

SECURITIES AND EXCHANGE COMMISSION

FORM N-30D

Initial annual and semi-annual reports mailed to investment company shareholders pursuant to Rule 30e-1 (other than those required to be submitted as part of Form NCSR)

Filing Date: **1999-03-11** | Period of Report: **1998-12-31**

SEC Accession No. [0000045145-99-000003](#)

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FILER

OPPENHEIMER TOTAL RETURN FUND INC CAPITAL ACCUMULATION PLAN

CIK: [45145](#) | IRS No.: **846015070** | State of Incorporation: **MA** | Fiscal Year End: **1231**
Type: **N-30D** | Act: **40** | File No.: [811-00512](#) | Film No.: **99563391**

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OPPENHEIMER TOTAL
RETURN FUND PERIODIC
INVESTMENT PLAN
Financial Statements for the Year Ended December
31, 1998 and Independent Auditors' Report

INDEPENDENT AUDITORS' REPORT

To Certificate Holders, Oppenheimer Total Return Fund
Periodic Investment Plan:

We have audited the accompanying statement of condition of Oppenheimer Total Return Fund Periodic Investment Plan as of December 31, 1998, the related statement of operations for the year then ended and the statements of changes in net assets for the years ended December 31, 1998 and 1997. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets of Oppenheimer Total Return Fund Periodic Investment Plan as of December 31, 1998, and the results of its operations and changes in its net assets for the respective stated periods in conformity with generally accepted accounting principles.

February 22, 1999

<TABLE>

OPPENHEIMER TOTAL RETURN FUND
PERIODIC INVESTMENT PLAN

STATEMENT OF CONDITION
DECEMBER 31, 1998

<S>	<C>
NET ASSETS - Investment in 7,952,656 shares of Oppenheimer Total Return Fund, Inc. capital stock held for certificate holders stated at net asset value of \$12.23 a share (certificate holders' investment, \$46,297,525)	\$ 97,260,983 =====
NET ASSETS REPRESENTED BY:	
Total payments made by certificate holders	\$609,271,054
Distributions reinvested	93,884,102

Investment in shares of Oppenheimer Total Return Fund, Inc. capital stock	703,155,156
Less: Cost of redemptions	(656,857,631)

Net cost of shares of Oppenheimer Total Return Fund, Inc. capital stock	46,297,525
Unrealized appreciation in value of shares held	50,963,458

NET ASSETS APPLICABLE TO CERTIFICATE HOLDERS	\$ 97,260,983 =====

</TABLE>

See accompanying notes to financial statements.

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OPPENHEIMER TOTAL RETURN FUND
PERIODIC INVESTMENT PLAN

STATEMENT OF OPERATIONS
YEAR ENDED DECEMBER 31, 1998

<S>	<C>
INVESTMENT INCOME - Distributions received on shares of Oppenheimer Total Return Fund, Inc. capital stock	\$ 8,225,213
EXPENSES:	
Data processing and administration expenses	631,441
Custodian fees and expenses	10,779

Total expenses	642,220

INVESTMENT INCOME - Net	7,582,993
INCREASE IN UNREALIZED APPRECIATION	11,730,002

NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$19,312,995
	=====

</TABLE>

See accompanying notes to financial statements.

- 3 -

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OPPENHEIMER TOTAL RETURN FUND
PERIODIC INVESTMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS
YEARS ENDED DECEMBER 31, 1998 AND 1997

<S>	<C> 1998	<C> 1997
OPERATIONS:		
Investment income - net	\$ 7,582,993	\$ 11,497,254
Change in unrealized appreciation of Plan shares held	11,730,002	11,550,710
	-----	-----
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	19,312,995	23,047,964
DISTRIBUTIONS TO CERTIFICATE HOLDERS FROM INVESTMENT INCOME - Net	(7,582,993)	(11,497,254)
CAPITAL SHARE TRANSACTIONS - Net	(18,401,782)	1,730,894
	-----	-----
NET INCREASE (DECREASE) IN NET ASSETS	(6,671,780)	13,281,604
NET ASSETS, BEGINNING OF YEAR	103,932,763	90,651,159
	-----	-----
NET ASSETS, END OF YEAR	\$ 97,260,983	\$103,932,763
	=====	=====

</TABLE>

See accompanying notes to financial statements.

- 4 -

OPPENHEIMER TOTAL RETURN FUND
PERIODIC INVESTMENT PLAN

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Oppenheimer Total Return Fund Periodic Investment Plan (Plan) is a unit investment trust registered under the Investment Company Act of 1940, as amended. The Plan continues to service Hamilton Fund Periodic Investment Plans which were in existence on January 1, 1972, when the sale of such plans was discontinued. The following is a summary of significant accounting policies consistently followed by the Plan.

CERTIFICATE HOLDERS INVESTMENT - The investment in shares of Oppenheimer Total Return Fund, Inc. (Fund) capital stock is carried at identified cost, which represents the amount available for investment in such shares (including reinvested distributions of net investment income and realized gains) after deduction of applicable sales charges, collection fees and expenses.

FEDERAL INCOME TAXES - In the opinion of general counsel, the custodianship known as Oppenheimer Total Return Fund Periodic Investment Plan is a true trust for federal income tax purposes and as such the Plan eliminates all federal income tax liability by the distribution of its income.

DATA PROCESSING AND ADMINISTRATION EXPENSES - OppenheimerFunds Services (OFS), a division of OppenheimerFunds, Inc., the investment advisor of the Fund, is the transfer agent for various registered investment companies as well as the Plan. OFS's total costs of providing services are allocated ratably to these entities. The Plan's share of such costs was \$631,441 for the year ended December 31, 1998.

USE OF ESTIMATES - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. CAPITAL SHARES

As of December 31, 1998, the Plan held 7,952,656 shares of the Fund.
Capital transactions in Fund shares were as follows:

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	<C>		<C>	
	1998		1997	
	AMOUNT	SHARES	AMOUNT	SHARES
Net amount invested in Fund shares	\$ 419,032	34,854	\$ 202,437	17,134
Fund shares acquired on reinvestment of distributions	7,582,993	647,918	11,497,254	1,057,973
Redemption of Fund shares	(26,403,807)	(2,178,549)	(9,968,797)	(905,196)
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Net increase (decrease)	\$ (18,401,782)	(1,495,777)	\$ 1,730,894	169,911
	=====	=====	=====	=====
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