

SECURITIES AND EXCHANGE COMMISSION

FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

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FILER

OPPENHEIMER TOTAL RETURN FUND INC

CIK: **45147** | IRS No.: **846615607** | State of Incorporation: **MD** | Fiscal Year End: **1231**
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OPPENHEIMER TOTAL RETURN FUND, INC.
Supplement dated May 15, 1995 to the
Prospectus dated April 28, 1995

The Prospectus is amended by adding the following text to the paragraph immediately below the sales charge table in "Class A Shares" on page 26 of the Prospectus:

In addition to paying dealers the regular commission for sales of Class A shares stated in the sales charge table in "Class A Shares," and the commission for sales of Class B shares described in the third paragraph in "Distribution and Service Plan for Class B Shares" on page 31 of this Prospectus, the Distributor will pay additional commission to participating brokers, dealers or financial institutions that have a sales agreement with the Distributor (these are referred to as "participating firms") for shares of the Fund sold in "qualifying transactions" from May 15, 1995, through August 18, 1995 under the following conditions. The Distributor will pay (1) 0.75% of the offering price of Class A shares sold by a registered representative or sales representative of a participating firm, and (2) .50% of the offering price of Class B shares sold by a registered representative or sales representative of a participating firm.

"Qualifying transactions" are sales by a registered representative or sales representative in the amount of \$150,000 or more (calculated at offering price) of Class A and/or Class B shares (if offered) of any one or more of the following OppenheimerFunds: the Fund, Oppenheimer Global Fund, Oppenheimer Main Street Income & Growth Fund, Oppenheimer Champion High Yield Fund, Oppenheimer Growth Fund, Oppenheimer Limited-Term Government Fund and Oppenheimer Strategic Income Fund. "Qualifying transactions" do not include sales of Class A shares (a) at net asset value without sales charge, or (b) subject to a contingent deferred sales charge, or (c) intended but not yet transacted under a Letter of Intent. However, if Class A shares of the Fund or any of the other OppenheimerFunds listed above are purchased at net asset value without sales charge from May 15, 1995, through August 18, 1995, with the proceeds of shares redeemed within the prior 12 months from another mutual fund (other than a fund managed by the Manager or one of its affiliates) on which an initial sales charge or contingent deferred sales charge was paid, the amount of that purchase will count toward the \$150,000 qualifying amount described above (but not for the payment of additional commission).

May 15, 1995

