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MFS SPECIAL VALUE TRUST
Form N-PX
August 26, 2010

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-5912

MFS SPECIAL VALUE TRUST
(Exact name of registrant as specified in charter)

500 Boylston Street, Boston, Massachusetts 02116
(Address of principal executive offices) (Zip code)

Susan S. Newton
Massachusetts Financial Services Company
500 Boylston Street
Boston, Massachusetts 02116
(Name and address of agents for service)

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

Date of fiscal year end: October 31

Date of reporting period: July 1, 2009 - June 30, 2010

ITEM 1. PROXY VOTING RECORD.

***** FORM N-Px REPORT *****

ICA File Number: 811-05912
Reporting Period: 07/01/2009 - 06/30/2010
MFS Special Value Trust

===== MFS Special Value Trust =====

3M COMPANY

Ticker: MMM Security ID: 88579Y101
Meeting Date: MAY 11, 2010 Meeting Type: Annual
Record Date: MAR 12, 2010

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director Linda G. Alvarado | For | For | Management |
| 2 | Elect Director George W. Buckley | For | For | Management |
| 3 | Elect Director Vance D. Coffman | For | For | Management |
| 4 | Elect Director Michael L. Eskew | For | For | Management |
| 5 | Elect Director W. James Farrell | For | For | Management |
| 6 | Elect Director Herbert L. Henkel | For | For | Management |
| 7 | Elect Director Edward M. Liddy | For | For | Management |
| 8 | Elect Director Robert S. Morrison | For | For | Management |
| 9 | Elect Director Aulana L. Peters | For | For | Management |
| 10 | Elect Director Robert J. Ulrich | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Amend Omnibus Stock Plan | For | Against | Management |
| 13 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100
 Meeting Date: APR 23, 2010 Meeting Type: Annual
 Record Date: FEB 24, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director R.J. Alpern | For | For | Management |
| 1.2 | Elect Director R.S. Austin | For | For | Management |
| 1.3 | Elect Director W.M. Daley | For | Withhold | Management |
| 1.4 | Elect Director W.J. Farrell | For | Withhold | Management |
| 1.5 | Elect Director H.L. Fuller | For | Withhold | Management |
| 1.6 | Elect Director W.A. Osborn | For | Withhold | Management |
| 1.7 | Elect Director D.A.L. Owen | For | For | Management |
| 1.8 | Elect Director R.S. Roberts | For | For | Management |
| 1.9 | Elect Director S.C. Scott, III | For | For | Management |
| 1.10 | Elect Director W.D. Smithburg | For | Withhold | Management |
| 1.11 | Elect Director G.F. Tilton | For | For | Management |
| 1.12 | Elect Director M.D. White | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 4 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

AMERICAN MEDIA OPERATIONS INC

Ticker: Security ID: 02744RAR8
 Meeting Date: APR 27, 2010 Meeting Type: Written Consent
 Record Date: APR 13, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------|---------|-----------|------------|
| 1 | Proposal 1 - Pik Notes | For | For | Management |
| 2 | Proposal 2 - Subordinated Notes | For | For | Management |

AMERICAN MEDIA OPERATIONS INC

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Ticker: Security ID: 02744RAT4
 Meeting Date: APR 27, 2010 Meeting Type: Written Consent
 Record Date: APR 13, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------|---------|-----------|------------|
| 1 | Proposal 1 - Pik Notes | For | For | Management |
| 2 | Proposal 2 - Subordinated Notes | For | For | Management |

ANADARKO PETROLEUM CORPORATION

Ticker: APC Security ID: 032511107
 Meeting Date: MAY 18, 2010 Meeting Type: Annual
 Record Date: MAR 23, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|-------------|
| 1 | Elect Director H. Paulett Eberhart | For | For | Management |
| 2 | Elect Director Preston M. Geren III | For | For | Management |
| 3 | Elect Director James T. Hackett | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity | Against | For | Shareholder |
| 6 | Reimburse Expenses Incurred by Stockholder in Contested Election of Directors | Against | For | Shareholder |

APACHE CORPORATION

Ticker: APA Security ID: 037411105
 Meeting Date: MAY 6, 2010 Meeting Type: Annual
 Record Date: MAR 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Elect Director Eugene C. Fiedorek | For | For | Management |
| 2 | Elect Director Patricia Albjerg Graham | For | For | Management |
| 3 | Elect Director F.H. Merelli | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104
 Meeting Date: FEB 23, 2010 Meeting Type: Special
 Record Date: JAN 7, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------------------------------|---------|-----------|------------|
| 1 | Increase Authorized Common Stock | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |

BANK OF AMERICA CORP.

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Ticker: BAC Security ID: 060505559
 Meeting Date: FEB 23, 2010 Meeting Type: Special
 Record Date: JAN 7, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------------------------------|---------|-----------|------------|
| 1 | Increase Authorized Common Stock | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |

BANK OF AMERICA CORPORATION

Ticker: BAC Security ID: 060505104
 Meeting Date: APR 28, 2010 Meeting Type: Annual
 Record Date: MAR 3, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Susan S. Bies | For | For | Management |
| 2 | Elect Director William P. Boardman | For | For | Management |
| 3 | Elect Director Frank P. Bramble, Sr. | For | For | Management |
| 4 | Elect Director Virgis W. Colbert | For | For | Management |
| 5 | Elect Director Charles K. Gifford | For | For | Management |
| 6 | Elect Director Charles O. Holliday, Jr. | For | For | Management |
| 7 | Elect Director D. Paul Jones, Jr. | For | For | Management |
| 8 | Elect Director Monica C. Lozano | For | For | Management |
| 9 | Elect Director Thomas J. May | For | For | Management |
| 10 | Elect Director Brian T. Moynihan | For | For | Management |
| 11 | Elect Director Donald E. Powell | For | For | Management |
| 12 | Elect Director Charles O. Rossotti | For | For | Management |
| 13 | Elect Director Robert W. Scully | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Increase Authorized Common Stock | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 17 | Amend Omnibus Stock Plan | For | For | Management |
| 18 | Report on Government Service of Employees | Against | Against | Shareholder |
| 19 | TARP Related Compensation | Against | For | Shareholder |
| 20 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 21 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 22 | Adopt Policy on Succession Planning | Against | Against | Shareholder |
| 23 | Report on Collateral in Derivatives Trading | Against | For | Shareholder |
| 24 | Claw-back of Payments under Restatements | Against | For | Shareholder |

BANK OF AMERICA CORPORATION

Ticker: BAC Security ID: 060505559
 Meeting Date: APR 28, 2010 Meeting Type: Annual
 Record Date: MAR 3, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Susan S. Bies | For | For | Management |
| 2 | Elect Director William P. Boardman | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 3 | Elect Director Frank P. Bramble, Sr. | For | For | Management |
| 4 | Elect Director Virgis W. Colbert | For | For | Management |
| 5 | Elect Director Charles K. Gifford | For | For | Management |
| 6 | Elect Director Charles O. Holliday, Jr. | For | For | Management |
| 7 | Elect Director D. Paul Jones, Jr. | For | For | Management |
| 8 | Elect Director Monica C. Lozano | For | For | Management |
| 9 | Elect Director Thomas J. May | For | For | Management |
| 10 | Elect Director Brian T. Moynihan | For | For | Management |
| 11 | Elect Director Donald E. Powell | For | For | Management |
| 12 | Elect Director Charles O. Rossotti | For | For | Management |
| 13 | Elect Director Robert W. Scully | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Increase Authorized Common Stock | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 17 | Amend Omnibus Stock Plan | For | For | Management |
| 18 | Report on Government Service of Employees | Against | Against | Shareholder |
| 19 | TARP Related Compensation | Against | For | Shareholder |
| 20 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 21 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 22 | Adopt Policy on Succession Planning | Against | Against | Shareholder |
| 23 | Report on Collateral in Derivatives Trading | Against | For | Shareholder |
| 24 | Claw-back of Payments under Restatements | Against | For | Shareholder |

BECTON, DICKINSON AND COMPANY

Ticker: BDX Security ID: 075887109
Meeting Date: FEB 2, 2010 Meeting Type: Annual
Record Date: DEC 11, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Henry P. Becton, Jr. | For | For | Management |
| 1.2 | Elect Director Edward F. Degraan | For | For | Management |
| 1.3 | Elect Director Claire M. Fraser-liggett | For | For | Management |
| 1.4 | Elect Director Edward J. Ludwig | For | For | Management |
| 1.5 | Elect Director Adel A.F. Mahmoud | For | For | Management |
| 1.6 | Elect Director James F. Orr | For | For | Management |
| 1.7 | Elect Director Willard J. Overlock, Jr. | For | For | Management |
| 1.8 | Elect Director Bertram L. Scott | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Company-Specific--Approval Of A By-law Amendment Regarding Special Shareholdermeetings | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 6 | Require a Majority Vote for the Election of Directors | Against | Against | Shareholder |
| 7 | Provide for Cumulative Voting | Against | Against | Shareholder |

CENTURYTEL, INC.

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Ticker: CTL Security ID: 156700106
 Meeting Date: MAY 20, 2010 Meeting Type: Annual
 Record Date: MAR 22, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director W. Bruce Hanks | For | For | Management |
| 1.2 | Elect Director C. G. Melville, Jr. | For | For | Management |
| 1.3 | Elect Director William A. Owens | For | For | Management |
| 1.4 | Elect Director Glen F. Post, III | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Change Company Name | For | For | Management |
| 4 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 5 | Report on Internet Network Management Practices Regarding Privacy and Freedom of Expression | Against | Against | Shareholder |
| 6 | Limit Executive Compensation | Against | Against | Shareholder |
| 7 | Stock Retention/Holding Period | Against | Against | Shareholder |
| 8 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

CHARLES SCHWAB CORPORATION, THE

Ticker: SCHW Security ID: 808513105
 Meeting Date: MAY 13, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Arun Sarin | For | For | Management |
| 1.2 | Elect Director Paula A. Sneed | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 4 | Report on Political Contributions | Against | For | Shareholder |
| 5 | Adopt a Policy in which the Company will not Make or Promise to Make Any Death Benefit Payments to Senior Executives | Against | Against | Shareholder |

DANAHER CORPORATION

Ticker: DHR Security ID: 235851102
 Meeting Date: MAY 11, 2010 Meeting Type: Annual
 Record Date: MAR 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|-------------|
| 1 | Elect Director Steven M. Rales | For | For | Management |
| 2 | Elect Director John T. Schwieters | For | For | Management |
| 3 | Elect Director Alan G. Spoon | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Declassify the Board of Directors | Against | For | Shareholder |

DOMINION RESOURCES, INC.

Ticker: D Security ID: 25746U109

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Meeting Date: MAY 18, 2010 Meeting Type: Annual

Record Date: MAR 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director William P. Barr | For | For | Management |
| 1.2 | Elect Director Peter W. Brown | For | For | Management |
| 1.3 | Elect Director George A. Davidson, Jr. | For | For | Management |
| 1.4 | Elect Director Thomas F. Farrell II | For | For | Management |
| 1.5 | Elect Director John W. Harris | For | For | Management |
| 1.6 | Elect Director Robert S. Jepson, Jr. | For | For | Management |
| 1.7 | Elect Director Mark J. Kington | For | For | Management |
| 1.8 | Elect Director Margaret A. McKenna | For | For | Management |
| 1.9 | Elect Director Frank S. Royal | For | For | Management |
| 1.10 | Elect Director Robert H. Spilman, Jr. | For | For | Management |
| 1.11 | Elect Director David A. Wollard | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Reduce Supermajority Vote Requirement | For | For | Management |
| 4 | Reduce Supermajority Vote Requirement | For | For | Management |
| 5 | Reduce Supermajority Vote Requirement | For | For | Management |
| 6 | Reduce Supermajority Vote Requirement | For | For | Management |
| 7 | Amend Quorum Requirements | For | For | Management |
| 8 | Adopt Renewable Energy Production Goal | Against | Against | Shareholder |
| 9 | Stop Construction of Nuclear Reactor at North Anna Facility | Against | Against | Shareholder |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

EXXON MOBIL CORPORATION

Ticker: XOM Security ID: 30231G102

Meeting Date: MAY 26, 2010 Meeting Type: Annual

Record Date: APR 6, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director M.J. Boskin | For | For | Management |
| 1.2 | Elect Director P. Brabeck-Letmathe | For | For | Management |
| 1.3 | Elect Director L.R. Faulkner | For | For | Management |
| 1.4 | Elect Director J.S. Fishman | For | For | Management |
| 1.5 | Elect Director K.C. Frazier | For | For | Management |
| 1.6 | Elect Director W.W. George | For | For | Management |
| 1.7 | Elect Director M.C. Nelson | For | For | Management |
| 1.8 | Elect Director S.J. Palmisano | For | For | Management |
| 1.9 | Elect Director S.C. Reinemund | For | For | Management |
| 1.10 | Elect Director R.W. Tillerson | For | For | Management |
| 1.11 | Elect Director E.E. Whitacre, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 4 | Reincorporate in Another State [from New Jersey to North Dakota] | Against | Against | Shareholder |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 6 | Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity | Against | Against | Shareholder |
| 7 | Adopt Policy on Human Right to Water | Against | Against | Shareholder |
| 8 | Adopt Policy to Address Coastal Louisiana Environmental Impacts | Against | Against | Shareholder |
| 9 | Report on Environmental Impact of Oil | Against | Against | Shareholder |

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|----|---|---------|---------|-------------|
| | Sands Operations in Canada | | | |
| 10 | Report on Environmental Impacts of Natural Gas Fracturing | Against | Against | Shareholder |
| 11 | Report on Energy Technologies Development | Against | Against | Shareholder |
| 12 | Adopt Quantitative GHG Goals from Products and Operations | Against | Against | Shareholder |
| 13 | Report on Risks of Alternative Long-term Fossil Fuel Demand Estimates | Against | Against | Shareholder |

GOLDMAN SACHS GROUP, INC., THE

Ticker: GS Security ID: 38141G104
Meeting Date: MAY 7, 2010 Meeting Type: Annual
Record Date: MAR 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Lloyd C. Blankfein | For | For | Management |
| 1.2 | Elect Director John H. Bryan | For | For | Management |
| 1.3 | Elect Director Gary D. Cohn | For | For | Management |
| 1.4 | Elect Director Claes Dahlback | For | For | Management |
| 1.5 | Elect Director Stephen Friedman | For | For | Management |
| 1.6 | Elect Director William W. George | For | For | Management |
| 1.7 | Elect Director James A. Johnson | For | For | Management |
| 1.8 | Elect Director Lois D. Juliber | For | For | Management |
| 1.9 | Elect Director Lakshmi N. Mittal | For | For | Management |
| 1.10 | Elect Director James J. Schiro | For | For | Management |
| 1.11 | Elect Director H. Lee Scott, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Reduce Supermajority Vote Requirement | For | For | Management |
| 5 | Provide Right to Call Special Meeting | For | For | Management |
| 6 | Provide for Cumulative Voting | Against | Against | Shareholder |
| 7 | Report on Collateral in Derivatives Trading | Against | For | Shareholder |
| 8 | Require Independent Board Chairman | Against | Against | Shareholder |
| 9 | Report on Political Contributions | Against | For | Shareholder |
| 10 | Report on Global Warming Science | Against | Against | Shareholder |
| 11 | Report on Pay Disparity | Against | Against | Shareholder |
| 12 | Stock Retention/Holding Period | Against | Against | Shareholder |

HALLIBURTON COMPANY

Ticker: HAL Security ID: 406216101
Meeting Date: MAY 19, 2010 Meeting Type: Annual
Record Date: MAR 22, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------|---------|-----------|------------|
| 1 | Elect Director A.M. Bennett | For | For | Management |
| 2 | Elect Director J.R. Boyd | For | For | Management |
| 3 | Elect Director M. Carroll | For | For | Management |
| 4 | Elect Director N.K. Dicciani | For | For | Management |
| 5 | Elect Director S.M. Gillis | For | For | Management |
| 6 | Elect Director J.T. Hackett | For | For | Management |
| 7 | Elect Director D.J. Lesar | For | For | Management |

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|----|--|---------|-----|-------------|
| 8 | Elect Director R.A. Malone | For | For | Management |
| 9 | Elect Director J.L. Martin | For | For | Management |
| 10 | Elect Director D.L. Reed | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Review and Assess Human Rights Policies | Against | For | Shareholder |
| 13 | Report on Political Contributions | Against | For | Shareholder |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 15 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

HASBRO, INC.

Ticker: HAS Security ID: 418056107
 Meeting Date: MAY 20, 2010 Meeting Type: Annual
 Record Date: MAR 26, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Basil L. Anderson | For | For | Management |
| 1.2 | Elect Director Alan R. Batkin | For | For | Management |
| 1.3 | Elect Director Frank J. Biondi, Jr. | For | For | Management |
| 1.4 | Elect Director Kenneth A. Bronfin | For | For | Management |
| 1.5 | Elect Director John M. Connors, Jr. | For | For | Management |
| 1.6 | Elect Director Michael W.o. Garrett | For | For | Management |
| 1.7 | Elect Director Brian Goldner | For | For | Management |
| 1.8 | Elect Director Jack M. Greenberg | For | For | Management |
| 1.9 | Elect Director Alan G. Hassenfeld | For | For | Management |
| 1.10 | Elect Director Tracy A. Leinbach | For | For | Management |
| 1.11 | Elect Director Edward M. Philip | For | For | Management |
| 1.12 | Elect Director Alfred J. Verrecchia | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

HEWLETT-PACKARD COMPANY

Ticker: HPQ Security ID: 428236103
 Meeting Date: MAR 17, 2010 Meeting Type: Annual
 Record Date: JAN 19, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Marc L. Andreessen | For | For | Management |
| 1.2 | Elect Director Lawrence T. Babbio, Jr. | For | For | Management |
| 1.3 | Elect Director Sari M. Baldauf | For | For | Management |
| 1.4 | Elect Director Rajiv L. Gupta | For | For | Management |
| 1.5 | Elect Director John H. Hammergren | For | For | Management |
| 1.6 | Elect Director Mark V. Hurd | For | For | Management |
| 1.7 | Elect Director Joel Z. Hyatt | For | For | Management |
| 1.8 | Elect Director John R. Joyce | For | For | Management |
| 1.9 | Elect Director Robert L. Ryan | For | For | Management |
| 1.10 | Elect Director Lucille S. Salhany | For | For | Management |
| 1.11 | Elect Director G. Kennedy Thompson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | Against | Management |
| 4 | Company Request on Advisory Vote on Executive Compensation | For | For | Management |

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JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
 Meeting Date: APR 22, 2010 Meeting Type: Annual
 Record Date: FEB 23, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Mary Sue Coleman | For | For | Management |
| 2 | Elect Director James G. Cullen | For | For | Management |
| 3 | Elect Director Michael M. E. Johns | For | For | Management |
| 4 | Elect Director Susan L. Lindquist | For | For | Management |
| 5 | Elect Director Anne M. Mulcahy | For | For | Management |
| 6 | Elect Director Lea F. Mullin | For | For | Management |
| 7 | Elect Director William D. Perez | For | For | Management |
| 8 | Elect Director Charles Prince | For | For | Management |
| 9 | Elect Director David Satcher | For | For | Management |
| 10 | Elect Director William C. Welton | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |
| 13 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

JOHNSON CONTROLS, INC.

Ticker: JCI Security ID: 478366107
 Meeting Date: JAN 27, 2010 Meeting Type: Annual
 Record Date: NOV 19, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director David P. Abney | For | For | Management |
| 1.2 | Elect Director Robert L. Barnett | For | For | Management |
| 1.3 | Elect Director Eugenio Clariond Reyes-Retana | For | For | Management |
| 1.4 | Elect Director Jeffrey A. Joerres | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

KROGER CO., THE

Ticker: KR Security ID: 501044101
 Meeting Date: JUN 24, 2010 Meeting Type: Annual
 Record Date: APR 26, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Reuben V. Anderson | For | For | Management |
| 2 | Elect Director Robert D. Beyer | For | For | Management |
| 3 | Elect Director David B. Dillon | For | For | Management |
| 4 | Elect Director Susan J. Kropf | For | For | Management |
| 5 | Elect Director John T. LaMacchia | For | For | Management |
| 6 | Elect Director David B. Lewis | For | For | Management |
| 7 | Elect Director W. Rodney McMullen | For | For | Management |

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|----|--|---------|-----|-------------|
| 8 | Elect Director Jorge P. Montoya | For | For | Management |
| 9 | Elect Director Clyde R. Moore | For | For | Management |
| 10 | Elect Director Susan M. Phillips | For | For | Management |
| 11 | Elect Director Steven R. Rogel | For | For | Management |
| 12 | Elect Director James A. Runde | For | For | Management |
| 13 | Elect Director Ronald L. Sargent | For | For | Management |
| 14 | Elect Director Bobby S. Shackouls | For | For | Management |
| 15 | Adopt Majority Voting for Uncontested Election of Directors | For | For | Management |
| 16 | Ratify Auditors | For | For | Management |
| 17 | Report on Climate Change | Against | For | Shareholder |

LIMITED BRANDS, INC.

Ticker: LTD Security ID: 532716107
 Meeting Date: MAY 27, 2010 Meeting Type: Annual
 Record Date: MAR 29, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Dennis S. Hersch | For | For | Management |
| 1.2 | Elect Director David T. Kollat | For | For | Management |
| 1.3 | Elect Director William R. Loomis, Jr. | For | For | Management |
| 1.4 | Elect Director Leslie H. Wexner | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109
 Meeting Date: APR 22, 2010 Meeting Type: Annual
 Record Date: MAR 1, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director E. C. "Pete" Aldrige, Jr. | For | For | Management |
| 2 | Elect Director Nolan D. Archibald | For | For | Management |
| 3 | Elect Director David B. Burritt | For | For | Management |
| 4 | Elect Director James O. Ellis, Jr. | For | For | Management |
| 5 | Elect Director Gwendolyn S. King | For | For | Management |
| 6 | Elect Director James M. Loy | For | For | Management |
| 7 | Elect Director Douglas H. McCorkindale | For | For | Management |
| 8 | Elect Director Joseph W. Ralston | For | For | Management |
| 9 | Elect Director James Schneider | For | For | Management |
| 10 | Elect Director Anne Stevens | For | For | Management |
| 11 | Elect Director Robert J. Stevens | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Report on Space-based Weapons Program | Against | Against | Shareholder |

METLIFE, INC.

Ticker: MET Security ID: 59156R108
 Meeting Date: APR 27, 2010 Meeting Type: Annual
 Record Date: MAR 1, 2010

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director R. Glenn Hubbard, Ph.D | For | For | Management |
| 1.2 | Elect Director Alfred F. Kelly, Jr. | For | For | Management |
| 1.3 | Elect Director James M. Kilts | For | For | Management |
| 1.4 | Elect Director David Satcher, M.D., Ph.D. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Provide for Cumulative Voting | Against | Against | Shareholder |

MFS SERIES TRUST XIV MFS Institutional Money Market Portfolio

Ticker: Security ID: 55291X109
 Meeting Date: JAN 28, 2010 Meeting Type: Written Consent
 Record Date: JAN 27, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Robert E. Butler | For | For | Management |
| 1.2 | Elect Trustee Lawrence H. Cohn, M.D. | For | For | Management |
| 1.3 | Elect Trustee Maureen R. Goldfarb | For | For | Management |
| 1.4 | Elect Trustee David H. Gunning | For | For | Management |
| 1.5 | Elect Trustee William R. Gutow | For | For | Management |
| 1.6 | Elect Trustee Michael Hegarty | For | For | Management |
| 1.7 | Elect Trustee John P. Kavanaugh | For | For | Management |
| 1.8 | Elect Trustee Robert J. Manning | For | For | Management |
| 1.9 | Elect Trustee Robert C. Pozen | For | For | Management |
| 1.10 | Elect Trustee J. Dale Sherratt | For | For | Management |
| 1.11 | Elect Trustee Laurie J. Thomsen | For | For | Management |
| 1.12 | Elect Trustee Robert W. Uek | For | For | Management |

NOBLE ENERGY, INC.

Ticker: NBL Security ID: 655044105
 Meeting Date: APR 27, 2010 Meeting Type: Annual
 Record Date: MAR 9, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Jeffrey L. Berenson | For | Against | Management |
| 2 | Elect Director Michael A. Cawley | For | For | Management |
| 3 | Elect Director Edward F. Cox | For | Against | Management |
| 4 | Elect Director Charles D. Davidson | For | For | Management |
| 5 | Elect Director Thomas J. Edelman | For | For | Management |
| 6 | Elect Director Eric P. Grubman | For | For | Management |
| 7 | Elect Director Kirby L. Hedrick | For | Against | Management |
| 8 | Elect Director Scott D. Urban | For | For | Management |
| 9 | Elect Director William T. Van Kleeef | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |

NOKIA CORP.

Ticker: NOK1V Security ID: 654902204
 Meeting Date: MAY 6, 2010 Meeting Type: Annual
 Record Date: APR 26, 2010

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Open Meeting | None | None | Management |
| 2 | Calling the Meeting to Order | None | None | Management |
| 3 | Designate Inspector or Shareholder Representative(s) of Minutes of Meeting | None | None | Management |
| 4 | Acknowledge Proper Convening of Meeting | None | None | Management |
| 5 | Prepare and Approve List of Shareholders | None | None | Management |
| 6 | Receive Financial Statements and Statutory Reports, the Board's Report, and the Auditor's Report; Receive Review by the CEO | None | None | Management |
| 7 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 8 | Approve Allocation of Income and Dividends of EUR 0.40 Per Share | For | For | Management |
| 9 | Approve Discharge of Board and President | For | For | Management |
| 10 | Approve Remuneration of Directors in the Amount of EUR 440,000 for Chairman, EUR 150,000 for Vice Chairman, and EUR 130,000 for Other Directors; Approve Remuneration for Committee Work | For | For | Management |
| 11 | Fix Number of Directors at 10 | For | For | Management |
| 12 | Reelect Lalita Gupte, Bengt Holmstrom, Henning Kagermann, Olli-Pekka Kallasvuo, Per Karlsson, Isabel Marey-Semper, Jorma Ollila, Marjorie Scardino, Risto Siilasmaa, and Keijo Suila as Directors | For | For | Management |
| 13 | Approve Remuneration of Auditors | For | For | Management |
| 14 | Ratify PricewaterhouseCoopers Oy as Auditors | For | For | Management |
| 15 | Amend Articles Re: Amend Corporate Purpose; Amend Method of Convening General Meetings | For | For | Management |
| 16 | Authorize Repurchase of up to 360 Million Issued Shares | For | For | Management |
| 17 | Approve Issuance of up to 740 Million Shares without Preemptive Rights | For | For | Management |
| 18 | Close Meeting | None | None | Management |

NRG ENERGY INC

Ticker: NRG Security ID: 629992389
 Meeting Date: JUL 21, 2009 Meeting Type: Proxy Contest
 Record Date: JUN 15, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| | Management Proxy (White Card) | None | None | |
| 1.1 | Elect Director John F. Chlebowski | For | For | Management |
| 1.2 | Elect Director Howard E. Cosgrove | For | For | Management |
| 1.3 | Elect Director William E. Hantke | For | For | Management |
| 1.4 | Elect Director Anne C. Schaumburg | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 4 | Adopt Majority Voting for Uncontested Election of Directors | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |

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| | | | | |
|---|--|---------|---------|-------------|
| 6 | Report on Carbon Principles | Against | Against | Shareholder |
| 7 | Change Size of Board of Directors | Against | Against | Shareholder |
| 8 | Repeal Amendments Adopted Without Stockholder Approval After February 26, 2008 | Against | Against | Shareholder |

| # | Proposal | Diss Rec | Vote Cast | Sponsor |
|-----|--|----------|--------------|-------------|
| | Dissident Proxy (Blue Card) | None | None | |
| 1.1 | Elect Director Betsy S. Atkins | For | Did Not Vote | Shareholder |
| 1.2 | Elect Director Ralph E. Faison | For | Did Not Vote | Shareholder |
| 1.3 | Elect Director Coleman Peterson | For | Did Not Vote | Shareholder |
| 1.4 | Elect Director Thomas C. Wajnert | For | Did Not Vote | Shareholder |
| 2 | Change Size of Board of Directors | For | Did Not Vote | Shareholder |
| 3 | Elect Director Donald DeFosset | For | Did Not Vote | Shareholder |
| 4 | Elect Director Richard H. Koppes | For | Did Not Vote | Shareholder |
| 5 | Elect Director John M. Albertine | For | Did Not Vote | Shareholder |
| 6 | Elect Director Marjorie L. Bowen | For | Did Not Vote | Shareholder |
| 7 | Elect Director Ralph G. Wellington | For | Did Not Vote | Shareholder |
| 8 | Repeal Amendments Adopted Without Stockholder Approval After February 26, 2008 | For | Did Not Vote | Shareholder |
| 9 | Amend Omnibus Stock Plan | For | Did Not Vote | Management |
| 10 | Amend Executive Incentive Bonus Plan | For | Did Not Vote | Management |
| 11 | Adopt Majority Voting for Uncontested Election of Directors | For | Did Not Vote | Management |
| 12 | Ratify Auditors | For | Did Not Vote | Management |
| 13 | Report on Carbon Principles | None | Did Not Vote | Shareholder |

NUCOR CORPORATION

Ticker: NUE Security ID: 670346105
 Meeting Date: MAY 13, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Daniel R. DiMicco | For | For | Management |
| 1.2 | Elect Director James D. Hlavacek | For | For | Management |
| 1.3 | Elect Director John H. Walker | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Declassify the Board of Directors | For | For | Management |
| 4 | Approve Omnibus Stock Plan | For | For | Management |
| 5 | Require a Majority Vote for the Election of Directors | Against | Against | Shareholder |
| 6 | Report on Political Contributions | Against | For | Shareholder |

OMNICOM GROUP INC.

Ticker: OMC Security ID: 681919106
 Meeting Date: MAY 25, 2010 Meeting Type: Annual
 Record Date: APR 5, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John D. Wren | For | For | Management |
| 1.2 | Elect Director Bruce Crawford | For | For | Management |
| 1.3 | Elect Director Alan R. Batkin | For | For | Management |
| 1.4 | Elect Director Robert Charles Clark | For | For | Management |

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| | | | | |
|------|--|---------|---------|-------------|
| 1.5 | Elect Director Leonard S. Coleman, Jr. | For | For | Management |
| 1.6 | Elect Director Errol M. Cook | For | For | Management |
| 1.7 | Elect Director Susan S. Denison | For | For | Management |
| 1.8 | Elect Director Michael A. Henning | For | For | Management |
| 1.9 | Elect Director John R. Murphy | For | For | Management |
| 1.10 | Elect Director John R. Purcell | For | For | Management |
| 1.11 | Elect Director Linda Johnson Rice | For | For | Management |
| 1.12 | Elect Director Gary L. Roubos | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Adopt Majority Voting for Uncontested Election of Directors | For | For | Management |
| 5 | Reimburse Proxy Contest Expenses | Against | For | Shareholder |
| 6 | Adopt a Policy in which the Company will not Make or Promise to Make Any Death Benefit Payments to Senior Executives | Against | Against | Shareholder |
| 7 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |

PEPSICO, INC.

Ticker: PEP Security ID: 713448108
 Meeting Date: MAY 5, 2010 Meeting Type: Annual
 Record Date: MAR 5, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Shona L. Brown | For | For | Management |
| 2 | Elect Director Ian M. Cook | For | For | Management |
| 3 | Elect Director Dina Dublon | For | For | Management |
| 4 | Elect Director Victor J. Dzau | For | For | Management |
| 5 | Elect Director Ray L. Hunt | For | For | Management |
| 6 | Elect Director Alberto Ibarguen | For | For | Management |
| 7 | Elect Director Arthur C. Martinez | For | For | Management |
| 8 | Elect Director Indra K. Nooyi | For | For | Management |
| 9 | Elect Director Sharon P. Rockefeller | For | For | Management |
| 10 | Elect Director James J. Schiro | For | For | Management |
| 11 | Elect Director Lloyd G. Trotter | For | For | Management |
| 12 | Elect Director Daniel Vasella | For | Against | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | Against | Management |
| 15 | Report on Charitable Contributions | Against | Against | Shareholder |
| 16 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 17 | Report on Public Policy Advocacy Process | Against | Against | Shareholder |

PG&E CORPORATION

Ticker: PCG Security ID: 69331C108
 Meeting Date: MAY 12, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------|---------|-----------|------------|
| 1 | Elect Director David R. Andrews | For | For | Management |
| 2 | Elect Director Lewis Chew | For | For | Management |
| 3 | Elect Director C. Lee Cox | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 4 | Elect Director Peter A. Darbee | For | For | Management |
| 5 | Elect Director Maryellen C. Herringer | For | For | Management |
| 6 | Elect Director Roger H. Kimmel | For | For | Management |
| 7 | Elect Director Richard A. Meserve | For | For | Management |
| 8 | Elect Director Forrest E. Miller | For | For | Management |
| 9 | Elect Director Rosendo G. Parra | For | For | Management |
| 10 | Elect Director Barbara L. Rambo | For | For | Management |
| 11 | Elect Director Barry Lawson Williams | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | For | Management |
| 15 | Require Independent Board Chairman | Against | Against | Shareholder |
| 16 | Limits for Directors Involved with Bankruptcy | Against | Against | Shareholder |
| 17 | Report on Political Contributions | Against | Against | Shareholder |

PPG INDUSTRIES, INC.

Ticker: PPG Security ID: 693506107
 Meeting Date: APR 15, 2010 Meeting Type: Annual
 Record Date: FEB 19, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director James G. Berges | For | For | Management |
| 1.2 | Elect Director Victoria F. Haynes | For | For | Management |
| 1.3 | Elect Director Martin H. Richenhagen | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Community Environmental Impact Disclosure Process | Against | Against | Shareholder |

ROYAL CARIBBEAN CRUISES LTD.

Ticker: RCL Security ID: V7780T103
 Meeting Date: MAY 20, 2010 Meeting Type: Annual
 Record Date:

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Reelect William L. Kimsey as Director | For | For | Management |
| 1.2 | Reelect Gert W. Munthe as Director | For | For | Management |
| 1.3 | Reelect Thomas J. Pritzker as Director | For | For | Management |
| 1.4 | Reelect Bernt Reitan as Director | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 4 | Approve Executives and Directors to Hold Equity Based Compensation for a Period Beyond Their Tenure | Against | Against | Shareholder |

STATE STREET CORPORATION

Ticker: STT Security ID: 857477103
 Meeting Date: MAY 19, 2010 Meeting Type: Annual

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Record Date: MAR 15, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director K. Burnes | For | For | Management |
| 2 | Elect Director P. Coym | For | For | Management |
| 3 | Elect Director P. De Saint-Aignan | For | For | Management |
| 4 | Elect Director A. Fawcett | For | For | Management |
| 5 | Elect Director D. Gruber | For | For | Management |
| 6 | Elect Director L. Hill | For | For | Management |
| 7 | Elect Director J. Hooley | For | For | Management |
| 8 | Elect Director R. Kaplan | For | For | Management |
| 9 | Elect Director C. LaMantia | For | For | Management |
| 10 | Elect Director R. Logue | For | For | Management |
| 11 | Elect Director R. Sergel | For | For | Management |
| 12 | Elect Director R. Skates | For | For | Management |
| 13 | Elect Director G. Summe | For | For | Management |
| 14 | Elect Director R. Weissman | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 16 | Ratify Auditors | For | For | Management |
| 17 | Require Independent Board Chairman | Against | Against | Shareholder |
| 18 | Report on Pay Disparity | Against | Against | Shareholder |

TARGET CORPORATION

Ticker: TGT Security ID: 87612E106
 Meeting Date: JUN 9, 2010 Meeting Type: Annual
 Record Date: APR 12, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|-------------|
| 1 | Elect Director Calvin Darden | For | For | Management |
| 2 | Elect Director Anne M. Mulcahy | For | For | Management |
| 3 | Elect Director Stephen W. Sanger | For | For | Management |
| 4 | Elect Director Gregg W. Steinhafel | For | For | Management |
| 5 | Ratify Auditors | For | For | Management |
| 6 | Declassify the Board of Directors | For | For | Management |
| 7 | Reduce Supermajority Vote Requirement | For | For | Management |
| 8 | Amend Articles of Incorporation | For | For | Management |
| 9 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For | Shareholder |

TRAVELERS COMPANIES, INC., THE

Ticker: TRV Security ID: 89417E109
 Meeting Date: MAY 4, 2010 Meeting Type: Annual
 Record Date: MAR 5, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Alan L. Beller | For | For | Management |
| 1.2 | Elect Director John H. Dasburg | For | For | Management |
| 1.3 | Elect Director Janet M. Dolan | For | For | Management |
| 1.4 | Elect Director Kenneth M. Duberstein | For | For | Management |
| 1.5 | Elect Director Jay S. Fishman | For | For | Management |
| 1.6 | Elect Director Lawrence G. Graev | For | For | Management |
| 1.7 | Elect Director Patricia L. Higgins | For | For | Management |
| 1.8 | Elect Director Thomas R. Hodgson | For | For | Management |

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|------|--|-----|-----|------------|
| 1.9 | Elect Director Cleve L. Killingsworth, Jr. | For | For | Management |
| 1.10 | Elect Director Blythe J. McGarvie | For | For | Management |
| 1.11 | Elect Director Donald J. Shepard | For | For | Management |
| 1.12 | Elect Director Laurie J. Thomsen | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

UNITED PARCEL SERVICE, INC.

Ticker: UPS Security ID: 911312106
 Meeting Date: MAY 6, 2010 Meeting Type: Annual
 Record Date: MAR 8, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director F. Duane Ackerman | For | For | Management |
| 1.2 | Elect Director Michael J. Burns | For | For | Management |
| 1.3 | Elect Director D. Scott Davis | For | For | Management |
| 1.4 | Elect Director Stuart E. Eizenstat | For | For | Management |
| 1.5 | Elect Director Michael L. Eskew | For | For | Management |
| 1.6 | Elect Director William R. Johnson | For | For | Management |
| 1.7 | Elect Director Ann M. Livermore | For | Withhold | Management |
| 1.8 | Elect Director Rudy Markham | For | For | Management |
| 1.9 | Elect Director John W. Thompson | For | For | Management |
| 1.10 | Elect Director Carol B. Tome | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Adopt Majority Voting for Uncontested Election of Directors | For | For | Management |

WORLD COLOR PRESS INC.

Ticker: WC Security ID: 981442106
 Meeting Date: MAY 13, 2010 Meeting Type: Annual/Special
 Record Date: MAR 29, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Mark Alan Angelson as Director | For | For | Management |
| 1.2 | Elect Michael Brennan Allen as Director | For | For | Management |
| 1.3 | Elect Raymond John Bromark as Director | For | For | Management |
| 1.4 | Elect Gabriel de Alba as Director | For | For | Management |
| 1.5 | Elect James Joseph Gaffeney as Director | For | For | Management |
| 1.6 | Elect Jack Kliger as Director | For | For | Management |
| 1.7 | Elect David Lyman McAusland as Director | For | For | Management |
| 1.8 | Elect Thomas O'Neal Ryder as Director | For | For | Management |
| 2 | Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration | For | For | Management |
| 3 | Include French name in the Articles (Imprimerie World Color Inc.) | For | For | Management |
| 4 | Amend and Restate Deferred Share Unit Plan | For | For | Management |
| 5 | Approve Amended and Restated Restricted Share Unit Plan | For | For | Management |

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WORLD COLOR PRESS INC.

Ticker: WC Security ID: 981442106
Meeting Date: JUN 25, 2010 Meeting Type: Special
Record Date: MAY 17, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------|---------|-----------|------------|
| 1 | Approve Arrangement | For | Against | Management |

===== END NPX REPORT

SIGNATURES

Pursuant to the requirements of 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 SPECIAL VALUE TRUST

By (Signature and Title) MARIA F. DWYER*

Maria F. Dwyer, Principal Executive Officer

Date: August 26, 2010

*By (Signature and Title) /s/ Susan S. Newton

Susan S. Newton, as attorney-in-fact

* Executed by Susan S. Newton on behalf of Maria F. Dwyer pursuant to a Power of Attorney dated October 27, 2008. (1)

(1) Incorporated by reference to MFS Series Trust XIII (File Nos. 2-74959 and 811-3327) Post-Effective Amendment No. 42 filed with the SEC via EDGAR on June 25, 2009.