

SECURITIES AND EXCHANGE COMMISSION

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OPPENHEIMER PENNSYLVANIA TAX EXEMPT FUND

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OPPENHEIMER FLORIDA TAX-EXEMPT FUND
 Supplement dated January 20, 1994
 to the Prospectus dated October 1, 1993

1. The Supplement dated October 1, 1993 to the Prospectus is no longer in effect.

2. The Prospectus is amended as follows:

A. The section entitled "Fund Expenses" on pages 3-4 of the Prospectus is amended as follows:

The introductory paragraph of this section and the table showing "Annual Fund Operating Expenses" and the two paragraphs following that table are replaced by the following:

The following table sets forth the fees that an investor in the Fund might pay and the expenses expected to be paid by the Fund during its fiscal year ending December 31, 1994.

Annual Fund Operating Expenses (as a percentage of average net assets)	Class A Shares	Class B Shares
Management Fees (after expense assumption)	0%	0%
12b-1 (Distribution and/or Service Plan) Fees10%	.85%
Other Expenses (estimated)	0%	0%
Total Fund Operating Expenses (after expense assumption) (estimated)	----- .10%	----- .85%

The purpose of the foregoing table is to assist an investor in understanding the various costs and expenses that an investor in the Fund will bear directly (shareholder transaction expenses) or indirectly (annual fund operating expenses). The sales charge rate shown for Class A shares is the current maximum rate applicable to purchases of Class A shares of the Fund. Investors in Class A shares may be entitled to reduced sales charges based on the amount purchased or the value of shares already owned and may be subject to a contingent deferred sales charge in limited circumstances (see "How to Buy Shares - Class A Contingent Deferred Sales Charge"). Because the Fund is new, and this Prospectus does not include financial statements showing actual Fund expenses, the "Annual Fund Operating Expenses" in the table are based on estimates of amounts payable by the Fund in its current fiscal year. Those amounts reflect a modification, effective as of October 1, 1993, in the voluntary expense assumption by the Fund's investment adviser, Oppenheimer Management Corporation (the "Manager"). Without such expense assumption by the Manager, the estimated management fees for Class A shares and Class B shares would each be 0.60% of average net assets, the

estimated 12b-1 fees for Class A shares and Class B shares would be 0.15% and 0.90%, respectively, of average annual net assets, and the estimated "Total Fund Operating Expenses" for Class A shares and Class B shares would be 1.35% and 2.10%, respectively. The expense assumption is described in "Investment Management Services" in the Additional Statement and may be modified or withdrawn by the Manager at any time. The "Other Expenses" in the table previously were based on estimates of amounts payable during the Fund's then-current fiscal year ending December 31, 1993, with the expense assumption undertaking as originally described in the Prospectus. "Other Expenses" includes estimates of such expenses as custodial and transfer agent fees, and audit, legal and other business operating expenses, but excludes estimates of extraordinary expenses. For further details, see "Dual Class Methodology" in the Additional Statement.

The following example applies the above-stated estimated expenses and the current maximum sales charge to a hypothetical \$1,000 investment in shares of the Fund over the time periods shown below, assuming a 5% annual rate of return on the investment. The amounts shown below are the cumulative costs of such hypothetical \$1,000 investment for the periods shown and, except as indicated in lines 3 and 4, assume that the shares are redeemed at the end of each stated period.

	1 year	3 years
1. Class A shares	\$48	\$51
2. Class B shares	\$59	\$57
3. Class A shares, assuming no redemption	\$48	\$51
4. Class B shares, assuming no redemption	\$9	\$27

B. The first sentence of the first paragraph of the section entitled "The Fund and Its Investment Policies" is replaced with the following:

The Fund was organized on June 10, 1993 and is one of two investment portfolios or "series" of Oppenheimer Multi-State Tax-Exempt Trust (formerly, "Oppenheimer Pennsylvania Tax-Exempt Fund") (the "Trust"), an open-end, non-diversified management investment company organized in 1989 as a Massachusetts business trust.

C. The last two sentences of the first paragraph set forth under "Dividends and Distributions" in the section entitled "Performance, Dividend and Tax Information" are replaced with the following:

During the Fund's fiscal year ended December 31, 1993, the Manager had undertaken to assume the Fund's expenses to the extent required to enable the Fund to pay dividends on each Class A share at a targeted level of \$.636 per fiscal year. As a result of this undertaking, the Fund's net asset value was higher during that period than it otherwise would have been. See "Investment Management Services" in the Additional Statement for further information. There can be no assurance

as to the payment of any dividends or the realization of any capital gains and the practice of maintaining a targeted dividend level and the amount thereof may be changed by the Board at any time without prior notice to shareholders.

January 20, 1994

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OPPENHEIMER FLORIDA TAX-EXEMPT FUND

Supplement dated January 20, 1994

to the Statement of Additional Information dated October 1, 1993

The Statement of Additional Information is amended as follows:

1. The subsection "Major Shareholders" of "Trustees and Officers" in the Statement of Additional Information is replaced with the following:

Major Shareholders. As of the close of business on January 18, 1994, no person owned of record or was known by the Trust or the Fund to own beneficially 5% or more of its respective outstanding shares except, with respect to the Fund, Michael Leeds, 20220 Boca West Drive, Boca Raton, Florida 33434, who owned of record 34,214.152 Class A shares of the Fund (5.46% of the Class A shares outstanding as of the close of business on January 18, 1994).

2. The third paragraph of "Investment Management Services" in the Statement of Additional Information is replaced with the following:

The Agreement contains no provision whereby the Fund's expenses are limited by an assumption of those expenses by the Manager. However, the Prospectus originally stated that, independently of the Agreement, the Manager had voluntarily agreed to assume any expenses of the Fund in a fiscal year that exceed .70% of the Fund's average annual net assets in that year. Effective as of October 1, 1993, the Manager modified that undertaking and voluntarily agreed to assume the expenses of the Fund to the extent required to enable the Fund to pay dividends per Class A share at the rate of \$.636 per fiscal year. The payment of the management fee will be reduced monthly to the extent necessary so that there will not be any accrued but unpaid liability under this expense assumption undertaking. The Manager reserves the right to modify or terminate this voluntary expense assumption undertaking at any time. Any assumption of the Fund's expenses under this undertaking would lower the Fund's overall expense ratio and increase its total return during any period in which expenses are assumed.

January 20, 1994

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