Invesco Quality Municipal Income Trust Form N-CSRS July 08, 2010

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM N-CSR

# CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-06591 Invesco Quality Municipal Income Trust

(Exact name of registrant as specified in charter) 11 Greenway Plaza, Suite 2500 Houston, Texas 77046

(Address of principal executive offices) (Zip code)
Philip A. Taylor 11 Greenway Plaza, Suite 2500 Houston, Texas 77046

(Name and address of agent for service)

Registrant s telephone number, including area code: (713) 626-1919

Date of fiscal year end: 10/31 Date of reporting period: 4/30/10 Item 1. Reports to Stockholders.

### INVESTMENT MANAGEMENT

### Welcome, Shareholder:

In this report, you Il learn about how your investment in Morgan Stanley Quality Municipal Income Trust performed during the semiannual period. We will provide an overview of the market conditions, and discuss some of the factors that affected performance during the reporting period. In addition, this report includes the Trust s financial statements and a list of Trust investments.

Market forecasts provided in this report may not necessarily come to pass. There is no assurance that the Trust will achieve its investment objective. The Trust is subject to market risk, which is the possibility that market values of securities owned by the Trust will decline and, therefore, the value of the Trust s shares may be less than what you paid for them. Accordingly, you can lose money investing in this Trust.

Income earned by certain securities in the portfolio may be subject to the federal alternative minimum tax (AMT).

### **Trust Report**

For the six months ended April 30, 2010

### **Market Conditions**

Economic data released during the six-month reporting period indicated that the economy was expanding, although some investors continued to question whether the recession was really behind us. The housing market continued to lag and unemployment remained high, but hints of improvement began to appear late in the period when the April labor report showed that employment in the U.S. rose by its largest monthly increase in four years. The Federal Reserve maintained their accommodative monetary policy, leaving the federal funds target rate unchanged at near zero percent, but hiked the discount rate by 25 basis points to 0.75 percent in mid-February perhaps an indication of monetary tightening ahead.

Municipal bond market performance slowed substantially during the reporting period from the historically large returns seen in previous months. The lower rated segment of the market continued to outperform as investor demand for lower quality, higher yielding bonds grew over the course of the period. For the six months ended April 30, 2010, the Barclays Capital High Yield Municipal Bond Index gained 6.70 percent while the Barclays Capital Municipal Bond Index (the benchmark for the investment grade segment) gained 3.68 percent. Overall, longer maturity issues outperformed those with shorter maturities. For the six months ended April 30, 2010, long bonds (those with maturities of 22 years or more) returned 5.09 percent while five-year bonds returned 3.22 percent, as measured by the respective Barclays Capital municipal bond indexes.

With regard to sectors, hospital bonds and tobacco bonds were among the top performers, outpacing the broad municipal market as rising demand for these lower quality issues helped boost returns. Revenue bonds outperformed general obligation bonds amid media reports of municipalities general financial weakness and ongoing weakness in tax collections.

Demand for municipal bonds overall remained steady, with approximately \$24 billion flowing into municipal bond funds during the period. New issue supply remained relatively stable as well, totaling roughly \$205 billion. However, 25 percent of that total issuance was in taxable Build America Bonds, thereby limiting the supply of traditional tax-exempt bonds. This has helped buoy tax-exempt bond prices and the relative value of municipal bonds overall versus other fixed income sectors.

### **Performance Analysis**

For the six-month period ended April 30, 2010, the net asset value (NAV) of Morgan Stanley Quality Municipal Income Trust (IQI) increased from \$12.61 to \$13.00 per share. Based on this change plus reinvestment of tax-free dividends totaling \$0.4275 per share, the Trust s total NAV return was 6.70 percent. IQI s value on the New York Stock Exchange (NYSE) moved from \$11.80 to \$12.63 per share during the same period. Based on this change plus reinvestment of dividends, the Trust s total market return was 10.78 percent. IQI s NYSE market price was at a 2.85 percent discount to its NAV. *Past performance is no guarantee of future results*.

Monthly dividends for May 2010 were unchanged at \$0.07125 per share. The dividend reflects the current level of the Trust s net investment income. IQI s level of undistributed net investment income was \$0.206 per share on April 30, 2010 versus \$0.179 per share six months earlier.<sup>1</sup>

The primary contributors to the Trust sperformance for the reporting period included exposure to A and BBB rated bonds. Spreads on these issues tightened during the period, helping them to outperform higher quality issues. Holdings in the health care, industrial development revenue/pollution control revenue (IDR/PCR), and tobacco sectors were additive to returns as these sectors outperformed the broad municipal bond market for the period. The portfolio s exposure on the long end of the municipal yield curve was also advantageous as longer maturities issues outperformed shorter maturity issues.

Other positions, however, were less advantageous. Exposure to zero coupon bonds hindered performance as spreads in this sector widened over the course of the period. The portfolio s exposure to local general obligation bonds also detracted given the sector s underperformance of essential service bonds.

The Trust s procedure for reinvesting all dividends and distributions in common shares is through purchases in the open market. This method helps support the market value of the Trust s shares. In addition, we would like to remind you that the Trustees have approved a share repurchase program whereby the Trust may, when appropriate, purchase shares in the open market or in privately negotiated transactions at a price not above market value or net asset value, whichever is lower at the time of purchase. The Trust may also take action to reduce or eliminate the amount of Auction Rate Preferred Shares (ARPS) outstanding.

Performance data quoted represents past performance, which is no guarantee of future results, and current performance may be lower or higher than the figures shown. Investment return, net asset value and common share market price will fluctuate and Trust shares, when sold, may be worth more or less than their original cost.

There is no guarantee that any sectors mentioned will continue to perform as discussed herein or that securities in such sectors will be held by the Trust in the future.

<sup>1</sup> Income earned by certain securities in the portfolio may be subject to the federal alternative minimum tax (AMT).

#### TOP FIVE SECTORS as of 04/30/10 13.9% General Obligation Hospital 13.4 Water/Sewer 10.5 Transportation 9.8 8.3 Airport LONG-TERM CREDIT ANALYSIS as of 04/30/10 27.7% Aaa/AAA 33.2 Aa/AA A/A 22.5 13.7 Baa/BBB Ba/BB or Less 1.1 1.8 Non-Rated SUMMARY OF INVESTMENTS BY STATE CLASSIFICATION as of 04/30/10 California 27.0 % New York 21.7 Texas 20.1 9.5 Illinois 9.1 New Jersey Florida 8.6 8.4 Washington Ohio 6.2 5.9 Indiana Arizona 5.8 South Carolina 5.4 4.5 Nevada 4.1 Hawaii Georgia 3.8 Michigan 3.3 Colorado 3.1 2.0 Maryland District of Columbia 1.8 Puerto Rico 1.8 Connecticut 1.7 1.5 North Carolina Montana 1.3 1.3 Iowa 1.2 Idaho Massachusetts 1.0 0.9 Alaska 0.8 North Dakota Vermont 0.7 0.7

Minnesota

Virginia	0.6
Pennsylvania	0.5
Louisiana	0.5
Oklahoma	0.4
Missouri	0.4
Kentucky	0.3
Delaware	0.3
Oregon	0.3
Kansas	0.2
New Hampshire	0.2
Total Long-Term Investments	166.9
Short-Term Investments	0.5
Other Assets in Excess of Liabilities	1.2
Floating Rate Note and Dealer Trusts Obligations	(23.5)
Preferred Shares of Beneficial Interest	(45.1)
Net Assets Applicable to Common Shareholders	100.0 %

Subject to change daily. Provided for informational purposes only and should not be deemed as a recommendation to buy or sell the securities mentioned or securities in the sectors shown above. Top five sectors are as a percentage of total investments. Long-term credit analysis is as a percentage of long-term investments. Summary of investments by state classification are as a percentage of net assets applicable to common shareholders. Securities are classified by sectors that represent broad groupings of related industries. Morgan Stanley is a full-service securities firm engaged in securities trading and brokerage activities, investment banking, research and analysis, financing and financial advisory services. Rating allocations based upon ratings as issued by Moody s and Standard and Poor s, respectively.

### For More Information About Portfolio Holdings

Each Morgan Stanley trust provides a complete schedule of portfolio holdings in its semiannual and annual reports within 60 days of the end of the trust s second and fourth fiscal quarters. The semiannual reports and the annual reports are filed electronically with the Securities and Exchange Commission (SEC) on Form N-CSRS and Form N-CSR, respectively. Morgan Stanley also delivers the semiannual and annual reports to trust shareholders and makes these reports available on its public web site. Each Morgan Stanley trust also files a complete schedule of portfolio holdings with the SEC for the trust s first and third fiscal quarters on Form N-Q. Morgan Stanley does not deliver the reports for the first and third fiscal quarters to shareholders, nor are the reports posted to the Morgan Stanley public web site. You may, however, obtain the Form N-Q filings (as well as the Form N-CSR and N-CSRS filings) by accessing the SEC s web site, http://www.sec.gov. You may also review and copy them at the SEC s public reference room in Washington, DC. Information on the operation of the SEC s public reference room may be obtained by calling the SEC at (800) SEC-0330. You can also request copies of these materials, upon payment of a duplicating fee, by electronic request at the SEC s e-mail address (publicinfo@sec.gov) or by writing the public reference section of the SEC, Washington, DC 20549-1520.

### Approval of Investment Advisory and Sub-Advisory Agreements

The Board of Trustees (the Board) of Invesco Quality Municipal Income Trust (the Trust) is required under the Investment Company Act of 1940 to approve the Trust s investment advisory agreements. At various meetings of the Board held during the third and fourth quarters of 2009 and early 2010, the Board as a whole and the disinterested or independent Trustees, voting separately, approved (i) a new investment advisory agreement with Invesco Advisers, Inc. (Invesco Advisers), (ii) a new Master Intergroup Sub-Advisory Contract for Mutual Funds (the sub-advisory contracts and together with the investment advisory agreement with Invesco Advisers, the new advisory agreements) with Invesco Asset Management Deutschland GmbH, Invesco Asset Management Limited, Invesco Asset Management (Japan) Limited, Invesco Australia Limited, Invesco Hong Kong Limited, Invesco Senior Secured Management, Inc. and Invesco Trimark Ltd. (collectively, the Affiliated Sub-Advisers), and (iii) the appointment of Invesco Advisers as investment adviser and the Affiliated Sub-Advisers as investment sub-advisers to the Trust. In doing so, the Board determined that the new advisory agreements will enable shareholders of the Trust to obtain high quality services at a cost that is appropriate, reasonable and in the best interests of the Trust and its shareholders and that the compensation to Invesco Advisers and the Affiliated Sub-Advisers under the Trust s new advisory agreements is fair and reasonable. The new advisory agreements were approved to become effective upon approval by the shareholders of the Trust and closing of a transaction between Morgan Stanley and Invesco Ltd. (Invesco) under which Invesco acquired the retail mutual fund assets of Morgan Stanley (the Acquisition).

#### The Board's Trust Evaluation Process

In reaching their decision, the Board requested and obtained information from Morgan Stanley, Invesco Advisers and Invesco, including information obtained during various meetings with Senior Management at Invesco, as they deemed reasonably necessary to evaluate the new advisory agreements for the Trust. In considering the Trust s new advisory agreements, the Board evaluated a number of factors and considerations listed below that they believed, in light of their own business judgment, to be relevant to their determination.

- 1. The Board considered the reputation, financial strength and resources of Invesco, one of the world s leading independent global investment management firms, the strength of Invesco s resources and investment capabilities and the client-focused shareholder services offered by Invesco.
- 2. The Board discussed the challenges of positioning the Trust on a common operating platform with Invesco, with particular emphasis on ensuring portfolio management operations properly migrate to Invesco as part of the Acquisition, to ensure uninterrupted services for shareholders and the opportunity for the portfolio management of the Trust to recognize savings from economies of scale when such savings occur.

- 3. The Board noted the continuity of key investment management personnel that would manage the Trust upon consummation of the Acquisition, specifically noting that, with respect to the Trust, the persons responsible for the portfolio management of the Trust are expected to remain the same except that Neil Stone will not continue as a portfolio manager of the Trust. The Board discussed at length the effect of this change on the Trust.
- 4. The Board noted that entering into the sub-advisory contracts would provide Invesco Advisers with increased flexibility in assigning portfolio managers to the Trust and would give the Trust access to portfolio managers and investment personnel located in other offices, including those outside the United States, who may have more specialized expertise on local companies, markets and economies or on various types of investments and investment techniques.
- 5. The Board noted that, pursuant to the sub-advisory contracts, Invesco Advisers would pay all of the sub-advisory fees of the Affiliated Sub-Advisers out of its management fees.
- 6. The Board noted the undertaking by Invesco and Morgan Stanley or their respective affiliates to assume all of the costs of the Acquisition, including the cost of obtaining the shareholder approvals discussed above. The Board noted that Invesco Advisers would provide a two-year contractual guaranty to limit the total expense ratio of the Trust to the Trust s total expense ratio prior to the Acquisition. In determining the obligation to waive advisory fees and/or reimburse expenses, the following is not taken into account: (i) interest, (ii) taxes, (iii) dividend expense on short sales, (iv) extraordinary or non-routine items, and (v) expenses that the Trust has incurred but did not actually pay because of an offset arrangement. During the Board s extensive review process, the Board, including the independent Trustees, considered, among other things, the following factors: the terms and conditions of the new advisory agreements, including the differences from the advisory agreement with Morgan Stanley affiliates; and the nature, scope and quality of services that Invesco Advisers and its affiliates are expected to provide to the Trust, including sub-advisory services and compliance services. The Board evaluated all information available to them on a trust-by-trust basis, and their determinations were made separately in respect of the Trust. The Board also based their decisions on the following considerations, among others, although they did not identify any consideration that was all important or controlling of their discussions, and each Trustee attributed different weights to the various factors.

A. <u>Nature</u>, <u>Extent and Quality of Services</u>. The Board reviewed and considered the nature and extent of the investment advisory services to be provided by Invesco Advisers and the Affiliated Sub-Advisers under the new advisory agreements, including portfolio management, investment

research and fixed income securities trading. The Board also reviewed and considered the nature and extent of the non-advisory, administrative services to be provided by Invesco Advisers under the Trust s administration agreement, including accounting services and the provision of supplies, office space and utilities at Invesco Advisers expense. The Board was advised that there was no expected diminution in the nature, quality and extent of services provided to the Trust s shareholders.

The Board reviewed and considered the qualifications of the portfolio managers who are expected to continue as portfolio managers, noting the one portfolio manager who would not continue to manage the Trust as a result of the new advisory agreements, and the senior administrative managers and other key personnel of Invesco Advisers or its affiliates who will provide the advisory and administrative services to the Trust.

- B. <u>Performance</u>, <u>Fees and Expenses of the Trust</u>. The Board noted that Invesco Advisers and the Affiliated Sub-Advisers had not yet begun providing services to the Trust and, therefore, concluded that performance was not a factor they needed to address with respect to the approval of the new advisory agreements. They also considered that management fees would not increase under the new advisory agreements and that Invesco Advisers would pay the fee under the sub-advisory contract out of its management fees. Furthermore, the Board considered that Invesco Advisers would provide a two-year contractual guaranty to limit the total expense ratio of the Trust to the Trust s total expense ratio prior to the Acquisition.
- C. <u>Economies of Scale</u>. The Board considered the benefits that the shareholders of the Trust would be afforded as a result of anticipated economies of scale.
- D. <u>Other Benefits of the Relationship.</u> The Board considered other benefits to Invesco Advisers and its affiliates that may be derived from their relationship with the Trust and other funds advised by Invesco Advisers.
- E. <u>Resources of the Adviser</u>. The Board considered whether Invesco Advisers and the Affiliated Sub-Advisers were financially sound and had the resources necessary to perform their obligations under the new advisory agreements, noting assurances that Invesco Advisers and the Affiliated Sub-Advisers had the financial resources necessary to fulfill their obligations under the new advisory agreements and the benefits to the Trust of such a relationship.

F. <u>General Conclusion</u>. After considering and weighing all of the above factors, the Board, including the independent Trustees, unanimously concluded that it would be in the best interest of the Trust and its shareholders to approve the new advisory agreements with respect to the Trust. In reaching this conclusion, the Board did not give particular weight to any single factor referenced above. The Board considered these factors over the course of numerous meetings, some of which were in executive session with only the independent Trustees and their counsel present.

# Morgan Stanley Quality Municipal Income Trust Portfolio of Investments - April 30, 2010 (unaudited)

PRINCIPAL AMOUNT IN THOUSANDS		COUPON RATE	MATURITY DATE	VALUE
\$ 4,000	Tax-Exempt Municipal Bonds (166.9%)  Alaska (0.9%)  Northern Tobacco Securitization Corp.,  Asset Backed Ser 2006 A	5.00 %	06/01/46	\$ 2,688,920
2,000	Arizona (5.8%) Arizona State Transportation Board, Highway Refg Ser 2002 A	5.25	07/01/19	2,186,400
650	Maricopa County Pollution Control Corp., Ser 2009 A	6.00	05/01/29	684,963
3,000	Phoenix Civic Improvement Corp., Airport Ser 2002 B (AMT) (NATL-RE & FGIC	0.00	00/01/2	00 1,7 00
3,800	Insd) Phoenix Civic Improvement Corp., Jr Lien	5.25	07/01/32	3,000,990
6,000	Water Ser 2002 (NATL-RE & FGIC Insd) Salt River Project Agricultural	5.00	07/01/26	3,861,256
0,000	Improvement & Power District, 2002 Ser B (a)	5.00	01/01/31	6,227,039
2,000	Surprise Municipal Property Corp., Ser 2007	4.90	04/01/32	1,680,840
				17,641,488
	California (27.0%)			
1,575	Alhambra Unified School District, Ser 2009 B (AGC Insd) (b)	0.00	08/01/35	348,768
2,545	Alhambra Unified School District, Ser 2009 B (AGC Insd) (b)	0.00	08/01/36	528,215
2,000	California Health Facilities Financing Authority, Cedars-Sinai Medical Center			,
2,000	Ser 2005 California Health Facilities Financing	5.00	11/15/34	1,958,420
5,000	Authority, Kaiser Permanente Ser 2006 A California Infrastructure & Economic	5.25	04/01/39	1,991,060
2,000	Development Bank, Bay Area Toll Bridges 1st Lien Ser 2003 (AMBAC Insd) (a)	5.00	01/01/28	(c) 5,847,705
3,000	California Infrastructure & Economic Development Bank, The Scripps Research	2.00	01/01/20	3,017,703
	Institute Ser 2005 A	5.00	07/01/29	3,089,220
6,000	California Pollution Control Financing Authority, Keller Canyon Landfill Co./Browning-Ferris Industries Inc.	6.875	11/01/27	6,006,300

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	Ser 1992 (AMT)			
4,000	California Statewide Communities			
	Development Authority, Baptist University			
	Ser 2007 A	5.40	11/01/27	3,479,920
5,000	California Statewide Communities			
	Development Authority, John Muir Health			
	Ser 2006 A	5.00	08/15/32	4,842,900
960	City & County of San Francisco, Laguna			
	Honda Hospital Refg Ser 2008-R3 (AGC			
	Insd) (a)	5.00	06/15/28	990,758
4,000	City of Los Angeles, Ser 2004 A			
	(NATL-RE Insd)	5.00	09/01/24	4,262,320
1,000	County of San Diego, Burnham Institute			
	for Medical Research Ser 2006 (COPs)	5.00	09/01/34	859,110
4,685	Dry Creek Joint Elementary School			
	District, Election 2008 Ser 2009 (b)	0.00	08/01/40	645,546
4,535	Dry Creek Joint Elementary School			
	District, Election 2008 Ser 2009 (b)	0.00	08/01/41	583,473
6,000	Golden State Tobacco Securitization Corp.,			
	Enhanced Asset Backed Ser 2005 A			
	(AMBAC Insd)	5.00	06/01/29	5,898,360
5,100	Golden State Tobacco Securitization Corp.,			
	Enhanced Asset Backed Ser 2007 A-1	5.125	06/01/47	3,561,789

See Notes to Financial Statements

# Morgan Stanley Quality Municipal Income Trust Portfolio of Investments - April 30, 2010 (unaudited) continued

PRINCIPAL AMOUNT IN THOUSANDS \$ 1,150	Golden State Tobacco Securitization	COUPON RATE	MATURITY DATE		VALUE
1,745	Corp., Enhanced Asset Backed Ser 2007 A-1 Moreland School District, Ser 2014 C	5.75 %	06/01/47		\$ 886,454
	(AMBAC Insd) (b)	0.00	08/01/29		547,529
1,270	Oak Grove School District, Election 2008 Ser A (b)	0.00	08/01/28		445,694
445	Port of Oakland, Ser 2002 L (AMT) (NATL-RE & FGIC Insd)	5.00	11/01/12	(c)	486,630
110	Port of Oakland, Ser 2002 L (AMT) (NATL-RE & FGIC Insd)	5.00	11/01/12	(c)	120,291
890	Port of Oakland, Ser 2002 L (AMT) (NATL-RE & FGIC Insd)	5.00	11/01/21		890,000
3,555	Port of Oakland, Ser 2002 L (AMT) (NATL-RE & FGIC Insd)	5.00	11/01/32		3,200,069
3,720	San Diego County Water Authority, Ser 2002 A (COPs) (NATL-RE Insd)	5.00	05/01/27		3,847,447
2,500	San Francisco City & County Public Utilities Commission, Ser 2009 A	5.00	11/01/27		2,683,750
720	San Rafael City High School District, Election Ser 2002 B (NATL-RE & FGIC	0.00	09/01/25		210.092
16,000	Insd) (b) Silicon Valley Tobacco Securitization Authority Tobacco Settlement, Santa Clara Tobacco Securitization Corp.	0.00	08/01/25		310,082
	Ser 2007 (b)	0.00	06/01/36		1,642,240
4,000 5,000	State of California, Ser 2004 A State of California, Various Purpose Dtd	5.00	07/01/16		4,139,080
5,000	05/01/03 Tobacco Securitization Authority of	5.25	02/01/19		5,272,850
	Northern California, Sacramento County Tobacco Securitization Corp. Ser 2006 A-1	5.00	06/01/37		3,918,100
1,350	Twin Rivers Unified School District, Ser 2009 (BANs) (b)	0.00	04/01/14		1,195,276
2,760	University of California, Ser 2007-J (AGM Insd) (a)		05/15/31		
2,240	University of California, Ser 2007-J	4.50			2,772,273
500	(AGM Insd) (a)	4.50	05/15/35		2,202,419
500 10,100	University of California, Ser 2009 O William S. Hart Union High School	5.25	05/15/39		536,230
	District, Ser 2009 A (b)	0.00	08/01/32		2,496,720

				82,486,998
2,000	Colorado (3.1%) Colorado Educational & Cultural Facilities Authority, Peak to Peak Charter School Refg & Impr Ser 2004 (XLCA			
2,000	Insd) Colorado Health Facilities Authority,	5.25	08/15/34	1,986,260
	Adventist/Sunbelt Ser 2006 D	5.00	07/01/39	2,027,780
1,750	County of Boulder, University Corp. for Atmospheric Research Ser 2002			
1,750	(NATL-RE Insd) County of Boulder, University Corp. for	5.375	09/01/18	1,890,350
-,,	Atmospheric Research Ser 2002 (NATL-RE Insd)	5.375	09/01/21	1,890,350
1,590	Denver Convention Center Hotel			, ,
265	Authority, Refg Ser 2006 (XLCA Insd) Public Authority for Colorado Energy,	5.00	12/01/30	1,410,250
	Natural Gas Ser 2008	6.25	11/15/28	284,385
				9,489,375
5,000	Connecticut (1.7%) Connecticut Housing Finance Authority, SubSer A-2 (AMT)	5.15	05/15/38	5,071,600
1,000	Delaware (0.3%) County of New Castle, Newark Charter School Inc. Ser 2006	5.00	09/01/36	840,590
6,000	District of Columbia (1.8%) District of Columbia Ballpark, Ser 2006 B-1 (NATL-RE & FGIC Insd)	5.00	02/01/31	5,652,180
2,000	Florida (8.6%) Broward County School Board, Ser 2001 A (COPs) (AGM Insd)	5.00	07/01/26	2,019,920
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				11

# Morgan Stanley Quality Municipal Income Trust Portfolio of Investments - April 30, 2010 (unaudited) continued

PRINCIPAL AMOUNT IN THOUSANDS \$ 2,000	County of Miami-Dade, Building Better	COUPON RATE	MATURITY DATE	VALUE
•	Communities Program Ser 2009 B-1	6.00 %	07/01/38	\$ 2,226,180
1,250	County of Miami-Dade, Miami Int 1 Airport Ser 2009 A (AGC Insd)	5.00	10/01/25	1,304,337
75	Highlands County Health Facilities Authority, Adventist Health/Sunbelt			
2.025	Ser 2006 C	5.25	11/15/16	(c) 87,844
2,925	Highlands County Health Facilities Authority, Adventist Health/Sunbelt			
2 200	Ser 2006 C	5.25	11/15/36	2,945,826
3,300	Jacksonville Electric Authority, St Johns Power Park Refg Issue 2 Ser 17	5.00	10/01/18	3,467,640
1,500	Lee County Industrial Development Authority, Shell Point Village/The			
	Alliance Community for Retirement Living Inc., Ser 2006	5.125	11/15/36	1,224,540
1,200	Palm Beach County Solid Waste	5.50	10/01/02	
12,000	Authority, Ser 2009 (BHAC Insd) South Miami Health Facilities Authority,	5.50	10/01/23	1,362,972
,	Baptist Health South Florida Ser 2007	5.00	08/15/42	11,791,440
				26,430,699
	Georgia (3.8%)			
2,000	City of Atlanta, Airport Ser 2004 J (AGM Insd)	5.00	01/01/34	2,022,260
6,000	Georgia State Road & Tollway Authority, Ser 2003	5.00	10/01/22	6,363,000
3,000	Georgia State Road & Tollway Authority,		10/01/22	0,303,000
	Ser 2003	5.00	10/01/23	3,172,530
				11,557,790
	Hawaii (4.1%)			
10,000	City & County of Honolulu, Ser 2003 A (NATL-RE Insd) (a)	5.25	03/01/26	10 545 550
1,925	State of Hawaii, Airports Refg Ser A	5.23	03/01/20	10,545,550 1,925,635
				12,471,185
	11-1- (1.20)			
2,600	Idaho (1.2%)	.25		

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	Idaho Housing & Finance Association, Federal Highway Trust, Ser 2008 A (RANs) (AGC Insd)	5	07/15/23	2,882,698
20	Idaho Housing & Finance Association, Ser 1992 E (AMT)	6.75	07/01/12	20,051
655	Idaho Housing & Finance Association, Ser 2000 E (AMT)	6.00	01/01/32	685,006
				3,587,755
	Illinois (9.5%)			
4,000	City of Chicago, O Hare Int 1 Airport Third Lien Ser 2003 B-2 (AMT) (AGM			
	Insd)	5.75	01/01/23	4,158,880
7,250	City of Chicago, Project & Refg Ser 2007 A (CR) (AGM & FGIC			
	Insd) (a)(d)	5.00	01/01/37	7,368,601
2,200	City of Granite City, Waste Management,			
	Inc. Project	3.50	05/01/27	2,200,836
1,650	Illinois Finance Authority, Resurrection	( 105	05.41.5.10.5	1 (02 0(7
645	Health Center, Refg Ser 2009 Illinois Finance Authority, Rush	6.125	05/15/25	1,682,967
043	University Medical Center Obligated			
	Group Ser 2009 A	7.25	11/01/38	727,379
830	Illinois Finance Authority, Ser 2009 B	5.00	08/15/16	909,539
2,360	Illinois Finance Authority, Swedish			·
	Covenant Hospital Ser 2010 A	5.75	08/15/29	2,365,027
1,235	Illinois Finance Authority, Swedish			
6.000	Covenant Hospital Ser 2010 A	6.00	08/15/38	1,241,224
6,000	State of Illinois, First Ser 2002	5 275	07/01/20	6 200 400
	(NATL-RE Insd)	5.375	07/01/20	6,389,400

See Notes to Financial Statements

### Morgan Stanley Quality Municipal Income Trust Portfolio of Investments - April 30, 2010 (unaudited) *continued*

PRINCIPAL AMOUNT IN THOUSANDS \$ 2,000	Village of Schoumhung, San 2004 P.	COUPON RATE	MATURITY DATE	VALUE
\$ 2,000	Village of Schaumburg, Ser 2004 B (NATL-RE & FGIC Insd)	5.25 %	12/01/34	\$ 2,098,940
				29,142,793
10,000	Indiana (5.9%) Indiana Bond Bank, Revolving Fund Ser 2001 A	5.00	02/01/23	10,440,000
5,400	Indiana Health & Educational Facilities Financing Authority, Clarian Health Ser 2006 A	5.25	02/15/40	5,225,850
1,400	Marion County Convention & Recreational Facilities Authority, Refg Ser 2003 A (AMBAC Insd)	5.00	06/01/21	1,430,506
820	Rockport, Indian Michigan Power Company Project Refg Ser 2009 B	6.25	06/01/25	910,167
				18,006,523
	Iowa (1.3%)			
2,120	State of Iowa, LJOBS Program Ser 2009 A (a)(d) State of Iowa LJOBS Program Ser 2000 A	5.00	06/01/25	2,301,909
1,590	State of Iowa, LJOBS Program Ser 2009 A (a)(d)	5.00	06/01/26	1,714,802
				4,016,711
730	Kansas (0.2%) Kansas Development Finance Authority Hospital Revenue, Adventist Health System Sunbelt Obligated Group Ser 2009 C	5.50	11/15/29	774,472
1,000	Kentucky (0.3%) Kentucky Economic Development Finance Authority, Owensboro Medical Health System Ser 2010 A	6.50	03/01/45	1,036,590
1,500	Louisiana (0.5%) Louisiana Offshore Terminal Authority, Deepwater Port Ser 2007 B-2	4.30	10/01/37	1,530,960
	Maryland (2.0%)			

Ser 2007 A  1,080 Maryland Economic Development Corp., Ser B  2,385 Maryland Health & Higher Educational Facilities Authority, King Farm Presbyterian Community 2006 Ser B  1,700 Maryland Health & Higher Educational Facilities Authority, University of Maryland Medical Ser 2006 A  5.00 01/01/17  2,193,65  1,700 Maryland Health & Higher Educational Facilities Authority, University of Maryland Medical Ser 2006 A  5.00 07/01/41  1,683,96  Massachusetts (1.0%)  1,100 Massachusetts Health & Educational Facilities Authority, Berklee College Music	56
Ser B  2,385  Maryland Health & Higher Educational Facilities Authority, King Farm Presbyterian Community 2006 Ser B  1,700  Maryland Health & Higher Educational Facilities Authority, University of Maryland Medical Ser 2006 A   Massachusetts (1.0%)  1,100  Massachusetts Health & Educational	
Facilities Authority, King Farm Presbyterian Community 2006 Ser B 5.00 01/01/17 2,193,65 1,700 Maryland Health & Higher Educational Facilities Authority, University of Maryland Medical Ser 2006 A 5.00 07/01/41 1,683,96    Massachusetts (1.0%)  1,100 Massachusetts Health & Educational	52
Community 2006 Ser B 5.00 01/01/17 2,193,65  1,700 Maryland Health & Higher Educational Facilities Authority, University of Maryland Medical Ser 2006 A 5.00 07/01/41 1,683,96   Massachusetts (1.0%)  1,100 Massachusetts Health & Educational	52
1,700 Maryland Health & Higher Educational Facilities Authority, University of Maryland Medical Ser 2006 A  5.00  07/01/41  1,683,96  Massachusetts (1.0%)  1,100 Massachusetts Health & Educational	_
Medical Ser 2006 A 5.00 07/01/41 1,683,96 5,970,64  Massachusetts (1.0%) 1,100 Massachusetts Health & Educational	
5,970,64  Massachusetts (1.0%)  1,100 Massachusetts Health & Educational	
Massachusetts (1.0%) 1,100 Massachusetts Health & Educational	59
1,100 Massachusetts Health & Educational	18
1,100 Massachusetts Health & Educational	
·	
Facilities Authority, Berklee College Music	
	12
Ser A 5.00 10/01/32 1,116,30 1,600 Massachusetts Health & Educational	)2
Facilities Authority, Boston College Ser M-2 5.50 06/01/30 1,892,33	36
3,008,63	38
Michigan (3.3%)	
3,000 County of Wayne, Detroit Metropolitan	
Wayne County Airport Refg Ser 2002 D	
(AMT) (NATL-RE & FGIC Insd) 5.50 12/01/17 3,042,93	30
See Notes to Financial Statements	

# Morgan Stanley Quality Municipal Income Trust Portfolio of Investments - April 30, 2010 (unaudited) continued

PRINCIPAL AMOUNT IN THOUSANDS \$ 5,000	Michigan Strategic Fund, Detroit Edison Co.	COUPON RATE	MATURITY DATE	VALUE
·	Ser 2001 C (AMT)	5.65 %	09/01/29	\$ 5,001,450
1,855	Wayne State University, Refg Ser 2008 (AGM Insd)	5.00	11/15/25	1,959,195
				10,003,575
2,000	Minnesota (0.7%) Western Minnesota Municipal Power Agency, Ser 2003 A (NATL-RE Insd)	5.00	01/01/30	2,023,260
120	Missouri (0.4%) Missouri Housing Development Commission, Homeownership Ser 2000 B-1			
1,125	(AMT) Missouri State Health & Educational	6.25	03/01/31	123,707
, -	Facilities Authority, Lutheran Senior Services Ser 2005 A	5.375	02/01/35	1,047,139
				1,170,846
1,600	Montana (1.3%) City of Forsyth, Pollution Control Revenue			
2,410	Ser A	5.00	05/01/33	1,630,048
2,410	Montana Board of Housing, 2000 Ser B (AMT)	6.00	12/01/29	2,478,396
				4,108,444
2,000	Nevada (4.5%) County of Clark, Airport Sub Lien Ser 2004 A-1 (AMT) (NATL-RE &			
1,000	FGIC Insd) County of Clark, Jet Aviation Fuel Tax	5.50	07/01/20	2,058,280
1,100	Ser 2003 C (AMT) (AMBAC Insd) County of Clark, Jet Aviation Fuel Tax	5.375	07/01/19	1,022,250
	Ser 2003 C (AMT) (AMBAC Insd)	5.375	07/01/20	1,120,900
2,000	County of Clark, Jet Aviation Fuel Tax Ser 2003 C (AMT) (AMBAC Insd)	5.375	07/01/22	2,020,120
1,000	County of Clark, McCarran International Airport Ser 2010 A	5.125	07/01/34	1,001,060

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640 5,345	Las Vegas Redevelopment Agency, Tax Increment Ser 2009 A Las Vegas Valley Water District, Water	6.25	06/15/16	718,247
	Impr Refg Ser 2003 A (NATL-RE & FGIC Insd)	5.25	06/01/20	5,751,968
				13,692,825
655	New Hampshire (0.2%) New Hampshire Business Finance Authority, Ser 2009 (AMT)	7.125	07/01/27	692,990
2,000	New Jersey (9.1%)			
2,000	New Jersey Economic Development Authority, School Facilities Construction Ser N-1 (AMBAC Insd)	5.50	09/01/24	2,257,020
1,295	New Jersey St Housing & Mortgage Finance Agency, Home Buyer Ser 2000 CC (AMT)	3.30	03/01/21	2,237,020
	(NATL-RE Insd)	5.875	10/01/31	1,299,688
1,500	New Jersey State Turnpike Authority, Ser 2003 A (NATL-RE & FGIC Insd)	5.00	01/01/27	1,545,060
5,000	New Jersey Transportation			
10,000	Trust Fund Authority, 1999 Ser A Passaic Valley Sewage Commissioners,	5.75	06/15/20	5,760,650
10,000	Ser F (NATL-RE & FGIC Insd)	5.00	12/01/20	10,115,300
5,000	Tobacco Settlement Financing Corp., Ser 2007-1 A	4.625	06/01/26	4,273,550
6,000	Tobacco Settlement Financing Corp., Ser 2007-1 B (b)	0.00	06/01/41	393,360

See Notes to Financial Statements

# Morgan Stanley Quality Municipal Income Trust Portfolio of Investments - April 30, 2010 (unaudited) continued

PRINCIPAL AMOUNT IN THOUSANDS		COUPON RATE	MATURITY DATE	VALUE
\$ 2,000	University of Medicine & Dentistry of New Jersey, Ser 2004 (COPs) (NATL-RE Insd)	5.25 %	06/15/23	\$ 2,037,020
				27,681,648
	New York (21.7%)			
820	Brooklyn Arena Local Development Corp.,	( 25	07/15/40	044.550
340	Ser 2009 Brooklyn Arena Local Development Corp.,	6.25	07/15/40	844,559
340	Ser 2009	6.375	07/15/43	349,744
2,380	City of New York, 2009 Subser A-1 (a)	5.25	08/15/27	2,585,849
2,380	City of New York, 2009 Subser A-1 (a)	5.25	08/15/28	2,585,849
10,000	Metropolitan Transportation Authority,			
	Transportation Refg Ser 2002 A			
	(NATL-RE & FGIC Insd)	5.00	11/15/25	10,273,300
3,500	New York City Municipal Water Finance		0.64.54.0	2 == 1 0.1 =
10.000	Authority, Ser 2002 A	5.375	06/15/19	3,771,845
18,000	New York City Municipal Water Finance Authority, Ser 2002 B (a)	5.00	06/15/26	18,445,080
3,000	New York City Municipal Water Finance	3.00	00/13/20	10,443,000
3,000	Authority, Ser 2003 A	5.00	06/15/35	3,071,220
2,040	New York City Transitional Finance	2.00	00/15/55	3,071,220
_,,	Authority, 2010 Subser A-1 (a)	5.00	05/01/28	2,203,377
1,635	New York City Transitional Finance			
	Authority, 2010 Subser A-1 (a)	5.00	05/01/29	1,765,942
1,635	New York City Transitional Finance			
	Authority, 2010 Subser A-1 (a)	5.00	05/01/30	1,765,942
1,935	New York City Trust for Cultural			
	Resources, Museum of Modern Art Refg	5.00	04/01/26	2 112 201
2,815	Ser 2008 1A (a) New York City Trust for Cultural	5.00	04/01/26	2,113,281
2,013	Resources, Museum of Modern Art Refg			
	Ser 2008 1A (a)	5.00	04/01/27	3,074,359
1,100	New York State Dormitory Authority, New	2.00	0 1/01/27	3,071,389
,	York University (AMBAC Insd)	5.50	05/15/29	1,212,838
2,000	Seneca Nation Indians, Ser 2007 A			
	(144A) (e)	5.00	12/01/23	1,667,800
5,000	Tobacco Settlement Financing Corp.,			
£ 000	Ser 2003 B-1C	5.50	06/01/17	5,214,900
5,000	Triborough Bridge & Tunnel Authority,	5.25	11/15/22	5 245 220
	Refg 2002 E (NATL-RE Insd) (a)	5.25	11/15/22	5,345,239

				66,291,124
	North Carolina (1.5%)			
4,500	City of Charlotte, Water/Sewer Ser 2001	5.125	06/01/26	4,673,430
	North Dakota (0.8%)			
2,750	County of Ward, Trinity Ser 2006	5.125	07/01/29	2,463,423
	Ohio (6.2%)			
5,100	American Municipal Power-Ohio Inc.,			
	Prairie State Energy Campus Ser 2008 A (AGC Insd) (a)	5.25	02/15/33	5,339,177
5,370	County of Cuyahoga, Cleveland Clinic	3.23	02/13/33	3,337,177
	Ser 2003 A	6.00	01/01/32	5,712,069
3,000	County of Lorain, Catholic Healthcare	5.605	10/01/17	2 112 170
2,270	Partners Ser 2001 A Ohio State Higher Educational Facilities,	5.625	10/01/17	3,112,170
2,270	Summa Health Systems Ser 2010 (f)	5.75	11/15/40	2,240,967
2,000	Ohio State University, General Receipts			, ,
	Ser 2002 A	5.125	12/01/31	2,079,980
410	Ohio State Water Development Authority, Ser 2009 A	5.875	06/01/33	448,208
	Sci 2009 A	3.073	00/01/33	440,200
				18,932,571
	Oklahoma (0.4%)			
1,500	Oklahoma Development Finance Authority,			
	Great Plains Regional Medical Center	5 105	12/01/26	1 200 555
	Ser 2007	5.125	12/01/36	1,280,775

See Notes to Financial Statements

# Morgan Stanley Quality Municipal Income Trust Portfolio of Investments - April 30, 2010 (unaudited) continued

PRINCIPAL AMOUNT IN THOUSANDS		COUPON RATE	MATURITY DATE	VALUE
1110 00111 (20	<i>Oregon (0.3%)</i>	141111	21111	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
\$ 685	Oregon State Department of Administrative Services, Ser 2009 A	5.25 %	04/01/24	\$ 777,263
2,000	Pennsylvania (0.5%) Allegheny County Hospital Development Authority, West Penn Allegheny Health Ser 2007 A	5.375	11/15/40	1,617,860
1,300	Puerto Rico (1.8%) Puerto Rico Electric Power Authority, Ser XX	5.25	07/01/40	1,319,357
1,375	Puerto Rico Sales Tax Financing Corp.,			
1,225	Ser 2009 A Puerto Rico Sales Tax Financing Corp.,	5.00	08/01/39	1,435,885
1,223	Ser 2010 A	5.375	08/01/39	1,267,667
1,400	Puerto Rico Sales Tax Financing Corp., Ser 2010 A	5.50	08/01/42	1,462,188
				5,485,097
3,000	South Carolina (5.4%) Charleston Educational Excellence Finance Corp., Charleston County School District Ser 2005	5.25	12/01/29	3,106,920
345	County of Richland, Environmental	3.23	12/01/29	3,100,920
70	Improvement, Paper Co. Ser 2007 A Lexington County Health Services District,	4.60	09/01/12	364,796
70	Inc., Ser 2007 A	5.00	11/01/16	76,255
5,000	South Carolina State Public Service Authority, Refg Ser 2002 D	3.00	11/01/10	70,233
7,000	(AGM Insd) South Carolina State Public Service Authority, Santee Cooper Ser 2003 A	5.00	01/01/20	5,428,700
	(AMBAC Insd) (a)	5.00	01/01/22	7,437,224
				16,413,895
	Texas (20.1%)			
2,000	Alliance Airport Authority, Federal Express			
2,000	Corp. Refg Ser 2006 (AMT)	4.85	04/01/21	1,984,860
1,045	Corp. Reig Ser 2000 (AIVIT)	6.20	07/01/45	1,059,045
1,043		0.20	0110117	1,039,043

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	Bexar County Health Facilities			
	Development Corp.			
2,500	City of Arlington, Special Tax Ser 2009	5.00	08/15/28	2,551,525
10,000	City of Austin, Water & Wastewater Refg			
	Ser 2001 A & B			
	(AGM Insd) (a)	5.125	05/15/27	10,277,984
6,000	City of Houston, Airport Sub Lien			
	Ser 2000 A (AMT) (AGM Insd)	5.875	07/01/17	6,036,180
5,120	City of Houston, Combined Utility First			
	Lien Refg 2004 Ser A (NATL-RE & FGIC			
	Insd)	5.25	05/15/23	5,501,645
2,000	City of Houston, Ser 2009 A	5.00	03/01/27	2,168,440
5,000	City of Houston, Ser A 2001 (AMT) (AGM			
	Insd)	5.625	07/01/30	5,002,500
8,960	City of San Antonio, (NATL-RE & FGIC			
	Insd)	5.00	05/15/26	9,184,179
2,500	County of Bexar, Ser 2009 A	5.00	06/15/35	2,614,475
2,380	County of Harris, Ser 2007 C (AGM Insd)	5.25	08/15/31	2,736,595
600	Harris County Industrial Development			
	Corp., Deer Park Refinancing Project	5.00	02/01/23	609,936
8,600	North Texas Tollway Authority, Refg			
	Ser 2008 D (AGC Insd) (b)	0.00	01/01/28	3,252,090
1,650	North Texas Tollway Authority, Refg			
	Ser 2008 D (AGC Insd) (b)	0.00	01/01/31	519,503
2,000	Tarrant County Cultural Education Facilities			
	Finance Corp., Air Force Village II Inc.			
	Ser 2007	5.125	05/15/37	1,696,620

See Notes to Financial Statements

### Morgan Stanley Quality Municipal Income Trust Portfolio of Investments - April 30, 2010 (unaudited) *continued*

<b>PRINCIPAL</b>
<b>AMOUNT</b>

IN THOUSANDS	<b>;</b>	COUPON RATE	MATURITY DATE	VALUE
\$ 915	Texas Private Activity Bond Surface			
5,100	Transportation Corp., Senior Lien Ser 2009 University of Houston, Ser 2008 (AGM	6.875 %	12/31/39	\$ 959,981
,	Insd) (a)	5.00	02/15/33	5,320,201
				61,475,759
	Vermont (0.7%)			
2,500	Vermont Economic Development Authority,			
	Wake Robin Corp Ser 2006 A	5.375	05/01/36	2,097,375
	Virginia (0.6%)			
2,000	Fairfax County Economic Development			
	Authority, Goodwin House, Inc. Ser 2007	5.125	10/01/42	1,925,040
	Washington (8.4%)			
5,000	Energy Northwest, Ser 2002 A (NATL-RE		.=	
<b>7</b> 000	Insd)	5.75	07/01/18	5,430,500
5,000	Grant County Public Utility District No. 2,			
	Electric Refg Ser 2001 H	5.055	01/01/10	5 205 250
2.510	(AGM Insd)	5.375	01/01/18	5,305,350
2,510	Port of Seattle, Passenger Facility Ser 1998 A	5.00	10/01/02	2 515 522
2.500	(NATL-RE Insd)	5.00	12/01/23	2,515,522
2,500	Spokane County School District No. 81,	5 105	06/01/02	2 672 525
2 725	Ser 2005 (NATL-RE Insd)	5.125	06/01/23	2,673,525
3,725	State of Washington, Various Purpose Ser 2010 A (a)	5.00	08/01/29	4,005,971
3,915	State of Washington, Various Purpose	3.00	06/01/29	4,003,971
3,713	Ser 2010 A (a)	5.00	08/01/30	4,210,303
1,500	Washington Health Care Facilities Authority,	3.00	00/01/30	4,210,303
1,500	Providence Health Ser 2006 C (AGM Insd)	5.25	10/01/33	1,557,540
	Trovidence Treatm Set 2000 & (NGW Insu)	3.23	10/01/33	1,557,540
				25,698,711
	Total Tax-Exempt Municipal Bonds (Cost \$5	503,828,748)		509,911,826

NUMBER OF SHARES (000)

### **Short-Term Investment (0.5%)**

**Investment Company** 

1,453 Morgan Stanley Institutional Liquidity Funds Tax-Exempt Portfolio
Institutional Class (See Note 5) (Cost \$1,453,043) 1,453,043

**Total Investments** (*Cost* \$505,281,791) (g)(h) 167.4% 511,364,869 **Other Assets in Excess of Liabilities** 1.2 3,411,290

### Floating Rate Note and Dealer Trusts Obligations Related to Securities Held

Notes with interest rates ranging from 0.28% to 0.32% at 04/30/10 and contractual maturities of collateral ranging from 01/01/22 to 01/01/37 (See Note 1D) (i) (23.5)

Preferred Shares of Beneficial Interest (45.1)

Net Assets Applicable to Common Shareholders 100.0% \$ 305,467,159

See Notes to Financial Statements

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(71,659,000)

(137,650,000)

### Morgan Stanley Quality Municipal Income Trust Portfolio of Investments - April 30, 2010 (unaudited) continued

Note: The categories of investments are shown as a percentage of net assets applicable to common shareholders.

- AMT Alternative Minimum Tax.
- BANs Bond Anticipation Notes.
- COPs Certificates of Participation.
- CR Custodial Receipts.
- RANs Revenue Anticipation Notes.
- (a) Underlying security related to inverse floater entered into by the Trust (see Note 1D).
- (b) Capital appreciation bond.
- (c) Prefunded to call date shown.
- (d) Security is subject to a shortfall agreement which may require the Trust to pay amounts to a counterparty in the event of a significant decline in the market value of the security underlying the inverse floater. In case of a shortfall, the maximum potential amount of payments the Trust could ultimately be required to make under the agreement is \$7,335,000. However, such shortfall payment would be reduced by the proceeds from the sale of the security underlying the inverse floater.
- (e) Resale is restricted to qualified institutional investors.
- (f) Security purchased on a when-issued basis.
- (g) Securities have been designated as collateral in connection with securities purchased on a when-issued basis and inverse floating rate municipal obligations.
- (h) The aggregate cost for federal income tax purposes approximates the aggregate cost for book purposes. The aggregate gross unrealized appreciation is \$18,045,880 and the aggregate gross unrealized depreciation is \$11,962,802 resulting in net unrealized appreciation of \$6,083,078.
- (i) Floating rate note obligations related to securities held. The interest rates shown reflect the rates in effect at April 30, 2010.

#### Bond Insurance:

- AGC Assured Guaranty Corporation.
- AGM Assured Guaranty Municipal Corporation.
- AMBAC AMBAC Assurance Corporation.
- BHAC Berkshire Hathaway Assurance Corporation.
- FGIC Financial Guaranty Insurance Company.
- NATL-RE National Public Finance Guarantee Corporation.
  - XLCA XL Capital Assurance Inc.

See Notes to Financial Statements

# **Morgan Stanley Quality Municipal Income Trust Financial Statements**

### **Statement of Assets and Liabilities**

April 30, 2010 (unaudited)

Assets:	
Investments in securities, at value (cost \$503,828,748)	\$509,911,826
Investment in affiliate, at value (cost \$1,453,043)	1,453,043
Receivable for:	
Interest	8,058,775
Dividends from affiliate	341
Prepaid expenses and other assets	66,600
Total Assets	519,490,585
Liabilities:	
Floating rate note and dealer trusts obligations	71,659,000
Payable for:	, ,
Investments purchased	4,415,770
Investment advisory fee	131,027
Administration fee	39,100
Transfer agent fee	253
Accrued expenses and other payables	128,276
Total Liabilities	76,373,426
Preferred shares of beneficial interest, (at liquidation value) (1,000,000 shares	
authorized of non-participating \$.01 par value, 2,753 shares outstanding)	137,650,000
Net Assets Applicable to Common Shareholders	\$305,467,159
Composition of Net Assets Applicable to Common Shareholders:	
Common shares of beneficial interest (unlimited shares authorized of \$.01 par	
value, 23,505,265 shares outstanding)	\$329,512,210
Net unrealized appreciation	6,083,078
Accumulated undistributed net investment income	4,840,724
Accumulated net realized loss	(34,968,853)
Net Assets Applicable to Common Shareholders	\$305,467,159
Net Asset Value Per Common Share	
	***

### **Statement of Operations**

For the six months ended April 30, 2010 (unaudited)

(\$305,467,159 divided by 23,505,265 common shares outstanding)

\$13.00

### **Net Investment Income:**

Interest         \$ 12,419,423           Dividends from affiliate         4,155           Total Income         12,423,578           Expenses         1           Investment advisory fee         680,126           Interest and residual trust expenses         311,400           Administration fee         201,519           Auction commission fees         102,227           Professional fees         35,506           Shareholder reports and notices         24,476           Auction agent fees         21,998           Trustees fees and expenses         6,056           Trustees fees and expenses         6,056           Custodian fees         9,563           Transfer agent fees and expenses         6,056           Custodian fees         9,563           Transfer agent fees and expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized Gain on:         1           Realized Gain on:         1           Investments         396,747           Futures contracts         334,697           Net Change in Unrealized Apprecia	Income	
Expenses         Expenses           Investment advisory fee         680,126           Interest and residual trust expenses         311,400           Administration fee         201,519           Auction commission fees         102,227           Professional fees         102,227           Professional fees         24,476           Auction agent fees         21,998           Trustees fees and expenses         16,319           Listing fees         9,563           Transfer agent fees and expenses         6,056           Custodian fees         5,741           Other         69,550           Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:         36,747           Futures contracts         354,697           Net Realized Gain on:         751,444           Change in Unrealized Appreciation/Depreciation on:         7,917,356           Futures contracts         334,318           Net Change in Unrealized Appreciation/Depreciation         7,583,038           Net Gain         8,334,482	Interest	\$ 12,419,423
Expenses         Investment advisory fee         680,126           Interest and residual trust expenses         311,400           Administration fee         201,519           Auction commission fees         102,227           Professional fees         35,506           Shareholder reports and notices         24,476           Auction agent fees         21,998           Trustces fees and expenses         16,319           Listing fees         9,563           Transfer agent fees and expenses         6,056           Custodian fees         5,741           Other         69,550           Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:         396,747           Futures contracts         354,697           Net Realized Gain on:         7,917,356           Investments         7,917,356           Futures contracts         3,34,318           Net Change in Unrealized Appreciation/Depreciation         7,583,038           Net Change in Unrealized Appreciation/Depreciation         7,583,038           Net Ga	Dividends from affiliate	4,155
Investment advisory fee         680,126           Interest and residual trust expenses         311,400           Administration fee         201,519           Auction commission fees         102,227           Professional fees         35,506           Shareholder reports and notices         24,476           Auction agent fees         21,998           Trustees fees and expenses         16,319           Listing fees         9,563           Transfer agent fees and expenses         6,056           Custodian fees         5,741           Other         69,550           Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:         8           Investments         396,747           Futures contracts         354,697           Net Realized Gain         751,444           Change in Unrealized Appreciation/Depreciation on:         7,917,356           Investments         7,917,356           Futures contracts         334,318           Net Change in Unrealized Appreciation/Depreciation /Depreciation /Depreciation /Deprec	Total Income	12,423,578
Interest and residual trust expenses         311,400           Administration fee         201,519           Auction commission fees         102,227           Professional fees         35,506           Shareholder reports and notices         24,476           Auction agent fees         21,998           Trustees fees and expenses         16,319           Listing fees         9,563           Transfer agent fees and expenses         6,056           Custodian fees         5,741           Other         69,550           Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:         8           Realized Gain on:         396,747           Futures contracts         354,697           Net Realized Gain         751,444           Change in Unrealized Appreciation/Depreciation on:         7,917,356           Futures contracts         (334,318)           Net Change in Unrealized Appreciation/Depreciation         7,583,038           Net Gain         8,334,482           Dividends to preferred shareholders from net investm	Expenses	
Administration fee         201,519           Auction commission fees         102,227           Professional fees         35,506           Shareholder reports and notices         24,476           Auction agent fees         21,998           Trustees fees and expenses         16,319           Listing fees         9,563           Transfer agent fees and expenses         6,056           Custodian fees         5,741           Other         69,550           Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:         396,747           Futures contracts         354,697           Net Realized Gain         751,444           Change in Unrealized Appreciation/Depreciation on:         7,917,356           Futures contracts         (334,318)           Net Change in Unrealized Appreciation/Depreciation         7,583,038           Net Gain         8,334,482           Dividends to preferred shareholders from net investment income         (262,168)	Investment advisory fee	
Auction commission fees         102,227           Professional fees         35,506           Shareholder reports and notices         24,476           Auction agent fees         21,998           Trustees fees and expenses         16,319           Listing fees         9,563           Transfer agent fees and expenses         6,056           Custodian fees         5,741           Other         69,550           Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:         396,747           Futures contracts         354,697           Net Realized Gain         751,444           Change in Unrealized Appreciation/Depreciation on:         7,917,356           Futures contracts         (334,318)           Net Change in Unrealized Appreciation/Depreciation         7,583,038           Net Gain         8,334,482           Dividends to preferred shareholders from net investment income         (262,168)	Interest and residual trust expenses	311,400
Professional fees         35,506           Shareholder reports and notices         24,476           Auction agent fees         21,998           Trustees fees and expenses         16,319           Listing fees         9,563           Transfer agent fees and expenses         6,056           Custodian fees         5,741           Other         69,550           Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:         396,747           Futures contracts         354,697           Net Realized Gain         751,444           Change in Unrealized Appreciation/Depreciation on:         7,917,356           Investments         7,917,356           Futures contracts         (334,318)           Net Change in Unrealized Appreciation/Depreciation         7,583,038           Net Gain         8,334,482           Dividends to preferred shareholders from net investment income         (262,168)		201,519
Shareholder reports and notices         24,476           Auction agent fees         21,998           Trustees fees and expenses         16,319           Listing fees         9,563           Transfer agent fees and expenses         6,056           Custodian fees         5,741           Other         69,550           Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:         396,747           Futures contracts         354,697           Net Realized Gain         751,444           Change in Unrealized Appreciation/Depreciation on:         7,917,356           Futures contracts         (334,318)           Net Change in Unrealized Appreciation/Depreciation         7,583,038           Net Gain         8,334,482           Dividends to preferred shareholders from net investment income         (262,168)		
Auction agent fees       21,998         Trustees fees and expenses       16,319         Listing fees       9,563         Transfer agent fees and expenses       6,056         Custodian fees       5,741         Other       69,550         Total Expenses       1,484,481         Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)       (5,347)         Net Expenses       1,479,134         Net Investment Income       10,944,444         Realized and Unrealized Gain:       396,747         Realized Gain on:       396,747         Investments       396,747         Futures contracts       354,697         Net Realized Gain       751,444         Change in Unrealized Appreciation/Depreciation on:       7,917,356         Futures contracts       (334,318)         Net Change in Unrealized Appreciation/Depreciation       7,583,038         Net Gain       8,334,482         Dividends to preferred shareholders from net investment income       (262,168)	Professional fees	•
Trustees fees and expenses         16,319           Listing fees         9,563           Transfer agent fees and expenses         6,056           Custodian fees         5,741           Other         69,550           Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:         396,747           Realized Gain on:         396,747           Investments         396,747           Futures contracts         354,697           Net Realized Gain         751,444           Change in Unrealized Appreciation/Depreciation on:         7,917,356           Futures contracts         (334,318)           Net Change in Unrealized Appreciation/Depreciation         7,583,038           Net Gain         8,334,482           Dividends to preferred shareholders from net investment income         (262,168)	<u>.</u>	•
Listing fees         9,563           Transfer agent fees and expenses         6,056           Custodian fees         5,741           Other         69,550           Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:         396,747           Realized Gain on:         396,747           Investments         354,697           Net Realized Gain         751,444           Change in Unrealized Appreciation/Depreciation on:         7,917,356           Futures contracts         (334,318)           Net Change in Unrealized Appreciation/Depreciation         7,583,038           Net Gain         8,334,482           Dividends to preferred shareholders from net investment income         (262,168)	Auction agent fees	•
Transfer agent fees and expenses         6,056           Custodian fees         5,741           Other         69,550           Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:         396,747           Investments         396,747           Futures contracts         354,697           Net Realized Gain         751,444           Change in Unrealized Appreciation/Depreciation on:         7,917,356           Futures contracts         334,318)           Net Change in Unrealized Appreciation/Depreciation         7,583,038           Net Gain         8,334,482           Dividends to preferred shareholders from net investment income         (262,168)	•	
Custodian fees Other         5,741 69,550           Total Expenses Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         1,484,481 (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain: Realized Gain on: Investments         396,747 (354,697)           Puttures contracts         354,697           Net Realized Gain         751,444           Change in Unrealized Appreciation/Depreciation on: Investments         7,917,356 (334,318)           Futures contracts         (334,318)           Net Change in Unrealized Appreciation/Depreciation         7,583,038           Net Gain         8,334,482           Dividends to preferred shareholders from net investment income         (262,168)		,
Other         69,550           Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:		
Total Expenses         1,484,481           Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)         (5,347)           Net Expenses         1,479,134           Net Investment Income         10,944,444           Realized and Unrealized Gain:		
Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)(5,347)Net Expenses1,479,134Net Investment Income10,944,444Realized and Unrealized Gain: Realized Gain on: Investments396,747Futures contracts396,747Net Realized Gain751,444Change in Unrealized Appreciation/Depreciation on: Investments Futures contracts7,917,356Net Change in Unrealized Appreciation/Depreciation7,583,038Net Change in Unrealized Appreciation/Depreciation7,583,038Net Gain8,334,482Dividends to preferred shareholders from net investment income(262,168)	Other	69,550
Net Expenses1,479,134Net Investment Income10,944,444Realized and Unrealized Gain: Realized Gain on: Investments396,747Futures contracts354,697Net Realized Gain751,444Change in Unrealized Appreciation/Depreciation on: Investments Futures contracts7,917,356Futures contracts334,318)Net Change in Unrealized Appreciation/Depreciation7,583,038Net Gain8,334,482Dividends to preferred shareholders from net investment income(262,168)	Total Expenses	1,484,481
Net Investment Income 10,944,444  Realized and Unrealized Gain: Realized Gain on: Investments 396,747 Futures contracts 354,697  Net Realized Gain 751,444  Change in Unrealized Appreciation/Depreciation on: Investments 7,917,356 Futures contracts 7,917,356 Futures contracts (334,318)  Net Change in Unrealized Appreciation/Depreciation 7,583,038  Net Gain 8,334,482  Dividends to preferred shareholders from net investment income (262,168)	Less: rebate from Morgan Stanley affiliated cash sweep (Note 5)	(5,347)
Realized and Unrealized Gain: Realized Gain on: Investments 396,747 Futures contracts 354,697  Net Realized Gain 751,444  Change in Unrealized Appreciation/Depreciation on: Investments 7,917,356 Futures contracts (334,318)  Net Change in Unrealized Appreciation/Depreciation 7,583,038  Net Change in Unrealized Appreciation/Depreciation 8,334,482  Dividends to preferred shareholders from net investment income (262,168)	Net Expenses	1,479,134
Realized Gain on:Investments396,747Futures contracts354,697Net Realized Gain751,444Change in Unrealized Appreciation/Depreciation on:7,917,356Investments7,917,356Futures contracts(334,318)Net Change in Unrealized Appreciation/Depreciation7,583,038Net Gain8,334,482Dividends to preferred shareholders from net investment income(262,168)	Net Investment Income	10,944,444
Investments Futures contracts  Net Realized Gain  Change in Unrealized Appreciation/Depreciation on: Investments Futures contracts  7,917,356 Futures contracts  Net Change in Unrealized Appreciation/Depreciation  Net Change in Unrealized Appreciation/Depreciation  7,583,038  Net Gain  8,334,482  Dividends to preferred shareholders from net investment income  (262,168)	Realized and Unrealized Gain:	
Futures contracts  Net Realized Gain  Change in Unrealized Appreciation/Depreciation on: Investments Futures contracts  Net Change in Unrealized Appreciation/Depreciation  Net Change in Unrealized Appreciation/Depreciation  7,917,356 (334,318)  Net Change in Unrealized Appreciation/Depreciation  7,583,038  Net Gain  8,334,482  Dividends to preferred shareholders from net investment income  (262,168)	Realized Gain on:	
Net Realized Gain751,444Change in Unrealized Appreciation/Depreciation on: Investments Futures contracts7,917,356 (334,318)Net Change in Unrealized Appreciation/Depreciation7,583,038Net Gain8,334,482Dividends to preferred shareholders from net investment income(262,168)	Investments	396,747
Change in Unrealized Appreciation/Depreciation on: Investments 7,917,356 Futures contracts (334,318)  Net Change in Unrealized Appreciation/Depreciation 7,583,038  Net Gain 8,334,482  Dividends to preferred shareholders from net investment income (262,168)	Futures contracts	354,697
Investments Futures contracts  Net Change in Unrealized Appreciation/Depreciation  Net Gain  Net Gain  System 17,917,356 (334,318)  7,583,038  8,334,482  Dividends to preferred shareholders from net investment income  (262,168)	Net Realized Gain	751,444
Futures contracts(334,318)Net Change in Unrealized Appreciation/Depreciation7,583,038Net Gain8,334,482Dividends to preferred shareholders from net investment income(262,168)	Change in Unrealized Appreciation/Depreciation on:	
Net Change in Unrealized Appreciation/Depreciation7,583,038Net Gain8,334,482Dividends to preferred shareholders from net investment income(262,168)	Investments	7,917,356
Net Gain8,334,482Dividends to preferred shareholders from net investment income(262,168)	Futures contracts	(334,318)
Dividends to preferred shareholders from net investment income (262,168)	Net Change in Unrealized Appreciation/Depreciation	7,583,038
	Net Gain	8,334,482
<b>Net Increase</b> \$ 19,016,758	Dividends to preferred shareholders from net investment income	(262,168)
	Net Increase	\$ 19,016,758

See Notes to Financial Statements

## **Morgan Stanley Quality Municipal Income Trust**

Financial Statements continued

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### **Statements of Changes in Net Assets**

	FOR THE SIX MONTHS ENDED APRIL 30, 2010 (unaudited)	FOR THE YEAR ENDED OCTOBER 31, 2009
Increase in Net Assets:		
Operations:		
Net investment income	\$ 10,944,444	\$ 22,458,037
Net realized gain (loss)	751,444	(28,621,279)
Net change in unrealized appreciation/depreciation	7,583,038	60,818,051
Dividends to preferred shareholders from net investment income	(262,168)	(1,258,408)
Net Increase	19,016,758	53,396,401
Dividends to Common Shareholders from Net Investment Income	(10,048,502)	(18,245,963)
Net Increase Net Assets Applicable to Common Shareholders:	8,968,256	35,150,438
Beginning of period	296,498,903	261,348,465
End of Period (Including accumulated undistributed net investment income of \$4,840,724 and \$4,206,950, respectively)	\$ 305,467,159	\$ 296,498,903
See Notes to Financial Sta	utements	

### **Morgan Stanley Quality Municipal Income Trust**

Financial Statements continued

### **Statement of Cash Flows**

For the six months ended April 30, 2010 (unaudited)

Increase (D	Decrease)	in	cash:
-------------	-----------	----	-------

Net increase in net assets from operations (including preferred shares dividends) \$ 19,016,758

# Adjustments to reconcile net increase in net assets from operations to net cash provided by operating activities:

(396,747)
(7,917,356)
575,365
(541,130)
(22,168,205)
19,258,062
2,504,689
(210,780)
(72,154)

Total Adjustments (8,968,256)

Net Cash Provided by Operating Activities 10,048,502

**Cash Flows Used for Financing Activities:** 

Dividends paid to common shareholders (10,048,502)

Net Cash Used for Financing Activities (10,048,502)

**Net Increase in Cash** 

**Cash at Beginning of Period** 

Cash at End of Period \$

**Supplemental Disclosure of Cash Flow Information:** 

Cash paid during the period for interest \$ 311,400

See Notes to Financial Statements

### 1. Organization and Accounting Policies

Morgan Stanley Quality Municipal Income Trust (the Trust ) is registered under the Investment Company Act of 1940, as amended, as a diversified, closed-end management investment company. The Trust s investment objective is to provide current income which is exempt from federal income tax. The Trust was organized as a Massachusetts business trust on March 12, 1992 and commenced operations on September 29, 1992.

On June 1, 2010, Invesco Ltd., a leading independent global investment management company, completed its purchase of substantially all of the retail asset management business of Morgan Stanley (the Transaction ). In contemplation of the Transaction, at a Special Meeting of Shareholders held on April 16, 2010, shareholders of the Trust approved a new Board of Trustees, a new investment advisory agreement with Invesco Advisers, Inc., a subsidiary of Invesco Ltd., and a new master investment sub-advisory agreement with several of Invesco Ltd. s wholly-owned affiliates. At that Special Meeting of Shareholders, the Trust s shareholders approved all proposals. Thus, effective June 1, 2010, the Trust s investment adviser, investment sub-advisers and certain other service providers are affiliates of Invesco Ltd. In addition, effective June 17, 2010, the Audit Committee of the Board of Trustees appointed, and the Board of Trustees ratified thereafter and approved, PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Trust.

The following is a summary of significant accounting policies:

**A. Valuation of Investments** (1) Portfolio securities are valued by an outside independent pricing service approved by the Trustees. The pricing service uses both a computerized grid matrix of tax-exempt securities and evaluations by its staff, in each case based on information concerning market transactions and quotations from dealers which reflect the mean between the last reported bid and ask price. The portfolio securities are thus valued by reference to a combination of transactions and quotations for the same or other securities believed to be comparable in quality, coupon, maturity, type of issue, call provisions, trading characteristics and other features deemed to be relevant. The Trustees believe that timely and reliable market quotations are generally not readily available for purposes of valuing tax-exempt securities and that the valuations supplied by the pricing service are more likely to represent the fair value of such securities; (2) futures are valued at the latest sale price on the commodities exchange on which they trade unless it is determined that such price does not reflect their market value, in which case they will be valued at their fair value as determined in good faith under procedures established by and under the supervision of the Trustees; (3) investments in open-end mutual funds, including the Morgan Stanley Institutional Liquidity Funds, are valued at the net asset value as of the close of each business day; and (4) short-term debt securities having a maturity date of more than sixty days at time of purchase are valued on a mark-to-market basis until sixty days prior to maturity and thereafter at amortized cost based on their value on the 61st day. Short-term 22

debt securities having a maturity date of sixty days or less at the time of purchase are valued at amortized cost, which approximates market value.

- **B.** Accounting for Investments Security transactions are accounted for on the trade date (date the order to buy or sell is executed). Realized gains and losses on security transactions are determined by the identified cost method. Discounts are accreted and premiums are amortized over the life of the respective securities and are included in interest income. Interest income is accrued daily as earned.
- **C. Futures** A futures contract is an agreement between two parties to buy and sell financial instruments or contracts based on financial indices at a set price on a future date. Upon entering into such a contract, the Trust is required to pledge to the broker: cash, U.S. Government securities or other liquid portfolio securities equal to the minimum initial margin requirements of the applicable futures exchange. Pursuant to the contract, the Trust agrees to receive from or pay to the broker an amount of cash equal to the daily fluctuation in the value of the contract. Such receipts or payments known as variation margin are recorded by the Trust as unrealized gains and losses. Upon closing of the contract, the Trust realizes a gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.
- D. Floating Rate Note and Dealer Trusts Obligations Related to Securities Held The Trust enters into transactions in which it transfers to Dealer Trusts ( Dealer Trusts ), fixed rate bonds in exchange for cash and residual interests in the Dealer Trusts assets and cash flows, which are in the form of inverse floating rate investments. The Dealer Trusts fund the purchases of the fixed rate bonds by issuing floating rate notes to third parties and allowing the Trust to retain residual interest in the bonds. The Trust enters into shortfall agreements with the Dealer Trusts which commit the Trust to pay the Dealer Trusts, in certain circumstances, the difference between the liquidation value of the fixed rate bonds held by the Dealer Trusts and the liquidation value of the floating rate notes held by third parties, as well as any shortfalls in interest cash flows. The residual interests held by the Trust (inverse floating rate investments) include the right of the Trust (1) to cause the holders of the floating rate notes to tender their notes at par at the next interest rate reset date, and (2) to transfer the municipal bond from the Dealer Trusts to the Trust, thereby collapsing the Dealer Trusts. The Trust accounts for the transfer of bonds to the Dealer Trusts as secured borrowings, with the securities transferred remaining in the Trust s investment assets, and the related floating rate notes reflected as Trust liabilities under the caption floating rate note and dealer trusts obligations on the Statement of Assets and Liabilities. The Trust records the interest income from the fixed rate bonds under the caption interest and records the expenses related to floating rate note and dealer trusts obligations and any administrative expenses of the Dealer Trusts under the caption interest and residual trust expenses on the Statement of Operations. The floating rate notes issued by the Dealer Trusts have interest rates that reset weekly and the floating rate note holders have the option to tender their notes to the Dealer Trusts for

redemption at par at each reset date. At April 30, 2010, the Trust s investments with a value of \$116,446,834 are held by the Dealer Trusts and serve as collateral for the \$71,659,000 in floating rate note and dealer trusts obligations outstanding at that date. The range of contractual maturities of the floating rate note and dealer trusts obligations and interest rates in effect at April 30, 2010 are presented in the Portfolio of Investments.

**E. Federal Income Tax Policy** It is the Trust's policy to comply with the requirements of Subchapter M of the Internal Revenue Code applicable to regulated investment companies and to distribute substantially all of its taxable and non-taxable income to its shareholders. Therefore, no federal income tax provision is required. The Trust files tax returns with the U.S. Internal Revenue Service, New York State and New York City. The Trust recognizes the tax effects of a tax position taken or expected to be taken in a tax return only if it is more likely than not to be sustained based solely on its technical merits as of the reporting date. The more-likely-than-not threshold must continue to be met in each reporting period to support continued recognition of the benefit. The difference between the tax benefit recognized in the financial statements for a tax position taken and the tax benefit claimed in the income tax return is referred to as an unrecognized tax benefit. There are no unrecognized tax benefits in the accompanying financial statements. If applicable, the Trust recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in other expenses in the Statement of Operations. Each of the tax years filed in the four-year period ended October 31, 2009 remains subject to examination by taxing authorities.

The Trust purchases municipal securities whose interest, in the opinion of the issuer, is free from federal income tax. There is no assurance that the Internal Revenue Service ( IRS ) will agree with this opinion. In the event the IRS determines that the issuer does not comply with relevant tax requirements, interest payments from a security could become federally taxable.

- **F. Dividends and Distributions to Shareholders** Dividends and distributions to shareholders are recorded on the ex-dividend date.
- **G. Use of Estimates** The preparation of financial statements in accordance with generally accepted accounting principles in the United States (GAAP) requires management to make estimates and assumptions that affect the reported amounts and disclosures. Actual results could differ from those estimates.
- **H. Subsequent Events** The Trust considers events or transactions that occur after the date of the Statement of Assets and Liabilities but before the financial statements are issued to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through the date of issuance of these financial statements.

#### 2. Fair Valuation Measurements

Fair value is defined as the price that the Trust would receive to sell an investment or pay to transfer a liability in a timely transaction with an independent buyer in the principal market, or in the absence of a principal market the most advantageous market for the investment or liability. GAAP utilizes a three-tier hierarchy to distinguish between (1) inputs that reflect the assumptions market participants would use in pricing an asset or liability developed based on market data obtained from sources independent of the reporting entity (observable inputs) and (2) inputs that reflect the reporting entity s own assumptions about the assumptions market participants would use in pricing an asset or liability developed based on the best information available in the circumstances (unobservable inputs) and to establish classification of fair value measurements for disclosure purposes. Various inputs are used in determining the value of the Trust s investments. The inputs are summarized in the three broad levels listed below.

Level 1 unadjusted quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including the Trust s own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities and the determination of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each security.

The following is the summary of the inputs used as of April 30, 2010 in valuing the Trust s investments carried at fair value:

		FAIR VALUE MEASUREMENTS AT APRIL 30, 2010 USING		
		UNADJUSTED QUOTED PRICES IN	OTHER SIGNIFICANT	SIGNIFICANT
		ACTIVE MARKET FOR IDENTICAL	OBSERVABLE	UNOBSERVABLE
		INVESTMENTS	INPUTS	INPUTS
INVESTMENT TYPE	TOTAL	(LEVEL 1)	(LEVEL 2)	(LEVEL 3)
Tax-Exempt Municipal Bonds Short-Term Investment Investment	\$ 509,911,826		\$509,911,826	
Company	1,453,043	\$ 1,453,043		
Total	\$ 511,364,869	\$ 1,453,043	\$509,911,826	

#### 3. Derivative Financial Instruments

A derivative financial instrument in very general terms refers to a security whose value is derived from the value of an underlying asset, reference rate or index.

The Trust may use derivative instruments for a variety of reasons, such as to attempt to protect the Trust against possible changes in the market value of its portfolio or to generate potential gain. All of the Trust s portfolio holdings, including derivative instruments, are marked-to-market each day with the change in value reflected in unrealized appreciation/depreciation. Upon disposition, a realized gain or loss is recognized accordingly, except when taking delivery of a security underlying a contract. In these instances, the recognition of gain or loss is postponed until the disposal of the security underlying the contract. Risk may arise as a result of the potential inability of the counterparties to meet the terms of their contracts.

Summarized below are specific types of derivative financial instruments used by the Trust.

Futures To hedge against adverse interest rate changes, the Trust may invest in financial futures contracts or municipal bond index futures contracts (futures contracts). These futures contracts involve elements of market risk in excess of the amount reflected in the Statement of Assets and Liabilities. The Trust bears the risk of an unfavorable change in the value of the underlying securities. Risks may also arise upon entering into these contracts from the potential inability of the counterparties to meet the terms of their contracts.

Transactions in futures contracts for the six months ended April 30, 2010, were as follows:

	CONTRACTS
Futures, outstanding at beginning of the period	488
Futures opened	507
Futures closed	(995)

Futures, outstanding at end of the period

The following tables set forth by primary risk exposure the Trust s realized gains (losses) and change in unrealized gains (losses) by type of derivative contract for the six months ended April 30, 2010.

# AMOUNT OF REALIZED GAIN ON DERIVATIVE CONTRACTS PRIMARY RISK EXPOSURE FUTURES

Interest Rate Risk \$ 354,697

# CHANGE IN UNREALIZED APPRECIATION/DEPRECIATION ON DERIVATIVE CONTRACTS PRIMARY RISK EXPOSURE FUTURES

Interest Rate Risk \$ (334,318)

### 4. Investment Advisory/Administration Agreements

NUMBER OF

Pursuant to an Investment Advisory Agreement with Morgan Stanley Investment Advisors Inc. (the Investment Adviser ), the Trust pays an advisory fee, calculated weekly and payable monthly, by applying the annual rate of 0.27% to the Trust s average weekly net assets including current preferred shares and a portion of 26

floating rate note and dealer trusts obligations that the Trust entered into to retire outstanding preferred shares of the Trust.

Pursuant to an Administration Agreement with Morgan Stanley Services Company Inc. (the Administrator), an affiliate of the Investment Adviser, the Trust pays an administration fee, calculated weekly and payable monthly, by applying the annual rate of 0.08% to the Trust s average weekly net assets including current preferred shares and a portion of floating rate note and dealer trusts obligations that the Trust entered into to retire outstanding preferred shares of the Trust.

Under an agreement between the Administrator and State Street Bank and Trust Company (State Street), State Street provides certain administrative services to the Trust. For such services, the Administrator pays State Street a portion of the fee the Administrator receives from the Trust.

### **5. Security Transactions and Transactions with Affiliates**

The Trust invests in Morgan Stanley Institutional Liquidity Funds Tax-Exempt Portfolio Institutional Class, an open-end management investment company managed by an affiliate of the Investment Adviser. Investment advisory fees paid by the Trust are reduced by an amount equal to the advisory and administrative service fees paid by Morgan Stanley Institutional Liquidity Funds Tax-Exempt Portfolio Institutional Class with respect to assets invested by the Trust in Morgan Stanley Institutional Liquidity Funds Tax-Exempt Portfolio Institutional Class. For the six months ended April 30, 2010, advisory fees paid were reduced by \$5,347 relating to the Trust s investment in Morgan Stanley Institutional Liquidity Funds Tax-Exempt Portfolio Institutional Class. Income distributions earned by the Trust are recorded as dividends from affiliate in the Statement of Operations and totaled \$4,155 for the six months ended April 30, 2010. During the six months ended April 30, 2010, the cost of purchases and sales of investments in Morgan Stanley Institutional Liquidity Funds Tax-Exempt Portfolio Institutional Class aggregated \$28,103,268 and \$30,607,957, respectively.

The cost of purchases and proceeds from sales of portfolio securities, excluding short-term investments, for the six months ended April 30, 2010 aggregated \$24,681,915 and \$17,267,720, respectively.

The Trust has an unfunded noncontributory defined benefit pension plan covering certain independent Trustees of the Trust who will have served as independent Trustees for at least five years at the time of retirement. Benefits under this plan are based on factors which include years of service and compensation. The Trustees voted to close the plan to new participants and eliminate the future benefits growth due to increases to compensation after July 31, 2003. Aggregate pension costs for the six months ended April 30, 2010, included in trustees fees and expenses in the Statement of Operations amounted to \$10,302. At April 30, 2010, the Trust had an accrued pension liability of \$60,846, which is included in accrued expenses and other payables in the Statement of Assets and Liabilities.

The Trust has an unfunded Deferred Compensation Plan (the Compensation Plan ) which allows each independent Trustee to defer payment of all, or a portion, of the fees he or she receives for serving on the Board of Trustees. Each eligible Trustee generally may elect to have the deferred amounts credited with a return equal to the total return on one or more of the Morgan Stanley funds that are offered as investment options under the Compensation Plan. Appreciation/depreciation and distributions received from these investments are recorded with an offsetting increase/decrease in the deferred compensation obligation and do not affect the net asset value of the Trust.

### 6. Preferred Shares of Beneficial Interest

The Trust is authorized to issue up to 1,000,000 non-participating preferred shares of beneficial interest having a par value of \$.01 per share, in one or more series, with rights as determined by the Trustees, without approval of the common shareholders. The Trust has issued Series 1 through 5 Auction Rate Preferred Shares (preferred shares) which have a liquidation value of \$50,000 per share plus the redemption premium, if any, plus accumulated but unpaid dividends, whether or not declared, thereon to the date of distribution. The Trust may redeem such shares, in whole or in part, at the original purchase price of \$50,000 per share plus accumulated but unpaid dividends, whether or not declared, thereon to the date of redemption.

Dividends, which are cumulative, are reset through auction procedures.

		<b>AMOUNT IN</b>		RESET	RANGE OF
<b>SERIES</b>	SHARES+	THOUSANDS+	RATE+	DATE	<b>DIVIDEND RATES++</b>
1	741	\$37,050	0.472 %	05/05/2010	0.259% 0.503%
2	265	13,250	0.472	05/06/2010	0.259 0.503
3	741	37,050	0.472	05/06/2010	0.259 0.503
4	741	37,050	0.472	05/06/2010	0.259 0.503
5	265	13,250	0.472	05/07/2010	0.244 0.503

<sup>+</sup> As of April 30, 2010.

Subsequent to April 30, 2010 and up through June 4, 2010, the Trust paid dividends to each of the Series 1 through 5 at rates ranging from 0.396% to 0.472% in the aggregate amount of \$59,504.

The Trust is subject to certain restrictions relating to the preferred shares. Failure to comply with these restrictions could preclude the Trust from declaring any distributions to common shareholders or purchasing common shares and/or could trigger the mandatory redemption of preferred shares at liquidation value.

The preferred shares, which are entitled to one vote per share, generally vote with the common shares but vote separately as a class to elect two Trustees and on any matters affecting the rights of the preferred shares.

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<sup>++</sup> For the six months ended April 30, 2010.

The Trust entered into additional floating rate note and dealer trusts obligations as an alternative form of leverage in order to redeem and to retire a portion of its preferred shares. Transactions in preferred shares were as follows:

	SHARES	VALUE
Outstanding at October 31, 2008 Shares retired	3,090 (337)	\$ 154,500,000 (16,850,000)
Outstanding at October 31, 2009 Shares retired	2,753	137,650,000
Outstanding at April 30, 2010	2,753	\$ 137,650,000

### 7. Common Shares of Beneficial Interest

Transactions in common shares of beneficial interest were as follows:

			<b>CAPITAL</b>
			PAID IN
		PAR VALUE	<b>EXCESS OF</b>
	SHARES	OF SHARES	PAR VALUE
Balance, October 31, 2008	23,505,265	\$ 235,052	\$ 329,166,091
Shares repurchased			