

# SECURITIES AND EXCHANGE COMMISSION

## FORM N-30D

Initial annual and semi-annual reports mailed to investment company shareholders pursuant to Rule 30e-1 (other than those required to be submitted as part of Form NCSR)

Filing Date: **1996-12-30** | Period of Report: **1996-10-31**  
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### FILER

#### **VAN KAMPEN AMERICAN CAPITAL MASS VALUE MUNICIPAL INCOME TRUS**

CIK: **890515** | IRS No.: **367017428** | State of Incorporation: **MA** | Fiscal Year End: **1231**  
Type: **N-30D** | Act: **40** | File No.: **811-07088** | Film No.: **96687378**

Business Address  
*ONE PARKVIEW PLAZA  
OAKBROOK TERRACE IL  
60181  
7086846000*

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VMV ANR 12/96

## LETTER TO SHAREHOLDERS

December 10, 1996

Dear Shareholder,

The first ten months of 1996 have been a mixed experience for most municipal bond fund investors. The continuation of the 1995 rally at the beginning of this year was thwarted early on as the economy gained momentum, causing the bond market to sell off. But by the second half of the year, the pattern reversed. Growth slowed and bonds recovered much of their earlier losses.

[photo]

DENNIS J. MCDONNELL AND DON G. POWELL

This kind of volatility is not unusual, but it is difficult to predict and serves as a reminder to investors to maintain their long-term outlook. Bailing out during price declines and re-entering after market rebounds is often a losing strategy. We believe it is time in the market, not timing the market, that potentially maximizes long-term investment gains.

Additionally, we believe our recent acquisition by Morgan Stanley Group Inc. will further help investors achieve their long-term goals. Morgan Stanley's strong global presence and commitment to superior investment performance complement our broad range of investment products, money management capabilities, and high level of service that we currently offer.

## ECONOMIC OVERVIEW

The economy has grown at a moderate pace this year, despite the second quarter's 4.7 percent surge. By the third quarter, growth slowed to 2.0 percent, near the level that prevailed early in the year. This moderation of economic activity, coupled with continued low inflation, eased fears of an interest rate hike by the Federal Reserve Board--fears that had dominated the market in early summer and pushed long-term bond yields above 7.0 percent.

Once the market realized that the economy's pace had slowed, bond prices

rose from their 1996 lows and yields fell as they moved in the opposite direction of bond prices. By the end of October, the 30-year Treasury bond yield was near 6.5 percent.

During this recovery, municipal bonds rebounded even more than Treasuries, due to a steady demand that outpaced supply. It is expected that on a nationwide basis there will be little or no increase in the total number of municipal bonds outstanding this year. The volume of new issues is expected to almost equal the volume of bonds that were redeemed or called.

Continued on page two

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[pie chart]

#### PORTFOLIO COMPOSITION BY CREDIT QUALITY AS OF OCTOBER 31, 1996

<TABLE>  
<S>                    <C>  
AAA..... 58.4%  
AA..... 3.9%  
A..... 22.1%  
BBB..... 9.7%  
B..... 2.7%  
NON-RATED..... 3.2%  
</TABLE>

Based upon credit quality ratings issued by Standard & Poor's. For securities not rated by Standard & Poor's, the Moody's rating is used.

#### PERFORMANCE SUMMARY

Many closed-end municipal bond funds, such as this one, are currently offering higher after-tax yields than taxable income alternatives. The Trust generated a tax-exempt distribution of 5.82 percent(3), based on the closing price of \$12.375 per common share as of October 31, 1996. For Massachusetts residents in the combined federal and state income tax bracket of 43.7 percent, this distribution is equivalent to a yield of 10.34 percent(4) on a taxable investment.

The Trust's one-year total return was 9.26 percent(1), including reinvestment of all dividends, reflecting a 3.1 percent increase in market price for the period ended October 31, 1996.

#### Top Five Portfolio Holdings by Industry as of October 31, 1996

Health Care.....	23.3%
General Purpose.....	12.5%
Student Loan.....	12.4%
Transportation.....	12.2%
Multi-Family Housing.....	9.7%

#### ECONOMIC OUTLOOK

We believe Fed policy will remain unchanged through the end of the year. We look for the long Treasury bond to trade within a range of 6.25 and 6.75 percent and the 5-year Treasury to trade between 5.75 percent and 6.25 percent for the

remainder of 1996. After that, interest rates could rise moderately if the economy rebounds to a 3.0 percent annual growth rate and inflation edges higher. Based upon this view of moderate growth and slightly higher inflation, we believe the outlook for fixed-income markets remains positive.

Relatively stable interest rates early next year would be favorable for the leveraged structure of our closed-end funds, which involves borrowing short-term funds to purchase long-term municipal securities. Depending on the difference between long-term and short-term market rates, this structure provides opportunities for additional earnings over time.

Continued on page three

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The leveraged capital structure of the Trust continues to provide common shareholders with above-market levels of dividend income. It should be noted, however, that the rise in short-term rates would have an unfavorable effect on common share performance.

The bond market should find continued support from the results of the recent national elections. With a Democratic president and a Republican Congress, there should be checks on potential spending increases and tax cuts so the budget deficit does not balloon out of control. This split government should also help minimize chances of major tax reform, which would likely affect investment markets, including municipal bonds.

The stock market is another factor that could influence the performance of the bond market in the coming year. If stocks suffer a protracted setback, the demand for bonds, including municipals, could increase.

We will closely monitor any new developments in Washington and in the financial markets in order to evaluate their potential impact on the Trust. We believe that in the coming year, the municipal market will continue to be an attractive investment choice for investors seeking high current income. Thank you for your continued confidence in your investment with Van Kampen American Capital and for the privilege of working with you to help you achieve your financial goals.

Sincerely,

[SIG]

Don G. Powell

Chairman  
Van Kampen American Capital  
Investment Advisory Corp.

[SIG]

Dennis J. McDonnell

President  
Van Kampen American Capital  
Investment Advisory Corp.

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PERFORMANCE RESULTS FOR THE PERIOD ENDED OCTOBER 31, 1996

VAN KAMPEN AMERICAN CAPITAL MASSACHUSETTS  
VALUE MUNICIPAL INCOME TRUST  
(AMEX TICKER SYMBOL--VMV)

COMMON SHARE TOTAL RETURNS

<TABLE>	
<S>	
	<C>
One-year total return based on market price(1).....	9.26%
One-year total return based on NAV(2).....	7.13%

DISTRIBUTION RATES

<TABLE>	
<S>	
	<C>
Distribution rate as a % of closing common stock price(3).....	5.82%
Taxable-equivalent distribution rate as a % of closing common stock price(4).....	10.34%

SHARE VALUATIONS

<TABLE>	
<S>	
	<C>
Net asset value.....	\$ 14.53
Closing common stock price.....	\$12.375
One-year high common stock price (03/06/96).....	\$12.750
One-year low common stock price (06/10/96).....	\$11.750
Preferred share rate(5).....	2.89%

(1) Total return based on market price assumes an investment at the market price at the beginning of the period indicated, reinvestment of all distributions for the period in accordance with the Trust's dividend reinvestment plan, and sale of all shares at the closing common stock price at the end of the period indicated.

(2) Total return based on net asset value (NAV) assumes an investment at the beginning of the period indicated, reinvestment of all distributions for the period, and sale of all shares at the end of the period, all at NAV.

(3) Distribution rate represents the monthly annualized distributions of the Trust at the end of the period and not the earnings of the Trust.

(4) The taxable-equivalent distribution rate is calculated assuming a 43.7% combined federal and state income tax bracket, which takes into consideration the deductibility of individual state taxes paid.

(5) See "Notes to Financial Statements" footnote #5, for more information concerning Preferred Share reset periods.

A portion of the interest income may be taxable for those investors subject to the federal alternative minimum tax (AMT).

Past performance does not guarantee future results. Investment return, stock price and net asset value will fluctuate with market conditions. Trust shares, when sold, may be worth more or less than their original cost.

## PORTFOLIO OF INVESTMENTS

October 31, 1996

&lt;TABLE&gt;

&lt;CAPTION&gt;

Par Amount (000)	Description	Coupon	Maturity	Market Value
<C>	<S>	<C>	<C>	<C>
	MUNICIPAL BONDS			
	MASSACHUSETTS 91.4%			
\$1,705	Boston, MA Metro Dist Rfdg (MBIA Insd).....	6.500%	12/01/13	\$ 1,838,944
2,000	Chelsea, MA Sch Proj Ln Act 1948 (AMBAC Insd)....	5.700	06/15/06	2,097,200
1,000	Chelsea, MA Sch Proj Ln Act 1948 (AMBAC Insd)....	6.500	06/15/12	1,093,410
1,000	Holyoke, MA Muni Purp Ln Ser A (FSA Insd).....	5.500	06/15/16	998,150
1,325	Holyoke, MA Ser B Rfdg (FSA Insd).....	6.000	06/15/05	1,416,796
2,400	Lowell, MA (FSA Insd).....	6.625	04/01/15	2,647,032
1,500	Lowell, MA (Prerefunded @ 02/15/01).....	8.300	02/15/05	1,760,460
1,500	Massachusetts Bay Tran Auth MA Genl Tran Sys Ser B.....	5.900	03/01/12	1,540,905
1,000	Massachusetts Edl Ln Auth Edl Ln Rev Issue E Ser B (AMBAC Insd).....	6.250	07/01/11	1,057,870
1,245	Massachusetts Edl Ln Auth Edl Ln Rev Issue E Ser B (AMBAC Insd).....	6.300	07/01/12	1,316,874
925	Massachusetts Muni Wholesale Elec Co Pwr Supply Sys Rev Ser B (Prerefunded @ 07/01/02).....	6.750	07/01/17	1,039,663
1,000	Massachusetts Muni Wholesale Elec Co Pwr Supply Sys Rev Ser C (MBIA Insd).....	6.625	07/01/10	1,095,140
1,000	Massachusetts St Hlth & Edl Fac Auth Rev (MBIA Insd).....	6.750	07/01/24	1,083,260
1,000	Massachusetts St Hlth & Edl Fac Auth Rev (MBIA Insd).....	6.300	08/15/24	1,054,800
1,500	Massachusetts St Hlth & Edl Fac Auth Rev Baystate Med Cent Ser D Rfdg (FGIC Insd).....	5.000	07/01/12	1,413,540
2,000	Massachusetts St Hlth & Edl Fac Auth Rev Cape Cod Hlth Ser A-3 (Embedded Swap) (Connie Lee Insd)...	5.000	11/15/11	1,879,100
2,500	Massachusetts St Hlth & Edl Fac Auth Rev Faulkner Hosp Ser C.....	6.000	07/01/13	2,410,550
2,000	Massachusetts St Hlth & Edl Fac Auth Rev New England Med Cent Hosp Ser F (FGIC Insd).....	6.500	07/01/12	2,139,100
1,000	Massachusetts St Hlth & Edl Fac Auth Rev Newton Wellesley Hosp Issue Ser E (MBIA Insd).....	5.875	07/01/15	1,018,150
2,000	Massachusetts St Hlth & Edl Fac Auth Rev North Shore Med Cent Ser A (MBIA Insd).....	5.625	07/01/14	1,981,060
2,000	Massachusetts St Hlth & Edl Fac Auth Rev Saint Mem Med Cent Ser A.....	6.000	10/01/23	1,661,940
1,000	Massachusetts St Hlth & Edl Fac Auth Rev Suffolk Univ Ser C (Connie Lee Insd).....	5.750	07/01/26	993,570
1,000	Massachusetts St Hlth & Edl Fac Auth Rev Vly Regl Hlth Sys Ser C Rfdg (Connie Lee Insd).....	7.000	07/01/10	1,152,620
2,000	Massachusetts St Hsg Fin Agy (FNMA			

	Collateralized).....	6.800	11/15/12	2,139,380
2,500	Massachusetts St Hsg Fin Agy Hsg Rev Insd Rental Ser A Rfdg (AMBAC Insd).....	6.600	07/01/14	2,593,700
750	Massachusetts St Hsg Fin Agy Rental Mtg Ser D (AMBAC Insd).....	6.200	07/01/15	777,165

</TABLE>

See Notes to Financial Statements

PORTFOLIO OF INVESTMENTS (CONTINUED)

October 31, 1996

<TABLE>

<CAPTION>

Par Amount (000)	Description	Coupon	Maturity	Market Value
<C>	<S>	<C>	<C>	<C>
	MASSACHUSETTS (CONTINUED)			
\$ 500	Massachusetts St Indl Fin Agy Rev First Mtg Loomis House & Village Proj.....	7.500%	07/01/17	\$ 522,625
1,500	Massachusetts St Indl Fin Agy Rev Whitehead Inst Biomedical Research.....	5.125	07/01/26	1,398,390
1,000	Massachusetts St Indl Fin Agy Wtr Treatment American Hingham.....	6.900	12/01/29	1,019,470
1,000	Massachusetts St Indl Fin Agy Wtr Treatment American Hingham.....	6.950	12/01/35	1,019,420
1,000	Massachusetts St Spl Oblig Rev Ser A.....	5.700	06/01/10	1,018,490
3,000	Massachusetts St Tpk Auth Rev Ser A Rfdg.....	5.000	01/01/13	2,848,200
1,500	Massachusetts St Wtr Res Auth Ser A (Prerefunded @ 12/01/01).....	6.500	12/01/19	1,662,795
1,185	Massachusetts St Wtr Res Auth Ser C Rfdg.....	5.100	12/01/04	1,199,030
2,550	New England Edl Ln Mktg Corp MA Student Ln Rev Sub Issue G.....	6.000	03/01/02	2,672,732
2,500	New England Edl Ln Mktg Corp MA Student Ln Rev Sub Issue H.....	6.900	11/01/09	2,702,300
1,000	South Essex, MA Sewage Dist Ser A Rfdg (MBIA Insd).....	5.250	06/15/24	950,350
825	Taunton, MA Elec.....	8.000	02/01/04	971,124
				-----
				58,185,306
				-----
	GUAM 1.6%			
1,000	Guam Govt Ser A.....	5.750	09/01/04	1,004,670
				-----
	PUERTO RICO 5.2%			
2,000	Puerto Rico Comwlth Hwy & Tran Ser Y (Embedded Cap) (FSA Insd).....	5.730	07/01/21	2,191,020
365	Puerto Rico Elec Pwr Auth Pwr Rev Ser N.....	7.000	07/01/07	394,485
635	Puerto Rico Elec Pwr Auth Pwr Rev Ser N (Prerefunded @ 07/01/99).....	7.000	07/01/07	689,972

	3,275,477
TOTAL LONG-TERM INVESTMENTS 98.2%	
(Cost \$60,044,202) (a).....	62,465,452
SHORT-TERM INVESTMENTS AT AMORTIZED COST 0.3%.....	200,000
OTHER ASSETS IN EXCESS OF LIABILITIES 1.5%.....	970,536
NET ASSETS 100.0%.....	\$63,635,988

</TABLE>

(a) At October 31, 1996, cost for federal income tax purposes is \$60,044,202; the aggregate gross unrealized appreciation is \$2,840,133 and the aggregate gross unrealized depreciation is \$418,883, resulting in net unrealized appreciation of \$2,421,250.

See Notes to Financial Statements

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STATEMENT OF ASSETS AND LIABILITIES

October 31, 1996

<TABLE>

<S>

<C>

ASSETS:

Investments, at Market Value (Cost \$60,044,202) (Note 1).....	\$62,465,452
Short-Term Investments (Note 1).....	200,000
Interest Receivable.....	1,222,356
Unamortized Organizational Expenses (Note 1).....	7,463
Other.....	888
Total Assets.....	63,896,159

LIABILITIES:

Payables:

Investment Advisory Fee (Note 2).....	34,915
Income Distributions--Common and Preferred Shares.....	18,912
Administrative Fee (Note 2).....	10,743
Affiliates (Note 2).....	3,831
Custodian Bank.....	2,337
Accrued Expenses.....	140,548
Deferred Compensation and Retirement Plans (Note 2).....	48,885
Total Liabilities.....	260,171

NET ASSETS..... \$63,635,988

NET ASSETS CONSIST OF:

Preferred Shares (\$.01 par value, authorized 100,000,000 shares, 500 issued with liquidation preference of \$50,000 per share) (Note 5).....	\$25,000,000
Common Shares (\$.01 par value with an unlimited number of shares authorized, 2,658,297 shares issued and outstanding).....	26,583
Paid in Surplus.....	38,866,724



Net Unrealized Appreciation on Securities.....	2,421,250
Accumulated Undistributed Net Investment Income.....	352,004
Accumulated Net Realized Loss on Securities.....	(3,030,573)
	-----
Net Assets Applicable to Common Shares.....	38,635,988
	-----
NET ASSETS.....	\$63,635,988
	=====
NET ASSET VALUE PER COMMON SHARE (\$38,635,988 divided by 2,658,297 shares outstanding).....	\$ 14.53
	=====

</TABLE>

See Notes to Financial Statements

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STATEMENT OF OPERATIONS

For the Year Ended October 31, 1996

-----

<TABLE>	
<S>	<C>
INVESTMENT INCOME:	
Interest.....	\$3,643,821
	-----
EXPENSES:	
Investment Advisory Fee (Note 2).....	409,714
Administrative Fee (Note 2).....	126,066
Preferred Share Maintenance (Note 5).....	73,936
Trustees Fees and Expenses (Note 2).....	23,834
Legal (Note 2).....	10,980
Amortization of Organizational Expenses (Note 1).....	5,011
Other.....	130,836
	-----
Total Expenses.....	780,377
	-----
NET INVESTMENT INCOME.....	\$2,863,444
	-----
REALIZED AND UNREALIZED GAIN/LOSS ON SECURITIES:	
Net Realized Gain on Investments.....	\$ 301,150
	-----
Unrealized Appreciation/Depreciation on Securities:	
Beginning of the Period.....	2,157,638
End of the Period:	
Investments.....	2,421,250
	-----
Net Unrealized Appreciation on Securities During the Period.....	263,612
	-----
NET REALIZED AND UNREALIZED GAIN ON SECURITIES.....	\$ 564,762
	=====
NET INCREASE IN NET ASSETS FROM OPERATIONS.....	\$3,428,206
	=====

</TABLE>

See Notes to Financial Statements

## STATEMENT OF CHANGES IN NET ASSETS

For the Years Ended October 31, 1996 and 1995

&lt;TABLE&gt;

&lt;CAPTION&gt;

	Year Ended October 31, 1996	Year Ended October 31, 1995
<S>	<C>	<C>
FROM INVESTMENT ACTIVITIES:		
Operations:		
Net Investment Income.....	\$ 2,863,444	\$ 2,862,856
Net Realized Gain/Loss on Securities.....	301,150	(299,665)
Net Unrealized Appreciation on Securities During the Period.....	263,612	5,651,785
Change in Net Assets from Operations.....	3,428,206	8,214,976
Distributions from Net Investment Income:		
Common Shares.....	(1,913,894)	(2,057,479)
Preferred Shares.....	(777,484)	(873,501)
Total Distributions.....	(2,691,378)	(2,930,980)
NET CHANGE IN NET ASSETS FROM INVESTMENT ACTIVITIES....	736,828	5,283,996
NET ASSETS:		
Beginning of the Period.....	62,899,160	57,615,164
End of the Period (Including undistributed net investment income of \$352,004 and \$179,938, respectively).....	\$63,635,988	\$62,899,160

&lt;/TABLE&gt;

See Notes to Financial Statements

## FINANCIAL HIGHLIGHTS

The following schedule presents financial highlights for one common share of the Trust outstanding throughout the periods indicated.

&lt;TABLE&gt;

&lt;CAPTION&gt;

			April 30, 1993 (Commencement of Investment Operations) to October 31, 1993
Year Ended October 31,			
-----	-----	-----	
1996	1995	1994	

<S>	<C>	<C>	<C>	<C>
Net Asset Value, Beginning of the Period				
(a).....	\$14.257	\$12.269	\$15.470	\$14.658
Net Investment Income.....	1.077	1.078	1.090	.392
Net Realized and Unrealized Gain/Loss on Securities.....	.212	2.013	(3.162)	.754
Total from Investment Operations.....	1.289	3.091	(2.072)	1.146
Less:				
Distributions from Net Investment Income:				
Paid to Common Shareholders.....	.720	.774	.828	.276
Common Share Equivalent of Distributions Paid to Preferred Shareholders.....	.292	.329	.227	.058
Distributions from Net Realized Gain on Securities (Note 1):				
Paid to Common Shareholders.....	-0-	-0-	.063	-0-
Common Share Equivalent of Distributions Paid to Preferred Shareholders.....	-0-	-0-	.011	-0-
Total Distributions.....	1.012	1.103	1.129	.334
Net Asset Value, End of the Period.....	\$14.534	\$14.257	\$12.269	\$15.470
Market Price Per Share at End of the Period.....	\$12.375	\$12.000	\$11.375	\$15.375
Total Investment Return at Market Price (b).....	9.26%	12.26%	(20.95%)	4.38%*
Total Return at Net Asset Value (c).....	7.13%	23.19%	(15.40%)	5.01%*
Net Assets at End of the Period (In millions).....	\$ 63.6	\$ 62.9	\$ 57.6	\$ 66.1
Ratio of Expenses to Average Net Assets Applicable to Common Shares.....	2.06%	2.17%	2.12%	1.91%
Ratio of Expenses to Average Net Assets.....	1.24%	1.27%	1.26%	1.40%
Ratio of Net Investment Income to Average Net Assets Applicable to Common Shares (d).....	5.49%	5.65%	6.22%	4.45%
Portfolio Turnover.....	12%	65%	108%	35%*

(a) Net asset value at April 30, 1993, is adjusted for common and preferred share offering costs of \$.342 per common share.

(b) Total investment return at market price reflects the change in market value of the common shares for the period indicated with reinvestment of dividends in accordance with the Trust's dividend reinvestment plan.

(c) Total return at net asset value (NAV) reflects the change in value of the Trust's assets with reinvestment of dividends based upon NAV.

(d) Net investment income is adjusted for the common share equivalent of distributions paid to preferred shareholders.

\* Non-Annualized

See Notes to Financial Statements

## NOTES TO FINANCIAL STATEMENTS

October 31, 1996

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1. SIGNIFICANT ACCOUNTING POLICIES

Van Kampen American Capital Massachusetts Value Municipal Income Trust (the "Trust") is registered as a non-diversified closed-end management investment company under the Investment Company Act of 1940, as amended. The Trust's investment objective is to seek to provide Common Shareholders with a high level of current income exempt from federal income taxes and Massachusetts personal income tax, consistent with preservation of capital. The Trust will invest substantially all of its assets in Massachusetts municipal securities rated investment grade at the time of investment. The Trust commenced investment operations on April 30, 1993.

The following is a summary of significant accounting policies consistently followed by the Trust in the preparation of its financial statements. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

A. SECURITY VALUATION--Investments are stated at value using market quotations or, if such valuations are not available, estimates obtained from yield data relating to instruments or securities with similar characteristics in accordance with procedures established in good faith by the Board of Trustees. Short-term securities with remaining maturities of 60 days or less are valued at amortized cost.

B. SECURITY TRANSACTIONS--Security transactions are recorded on a trade date basis. Realized gains and losses are determined on an identified cost basis. The Trust may purchase and sell securities on a "when issued" or "delayed delivery" basis with settlement to occur at a later date. The value of the security so purchased is subject to market fluctuations during this period. The Trust will maintain, in a segregated account with its custodian, assets having an aggregate value at least equal to the amount of the when issued or delayed delivery purchase commitments until payment is made. At October 31, 1996, there were no when issued or delayed delivery purchase commitments.

C. INVESTMENT INCOME--Interest income is recorded on an accrual basis. Bond premium and original issue discount are amortized over the expected life of each applicable security.

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## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

October 31, 1996

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D. ORGANIZATIONAL EXPENSES--The Trust has reimbursed Van Kampen American Capital Distributors, Inc. or its affiliates (collectively "VKAC") for costs incurred in

connection with the Trust's organization in the amount of \$25,000. These costs are being amortized on a straight line basis over the 60 month period ending April 29, 1998. Van Kampen American Capital Investment Advisory Corp. (the "Adviser") has agreed that in the event any of the initial shares of the Trust originally purchased by VKAC are redeemed during the amortization period, the Trust will be reimbursed for any unamortized organizational expenses in the same proportion as the number of shares redeemed bears to the number of initial shares held at the time of redemption.

E. FEDERAL INCOME TAXES--It is the Trust's policy to comply with the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute substantially all of its taxable income to its shareholders. Therefore, no provision for federal income taxes is required.

The Trust intends to utilize provisions of the federal income tax laws which allow it to carry a realized capital loss forward for eight years following the year of the loss and offset such losses against any future realized capital gains. At October 31, 1996, the Trust had an accumulated capital loss carryforward for tax purposes of \$3,030,573 which will expire between October 31, 2002 and October 31, 2003.

F. DISTRIBUTION OF INCOME AND GAINS--The Trust declares and pays dividends from net investment income to common shareholders monthly. Net realized gains, if any, are distributed annually on a pro rata basis to common and preferred shareholders. Distributions from net realized gains for book purposes may include short-term capital gains, which are included as ordinary income for tax purposes.

For the year ended October 31, 1996, 100% of the income distributions made by the Trust were exempt from federal income taxes. In January, 1997, the Trust will provide tax information to shareholders for the 1996 calendar year.

## 2. INVESTMENT ADVISORY AGREEMENT AND OTHER TRANSACTIONS WITH AFFILIATES

Under the terms of the Trust's Investment Advisory Agreement, the Adviser will provide investment advice and facilities to the Trust for an annual fee payable monthly of .65% of the average net assets of the Trust. In addition, the Trust will pay a monthly administrative fee to VKAC, the Trust's Administrator, at an annual rate of .20% of the average net assets of the Trust. The administrative services provided by the Administrator include

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### NOTES TO FINANCIAL STATEMENTS (CONTINUED)

October 31, 1996

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record keeping and reporting responsibilities with respect to the Trust's portfolio and preferred shares and providing certain services to shareholders.

Certain legal expenses are paid to Skadden, Arps, Slate, Meagher & Flom, counsel to the Trust, of which a trustee of the Trust is an affiliated person.

For the year ended October 31, 1996, the Trust recognized expenses of approximately \$13,400 representing VKAC's cost of providing accounting and legal services to the Trust.

Certain officers and trustees of the Trust are also officers and directors of VKAC. The Trust does not compensate its officers or trustees who are officers of VKAC.

The Trust has implemented deferred compensation and retirement plans for its trustees. Under the deferred compensation plan, trustees may elect to defer all or a portion of their compensation to a later date. The retirement plan covers those trustees who are not officers of VKAC.

At October 31, 1996, VKAC owned 6,700 common shares of the Trust.

### 3. INVESTMENT TRANSACTIONS

During the period, the cost of purchases and proceeds from sales of investments, excluding short-term investments, were \$7,451,886 and \$7,369,054, respectively.

### 4. 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 utilizes Indexed Securities, a type of derivative, as a hedge against a rise in the short-term interest rate paid on the Trust's preferred shares. All of the Trust's portfolio holdings, including derivative instruments, are marked to market each day with the change in value reflected in the unrealized appreciation/depreciation on securities. Upon disposition, a realized gain or loss is recognized accordingly. The price of these Indexed Securities, which are identified in the portfolio of investments, may be more volatile than the price of a comparable fixed rate security.

A. An Embedded Cap security includes a cap strike level such that the coupon payment may be supplemented by cap payments if the floating rate index upon which the cap is based rises above the strike level.

B. An Embedded Swap security includes a swap component such that the fixed coupon component of the underlying bond is adjusted by the difference between the security's fixed swap rate and the floating swap index.

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## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

October 31, 1996

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### 5. PREFERRED SHARES

The Trust has outstanding 500 Auction Preferred Shares ("APS"). Dividends are cumulative and the dividend rate is currently reset every seven days through an auction process. The rate in effect on October 31, 1996 was 2.89%. During the year ended October 31, 1996, the rates ranged from 2.20% to 3.80%.

The Trust pays annual fees equivalent to .25% of the preferred share liquidation value for the remarketing efforts associated with the preferred auctions. These fees are included as a component of Preferred Share Maintenance expense.

The APS are redeemable at the option of the Trust in whole or in part at the liquidation value of \$50,000 per share plus accumulated and unpaid dividends. The Trust is subject to certain asset coverage tests and the APS are subject to mandatory redemption if the tests are not met.

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#### REPORT OF INDEPENDENT ACCOUNTANTS

The Board of Trustees and Shareholders of

Van Kampen American Capital Massachusetts Value Municipal Income Trust:

We have audited the accompanying statement of assets and liabilities of Van Kampen American Capital Massachusetts Value Municipal Income Trust (the "Trust"), including the portfolio of investments, as of October 31, 1996, and the related statement of operations for the year then ended, the statement of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the periods presented. These financial statements and financial highlights are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of October 31, 1996, by correspondence with the custodian. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Van Kampen American Capital Massachusetts Value Municipal Income Trust as of October 31, 1996, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the periods presented, in conformity with generally accepted accounting principles.

KPMG Peat Marwick LLP

Chicago, Illinois  
December 4, 1996

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#### DIVIDEND REINVESTMENT PLAN

The Trust offers a dividend reinvestment plan (the "Plan") pursuant to which Common Shareholders may elect to have dividends and capital gains distributions reinvested in Common Shares of the Trust. The Trust declares dividends out of net investment income, and will distribute annually net realized capital gains, if any. Common Shareholders may join or withdraw from the Plan at any time.

If you decide to participate in the Plan, State Street Bank and Trust Company, as your Plan Agent, will automatically invest your dividends and capital gains distributions in Common Shares of the Trust for your account.

#### HOW TO PARTICIPATE

If you wish to participate and your shares are held in your own name, call 1-800-341-2929 for more information and a Plan brochure. If your shares are held in the name of a brokerage firm, bank, or other nominee, you should contact your nominee to see if it would participate in the Plan on your behalf. If you wish to participate in the Plan, but your brokerage firm, bank or nominee is unable to participate on your behalf, you should request that your shares be re-registered in your own name which will enable your participation in the Plan.

#### HOW THE PLAN WORKS

Participants in the Plan will receive the equivalent in Common Shares valued on the valuation date, generally at the lower of market price or net asset value, except as specified below. The valuation date will be the dividend or distribution payment date or, if that date is not a trading day on the national securities exchange or market system on which the Common Shares are listed for trading, the next preceding trading day. If the market price per Common Share on the valuation date equals or exceeds net asset value per Common Share on that date, the Trust will issue new Common Shares to participants valued at the higher of net asset value or 95% of the market price on the valuation date. In the foregoing situation, the Trust will not issue Common Shares under the Plan below net asset value. If net asset value per Common Share on the valuation date exceeds the market price per Common Share on that date, or if the Board of Trustees should declare a dividend or capital gains distribution payable to the Common Shareholders only in cash, participants in the Plan will be deemed to have elected to receive Common Shares from the Trust valued at the market price on that date. Accordingly, in this circumstance, the Plan Agent will, as agent for the participants, buy the Trust's Common Shares in the open market for the participants' accounts on or shortly after the payment date. If, before the Plan Agent has completed its purchases, the market price exceeds the net asset value per share of the Common Shares, the average per share purchase price paid by the Plan Agent may exceed the net asset value of the Trust's Common Shares, resulting in the acquisition of fewer Common Shares than if the dividend or distribution had been paid in Common Shares issued by the Trust. All reinvestments are in full and fractional Common Shares and are carried to three decimal places.

Experience under the Plan may indicate that changes are desirable. Accordingly, the Trust reserves the right to amend or terminate the Plan as applied to any dividend or distribution paid subsequent to written notice of the changes sent to all Common Shareholders of the Trust at least 90 days before the record date for the dividend or distribution. The Plan also may be amended or terminated by the Plan Agent by at least 90 days written notice to all Common Shareholders of the Trust.

#### COSTS OF THE PLAN

The Plan Agent's fees for the handling of the reinvestment of dividends and distributions will be paid by the Trust. However, each participant will pay a pro rata share of brokerage commissions incurred with respect to the Plan Agent's open market purchases in connection with the reinvestment of dividends and distributions. No other charges will be made to participants for reinvesting dividends or capital gains distributions, except for certain brokerage commissions, as described above.



TAX IMPLICATIONS

You will receive tax information annually for your personal records and to help you prepare your federal income tax return. The automatic reinvestment of dividends and capital gains distributions does not relieve you of any income tax which may be payable on dividends or distributions.

RIGHT TO WITHDRAW

Plan participants may withdraw at any time by calling 1-800-341-2929 or by writing State Street Bank and Trust Company, P.O. Box 8200, Boston, MA 02266-8200. If you withdraw, you will receive, without charge, a share certificate issued in your name for all full Common Shares credited to your account under the Plan and a cash payment will be made for any fractional Common Share credited to your account under the Plan. You may again elect to participate in the Plan at any time by calling 1-800-341-2929 or writing to the Trust at:

Van Kampen American Capital  
Attn: Closed-End Funds  
2800 Post Oak Blvd.  
Houston, TX 77056

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VAN KAMPEN AMERICAN CAPITAL MASSACHUSETTS VALUE MUNICIPAL INCOME TRUST

BOARD OF TRUSTEES

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Controller

PETER W. HEGEL\*  
Vice President

INVESTMENT ADVISER

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INVESTMENT ADVISORY CORP.  
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CUSTODIAN AND  
TRANSFER AGENT

STATE STREET BANK  
AND TRUST COMPANY  
225 Franklin Street  
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LEGAL COUNSEL

SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM  
333 West Wacker Drive  
Chicago, Illinois 60606

INDEPENDENT ACCOUNTANTS

KPMG PEAT MARWICK LLP  
Peat Marwick Plaza  
303 East Wacker Drive  
Chicago, Illinois 60601

\* "Interested" persons of the Trust, as defined in the Investment Company Act of 1940.

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RESULTS OF SHAREHOLDER VOTES

An Annual Meeting of Shareholders of the Trust was held on May 23, 1996, where shareholders voted on the election of trustees and the selection of independent public accountants. With regard to the election of Don G. Powell as elected trustee by the common shareholders of the Trust, 1,598,161 shares voted in his favor, 32,879 withheld. With regard to the election of Hugo F. Sonnenschein as elected trustee by the common shareholders of the Trust, 1,598,161 shares voted in his favor, 32,879 withheld. With regard to the election of Theodore A. Myers as elected trustee by the preferred shareholders of the Trust, 467 shares voted in his favor, 1 withheld. With regard to the ratification of KPMG Peat Marwick LLP as independent public accountants for the Trust, 1,600,106 voted in favor, 14,583 voted against and 16,818 abstained.

A Special Meeting of Shareholders of the Trust was held on October 23, 1996, where shareholders voted on a new investment advisory agreement and changes to investment policies. With regard to the approval of a new investment advisory agreement between Van Kampen American Capital Investment Advisory Corp. and the Trust, 1,996,846 shares voted for the proposal, 42,154 voted against and 49,251 abstained. With regard to the approval of certain changes to the Trust's fundamental investment policies with respect to investment in other investment companies, 997,895 shares voted for the proposal, 51,730 voted against and

62,383 abstained.