

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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FILER

CMA TAX EXEMPT FUND/

CIK: **320281** | IRS No.: **136789904** | State of Incorpor.: **WI** | Fiscal Year End: **0331**
Type: **497J** | Act: **33** | File No.: **002-69877** | Film No.: **94541272**

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CMA TAX-EXEMPT FUND

August 2, 1994

VIA ELECTRONIC FILING

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

Attention: Division of Investment Management

Re: CMA Tax-Exempt Fund
Post-Effective Amendment No. 15 to the
Registration Statement on Form N-1A
(Securities Act File No. 2-69877;
Investment Company Act File No. 811-3111)

Ladies and Gentlemen:

Pursuant to Rule 497(j) under the Securities Act of 1933, as amended (the "1933 Act"), CMA Tax-Exempt Fund (the "Fund") hereby certifies that:

- (1) the forms of prospectus and statement of additional information that would have been filed pursuant to Rule 497(c) under the 1933 Act would not have differed from that contained in Post-Effective Amendment No. 15 to the Fund's Registration Statement on Form N-1A, constituting the most recent amendment to the Fund's Registration Statement on Form N-1A under the 1933 Act; and
- (2) the text of Post-Effective Amendment No. 15 to the Fund's Registration Statement on Form N-1A was filed electronically with the Securities and Exchange Commission on July 29, 1994.

Very truly yours,

CMA TAX-EXEMPT FUND

By: /s/ ROBERT HARRIS

Robert Harris

