

EDCI HOLDINGS, INC.
Form 8-K
April 30, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 30, 2009

EDCI HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	001-34015 (Commission File Number)	26-2694280 (IRS Employer Identification No.)
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1755 Broadway, 4th Floor
New York, New York 10019
(Address of Principal
Executive Offices)

(212) 333-8400
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

EDCI Holdings, Inc. (the "Company" or "EDCI") has received requests from various of its shareholders for updates on discoveries obtained as a result of an ongoing investigation (the "Klinger Investigation") of activities related to the past employment by the Company of Mr. Michael W. Klinger ("Mr. Klinger"), previously the Company's Chief Financial Officer ("CFO"). In order to comply with Securities and Exchange Commission Regulation Fair Disclosure ("Regulation FD"), the Company hereby is responding to such inquires via SEC Form 8-K. Entertainment Distribution Company, LLC ("EDC LLC") is the Company's majority owned subsidiary that provides CD and DVD replication and logistics services.

As detailed in the background compilation below, the Klinger Investigation recently has led to various discoveries, including but not limited to the following: a) additional acts whereby Mr. Klinger bound the Company to unauthorized employee compensation payments; b) a series of written communications to and from Mr. Klinger, written in October 2008, confirming that Mr. Klinger not only was aware of EDC LLC subsidiary Entertainment Distribution Company (USA) LLC's ("EDC USA") approved and enforceable Severance Pay Policy (the "Severance Pay Policy"), but personally reviewed and approved, in his capacity as the Company's CFO, the Severance Pay Policy before it was reviewed and approved, by signed written consent, by EDC LLC's Board of Directors, EDC USA's Chairman & Interim Chief Executive Officer -- Clarke H. Bailey ("Mr. Bailey"), and EDC USA's President-Chief Operating Officer -- Mr. Thomas Costabile ("Mr. Costabile"); and c) preliminary results of an analysis exposing significant discrepancies between Mr. Klinger's vacation days (during the 2H2008) as self-reported to the Company (for tracking purposes) vs. vacation days listed in his Company Microsoft Outlook calendar or E-mail and days where security records indicate Mr. Klinger's security access card was not used to enter Mr. Klinger's workplace.

On October 2, 2008, Mr. Costabile sent written correspondence to Michael Boldt of Ice Miller, LLP (external counsel advising EDC LLC and EDC USA on the Severance Pay Policy) ("Mr. Boldt"), with a copy to Mr. Klinger, stating "Mike & I will call your office at 2:00 pm today. We would like to finalize the ERISA Severance plan." See Exhibit 99.1 hereto.

On October 2, 2008, following Mr. Costabile's written correspondence to Mr. Boldt immediately above and certain additional communications, Mr. Boldt sent written correspondence to Mr. Costabile and Mr. Klinger noting "Attached is a copy of the draft with yellow highlights over the changes. Please advise if this is correct based on our earlier conversation." See Exhibit 99.2 hereto. One of the highlighted changes to the Severance Pay Policy is the title of the party who is authorized to amend the policy in accordance with Section 7.1, was modified to read "President." As a result, 7.1 states: "7.1 EDC may amend, terminate, suspend, withdraw or modify the Policy, in whole or in part, at any time, by a written instrument signed by the President of EDC."

On October 2, 2008, following Mr. Boldt's written correspondence immediately above and certain additional communications, Mr. Costabile sent written correspondence to Mr. Boldt, with copy to Mr. Klinger, stating "Thanks again. I have no additional comments. Subject to Mike's concurrence, please finalize." See Exhibit 99.3.

On October 2, 2008, in response to Mr. Costabile's written correspondence immediately above, Mr. Klinger sent written correspondence to Mr. Costabile and Mr. Boldt stating, "I read the document and am fine with proceeding." See Exhibit 99.4.

On October 2, 2008, in response to Mr. Klinger's written correspondence immediately above, Mr. Boldt sent written correspondence to Mr. Klinger and Mr. Costabile stating "Based on the exchange or e-mails, I have prepared a final version and it is attached as a PDF. Please advise if you also need a Word version." See Exhibit 99.5.

On October 2, 2008, following Mr. Boldt's written correspondence immediately above, Mr. Costabile sent written correspondence to Mr. Bailey, at that time Chairman and Interim Chief Executive Officer of EDCI and Chairman of EDC LLC, with copy to Mr. Klinger, stating "Attached is a suggested Severance Policy for consideration and adoption by EDC (USA) LLC. This policy was prepared by our Indiana labor counsel in accordance with ERISA guidelines and is consistent with the severance calculation we previously discussed with the Board of Directors. I respectfully recommend adoption by the EDC LLC Board of Directors. Let me know how you would like to proceed." See Exhibit 99.6.

On October 3, 2008, Mr. Bailey sent written correspondence to the Board of Directors of EDC LLC recommending the approval of the Severance Pay Policy, and attaching a) the Severance Pay Policy as approved by Mr. Costabile and Mr. Klinger and b) a written consent to be executed by the Board of Directors of EDC LLC, approving the adoption of the Severance Pay Policy by EDC USA, EDC LLC's wholly-owned subsidiary. See Exhibit 99.7. The written consents of the Board of Directors of EDC LLC consenting to and approving the adoption of the Severance Pay Policy by EDC USA effective as of October 3, 2008 is attached as Exhibit 99.8. The written consent of the sole member of EDC USA, executed by Mr. Costabile, consenting to and approving the adoption by EDC USA of the Severance Pay Policy effective as of October 3, 2008, is attached as Exhibit 99.9.

On October 3, 2008, Mr. Costabile forwarded Mr. Bailey's October 3, 2008 written correspondence to the Board of Directors, including attachments, to Mr. Klinger, with copy to Richard A. Friedman, Vice President, Audit and Compliance of EDCI ("Mr. Friedman"). See Exhibit 99.10 hereto.

On October 3, 2008, as previously filed with the Securities and Exchange Commission, EDCI and Mr. Klinger entered into an employment agreement (the "MWK CFO Employment Agreement") defining certain terms and conditions of Mr. Klinger's employment CFO and Treasurer of the Company. The MWK CFO Employment Agreement provides that either the termination of Mr. Klinger's employment by the Company with "cause" ("Cause," as defined therein), or resignation without "good reason" ("Good Reason," as defined therein), shall result in the termination of Mr. Klinger's employment by the Company without severance payments. Please see Exhibit 99.11 hereto.

On October 31, 2008, EDC USA mailed notices of termination, which notices included the amount of severance pay such employees would be entitled to upon their termination, calculated in accordance with the Severance Pay Policy approved by EDC LLC and EDC USA and analysis prepared and reviewed by Mr. Klinger and Mr. Costabile, to approximately 420 employees of EDC USA.

On December 25, 2008, Mr. Klinger bound the Company to five retention bonus awards ("MWK Unauthorized Retention Bonuses") that differed from the retention payment amounts approved by the Company's Compensation Committee on December 8, 2008. Mr. Klinger himself submitted the request for approval of those payments to the Company's Compensation Committee on December 7, 2008. The Company believes the MWK Unauthorized Retention Bonuses, in isolation, may constitute grounds for termination of Mr. Klinger's employment by the Company with Cause, and together with the Double Severance Payments, may demonstrate a pattern and practice of willful and deliberate violations of the Company's policies. The MWK Unauthorized Retention Bonuses were discovered on April 21, 2009, after the termination of Mr. Klinger's employment by the Company.

As a result of the January 2, 2009, assumption by Mr. Robert L. Chapman, Jr. ("Mr. Chapman") of the role of CEO of the Company and EDC LLC, Mr. Chapman came into a position of active oversight and supervision of the Company's senior executives, including Mr. Klinger.

On January 8, 2009, EDC LLC and Company management held two separate telephonic meetings, labeled the "EDC Operations/Finance Weekly Review/Cleanup" and "EDCI Management Weekly Review/Cleanup" conference calls. At no point during these meetings did Mr. Klinger make any mention of any severance compensation that had been awarded to any Employees of the Company or EDC LLC.

On January 24, 2009, during an in-person meeting of the Company's Chairman, Clarke H. Bailey ("Mr. Bailey") and the Company's senior management including Mr. Klinger, Mr. Klinger personally was reminded of the importance of his ceasing to fail to communicate immediately information that reasonably could be considered material to the Company's decision makers, including Mr. Chapman. During this same meeting, the Company's actual and offered payment of severance to past and current employees of the Company and EDC LLC was discussed and debated actively. At no point during this meeting did Mr. Klinger make any mention of any severance compensation that had been awarded to any Employees of the Company or EDC LLC.

On March 9, 2009, Mr. Chapman sent written correspondence to Mr. Klinger related to Mr. Chapman's concern regarding Mr. Klinger's performance deficiencies as the Company's CFO, specifically citing Mr. Klinger's unacceptable preparation of a presentation for the Company's Audit Committee. See Exhibit 99.12 hereto

On March 13, 2009, Mr. Chapman sent written correspondence to Mr. Klinger, in which Mr. Chapman cited his concern over Mr. Klinger's confirmed non-communication with a senior finance executive of EDC LLC for over one week. This senior finance executive, at Mr. Klinger's own request, had his direct, "solid" line of upward organizational

reporting redirected to Mr. Klinger on February 11, 2009. Mr. Chapman conveyed to Mr. Klinger in this written correspondence that “this modus operandi of extremely weak communications cannot continue. It must end at once, as your continuance of exhibiting weak compliance with your fiduciary duty of due care puts EDC, and EDCI, at serious risk.” See Exhibit 99.13 hereto.

On March 13, 2009, Mr. Chapman sent written correspondence to Mr. Klinger, citing Mr. Chapman's and Mr. Bailey's concerns regarding Mr. Klinger's "imprecise, loose, tardy, and at times non-existent business communications". On March 13, 2009, Mr. Klinger sent written correspondence to Mr. Chapman, in response to Mr. Chapman's March 13, 2009, correspondence, in which Mr. Klinger acknowledged receipt of Mr. Chapman's March 13, 2009 correspondence. See Exhibit 99.14 hereto.

On March 13, 2009, following Mr. Chapman's written correspondences to Mr. Klinger on such date (see above), Mr. Chapman and Mr. Klinger engaged in a telephone conversation regarding Mr. Klinger's unsatisfactory performance as the Company's CFO. Mr. Chapman indicated to Mr. Klinger that the Company's Chairman of the Board of Directors, Mr. Bailey, would be calling Mr. Klinger to engage in a conversation on the same matter.

On March 14, 2009, Mr. Chapman and Mr. Bailey engaged in a telephone conversation regarding Mr. Klinger's unsatisfactory performance as the Company's CFO.

On March 14, 2009, following a conversation in which Mr. Klinger committed to improving his performance as the Company's CFO, Mr. Chapman sent written correspondence to Mr. Klinger conveying a critical review of Mr. Klinger's continued "deportment," despite the conversation between Mr. Chapman and Mr. Klinger of the prior day (see above). See Exhibit 99.15 hereto.

On March 14, 2009, Mr. Chapman discovered that on January 8, 2009, the same date of the EDC LLC and Company management conference calls (see above), Mr. Klinger, without proper authorization, and without any prior or post-notification to Mr. Chapman, had bound legally Entertainment Distribution Company (USA) LLC ("EDC USA") to severance payments in violation of the explicit financial limitations of EDC USA's Severance Pay Policy dated just three months earlier in October 2008 (see Exhibit 99.16 hereto). EDC USA is a wholly-owned subsidiary of EDC LLC. The Severance Pay Policy provides that eligible employees may receive severance of one week of pay for each complete year of service up to a maximum of 10 weeks' pay. Modifications to the Plan may only be made by a written instrument signed by the President of EDC USA, a requisite that at no time has been met. However, despite the Severance Pay Policy's financial limitation of 10 weeks' pay and the unmet governance requirement of EDC President's signature to any modification of that limitation, Mr. Klinger legally bound EDC USA to make severance payments of twenty weeks' pay to 12 employees, which caused EDC USA to incur an unauthorized and thus improper severance expense of approximately \$176,000. (the "Double Severance Payments"). See Exhibit 99.17 hereto.

In March and April 2009, the Company investigated thoroughly Mr. Klinger's actions (the "Klinger Investigation") in connection with the Double Severance Payments and other matters. As part of the Klinger Investigation, on March 16, 2009, Mr. Chapman sent written correspondence to Mr. Klinger summarizing the related discoveries to that date, noting in particular that the Double Severance Payments were a material breach of the Plan by Mr. Klinger. See Exhibit 99.18 hereto.

On March 17, 2009, Mr. Klinger sent written correspondence to Mr. Chapman confirming various conclusions of the Klinger Investigation, acknowledging that his own "actions were wrong." See Exhibit 99.19 hereto.

On March 18, 2009, Mr. Chapman sent written correspondence to Mr. Klinger in which Mr. Chapman identified a second specific occurrence of Mr. Klinger's own written reference to the Double Severance Payments as related to "severance" vs. "retention," the latter of which Mr. Klinger initially had attempted to use as justification for his binding of EDC USA, contrary to the Severance Pay Policy, to make the Double Severance Payments (an obviously flawed justification as retention compensation also requires Compensation Committee approval). The first such discovered instance of Mr. Klinger's own written reference to the Double Severance Payments as "severance" was in Mr. Klinger's December 9, 2008 E-mail to a senior EDC USA employee in which Mr. Klinger identified the Double Severance Payments as "20 weeks of severance." Following Mr. Chapman's March 18, 2009 written correspondence referenced above, Mr. Klinger ceased his attempts to utilize the defense that he had believed the Double Severance Payments were retention compensation, authorized or otherwise. See Exhibit 99.20 herein.

On March 18, 2009, Mr. Chapman sent written correspondence to Mr. Klinger regarding Mr. Chapman's concern related to Mr. Klinger's continuing performance deficiencies as the Company's CFO, citing Mr. Klinger's March 18, 2009, unacceptable performance in connection with the improper completion of an important presentation related to the Blackburn-Hannover Consolidation Feasibility Study. See Exhibit 99.21 hereto.

On March 24, 2009, Mr. Chapman sent written correspondence to Mr. Klinger citing his concerns over how Mr. Klinger, as the Company's CFO who claimed to have reviewed very recently EDC LLC's most recent amended credit agreement, could not respond to Mr. Chapman with an accurate answer to the question of what was the rate of interest EDC LLC was paying to EDC LLC's creditor per such credit agreement. Mr. Chapman noted that such information in question, along with a credit facility's maturities/expiration, is "considered the most basic of any loan agreement, whether it be a residential mortgage or corporate term loan." See Exhibit 99.22 hereto.

On March 24, 2009, Mr. Chapman sent written correspondence to Mr. Klinger, Michael D. Nixon and Kyle E. Blue formalizing Mr. Chapman's decision to create an Office of the CFO. In such email, Mr. Chapman stated that the duties of each member of the Office of the CFO will be "nearly identical" to those each individual had been performing prior the time of the creation of said office. On March 24, 2009, Mr. Klinger sent written correspondence, in response to Mr. Chapman's March 24, 2009 written correspondence (see above), a) acknowledging receipt of this correspondence and b) that in no way or form disputed the assertion made by Mr. Chapman regarding these "nearly identical duties." See Exhibit 99.23 hereto.

In March and April 2009, during communications related to Mr. Klinger's performance as the Company's CFO, Mr. Chapman informed Mr. Klinger, and Klinger acknowledged that Mr. Klinger's improper conduct in connection with the Double Severance Payments provided the Company with sufficient grounds for the termination of Mr. Klinger's employment by the Company with Cause.

On April 4, 2009, in line with the terms of the MWK CFO Employment Agreement, Mr. Chapman conducted a telephonic review of Mr. Klinger's first six months' pay and performance as the Company's CFO (the "MWK Six Months Review.") During the MWK Six Months Review, Mr. Chapman reiterated that the Company had sufficient grounds for the termination of Mr. Klinger's employment by the Company with Cause as a result of the Double Severance Payments, and also identified other significant deficiencies in Mr. Klinger's performance. Mr. Klinger and the Company thereafter began negotiations for a separation of his employment from the Company. In connection with such negotiations, Mr. Klinger explicitly requested as particular consideration to his benefit the Company's agreement not to terminate his employment by the Company with Cause, based on the Double Severance Payments.

On April 9, 2009, Mr. Chapman sent Mr. Klinger written correspondence defining key terms of a Separation Agreement (the "Proposed Separation Agreement") that had been negotiated and agreed to verbally between the Company and Mr. Klinger on that date. A material term of the Proposed Separation Agreement, as sought by Mr. Klinger, was the Company's agreement not to terminate Mr. Klinger's employment by the Company with Cause, based

on the Double Severance Payments. See Exhibit 99.24 hereto.

On April 9, 2009, Mr. Klinger sent Mr. Chapman written correspondence, in response to Mr. Chapman's written correspondence dated April 9, 2009, indicating that Mr. Klinger had reviewed such written correspondence and confirmed that the terms detailed in the Proposed Separation Agreement were "as agreed." See Exhibit 99.25 hereto. On April 9, 2009, Mr. Chapman sent Mr. Klinger written correspondence, in response to Mr. Klinger's most recent written correspondence dated April 9, 2009 (see Exhibit 99.25 hereto), thanking Mr. Klinger for confirming agreement to the terms of the Proposed Separation Agreement. See Exhibit 99.26 hereto.

On April 13, 2009, despite the fact that the Company and Mr. Klinger had agreed, in writing on April 9, 2009 (see Exhibits 99.24 – 99.26) to the terms of the Proposed Separation Agreement, which required only formal legal documentation be completed through the weekend of April 10-12, 2009, Mr. Klinger unexpectedly rescinded his agreement to the terms of the Proposed Separation Agreement before such agreement could become finalized. Instead, Mr. Klinger E-mailed a letter dated April 13, 2009 (the “MWK Termination for Good Reason Letter”), to the Company’s Board of Directors, in which he baselessly asserted his right to resign for Good Reason if certain changes were not made by the Company within thirty days. The Company believes that the MWK Termination for Good Reason Letter a) was constructed and delivered in order to attempt to preempt the termination of his employment by the Company with Cause, and b) calls into question whether the Proposed Separation Agreement was negotiated by Mr. Klinger in good faith. See Exhibit 99.27 hereto.

On April 13, 2009, the Company served written notice to Mr. Klinger of the termination of Mr. Klinger’s employment by the Company with Cause, subject to approval by the Company’s Board of Directors. See Exhibit 99.28 hereto.

On April 14, 2009, the Company’s Board of Directors approved the termination of Mr. Klinger’s employment by the Company with Cause. The Board of Directors also considered, among other factors, six additional specific examples of deficiencies in Mr. Klinger’s work performance in the 1Q2009 alone, such deficiencies having been communicated previously by Mr. Chapman to the Company’s Compensation Committee in written correspondence on March 27, 2009, as follows:

- 1) Severance Pay Policy Violation;
- 2) March 2009 Board Meeting Preparation Disorganization;
- 3) Blackburn – Hannover Consolidation Feasibility Study Disorganization;
- 4) EDC LLC Credit Agreement Ignorance;
- 5) EDC LLC Creditor Mis-Communication;
- 6) EDCI 4Q2008 Investor Conference Call Script Ghost-writing;
- 7) EDC LLC Financial Statement Ignorance.

See Exhibit 99.29 hereto. The Company’s Board of Directors sent written correspondence to Mr. Klinger notifying him of its unanimous vote to terminate his employment by the Company on April 14, 2009. See Exhibit 99.30 hereto.

On April 14, 2009, concurrent with its approval of the termination of Mr. Klinger's employment by the Company with Cause, the Company’s Board of Directors authorized Mr. Chapman, with the assistance of Matthew K. Behrent, to continue to consider a reasonable, negotiated legal settlement with Mr. Klinger. No progress regarding such settlement was achieved by April 17, 2009, nor has been achieved since that date.

On April 17, 2009, the Company, EDC LLC and EDC USA as plaintiffs, filed a legal complaint against Mr. Klinger as defendant, in the United States District Court for the Southern District of New York (the “The Klinger ERISA Complaint”; Case #: 1:09-cv-03880-BSJ). The Klinger ERISA Complaint seeks: a) a declaratory judgment that, pursuant to the MWK CFO Employment Agreement, the circumstances of the termination of Mr. Klinger’s employment constitute Cause and, in the alternative, that Mr. Klinger resigned without Good Reason, as a result of which the Company may terminate Mr. Klinger’s employment by the Company with Cause; b) recovery for the loss occasioned by the breach of fiduciary duty perpetrated by Mr. Klinger in connection with the Double Severance Payments; c) attorney’s fees and related costs and d) such other relief as the Court deems appropriate. See Exhibit 99.31 hereto.

On April 22, 2009, the Company filed a Form 8-K (the “MWK Termination With Cause 8-K) pursuant to Item 5.02 describing certain events in connection with the April 14, 2009, decision by the Board of Directors to terminate Mr. Klinger’s employment by the Company with Cause (as defined below).

On April 24, 2009, given that a significant portion of Mr. Klinger's claims for compensation relate to entitled vacation days that Mr. Klinger claims not to have utilized, the Company commenced a comprehensive review of the vacation days actually taken by Mr. Klinger, versus those he self-reported to the Company (for tracking purposes). This preliminary analysis, conducted for the 2H2008, indicates there are numerous days where Mr. Klinger did not self-report a vacation day, despite a combination of at least two of the following occurring on each applicable day: a) security records indicate Mr. Klinger's security access card was not used to access Mr. Klinger's workplace at any point during those days; b) Mr. Klinger's Company Microsoft Office Outlook calendar had those days marked as "Vacation" or those days were marked within a period marked as traveling out of state other than for business; c) Mr. Klinger's Company Microsoft Office E-mails demark those days for vacation based on specific events, with such events also listed on Mr. Klinger's Company Microsoft Office Outlook calendar; and/or d) Mr. Klinger's Company Microsoft Office E-mails confirm he was on vacation on those days. The Company has requested, by written correspondence to Mr. Klinger's counsel on April 28, 2009 (see Exhibit 99.32 hereto), that Mr. Klinger resubmit his correct vacation day usage with suitable backup, or provide some other proposal for a potential resolution of the disparities identified above. The Company is expanding its review to include an analysis of Mr. Klinger's office and cell phone records, and Company Microsoft Office E-mails, extending such review into all periods of Mr. Klinger's employment.

The Klinger Investigation into the above improprieties by Mr. Klinger in his capacity as the Company's CFO remains ongoing. The Company expects to make further disclosures on Form 8-K updating the Company's shareholders on developments related to this matter.

Item Financial Statements and Exhibits.

9.01.

(d) Exhibits

- 99.1 Written correspondence from Thomas Costabile to Michael Boldt dated 10/02/2008
- 99.2 Written correspondence from Michael Boldt to Thomas Costabile and Michael W. Klinger dated 10/02/2008
- 99.3 Written correspondence from Thomas Costabile to Michael Boldt dated 10/02/2008
- 99.4 Written correspondence from Michael W. Klinger to Michael Boldt and Thomas Costabile dated 10/02/2008
- 99.5 Written correspondence from Michael Boldt to Thomas Costabile and Michael W. Klinger dated 10/02/2008
- 99.6 Written correspondence from Thomas Costabile to Clarke Bailey dated 10/02/2008
- 99.7 Written correspondence from Clarke Bailey to EDC LLC Board of Directors dated 10/03/2008
- 99.8 EDC LLC Signed Severance Policy by the EDC LLC Board of Directors
- 99.9 EDC LLC Signed Severance Policy by Thomas Costabile
- 99.10 Written correspondence from Thomas Costabile to Michael W. Klinger dated 10/03/2008
- 99.11 Michael W. Klinger Employment Agreement dated 10/03/2008
- 99.12 Written correspondence from Robert L. Chapman, Jr. to Michael W. Klinger dated 03/09/2009
- 99.13 Written correspondence from Robert L. Chapman, Jr. to Michael W. Klinger dated 03/13/2009
- 99.14 Written correspondence from Robert L. Chapman, Jr. to Michael W. Klinger dated 03/13/2009
- 99.15 Written correspondence from Robert L. Chapman, Jr. to Michael W. Klinger dated 03/14/2009
- 99.16 EDC LLC Severance Pay Policy dated 10/03/2008
- 99.17 EDC Michael W. Klinger signed second retention letter dated 01/08/2009
- 99.18 Written correspondence from Robert L. Chapman, Jr. to Michael W. Klinger dated 03/16/2009
- 99.19 Written correspondence from Michael W. Klinger to Robert L. Chapman, Jr. dated 03/17/2009
- 99.20 Written correspondence from Robert L. Chapman, Jr. to Michael W. Klinger dated 03/18/2009
- 99.21 Written correspondence from Robert L. Chapman, Jr. to Michael W. Klinger dated 03/18/2009
- 99.22 Written correspondence from Robert L. Chapman, Jr. to Michael W. Klinger dated 03/24/2009
- 99.23 Written correspondence from Robert L. Chapman, Jr. to Michael W. Klinger dated 03/24/2009
- 99.24 Written correspondence from Robert L. Chapman, Jr. to Michael W. Klinger dated 04/09/2009
- 99.25 Written correspondence from Michael W. Klinger to Robert L. Chapman, Jr. dated 04/09/2009
- 99.26 Written correspondence from Robert L. Chapman, Jr. to Michael W. Klinger dated 04/09/2009
- 99.27 Written correspondence from Michael W. Klinger to the Company's Board of Directors dated 04/13/2009
- 99.28 Written correspondence from the Company to Michael W. Klinger dated 04/13/2009
- 99.29 Written correspondence from Robert L. Chapman, Jr. to the Company's Compensation Committee dated 03/27/2009
- 99.30 Written correspondence from the Board of Directors of the Company to Michael W. Klinger dated 04/14/2009
- 99.31 Complaint filed in the United States District Court by the Company, EDC LLC and EDC USA against Michael W. Klinger dated 04/17/2009
- 99.32 Written correspondence from the Company to Michael W. Klinger's counsel dated 04/28/2009

SIGNATURES

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

EDCI HOLDINGS, INC.

Date: April 30, 2009

By: /s/ Robert L.
Chapman, Jr.
Robert L. Chapman,
Jr.
Chief Executive
Officer

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New Roman" SIZE="2"> 1,085,000 705,510

Stuebenville, OH, Hospital Authority Rev. (Trinity Health Center), 6.5%, 2010 (c)

1,300,000 1,421,355

Sullivan County, TN, Health, Educational & Housing Facilities Board Hospital Rev. (Wellmont Health Systems Project), C , 5.25%, 2036

1,115,000 657,493

Tallahassee, FL, Health Facilities Rev. (Tallahassee Memorial Healthcare), 6.25%, 2020

3,085,000 2,659,702

Texas Metro Health Facilities Development Corp., Metro Health Facilities Development Rev. (Wilson N. Jones Memorial Hospital), 7.2%, 2021

700,000 595,840

Texas Metro Health Facilities Development Corp., Metro Health Facilities Development Rev. (Wilson N. Jones Memorial Hospital), 7.25%, 2031

1,000,000 795,560

Tom Green County, TX, Health Facilities Rev. (Shannon Health System), 6.75%, 2021

1,250,000 1,091,038

Tyler, TX, Health Facilities Development Corp. (East Texas Medical Center), A , 5.25%, 2032

985,000 645,983

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Tyler, TX, Health Facilities Development Corp. (East Texas Medical Center), A , 5.375%, 2037

810,000 524,111

Upper Illinois River Valley Development, Health Facilities Rev. (Morris Hospital), 6.625%, 2031

600,000 498,276

Valley, AL, Special Care Facilities, Financing Authority Rev. (Lanier Memorial Hospital), 5.6%, 2016

600,000 523,326

Vigo County, IN, Hospital Authority Rev. (Union Hospital), 5.75%, 2042

220,000 139,669

Vigo County, IN, Hospital Authority Rev. (Union Hospital), 5.8%, 2047

1,035,000 652,102

Wapello County, IA, Hospital Authority Rev. (Ottumwa Regional Health Center), 6.375%, 2012 (c)

1,500,000 1,741,875

Washington Health Care Facilities Authority Rev. (Mason Medical), A , 6.25%, 2042

1,400,000 1,020,292

Weirton, WV, Municipal Hospital Building, Commission Rev. (Weirton Hospital Medical Center), 6.375%, 2031

1,115,000 878,698

Weslaco, TX, Health Facilities Rev. (Knapp Medical Center), 6.25%, 2012 (c)

1,000,000 1,134,990

West Contra Costa, CA, Healthcare District, AMBAC, 5.5%, 2029

195,000 174,829

West Plains, MO, Industrial Development Authority Rev. (Ozarks Medical Center), 6.75%, 2024

170,000 141,806

West Shore, PA, Hospital Authority Rev. (Holy Spirit Hospital), 6.2%, 2026

1,250,000 1,002,988

West Virginia Hospital Finance Authority, Hospital Rev. (Thomas Health System), 6.5%, 2038

905,000 668,324

Wichita, KS, Hospital Authority Rev. (Via Christi Health System), 6.25%, 2020

1,500,000 1,548,615

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Wisconsin Health & Educational Facilities Authority Rev. (Aurora Health Care, Inc.), 6.875%, 2030

1,000,000 848,280

Wisconsin Health & Educational Facilities Authority Rev. (Wheaton Franciscan Services), 5.25%, 2034

1,135,000 682,612

Wisconsin Health & Educational Facilities Authority Rev. (Wheaton Franciscan Services), A, 5.25%, 2025

745,000 497,422

Yonkers, NY, Industrial Development Agency, Civic Facilities Rev. (St. John's Riverside Hospital), 6.8%, 2016

565,000 491,324

Yonkers, NY, Industrial Development Agency, Civic Facilities Rev. (St. Joseph's Hospital), C, 6.2%, 2020

750,000 624,038 \$104,359,308

Healthcare Revenue - Long Term Care 15.4%

Abilene, TX, Health Facilities Development Corp., Retirement Facilities Rev. (Sears Methodist Retirement), A, 7%, 2033

\$345,000 \$249,683

Arizona Health Facilities Authority Rev. (The Terraces Project), 7.75%, 2013 (c)

750,000 953,258

Bell County, TX, Health Facility Development Corp. (Advanced Living Technologies, Inc.), 4%, 2036

3,490,000 2,225,189

Bucks County, PA, Industrial Development Authority Retirement Community Rev. (Ann's Choice, Inc.), A, 6.125%, 2025

430,000 305,511

Bucks County, PA, Industrial Development Authority Retirement Community Rev. (Ann's Choice, Inc.), A, 6.25%, 2035

290,000 191,241

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MFS Municipal Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Municipal Bonds continued		
Healthcare Revenue - Long Term Care continued		
Bucks County, PA, Industrial Development Authority Rev. (Lutheran Community Telford Center), 5.75%, 2027	170,000	114,522
Bucks County, PA, Industrial Development Authority Rev. (Lutheran Community Telford Center), 5.75%, 2037	225,000	139,003
Cambria County, PA, Industrial Development Authority Rev. (Beverly Enterprises, Inc.), ETM, 10%, 2012 (c)	280,000	323,394
Chartiers Valley, PA, Industrial & Commercial Development Authority (Asbury Health Center Project), 5.75%, 2022	150,000	112,721
Chester County, PA, Industrial Development Authority Rev. (RHA Nursing Home), 8.5%, 2032	575,000	481,051
Colorado Health Facilities Authority Rev. (American Baptist Homes), A, 5.9%, 2037	755,000	454,502
Colorado Health Facilities Authority Rev. (Christian Living Communities Project), A, 5.75%, 2037	395,000	238,833
Colorado Health Facilities Authority Rev. (Covenant Retirement Communities, Inc.), B, 6.125%, 2033	1,000,000	720,880
Colorado Health Facilities Authority Rev. (Evangelical), 6.9%, 2010 (c)	1,830,000	2,058,164
Colorado Health Facilities Authority Rev. (Evangelical), 6.9%, 2025	1,170,000	1,161,798
Cumberland County, PA, Municipal Authority Rev. (Wesley), A, 7.25%, 2013 (c)	720,000	870,192
Cumberland County, PA, Municipal Authority Rev. (Wesley), A, 7.25%, 2013 (c)	280,000	338,408
Franklin County, OH, Healthcare Facilities Rev. (Ohio Presbyterian), 7.125%, 2011 (c)	1,000,000	1,140,140
Fulton County, GA, Residential Care Facilities (Canterbury Court), A, 6.125%, 2034	330,000	222,866
Fulton County, GA, Residential Care Facilities, (Lenbrook Project), A, 5.125%, 2042	1,750,000	938,245
Georgia Medical Center Hospital Authority Rev. (Spring Harbor Green Island Project), 5.25%, 2027	1,000,000	645,490
Georgia Medical Center Hospital Authority Rev. (Spring Harbor Green Island Project), 5.25%, 2037	215,000	126,089
Hawaii Department of Budget & Finance, Special Purpose Rev. (Kahala Nui Senior Living Community), 8%, 2033	500,000	437,345
Huntsville-Redstone Village, AL, Special Care Facilities Financing Authority (Redstone Village Project), 5.5%, 2028	590,000	388,255
Huntsville-Redstone Village, AL, Special Care Facilities Financing Authority (Redstone Village Project), 5.5%, 2043	540,000	317,903
Illinois Finance Authority Rev. (Clare at Water Tower), A, 6%, 2025	490,000	304,839
Illinois Finance Authority Rev. (Franciscan Communities, Inc.), A, 5.5%, 2037	1,000,000	581,300
Illinois Finance Authority Rev. (Friendship Village), A, 5.375%, 2025	1,270,000	774,357
Illinois Finance Authority Rev. (Landing at Plymouth Place), A, 6%, 2037	490,000	308,808
Illinois Finance Authority Rev. (Montgomery Place), A, 5.75%, 2038	520,000	322,390
Illinois Finance Authority Rev., Bond Anticipation Notes (Tallgrass), 13%, 2012	210,000	197,104
Iowa Finance Authority Senior Housing Authority Rev. (Bethany Life Communities), A, 5.55%, 2041	230,000	140,263
Iowa Finance Authority, Health Care Facilities Rev. (Care Initiatives), 9.25%, 2011 (c)	1,105,000	1,326,796
Iowa Finance Authority, Health Care Facilities Rev. (Care Initiatives), A, 5.5%, 2025	800,000	529,656
Iowa Finance Authority, Health Care Facilities Rev. (Care Initiatives), B, 5.75%, 2018	895,000	689,624
James City County, VA, Economic Development (Virginia United Methodist Homes, Inc.), A, 5.4%, 2027	585,000	366,023
James City County, VA, Economic Development (Virginia United Methodist Homes, Inc.), A, 5.5%, 2037	940,000	541,139
Lenexa, KS, Health Care Facilities Rev. (Lakeview Village, Inc.), 5.375%, 2027	420,000	261,773
Lenexa, KS, Health Care Facilities Rev. (Lakeview Village, Inc.), C, 6.875%, 2012 (c)(f)	500,000	589,580
Massachusetts Development Finance Agency Rev. (Adventcare), A, 6.75%, 2037	1,270,000	870,001
Massachusetts Development Finance Agency Rev. (Linden Ponds, Inc.), A, 5.5%, 2027	340,000	195,694
Massachusetts Development Finance Agency Rev. (Linden Ponds, Inc.), A, 5.75%, 2035	85,000	46,854
Millbrae, CA, Residential Facilities Rev. (Magnolia of Millbrae), A, 7.375%, 2027	1,765,000	1,464,297

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MFS Municipal Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Municipal Bonds continued		
Healthcare Revenue - Long Term Care continued		
Montgomery County, PA, Higher Education & Health Authority Rev. (AHF/Montgomery), 6.875%, 2036	1,195,000	835,401
Montgomery County, PA, Industrial Development Authority Rev. (Whitemarsh Continuing Care), 6.125%, 2028	250,000	162,365
Montgomery County, PA, Industrial Development Authority Rev. (Whitemarsh Continuing Care), 6.25%, 2035	510,000	318,005
New Jersey Economic Development Authority Rev. (Lions Gate), A, 5.875%, 2037	530,000	336,508
New Jersey Economic Development Authority Rev. (Seabrook Village, Inc.), 5.25%, 2036	715,000	419,305
New Jersey Health Care Facilities Financing Authority Rev. (Cherry Hill), 8%, 2027	1,000,000	733,750
Norfolk, VA, Redevelopment & Housing Authority Rev. (Fort Norfolk Retirement Community), A, 6%, 2025	125,000	90,995
Norfolk, VA, Redevelopment & Housing Authority Rev. (Fort Norfolk Retirement Community), A, 6.125%, 2035	110,000	75,919
Orange County, FL, Health Facilities Authority Rev. (Orlando Lutheran Tower), 5.5%, 2038	320,000	183,382
Sarasota County, FL, Health Facility Authority Rev. (Sarasota Manatee), 5.75%, 2037	490,000	313,017
Sarasota County, FL, Health Facility Authority Rev. (Sarasota Manatee), 5.75%, 2045	105,000	64,954
Scott County, IA, Rev. (Ridgecrest Village), 5.25%, 2027	245,000	153,027
Shelby County, TN, Health, Educational & Housing Facilities Board Rev. (Germantown Village), A, 7.25%, 2034	820,000	601,987
South Carolina Jobs & Economic Development Authority Rev. (Woodlands at Furman), A, 6%, 2027	515,000	349,644
South Carolina Jobs & Economic Development Authority Rev. (Woodlands at Furman), A, 6%, 2042	470,000	287,997
South Carolina Jobs & Economic Development Authority Rev., (Lutheran Homes of South Carolina), 5.5%, 2028	130,000	85,085
South Carolina Jobs & Economic Development Authority Rev., (Lutheran Homes of South Carolina), 5.625%, 2042	150,000	92,082
Sterling, IL (Hoosier Care), 7.125%, 2034	680,000	493,245
Suffolk County, NY, Industrial Development Agency (Medford Hamlet Assisted Living), 6.375%, 2039	500,000	318,855
Travis County, TX, Health Facilities Development Corp., Retirement Facilities Rev. (Querencia Barton Creek), 5.5%, 2025	460,000	327,778
Ulster County, NY, Industrial Development Agency (Woodland Pond), A, 6%, 2037	1,075,000	687,828
Washington Housing Finance Commission Non-profit Rev. (Skyline at First Hill), A, 5.625%, 2027	215,000	136,665
Washington Housing Finance Commission Non-profit Rev. (Skyline at First Hill), A, 5.625%, 2038	1,120,000	644,549
Wisconsin Health & Educational Facilities Board Rev. (All Saints Assisted Living Project), 6%, 2037	340,000	210,967
		\$ 32,588,491

Human Services 3.2%

Alaska Industrial Development & Export Authority Community Provider Rev. (Boys & Girls Home of Alaska, Inc.), 5.875%, 2027	\$ 210,000	\$ 131,418
Alaska Industrial Development & Export Authority Community Provider Rev. (Boys & Girls Home of Alaska, Inc.), 6%, 2036	325,000	190,583
Colorado Educational & Cultural Facilities Authority (Cerebral Palsy Project), A, 6.25%, 2036	500,000	330,810
Greenville County, SC, Hospital Rev. (Chestnut Hill), A, 8%, 2015	1,660,000	1,464,651
Louisiana Local Government, Environmental Facilities & Community Development Authority Rev. (CDF Healthcare), A, 7%, 2036	500,000	374,560
Louisiana Local Government, Environmental Facilities & Community Development Authority Rev. (CDF Healthcare), C, 7%, 2036	375,000	278,115
Louisiana Local Government, Environmental Facilities & Community Development Authority Rev. (Westside Rehab Center Project), A, 6.85%, 2036	1,100,000	781,220

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MFS Municipal Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Municipal Bonds continued		
Human Services continued		
Louisiana Local Government, Environmental Facilities & Community Development Authority Rev. (Westside Rehab Center Project), B, 6.5%, 2013	115,000	113,546
New York, NY, Industrial Development Agency, Civic Facility Rev. (A Very Special Place), A, 5.75%, 2029	1,000,000	664,170
New York, NY, Industrial Development Agency, Civic Facility Rev. (Special Needs Facilities), 6.5%, 2017	1,030,000	876,468
Orange County, FL, Health Facilities Authority Rev. (GF/Orlando Healthcare Facilities), 8.75%, 2011	285,000	284,535
Orange County, FL, Health Facilities Authority Rev. (GF/Orlando Healthcare Facilities), 9%, 2031	1,000,000	926,080
Osceola County, FL, Industrial Development Authority Rev. (Community Provider), 7.75%, 2017	259,000	237,588
		\$ 6,653,744

Industrial Revenue - Airlines 6.9%

Alliance Airport Authority, TX (American Airlines, Inc.), 5.25%, 2029	\$ 660,000	\$ 261,023
Chicago, IL, O Hare International Airport Special Facilities Rev. (American Airlines, Inc.), 5.5%, 2030	2,390,000	1,012,069
Dallas Fort Worth, TX, International Airport Facility Improvement Corp. (American Airlines, Inc.), 5.5%, 2030	1,425,000	625,490
Denver, CO, City & County Airport Rev. (United Airlines), 5.25%, 2032	3,735,000	1,894,429
Denver, CO, City & County Airport Rev. (United Airlines), 5.75%, 2032	925,000	481,204
Houston, TX, Airport Systems Rev., Special Facilities (Continental, Inc.), E, 6.75%, 2029	1,810,000	1,194,329
Los Angeles, CA, Regional Airport Lease Rev. (AMR Corp.), C, 7.5%, 2024	850,000	651,840
New Jersey Economic Development Authority, Special Facilities Rev. (Continental Airlines, Inc.), 6.25%, 2029	1,300,000	816,244
New Jersey Economic Development Authority, Special Facilities Rev. (Continental Airlines, Inc.), 7.2%, 2030	1,595,000	1,106,850
New York, NY, City Industrial Development Agencies Rev. (American Airlines, Inc.), 7.625%, 2025	6,625,000	4,824,590
New York, NY, City Industrial Development Agencies Rev. (American Airlines, Inc.), 7.75%, 2031	2,540,000	1,775,663
		\$ 14,643,731

Industrial Revenue - Chemicals 0.8%

Louisiana, Environmental Facilities & Community Development Authority Rev. (Westlake Chemical), 6.75%, 2032	\$ 1,000,000	\$ 690,800
Red River Authority, TX, Pollution Control Rev. (Celanese Project) B, 6.7%, 2030	1,920,000	1,066,157
		\$ 1,756,957

Industrial Revenue - Environmental Services 3.5%

California Pollution Control Financing Authority, Solid Waste Disposal Rev. (Browning Ferris, Inc.), A, 5.8%, 2016	\$ 1,000,000	\$ 914,440
California Statewide Communities Development Authority, Solid Waste Facilities Rev. (Republic Services, Inc.), A, 4.95%, 2012	1,000,000	956,290
Cobb County, GA, Development Authority, Solid Waste Disposal Rev. (Waste Management, Inc.), A, 5%, 2033	220,000	134,147
Director of the State of Nevada Department of Business & Industry Rev. (Republic Services, Inc.), 5.625%, 2026 (a)	750,000	659,070
Gloucester County, NJ, Solid Waste Resource Recovery Rev. (Waste Management, Inc.), 6.85%, 2029 (a)	850,000	858,364
Gulf Coast Waste Disposal Authority (Waste Management, Inc.), 5.2%, 2028	440,000	292,758
Henrico County, VA, Industrial Development Authority Rev. (Browning Ferris, Inc.), 5.45%, 2014	1,750,000	1,656,165
Mission, TX, Economic Development Corp., Solid Waste Disposal Rev. (Allied Waste N.A., Inc.), A, 5.2%, 2018	440,000	375,074
New Morgan, PA, Industrial Development Authority, Solid Waste Disposal Rev. (New Morgan Landfill Co., Inc./Browning Ferris, Inc.), 6.5%, 2019	1,000,000	926,300

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MFS Municipal Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Municipal Bonds continued		
Industrial Revenue - Environmental Services continued		
Yavapai County, AZ, Industrial Development Authority Rev. (Waste Management, Inc.), 4.9%, 2028	885,000	559,842
		\$ 7,332,450

Industrial Revenue - Other 4.8%		
Aztalan, WI, Exempt Facility Rev. (Renew Energy LLC Project), 7.5%, 2018 (d)	\$ 835,000	\$ 83,500
Baker, FL, Correctional Development Corp. (Baker County Detention Center), 7.5%, 2030	440,000	351,793
California Statewide Communities Development Authority Facilities (Microgy Holdings Project), 9%, 2038	100,000	83,203
Gulf Coast, TX, Industrial Development Authority Rev. (Microgy Holdings LLC Project), 7%, 2036	620,000	409,609
Gulf Coast, TX, Industrial Development Authority Rev. (Valero Energy Corp.), 5.6%, 2031	1,750,000	1,079,855
Gulf Coast, TX, Waste Disposal Rev. (Valero Energy Corp.), 6.65%, 2032	1,000,000	710,000
New Jersey Economic Development Authority Rev. (GMT Realty LLC), B , 6.875%, 2037	430,000	338,556
New Jersey Economic Development Authority Rev. (GMT Realty LLC), C , 6.5%, 2015	700,000	665,812
New York, NY, City Industrial Development Agency Rev., Liberty Bonds (IAC/InterActiveCorp), 5%, 2035	620,000	409,491
Park Creek Metropolitan District, CO, Rev. (Custodial Receipts), CR-1 , 7.875%, 2032 (a)(n)	1,270,000	1,138,047
Park Creek Metropolitan District, CO, Rev. (Custodial Receipts), CR-2 , 7.875%, 2032 (a)(n)	580,000	519,738
Pennsylvania Economic Development Financing Authority, Finance Authority Facilities Rev. (Amtrak), A , 6.25%, 2031	2,000,000	1,463,540
Philadelphia, PA, Industrial Development Authority Rev. (Host Marriott LP), 7.75%, 2017	3,255,000	2,608,427
Tooele County, UT, Hazardous Waste Treatment Rev. (Union Pacific Corp.), 5.7%, 2026	385,000	273,912
		\$ 10,135,483

Industrial Revenue - Paper 3.0%		
Bedford County, VA, Industrial Development Authority Rev. (Nekoosa Packaging), A , 6.55%, 2025	\$ 1,000,000	\$ 596,940
Butler, AL, Industrial Development Board, Solid Waste Disposal Rev. (Georgia Pacific Corp.), 5.75%, 2028	155,000	80,082
Cass County, TX, Industrial Development Corp. (International Paper Co.), A , 4.625%, 2027	2,150,000	1,125,289
Delta County, MI, Economic Development Corp., Environmental Improvement Rev. (Mead Westvaco Escanaba), B , 6.45%, 2012 (c)	500,000	562,765
Effingham County, GA, Development Authority, Solid Waste Disposal Rev. (Fort James), 5.625%, 2018	850,000	552,390
Effingham County, GA, Industrial Development Authority, Pollution Control (Georgia Pacific Corp. Project), 6.5%, 2031	500,000	302,645
Escambia County, FL, Environmental Improvement Rev. (International Paper Co.), A , 4.75%, 2030	525,000	261,718
Hodge, LA, Utilities Rev. (Stone Container Corp.), 7.45%, 2024 (d)	3,335,000	433,550
Lowndes County, MS, Solid Waste Disposal & Pollution Control Rev. (Weyerhaeuser Co.), 6.8%, 2022	2,000,000	1,602,660
Navajo County, AZ, Industrial Development Authority Rev. (Stone Container Corp.), 7.2%, 2027 (d)	880,000	114,400
Rockdale County, GA, Development Authority Project Rev. (Visy Paper Project), A , 6.125%, 2034	640,000	395,994
West Point, VA, Industrial Development Authority, Solid Waste Disposal Rev. (Chesapeake Corp.), 6.25%, 2019 (d)	1,870,000	182,325

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MFS Municipal Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Municipal Bonds continued		
Industrial Revenue - Paper continued		
West Point, VA, Industrial Development Authority, Solid Waste Disposal Rev. (Chesapeake Corp.), A , 6.375%, 2019 (d)	700,000	68,250
		\$ 6,279,008

Miscellaneous Revenue - Entertainment & Tourism 0.6%		
Mississippi Development Bank, Special Obligation (Diamond Lakes Utilities), 6.25%, 2017	\$ 800,000	\$ 676,912
New York Liberty Development Corp. Rev. (National Sports Museum), A , 6.125%, 2019	420,000	63,000
Seminole Tribe, FL, Special Obligation, A , 5.25%, 2027 (n)	515,000	347,079
Seneca Nation Indians, NY, Capital Improvements Authority, Special Obligation, 5%, 2023 (n)	275,000	170,429
		\$ 1,257,420

Miscellaneous Revenue - Other 3.7%		
Austin, TX, Convention Center (Convention Enterprises, Inc.), A , 6.7%, 2011 (c)	\$ 600,000	\$ 662,310
Austin, TX, Convention Center (Convention Enterprises, Inc.), A , XLCA, 5.25%, 2024	220,000	163,799
Austin, TX, Convention Center (Convention Enterprises, Inc.), B , 5.75%, 2034	775,000	432,737
Cleveland-Cuyahoga County, OH, Port Authority Rev. (Cleveland City), B , 4.5%, 2030	870,000	517,502
Cleveland-Cuyahoga County, OH, Port Authority Rev. (Fairmount), B , 5.125%, 2025	175,000	120,556
Cleveland-Cuyahoga County, OH, Port Authority Rev. (Perrysburg Project), 4.8%, 2035	225,000	133,679
Columbus, OH, Franklin County Finance Authority Development Rev., 6%, 2035 (a)	830,000	643,416
Dayton Montgomery County, OH, Port Authority Rev. (Parking Garage), 6.125%, 2024	1,130,000	907,345
Hardeman County, TN, Correctional Facilities Rev., 7.75%, 2017	1,830,000	1,755,574
Madison County, FL, Rev. (Twin Oaks Project), A , 6%, 2025	530,000	380,365
Riversouth, OH, Authority Rev. (Lazarus Building) A , 5.75%, 2027	1,125,000	876,184
Southwestern Illinois Development Authority Rev., Solid Waste Disposal Rev., 5.9%, 2014	275,000	268,626
Summit County, OH, Port Authority Building Rev. (Seville Project), A , 5.1%, 2025	180,000	123,692
Summit County, OH, Port Authority Building Rev. (Twinsburg Township), D , 5.125%, 2025	155,000	106,890
Summit County, OH, Port Authority Building Rev. (Workforce Policy Board), F , 4.875%, 2025	915,000	605,556
Toledo Lucas County, OH, Port Authority Development Rev. (Northwest Ohio Bond Fund), B , 4.8%, 2035	265,000	149,844
Toledo Lucas County, OH, Port Authority Development Rev. (Northwest Ohio Bond Fund), C , 5.125%, 2025	90,000	61,125
		\$ 7,909,200

Multi-Family Housing Revenue 4.0%		
Bay County, FL, Housing Finance Authority, Multi-Family Rev. (Andrews Place II Apartments), FSA, 5%, 2035	\$ 210,000	\$ 175,172
Bay County, FL, Housing Finance Authority, Multi-Family Rev. (Andrews Place II Apartments), FSA, 5.1%, 2046	390,000	320,385
Charter Mac Equity Issuer Trust, FHLMC, 7.1%, 2009 (a)(n)	1,000,000	1,003,080
Charter Mac Equity Issuer Trust, FHLMC, 6%, 2019 (n)	2,000,000	1,784,000
Indianapolis, IN, Multi-Family Rev. (Cambridge Station Apartments II), FNMA, 5.25%, 2039 (a)	435,000	396,585
Metropolitan Government of Nashville & Davidson County, TN, Health, Educational & Housing Facilities Board Rev. (Berkshire Place), GNMA, 6%, 2023	500,000	500,380
Mississippi Home Corp., Rev. (Kirkwood Apartments), 6.8%, 2037	1,095,000	809,085
MuniMae TE Bond Subsidiary LLC, 6.875%, 2009 (a)(z)	2,000,000	1,740,700
MuniMae TE Bond Subsidiary LLC, 5.4%, 2049 (z)	1,000,000	836,700
North Charleston, SC, Housing Authority Rev. (Horizon Village), A , GNMA, 5.15%, 2048	445,000	368,100

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PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Municipal Bonds continued		
Multi-Family Housing Revenue continued		
Seattle, WA, Housing Authority Rev., Capped Fund Program (High Rise Rehab), I, FSA, 5%, 2025	670,000	614,330
		\$ 8,548,517
Sales & Excise Tax Revenue 0.3%		
Desloge, MO, Tax Increment Rev. (U.S. Highway 67 Street Redevelopment), 5.2%, 2020	\$ 340,000	\$ 263,221
Utah Transit Authority Sales Tax Rev., A, MBIA, 0%, 2028	950,000	281,352
		\$ 544,573
Single Family Housing - Local 1.7%		
Corpus Christi, TX, Housing Finance Authority Rev., B, 0%, 2011	\$ 1,135,000	\$ 639,153
Dallas, TX, Housing Finance Corp., Single Family Mortgage Rev., MBIA, 0%, 2016	1,570,000	715,308
Jefferson Parish, LA, Single Family Mortgage Rev., GNMA, 6.3%, 2032	395,000	392,835
Jefferson Parish, LA, Single Family Mortgage Rev., B-1, GNMA, 6.625%, 2023	165,000	172,095
Jefferson Parish, LA, Single Family Mortgage Rev., B-1, GNMA, 6.75%, 2030	225,000	224,843
Nortex, TX, Housing Finance Corp., Single Family Mortgage Rev., B, 5.5%, 2038	50,000	35,067
Sedgwick & Shawnee Counties, KS, Single Family Housing Rev., A, GNMA, 6.45%, 2029	235,000	235,089
Sedgwick & Shawnee Counties, KS, Single Family Housing Rev., A, GNMA, 5.9%, 2035	270,000	270,986
Sedgwick & Shawnee Counties, KS, Single Family Housing Rev., A, GNMA, 6.25%, 2035	105,000	107,956
Sedgwick & Shawnee Counties, KS, Single Family Housing Rev., A-1, GNMA, 5.75%, 2037	135,000	136,446
Sedgwick & Shawnee Counties, KS, Single Family Housing Rev., A-2, GNMA, 5.75%, 2037	460,000	459,959
Sedgwick & Shawnee Counties, KS, Single Family Housing Rev., A-5, GNMA, 5.9%, 2037	170,000	170,512
		\$ 3,560,249
Single Family Housing - State 1.3%		
Colorado Housing & Finance Authority Rev., C-2, 5.9%, 2023	\$ 125,000	\$ 122,015
Colorado Housing & Finance Authority Rev., C-2, FHA, 6.6%, 2032	130,000	137,036
Colorado Housing & Finance Authority Rev., C-3, FHA, 6.375%, 2033	55,000	57,579
Colorado Housing & Finance Authority Rev., D-2, 6.9%, 2029	275,000	291,000
Missouri Housing Development Commission, Single Family Mortgage Rev. (Home Loan Program), GNMA, 6.35%, 2032	200,000	198,050
Missouri Housing Development Commission, Single Family Mortgage Rev. (Home Loan Program), GNMA, 6.85%, 2032	110,000	111,183
Nebraska Investment Finance Authority Single Family Mortgage Rev., 0%, 2015	2,200,000	1,226,764
New Hampshire Housing Finance Authority Rev., B, 5.875%, 2030	55,000	54,347
Texas Affordable Housing Corp. (Single Family Mortgage), B, GNMA, 5.25%, 2039	740,000	634,076
		\$ 2,832,050
Solid Waste Revenue 1.3%		
Massachusetts Development Finance Agency, Resource Recovery Rev. (Ogden Haverhill Associates), A, 6.7%, 2014	\$ 490,000	\$ 476,182
Massachusetts Industrial Finance Agency, Resource Recovery Rev. (Ogden Haverhill Associates), A, 5.6%, 2019	2,850,000	2,326,370
		\$ 2,802,552

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State & Agency - Other 0.4%

Commonwealth of Puerto Rico (Mepsi Campus), A , 6.25%, 2024	\$ 200,000	\$ 164,400
Commonwealth of Puerto Rico (Mepsi Campus), A , 6.5%, 2037	900,000	690,588
		\$ 854,988

Student Loan Revenue 0.8%

Access to Loans for Learning, CA Student Loan Rev., 7.95%, 2030	\$ 650,000	\$ 564,798
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MFS Municipal Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Municipal Bonds continued		
Student Loan Revenue continued		
Massachusetts Educational Financing Authority, Education Loan Rev., H, ASSD GTY, 6.35%, 2030	1,240,000	1,162,946
		\$ 1,727,744
Tax - Other 0.4%		
New Jersey Economic Development Authority Rev. (Cigarette Tax), 5.75%, 2029	\$ 475,000	\$ 354,246
Virgin Islands Public Finance Authority Rev., E, 5.875%, 2018	500,000	467,250
		\$ 821,496
Tax Assessment 8.1%		
Arborwood Community Development District, FL, Capital Improvement Rev., 5.25%, 2016	\$ 450,000	\$ 342,198
Arborwood Community Development District, FL, Capital Improvement Rev. (Master Infrastructure Projects), A, 5.35%, 2036	620,000	344,013
Arborwood Community Development District, FL, Special Assessment (Master Infrastructure Projects), B, 5.1%, 2014	225,000	179,093
Atlanta, GA, Tax Allocation (Eastside Project), B, 5.6%, 2030	815,000	511,877
Atlanta, GA, Tax Allocation (Princeton Lakes Project), 5.5%, 2031	470,000	285,361
Baltimore, MD, Special Obligation, A, 7%, 2038	715,000	577,005
Belmont Community Development District, FL, Capital Improvement Rev., B, 5.125%, 2014 (d)	970,000	438,741
Capital Region Community Development District Rev., FL, A, 7%, 2039	465,000	325,584
Concord Station Community Development District, FL, Special Assessment, 5%, 2015	235,000	183,396
Concorde Estates Community Development District, FL, Special Assessment, B, 5%, 2011	475,000	356,060
Du Page County, IL, Special Service Area No. 31 Special Tax (Monarch Landing Project), 5.625%, 2036	305,000	179,578
Durbin Crossing Community Development District, FL, Special Assessment, B-1, 4.875%, 2010	320,000	212,243
East Homestead Community Development District, FL, Special Assessment, B, 5%, 2011	155,000	125,180
Enclave at Black Point Marina Community Development District, FL, B, 5.2%, 2014	215,000	129,877
Fishhawk Community Development District, FL, 5.125%, 2009	345,000	267,144
Grand Bay at Doral Community Development District, FL, A, 6%, 2039	170,000	94,309
Grand Bay at Doral Community Development District, FL, B, 6%, 2017	995,000	722,718
Heritage Harbour North Community Development District, FL, Capital Improvement Rev., 6.375%, 2038	590,000	365,835
Homestead 50 Community Development District, FL, A, 6%, 2037	680,000	402,288
Homestead 50 Community Development District, FL, B, 5.9%, 2013	310,000	261,088
Katy, TX, Development Authority Rev., B, 6%, 2018	925,000	743,182
Killarney Community Development District, FL, Special Assessment, B, 5.125%, 2009	170,000	150,557
Lakes by the Bay South Community Development District, FL, Rev., B, 5.3%, 2009	570,000	341,983
Lancaster County, SC, Assessment Rev. (Sun City Carolina Lakes), 5.45%, 2037	110,000	62,108
Legends Bay Community Development District, FL, A, 5.5%, 2014	420,000	295,823
Legends Bay Community Development District, FL, A, 5.875%, 2038	380,000	218,595
Magnolia Park Community Development District, FL, Special Assessment, A, 6.15%, 2039	1,140,000	681,595
Main Street Community Development District, FL, A, 6.8%, 2038	565,000	359,555
Main Street Community Development District, FL, B, 6.9%, 2017	420,000	315,584
Middle Village Community Development District, FL, Special Assessment, B, 5%, 2009	95,000	93,858
Naturewalk Community Development District, FL, Capital Improvement Rev., B, 5.3%, 2016	650,000	360,432
New Port Tampa Bay Community Development District, FL, Special Assessment, B, 5.3%, 2012	440,000	179,238
North Springs Improvement District, FL, Special Assessment (Parkland Golf Country Club), B-1, 5.125%, 2015	405,000	313,454

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MFS Municipal Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Municipal Bonds continued		
Tax Assessment continued		
North Springs Improvement District, FL, Special Assessment (Parkland Golf Country Club), B-2, 5.125%, 2015	145,000	111,325
Ohio County, WV, Commission Tax Increment Rev. (Fort Henry Centre), A, 5.85%, 2034	235,000	148,943
Old Palm Community Development District, FL, Special Assessment (Palm Beach Gardens), A, 5.9%, 2035	240,000	143,369
Old Palm Community Development District, FL, Special Assessment (Palm Beach Gardens), B, 5.375%, 2014	240,000	193,157
OTC Community Development District, FL, Special Assessment, A, 5.3%, 2038	1,000,000	523,710
Overland Park, KS, Special Assessment (Tallgrass Creek), 4.85%, 2016	170,000	134,305
Overland Park, KS, Special Assessment (Tallgrass Creek), 5.125%, 2028	350,000	216,941
Panther Trace II, Community Development District, FL, Special Assessment, 5.125%, 2013	350,000	213,427
Panther Trace II, Community Development District, FL, Special Assessment, B, 5%, 2010	315,000	279,018
Parker Road Community Development District, FL, A, 5.6%, 2038	340,000	177,619
Parkway Center Community Development District, FL, Special Assessment, B, 5.625%, 2014	1,030,000	845,373
Paseo Community Development District, FL, B, 4.875%, 2010	400,000	256,000
Preserve at Wilderness Lake, FL, Community Development District, Capital Improvement, B, 5%, 2009	20,000	19,807
Prince George's County, MD, Special Obligation (National Harbor Project), 5.2%, 2034	245,000	121,042
Riverwood Estates Community Development District, FL, Special Assessment, B, 5%, 2013 (d)	870,000	304,500
Sterling Hill Community Development District, FL, Special Assessment, 5.5%, 2010	195,000	183,569
Stone Ridge, CO, Metropolitan District No. 2, 7.25%, 2031	800,000	545,912
Tolomato Community Development District, FL, Special Assessment, 6.65%, 2040	1,070,000	653,674
Tuscany Reserve Community Development District, FL, Special Assessment, B, 5.25%, 2016	785,000	421,883
Villa Vizcaya Community Development District, FL, A, 5.55%, 2039	210,000	109,998
Watergrass Community Development District, FL, A, 5.375%, 2039	420,000	221,789
Watergrass Community Development District, FL, Special Assessment, B, 4.875%, 2010	765,000	580,972
Wentworth Estates Community Development District, FL, Special Assessment, B, 5.125%, 2012	340,000	204,323
		\$ 17,030,208

Tobacco 9.0%

Badger, WI, Tobacco Asset Securitization Corp., 6.125%, 2027	\$ 3,365,000	\$ 3,106,669
Buckeye, OH, Tobacco Settlement Financing Authority, 6%, 2042	220,000	131,952
Buckeye, OH, Tobacco Settlement Rev., Asset Backed, A-2, 5.875%, 2030	6,065,000	3,864,315
Buckeye, OH, Tobacco Settlement Rev., Asset Backed, A-2, 5.875%, 2047	1,905,000	1,090,327
Buckeye, OH, Tobacco Settlement Rev., Asset Backed, A-2, 6.5%, 2047	1,420,000	892,612
California County, CA, Tobacco Securitization Corp., Tobacco Settlement, L.A. County, A, 0% to 2010, 5.65% to 2041	485,000	229,735
California Statewide Financing Authority, Tobacco Settlement, 5.625%, 2029	1,610,000	1,176,089
District of Columbia, Tobacco Settlement Rev., 6.25%, 2024	990,000	828,491
Golden State, CA, Tobacco Securitization Corp., Tobacco Settlement Rev., A-4, 7.8%, 2013 (c)	1,000,000	1,235,370
Inland Empire, CA, Tobacco Securitization Corp., Tobacco Settlement Rev., Asset Backed, C-1, 0%, 2036	3,270,000	190,805
Iowa Tobacco Settlement Authority, Tobacco Settlement Rev., Asset Backed, B, 5.6%, 2034	1,635,000	1,000,277
Louisiana Tobacco Settlement Authority Rev., 5.5%, 2030	1,435,000	1,095,307
Michigan Tobacco Settlement Finance Authority Rev., Asset Backed, A, 6%, 2048	1,125,000	666,529
New Jersey Tobacco Settlement Financing Corp., 5.75%, 2012 (c)	765,000	837,254
New Jersey Tobacco Settlement Financing Corp., 7%, 2013 (c)	15,000	18,385
Rhode Island Tobacco Settlement Financing Corp., A, 0%, 2052	7,295,000	69,084

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MFS Municipal Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Municipal Bonds continued		
Tobacco continued		
Silicon Valley Tobacco Securitization Authority, CA, Tobacco Settlement Rev. (Turbo- Santa Clara), A , 0%, 2036	2,115,000	129,967
Silicon Valley Tobacco Securitization Authority, CA, Tobacco Settlement Rev. (Turbo- Santa Clara), A , 0%, 2041	1,560,000	58,750
South Carolina Tobacco Settlement Authority Rev., B , 6%, 2011 (c)	1,125,000	1,184,681
South Carolina Tobacco Settlement Authority Rev., B , 6.375%, 2011 (c)	1,075,000	1,180,909
Washington Tobacco Settlement Authority, 6.5%, 2026	145,000	128,190
		\$ 19,115,698
Toll Roads 1.6%		
Bay Area Toll Authority, Toll Bridge Rev. (San Francisco Bay Area), F1 , 5%, 2034	\$ 2,790,000	\$ 2,640,875
E-470 Public Highway Authority, Colorado Rev., Capital Appreciation, B , MBIA, 0%, 2027	4,115,000	800,326
		\$ 3,441,201
Transportation - Special Tax 1.7%		
Telluride, CO, Real Estate Transfer Assessment Rev. (Gondola Transit Co.), ETM, 11.5%, 2012 (c)	\$ 2,900,000	\$ 3,650,955
Universities - Colleges 13.4%		
California Statewide Communities Development Authority Rev. (California Baptist University), A , 5.4%, 2027	\$ 370,000	\$ 232,811
California Statewide Communities Development Authority Rev. (California Baptist University), A , 5.5%, 2038	420,000	246,611
Harrisburg, PA, Harrisburg University of Science, A , 5.4%, 2016	210,000	197,058
Houston, TX, Community College Systems, MBIA, 7.875%, 2025	2,500,000	2,775,300
Illinois Educational Facilities Authority Rev. (Augustana College), A , 5.625%, 2022	400,000	334,132
Illinois Finance Authority Rev. (Illinois Institute of Technology), A , 5%, 2031	795,000	561,262
Illinois Finance Authority Rev. (Illinois Institute of Technology), A , 5%, 2036	1,165,000	789,369
Louisiana State University (Health Sciences Center Project), MBIA, 6.375%, 2031	2,500,000	2,573,300
Massachusetts Health & Educational Facilities Authority Rev., 5%, 2038 (u)	20,000,000	20,149,200
Massachusetts Health & Educational Facilities Authority Rev. (Simmons College), I , 8%, 2029	535,000	541,217
		\$ 28,400,260
Universities - Dormitories 0.1%		
California Statewide Communities Development Authority Rev. (Lancer Educational Student Housing Project), 5.625%, 2033	\$ 380,000	\$ 227,122
Universities - Secondary Schools 2.6%		
California Statewide Communities Development Authority Rev. (Escondido Charter High School), 7.5%, 2011 (c)	\$ 530,000	\$ 601,852
California Statewide Communities Development Authority Rev. (Escondido Charter High School), 7.5%, 2011 (c)	1,000,000	1,176,880
Colorado Housing Finance Development Rev. (Evergreen Country Day School), 5.875%, 2037	770,000	523,469
Lee County, FL, Industrial Development Authority Rev. (Lee Charter Foundation), A , 5.25%, 2027	430,000	257,269
Lee County, FL, Industrial Development Authority Rev. (Lee Charter Foundation), A , 5.375%, 2037	945,000	524,456
Maryland Health & Higher Educational Facilities Authority Rev. (Washington Christian Academy), 5.5%, 2038	140,000	82,414
	150,000	102,401

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Maryland Industrial Development Financing Authority, Economic Development Authority Rev. (Our Lady of Good Council), A , 6%, 2035		
Michigan Municipal Bond Authority Rev. (YMCA Service Learning Academy), 7.625%, 2021	1,000,000	877,370
Pima County, AZ, Industrial Development Authority Education Rev. (Arizona Charter Schools), C , 6.75%, 2031	490,000	364,393
Utah County, UT, Charter School Rev. (Lakeview Academy), A , 5.625%, 2037	500,000	331,070
Utah County, UT, Charter School Rev. (Renaissance Academy), A , 5.625%, 2037	285,000	183,204

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MFS Municipal Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Municipal Bonds continued		
Universities - Secondary Schools continued		
Utah County, UT, Charter School Rev. (Ronald Wilson Reagan Academy), A, 6%, 2038	795,000	549,941
		\$ 5,574,719
Utilities - Cogeneration 0.8%		
Alaska Industrial Development Export Authority, Power Rev., Upper Lynn Canal Regional Power, 5.8%, 2018	\$ 830,000	\$ 696,453
Pennsylvania Economic Development Financing Authority Rev., Resource Recovery Rev. (Colver), G, 5.125%, 2015	350,000	276,987
Pennsylvania Economic Development Financing Authority Rev., Resources Recovery Rev. (Northampton Generating), A, 6.5%, 2013	1,000,000	697,690
		\$ 1,671,130
Utilities - Investor Owned 7.6%		
Brazos River Authority, TX, Authority Texas Rev. (Reliant Energy, Inc.), A, 5.375%, 2019	\$ 500,000	\$ 416,875
Brazos River Authority, TX, Pollution Control Rev. (TXU Electric Co. LLC), C, 5.75%, 2036 (a)	2,205,000	1,471,044
Brazos River Authority, TX, Pollution Control Rev. (TXU Electric Co. LLC), D, 5.4%, 2029 (a)	85,000	56,623
Brazos River Authority, TX, Pollution Control Rev. (TXU Energy Co. LLC), 5%, 2041	835,000	335,770
Connecticut Development Authority, Pollution Control Rev. (Connecticut Light & Power Co.), 5.95%, 2028	2,270,000	1,859,652
Farmington, NM, Pollution Control Rev. (Public Service New Mexico), A, 6.3%, 2016	2,195,000	2,037,245
Farmington, NM, Pollution Control Rev. (Public Service New Mexico), C, 5.8%, 2022	2,105,000	1,727,616
Matagorda County, TX (CenterPoint Energy), 5.6%, 2027	1,500,000	1,192,740
Matagorda County, TX, Pollution Control Rev. (Reliant Energy), 5.95%, 2030	1,655,000	1,137,018
Mecklenburg County, VA, Industrial Development Authority Rev. (UAE Mecklenburg LP), 6.5%, 2017	800,000	800,416
New Hampshire Business Finance Authority, Pollution Control Rev. (Public Service of New Hampshire), 6%, 2021	1,000,000	840,730
Red River Authority, TX, Pollution Control Rev. (AEP Texas Central Co.), MBIA, 4.45%, 2020	760,000	698,501
Sabine River Authority, TX, Pollution Control Rev. (TXU Electric Co. LLC), 5.2%, 2028	340,000	174,461
Sabine River Authority, TX, Pollution Control Rev. (TXU Electric Co. LLC), 5.75%, 2030 (a)	610,000	406,955
West Feliciana Parish, LA, Pollution Control Rev. (Gulf States Utilities Co.), 5.8%, 2015	1,500,000	1,379,790
West Feliciana Parish, LA, Pollution Control Rev. (Gulf States Utilities Co.), 5.8%, 2016	1,000,000	882,720
Yuma County, AZ, Industrial Development Authority (Far West Water & Sewer, Inc.), 6.375%, 2037	735,000	553,499
		\$ 15,971,655
Utilities - Municipal Owned 1.0%		
North Carolina Municipal Power Agency, Catawba Electric Rev., B, 6.5%, 2020	\$ 2,000,000	\$ 2,050,000
Utilities - Other 1.5%		
Main Street Natural Gas, Inc., GA, Gas Project Rev., A, 5%, 2022	\$ 500,000	\$ 404,845
Main Street Natural Gas, Inc., GA, Gas Project Rev., A, 5.5%, 2026	285,000	218,008
Salt Verde Financial Corp., AZ, Senior Gas Rev., 5%, 2037	1,900,000	1,214,499
Tennessee Energy Acquisition Corp., Gas Rev., A, 5.25%, 2022	510,000	388,620
Tennessee Energy Acquisition Corp., Gas Rev., A, 5.25%, 2023	80,000	60,080
Tennessee Energy Acquisition Corp., Gas Rev., A, 5.25%, 2026	905,000	653,346
Tennessee Energy Acquisition Corp., Gas Rev., C, 5%, 2025	450,000	311,018
		\$ 3,250,416

MFS Municipal Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Total Investments	\$ 330,627,585
Other Assets, Less Liabilities (2.5)%	(5,380,018)
Preferred shares (issued by the fund) (53.8)%	(113,750,000)
Net assets applicable to common shares 100.0%	\$ 211,497,567

- (a) Mandatory tender date is earlier than stated maturity date.
- (c) Refunded bond.
- (d) Non-income producing security - in default.
- (f) All or a portion of the security has been segregated as collateral for open futures contracts.
- (n) Securities exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in the ordinary course of business in transactions exempt from registration, normally to qualified institutional buyers. At period end, the aggregate value of these securities was \$4,962,373, representing 2.3% of net assets applicable to common shares.
- (p) Primary inverse floater.
- (u) Underlying security deposited into special purpose trust (the trust) by investment banker upon creation of self-deposited inverse floaters.
- (z) Restricted securities are not registered under the Securities Act of 1933 and are subject to legal restrictions on resale. These securities generally may be resold in transactions exempt from registration or to the public if the securities are subsequently registered. Disposal of these securities may involve time-consuming negotiations and prompt sale at an acceptable price may be difficult. The fund holds the following restricted securities:

Restricted Securities	Acquisition Date	Cost	Current Market Value
MuniMae TE Bond Subsidiary LLC, 6.875%, 2009	5/18/99	\$ 2,000,000	\$ 1,740,700
MuniMae TE Bond Subsidiary LLC, 5.4%, 2049	10/14/04	1,000,000	836,700
Total Restricted Securities			\$ 2,577,400
% of Net Assets applicable to common shares			1.2%

The following abbreviations are used in this report and are defined:

COP	Certificate of Participation
ETM	Escrowed to Maturity
SIFMA	Securities Industry and Financial Markets Association

Insurers

AMBAC	AMBAC Indemnity Corp.
ASSD GTY	Assured Guaranty Insurance Co.
FGIC	Financial Guaranty Insurance Co.
FHA	Federal Housing Administration
FHLMC	Federal Home Loan Mortgage Corp.
FNMA	Federal National Mortgage Assn.
FSA	Financial Security Assurance Inc.
GNMA	Government National Mortgage Assn.
MBIA	MBIA Insurance Corp.
PSF	Permanent School Fund
XLCA	XL Capital Insurance Co.

Inverse Floaters

INFLOS	Inverse Floating Security
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See attached supplemental information. For more information see notes to financial statements as disclosed in the most recent semiannual or annual report.

MFS Municipal Income Trust**Supplemental Information (Unaudited) 1/31/09****(1) Fair Value Disclosure**

The fund adopted FASB Statement No. 157, Fair Value Measurements (the Statement). This Statement provides a single definition of fair value, a hierarchy for measuring fair value and expanded disclosures about fair value measurements.

Various inputs are used in determining the value of the fund's assets or liabilities carried at market value. These inputs are categorized into three broad levels. Level 1 includes quoted prices in active markets for identical assets or liabilities. Level 2 includes other significant observable market-based inputs (including quoted prices for similar securities, interest rates, prepayment speed, and credit risk). Level 3 includes unobservable inputs, which may include the adviser's own assumptions in determining the fair value of investments. Other financial instruments are derivative instruments not reflected in total investments, such as futures, forwards, swap contracts, and written options. The following is a summary of the levels used as of January 31, 2009 in valuing the fund's assets or liabilities carried at market value:

	Level 1	Level 2	Level 3	Total
Investments in Securities	\$	\$ 330,627,585	\$	\$ 330,627,585
Other Financial Instruments	\$ (530,533)	\$ (1,149,720)	\$	\$ (1,680,253)

(2) Portfolio Securities

The cost and unrealized appreciation and depreciation in the value of the investments owned by the fund, as computed on a federal income tax basis, are as follows:

Aggregate Cost	\$ 394,546,774
Gross unrealized appreciation	\$ 7,834,017
Gross unrealized depreciation	(81,753,206)
Net unrealized appreciation (depreciation)	\$ (73,919,189)

The aggregate cost above includes prior fiscal year end tax adjustments.

(3) Derivative Contracts at 1/31/09**Futures contracts outstanding at 1/31/09**

Description	Contracts	Value	Expiration Date	Unrealized Appreciation (Depreciation)
U.S. Treasury Note 10 yr (Short)	71	\$ 8,709,703	Mar-09	\$ (374,108)
U.S. Treasury Bond 30 yr (Short)	68	8,615,813	Mar-09	(156,425)
				\$ (530,533)

Swap Agreements at 1/31/09

Expiration	Counterparty	Value
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		Notional Amount		Cash Flows to Receive	Cash Flows to Pay
Interest Rate Swaps					
2/16/24	USD	22,000,000	Citibank	7-Day SIFMA	3.666% (fixed rate) \$ (1,149,720)

At January 31, 2009, the fund had sufficient cash and/or other liquid securities to cover any commitments under these derivative contracts.

ITEM 2. CONTROLS AND PROCEDURES.

- (a) Based upon their evaluation of the effectiveness of the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "Act")) as conducted within 90 days of the filing date of this Form N-Q, the registrant's principal financial officer and principal executive officer have concluded that those disclosure controls and procedures provide reasonable assurance that the material information required to be disclosed by the registrant on this report is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

- (b) There were no changes in the registrant's internal controls over financial reporting (as defined in Rule 30a-3(d) under the Act) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 3. EXHIBITS.

File as exhibits as part of this Form a separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the Act (17 CFR 270.30a-2): Attached hereto.

Notice

A copy of the Amended and Restated Declaration of Trust, as amended, of the Registrant is on file with the Secretary of State of The Commonwealth of Massachusetts and notice is hereby given that this instrument is executed on behalf of the Registrant by an officer of the Registrant as an officer and not individually and the obligations of or arising out of this instrument are not binding upon any of the Trustees or shareholders individually, but are binding only upon the assets and property of the respective constituent series of the Registrant.

SIGNATURES

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

Registrant: MFS MUNICIPAL INCOME TRUST

By (Signature and Title)* MARIA F. DWYER
Maria F. Dwyer, President
Date: March 18, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)* MARIA F. DWYER
Maria F. Dwyer, President
(Principal Executive Officer)
Date: March 18, 2009

By (Signature and Title)* JOHN M. CORCORAN
John M. Corcoran, Treasurer
(Principal Financial Officer
and Accounting Officer)
Date: March 18, 2009

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