

BLACKROCK LTD DURATION INCOME TRUST
Form N-CSR/A
January 11, 2008

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

FORM N-CSR

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT
INVESTMENT COMPANIES**

Investment Company Act file number 811-21349

Name of Fund: BlackRock Limited Duration Income Trust (BLW)

Fund Address: 100 Bellevue Parkway, Wilmington, DE 19809

Name and address of agent for service: Donald C. Burke, Chief Executive Officer, BlackRock Limited Duration
Income Trust,
800 Scudders Mill Road, Plainsboro, NJ, 08536. Mailing address: P.O. Box 9011, Princeton, NJ,
08543-9011

Registrant's telephone number, including area code: (800) 882-0052, Option 4

Date of fiscal year end: 10/31/2007

Date of reporting period: 11/01/2006 10/31/2007

Item 1 Report to Stockholders

EQUITIES FIXED REAL LIQUIDITY ALTERNATIVES BLACKROCK
INCOME ESTATE SOLUTIONS

A black rectangular graphic with white text. The text reads "Closed-End Funds" in a large, bold, sans-serif font. Below it, in a smaller font, is "ANNUAL REPORT | OCTOBER 31, 2007".

Closed-End Funds

ANNUAL REPORT | OCTOBER 31, 2007

[BlackRock Broad Investment Grade 2009 Term Trust Inc. \(BCT\)](#)

[BlackRock Core Bond Trust \(BHK\)](#)

[BlackRock High Yield Trust \(BHY\)](#)

[BlackRock Income Opportunity Trust \(BNA\)](#)

[BlackRock Income Trust Inc. \(BKT\)](#)

[BlackRock Limited Duration Income Trust \(BLW\)](#)

[BlackRock Preferred and Equity Advantage Trust \(BTZ\)](#)

[BlackRock Strategic Bond Trust \(BHD\)](#)

NOT FDIC INSURED

MAY LOSE VALUE

NO BANK GUARANTEE

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A Letter to Shareholders

Dear Shareholder

The October reporting period was fairly tumultuous for financial markets, but culminated in positive performance for most major benchmarks:

Total returns as of October 31, 2007

	6-month	12-month
U.S. equities (S&P 500 Index)	+5.49 %	+14.56%
Small cap U.S. equities (Russell 2000 Index)	+2.25 %	+9.27%
International equities (MSCI Europe, Australasia, Far East Index)	+8.19 %	+24.91%
Fixed income (Lehman Brothers U.S. Aggregate Bond Index)	+2.68 %	+5.38%
Tax-exempt fixed income (Lehman Brothers Municipal Bond Index)	+1.30 %	+2.91%
High yield bonds (Lehman Brothers U.S. Corporate High Yield 2% Issuer Cap Index)	-0.07 %	+6.89%

Past performance is no guarantee of future results. Index performance shown for illustrative purposes only. You cannot invest directly in an index.

Subprime mortgage woes dominated headlines for much of 2007, but intensified in the summer and fall, spawning a widespread liquidity and credit crisis with ramifications across global markets. The Federal Reserve Board (Fed) and other countries' central banks stepped in to inject liquidity into the markets and bolster investor confidence. The Fed cut the federal funds rate by 0.50% in September and another 0.25% on the final day of the reporting period, bringing its target rate to 4.50%. In taking action, the central bankers, who had long deemed themselves inflation fighters, were seeking to stem the fallout from the credit crunch and forestall a wider economic unraveling. By period-end, the Fed had cited the risks between slower economic growth and faster inflation as equally balanced.

Amid the volatility throughout the past year, equity markets have displayed surprising resilience. Most recently, the credit turmoil dampened corporate merger-and-acquisition (M&A) activity, a key source of strength for equity markets. Still, market fundamentals have held firm, dividend payouts and share buybacks have continued to grow, and valuations remain attractive. These tailwinds generally have prevailed over the headwinds created by the slowing U.S. economy, troubled housing market and, recently, a more difficult corporate earnings backdrop. International markets fared even better than U.S. equities, benefiting from robust M&A activity and generally stronger economies.

In fixed income markets, mixed economic signals and the credit woes resulted in a flight to quality. At the height of the uncertainty, investors shunned bonds associated with the housing and credit markets in favor of higher-quality Treasury issues. The yield on 10-year Treasury issues, which touched 5.30% in June (its highest level in five years), fell to 4.48% by period-end, while prices correspondingly rose. The tax-exempt bond market has been challenged by a combination of record-setting supply year-to-date, economic uncertainty and concerns around the credit worthiness of bond insurers. This has brought municipal bond prices to relatively attractive levels and, as such, demand generally has remained firm.

As you navigate market volatility, we encourage you to review your investment goals with your financial professional and to make portfolio changes, as needed. For more market insight and commentary from BlackRock investment professionals, we invite you to visit www.blackrock.com/funds. As always, we thank you for entrusting BlackRock with your investment assets, and we look forward to continuing to serve you in the months and years ahead.

Sincerely,

Robert C. Doll, Jr.

Vice Chairman, BlackRock, Inc.

THIS PAGE NOT PART OF YOUR TRUSTS REPORT

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ANNUAL REPORT

OCTOBER 31, 2007

Trust Summary as of October 31, 2007

BlackRock Broad Investment Grade 2009 Term Trust Inc. (BCT)

Investment Objective

The Trust's investment objective is to manage a portfolio of fixed income securities that will return \$15 per share (the initial public offering price per share) to investors on or about December 31, 2009 while providing high monthly income.

Trust Information

Symbol on American Stock Exchange:	BCT
Initial Offering Date:	June 17, 1993
Yield on Closing Market Price as of October 31, 2007 (\$15.15): ¹	5.94%
Current Monthly Distribution per Share: ²	\$ 0.075
Current Annualized Distribution per Share: ²	\$ 0.900

¹ Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.

² A change in the distribution rate was declared on November 1, 2007. The Monthly Distribution per Common Share was decreased to \$0.049. The Yield on Closing Market Price, Current Monthly Distribution and Current Annualized Distribution do not reflect the new distribution rate. The new distribution rate is not constant and is subject to further change in the future.

The table below summarizes the changes in the Trust's market price and net asset value per share:

	10/31/07	10/31/06	Change	High	Low
Market Price	\$ 15.15	\$ 15.08	0.46%	\$ 15.65	\$ 14.82
Net Asset Value	\$ 13.38	\$ 13.79	(2.97)%	\$ 13.81	\$ 13.36

The following unaudited chart shows the portfolio composition of the Trust's long-term investments:

Portfolio Composition

Composition	10/31/07	10/31/06
Agency Multiple Class Mortgage Pass-Through Securities	31%	28%
Taxable Municipal Bonds	18	11
Non-Agency Multiple Class Mortgage Pass-Through Securities	16	
Inverse Floating Rate Mortgage Securities	15	8

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Corporate Bonds	9	14
Interest Only Mortgage-Backed Securities	8	7
Mortgage Pass-Through Securities	3	2
U.S. Government and Agency Securities		30

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Trust Summary as of October 31, 2007

BlackRock Core Bond Trust (BHK)

Investment Objective

The Trust's investment objective is to provide current income and capital appreciation.

Trust Information

Symbol on New York Stock Exchange:	BHK
Initial Offering Date:	November 27, 2001
Yield on Closing Market Price as of October 31, 2007 (\$12.23): ¹	6.57%
Current Monthly Distribution per Share: ²	\$0.067
Current Annualized Distribution per Share: ²	\$0.804
Leverage as of October 31, 2007: ³	22%

- Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.
- A change in the distribution rate was declared on December 5, 2007. The Monthly Distribution per Common Share was decreased to \$0.062. The Yield on Closing Market Price, Current Monthly Distribution and Current Annualized Distribution do not reflect the new distribution rate. The new distribution rate is not constant and is subject to further change in the future.
- As a percentage of managed assets (as defined in Note 2 of the Notes to Financial Statements).

The table below summarizes the changes in the Trust's market price and net asset value per share:

	10/31/07	10/31/06	Change	High	Low
Market Price	\$12.23	\$12.86	(4.90) %	\$13.25	\$11.32
Net Asset Value	\$13.63	\$13.82	(1.37) %	\$14.01	\$13.11

The following unaudited charts show the portfolio composition of the Trust's long-term investments and credit quality allocations of the Trust's corporate bond investments:

Portfolio Composition

Composition	10/31/07	10/31/06
Corporate Bonds	42%	58%
Mortgage Pass-Through Securities	36	10

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Asset-Backed Securities	4	8
Commercial Mortgage-Backed Securities	4	6
U.S. Government and Agency Securities	4	5
Non-Agency Multiple Class Mortgage Pass-Through Securities	4	2
Agency Multiple Class Mortgage Pass-Through Securities	3	8
Trust Preferred Stocks	2	
Interest Only Mortgage-Backed Securities	1	1
Interest Only Asset-Backed Securities		1
Foreign Government Bonds		1

Corporate Bond Breakdown⁴

Credit Rating	10/31/07	10/31/06
AAA/Aaa	6%	7%
AA/Aa	24	26
A	21	10
BBB/Baa	20	17
BB/Ba	7	12
B	16	23
CCC/Caa	6	5

4 Using the highest of Standard & Poor's (S&P's), Moody's Investors Service (Moody's) or Fitch Rating (Fitch's) ratings. Corporate bonds represented approximately 66.2% and 58.3% of net assets on October 31, 2007 and 2006, respectively.

Trust Summary as of October 31, 2007

BlackRock High Yield Trust (BHY)

Investment Objective

The Trust's investment objective is to generate high current income and, to a lesser extent, to seek capital appreciation.

Trust Information

Symbol on New York Stock Exchange:	BHY
Initial Offering Date:	December 23, 1998
Yield on Closing Market Price as of October 31, 2007 (\$6.92): ¹	8.84%
Current Monthly Distribution per Share: ²	\$0.051
Current Annualized Distribution per Share: ²	\$0.612
Leverage as of October 31, 2007: ³	15%

1 Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.

2 The distribution is not constant and is subject to change.

3 As a percentage of managed assets (as defined in Note 2 of the Notes to Financial Statements).

The table below summarizes the changes in the Trust's market price and net asset value per share:

	10/31/07	10/31/06	Change	High	Low
Market Price	\$6.92	\$7.77	(10.94)%	\$8.70	\$5.83
Net Asset Value	\$7.91	\$7.85	0.76%	\$8.32	\$7.63

The following unaudited charts show the portfolio composition and credit quality allocations of the Trust's corporate bond investments:

Portfolio Composition⁴

Corporate Portfolio Composition	10/31/07	10/31/06
Telecommunications	15%	13%
Energy	14	16
Media	11	11
Basic Materials	10	11
Financial Institutions	10	14
Consumer Products	6	6
Technology	6	5

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Automotive	4	3
Entertainment & Leisure	4	4
Industrials	4	3
Health Care	3	3
Containers & Packaging	3	3
Aerospace & Defense	3	3
Transportation	2	2
Building & Development	2	3
Real Estate	1	
Ecological Services & Equipment	1	
Commercial Services	1	

- 4 For Trust compliance purposes, the Trust's sector and industry classification refer to any one or more of the Standard Industry Codes as defined by the SEC. This definition may not apply for purposes of this report, which may combine sector and industry sub-classification for reporting ease.

Corporate Bond Breakdown⁵

Credit Rating	10/31/07	10/31/06
BBB/Baa	4%	3%
BB/Ba	21	26
B	51	55
CCC/Caa	21	12
C		2
Not Rated	3	2

- 5 Using the highest of S&P's, Moody's or Fitch's rating. Corporate bonds represented approximately 110.4% and 128.9% of net assets on October 31, 2007 and 2006, respectively.

Trust Summary as of October 31, 2007

BlackRock Income Opportunity Trust (BNA)

Investment Objective

The Trust's investment objective is to provide current income and capital appreciation.

Trust Information

Symbol on New York Stock Exchange:	BNA
Initial Offering Date:	December 20, 1991
Yield on Closing Market Price as of October 31, 2007 (\$10.19): ¹	6.48%
Current Monthly Distribution per Share: ²	\$0.055
Current Annualized Distribution per Share: ²	\$0.660
Leverage as of October 31, 2007: ³	22%

- Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.
- A change in the distribution rate was declared on December 5, 2007. The Monthly Distribution per Common Share was decreased to \$0.051. The Yield on Closing Market Price, Current Monthly Distribution and Current Annualized Distribution do not reflect the new distribution rate. The new distribution rate is not constant and is subject to further change in the future.
- As a percentage of managed assets (as defined in Note 2 of the Notes to Financial Statements).

The table below summarizes the changes in the Trust's market price and net asset value per share:

	10/31/07	10/31/06	Change	High	Low
Market Price	\$10.19	\$10.58	(3.69)%	\$10.88	\$ 9.13
Net Asset Value	\$11.02	\$11.17	(1.34)%	\$11.33	\$ 10.53

The following unaudited charts show the portfolio composition of the Trust's long-term investments and credit quality allocations of the Trust's corporate bond investments:

Portfolio Composition

Composition	10/31/07	10/31/06
Corporate Bonds	38%	48%
Mortgage Pass-Through Securities	36	12
Asset-Backed Securities	7	13
Non-Agency Multiple Class Mortgage Pass-Through Securities	5	6
Agency Multiple Class Mortgage Pass-Through Securities	4	7

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U.S. Government and Agency Securities	3	7
Commercial Mortgage-Backed Securities	3	4
Trust Preferred Stocks	2	
Federal Housing Administration Securities	1	1
Interest Only Mortgage-Backed Securities	1	1
Inverse Floating Rate Mortgage Securities		1

Corporate Bond Breakdown⁴

Credit Rating	10/31/07	10/31/06
AAA/Aaa	8%	9%
AA/Aa	21	17
A	20	10
BBB/Baa	22	19
BB/Ba	6	13
B	17	25
CCC/Caa	6	6
Not Rated		1

4 Using the highest of S&P's, Moody's or Fitch's rating. Corporate bonds represented approximately 64.0% and 52.1% of net assets on October 31, 2007 and 2006, respectively.

Trust Summary as of October 31, 2007

BlackRock Income Trust Inc. (BKT)

Investment Objective

The Trust's investment objective is to manage a portfolio of high quality securities to achieve high monthly income consistent with the preservation of capital.

Trust Information

Symbol on New York Stock Exchange:	BKT
Initial Offering Date:	July 22, 1988
Yield on Closing Market Price as of October 31, 2007 (\$5.81): ¹	6.40%
Current Monthly Distribution per Share: ²	\$0.031
Current Annualized Distribution per Share: ²	\$0.372
Leverage as of October 31, 2007: ³	8%

- 1 Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.
- 2 A change in the distribution rate was declared on December 5, 2007. The Monthly Distribution per Common Share was decreased to \$0.024. The Yield on Closing Market Price, Current Monthly Distribution and Current Annualized Distribution do not reflect the new distribution rate. The new distribution rate is not constant and is subject to further change in the future.
- 3 As a percentage of managed assets (as defined in Note 2 of the Notes to Financial Statements).

The table below summarizes the changes in the Trust's market price and net asset value per share:

	10/31/07	10/31/06	Change	High	Low
Market Price	\$5.81	\$6.07	(4.28)%	\$6.33	\$5.49
Net Asset Value	\$6.53	\$6.48	0.77%	\$6.61	\$6.25

The following unaudited chart shows the portfolio composition of the Trust's long-term investments:

Portfolio Composition

Composition	10/31/07	10/31/06
Mortgage Pass-Through Securities	27%	22%
Agency Multiple Class Mortgage Pass-Through Securities	26	28
Interest Only Mortgage-Backed Securities	13	10
U.S. Government and Agency Securities	10	20
Non-Agency Multiple Class Mortgage Pass-Through Securities	9	9

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Principal Only Mortgage-Backed Securities	5	5
Inverse Floating Rate Mortgage Securities	4	3
Federal Housing Administration Securities	2	2
Asset-Backed Securities	2	
Commercial Mortgage-Backed Securities	1	
Corporate Bonds	1	1

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Trust Summary as of October 31, 2007

BlackRock Limited Duration Income Trust (BLW)

Investment Objective

The Trust's investment objective is to provide current income and capital appreciation.

Trust Information

Symbol on New York Stock Exchange:	BLW
Initial Offering Date:	July 30, 2003
Yield on Closing Market Price as of October 31, 2007 (\$16.68): ¹	8.99%
Current Monthly Distribution per Share: ²	\$0.125
Current Annualized Distribution per Share: ²	\$1.500
Leverage as of October 31, 2007: ³	14%

- 1 Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.
- 2 The distribution is not constant and is subject to change.
- 3 As a percentage of managed assets (as defined in Note 2 of the Notes to Financial Statements).

The table below summarizes the Trust's market price and net asset value per share:

	10/31/07	10/31/06	Change	High	Low
Market Price	\$16.68	\$18.85	(11.51) %	\$19.89	\$14.20
Net Asset Value	\$18.52	\$19.01	(2.58) %	\$19.38	\$18.08

The following unaudited charts show the portfolio composition of the Trust's long-term investments and credit quality allocations of the Trust's corporate bond investments:

Portfolio Composition

Composition	10/31/07	10/31/06
Bank Loans	42%	36%
Corporate Bonds	37	43
Mortgage Pass-Through Securities	16	14
U.S. Government and Agency Securities	3	4
Foreign Government Bonds	2	2
Non-Agency Multiple Class Mortgage Pass-Through Securities		1

Corporate Bond Breakdown⁴

Credit Rating	10/31/07	10/31/06
AA/Aa	1%	2%
A	4	1
BBB/Baa	8	9
BB/Ba	23	24
B	43	51
CCC/Caa	18	11
Not Rated	3	2

4 Using the highest of S&P's, Moody's or Fitch's rating. Corporate bonds represented approximately 49.1% and 64.3% of net assets on October 31, 2007 and 2006, respectively.

Trust Summary as of October 31, 2007

BlackRock Preferred and Equity Advantage Trust (BTZ)

Investment Objective

The Trust's investment objective is to seek current income, current gains and capital appreciation.

Trust Information

Symbol on New York Stock Exchange:	BTZ
Initial Offering Date:	December 27, 2006
Yield on Closing Market Price as of October 31, 2007 (\$18.65): ¹	10.05%
Current Monthly Distribution per Share: ²	\$0.15625
Current Annualized Distribution per Share: ²	\$1.87500
Leverage as of October 31, 2007: ³	33%

- ¹ Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.
- ² The distribution is not constant and is subject to change.
- ³ As a percentage of managed assets (as defined in Note 2 of the Notes to Financial Statements).

The table below summarizes the changes in the Trust's market price and net asset value per share:

	10/31/2007	High	Low
Market Price	\$18.65	\$25.25	\$15.63
Net Asset Value	\$21.37	\$24.35	\$20.87

The following unaudited charts show the portfolio composition of the Trust's long-term investments and credit quality allocations of the Trust's preferred stock, trust preferred stock and corporate bond investments:

Portfolio Composition⁴

Composition	10/31/07
Financial Institutions	65%
Energy	8
Technology	5
Consumer Products	4
Health Care	4
Telecommunications	3
Real Estate	3
Media	2
Industrials	2
Basic Materials	1
Entertainment & Leisure	1

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Automotive	1
Transportation	1

- ⁴ For Trust compliance purposes, the Trust's sector and industry classification refer to any one or more of the Standard Industry Codes as defined by the SEC. This definition may not apply for purposes of this report, which may combine sector and industry sub-classification for reporting ease.

Preferred, Trust Preferred and Corporate Bond Breakdown⁵

Credit Rating	10/31/07
AA/Aa	20%
A	42
BBB/Baa	29
BB/Ba	1
B	6
CCC/Caa	1
Not Rated	1

- ⁵ Using the higher of S&P, Moody's or Fitch ratings.

Trust Summary as of October 31, 2007

BlackRock Strategic Bond Trust (BHD)

Investment Objective

The Trust's investment objective is to seek total return through high current income and capital appreciation.

Trust Information

Symbol on New York Stock Exchange:	BHD
Initial Offering Date:	February 26, 2002
Yield on Closing Market Price as of October 31, 2007 (\$11.88): ¹	7.78%
Current Monthly Distribution per Share: ²	\$0.077
Current Annualized Distribution per Share: ²	\$0.924

¹ Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.

² The distribution is not constant and is subject to change.

The table below summarizes the changes in the Trust's market price and net asset value per share:

	10/31/07	10/31/06	Change	High	Low
Market Price	\$11.88	\$12.85	(7.55)%	\$13.29	\$10.40
Net Asset Value	\$13.80	\$13.83	(0.22)%	\$14.19	\$13.47

The following unaudited charts show the portfolio composition and credit quality allocations of the Trust's corporate bond investments:

Corporate Portfolio Composition³

Composition	10/31/07	10/31/06
Media	17%	14%
Telecommunications	14	12
Energy	13	13
Financial Institutions	12	18
Aerospace & Defense	8	6
Basic Materials	6	6
Consumer Products	5	7
Technology	4	5
Automotive	4	2
Health Care	4	4
Transportation	3	1
Ecological Services & Equipment	3	2
Industrials	2	3
Containers & Packaging	2	1

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Entertainment & Leisure	1	3
Building & Development	1	2
Real Estate	1	1

³ For Trust compliance purposes, the Trust's sector and industry classification refer to any one or more of the Standard Industry Codes as defined by the SEC. This definition may not apply for purposes of this report, which may combine sector and industry sub-classification for reporting ease.

Corporate Bond Breakdown⁴

Credit Rating	10/31/07	10/31/06
AAA/Aaa	1%	3%
AA/Aa	4	6
A	17	12
BBB/Baa	15	13
BB/Ba	12	16
B	37	40
CCC/Caa	12	9
Not Rated	2	1

⁴ Using the highest of S&P's, Moody's or Fitch's rating. Corporate bonds represented approximately 84.5% and 107.6% of net assets on October 31, 2007 and 2006, respectively.

Portfolio of Investments as of October 31, 2007

**BlackRock Broad Investment Grade 2009 Term Trust Inc.
(BCT)**
 (Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
LONG-TERM INVESTMENTS 29.2%		
Mortgage Pass-Through Securities 0.9%		
	Federal National Mortgage Assoc.,	
\$ 314	5.50%, 1/01/17-2/01/17	\$ 316,169
14	6.50%, 7/01/29	14,777
	Total Mortgage Pass-Through Securities	330,946
Agency Multiple Class Mortgage Pass-Through Securities 9.1%		
	Federal Home Loan Mortgage Corp.,	
1,745	Ser. 1510, Class G, 7.05%, 5/15/13	1,753,683
1,098	Ser. 1598, Class J, 6.50%, 10/15/08	1,095,825
81	Ser. 2564, Class NC, 5.00%, 2/15/33	69,195
668	Federal National Mortgage Assoc., Ser. 49, Class H, 7.00%, 4/25/13	689,837
	Total Agency Multiple Class Mortgage Pass-Through Securities	3,608,540
Inverse Floating Rate Mortgage Securities 4.3%		
132 ¹	Citicorp Mortgage Securities, Inc., Ser. 14, Class A-4, 6.352%, 11/25/23	131,701
	Federal Home Loan Mortgage Corp.,	
5 ¹	Ser. 1425, Class SB, 11.886%, 12/15/07	4,876
4 ¹	Ser. 1506, Class S, 9.708%, 5/15/08	4,468
152 ¹	Ser. 1515, Class S, 8.753%, 5/15/08	152,069
10 ¹	Ser. 1600, Class SC, 8.60%, 10/15/08	9,853
144 ¹	Ser. 1618, Class SA, 8.25%, 11/15/08	144,815
7 ¹	Ser. 1661, Class SB, 8.83%, 1/15/09	7,035
21 ¹	Ser. 1688, Class S, 9.566%, 12/15/13	21,408
105 ¹	Ser. 2412, Class SE, 5.519%, 2/15/09	106,281
275 ¹	Ser. 2517, Class SE, 3.522%, 10/15/09	264,534
	Federal National Mortgage Assoc.,	
7 ¹	Ser. 13, Class SJ, 8.75%, 2/25/09	7,505
3 ¹	Ser. 174, Class S, 97.223%, 9/25/22	9,514
118 ¹	Ser. 192, Class SC, 6.84%, 10/25/08	117,971
37 ¹	Ser. 214, Class SH, 5.592%, 12/25/08	36,653
51 ¹	Ser. 214, Class SK, 10.00%, 12/25/08	52,172
618 ¹	Residential Accredited Loans, Inc., Ser. QS16, Class A3, 6.435%, 10/25/17	620,297
	Total Inverse Floating Rate Mortgage Securities	1,691,152
Interest Only Mortgage-Backed Securities 2.3%		
	Federal Home Loan Mortgage Corp.,	
1	Ser. 65, Class I, 918.03%, 8/15/20	1,058
	Ser. 141, Class H, 1,060.00%, 5/15/21	220
1,444	Ser. 2523, Class EH, 5.50%, 4/15/20	73,865
149	Ser. 2633, Class PI, 4.50%, 3/15/12	781
3,531	Ser. 2739, Class PI, 5.00%, 3/15/22	94,580
1,467	Ser. 2976, Class KI, 5.50%, 11/15/34	191,597
1,664	Ser. 3189, Class KI, 6.00%, 1/15/35	174,439
2,615	Ser. 3207, Class QI, 6.00%, 2/15/35	234,558

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	Federal National Mortgage Assoc.,	
	Ser. 8, Class HA, 1,199.999%, 1/25/08	105
899	Ser. 13, Class IG, 5.00%, 10/25/22	21,655
35 ¹	Ser. 20, Class SL, 10.12%, 9/25/08	1,260
2	Ser. 49, Class L, 444.917%, 4/25/13	16,790
4,343	Ser. 70, Class ID, 5.00%, 4/25/22	61,437
	Ser. G-21, Class L, 949.50%, 7/25/21	7,410
12,042 ¹	Vendee Mortgage Trust, Ser. 1, 0.043%, 10/15/31	26,627
	Total Interest Only Mortgage-Backed Securities	906,382

Principal Amount (000)	Description	Value
Principal Only Mortgage-Backed Security 0.0%		
\$ 14 ²	Salomon Brothers Mortgage Securities, Inc. VI, Ser. 3, Class A, 12.50%, 10/23/17	\$ 13,246
Asset-Backed Securities 0.0%		
234 ^{1,3,4,5}	Global Rated Eligible Asset Trust, Ser. A, Class 1, 7.33%, 9/15/07	23
568 ^{1,3,5}	Structured Mortgage Asset Residential Trust, Ser. 2, 8.24%, 12/15/07	57
	Total Asset-Backed Securities	80
Corporate Bond 2.6%		
1,000	Morgan Stanley Group, Inc., 10.00%, 6/15/08	1,029,161
Taxable Municipal Bonds 5.2%		
500	Fresno California Pension Oblig., 7.80%, 6/01/14	544,725
500	Kern County California Pension Oblig., 6.98%, 8/15/09	518,005
500	Los Angeles County California Pension Oblig., Ser. D, 6.97%, 6/30/08	506,585
500	Orleans Parish Louisiana School Board, Ser. A, 6.60%, 2/01/08	501,925
	Total Taxable Municipal Bonds	2,071,240
Non-Agency Multiple Class Mortgage Pass-Through Securities 4.8%		
1,914 ¹	JPMorgan Mortgage Trust, Ser. A7, Class 2A2, 5.83%, 1/25/37	1,910,904
	Total Long-Term Investments (cost \$11,827,713)	11,561,651
SHORT-TERM INVESTMENT 70.3%		
U.S. Government and Agency Discount Notes 70.3%		
27,800 ⁶	Federal Home Loan Bank Disc. Notes, 4.351%, 11/01/07 (cost \$27,800,000)	27,800,000
	Total Investments 99.5% (cost \$39,627,713)	\$ 39,361,651
	Other assets in excess of liabilities 0.5%	207,328
	Net Assets 100%	\$ 39,568,979

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Variable rate security. Rate shown is interest rate as of October 31, 2007.

- 2 Rate shown is effective yield of the underlying collateral as of October 31, 2007.
- 3 Illiquid security. As of October 31, 2007, the Trust held less than 0.1% of its net assets, with a current market value of \$80, in these securities.
- 4 Security is not registered under the Securities Act of 1933. These securities may be resold in transactions in accordance with Rule 144A under that Act, to qualified institutional buyers. As of October 31, 2007, the Trust held less than 0.1% of its net assets, with a current market value of \$23, in securities restricted as to resale.
- 5 Security is fair valued.
- 6 Rate shown is the yield to maturity as of the date of purchase.
- 7 Cost for federal income tax purposes is \$39,627,713. The net unrealized depreciation on a tax basis is \$266,062, consisting of \$321,614 gross unrealized appreciation and \$587,676 gross unrealized depreciation.

Portfolio Abbreviations

ADR	American Depositary Receipt
EUR	Euro
GBP	British Pound
LIBOR	London Interbank Offered Rate
PRIME	Prime Rate
REIT	Real Estate Investment Trust
TBA	To Be Announced
TBD	To Be Determined

See Notes to Financial Statements.

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Portfolio of Investments as of October 31, 2007

BlackRock Core Bond Trust (BHK)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
LONG-TERM INVESTMENTS 158.7%		
Mortgage Pass-Through Securities 58.2%		
\$ 757 ¹	Citigroup Mortgage Loan Trust, Inc., Ser. 4, Class A, 5.345%, 8/25/35	\$ 738,529
	Federal Home Loan Mortgage Corp.,	
75	5.00%, 8/01/33	71,842
1,428 ²	5.50%, 11/01/18	1,434,281
5,183	5.50%, 11/01/18-5/01/36	5,112,866
2,498	6.00%, 2/01/13-12/01/18	2,545,922
23	7.00%, 9/01/31	23,749
59 ¹	7.379%, 5/01/32	60,118
4,000	TBA, 5.50%, 12/12/37	3,935,000
	Federal National Mortgage Assoc.,	
44	4.50%, 2/01/20	42,798
10,051	5.00%, 11/01/17-6/01/37	9,870,125
12,498 ²	5.00%, 1/01/18-5/01/37	12,026,793
2,747	5.50%, 1/01/18-7/01/34	2,719,784
43,246 ²	5.50%, 12/01/35-4/01/36	42,661,096
6,658 ²	6.00%, 2/01/36-10/01/36	6,708,610
3,159	6.00%, 8/01/29-11/01/36	3,182,236
289	7.00%, 1/01/31-7/01/32	302,834
400	TBA, 5.00%, 11/19/22	393,750
85,500	TBA, 5.50%, 11/19/22-11/13/37	84,249,051
18,900	TBA, 6.00%, 11/13/37-12/12/37	19,019,812
15,600	TBA, 6.50%, 12/12/37	15,946,133
	Government National Mortgage Assoc.,	
205	5.50%, 8/15/33	204,241
200	TBA, 6.50%, 11/20/37	205,312
760 ¹	GSR Mortgage Loan Trust, Ser. AR4, Class 6A1, 5.25%, 7/25/35	739,031
	Small Business Administration,	
767	Ser. P10B, Class 1, 4.754%, 8/01/14	751,230
1,351	Ser. P10B, Class 1, 5.136%, 8/01/13	1,352,827
	Total Mortgage Pass-Through Securities	214,297,970
Federal Housing Administration Security 0.3%		
1,028	FHA Hebre Home Hospital, 6.25%, 9/01/28	1,038,331
Agency Multiple Class Mortgage Pass-Through Securities 4.0%		
	Federal Home Loan Mortgage Corp.,	
1,200	Ser. 2562, Class PG, 5.00%, 1/15/18	1,185,166
2,170	Ser. 2775, Class OE, 4.50%, 4/15/19	2,056,897
2,959	Ser. 2806, Class VC, 6.00%, 12/15/19	3,008,150
1,306	Ser. 2825, Class VP, 5.50%, 6/15/15	1,322,326
1,300	Ser. 2883, Class DR, 5.00%, 11/15/19	1,257,396
1,600	Ser. 2968, Class EG, 6.00%, 10/15/34	1,622,310
	Federal National Mortgage Assoc.,	
2,691	Ser. 5, Class PK, 5.00%, 12/25/34	2,684,529
1,663 ¹	Ser. 118, Class FD, 5.273%, 12/25/33	1,651,013
	Total Agency Multiple Class Mortgage Pass-Through Securities	14,787,787

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Asset-Backed Securities 6.7%

2,300	Chase Issuance Trust, Ser. A17, Class A, 5.12%, 10/15/14	2,315,364
2,800	Chase Manhattan Auto Owner Trust, Ser. B, Class A4, 4.88%, 6/15/12	2,801,647
2,825	Citibank Credit Card Issuance Trust, Ser. A2, Class A2, 4.85%, 2/10/11	2,826,461
229 ¹	Countrywide Asset-Backed Certificates, Ser. 16, Class 4AV1, 4.973%, 1/25/35	228,876
2,406	DaimlerChrysler Auto Trust, Ser. A, Class A3, 5.00%, 5/08/10	2,406,171
2,850	Ford Credit Auto Owner Trust, Ser. A, Class A4, 5.08%, 12/15/10	2,860,611
2,300	Harley-Davidson Motorcycle Trust, Ser. 2, Class A2, 4.07%, 2/15/12	2,283,930
2,500	Maryland Trust, Ser. 1, Class A, 5.55%, 12/10/65	2,371,875

**Principal
Amount
(000)**

Description

Value

Asset Backed Securities (cont d)

\$ 2,825	MBNA Credit Card Master Note Trust, Ser. A1, Class A, 4.90%, 7/15/11	\$ 2,830,207
59 ¹	New Century Home Equity Loan Trust, Ser. C, Class A2A, 4.953%, 1/25/36	59,262
564 ¹	SLM Student Loan Trust, Ser. 5, Class A1, 5.084%, 1/25/18	564,436
471 ¹	Structured Asset Investment Loan Trust, Ser. 1, Class A1, 4.953%, 1/25/36	469,358
2,725	USAA Auto Owner Trust, Ser. 1 Class A4, 5.04%, 12/15/11	2,738,565
	Total Asset-Backed Securities	24,756,763

Interest Only Asset-Backed Securities 0.2%

12,656	Sterling Coofs Trust, Ser. 1, 2.365%, 4/15/29	561,620
10,125 ³	Ser. 2, 2.081%, 3/30/30	272,114
	Total Interest Only Asset-Backed Securities	833,734

Interest Only Mortgage-Backed Securities 1.0%

2,104	Federal Home Loan Mortgage Corp., Ser. 2579, Class HI, 5.00%, 8/15/17	242,617
5,772	Ser. 2611, Class QI, 5.50%, 9/15/32	1,047,320
23,975 ¹	Federal National Mortgage Assoc., Ser. 90, Class JH, 1.828%, 11/25/34	1,341,116
4,030	Ser. 378, Class 5, 5.00%, 7/01/36	980,948
	Total Interest Only Mortgage-Backed Securities	3,612,001

Commercial Mortgage-Backed Securities 6.4%

2,180 ¹	Banc of America Commercial Mortgage, Inc., Ser. 1, Class A4, 4.871%, 11/10/42	2,163,105
2,720	Credit Suisse First Boston Mortgage Securities Corp., Ser. CP5, Class A2, 4.94%, 12/15/35	2,667,298
2,170 ¹	Credit Suisse Mortgage Capital Certificates, Ser. C2, Class A3, 5.542%, 1/15/49	2,147,296
1,463 ¹	General Motor Acceptance Corp. Commercial Mortgage Securities, Inc., Ser. C3, Class A2, 7.179%, 8/15/36	1,504,810
1,973	Goldman Sachs Mortgage Securities Corp. II, Ser. C1, Class A3, 6.135%, 10/18/30	1,977,721
1,435 ¹	Heller Financial Commercial Mortgage Asset Co., Ser. PH1, Class A2, 6.847%, 5/15/31	1,453,914

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	JPMorgan Chase Commercial Mortgage Securities Corp.,	
2,140	Ser. C1, Class A3, 5.857%, 10/12/35	2,185,265
2,180	Ser. CBX, Class A4, 4.529%, 1/12/37	2,131,593
1,652 ¹	JPMorgan Commercial Mortgage Finance Corp.,	
	Ser. C10, Class A2, 7.371%, 8/15/32	1,717,907
2,082 ¹	Morgan Stanley Capital Trust I,	
	Ser. HF2, Class A2, 6.48%, 11/15/30	2,089,181
3,489 ¹	Salomon Brothers Mortgage Securities VII,	
	Ser. C1, Class A2, 7.52%, 12/18/09	3,619,954

Total Commercial Mortgage-Backed Securities 23,658,044

Corporate Bonds 66.2%

Aerospace & Defense 1.1%

150 ³	Bombardier, Inc., 8.00%, 11/15/14 (Canada)	156,000
1,195	DI Finance/DynCorp Intl., Ser. B, 9.50%, 2/15/13	1,269,688
	DRS Technologies, Inc.,	
70	6.875%, 11/01/13	70,000
80	7.625%, 2/01/18	81,800
960	Northrop Grumman Corp., 7.875%, 3/01/26	1,147,117
15	Sequa Corp., 9.00%, 8/01/09	16,088
120	TransDigm, Inc., 7.75%, 7/15/14	122,100
1,125	United Technologies Corp., 4.875%, 5/01/15	1,088,382

Total Aerospace & Defense 3,951,175

Automotive 1.0%

265	Accuride Corp., 8.50%, 2/01/15	249,100
	AutoNation, Inc.,	
150	7.00%, 4/15/14	145,125
150 ¹	7.243%, 4/15/13	146,625
600	Ford Capital BV, 9.50%, 6/01/10 (Netherlands)	604,500

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Core Bond Trust (BHK) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Automotive (cont d)		
\$ 360	Lear Corp., Ser. B, 8.75%, 12/01/16	\$ 345,600
250	Metaldyne Corp., 10.00%, 11/01/13	232,500
2,100	Sonic Automotive, Inc., Ser. B, 8.625%, 8/15/13	2,121,000
	Total Automotive	3,844,450
Basic Materials 3.3%		
500	Abitibi-Consolidated, Inc., 6.00%, 6/20/13 (Canada)	367,500
995	AK Steel Corp., 7.75%, 6/15/12	1,014,900
250	American Pacific Corp., 9.00%, 2/01/15	256,250
80 ¹	Bowater, Inc., 8.694%, 3/15/10	73,200
30	Chemtura Corp., 6.875%, 6/01/16	28,650
200	CPG Intl. I, Inc., 10.50%, 7/01/13	200,000
60	Domtar, Inc., 7.125%, 8/15/15 (Canada)	59,400
1,020	Freeport-McMoRan Copper & Gold, Inc., 8.375%, 4/01/17	1,116,900
330 ¹	8.394%, 4/01/15	340,725
66	Huntsman LLC, 12.00%, 7/15/12	71,775
	Ineos Group Holdings Plc (United Kingdom)	
285	7.875%, 2/07/16 (EUR)	379,810
1,330 ³	8.50%, 2/15/16	1,263,500
885	Innophos, Inc., 8.875%, 8/15/14	891,638
515 ³	Key Plastics LLC/Key Plastics Finance Corp., 11.75%, 3/15/13	437,750
1,705	NewPage Corp., 10.00%, 5/01/12	1,803,037
	Noranda, Inc. (Canada)	
825	6.00%, 10/15/15	830,709
1,250	6.20%, 6/15/35	1,200,827
1,430	Teck Cominco Ltd., 6.125%, 10/01/35 (Canada)	1,354,563
430	Terra Capital, Inc., Ser. B, 7.00%, 2/01/17	430,000
	Total Basic Materials	12,121,134
Building & Development 0.2%		
440	Goodman Global Holding Co., Inc., 7.875%, 12/15/12	459,800
140	Nortek, Inc., 8.50%, 9/01/14	123,900
85	North American Energy Partners, Inc., 8.75%, 12/01/11 (Canada)	85,850
	Total Building & Development	669,550
Commercial Services 0.1%		
100	FTI Consulting, Inc., 7.75%, 10/01/16	104,500
200 ³	Quebecor World, Inc., 9.75%, 1/15/15 (Canada)	195,000
	Total Commercial Services	299,500
Consumer Products 2.5%		
650 ¹	Ames True Temper, Inc., 9.243%, 1/15/12	624,000
30 ¹	Avis Budget Car Rental LLC/Avis Budget Finance, Inc., 8.058%, 5/15/14	29,625

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775	CVS Caremark Corp., 6.25%, 6/01/27	770,626
695	Federated Retail Holdings, Inc., 5.90%, 12/01/16	663,511
	General Nutrition Centers, Inc.,	
500 ¹	10.009%, 3/15/14	481,250
400	10.75%, 3/15/15	389,000
850	Kimberly-Clark Corp., 6.625%, 8/01/37	935,813
1,515	Kraft Foods, Inc., 7.00%, 8/11/37	1,644,963
314	Lazy Days RV Center, Inc., 11.75%, 5/15/12	282,600
	Michaels Stores, Inc.,	
470	10.00%, 11/01/14	473,525
600 ²	11.375%, 11/01/16	598,500
1,000	Pantry, Inc. (The), 7.75%, 2/15/14	975,000
175	Quiksilver, Inc., 6.875%, 4/15/15	163,188
250	Reynolds American, Inc., 7.625%, 6/01/16	270,479
775	Rite Aid Corp., 7.50%, 3/01/17	720,750
390	Sally Holdings LLC, 10.50%, 11/15/16	388,050
	Total Consumer Products	9,410,880

Principal Amount (000)	Description	Value
Containers & Packaging 0.8%		
\$ 270	Berry Plastics Holding Corp., 8.875%, 9/15/14	\$ 276,750
180 ¹	9.569%, 9/15/14	180,450
150	Crown Americas LLC/Crown Americas Capital Corp., 7.75%, 11/15/15	154,500
75	Graham Packaging Co., Inc., 8.50%, 10/15/12	74,438
300 ^{1,3}	Impress Holdings BV, 8.368%, 9/15/13 (Netherlands)	298,426
1,500	Owens Brockway, 8.25%, 5/15/13	1,560,000
545	Pregis Corp., 12.375%, 10/15/13	594,050
	Total Containers & Packaging	3,138,614

Ecological Services & Equipment 0.2%		
590	Waste Services, Inc., 9.50%, 4/15/14	590,000

Energy 9.7%		
425	Amerada Hess Corp., 7.125%, 3/15/33	469,065
2,350	Anadarko Petroleum Corp., 6.45%, 9/15/36	2,377,558
140	Berry Petroleum Co., 8.25%, 11/01/16	142,800
875	Burlington Resources Finance Co., 7.40%, 12/01/31 (Canada)	1,031,161
375	Canadian Natural Resources Ltd., 6.25%, 3/15/38 (Canada)	370,540
320	Chaparral Energy, Inc., 8.50%, 12/01/15	298,400
	Chesapeake Energy Corp.,	
150	6.375%, 6/15/15	145,500
20	6.875%, 11/15/20	19,550
500	Cleveland Electric Illuminating Co., 5.95%, 12/15/36	463,733
	Compagnie Generale de Geophysique-Veritas (France)	
55	7.50%, 5/15/15	56,100
90	7.75%, 5/15/17	92,700
235	Compton Petroleum Finance Corp., 7.625%, 12/01/13 (Canada)	225,013
125	Conoco Funding Co., 7.25%, 10/15/31 (Canada)	145,774
535	ConocoPhillips Funding Co., 5.95%, 10/15/36 (Canada)	548,451
650	ConocoPhillips Holding Co., 6.95%, 4/15/29	740,160
100	Devon Energy Corp., 7.95%, 4/15/32	122,312
725	DTE Energy Co., 6.35%, 6/01/16	750,656
115	Edison Mission Energy, 7.50%, 6/15/13	116,581
1,125 ³	EDP Finance BV, 6.00%, 2/02/18 (Netherlands)	1,122,493
	El Paso Natural Gas Co.,	

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265	8.625%, 1/15/22	308,335
225	8.875%, 6/15/32	262,282
124	Elwood Energy LLC, 8.159%, 7/05/26	127,055
	EnCana Corp., (Canada)	
1,000	6.50%, 8/15/34	1,045,819
700	6.625%, 8/15/37	739,318
	Encore Acquisition Co.,	
40	6.00%, 7/15/15	36,200
60	7.25%, 12/01/17	57,450
1,500	Energy East Corp., 6.75%, 7/15/36	1,546,705
130	Exco Resources, Inc., 7.25%, 1/15/11	128,375
950	Florida Power & Light Co., 4.95%, 6/01/35	824,533
675	Florida Power Corp., 6.35%, 9/15/37	708,736
80	Grant Prideco, Inc., Ser. B, 6.125%, 8/15/15	80,400
210	KCS Energy, Inc., 7.125%, 4/01/12	206,850
700	Midamerican Energy Co., 5.80%, 10/15/36	680,105
	Midamerican Energy Holdings Co.,	
800	5.95%, 5/15/37	766,990
1,525 ³	6.50%, 9/15/37	1,563,997
75	Midwest Generation LLC, Ser. B, 8.56%, 1/02/16	80,767
155	Mirant Americas Generation LLC, 8.30%, 5/01/11	156,744
1,050 ³	Nakilat, Inc., 6.067%, 12/31/33 (Qatar)	995,715
550	Nexen, Inc., 6.40%, 5/15/37 (Canada)	547,239
	NRG Energy, Inc.,	
50	7.25%, 2/01/14	50,000
285	7.375%, 2/01/16	284,288

See Notes to Financial Statements.

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Portfolio of Investments as of October 31, 2007

BlackRock Core Bond Trust (BHK) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Energy (cont d)		
\$ 1,000	Ohio Edison Co., 6.875%, 7/15/36	\$ 1,047,284
425	ONEOK Partners LP, 6.65%, 10/01/36	432,782
450 ³	OPTI, Inc., 8.25%, 12/15/14 (Canada)	451,125
130	Orion Power Holdings, Inc., 12.00%, 5/01/10	143,650
575	Pacificorp, 6.25%, 10/15/37	590,146
1,650	Pemex Project Funding Master Trust, 9.625%, 12/02/08	1,725,900
1,200	Public Service Co. of Colorado, 6.25%, 9/01/37	1,245,049
330	Sabine Pass LNG LP, 7.50%, 11/30/16	323,400
700	Scottish Power Plc, 5.375%, 3/15/15 (United Kingdom)	689,766
315 ³	SemGroup LP, 8.75%, 11/15/15	302,400
625	Southern California Edison Co., 5.625%, 2/01/36	596,659
125	Ser. 05-E, 5.35%, 7/15/35	113,955
645	Suncor Energy, Inc., 6.50%, 6/15/38 (Canada)	675,171
320 ³	Targa Resources, Inc., 8.50%, 11/01/13	323,200
550	Trans-Canada Pipelines Ltd., 5.85%, 3/15/36 (Canada)	527,368
950	Valero Energy Corp., 6.625%, 6/15/37	978,133
2,000	Virginia Electric & Power Co., Ser. A, 6.00%, 5/15/37	1,965,206
625 ³	Weatherford Int l., Inc., 6.80%, 6/15/37	655,387
375	Whiting Petroleum Corp., 7.25%, 5/01/12-5/01/13	368,638
1,925	XTO Energy, Inc., 6.75%, 8/01/37	2,064,924
	Total Energy	35,656,593
Entertainment & Leisure 0.6%		
185	AMC Entertainment, Inc., 11.00%, 2/01/16	200,263
1,000	Circus & Eldorado Joint Venture, 10.125%, 3/01/12	1,040,000
150	Gaylord Entertainment Co., 6.75%, 11/15/14	145,500
335 ³	Greektown Holdings LLC, 10.75%, 12/01/13	333,325
375	Harrah s Operating Co., Inc., 5.75%, 10/01/17	276,562
260	Seneca Gaming Corp., Ser. B, 7.25%, 5/01/12	261,950
40	Wynn Las Vegas LLC/Wynn Las Vegas Capital Corp., 6.625%, 12/01/14	39,300
	Total Entertainment & Leisure	2,296,900
Financial Institutions 23.6%		
320	American Real Estate Partners LP/American Real Estate Finance Corp., 7.125%, 2/15/13	312,000
3,165	8.125%, 6/01/11	3,188,737
2,575	Bank of America Corp., 6.00%, 9/01/17	2,625,030
1,975	Bank of America NA, Ser. BKNT, 6.10%, 6/15/17	2,021,363
325	Bank One Corp., 3.70%, 1/15/08	324,161
1,400	BankBoston NA, 6.375%, 3/25/08-4/15/08	1,406,364
1,270	Bear Stearns Cos., Inc. (The), Ser. MTN, 6.95%, 8/10/12	1,321,679
350 ³	Belvoir Land LLC, Ser. A1, 5.27%, 12/15/47	310,765
1,075	Berkshire Hathaway Finance Corp., 4.75%, 5/15/12	1,059,247
181 ^{1,3}	BMS Holdings, Inc., 12.40%, 2/15/12	173,374
1,100	Chubb Corp., 6.00%, 5/11/37	1,070,352
600	CitiFinancial, 6.25%, 1/01/08	600,878

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	Citigroup, Inc.,	
3,950 ⁴	3.625%, 2/09/09	3,891,149
4,790 ⁴	4.125%, 2/22/10	4,709,978
1,020	4.25%, 7/29/09	1,007,887
1,005	5.875%, 2/22/33-5/29/37	955,122
525	6.875%, 2/15/98	534,624
3,775 ³	Depfa ACS Bank, 5.125%, 3/16/37 (Ireland)	3,570,723
	Ford Motor Credit Co. LLC,	
340	7.80%, 6/01/12	319,456
200 ¹	7.993%, 1/13/12	185,155
525 ³	Fort Irwin Land LLC, Ser. A-1, 5.03%, 12/15/25	495,254
6,855 ²	General Electric Capital Corp., Ser. GMTN, 6.15%, 8/07/37	7,103,041

**Principal
Amount
(000)**

Description

Value

Financial Institutions (cont d)

	Goldman Sachs Group, Inc. (The),	
\$ 1,415	5.35%, 1/15/16	\$ 1,377,548
4,885	5.45%, 11/01/12	4,914,139
135	6.25%, 9/01/17	140,028
925 ¹	Hartford Life Global Funding Trusts, Ser. MTN, 5.864%, 9/15/09	924,002
825 ³	HBOS Treasury Services Plc, 3.75%, 9/30/08 (United Kingdom)	812,767
775	HSBC Bank NA, 5.875%, 11/01/34	716,502
300	HSBC Holdings Plc, 6.50%, 5/02/36 (United Kingdom)	296,167
799 ³	iPayment Investors LP, 11.625%, 7/15/14	822,779
240	iPayment, Inc., 9.75%, 5/15/14	230,400
1,500 ³	Irwin Land LLC, 5.40%, 12/15/47	1,378,395
3,950	JPMorgan Chase Capital XXV, Ser. Y, 6.80%, 10/01/37	3,945,643
	Lehman Brothers Holdings, Inc.,	
1,875	6.50%, 7/19/17	1,888,348
525 ¹	Ser. MTN, 7.394%, 9/15/22	536,446
1,525	MetLife, Inc., 5.70%, 6/15/35	1,413,587
1,150 ³	Metropolitan Global Funding I, 4.25%, 7/30/09	1,136,666
	Momentive Performance Materials, Inc.,	
40 ³	9.75%, 12/01/14	39,000
405 ³	11.50%, 12/01/16	390,825
1,810 ^{1,3}	Monumental Global Funding Ltd., Ser. MTN, 5.24%, 6/16/10 (Cayman Islands)	1,793,710
	Morgan Stanley,	
3,300 ¹	5.493%, 1/09/12	3,246,860
525	6.25%, 8/09/26	517,443
1,700	Ser. MTN, 6.25%, 8/28/17	1,740,576
1,375	Ser. MTN, 5.55%, 4/27/17	1,338,083
850 ³	New York Life Global Funding, 3.875%, 1/15/09	843,505
350	Ohana Military Communities LLC, Ser. 04I, 6.193%, 4/01/49	357,088
	Prudential Financial, Inc.,	
500	5.90%, 3/17/36	471,162
675	Ser. MTN, 5.70%, 12/14/36	626,303
1,000 ³	Prudential Funding LLC, 6.60%, 5/15/08	1,006,033
	Rainbow National Services LLC,	
200 ³	8.75%, 9/01/12	208,000
943 ³	10.375%, 9/01/14	1,037,300
550 ¹	SLM Corp., 5.384%, 1/27/14	486,399
2,170 ⁵	Structured Asset Receivable Trust, 5.68%, 1/21/10	2,148,367
	SunTrust Bank,	
995	4.00%, 10/15/08	985,997
1,265	4.415%, 6/15/09	1,249,858
235 ³	TIAA Global Markets, Inc., 3.875%, 1/22/08	234,326
975	Travelers Cos., Inc., Ser. MTN, 6.25%, 6/15/37	961,956
50 ¹	Universal City Florida Holding Co. I/II, 9.661%, 5/01/10	51,125
2,790 ²	US Bank NA, 6.50%, 2/01/08	2,794,765
495 ³	USAA Capital Corp., 4.00%, 12/10/07	494,478

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	Wells Fargo & Co.,	
1,031	3.12%, 8/15/08	1,013,318
355	4.20%, 1/15/10	349,594
1,665	4.625%, 8/09/10	1,648,918
435	4.875%, 1/12/11	432,628
540	Wells Fargo Bank NA, 5.95%, 8/26/36	532,155
605 ³	Wimar Opco LLC/Wimar Opco Finance Corp., 9.625%, 12/15/14	453,750
1,775 ³	Xstrata Finance Ltd., 5.80%, 11/15/16 (Canada)	1,760,351
	Total Financial Institutions	86,933,629

Health Care 3.5%

1,205 ^{1,3}	Amgen, Inc., 5.585%, 11/28/08	1,202,827
1,625	AstraZeneca Plc, 6.45%, 9/15/37 (United Kingdom)	1,712,300
340	Bristol-Myers Squibb Co., 5.875%, 11/15/36	333,724
2,275 ²	Eli Lilly & Co., 5.55%, 3/15/37	2,172,348
1,125	Johnson & Johnson, 5.95%, 8/15/37	1,176,591
1,125	Schering-Plough Corp., 6.55%, 9/15/37	1,165,932

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Core Bond Trust (BHK) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Health Care (cont d)		
\$ 1,020	Tenet Healthcare Corp., 6.50%, 6/01/12	\$ 864,450
995	Teva Pharmaceutical Finance LLC, 6.15%, 2/01/36	979,429
870	UnitedHealth Group, Inc., 5.80%, 3/15/36	837,188
	WellPoint, Inc.,	
955	5.85%, 1/15/36	897,356
85	5.95%, 12/15/34	82,113
	Wyeth,	
925	5.95%, 4/01/37	914,805
675	6.00%, 2/15/36	668,576
	Total Health Care	13,007,639
Industrials 1.4%		
1,575	3M Co., Ser. MTN, 5.70%, 3/15/37	1,579,348
360 ³	AGY Holding Corp., 11.00%, 11/15/14	354,600
140	Hexcel Corp., 6.75%, 2/01/15	137,550
975	Honeywell Intl., Inc., 5.70%, 3/15/37	947,863
120	Park-Ohio Industries, Inc., 8.375%, 11/15/14	111,900
	RBS Global, Inc./Rexnord Corp.,	
480	9.50%, 8/01/14	495,600
505	11.75%, 8/01/16	535,300
950 ³	Sunstate Equipment Co. LLC, 10.50%, 4/01/13	912,000
	Total Industrials	5,074,161
Media 6.2%		
	Affinion Group, Inc.,	
515	10.125%, 10/15/13	536,887
180	11.50%, 10/15/15	187,650
100	American Media Operations, Inc., Ser. B, 10.25%, 5/01/09	95,750
	AOL Time Warner, Inc.,	
90	6.625%, 5/15/29	90,172
3,040	7.57%, 2/01/24	3,331,311
205	7.625%, 4/15/31	228,088
85	7.70%, 5/01/32	95,515
180 ¹	Cablevision Systems Corp., Ser. B, 9.644%, 4/01/09	184,950
110	CanWest MediaWorks, Inc., 8.00%, 9/15/12 (Canada)	107,250
430	Charter Communications Holdings I LLC/Charter Communications Holdings I Capital Corp.,	
	11.00%, 10/01/15	417,100
	Charter Communications Holdings II LLC/Charter Communications Holdings II Capital Corp.,	
1,545	10.25%, 9/15/10	1,575,900
130	Ser. B, 10.25%, 9/15/10	132,275
645	CMP Susquehanna Corp., 9.875%, 5/15/14	592,594
	Comcast Corp.,	
790	6.45%, 3/15/37	796,377
2,375	6.50%, 1/15/17-11/15/35	2,464,004
25	6.95%, 8/15/37	26,753
75	Dex Media West LLC/Dex Media Finance Co.,	
	Ser. B, 9.875%, 8/15/13	79,969
125	DirecTV Holdings LLC/DirecTV Financing Co.,	
	8.375%, 3/15/13	130,625

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	EchoStar DBS Corp.,	
175	5.75%, 10/01/08	174,563
290	7.00%, 10/01/13	301,962
75	7.125%, 2/01/16	78,375
620	Idearc, Inc., 8.00%, 11/15/16	621,550
600 ^{1,3}	ION Media Networks, Inc., 8.493%, 1/15/12	601,500
485	Network Communications, Inc., 10.75%, 12/01/13	488,031
	News America Holdings, Inc.,	
985	7.625%, 11/30/28	1,092,925
825	7.70%, 10/30/25	917,857
625	8.45%, 8/01/34	755,622
560	Nexstar Finance, Inc., 7.00%, 1/15/14	537,600
	Nielsen Finance LLC/Nielsen Finance Co.,	
300 ⁶	9.115%, 8/01/16	216,750
965	10.00%, 8/01/14	1,015,662
865	RH Donnelley Corp., Ser. A-3, 8.875%, 1/15/16	865,000

Principal Amount (000)	Description	Value
Media (cont d)		
\$ 70	Sirius Satellite Radio, Inc., 9.625%, 8/01/13	\$ 69,563
	TCI Communications, Inc.,	
200	7.125%, 2/15/28	212,777
620	7.875%, 8/01/13-2/15/26	705,603
70	Time Warner Cos., Inc., 6.95%, 1/15/28	72,559
1,000 ³	TL Acquisitions, Inc., 10.50%, 1/15/15	995,000
350 ³	Univision Communications, Inc., 9.75%, 3/15/15	343,000
645	Vertis, Inc., 9.75%, 4/01/09	645,000
1,205	Young Broadcasting, Inc., 10.00%, 3/01/11	1,132,700
	Total Media	22,916,769
Real Estate 0.9%		
	AvalonBay Communities, Inc.,	
350	6.625%, 9/15/11	364,056
775	8.25%, 7/15/08	792,236
	Rouse Co.,	
895	3.625%, 3/15/09	853,281
1,650	5.375%, 11/26/13	1,495,190
	Total Real Estate	3,504,763
Technology 1.9%		
	Amkor Technology, Inc.,	
80	7.75%, 5/15/13	77,400
145	9.25%, 6/01/16	148,263
250	Celestica, Inc., 7.625%, 7/01/13 (Canada)	240,000
	Freescale Semiconductor, Inc.,	
655	9.125%, 12/15/14	592,775
140 ¹	9.569%, 12/15/14	128,625
3,125 ²	Intl. Business Machines Corp., 5.70%, 9/14/17	3,171,831
440	NXP BV/NXP Funding LLC, 9.50%, 10/15/15 (Netherlands)	415,800
630	Sanmina-SCI Corp., 8.125%, 3/01/16	552,825
	SunGard Data Systems, Inc.,	
105	9.125%, 8/15/13	107,100
610	10.25%, 8/15/15	635,925
945	Superior Essex Communications LLC/Essex Group, Inc.,	
	9.00%, 4/15/12	933,187
	Total Technology	7,003,731
Telecommunications 8.7%		
2,875 ²	AT&T, Inc., 6.50%, 9/01/37	3,032,607

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1,700 ⁶	BellSouth Telecommunications, 6.402%, 12/15/95	902,807
210	Cincinnati Bell, Inc., 7.25%, 7/15/13	210,525
225	Cricket Communications, Inc., 9.375%, 11/01/14	223,313
3,000 ²	Deutsche Telekom Intl. Finance BV, 5.75%, 3/23/16 (Netherlands)	3,007,887
	Digicel Group Ltd., (Bermuda)	
240 ³	8.875%, 1/15/15	224,112
560 ³	9.125%, 1/15/15	523,340
190 ¹	Hawaiian Telcom Communications, Inc., Ser. B, 10.318%, 5/01/13	192,375
475	Intelsat Corp., 9.00%, 6/15/16	485,687
	Intelsat Ltd. (Bermuda)	
95 ¹	8.886%, 1/15/15	96,425
500	9.25%, 6/15/16	518,750
200	11.25%, 6/15/16	215,000
870 ¹	11.409%, 6/15/13	906,975
295	Intelsat Subsidiary Holding Co. Ltd., 8.625%, 1/15/15 (Bermuda)	299,425
120 ³	MetroPCS Wireless, Inc., 9.25%, 11/01/14	119,100
770 ³	Nordic Telephone Co. Holdings A.p.S., 8.875%, 5/01/16 (Denmark)	814,275
1,120 ^{1,3}	Nortel Networks Ltd., 9.493%, 7/15/11 (Canada)	1,106,000
155	PanAmSat Corp., 9.00%, 8/15/14	158,100
	Qwest Corp.,	
200	7.875%, 9/01/11	211,000
470 ¹	8.944%, 6/15/13	501,137
780	SBC Communications, Inc., 6.45%, 6/15/34	810,601
1,715	Sprint Capital Corp., 6.875%, 11/15/28	1,642,877

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Core Bond Trust (BHK) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Telecommunications (cont d)		
\$ 1,075	Telecom Italia Capital S.A. (Luxembourg)	\$ 1,028,927
1,550	4.95%, 9/30/14	1,484,579
1,975	6.00%, 9/30/34	2,169,348
725	Telefonica Emisiones SAU, 7.045%, 6/20/36 (Spain)	776,297
70	Telefonica Europe BV, 7.75%, 9/15/10 (Netherlands)	82,465
125	Verizon Global Funding Corp., 7.75%, 12/01/30	104,256
	Verizon Maryland, Inc., 5.125%, 6/15/33	
	Verizon New Jersey, Inc.,	
230	7.85%, 11/15/29	261,440
335	Ser. A, 5.875%, 1/17/12	342,618
3,150 ²	Verizon Virginia, Inc., 4.625%, 3/15/13	3,024,873
	Vodafone Group Plc, (United Kingdom)	
1,465 ¹	5.288%, 12/28/07	1,465,296
2,504	7.75%, 2/15/10	2,648,073
1,100	West Corp., 11.00%, 10/15/16	1,152,250
350 ³	Wind Acquisition Finance S.A.,	
	10.75%, 12/01/15 (Luxembourg)	389,375
	Windstream Corp.,	
500	8.125%, 8/01/13	528,750
230	8.625%, 8/01/16	246,100
	Total Telecommunications	31,906,965
Transportation 0.5%		
115	American Airlines, Inc., Ser. 99-1, 7.324%, 4/15/11	113,563
110	Britannia Bulk Plc, 11.00%, 12/01/11 (United Kingdom)	115,500
350	Canadian National Railway Co., 6.25%, 8/01/34 (Canada)	352,778
405	CHC Helicopter Corp., 7.375%, 5/01/14 (Canada)	391,837
500	Navios Maritime Holdings, Inc.,	
	9.50%, 12/15/14 (Marshall Islands)	528,750
360 ³	St. Acquisition Corp., 12.50%, 5/15/17	229,500
	Total Transportation	1,731,928
	Total Corporate Bonds	244,058,381
U.S. Government and Agency Securities 5.8%		
1,670	Aid to Israel, 5.50%, 4/26/24-9/18/33	1,753,313
1,050	Resolution Funding Corp., Zero Coupon,	
	7/15/18-10/15/18	623,776
1,655	Tennessee Valley Authority, Ser. C, 5.88%, 4/01/36	1,829,397
330	U.S. Treasury Bonds, 4.75%, 2/15/37	329,820
5,832 ²	U.S. Treasury Inflation Protected Bond, 2.375%, 1/15/27	5,982,762
10,450 ²	U.S. Treasury Notes, 4.75%, 8/15/17	10,680,242
	Total U.S. Government and Agency Securities	21,199,310
Foreign Government Bond 0.4%		
1,100	France, 3.75%, 4/25/17	1,522,816
Non-Agency Multiple Class Mortgage Pass-Through Securities 5.5%		
1,600		1,504,462

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	Countrywide Alternative Loan Trust, Ser. 64CB, Class 1A15, 5.50%, 12/25/35	
2,755 ¹	CW Capital Cobalt Ltd., Ser. C3, Class A4, 5.82%, 5/15/46	2,830,870
	First Union National Bank Commercial Mortgage, Ser. C3, Class A3, 6.423%, 8/15/33	3,151,030
2,265	Ser. C4, Class A2, 6.223%, 12/12/33	2,340,547
2,350	General Motor Acceptance Corp. Commercial Mortgage Securities, Inc., Ser. C4, Class A2, 4.93%, 7/10/39	2,308,750
960	JPMorgan Chase Commercial Mortgage Securities Corp., Ser. LDP9, Class A3, 5.336%, 5/15/47	936,591
2,275 ¹	LB-UBS Commercial Mortgage Trust, Ser. C6, Class A4, 5.858%, 7/15/40	2,304,488
925 ^{1,7}	Merrill Lynch Mortgage Trust, Ser. C1, Class AM, 5.83%, 6/12/50	933,463
995 ¹	Morgan Stanley Capital I, Ser. T27, Class A4, 5.651%, 6/11/42	999,692
2,305	Structured Asset Securities Corp., Ser. AL1, Class A2, 3.45%, 2/25/32	1,977,073
995 ¹	Wachovia Bank Commercial Mortgage Trust, Ser. C33, Class A4, 5.903%, 2/15/51	1,017,710
	Total Non-Agency Multiple Class Mortgage Pass-Through Securities	20,304,676

Principal Amount (000)	Description	Value
Taxable Municipal Bond 0.3%		
\$ 1,000	Illinois St. Pension, 5.10%, 6/01/33	\$ 948,570
Trust Preferred Stocks 3.3%		
1,950 ¹	Allstate Corp., 6.50%, 5/15/57	1,890,800
545	BAC Capital Trust XI, 6.625%, 5/23/36	553,198
850 ^{1,3,8}	Barclays Bank Plc, 7.434% (United Kingdom)	901,035
915 ^{1,3,8}	Credit Agricole S.A., 6.637% (France)	869,590
1,550 ^{1,8}	Credit Suisse Ltd., 5.86% (Guernsey)	1,443,920
675 ¹	Lincoln National Corp., 6.05%, 4/20/67	646,921
790	Peco Energy Capital Trust IV, 5.75%, 6/15/33	672,418
605 ¹	Progressive Corp., 6.70%, 6/15/37	593,676
2,200 ^{1,8}	Royal Bank of Scotland Group Plc, Ser. MTN, 7.64% (United Kingdom)	2,280,326
1,000 ^{1,3,8}	Societe Generale, 5.922% (France)	951,690
675 ¹	Travelers Cos., Inc., 6.25%, 3/15/67	655,470
675 ^{1,3}	ZFS Finance Trust I, 6.50%, 5/09/37	649,622
	Total Trust Preferred Stocks	12,108,666

Shares

Common Stocks 0.0%		
1,895 ^{9,10}	Critical Care Systems Intl., Inc.	11,826
Preferred Stocks 0.4%		
55,000	Deutsche Bank Contingent Capital Trust II, 6.55%	1,317,250
45,000 ¹⁰	Superior Essex Holding Corp., Ser. A, 9.50%	27,900

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Total Preferred Stocks 1,345,150

Total Long-Term Investments
(cost \$586,479,015) 584,484,025

Principal Amount (000)	Description	Value
BORROWED BOND AGREEMENTS 21.8%		
\$ 50,927 ¹²	Lehman Brothers Inc., 4.47%, 11/08/07	\$ 50,927,000
29,563 ¹²	4.45%, 11/08/07	29,563,000
Total Borrowed Bond Agreements (cost \$80,490,000)		80,490,000

Notional Amount (000)	Description	Value
OUTSTANDING OPTIONS PURCHASED 1.0%		
3,880	EUR Put Option, strike price \$1.40, expires 1/10/08	16,186
Interest Rate Swaps,		
6,600	Trust pays 3-month LIBOR, Trust receives 5.39%, expires 3/19/12	267,762
4,900	Trust pays 3-month LIBOR, Trust receives 5.52%, expires 9/21/36	289,016
7,600	Trust pays 3-month LIBOR, Trust receives 5.79%, expires 8/16/10	392,551
7,675	Trust pays 3-month LIBOR, Trust receives 6.025%, expires 6/08/12	471,859
7,675	Trust pays 3-month LIBOR, Trust receives 6.025%, expires 6/08/12	242,300
6,600	Trust pays 5.39%, Trust receives 3-month LIBOR, expires 3/19/12	322,872
11,200	Trust pays 5.47%, Trust receives 3-month LIBOR, expires 5/08/12	480,480
11,200	Trust pays 5.47%, Trust receives 3-month LIBOR, expires 5/08/12	523,600

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Core Bond Trust (BHK) (concluded)
(Percentages shown are based on Net Assets)

Notional Amount (000)	Description	Value
OUTSTANDING OPTIONS PURCHASED (cont d)		
4,900	Trust pays 5.52%, Trust receives 3-month LIBOR, expires 9/21/36	\$ 332,459
7,600	Trust pays 5.79%, Trust receives 3-month LIBOR, expires 8/16/10	204,273
Total Outstanding Options Purchased (cost \$3,247,804)		3,543,358
Total Investments before borrowed bonds, TBA sale commitments, and outstanding options written (cost \$670,216,819¹¹)		668,517,383

Principal Amount (000)		
BORROWED BONDS (21.8)%		
\$ (50,800)	U.S. Treasury Notes, 4.00%, 8/31/09	(50,835,712)
(29,600)	4.125%, 8/31/12	(29,569,927)
Total Borrowed Bonds (proceeds \$80,372,938)		(80,405,639)
TBA SALE COMMITMENTS (1.3)%		
(4,400)	Federal National Mortgage Assoc., 6.00%, 11/13/37	(4,431,627)
(200)	Government National Mortgage Assoc., 5.50%, 11/20/37	(198,750)
Total TBA Sale Commitments (proceeds \$4,627,832)		(4,630,377)

Notional Amount (000)		
OUTSTANDING OPTIONS WRITTEN (0.4)%		
(5,300)	Interest Rate Swaps, Trust pays 3-month LIBOR, Trust receives 5.135%, expires 4/21/08	(90,551)

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(6,600)	Trust pays 3-month LIBOR, Trust receives 5.148%, expires 3/19/08	(107,646)
(4,500)	Trust pays 3-month LIBOR, Trust receives 5.485%, expires 10/28/19	(132,205)
(11,500)	Trust pays 3-month LIBOR, Trust receives 5.67%, expires 1/04/10	(292,905)
(6,600)	Trust pays 5.115%, Trust receives 3-month LIBOR, expires 3/19/08	(107,316)
(5,300)	Trust pays 5.135%, Trust receives 3-month LIBOR, expires 4/21/08	(90,551)
(4,500)	Trust pays 5.485%, Trust receives 3-month LIBOR, expires 10/28/19	(176,797)
(11,500)	Trust pays 5.67%, Trust receives 3-month LIBOR, expires 1/04/10	(556,370)
Total Outstanding Options Written (premium received \$2,261,545)		(1,554,341)

Total Investments net of borrowed bonds, TBA sale commitments and outstanding options written	158.0%	581,927,026
Liabilities in excess of other assets	(58.0)%	(213,591,799)

Net Assets 100% **\$ 368,335,227**

- 1 Variable rate security. Rate shown is interest rate as of October 31, 2007.
- 2 Entire or partial principal amount pledged as collateral for reverse repurchase agreements. See Note 4 in the Notes to Financial Statements for details of open reverse repurchase agreements.
- 3 Security is not registered under the Securities Act of 1933. These securities may be resold in transactions in accordance with Rule 144A under that Act, to qualified institutional buyers. As of October 31, 2007, the Trust held 9.9% of its net assets, with a current market value of \$36,518,999, in securities restricted as to resale.
- 4 Security, or a portion thereof, pledged as collateral with a value of \$4,615,550 on 134 long Eurodollar futures contracts expiring December 2007 to March 2008, 198 long U.S. Treasury Note futures contracts expiring December 2007, 1,153 long U.S. Treasury Bond futures contracts expiring December 2007, 163 short Eurodollar futures contracts expiring December 2007, 3,130 short U.S. Treasury Note futures contracts expiring December 2007 and 224 short U.S. Treasury Note futures contracts expiring December 2007. The notional value of such contracts on October 31, 2007 was \$243,902,499, with an unrealized loss of \$519,568.
- 5 Illiquid security. As of October 31, 2007, the Trust held 0.6% of its net assets, with a current market value of \$2,148,367, in these securities.
- 6 Represents a step up bond; the interest rate shown reflects the effective yield at the time of purchase.
- 7 Represents an investment in an affiliate.
- 8 The security is a perpetual bond and has no stated maturity date.
- 9 Non-income producing security.
- 10 Security is fair valued.
- 11 Cost for federal income tax purposes is \$671,388,702. The net unrealized depreciation on a tax basis is \$2,871,319, consisting of \$6,742,797 gross unrealized appreciation and \$9,614,116 gross unrealized depreciation.
- 12 See Note 1 in the Notes to Financial Statements for details of borrowed bond agreements.

For Trust compliance purposes, the Trust's sector and industry classifications refer to any one or more of the Standard Industry Codes as defined by the SEC. This definition may not apply for purposes of this report, which may combine sector and industry sub-classifications for reporting ease. See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock High Yield Trust (BHY)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
LONG-TERM INVESTMENTS 116.2%		
Corporate Bonds 110.2%		
Aerospace & Defense 3.0%		
\$ 330	AAR Corp., 6.875%, 12/15/07	\$ 330,000
3501	Ser. A2, 8.39%, 5/15/11	353,500
1002	Bombardier, Inc., 8.00%, 11/15/14 (Canada)	104,000
410	DI Finance/DynCorp Intl., Ser. B, 9.50%, 2/15/13	435,625
40	DRS Technologies, Inc., 6.875%, 11/01/13	40,000
100	7.625%, 2/01/18	102,250
20	L-3 Communications Corp., 5.875%, 1/15/15	19,500
40	Sequa Corp., 9.00%, 8/01/09	42,900
100	TransDigm, Inc., 7.75%, 7/15/14	101,750
	Total Aerospace & Defense	1,529,525
Automotive 5.0%		
85	Accuride Corp., 8.50%, 2/01/15	79,900
1852	Allison Transmission, 11.25%, 11/01/15	182,456
60	Asbury Automotive Group, Inc., 7.625%, 3/15/17	56,100
90	AutoNation, Inc., 7.00%, 4/15/14	87,075
803	7.243%, 4/15/13	78,200
520	Ford Capital BV, 9.50%, 6/01/10 (Netherlands)	523,900
125	Ford Motor Co., 8.90%, 1/15/32	110,313
40	Goodyear Tire & Rubber Co. (The), 7.857%, 8/15/11	41,400
156	8.625%, 12/01/11	166,140
195	Lear Corp., Ser. B, 8.75%, 12/01/16	187,200
255	Metaldyne Corp., 10.00%, 11/01/13	237,150
180	Penske Auto Group, Inc., 7.75%, 12/15/16	175,050
250	Rent-A-Center, Inc., 7.50%, 5/01/10	238,750
350	Stanadyne Corp., 10.00%, 8/15/14	355,250
	Total Automotive	2,518,884
Basic Materials 11.1%		
185	AK Steel Corp., 7.75%, 6/15/12	188,700
165	Abitibi-Consolidated, Inc., (Canada) 6.00%, 6/20/13	121,275
35	8.85%, 8/01/30	25,900
205	Alpha Natural Resources LLC/Alpha Natural Resources Capital Corp., 10.00%, 6/01/12	218,325
140	American Pacific Corp., 9.00%, 2/01/15	143,500
115	Bowater Finance Corp., 7.95%, 11/15/11 (Canada)	98,613
1303	Bowater, Inc., 8.694%, 3/15/10	118,950
150	CPG Intl. I, Inc., 10.50%, 7/01/13	150,000
175	Cascades, Inc., 7.25%, 2/15/13 (Canada)	169,750
120	Catalyst Paper Corp., 7.375%, 3/01/14 (Canada)	87,900
50	Chemtura Corp., 6.875%, 6/01/16	47,750
40	Domtar, Inc., 7.125%, 8/15/15 (Canada)	39,600
66	Equistar Chemicals LP/Equistar Funding Corp., 10.125%, 9/01/08	68,145

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57	10.625%, 5/01/11	59,565
	FMG Finance Ltd. (Australia)	
852	10.00%, 9/01/13	93,925
1202	10.625%, 9/01/16	142,200
	Freeport-McMoRan Copper & Gold, Inc.,	
550	8.375%, 4/01/17	602,250
1803	8.394%, 4/01/15	185,850
	Huntsman LLC,	
95	11.50%, 7/15/12	103,312
365	11.625%, 10/15/10	386,900
2052	Ineos Group Holdings Plc, 8.50%, 2/15/16 (United Kingdom)	194,750
545	Innophos, Inc., 8.875%, 8/15/14	549,087

Principal Amount (000)	Description	Value
Basic Materials (cont d)		
\$ 702	Key Plastics LLC/Key Plastics Finance Corp., 11.75%, 3/15/13	\$ 59,500
260	Lyondell Chemical Co., 10.50%, 6/01/13	280,150
2652	MacDermid, Inc., 9.50%, 4/15/17	253,075
	NewPage Corp.,	
450	10.00%, 5/01/12	475,875
210	12.00%, 5/01/13	226,800
1053	NOVA Chemicals Corp., 8.484%, 11/15/13 (Canada)	103,163
125	Russel Metals, Inc., 6.375%, 3/01/14 (Canada)	118,750
	Ryerson, Inc.,	
1002	12.00%, 11/01/15	102,750
602,3	12.574%, 11/01/14	61,200
802	Steel Dynamics, Inc., 7.375%, 11/01/12	80,000
85	Terra Capital, Inc., Ser. B, 7.00%, 2/01/17	85,000
	Total Basic Materials	5,642,510
Building & Development 1.9%		
403	Ainsworth Lumber Co. Ltd., 8.981%, 10/01/10 (Canada)	30,250
	Goodman Global Holding Co., Inc.,	
160	7.875%, 12/15/12	167,200
323	8.36%, 6/15/12	32,160
250	K. Hovnanian Enterprises, Inc., 6.25%, 1/15/15	192,500
100	Masonite Intl. Corp., 11.00%, 4/06/15 (Canada)	84,500
110	Nortek, Inc., 8.50%, 9/01/14	97,350
335	North American Energy Partners, Inc., 8.75%, 12/01/11 (Canada)	338,350
	Total Building & Development	942,310
Commercial Services 0.7%		
100	FTI Consulting, Inc., 7.75%, 10/01/16	104,500
1452	Quebecor World, Inc., 9.75%, 1/15/15 (Canada)	141,375
1002	U.S. Investigations Services, Inc., 10.50%, 11/01/15	95,250
	Total Commercial Services	341,125
Consumer Products 6.9%		
2653	Ames True Temper, Inc., 9.243%, 1/15/12	254,400
203	Avis Budget Car Rental LLC/Avis Budget Finance, Inc., 8.058%, 5/15/14	19,750
702	Bausch & Lomb, Inc., 9.875%, 11/01/15	72,100
502	Beverages & More, Inc., 9.25%, 3/01/12	51,500
130	Buffets, Inc., 12.50%, 11/01/14	84,175
	General Nutrition Centers, Inc.,	

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2803	10.009%, 3/15/14	269,500
250	10.75%, 3/15/15	243,125
150	Jarden Corp., 7.50%, 5/01/17	142,500
475	Lazy Days RV Center, Inc., 11.75%, 5/15/12	427,500
	Michaels Stores, Inc.,	
260	10.00%, 11/01/14	261,950
330	11.375%, 11/01/16	329,175
20	Neiman-Marcus Group, Inc., 9.00%, 10/15/15	21,100
265	Pantry, Inc. (The), 7.75%, 2/15/14	258,375
100	Quiksilver, Inc., 6.875%, 4/15/15	93,250
120	Reynolds American, Inc., 7.625%, 6/01/16	129,830
	Rite Aid Corp.,	
400	7.50%, 3/01/17	372,000
802	9.375%, 12/15/15	73,800
	Sally Holdings LLC,	
35	9.25%, 11/15/14	35,175
270	10.50%, 11/15/16	268,650
110	Yankee Acquisition Corp., Ser. B, 9.75%, 2/15/17	101,750
	Total Consumer Products	3,509,605

Containers & Packaging 3.3%

	Berry Plastics Holding Corp.,	
340	8.875%, 9/15/14	348,500
1003	9.569%, 9/15/14	100,250
85	Crown Americas LLC/Crown Americas Capital Corp.,	
	7.75%, 11/15/15	87,550

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock High Yield Trust (BHY) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Containers & Packaging (cont d)		
\$ 110	Graham Packaging Co., Inc., 8.50%, 10/15/12	\$ 109,175
30	Graphic Packaging Intl. Corp., 9.50%, 8/15/13	31,500
2702,3	Impress Holdings BV, 8.368%, 9/15/13 (Netherlands)	268,584
310	Pregis Corp., 12.375%, 10/15/13	337,900
375	Smurfit-Stone Container Enterprises, Inc., 8.00%, 3/15/17	372,656
	Total Containers & Packaging	1,656,115
Ecological Services & Equipment 0.8%		
270	Aleris Intl., Inc., 9.00%, 12/15/14	243,675
185	Waste Services, Inc., 9.50%, 4/15/14	185,000
	Total Ecological Services & Equipment	428,675
Energy 15.9%		
130	AES Red Oak LLC, Ser. A, 8.54%, 11/30/19	139,162
80	Berry Petroleum Co., 8.25%, 11/01/16	81,600
100	Chaparral Energy, Inc., 8.50%, 12/01/15	93,250
90	Chesapeake Energy Corp., 6.375%, 6/15/15	87,300
250	6.625%, 1/15/16	245,000
20	6.875%, 11/15/20	19,550
50	Compagnie Generale de Geophysique-Veritas (France) 7.50%, 5/15/15	51,000
80	7.75%, 5/15/17	82,400
115	Compton Petroleum Finance Corp., 7.625%, 12/01/13 (Canada)	110,113
70	Copano Energy LLC, 8.125%, 3/01/16	71,925
4072,3	Corral Finans AB, 6.855%, 4/15/10 (Sweden)	384,865
30	Denbury Resources, Inc., 7.50%, 12/15/15	30,450
260 ¹	East Cameron Gas Co., 11.25%, 7/09/19 (Cayman Islands)	249,600
480	Elwood Energy LLC, 8.159%, 7/05/26	492,337
40	Encore Acquisition Co., 6.00%, 7/15/15	36,200
30	7.25%, 12/01/17	28,725
475 ²	Energy Future Holdings, 11.25%, 11/01/17	480,937
370	Exco Resources, Inc., 7.25%, 1/15/11	365,375
190 ²	Forest Oil Corp., 7.25%, 6/15/19	190,000
65	Frontier Oil Corp., 6.625%, 10/01/11	64,675
50	Grant Prideco, Inc., Ser. B, 6.125%, 8/15/15	50,250
97	Homer City Funding LLC, 8.734%, 10/01/26	107,670
5	Hornbeck Offshore Services, Inc., 6.125%, 12/01/14	4,763
440	KCS Energy, Inc., 7.125%, 4/01/12	433,400
96	Midwest Generation LLC, Ser. B, 8.56%, 1/02/16	103,203
350	Mirant Americas Generation LLC, 8.30%, 5/01/11	353,937
30	Newfield Exploration Co., 6.625%, 9/01/14	29,475
130	NRG Energy, Inc., 7.25%, 2/01/14	130,000
385	7.375%, 2/01/16	384,037
440 ²	OPTI, Inc., 8.25%, 12/15/14 (Canada)	441,100
345	Orion Power Holdings, Inc., 12.00%, 5/01/10	381,225

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185	Range Resources Corp., 7.375%, 7/15/13	188,237
130	Sabine Pass LNG LP, 7.50%, 11/30/16	127,400
210 ₂	SemGroup LP, 8.75%, 11/15/15	201,600
40	Sithe Independence Funding, Ser. A, 9.00%, 12/30/13	42,349
200 ₂	Targa Resources, Inc., 8.50%, 11/01/13	202,000
160	Tennessee Gas Pipeline Co., 8.375%, 6/15/32	186,512
450 ₂	Texas Competitive Electric Holdings Co. LLC, 10.25%, 11/01/15	452,250
400	Transcontinental Gas Pipe Line Corp., Ser. B, 8.875%, 7/15/12	449,000
495	Whiting Petroleum Corp., 7.25%, 5/01/12-5/01/13	486,963
	Total Energy	8,059,835

Principal Amount (000)	Description	Value
Entertainment & Leisure 4.8%		
\$ 150	AMC Entertainment, Inc., 11.00%, 2/01/16	\$ 162,375
125 ₂	French Lick Resorts & Casino LLC/French Lick Resorts & Casino Corp., 10.75%, 4/15/14	99,375
	Gaylord Entertainment Co., 6.75%, 11/15/14	271,600
280		
40	8.00%, 11/15/13	40,700
320 ₂	Great Canadian Gaming Corp., 7.25%, 2/15/15 (Canada)	318,400
185 ₂	Greektown Holdings LLC, 10.75%, 12/01/13	184,075
210	Harrah's Operating Co., Inc., 5.75%, 10/01/17	154,875
60	MGM Mirage, 6.75%, 9/01/12	59,100
200 ₂	Pinnacle Entertainment, Inc., 7.50%, 6/15/15	193,000
115	Riddell Bell Holdings, Inc., 8.375%, 10/01/12	110,400
140	Seneca Gaming Corp., Ser. B, 7.25%, 5/01/12	141,050
140 ₂	Shingle Springs Tribal Gaming Authority, 9.375%, 6/15/15	140,700
50	Station Casinos, Inc., 6.625%, 3/15/18	39,625
60 ₃	Travelport LLC, 10.246%, 9/01/14	60,300
435	Virgin River Casino, 9.00%, 1/15/12	411,075
70	Wynn Las Vegas LLC/Wynn Las Vegas Capital Corp., 6.625%, 12/01/14	68,775
	Total Entertainment & Leisure	2,455,425

Financial Institutions 10.6%		
500	AES Red Oak LLC, Ser. B, 9.20%, 11/30/29	568,750
300 ₂	Alliant Holdings I, Inc., 11.00%, 5/01/15	288,750
	American Real Estate Partners LP/American Real Estate Finance Corp., 7.125%, 2/15/13	180,375
185		
300	8.125%, 6/01/12	302,250
1122,3	BMS Holdings, Inc., 12.40%, 2/15/12	107,084
500 ₂	Dow Jones CDX HY, Ser. 6-T1, 8.625%, 6/29/11	528,050
	Ford Motor Credit Co. LLC, 7.80%, 6/01/12	469,787
500		
110 ₃	7.993%, 1/13/12	101,835
40	General Motors Acceptance Corp. LLC, 8.00%, 11/01/31	36,973
	Hexion U.S. Finance Corp./Hexion Nova Scotia Finance ULC, 9.75%, 11/15/14	82,312
75		
100 ₃	10.058%, 11/15/14	103,500
442 ₂	iPayment Investors LP, 11.625%, 7/15/14	455,155
120	iPayment, Inc., 9.75%, 5/15/14	115,200
	LVB Acquisition Merger Sub, Inc., 10.00%, 10/15/17	77,063
75 ₂		
75 ₂	10.375%, 10/15/17	75,938
100 ₂	11.625%, 10/15/17	101,875
	Momentive Performance Materials, Inc., 9.75%, 12/01/14	170,625
175 ₂		

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402	10.125%, 12/01/14	38,600
2852	11.50%, 12/01/16	275,025
702	NSG Holdings LLC/NSG Holdings, Inc., 7.75%, 12/15/25	69,300
2202,3	PNA Intermediate Holding Corp., 12.36%, 2/15/13	216,150
	Rainbow National Services LLC,	
3102	8.75%, 9/01/12	322,400
3182	10.375%, 9/01/14	349,800
1002,3	USI Holdings Corp., 9.433%, 11/15/14	93,000
303	Universal City Florida Holding Co. I/II, 9.661%, 5/01/10	30,675
3002	Wimar Opco LLC/Wimar Opco Finance Corp., 9.625%, 12/15/14	225,000
	Total Financial Institutions	5,385,472

Health Care 3.7%

165	Accellent, Inc., 10.50%, 12/01/13	155,512
1803	Angiotech Pharmaceuticals, Inc., 9.371%, 12/01/13 (Canada)	178,200
1402	Community Health Systems, Inc., 8.875%, 7/15/15	141,750
100	Cooper Cos., Inc. (The), 7.125%, 2/15/15	99,000
135	Norcross Safety Products LLC/Norcross Capital Corp., 9.875%, 8/15/11	140,063
1502	PTS Acquisition Corp., 9.50%, 4/15/15	144,750

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock High Yield Trust (BHY) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Health Care (cont d)		
\$ 615	Tenet Healthcare Corp., 6.50%, 6/01/12	\$ 521,212
50	9.875%, 7/01/14	45,500
230	United Surgical Partners Intl., Inc., 8.875%, 5/01/17	234,600
	Universal Hospital Services, Inc., 8.50%, 6/01/15	50,875
502,3	8.759%, 6/01/15	50,125
1152	Viant Holdings, Inc., 10.125%, 7/15/17	108,100
	Total Health Care	1,869,687
Industrials 3.9%		
2002	AGY Holding Corp., 11.00%, 11/15/14	197,000
302	Blaze Recycling & Metals LLC/Blaze Finance Corp., 10.875%, 7/15/12	30,000
	Harland Clarke Holdings Corp., 9.50%, 5/15/15	54,600
60	10.308%, 5/15/15	45,000
503	Hexcel Corp., 6.75%, 2/01/15	78,600
80	Leucadia National Corp., 8.125%, 9/15/15	201,750
200	Park-Ohio Industries, Inc., 8.375%, 11/15/14	79,263
85	RBS Global, Inc./Rexnord Corp., 8.875%, 9/01/16	86,062
85	9.50%, 8/01/14	351,050
340	11.75%, 8/01/16	296,800
280	Sunstate Equipment Co. LLC, 10.50%, 4/01/13	489,600
5102	Terex Corp., 7.375%, 1/15/14	55,275
55		
	Total Industrials	1,965,000
Media 12.1%		
	Affinion Group, Inc., 10.125%, 10/15/13	224,137
215	11.50%, 10/15/15	182,437
175	American Media Operations, Inc., Ser. B, 10.25%, 5/01/09	33,513
35	Bonten Media Acquisition Co., 9.00%, 6/01/15	73,500
802	CMP Susquehanna Corp., 9.875%, 5/15/14	266,437
290	CSC Holdings, Inc., Ser. B, 7.625%, 4/01/11	44,888
45	Cablevision Systems Corp., Ser. B, 9.644%, 4/01/09	179,812
1753	CanWest MediaWorks, Inc., 8.00%, 9/15/12 (Canada)	58,500
60	Charter Communications Holdings I LLC/Charter Communications Holdings I Capital Corp., 11.00%, 10/01/15	261,575
270	Charter Communications Holdings II LLC/Charter Communications Holdings II Capital Corp., 10.25%, 9/15/10	826,200
810	Ser. B, 10.25%, 9/15/10	76,313
75	Dex Media West LLC/Dex Media Finance Co., Ser. B, 9.875%, 8/15/13	53,313
50	DirecTV Holdings LLC/DirecTV Financing Co., 8.375%, 3/15/13	130,625
125	EchoStar DBS Corp., 7.00%, 10/01/13	208,250
200		

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260	7.125%, 2/01/16	271,700
1252,3	ION Media Networks, Inc., 8.493%, 1/15/12	125,313
320	Idearc, Inc., 8.00%, 11/15/16	320,800
290	Network Communications, Inc., 10.75%, 12/01/13	291,812
325	Nexstar Finance, Inc., 7.00%, 1/15/14 Nielsen Finance LLC/Nielsen Finance Co.,	312,000
1704	9.115%, 8/01/16	122,825
445	10.00%, 8/01/14	468,362
352	Quebecor Media, Inc., 7.75%, 3/15/16 (Canada) RH Donnelley Corp.,	33,775
1002	8.875%, 10/15/17	100,000
275	Ser. A-3, 8.875%, 1/15/16	275,000
5902	TL Acquisitions, Inc., 10.50%, 1/15/15	587,050
1802	Univision Communications, Inc., 9.75%, 3/15/15	176,400
280	Vertis, Inc., 9.75%, 4/01/09	280,000
175	Young Broadcasting, Inc., 10.00%, 3/01/11	164,500
Total Media		6,149,037

Principal Amount (000)	Description	Value
Real Estate 1.4%		
\$ 2402	Realogy Corp., 10.50%, 4/15/14	\$ 199,500
3802	11.00%, 4/15/14	309,700
2652	12.375%, 4/15/15	193,450
Total Real Estate		702,650

Technology 6.3%		
40	Amkor Technology, Inc., 7.75%, 5/15/13	38,700
235	9.25%, 6/01/16	240,288
60	Belden, Inc., 7.00%, 3/15/17	60,900
350	Celestica, Inc., 7.625%, 7/01/13 (Canada)	336,000
180	Coleman Cable, Inc., 9.875%, 10/01/12	177,300
4302	First Data Corp., 9.875%, 9/24/15	411,725
530	Freescale Semiconductor, Inc., 9.125%, 12/15/14 NXP BV/NXP Funding LLC (Netherlands)	479,650
1253	7.993%, 10/15/13	118,438
150	9.50%, 10/15/15	141,750
190	Sanmina-SCI Corp., 8.125%, 3/01/16	166,725
1902,3	Spansion, Inc., 8.746%, 6/01/13 SunGard Data Systems, Inc.,	180,025
85	9.125%, 8/15/13	86,700
465	10.25%, 8/15/15	484,762
305	Superior Essex Communications LLC/Essex Group, Inc., 9.00%, 4/15/12	301,187
Total Technology		3,224,150

Telecommunications 16.6%		
2,0005	Asia Global Crossing Ltd., 13.375%, 10/15/10 (Bermuda) Centennial Communications Corp.,	180,000
455	8.125%, 2/01/14	464,100
2203	10.981%, 1/01/13	226,600
405	Cincinnati Bell, Inc., 7.25%, 7/15/13 Cricket Communications, Inc.,	406,012
115	9.375%, 11/01/14	114,138
2302	9.375%, 11/01/14 Digicel Group Ltd. (Bermuda)	228,275
1302	8.875%, 1/15/15	121,394

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3942	9.125%, 1/15/15	368,276
260	Dobson Cellular Systems, Inc., 8.375%, 11/01/11	275,600
1003	Hawaiian Telcom Communications, Inc., Ser. B, 10.318%, 5/01/13	101,250
903	iPCS, Inc., 7.036%, 5/01/13	87,750
320	Intelsat Corp., 9.00%, 6/15/16	327,200
40	Intelsat Intermediate Holding Co. Ltd., 9.25%, 2/01/15 (Bermuda)	32,900
	Intelsat Ltd. (Bermuda)	
2953	8.886%, 1/15/15	299,425
150	9.25%, 6/15/16	155,625
70	11.25%, 6/15/16	75,250
3203	11.409%, 6/15/13	333,600
245	Intelsat Subsidiary Holding Co. Ltd., 8.625%, 1/15/15 (Bermuda)	248,675
5652	MetroPCS Wireless, Inc., 9.25%, 11/01/14	560,763
4452	Nordic Telephone Co. Holdings A.p.S., 8.875%, 5/01/16 (Denmark)	470,587
2452,3	Nortel Networks Ltd., 9.493%, 7/15/11 (Canada)	241,938
	PanAmSat Corp.,	
210	6.875%, 1/15/28	177,450
270	9.00%, 8/15/14	275,400
3942,3	ProtoStar I Ltd., 12.50%, 10/15/12 (Bermuda)	413,758
	Qwest Corp.,	
600	7.875%, 9/01/11	633,000
2303	8.944%, 6/15/13	245,237
	West Corp.,	
125	9.50%, 10/15/14	128,438
475	11.00%, 10/15/16	497,562

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock High Yield Trust (BHY) (concluded)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Telecommunications (cont d)		
\$ 375 ²	Wind Acquisition Finance S.A., 10.75%, 12/01/15 (Luxembourg)	\$ 417,187
200	Windstream Corp., 8.125%, 8/01/13	211,500
120	8.625%, 8/01/16	128,400
	Total Telecommunications	8,447,290
Transportation 2.2%		
95	American Airlines, Inc., Ser. 99-1, 7.324%, 4/15/11	93,813
60	Britannia Bulk Plc, 11.00%, 12/01/11 (United Kingdom)	63,000
170	CHC Helicopter Corp., 7.375%, 5/01/14 (Canada)	164,475
320	Navios Maritime Holdings, Inc., 9.50%, 12/15/14 (Marshall Islands)	338,400
350	Overseas Shipholding Group, Inc., 7.50%, 2/15/24	342,125
200 ²	St. Acquisition Corp., 12.50%, 5/15/17	127,500
	Total Transportation	1,129,313
	Total Corporate Bonds	55,956,608
Bank Loans 5.2%		
325	Affinion Group, Inc., LIBOR + 6.25%, 3/01/12	315,792
50	Rexnord Holdings, Inc., LIBOR + 6.25%, 3/02/13	46,814
50	Riverdeep Interactive Learning USA, Inc., LIBOR + 7.20%, 12/19/14	49,337
252	Rotech Healthcare, LIBOR + 6.00%, 9/26/11	244,105
430	ServiceMaster Co. (The), LIBOR + 4.50%, 6/19/08	397,212
85	Spectrum Brands, Inc., LIBOR + 4.00% , 4/15/13	83,741
750	Texas Competitive Electric Holdings Co. LLC, LIBOR + 3.50%, 10/10/14	749,785
394	Travelport Holdco, LIBOR + 7.00%, 3/22/12	379,314
400	Verso Paper Finance Holdings LLC, LIBOR + 6.25%, 2/01/13	389,000
	Total Bank Loans	2,655,100
Shares		
Common Stocks 0.8%		
4,737 ^{1,6}	Critical Care Systems Intl., Inc.	29,606
14,992 ^{1,6}	Mattress Discounters Corp.	
68,358 ⁶	Neon Communications Group, Inc.	352,044
	Total Common Stocks	381,650

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Preferred Stock 0.0%

40,000 ¹	Superior Essex Holding Corp., Ser. A, 9.50%	24,800
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**Units
(000)**

Warrants 0.0%

54 ^{1,2,7}	Neon Communications, Inc., expires 12/02/12	1
1,2,6,7	PF. Net Communications, Inc., expires 5/15/10, strike price \$0.01, 36.87243 shares for 1 warrant	

Total Warrants	1
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Total Long-Term Investments (cost \$62,270,501)	59,018,159
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**Principal
Amount
(000)**

Description

Value

SHORT-TERM INVESTMENT 1.2%

U.S. Government and Agency Discount Notes 1.2%

\$ 600 ⁸	Federal Home Loan Bank Disc. Notes, 4.401%, 11/01/07 (cost \$600,000)	\$ 600,000
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Total Investments 117.4% (cost \$62,870,509)	59,618,159
Liabilities in excess of other assets (17.4)%	(8,835,903)

Net Assets 100%	\$ 50,782,256
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1 Security is fair valued.

2 Security is not registered under the Securities Act of 1933. These securities may be resold in transactions in accordance with Rule 144A under that Act, to qualified institutional buyers. As of October 31, 2007, the Trust held 30.1% of its net assets, with a current market value of \$15,307,398, in securities restricted as to resale.

3 Variable rate security. Rate shown is interest rate as of October 31, 2007.

4 Represents a step up bond; the interest rate shown reflects the effective yield at the time of purchase.

5 Issuer is in default and/or bankruptcy.

6 Non-income producing security.

7 Illiquid security. As of October 31, 2007, the Trust held less than 0.1% of its net assets, with a current market value of \$1, in these securities.

8 Rate shown is the yield to maturity as of the date of purchase.

9 Cost for federal income tax purposes is \$62,884,976. The net unrealized depreciation on a tax basis is \$3,266,817, consisting of \$1,051,387 gross unrealized appreciation and \$4,318,204 gross unrealized depreciation.

For Trust compliance purposes, the Trust's sector and industry classifications refer to any one or more of the Standard Industry Codes as defined by the SEC. This definition may not apply for purposes of this report, which may combine sector and industry sub-classifications for reporting ease.

See Notes to Financial Statements.

ANNUAL REPORT

OCTOBER 31, 2007

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Portfolio of Investments as of October 31, 2007

BlackRock Income Opportunity Trust (BNA)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
LONG-TERM INVESTMENTS 167.7%		
Mortgage Pass-Through Securities 60.2%		
\$ 5,047 ¹	Citigroup Mortgage Loan Trust, Inc., Ser. 4, Class A, 5.345%, 8/25/35	\$ 4,923,530
651 ¹	Federal Home Loan Mortgage Corp., 4.207%, 1/01/35	661,712
1,455 ^{1,2}	5.067%, 1/01/35	1,436,926
4,000	TBA, 5.50%, 12/12/37	3,935,000
498	Federal National Mortgage Assoc., 5.00%, 1/01/37-4/01/37	477,395
13,179 ²	5.00%, 7/01/35	12,661,887
13,497	5.50%, 12/01/13-5/18/35	13,465,940
335 ³	5.50%, 12/01/32	331,440
6,848 ^{2,3}	5.50%, 1/01/33	6,769,130
14,910 ²	5.50%, 7/01/16-6/01/36	14,806,796
747	6.00%, 3/01/16-1/01/37	760,348
897 ²	6.00%, 6/01/37	903,619
89	7.00%, 2/01/24-8/01/36	92,148
115,700	TBA, 5.50%, 12/01/99	114,000,598
30,300	TBA, 6.00%, 11/13/37-12/12/37	30,491,251
17,400	TBA, 6.50%, 12/12/37	17,786,071
97	Government National Mortgage Assoc., 8.00%, 4/15/24-6/15/25	103,077
5,168 ¹	GSR Mortgage Loan Trust, Ser. AR4, Class 6A1, 5.25%, 7/25/35	5,025,408
	Total Mortgage Pass-Through Securities	228,632,276
Federal Housing Administration Securities 1.0%		
190	General Motors Acceptance Corp. Projects, Ser. 37, 7.43%, 5/01/22	191,819
77	Ser. 44, 7.43%, 8/01/22	77,296
50 ⁴	Merrill Projects, Ser. 29, 7.43%, 10/01/20	50,662
49 ⁴	Ser. 42, 7.43%, 9/01/22	49,745
1,715	Reilly Project, Ser. B-11, 7.40%, 4/01/21	1,732,569
1,710	Westmore Project, 7.25%, 4/01/21	1,726,757
	Total Federal Housing Administration Securities	3,828,848
Agency Multiple Class Mortgage Pass-Through Securities 6.5%		
1	Federal Home Loan Mortgage Corp., Ser. 192, Class U, 1,009.033%, 2/15/22	4
	Ser. 1057, Class J, 1,008.001%, 3/15/21	740
3,156	Ser. 2806, Class VC, 6.00%, 12/15/19	3,208,113
6,000	Ser. 2874, Class BC, 5.00%, 10/15/19	5,832,895
1,390	Ser. 2883, Class DR, 5.00%, 11/15/19	1,344,446
1,725	Ser. 2968, Class EG, 6.00%, 10/15/34	1,749,053
7,182	Ser. 3174, Class PZ, 5.00%, 1/15/36	6,420,018
2,858	Federal National Mortgage Assoc., Ser. 5, Class PK, 5.00%, 12/25/34	2,850,583
	Ser. 33, Class PV, 1,078.42%, 10/25/21	9,533
1,571 ¹	Ser. 118, Class FD, 5.273%, 12/25/33	1,559,544
1,525		1,554,302

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Government National Mortgage Assoc., Ser. 65,
Class VA, 6.00%, 6/20/15

Total Agency Multiple Class Mortgage
Pass-Through Securities 24,529,231

Non-Agency Multiple Class Mortgage Pass-Through Securities 7.5%

1,700	Countrywide Alternative Loan Trust, Ser. 64CB, Class 1A15, 5.50%, 12/25/35	1,598,490
3,025 ¹	CW Capital Cobalt Ltd., Ser. C3, Class A4, 5.82%, 5/15/46	3,108,306
2,369	Donaldson, Lufkin & Jenrette Commercial Mortgage Corp., Class A 1B, 7.18%, 11/10/33	2,478,743
2,630	First Union-Lehman Brothers-Bank of America, Ser. C2, Class D, 6.778%, 11/18/35	2,786,483

Principal Amount (000)	Description	Value
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Non-Agency Multiple Class Mortgage Pass-Through Securities (cont d)

\$ 2,310	GE Capital Commercial Mortgage Corp., Ser. 1A, Class A3, 6.269%, 12/10/35	\$ 2,394,614
2,580	General Motor Acceptance Corp. Commercial Mortgage Securities, Inc., Ser. C4, Class A2, 4.93%, 7/10/39	2,534,713
1,065	JPMorgan Chase Commercial Mortgage Securities Corp., Ser. LDP9, Class A3, 5.336%, 5/15/47	1,039,030
2,500 ¹	LB-UBS Commercial Mortgage Trust, Ser. C6, Class A4, 5.858%, 7/20/40	2,532,404
1,105 ¹	Morgan Stanley Capital I, Ser. T27, Class A4, 5.651%, 6/11/42	1,110,211
7,077	Residential Funding Securities Corp., Ser. RM2, Class A15, 8.50%, 5/25/33	7,557,206
2 ^{1,5,6}	Summit Mortgage Trust, Ser. 1, Class B1, 6.611%, 12/28/12	2,055
1,105 ¹	Wachovia Bank Commercial Mortgage Trust, Ser. C33, Class A4, 5.903%, 2/15/51	1,130,221
300 ¹	Wells Fargo Mortgage Backed Securities Trust, Ser. AR4, Class 2A4, 5.774%, 4/25/36	292,254
	Total Non-Agency Multiple Class Mortgage Pass-Through Securities	28,564,730

Inverse Floating Rate Mortgage Securities 0.4%

7 ¹	Federal Home Loan Mortgage Corp., Ser. 1043, Class H, 21.938%, 2/15/21	6,728
1	Ser. 1148, Class E, 592.552%, 10/15/21	254
401 ¹	Ser. 1611, Class JC, 10.00%, 8/15/23	415,923
1	Federal National Mortgage Assoc., Ser. 7, Class S, 594.704%, 3/25/21	3,020
1	Ser. 10, Class S, 575.455%, 5/25/21	9,122
1	Ser. 12, Class S, 608.135%, 5/25/21	7,929
1	Ser. 17, Class S, 580.114%, 6/25/21	4,623
970 ¹	Ser. 23, Class PS, 9.565%, 4/25/23	997,875
1	Ser. 46, Class S, 1,402.625%, 5/25/21	3,397
1	Ser. 49, Class S, 527.80%, 12/25/21	1,620
54 ¹	Ser. 87, Class S, 13.764%, 8/25/21	66,182

Total Inverse Floating Rate Mortgage Securities 1,516,673

Asset-Backed Securities 11.6%

1,171 ¹	Ameriquest Mortgage Securities, Inc., Ser. R11, Class A1, 5.175%, 11/25/34	1,130,435
3,025		3,023,858

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	Capital Auto Receivables Asset Trust, Ser. 1, Class A3, 5.03%, 10/15/09	
	Chase Issuance Trust, Ser. A17, Class A, 5.12%, 10/15/14	2,617,368
2,600		
2,650 ¹	Ser. A3, 5.081%, 7/15/11	2,642,849
3,100	Chase Manhattan Auto Owner Trust, Ser. B, Class A4, 4.88%, 6/15/12	3,101,824
3,125	Citibank Credit Card Issuance Trust, Ser. A2, Class A2, 4.85%, 2/10/11	3,126,616
251 ¹	Countrywide Asset-Backed Certificates, Ser. 16, Class 4AV1, 4.973%, 1/25/35	250,395
2,683	DaimlerChrysler Auto Trust, Ser. A, Class A3, 5.00%, 5/08/10	2,682,987
2,575 ¹	Discover Card Master Trust I, Ser. 1, Class A, 5.101%, 9/16/10	2,573,534
2,829	Ford Credit Auto Owner Trust, Ser. A, Class A3, 5.07%, 11/15/09	2,828,664
2,550	Harley-Davidson Motorcycle Trust, Ser. 2, Class A2, 4.07%, 2/15/12	2,532,184
2,500	Maryland Trust, Ser. 1, Class A, 5.55%, 12/10/65	2,371,875
	MBNA Credit Card Master Note Trust, Ser. A1, Class A, 4.90%, 7/15/11	3,080,667
3,075		
4,050 ¹	Ser. A4, 5.081%, 9/15/11	4,039,664
	Morgan Stanley ABS Capital I, Ser. HE5, Class A2A, 4.943%, 8/25/36	1,470,690
1,483 ¹		
1,094 ¹	Ser. NC4, Class A2A, 4.903%, 6/25/36	1,088,057

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Income Opportunity Trust (BNA)
 (continued)
 (Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Asset-Backed Securities (cont d)		
\$ 65 ¹	New Century Home Equity Loan Trust, Ser. C, Class A2A, 4.953%, 1/25/36	\$ 64,997
520 ¹	Structured Asset Investment Loan Trust, Ser. 1, Class A1, 4.953%, 1/25/36	518,334
2,517	USAA Auto Owner Trust, Ser. 1, Class A3, 5.01%, 9/15/10	2,517,258
2,275	Wachovia Auto Owner Trust, Ser. A, Class A4, 5.38%, 3/20/13	2,300,691
	Total Asset-Backed Securities	43,962,947
Interest Only Asset-Backed Securities 0.2%		
241.5 ⁵	Morgan Stanley Capital Trust I, Ser. HF1, Class X, 2.25%, 6/15/17	1
12,656	Sterling Coofs Trust, Ser. 1, 2.365%, 4/15/29	561,620
10,991 ⁵	Ser. 2, 2.081%, 3/30/30	295,381
	Total Interest Only Asset-Backed Securities	857,002
Interest Only Mortgage-Backed Securities 1.0%		
	Federal Home Loan Mortgage Corp., Ser. 176, Class M, 1,010.00%, 7/15/21	32
6	Ser. 200, Class R, 93,522.906%, 12/15/22	139
1	Ser. 1054, Class I, 435.32%, 3/15/21	84
	Ser. 1056, Class KD, 1,084.50%, 3/15/21	557
	Ser. 1179, Class O, 1,009.389%, 11/15/21	38
150	Ser. 1254, Class Z, 8.50%, 4/15/22	7
214	Ser. 1831, Class PG, 6.50%, 3/15/11	14,123
5,772	Ser. 2611, Class QI, 5.50%, 9/15/32	1,047,320
	Federal National Mortgage Assoc., Ser. 5, Class H, 9.00%, 1/25/22	17,839
5	Ser. 7, Class 2, 8.50%, 4/01/17	994
	Ser. 38, Class N, 1,008.50%, 4/25/21	204
2	Ser. 46, Class H, 1,042.50%, 12/25/09	15,158
337 ¹	Ser. 50, Class SI, 1.20%, 4/25/23	10,500
10	Ser. 89, Class 2, 8.00%, 6/01/18	1,821
23,975 ¹	Ser. 90, Class JH, 1.828%, 11/25/34	1,341,116
3	Ser. 94, Class 2, 9.50%, 8/01/21	768
	Ser. 99, Class L, 930.00%, 8/25/21	2,800
	Ser. 123, Class M, 1,009.50%, 10/25/20	530
12 ¹	Ser. 136, Class S, 15.214%, 11/25/20	15,118
	Ser. 139, Class PT, 648.35%, 10/25/21	3,532
4,383	Ser. 378, Class 19, 5.00%, 6/01/35	1,146,190
3,941 ^{1,5}	Goldman Sachs Mortgage Securities Corp., Ser. 5, 0.97%, 2/19/25	77,590
1,176 ¹	Salomon Brothers Mortgage Securities VII, Ser. 1, 0.492%, 3/25/22	116
	Total Interest Only Mortgage-Backed Securities	3,696,576
Principal Only Mortgage-Backed Securities 0.1%		

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827	Federal Home Loan Mortgage Corp., Ser. 1739, Class B, 7.50%, 2/15/24	76,238
	Federal National Mortgage Assoc., Ser. 51, Class E, 8.00%, 2/25/23	57,780
117	Ser. 70, Class A, 7.00%, 5/25/23	9,646
227	Ser. 167, Class D, 8.50%, 10/25/17	20,996
207	Ser. 203, Class 1, 8.00%, 2/01/23	16,792
147	Ser. 228, Class 1, 7.00%, 5/01/23	11,294
	Total Principal Only Mortgage-Backed Securities	192,746

Commercial Mortgage-Backed Securities 5.0%

2,320	Bear Stearns Commercial Mortgage Services, Ser. PWR7, Class A2, 4.945%, 2/11/41	2,287,635
2,970	Credit Suisse First Boston Mortgage Securities Corp., Ser. CP5, Class A2, 4.94%, 12/15/35	2,912,454
2,400 ¹	Credit Suisse Mortgage Capital Certificates, Ser. C2, Class A3, 5.542%, 1/15/49	2,374,889

Principal Amount (000)

Description

Value

Commercial Mortgage-Backed Securities (cont d)

\$ 2,067	First Union National Bank Commercial Mortgage Trust, Ser. C2, Class A2, 7.202%, 10/15/32	\$ 2,165,673
2,475	General Motors Acceptance Corp. Commercial Mortgage Securities, Inc., Ser. C3, Class A4, 4.547%, 12/10/41	2,412,505
	JPMorgan Chase Commercial Mortgage Securities Corp., Ser. C1, Class A3, 5.857%, 10/12/35	2,032,092
1,990	Ser. CBX, Class A4, 4.529%, 1/12/37	2,327,152
2,380	Lehman Brothers-UBS Commercial Mortgage Trust, Ser. C4, Class A3, 4.972%, 6/15/29	2,538,263
2,530 ¹		
	Total Commercial Mortgage-Backed Securities	19,050,663

Collateralized Mortgage Obligation Residual Securities 0.0%

	Collateralized Mortgage Obligation Trust, Ser. 40, Class R, 580.50%, 4/01/18	156
6	Ser. 42, Class R, 6,000.00%, 10/01/14	1,602
	Federal Home Loan Mortgage Corp., Ser. 19, Class R, 9,427.22%, 3/15/20	1,373
6	Ser. 75, Class R, 9.50%, 1/15/21	2
6	Ser. 75, Class RS, 12.479%, 1/15/21	2
6	Ser. 173, Class R, 9.00%, 11/15/21	10
6	Ser. 173, Class RS, 9.029%, 11/15/21	11
6 ^{6,8}	Painewebber CMO Trust, Ser. 88 M, Class 6, 13.80%, 9/01/18	
	Total Collateralized Mortgage Obligation Residual Securities	3,156

Corporate Bonds 64.0%

Aerospace & Defense 0.8%

170 ⁵	Bombardier, Inc., 8.00%, 11/15/14 (Canada)	176,800
1,363	DI Finance/DynCorp Intl., Ser. B, 9.50%, 2/15/13	1,448,187
	DRS Technologies, Inc., 6.875%, 11/01/13	80,000
80	7.625%, 2/01/18	81,800
15	Sequa Corp., 9.00%, 8/01/09	16,088
140	TransDigm, Inc., 7.75%, 7/15/14	142,450
1,250 ²	United Technologies Corp., 4.875%, 5/01/15	1,209,314
	Total Aerospace & Defense	3,154,639

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Automotive 0.3%

305	Accuride Corp., 8.50%, 2/01/15	286,700
	AutoNation, Inc.,	
170	7.00%, 4/15/14	164,475
160 ¹	7.243%, 4/15/13	156,400
410	Lear Corp., Ser. B, 8.75%, 12/01/16	393,600
295	Metaldyne Corp., 10.00%, 11/01/13	274,350
	Total Automotive	1,275,525

Basic Materials 3.2%

485	Abitibi-Consolidated, Inc., 6.00%, 6/20/13 (Canada)	356,475
1,115	AK Steel Corp., 7.75%, 6/15/12	1,137,300
280	American Pacific Corp., 9.00%, 2/01/15	287,000
90 ¹	Bowater, Inc., 8.694%, 3/15/10	82,350
30	Chemtura Corp., 6.875%, 6/01/16	28,650
230	CPG Intl. I, Inc., 10.50%, 7/01/13	230,000
80	Domtar, Inc., 7.125%, 8/15/15 (Canada)	79,200
171	Equistar Chemicals LP/Equistar Funding Corp.,	
	10.625%, 5/01/11	178,695
	Freeport-McMoRan Copper & Gold, Inc.,	
1,275	8.375%, 4/01/17	1,396,125
360 ¹	8.394%, 4/01/15	371,700
	Huntsman LLC,	
72	12.00%, 7/15/12	78,300
230	11.625%, 10/15/10	243,800
1,500 ⁵	Ineos Group Holdings Plc, 8.50%, 2/15/16	
	(United Kingdom)	1,425,000
975	Innophos, Inc., 8.875%, 8/15/14	982,312
565 ⁵	Key Plastics LLC/Key Plastics Finance Corp.,	
	11.75%, 3/15/13	480,250

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Income Opportunity Trust (BNA) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Basic Materials (cont d)		
\$ 130	Lyondell Chemical Co., 10.50%, 6/01/13	\$ 140,075
575	NewPage Corp., 10.00%, 5/01/12	608,063
	Noranda, Inc., (Canada)	
600	6.00%, 10/15/15	604,152
1,550	6.20%, 6/15/35	1,489,026
1,570	Teck Cominco Ltd., 6.125%, 10/01/35 (Canada)	1,487,178
360	Terra Capital, Inc., Ser. B, 7.00%, 2/01/17	360,000
	Total Basic Materials	12,045,651
Building & Development 0.2%		
495	Goodman Global Holding Co., Inc., 7.875%, 12/15/12	517,275
160	Nortek, Inc., 8.50%, 9/01/14	141,600
85	North American Energy Partners, Inc., 8.75%, 12/01/11 (Canada)	85,850
	Total Building & Development	744,725
Commercial Services 0.1%		
125	FTI Consulting, Inc., 7.75%, 10/01/16	130,625
225 ⁵	Quebecor World, Inc., 9.75%, 1/15/15 (Canada)	219,375
	Total Commercial Services	350,000
Consumer Products 2.4%		
720 ¹	Ames True Temper, Inc., 9.243%, 1/15/12	691,200
30 ¹	Avis Budget Car Rental LLC/Avis Budget Finance, Inc., 8.058%, 5/15/14	29,625
850	CVS Caremark Corp., 6.25%, 6/01/27	845,203
840	Federated Retail Holdings, Inc., 5.90%, 12/01/16	801,941
	General Nutrition Centers, Inc.,	
500 ¹	10.009%, 3/15/14	481,250
450	10.75%, 3/15/15	437,625
975	Kimberly-Clark Corp., 6.625%, 8/01/37	1,073,433
1,670 ²	Kraft Foods, Inc., 7.00%, 8/11/37	1,813,260
362	Lazy Days RV Center, Inc., 11.75%, 5/15/12	325,800
	Michaels Stores, Inc.,	
530	10.00%, 11/01/14	533,975
670 ²	11.375%, 11/01/16	668,325
250	Quiksilver, Inc., 6.875%, 4/15/15	233,125
250	Reynolds American, Inc., 7.625%, 6/01/16	270,479
860	Rite Aid Corp., 7.50%, 3/01/17	799,800
190	Sally Holdings LLC, 10.50%, 11/15/16	189,050
	Total Consumer Products	9,194,091
Containers & Packaging 0.8%		
	Berry Plastics Holding Corp.,	
290	8.875%, 9/15/14	297,250
190 ¹	9.569%, 9/15/14	190,475
150	Crown Americas LLC/Crown Americas Capital Corp., 7.75%, 11/15/15	154,500

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330 ^{1,5}	Impress Holdings BV, 8.368%, 9/15/13 (Netherlands)	328,269
1,626	Owens-Brockway Glass Container, Inc., 8.875%, 2/15/09	1,638,195
535	Pregis Corp., 12.375%, 10/15/13	583,150
Total Containers & Packaging		3,191,839

Ecological Services & Equipment 0.8%

2,250	Casella Waste Systems, Inc., 9.75%, 2/01/13	2,295,000
600	Waste Services, Inc., 9.50%, 4/15/14	600,000
Total Ecological Services & Equipment		2,895,000

Energy 9.7%

2,625	Anadarko Petroleum Corp., 6.45%, 9/15/36	2,655,783
160	Berry Petroleum Co., 8.25%, 11/01/16	163,200
950	Burlington Resources Finance Co., 7.40%, 12/01/31 (Canada)	1,119,546
500	Canadian Natural Resources Ltd., 6.25%, 3/15/38 (Canada)	494,053
380	Chaparral Energy, Inc., 8.50%, 12/01/15	354,350

**Principal
Amount
(000)**

Description

Value

Energy (cont d)

\$ 175	Chesapeake Energy Corp., 6.375%, 6/15/15	\$ 169,750
20	6.875%, 11/15/20	19,550
1,300	Cleveland Electric Illuminating Co., 5.95%, 12/15/36	1,205,706
550	CMS Energy Corp., 6.55%, 7/17/17	533,873
60	Compagnie Generale de Geophysique-Veritas (France) 7.50%, 5/15/15	61,200
100	7.75%, 5/15/17	103,000
225	Compton Petroleum Finance Corp., 7.625%, 12/01/13 (Canada)	215,438
150	Conoco Funding Co., 7.25%, 10/15/31 (Canada)	174,928
1,970 ^{1,2}	ConocoPhillips Australia Funding Co., 5.343%, 4/09/09	1,964,845
150	ConocoPhillips Funding Co., 5.95%, 10/15/36 (Canada)	153,771
700	ConocoPhillips Holding Co., 6.95%, 4/15/29	797,096
125	Devon Energy Corp., 7.95%, 4/15/32	152,890
450	DTE Energy Co., 6.35%, 6/01/16	465,924
130	Edison Mission Energy, 7.50%, 6/15/13	131,788
1,250 ⁵	EDP Finance BV, 6.00%, 2/02/18 (Netherlands)	1,247,215
150	El Paso Natural Gas Co., 8.875%, 6/15/32	174,855
182	Elwood Energy LLC, 8.159%, 7/05/26	186,611
425	EnCana Corp. (Canada) 6.50%, 8/15/34	444,473
775	6.625%, 8/15/37	818,530
50	Encore Acquisition Co., 6.00%, 7/15/15	45,250
60	7.25%, 12/01/17	57,450
1,675	Energy East Corp., 6.75%, 7/15/36	1,727,154
435	Exco Resources, Inc., 7.25%, 1/15/11	429,562
480	FirstEnergy Corp., Ser. B, 6.45%, 11/15/11	495,357
575	Florida Power & Light Co., 4.95%, 6/01/35	499,059
675	Florida Power Corp., 6.35%, 9/15/37	708,736
90	Grant Prideco, Inc., Ser. B, 6.125%, 8/15/15	90,450
255	KCS Energy, Inc., 7.125%, 4/01/12	251,175
800	Midamerican Energy Co., 5.80%, 10/15/36	777,262
950	Midamerican Energy Holdings Co., 5.95%, 5/15/37	910,800
1,725 ⁵	6.50%, 9/15/37	1,769,112
83	Midwest Generation LLC, Ser. B, 8.56%, 1/02/16	89,741
175	Mirant Americas Generation LLC, 8.30%, 5/01/11	176,969
1,100 ⁵	Nakilat, Inc., 6.067%, 12/31/33 (Qatar)	1,043,130

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600	Nexen, Inc., 6.40%, 5/15/37 (Canada)	596,988
	NRG Energy, Inc.,	
50	7.25%, 2/01/14	50,000
285	7.375%, 2/01/16	284,288
350	Ohio Edison Co., 6.875%, 7/15/36	366,549
500	ONEOK Partners LP, 6.65%, 10/01/36	509,155
490 ⁵	OPTI, Inc., 8.25%, 12/15/14 (Canada)	491,225
140	Orion Power Holdings, Inc., 12.00%, 5/01/10	154,700
650	Pacificorp, 6.25%, 10/15/37	667,122
1,350	Public Service Co. of Colorado, 6.25%, 9/01/37	1,400,680
350	Sabine Pass LNG LP, 7.50%, 11/30/16	343,000
175	Scottish Power Plc, 5.375%, 3/15/15 (United Kingdom)	172,442
350 ⁵	SemGroup LP, 8.75%, 11/15/15	336,000
	Southern California Edison Co.,	
675	5.625%, 2/01/36	644,392
150	Ser. 05-E, 5.35%, 7/15/35	136,746
400	Suncor Energy, Inc., 6.50%, 6/15/38 (Canada)	418,711
360 ⁵	Targa Resources, Inc., 8.50%, 11/01/13	363,600
600	Trans-Canada Pipelines Ltd., 5.85%, 3/15/36 (Canada)	575,310
1,050	Valero Energy Corp., 6.625%, 6/15/37	1,081,095
2,200	Virginia Electric & Power Co., Ser. A, 6.00%, 5/15/37	2,161,727
625 ⁵	Weatherford Int l., Inc., 6.80%, 6/15/37	655,387
415	Whiting Petroleum Corp., 7.25%, 5/01/12-5/01/13	407,938
2,125	XTO Energy, Inc., 6.75%, 8/01/37	2,279,462
	Total Energy	36,976,099

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Income Opportunity Trust (BNA) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Entertainment & Leisure 0.9%		
\$ 185	AMC Entertainment, Inc., 11.00%, 2/01/16	\$ 200,262
250	Gaylord Entertainment Co., 6.75%, 11/15/14	242,500
325 ⁵	Greektown Holdings LLC, 10.75%, 12/01/13	323,375
185	Harrah s Operating Co., Inc., 5.75%, 10/01/17	136,437
2,000	Park Place Entertainment Corp., 8.875%, 9/15/08	2,027,500
290	Seneca Gaming Corp., Ser. B, 7.25%, 5/01/12	292,175
25	Wynn Las Vegas LLC/Wynn Las Vegas Capital Corp., 6.625%, 12/01/14	24,563
	Total Entertainment & Leisure	3,246,812
Financial Institutions 20.9%		
350	American Real Estate Partners LP/American Real Estate Finance Corp., 7.125%, 2/15/13	341,250
2,850 ²	Bank of America Corp., 6.00%, 9/01/17	2,905,373
2,450 ²	Bank of America Corp., 7.80%, 2/15/10	2,597,750
1,975 ²	Bank of America NA, Ser. BKNT, 6.10%, 6/15/17	2,021,363
1,400	Bear Stearns Cos., Inc. (The), Ser. MTN, 6.95%, 8/10/12	1,456,969
2,525 ²	Berkshire Hathaway Finance Corp., 3.375%, 10/15/08	2,491,311
2021,5	BMS Holdings, Inc., 12.40%, 2/15/12	193,771
1,415	Chubb Corp., 6.00%, 5/11/37	1,376,861
5,230 ^{2,3}	Citigroup, Inc., 4.125%, 2/22/10	5,142,628
1,155	Citigroup, Inc., 5.875%, 2/22/33-5/29/37	1,097,862
1,200 ²	Citigroup, Inc., 6.125%, 8/25/36	1,170,559
550	Citigroup, Inc., 6.875%, 2/15/98	560,083
700 ³	Credit Suisse First Boston, Inc., 6.125%, 11/15/11	723,814
1,000	Credit Suisse First Boston, Inc., 7.125%, 7/15/32	1,127,028
4,150 ⁵	Depfa ACS Bank, 5.125%, 3/16/37 (Ireland)	3,925,431
380	Ford Motor Credit Co. LLC, 7.80%, 6/01/12	357,038
220 ¹	Fort Irwin Land LLC, 7.993%, 1/13/12	203,671
780 ⁵	Fort Irwin Land LLC, Ser. A, Class II, 5.30%, 12/15/35	736,086
575 ⁵	Fort Irwin Land LLC, Ser. A-1, 5.03%, 12/15/25	542,420
3,000 ²	General Electric Capital Corp., 6.75%, 3/15/32	3,347,964
7,610 ²	General Electric Capital Corp., Ser. GMTN, 6.15%, 8/01/37	7,885,360
5,390	Goldman Sachs Group, Inc. (The), 5.45%, 11/01/12	5,422,151
1,020	Goldman Sachs Group, Inc. (The), 6.25%, 9/01/17	1,057,991
1,000	Goldman Sachs Group, Inc. (The), 6.60%, 1/15/12	1,047,663
1,020 ¹	Hartford Life Global Funding Trusts, Ser. MTN, 5.864%, 9/15/09	1,018,899
1,275	HSBC Holdings Plc, 6.50%, 5/02/36 (United Kingdom)	1,258,708
878 ⁵	iPayment Investors LP, 11.625%, 7/15/14	904,475
270	iPayment, Inc., 9.75%, 5/15/14	259,200
4,375 ²	JPMorgan Chase Capital XXV, Ser. Y, 6.80%, 10/01/37	4,370,174
1,050	Lehman Brothers Holdings, Inc., 6.50%, 7/19/17	1,057,475
1,500	Lehman Brothers Holdings, Inc., Ser. MTN, 6.00%, 7/19/12	1,520,782
575 ¹	Lehman Brothers Holdings, Inc., Ser. MTN, 7.394%, 9/15/22	587,536

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100	Ser. MTNG, 4.80%, 3/13/14	94,845
1,200	MetLife, Inc., 5.70%, 6/15/35	1,112,330
	Momentive Performance Materials, Inc.,	
505	9.75%, 12/01/14	48,750
4405	11.50%, 12/01/16	424,600
1,9901,5	Monumental Global Funding Ltd., Ser. MTN, 5.24%, 6/16/10 (Cayman Islands)	1,972,090

Principal Amount (000)	Description	Value
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Financial Institutions (cont d)

	Morgan Stanley,	
\$ 3,6201,2	5.493%, 1/09/12	\$ 3,561,707
2,1002	6.25%, 8/09/26	2,069,773
1,2002	Ser. MTN, 6.25%, 8/28/17	1,228,642
950	Prudential Financial, Inc., Ser. MTN, 5.70%, 12/14/36	881,463
	Rainbow National Services LLC,	
2255	8.75%, 9/01/12	234,000
1,0705	10.375%, 9/01/14	1,177,000
6001	SLM Corp., 5.384%, 1/27/14	530,617
1,050	Travelers Cos., Inc., Ser. MTN, 6.25%, 6/15/37	1,035,953
501	Universal City Florida Holding Co. I/II, 9.661%, 5/01/10	51,125
1,000	Wells Fargo & Co., 4.625%, 8/09/10	990,341
	Wells Fargo Bank NA,	
610	5.95%, 8/26/36	601,139
2,0002	7.55%, 6/21/10	2,124,152
6505	Wimar Opco LLC/Wimar Opco Finance Corp., 9.625%, 12/15/14	487,500
1,8755	Xstrata Finance Ltd., 5.80%, 11/15/16 (Canada)	1,859,526
	Total Financial Institutions	79,195,199

Health Care 3.9%

1,3251,2,5	Amgen, Inc., 5.585%, 11/28/08	1,322,611
1,8252	AstraZeneca Plc, 6.45%, 9/15/37 (United Kingdom)	1,923,044
1,135	Bristol-Myers Squibb Co., 5.875%, 11/15/36	1,114,049
2,4952	Eli Lilly & Co., 5.55%, 3/15/37	2,382,421
1,2002	Johnson & Johnson, 5.95%, 8/15/37	1,255,031
1,250	Schering-Plough Corp., 6.55%, 9/15/37	1,295,480
1,640	Tenet Healthcare Corp., 6.50%, 6/01/12	1,389,900
1,175	Teva Pharmaceutical Finance LLC, 6.15%, 2/01/36	1,156,612
	WellPoint, Inc.,	
595	5.85%, 1/15/36	559,086
475	6.375%, 6/15/37	482,920
1,7752	Wyeth, 5.95%, 4/01/37	1,755,436
	Total Health Care	14,636,590

Industrials 1.4%

1,700	3M Co., Ser. MTN, 5.70%, 3/15/37	1,704,694
4005	AGY Holding Corp., 11.00%, 11/15/14	394,000
150	Hexcel Corp., 6.75%, 2/01/15	147,375
915	Honeywell Intl., Inc., 5.70%, 3/15/37	889,533
165	Park-Ohio Industries, Inc., 8.375%, 11/15/14	153,862
	RBS Global, Inc./Rexnord Corp.,	
540	9.50%, 8/01/14	557,550
555	11.75%, 8/01/16	588,300
1,0505	Sunstate Equipment Co. LLC, 10.50%, 4/01/13	1,008,000
	Total Industrials	5,443,314

Media 7.4%

Affinion Group, Inc.,

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540	10.125%, 10/15/13	562,950
200	11.50%, 10/15/15	208,500
125	American Media Operations, Inc., Ser. B, 10.25%, 5/01/09	119,688
	AOL Time Warner, Inc.,	
1,635	7.57%, 2/01/24	1,791,676
3,000	9.125%, 1/15/13	3,448,833
1,415	AT&T Broadband Corp., 8.375%, 3/15/13	1,596,700
1611	Cablevision Systems Corp., Ser. B, 9.644%, 4/01/09	165,427
120	CanWest MediaWorks, Inc., 8.00%, 9/15/12 (Canada)	117,000
485	Charter Communications Holdings I LLC/Charter Communications Holdings I Capital Corp., 11.00%, 10/01/15	470,450
	Charter Communications Holdings II LLC/Charter Communications Holdings II Capital Corp.,	
1,320	10.25%, 9/15/10	1,346,400
180	Ser. B, 10.25%, 9/15/10	183,150

See Notes to Financial Statements.

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Portfolio of Investments as of October 31, 2007

BlackRock Income Opportunity Trust (BNA) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Media (cont d)		
\$ 690	CMP Susquehanna Corp., 9.875%, 5/15/14	\$ 633,937
1,000	Comcast Cable Communications, Inc., 6.75%, 1/30/11	1,042,435
1,805	Comcast Corp., 6.95%, 8/15/37	1,931,570
85	Dex Media West LLC/Dex Media Finance Co., Ser. B, 9.875%, 8/15/13	90,631
140	DirecTV Holdings LLC/DirectTV Financing Co., 8.375%, 3/15/13	146,300
	EchoStar DBS Corp.,	
180	5.75%, 10/01/08	179,550
320	7.00%, 10/01/13	333,200
75	7.125%, 2/01/16	78,375
665	Idearc, Inc., 8.00%, 11/15/16	666,662
5001,5	ION Media Networks, Inc., 8.493%, 1/15/12	501,250
535	Network Communications, Inc., 10.75%, 12/01/13	538,344
	News America Holdings, Inc.,	
145	8.15%, 10/17/36	172,776
2,475	8.45%, 8/01/34	2,992,265
660	Nexstar Finance, Inc., 7.00%, 1/15/14	633,600
	Nielsen Finance LLC/Nielsen Finance Co.,	
3307	9.115%, 8/01/16	238,425
1,100	10.00%, 8/01/14	1,157,750
950	RH Donnelley Corp., Ser. A-3, 8.875%, 1/15/16	950,000
70	Sirius Satellite Radio, Inc., 9.625%, 8/01/13	69,563
1,495	TCI Communications, Inc., 8.75%, 8/01/15	1,753,387
8005	Time Warner Cable, Inc., 6.55%, 5/01/37	806,473
1,1005	TL Acquisitions, Inc., 10.50%, 1/15/15	1,094,500
3255	Univision Communications, Inc., 9.75%, 3/15/15	318,500
570	Vertis, Inc., 9.75%, 4/01/09	570,000
1,294	Young Broadcasting, Inc., 10.00%, 3/01/11	1,216,360
	Total Media	28,126,627
Real Estate 0.9%		
1,000	AvalonBay Communities, Inc., 6.625%, 9/15/11	1,040,161
	Rouse Co.,	
725	3.625%, 3/15/09	691,205
1,715	5.375%, 11/26/13	1,554,092
	Total Real Estate	3,285,458
Technology 2.1%		
	Amkor Technology, Inc.,	
90	7.75%, 5/15/13	87,075
135	9.25%, 6/01/16	138,038
555	Celestica, Inc., 7.625%, 7/01/13 (Canada)	532,800
	Freescale Semiconductor, Inc.,	
715	9.125%, 12/15/14	647,075
1601	9.569%, 12/15/14	147,000
3,4502	Intl. Business Machines Corp., 5.70%, 9/14/17	3,501,702
480	NXP BV/NXP Funding LLC, 9.50%, 10/15/15 (Netherlands)	453,600
660	Sanmina-SCI Corp., 8.125%, 3/01/16	579,150
	SunGard Data Systems, Inc.,	
95	9.125%, 8/15/13	96,900
675	10.25%, 8/15/15	703,687

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950	Superior Essex Communications LLC/Essex Group, Inc., 9.00%, 4/15/12	938,125
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Total Technology	7,825,152
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Telecommunications 7.5%

4,0752	AT&T, Inc., 6.50%, 9/01/37	4,298,391
1,7009	BellSouth Telecommunications, 6.402%, 12/15/95	902,807
470	Cincinnati Bell, Inc., 7.25%, 7/15/13	471,175
255	Cricket Communications, Inc., 9.375%, 11/01/14	253,088
325	Deutsche Telekom Intl. Finance BV, 5.75%, 3/23/16 (Netherlands)	325,854
2705	Digicel Group Ltd., 8.875%, 1/15/15 (Bermuda)	252,126

Principal Amount (000)	Description	Value
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Telecommunications (cont d)

\$ 1701	Hawaiian Telcom Communications, Inc., Ser. B, 10.318%, 5/01/13	\$ 172,125
515	Intelsat Corp., 9.00%, 6/15/16 Intelsat Ltd. (Bermuda)	526,588
1201	8.886%, 1/15/15	121,800
450	9.25%, 6/15/16	466,875
210	11.25%, 6/15/16	225,750
9201	11.409%, 6/15/13	959,100
300	Intelsat Subsidiary Holding Co. Ltd., 8.625%, 1/15/15 (Bermuda)	304,500
1205	MetroPCS Wireless, Inc., 9.25%, 11/01/14	119,100
9355	Nordic Telephone Co. Holdings A.p.S., 8.875%, 5/01/16 (Denmark)	988,763
1,4351,5	Nortel Networks Ltd., 9.493%, 7/15/11 (Canada)	1,417,062
160	PanAmSat Corp., 9.00%, 8/15/14 Qwest Corp.,	163,200
55	7.875%, 9/01/11	58,025
3751	8.944%, 6/15/13 Sprint Capital Corp.,	399,844
1,205	6.875%, 11/15/28	1,154,325
1,250	8.75%, 3/15/32	1,425,325
4,375	Telecom Italia Capital S.A., 4.95%, 9/30/14 (Luxembourg)	4,187,492
1,000	Telefonica Emisiones SAU, 7.045%, 6/20/36 (Spain)	1,098,404
575	Verizon Global Funding Corp., 7.75%, 6/15/32 Verizon Maryland, Inc.,	677,879
540	5.125%, 6/15/33	450,386
1,355	Ser. A, 6.125%, 3/01/12	1,396,925
750	Verizon Virginia, Inc., 4.625%, 3/15/13 Vodafone Group Plc (United Kingdom)	720,208
1,6151,2	5.288%, 12/28/07	1,615,326
1,000	7.75%, 2/15/10	1,057,537
1,210	West Corp., 11.00%, 10/15/16	1,267,475
3605	Wind Acquisition Finance S.A., 10.75%, 12/01/15 (Luxembourg)	400,500
410	Windstream Corp., 8.125%, 8/01/13	433,575
250	8.625%, 8/01/16	267,500
Total Telecommunications	28,579,030	

Transportation 0.7%

120	American Airlines, Inc., Ser. 99-1, 7.324%, 4/15/11	118,500
120	Britannia Bulk Plc, 11.00%, 12/01/11 (United Kingdom)	126,000
1,000	Canadian National Railway Co., 6.375%, 10/15/11 (Canada)	1,044,565
450	CHC Helicopter Corp., 7.375%, 5/01/14 (Canada)	435,375
600		634,500

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	Navios Maritime Holdings, Inc., 9.50%, 12/15/14 (Marshall Islands)	
4555	St. Acquisition Corp., 12.50%, 5/15/17	290,062
Total Transportation		2,649,002
Total Corporate Bonds		242,814,753
U.S. Government and Agency Securities 5.7%		
	Overseas Private Investment Corp.,	
357	4.09%, 5/29/12	338,675
1,0001	4.30%, 5/29/12	1,000,255
752	4.64%, 5/29/12	761,852
425	4.68%, 5/29/12	404,472
3,221	4.87%, 5/29/12	3,295,838
3841	5.40%, 5/29/12	413,963
6,055	Resolution Funding Corp., Ser. B, Zero Coupon, 4/15/30	2,018,561
788	Small Business Administration, Ser. 20K-1, 6.95%, 11/01/16	812,396
1,800	Tennessee Valley Authority, Ser. C, 5.88%, 4/01/36	1,989,677
510	U.S. Treasury Bonds, 4.75%, 2/15/37	509,721
846	U.S. Treasury Inflation Protected Bond, 2.375%, 1/15/27	867,527
9,1152	U.S. Treasury Notes, 4.75%, 8/15/17	9,315,813
Total U.S. Government and Agency Securities		21,728,750

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Income Opportunity Trust (BNA) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Trust Preferred Stocks 3.5%		
\$ 2,150 ^{1,2}	Allstate Corp., 6.50%, 5/15/57	\$ 2,084,728
600	Bank of America, 5.30%, 3/15/17	579,691
950 ^{1,5,10}	Barclays Bank Plc, 7.434% (United Kingdom)	1,007,039
1,000 ^{1,5,10}	Credit Agricole S.A., 6.637% (France)	950,372
750 ¹	Lincoln National Corp., 6.05%, 4/20/67	718,801
665 ¹	Progressive Corp., 6.70%, 6/15/37	652,553
2,600 ^{1,10}	Royal Bank of Scotland Group Plc, Ser. MTN, 7.64% (United Kingdom)	2,694,931
1,125 ^{1,2,5,10}	Societe Generale, 5.922% (France)	1,070,652
750 ¹	Travelers Cos., Inc., 6.25%, 3/15/67	728,300
2,000 ^{1,2,10}	UBS Preferred Funding Trust I, 8.622%	2,170,314
575 ^{1,5}	ZFS Finance Trust I, 6.50%, 5/09/37	553,382
	Total Trust Preferred Stocks	13,210,763
Taxable Municipal Bond 0.6%		
2,525	Illinois St. Pension, 5.10%, 6/01/33	2,395,139

Shares

Common Stocks 0.0%		
1,895 ^{6,11}	Critical Care Systems Intl., Inc.	11,844
Preferred Stock 0.4%		
60,000	Deutsche Bank Contingent Capital Trust II, 6.55%	1,437,000
	Total Long-Term Investments (cost \$639,074,109)	636,433,097

Principal Amount (000)

SHORT-TERM INVESTMENT 0.1%		
U.S. Government and Agency Discount Notes 0.1%		
\$ 300 ¹²	Federal Home Loan Bank Disc. Notes, 4.401%, 11/01/07 (cost \$300,000)	300,000
BORROWED BOND AGREEMENTS 22.5%		
	Lehman Brothers Inc.,	
50,927 ¹⁴	4.47%, 11/08/07	50,927,000
34,457 ¹⁴	4.45%, 11/08/07	34,456,875

Total Borrowed Bond Agreements
(cost \$85,383,875)

85,383,875

**Notional
Amount
(000)**

OUTSTANDING OPTIONS PURCHASED 1.0%

4,285	EUR Put Option, strike price \$1.40, expires 1/10/08	17,876
	Interest Rate Swaps,	
8,400	Trust pays 5.79%, Trust receives 3-month LIBOR, expires 8/16/10	225,776
8,400	Trust pays 3-month LIBOR, Trust receives 5.79%, expires 8/16/10	433,872
5,500	Trust pays 5.52%, Trust receives 3-month LIBOR, expires 9/21/36	373,168
5,500	Trust pays 3-month LIBOR, Trust receives 5.52%, expires 9/21/36	324,406
12,300	Trust pays 5.47%, Trust receives 3-month LIBOR, expires 5/08/12	575,025
12,300	Trust pays 5.47%, Trust receives 3-month LIBOR, expires 5/08/12	527,670
8,425	Trust pays 3-month LIBOR, Trust receives 6.025%, expires 6/08/12	517,969

**Notional
Amount
(000)**

Description

Value

OUTSTANDING OPTIONS PURCHASED (cont d)

8,425	Trust pays 3-month LIBOR, Trust receives 6.025%, expires 6/08/12	\$ 265,977
7,300	Trust pays 5.39%, Trust receives 3-month LIBOR, expires 3/19/12	357,114
7,300	Trust pays 3-month LIBOR, Trust receives 5.39%, expires 3/19/12	296,161

Total Outstanding Options Purchased
(cost \$3,589,612)

3,915,014

**Total Investments before borrowed bonds,
TBA sale commitments, and outstanding
options written (cost \$728,347,596¹³)**

726,031,986

**Principal
Amount
(000)**

BORROWED BONDS (22.5)%

\$	(50,800)	U.S. Treasury Notes, 4.00%, 8/31/09	(50,835,712)
	(34,500)	4.125%, 8/31/12	(34,464,948)
			(85,300,660)

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Total Borrowed Bonds		
(proceeds \$85,264,516)		
TBA SALE COMMITMENTS (3.5)%		
	Federal National Mortgage Assoc.,	
(400)	5.00%, 12/12/37	(383,625)
(8,600)	5.50%, 11/19/22	(8,613,433)
(4,200)	6.00%, 11/13/37-12/12/37	(4,228,314)
Total TBA Sale Commitments		
(proceeds \$13,086,862)		(13,225,372)
INVESTMENTS SOLD SHORT (22.5)%		
	U.S. Treasury Notes,	
(50,800)	4.00%, 8/31/09	(50,835,712)
(34,500)	4.125%, 8/31/12	(34,464,948)
Total Investments Sold Short		
(proceeds \$85,264,516)		(85,300,660)

**Notional
Amount
(000)**

OUTSTANDING OPTIONS WRITTEN (0.5)%		
	Interest Rate Swaps,	
(5,700)	Trust pays 5.135%, Trust receives 3-month LIBOR, expires 4/21/08	(97,385)
(5,700)	Trust pays 3-month LIBOR, Trust receives 5.135%, expires 4/21/08	(97,385)
(12,400)	Trust pays 3-month LIBOR, Trust receives 5.67%, expires 1/04/10	(315,828)
(12,400)	Trust pays 5.67%, Trust receives 3-month LIBOR, expires 1/04/10	(599,912)
(5,300)	Trust pays 5.485%, Trust receives 3-month LIBOR, expires 10/28/19	(208,227)
(5,300)	Trust pays 3-month LIBOR, Trust receives 5.485%, expires 10/28/19	(155,709)
(7,300)	Trust pays 3-month LIBOR, Trust receives 5.148%, expires 3/19/08	(119,063)
(7,300)	Trust pays 5.115%, Trust receives 3-month LIBOR, expires 3/19/08	(118,698)
Total Outstanding Options Written		
(premium received \$2,478,560)		(1,712,207)

Total Investments net of borrowed bonds, TBA sale commitments and outstanding options written 164.8%	\$	625,793,747
Liabilities in excess of other assets (64.8)%		(246,188,870)
Net Assets 100%	\$	379,604,877

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Income Opportunity Trust (BNA) (concluded)
(Percentages shown are based on Net Assets)

- 1 Variable rate security. Rate shown is interest rate as of October 31, 2007.
- 2 Entire or partial principal amount pledged as collateral for reverse repurchase agreements. See Note 4 in the Notes to Financial Statements for details of open reverse repurchase agreements.
- 3 Security, or a portion thereof, pledged as collateral with a value of \$2,950,914 on 147 long Eurodollar futures contracts expiring December 2007 to March 2008, 337 long U.S. Treasury Note futures contracts expiring December 2007, 1,339 long U.S. Treasury Bond futures contracts expiring December 2007, 180 short Eurodollar futures contracts expiring December 2007 and 3,750 short U.S. Treasury Note futures contracts expiring December 2007. The notional value of such contracts on October 31, 2007 was \$246,676,023, with an unrealized loss of \$650,550.
- 4 Represents an investment in an affiliate.
- 5 Security is not registered under the Securities Act of 1933. These securities may be resold in transactions in accordance with Rule 144A under that Act, to qualified institutional buyers. As of October 31, 2007, the Trust held 9.0% of its net assets, with a current market value of \$34,233,806, in securities restricted as to resale.
- 6 Security is fair valued.
- 7 Rate shown is effective yield of the underlying collateral as of October 31, 2007.
- 8 Illiquid security. As of October 31, 2007, the Trust held less than 0.1% of its net assets, with a current market value of \$0, in this security.
- 9 Represents a step up bond; the interest rate shown reflects the effective yield at the time of purchase.
- 10 The security is a perpetual bond and has no stated maturity date.
- 11 Non-income producing security.
- 12 Rate shown is the yield to maturity as of the date of purchase.
- 13 Cost for federal income tax purposes is \$729,365,583. The net unrealized depreciation on a tax basis is \$3,333,597, consisting of \$7,722,546 gross unrealized appreciation and \$11,056,143 gross unrealized depreciation.
- 14 See Note 1 in the Notes to Financial Statements for details of borrowed bond agreements. For Trust compliance purposes, the Trust's sector and industry classifications refer to any one or more of the Standard Industry Codes as defined by the SEC. This definition may not apply for purposes of this report, which may combine sector and industry sub-classifications for reporting ease.

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Income Trust Inc. (BKT)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
LONG-TERM INVESTMENTS 104.8%		
Mortgage Pass-Through Securities 31.2%		
	Federal Home Loan Mortgage Corp.,	
\$ 7751	4.019%, 1/01/35	\$ 773,674
8021	4.934%, 10/01/34	806,789
92	5.50%, 12/01/21	92,516
6092	5.50%, 1/01/22	609,749
8,423,3	5.50%, 3/01/22	8,436,410
27 ₁	6.01%, 11/01/17	27,570
14	8.00%, 11/01/15	13,954
	8.50%, 3/01/08	15
1242	9.00%, 9/01/20	132,699
100	TBA, 6.50%, 12/12/37	102,406
	Federal National Mortgage Assoc.,	
31,248	5.00%, 6/01/33-3/01/37	30,045,633
7322	5.00%, 1/01/37	702,248
44,873	5.50%, 6/01/21-6/01/37	44,632,581
3,125	5.97%, 8/01/16	3,184,788
22,939	6.00%, 10/01/36-7/01/37	23,108,362
12,645	6.50%, 7/01/36-9/01/37	12,943,071
	7.50%, 2/01/22	241
32	8.00%, 5/01/08-5/01/22	32,874
3	9.50%, 1/01/19-9/01/19	4,163
100	TBA, 5.50%, 11/13/37	98,531
1,700	TBA, 6.00%, 11/13/37	1,712,220
2,200	TBA, 6.50%, 11/13/37	2,251,564
	Government National Mortgage Assoc.,	
37	7.00%, 10/15/17	38,792
412	7.50%, 8/15/21-12/15/23	434,645
210	8.00%, 10/15/22-2/15/29	223,884
15	9.00%, 6/15/18-9/15/21	17,385
	Total Mortgage Pass-Through Securities	130,426,764
Federal Housing Administration Securities 1.8%		
	General Motors Acceptance Corp. Projects,	
2884	Ser. 51, 7.43%, 2/01/23	290,577
358	Ser. 56, 7.43%, 11/01/22	361,639
505	Merrill Projects, Ser. 54, 7.43%, 5/15/23	50,019
758	Reilly Project, Ser. 41, 8.28%, 3/01/20	765,282
	USGI Projects,	
88	Ser. 87, 7.43%, 12/01/22	88,790
329	Ser. 99, 7.43%, 10/01/23	332,589
5,431	Ser. 6094, 7.43%, 6/01/21	5,485,577
	Total Federal Housing Administration Securities	7,374,473
Agency Multiple Class Mortgage Pass-Through Securities 26.3%		
	Federal Home Loan Mortgage Corp.,	
4,0761	Ser. 11, Class A9, 2.282%, 1/25/28	3,595,985
187	Ser. 19, Class F, 8.50%, 3/15/20	194,531
746	Ser. 40, Class K, 6.50%, 8/17/24	768,950
1	Ser. 192, Class U, 1,009.033%, 2/15/22	7

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	Ser. 1057, Class J, 1,008.001%, 3/15/21	1,589
1,647	Ser. 1598, Class J, 6.50%, 10/15/08	1,643,738
341	Ser. 1961, Class H, 6.50%, 5/15/12	345,289
9,504	Ser. 2218, Class Z, 8.50%, 3/15/30	10,279,474
13,018	Ser. 2461, Class Z, 6.50%, 6/15/32	13,445,486
10,200	Ser. 2542, Class UC, 6.00%, 12/15/22	10,599,985
2,475	Ser. 2562, Class PG, 5.00%, 1/15/18	2,444,405
928	Ser. 2564, Class NC, 5.00%, 2/15/33	795,889
2,050	Ser. 2750, Class TC, 5.25%, 2/15/34	2,015,608
11,458	Ser. 2758, Class KV, 5.50%, 5/15/23	11,448,878
1,573	Ser. 2765, Class UA, 4.00%, 3/15/11	1,529,913
3,212	Ser. 2806, Class VC, 6.00%, 12/15/19	3,265,494
2,402	Ser. 2927, Class BZ, 5.50%, 2/15/35	2,245,710
3,946	Ser. 3061, Class BD, 7.50%, 11/15/35	4,063,969

Principal Amount (000)	Description	Value
Agency Multiple Class Mortgage Pass-Through Securities (cont d)		
	Federal National Mortgage Assoc.,	
\$ 1,2211	Ser. 2, Class KP, Zero Coupon, 2/25/35	\$ 1,153,297
4,006	Ser. 28, Class PB, 6.00%, 8/25/28	4,028,409
2,150	Ser. 29, Class HC, 7.50%, 7/25/30	2,288,156
2,381	Ser. 31, Class ZG, 7.50%, 5/25/34	2,841,336
7,147	Ser. 32, Class VT, 6.00%, 9/25/15	7,258,242
1	Ser. 33, Class PV, 1,078.42%, 10/25/21	20,464
501	Ser. 38, Class F, 8.325%, 4/25/21	51,981
1,663	Ser. 38, Class Z, 5.00%, 5/25/36	1,655,826
2,630	Ser. 68, Class PC, 5.50%, 7/25/35	2,657,932
12,264	Ser. 135, Class PB, 6.00%, 1/25/34	12,319,211
	Government National Mortgage Assoc.,	
1,041	Ser. 5, Class Z, 7.00%, 5/16/26	1,089,576
1,749	Ser. 33, Class PB, 6.50%, 7/20/31	1,793,424
4,030	Ser. 89, Class PE, 6.00%, 10/20/34	4,118,536
	Total Agency Multiple Class Mortgage Pass-Through Securities	109,961,290

Non-Agency Multiple Class Mortgage Pass-Through Securities 9.5%		
5,932	CWALT, Inc., Ser. 28CB, Class 1A5, 5.50%, 8/25/35	5,926,543
	JPMorgan Mortgage Trust,	
1,8681	Ser. A7, Class 2A2, 5.83%, 1/25/37	1,865,043
6,457	Ser. S1, Class 2A1, 8.00%, 1/25/35	6,827,600
1,561	MASTR Alternative Loan Trust, Ser. 7, Class 4A3, 8.00%, 11/25/18	1,634,533
7,488	MASTR Asset Securitization Trust, Ser. 12, Class 3A5, 5.25%, 10/25/14	7,358,441
5,6971	Residential Asset Securitization Trust, Ser. A8, Class A2, 5.223%, 10/25/18	5,630,061
9,908	Residential Funding Securities Corp., Ser. RM2, Class AI5, 8.50%, 5/25/33	10,580,089
141,676.611%	Summit Mortgage Trust, Ser. 1, Class B1, 12/28/12	14,138
	Total Non-Agency Multiple Class Mortgage Pass-Through Securities	39,836,448

Inverse Floating Rate Mortgage Securities 4.3%		
	Federal Home Loan Mortgage Corp.,	
141	Ser. 1043, Class H, 21.938%, 2/15/21	14,443
1	Ser. 1148, Class E, 592.552%, 10/15/21	545
321	Ser. 1160, Class F, 18.381%, 10/15/21	31,693
961.2	Ser. 1616, Class SB, 8.50%, 11/15/08	96,046
1921	Ser. 1688, Class S, 9.566%, 12/15/13	192,669
4,3591	Ser. 2769, Class SQ, Zero Coupon, 2/15/34	2,718,727

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2,1011	Ser. 2840, Class SK, 1.499%, 8/15/34	1,600,748
2,3731	Ser. 3167, Class SX, 6.953%, 6/15/36	2,277,238
	Federal National Mortgage Assoc.,	
1	Ser. 7, Class S, 594.704%, 3/25/21	6,484
11	Ser. 10, Class S, 575.455%, 5/25/21	19,584
11	Ser. 12, Class S, 608.135%, 5/25/21	17,025
11	Ser. 17, Class S, 580.114%, 6/25/21	9,925
511	Ser. 38, Class SA, 10.186%, 4/25/21	53,332
1	Ser. 46, Class S, 1,402.625%, 5/25/21	7,283
1	Ser. 49, Class S, 527.80%, 12/25/21	3,478
1141	Ser. 72, Class S, 8.75%, 5/25/08	114,584
5,8281	Ser. 73, Class DS, 4.882%, 8/25/35	5,625,111
1191	Ser. 87, Class S, 13.764%, 8/25/21	144,608
261	Ser. 93, Class S, 8.50%, 5/25/08	26,334
121	Ser. 170, Class SC, 9.00%, 9/25/08	11,829
2221	Ser. 196, Class SC, 8.423%, 10/25/08	222,978
1101	Ser. 214, Class SH, 5.592%, 12/25/08	109,958
8991	Ser. 247, Class SN, 10.00%, 12/25/23	1,002,361
	First Horizon Alternative Mortgage Securities,	
72,5271	Ser. FA7, Class 1A7, Zero Coupon, 10/25/35	736,052
179,3281	Ser. FA9, Class A2, Zero Coupon, 12/25/35	1,905,915

See Notes to Financial Statements.

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Portfolio of Investments as of October 31, 2007

BlackRock Income Trust Inc. (BKT) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Inverse Floating Rate Mortgage Securities (cont d)		
\$ 1121	Kidder Peabody Acceptance Corp., Ser. 1, Class A6, 7.573%, 8/25/23	\$ 112,216
145,6571	Residential Accredited Loans, Inc., Ser. QS16, Class A2, Zero Coupon, 11/25/35	818,081
	Total Inverse Floating Rate Mortgage Securities	17,879,247
Interest Only Asset-Backed Securities 0.4%		
110,5121	Banc of America Funding Corp., Ser. 2, Class 1A19, 0.528%, 3/25/37	691,670
811,6	Morgan Stanley Capital Trust I, Ser. HF1, Class X, 2.25%, 6/15/17	4
15,750	Sterling Coofs Trust, Ser. 1, 2.365%, 4/15/29	698,905
11,2446	Ser. 2, 2.081%, 3/30/30	302,195
	Total Interest Only Asset-Backed Securities	1,692,774
Interest Only Mortgage-Backed Securities 12.7%		
1,135	ABN Amro Mortgage Corp., Ser. 4, Class A2, 5.50%, 3/25/33	28,901
229,2951	Banc of America Mortgage Securities, Inc., Ser. 3, Class 1A, 0.285%, 5/25/18	1,896,595
25,8021	Commercial Mortgage Acceptance Corp., Ser. ML1, 0.705%, 11/15/17	458,311
5,7701,6	Credit Suisse First Boston Mortgage Securities Corp., Ser. C1, Class AX, 1.486%, 6/20/29	304,690
142,8571	CWALT, Inc., Ser. 79CB, Class A2, 0.078%, 1/25/36	1,827,318
1,9721	Federal Home Loan Mortgage Corp., Ser. 60, Class HS, 1.125%, 4/25/24	7,746
	Ser. 176, Class M, 1,010.00%, 7/15/21	70
7	Ser. 200, Class R, 98,513.94%, 12/15/22	300
1,735	Ser. 204, Class IO, 6.00%, 5/01/29	407,040
1	Ser. 1054, Class I, 435.32%, 3/15/21	180
	Ser. 1056, Class KD, 1,084.50%, 3/15/21	1,195
	Ser. 1179, Class O, 1,009.389%, 11/15/21	82
168	Ser. 1706, Class IA, 7.00%, 10/15/23	6,174
59	Ser. 1720, Class PK, 7.50%, 1/15/24	3,125
2,773	Ser. 1914, Class PC, 0.75%, 12/15/11	27,104
7191	Ser. 2296, Class SA, 2.659%, 3/15/16	40,402
3581	Ser. 2444, Class ST, 2.879%, 9/15/29	10,985
1,417	Ser. 2542, Class MX, 5.50%, 5/15/22	211,221
2,564	Ser. 2545, Class NI, 5.50%, 3/15/22	310,315
4901	Ser. 2559, Class IO, 0.50%, 8/15/30	4,929
4,079	Ser. 2561, Class EW, 5.00%, 9/15/16	330,514
10,535	Ser. 2611, Class QI, 5.50%, 9/15/32	1,911,501
1,084	Ser. 2633, Class PI, 4.50%, 3/15/12	5,691
16,3071	Ser. 2647, Class IV, 1.959%, 7/15/33	1,159,405
3,156	Ser. 2653, Class MI, 5.00%, 4/15/26	270,379
3,750	Ser. 2658, Class PI, 4.50%, 6/15/13	87,123
2,985	Ser. 2672, Class TQ, 5.00%, 3/15/23	61,706
3,633	Ser. 2687, Class IL, 5.00%, 9/15/18	346,465
1,352	Ser. 2687, Class IQ, 5.50%, 9/15/22	4,898

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3,237	Ser. 2693, Class IB, 4.50%, 6/15/13	72,307
2,454	Ser. 2694, Class LI, 4.50%, 7/15/19	201,286
4,516	Ser. 2773, Class OX, 5.00%, 2/15/18	490,886
16,4281	Ser. 2780, Class SM, 0.909%, 4/15/34	417,281
6,727	Ser. 2825, Class NI, 5.50%, 3/15/30	1,461,900
10,5871	Ser. 2827, Class SR, 0.909%, 1/15/22	305,563
17,5701	Ser. 2865, Class SR, 0.92%, 10/15/33	952,603
11,8991	Ser. 2865, Class SV, 1.327%, 10/15/33	1,073,798
1,733	Ser. 2949, Class IO, 5.50%, 3/15/35	206,125
33,0271	Ser. 2990, Class WR, 1.519%, 6/15/35	1,984,065
93,7881	Ser. 3122, Class IS, 1.609%, 3/15/36	5,412,475
90,4191	Ser. 3225, Class EY, 1.199%, 10/15/36	4,422,749
3,534	Ser. 3299, Class TI, 5.00%, 4/15/37	668,994

Principal Amount (000)	Description	Value
Interest Only Mortgage-Backed Securities (cont d)		
	Federal National Mortgage Assoc.,	
\$ 200	Ser. 5, Class H, 9.00%, 1/25/22	\$ 45,871
11	Ser. 7, Class 2, 8.50%, 4/01/17	2,133
3,969	Ser. 9, Class BI, 5.50%, 10/25/22	562,098
1	Ser. 12, Class C, 1,016.897%, 2/25/22	15,735
3,608	Ser. 13, Class IG, 5.00%, 10/25/22	86,885
7381	Ser. 33, Class SG, 3.225%, 3/25/09	13,452
50,1061	Ser. 36, Class SP, 1.828%, 5/25/36	3,367,058
	Ser. 38, Class N, 1,008.50%, 4/25/21	438
837	Ser. 43, Class LC, 6.00%, 3/25/34	198,642
	Ser. 50, Class G, 1,158.628%, 12/25/21	7,002
6741	Ser. 50, Class SI, 1.20%, 4/25/23	21,001
3,006	Ser. 51, Class IE, 5.50%, 4/25/26	58,423
5,340	Ser. 55, Class GI, 5.00%, 7/25/19	458,903
12,2241	Ser. 55, Class SB, 1.278%, 7/25/35	511,975
3,7071	Ser. 59, Class S, 4.917%, 10/25/22	569,668
5761	Ser. 60, Class SB, 1.60%, 10/25/22	25,680
146	Ser. 62, Class IC, 5.50%, 7/25/15	1,538
5,630	Ser. 66, Class CI, 5.00%, 7/25/33	1,376,325
1,9451	Ser. 68, Class SC, 3.225%, 1/25/24	103,751
13,6931	Ser. 73, Class ST, 1.258%, 8/25/35	546,888
4,094	Ser. 88, Class TI, 4.50%, 11/25/13	109,742
21	Ser. 89, Class 2, 8.00%, 6/01/18	3,910
29,8071	Ser. 90, Class JH, 1.828%, 11/25/34	1,667,334
13,213	Ser. 90, Class M, 6.00%, 1/25/28	2,423,410
7	Ser. 94, Class 2, 9.50%, 8/01/21	1,649
	Ser. 99, Class L, 930.00%, 8/25/21	6,013
3,741	Ser. 122, Class IC, 5.00%, 9/25/18	368,323
	Ser. 123, Class M, 1,009.50%, 10/25/20	1,135
251	Ser. 136, Class S, 15.214%, 11/25/20	32,457
	Ser. 139, Class PT, 648.35%, 10/25/21	7,582
2,1861	Ser. 199, Class SB, 2.625%, 10/25/23	113,348
633	Ser. W4, Class IO, 6.50%, 12/25/28	135,539
89	First Boston Mortgage Securities Corp., Ser. C, Class I, 10.965%, 4/25/17	21,021
42,0281	First Horizon Alternative Mortgage Securities, Ser. FA2, Class 1A4, 0.628%, 5/25/36	380,454
6,3231	General Motors Acceptance Corp., Commercial Mortgage Securities, Inc., Ser. C1, Class X, 1.315%, 7/15/27	320,421
7,8351,6	Goldman Sachs Mortgage Securities Corp., Ser. 5, 0.97%, 2/19/25	154,243
	Government National Mortgage Assoc.,	
16,7221	Ser. 18, Class SL, 1.203%, 2/20/35	773,287
1,650	Ser. 39, Class ID, 5.00%, 5/20/33	459,300
1,945	Ser. 58, Class IT, 5.50%, 7/20/33	255,838
1,717	Ser. 75, Class IJ, 5.50%, 7/20/25	10,022
16,6291	Ser. 89, Class SA, 0.84%, 10/16/33	592,706
153,908	Indymac Index Mortgage Loan Trust, Ser. AR33, Class 4AX, 0.165%, 1/25/37	700,218

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57	Kidder Peabody Acceptance Corp., Ser. B, Class A2, 9.50%, 4/22/18	13,028
24,598	MASTR Adjustable Rate Mortgages Trust, Ser. 3, Class 3AX, 0.977%, 4/25/34	352,827
1,311	MASTR Alternative Loan Trust, Ser. 9, Class 15X2, 6.00%, 1/25/19	245,404
1,609	Morgan Stanley Capital Trust I, Ser. 3, Class 1AX, 5.00%, 5/25/19	237,158
66,1541	Sequoia Mortgage Trust, Ser. 2, Class XA, 0.775%, 3/20/35	686,683
6,3794	Small Business Administration, Ser. 1, 1.381%, 4/01/15	63,790

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Income Trust Inc. (BKT) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Interest Only Mortgage-Backed Securities (cont d)		
	Structured Adjustable Rate Mortgage Loan Trust,	
\$ 14,1851	Ser. 2, Class 4AX, 5.50%, 3/25/36	\$ 1,346,970
44,6551	Ser. 7, Class 3AS, 2.548%, 8/25/36	4,353,522
5,2401	Ser. 18, Class 7AX, 5.50%, 9/25/35	751,739
4,082	Ser. 20, Class 3AX, 5.50%, 10/25/35	755,438
85,9071	Vendee Mortgage Trust, Ser. 2, Class 1, 0.052%, 5/15/29	215,679
	Total Interest Only Mortgage-Backed Securities	52,928,053
Principal Only Mortgage-Backed Securities 4.9%		
	Countrywide Home Loans, Inc.,	
5,3298	Ser. 26, 4.944%, 8/25/33	4,217,491
1,0438	Ser. J4, 5.142%, 6/25/33	745,815
1,4278	Ser. J5, 4.911%, 7/25/33	847,321
1,1528	Ser. J8, 4.787%, 9/25/23	882,292
	Drexel Burnham Lambert, Inc.,	
228	Ser. K, Class 1, 11.50%, 9/23/17	22,301
2698	Ser. V, Class 1, 11.50%, 9/01/18	240,360
	Federal Home Loan Mortgage Corp.,	
2338	Ser. 8, Class A10, 6.737%, 11/15/28	208,620
1538	Ser. 1418, Class M, 7.50%, 11/15/22	144,736
5778	Ser. 1571, Class G, 7.50%, 8/15/23	538,553
2,0448	Ser. 1691, Class B, 7.50%, 3/15/24	1,825,583
1848	Ser. 1739, Class B, 7.50%, 2/15/24	170,847
	Federal National Mortgage Assoc.,	
2988	Ser. 2, Class KB, 8.00%, 1/25/23	251,437
438	Ser. 7, Class J, 10.00%, 2/25/21	36,451
8968	Ser. 13, Class PR, 6.50%, 3/25/32	721,798
1438	Ser. 51, Class E, 8.00%, 2/25/23	124,053
248	Ser. 70, Class A, 7.00%, 5/25/23	20,709
478	Ser. 167, Class D, 8.50%, 10/25/17	45,077
438	Ser. 203, Class 1, 8.00%, 2/01/23	36,053
308	Ser. 228, Class 1, 7.00%, 5/01/23	24,248
1,9478	Ser. 249, Class B, 7.50%, 11/25/23	1,662,352
2328	Ser. 273, Class 1, 7.00%, 7/01/26	186,899
4,4228	Ser. 328, Class 1, 6.00%, 11/01/32	3,411,524
3,5908	Ser. 338, Class 1, 5.50%, 6/01/33	2,672,048
3368	Ser. W4, Class PO, 5.985%, 2/25/29	263,208
3148	MASTR Asset Securitization Trust, Ser. 3, Class 4A15, 5.634%, 3/25/34	173,253
9838	Residential Asset Securitization Trust, Ser. A15, Class 1A8, 5.713%, 2/25/36	502,836
124,8	Structured Mortgage Asset Residential Trust, Ser. 3C, Class CX, 7.031%, 4/25/24	11,439
9568	Washington Mutual, Ser. 9, Class CP, 5.112%, 11/25/35	721,550
	Total Principal Only Mortgage-Backed Securities	20,708,854
Collateralized Mortgage Obligation Residual Securities 0.0%		
	Collateralized Mortgage Obligation Trust,	
7	Ser. 40, Class R, 580.50%, 4/01/18	338
7	Ser. 42, Class R, 6,000.00%, 10/01/14	3,440
	Federal Home Loan Mortgage Corp.,	

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7	Ser. 19, Class R, 9,757.652%, 3/15/20	2,952
7	Ser. 75, Class R, 9.50%, 1/15/21	5
7	Ser. 75, Class RS, 17.757%, 1/15/21	5
7	Ser. 173, Class R, 9.00%, 11/15/21	23
7	Ser. 173, Class RS, 9.103%, 11/15/21	23
134	Painwebber CMO Trust, Ser. 88 M, Class 6, 13.80%, 9/01/18	

Total Collateralized Mortgage Obligation Residual Securities 6,786

U.S. Government and Agency Securities 9.9%

	Overseas Private Investment Corp.,	
325	4.09%, 5/29/12	307,885
9101	4.30%, 5/29/12	909,323
683	4.64%, 5/29/12	692,592
386	4.68%, 5/29/12	367,702
2,928	4.87%, 5/29/12	2,996,217
3501	5.40%, 5/29/12	376,330

**Principal
Amount
(000)**

Description

Value

U.S. Government and Agency Securities (cont d)

\$	13,0003	Resolution Funding Corp., Ser. B, Zero Coupon, 4/15/30	\$	4,333,823
		Small Business Administration,		
	612	Ser. 20C-1, 7.15%, 3/01/17		634,079
	616	Ser. 20E-1, 7.60%, 5/01/16		638,742
	816	Ser. 20F-1, 7.55%, 6/01/16		846,061
	560	Ser. 20G-1, 7.70%, 7/01/16		582,014
	833	Ser. 20H-1, 7.25%, 8/01/16		862,324
	1,492	Ser. 20K-1, 6.95%, 11/01/16		1,538,213
	60,0003	U.S. Treasury Strip, Zero Coupon, 11/15/24		26,123,880
		Total U.S. Government and Agency Securities		41,209,185

Corporate Bond 0.6%

2,4484	Structured Asset Receivable Trust, 5.68%, 1/21/10	2,423,798
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Commercial Mortgage-Backed Securities 1.5%

2,4201	Credit Suisse Mortgage Capital Certificates, Ser. C2, Class A3, 5.542%, 1/15/49	2,394,680
3,500	First Union Commercial Mortgage Securities, Inc., Ser. C2, Class D, 7.12%, 11/18/29	3,757,506
	Total Commercial Mortgage-Backed Securities	6,152,186

Asset-Backed Securities 1.7%

5,8901	First Franklin Mortgage Loan Asset Backed Certificates, Ser. FF2, Class M2, 5.313%, 3/25/35	5,414,503
1,8751	Securitized Asset Backed Receivables LLC Trust, Ser. OP2, Class M1, 5.303%, 10/25/35	1,730,120
	Total Asset-Backed Securities	7,144,623

**Total Long-Term Investments
(cost \$444,968,496)**

437,744,481

SHORT-TERM INVESTMENT 0.4%

U.S. Government and Agency Discount Notes 0.4%

1,6009	Federal Home Loan Bank Disc. Notes, 4.401%, 11/01/07 (cost \$1,600,000)	1,600,000
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BORROWED BOND AGREEMENT 8.3%

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34,72111 Lehman Brothers, Inc., 4.64%, 11/08/07
(cost \$34,720,656)

34,720,656

**Notional
Amount
(000)**

OUTSTANDING OPTIONS PURCHASED 2.2%

Notional Amount (000)	Description	Value
	Interest Rate Swaps,	
7,300	Trust pays 3-month LIBOR, Trust receives 5.39%, expires 3/19/12	296,161
31,965	Trust pays 3-month LIBOR, Trust receives 5.495%, expires 5/08/12	1,394,313
5,500	Trust pays 3-month LIBOR, Trust receives 5.52%, expires 9/21/36	324,406
31,965	Trust pays 3-month LIBOR, Trust receives 5.725%, expires 5/24/12	1,253,348
2,800	Trust pays 3-month LIBOR, Trust receives 5.78%, expires 8/09/10	148,512
8,640	Trust pays 3-month LIBOR, Trust receives 6.025%, expires 6/08/12	531,187
8,640	Trust pays 3-month LIBOR, Trust receives 6.025%, expires 6/08/12	272,765
7,300	Trust pays 5.39%, Trust receives 3-month LIBOR, expires 3/19/12	357,116
12,400	Trust pays 5.47%, Trust receives 3-month LIBOR, expires 5/08/12	531,960
12,400	Trust pays 5.47%, Trust receives 3-month LIBOR, expires 5/08/12	579,700
31,965	Trust pays 5.495%, Trust receives 3-month LIBOR, expires 5/08/12	1,467,833
5,500	Trust pays 5.52%, Trust receives 3-month LIBOR, expires 9/21/36	373,168

See Notes to Financial Statements.

ANNUAL REPORT

OCTOBER 31, 2007

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Portfolio of Investments as of October 31, 2007

BlackRock Income Trust Inc. (BKT) (concluded)
(Percentages shown are based on Net Assets)

Notional Amount (000)	Description	Value
OUTSTANDING OPTIONS PURCHASED (cont d)		
31,965	Trust pays 5.725%, Trust receives 3-month LIBOR, expires 5/24/12	\$ 1,625,420
2,800	Trust pays 5.78%, Trust receives 3-month LIBOR, expires 8/09/10	77,446
	Total Outstanding Options Purchased (cost \$8,039,528)	9,233,335
	Total Investments before borrowed bonds, TBA sale commitments, and outstanding options written (cost \$489,328,680¹⁰)	483,298,472

Principal Amount (000)		
BORROWED BOND (8.5)%		
\$ (34,505)	U.S. Treasury Notes, 4.75%, 5/31/12 (proceeds \$34,289,344)	(35,402,682)
TBA SALE COMMITMENTS (12.1)%		
(19,800)	Federal National Mortgage Assoc., 5.00%, 11/13/37	(18,989,428)
(15,900)	5.50%, 11/13/37	(15,666,460)
(16,000)	6.00%, 11/13/37	(16,115,008)
	Total TBA Sale Commitments (proceeds \$49,863,740)	(50,770,896)

Contracts/ Notional Amount (000)		
OUTSTANDING OPTIONS WRITTEN (2.7)%		
(23)	Eurodollar Future, expiring 12/17/07	(28,125)
(38)	Eurodollar Future, expiring 3/17/08 Interest Rate Swaps,	(56,437)
(5,700)	Trust pays 3-month LIBOR, Trust receives 5.135%, expires 4/21/08	(97,385)
(7,300)	Trust pays 3-month LIBOR, Trust receives 5.148%, expires 3/19/08	(119,063)
(19,500)		(1,299,480)

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	Trust pays 3-month LIBOR, Trust receives 5.448%, expires 5/07/10	
(3,800)	Trust pays 3-month LIBOR, Trust receives 5.46%, expires 8/22/08	(52,272)
(5,400)	Trust pays 3-month LIBOR, Trust receives 5.485%, expires 10/28/19	(158,647)
(12,400)	Trust pays 3-month LIBOR, Trust receives 5.67%, expires 1/04/10	(315,828)
(19,495)	Trust pays 3-month LIBOR, Trust receives 5.685%, expires 5/24/10	(1,024,462)
(63,930)	Trust pays 3-month LIBOR, Trust receives 5.88%, expires 6/23/08	(3,831,325)
(7,300)	Trust pays 5.115%, Trust receives 3-month LIBOR, expires 3/19/08	(118,698)
(5,700)	Trust pays 5.135%, Trust receives 3-month LIBOR, expires 4/21/08	(97,385)
(19,500)	Trust pays 5.448%, Trust receives 3-month LIBOR, expires 5/07/10	(1,241,955)
(3,800)	Trust pays 5.46%, Trust receives 3-month LIBOR, expires 8/22/08	(131,135)
(5,400)	Trust pays 5.485%, Trust receives 3-month LIBOR, expires 10/28/19	(212,156)
(12,400)	Trust pays 5.67%, Trust receives 3-month LIBOR, expires 1/04/10	(599,912)

Notional Amount (000)	Description	Value
OUTSTANDING OPTIONS WRITTEN (cont d)		
(19,495)	Trust pays 5.685%, Trust receives 3-month LIBOR, expires 5/24/10	\$ (1,567,203)
(63,930)	Trust pays 5.88%, Trust receives 3-month LIBOR, expires 6/23/08	(265,310)
	Total Outstanding Options Written (premium received \$9,904,416)	(11,216,778)
Total investments net of borrowed bonds, TBA sale commitments and outstanding options written 92.4%		\$ 385,908,116
Other assets in excess of liabilities 7.6%		31,742,835
Net Assets 100%		\$ 417,650,951

- Variable rate security. Rate shown is interest rate as of October 31, 2007.
- Security, or a portion thereof, pledged as collateral with a value of \$6,412,510 on 123 long U.S. Treasury Note futures contracts expiring December 2007, 686 short Eurodollar futures contracts expiring December 2007 to September 2009, 3,506 short U.S. Treasury Note futures contracts expiring December 2007 and 463 short U.S. Treasury Bond futures contracts expiring December 2007. The notional value of such contracts on October 31, 2007 was \$756,077,952, with an unrealized loss of \$4,500,487.
- Entire or partial principal amount pledged as collateral for reverse repurchase agreements. See Note 4 in the Notes to Financial Statements for details of open reverse repurchase agreements.
- Illiquid security. As of October 31, 2007, the Trust held 0.7% of its net assets, with a current market value of \$2,789,604, in these securities.
- Represents an investment in an affiliate.
- Security is not registered under the Securities Act of 1933. These securities may be resold in transactions in accordance with Rule 144A under that Act, to qualified institutional buyers. As of October 31, 2007, the Trust held 0.2% of its net assets, with a current market value of \$775,270, in securities restricted as to resale.

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- 7 Security is fair valued.
- 8 Rate shown is effective yield of the underlying collateral as of October 31, 2007.
- 9 Rate shown is the yield to maturity as of the date of purchase.
- 10 Cost for federal income tax purposes is \$489,476,259. The net unrealized depreciation on a tax basis is \$6,177,787, consisting of \$21,888,429 gross unrealized appreciation and \$28,066,216 gross unrealized depreciation.
- 11 See Note 1 in the Notes to Financial Statements for details of borrowed bond agreements.

See Notes to Financial Statements.

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OCTOBER 31, 2007

Portfolio of Investments as of October 31, 2007

BlackRock Limited Duration Income Trust (BLW)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
LONG-TERM INVESTMENTS 133.7%		
Corporate Bonds 49.1%		
Aerospace & Defense 1.5%		
\$ 1,560 ¹	AAR Corp., Ser. A2, 8.39%, 5/15/11	\$ 1,575,600
745 ²	Bombardier, Inc., 8.00%, 11/15/14 (Canada)	774,800
5,236	DI Finance/DynCorp Intl., Ser. B, 9.50%, 2/15/13	5,563,250
	DRS Technologies, Inc.,	
330	6.875%, 11/01/13	330,000
310	7.625%, 2/01/18	316,975
755	Sequa Corp., 9.00%, 8/01/09	809,737
570	TransDigm, Inc., 7.75%, 7/15/14	579,975
	Total Aerospace & Defense	9,950,337
Automotive 2.4%		
850	Accuride Corp., 8.50%, 2/01/15	799,000
	AutoNation, Inc.,	
690	7.00%, 4/15/14	667,575
690 ³	7.243%, 4/15/13	674,475
7,500 ⁴	DaimlerChrysler NA Holding Corp., 4.05%, 6/04/08	7,439,415
500	Ford Capital BV, 9.50%, 6/01/10 (Netherlands)	503,750
1,575	Lear Corp., Ser. B, 8.75%, 12/01/16	1,512,000
1,000 ⁴	Metaldyne Corp., 11.00%, 11/01/13	930,000
3,500	Sonic Automotive, Inc., Ser. B, 8.625%, 8/15/13	3,535,000
	Total Automotive	16,061,215
Basic Materials 3.9%		
1,405	Abitibi-Consolidated, Inc., 6.00%, 6/20/13 (Canada)	1,032,675
2,200	AK Steel Corp., 7.75%, 6/15/12	2,244,000
1,100	American Pacific Corp., 9.00%, 2/01/15	1,127,500
670 ³	Bowater, Inc., 8.694%, 3/15/10	613,050
120	Chemtura Corp., 6.875%, 6/01/16	114,600
750	CPG Intl. I, Inc., 10.50%, 7/01/13	750,000
	Domtar, Inc., (Canada)	
300	7.125%, 8/15/15	297,000
140	7.875%, 10/15/11	143,850
	Freeport-McMoRan Copper & Gold, Inc.,	
4,585 ⁴	8.375%, 4/01/17	5,020,575
750 ³	8.394%, 4/01/15	774,375
	Huntsman LLC,	
1,950 ⁴	11.625%, 10/15/10	2,067,000
310	12.00%, 7/15/12	337,125
	Ineos Group Holdings Plc (United Kingdom)	
1,490	7.875%, 2/07/16 (EUR)	1,985,671
2,885 ²	8.50%, 2/15/16	2,740,750
2,225	Innophos, Inc., 8.875%, 8/15/14	2,241,687
980 ²	Key Plastics LLC/Key Plastics Finance Corp.,	
	11.75%, 3/15/13	833,000
560	Lyondell Chemical Co., 10.50%, 6/01/13	603,400
	NewPage Corp.,	
810	10.00%, 5/01/12	856,575
1,500 ^{3,4}	11.161%, 5/01/12	1,616,250
300	12.00%, 5/01/13	324,000

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500 ³	NOVA Chemicals Corp., 8.484%, 11/15/13 (Canada)	491,250
730	Terra Capital, Inc., Ser. B, 7.00%, 2/01/17	730,000
Total Basic Materials		26,944,333

Building & Development 0.9%

3,000 ⁴	DR Horton, Inc., 5.875%, 7/01/13	2,688,714
	Goodman Global Holding Co., Inc.,	
2,000	7.875%, 12/15/12	2,090,000
269 ³	8.36%, 6/15/12	270,345
665	Nortek, Inc., 8.50%, 9/01/14	588,525
270	North American Energy Partners, Inc., 8.75%, 12/01/11 (Canada)	272,700
Total Building & Development		5,910,284

**Principal
Amount
(000)**

Description

Value

Commercial Services 0.2%

\$ 350	FTI Consulting, Inc., 7.75%, 10/01/16	\$ 365,750
875 ²	Quebecor World, Inc., 9.75%, 1/15/15 (Canada)	853,125
Total Commercial Services		1,218,875

Consumer Products 5.0%

2,085 ³	Ames True Temper, Inc., 9.243%, 1/15/12	2,001,600
130 ³	Avis Budget Car Rental LLC/Avis Budget Finance, Inc., 8.058%, 5/15/14	128,375
	General Nutrition Centers, Inc.,	
2,250	9.85%, 3/15/14	2,165,625
1,880	10.75%, 3/15/15	1,828,300
5,000 ⁴	Group 1 Automotive, Inc., 8.25%, 8/15/13	5,000,000
4,400 ⁴	JCPenney Co., Inc., 8.00%, 3/01/10	4,687,540
1,475	Lazy Days RV Center, Inc., 11.75%, 5/15/12	1,327,500
	Michaels Stores, Inc.,	
2,210	10.00%, 11/01/14	2,226,575
2,800 ⁴	11.375%, 11/01/16	2,793,000
73	Neiman-Marcus Group, Inc., 9.00%, 10/15/15	77,015
575	Quiksilver, Inc., 6.875%, 4/15/15	536,187
1,000 ⁴	Reynolds American, Inc., 7.625%, 6/01/16	1,081,917
	Rite Aid Corp.,	
3,440 ⁴	7.50%, 3/01/17	3,199,200
5,000 ⁴	8.125%, 5/01/10	5,031,250
1,790 ⁴	Sally Holdings LLC, 10.50%, 11/15/16	1,781,050
Total Consumer Products		33,865,134

Containers & Packaging 1.0%

	Berry Plastics Holding Corp.,	
1,210	8.875%, 9/15/14	1,240,250
835 ³	9.569%, 9/15/14	837,087
885	Crown Americas LLC/Crown Americas Capital Corp., 7.75%, 11/15/15	911,550
585	Graham Packaging Co., Inc., 8.50%, 10/15/12	580,613
1,370 ^{2,3}	Impress Holdings BV, 8.368%, 9/15/13 (Netherlands)	1,362,813
2,020	Pregis Corp., 12.375%, 10/15/13	2,201,800
Total Containers & Packaging		7,134,113

Ecological Services & Equipment 0.6%

2,000	Casella Waste Systems, Inc., 9.75%, 2/01/13	2,040,000
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2,065 Waste Services, Inc., 9.50%, 4/15/14 2,065,000

Total Ecological Services & Equipment 4,105,000

Energy 4.9%

5,500 ²	AES Corp., 8.75%, 5/15/13	5,816,250
550	Berry Petroleum Co., 8.25%, 11/01/16	561,000
1,210	Chaparral Energy, Inc., 8.50%, 12/01/15	1,128,325
	Chesapeake Energy Corp.,	
650	6.375%, 6/15/15	630,500
100	6.875%, 11/15/20	97,750
4,000 ⁴	7.50%, 9/15/13	4,110,000
	Compagnie Generale de Geophysique-Veritas (France)	
255	7.50%, 5/15/15	260,100
420	7.75%, 5/15/17	432,600
925	Compton Petroleum Finance Corp., 7.625%, 12/01/13 (Canada)	885,687
1,640 ¹	East Cameron Gas Co., 11.25%, 7/09/19 (Cayman Islands)	1,574,400
590	Edison Mission Energy, 7.50%, 6/15/13	598,113
400	El Paso Natural Gas Co., 8.875%, 6/15/32	466,279
159	Elwood Energy LLC, 8.159%, 7/05/26	162,789
	Encore Acquisition Co.,	
250	6.00%, 7/15/15	226,250
200	7.25%, 12/01/17	191,500
495	Exco Resources, Inc., 7.25%, 1/15/11	488,813
380 ⁴	Grant Prideco, Inc., Ser. B, 6.125%, 8/15/15	381,900
895	KCS Energy, Inc., 7.125%, 4/01/12	881,575
4,324 ⁴	Midwest Generation LLC, Ser. B, 8.56%, 1/02/16	4,648,585
625	Mirant Americas Generation LLC, 8.30%, 5/01/11	632,031

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Limited Duration Income Trust (BLW)
 (continued)
 (Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Energy (cont d)		
\$ 210	NRG Energy, Inc., 7.25%, 2/01/14	\$ 210,000
1,185	7.375%, 2/01/16	1,182,037
1,990 ²	OPTI, Inc., 8.25%, 12/15/14 (Canada)	1,994,975
580	Orion Power Holdings, Inc., 12.00%, 5/01/10	640,900
1,515	Sabine Pass LNG LP, 7.50%, 11/30/16	1,484,700
1,240 ²	SemGroup LP, 8.75%, 11/15/15	1,190,400
725 ²	Targa Resources, Inc., 8.50%, 11/01/13	732,250
1,550	Whiting Petroleum Corp., 7.25%, 5/01/12-5/01/13	1,523,675
	Total Energy	33,133,384
Entertainment & Leisure 0.4%		
505	AMC Entertainment, Inc., 11.00%, 2/01/16	546,663
1,430 ²	Greektown Holdings LLC, 10.75%, 12/01/13	1,422,850
1,020	Harrah s Operating Co., Inc., 5.75%, 10/01/17	752,250
100	Wynn Las Vegas LLC/Wynn Las Vegas Capital Corp., 6.625%, 12/01/14	98,250
	Total Entertainment & Leisure	2,820,013
Financial Institutions 5.2%		
	American Real Estate Partners LP/American Real Estate Finance Corp.,	
1,480	7.125%, 2/15/13	1,443,000
5,860 ⁴	8.125%, 6/01/11	5,903,950
839 ^{2,3}	BMS Holdings, Inc., 12.40%, 2/15/12	805,682
	Ford Motor Credit Co. LLC,	
2,800	7.375%, 2/01/11	2,640,938
1,665	7.80%, 6/01/12	1,564,392
940 ³	7.993%, 1/13/12	870,229
60 ³	9.693%, 4/15/12	60,570
2,735 ⁴	General Motors Acceptance Corp., 6.875%, 8/28/12	2,465,586
3,716 ²	iPayment Investors LP, 11.625%, 7/15/14	3,827,972
950	iPayment, Inc., 9.75%, 5/15/14	912,000
	LVB Acquisition Merger Sub, Inc.,	
500 ²	10.00%, 10/15/17	513,750
500 ²	10.375%, 10/15/17	506,250
670 ²	11.625%, 10/15/17	682,563
2,590 ²	Momentive Performance Materials, Inc., 11.50%, 12/01/16	2,499,350
	Rainbow National Services LLC,	
925 ²	8.75%, 9/01/12	962,000
3,134 ²	10.375%, 9/01/14	3,447,400
4,410 ⁵	Structured Asset Receivable Trust, 5.68%, 1/21/10	4,365,591
220 ³	Universal City Florida Holding Co. I/II, 9.661%, 5/01/10	224,950
2,780 ²	Wimar Opco LLC/Wimar Opco Finance Corp., 9.625%, 12/15/14	2,085,000
	Total Financial Institutions	35,781,173
Health Care 1.1%		
3,000		3,112,500

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	Norcross Safety Products LLC/Norcross Capital Corp., 9.875%, 8/15/11	
1,985	Tenet Healthcare Corp., 6.50%, 6/01/12	1,682,288
2,948 ²	Viant Holdings, Inc., 10.125%, 7/15/17	2,771,120
	Total Health Care	7,565,908

Industrials 1.4%

1,700 ²	AGY Holding Corp., 11.00%, 11/15/14	1,674,500
650	Hexcel Corp., 6.75%, 2/01/15	638,625
905	Park-Ohio Industries, Inc., 8.375%, 11/15/14	843,913
	RBS Global, Inc./Rexnord Corp., 9.50%, 8/01/14	2,065,000
1,430	11.75%, 8/01/16	1,515,800
3,125 ²	Sunstate Equipment Co. LLC, 10.50%, 4/01/13	3,000,000
	Total Industrials	9,737,838

Media 8.6%

	Affinion Group, Inc., 10.125%, 10/15/13	2,058,937
1,975	11.50%, 10/15/15	886,125
850	American Media Operations, Inc., Ser. B, 10.25%, 5/01/09	402,150
420		

**Principal
Amount
(000)**

Description

Value

Media (cont d)

\$ 800 ³	Cablevision Systems Corp., Ser. B, 9.644%, 4/01/09	\$ 822,000
520	CanWest MediaWorks, Inc., 8.00%, 9/15/12 (Canada)	507,000
	Charter Communications Holdings I LLC/Charter Communications Holdings I Capital Corp., 11.00%, 10/01/15	1,353,150
1,395	Charter Communications Holdings II LLC/Charter Communications Holdings II Capital Corp., 10.25%, 9/15/10	2,937,600
2,880	Ser. B, 10.25%, 9/15/10	880,138
865	CMP Susquehanna Corp., 9.875%, 5/15/14	2,227,969
2,425	Comcast Cable Communications, Inc., 6.875%, 6/15/09	6,854,899
6,685 ⁴	Dex Media West LLC/Dex Media Finance Co., Ser. B, 9.875%, 8/15/13	1,759,313
1,650	DirecTV Holdings LLC/DirecTV Financing Co., 8.375%, 3/15/13	522,500
500	EchoStar DBS Corp., 5.75%, 10/01/08	2,793,000
2,800	7.00%, 10/01/13	1,384,863
1,330	7.125%, 2/01/16	209,000
200	Idearc, Inc., 8.00%, 11/15/16	2,531,312
2,525	ION Media Networks, Inc., 8.493%, 1/15/12	2,005,000
2,000 ^{2,3}	Network Communications, Inc., 10.75%, 12/01/13	2,118,156
2,105	Nexstar Finance, Inc., 7.00%, 1/15/14	2,678,400
2,790	Nielsen Finance LLC/Nielsen Finance Co., 9.115%, 8/01/16	1,011,500
1,400 ⁶	10.00%, 8/01/14	4,567,850
4,340	RH Donnelley Corp., Ser. A-3, 8.875%, 1/15/16	3,465,000
3,465	Salem Communications Corp., 7.75%, 12/15/10	2,007,500
2,000	Sinclair Broadcast Group, Inc., 4.875%, 7/15/18	417,019
460	Sirius Satellite Radio, Inc., 9.625%, 8/01/13	183,844
185	TL Acquisitions, Inc., 10.50%, 1/15/15	4,477,500
4,500 ²	Univision Communications, Inc., 9.75%, 3/15/15	1,435,700
1,465 ²	Vertis, Inc., 9.75%, 4/01/09	2,390,000
2,390	Young Broadcasting, Inc., 10.00%, 3/01/11	4,081,480
4,342		

Total Media

58,968,905

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Real Estate 0.3%		
2,000 ³	Rouse Co., 5.375%, 11/26/13	1,812,352
Technology 2.6%		
2,063	Amkor Technology, Inc., 7.75%, 5/15/13	1,995,952
600	9.25%, 6/01/16	613,500
1,965 ⁴	Celestica, Inc., 7.625%, 7/01/13 (Canada)	1,886,400
3,015	Freescale Semiconductor, Inc., 9.125%, 12/15/14	2,728,575
600 ³	9.569%, 12/15/14	551,250
1,625	NXP BV/NXP Funding LLC, 9.50%, 10/15/15 (Netherlands)	1,535,625
1,835 ⁴	Sanmina-SCI Corp., 8.125%, 3/01/16	1,610,213
590	SunGard Data Systems, Inc., 9.125%, 8/15/13	601,800
2,600	10.25%, 8/15/15	2,710,500
3,765	Superior Essex Communications LLC/Essex Group, Inc., 9.00%, 4/15/12	3,717,937
	Total Technology	17,951,752
Telecommunications 7.9%		
1,420	Cincinnati Bell, Inc., 7.25%, 7/15/13	1,423,550
990	Cricket Communications, Inc., 9.375%, 11/01/14	982,575
5,000 ⁴	Deutsche Telekom Intl. Finance BV, 8.00%, 6/15/10 (Netherlands)	5,361,380
1,120 ²	Digicel Group Ltd. (Bermuda) 8.875%, 1/15/15	1,045,856
2,797 ²	9.125%, 1/15/15	2,611,856
860 ³	Hawaiian Telcom Communications, Inc., Ser. B, 10.318%, 5/01/13	870,750
2,495	Intelsat Corp., 9.00%, 6/15/16	2,551,138

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Limited Duration Income Trust (BLW) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Telecommunications (cont d)		
\$ 415 ³	Intelsat Ltd. (Bermuda)	\$ 421,225
1,800	8.886%, 1/15/15	1,867,500
630	9.25%, 6/15/16	677,250
2,815 ³	11.25%, 6/15/16	2,934,637
1,470	11.409%, 6/15/13	
	Intelsat Subsidiary Holding Co. Ltd., 8.625%, 1/15/15 (Bermuda)	1,492,050
500 ²	MetroPCS Wireless, Inc., 9.25%, 11/01/14	496,250
3,850 ²	Nordic Telephone Co. Holdings A.p.S., 8.875%, 5/01/16 (Denmark)	4,071,375
3,300 ^{2,3}	Nortel Networks Ltd., 9.493%, 7/15/11 (Canada)	3,258,750
3,517	PanAmSat Corp., 9.00%, 8/15/14	3,587,340
3,287 ^{2,3}	ProtoStar I Ltd., 12.50%, 10/15/12 (Bermuda)	3,451,615
1,364 ³	Qwest Communications Intl., Inc., 9.058%, 2/15/09 Qwest Corp.,	1,370,820
1,000	7.875%, 9/01/11	1,055,000
2,500 ³	8.944%, 6/15/13	2,665,625
2,675 ⁴	9.125%, 3/15/12	2,929,125
3,595	West Corp., 11.00%, 10/15/16	3,765,762
1,500 ²	Wind Acquisition Finance S.A., 10.75%, 12/01/15 (Luxembourg)	1,668,750
	Windstream Corp.,	
2,340 ⁴	8.125%, 8/01/13	2,474,550
1,060	8.625%, 8/01/16	1,134,200
	Total Telecommunications	54,168,929
Transportation 1.2%		
520	American Airlines, Inc., Ser. 99-1, 7.324%, 4/15/11	513,500
490	Britannia Bulk Plc, 11.00%, 12/01/11 (United Kingdom)	514,500
1,715	CHC Helicopter Corp., 7.375%, 5/01/14 (Canada)	1,659,263
2,150	Navios Maritime Holdings, Inc., 9.50%, 12/15/14 (Marshall Islands)	2,273,625
1,650	Overseas Shipholding Group, Inc., 8.75%, 12/01/13	1,769,625
1,900 ²	St. Acquisition Corp., 12.50%, 5/15/17	1,211,250
	Total Transportation	7,941,763
	Total Corporate Bonds	335,071,308
Bank Loans 56.5%		
Aerospace & Defense 0.3%		
1,750	DI Finance/DynCorp Intl., Loan B, LIBOR + 2.00%, 2/11/11	1,675,789
486	Wesco Aircraft Hardware Corp., First Lien Loan, LIBOR + 2.25%, 9/29/13	480,375
	Total Aerospace & Defense	2,156,164
Automotive 1.7%		
637	IAP Worldwide Services, Inc., First Lien Loan, LIBOR + 6.25%, 12/30/12	571,731

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1,489	Keystone Automotive Industries, Inc., Loan B, LIBOR + 3.50%, 1/12/12	1,385,778
964	Mark IV Industries, Inc., First Lien Loan, LIBOR + 2.50%, 6/21/11	927,972
765	Metaldyne Corp., LIBOR , 1/11/14	745,875
496	Motorsport Aftermarket Group, Inc., LIBOR + 2.50%, 11/30/13	477,641
1,000	Navistar Intl. Corp., Revolver Loan, Unfunded, 0.50%, 1/19/12	980,750
2,750	LIBOR + 3.25%, 1/19/12	2,697,062
921	Rent-A-Center, Inc., Loan B, LIBOR + 1.75%, 6/30/12	899,519
1,870	Reynolds & Reynolds Co., LIBOR + 2.00%, 10/26/12	1,821,930
1,250	Second Lien Loan, LIBOR + 5.50%, 10/26/13	1,246,875
	Total Automotive	11,755,133

Principal Amount (000)	Description	Value
Basic Materials 2.6%		
\$ 998	Appleton Papers, Inc., Loan B, LIBOR + 1.75%, 6/05/14	\$ 956,977
499	BOC Edwards, LIBOR + 2.00%, 5/31/14	466,331
	Brenntag Holdings (EUR)	
282	Loan B6, LIBOR + 2.00%, 9/15/14	390,878
218	Loan B6b, LIBOR + 2.00%, 9/15/14	302,615
1,000	Cognis Group, LIBOR, 11/17/13 (EUR)	1,391,641
786	Compass Minerals Group, Inc., LIBOR + 1.50%, 12/22/12	773,060
550	Huntsman Intl. LLC, Loan B, LIBOR + 1.75%, 4/19/14	545,102
	Ineos Group Holdings Plc,	
1,241	Loan A4, LIBOR + 2.25%, 12/16/12	1,210,496
1,682	Loan B2, LIBOR + 2.25%, 12/16/13	1,664,679
1,682	Loan C2, LIBOR + 2.75%, 12/23/14	1,664,223
	Invista BV,	
1,283	Loan B1, LIBOR + 1.50%, 4/29/11	1,259,879
680	Loan B2, LIBOR + 1.50%, 4/29/11	667,829
1,496	ISP Chemco LLC, Loan B, LIBOR + 1.75%, 6/04/14	1,459,218
1,151	John Maneely Co., Loan B, LIBOR + 3.25%, 12/08/13	1,065,305
1,562	Nalco Co., Loan B, LIBOR + 1.75%, 11/04/10	1,551,152
975	Rockwood Specialties Group, Inc., Loan E, LIBOR + 1.50%, 12/13/13	957,694
1,611	SP Newsprint, Loan B, LIBOR + 3.75%, 1/09/10	1,562,778
	Total Basic Materials	17,889,857

Building & Development-2.0%		
196	Armstrong World Industries, Inc., LIBOR + 1.75%, 10/02/13	194,045
1,238	Beacon Roofing Supply, Inc., Loan B, LIBOR + 2.00%, 9/30/13	1,175,625
	Brand Energy & Infrastructure Services, Inc.,	
498	First Lien Loan B, LIBOR + 2.25%, 2/07/14	474,698
500	Second Lien Loan, LIBOR + 6.00%, 2/07/15	477,917
2,481	Building Materials Holding Corp., PRIME + 1.75%, 3/15/14	2,238,485
1,500	Custom Building Products, Inc., Second Lien Loan, LIBOR + 5.00%, 4/29/12	1,380,000
250	Euramax Intl., Inc., Second Lien Loan, LIBOR + 8.00% , 6/29/13	212,908
1,500	Hanley Wood LLC, LIBOR + 2.25%, 3/08/14	1,233,750
	Lafarge Roofing Holdings, Inc.,	
725	Loan B1, LIBOR + 2.13%, 2/28/14 (EUR)	955,310
296	Loan B2, LIBOR + 2.13%, 2/28/14 (EUR)	390,196
278	Loan B4, LIBOR + 0.00%, 2/28/14	251,415

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673	Loan C1, LIBOR, 2/28/15 (EUR)	890,852
346	Loan C2, LIBOR, 2/28/15 (EUR)	458,268
285	Loan C4, LIBOR, 2/28/15	258,886
494	Nacco Industries, Inc., Unfunded, 0.25%, 3/21/13	475,234
485	Nortek, Inc., Loan B, PRIME + 1.25%, 8/27/11	472,875
800	Rhodes Ranch, First Lien Loan, LIBOR + 3.50%, 11/21/10	724,000
1,870	United Subcontractors, Inc., First Lien Loan, LIBOR + 3.00%, 12/27/12	1,533,469
	Total Building & Development	13,797,933

Conglomerates 1.3%

	Atlantis Plastics, Inc.,	
975	First Lien Loan, LIBOR + 4.00%, 9/22/11	809,250
250	Second Lien Loan, LIBOR + 9.00%, 3/22/12	207,500
891	Blount Intl., Loan B, PRIME, 8/09/10	870,631
1,946	Colfax Corp., Loan B, LIBOR + 2.25%, 5/30/09	1,923,989
	Invensys Plc,	
1,000	Loan A, LIBOR + 2.00%, 12/15/11	975,000
1,000	Loan B, LIBOR + 2.13%, 12/15/11 (GBP)	2,042,913
1,122	Sensus Metering Systems, Inc., Loan B1, LIBOR + 2.00%, 12/17/10	1,099,304
722	St. John Knits Intl., Inc., Loan B, LIBOR + 3.00%, 3/21/12	707,649
	Total Conglomerates	8,636,236

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Limited Duration Income Trust (BLW) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Consumer Products 8.1%		
\$ 1,000	Aearo Technologies, Inc., Second Lien Loan, LIBOR + 5.50%, 12/01/14	\$ 965,000
985	24 Hour Fitness Worldwide, Inc., Loan B, LIBOR + 2.50%, 6/08/12	965,300
774	Advance Food Co., Loan B, PRIME + 0.75%, 3/16/14	739,064
222	TBD, Unfunded, 3/16/14	212,222
750	American Safety Razor Co., Second Lien Loan, LIBOR + 6.25%, 1/30/14	746,250
178	ARAMARK Corp., Letter of Credit, LIBOR + 2.00%, 1/26/14	173,305
2,487	Loan B, LIBOR + 2.00%, 1/26/14	2,424,837
448	Arby's Restaurant Group, Inc., Loan B, LIBOR + 2.25%, 7/25/12	438,529
390	Bare Escentuals Beauty, Inc., First Lien Loan, LIBOR + 2.25%, 2/18/12	384,738
947	Berkline Bench Craft, Loan B, PRIME + 2.75%, 11/03/11	54,230
1,005 ⁷	Second Lien Loan, TBD, 5/11/12	50,252
1,244	Brickman Group Ltd., LIBOR + 2.00%, 1/23/14	1,206,438
1,011	Burlington Coat Factory Warehouse Corp., Loan B, LIBOR + 2.25%, 5/28/13	945,381
1,090	Central Garden & Pet Co., Loan B, PRIME + 0.75%, 9/30/12	991,792
31	Cenveo Corp., Delayed Draw Loan, LIBOR + 1.75%, 6/21/13	29,806
923	Loan C, LIBOR + 1.75%, 6/21/13	896,921
435	Chiquita Brands Intl., Inc., Loan C, LIBOR + 3.00%, 6/28/12	427,253
1,245	Claire's Stores, Inc., Loan B, LIBOR + 2.75%, 5/29/14	1,169,912
993	Coinmach Corp., Loan B1, Unfunded, 1.25%, 12/19/12	985,492
2,209	Cracker Barrel, Loan B, LIBOR + 1.50%, 4/27/13	2,144,617
1,500	Culligan International Co., Second Lien Loan, LIBOR, 4/24/13 (EUR)	1,912,085
995	David's Bridal, Inc., LIBOR + 2.00%, 1/31/14	937,788
468	Dole Food Co., Inc., Letter of Credit, LIBOR, 4/12/13	453,863
1,038	LIBOR + 2.00%, 4/12/13	1,005,873
3,460	Loan C, LIBOR + 2.00%, 4/12/13	3,352,910
500	DS Waters Holdings, Inc., Loan B, LIBOR, 3/07/12	486,250
1,936	Eight O'Clock Coffee, First Lien Loan, LIBOR + 2.75%, 11/14/11	1,935,747
672	FTD, Inc., LIBOR + 2.00%, 7/28/13	664,045
350	Gold Toe, Second Lien Loan, LIBOR + 6.00%, 4/30/14	343,000
1,938	JRD Holdings, Inc., LIBOR + 2.50%, 5/11/14	1,889,063
780	Language Line, Inc., Loan B1, LIBOR + 3.25%, 6/11/11	757,381
1,000 ⁷	Le-Natures, Inc., Loan B, LIBOR + 4.00%, 3/01/11	577,500
2,420	Michael Foods, Inc., Loan B1, LIBOR + 2.00%, 11/21/10	2,382,496
1,440	Neiman-Marcus Group, Inc., LIBOR + 1.75%, 4/06/13	1,413,836
1,330	New Page, Loan B, LIBOR + 2.25%, 5/02/11	1,313,308
1,500	Orchard Supply Hardware Stores Corp., Loan B2, LIBOR + 2.45%, 12/09/07	1,477,500
963	Oriental Trading Co., LIBOR + 2.25%, 7/31/13	924,585
75	OSI Food Co., Pre Funded Revolver, Unfunded, 0.50%, 6/14/13	72,256
922	Loan B, LIBOR + 2.25%, 6/14/14	886,522

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2,910	OSI Group LLC, LIBOR + 2.00% , 9/02/11	2,829,975
1,164	Pantry, Inc. (The), Loan B, LIBOR + 1.75%, 5/15/14	1,122,291
397	PETCO Animal Supplies, Inc., LIBOR + 2.25%, 10/26/13	387,241
591	Pierre Foods, Inc., Loan B, LIBOR + 4.00%, 6/30/10	580,901
750	Pivotal Promontory LLC, Second Lien Loan, PRIME + 5.50%, 8/31/11	656,250
1,315	Prestige Brands Holdings, Inc., Loan B, LIBOR + 2.25%, 4/06/11	1,304,701
1,975	Quiznos Corp., First Lien Loan, LIBOR + 2.25%, 5/05/13	1,910,263

Principal Amount (000)	Description	Value
Consumer Products (cont d)		
\$ 402	Riverdeep Interactive Learning, Inc., Bridge Loan, LIBOR + 7.20%, 12/21/07	\$ 400,179
995	Loan B, LIBOR + 2.75%, 12/20/13	987,318
3,650	ServiceMaster Co. (The), Bridge Loan, LIBOR + 4.50%, 6/19/08	3,371,687
1,368	Sturm Foods, Inc., LIBOR + 2.50%, 1/31/14	1,272,356
500	Second Lien Loan, LIBOR + 7.00%, 7/21/14	458,750
6217	Synventive Acquisition, Inc., Mezzanine Loan, LIBOR, 1/31/14	279,656
354	Warnaco, Inc., Loan B, LIBOR + 1.50%, 1/31/13	349,191
	Wastequip, Inc., Delayed Draw Loan, LIBOR + 2.25%, 2/05/13	293,286
311	Loan B, LIBOR + 2.25%, 2/05/13	649,215
689		
	Total Consumer Products	55,590,607

Containers & Packaging 2.0%		
364	Bluegrass Container Co. LLC, Delayed Draw Second Lien Loan, LIBOR + 5.00%, 12/30/13	364,318
341	First Lien Loan, LIBOR + 2.25%, 6/30/13	337,969
1,140	Loan B, LIBOR + 2.25%, 6/30/13	1,129,527
1,136	Second Lien Loan, LIBOR + 5.00%, 12/30/13	1,138,494
	Consolidated Container Co. LLC, First Lien Loan, LIBOR + 2.25%, 3/28/14	927,837
995	Second Lien Loan, LIBOR, 9/28/14	648,750
750	Georgia-Pacific Corp., First Lien Loan, LIBOR + 1.75%, 12/20/12	2,396,598
2,456	Graham Packaging Co. LP, Loan B, LIBOR + 2.25%, 10/07/11	4,869,281
4,975		
568	Smurfit-Stone Container Enterprises, Inc., Unfunded, 0.50%, 11/01/10	561,259
1,352	Solo Cup, Inc., LIBOR + 3.50%, 2/27/11	1,346,182
	Total Containers & Packaging	13,720,215

Ecological Services & Equipment 0.1%		
500	Envirosolutions, Inc., LIBOR + 3.50%, 7/07/12	470,000
73	Sensus Metering Systems, Inc., Loan B2, LIBOR + 2.00%, 12/17/10	71,423
	Total Ecological Services & Equipment	541,423

Energy 6.0%		
429	AES Corp., LIBOR + 1.75%, 4/30/08	425,223
	Big West Oil LLC, Delayed Draw Loan, LIBOR + 1.50%, 5/15/14	528,000
550	LIBOR + 2.25%, 5/15/14	429,600
448	Coffeyville Resources LLC, Letter Of Credit, Unfunded, 0.50%, 12/29/10	240,659
243		

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793	Loan D, PRIME + 3.25%, 12/28/13 Coletto Creek Power,	784,872
127	Letter of Credit, LIBOR + 2.85%, 6/28/13	125,000
1,849	Loan B, LIBOR + 2.75%, 6/28/13	1,814,531
1,485	Dresser, Inc., Loan B, LIBOR + 2.50%, 5/04/14 ElectricInvest Holding Co. Ltd.,	1,452,233
894	LIBOR + 4.00% , 12/21/12 (EUR)	1,250,814
900	LIBOR + 4.00% , 12/21/12 (GBP)	1,808,212
2,000	Flint, Loan B9, LIBOR, 11/09/14 Generac Power Systems, Inc.,	1,922,500
990	First Lien Loan, PRIME + 1.50%, 11/09/13	868,372
500	Second Lien Loan, PRIME + 5.00%, 5/10/14	358,959
1,474	Key Energy Services, Inc., Loan C, LIBOR + 2.50%, 6/30/12 MACH Gen LLC,	1,467,302
70	Letter Of Credit, Unfunded, 0.50%, 2/22/13	67,887
675	LIBOR + 2.00%, 2/22/14	651,316
496	McJunkin Corp., Loan B, LIBOR + 3.25%, 1/31/13	493,459
493	MEG Energy Corp., Loan B, LIBOR + 2.00%, 4/03/13	481,788

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Limited Duration Income Trust (BLW)
(continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Energy (cont d)		
\$ 159	Northeast Energy, Letter of Credit, LIBOR + 2.50%, 11/01/13	\$ 152,988
1,297	Loan B, LIBOR + 2.50%, 11/01/13	1,251,802
250	Second Lien Loan, LIBOR + 4.50%, 5/01/14	236,875
1,995	Safenet, Inc., Loan B, LIBOR, 4/12/14	1,895,250
1,500	SandRidge Energy, Inc., LIBOR, 4/01/14	1,485,000
1,500	TBD, 4/01/15	1,485,000
15,000	Texas Competitive Electric Holdings Co. LLC, TBD, 10/10/14	14,997,424
151	TPF Generation Holdings LLC, Letter of Credit, LIBOR + 2.10%, 12/15/13	147,381
770	Loan B, LIBOR + 2.00%, 12/15/13	753,776
47	Revolver Loan, Unfunded, 0.50%, 12/15/13	46,201
1,477	Trinidad Energy Services Income Trust, LIBOR + 2.50%, 5/13/11	1,462,725
926	Western Refining, LIBOR + 1.75%, 5/30/14	906,567
470	Wolf Hollow I LP, Loan B, LIBOR + 2.25%, 6/22/12	437,481
400	Synthetic Letter of Credit, LIBOR + 2.25%, 6/22/12	372,000
100	Synthetic Revolver Loan, LIBOR + 2.25%, 6/22/12	93,000
	Total Energy	40,894,197
Entertainment & Leisure 3.4%		
857	Alpha III, Loan B1, LIBOR + 2.38%, 12/31/13	837,857
643	Loan B2, LIBOR + 2.38%, 12/31/13	628,393
1,000	Loan D, LIBOR, 6/30/14	975,833
1,692	CCM Merger, Inc., Loan B, LIBOR + 2.00%, 7/13/12	1,649,478
1,107	Cinemark, Inc., Loan B, LIBOR + 1.75%, 10/05/13	1,080,323
998	Discovery Channel, Loan B, LIBOR + 2.00%, 5/14/14	983,161
1,980	Greektown Holdings LLC, Loan B, LIBOR + 2.75%, 12/03/12	1,900,800
479	Green Valley Ranch Gaming LLC, First Lien Loan, LIBOR + 2.00%, 2/16/14	467,335
1,000	Second Lien Loan, LIBOR + 3.25%, 8/16/14	947,500
490	Hit Entertainment Ltd., LIBOR + 2.00%, 3/20/12	479,593
700	Las Vegas Sands LLC, Delayed Draw Loan, LIBOR + 0.75%, 5/23/14	678,731
2,294	Loan B, LIBOR + 1.75%, 5/23/14	2,224,539
4,925	Metro-Goldwyn-Mayer Studios, Inc., Loan B, LIBOR + 3.25%, 4/08/12	4,713,634
978	Penn National Gaming, Inc., Loan B, LIBOR + 1.75%, 10/03/12	969,818
3,728	Travelport LLC, LIBOR + 7.00%, 3/27/12	3,584,752
29	Travelport, Inc., Letter of Credit, LIBOR + 2.25%, 8/23/13	28,354
145	LIBOR + 2.25%, 8/23/13	141,309
495	Wembley, Inc., First Lien Loan, LIBOR + 2.50%, 8/23/11	478,872
413	Yellowstone Mountain Club, LIBOR + 2.38%, 9/30/10	387,781
	Total Entertainment & Leisure	23,158,063

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Financial Institutions 2.9%

984	Advantage Sales & Marketing, Inc., LIBOR + 2.00%, 3/29/13	946,694
1,489	Alix Partners, LIBOR + 2.00%, 10/12/13	1,460,836
990	Bankruptcy Management, LIBOR + 2.75%, 7/28/12	962,775
925	Billing Services Group, LIBOR + 2.50%, 5/11/12 (EUR)	1,339,908
929	BNY Convergenx Group LLC, First Lien Loan, LIBOR + 3.00%, 10/02/13	913,482
432	CCC Information Services Group, Inc., Loan B, LIBOR + 2.50%, 2/10/13	426,637
1,238	Charter Mac, Loan B, LIBOR + 2.50%, 8/15/12	1,138,500
743	Conseco, Inc., LIBOR + 2.00%, 10/10/13	707,544
3,0001	Enclave, Loan B, LIBOR, 3/01/12	2,842,680

**Principal
Amount
(000)**

Description

Value

Financial Institutions (cont d)

	GS Holdings Corp.,	
\$ 52	Delayed Draw Loan, LIBOR + 1.75%, 5/12/13	\$ 50,662
80	LIBOR + 1.75%, 5/13/11	77,718
541	LIBOR + 1.75%, 5/12/13	526,878
4,000	J.G. Wentworth LLC, First Lien Loan, LIBOR + 2.25%, 4/04/14	3,805,000
385	Jostens, Inc., Loan C, LIBOR + 2.00%, 12/21/11	381,351
998	Lucite Intl. Finance Plc, LIBOR + 9.00%, 7/07/13 (EUR)	1,394,644
801	Professional Service, Inc., Loan B, LIBOR + 2.75%, 10/31/12	785,380
496	Renfro Corp., Delayed Draw Loan, LIBOR + 3.25%, 10/05/13	485,994
1,111	Sedgewick Claims Management Services, Inc., Loan B, LIBOR + 2.25%, 1/31/13	1,091,258
741	Vertellus, First Lien Loan, LIBOR + 3.25%, 3/31/13	720,258
	Total Financial Institutions	20,058,199

Health Care 2.9%

	Cardinal Health, Inc.,	
1,995	Loan B, LIBOR + 2.25%, 4/15/14 (EUR)	2,600,870
1,496	Unfunded, 2.25%, 4/10/14	1,346,625
859	CCS Medical, Loan B, LIBOR + 3.25%, 9/30/12	834,993
	Community Health Systems, Inc.,	
340	Delayed Draw Loan, Unfunded, 0.50%, 7/25/14	332,047
5,160	Loan B, LIBOR + 2.25%, 7/25/14	5,033,938
250	Emdeon Business Services, LLC, Second Lien Loan, LIBOR, 5/16/14	247,500
663	Eye Care Centers of America, Inc., LIBOR + 2.50%, 2/16/12	653,545
1,990	Health Management Associates, Inc., PRIME + 0.75%, 2/28/14	1,897,133
859	HealthSouth Corp., Loan B, LIBOR + 2.50%, 3/10/13	838,432
491	National Renal Institutes, Inc., Loan B, LIBOR + 2.25%, 3/31/13	477,163
	Quintiles Transnational Corp.,	
985	First Lien Loan, LIBOR + 2.00%, 3/31/13	964,993
250	Second Lien Loan, LIBOR + 4.00%, 3/31/14	247,500
975	Select Medical Corp., Loan B, LIBOR + 2.00%, 2/24/12	931,531
980	Vanguard Health Holding Co. II LLC, LIBOR + 2.25%, 9/23/11	957,508
	Warner Chilcott Corp.,	
1,722	Loan B, LIBOR + 2.00%, 1/18/12	1,692,909
515	Loan C, LIBOR + 2.00%, 1/18/12	506,661
	Total Health Care	19,563,348

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Industrials 2.7%

987	Acosta, Inc., LIBOR + 2.25%, 7/28/13	964,047
983	Bolthouse Farms, Inc., First Lien Loan, LIBOR + 2.25%, 12/16/12	966,534
998	Bucyrus International, Inc., LIBOR + 1.50%, 5/04/14 Buhmann U.S., Inc.,	985,031
496	Loan D, LIBOR + 2.00%, 12/31/10	490,047
2,246	Loan D1, LIBOR + 2.00%, 12/23/10	2,218,149
1,725	Drummond Co., Inc., LIBOR + 1.25%, 2/14/11	1,690,500
1,496	Harland Clarke Holdings Corp., Loan B, LIBOR + 2.50%, 6/30/14	1,406,475
1,496	Jason, Inc., LIBOR + 2.50%, 4/30/10 Kion Group,	1,451,363
250	Loan B, LIBOR + 2.25%, 3/15/15	245,764
250	Loan C, LIBOR + 2.50%, 3/15/16	247,014
1,500	Lincoln Industrial Corp., Second Lien Loan, LIBOR + 5.75%, 1/12/15 Mivisa Envases S.A.U. (EUR)	1,477,500
826	Loan B1, LIBOR, 5/03/15	1,158,797
174	Loan B2, LIBOR, 5/03/15	243,708
2,469	Oshkosh Truck Corp., Loan B, LIBOR + 1.75%, 12/06/13	2,425,804

See Notes to Financial Statements.

ANNUAL REPORT

OCTOBER 31, 2007

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Portfolio of Investments as of October 31, 2007

BlackRock Limited Duration Income Trust (BLW) (continued)
(Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Industrials (cont d)		
\$ 411	Standard Steel LLC, Loan B, LIBOR + 2.50%, 6/30/12	\$ 403,229
83	Delayed Draw Loan, Unfunded, 2.50%, 6/30/12	81,258
1,210	Thermo Fluids, Inc., Loan B, LIBOR + 3.50%, 6/27/13 Trimas Corp.,	1,053,089
94	Letter of Credit, LIBOR + 2.25%, 8/02/13	91,875
402	Loan B, LIBOR + 2.75%, 8/02/13	394,144
468	United Rentals NA, Inc., LIBOR + 2.00%, 2/14/11	464,919
	Total Industrials	18,459,247
Media 11.1%		
500	Affinion Group, Inc., LIBOR + 6.25%, 3/01/12	485,834
988	Atlantic Broadband Finance LLC, Loan B2, LIBOR + 2.25%, 8/10/12	971,697
1,000	Audio Visual Services Corp., Second Lien Loan, LIBOR + 5.50%, 2/28/14	950,000
3,940	Cablevision Systems Corp., LIBOR + 1.75%, 3/29/13	3,842,485
6,468	Cequel Communications II LLC, First Lien Loan, LIBOR + 2.00%, 4/04/13	6,258,115
6,000	Charter Communications Holdings LLC, LIBOR + 2.00%, 3/06/13	5,760,000
714	CMP Susquehanna Corp., Loan B, LIBOR + 2.00%, 5/05/13	689,569
625	Dex Media West LLC/Dex Media Finance Co., Loan B1, LIBOR + 1.50%, 3/09/10	617,292
2,486	Loan B2, LIBOR + 1.50%, 3/09/10	2,454,977
1,311	DirecTV Holdings LLC, Loan B, LIBOR + 1.50%, 4/13/13 Gatehouse Media Operating, Inc.,	1,301,047
592	Delayed Draw Loan, LIBOR + 2.00%, 8/28/14	548,031
1,000	Loan B, LIBOR + 2.00%, 8/28/14	926,250
2,000	Gray Television, Inc., Delayed Draw Loan, LIBOR + 1.50%, 12/31/14	1,924,166
2,978	Idearc, Inc., Loan B, LIBOR + 2.00%, 11/17/14	2,932,528
499	Knology, First Lien Loan, LIBOR + 2.25%, 6/30/12	481,294
1,985	Mediacom Broadband LLC, Loan D1, LIBOR + 1.75%, 1/31/15	1,919,070
1,960	Mediacom Illinois LLC, Loan C, LIBOR + 1.75%, 1/31/15	1,896,481
1,907	Mission Broadcasting, Inc., Loan B, LIBOR + 1.75%, 10/01/12	1,835,485
357	Multicultural Radio Broadcasting, Inc., LIBOR + 2.75%, 12/18/12	349,860
1,000	National CineMedia, Inc., Loan B, LIBOR + 1.75%, 2/13/15 New Wave Communications, LIBOR + 2.75%, 6/20/13	964,219
2	LIBOR + 2.75%, 6/20/13	68,950
938	Loan A, LIBOR + 3.50%, 6/30/13	924,053
235	Loan Z, LIBOR + 3.50%, 6/20/13	164,495
63	TBD, 6/20/13	62,055
1,806	Nexstar Finance, Inc., Loan B, LIBOR + 1.75%, 10/01/12	1,738,291
3,465	Nielsen Finance LLC/Nielsen Finance Co., Loan B, LIBOR + 2.00%, 8/09/13	3,368,754
446	NTL Investment Holding Ltd., Loan B1, LIBOR + 2.13%, 9/03/12 (GBP)	897,657
522	Loan B2, TBD, 9/03/12 (GBP)	1,049,219

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484	Loan B4, LIBOR + 2.00%, 9/03/12	468,552
2,000	Loan C, TBD, 3/03/13 (GBP) Penton Media, Inc.,	4,038,001
1,119	First Lien Loan, LIBOR + 2.25%, 2/01/13	1,059,209
1,000	Second Lien Loan, LIBOR + 5.00%, 2/01/14 ProSieben (EUR)	932,500
500	Loan B1, LIBOR + 2.375%, 3/04/16	676,291
500	Loan C1, LIBOR + 2.625%, 6/30/15	679,913
1,000	Loan D1, LIBOR + 3.75%, 9/02/16	1,329,044
750	Puerto Rico Cable Acquisition Co., Second Lien Loan, LIBOR + 6.25%, 1/26/12	708,750
998	RCN Corp., Loan B, LIBOR + 2.25%, 5/25/14	965,705
2,838	RH Donnelley, Inc., Loan D2, LIBOR + 1.50%, 6/30/11	2,792,642

Principal Amount (000)	Description	Value
Media (cont d)		
\$ 201	Univision Communications, Inc., Delayed Draw Loan, Unfunded, 1.00%, 9/29/14	\$ 190,541
5,799	Loan B, LIBOR + 2.25%, 9/29/14	5,487,583
1,000	Second Lien Loan, LIBOR, 3/29/09 UPC Broadband Holding BV,	989,375
1,413	Loan M1, LIBOR, 12/31/14 (EUR)	1,977,718
3,500	Loan N1, LIBOR + 1.75%, 12/31/14	3,380,783
1,922	WMG Acquisition Corp., LIBOR + 2.00%, 2/28/11 Yell Group Plc,	1,872,243
1,000	Loan B, LIBOR + 2.00%, 2/10/13	984,063
1,500	Loan B, LIBOR + 2.00%, 2/27/13 (EUR)	2,137,176
	Total Media	76,051,963
Real Estate 0.7%		
3,000	Georgian Towers, Loan B5, LIBOR, 3/01/12	2,853,269
488	Masonite Intl. Corp., LIBOR + 2.00% , 4/06/13	456,891
1,496	Realty Corp., LIBOR + 3.00%, 10/10/13	1,388,333
	Total Real Estate	4,698,493
Technology 2.9%		
737	Affiliated Computer Services, Inc., Loan B, LIBOR + 2.00%, 3/20/13	726,397
973	ClientLogic Corp., LIBOR + 2.50%, 1/30/14	919,920
995	CoCreate Software, Inc., LIBOR + 3.00%, 5/17/13	965,150
371	Coinstar, Inc., LIBOR + 2.25%, 7/07/11	369,173
500	Electrical Components Intl. Holdings Co., Second Lien Loan, LIBOR + 6.50%, 5/01/14	440,000
1,750	First Data Corp., Loan B1, LIBOR + 2.75% 9/24/14	1,683,579
4,000	Flextronics Intl. Ltd., Loan A, LIBOR, 10/12/14 Intergraph Corp.,	3,970,000
419	First Lien Loan, LIBOR + 2.00%, 5/29/14	408,747
750	Second Lien Loan, LIBOR + 6.00%, 11/15/14	744,375
989	Marvell Technology Group Ltd., Loan B, LIBOR + 2.50%, 11/09/09	967,114
694	RedPrairie Corp., Loan B, PRIME + 2.00%, 7/20/12	676,628
1,500	San Juan Cable, LIBOR + 6.50%, 10/31/13	1,434,845
1,945	Sensata Technologies BV, Loan B, LIBOR + 1.75%, 4/27/13	1,889,922
2,444	SunGard Data Systems, Inc., Loan B, LIBOR + 2.00%, 2/28/14	2,408,204
945	Verifone, Inc., LIBOR + 1.75%, 10/31/13	937,913
996	Wire Rope Corp., LIBOR + 2.25%, 2/08/14	970,961
	Total Technology	19,512,928

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Telecommunications 3.7%

1,990	American Cellular Corp., Loan B, LIBOR + 2.00%, 3/15/14	1,981,294
1,250	American Cellular Wireless LLC, Delayed Draw Loan, Unfunded, 0.75%, 3/15/14	1,242,187
500	Cellular South, Inc., Delayed Draw Loan, Unfunded, 1.00%, 5/29/14	490,000
1,496	Loan B, PRIME + 0.75%, 5/29/14	1,466,325
1,481	Consolidated Communications, Inc., Loan D, LIBOR + 1.75%, 10/14/11	1,471,066
500	Country Road Communications LLC, Second Lien Loan, LIBOR + 7.75%, 7/15/13	492,500
2,000	Eircom Group Plc (EUR) Loan B, LIBOR + 1.88%, 9/30/14	2,835,813
2,000	Loan C, LIBOR + 2.13%, 9/30/15	2,851,831
4,000	Insight Midwest Holdings LLC, Loan B, Unfunded, 1.75%, 4/06/14	3,912,224
2,000	Iowa Telecommunications Services, Inc., Loan B, LIBOR + 1.75%, 11/23/11	1,970,000
140	NG Wireless, Delayed Draw Loan, Unfunded, 0.50%, 7/31/14	138,269
610	First Lien Loan, PRIME + 2.75%, 7/31/14	600,481
1,700	NTELOS, Inc., First Lien Loan, LIBOR + 2.25%, 8/24/11	1,679,861
2,970	West Corp., Loan B2, LIBOR + 2.38%, 10/24/13	2,909,004

See Notes to Financial Statements.

Portfolio of Investments as of October 31, 2007

BlackRock Limited Duration Income Trust (BLW)
 (concluded)
 (Percentages shown are based on Net Assets)

Principal Amount (000)	Description	Value
Telecommunications (cont d)		
\$ 693	Wind Acquisition Finance S.A. (EUR) Loan A1, LIBOR + 2.00%, 5/25/12	\$ 990,929
139	Loan A2, LIBOR + 2.00%, 12/31/10	199,284
	Total Telecommunications	25,231,068
Transportation 2.2%		
1,489	Dockwise Transport N.V., Loan B1, LIBOR + 2.38%, 11/01/15	1,447,470
489	Loan C, LIBOR + 2.88%, 11/01/16	474,401
1,000	Loan C2, LIBOR + 2.88%, 11/01/16	975,625
78	Hawker Beechcraft Acquisition Co., Letter of Credit, Unfunded, 0.50%, 3/26/14	76,076
917	LIBOR + 2.00%, 3/26/14	894,585
1,750	RailAmerica, Inc., Loan B, LIBOR + 2.25%, 8/14/08	1,719,375
644	Sirva Worldwide, Inc., LIBOR + 7.25%, 12/01/10	450,378
3,977	Swift Transportation Co., Inc., LIBOR + 3.00%, 5/10/14	3,488,881
3,000	U.S. Airways, Loan B, LIBOR + 2.50%, 3/24/14	2,863,392
2,239	United Air Lines, Inc., Loan B, LIBOR + 2.00%, 2/01/14	2,142,358
	Total Transportation	14,532,541
	Total Bank Loans	386,247,615
Mortgage Pass-Through Securities 21.3%		
228	Federal National Mortgage Assoc., 5.50%, 12/01/28	21,448
8,564	5.50%, 4/01/29-11/01/33	8,467,048
17,000	7.25%, 1/15/10	18,027,939
121,000	TBA, 5.00%, 11/19/22	119,109,375
	Total Mortgage Pass-Through Securities	145,625,810
Interest Only Asset-Backed Securities 0.2%		
21,937	Sterling Coofs Trust, Ser. 1, 2.365%, 4/15/29	973,475
18,1142	Ser. 2, 2.081%, 3/30/30	486,826
	Total Interest Only Asset-Backed Securities	1,460,301
U.S. Government and Agency Securities 4.1%		
20,4254	U.S. Treasury Notes, 3.375%, 12/15/08-9/15/09	20,273,083
6,0004,8	3.875%, 5/15/09	5,992,032
1,8154	4.25%, 8/15/15	1,801,388
	Total U.S. Government and Agency Securities	28,066,503
Foreign Government Bonds 2.5%		
238	Bolivarian Republic of Venezuela, %, 12/18/07	238,029

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4,871	Peru Government International Bond, 8.375%, 5/03/16	5,735,602
5,0004	Republic of Colombia, 9.75%, 4/23/09	5,325,000
5,0934	Turkey, 7.00%, 9/26/16	5,328,806
Total Foreign Government Bonds		16,627,437

Units (000)	Description	Value
Warrants 0.0%		
29	Reliant Resources, Inc., expires 8/25/08, strike price \$0.001, 1 share for 1 warrant	\$ 41,249

Shares

Common Stocks 0.0%		
7,5791,9	Critical Care Systems Intl., Inc.	47,371

Preferred Stock 0.0%		
125,0001	Superior Essex Holding Corp., Ser. A, 9.50%,	77,500

Total Long-Term Investments (cost \$930,394,349)		913,265,094
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**Principal
Amount
(000)**

SHORT-TERM INVESTMENT 0.5%		
U.S. Government and Agency Discount Notes 0.5%		
\$ 3,20010	Federal Home Loan Bank Disc. Notes, 4.351%, 11/01/07 (cost \$3,200,000)	3,200,000

Total investments 134.2% (cost \$933,594,349)	\$	916,465,094
Liabilities in excess of other assets (34.2)%		(233,355,673)

Net Assets 100% \$	\$	683,109,421
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- 1 Security is fair valued.
- 2 Security is not registered under the Securities Act of 1933. These securities may be resold in transactions in accordance with Rule 144A under that Act, to qualified institutional buyers. As of October 31, 2007, the Trust held 9.8% of its net assets, with a current market value of \$66,717,528, in securities restricted as to resale.
- 3 Variable rate security. Rate shown is interest rate as of October 31, 2007.

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- 4 Entire or partial principal amount pledged as collateral for reverse repurchase agreements. See Note 4 in the Notes to Financial Statements for details of open reverse repurchase agreements.
- 5 Illiquid security. As of October 31, 2007, the Trust held 0.6% of its net assets, with a current market value of \$4,365,591, in these securities.
- 6 Represents a step up bond; the interest rate shown reflects the effective yield at the time of purchase.
- 7 Issuer is in default and/or bankruptcy.
- 8 Security, or a portion thereof, pledged as collateral with a value of \$77,630 on 81 long U.S. Treasury Note futures contracts expiring December 2007. The notional value of such contracts on October 31, 2007 was \$8,694,844, with an unrealized gain of \$45,523.
- 9 Non-income producing security.
- 10 Rate shown is the yield to maturity as of the date of purchase.
- 11 Cost for federal income tax purposes is \$933,721,317. The net unrealized depreciation on a tax basis is \$17,256,223, consisting of \$9,391,420 gross unrealized appreciation and \$26,647,643 gross unrealized depreciation.
For Trust compliance purposes, the Trust's sector and industry classifications refer to any one or more of the Standard Industry Codes as defined by the SEC. This definition may not apply for purposes of this report, which may combine sector and industry sub-classifications for reporting ease.

See Notes to Financial Statements.

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Portfolio of Investments as of October 31, 2007

BlackRock Preferred and Equity Advantage Trust (BTZ)
(Percentages shown are based on Net Assets)

Shares	Description	Value
LONG-TERM INVESTMENTS 144.4%		
Common Stocks 40.4%		
Aerospace & Defense 0.6%		
1,900	L-3 Communications Holdings, Inc.	\$ 208,316
28,300	Lockheed Martin Corp.	3,114,132
40,300	Northrop Grumman Corp.	3,369,886
	Total Aerospace & Defense	6,692,334
Automotive 0.3%		
264,500	Ford Motor Co.	2,346,115
1,900	General Motors Corp.	74,461
11,200	Genuine Parts Co.	549,584
3,800	PACCAR, Inc.	211,128
	Total Automotive	3,181,288
Basic Materials 1.7%		
23,300	Allegheny Technologies, Inc.	2,380,561
2,400	BASF AG (ADR)	333,408
72,200	Dow Chemical Co. (The)	3,251,888
71,500	E.I. du Pont de Nemours & Co.	3,539,965
74,200	Intl. Paper Co.	2,742,432
33,900	MeadWestvaco Corp.	1,140,396
21,000	Monsanto Co.	2,050,230
30,000	Nucor Corp.	1,860,600
13,700	PPG Industries, Inc.	1,023,938
14,100	Weyerhaeuser Co.	1,070,331
	Total Basic Materials	19,393,749
Building & Development 0.1%		
9,300	D.R. Horton, Inc.	118,017
2,600	KB Home	71,864
16,000	Masco Corp.	385,280
	Total Building & Development	575,161
Consumer Products 5.7%		
93,100	Altria Group, Inc.	6,789,783
4,800	Amazon.com, Inc.	427,920
76,200	Amgen, Inc.	4,427,982
45,000	Anheuser-Busch Cos., Inc.	2,307,600
10,300	Black & Decker Corp.	926,073
8,300	Clorox Co.	519,331
14,300	Coach, Inc.	522,808
68,100	Coca-Cola Co. (The)	4,205,856
49,506	CVS Caremark Corp.	2,067,866
26,400	Eastman Kodak Co.	756,624
21,800	Fortune Brands, Inc.	1,826,186
6,700	Gap, Inc.	126,630
112,500	Home Depot, Inc.	3,544,875
6,900	JCPenney Co., Inc.	388,056
10,600	Kohl's Corp.	582,682
54,446	Kraft Foods, Inc.	1,819,041

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17,200	Loews Corp.	844,348
12,600	Ltd. Brands, Inc., Class A	277,326
1,600	Macy's, Inc.	51,248
17,400	Newell Rubbermaid, Inc.	507,384
1,400	Nordstrom, Inc.	55,216
1,500	OfficeMax, Inc.	47,475
60,300	PepsiCo, Inc.	4,445,316
128,000	Procter & Gamble Co.	8,898,560
19,700	Reynolds American, Inc.	1,269,271
140,100	Sara Lee Corp.	2,317,254
10,100	Sears Holdings Corp.	1,361,379
75,900	Starbucks Corp.	2,025,012
1,000	Universal Corp.	48,740
53,100	UST, Inc.	2,831,292
4,700	VF Corp.	409,511
115,100	Wal-Mart Stores, Inc.	5,203,671
37,900	Walgreen Co.	1,502,735
	Total Consumer Products	63,335,051

Shares	Description	Value
Energy 5.3%		
13,500	American Electric Power, Inc.	\$ 650,835
15,500	Anadarko Petroleum Corp.	914,810
11,100	Apache Corp.	1,152,291
2,900	BP Plc (ADR)	226,171
10,700	Baker Hughes, Inc.	927,904
15,800	Chesapeake Energy Corp.	623,784
100,400	Chevron Corp.	9,187,604
55,900	ConocoPhillips	4,749,264
35,700	Consolidated Edison, Inc.	1,681,113
27,600	DTE Energy Co.	1,368,960
14,900	Devon Energy Corp.	1,391,660
78,400	Duke Energy Corp.	1,502,928
22,800	Exelon Corp.	1,887,384
155,900	Exxon Mobil Corp.	14,341,241
24,500	Great Plains Energy, Inc.	731,080
14,000	Hess Corp.	1,002,540
13,800	National Oilwell Varco, Inc.	1,010,712
1,500	Nicor, Inc.	64,905
24,000	NiSource, Inc.	490,800
21,000	Sasol Ltd. (ADR)	1,068,060
25,400	Schlumberger Ltd.	2,452,878
49,918	Smith Intl., Inc.	3,297,084
44,700	Southern Co.	1,638,702
24,400	Spectra Energy Corp.	633,912
15,100	Transocean, Inc.	1,802,487
21,200	Valero Energy Corp.	1,493,116
13,000	Weatherford Intl. Ltd.	843,830
2,300	Williams Cos., Inc.	83,927
14,800	XTO Energy, Inc.	982,424
	Total Energy	58,202,406

Entertainment & Leisure 0.3%		
12,500	Brunswick Corp.	278,875
31,900	Carnival Corp.	1,530,562
50,000	Regal Entertainment Group	1,128,500
	Total Entertainment & Leisure	2,937,937

Financial Institutions 7.5%		
11,700	American Capital Strategies Ltd.	507,897

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47,7002	American Intl. Group, Inc.	3,010,824
18,300	Arthur J. Gallagher & Co.	486,963
71,400	BB&T Corp.	2,639,658
205,400	Bank of America Corp.	9,916,712
37,452	Bank of New York Mellon Corp.	1,829,530
1,800	CME Group, Inc.	1,199,250
31,600	Charles Schwab Corp. (The)	734,384
16,800	Cigna Corp.	881,832
246,300	Citigroup, Inc.	10,319,970
33,800	Comerica, Inc.	1,577,784
37,750	Discover Financial Services	728,575
84,9001	E*Trade Financial Corp.	945,786
37,400	Fannie Mae	2,133,296
5,400	Franklin Resources, Inc.	700,272
22,900	Freddie Mac	1,196,067
23,800	Goldman Sachs Group, Inc. (The)	5,900,496
20,700	HSBC Holdings Plc (ADR)	2,060,064
21,400	Hartford Financial Services Group, Inc.	2,076,442
85,300	JPMorgan Chase & Co.	4,009,100
13,300	KeyCorp	378,385
24,200	Legg Mason, Inc.	2,007,148
26,600	Lehman Brothers Holdings, Inc.	1,684,844
40,800	Lincoln National Corp.	2,544,696
259,600	MCG Capital Corp.	3,636,996
54,900	Marsh & McLennan Cos., Inc.	1,421,361
28,600	MetLife, Inc.	1,969,110
19,500	National City Corp.	472,875
54,700	Progressive Corp.	1,011,950
15,300	Prudential Financial, Inc.	1,479,816

See Notes to Financial Statements.

Portfolio of Investments