

NORTHEAST INVESTORS TRUST

Supplement dated March 13, 2024 to the Statement of Additional Information dated February 1, 2024

At a meeting of shareholders of Northeast Investors Trust (the “Trust”) held on February 26, 2024, shareholders of the Trust voted to re-elect one of the Trust’s current Trustees and elect two new nominees to the Board of Trustees of the Trust. *Accordingly, effective immediately, the Statement of Additional Information is revised as follows:*

The first sentence of the first paragraph under the section heading “TRUSTEES, OFFICERS & MANAGEMENT STRUCTURE” is amended and restated in its entirety as follows:

The Trustees of Northeast Investors Trust are Bruce H. Monrad, Richard Reubenstone and Geoffrey Wyatt.

The “Independent Trustees” section of the trustees and officers table in the “TRUSTEES, OFFICERS & MANAGEMENT STRUCTURE” section is amended and restated in its entirety as follows:

<u>Independent Trustees</u>		
Richard Reubenstone Age: 66 Years of Service: Trustee since 2024	Trustee	Managing Director, Cantor Fitzgerald, L.P.; Lead Advisor, Collaborizm
Geoffrey Wyatt Age: 66 Years of Service: Trustee since 2024	Trustee	Chief Executive Officer, Wyatt Technology Corp.

The “Independent Trustees” subsection in the “TRUSTEES, OFFICERS & MANAGEMENT STRUCTURE” section is amended and restated in its entirety as follows:

Mr. Reubenstone

Richard Reubenstone was the managing director of Cantor Fitzgerald, L.P., a leading global financial services firm, from October 2016 to June 2022, and the lead advisor of Collaborizm, an online collaboration and freelance work platform for highly technically skilled people from September 2014 to February 2020. Prior to that, Mr. Reubenstone served as the managing director at Seaport Global Securities LLC, the managing director and Head of Credit Hedge Fund Sales at UBS Investment Bank, and the managing director of Credit Hedge Fund Sales at Jefferies Group LLC. Mr. Reubenstone spend nearly 16 years at Merrill Lynch as the managing director of Credit Hedge Fund Sales. The Board believes that Mr. Reubenstone is qualified to serve as a Trustee due to his leadership, governance, management, and operational oversight experience.

Mr. Wyatt

Geoffrey K. Wyatt was the second employee of Wyatt Technology Corporation, the recognized leader in light scattering instrumentation and software for determining the absolute molar mass, size, charge, and interactions of macromolecules and nanoparticles in solution. Mr. Wyatt served as the Chief Executive Officer of Wyatt Technology from May 2018 to May 2023 and helped lead the company to grow to more than 250 employees. Wyatt Technology was acquired by Waters™ Corporation (NYSE: WAT), a global leader in analytical instruments and software, in May 2023. Mr. Wyatt graduated with a B.A. from Yale University in 1983 and received an M.B.A. from Harvard Business School in 1989. The Board believes that Mr. Wyatt is qualified to serve as a Trustee due to his leadership, governance, management, and operational oversight experience.

The following paragraph of the section “TRUSTEES, OFFICERS & MANAGEMENT STRUCTURE” is amended and restated in its entirety as follows:

The Board has two standing committees: the Audit Committee, and the Nominating and Governance Committee, each of which consists of Messrs. Reubenstone and Wyatt following their election to the Board on February 26, 2024. During the fiscal year ended September 30, 2023, the Audit Committee and the Nominating and Governance each consisted of former Independent Trustees Messrs. Blampied, Daugherty and Beal. These committees are therefore composed entirely of Independent Trustees, and all of the Independent Trustees serve on each committee. The Audit Committee met five times during the last fiscal year and the Nominating and Governance Committee met four times during the last fiscal year. The Audit Committee assists the Board in fulfilling its responsibilities for accounting and financial reporting practices and provides a channel of communication between the Board and the Trust’s independent accountants. The provision of audit and non-audit services by the Trust’s independent accountants is subject to prior approval by the Audit Committee. The Nominating and Governance Committee considers candidates for Trustee and reviews matters relating to Board governance. The Nominating and Governance Committee will consider the experience, qualifications, attributes and skills of Trustee nominees and Trustee appointees when looking to fill vacant Board or committee seats and will consider the benefits of a diverse Board in enhancing its oversight of management performance. The Committee has not established a procedure for shareholders to nominate Trustees.

The following is added to the table showing the dollar range of shares of the Trust beneficially owned by each Trustee:

Richard Reubenstone	None
Geofrey Wyatt	None

NORTHEAST INVESTORS TRUST
125 High Street – Suite 1802
Boston, Massachusetts 02110
(800) 225-6704
Ticker Symbol: NTHX

Shares of Beneficial Interest

STATEMENT OF ADDITIONAL INFORMATION

February 1, 2024

This Statement of Additional Information supplements the Prospectus for the Trust dated February 1, 2024 and should be read in conjunction with the Prospectus. A copy of the Prospectus may be obtained from the Trust at the above address. This Statement of Additional Information is not a prospectus.

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THE TRUST

Northeast Investors Trust, herein called the Trust, is a diversified open-end management investment company organized March 1, 1950 by an Agreement and Declaration of Trust executed under the laws of The Commonwealth of Massachusetts.

INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS; GENERAL

As explained in the Prospectus, the purpose of the Trust is to provide investors with a vehicle for investment under the management of the Trustees. The Trust's primary objective is the production of income. Capital appreciation is also an objective of the Trust, but its achievement must be compatible with the primary objective.

In addition to the investment objectives and policies described in the Prospectus, the Trust has adopted certain investment restrictions. So long as these restrictions remain in effect, the Trust may not: (1) Purchase any securities which would cause more than 5% of the Trust's total assets at the time of such purchase to be invested in the securities of any issuer, except the United States Government. (2) Purchase any securities which would cause the Trust at the time of such purchase to own more than 10% of any class of any issuer. (3) Purchase the securities of any issuer that together with any predecessor thereof have been engaged in continuous operation for less than three years, for which purpose the Trustees consider an issuer resulting from an acquisition or reorganization to be engaged in the same business as any party to the acquisition or reorganization transaction. (4) Purchase real estate or commodities or commodities contracts; however, this limitation does not preclude an investment in the securities of organizations which deal in real estate or commodities or commodities contracts or in securities secured by interests in real estate. (5) Purchase the securities of any investment company, except in connection with a merger, consolidation or acquisition or by purchase of securities of closed-end investment companies in regular transactions in the open market. (6) Purchase securities on margin or effect short sales of securities. (7) Make loans, except that the Trust may acquire publicly distributed bonds, debentures, notes and other debt securities, for which purposes the Trust considers securities which are covered by Rule 144A under the Securities Act of 1933 or offered to a class of security holders of an issuer to be publicly distributed. (8) Act as an underwriter of securities except insofar as the Trust might technically be deemed to be an underwriter for purposes of the Securities Act of 1933 upon the disposition of certain securities. (9) Invest in companies for the purpose of exercising management or control. (10) Invest in puts, calls, straddles, spreads or any combinations thereof. (11) Purchase or retain the securities of any issuer if all Trustees together own more than 1/2 of 1% of the securities of such issuer. (12) Deal as principal with the Trust in the purchase or sale of portfolio securities. (13) Deal as agent with the Trust in the purchase or sale of portfolio securities. (14) Invest in securities for which there is no readily available market, if at the time of acquisition more than 15% of the Trust's assets would be invested in such securities. (15) Purchase participation or other direct interests in oil, gas or other mineral exploration or development programs. (16) Invest in warrants if at the time of acquisition more than 2% of the Trust's assets would be invested in warrants. (17) Invest in securities of foreign issuers if at the time of acquisition more than 10% of the Trust's assets would be invested in such securities. (18) Purchase any security if, after giving effect to such purchase, more than 25% of the Trust's assets would be invested in any one industry. (19) Issue senior securities or borrow money, except that the Trust may borrow funds up to a maximum amount equal to 25% of the Trust's total assets and may pledge assets as security for such borrowings.

For the purposes of the above, issuer refers to a consolidated corporate entity based on its most recent financials. Classes of securities are similarly determined based on most recent financials and thus may, for example, include debt at a subsidiary level, or debt representing different issuances. The purchase of or investment in securities does not encompass participation in exchange offers in or out of formal reorganization proceedings.

The above policies preclude only direct loans, not the acquisition of debt instruments in a secondary market, including participation in financings, including but not limited to debtor-in-possession financings, arising out of the acquisition of debt securities and do not preclude the lending of portfolio securities to broker-dealers. The Trust is not currently engaged in securities lending.

The Trust does not intend to engage in trading for short-term profits, and portfolio turnover will be limited in accordance with the Trust's objective of producing income. This does not, however, preclude an occasional investment for the purpose of short-term capital appreciation. During the fiscal years ended September 30, 2023 and 2022 the rates of total portfolio turnover were 26.41% and 44.56% respectively. Although investment policy or changed circumstances may require, in the opinion of the Trustees, an increased rate of such portfolio turnover, the Trustees do not anticipate that such turnover will be substantially in excess of that experienced by the Trust in recent years.

The Trust has adopted policies and procedures with respect to the disclosure of portfolio securities. The Trust will publicly disclose the complete schedule of its holdings, as reported on a fiscal quarter-end basis, by making the information publicly available in a manner consistent with SEC disclosure requirements. The Trust will file a complete portfolio schedule of investments with the SEC on form N-CSR within ten (10) days of the transmission to shareholders of any annual or semi-annual report; these are generally transmitted within sixty (60) days after the close of the fiscal period covered by the report. The Trust will also file a complete portfolio schedule of investments with the SEC not later than sixty (60) days after the close of the first and third fiscal quarters on form N-PORT. The Trust will not make available any other schedule of portfolio holdings to any person or institution other than in the ordinary course of business, such as to our auditors or custodian. The Trust may make quarterly portfolio holdings available to ranking or ratings agencies, but only after the information has been filed with the SEC or posted on our website. Certain agencies may contract with the Trust to receive the portfolio holdings monthly, but may not make the information available to the public until 60 days after the calendar quarter or until posted on the Trust's website.

The compensation of Bruce H. Monrad and Chapin P. Mechem as portfolio managers for the Trust is set forth in this Statement of Additional Information under the caption "Compensation of Trustees", and information about Mr. Monrad's share ownership in the Trust is set forth under the caption "Trustees, Officers & Management Structure". Mr. Monrad and Ms. Mechem do not have portfolio management responsibilities for any other investment company or pooled fund and are not primarily responsible for the day to day portfolio management for any accounts other than the Trust.

TRUSTEES, OFFICERS & MANAGEMENT STRUCTURE

The Trustees of Northeast Investors Trust are Bruce H. Monrad, Peter J. Blampied, George P. Beal, and Charles R. Daugherty. Under Massachusetts Law, the Trustees are generally responsible for protecting the interests of the shareholders by overseeing the operation and management of the Trust. The table below provides certain information about the Trust's Trustees and Officers. The mailing address for the Trustees and Officers of the Trust is 125 High Street, Suite 1802, Boston, MA 02110.

Name/Age/Service *	Position	Principal Occupation(s)/Other Directorships During the Past Five Years
<u>Affiliated Trustees and Trust Officers</u>		
Bruce H. Monrad Age: 61 Years of Service: 30	Trustee and Chairman	Trustee and Chairman of Northeast Investors Trust
Gordon C. Barrett Age: 67 Years of Service: 35	Executive Vice President, Chief Financial Officer and Clerk	Chief Financial Officer of Northeast Investors Trust; President of Sippican Capital Advisors LLC
David A. Randall Age: 57 Years of Service: 23	Chief Compliance Officer, Vice President of Operations	Officer of Northeast Investors Trust
Chapin P. Mechem Age: 51 Years of Service: 22	Vice President	Officer of Northeast Investors Trust
<u>Independent Trustees</u>		
Peter J. Blampied Age: 81 Years of Service: 23	Trustee	Director of A.W. Perry, Inc.
George P. Beal Age: 70 Years of Service: 19	Trustee	Managing Partner, Boston Family Office LLC; Director of Breckinridge Capital Advisors
Charles R. Daugherty Age: 70	Trustee	Managing Partner, Stanwich Advisors, LLC

- * The Trustees serve until their resignation or either the appointment or election of a successor, and the Officers serve at the pleasure of the Trustees.

The following is additional information about the background of each of the Trustees:

Interested Trustee

Mr. Monrad

Bruce H. Monrad is trustee and portfolio manager of Northeast Investors Trust, specializing in high yield securities. Previously he worked for Prudential-Bache Securities as a financial analyst.

Independent Trustees

Mr. Blampied

Peter J. Blampied was President of Corcoran Management Co. Inc, one of the region's leading residential management firms, from 1998-2008. He was previously Chairman, President and CEO of Boston Five Bancorp and Vice Chairman of Citizens Bank of Massachusetts. He is a former director of Access Capital Strategies, LLC. He is a director of A.W. Perry, Inc., a privately owned real estate developer, owner and manager.

Mr. Beal

George P. Beal is one of the founders of The Boston Family Office LLC, a registered investment adviser, and now is its Managing Partner as well as a portfolio manager. He is a director of Breckinridge Capital Advisors. Previously, Mr. Beal was employed at Cambridge Trust Co. and Bank of New England handling various duties ranging from commercial loans, branch management, operations and retail banking.

Mr. Daugherty

Charles R. Daugherty founded Stanwich Advisors, LLC, a leading independent boutique investment bank that provides advisory and fundraising services. Mr. Daugherty spent 26 years at Deutsche Bank/BT Alex Brown where he founded the Private Fund Group and served as Global Group Head.

The majority of the Trust's Board of Trustees (the "Board") are Independent Trustees. The Board has overall responsibility for overseeing the investment program of the Trust and its management and operations. The Board exercises the same powers, authority and responsibilities on behalf of the Trust as are customarily exercised by the directors of an investment company registered under the 1940 Act organized as a corporation and has authority to oversee and establish policies regarding the management, conduct and operation of the Trust's business. The Board has designated Bruce H. Monrad, an Interested Trustee, to serve as Chairman. The Independent Trustees have not designated a lead Trustee.

The Board has two standing committees: the Audit Committee, and the Nominating and Governance Committee, each of which consists of Messrs. Blampied, Daugherty and Beal. These committees are therefore composed entirely of Independent Trustees, and all of the Independent Trustees serve on each committee. The Audit Committee met five times during the last fiscal year and the Nominating and Governance Committee met four times during the last fiscal year. The Audit Committee assists the Board in fulfilling its responsibilities for accounting and financial reporting practices and provides a channel of communication between the Board and the Trust's independent accountants. The provision of audit and non-audit services by the Trust's independent accountants is subject to prior approval by the Audit Committee. The Nominating and Governance Committee considers candidates for Trustee and reviews matters relating to Board governance. The Nominating and Governance Committee will consider the experience, qualifications, attributes and skills of Trustee nominees and Trustee appointees when looking to fill vacant Board or committee seats and will consider the benefits of a diverse Board in enhancing its oversight of management performance. The Committee has not established a procedure for shareholders to nominate Trustees.

The Trust believes that its leadership structure is appropriate because it provides for the effective, independent oversight of management on behalf of the Trust's shareholders by having the independent Trustees as a majority of the Board and through their exclusive service on all committees. The Board conducts a self-evaluation annually, which includes an evaluation of the effectiveness of the Board and its committee structure and composition and a review of the appropriateness and effectiveness of the Trust's internal management structure. In addition, the Independent Trustees may engage their own independent counsel, to advise them on matters relating to their responsibilities in connection with the Trust.

Senior management, on a regular basis, undertakes risk assessments aimed at identifying key risks that the Trust may face, as described in the Trust's prospectus, the probability of occurrence of those risks and the potential impact. The Board and senior management have discussions, as appropriate, regarding the risks to which the Trust is subject. The Board reviews the Trust's portfolio and regular reports provided to it that integrate strategy and investment initiatives with any applicable risk exposures.

As part of its oversight, the Board assesses the quality of information it is receiving, how well this information provides a basis for evaluating the risk factors affecting the Trust, as described in the Trust's prospectus, how management evaluates risk, and the quality of the risk management oversight structure. The Board engages in open discussions with management on how economic factors affect or may affect the Trust's performance. It reviews the Trust's periodic and current reports and prospectuses, with a particular focus on risk disclosures. In addition, as deemed appropriate, the Board or the Independent Trustees engage counsel or other parties to advise them on matters relating to risks associated with the Trust's operations.

The following table shows the dollar range of shares of the Trust beneficially owned by each Trustee.

Name of Trustee	Dollar Range of Equity Securities in the Trust
<i>Trustees Who Are "Interested Persons" of the Trust</i>	
Bruce H. Monrad	Over \$2,000,000
<i>Trustees Who Are Not "Interested Persons" of the Trust</i>	
Peter J. Blampied	Over \$100,000
George P. Beal	None
Charles R. Daugherty	None

The total number of shares owned beneficially by the Trustees, officers and members of their immediate families on September 30, 2023 was 2,875,750 shares (7.44%).

The Trust has adopted a Code of Ethics governing personal securities transactions by persons (access persons) associated with the Trust who have access to information about its investment operations. The Code does permit investments by Trust personnel for their own accounts, but requires systematic reporting of transactions and holdings as required by law. The Code of Ethics of the Trust is on file as an exhibit to this registration statement and may be obtained through the Securities and Exchange Commission.

COMPENSATION OF TRUSTEES

Under the Declaration of Trust, the Trustees are entitled to receive an annual fee equal to ½ of 1% of the principal of the Trust, computed at the end of each quarter year at the rate of 1/8 of 1% of the principal at the close of such quarter. The principal of the Trust for this purpose is taken as a total of the value of the portfolio and other assets less all liabilities, except accrued Trustees' fees, valued set forth below under "Price and Net Asset Value". The total Trustee fee for each of the fiscal years ended September 30, 2021, 2022 and 2023 was \$808,218, \$723,464 and \$682,485, respectively.

The following table shows the aggregate compensation paid during the fiscal year ended September 30, 2023 to the Trustees and officers of the Trust from the Trustees' fee or otherwise.

Name and Position	Aggregate Compensation Paid
Bruce H. Monrad, Trustee, Chairman and President#	\$865,236
Gordon C. Barrett, Executive Vice President, and CFO*	\$294,678
David A. Randall, Vice President, and CCO*	\$301,123
Chapin P. Mechem, Vice President~	\$262,500
Peter J. Blampied, Trustee#	\$60,000
George P. Beal, Trustee#	\$60,000
Charles R. Daugherty, Trustee#	\$60,000

* Paid directly by the Trust;

~ Paid from BHM Administrators, LLC;

All other amounts shown are paid from the Trustees' fee.

Amounts shown as "paid" to Trustees in the fiscal year ended September 30, 2023, include amounts previously earned by the Trustees and accrued by the Trust but not paid to Trustees during the fiscal year ended September 30, 2022, due to the pendency of litigation brought by a past Trustee against the current Trustees in addition to amounts earned in the fiscal year ended September 30, 2023. In Mr. Monrad's case, a portion of these trustees fees were applied as a payment to settle the litigation, and in the case of the independent trustees, all such fees were so applied.

Under the Declaration of Trust, the Trustees are required to furnish the Trust financial and statistical services for the Trust and such office space as the Trust may require. During the fiscal year ended September 30, 2023, no retirement benefits were paid to any Trustee or former Trustee.

CUSTODIAN AND INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The custodian for the Trust is State Street Bank and Trust Company, 1 Iron Street, Boston, Massachusetts. The custodian maintains custody of the Trust's assets. The Trust acts as its own Transfer and Shareholder Servicing Agent.

The Trust has selected Tait, Weller & Baker LLP, located at 2 Liberty Place, 50 South 16th Street – Suite 2900, Philadelphia PA 19102, as its independent registered public accounting firm for the current fiscal year. The firm provides services including (i) audit of annual financial statements and (ii) provides other audit, tax, and non-audit related services to the Trust.

BROKERAGE

Decisions to buy and sell securities for the Trust and as to assignment of its portfolio business and negotiation of its commission rates are made by the Trustees. It is the Trustees' policy to obtain best execution when processing transactions, in doing so, the Trustees assign portfolio executions and negotiate commission rates in accordance with the reliability and quality of a broker/dealer's services and their value and expected contribution to the performance of the Trust. Such portfolio transactions may be carried out with broker-dealers that have provided the Trustees or the Trust with research and other investment related services. Such services may include furnishing advice as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; furnishing portfolio analyses and reports concerning issuers, industries, securities, economic factors and trends; and effecting securities transactions and performing functions incidental thereto (such as clearance and settlement). During the fiscal year ended September 30, 2023, the Trust engaged in portfolio transactions involving principal trades totaling \$43,064,000 with market makers and other dealers. The Trust paid broker commissions of \$0 for the year ended September 30, 2023. During the fiscal years ended September 30, 2021 and 2022 brokerage commissions paid totaled \$0.00 and \$0.00 respectively. All such portfolio transactions completed by the Trust during the year ended September 30, 2023 were carried out with broker-dealers that have provided the Trust with research, and other investment related services.

PRICE AND NET ASSET VALUE

It is the current policy of the Trust that the public offering price of shares of the Trust equal their net asset value, the Trust receiving the full amount paid by the investor. The net asset value is determined as of the close of the New York Stock Exchange on each day that the Exchange is open. It is the only price available to investors whose orders are received prior to the close of the Exchange on that day. The price to investors whose applications for purchase are received after the close of the New York Stock Exchange or on a non-business day will be the net asset value next determined. The net asset value of the Trust's shares is determined by dividing the market value of the Trust's securities, plus any cash and other assets (including income accrued) less all liabilities by the number of shares outstanding. An adjustment will be made to the Trust's price for fractions of a cent to the next highest cent. The Trust makes no payments to third parties for the daily computation of its net asset value.

The value of equity securities or equity-like securities such as warrants for which market quotations are readily available, shall be determined on the basis of the last quoted sale prices taken from the primary market or exchange on which they are traded. A bid price may be used if it more closely reflects the fair value of the security as of the close of regular trading on the New York Stock Exchange. Fixed income securities, including securities convertible into equity, shall be valued on the basis of evaluated prices furnished by independent pricing services or from quotations received from dealers who make markets in such securities. The evaluations provided by the pricing services are based on expert analysis of market data and other factors such as last sale, dealer bids, yields, quality, coupon rate, maturity, type of issue, trading characteristics and other relevant bond market data. Securities and other assets for which pricing service or market quotations are not readily available are valued at their fair value as determined in good faith under consistently applied procedures approved by the Board of Trustees. For a further description of the Trust's fair value pricing methodologies, see the Prospectus under "Buying Shares".

As indicated in the Prospectus, purchase and redemption orders may be received on behalf of the Trust by brokers. In certain such cases, where the Trust has authorized such transactions (i) such broker may be authorized to designate other intermediaries to receive purchase and redemption orders for the Trust; (ii) the Trust will be deemed to have received a purchase or redemption order when an authorized broker or, if applicable, a broker's authorized designee, receives the order; and (iii) customer orders will be priced at the Trust's net asset value next computed after they are received by an authorized broker or the broker's authorized designee.

SHAREHOLDER PLANS

Open Accounts

Upon making an initial investment (minimum amount \$1,000), a shareholder will automatically have an Open Account established for him on the books of the Trust. Once any account is opened there is no limitation to the size or frequency of investment, subject to the policies and procedures described in the prospectus under the caption "Buying Shares". The shareholder will receive a confirmation from the Trust of this and each subsequent transaction in his Account via mail or email showing the current transaction and the current number of shares held. A shareholder may make additional investments in shares of the Trust at any time by ordering the Trust shares at the then applicable public offering price. Share

certificates which have been issued to a shareholder may be returned to the Trust at any time for credit to the shareholder's Open Account. Shares held in an Open Account may be redeemed as described in the Prospectus under "Selling Shares". Income dividends and capital gains distributions are credited in shares on the payment date (which may be different than the record date) at the applicable record date closing net asset value, unless a shareholder has elected to receive all income dividends and/or capital gains distributions in cash.

Automatic Investment and Withdrawal Plans

These Plans have been developed to accommodate those who wish to make scheduled purchases or sales of shares of the Trust on a continuing basis without the imposition of any fee or service charge. Subject to the initial investment minimum of \$1,000, any shareholder maintaining an Open Account may request in his application, in the appropriate Automated Investment Plan (AIP) or Scheduled Withdrawal Plan (SWP) form, online or otherwise in writing that investments be made through automatic deductions from his bank checking or savings account or that withdrawals be made automatically with the redemption price paid by check or electronic funds transfer, although there may be a delay in transmitting redemption proceeds to newly established bank accounts until a pre-notification is processed. The shareholder may cancel his participation in either Plan at any time, and the Trust may modify or terminate either Plan at any time.

An investor should understand that he is investing in a security, the price of which fluctuates, and that under the Plans he will purchase or sell shares regardless of their price level and that if he terminates the Plan and sells his accumulated shares at a time when their market value is less than his cost, he will incur a loss. In the case of the Automatic Investment Plan, he should also take into account his financial ability to continue the Plan through periods of low prices and understand that the Plan cannot protect him against loss in declining markets.

TAX-ADVANTAGED RETIREMENT PLANS

In addition to regular accounts, the Trust offers tax-advantaged retirement plans which are described briefly below. Contributions to these plans are invested in shares of the Trust; dividends and other distributions are reinvested in shares of the Trust.

Contributions to these retirement plans, within the limits and circumstances specified in applicable provisions of the Internal Revenue Code, are excludable or deductible from the participant's income for federal income tax purposes. In addition, non-deductible or after-tax contributions may be made to these retirement plans to the extent permitted by the Internal Revenue Code. Reinvested dividends and other distributions accumulate free from federal income tax while the shares of the Trust are held in the plan. Distributions from these plans are generally included in income when received; however, after-tax or non-deductible contributions may be recovered without additional federal income tax. Premature distributions, insufficient required minimum distributions or excess contributions may result in penalty taxes.

State Street Bank and Trust Company serves as custodian of each of the following plans. Detailed information concerning each of the following plans and copies of the plan documents are available online or upon request to the Trust at its offices.

An individual investor or employer considering any of these retirement plans should read the detailed information for the plan carefully and should consider consulting an attorney or other competent advisor with respect to the requirements and tax aspects of the plan.

Traditional IRA, Roth IRA and Education Savings Account

An individual may open his own Individual Retirement Account (IRA), Roth IRA, or Education Savings Account using a custodial account form approved for this purpose by the IRS. An individual may have an IRA even though he is also an active participant in a pension or profit-sharing plan or certain other plans. However, depending on the individual's adjusted gross income and tax return filing status, contributions for an individual who is an active participant in another plan may be partially or entirely non-deductible. Contributions to a Roth IRA are non-deductible, but income and gains accumulate free of income tax and distributions after age 59 1/2 are generally not taxable. An Education Savings Account can be established only for a Designated Beneficiary who is under age 18 as a method of saving for education expenses. Contributions to an Education Savings Account are non-deductible, but income and gains accumulate free of income tax and distributions are not taxable as long as the amount withdrawn is used for qualified educational expenses.

ANTI-MONEY LAUNDERING COMPLIANCE

Money laundering is the process by which the financial proceeds of criminal activities are given the appearance of legitimacy, thereby concealing their origin and enabling criminals to reap the benefit of their crimes. Typically, illegally obtained cash is passed through legitimate financial institutions and businesses or converted into hard assets. These techniques make it difficult or impossible to trace the money to its illegal origins. The money launderer's goal is to make its financial transactions appear normal, thus creating an apparent legitimate source for the illicit cash, while simultaneously enabling the criminal to evade payment of taxes on the unlawful proceeds.

Northeast Investors Trust (the "Trust") seeks to comply with all applicable anti-money laundering ("AML") laws and regulations and to carry out measures to detect, prevent and deter money laundering, terrorist financing and related illegal activities. It is the policy of the Trust to seek to prevent the misuse of the funds it manages for purposes of money laundering and terrorist financing. The Trust has adopted policies, procedures and controls to reasonably detect and deter the occurrence of money laundering and other illegal activity. These policies and procedures are designed to assure as far as possible that the Trust accepts investments only from legitimate, law-abiding investors.

Consequently, the Trust may request additional information from you to verify your identity and the source of your funds. If you do not provide the requested information, the Trust may not establish your new account. The Trust may also be required to "freeze" a shareholder's account if the Trust believes the investor is involved in suspicious activity or if certain account information matches that of government lists of suspicious persons. If such information is discovered, the Trust may be required to report this information to a government agency and the law may not permit the Trust to inform the shareholder that such actions have taken place.

DIVIDENDS, DISTRIBUTIONS & FEDERAL TAXES

It is the Trust's policy to distribute net investment income and net realized capital gains on sales of investments (less any available capital loss carryforwards) annually. Dividends and distributions are credited in shares of the Trust unless the shareholder elects to receive cash.

Any dividends or distributions paid shortly after a purchase of shares by an investor will have the effect of reducing the per share net asset value of his shares by the per share amount of the dividends or distributions. Furthermore, such dividends or distributions, although in effect a return of capital, may be subject to income taxes, including the 3.8% Medicare net investment income tax imposed by the Affordable Care Act.

It is the policy of the Trust to distribute its net investment income and net realized gains for each year in taxable dividends and capital gain distributions so as to qualify as a "regulated investment company" under the Internal Revenue Code. The Trust did so qualify during its last taxable year.

A regulated investment company which meets the diversification of assets and source of income requirements prescribed by the Internal Revenue Code is accorded conduit or "pass through" treatment if it distributes to its shareholders at least 90% of its taxable income exclusive of net capital gains, i.e., it will be taxed only on the portion of such income which it retains.

To the extent that a regulated investment company distributes the excess of its net long-term capital gain over its net short-term capital loss (including any capital loss carryforward from prior years), such capital gain is not taxable to the company but it is taxable to the shareholder.

Income dividends and capital gain distributions are taxable as described, whether received in cash or additional shares. Shareholders who have not supplied the Trust with appropriate information with respect to their tax identification or social security number or who are otherwise subject to back-up withholding may have 24% of distributions withheld by the Trust.

The foregoing discussion relates to federal income taxation. Dividends and capital gain distributions may also be subject to state and local taxes, and shareholders should consult with a qualified tax advisor.

CAPITAL SHARES

The Trust has only one class of securities--shares of beneficial interest without par value--of which an unlimited number are authorized. Each share has one vote and when issued, is fully paid and nonassessable. Fractional shares may be issued and when issued, have the same rights proportionately as full shares. The shares are transferable by endorsement or stock power in the customary manner, but the Trust is not bound to recognize any transfer until it is recorded on the books of the Trust. Each share is entitled to participate equally in any dividends or distributions declared by the Trustees. In the event of liquidation of the Trust, the holders of shares are entitled to all assets remaining for distribution after satisfaction of all outstanding liabilities. Distributions would be in proportion to the number of shares held. No shares carry any conversion, subscription, or other preemptive rights.

Under Massachusetts law, shareholders might, under certain circumstances, be held personally liable for the obligations of the Trust. However, the Declaration of Trust provides that the Trustees shall have no power to bind the shareholders personally and requires that all contracts and other instruments shall recite that the same are executed by the Trustees as Trustees and not individually and are solely binding upon the Trust's assets. The Trust has been advised by legal counsel that under the applicable Massachusetts decisions, no personal liability should attach to the shareholders under contracts of the Trust containing this recital. Moreover, the Declaration of Trust provides that any shareholder of the Trust shall be indemnified by the Trust for all loss and expense incurred by reason of his being or having been a shareholder of the Trust. Thus the risk of a shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which the Trust itself would be unable to meet its obligations.

PROXY VOTING GUIDELINES

Written guidelines have been established for proxy voting by the Board of Trustees of the Trust. The purpose of these guidelines is to promote the accountability of a company's management and board of directors to its shareholders; to align the interests of management with those of shareholders; and to increase disclosure of a company's business and operations.

The Trust's proxy voting guidelines generally address proposals submitted to shareholders in the following categories:

Routine Matters

Proposals for the election of directors

The Trust generally supports management's recommendations in selecting director nominees as the Trust believes the company is in the best position to recommend and evaluate a qualified board. Directors should be competent, qualified individuals and should be accountable, responsive to shareholders and should exercise reasonable judgment. The Trust generally supports a board of directors comprised of a majority of independent directors and prefers committees such as audit and nominating committees to also be comprised of independent members.

Proposals for the approval of independent auditors

The Trust generally will rely on the audit committee's recommendation in selecting independent auditors who will provide the best service to the company. The Trust believes the relationship between the company and its auditors should be independent and will vote against proposed auditors whose independence may be compromised.

Compensation Matters

Proposals seeking approval of equity-based compensation, including stock option plans

Companies often offer compensation plans for its officers and employees as a means to attract or maintain desirable employees. These plans may include equity-based compensation (stock options or restricted stock). In general, the Trust will vote for stock-related compensation plans that are reasonably designed and that align the interest of management with those of shareholders by providing officers and employees with an incentive to maximize shareholder value. It will consider the dilutive effects, pricing and re-pricing issues, and other factors in voting on specific proposals.

Proposals related to executive compensation

The Trust believes that executive compensation matters are best left to the discretion of the directors, not the shareholders. The Trust will generally vote against advisory votes on executive compensation (Say-On-Pay) unless such compensation is deemed problematic or does not appear aligned with shareholder interests.

Corporate Control

Proposals relating to changes in corporate control

The Trust generally opposes measures that are designed to prevent or obstruct corporate takeovers. Such measures tend to entrench current management, discourage other offers for the company and depress shareholder value. In most cases, the acquisition or takeover of a company - hostile or otherwise - will increase shareholder value and therefore must be permitted to occur.

Shareholder Rights Plans (Poison Pills)

Shareholder Rights Plans or Poison Pills are instigated by an unwanted takeover attempt and can ultimately make the company appear financially less attractive to potential suitors. Typically, directors have used poison pills without shareholder approval. The Trust will generally vote against all forms of poison pills unless backed by sound business strategy that will likely result in a greater benefit to the shareholders.

Increases in Authorized Common Stock

The Trust will generally approve of increases in authorized shares, provided that the increase will not expose shareholders to excessive dilution and is sought for appropriate corporate purposes.

"Blank Check" Preferred Stock

The Trust will generally vote against "blank check" preferred stock proposals unless the proposal discloses that the stock is specifically required to be issued for valid corporate financing objectives.

Classified or Staggered Boards

Although these types of board structures may provide stability and continuity of board members, they can also be viewed as anti-takeover devices; therefore the Trust will generally vote against classified or staggered boards.

Shareholder Rights

Proposals that affect shareholder rights, including voting rights

The Trust views the exercise of shareholders' rights - including the rights to act by written consent, to call special meetings and to remove directors - to be fundamental to corporate governance.

Cumulative Voting

The Trust generally supports proposals to adopt cumulative voting and will generally vote against proposals to eliminate cumulative voting which may constitute an anti-takeover measure.

Confidential voting

The Trust generally supports proposals to require that voting be confidential because they increase the independence of shareholders who are voting.

Supermajority Voting

The Trust favors simple majority votes by shareholders on matters submitted for their approval and generally will vote in support of shareholders proposals that eliminate supermajority voting requirements.

Dual Class or Super Voting Share Class Capitalizations

The Trust will generally vote against the adoption of a dual or super voting share class capitalization structures that provide disparate voting rights to different groups of shareholders with similar economic investments.

Other Matters

Proposals relating to social and corporate responsibility issues

The Trust will generally vote with management's recommendations on proposals pertaining to social, moral, ethical or corporate matters. These proposals are primarily initiated by shareholders and the effect on shareholder value of such proposals is often unclear, and therefore the Trust will rely on management's assessment of the economic effect of such proposals.

Potential Conflicts of Interest

In the event that any matter for which a proxy is solicited creates a potential conflict of interest between interests of the shareholders of the Trust, on the one hand, and any affiliated person of the Trust, on the other, the voting of such proxy will be referred to the Trustees of the Trust who are not "interested persons" of the Trust as such term is defined under the Investment Company Act of 1940 (the "independent Trustees"); if the potential conflict is with an independent Trustee, such Trustee will abstain from voting on the matter.

Other Situations

With respect to proposals not mentioned above, the Trust will act in the best interest of the shareholders and vote in a manner which will enhance the value of the investment and maximize shareholder value.

The foregoing is a summary. A copy of the complete Proxy Voting Guidelines and the Trust's voting record may be obtained by calling the toll free number in the address set forth on the cover page of this Statement of Additional Information and at the website of the Securities and Exchange Commission (www.sec.gov) or at the website of the Trust (www.northeastinvestors.com).

HISTORICAL PERFORMANCE INFORMATION

From time to time, the Trust may advertise average annual total return. Average annual total return quotations will be computed by finding the average annual compounded rates of return over 1, 5 and 10 year periods that would equate the initial amount invested to the ending redeemable value, according to the following formula:

Where:

P = a hypothetical initial payment of \$1,000

N = number of years

ERV = ending redeemable value of a hypothetical \$1,000 payment made at the beginning of the 1, 5 and 10 year periods at the end of the 1,5 or 10 year periods (or fractional portion thereof)

The calculation of average annual total return assumes the reinvestment of all dividends and distributions. The Trust may also advertise total return (a "nonstandardized quotation") which is calculated differently from average annual total return. A nonstandardized quotation of the total return may be a cumulative return which measures the percentage change in the value of an account between the beginning and end of a period, assuming no activity in the account other than reinvestment of dividends and capital gains distributions. A nonstandardized quotation may also indicate average annual compounded rates of return over periods other than those specified for average annual total return. A nonstandardized quotation of total return will always be accompanied by the Trust's average annual total return as described above. The Trust's total returns for the one, five and ten year periods ended December 31, 2023 are set forth in the Prospectus.

From time to time, the Trust may also advertise its yield. A yield quotation is based on a 30-day (or one month) period and is computed by dividing the net investment income per share earned during the period by the maximum offering price per share on the last day of the period, according to the following formula:

$$\text{Yield} = 2\left[\left(\frac{a-b}{cd} + 1\right)^6 - 1\right]$$

Where:

- a = dividends and interest earned during the period
- b = expenses accrued for the period (net of reimbursements)
- c = the average daily number of shares outstanding during the period that were entitled to receive dividends.
- d = the maximum offering price per share on the last day of the period

Solely for the purpose of computing yield, dividend income is recognized by accruing 1/360 of the stated dividend rate of the security each day that the Trust owns the security. Generally, interest earned (for the purpose of "a" above) on debt obligations is computed by reference to the yield to maturity of each obligation held based on the market value of the obligation (including actual accrued interest) at the close of business on the last business day prior to the start of the 30-day (or one month) period for which yield is being calculated, or, with respect to obligations purchased during the month, the purchase price (plus actual accrued interest). With respect to the treatment of discount and premium on mortgage or other receivables-backed obligations which are expected to be subject to monthly paydowns of principal and interest, gain or loss attributable to actual monthly paydowns is accounted for as an increase or decrease to interest income during the period and discount or premium on the remaining security is not amortized.

The performance quotations described above are based on historical experience and are not intended to indicate future performance.

To help investors better evaluate how an investment in the Trust might satisfy their investment objective, advertisements regarding the Trust, as well as other publications, may discuss various measures of Trust performance, including current performance ratings and/or rankings appearing online or in financial magazines, newspapers and publications which track mutual fund performance or other information prepared by recognized mutual fund statistical services. Advertisements and other publications may also compare Northeast Investors Trust's performance to performance as reported by other indices and averages or other investments for which reliable performance information is available. The Trust's annual report contains additional performance information and will be made available to investors upon request and without charge.

FINANCIAL STATEMENTS

The following financial statements are included in this Statement of Additional Information:

1. Schedule of Investments as of September 30, 2023

2. Statement of Assets and Liabilities as of September 30, 2023
3. Statement of Operations for the Year Ended September 30, 2023
4. Statements of Changes in Net Assets for each of the two years in the period ended September 30, 2023
5. Financial Highlights for each of the five years in the period ended September 30, 2023
6. Notes to Financial Statements for the year ended September 30, 2023
7. Report of Tait, Weller & Baker LLP, Independent Registered Public Accounting Firm.

Item 27.
Summary of Net Assets
September 30, 2023 (unaudited)

	Value	% of Net Assets
Corporate Bonds & Notes		
Aerospace / Defense	\$ 5,091,885	3.76%
Auto Manufacturers	1,996,098	1.47%
Building Products	8,286,170	6.12%
Coal	780,787	0.58%
Drug Stores	595,623	0.44%
Energy / Natural Resources	11,307,099	8.35%
Food Processing	9,983,870	7.38%
Homebuilders	4,911,540	3.63%
Industrial Servicing / Manufacturing	6,840,068	5.05%
Metals & Mining	4,511,475	3.33%
Oil & Gas Drilling	7,492,589	5.54%
Pipeline	4,862,500	3.59%
Real Estate	4,146,652	3.06%
Retail Food Chains	5,851,026	4.32%
Retail General	5,392,099	3.98%
Technology	9,042,745	6.68%
Tobacco	11,513,655	8.51%
Wireless Telecom	4,435,965	3.28%
Total Corporate Bonds & Notes	\$ 107,041,846	79.07%
Common Stock		
Chemicals	\$ 2,452,111	1.81%
Coal	303,317	0.22%
Electrical Utility	0	0.00%
Energy / Natural Resources	768,129	0.57%
Food Processing	5,647,375	4.17%
Metals & Mining	5,734,755	4.24%
Oil & Gas Drilling	1,826,239	1.35%
Packaging & Container	129,811	0.10%
Transportation	117,437	0.09%
Total Common Stock	\$ 16,979,174	12.55%
Total Preferred Stock	10,681,000	7.89%
Total GDP-Linked Bonds	948,038	0.70%
Total Investments	\$ 135,650,058	100.21%
Receivables	2,340,669	1.73%
Total Assets	\$ 137,990,727	101.94%
Liabilities	(2,624,937)	-1.94%
Total Net Assets	\$ 135,365,790	100.00%

Schedule of Investments(a)
September 30, 2023

Corporate Bonds & Notes — 79.07%

<i>Name of Issuer</i>	<i>Principal</i>	<i>Value</i>
Aerospace / Defense — 3.76%		
Spirit Aerosystems, Inc., 9.375%, 11/30/2029 ^(c)	\$ 5,000,000	\$ 5,091,885
Auto Manufacturers - 1.47%		
Ford Motor Credit Co. LLC, 3.37%, 11/17/23	2,000,000	1,996,098
Building Products — 6.12%		
Builders Firstsource, Inc., 4.25%, 2/01/32 ^(c)	5,000,000	4,099,820
Louisiana Pacific Corp., 3.625%, 3/15/29 ^(c)	5,000,000	4,186,350
		8,286,170
Coal — 0.58%		
Westmoreland Mining Holdings LLC, 8%, 11/4/30 ^(d)	897,457	780,787
Drug Stores — 0.44%		
Rite Aid Corp., 8%, 11/15/26 ^(c)	1,012,000	595,623
Energy/Natural Resources — 8.35%		
Buckeye Partners LP, 4.35%, 10/15/24	5,000,000	4,830,845
CNX Resources Corp., 7.25%, 3/14/27 ^(c)	919,000	906,909
Comstock Resources, Inc., 6.75%, 3/01/29 ^(c)	5,000,000	4,599,615
Range Resources Corp., 4.875%, 5/15/25	1,000,000	969,730
		11,307,099
Food Processing — 7.38%		
B&G Foods, Inc., 5.25%, 4/01/25	5,000,000	4,906,370
Pilgrims Pride Corp., 5.875%, 9/30/27 ^(c)	5,000,000	5,077,500
		9,983,870
Homebuilders — 3.63%		
KB Home, 7.25%, 7/15/30	5,000,000	4,911,540
Industrial Servicing / Manufacturing — 5.05%		
Clean Harbors, Inc., 4.875%, 7/15/27 ^(c)	500,000	471,252
Fortress Transportation and Infrastructure Investors LLC, 9.75%, 8/01/27 ^(c)	5,500,000	5,688,870
Fortress Transportation and Infrastructure Investors LLC, 5.5%, 5/01/28 ^(c)	750,000	679,946
		6,840,068
Metals & Mining — 3.33%		
Allegheny Technologies, Inc., 6.95%, 12/15/25	4,500,000	4,511,475

Corporate Bonds & Notes — (continued)

<i>Name of Issuer</i>	<i>Principal</i>	<i>Value</i>
Oil & Gas Drilling — 5.54%		
Parker Drilling Co., 13%, 9/26/25 ^(d)	\$ 2,687,479	\$ 2,633,729
Tidewater, Inc., 8.5%, 11/16/26	4,700,000	4,858,860
		<u>7,492,589</u>
Pipeline — 3.59%		
NuStar Energy LP, 5.75%, 10/01/25	5,000,000	4,862,500
Real Estate — 3.06%		
Five Point Operating Co. LP, 7.875%, 11/15/25 ^(c)	4,395,000	4,146,652
Retail Food Chains — 4.32%		
Brinker International, Inc., 5%, 10/01/24 ^(c)	6,000,000	5,851,026
Retail General — 3.98%		
G-III Apparel Group LTD, 7.875%, 8/15/25 ^(c)	5,430,000	5,392,099
Technology — 6.68%		
Iron Mountain, Inc., 4.5%, 2/15/31 ^(c)	1,000,000	822,463
Iron Mountain, Inc., 5.625%, 7/15/32 ^(c)	4,000,000	3,453,312
Western Digital Corp., 4.75%, 2/15/26	5,000,000	4,766,970
		<u>9,042,745</u>
Tobacco — 8.51%		
Pyxus Holdings, Inc., 8.5%, 12/31/27 ^(c)	10,845,675	6,507,405
Vector Group LTD, 10.5%, 11/01/26 ^(c)	5,000,000	5,006,250
		<u>11,513,655</u>
Wireless Telecom — 3.28%		
Altice France SA, 8.125%, 2/01/27 ^(c)	5,000,000	4,435,965
Total Corporate Bonds & Notes — (cost—\$111,905,579)		<u>\$ 107,041,846</u>
GDP-Linked Bonds — 0.70%		
<i>Name of Issuer</i>	<i>Principal</i>	<i>Value</i>
Republic of Argentina GDP Linked Security, FRN (based on the performance of Argentina's GDP), 12/15/35 ^(e)	\$ 34,386,874	\$ 948,038
Total GDP-Linked Bonds — (cost—\$1,423,421)		<u>\$ 948,038</u>

Common Stock — 12.55%	<i>Number</i>	<i>Value</i>
<i>Name of Issuer</i>	<i>of Shares</i>	
Chemicals — 1.81%		
Ingevity Corp. ^(e)	602	\$ 28,661
NL Industries, Inc.	510,200	2,423,450
		<u>2,452,111</u>
Coal — 0.22%		
Westmet Group Holdings ^{(d) (e)}	22,614	79,150
Westmoreland Mining Holdings LLC, Class A Units ^{(d) (e)}	22,416	224,167
		<u>303,317</u>
Electrical Utility — 0.00%		
Homer City Holdings, LLC ^{(b) (d) (e)}	221,338	0
Energy / Natural Resources — 0.57%		
SilverBow Resources, Inc. ^(e)	5,058	180,925
Talos Energy, Inc. ^(e)	35,718	587,204
		<u>768,129</u>
Food Processing — 4.17%		
Viskase Cos., Inc. ^(e)	3,052,635	5,647,375
Metals & Mining — 4.24%		
American Gilsonite ^{(b) (d) (e)}	1,597,765	5,184,747
Metals Recovery Holdings, LLC ^{(b) (d) (e)}	21,539	550,008
		<u>5,734,755</u>
Oil & Gas Drilling — 1.35%		
Key Energy Services, Inc. ^(e)	129	116
Parker Drilling Co. ^(e)	140,471	1,826,123
		<u>1,826,239</u>
Packaging & Container — 0.10%		
Westrock Co.	3,626	129,811
Transportation — 0.09%		
Getlink SA (France)	7,349	117,437
Total Common Stock — (cost—\$43,030,403)		<u>\$ 16,979,174</u>

Preferred Stock — 7.89%	<i>Number</i>	<i>Value</i>
<i>Name of issuer</i>	<i>of Shares</i>	
Pipeline — 7.89%		
Crestwood Equity Partners LP PFD, 9.25%, Perpetual	1,100,000	\$ 10,681,000
Total Preferred Stock — (cost—\$10,441,640)		<u>\$ 10,681,000</u>
Total Investments — 100.21% (cost—\$166,801,043)		<u>\$ 135,650,058</u>
Net Other Assets and Liabilities — (0.21%)		<u>(284,268)</u>
Net Assets — 100%		<u>\$ 135,365,790</u>

- (a) Portions of the portfolio may be pledged to collateralize short term borrowings.
- (b) Security is valued at fair value as determined in good faith under consistently applied procedures approved by the Board of Trustees. The aggregate market value of good faith securities as of September 30, 2023 was \$5,734,755 which represents 4.24% of total net assets.
- (c) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At the period end, the value of these securities amounted to \$67,012,942 which represents 49.51% of total net assets. These securities are generally deemed liquid.
- (d) All or a portion the security is restricted. The Trust may acquire restricted securities which are subject to legal or contractual restrictions on resale and may be illiquid. The aggregate market value of restricted securities as of September 30, 2023 was \$9,452,588 which represents 6.98% of total net assets. Additional information on each holding is as follows:

Security	Acquisition Date	Acquisition Cost
American Gilsonite	1/2/17 - 8/26/ 21	\$ 9,640,360
Metals Recovery Holdings, LLC	9/30/2016 - 12/10/2019	\$ 3,294,709
Homer City Holdings, LLC	4/6/2017	\$ 588,216
Parker Drilling Co. 13% 9/26/25	3/27/2019	\$ 2,485,714
Westmoreland Mining Holdings LLC. 8% 11/4/30	5/4/2023	\$ 780,787
Westmoreland Mining Holdings LLC, Class A Units	3/15/2019 - 5/ 4/2023	\$ 861,283
Westmet Group Holdings	5/4/2023	\$ 135,685

- (e) Non-income producing security.

FRN Floating Rate Note - rates reflected are as of September 30, 2023

PFD Preferred Security

Statement of Assets and Liabilities

September 30, 2023

Assets	
Investments—at market value (cost \$166,801,043)	\$ 135,650,058
Receivable for interest	2,340,158
Receivable for shares sold	511
Total Assets	\$ 137,990,727
Liabilities	
Line of Credit	\$ 2,070,400
Accrued expenses	192,869
Payable for trustee fees	169,438
Contingent Liability (see Note-K)	161,005
Payable for shares repurchased	31,225
Total Liabilities	\$ 2,624,937
Net Assets	\$ 135,365,790
Net Assets Consist of:	
Capital, at a \$1.00 par value	\$ 38,640,787
Paid in surplus	419,016,314
Total Distributable Earnings / (Loss)	(322,291,311)
Net Assets	\$ 135,365,790
Net Asset Value , offering price and redemption price per share (\$135,365,790/ 38,640,787 shares)	\$ 3.51

The accompanying notes are an integral part of the financial statements.

Statement of Operations

Year Ended September 30, 2023

Investment Income

Interest	\$ 8,034,497
Dividends	1,079,027
Other Income	61,185
Reduction of Contingent Liability (see Note-K)	150,481
Total Income	\$ 9,325,190

Expenses

Administrative expenses and salaries	\$ 1,236,645
Trustee fees	682,485
Legal Fees	434,450
Computer and related expenses	227,875
Audit and related services	83,760
Commitment fees	75,625
Custodian fees	60,225
Registration and filing fees	58,400
Printing, postage and stationery fees	48,005
Insurance	38,325
Sub-Transfer Agent Fees	21,509
Telephone	10,950
Interest fees	8,847
Other expenses	81,350
Total Expenses	\$ 3,068,451
Net Investment Income	\$ 6,256,739
Realized and Unrealized Gain (Loss) on Investments:	
Net realized gain (loss) from investment transactions	\$ (7,927,341)
Change in unrealized appreciation (depreciation) of investments	14,281,399
Net Increase (Decrease) in Net Assets Resulting from Operations	\$ 12,610,797

The accompanying notes are an integral part of the financial statements.

Statements of Changes in Net Assets

	<i>Year Ended</i> <i>September 30,</i> <i>2023</i>	<i>Year Ended</i> <i>September 30,</i> <i>2022</i>
Increase (Decrease) in Net Assets		
From Operations:		
Net investment income	\$ 6,256,739	\$ 5,261,469
Net realized gain (loss) from investment transactions	(7,927,341)	(22,569,152)
Change in unrealized appreciation (depreciation) of investments	14,281,399	10,475,090
Net Increase (Decrease) in Net Assets Resulting from Operations	\$ 12,610,797	\$ (6,832,593)
Distributions to Shareholders from Operations	(7,428,152)	(8,268,898)
From Net Trust Share Transactions - (See Note D)	(4,631,150)	(7,017,305)
Total Increase (Decrease) in Net Assets	\$ 551,495	\$ (22,118,796)
Net Assets:		
Beginning of Period	134,814,295	156,933,091
End of Period	<u>\$ 135,365,790</u>	<u>\$ 134,814,295</u>

The accompanying notes are an integral part of the financial statements.

Financial Highlights

Per Share Data	<i>Year Ended September 30,</i>				
	<i>2023</i>	<i>2022</i>	<i>2021</i>	<i>2020</i>	<i>2019</i>
Net Asset Value:					
Beginning of Period	\$ 3.38	\$ 3.75	\$ 3.72	\$ 4.14	\$ 4.53
Income From Investment Operations:					
Net investment income [^]	0.16	0.13	0.17	0.20	0.21
Net realized and unrealized gain (loss) on investment	0.16	-0.30	0.08	-0.39	-0.40
Total from investment operations	0.32	-0.17	0.25	-0.19	-0.19
Less Distributions:					
Net investment income	-0.19	-0.20	-0.22	-0.23	-0.20
Net Asset Value:					
End of Period	\$ 3.51	\$ 3.38	\$ 3.75	\$ 3.72	\$ 4.14
Total Return [#]	9.69%	-4.77%	6.85%	-4.69%	-4.27%
Ratios & Supplemental Data					
Net assets end of period (in thousands)	\$ 135,366	\$ 134,814	\$ 156,933	\$ 165,376	\$ 201,346
Ratio of operating expenses to average net assets *	2.26%	2.74%	1.83%	1.71%	1.56%
Ratio of interest expense and commitment fee to average net assets	0.06%	0.06%	0.06%	0.08%	0.09%
Ratio of net investment income to average net assets	4.60%	3.54%	4.37%	5.14%	4.91%
Portfolio turnover rate	26.41%	44.56%	75.20%	43.75%	45.13%

* Includes Interest Expense and Commitment Fee when applicable

[^] Calculated using the Average Share Method

[#] Total Return reflects the rate that an investor would have earned on an investment in the Trust during each period, assuming reinvestment of all distributions.

The accompanying notes are an integral part of the financial statements.

Note A—Organization

Northeast Investors Trust (the “Trust”), a diversified open-end management investment company (a Massachusetts Trust), is registered with the SEC under the Investment Company Act of 1940, as amended. The primary objective of the Trust is the production of income. The Trust follows the investment company accounting and reporting guidance of the Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 946 Financial Services — Investment Companies including FASB Accounting Standard update (“ASU”) 2013-08.

Note B—Significant Accounting Policies

Valuation of Investments: The value of equity securities or equity-like securities such as warrants for which market quotations are readily available, shall be determined on the basis of the last quoted sale prices taken from the primary market or exchange on which they are traded. A bid price may be used instead of last quoted sale price if it more closely reflects the fair value of the security as of the close of regular trading on the New York Stock Exchange. Fixed income securities, including securities convertible into equity, shall be valued on the basis of evaluated prices furnished by independent pricing services or from quotations received from dealers who make markets in such securities. The evaluations provided by the pricing services are based on analysis of market data and other factors such as last sale, dealer bids, yields, quality ratings, coupon rate, maturity, type of issue, trading characteristics and other relevant bond market data. Repurchase agreements are valued at contract value.

Securities for which market quotations are not readily available (including certain restricted securities and private placements, if any) are valued at their fair value as determined in good faith under consistently applied procedures approved by the Board of Trustees. Methodologies and factors used to fair value securities may include, but are not limited to, the analysis of current debt to cash flow, information of any recent sales, quotations or evaluated prices from broker-dealers, information obtained from the issuer or analysts and the nature of the existing market for securities with characteristics similar to such obligations. Valuations may also be derived following a review of pertinent data (Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA), Revenue, etc.) from company financial statements, relevant market valuation multiples for comparable companies in comparable industries, recent transactions, and management assumptions.

The Trust may use fair value pricing for foreign securities if a material event occurs that may affect the price of a security after the close of the foreign market or exchange (or on days the foreign market is closed) but before the Trust prices its portfolio, generally at 4:00 P.M. ET. Fair value pricing may also be used for securities acquired as a result of corporate restructurings or reorganizations as reliable market quotations for such issues may not be readily available. For securities valued in good faith, the value of an investment used to determine the Trust’s net asset value may differ from published or quoted prices for the same investment. The valuations for these good faith securities are monitored and reviewed in accordance with the methodologies described above by the Trust’s Valuation Designee on an ongoing basis as information becomes available, but are evaluated at least quarterly. The good faith security valuations and fair value methodologies are reviewed by the Trust’s Board of Trustees on a quarterly basis as part of their oversight responsibilities. There can be no assurance that the Trust could obtain the fair value assigned to an investment if it were to sell

the investment at the same time which the Trust determines its net asset value per share. The market value of securities valued in good faith on September 30, 2023 was \$5,734,755 which represents 4.24% of net assets.

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 each year substantially all of its investment company taxable income and capital gains to its shareholders. Accordingly, no federal tax provisions are required. Income distributions, if any, are declared and paid quarterly for the Trust. Capital gains distributions, if any, are declared and paid annually.

The Trust has reviewed the tax positions for the open tax years as of September 30, 2023 and has determined that no provision for income tax is required in the Trust's financial statements. The Trust's federal tax returns for the prior three fiscal years remain subject to examination by the Internal Revenue Service. The Trust recognizes interest and penalties, if any, related to unrecognized tax benefits in income tax expense on the Statement of Operations.

The characterization of distributions to shareholders for financial reporting purposes is determined in accordance with income tax rules. Therefore, the source of the Trust's distributions may be shown in the accompanying financial statements as either from net investment income or net realized gain on investment transactions.

State Income Taxes: Because the Trust is organized by an Agreement and Declaration of Trust executed under the laws of the Commonwealth of Massachusetts, it is not subject to state income or excise taxes.

Net Asset Value: In determining the net asset value per share, rounding adjustments are made for fractions of a cent to the next higher cent.

Distributions and Income: Income and capital gain distributions are determined in accordance with income tax regulations which may differ from generally accepted accounting principles in the United States of America. These differences are primarily due to differing treatments for capital loss carryforwards and losses deferred due to wash sales. Permanent book and tax differences relating to shareholder distributions will result in reclassifications to paid in surplus. The Trust's distributions and dividend income are recorded on the ex-dividend date. Interest income, which includes accretion of market discount and amortization of premium, is accrued as earned. Certain securities held by the Trust pay interest in the form of cash or additional securities (known as Payment-in-kind or PIK); interest on such securities is recorded on the accrual basis.

Expenses: All expenses, including legal fees paid on behalf of the Trustees, are accrued for in the period in which the professional and other services are incurred.

Security Transactions: Security transactions are accounted for as of trade date. Realized gains and losses on securities sold are determined on the basis of identified cost.

Use of Estimates and Basis of Accounting: The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to, where applicable, 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.

Notes to Financial Statements
(continued)

Credit Risk: Investments in high-yield securities involve greater degrees of credit and market risks than investments in higher-rated securities. Bonds which are rated as less than investment grade tend to be more susceptible to real or perceived adverse economic conditions.

Payment-In-Kind (PIK) Risk: Investments in PIK bonds may offer a higher interest rate than other securities; however, these bonds also carry additional risk of default as they are generally issued by companies that do not have the cash flow available to make routine cash interest payments to the lenders.

Note C—Trustees’ Compensation

Trustees’ compensation was computed at the rate of 1/8 of 1% of the net assets (before deduction of accrued Trustees’ compensation and excluding any borrowing from the bank) at the close of each quarter, from which the Trustees paid certain expenses specified in the Declaration of Trust. For the year ended September 30, 2023, the aggregate Trustee fee was \$682,485 from which the current Independent Trustees were aggregately paid \$120,000.

The total number of shares owned beneficially by the Trustees, officers and members of their immediate families on September 30, 2023 was 2,875,750 shares (7.44%).

Administrative Expenses & Salaries: Northeast Investors Trust incurs salary and administrative expenses which include such expenses for personnel performing transfer agent and dividend disbursement related functions and other administrative functions of the Trust.

The Trust sponsors a 401(K) profit sharing plan which is available to employees deemed eligible participants as defined by the plan documents. Annual safe harbor contributions are made during the year and are included in the administrative expenses and salaries on the Statement of Operations. No changes to the plan were made during the period.

Note D—Shares of Beneficial Interest

At September 30, 2023, there were unlimited shares of beneficial interest authorized with a par value of \$1. Transactions in shares of beneficial interest were as follows:

	<i>Year Ended</i> <i>September 30, 2023</i>		<i>Year Ended</i> <i>September 30, 2022</i>	
Shares Sold	1,438,621	\$ 4,967,934	3,074,688	\$ 11,194,908
Shares issued to shareholders in reinvestment of distributions from net investment income	1,457,095	5,024,506	1,521,443	5,489,477
	<u>2,895,716</u>	<u>\$ 9,992,440</u>	<u>4,596,131</u>	<u>\$ 16,684,385</u>
Shares redeemed	(4,222,413)	(14,623,590)	(6,583,295)	(23,701,690)
Net Increase (Decrease)	<u>(1,326,697)</u>	<u>\$ (4,631,150)</u>	<u>(1,987,164)</u>	<u>\$ (7,017,305)</u>

Note E—Purchases and Sales of Investments

The cost of purchases and the proceeds from sales and maturities of securities, other than short-term and government securities, aggregated \$34,123,500 and \$34,190,377 respectively, for the year ended September 30, 2023.

Note F—Line of Credit

State Street Bank and Trust Company has made available to the Trust a line of credit pursuant to a loan agreement for temporary or extraordinary purposes. The Trust's line of credit, which does not require maintenance of compensating balances, is generally on a demand basis and is at a rate equal to the applicable margin (1.25%) plus the higher of (a) the Federal Funds Rate or (b) the daily Simple SOFR Rate during the period in which such loan is outstanding. At September 30, 2023 the Trust had an unused line of credit amounting to \$22,929,600. The Trust pays a commitment fee of 0.30% on the unused portion of the line of credit. The line of credit may be terminated at the bank's option at its annual renewal date, on March 19, 2024. Portions of the Trust's portfolio are pledged to collateralize these short-term borrowings.

The line of credit details for the fiscal year ended September 2023 were as follows:

Maximum available credit	\$ 25,000,000
Largest amount outstanding on an individual day	\$ 2,070,400
Average balance when in use	\$ 1,134,855
Credit facility outstanding as of September 30, 2023	\$ 2,070,400
Average interest rate when use	6.58%

Interest expense for the fiscal year ended September 30, 2023, is disclosed in the Statements of Operations.

Note G—Repurchase Agreement

The Trust invests its cash balances into repurchase agreements secured by U.S. Government obligations. Securities pledged as collateral for repurchase agreements are held by the Trust's custodian bank until maturity of the repurchase agreement. Provisions of the agreement ensure that the market value of the collateral is sufficient in the event of default. However, in the event of default or bankruptcy by the other party to the agreement, realization and/or retention of the collateral may be subject to legal proceedings.

Note H—Additional Tax Information

The amount of distributions paid during years ended September 30, 2023 and 2022 were \$7,428,152 and \$8,268,898, respectively, and were classified as ordinary income. Capital accounts within the financial statements are adjusted for permanent book-tax differences. These adjustments have no impact on net assets or the results of operations. Temporary book-tax differences will reverse in future periods.

As of September 30, 2023 the components of accumulated earnings (losses) on a tax basis were as follows:

Undistributed Net Investment Income	\$ 502,212
Total Capital Loss Carryforward	(286,542,162)
Timing Differences	(152,586)
Net Unrealized gains (losses) - net	(36,098,775)
Total distributable earnings (losses) - net	<u>\$ (322,291,311)</u>

Timing differences relate to certain expense accruals.

Notes to Financial Statements
(continued)

As of September 30, 2023, the Trust had short term capital loss carryforward of \$3,022,086 and long term capital loss carryforward of \$283,520,076, both of which do not expire.

At September 30, 2023 the Trust's aggregate security unrealized gains and losses based on cost for U.S. federal income tax purposes was as follows:

Tax cost	\$ 171,748,833
Gross unrealized gain	5,590,855
Gross unrealized loss	(41,689,630)
Net unrealized security gain (loss)	<u>\$ (36,098,775)</u>

The difference between book and tax basis cost of investments and net unrealized gains (losses) is primarily attributable to accretion and amortization differences.

Reclassification of Capital Accounts: U.S. GAAP requires that certain components of net assets relating to permanent differences be reclassified between financial and tax reporting. These reclassifications have no effect on net assets or net asset value per share. For the year ended September 30, 2023, the following adjustments were made:

Distributable (Accumulated) Earnings (Losses)	Paid-in Capital
\$ 4,420	\$ (4,420)

These differences were primarily due to expenses.

Note I—Fair Value Measurements

Accounting Standards Codification ASC 820, Fair Value Measurements and Disclosures (ASC 820) defines fair value as the price that would be received to sell an investment in an orderly transaction between two market participants at the measurement date. ASC 820 establishes a fair value hierarchy that distinguishes between market data obtained from independent sources (observable inputs) and the Trust's own market assumptions (unobservable inputs). The inputs or methodologies 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 certain inputs to the fair value measurement requires judgments and considers factors that may be specific to each security. The various inputs that may be used to determine the value of the Trust's investments are summarized in the following fair value hierarchy:

Level 1 — Unadjusted quoted prices in active markets for identical securities.

Level 2 — Other significant observable inputs based on data obtained from various pricing sources (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3 — Significant unobservable inputs including the Trust's own assumptions used to determine the fair value of investments. Factors considered in making such determinations may include, but are not limited to, information obtained directly from the company or analysts and the analysis of the company's financial statements or other documents.

Notes to Financial Statements
(continued)

The following table summarized the Trust's investment as of September 30, 2023 based on the inputs used to value them:

	Level 1	Level 2	Level 3	Total as of 9/30/2023
Corporate Bonds & Notes	\$ —	\$ 107,041,846	\$ —	\$ 107,041,846
Common Stock	5,176,290	6,068,129	5,734,755	16,979,174
Preferred Stock	10,681,000	—	—	10,681,000
GDP Linked Bond	—	948,038	—	948,038
	<u>\$ 15,857,290</u>	<u>\$ 114,058,013</u>	<u>\$ 5,734,755</u>	<u>\$ 135,650,058</u>

Transfers between hierarchy levels may occur due to market fluctuation, changes in valuation techniques and/or changes in the availability of market data used in the determination of an investment's valuation. For the year ended September 30, 2023, there were no transfers among levels.

At September 30, 2023, the reconciliation of assets in which significant unobservable inputs (Level 3) were used in determining fair value, is as follows:

	Common Stock Totals as of 9/30/2023
Beginning Balance @ 9/30/22	\$ 6,872,445
Purchases	—
Sales	(792,895)
Realized Gain(Loss)	(2,128,910)
Net Change in Unrealized Appreciation/(Depreciation)	1,784,115
Transfers into Level 3 from Level 2	—
Transfers out of Level 3 to Level 2	—
Ending Balance @ 9/30/2023	<u>\$ 5,734,755</u>
	Change in Unrealized Gain / (Loss) for Positions Still Held at September 30, 2023
Total Common Stock	<u>\$ 1,784,115</u>

The Financial Accounting Standard Board (FASB) issued guidance that a reporting entity should disclose quantitative information about the unobservable inputs used in the fair value determinations that are categorized in the Level 3 hierarchy. The guidance also required additional disclosure regarding the valuation process used and the sensitivity of the fair value measurements to changes in unobservable inputs and the interrelationships between those unobservable inputs within Level 3.

Notes to Financial Statements
(continued)

The following table presents a summary of valuation techniques, inputs and quantitative information used in determining the fair value of the Trust’s Level 3 securities as of September 30, 2023:

Investment Type	Fair Value	Valuation Technique	Significant Unobservable Inputs	Range	Increase to Valuation from an Increase in Input ⁽¹⁾
Common Stock					
Metals and Mining	\$ 5,184,747	Market Comparable ⁽²⁾	EBITDA Multiple	8.4x - 11.8x	Increase
Metals and Mining	550,008	Market Transaction ⁽³⁾	N/A	N/A	N/A
		Market Comparable ⁽²⁾	Forward EBITDA Multiple	4.9x - 6.7x	Increase
	<u>\$ 5,734,755</u>				

(1) This column represents the direction change in the fair value of the Level 3 securities that would result from an increase to the corresponding unobservable input. A decrease to the unobservable inputs would have the opposite effect. Significant increases and decreases of these inputs could result in significantly higher or lower fair value determinations.

(2) Earnings multiples are based on comparable companies and transactions of comparable companies.

(3) Certain of the Trust’s Level 3 investments have been valued using unadjusted inputs that have not been internally developed by the Trust including third-party transactions and quotations.

For additional information on the Trust’s policy regarding valuation of investments and other significant accounting policies, please refer to the Fund’s most recent semiannual or annual shareholder report.

Note J–Subsequent Events

Management has evaluated whether any other events or transactions occurred subsequent to September 30, 2023 and through the date of issuance of the Trust’s financial statements and determined that there were no material events or transactions that would require recognition or disclosure in the Trust’s financial statements.

Note K–Contingent Liability

A lawsuit filed by former Trustee Robert B. Minturn (“Minturn”) against the current Trustees and another former Trustee (together with the current Trustees, the “Defendant Trustees”) sought the portion of the Trustee fees that Minturn alleged he was owed pursuant to a contractual agreement among the Trustees. The current Trustees believed they acted in accordance with the agreement and their fiduciary duties and in the best interests of the Trust and its shareholders in taking the steps that were the subject of the lawsuit. Those steps included reducing and then suspending the payments that Minturn was receiving from the Trustees’ fees paid by the Trust. The Trust was, but is no longer, a defendant to Minturn’s action. A partial summary judgment was granted by the court in favor of Minturn in the amount of \$794,500, and the Defendant Trustees appealed this judgment. In March 2023, the appeals court affirmed the judgment. Consistent with an opinion provided by special independent

counsel, the Trustees adopted, by a majority vote, a resolution that provided, among other things: (i) indemnification of each of the Independent Trustees for the Judgment is necessary and proper; and (ii) that each Independent Trustee shall be indemnified to pay the Judgment. In April 2023, the Trust paid \$483,014 to the Independent Trustees as reimbursement for their portion of judgment awarded Minturn from the accrued contingent liability amount. In view of the appellate ruling, the Trustees expect to consider the Trust's indemnification obligations in relation to the estate of Ernest Monrad, a former Trustee, which represents the remaining accrued contingent liability of \$161,005. The Interested Trustee chose not to seek indemnification for his portion of the settlement resulting in a reduction of the contingent liability.

Note L—Indemnification

Under the Trust's Declaration of Trust, its officers and trustees are indemnified against certain liabilities arising out of the performance of their duties to the Trust.

In addition, in the normal course of business, the Trust enters into contracts with that provide general indemnifications to other parties. The Trust's maximum exposure under these contractual arrangements is unknown as this would involve future claims that may be made against the Trust that have not yet occurred. However, based on experience, the Trust expects the risk of loss from these third party service contracts with indemnification clauses to be minimal.

Note M—Change in Auditors

In February 2023, RSM US LLP ("RSM") elected not to stand for reappointment as independent registered public accountant of the Trust, and the decision was not the result of any disagreements between RSM and Trust management. In April 2023, the Trust's Audit Committee and Board of Trustees have approved the selection of Tait Weller and Baker LLP as the independent registered public accounting firm to audit the Trust's financial statements for its fiscal year ending September 30, 2023. During the two most recent fiscal years, RSMs audit reports contained no adverse opinion or disclaimer of opinion; nor were the reports qualified or modified as to uncertainty, audit scope, or accounting principles. Further, there were no disagreements between the Trust and RSM on accounting principles or practices, financial statement disclosure, or audit scope, which, if not resolved to the satisfaction of RSM, would have caused it to make reference to the disagreements in connection with their reports.

**To the Shareholders and the Board of Trustees of Northeast Investors Trust
Boston, Massachusetts**

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities of Northeast Investors Trust, including the schedule of investments, as of September 30, 2023, the related statement of operations, the statement of changes in net assets, and financial highlights for the year ended September 30, 2023, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of Northeast Investors Trust as of September 30, 2023, the results of its operations, the changes in its net assets, and the financial highlights for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The statements of changes in net assets for the year ended September 30, 2022 and the financial highlights for each of the 4 years in the period ended September 30, 2022 have been audited by other auditors, whose report dated November 29, 2022 expressed an unqualified opinion on such financial statement and financial highlights.

Basis for Opinion

These financial statements are the responsibility of the Fund’s management. Our responsibility is to express an opinion on the Fund’s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We have served as the Fund’s auditor since 2023.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Fund’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our procedures included confirmation of securities owned as of September 30, 2023 by correspondence with the custodians. We believe that our audit provide a reasonable basis for our opinion.

TAIT, WELLER & BAKER LLP

**Philadelphia, Pennsylvania
November 21, 2023**