

BLACKROCK ENHANCED CAPITAL & INCOME FUND, INC

Form 425

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**BlackRock Advisors, LLC Announces Stockholder Approval of Two Closed-End Fund Mergers**

**New York, August 29, 2008** BlackRock Advisors, LLC today announced that, at a special meeting held today, stockholders of BlackRock Enhanced Equity Yield Fund, Inc. (NYSE:EEF), BlackRock Enhanced Equity Yield & Premium Fund, Inc. (NYSE:ECV) and BlackRock Enhanced Capital & Income Fund, Inc. (NYSE:CII) approved the reorganization of each of EEF and ECV into CII.

It is currently expected that the reorganizations will be concluded on or about November 3, 2008, subject to all regulatory requirements and customary closing conditions being satisfied. In the reorganizations, CII would acquire substantially all of the assets and liabilities of EEF and ECV in a tax free transaction for shares of common stock of CII. Each transaction would occur based on the relative net asset values of CII, EEF and ECV. Prior to the completion of the reorganizations, EEF and ECV anticipate declaring a final distribution of any income and gains for their current fiscal year on September 15, 2008.

CII's investment objective is to provide investors with a combination of current income and capital appreciation. CII primarily invests in equity securities and utilizes an option writing strategy to enhance current gains.

**About BlackRock**

BlackRock is one of the world's largest publicly traded investment management firms. At June 30, 2008, BlackRock's AUM was \$1.428 trillion. The firm manages assets on behalf of institutions and individuals worldwide through a variety of equity, fixed income, cash management and alternative investment products. In addition, a growing number of institutional investors use BlackRock Solutions investment system, risk management and financial advisory services. Headquartered in New York City, as of June 30, 2008, the firm has approximately 5,700 employees in 19 countries and a major presence in key global markets, including the U.S., Europe, Asia, Australia and the Middle East. For additional information, please visit the Company's website at [www.blackrock.com](http://www.blackrock.com).

**Forward-Looking Statements**

This press release, and other statements that BlackRock may make, 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, assume, outlook, continue, remain, seek, achieve, and similar expressions, or future or conditional verbs 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.

The following factors, among others, could cause actual events to differ materially from forward-looking statements or historical performance: (1) the introduction, withdrawal, success and timing of business initiatives and strategies; (2) changes in political, economic or industry conditions, the

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interest rate environment or financial and capital markets, which could result in changes in demand for products or services or in the value of assets under management; (3) the relative and absolute investment performance of BlackRock's investment products; (4) the impact of increased competition; (5) the impact of future acquisitions or divestitures; (6) the unfavorable resolution of legal proceedings; (7) the extent and timing of any distributions or share repurchases; (8) the impact, extent and timing of technological changes and the adequacy of intellectual property protections; (9) the impact of legislative and regulatory actions and reforms and regulatory, supervisory or enforcement actions of government agencies relating to BlackRock, Merrill Lynch or PNC; (10) terrorist activities and international hostilities, which may adversely affect the general economy, domestic and local financial and capital markets; (11) the ability to attract and retain highly talented professionals; (12) the impact of changes to tax legislation; and (13) BlackRock's ability to successfully carry out the business of CII after the reorganizations.

The Annual and Semi-Annual Reports and other regulatory filings of the BlackRock Closed-End Funds with the SEC are accessible on the SEC's website at [www.sec.gov](http://www.sec.gov) and on BlackRock's website at [www.blackrock.com](http://www.blackrock.com), and may discuss these or other factors that affect the Closed-End Funds. The information contained on our website is not a part of this press release.

The Joint Proxy Statement/Prospectus relating to the upcoming reorganization contains important information and stockholders are urged to read it. Free copies of the Joint Proxy Statement/Prospectus are available by calling BlackRock at (800) 882-0052 or on the SEC's web site at [www.sec.gov](http://www.sec.gov).