

The Depository Trust Company
IMPORTANT

B#: 3114
DATE: April 12, 2002
TO: All participants
CATEGORY: Dividends
FROM: Anthony Capizzi, Domestic Tax Services, Dividend Dept.
ATTENTION: Managing Partner/Officer, Cashier, Dividend Mgr. Tax Mgr.
SUBJECT: Massachusetts Investors Growth Stock Fund
CUSIP#
2001 Tax Information

The Following correspondence containing tax information was received by the Depository Trust Company.
If applicable please consult your tax advisor to assure proper treatment of this event.



MFS Investment Management
500 Boylston Street, Boston, MA 02116 3741
800-343-2829

DEPOSITORY TRUST COMPANY
ANTHONY CAPIZZI
55 WATER ST 25TH FL
NEW YORK NY 10041-0004

Second Request — Waiver of Tax Penalties
April 5, 2002

Dear Tax Reporting Department:

In December 2001, we notified you of a correction to the 2000 Form 1099-DIV for shareholders of Massachusetts Investors Growth Stock Fund.

Because of the correction, penalties could be imposed on the fund by the Internal Revenue Service (IRS) for filing information returns (i.e., Forms 1099-DIV) with incorrect dividend information or for issuing a payee statement with incorrect information. **As one of the fund's paying agents, if you issue Form 1099-DIVs, similar penalties could be imposed upon your firm.**

MFS Investment Management* is currently finalizing a closing agreement with the IRS on behalf of the fund and its paying agents that would waive such penalties. In order to be part of the closing agreement, you need to authorize us to act on your behalf by completing and signing the enclosed IRS Form 2848, *Power of Attorney and Declaration of Representative*. The completion of the Power of Attorney will only authorize us to negotiate with the IRS on your behalf in obtaining a waiver of penalties in this specific circumstance. By signing the form, you are also representing that your firm has issued corrected Form 1099-DIVs for 2000 to shareholders of Massachusetts Investors Growth Stock Fund.

We have filled in the form as much as possible. You only need to complete the following two sections:

- > Part I, Line 1 — name, address, telephone number, and employer identification number of the company in whose name the Form 1099-DIVs are filed with the IRS
- > Part I, Line 9 — signature of an authorized officer and date

You must be part of the closing agreement to ensure that the IRS will not assess penalties against your firm. Please return the completed form in the enclosed postage-paid return envelope or inform us that you are declining to be part of the closing agreement. Either way, we must hear from you by **April 30, 2002**.

We will keep you fully informed of the progress of our negotiations with the Internal Revenue Service and will forward a copy of the closing agreement to you when it is finalized. If you have any questions regarding this matter, please call me at 1-800-343-2829, extension 55918.

Sincerely,

A handwritten signature in cursive script that reads "Suzanne F. Barba".

Suzanne F. Barba
Director of Tax

Form **2848**
 (Rev. December 1997)
 Department of the Treasury
 Internal Revenue Service

**Power of Attorney
 and Declaration of Representative**

OMB No. 1545-0150
For IRS Use Only

▶ See the separate instructions.

Received by:
 Name _____
 Telephone _____
 Function _____
 Date / /

Part I Power of Attorney (Please type or print.)

1 Taxpayer information (Taxpayer(s) must sign and date this form on page 2, line 9.)

| | | |
|------------------------------|---------------------------|--------------------------------|
| Taxpayer name(s) and address | Social security number(s) | Employer identification number |
| | Daytime telephone number | Plan number (if applicable) |

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) (Representative(s) must sign and date this form on page 2, Part II.)

| | |
|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name and address Suzanne F. Barba, Massachusetts Financial Services Company 500 Boylston Street Boston, MA 02116 | CAF No. _____ Telephone No. 617-954-5918 Fax No. 617-954-7151 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> |
| Name and address Garry L. Moody, Deloitte & Touche 200 Berkeley Street Boston, MA 02116 | CAF No. 2600-02566R Telephone No. 617-437-2750 Fax No. 617-437-4750 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> |
| Name and address John F. Devlin, Deloitte & Touche 1700 Market Street Philadelphia, PA 19103 | CAF No. 2605-82933R Telephone No. 215-299-4521 Fax No. 215-299-4551 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> |

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

| Type of Tax (Income, Employment, Excise, etc.) | Tax Form Number (1040, 941, 720, etc.) | Year(s) or Period(s) |
|------------------------------------------------|----------------------------------------|----------------------|
| Income Tax | Form 1099-DIV | Tax Year 2000 |
| | | |
| | | |

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. (See instruction for **Line 4—Specific uses not recorded on CAF.**)

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative unless specifically added below, or the power to sign certain returns (see instruction for **Line 5—Acts authorized**).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: Limited solely to waiver of penalties under IRC Secs 6721, 6722 or 6723 for corrected Form 1099-DIV for the tax year 2000 for Massachusetts Investors Growth Stock Fund

Note: In general, an unenrolled preparer of tax returns cannot sign any document for a taxpayer. See Revenue Procedure 81-38, printed as Pub. 470, for more information.

Note: The tax matters partner of a partnership is not permitted to authorize representatives to perform certain acts. See the instructions for more information.

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ▶

7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2 unless you check one or more of the boxes below.

- a If you want the first representative listed on line 2 to receive the original, and yourself a copy, of such notices or communications, check this box
- b If you also want the second representative listed to receive a copy of such notices and communications, check this box
- c If you do not want any notices or communications sent to your representative(s), check this box

8 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here.

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

fill in 9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

| | | |
|------------|------|-----------------------|
| Signature | Date | Title (if applicable) |
| Print Name | | |
| Signature | Date | Title (if applicable) |
| Print Name | | |

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, accountants, and other persons before the Internal Revenue Service;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d Officer—a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d)(1) of Treasury Department Circular No. 230).
 - h Unenrolled Return Preparer—an unenrolled return preparer under section 10.7(c)(viii) of Treasury Department Circular No. 230.

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.

| Designation—Insert above letter (a–h) | Jurisdiction (state) or Enrollment Card No. | Signature | Date |
|---------------------------------------|---------------------------------------------|-----------|------|
| b | Maryland | | |
| b | Massachusetts | | |
| c | 99-59779 | | |