

SECURITIES AND EXCHANGE COMMISSION

FORM 497J

Certification of no change in definitive materials under paragraph (j) of Securities Act Rule 497

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RODNEY SQUARE FUND

CIK: **700844** | IRS No.: **042772190** | State of Incorpor.: **CA** | Fiscal Year End: **0930**
Type: **497J** | Act: **33** | File No.: **002-76333** | Film No.: **96513283**

Business Address
1100 NORTH MARKET ST
C/O RODNEY SQUARE
MANAGEMENT CORP
WILMINGTON DE 19890

February 8, 1996

VIA EDGAR

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: The Rodney Square Fund
 Post-Effective Amendment No. 21 to
 Registration Statement on Form N-1A
 File No. 2-76333
 File No. 811-3406
 CIK No. 700844

Ladies and Gentlemen:

On behalf of The Rodney Square Fund (the "Fund") and pursuant to Rule 497(j) under the Securities Act of 1933, the undersigned hereby certifies that the form of Prospectus and Statement of Additional Information that would have been filed under paragraph (b) or (c) of Rule 497 would not have differed from that contained in Post-Effective Amendment No. 21 to the Fund's Registration Statement on Form N-1A as filed electronically on January 29, 1996.

All questions and comments regarding the enclosed materials should be addressed to the undersigned at Rodney Square Management Corporation, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, phone number: (302) 651-8998.

Sincerely,

/s/ Marilyn Talman
Marilyn Talman
Secretary

MT/lcs