

# SECURITIES AND EXCHANGE COMMISSION

## FORM N-14AE/A

Registration statement for open-end investment company (business combinations) [Rule 488]  
[amend]

Filing Date: **1999-09-10**  
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### FILER

#### OPPENHEIMER QUEST FOR VALUE FUNDS

CIK: **817982** | IRS No.: **136900271** | State of Incorporation: **MA** | Fiscal Year End: **0731**  
Type: **N-14AE/A** | Act: **33** | File No.: **333-84697** | Film No.: **99709000**

Mailing Address  
2 WORLD TRADE CENTER  
SUITE 3400  
NEW YORK NY 10048-0203

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CONTENTS OF REGISTRATION STATEMENT

This Registration Statement contains the following pages and documents:

Front Cover  
Contents Page  
Cross-Reference Sheet

Part A

Proxy Statement for Oppenheimer Quest Capital Value Fund, Inc.  
and Prospectus for Oppenheimer Quest Balanced Value Fund\*

Part B

Statement of Additional Information\*

Part C

Other Information\*  
Signatures  
Exhibits\*

\*Incorporated by reference from the initial Registration Statement of the Registrant (Reg. No.: 333-84697) on Form N-14 filed with the Securities and Exchange Commission on August 6, 1999

FORM N-14  
OPPENHEIMER QUEST BALANCED VALUE FUND

Cross Reference Sheet

Part A of Form N-14

Item No.	Proxy Statement and Prospectus Heading and/or Title of Document**
1.	(a) Cross Reference Sheet
	(b) Front Cover Page
	(c) *
2.	(a) *
	(b) Table of Contents
3.	(a) Comparative Fee Tables
	(b) Synopsis
	(c) Principal Risk Factors

4. (a) Synopsis; Approval or Disapproval of the Reorganization; Comparison between Capital Value Fund and Balanced Value Fund; Method of Carrying Out the Reorganization; Additional Information
- (b) Approval or Disapproval of the Reorganization - Capitalization Table
5. (a) Prospectus of Balanced Value Fund; Annual Report of Balanced Value Fund; Statement of Additional Information of Balanced Value Fund (see Part B); Synopsis; Comparison Between Capital Value Fund and Balanced Value Fund
- (b) \*
- (c) \*
- (d) \*
- (e) Additional Information
- (f) Additional Information
6. (a) Prospectus of Capital Value Fund (see Part B); Annual Report of Capital Value Fund (see Part B); Statement of Additional Information of Capital Value Fund (see Part B); Synopsis; Comparison Between Capital Value Fund and Balanced Value Fund
- (b) Additional Information
- (c) \*
- (d) \*
7. (a) Introduction; Synopsis
- (b) \*
- (c) Introduction; Synopsis; Comparison Between Capital Value Fund and Balanced Value Fund
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Part B of Form N-14

- | Item No. | Statement of Additional Information Heading**  |
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| 13       | (a) Statement of Additional Information of Capital Value Fund  |
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| 14.      | Statement of Additional Information of Balanced Value Fund; Statement of Additional Information of Capital Value Fund; Annual Report of Capital Value Fund at 10/31/98; Annual Report of Balanced Value Fund at 10/31/98; Semi-Annual Report of Capital Value Fund at 4/30/99; Semi-Annual Report of Balanced Value Fund at 4/30/99. |

Part C of Form N-14

Item No.	Other Information Heading**
15.	Indemnification
16.	Exhibits
17.	Undertakings

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\* Not Applicable or negative answer

\*\*Incorporated by reference from the initial Registration Statement of the Registrant (Reg. No.: 333-84697) on Form N-14 filed with the Securities and Exchange Commission on August 6, 1999

### SIGNATURES

As required by the Securities Act of 1933, this Registration Statement has been signed on behalf of the Registrant, in the City of New York and State of New York on the 9th day of September, 1999.

OPPENHEIMER QUEST FOR VALUE FUNDS  
 By: /s/Bridget A. Macaskill  
 Bridget A. Macaskill  
 Chairman of the Board and President

As required by the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

Signatures	Title	Date
/s/Bridget A. Macaskill ----- Bridget A. Macaskill	Chairman of the Board, President (Principal Executive Officer) and Trustee	September 9, 1999
/s/Brian Wixted ----- Brian Wixted	Treasurer (Principal Financial Officer)	September 9, 1999
/s/Paul Y. Clinton ----- Paul Y. Clinton	Trustee	September 9, 1999
/s/Thomas W. Courtney ----- Thomas W. Courtney	Trustee	September 9, 1999

/s/Robert G. Galli

Trustee

September 9, 1999

-----  
Robert G. Galli

/s/Lacy B. Herrmann

Trustee

September 9, 1999

-----  
Lacy B. Herrmann

/s/George Loft

Trustee

September 9, 1999

-----  
George Loft

By: /s/Robert G. Zack

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Robert G. Zack, Attorney-in-fact