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MFS INTERMARKET INCOME TRUST I
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
THAN THE REGISTRANT

CHECK THE APPROPRIATE BOX:

- Preliminary Proxy Statement
 Confidential for Use of the Commission Only (as permitted
by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

MFS(R) High Income Municipal Trust
MFS(R) High Yield Municipal Trust
MFS(R) Intermarket Income Trust I
MFS(R) Intermediate High Income Fund
MFS(R) Investment Grade Municipal Trust

(Name of Registrant as Specified in its Charter)

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

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

- No fee required.
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- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total Fee Paid:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount previously paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:

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4) Date Filed:

M F S (R)
INVESTMENT MANAGEMENT

MFS High Income Municipal Trust
MFS High Yield Municipal Trust
MFS Investment Grade Municipal Trust
MFS Intermarket Income Trust
MFS Intermediate High Income Fund
500 Boylston Street
Boston, MA 02116

August 21, 2008

Dear Shareholder,

Enclosed with this letter are materials related to the Annual Meeting of Shareholders of your Fund which will be held on October 9th, 2008.

I want to be certain you know that this year's annual shareholder meeting includes matters that each shareowner must personally vote upon. That means if you do not return your proxy, your vote will not be counted on certain matters being considered at the meeting.

Approval of one of the proposals being considered at this year's meeting requires a vote by 66 2/3% of the Fund's shares -- a higher number than required for routine proposals. Therefore, it is very important that you take the time to review the enclosed materials and to promptly return the proxy/voting form in the enclosed postage-paid envelope or follow the instructions on your proxy card to vote by telephone or internet.

Please keep in my mind that you will receive additional proxy material from the Fund and/or phone calls from the proxy solicitor or other agents, until you return your proxy. Those shareholders who promptly return their proxy/voting form will NOT receive follow-up materials or calls; shareholders who do not return their voting form WILL receive additional mailings and/or phone calls.

We apologize in advance for any inconvenience resulting from these solicitation efforts. Nonetheless we must seek approval of our shareholders for certain actions that your Trustees have recommended and we need your vote.

You can help your fund by promptly returning your vote. Your action will help to keep solicitation expenses to a minimum. If you have any questions about this matter, please call 1-888-605-8354.

Thank you for your continued support and prompt action.

Sincerely,

/s/ Robert J. Manning

Robert J. Manning, President

MFS (R) HIGH INCOME MUNICIPAL TRUST
MFS (R) HIGH YIELD MUNICIPAL TRUST
MFS (R) INTERMARKET INCOME TRUST I
MFS (R) INTERMEDIATE HIGH INCOME FUND

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MFS(R) INVESTMENT GRADE MUNICIPAL 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 each of the above referenced trusts (each, a "Trust" or "Fund" and collectively, the "Trusts" or "Funds") will be held at 500 Boylston Street, Boston, Massachusetts 02116, at 9:30 a.m. on Thursday, October 9, 2008, for the following purposes:

- ITEM 1. To elect Trustees to the Board of Trustees of each Trust as outlined below:
- a. for each of MFS InterMarket Income Trust I and MFS Intermediate High Income Trust:
 - i) four Trustees, J. Atwood Ives, William R. Gutow, Michael Hegarty and Robert W. Uek, to be elected by shareholders of each Trust;
 - b. for MFS High Income Municipal Trust, MFS High Yield Municipal Trust and MFS Investment Grade Municipal Trust:
 - i) three Trustees, William R. Gutow, Michael Hegarty and Robert W. Uek, to be elected by the holders of common shares and preferred shares of the Trust, voting together as a single class; and
 - ii) two Trustees, J. Atwood Ives and Laurie J. Thomsen, to be elected by the holders of preferred shares only, voting as a separate class.
- ITEM 2. To approve an Amended and Restated Declaration of Trust for each Trust; and
- ITEM 3. To amend or remove certain fundamental investment policies of the Trusts; and
- ITEM 4. For MFS Intermarket Income Trust I only, to approve a proposal to make non-fundamental an investment policy of the Trust; and
- ITEM 5. To transact such other business as may properly come before the Meeting and any adjournment(s) or postponement(s) thereof.

It is anticipated that each Trust will hold its meeting simultaneously with each other trust. Shareholders of each Trust will vote separately on each item.

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

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

By order of the Board of Trustees

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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 9:29 A.M., EASTERN TIME, ON THE DATE OF THE MEETING, 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.

MFS(R) HIGH INCOME MUNICIPAL TRUST
MFS(R) HIGH YIELD MUNICIPAL TRUST
MFS(R) INTERMARKET INCOME TRUST I
MFS(R) INTERMEDIATE HIGH INCOME FUND
MFS(R) INVESTMENT GRADE MUNICIPAL 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 High Income Municipal Trust, MFS High Yield Municipal Trust, MFS InterMarket Income Trust I, MFS Intermediate High Income Fund, and MFS Investment Grade Municipal Trust (each, a "Trust" or "Fund" and collectively, the "Trusts" or "Funds") to be used at the Meeting of Shareholders of each Trust (each, a "Meeting") to be held at 9:30 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, Computershare Trust Company, N.A., ("Computershare") 250 Royall Street, Canton, Massachusetts, 02021, or delivered at a Meeting. On August 4, 2008, the following number of shares were outstanding for each Trust:

TRUST	# OF COMMON SHARES OUTSTANDING	# OF PREFERRED SHARES OUTSTANDING
MFS High Income Municipal Trust	31,267,528	4,800
MFS High Yield Municipal Trust	27,849,945	3,600
MFS InterMarket Income Trust I	11,009,000	N/A
MFS Intermediate High Income Fund	21,003,495	N/A
MFS Investment Grade Municipal Trust	11,509,000	2,400

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. Each Trust will vote separately on each item; votes of multiple Trusts will not be aggregated.

The mailing address of each Trust is 500 Boylston Street, Boston, Massachusetts 02116. Solicitation of proxies is being made by the mailing of this Notice and Proxy Statement with its enclosures on or about August 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 role solicitation, are borne by each Trust.

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The Trust has engaged Computershare 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 \$44,232 and may increase substantially in the event that any vote is contested or increased solicitation effects are required.

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

SUMMARY OF ITEMS

Item No.	Item Description	Trust
1.a.(i)	Election of J. Atwood Ives, William R. Gutow, Michael Hegarty, and Robert W. Uek as Trustees of the Trust	MFS Intermarket Income Trust I MFS Intermediate High Income Fund
1.b.(i)	Election of William R. Gutow, Michael Hegarty, and Robert W. Uek as Trustees of the Trust	Common and Preferred Shareholders of MFS High Income Municipal Trust MFS High Yield Municipal Trust MFS Investment Grade Municipal Trust
1.b.(ii)	Election of J. Atwood Ives and Laurie J. Thomsen as Trustees of the Trust	Preferred Shareholders of MFS High Income Municipal Trust MFS High Yield Municipal Trust MFS Investment Grade Municipal Trust
2.	Approval of an Amended and Restated Declaration of Trust	MFS Intermarket Income Trust I MFS Intermediate High Income Fund MFS High Income Municipal Trust MFS High Yield Municipal Trust MFS Investment Grade Municipal Trust
3.	Amendment or removal of certain fundamental investment policies of the Trust	MFS Intermarket Income Trust I MFS Intermediate High Income Fund MFS High Income Municipal Trust MFS High Yield Municipal Trust MFS Investment Grade Municipal Trust
4.	Approval of a proposal to make non-fundamental an investment policy of the Trust	MFS Intermarket Income Trust I

ITEM 1 -- ELECTION OF TRUSTEES

The Board of Trustees, which oversees each Trust, provides broad supervision over the affairs of each Trust. Those Trustees who are not "interested persons" (as defined in the Investment Company Act of 1940, as amended (the "1940 Act"))

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of your Trust or of MFS are referred to as "Independent Trustees" throughout this Proxy Statement. MFS is responsible for the investment management of each Trust's assets and for providing a variety of other administrative services to each Trust. The officers of each Trust are responsible for its operations.

The Board has fixed the number of Trustees of each Trust at twelve. Under the provisions of each Trust's Declaration of Trust, the Trustees are divided into three classes, each having a term of three years.

For each of MFS InterMarket Income Trust I and MFS Intermediate High Income Trust, the Nominating 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 such Trust, to hold office until his successor is elected and qualified. Each nominee is presently a Trustee of MFS InterMarket Income Trust I and MFS Intermediate High Income Trust and has agreed to serve as a Trustee of each Trust if elected. The Board of Trustees recommends that you vote in favor of their election.

For each of MFS High Income Municipal Trust, MFS High Yield Municipal Trust and MFS Investment Grade Municipal Trust, the Nomination and Compensation Committee has selected and nominated, and recommended that the Board nominate, for election by holders of common shares and preferred shares, voting together as a single class, 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) to hold office until his successor is elected and qualified. The Nomination and Compensation Committee has also selected and nominated, and recommended that the Board nominate, for election by holders of preferred shares only, voting as a separate class, J. Atwood Ives and Laurie J. Thomsen, for a term that will expire at the next annual meeting of shareholders (or special meeting in lieu thereof) of each Trust to hold office until his or her successor is elected and qualified. The Board of Trustees has nominated such individuals. Each nominee is presently a Trustee of each of MFS High Income Municipal Trust, MFS High Yield Municipal Trust and MFS Investment Grade Municipal Trust and has agreed to serve as a Trustee of each 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 and Ms. Thomsen. 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 a Trust. Under the terms of each 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 each Trust, including their principal occupations, which, unless specific dates are shown, are of more than five years duration, although the titles may not have been the same throughout.

NAME, DATE OF BIRTH	POSITION(S) HELD WITH TRUST	TRUSTEE SINCE(1)	TERM EXPIRING	PRINCIPAL DURING THE OTHER DI
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INTERESTED TRUSTEES

Robert J. Manning(3); (born 10/20/63)	Trustee	June 2007	2010	Massachusetts Services Com Executive Of Chief Invest Director
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Robert C. Pozen(3) (born 08/08/46)	Trustee	June 2007	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
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INDEPENDENT TRUSTEES

J. Atwood Ives (born 05/01/36)	Trustee and Chair of Trustees	June 2007	2009(4) and 2011(5)	Private inve Enterprises services com Trustee and Officer (unt
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Robert E. Butler(6) (born 11/29/41)	Trustee	June 2007	2009	Consultant - compliance m 2002); Price LLP (profess firm), Partn
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Lawrence H. Cohn, M.D. (born 03/11/37)	Trustee	June 2007	2010	Brigham and Chief of Car (until 2005) School, Prof Surgery; Phy Medical Devi Partners Hea
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David H. Gunning (born 05/30/42)	Trustee	June 2007	2009	Retired; Cle (mining prod provider), V Director (un Portman Limi Director (si Encinitos Ve investment c (1997 to Apr Electric Hol (welding equ manufacturer
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William R. Gutow (born 09/27/41)	Trustee	June 2007	2011	Private investment estate consultant; Entertainment Company (vice president); Vice Chairman of Tan (tanning); Chairman (since 2007)
Michael Hegarty (born 12/21/44)	Trustee	June 2007	2011	Retired; AXA (financial services insurance), Chief Operating Officer (until May 2001); T. Assurance Society; President and Chief Officer (until 2001)
Lawrence T. Perera (born 06/23/35)	Trustee	June 2007	2010	Hemenway & B. Partner
J. Dale Sherratt (born 09/23/38)	Trustee	June 2007	2009	Insight Resources (acquisition specialists); Wellfleet Investments (investor in companies), Partner (since Cambridge Nuclear (professional products), Chief Officer (until 2009)
Laurie J. Thomsen (born 08/05/57)	Trustee	June 2007	2009(4) and 2011(5)	New Profit, philanthropy (2006); Private Venture Partners (capital), Co-General Partner (2004); The Trust (commercial insurance),
Robert W. Uek (born 05/18/41)	Trustee	June 2007	2011	Retired (since Pricewaterhouse (professional Partner (until Consultant to company industry TT International fund complex until 2005); Investment Trust (mutual fund (2000 until

-
- (1) Each Trustee has served continuously since appointment unless indicated otherwise.
 - (2) Directorships or trusteeships of companies required to report to the Securities and Exchange Commission ("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, in its position with MFS. The address of MFS is 500 Boylston Street, Boston, Massachusetts 02116.

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- (4) For MFS High Income Municipal Trust, MFS High Yield Municipal Trust and MFS Investment Grade
- (5) For MFS InterMarket Income Trust I and MFS Intermediate High Income Fund.
- (6) 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 cons 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 each 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 26.

REQUIRED VOTE. For MFS InterMarket Income Trust I and MFS Intermediate High Income Fund, approval of this matter as to any nominee will require the affirmative vote of a plurality of each Trust's outstanding common shares voting at the Meeting in person or by proxy. For MFS High Income Municipal Trust, MFS High Yield Municipal Trust, and MFS Investment Grade Municipal Trust, approval of this proposal as to Messrs. Gutow, Hegarty and Uek will require the affirmative vote of a plurality of each Trust's outstanding preferred and common shares, voting together as a single class, at the meeting in person or by proxy, and approval of this proposal as to Mr. Ives and Ms. Thomsen will require the affirmative vote of a plurality of each Trust's outstanding preferred shares, voting as a separate class, at the meeting in person or by proxy.

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

COMMITTEES

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

NAME OF COMMITTEE	NUMBER OF MEETINGS IN LAST FISCAL YEAR(1)	FUNCTIONS	CURREN MEMBERS
AUDIT COMMITTEE	3	Oversees the accounting and auditing procedures of each Trust and, among other things, considers the selection of the independent accountants for each Trust and the scope of the audit, and considers the effect on the independence of	Butler*(3), Sherratt*, and Uek*(3)

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those accountants of any non-audit services such accountants provide to each 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 each Trust regarding accounting, internal 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 each Trust's investment adviser, administrator, principal underwriter or any other provider of accounting-related services to each Trust.

COMPLIANCE AND GOVERNANCE 3
COMMITTEE

Oversees the development and implementation of each Trust's regulatory and fiduciary compliance policies, procedures and practices under the 1940 Act and other applicable laws as well as oversight of compliance policies of each Trust's investment adviser and certain other service providers as they relate to Trust activities. Each 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
Sherratt*

CONTRACTS REVIEW 2
COMMITTEE

Requests, reviews and considers the information deemed reasonably necessary to evaluate the terms of the investment advisory and principal underwriting agreements and the Plan of Distribution under Rule 12b-1 that each Trust proposes to renew or continue, and to make its recommendations to the full Board of Trustees on these matters.

All Indepen
of the Boar
Cohn, Gunni
Hegarty, Iv
Sherratt, T
Uek)

NOMINATION AND 0
COMPENSATION COMMITTEE

Recommends qualified candidates to the Board in the event that a position is vacated or created. The Committee will consider recommendations by shareholders when a vacancy exists. Shareholders Uek) wishing to recommend candidates for Trustee for

All Indepen
of the Boar
Cohn, Gunni
Hegarty, Iv
Sherratt, T
Uek)

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consideration by the Committee may do so by writing to the Trust's Secretary at the principal executive office of each Trust. Such recommendations must be accompanied by biographical and occupational data on the candidate (including whether the candidate would be an "interested person" of each 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 each 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 3

Oversees the policies, procedures, and practices of each 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 each 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 each Trust.

Cohn*, Gunn
Hegarty* and

PRICING COMMITTEE 3

Oversees the determination of the value of the portfolio securities and other assets held by each 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

Hegarty*
Thomsen*

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each 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 each 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 3
COMMITTEE

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

Butler, Gun
Sherratt*,
Uek*

- (1) Number of meetings held during the period beginning June 30, 2007, the effective date of the advisory agreement between each Trust and MFS, through the Trusts' fiscal year end, November. Prior to June 30, 2007, each Trust was overseen by a different board.
- (2) Information about each committee member is set forth above on pages 3, 4 and 5. Although Mr. member of all Committees of the Board, he is invited to and attends many of the Committees' capacity as Chair of the Trustees.
- (3) 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 each of the Trusts is reviewed by the Trustees at each meeting and more in-depth reviews of particular Trusts are conducted by the Trustees throughout the year. The current Board of the Trusts held 4 Board meetings during the fiscal year ended November 30, 2007. Each Trustee attended at least 75% of the Board and applicable committee meetings for which he/she was eligible for each Trust.

AUDIT COMMITTEE

Each 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. Each Trust's Audit Committee's report on the Trust's most recent audited financials is included below under the heading "Independent Registered Public Accounting Firm". Each 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

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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.

Each 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 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 each Trust's 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 applicable 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 Trusts' 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 a Trust.

SHARE OWNERSHIP

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

The following table shows the dollar range of equity securities beneficially owned by each nominee or Trustee (a) of each 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

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NAME OF TRUSTEE	INDIVIDUAL TRUST NAME	AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN THE TRUST	AGGR SE AL O TO B T
INTERESTED TRUSTEES			

Robert J. Manning	MFS High Income Municipal Trust	N	
	MFS High Yield Municipal Trust	N	
	MFS InterMarket Income Trust I	N	
	MFS Intermediate High Income Fund	N	
	MFS Investment Grade Municipal Trust	N	
Robert C. Pozen	MFS High Income Municipal Trust	N	
	MFS High Yield Municipal Trust	N	
	MFS InterMarket Income Trust I	N	
	MFS Intermediate High Income Fund	N	
	MFS Investment Grade Municipal Trust	N	
INDEPENDENT TRUSTEES			

Robert E. Butler	MFS High Income Municipal Trust	N	
	MFS High Yield Municipal Trust	N	
	MFS InterMarket Income Trust I	N	
	MFS Intermediate High Income Fund	N	
	MFS Investment Grade Municipal Trust	N	
Lawrence H. Cohn, M.D.	MFS High Income Municipal Trust	N	
	MFS High Yield Municipal Trust	N	
	MFS InterMarket Income Trust I	N	
	MFS Intermediate High Income Fund	N	
	MFS Investment Grade Municipal Trust	N	
David H. Gunning	MFS High Income Municipal Trust	N	
	MFS High Yield Municipal Trust	N	
	MFS InterMarket Income Trust I	N	
	MFS Intermediate High Income Fund	N	
	MFS Investment Grade Municipal Trust	N	
William R. Gutow	MFS High Income Municipal Trust	N	
	MFS High Yield Municipal Trust	N	
	MFS InterMarket Income Trust I	N	
	MFS Intermediate High Income Fund	N	
	MFS Investment Grade Municipal Trust	N	
Michael Hegarty	MFS High Income Municipal Trust	N	
	MFS High Yield Municipal Trust	N	
	MFS InterMarket Income Trust I	N	
	MFS Intermediate High Income Fund	N	
	MFS Investment Grade Municipal Trust	N	
J. Atwood Ives	MFS High Income Municipal Trust	N	
	MFS High Yield Municipal Trust	N	
	MFS InterMarket Income Trust I	N	
	MFS Intermediate High Income Fund	N	
	MFS Investment Grade Municipal Trust	N	

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Lawrence T. Perera	MFS High Income Municipal Trust	N
	MFS High Yield Municipal Trust	N
	MFS InterMarket Income Trust I	N
	MFS Intermediate High Income Fund	N
	MFS Investment Grade Municipal Trust	N
J. Dale Sherratt	MFS High Income Municipal Trust	N
	MFS High Yield Municipal Trust	N
	MFS InterMarket Income Trust I	N
	MFS Intermediate High Income Fund	N
	MFS Investment Grade Municipal Trust	N
Laurie J. Thomsen	MFS High Income Municipal Trust	N
	MFS High Yield Municipal Trust	N
	MFS InterMarket Income Trust I	N
	MFS Intermediate High Income Fund	N
	MFS Investment Grade Municipal Trust	N
Robert W. Uek	MFS High Income Municipal Trust	N
	MFS High Yield Municipal Trust	N
	MFS InterMarket Income Trust I	N
	MFS Intermediate High Income Fund	N
	MFS Investment Grade Municipal Trust	N

SHAREHOLDER COMMUNICATIONS WITH THE BOARD OF TRUSTEES

The Board of Trustees of each Trust has adopted procedures by which shareholders may send communications to the Board. Shareholders may mail written communications to the Board of Trustees, [Name of 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. Each 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. Each Trust's 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.

Each Trust's Declaration of Trust currently provides that the Trust will indemnify its Trustees and officers against liabilities and expenses incurred in connection with litigation in which they may be involved because of their offices with the Trust, unless it is finally adjudicated or, in case of a settlement, it has been determined by Trustees not involved in the matter or

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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 each Trust for the fiscal year ended November 30, 2007. Interested Trustees receive no compensation from a Trust for their services as Trustees.

NAME OF TRUSTEE	INDIVIDUAL TRUST NAME	TRUSTEE FEES FROM TRUST(1)	RETIREMENT BENEFITS ACCRUED AS PART OF FUND EXPENSE	TOTAL CASH COMPENSATION FROM TRUST AND FUND COMPLEX(2)
Robert E. Butler	MFS High Income Municipal Trust	\$1,200	N/A	\$229,619
	MFS High Yield Municipal Trust	\$ 938	N/A	
	MFS InterMarket Income Trust I	\$ 600	N/A	
	MFS Intermediate High Income Fund	\$ 525	N/A	
	MFS Investment Grade Municipal Trust	\$ 713	N/A	
Lawrence H. Cohn, M.D.	MFS High Income Municipal Trust	\$1,200	N/A	\$228,509
	MFS High Yield Municipal Trust	\$ 938	N/A	
	MFS InterMarket Income Trust I	\$ 600	N/A	
	MFS Intermediate High Income Fund	\$ 525	N/A	
	MFS Investment Grade Municipal Trust	\$ 713	N/A	
David H. Gunning	MFS High Income Municipal Trust	\$1,200	N/A	\$248,508
	MFS High Yield Municipal Trust	\$ 938	N/A	
	MFS InterMarket Income Trust I	\$ 600	N/A	
	MFS Intermediate High Income Fund	\$ 525	N/A	
	MFS Investment Grade Municipal Trust	\$ 713	N/A	
William R. Gutow	MFS High Income Municipal Trust	\$1,200	N/A	\$228,509
	MFS High Yield Municipal Trust	\$ 938	N/A	
	MFS InterMarket Income Trust I	\$ 600	N/A	
	MFS Intermediate High Income Fund	\$ 525	N/A	

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	MFS Investment Grade Municipal Trust	\$ 713	N/A	
Michael J. Hegarty	MFS High Income Municipal Trust	\$1,200	N/A	\$226,509
	MFS High Yield Municipal Trust	\$ 938	N/A	
	MFS InterMarket Income Trust I	\$ 600	N/A	
	MFS Intermediate High Income Fund	\$ 525	N/A	
	MFS Investment Grade Municipal Trust	\$ 713	N/A	
J. Atwood Ives	MFS High Income Municipal Trust	\$1,200	N/A	\$302,509
	MFS High Yield Municipal Trust	\$ 938	N/A	
	MFS InterMarket Income Trust I	\$ 600	N/A	
	MFS Intermediate High Income Fund	\$ 525	N/A	
	MFS Investment Grade Municipal Trust	\$ 713	N/A	
Lawrence T. Perera	MFS High Income Municipal Trust	\$1,200	N/A	\$226,953
	MFS High Yield Municipal Trust	\$ 938	N/A	
	MFS InterMarket Income Trust I	\$ 600	N/A	
	MFS Intermediate High Income Fund	\$ 525	N/A	
	MFS Investment Grade Municipal Trust	\$ 713	N/A	
J. Dale Sherratt	MFS High Income Municipal Trust	\$1,200	N/A	\$268,507
	MFS High Yield Municipal Trust	\$ 938	N/A	
	MFS InterMarket Income Trust I	\$ 600	N/A	
	MFS Intermediate High Income Fund	\$ 525	N/A	
	MFS Investment Grade Municipal Trust	\$ 713	N/A	
Laurie J. Thomsen	MFS High Income Municipal Trust	\$1,200	N/A	\$248,508
	MFS High Yield Municipal Trust	\$ 938	N/A	
	MFS InterMarket Income Trust I	\$ 600	N/A	
	MFS Intermediate High Income Fund	\$ 525	N/A	
	MFS Investment Grade Municipal Trust	\$ 713	N/A	
Robert W. Uek	MFS High Income Municipal Trust	\$1,200	N/A	\$254,142
	MFS High Yield Municipal Trust	\$ 938	N/A	

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MFS InterMarket Income Trust I	\$ 600	N/A
MFS Intermediate High Income Fund	\$ 525	N/A
MFS Investment Grade Municipal Trust	\$ 713	N/A

-
- (1) For the period beginning June 30, 2007, the effective date of the investment advisory agreement between the Trust and MFS, through each Trust's fiscal year end. Prior to June 30, 2007, each Trust was overseen by a different board.
 - (2) For calendar year 2007. MFS Trustees receiving compensation from each Trust served as Trustee of 98 funds within the MFS Fund Complex (having aggregate net assets at December 31, 2007 of approximately \$106 billion).

ITEM 2 -- TO APPROVE AN AMENDED AND RESTATED DECLARATION OF TRUST

Each Trust, like other investment companies, is subject to comprehensive federal laws and regulations (in particular to the 1940 Act) and to state laws. The Trusts are subject to Massachusetts law because each Trust is a Massachusetts business trust. Under Massachusetts law, a business trust generally operates under an organizational document, usually called a declaration of trust, which sets forth various provisions relating primarily to the authority and governance of the business trust. Each Trust currently operates under its own agreement and declaration of trust (each, a "Current Declaration").

The Board recommends that shareholders of each Trust vote to approve an Amended and Restated Declaration of Trust for their Trust (each a "Revised Declaration"). In June 2007, each Trust became part of the MFS family of funds and the Board believes that, in order to increase the efficiency of administration of the Funds by MFS, it is in the best interests of shareholders to conform the Current Declaration of each Fund to the form of declaration of trust used for other closed-end funds advised by MFS.

Adoption of a Revised Declaration for each Trust will not alter any Trust's current investments or investment policies.

A description of the material differences between each Current Declaration and the form of proposed Revised Declaration is set forth in Schedule D.

If this Proposal 2 is approved by the shareholders of a Trust, the Revised Declaration will become effective when a majority of the trustees of that Trust has signed the Revised Declaration. Each Trust currently anticipates that, if the requisite shareholder approvals are obtained, the Revised Declaration for such Trust will become effective on November 1, 2008.

The foregoing discussion and the summary set forth in Schedule D hereto are qualified in their entirety by reference to the form of Revised Declaration which is attached hereto in Schedule E.

MFS intends to propose to the Trustees of each Trust that the bylaws of the Trust be amended to conform them more closely to the bylaws of the other closed-end funds advised by MFS. Unlike the Current Declarations, the proposed form of Revised Declaration does not address quorum requirements for shareholder meetings. MFS has advised the Board that the amended bylaws of the Trusts will address quorum requirements for shareholder meetings. MFS has also advised the Board that each Trust's quorum for shareholder meetings will not

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change upon the adoption of amended by-laws.

REQUIRED VOTE AND BOARD RECOMMENDATION

For each of the MFS High Income Municipal Trust, MFS Investment Grade Municipal Trust and MFS High Yield Municipal Trust, approval of a Revised Declaration for each Trust requires the affirmative vote of at least 66.32.-92/.33% of the common shares and preferred shares of each Trust entitled to vote, voting together as a single class.

For each of MFS InterMarket Income Trust I and MFS Intermediate High Income Fund, approval of a Revised Declaration for each Trust requires the affirmative vote of at least 66.32.-92/.33% of the outstanding common shares of such Trust entitled to vote.

If the shareholders of a Trust fail to approve a Revised Declaration for such Trust, the Trust's Current Declaration will remain in effect.

THE BOARD, INCLUDING THE INDEPENDENT TRUSTEES, UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR PROPOSAL 2.

ITEM 3 -- TO AMEND OR REMOVE CERTAIN FUNDAMENTAL INVESTMENT POLICIES OF THE TRUSTS

Each Trust has certain investment restrictions or policies that are "fundamental," meaning that as a matter of law they cannot be changed without shareholder approval. Some of the fundamental policies adopted by the Trusts reflect certain regulatory business or industry conditions applicable at the time of the policies' adoption.

Each Trust's Board of Trustees, together with the Trust's officers and MFS, have reviewed the Trust's current fundamental policies, and have concluded that certain policies should be revised or eliminated based on the development of new practices and changes in applicable law and to facilitate administration of the Trust. At the Meeting, shareholders will be asked to approve the revision or elimination of these policies.

The revised policies maintain important investor protections while providing flexibility to respond to changing markets, new investment opportunities and changes in applicable law. In some cases, only technical changes are being made. The Trustees believe that implementing the revised policies will facilitate MFS's management of the Trusts' assets and simplify the process of monitoring compliance with investment policies. The revised policies (with variations required by the specific investment focus of a Trust) are the standard form for other funds in the MFS fund complex.

The revised policies do not affect the investment objectives of the Trusts, which remain unchanged. The Trusts will continue to be managed in accordance with the investment policies described in their registration statements and annual reports and in accordance with federal law. As described below, some of the revised policies would give the Trusts increased ability to engage in certain activities. The Trustees and MFS do not anticipate that the revised policies, individually or in the aggregate, will change to a material degree the level of investment risk associated with an investment in any Trust.

Each investment policy proposed to be revised or eliminated is discussed below. The Trusts affected by the proposed changes are listed in italics at the beginning of each section. In addition, Schedule C lists each Trust's current fundamental investment policies and the proposed fundamental policies that will apply to the Trust if shareholders of the Trust approve this proposal. Please

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consult the proxy card included with this proxy statement to determine which Trust you own.

A. BORROWING AND ISSUANCE OF SENIOR SECURITIES

Changes proposed for all Trusts

It is proposed that each Trust's policy concerning borrowing money and issuing senior securities be changed so that the policy is consistent with that of other funds within the MFS funds complex. MFS and the Trustees believe that the technical changes being made to this policy will not result in any material changes to the policy. The proposed policy reads as follows:

The Trust may not:

(a) borrow money except to the extent not prohibited by the 1940 Act and exemptive orders granted under such Act.

(b) issue any senior securities except to the extent not prohibited by the 1940 Act and exemptive orders granted under such Act; for purposes of this restriction, collateral arrangements with respect to any type of swap, option, Forward Contracts and Futures Contracts and collateral arrangements with respect to initial and variation margin are not deemed to be the issuance of a senior security;

Both the current and proposed policies allow the Trusts to borrow money and issue senior securities in accordance with the Investment Company Act of 1940 (the "1940 Act"). In addition, the proposed policy would allow the Trusts to borrow money and issue senior securities in accordance with any exemptive orders granted to the Trusts by the Securities and Exchange Commission ("SEC"). Further, the revised policy would specifically state that collateral arrangements with respect to swaps, options, futures, forwards, and variation margin are not deemed to be the issuance of a senior security. This does not represent a change in how MFS currently views these collateral arrangements, but will ensure that the current practice is clearly described in a manner consistent with that of the other MFS funds.

B. UNDERWRITING SECURITIES

Changes proposed for all Trusts

It is proposed that each Trust's policy concerning underwriting securities be changed so that the policy is consistent with that of other funds within the MFS funds complex. The proposed policy reads as follows:

The Trust may not:

underwrite securities issued by other persons, except that all or any portion of the assets of the Trust may be invested in one or more investment companies, to the extent not prohibited by the 1940 Act and exemptive orders granted under such Act, and except insofar as the Trust may technically be deemed an underwriter under the Securities Act of 1933, as amended, in selling a portfolio security.

Both the current and proposed policies allow the Trusts to underwrite securities to the extent that the Trusts are deemed to be underwriters in connection with the sales of portfolio securities held by the Trusts. In addition, the proposed policy provides that all or any portion of the assets of a Trust may be invested in one or more investment companies, to the extent not prohibited by the 1940 Act and exemptive orders granted under such Act. Under the Trusts' proposed Declarations of Trust (see proposal in Item 2), the Trustees have the power to implement a master/feeder, fund of funds or other similar structure without seeking shareholder approval. While the Trustees have no current intention of implementing a master/feeder, fund of funds or other similar structure at this time, the proposed policy would specifically permit

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the use of these structures were the Trustees to determine that their implementation would be in the best interest of a Trust at a future date.

C. LENDING OF MONEY OR SECURITIES

Changes proposed for all Trusts

It is proposed that each Trust's policy concerning lending money or securities be changed so that the policy is consistent with that of other funds within the MFS funds complex. The proposed policy reads as follows:

The Trust may not:

make loans except to the extent not prohibited by the 1940 Act and exemptive orders granted under such Act.

Both the current and proposed policies allow the Trusts to lend securities and to make loans through the purchase of debt instruments or similar evidences of indebtedness typically sold to financial institutions (e.g., money market instruments, loans, or other direct indebtedness) and through repurchase agreements.

The proposed policy also would permit the Trusts to make any other types of loans, whether of money or securities, so long as the transactions are permitted by the 1940 Act or an exemptive order granted to the Trusts by the SEC. MFS has no current intention to cause the Trust to make loans other than as permitted under the Trust's current policy, as described above. Any changes to a Trust's strategy that would result in it making loans in addition to those currently permitted would be subject to approval by the Trustees and, in the case of certain types of loans (e.g., loans to other funds advised by MFS), receipt of an exemptive order from the SEC.

D. INDUSTRY CONCENTRATION

Changes proposed for all Trusts

It is proposed that each Trust's policy concerning industry concentration be changed so that the policy is consistent with that of other funds within the MFS funds complex. MFS and the Trustees believe that the technical changes being made to this policy will not result in any material changes to the policy. The proposed policy reads as follows:

The Trust may not:

purchase any securities of an issuer in a particular industry if as a result 25% or more of its total assets (taken at market value at the time of purchase) would be invested in securities of issuers whose principal business activities are in the same industry.

The 1940 Act limits an investment company's ability to concentrate its investments in securities of any particular industry. The staff of the SEC takes the position that a mutual fund "concentrates" its investments in a particular industry if, in general, more than 25% of the fund's assets are invested in the securities of issuers in that industry.

Both the current and proposed policies do not allow the Trusts to concentrate more than 25% of their total assets in investments in a single industry. For MFS High Income Municipal Trust, MFS High Yield Municipal Trust, and MFS Investment Grade Municipal Trust, the current policy specifically states that certain related industries within the utilities category (e.g., gas, electric, water and telephone) are treated as separate industries. The Trustees and MFS do not believe that it is necessary to specifically state that these industries should be treated as separate industries and have proposed that this provision be removed. For MFS Intermarket Income Trust I, the current policy specifically excludes U.S. Government obligations. Based on interpretations by the SEC, MFS

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does not consider an investment in securities issued or guaranteed by the U.S. Government to be an investment in any particular industry. As such, the Trustees and MFS do not believe it is necessary to specifically exclude investments in U.S. Government obligations from the Trusts' proposed policy and have proposed that this provision be removed. The Trustees and MFS do not believe that these changes represent material changes to the current policies for these Trusts.

E. REAL ESTATE, COMMODITIES, FUTURES, OPTIONS, FORWARD CONTRACTS

Changes proposed for all Trusts

It is proposed that each Fund's policy concerning real estate and, in the case of some of the Trusts, commodities and commodity contracts, futures, forwards, and related options be changed so that the policy is substantially consistent with that of other funds within the MFS funds complex. The proposed policy reads as follows:

The Trust may not:

purchase or sell real estate (excluding securities secured by real estate or interests therein and securities of companies, such as real estate investments trusts, which deal in real estate or interests therein), interests in oil, gas or mineral leases, commodities or commodity contracts (excluding currencies and any type of option, Futures Contracts and Forward Contracts or other derivative instruments whose value is related to commodities or other commodity contracts) in the ordinary course of its business; the Trust reserves the freedom of action to hold and to sell real estate, mineral leases, commodities or commodity contracts (including currencies and any type of option, Futures Contracts and Forward Contracts) acquired as a result of the ownership of securities.

The proposed policy provides that each Trust may not purchase or sell real estate, interests in oil, gas or mineral leases, or commodities or commodity contracts in the ordinary course of its business. Under the proposed policy, each Trust will be able to invest in securities secured by real estate and securities of companies that deal in real estate and or interests therein (e.g., real estate investment trusts), currencies, and any type of option, futures contracts, forwards, and other derivative instruments whose value is related to commodities or other commodity contracts. While some of these clarifications are included in the current policies for some Trusts, the revised policy will apply to each Trust on a consistent basis.

In addition, both the current policy and the proposed policy allow the Trusts to hold and sell real estate acquired as a result of a Trust's ownership of securities. The proposed policy has a similar provision with respect to commodities and oil, gas and mineral leases, which allows the Trusts to hold and sell commodities or commodity contracts and oil, gas and mineral leases acquired as a result of a Trust's ownership of securities.

The Trustees and MFS believe that the revised policy will simplify the process of monitoring compliance. While the revised policy does have material changes from the current policy - both in terms of specifically precluding certain types of investments and specifically providing flexibility to make other types of investment - the changes do not affect the Funds' current investment objectives or strategies. MFS has informed the Trustees that it does not intend to change the way it manages the Trusts as a result of the changes to the policy, and the Trustees and MFS do not anticipate that the revised policy will materially change the level of investment risk associated with an investment in any of the Funds.

F. INVESTMENTS IN A SINGLE ISSUER -- REMOVAL OF POLICY

Removal of policy proposed for all Trusts

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It is proposed that each Trust's policy concerning investments in a single issuer be removed. Currently, each Trust, with respect to 75% of its total assets, is prohibited from purchasing securities of any issuer if, as a result, more than 5% of its assets would be invested in the securities of that issuer. Investments in U.S. Government obligations and cash items are not subject to this limitation. Each Trust also is prohibited, with respect to 75% of its total assets, from purchasing the securities of any issuer if, as a result, the Fund would hold more than 10% of the voting securities of the issuer.

Each of the Trusts is classified as "diversified" under the 1940 Act, which means that each such Trust is subject to statutory restrictions containing the same limitations as the Trust's current fundamental policy. In addition, each Trust is subject to diversification tests under the Internal Revenue Code of 1986, as amended (the "Code"). The investment restrictions contained in the 1940 Act and the Code need not be fundamental policies and, as such, the Trustees believe it is appropriate to remove these policies.

Should a Trust desire to become non-diversified in the future, the Trust would need to obtain a shareholder vote approving its reclassification from diversified to non-diversified. Until a Fund receives such a shareholder vote, the Trust must continue to comply with the diversification requirements of the 1940 Act. MFS has no current intention to propose that these Trusts be changed from "diversified" funds to non-diversified funds.

To the extent that a Trust invests its assets in a small number of issuers, the Trust is more susceptible to any single economic, political or regulatory event affecting those issuers.

REQUIRED VOTE

Approval of this matter will require the vote of

MFS High Income Municipal Trust
MFS High Yield Municipal Trust
MFS Investment Grade Municipal Trust

(i) 67% or more of the preferred shares of the Trust present at the Meeting, if the holders of more than 50% of such shares are present or represented by proxy or (ii) more than 50% of the outstanding preferred shares, whichever is less; AND

(a) 67% or more of the common and preferred shares of the Trust, voting together as a single class, present at the Meeting, if the holders of more than 50% of the outstanding common and preferred shares of the Trust are present or represented by proxy or (b) more than 50% of the outstanding common and preferred shares of the Trust, voting together as a single class, whichever is less.

MFS Intermediate High income Fund
MFS InterMarket Income Trust I

(i) 67% or more of the common shares of the Trust present at the Meeting, if the holders of more than 50% of the outstanding common shares of the Trust are present or represented by proxy or (ii) more than 50% of the outstanding common shares of the Trust, whichever is less.

THE BOARD, INCLUDING THE INDEPENDENT TRUSTEES, HAS CONCLUDED THAT PROPOSAL 3

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IS IN THE BEST INTEREST OF SHAREHOLDERS AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR PROPOSAL 3.

ITEM 4 -- PROPOSAL TO MAKE NON-FUNDAMENTAL AN INVESTMENT POLICY OF MFS INTERMARKET INCOME TRUST I

MFS Intermarket Income Trust I ("CMK") currently has a fundamental investment policy that requires CMK to invest at least 80% of its net assets in U.S. and foreign government securities and high income debt instruments. Any change to this policy requires shareholder approval. Your Trustees have approved, and are recommending that shareholders approve, a proposal to make this a "non-fundamental" investment policy that could be revised in the future by the Trustees without the requirement of a shareholder vote. If the proposal is approved by shareholders, the Trustees intend to revise the policy at MFS' recommendation to permit CMK to invest more flexibly among its principal investment types which MFS believes will offer better diversification of income producing securities. CMK's investment objective and other investment policies will not be affected.

The current investment policy is fundamental and is stated as follows:

MFS normally invests at least 80% of the Fund's net assets in U.S. and foreign government securities, and high income debt instruments.

If this proposal is approved by shareholders (thereby making the policy non-fundamental), the Trustees intend to revise the policy, at MFS' recommendation, to be stated as follows:

MFS normally invests the fund's assets in U.S. Government securities, foreign government securities, mortgage backed and other asset-backed securities of U.S. and foreign issuers, corporate bonds of U.S. and foreign issuers, and debt instruments of issuers located in emerging market countries. MFS allocates the fund's assets across these categories with a view toward broad diversification across and within these categories.

MFS believes that the proposed revised investment policy would allow CMK's portfolio managers greater flexibility in pursuing the Fund's investment objective by making available a broader array of income producing securities. MFS believes that, over time, this flexibility has the potential to better serve shareholder interests. MFS does not anticipate that the proposed revised investment policy would materially change the level of investment risk associated with an investment in CMK. Making the policy non-fundamental would also give the Trustees the flexibility to further revise the policy without the time and expense associated with additional proxy solicitations, although the Trustees have no current intention to do so.

REQUIRED VOTE

Approval of this matter will require the vote of (i) 67% or more of the common shares of CMK present at CMK's Meeting, if the holders of more than 50% of the outstanding common shares of CMK are present or represented by proxy or (ii) more than 50% of the outstanding common shares of CMK, whichever is less.

THE BOARD, INCLUDING THE INDEPENDENT TRUSTEES, HAS CONCLUDED THAT PROPOSAL 4 IS IN THE BEST INTEREST OF SHAREHOLDERS AND UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS OF CMK VOTE FOR PROPOSAL 4.

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TRUST INFORMATION

This section provides certain information about each 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 any Trust.

INVESTMENT ADVISER AND ADMINISTRATOR

Each Trust engages as its investment adviser and administrator MFS, a Delaware corporation with offices at 500 Boylston Street, Boston, Massachusetts 02116. MFS is a majority owned subsidiary of Sun Life of Canada (U.S.) Financial Services Holdings, Inc., 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 each Trust are listed below:

TRUST	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	FISCAL YEAR END
MFS High Income Municipal Trust	Ernst & Young LLP ("Ernst & Young")	November 30
MFS High Yield Municipal Trust	Ernst & Young	November 30
MFS InterMarket Income Trust I	Ernst & Young	November 30
MFS Intermediate High Income Fund	Ernst & Young	November 30
MFS Investment Grade Municipal Trust	Ernst & Young	November 30

Prior to June 30, 2007, each Trust's Independent Registered Public Accounting Firm was PricewaterhouseCoopers ("PWC").

No Independent Registered Public Accounting Firm has a direct or material indirect interest in a Trust.

Representatives of Ernst & Young 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 each Trust issued the following report concerning the financial statements for each Trust's most recent fiscal year.

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

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with Audit Committees), and discussed with the Auditor its independence.

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 High Income Municipal Trust, MFS High Yield Municipal Trust, MFS InterMarket Income Trust I, MFS Intermediate High Income Fund, and MFS Investment Grade Municipal Trust, by the Audit Committee as of January 22, 2008.

Robert E. Butler
William R. Gutow
J. Dale Sherratt
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 each 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 a Trust (including MFS Service Center, Inc.) (each, a "MFS Service Affiliate") if the services relate directly to the operations and financial reporting of such 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 each Trust's two most recent fiscal years, the fees billed by Ernst & Young and PWC, as applicable, for (a) all audit and non-audit services provided directly to the Trust and (b) those non-audit services provided to MFS Service Affiliates that relate directly to the Trust's operations and financial reporting after June 30, 2007, as well as those non-audit services provided to Columbia Management Advisors, LLC ("Columbia") and to any entity controlling, controlled by or under common control with Columbia that provided services to each Trust ("Columbia Service Affiliates") prior to June 30, 2007, 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

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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 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 Ernst & Young and PWC, as applicable, for each Trust's two most recent fiscal years for non-audit services rendered to each Trust, MFS Service Affiliates and Columbia Service Affiliates.

The Audit Committee has considered whether the provision by Ernst & Young of non-audit services to MFS 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 Ernst & Young as the Trust's principal auditor.

EXECUTIVE OFFICERS

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

NAME, DATE OF BIRTH	POSITION(S) HELD WITH TRUST	OFFICER SINCE	PRINCIPAL OCCUPATION DURING THE PAST FIVE YEARS & DIRECTORSHIP

OFFICERS			
Robert J. Manning(2) (born 10/20/63)	President	March 2008	Massachusetts Financial Company, Chief Executive President
Maria F. Dwyer(2) (born 12/1/58)	Treasurer	June 2007	Massachusetts Financial Company, Executive Vice President (2004-2005), Chief Regulatory Officer (2005-2006), Chief Compliance Officer (since November 2006); the Trust (2005-2008); Management & Research Company, President (prior to March 2005), Fidelity Group of Funds, Treasurer (prior to March 2005)

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Christopher R. Bohane(2) (born 01/18/74)	Assistant Secretary and Assistant Clerk	June 2007	Massachusetts Financial Company, Vice President Counsel (since April 2004); Kirkpatrick & Lockhart Associate (prior to April 2004)
Ethan D. Corey(2) (born 11/21/63)	Assistant Secretary and Assistant Clerk	June 2007	Massachusetts Financial Company, Special Counsel (December 2004); Dechert (Boston office, former law firm), Counsel (prior to December 2004)
David L. DiLorenzo(2) (born 08/10/68)	Assistant Treasurer	June 2007	Massachusetts Financial Company, Vice President (since June 2005); JP Morgan Invest ment Bank, Vice President (prior to June 2005)
Timothy M. Fagan(2) (born 07/10/68)	Assistant Secretary and Assistant Clerk	October 2007	Massachusetts Financial Company, Vice President Counsel (since September 2004); John Hancock Advisers, President and Chief Counsel (September 2004 to August 2004); Senior Attorney (prior to September 2004); John Hancock Gro up, Vice President and Chief Legal Officer (September 2004 to August 2004)
Mark D. Fischer(2) (born 10/27/70)	Assistant Treasurer	June 2007	Massachusetts Financial Company, Vice President (since May 2005); JP Morgan In vestment Bank, Vice President Management Company, Vice President (prior to May 2005)
Brian E. Langenfeld(2) (born 03/7/73)	Assistant Secretary and Assistant Clerk	June 2007	Massachusetts Financial Company, Vice President (since May 2006); John Hancock Advisers, Vice President (May 2005 to April 2006); John Hancock Advisers, LLC, Attorney and Chief Legal Officer Secretary (prior to May 2006)
Ellen Moynihan(2) (born 11/13/57)	Assistant Treasurer	June 2007	Massachusetts Financial Company, Senior Vice President
Susan S. Newton(2) (born 03/7/50)	Assistant Secretary and Assistant Clerk	June 2007	Massachusetts Financial Company, Senior Vice President Associate General Counsel (since April 2005); John Hanco ck Advisers, LLC, Senior Vice Presid ent and Chief Legal Officer (April 2005); John Hanco ck Funds, Senior Vice Pres ident and Chief Leg al Officer Secretary and Chief Leg al Officer (prior to April 2005)
Susan A. Pereira(2) (born 11/5/70)	Assistant Secretary and Assistant Clerk	June 2007	Massachusetts Financial Company, Vice President Counsel (since June 2005); Bingham McCutchen LLP (Boston office), Associate (prior to Jun e 2005)

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Mark N. Polebaum(2) (born 05/01/52)	Secretary and Clerk	June 2007	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 2007	Tarantino LLC (provider services), Principal (s 2004); CRA Business Str (consulting services), President (April 2003 t David L. Babson & Co. (adviser), Managing Dire Administrative Officer (prior to March 2003)
Richard S. Weitzel(2) (born 07/16/70)	Assistant Secretary and Assistant Clerk	October 2007	Massachusetts Financial Company, Vice President General Counsel (since President and Senior Co May 2004); Massachusett Business and Technology Counsel (February 2003 Massachusetts Office of General, Assistant Atto (April 2001 to February
James O. Yost(2) (born 06/12/60)	Assistant Treasurer	June 2007	Massachusetts Financial Company, Senior Vice Pr

- (1) Directorships or trusteeships of companies required to report to the Securities and Exchange (i.e., "public companies").
- (2) "Interested person" of the Trust within the meaning of the 1940 Act, as a result of position address of MFS is 500 Boylston Street, Boston, Massachusetts 02116.

Each 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 each 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 each Trust and MFS, and persons who own more than ten percent of any class of a 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 each Trust with copies of all Section 16(a) forms they file in relation to that Trust.

Based solely on a review of the copies of Forms 3, 4 and 5 and amendments thereto furnished to each Trust with respect to its most recent fiscal year for Trustees, directors and certain officers of each Trust and MFS and greater than ten percent beneficial owners, each Trust believes all Section 16(a) transactions were reported on a timely basis. No individuals reported any

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transactions.

LITIGATION

Since December 2003, MFS, MFS Fund Distributors, Inc., MFS Service Center, Inc., Sun Life Financial Inc., various MFS funds, certain current and/or former Trustees of these MFS funds, and certain officers of MFS have been named as defendants in multiple lawsuits filed in federal and state courts. The 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 and 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 pending 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, Robert W. Uek and Laurie J. Thomsen, as Trustees of each Trust (if still available for election) and FOR Proposals 2, 3, and 4.

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) in the case of Proposal 1, 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 outstanding shares of MFS High Income Municipal Trust, MFS Intermarket Income Trust I, MFS Intermediate High Income Trust and MFS Investment Grade Municipal Trust entitled to vote at the Meeting that are present in person or represented by proxy constitutes a quorum and thirty percent (30%) of the outstanding

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shares of MFS High Yield Municipal Trust, entitled to vote at the Meeting that are present in person or represented by proxy constitutes a quorum. With respect to the election of Mr. Ives and Ms. Thomsen as Trustees of MFS High Income Municipal Trust and MFS Investment Grade Municipal Trust, a quorum also requires a majority of that Trust's outstanding preferred shares entitled to vote at the Meeting present in person or represented by proxy, voting as a separate class, and with respect to the election of Mr. Ives and Ms. Thomsen as Trustees of MFS High Yield Municipal Trust, a quorum also requires thirty percent 30% of that Trust's outstanding preferred shares entitled to vote at the Meeting in person or be represented by proxy, voting as a separate class. 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 Proposals 2, 3 and 4, broker non-votes, abstentions and withholding authority to vote will each have the effect of a vote AGAINST each such proposal.

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

Each 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.

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

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

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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.

ADDITIONAL INFORMATION

The Meeting of shareholders of each Trust is called to be held at the same time as the Meetings of shareholders of each of the other Trusts. It is anticipated that all Meetings will be held simultaneously.

If any shareholder at the Meeting objects to the holding of a simultaneous Meeting and moves for an adjournment of the Meeting to a time promptly after the simultaneous Meetings, the persons named as proxies will vote in favor of such adjournment.

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 on a proportional basis by the Trusts.

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 Computershare at 1-800-637-2304. 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 HIGH INCOME MUNICIPAL TRUST
MFS HIGH YIELD MUNICIPAL TRUST
MFS INTERMARKET INCOME TRUST I
MFS INTERMEDIATE HIGH INCOME FUND
MFS INVESTMENT GRADE MUNICIPAL TRUST

SCHEDULE A

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES

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Prior to June 30, 2007, the previous board of trustees had appointed Pricewaterhouse-Coopers ("PWC") to serve as independent accountants to the Trusts. The tables below set forth the audit fees billed to the Trusts as well as fees for non-audit services provided to the Trusts and/or to the Trusts' former investment adviser, Columbia Management Advisors, LLC ("Columbia"), and to any entity controlling, controlled by, or under common control with Columbia that provided ongoing services to the Trusts ("Columbia Service Affiliates"). On June 30, 2007, the current Board of Trustees appointed Ernst & Young LLP ("Ernst & Young") to serve as independent accountants to the Trusts. The tables below set forth the audit fees billed to the Trusts as well as fees for non-audit services provided to the Trusts and/or to MFS from June 30, 2007, and to any entity controlling, controlled by, or under common control with MFS that provides ongoing services to the Funds ("MFS Service Affiliates").

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

TRUST	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	AUDIT FEES		AUDIT RELATED FEES	
		2007	2006	2007	2006
		MFS High Income Municipal Trust	Ernst & Young	\$45,200	N/A
	PWC	N/A	\$32,000	\$5,600	\$13,730
MFS High Yield Municipal Trust	Ernst & Young	\$45,200	N/A	\$0	N/A
	PWC	N/A	\$32,000	\$5,600	\$13,730
MFS InterMarket Income Trust I	Ernst & Young	\$40,300	N/A	\$0	N/A
	PWC	N/A	\$33,900	\$5,600	\$4,100
MFS Intermediate High Income Fund	Ernst & Young	\$45,200	N/A	\$0	N/A
	PWC	N/A	\$39,000	\$5,600	\$4,100
MFS Investment Grade Municipal Trust	Ernst & Young	\$45,200	N/A	\$0	N/A
	PWC	N/A	\$27,800	\$5,600	\$13,730

TRUST	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	TAX FEES		OTHER FEES	
		2007	2006	2007	2006
		MFS High Income Municipal Trust	Ernst & Young	\$8,550	N/A
	PWC	\$3,500	\$3,800	\$0	\$0
MFS High Yield Municipal Trust	Ernst & Young	\$8,550	N/A	\$0	N/A
	PWC	\$3,500	\$3,904	\$0	\$0
MFS InterMarket Income Trust I	Ernst & Young	\$7,450	N/A	\$0	N/A
	PWC	\$3,050	\$2,805	\$0	\$0
MFS Intermediate High Income Fund	Ernst & Young	\$8,550	N/A	\$0	N/A
	PWC	\$3,250	\$2,805	\$0	\$0
MFS Investment Grade Municipal Trust	Ernst & Young	\$8,550	N/A	\$0	N/A
	PWC	\$3,500	\$3,800	\$0	\$0

For each Trust's last two fiscal years, no fees were billed by any Independent Registered Public Accounting Firm that would be disclosed under the

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caption "All Other Fees" to any Trust.

For each Trust's last two fiscal years, fees billed by each Trust's Independent Registered Public Accounting Firm for services provided to Columbia Service Affiliates or MFS Service Affiliates (together, the "Service Affiliates") tha