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BLACKROCK MUNIYIELD CALIFORNIA QUALITY FUND, INC.

Form N-CSR

October 01, 2014

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: 811-06692

Name of Fund: BlackRock MuniYield California Quality Fund, Inc. (MCA)

Fund Address: 100 Bellevue Parkway, Wilmington, DE 19809

Name and address of agent for service: John M. Perlowski, Chief Executive Officer, BlackRock MuniYield

California Quality Fund, Inc., 55 East 52<sup>nd</sup> Street, New York, NY 10055

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

Date of fiscal year end: 07/31/2014

Date of reporting period: 07/31/2014

Item 1 Report to Stockholders

ANNUAL REPORT

**BlackRock MuniHoldings Quality Fund II, Inc. (MUE)**

**BlackRock MuniYield California Quality Fund, Inc. (MCA)**

**BlackRock MuniYield Michigan Quality Fund II, Inc. (MYM)**

**BlackRock MuniYield New York Quality Fund, Inc. (MYN)**

**BlackRock MuniYield Quality Fund III, Inc. (MYI)**

**Not FDIC Insured   May Lose Value   No Bank Guarantee**

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## Shareholder Letter

Dear Shareholder,

The latter part of 2013 was a strong period for equities and other risk assets such as high yield bonds, despite the mixed tone of economic and financial news and uncertainty as to when and by how much the U.S. Federal Reserve would begin to gradually reduce (or taper) its asset purchase programs. Stock markets rallied in September when the Fed defied investors' expectations with its decision to delay tapering. The momentum was disrupted temporarily, however, when the U.S. debt ceiling debate led to a partial government shutdown, roiling financial markets globally until a compromise was struck in mid-October. The remainder of 2013 was generally positive for developed market stocks, while fixed income and emerging market investments struggled as Fed tapering became increasingly imminent. When the central bank ultimately announced its tapering plans in mid-December, equity investors reacted positively, as this action signaled the Fed's perception of real improvement in the economy.

Most asset classes continued to move higher in 2014 despite the pull back in Fed stimulus. The year got off to a rocky start, however. A number of emerging economies showed signs of financial stress while facing the broader headwind of diminishing global liquidity. These risks, combined with disappointing U.S. economic data, caused equities to decline in January while bond markets found renewed strength from investors seeking relatively safer assets.

Although these headwinds persisted, equities were back on the rise in February as investors were encouraged by a one-year extension of the U.S. debt ceiling and market-friendly comments from the new Fed Chairwoman, Janet Yellen. While it was clear that U.S. economic data had softened, investors were assuaged by increasing evidence that the trend was temporary and weather-related, and continued to take on risk given expectations that growth would pick up later in the year.

In the months that followed, interest rates trended lower and bond prices climbed higher in the modest growth environment. Financial markets exhibited a remarkably low level of volatility despite rising geopolitical risks and mixed global economic news. Tensions in Russia and Ukraine and signs of decelerating growth in China caused some turbulence, but markets were resilient as investors focused on signs of improvement in the U.S. recovery, stronger corporate earnings and increased merger-and-acquisition activity. Importantly, investors were comforted by comments from the Fed offering reassurance that no changes to short-term interest rates were on the horizon.

In the low-rate environment, investors looked to equities as a source of yield, pushing major indices to record highs. As stock prices moved higher, investors soon became wary of stretched valuations and a new theme emerged in the markets. Stocks that had experienced significant price appreciation in 2013, particularly growth and momentum names, broadly declined as investors fled to stocks with cheaper valuations. This rotation resulted in the strongest performers of 2013 struggling most in 2014, and vice versa. Especially hard hit were U.S. small cap and European stocks where earnings growth had not kept pace with recent market gains. In contrast, emerging market stocks benefited from the trend. As a number of developing countries took steps to stabilize their finances, investors looked past political risks—hardly batting an eye at a military coup in Thailand—and poured back into these attractively priced investments.

Asset prices tend to be more vulnerable to bad news when investors believe valuations are stretched. Consequently, markets came under pressure in July as geopolitical tensions intensified with the tragic downing of a Malaysian civilian airliner over Ukraine, the continued fragmentation of Iraq and a ground war between Israel and Hamas in Gaza. As the period came to a close, financial troubles in Argentina and Portugal as well as new U.S. and European sanctions on Russia were additional headwinds for the markets.

Despite a host of challenges, most asset classes generated solid returns for the six- and 12-month periods ended July 31, 2014, with equities generally outperforming fixed income. Emerging market equities delivered impressive gains. Developed markets also performed well, although small cap stocks lagged due to relatively higher valuations. Most fixed income assets produced positive returns even as the Fed reduced its open-market purchases. Tax-exempt municipal bonds benefited from a favorable supply-and-demand environment. Short-term interest rates remained near zero, keeping yields on money market securities close to historic lows.

At BlackRock, we believe investors need to think globally, extend their scope across a broad array of asset classes and be prepared to move freely as market conditions change over time. We encourage you to talk with your financial advisor and visit [blackrock.com](http://blackrock.com) for further insight about investing in today's world.

Sincerely,

Rob Kapito

President, BlackRock Advisors, LLC

*Asset prices pushed higher over the period despite modest global growth, geopolitical risks and a shift toward tighter U.S. monetary policy.*

Rob Kapito

President, BlackRock Advisors, LLC

**Total Returns as of July 31, 2014**

	<b>6-month</b>	<b>12-month</b>
U.S. large cap equities (S&P 500® Index)	9.44%	16.94%
U.S. small cap equities (Russell 2000® Index)	(0.30)	8.56
International equities (MSCI Europe, Australasia, Far East Index)	7.03	15.07
Emerging market equities (MSCI Emerging Markets Index)	15.70	15.32
3-month Treasury bills (BofA Merrill Lynch 3-Month U.S. Treasury Bill Index)	0.02	0.05
U.S. Treasury securities (BofA Merrill Lynch 10-Year U.S. Treasury Index)	2.71	3.50
U.S. investment-grade bonds (Barclays U.S. Aggregate Bond Index)	2.16	3.97
Tax-exempt municipal bonds (S&P Municipal Bond Index)	4.11	7.38
U.S. high yield bonds  (Barclays U.S. Corporate High Yield 2% Issuer Capped Index)	3.33	8.18

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

THIS PAGE NOT PART OF YOUR FUND REPORT

## Municipal Market Overview

For the Reporting Period Ended July 31, 2014

### Municipal Market Conditions

The latter part of 2013 was a generally negative period for municipal bond performance. Heightened uncertainty as to when the U.S. Federal Reserve would begin to reduce its bond-buying stimulus program (and by how much) caused interest rates to be volatile and generally move higher. (Bond prices fall as rates rise.) Municipal bond mutual funds saw strong outflows through year end when the Fed finally announced its plan to begin the gradual reduction of stimulus in January of 2014. Relieved of anxiety around policy changes, investors again sought the relative safety of municipal bonds in the New Year. Surprisingly, interest rates trended lower in the first half of 2014 even as the Fed pulled back on its open-market bond purchases. Softer U.S. economic data amid one of the harshest winters on record, coupled with reassurance from the Fed that short-term rates would remain low for a considerable amount of time, resulted in stronger demand for fixed income investments, with municipal bonds being one of the stronger performing sectors. Still, for the 12-month period ended July 31, 2014, municipal bond funds saw net outflows of approximately \$35 billion (based on data from the Investment Company Institute).

High levels of interest rate volatility in the latter half of 2013, particularly on the long-end of the curve, resulted in a curtailment of tax-exempt issuance during the period. However, from a historical perspective, total new issuance for the 12 months ended July 31 remained relatively strong at \$303 billion (but meaningfully lower than the \$364 billion issued in the prior 12-month period). A noteworthy portion of new supply during this period was attributable to refinancing activity (roughly 40%) as issuers took advantage of lower interest rates to reduce their borrowing costs.

S&P Municipal Bond Index	
Total Returns as of July 31, 2014	
6 months:	4.11%
12 months:	7.38%

### A Closer Look at Yields

From July 31, 2013 to July 31, 2014, muni yields on AAA-rated 30-year municipal bonds decreased by 90 basis points ( bps ) from 4.20% to 3.30%, while 10-year rates decreased 41 bps from 2.67% to 2.26% on and 5-year rates fell 5 bps from 1.27% to 1.22% (as measured by Thomson Municipal Market Data). Overall, the municipal yield curve remained relatively steep

over the 12-month period even as the spread between 2- and 30-year maturities flattened by 78 bps and the spread between 2- and 10-year maturities flattened by 29 bps.

During the same time period, U.S. Treasury rates fell by 32 bps on 30-year and 2 bps on 10-year bonds, while moving up 37 bps in 5-years. Accordingly, tax-exempt municipal bonds outperformed Treasuries across the yield curve as investors sought to reduce interest rate risk later in the period. On the short and intermediate parts of the curve, the outperformance of municipal bonds versus Treasuries was driven largely by a supply/demand imbalance within the municipal market and a rotation from long-duration assets into short- and intermediate-duration investments, which are less sensitive to interest rate movements. Additionally, municipal bonds benefited from the increased appeal of tax-exempt investing in the new higher tax rate environment. The asset class is known for its lower relative volatility and preservation of principal with an emphasis on income as tax rates rise. The municipal market continues to be an attractive avenue for investors seeking yield in the low-rate environment. However, opportunities have not been as broad-based as in 2011 and 2012, warranting a more tactical approach going forward.

### Financial Conditions of Municipal Issuers Continue to Improve

Following an extended period of nation-wide austerity and de-leveraging as states sought to balance their budgets, 16 consecutive quarters of positive revenue growth coupled with the elimination of more than 750,000 jobs in recent years have put state and local governments in a better financial position. Many local municipalities, however, continue to face increased health care and pension costs passed down from the state level. BlackRock maintains the view that municipal bond defaults will be minimal and remain in the periphery, and that the overall market is fundamentally sound. We continue to recognize that careful credit research, appropriate structure and security selection remain imperative amid uncertainty in a modestly improving economic environment.



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## The Benefits and Risks of Leveraging

The Funds may utilize leverage to seek to enhance the yield and net asset value ( NAV ) of their common shares ( Common Shares ). However, these objectives cannot be achieved in all interest rate environments.

In general, the concept of leveraging is based on the premise that the financing cost of leverage, which will be based on short-term interest rates, will normally be lower than the income earned by a Fund on its longer-term portfolio investments purchased with the proceeds from leverage. 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 shareholders will benefit from the incremental net income. The interest earned on securities purchased with the proceeds from leverage is paid to shareholders in the form of dividends, and the value of these portfolio holdings is reflected in the per share NAV.

To illustrate these concepts, assume a Fund's Common Shares capitalization is \$100 million and it utilizes leverage for an additional \$30 million, creating a total value of \$130 million available for investment in longer-term income securities. If prevailing short-term interest rates are 3% and longer-term interest rates are 6%, the yield curve has a strongly positive slope. In this case, the Fund's financing costs on the \$30 million of proceeds obtained from leverage are based on the lower short-term interest rates. At the same time, the securities purchased by the Fund with the proceeds from leverage earn income based on longer-term interest rates. In this case, the Fund's financing cost of leverage is significantly lower than the income earned on the Fund's longer-term investments acquired from leverage proceeds, and therefore the holders of Common Shares ( Common Shareholders ) are the beneficiaries of the incremental net income.

However, in order to benefit Common Shareholders, the return on assets purchased with leverage proceeds must exceed the ongoing costs associated with the leverage. If interest and other costs of leverage exceed the Fund's return on assets purchased with leverage proceeds, income to shareholders will be lower than if the Fund had not used leverage. Furthermore, the value of the Fund's portfolio investments generally varies inversely with the direction of long-term interest rates, although other factors can influence the value of portfolio investments. In contrast, the value of the Fund's obligations under its leverage arrangement generally does not fluctuate in relation to interest rates. As a result, changes in interest rates can influence the Fund's NAVs positively or negatively. Changes in the future direction of interest rates are very difficult to predict accurately, and there is no assurance that a Fund's intended leveraging strategy will be successful.

Leverage also will generally cause greater changes in the Funds' NAVs, market prices and dividend rates than comparable portfolios without leverage. In a declining market, leverage is likely to cause a greater decline in the net asset value and market price of a Fund's Common Shares than if the Fund were not leveraged. In addition, the Fund may be required to sell portfolio securities at inopportune times or at distressed values in order to comply with regulatory requirements applicable to the use of leverage or as required by the terms of leverage instruments, which may cause the Fund to incur losses. The use of leverage may limit the Fund's ability to invest in certain types of securities or use certain types of hedging strategies. The Fund will incur expenses in connection with the use of leverage, all of which are borne by Common Shareholders and may reduce income to the Common Shares.

To obtain leverage, each Fund has issued Variable Rate Demand Preferred Shares ( VRDP Shares ) or Variable Rate Muni Term Preferred Shares ( VMTP ) (collectively, Preferred Shares ) and/or leveraged its assets through the use of tender option bond trusts ( TOBs ) as described in the Notes to Financial Statements.

Under the Investment Company Act of 1940 (the 1940 Act ), each Fund is permitted to issue debt up to 33 1/3% of its total managed assets or equity securities (e.g., Preferred Shares) up to 50% of its total managed assets. A Fund may voluntarily elect to limit its leverage to less than the maximum amount permitted under the 1940 Act. In addition, a Fund may also be subject to certain asset coverage, leverage or portfolio composition requirements imposed by the Preferred Shares' governing instruments or by agencies rating the Preferred Shares, which may be more stringent than those imposed by the 1940 Act.

If a Fund segregates or designates on its books and records cash or liquid assets having a value not less than the value of the Fund's obligations under the TOB (including accrued interest), a TOB will not be considered a senior security and will not be subject to the foregoing limitations and requirements under the 1940 Act.

## Derivative Financial Instruments

The Funds may invest in various derivative financial instruments, including financial futures contracts, as specified in Note 4 of the Notes to Financial Statements, which may constitute forms of economic leverage. Such derivative financial instruments are used to obtain exposure to a

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security, index and/or market without owning or taking physical custody of securities or to hedge market and/or interest rate risks. Derivative financial instruments involve risks, including the imperfect correlation between the value of a derivative financial instrument and the underlying asset, possible default of the counterparty to the transaction or illiquidity of the derivative financial instrument. The Funds' ability to use a derivative financial instrument successfully depends on the investment advisor's ability to predict pertinent market movements accurately, which cannot be assured. The use of derivative financial instruments may result in losses greater than if they had not been used, may require a Fund to sell or purchase portfolio investments at inopportune times or for distressed values, may limit the amount of appreciation a Fund can realize on an investment, may result in lower dividends paid to shareholders and/or may cause a Fund to hold an investment that it might otherwise sell. The Funds' investments in these instruments are discussed in detail in the Notes to Financial Statements.

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JULY 31, 2014

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## Fund Summary as of July 31, 2014

BlackRock MuniHoldings Quality Fund II,  
Inc.

## Fund Overview

BlackRock MuniHoldings Quality Fund II, Inc.'s (MUE) (the Fund) investment objective is to provide shareholders with current income exempt from federal income taxes. The Fund seeks to achieve its investment objective by investing primarily in long-term, investment grade municipal obligations exempt from federal income taxes (except that the interest may be subject to the federal alternative minimum tax). Under normal market conditions, the Fund invests at least 80% of its assets in municipal obligations with remaining maturities of one year or more at the time of investment. The Fund may invest directly in such securities or synthetically through the use of derivatives.

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

## Performance

For the 12-month period ended July 31, 2014, the Fund returned 12.30% based on market price and 16.19% based on NAV. For the same period, the closed-end Lipper General & Insured Municipal Debt Funds (Leveraged) category posted an average return of 14.52% based on market price and 14.95% based on NAV. All returns reflect reinvestment of dividends. The Fund's discount to NAV, which widened during the period, accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV.

Tax-exempt rates declined during the period, supporting generally positive performance for municipal bonds. (Bond prices rise when rates fall.) The municipal yield curve flattened, meaning that longer-dated yields declined more than shorter-maturity yields. In this environment, the Fund's duration exposure (sensitivity to interest rate movements) had a positive impact on performance. The Fund's longer-dated holdings in the health care, education and transportation sectors experienced strong price appreciation, aiding performance. The Fund also benefited from its holdings in the State of California, as the continued improvement in the State's economy was a catalyst for price appreciation during the period.

The Fund's modest exposure to Puerto Rico government-related credits in the earlier part of the period detracted from results, as credit spreads on these bonds widened materially due to investors' lack of confidence and the weak local economy. The Fund sold its exposure to these securities early in the period.

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

## Fund Information

Symbol on New York Stock Exchange ( NYSE )	MUE
Initial Offering Date	February 26, 1999
Yield on Closing Market Price as of July 31, 2014 (\$12.94) <sup>1</sup>	6.54%
Tax Equivalent Yield <sup>2</sup>	11.55%
Current Monthly Distribution per Common Share <sup>3</sup>	\$0.0705
Current Annualized Distribution per Common Share <sup>3</sup>	\$0.8460
Economic Leverage as of July 31, 2014 <sup>4</sup>	36%

<sup>1</sup> 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.

<sup>2</sup> Tax equivalent yield assumes the maximum marginal federal tax rate of 43.4%, which includes the 3.8% Medicare tax. Actual tax rates will vary based on income, exemptions and deductions. Lower taxes will result in lower tax equivalent yields.

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<sup>3</sup> The distribution rate is not constant and is subject to change.

<sup>4</sup> Represents VMTP Shares and TOBs as a percentage of total managed assets, which is the total assets of the Fund, including any assets attributable to VMTP Shares and TOBs, minus the sum of accrued liabilities. For a discussion of leveraging techniques utilized by the Fund, please see The Benefits and Risks of Leveraging on page 5.

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JULY 31, 2014

## Market Price and Net Asset Value Per Share Summary

	7/31/14	7/31/13	Change	High	Low
Market Price	\$12.94	\$12.32	5.03%	\$13.52	\$11.67
Net Asset Value	\$14.42	\$13.27	8.67%	\$14.49	\$12.70

## Market Price and Net Asset Value History For the Past Five Years

## Overview of the Fund's Long-Term Investments

## Sector Allocation

	7/31/14	7/31/13
Transportation	37%	28%
County/City/Special District/School District	23	25
Utilities	17	21
Health	12	8
State	6	9
Education	2	6
Tobacco	2	2
Housing	1	1

For Fund compliance purposes, the Fund's sector classifications refer to any one or more of the sector sub-classifications used by one or more widely recognized market indexes or rating group indexes, and/or as defined by the investment advisor. These definitions may not apply for purposes of this report, which may combine such sector sub-classifications for reporting ease.

Credit Quality Allocation<sup>1</sup>

	7/31/14	7/31/13
AAA/Aaa	6%	7%
AA/Aa	67	65
A	25	28
BBB/Baa	2	

<sup>1</sup> For financial reporting purposes, credit quality ratings shown above reflect the highest rating assigned by either Standard & Poor's (S&P) or Moody's Investors Service (Moody's) if ratings differ. These rating agencies are independent, nationally recognized statistical rating organizations and are widely used. Investment grade ratings are credit ratings of BBB/Baa or higher. Below investment grade ratings are credit ratings of BB/Ba or lower. Investments designated N/R are not rated by either rating agency. Unrated investments do not necessarily indicate low credit quality. Credit quality ratings are subject to change.

Call/Maturity Schedule<sup>2</sup>

Calendar Year Ended December 31,	
2014	2%
2015	1

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2016	2
2017	1
2018	25

<sup>2</sup> Scheduled maturity dates and/or bonds that are subject to potential calls by issuers over the next five years.

ANNUAL REPORT

JULY 31, 2014

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## Fund Summary as of July 31, 2014

BlackRock MuniYield California Quality Fund, Inc.

**Fund Overview**

BlackRock MuniYield California Quality Fund, Inc.'s (MCA) (the Fund) investment objective is to provide shareholders with as high a level of current income exempt from federal and California income taxes as is consistent with its investment policies and prudent investment management. The Fund seeks to achieve its investment objective by investing at least 80% of its assets in municipal obligations exempt from federal income taxes (except that the interest may be subject to the federal alternative minimum tax) and California income taxes. Under normal market conditions, the Fund invests primarily in long-term municipal obligations that are investment grade quality at the time of investment. The Fund may invest directly in such securities or synthetically through the use of derivatives.

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

**Performance**

For the 12-month period ended July 31, 2014, the Fund returned 12.16% based on market price and 16.04% based on NAV. For the same period, the closed-end Lipper California Municipal Debt Funds category posted an average return of 15.36% based on market price and 15.42% based on NAV. All returns reflect reinvestment of dividends. The Fund's discount to NAV, which widened during the period, accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV.

Tax-exempt rates declined during the period, supporting generally positive performance for municipal bonds. (Bond prices rise when rates fall.) Municipal bonds with longer durations (and greater sensitivity to interest rate movements) tended to provide the strongest returns. In this environment, the Fund's exposure to the long end of the yield curve had a positive impact on performance. Security selection also helped performance, particularly with respect to the Fund's holdings of high quality school district issues, which performed well amid the improvement in the State of California's finances. The Fund's use of tender option bonds amplified the positive effect of falling rates on performance.

The Fund's cash reserves were generally maintained at a minimal level. However, to the extent reserves were held, the cash holdings added little in the form of additional yield and provided no price appreciation in a generally positive period for the municipal market.

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

**Fund Information**

Symbol on NYSE	MCA
Initial Offering Date	October 30, 1992
Yield on Closing Market Price as of July 31, 2014 (\$14.37) <sup>1</sup>	6.10%
Tax Equivalent Yield <sup>2</sup>	12.43%
Current Monthly Distribution per Common Share <sup>3</sup>	\$0.073
Current Annualized Distribution per Common Share <sup>3</sup>	\$0.876
Economic Leverage as of July 31, 2014 <sup>4</sup>	35%

<sup>1</sup> 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.

<sup>2</sup> Tax equivalent yield assumes the maximum marginal federal and state tax rate of 50.93%, which includes the 3.8% Medicare tax. Actual tax rates will vary based on income, exemptions and deductions. Lower taxes will result in lower tax equivalent yields.



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<sup>3</sup> The distribution rate is not constant and is subject to change.

<sup>4</sup> Represents VRDP Shares and TOBs as a percentage of total managed assets, which is the total assets of the Fund, including any assets attributable to VRDP Shares and TOBs, minus the sum of accrued liabilities. For a discussion of leveraging techniques utilized by the Fund, please see The Benefits and Risks of Leveraging on page 5.

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ANNUAL REPORT

JULY 31, 2014

## BlackRock MuniYield California Quality Fund, Inc.

## Market Price and Net Asset Value Per Share Summary

	7/31/14	7/31/13	Change	High	Low
Market Price	\$ 14.37	\$ 13.66	5.20%	\$ 15.15	\$ 13.00
Net Asset Value	\$ 16.14	\$ 14.83	8.83%	\$ 16.23	\$ 14.24

## Market Price and Net Asset Value History For the Past Five Years

## Overview of the Fund's Long-Term Investments

## Sector Allocation

	7/31/14	7/31/13
County/City/Special District/School District	41%	39%
Utilities	23	26
Transportation	10	9
Health	10	9
Education	9	12
State	7	5

For Fund compliance purposes, the Fund's sector classifications refer to any one or more of the sector sub-classifications used by one or more widely recognized market indexes or rating group indexes, and/or as defined by the investment advisor. These definitions may not apply for purposes of this report, which may combine such sector sub-classifications for reporting ease.

Credit Quality Allocation<sup>1</sup>

	7/31/14	7/31/13
AAA/Aaa	10%	10%
AA/Aa	79	76
A	11	14

<sup>1</sup> For financial reporting purposes, credit quality ratings shown above reflect the highest rating assigned by either S&P or Moody's if ratings differ. These rating agencies are independent, nationally recognized statistical rating organizations and are widely used. Investment grade ratings are credit ratings of BBB/Baa or higher. Below investment grade ratings are credit ratings of BB/Ba or lower. Investments designated N/R are not rated by either rating agency. Unrated investments do not necessarily indicate low credit quality. Credit quality ratings are subject to change.

Call/Maturity Schedule<sup>2</sup>

Calendar Year Ended December 31,

2014	1%
2015	10
2016	9
2017	17
2018	9

<sup>2</sup> Scheduled maturity dates and/or bonds that are subject to potential calls by issuers over the next five years.

## Fund Summary as of July 31, 2014

BlackRock MuniYield Michigan Quality Fund II, Inc.

**Fund Overview**

BlackRock MuniYield Michigan Quality Fund II, Inc.'s (MYM) (the Fund) investment objective is to provide shareholders with as high a level of current income exempt from federal and Michigan income taxes as is consistent with its investment policies and prudent investment management. The Fund seeks to achieve its investment objective by investing at least 80% of its assets in municipal obligations exempt from federal income taxes (except that the interest may be subject to the federal alternative minimum tax) and Michigan income taxes. Under normal market conditions, the Fund invests primarily in long-term municipal obligations that are investment grade quality at the time of investment. The Fund may invest directly in such securities or synthetically through the use of derivatives.

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

**Performance**

For the 12-month period ended July 31, 2014, the Fund returned 15.39% based on market price and 14.84% based on NAV. For the same period, the closed-end Lipper Other States Municipal Debt Funds category posted an average return of 12.67% based on market price and 12.42% based on NAV. All returns reflect reinvestment of dividends. The Fund's discount to NAV, which narrowed during the period, accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV.

Positive contributors to performance included the Fund's exposure to the long-end of the municipal yield curve, as the curve flattened substantially over the period. (Long-rates fell much more than short and intermediate rates.) The Fund's duration exposure and corresponding interest rate sensitivity also added to returns as municipal rates declined. (Bond prices rise as rates fall.) The income generated from the Fund's holdings of Michigan state tax-exempt municipal bonds contributed to performance as well.

The Fund's modest exposure to Puerto Rico government-related credits in the earlier part of the period detracted from results as credit spreads on these bonds widened materially due to investors' lack of confidence and a weak local economy. The Fund sold its exposure to these securities early in the period.

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

**Fund Information**

Symbol on NYSE	MYM
Initial Offering Date	February 28, 1992
Yield on Closing Market Price as of July 31, 2014 (\$12.56) <sup>1</sup>	6.31%
Tax Equivalent Yield <sup>2</sup>	11.64%
Current Monthly Distribution per Common Share <sup>3</sup>	\$0.066
Current Annualized Distribution per Common Share <sup>3</sup>	\$0.792
Economic Leverage as of July 31, 2014 <sup>4</sup>	37%

<sup>1</sup> 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.

<sup>2</sup> Tax equivalent yield assumes the maximum marginal federal and state tax rate of 45.81%, which includes the 3.8% Medicare tax. Actual tax rates will vary based on income, exemptions and deductions. Lower taxes will result in lower tax equivalent yields.

<sup>3</sup> The distribution rate is not constant and is subject to change.

- <sup>4</sup> Represents VRDP Shares and TOBs as a percentage of total managed assets, which is the total assets of the Fund, including any assets attributable to VRDP Shares and TOBs, minus the sum of accrued liabilities. For a discussion of leveraging techniques utilized by the Fund, please see The Benefits and Risks of Leveraging on page 5.

## BlackRock MuniYield Michigan Quality Fund II, Inc.

## Market Price and Net Asset Value Per Share Summary

	7/31/14	7/31/13	Change	High	Low
Market Price	\$ 12.56	\$ 11.64	7.90%	\$ 13.07	\$ 11.03
Net Asset Value	\$ 14.26	\$ 13.28	7.38%	\$ 14.32	\$ 12.55

## Market Price and Net Asset Value History For the Past Five Years

## Overview of the Fund's Long-Term Investments

## Sector Allocation

	7/31/14	7/31/13
Health	20%	15%
County/City/Special District/School District	19	25
Education	18	16
Utilities	16	15
State	11	14
Transportation	9	9
Housing	5	4
Corporate	2	2

For Fund compliance purposes, the Fund's sector classifications refer to any one or more of the sector sub-classifications used by one or more widely recognized market indexes or rating group indexes, and/or as defined by the investment advisor. These definitions may not apply for purposes of this report, which may combine such sector sub-classifications for reporting ease.

Credit Quality Allocation<sup>1</sup>

	7/31/14	7/31/13
AAA/Aaa	2%	1%
AA/Aa	78	76
A	20	22
BBB/Baa		1
N/R <sup>2</sup>		

<sup>1</sup> For financial reporting purposes, credit quality ratings shown above reflect the highest rating assigned by either S&P or Moody's if ratings differ. These rating agencies are independent, nationally recognized statistical rating organizations and are widely used. Investment grade ratings are credit ratings of BBB/Baa or higher. Below investment grade ratings are credit ratings of BB/Ba or lower. Investments designated N/R are not rated by either rating agency. Unrated investments do not necessarily indicate low credit quality. Credit quality ratings are subject to change.

<sup>2</sup> The investment advisor evaluates the credit quality of not-rated investments based upon certain factors including, but not limited to, credit ratings for similar investments and financial analysis of sectors and individual investments. Using this approach, the investment advisor has deemed certain of these unrated securities as investment grade quality. As of July 31, 2014 and July 31, 2013, the market value of unrated securities deemed by the investment advisor to be investment grade was \$160,241 and \$164,281, respectively, each representing less than 1% of the Fund's long-term investments.

**Call/Maturity Schedule<sup>3</sup>**

Calendar Year Ended December 31,

2014	3%
2015	10
2016	5
2017	8
2018	13

<sup>3</sup> Scheduled maturity dates and/or bonds that are subject to potential calls by issuers over the next five years.

## Fund Summary as of July 31, 2014

BlackRock MuniYield New York Quality Fund, Inc.

**Fund Overview**

BlackRock MuniYield New York Quality Fund, Inc. s (MYN) (the Fund ) investment objective is to provide shareholders with as high a level of current income exempt from federal income taxes and New York State and New York City personal income taxes as is consistent with its investment policies and prudent investment management. The Fund seeks to achieve its investment objective by investing at least 80% of its assets in municipal obligations exempt from federal income taxes (except that the interest may be subject to the federal alternative minimum tax) and New York State and New York City personal income taxes. Under normal market conditions, the Fund invests primarily in long-term municipal obligations that are investment grade quality at the time of investment. The Fund may invest directly in such securities or synthetically through the use of derivatives.

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

**Performance**

For the 12-month period ended July 31, 2014, the Fund returned 9.95% based on market price and 14.21% based on NAV. For the same period, the closed-end Lipper New York Municipal Debt Funds category posted an average return of 12.03% based on market price and 12.89% based on NAV. All returns reflect reinvestment of dividends. The Fund s discount to NAV, which widened during the period, accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV.

Tax-exempt rates declined during the period, supporting generally positive performance for municipal bonds. (Bond prices rise when rates fall.) Municipal bonds with longer durations (and greater sensitivity to interest rate movements) tended to provide the strongest returns. In this environment, the Fund s exposure to the long end of the yield curve was a strong contributor to total return. This positioning allowed the Fund to maximize its income while also benefiting from the flattening of the yield curve. (Longer-dated yields declined more than shorter-maturity yields.) The Fund s exposure to lower coupon and zero-coupon bonds contributed positively to results, as these securities experienced strong price performance due to their relatively long durations for their respective maturities.

The Fund s holdings in the health care, corporate and transportation sectors the better performing areas of the market were particularly beneficial. The Fund s significant exposure to high-quality (A-rated) issues had a positive impact on results as the market s strong performance during the period was concentrated in this credit quality tier. Additionally, the Fund benefited from income generated from coupon payments on its portfolio of municipal bond holdings. The use of leverage allowed the Fund to maximize its income.

The Fund s modest exposure to Puerto Rico government-related credits in the earlier part of the period detracted from results, as credit spreads on these bonds widened materially due to investors lack of confidence and a weak local economy. The Fund sold its exposure to these securities early in the period.

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

**Fund Information**

Symbol on NYSE	MYN
Initial Offering Date	February 28, 1992
Yield on Closing Market Price as of July 31, 2014 (\$12.71) <sup>1</sup>	6.09%
Tax Equivalent Yield <sup>2</sup>	12.33%
Current Monthly Distribution per Common Share <sup>3</sup>	\$0.0645
Current Annualized Distribution per Common Share <sup>3</sup>	\$0.7740
Economic Leverage as of July 31, 2014 <sup>4</sup>	38%



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- <sup>1</sup> 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.
- <sup>2</sup> Tax equivalent yield assumes the maximum marginal federal and state tax rate of 50.59%, which includes the 3.8% Medicare tax. Actual tax rates will vary based on income, exemptions and deductions. Lower taxes will result in lower tax equivalent yields.
- <sup>3</sup> The distribution rate is not constant and is subject to change.
- <sup>4</sup> Represents VRDP Shares and TOBs as a percentage of total managed assets, which is the total assets of the Fund, including any assets attributable to VRDP Shares and TOBs, minus the sum of accrued liabilities. For a discussion of leveraging techniques utilized by the Fund, please see The Benefits and Risks of Leveraging on page 5.

## BlackRock MuniYield New York Quality Fund, Inc.

## Market Price and Net Asset Value Per Share Summary

	7/31/14	7/31/13	Change	High	Low
Market Price	\$12.71	\$12.34	3.00%	\$13.48	\$11.64
Net Asset Value	\$14.09	\$13.17	6.99%	\$14.14	\$12.55

## Market Price and Net Asset Value History For the Past Five Years

## Overview of the Fund's Long-Term Investments

## Sector Allocation

	7/31/14	7/31/13
County/City/Special District/School District	27%	28%
Transportation	24	26
Education	17	14
Utilities	10	9
State	11	11
Health	6	6
Housing	3	4
Corporate	2	2

For Fund compliance purposes, the Fund's sector classifications refer to any one or more of the sector sub-classifications used by one or more widely recognized market indexes or rating group indexes, and/or as defined by the investment advisor. These definitions may not apply for purposes of this report, which may combine such sector sub-classifications for reporting ease.

Credit Quality Allocation<sup>1</sup>

	7/31/14	7/31/13
AAA/Aaa	16%	15%
AA/Aa	60	49
A	21	33
BBB/Baa	2	2
BB/Ba	1	1
N/R <sup>2</sup>		

<sup>1</sup> For financial reporting purposes, credit quality ratings shown above reflect the highest rating assigned by either S&P or Moody's if ratings differ. These rating agencies are independent, nationally recognized statistical rating organizations and are widely used. Investment grade ratings are credit ratings of BBB/Baa or higher. Below investment grade ratings are credit ratings of BB/Ba or lower. Investments designated N/R are not rated by either rating agency. Unrated investments do not necessarily indicate low credit quality. Credit quality ratings are subject to change.

<sup>2</sup> The investment advisor evaluates the credit quality of not-rated investments based upon certain factors including, but not limited to, credit ratings for similar investments and financial analysis of sectors and individual investments. Using this approach, the investment advisor has deemed certain of these unrated securities as investment grade quality. As of July 31, 2014 and July 31, 2013, the market value of unrated securities deemed by the investment advisor to be investment grade was \$3,040,070 and \$2,889,618, respectively, each representing less than 1% of the Fund's long-term investments.

**Call/Maturity Schedule<sup>3</sup>**

Calendar Year Ended December 31,

2014	9%
2015	13
2016	6
2017	10
2018	7

<sup>3</sup> Scheduled maturity dates and/or bonds that are subject to potential calls by issuers over the next five years.

## Fund Summary as of July 31, 2014

BlackRock MuniYield Quality Fund III, Inc.

**Fund Overview**

BlackRock MuniYield Quality Fund III, Inc.'s (MYI) (the Fund) investment objective is to provide shareholders with as high a level of current income exempt from federal income taxes as is consistent with its investment policies and prudent investment management. The Fund seeks to achieve its investment objective by investing at least 80% of its assets in municipal obligations exempt from federal income taxes (except that the interest may be subject to the federal alternative minimum tax). Under normal market conditions, the Fund invests primarily in long-term municipal obligations that are investment grade quality at the time of investment. The Fund may invest directly in such securities or synthetically through the use of derivatives.

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

**Performance**

For the 12-month period ended July 31, 2014, the Fund returned 12.35% based on market price and 16.23% based on NAV. For the same period, the closed-end Lipper General & Insured Municipal Debt Funds (Leveraged) category posted an average return of 14.52% based on market price and 14.95% based on NAV. All returns reflect reinvestment of dividends. The Fund's discount to NAV, which widened during the period, accounts for the difference between performance based on price and performance based on NAV. The following discussion relates to performance based on NAV.

Positive contributors to performance included the Fund's exposure to the long-end of the municipal yield curve, as the curve flattened substantially over the period. (Long-rates fell much more than short and intermediate rates.) The Fund's duration exposure and corresponding interest rate sensitivity also added to returns as municipal rates declined. (Bond prices rise as rates fall.) The income generated from the Fund's holdings of tax-exempt municipal bonds contributed to performance as well.

The Fund's modest exposure to Puerto Rico government-related credits in the earlier part of the period detracted from results as credit spreads on these bonds widened materially due to investors' lack of confidence and a weak local economy. The Fund sold its exposure to these securities early in the period.

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

**Fund Information**

Symbol on NYSE	MYI
Initial Offering Date	March 27, 1992
Yield on Closing Market Price as of July 31, 2014 (\$13.46) <sup>1</sup>	6.60%
Tax Equivalent Yield <sup>2</sup>	11.66%
Current Monthly Distribution per Common Share <sup>3</sup>	\$0.074
Current Annualized Distribution per Common Share <sup>3</sup>	\$0.888
Economic Leverage as of July 31, 2014 <sup>4</sup>	38%

<sup>1</sup> 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.

<sup>2</sup> Tax equivalent yield assumes the maximum marginal federal tax rate of 43.4%, which includes the 3.8% Medicare tax. Actual tax rates will vary based on income, exemptions and deductions. Lower taxes will result in lower tax equivalent yields.

<sup>3</sup> The distribution rate is not constant and is subject to change.

- <sup>4</sup> Represents VRDP Shares and TOBs as a percentage of total managed assets, which is the total assets of the Fund, including any assets attributable to VRDP Shares and TOBs, minus the sum of accrued liabilities. For a discussion of leveraging techniques utilized by the Fund, please see The Benefits and Risks of Leveraging on page 5.

## Market Price and Net Asset Value Per Share Summary

	7/31/14	7/31/13	Change	High	Low
Market Price	\$13.46	\$12.80	5.16%	\$14.10	\$12.04
Net Asset Value	\$14.84	\$13.64	8.80%	\$14.94	\$13.03

## Market Price and Net Asset Value History For the Past Five Years

## Overview of the Fund's Long-Term Investments

## Sector Allocation

	7/31/14	7/31/13
Transportation	25%	27%
County/City/Special District/School District	20	17
Utilities	19	17
State	16	18
Health	9	9
Education	8	9
Housing	2	2
Corporate	1	1

For Fund compliance purposes, the Fund's sector classifications refer to any one or more of the sector sub-classifications used by one or more widely recognized market indexes or rating group indexes, and/or as defined by the investment advisor. These definitions may not apply for purposes of this report, which may combine such sector sub-classifications for reporting ease.

Credit Quality Allocation<sup>1</sup>

	7/31/14	7/31/13
AAA/Aaa	12%	10%
AA/Aa	65	62
A	21	26
BBB/Baa	2	1
N/R		1

<sup>1</sup> For financial reporting purposes, credit quality ratings shown above reflect the highest rating assigned by either S&P or Moody's if ratings differ. These rating agencies are independent, nationally recognized statistical rating organizations and are widely used. Investment grade ratings are credit ratings of BBB/Baa or higher. Below investment grade ratings are credit ratings of BB/Ba or lower. Investments designated N/R are not rated by either rating agency. Unrated investments do not necessarily indicate low credit quality. Credit quality ratings are subject to change.

Call/Maturity Schedule<sup>2</sup>

Calendar Year Ended December 31,

2014	4%
2015	1

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2016	5
2017	16
2018	22

<sup>2</sup> Scheduled maturity dates and/or bonds that are subject to potential calls by issuers over the next five years.

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## Schedule of Investments July 31, 2014

## BlackRock MuniHoldings Quality Fund II, Inc. (MUE)

(Percentages shown are based on Net Assets)

	Par (000)	Value
<b>Municipal Bonds</b>		
<b>Alabama 2.2%</b>		
City of Birmingham Alabama Special Care Facilities Financing Authority, RB, Children s Hospital (AGC), 6.00%, 6/01/39	\$ 5,225	\$ 6,057,708
City of Selma Alabama IDB, RB, Gulf Opportunity Zone, International Paper Co. Project, Series A, 5.38%, 12/01/35	940	1,027,326
		7,085,034
<b>California 23.7%</b>		
California Educational Facilities Authority, RB, University of Southern California, Series A, 5.25%, 10/01/38	5,050	5,696,905
California Health Facilities Financing Authority, RB, Sutter Health, Series B, 6.00%, 8/15/42	2,865	3,429,119
City & County of San Francisco California Airports Commission, ARB, Special Facility Lease, SFO Fuel, Series A, AMT (AGM), 6.10%, 1/01/20	1,250	1,255,663
City & County of San Francisco California Airports Commission, Refunding ARB, 2nd Series A, AMT:		
5.50%, 5/01/28	1,800	2,079,486
5.25%, 5/01/33	1,410	1,560,898
City of San Jose California, Refunding ARB, Series A-1, AMT, 5.50%, 3/01/30	4,045	4,489,262
City of Sunnyvale California, Refunding RB, 5.25%, 4/01/40	2,800	3,081,484
County of Sacramento California, ARB, Senior Series A (AGC), 5.50%, 7/01/41	3,500	3,965,605
County of Ventura California Community College District, GO, Election of 2002, Series C, 5.50%, 8/01/33	3,175	3,654,838
Emery Unified School District, GO, Election of 2010, Series A (AGM), 5.50%, 8/01/35	1,875	2,112,225
Kern Community College District, GO, Safety, Repair & Improvement, Election of 2002, Series C, 5.50%, 11/01/33	2,445	2,885,613
Los Angeles Community College District California, GO:		
Election of 2001, Series A (NPFGC), 5.00%, 8/01/32	5,000	5,527,050
Election of 2008, Series C, 5.25%, 8/01/39	2,000	2,296,040
Oceanside Unified School District, GO, Series A (AGC), 5.25%, 8/01/33	1,675	1,850,188
Redondo Beach Unified School District, GO, Election of 2008, Series E, 5.50%, 8/01/34	2,670	3,016,673
Sequoia Union High School District, GO, Refunding, Election of 2004, Series B, 5.50%, 7/01/16 (a)	5,190	5,708,533
State of California Public Works Board, LRB, Various Capital Projects, Series I, 5.50%, 11/01/30	5,000	5,976,600
State of California Public Works Board, RB:		
Department of Corrections & Rehabilitation, Series F, 5.25%, 9/01/33	1,260	1,440,810
Various Capital Projects, Series I, 5.50%, 11/01/31	3,130	3,697,093
	Par (000)	Value
<b>Municipal Bonds</b>		
<b>California (concluded)</b>		
State of California Public Works Board, RB (concluded):		
Various Capital Projects, Series I, 5.50%, 11/01/33	\$ 3,000	\$ 3,546,150
Township of Washington California Health Care District, GO, Election of 2004, Series B, 5.50%, 8/01/40	940	1,094,884
University of California, Refunding RB, Medical Center Regents, Series J, 5.25%, 5/15/38	7,580	8,587,988
		76,953,107
<b>Colorado 2.1%</b>		
City & County of Denver Colorado Airport System, ARB, Series A, AMT:		
5.50%, 11/15/28	1,500	1,718,145
5.50%, 11/15/30	565	638,134
5.50%, 11/15/31	675	756,209
Colorado Health Facilities Authority, RB, Hospital, NCMC, Inc. Project, Series B (AGM), 6.00%, 5/15/26	3,300	3,756,687
		6,869,175
<b>Florida 21.4%</b>		
City of Jacksonville Florida, Refunding RB, Series A, 5.25%, 10/01/33	405	454,742
City of St. Petersburg Florida Public Utility, Refunding RB (NPFGC), 5.00%, 10/01/35	6,500	6,765,460
County of Broward Florida Airport System, ARB, Series A, AMT, 5.13%, 10/01/38	5,665	6,002,464
County of Department Miami-Dade Florida, RB, Seaport, Series A, 5.38%, 10/01/33	1,765	1,956,044



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County of Hillsborough Florida Aviation Authority, Refunding ARB, Tampa International Airport, Series A, AMT, 5.50%, 10/01/29	2,995	3,358,743
County of Lee Florida, Refunding ARB, Series A, AMT, 5.38%, 10/01/32	2,500	2,722,625
County of Miami-Dade Florida, RB, Seaport:		
Series A, 5.50%, 10/01/42	3,000	3,325,320
Series B, AMT, 6.25%, 10/01/38	800	934,936
Series B, AMT, 6.00%, 10/01/42	1,060	1,210,796
County of Miami-Dade Florida, Refunding RB, Water & Sewer System, Series B, 5.25%, 10/01/29	3,630	4,167,240
County of Miami-Dade Florida Aviation, Refunding ARB, AMT, Series A:		
Miami International Airport (AGM), 5.25%, 10/01/41	4,610	4,899,831
Miami International Airport (AGM), 5.50%, 10/01/41	4,180	4,701,789
5.00%, 10/01/31	5,155	5,544,305
5.00%, 10/01/32	5,000	5,345,150
County of Orange Florida School Board, COP, Series A (AGC), 5.50%, 8/01/34	7,600	8,412,896

### Portfolio Abbreviations

<b>AGC</b>	Assured Guarantee Corp.	<b>ERB</b>	Education Revenue Bonds	<b>ISD</b>	Independent School District
<b>AGM</b>	Assured Guaranty Municipal Corp.	<b>FHA</b>	Federal Housing Administration	<b>LRB</b>	Lease Revenue Bonds
<b>AMBAC</b>	American Municipal Bond Assurance Corp.	<b>GAB</b>	Grant Anticipation Bonds	<b>M/F</b>	Multi-Family
<b>AMT</b>	Alternative Minimum Tax (subject to)	<b>GARB</b>	General Airport Revenue Bonds	<b>NPFGC</b>	National Public Finance Guarantee Corp.
<b>ARB</b>	Airport Revenue Bonds	<b>GO</b>	General Obligation Bonds	<b>PILOT</b>	Payment in Lieu of Taxes
<b>BARB</b>	Building Aid Revenue Bonds	<b>HDA</b>	Housing Development Authority	<b>PSF-GTD</b>	Permanent School Fund Guaranteed
<b>BHAC</b>	Berkshire Hathaway Assurance Corp.	<b>HFA</b>	Housing Finance Agency	<b>Q-SBLF</b>	Qualified School Bond Loan Fund
<b>BOCES</b>	Board of Cooperative Educational Services	<b>HRB</b>	Housing Revenue Bonds	<b>RB</b>	Revenue Bonds
<b>CAB</b>	Capital Appreciation Bonds	<b>IDA</b>	Industrial Development Authority	<b>S/F</b>	Single-Family
<b>COP</b>	Certificates of Participation	<b>IDB</b>	Industrial Development Board	<b>SONYMA</b>	State of New York Mortgage Agency
<b>EDA</b>	Economic Development Authority	<b>IDRB</b>	Industrial Development Revenue Bonds	<b>Syncora</b>	Syncora Guarantee
<b>EDC</b>	Economic Development Corp.				

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniHoldings Quality Fund II, Inc. (MUE)

(Percentages shown are based on Net Assets)

	Par (000)	Value
<b>Municipal Bonds</b>		
<b>Florida (concluded)</b>		
Reedy Creek Improvement District, GO, Series A, 5.25%, 6/01/32	\$ 1,805	\$ 2,024,199
Tohopekaliga Water Authority, Refunding RB, Series A, 5.25%, 10/01/36	6,965	7,740,692
		69,567,232
<b>Georgia 2.0%</b>		
City of Augusta Georgia Water & Sewerage, RB (AGM), 5.25%, 10/01/34	6,290	6,336,043
<b>Hawaii 0.7%</b>		
State of Hawaii, Department of Transportation, COP, AMT:		
5.25%, 8/01/25	740	850,800
5.25%, 8/01/26	1,205	1,374,929
		2,225,729
<b>Idaho 0.0%</b>		
Idaho Housing & Finance Association, RB, S/F Mortgage, Series E, AMT, 6.00%, 1/01/32	140	140,195
<b>Illinois 17.0%</b>		
City of Chicago Illinois, GARB, O Hare International Airport, 3rd Lien:		
Series A, 5.75%, 1/01/39	2,000	2,250,440
Series C, 6.50%, 1/01/41	9,085	10,869,294
City of Chicago Illinois, GO, Refunding, Series A:		
5.25%, 1/01/29	1,125	1,190,914
5.25%, 1/01/33	1,460	1,520,473
City of Chicago Illinois Midway Airport, Refunding GARB, AMT, 2nd Lien, Series A:		
5.50%, 1/01/28	1,000	1,124,510
5.50%, 1/01/29	1,500	1,675,305
5.38%, 1/01/33	2,000	2,168,780
5.00%, 1/01/41	970	1,010,643
City of Chicago Illinois Transit Authority, RB:		
Federal Transit Administration, Section 5309, Series A (AGC), 6.00%, 6/01/26	3,400	3,785,492
Sales Tax Receipts, 5.25%, 12/01/36	2,940	3,198,691
Sales Tax Receipts, 5.25%, 12/01/40	1,500	1,625,010
Sales Tax Receipts, 5.00%, 12/01/44	2,355	2,517,613
City of Chicago Illinois Wastewater Transmission, RB, 2nd Lien, 5.00%, 1/01/42	2,985	3,114,460
County of Cook Illinois Community College District No. 508, GO, City College of Chicago:		
5.25%, 12/01/30	1,270	1,408,227
5.50%, 12/01/38	1,980	2,212,610
5.25%, 12/01/43	3,000	3,240,990
Railsplitter Tobacco Settlement Authority, RB:		
5.50%, 6/01/23	2,350	2,733,755
6.00%, 6/01/28	670	779,826
State of Illinois, GO:		
5.25%, 2/01/31	1,495	1,573,816
5.25%, 2/01/32	2,320	2,429,550
5.50%, 7/01/33	1,000	1,068,200
5.50%, 7/01/38	700	741,426
State of Illinois, RB, Build Illinois, Series B, 5.25%, 6/15/28	2,500	2,801,750
		55,041,775
<b>Indiana 1.0%</b>		
Indiana Finance Authority, RB, Private Activity Bond (Ohio River Bridges), Series A, AMT, 5.00%, 7/01/40	460	476,551
Indianapolis Local Public Improvement Bond Bank, Refunding RB, Waterworks Project, Series A (AGC), 5.50%, 1/01/38	2,370	2,633,781
		3,110,332
<b>Municipal Bonds</b>		
<b>Louisiana 1.5%</b>		
Lake Charles Harbor & Terminal District, RB, Series B, AMT, 5.50%, 1/01/29	\$ 2,225	\$ 2,518,233

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Tobacco Settlement Financing Corp., Refunding RB, Asset-Backed, Series A, 5.50%, 5/15/29	2,020	2,209,637
		4,727,870
<b>Massachusetts 1.2%</b>		
Massachusetts Educational Financing Authority, RB, Education Loan, Issue I, AMT, 5.00%, 1/01/26	2,240	2,445,184
Massachusetts HFA, Refunding RB, Series C, AMT, 5.35%, 12/01/42	1,500	1,541,445
		3,986,629
<b>Michigan 4.2%</b>		
City of Detroit Michigan, Refunding RB, Sewage Disposal System, Senior Lien:		
Series B (AGM), 7.50%, 7/01/33	1,330	1,455,525
Series C-1 (AGM), 7.00%, 7/01/27	4,180	4,536,429
Hudsonville Public Schools, GO, School Building & Site (Q-SBLF), 5.25%, 5/01/41	3,420	3,687,273
Royal Oak Hospital Finance Authority Michigan, Refunding RB, William Beaumont Hospital, Series V, 8.25%, 9/01/18 (a)	3,115	4,017,696
		13,696,923
<b>Minnesota 0.7%</b>		
City of Minneapolis Minnesota, Refunding RB, Fairview Health Services, Series B (AGC), 6.50%, 11/15/38	1,975	2,323,904
<b>Mississippi 1.3%</b>		
Mississippi Development Bank, RB, Jackson Water & Sewer System Project (AGM), 6.88%, 12/01/40	2,405	3,126,692
Mississippi State University Educational Building Corp., Refunding RB, Mississippi State University Improvement Project, 5.25%, 8/01/38	1,000	1,133,280
		4,259,972
<b>Nevada 2.7%</b>		
County of Clark Nevada, ARB, Las Vegas-McCarran International Airport, Series A (AGM), 5.25%, 7/01/39	3,210	3,468,437
County of Clark Nevada, GO, Limited Tax, 5.00%, 6/01/38	5,000	5,408,900
		8,877,337
<b>New Jersey 5.3%</b>		
New Jersey EDA, RB, The Goethals Bridge Replacement Project, AMT:		
5.38%, 1/01/43	1,940	2,058,049
(AGM), 5.00%, 1/01/31	1,355	1,467,600
New Jersey Health Care Facilities Financing Authority, RB, Virtua Health, Series A (AGC), 5.50%, 7/01/38	3,400	3,664,792
New Jersey Transportation Trust Fund Authority, RB, Transportation System:		
Series A, 5.50%, 6/15/41	3,030	3,356,210
Series A (AGC), 5.63%, 12/15/28	2,930	3,426,694
Series AA, 5.50%, 6/15/39	3,040	3,360,872
		17,334,217
<b>New York 7.6%</b>		
City of New York New York Municipal Water Finance Authority, Refunding RB, Series EE:		
2nd General Resolution 5.38%, 6/15/43	2,220	2,595,802
Fiscal 2009, 5.25%, 6/15/40	6,930	7,824,524
Hudson Yards Infrastructure Corp., RB, Senior, Fiscal 2012, Series A, 5.75%, 2/15/47	940	1,069,372

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniHoldings Quality Fund II, Inc. (MUE)

(Percentages shown are based on Net Assets)

	Par (000)	Value
<b>Municipal Bonds</b>		
<b>New York (concluded)</b>		
Metropolitan Transportation Authority, RB:		
Series A, 5.25%, 11/15/38	\$ 8,500	\$ 9,328,835
Series A-1, 5.25%, 11/15/39	1,550	1,723,151
Port Authority of New York & New Jersey, Refunding ARB, Consolidated, 166th Series, 5.25%, 7/15/36	2,000	2,246,060
		24,787,744
<b>Ohio 1.4%</b>		
State of Ohio Turnpike Commission, RB, Junior Lien, Infrastructure Projects, Series A-1:		
5.25%, 2/15/30	1,480	1,675,567
5.25%, 2/15/31	2,500	2,814,575
		4,490,142
<b>Pennsylvania 1.6%</b>		
State of Pennsylvania Turnpike Commission, RB, Series A, 5.00%, 12/01/44	1,115	1,221,416
Township of Bristol Pennsylvania School District, GO:		
5.25%, 6/01/37	2,500	2,767,750
5.25%, 6/01/43	1,100	1,213,465
		5,202,631
<b>South Carolina 4.1%</b>		
County of Charleston South Carolina, RB, Special Source, 5.25%, 12/01/38	3,760	4,325,128
County of Charleston South Carolina Airport District, ARB, Series A, AMT:		
6.00%, 7/01/38	2,940	3,323,082
5.50%, 7/01/41	2,500	2,739,550
State of South Carolina Public Service Authority, Refunding RB, Santee Cooper, Series A, 5.50%, 1/01/38	2,500	2,818,400
		13,206,160
<b>Texas 19.0%</b>		
City of Beaumont Texas, GO, Certificates of Obligation, 5.25%, 3/01/37	2,345	2,665,538
City of Houston Texas Utility System, Refunding RB, Combined 1st Lien, Series A (AGC), 6.00%, 11/15/35	6,700	7,866,202
County of Tarrant Texas Cultural Education Facilities Finance Corp., Refunding RB, Christus Health, Series A (AGC):		
6.50%, 1/01/19 (a)	620	756,146
6.50%, 7/01/37	2,380	2,669,765
Dallas Area Rapid Transit, Refunding RB, Senior Lien, 5.25%, 12/01/38	4,555	5,124,193
Dallas-Fort Worth International Airport, ARB, Joint Improvement, AMT:		
Series A, 5.00%, 11/01/38	1,615	1,678,970
Series H, 5.00%, 11/01/37	1,810	1,894,980
Lower Colorado River Authority, Refunding RB, 5.50%, 5/15/33	2,155	2,433,297
North Texas Tollway Authority, RB, Special Projects, Series A, 5.50%, 9/01/41	7,000	7,965,440
North Texas Tollway Authority, Refunding RB, 1st Tier System:		
Series A (NPFGC), 5.63%, 1/01/33	10,975	12,209,358
Series A (NPFGC), 5.75%, 1/01/40	11,575	12,936,336
Series B (NPFGC), 5.75%, 1/01/40	1,000	1,117,610
Series K-2 (AGC), 6.00%, 1/01/38	1,000	1,152,250
Red River Education Financing Corp., RB, Texas Christian University Project, 5.25%, 3/15/38	1,070	1,213,401
		61,683,486
<b>Municipal Bonds</b>		
<b>Virginia 1.2%</b>		
City of Lexington Virginia IDA, RB, Washington & Lee University, 5.00%, 1/01/43	\$ 945	\$ 1,040,757
Virginia Public School Authority, RB, Fluvanna County School Financing, 6.50%, 12/01/18 (a)	2,195	2,706,698

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		3,747,455
<b>Washington 1.5%</b>		
City of Seattle Washington Municipal Light & Power, Refunding RB, Series A, 5.25%, 2/01/36	2,400	2,674,752
State of Washington, GO, Various Purposes, Series B, 5.25%, 2/01/36	1,865	2,129,009
		4,803,761
<b>Total Municipal Bonds 123.4%</b>		400,456,853

**Municipal Bonds Transferred to**

**Tender Option Bond Trusts (b)**

<b>Alabama 1.2%</b>		
City of Mobile Alabama Board of Water & Sewer Commissioners, RB (NPFGC), 5.00%, 1/01/31	3,750	3,918,113
<b>Colorado 3.0%</b>		
Colorado Health Facilities Authority, RB, Catholic Health, Series C-3 (AGM), 5.10%, 10/01/41	9,410	9,805,973
<b>District of Columbia 0.6%</b>		
District of Columbia Water & Sewer Authority, Refunding RB, Senior Lien, Series A, 6.00%, 10/01/35 (c)	1,700	1,954,807
<b>Florida 4.7%</b>		
County of Lee Florida Housing Finance Authority, RB, S/F Housing, Multi-County Program, Series A-2, AMT (Ginnie Mae), 6.00%, 9/01/40	795	822,221
County of Miami-Dade Florida, GO, Building Better Communities Program, Series B-1, 6.00%, 7/01/38	12,500	14,341,500
		15,163,721
<b>Illinois 2.9%</b>		
City of Chicago Illinois, ARB, O Hare International Airport, Series A (AGM), 5.00%, 1/01/38	5,000	5,200,150
City of Chicago Illinois, Refunding RB, Waterworks, 2nd Lien (AGM), 5.25%, 11/01/33	3,967	4,208,271
		9,408,421
<b>Kentucky 0.8%</b>		
Kentucky State Property & Building Commission, Refunding RB, Project No. 93 (AGC), 5.25%, 2/01/27	2,304	2,622,072
<b>Nevada 6.5%</b>		
County of Clark Nevada Water Reclamation District, GO: Limited Tax, 6.00%, 7/01/38	10,000	11,608,200
Series B, 5.50%, 7/01/29	8,247	9,664,911
		21,273,111
<b>New Jersey 1.8%</b>		
New Jersey Housing & Mortgage Finance Agency, RB, S/F Housing, Series CC, 5.25%, 10/01/29	3,861	4,118,585
New Jersey Transportation Trust Fund Authority, RB, Transportation System, Series B, 5.25%, 6/15/36 (c)	1,500	1,631,686
		5,750,271

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniHoldings Quality Fund II, Inc. (MUE)

(Percentages shown are based on Net Assets)

	Par (000)	Value
<b>Municipal Bonds Transferred to Tender Option Bond Trusts (b)</b>		
<b>New York 6.9%</b>		
City of New York New York Municipal Water Finance Authority, Refunding RB, Water & Sewer System, 2nd General Resolution, Series FF, 5.00%, 6/15/45	\$ 5,958	\$ 6,486,906
City of New York New York Transitional Finance Authority, BARB, Fiscal 2009, Series S-3, 5.25%, 1/15/39	2,300	2,574,384
New York Liberty Development Corp., RB, 1 World Trade Center Port Authority Consolidated, 5.25%, 12/15/43	7,515	8,280,628
New York Liberty Development Corp., Refunding RB, 4 World Trade Center Project, 5.75%, 11/15/51 (c)	4,400	4,932,576
		22,274,494
<b>Texas 1.4%</b>		
County of Tarrant Texas Cultural Education Facilities Finance Corp., RB, Baylor Health Care System Project, Series A, 5.00%, 11/15/38	4,296	4,645,322
<b>Utah 0.8%</b>		
City of Riverton Utah, RB, IHC Health Services, Inc., 5.00%, 8/15/41	2,503	2,662,428
<b>Total Municipal Bonds Transferred to Tender Option Bond Trusts 30.6%</b>		99,478,733
<b>Total Long-Term Investments (Cost \$458,412,415) 154.0%</b>		499,935,586
<b>Short-Term Securities</b>		
FBI Institutional Tax-Exempt Fund, 0.03% (d)(e)	4,174,381	\$ 4,174,381
<b>Total Short-Term Securities (Cost \$4,174,381) 1.3%</b>		4,174,381
<b>Total Investments (Cost \$462,586,796) 155.3%</b>		504,109,967
<b>Other Assets Less Liabilities 1.3%</b>		3,964,443
<b>Liability for TOB Trust Certificates, Including Interest Expense and Fees Payable (16.2%)</b>		(52,511,169)
<b>VMTP Shares, at Liquidation Value (40.4%)</b>		(131,000,000)
<b>Net Assets Applicable to Common Shares 100.0%</b>		\$ 324,563,241

## Notes to Schedule of investments

- (a) U.S. government securities, held in escrow, are used to pay interest on this security, as well as to retire the bond in full at the date indicated, typically at a premium to par.
- (b) Represent bonds transferred to a TOB. In exchange for which the Fund received cash and residual interest certificates. These bonds serve as collateral in a financing transaction. See Note 3 of the Notes to Financial Statements for details of municipal bonds transferred to TOBs.
- (c) All or a portion of security is subject to a recourse agreement, which may require the Fund to pay the liquidity provider in the event there is a shortfall between the TOB trust certificates and proceeds received from the sale of the security contributed to the TOB trust. In the case of a shortfall, the aggregate maximum potential amount the Fund could ultimately be required to pay under the agreements, which expire from October 1, 2016 to November 15, 2019, is \$4,822,872.
- (d) Investments in issuers considered to be an affiliate of the Fund during the year ended July 31, 2014, for purposes of Section 2 (a)(3) of the 1940 Act, as amended, were as follows:

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Affiliate	Shares Held at July 31, 2013	Net Activity	Shares Held at July 31, 2014	Income
FFI Institutional Tax-Exempt Fund	16,070,448	(11,896,067)	4,174,381	\$ 1,810

(e) Represents the current yield as of report date.

Financial futures contracts outstanding as of July 31, 2014 were as follows:

Contracts Sold	Issue	Exchange	Expiration	Notional Value	Unrealized Appreciation
(210)	10-Year U.S. Treasury Note	Chicago Board of Trade	September 2014	\$ 26,167,969	\$ 89,940

Fair Value Measurements Various inputs are used in determining the fair value of investments and derivative financial instruments. These inputs to valuation techniques are categorized into a disclosure hierarchy consisting of three broad levels for financial statement purposes as follows:

Level 1 unadjusted price quotations in active markets/exchanges for identical assets or liabilities that the Fund has the ability to access

Level 2 other observable inputs (including, but not limited to, quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market-corroborated inputs)

Level 3 unobservable inputs based on the best information available in the circumstances, to the extent observable inputs are not available (including the Fund's own assumptions used in determining the fair value of investments and derivative financial instruments)

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3. The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the fair value hierarchy classification is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy. In accordance with the Fund's policy, transfers between different levels of the fair value disclosure hierarchy are deemed to have occurred as of the beginning of the reporting period. The categorization of a value determined for invest-

See Notes to Financial Statements.

## Schedule of Investments (concluded)

BlackRock MuniHoldings Quality Fund II, Inc. (MUE)

ments and derivative financial instruments is based on the pricing transparency of the investment and derivative financial instrument and is not necessarily an indication of the risks associated with investing in those securities. For information about the Fund's policy regarding valuation of investments and derivative financial instruments, please refer to Note 2 of the Notes to Financial Statements.

The following tables summarize the Fund's investments and derivative financial instruments categorized in the disclosure hierarchy as of July 31, 2014:

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Investments:				
Long-Term Investments <sup>1</sup>		\$ 499,935,586		\$ 499,935,586
Short-Term Securities	\$ 4,174,381			4,174,381
<b>Total</b>	\$ 4,174,381	\$ 499,935,586		\$ 504,109,967

<sup>1</sup> See above Schedule of Investments for values in each state or political subdivision.

	Level 1	Level 2	Level 3	Total
<b>Derivative Financial Instruments<sup>2</sup></b>				
<b>Assets:</b>				
Interest rate contracts	\$ 89,940			\$ 89,940

<sup>2</sup> Derivative financial instruments are financial futures contracts, which are valued at the unrealized appreciation/depreciation on the instrument.

The Fund may hold assets and/or liabilities in which the fair value approximates the carrying amount for financial statement purposes. As of July 31, 2014, such assets and/or liabilities are categorized within the disclosure hierarchy as follows:

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash	\$ 116,679			\$ 116,679
Cash pledged for financial futures contracts	287,000			287,000
<b>Liabilities:</b>				
TOB trust certificates		\$ (52,497,152)		(52,497,152)
VMTP Shares		(131,000,000)		(131,000,000)
<b>Total</b>	\$ 403,679	\$ (183,497,152)		\$ (183,093,473)

There were no transfers between levels during the year ended July 31, 2014.

See Notes to Financial Statements.



## Schedule of Investments July 31, 2014

## BlackRock MuniYield California Quality Fund, Inc. (MCA)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>California 100.0%</b>		
<b>Corporate 0.5%</b>		
City of Chula Vista California, Refunding RB, San Diego Gas & Electric, Series A, 5.88%, 2/15/34	\$ 2,435	\$ 2,806,191
<b>County/City/Special District/School District 36.9%</b>		
Centinela Valley Union High School District, GO, Refunding, Election of 2008, Series B, 6.00%, 8/01/36	2,250	2,706,120
City & County of San Francisco California, COP, AMT, Port Facilities Project, Series C, 5.25%, 3/01/32	1,050	1,183,529
County of Kern California, COP, Capital Improvements Projects, Series A (AGC), 6.00%, 8/01/35	2,000	2,328,560
County of Los Angeles California Metropolitan Transportation Authority, Refunding RB, Proposition A, 1st Tier, Senior Series A (AMBAC), 5.00%, 7/01/27	4,000	4,165,560
County of Los Angeles California Sanitation Districts Financing Authority, Refunding RB, (BHAC), 5.00%, 10/01/34	5,000	5,199,450
County of Orange California Sanitation District, COP, Series A, 5.00%, 2/01/35	2,500	2,820,050
County of Orange California Water District, COP, Refunding, 5.25%, 8/15/34	9,045	10,370,454
County of San Joaquin California Transportation Authority, Refunding RB, Limited Tax, Measure K, Series A, 6.00%, 3/01/36	2,530	3,038,657
Garden Grove Unified School District, GO, Election of 2010, Series C, 5.25%, 8/01/37	2,590	2,952,367
Grossmont Healthcare District, GO, Election of 2006, Series B, 6.13%, 7/15/40	2,500	2,936,125
Grossmont Union High School District, GO, Election of 2008, Series C, 5.50%, 8/01/33	1,880	2,178,619
Kern Community College District, GO, Safety Repair & Improvements, Series C, 5.25%, 11/01/32	5,715	6,631,457
Los Angeles Community College District, GO, Election of 2003, Series E (AGM), 5.00%, 8/01/31	7,500	7,993,800
Los Angeles Community Redevelopment Agency California, RB, Bunker Hill Project, Series A (AGM), 5.00%, 12/01/27	7,000	7,102,830
Los Angeles Municipal Improvement Corp., Refunding LRB, Real Property, Series B (AGC), 5.50%, 4/01/39	2,075	2,369,173
Mount San Antonio Community College District, GO, Refunding, Election of 2008, Series 2013-A, 5.00%, 8/01/34	4,500	5,069,070
Ohlone Community College District, GO, Election of 2010, Series A, 5.25%, 8/01/41	8,140	9,065,762
Orchard School District, GO, Election of 2001, Series A (AGC), 5.00%, 8/01/34	7,490	8,115,565
Oxnard Union High School District California, GO, Refunding, Series A (NPFGC), 6.20%, 8/01/30	9,645	10,471,287
Pittsburg Unified School District, GO, Election of 2006, Series B (AGM):		
5.50%, 8/01/34	2,000	2,264,040
5.63%, 8/01/39	4,500	5,100,795
Redlands Unified School District California, GO, Election of 2008 (AGM), 5.25%, 7/01/33	5,000	5,634,400
San Francisco Bay Area Rapid Transit District, Refunding RB, Series A (NPFGC), 5.00%, 7/01/34	10,500	10,827,390
San Joaquin Delta Community College District, GO, Election of 2004, Series C, 5.00%, 8/01/39 (a)	6,000	6,618,660
San Jose California Financing Authority, LRB, Convention Center Expansion & Renovation Project, Series A:		
5.75%, 5/01/36	2,570	2,749,566
5.75%, 5/01/42	4,500	5,290,380
	<b>Par</b>	
	<b>(000)</b>	<b>Value</b>
<b>Municipal Bonds</b>		
<b>California (continued)</b>		
<b>County/City/Special District/School District (concluded)</b>		
San Jose California Financing Authority, Refunding LRB:		
Civic Center Project, 5.00%, 6/01/32	\$ 3,375	\$ 3,770,246
Convention Center Expansion & Renovation Project, 5.00%, 6/01/39	25,000	27,212,500
San Juan Unified School District, GO, Election of 2002 (AGM), 5.00%, 8/01/34	6,475	7,106,701
San Leandro California Unified School District, GO, Election of 2010, Series A, 5.75%, 8/01/41	3,000	3,395,970
Snowline Joint Unified School District, COP, Refunding, Refining Project (AGC), 5.75%, 9/01/38	5,600	6,515,880
Walnut Valley Unified School District, GO, Election of 2007, Series B, 5.75%, 8/01/41	7,680	8,811,341
West Contra Costa California Unified School District, GO:		
Election of 2010, Series A (AGM), 5.25%, 8/01/41	6,140	6,702,424
Election of 2010, Series B, 5.50%, 8/01/39	3,000	3,390,570

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Election of 2012, Series A, 5.50%, 8/01/39	2,500	2,827,500
		204,916,798
<b>Education 2.8%</b>		
California Municipal Finance Authority, RB, Emerson College, 6.00%, 1/01/42	2,750	3,154,965
Gavilan Joint Community College District, GO, Election of 2004, Series D: 5.50%, 8/01/31	2,165	2,498,540
5.75%, 8/01/35	8,400	9,779,616
		15,433,121
<b>Health 14.3%</b>		
ABAG Finance Authority for Nonprofit Corps., Refunding RB, Sharp Healthcare, Series A, 6.00%, 8/01/30	2,345	2,833,182
California Health Facilities Financing Authority, RB: Children s Hospital, Series A, 5.25%, 11/01/41	10,500	11,345,775
Providence Health Services, Series B, 5.50%, 10/01/39	4,105	4,732,696
Sutter Health, Series A, 5.25%, 11/15/46	6,970	7,382,903
Sutter Health, Series B, 6.00%, 8/15/42	7,715	9,234,083
California Health Facilities Financing Authority, Refunding RB: Catholic Healthcare West, Series A, 6.00%, 7/01/34	2,270	2,563,579
Catholic Healthcare West, Series A, 6.00%, 7/01/39	5,500	6,102,855
Stanford Hospital, Series A-3, 5.50%, 11/15/40	3,000	3,420,150
California Statewide Communities Development Authority, RB: Kaiser Permanente, Series A, 5.00%, 4/01/42	13,500	14,614,695
Kaiser Permanente, Series B, 5.25%, 3/01/45	6,000	6,183,540
Sutter Health, Series A, 6.00%, 8/15/42	4,545	5,439,911
California Statewide Communities Development Authority, Refunding RB: Catholic Healthcare West, Series D (BHAC), 5.50%, 7/01/31	865	964,691
Trinity Health Credit Group Composite Issue, 5.00%, 12/01/41	2,550	2,734,008
Washington Township Health Care District, GO, Series B, 5.50%, 8/01/38	1,625	1,901,721
		79,453,789
<b>State 9.9%</b>		
State of California, GO, Various Purposes: 6.00%, 3/01/33	5,500	6,598,735

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniYield California Quality Fund, Inc. (MCA)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>California (concluded)</b>		
<b>State (concluded)</b>		
State of California, GO, Various Purposes (concluded):		
6.00%, 4/01/38	\$ 17,510	\$ 20,606,643
6.00%, 11/01/39	3,510	4,210,175
State of California Public Works Board, RB:		
Correctional Facilities Improvements, Series A, 5.00%, 9/01/39	11,000	12,125,850
Department of Education, Riverside Campus Project, Series B, 6.50%, 4/01/34	3,670	4,367,997
Various Capital Projects, Sub-Series I-1, 6.13%, 11/01/29	3,365	4,037,226
Various Capital Projects, Series I, 5.50%, 11/01/33	2,575	3,043,779
		54,990,405
<b>Transportation 14.8%</b>		
City & County of San Francisco California Airports Commission, ARB:		
Series E, 6.00%, 5/01/39	9,650	11,438,821
Special Facility Lease, SFO Fuel, Series A, AMT (AGM), 6.10%, 1/01/20	1,000	1,004,530
Special Facility Lease, SFO Fuel, Series A, AMT (AGM), 6.13%, 1/01/27	985	989,314
City & County of San Francisco California Airports Commission, Refunding ARB, AMT:		
2nd Series 34E (AGM), 5.75%, 5/01/24	5,000	5,679,750
2nd Series 34E (AGM), 5.75%, 5/01/25	3,500	3,959,550
2nd Series A, 5.25%, 5/01/33	1,435	1,588,574
City of Los Angeles California Department of Airports, ARB, Los Angeles International Airport, Sub-Series B, 5.00%, 5/15/40		
	2,500	2,721,650
City of Los Angeles California Department of Airports, Refunding ARB, Los Angeles International Airport, Senior Series A, 5.25%, 5/15/29		
	3,760	4,364,984
City of San Jose California, Refunding ARB, Series A-1, AMT, 6.25%, 3/01/34		
	1,400	1,619,380
County of Los Angeles California Metropolitan Transportation Authority, Refunding RB, Series A (AMBAC), 5.00%, 7/01/35		
	6,825	7,063,261
County of Orange California, ARB, Series B, 5.75%, 7/01/34		
	5,000	5,614,850
County of Sacramento California, ARB:		
Senior Series B, AMT (AGM), 5.25%, 7/01/33	8,055	8,545,308
Subordinated & Passenger Facility Charges/Grant, Series C (AGC), 5.75%, 7/01/39	5,555	6,355,142
County of San Bernardino California Transportation Authority, RB, Series A, 5.25%, 3/01/40	4,500	5,187,825
County of San Diego California Regional Airport Authority, Refunding ARB, Series B, 5.00%, 7/01/40		
	6,350	6,788,341
Los Angeles Harbor Department, RB, Series B:		
5.25%, 8/01/34	5,530	6,327,315
5.25%, 8/01/39	2,535	2,900,496
		82,149,091
<b>Utilities 20.8%</b>		
Anaheim Public Financing Authority, RB, Electric System Distribution Facilities, Series A, 5.38%, 10/01/36		
	5,000	5,731,750
City of Los Angeles California Department of Water & Power, Refunding RB, Series A, 5.25%, 7/01/39		
	8,000	8,885,520
City of Los Angeles California Wastewater System, Refunding RB, Sub-Series A, 5.00%, 6/01/28		
	2,000	2,305,260
City of Napa California Water System, RB, (AMBAC), 5.00%, 5/01/35		
	9,070	9,873,239
	<b>Par</b>	
	<b>(000)</b>	<b>Value</b>
<b>Municipal Bonds</b>		
<b>California (concluded)</b>		
<b>Utilities (concluded)</b>		
City of San Francisco California, RB, Public Utilities Water Commission, Series A, 5.00%, 11/01/37	\$ 15,000	\$ 16,626,750
City of San Francisco California, Refunding RB, Public Utilities Water Commission, Series A, 5.25%, 11/01/31	6,280	7,227,840
County of San Diego California Water Authority, COP, Refunding, Series A (AGM), 5.00%, 5/01/38	4,895	5,424,737
Dublin-San Ramon Services District, Refunding RB, 6.00%, 8/01/41	4,000	4,840,440

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East Bay California Municipal Utility District Water System Revenue, RB, Series A (NPFGC), 5.00%, 6/01/35	4,095	4,222,395
East Bay Municipal Utility District, RB, Series A (NPFGC), 5.00%, 6/01/15 (b)	10,905	11,344,363
East Bay Municipal Utility District, Refunding RB: Series A (NPFGC), 5.00%, 6/01/37	4,000	4,397,440
Sub-Series A, 5.00%, 6/01/30	5,000	5,734,450
Sub-Series A (AGM), 5.00%, 6/01/37	10,000	10,993,600
Sub-Series A (AMBAC), 5.00%, 6/01/33	3,000	3,288,420
El Dorado Irrigation District/El Dorado County Water Agency, Refunding RB, Series A (AGM), 5.25%, 3/01/39	5,000	5,672,200
Imperial Irrigation District, Refunding RB, Electric System, 5.13%, 11/01/38	5,835	6,360,442
San Diego Public Facilities Financing Authority, Refunding RB, Senior Series A, 5.25%, 5/15/34	2,000	2,282,180
		115,211,026
<b>Total Municipal Bonds 100.0%</b>		554,960,421

**Municipal Bonds Transferred to**

**Tender Option Bond Trusts (c)**

<b>California 49.6%</b>		
<b>County/City/Special District/School District 24.2%</b>		
Arcadia Unified School District California, GO, Election of 2006, Series A (AGM), 5.00%, 8/01/37	7,925	8,599,007
Desert Community College District California, GO, Series C (AGM), 5.00%, 8/01/37	12,150	13,362,934
Los Angeles Community College District California, GO: Election of 2001, Series A (NPFGC), 5.00%, 8/01/32	26,438	29,224,291
Election of 2001, Series A (AGM), 5.00%, 8/01/32	12,000	13,264,920
Election of 2003, Series F-1, 5.00%, 8/01/33	12,000	13,477,680
Los Angeles Community College District California, GO, Refunding, Election of 2008, 6.00%, 8/01/33	9,596	11,458,954
Los Angeles Unified School District California, GO, Series I, 5.00%, 1/01/34	5,000	5,612,650
Poway Unified School District, GO, Election of 2002, Improvement District 02, Series 1-B (AGM), 5.00%, 8/01/16 (b)	10,000	10,935,400
San Bernardino Community College District California, GO, Election of 2002, Series C (AGM), 5.00%, 8/01/31	7,550	8,054,868
San Francisco Bay Area Rapid Transit District, Refunding RB, Series A (NPFGC), 5.00%, 7/01/30	19,630	20,249,326
		134,240,030
<b>Education 11.3%</b>		
California State University, Refunding RB, Systemwide, Series C (NPFGC), 5.00%, 11/01/35	20,000	20,924,200

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniYield California Quality Fund, Inc. (MCA)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds Transferred to Tender Option Bond Trusts (c) California (concluded)</b>		
<b>Education (concluded)</b>		
Los Rios Community College District, GO, Election of 2008, Series A, 5.00%, 8/01/35	\$ 11,000	\$ 12,123,650
University of California, RB:		
Limited Project, Series D (AGM), 5.00%, 5/15/41	8,000	8,615,440
Series L, 5.00%, 5/15/40	7,398	7,967,332
Series O, 5.75%, 5/15/34	11,190	13,100,544
		62,731,166
<b>Utilities 14.1%</b>		
City & County of San Francisco California Public Utilities Commission, RB, Series B, 5.00%, 11/01/39	4,380	4,870,867
County of San Diego California Water Authority, COP, Refunding, Series 2008-A (AGM), 5.00%, 5/01/33	8,510	9,430,016
East Bay Municipal Utility District, Refunding RB, Sub-Series A (AMBAC), 5.00%, 6/01/37	7,990	8,806,738
Los Angeles Department of Water & Power, RB, Power System:		
Sub-Series A-1 (AGM), 5.00%, 7/01/37	13,525	14,842,410
Sub-Series A-1 (AMBAC), 5.00%, 7/01/37	5,029	5,498,074
Sub-Series A-2 (AGM), 5.00%, 7/01/35	7,500	8,036,850
Metropolitan Water District of Southern California, RB, Series A, 5.00%, 7/01/37	15,000	16,411,650
	<b>Par</b>	
<b>Municipal Bonds Transferred to Tender Option Bond Trusts (c) California (concluded)</b>		
<b>Utilities (concluded)</b>		
Rancho Water District Financing Authority, Refunding RB, Series A (AGM), 5.00%, 8/01/34	\$ 9,277	\$ 10,392,857
		78,289,462
<b>Total Municipal Bonds Transferred to Tender Option Bond Trusts 49.6%</b>		275,260,658
<b>Total Long-Term Investments</b>		
<b>(Cost \$767,336,109) 149.6%</b>		830,221,079
<b>Short-Term Securities</b>	<b>Shares</b>	<b>Value</b>
BIF California Municipal Money Fund, 0.00% (d)(e)	1,241,242	1,241,242
<b>Total Short-Term Securities</b>		
<b>(Cost \$1,241,242) 0.2%</b>		1,241,242
<b>Total Investments (Cost \$768,577,351) 149.8%</b>		831,462,321
<b>Other Assets Less Liabilities 3.1%</b>		17,595,158
<b>Liability for TOB Trust Certificates, Including Interest Expense and Fees Payable (22.9%)</b>		(127,430,238)
<b>VRDP Shares, at Liquidation Value (30.0%)</b>		(166,500,000)
<b>Net Assets Applicable to Common Shares 100.0%</b>		\$ 555,127,241

## Notes to Schedule of investments

(a) When-issued security. Unsettled when-issued transactions were as follows:

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Counterparty	Value	Unrealized Appreciation
RBC Capital Markets, LLC	\$ 6,618,660	

- (b) U.S. government securities, held in escrow, are used to pay interest on this security, as well as to retire the bond in full at the date indicated, typically at a premium to par.
- (c) Represent bonds transferred to a TOB. In exchange for which the Fund received cash and residual interest certificates. These bonds serve as collateral in a financing transaction. See Note 3 of the Notes to Financial Statements for details of municipal bonds transferred to TOBs.
- (d) Represents the current yield as of report date.
- (e) Investments in issuers considered to be an affiliate of the Fund during the year ended July 31, 2014, for purposes of Section 2(a)(3) of the 1940 Act, as amended, were as follows:

Affiliate	Shares Held at July 31, 2013	Net Activity	Shares Held at July 31, 2014	Income
BIF California Municipal Money Fund	2,379,292	(1,138,050)	1,241,242	\$ 276

Financial futures contracts outstanding as of July 31, 2014 were as follows:

Contracts Sold	Issue	Exchange	Expiration	Notional Value	Unrealized Appreciation
(352)	10-Year U.S. Treasury Note	Chicago Board of Trade	September 2014	\$ 43,862,500	\$ 84,757

For Fund compliance purposes, the Fund's sector classifications refer to any one or more of the sector sub-classifications used by one or more widely recognized market indexes or rating group indexes, and/or as defined by the investment advisor. These definitions may not apply for purposes of this report, which may combine such sector sub-classifications for reporting ease.

Fair Value Measurements Various inputs are used in determining the fair value of investments and derivative financial instruments. These inputs to valuation techniques are categorized into a disclosure hierarchy consisting of three broad levels for financial statement purposes as follows:

Level 1 unadjusted price quotations in active markets/exchanges for identical assets or liabilities that the Fund has the ability to access

Level 2 other observable inputs (including, but not limited to, quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market-corroborated inputs)

Level 3 unobservable inputs based on the best information available in the circumstances, to the extent observable inputs are not available (including the Fund's own assumptions used in determining the fair value of investments and derivative financial instruments)

See Notes to Financial Statements.



## Schedule of Investments (concluded)

BlackRock MuniYield California Quality Fund, Inc. (MCA)

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3. The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the fair value hierarchy classification is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy. In accordance with the Fund's policy, transfers between different levels of the fair value disclosure hierarchy are deemed to have occurred as of the beginning of the reporting period. The categorization of a value determined for investments and derivative financial instruments is based on the pricing transparency of the investment and derivative financial instrument and is not necessarily an indication of the risks associated with investing in those securities. For information about the Fund's policy regarding valuation of investments and derivative financial instruments, please refer to Note 2 of the Notes to Financial Statements.

The following tables summarize the Fund's investments and derivative financial instruments categorized in the disclosure hierarchy as of July 31, 2014:

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Investments:				
Long-Term Investments <sup>1</sup>		\$ 830,221,079		\$ 830,221,079
Short-Term Securities	\$ 1,241,242			1,241,242
<b>Total</b>	\$ 1,241,242	\$ 830,221,079		\$ 831,462,321

<sup>1</sup> See above Schedule of Investments for values in each sector.

Derivative Financial Instruments<sup>2</sup>

<b>Assets:</b>				
Interest rate contracts	\$ 84,757			\$ 84,757

<sup>2</sup> Derivative financial instruments are financial futures contracts, which are valued at the unrealized appreciation/depreciation on the instrument.

The Fund may hold assets and/or liabilities in which the fair value approximates the carrying amount for financial statement purposes. As of July 31, 2014, such assets and/or liabilities are categorized within the disclosure hierarchy as follows:

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash	\$ 141,229			\$ 141,229
Cash pledged for financial futures contracts	481,000			481,000
<b>Liabilities:</b>				
TOB trust certificates		\$ (127,397,373)		(127,397,373)
VRDP Shares		(166,500,000)		(166,500,000)
<b>Total</b>	\$ 622,229	\$ (293,897,373)		\$ (293,275,144)

There were no transfers between levels during the year ended July 31, 2014.

See Notes to Financial Statements.



## Schedule of Investments July 31, 2014

## BlackRock MuniYield Michigan Quality Fund II, Inc. (MYM)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>Michigan 136.3%</b>		
<b>Corporate 2.8%</b>		
County of Monroe EDC Michigan, Refunding RB, Detroit Edison Co. Project, Series AA (NPFGC), 6.95%, 9/01/22	\$ 3,805	\$ 4,855,637
<b>County/City/Special District/School District 26.0%</b>		
Anchor Bay School District, GO, Refunding, (Q-SBLF):		
4.38%, 5/01/27	640	687,526
4.50%, 5/01/29	605	646,315
Bay City School District Michigan, GO, School Building & Site (AGM) (Q-SBLF), 5.00%, 5/01/36	200	210,440
Charter Township of Canton Michigan, GO, Capital Improvement (AGM):		
5.00%, 4/01/25	1,250	1,376,475
5.00%, 4/01/26	1,250	1,377,513
5.00%, 4/01/27	500	545,475
Chippewa Valley Schools, GO, Refunding, Unlimited Tax (Q-SBLF), 5.00%, 5/01/32	1,220	1,350,052
City of Oak Park Michigan, GO, Street Improvement (NPFGC), 5.00%, 5/01/30	600	630,366
Columbia Michigan School District, GO, Unlimited Tax, School Building & Site (Q-SBLF), 5.00%, 5/01/38	1,970	2,141,587
Comstock Park Public Schools, GO, School Building & Site, Series B (Q-SBLF):		
5.50%, 5/01/36	450	495,986
5.50%, 5/01/41	830	907,066
County of Genesee Michigan, GO, Refunding, Series A (NPFGC), 5.00%, 5/01/19	400	411,340
Dearborn Brownfield Redevelopment Authority, GO, Limited Tax, Redevelopment, Series A (AGC), 5.50%, 5/01/39	2,000	2,150,860
Dearborn School District, GO, Series A (Q-SBLF):		
5.00%, 5/01/32	570	632,751
5.00%, 5/01/33	610	674,123
5.00%, 5/01/34	455	501,328
Flint EDC, RB, Michigan Department of Human Services Office Building Project, 5.25%, 10/01/41	1,880	1,964,262
Fraser Public School District Michigan, GO, School Building & Site (AGM) (Q-SBLF), 5.00%, 5/01/25	1,255	1,296,603
Goodrich Area School District Michigan, GO, School Building & Site (Q-SBLF):		
5.50%, 5/01/32	400	445,412
5.50%, 5/01/36	800	881,752
5.50%, 5/01/41	1,000	1,092,850
Harper Creek Community School District Michigan, GO, Refunding, (AGM) (Q-SBLF), 5.00%, 5/01/22	1,000	1,033,150
Hudsonville Public Schools, GO, School Building & Site (Q-SBLF), 5.25%, 5/01/41	2,650	2,857,097
Jonesville Community Schools Michigan, GO, Refunding, (NPFGC) (Q-SBLF), 5.00%, 5/01/29	1,085	1,113,807
L Anse Creuse Public Schools Michigan, GO, School Building & Site (AGM) (Q-SBLF):		
5.00%, 5/01/25	1,000	1,033,150
5.00%, 5/01/26	1,050	1,084,808
5.00%, 5/01/35	2,000	2,051,380
Lincoln Consolidated School District Michigan, GO, Refunding, (NPFGC) (Q-SBLF), 4.63%, 5/01/28	1,675	1,765,098
Livonia Public Schools School District Michigan, GO, Series I (AGM), 5.00%, 5/01/43	1,910	2,027,981
New Lothrop Area Public Schools Michigan, GO, School Building & Site (AGM) (Q-SBLF), 5.00%, 5/01/35	1,200	1,248,888
Parchment School District, County of Kalamazoo, State of Michigan, GO, School Building & Site (NPFGC) (Q-SBLF), 5.00%, 5/01/25	590	648,906
Romulus Community Schools, GO, Unlimited Tax, Refunding (AGM) (Q-SBLF)		
4.25%, 5/01/26	740	792,858
4.25%, 5/01/27	725	770,414
4.50%, 5/01/29	630	672,758
	<b>Par</b>	
	<b>(000)</b>	<b>Value</b>
<b>Municipal Bonds</b>		
<b>Michigan (continued)</b>		
<b>County/City/Special District/School District (concluded)</b>		
Thornapple Kellogg School District Michigan, GO, Refunding, School Building & Site (NPFGC) (Q-SBLF), 5.00%, 5/01/32	\$ 1,500	\$ 1,619,385
Troy School District, GO, (Q-SBLF), 5.00%, 5/01/28	760	868,095

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Van Dyke Public Schools Michigan, GO, School Building & Site (AGM) (Q-SBLF), 5.00%, 5/01/28	750	830,985
Walled Lake Consolidated School District, GO, (Q-SBLF):		
5.00%, 5/01/37	1,080	1,177,578
5.00%, 5/01/40	1,000	1,083,870
5.00%, 5/01/43	1,530	1,655,842
		44,756,132
<b>Education 17.1%</b>		
City of Grand Rapids Michigan, EDC, RB, Ferris State University Project, Series A, 5.50%, 10/01/35	760	816,126
Ferris State University, Refunding RB, General (AGM):		
4.50%, 10/01/24	1,595	1,781,759
4.50%, 10/01/25	1,405	1,569,512
Michigan Higher Education Facilities Authority, RB, Limited Obligation, Hillsdale College Project, 5.00%, 3/01/35	1,030	1,030,700
Michigan State University, Refunding RB, General:		
Series A, 5.00%, 8/15/41	3,035	3,370,216
Series C, 5.00%, 2/15/40	3,770	4,052,448
Series C, 5.00%, 2/15/44	1,000	1,073,880
Michigan Technological University, Refunding RB, Series A, 5.00%, 10/01/34	1,000	1,081,790
Oakland University, RB, General:		
5.00%, 3/01/32	400	430,808
Series A, 5.00%, 3/01/38	1,820	1,949,693
Series A, 5.00%, 3/01/43	2,980	3,176,769
University of Michigan, RB, Series A, 5.00%, 4/01/39	1,300	1,471,236
Wayne State University, RB, Series A:		
5.00%, 11/15/40	1,000	1,075,280
4.00%, 11/15/44	380	380,334
Western Michigan University, Refunding RB, General, University & College Improvements:		
5.25%, 11/15/40	1,400	1,524,390
5.25%, 11/15/43	3,220	3,511,571
(AGM), 5.25%, 11/15/33	380	421,196
(AGM), 5.00%, 11/15/39	665	719,351
		29,437,059
<b>Health 31.2%</b>		
Kalamazoo Hospital Finance Authority, RB, Bronson Methodist Hospital (AGM), 5.25%, 5/15/36	2,750	2,924,432
Kent Hospital Finance Authority Michigan, Refunding RB, Spectrum Health, Series A, 5.00%, 11/15/29	3,000	3,309,480
Michigan Finance Authority, RB, Sparrow Obligated Group, 5.00%, 11/15/36	950	999,277
Michigan Finance Authority, Refunding RB:		
Hospital, Oakwood Obligated Group, 5.00%, 8/15/31	1,065	1,155,195
Trinity Health Credit Group, 5.00%, 12/01/31	1,900	2,075,142
Trinity Health Credit Group, 5.00%, 12/01/35	2,400	2,584,296
Trinity Health Credit Group, 5.00%, 12/01/39	1,650	1,761,457
Michigan State Hospital Finance Authority, RB:		
Ascension Health Senior Credit Group, 5.00%, 11/15/25	2,300	2,602,335
McLaren Health Care, Series C, 5.00%, 8/01/35	1,585	1,603,640
MidMichigan Obligated Group, Series A, 5.00%, 4/15/26	380	388,235
Trinity Health Credit, 5.00%, 12/01/16 (a)	145	160,241
Trinity Health Credit, Series A, 5.00%, 12/01/26	855	933,874

See Notes to Financial Statements.

## Schedule of Investments (continued)

## BlackRock MuniYield Michigan Quality Fund II, Inc. (MYM)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>Michigan (concluded)</b>		
<b>Health (concluded)</b>		
Michigan State Hospital Finance Authority, Refunding RB:		
Hospital, Oakwood Obligated Group, Series A, 5.00%, 7/15/21	\$ 400	\$ 438,220
Hospital, Oakwood Obligated Group, Series A, 5.00%, 7/15/25	2,470	2,592,808
Hospital, Oakwood Obligated Group, Series A, 5.00%, 7/15/37	3,340	3,404,161
Hospital, Sparrow Obligated Group, 5.00%, 11/15/31	1,595	1,634,205
McLaren Health Care, Series A, 5.00%, 6/01/35	860	920,879
McLaren Health Care, Series A, 5.75%, 5/15/38	1,500	1,686,225
Trinity Health Credit Group, Series A, 6.13%, 12/01/23	940	1,097,600
Trinity Health Credit Group, Series A, 6.25%, 12/01/28	570	664,871
Trinity Health Credit Group, Series C, 4.00%, 12/01/32	2,840	2,866,696
Trinity Health Credit, Series A, 6.50%, 12/01/33	1,400	1,642,452
Royal Oak Hospital Finance Authority Michigan, Refunding RB, William Beaumont Hospital:		
Series D, 5.00%, 9/01/39	9,000	9,614,160
Series V, 8.25%, 9/01/18 (a)	1,000	1,289,790
Series W, 6.00%, 8/01/39	575	640,136
State of Michigan Hospital Finance Authority, Refunding RB, Henry Ford Health, 5.75%, 11/15/39	1,200	1,293,204
Sturgis Building Authority, RB, Sturgis Hospital Project (NPFGC), 4.75%, 10/01/14 (a)	3,525	3,552,178
		53,835,189
<b>Housing 8.1%</b>		
Michigan State HDA, RB:		
Deaconess Tower, AMT (Ginnie Mae), 5.25%, 2/20/48	1,000	1,014,440
Series A, 4.75%, 12/01/25	2,605	2,769,219
Series A, 4.45%, 10/01/34	380	390,158
Series A, 4.63%, 10/01/39	1,325	1,354,852
Series A, 4.75%, 10/01/44	1,900	1,947,386
Michigan State HDA, Refunding RB:		
Rental Housing, Series D, 4.50%, 10/01/48	4,710	4,784,748
Series A, 6.05%, 10/01/41	1,625	1,771,981
		14,032,784
<b>State 13.4%</b>		
Michigan Strategic Fund, Refunding RB, Cadillac Place Office Building Project, 5.25%, 10/15/31		
	2,650	2,869,234
State of Michigan Building Authority, RB, Local Government Loan Program, Series F, 5.25%, 10/01/41		
	2,510	2,657,161
State of Michigan Building Authority, Refunding RB, Facilities Program:		
Series I, 6.25%, 10/15/38	2,350	2,736,128
Series I (AGC), 5.25%, 10/15/24	2,000	2,320,040
Series I (AGC), 5.25%, 10/15/25	1,500	1,733,595
Series I (AGC), 5.25%, 10/15/26	400	460,588
Series I-A, 5.38%, 10/15/41	2,175	2,402,005
Series I-A, 5.50%, 10/15/45	750	835,163
Series II (AGM), 5.00%, 10/15/26	3,000	3,416,070
State of Michigan Trunk Line Fund, RB:		
5.00%, 11/15/33	1,150	1,283,699
5.00%, 11/15/36	2,220	2,444,620
		23,158,303
<b>Transportation 13.6%</b>		
State of Michigan, RB, GAB (AGM), 5.25%, 9/15/27		
	3,250	3,656,217
	<b>Par</b>	
	<b>(000)</b>	<b>Value</b>
<b>Municipal Bonds</b>		
<b>Michigan (concluded)</b>		
<b>Transportation (concluded)</b>		
Wayne County Airport Authority, RB, Detroit Metropolitan Wayne County Airport, AMT (NPFGC):		

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5.25%, 12/01/25	\$ 3,730	\$ 3,933,248
5.25%, 12/01/26	3,700	3,901,613
5.00%, 12/01/34	3,550	3,678,794
Wayne County Airport Authority, Refunding RB, AMT (AGC):		
5.75%, 12/01/26	3,060	3,509,269
5.38%, 12/01/32	4,300	4,810,324
		23,489,465
<b>Utilities 24.1%</b>		
City of Detroit Michigan Sewage Disposal System, Refunding RB, Senior Lien, Series A, 5.25%, 7/01/39	1,010	989,335
City of Detroit Michigan Water Supply System, RB:		
2nd Lien, Series B (AGM), 7.00%, 7/01/36	2,000	2,150,720
Senior Lien, Series A (NPFGC), 5.00%, 7/01/34	4,000	3,940,320
City of Detroit Michigan Water Supply System, Refunding RB, 2nd Lien, Series C (AGM), 5.00%, 7/01/29	6,275	6,279,267
City of Grand Rapids Michigan, Refunding RB, Series A (NPFGC), 5.50%, 1/01/22	1,500	1,787,280
City of Grand Rapids Michigan Sanitary Sewer System, RB:		
5.00%, 1/01/37	570	632,729
4.00%, 1/01/42	1,050	1,058,946
City of Holland Michigan Electric Utility System, RB, Series A:		
5.00%, 7/01/33	1,140	1,279,924
4.13%, 7/01/39	950	969,180
5.00%, 7/01/39	4,640	5,142,280
City of Lansing Michigan, RB, Board of Water & Light Utilities System, Series A:		
5.00%, 7/01/27	1,210	1,371,027
5.00%, 7/01/31	2,600	2,896,790
5.00%, 7/01/37	1,270	1,396,733
5.50%, 7/01/41	2,000	2,322,360
City of Port Huron Michigan, RB, Water Supply System:		
5.25%, 10/01/31	190	204,415
5.63%, 10/01/40	500	542,060
City of Wyoming Michigan, RB, Sewer System (NPFGC), 5.00%, 6/01/30	5,300	5,452,269
County of Genesee Michigan, GO, Water Supply System (NPFGC), 5.13%, 9/03/14 (a)	500	502,220
Michigan Municipal Bond Authority, RB, State Clean Water Revolving Fund:		
5.00%, 10/01/27	750	812,227
5.00%, 10/01/29	905	1,030,397
Michigan Municipal Bond Authority, RB, State Clean Water Revolving Fund (concluded):		
Pooled Project, 5.00%, 10/01/27	760	879,685
		41,640,164
<b>Total Municipal Bonds in Michigan</b>		<b>235,204,733</b>
<b>Guam 3.7%</b>		
<b>State 3.7%</b>		
Territory of Guam, RB:		
Business Privilege Tax Bonds, Series A, 5.25%, 1/01/36	310	330,751
Business Privilege Tax Bonds, Series A, 5.13%, 1/01/42	3,390	3,572,484
Business Privilege Tax Bonds, Series B-1, 5.00%, 1/01/32	1,050	1,103,707

See Notes to Financial Statements.

## Schedule of Investments (continued)

## BlackRock MuniYield Michigan Quality Fund II, Inc. (MYM)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>Guam (concluded)</b>		
<b>State (concluded)</b>		
Territory of Guam, RB (concluded):		
Business Privilege Tax Bonds, Series B-1, 5.00%, 1/01/37	\$ 405	\$ 424,663
Limited Obligation Bonds, Section 30, Series A, 5.63%, 12/01/29	850	930,215
<b>Total Municipal Bonds in Guam</b>		6,361,820
<b>Total Municipal Bonds 140.0%</b>		241,566,553
<b>Municipal Bonds Transferred to Tender Option Bond Trusts (b)</b>		
<b>Michigan 15.8%</b>		
<b>County/City/Special District/School District 4.4%</b>		
Lakewood Public Schools Michigan, GO, School Building & Site (AGM) (Q-SBLF), 5.00%, 5/01/37	4,154	4,485,068
Portage Public Schools Michigan, GO, School Building & Site (AGM), 5.00%, 5/01/31	2,850	3,107,697
		7,592,765
<b>Education 11.4%</b>		
Michigan State University, Refunding RB, General, Series A, 5.00%, 8/15/38	3,780	4,222,260
Saginaw Valley State University, Refunding RB, General (AGM), 5.00%, 7/01/31	2,500	2,749,950
	<b>Par</b>	
<b>Municipal Bonds Transferred to Tender Option Bond Trusts (b)</b>	<b>(000)</b>	<b>Value</b>
<b>Michigan (concluded)</b>		
<b>Education (concluded)</b>		
Wayne State University, RB, General, Series A, 5.00%, 11/15/40	\$ 3,810	\$ 4,096,817
Wayne State University, Refunding RB, General (AGM), 5.00%, 11/15/35	7,793	8,536,752
		19,605,779
<b>Total Municipal Bonds Transferred to Tender Option Bond Trusts 15.8%</b>		27,198,544
<b>Total Long-Term Investments (Cost \$253,641,539) 155.8%</b>		268,765,097
<b>Short-Term Securities Shares</b>	<b>Shares</b>	
BIF Michigan Municipal Money Fund, 0.00% (c)(d)	2,269,658	2,269,658
<b>Total Short-Term Securities (Cost \$2,269,658) 1.3%</b>		2,269,658
<b>Total Investments (Cost \$255,911,197) 157.1%</b>		271,034,755
<b>Other Assets Less Liabilities 1.3%</b>		2,336,602
<b>Liability for TOB Trust Certificates, Including Interest Expense and Fees Payable (7.8%)</b>		(13,495,992)
<b>VRDP Shares, at Liquidation Value (50.6%)</b>		(87,300,000)
<b>Net Assets Applicable to Common Shares 100.0%</b>		\$ 172,575,365

## Notes to Schedule of investments

- (a) U.S. government securities, held in escrow, are used to pay interest on this security, as well as to retire the bond in full at the date indicated, typically at a premium to par.

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- (b) Represent bonds transferred to a TOB. In exchange for which the Fund received cash and residual interest certificates. These bonds serve as collateral in a financing transaction. See Note 3 of the Notes to Financial Statements for details of municipal bonds transferred to TOBs.
- (c) Investments in issuers considered to be an affiliate of the Fund during the year ended July 31, 2014, for purposes of Section 2(a)(3) of the 1940 Act, as amended, were as follows:

Affiliate	Shares Held at July 31, 2013	Net Activity	Shares Held at July 31, 2014	Income
BIF Michigan Municipal Money Fund	639,757	1,629,901	2,269,658	

- (d) Represents the current yield as of report date.

Financial futures contracts outstanding as of July 31, 2014 were as follows:

Contracts Sold	Issue	Exchange	Expiration	Notional Value	Unrealized Appreciation
(50)	10-Year U.S. Treasury Note	Chicago Board of Trade	September 2014	\$ 6,230,469	\$ 21,414

For Fund compliance purposes, the Fund's sector classifications refer to any one or more of the sector sub-classifications used by one or more widely recognized market indexes or rating group indexes, and/or as defined by the investment advisor. These definitions may not apply for purposes of this report, which may combine such sector sub-classifications for reporting ease.

**Fair Value Measurements** Various inputs are used in determining the fair value of investments and derivative financial instruments. These inputs to valuation techniques are categorized into a disclosure hierarchy consisting of three broad levels for financial statement purposes as follows:

**Level 1** unadjusted price quotations in active markets/exchanges for identical assets or liabilities that the Fund has the ability to access

**Level 2** other observable inputs (including, but not limited to, quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market-corroborated inputs)

**Level 3** unobservable inputs based on the best information available in the circumstances, to the extent observable inputs are not available (including the Fund's own assumptions used in determining the fair value of investments and derivative financial instruments)

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3. The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the fair value hierarchy classification is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

See Notes to Financial Statements.



## Schedule of Investments (concluded)

## BlackRock MuniYield Michigan Quality Fund II, Inc. (MYM)

Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy. In accordance with the Fund's policy, transfers between different levels of the fair value disclosure hierarchy are deemed to have occurred as of the beginning of the reporting period. The categorization of a value determined for investments and derivative financial instruments is based on the pricing transparency of the investment and derivative financial instrument and is not necessarily an indication of the risks associated with investing in those securities. For information about the Fund's policy regarding valuation of investments and derivative financial instruments, please refer to Note 2 of the Notes to Financial Statements.

The following tables summarize the Fund's investments and derivative financial instruments categorized in the disclosure hierarchy as of July 31, 2014:

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Investments:				
Long-Term Investments <sup>1</sup>		\$ 268,765,097		\$ 268,765,097
Short-Term Securities	\$ 2,269,658			2,269,658
<b>Total</b>	\$ 2,269,658	\$ 268,765,097		\$ 271,034,755

<sup>1</sup> See above Schedule of Investments for values in each sector.

	Level 1	Level 2	Level 3	Total
Derivative Financial Instruments <sup>2</sup>				
<b>Assets:</b>				
Interest rate contracts	\$ 21,414			\$ 21,414

<sup>2</sup> Derivative financial instruments are financial futures contracts, which are valued at the unrealized appreciation/depreciation on the instrument.

The Fund may hold assets and/or liabilities in which the fair value approximates the carrying amount for financial statement purposes. As of July 31, 2014, such assets and/or liabilities are categorized within the disclosure hierarchy as follows:

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash pledged for financial futures contracts	\$ 75,000			\$ 75,000
<b>Liabilities:</b>				
TOB trust certificates		\$ (13,492,998)		(13,492,998)
VRDP Shares		(87,300,000)		(87,300,000)
<b>Total</b>	\$ 75,000	\$ (100,792,998)		\$ (100,717,998)

There were no transfers between levels during the year ended July 31, 2014.

See Notes to Financial Statements.



## Schedule of Investments July 31, 2014

## BlackRock MuniYield New York Quality Fund, Inc. (MYN)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>New York 126.1%</b>		
<b>Corporate 2.9%</b>		
City of New York New York Industrial Development Agency, Refunding RB, AMT:		
Terminal One Group Association Project, 5.50%, 1/01/24 (a)	\$ 1,500	\$ 1,590,750
Transportation Infrastructure Properties LLC, Series A, 5.00%, 7/01/28	930	992,217
County of Suffolk New York Industrial Development Agency, RB, KeySpan Generation LLC, Port Jefferson, AMT, 5.25%, 6/01/27	4,000	4,020,160
New York Liberty Development Corp., RB, Goldman Sachs Headquarters, 5.25%, 10/01/35	4,000	4,621,720
New York State Energy Research & Development Authority, Refunding RB, Brooklyn Union Gas/Keyspan, Series A, AMT (NPFGC), 4.70%, 2/01/24	4,750	4,989,447
		16,214,294
<b>County/City/Special District/School District 36.7%</b>		
City of New York New York, GO:		
Fiscal 2012, Sub-Series D-1, 5.00%, 10/01/33	8,350	9,269,752
Series A-1, 5.00%, 8/01/35	1,950	2,151,825
Sub-Series A-1, 5.00%, 8/01/33	2,100	2,350,005
Sub-Series A-1, 5.00%, 10/01/34	1,845	2,059,463
Sub-Series D-1, 5.00%, 8/01/31	1,300	1,466,556
City of New York New York, GO, Refunding:		
Series E, 5.50%, 8/01/25	6,230	7,643,961
Series E, 5.00%, 8/01/32	2,040	2,292,940
Series I, 5.00%, 8/01/32	490	549,613
City of New York New York Convention Center Development Corp., RB, Hotel Unit Fee Secured (AMBAC):		
5.00%, 11/15/35	30,600	31,864,392
5.00%, 11/15/44	11,670	12,116,027
City of New York New York Housing Development Corp., RB, Fund Grant Program, New York City Housing Authority Program, Series B1:		
5.25%, 7/01/32	6,865	7,755,734
5.00%, 7/01/33	1,675	1,839,049
City of New York New York Industrial Development Agency, RB, PILOT:		
CAB, Yankee Stadium Project, Series A (AGC), 0.00%, 3/01/39 (b)	5,000	1,613,550
CAB, Yankee Stadium Project, Series A (AGC), 0.00%, 3/01/43 (b)	4,330	1,045,868
Queens Baseball Stadium (AGC), 6.38%, 1/01/39	1,000	1,160,600
Queens Baseball Stadium (AMBAC), 5.00%, 1/01/36	6,910	7,029,197
Queens Baseball Stadium (AMBAC), 5.00%, 1/01/39	1,750	1,776,968
Yankee Stadium Project (NPFGC), 5.00%, 3/01/36	2,250	2,293,560
Yankee Stadium Project (NPFGC), 5.00%, 3/01/46	9,650	9,800,154
City of New York New York Transitional Finance Authority Future Tax Secured, RB: (NPFGC), 5.00%, 2/01/33	1,640	1,646,101
Sub-Series A-1, 5.00%, 11/01/38	1,000	1,114,260
Sub-Series B-1, 5.00%, 11/01/35	2,510	2,836,325
Sub-Series B-1, 5.00%, 11/01/36	1,690	1,900,760
City of New York New York Transitional Finance Authority Future Tax Secured, Refunding RB, (NPFGC), 5.00%, 11/15/26	205	205,791
	<b>Par</b>	
	<b>(000)</b>	<b>Value</b>
<b>Municipal Bonds</b>		
<b>New York (continued)</b>		
<b>County/City/Special District/School District (concluded)</b>		
Counties of Buffalo & Erie New York Industrial Land Development Corp., Refunding RB, Buffalo State College Foundation Housing Corp. Project, Series A, 5.38%, 10/01/41	\$ 1,040	\$ 1,131,458
County of Erie New York Industrial Development Agency, RB, City School District of Buffalo Project, Series A:		
5.25%, 5/01/31	2,305	2,632,817
5.25%, 5/01/32	1,000	1,134,430
Hudson Yards Infrastructure Corp., RB, Series A:		

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(AGC), 5.00%, 2/15/47	550	570,196
(AGC), 5.00%, 2/15/47	4,300	4,457,896
(AGM), 5.00%, 2/15/47	4,580	4,748,178
(NPFGC), 4.50%, 2/15/47	14,725	14,955,741
(NPFGC), 5.00%, 2/15/47	4,665	4,830,561
New York Liberty Development Corp., Refunding RB:		
4 World Trade Center Project, 5.00%, 11/15/31	2,570	2,803,896
4 World Trade Center Project, 5.00%, 11/15/44	2,000	2,147,480
4 World Trade Center Project, 5.75%, 11/15/51	3,460	3,878,798
7 World Trade Center Project, Class 1, 4.00%, 9/15/35	1,090	1,129,850
7 World Trade Center Project, Class 2, 5.00%, 9/15/43	4,725	5,090,479
North Country Development Authority, Refunding RB, (AGM), 6.00%, 5/15/15	205	211,814
Sales Tax Asset Receivable Corp., Refunding RB, Series A (AMBAC):		
5.25%, 10/15/27	9,500	9,594,715
5.00%, 10/15/32	27,200	27,444,528
Syracuse New York Industrial Development Agency, RB, PILOT, Carousel Center Project, Series A, AMT (Syncora), 5.00%, 1/01/36		
	3,400	3,426,384
Town of North Hempstead New York, GO, Refunding, Series B (NPFGC), 6.40%, 4/01/17	555	638,034
		204,609,706
<b>Education 21.5%</b>		
Amherst Development Corp., Refunding RB, University at Buffalo Foundation Faculty-Student Housing Corp., Series A (AGM), 4.63%, 10/01/40		
	2,000	2,087,060
City of New York New York Trust for Cultural Resources, Refunding RB:		
American Museum of National History, Series A (NPFGC), 5.00%, 7/01/37	2,265	2,561,738
American Museum of National History, Series A (NPFGC), 5.00%, 7/01/41	825	924,973
Carnegie Hall, Series A, 4.75%, 12/01/39	3,550	3,688,663
Carnegie Hall, Series A, 5.00%, 12/01/39	2,150	2,267,003
Museum of Modern Art, Series 1A, 5.00%, 4/01/31	1,000	1,119,870
Wildlife Conservation Society, Series A, 5.00%, 8/01/42	750	820,455
City of Troy New York Capital Resource Corp., Refunding RB, Rensselaer Polytechnic Institute Project, Series A, 5.13%, 9/01/40		
	6,445	6,911,940
County of Madison New York Industrial Development Agency, RB, Colgate University Project, Series A (AMBAC):		
5.00%, 7/01/35	2,675	2,721,491
5.00%, 7/01/30	5,410	5,516,361
County of Monroe New York Industrial Development Corp., RB, University of Rochester Project, Series B, 4.50%, 7/01/35		
	3,885	4,077,890

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniYield New York Quality Fund, Inc. (MYN)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>New York (continued)</b>		
<b>Education (continued)</b>		
County of Monroe New York Industrial Development Corp., Refunding RB, University of Rochester Project, Series A, 5.00%, 7/01/38	\$ 1,440	\$ 1,584,475
County of Onondaga New York, RB, Syracuse University Project: 5.00%, 12/01/30	1,190	1,320,757
5.00%, 12/01/36	1,150	1,259,894
County of Rensselaer New York Industrial Development Agency, RB, Polytechnic Institute, Series B (AMBAC), 5.50%, 8/01/22	1,255	1,260,208
County of Schenectady New York Capital Resource Corp., Refunding RB, Union College, 5.00%, 7/01/32	1,120	1,235,259
County of St. Lawrence New York Industrial Development Agency, RB, Clarkson University Project, 5.38%, 9/01/41	500	550,935
County of Tompkins New York Development Corp., RB, Ithaca College Project (AGM): 5.50%, 7/01/33	500	553,380
5.25%, 7/01/36	860	932,429
County of Tompkins New York Industrial Development Agency, RB, Civic Facility Cornell University Project, Series A, 5.00%, 7/01/37	675	751,829
State of New York Dormitory Authority, RB: Convent of the Sacred Heart (AGM), 5.75%, 11/01/40	2,075	2,319,020
Fordham University, Series A, 5.00%, 7/01/28	325	363,383
Fordham University, Series A, 5.50%, 7/01/36	1,550	1,729,846
General Purpose, Series A, 5.00%, 2/15/36	5,500	6,143,060
Mount Sinai School of Medicine, 5.13%, 7/01/39	665	700,192
New York University, Series 1 (AMBAC), 5.50%, 7/01/40	4,580	5,742,679
New York University, Series B, 5.00%, 7/01/34	1,000	1,126,820
New York University, Series B, 5.00%, 7/01/37	600	667,446
New York University, Series B, 5.00%, 7/01/42	3,240	3,571,063
New York University, Series C, 5.00%, 7/01/38	2,000	2,231,740
State University Dormitory Facilities, Series A, 5.00%, 7/01/35	800	887,288
State University Dormitory Facilities, Series A, 5.00%, 7/01/40	2,035	2,199,062
State University Dormitory Facilities, Series A, 5.00%, 7/01/41	1,500	1,629,435
The New School (AGM), 5.50%, 7/01/43	4,050	4,420,575
State of New York Dormitory Authority, Refunding RB: 3rd General Resolution, State University Educational Facilities Issue, Series A, 5.00%, 5/15/29	1,000	1,132,020
Cornell University, Series A, 5.00%, 7/01/40	1,000	1,132,420
Fordham University, 4.13%, 7/01/39	930	940,128
Fordham University, 5.00%, 7/01/44	2,130	2,341,339
New York University Mount Sinai School of Medicine at NYU (NPFGC), 5.00%, 7/01/35	6,100	6,368,644
New York University, Series A, 5.00%, 7/01/31	3,955	4,446,330
New York University, Series A, 5.00%, 7/01/37	4,775	5,311,758
Rochester Institute of Technology, 4.00%, 7/01/32	2,355	2,396,566
Rochester Institute of Technology, 5.00%, 7/01/38	500	542,455
Rochester Institute of Technology, 5.00%, 7/01/42	750	812,077
Rockefeller University, Series B, 4.00%, 7/01/38	1,370	1,415,059
St. John's University, Series A, 5.00%, 7/01/27	430	485,831
	<b>Par</b>	
	<b>(000)</b>	<b>Value</b>
<b>Municipal Bonds</b>		
<b>New York (continued)</b>		
<b>Education (concluded)</b>		
State of New York Dormitory Authority, Refunding RB (concluded): State University Dormitory Facilities, Series A, 5.25%, 7/01/30	\$ 4,195	\$ 4,787,502
State University Dormitory Facilities, Series A, 5.25%, 7/01/31	8,735	9,882,604
State University Dormitory Facilities, Series A, 5.00%, 7/01/42	1,490	1,625,039
		119,497,991
<b>Health 10.3%</b>		

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City of New York New York Health & Hospital Corp., Refunding RB, Health System, Series A, 5.00%, 2/15/30	2,200	2,413,554
County of Dutchess New York Industrial Development Agency, RB, Vassar Brothers Medical Center, (AGC):		
5.50%, 4/01/30	250	275,900
5.50%, 4/01/34	490	536,227
County of Monroe New York Industrial Development Corp., RB, Rochester General Hospital Project, Series A:		
5.00%, 12/01/32	830	893,769
5.00%, 12/01/37	350	372,026
County of Monroe New York Industrial Development Corp., Refunding RB:		
Rochester General Hospital Project, Series B, 3.60%, 12/01/32	565	541,208
Unity Hospital of Rochester Project (FHA), 5.50%, 8/15/40	5,650	6,463,939
County of Westchester New York Healthcare Corp., Refunding RB, Senior Lien, Remarketing, Series A, 5.00%, 11/01/30	2,000	2,131,160
State of New York Dormitory Authority, RB:		
Healthcare, Series A, 5.00%, 3/15/38	2,000	2,243,480
Hudson Valley Hospital (BHAC) (FHA), 5.00%, 8/15/36	6,500	7,094,945
Montefiore Hospital (NPFGC) (FHA), 5.00%, 8/01/33	1,500	1,514,700
New York & Presbyterian Hospital (AGM), 5.00%, 8/15/14 (c)	4,925	4,934,308
New York University Hospitals Center, Series A, 5.75%, 7/01/31	3,450	3,841,989
New York University Hospitals Center, Series A, 6.00%, 7/01/40	1,100	1,225,884
North Shore-Long Island Jewish Obligated Group, Series A, 5.50%, 5/01/37	2,075	2,239,962
North Shore-Long Island Jewish Obligated Group, Series C, 4.25%, 5/01/39	1,000	1,015,130
North Shore-Long Island Jewish Obligated Group, Series D, 4.25%, 5/01/39	800	812,104
State of New York Dormitory Authority, Refunding RB:		
New York University Hospitals Center, Series A, 5.00%, 7/01/36	1,500	1,555,080
North Shore-Long Island Jewish Obligated Group, Series A, 5.00%, 5/01/32	4,000	4,317,800
North Shore-Long Island Jewish Obligated Group, Series A, 5.25%, 5/01/34	9,220	10,071,928
St. Luke s Roosevelt Hospital (FHA), 4.90%, 8/15/15 (c)	2,900	3,040,070
		57,535,163
<b>Housing 4.4%</b>		
City of New York New York Housing Development Corp., RB, M/F Housing, AMT:		
Series A-1-A, 5.00%, 11/01/30	750	766,650
Series A-1-A, 5.45%, 11/01/46	1,335	1,351,581

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniYield New York Quality Fund, Inc. (MYN)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>New York (continued)</b>		
<b>Housing (concluded)</b>		
City of New York New York Housing Development Corp., RB, M/F Housing, AMT (concluded):		
Series C, 5.00%, 11/01/26	\$ 1,500	\$ 1,522,515
Series C, 5.05%, 11/01/36	2,000	2,050,840
Series H-1, 4.70%, 11/01/40	1,340	1,345,869
Series H-2-A, 5.20%, 11/01/35	840	854,834
Series H-2-A, 5.35%, 5/01/41	600	617,016
City of Yonkers New York Industrial Development Agency, RB, Monastery Manor Associates LP Project, AMT (SONYMA), 5.25%, 4/01/37	2,445	2,458,521
County of Monroe New York Industrial Development Agency, IDR, Southview Towers Project, AMT (SONYMA):		
6.13%, 2/01/20	555	556,659
6.25%, 2/01/31	1,125	1,127,149
State of New York HFA, RB, St. Philip's Housing, Series A, AMT (Fannie Mae), 4.65%, 11/15/38	1,500	1,506,360
State of New York Mortgage Agency, RB, S/F Housing, 49th Series, 4.00%, 10/01/43	2,405	2,418,228
State of New York Mortgage Agency, Refunding RB:		
48th Series, 3.70%, 10/01/38	4,285	4,210,827
S/F Housing, 143rd Series, AMT, 4.85%, 10/01/27	1,100	1,152,327
S/F Housing, 143rd Series, AMT (NPFGC), 4.85%, 10/01/27	2,485	2,547,448
		24,486,824
<b>State 11.6%</b>		
City of New York New York Transitional Finance Authority, BARB:		
Fiscal 2008, Series S-1, 4.50%, 1/15/38	1,700	1,750,949
Fiscal 2009, Series S-1 (AGC), 5.50%, 7/15/38	6,000	6,834,120
Fiscal 2009, Series S-4 (AGC), 5.50%, 1/15/33	5,500	6,292,715
Fiscal 2009, Series S-4 (AGC), 5.50%, 1/15/39	1,500	1,712,775
Series S-2 (AGM) (NPFGC), 5.00%, 1/15/37	5,000	5,397,050
Series S-2 (NPFGC), 4.25%, 1/15/34	5,000	5,081,550
Metropolitan Transportation Authority, Refunding RB, Dedicated Tax Fund:		
Series B, 5.00%, 11/15/34	1,500	1,667,040
Sub-Series B-1, 5.00%, 11/15/31	3,465	3,903,253
State of New York Dormitory Authority, RB:		
General Purpose, Series B, 5.00%, 3/15/37	1,000	1,104,480
General Purpose, Series B, 5.00%, 3/15/42	7,500	8,157,675
Master BOCES Program Lease (AGC), 5.00%, 8/15/28	1,750	1,920,747
School Districts Financing Program, Series C (AGM), 5.00%, 10/01/37	4,050	4,406,724
Series C, 5.00%, 12/15/31	6,230	6,795,061
State of New York Dormitory Authority, Refunding RB, School Districts Financing Program, Series A (AGM), 5.00%, 10/01/35	550	601,508
State of New York Thruway Authority, RB:		
2nd General Highway & Bridge Trust, Series A (AMBAC), 5.00%, 4/01/26	4,380	4,684,629
2nd General Highway & Bridge Trust, Series B, 5.00%, 4/01/27	1,500	1,663,140
Transportation, Series A, 5.00%, 3/15/32	1,130	1,280,347
State of New York Urban Development Corp., RB, State Personal Income Tax, Series A, 3.50%, 3/15/28	1,500	1,542,525
		64,796,288
<b>Transportation 27.9%</b>		
Metropolitan Transportation Authority, RB:		
Series A, 5.00%, 11/15/27	1,000	1,156,240
Series A, 5.00%, 11/15/30	2,935	3,303,284
	<b>Par</b>	
	<b>(000)</b>	<b>Value</b>
<b>Municipal Bonds</b>		
<b>New York (continued)</b>		
<b>Transportation (concluded)</b>		

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Metropolitan Transportation Authority, RB (concluded):		
Series A-1, 5.25%, 11/15/33	\$ 2,565	\$ 2,905,170
Series A-1, 5.25%, 11/15/34	2,840	3,202,270
Series C, 6.50%, 11/15/28	3,200	3,815,648
Series D, 5.25%, 11/15/41	3,450	3,781,787
Series E, 5.00%, 11/15/38	7,785	8,484,482
Series H, 5.00%, 11/15/25	1,000	1,166,630
Series H, 5.00%, 11/15/31	1,690	1,881,224
Sub-Series B, 5.00%, 11/15/25	3,250	3,828,597
Metropolitan Transportation Authority, Refunding RB, Series D, 5.25%, 11/15/29	1,000	1,121,340
New York Liberty Development Corp., RB, 1 World Trade Center Port Authority Consolidated, 5.25%, 12/15/43	3,500	3,856,580
Niagara Falls Bridge Commission, Refunding RB, Toll Bridge System, Series A (AGC), 4.00%, 10/01/19	1,900	2,059,334
Niagara Frontier Transportation Authority New York, RB, Buffalo Niagara International Airport, Series B (NPFGC), 5.50%, 4/01/19	2,705	2,720,148
Port Authority of New York & New Jersey, ARB:		
Consolidated, 37th Series, AMT (AGM), 5.13%, 7/15/30	2,500	2,534,050
Consolidated, 163rd Series, 5.00%, 7/15/35	2,500	2,825,650
Consolidated, 183rd Series, 4.00%, 6/15/44	5,000	5,011,950
JFK International Air Terminal LLC, Special Project, Series 6, AMT (NPFGC), 6.25%, 12/01/14	7,380	7,599,629
JFK International Air Terminal LLC, Special Project, Series 6, AMT (NPFGC), 5.75%, 12/01/22	8,160	8,209,042
JFK International Air Terminal LLC, Special Project, Series 6, AMT (NPFGC), 5.75%, 12/01/25	3,500	3,509,170
Port Authority of New York & New Jersey, Refunding ARB:		
179th Series, 5.00%, 12/01/38	1,390	1,552,380
Consolidated, 146th Series, AMT (AGM), 4.50%, 12/01/34	6,090	6,196,331
Consolidated, 147th Series, AMT, 4.75%, 4/15/37	2,250	2,302,020
Consolidated, 177th Series, AMT, 4.00%, 1/15/43	1,975	1,955,072
Consolidated, 178th Series, AMT, 5.00%, 12/01/43	750	807,293
Port Authority of New York & New Jersey, Refunding RB, AMT:		
178th Series, 5.00%, 12/01/33	1,140	1,261,706
Consolidated, 177th Series, 3.50%, 7/15/35	2,120	1,975,670
State of New York Thruway Authority, Refunding RB:		
General, Series G (AGM), 4.75%, 1/01/29	7,250	7,499,472
General, Series G (AGM), 4.75%, 1/01/30	9,000	9,306,360
General, Series G (AGM), 5.00%, 1/01/32	17,030	17,672,372
General, Series I, 5.00%, 1/01/24	1,505	1,757,133
General, Series I, 5.00%, 1/01/37	6,500	7,118,540
General, Series I, 5.00%, 1/01/42	3,250	3,528,330
Series F (AMBAC), 5.00%, 1/01/15 (c)	4,100	4,182,984
Series F (AMBAC), 5.00%, 1/01/30	1,900	1,930,856
Series G (AGM), 5.00%, 1/01/30	2,000	2,075,160
Triborough Bridge & Tunnel Authority, Refunding RB:		
General, CAB, Series B, 0.00%, 11/15/32 (b)	9,000	4,409,010
General, Series A, 5.00%, 11/15/38	1,000	1,108,580
Series C, 5.00%, 11/15/38	2,000	2,216,040
Sub-Series A, 5.00%, 11/15/28	2,500	2,882,100
Sub-Series A, 5.00%, 11/15/29	875	999,836

155,709,470

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniYield New York Quality Fund, Inc. (MYN)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>New York (continued)</b>		
<b>Utilities 10.8%</b>		
City of New York New York Municipal Water Finance Authority, RB, Series B, 5.00%, 6/15/36	\$ 2,000	\$ 2,125,100
City of New York New York Municipal Water Finance Authority, Refunding RB:		
2nd General Resolution, Series BB, 5.00%, 6/15/31	1,000	1,129,570
2nd General Resolution, Series FF, 5.00%, 6/15/31	1,500	1,699,605
2nd General Resolution, Series DD, 5.00%, 6/15/32	6,750	7,525,103
Series D (AGM), 5.00%, 6/15/37	9,000	9,292,050
Long Island Power Authority, RB, Series A:		
(AMBAC), 5.00%, 9/01/14 (c)	7,000	7,028,280
(AGM), 5.00%, 5/01/36	3,775	4,037,627
Long Island Power Authority, Refunding RB:		
General, Series A (AGC), 6.00%, 5/01/33	1,500	1,756,455
General, Series B (AGM), 5.00%, 12/01/35	4,000	4,236,440
Series A (AGC), 5.75%, 4/01/39	1,015	1,169,087
State of New York Environmental Facilities Corp., Refunding RB, Series B, Revolving Funds,		
New York City Municipal Water:		
2nd General Resolution, 5.00%, 6/15/36	2,100	2,348,409
5.00%, 6/15/33	1,040	1,162,304
State of New York Power Authority, Refunding RB, Series A, 5.00%, 11/15/38	4,920	5,461,052
Utility Debt Securitization Authority, Refunding RB, 5.00%, 12/15/41	9,960	11,212,372
		60,183,454
<b>Total Municipal Bonds in New York</b>		<b>703,033,190</b>
<b>Guam 0.3%</b>		
<b>Utility 0.3%</b>		
Guam Power Authority, RB, Series A (AGM), 5.00%, 10/01/37	1,380	1,469,424
<b>Puerto Rico 0.7%</b>		
<b>Housing 0.7%</b>		
Puerto Rico Housing Finance Authority, Refunding RB, M/F Housing, Subordinate, Capital Fund		
Modernization, 5.13%, 12/01/27	4,050	4,089,649
<b>Total Municipal Bonds 127.1%</b>		<b>708,592,263</b>

**Municipal Bonds Transferred to****Tender Option Bond Trusts (d)**

<b>New York 31.1%</b>		
<b>County/City/Special District/School District 5.5%</b>		
City of New York New York, GO, Refunding, Series E, 5.00%, 8/01/27	1,064	1,225,989
City of New York New York, GO:		
Sub-Series C-3 (AGC), 5.75%, 8/15/28 (e)	14,400	16,885,584
Sub-Series I-1, 5.00%, 3/01/36	3,500	3,900,085
City of New York New York Transitional Finance Authority, RB, Future Tax Secured,		
Sub-Series D-1, 5.00%, 11/01/38	4,125	4,576,481
New York Liberty Development Corp., Refunding RB, 7 World Trade Center Project, Class 1,		
5.00%, 9/15/40	3,645	4,007,860
		30,595,999
<b>Municipal Bonds Transferred to</b>	<b>Par</b>	

**Tender Option Bond Trusts (d)**

	(000)	Value
<b>New York (concluded)</b>		
<b>Education 5.1%</b>		

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City of New York New York Trust for Cultural Resources, Refunding RB, Wildlife Conservation Society, Series A, 5.00%, 8/01/33	\$ 1,981	\$ 2,228,514
State of New York Dormitory Authority, New York University, Series A, LRB, State University Dormitory Facilities:		
5.25%, 7/01/29	6,000	6,728,340
5.00%, 7/01/35	5,198	5,772,575
State of New York Dormitory Authority, RB:		
5.00%, 7/01/38	6,498	7,194,232
(AMBAC), 5.00%, 7/01/37	5,707	6,265,118
		28,188,779
<b>State 5.2%</b>		
Hudson Yards Infrastructure Corp., RB, Series A, 5.75%, 2/15/47 (e)	9,739	11,079,610
State of New York Dormitory Authority, ERB, Series B, 5.75%, 3/15/36	7,850	9,100,348
State of New York Dormitory Authority, RB, Series C:		
General Purpose, 5.00%, 3/15/41	1,650	1,804,275
Mental Health Services Facilities, AMT (AGM), 5.40%, 2/15/33	6,297	7,061,427
		29,045,660
<b>Transportation 9.9%</b>		
Metropolitan Transportation Authority, RB, Dedicated Tax, Series A (NPFGC), 5.00%, 11/15/31	3,901	4,196,474
New York Liberty Development Corp., RB, 1 World Trade Center Port Authority Consolidated, 5.25%, 12/15/43	18,000	19,833,840
Port Authority of New York & New Jersey, ARB, Consolidated, 169th Series, AMT:		
5.00%, 10/15/25	7,990	9,112,101
5.00%, 10/15/26	6,000	6,797,580
State of New York Thruway Authority, Refunding RB:		
General, Series H (AGM), 5.00%, 1/01/37	10,000	10,985,100
Transportation, Personal Income Tax, Series A, 5.00%, 3/15/31	3,940	4,471,506
		55,396,601
<b>Utilities 5.4%</b>		
City of New York New York Municipal Water Finance Authority, RB, Fiscal 2009, Series A, 5.75%, 6/15/40	4,094	4,684,879
City of New York New York Municipal Water Finance Authority, Refunding RB, Water & Sewer System, 2nd General Resolution:		
Fiscal 2011, Series HH, 5.00%, 6/15/32	9,900	11,033,946
Fiscal 2012, Series BB, 5.00%, 6/15/44	3,991	4,331,226
Series FF-2, 5.50%, 6/15/40	2,760	3,156,924
Utility Debt Securitization Authority, Refunding RB, 5.00%, 12/15/41	5,998	6,752,390
		29,959,365
<b>Total Municipal Bonds Transferred to Tender Option Bond Trusts 31.1%</b>		173,186,404
<b>Total Long-Term Investments (Cost \$830,325,416) 158.2%</b>		881,778,667

See Notes to Financial Statements.



## Schedule of Investments (continued)

BlackRock MuniYield New York Quality Fund, Inc. (MYN)

(Percentages shown are based on Net Assets)

Short-Term Securities	Shares	Value
BIF New York Municipal Money Fund, 0.00% (f)(g)	5,691,487	\$ 5,691,487
<b>Total Short-Term Securities (Cost \$5,691,487) 1.0%</b>		5,691,487
<b>Total Investments (Cost \$836,016,903) 159.2%</b>		887,470,154
<b>Other Assets Less Liabilities 1.3%</b>		7,589,513
<b>Liability for TOB Trust Certificates, Including Interest</b>		
<b>Expense and Fees Payable (16.1%)</b>		(89,753,407)
<b>VRDP Shares, at Liquidation Value (44.4%)</b>		(247,700,000)
<b>Net Assets Applicable to Common Shares 100.0%</b>		\$ 557,606,260

## Notes to Schedule of investments

- (a) Variable rate security. Rate shown is as of report date.
- (b) Zero-coupon bond.
- (c) U.S. government securities, held in escrow, are used to pay interest on this security, as well as to retire the bond in full at the date indicated, typically at a premium to par.
- (d) Represent bonds transferred to a TOB. In exchange for which the Fund received cash and residual interest certificates. These bonds serve as collateral in a financing transaction. See Note 3 of the Notes to Financial Statements for details of municipal bonds transferred to TOBs.
- (e) All or a portion of security is subject to a recourse agreement, which may require the Fund to pay the liquidity provider in the event there is a shortfall between the TOB trust certificates and proceeds received from the sale of the security contributed to the TOB trust. In the case of a shortfall, the aggregate maximum potential amount the Fund could ultimately be required to pay under the agreements, which expire from February 15, 2017 to February 15, 2019 is \$12,782,521.
- (f) Investments in issuers considered to be an affiliate of the Fund during the year ended July 31, 2014, for purposes of Section 2(a)(3) of the 1940 Act, as amended, were as follows:

Affiliate	Shares Held at July 31, 2013	Net Activity	Shares Held at July 31, 2014	Income
BIF New York Municipal Money Fund	20,993,749	(15,302,262)	5,691,487	\$ 141

- (g) Represents the current yield as of report date.

Financial futures contracts outstanding as of July 31, 2014 were as follows:

Contracts Sold	Issue	Exchange	Expiration	Notional Value	Unrealized Appreciation
(574)	10-Year U.S. Treasury Note	Chicago Board of Trade	September 2014	\$ 71,525,781	\$ 223,415

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For Fund compliance purposes, the Fund's sector classifications refer to any one or more of the sector sub-classifications used by one or more widely recognized market indexes or rating group indexes, and/or as defined by the investment advisor. These definitions may not apply for purposes of this report, which may combine such sector sub-classifications for reporting ease.

**Fair Value Measurements** Various inputs are used in determining the fair value of investments and derivative financial instruments. These inputs to valuation techniques are categorized into a disclosure hierarchy consisting of three broad levels for financial statement purposes as follows:

**Level 1** unadjusted price quotations in active markets/exchanges for identical assets or liabilities that the Fund has the ability to access

**Level 2** other observable inputs (including, but not limited to, quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market-corroborated inputs)

**Level 3** unobservable inputs based on the best information available in the circumstances, to the extent observable inputs are not available (including the Fund's own assumptions used in determining the fair value of investments and derivative financial instruments)

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3. The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the fair value hierarchy classification is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy. In accordance with the Fund's policy, transfers between different levels of the fair value disclosure hierarchy are deemed to have occurred as of the beginning of the reporting period. The categorization of a value determined for investments and derivative financial instruments is based on the pricing transparency of the investment and derivative financial instrument and is not necessarily an indication of the risks associated with investing in those securities. For information about the Fund's policy regarding valuation of investments and derivative financial instruments, please refer to Note 2 of the Notes to Financial Statements.

The following tables summarize the Fund's investments and derivative financial instruments categorized in the disclosure hierarchy as of July 31, 2014:

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Assets:</b>				
Investments:				
Long-Term Investments <sup>1</sup>		\$ 881,778,667		\$ 881,778,667
Short-Term Securities	\$ 5,691,487			5,691,487
<b>Total</b>	\$ 5,691,487	\$ 881,778,667		\$ 887,470,154

<sup>1</sup> See above Schedule of Investments for values in each sector.

See Notes to Financial Statements.

## Schedule of Investments (concluded)

BlackRock MuniYield New York Quality Fund, Inc. (MYN)

	Level 1	Level 2	Level 3	Total
Derivative Financial Instruments <sup>2</sup>				
<b>Assets:</b>				
Interest rate contracts	\$223,415			\$ 223,415

<sup>2</sup> Derivative financial instruments are financial futures contracts, which are valued at the unrealized appreciation/depreciation on the instrument.

The Fund may hold assets and/or liabilities in which the fair value approximates the carrying amount for financial statement purposes. As of July 31, 2014, such assets and/or liabilities are categorized within the disclosure hierarchy as follows:

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash pledged for financial futures contracts	\$ 784,000			\$ 784,000
<b>Liabilities:</b>				
TOB trust certificates		\$ (89,734,218)		(89,734,218)
VRDP Shares		(247,700,000)		(247,700,000)
<b>Total</b>	\$ 784,000	\$ (337,434,218)		\$ (336,650,218)

There were no transfers between levels during the year ended July 31, 2014.

See Notes to Financial Statements.

## Schedule of Investments July 31, 2014

BlackRock MuniYield Quality Fund III, Inc. (MYI)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>Alabama 0.4%</b>		
City of Birmingham Alabama Special Care Facilities Financing Authority, RB, Children s Hospital (AGC), 6.00%, 6/01/39	\$ 3,605	\$ 4,179,529
<b>Alaska 1.7%</b>		
Alaska Housing Finance Corp., RB, General Housing, Series B (NPFGC), 5.25%, 12/01/30	2,000	2,102,500
Alaska Industrial Development & Export Authority, RB, Providence Health Services, Series A, 5.50%, 10/01/41	2,690	2,988,644
Borough of Matanuska-Susitna Alaska, RB, Goose Creek Correctional Center (AGC), 6.00%, 9/01/28	10,150	12,198,980
		17,290,124
<b>Arizona 0.4%</b>		
City of Phoenix & County of Maricopa Arizona IDA, Refunding RB, S/F, Series A-2, AMT (Fannie Mae), 5.80%, 7/01/40	225	228,960
State of Arizona, COP, Department of Administration, Series A (AGM), 5.00%, 10/01/27	3,075	3,379,948
		3,608,908
<b>California 14.1%</b>		
Alameda Corridor Transportation Authority, Refunding RB, CAB, Subordinate Lien, Series A (AMBAC), 5.40%, 10/01/24	10,000	10,790,100
California Health Facilities Financing Authority, RB:		
St. Joseph Health System, Series A, 5.75%, 7/01/39	1,550	1,794,125
Sutter Health, Series B, 5.88%, 8/15/31	3,200	3,821,536
California Health Facilities Financing Authority, Refunding RB, St. Joseph s Health System, Series A, 5.00%, 7/01/37	2,965	3,213,200
California HFA, RB, S/F Housing, Home Mortgage, Series K, AMT, 5.50%, 2/01/42	1,255	1,281,179
California State Public Works Board, RB:		
Various Capital Projects, Series I, 5.00%, 11/01/38	5,040	5,528,326
Various Judicial Council Projects, Series A, 5.00%, 3/01/38	1,940	2,116,501
California State University, RB, Systemwide, Series A, 5.50%, 11/01/39	1,525	1,761,207
California Statewide Communities Development Authority, RB:		
Kaiser Permanente, Series A, 5.00%, 4/01/42	4,030	4,362,757
St. Joseph Health System, Series E (AGM), 5.25%, 7/01/47	4,000	4,222,880
City of Redding California, COP, Refunding, Series A (AGM), 5.00%, 6/01/30	1,900	2,107,499
City of San Jose California, Refunding ARB, AMT:		
Series A (AMBAC), 5.50%, 3/01/32	11,965	13,052,140
Series A-1, 5.75%, 3/01/34	2,300	2,576,253
Coast Community College District, GO, Election of 2002, Series C (AGM), 0.00%, 8/01/33 (a)	8,100	3,024,702
County of Sacramento California, ARB, Senior Series A, 5.00%, 7/01/41	10,000	10,694,000
County of San Joaquin California Transportation Authority, Refunding RB, Limited Tax, Measure K, Series A, 6.00%, 3/01/36	1,830	2,197,921
Dublin Unified School District California, GO, CAB, Election of 2004, Series D, 0.00%, 8/01/34 (a)	5,000	1,621,050
Grossmont Union High School District, GO, CAB, Election of 2004, 0.00%, 8/01/31 (a)	5,110	2,402,109
Las Virgenes Unified School District, GO, Series A, 5.00%, 8/01/31	10,000	10,658,400
	<b>Par</b>	
	<b>(000)</b>	<b>Value</b>
<b>Municipal Bonds</b>		
<b>California (continued)</b>		
Long Beach Unified School District, GO, Election of 2008, Series B, 0.00%, 8/01/34 (a)	\$ 5,000	\$ 2,045,200
Los Angeles Community College District California, GO, Election of 2001, Series A (AGM), 5.00%, 8/01/32	1,200	1,326,492
Mount San Antonio Community College District, GO, Refunding, CAB, Election of 2008, Series A, 0.00%, 8/01/43 (b)	3,975	2,340,122
Norwalk-La Mirada Unified School District, GO, Refunding, CAB, Election of 2002, Series E (AGC), 0.00%, 8/01/38 (a)	7,620	2,510,561
Oceanside Unified School District, GO, Series A (AGC), 5.25%, 8/01/33	2,500	2,761,475

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Poway Unified School District, GO, Refunding, CAB, School Facilities Improvement, Election of 2008, Series B (a):		
0.00%, 8/01/35	7,820	3,084,130
0.00%, 8/01/36	10,000	3,724,600
Rio Hondo Community College District California, GO, CAB, Election of 2004, Series C (a):		
0.00%, 8/01/37	8,000	2,765,840
0.00%, 8/01/38	12,940	4,272,529
San Bernardino Community College District, GO, Election of 2002, Series C (AGM), 5.00%, 8/01/31	2,165	2,309,774
San Diego California Unified School District, GO, CAB, Election of 2008 (a):		
Series G, 0.00%, 7/01/34	1,860	684,443
Series G, 0.00%, 7/01/35	1,970	680,202
Series G, 0.00%, 7/01/36	2,960	959,040
Series G, 0.00%, 7/01/37	1,975	601,210
Refunding, Series R-1, 0.00%, 7/01/31	3,485	1,696,812
San Marcos Unified School District, GO, Election of 2010, Series A:		
5.00%, 8/01/34	1,800	1,987,506
5.00%, 8/01/38	1,600	1,748,896
State of California, GO, Refunding:		
5.00%, 2/01/38	4,000	4,359,720
5.00%, 9/01/41	2,700	2,937,924
5.00%, 10/01/41	2,555	2,782,421
State of California, GO,:		
Various Purposes, 5.50%, 3/01/40	1,020	1,164,238
Various Purposes, 5.00%, 4/01/42	2,000	2,174,860
Series 2007-2 (NPFGC), 5.50%, 4/01/30	10	10,041
Walnut Valley Unified School District, GO, CAB, Election of 2007, Series B, 0.00%, 8/01/36 (a)	6,545	2,406,989
West Valley-Mission Community College District, GO, Refunding, Election of 2004, Series A (AGM), 5.00%, 8/01/30	3,600	3,862,872
		142,423,782
<b>Colorado 1.1%</b>		
Regional Transportation District, COP, Series A, 5.00%, 6/01/39	9,870	10,605,512
<b>Florida 11.6%</b>		
County of Broward Florida School Board, COP, Series A (AGM), 5.25%, 7/01/33	13,100	14,531,699
County of Broward Florida Water & Sewer Utility, Refunding RB, Series A, 5.25%, 10/01/34	2,250	2,524,837
County of Collier Florida School Board, COP, (AGM), 5.00%, 2/15/16 (c)	5,000	5,361,350
County of Highlands Florida Health Facilities Authority, RB, Adventist Health System/Sunbelt, Series B, 6.00%, 11/15/37	1,750	2,048,305

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniYield Quality Fund III, Inc. (MYI)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>Florida (concluded)</b>		
County of Lee Florida, Refunding ARB, Series A, AMT: 5.63%, 10/01/26	\$ 2,600	\$ 3,007,810
5.38%, 10/01/32	3,440	3,746,332
County of Miami-Dade Florida, GO, Building Better Communities Program: Series B, 6.38%, 7/01/28	6,000	7,010,040
Series B-1, 5.75%, 7/01/33	3,700	4,208,935
County of Miami-Dade Florida, RB: Seaport, Series A, 6.00%, 10/01/38	5,695	6,528,577
Seaport, Series B, AMT, 6.00%, 10/01/30	1,820	2,141,248
Seaport, Series B, AMT, 6.25%, 10/01/38	1,165	1,361,501
Seaport, Series B, AMT, 6.00%, 10/01/42	1,865	2,130,315
Transit System Sales Surtax (AGM), 5.00%, 7/01/35	2,800	3,056,312
County of Miami-Dade Florida, Refunding RB, Water & Sewer System, Series C (BHAC), 6.00%, 10/01/23	20,095	23,685,173
County of Miami-Dade Florida Aviation, Refunding ARB, Miami International Airport, Series A (AGM), AMT, 5.50%, 10/01/41	19,020	21,394,267
County of Miami-Dade Florida Aviation Revenue, Refunding RB, AMT: 5.00%, 10/01/31	4,000	4,341,680
5.00%, 10/01/34	530	566,120
County of Palm Beach Florida Solid Waste Authority, Refunding RB, 5.00%, 10/01/31	3,100	3,506,968
County of Sarasota Florida Public Hospital District, RB, Sarasota Memorial Hospital Project, Series A, 5.63%, 7/01/39	5,135	5,449,775
		116,601,244
<b>Georgia 0.7%</b>		
County of Burke Georgia Development Authority, Refunding RB, Oglethorpe Power-Vogtle Project, Series C, 5.70%, 1/01/43	6,450	6,930,138
<b>Hawaii 0.4%</b>		
State of Hawaii Department of Transportation, COP, AMT: 5.00%, 8/01/27	2,000	2,232,640
5.00%, 8/01/28	1,775	1,964,588
		4,197,228
<b>Illinois 21.6%</b>		
Chicago Midway International Airport, Refunding RB, AMT, Series A, 5.00%, 1/01/34	3,035	3,202,805
City of Chicago Illinois, GARB, O Hare International Airport, 3rd Lien: Series A, 5.75%, 1/01/39	9,000	10,126,980
Series B-2, AMT (NPFGC), 5.25%, 1/01/27	8,530	8,558,064
Series B-2, AMT (NPFGC), 6.00%, 1/01/27	1,695	1,702,526
City of Chicago Illinois, GO, Refunding, Project, Series A: 5.25%, 1/01/33	11,065	11,523,312
5.00%, 1/01/34	2,000	2,039,060
City of Chicago Illinois, Refunding GARB, O Hare International Airport, AMT: 3rd Lien, Series C-2 (AGM), 5.25%, 1/01/30	13,240	13,254,034
Series B, 5.00%, 1/01/31	2,425	2,560,097
City of Chicago Illinois, GO, Refunding, Series A: 5.00%, 1/01/35	9,280	9,418,922
5.00%, 1/01/36	4,245	4,295,685
City of Chicago Illinois, Refunding RB, Series A: Sales Tax Receipts, 5.00%, 1/01/41	4,190	4,352,823
Waterworks, 2nd Lien (AMBAC), 5.00%, 11/01/36	3,500	3,609,375
	<b>Par</b>	
	<b>(000)</b>	<b>Value</b>
<b>Municipal Bonds</b>		
<b>Illinois (concluded)</b>		
City of Chicago Illinois Board of Education, GO, Series A, 5.50%, 12/01/39	\$ 3,225	\$ 3,340,745
City of Chicago Illinois Park District, GO, Harbor Facilities Revenue, Series C:		

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5.25%, 1/01/40	1,505	1,600,854
5.25%, 1/01/37	4,000	4,280,360
City of Chicago Illinois Transit Authority, RB, Sales Tax Receipts, 5.25%, 12/01/36	1,620	1,762,544
County of Cook Illinois Community College District No. 508, GO, City College of Chicago, 5.13%, 12/01/38	3,250	3,492,970
County of Cook Illinois Forest Preserve District, GO, Refunding, Limited Tax Project, Series B, 5.00%, 12/15/37	775	832,273
County of Cook Illinois Forest Preserve District, GO, Series C, 5.00%, 12/15/37	890	952,656
Illinois Finance Authority, RB, Carle Foundation, Series A, 5.75%, 8/15/34	8,700	9,721,989
Illinois Finance Authority, Refunding RB, Northwestern Memorial Hospital, Series A, 6.00%, 8/15/39	5,250	6,061,020
Illinois Municipal Electric Agency, RB, Series A (NPFGC):		
5.00%, 2/01/35	17,935	18,929,675
5.25%, 2/01/35	15,000	16,118,250
Illinois State Toll Highway Authority, RB, Series B:		
5.50%, 1/01/33	4,000	4,434,880
(BHAC), 5.50%, 1/01/33	2,000	2,225,820
Metropolitan Pier & Exposition Authority, RB, CAB, McCormick Place Explosion Project, Series A (NPFGC) (a):		
0.00%, 12/15/26	8,500	5,153,550
0.00%, 6/15/32	14,000	6,103,020
0.00%, 12/15/33	20,000	7,949,200
0.00%, 12/15/34	41,880	15,651,812
Metropolitan Pier & Exposition Authority, Refunding RB, CAB, McCormick Place Expansion Project, Series B (AGM), 0.00%, 6/15/44 (a)	9,430	2,064,604
Railsplitter Tobacco Settlement Authority, RB, 6.00%, 6/01/28	1,700	1,978,664
Regional Transportation Authority, RB, Series C (NPFGC), 7.75%, 6/01/20	1,000	1,209,230
State of Illinois, GO:		
5.25%, 7/01/29	3,160	3,349,031
5.25%, 2/01/33	5,860	6,109,226
5.50%, 7/01/33	2,235	2,387,427
5.25%, 2/01/34	5,360	5,583,834
5.00%, 2/01/39	7,500	7,556,400
Various Purposes, 5.50%, 7/01/38	1,200	1,271,016
University of Illinois, RB, Auxiliary Facilities System, Series A, 5.00%, 4/01/39	2,580	2,795,791
		217,560,524
<b>Indiana 3.2%</b>		
City of Indianapolis Indiana, Refunding RB, Series B (AGC), 5.25%, 8/15/27	5,000	5,548,450
Indiana Finance Authority, RB, Series A:		
CWA Authority Project, 1st Lien, 5.25%, 10/01/38	2,900	3,217,144
Private Activity Bond, Ohio River Bridges East End Crossing Project, AMT, 5.00%, 7/01/40	2,425	2,512,252
Private Activity Bond, Ohio River Bridges East End Crossing Project, AMT, 5.00%, 7/01/44	1,400	1,446,732
Indiana Municipal Power Agency, RB:		
Series A (NPFGC), 5.00%, 1/01/37	3,850	4,123,003
Series B, 6.00%, 1/01/39	5,000	5,649,150

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniYield Quality Fund III, Inc. (MYI)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>Indiana (concluded)</b>		
Indianapolis Local Public Improvement Bond Bank, Refunding RB, Waterworks Project, Series A:		
5.75%, 1/01/38	\$ 2,900	\$ 3,244,056
(AGC), 5.25%, 1/01/29	1,350	1,497,447
(AGC), 5.50%, 1/01/38	4,250	4,723,025
		31,961,259
<b>Iowa 2.9%</b>		
Iowa Finance Authority, RB, Iowa Health Care Facilities, Series A (AGC), 5.63%, 8/15/37	12,650	14,376,851
Iowa Student Loan Liquidity Corp., RB, Senior Series A-2, AMT:		
5.60%, 12/01/26	3,540	3,787,127
5.70%, 12/01/27	3,535	3,775,062
5.75%, 12/01/28	1,870	1,990,484
5.80%, 12/01/29	2,390	2,539,136
5.85%, 12/01/30	2,475	2,624,441
		29,093,101
<b>Kentucky 1.1%</b>		
Kentucky Economic Development Finance Authority, RB, Catholic Health Initiatives, Series A,		
5.38%, 1/01/40	1,000	1,097,410
Kentucky Public Transportation Infrastructure Authority, RB, Convertible CAB, 1st tier, Series C,		
0.00%, 7/01/39 (b)	8,225	5,315,242
Kentucky State Property & Buildings Commission, Refunding RB, Project No. 93 (AGC),		
5.25%, 2/01/28	4,000	4,549,960
		10,962,612
<b>Louisiana 0.9%</b>		
City of New Orleans Louisiana Aviation Board, RB, New Orleans Aviation, Series A, AMT		
(AGM), 5.25%, 1/01/32	6,405	6,627,062
Louisiana Local Government Environmental Facilities & Community Development Authority, RB,		
East Baton Rouge Sewerage Commission Projects, Sub-Lien, Series A, 5.00%, 2/01/43	2,385	2,594,856
		9,221,918
<b>Massachusetts 1.1%</b>		
Massachusetts HFA, RB, M/F Housing, Series B, 7.00%, 12/01/38	3,150	3,472,277
Massachusetts HFA, Refunding RB, Series C, AMT, 5.35%, 12/01/42	3,100	3,185,653
Massachusetts School Building Authority, RB, Dedicated Sales Tax, Senior, Series A,		
5.00%, 5/15/43	3,495	3,896,925
		10,554,855
<b>Michigan 8.5%</b>		
City of Detroit Michigan, Refunding RB, Sewage Disposal System, Senior Lien:		
Series B (AGM), 7.50%, 7/01/33	1,000	1,094,380
Series C-1 (AGM), 7.00%, 7/01/27	1,500	1,627,905
City of Detroit Michigan Water Supply System, RB, 2nd Lien, Series B (AGM):		
6.25%, 7/01/36	1,075	1,098,596
7.00%, 7/01/36	500	537,680
City of Detroit Michigan Water Supply System, Refunding RB, Water Supply System:		
2nd Lien, Series D (NPFGC), 5.00%, 7/01/33	5,000	4,957,500
Senior Lien, Series D (AGM), 5.00%, 7/01/23	5,000	5,020,600
City of Lansing Michigan, RB, Board of Water & Light Utilities System, Series A, 5.50%, 7/01/41	3,185	3,698,358
	<b>Par</b>	
	<b>(000)</b>	<b>Value</b>
<b>Municipal Bonds</b>		
<b>Michigan (concluded)</b>		
Michigan Finance Authority, Refunding RB, Trinity Health Credit Group, 5.00%, 12/01/39	\$ 16,100	\$ 17,187,555



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<b>State of Michigan, RB, GAB (AGM):</b>		
5.25%, 9/15/22	10,000	11,299,300
5.25%, 9/15/26	6,650	7,492,090
<b>State of Michigan Building Authority, Refunding RB, Facilities Program:</b>		
Series I, 6.25%, 10/15/38	3,125	3,638,469
Series I (AGC), 5.25%, 10/15/24	1,750	2,030,035
Series I (AGC), 5.25%, 10/15/25	3,250	3,756,123
Series I-A, 5.38%, 10/15/36	2,075	2,297,108
Series I-A, 5.38%, 10/15/41	1,900	2,098,303
Series II-A (AGM), 5.25%, 10/15/36	8,040	8,826,794
State of Michigan HDA, RB, S/F Housing, Series C, AMT, 5.50%, 12/01/28	2,300	2,427,673
Wayne County Airport Authority, Refunding RB, AMT (AGC), 5.38%, 12/01/32	5,000	5,593,400
Western Michigan University, Refunding RB, General, University & College Improvements (AGM), 5.00%, 11/15/39	1,080	1,168,268
		85,850,137
<b>Minnesota 0.6%</b>		
City of Minneapolis Minnesota, Refunding RB, Fairview Health Services, Series B (AGC), 6.50%, 11/15/38	5,500	6,471,630
<b>Nebraska 0.7%</b>		
Central Plains Energy Project Nebraska, RB, Gas Project No. 3, 5.25%, 9/01/37	6,825	7,306,845
<b>Nevada 1.0%</b>		
City of Las Vegas Nevada, GO, Limited Tax, Performing Arts Center, 6.00%, 4/01/34	2,250	2,613,082
County of Clark Nevada, ARB, Las Vegas-McCarran International Airport, Series A: 5.25%, 7/01/42	2,000	2,154,900
(AGM), 5.25%, 7/01/39	5,170	5,586,237
		10,354,219
<b>New Jersey 6.7%</b>		
<b>New Jersey EDA, RB, Private Activity Bond, The Goethals Bridge Replacement Project:</b>		
AMT, 5.38%, 1/01/43	4,920	5,219,382
AMT, 5.13%, 1/01/34	1,930	2,066,354
<b>New Jersey EDA, Refunding RB, School Facilities Construction:</b>		
Series N-1 (AMBAC), 5.50%, 9/01/24	6,325	7,494,113
Series N-1 (NPFGC), 5.50%, 9/01/28	1,685	2,061,362
<b>New Jersey Higher Education Student Assistance Authority, Refunding RB, Series 1, AMT:</b>		
5.50%, 12/01/25	1,250	1,414,500
5.50%, 12/01/26	1,800	2,010,816
5.75%, 12/01/28	200	224,746
5.88%, 12/01/33	6,895	7,628,490
<b>New Jersey Housing &amp; Mortgage Finance Agency, Refunding RB, M/F Housing, Series 2, AMT, 4.35%, 11/01/33</b>	3,360	3,385,301
<b>New Jersey Transportation Trust Fund Authority, RB, Transportation System:</b>		
CAB, Series A, 0.00%, 12/15/35 (a)	18,525	6,327,399
CAB, Series C (AGC) (AMBAC), 0.00%, 12/15/25 (a)	10,000	6,527,000
Series A (NPFGC), 5.75%, 6/15/25	4,000	4,850,120
Series AA, 5.25%, 6/15/33	4,150	4,606,043
Series AA, 5.50%, 6/15/39	5,725	6,329,274

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniYield Quality Fund III, Inc. (MYI)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds</b>		
<b>New Jersey (concluded)</b>		
New Jersey Transportation Trust Fund Authority, RB, Transportation System (concluded):		
Series B, 5.00%, 6/15/42	\$ 6,500	\$ 6,827,080
		66,971,980
<b>New York 4.0%</b>		
City of New York New York Transitional Finance Authority, RB:		
Fiscal 2009, Series S-4, 5.50%, 1/15/34	7,250	8,298,277
Future Tax Secured, Series C, 5.50%, 11/01/35	1,820	2,109,653
City of New York New York Transitional Finance Authority, Refunding RB, Future Tax Secured, Series B, 5.00%, 11/01/32	4,150	4,729,630
Hudson Yards Infrastructure Corp., RB, Senior, Fiscal 2012, Series A, 5.75%, 2/15/47	1,920	2,184,250
Port Authority of New York & New Jersey, ARB, Consolidated, 37th Series, AMT (AGM), 5.13%, 7/15/30	19,500	19,765,590
State of New York Dormitory Authority, ERB, Series B, 5.25%, 3/15/38	3,250	3,679,618
		40,767,018
<b>Ohio 2.1%</b>		
County of Lucas Ohio, Refunding RB, Promedica Healthcare, Series A, 6.50%, 11/15/37	3,000	3,589,320
County of Montgomery Ohio, RB, Catholic Health Initiatives, Series D-2, 5.45%, 10/01/38	11,135	12,332,124
State of Ohio Turnpike Commission, RB, Junior Lien, Infrastructure Projects, Series A-1: 5.25%, 2/15/32	1,950	2,184,702
5.25%, 2/15/33	2,730	3,052,195
		21,158,341
<b>Pennsylvania 3.2%</b>		
Commonwealth Financing Authority, RB, Series B, 5.00%, 6/01/42	3,305	3,513,777
Pennsylvania Turnpike Commission, RB:		
Series A, 5.00%, 12/01/38	1,775	1,952,358
Series A (AMBAC), 5.50%, 12/01/31	15,600	15,829,164
Series C, 5.50%, 12/01/33	1,565	1,797,528
Sub-Series C (AGC), 6.25%, 6/01/38	5,695	6,537,347
Subordinate, Special Motor License Fund, 6.00%, 12/01/36	2,575	2,993,257
		32,623,431
<b>South Carolina 2.5%</b>		
South Carolina Jobs EDA, Refunding RB, Palmetto Health, Series A (AGM), 6.50%, 8/01/39	3,600	4,135,320
South Carolina State Public Service Authority, RB, Series A, 5.50%, 12/01/54	11,450	12,677,211
State of South Carolina Public Service Authority, RB, Santee Cooper, Series E, 5.50%, 12/01/53	2,025	2,236,754
State of South Carolina Public Service Authority, Refunding RB, Santee Cooper, Series B, 5.00%, 12/01/38	5,870	6,394,778
		25,444,063
<b>Texas 15.5%</b>		
City of Houston Texas Utility System, Refunding RB:		
Combined 1st Lien, Series A (AGC), 6.00%, 11/15/35	5,700	6,692,142
Combined 1st Lien, Series A (AGC), 5.38%, 11/15/38	3,650	4,125,266
Series A (AGM), 5.00%, 11/15/36	10,000	10,936,000
City of San Antonio Texas Public Service Board, RB, Junior Lien, 5.00%, 2/01/38	1,450	1,596,407
	<b>Par</b>	
	<b>(000)</b>	<b>Value</b>
<b>Municipal Bonds</b>		
<b>Texas (concluded)</b>		
County of Midland Texas Fresh Water Supply District No. 1, RB, CAB, City of Midland Project, Series A, 0.00%, 9/15/36 (a)	\$ 5,810	\$ 2,055,404
County of Tarrant Texas Cultural Education Facilities Finance Corp., Refunding RB, Cook Children s Medical Center, 5.25%, 12/01/39	2,095	2,350,967

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Dallas ISD, GO, School Building (PSF-GTD), 6.38%, 2/15/18 (c)	10,000	11,941,500
Dallas-Fort Worth International Airport, ARB:		
Joint Improvement, Series D, AMT, 5.00%, 11/01/38	13,080	13,669,123
Series F, 5.00%, 11/01/35	5,000	5,237,150
Dallas-Fort Worth International Airport, Refunding ARB, Series F, 5.25%, 11/01/33	2,745	3,112,363
Grand Prairie ISD, GO, Refunding,		
0.00%, 8/15/28 (a)	10,000	4,794,700
Judson ISD Texas, GO, School Building (AGC), 5.00%, 2/01/37	10,000	10,778,800
New Hope Cultural Education Facilities Corp., HRB, University & College Revenue (AGM), 5.00%, 4/01/46	345	366,425
North Texas Tollway Authority, Refunding RB, System:		
1st Tier Series A, 6.00%, 1/01/28	6,275	7,351,162
1st Tier Series B (NPFGC), 5.75%, 1/01/40	10,000	11,176,100
Series A (NPFGC), 5.13%, 1/01/28	20,000	21,901,200
San Antonio Public Facilities Corp., Refunding RB, Convention Center Refinancing & Expansion Project, CAB (a):		
0.00%, 9/15/35	680	252,430
0.00%, 9/15/36	12,195	4,264,957
0.00%, 9/15/37	8,730	2,877,845
State of Texas Turnpike Authority, RB, CAB (AMBAC), 0.00%, 8/15/31 (a)	20,265	7,331,877
Texas Municipal Gas Acquisition & Supply Corp. III, RB:		
5.00%, 12/15/31	1,665	1,765,366
5.00%, 12/15/32	5,565	5,844,196
Texas Transportation Commission, Refunding RB, Central Texas Turnpike System, 1st Tier, Series A, 5.00%, 8/15/41	14,935	15,836,925
		156,258,305
<b>Utah 1.8%</b>		
Utah Transit Authority, Refunding RB, CAB (a):		
Sub-Series A (AGC), 0.00%, 6/15/20	10,000	8,337,400
Sub-Series A (NPFGC), 0.00%, 6/15/24	13,930	9,459,445
		17,796,845
<b>Vermont 0.1%</b>		
Vermont HFA, Refunding RB, Multiple Purpose, Series C, AMT (AGM), 5.50%, 11/01/38	1,020	1,037,809
<b>Washington 1.0%</b>		
Washington Health Care Facilities Authority, RB:		
MultiCare Health System, Remarketing, Series B, 5.00%, 8/15/44	1,000	1,056,880
Providence Health & Services, Series A, 5.25%, 10/01/39	2,725	2,921,718
Washington Health Care Facilities Authority, Refunding RB, Catholic Health Initiatives, Series D, 6.38%, 10/01/36	5,400	6,230,412
		10,209,010
<b>Wisconsin 0.4%</b>		
State of Wisconsin Health & Educational Facilities Authority, RB, Ascension Health Senior Credit Group, Series E, 5.00%, 11/15/33	3,745	4,040,143
<b>Total Municipal Bonds 109.3%</b>		1,101,480,510

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniYield Quality Fund III, Inc. (MYI)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds Transferred to Tender Option Bond Trusts (d)</b>		
<b>Arizona 1.5%</b>		
Arizona School Facilities Board, COP, (AGC), 5.13%, 9/01/21 (e)	\$ 10,000	\$ 11,289,800
Salt River Project Agricultural Improvement & Power District, RB, Electric System, Series A, 5.00%, 1/01/38	3,500	3,846,255
		15,136,055
<b>California 10.1%</b>		
California State University, RB, Systemwide, Series A (AGM), 5.00%, 11/01/33 (e)	7,996	8,891,604
California State University, Refunding RB, Systemwide, Series A (AGM), 5.00%, 11/01/37	21,981	24,015,345
City of Riverside California, RB, Issue D (AGM), 5.00%, 10/01/38	20,000	21,310,000
County of Alameda California Joint Powers Authority, Refunding LRB (AGM), 5.00%, 12/01/34	6,990	7,719,896
County of Orange California Sanitation District, COP, Series B (AGM), 5.00%, 2/01/37	10,780	11,696,839
County of San Diego California Water Authority, COP, Refunding, Series A (AGM), 5.00%, 5/01/33	9,370	10,382,991
Foothill-De Anza Community College District, GO, Election of 1999, Series C (NPFGC), 5.00%, 8/01/15 (c)	7,500	7,861,875
Los Angeles Community College District California, GO, Refunding, Election of 2008, Series A, 6.00%, 8/01/33	5,248	6,266,615
San Diego Community College District California, GO, Election of 2002, 5.25%, 8/01/33	1,047	1,205,940
University of California, RB, Series O, 5.75%, 5/15/34	2,205	2,581,474
		101,932,579
<b>Colorado 0.3%</b>		
Colorado Health Facilities Authority, Refunding RB, Catholic Health Initiatives, Series A, 5.50%, 7/01/34 (e)	2,469	2,812,428
<b>Connecticut 0.5%</b>		
Connecticut State Health & Educational Facility Authority, RB, Yale University, Series T-1, 4.70%, 7/01/29	5,019	5,472,669
<b>District of Columbia 2.6%</b>		
District of Columbia, RB, Series A, 5.50%, 12/01/30 (e)	2,595	3,050,068
District of Columbia Water & Sewer Authority, Refunding RB, Senior Lien, Series A, 6.00%, 10/01/35 (e)	4,279	4,921,514
Metropolitan Washington Airports Authority, RB, Series B, AMT, 5.00%, 10/01/32	10,000	10,680,700
Metropolitan Washington Airports Authority, Refunding ARB, Series A, AMT, 5.00%, 10/01/30	6,880	7,679,731
		26,332,013
<b>Florida 6.5%</b>		
City of Tallahassee Florida, RB, Energy System (NPFGC), 5.00%, 10/01/32 (e)	3,300	3,606,471
County of Highlands Florida Health Facilities Authority, RB, Adventist, Series C, 5.25%, 11/15/36	5,400	5,793,066
County of Miami-Dade Florida, Refunding RB, Transit System Sales Surtax, 5.00%, 7/01/42	4,840	5,250,964
County of Miami-Dade Florida Transit System, RB, (Syncora), 5.00%, 7/01/31	19,800	20,961,270
County of Miami-Dade Florida Water & Sewer System, RB, (AGM), 5.00%, 10/01/39	11,702	12,744,035
County of Orange Florida School Board, COP, Series A (AGC), 5.50%, 8/01/34	12,013	13,298,084
	<b>Par</b>	
<b>Municipal Bonds Transferred to Tender Option Bond Trusts (d)</b>		
<b>Florida (concluded)</b>		
State of Florida Board of Education, GO, Series D, 5.00%, 6/01/37 (e)	\$ 3,299	\$ 3,637,673
		65,291,563
<b>Georgia 1.1%</b>		
Metropolitan Atlanta Rapid Transit Authority, Refunding RB, 3rd Indenture, Series B (AGM), 5.00%, 7/01/37	10,000	10,893,744
<b>Illinois 2.6%</b>		
City of Chicago Illinois, RB, Motor Fuel Tax Project, Series A (AGC), 5.00%, 1/01/38	4,000	4,151,760

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Metropolitan Pier & Exposition Authority, RB, McCormick Place Expansion Project, Series A, 5.00%, 6/15/42	720	758,740
State of Illinois, RB, Build Illinois, Series B, 5.25%, 6/15/34 (e)	3,499	3,870,349
State of Illinois Finance Authority, RB, University of Chicago, Series B, 6.25%, 7/01/18 (c)	10,000	11,499,500
State of Illinois Toll Highway Authority, RB, Series A, 5.00%, 1/01/38	5,836	6,345,078
		26,625,427
<b>Kentucky 0.7%</b>		
Kentucky State Property & Building Commission, Refunding RB, Project No. 93 (AGC), 5.25%, 2/01/27	5,985	6,810,576
<b>Louisiana 1.1%</b>		
State of Louisiana Gas & Fuels, RB, Series A (AGM), 5.00%, 5/01/36	10,000	10,586,000
<b>Nevada 0.6%</b>		
County of Clark Nevada Water Reclamation District, GO, Series B: Limited Tax, 5.75%, 7/01/34	4,813	5,649,867
5.50%, 7/01/29	510	597,467
		6,247,334
<b>New Jersey 1.8%</b>		
Garden State Preservation Trust, RB, Election of 2005, Series A (AGM), 5.75%, 11/01/28	10,000	12,789,600
New Jersey Transportation Trust Fund Authority, RB, Transportation System, Series B, 5.25%, 6/15/36 (e)	4,961	5,395,442
		18,185,042
<b>New York 6.7%</b>		
City of New York New York Municipal Water Finance Authority, Refunding RB, Water & Sewer System, 2nd General Resolution: Fiscal 2013, Series CC, 5.00%, 6/15/47	15,521	16,863,295
Series DD, 5.00%, 6/15/37	17,567	19,183,725
City of New York New York Water & Sewer System, RB, Series DD, 5.00%, 6/15/35	4,740	5,371,321
New York State Urban Development Corp., RB, Personal Income Tax, General Purpose, Series A-1, 5.00%, 3/15/43	14,280	15,650,166
Port Authority of New York & New Jersey, Refunding RB, Construction, 143rd Series, AMT, 5.00%, 10/01/30	5,180	5,358,088
Triborough Bridge & Tunnel Authority, RB, General, Series A-2, 5.25%, 11/15/34 (e)	4,500	5,081,580
		67,508,175
<b>North Carolina 0.8%</b>		
North Carolina HFA, RB, Series 31-A, AMT, 5.25%, 7/01/38	7,796	7,970,914

See Notes to Financial Statements.

## Schedule of Investments (continued)

BlackRock MuniYield Quality Fund III, Inc. (MYI)

(Percentages shown are based on Net Assets)

	Par	
	(000)	Value
<b>Municipal Bonds Transferred to Tender Option Bond Trusts (d)</b>		
<b>Ohio 0.7%</b>		
County of Montgomery Ohio, RB, Catholic Health, Series C-1 (AGM), 5.00%, 10/01/41	\$ 4,990	\$ 5,163,253
State of Ohio, RB, Cleveland Clinic Health Obligated Group, Series B, 5.50%, 1/01/34	1,520	1,699,405
		6,862,658
<b>South Carolina 0.3%</b>		
State of South Carolina Housing Finance & Development Authority, Refunding RB, S/F Housing, Series B-1, 5.55%, 7/01/39	3,178	3,263,981
<b>Texas 5.1%</b>		
County of Tarrant Texas Cultural Education Facilities Finance Corp., RB, Baylor Health Care System Project, Series A, 5.00%, 11/15/38	1,799	1,944,553
Dallas Fort Worth International Airport, ARB, Series H, AMT, 5.00%, 11/01/37 (e)	8,868	9,284,214
Friendswood ISD Texas, GO, Schoolhouse (PSF-GTD), 5.00%, 2/15/37	12,955	14,137,468
Houston ISD, GO, Schoolhouse (PSF-GTD), 5.00%, 2/15/33	10,000	10,867,400
North East Texas ISD, GO, School Building, Series A (PSF-GTD), 5.00%, 8/01/37 (e)	3,500	3,838,590
Texas State University Systems, Refunding RB, 5.25%, 3/15/26	10,000	11,309,300
		51,381,525
<b>Virginia 0.4%</b>		
University of Virginia, Refunding RB, General, 5.00%, 6/01/40	3,944	4,374,853
<b>Washington 3.6%</b>		
Central Puget Sound Regional Transit Authority, RB, Series A (AGM), 5.00%, 11/01/34	17,000	18,697,879
<b>Par</b>		
<b>Municipal Bonds Transferred to Tender Option Bond Trusts (d)</b>		
	(000)	Value
<b>Washington (concluded)</b>		
County of King Washington, RB, (AGM), 5.00%, 1/01/37	\$ 15,785	\$ 17,171,988
		35,869,867
<b>Wisconsin 2.8%</b>		
State of Wisconsin, Refunding RB, Series A, 6.00%, 5/01/36	14,780	17,438,627
Wisconsin Health & Educational Facilities Authority, Refunding RB, Froedtert & Community Health, Inc. Obligated Group, Series A, 5.00%, 4/01/42	2,490	2,678,045
Series C, 5.25%, 4/01/39 (e)	7,459	7,952,945
		28,069,617
<b>Total Municipal Bonds Transferred to Tender Option Bond Trusts 49.8%</b>		501,627,020
<b>Total Long-Term Investments (Cost \$1,472,849,479) 159.1%</b>		1,603,107,530
<b>Short-Term Securities</b>		
	Shares	
FFI Institutional Tax-Exempt Fund, 0.03% (f)(g)	7,872,927	7,872,927
<b>Total Short-Term Securities (Cost \$7,872,927) 0.8%</b>		7,872,927
<b>Total Investments (Cost \$1,480,722,406) 159.9%</b>		1,610,980,457
<b>Other Assets Less Liabilities 1.6%</b>		15,281,898
<b>Liability for TOB Trust Certificates, Including Interest Expense and Fees Payable (26.1%)</b>		(262,571,301)
<b>VRDP Shares, at Liquidation Value (35.4%)</b>		(356,400,000)
<b>Net Assets Applicable to Common Shares 100.0%</b>		\$ 1,007,291,054

Notes to Schedule of investments

- (a) Zero-coupon bond.
- (b) Represents a step-up bond that pays an initial coupon rate for the first period and then a higher coupon rate for the following periods. Rate shown reflects the current yield as of report date.
- (c) U.S. government securities, held in escrow, are used to pay interest on this security, as well as to retire the bond in full at the date indicated, typically at a premium to par.
- (d) Represent bonds transferred to a TOB. In exchange for which the Fund received cash and residual interest certificates. These bonds serve as collateral in a financing transaction. See Note 3 of the Notes to Financial Statements for details of municipal bonds transferred to TOBs.
- (e) All or a portion of security is subject to a recourse agreement, which may require the Fund to pay the liquidity provider in the event there is a shortfall between the TOB trust certificates and proceeds received from the sale of the security contributed to the TOB trust. In the case of a shortfall, the aggregate maximum potential amount the Fund could ultimately be required to pay under the agreements, which expire from February 1, 2016 to December 1, 2029 is \$37,276,658.
- (f) Investments in issuers considered to be an affiliate of the Fund during the year ended July 31, 2014, for purposes of Section 2(a)(3) of the 1940 Act, as amended, were as follows:

Affiliate	Shares Held at July 31, 2013	Net Activity	Shares Held at July 31, 2014	Income
FFI Institutional Tax-Exempt Fund	9,261,003	(1,388,076)	7,872,927	\$ 3,663

- (g) Represents the current yield as of report date.

Financial futures contracts outstanding as of July 31, 2014 were as follows:

Contracts Sold	Issue	Exchange	Expiration	Notional Value	Unrealized Appreciation
(616)	10-Year U.S. Treasury Note	Chicago Board of Trade	September 2014	\$ 76,759,375	\$ 54,671

See Notes to Financial Statements.

## Schedule of Investments (concluded)

BlackRock MuniYield Quality Fund III, Inc. (MYI)

**Fair Value Measurements** Various inputs are used in determining the fair value of investments and derivative financial instruments. These inputs to valuation techniques are categorized into a disclosure hierarchy consisting of three broad levels for financial statement purposes as follows:

**Level 1** unadjusted price quotations in active markets/exchanges for identical assets or liabilities that the Fund has the ability to access

**Level 2** other observable inputs (including, but not limited to, quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market-corroborated inputs)

**Level 3** unobservable inputs based on the best information available in the circumstances, to the extent observable inputs are not available (including the Fund's own assumptions used in determining the fair value of investments and derivative financial instruments)

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3. The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the fair value hierarchy classification is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy. In accordance with the Fund's policy, transfers between different levels of the fair value disclosure hierarchy are deemed to have occurred as of the beginning of the reporting period. The categorization of a value determined for investments and derivative financial instruments is based on the pricing transparency of the investment and derivative financial instrument and is not necessarily an indication of the risks associated with investing in those securities. For information about the Fund's policy regarding valuation of investments and derivative financial instruments, please refer to Note 2 of the Notes to Financial Statements.

The following tables summarize the Fund's investments and derivative financial instruments categorized in the disclosure hierarchy as of July 31, 2014:

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Investments:				
Long-Term Investments <sup>1</sup>		\$ 1,603,107,530		\$ 1,603,107,530
Short-Term Securities	\$ 7,872,927			7,872,927
<b>Total</b>	\$ 7,872,927	\$ 1,603,107,530		\$ 1,610,980,457

<sup>1</sup> See above Schedule of Investments for values in each state or political subdivision.

	Level 1	Level 2	Level 3	Total
<b>Derivative Financial Instruments</b> <sup>2</sup>				
<b>Assets:</b>				
Interest rate contracts	\$ 54,671			\$ 54,671

<sup>2</sup> Derivative financial instruments are financial futures contracts, which are valued at the unrealized appreciation/depreciation on the instrument.

The Fund may hold assets and/or liabilities in which the fair value approximates the carrying amount for financial statement purposes. As of July 31, 2014, such assets and/or liabilities are categorized within the disclosure hierarchy as follows:

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash	\$ 302,305			\$ 302,305
Cash pledged for financial futures contracts	841,000			841,000
<b>Liabilities:</b>				
TOB trust certificates		\$ (262,507,327)		(262,507,327)



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VRDP Shares		(356,400,000)	(356,400,000)
<b>Total</b>	\$ 1,143,305	\$ (618,907,327)	\$ (617,764,022)

There were no transfers between levels during the year ended July 31, 2014.

See Notes to Financial Statements.

## Statements of Assets and Liabilities

	<b>BlackRock MuniHoldings Quality Fund II, Inc. (MUE)</b>	<b>BlackRock MuniYield California Quality Fund, Inc. (MCA)</b>	<b>BlackRock MuniYield Michigan Quality Fund II, Inc. (MYM)</b>	<b>BlackRock MuniYield New York Quality Fund, Inc. (MYN)</b>	<b>BlackRock MuniYield Quality Fund III, Inc. (MYI)</b>
<b>July 31, 2014</b>					
<b>Assets</b>					
Investments at value unaffiliated	\$ 499,935,586	\$ 830,221,079	\$ 268,765,097	\$ 881,778,667	\$ 1,603,107,530
Investments at value affiliated	4,174,381	1,241,242	2,269,658	5,691,487	7,872,927
Cash	116,679	141,229			302,305
Cash pledged for financial futures contracts	287,000	481,000	75,000	784,000	841,000
Interest receivable	5,426,146	11,722,590	3,022,788	9,559,683	17,696,706
Investments sold receivable		22,230,548		75,000	2,138,793
Variation margin receivable on financial futures contracts	9,843	16,498	2,344	26,903	28,872
Deferred offering costs	30,578	306,185	214,958	407,425	537,148
Prepaid expenses	27,759	31,944	25,685	32,701	42,723
<b>Total assets</b>	<b>510,007,972</b>	<b>866,392,315</b>	<b>274,375,530</b>	<b>898,355,866</b>	<b>1,632,568,004</b>
<b>Accrued Liabilities</b>					
Investments purchased payable		14,116,384			
Income dividends payable Common Shares	1,587,323	2,510,956	798,496	2,553,335	5,021,814
Investment advisory fees payable	232,275	361,017	115,821	378,928	690,987
Officers and Directors fees payable	4,362	207,029	1,880	219,922	373,544
Interest expense and fees payable	14,017	32,865	2,994	19,189	63,974
Other accrued expenses payable	109,602	139,450	87,976	144,014	219,304
<b>Total accrued liabilities</b>	<b>1,947,579</b>	<b>17,367,701</b>	<b>1,007,167</b>	<b>3,315,388</b>	<b>6,369,623</b>
<b>Other Liabilities</b>					
TOB trust certificates	52,497,152	127,397,373	13,492,998	89,734,218	262,507,327
VMTP Shares, at liquidation value of \$100,000 per share <sup>3,4</sup>	131,000,000				
VRDP Shares, at liquidation value of \$100,000 per share <sup>3,4</sup>		166,500,000	87,300,000	247,700,000	356,400,000
<b>Total other liabilities</b>	<b>183,497,152</b>	<b>293,897,373</b>	<b>100,792,998</b>	<b>337,434,218</b>	<b>618,907,327</b>
<b>Total liabilities</b>	<b>185,444,731</b>	<b>311,265,074</b>	<b>101,800,165</b>	<b>340,749,606</b>	<b>625,276,950</b>
<b>Net Assets Applicable to Common Shareholders</b>	<b>\$ 324,563,241</b>	<b>\$ 555,127,241</b>	<b>\$ 172,575,365</b>	<b>\$ 557,606,260</b>	<b>\$ 1,007,291,054</b>
<b>Net Assets Applicable to Common Shareholders Consist of</b>					
Paid-in capital <sup>5</sup>	\$ 300,068,094	\$ 492,920,813	\$ 162,583,742	\$ 532,521,339	\$ 952,923,760
Undistributed net investment income	3,433,241	5,496,714	1,323,231	5,672,244	16,728,795
Accumulated net realized loss	(20,551,205)	(6,260,013)	(6,476,580)	(32,263,989)	(92,674,223)
Net unrealized appreciation/depreciation	41,613,111	62,969,727	15,144,972	51,676,666	130,312,722
<b>Net Assets Applicable to Common Shareholders</b>	<b>\$ 324,563,241</b>	<b>\$ 555,127,241</b>	<b>\$ 172,575,365</b>	<b>\$ 557,606,260</b>	<b>\$ 1,007,291,054</b>
Net asset value, per Common Share	\$ 14.42	\$ 16.14	\$ 14.26	\$ 14.09	\$ 14.84
<sup>1</sup> Investments at cost unaffiliated	\$ 458,412,415	\$ 767,336,109	\$ 253,641,539	\$ 830,325,416	\$ 1,472,849,479
<sup>2</sup> Investments at cost affiliated	\$ 4,174,381	\$ 1,241,242	\$ 2,269,658	\$ 5,691,487	\$ 7,872,927
<sup>3</sup> Preferred Shares outstanding, par value \$0.10 per share	1,310	1,665	873	2,477	3,564
<sup>4</sup> Preferred Shares authorized, including Auction Market Preferred Shares ( AMPS )	9,490	12,665	4,833	14,637	26,364
	22,515,224	34,396,651	12,098,420	39,586,584	67,862,354

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<sup>5</sup> Common Shares outstanding, 200 million shares authorized,  
\$0.10 par value

See Notes to Financial Statements.

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ANNUAL REPORT

JULY 31, 2014

## Statements of Operations

Year Ended July 31, 2014	BlackRock MuniHoldings Quality Fund II, Inc. (MUE)	BlackRock MuniYield California Quality Fund, Inc. (MCA)	BlackRock MuniYield Michigan Quality Fund II, Inc. (MYM)	BlackRock MuniYield New York Quality Fund, Inc. (MYN)	BlackRock MuniYield Quality Fund III, Inc. (MYI)
<b>Investment Income</b>					
Interest	\$ 23,269,389	\$ 37,222,295	\$ 12,035,771	\$ 38,924,043	\$ 74,505,742
Income affiliated	1,810	276		141	3,663
Total income	23,271,199	37,222,571	12,035,771	38,924,184	74,509,405
<b>Expenses</b>					
Investment advisory	2,760,106	4,289,999	1,326,074	4,357,666	7,907,829
Professional	92,088	138,448	71,391	126,989	228,123
Accounting services	67,763	105,235	36,098	100,299	155,840
Officer and Directors	25,417	61,119	13,020	61,843	109,536
Transfer agent	38,368	46,229	32,217	54,152	94,816
Custodian	27,881	36,451	14,477	35,424	60,599
Printing	11,211	13,614	9,396	14,344	20,145
Registration	9,142	11,598	9,043	13,272	23,320
Miscellaneous	61,336	70,166	52,981	88,161	118,158
Total expenses excluding interest expense, fees and amortization of offering costs	3,093,312	4,772,859	1,564,697	4,852,150	8,718,366
Interest expense, fees and amortization of offering costs <sup>1</sup>	1,865,128	2,633,400	964,876	3,114,554	5,250,940
Total expenses	4,958,440	7,406,259	2,529,573	7,966,704	13,969,306
Less fees waived by Manager	(160,559)	(3,283)	(73)	(5,899)	(4,910)
Total expenses after fees waived	4,797,881	7,402,976	2,529,500	7,960,805	13,964,396
Net investment income	18,473,318	29,819,595	9,506,271	30,963,379	60,545,009
<b>Realized and Unrealized Gain (Loss)</b>					
Net realized loss from:					
Investments	(6,921,445)	(969,429)	(5,028,816)	(13,567,227)	(5,808,014)
Financial futures contracts	(451,070)	(825,022)	(85,893)	(1,722,899)	(850,330)
	(7,372,515)	(1,794,451)	(5,114,709)	(15,290,126)	(6,658,344)
Net change in unrealized appreciation/depreciation on:					
Investments	33,713,239	48,266,170	17,382,492	53,165,789	86,849,217
Financial futures contracts	89,940	84,757	21,414	223,415	54,671
	33,803,179	48,350,927	17,403,906	53,389,204	86,903,888
Net realized and unrealized gain	26,430,664	46,556,476	12,289,197	38,099,078	80,245,544
<b>Net Increase in Net Assets Applicable to Common Shareholders Resulting from Operations</b>	<b>\$ 44,903,982</b>	<b>\$ 76,376,071</b>	<b>\$ 21,795,468</b>	<b>\$ 69,062,457</b>	<b>\$ 140,790,553</b>

<sup>1</sup> Related to TOBs, VMTP Shares and/or VRDP Shares.

See Notes to Financial Statements.

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## Statements of Changes in Net Assets

Increase (Decrease) in Net Assets Applicable to Common Shareholders:	BlackRock MuniHoldings Quality Fund II, Inc. (MUE) Year Ended July 31,		BlackRock MuniYield California Quality Fund, Inc. (MCA) Year Ended July 31,	
	2014	2013	2014	2013
<b>Operations</b>				
Net investment income	\$ 18,473,318	\$ 18,146,702	\$ 29,819,595	\$ 30,400,685
Net realized gain (loss)	(7,372,515)	1,385,978	(1,794,451)	5,123,889
Net change in unrealized appreciation/depreciation	33,803,179	(43,518,366)	48,350,927	(65,356,173)
Net increase (decrease) in net assets applicable to Common Shareholders resulting from operations	44,903,982	(23,985,686)	76,376,071	(29,831,599)
<b>Dividends to Common Shareholders From<sup>1</sup></b>				
Net investment income	(19,047,886)	(19,181,097)	(31,266,556)	(31,360,905)
<b>Capital Share Transactions</b>				
Reinvestment of common dividends		729,526		651,009
<b>Net Assets Applicable to Common Shareholders</b>				
Total increase (decrease) in net assets applicable to Common Shareholders	25,856,096	(42,437,257)	45,109,515	(60,541,495)
Beginning of year	298,707,145	341,144,402	510,017,726	570,559,221
End of year	\$ 324,563,241	\$ 298,707,145	\$ 555,127,241	\$ 510,017,726
Undistributed net investment income, end of year	\$ 3,433,241	\$ 3,768,779	\$ 5,496,714	\$ 7,101,335

<sup>1</sup> Dividends and distributions for annual periods determined in accordance with federal income tax regulations.

See Notes to Financial Statements.

## Statements of Changes in Net Assets

Increase (Decrease) in Net Assets Applicable to Common Shareholders:	BlackRock MuniYield Michigan Quality Fund II, Inc. (MYM) Year Ended July 31,		BlackRock MuniYield New York Quality Fund, Inc. (MYN) Year Ended July 31,	
	2014	2013	2014	2013
<b>Operations</b>				
Net investment income	\$ 9,506,271	\$ 9,791,936	\$ 30,963,379	\$ 32,673,833
Net realized gain (loss)	(5,114,709)	417,571	(15,290,126)	666,602
Net change in unrealized appreciation/depreciation	17,403,906	(22,715,634)	53,389,204	(75,102,847)
Net increase (decrease) in net assets applicable to Common Shareholders resulting from operations	21,795,468	(12,506,127)	69,062,457	(41,762,412)
<b>Dividends to Common Shareholders From<sup>1</sup></b>				
Net investment income	(9,854,163)	(10,016,396)	(32,718,944)	(33,685,995)
<b>Capital Share Transactions</b>				
Reinvestment of common dividends		80,916		1,903,864
<b>Net Assets Applicable to Common Shareholders</b>				
Total increase (decrease) in net assets applicable to Common Shareholders	11,941,305	(22,441,607)	36,343,513	(73,544,543)
Beginning of year	160,634,060	183,075,667	521,262,747	594,807,290
End of year	\$ 172,575,365	\$ 160,634,060	\$ 557,606,260	\$ 521,262,747
Undistributed net investment income, end of year	\$ 1,323,231	\$ 1,677,994	\$ 5,672,244	\$ 7,511,311

<sup>1</sup> Dividends and distributions for annual periods determined in accordance with federal income tax regulations.

See Notes to Financial Statements.

## Statements of Changes in Net Assets

Increase (Decrease) in Net Assets Applicable to Common Shareholders:	BlackRock MuniYield Quality Fund III, Inc. (MYI) Year Ended July 31,	
	2014	2013
<b>Operations</b>		
Net investment income	\$ 60,545,009	\$ 60,108,473
Net realized gain (loss)	(6,658,344)	2,008,051
Net change in unrealized appreciation/depreciation	86,903,888	(116,972,196)
Net increase (decrease) in net assets applicable to Common Shareholders resulting from operations	140,790,553	(54,855,672)
<b>Dividends to Common Shareholders From<sup>1</sup></b>		
Net investment income	(59,311,697)	(58,782,268)
<b>Capital Share Transactions</b>		
Reinvestment of common dividends		3,428,470
<b>Net Assets Applicable to Common Shareholders</b>		
Total increase (decrease) in net assets applicable to Common Shareholders	81,478,856	(110,209,470)
Beginning of year	925,812,198	1,036,021,668
End of year	\$ 1,007,291,054	\$ 925,812,198
Undistributed net investment income, end of year	\$ 16,728,795	\$ 16,278,334

<sup>1</sup> Dividends and distributions for annual periods determined in accordance with federal income tax regulations.

See Notes to Financial Statements.



## Statements of Cash Flows

Year Ended July 31, 2014	BlackRock MuniHoldings Quality Fund II, Inc. (MUE)	BlackRock MuniYield California Quality Fund, Inc. (MCA)	BlackRock MuniYield Michigan Quality Fund II, Inc. (MYM)	BlackRock MuniYield New York Quality Fund, Inc. (MYN)	BlackRock MuniYield Quality Fund III, Inc. (MYI)
<b>Cash Provided by Operating Activities</b>					
Net increase in net assets resulting from operations	\$ 44,903,982	\$ 76,376,071	\$ 21,795,468	\$ 69,062,457	\$ 140,790,553
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by operating activities:					
(Increase) decrease interest receivable	(87,871)	199,128	(207,257)	138,159	(137,940)
Increase in variation margin receivable on financial futures contracts	(9,843)	(16,498)	(2,344)	(26,903)	(28,872)
Increase in prepaid expenses	(22,075)	(22,670)	(22,738)	(23,071)	(25,783)
Increase in cash pledged for financial futures contracts	(287,000)	(481,000)	(75,000)	(784,000)	(841,000)
Increase (decrease) in investment advisory fees payable	13,923	(12,966)	677	1,794	18,356
Decrease in interest expense and fees payable	(15,757)	(52,161)	(1,842)	(22,810)	(51,599)
Increase (decrease) in other accrued expenses payable	(3,574)	8,837	6,500	(4,042)	24,212
Increase (decrease) in Officers and Directors fees payable	(4,069)	32,759	(2,643)	33,355	58,557
Net realized loss on investments	6,921,445	969,429	5,028,816	13,567,227	5,808,014
Net unrealized gain on investments	(33,713,239)	(48,266,170)	(17,382,492)	(53,165,789)	(86,849,217)
Amortization of premium and accretion of discount on investments	1,576,653	3,711,491	617,561	2,194,692	(2,771,616)
Proceeds from sales of long-term investments	172,664,599	179,268,368	53,015,985	163,852,315	266,637,721
Purchases of long-term investments	(152,778,028)	(120,551,679)	(45,400,163)	(156,606,863)	(239,618,879)
Net proceeds from sales (purchases) of short-term securities	11,896,067	1,138,050	(1,629,901)	15,302,262	1,388,076
<b>Net cash provided by operating activities</b>	<b>51,055,213</b>	<b>92,300,989</b>	<b>15,740,627</b>	<b>53,518,783</b>	<b>84,400,583</b>
<b>Cash Used for Financing Activities</b>					
Proceeds from TOB trust certificates		2,190,000		8,603,790	6,330,000
Repayments of TOB trust certificates	(31,960,876)	(62,977,213)	(5,851,207)	(29,144,533)	(31,248,470)
Cash dividends paid to Common Shareholders	(19,047,886)	(31,369,745)	(9,890,458)	(32,976,256)	(59,175,972)
Decrease in bank overdraft	(8,272)	(11,227)	(5,388)	(12,526)	(17,395)
Amortization of deferred offering costs	78,500	8,425	6,426	10,742	13,559
<b>Net cash used for financing activities</b>	<b>(50,938,534)</b>	<b>(92,159,760)</b>	<b>(15,740,627)</b>	<b>(53,518,783)</b>	<b>(84,098,278)</b>
<b>Cash</b>					
Net increase in cash	116,679	141,229			302,305
Cash at beginning of year					
<b>Cash at end of year</b>	<b>\$ 116,679</b>	<b>\$ 141,229</b>			<b>\$ 302,305</b>
<b>Supplemental Disclosure of Cash Flow Information</b>					
Cash paid during the year for interest and fees	\$ 1,802,385	\$ 2,677,136	\$ 960,292	\$ 3,126,622	\$ 5,288,980

See Notes to Financial Statements.

## Financial Highlights

## BlackRock MuniHoldings Quality Fund II, Inc. (MUE)

	Year Ended July 31,				
	2014	2013	2012	2011	2010
<b>Per Share Operating Performance</b>					
Net asset value, beginning of year	\$ 13.27	\$ 15.18	\$ 13.07	\$ 13.57	\$ 12.27
Net investment income <sup>1</sup>	0.82	0.81	0.86	0.89	0.92
Net realized and unrealized gain (loss)	1.18	(1.87)	2.14	(0.49)	1.26
Dividends to AMPS Shareholders from net investment income			(0.01)	(0.02)	(0.02)
Net increase (decrease) from investment operations	2.00	(1.06)	2.99	0.38	2.16
Dividends to Common Shareholders from net investment income <sup>2</sup>	(0.85)	(0.85)	(0.88)	(0.88)	(0.86)
Net asset value, end of year	\$ 14.42	\$ 13.27	\$ 15.18	\$ 13.07	\$ 13.57
Market price, end of year	\$ 12.94	\$ 12.32	\$ 15.55	\$ 12.46	\$ 14.26
<b>Total Return Applicable to Common Shareholders<sup>3</sup></b>					
Based on net asset value	16.19%	(7.41)%	23.64%	3.19%	18.04%
Based on market price	12.30%	(16.08)%	32.85%	(6.38)%	33.51%
<b>Ratios to Average Net Assets Applicable to Common Shareholders</b>					
Total expenses	1.61%	1.66%	1.52% <sup>4</sup>	1.30% <sup>4</sup>	1.28% <sup>4</sup>
Total expenses after fees waived	1.56%	1.60%	1.46% <sup>4</sup>	1.23% <sup>4</sup>	1.15% <sup>4</sup>
Total expenses after fees waived and excluding interest expense, fees and amortization of offering costs <sup>5</sup>	0.95%	0.97%	1.00% <sup>4,6</sup>	1.07% <sup>4</sup>	0.99% <sup>4</sup>
Net investment income	6.01%	5.36%	6.05% <sup>4</sup>	6.93% <sup>4</sup>	6.92% <sup>4</sup>
Dividends to AMPS Shareholders			0.04%	0.17%	0.18%
Net investment income to Common Shareholders	6.01%	5.36%	6.01%	6.76%	6.74%
<b>Supplemental Data</b>					
Net assets applicable Common Shareholders, end of year (000)	\$ 324,563	\$ 298,707	\$ 341,144	\$ 293,356	\$ 303,667
AMPS outstanding at \$25,000 liquidation preference, end of year (000)				\$ 131,000	\$ 131,000
VMTP Shares outstanding at \$100,000 liquidation value, end of year (000)	\$ 131,000	\$ 131,000	\$ 131,000		
Portfolio turnover rate	28%	40%	36%	24%	20%
Asset coverage per AMPS at \$25,000 liquidation preference, end of year				\$ 80,983	\$ 82,953
Asset coverage per VMTP Shares at \$100,000 liquidation value, end of year	\$ 347,758	\$ 328,021	\$ 360,416		

<sup>1</sup> Based on average Common Shares outstanding.

- <sup>2</sup> Dividends and distributions for annual periods determined in accordance with federal income tax regulations.
- <sup>3</sup> Total returns based on market price, which can be significantly greater or less than the net asset value, may result in substantially different returns. Where applicable, excludes the effects of any sales charges and assumes the reinvestment of dividends and distributions.
- <sup>4</sup> Do not reflect the effect of dividends to AMPS Shareholders.
- <sup>5</sup> Interest expense and fees relate to TOBs and/or VMTP Shares. See Note 3 and Note 9 of the Notes to Financial Statements for details of municipal bonds transferred to TOBs and/or VMTP Shares, respectively.
- <sup>6</sup> For the year ended July 31, 2012, the total expense ratio after fees waived and excluding interest expense, fees, amortization of offering costs, liquidity and remarketing fees was 0.97%.

See Notes to Financial Statements.

## Financial Highlights

BlackRock MuniYield California Quality Fund, Inc.  
(MCA)

	Year Ended July 31,				
	2014	2013	2012	2011	2010
<b>Per Share Operating Performance</b>					
Net asset value, beginning of year	\$ 14.83	\$ 16.60	\$ 14.31	\$ 14.66	\$ 13.43
Net investment income <sup>1</sup>	0.87	0.88	0.90	0.91	0.87
Net realized and unrealized gain (loss)	1.35	(1.74)	2.28	(0.37)	1.15
Dividends to AMPS Shareholders from net investment income				(0.02)	(0.03)
Net increase (decrease) from investment operations	2.22	(0.86)	3.18	0.52	1.99
Dividends to Common Shareholders from net investment income <sup>2</sup>	(0.91)	(0.91)	(0.89)	(0.87)	(0.76)
Net asset value, end of year	\$ 16.14	\$ 14.83	\$ 16.60	\$ 14.31	\$ 14.66
Market price, end of year	\$ 14.37	\$ 13.66	\$ 16.59	\$ 13.00	\$ 14.02
<b>Total Return Applicable to Common Shareholders<sup>3</sup></b>					
Based on net asset value	16.04%	(5.41)%	23.15%	4.21%	15.69%
Based on market price	12.16%	(12.83)%	35.48%	(1.01)%	23.00%
<b>Ratios to Average Net Assets Applicable to Common Shareholders</b>					
Total expenses	1.40%	1.48%	1.62%	1.50% <sup>4</sup>	1.11% <sup>4</sup>
Total expenses after fees waived and paid indirectly	1.40%	1.48%	1.61%	1.49% <sup>4</sup>	1.10% <sup>4</sup>
Total expenses after fees waived and paid indirectly and excluding interest expense, fees and amortization of offering costs <sup>5</sup>	0.90%	0.92%	1.20% <sup>6</sup>	1.15% <sup>4</sup>	0.95% <sup>4</sup>
Net investment income	5.63%	5.37%	5.79%	6.49% <sup>4</sup>	6.10% <sup>4</sup>
Dividends to AMPS shareholders				0.16%	0.20%
Net investment income to Common Shareholders	5.63%	5.37%	5.79%	6.33%	5.90%
<b>Supplemental Data</b>					
Net assets applicable Common Shareholders, end of year (000)	\$ 555,127	\$ 510,018	\$ 570,559	\$ 491,798	\$ 503,869
AMPS outstanding at \$25,000 liquidation preference, end of year (000)					\$ 166,525
VRDP Shares outstanding at \$100,000 liquidation value, end of year (000)	\$ 166,500	\$ 166,500	\$ 166,500	\$ 166,500	
Portfolio turnover rate	15%	25%	34%	26%	30%
Asset coverage per AMPS at \$25,000 liquidation preference, end of year					\$ 100,648
Asset coverage per VRDP Shares at \$100,000 liquidation value, end of year	\$ 433,410	\$ 406,317	\$ 442,678	\$ 395,374	

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- <sup>1</sup> Based on average Common Shares outstanding.
- <sup>2</sup> Dividends and distributions for annual periods determined in accordance with federal income tax regulations.
- <sup>3</sup> Total returns based on market price, which can be significantly greater or less than the net asset value, may result in substantially different returns. Where applicable, excludes the effects of any sales charges and assumes the reinvestment of dividends and distributions.
- <sup>4</sup> Do not reflect the effect of dividends to AMPS Shareholders.
- <sup>5</sup> Interest expense and fees relate to TOBs and/or VRDP Shares. See Note 3 and Note 9 of the Notes to Financial Statements for details of municipal bonds transferred to TOBs and VRDP Shares, respectively.
- <sup>6</sup> For the year ended July 31, 2012, the total expense ratio after fees waived and paid indirectly and excluding interest expense, fees, amortization of offering costs, liquidity and remarketing fees was 0.95%.

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## Financial Highlights

BlackRock MuniYield Michigan Quality Fund II, Inc.  
(MYM)

	Year Ended July 31,				
	2014	2013	2012	2011	2010
<b>Per Share Operating Performance</b>					
Net asset value, beginning of year	\$ 13.28	\$ 15.14	\$ 13.53	\$ 13.82	\$ 12.87
Net investment income <sup>1</sup>	0.79	0.81	0.80	0.86	0.91
Net realized and unrealized gain (loss)	1.00	(1.84)	1.68	(0.26)	0.90
Dividends to AMPS Shareholders from net investment income				(0.03)	(0.04)
Net increase (decrease) from investment operations	1.79	(1.03)	2.48	0.57	1.77
Dividends to Common Shareholders from net investment income <sup>2</sup>	(0.81)	(0.83)	(0.87)	(0.86)	(0.82)
Net asset value, end of year	\$ 14.26	\$ 13.28	\$ 15.14	\$ 13.53	\$ 13.82
Market price, end of year	\$ 12.56	\$ 11.64	\$ 14.52	\$ 12.28	\$ 13.67
<b>Total Return Applicable to Common Shareholders<sup>3</sup></b>					
Based on net asset value	14.84%	(6.99)%	19.01%	4.74%	14.62%
Based on market price	15.39%	(14.99)%	25.76%	(3.89)%	26.01%
<b>Ratios to Average Net Assets Applicable to Common Shareholders</b>					
Total expenses	1.55%	1.54%	1.71%	1.32% <sup>4</sup>	1.08% <sup>4</sup>
Total expenses after fees waived	1.55%	1.54%	1.71%	1.31% <sup>4</sup>	1.07% <sup>4</sup>
Total expenses after fees waived and excluding interest expense, fees, and amortization of offering costs <sup>5</sup>	0.96%	0.95%	1.37% <sup>6</sup>	1.21% <sup>4</sup>	1.03% <sup>4</sup>
Net investment income	5.81%	5.41%	5.56%	6.46% <sup>4</sup>	6.74% <sup>4</sup>
Dividends to AMPS Shareholders				0.23%	0.28%
Net investment income to Common Shareholders	5.81%	5.41%	5.56%	6.23%	6.46%
<b>Supplemental Data</b>					
Net assets applicable Common Shareholders, end of year (000)	\$ 172,575	\$ 160,634	\$ 183,076	\$ 163,276	\$ 166,773
AMPS outstanding at \$25,000 liquidation preference, end of year (000)					\$ 87,350
VRDP Shares outstanding at \$100,000 liquidation value, end of year (000)	\$ 87,300	\$ 87,300	\$ 87,300	\$ 87,300	
Portfolio turnover rate	17%	14%	19%	18%	18%
Asset coverage per AMPS at \$25,000 liquidation preference, end of year					\$ 72,733
Asset coverage per VRDP Shares at \$100,000 liquidation value, end of year	\$ 297,681	\$ 284,002	\$ 309,709	\$ 287,029	

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- <sup>1</sup> Based on average shares outstanding.
- <sup>2</sup> Dividends and distributions for annual periods determined in accordance with federal income tax regulations.
- <sup>3</sup> Total returns based on market price, which can be significantly greater or less than the net asset value, may result in substantially different returns. Where applicable, excludes the effects of any sales charges and assumes the reinvestment of dividends and distributions.
- <sup>4</sup> Do not reflect the effect of dividends to AMPS Shareholders.
- <sup>5</sup> Interest expense, fees and amortization of offering costs relate to TOBs and/or VRDP Shares. See Note 3 and Note 9 of the Notes to Financial Statements for details of municipal bonds transferred to TOBs and VRDP Shares, respectively.
- <sup>6</sup> For the year ended July 31, 2012, the total expense ratio after fees waived and excluding interest expense, fees, amortization of offering costs, liquidity and remarketing fees was 0.98%.

See Notes to Financial Statements.

## Financial Highlights

BlackRock MuniYield New York Quality Fund, Inc.  
(MYN)

	Year Ended July 31,				
	2014	2013	2012	2011	2010
<b>Per Share Operating Performance</b>					
Net asset value, beginning of year	\$ 13.17	\$ 15.07	\$ 13.44	\$ 13.89	\$ 12.65
Net investment income <sup>1</sup>	0.78	0.83	0.83	0.87	0.90
Net realized and unrealized gain (loss)	0.97	(1.88)	1.65	(0.44)	1.08
Dividends to AMPS Shareholders from net investment income				(0.03)	(0.04)
Net increase (decrease) from investment operations	1.75	(1.05)	2.48	0.40	1.94
Dividends to Common Shareholders from net investment income <sup>2</sup>	(0.83)	(0.85)	(0.85)	(0.85)	(0.70)
Net asset value, end of year	\$ 14.09	\$ 13.17	\$ 15.07	\$ 13.44	\$ 13.89
Market price, end of year	\$ 12.71	\$ 12.34	\$ 15.11	\$ 12.60	\$ 13.57
<b>Total Return Applicable to Common Shareholders<sup>3</sup></b>					
Based on net asset value	14.21%	(7.33)%	19.10%	3.36%	16.15%
Based on market price	9.95%	(13.40)%	27.38%	(0.81)%	26.36%
<b>Ratios to Average Net Assets Applicable to Common Shareholders</b>					
Total expenses	1.50%	1.53%	1.65%	1.34% <sup>4</sup>	1.11% <sup>4</sup>
Total expenses after fees waived	1.50%	1.53%	1.65%	1.33% <sup>4</sup>	1.10% <sup>4</sup>
Total expenses after fees waived and excluding interest expense, fees, and amortization of offering costs <sup>5</sup>	0.91%	0.91%	1.27% <sup>6</sup>	1.14% <sup>4</sup>	1.00% <sup>4</sup>
Net investment income	5.82%	5.59%	5.78%	6.55% <sup>4</sup>	6.69% <sup>4</sup>
Dividends to AMPS Shareholders				0.21%	0.27%
Net investment income to Common Shareholders	5.82%	5.59%	5.78%	6.34%	6.42%
<b>Supplemental Data</b>					
Net assets applicable to Common Shareholders, end of year (000)	\$ 557,606	\$ 521,263	\$ 594,807	\$ 530,058	\$ 547,812
AMPS outstanding at \$25,000 liquidation preference, end of year (000)					\$ 247,700
VRDP Shares outstanding at \$100,000 liquidation value, end of year (000)	\$ 247,700	\$ 247,700	\$ 247,700	\$ 247,700	
Portfolio turnover rate	18%	10%	17%	18%	7%
Asset coverage per AMPS at \$25,000 liquidation preference, end of year					\$ 80,293
Asset coverage per VRDP Shares at \$100,000 liquidation value, end of year	\$ 325,114	\$ 310,441	\$ 340,132	\$ 313,992	



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- <sup>1</sup> Based on average shares outstanding.
- <sup>2</sup> Dividends and distributions for annual periods determined in accordance with federal income tax regulations.
- <sup>3</sup> Total returns based on market price, which can be significantly greater or less than the net asset value, may result in substantially different returns. Where applicable, excludes the effects of any sales charges and assumes the reinvestment of dividends and distributions.
- <sup>4</sup> Does not reflect the effect of dividends to AMPS Shareholders.
- <sup>5</sup> Interest expense and fees relate to TOBs and/or VRDP Shares. See Note 3 and Note 9 of the Notes to Financial Statements for details of municipal bonds transferred to TOBs and VRDP Shares, respectively.
- <sup>6</sup> For the year ended July 31, 2012, the total expense ratio after fees waived and excluding interest expense, fees, amortization of offering costs, liquidity and remarketing fees was 0.92%.

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## Financial Highlights

BlackRock MuniYield Quality Fund III, Inc.  
(MYI)

	Year Ended July 31,				
	2014	2013	2012	2011	2010
<b>Per Share Operating Performance</b>					
Net asset value, beginning of year	\$ 13.64	\$ 15.32	\$ 13.19	\$ 13.67	\$ 12.27
Net investment income <sup>1</sup>	0.89	0.89	0.87	0.89	0.89
Net realized and unrealized gain (loss)	1.18	(1.70)	2.13	(0.48)	1.31
Dividends to AMPS Shareholders from net investment income				(0.03)	(0.03)
Net increase (decrease) from investment operations	2.07	(0.81)	3.00	0.38	2.17
Dividends to Common Shareholders from net investment income <sup>2</sup>	(0.87)	(0.87)	(0.87)	(0.86)	(0.77)
Net asset value, end of year	\$ 14.84	\$ 13.64	\$ 15.32	\$ 13.19	\$ 13.67
Market price, end of year	\$ 13.46	\$ 12.80	\$ 15.81	\$ 12.17	\$ 14.17
<b>Total Return Applicable to Common Shareholders<sup>3</sup></b>					
Based on net asset value	16.23%	(5.66)%	23.45%	3.22%	18.19%
Based on market price	12.35%	(14.21)%	38.08%	(8.12)%	24.03%
<b>Ratios to Average Net Assets Applicable to Common Shareholders</b>					
Total expenses	1.47%	1.43%	1.57%	1.32% <sup>4</sup>	1.11% <sup>4</sup>
Total expenses after fees waived and paid indirectly	1.47%	1.43%	1.56%	1.32% <sup>4</sup>	1.11% <sup>4</sup>
Total expenses after fees waived and paid indirectly and excluding interest expense and fees, and amortization of offering costs <sup>5</sup>	0.91%	0.89%	1.19% <sup>6</sup>	1.12% <sup>4</sup>	0.97% <sup>4</sup>
Net investment income	6.35%	5.83%	6.04%	6.85% <sup>4</sup>	6.73% <sup>4</sup>
Dividends to AMPS Shareholders				0.22%	0.26%
Net investment income to Common Shareholders	6.35%	5.83%	6.04%	6.63%	6.47%
<b>Supplemental Data</b>					
Net assets applicable Common Shareholders, end of year (000)	\$ 1,007,291	\$ 925,812	\$ 1,036,022	\$ 890,985	\$ 920,234
AMPS outstanding at \$25,000 liquidation preference, end of year (000)					\$ 356,450
VRDP Shares outstanding at \$100,000 liquidation value, end of year (000)	\$ 356,400	\$ 356,400	\$ 356,400	\$ 356,400	
Portfolio turnover rate	15%	9%	18%	12%	13%
Asset coverage per AMPS at \$25,000 liquidation preference, end of year					\$ 89,545
Asset coverage per VRDP Shares at \$100,000 liquidation value, end of year	\$ 382,629	\$ 359,768	\$ 390,691	\$ 349,996	

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- <sup>1</sup> Based on average Common Shares outstanding.
- <sup>2</sup> Dividends and distributions for annual periods determined in accordance with federal income tax regulations.
- <sup>3</sup> Total returns based on market price, which can be significantly greater or less than the net asset value, may result in substantially different returns. Where applicable, excludes the effects of any sales charges and assumes the reinvestment of dividends and distributions.
- <sup>4</sup> Do not reflect the effect of dividends to AMPS Shareholders.
- <sup>5</sup> Interest expense and fees relate to TOBs and VRDP Shares. See Note 3 and Note 9 of the Notes to Financial Statements for details of municipal bonds transferred to TOBs and VRDP Shares, respectively.
- <sup>6</sup> For the year ended July 31, 2012, the total expense ratio after fees waived and paid indirectly and excluding interest expense, fees, amortization of offering costs, liquidity and remarketing fees was 0.90%.

See Notes to Financial Statements.

## Notes to Financial Statements

### 1. Organization:

BlackRock MuniHoldings Quality Fund II, Inc. ( MUE ), BlackRock MuniYield California Quality Fund, Inc. ( MCA ), BlackRock MuniYield Michigan Quality Fund II, Inc. ( MYM ), BlackRock MuniYield New York Quality Fund, Inc. ( MYN ) and BlackRock MuniYield Quality Fund III, Inc. ( MYI ), (collectively, the Funds or individually a Fund ), are registered under the Investment Company Act of 1940, as amended (the 1940 Act ), as non-diversified, closed-end management investment companies. The Funds are organized as Maryland corporations. The Boards of Directors of the Funds are collectively referred to throughout this report as the Board of Directors or the Board , and the directors thereof are collectively referred to throughout this report as Directors . The Funds determine and make available for publication the NAVs of their Common Shares on a daily basis.

### 2. Significant Accounting Policies:

The Funds' financial statements are prepared in conformity with accounting principles generally accepted in the United States of America ( U.S. GAAP ), which may require management to make estimates and assumptions that affect the reported amounts of assets and liabilities in the financial statements and the reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates. Each Fund is considered an investment company under U.S. GAAP and follows the accounting and reporting guidance applicable to investment companies. The following is a summary of significant accounting policies followed by the Funds:

**Valuation:** U.S. GAAP defines fair value as the price the Funds would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. The Funds determine the fair value of their financial instruments at market value using independent dealers or pricing services under policies approved by the Board. The BlackRock Global Valuation Methodologies Committee (the Global Valuation Committee ) is the committee formed by management to develop global pricing policies and procedures and to provide oversight of the pricing function for the Funds for all financial instruments.

Municipal investments (including commitments to purchase such investments on a when-issued basis) are valued on the basis of prices provided by dealers or pricing services. In determining the value of a particular investment, pricing services may use certain information with respect to transactions in such investments, quotations from dealers, pricing matrixes, market transactions in comparable investments and information with respect to various relationships between investments. Financial futures contracts traded on exchanges are valued at their last sale price. Investments in open-end registered investment companies are valued at NAV each business day.

In the event that the application of these methods of valuation results in a price for an investment that is deemed not to be representative of the market value of such investment, or if a price is not available, the investment will be valued by the Global Valuation Committee, or its delegate, in accordance with a policy approved by the Board as reflecting fair value ( Fair Value Assets ). When determining the price for Fair Value Assets, the Global Valuation Committee, or its delegate, seeks to determine the price that each 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 Global Valuation Committee, or its delegate, deems relevant consistent with the principles of fair value measurement. The pricing of all Fair Value Assets is subsequently reported to the Board or a committee thereof on a quarterly basis.

**Segregation and Collateralization:** In cases where a Fund enters into certain investments (e.g. financial futures contracts) or certain borrowings (e.g. TOBs) that would be senior securities for 1940 Act purposes, the Funds may segregate or designate on their books and records cash or liquid securities having a market value at least equal to the amount of the Fund's future obligations under such investments or borrowings. Doing so allows the investment or borrowing to be excluded from treatment as a senior security. Furthermore, if required by an exchange or counterparty agreement, the Fund may be required to deliver/deposit cash and/or securities to/with an exchange, or broker-dealer or custodian as collateral for certain investments or obligations.

**Investment Transactions and Investment Income:** For financial reporting purposes, investment transactions are recorded on the dates the transactions are entered into (the trade dates). Realized gains and losses on investment transactions are determined on the identified cost basis. Dividend income is recorded on the ex-dividend date. Interest income, including amortization and accretion of premiums and discounts on debt securities, is recognized on the accrual basis.

**Dividends and Distributions:** Dividends from net investment income are declared and paid monthly. Distributions of capital gains are recorded on the ex-dividend dates. The character and timing of dividends and distributions are determined in accordance with federal income tax regulations, which may differ from U.S. GAAP. Dividends and distributions to Preferred Shareholders are accrued and determined as described in Note 9.

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Deferred Compensation Plan: Under the Deferred Compensation Plan (the Plan ) approved by each Fund s Board, the independent Directors ( Independent Directors ) may 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 certain other BlackRock Closed-End Funds selected by the Independent Directors. This has the same economic effect for the Independent Directors as if the Independent Directors had invested the deferred amounts directly in certain other BlackRock Closed-End Funds.

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## Notes to Financial Statements (continued)

The Plan is not funded and obligations thereunder represent general unsecured claims against the general assets of each Fund. Deferred compensation liabilities are included in officer's and directors' fees payable in the Statements of Assets and Liabilities and will remain as a liability of the Funds until such amounts are distributed in accordance with the Plan.

**Recent Accounting Standard:** In June 2014, the Financial Accounting Standards Board issued guidance to improve the financial reporting of reverse repurchase agreements and other similar transactions. The guidance will require expanded disclosure for entities that enter into reverse repurchase agreements and similar transactions accounted for as secured borrowings. It is effective for financial statements with fiscal years beginning on or after December 15, 2014 and interim periods within those fiscal years. Management is evaluating the impact, if any, of this guidance on the Funds' financial statement disclosures.

**Other:** Expenses directly related to a Fund are charged to that Fund. Other operating expenses shared by several funds are pro-rated among those funds on the basis of relative net assets or other appropriate methods.

The Funds have an arrangement with the custodian whereby fees may be reduced by credits earned on uninvested cash balances, which, if applicable, are shown as fees paid indirectly in the Statements of Operations. The custodian imposes fees on overdrawn cash balances, which can be offset by accumulated credits earned or may result in additional custody charges.

### 3. Securities and Other Investments:

**Zero-Coupon Bonds:** The Funds may invest in zero-coupon bonds, which are normally issued at a significant discount from face value and do not provide for periodic interest payments. Zero-coupon bonds may experience greater volatility in market value than similar maturity debt obligations which provide for regular interest payments.

**Forward Commitments and When-Issued Delayed Delivery Securities:** The Funds may purchase securities on a when-issued basis and may purchase or sell securities on a forward commitment basis. Settlement of such transactions normally occurs within a month or more after the purchase or sale commitment is made. The Funds may purchase securities under such conditions with the intention of actually acquiring them, but may enter into a separate agreement to sell the securities before the settlement date. Since the value of securities purchased may fluctuate prior to settlement, the Funds may be required to pay more at settlement than the security is worth. In addition, the Funds are not entitled to any of the interest earned prior to settlement. When purchasing a security on a delayed delivery basis, the Funds assume the rights and risks of ownership of the security, including the risk of price and yield fluctuations. In the event of default by the counterparty, the Funds' maximum amount of loss is the unrealized appreciation of unsettled when-issued transactions, which is shown in the Schedules of Investments.

**Municipal Bonds Transferred to TOBs:** The Funds leverage their assets through the use of TOBs. A TOB is a special purpose entity established by a third party sponsor, into which a fund, or an agent on behalf of the fund, transfers municipal bonds into a trust ( TOB Trust ). Other funds managed by the investment advisor may also contribute municipal bonds to a TOB into which a Fund has contributed bonds. A TOB typically issues two classes of beneficial interests: short-term floating rate certificates ( TOB Trust Certificates ), which are sold to third party investors, and residual certificates ( TOB Residuals ), which are generally issued to the participating funds that contributed the municipal bonds to the TOB Trust. If multiple funds participate in the same TOB, the rights and obligations under the TOB Residual will be shared among the funds ratably in proportion to their participation.

The TOB Residuals held by a Fund include the right of a Fund (1) to cause the holders of a proportional share of the TOB Trust Certificates to tender their certificates at par plus accrued interest upon the occurrence of certain mandatory tender events defined in the TOB agreements, and (2) to transfer, subject to a specified number of days' prior notice, a corresponding share of the municipal bonds from the TOB to a Fund. The TOB may also be collapsed without the consent of a Fund, as the TOB Residual holder, upon the occurrence of certain termination events as defined in the TOB agreements. Such termination events may include the bankruptcy or default of the municipal bond, a substantial downgrade in credit quality of the municipal bond, the inability of the TOB to obtain renewal of the liquidity support agreement, a substantial decline in market value of the municipal bond and a judgment or ruling that interest on the municipal bond is subject to federal income taxation. Upon the occurrence of a termination event, the TOB would generally be liquidated in full with the proceeds typically applied first to any accrued fees owed to the trustee, remarketing agent and liquidity provider, and then to the holders of the TOB Trust Certificates up to par plus accrued interest owed on the TOB Trust Certificates, with the balance paid out to the TOB Residual holder. During the year ended July 31, 2014, no TOBs in which the Funds participated were terminated without the consent of the Funds.

The cash received by the TOB from the sale of TOB Trust Certificates, less transaction expenses, is paid to a Fund. The Funds typically invests the cash received in additional municipal bonds. Each Fund's transfer of the municipal bonds to a TOB Trust is accounted for as a secured borrowing; therefore the municipal bonds deposited into a TOB are presented in the Funds' Schedules of Investments and the TOB Trust

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Certificates are shown in other liabilities in the Statements of Assets and Liabilities. The carrying amount of each Fund's payable to the holder of the TOB Trust Certificates, as reported in the Statements of Assets and Liabilities as TOB Trust Certificates approximates its fair value.

The Funds may invest in TOBs on either a non-recourse or recourse basis. TOB Trusts are typically supported by a liquidity facility provided by a bank or other financial institution (the Liquidity Provider) that allows the holders of the TOB Trust Certificates to tender their certificates in exchange for payment

## Notes to Financial Statements (continued)

from the Liquidity Provider of par plus accrued interest on any business day prior to the occurrence of the termination events described above. When a Fund invests in TOBs on a non-recourse basis, and the Liquidity Provider is required to make a payment under the liquidity facility due to a termination event, the Liquidity Provider will typically liquidate all or a portion of the municipal securities held in the TOB Trust and then fund, on a net basis, the balance, if any, of the amount owed under the liquidity facility over the liquidation proceeds (the Liquidation Shortfall). If a Fund invests in a TOB on a recourse basis, the Fund will typically enter into a reimbursement agreement with the Liquidity Provider where the Fund is required to repay the Liquidity Provider the amount of any Liquidation Shortfall. As a result, a Fund investing in a recourse TOB will bear the risk of loss with respect to any Liquidation Shortfall. If multiple funds participate in any such TOB, these losses will be shared ratably, including the maximum potential amounts owed by Funds at July 31, 2014, in proportion to their participation. The recourse TOB Trusts are identified in the Schedules of Investments including the maximum potential amounts owed by the Funds at July 31, 2014.

Interest income, including amortization and accretion of premiums and discounts, from the underlying municipal bonds is recorded by the Funds on an accrual basis. Interest expense incurred on the secured borrowing and other expenses related to remarketing, administration and trustee services to a TOB are shown as interest expense, fees and amortization of offering costs in the Statements of Operations. The TOB Trust Certificates have interest rates that generally reset weekly and their holders have the option to tender such certificates to the TOB for redemption at par at each reset date. At July 31, 2014, the aggregate value of the underlying municipal bonds transferred to TOBs, the related liability for TOB Trust Certificates and the range of interest rates on the liability for TOB Trust Certificates were as follows:

	<b>Underlying Municipal Bonds Transferred to TOBs</b>	<b>Liability for TOB Trust Certificates</b>	<b>Range of Interest Rates</b>
MUE	\$ 99,478,733	\$ 52,497,152	0.06% - 0.31%