

BLACKROCK CALIFORNIA MUNICIPAL INCOME TRUST

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FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-10331

Name of Fund: BlackRock California Municipal Income Trust (BFZ)

Fund Address: 100 Bellevue Parkway, Wilmington, DE 19809

Name and address of agent for service: John M. Perlowski, Chief Executive Officer, BlackRock California Municipal Income Trust, 55 East 52nd Street, New York, NY 10055

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

Date of fiscal year end: 07/31/2012

Date of reporting period: 01/31/2012

Item 1 – Report to Stockholders

January 31, 2012

Semi-Annual Report (Unaudited)

BlackRock California Municipal Income Trust (BFZ)

BlackRock Florida Municipal 2020 Term Trust (BFO)

BlackRock Investment Quality Municipal Income Trust (RFA)

BlackRock Municipal Income Investment Trust (BBF)

BlackRock New Jersey Investment Quality Municipal Trust Inc. (RNJ)

BlackRock New Jersey Municipal Income Trust (BNJ)

BlackRock New York Investment Quality Municipal Trust Inc. (RNY)

BlackRock New York Municipal Income Trust (BNY)

Not FDIC Insured § No Bank Guarantee § May Lose Value

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Dear Shareholder

Early in 2011, global financial market action was dominated by political revolutions in the Middle East and North Africa, soaring prices of oil and other commodities, and natural disasters in Japan resulting in global supply chain disruptions. But corporate earnings were strong and the global economic recovery appeared to be on track. Investors demonstrated steadfast confidence as risk assets, including equities, commodities and high yield bonds, charged forward. Markets reversed sharply in May, however, when escalating political strife in Greece rekindled fears about sovereign debt problems spreading across Europe. Concurrently, global economic indicators signaled that the recovery had slowed. Confidence was further shaken by the prolonged debt ceiling debate in Washington, DC. On August 5th, Standard & Poor's downgraded the US government's credit rating and turmoil erupted in financial markets around the world. Extraordinary levels of volatility persisted in the months that followed as Greece teetered on the brink of default, debt problems escalated in Italy and Spain, and exposure to European sovereign bonds stressed banks globally. Financial markets whipsawed on hopes and fears. Macro news flow became a greater influence on trading decisions than the fundamentals of the securities traded, resulting in highly correlated asset prices. By the end of the third quarter, equity markets had fallen nearly 20% from their April peak while safe-haven assets such as US Treasuries and gold had rallied to historic highs.

October brought enough positive economic data to assuage fears of a global double-dip recession. Additionally, European leaders began to show progress toward stemming the region's debt crisis. Investors came back from the sidelines and risk assets rallied through the month. Eventually, a lack of definitive details about Europe's rescue plan raised doubts among investors and thwarted the rally at the end of October. The last two months of 2011 saw political instability in Greece, unsustainable yields on Italian bonds, and US policymakers in gridlock over budget issues. Global central bank actions and improving economic data invigorated investors, but confidence was easily tempered by sobering news flow. Sentiment improved in the New Year as investors saw bright spots in global economic data, particularly from the United States, China and Germany. International and emerging markets rebounded strongly through January. US stocks rallied on solid improvement in the domestic labor market and indications from the Federal Reserve that interest rates would remain low through 2014. Nonetheless, investors maintained caution as US corporate earnings began to weaken and a European recession appeared inevitable.

US equities and high yield bonds recovered their late-summer losses and posted positive returns for both the 6- and 12-month periods ended January 31, 2012. International markets, however, experienced some significant downturns in 2011 and remained in negative territory despite a strong rebound at the end of the period. Fixed income securities benefited from declining yields and delivered positive returns for the 6- and 12-month periods. US Treasury bonds outperformed other fixed income classes despite their quality rating downgrade, while municipal bonds also delivered superior results. Continued low short-term interest rates kept yields on money market securities near their all-time lows.

Many of the themes that caused uncertainty in 2011 remain unresolved. For investors, the risks are daunting. BlackRock remains committed to helping you keep your financial goals on track in this challenging environment.

Sincerely,

Rob Kapito
President, BlackRock Advisors, LLC

BlackRock remains committed to helping you keep your financial goals on track in this challenging environment.

Rob Kapito
President, BlackRock Advisors, LLC

Total Returns as of January 31, 2012

	6-month	12-month
US large cap equities (S&P 500® Index)	2.71%	4.22%
US small cap equities (Russell 2000® Index)	0.22	2.86
International equities (MSCI Europe, Australasia,	(10.42)	(9.59)

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Far East Index)		
Emerging market equities (MSCI Emerging Markets Index)	(9.56)	(6.64)
3-month Treasury bill (BofA Merrill Lynch 3-Month Treasury Bill Index)	0.02	0.09
US Treasury securities (BofA Merrill Lynch 10-Year US Treasury Index)	10.81	18.49
US investment grade bonds (Barclays Capital US Aggregate Bond Index)	4.25	8.66
Tax-exempt municipal bonds (S&P Municipal Bond Index)	7.25	14.40
US high yield bonds (Barclays Capital US Corporate High Yield 2% Issuer Capped Index)	1.84	5.81

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

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Municipal Market Overview

For the 12-Month Period Ended January 31, 2012

One year ago, the municipal bond market was steadily recovering from a difficult fourth quarter of 2010 that brought severe losses amid a steepening US Treasury yield curve and a flood of inflated headlines about municipal finance troubles. Retail investors had lost confidence in municipals and retreated from the market. Political uncertainty surrounding the midterm elections and tax policies exacerbated the situation. These conditions combined with seasonal illiquidity weakened willful market participation from the trading community. December 2010 brought declining demand with no comparable reduction in supply as issuers rushed their deals to market before the Build America Bond program was retired. This supply-demand imbalance led to wider quality spreads and higher yields for municipal bonds heading into 2011.

Demand is usually strong at the beginning of a new year, but retail investors continued to move away from municipal mutual funds in the first half of 2011. From the middle of November 2010, outflows persisted for 29 consecutive weeks, totaling \$35.1 billion before the trend finally broke in June 2011. However, weak demand was counterbalanced by lower supply in 2011. According to Thomson Reuters, new issuance was down 32% in 2011 as compared to the prior year. While these technical factors were improving, municipalities were struggling to balance their budgets, although the late-2010 predictions for widespread municipal defaults did not materialize. Other concerns that resonated at the beginning of the year, such as rising interest rates, weakening credits and higher rates of inflation, abated as these scenarios also did not come to fruition.

On August 5th, 2011, Standard & Poor's (S&P) downgraded the US government's credit rating from AAA to AA+. While this led to the downgrade of approximately 11,000 municipal issues directly tied to the US debt rating, this represented a very small fraction of the municipal market and said nothing about the individual municipal credits themselves. In fact, demand for municipal bonds increased as severe volatility in US equities drove investors to more stable asset classes. The municipal market benefited from an exuberant Treasury market and continued muted new issuance. As supply remained constrained, demand from both traditional and non-traditional buyers was strong, pushing long-term municipal bond yields lower and sparking a curve-flattening trend that continued through year end. Ultimately, 2011 was one of the strongest performance years in municipal market history. The S&P Municipal Bond Index returned 10.62% in 2011, making municipal bonds a top-performing fixed income asset class for the year.

Supply and demand technicals continued to be favorable in January 2012. Overall, the municipal yield curve flattened during the period from January 31, 2011 to January 31, 2012. As measured by Thomson Municipal Market Data, yields declined by 161 basis points (bps) to 3.17% on AAA-rated 30-year municipal bonds and by 163 bps to 1.68% on 10-year bonds, while yields on 5-year issues fell 117 bps to 0.68%. While the entire municipal curve flattened over the 12-month time period, the spread between 2- and 30-year maturities tightened by 120 bps, and in the 2- to 10-year range, the spread tightened by 124 bps.

The fundamental picture for municipalities continues to improve. Austerity has been the general theme across the country, while a small number of states continue to rely on a "kick-the-can" approach to close their budget shortfalls, with aggressive revenue projections and accounting gimmicks. The market's technical factors are also improving as demand outpaces supply in what is historically a light issuance period. It has been over a year since the first highly publicized interview about the fiscal problems plaguing state and local governments. Thus far, the prophecy of widespread defaults across the municipal market has not materialized. In 2011, there were fewer municipal defaults than seen in 2010. Throughout 2011 monetary defaults in the S&P Municipal Bond Index totaled roughly \$805 million, representing less than 0.48% of the index. BlackRock maintains the view that municipal bond defaults will remain in the periphery and the overall market is fundamentally sound. We continue to recognize that careful credit research and security selection remain imperative amid uncertainty in this economic environment.

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

Trust Summary as of January 31, 2012

BlackRock California Municipal Income Trust

Trust Overview

BlackRock California Municipal Income Trust s (BFZ) (the Trust) investment objective is to provide current income exempt from regular US federal income and California income taxes. The Trust seeks to achieve its investment objective by investing primarily in municipal obligations exempt from federal income taxes (except that the interest may be subject to the federal alternative minimum tax) and California income taxes. The Trust invests, under normal market conditions, at least 80% of its assets in municipal obligations that are investment grade quality. The Trust may invest directly in such securities or synthetically through the use of derivatives.

No assurance can be given that the Trust s investment objective will be achieved.

Performance

For the six months ended January 31, 2012, the Trust returned 21.17% based on market price and 17.19% based on net asset value (NAV). For the same period, the closed-end Lipper California Municipal Debt Funds category posted an average return of 21.02% based on market price and 14.53% based on NAV. All returns reflect reinvestment of dividends. The Trust s discount to NAV, which narrowed during the period, accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV. The Trust s slightly long duration (sensitivity to interest rate movements) had a positive impact on performance as interest rates generally declined amid the investor flight-to-quality in the US Treasury market. Increased exposure to inverse floating rate instruments (tender option bonds) while the municipal yield curve was historically steep boosted the Trust s income accrual. The Trust s holdings of higher quality essential service revenue bonds contributed positively, as did holdings of select general obligation bonds and school district credits with stronger underlying fundamentals. Additionally, purchases of zero-coupon bonds deemed undervalued added to the Trust s total return.

The views expressed reflect the opinions of BlackRock as of the date of this report and are subject to change based on changes in market, economic or other conditions. These views are not intended to be a forecast of future events and are no guarantee of future results.

Trust Information

Symbol on New York Stock Exchange (NYSE)	BFZ
Initial Offering Date	July 27, 2001
Yield on Closing Market Price as of January 31, 2012 (\$15.45) ¹	5.88%
Tax Equivalent Yield ²	9.05%
Current Monthly Distribution per Common Share ³	\$0.0757
Current Annualized Distribution per Common Share ³	\$0.9084
Economic Leverage as of January 31, 2012 ⁴	39%

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

² Tax equivalent yield assumes the maximum federal tax rate of 35%.

³ The Monthly Distribution per Common Share, declared on March 1, 2012, was increased to \$0.0777 per share. The Yield on Closing Market Price, Current Monthly Distribution per Common Share and Current Annualized Distribution per Common Share do not reflect the new distribution rate. The new distribution rate is not constant and is subject to change in the future.

⁴ Represents Auction Market Preferred Shares (AMPS) and tender option bond trusts (TOBs) as a percentage of total managed assets, which is the total assets of the Trust, including any assets attributable to AMPS and TOBs, minus the sum of accrued liabilities. For a discussion of leveraging techniques utilized by the Trust, please see The Benefits and Risks of Leveraging on page 13.

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

	1/31/12	7/31/11	Change	High	Low
Market Price	\$ 15.45	\$ 13.16	17.40%	\$ 15.45	\$ 12.95
Net Asset Value	\$ 15.76	\$ 13.88	13.54%	\$ 15.76	\$ 13.88

The following charts show the sector and credit quality allocations of the Trust's long-term investments:

Sector Allocations

	1/31/12	7/31/11
County/City/Special District/School District	37%	39%
Utilities	29	29
Health	12	11
Education	9	7
Transportation	6	7
State	6	5
Housing	1	2

Credit Quality Allocations⁵

	1/31/12	7/31/11
AAA/Aaa	10%	11%
AA/Aa	70	67
A	20	20
BBB/Ba	⁶	2

⁵ Using the higher of Standard and Poor's (S&P's) or Moody's Investors Service (Moody's) ratings.

⁶ Amount rounds to less than 1%.

Trust Summary as of January 31, 2012

BlackRock Florida Municipal 2020 Term Trust**Trust Overview**

BlackRock Florida Municipal 2020 Term Trust s (BFO) (the Trust) investment objectives are to provide current income exempt from regular federal income tax and Florida intangible personal property tax and to return \$15.00 per common share (the initial offering price per share) to holders of common shares on or about December 31, 2020. The Trust seeks to achieve its investment objectives by investing at least 80% of its assets in municipal bonds exempt from federal income taxes (except that the interest may be subject to the federal alternative minimum tax) and Florida intangible personal property tax. The Trust invests at least 80% of its assets in municipal bonds that are investment grade quality at the time of investment. The Trust actively manages the maturity of its bonds to seek to have a dollar weighted average effective maturity approximately equal to the Trust s maturity date. The Trust may invest directly in such securities or synthetically through the use of derivatives. Effective January 1, 2007, the Florida intangible personal property tax was repealed.

No assurance can be given that the Trust s investment objective will be achieved.

Performance

For the six months ended January 31, 2012, the Trust returned 13.28% based on market price and 7.94% based on NAV. For the same period, the closed-end Lipper Other States Municipal Debt Funds category posted an average return of 16.44% based on market price and 11.33% based on NAV. All returns reflect reinvestment of dividends. The Trust s discount to NAV, which narrowed during the period, accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV. During the period, municipal bond prices generally rose as the yield curve flattened and credit spreads tightened. Given these market conditions, the Trust s exposure to intermediate and longer maturity bonds and lower-quality investment grade bonds had a significant positive impact on the Trust s performance for the period. The Trust is scheduled to mature on or about December 31, 2020 and thus holds securities that will mature close to that date. The Trust s shorter maturity profile was a disadvantage as compared to its Lipper category peers that typically hold longer-dated issues, which exhibited greater price appreciation in the declining interest rate environment.

The views expressed reflect the opinions of BlackRock as of the date of this report and are subject to change based on changes in market, economic or other conditions. These views are not intended to be a forecast of future events and are no guarantee of future results.

Trust Information

Symbol on NYSE	BFO
Initial Offering Date	September 30, 2003
Termination Date (on or about)	December 31, 2020
Yield on Closing Market Price as of January 31, 2012 (\$15.41) ¹	4.36%
Tax Equivalent Yield ²	6.71%
Current Monthly Distribution per Common Share ³	\$0.056
Current Annualized Distribution per Common Share ³	\$0.672
Economic Leverage as of January 31, 2012 ⁴	33%

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

² Tax equivalent yield assumes the maximum federal tax rate of 35%.

³ The distribution rate is not constant and is subject to change.

⁴

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Represents AMPS and TOBs as a percentage of total managed assets, which is the total assets of the Trust, including any assets attributable to AMPS and TOBs, minus the sum of accrued liabilities. For a discussion of leveraging techniques utilized by the Trust, please see The Benefits and Risks of Leveraging on page 13.

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

	1/31/12	7/31/11	Change	High	Low
Market Price	\$ 15.41	\$ 13.91	10.78%	\$ 15.44	\$ 13.79
Net Asset Value	\$ 15.77	\$ 14.94	5.56%	\$ 15.77	\$ 14.94

The following charts show the sector and credit quality allocations of the Trust's long-term investments:

Sector Allocations

	1/31/12	7/31/11
County/City/Special District/School District	44%	46%
Utilities	15	18
State	14	11
Corporate	8	6
Health	8	12
Transportation	8	4
Housing	2	2
Education	1	1

Credit Quality Allocations⁵

	1/31/12	7/31/11
AAA/Aaa	7%	7%
AA/Aa	48	40
A	20	23
BBB/Baa	12	12
BB/Ba	1	1
Not Rated ⁶	12	17

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

⁶ The investment advisor has deemed certain of these non-rated securities to be of investment grade quality. As of January 31, 2012 and July 31, 2011, the market value of these securities was \$6,284,191, representing 5%, and \$10,771,005, representing 8%, respectively, of the Trust's long-term investments.

Trust Summary as of January 31, 2012

BlackRock Investment Quality Municipal Income Trust

Trust Overview

BlackRock Investment Quality Municipal Income Trust s (RFA) (the Trust) investment objective is to provide high current income exempt from regular federal income tax and to provide an exemption from Florida intangible personal property taxes consistent with preservation of capital. The Trust seeks to achieve its investment objective by investing at least 80% of its assets in municipal obligations exempt from federal income taxes (except that the interest may be subject to the federal alternative minimum tax) and Florida intangible personal property tax. Under normal market conditions, the Trust invests at least 80% of its assets in municipal bonds rated investment grade at the time of investment. The Trust may invest directly in such securities or synthetically through the use of derivatives. Due to the repeal of the Florida intangible personal property tax, the Board approved an amended policy in September 2008 allowing the Trust the flexibility to invest in municipal obligations regardless of geographical location.

No assurance can be given that the Trust s investment objective will be achieved.

On February 10, 2012, the Board of Trustees of the Trust approved a plan of liquidation and dissolution. If approved by shareholders, the liquidation and distribution of substantially all of the Trust s assets is expected to occur by the end of the third quarter of 2012.

Performance

For the six months ended January 31, 2012, the Trust returned 24.27% based on market price and 16.68% based on NAV. For the same period, the closed-end Lipper General & Insured Municipal Debt Funds (Leveraged) category posted an average return of 21.10% based on market price and 13.67% based on NAV. All returns reflect reinvestment of dividends. The Trust moved from a discount to NAV to a premium by period end, which accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV. As the yield curve flattened during the period (longer-term interest rates fell more than shorter rates), rising bond prices in the long end of the municipal curve contributed positively to the Trust s performance. The Trust s longer-dated holdings in the health care, transportation and education sectors experienced the best price appreciation.

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Trust Information

Symbol on NYSE Amex	RFA
Initial Offering Date	May 28, 1993
Yield on Closing Market Price as of January 31, 2012 (\$14.00) ¹	6.00%
Tax Equivalent Yield ²	9.23%
Current Monthly Distribution per Common Share ³	\$0.07
Current Annualized Distribution per Common Share ³	\$0.84
Economic Leverage as of January 31, 2012 ⁴	39%

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

² Tax equivalent yield assumes the maximum federal tax rate of 35%.

³ The distribution rate is not constant and is subject to change.

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⁴ Represents AMPS and TOBs as a percentage of total managed assets, which is the total assets of the Trust, including any assets attributable to AMPS and TOBs, minus the sum of accrued liabilities. For a discussion of leveraging techniques utilized by the Trust, please see The Benefits and Risks of Leveraging on page 13.

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

	1/31/12	7/31/11	Change	High	Low
Market Price	\$ 14.00	\$ 11.65	20.17%	\$ 14.00	\$ 11.49
Net Asset Value	\$ 13.28	\$ 11.77	12.83%	\$ 13.28	\$ 11.77

The following charts show the sector and credit quality allocations of the Trust's long-term investments:

Sector Allocations

	1/31/12	7/31/11
County/City/Special District/School District	21%	19%
Transportation	18	20
Health	18	17
Utilities	17	20
State	10	8
Education	7	7
Housing	6	6
Corporate	2	2
Tobacco	1	1

Credit Quality Allocations⁵

	1/31/12	7/31/11
AAA/Aaa	11%	8%
AA/Aa	58	57
A	23	25
BBB/Baa	7	8
BB/Ba		1
Not Rated	1	1

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

Trust Summary as of January 31, 2012

BlackRock Municipal Income Investment Trust**Trust Overview**

BlackRock Municipal Income Investment Trust s (BBF) (the Trust) investment objective is to provide current income exempt from regular federal income tax and Florida intangible personal property tax. The Trust seeks to achieve its investment objective by investing primarily in municipal bonds exempt from federal income taxes (except that the interest may be subject to the federal alternative minimum tax). The Trust invests at least 80% of its assets in municipal bonds that are investment grade quality at the time of investment. The Trust may invest directly in such securities or synthetically through the use of derivatives. Due to the repeal of the Florida intangible personal property tax, the Board approved an amended policy in September 2008 allowing the Trust the flexibility to invest in municipal obligations regardless of geographical location.

No assurance can be given that the Trust s investment objective will be achieved.

Performance

For the six months ended January 31, 2012, the Trust returned 21.49% based on market price and 17.04% based on NAV. For the same period, the closed-end Lipper General & Insured Municipal Debt Funds (Leveraged) category posted an average return of 21.10% based on market price and 13.67% based on NAV. All returns reflect reinvestment of dividends. The Trust s discount to NAV, which narrowed during the period, accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV. As the yield curve flattened during the period (longer-term interest rates fell more than shorter rates), rising bond prices in the long end of the municipal curve contributed positively to the Trust s performance. The Trust s longer-dated holdings in the health care, transportation and education sectors experienced the best price appreciation.

The views expressed reflect the opinions of BlackRock as of the date of this report and are subject to change based on changes in market, economic or other conditions. These views are not intended to be a forecast of future events and are no guarantee of future results.

Trust Information

Symbol on NYSE	BBF
Initial Offering Date	July 27, 2001
Yield on Closing Market Price as of January 31, 2012 (\$14.99) ¹	6.03%
Tax Equivalent Yield ²	9.28%
Current Monthly Distribution per Common Share ³	\$0.075375
Current Annualized Distribution per Common Share ³	\$0.904500
Economic Leverage as of January 31, 2012 ⁴	39%

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

² Tax equivalent yield assumes the maximum federal tax rate of 35%.

³ The distribution rate is not constant and is subject to change.

⁴ Represents Variable Rate Demand Preferred Shares (VRDP Shares) and TOBs as a percentage of total managed assets, which is the total assets of the Trust, including any assets attributable to VRDP Shares and TOBs, minus the sum of accrued liabilities. For a discussion of leveraging techniques utilized by the Trust, please see The Benefits and Risks of Leveraging on page 13.

The table below summarizes the changes in the Trust s market price and NAV per share:

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	1/31/12	7/31/11	Change	High	Low
Market Price	\$ 14.99	\$ 12.74	17.66%	\$ 15.00	\$ 12.20
Net Asset Value	\$ 15.19	\$ 13.40	13.36%	\$ 15.19	\$ 13.40

The following charts show the sector and credit quality allocations of the Trust's long-term investments:

Sector Allocations

	1/31/12	7/31/11
County/City/Special District/School District	26%	19%
Utilities	18	18
Transportation	18	16
Health	17	21
State	11	9
Education	7	7
Corporate	1	8
Tobacco	1	1
Housing	1	1

Credit Quality Allocations⁵

	1/31/12	7/31/11
AAA/Aaa	9%	10%
AA/Aa	60	55
A	23	26
BBB/Baa	7	7
BB/Ba	6	1
Not Rated	1	1

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

⁶ Amount rounds to less than 1%.

Trust Summary as of January 31, 2012

BlackRock New Jersey Investment Quality Municipal Trust Inc.**Trust Overview**

BlackRock New Jersey Investment Quality Municipal Trust Inc. s (RNJ) (the Trust) investment objective is to provide high current income exempt from regular federal income tax and New Jersey gross income tax consistent with preservation of capital. The Trust seeks to achieve its investment objective by investing at least 80% of its assets in a portfolio of investment grade New Jersey municipal obligations exempt from federal income taxes (except that the interest may be subject to the federal alternative minimum tax) and New Jersey gross income taxes. Under normal market conditions, the Trust invests at least 80% of its assets in securities rated investment grade at the time of investment. The Trust may invest directly in such securities or synthetically through the use of derivatives.

No assurance can be given that the Trust s investment objective will be achieved.

On February 10, 2012, the Board of Trustees of the Trust approved a plan of liquidation and dissolution. If approved by shareholders, the liquidation and distribution of substantially all of the Trust s assets is expected to occur by the end of the third quarter of 2012.

Performance

For the six months ended January 31, 2012, the Trust returned 19.86% based on market price and 16.19% based on NAV. For the same period, the closed-end Lipper New Jersey Municipal Debt Funds category posted an average return of 20.36% based on market price and 13.24% based on NAV. All returns reflect reinvestment of dividends. The Trust moved from a discount to NAV to a premium by period-end, which accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV. As the yield curve flattened during the period (longer-term interest rates fell more than shorter rates), rising bond prices in the long end of the municipal curve contributed positively to the Trust s performance. The Trust s longer-dated holdings in the health care, transportation and education sectors experienced the best price appreciation.

The views expressed reflect the opinions of BlackRock as of the date of this report and are subject to change based on changes in market, economic or other conditions. These views are not intended to be a forecast of future events and are no guarantee of future results.

Trust Information

Symbol on NYSE Amex	RNJ
Initial Offering Date	May 28, 1993
Yield on Closing Market Price as of January 31, 2012 (\$13.97) ¹	5.63%
Tax Equivalent Yield ²	8.66%
Current Monthly Distribution per Common Share ³	\$0.0655
Current Annualized Distribution per Common Share ³	\$0.7860
Economic Leverage as of January 31, 2012 ⁴	35%

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

² Tax equivalent yield assumes the maximum federal tax rate of 35%.

³ The distribution rate is not constant and is subject to change.

⁴ Represents AMPS and TOBs as a percentage of total managed assets, which is the total assets of the Trust, including any assets attributable to AMPS and TOBs, minus the sum of accrued liabilities. For a discussion of leveraging techniques utilized by the Trust, please see The Benefits and Risks of Leveraging on page 13.

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

	1/31/12	7/31/11	Change	High	Low
Market Price	\$ 13.97	\$ 12.02	16.22%	\$ 13.97	\$ 11.85
Net Asset Value	\$ 13.88	\$ 12.32	12.66%	\$ 13.88	\$ 12.32

The following charts show the sector and credit quality allocations of the Trust's long-term investments:

Sector Allocations

	1/31/12	7/31/11
State	26%	17%
Education	17	19
County/City/Special District/School District	17	13
Transportation	15	18
Health	11	11
Housing	7	9
Corporate	7	10
Utilities		2
Tobacco		1

Credit Quality Allocations⁵

	1/31/12	7/31/11
AA/Aa	44%	39%
A	41	42
BBB/Baa	5	10
BB/Ba	1	
B	5	5
Not Rated ⁶	4	4

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

⁶ The investment advisor has deemed certain of these non-rated securities to be of investment grade quality. As of January 31, 2012 and July 31, 2011, the market value of these securities was \$511,455, representing 2%, and \$884,636, representing 4%, respectively, of the Trust's long-term investments.

Trust Summary as of January 31, 2012

BlackRock New Jersey Municipal Income Trust**Trust Overview**

BlackRock New Jersey Municipal Income Trust s (BNJ) (the Trust) investment objective is to provide current income exempt from regular federal income tax and New Jersey gross income tax. The Trust seeks to achieve its investment objective by investing primarily in municipal bonds exempt from federal income taxes (except that the interest may be subject to the federal alternative minimum tax) and New Jersey gross income taxes. The Trust invests at least 80% of its assets in municipal bonds that are investment grade quality at the time of investment. The Trust may invest directly in such securities or synthetically through the use of derivatives.

No assurance can be given that the Trust s investment objective will be achieved.

Performance

For the six months ended January 31, 2012, the Trust returned 22.66% based on market price and 15.51% based on NAV. For the same period, the closed-end Lipper New Jersey Municipal Debt Funds category posted an average return of 20.36% based on market price and 13.24% based on NAV. All returns reflect reinvestment of dividends. The Trust s premium to NAV, which widened during the period, accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV. As the yield curve flattened during the period (longer-term interest rates fell more than shorter rates), rising bond prices in the long end of the municipal curve contributed positively to the Trust s performance. The Trust s longer-dated holdings in the health care, transportation and education sectors experienced the best price appreciation.

The views expressed reflect the opinions of BlackRock as of the date of this report and are subject to change based on changes in market, economic or other conditions. These views are not intended to be a forecast of future events and are no guarantee of future results.

Trust Information

Symbol on NYSE	BNJ
Initial Offering Date	July 27, 2001
Yield on Closing Market Price as of January 31, 2012 (\$16.75) ¹	5.67%
Tax Equivalent Yield ²	8.72%
Current Monthly Distribution per Common Share ³	\$0.0791
Current Annualized Distribution per Common Share ³	\$0.9492
Economic Leverage as of January 31, 2012 ⁴	36%

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

² Tax equivalent yield assumes the maximum federal tax rate of 35%.

³ The distribution rate is not constant and is subject to change.

⁴ Represents AMPS and TOBs as a percentage of total managed assets, which is the total assets of the Trust, including any assets attributable to AMPS and TOBs, minus the sum of accrued liabilities. For a discussion of leveraging techniques utilized by the Trust, please see The Benefits and Risks of Leveraging on page 13.

The table below summarizes the changes in the Trust s market price and NAV per share:

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	1/31/12	7/31/11	Change	High	Low
Market Price	\$ 16.75	\$ 14.10	18.79%	\$ 16.79	\$ 13.34
Net Asset Value	\$ 15.74	\$ 14.07	11.87%	\$ 15.74	\$ 14.07

The following charts show the sector and credit quality allocations of the Trust's long-term investments:

Sector Allocations

	1/31/12	7/31/11
State	23%	22%
County/City/Special District/School District	19	12
Transportation	16	18
Health	14	15
Education	12	11
Housing	10	13
Corporate	5	7
Utilities	1	1
Tobacco		1

Credit Quality Allocations⁵

	1/31/12	7/31/11
AAA/Aaa	7%	5%
AA/Aa	36	33
A	32	33
BBB/Baa	12	12
BB/Ba	4	5
B	3	3
Not Rated ⁶	6	9

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

⁶ The investment advisor has deemed certain of these non-rated securities to be of investment grade quality. As of January 31, 2012 and July 31, 2011, the market value of these securities was \$8,545,602, representing 5%, and \$13,046,133, representing 8%, respectively, of the Trust's long-term investments.

Trust Summary as of January 31, 2012

BlackRock New York Investment Quality Municipal Trust Inc.

Trust Overview

BlackRock New York Investment Quality Municipal Trust Inc. s (RNY) (the Trust) investment objective is to provide high current income exempt from regular federal, New York State and New York City income tax consistent with the preservation of capital. The Trust seeks to achieve its investment objective by investing at least 80% of its assets in municipal obligations exempt from federal income taxes (except that the interest may be subject to the federal alternative minimum tax) and New York State and New York City income taxes. Under normal market conditions, the Trust invests at least 80% of its assets in securities rated investment grade at the time of investment. The Trust may invest directly in such securities or synthetically through the use of derivatives.

No assurance can be given that the Trust s investment objective will be achieved.

On February 10, 2012, the Board of Trustees of the Trust approved a plan of liquidation and dissolution. If approved by shareholders, the liquidation and distribution of substantially all of the Trust s assets is expected to occur by the end of the third quarter of 2012.

Performance

For the six months ended January 31, 2012, the Trust returned 16.73% based on market price and 13.47% based on NAV. For the same period, the closed-end Lipper New York Municipal Debt Funds category posted an average return 17.53% based on market price and 11.32% based on NAV. All returns reflect reinvestment of dividends. The Trust moved from a discount to NAV to a premium by period-end, which accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV. As the yield curve flattened during the period (longer-term interest rates fell more than shorter rates), rising bond prices in the long end of the municipal curve contributed positively to the Trust s performance. Additionally, the Trust benefited from its long duration bias (greater sensitivity to interest rate movements) as overall interest rates declined. The Trust s heavy exposures to health care and education, which were among the better performing sectors for the period, had a positive impact on performance.

The views expressed reflect the opinions of BlackRock as of the date of this report and are subject to change based on changes in market, economic or other conditions. These views are not intended to be a forecast of future events and are no guarantee of future results.

Trust Information

Symbol on NYSE Amex	RNY								
Initial Offering Date	May 28, 1993								
Yield on Closing Market Price as of January 31, 2012 (\$15.27) ¹	5.74%								
Tax Equivalent Yield ²	8.83%								
Current Monthly Distribution per Common Share ³	\$0.073								
Current Annualized Distribution per Common Share ³	1,130	\$	1,130	\$	1,130	\$	3,390		
Option Six *					1,000		1,000	2,000	
PerformTech *					2,500		2,000	4,500	
Other (2008 GPUK acquisitions)			226		490		580	1,296	
Total		\$	1,356	\$	5,120	\$	4,710	\$	11,186

* As of March 31, 2010, the Company had accrued contingent consideration of \$2,097,000 for Milsom, \$827,000 for Option Six, and \$1,053,000 for PerformTech for the estimated fair value of contingent consideration payable.

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Below is a summary of the three acquisitions completed during 2009 and the changes in fair value of contingent consideration during the three months ended March 31, 2010.

PerformTech, Inc.

Effective December 30, 2009, General Physics acquired PerformTech, Inc. (PerformTech) a provider of custom courseware development and other training services primarily for the U.S. Government. General Physics acquired 100% ownership of PerformTech for a purchase price of approximately \$18,074,000 in cash, subject to a post-closing adjustment based on final actual working capital as defined in the purchase agreement. In addition, the purchase agreement requires up to an additional \$4,500,000 to be paid to the sellers, contingent upon the achievement of certain revenue targets, as defined in the purchase agreement, during the two twelve-month periods following the completion of the acquisition. PerformTech is included in the Manufacturing & BPO segment and the results of its operations have been included in the consolidated financial statements for the period beginning January 1, 2010. The balance sheet accounts of PerformTech are reflected in the consolidated balance sheet as of December 31, 2009.

As of December 31, 2009, the Company accrued \$1,794,000 of contingent consideration based on its estimate of the fair value of contingent consideration on the acquisition date, which was determined using a probability-weighted income approach and discounted to present value using a weighted-average cost of capital. As of March 31, 2010, the Company determined that the fair value of the contingent consideration was \$1,053,000 based on actual results and other factors which occurred during the first quarter of 2010 which resulted in a reduction in the estimated probabilities of PerformTech achieving certain revenue targets. The reduction in fair value of the contingent consideration resulted in a pre-tax gain of \$741,000 which is reflected in the consolidated statement of operations for the three months ended March 31, 2010. The Company will re-evaluate the recorded amount of contingent consideration on a quarterly basis and any subsequent adjustments based on actual payments or revised estimates will be recognized in the consolidated statements of operations during the period of adjustment.

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(Unaudited)

Option Six

Effective December 1, 2009, General Physics acquired Option Six, Inc. (Option Six), a provider of custom courseware development services with expertise in the software and pharmaceutical industries. General Physics acquired 100% ownership of Option Six for a purchase price of approximately \$4,093,000 in cash, which was subsequently increased by a post-closing adjustment of \$11,000 based on the final actual net assets as defined in the purchase agreement. In addition, the purchase agreement requires up to an additional \$2,000,000 to be paid to the sellers, contingent upon the achievement of certain earnings targets, as defined in the purchase agreement, during the two twelve-month periods following the completion of the acquisition. Option Six is included in the Manufacturing & BPO segment and the results of its operations have been included in the consolidated financial statements since December 1, 2009.

As of December 31, 2009, the Company accrued \$827,000 of contingent consideration based on its estimate of the fair value of contingent consideration on the acquisition date, which was determined using a probability-weighted income approach and discounted to present value using a weighted-average cost of capital. The Company determined that no events occurred that would indicate that any of the assumptions used in the fair value estimate of the contingent consideration should be changed as of March 31, 2010 and therefore, no adjustment to the accrued contingent consideration was made during the first quarter of 2010. The Company will re-evaluate the recorded amount of contingent consideration on a quarterly basis and any subsequent adjustments based on actual payments or revised estimates will be recognized in the consolidated statements of operations during the period of adjustment.

Milsom

Effective September 1, 2009, General Physics, through its wholly owned subsidiary, General Physics (UK) Ltd. (GPUK), completed the acquisition of Milsom Industrial Designs Limited (Milsom), a provider of technical documentation, technical publications, technical recruiting and engineering design services in the United Kingdom. GPUK acquired 100% ownership of Milsom for a purchase price of approximately \$2,763,000 in cash, subsequently reduced by a \$219,000 post-closing adjustment based on the final net asset amount set forth in the purchase agreement. In addition, the purchase agreement requires GPUK to pay up to an additional \$3,400,000, of which approximately \$1,130,000 would be payable subsequent to each of the three twelve-month periods following completion of the acquisition, contingent upon Milsom achieving certain earnings targets during those periods, as defined in the purchase agreement. Milsom is included in the Company's Manufacturing & BPO segment and its results of operations have been included in the consolidated financial statements since September 1, 2009.

The Company accrued \$2,437,000 of contingent consideration based on its estimate of the fair value of contingent consideration on the acquisition date, which was determined using a probability-weighted income approach and discounted to present value using a weighted-average cost of capital. As of March 31, 2010, the Company determined that the fair value of the contingent consideration was \$2,097,000 based on Milsom's actual results for the first seven months subsequent to the acquisition and other factors which became known in the first quarter of 2010 which resulted in a reduction in the estimated probabilities of Milsom achieving certain earnings targets. The reduction in the fair value of the contingent consideration resulted in a pre-tax gain of \$164,000 which is reflected in the consolidated statement of

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GP STRATEGIES CORPORATION AND SUBSIDIARIES

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(Unaudited)

operations for the three months ended March 31, 2010. The Company will re-evaluate the recorded amount of contingent consideration on a quarterly basis and any subsequent adjustments based on actual payments or revised estimates will be recognized in the consolidated statements of operations during the period of adjustment.

(5) **Intangible Assets**

Goodwill

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Changes in the carrying amount of goodwill by reportable business segment for the three months ended March 31, 2010 were as follows (in thousands):

	Manufacturing & BPO	Process & Government	Energy	Sandy	Total
Net book value at Jan. 1, 2010					
Goodwill	\$ 54,495	\$ 14,527	\$ 8,170	\$ 5,508	\$ 82,700
Accumulated impairment losses	(9,909)			(5,508)	(15,417)
Total	44,586	14,527	8,170		67,283
Foreign currency translation	(321)				(321)
Net book value at Mar. 31, 2010					
Goodwill	54,174	14,527	8,170	5,508	82,379
Accumulated impairment losses	(9,909)			(5,508)	(15,417)
Total	\$ 44,265	\$ 14,527	\$ 8,170	\$ 5,508	\$ 66,962

Intangible Assets Subject to Amortization

Intangible assets with finite lives are subject to amortization over their estimated useful lives. The primary assets included in this category and their respective balances were as follows (in thousands):

	March 31, 2010		December 31, 2009	
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization
Customer relationships	\$ 11,103	\$ (2,613)	\$ 11,176	\$ (2,225)
Contract backlog	1,670	(1,527)	1,690	(1,479)
Non-compete agreements	250	(250)	250	(250)
Software and other	1,601	(597)	1,609	(523)
	\$ 14,624	\$ (4,987)	\$ 14,725	\$ (4,477)

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GP STRATEGIES CORPORATION AND SUBSIDIARIES

March 31, 2010
(Unaudited)

(6) **Stock-Based Compensation**

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The Company recognizes compensation expense for its stock-based compensation awards issued to employees that are expected to vest. Compensation cost is based on the fair value of awards as of the grant date.

The following table summarizes the pre-tax stock-based compensation expense included in reported net income (in thousands):

	Three months ended March 31,	
	2010	2009
Non-qualified stock options	\$ 168	\$ 117
Restricted stock units	198	190
Board of Director stock grants	68	34
Total stock-based compensation expense	\$ 434	\$ 341

Pursuant to the Company's 1973 Non-Qualified Stock Option Plan, as amended, and 2003 Incentive Stock Plan, the Company may grant awards of non-qualified stock options, incentive stock options, restricted stock, stock units, performance shares, performance units and other incentives payable in cash or in shares of the Company's common stock to officers, employees or members of the Board of Directors. As of March 31, 2010, the Company had non-qualified stock options and restricted stock units outstanding under these plans as discussed below.

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GP STRATEGIES CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

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(Unaudited)

Non-Qualified Stock Options

Summarized information for the Company's non-qualified stock options is as follows:

Stock Options	Number of options	Weighted average exercise price	Weighted average remaining contractual term	Aggregate intrinsic value
Outstanding at December 31, 2009	933,011	\$ 10.40		
Granted	460,000	7.42		
Exercised/settled	(29,941)	4.29		
Forfeited	(734)	9.66		
Expired	(8,400)	4.26		
Outstanding at March 31, 2010	1,353,936	\$ 9.56	4.05	\$ 663,000
Stock options expected to vest	1,197,880	\$ 9.57	4.01	\$ 598,000
Exercisable at March 31, 2010	264,215	\$ 9.68	2.98	\$ 230,000

In January 2010, the Company granted 460,000 non-qualified stock options to certain key management personnel. The options have a weighted average exercise price of \$7.42, vest 20% annually over five years, and have a contractual term of six years. The weighted average per share fair value of the Company's stock options granted during the first quarter of 2010 was \$3.11 on the date of grant using the Black-Scholes Merton option pricing model with the following assumptions:

Expected term	4.62 years
Expected stock price volatility	47.4%
Risk-free interest rate	2.23%
Expected dividend yield	%

Restricted Stock Units

In addition to stock options, the Company issues restricted stock units to key employees and members of the Board of Directors based on meeting certain service goals. The stock units vest to the recipients at various dates, up to five years, based on fulfilling service requirements. The Company recognizes the value of the market price of the underlying stock on the date of grant as compensation expense over the requisite service period. Upon vesting, the stock units are settled in shares of the Company's common stock. Summarized share information for the Company's restricted stock units is as follows:

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(Unaudited)

	Three months ended March 31, 2010 (In shares)	Weighted average grant date fair value (In dollars)
Outstanding and unvested, beginning of period	314,406	\$ 6.52
Granted		
Vested	(19,125)	9.00
Forfeited	(1,824)	7.93
Outstanding and unvested, end of period	293,457	\$ 6.35
Restricted stock units expected to vest	249,952	\$ 6.49

(7) **Short-Term Borrowings**

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General Physics has a \$35 million Financing and Security Agreement (the Credit Agreement) with a bank that expires on October 31, 2010 with annual renewal options. The Credit Agreement is secured by certain assets of General Physics and provides for an unsecured guaranty from the Company. The maximum interest rate on the Credit Agreement is the daily LIBOR market index rate plus 2.25%. Based upon the financial performance of General Physics, the interest rate can be reduced. For the three months ended March 31, 2010, the rate was LIBOR plus 1.25%. The Credit Agreement contains covenants with respect to General Physics' minimum tangible net worth, total liabilities ratio, leverage ratio, interest coverage ratio and its ability to make capital expenditures. General Physics was in compliance with all loan covenants under the Credit Agreement as of March 31, 2010. The Credit Agreement also contains certain restrictive covenants regarding future acquisitions, incurrence of debt and the payment of dividends. The Credit Agreement permits General Physics to provide the Company up to \$10,000,000 of cash to repurchase shares of its outstanding common stock in the open market. There was \$6,832,000 remaining available for future share repurchases under the \$10,000,000 authorized amount as March 31, 2010. General Physics is otherwise currently restricted from paying dividends or management fees to the Company in excess of \$1,000,000 in any year.

As of March 31, 2010, there were no borrowings outstanding and \$27,110,000 of available borrowings under the Credit Agreement, based upon 80% of eligible accounts receivable and 80% of eligible unbilled receivables.

(8) Income Taxes

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An uncertain tax position taken or expected to be taken in a tax return is recognized in the financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities that have full knowledge of all relevant information. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Interest and penalties related to income taxes are accounted for as income tax expense.

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GP STRATEGIES CORPORATION AND SUBSIDIARIES

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(Unaudited)

As of March 31, 2010, the Company had \$2,218,000 of unrecognized tax benefits, all of which would impact the effective tax rate if recognized. The Company does not expect any material changes to its uncertain tax positions in the next twelve months. For the three months ended March 31, 2010 and 2009, the Company recognized \$23,000 and \$5,000, respectively, of interest expense related to these tax positions which is reflected as income tax expense in the consolidated statements of operations. As of March 31, 2010, the Company had \$96,000 of accrued interest related to these tax positions. The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examination by tax authorities for years prior to 2004.

(9) Stockholders Equity

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Changes in stockholders' equity during the three months ended March 31, 2010 were as follows (in thousands):

	Common stock	Additional paid-in capital	Accumulated deficit	Treasury stock at cost	Accumulated other comprehensive loss	Total stockholders equity
Balance at December 31, 2009	\$ 186	\$ 161,975	\$ (49,325)	\$	\$ (1,946)	\$ 110,890
Net income			2,171			2,171
Other comprehensive loss					(418)	(418)
Repurchases of common stock				(29)		(29)
Stock-based compensation		434				434
Other		(99)		(1)		(100)
Balance at March 31, 2010	\$ 186	\$ 162,310	\$ (47,154)	\$ (30)	\$ (2,364)	\$ 112,948

(10) **Comprehensive Income**

The following are the components of comprehensive income (in thousands):

	Three months ended			
	March 31,			
	2010		2009	
Net income	\$	2,171	\$	1,459
Other comprehensive loss - foreign currency translation		(418)		(316)
Comprehensive income	\$	1,753	\$	1,143

As of March 31, 2010 and December 31, 2009, accumulated other comprehensive loss was \$2,364,000 and \$1,946,000, respectively, and consisted of foreign currency translation adjustments.

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GP STRATEGIES CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

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(Unaudited)

(11) **Business Segments**

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As of March 31, 2010, the Company operated through four reportable business segments: (i) Manufacturing & Business Process Outsourcing (BPO), (ii) Process & Government, (iii) Energy and (iv) Sandy Training & Marketing. The Company is organized by operating group primarily based upon the markets served by each group and the services performed. Two of the Company's reportable business segments, Manufacturing & BPO and Process & Government, represent an aggregation of certain operating groups in accordance with the aggregation criteria as defined in current GAAP, while the Energy and Sandy groups each represent one operating segment. During the first quarter of 2010, the Company transferred the management responsibility for one of its business units from the Process & Government segment to the Manufacturing & BPO segment. The Company has reclassified the segment information below for the prior year interim period to reflect this change and conform to the current period's presentation.

Further information regarding our business segments is discussed below.

Manufacturing & BPO. The Manufacturing & BPO segment delivers training, curriculum design and development, staff augmentation, e-Learning services, system hosting, integration and help desk support, training business process outsourcing, and consulting and technical services primarily to large companies in the electronics and semiconductors, steel, healthcare, pharmaceutical, software, financial and other industries as well as to government agencies. This segment's ability to deliver a wide range of training services allows it to take over the entire learning function for the client, including their training personnel.

Process & Government. The Process & Government segment has over four decades of experience providing consulting, engineering, technical and training services, including emergency preparedness, safety and regulatory compliance, chemical demilitarization and environmental services primarily to federal and state government agencies, large government contractors, and petroleum and chemical refining companies. This segment also provides design and construction of alternative fuel stations, including liquefied natural gas (LNG) and hydrogen fueling stations.

Energy. The Energy segment provides engineering services, products and training primarily to electric power utilities. The Company's proprietary EtaPro™ Performance Monitoring and Optimization System provides a suite of performance solutions for power generation plants and is installed at approximately 700 power generating units in over 25 countries. In addition, this segment provides web-based training through our GPiLearn™ portal to over 28,000 power plant personnel in the U.S. and in over 35 countries.

Sandy Training and Marketing. The Sandy segment provides custom product sales training and has been a leader in serving manufacturing customers in the U.S. automotive industry for over 30 years. Sandy provides custom product sales training designed to better educate customer sales forces with respect to new product features and designs, in effect rapidly increasing the sales force knowledge base and enabling them to address detailed customer queries. Furthermore, Sandy helps our clients assess their customer relationship marketing strategy, measure performance against competitors and connect with their customers on a one-to-one basis. This segment also provides technical training services to automotive customers.

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GP STRATEGIES CORPORATION AND SUBSIDIARIES

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(Unaudited)

The Company does not allocate the following corporate items to the segments: other income and interest expense; GP Strategies' selling, general and administrative expense; gain on change in fair value of contingent consideration; and income tax expense. Inter-segment revenue is eliminated in consolidation and is not significant.

The following tables set forth the revenue and operating income of each of the Company's operating segments and includes a reconciliation of segment revenue to consolidated revenue and operating income to consolidated income before income tax expense (in thousands):

	Three months ended	
	2010	March 31, 2009
Revenue:		
Manufacturing & BPO	\$ 30,893	\$ 22,331
Process & Government	10,594	12,673
Energy	5,432	5,749
Sandy Training & Marketing	9,971	12,838
	\$ 56,890	\$ 53,591
Operating income:		
Manufacturing & BPO	\$ 1,579	\$ 591
Process & Government	713	895
Energy	730	815
Sandy Training & Marketing	78	614
Corporate and other	(359)	(457)
Gain on change in fair value of contingent consideration	905	
Operating income	3,646	2,458
Interest expense	(50)	(55)
Other income	142	151
Income before income tax expense	\$ 3,738	\$ 2,554

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GP STRATEGIES CORPORATION AND SUBSIDIARIES

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(Unaudited)

(12) Guarantees

Subsequent to the spin-off of National Patent Development Corporation (NPDC) in 2004, the Company continued to guarantee certain operating leases for the Connecticut and New Jersey warehouses of Five Star Products, Inc. (Five Star). In connection with the spin-off of NPDC by the Company, NPDC agreed to assume the Company's obligation under such guarantees, to use commercially reasonable efforts to cause the Company to be released from each such guaranty, and to hold the Company harmless from all claims, expenses and liabilities connected with the leases or NPDC's breach of any agreements effecting the spin-off. In 2009, the Company received confirmation from the landlord that it was released from the guarantee on the Connecticut warehouse lease. The Company has not received confirmation that it has been released from the guarantee of the New Jersey warehouse. The annual rent obligation for the New Jersey warehouse is currently believed to be approximately \$1,500,000. The Company does not expect to incur any material payments associated with this guarantee, and as such, no liability is reflected in the consolidated balance sheets.

(13) Subsequent Event

On April 1, 2010, General Physics, through its wholly owned subsidiary, General Physics (UK) Ltd. (GPUK) completed the acquisition of Marton House PLC (Marton House), a provider of custom e-Learning content development with expertise in leadership and product sales training. GPUK acquired 100% ownership of Marton House for a purchase price of approximately \$2,400,000 in cash at closing. In addition, the purchase agreement requires GPUK to pay up to an additional \$3,600,000, of which \$1,200,000 would be payable subsequent to each of the three twelve-month periods following completion of the acquisition, contingent upon Marton House achieving certain earnings targets during those periods, as defined in the purchase agreement. Marton House will be included in the Manufacturing & BPO segment and the results of its operations will be included in the consolidated financial statements beginning April 1, 2010.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

General Overview

Our business consists of our principal operating subsidiary, General Physics, a global training, engineering, technical services and consulting company that seeks to improve the effectiveness of organizations by providing training, management consulting, e-Learning solutions, engineering and technical services and products that are customized to meet the specific needs of clients. Clients include Fortune 500 companies and manufacturing, process and energy companies and other commercial and governmental customers. We believe we are a global leader in performance improvement, with over four decades of experience in providing solutions to optimize workforce performance.

As of March 31, 2010, we operated through four reportable business segments: (i) Manufacturing & BPO, (ii) Process & Government, (iii) Energy, and (iv) Sandy Training & Marketing. We are organized by operating group, primarily based upon the markets served by each group and the services performed. Each operating group consists of strategic business units (SBU s) and business units (BU s) which are focused on providing specific products and services to certain classes of customers or within targeted markets. Across operating groups, SBUs and BUs, we integrate similar service lines, technology, information, work products, client management and other resources. Communications and market research, accounting, finance, legal, human resources, information systems and other administrative services are organized at the corporate level. Business development and sales resources are aligned with operating groups to support existing customer accounts and new customer development. Two of our reportable business segments, Manufacturing & BPO and Process & Government, represent an aggregation of certain operating groups in accordance with the aggregation criteria as defined in current GAAP, while our Energy and Sandy groups each represent one operating segment. During the first quarter of 2010, we transferred the management responsibility for one of our business units from the Process & Government segment to the Manufacturing & BPO segment. We reclassified the segment information below for the prior year interim period to reflect this change and conform to the current period s presentation. We review our reportable business segments on a continual basis and could change our reportable business segments from time to time in the event of organizational changes.

Further information regarding each business segment is discussed below.

Manufacturing & BPO. Our Manufacturing & BPO segment delivers training, curriculum design and development, staff augmentation, e-Learning services, system hosting, integration and help desk support, training business process outsourcing, and consulting and technical services primarily to large companies in the electronics and semiconductors, steel, healthcare, pharmaceutical, software, financial and other industries as well as to government agencies. Our ability to deliver a wide range of training services allows us to take over the entire learning function for the client, including their training personnel.

Process & Government. Our Process & Government segment has over four decades of experience providing consulting, engineering, technical and training services, including emergency preparedness, safety and regulatory compliance, chemical demilitarization and environmental services primarily to federal and state government agencies, large government contractors and petroleum and chemical refining companies. This segment also provides design and construction of alternative fuel stations, including LNG and hydrogen fueling stations.

Energy. Our Energy segment provides engineering services, products and training primarily to electric power utilities. Our proprietary EtaPro™ Performance Monitoring and Optimization System provides a suite of

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performance solutions for power generation plants and is installed at approximately 700 power generating units in over 25 countries. In addition, this segment provides web-based training through our GPiLearn™ portal to over 28,000 power plant personnel in the U.S. and in over 35 countries.

Sandy Training & Marketing. Our Sandy segment provides custom product sales training and has been a leader in serving manufacturing customers in the U.S. automotive industry for over 30 years. Sandy provides custom product sales training designed to better educate customer sales forces with respect to new product features and designs, in effect rapidly increasing the sales force knowledge base and enabling them to address detailed customer queries. Furthermore, Sandy helps our clients assess their customer relationship marketing strategy, measure performance against competitors and connect with their customers on a one-to-one basis. This segment also provides technical training services to automotive customers.

Share Repurchase Program

Since January 2006, our Board of Directors has authorized a total of \$23 million of repurchases of our common stock from time to time in the open market, subject to prevailing business and market conditions and other factors. During the years ended December 31, 2009, 2008, 2007 and 2006, we repurchased approximately 526,000, 1,091,000, 678,500 and 420,000 shares, respectively, of our common stock in the open market for a total cost of approximately \$2.2 million, \$8.8 million, \$6.5 million and \$3.1 million, respectively. During the three months ended March 31, 2010, we repurchased approximately 3,500 shares of our common stock in the open market. As of March 31, 2010, there was approximately \$2.4 million available for future repurchases under the buyback program. There is no expiration date for the repurchase program.

Operating Highlights

Three Months ended March 31, 2010 compared to the Three Months ended March 31, 2009

For the three months ended March 31, 2010, we had income before income tax expense of \$3.7 million compared to \$2.6 million for the three months ended March 31, 2009. The increase was primarily due to a \$0.9 million gain on the change in estimated fair value of contingent consideration during the first quarter of 2010 related to acquisitions completed in 2009, which is discussed further below and in Note 4 to the Condensed Consolidated Financial Statements. In addition, excluding the gain on change in fair value of contingent consideration, operating income increased \$0.3 million, the components of which are discussed below. Net income was \$2.2 million, or \$0.12 per diluted share, for the three months ended March 31, 2010, compared to net income of \$1.5 million, or \$0.09 per diluted share, for the three months ended March 31, 2009. During the three months ended March 31, 2010, diluted weighted average shares outstanding increased by 2,640,000 to 18,714,000 shares outstanding compared to 16,074,000 shares for the same period in 2009, primarily due to the equity investment by Sagard Capital Partners, L.P. in December 2009. The increase in shares outstanding resulted in a decrease in diluted earnings per share of \$0.02 per share for the first quarter of 2010 compared to the first quarter of 2009.

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Revenue

(Dollars in thousands)	Three months ended	
	2010	March 31, 2009
Manufacturing & BPO	\$ 30,893	\$ 22,331
Process & Government	10,594	12,673
Energy	5,432	5,749
Sandy Training & Marketing	9,971	12,838
	\$ 56,890	\$ 53,591

Manufacturing & BPO revenue increased \$8.6 million or 38.3% during the first quarter of 2010 compared to the first quarter of 2009. The increase in revenue is due to the following:

- \$6.8 million increase in revenue attributable to acquisitions completed during 2009, which includes \$3.0 million for Milsom, \$1.2 million for Option Six and \$2.6 million for PerformTech;
- \$1.5 million net increase in e-Learning and BPO revenue primarily due to a new content development contract awarded by a global software client during 2009; and
- \$0.6 million net increase in revenue from our UK operations, excluding the increase attributable to the Milsom acquisition, which was due in part to an increase in exchange rates during the first quarter of 2010 compared to the first quarter of 2009, and was offset by a net decrease of \$0.3 million in U.S. technical training services.

Process & Government revenue decreased \$2.1 million or 16.4% during the first quarter of 2010 compared to the first quarter of 2009. The decrease in revenue is due to the following:

- \$1.2 million net decrease relating to construction projects for liquefied natural gas (LNG) fueling station facilities due to the completion of a large project in 2009; and
- \$0.9 million net decrease in revenue from various government contracts primarily related to homeland security / first responder training services, environmental engineering and other technical services, largely due to contract completions during 2009.

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Energy group revenue decreased \$0.3 million or 5.5% during the first quarter of 2010 compared to the first quarter of 2009 primarily due to the completion of two performance monitoring projects during 2009.

Sandy Training & Marketing revenue decreased \$2.9 million or 22.3% during the first quarter of 2010 compared to the first quarter of 2009. The \$2.9 million revenue decrease consisted of the following:

- \$2.3 million decrease in publication revenue due to the delay in shipment of a publication until the second quarter of 2010, whereas the comparable 2009 publication was shipped during the first quarter of 2009. In addition, 2010 publication revenue is expected to be at a reduced volume due to the elimination of a vehicle brand and a reduction in dealerships compared to the 2009 publication volume. We experience quarterly fluctuations in revenue and income related to Sandy's publications business, since revenue and cost on publication contracts are recognized in the period in which the publications ship,

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based on the output method of performance. Shipments occur at various times throughout the year and the volume of publications shipped could fluctuate from quarter to quarter. Publications revenue in the Sandy Training & Marketing segment totaled \$0.7 million during the first quarter of 2010 compared to \$3.0 million during the first quarter of 2009; and

- \$2.0 million net decrease in revenue from product sales trainer programs primarily due to a reduction in the number of trainers required and a reduction in related in-dealership training programs.

The above revenue decreases in the Sandy segment were offset by net revenue increases of \$1.4 million, primarily due to an increase in training services for new vehicle launch programs for various automotive customers and an increase in glovebox portfolio revenue.

Gross Profit

(Dollars in thousands)	2010		Three months ended March 31,		2009	
		% Revenue		% Revenue		% Revenue
Manufacturing & BPO	\$ 4,355	14.1%	\$ 2,475	11.1%		
Process & Government	1,587	15.0%	1,932	15.2%		
Energy	1,199	22.1%	1,309	22.8%		
Sandy Training & Marketing	1,043	10.5%	1,773	13.8%		
	\$ 8,184	14.4%	\$ 7,489	14.0%		

Manufacturing & BPO gross profit of \$4.4 million or 14.1% of revenue for the first quarter of 2010 increased by \$1.9 million or 76.0% when compared to gross profit of \$2.5 million or 11.1% of revenue for the first quarter of 2009. Approximately \$0.9 million of the increase in gross profit dollars is attributable to the acquisitions we completed in 2009. In addition, our U.S. BPO operations and international operations experienced increases in gross profit and improved margins as a percentage of revenue primarily due to revenue increases in 2010 and staff and other cost reductions in 2009.

Process & Government gross profit of \$1.6 million or 15.0% of revenue for the first quarter of 2010 decreased by \$0.3 million or 17.9% when compared to gross profit of \$1.9 million or 15.2% of revenue for the first quarter of 2009 primarily due to the revenue decreases discussed above.

Energy group gross profit of \$1.2 million or 22.1% of revenue for the first quarter of 2010 decreased by \$0.1 million or 8.4% when compared to gross profit of \$1.3 million or 22.8% of revenue for the first quarter of 2009 primarily due to the revenue decreases discussed above.

Sandy Training and Marketing gross profit of \$1.0 million or 10.5% of revenue for the first quarter of 2010 decreased by \$0.7 million or 41.2% when compared to gross profit of \$1.8 million or 13.8% of revenue for the first quarter of 2009. The decrease in gross profit dollars is primarily due to the revenue decreases discussed above. In addition, gross profit as a percentage of revenue decreased in this segment during the first

quarter of 2010 compared to the first quarter of 2009, primarily due to a significant decrease in higher margin publication revenue as a result of the delay in shipment of a publication until the second quarter of 2010, as well as a decrease in profitability in product sales training services due to a lower volume of trainers required while certain costs remained fixed.

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Selling, General and Administrative Expenses

Selling, general and administrative expenses increased \$0.4 million or 8.2% from \$5.0 million for the first quarter of 2009 to \$5.4 million for the first quarter of 2010. The increase is primarily due to increased amortization expense related to intangible assets acquired and increased labor and benefits expense related to the acquisitions we completed in 2009, as well as transaction costs in connection with the Marton House acquisition we recently completed.

Interest Expense

Interest expense was consistent at \$0.1 million for both the first quarters of 2010 and 2009.

Other Income

Other income was \$0.1 million for the first quarter of 2010 compared to \$0.2 million for the first quarter of 2009 and consisted primarily of income from a joint venture in both years.

Change in Fair Value of Contingent Consideration

We recognized a \$0.9 million gain on the change in fair value of contingent consideration related to acquisitions we completed in 2009. Effective January 1, 2009, we adopted ASC Topic 805, *Business Combinations* (Topic 805), which requires that contingent consideration be recognized at fair value on the acquisition date, and re-measured each reporting period with subsequent adjustments recognized in the consolidated statement of operations. We estimate the fair value of contingent consideration liabilities based on financial projections of the acquired companies and estimated probabilities of achievement. We believe our estimates and assumptions are reasonable, however, there is significant judgment involved. At each reporting date, the contingent consideration obligation will be revalued to estimated fair value and changes in fair value subsequent to the acquisitions will be reflected in income or expense in the consolidated statements of operations, and could cause a material impact to, and volatility in, our operating results. Changes in the fair value of contingent consideration obligations may result from changes in discount periods and rates, changes in the timing and amount of revenue and/or earnings estimates and changes in probability assumptions with respect to the likelihood of achieving the various earn-out criteria. See Note 4 to the Condensed Consolidated Financial Statements for a detailed discussion of the three acquisitions completed during 2009 and the changes in fair value of contingent consideration for each acquisition during the three months ended March 31, 2010.

Income Tax Expense

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Income tax expense was \$1.6 million for the first quarter of 2010 compared to \$1.1 million for the first quarter of 2009. The increase is due to an increase in income before income tax expense for the first quarter of 2010 compared to the first quarter of 2009. The effective income tax rate was 41.9% and 42.9% for the three months ended March 31, 2010 and 2009, respectively. The decrease in the effective income tax rate is primarily due to an increase in projected income before income taxes for 2010 compared to 2009 and a larger portion of our 2010 income expected to be derived from foreign jurisdictions which are taxed at lower rates. Income tax expense for the quarterly periods is based on an estimated annual effective tax rate which includes the federal and state statutory rates, permanent differences, and other items that may have an impact on income tax expense.

Table of Contents*Liquidity and Capital Resources**Working Capital*

For the quarter ended March 31, 2010, our working capital increased \$1.8 million from \$37.4 million at December 31, 2009 to \$39.1 million at March 31, 2010. We believe that cash generated from operations and borrowings available under the General Physics Credit Agreement (\$27.1 million of available borrowings as of March 31, 2010), will be sufficient to fund our working capital and other requirements for at least the next twelve months.

On April 1, 2010, General Physics, through its wholly owned subsidiary, General Physics (UK) Ltd. (GPUK) completed the acquisition of Marton House PLC (Marton House), a provider of custom e-Learning content development with expertise in leadership and product sales training. GPUK acquired 100% ownership of Marton House for a purchase price of approximately \$2.4 million in cash at closing. In addition, the purchase agreement requires GPUK to pay up to an additional \$3.6 million, of which \$1.2 million would be payable subsequent to each of the three twelve-month periods following completion of the acquisition, contingent upon Marton House achieving certain earnings targets during those periods, as defined in the purchase agreement. Marton House will be included in the Manufacturing & BPO segment and the results of its operations will be included in the consolidated financial statements beginning April 1, 2010.

In addition to the payments discussed above, we may be required to pay the following additional contingent consideration in connection with acquisitions we previously completed (dollars in thousands):

Acquisition:	Potential maximum contingent consideration due in			
	2010	2011	2012	Total
Milsom *	\$ 1,130	\$ 1,130	\$ 1,130	\$ 3,390
Option Six *		1,000	1,000	2,000
PerformTech *		2,500	2,000	4,500
Other (2008 GPUK acquisitions)	226	490	580	1,296
Total	\$ 1,356	\$ 5,120	\$ 4,710	\$ 11,186

* As of March 31, 2010, we had accrued contingent consideration of \$2.1 million for Milsom, \$0.8 million for Option Six, and \$1.1 million for PerformTech for the estimated fair value of contingent consideration payable. In accordance with Topic 805, contingent consideration is recorded at estimated fair value as of the acquisition date (for acquisitions on or after January 1, 2009) and is re-measured each reporting period with any subsequent adjustments recognized in earnings.

Significant Customers & Concentration of Credit Risk

We have a concentration of revenue from General Motors Corporation and its affiliates (General Motors) as well as a market concentration in the automotive sector. For the three months ended March 31, 2010 and 2009, revenue from General Motors accounted for approximately 12% and 20%, respectively, of our consolidated revenue, and revenue from the automotive industry accounted for approximately 18% and 25%,

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respectively, of our consolidated revenue. As of March 31, 2010, accounts receivable from General Motors totaled \$4.3 million. No other customer accounted for more than 10% of our revenue in the first quarter of 2010 or accounts receivable as of March 31, 2010.

We also have a concentration of revenue from the United States government. For the three months ended March 31, 2010 and 2009, sales to the United States government and its agencies represented approximately

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23% and 21%, respectively, of our consolidated revenue. Revenue was derived from many separate contracts with a variety of government agencies that are regarded by us as separate customers.

Cash Flows

Three months ended March 31, 2010 compared to the Three Months ended March 31, 2009

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The Company's cash balance increased \$2.7 million from \$10.8 million as of December 31, 2009 to \$13.5 million as of March 31, 2010. The increase in cash and cash equivalents during the first quarter of 2010 resulted from cash provided by operating activities of \$3.7 million, cash used in investing activities of \$0.7 million, cash used in financing activities of \$0.1 million and a \$0.2 million negative effect due to exchange rate changes on cash and cash equivalents.

Cash provided by operating activities was \$3.7 million for the first quarter of 2010 compared to \$6.7 million for the first quarter of 2009. The decrease in cash provided by operating activities compared to the prior year is primarily due to a \$3.6 increase in costs and estimated earnings in excess of billings on uncompleted contracts as of March 31, 2010 compared to December 31, 2009, resulting in a decrease in cash provided by operating activities during the first quarter of 2010 compared to the first quarter of 2009.

Cash used in investing activities was \$0.7 million for both the first quarters of 2010 and 2009 and consisted of \$0.2 million of fixed asset additions and \$0.5 million for deferred acquisition payments to the sellers of Performance Consulting Services, Inc., which was acquired in 2008.

Cash used in financing activities was \$0.1 million for the first quarter of 2010 compared to \$4.8 million for the first quarter of 2009. The decrease in cash used in financing activities is primarily due to the repayment of short-term borrowings of \$3.2 million during the first quarter of 2009 compared to no borrowings or repayments in 2010. In addition, there was a decrease of \$0.8 million of cash used for share repurchases during the first quarter of 2010 compared to the first quarter of 2009, and a \$0.6 million decrease in the change in negative cash book balances during the first quarter of 2009.

Short-term Borrowings

General Physics has a \$35 million Credit Agreement with a bank that expires on October 31, 2010, with annual renewal options, and is secured by certain assets of General Physics. The maximum interest rate on borrowings under the Credit Agreement is at the daily LIBOR Market Index Rate plus 2.25%. Based upon the financial performance of General Physics, the interest rate can be reduced. As of March 31, 2010, the rate was LIBOR plus 1.25%. The Credit Agreement contains covenants with respect to General Physics' minimum tangible net worth, total liabilities ratio, leverage ratio, interest coverage ratio and its ability to make capital expenditures. General Physics was in compliance with all loan covenants under the Credit Agreement as of March 31, 2010. The Credit Agreement also contains certain restrictive covenants regarding future acquisitions, incurrence of debt and the payment of dividends. The Credit Agreement permits General Physics to provide GP Strategies up to \$10 million of cash to repurchase shares of its outstanding common stock in the open market. There was \$6.8 million remaining available for future share repurchases under the \$10 million authorized amount as March 31, 2010. General Physics is otherwise currently restricted from paying dividends or management fees to the Company in excess of \$1.0 million in any year. As of March 31, 2010, there were no borrowings outstanding and \$27.1 million of available borrowings under the Credit Agreement, based upon 80% of eligible accounts receivable and 80% of eligible unbilled receivables.

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Off-Balance Sheet Commitments

Subsequent to the spin-off of National Patent Development Corporation (NPDC) in 2004, we continued to guarantee certain operating leases for the Connecticut and New Jersey warehouses of Five Star Products, Inc. (Five Star). In connection with the spin-off of NPDC, NPDC agreed to assume our obligation under such guarantees, to use commercially reasonable efforts to cause us to be released from each such guaranty, and to hold us harmless from all claims, expenses and liabilities connected with the leases or NPDC 's breach of any agreements effecting the spin-off. In 2009, we received confirmation from the landlord that we were released from the guarantee on the Connecticut warehouse lease. We have not received confirmation that we have been released from the guarantee of the New Jersey warehouse. The annual rent obligation for the New Jersey warehouse is currently believed to be approximately \$1.5 million. We do not expect to incur any material payments associated with these guarantees, and as such, no liability is reflected in the consolidated balance sheets.

Accounting Standards Issued

ASU No. 2009-13 Multiple Deliverable Revenue Arrangements

In October 2009, the FASB issued Accounting Standards Update (ASU) No. 2009-13, *Revenue Recognition* (ASC Topic 605) - *Multiple-Deliverable Revenue Arrangements*, a consensus of the FASB Emerging Issues Task Force (ASU No. 2009-13). ASU No. 2009-13 amends guidance included within ASC Topic 605-25 to require an entity to use an estimated selling price when vendor specific objective evidence or acceptable third party evidence does not exist for any products or services included in a multiple element arrangement. The arrangement consideration should be allocated among the products and services based upon their relative selling prices, thus eliminating the use of the residual method of allocation. ASU No. 2009-13 also requires expanded qualitative and quantitative disclosures regarding significant judgments made and changes in applying this guidance. ASU No. 2009-13 is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption and retrospective application are also permitted. The Company is currently evaluating the impact of adopting the provisions of ASU No. 2009-13.

Forward-Looking Statements

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This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward looking statements. Forward looking statements are not statements of historical facts, but rather reflect our current expectations concerning future events and results. We use words such as expects, intends, believes, may, will, should, could, anticipates, estimates, plan, expressions to indicate forward-looking statements, but their absence does not mean a statement is not forward-looking. Because these forward-looking statements are based upon management's expectations and assumptions and are subject to risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements, including, but not limited to, those factors set forth Item 1A - Risk Factors of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and those other risks and uncertainties detailed in our periodic reports and registration statements filed with the Securities and Exchange Commission. We caution that these risk factors may not be exhaustive. We operate in a continually changing business environment, and new risk factors emerge from time to time. We cannot predict these new risk factors, nor can we assess the effect, if any, of the new risk factors on our business or the extent to which any factor or combination of factors may cause actual results to differ from those expressed or implied by these forward-looking statements.

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If any one or more of these expectations and assumptions proves incorrect, actual results will likely differ materially from those contemplated by the forward-looking statements. Even if all of the foregoing assumptions and expectations prove correct, actual results may still differ materially from those expressed in the forward-looking statements as a result of factors we may not anticipate or that may be beyond our control. While we cannot assess the future impact that any of these differences could have on our business, financial condition, results of operations and cash flows or the market price of shares of our common stock, the differences could be significant. We do not undertake to update any forward-looking statements made by us, whether as a result of new information, future events or otherwise. You are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in this report.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

The Company has no material changes to the disclosure on this matter made in its Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain a comprehensive set of disclosure controls and procedures (as defined in Rules 13a-15(e) and under the Securities Exchange Act of 1934 (Exchange Act)) designed to provide reasonable assurance that information required to be disclosed in our filings under the Exchange Act is recorded, processed, summarized and reported accurately and within the time periods specified in the SEC's rules and forms. Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures are effective in providing reasonable assurance of the achievement of the objectives described above.

Internal Control Over Financial Reporting

During the quarter ended March 31, 2010, there was no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

The Company has no material changes to the disclosure on this matter made in its Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

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The following table provides information about the Company's share repurchase activity for the three months ended March 31, 2010:

Month	Total number of shares purchased	Issuer Purchases of Equity Securities		Approximate dollar value of shares that may yet be purchased under the program
		Average price paid per share	Total number of shares purchased as part of publicly announced program	
January 1-31, 2010				
February 1-28, 2010				
March 1-31, 2010	10,649(1)	\$ 7.78	3,500(2)	\$ 2,357,000

(1) Includes 7,149 shares surrendered by employees to satisfy tax withholding obligations on restricted stock units which vested during the first quarter of 2010.

(2) Represents shares repurchased in the open market in connection with our share repurchase program under which we may repurchase shares of our common stock from time to time in the open market subject to prevailing business and market conditions and other factors. There is no expiration date for the repurchase program.

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Item 6. Exhibits

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- 31.1 Certification of Chief Executive Officer of the Company dated May 6, 2010 pursuant to Securities and Exchange Act Rule 13d-14(a)/15(d-14(a), as adopted pursuant to Section 302 and 404 of the Sarbanes-Oxley Act of 2002.*
- 31.2 Certification of Executive Vice President and Chief Financial Officer of the Company dated May 6, 2010 pursuant to Securities and Exchange Act Rule 13d-14(a)/15(d-14(a), as adopted pursuant to Section 302 and 404 of the Sarbanes-Oxley Act of 2002.*
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer of the Company dated May 6, 2010 pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

*Filed herewith

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SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GP STRATEGIES CORPORATION

May 6, 2010

/s/ Scott N. Greenberg
Scott N. Greenberg
Chief Executive Officer

/s/ Sharon Esposito-Mayer
Sharon Esposito-Mayer
Executive Vice President and Chief Financial Officer