

SECURITIES AND EXCHANGE COMMISSION

FORM 497

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FILER

FEDERATED STOCK & BOND FUND INC

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Mailing Address
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PITTSBURGH PA 15222-3779*

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*FEDERATED INVESTORS
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PITTSBURGH PA 15222
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Stock and Bond Fund, Inc.

Class A Shares

Supplement to the Prospectus dated December 31, 1993

Please be advised that Robert J. Ostrowski resigned from his position as a co-portfolio manager of Stock and Bond Fund, Inc. on October 1, 1994. Accordingly, please delete the next to the last paragraph, referring to Mr. Ostrowski, under the subsection entitled "Advisor's Background" on page 8 of the prospectus. In addition, please add the following as the last paragraph of the section in the prospectus:

"Joseph M. Balestrino has been the Fund's co-portfolio manager since October 1, 1994. Mr. Balestrino joined Federated Investors in 1986 and has been an Assistant Vice President of the Fund's investment adviser since 1991. Mr. Balestrino served as an Investment Analyst of the investment adviser from 1989 until 1991, and from 1986 until 1989 he acted as Project Manager in the Product Development Department. Mr. Balestrino is a Chartered Financial Analyst and received his M.A. in Urban and Regional Planning from the University of Pittsburgh."

Finally, please note that Michael P. Donnelly will remain as the Fund's co-portfolio manager.

October 31, 1994

FEDERATED SECURITIES CORP.

Distributor

A subsidiary of Federated Investors

Federated Investors Tower

Pittsburgh, PA 15222-3779

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