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#### SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(AMENDMENT NO. 24)

THE LIMITED, INC.

(Name of Issuer)

COMMON STOCK, \$0.50 PAR VALUE 532716-10-7 (Title of class of securities) (CUSIP number) RAYMOND O. GIETZ, ESQ. WEIL, GOTSHAL & MANGES LLP 767 FIFTH AVENUE NEW YORK, NEW YORK 10153 (212) 310-8000 (Name, address and telephone number of person authorized to receive notices and  $\ensuremath{\mathsf{Name}}$ communications)

SEPTEMBER 13, 2000

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rules 13d-1(e), 13d-1(f) or 13d-1(g), check the following box  $[\_]$ .

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| IP No. 53271           | 16-10-7    |                      | 13                | -D                                      | Page         |
|------------------------|------------|----------------------|-------------------|---|--------------|
|                        |            | PORTING PERSON:      | BOVE PERSON (ENTI | Leslie H. Wexner<br>FIES ONLY):         |              |
| 2                      | CHECK THE  | APPROPRIATE BOX IF A | MEMBER OF A GROU  | <br>D:                                  | (A)  <br>(B) |
| 3                      | SEC USE ON | ILY                  |                   |   |              |
| 4                      | SOURCE OF  |                      |                   |   |              |
| 5                      | CHECK BOX  | IF DISCLOSURE OF LEG | AL PROCEEDINGS IS | REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): | <br>I        |
| 6                      | CITIZENSHI | P OR PLACE OF ORGANI | ZATION:           | United States                           |              |
| NUMBER OF<br>SHARES    | <br>=      | 7 SOLE VOTING POW    | ER:               | 72,803,936                              |              |
| BENEFICIAL<br>OWNED BY |            | 8 SHARED VOTING P    |                   | 5,336,034                               |              |
| EACH<br>REPORTING      |            | 9 SOLE DISPOSITIV    | E POWER:          | 73,898,367                              |              |
| PERSON WIT             | -<br>ГН    | 10 SHARED DISPOSIT   | IVE POWER:        | 5,336,034                               |              |
| 11                     | AGGREGATE  | AMOUNT BENEFICIALLY  | OWNED BY REPORTIN | G PERSON: 81,103,003                    |              |
| 12                     | CHECK BOX  | IF THE AGGREGATE AMO | UNT IN ROW (11) E | CCLUDES CERTAIN SHARES:                 | <br> <br>    |
| 13                     | PERCENT OF | CLASS REPRESENTED B  | Y AMOUNT IN ROW ( | 11): 19.0%                              |              |
| 14                     | TYPE OF RE | PORTING PERSON:      | IN                |   |              |

| CUSIP No. 532        | 716-10-7 |                    |  | 13-D  | Page 3 |
|----------------------|----------|--------------------|--|---|--------|
|                      |          |                    |  |   |        |
| 1                    |          |                    | TING PERSON:<br>FICATION NO. OF ABOVE PERSON | The Wexner Foundation<br>(ENTITIES ONLY):       |        |
| 2                    | CHECK    | (A) [_]<br>(B) [X] |  |   |        |
| 3                    | SEC USE  | E ONLY             |  |   |        |
| 4                    | SOURCE   | OF FUNI            | DS: N/A                                      |   |        |
| 5                    | CHECK E  | 30X IF             |  | INGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): | [_]    |
| 6                    | CITIZE   | NSHIP O            | R PLACE OF ORGANIZATION:                     | Ohio  |        |
| NUMBER<br>SHARES     |          | 7                  | SOLE VOTING POWER:                           | 1,136,634                                       |        |
| BENEFICIA<br>OWNED B |          | 8                  | SHARED VOTING POWER:                         | -0-   |        |
| EACH<br>REPORTI      | NG       | 9                  | SOLE DISPOSITIVE POWER:                      | 1,136,634                                       |        |
| PERSON W             | ITH      | 10                 | SHARED DISPOSITIVE POWER:                    | -0-   |        |
| 11                   | AGGREGA  | ATE AMO            | UNT BENEFICIALLY OWNED BY RE                 | PORTING PERSON: 1,136,634                       |        |
| 12                   | CHECK E  | 30X IF             | THE AGGREGATE AMOUNT IN ROW                  | (11) EXCLUDES CERTAIN SHARES:                   | [_]    |
| 13                   | PERCEN   | T OF CL            | ASS REPRESENTED BY AMOUNT II                 | N ROW (11): 0.3%                                |        |
| <br>14               | TYPE OF  | REPOR              | TING PERSON:                                 | 00  |        |

| No. 5327         | 16-10-7  |  |  |   | 13-D   |  |   | Page 4  |
|------------------|--|--|--|---|--|--|---|---|
|                  |  |  |  |   |  |  |   |   |
| 1                |  |  |  |   |  |  |   |   |
| 2                | CHECK THE  | APPR   | ROPRIATE I   | BOX IF A MEMBER (   | OF A GROUP:  |  |   | A) [_]<br>B) [X]  |
| 3                | SEC USE C  | DNLY   |  |   |  |  |   |   |
| 4                | SOURCE OF  | FUND   | os:  | N/A   |  |  |   |   |
| 5                | CHECK BOX  | ( IF C   | DISCLOSURI   | E OF LEGAL PROCE  | EDINGS IS REQUIF   | RED PURSUANT TO ITEM 2(d) OR 2(e):   |   | [_]   |
| 6                | CITIZENSH  | HIP OF   | R PLACE OF   | F ORGANIZATION:   |  |  |   |   |
|                  |  | 7  | SOLE VO  |   |  | 700,000  |   |   |
|                  |  | 8  | SHARED   |   |  | -0-  |   |   |
| EACH<br>REPORTIN | IG   | 9  | SOLE DIS   | SPOSITIVE POWER:  |  | 700,000  |   |   |
| PERSON WI        | тн   | 10   | SHARED I   | DISPOSITIVE POWER   |  | -0-  |   |   |
| 11               | AGGREGATE  | AMOL   | JNT BENEF  | ICIALLY OWNED BY  | REPORTING PERSO  |  |   |   |
| 12               | CHECK BOX  | ( IF T   | HE AGGRE   | GATE AMOUNT IN RO   | DW (11) EXCLUDES   | CERTAIN SHARES:  |   | [_]   |
| 13               | PERCENT C  | )F CLA   | ASS REPRES   | SENTED BY AMOUNT  | IN ROW (11): 0   | 0.2%   |   |   |
| 14               | TYPE OF R  | REPORT   | ING PERSO  |   | 00   |  |   |   |
|                  | 1 2 3 4 5 6 NUMBER O SHARES BENEFICIA OWNED BEACH REPORTIN PERSON WI | I.R.S. IE  2 CHECK THE  3 SEC USE (  4 SOURCE OF  5 CHECK BO)  6 CITIZENSH  NUMBER OF SHARES  BENEFICIALLY OWNED BY  EACH REPORTING  PERSON WITH  11 AGGREGATE  12 CHECK BO)  13 PERCENT ( | 1 NAME OF REPORT I.R.S. IDENTIF 2 CHECK THE APPF 3 SEC USE ONLY 4 SOURCE OF FUND 5 CHECK BOX IF DESCRIPTION OF SHARES BENEFICIALLY 8 OWNED BY EACH 9 REPORTING PERSON WITH 10 11 AGGREGATE AMOUNT AGGREGATE AMOUNT OF CLASSING PERCENT PERCENT OF CLASSING PERCENT OF CLASSING PERCENT PER | 1 NAME OF REPORTING PERSON LIR.S. IDENTIFICATION OF LASS REPRESON LIR.S. IDENTIFICATION OF LASS | 1 NAME OF REPORTING PERSON:     I.R.S. IDENTIFICATION NO. OF ABOVE PERSON      SEC USE ONLY  4 SOURCE OF FUNDS: N/A  5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEE 6 CITIZENSHIP OR PLACE OF ORGANIZATION:  NUMBER OF 7 SOLE VOTING POWER:     SHARES  BENEFICIALLY 8 SHARED VOTING POWER:     OWNED BY  EACH 9 SOLE DISPOSITIVE POWER:     REPORTING  PERSON WITH 10 SHARED DISPOSITIVE POWER  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY  12 CHECK BOX IF THE AGGREGATE AMOUNT IN RO.  13 PERCENT OF CLASS REPRESENTED BY AMOUNT | 1 NAME OF REPORTING PERSON: 1.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ON 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: 3 SEC USE ONLY 4 SOURCE OF FUNDS: N/A 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIF 6 CITIZENSHIP OR PLACE OF ORGANIZATION: NUMBER OF 7 SOLE VOTING POWER: SHARES BENEFICIALLY 8 SHARED VOTING POWER: OWNED BY EACH 9 SOLE DISPOSITIVE POWER: PERSON WITH 10 SHARED DISPOSITIVE POWER: 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 6 | 1 NAME OF REPORTING PERSON: 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: 3 SEC USE ONLY 4 SOURCE OF FUNDS: N/A 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Ohio  NUMBER OF 7 SOLE VOTING POWER: 700,000 SHARES  BENEFICIALLY 8 SHARED VOTING POWER: -0- OWNED BY EACH 9 SOLE DISPOSITIVE POWER: 700,000  PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 700,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.2% | 1 NAME OF REPORTING PERSON: Health and Science Interests II I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  ( )  3 SEC USE ONLY  4 SOURCE OF FUNDS: N/A  5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):  6 CITIZENSHIP OR PLACE OF ORGANIZATION: Ohio  NUMBER OF 7 SOLE VOTING POWER: 760,000 SHARES  BENEFICIALLY 8 SHARED VOTING POWER: -0- ONNED BY  EACH 9 SOLE DISPOSITIVE POWER: 760,000  PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 700,000  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.2% |

| CUSIP No | . 5327             | L6-10-7        |                    | 1:                            | 3-D                                       | Page 5 |
|----------|--------------------|----------------|--------------------|-------------------------------|---|--------|
| <br>1    |                    | <br>NAME OF RE | <br>PORTING        | PERSON: The V                 | <br>Wexner Children's Trust               |        |
| _        |                    |                |                    | ION NO. OF ABOVE PERSON (ENT  |   |        |
| 2        |                    | CHECK THE      | (A) [_]<br>(B) [X] |                               |   |        |
| 3        |                    | SEC USE ON     | LY                 |                               |   |        |
| 4        |                    | SOURCE OF      | FUNDS:             | N/A                           |   |        |
| 5        |                    | CHECK BOX      | IF DISCL           | OSURE OF LEGAL PROCEEDINGS IS | S REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): | [_]    |
| 6        |                    | CITIZENSHI     | P OR PLA           | CE OF ORGANIZATION:           | Ohio                                      |        |
|          | NUMBER<br>SHARES   |                | 7                  | SOLE VOTING POWER:            | 31,500,300                                |        |
|          | NEFICIA<br>OWNED E |                | 8                  | SHARED VOTING POWER:          | -0-                                       |        |
|          | EACH<br>REPORT     | ING            | 9                  | SOLE DISPOSITIVE POWER:       | 31,500,300                                |        |
| P        | ERSON V            | VITH           | 10                 | SHARED DISPOSITIVE POWER:     | -0-                                       |        |
| 11       |                    | AGGREGATE      | AMOUNT B           | ENEFICIALLY OWNED BY REPORTI  | NG PERSON: 31,500,300                     |        |
| 12       |                    | CHECK BOX      | IF THE A           | GGREGATE AMOUNT IN ROW (11)   | EXCLUDES CERTAIN SHARES:                  | [_]    |
| 13       |                    | PERCENT OF     | CLASS R            | EPRESENTED BY AMOUNT IN ROW   | (11): 7.4%                                |        |
| 14       |                    | TYPE OF RE     | PORTING            | PERSON: 00                    |   |        |

| CUSIP No. 532    | 716-10-7    |            |                 | 1                | 3-D                             |              | Page 6             |
|------------------|-------------|------------|-----------------|------------------|---------------------------------|--------------|--------------------|
| 1                | NAME OF REP | <br>ORTTN0 | 3 PERSON:       | <br>Harry        | , Hannah, David and Sarah Wexne | <br>er Trust |                    |
| _                |             |            |                 | BOVE PERSON (ENT |                                 | , doc        |                    |
| 2                | CHECK THE A | PPR0PF     | RIATE BOX IF A  | MEMBER OF A GRO  |                                 |              | (A) [_]<br>(B) [X] |
| 3                | SEC USE ONL | Υ          |                 |                  |                                 |              |                    |
| 4                | SOURCE OF F | UNDS:      | N/A             |                  |                                 |              |                    |
| 5<br>            | CHECK BOX I | F DISC     | CLOSURE OF LEG  | AL PROCEEDINGS I | S REQUIRED PURSUANT TO ITEM 2(c | d) OR 2(e):  | [_]                |
| 6                | CITIZENSHIP | OR PL      | LACE OF ORGANIZ | ZATION:          | Ohio                            |              |                    |
| NUMBE<br>SHAR    |             | 7          | SOLE VOTING     |                  | -0-                             |              |                    |
| BENEFIC<br>OWNED |             | 8          | SHARED VOTIN    | NG POWER:        | -0-                             |              |                    |
| EAC<br>REPOR     |             | 9          | SOLE DISPOS     | ITIVE POWER:     | -0-                             |              |                    |
| PERSON           | WITH        | 10         | SHARED DISPO    | OSITIVE POWER:   | -0-                             |              |                    |
| 11               | AGGREGATE A | MOUNT      | BENEFICIALLY (  | OWNED BY REPORTI |                                 |              |                    |
| 12               | CHECK BOX I | F THE      | AGGREGATE AMOI  | UNT IN ROW (11)  | EXCLUDES CERTAIN SHARES:        |              | [_]                |
| 13               | PERCENT OF  | CLASS      | REPRESENTED B   | Y AMOUNT IN ROW  | (11): 0.0%                      |              |                    |
| 14               | TYPE OF REP | ORTING     | PERSON:         | 00               |                                 |              |                    |

| CUSIP | JSIP No. 532716-10-7 |              |        |  | 13-D          |                 | <br>Page 7             |
|-------|----------------------|--------------|--------|--|---------------|-----------------|------------------------|
|       | 1                    | NAME OF REPO |        | PERSON:<br>TION NO. OF ABOVE PER:      | ASW Holdin    | gs, Inc.        | <br>                   |
|       | 2                    | CHECK THE AF | PPROPR | IATE BOX IF A MEMBER (                 |               |                 | <br>(A) [_]<br>(B) [X] |
|       | 3                    | SEC USE ONLY | ·<br>( |  |               |                 |                        |
|       | 4                    | SOURCE OF FL | JNDS:  | N/A                                    |               |                 | <br>                   |
|       | 5                    |              |        | LOSURE OF LEGAL PROCE<br>2(d) OR 2(e): | ,             | UIRED           | <br>[_]                |
|       | 6                    | CITIZENSHIP  | OR PL  | ACE OF ORGANIZATION:                   |               | Delaware        | <br>                   |
|       | NUMBEF<br>SHARE      |              | 7      | SOLE VOTING POWER:                     |               | 3,499,400       |                        |
|       | BENEFIC:             |              | 8      | SHARED VOTING POWER                    |               | -0-             |                        |
|       | EACH<br>REPORT       |              | 9      | SOLE DISPOSITIVE PO                    |               | 3,499,400       |                        |
|       | PERSON               | WITH         | 10     | SHARED DISPOSITIVE I                   | POWER:        | -0-             | <br>                   |
| :     | <br>11               | AGGREGATE AM | 10UNT  | BENEFICIALLY OWNED BY                  | REPORTING PE  | RSON: 3,499,400 | <br>                   |
|       | <br>12               | CHECK BOX IF | THE    | AGGREGATE AMOUNT IN RO                 | OW (11) EXCLU |                 | <br>[_]                |
| <br>: | 13                   | PERCENT OF C | CLASS  | REPRESENTED BY AMOUNT                  | IN ROW (11):  | 0.8%            | <br>                   |
|       | <br>1 <i>1</i>       | TYPE OF REPO | DRTTNG | PERSON:                                |               |                 | <br>                   |

This Amendment No. 24 amends the Schedule 13D dated June 25, 1985, as amended in certain respects by Amendments No. 1 through 23 thereto, filed by a group currently comprised of Leslie H. Wexner, The Wexner Foundation, Health and Science Interests II, The Wexner Children's Trust, Harry, Hannah, David and Sarah Wexner Trust and ASW Holdings, Inc. (collectively, the "Purchasers"), with respect to the common stock, \$0.50 par value per share (the "Common Stock"), of The Limited, Inc. (the "Company").

## Item 5. Interest in Securities of the Issuer.

(a) The responses of the Purchasers to Rows (11) through (13) of the cover pages of this Amendment No. 24 are incorporated herein by reference. As of September 14, 2000, the Purchasers beneficially owned the number shares of the Common Stock listed below, representing approximately the percentage of the outstanding shares of Common Stock set forth opposite such number (the outstanding shares of Common Stock, 425,574,209, being based on the number of shares outstanding as of August 25, 2000 as reported in the Company's Form 10-Q for the quarterly period ended July 29, 2000).

|    | Person   | Number of Shares | 3                  | Percent<br>of Class |
|----|--|------------------|--------------------|---------------------|
|    |  |                  |                    |                     |
| 1. | Leslie H. Wexner                               | 81,103,003       | (1)(2)(3)(4)(5)(6) | 19.0%               |
| 2. | The Wexner Foundation                          | 1,136,634        | (1)                | 0.3%                |
| 3. | Health and Science Interests II                | 700,000          | (2)                | 0.2%                |
| 4. | The Wexner Children's Trust                    | 31,500,300       | (4)                | 7.4%                |
| 5. | Harry, Hannah, David and Sarah Wexner<br>Trust | 0                | (5)                | 0.0%                |
| 6. | ASW Holdings, Inc.                             | 3,499,400        | (6)                | 0.8%                |

- Power to vote or direct the disposition of the 1,136,634 shares held by The Wexner Foundation may be deemed to be shared by Leslie H. Wexner and Jeffrey E. Epstein as the trustees of The Wexner Foundation. Leslie H. Wexner and Jeffrey E. Epstein disclaim beneficial ownership of the shares held by The Wexner Foundation.
- Power to vote or direct the disposition of the 700,000 shares held by Health and Science Interests II may be deemed to be shared by Leslie H. Wexner and Jeffrey E. Epstein as trustees thereof. Leslie H. Wexner and Jeffrey E. Epstein disclaim beneficial ownership of shares held by Health and Science Interests II.
- 3. Includes 1,094,431 shares held in The Limited, Inc. Savings and Retirement Plan for Mr. Wexner's account over which he exercises dispositive but not voting control. Also includes 1,868,602 shares issuable within 60 days upon exercise of outstanding options held by Mr. Wexner. Excludes 2,236 shares and 1,601 options held directly by Abigail S. Wexner, Mr. Wexner's wife, and 400,000 shares held in a trust of which Ms. Wexner is a beneficiary, as to which Mr. Wexner disclaims beneficial ownership.
- Power to vote or direct the disposition of the 31,500,300 shares held by Leslie H. Wexner as the sole trustee of The Wexner Children's Trust.

- 5. Power to vote or direct the disposition of shares held by the Harry, Hannah, David and Sarah Wexner Trust may be deemed to be shared by Leslie H. Wexner and Jeffrey E. Epstein as trustees of such trust.
- 6. Power to vote or direct the disposition of the 3,499,400 shares held by ASW Holdings may be deemed to be shared by ASW Holdings with Leslie H. Wexner, by reason of his rights as the settlor of the trust that holds 100% of the outstanding capital stock of ASW Holdings.
- (b) The responses of the Purchasers to (i) Rows (7) through (10) of the cover pages of this Amendment No. 24 and (ii) Item 5(a) hereof are incorporated herein by reference.
- (c) In addition to the transaction described in Item 6 of this Amendment No. 24 (which is hereby incorporated herein by reference), during the past 60 days the Purchasers effected the following transactions in the Common Stock:

| Person   | Date of<br>Transaction | Amount of<br>Securities | Price per<br>Share | Where and<br>How Effected |
|--|------------------------|-------------------------|--------------------|---------------------------|
|  |                        |                         |                    |                           |
| Harry, Hannah, David and<br>Sarah Wexner Trust | 8/28/00                | 3,000,000 shares        | \$20.625           | NYSE (sale)               |
| ASW Holdings, Inc.                             | 9/13/00                | 3,500,000 shares        | \$23.375           | NYSE (sale)               |

(d), (e): Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships With
Respect to Securities of the Issuer.

On September 11, 2000, the Harry, Hannah, David and Sarah Wexner Trust distributed 2,279,394 shares of Common Stock to Leslie H. Wexner without consideration.

Item 7. Materials to be Filed as Exhibits.

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Exhibit 1 Joint Filing Agreement by and among Leslie H. Wexner, The Wexner Foundation, Health and Science Interests II, The Wexner Children's Trust, the Harry, Hannah, David and Sarah Wexner Trust, and ASW Holdings, Inc., dated September 15, 2000.

### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 15, 2000

Leslie H. Wexner Leslie H. Wexner

THE WEXNER FOUNDATION

By: Darren K. Indyke
Darren K. Indyke, Secretary

HEALTH AND SCIENCE INTERESTS II

By: Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

THE WEXNER CHILDREN'S TRUST

By: Leslie H. Wexner
Leslie H. Wexner, Trustee

HARRY, HANNAH, DAVID AND SARAH WEXNER TRUST

By: Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

ASW HOLDINGS, INC.

By: Jeffrey E. Epstein
Jeffrey E. Epstein, President

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# EXHIBIT INDEX

# Exhibit No.

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Exhibit 1 Joint Filing Agreement by and among Leslie H. Wexner, The Wexner Foundation, Health and Science Interests II, The Wexner Children's Trust, the Harry, Hannah, David and Sarah Wexner Trust, and ASW Holdings, Inc., dated September 15, 2000.

#### JOINT FILING AGREEMENT

This will confirm the agreement by and among all the undersigned that the Schedule 13D filed on or about this date and any amendments thereto with respect to beneficial ownership by the undersigned of shares of the common stock, par value \$0.50 per share, of The Limited, Inc. is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934. This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: September 15, 2000

Leslie H. Wexner
Leslie H. Wexner

THE WEXNER FOUNDATION

By: Darren K. Indyke

Darren K. Indyke, Secretary

HEALTH AND SCIENCE INTERESTS II

By: Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

THE WEXNER CHILDREN'S TRUST

By: Leslie H. Wexner
Leslie H. Wexner, Trustee

HARRY, HANNAH, DAVID AND SARAH WEXNER TRUST

By: Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

ASW HOLDINGS, INC.

By: Jeffrey E. Epstein

Jeffrey E. Epstein, President

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