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BLACKROCK MUNIHOLDINGS NEW JERSEY QUALITY FUND, INC.

Form 3

January 28, 2011

FORM 3

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

OMB APPROVAL

OMB Number:

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement BLACKROCK MUNIHOLDINGS NEW JERSEY A Brigade Leveraged Capital (Month/Day/Year) QUALITY FUND, INC. [MUJ] Structures Fund Ltd. 02/23/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O OGIER FIDUCIARY SVCS (Check all applicable) (CAYMAN) LTD. 89 NEXUS WAY, CAMANA BAY Director __X__ 10% Owner (Street) Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) _X_ Form filed by One Reporting Person **GRAND** Form filed by More than One CAYMAN. E9Â KY1-9007 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) Â **Auction Rate Preferred Shares** 868 (1) D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security
2. Date Exercisable and Expiration Date Expiration Date (Month/Day/Year)
2. Date Exercisable and Expiration Date Securities Underlying Derivative Security
3. Title and Amount of Exercise Conversion Ownership Ownership Ownership Or Exercise Form of Conversion Ownership Owner

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Security Direct (D) Exercisable Number of or Indirect Shares (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address $\frac{\text{Relationships}}{\text{Director}} \cdot \frac{10\%}{\text{Owner}} \cdot \text{Officer} \quad \text{Other}$ Brigade Leveraged Capital Structures Fund Ltd. $\text{C/O OGIER FIDUCIARY SVCS (CAYMAN) LTD}}{\hat{A}} \cdot \hat{A} \cdot \hat{A} \cdot \hat{A} \cdot \hat{A}$ 89 NEXUS WAY, CAMANA BAY

Signatures

Brigade Leveraged Capital Structures Fund Ltd., By: /s/

01/28/2011

Donald E. Morgan III, Director

**Signature of Reporting Person

GRAND CAYMAN, E9Â KY1-9007

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Consistent with the Securities and Exchange Commission's Auction Rate Securities Global Exemptive Relief no action letter issued on (1) September 22, 2008, the shares reported herein represent the reporting person's combined holdings in the separate series of preferred shares of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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