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BLACKROCK DEBT STRATEGIES FUND, INC.  
Form N-CSR  
May 06, 2008

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT  
INVESTMENT COMPANIES

Investment Company Act file number 811-08603

Name of Fund: BlackRock Debt Strategies Fund, Inc. (DSU)

Fund Address: 100 Bellevue Parkway, Wilmington, DE 19809

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

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

Date of fiscal year end: 02/29/2008

Date of reporting period: 03/01/2007 - 02/29/2008

Item 1 - Report to Stockholders

EQUITIES      FIXED INCOME      REAL ESTATE  
LIQUIDITY      ALTERNATIVES      BLACKROCK SOLUTIONS

BlackRock Debt Strategies Fund, Inc. (DSU)

BLACKROCK

ANNUAL REPORT | FEBRUARY 29, 2008

NOT FDIC INSURED  
MAY LOSE VALUE  
NO BANK GUARANTEE

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### A Letter to Shareholders

Dear Shareholder

Financial markets weathered intense bouts of volatility in 2007, only to enter 2008 with no relief. January and February proved to be trying months for equities, but strong ones for some areas of the bond market, as fears of an economic recession swelled. The Federal Reserve Board (the "Fed"), after cutting the target federal funds rate 100 basis points (1%) between September 2007 and year-end, more than matched those cuts in January alone. Responding to a slowing economy and continued fallout from chaos in the credit markets, the Fed cut interest rates 75 basis points in a rare unscheduled session on January 22, and followed with a 50-basis-point cut at its regular meeting on January 30. Another 75-basis-point cut on March 18 brought the target rate to 2.25%.

Reverberations from the U.S. subprime mortgage collapse, and the associated liquidity and credit crisis, continue to permeate global financial markets. The S&P 500 Index of U.S. stocks was down in February, marking the fourth consecutive month of negative returns. International markets, while not unscathed, generally have outperformed their U.S. counterparts so far in 2008. Emerging markets, benefiting from stronger economic growth rates, have done particularly well. In fixed income markets, fears related to the economic slowdown and related credit crisis have led to a prolonged flight to quality. Investors have largely shunned bonds associated with the housing and credit markets in favor of higher-quality government issues. The yield on 10-year Treasury issues, which touched 5.30% in June 2007 (its highest level in five years), fell to 4.04% by year-end and to 3.53% by the end of February, while prices correspondingly rose.

After setting a new-issuance record in 2007, supply in the municipal bond market has been on the decline for four consecutive months (measured year over year). The market has struggled with concerns around the creditworthiness of monoline bond insurers and the failure of auctions for auction rate securities, driving yields higher and prices lower across the curve. By period-end, municipal bonds were trading at higher yields than their Treasury counterparts, a very unusual occurrence by historical standards.

Against this backdrop, the major benchmark indexes posted mixed results for the current reporting period, generally reflecting heightened investor risk aversion:

Total Returns as of February 29, 2008	6-month
=====	
U.S. equities (S&P 500 Index)	- 8.79%
-----	
Small cap U.S. equities (Russell 2000 Index)	-12.91

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International equities (MSCI Europe, Australasia, Far East Index)	- 4.71
Fixed income (Lehman Brothers U.S. Aggregate Bond Index)	+ 5.67
Tax-exempt fixed income (Lehman Brothers Municipal Bond Index)	- 0.60
High yield bonds (Lehman Brothers U.S. Corporate High Yield 2% Issuer Capped Index)	- 1.39

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

As you navigate today's volatile markets, we encourage you to review your investment goals with your financial professional and to make portfolio changes, as needed. For more up-to-date commentary on the economy and financial markets, we invite you to visit [www.blackrock.com/funds](http://www.blackrock.com/funds). As always, we thank you for entrusting BlackRock with your investment assets, and we look forward to continuing to serve you in the months and years ahead.

Sincerely,

/s/ Rob Kapito

Rob Kapito  
President, BlackRock Advisors, LLC

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THIS PAGE NOT PART OF YOUR FUND REPORT

Fund Summary as of February 29, 2008

Investment Objective

BlackRock Debt Strategies Fund, Inc. (DSU) seeks to provide current income by investing primarily in a diversified portfolio of U.S. companies' debt instruments, including corporate loans, that are rated in the lower rating categories of the established rating services (Ba or lower by Moody's Investors Service, Inc. or BB or lower by Standard & Poor's) or unrated debt instruments of comparable quality.

Performance

For the year ended February 29, 2008, the Fund returned -17.13% based on market price, with dividends reinvested. The Fund's return based on net asset value ("NAV") was -11.72%, with dividends reinvested. For the same period, the Lipper High Current Yield Funds (Leveraged) category posted a return of -16.04% on a NAV basis. Fund performance was hampered by an overweight investment in CCC-rated issues, whose spreads widened more than higher-rated securities during the period. The Fund's large leverage position (approximately 25% of total assets invested) and the poor performance of bank loans also were significant detractors from performance.

Fund Information

Symbol on New York Stock Exchange .....	DSU
Initial Offering Date .....	March 27, 1998
Yield on Closing Market Price as of February 29, 2008 (\$5.43)*	11.71%

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Current Monthly Distribution per share of Common Stock** .....	\$.053
Current Annualized Distribution per share of Common Stock** ..	\$.636
Leverage as of February 29, 2008*** .....	25%

- \* 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.
- \*\* The distribution is not constant and is subject to change.
- \*\*\* As a percentage of managed assets, which is the total assets of the Fund (including any assets attributable to any borrowing that may be outstanding) minus the sum of accrued liabilities (other than debt representing financial leverage).

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

	2/29/08	2/28/07	Change	High	Low
Market Price .....	\$5.43	\$7.28	(25.41%)	\$7.44	\$4.72
Net Asset Value .....	\$5.57	\$7.01	(20.54%)	\$7.08	\$5.50

The following charts show the Fund's portfolio composition and credit quality allocations of the Fund's long-term investments:

### Portfolio Composition

Asset Mix	2/29/08	2/28/07
Corporate Bonds .....	57%	70%
Floating Rate Loan Interests .....	39	28
Common Stocks .....	3	2
Preferred Stocks .....	1	--

### Credit Quality Allocations\*

Credit Rating	2/29/08	2/28/07
BBB/Baa .....	1%	1%
BB/Ba .....	13	11
B/B .....	50	61
CCC/Caa .....	19	15
CC/Ca .....	3	1
D .....	1	1
Not Rated .....	9	8
Other** .....	4	2

- \* Using the higher of Standard & Poor's or Moody's Investors Service ratings.
- \*\* Includes portfolio holdings in common stocks, preferred stocks, warrants and other interests.

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BlackRock Debt Strategies Fund, Inc. (the "Fund") utilizes leverage through borrowings or issuance of short-term debt securities. The concept of leveraging is based on the premise that the cost of assets to be obtained from leverage will be based on short-term interest rates, which normally will be lower than the income earned by the Fund on its longer-term portfolio investments. To the extent that the total assets of the Fund (including the assets obtained from leverage) are invested in higher-yielding portfolio investments, the Fund's Common Stock shareholders will benefit from the incremental yield.

Leverage creates risks for Common Stock shareholders including the likelihood of greater NAV and market price volatility. In addition, there is the risk that fluctuations in interest rates on borrowings may reduce the Common Stock's yield and negatively impact its NAV and market price. If the income derived from securities purchased with assets received from leverage exceeds the cost of leverage, the Fund's net income will be greater than if leverage had not been used. Conversely, if the income from the securities purchased is not sufficient to cover the cost of leverage, the Fund's net income will be less than if leverage had not been used, and therefore the amount available for distribution to Common Stock shareholders will be reduced.

### Swap Agreements

The Fund may invest in swap agreements, which are over-the-counter contracts in which one party agrees to make periodic payments based on the change in market value of a specified bond, basket of bonds, or index in return for periodic payments based on a fixed or variable interest rate or the change in market value of a different bond, basket of bonds or index. Swap agreements may be used to obtain exposure to a bond or market without owning or taking physical custody of securities. Swap agreements involve the risk that the party with whom the Fund has entered into the swap will default on its obligation to pay the Fund and the risk that the Fund will not be able to meet its obligations to pay the other party to the agreement.

BLACKROCK DEBT STRATEGIES FUND, INC.                      FEBRUARY 29, 2008                      5

Schedule of Investments as of February 29, 2008  
(Percentages shown are based on Net Assets)

Corporate Bonds	Par (000)	Value
<hr/>		
Aerospace & Defense -- 1.9%		
Alliant Techsystems, Inc., 3%		
due 8/15/2024 (a) (b)	USD 5,000	\$ 7,443,750
Vought Aircraft Industries, Inc., 8%		
due 7/15/2011	4,447	4,119,034
		11,562,784
<hr/>		
Auto Components -- 1.1%		
Allison Transmission, 11.25%		
due 11/01/2015 (b) (c)	1,920	1,512,060
The Goodyear Tire & Rubber Co.,		
8.625% due 12/01/2011	2	2,080
Lear Corp., 8.75% due 12/01/2016	1,020	879,750
Metaldyne Corp., 11% due 6/15/2012	9,350	3,927,000

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Venture Holdings Co. LLC:		
12% due 6/01/2009 (d)	4,450	--
Series B, 9.50% due 7/01/2005 (j)	1,800	180
		6,321,070
=====		
Biotechnology -- 0.7%		
Angiotech Pharmaceuticals, Inc., 6.826%		
due 12/01/2013 (e)	5,000	3,950,000
=====		
Building Products -- 1.5%		
CPG International I, Inc.:		
11.468% due 7/01/2012 (e)	7,500	6,225,000
10.50% due 7/01/2013	1,300	1,144,000
Masonite International Corp., 11%		
due 4/06/2015	2,270	1,566,300
		8,935,300
=====		
Capital Markets -- 1.6%		
E*Trade Financial Corp., 12.50%		
due 11/30/2017 (b)	10,000	9,525,000
=====		
Chemicals -- 5.8%		
American Pacific Corp., 9% due 2/01/2015		
	1,490	1,445,300
ArCo Chemical Co., 9.80% due 2/01/2020		
	3,550	2,999,750
GEO Specialty Chemicals, Inc., 13.85%		
due 12/31/2009 (a) (b)	9,783	7,325,021
Hanna MT Co., 6.89% due 9/22/2008 (k)		
	2,500	2,500,000
Hexion U.S. Finance Corp., 7.565%		
due 11/15/2014 (e)	3,100	2,774,500
Ineos Group Holdings Plc, 8.50%		
due 2/15/2016 (b)	1,760	1,320,000
MacDermid, Inc., 9.50% due 4/15/2017 (b)		
	6,360	5,596,800
NOVA Chemicals Corp., 7.863%		
due 11/15/2013 (e)	12,305	10,459,250
		34,420,621
=====		
Commercial Banks -- 0.5%		
Investcorp SA, 7.54% due 10/21/2008		
	1,500	1,505,077
Preferred Term Securities VI, Ltd., 6.54%		
due 7/03/2032 (a) (b)	3,500	1,417,500
		2,922,577
=====		
Commercial Services & Supplies -- 1.7%		
PNA Intermediate Holding Corp., 10.065%		
due 2/15/2013 (b) (c) (e)	1,090	962,194
Sally Holdings LLC, 10.50%		
due 11/15/2016	3,043	2,769,130
US Investigations Services, Inc., 10.50%		
due 11/01/2015 (b)	3,400	2,822,000
=====		
West Corp., 11% due 10/15/2016		
	3,270	2,738,625
The Yankee Candle Company, Inc., 9.75%		
due 2/15/2017	920	745,200
		10,037,149
=====		
Computers & Peripherals -- 0.3%		
Viasystems, Inc., 10.50% due 1/15/2011		
	1,600	1,552,000

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=====		
Construction Materials -- 0.8%		
Nortek, Inc., 8.50% due 9/01/2014	5,850	4,533,750
=====		
Containers & Packaging -- 4.8%		
Berry Plastics Holding Corp.:		
8.875% due 9/15/2014	665	586,862
8.866% due 9/15/2014 (e)	375	296,250
Graphic Packaging International Corp.,		
9.50% due 8/15/2013	705	664,462
Packaging Dynamics Finance Corp., 10%		
due 5/01/2016 (b)	6,215	4,909,850
Smurfit Kappa Funding Plc, 7.75%		
due 4/01/2015	13,625	12,262,500
Smurfit-Stone Container Enterprises, Inc.:		
8.375% due 7/01/2012	1,600	1,504,000
8% due 3/15/2017	2,600	2,301,000
Wise Metals Group LLC, 10.25%		
due 5/15/2012	6,325	5,898,062
		-----
		28,422,986
=====		
Distributors -- 0.3%		
Buhrmann US, Inc., 7.875%		
due 3/01/2015	2,000	1,890,000
=====		
Diversified Consumer Services -- 0.6%		
NBC Acquisition Corp., 11%		
due 3/15/2013 (f)	3,875	3,584,375
=====		
Diversified Financial Services -- 1.1%		
Archimedes Funding III Ltd., 5.50%		
due 11/29/2011 (b)	5,744	2,871,845
Ford Motor Credit Co. LLC:		
5.80% due 1/12/2009	760	734,623
7.127% due 1/13/2012 (e)	2,680	2,108,983
8.708% due 4/15/2012 (e)	750	718,017
		-----
		6,433,468
=====		
Diversified Telecommunication		
Services -- 0.4%		
Qwest Corp., 6.05% due 6/15/2013 (e)	2,675	2,574,687
=====		
Electric Utilities -- 0.9%		
NSG Holdings LLC, 7.75%		
due 12/15/2025 (b)	5,380	5,211,875
=====		
Electronic Equipment &		
Instruments -- 1.0%		
Muzak Holdings, LLC, 13%		
due 3/15/2010 (f)	2,675	1,337,500
NXP BV, 7.008% due 10/15/2013 (e)	5,520	4,457,400
		-----
		5,794,900
=====		

See Notes to Financial Statements.

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Schedule of Investments (continued) (Percentages shown are based on Net Assets)

Corporate Bonds	Par (000)	Value
=====		
Energy Equipment & Services -- 2.3%		
Compagnie Generale de Geophysique-Veritas, due 5/15/2015	USD 245	\$ 246,225
Ocean RIG ASA, 8.681% due 4/04/2011 (e)	8,000	7,840,000
SemGroup LP, 8.75% due 11/15/2015 (b)	6,300	5,859,000
		-----
		13,945,225
=====		
Food & Staples Retailing -- 0.2%		
Rite Aid Corp., 9.375% due 12/15/2015	1,910	1,480,250
=====		
Gas Utilities -- 0.5%		
El Paso Performance-Linked Trust, 7.75% due 7/15/2011 (b)	2,900	3,008,237
=====		
Health Care Equipment & Supplies -- 3.1%		
LVB Acquisition Merger Sub, Inc. (b):		
10% due 10/15/2017	1,200	1,240,500
11.625% due 10/15/2017	1,600	1,574,000
10.375% due 10/15/2017 (c)	1,200	1,169,484
ReAble Therapeutics Finance LLC, 10.875% due 11/15/2014 (b)	15,000	14,175,000
		-----
		18,158,984
=====		
Health Care Providers & Services -- 0.9%		
Community Health Systems, Inc. Series WI, 8.875% due 7/15/2015	3,575	3,507,969
Universal Hospital Services, Inc.:		
8.288% due 6/01/2015 (e)	930	874,200
8.50% due 6/01/2015 (c)	1,000	978,402
		-----
		5,360,571
=====		
Hotels, Restaurants & Leisure -- 8.0%		
HRP Myrtle Beach Operations LLC:		
9.894% due 4/01/2012 (e)	5,000	4,350,000
12.50% due 4/01/2013	5,000	4,450,000
14.50% due 4/01/2014 (b) (c)	6,418	5,647,718
Harrah's Operating Co., Inc. (b):		
10.75% due 2/01/2016	10,731	9,309,142
10.75% due 2/01/2018 (c)	4,260	3,390,299
Little Traverse Bay Bands of Odawa Indians, 10.25% due 2/15/2014 (b)	2,560	2,563,200
Pinnacle Entertainment, Inc., 7.50% due 6/15/2015 (b)	2,700	2,079,000
Shingle Springs Tribal Gaming Authority, 9.375% due 6/15/2015 (b)	1,370	1,219,300
Snoqualmie Entertainment Authority, 6.936% due 2/01/2014 (b) (e)	1,015	877,975
Station Casinos, Inc., 7.75% due 8/15/2016	3,400	2,830,500



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Travelport LLC, 7.701% due 9/01/2014 (e)	2,600	2,080,000
Tropicana Entertainment LLC Series WI, 9.625% due 12/15/2014	1,680	806,400
Tunica-Biloxi Gaming Authority, 9% due 11/15/2015 (b)	3,000	2,970,000
Universal City Florida Holding Co. I, 7.989% due 5/01/2010 (e)	5,300	5,094,625
		-----
		47,668,159
=====		
Household Durables -- 0.5%		
Jarden Corp., 7.50% due 5/01/2017	1,910	1,673,637
Stanley-Martin Communities LLC, 9.75% due 8/15/2015	2,250	1,080,000
		-----
		2,753,637
=====		
Independent Power Producers & Energy Traders -- 0.9%		
Energy Future Holding Corp., 11.25% due 11/01/2017 (b) (c)	3,200	3,046,034
Texas Competitive Electric Holdings Co. LLC, 10.50% due 11/01/2016 (b) (c)	2,400	2,255,238
		-----
		5,301,272
=====		
Insurance -- 0.6%		
Alliant Holdings I, Inc., 11% due 5/01/2015 (b)	2,500	2,175,000
USI Holdings Corp., 6.94% due 11/15/2014 (b) (e)	1,630	1,273,438
		-----
		3,448,438
=====		
Leisure Equipment & Products -- 0.2%		
True Temper Sports, Inc., 8.375% due 9/15/2011	2,000	1,020,000
=====		
Machinery -- 1.6%		
ESCO Corp., 8.866% due 12/15/2013 (b) (e)	3,070	2,716,950
Invensys Plc, 9.875% due 3/15/2011 (b)	3,815	4,023,848
RBS Global, Inc., 8.875% due 9/01/2016	1,685	1,432,250
Titan International, Inc., 8% due 1/15/2012	1,530	1,476,450
		-----
		9,649,498
=====		
Marine -- 0.3%		
Navios Maritime Holdings, Inc., 9.50% due 12/15/2014	567	545,738
Titan Petrochemicals Group Ltd., 8.50% due 3/18/2012 (b)	1,760	1,425,600
		-----
		1,971,338
=====		
Media -- 8.7%		
Affinion Group, Inc.:		
10.125% due 10/15/2013	280	274,400
11.50% due 10/15/2015	800	736,000
Cablevision Systems Corp. Series B, 9.644% due 4/01/2009 (e)	5,950	5,950,000
Cadmus Communications Corp., 8.375% due 6/15/2014	2,000	1,600,000

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Canadian Satellite Radio Holdings, Inc., 12.75% due 2/15/2014	5,000	4,675,000
Charter Communications Holdings LLC: 10% due 4/01/2009	3,750	3,234,375
11.125% due 1/15/2011	1,319	804,590
10% due 5/15/2011	1,978	1,196,690
Intelsat Intermediate Holding Co. Ltd., 9.25% due 2/01/2015 (f)	10,350	8,668,125
Mediacom LLC, 9.50% due 1/15/2013	3,875	3,390,625
NTL Cable Plc, 8.75% due 4/15/2014	750	641,250
Network Communications, Inc., 10.75% due 12/01/2013	20	17,600

See Notes to Financial Statements.

BLACKROCK DEBT STRATEGIES FUND, INC. FEBRUARY 29, 2008 7

Schedule of Investments (continued) (Percentages shown are based on Net Assets)

Corporate Bonds	Par (000)	Value
=====		
Media (concluded)		
Paxson Communications Corp., 7.508% due 1/15/2012 (b) (e)	USD 2,800	\$ 2,324,000
Sinclair Broadcast Group, Inc. Class A, 4.875% due 7/15/2018 (a) (f)	3,235	2,988,331
Sirius Satellite Radio, Inc., 9.625% due 8/01/2013	5,795	4,780,875
TL Acquisitions, Inc., 10.50% due 1/15/2015 (b)	5,230	4,654,700
Windstream Regatta Holdings, Inc., 11% due 12/01/2017 (b)	2,665	2,078,700
XM Satellite Radio, Inc., 7.739% due 5/01/2013 (e)	2,800	2,394,000
Young Broadcasting, Inc., 10% due 3/01/2011	2,010	1,386,900
		-----
		51,796,161
=====		
Metals & Mining -- 2.5%		
Aleris International, Inc., 9% due 12/15/2014 (c)	2,735	1,991,282
Indalex Holding Corp. Series B, 11.50% due 2/01/2014	2,854	2,254,660
RathGibson, Inc., 11.25% due 2/15/2014	4,550	4,345,250
Ryerson, Inc., 10.614% due 11/01/2014 (b) (e)	6,720	6,216,000
		-----
		14,807,192
=====		
Multi-Utilities -- 0.9%		
CenterPoint Energy, Inc. Series B, 3.75% due 5/15/2023 (a)	4,142	5,451,908
=====		
Oil, Gas & Consumable Fuels -- 0.8%		

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Chaparral Energy, Inc., 8.50%		
due 12/01/2015	3,000	2,550,000
Compton Petroleum Finance Corp., 7.625%		
due 12/01/2013	2,220	2,064,600
		-----
		4,614,600
=====		
Paper & Forest Products -- 7.5%		
Abitibi-Consolidated, Inc., 8.491%		
due 6/15/2011 (e)	6,500	3,380,000
Ainsworth Lumber Co. Ltd. (e):		
8.58% due 10/01/2010	11,375	8,190,000
8.83% due 4/01/2013 (b)	9,830	6,094,600
Bowater, Inc., 7.991% due 3/15/2010 (e)	7,600	5,510,000
Domtar Corp., 7.125% due 8/15/2015	3,775	3,548,500
NewPage Corp.:		
10% due 5/01/2012 (b)	2,930	2,937,325
9.489% due 5/01/2012 (e)	8,000	7,840,000
12% due 5/01/2013	3,325	3,275,125
Verso Paper Holdings LLC Series B, 6.989%		
due 8/01/2014 (e)	4,400	3,740,000
		-----
		44,515,550
=====		
Pharmaceuticals -- 1.3%		
Elan Finance Plc:		
7.75% due 11/15/2011	3,525	3,322,313
7.065% due 11/15/2011 (e)	4,825	4,426,938
		-----
		7,749,251
=====		
Real Estate Investment Trusts (REITs) -- 0.3%		
RAIT Financial Trust, 6.875%		
due 4/15/2027 (a) (b)	3,500	1,806,875
=====		
Real Estate Management & Development -- 1.8%		
Realogy Corp.:		
10.50% due 4/15/2014	4,770	3,386,700
11% due 4/15/2014 (c)	7,540	4,825,600
12.375% due 4/15/2015	4,615	2,445,950
		-----
		10,658,250
=====		
Road & Rail -- 0.5%		
Atlantic Express Transportation Corp.,		
12.455% due 4/15/2012 (b) (c) (e)	1,250	812,500
Swift Transportation Co., Inc., 10.815%		
due 5/15/2015 (b) (e)	5,060	2,175,800
		-----
		2,988,300
=====		
Semiconductors & Semiconductor Equipment -- 0.6%		
Freescale Semiconductor, Inc., 9.125%		
due 12/15/2014 (c)	1,780	1,352,800
Spansion, Inc., 6.201%		
due 6/01/2013 (b) (e)	3,370	2,460,100
		-----
		3,812,900
=====		

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Software -- 0.3%		
BMS Holdings, Inc., 12.40%		
due 2/15/2012 (b) (c) (e)	2,567	1,858,624
=====		
Specialty Retail -- 3.8%		
Buffets, Inc., 12.50% due 11/01/2014 (d) (g)	1,440	36,000
General Nutrition Centers, Inc.:		
10.009% due 3/15/2014 (c) (e)	5,560	4,434,100
10.75% due 3/15/2015	4,480	3,640,000
Michaels Stores, Inc.:		
10% due 11/01/2014	3,790	3,311,513
11.375% due 11/01/2016	5,855	4,845,013
Movie Gallery, Inc., 11% due 5/01/2012 (d) (g)	21,700	5,425,000
United Auto Group, Inc., 7.75%		
due 12/15/2016	1,380	1,179,900
		-----
		22,871,526
=====		

See Notes to Financial Statements.

8 BLACKROCK DEBT STRATEGIES FUND, INC. FEBRUARY 29, 2008

Schedule of Investments (continued) (Percentages shown are based on Net Assets)

Corporate Bonds	Par (000)	Value
=====	=====	=====
Wireless Telecommunication Services -- 3.5%		
Centennial Communications Corp., 10.479%		
due 1/01/2013 (e)	USD 1,905	\$ 1,752,600
Cricket Communications, Inc.:		
9.375% due 11/01/2014	2,760	2,456,400
9.375% due 11/01/2014 (b)	920	818,800
Digicel Group Ltd. (b):		
8.875% due 1/15/2015	3,560	3,115,000
9.125% due 1/15/2015 (b) (c)	7,248	6,182,305
FiberTower Corp. (a):		
9% due 11/15/2012	350	306,688
9% due 11/15/2012 (b)	2,150	1,883,938
iPCS, Inc., 5.364% due 5/01/2013 (e)	1,250	1,000,000
Nordic Telephone Co. Holdings ApS, 8.875%		
due 5/01/2016 (b)	2,600	2,561,000
Orascom Telecom Finance SCA, 7.875%		
due 2/08/2014 (b)	755	704,944
		-----
		20,781,675
-----		
Total Corporate Bonds		
(Cost -- \$538,499,963) -- 76.4%		455,150,963
=====		

Floating Rate Loan Interests

=====

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Aerospace & Defense -- 0.2%			
Hawker Beechcraft Acquisition Co. LLC:			
Letter of Credit, 4.73%			
due 3/31/2014	39		35,972
Term Loan, 6.83% due 3/31/2014	458		421,934
IAP Worldwide Services, Inc. First Lien Term Loan,			
11.125% due 12/31/2012	1,139		939,994
			-----
			1,397,900
=====			
Airlines -- 0.7%			
Delta Air Lines Credit Linked Deposit:			
4.436% due 4/30/2012	110		93,500
6.832% due 4/30/2012	1,890		1,606,500
US Airways Group, Inc. Term Loan, 5.625%			
due 3/23/2014	2,000		1,566,250
United Air Lines, Inc. Term Loan B,			
5.125% - 7.125% due 1/30/2014	1,068		896,065
			-----
			4,162,315
=====			
Auto Components -- 1.7%			
Allison Transmission Term Loan,			
5.792% - 7.90% due 8/07/2014	3,750		3,301,043
Delphi Corp. Tranche C Term Loan,			
7.188% due 7/01/2008	1,000		980,833
Goodyear Tire & Rubber Co., Second Lien			
Term Loan, 6.43% due 4/30/2014	2,000		1,817,500
Intermet Corp.:			
Letter of Credit, 8.045% due			
11/08/2010	1,685		1,499,815
Term Loan B, 10.146%			
due 11/08/2010	1,163		1,034,652
Metaldyne Corp.:			
DF Loan, 5.17% - 8.25%			
due 1/15/2012	87		65,192
Term Loan B, 8.25% due 1/15/2014	588		443,308
TRW Automotive, Inc. Term Loan B,			
4.688% - 6.875% due 12/31/2013	995		926,843
			-----
			10,069,186
=====			
Beverages -- 0.2%			
Culligan International Second Lien			
Term Loan, 8.94% - 9.56% due 5/24/2013	EUR	1,500	1,298,011
=====			
Biotechnology -- 0.2%			
Talecris Biotherapeutics, Inc. First Lien Term			
Loan, 6.57% - 6.63% due 12/06/2013	USD	1,496	1,196,977
=====			
Chemicals -- 1.7%			
Arizona Chemical Second Lien Term Loan,			
due 2/28/2014	400		230,000
Flint Group Term Loan, 7.393%			
due 12/31/2012	2,000		1,716,666
Huish Detergents, Inc.:			
Tranche B Term Loan, 6.83%			
due 4/15/2014	1,990		1,609,413
Second Lien Term Loan, 9.08%			
due 10/15/2014	1,500		1,066,875
Huntsman ICI Holdings Term Loan B, 4.875%			
due 8/19/2014	1,636		1,551,488

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Rockwood Specialties Group, Inc. Tranche E Term Loan, 4.744% due 7/30/2012	617	577,755
Wellman, Inc. Second Lien Term Loan, due 2/10/2010 (d) (g)	10,000	3,166,670
		-----
		9,918,867
=====		
Commercial Services & Supplies -- 5.7% ARAMARK Corp.:		
Letter of Credit, 4.22% due 1/24/2014	474	438,666
Term Loan, 6.705% due 1/24/2014	7,462	6,904,889
Euramax International Plc:		
First Lien Term Loan, 7.79% due 6/29/2012	2,436	2,063,126
Second Lien Term Loan, 12.896% due 6/29/2013	4,500	3,063,079
Jason, Inc. Term Loan, 5.621% due 4/30/2010	1,493	1,289,147
John Maneely Co. Term Loan, 6.345% - 7.693% due 12/08/2013	1,348	1,166,724
NES Rentals Holdings, Inc. Second Lien, due 7/12/2013	3,020	2,627,397
RiskMetrics Group, Inc. Term Loan B, 7.08% due 1/11/2014	744	705,295
Service Master Bridge Loan, 8.22% - 9.22% due 7/24/2008	8,670	5,982,300
Waste Services, Inc. Tranche E, 7.40% due 3/31/2011	7,000	6,510,334
West Corp. Term Loan B-2, 5.465% - 6.093% due 10/24/2013	3,960	3,359,118
		-----
		34,110,075
=====		

See Notes to Financial Statements.

BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

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Schedule of Investments (continued) (Percentages shown are based on Net Assets)

	Par (000)	Value
Floating Rate Loan Interests		
=====		
Communications Equipment -- 1.2% Alltel Corp. Term Loan B, 5.866% due 5/18/2015	USD 7,000	\$ 6,345,339
SafeNet, Inc. First Lien Term Loan, 7.126% due 4/11/2014	995	793,513
		-----
		7,138,852
=====		
Computers & Peripherals -- 0.5% Intergraph Corp. Term Loan:		
First Lien, 5.09% - 5.125% due 5/29/2014	419	375,775

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Second Lien, 9.09% due 11/28/2014	1,000	910,000
Reynolds and Reynolds Co. Third Lien Term Loan, 12.343% due 4/26/2014	1,500	1,365,000
		-----
		2,650,775
=====		
Construction Materials -- 0.3% Headwaters, Inc. Term Loan B-1, 5.17% - 6.89% due 4/30/2011	1,963	1,864,375
=====		
Containers & Packaging -- 1.5% Anchor Glass Container Corp. Term Loan, 7.08% due 5/03/2013	2,226	2,070,568
Berry Plastics Corp. Term Loan, due 6/15/2014	8,959	6,271,010
Consolidated Container Co. LLC Second Lien Term Loan, 8.59% -8.75% due 10/15/2014	350	187,833
Graham Packaging Co. LP Term Loan, 6.813% - 7.75% due 10/07/2011	493	445,853
		-----
		8,975,264
=====		
Distributors -- 0.2% Keystone Automotive Operations, Inc. Term Loan, 6.64% - 7.451% due 1/15/2012	1,733	1,365,787
=====		
Diversified Financial Services -- 0.5% J.G. Wentworth LLC First Lien Term Loan, 7.093% due 4/15/2014	4,000	2,660,000
=====		
Diversified Telecommunication Services -- 0.8% Winstar Communications Debtor In Possession, 6.366% due 12/31/2006 (j)	3,162	4,861,377
=====		
Electrical Equipment -- 0.5% Generac Power Systems, Inc. Second Lien Term Loan, 10.703% due 5/15/2014	4,000	2,726,668
=====		
Energy Equipment & Services -- 1.1% Dresser, Inc.: Term Loan B, 5.565% - 5.622% due 5/04/2014	2,946	2,713,093
Second Lien Term Loan, 8.82% due 5/04/2015	2,500	2,168,750
MEG Energy Corp.: Delayed Draw Term Loan, 6.73% due 4/03/2013	410	369,844
Initial Term Loan, 6.83% due 4/03/2013	1,228	1,115,752
		-----
		6,367,439
=====		
Food & Staples Retailing -- 1.1% Bolthouse Farms, Inc. Second Lien Term Loan, 10.33% due 12/01/2013	1,000	910,000
DSW Holdings Inc. Term Loan, 7.264% due 11/15/2012	1,000	890,000
Dole Food Co., Inc.: Letter of Credit, 4.247% due 4/12/2013	324	271,982
Term Loan B, 5.125% - 7.125% due 4/12/2013	716	601,251

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Term Loan C, 5.125% - 7.125%		
due 4/04/2013	2,387	2,004,170
Eight O'Clock Coffee, First Lien Term Loan,		
7.625% due 7/21/2012	967	927,870
McJunkin Corp. Term Loan, 8.08%		
due 1/31/2014	495	466,538
Sturm Foods, Inc.:		
First Lien Term Loan, 5.813%		
due 1/30/2014	993	731,142
Second Lien Term Loan, 9.313%		
due 6/30/2014	1,250	820,834
=====		
Food Products -- 0.4%		
Jetro Holdings, Inc. Term Loan, 7.19%		
due 5/11/2014	1,938	1,724,375
=====		
Health Care Equipment & Supplies -- 0.9%		
Biomet, Inc. Term Loan, 7.858%		
due 12/28/2014	2,000	1,911,500
ReAble Therapeutics Finance LLC Term Loan,		
7.83% due 5/20/2014	3,500	3,290,000
		-----
		5,201,500
=====		
Health Care Providers & Services -- 1.0%		
CCS Medical First Lien Term Loan, 8.10%		
due 9/30/2012	486	439,408
Community Health Systems, Inc. Term Loan B,		
5.335% due 6/18/2014	2,856	2,609,748
Rotech Healthcare, Inc. Term Loan,		
10.832% due 9/26/2011	3,328	2,895,724
		-----
		5,944,880
=====		
Hotels, Restaurants & Leisure -- 2.9%		
Golden Nugget, Inc. Term Loan Second Lien,		
6.37% due 11/30/2014	1,500	1,125,000
Green Valley Ranch Gaming LLC Second Lien		
Term Loan, 6.335% due 8/16/2014	750	562,500
Harrah's Operating Company, Inc.:		
Term Loan B1, 6.244% due 1/28/2015	556	508,632
Term Loan B2, 6.244% due 1/28/2015	700	641,250
Term Loan B3, 6.244% due 1/28/2015	494	453,456
Las Vegas Sands LLC Term Loan B, 6.58%		
due 5/04/2014	3,184	2,827,790
OSI Restaurant Partners, Inc.:		
Incremental Term Loan, 5.438%		
due 6/14/2014	890	722,412
Pre-funded RC Term Loan, 4.878%		
due 6/14/2013	75	61,063
QCE LLC Second Lien Term Loan, 10.58%		
due 11/05/2013	6,000	5,074,284

See Notes to Financial Statements.

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BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

Schedule of Investments (continued) (Percentages shown are based on Net Assets)



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Floating Rate Loan Interests	Par (000)	Value
=====		
Hotels, Restaurants & Leisure (concluded)		
Venetian Macau US Finance Co. LLC:		
Delay Draw Term Loan, 7.08%		
due 5/25/2012	USD 2,500	\$ 2,258,523
Term Loan B, 7.08% due 5/25/2013	3,500	3,161,932
		-----
		17,396,842
=====		
Household Durables -- 0.5%		
American Residential Services Second Lien		
Term Loan, 12% due 4/17/2015	3,000	2,955,439
=====		
Household Products -- 0.7%		
Spectrum Brands, Inc.:		
Letter of Credit, 2.994% due 3/30/2013	282	251,893
Term Loan B, 7.065% - 8.62%		
due 3/30/2013	4,136	3,695,242
		-----
		3,947,135
=====		
IT Services -- 2.9%		
Activant Solutions Term Loan,		
6.75% - 7.50% due 5/02/2013	3,686	3,114,969
Alliance Data Systems Term Loan, 8.058%		
due 12/15/2014	6,500	6,045,000
Audio Visual Services Corp. Second Lien		
Term Loan, 8.77% due 2/18/2014	1,000	920,000
First Data Corp.:		
Term Loan B1, 7.58% - 7.634%		
due 9/24/2014	2,494	2,263,928
Term Loan B2, 7.58% due 9/24/2014	2,000	1,813,888
Term Loan B3, 7.58% due 9/24/2014	2,000	1,814,000
RedPrairie Corp. Term Loan, 6.125% - 8.187%		
due 7/31/2012	1,187	1,044,309
		-----
		17,016,094
=====		
Independent Power Producers & Energy Traders -- 0.9%		
TXU Corp.:		
Term Loan B-2, 6.478% - 6.596%		
due 10/10/2014	1,995	1,819,606
Term Loan B-3, 6.478% - 6.596%		
due 10/10/2014	3,990	3,637,703
		-----
		5,457,309
=====		
Insurance -- 0.3%		
Alliant Holdings I Inc. Term Loan,		
7.83% due 10/23/2014	998	887,775
USI Holdings Corp. Term Loan B, 7.58%		
due 5/15/2014	995	880,575
		-----
		1,768,350
=====		
Machinery -- 1.8%		
Harrington Holdings, Inc. Term Loan, 7.08%		

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due 1/15/2014	993	873,400
Maxim Crane Term Loan B, 5.144% -7%		
due 6/29/2014	995	865,650
Navistar International Transportation Corp.:		
Revolving Credit, 4.794% - 6.501%		
due 6/30/2012	1,867	1,663,667
Term Loan, 6.501% due 6/30/2012	5,133	4,575,083
OshKosh Truck Corp. Term Loan B, 6.90%		
due 12/06/2013	1,975	1,838,808
Rexnord Corp. Term Loan, 12.131%		
due 3/02/2013 (c) (g)	1,165	815,243
		-----
		10,631,851
=====		
Media -- 11.4%		
Affinion Group, Inc. Term Loan, 9.267%		
due 3/01/2012	4,000	3,280,000
Cequel Communications LLC:		
Second Lien Tranche B, 9.239%		
due 3/31/2015	9,578	7,207,522
Term Loan, 5.07% -9.58%		
due 11/05/2013	1,586	1,325,609
Charter Communications Operating LLC		
Term Loan, 5.26% due 4/30/2014	11,750	10,314,820
ClientLogic Holding Corp. Term Loan,		
5.622% - 7.343% due 1/30/2014	973	769,034
Easton-Bell Sports Inc. Term Loan,		
10.72% - 10.82% due 5/01/2012	4,030	3,425,616
Ellis Communications Term Loan, 10%		
due 12/30/2011	6,500	6,077,500
GateHouse Media Operating, Inc.:		
Delay Draw Term Loan, 5.09% - 6.45%		
due 8/28/2014	592	418,900
Term Loan, 5.09%		
due 8/28/2014	2,000	1,416,000
HMH Publishing:		
First Lien Bridge Term Loan, 9.141%		
due 5/15/2009	697	666,477
First Lien Tranche A Term Loan, 9.141%		
due 11/14/2014	5,053	4,547,727
Mezzanine Term Loan, 13.641%		
due 11/14/2014	18,000	15,660,000
Insight Midwest Holdings LLC Term Loan B,		
6.73% due 4/07/2014	5,400	4,834,690
Multicultural Radio Broadcasting Inc. Term		
Loan, 7.901% due 12/15/2012	445	418,300
NEP II Inc. Term Loan B, 7.108%		
due 2/16/2014	992	872,562

See Notes to Financial Statements.

BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

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Schedule of Investments (continued) (Percentages shown are based on Net Assets)

	Par	Value
	(000)	
Floating Rate Loan Interests		

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=====			
Media (concluded)			
Penton Media Term Loan, 8.122%			
due 2/15/2014	USD	1,000	\$ 715,000
ProSiebenSat.1 Media AG Term Loan B:			
6.77% due 6/30/2015	EUR	500	609,534
7.02% due 6/30/2016		1,000	1,048,602
Univision Communications, Inc.			
Initial Term Loan, 5.375% -5.494%			
due 9/30/2014	USD	4,832	4,043,264
			-----
			67,651,157
=====			
Multi-Utilities -- 0.5%			
Brand Energy & Infrastructure Services, Inc.			
Term Loan B, 5.375% -7.125%			
due 2/07/2014		496	461,513
Coletto Creek:			
First Lien, 7.58% due 7/31/2013		457	399,555
Letter of Credit, 4.73% due 7/31/2013		32	27,866
Energy Transfer Equity LP Term Loan,			
4.878% due 11/01/2012		750	700,000
NE Energy Second Lien Term Loan,			
due 5/11/2014		750	597,500
USPF Holdings Term Loan, 6.293% - 6.962%			
due 4/15/2014		995	885,550
			-----
			3,071,984
=====			
Multiline Retail -- 0.6%			
Neiman Marcus Group, Inc. Term Loan,			
4.931% - 6.90% due 4/06/2013		3,750	3,461,385
=====			
Oil, Gas & Consumable Fuels -- 1.6%			
Big West Oil LLC:			
Delay Draw Term Loan, 5.375%			
due 5/15/2014		219	200,156
Term Loan, 5.50% due 5/15/2014		779	712,556
Carrizo Oil & Gas, Inc. Second Lien Term			
Loan, 9.58% due 7/21/2010		371	345,227
Petroleum Geo-Services ASA Term Loan,			
6.58% due 6/28/2015		1,990	1,847,383
SandRidge Energy, Inc. Term Loan, 8.354%			
due 4/01/2014		2,000	1,810,000
Scorpion Drilling Ltd. Second Lien Term Loan,			
12.406% due 5/08/2014		3,500	3,605,000
Western Refining Inc. Term Loan:			
due 3/15/2014		184	164,389
4.994% due 3/15/2014		1,202	1,081,688
			-----
			9,766,399
=====			
Paper & Forest Products -- 1.5%			
Boise Cascade Holdings LLC First Lien Tranche B			
Term Loan, 7.50% due 2/22/2014		1,500	1,475,625
Verso Paper Holdings LLC Term Loan,			
due 2/01/2013 (c) (g)		8,195	7,252,575
			-----
			8,728,200
=====			
Pharmaceuticals -- 0.4%			

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Cardinal Health 409 Inc. (PTS) Term Loan, due 4/10/2014	2,985	2,462,625
=====		
Real Estate Management & Development -- 1.2%		
Enclave Mortgage B Note Term Loan, 6.14% due 3/01/2012	4,000	3,548,800
Georgian Towers Term Loan, 6.14% due 3/01/2012	4,000	3,464,000
Yellowstone Club First Lien, 5.496% due 10/15/2010	439	390,024
		-----
		7,402,824
=====		
Road & Rail -- 0.6%		
Swift Transportation Co., Inc. Term Loan, due 5/10/2014	4,419	3,407,849
=====		
Software -- 1.1%		
Aspect Software Second Lien Term Loan, 11.50% due 7/05/2012	8,000	6,800,000
=====		
Specialty Retail -- 0.6%		
ADESA, Inc. Term Loan, 7.08% due 10/18/2013	1,990	1,778,065
Burlington Coat Factory Warehouse Corp. Term Loan, 5.34% due 4/15/2013	981	821,924
Claire's Stores Term Loan B, 5.994% - 7.58% due 5/24/2014	1,488	1,165,466
		-----
		3,765,455
=====		
Textiles, Apparel & Luxury Goods -- 0.3%		
David's Bridal, Inc. Term Loan B, 6.58% due 1/31/2014	993	858,513
Renfro Corp. Term Loan B, 6.34% - 8.08% due 10/04/2013	742	645,544
		-----
		1,504,057
=====		
Wireless Telecommunication Services -- 1.1%		
Centennial Cellular Operating Co. Term Loan, 5.085% - 6.83% due 2/09/2011	4,750	4,498,250
IPC Systems Tranche B1 Term Loan, 7.093% due 5/25/2014	1,990	1,568,783
NG Wireless Term Loan, 5.87% - 7.59% due 7/31/2014	610	579,144
		-----
		6,646,177
-----		
Total Floating Rate Loan Interests (Cost -- \$350,918,793) -- 51.3%		305,099,542
=====		
Common Stocks	Shares	
=====		
Airlines --0.5%		
Delta Air Lines, Inc. (g)	221,600	2,958,360
=====		
Building Products -- 0.1%		
Neenah Enterprises Inc. (g)	144,858	405,602

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=====		
Capital Markets -- 0.3%		
E*Trade Financial Corp. (b) (g)	484,043	2,066,864
=====		
Chemicals -- 0.1%		
GEO Specialty Chemicals, Inc. (b) (g)	339,340	339,340
GenTek Inc. (b) (g)	403	11,083
		-----
		350,423
=====		

See Notes to Financial Statements.

12 BLACKROCK DEBT STRATEGIES FUND, INC. FEBRUARY 29, 2008

Schedule of Investments (continued) (Percentages shown are based on Net Assets)

Common Stocks	Shares	Value
=====		
Commercial Services & Supplies -- 0.6%		
New Outsourcing Solutions Inc. (g)	90,876	\$ 3,635,030
=====		
Communications Equipment -- 0.6%		
Loral Space & Communications Ltd. (g)	150,354	3,647,588
=====		
Containers & Packaging -- 0.4%		
Smurfit Kappa Plc	36,342	522,412
Viskase Cos., Inc. (g)	1,428,423	1,628,402
		-----
		2,150,814
=====		
Electrical Equipment -- 0.5%		
Medis Technologies Ltd. (g)	286,757	3,105,578
=====		
Hotels, Restaurants & Leisure -- 0.0%		
HRP Corp. Class B (b)	5,000	50
Lodgian, Inc. (g)	27,787	248,693
		-----
		248,743
=====		
Paper & Forest Products -- 0.1%		
Western Forest Products, Inc.		
Restricted Shares (b) (g)	211,149	351,826
=====		
Semiconductors & Semiconductor Equipment -- 0.2%		
Cypress Semiconductor Corp. (g)	48,000	1,043,520
-----		
Total Common Stocks (Cost -- \$28,401,758) -- 3.6%		19,964,348
=====		

Preferred Stocks

=====

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Oil, Gas & Consumable Fuels -- 1.7%		
EXCO Resources Inc., 7% (a) (b)	179	1,969,000
EXCO Resources, Inc., 11% (b)	737	8,107,000
-----		
Total Preferred Stocks		
(Cost -- \$9,160,000) -- 1.7%		10,076,000
=====		

### Warrants (h)

=====		
Building Products -- 0.1%		
Neenah Enterprises Inc.		
(expires 9/30/2013)	130,547	359,004
=====		
Chemicals -- 0.0%		
GenTek Inc. Tranche B		
(expires 11/10/2008)	471	7,159
GenTek Inc. Tranche C		
(expires 11/10/2010)	231	2,772
		-----
		9,931
=====		
Health Care Providers & Services -- 0.0%		
HealthSouth Corp. (expires 1/16/2014)	126,761	31,690
=====		
Media -- 0.0%		
Sirius Satellite Radio, Inc.		
(expires 5/15/2009)	15,000	300
=====		
Wireless Telecommunication		
Services -- 0.1%		
American Tower Corp.		
(expires 8/01/2008)	1,325	715,500
-----		
Total Warrants		
(Cost -- \$870,754) -- 0.2%		1,116,425
=====		

	Beneficial	
Other Interests (i)	Interest	
=====		
Airlines -- 0.1%		
Delta Air Lines, Inc.:		
8.33% Escrow	USD 5,505,000	289,013
10% Escrow	4,200,000	210,000
		-----
		499,013
=====		
Auto Components -- 0.0%		
Cambridge Industries, Inc. (Litigation Trust		
Certificates)	3,614,601	36
=====		
Media -- 0.0%		
Adelphia C.V.U.:		
Escrow	7,500,000	750
Preferred Escrow	5,000	1
Recovery Trust	9,406,019	37,624
Adelphia Recovery Trust Series ACC-6B INT	500,000	50

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	-----
	38,425
-----	
Total Other Interests	
(Cost -- \$30,801) -- 0.1%	537,474
=====	
Total Investments (Cost -- \$927,882,069*) -- 133.3%	791,944,752
Liabilities in Excess of Other Assets -- (33.3%)	(197,740,445)
-----	
Net Assets -- 100.0%	\$ 594,204,307
=====	

See Notes to Financial Statements.

BLACKROCK DEBT STRATEGIES FUND, INC.                      FEBRUARY 29, 2008                      13

Schedule of Investments (concluded)

\* The cost and unrealized appreciation (depreciation) of investments as of February 29, 2008, as computed for federal income tax purposes, were as follows:

Aggregate cost .....	\$ 928,318,442
	=====
Gross unrealized appreciation .....	\$ 15,821,772
Gross unrealized depreciation .....	(152,195,462)
	-----
Net unrealized depreciation .....	\$(136,373,690)
	=====

- (a) Convertible security.
- (b) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration to qualified institutional investors. Unless otherwise indicated, these securities are not considered to be illiquid.
- (c) Represents a pay-in-kind security which may pay interest/dividends in additional face/shares.
- (d) Issuer filed for bankruptcy or is in default of interest payments.
- (e) Floating rate note. Rate is as of report date.
- (f) Represents a step bond; the interest rate shown reflects the effective yield at the time of purchase.
- (g) Non-income producing security.
- (h) Warrants entitle the Fund to purchase a predetermined number of shares of common stock and are non-income producing. The purchase price and number of shares are subject to adjustment under certain conditions until the expiration date.
- (i) Other interests represent beneficial interest in liquidation trusts and other reorganization entities and are non-income producing.
- (j) As a result of bankruptcy proceedings, the company did not repay the principal amount of the security upon maturity. The security is non-income producing.
- (k) All or a portion of security held as collateral in connection with open swaps.
- o For Fund compliance purposes, the Fund's industry classifications refer to any one or more of the industry sub-classifications used by one or more widely recognized market indexes or ratings group indexes, and/or as defined by Fund management. This definition may not apply for purposes of this report, which may combine industry sub-classifications for reporting

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ease. These industry classifications are unaudited.

- o Investments in companies considered to be an affiliate of the Fund, for purposes of Section 2(a)(3) of the Investment Company Act of 1940, were as follows:

Affiliate	Net Activity	Interest Income
BlackRock Liquidity Series, LLC Cash Sweep Series	\$(1,914,750)	\$315,622

- o Forward foreign exchange contracts as of February 29, 2008 were as follows:

Currency Purchased	Currency Sold	Settlement Date	Unrealized Depreciation
USD 4,760,835	EUR 3,247,500	4/23/2008	\$(160,426)
Total Unrealized Depreciation on Forward Foreign Exchange Contracts			\$(160,426)

- o Swaps outstanding as of February 29, 2008 were as follows:

	Notional Amount (000)	Unrealized Appreciation (Depreciation)
Sold credit default protection on D.R. Horton, Inc. and receive 4.65%		
Broker, Lehman Brothers Special Finance Expires March 2009	USD 4,000	\$(9,452)
Sold credit default protection on Ford Motor Co. and receive 3.80%		
Broker, Lehman Brothers Special Finance Expires March 2010	USD 10,000	(1,041,640)
Sold credit default protection on BAA Ferovial Junior Term Loan and receive 2.0%		
Broker, Deutsche Bank AG London Expires June 2012	GBP 900	(157,226)
Sold credit default protection on LCDX Index and receive 2.25%		
Broker, UBS Warburg Expires December 2012	USD 3,500	19,222
Sold credit default protection on LCDX Index Index and receive 2.25%		
Broker, JPMorgan Chase Expires December 2012	USD 3,500	(38,528)



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-----  
 Total \$ (1,227,624)  
 =====

o Currency Abbreviations:

EUR Euro  
 GBP British Pound  
 USD U.S. Dollar

See Notes to Financial Statements.

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Statement of Assets and Liabilities  
 As of February 29, 2008

=====

Assets

-----	
Investments at value -- unaffiliated (cost -- \$927,882,069) ..	\$ 791,944,752
Cash .....	4,645,176
Foreign currency at value (cost -- \$143,019) .....	146,971
Unrealized appreciation on swaps .....	19,222
Interest receivable .....	16,564,747
Investments sold receivable .....	5,481,356
Swaps receivable .....	138,388
Dividends receivable .....	56,101
Commitment fees receivable .....	5,637
Prepaid expenses and other assets .....	282,978
-----	
Total assets .....	819,285,328
-----	

=====

Liabilities

-----	
Loan payable .....	199,000,000
Unrealized depreciation on forward foreign exchange contracts	160,426
Unrealized depreciation on swaps .....	1,246,846
Swap premiums received .....	550,603
Unrealized depreciation on unfunded loan commitments .....	281,096
Investments purchased payable .....	22,623,136
Income dividends payable .....	415,586
Investment advisory fees payable .....	411,247
Interest on loans payable .....	158,711
Directors payable .....	8,401
Swaps payable .....	8,545
Other affiliates payable .....	4,628
Deferred income .....	13,886
Other accrued expenses payable .....	197,910
-----	
Total liabilities .....	225,081,021
-----	

=====

Net Assets

-----	
Net Assets .....	\$ 594,204,307
=====	

=====

Net Assets Consist of

-----

Par value \$.10 per share (106,735,758 shares issued

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and outstanding) .....	\$ 10,673,576
Paid-in capital in excess of par .....	981,171,129
Undistributed net investment income .....	6,656,691
Accumulated net realized loss .....	(266,705,881)
Net unrealized depreciation .....	(137,591,208)
	-----
Net Assets, \$5.57 net asset value per share of Common Stock ..	\$ 594,204,307
	=====

### Statement of Operations

For the Year Ended February 29, 2008

#### Investment Income

Interest (including \$315,622 from affiliates) .....	\$ 90,520,499
Dividends .....	859,955
Facility and other fees .....	587,736
	-----
Total income .....	91,968,190
	-----

#### Expenses

Investment advisory .....	5,868,680
Borrowing costs .....	391,789
Accounting services .....	224,681
Professional fees .....	162,606
Printing .....	92,124
Custodian .....	59,839
Directors .....	45,427
Registration .....	39,027
Miscellaneous .....	72,913
	-----
Total expenses excluding interest expense .....	6,957,086
Interest expense .....	15,121,886
	-----
Total expenses .....	22,078,972
	-----
Net investment income .....	69,889,218
	-----

#### Realized and Unrealized Gain (Loss)

##### Net realized gain (loss) from:

Investments .....	(4,796,024)
Swaps .....	1,075,067
Foreign currency .....	(419,022)
	-----
	(4,139,979)
	-----

##### Net change in unrealized appreciation/depreciation on:

Investments .....	(147,129,470)
Swaps .....	(1,178,758)
Foreign currency .....	(153,137)
Unfunded loan commitments .....	(295,237)
	-----

(148,756,602)

Total realized and unrealized loss .....

(152,896,581)

Net Decrease in Net Assets Resulting from Operations .....

\$ (83,007,363)

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See Notes to Financial Statements.

BLACKROCK DEBT STRATEGIES FUND, INC.                      FEBRUARY 29, 2008                      15

Statements of Changes in Net Assets

	For the Year Ended February 29, 2008	For Year E Februar 200
Increase (Decrease) in Net Assets:		
=====		
Operations		
-----		
Net investment income .....	\$ 69,889,218	\$ 71,63
Net realized loss .....	(4,139,979)	(6,18
Net change in unrealized appreciation/depreciation .....	(148,756,602)	37,84
	-----	-----
Net increase (decrease) in net assets resulting from operations ...	(83,007,363)	103,29
-----		
Dividends to Shareholders from		
-----		
Net investment income .....	(71,016,850)	(69,72
-----		
Capital Share Transactions		
-----		
Net increase in net assets resulting from reinvestment of dividends	2,284,457	3,97
-----		
Net Assets		
-----		
Total increase (decrease) in net assets .....	(151,739,756)	37,53
Beginning of year .....	745,944,063	708,41
	-----	-----
End of year .....	\$ 594,204,307	\$ 745,94
	=====	=====
End of year undistributed net investment income .....	\$ 6,656,691	\$ 6,89
=====		

See Notes to Financial Statements.

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Statement of Cash Flows

For the Year Ended February 29, 2008

=====	
Cash Provided by Operating Activities	
-----	
Net decrease in net assets resulting from operations .....	\$ (8

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Adjustments to reconcile net decrease in net assets resulting from operations to net cash provided by operating activities:

Decrease in receivables .....	
Increase in prepaid expenses and other assets .....	
Decrease in other liabilities .....	
Paid-in-kind income .....	(
Swap premium paid .....	
Swap premium received .....	
Net realized and unrealized loss .....	15
Amortization of premium and discount on investments .....	(
Proceeds from sales and paydowns of long-term securities .....	61
Purchases of long-term securities .....	(51
Net proceeds from sales of short-term investments .....	
Net cash provided by operating activities .....	17

=====  
Cash Used for Financing Activities

Cash receipts from loan .....	31
Cash payments from loan .....	(41
Cash dividends paid .....	(6
Net cash used for financing activities .....	(16

=====  
Cash Impact from Foreign Exchange Fluctuations

Effect of exchange rate changes on cash .....	
---	--

=====  
Cash

Net increase in cash .....	
Cash at beginning of year .....	
Cash and foreign currency at end of year .....	\$

=====  
Cash Flow Information

Cash paid for interest .....	\$ 1
------------------------------	------

=====  
Non-Cash Financing Activities

Capital shares issued in reinvestment of dividends paid to shareholders .....	\$
---	----

See Notes to Financial Statements.

BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

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Financial Highlights

For the  
Year Ended

For th  
Feb

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February 29, -----  
2008 2007

Per Share Operating Performance

Net asset value, beginning of year .....	\$ 7.01	\$ 6.69	\$
Net investment income 1 .....	.66	.68	
Net realized and unrealized gain (loss) .....	(1.43)	.28	
Net increase (decrease) from investment operations .....	(.77)	.96	
Dividends from net investment income .....	(.67)	(.64)	
Recovery of previously expensed offering costs (capital write-off) resulting from the issuance of Common Stock .....	--	--	
Net asset value, end of year .....	\$ 5.57	\$ 7.01	\$
Market price, end of year .....	\$ 5.43	\$ 7.28	\$

Total Investment Return 3

Based on net asset value .....	(11.72%)	15.35%
Based on market price .....	(17.13%)	18.37%

Ratios to Average Net Assets

Total expenses, excluding interest expense .....	.99%	.99%
Total expenses .....	3.13%	3.16%
Net investment income .....	9.90%	9.97%

Supplemental Data

Net assets, end of year (000) .....	\$594,204	\$745,944	\$7
Portfolio turnover .....	51%	65%	
Amount of loan outstanding, end of year (000) .....	\$199,000	\$298,600	\$2
Average amount of loan outstanding during the year (000) .....	\$272,846	\$283,906	\$2
Asset coverage, end of year, per \$1,000 of loan outstanding .....	\$ 3,986	\$ 3,498	\$

1 Based on average shares outstanding.

2 Amount is less than \$.01 per share.

3 Total investment returns based on market value, which can be significantly greater or lesser than the net asset value, may result in substantially different returns. Total investment returns exclude the effect of sales charges.

See Notes to Financial Statements.

## Notes to Financial Statements

## 1. Significant Accounting Policies:

BlackRock Debt Strategies Fund, Inc. (the "Fund") is registered under the Investment Company Act of 1940, as amended (the "1940 Act"), as a diversified, closed-end management investment company. The Fund's financial statements are prepared in conformity with accounting principles generally accepted in the United States of America, which may require the use of management accruals and estimates. Actual results may differ from these estimates. The Fund determines and makes available for publication the net asset value of its Common Stock on a daily basis.

The following is a summary of significant accounting policies followed by the Fund:

**Valuation of Investments:** The Fund values most of its corporate bond investments on the basis of last available bid price or current market quotations provided by dealers or pricing services selected under the supervision of the Fund's Board of Directors (the "Board"). In determining the value of a particular investment, pricing services may use certain information with respect to transactions in such investments, quotations from dealers, market transactions in comparable investments, various relationships observed in the market between investments, and calculated yield measures based on valuation technology commonly employed in the market for such investments.

Floating rate loans are valued in accordance with guidelines established by the Board. Floating rate loan interests are valued at the mean between the last available bid prices from one or more brokers or dealers as obtained from Loan Pricing Corporation ("LPC"). For the limited number of floating rate loans for which no reliable price quotes are available, such floating rate loans may be valued by LPC through the use of pricing matrixes to determine valuations. If the pricing service does not provide a value for floating rate loans, BlackRock Advisors, LLC (the "Advisor"), an indirect, wholly owned subsidiary of BlackRock, Inc., will value the floating rate loans at fair value, which is intended to approximate market value.

Equity investments traded on a national securities exchange or on the NASDAQ Global Market System are valued at the last reported sale price that day or the NASDAQ official closing price, if applicable. Equity investments traded on a national securities exchange for which there were no sales on that day and equity investments traded on other over-the-counter ("OTC") markets for which market quotations are readily available are valued at the last available bid price. Effective September 4, 2007, exchanged-traded options are valued at the mean between the last bid and ask prices at the close of the options market in which the options trade and previously were valued at the last sales price as of the close of the options trading on applicable exchanges. OTC options quotations are provided by dealers or pricing services selected under the supervision of the Board. Considerations utilized by dealers or pricing services in valuing OTC options include, but are not limited to, volatility factors of the underlying security, price movement of the underlying security in relation to the strike price and the time left until expiration of the option. Swap agreements are valued by quoted fair values received daily by the Fund's pricing service. Short-term securities may be valued at amortized cost.

In the event that application of these methods of valuation results in a price for an investment which is deemed not to be representative of the market value of such investment, the investment will be valued by, under the direction of, or

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in accordance with, a method approved by the Board as reflecting fair value ("Fair Value Assets"). When determining the price for Fair Value Assets, the Advisor and/or sub-advisor seeks to determine the price that the Fund might reasonably expect to receive from the current sale of that asset in an arm's-length transaction. Fair value determinations shall be based upon all available factors that the Advisor and/or sub-advisor deems relevant. The pricing of all Fair Value Assets is subsequently reported to the Board or a committee thereof.

Generally, trading in foreign securities is substantially completed each day at various times prior to the close of business on the New York Stock Exchange ("NYSE"). The values of such securities used in computing the net assets of the Fund are determined as of such times. Foreign currency exchange rates will be determined as of the close of business on the NYSE. Occasionally, events affecting the values of such securities and such exchange rates may occur between the times at which they are determined and the close of business on the NYSE that may not be reflected in the computation of the Fund's net assets. If events (for example, a company announcement, market volatility or a natural disaster) occur during such periods that are expected to materially affect the value of such securities, those securities will be valued at their fair value as determined in good faith by the Board or by the Advisor using a pricing service and/or procedures approved by the Board.

**Floating Rate Loans:** The Fund invests in floating rate loans, which are generally non-investment grade, made by banks, other financial institutions and privately and publicly offered corporations. Floating rate loans generally pay interest at rates that are periodically determined by reference to a base lending rate plus a premium. The base lending rates are generally (i) the lending rate offered by one or more European banks, such as LIBOR (London InterBank Offered Rate), (ii) the prime rate offered by one or more U.S. banks or (iii) the certificate of deposit rate. The Fund considers these investments to be investments in debt securities for purposes of its investment policies.

The Fund earns and/or pays facility and other fees on floating rate loans. Other fees earned/paid include commitment, amendment, consent, commissions and prepayment penalty fees. Facility, amendment and consent fees are typically amortized as premium and/or accreted as discount over the term of the loan. Commitment, commission and various other fees are recorded as income. Prepayment penalty fees are recorded as gains or losses. When the Fund buys a floating rate loan it may receive a facility fee and when it sells a floating rate loan it may pay a facility fee. On an

BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

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### Notes to Financial Statements (continued)

ongoing basis, the Fund may receive a commitment fee based on the undrawn portion of the underlying line of credit portion of a floating rate loan. In certain circumstances, the Fund may receive a prepayment penalty fee upon the prepayment of a floating rate loan by a borrower. Other fees received by the Fund may include covenant waiver fees and covenant modification fees.

The Fund may invest in multiple series or tranches of a loan. A different series or tranche may have varying terms and carry different associated risks.

Floating rate loans are usually freely callable at the issuer's option. The Fund may invest in such loans in the form of participations in loans ("Participations") and assignments of all or a portion of loans from third parties. Participations typically will result in the Fund having a contractual relationship only with the lender, not with the borrower. The Fund will have the

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right to receive payments of principal, interest and any fees to which it is entitled only from the lender selling the Participation and only upon receipt by the lender of the payments from the borrower.

In connection with purchasing Participations, the Fund generally will have no right to enforce compliance by the borrower with the terms of the loan agreement relating to the loans, nor any rights of offset against the borrower, and the Fund may not benefit directly from any collateral supporting the loan in which it has purchased the Participation.

As a result, the Fund will assume the credit risk of both the borrower and the lender that is selling the Participation. The Fund's investments in loan participation interests involve the risk of insolvency of the financial intermediaries who are parties to the transactions. In the event of the insolvency of the lender selling the Participation, the Fund may be treated as a general creditor of the lender and may not benefit from any offset between the lender and the borrower.

**Preferred Stock:** The Fund may invest in preferred stocks. Preferred stock has a preference over common stock in liquidation (and generally in receiving dividends as well) but is subordinated to the liabilities of the issuer in all respects. As a general rule, the market value of preferred stock with a fixed dividend rate and no conversion element varies inversely with interest rates and perceived credit risk, while the market price of convertible preferred stock generally also reflects some element of conversion value. Because preferred stock is junior to debt securities and other obligations of the issuer, deterioration in the credit quality of the issuer will cause greater changes in the value of a preferred stock than in a more senior debt security with similar stated yield characteristics. Unlike interest payments on debt securities, preferred stock dividends are payable only if declared by the issuer's board of directors. Preferred stock also may be subject to optional or mandatory redemption provisions.

**Derivative Financial Instruments:** The Fund may engage in various portfolio investment strategies both to increase the return of the Fund and to hedge, or protect, its exposure to interest rate movements and movements in the securities markets. Losses may arise if the value of the contract decreases due to an unfavorable change in the price of the underlying security, or if the counterparty does not perform under the contract.

- o Credit default swaps -- The Fund may invest in credit default swaps, which are OTC contracts in which one party pays fixed periodic payments to a counterparty in consideration for a guarantee from the counterparty to make a specific payment should a negative credit event take place. These periodic payments received or made by the Fund are recorded in the accompanying Statement of Operations as realized gains or losses, respectively. Gains or losses are also realized upon termination of the swap agreements. Swaps are marked-to-market daily and changes in value are recorded as unrealized appreciation (depreciation). Risks arise from the possible inability of the counterparties to meet the terms of their contracts. The Fund is exposed to credit loss in the event of non-performance by the other party to the swap.

The Fund may utilize credit default swaps for the purpose of reducing the interest rate sensitivity of the portfolio and decreasing the Fund's exposure to interest rate risk.

- o Forward foreign exchange contracts -- The Fund may enter into forward foreign exchange contracts as a hedge against either specific transactions or portfolio positions. Forward currency contracts, when used by the Fund, help manage the overall exposure to the foreign backing some of the investments help by the Fund. The contract is marked-to-market daily and



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the change in market value is recorded by the Fund as an unrealized gain or loss. When the contract is closed, the Fund records a realized gain or loss equal to the difference between the value at the time it was opened and the value at the time it was closed.

**Foreign Currency Transactions:** Foreign currency amounts are translated into United States dollars on the following basis: (i) market value of investment securities, assets and liabilities at the current rate of exchange; and (ii) purchases and sales of investment securities, income and expenses at the rates of exchange prevailing on the respective dates of such transactions.

The Fund reports foreign currency related transactions as components of realized gains for financial reporting purposes, whereas such components are treated as ordinary income for federal income tax purposes.

**Income Taxes:** It is the Fund's policy to comply with the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute substantially all of its taxable income to its shareholders. Therefore, no federal income tax provision is required. Under the applicable foreign tax laws, a withholding tax may be imposed on interest, dividends and capital gains at various rates.

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BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

Notes to Financial Statements (continued)

Effective August 31, 2007, the Fund implemented Financial Accounting Standards Board ("FASB") Interpretation No. 48, "Accounting for Uncertainty in Income Taxes -- an interpretation of FASB Statement No. 109" ("FIN 48"). FIN 48 prescribes the minimum recognition threshold a tax position must meet in connection with accounting for uncertainties in income tax positions taken or expected to be taken by an entity, including investment companies, before being measured and recognized in the financial statements. The Advisor has evaluated the application of FIN 48 to the Fund, and has determined that the adoption of FIN 48 did not have a material impact on the Fund's financial statements. The Fund files U.S. federal and various state and local tax returns. No income tax returns are currently under examination. The statute of limitations on the Fund's U.S. federal tax returns remain open for the years ended February 28, 2005 through February 28, 2007. The statutes of limitations on the Fund's state and local tax returns may remain open for an additional year depending upon the jurisdiction.

**Investment Transactions and Investment Income:** Investment transactions are recorded on the dates the transactions are entered into (the trade dates). Realized gains and losses on security transactions are determined on the identified cost basis. Dividend income is recorded on the ex-dividend dates. Interest income is recognized on the accrual basis. The Fund amortizes all premiums and discounts on debt securities.

**Dividends and Distributions:** Dividends from net investment income are declared and paid monthly. Distributions of capital gains are recorded on the ex-dividend dates.

**Recent Accounting Pronouncements:** In September 2006, Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("FAS 157"), was issued and is effective for fiscal years beginning after November 15, 2007. FAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The impact on the Fund's financial statement disclosures, if any, is currently being assessed.

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In addition, in February 2007, Statement of Financial Accounting Standards No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("FAS 159"), was issued and is effective for fiscal years beginning after November 15, 2007. FAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. FAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. The impact on the Fund's financial statement disclosure, if any, is currently being assessed.

**Segregation:** In cases in which the 1940 Act and the interpretive positions of the Securities and Exchange Commission ("SEC") require that the Fund segregate assets in connection with certain investments (e.g., swaps), the Fund will, consistent with certain interpretive letters issued by the SEC, designate on its books and records cash or other liquid debt securities having a market value at least equal to the amount that would otherwise be required to be physically segregated.

**Deferred Compensation and BlackRock Closed-End Share Equivalent Investment Plan:** Under the deferred compensation plan approved by the Fund's Board, non-interested Directors ("Independent Directors") defer a portion of their annual complex-wide compensation. Deferred amounts earn an approximate return as though equivalent dollar amounts had been invested in common shares of other certain BlackRock Closed-End Funds selected by the Independent Directors. This has approximately the same economic effect for the Independent Directors as if the Independent Directors had invested the deferred amounts directly in other certain BlackRock Closed-End Funds.

The deferred compensation plan is not funded and obligations thereunder represent general unsecured claims against the general assets of the Fund. Each Fund may, however, elect to invest in common shares of other certain BlackRock Closed-End Funds selected by the Independent Directors in order to match its deferred compensation obligations. Investments to cover the Fund's deferred compensation liability are included in other assets on the Statement of Assets and Liabilities.

**Other:** Expenses that are directly related to one of the Funds are charged to that Fund. Other operating expenses are pro-rated to certain Funds on the basis of relative net assets.

### 2. Investment Advisory Agreement and Other Transactions with Affiliates:

The Fund has entered into an Investment Advisory Agreement with the Advisor to provide investment advisory and administration services. Merrill Lynch & Co., Inc. ("Merrill Lynch") and The PNC Financial Services Group, Inc. are principal owners of BlackRock, Inc.

The Advisor is responsible for the management of the Fund's portfolio and provides the necessary personnel, facilities, equipment and certain other services necessary to the operations of the Fund. For such services, the Fund pays the Advisor a monthly fee at an annual rate of 0.60% of the average daily value of the Fund's net assets plus the proceeds of any outstanding borrowings used for leverage. In addition, the Advisor has entered into a sub-advisory agreement with BlackRock Financial Management, Inc. ("BFM"), an affiliate of the Advisor, under which the Advisor pays BFM for services it provides a monthly fee that is a percentage of the management fee paid by the Fund to the Advisor. For the year ended February 29, 2008, the Fund reimbursed the Advisor \$12,728 for certain accounting services, which are included in accounting services expenses in the Statement of Operations.

Certain officers and/or directors of the Fund are officers and/or directors of

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BlackRock, Inc. or its affiliates.

BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

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Notes to Financial Statements (continued)

### 3. Investments:

Purchases and sales (including paydowns) of investments, excluding short-term securities, for the year ended February 29, 2008 were \$496,066,365 and \$613,647,072, respectively.

### 4. Capital Stock Transactions:

The Fund is authorized to issue 200,000,000 shares of capital stock, par value \$0.10, all of which were initially classified as Common Stock. The Board is authorized, however, to classify and reclassify any unissued shares of capital stock without approval of the holders of Common Stock.

Shares issued and outstanding during the years ended February 29, 2008 and February 28, 2007 increased by 332,989 and 579,550, respectively, as a result of dividend reinvestment.

### 5. Commitments:

The Fund may invest in floating rate loans. In connection with these investments, the Fund may, with its Advisor, also enter into unfunded corporate loans ("commitments"). Commitments may obligate the Fund to furnish temporary financing to a borrower until permanent financing can be arranged. At February 29, 2008, the Fund had outstanding commitments of approximately \$2,835,000. In connection with these commitments, the Fund earns a commitment fee, typically set as a percentage of the commitment amount. Such fee income, which is classified in the Statement of Operations as facility and other fees, is recognized ratably over the commitment period. As of February 29, 2008, the Fund had the following unfunded loan commitments:

Borrower	Unfunded Commitment (000)	Value of Underlying Loans (000)
Big West Oil .....	\$744	\$681
Community Health .....	\$144	\$132
Las Vegas Sands .....	\$800	\$711
MEG Energy Corp. ....	\$839	\$757
NG Wireless .....	\$140	\$133
Univision Communications, Inc. ....	\$168	\$140

### 6. Short-Term Borrowings:

The Fund is a party to a revolving credit and security agreement funded by a commercial paper asset securitization program with Citicorp North America, Inc. ("Citicorp"), as Agent, certain secondary backstop lenders, and certain asset securitization conduits as lenders (the "Lenders"). On May 16, 2007, the agreement was renewed for one year and has a maximum limit of \$370,000,000. Under the Citicorp administered program, the conduits will fund advances to the Fund through highly rated commercial paper. The Fund has granted a security interest in substantially all of its assets to, and in favor of, the Lenders as

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security for its obligations to the Lender. The interest rate on the Fund's borrowings is based on the interest rate carried by the commercial paper plus a program fee. In addition the Fund pays a liquidity fee to the secondary backstop lenders and the agent. The weighted average annual interest rate was 5.54% for the year ended February 29, 2008.

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Notes to Financial Statements (concluded)

### 7. Distribution to Shareholders:

No provision is made for U.S. federal income taxes as it is the Fund's intention to continue to qualify for and elect the tax treatment applicable to regulated investment companies under Subchapter M of the Internal Revenue Code of 1986, as amended, and to make the requisite distributions to their respective shareholders, which will be sufficient to relieve them from federal income and excise taxes.

Reclassifications: U.S. generally accepted accounting principles require that certain components of net assets be adjusted to reflect permanent differences between financial and tax reporting. Accordingly, during the current year, \$51,081,498 has been reclassified between paid-in capital in excess of par and accumulated net realized capital losses, and \$890,224 has been reclassified between accumulated net realized capital losses and undistributed net investment income as a result of permanent differences attributable to expiration of capital loss carryforwards, amortization methods on fixed income securities, foreign currency transactions, and swap agreements. These reclassifications have no effect on net assets or net asset values per share.

The tax character of distributions paid during the fiscal years ended February 29, 2008 and February 28, 2007 was as follows:

	2/29/2008	2/28/2007
-----		
Distributions paid from:		
Ordinary income .....	\$71,016,850	\$69,729,202
	-----	-----
Total taxable distributions .....	\$71,016,850	\$69,729,202
	=====	=====

As of February 29, 2008, the components of accumulated losses on a tax basis were as follows:

Undistributed net ordinary income .....	\$ 6,446,869	
Undistributed net long-term capital gains .....		--
		-----
Total undistributed net earnings .....	6,446,869	
Capital loss carryforward .....	(259,454,191) *	
Net unrealized losses .....	(144,633,076) **	
		-----
Total net accumulated losses .....	\$ (397,640,398)	
		=====

\* On February 29, 2008, the Fund had a net capital loss carryforward of \$259,454,191, of which \$21,442,332 expires in 2009, \$90,564,493 expires in 2010, \$85,285,305 expires in 2011, \$17,223,475 expires in 2012, \$21,126,025 expires in 2013, \$20,233,987 expires in 2014 and \$3,578,574

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expires in 2015. This amount will be available to offset like amounts of any future taxable gains.

\*\* The difference between book-basis and tax-basis net unrealized losses is attributable primarily to the tax deferral of losses on wash sales, the difference between book and tax amortization methods for premiums and discounts on fixed income securities, book/tax differences in the accrual of income on securities in default, the deferral of post-October capital losses for tax purposes, the realization for tax purposes of unrealized gains (losses) on certain foreign currency contracts, the accounting for swap agreements and book/tax differences on investments in passive foreign investment companies.

### 8. Subsequent Event:

The Fund paid an ordinary income dividend in the amount of \$0.053000 per share on March 31, 2008 to shareholders of record on March 14, 2008.

BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

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### Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of  
BlackRock Debt Strategies Fund, Inc.:

We have audited the accompanying statement of assets and liabilities of BlackRock Debt Strategies Fund, Inc. (the "Fund") including the schedule of investments, as of February 29, 2008, and the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of February 29, 2008, by correspondence with the custodian and financial intermediaries; where replies were not received from financial intermediaries, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of BlackRock Debt Strategies Fund, Inc. as of February 29, 2008, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

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Deloitte & Touche LLP  
Princeton, New Jersey  
April 29, 2008

## Important Tax Information (Unaudited)

The following information is provided with respect to the ordinary income distributions paid by BlackRock Debt Strategies Fund, Inc. for the fiscal year ended February 29, 2008:

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### Interest-Related Dividends for Non-U.S. Residents\*

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Month(s) Paid:	March 2007 .....	73.18%
	April 2007 .....	80.75%
	May 2007 - January 2008 .....	86.27%
	February 2008 .....	78.96%

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\* Represents the portion of the taxable ordinary income dividends eligible for exemption from U.S. withholding tax for nonresident aliens and foreign corporations.

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## Automatic Dividend Reinvestment Plan

How the Plan Works -- The Fund offers a Dividend Reinvestment Plan (the "Plan") under which income and capital gains dividends paid by the Fund are automatically reinvested in additional shares of Common Stock of the Fund. The Plan is administered on behalf of the shareholders by The Bank of New York Mellon (the "Plan Agent"). Under the Plan, whenever the Fund declares a dividend, participants in the Plan will receive the equivalent in shares of Common Stock of the Fund. The Plan Agent will acquire the shares for the participant's account either (i) through receipt of additional unissued but authorized shares of the Fund ("newly issued shares") or (ii) by purchase of outstanding shares of Common Stock on the open market on the New York Stock Exchange or elsewhere. If, on the dividend payment date, the Fund's net asset value per share is equal to or less than the market price per share plus estimated brokerage commissions (a condition often referred to as a "market premium"), the Plan Agent will invest the dividend amount in newly issued shares. If the Fund's net asset value per share is greater than the market price per share (a condition often referred to as a "market discount"), the Plan Agent will invest the dividend amount by purchasing on the open market additional shares. If the Plan Agent is unable to invest the full dividend amount in open market purchases, or if the market discount shifts to a market premium during the purchase period, the Plan Agent will invest any uninvested portion in newly issued shares. The shares acquired are credited to each shareholder's account. The amount credited is determined by dividing the dollar amount of the dividend by either (i) when the shares are newly issued, the net asset value per share on the date the shares are issued or (ii) when shares are purchased in the open market, the average purchase price per share.

Participation in the Plan -- Participation in the Plan is automatic, that is, a shareholder is automatically enrolled in the Plan when he or she purchases shares of Common Stock of the Fund unless the shareholder specifically elects not to participate in the Plan. Shareholders who elect not to participate will receive all dividend distributions in cash. Shareholders who do not wish to participate in the Plan must advise the Plan Agent in writing (at the address set forth below) that they elect not to participate in the Plan. Participation

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in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by writing to the Plan Agent.

Benefits of the Plan -- The Plan provides an easy, convenient way for shareholders to make additional, regular investments in the Fund. The Plan promotes a long-term strategy of investing at a lower cost. All shares acquired pursuant to the Plan receive voting rights. In addition, if the market price plus commissions of the Fund's shares is above the net asset value, participants in the Plan will receive shares of the Fund for less than they could otherwise purchase them and with a cash value greater than the value of any cash distribution they would have received. However, there may not be enough shares available in the market to make distributions in shares at prices below the net asset value. Also, since the Fund does not redeem shares, the price on resale may be more or less than the net asset value.

Plan Fees -- There are no enrollment fees or brokerage fees for participating in the Plan. The Plan Agent's service fees for handling the reinvestment of distributions are paid for by the Fund. However, brokerage commissions may be incurred when the Fund purchases shares on the open market and shareholders will pay a pro rata share of any such commissions.

Tax Implications -- The automatic reinvestment of dividends and distributions will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such dividends. Therefore, income and capital gains may still be realized even though shareholders do not receive cash. Participation in the Plan generally will not affect the tax-exempt status of exempt interest dividends paid by the Fund. If, when the Fund's shares are trading at a market premium, the Fund issues shares pursuant to the Plan that have a greater fair market value than the amount of cash reinvested, it is possible that all or a portion of the discount from the market value (which may not exceed 5% of the fair market value of the Fund's shares) could be viewed as a taxable distribution. If the discount is viewed as a taxable distribution, it is also possible that the taxable character of this discount would be allocable to all the shareholders, including shareholders who do not participate in the Plan. Thus, shareholders who do not participate in the Plan might be required to report as ordinary income a portion of their distributions equal to their allocable share of the discount.

Contact Information -- All correspondence concerning the Plan, including any questions about the Plan, should be directed to the Plan Agent at The Bank of New York Mellon, One Wall Street, New York, NY 10286, Telephone: (800) 432-8224.

BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

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Officers and Directors

Name, Address and Year of Birth	Position(s) Held with Fund	Length of Time Served as a Director**	Principal Occupation(s) During Past 5 Years	Num Bla Adv and Ove
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Non-Interested Directors*				
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G. Nicholas Beckwith, III 40 East 52nd Street New York, NY 10022	Director	Since 2007	Chairman and Chief Executive Officer, Arch Street Management, LLC (Beckwith Family Foundation) and various	112 109

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Beckwith property companies since 2005; Chairman of the Board of Directors, University of Pittsburgh Medical Center since 2002; Board of Directors, Shady Side Hospital Foundation since 1977; Board of Directors, Beckwith Institute for Innovation In Patient Care since 1991; Member, Advisory Council on Biology and Medicine, Brown University since 2002; Trustee, Claude Worthington Benedum Foundation (charitable foundation) since 1989; Board of Trustees, Chatham College since 1981; Board of Trustees, University of Pittsburgh since 2002; Emeritus Trustee, Shady Side Academy since 1977; Formerly Chairman and Manager, Penn West Industrial Trucks LLC (sales, rental and servicing of material handling equipment) from 2005 to 2007; Formerly Chairman, President and Chief Executive Officer, Beckwith Machinery Company (sales, rental and servicing of construction and equipment) from 1985 to 2005; Formerly Board of Directors, National Retail Properties (REIT) from 2006 to 2007.

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Richard E. Cavanagh 40 East 52nd Street New York, NY 10022 1946	Director and Chairman of the Board of Directors	Since 2007	Trustee, Aircraft Finance Trust since 1999; Director, The Guardian Life Insurance Company of America since 1998; Chairman and Trustee, Educational Testing Service since 1997; Director, The Fremont Group since 1996; Formerly President and Chief Executive Officer of The Conference Board, Inc. (global business research organization) from 1995 to 2007.	113 110
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Kent Dixon 40 East 52nd Street New York, NY 10022 1937	Director and Member of the Audit Committee	Since 2007	Consultant/Investor since 1988.	113 110
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Frank J. Fabozzi 40 East 52nd Street New York, NY 10022 1948	Director and Member of the Audit Committee	Since 2007	Consultant/Editor of The Journal of Portfolio Management since 2006; Professor in the Practice of Finance and Becton Fellow, Yale University, School of Management, since 2006; Formerly Adjunct Professor of Finance and Becton Fellow, Yale University from 1994 to 2006.	113 110
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Kathleen F. Feldstein 40 East 52nd Street New York, NY 10022 1941	Director	Since 2007	President of Economics Studies, Inc. (private economic consulting firm) since 1987; Chair, Board of Trustees, McLean Hospital since 2000; Member of the Board of Partners Community Healthcare, Inc. since 2005; Member of the Board of Partners HealthCare since	113 110
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1995; Member of the Board of Sherrill House (health care) since 1990; Trustee, Museum of Fine Arts, Boston since 1992; Member of the Visiting Committee to the Harvard University Art Museum since 2003; Trustee, The Committee for Economic Development (research organization) since 1990; Member of the Advisory Board to the International School of Business, Brandeis University since 2002; Formerly Director of Bell South (communications) from 1998 to 2006; Formerly Director of Ionics (water purification) from 1992 to 2005; Formerly Director of John Hancock Financial Services from 1994 to 2003; Formerly Director of Knight Ridder (media) from 1998 to 2006.

James T. Flynn 40 East 52nd Street New York, NY 10022 1939	Director and Member of the Audit Committee	Since 2007	Formerly Chief Financial Officer of JP Morgan & Co., Inc. from 1990 to 1995.	112 109
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BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

Officers and Directors (continued)

Name, Address and Year of Birth	Position(s) Held with Fund	Length of Time Served as a Director**	Principal Occupation(s) During Past 5 Years	Num Bl Adv and Ove
Non-Interested Directors* (concluded)				
Jerrold B. Harris 40 East 52nd Street New York, NY 10022 1942	Director	Since 2007	Trustee, Ursinus College since 2000; Director, Troemner LLC (scientific equipment) since 2000.	112 109
R. Glenn Hubbard 40 East 52nd Street New York, NY 10022 1958	Director	Since 2007	Dean of Columbia Business School since 2004; Columbia faculty member since 1988; Formerly Co-Director of Columbia Business School's Entrepreneurship Program from 1997 to 2004; Visiting Professor at the John F. Kennedy School of Government at Harvard University and the Harvard Business School since 1985 and at the University of Chicago since 1994; Formerly Chairman of the U.S. Council of Economic Advisers under the President of the United States from	113 110

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2001 to 2003.

W. Carl Kester 40 East 52nd Street New York, NY 10022 1951	Director and Member of the Audit Committee	Since 2007	Mizuho Financial Group Professor of Finance, Harvard Business School. Deputy Dean for Academic Affairs since 2006; Unit Head, Finance, Harvard Business School from 2005 to 2006; Senior Associate Dean and Chairman of the MBA Program of Harvard Business School from 1999 to 2005; Member of the faculty of Harvard Business School since 1981; Independent Consultant since 1978.	112 109
Karen P. Robards 40 East 52nd Street New York, NY 10022 1950	Director and Chairperson of the Audit Committee	Since 2007	Partner of Robards & Company, LLC (financial advisory firm) since 1987; Co-founder and Director of the Cooke Center for Learning and Development (a not-for-profit organization) since 1987; Formerly Director of Enable Medical Corp. from 1996 to 2005; Formerly an investment banker at Morgan Stanley from 1976 to 1987.	112 109
Robert S. Salomon, Jr. 40 East 52nd Street New York, NY 10022 1936	Director and Member of the Audit Committee	Since 2007	Formerly Principal of STI Management LLC (investment adviser) from 1994 to 2005.	112 109

\* Directors serve until their resignation, removal or death, or until they turn 72.

\*\* Following the combination of Merrill Lynch Investment Managers, ("BlackRock") in September 2006, the various legacy MLIM and legacy BlackRock realigned and consolidated into three new Fund boards in 2007. A shows certain directors as joining the Fund's board in 2007, though of the board of directors of other legacy MLIM or legacy BlackRock Beckwith, III since 1999; Richard E. Cavanagh since 1994; Kent D since 1988; Kathleen F. Feldstein since 2005; James T. Flynn since 1999; R. Glenn Hubbard since 2004; W. Carl Kester since 1998; Ka Robert S. Salomon, Jr. since 1996.

BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

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Officers and Directors (continued)

Name, Address and Year of Birth	Position(s) Held with Fund	Length of Time Served as a Director	Principal Occupation(s) During Past 5 Years	Num Bla Adv and Ove
Interested Directors*				
Richard S. Davis 40 East 52nd Street New York, NY 10022	Director	Since 2007	Managing Director, BlackRock, Inc. since 2005; Formerly Chief Executive Officer, State Street Research and	185 292

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1945 Management Company from 2000 to 2005; Formerly Chairman of the Board of Trustees, State Street Research Mutual Funds from 2000 to 2005; Formerly Chairman, SSR Realty from 2000 to 2004.

Henry Gabbay 40 East 52nd Street New York, NY 10022 1947	Director	Since 2007	Consultant, BlackRock, Inc. since 2007; Formerly Managing Director, BlackRock, Inc. from 1989 to 2007; Formerly Chief Administrative Officer, BlackRock Advisors, LLC from 1998 to 2007; Formerly President of BlackRock Funds and BlackRock Bond Allocation Target Shares from 2005 to 2007; Formerly Treasurer of certain closed-end funds in the BlackRock fund complex from 1989 to 2006.	184 291
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\* Messrs. Davis and Gabbay are both "interested persons," as defined in Section 17(b) of the Investment Company Act of 1940, of the Fund based on their positions with BlackRock, Inc. until their resignation, removal or death, or until December 31, 2008.

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Officers and Directors (concluded)

Name, Address and Year of Birth	Position(s) Held with Fund	Length of Time Served	Principal Occupation(s) During Past 5 Years
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Fund Officers\*

Donald C. Burke 40 East 52nd Street New York, NY 10022 1960	Vice President and Treasurer	Since 2007	Managing Director of BlackRock, Inc. since 2007; Formerly Managing Director of Merrill Lynch Investment Managers, L.P. ("MLIM") and First Vice President of MLIM L.P. ("FAM") in 2006; First Vice President and Treasurer thereof from 1999 to 2006 and Vice President thereof from 1997 to 1999.
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Anne F. Ackerley 40 East 52nd Street New York, NY 10022 1962	Vice President	Since 2007	Managing Director of BlackRock, Inc. since 2007; Formerly Chief Operating Officer of Mergers and Acquisitions of BlackRock, Inc. from 1995 to 1997; First Vice President and Chief Operating Officer of BlackRock Income Research of Merrill Lynch & Co., Inc. from 1997 to 2006.
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Neal J. Andrews 40 East 52nd Street New York, NY 10022 1966	Chief Financial Officer	Since 2007	Managing Director of BlackRock, Inc. since 2007; Formerly President and Line of Business Head of Fund Services of BlackRock, Inc. from 1992 to 2006.
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Jay M. Fife 40 East 52nd Street New York, NY 10022 1970	Treasurer	Since 2007	Managing Director of BlackRock, Inc. since 2007; Formerly Assistant Treasurer of the MLIM/FAM advised by BlackRock, Inc. from 2001 to 2007.
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Brian P. Kindelan	Chief	Since 2007	Chief Compliance Officer of the Funds since 2007.
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40 East 52nd Street  
New York, NY 10022  
1959

Compliance  
Officer

Counsel thereof since 2005; Director and Secretary of BlackRock, Inc. from 2001 to 2004 and Vice President of BlackRock, Inc. from 2004 to 2000; Senior Counsel of The PNC Bank Corporation from 1993 to 2000.

Howard Surloff  
40 East 52nd Street  
New York, NY 10022  
1965

Secretary Since 2007

Managing Director of BlackRock, Inc. and General Counsel of BlackRock, Inc. since 2006; Formerly General Counsel of BlackRock Asset Management, L.P. from 1993 to 2006.

\* Officers of the Fund serve at the pleasure of the Board of Directors.

### Custodian

The Bank of New York Mellon  
New York, NY 10286

### Transfer Agent

The Bank of New York Mellon  
New York, NY 10286  
Accounting Agent

State Street Bank and  
Trust Company  
Princeton, NJ 08540

### Independent Registered Public Accounting Firm

Deloitte & Touche LLP  
Princeton, NJ 08540

### Legal Counsel

Skadden, Arps, Slate,  
Meagher & Flom LLP  
New York, NY 10036

BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

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### Additional Information

#### Fund Certification

The Fund listed for trading on the New York Stock Exchange ("NYSE") has filed with the NYSE its annual chief executive officer certification regarding compliance with the NYSE's listing standards. The Fund filed with the Securities and Exchange Commission ("SEC") the certification of its chief executive officer and chief financial officer required by section 302 of the Sarbanes-Oxley Act.

#### Availability of Quarterly Schedule of Investments

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available on the SEC's website at <http://www.sec.gov> and may also be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling (800) SEC-0330. The Fund's Forms N-Q may also be obtained upon request and without charge by calling (800) 441-7762.

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### Electronic Delivery

Electronic copies of most financial reports are available on the Fund's website or shareholders can sign up for e-mail notifications of quarterly statements, annual and semi-annual reports by enrolling in the Fund's electronic delivery program.

### Shareholders Who Hold Accounts with Investment Advisors, Banks or Brokerages:

Please contact your financial advisor to enroll. Please note that not all investment advisors, banks or brokerages may offer this service.

### General Information

The Fund does not make available copies of its Statements of Additional Information because the Fund's shares are not continuously offered, which means that the Statement of Additional Information of the Fund has not been updated after completion of the Fund's offering and the information contained in the Fund's Statement of Additional Information may have become outdated.

During the period, there were no material changes in the Fund's investment objective or policies or to the Fund's character or by-laws that were not approved by the shareholders or in the principal risk factors associated with investment in the Fund. There have been no changes in the persons who are primarily responsible for the day-to-day management of the Fund's portfolio.

The Fund will mail only one copy of shareholder documents, including annual and semi-annual reports and proxy statements, to shareholders with multiple accounts at the same address. This practice is commonly called "householding" and it is intended to reduce expenses and eliminate duplicate mailings of shareholder documents. Mailings of your shareholder documents may be householded indefinitely unless you instruct us otherwise. If you do not want the mailing of these documents to be combined with those for other members of your household, please contact the Fund at (800) 441-7762.

Quarterly performance, semi-annual and annual reports and other information regarding the Fund may be found on BlackRock's website, which can be accessed at <http://www.blackrock.com>. This reference to BlackRock's website is intended to allow investors public access to information regarding the Fund and does not, and is not intended to, incorporate BlackRock's website into this report.

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BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

### Additional Information (concluded)

#### BlackRock Privacy Principles

BlackRock is committed to maintaining the privacy of its current and former fund investors and individual clients (collectively, "Clients") and to safeguarding their non-public personal information. The following information is provided to help you understand what personal information BlackRock collects, how we protect that information and why in certain cases we share such information with select parties.

If you are located in a jurisdiction where specific laws, rules or regulations require BlackRock to provide you with additional or different privacy-related rights beyond what is set forth below, then BlackRock will comply with those specific laws, rules or regulations.

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BlackRock obtains or verifies personal non-public information from and about you from different sources, including the following: (i) information we receive from you or, if applicable, your financial intermediary, on applications, forms or other documents; (ii) information about your transactions with us, our affiliates, or others; (iii) information we receive from a consumer reporting agency; and (iv) from visits to our websites.

BlackRock does not sell or disclose to non-affiliated third parties any non-public personal information about its Clients, except as permitted by law or as is necessary to respond to regulatory requests or to service Client accounts. These non-affiliated third parties are required to protect the confidentiality and security of this information and to use it only for its intended purpose.

We may share information with our affiliates to service your account or to provide you with information about other BlackRock products or services that may be of interest to you. In addition, BlackRock restricts access to non-public personal information about its Clients to those BlackRock employees with a legitimate business need for the information. BlackRock maintains physical, electronic and procedural safeguards that are designed to protect the non-public personal information of its Clients, including procedures relating to the proper storage and disposal of such information.

BLACKROCK DEBT STRATEGIES FUND, INC.

FEBRUARY 29, 2008

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This report is transmitted to shareholders only. It is not a prospectus. Past performance results shown in this report should not be considered a representation of future performance. The Fund leverages its Common Stock, which creates risk for Common Stock shareholders, including the likelihood of greater volatility of net asset value and market price of Common Stock shares, and the risk that fluctuations in short-term interest rates may reduce the Common Stock's yield. Statements and other information herein are as dated and are subject to change.

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities is available (1) without charge, upon request, by calling toll-free (800) 441-7762; (2) at [www.blackrock.com](http://www.blackrock.com); and (3) on the Securities and Exchange Commission's website at <http://www.sec.gov>. Information about how the Fund voted proxies relating to securities held in the Fund's portfolio during the most recent 12-month period ended June 30 is available upon request and without charge (1) at [www.blackrock.com](http://www.blackrock.com) or by calling (800) 441-7762 and (2) on the Securities and Exchange Commission's website at <http://www.sec.gov>.

BlackRock Debt Strategies Fund, Inc.  
100 Bellevue Parkway  
Wilmington, DE 19809

BLACKROCK

#DEBT-2/08

Item 2 - Code of Ethics - The registrant (or the "Fund") has adopted a code of ethics, as of the end of the period covered by this report, applicable to the registrant's principal executive officer, principal financial officer and principal accounting officer, or persons performing similar functions. During the period covered by this report, there have been no amendments to or waivers granted under the code of ethics. A copy of the code of ethics is available

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without charge at [www.blackrock.com](http://www.blackrock.com).

- Item 3 - Audit Committee Financial Expert - The registrant's board of directors or trustees, as applicable (the "board of directors") has determined that (i) the registrant has the following audit committee financial experts serving on its audit committee and (ii) each audit committee financial expert is independent:

Kent Dixon (term began effective November 1, 2007)  
Frank J. Fabozzi (term began effective November 1, 2007)  
James T. Flynn (term began effective November 1, 2007)  
Ronald W. Forbes (term ended effective November 1, 2007)  
W. Carl Kester (term began effective November 1, 2007)  
Karen P. Robards (term began effective November 1, 2007)  
Robert S. Salomon, Jr. (term began effective November 1, 2007)  
Richard R. West (term ended effective November 1, 2007)

The registrant's board of directors has determined that W. Carl Kester and Karen P. Robards qualify as financial experts pursuant to Item 3(c)(4) of Form N-CSR.

Prof. Kester has a thorough understanding of generally accepted accounting principles, financial statements and internal control over financial reporting as well as audit committee functions. Prof. Kester has been involved in providing valuation and other financial consulting services to corporate clients since 1978. Prof. Kester's financial consulting services present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the registrant's financial statements.

Ms. Robards has a thorough understanding of generally accepted accounting principles, financial statements and internal control over financial reporting as well as audit committee functions. Ms. Robards has been President of Robards & Company, a financial advisory firm, since 1987. Ms. Robards was formerly an investment banker for more than 10 years where she was responsible for evaluating and assessing the performance of companies based on their financial results. Ms. Robards has over 30 years of experience analyzing financial statements. She also is a member of the audit committee of one publicly held company and a non-profit organization.

Under applicable securities laws, a person determined to be an audit committee financial expert will not be deemed an "expert" for any purpose, including without limitation for the purposes of Section 11 of the Securities Act of 1933, as a result of being designated or identified as an audit committee financial expert. The designation or identification as an audit committee financial expert does not impose on such person any duties, obligations, or liabilities greater than the duties, obligations, and liabilities imposed on such person as a member of the audit committee and board of directors in the absence of such designation or identification.

- Item 4 - Principal Accountant Fees and Services

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(a) Audit Fees

(b) Audit-Related Fees(1)

(c) Tax Fees(2)

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Entity Name	Current Fiscal Year End	Previous Fiscal Year End	Current Fiscal Year End	Previous Fiscal Year End	Current Fiscal Year End	Previous Fiscal Year End
BlackRock Debt Strategies Fund, Inc.	\$46,300	\$45,500	\$0	\$8,000	\$6,100	\$6,100

- 1 The nature of the services include assurance and related services reasonably related to the performance of the audit of financial statements not included in Audit Fees.
- 2 The nature of the services include tax compliance, tax advice and tax planning.
- 3 The nature of the services include a review of compliance procedures and attestation thereto.

(e) (1) Audit Committee Pre-Approval Policies and Procedures:

The registrant's audit committee (the "Committee") has adopted policies and procedures with regard to the pre-approval of services. Audit, audit-related and tax compliance services provided to the registrant on an annual basis require specific pre-approval by the Committee. The Committee also must approve other non-audit services provided to the registrant and those non-audit services provided to the registrant's affiliated service providers that relate directly to the operations and the financial reporting of the registrant. Certain of these non-audit services that the Committee believes are a) consistent with the SEC's auditor independence rules and b) routine and recurring services that will not impair the independence of the independent accountants may be approved by the Committee without consideration on a specific case-by-case basis ("general pre-approval"). The term of any general pre-approval is 12 months from the date of the pre-approval, unless the Committee provides for a different period. Tax or other non-audit services provided to the registrant which have a direct impact on the operation or financial reporting of the registrant will only be deemed pre-approved provided that any individual project does not exceed \$10,000 attributable to the registrant or \$50,000 for all of the registrants the Committee oversees. For this purpose, multiple projects will be aggregated to determine if they exceed the previously mentioned cost levels.

Any proposed services exceeding the pre-approved cost levels will require specific pre-approval by the Committee, as will any other services not subject to general pre-approval (e.g., unanticipated but permissible services). The Committee is informed of each service approved subject to general pre-approval at the next regularly scheduled in-person board meeting. At this meeting, an analysis of such services is presented to the Committee for ratification. The Committee may delegate to one or more of its members the authority to approve the provision of and fees for any specific engagement of permitted non-audit services, including services exceeding pre-approved cost levels.

(e) (2) None of the services described in each of Items 4(b) through (d) were approved by the audit committee pursuant to paragraph (c) (7) (i) (C) of Rule 2-01 of Regulation S-X.

(f) Not Applicable



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(g) Affiliates' Aggregate Non-Audit Fees:

Entity Name	Current Fiscal Year End	Previous Fiscal
BlackRock Debt Strategies Fund, Inc.	\$294,649	\$3,047,01

(h) The registrant's audit committee has considered and determined that the provision of non-audit services that were rendered to the registrant's investment adviser (not including any non-affiliated sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by the registrant's investment adviser), and any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the registrant that were not pre-approved pursuant to paragraph (c) (7) (ii) of Rule 2-01 of Regulation S-X is compatible with maintaining the principal accountant's independence.

Regulation S-X Rule 2-01(c) (7) (ii) - \$287,500, 0%

Item 5 - Audit Committee of Listed Registrants - The following individuals are members of the registrant's separately-designated standing audit committee established in accordance with Section 3(a) (58) (A) of the Exchange Act (15 U.S.C. 78c(a) (58) (A)):

Kent Dixon (term began effective November 1, 2007)  
 Frank J. Fabozzi (term began effective November 1, 2007)  
 James T. Flynn (term began effective November 1, 2007)  
 Ronald W. Forbes (term ended effective November 1, 2007)  
 W. Carl Kester (term began effective November 1, 2007)  
 Cynthia A. Montgomery (term ended effective November 1, 2007)  
 Jean Margo Reid (term ended effective November 1, 2007)  
 Karen P. Robards (term began effective November 1, 2007)  
 Robert S. Salomon, Jr. (term began effective November 1, 2007)  
 Roscoe S. Suddarth (not reappointed to audit committee effective November 1, 2007; retired effective December 31, 2007)  
 Richard R. West (term ended effective November 1, 2007)

Item 6 - Schedule of Investments - The registrant's Schedule of Investments is included as part of the Report to Stockholders filed under Item 1 of this form

Item 7 - Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies - The registrant has delegated the voting of proxies relating to Fund portfolio securities to its investment adviser, BlackRock Advisors, LLC and its sub-adviser, as applicable. The Proxy Voting Policies and Procedures of the adviser and sub-adviser are attached hereto as Exhibit 99.PROXYPOL.

Information about how the Fund voted proxies relating to securities held in the Fund's portfolio during the most recent 12 month period ended June 30 is available without charge (1) at [www.blackrock.com](http://www.blackrock.com) and (2) on the Commission's web site at <http://www.sec.gov>.

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Item 8 - Portfolio Managers of Closed-End Management Investment Companies - as of February 29, 2008.

(a)(1) BlackRock Debt Strategies Fund, Inc. is managed by a team of investment professionals comprised of Mark J. Williams, Managing Director at BlackRock and Kevin J. Booth, CFA, Managing Director at BlackRock. Each is a member of BlackRock's fixed income portfolio management group. Mr. Williams is responsible for setting overall investment strategy and overseeing management of the Fund. Mr. Booth is responsible for the day-to-day management of the Fund's portfolio and the selection of its investments. Mr. Williams has been a member of the Fund's management team since 2006. Mr. Booth has been a member of the Fund's management team since 2005.

Mr. Williams is the head of BlackRock's bank loan group and a member of the Investment Strategy Group. His primary responsibility is originating and evaluating bank loan investments for the firm's collateralized bond obligations. He is also involved in the evaluation and sourcing of mezzanine investments. Prior to joining BlackRock in 1998, Mr. Williams spent eight years with PNC Bank's New York office and was a founding member of the bank's Leveraged Finance Group. In that capacity he was responsible for structuring proprietary middle market leveraged deals and sourcing and evaluating broadly syndicated leveraged loans in the primary and secondary markets for PNC Bank's investment portfolio. From 1984 until 1990, Mr. Williams worked in PNC Bank's Philadelphia office in a variety of marketing and corporate finance positions.

Kevin Booth is co-head of the high yield team within BlackRock's Fixed Income Portfolio Management Group. His primary responsibilities are managing portfolios and directing investment strategy. He specializes in hybrid high yield portfolios, consisting of leveraged bank loans, high yield bonds, and distressed obligations. Prior to joining BlackRock, Mr. Booth was a Managing Director (Global Fixed Income) of Merrill Lynch Investment Managers ("MLIM") in 2006, a Director from 1998 to 2006 and was a Vice President of MLIM from 1991 to 1998. He has been a portfolio manager with BlackRock or MLIM since 1992, and was a member of MLIM's bank loan group from 2000 to 2006.

(a)(2) As of February 29, 2008:

(i) Name of Portfolio Manager	(ii) Number of Other Accounts Managed and Assets by Account Type			(iii) Net Assets
	Other Registered Investment Companies	Other Pooled Investment Vehicles	Other Accounts	Other Registered Investment Companies
Mark Williams	10	18	1	0
	\$3.43 Billion	\$6.39 Billion	\$142.6 Million	\$0
Kevin Booth	24	11	8	0

\$9.89 Billion	\$4.11 Billion	\$1.94 Billion	\$0
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## (iv) Potential Material Conflicts of Interest

BlackRock, Inc. and its affiliates (collectively, herein "BlackRock") has built a professional working environment, firm-wide compliance culture and compliance procedures and systems designed to protect against potential incentives that may favor one account over another. BlackRock has adopted policies and procedures that address the allocation of investment opportunities, execution of portfolio

transactions, personal trading by employees and other potential conflicts of interest that are designed to ensure that all client accounts are treated equitably over time. Nevertheless, BlackRock furnishes investment management and advisory services to numerous clients in addition to the Fund, and BlackRock may, consistent with applicable law, make investment recommendations to other clients or accounts (including accounts which are hedge funds or have performance or higher fees paid to BlackRock, or in which portfolio managers have a personal interest in the receipt of such fees), which may be the same as or different from those made to the Fund. In addition, BlackRock, its affiliates and any officer, director, stockholder or employee may or may not have an interest in the securities whose purchase and sale BlackRock recommends to the Fund. BlackRock, or any of its affiliates, or any officer, director, stockholder, employee or any member of their families may take different actions than those recommended to the Fund by BlackRock with respect to the same securities. Moreover, BlackRock may refrain from rendering any advice or services concerning securities of companies of which any of BlackRock's (or its affiliates') officers, directors or employees are directors or officers, or companies as to which BlackRock or any of its affiliates or the officers, directors and employees of any of them has any substantial economic interest or possesses material non-public information. Each portfolio manager also may manage accounts whose investment strategies may at times be opposed to the strategy utilized for the Fund. In this connection, it should be noted that certain portfolio managers, including Messrs. Booth and Williams, currently manage certain accounts that are subject to performance fees. In addition, certain portfolio managers may assist in managing certain hedge funds and may be entitled to receive a portion of any incentive fees earned on such funds and a portion of such incentive fees may be voluntarily or involuntarily deferred. Additional portfolio managers may in the future manage other such accounts or funds and may be entitled to receive incentive fees.

As a fiduciary, BlackRock owes a duty of loyalty to its clients and must treat each client fairly. When BlackRock purchases or sells securities for more than one account, the trades must be allocated in a manner consistent with its fiduciary duties. BlackRock attempts to allocate investments in a fair and equitable manner among client accounts, with no account receiving preferential treatment. To this end, BlackRock has adopted a policy that is intended to ensure that investment opportunities are allocated fairly and equitably among client accounts over time. This policy also seeks to achieve reasonable efficiency in client transactions and provide BlackRock with sufficient flexibility to allocate investments in a manner that

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is consistent with the particular investment discipline and client base.

(a) (3) As of February 29, 2008:

### Portfolio Manager Compensation Overview

BlackRock's financial arrangements with its portfolio managers, its competitive compensation and its career path emphasis at all levels reflect the value senior management places on key resources. Compensation may include a variety of components and may vary from year to year based on a number of factors. The principal components of compensation include a base salary, a performance-based discretionary bonus, participation in various benefits programs and one or more of the incentive compensation programs established by BlackRock such as its Long-Term Retention and Incentive Plan and Restricted Stock Program.

Base compensation. Generally, portfolio managers receive base compensation based on their seniority and/or their position with the firm. Senior portfolio managers who perform additional management functions within the portfolio management group or within BlackRock may receive additional compensation for serving in these other capacities.

### Discretionary Incentive Compensation

Discretionary incentive compensation is a function of several components: the performance of BlackRock, Inc., the performance of the portfolio manager's group within BlackRock, the investment performance, including risk-adjusted returns, of the firm's assets under management or supervision by that portfolio manager relative to predetermined benchmarks, and the individual's seniority, role within the portfolio management team, teamwork and contribution to the overall performance of these portfolios and BlackRock. In most cases, including for the portfolio managers of the Fund, these benchmarks are the same as the benchmark or benchmarks against which the performance of the Fund or other accounts managed by the portfolio managers are measured. BlackRock's Chief Investment Officers determine the benchmarks against which the performance of funds and other accounts managed by each portfolio manager is compared and the period of time over which performance is evaluated. With respect to the portfolio managers, such benchmarks include the following:

Portfolio Manager	Applicable Benchmarks
Kevin Booth	A combination of market-based indices (e.g., The Lehman Brothers U.S. Corporate High Yield 2% Issuer Cap Index), certain customized indices and certain fund industry peer groups.
Mark Williams	A combination of market-based indices (e.g., Credit Suisse Leveraged Loan Index, LIBOR), certain customized indices and certain fund industry peer groups.

BlackRock's Chief Investment Officers make a subjective

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determination with respect to the portfolio managers' compensation based on the performance of the funds and other accounts managed by each portfolio manager relative to the various benchmarks noted above. Performance is measured on both a pre-tax and after-tax basis over various time periods including 1, 3, 5 and 10-year periods, as applicable.

### Distribution of Discretionary Incentive Compensation

Discretionary incentive compensation is distributed to portfolio managers in a combination of cash and BlackRock, Inc. restricted stock units which vest ratably over a number of years. The BlackRock, Inc. restricted stock units, if properly vested, will be settled in BlackRock, Inc. common stock. Typically, the cash bonus, when combined with base salary, represents more than 60% of total compensation for the portfolio managers. Paying a portion of annual bonuses in stock puts compensation earned by a portfolio manager for a given year "at risk" based on the Company's ability to sustain and improve its performance over future periods.

Other compensation benefits. In addition to base compensation and discretionary incentive compensation, portfolio managers may be eligible to receive or participate in one or more of the following:

Long-Term Retention and Incentive Plan ("LTIP") --The LTIP is a long-term incentive plan that seeks to reward certain key employees. Prior to 2006, the plan provided for the grant of awards that were expressed as an amount of cash that, if properly vested and subject to the attainment of certain performance goals, will be settled in cash and/or in BlackRock, Inc. common stock. Beginning in 2006, awards are granted under the LTIP in the form of BlackRock, Inc. restricted stock units that, if properly vested and subject to the attainment of certain performance goals, will be settled in BlackRock, Inc. common stock. Each portfolio manager has received awards under the LTIP.

Deferred Compensation Program --A portion of the compensation paid to eligible BlackRock employees may be voluntarily deferred into an account that tracks the performance of certain of the firm's investment products. Each participant in the deferred compensation program is permitted to allocate his deferred amounts among various options, including to certain of the firm's hedge funds and other proprietary mutual funds. Each portfolio manager has participated in the deferred compensation program.

Options and Restricted Stock Awards -- A portion of the annual compensation of certain employees is mandatorily deferred into BlackRock restricted stock units. Prior to the mandatory deferral into restricted stock units, the Company granted stock options to key employees, including certain portfolio managers who may still hold unexercised or unvested options. BlackRock, Inc. also granted restricted stock awards designed to reward certain key employees as an incentive to contribute to the long-term success of BlackRock. These awards vest over a period of years. Mr. Williams has been granted stock options and/or restricted stock in prior years.

Incentive Savings Plans -- BlackRock, Inc. has created a variety of incentive savings plans in which BlackRock employees are eligible to participate, including a 401(k) plan, the BlackRock Retirement Savings Plan (RSP), and the BlackRock Employee Stock

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Purchase Plan (ESPP). The employer contribution components of the RSP include a company match equal to 50% of the first 6% of eligible pay contributed to the plan capped at \$4,000 per year, and a company retirement contribution equal to 3% of eligible compensation, plus an additional contribution of 2% for any year in which BlackRock has positive net operating income. The RSP offers a range of investment options, including registered investment companies managed by the firm. Company contributions follow the investment direction set by participants for their own contributions or, absent employee investment direction, are invested into a balanced portfolio. The ESPP allows for investment in BlackRock common stock at a 5% discount on the fair market value of the stock on the purchase date. Annual participation in the ESPP is limited to the purchase of 1,000 shares or a dollar value of \$25,000. Each portfolio manager is eligible to participate in these plans.

- (a) (4) Beneficial Ownership of Securities. As of February 29, 2008, the portfolio managers beneficially owned stock issued by the Fund in the ranges set forth below:

Portfolio Manager	Dollar Range
Kevin Booth	None
Mark Williams	None

- Item 9 - Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers - Not Applicable due to no such purchases during the period covered by this report.
- Item 10 - Submission of Matters to a Vote of Security Holders - The registrant's Nominating and Governance Committee will consider nominees to the Board recommended by shareholders when a vacancy becomes available. Shareholders who wish to recommend a nominee should send nominations which include biographical information and set forth the qualifications of the proposed nominee to the registrant's Secretary. There have been no material changes to these procedures.
- Item 11 - Controls and Procedures
- 11(a) - The registrant's principal executive and principal financial officers or persons performing similar functions have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act")) are effective as of a date within 90 days of the filing of this report based on the evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act and Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended.
- 11(b) - There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

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- Item 12 - Exhibits attached hereto
- 12(a) (1) - Code of Ethics - See Item 2
- 12(a) (2) - Certifications - Attached hereto
- 12(a) (3) - Not Applicable
- 12(b) - Certifications - Attached hereto

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BlackRock Debt Strategies Fund, Inc.

By: /s/ Donald C. Burke

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Donald C. Burke  
Chief Executive Officer of  
BlackRock Debt Strategies Fund, Inc.

Date: April 23, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Donald C. Burke

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Donald C. Burke  
Chief Executive Officer (principal executive officer) of  
BlackRock Debt Strategies Fund, Inc.

Date: April 23, 2008

By: /s/ Neal J. Andrews

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Neal J. Andrews  
Chief Financial Officer (principal financial officer) of  
BlackRock Debt Strategies Fund, Inc.

Date: April 23, 2008