 (re 1940 Act), which is the principal federal law governing investment companies like the fund, a position with MFS. The address of MFS is 500 Boylston Street, Boston, Massachusetts 02116.
- (4) In 2004 and 2005, Mr. Butler provided consulting services to the independent compliance consu MFS pursuant to its settlement with the SEC concerning market timing and related matters. The settlement required that compensation and expenses related to the independent compliance consu exclusively by MFS and, therefore, MFS paid Mr. Butler for the services he rendered to the in compliance consultant. In 2004 and 2005, MFS paid Mr. Butler a total of \$351,119.29.

Each current Trustee listed above served as a board member of 98 funds within the MFS Family of Funds (the MFS Funds) as of December 31, 2007. The address of each Trustee is c/o MFS, 500 Boylston Street, Boston, Massachusetts 02116.

Information about the Trust, including information about its investment adviser and administrator, independent registered public accounting firm, executive officers, and the interests of certain persons appears under "Trust Information" beginning on page 17.

REQUIRED VOTE. Approval of this proposal as to any nominee will require the affirmative vote of a plurality of the Trust's outstanding shares voting at the Meeting in person or by proxy.

THE BOARD, INCLUDING THE INDEPENDENT TRUSTEES, UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS OF THE TRUST VOTE TO ELECT EACH OF THE NOMINEES AS TRUSTEES OF THE TRUST.

COMMITTEES

The Trust's Board of Trustees meets regularly throughout the year to discuss matters and take certain actions relating to the Trust. The Trust's Board has several standing committees, which are described below.

| NAME OF COMMITTEE | NUMBER OF MEETINGS IN LAST FISCAL YEAR | FUNCTIONS | CURRENT MEMBERS |
|-------------------|--|---|------------------------------------|
| AUDIT COMMITTEE | 8 | Oversees the accounting and auditing procedures of the Trust and, among other things, considers the selection of the independent accountants for the Trust and the scope of the audit, and considers the effect on the independence of those accountants of any non-audit services such accountants provide to the Trust and any audit or non-audit services such accountants provide to other MFS Trusts, MFS and/or certain affiliates. The Committee is also responsible for establishing procedures for the receipt, retention and treatment of complaints received by the Trust regarding accounting, internal | Butler*(2), Sherratt*, and Uek*(2) |

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accounting controls, or auditing matters and the confidential, anonymous submission of concerns regarding questionable Trust accounting matters by officers of the Trust and employees of the Trust's investment adviser, administrator, principal underwriter or any other provider of accounting-related services to the Trust.

COMPLIANCE AND GOVERNANCE COMMITTEE 8

Oversees the development and implementation of the Trust's regulatory and fiduciary compliance Sherratt* policies, procedures and practices under the 1940 Act and other applicable laws as well as oversight of compliance policies of the Trust's investment adviser and certain other service providers as they relate to Trust activities. The Trust's Independent Chief Compliance Officer, assists the Committee in carrying out its responsibilities. In addition, the Committee advises and makes recommendations to the Board on matters concerning Trustee practices and recommendations concerning the functions and duties of the committees of the Board.

Butler*, Co
Gunning*, G

CONTRACTS REVIEW COMMITTEE 5

Requests, reviews and considers the information deemed reasonably necessary to evaluate the terms of Cohn, Gunning, Gutow, the investment advisory and Hegarty, Ives, Perera, principal underwriting agreements Sherratt, Thomsen and and the Plan of Distribution under Uek) Rule 12b-1 that the Trust proposes to renew or continue, and to make its recommendations to the full Board of Trustees on these matters.

All Independ
of the Board

NOMINATION AND COMPENSATION COMMITTEE 1

Recommends qualified candidates to the Board in the event that a position is vacated or created. The Cohn, Gunning, Gutow, Committee will consider Hegarty, Ives, Perera, recommendations by shareholders Sherratt, Thomsen and when a vacancy exists. Shareholders Uek) wishing to recommend candidates for Trustee for consideration by the Committee may do so by writing to the Trust's Secretary at the principal executive office of the Trust. Such recommendations must be accompanied by biographical and occupational data on the candidate (including whether the candidate would be an "interested person" of the

All Independ
of the Board

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Trust), a written consent of the candidate to be named as a nominee and to serve as Trustee if elected, record and ownership information for the recommending shareholder with respect to the Trust, and a description of any arrangements or understandings regarding recommendation of the candidate for consideration. The Committee is also responsible for making recommendations to the Board regarding any necessary standards or qualifications for service on the Board. The Committee also reviews and makes recommendations to the Board regarding compensation for the non-interested Trustees.

PORTFOLIO TRADING AND
MARKETING REVIEW
COMMITTEE 8

Oversees the policies, procedures, and practices of the Trust with respect to brokerage transactions involving portfolio securities as those policies, procedures, and practices are carried out by MFS and its affiliates. The Committee also oversees the lending of portfolio securities and the administration of the Trust's proxy voting policies and procedures by MFS. In addition, the Committee receives reports from MFS regarding the policies, procedures, and practices of MFS and its affiliates in connection with their marketing and distribution of shares of the Trust.

Cohn*, Gunn
Hegarty* an

PRICING COMMITTEE 8

Oversees the determination of the value of the portfolio securities and other assets held by the Trust and determines or causes to be determined the fair value of securities and assets for which market quotations are not "readily available" in accordance with the 1940 Act. The Committee delegates primary responsibility for carrying out these functions to MFS and MFS' internal valuation committee pursuant to pricing policies and procedures approved by the Committee and adopted by the full Board, which include methodologies to be followed by MFS to determine the fair values of portfolio securities and other assets held by the Trust for which market quotations are not readily available. The Committee meets periodically with the members of MFS' internal valuation committee to review and assess the quality of fair valuation and other pricing determinations made pursuant to the

Hegarty*, P
Thomsen* an

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Trust's pricing policies and procedures, and to review and assess the policies and procedures themselves. The Committee also exercises the responsibilities of the Board under the Amortized Cost Valuation Procedures approved by the Board on behalf of each Trust which holds itself out as a "money market fund" in accordance with Rule 2a-7 under the 1940 Act.

SERVICES CONTRACTS 9
COMMITTEE

Reviews and evaluates the contractual arrangements of the Trust relating to transfer agency, administrative services, custody, pricing and bookkeeping services, and makes recommendations to the full Board of Trustees on these matters.

Gunning*, S
Thomsen* an

- (1) Information about each committee member is set forth above on pages 2, 3, 4 and 5. Although M not a member of all Committees of the Board, he is invited to and attends many of the Committ in his capacity as Chair of the Trustees.
- (2) Audit Committee Financial Expert.
* Independent Trustees.

The Trustees generally hold at least eight regular meetings each calendar year. These regular meetings take place over a two-day period. The performance and operations of the Trust is reviewed by the Trustees at each meeting and more in-depth reviews are conducted by the Trustees throughout the year. The Trust held 9 Board meetings during the fiscal year ended October 31, 2007. Each Trustee attended at least 75% of the Board and applicable committee meetings noted for the Trust.

AUDIT COMMITTEE

The Trust's Audit Committee consists only of Independent Trustees, each of whom is also independent of the Trust as defined by New York Stock Exchange Listing Standards. The Audit Committee's report on the Trust's most recent audited financials is included below under the heading "Independent Registered Public Accounting Firm." The Trust's Board has adopted a written charter for the Audit Committee. A copy of the Committee's charter is available on MFS.com.

NOMINATION AND COMPENSATION COMMITTEE

The Trustees have adopted a written charter for the Nomination and Compensation Committee. A copy of the Committee's charter is available on MFS.com.

The Trust's Nomination and Compensation Committee consists only of Independent Trustees, each of whom is also independent of the Trust as defined by New York Stock Exchange Listing Standards.

The Nomination and Compensation Committee requires that Trustee candidates have a college degree or equivalent business experience, but has not otherwise established specific, minimum qualifications that must be met by an individual to be considered by the Committee for nomination as a Trustee. The Nomination and Compensation Committee may take into account a wide variety of factors in considering Trustee candidates, including, but not limited to: (i) availability and commitment of a candidate to attend meetings and perform his or her responsibilities to the Board; (ii) relevant industry and related experience; (iii) educational background; (iv) financial expertise; (v) an assessment of the candidate's ability, judgment and expertise; (vi) overall diversity of the

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composition of the Board; and (vii) such other factors as the Committee deems appropriate. The Nomination and Compensation Committee may consider candidates for Trustee recommended by current Trustees, officers or shareholders or by MFS or any other source deemed appropriate by the Nomination and Compensation Committee. The Nomination and Compensation Committee may, but is not required to, retain a third-party search firm at the Trust's expense to identify potential candidates.

The Nomination and Compensation Committee will review and consider nominees recommended by shareholders to serve as Trustee, provided that the recommending shareholder follows the Procedures for Shareholders to Submit Nominee Candidates, which are set forth as Appendix B to the Trust's Nomination and Compensation Committee Charter (which is available on MFS.com). Among other requirements, these procedures provide that the recommending shareholder must submit any recommendation in writing to the Trust, to the attention of the Trust's Secretary, at the address of the principal executive offices of the Trust. Any recommendation must include certain biographical information and other information regarding the candidate and the recommending shareholder, and must include a written and signed consent of the candidate to be named as a nominee and to serve as a Trustee if elected. The foregoing description is only a summary.

The Nomination and Compensation Committee has full discretion to reject nominees recommended by shareholders, and there is no assurance that any such person properly recommended and considered by the Committee will be nominated for election to the Board of the Trust.

SHARE OWNERSHIP

As of August 4, 2008, the Trustees and officers of the Trust as a whole owned less than 1% of the outstanding shares of the Trust.

The following table shows the dollar range of equity securities beneficially owned by each nominee or Trustee (a) of the Trust and (b) on an aggregate basis, in all MFS funds overseen by the nominee or Trustee, as of August 4, 2008.

The following dollar ranges apply:

- N. None
- A. \$1 - \$10,000
- B. \$10,001 - \$50,000
- C. \$50,001 - \$100,000
- D. \$100,001 - \$225,000
- E. Over \$225,000

| NAME OF TRUSTEE | AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN THE TRUST | AGGREGATE DOLLAR RANGE OF SECURITIES IN ALL MFS FUNDS OVERSEEN OR TO BE OVERSEEN BY THE NOMINEE |
|-----------------------------|--|--|
| INTERESTED TRUSTEES | | |
| Robert J. Manning | N | E |
| Robert C. Pozen | N | E |
| INDEPENDENT TRUSTEES | | |
| Robert E. Butler | B | E |
| Lawrence H. Cohn, M.D. | C | E |
| David H. Gunning | A | E |

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| | | |
|--------------------|---|---|
| William R. Gutow | A | E |
| Michael Hegarty | A | E |
| J. Atwood Ives | A | E |
| Lawrence T. Perera | A | E |
| J. Dale Sherratt | C | E |
| Laurie J. Thomsen | B | E |
| Robert W. Uek | B | E |

SHAREHOLDER COMMUNICATIONS WITH THE BOARD OF TRUSTEES

The Board of Trustees of the Trust has adopted procedures by which shareholders may send communications to the Board. Shareholders may mail written communications to the Board of Trustees, MFS Intermediate Income Trust, c/o Massachusetts Financial Services Company, 500 Boylston Street, Boston, Massachusetts 02116, Attention: Frank Tarantino, Independent Chief Compliance Officer. Shareholder communications must (i) be in writing and be signed by the shareholder, (ii) identify the MFS Trust to which they relate and (iii) identify the class and number of shares held by the shareholder. The Trust's Independent Chief Compliance Officer ("ICCO") is responsible for reviewing all properly submitted shareholder communications. The ICCO shall either (i) provide a copy of each properly submitted shareholder communication to the Board at its next regularly scheduled meeting or (ii) if the ICCO determines that the communication requires more immediate attention, forward the communication to the Chair of the Trustees promptly after receipt. The ICCO may, in good faith, determine that a shareholder communication should not be provided to the Board because it is ministerial in nature (such as a request for Trust literature, share data or financial information). The ICCO may in such cases forward the communication to the appropriate party or parties at MFS. These procedures do not apply to (i) any communication from an officer or Trustee of the Trust, (ii) any communication from an employee or agent of the Trust, unless such communication is made solely in such employee's or agent's capacity as a shareholder or (iii) any shareholder proposal submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, or any communication made in connection with such a proposal. The Trustees are not required to attend the Trust's shareholder meetings or to otherwise make themselves available to shareholders for communications, other than pursuant to the aforementioned procedures. No Board members attended the 2007 Annual Meeting of Shareholders.

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

TRUSTEE COMPENSATION TABLE

The table below shows the cash compensation paid to the Trustees by the Trust for the fiscal year ended October 31, 2007. Interested Trustees receive no compensation from the Trust for their services as Trustees.

| RETIREMENT BENEFITS | TOTAL CASH COMPENSATION |
|------------------------|----------------------------|
|------------------------|----------------------------|

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| NAME OF TRUSTEE | TRUSTEE FEES FROM TRUST | ACCRUED AS PART OF FUND EXPENSE | FROM TRUST AND FUND COMPLEX (2) |
|------------------------|----------------------------|------------------------------------|------------------------------------|
| Robert E. Butler | \$12,058 | N/A | \$229,619 |
| Lawrence H. Cohn, M.D. | \$12,058 | \$2,124 | \$228,509 |
| David H. Gunning | \$12,241 | N/A | \$248,508 |
| William R. Gutow | \$12,058 | N/A | \$228,509 |
| Michael J. Hegarty | \$12,056 | N/A | \$226,509 |
| J. Atwood Ives | \$12,666 | \$0 | \$302,509 |
| Lawrence T. Perera | \$12,109 | \$0 | \$226,953 |
| J. Dale Sherratt | \$12,426 | \$1,905 | \$268,507 |
| Laurie J. Thomsen | \$12,181 | N/A | \$248,508 |
| Robert W. Uek | \$12,263 | N/A | \$254,112 |

 (1) For calendar year 2007. Trustees receiving compensation from the Trust served as Trustee of 98 funds within the MFS Fund Complex (having aggregate net assets at December 31, 2007 of approximately \$106 billion).

Retirement Benefit Deferral Plan -- Under a Retirement Benefit Deferral Plan, certain Trustees have deferred benefits from a prior retirement plan. The value of the benefits is periodically readjusted as though the Trustee had invested an equivalent amount in Class A shares of other Fund(s) designated by such Trustee. The value of the deferred benefits will be paid to the Trustees upon retirement or thereafter. The plan does not obligate the Trust to retain the services of any Trustee or pay any particular level of compensation to any Trustee. The plan is not funded and the Trust's obligation to pay the Trustee's deferred compensation is a general unsecured obligation.

ITEM 2 -- SHAREHOLDER PROPOSAL

The Board of Trustees has been informed by Karpus Investment Management ("KIM"), 183 Sully's Trail, Pittsford, NY, 14534, a shareholder of recording owning over 13.9 million shares of the Fund as of May 1, 2008, that it intends to submit the following proposal at the meeting.

RESOLVED:

The shareholders recommend that the Board of Trustees of the Fund ("Board") adopt a policy that if the Shares trade at an average discount of greater than six percent (6%) from net asset value over the final (12) weeks previous to the end of October of each calendar year, the Board will conduct a tender offer for at least ten percent (10%) of the Shares at 99% of net asset value by the end of that calendar year.

If properly presented at the meeting, KIM's proposal will be Item 2. KIM has requested that the following statement be included in the proxy statement in support of its proposal.

SUPPORTING STATEMENT

The Fund's original prospectus states: "the trust...may purchase its shares from time to time in the open market. Such repurchases will be made only when the trust's shares are trading at a discount of 10% or more from the net asset value." Lifeboat provisions, such as this, are occasionally included in prospectuses for closed-end funds, such as the Fund, to increase management's accountability to shareholders for managing discounts, and to attempt to enhance long-term shareholder value.

While the Fund has conducted open market repurchase offers, the Fund's persistently wide discount to net asset value shows that the Fund's

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actions have not proven effective. In fact, from April 30, 2006 to October 31, 2007, the Fund repurchased only approximately 1.4% of its Shares (according to filings submitted by the Fund to the SEC). During this time MIN traded at an average 11.3 percent discount to NAV. KIM does not believe that the Fund's ineffective, non-aggressive and seemingly token buybacks have had a substantial, positive effect in managing the Fund's discount.

As such, KIM believes that the approval of the Proposal by the Fund shareholders will convey to the Board that it must take more strenuous efforts to mitigate the persistent discount of the Fund, in both the long and short terms. The Proposal attempts to reduce the discount problem in the shorter term by affording displeased shareholders an exit for part of their holdings at the net asset value of their investment, as well as in the longer term by enhancing accountability and assuring more proactive measures will be taken in the future to address discounts of 6% or more.

Tell the Board that you want it to take more effective action to narrow the discount. Vote FOR KIM's Proposal to tell the Board you want it to adhere to the spirit and intent of the prospectus' lifeboat provision to enhance shareholder value.

* * * * *

AS DETAILED IN THE FOLLOWING STATEMENT OF OPPOSITION TO ITEM 2, THE BOARD, INCLUDING THE INDEPENDENT TRUSTEES, HAS CONCLUDED THAT ITEM 2 IS NOT IN THE BEST INTEREST OF THE SHAREHOLDERS AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE AGAINST ITEM 2.

BOARD OF TRUSTEES' STATEMENT IN OPPOSITION TO THE PROPOSAL OF KARPUS INVESTMENT MANAGEMENT

Karpus Investment Management ("KIM") proposes a program of self-tenders with the stated aim of narrowing the discount at which Trust shares trade in the market. Your Board believes, however, that the mandatory and periodic self-tenders proposed by KIM will not effectively manage the discount and will not be in the best interests of the Trust or its shareholders. The Board has recently taken actions to address the Trust's discount that it believes are superior alternatives to the KIM proposal. The Board urges you to vote "NO" on the KIM proposal.

Mandatory Tenders at Specified Periods and with a Low Trigger May Damage the Trust.

The KIM proposal would have the Board adopt a policy that would, in essence, require the Trust to liquidate 10% of its assets in November and December of any year in which the mandatory tender conditions are triggered. This requirement would be operative without regard to the prevailing market conditions and the portfolio manager's judgment as to whether it is in the best interests of the Trust to liquidate 10% of its assets, and incur associated transaction costs, at the specified time to fund the self-tenders. Had this requirement been in place in 2007, the Trust would have had to sell assets into a very difficult market that might have required a sale of more than 10% of the Trust's assets to cover the cost of the mandatory tender. Moreover, under the KIM proposal, potential trading partners will know that the Trust is in a forced sale position, which may further increase the risk of such a sale adversely affecting the Trust's shareholders and arbitrageurs could take advantage of a mandatory tender requirement to the detriment of long term shareholders. Finally, during the pendency of a self-tender, the Trust will likely hold a greater than normal percentage of its net assets in cash and cash equivalents, which may adversely affect the Trust's ability to achieve its investment objective.

The Trust has the ability to purchase its shares in open market transactions,

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but "ONLY [emphasis added] when the Trust's shares are trading at a discount of 10% or more from the net asset value of the shares." This policy recognizes that repurchases by the Trust, while permitted, should only be considered when the Trust is trading at a significant discount. The policy also recognizes that, even in this circumstance, repurchases should not be required. Instead, they should be considered by the Board and MFS based on then current market conditions and other factors to determine whether such repurchases are warranted and would be in the best interest of shareholders. Finally, by providing that the repurchases will occur at market prices, the policy enables the Trust to provide liquidity to departing shareholders while at the same time building value for the remaining shareholders, who benefit from the difference between the Trust's net asset value per share and the price at which the Trust makes its repurchases.

The lower discount threshold for self-tenders proposed by KIM -- a 6% discount during the last quarter of the Trust's fiscal year -- and the mandatory nature of the proposed policy would mandate that these self-tenders occur on a predictable schedule, causing significant shrinkage of the Trust over time and a potential increase in the Trust's expense ratio because the Trust's fixed costs will be spread across a smaller asset base. In addition to the reduction in asset base, there would be significant costs to conducting the proposed tender offers, which would be borne by the Trust. MFS estimates that the Trust's annual expense ratio would increase by approximately 0.08% in the first year. Additionally, managers of closed-end Trusts are generally free to keep Trust assets fully invested and generating income for shareholders, because they need not worry about the prospect of daily redemptions as in an open-end Trust. If the KIM proposal were to be approved, in order to raise cash to fund the self-tender, portfolio securities must be sold that might not otherwise be sold at that time, possibly at unfavorable prices, and with significant transaction costs. This could negatively impact the return for long-term Trust shareholders.

Your Board has taken actions designed to reduce the discount.

KIM closes its supporting statement with a request that you vote for its proposal as a means of telling the Board that you want it to take action to address the discount. This statement ignores the various measures the Board has recently taken to address the discount. During 2007, the Board approved changes in investment strategy to permit the Trust to invest in higher yielding securities. The Board believes that this measure may increase the Trust's yield and result in a narrowing of the discount over time. The Board also authorized the adoption of a level-rate distribution plan, which began in January 2008, pursuant to which the Trust makes monthly distributions at a fixed rate of 8.5% of the Trust's average net asset value. The Board believes that this plan can also contribute to narrowing or eliminating the Trust's discount. Similar plans have been used by other closed-end funds to address their discounts. Finally, as part of its efforts to further manage the discount, the Board recently has authorized MFS to more aggressively engage in open market purchases of shares in a manner that is consistent with the Trust's registration statement.

It should be noted that when the Trust announced the adoption of the level-rate distribution plan, KIM wrote to the Trust commending the Board, indicating that it was pleased and that the "Board's actions reflect their commitment to address a persistently wide discount." Further, KIM stated its support of level distribution plans as an effective means of narrowing a fund's discount. Yet, only a few months later, KIM is claiming that the Board's efforts have been ineffective.

The Board believes more time is needed to measure the full impact of these changes. Already, the Trust's discount to NAV has begun to narrow. KIM's proposal notes that the Trust's average discount from April 30, 2006 to October 31, 2007 was 11.3%. As of June 24, 2008, after implementation of the investment strategy changes and the level-rate distribution plan, the Trust's discount was

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8.52%. Furthermore, these actions have occurred in the midst of persistent dislocations in the credit markets during the last year. The Board believes that the Trust's discount may narrow further as credit market conditions improve and will continue to monitor the Trust's discount and consider whether additional actions are warranted after the measures taken by the Board recently have had a sufficient chance to take effect.

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

THE TRUSTEES OF THE TRUST RECOMMEND THAT YOU VOTE AGAINST PROPOSAL 2.

TRUST INFORMATION

This section provides certain information about the Trust, including information about its investment adviser and administrator, independent registered public accounting firm, executive officers and the identity of persons holding more than 5% of the outstanding shares of any class of the Trust.

INVESTMENT ADVISER AND ADMINISTRATOR

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

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Independent Registered Public Accounting Firm and fiscal year end for the Trust are listed below:

| TRUST | INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | FISCAL YEAR END |
|-------------------------------|--|--------------------|
| MFS Intermediate Income Trust | Deloitte & Touche ("Deloitte") | October 31 |

The Independent Registered Public Accounting Firm has no direct or material indirect interest in the Trust.

Representatives of the Independent Registered Public Accounting Firm are expected to be present at the Meeting and will have an opportunity to make a statement if they desire to do so. Such representatives also are expected to be available to respond to appropriate questions.

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

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

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Based on this review and the review of other information and these and other discussions, the Audit Committee recommended to the Board of Trustees that the audited financial statements be included in the Trust's annual report to shareholders for the Trust's 2007 fiscal year for filing with the Securities and Exchange Commission.

Respectfully submitted for MFS Intermediate Income Trust by the Audit Committee as of December 18, 2007.

Robert E. Butler
William R. Gutow
J. Dale Sheratt
Laurie J. Thomsen
Robert W. Uek

To the extent required by applicable regulations, pre-approval by the Audit Committee of the Board is needed for all audit and permissible non-audit services rendered by the Independent Registered Public Accounting Firm to the Trust and all permissible non-audit services rendered by the Independent Registered Public Accounting Firm to MFS and any entity controlling, controlled by or under common control with MFS that provides ongoing services to the Trust (including MFS Service Center, Inc.) (each, a "Service Affiliate") if the services relate directly to the operations and financial reporting of the Trust. Pre-approval is currently on an engagement-by- engagement basis. In the event pre-approval of such services is necessary between regular meetings of the Audit Committee and it is not practical to wait to seek pre-approval at the next regular meeting of the Audit Committee, pre-approval of such services may be referred to the Chair of the Audit Committee; provided that the Chair may not pre-approve any individual engagement for such services exceeding \$50,000 or multiple engagements for such services in the aggregate exceeding \$100,000 between such regular meetings of the Audit Committee. Any engagement pre-approved by the Chair between regular meetings of the Audit Committee shall be presented for ratification by the entire Audit Committee at its next regularly scheduled meeting.

Schedule A attached hereto includes tables that set forth for the Trust's two most recent fiscal years, the fees billed by the Trust's Independent Registered Public Accounting Firm for (a) all audit and non-audit services provided directly to the Trust and (b) those non-audit services provided to the Trust's Service Affiliates that relate directly to the Trust's operations and financial reporting under the following captions:

- (i) Audit Fees - fees related to the audit and review of the financial statements included in annual reports and registration statements, and other services that are normally provided in connection with statutory and regulatory filings or engagements.
- (ii) Audit-Related Fees - fees related to assurance and related services that are reasonably related to the performance of the audit or review of financial statements, but not reported under "Audit Fees", including accounting consultations, agreed-upon procedure reports (inclusive of annual review of basic maintenance testing associated with the Preferred Shares), attestation reports, comfort letters and internal control reviews.
- (iii) Tax Fees - fees associated with tax compliance, tax advice and tax planning, including services relating to the filing or amendment of federal, state or local income tax returns, regulated investment company qualification reviews and tax distribution and analysis reviews.
- (iv) All Other Fees - fees for products and services provided to a Trust

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by the Independent Registered Public Accounting Firm other than those reported under "Audit Fees", "Audit- Related Fees" and "Tax Fees."

Schedule A attached hereto also sets forth the aggregate fees billed by each Independent Registered Public Accounting Firm for the Trust's two most recent fiscal years for non-audit services rendered to the Trust and the Trust's Service Affiliates.

The Audit Committee has considered whether the provision by the Trust's Independent Registered Public Accounting Firm of non-audit services to the Trust's Service Affiliates that were not pre-approved by the Audit Committee because such services did not relate directly to the operations and financial reporting of the Trust) was compatible with maintaining the independence of the Independent Registered Public Accounting Firm as the Trust's principal auditor.

EXECUTIVE OFFICERS

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

| NAME, DATE OF BIRTH | POSITION(S) HELD WITH TRUST | OFFICER SINCE (1) | PRINCIPAL OCCUPATION DURING THE PAST FIVE YEARS & DIRECTORSHIP |
|---|--|----------------------|---|
| OFFICERS | | | |
| Robert J. Manning(3) (born 10/20/63) | President | March 2008 | Massachusetts Financial Company, Chief Executive Officer, President, Chief Investment Officer and Director |
| Maria F. Dwyer(3) (born 12/1/58) | Treasurer | November 2005 | Massachusetts Financial Company, Executive Vice President, Chief Regulatory Officer (since November 2004), Chief Compliance Officer (November 2006); President of Fidelity Investments (2005 - 2008); Fidelity Research Company, Vice President (prior to March 2004); of Funds, President and Director (prior to March 2004) |
| Christopher R. Bohane(3) (born 01/18/74) | Assistant Secretary and Assistant Clerk | July 2005 | Massachusetts Financial Company, Vice President and Counsel (since April 2005); Kirkpatrick & Lockhart LLP, Associate (prior to April 2005) |
| Ethan D. Corey(3) (born 11/21/63) | Assistant Secretary and Assistant Clerk | July 2005 | Massachusetts Financial Company, Special Counsel (since December 2004); Dechert LLP, Counsel (prior to December 2004) |
| David L. DiLorenzo(3) | Assistant Treasurer | July 2005 | Massachusetts Financial Company, Assistant Treasurer |

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| | | | |
|--|--|----------------|---|
| (born 08/10/68) | | | Company, Vice President 2005); JP Morgan Invest Vice President (prior t |
| Timothy M. Fagan(3) (born 7/10/68) | Assistant Secretary and Assistant Clerk | September 2005 | Massachusetts Financial Company, Vice President Counsel (since Septembe Hancock Advisers, LLC, and Chief Compliance Of (September 2004 to Augu Senior Attorney (prior 2004); John Hancock Gro Vice President and Chie Officer (September 2004 2004) |
| Mark D. Fischer(3) (born 10/27/70) | Assistant Treasurer | July 2005 | Massachusetts Financial Company, Vice President 2005); JP Morgan Invest Company, Vice President 2005) |
| Brian E. Langenfeld(3) (born 03/7/73) | Assistant Secretary and Assistant Clerk | May 2006 | Massachusetts Financial Company, Vice President 2006); John Hancock Adv Assistant, Vice Preside (May 2005 to April 2006 Advisers, LLC, Attorney Secretary (prior to May |
| Ellen Moynihan(3) (born 11/13/57) | Assistant Treasurer | April 1997 | Massachusetts Financial Company, Senior Vice Pr |
| Susan S. Newton(3) (born 03/7/50) | Assistant Secretary and Assistant Clerk | May 2005 | Massachusetts Financial Company, Senior Vice Pr Associate General Couns April 2005); John Hanco LLC, Senior Vice Presid and Chief Legal Officer April 2005); John Hanco Funds, Senior Vice Pres Secretary and Chief Leg (prior to April 2005) |
| Susan A. Pereira(3) (born 11/5/70) | Assistant Secretary and Assistant Clerk | July 2005 | Massachusetts Financial Company, Vice President Counsel (since June 200 McCutchen LLP (law firm (prior to June 2004) |
| Mark N. Polebaum(3) (born 05/01/52) | Secretary and Clerk | January 2006 | Massachusetts Financial Company, Executive Vice General Counsel and Sec January 2006); Wilmer C Hale and Dorr LLP (law (prior to January 2006) |
| Frank L. Tarantino (born 03/07/44) | Independent Chief Compliance Officer | June 2004 | Tarantino LLC (providen services), Principal (s 2004); CRA Business Str (consulting services), President (April 2003 t |

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| | | | |
|---|--|----------------|--|
| | | | David L. Babson & Co. (adviser), Managing Director, Administrative Officer (prior to March 2003) |
| Richard S. Weitzel(3) (born 7/16/70) | Assistant Secretary and Assistant Clerk | October 2007 | Massachusetts Financial Company, Vice President, General Counsel (since President and Senior Counsel May 2004); Massachusetts Office of Business and Technology Counsel (February 2003 to April 2001); Massachusetts Office of General, Assistant Attorney General, Assistant Attorney General & Gray (law firm), Associate Counsel (April 2001 to April 2001) |
| James O. Yost(3) (born 06/12/60) | Assistant Treasurer | September 1990 | Massachusetts Financial Company, Senior Vice President |

- (1) Date first appointed to serve as officer of an MFS fund.
- (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 1940 Act, as a result of position held. The address of MFS is 500 Boylston Street, Boston, Massachusetts 02116.

The Trust's officers hold comparable positions with the 98 funds in the MFS Family of Funds as of December 31, 2007, and with certain affiliates of MFS. The address of each officer is MFS, 500 Boylston Street, Boston, Massachusetts 02116.

INTERESTS OF CERTAIN PERSONS

Schedule B attached hereto sets forth, as of August 4, 2008, to the best knowledge of the Trust, the shareholders who beneficially owned more than 5% of the outstanding shares of any class of such Trust.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

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

Based solely on a review of the copies of Forms 3, 4 and 5 and amendments thereto furnished to the Trust with respect to its most recent fiscal year for Trustees, directors and certain officers of the Trust and MFS and greater than ten percent beneficial owners, the Trust believes all Section 16(a) transactions were reported on a timely basis, except for the following filings: Thomas A. Bogart (Corporate Board Member) made a Form 3 filing for MFS Intermediate Income Trust on July 10, 2007; and Lawrence H. Cohn, M.D. (Independent Trustee) made a Form 4 filing for MFS Intermediate Income Trust on September 4, 2007. Dr. Cohn reported one transaction; Mr. Bogart reported no transactions. To the extent that any Form 3, 3A and 4 filings were not made on a timely basis, certain Form 5 (Annual Statement of Changes of Beneficial Ownership) filings were not filed on a timely basis as well.

LITIGATION

Since December 2003, MFS, MFS Fund Distributors, Inc., MFS Service Center,

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Inc., Sun Life Financial Inc., various MFS funds, certain current and/or former Trustees of the MFS funds, and certain officers of MFS have been named as defendants in multiple lawsuits filed in federal and state courts. The various lawsuits that are still pending generally allege that some or all of the defendants permitted or acquiesced in market timing and/or late trading in some of the MFS funds, and inadequately disclosed MFS' internal policies concerning market timing and such matters. The pending lawsuits assert that some or all of the defendants violated the federal securities laws, including the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Company Act of 1940, and the Investment Advisers Act of 1940, as well as fiduciary duties and other violations of common law. The pending lawsuits variously have been commenced as class actions or individual actions on behalf of investors who purchased, held, or redeemed shares of the MFS funds during specified periods, or as derivative actions on behalf of the MFS funds.

The lawsuits relating to market timing and related matters have been transferred to, and consolidated before, the United States District Court for the District of Maryland, as part of a multi-district litigation of market timing and related claims involving several other fund complexes (In re Mutual Funds Investment Litigation (Alger, Columbia, Janus, MFS, One Group, Putnam, Allianz Dresdner), No. 1:04-md-15863 (transfer began March 19, 2004)). The market timing cases related to the MFS funds include Riggs v. MFS et al., Case No. 04-CV-01162-JFM (consolidated class action complaint filed September 30, 2004), Hammerslough v. MFS et al., Case No. 04-MD-01620 (consolidated derivative complaint filed September 30, 2004), and Reaves v. MFS Series Trust I, et al., Case No. 1:05-CV-02220-JFM (complaint related to Class B Shares filed March 21, 2005). The plaintiffs in these consolidated lawsuits generally seek injunctive relief including removal of the named Trustees, adviser and distributor, rescission of contracts and 12b-1 Plans, disgorgement of fees and profits, monetary damages, punitive damages, attorney's fees and costs and other equitable and declaratory relief. 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 MFS funds. Several claims of the various lawsuits have been dismissed; MFS and other named defendants continue to defend the various lawsuits.

FURTHER INFORMATION ABOUT VOTING AND THE MEETING

MANNER OF VOTING PROXIES

All proxies received by management will be voted on all matters presented at the Meeting, and if not limited to the contrary, will be voted FOR the election of J. Atwood Ives, William R. Gutow, Michael Hegarty, and Robert W. Uek as Trustees of the Trust (if still available for election) and AGAINST the approval of Item 2.

All proxies received, including proxies that reflect (i) broker non-votes (i.e., shares held by brokers or nominees as to which (a) instructions have not been received from the beneficial owners or the persons entitled to vote, and (b) the broker or nominee does not have discretionary voting power on a particular matter), (ii) abstentions or (iii) the withholding of authority to vote for a nominee for election as Trustee, will be counted as shares that are present on a particular matter for purposes of determining the presence of a quorum for that matter. A majority of the Trust's outstanding shares entitled to be cast at the Meeting that are present in person or represented by proxy constitutes a quorum. With respect to the election of Trustees, neither broker non-votes nor abstentions nor withholding authority to vote have any effect on the outcome of the voting. With respect to Item 2, broker non-votes, abstentions, and withholding authority to vote will have the effect of voting against such item.

Each shareholder of the Trust is entitled to one vote for each share of the Trust that such shareholder owns at the close of business on August 4, 2008, on

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each matter on which the shareholder is entitled to vote. Each fractional share is entitled to a proportionate fractional vote.

The Trust will reimburse the record holders of its shares for their reasonable expenses incurred in sending proxy material to and obtaining voting instructions from beneficial owners.

If, because of any unexpected occurrence, any nominee is not available for election or if any other matters properly come before the Meeting, it is the Trust's intention that proxies not limited to the contrary will be voted in accordance with the judgment of the persons named in the enclosed form of proxy.

INSTRUCTIONS FOR VOTING PROXIES

The giving of a proxy will not affect a shareholder's right to vote in person should the shareholder decide to attend the Meeting. To vote by mail, please mark, sign, date and return the enclosed proxy card following the instructions printed on the card. Please refer to your proxy card for instructions for voting by telephone or internet.

SUBMISSION OF PROPOSALS

Proposals of shareholders which are intended to be presented at the 2009 Annual Meeting of Shareholders must be received by the Trust on or prior to April 23, 2009. The submission by a shareholder of a proposal for inclusion in the proxy materials does not guarantee that it will be included. Shareholder proposals are subject to certain requirements under the federal securities laws.

A shareholder who wishes to make a proposal at the 2009 Annual Meeting of Shareholders without including the proposal in the Trust's proxy statement must ensure that the proposal is received by the Trust in good order and in compliance with all applicable legal requirements and requirements set forth in the Trust's By-Laws and Declaration of Trust by May 1, 2009, at the Trust's principal office at 500 Boylston Street, Boston, Massachusetts 02116. The persons named as proxies for the 2008 Annual Meeting of Shareholders will have discretionary authority to vote on all matters presented at the meeting consistent with the SEC's proxy rules.

ADJOURNMENT

In the absence of a quorum at the Meeting, or (even if a quorum is so present) if sufficient votes in favor of a proposal set forth in the Notice of Annual Meeting are not received by the time scheduled for the Meeting, the persons named as proxies may propose one or more adjournments of the Meeting after the date set forth for the original Meeting, with no other notice than announcement at the Meeting, to permit further solicitation of proxies with respect to such proposal. In addition, if, in the judgment of the persons named as proxies, it is advisable to defer action on a proposal, the persons named as proxies may propose one or more adjournments of the Meeting with respect to such proposal. Any adjournment(s) with respect to a proposal will require the affirmative vote of a majority of the Shares of the Fund entitled to vote thereon present in person or represented by proxy at the session of the Meeting to be adjourned. The persons named as proxies will vote in favor of such adjournment those proxies which they are entitled to vote in favor of the proposal in question. They will vote against any such adjournment those proxies required to be voted against such proposal. The costs of any additional solicitation and of any adjourned session will be borne by the Fund. Any proposals for which sufficient favorable votes have been received by the time of the Meeting may be acted upon and, if so, such action will be final regardless of whether the Meeting is adjourned to permit additional solicitation with respect to any other proposal. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

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ADDITIONAL INFORMATION

The expense of the preparation, printing and mailing of the enclosed form of proxy, the Notice and this Proxy Statement, and any tabulation costs, will be borne by the Trust.

Only one copy of this Proxy Statement may be mailed to a household, even if more than one person in a household is a Trust shareholder of record, unless the Trust has received contrary instructions from one or more of the shareholders in such household. If you need additional copies of this Proxy Statement and you are the holder of record of your shares, please contact Altman at 1-866-207-3648. If your shares are held in broker street name please contact your financial intermediary to obtain additional copies of this Proxy Statement. If in the future you do not want the mailing of proxy statements to be combined with those for other members of your household or if you are receiving multiple copies of this Proxy Statement and do want the mailings to be combined with those for other members of your household, contact Computershare, in writing, at 250 Royall Street, Canton, Massachusetts, 02021, or by telephone at 1-800-637-2304, or contact your financial intermediary.

IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY

August 21, 2008

MFS(R) INTERMEDIATE INCOME TRUST

SCHEDULE A

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES

For the Trust's last two fiscal years, fees billed by the Trust's Independent Registered Public Accounting Firm for services provided directly to the Trust:

| TRUST | INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | AUDIT FEES | | AUDIT RELATED FEES | |
|-------------------------------|---|------------|----------|-----------------------|----------|
| | | 2007 | 2006 | 2007 | 2006 |
| | | | | | |
| MFS Intermediate Income Trust | Deloitte | \$48,508 | \$43,863 | \$10,000 | \$20,000 |

| TRUST | INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | TAX FEES | | ALL OTHER FEES | |
|-------------------------------|---|----------|---------|----------------|------|
| | | 2007 | 2006 | 2007 | 2006 |
| | | | | | |
| MFS Intermediate Income Trust | Deloitte | \$5,795 | \$8,200 | \$0 | \$0 |

For the Trust's last two fiscal years, fees billed by the Trust's Independent Registered Public Accounting Firm for services provided to the Trust's Service Affiliates that relate directly to the Trust's operations and financial reporting:

| INDEPENDENT REGISTERED | AUDIT RELATED |
|---------------------------|---------------|
|---------------------------|---------------|

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| TRUST | PUBLIC ACCOUNTING FIRM | FEES (1) | | TAX FEES (1) | | ALL OTHER FEES |
|--|------------------------------|-------------|-------------|--------------|------|----------------------|
| | | 2007 | 2006 | 2007 | 2006 | |
| Service Affiliates of MFS Intermediate Income Trust | Deloitte | \$1,177,035 | \$1,047,925 | \$0 | \$0 | \$582,000 |

(1) This amount reflects the fees billed to Service Affiliates of the Trust for non-audit services directly to the operations and financial reporting of the Fund (portions of which services are billed to the operations and financial reporting of all funds within the MFS funds complex).

During the periods indicated in the tables above, no services described under "Audit-Related Fees," "Tax Fees" or "All Other Fees" were approved pursuant to the de minimis exception set forth in paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

For the Trust's last fiscal year, no fees were billed by any Independent Registered Public Accounting Firm that would be disclosed under the caption "All Other Fees" to the Trust.

Aggregate fees billed by the Independent Registered Public Accounting Firm, for the Trust's two most recent fiscal years, for non-audit services rendered to the Trust and the Trust's Service Affiliates:

| TRUST | INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | 2007 | 2006 |
|---|--|-------------|-------------|
| MFS Intermediate Income Trust and its Service Affiliates | Deloitte | \$1,952,958 | \$1,481,100 |

SCHEDULE B

INTERESTS OF CERTAIN PERSONS

As of August 4, 2008, to the best knowledge of the Trust, the shareholders who beneficially owned more than 5% of the outstanding shares of the Trust are as follows:

| TRUST | NAME AND ADDRESS OF BENEFICIAL OWNER | TITLE OF CLASS | NUMBER OF OUTSTANDING SHARES BENEFICIALLY OWNED |
|----------------------------------|--|-------------------|---|
| MFS Intermediate Income Trust | Cede & Co. PO Box 20 Bowling Green Station New York, NY | Common | 110,728,231 |

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M F S(R)
INVESTMENT MANAGEMENT

CE-MIN-PRX-8/08

M F S(R)
INVESTMENT MANAGEMENT

MFS INVESTMENT MANAGEMENT
MFS(R) INTERMEDIATE INCOME TRUST
500 Boylston Street, Boston, Massachusetts 02116

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF TRUSTEES OF THE TRUST NOTICE OF THE 2008 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 9, 2008

The signer of this proxy card hereby appoints Christopher R. Bohane, Timothy M. Fagan, Mark D. Fischer, Brian E. Langenfeld, Susan S. Newton, and Susan A. Pereira and each of them separately, proxies, with power of substitution, and hereby authorizes each of them to represent, and to vote as designated on the reverse side, at the Meeting of Shareholders of the above-referenced Trust, on Thursday, October 9, 2008 at 10:30 a.m. Boston time, and at any adjournment thereof, all of the shares of the Trust that the undersigned would be entitled to vote if personally present. Shareholders of the Trust will vote separately on each item. Only a Trust's shareholders of record on August 4, 2008 will be entitled to vote at the Trust's Meeting of Shareholders.

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

PLEASE FOLD HERE AND RETURN ENTIRE BALLOT - DO NOT DETACH

MFS(R) INTERMEDIATE INCOME TRUST
2008 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 9, 2008

VOTE BY PHONE, BY MAIL OR VIA THE INTERNET!

Please be sure to sign and date this proxy. Please sign exactly as your name appears on this proxy. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.

CALL: TO VOTE YOUR PROXY BY PHONE, CALL 1-866-458-9858 AND ENTER THE 12-DIGIT CONTROL NUMBER FOUND ON THE REVERSE SIDE OF THIS PROXY BALLOT. THIS TOUCH-TONE VOTING LINE IS AVAILABLE 24 HOURS A DAY, SEVEN DAYS A WEEK.

LOG-ON: TO VOTE ON THE INTERNET GO TO WWW.PROXYONLINE.COM AND ENTER THE 12-DIGIT CONTROL NUMBER FOUND ON THE REVERSE SIDE OF THIS PROXY BALLOT.

PLEASE MARK YOUR VOTE ON THE

REVERSE OF THIS PROXY BALLOT.

MAIL: TO VOTE YOUR PROXY BY MAIL, CHECK THE APPROPRIATE VOTING BOX ON THE REVERSE SIDE OF THIS PROXY BALLOT, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE OR MAIL TO: THE ALTMAN

Shareholder sign here

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GROUP, P.O. BOX 238, LYNDBURST,
NJ 07071.

Joint owner sign here

Date:

IT IS IMPORTANT THAT PROXIES BE VOTED PROMPTLY.
EVERY SHAREHOLDER'S VOTE IS IMPORTANT.

MFS(R) INTERMEDIATE INCOME TRUST

CONTROL NUMBER

123456789123

WE NEED YOUR PROXY VOTE AS SOON AS POSSIBLE. YOUR PROMPT ATTENTION TO THIS
MATTER WILL HELP TO AVOID THE EXPENSE OF FURTHER SOLICITATION.

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

THE TRUSTEES OF YOUR TRUST RECOMMEND THAT YOU VOTE
IN FAVOR OF ITEM 1 AND AGAINST ITEM 2

PLEASE MARK THE BOXES BELOW IN BLUE OR BLACK INK.

| PROPOSALS | FOR | WITHHOLD | |
|---|-----|----------|---------|
| 1. ELECTION OF DIRECTORS: | | | |
| 01 - J. Atwood Ives | [] | [] | |
| 02 - William R. Gutow | [] | [] | |
| 03 - Michael Hegarty | [] | [] | |
| 04 - Robert W. Uek | [] | [] | |
| | FOR | AGAINST | ABSTAIN |
| 2. To act upon, if properly presented at the Meeting, a shareholder proposal that the Board of Trustees adopt a policy to conduct periodic tender offers for shares of the Trust. | [] | [] | [] |
| 3. To transact such other business as may properly come before the Meeting and any adjournments thereof. | | | |

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(BARCODE HERE)

(TAGID HERE)

(CUSIP HERE)