

BLACKROCK NEW YORK INSURED MUNICIPAL 2008 TERM TRUST INC

Form DEFA14A

June 22, 2006

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

- | | |
|--|---|
| <input type="checkbox"/> [] Preliminary Proxy Statement | <input type="checkbox"/> [] Soliciting Material Under Rule |
| <input type="checkbox"/> [] Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) | 14a-12 |
| <input type="checkbox"/> [] Definitive Proxy Statement | |
| <input checked="" type="checkbox"/> [X] Definitive Additional Materials | |

THE BLACKROCK INVESTMENT QUALITY MUNICIPAL TRUST INC. (BKN)
THE BLACKROCK INSURED MUNICIPAL 2008 TERM TRUST INC. (BRM)
THE BLACKROCK CALIFORNIA INSURED MUNICIPAL 2008 TERM TRUST INC. (BFC)
THE BLACKROCK FLORIDA INSURED MUNICIPAL 2008 TERM TRUST (BRF)
THE BLACKROCK NEW YORK INSURED MUNICIPAL 2008 TERM TRUST INC. (BLN)
THE BLACKROCK BROAD INVESTMENT GRADE 2009 TERM TRUST INC. (BCT)
THE BLACKROCK INCOME TRUST INC. (BKT)
THE BLACKROCK HIGH YIELD TRUST (BHY)
THE BLACKROCK MUNICIPAL TARGET TERM TRUST INC. (BMN)
THE BLACKROCK CALIFORNIA INVESTMENT QUALITY MUNICIPAL TRUST INC. (RAA)
THE BLACKROCK FLORIDA INVESTMENT QUALITY MUNICIPAL TRUST (RFA)
THE BLACKROCK NEW JERSEY INVESTMENT QUALITY MUNICIPAL TRUST INC. (RNJ)
THE BLACKROCK NEW YORK INVESTMENT QUALITY MUNICIPAL TRUST INC. (RNY)
THE BLACKROCK INCOME OPPORTUNITY TRUST INC. (BNA)
THE BLACKROCK INSURED MUNICIPAL TERM TRUST INC. (BMT)
THE BLACKROCK PENNSYLVANIA STRATEGIC MUNICIPAL TRUST (BPS)
THE BLACKROCK STRATEGIC MUNICIPAL TRUST (BSD)
BLACKROCK FLORIDA MUNICIPAL INCOME TRUST (BBF)
BLACKROCK MUNICIPAL INCOME TRUST (BFK)
BLACKROCK CALIFORNIA MUNICIPAL INCOME TRUST (BFZ)
BLACKROCK NEW JERSEY MUNICIPAL INCOME TRUST (BNJ)
BLACKROCK NEW YORK MUNICIPAL INCOME TRUST (BNY)
BLACKROCK CALIFORNIA MUNICIPAL 2018 TERM TRUST (BJZ)
BLACKROCK MUNICIPAL 2018 TERM TRUST (BPK)
BLACKROCK NEW YORK MUNICIPAL 2018 TERM TRUST (BLH)
BLACKROCK CORE BOND TRUST (BHK)
BLACKROCK STRATEGIC BOND TRUST (BHD)
BLACKROCK MUNICIPAL BOND TRUST (BBK)
BLACKROCK CALIFORNIA MUNICIPAL BOND TRUST (BZA)
BLACKROCK FLORIDA MUNICIPAL BOND TRUST (BIE)
BLACKROCK MARYLAND MUNICIPAL BOND TRUST (BZM)

BLACKROCK NEW JERSEY MUNICIPAL BOND TRUST (□BLJ□)
BLACKROCK NEW YORK MUNICIPAL BOND TRUST (□BQH□)
BLACKROCK VIRGINIA MUNICIPAL BOND TRUST (□BHV□)
BLACKROCK MUNICIPAL INCOME TRUST II (□BLE□)
BLACKROCK CALIFORNIA MUNICIPAL INCOME TRUST II (□BCL□)
BLACKROCK NEW YORK MUNICIPAL INCOME TRUST II (□BFY□)
BLACKROCK INSURED MUNICIPAL INCOME TRUST (□BYM□)
BLACKROCK CALIFORNIA INSURED MUNICIPAL INCOME TRUST (□BCK□)
BLACKROCK FLORIDA INSURED MUNICIPAL INCOME TRUST (□BAF□)
BLACKROCK NEW YORK INSURED MUNICIPAL INCOME TRUST (□BSE□)
BLACKROCK PREFERRED OPPORTUNITY TRUST (□BPP□)
BLACKROCK LIMITED DURATION INCOME TRUST (□BLW□)
BLACKROCK MUNICIPAL 2020 TERM TRUST (□BKK□)
BLACKROCK FLORIDA MUNICIPAL 2020 TERM TRUST (□BFO□)
BLACKROCK DIVIDEND ACHIEVERS(TM) TRUST (□BDV□)
BLACKROCK STRATEGIC DIVIDEND ACHIEVERS(TM) TRUST (□BDT□)
BLACKROCK S&P QUALITY RANKINGS GLOBAL EQUITY MANAGED TRUST (□BQY□)
BLACKROCK GLOBAL FLOATING RATE INCOME TRUST (□BGT□)
BLACKROCK GLOBAL ENERGY AND RESOURCES TRUST (□BGR□)
BLACKROCK HEALTH SCIENCES TRUST (□BME□)
BLACKROCK HIGH INCOME SHARES (□HIS□)
BLACKROCK GLOBAL OPPORTUNITIES EQUITY TRUST (□BOE□)
BLACKROCK ENHANCED DIVIDEND ACHIEVERS (TM) TRUST (□BDJ□)
BLACKROCK WORLD INVESTMENT TRUST (□BWC□)
BLACKROCK LONG-TERM MUNICIPAL ADVANTAGE TRUST (□BTA□)

Vote your proxy today!

Earlier this year BlackRock announced plans to combine with another highly regarded asset manager—Merrill Lynch Investment Managers (MLIM). This transaction is expected to be completed at the end of the third quarter of 2006, subject to various regulatory and shareholder approvals and customary closing conditions.

BlackRock and Merrill Lynch Investment Managers possess complementary capabilities that will create an organization uniting some of the finest money managers in the industry. After the transaction is complete, the new firm, which will be called BlackRock, will be one of the top-10 investment managers worldwide, entrusted with over \$1 trillion in assets under management (based on combined assets under management as of March 31, 2006).

Upcoming changes at BlackRock require that mutual fund shareholders vote their proxies

Mail

Phone

Internet

In Person

Notice is hereby given to the Stockholders/Shareholders of each of the BlackRock Closed-End Funds listed on *Appendix A* to the Proxy Statement accompanying this notice (collectively, the "Trusts") that:

A Joint Special Meeting of Stockholders/Shareholders of the Trusts (the "Special Meeting") will be held at the New York Marriott East Side, 525 Lexington Avenue, New York, New York on Wednesday, August 23, 2006, at 2:00 p.m. (New York City time). For the sake of convenience and clarity, individual Trusts are identified throughout this notice and the attached Proxy Statement by their trading symbols. A list of the Trusts setting forth each Trust's full name and trading symbol and the proposals for which the shareholders of each Trust will vote is set forth in the Proxy Statement at page 3. The Special Meeting is being held for the following purposes:

1. For shareholders of each Trust, to approve a new investment management agreement.
2. For shareholders of each of the Trusts that have entered into a sub-advisory agreement, to approve a new investment sub-advisory agreement.
3. To transact such other business as may properly come before the Special Meeting or any adjournments or postponements thereof.

THE BOARD OF DIRECTORS OR BOARD OF TRUSTEES, AS THE CASE MAY BE (THE "DIRECTORS" OR THE "BOARD"), OF EACH TRUST, INCLUDING THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE PROPOSALS.

We encourage you to contact The Altman Group toll free at 1-800-820-2412 from 9:00 a.m. to 6:00 p.m. (New York City time) if you have any questions.

The Board of each Trust has fixed the close of business on June 5, 2006 as the record date for the determination of Stockholders/Shareholders entitled to notice of, and to vote at, the Special Meeting. We urge you to mark, sign, date, and mail the enclosed proxy in the postage-paid envelope provided or record your voting instructions via telephone or the Internet (for those Trusts that permit voting by telephone or Internet) so you will be represented at the Special Meeting.

By order of the
Board of each Trust

Vincent B. Tritto, Secretary of each Trust

New York, New York
June 23, 2006

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE SPECIAL MEETING IN PERSON OR BY PROXY. WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE VOTE BY TELEPHONE, INTERNET OR MAIL. (NOT EVERY TRUST PERMITS VOTING BY INTERNET AND TELEPHONE. PLEASE CHECK YOUR PROXY CARD.) IF VOTING BY MAIL PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD IN THE ACCOMPANYING POSTAGE-PAID ENVELOPE. IF YOU ATTEND THE SPECIAL MEETING AND WISH TO VOTE IN PERSON, YOU WILL BE ABLE TO DO SO AND YOUR VOTE AT THE SPECIAL MEETING WILL REVOKE ANY PROXY YOU MAY HAVE SUBMITTED. YOUR VOTE IS EXTREMELY IMPORTANT. NO MATTER HOW MANY OR HOW FEW SHARES YOU OWN, PLEASE SEND IN YOUR PROXY CARD OR VOTE BY INTERNET OR TELEPHONE TODAY.

Questions and Answers

The following questions and answers provide brief answers to frequently asked questions concerning our special meeting. These questions and answers do not, and are not intended to, address all questions that may be important to you. You should read the remainder of this proxy statement carefully, including all of the appendices.

- Q. Why is a special shareholder meeting being held?
- A. BlackRock, Inc. ("BlackRock") is the parent company of each Trust's investment advisor and, if applicable, sub-advisor. BlackRock Advisors, Inc. (the "Advisor") is the investment advisor for each Trust. BlackRock Financial Management, Inc. or, in the case of BGR, State Street Research & Management Company (each, a "Sub-Advisor"), is the sub-advisor for each Trust that has a sub-advisor. The Advisor and the Sub-Advisors sometimes are referred to herein collectively as the "Advisors." On February 15, 2006, BlackRock and Merrill Lynch & Co., Inc. ("Merrill Lynch") announced that they had entered into an agreement pursuant to which Merrill Lynch will contribute its investment management business, Merrill Lynch Investment Managers ("MLIM"), to BlackRock, one of the largest publicly traded investment management firms in the United States, to form a new asset management company that will be one of the world's preeminent, diversified global money management organizations with approximately \$1 trillion of assets under management (the "Transaction"). The new company will operate under the BlackRock name and be governed by a board of directors with a majority of independent members. Although BlackRock has informed the Directors that it does not believe the Transaction will be an assignment of the Trusts' current investment management agreements or sub-advisory agreements under the Investment Company Act of 1940 (the "1940 Act"), it is possible that the Transaction could be determined to be such an assignment, which would result in the automatic termination of each current agreement. Due to this uncertainty, each Trust is submitting a new investment management agreement and, if applicable, new sub-advisory agreement to its shareholders to prevent any potential disruption in the Advisor's and, if applicable, the Sub-Advisor's ability to continue to provide services to the Trusts after completion of the Transaction. The new agreements will be effective upon completion of the Transaction or, if the Transaction is not completed, at such time as the Board determines.
- Q. What is the rationale for the Transaction?
- A. The combination of BlackRock and MLIM will form one of the world's preeminent, diversified global money management organizations with approximately \$1 trillion of assets under management. The new company will offer a full range of equity, fixed income, cash management and alternative investment products with strong representation in both retail and institutional channels, in the United States and in non-United States markets. It will have over 4,500 employees in 18 countries and a major presence in most key markets, including the United States, the United Kingdom, Asia, Australia, the Middle East and Europe. The combination also will create operating efficiencies and the new company will offer BlackRock's clients enhanced portfolio management capabilities.
- Q. How will the Transaction potentially benefit me?
- A. The new company will have greater resources to serve your investment needs.
- Q. How does the proposed new investment management agreement differ from my trust's current agreement?
- A. The advisory fees payable by each Trust to the Advisor and the services provided under the new investment management agreements are identical to those under the current agreements. While the other terms of the new investment management agreements generally are substantially similar to those of the current agreements, certain revisions have been made in the new investment management agreements in order to standardize terms and language across all BlackRock- and MLIM- sponsored funds. These revisions are described in this Proxy Statement.
- Q. How does the proposed new investment sub-advisory agreement, if applicable, differ from my Trust's current agreement?

- A. The advisory fees payable by the Advisor to the Sub- Advisor and the services provided under each new sub- advisory agreement are identical to those under the current agreements. While the other terms of the new investment sub-advisory agreements generally are substantially similar to those of the current agreements, certain revisions have been made in the new sub-advisory agreements in order to standardize terms and language across all BlackRock- and MLIM-sponsored funds. These revisions are described in this Proxy Statement.
- Q. Will my Trust's fees for advisory or sub-advisory services increase?
- A. No. The fees payable under your current investment management agreement and, if applicable, sub-advisory agreement will remain the same under the new agreements.
- Q. Will there be any changes to the persons managing my Trust following the transaction?
- A. BlackRock has advised the Board of each Trust that, in the course of combining the investment management operations of BlackRock and MLIM, some changes to portfolio managers or portfolio management teams will occur for some Trusts, subject to the consent of the Board and appropriate notice to shareholders, and that in other cases the current portfolio managers or management teams will remain in place. Those changes that BlackRock currently intends to propose to the Boards are described in this Proxy Statement.
-

Q. What am I being asked to vote For in this Proxy?

A. You are being asked to vote in favor of proposals to:

1. Approve a new investment management agreement with the Advisor for your Trust. This new investment management agreement will take effect when the combination of Merrill Lynch's investment management business with BlackRock is completed or, if the Transaction is not completed, at such time as the Board determines.
2. Approve a new investment sub-advisory agreement, if applicable, with the Sub-Advisor for your Trust. This new investment sub-advisory agreement will take effect when the combination of Merrill Lynch's investment management business with BlackRock is completed or, if the Transaction is not completed, at such time as the Board determines.

A list of the Trusts setting forth each Trust's full name and trading symbol as well as a summary of proposals and Trusts affected as set forth in the Proxy Statement.

Q. Who is asking for your vote?

A. The enclosed proxy is solicited by the Board of each Trust for use at the Special Meeting to be held on Wednesday, August 23, 2006, and, if the Special Meeting is adjourned or postponed, at any later meetings, for the purposes stated in the Notice of Special Meeting. The Notice of Special Meeting, the proxy and this Proxy Statement are being mailed on or about June 23, 2006.

Q. How does the Board suggest I vote in connection with the new investment management agreement and, if applicable, the new investment sub-advisory agreement?

A. After careful consideration, the Board of each Trust unanimously recommends that you vote FOR the approval of the new investment management agreement and, if applicable, the new investment sub-advisory agreement.

Q. Will my vote make a difference?

A. Yes! Your vote is important and is needed to ensure that the proposals can be acted upon. We encourage all shareholders to participate in the governance of their Trust.

Q. Is the Trust paying for the preparation, printing and mailing of these Proxy materials?

A. No, all costs will be borne by Merrill Lynch whether or not the proposals are successful.

Q. Whom do I call if I have questions?

A. If you need any assistance, or have any questions regarding the proposals or how to vote your shares, please call The Altman Group at 1-800-820-2412.

Q. How do I vote my shares?

A. You can vote your shares by attending the Special Meeting, or if you do not expect to attend, by completing and signing the enclosed proxy card(s), and mailing it or them in the enclosed postage-paid envelope. Alternatively, if your Trust permits it, you may vote by telephone by calling the toll-free number on the proxy card or by computer by going to the Internet address provided on the proxy card and following the instructions, using your proxy card as a guide.

A proxy card is enclosed with respect to each Trust in which you own shares. If you own shares in more than one Trust, please complete EACH enclosed proxy card in full. Properly executed proxy cards will be voted by the persons named therein in the manner directed by the shareholder executing the proxy. Except as otherwise described below, properly executed proxy cards that do not give specific direction with respect to specific proposals will be voted FOR Proposals 1 and 2, if applicable, and in the best judgment of the named

proxies as to any other matters.

Votes cast in person or by proxy at the Meeting will be tabulated by the inspectors of election appointed for the Meeting. The inspectors of election will determine whether or not a quorum is present at the Meeting with respect to each Trust. The inspectors of election will treat abstentions and "broker non-votes" (i.e., shares held by brokers or nominees, typically in "street name," as to which proxies have been returned but (i) instructions have not been received from the beneficial owners or persons entitled to vote and (ii) the broker or nominee does not have discretionary voting power on a particular matter) as present for purposes of determining a quorum.

In the event that a quorum is not present at the Meeting with respect to one or more Trusts, or in the event that a quorum is present but sufficient votes to approve any of the proposals are not received, the persons named as proxies may propose one or more adjournments of the Meeting with respect to such Trusts to permit further solicitation of proxies. Any such adjournment will require the affirmative vote of a majority of those shares of the respective Trust represented at the Meeting in person or by proxy. In the event a quorum is not present, the persons named as proxies will vote those proxies that they are entitled to vote FOR adjournment if they believe the adjournment and additional proxy solicitation are reasonable and in the best interests of shareholders. In the event a quorum is present, but sufficient votes to approve a proposal are not received, the persons named as proxies will vote those proxies FOR adjournment if they believe the adjournment and additional proxy solicitation are reasonable and in the best interests of shareholders, provided that they will vote AGAINST adjournment for any shares that had voted against the proposal. A shareholder vote may be taken on any of the proposals in this Proxy Statement prior to any such adjournment if sufficient votes have been received for approval.

Broker-dealer firms holding shares in [street name] for the benefit of their customers and clients will request the instructions of such customers and clients on how to vote their shares on each proposal before the Special Meeting. The New York Stock Exchange (the [NYSE]) may take the position that broker-dealers that are members of the NYSE and that have not received instructions from a customer may not vote such customer's shares on any of the proposals. A signed proxy card or other authorization by a beneficial owner of shares that does not specify how the beneficial owner's shares are to be voted on a proposal will be deemed to be an instruction to vote such shares in favor of the applicable proposal. If any other business is brought before your Trust's Special Meeting, your shares will be voted at your proxy holder's discretion.

Some broker-dealers are affiliates of BlackRock and Merrill Lynch and therefore have an interest in the outcome of the voting on the new investment advisory agreements in Proposal 1 and the new sub-advisory agreements in Proposal 2, if applicable, and stand to benefit if these proposals are approved. With respect to any shares for which a BlackRock- or Merrill Lynch- affiliated service organization that is not a member of the NYSE (such as a bank or other entity acting as a trustee) is the holder of record and for which it does not receive voting instructions from its customers, such service organization may to the extent permitted by law vote those shares in the same proportion as the votes received from its customers for which instructions have been received.

If you beneficially own shares that are held in [street name] through a broker-dealer or that are held of record by a service organization, and if you have not given or do not give voting instructions for your shares, they may not be voted at all or, as described above, may be voted in a manner that you may not intend. Therefore, you are strongly encouraged to be sure your broker-dealer or service organization has instructions as to how you want your shares to be voted.

Q. May I change my vote after I have mailed my Proxy?

A. Yes. Shareholders may revoke their proxies at any time prior to the time they are voted by giving written notice to the Secretary of the Trust by delivering a subsequently dated proxy or by attending and voting at the Special Meeting.

Q. Who is eligible to vote?

A. Shareholders of record of each Trust at the close of business on June 5, 2006 are entitled to be present and to vote at the Special Meeting or any adjourned or postponed meeting. Each common share and each preferred share, if any, is entitled to one vote.

Q. How many shares of each Trust were outstanding as of the record date?

A. *Appendix C* in the enclosed Proxy statement sets forth the number of outstanding shares for each Trust at the close of business on June 5, 2006.

Q. What is a quorum for purposes of the proposals being voted on at the Special Meeting?

A. The holders of a majority of outstanding common shares and preferred shares, if any, taken together, of each Trust present at the Special Meeting in person or by proxy will constitute a quorum for each proposal.

Q. What vote is required to approve the Proposals?

A. To become effective with respect to a particular Trust, each Proposal must be approved by a vote of a majority of the outstanding voting securities of that Trust. The [vote of a majority of the outstanding voting securities] is defined in the 1940 Act as the lesser of the vote of (i) 67% or more of the voting securities of a Trust entitled to vote thereon present at the Special Meeting or represented by proxy if holders of more than 50% of the outstanding voting securities are present or represented by proxy; or (ii) more than 50% of the outstanding voting securities of the Trust entitled to vote thereon.

Q. Why does this Proxy Statement list several closed-end funds?

- A. The Trusts have similar proposals and it is cost-efficient to have a joint proxy statement and one special meeting. In the event that any shareholder present at the Special Meeting objects to the holding of a joint meeting and moves for an adjournment of his or her Trust's meeting to a time immediately after the Special Meeting so that such Trust's meeting may be held separately, the persons named as proxies will vote in favor of such adjournment. Shareholders of each Trust will vote separately on the respective Proposals relating to their Trust. In any event, an unfavorable vote on any Proposal by the shareholders of one Trust will not affect the implementation of such Proposal by another Trust if the Proposal is approved by the shareholders of that Trust.

If you need any assistance, or have any questions regarding the proposals or how to vote your shares, please call 1-800-820-2412.

Please don't delay! It is important that you vote today. Your prompt response will avoid additional mailings.

BlackRock Closed End Funds

100 Bellevue Parkway, Wilmington, Delaware 19809 ☐ (800) 882-0052

FORWARD LOOKING STATEMENTS

This communication, and other statements that BlackRock may make, including statements about the benefits of the transaction with Merrill Lynch, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act, with respect to BlackRock's future financial or business performance, strategies or expectations. Forward-looking statements are typically identified by words or phrases such as "trend," "potential," "opportunity," "pipeline," "believe," "comfortable," "expect," "anticipate," "current," "intention," "estimate," "position," "outlook," "continue," "remain," "maintain," "sustain," "seek," "achieve," and similar expressions, or future or conditional such as "will," "would," "should," "could," "may" or similar expressions. BlackRock cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made, and BlackRock assumes no duty to and does not undertake to update forward-looking statements. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance. In addition to factors previously disclosed in BlackRock's Securities and Exchange Commission (SEC) reports and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: (1) the ability of BlackRock to complete the transaction with Merrill Lynch; (2) BlackRock's ability to successfully integrate the MLIM business with its existing business; (3) the ability of BlackRock to effectively manage the former MLIM assets along with its historical assets under management; (4) the relative and absolute investment performance of BlackRock's investment products, including its separately-managed accounts and the former MLIM business; and (5) BlackRock's success in maintaining distribution of its products. BlackRock's Annual Reports on Form 10-K and BlackRock's subsequent reports filed with the SEC, accessible on the SEC's website at <http://www.sec.gov> and on BlackRock's website at <http://www.blackrock.com>, discuss these factors in more detail and identify additional factors that can affect forward-looking statements. The information contained on our website is not a part of this press release.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed transactions, a registration statement of New BlackRock, Inc. (Registration No. 333-134916), which includes a preliminary proxy statement of BlackRock, and other materials have been filed with the SEC and are publicly available. The proxy statement/prospectus will be mailed to the stockholders of BlackRock. **STOCKHOLDERS OF BLACKROCK ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.** Such proxy statement/prospectus (when available) and other relevant documents may also be obtained, free of charge, on the Securities and Exchange Commission's website (<http://www.sec.gov>) or by contacting our Secretary, BlackRock, Inc., 40 East 52nd Street, New York, New York 10022.

PARTICIPANTS IN THE SOLICITATION

BlackRock and certain persons may be deemed to be participants in the solicitation of proxies relating to the proposed transactions. The participants in such solicitation may include BlackRock's executive officers and directors. Further information regarding persons who may be deemed participants is available in the proxy statement/prospectus filed with the Securities and Exchange Commission in connection with the transactions.

WR-CE

June 20, 2006

Dear Colleague:

In February, we announced our intention to combine BlackRock with Merrill Lynch Investment Managers (MLIM), the investment management business of Merrill Lynch, with an anticipated closing date of September 30, 2006. Once finalized, the combined organization will be responsible for managing approximately \$1 trillion in client assets. We will offer clients worldwide a full range of equity, fixed income, liquidity and alternative investment products.

Since the announcement, we have been establishing teams, products and business models in an effort to create a firm that incorporates the best practices in the industry. While everything is still subject to closing, we thought it would be helpful to provide you with an update on our progress thus far.

Governance

The new BlackRock organization will be an independent firm in terms of both ownership and governance. BlackRock will remain a publicly-traded asset management company for which Larry Fink will continue as Chairman and CEO. There will be no single majority shareholder, and the board will continue to have a majority of independent directors. We believe this structure will enable us to continue to focus on building a premier global asset management company. In reviewing our structure, we also decided to formally announce the creation of an Executive Committee charged with setting the strategic direction of the firm and streamlining decision-making as the business grows in scope and complexity. The Executive Committee is comprised of ten senior BlackRock executives (including seven founders), and upon closing, two senior executives of MLIM are expected to join this committee.

Portfolio Management

BlackRock and MLIM share a similar business philosophy in equities, which makes it relatively straightforward to combine our equity teams under Bob Doll's leadership as Global CIO for equities. Bob has over 26 years of investment experience and currently manages several successful large cap portfolios at MLIM, in addition to serving as President and CIO of MLIM. We are excited to have a global CIO with such exceptional credentials. Each current BlackRock and MLIM dedicated equity team will continue to manage its products utilizing its current investment philosophy and process. The combined firm will manage in excess of \$300 billion across a wide range of equity products, including large cap, mid cap, small cap, global and sector mandates.

We are pleased to report that Keith Anderson, a founder of BlackRock's fixed income team, will continue as Global CIO for Fixed Income, and Scott Amero will continue as Co-Head of the fixed income team. The combined firm will manage over \$400 billion in fixed income assets across a variety of mandates. The combined firm will offer several new strategies, and the team is being selectively expanded to add resources and expertise. Finally, our process will be enhanced with additional insights globally and open sharing of information on trends, flows, sectors and companies.

Private Client Business

Post-merger, BlackRock will be an industry leader in U.S. retail asset management with over \$270 billion in assets invested for over 10 million individual investors. Our product line will feature considerable strength in equity, fixed income and liquidity products. The firm will manage \$98 billion in open-end and variable funds, \$44 billion in closed-end funds and \$41 billion in separately managed accounts. Additionally, the firm will act as sub-advisor to \$37 billion of assets and manage \$48 billion in open-end liquidity funds.* We are proud to report that 84 funds in the combined open-end and closed-end fund families have Morningstar Ratings of 4 or 5 stars as of May 31, 2006.**

The combined firm's extensive resources, including our award-winning call center and shareholder statements, will allow BlackRock to focus on serving financial advisors and their individual clients. We also anticipate ongoing product innovations as we continue to serve our investors' needs.

Mutual Fund Family

We are pleased to announce our mutual fund line-up for the combined firm, which we believe will offer investors world-class products in 87 funds across multiple asset classes. The new fund family, which will be branded "BlackRock," will include a number of top performing large cap equity funds, multiple global funds and a strong sector fund line-up, including Energy and Health Sciences. Our equity fund AUM will total more than \$70 billion. Additionally, we will feature 33 fixed income products with over \$20 billion in AUM, inclusive of our flagship taxable fixed income funds and strong performing municipal bond funds.

We have filed several fund reorganization filings (N-14s) with the SEC as part of our initiative to consolidate certain comparable MLIM and BlackRock mutual funds. These consolidations are designed to reduce overlap in the product range, and they include consolidations of MLIM funds into BlackRock funds, BlackRock funds into MLIM funds, and MLIM funds into other MLIM funds. Exhibit A shows the complete open-end fund family as we expect it to look as of October 2006.

As part of this process, we are changing the names of selected funds and naming new portfolio managers of selected funds. Exhibit B identifies the funds that will have changes.

Closed-End Funds

The combined closed-end fund family will feature over 100 funds with \$44 billion in assets. The family will include equity, taxable and tax-exempt funds and benefit from extensive resources focused on supporting the funds in the secondary market. As part of the process of combining the firms, we will make some changes to portfolio managers on selected funds, which are identified in Exhibit C.

Proxy Solicitation

During the week of June 19, both BlackRock fund shareholders and MLIM fund shareholders will be mailed proxies asking them to vote on new investment advisory agreements, a new investment sub-advisory agreement and, for certain BlackRock municipal funds, a fundamental investment policy change.

Additionally, shareholders of certain funds will be sent proxies asking them to approve the reorganization of selected BlackRock and MLIM funds. Only shareholders of the funds that are merging away are required to approve these changes.

Exhibit D presents commonly asked questions and answers to help you respond to any inquiries you may receive.

Over the coming weeks, we will continue to update you on our progress and provide you with the information and tools you need to serve your clients. Please know that we remain focused on investment performance and client service, as we recognize the importance of the trust you have placed with us. We appreciate your business, and hope to continue to serve you and your clients for many years.

Sincerely,

Anne Ackerley
Managing Director
BlackRock Advisors, Inc.

Attachments (4)

* *Data as of 3/31/06*

** *Ratings are based on historical risk-adjusted performance and the overall rating is derived from a weighted average of the funds' 3-, 5-, and 10-year Morningstar Rating Metrics.*

EXHIBIT A

Proposed Open End-Fund Family as of October 2006

Equity

**Domestic
Equity**

| | Value | Core | Growth |
|-------|---|--|--|
| Large | Large Cap Value Basic Value Focus Value Equity Dividend Fund | Large Cap Core S&P 500 Fund Investment Trust Index Equity Exchange | Large Cap Growth Fundamental Growth Focus 20 Legacy |
| Mid | Mid-Cap Value Mid-Cap Value Opps | US Opportunities | Mid-Cap Growth |
| SMID | Aurora | | SMID Growth |
| Small | Value Opportunities Small Cap Value ¹ | Small Cap Index Small Cap Core | Small Cap Growth Small Cap Growth II |

**Global
& Inter-
national**

| | Value | Core | Growth |
|-------|-------------------------------------|---|--------------------------------|
| Large | Global Value International Value | International International Index Global Dynamic Equity | Global Growth Global Opps |
| Small | Developing Capital Mkts | | Global Small Cap Intl. Opps |

Specialty

| | | | |
|-------|---|--|--|
| Other | Global Technology Global Financial Services All-Cap Global Resources Healthcare Basic Value Prin. Prtd. ¹ Real Investment Fundamental Growth Prin Prtd. ¹ | | Natural Resources Global Science & Tech Utilities and Telecom Global Resources ¹ Health Sciences Opportunities Core Prin. Protected ¹ |
|-------|---|--|--|

Blended

Global Allocation

Balanced Capital

Asset Allocation

Regional

EuroFund

Latin America

Pacific

Fixed Income

Short

**Intermediate/
Long**

Government

Fixed
Income

Enhanced Income
Short Term Bond
Low Duration
Sr. Float
Sr. Float II

Intermediate Bond
Intermediate Bond II
Total Return
Bond Fund
Total Return II
Managed Income
Aggregate Bond Index

Intermediate Govt
GNMA
GNMA Accumulation
Government Income

Tips

High Yield

Global

Other

Inflation Protected

High Yield
High Income

International Bond
World Income

Short

National

State Specific

Muni-
cipals

Short Term Muni

Muni Int Term
Insured Muni
National Muni
AMT-Free Muni

California Muni
Delaware Muni
Florida Muni
Kentucky Muni
New Jersey Muni
New York Muni
Ohio Muni
Pennsylvania Muni

1 Fund closed to new investors

Bold denotes 4 and 5 star funds

EXHIBIT B**Proposed Fund Mergers**

| Portfolio Impacted | Merged Into | Resulting Fund Name | Portfolio Management Team |
|-------------------------------------|---------------------------|----------------------------|----------------------------------|
| Equity Funds | | | |
| ML Strategy All Equity | ML Large Cap Core | BR Large Cap Core | Doll |
| ML Strategy Growth & Income | ML Global Allocation | BR Global Allocation | Stattman/Chamby |
| ML Strategy Long-Term Growth | ML Global Allocation | BR Global Allocation | Stattman/Chamby |
| ML Disciplined Equity | ML Large Cap Core | BR Large Cap Core | Doll |
| BR Dividend Achievers TM | ML Equity Dividend | BR Equity Dividend | Shearer |
| BR Large Cap Growth | ML Large Cap Growth | BR Large Cap Growth | Doll |
| BR Large Cap Value | ML Large Cap Value | BR Large Cap Value | Doll |
| Taxable Fixed Income Funds | | | |
| MI Inflation Protected | BR Inflation Protected | BR Inflation Protected | Spodek/Weinstein |
| ML Intermediate Term | ML Core Bond Fund | BR Bond Fund | Anderson/Amero/Marra/Phillips |
| ML Short Term U.S. Government | BR Low Duration | BR Low Duration | Anderson/Amero/Kopstein |
| ML U.S. Government | BR Government Income | BR Government Income | Phillips/Pellicciaro |
| ML U.S. High Yield | BR High Yield | BR High Yield | Gary/Amero |
| Municipal Funds | | | |
| BR New Jersey Tax-Free | ML New Jersey Municipal | BR New Jersey Municipal | Jaeckel |
| BR Pennsylvania Tax-Free | ML Pennsylvania Municipal | BR Pennsylvania Municipal | Bock |
| BR UltraShort Municipal | ML Short Term Municipal | BR Short Term Municipal | Hayes |

Proposed Mutual Fund Name and/or Portfolio Manager Changes

| Portfolio Impacted | Name Change | Portfolio Management Team |
|-----------------------------------|----------------------------------|----------------------------------|
| Equity Funds | | |
| ML Global Equity Opportunities | BR Global Dynamic Equity | No Change |
| ML Small Cap Growth | BR Small Cap Growth II | Wagner/Leary/Thut |
| BR Health Sciences | BR Health Sciences Opportunities | No Change |
| Taxable Fixed Income Funds | | |
| ML High Income | BR High Income | Gary/Amero |
| ML Real Investment | BR Real Investment | Spodek/Weinstein |
| ML Low Duration | BR Short Term Bond | Anderson/Amero/Kopstein |
| ML World Income | BR World Income | Gordon/Hussain/Gary |
| ML Core Bond Fund | BR Bond Fund | Anderson/Amero/Marra/Phillips |
| BR Intermediate Bond | BR Intermediate Bond II | No Change ² |
| BR Intermediate PLUS Bond | BR Intermediate Bond | No Change ² |
| BR Core Bond Total Return | BR Total Return II | No Change ² |
| BR Core PLUS Total Return | BR Total Return | No Change ² |
| Municipal Funds | | |
| BR Delaware Tax-Free ¹ | BR Delaware Municipal | O'Connor |
| BR Kentucky Tax-Free ¹ | BR Kentucky Municipal | O'Connor |
| BR Ohio Tax-Free ¹ | BR Ohio Municipal | O'Connor |
| BR Tax-Free Income ³ | BR AMT-Free Municipal | O'Connor |

¹ Portfolio guidelines will be expanded to allow greater latitude to purchase AMT bonds (shareholder vote required) and bonds rated below investment grade.

² It is anticipated that following the closing of the MLIM and BlackRock transaction, Matthew Marra and Andrew J. Phillips will join Keith Anderson and Scott Amero in the day-to-day management of the Portfolios.

³ *Portfolio guidelines will be expanded to include bonds rated below investment grade.*

EXHIBIT C**Closed-End Funds with Portfolio Manager Changes**

| National Municipal Portfolios | Portfolio Management Team |
|---|----------------------------------|
| BlackRock Long-Term Municipal Advantage Trust | O'Connell |
| BlackRock Municipal Income Trust II | O'Connell |
| BlackRock Municipal Bond Trust | O'Connell |
| BlackRock Municipal Income Trust | O'Connell |
| BlackRock Strategic Municipal Trust | O'Connell |
| BlackRock Investment Quality Municipal Trust Inc. | O'Connell |
| BlackRock Insured Municipal Income Trust | DiMella |
| National Municipal Term Trusts | Portfolio Management Team |
| BlackRock Insured Municipal 2008 Term Trust Inc. | DiMella |
| BlackRock Municipal 2020 Term Trust | O'Connell |
| BlackRock Municipal 2018 Term Trust | O'Connell |
| BlackRock Insured Municipal Term Trust Inc. (2010) | DiMella |
| BlackRock Municipal Target Term Trust Inc. (2006) | DiMella |
| State-Specific Municipal Portfolios | Portfolio Management Team |
| BlackRock California Insured Municipal Income Trust | O'Connell |
| BlackRock California Municipal Income Trust II | O'Connell |
| BlackRock California Municipal Bond Trust | O'Connell |
| BlackRock California Municipal Income Trust | O'Connell |
| BlackRock California Investment Quality Municipal Trust, Inc. | O'Connell |
| BlackRock Florida Insured Municipal Income Trust | Sneed |
| BlackRock Florida Municipal Bond Trust | Sneed |

| | |
|--|-------------------|
| BlackRock Florida Municipal Income Trust | Sneeden |
| BlackRock Florida Investment Quality Municipal Trust | Sneeden |
| BlackRock Maryland Municipal Bond Trust | O'Connell |
| BlackRock New Jersey Municipal Bond Trust | Jaeckel |
| BlackRock New Jersey Municipal Income Trust | Jaeckel |
| BlackRock New Jersey Investment Quality Municipal Trust | Jaeckel |
| BlackRock New York Insured Municipal Income Trust | O'Connell, Browse |
| BlackRock New York Municipal Income Trust II | O'Connell, Browse |
| BlackRock New York Municipal Bond Trust | O'Connell, Browse |
| BlackRock New York Municipal Income Trust | O'Connell, Browse |
| BlackRock New York Investment Quality Municipal Trust Inc. | O'Connell, Browse |
| BlackRock Pennsylvania Strategic Municipal Trust | Bock |
| BlackRock Virginia Municipal Bond Trust | O'Connell |

State-Specific Municipal Term Trusts

Portfolio Management Team

| | |
|---|-----------|
| BlackRock California Municipal 2018 Term Trust | O'Connell |
| BlackRock California Insured Municipal 2008 Term Trust Inc. | O'Connell |
| BlackRock Florida Municipal 2020 Term Trust | Sneeden |
| BlackRock Florida Insured Municipal 2008 Term Trust | Sneeden |
| BlackRock New York Municipal 2018 Term Trust | O'Connell |
| BlackRock New York Insured Municipal 2008 Term Trust Inc. | O'Connell |

EXHIBIT D

This brief Q&A is provided to assist financial professionals in best answering questions their clients might have regarding an upcoming proxy solicitation and other transaction-related information.

Questions Relating to New Advisory Agreements

- Q. Why am I being asked to vote on a new advisory agreement and sub-advisory agreement, if applicable?
- A. BlackRock and Merrill Lynch announced on February 15, 2006 that they had reached an agreement pursuant to which Merrill Lynch will contribute its investment management business, Merrill Lynch Investment Managers (["MLIM"]), to BlackRock.
- Q. What is the rationale for the contribution of MLIM to BlackRock?
- A. The new company will offer a full range of equity, fixed income, cash management and alternative investment products with strong representation in both retail and institutional channels, in the United States and internationally.
- Q. How will MLIM's contribution to BlackRock potentially benefit me?
- A. The new company will offer you even greater access to a well-diversified product mix across asset classes and an enhanced ability to serve your investment needs.
- Q. How does the proposed new investment advisory agreement for my Portfolio differ from the current agreement?
- A. The advisory fees payable by each Portfolio to its investment adviser and services provided under its new investment advisory agreement are identical to those under the current agreement. While the other terms of the new investment advisory agreement generally are substantially similar to those of the current agreement, certain changes are being proposed in the new investment advisory agreement in order to standardize terms and language across all BlackRock- and MLIM-sponsored funds.
- Q. How does the proposed new sub-advisory agreement for my Portfolio differ from the current agreement?
- A. The sub-advisory fees payable by the adviser to the sub-adviser and services provided under each new sub-advisory agreement are identical to those under the current agreements. While the other terms of the new sub-advisory agreements generally are substantially similar to those of the current agreements, certain changes are being proposed in the new sub-advisory agreements in order to standardize terms and language across all BlackRock- and MLIM-sponsored funds.
- Q. Will my Portfolio's total fees for advisory services increase?
- A. No. The total fees payable under your current investment advisory agreement will remain the same. Any additional fees incurred under the new sub-advisory agreement will be paid by your Portfolio's advisor at no additional cost to you or your Portfolio.
-

Questions Relating to Fund Reorganizations

- Q. When will the reorganization of BlackRock & MLIM funds occur?
- A. If approved by shareholders, the reorganization is expected to occur contemporaneously with or soon after the combination of MLIM and BlackRock, which is expected to occur at the end of the third quarter of 2006.
- Q. How will shareholders benefit from the reorganization?
- A. The new company will offer a full range of equity, fixed income, cash management and alternative investment products with strong representation in both retail and institutional channels, in the United States and in non-U.S. markets. The reorganization is part of a larger initiative to consolidate certain of the comparable MLIM and BlackRock mutual funds to eliminate redundancies and achieve certain operating efficiencies.
- Q. How will the reorganization affect BlackRock fund shareholders?
- A. If the proposed reorganization of funds is approved, the assets and certain stated liabilities of certain Merrill Lynch and BlackRock Funds will be combined with those of the Surviving Merrill Lynch or BlackRock Funds, and shareholders will receive shares of the Surviving Fund. Shareholders will receive the same or a similar class of shares of the Surviving Fund as they currently hold of the Merging Fund. The aggregate net asset value of the shares they receive in the reorganization will equal the aggregate net asset value of the shares they own immediately prior to the reorganization.
- Q. Will shareholders have to pay any sales load, commission or other similar fee in connection with the reorganization?
- A. No, shareholders will not pay any sales load, commission or other similar fee in connection with the reorganization.
- Q. Will shareholders have to pay any federal taxes as a result of the reorganization?
- A. The reorganization is expected to qualify as a tax-free "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.
- Q. Who will be responsible for leading the portfolio management teams of the BlackRock Funds after the reorganization?
- A. Overall, the funds portfolio management teams are expected to be led by a combination of BlackRock and MLIM managers. See the attached exhibits for more information on the proposed fund line-up and portfolio management teams after the reorganization.

We appreciate your continued support during this time of transition.
Please contact one of our internal sales consultants at 800-882-0052
if you have any questions regarding this information.

FORWARD LOOKING STATEMENTS

This communication, and other statements that BlackRock may make, including statements about the benefits of the transaction with Merrill Lynch, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act, with respect to BlackRock's future financial or business performance, strategies or expectations. Forward-looking statements are typically identified by words or phrases such as "trend," "potential," "opportunity," "pipeline," "believe," "comfortable," "expect," "anticipate," "current," "intention," "estimate," "position," "outlook," "continue," "remain," "maintain," "sustain," "seek," "achieve," and similar expressions, or future or conditional such as "will," "would," "should," "could," "may" or similar expressions. BlackRock cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made, and BlackRock assumes no duty to and does not undertake to update forward-looking statements. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance. In addition to factors previously disclosed in BlackRock's Securities and Exchange Commission (SEC) reports and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: (1) the ability of BlackRock to complete the transaction with Merrill Lynch; (2) BlackRock's ability to successfully integrate the MLIM business with its existing business; (3) the ability of BlackRock to effectively manage the former MLIM assets along with its historical assets under management; (4) the relative and absolute investment performance of BlackRock's investment products, including its separately-managed accounts and the former MLIM business; and (5) BlackRock's success in maintaining distribution of its products. BlackRock's Annual Reports on Form 10-K and BlackRock's subsequent reports filed with the SEC, accessible on the SEC's website at <http://www.sec.gov> and on BlackRock's website at <http://www.blackrock.com>, discuss these factors in more detail and identify additional factors that can affect forward-looking statements. The information contained on our website is not a part of this press release.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed transactions, a registration statement of New BlackRock, Inc. (Registration No. 333-134916), which includes a preliminary proxy statement of BlackRock, and other materials have been filed with the SEC and are publicly available. The proxy statement/prospectus will be mailed to the stockholders of BlackRock. **STOCKHOLDERS OF BLACKROCK ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.** Such proxy statement/prospectus (when available) and other relevant documents may also be obtained, free of charge, on the Securities and Exchange Commission's website (<http://www.sec.gov>) or by contacting our Secretary, BlackRock, Inc., 40 East 52nd Street, New York, New York 10022.

PARTICIPANTS IN THE SOLICITATION

BlackRock and certain persons may be deemed to be participants in the solicitation of proxies relating to the proposed transactions. The participants in such solicitation may include BlackRock's executive officers and directors. Further information regarding persons who may be deemed participants is available in the proxy statement/prospectus filed with the Securities and Exchange Commission in connection with the transactions.

Proxy Statement / Prospectus Mailing

For Internal Use Only

BLACKROCK

Table of Contents

Proxy Solicitation Mailing - 2

Changes to Open-End Funds - 3

A Special Note About Certain BlackRock Municipal Portfolios - 8

New Advisory Agreements, sub-advisory agreement □ Open End Funds - 9

New Advisory Agreements, sub-advisory agreement □ Closed End Funds □ 11

MLIM Portfolio Manager Biographies - 14

FORWARD LOOKING STATEMENTS

This communication, and other statements that BlackRock may make, including statements about the benefits of the transaction with Merrill Lynch, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act, with respect to BlackRock's future financial or business performance, strategies or expectations. Forward-looking statements are typically identified by words or phrases such as "trend," "potential," "opportunity," "pipeline," "believe," "comfortable," "expect," "anticipate," "current," "intention," "estimate," "position," "outlook," "continue," "remain," "maintain," "sustain," "seek," "achieve," and similar expressions, or future or conditional such as "will," "would," "should," "could," "may" or similar expressions. BlackRock cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made, and BlackRock assumes no duty to and does not undertake to update forward-looking statements. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance. In addition to factors previously disclosed in BlackRock's Securities and Exchange Commission (SEC) reports and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: (1) the ability of BlackRock to complete the transaction with Merrill Lynch; (2) BlackRock's ability to successfully integrate the MLIM business with its existing business; (3) the ability of BlackRock to effectively manage the former MLIM assets along with its historical assets under management; (4) the relative and absolute investment performance of BlackRock's investment products, including its separately-managed accounts and the former MLIM business; and (5) BlackRock's success in maintaining distribution of its products. BlackRock's Annual Reports on Form 10-K and BlackRock's subsequent reports filed with the SEC, accessible on the SEC's website at <http://www.sec.gov> and on BlackRock's website at <http://www.blackrock.com>, discuss these factors in more detail and identify additional factors that can affect forward-looking statements. The information contained on our website is not a part of this press release.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed transactions, a registration statement of New BlackRock, Inc. (Registration No. 333-134916), which includes a preliminary proxy statement of BlackRock, and other materials have been filed with the SEC and are publicly available. The proxy statement/prospectus will be mailed to the stockholders of BlackRock. STOCKHOLDERS OF BLACKROCK ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Such proxy statement/prospectus (when available) and other relevant documents may also be obtained, free of charge, on the Securities and Exchange Commission's website (<http://www.sec.gov>) or by contacting our Secretary, BlackRock, Inc., 40 East 52nd Street, New York, New York 10022.

PARTICIPANTS IN THE SOLICITATION

BlackRock and certain persons may be deemed to be participants in the solicitation of proxies relating to the proposed transactions. The participants in such solicitation may include BlackRock's executive officers and directors. Further information regarding persons who may be deemed participants is available in the proxy statement/prospectus filed with the Securities and Exchange Commission in connection with the transactions.

**FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE
SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN
SOLICITING SALES.**

1

This Q&A is provided to assist you in best answering questions you may receive from financial professionals and individual fund shareholders regarding an upcoming proxy solicitation and other transaction-related information.

PROXY SOLICITATION MAILING

Beginning the week of June 19th shareholders of BlackRock funds will be mailed a proxy solicitation asking them to (i) vote on new investment advisory agreements, a new investment sub-advisory agreement and for certain BlackRock municipal funds, a fundamental investment policy change and/or (ii) vote on the reorganization (merger) of certain BlackRock and MLIM funds.

When are proxy solicitation materials being mailed to shareholders?

The week of June 19th.

Will all shareholders be receiving the same mailing?

No, shareholders will receive mailings based upon the Funds that they hold.

All shareholders will receive proxies relating to the approval of advisory agreements and certain other changes, while a smaller group of shareholders will also receive fund merger proxies.

What specifically will shareholders receive?

Many shareholders will receive multiple mailings:

Shareholders of merging BlackRock Open-End funds will receive the following in a proxy solicitation package:

- A personalized proxy voting form, known as a "Smart Card"
- A letter and Q&A regarding the proxy solicitation
- A prospectus/proxy statement for the Merrill Lynch (Surviving) Fund into which the affected BlackRock (Merging) fund is merging.
- A Fund prospectus for the Merrill Lynch Surviving Fund
- Annual- and Semi-Annual Reports for the Merrill Lynch (Surviving) Fund

additionally

All Shareholders of BlackRock Open-End and Closed-End Funds will receive the following proxy solicitation:

- A personalized proxy voting form, known as a "Smart Card"
- A letter and Q&A regarding the proxy solicitation
- A proxy statement relating to the approval of new advisory agreements, a new sub- advisory agreement and for certain municipal funds, a fundamental investment policy change.

FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN SOLICITING SALES.

2

CHANGES TO OPEN-END FUNDS

The Exhibit A on the following page illustrates *proposed* changes to certain funds.

- BlackRock will mail shareholders of the BlackRock funds listed below a Reorganization (fund merger) proxy solicitation.
- MLIM will mail shareholders of the Merrill Lynch funds listed below their version of a Reorganization (fund merger) proxy solicitation.

**FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE
SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN
SOLICITING SALES.**

3

EXHIBIT A

Proposed Fund Mergers

| PORTFOLIO IMPACTED | MERGED INTO | RESULTING FUND NAME | PORTFOLIO MANAGEMENT TEAM |
|-------------------------------------|---------------------------|----------------------------|----------------------------------|
| Equity Funds | | | |
| ML Strategy All Equity | ML Large Cap Core | BR Large Cap Core | Doll |
| ML Strategy Growth & Income | ML Global Allocation | BR Global Allocation | Stattman/Chamby |
| ML Strategy Long-Term Growth | ML Global Allocation | BR Global Allocation | Stattman/Chamby |
| ML Disciplined Equity | ML Large Cap Core | BR Large Cap Core | Doll |
| BR Dividend Achievers TM | ML Equity Dividend | BR Equity Dividend | Shearer |
| BR Large Cap Growth | ML Large Cap Growth | BR Large Cap Growth | Doll |
| BR Large Cap Value | ML Large Cap Value | BR Large Cap Value | Doll |
| Taxable Fixed Income Funds | | | |
| ML Inflation Protected | BR Inflation Protected | BR Inflation Protected | Spodek/Weinstein |
| ML Intermediate Term | ML Core Bond Fund | BR Bond Fund | Anderson/Amero/Marra/Phillips |
| ML Short Term U.S. Government | BR Low Duration | BR Low Duration | Anderson/Amero/Kopstein |
| ML U.S. Government | BR Government Income | BR Government Income | Phillips/Pellicciaro |
| ML U.S. High Yield | BR High Yield | BR High Yield | Gary/Amero |
| Municipal Funds | | | |
| BR New Jersey Tax-Free | ML New Jersey Municipal | BR New Jersey Municipal | Jaeckel |
| BR Pennsylvania Tax-Free | ML Pennsylvania Municipal | BR Pennsylvania Municipal | Bock |
| BR UltraShort Municipal | ML Short Term Municipal | BR Short Term Municipal | Hayes |

Proposed Mutual Fund Name and/or Portfolio Manager Changes

| PORTFOLIO IMPACTED | NAME CHANGE | PORTFOLIO MANAGEMENT TEAM |
|-----------------------------------|----------------------------------|----------------------------------|
| Equity Funds | | |
| ML Global Equity Opportunities | BR Global Dynamic Equity | No Change |
| ML Small Cap Growth | BR Small Cap Growth II | Wagner/Leary/Thut |
| BR Health Sciences | BR Health Sciences Opportunities | No Change |
| Taxable Fixed Income Funds | | |
| ML High Income | BR High Income | Gary/Amero |
| ML Real Investment | BR Real Investment | Spodek/Weinstein |
| ML Low Duration | BR Short Term Bond | Anderson/Amero/Kopstein |
| ML World Income | BR World Income | Gordon/Hussain/Gary |
| ML Core Bond Fund | BR Core Bond Fund | Anderson/Amero/Marra/Phillips |
| BR Intermediate Bond | BR Intermediate Bond II | No Change ² |
| BR Intermediate PLUS Bond | BR Intermediate Bond | No Change ² |
| BR Core Bond Total Return | BR Total Return II | No Change ² |
| BR Core PLUS Total Return | BR Total Return | No Change ² |
| Municipal Funds | | |
| BR Delaware Tax-Free ¹ | BR Delaware Municipal | O'Connor |
| BR Kentucky Tax-Free ¹ | BR Kentucky Municipal | O'Connor |
| BR Ohio Tax-Free ¹ | BR Ohio Municipal | O'Connor |
| BR Tax-Free Income ³ | BR AMT-Free Municipal | O'Connor |

¹Portfolio guidelines will be expanded to allow greater latitude to purchase AMT bonds (shareholder vote required) and bonds rated below investment grade.

² It is anticipated that following the closing of the MLIM and BlackRock transaction, Matthew Marra and Andrew J. Phillips will join Keith Anderson and Scott Amero in the day-to-day management of the Portfolios.

³ Portfolio guidelines will be expanded to include bonds rated below investment grade.

**FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE SHOWN
OR
DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN SOLICITING
SALES.**

4

EXHIBIT B**Proposed Open-End Fund Family as of October 2006****EQUITY**

| Domestic Equity | VALUE | CORE | GROWTH |
|-----------------------------------|--|---|---|
| Large | Large Cap Value Basic Value Focus Value Equity Dividend Fund | Large Cap Core S&P 500 Fund Investment Trust Index Equity Exchange | Large Cap Growth Fundamental Growth Focus 20 Legacy |
| Mid | Mid-Cap Value Mid Cap Value Opps | US Opportunities | Mid-Cap Growth |
| SMID | Aurora | | SMID Growth |
| Small | Value Opportunities Small Cap Value ¹ | Small Cap Index Small Cap Core | Small Cap Growth Small Cap Growth II |
| Global & International | VALUE | CORE | GROWTH |
| Large | Global Value International Value | International International Index Global Dynamic Equity | Global Growth Global Opps |
| Small | Developing Capital Mkts | | Global Small Cap Intl. Opps |
| | SPECIALTY | | |
| Other | Global Technology Global Science & Tech. Healthcare Health Sciences Opps | Natural Resources All-Cap Global Resources Global Resources¹ Real Investment | Global Financial Svcs. Utilities and Telecom Basic Value Prin. Prtd. ¹ Core Prin. Protected ¹ Fndmntl Gr. Prin. Prtd. ¹ |
| | BLENDED | | |
| | Global Allocation | Balanced Capital | Asset Allocation |
| | REGIONAL | | |

| | EuroFund | Latin America | Pacific |
|---------------------|---|--|---|
| FIXED INCOME | | | |
| | SHORT | INTERMEDIATE/ LONG | GOVERNMENT |
| Fixed Income | Enhanced Income Short Term Bond Low Duration Sr. Float Sr. Float II | Intermediate Bond Intermediate Bond II Total Return Bond Fund Total Return II Managed Income Aggregate Bond Index | Intermediate Govt GNMA GNMA Accumulation Government Income |
| | TIPS | HIGH YIELD | GLOBAL |
| Other | Inflation Protected | High Yield High Income | International Bond World Income |
| | SHORT | NATIONAL | STATE SPECIFIC |
| Municipals | Short Term Muni | Muni Int Term Insured Muni National Muni AMT-Free Muni | California Muni Delaware Muni Florida Muni Kentucky Muni New Jersey Muni New York Muni Ohio Muni PA Muni |

¹ Fund closed to new investors

Bold denotes 4 and 5 star funds

FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN SOLICITING SALES.

Why are shareholders receiving a proxy solicitation?

Shareholders are being asked to approve an agreement and plan of reorganization (merger) of certain BlackRock funds. The Reorganization arises from the agreement by MLIM's parent company, Merrill Lynch & Co., Inc. (Merrill Lynch), to combine MLIM with BlackRock, Inc. (BlackRock).

The Reorganization is part of a larger initiative to consolidate certain of the comparable MLIM and BlackRock mutual funds to eliminate redundancies and achieve certain operating efficiencies.

How does the Board of Directors/Trustees suggest that I vote?

After careful consideration, each of the Boards of Directors/Trustees of the Merging Funds have determined that the proposed Reorganization will benefit the shareholders of the Merging Funds and recommends that you cast your vote **For** the proposed Reorganization.

How will the Reorganization affect me?

If shareholders of each Merging Fund approve the proposed Reorganization, substantially all of the assets and certain stated liabilities of the Merging Funds will be combined with those of the Surviving Funds, and you will receive shares of the Surviving Fund. You will receive the same or a similar class of shares of the Surviving Fund as you currently hold of the Merging Fund. The aggregate net asset value of the shares you receive in the Reorganization will equal the aggregate net asset value of the shares you own immediately prior to the Reorganization.

In the Reorganization, will I receive shares of the Surviving Fund of the same class as the shares of the Merging Fund that I now hold?

You will receive shares of the Surviving Fund of the same or a similar class as the shares you own of the Merging Fund.

Will I own the same number of shares of the Surviving Fund as I currently own of the Merging Fund?

No, you will receive shares of the Surviving Fund with the same aggregate net asset value as the shares of the Merging Funds you own prior to the Reorganization. The number of shares you receive will depend on the relative net asset value of the shares of the Merging Funds on the closing date. Thus, on the closing date, if the net asset value of a share of a Merging Fund is lower than the net asset value of the Surviving Fund, you will receive a greater number of shares of the Surviving Fund in the Reorganization than you held in the Merging Fund before the Reorganization. On the other hand, if the net asset value of a share of the Surviving Fund is higher than the net asset value of the corresponding share of the Merging Fund, you will receive fewer shares of the Surviving Fund in the Reorganization than you held in the Merging Fund before the Reorganization. The aggregate net asset value of your Surviving Fund shares immediately after the Reorganization will be the same as the aggregate net asset value of your Merging Fund shares immediately prior to the Reorganization.

Will my privileges as a shareholder change after the Reorganization?

Your rights as a shareholder will not change in any substantial way as a result of the Reorganization. In addition, the shareholder services available to you after the Reorganization will be substantially the same or may become more favorable.

Who will manage the Funds once the Reorganization is completed?

Refer to the Proposed Fund Mutual Fund Name & Portfolio Manager Changes chart on Page 4.

FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN

SOLICITING SALES.

Will I have to pay any sales load, commission or other similar fee in connection with the Reorganization?

No, you will not pay any sales load, commission or other similar fee in connection with the Reorganization. As more fully discussed in the Combined Prospectus/Proxy Statement, the holding period with respect to any contingent deferred sales charge applicable to shares of the Surviving Fund acquired by you in the Reorganization will be measured from the earlier of the time (i) you purchased your Merging Fund shares or (ii) you purchased your shares of any other Merging Fund and subsequently exchanged them for shares of the Merging Fund.

How do operating expenses paid by the Surviving Fund compare to those payable by the Merging Funds?

Following the Reorganization, generally, the Surviving Fund's net projected operating expenses are expected to be at or below those of the Merging Fund's. (LARGE CAP VALUE & LARGE CAP GROWTH are exceptions.)

Will I have to pay any federal taxes as a result of the Reorganization?

The Reorganization is expected to qualify as a tax-free "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. If the Reorganization so qualifies, in general, the Merging Funds will not recognize any gain or loss as a result of the transfer of all of their assets and certain stated liabilities in exchange solely for shares of the Surviving Fund or as a result of their liquidation, and you will not recognize any gain or loss upon your receipt solely of shares of the Surviving Fund in connection with the Reorganization.

What if I redeem or exchange my shares before the Reorganization takes place?

If you choose to redeem or exchange your shares before the Reorganization takes place, the redemption or exchange will be treated as a normal redemption or exchange of shares and, generally, will be a taxable transaction. Also, in the case of redemption, any applicable contingent deferred sales charges or redemption fees will be applied. Redemption fees may apply on exchanges, also.

How do I vote my proxy?

You may cast your vote by mail, telephone or internet or in person at the special shareholder meeting. To vote by mail, please mark your vote on the proxy form enclosed in your proxy solicitation package and sign, date and return the card in the postage-paid envelope provided. To vote by telephone or over the internet, please have the proxy form in hand and call the number or go to the website address on the enclosed form and follow the instructions.

When will the Reorganization occur?

If approved by shareholders, the Reorganization is expected to occur contemporaneously with or soon after the closing of the transaction between MLIM and BlackRock, which is expected to occur at the end of the third quarter of 2006. The Reorganization will not take place if for any reason the transaction between MLIM and BlackRock does not occur or if the Reorganization is not approved by any Merging Fund's shareholders at the Special Meeting.

FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN SOLICITING SALES.

7

A SPECIAL NOTE ABOUT DELAWARE TAX-FREE INCOME, OHIO TAX-FREE INCOME, KENTUCKY TAX-FREE INCOME, NEW JERSEY TAX-FREE INCOME and PENNSYLVANIA TAX-FREE INCOME PORTFOLIOS

Shareholders are being asked to approve a change to the fundamental investment policy of these Funds regarding their investments in municipal securities.

The proposed change to each Portfolio's fundamental investment policy is to remove the requirement that at least 80% of the Portfolio's assets normally be invested in securities the interest on which the Portfolio manager believes is exempt from the Federal Alternative Minimum Tax (AMT). Additionally, the proposed change will allow the Portfolios may invest in bonds rated below investment grade. All other current investment policies of the Portfolios will remain unchanged.

Each Portfolio's investment adviser and sub-adviser have determined that the proposed change would enable the portfolio management team to pursue a broader range of investment opportunities and reflects changes in the municipal securities markets.

**FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE
SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN
SOLICITING SALES.**

8

NEW ADVISORY AGREEMENTS, SUB-ADVISORY AGREEMENT OPEN-END FUNDS

What am I being asked to vote FOR in this proxy?

You are being asked to vote in favor of proposals to:

- Approve a new investment advisory agreement with an affiliate of BlackRock, Inc. (the newly combined organization) for your Portfolio.
- Approve a new sub-advisory agreement, if applicable, with an affiliate of BlackRock (also the newly combined organization) for your Portfolio.
- Approve a fundamental investment policy change for the DELAWARE TAX-FREE INCOME, OHIO TAX-FREE INCOME, KENTUCKY TAX-FREE INCOME, NEW JERSEY TAX-FREE INCOME and PENNSYLVANIA TAX-FREE INCOME PORTFOLIOS regarding investments in municipal securities.

How does the Board of Directors/Trustees suggest I vote in connection with the matters to be considered at the meeting?

After careful consideration, the Board of Trustees of the Fund unanimously recommends that you vote FOR each of the proposals being presented to shareholders at the meeting.

Why am I being asked to vote on a new advisory agreement and sub-advisory agreement, if applicable?

BlackRock and Merrill Lynch announced on February 15, 2006 that they had reached an agreement pursuant to which Merrill Lynch will contribute its investment management business, Merrill Lynch Investment Managers (MLIM), to BlackRock.

What is the rationale for the contribution of MLIM to BlackRock?

The new company will offer a full range of equity, fixed income, cash management and alternative investment products with strong representation in both retail and institutional channels, in the United States and in non-U.S. markets.

How will MLIM's contribution to BlackRock potentially benefit me?

The new company will offer you even greater access to a well-diversified product mix across asset classes and an enhanced ability to serve your investment needs.

How does the proposed new investment advisory agreement for my Portfolio differ from the current agreement?

The advisory fees payable by each Portfolio to its investment adviser and services provided under its new investment advisory agreement are identical to those under the current agreement. While the other terms of the new investment advisory agreement generally are substantially similar to those of the current agreement, certain changes are being proposed in the new investment advisory agreement in order to standardize terms and language across all BlackRock- and MLIM-sponsored funds.

FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN SOLICITING SALES.

9

How does the proposed new sub-advisory agreement for my Portfolio differ from the current agreement?

The sub-advisory fees payable by the adviser to the sub-adviser and services provided under each new sub-advisory agreement are identical to those under the current agreements. While the other terms of the new sub-advisory agreements generally are substantially similar to those of the current agreements, certain changes are being proposed in the new sub-advisory agreements in order to standardize terms and language across all BlackRock- and MLIM-sponsored funds.

Will my Portfolio's total fees for advisory services increase?

No. The total fees payable under your current investment advisory agreement will remain the same. Any additional fees incurred under the new sub-advisory agreement will be paid by your Portfolio's advisor at no additional cost to you or your Portfolio.

Will there be any adviser or sub-adviser changes following the Transaction?

No. The same BlackRock entities that currently advise and, if applicable, sub-advise your Portfolio will continue to do so after the closing of the Transaction.

How do I vote my shares?

You can vote your shares by attending the meeting, or if you do not expect to attend, by completing, signing and dating the proxy voting card included in your proxy solicitation mailing package, and mailing it in the enclosed postage-paid envelope. Alternatively, you may vote by telephone by calling the toll-free number on the proxy card or by computer by going to the Internet address provided on the proxy card and following the instructions, using your proxy card as a guide.

Why am I being asked to approve a change to the fundamental investment policy of the DELAWARE TAX-FREE INCOME, OHIO TAX-FREE INCOME, KENTUCKY TAX-FREE INCOME, NEW JERSEY TAX-FREE INCOME and PENNSYLVANIA TAX-FREE INCOME PORTFOLIOS regarding investments in municipal securities?

Each Portfolio's investment adviser and sub-adviser have determined that the proposed change would enable the portfolio management team to pursue a broader range of investment opportunities and reflects changes in the municipal securities markets.

What is the effect of the proposed change to the fundamental investment policy of these Portfolios?

The proposed change to each Portfolio's fundamental investment policy is to remove the requirement that at least 80% of the Portfolio's assets normally be invested in securities the interest on which the Portfolio manager believes is exempt from the Federal Alternative Minimum Tax. All other current investment policies of the Portfolios will remain unchanged.

FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN SOLICITING SALES.

10

**NEW ADVISORY / SUB-ADVISORY AGREEMENT
CLOSED-END FUNDS**

The table below illustrates *proposed* portfolio management changes to certain Closed-End Funds.

EXHIBIT C

Closed-End Funds with Proposed Portfolio Manager Changes

| NATIONAL MUNICIPAL PORTFOLIOS | PM TEAM |
|---|----------------|
| BlackRock Long-Term Municipal Advantage Trust | O'Connor |
| BlackRock Municipal Income Trust II | O'Connor |
| BlackRock Municipal Bond Trust | O'Connor |
| BlackRock Municipal Income Trust | O'Connor |
| BlackRock Strategic Municipal Trust | O'Connor |
| BlackRock Investment Quality Municipal Trust Inc. | O'Connor |
| BlackRock Insured Municipal Income Trust | Dimella |
| NATIONAL MUNICIPAL TERM TRUSTS | PM TEAM |
| BlackRock Insured Municipal 2008 Term Trust Inc. | Dimella |
| BlackRock Municipal 2020 Term Trust | O'Connor |
| BlackRock Municipal 2018 Term Trust | O'Connor |
| BlackRock Insured Municipal Term Trust Inc. (2010) | Dimella |
| BlackRock Municipal Target Term Trust Inc. (2006) | Dimella |
| STATE-SPECIFIC MUNICIPAL PORTFOLIOS | PM TEAM |
| BlackRock California Insured Municipal Income Trust | O'Connor |
| BlackRock California Municipal Income Trust II | O'Connor |
| BlackRock California Municipal Bond Trust | O'Connor |
| BlackRock California Municipal Income Trust | O'Connor |

| | |
|---|------------------|
| BlackRock California Investment Quality Municipal Trust, Inc. | O'Connor |
| BlackRock Florida Insured Municipal Income Trust | Sneeden |
| BlackRock Florida Municipal Bond Trust | Sneeden |
| BlackRock Florida Municipal Income Trust | Sneeden |
| BlackRock Florida Investment Quality Municipal Trust | Sneeden |
| BlackRock Maryland Municipal Bond Trust | O'Connor |
| BlackRock New Jersey Municipal Bond Trust | Jaeckel |
| BlackRock New Jersey Municipal Income Trust | Jaeckel |
| BlackRock New Jersey Investment Quality Municipal Trust | Jaeckel |
| BlackRock New York Insured Municipal Income Trust | O'Connor, Browse |
| BlackRock New York Municipal Income Trust II | O'Connor, Browse |
| BlackRock New York Municipal Bond Trust | O'Connor, Browse |
| BlackRock New York Municipal Income Trust | O'Connor, Browse |
| BlackRock New York Investment Quality Municipal Trust Inc. | O'Connor, Browse |
| BlackRock Pennsylvania Strategic Municipal Trust | Bock |
| BlackRock Virginia Municipal Bond Trust | O'Connor |

STATE-SPECIFIC MUNICIPAL TERM TRUSTS

PM TEAM

| | |
|---|----------|
| BlackRock California Municipal 2018 Term Trust | O'Connor |
| BlackRock California Insured Municipal 2008 Term Trust Inc. | O'Connor |
| BlackRock Florida Municipal 2020 Term Trust | Sneeden |
| BlackRock Florida Insured Municipal 2008 Term Trust | Sneeden |
| BlackRock New York Municipal 2018 Term Trust | O'Connor |
| BlackRock New York Insured Municipal 2008 Term Trust Inc. | O'Connor |

**FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE
SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN
SOLICITING SALES.**

11

How does the Board of Trustees suggest I vote in connection with the matters to be considered at the meeting?

After careful consideration, the Board of Trustees of the Fund unanimously recommends that you vote FOR each of the proposals being presented to shareholders at the meeting.

How will MLIM's contribution to BlackRock potentially benefit me?

We anticipate that the new company will offer you even greater access to a well-diversified product mix across asset classes and an enhanced ability to serve your investment needs.

How does the proposed new investment management agreement differ from my trust's current agreement?

The advisory fees payable by each Trust to the Advisor and the services provided under the new investment management agreements are identical to those under the current agreements. While the other terms of the new investment management agreements generally are substantially similar to those of the current agreements, certain revisions have been made in the new investment management agreements in order to standardize terms and language across all BlackRock- and MLIM-sponsored funds.

How does the proposed new investment sub-advisory agreement, if applicable, differ from my Trust's current agreement?

The sub-advisory fees payable by the Advisor to the Sub-Advisor and the services provided under the new investment sub-advisory agreements are identical to those under the current agreements. While the other terms of the new investment sub-advisory agreements generally are substantially similar to those of the current agreements, certain revisions have been made in the new sub-advisory agreements in order to standardize terms and language across all BlackRock- and MLIM-sponsored funds.

Will my Trust's fees for advisory or sub-advisory services increase?

No. The fees payable under your current investment management agreement and, if applicable, sub-advisory agreement, will remain the same under the new agreements.

Will there be any changes to the persons managing my trust following the transaction?

Perhaps. The same entities that currently advise and, if applicable, sub-advise your Trust will continue to do so after the closing of the Transaction. The Advisor and Sub-Advisor, if applicable, have advised the Board of each Trust that in the course of combining the investment management operations of BlackRock and MLIM, some changes to portfolio managers or portfolio management teams will occur for some Trusts, subject to the consent of the Board and appropriate notice to shareholders. (Refer to chart at beginning of this section)

FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN SOLICITING SALES.

12

What am I being asked to vote FOR in this proxy?

You are being asked to vote in favor of proposals to:

- Approve a new investment management agreement with the Advisor for your Trust.
- Approve a new investment sub-advisory agreement, if applicable, with the Sub- Advisor of your Trust.

How does the Board of Directors/Trustees suggest I vote in connection with the matters to be considered at the meeting?

After careful consideration, the Board of each Trust unanimously recommends that you vote FOR the approval of the new investment management agreement and, if applicable, the new investment sub-advisory agreement.

Why does this proxy statement list several closed-end Funds?

The Trusts have similar proposals and it is cost-efficient to have a joint proxy statement and one special meeting. In the event that any shareholder present at the Special Meeting objects to the holding of a joint meeting and moves for an adjournment of his or her Trust's meeting to a time immediately after the Special Meeting so that such Trust's meeting may be held separately, the persons named as proxies will vote in favor of such adjournment.

**For more information or further clarification, please contact
Chris Poe at (212) 810-3081.**

**FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE
SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN
SOLICITING SALES.**

13

MLIM Portfolio Management Biographies

William Bock

Senior Portfolio Manager William Bock joined Merrill Lynch Investment Managers in 1989 and heads the Merrill Lynch Pennsylvania Municipal Bond Fund. Bock received a bachelor's degree in business management from New York Institute of Technology, has a certificate in banking from the American Institute of Banking and has completed financial planning and studies at Iona College.

In addition to Mr. Bock the team includes Janine Bianchino and Chris Fornal.

Timothy T. Browse

Mr. Browse is Vice President and Portfolio Manager for the Merrill Lynch MuniHoldings New York Insured Fund, MuniYield New York Insured Fund, Muni New York Intermediate Duration Fund and the New York Municipal Bond Fund.

Employed Merrill Lynch since 2004. Prior to Merrill Lynch, Mr. Browse was employed with Lord, Abnett & Co. as Municipal Investments Team Leader and Portfolio Manager and Vice President, with Eaton Vance Management, Inc. as Portfolio Manager and Vice President and with Fidelity Management & Research, Co. as a Sr. Municipal Bond Trader, Assistant Trader, and Senior Sales Representative.

Mr. Browse graduated with a BA in English Literature from St. Lawrence University, Canton, New York and an MBA from Boston University and is a CFA charter member

Dan Chamby

Associate Portfolio Manager, Dan Chamby has been with the Global Allocation Fund since September 1993. Prior to joining Merrill Lynch Investment Managers, he worked for Fujitsu Ltd. in Tokyo where he was involved in various financial and market planning projects. He began his investment career at Mellon Bank in 1982 as an Asia/Pacific credit analyst, and later managed the International Money Market desk. Mr. Chamby received his M.B.A. in 1988 from the Wharton School, University of Pennsylvania and a B.A. in Political Science and French Literature from Duquesne University in 1982. He is fluent in Japanese and French, and is a Chartered Financial Analyst.

Robert DiMella

Robert is a Managing Director/Senior Portfolio Manager in the Municipal Products Group where he is the co-head of the Long-term Trading Desk. He is responsible for the day to day management of the Merrill Lynch Municipal Bond Fund Insured Portfolio, MuniHoldings Fund, Inc., MuniHoldings Fund II Inc., MuniHoldings Insured Fund, Inc., MuniHoldings Insured Fund II, Inc. and Muni Intermediate Duration Fund. He is the supervisor for all National Insured, Pennsylvania, Arizona and Florida funds. He is also responsible for all derivative trading for the long term funds.

Mr. DiMella as been employed by Merrill Lynch Investment Managers since 1993. Previously employed by the Prudential Investment Corporation as an Assistant Portfolio Manager on two National Municipal Bond Funds from 1988 to 1993. Mr. DiMella has

**FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE
SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN
SOLICITING SALES.**

14

earned a BS in Finance in May 1989 from the University of Connecticut, an MBA in Finance in December 1998 from Rutgers, The State University of New Jersey. He is a charterholder with the Chartered Financial Analyst since 1993.

Robert Doll

Senior Portfolio Manager Bob Doll, President and Chief Investment Officer of Merrill Lynch Investment Managers, joined Merrill Lynch Investment Managers in 1999 and heads the Merrill Lynch Large Cap Core Fund team. Mr. Doll received bachelor's degrees from Lehigh University and an MBA from The Wharton School of the University of Pennsylvania. He is a CFA® charterholder and a Certified Public Accountant.

In addition to Mr. Doll, the investment team includes Senior Quantitative Analyst Tasos Bouloutas, Director of Equity Operations Brenda Sklar, Equity Portfolio Strategist Gregory Brunk and Fundamental Analyst Dan Hanson. Mr. Bouloutas earned a master's degree and a Ph.D. from Columbia University. Ms. Sklar earned a bachelor's degree from the University of Delaware. She is a Certified Public Accountant. Mr. Brunk received a bachelor's degree from the University of Iowa. Mr. Hanson received a bachelor's degree from Middlebury College and an MBA from the University of Chicago. He is a CFA charterholder and member of the CFA Institute.

Peter Hayes

Peter Hayes, who joined Merrill Lynch Investment Managers in 1987, is the Senior Portfolio Manager of the Merrill Lynch Municipal Bond Fund, Inc. - Short-Term Portfolio. Mr. Hayes received a bachelor's degree from the College of the Holy Cross. Mr. Hayes's team includes Thomas Steffens. Mr. Steffens received a bachelor's degree from Villanova University.

Ted Jaeckel

Senior Portfolio Manager Ted Jaeckel joined Merrill Lynch Investment Managers in 1991 and heads the Merrill Lynch New Jersey Municipal Bond Fund. He received a bachelor's degree from Hamilton College and is a Series 7 Registered Representative.

In addition to Mr. Jaeckel, the investment team includes Janine Bianchino, Mary Ezzo and Jim Schwartz.

Walter O'Connor is a Senior Portfolio Manager in the Municipal Funds Group. Walter is responsible for the day to day management of \$4 billion, including the \$1.4 billion National Portfolio, the California Insured Municipal Bond Fund, the MuniHoldings California Insured Fund, the MuniYield California Insured Fund, and the MuniYield California Bond Fund. Walter joined Merrill Lynch in 1991 as a portfolio manager, was promoted to Vice President in 1992, Director in 1998 and to Managing Director in February 2003. Prior to joining Merrill Lynch, he worked for 7 years at Prudential Securities in New York City where he was involved in trading, underwriting and arbitrage of municipal securities and financial futures. Walter is a graduate of the University of Notre Dame where he received a bachelor's degree in Business Administration, majoring in Finance and Philosophy. He is a CFA charterholder since 2004, a member of the NYSSA since 2004, and a member of CFA Institute.

**FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE
SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN
SOLICITING SALES.**

15

Robert Shearer

Robert Shearer, who joined Merrill Lynch Investment Managers in 1997, is Senior Portfolio Manager of Merrill Lynch Natural Resources Trust. Mr. Shearer received a bachelor's degree from the University of Wisconsin-Madison and a master's degree from The American Graduate School of International Management. He also earned an MBA from the University of Wisconsin Graduate School of Business.

Robert Sneeden

Employed by Merrill Lynch Investment Manager since 1994 as an Assistant Vice President and Portfolio Manager, Mr. Sneeden was promoted to Vice President in 1998. and promoted to Director in 2005. Currently responsible for managing the Florida Municipal Bond Fund, Inc., the MuniHoldings Florida Insured Fund Inc., the MuniYield Florida Insured Fund, Inc., and the MuniYield Florida Fund, Inc.

Industry experience totals 25 years including VicePresident at Lehman Brothers from 1990 - 1994. Mr. Sneeden graduated with a BA in History from Marist College, Poughkeepsie, New York in 1975.

Dennis Stattman

Dennis Stattman, who joined Merrill Lynch Investment Managers in 1989, is Senior Portfolio Manager of Merrill Lynch Global Allocation Fund. Mr. Stattman received a bachelor's degree from the University of Virginia and an MBA from the University of Chicago and is a CFA® charterholder.

Mr. Stattman's investment team includes Associate Portfolio Manager Dan Chamby and Analysts Karen Morely Wescott, James Wei, Catharine Brady Rauscher and Lisa O'Donnell. Mr. Chamby holds a bachelor's degree from Duquesne University and an MBA from The Wharton School of the University of Pennsylvania and is a CFA charterholder. Ms. Westcott received an MBA from Boston College and is a CFA charterholder. Mr. Wei received a bachelor's degree from the California Institute of Technology and a master's degree and an MBA from the University of Chicago and is a CFA charterholder. Ms. Rauscher earned a bachelor's degree from The Pennsylvania State University and an MBA from St. Joseph's University and is a CFA charterholder. Ms. O'Donnell received a bachelor's degree from The College of William and Mary and a Juris Doctorate from Rutgers University School of Law.

**FOR INTERNAL USE ONLY. NO PORTION OF THIS PUBLICATION MAY BE
SHOWN OR DISTRIBUTED TO THE PUBLIC OR USED IN WRITTEN FORM IN
SOLICITING SALES.**

16