SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-K

(Mark One)

For the fiscal year ended January 29, 2000

OR

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from________________ to ________________

Commission file number 1-8344

THE LIMITED, INC.

(Exact name of registrant as specified in its charter)

[_] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

Delaware	31-1029810
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Registrant's telephone number, including area code (614) 415-7000

Securities registered pursuant to Section 12(b) of the Act:

Three Limited Parkway, P.O. Box 16000, Columbus, Ohio	43216
(Address of principal executive offices)	(Zip Code)

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to the filing requirements for the past 90 days. Yes X No____

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. X

Aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant as of March 24, 2000: $8,324,959,745.

Number of shares outstanding of the registrant's Common Stock as of March 24, 2000: 215,184,743.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's annual report to shareholders for the fiscal year ended January 29, 2000 are incorporated by reference into Part I, Part II and Part IV, and portions of the registrant's proxy statement for the Annual Meeting of Shareholders scheduled for May 15, 2000 are incorporated by reference into Part III.

PART I

Title of each class	Name of each exchange on which registered
Common Stock, $.50 Par Value	The New York Stock Exchange

GENERAL.

The Limited, Inc., a Delaware corporation (including its subsidiaries, the "Company"), is principally engaged in the purchase, distribution and sale of women's and men's apparel, women's intimate apparel, and personal care products. The Company operates an integrated distribution system that supports its retail activities. These activities are conducted under various trade names primarily through the retail stores and catalogue businesses of the Company. Merchandise is targeted to appeal to customers in various market segments that have distinctive consumer characteristics.

DESCRIPTION OF OPERATIONS
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General.

As of January 29, 2000, the Company conducted its business in two primary segments: (1) the apparel segment, which derives its revenues from the sales of women's and men's apparel; and (2) Intimate Brands, Inc. ("IBI") (a corporation in which the Company holds an 84.2% interest), which derives its revenues from sales of women's intimate and other apparel, and personal care products and accessories.

Effective August 23, 1999, the Company completed a tax-free spin-off to establish Limited Too as an independent public company. Further information regarding this transaction is contained in Note 2 of the Notes to the Consolidated Financial Statements included in The Limited, Inc., 1999 Annual Report to Shareholders, portions of which are annexed hereto as Exhibit 13 (the "1999 Annual Report") and are incorporated herein by reference.

In addition, effective August 31, 1999, an affiliate of Freemen, Spogli & Co. purchased a 60% majority interest in Galyan's Trading Co., with the Company retaining a 40% interest. Further information regarding this transaction is contained in Note 1 of the Notes to the Consolidated Financial Statements included in The Limited, Inc., 1999 Annual Report to Shareholders, portions of which are annexed hereto as Exhibit 13 (the "1999 Annual Report") and are incorporated herein by reference.

The following chart reflects the retail businesses and the number of stores in operation for each segment at January 29, 2000 and January 30, 1999.

ITEM 1. BUSINESS.

RETAIL BUSINESSES	NUMBER OF STORES	
	January 29, 2000	January 30, 1999
Apparel Businesses		
Express	688	702
Lerner New York	594	643
Lane Bryant	688	730
Limited Stores	443	551
Structure	499	532
Total apparel businesses	2,912	3,158
Intimate Brands		
Victoria's Secret Stores	896	829
Bath & Body Works	1,214	1,061
Total Intimate Brands	2,110	1,890
Other		
Henri Bendel	1	1
Galyan's Trading Co. *	—	14
Limited Too *	—	319
Total	5,023	5,382

The following table shows the changes in the number of retail stores operated by the Company for the past five fiscal years:

* Effective August 31, 1999, a third party purchased a 60% majority interest in Galyan's Trading Co. and effective August 23, 1999, the Company completed a tax-free spin-off of Limited Too.

Fiscal Year	Beginning of Year	Acquired	Opened	Closed	Businesses Disposed of or Closed	End of Year
1995	4,867	6	504	(79)	—	5,298
1996	5,298	—	470	(135)	—	5,633
1997	5,633	—	315	(190)	(a) (118)	5,640
1998	5,640	—	251	(350)	(b) (159)	5,382
1999	5,382	—	295	(301)	(c) (353)	5,023

(a) Represents Cacique stores from the January 31, 1998 closure.
(b) Represents A&F stores from the May 19, 1998 split-off.

The Company also owns Mast Industries, Inc., a contract manufacturer and apparel importer, and Gryphon Development, Inc. ("Gryphon"), which is a subsidiary of IBI. Gryphon creates, develops and contract manufactures a portion of the personal care products sold by the Company.

During fiscal year 1999, the Company purchased merchandise from approximately 2,800 suppliers and factories located throughout the world. In addition to purchases through Mast and Gryphon, the Company purchases merchandise directly in foreign markets and in the domestic market, some of which is manufactured overseas. The Company's business is subject to a variety of risks generally associated with doing business in foreign markets and importing merchandise from abroad, such as political instability, currency and exchange risks, and local business practice and political issues. The Company has established formal policies and procedures designed to address such risks; however, they remain beyond the Company's control. No more than 5% of goods purchased originated from any single manufacturer.

Most of the merchandise and related materials for the Company's stores is shipped to the Company's distribution centers in the Columbus, Ohio area. The Company uses common and contract carriers to distribute merchandise and related materials to its stores. The Company's businesses generally have independent distribution capabilities and no business receives priority over any other business.

The Company's policy is to maintain sufficient quantities of inventory on hand in its retail stores and distribution centers so that it can offer customers an appropriate selection of current merchandise. The Company emphasizes rapid turnover and takes markdowns as required to keep merchandise fresh and current with fashion trends.

The Company views the retail apparel market as having two principal selling seasons, spring and fall. As is generally the case in the retail apparel industry, the Company experiences its peak sales activity during the fall season. This seasonal sales pattern results in increased inventory during the fall and Christmas holiday selling periods. During fiscal year 1999, the highest inventory level was $1.5 billion at November 1999 month-end and the lowest inventory level was $1.1 billion at the January 2000 month-end.

Merchandise sales are paid for with cash, by personal check, and with credit cards issued by third parties or by the Company's 31%-owned credit card processing venture, Alliance Data Systems.

The Company offers its customers a return policy stated as "No Sale is Ever Final." The Company believes that certain of its competitors offer similar service policies.

The following is a brief description of each of the Company's operating businesses, including their respective target markets.

APPAREL BUSINESSES

Express - is a leading specialty retailer of women's sportswear and accessories. Express' strategy is to offer new, international fashion to its base of young, style-driven women. Launched in 1980, Express had net sales of $1.40 billion in 1999 and operated 688 stores in 48 states.

Lerner New York - is a leading mall-based specialty retailer of women's apparel. The business's strategy is to offer competitively priced women's fashion with a "New York" feel. Originally founded in 1918, Lerner New York was purchased by The Limited in 1985. Lerner New York had net sales of $1.01 billion in 1999 and operated 594 stores in 44 states.

Lane Bryant - is the leading specialty store retailer of full-figured women's apparel, offering knit tops, sweaters, pants, jeans and intimate apparel for women size 14-plus. Originally founded in 1900, Lane Bryant was acquired by The Limited in 1982. The business had net sales of $934 million in 1999 and operated 688 stores in 46 states.

Limited Stores - is a mall-based specialty store retailer. The business's strategy is to focus on sophisticated sportswear for modern American women. Founded in 1963, Limited Stores had net sales of $715 million in 1999 and operated 443 stores in 46 states.

Structure - is a leading mall-based specialty retailer of men's clothing, offering classically-inspired sportswear with a rugged fashion appeal for men in their 20's and 30's. Structure had net sales of $617 million in 1999 and operates 499 stores in 43 states.

INTIMATE BRANDS

Victoria's Secret Stores - is the world's best known specialty retailer of women's intimate apparel and related products. Victoria's Secret Stores operates over 890 stores nationwide and had net sales of $2.138 billion in 1999.

Victoria's Secret Beauty - is a leading specialty retailer of high quality beauty products. Victoria's Secret Beauty operates over 45 stand alone stores and over 410 side-by-side and niches within Victoria's

Secret lingerie stores and reported net sales of $495 million in 1999. Victoria's Secret Beauty stores and sales are consolidated within Victoria's Secret Stores in the preceding paragraph and in the 1999 Annual Report.

Victoria's Secret Catalogue - is a leading catalogue retailer of intimate and other women's apparel. At the end of 1999, Victoria's Secret Catalogue launched its web site, www.VictoriasSecret.com, through which certain of its products may be purchased worldwide. Victoria's Secret Catalogue mailed approximately 365 million catalogues and had net sales of $799 million in 1999.

Bath & Body Works - is the leading mall-based specialty retailer of personal care products. Launched in 1990, Bath & Body Works (including White Barn Candle Company) operates over 1,200 stores nationwide and had net sales of $1.550 billion in 1999.

OTHER

Henri Bendel - operates a single specialty store in New York City which features fashions for sophisticated, higher-income women. The business had net sales of $39 million in 1999.

Additional information about the Company's business, including its revenues and profits for the last three years and selling square footage, is set forth under the caption "Management's Discussion and Analysis" of the 1999 Annual Report and is incorporated herein by reference. For the financial results of the Company's reportable operating segments, see Note 12 of the Notes to the Consolidated Financial Statements included in the 1999 Annual Report, incorporated herein by reference.

COMPETITION.

The sale of intimate and other apparel and personal care products through retail stores is a highly competitive business with numerous competitors, including individual and chain fashion specialty stores, department stores and discount retailers. Brand image, marketing, fashion design, price, service, fashion selection and quality are the principal competitive factors in retail store sales. The Company's catalogue business competes with numerous national and regional catalogue merchandisers. Brand image, marketing, fashion design, price, service, quality, image presentation and fulfillment are the principal competitive factors in catalogue and on-line sales.

The Company is unable to estimate the number of competitors or its relative competitive position due to the large number of companies selling apparel and personal care products at retail through stores, catalogues and the Internet.

ASSOCIATE RELATIONS.

On January 29, 2000, the Company employed approximately 114,600 associates, 82,500 of whom were part-time. In addition, temporary associates are hired during peak periods, such as the Holiday season.

(c) Represents 18 stores from the third party purchase of a 60% majority interest in Galyan's Trading Co. effective August 31, 1999 and 335 stores from the August 23, 1999 spin-off of Limited Too.

The Company's business is principally conducted from office, distribution and shipping facilities located in the Columbus, Ohio area. Additional facilities are located in New York City, New York; Andover, Massachusetts; Kettering, Ohio; Rio Rancho, New Mexico and London, England.

The distribution and shipping facilities owned by the Company consist of eight buildings located in the Columbus, Ohio area. Excluding office space, these buildings comprise approximately 6.1 million square feet.

Substantially all of the retail stores operated by the Company are located in leased facilities, primarily in shopping centers throughout the continental United States. The leases expire at various dates between 2000 and 2028 and frequently have renewal options.

Typically, when space is leased for a retail store in a shopping center, all improvements, including interior walls, floors, ceilings, fixtures and decorations, are supplied by the tenant. In certain cases, the landlord of the property may provide a construction allowance to fund all or a portion of the cost of improvements. The cost of improvements varies widely, depending on the size and location of the store. Rental terms for new locations usually include a fixed minimum rent plus a percentage of sales in excess of a specified amount. Certain operating costs such as common area maintenance, utilities, insurance and taxes are typically paid by tenants.

ITEM 2. PROPERTIES.

The Company is a defendant in a variety of lawsuits arising in the ordinary course of business.

On November 13, 1997, the United States District Court for the Southern District of Ohio, Eastern Division, dismissed with prejudice an amended complaint that had been filed against the Company and certain of its subsidiaries by the American Textile Manufacturers Institute ("ATMI"), a textile industry trade association. The amended complaint alleged that the defendants violated the federal False Claims Act by submitting false country of origin declarations to the U.S. Customs Service. On September 14, 1999, the United States Court of Appeals for the Sixth Circuit affirmed the order of dismissal. The United States Supreme Court denied ATMI's petition for writ of certiorari on April 3, 2000.

On January 13, 1999, two complaints were filed against the Company and its subsidiary, Lane Bryant, Inc., as well as other defendants, including many national retailers. Both complaints relate to labor practices allegedly employed on the island of Saipan, Commonwealth of the Northern Mariana Islands, by apparel manufacturers unrelated to the Company (some of which have sold goods to the Company) and seek injunctions, unspecified monetary damages, and other relief. One complaint, on behalf of a class of unnamed garment workers, filed in the United States District Court for the Central District of California, Western Division, alleges violations of federal statutes, the United States Constitution, and international law. On April 12, 1999, a motion to dismiss that complaint for failure to state a claim upon which relief can be granted was filed, and it remains pending. On September 29, 1999, the United States District Court for the Central District of California, Western Division, transferred the case to the United States District Court for the District of Hawaii. The Company, along with certain other defendants, filed a petition for a writ of mandamus from the Ninth Circuit Court of Appeals seeking an order holding that the transfer of the case to the United States District Court for the District of Hawaii was in error and ordering that the case be transferred to the United States District Court on Saipan. That petition has been denied. The second complaint, filed by a national labor union and other organizations in the Superior Court of the State of California, San Francisco County, and which alleges unfair business practices under California law, remains pending.

In May and June 1999, purported shareholders of the Company filed three derivative actions in the Court of Chancery of the State of Delaware, naming as defendants the members of the Company's board of directors and the Company, as nominal defendant. The actions thereafter were consolidated. The operative complaint generally alleged that the rescission of the Contingent Stock Redemption Agreement previously entered into by the Company with Leslie H. Wexner and The Wexner Children's Trust (the "Contingent Stock Redemption Agreement") constituted a waste of corporate assets and a breach of the board members' fiduciary duties, and that the issuer tender offer completed on June 3, 1999 was a "wasteful transaction in its own right." On July 30, 1999, all defendants moved to dismiss the complaint, both on the ground that it failed to allege facts showing that demand on the board to institute such an action would be futile and for failure to state a claim. Plaintiffs did not respond to that motion, but on February 16, 2000, plaintiffs filed a first amended consolidated derivative complaint (the "amended complaint"), which makes allegations similar to the first complaint concerning the rescission of the Contingent Stock Redemption Agreement and the 1999 issuer tender offer and adds allegations apparently intended to show that certain directors were not disinterested in those decisions. Defendants moved to dismiss the amended complaint on April 14, 2000.

Although it is not possible to predict with certainty the eventual outcome of any litigation, in the opinion of management, the foregoing proceedings are not expected to have a material adverse effect on the Company's financial position or results of operations.

ITEM 3. LEGAL PROCEEDINGS.

Not applicable.

SUPPLEMENTAL ITEM. EXECUTIVE OFFICERS OF THE REGISTRANT.

Set forth below is certain information regarding the executive officers of the Company as of January 29, 2000.

Leslie H. Wexner, 62, has been Chairman of the Board of Directors of the Company for more than five years and its President and Chief Executive Officer since he founded the Company in 1963.

Kenneth B. Gilman, 53, has been Vice Chairman and Chief Administrative Officer of the Company since June 1997. Mr. Gilman was the Vice Chairman and Chief Financial Officer of the Company from June 1993 to June 1997. Mr. Gilman was the Executive Vice President and Chief Financial Officer of the Company for more than five years prior thereto.

V. Ann Hailey, 49, has been Executive Vice President and Chief Financial Officer of the Company since August 1997. Ms. Hailey was Senior Vice President and Chief Financial Officer for Pillsbury from August 1994 to August 1997.

Martin Trust, 65, has been President and Chief Executive Officer of Mast Industries, Inc., a wholly-owned subsidiary of the Company, for more than five years.

Leonard A. Schlesinger, 47, has been Executive Vice President, Organization, Leadership and Human Resources of the Company since October 1999. Dr. Schlesinger was a Professor of Sociology and Public Policy and Senior Vice President for Development at Brown University from 1998 to 1999. He was also Professor of Business Administration at Harvard Business School ("Harvard") from 1988 to 1998 and served as the Senior Associate Dean and Director of External Relations at Harvard from July 1994 until October 1995.

All of the above officers serve at the pleasure of the Board of Directors of the Company.

PART II

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Information regarding markets in which the Company's common stock was traded during fiscal years 1999 and 1998, approximate number of holders of common stock, and quarterly cash dividend per share information of the Company's common stock for the fiscal years 1999 and 1998 is set forth under the caption "Market Price and Dividend Information" on page 81 of the 1999 Annual Report and is incorporated herein by reference.

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

Selected financial data is set forth under the caption "Financial Summary" on page 64 of the 1999 Annual Report and is incorporated herein by reference.

ITEM 6. SELECTED FINANCIAL DATA.

Management's discussion and analysis of financial condition and results of operations is set forth under the caption "Management's Discussion and Analysis" on pages 65 through 71 of the 1999 Annual Report and is incorporated herein by reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The Consolidated Financial Statements of the Company and subsidiaries, the Notes to Consolidated Financial Statements and the Report of Independent Accountants are set forth in the 1999 Annual Report and are incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

None.

PART III

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Information regarding directors of the Company is set forth under the captions "ELECTION OF DIRECTORS - Nominees and directors", "- Committees of the Board of Directors" and "- Security ownership of directors and management" on pages 4 through 9 of the Company's proxy statement for the Annual Meeting of Shareholders to be held May 15, 2000 (the "Proxy Statement") and is incorporated herein by reference. Information regarding compliance with Section 16(a) of the Securities Exchange Act of 1934, as amended, is set forth under the caption "EXECUTIVE COMPENSATION - Section 16(a) beneficial ownership reporting compliance" on page 15 of the Proxy Statement and is incorporated herein by reference. Information regarding executive officers is set forth herein under the caption "SUPPLEMENTAL ITEM. EXECUTIVE OFFICERS OF THE REGISTRANT" in Part I.

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.

Information regarding executive compensation is set forth under the caption "EXECUTIVE COMPENSATION" on pages 10 through 15 of the Proxy Statement and is incorporated herein by reference. Such incorporation by reference shall not be deemed to specifically incorporate by reference the information referred to in Item 402(a)(8) of Regulation S-K.

ITEM 11. EXECUTIVE COMPENSATION.

Information regarding the security ownership of certain beneficial owners and management is set forth under the captions "ELECTION OF DIRECTORS - Security ownership of directors and management" on pages 8 and 9 of the Proxy Statement and "SHARE OWNERSHIP OF PRINCIPAL STOCKHOLDERS" on page 21 of the Proxy Statement and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

Information regarding certain relationships and related transactions is set forth under the captions "ELECTION OF DIRECTORS - Nominees and directors" on pages 4 through 6 of the Proxy Statement and "ELECTION OF DIRECTORS - Certain relationships and related transactions" on page 9 of the Proxy Statement and is incorporated herein by reference.

PART IV

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

(a)(1) List of Financial Statements.

The following consolidated financial statements of The Limited, Inc. and Subsidiaries and the related notes are filed as a part of this report pursuant to ITEM 8:

Consolidated Statements of Income for the fiscal years ended January 29, 2000, January 30, 1999 and January 31, 1998.

Consolidated Statements of Shareholders' Equity for the fiscal years ended January 29, 2000, January 30, 1999 and January 31, 1998.

Consolidated Balance Sheets as of January 29, 2000 and January 30, 1999.

Consolidated Statements of Cash Flows for the fiscal years ended January 29, 2000, January 30, 1999 and January 31, 1998.

Notes to Consolidated Financial Statements.

Report of Independent Accountants.

(a)(2) List of Financial Statement Schedules.

All schedules required to be filed as part of this report pursuant to ITEM 14(d) are omitted because the required information is either presented in the financial statements or notes thereto, or is not applicable, required or material.

(a)(3) List of Exhibits.

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K.

3. Articles of Incorporation and Bylaws.

3.1. Certificate of Incorporation of the Company incorporated by reference to Exhibit 3.4 to the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 1988.

3.2. Restated Bylaws of the Company incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 1999.

4. Instruments Defining the Rights of Security Holders.

4.1. Copy of the form of Global Security representing the Company's 7 1/2% Debentures due 2023, incorporated by reference to Exhibit 1 to the Company's Current Report on Form 8-K dated March 4, 1993.

4.2. Conformed copy of the Indenture dated as of March 15, 1988 between the Company and The Bank of New York, incorporated by reference to Exhibit 4.1(a) to the Company's Current Report on Form 8-K dated March 21, 1989.

4.3. Not Used.

4.4. Copy of the form of Global Security representing the Company's 9 1/8% Notes due February 1, 2001, incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated February 6, 1991.

4.5. Copy of the form of Global Security representing the Company's 7.80% Notes due May 15, 2002, incorporated by reference to the Company's Current Report on Form 8-K dated February 27, 1992.

4.6. Proposed form of Debt Warrant Agreement for Warrants attached to Debt Securities, with proposed form of Debt Warrant Certificate incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3 (File no. 33-53366) originally filed with the Securities and Exchange Commission (the "Commission") on October 16, 1992, as amended by Amendment No. 1 thereto, filed with the Commission on February 23, 1993 (the "1993 Form S-3").

4.7. Proposed form of Debt Warrant Agreement for Warrants not attached to Debt Securities, with proposed form of Debt Warrant Certificate incorporated by reference to Exhibit 4.3 to the 1993 Form S-3.

4.8. Credit Agreement dated as of September 25, 1997 among the Company, Morgan Guaranty Trust Company of New York and the banks listed therein, incorporated by reference to Exhibit 4.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended November 1, 1997.

10. Material Contracts.

10.1. The 1987 Stock Option Plan of The Limited, Inc., incorporated by reference to Exhibit 28(a) to the Company's Registration Statement on Form S-8 (File No. 33-18533).

10.2. Officers' Benefits Plan incorporated by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1989 (the "1988 Form 10-K").

10.3. The Limited Deferred Compensation Plan incorporated by reference to Exhibit 10.4 to the 1990 Form 10-K.

10.4. Form of Indemnification Agreement between the Company and the directors and executive officers of the Company by reference to Exhibit 10.4 to the 1998 Form 10-K.

10.5. Supplemental schedule of directors and executive officers who are parties to an Indemnification Agreement by reference to Exhibit 10.5 to the 1998 Form 10-K.

10.6. The 1993 Stock Option and Performance Incentive Plan of the Company, incorporated by reference to Exhibit 4 to the Company's Registration Statement on Form S-8 (File No. 33-49871).

10.7. Not Used.

10.8. Not Used.

10.9. The 1997 Restatement of The Limited, Inc. 1993 Stock Option and Performance Incentive Plan incorporated by reference to Exhibit B to the Company's Proxy Statement dated April 14, 1997.

10.10. The Limited, Inc. 1996 Stock Plan for Non-Associate Directors incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended November 2, 1996.

10.11. The Limited, Inc. Incentive Compensation Performance Plan incorporated by reference to Exhibit A to the Company's Proxy Statement dated April 14, 1997.

10.12. Employment Agreement by and between The Limited, Inc. and Kenneth B. Gilman dated as of May 20, 1997 with exhibits, incorporated by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 1998 (the "1997 Form 10-K").

10.13. Agreement dated as of May 3, 1999 among The Limited, Inc., Leslie H. Wexner and the Wexner Children's Trust, incorporated by reference to Exhibit 99 (c) 1 to the Company's Schedule 13E-4 dated May 4, 1999.

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10.14. Employment Agreement by and between The Limited, Inc. and Martin Trust dated as of May 20, 1997 with exhibits, incorporated by reference to Exhibit 10.22 to the 1997 Form 10-K.

10.15. The 1998 Restatement of the Limited, Inc. 1993 Stock Option and Performance Incentive Plan incorporated by reference to Exhibit A to the Company's Proxy Statement dated April 20, 1998.

10.16. Employment Agreement by and between The Limited, Inc. and V. Ann Hailey dated as of July 27, 1998 incorporated by reference to Exhibit 10.19 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 1, 1998.

10.17. Employment Agreement by and between The Limited, Inc. and Leonard A. Schlesinger dated as of October 1, 1999.

11. Statement re: Computation of Per Share Earnings.

12. Statement re: Computation of Ratio of Earnings to Fixed Charges.

13. Excerpts from the 1999 Annual Report to Shareholders including "Financial Summary," "Management's Discussion and Analysis," "Consolidated Financial Statements and Notes to Consolidated Financial Statements" and "Report of Independent Accountants" on pages 64 through 81.

21. Subsidiaries of the Registrant.

23. Consent of Independent Accountants.

24. Powers of Attorney.

27. Financial Data Schedule.

99. Annual Report of The Limited, Inc. Savings and Retirement Plan

SIGNATURES

Pursuant to the requirements of Section 13 or l5(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 25, 2000

(b) Reports on Form 8-K.

i. On February 17, 2000, the Company filed a report on Form 8-K which contained a press release and related exhibits dated February 16, 2000.

ii. On February 25, 2000, the Company filed a report on Form 8-K which contained a press release and related exhibits dated February 22, 2000.

(c) Exhibits.

The exhibits to this report are listed in section (a)(3) of Item 14 above.

(d) Financial Statement Schedule.

Not applicable.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on January 28, 2000:

THE LIMITED, INC.

(registrant)

By /s/ V. Ann Hailey

V. Ann Hailey,
Executive Vice President and
Chief Financial Officer

Signature	Title
/s/ LESLIE H. WEXNER* Leslie H. Wexner	Chairman of the Board of Directors, President and Chief Executive Officer
/s/ KENNETH B. GILMAN* Kenneth B. Gilman	Director, Vice Chairman and Chief Administrative Officer
/s/ ABIGAIL S. WEXNER* Abigail S. Wexner	Director
/s/ MARTIN TRUST* Martin Trust	Director
/s/ EUGENE M. FREEDMAN* Eugene M. Freedman	Director
/s/ E. GORDON GEE* E. Gordon Gee	Director
/s/ DAVID T. KOLLAT* David T. Kollat	Director

*The undersigned, by signing his name hereto, does hereby sign this report on behalf of each of the above-indicated directors of the registrant pursuant to powers of attorney executed by such directors.

/s/ CLAUDINE MALONE* Claudine Malone	Director
/s/ LEONARD A. SCHLESINGER* Leonard A. Schlesinger	Director
/s/ DONALD B. SHACKELFORD* Donald B. Shackelford	Director
/s/ ALLAN R. TESSLER* Allan R. Tessler	Director
/s/ RAYMOND ZIMMERMAN* Raymond Zimmerman	Director

EXHIBIT INDEX

By /s/ Kenneth B. Gilman

Kenneth B. Gilman
Attorney-in-fact

EXHIBIT 10.17

EMPLOYMENT AGREEMENT

THIS AGREEMENT is entered into as of October 1, 1999 by and between The Limited Inc., a Delaware corporation (the "Company"), and Leonard A. Schlesinger (the "Executive") (hereinafter collectively referred to as "the parties").

WHEREAS, the Executive has served as a director of and consultant to the Company and possesses an intimate knowledge of the business and affairs of the Company and its policies, procedures, methods, and personnel; and

WHEREAS, the Company has determined that it is essential and in its best interests to retain the services of key management personnel and to ensure their continued dedication and efforts; and

WHEREAS, the Compensation Committee of the Board of Directors of the Company (the "Board") has determined that it is in the best interests of the Company to secure the services and employment of the Executive, and the Executive is willing to render such services on the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the respective agreements of the parties contained herein, the parties hereby agree as follows:

1. Term. The initial term of employment under this Agreement shall be for the period commencing on the date hereof (the "Commencement Date") and ending on the sixth anniversary of the Commencement Date (the "Initial Term"); provided, however, that upon the expiration of the Initial Term, this Agreement shall be automatically extended for a period of one year, unless either the Company or the Executive shall have given written notice to the other at least ninety (90) days prior thereto that the term of this Agreement shall not be so extended.

2. Employment.

(a) Position. The Executive shall be employed as the Executive Vice President for Organization, Leadership and Human Resources, or such other position of reasonably comparable or greater status and responsibilities, as may be determined by the Board of Directors. The Executive shall perform the duties, undertake the responsibilities, and exercise the authority customarily performed, undertaken, and exercised by persons employed in a similar executive capacity. The Executive shall report to the Chief Executive Officer.

(b) Obligations. The Executive agrees to devote his full business time and attention to the business and affairs of the Company. The foregoing, however, shall not preclude the Executive from serving on corporate, civic, or charitable boards or committees or managing personal investments, so long as such activities do not interfere with the performance of the Executive's responsibilities hereunder.

3. Base Salary. The Company agrees to pay or cause to be paid to the Executive during the term of this Agreement an annual base salary at the rate of $575,000. This base salary will be subject to annual review and may be increased from time to time by the Board considering factors such as the Executive's responsibilities, compensation of similar executives within the company and in

other companies, performance of the Executive, and other pertinent factors (hereinafter referred to as the "Base Salary"). Such Base Salary shall be payable in accordance with the Company's customary practices applicable to its executives.

4. Equity Compensation. The Company shall grant to the Executive rights to receive 50,000 shares of the Company's common stock and options to acquire 250,000 shares of the Company's common stock pursuant to the terms of the agreements attached hereto as Exhibits A and B.

5. Employee Benefits. The Executive shall be entitled to participate in all employee benefit plans, practices, and programs maintained by the Company and made available to senior executives generally and as may be in effect from time to time. The Executive's participation in such plans, practices and programs shall be on the same basis and terms as are applicable to senior executives of the Company generally.

6. Bonus. The Executive shall be entitled to participate in the Company's applicable incentive compensation plan on such terms and conditions as may be determined from time to time by the Board.

7. Other Benefits.

(a) Life Insurance.

(1) During the term of the Agreement, the Company shall maintain term life insurance coverage on the life of the Executive in the amount of $5,000,000, the proceeds of which shall be payable to the beneficiary or beneficiaries designated by the Executive. The Executive agrees to undergo any reasonable physical examination and other procedures as may be necessary to maintain such policy. If the Company is not able to obtain such policy due to Executive's physical examination results, an AD&D (accidental death and dismemberment) policy of an equivalent amount will be obtained in lieu of the term life insurance coverage.

(2) During the term of this Agreement, the Company shall be entitled to maintain a "key person" term life insurance policy on the life of the Executive, the proceeds of which shall be payable to the Company or its designees. The Executive agrees to undergo any reasonable physical examination and other procedures as may be necessary to maintain such policy.

(b) Expenses. Subject to applicable Company policies, the Executive shall be entitled to receive prompt reimbursement of all expenses reasonably incurred by him in connection with the performance of his duties hereunder or for promoting, pursuing, or otherwise furthering the business or interests of the Company.

(c) Office and Facilities. The Executive shall be provided with appropriate offices and with such secretarial and other support facilities as are commensurate with the Executive's status with the Company and adequate for the performance of his duties hereunder.

8. Vacation. The Executive shall be entitled to annual vacation in accordance with the policies as periodically established by the Board for similarly situated executives of the Company.

9. Termination. The Executive's employment hereunder is subject to the following terms and conditions:

(a) Disability. The Company shall be entitled to terminate the Executive's employment after having established the Executive's Disability. For purposes of this Agreement, "Disability" means a physical or mental infirmity which impairs the Executive's ability to substantially perform his duties under this Agreement for a period of at least six months in any twelve-month calendar period as determined in accordance with The Limited, Inc. Long-Term Disability Plan.

(b) Cause. The Company shall be entitled to terminate the Executive's employment for "Cause" without prior written notice. For purposes of this Agreement, "Cause" shall mean that the Executive (1) willfully failed to perform his duties with the Company (other than a failure resulting from the Executive's incapacity due to physical or mental illness); or (2) has plead "guilty" or "no contest" to or has been convicted of an act which is defined as a felony under federal or state law; or (3) engaged in willful misconduct in bad faith which could reasonably be expected to materially harm the Company's business or its reputation.

The Executive shall be given written notice by the Board of termination for Cause, such notice to state in detail the particular act or acts or failure or failures to act that constitute the grounds on which the proposed termination for Cause is based. The Executive shall be entitled to a hearing before the Board or a committee thereof established for such purpose and to be accompanied by legal counsel. Such hearing shall be held within 15 days of notice to the Company by the Executive, provided the Executive requests such hearing within 30 days of the written notice from the Board of the termination for Cause.

(c) Termination by the Executive. The Executive may terminate employment hereunder for "Good Reason" by delivering to the Company (1) a Preliminary Notice of Good Reason (as defined below), and (2) not earlier than thirty (30) days from the delivery of such Preliminary Notice, a Notice of Termination. For purposes of this Agreement, "Good Reason" means (i) the failure to continue the Executive in a capacity contemplated by Section 2 hereof; (ii) the assignment to the Executive of any duties materially inconsistent with the Executive's positions, duties, authority, responsibilities, and reporting requirements as set forth in Section 2 hereof; (iii) a reduction in or a material delay in payment of the Executive's total cash compensation and benefits from those required to be provided in accordance with the provisions of this Agreement; (iv) the Company, the Board or any person controlling the Company requires the Executive to be based outside of the United States, other than on travel reasonably required to carry out the Executive's obligations under the Agreement, or (v) the failure of the Company to obtain the assumption in writing of its obligation to perform this Agreement by any successor to all or substantially all of the assets of the Company within 15 days after a merger, consolidation, sale, or similar transaction; provided, however, that "Good Reason" shall not include (A) acts not taken in bad faith which are cured by the Company in all respects not later than thirty (30) days from the date of receipt by the Company of a written notice from the Executive identifying in reasonable detail the act or acts constituting "Good Reason" (a "Preliminary Notice of Good Reason") or (B) acts taken by the Company by reason of the Executive's physical or mental infirmity which impairs the Executive's ability to substantially perform his duties under this Agreement. A Preliminary Notice of Good Reason shall not, by itself, constitute a Notice of Termination.

(d) Notice of Termination. Any purported termination for Cause by the Company or for Good Reason by the Executive shall be communicated by a written Notice of Termination to the other two weeks prior to the Termination Date (as defined below). For purposes of this Agreement, a "Notice of Termination" shall mean a notice which indicates the specific termination provision in this Agreement relied upon and shall set forth in reasonable detail the facts and circumstances claimed to provide a basis for termination of the Executive's employment under the provision so indicated. Any termination by the Company other than for Cause or by the Executive without Good Reason shall be communicated by a written Notice of Termination to the other party two (2) weeks prior to the Termination Date. However, the Company may elect to pay the Executive in lieu of two (2) weeks written notice. For purposes of this Agreement, no such purported termination of employment shall be effective without such Notice of Termination.

(e) Termination Date, Etc. "Termination Date" shall mean in the case of the Executive's death, the date of death, or in all other cases, the date specified in the Notice of Termination; provided, however, that if the Executive's employment is terminated by the Company due to Disability, the date specified in the Notice of Termination shall be at least thirty (30) days from the date the Notice of Termination is given to the Executive.

10. Compensation Upon Termination.

(a) If during the term of this Agreement (including any extensions thereof), the Executive's employment is terminated by the Company for Cause, by reason of the Executive's death, or if the Executive gives written notice not to extend the term of this Agreement, the Company's sole obligation hereunder shall be to pay the Executive the following amounts earned hereunder but not paid as of the Termination Date: (i) Base Salary, (ii) reimbursement for any and all monies advanced or expenses incurred pursuant to Section 7(b) through the Termination Date, and (iii) any earned compensation which the Executive had previously deferred (including any interest earned or credited thereon) (collectively, "Accured Compensation"), provided, however, that if the Executive gives such written notice not to extend, the Company shall continue to pay the premiums provided for in Section 7(a)(1) through the end of the calendar year in which the Executive's termination occurs. The Executive's entitlement to any other benefits shall be determined in accordance with the Company's employee benefit plans then in effect.

(b) If the Executive's employment is terminated by the Company other than for Cause or by the Executive for Good Reason, the Company's sole obligation hereunder shall be as follows:

(i) the Company shall pay the Executive the Accrued Compensation;

(ii) the Company shall continue to pay the Executive the Base Salary for a period of one (1) year following the Termination Date; and

(iii) the Company shall continue to pay the premiums provided for in Section 7(a)(1) hereof through the end of the calendar year in which such termination occurs.

(c) If the Executive's employment is terminated by the Company by reason of the Executive's Disability, the Company's sole obligation hereunder shall be as follows:

(i) the Company shall pay the Executive the Accrued Compensation;

(ii) the Company shall continue to pay the Executive 100% of the Base Salary for the first twelve months following the Termination Date, 80% of the Base

Salary for the second twelve months following the Termination Date, and 60% of the Base Salary for the third twelve months following the Termination Date; provided, however, that such Base Salary shall be reduced by the amount of any benefits the Executive receives by reason of his Disability under the Company's relevant disability plan or plans; and

(iii) if the Executive is disabled beyond thirty-six (36) months, the Company shall continue to pay the Executive 60% of Base Salary up to a maximum of $250,000 per year for the period of the Executive's Disability, as defined in the Company's relevant disability plans; provided, however, that such payments shall be reduced by the amount of any benefits the Executive receives by reason of his Disability under the Company's relevant disability plan or plans; and

(iv) the Company shall continue to pay the premiums provided for in Section 7(a)(1) hereof through the end of the calendar year in which such termination occurs.

(d) If the Executive's employment is terminated by reason of the Company's written notice to the Executive of its decision not to extend the term of this Agreement as contemplated in Section 1 hereof, the Company's sole obligation hereunder shall be as follows:

(i) the Company shall pay the Executive the Accrued Compensation;

(ii) the Company shall continue to pay the Executive the Base Salary for a period of one (1) year following the expiration of such term; and

(iii) the Company shall continue to pay the premiums provided for in Section 7(a)(1) hereof through the end of the calendar year in which the Executive's termination occurs.

(e) During the period the Executive is receiving salary continuation pursuant to Section 10(b)(ii), 10(c)(ii), or 10(d)(ii) hereof, the Company shall, at its expense, provide to the Executive and the Executive's beneficiaries medical and dental benefits substantially similar in the aggregate to those provided to the Executive immediately prior to the date of the Executive's termination of employment; provided, however, that the Company's obligation with respect to the foregoing benefits shall be reduced to the extent that the Executive or the Executive's beneficiaries obtains any such benefits pursuant to a subsequent employer's benefit plans.

(f) The Executive shall not be required to mitigate the amount of any payment provided for in this Agreement by seeking other employment or otherwise, and no such payment shall be offset or reduced by the amount of any compensation provided to the Executive in any subsequent employment.

11. Employee Covenants.

(a) For the purposes of this Section 11, the term "Company" shall include The Limited, Inc., Intimate Brands, Inc. and all their subsidiaries and affiliates thereof.

(b) Confidentiality. The Executive shall not, during the term of this Agreement and thereafter, make any Unauthorized Disclosure. For purposes of this Agreement, "Unauthorized Disclosure" shall mean use by the Executive for his own benefit or disclosure by the Executive to any person other than a person to whom disclosure is reasonably necessary or appropriate in connection with the performance by the Executive of duties as an executive of the Company or as may be legally required, of any confidential information relating to the business or prospects of the Company (including, but not limited to, any information and materials pertaining to any Intellectual Property as defined below ; provided, however, that such term shall not include the use or disclosure by the Executive, without consent, of any publicly available information (other than information available as a result of disclosure by the Executive in violation of this Section 11(b)). This confidentiality covenant has no temporal, geographical or territorial restriction.

(c) Non-Competition. During the Non-Competition Period described below, the Executive shall not, directly or indirectly, without the prior written consent of the Company, own, manage, operate, join, control, be employed by, consult with or participate in the ownership, management, operation or control of, or be connected with (as a stockholder, partner, or otherwise), any business, individual, partner, firm, corporation, or other entity that competes or plans to compete, directly or indirectly, with the Company, or any of its products; provided, however, that the "beneficial ownership" by the Executive after termination of employment with the Company, either individually or as a member of a "group," as such terms are used in Rule 13d of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), of not more than two percent (2%) of the voting stock of any publicly held corporation shall not be a violation of Section 11 of this Agreement.

The "Non-Competition Period" means the period the Executive is employed by the Company plus one (1) year from the Termination Date if the Executive's employment is terminated (i) by the Company for any reason, or (ii) by the Executive for any reason.

(d) Non-Solicitation. During the No-Raid Period described below, the Executive shall not directly or indirectly solicit, induce or attempt to influence any employee to leave the employment of the Company, nor assist anyone else in doing so. Further, during the No-Raid Period, the Executive shall not, either directly or indirectly, alone or in conjunction with another party, interfere with or harm, or attempt to interfere with or harm, the relationship of the Company, with any person who at any time was an employee, customer or supplier of the Company, or otherwise had a business relationship with the Company.

The "No-Raid Period" means the period the Executive is employed by the Company plus one (1) year from the Termination Date if the Executive's employment is terminated (i) by the Company for any reason, or (ii) by the Executive for any reason.

(e) Intellectual Property. The Executive agrees that all inventions designs and ideas conceived, produced, created, or reduced to practice, either solely or jointly with others, during his employment with the Company including those developed on his own time, which relates to or is useful in the Company's business ("Intellectual Property") shall be owned solely by the Company. The Executive understands that whether in preliminary or final form, such Intellectual Property includes, for example, all ideas, inventions, discoveries, designs, innovations, improvements, trade secrets, and other intellectual property. All intellectual Property is either work made for hire for the Company within the meaning of the United States Copyright Act, or, if such Intellectual Property is determined not to be work made for hire, then the Executive irrevocably assigns all rights, titles and interests in and to the Intellectual Property to the Company, including all copyrights, patents, and/or trademarks. The Executive agrees that he will, without any additional consideration, execute all documents and take all other actions needed to convey his complete ownership of the Intellectual Property to the Company so that the Company may own and protect such Intellectual Property and obtain patent, copyright and trademark registrations for it. The Executive also agrees that the Company may alter or modify the Intellectual Property at the Company's sole discretion, and the Executive waives all right to claim or disclaim authorship. The Executive represents and warrants that any Intellectual Property that he assigns to the Company, except as otherwise disclosed in writing at the time of assignment, will be my sole, exclusive, original work. The Executive also represents that he has not previously invented any Intellectual Property or has advised the Company in writing of any prior inventions or ideas.

(f) Remedies. The Executive agrees that any breach of the terms of this Section 11 would result in irreparable injury and damage to the Company for which the Company would have no adequate remedy at law; the Executive therefore also agrees that in the event of said breach or any threat of breach, the Company shall be entitled to an immediate injunction and restraining order to prevent, such breach and/or threatened breach and/or continued breach by the Executive and/or any and all persons and/or entities acting for and/or with the Executive, without having to prove damages, and to all costs and expenses, including reasonable attorneys' fees and costs, in addition to any other remedies to which the Company may be entitled at law or in equity. The terms of this paragraph shall not prevent the Company from pursuing any other available remedies for any breach or threatened breach hereof, including but not limited to the recovery of damages from the Executive. The Executive and the Company further agree that the provisions of the covenants not to compete and solicit are reasonable and that the Company would not have entered into this Agreement but for the inclusion of such covenants herein. Should a court determine, however, that any provision of the covenants is unreasonable, either in period of time, geographical area, or otherwise, the parties hereto agree that the covenant should be interpreted and enforced to the maximum extent which such court deems reasonable.

The provisions of this Section 11 shall survive any termination of this Agreement, and the existence of any claim or cause of action by the Executive against the Company, whether predicated on this Agreement or otherwise, shall not constitute a defense to the enforcement by the Company of the covenants and agreements of this Section 11; provided, however, that this paragraph shall not, in and of itself, preclude the Executive from defending himself against the enforceability of the covenants and agreements of this Section 11.

12. Limitation of Payments.

(a) Gross-Up Payment. In the event it shall be determined that any payment or distribution of any type to or for the benefit of the Executive, by the Company, any of its affiliates, any Person who acquires ownership or effective control of the Company or ownership of a substantial portion of the Company's assets (within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder) or any affiliate of such Person, whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise (the "Total Payments"), would be subject to the excise tax imposed by Section 4999 of the Code or any interest or penalties with respect to such excise tax (such excise tax, together with any such interest and penalties, are collectively referred to as the "Excise Tax"), then the Executive shall be entitled to receive an additional payment (a "Gross-Up Payment") in an amount such that after payment by the Executive of all taxes (including any interest or penalties imposed with respect to such taxes), including any Excise Tax, imposed upon the Gross-Up Payment, the Executive retains an amount of the Gross-Up Payment equal to the Excise Tax imposed upon the Total Payments (not including any Gross-Up Payment).

(b) All determinations as to whether any of the Total Payments are "parachute payments" (within the meaning of Section 280G of the Code), whether a Gross-Up Payment is required, the amount of such Gross-Up Payment and any amounts relevant to the last sentence of Subsection 12(a), shall be made by an independent accounting firm selected by the Company from among the largest six accounting firms in the United States (the "Accounting Firm"). The Accounting Firm shall provide its determination (the "Determination"), together with detailed supporting calculations regarding the amount of any Gross-Up Payment and any other relevant matter, both to the Company and the Executive within five (5) days of the Termination Date, if applicable, or such earlier time as is requested by the Company or the Executive (if the Executive reasonably believes that any of the Total Payments may be subject to the Excise Tax). Any determination by the Accounting Firm shall be binding upon the Company and the Executive. As a result of uncertainty in the application of Section 4999 of the Code at the time of the initial determination by the Accounting Firm hereunder, it is possible that the Company should have made Gross-Up Payments ("Underpayment"), or that Gross-Up Payments will have been made by the Company which should not have been made ("Overpayments"). In either such event, the Accounting Firm shall determine the amount of the Underpayment or Overpayment that has occurred. In the case of an Underpayment, the amount of such Underpayment shall be promptly paid by the Company to or for the benefit of the Executive. In the case of an Overpayment, the Executive shall, at the direction and expense of the Company, take such steps as are reasonably necessary (including the filing of returns and claims for refund), follow reasonable instructions from, and procedures established by, the Company, and otherwise reasonably cooperate with the Company to correct such Overpayment.

13. Employee Representation. The Executive expressly represents and warrants to the Company that the Executive is not a party to any contract or agreement and is not otherwise obligated in any way, and is not subject to any rules or regulations, whether governmentally imposed or otherwise, which will or may restrict in any way the Executive's ability to fully perform the Executive's duties and responsibilities under this Agreement.

14. Successors and Assigns.

(a) This Agreement shall be binding upon and shall inure to the benefit of the Company, its successors and assigns, and the Company shall require any successor or assign to expressly assume and agree to perform this Agreement in the same manner and to the same extent that the Company would be required to perform it if no such succession or assignment had taken place. The term "the Company" as used herein shall include any such successors and assigns to the Company's business and/or assets. The term "successors and assigns" as used herein shall mean a corporation or other entity acquiring or otherwise succeeding to, directly or indirectly, all or substantially all the assets and business of the Company (including this Agreement) whether by operation of law or otherwise.

(b) Neither this Agreement nor any right or interest hereunder shall be assignable or transferable by the Executive, the Executive's beneficiaries or legal representatives, except by will or by the laws of descent and distribution. This Agreement shall inure to the benefit of and be enforceable by the Executive's legal personal representative.

15. Arbitration. Except with respect to the remedies set forth in Section 11(f) hereof, any controversy or claim between the Company or any of its affiliates and the Executive arising out of or relating to this Agreement or its termination shall be settled and determined by binding arbitration. The American Arbitration Association, under its Commercial Arbitration Rules, shall administer the binding arbitration. The arbitration shall take place in Columbus, Ohio. The Company and the Executive shall appoint one person to act as an arbitrator, and a third arbitrator shall be chosen by the first two arbitrators (such three arbitrators, the "Panel"). The Panel shall have no authority to award punitive damages against the Company or the Executive. The Panel shall have no authority to add to, alter, amend, or refuse to enforce any portion of the disputed agreements. The Company and the Executive each waive any right to a jury trial or to a petition for stay in any action or proceeding of any kind arising out of or relating to this Agreement or its termination.

16. Notice. For the purposes of this Agreement, notices and all other communications provided for in the Agreement (including the Notice of Termination) shall be in writing and shall be deemed to have been duly given when personally delivered or sent by registered or certified mail, return receipt requested, postage prepaid, or upon receipt if overnight delivery service or facsimile is used, addressed as follows:

To the Executive:

Leonard A. Schlesinger
20 Garland Road
Lincoln, MA 01773

with a copy to:

Andrew C. Liazos
McDermott, Will & Emery
28 State Street
Boston, MA 02109-1775

To the Company:

The Limited, Inc.
3 Limited Parkway
Columbus, Ohio 43230
Attn: Secretary

17. Settlement of Claims. The Company's obligation to make the payments provided for in this Agreement and otherwise to perform its obligations hereunder shall not be affected by any circumstances, including, without limitation, any set-off, counterclaim, recoupment, defense, or other right which the Company may have against the Executive or others.

18. Miscellaneous. No provision of this Agreement may be modified, waived, or discharged unless such waiver, modification, or discharge is agreed to in writing and signed by the Executive and the Company. No waiver by either party hereto at any time of any breach by the other

party hereto of, or compliance with, any condition or provision of this Agreement to be performed by such other party shall be deemed a waiver of similar or dissimilar provisions or conditions at the same or at any prior or subsequent time. No agreement or representations, oral or otherwise, express or implied, with respect to the subject matter hereof have been made by either party which are not expressly set forth in this Agreement.

19. Governing Law. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Ohio without giving effect to the conflict of law principles thereof.

20. Severability. The provisions of this Agreement shall be deemed severable and the invalidity or unenforceability of any provision shall not affect the validity or enforceability of the other provisions hereof.

21. Entire Agreement. This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all prior agreements, if any, understandings and arrangements, oral or written, between the parties hereto with respect to the subject matter hereof.

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed by its duly authorized officer and the Executive has executed this Agreement as of the day and year first above written.

THE LIMITED, INC.

By:___________________________
Name: Leslie H. Wexner
Title: Chairman of the Board

____
Leonard A. Schlesinger

EXHIBIT 11

THE LIMITED, INC. AND SUBSIDIARIES
COMPUTATION OF PER SHARE EARNINGS

(Thousands except per share amounts)

	Quarter Ended	
	January 29, 2000	January 30, 1999
Net income	$ 316,464	$ 228,174
Less: impact of IBI dilutive options and restricted stock on consolidated income*	(3,162)	(2,245)
Adjusted net income	$ 313,302	$ 225,929
Common shares outstanding:		
Weighted average	379,454	379,454
Dilutive effect of stock options	7,617	5,436
Weighted average treasury shares	(164,600)	(153,107)
Weighted average used to calculate net income per diluted share	222,471	231,783
Net income per diluted share	$ 1.41	$ 0.97

	Year Ended	
	January 29, 2000	January 30, 1999
Net income	$ 460,759	$2,046,494
Less: impact of IBI dilutive options and restricted stock on consolidated income*	(5,636)	(4,009)
Adjusted net income	$ 455,123	$2,042,485
Common shares outstanding:		
Weighted average	379,454	379,454
Dilutive effect of stock options	8,200	5,412
Weighted average treasury shares	(159,872)	(138,547)
Weighted average used to calculate net income per diluted share	227,782	246,319
Net income per diluted share	$ 2.00	$ 8.29

*Represents the impact of dilutive options and restricted stock at Intimate Brands as a reduction to income.

EXHIBIT 12

THE LIMITED, INC. AND SUBSIDIARIES
RATIO OF EARNINGS TO FIXED CHARGES
(Thousands)

	Year Ended				
	January 29, 2000	January 30, 1999	January 31, 1998	February 1, 1997	February 3, 1996
Adjusted Earnings					
Pretax earnings	$ 831,759	$2,351,494	$390,653	$ 675,088	$1,183,210
Portion of minimum rent ($671,960 in 1999, $689,240 in 1998, $738,487 in 1997, $712,258 in 1996, and $669,301 in 1995) representative of interest	223,987	229,747	246,162	237,419	223,100
Interest on indebtedness	78,297	68,528	68,728	75,363	77,537
Minority interest	72,623	63,616	55,610	45,466	22,175
Total earnings as adjusted	$1,206,666	$2,713,385	$761,153	$1,033,336	$1,506,022
Fixed Charges					
Portion of minimum rent representative of interest	$ 223,987	$ 229,747	$246,162	$ 237,419	$ 223,100
Interest on indebtedness	78,297	68,528	68,728	75,363	77,537
Total fixed charges	$ 302,284	$ 298,275	$314,890	$ 312,782	$ 300,637
Ratio of earnings to fixed charges	3.99x	9.10x	2.42x	3.30x	5.01x

EXHIBIT 13

FINANCIAL SUMMARY

(Thousands except per share amounts, ratios and store and associate data)

Summary of Operations	@1999	@1998	1997	1996	@*/\1995	1994
Net sales	$9,723,334	$9,346,911	$9,188,804	$8,644,791	$7,881,437	$7,320,792
Gross income	$3,357,477	$2,971,260	$2,795,482	$2,480,457	$2,076,702	$2,108,280
Operating income	+$920,640	+$2,424,373	+$469,499	+$635,767	+$611,849	$796,189
Operating income as a percentage of sales	+9.5%	+25.9%	+5.1%	+7.4%	+7.8%	10.9%
Net income	#$460,759	#$2,046,494	#$211,653	#$434,088	#$961,210	$446,543
Net income as a percentage of sales	#4.7%	#21.9%	#2.3%	#5.0%	#12.2%	6.1%
Per Share Results						
Basic net income	#$2.10	#$8.50	#$.78	#$1.55	#$2.69	$1.25
Diluted net income	#$2.00	#$8.29	#$.77	#$1.54	#$2.68	$1.25
Dividends	$.60	$.52	$.48	$.40	$.40	$.36
Book value	$9.99	$9.56	$7.28	$6.90	$8.86	$7.56
Weighted average diluted shares outstanding	227,782	246,319	274,483	282,053	358,371	358,601
Other Financial Information						
Total assets	$4,087,689	$4,549,708	$4,300,761	$4,120,002	$5,266,563	$4,570,077
Return on average assets	#11%	#46%	#5%	#9%	#20%	10%
Working capital	$1,008,071	$1,126,875	$1,001,348	$711,661	$1,962,260	$1,693,911
Current ratio	1.8	2.0	2.0	1.9	3.3	3.0
Capital expenditures	$375,405	$347,356	$362,840	$361,202	$374,374	$319,676
Long-term debt	$400,000	$550,000	$650,000	$650,000	$650,000	$650,000
Debt-to-equity ratio	19%	25%	33%	35%	21%	24%
Shareholders'equity	$2,147,077	$2,166,959	$1,985,765	$1,869,127	$3,147,706	$2,704,756
Return on average shareholders'equity	#21%	#99%	#11%	#17%	#33%	17%
Comparable store sales increase (decrease)	9%	6%	0%	3%	(2%)	(3%)
Stores and Associates at End of Year						
Total number of stores open	5,023	5,382	5,640	5,633	5,298	4,867
Retail selling square feet	23,592,000	26,316,000	28,400,000	28,405,000	27,403,000	25,627,000
Number of associates	114,600	126,800	131,000	123,100	106,900	105,600

Summary of Operations	@1993	1992	*1991	1990	/\1989
Net sales	$7,245,088	$6,944,296	$6,149,218	$5,253,509	$4,647,916
Gross income	$1,958,835	$1,990,740	$1,793,543	$1,630,439	$1,446,635
Operating income	+$701,556	$788,698	$712,700	$697,537	$625,254
Operating income as a percentage of sales	+9.7%	11.4%	11.6%	13.3%	13.5%
Net income	#$390,999	#$455,497	$403,302	$398,438	$346,926
Net income as a percentage of sales	#5.4%	#6.6%	6.6%	7.6%	7.5%
Per Share Results					
Basic net income	#$1.09	#$1.26	$1.12	$1.11	$.97
Diluted net income	#$1.08	#$1.25	$1.11	$1.10	$.96
Dividends	$.36	$.28	$.28	$.24	$.16
Book value	$6.82	$6.25	$5.19	$4.33	$3.45
Weighted average diluted shares outstanding	363,234	363,738	363,594	362,044	361,288
Other Financial Information					
Total assets	$4,135,105	$3,846,450	$3,418,856	$2,871,878	$2,418,486
Return on average assets	#10%	#13%	13%	15%	15%
Working capital	$1,513,181	$1,063,352	$1,084,205	$884,004	$685,524
Current ratio	3.1	2.5	3.1	2.8	2.4
Capital expenditures	$295,804	$429,545	$523,082	$428,844	$318,427
Long-term debt	$650,000	$541,639	$713,758	$540,446	$445,674
Debt-to-equity ratio	27%	24%	38%	35%	36%
Shareholders'equity	$2,441,293	$2,267,617	$1,876,792	$1,560,052	$1,240,454
Return on average shareholders'equity	#17%	#22%	23%	28%	32%
Comparable store sales increase (decrease)	(1%)	2%	3%	3%	9%
Stores and Associates at End of Year					
Total number of stores open	4,623	4,425	4,194	3,760	3,344
Retail selling square feet	24,426,000	22,863,000	20,355,000	17,008,000	14,374,000
Number of associates	97,500	100,700	83,800	72,500	63,000

@ Includes the results of the following companies disposed of up to their separation date: 1) Limited Too effective August 23, 1999; 2) Galyan's effective August 31, 1999; 3) Abercrombie & Fitch ("A&F") effective May 19, 1998; 4) Alliance Data Systems effective January 31, 1996; and 5) Brylane, Inc. effective August 31, 1993.

* Includes the results of Galyan's and Gryphon subsequent to their acquisitions on July 2, 1995 and June 1, 1991.

+ Operating income includes the effect of special and nonrecurring items of $23,501 in 1999, $1,740,030 in 1998 and ($213,215) in 1997 (see Note 2 to the Consolidated Financial Statements), ($12,000) in 1996, $1,314 in 1995 and $2,617 in 1993. Inventory liquidation charges of ($13,000) related to Henri Bendel store closings are also included in 1997.

In addition to the items discussed in + above, net income includes the effect of the following gains: 1) $11,002 related to Galyan's in 1999; 2) $8,606 related to Brylane, Inc. in 1997; 3) $118,178 related to A&F in 1996; 4) $649,467 related to Intimate Brands, Inc. in 1995; and 5) $9,117 related to United Retail Group in 1992.

/\ Fifty-three-week fiscal year.

Management's Discussion and Analysis

Results of Operations

Net sales for the fourth quarter were $3.287 billion in 1999 and $3.256 billion in 1998. Comparable store sales increased 5% for the quarter. Gross income increased 12% to $1.306 billion in the fourth quarter of 1999 from $1.171 billion in 1998 and operating income increased to $608.9 million from $444.2 million in 1998. Net income was $316.5 million in the fourth quarter of 1999 versus $228.2 million in 1998, and earnings per share were $1.41 versus $0.97 in 1998. In the fourth quarter, operating income included the reserve reversal of $36.6 million in downsizing costs that were initially recognized as special and nonrecurring charges to operating income in 1997 (see Note 2 to the Consolidated Financial Statements).

Net sales for the year increased 4% to $9.723 billion in 1999 from $9.347 billion in 1998. Gross income increased 13% to $3.357 billion in 1999 from $2.971 billion in 1998 and operating income was $920.6 million in 1999 versus $2.424 billion in 1998. Net income for 1999 was $460.8 million, or $2.00 per share, compared to $2.046 billion, or $8.29 per share, last year.

There were a number of items in 1999 and 1998 that impacted the comparability of the Company's results. See the "Other Data" section on pages 68 and 69 for a discussion of the impact of these items on annual earnings.

Business highlights for 1999 include the following:

- Intimate Brands, Inc. ("IBI") reported sales of $4.511 billion in 1999, a 16% increase from $3.886 billion in 1998. IBI's operating income increased 18% to $793.5 million in 1999 from $670.8 million in 1998 and earnings per share increased 21% to $1.81 in 1999 from $1.49 in 1998.
- Sales at Bath & Body Works, Intimate Brands' fastest growing business, grew 22% in 1999 to $1.550 billion. Operating income grew 24%. Sales at the Victoria's Secret brand, encompassing Victoria's Secret Stores, Victoria's Secret Beauty and Victoria's Secret Catalogue, grew 13% to $2.937 billion in 1999.
- The apparel businesses demonstrated strong progress in 1999 with an improvement in operating income of $92.5 million in the fourth quarter and $176.9 million for the year. Operating income improved at each apparel business.
- For apparel, gross margin as a percentage of sales improved by more than 4% of sales in 1999. This improvement was driven by improved merchandise margins and buying and occupancy expense leverage.
- In August 1999, the Company completed the spin-off of Limited Too ("TOO") to Limited shareholders, and a third party purchased a 60% majority interest in Galyan's Trading Co. ("Galyan's").

The following summarized financial data compares 1999 to the comparable periods for 1998 and 1997 (millions):

				% Change	
Net Sales	1999	1998	1997	1999-98	1998-97
Express	$1,399	$1,356	$1,189	3%	14%
Lerner New York	1,013	940	946	8%	(1%)
Lane Bryant	934	933	907	0%	3%
Limited Stores	715	757	776	(6%)	(2%)
Structure	617	610	660	1%	(8%)
Other (principally Mast)	107	72	6	n/m	n/m
Total apparel businesses	$4,785	$4,668	$4,484	3%	4%
Victoria's Secret Stores	2,138	1,829	1,702	17%	7%
Bath & Body Works	1,550	1,272	1,057	22%	20%
Victoria's Secret Catalogue	799	759	734	5%	3%
Other (principally Gryphon)	24	26	#125	n/m	n/m
Total Intimate Brands	$4,511	$3,886	$3,618	16%	7%
Henri Bendel	39	@40	83	(3%)	(52%)
Galyan's (through August 31, 1999)	165	220	160	n/m	38%
TOO (through August 23, 1999)	223	377	322	n/m	17%
A&F (through May 19, 1998)	-	156	522	n/m	n/m
Total net sales	$9,723	$9,347	$9,189	4%	2%
Operating Income					
Apparel businesses	$132	$(45)	$34	393%	(232%)
Intimate Brands	794	671	563	18%	19%
Other	(29)	58	98	n/m	n/m
Subtotal	897	684	695	31%	(2%)
Special and nonrecurring items	+ 24	/\1,740	*(226)		
Total operating income	$921	$2,424	$469		

\# Includes Cacique sales prior to its closing effective January 31, 1998.

@ Five of six Henri Bendel stores were closed during the period February 1998 through July 1998.

\+ 1999 special and nonrecurring items: 1) a $13.1 million charge for transaction costs related to the TOO spin-off; and 2) the reserve reversal of $36.6 million related to downsizing costs for Henri Bendel. These special items relate to the "Other" category.

/\ 1998 special and nonrecurring items: 1) a $1.651 billion tax-free gain on the split-off of A&F; 2) a $93.7 million gain from the sale of the Company's remaining interest in Brylane; and 3) a $5.1 million charge for severance and other associate termination costs related to the closing of

Henri Bendel stores. These special items relate to the "Other" category.

* 1997 special and nonrecurring items: 1) an $89.0 million charge for the apparel businesses related to asset impairment and the closing and downsizing of certain stores; 2) a $67.6 million charge for Intimate Brands related to the closing of the Cacique business (effective January 31, 1998); and 3) a $107.4 million charge related to the closing of five of six Henri Bendel stores, $62.8 million of income related to the gain from the sale of approximately one-half of the Company's interest in Brylane (net of $12.5 million in valuation adjustments on investments) and a $12.0 million write-down of a real estate investment to net realizable value, all of which relate to the "Other" category. Additionally, includes a $13.0 million inventory liquidation charge associated with the Henri Bendel closings.

n/m not meaningful

The following summarized financial data compares 1999 to the comparable periods for 1998 and 1997:

Comparable Store Sales	1999	1998	1997
Express	5%	16%	(15%)
Lerner New York	12%	5%	(5%)
Lane Bryant	5%	5%	1%
Limited Stores	5%	1%	(7%)
Structure	4%	(8%)	(3%)
Total apparel businesses	6%	5%	(7%)
Victoria's Secret Stores	12%	4%	11%
Bath & Body Works	11%	7%	11%
Total Intimate Brands	12%	5%	*11%
Henri Bendel	7%	(12%)	(13%)
Galyan's (through August 31, 1999)	9%	5%	0%
TOO (through August 23, 1999)	9%	15%	20%
A&F (through May 19, 1998)	-	48%	21%
Total comparable store sales	9%	6%	0%

* Includes Cacique sales prior to closing effective January 31, 1998.

				% Change	
Store Data	1999	1998	1997	1999-98	1998-97
Retail sales increase (decrease) attributable to net new and remodeled stores (1998 change excludes impact of closing Cacique)					
Apparel businesses	(4%)	(3%)	(1%)		
Intimate Brands	7%	7%	14%		
Retail sales per average selling square foot					
Apparel businesses	$263	$238	$219	11%	9%
Intimate Brands	$602	$558	$532	8%	5%
Retail sales per average store (thousands)					
Apparel businesses	$1,541	$1,392	$1,276	11%	9%
Intimate Brands	$1,844	$1,723	$1,661	7%	4%
Average store size at end of year (retail selling square feet)					
Apparel businesses	5,869	5,863	5,836	0%	0%
Intimate Brands	3,064	3,066	3,116	0%	(2%)
Retail selling square feet at end of year (thousands)					
Apparel businesses	17,091	18,517	20,105	(8%)	(8%)
Intimate Brands	6,466	5,794	5,328	12%	9%
Number of Stores					
Beginning of year	5,382	5,640	5,633		
Opened	295	251	315		
Closed	(301)	(350)	(190)		
Businesses disposed of or closed					
Galyan's	(18)	-	-		
TOO	(335)	-	-		
A&F	-	(159)	-		
Cacique	-	-	(118)		
End of year	5,023	5,382	5,640		

Net Sales

Fourth Quarter

Net sales of $3.287 billion for the fourth quarter of 1999 increased 1% over 1998. A comparable store sales increase of 5% was partially offset by the loss of sales from TOO and Galyan's and the net closure of stores in the apparel businesses.

At IBI, net sales for the fourth quarter of 1999 increased 18% to $1.802 billion from $1.531 billion in 1998. The increase was due to an 11% increase in comparable store sales, the net addition of 220 new stores and a 12% increase in catalogue sales. At the apparel retail businesses, net sales for the fourth quarter of 1999 decreased 3% to $1.434 billion from $1.486 billion in 1998. The overall 1% increase in comparable store sales at the apparel businesses was offset by a net closure of 246 stores.

Net sales of $3.256 billion for the fourth quarter of 1998 were essentially flat compared to 1997 sales of $3.268 billion. A comparable store sales increase of 6% was offset by the loss of sales from Abercrombie & Fitch ("A&F").

At IBI, net sales for the fourth quarter of 1998 increased 10% to $1.531 billion from $1.397 billion in 1997. Excluding the impact of closing Cacique, net sales grew 12%. The net sales increase, excluding Cacique, was primarily due to an 8% increase in comparable store sales, the net addition of 180 new stores and a 6% increase in catalogue sales. At the apparel retail businesses, net sales for the fourth quarter of 1998 increased 1% to $1.486 billion from $1.470 billion in 1997. The overall 5% increase in comparable store sales at the apparel businesses was partially offset by a net closure of 287 stores.

Full Year

Net sales for the year were $9.723 billion in 1999 compared to $9.347 billion in 1998. Sales increased due to a 9% comparable store sales increase, partially offset by the loss of sales from disposed businesses and the net closure of stores in the apparel segment. Disposed businesses negatively impacted sales growth due to the loss of: 1) A&F sales subsequent to the May 19, 1998 split-off; 2) TOO sales after its August 23, 1999 spin-off; and 3) Galyan's sales following the third party purchase of a 60% majority interest effective August 31, 1999.

In 1999, IBI sales increased 16% to $4.511 billion, due to a 12% increase in comparable store sales, the net addition of 220 new stores and a 5% increase in catalogue sales. Bath & Body Works led IBI with sales increasing 22% to $1.550 billion. The sales increase was primarily attributable to the net addition of 153 new stores (398,000 retail selling square feet), as well as an 11% increase in comparable store sales. Victoria's Secret Stores' sales increased 17% to $2.138 billion. The sales increase was primarily attributable to a 12% increase in comparable store sales and the net addition of 67 new stores (274,000 retail selling square feet). Victoria's Secret Catalogue's sales increased 5% to $799 million in 1999. The sales increase was attributable to an increased response rate, higher sales per catalogue page and increased Internet sales through www.VictoriasSecret.com.

In 1999, the apparel businesses reported a retail sales increase of 2% to $4.678 billion from $4.596 billion in 1998. The sales increase was primarily due to a 6% comparable store sales increase. All apparel businesses reported a comparable store sales increase, led by Lerner New York, which reported an increase of 12%. The effect of these increases on total sales was partially offset by the net closure of 246 apparel stores (1.4 million retail selling square feet), principally due to closures of underperforming locations.

Net sales for the year were $9.347 billion in 1998 and $9.189 billion in 1997. A 6% comparable store sales increase was partially offset by the loss of A&F sales following the May 19, 1998 split-off and by a net reduction in stores. Excluding A&F activity prior to the split-off, the Company added 246 new stores, remodeled 125 stores and closed 348 underperforming stores, 125 of which were closed at or near year-end. This net reduction of 102 stores represents approximately 850,000 retail selling square feet.

In 1998, IBI sales increased 7% to $3.886 billion, due to the net addition of 180 stores (466,000 retail selling square feet) and a 5% increase in comparable store sales. Bath & Body Works led IBI with sales increasing 20% to $1.272 billion. The sales increase was primarily attributable to the net addition of 140 new stores (319,000 retail selling square feet) and a 7% increase in comparable store sales. Victoria's Secret Stores' sales increased 7% to $1.829 billion. The sales increase was primarily attributable to a 4% increase in comparable store sales and the net addition of 40 new stores (147,000 retail selling square feet). Victoria's Secret Catalogue's sales increased 3% to $759 million in 1998, primarily due to a response rate increase for the year.

In 1998, the apparel businesses reported a retail sales increase of 3% to $4.596 billion from $4.478 billion in 1997. Sales increased $167 million at Express, primarily driven by a comparable store sales increase of 16%. Comparable store sales at Lerner New York and Lane Bryant increased 5%. The effect of these increases on total sales was partially offset by an 8% comparable store sales decrease at Structure, and the net reduction of 287 apparel stores (1.6 million retail selling square feet), principally due to closures of underperforming locations.

Gross Income

Fourth Quarter

The fourth quarter of 1999 gross income rate (expressed as a percentage of sales) increased to 39.7% from 36.0% for the same period in 1998. The rate increase was principally due to an increase in the merchandise margin rate and a slight decrease in the buying and occupancy expense rate. The increase in the merchandise margin rate was primarily attributable to improved inventory management and merchandising strategies. The buying and occupancy expense rate decrease was a result of sales leverage at IBI and the positive impact of closing unprofitable, low productivity stores at the apparel businesses.

The fourth quarter of 1998 gross income rate increased to 36.0% from 35.2% for the same period in 1997. The rate increase was principally due to a decrease in the buying and occupancy expense rate as a result of sales leverage at IBI and the benefit from store closings at the apparel businesses.

Full Year

In 1999, the gross income rate increased to 34.5% from 31.8% in 1998. The rate increase was due to an increase in the merchandise margin rate and a decrease in the buying and occupancy expense rate. The increase in the merchandise margin rate was primarily attributable to improved inventory management and merchandising strategies at the apparel businesses. The buying and occupancy expense rate decrease was a result of sales leverage at IBI and the benefit from store closings at the apparel businesses.

In 1998, the gross income rate increased to 31.8% from 30.4% in 1997. The rate increase was due to an increase in the merchandise margin rate and a decrease in the buying and occupancy expense rate. The gains in the merchandise margin rate were due to an increase at IBI (the apparel businesses experienced a decline). The buying and occupancy expense rate declined at IBI as a result of sales leverage. The buying and occupancy expense rate also declined at the apparel businesses due to sales leverage at Express and the benefit from store closings at the apparel businesses.

General, Administrative and Store Operating Expenses

Fourth Quarter

The fourth quarter of 1999 general, administrative and store operating expense rate (expressed as a percentage of sales) of 22.3% was flat compared to last year. The improved expense leverage at IBI was offset by a lack of expense leverage and investments in brand building activities at the apparel businesses.

The fourth quarter of 1998 general, administrative and store operating expense rate increased to 22.3% from 21.6% for the same period in 1997. The rate increase was attributable to: 1) a rate increase at IBI driven by investment in national advertising for Victoria's Secret; 2) a lack of expense leverage at Limited Stores and Structure; and 3) costs of direct mail and other targeted marketing efforts at the apparel businesses.

Full Year

In 1999, the general, administrative and store operating expense rate increased to 25.3% from 24.5% in 1998. The rate increase was primarily attributable to a rate increase at IBI due to investment in national advertising for Victoria's Secret and additional store staffing for product extensions and new initiatives in Victoria's Secret Stores, and a lack of expense leverage and investments in brand building activities at the apparel businesses.

In 1998, the general, administrative and store operating expense rate increased to 24.5% from 23.0% in 1997. The rate increase was primarily attributable to: 1) a rate increase at IBI due to investment in national advertising for Victoria's Secret and additional store staffing for product extensions and new initiatives in Victoria's Secret Stores; 2) the inability to leverage these expenses at the apparel businesses due to disappointing sales performance; 3) compensation charges for restricted stock plans; and 4) Year 2000 information technology costs.

Special and Nonrecurring Items

During 1999, the Company recognized a $13.1 million charge for transaction costs related to the TOO spin-off and a $36.6 million reserve reversal related to costs for downsizing Henri Bendel store space in New York (see Note 2 to the Consolidated Financial Statements).

On May 19, 1998, the Company completed a tax-free exchange offer to establish A&F as an independent company. A total of 47.1 million shares of the Company's common stock were exchanged at a ratio of 0.86 of a share of A&F common stock for each Limited share tendered. In connection with the exchange, the Company recorded a $1.651 billion tax-free gain. This gain was measured based on the $43 5/8 per share market value of the A&F common stock at the expiration date of the exchange offer. The remaining 3.1 million A&F shares were distributed through a pro rata spin-off to Limited shareholders.

Also during 1998, the Company recognized a gain of $93.7 million from the sale of its remaining interest in Brylane. This gain was partially offset by a $5.1 million charge, in accordance with Emerging Issues Task Force ("EITF") Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits," for severance and other associate termination costs related to the closing of five of six Henri Bendel stores. The severance charge was paid in 1998.

As a result of a plan adopted in connection with a 1997 review of the Company's retail businesses and investments as well as implementation of initiatives intended to promote and strengthen the Company's various retail brands (including closing businesses, identification and disposal of non-core assets and identification of store locations not consistent with a particular brand), the Company recognized special and nonrecurring charges of $276 million during the fourth quarter of 1997 comprised of:

. A $68 million charge for the closing of the 118-store Cacique lingerie business effective January 31, 1998. The amount was comprised of write-offs and liquidations of store assets and accruals related to cancellations of merchandise on order and other exit costs such as severance, service contract termination fees and lease termination costs.

. An $82 million charge related to streamlining the Henri Bendel business from six stores to one store (the five stores were closed by August 1, 1998), write-offs of store assets, and accruals for contract cancellations and lease termination costs.

. An $86 million impaired asset charge related to the apparel businesses and Henri Bendel, covering certain store locations where the carrying values were permanently impaired.

. A $28 million accrual for closing and downsizing oversized stores, primarily within the Limited Stores, Lerner New York, Lane Bryant and Express businesses.

. A $12 million write-down to net realizable value of a real estate investment previously acquired in connection with closing and downsizing certain stores.

The $276 million special and nonrecurring charge was made up of the following components: 1) asset write-downs of $67 million, all of which were taken in 1997; 2) impaired asset charges of $86 million, all of which were taken in 1997; 3) other liabilities such as severance and cancellations of merchandise on order of $16 million, all of which were paid in 1998; and 4) store closing and lease termination liabilities of $107 million, of which $21 million and $32 million were paid in 1999 and 1998.

The above plan included $36.6 million in charges related to downsizing the existing Henri Bendel store space in New York. The execution of the plan to downsize the New York store was primarily based on negotiations with the original landlord. However, a change in landlords ultimately resulted in the termination of negotiations during the fourth quarter of 1999, which prevented the successful completion of the original plan. As a result, the Company reversed the $36.6 million liability through the special and nonrecurring items classification.

Other than the reversal of the $36.6 million reserve, no amounts related to the above plan were reversed or recorded to operating income during 1999 or 1998.

As of January 29, 2000, the Company had remaining restructuring liabilities of $17.5 million related to the 1997 plan. This liability relates principally to future payments and estimated settlement amounts for store closings and downsizings and will continue until final payments to landlords are made, currently scheduled through the year 2011. Unless settlements with landlords occur before the end of such lease periods, completion will run the full lease term. In determining the provision for lease obligations, the Company considered the amount of time remaining on each store's lease and estimated the amount necessary for either buying out the lease or continuing rent payments through lease expiration.

The $86 million of impairment charges reduced depreciation by approximately $18 million in 1999 and 1998 and will have a similar impact in 2000. The Cacique business had a pretax operating loss of $17 million in 1997, its last year of operations. Partially as a result of closing five of six locations, Henri Bendel's pretax operating loss improved by approximately $9 million in 1998 versus 1997, excluding reduced depreciation from the impairment charge.

Additionally, the Company recognized a $13 million cost of sales charge in the fourth quarter of 1997 for inventory liquidation charges at Henri Bendel in accordance with EITF Issue No. 96-9, "Classification of Inventory Markdowns and Other Costs Associated with a Restructuring."

The Company recognized a net $62.8 million gain during the third quarter of 1997 related to the sale of approximately one-half of its investment in Brylane. This gain was net of $12.5 million in valuation adjustments on certain assets where the carrying values were permanently impaired.

Operating Income

Fourth Quarter

The fourth quarter of 1999 operating income rate (expressed as a percentage of sales) increased to 18.5% compared to 13.6% in 1998. Excluding the special and nonrecurring item in 1999, the fourth quarter operating income rate increased to 17.4% in 1999 from 13.6% in 1998. The rate improvement was primarily driven by gross margin improvement at the apparel businesses.

The fourth quarter of 1998 operating income rate was 13.6% versus 5.1% in 1997. Excluding special and nonrecurring items and the Henri Bendel inventory liquidation charge in 1997, the fourth quarter operating income rate was 13.6% in 1998 versus 14.0% in 1997. Significant gains in fourth quarter operating income at IBI were offset by the loss of operating income from A&F after its May 19, 1998 split-off and lower operating income at the apparel retail businesses. Strong results at Express were more than offset by a significant fourth quarter operating loss at Structure (which had an operating profit in 1997). Additionally, lower profitability levels at Lerner New York and Lane Bryant also impacted the apparel businesses' fourth quarter results.

Full Year

In 1999, the operating income rate was 9.5% versus 25.9% in 1998. Excluding special and nonrecurring items in both years, the operating income rate was 9.2% in 1999 versus 7.3% in 1998. The rate improvement was primarily driven by the gross income rate increase of 2.7% which more than offset an increase in the general, administrative and store operating expense rate. The majority of the operating income rate increase resulted from gross margin improvement at the apparel businesses.

In 1998, the operating income rate was 25.9% versus 5.1% in 1997. Excluding special and nonrecurring items in both years and the Henri Bendel inventory liquidation charge in 1997, the operating income rate was 7.3% in 1998 versus 7.6% in 1997. In 1998, significant gains in the operating income rate at IBI were offset by a lower operating income rate at the apparel businesses. Operating income improvement at Express was more than offset by an operating loss at Structure in 1998 (compared to a modest profit in 1997) and a significant increase in the operating loss at Limited Stores.

Interest Expense

In 1999, the Company incurred $20.9 million and $78.3 million in interest expense for the fourth quarter and year, compared to $19.3 million and $68.5 million in 1998 for the same periods. These increases were primarily the result of increased borrowing levels. For the year, the impact of the increased borrowing levels was partially offset by a lower average effective interest rate.

	Fourth Quarter		Year		
	1999	1998	1999	1998	1997
Average daily borrowings (millions)	$968.6	$898.0	$969.6	$808.2	$835.9
Average effective interest rate	8.65%	8.60%	8.08%	8.48%	8.22%

Other Income

In 1999, the Company earned $13.5 million and $51.0 million in interest income for the fourth quarter and year, compared to $15.0 million and $59.3 million in 1998 for the same periods. These decreases were due to lower interest rates on 1999 balances and lower average invested cash balances, principally due to the impact of a $750 million share repurchase, net of proceeds from the Galyan's sale of $182 million and the TOO spin-off of $62 million (see the "Liquidity and Capital Resources" section included herein).

Gain on Sale of Subsidiary Stock

As discussed in Note 1 to the Consolidated Financial Statements, effective August 31, 1999, a third party purchased a 60% majority interest in Galyan's. As a result, the Company recorded a pretax gain on sale of subsidiary stock of $11 million, offset by a $6 million provision for taxes. In addition, the revised tax basis of the Company's remaining investment in Galyan's resulted in an additional $7 million deferred tax expense.

During the first quarter of 1997, the Company recognized a gain of $8.6 million in connection with the initial public offering ("IPO") of Brylane.

Other Data

There were a number of significant transactions and events in 1999, 1998 and 1997 that impacted the comparability of the Company's results. These items are more fully described in the "Special and Nonrecurring Items" section included herein and in Note 2 to the Consolidated Financial Statements.

The following adjusted income information gives effect to: 1) the spin-off of TOO on August 23, 1999 and the split-off of A&F on May 19, 1998, as if they occurred on February 2, 1997; and 2) the special items described in the Notes to Adjusted Income Information.

Management believes the presentation below provides a reasonable basis on which to present the adjusted income information. Although the adjusted income information should not be construed as an alternative to the reported results determined in accordance with generally accepted accounting principles, it is provided to assist in investors' understanding of the Company's results of operations.

Adjusted Income Information
(Thousands except per share amounts)

	1999 As Reported	1999 Adjustments	1999 As Adjusted	1998 As Reported	1998 Adjustments	1998 As Adjusted
Net sales	$9,723,334	$(223,377)	$9,499,957	$9,346,911	$(533,278)	$8,813,633
Gross income	3,357,477	(74,985)	3,282,492	2,971,260	(182,156)	2,789,104
General, administrative and store operating expenses	(2,460,338)	68,014	(2,392,324)	(2,286,917)	141,271	(2,145,646)
Special and nonrecurring items, net	23,501	(23,501)	-	1,740,030	(1,740,030)	-
Operating income	920,640	(30,472)	890,168	2,424,373	(1,780,915)	643,458
Interest expense	(78,297)	-	(78,297)	(68,528)	-	(68,528)
Other income, net	51,037	-	51,037	59,265	-	59,265
Minority interest	(72,623)	-	(72,623)	(63,616)	1,180	(62,436)
Gain on sale of subsidiary stock	11,002	(11,002)	-	-	-	-
Income before income taxes	831,759	(41,474)	790,285	2,351,494	(1,779,735)	571,759
Provision for income taxes	371,000	(26,200)	344,800	305,000	(51,200)	253,800
Net income	$460,759	$(15,274)	$445,485	$2,046,494	$(1,728,535)	$317,959
Earnings per share	$2.00		$1.93	$8.29		$1.35
Weighted average shares outstanding	227,782		227,782	246,319		232,481

	1997 As Reported	1997 Adjustments	1997 As Adjusted
Net sales	$9,188,804	$(843,767)	$8,345,037
Gross income	2,795,482	(283,327)	2,512,155
General, administrative and store operating expenses	(2,112,768)	199,905	(1,912,863)
Special and nonrecurring items, net	(213,215)	213,215	-
Operating income	469,499	129,793	599,292
Interest expense	(68,728)	-	(68,728)
Other income, net	36,886	-	36,886
Minority interest	(55,610)	493	(55,117)
Gain on sale of subsidiary stock	8,606	(8,606)	-
Income before income taxes	390,653	121,680	512,333
Provision for income taxes	179,000	48,100	227,100
Net income	$211,653	$73,580	$285,233
Earnings per share	$0.77		$1.25
Weighted average shares outstanding	274,483		227,408

Notes to Adjusted Income Information

A) Excluded businesses

TOO and A&F results were excluded in determining adjusted results for all years presented because these businesses have not been consolidated in the Company's financial statements subsequent to their spin-off on August 23, 1999 (TOO) and split-off on May 19, 1998 (A&F). The captions affected by this presentation were net sales, gross income and general, administrative and store operating expenses. Additionally, minority interest was adjusted for the minority interest in earnings of A&F for the periods presented. The provision for income taxes was adjusted as described below (see item C).

B) Special items

The following special items were excluded in determining adjusted results:

- In 1999, the Company reversed a $36.6 million reserve related to downsizing costs for Henri Bendel. The Company also recognized an $11.0 million gain from the purchase by a third party of a 60% majority interest in Galyan's and a $13.1 million charge for transaction costs related to the TOO spin-off.
- In 1998, the Company recognized a $1.651 billion tax-free gain on the split-off of A&F, a $93.7 million gain from the sale of the Company's remaining interest in Brylane and a $5.1 million charge for severance and other associate termination costs at Henri Bendel.
- In 1997, the Company recognized a $276 million charge related to implementation of initiatives to strengthen the Company's various retail brands, a $62.8 million net gain related to the sale of one-half of the Company's investment in Brylane, a $13.0 million Henri

Bendel inventory liquidation charge and an $8.6 million gain in connection with the IPO of Brylane.

C) Provision for income taxes

The tax effect of these adjustments was calculated using the Company's overall effective rate of 40%. Additionally, the Company's $11.0 million pretax gain from the purchase by a third party of a 60% majority interest in Galyan's in 1999 resulted in a $6.0 million provision for taxes, and the revised tax basis of the Company's remaining investment in Galyan's resulted in an additional $7.0 million deferred tax expense.

D) Weighted average shares outstanding

Total weighted average shares outstanding were reduced as of the beginning of 1997 by the 47.1 million Limited shares tendered in the A&F split-off transaction.

FINANCIAL CONDITION

The Company's balance sheet at January 29, 2000 provides continuing evidence of financial strength and flexibility. The Company's long-term debt-to-equity ratio declined to 19% at the end of 1999 from 25% in 1998 and working capital decreased 11% to $1.008 billion in 1999 from $1.127 billion in 1998, primarily due to an increase in the current portion of long-term debt. A more detailed discussion of liquidity, capital resources and capital requirements follows.

Liquidity and Capital Resources

Cash provided by operating activities, commercial paper backed by funds available under committed long-term credit agreements, and the Company's capital structure continue to provide the resources to support current operations, projected growth, seasonal requirements and capital expenditures.

A summary of the Company's working capital position and capitalization follows (thousands):

	1999	1998	1997
Cash provided by operating activities	$586,326	$571,014	$558,367
Working capital	$1,008,071	$1,126,875	$1,001,348
Capitalization			
Long-term debt	$400,000	$550,000	$650,000
Shareholders'equity	2,147,077	2,166,959	1,985,765
Total capitalization	$2,547,077	$2,716,959	$2,635,765
Additional amounts available under long-term credit agreements	$1,000,000	$1,000,000	$1,000,000

The Company considers the following to be appropriate measures of liquidity and capital resources:

	1999	1998	1997
Debt-to-equity ratio (Long-term debt divided by shareholders' equity)	19%	25%	33%
Debt-to-capitalization ratio (Long-term debt divided by total capitalization)	16%	20%	25%
Interest coverage ratio (Income, excluding special and nonrecurring items and gain on sale of subsidiary stock, before interest expense, income taxes, depreciation and amortization divided by interest expense)	15x	14x	14x
Cash flow to capital investment (Net cash provided by operating activities divided by capital expenditures)	156%	164%	154%

The Company's operations are seasonal in nature and consist of two principal selling seasons: spring (the first and second quarters) and fall (the third and fourth quarters). The fourth quarter, including the Holiday season, has accounted for 34%, 35% and 36% of net sales in 1999, 1998 and 1997. Accordingly, cash requirements are highest in the third quarter as the Company's inventory builds in anticipation of the Holiday season, which generates a substantial portion of the Company's operating cash flow for the year.

Operating Activities

Net cash provided by operating activities was $586.3 million in 1999, $571.0 million in 1998 and $558.4 million in 1997 and continued to serve as the Company's primary source of liquidity.

The primary changes in cash provided by operating activities between 1999 and 1998 were due to significant improvement in net income excluding special and nonrecurring items and working capital changes related to inventories and income taxes. The cash used for inventories was significantly lower in 1999 than 1998 because of lower fall inventories at the apparel businesses, including the impact of closed stores. The decrease in income tax accruals from 1998 primarily relates to a $112 million payment of taxes and interest in 1999 related to an Internal Revenue Service assessment.

The changes in cash provided by operating activities in 1998 compared to 1997 primarily related to an increase in inventories and an increase in income tax accruals as the level of tax payments decreased from 1997.

Investing Activities

In 1999, investing activities included the following: 1) $351.6 million decrease in restricted cash related to the rescission of the Contingent Stock Redemption Agreement; 2) $182.0 million in proceeds from the third party purchase of a 60% majority interest in Galyan's and the sale of related property; 3) $375.4 million in capital expenditures, $277.0 million of which was for new and remodeled stores; and 4) $10.6 million in net proceeds from the acquisition, development and sale of properties associated with the Easton project (see "Easton Real Estate Investment" section on page 71). In 1998, major investing activities included $347.4 million in capital expenditures, $236.5 million of which was for new and remodeled stores, $131.3 million in proceeds from the sale of the Company's remaining investment in Brylane, Inc. and $31.1 million in net proceeds from the acquisition, development and sale of properties associated with the Easton project.

Financing Activities

Financing activities in 1999 included proceeds of $300 million from floating rate notes, $200 million of which was repaid during the year, and the repayment of $100 million of term debt. The cash from the rescission of the Contingent Stock Redemption Agreement and other available funds were used to repurchase shares under a self-tender, which was funded June 14, 1999. A total of 15 million shares of the Company's common stock was repurchased at $50 per share, resulting in a cash out flow of $750 million plus transaction costs. Cash used for financing activities in 1999 also reflected an IBI stock repurchase program initiated during January 1999. During 1999, IBI repurchased 1.6 million shares from its public shareholders for $62.6 million. Additionally, IBI repurchased 8.6 million shares of its stock from The Limited at the same weighted average per share price, with no net cash flow impact to The Limited. Financing activities also reflected $62 million in receipts from a $50 million dividend and a $12 million repayment of advances to TOO in connection with the August 23, 1999 spin-off. In addition, financing activities included an increase in the quarterly dividend from $0.13 per share to $0.15 per share, which was partially offset by a lower number of outstanding shares.

Also, on February 22, 2000, the Company repaid the remaining $100 million of floating rate notes and announced that the Board of Directors approved a $200 million stock repurchase program.

Financing activities in 1998 reflected an increase in the quarterly dividend to $0.13 per share from $0.12 per share that was more than offset by the reduction in shares outstanding from the split-off of A&F. Dividends for 1998 were $6.3 million less than 1997.

Financing activities in 1998 also included three stock repurchases: one by the Company and two by IBI. First, to reduce the impact of dilution from the exercise of stock options, the Company used $43 million of proceeds from stock option exercises to repurchase 1.9 million Limited shares. Second, in a repurchase completed in August 1998, IBI acquired 4.7 million shares of its common stock for $106 million from its public shareholders. The repurchased shares were specifically reserved to cover shares needed for employee benefit plans. Finally, in January 1999, IBI announced its intention to repurchase up to $500 million of its common stock. As of January 30, 1999, IBI repurchased 0.4 million shares from public shareholders for $14.8 million. Additionally, IBI repurchased 2.4 million shares from The Limited at the same weighted average per share price, which had no cash flow impact to The Limited.

In connection with the split-off of A&F, the Company paid $47.6 million to settle its intercompany balance at May 19, 1998.

At January 29, 2000 , the Company had available $1 billion under its long-term credit agreement. Borrowings outstanding under the agreement are due September 28, 2002. However, the revolving term of the agreement may be extended an additional two years upon notification by the Company, subject to the approval of the lending banks. The Company also has the ability to offer up to $250 million of additional debt securities under its shelf registration statement.

STORES AND RETAIL SELLING SQUARE FEET

A summary of actual stores and retail selling square feet by business for 1999 and 1998 and the 2000 plan by business follows:

		End of Year		Change From	
	Plan 2000	1999	1998	2000-1999	1999-1998
Express					
Stores	680	688	702	(8)	(14)
Retail selling square ft.	4,377,000	4,429,000	4,511,000	(52,000)	(82,000)
Lerner New York					
Stores	578	594	643	(16)	(49)
Retail selling square ft.	4,392,000	4,592,000	5,000,000	(200,000)	(408,000)
Lane Bryant					
Stores	698	688	730	10	(42)
Retail selling square ft.	3,392,000	3,343,000	3,517,000	49,000	(174,000)
Limited Stores					
Stores	415	443	551	(28)	(108)
Retail selling square ft.	2,546,000	2,749,000	3,371,000	(203,000)	(622,000)
Structure					
Stores	487	499	532	(12)	(33)
Retail selling square ft.	1,936,000	1,978,000	2,118,000	(42,000)	(140,000)
Total apparel businesses					
Stores	2,858	2,912	3,158	(54)	(246)
Retail selling square ft.	16,643,000	17,091,000	18,517,000	(448,000)	(1,426,000)
Victoria's Secret Stores					
Stores	971	896	829	75	67
Retail selling square ft.	4,270,000	3,976,000	3,702,000	294,000	274,000
Bath & Body Works					
Stores	1,386	1,214	1,061	172	153
Retail selling square ft.	2,993,000	2,490,000	2,092,000	503,000	398,000
Total Intimate Brands					
Stores	2,357	2,110	1,890	247	220
Retail selling square ft.	7,263,000	6,466,000	5,794,000	797,000	672,000
Henri Bendel					
Stores	1	1	1	-	-
Retail selling square ft.	35,000	35,000	35,000	-	-
Galyan's					
Stores	-	-	14	-	(14)
Retail selling square ft.	-	-	964,000	-	(964,000)
TOO					
Stores	-	-	319	-	(319)
Retail selling square ft.	-	-	1,006,000	-	(1,006,000)
Total retail businesses					
Stores	5,216	5,023	5,382	193	(359)
Retail selling square ft.	23,941,000	23,592,000	26,316,000	349,000	(2,724,000)

Capital Expenditures

Capital expenditures amounted to $375.4 million, $347.4 million and $362.8 million for 1999, 1998 and 1997, of which $277.0 million, $236.5 million and $194.4 million were for new stores and for remodeling of and improvements to existing stores. Remaining capital expenditures are primarily related to information technology, the Company's distribution centers and investments in intellectual property assets. Capital expenditures in 1997 included $30.2 million related to construction of the Bath & Body Works distribution center.

The Company anticipates spending $475 to $500 million for capital expenditures in 2000, of which $375 to $400 million will be for new stores and for remodeling of and improvements to existing stores. Remaining capital expenditures are primarily related to information technology, the Company's distribution centers and investments in intellectual property assets. The Company expects that substantially all 2000 capital expenditures will be funded by net cash provided by operating activities.

The Company expects to increase retail selling square footage by approximately 349,000 retail selling square feet in 2000. It is anticipated that the increase will result from the addition of approximately 300 stores (primarily within Intimate Brands), offset by the closing of 100 to 125 stores (primarily within the apparel businesses).

Easton Real Estate Investment

The Company's real estate investments include Easton, a 1,200-acre planned community in Columbus, Ohio, that integrates office, hotel, retail, residential and recreational space. The Company's investments in partnerships, land and infrastructure within the Easton property were $53.6 million at January 29, 2000 and $74.6 million at January 30, 1999.

In conjunction with the Easton development, the Company maintains an indirect 43% operating interest in a partnership that owns the Easton Town Center. The Company is a co-guarantor on a $110 million loan agreement to this partnership. The 1999 year-end loan balance was $97.1 million. Current lease income on the Easton Town Center is sufficient to meet debt service costs on this partnership loan.

In 1999 and 1998, the Easton project was cash positive with proceeds of $31.7 million in 1999 and $65.4 million in 1998 exceeding expenditures of $21.1 million in 1999 and $34.3 million in 1998. In 1997, expenditures for the Easton development totaled $41.8 million and net sales proceeds totaled $31.7 million.

Impact of Inflation

The Company's results of operations and financial condition are presented based on historical cost. While it is difficult to accurately measure the impact of inflation due to the imprecise nature of the estimates required, the Company believes the effects of inflation, if any, on the results of operations and financial condition have been minor.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

The Company cautions that any forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) contained in this Report or made by management of the Company involve risks and uncertainties and are subject to change based on various important factors, many of which may be beyond the Company's control. Accordingly, the Company's future performance and financial results may differ materially from those expressed or implied in any such forward-looking statements. The following factors, among others, in some cases have affected and in the future could affect the Company's financial performance and actual results and could cause actual results for 2000 and beyond to differ materially from those expressed or implied in any forward-looking statements included in this Report or otherwise made by management: changes in consumer spending patterns, consumer preferences and overall economic conditions, the impact of competition and pricing, changes in weather patterns, political stability, currency and exchange risks and changes in existing or potential duties, tariffs or quotas, availability of suitable store locations at appropriate terms, ability to develop new merchandise and ability to hire and train associates.

CONSOLIDATED STATEMENTS OF INCOME

(Thousands except per share amounts)	1999	1998	1997
Net sales	$9,723,334	$9,346,911	$9,188,804
Costs of goods sold, occupancy and buying costs	(6,365,857)	(6,375,651)	(6,393,322)
Gross income	3,357,477	2,971,260	2,795,482
General, administrative and store operating expenses	(2,460,338)	(2,286,917)	(2,112,768)
Special and nonrecurring items, net	23,501	1,740,030	(213,215)
Operating income	920,640	2,424,373	469,499
Interest expense	(78,297)	(68,528)	(68,728)
Other income, net	51,037	59,265	36,886
Minority interest	(72,623)	(63,616)	(55,610)
Gain on sale of subsidiary stock	11,002	-	8,606
Income before income taxes	831,759	2,351,494	390,653
Provision for income taxes	371,000	305,000	179,000
Net income	$460,759	$2,046,494	$211,653
Net income per share:			
Basic	$2.10	$8.50	$0.78
Diluted	$2.00	$8.29	$0.77

The accompanying Notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Thousands)	Common Stock					
	Shares Outstanding	Par Value	Paid-In Capital	Retained Earnings	Treasury Stock, at Average Cost	Total Shareholders' Equity
Balance, February 1, 1997	271,071	$180,352	$142,860	$3,472,801	$(1,926,886)	$1,869,127
Net income	-	-	-	211,653	-	211,653
Cash dividends	-	-	-	(130,472)	-	(130,472)
Exercise of stock options and other	1,729	-	5,158	-	30,299	35,457
Balance, January 31, 1998	272,800	$180,352	$148,018	$3,553,982	$(1,896,587)	$1,985,765
Net income	-	-	-	2,046,494	-	2,046,494
Cash dividends	-	-	-	(124,203)	-	(124,203)
Repurchase of common stock	(1,890)	-	-	-	(43,095)	(43,095)
Split-off of Abercrombie & Fitch	(47,075)	-	-	(5,584)	(1,766,138)	(1,771,722)
Exercise of stock options and other	2,737	-	9,196	-	64,524	73,720
Balance, January 30, 1999	226,572	$180,352	$157,214	$5,470,689	$(3,641,296)	$2,166,959
Net income	-	-	-	460,759	-	460,759
Cash dividends	-	-	-	(130,449)	-	(130,449)
Repurchase of common stock, including transaction costs	(15,000)	-	-	-	(752,612)	(752,612)
Spin-off of Limited Too	-	-	-	(24,675)	-	(24,675)
Rescission of contingent stock redemption agreement	-	9,375	7,639	334,586	-	351,600
Exercise of stock options and other	3,392	-	13,521	(1,539)	63,513	75,495
Balance, January 29, 2000	214,964	$189,727	$178,374	$6,109,371	$(4,330,395)	$2,147,077

The accompanying Notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED BALANCE SHEETS

(Thousands)

Assets	January 29, 2000	January 30, 1999
Current assets		
Cash and equivalents	$817,268	$870,317
Accounts receivable	108,794	77,715
Inventories	1,050,913	1,119,670
Store supplies	99,916	98,797
Other	169,386	140,380
Total current assets	2,246,277	2,306,879
Property and equipment, net	1,229,612	1,361,761
Restricted cash	-	351,600
Deferred income taxes	125,145	48,782
Other assets	486,655	480,686
Total assets	$4,087,689	$4,549,708

Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable	$256,306	$289,947
Current portion of long-term debt	250,000	100,000
Accrued expenses	579,442	661,784
Income taxes	152,458	128,273
Total current liabilities	1,238,206	1,180,004
Long-term debt	400,000	550,000
Other long-term liabilities	183,398	195,641
Minority interest	119,008	105,504
Contingent stock redemption agreement	-	351,600
Shareholders' equity		
Common stock	189,727	180,352
Paid-in capital	178,374	157,214
Retained earnings	6,109,371	5,470,689
	6,477,472	5,808,255
Less: treasury stock, at average cost	(4,330,395)	(3,641,296)
Total shareholders' equity	2,147,077	2,166,959
Total liabilities and shareholders' equity	$4,087,689	$4,549,708

The accompanying Notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Thousands)

Operating Activities	1999	1998	1997
Net income	$460,759	$2,046,494	$211,653
Impact of Other Operating Activities on Cash Flows			
Depreciation and amortization	272,443	286,000	313,292
Special and nonrecurring items,net of income taxes	(13,501)	(1,705,030)	128,215
Minority interest,net of dividends paid	50,517	40,838	33,873
(Gain) loss on sale of subsidiary stock,net of income taxes	2,198	-	(5,606)
Change in Assets and Liabilities			
Accounts receivable	(36,775)	4,704	(14,033)
Inventories	(54,270)	(153,667)	(5,407)
Accounts payable and accrued expenses	(20,201)	45,580	90,061
Income taxes	(83,637)	25,895	(149,832)
Other assets and liabilities	8,793	(19,800)	(43,849)
Net cash provided by operating activities	586,326	571,014	558,367
Investing Activities			
Net proceeds (expenditures) related to Easton real estate investment	10,635	31,073	(10,148)
Capital expenditures	(375,405)	(347,356)	(362,840)
Proceeds from sale of property and related interests	-	-	234,976
Net proceeds from partial sale of interest in subsidiary and investee	182,000	131,262	108,259
Decrease in restricted cash	351,600	-	-
Net cash provided by (used for) investing activities	168,830	(185,021)	(29,753)
Financing Activities			
Proceeds from floating rate notes	300,000	-	-
Repayment of long-term debt	(300,000)	-	-
Repurchase of common stock,including transaction costs	(752,612)	(43,095)	-
Repurchase of Intimate Brands,Inc.common stock	(62,639)	(120,844)	-
Dividends paid	(130,449)	(124,203)	(130,472)
Dividend received from Limited Too	50,000	-	-
Settlement of Limited Too (1999) and Abercrombie & Fitch (1998) intercompany accounts	12,000	(47,649)	-
Stock options and other	75,495	73,720	35,457
Net cash used for financing activities	(808,205)	(262,071)	(95,015)
Net (decrease) increase in cash and equivalents	(53,049)	123,922	433,599
Cash and equivalents, beginning of year	870,317	746,395	312,796
Cash and equivalents, end of year	$817,268	$870,317	$746,395

In 1999, noncash financing activities included a $25 million reduction to retained earnings in connection with the spin-off of Limited Too (see Note 2) and the pro rata purchase by IBI of 8.6 million shares of its common stock from The Limited. In 1998, noncash financing activities included the addition of $1.766 billion treasury stock as a result of the exchange of 40.5 million common shares of Abercrombie & Fitch ("A&F") previously owned by the Company for 47.1 million shares of common stock of the Company. Additional noncash financing activities included a $5.6 million dividend effected by a pro rata spin-off of the Company's remaining shares of A&F (see Note 2). In 1997, noncash financing activities included $2.2 million for stock issued in connection with the acquisition of Galyan's.

The accompanying Notes are an integral part of these Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of The Limited, Inc. (the "Company") and all significant subsidiaries which are more than 50 percent owned and controlled. All significant intercompany balances and transactions have been eliminated in consolidation. The consolidated financial statements include the results of Abercrombie & Fitch ("A&F") through May 19, 1998, when it was established as an independent company, Limited Too ("TOO") through August 23, 1999, when it was established as an independent company, and Galyan's Trading Co. ("Galyan's") through August 31, 1999, when a third party purchased a majority interest.

The consolidated financial statements also include the results of Intimate Brands, Inc. ("IBI"), an 84.2%-owned subsidiary. Minority interest of $119.0 million and $105.5 million at January 29, 2000 and January 30, 1999, represents a 15.8% and 15.5% interest in the net equity of IBI.

Investments in other entities (including joint ventures) where the Company has the ability to signfiicantly influence operating and financial policies, including Galyan's for periods after August 31, 1999, are accounted for on the equity method.

Fiscal Year

The Company's fiscal year ends on the Saturday closest to January 31. Fiscal years are designated in the financial statements and notes by the calendar year in which the fiscal year commences. The results for fiscal years 1999, 1998 and 1997 represent the 52-week periods ended January 29, 2000, January 30, 1999 and January 31, 1998.

Cash and Equivalents

Cash and equivalents include amounts on deposit with financial institutions and money market investments with original maturities of less than 90 days.

Inventories

Inventories are principally valued at the lower of average cost or market, on a first-in first-out basis, utilizing the retail method.

Store Supplies

The initial inventory of supplies for new stores including, but not limited to, hangers, signage, security tags, packaging and point-of-sale supplies, is capitalized at the store opening date. In lieu of amortizing the initial balance, subsequent shipments are expensed, except for new merchandise presentation programs, which are capitalized. Store supplies are periodically inventoried and adjusted as appropriate for changes in supply levels or costs.

Catalogue and Advertising Costs

Catalogue costs, primarily consisting of catalogue production and mailing costs, are amortized over the expected future revenue stream, which is principally from three to six months from the date catalogues are mailed. All other advertising costs are expensed at the time the promotion first appears in media or in the store. Catalogue and advertising costs amounted to $324 million, $303 million and $275 million in 1999, 1998 and 1997.

Property and Equipment

Depreciation and amortization of property and equipment are computed for financial reporting purposes on a straight-line basis, using service lives ranging principally from 10 to 15 years for building and leasehold improvements, and 3 to 10 years for other property and equipment. The cost of assets sold or retired and the related accumulated depreciation or amortization are removed from the accounts with any resulting gain or loss included in net income. Maintenance and repairs are charged to expense as incurred. Major renewals and betterments that extend service lives are capitalized. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that full recoverability is questionable. Factors used in the valuation include, but are not limited to, management's plans for future operations, brand initiatives, recent operating results and projected cash flows.

Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of the net assets of acquired companies and is amortized on a straight-line basis over 30 years. Unamortized goodwill related to the $106 million IBI stock buyback in 1998 will reverse as the shares are reissued to cover shares needed for employee benefit plans. The cost of intellectual property assets is amortized based on the sell-through of the related products, over the shorter of the term of the license agreement or the estimated useful life of the asset, not to exceed 10 years.

Interest Rate Swap Agreements

The difference between the amount of interest to be paid and the amount of interest to be received under interest rate swap agreements due to changing interest rates is charged or credited to interest expense over the life of the swap agreement. Gains and losses from the disposition of swap agreements are deferred and amortized over the term of the related agreements.

Income Taxes

The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes," which requires the use of the liability method. Under this method, deferred tax assets and liabilities are recognized based on the difference between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect in the years in which those temporary differences are expected to reverse. Under SFAS No. 109, the effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

Shareholders' Equity

At January 29, 2000, 500.0 million shares of $.50 par value common stock were authorized and 379.5 million shares were issued. At January 29, 2000 and January 30, 1999, 215.0 million shares and 226.6 million shares were outstanding. Ten million shares of $1.00 par value preferred stock were authorized, none of which were issued.

On June 3, 1999, the Company completed an issuer tender offer by purchasing 15 million shares of its common stock at $50 per share and on May 19, 1998, the Company acquired 47.1 million shares of its common stock via a tax-free exchange offer to establish A&F as an independent company (see Note 2).

Revenue Recognition

The Company recognizes retail sales at the time the customer takes possession of merchandise -- that is, the point of sale. Revenue for gift certificate sales and store credits are recognized when they are redeemed. Revenue recognition for layaway sales is deferred until final payment is made by the customer. Catalogue sales are recorded upon shipment of merchandise. A reserve is provided for projected merchandise returns based on prior experience.

In the fourth quarter of 1999, the Company changed its accounting for gift certificates, store credits and layaway sales to the policy stated above. The Company filed an amended Form 10-K for fiscal year ended January 30, 1999 and restated the unaudited quarterly financial data in Note 13 to reflect this accounting change.

Earnings Per Share

Net income per share is computed in accordance with SFAS No. 128, "Earnings Per Share." Earnings per basic share is computed based on the weighted average number of outstanding common shares. Earnings per diluted share includes the weighted average effect of dilutive options and restricted stock on the weighted average shares outstanding. Additionally, earnings per diluted share includes the impact of the dilutive options and restricted stock at IBI as a reduction to earnings. This resulted in a $0.02 reduction in 1999 earnings per diluted share, a $0.01 reduction in 1998 earnings per diluted share and no impact on the 1997 calculation.

(Thousands)

Weighted Average Common Shares Outstanding	1999	1998	1997
Common shares issued	379,454	379,454	379,454
Treasury shares	(159,872)	(138,547)	(107,556)
Basic shares	219,582	240,907	271,898
Dilutive effect of options and restricted shares	8,200	5,412	2,585
Diluted shares	227,782	246,319	274,483

The computation of earnings per diluted share excludes options with an exercise price that was greater than the average market price of the common shares. The excluded options totaled 0.6 million, 3.2 million and 0.7 million shares of common stock that were outstanding at year-end 1999, 1998 and 1997. In addition, 18.75 million shares that were previously subject to the Contingent Stock Redemption Agreement (see Note 8) were excluded from the dilution calculation in 1998 and 1997 because their redemption would not have had a dilutive effect on earnings per share.

Gain on Sale of Subsidiary Stock

Gains in connection with the sale of subsidiary stock are recognized in the current year's income.

Effective August 31, 1999, an affiliate of Freeman, Spogli & Co. (together with Galyan's management) purchased a 60% majority interest in Galyan's, with the Company retaining a 40% interest. In addition, the Company sold certain property for $71 million to a third party, which then leased the property to Galyan's under operating leases. The Company received total cash proceeds from these transactions of approximately $182 million, as well as subordinated debt and warrants of $20 million from Galyan's. The transactions resulted in a third quarter pretax gain on sale of subsidiary stock of $11 million, offset by a $6 million provision for taxes. In addition, the revised tax basis of the Company's remaining investment in Galyan's resulted in an additional $7 million deferred tax expense. During the first five years, interest (at 12% to 13%) on the subordinated debt may be paid in kind rather than in cash.

In 1997, the Company recognized a gain of $8.6 million in connection with the initial public offering ("IPO") of Brylane, Inc. ("Brylane"), a 26%-owned (post-IPO) catalogue retailer.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Since actual results may differ from those estimates, the Company revises its estimates and assumptions as new information becomes available.

Reclassifications

Certain prior year amounts have been reclassified to conform with current year presentation.

2. Special and Nonrecurring Items

On July 15, 1999, the Company's Board of Directors approved a formal plan to spin-off Limited Too. The record date for the spin-off was August 11, 1999, with The Limited, Inc. shareholders receiving one share of Too, Inc. (the successor company to Limited Too) common stock for every seven shares of The Limited common stock held on that date. The spin-off was completed on August 23, 1999. The Company recorded the spin-off as a $25 million dividend, which represents the carrying value of the net assets underlying the common stock distributed. As part of the transaction, the Company received total proceeds of $62 million that included a $50 million dividend from TOO and a $12 million repayment of advances to TOO. During the second quarter of 1999, the Company recognized a $13.1 million charge for transaction costs related to the spin-off.

On May 19, 1998, the Company completed a tax-free exchange offer to establish A&F as an independent company. A total of 47.1 million shares of the Company's common stock were exchanged at a ratio of 0.86 of a share of A&F common stock for each Limited share tendered. In connection with the exchange, the Company recorded a $1.651 billion tax-free gain. This gain was measured based on the $43 5/8 per share market value of the A&F common stock at the expiration date of the exchange offer. In addition, on June 1, 1998, a $5.6 million dividend was effected through a pro rata spin-off to shareholders of the Company's remaining 3.1 million A&F shares. Limited shareholders of record as of the close of trading on May 29, 1998 received .013673 of a share of A&F for each Limited share owned at that time.

During the first quarter of 1998, the Company recognized a gain of $93.7 million from the sale of 2.57 million shares of Brylane at $51 per share, representing its remaining interest in Brylane. This gain was partially offset by a $5.1 million charge for severance and other associate termination costs related to the closing of five of six Henri Bendel stores. The severance charge was paid in 1998.

As a result of a plan adopted in connection with a 1997 review of the Company's retail businesses and investments as well as implementation of initiatives intended to promote and strengthen the Company's various retail brands (including closing businesses, identification and disposal of noncore assets and identification of store locations not consistent with a particular brand), the Company recognized special and nonrecurring charges of $276 million during the fourth quarter of 1997 comprised of:

- A $68 million charge for the closing of the 118 store Cacique lingerie business effective January 31, 1998. The amount was comprised of write-offs and liquidations of store assets and accruals related to cancellations of merchandise on order and other exit costs such as severance, service contract termination fees and lease termination costs.
- An $82 million charge related to streamlining the Henri Bendel business from six stores to one store (the five stores were closed by August 1, 1998), write-offs of store assets, and accruals for contract cancellations and lease termination costs.
- An $86 million impaired asset charge related to the apparel businesses and Henri Bendel, covering certain store locations where the carrying values were permanently impaired.
- A $28 million accrual for closing and downsizing oversized stores, primarily within the Limited Stores, Lerner New York, Lane Bryant and Express businesses.
- A $12 million write-down to net realizable value of a real estate investment previously acquired in connection with closing and downsizing certain stores.

The $276 million special and nonrecurring charge was made up of the following components: 1) asset write-downs of $67 million, all of which were taken in 1997; 2) impaired asset charges of $86 million, all of which were taken in 1997; 3) other liabilities such as severance and cancellations of merchandise on order of $16 million, all of which were paid in 1998; and 4) store closing and lease termination liabilities of $107 million, of which $21 million and $32 million were paid in 1999 and 1998.

The above plan included $36.6 million in charges related to downsizing the existing Henri Bendel store space in New York. The execution of the plan to downsize the New York store was primarily based on negotiations with the original landlord. However, a change in landlords ultimately resulted in the termination of negotiations during the fourth quarter of 1999, which prevented the successful completion of the original plan. As a result, the Company reversed the $36.6 million liability through the special and nonrecurring items classification.

Other than the reversal of the $36.6 million reserve, no amounts related to the above plan were reversed or recorded to operating income during 1999 or 1998.

As of January 29, 2000, the Company had remaining restructuring liabilities of $17.5 million relating to the 1997 plan. This liability relates principally to future payments and estimated settlement amounts for store closings and downsizings and will continue until final payments to landlords are made, currently scheduled through the year 2011. Unless settlements with landlords occur before the end of such lease periods, completion will run the full lease term. In determining the provision for lease obligations, the Company considered the amount of time remaining on each store's lease and estimated the amount necessary for either buying out the lease or continuing rent payments through lease expiration.

During the third quarter of 1997, the Company recognized a $75.3 million gain in connection with the sale of 2.4 million shares of Brylane for $46 per share, generating cash proceeds of $108 million. This gain was partially offset by valuation adjustments of $12.5 million on certain assets where the carrying values were permanently impaired.

3. Property and Equipment

(Thousands)

Property and Equipment, at Cost	1999	1998
Land, buildings and improvements	$390,121	$411,483
Furniture, fixtures and equipment	2,016,237	1,930,906
Leaseholds and improvements	498,232	563,217
Construction in progress	40,237	108,478
Total	2,944,827	3,014,084
Less: accumulated depreciation and amortization	1,715,215	1,652,323
Property and equipment, net	$1,229,612	$1,361,761

4. Leased Facilities, Commitments and Contingencies

Annual store rent is comprised of a fixed minimum amount and/or contingent rent based on a percentage of sales exceeding a stipulated amount. Store lease terms generally require additional payments covering taxes, common area costs and certain other expenses.

(Thousands)

Rent Expense	1999	1998	1997
Store rent Fixed minimum	$ 635,543	$666,729	$714,995
Contingent	53,371	39,642	32,918
Total store rent	688,914	706,371	747,913
Equipment and other	32,201	22,511	23,492
Total rent expense	$721,115	$728,882	$771,405

At January 29, 2000, the Company was committed to noncancelable leases with remaining terms generally from one to twenty years. A substantial portion of these commitments consist of store leases with initial terms ranging from ten to twenty years, with options to renew at varying terms.

For leases that contain predetermined fixed escalations the minimum of rentals and/or rent abatements, the Company recognizes the related rental expense on a straight-line basis and records the difference between the recognized rental expense and amounts payable under the leases as deferred lease credits, which are included in other long-term liabilities. At January 29, 2000 and January 30, 1999, this liability amounted to $124.5 million and $139.6 million.

The Company maintains an indirect 43% operating interest in a partnership that is developing the Easton Town Center in Columbus, Ohio. The Company is a co-guarantor on a $110 million loan agreement to this partnership. The 1999 year-end loan balance was $97.1 million.

(Thousands)

Minimum Rent Commitments Under Noncancelable Leases	
2000	$596,281
2001	595,777
2002	552,118
2003	493,065
2004	432,455
Thereafter	1,074,838

5. Accrued Expenses

(Thousands)

Accrued Expenses	1999	1998
Compensation, payroll taxes and benefits	$149,327	$157,785
Deferred revenue	125,500	106,900
Taxes, other than income	46,878	46,413
Interest	18,053	21,057
Other	239,684	329,629
Total	$579,442	$661,784

6. Income Taxes

(Thousands)

Provision for Income Taxes	1999	1998	1997
Currently payable			
Federal	$389,000	$194,100	$304,300
State	58,000	38,800	33,800
Foreign	2,100	4,500	3,700
Total	449,100	237,400	341,800
Deferred			
Federal	(82,100)	53,100	(160,600)
State	4,000	14,500	(2,200)
Total	(78,100)	67,600	(162,800)
Total provision	$371,000	$305,000	$179,000

The foreign component of pretax income, arising principally from overseas sourcing operations, was $41.5 million, $65.5 million and $62.3 million in 1999, 1998 and 1997.

Reconciliation Between the Statutory Federal Income Tax Rate and the Effective Tax Rate	1999	1998	1997
Federal income tax rate	35.0%	35.0%	35.0%
State income taxes, net of Federal income tax effect	4.5%	4.5%	4.5%
Other items, net	0.5%	0.4%	0.6%
Total	40.0%	39.9%	40.1%

The reconciliation between the statutory Federal income tax rate and the effective income tax rate on pretax earnings excludes the nontaxable gain from the split-off of A&F in May 1998, tax effects (if any) related to gains on sale of subsidiary stock and minority interest.

(Thousands)

Effect of Temporary Differences That Give Rise to Deferred Income Taxes	1999 Assets	1999 Liabilities	1999 Total	1998 Assets	1998 Liabilities	1998 Total
Tax under book depreciation	$56,100	-	$56,100	$16,300	-	$16,300
Undistributed earnings of foreign affiliates	-	$(28,100)	(28,100)	-	$(104,900)	(104,900)
Special and nonrecurring items	37,100	-	37,100	63,200	-	63,200
Rent	54,900	-	54,900	65,300	-	65,300
Inventory	46,300	-	46,300	22,100	-	22,100
Investments in afiliates	-	(37,100)	(37,100)	-	(28,000)	(28,000)
State income taxes	34,000	-	34,000	27,700	-	27,700
Other, net	55,200	(54,800)	400	48,200	(24,400)	23,800
Total deferred income taxes	$283,600	$(120,000)	$163,600	$242,800	$(157,300)	$85,500

Income taxes payable included net current deferred tax assets of $38.5 million and $36.7 million at January 29, 2000 and January 30, 1999.

Income tax payments were $408.8 million, $241.7 million and $410.8 million for 1999, 1998 and 1997.

The Internal Revenue Service has assessed the Company for additional taxes and interest for the years 1992 to 1996 relating to the undistributed earnings of foreign affiliates for which the Company has provided deferred taxes. On September 7, 1999, the United States Tax Court sustained the position of the IRS with respect to the 1992 year. In connection with an appeal of the Tax Court judgment, the Company made a $112 million payment of taxes and interest for the years 1992 to 1998 that reduced deferred tax liabilities. Management believes the ultimate resolution of this matter will not have a material adverse effect on the Company's results of operations or financial condition.

7. Long-Term Debt

(Thousands)

Unsecured Long-Term Debt	1999	1998
7 1/2% Debentures due March 2023	$250,000	$250,000
7 4/5% Notes due May 2002	150,000	150,000
9 1/8% Notes due February 2001	150,000	150,000

8 7/8% Notes paid August 1999	-	100,000
Floating rate notes	100,000	-
	650,000	650,000
Less:current portion of long-term debt	250,000	100,000
Total	$400,000	$550,000

In May 1999, the Company issued $300 million of floating rate notes, consisting of three individual series (Series A, B and C) of $100 million each. The notes are senior, unsecured obligations and bear interest based on LIBOR, payable quarterly in arrears.

The notes were originally repayable as follows: Series A due May 2000, Series B due November 2000 and Series C due May 2001. However, on November 22, 1999, the Company redeemed the Series A and Series B notes. In addition, on February 22, 2000, the Company redeemed the Series C notes. Accordingly, the Series C notes are included in the current portion of long-term debt at January 29, 2000.

The Company maintains a $1 billion unsecured revolving credit agreement (the "Agreement"), established on September 29, 1997 (the "Effective Date"). Borrowings outstanding under the Agreement, if any, are due September 28, 2002. However, the revolving term of the Agreement may be extended an additional two years upon notification by the Company on September 29, 2001, subject to the approval of the lending banks. The Agreement has several borrowing options, including interest rates which are based on either the lender's "Base Rate," as defined, LIBOR, CD-based options or at a rate submitted under a bidding process. Facilities fees payable under the Agreement are based on the Company's long-term credit ratings, and currently approximate 0.1% of the committed amount per annum.

The Agreement supports the Company's commercial paper program, which is used from time to time to fund working capital and other general corporate requirements. The Agreement contains covenants relating to the Company's working capital, debt and net worth. No commercial paper or amounts under the Agreement were outstanding at January 29, 2000 and January 30, 1999.

The Company has a shelf registration statement, under which up to $250 million of debt securities and warrants to purchase debt securities may be issued.

At January 29, 2000, the Company had an interest rate swap that effectively changed the Company's interest rate exposure on $100 million of variable rate debt to a fixed rate of 8.09% through July 2000.

Interest paid was $81.3 million, $68.6 million and $69.1 million in 1999, 1998 and 1997.

8. Contingent Stock Redemption Agreement and Restricted Cash

On May 3, 1999, the Company, Leslie H. Wexner, Chairman and CEO of the Company, and The Wexner Children's Trust (the "Trust") entered into an agreement (the "Rescission Agreement") rescinding the Contingent Stock Redemption Agreement dated as of January 26, 1996, as amended, among the Company, Mr. Wexner and the Trust. Pursuant to the Rescission Agreement, the rights and obligations of the Company, Mr. Wexner and the Trust under the Contingent Stock Redemption Agreement were terminated, and the Company utilized the $351.6 million of restricted cash to purchase shares in the Company's tender offer, which expired on June 1, 1999.

The Company earned interest of $4.1 million, $17.9 million and $18.6 million in 1999, 1998 and 1997 on the restricted cash.

9. Stock Options and Restricted Stock

Under the Company's stock plans, associates may be granted up to a total of 31.5 million restricted shares and options to purchase the Company's common stock at the market price on the date of grant. Options generally vest 25% per year over the first four years of the grant. Of the options granted, 2.5 million options in 1999 and 2.3 million options in 1998 had graduated vesting schedules over six years. Virtually all options have a maximum term of ten years.

Under separate IBI stock plans, IBI associates may be granted up to a total of 18.4 million restricted shares and options to purchase IBI's common stock at the market price on the date of grant. As of January 29, 2000, options to purchase 7.2 million IBI shares were outstanding, of which 1.4 million options were exercisable. Under these plans, options generally vest over periods from four to six years.

The Company measures compensation expense under APB Opinion No. 25, "Accounting for Stock Issued to Employees," and no compensation expense has been recognized for its stock option plans. In accordance with SFAS No. 123, "Accounting for Stock-Based Compensation," the fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model discussed below. If compensation expense had been determined using the estimated fair value of options under SFAS No. 123, the pro forma effects on net income and earnings per share, including the impact of options issued by IBI (and A&F in 1997), would have been a reduction of approximately $18.7 million or $0.08 per share in 1999, $13.9 million or $0.06 per share in 1998 and $11.4 million or $0.04 per share in 1997.

The weighted average per share fair value of options granted ($11.28, $8.32 and $5.79 during 1999, 1998 and 1997) was used to calculate the pro forma compensation expense. The fair value was estimated using the Black-Scholes option-pricing model with the following weighted average assumptions for 1999, 1998 and 1997: dividend yields of 2.1%, 2.2% and 2.8%; volatility of 32%, 29% and 27%; risk-free interest rates of 7%, 5% and 6%; assumed forfeiture rates of 20%, 20% and 15%; and expected lives of 5.2 years, 6.3 years and 6.5 years. The pro forma effect on net income for 1997 is not representative of the pro forma effect on net income in future years because it does not take into consideration pro forma compensation expense related to grants made prior to 1995.

Restricted Shares

Approximately 520,000, 858,000 and 2,120,000 restricted Limited shares were granted in 1999, 1998 and 1997, with market values at date of grant of $18.5 million, $27.4 million and $43.9 million. Restricted shares generally vest either on a graduated scale over four years or 100% at the end of a fixed vesting period, principally five years. In 1999 and 1997, 50,000 and 1,700,000 restricted shares were granted with a graduated vesting schedule over six years. Approximately 157,000 and 685,000 restricted shares granted in 1999 and 1997 include performance requirements, all of which have been met.

Additionally, the expense recognized from the issuance of IBI and A&F restricted stock grants impacted the Company's consolidated results. IBI granted 170,000, 425,000 and 1,514,000 restricted shares in 1999, 1998 and 1997. A&F granted 540,000 restricted shares in 1997. Vesting terms for the IBI restricted shares are similar to those of The Limited. The market value of restricted shares is being amortized as compensation expense over the vesting period, generally four to six years. Compensation expense related to restricted stock awards, including expense related to awards granted at IBI (and A&F in 1997), amounted to $28.8 million in 1999, $31.3 million in 1998 and $29.0 million in 1997.

Stock Options Outstanding at January 29, 2000

Options Outstanding				Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$14 - $21	8,064,000	6.6	$18	3,069,000	$18
$22 - $26	3,571,000	7.3	$24	922,000	$23
$27 - $33	3,551,000	8.9	$32	66,000	$29
$34 - $47	1,101,000	9.6	$40	--	--
$14 - $47	16,287,000	7.5	$24	4,057,000	$19

Stock Option Activity	Number of Shares	Weighted Average Option Price Per Share
1997		
Outstanding at beginning of year	9,199,000	$19.14
Granted	7,331,000	20.02
Exercised	(1,377,000)	17.70

Canceled	(1,083,000)	19.64
Outstanding at end of year	14,070,000	$19.70
Options exercisable at end of year	4,907,000	$19.89
1998		
Outstanding at beginning of year	14,070,000	$19.70
Granted	3,885,000	26.32
Exercised	(2,439,000)	18.62
Canceled	(593,000)	24.26
Outstanding at end of year	14,923,000	$21.42
Options exercisable at end of year	4,454,000	$19.57
1999		
Outstanding at beginning of year	14,923,000	$21.42
Granted	5,007,000	34.62
Exercised	(2,674,000)	18.40
Canceled	(969,000)	23.89
Outstanding at end of year	16,287,000	$24.06
Options exercisable at end of year	4,057,000	$19.36

10. Retirement Benefits

The Company sponsors a qualified defined contribution retirement plan and a nonqualified supplemental retirement plan. Participation in the qualified plan is available to all associates who have completed 1,000 or more hours of service with the Company during certain 12-month periods and attained the age of 21. Participation in the nonqualified plan is subject to service and compensation requirements. Company contributions to these plans are based on a percentage of associates' eligible annual compensation. The cost of these plans was $40.9 million in 1999, $40.4 million in 1998 and $36.4 million in 1997.

11. Fair Value of Financial Instruments

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value.

Current Assets, Current Liabilities and Restricted Cash
The carrying value of cash equivalents, restricted cash, accounts receivable, accounts payable, current portion of long-term debt, and accrued expenses approximates fair value because of their short maturity.

Long-Term Debt
The fair value of the Company's long-term debt is estimated based on the quoted market prices for the same or similar issues or on the current rates offered to the Company for debt of the same remaining maturities.

Interest Rate Swap Agreement
The fair value of the interest rate swap is the estimated amount that the Company would receive or pay to terminate the swap agreement at the reporting date, taking into account current interest rates and the current creditworthiness of the swap counterparty.

(Thousands)

Estimated Fair Values of the Company's Financial Instruments	1999 Carrying Amount	1999 Fair Value	1998 Carrying Amount	1998 Fair Value
Long-term debt	$(400,000)	$(371,752)	$(550,000)	$(561,594)
Interest rate swap	$(1,351)	$(1,351)	$(96)	$(3,896)

12. Segment Information

The Company identifies operating segments based on a business's operating characteristics. Reportable segments were determined based on similar economic characteristics, the nature of products and services and the method of distribution. The apparel segment derives its revenues from sales of women's and men's apparel. The Intimate Brands segment derives its revenues from sales of women's intimate and other apparel, and personal care products and accessories. Sales outside the United States were not significant.

The Company and IBI have entered into intercompany agreements for services that include merchandise purchases, capital expenditures, real estate management and leasing, inbound and outbound transportation and corporate services. These agreements specify that identifiable costs be passed through to IBI and that other service-related costs be allocated in accordance with the intercompany agreement. Costs are passed through and allocated to the apparel businesses in a similar manner.

As a result of its spin-off, the operating results of TOO were reclassified from the apparel segment to the "Other" category for all periods presented. The operating results of Galyan's are included in the "Other" category. However, subsequent to August 31, 1999, the Company includes only its 40% share of Galyan's income or loss.

(Thousands)

Segment Information	Apparel Businesses	Intimate Brands	+ Other	Reconciling Items	Total
1999					
Net sales	$4,785,328	$4,510,836	$427,170	-	$9,723,334
Intersegment sales	570,659	-	-	* $(570,659)	-
Depreciation and amortization	107,810	104,625	60,008	-	272,443
Operating income (loss)	131,728	793,516	(28,105)	@ 23,501	920,640
Total assets	1,106,072	1,344,991	1,612,885	# 23,741	4,087,689
Capital expenditures	118,710	205,516	51,179	-	375,405
1998					
Net sales	$4,668,029	$3,885,753	$793,129	-	$9,346,911
Intersegment sales	457,204	-	-	* $(457,204)	-
Depreciation and amortization	126,438	101,221	58,341	-	286,000
Operating income (loss)	(45,153)	670,849	58,647	/\1,740,030	2,424,373
Total assets	1,186,243	1,448,077	1,909,528	# 5,860	4,549,708
Capital expenditures	68,695	121,543	157,118	-	347,356
1997					
Net sales	$4,484,300	$3,617,856	$1,086,648	-	$9,188,804
Intersegment sales	491,343	-	-	* $(491,343)	-
Depreciation and amortization	136,903	106,197	70,192	-	313,292
Operating income (loss)	33,726	563,152	98,836	** (226,215)	469,499

Total assets	1,053,518	1,347,700	1,912,000	# (12,457)	4,300,761
Capital expenditures	73,691	124,275	164,874	-	362,840

+ Included in the "Other" category are Henri Bendel, TOO (through August 23, 1999), Galyan's (through August 31, 1999), A&F (through May 19, 1998), non-core real estate, and corporate, none of which are significant operating segments.

* Represents intersegment sales elimination.

Represents intersegment receivable/payable elimination.

@ 1999 special and nonrecurring items: 1) a $13.1 million charge for transaction costs related to the TOO spin-off; and 2) the reserve reversal of $36.6 million related to downsizing costs for Henri Bendel. These special items relate to the "Other" category.

/\ 1998 special and nonrecurring items: 1) a $1.651 billion tax-free gain on the split-off of A&F; 2) a $93.7 million gain from the sale of the Company's remaining interest in Brylane; and 3) a $5.1 million charge for severance and other associate termination costs related to the closing of Henri Bendel stores. These special items relate to the "Other" category.

** 1997 special and nonrecurring items: 1) an $89.0 million charge for the apparel businesses related to asset impairment and the closing and downsizing of certain stores; 2) a $67.6 million charge for Intimate Brands related to the closing of the Cacique business (effective January 31, 1998); and 3) a $107.4 million charge related to the closing of five of six Henri Bendel stores, $62.8 million income related to the gain from the sale of approximately one-half of the Company's interest in Brylane (net of $12.5 million in valuation adjustments on investments), and a $12.0 million write-down of a real estate investment to net realizable value, all of which relate to the "Other" category. Additionally, includes a $13.0 million inventory liquidation charge associated with the Henri Bendel closings.

13. Quarterly Financial Data (Unaudited)

Summarized quarterly financial results for 1999 and 1998 (thousands except per share amounts)

1999 Quarters	First	Second	Third	Fourth
Net sales	$2,104,798	$2,267,821	$2,064,105	$3,286,610
Gross income	653,368	727,647	670,249	1,306,213
Net income *	45,451	57,482	41,362	316,464
Net income per share:				
Basic	$0.20	$0.26	$0.19	$1.47
Diluted *	0.19	0.24	0.18	1.41
1998 Quarters				
Net sales	$2,008,077	$2,083,101	$1,999,862	$3,255,871
Gross income	581,655	609,584	609,178	1,170,843
Net income	89,659	1,688,068	40,593	228,174
Net income per share:				
Basic	$0.33	$7.15	$0.18	$1.01
Diluted	0.32	6.94	0.17	0.97

1999: Special and nonrecurring items included a $13.1 million charge in the second quarter for transaction costs related to the TOO spin-off and the reserve reversal of $36.6 million in the fourth quarter related to downsizing costs for Henri Bendel.

1998: Special and nonrecurring items included a $93.7 million gain in the first quarter from the sale of the Company's remaining interest in Brylane, a 26% owned (post-IPO) catalogue retailer, a $5.1 million charge in the first quarter for severance and other associate termination costs related to the closing of Henri Bendel stores, and a $1.651 billion tax-free gain in the second quarter on the split-off of A&F.

* In the fourth quarter of 1999, the Company changed its accounting for gift certificates, store credits and layaway sales. The Company filed an amended Form 10-K for fiscal year ended January 30, 1999 to reflect this accounting change. Prior to this restatement, net income and net income per diluted share amounts reported in the Company's 1999 quarterly reports on Form 10-Q were as follows: first quarter, $33.5 million and $0.14; second quarter, $52.4 million and $0.22; and third quarter, $40.7 million and $0.18.

MARKET PRICE AND DIVIDEND INFORMATION

The Company's common stock is traded on the New York Stock Exchange ("LTD") and the London Stock Exchange. On January 29, 2000 , there were approximately 80,500 shareholders of record. However, when including active associates who participate in the Company's stock purchase plan, associates who own shares through Company-sponsored retirement plans and others holding shares in broker accounts under street names, the Company estimates the shareholder base to be approximately 230,000.

	Market Price		Cash Dividend
Fiscal Year End 1999	High	Low	Per Share
4th quarter	$43 13/16	$30 1/2	$0.15
3rd quarter	* 45 15/16	36 7/16	0.15
2nd quarter	50 1/8	44 3/16	0.15
1st quarter	44	34 1/4	0.15
Fiscal Year End 1998			
4th quarter	$34 1/8	$25 5/16	$0.13
3rd quarter	27 3/16	20 7/8	0.13
2nd quarter	36 1/4	26 13/16	0.13
1st quarter	33 7/8	27 1/8	0.13

* Limited Too was spun off to The Limited shareholders in the form of a dividend valued at approximately $2.36 per share on the date of the spin-off (August 23, 1999).

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Shareholders of The Limited, Inc. In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, shareholders' equity, and cash flows present fairly, in all material respects, the financial position of The Limited, Inc. and its subsidiaries at January 29, 2000 and January 30, 1999, and the results of their operations and their cash flows for each of the three fiscal years in the period ended January 29, 2000 (on pages 72-81) in conformity with accounting principles generally accepted in the United States. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

PricewaterhouseCoopers LLP
Columbus, Ohio
February 22, 2000

EXHIBIT 21

SUBSIDIARIES OF THE REGISTRANT

Subsidiaries (a)	Jurisdiction of Incorporation
Express, LLC (b)	Delaware
Lerner New York, Inc. (c)	Delaware
Lane Bryant, Inc. (d)	Delaware
The Limited Stores, Inc. (e)	Delaware
Henri Bendel, Inc. (f)	Delaware
Structure, Inc. (g)	Delaware
Mast Industries, Inc. (h)	Delaware
Mast Industries (Far East) Limited (i)	Hong Kong
Limited Distribution Services, Inc. (j)	Delaware
Limited Service Corporation (k)	Delaware
Womanco Service Corporation (l)	Delaware
Victoria's Secret Stores, Inc. (m)	Delaware
Victoria's Secret Catalogue, LLC (n)	Delaware
Bath & Body Works, Inc. (o)	Delaware
Gryphon Development, Inc. (p)	Delaware
Intimate Brands Service Corporation (q)	Delaware
Intimate Brands, Inc. (r)	Delaware

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(a) The names of certain subsidiaries are omitted since such unnamed subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary as of January 29, 2000.

(b) Express, LLC is a wholly-owned subsidiary of Womanco, Inc., a Delaware corporation and a wholly-owned subsidiary of the registrant.

(c) Lerner New York, Inc. is a wholly-owned subsidiary of Womanco, Inc., a Delaware corporation and a wholly-owned subsidiary of the registrant.

(d) Lane Bryant, Inc. is a wholly-owned subsidiary of Womanco, Inc., a Delaware corporation and a wholly-owned subsidiary of the registrant.

(e) The Limited Stores, Inc. is a wholly-owned subsidiary of Womanco, Inc., a Delaware corporation and a wholly-owned subsidiary of the registrant.

(f) Henri Bendel, Inc. is a wholly-owned subsidiary of Womanco, Inc., a Delaware corporation and a wholly-owned subsidiary of the registrant.

(g) Structure, Inc. is a wholly-owned subsidiary of the registrant.

(h) Mast Industries, Inc. is a wholly-owned subsidiary of Mast Industries (Delaware), Inc., a Delaware corporation and a wholly-owned subsidiary of the registrant.

(i) Mast Industries (Far East) Limited is a wholly-owned subsidiary of Mast Industries (Overseas), Inc., which is a wholly-owned subsidiary of Mast Industries, Inc.

(j) Limited Distribution Services, Inc. is a wholly-owned subsidiary of LTDSP, Inc., a Delaware corporation and a wholly-owned subsidiary of the registrant.

(k) Limited Service Corporation is a majority owned subsidiary of Mast Industries (Overseas), Inc.

(l) Womanco Service Corporation is a wholly-owned subsidiary of Womanco, Inc., a Delaware corporation and a wholly-owned subsidiary of the registrant.

(m) Victoria's Secret Stores, Inc. is a wholly-owned subsidiary of Intimate Brands, Inc., a Delaware corporation and a majority owned subsidiary of the registrant.

(n) Victoria's Secret Catalogue, LLC is a wholly-owned subsidiary of Victoria's Secret Catalogue Holding LLC, a Delaware limited liability company, which is a wholly-owned subsidiary of Intimate Brands, Inc., a Delaware corporation and a majority owned subsidiary of the registrant.

(o) Bath & Body Works, Inc. is a wholly-owned subsidiary of Intimate Brands, Inc., a Delaware corporation and a majority owned subsidiary of the registrant.

(p) Gryphon Development, Inc. is a wholly-owned subsidiary of Gryphon Holding Corporation, a Delaware corporation, which is a wholly-owned subsidiary of Intimate Brands, Inc., a Delaware corporation and a majority owned subsidiary of the registrant.

(q) Intimate Brands Service Corporation is a wholly-owned subsidiary of Intimate Brands, Inc., a Delaware corporation and a majority owned subsidiary of the registrant.

(r) Intimate Brands, Inc. is a majority owned subsidiary of the registrant.

EXHIBIT 23

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8, Registration Nos. 33-18533, 33-25005, 2-92277, 33-24829, 33-24507, 33-24828, 2-95788, 2-88919, 33-24518, 33-6965, 33-14049, 33-22844, 33-44041, 33-49871, 333-04927, 333-04941, and the Registration Statements on Form S-3, Registration Nos. 33-20788, 33-31540, 33-42832, and 33-53366, of The Limited, Inc. of our report dated February 22, 2000 relating to the financial statements, which appears in the Annual Report to Shareholders, which is incorporated in this Annual Report on Form 10-K.

/s/PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Columbus, Ohio
April 24, 2000

EXHIBIT 24

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ LESLIE H. WEXNER

Leslie H. Wexner

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ V. ANN HAILEY

V. Ann Hailey

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ ABIGAIL S. WEXNER

Abigail S. Wexner

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ MARTIN TRUST

Martin Trust

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ EUGENE M. FREEDMAN

Eugene M. Freedman

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ E. GORDON GEE

E. Gordon Gee

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ LEONARD A. SCHLESINGER

Leonard A. Schlesinger

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ DAVID T. KOLLAT

David T. Kollat

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ CLAUDINE MALONE

Claudine Malone

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ DONALD B. SHACKELFORD

Donald B. Shackelford

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ ALLAN R. TESSLER

Allan R. Tessler

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ RAYMOND ZIMMERMAN

Raymond Zimmerman

POWER OF ATTORNEY
OFFICERS AND DIRECTORS OF
THE LIMITED, INC.

The undersigned officer and/or director of The Limited, Inc., a Delaware corporation, which anticipates filing an Annual Report on Form 10-K for its fiscal year ended January 29, 2000 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, DC, hereby constitutes and appoints Leslie H. Wexner and Kenneth B. Gilman, and each of them, with full powers of substitution and resubstitution, as attorney to sign for the undersigned in any and all capacities such Annual Report on Form 10-K and any and all amendments thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

EXECUTED as of the 28th day of January, 2000.

/s/ KENNETH B. GILMAN

Kenneth B. Gilman

5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED FINANCIAL STATEMENTS OF THE LIMITED, INC. AND SUBSIDIARIES FOR THE YEAR ENDED JANUARY 29, 2000 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

YEAR
JAN-29-2000
JAN-31-1999
JAN-29-2000
817,268
0
108,794
0
1,050,913
2,246,277
2,944,827
1,715,215
4,087,689
1,238,206
400,000
0
0
189,727
1,957,350
4,087,689
9,723,334
9,723,334
6,365,857
6,365,857
2,460,338
0
78,297
831,759
371,000
460,759
0
0
0
460,759
2.10
2.00

EXHIBIT 99

The Limited, Inc. Savings and Retirement Plan

Report on Audits of Financial Statements
As of and for the Years Ended December 31, 1999 and 1998
and Supplemental Schedule
As of December 31, 1999

Contents

[LETTERHEAD OF ARY, EARMAN AND ROEPCKE]

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Board of Directors of
The Limited, Inc. and the
Plan Administrator of The Limited, Inc.
Savings and Retirement Plan:

We have audited the accompanying statements of net assets available for benefits of The Limited, Inc. Savings and Retirement Plan as of December 31, 1999 and 1998, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 1999 and 1998, and the changes in net assets available for benefits for the years then ended, in conformity with generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of investments held for investment purposes is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Ary, Earman and Roepcke

Columbus, Ohio,
March 31, 2000.

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 1999 AND 1998

	1999	1998
ASSETS:		
Investments	$453,255,672	$380,482,156
Receivable for contributions:		
Employers	28,574,143	25,548,732
Participants	1,709,157	1,906,944
Total receivable contributions	30,283,300	27,455,676
Due from brokers	120,275	197,476
Accrued interest and dividends	914,727	4,286
Total assets	484,573,974	408,139,594
LIABILITIES:		
Administrative fees payable	27,626	86,807
Due to brokers	-	673
Total liabilities	27,626	87,480
NET ASSETS AVAILABLE FOR BENEFITS	$484,546,348	$408,052,114

The accompanying notes are an integral part of these financial statements.

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 1999 AND 1998

	1999	1998
ADDITIONS:		
Investment Income:		
Net appreciation in fair value of investments	$ 77,211,144	$ 56,085,295
Mutual funds' earnings	12,083,572	15,139,419
Dividends	1,525,988	1,415,407
Investment contracts' earnings	816,931	-
Common collective trust's earnings	484,641	69,440
Total investment income	92,122,276	72,709,561
Contributions:		
Employers	39,536,720	36,425,460
Participants	20,097,162	20,557,157
Total contributions	59,633,882	56,982,617
Total additions	151,756,158	129,692,178
DEDUCTIONS:		
Distributions to participants	56,199,313	56,754,614
Administrative expenses	1,061,328	869,548
Total deductions	57,260,641	57,624,162
Net increase prior to transfers	94,495,517	72,068,016
Transfer of net assets available for benefits to plans of former affiliates	(18,001,283)	(7,080,600)
Net increase	76,494,234	64,987,416
Net assets available for plan benefits:		
Beginning of year	408,052,114	343,064,698
End of year	$484,546,348	$408,052,114

The accompanying notes are an integral part of these financial statements.

NOTES TO FINANCIAL STATEMENTS

(1) DESCRIPTION OF THE PLAN

General

The Limited, Inc. Savings and Retirement Plan (the "Plan") is a defined contribution plan covering certain employees of The Limited, Inc. and its affiliates (the "Employers") who are at least 21 years of age and have completed 1,000 or more hours of service during their first consecutive twelve months of employment or any calendar year beginning in or after their first consecutive twelve months of employment. Certain employees of the Employers, who are covered by a collective bargaining agreement, are not eligible to participate in the Plan.

Effective January 1, 1997, the Plan allowed for the associates of Galyan's Trading Company, Inc. (Galyan's) who met the eligibility requirements of the Plan, to participate in the Plan for purposes of electing voluntary tax-deferred contributions only. Effective February 1, 1998, associates of Galyan's electing to participate are eligible to receive allocations of Employers' contributions as noted below.

Effective August 31, 1999, an affiliate of Freeman, Spogli & Co. (together with Galyan's management) purchased a 60% interest in Galyan's. Subsequent to the sale, the net assets available for benefits allocated to the former participants employed by Galyan's were transferred to Galyan's retirement plan.

Effective August 23, 1999, The Limited, Inc. completed the spin-off of Too, Inc. (successor company to Limited Too). Subsequent to the spin-off, the net assets available for benefits allocated to the former participants employed by Limited Too were transferred to the Too, Inc. Savings and Retirement Plan.

The Limited, Inc. owned 84.2% of the outstanding Common Stock of Abercrombie & Fitch Co. until the completion of a tax-free exchange offer (the "Exchange Offer") on May 19, 1998, establishing Abercrombie & Fitch Co. as an independent company and, as a result, Abercrombie & Fitch Co.'s associates are no longer participants in the Plan. Subsequent to the Exchange Offer, the net assets available for benefits allocated to the former participants employed by Abercrombie & Fitch Co. were transferred to the Abercrombie & Fitch Savings and Retirement Plan.

During 1999 the plan was amended several times to among other things 1) change the requirement for a participant to be active on the last day of the annual payroll period to a requirement for a participant to be active on the last day of the plan year as it relates to the Employers' service and non-service retirement contribution, and 2) allow for the establishment of unit values for one or more of the investment funds and permit the accounts setting forth each participant's interest in such investment funds to be maintained in terms of units.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended.

Contributions

Employers' Contributions:

The Employers may provide a non-service related retirement contribution of 4% of annual compensation up to the Social Security wage base and 7% of annual compensation thereafter, and a service related retirement contribution of 1% of annual compensation for participants who have completed five or more years of vesting service as of the last day of the Plan year. Participants who complete 500 hours of service during the Plan year and are participants on the last day of the Plan year are eligible. The annual compensation of each participant taken into account under the Plan is limited to the maximum amount permitted under Section 401(a)(17) of the Internal Revenue Code. The annual compensation limit for the Plan year ended December 31, 1999, was $160,000.

The Employers may also provide a matching contribution of 100% of the participant's voluntary contributions (50% for participants who are associates of Galyan's) up to 3% of the participant's total annual compensation.

Participant's Voluntary Contributions:

A participant may elect to make a voluntary tax-deferred contribution of 1% to 6% of his or her annual compensation up to the maximum permitted under Section 402(g) of the Internal Revenue Code adjusted annually ($10,000 at December 31, 1999). This voluntary tax-deferred contribution may be limited by Section 401(k) of the Internal Revenue Code.

Investment Options

The Limited, Inc. Common Stock Fund - invests primarily in common stock of The Limited, Inc. with up to 3% of the fund being invested in money-market instruments. The goal of the fund is capital growth and dividend income.

Intimate Brands, Inc. Common Stock Fund - invests primarily in common stock of Intimate Brands, Inc., an 84.2% owned subsidiary of The Limited, Inc., with up to 3% of the fund being invested in money-market instruments. The goal of the fund is capital growth and dividend income.

SARP Stable Value Fund - invests primarily in investment contracts, stable value contracts and short-term investments. The goal of the fund is preservation of principal and income while maximizing current income. This investment option was not available until October 1, 1999.

Vanguard Retirement Savings Trust Fund - a mutual fund, investing in investment contracts issued by insurance companies and banks. The goal of the fund is to provide preservation of principal and income while maximizing current income. This investment option is no longer available after September 30, 1999.

Vanguard Institutional Index Fund - a mutual fund, investing in the 500 stocks that comprise the Standard & Poor's 500 Composite Stock Price Index (S&P 500) in proportion to their weighting in the index. The goal of the fund is long-term growth of capital and income from dividends. During 1999 this mutual fund replaced the Vanguard Index Trust 500 Portfolio investment option, whose investment strategy and goals were similar.

Vanguard U.S. Growth Fund - a mutual fund, investing primarily in large-capitalization stocks of seasoned U.S. companies with records of growth. The goal of the fund is long-term capital growth.

Vanguard Wellington Fund - a mutual fund, investing 60-70% in the stocks of well-established companies and 30-40% in long-term maturity corporate bonds, Treasury Bonds and mortgage securities. The goal of the fund is current income and long-term growth of capital. This investment option is no longer available after September 30, 1999.

Janus Overseas Fund - a mutual fund, investing at least 65% of its total assets in securities of issuers from at least five different countries, excluding the United States. The goal of the fund is long-term capital growth. This investment option was not available until October 1, 1999.

American Century Income & Growth Fund - a mutual fund, investing primarily in common stocks selected from a universe of the 1,500 largest companies traded in the U.S. The goal of the fund is dividend growth, current income, and capital appreciation. This investment option was not available until October 1, 1999.

AIM Balanced Fund (Class A) - a mutual fund, investing primarily in high-yielding securities, including common stocks, preferred stocks, convertible securities and bonds. The goal of the fund is high total return consistent with preservation of capital. This investment option was not available until October 1, 1999.

AXP Selective Fund (Class Y) - a mutual fund, investing primarily in medium-to high-quality corporate bonds and other highly rated debt instruments including government securities and short-term investments. The goal of the fund is current income and preservation of capital. This investment option was not available until October 1, 1999.

American Express Trust Long-Term Horizon (80:20) Fund - a common collective trust, investing in a predetermined mix of growth, growth/income and income investments. The goal of the fund is to create a diversified portfolio with a moderate risk profile designed for individuals with long-term goals. This investment option was not available until October 1, 1999.

American Express Trust Medium-Term Horizon (50:50) Fund - a common collective trust, investing in a predetermined mix of growth, growth/income, income, and money market (cash equivalents) investments. The goal of the fund is to create a diversified portfolio with a conservative risk profile designed for individuals with medium-term goals. This investment option was not available until October 1, 1999.

American Express Trust Short-Term Horizon (25:75) Fund - a common collective trust, investing in a predetermined mix of growth, growth/income, income, and money market (cash equivalent) investments. The goal of the fund is to create a diversified portfolio with a conservative risk profile designed for individuals with short-term goals. This investment option was not available until October 1, 1999.

Self-Directed Brokerage Account - allowing the participant to invest in securities not offered otherwise. This investment option was not available until October 1, 1999.

Vesting

A participant is fully and immediately vested for voluntary and rollover contributions and is credited with a year of vesting service in the Employers' contributions for each Plan year that they are credited with at least 500 hours of service. A summary of vesting percentages in the Employers' contributions follows:

Years of Vested Service	Percentage
Less than 3 years	0%
3 years	20
4 years	40
5 years	60
6 years	80
7 years	100

Payment Of Benefits

The full value of participants' accounts becomes payable upon retirement, disability, or death. Upon termination of employment for any other reason, participants' accounts, to the extent vested, become payable. Those participants with vested account balances greater than $5,000 have the option of leaving their accounts invested in the Plan until age 65. All benefits will be paid as a lump-sum distribution. Those participants holding shares of Employer Securities will have the option of receiving such amounts in whole shares of Employer Securities and cash for any fractional shares. Participants have the option of having their benefit paid directly to an eligible retirement plan specified by the participant.

A participant who is fully vested in his or her account and who has participated in the Plan for at least seven years may obtain an in-service withdrawal from their account based on the percentage amounts designated by the Plan. A participant may also request a hardship distribution due to an immediate and heavy financial need based on the terms of the Plan.

Amounts Allocated to Participants Withdrawn from the Plan

The vested portion of net assets available for benefits allocated to participants withdrawn from the plan was $251,148 and $2,389,455 as of December 31, 1999 and 1998, respectively.

Forfeitures

Forfeitures are used to reduce the Employers' required contributions, and if so elected by the Employers, to reduce administrative expenses. Forfeitures of $4,167,347 and $6,125,896 were used to reduce contributions for the years ended December 31, 1999 and 1998, respectively. Forfeitures of $405,187 were used to reduce administrative expenses for the year ended December 31, 1999. No forfeitures were used to reduce administrative expenses for the year ended December 31, 1998.

Expenses

Participants are charged a quarterly fee based on their account balance. Administrative expenses incurred in excess of the fees charged are paid by the Employers. Prior to October 1, 1999, earnings from investments were reduced by a predetermined amount to pay for administrative expenses with any excess administrative fees being paid by the Employers.

Brokerage fees, transfer taxes, and other expenses incurred in connection with the investment of the Plan's assets will be added to the cost of such investments or deducted from the proceeds thereof, as the case may be.

(2) SUMMARY OF ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting, including investment valuation and income recognition.

Estimates

The Plan prepares its financial statements in conformity with generally accepted accounting principles, which requires management to make estimates and assumptions that affect the reported amounts of net assets available for plan benefits at the date of the financial statements and the changes in net assets available for plan benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from these estimates.

Risks

The plan provides for the various investment options as described in note 1. Any investment is exposed to various risks, such as interest rate, market and credit. These risks could result in a material effect on participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investment Valuation

Mutual funds are stated at fair value as determined by quoted market prices, which represents the net asset value of shares held by the Plan at year end. Common stock are valued as determined by quoted market price. The common collective trusts are valued on a daily basis. The value of each unit is determined by subtracting total liabilities from the total value of the assets, including accrued income, and dividing the amount remaining by the number of units outstanding on the valuation date. Investment contracts are recorded at contract value (Note 4).

Net Appreciation in Fair Value of Investments

Net realized and unrealized appreciation (depreciation) is recorded in the accompanying statement of changes in net assets available for benefits as net appreciation in fair value of investments.

Benefit Payments

Benefits are recorded when paid.

Reclassification of Prior Year Information

Certain prior year information has been reclassified to conform with current year presentation.

(3) INVESTMENTS

The Plan's investments are held by the American Express Trust Company, as trustee of the Plan. Prior to October 1, 1999 the Plan's investments were held by The Chase Manhattan Bank, as trustee of the Plan. The following table presents balances for 1999 and 1998 for the Plan's current investment options. Investments that represent 5 percent or more of the Plan's net assets are separately identified.

	1999	1998
Investments at fair value as determined by:		
Quoted market price:		
Common stock:		
The Limited, Inc.	$ 94,235,093	$ 70,799,467
Other	19,385,157	11,598,446
	113,620,250	82,397,913
Warrants	2,594	-
Mutual funds:		
Vanguard Institutional Index Fund	110,157,390	-
Vanguard U.S. Growth Portfolio	98,740,931	86,327,108
AIM Balanced Class A Fund	27,398,996	-
Vanguard Retirement Savings Trust	-	89,083,764
Vanguard Index Trust - 500 Portfolio	-	98,041,511
Vanguard Wellington Fund	-	24,530,446
Other	3,702,543	-
	239,999,860	297,982,829
	353,622,704	380,380,742
Contract cost:		
Investment contracts	73,258,446	-
Estimated fair value:		
Common collective trusts	26,374,522	101,414
Total investments at fair value	$453,255,672	$380,482,156

The Plan's investments (including investments bought, sold, and held during the year) appreciation (depreciation) in value for the years ended December 31, 1999 and 1998, is set forth below:

	1999	1998
Investments at fair value as determined by:		
Quoted market price:		
Common stock	$41,273,056	$15,468,485
Warrants	(1,330)	-
Mutual funds	35,677,665	40,616,810
	76,949,391	56,085,295
Estimated fair value		
Common collective trusts	261,753	-
Net Appreciation in Fair Value	$77,211,144	$56,085,295

(4) INVESTMENT CONTRACTS

The Plan entered into investment contracts with insurance companies and financial institutions. The contracts are included in the financial statements at contract value, which approximates fair value, as reported to the Plan by the contract issuers. Contract value represents contributions made under the contract, plus earnings, less plan withdrawals and administrative expenses.

These contracts provided a liquidity guarantee by financially responsible third parties of principal and previously accrued interest for liquidations, transfers, or hardship withdrawals initiated by plan participants exercising their rights to withdraw or transfer funds under the terms of the on-going Plan. The average yield on the contracts was 6.88% for the year ended December 31, 1999.

(5) TAX STATUS

The Plan obtained its latest determination letter on January 30, 1995, in which the Internal Revenue Service stated that the Plan, as amended and restated January 1, 1992 was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

(6) PLAN ADMINISTRATION

The Plan is administered by a Committee, the members of which are appointed by the Board of Directors of the Employers.

(7) PLAN TERMINATION

Although the Employers have not expressed any intent to do so, the Employers have the right under the Plan to discontinue their contributions at any time. The Limited, Inc. has the right at any time, by action of its Board of Directors, to terminate the Plan subject to provisions of ERISA. Upon Plan termination or partial termination, participants will become fully vested in their accounts.

(8) PARTIES-IN-INTEREST

American Express Trust Company, trustee of the Plan, its subsidiaries and affiliates maintain and manage certain of the investments of the Plan for which the Plan is charged.

(9) RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	1999	1998
Net Assets Available for Benefits Per the Financial Statements	$484,546,348	$408,052,114
Amounts Allocated to Withdrawing Participants	(251,148)	(2,389,455)
Net Assets Available for Benefits Per Form 5500	$484,295,200	$405,662,659

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500:

Benefits Paid to Participants Per the Financial Statements	$ 56,199,313
Amounts Allocated to Withdrawing Participants:	
At December 31, 1998	251,148
At December 31, 1997	(2,389,455)
Benefits Paid to Participants Per Form 5500	$ 54,061,006

Amounts allocated to withdrawing participants are recorded on Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date.

SCHEDULE I

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

EIN #31-1048997 PLAN #002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT YEAR END

DECEMBER 31, 1999

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) (1) Cost	(e) Current value
*	The Limited, Inc.	Common Stock - 2,175,702 shares		$94,235,093
*	Intimate Brands, Inc.	Common Stock - 241,763 shares		10,426,029
	Too, Inc.	Common Stock - 313,348 shares		5,405,253
	Abercrombie & Fitch Co.	Common Stock - 100,034 shares		2,669,657
	America Online, Inc.	Common Stock - 610 shares		46,284
	Ariba, Inc.	Common Stock - 20 shares		3,548
	CMGI, Inc.	Common Stock - 20 shares		5,538
	Cisco Systems, Inc.	Common Stock - 409 shares		43,814
	EMC Corporation	Common Stock - 1,100 shares		120,175
	Emulex Corporation	Common Stock - 500 shares		56,250
	Oracle Systems Corporation	Common Stock - 181 shares		20,283
	Portal Software, Inc.	Common Stock - 50 shares		5,144
	Sun Microsystems, Inc.	Common Stock - 259 shares		20,056
	Qualcomm, Inc.	Common Stock - 642 shares		113,072
	Advanced Micro Devices	Common Stock - 33 shares		955
	Integrated Device Technology, Inc.	Common Stock - 687 shares		19,923

* Represents a party in interest

(1) Cost information omitted - investment is part of individual account plan that a participant or beneficiary directed with respect to assets allocated to his or her account.

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

EIN #31-1048997 PLAN #002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT YEAR END

DECEMBER 31, 1999

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) (1) Cost	(e) Current value
	Titan Corporation	Common Stock - 443 shares		$ 20,959
	AT&T Corporation	Common Stock - 116 shares		5,894
	General Electric Company	Common Stock - 80 shares		12,380
	Real Networks, Inc.	Common Stock - 140 shares		16,844
	Global Crossing, Ltd.	Common Stock - 75 shares		3,750
	Amazon.Com, Inc.	Common Stock - 8 shares		609
	Applied Micro Circuits Corporation	Common Stock - 400 shares		50,900
	Be, Inc.	Common Stock - 158 shares		3,604
	CTS Corporation	Common Stock - 275 shares		20,728
	Exodus Communication	Common Stock - 46 shares		4,085
	Internet Capital Group	Common Stock - 30 shares		5,100
	JDS Uniphase Corporation	Common Stock - 810 shares		130,663
	Manhattan Scientific, Inc.	Common Stock - 317 shares		1,585
	PMC - Sierra, Inc.	Common Stock - 400 shares		64,125
	Siebel Systems, Inc.	Common Stock - 221 shares		18,564
	Triquint Semiconductor, Inc.	Common Stock - 400 shares		44,500
	Yahoo, Inc.	Common Stock - 49 shares		21,202
	Ziasun Technologies, Inc.	Common Stock - 253 shares		3,684

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

EIN #31-1048997 PLAN #002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT YEAR END

DECEMBER 31, 1999

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) (1) Cost	(e) Current value
	Leisureplanet Holdings, Ltd.	Warrants - 250 shares		$ 2,594
	Chase Manhattan Bank Enhanced cash Investment Fund	Common Collective Trust - 8,228 shares		8,228
*	American Express Trust Horizon Short-Term (25:75) Fund	Common Collective Trust - 1,800.005 shares		30,445
*	American Express Trust Horizon Medium-Term (50:50) Fund	Common Collective Trust - 2,150.179 shares		45,573
*	American Express Trust Horizon Long-Term (80:20) Fund	Common Collective Trust - 6,403.017 shares		168,809
*	American Express Trust Money Market Fund II	Common Collective Trust - 1,573,154.330 shares		1,573,154
*	American Express Trust Money Market Fund I	Common Collective Trust - 10,042,252.650 shares		10,042,253
*	American Express Trust Income Fund I	Common Collective Trust - 283,321.485 shares		14,506,060
*	AXP Selective Fund (Class Y)	Mutual Fund - 15,569.247 shares		131,872
	AIM Balanced Fund (Class A)	Mutual Fund - 838,146.098 shares		27,398,996
	American Century Income & Growth Fund	Mutual Fund - 28,461.796 shares		969,124
	Vanguard World Fund, U.S. Growth Portfolio	Mutual Fund - 2,268,342.077 shares		98,740,931
	Vanguard Institutional Index Fund	Mutual Fund - 822,008.732 shares		110,157,390
	Janus Overseas Fund	Mutual Fund - 58,442.541 shares		2,174,063

SCHEDULE I

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

EIN #31-1048997 PLAN #002

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT YEAR END

DECEMBER 31, 1999

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) (1) Cost	(e) Current value
	Reserve Fund, Inc. (Class A)	Mutual Fund - 422,139.590 shares		$ 422,140
	Invesco Technology Fund (Class II)	Mutual Fund - 66.270 shares		5,354
	Bank of America	Investment Contract - 7.24% due 12/31/2050		4,918,545
	Bank of America	Investment Contract - 6.35% due 12/31/2050		9,000,000
	CDC	Investment Contract - 7.08% due 12/31/2050		10,116,857
	Chase Manhattan Bank	Investment Contract - 6.87% due 12/31/2050		12,669,665
	JP Morgan	Investment Contract - 7.10% due 12/31/2050		4,941,250
	UBS	Investment Contract - 7.17% due 12/31/2050		9,612,129
	GE Finance Assurance	Investment Contract - 7.10% due 08/15/2004		5,000,000
	Hartford Life	Investment Contract - 6.35% due 02/01/2000		7,000,000
	Protective Life	Investment Contract - 7.30% due 02/17/2004		5,000,000
	Travelers Insurance	Investment Contract - 7.20% due 10/15/2003		5,000,000

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M;6EL;&EO;B!I;B`Q.3DY(&%N9"`D-#4N,2!M:6QL:6]N(&EN(#$Y.3@N("!4
M+3$S+C(W,3(@+3$N,C8S,B!41`TM,"XP,#`R(%1C#3`N,3$Y(%1W#5LH97AI
M;"!S:&]U;&0@8F4@<F5A9"!I;B!C;VYJ=6YC=&EO;B!W:71H('1H92!C;VYS
M;VQI9&%T960@9FEN86YC:6%L('-T871E;65N=',@86YD(')E;&%T960@;F]T
M:7!S(&%N9"!I;G9E<W1M96YT<R!I;B!F:6YA;F-I;F<@87)R86YG96UE;G1S
M9W)A;G1S+"!P87EM96YT<R!T;R!T:&4@0V]M<&%N>2!U;F1E<B!T:&4@;&%N
M=&EN9W,@86YD(&-O;G1I;G5E<R!T;R!B92!A8W1I=F5L>2!E;F=A9V5D(&EN
M+3$S+C(W,3(@+3$N,C8S,B!41`TM,"XP,#`R(%1C#3`N,3$Y(%1W#5LH97AI
M;E$@T@4N3"Y(%1$#2TP+C`P,#4@5&,-+3`N,#(P-R!4=PTH;6%T96QY("0I
M+C`P,#4@5&,-+3`N,#(P-R!4=PTH;6%T96QY("0I
M!E
M;G-E(&8I,38N-"AO2!E87)N960@)"E4
M:@TO1C$T(#$@5$0-+3`N,#,U(#`@5$0-+3`N,#`P,2!4=PTH;6%T97)I86QL
M,R`Q(%1F#3`N,38U(%1C#2@H.35D*&EN(&%N(&UI;&QI;VX@:6X@*51J#2]&
M,"XR-C8U(#`@5$0-+3`N,#`P,2!4=PTH;6%T97)I86QL>2!F<@=&AE(&EM<&%C
M*3$V+C(@;6EL;&EO;B!I;B`Q.3DY(&%N9"`D,34N-R!M:6QL:6]N(&EN(#$Y
M*3$V+C(@;6EL;&EO;B!I;B`Q.3DY(&%N9"`D,34N-R!M:6QL:6]N(&EN(#$Y
M,#`P,2!4=PTH;6%T97)I86QL>2!F<@=&AE(&EM<&%C=&5D(&)Y(&)O<G)O=VEN
M+3`N,#,U(#`@5$0-+3`N,#`P,2!4=PTH;6%T97)I86QL>2!F<@=&AE(&EM<&%C
M0I5&H-+T8Q-"`Q(%1F#3$R+C4R,3(@,"!41`TM,"XP,#`Q(%1C#2@R,#`P*51J
M(&%N9"!F96)R=6%R>2`Q.3DY(&%S(&$@<F5S=6QT(&]F('1H92!R96-E:7!T
M.38N-"!M:6QL:6]N(&EN(#$Y.3DN("!4:&4@9&5C<F5A<V4@:7,@<')I;6%R
M.38N-"!M:6QL:6]N(&EN(#$Y.3DN("!4:&4@9&5C<F5A<V4@:7,@<')I;6%R
M.SNJX:6QQ6QU9&EN9R!T:&4@<VAO<G0M=&5R;2!D96)T(&%N9"!T:&4@;&]N
M."`M,2XR-C,R(%1$#2TP+C`P,#4@5&,-+3`N,#(P-R!4=PTH;6%T96QY("0I
M#"XP,#`Q(%1C#3`U.#%F#3`N,#(Q#"XP,#`Q(%1C#3`U.#%F#3`N,#(Q
M(%1C#2@H.35D*&EN(&%N(&UI;&QI;VX@:6X@*51J#2]&,30@,2!49@TT+C`T
M,R`P(%1$#2TP+C`P,#$@5&,-+*#$Y.3DI5&H-+T8Q,R`Q(%1F#3(N,#DS.2`P
M,3(N-3(Q,B`P(%1$#2TP+C`P,#$@5&,-+*#(P,#`I5&H-+T8Q,R`Q(%1F#3$N
M.3,Q-B`P(%1$#2TP+C`P,#4@5&,-+*"X@5&AE*51J#2TR."XV-65A(&D-+T8Q
M-"`Q(%1F#3(N,#4V-2`P(%1$#2TP+C`P,#(@5&,-+3`N,#(P-R!4=PTH;6%T
M96QY("0I5&H-+T8Q-"`Q(%1F#3$N-C(P-2`P(%1$#2TP+C`P,#$@5&,-+*#$Y
M.3@I5&H-+T8Q,R`Q(%1F#3(N,#DS.2`P(%1$#2TP+C`P,#0@5&,-+*&%N9"`I
M5&H-+T8Q-"`Q(%1F#3$N-C(P-2`P(%1$#2TP+C`P,#$@5&,-+*#$Y.3@I5&H-
M+T8Q,R`Q(%1F#3(N,#DS.2`P(%1$#2TP+C`P,#0@5&,-+*&%N9"!W:6QL(&AA
M+T8Q-"`Q(%1F#3$N-C(P-2`P(%1$#2TP+C`P,#$@5&,-+*#$Y.3@I5&H-
M=F4@82!S:6UI;&%R(&EM<&%C="!I;B`I5&H-+T8Q-"`Q(%1F#3$R+C4R,3(@
M,"!41`TM,"XP,#`Q(%1C#2@R,#`P*51J#2]&,3,@,2!49@TQ+CDS,38@,"!4
M1`TM,"XP,#`U(%1C#2@N(%1H92E4:@TM,C@N-C65A2`D*51J#2]&,30@,2!4
M9@TR+C`U-C4@,"!41`TM,"XP,#`R(%1C#3`N,#(P-R!4=PTH;6%T96QY("0I
M5&H-+T8Q-"`Q(%1F#3$N-C(P-2`P(%1$#2TP+C`P,#$@5&,-+*#$Y.3@I5&H-
M+3$S+C(W,3(@+3$N,C8S,B!41`TM,"XP,#`R(%1C#3`N,3$Y(%1W#5LH97AI
M;"!S:&]U;&0@8F4@<F5A9"!I;B!C;VYJ=6YC=&EO;B!W:71H('1H92!C;VYS
M=F4@82!S:6UI;&%R(&EM<&%C="!I;B`I5&H-+T8Q-"`Q(%1F#3$R+C4R,3(@
M9&EN9R!T:&4@<VAO<G0M=&5R;2!D96)T(&%N9"!T:&4@;&]N9RUT97)M(&1E
M8G0N("!4:&4@:6YC<F5A<V4@:6X@:6YT97)E<W0@97AP96YS92!W87,@<')I
M;6%R:6QY(&1U92!T;R!T:&4@:6YC<F5A<V4@:6X@=&AE(&QE=F5L(&]F(&1E
M8G0N("!4:&4@:6YC<F5A<V4@:6X@:6YT97)E<W0@97AP96YS92!W87,@<')I
M;6%R:6QY(&1U92!T;R!T:&4@:6YC<F5A<V4@:6X@=&AE(&QE=F5L(&]F(&1E
M8G0N("!4:&4@:6YC<F5A<V4@:6X@:6YT97)E<W0@97AP96YS92!W87,@<')I
M;6%R:6QY(&1U92!T;R!T:&4@:6YC<F5A<V4@:6X@=&AE(&QE=F5L(&]F(&1E
M8G0N("!4:&4@:6YC<F5A<V4@:6X@:6YT97)E<W0@97AP96YS92!W87,@<')I
M;6%R:6QY(&1U92!T;R!T:&4@:6YC<F5A<V4@:6X@=&AE(&QE=F5L(&]F(&1E
M;G-E(&8I,38N-"AO2!E87)N960@)"E4
M:@TO1C$T(#$@5$0-+3`N,#,U(#`@5$0-+3`N,#`P,2!4=PTH;6%T97)I86QL
M,R`Q(%1F#3`N,38U(%1C#2@H.35D*&EN(&%N(&UI;&QI;VX@:6X@*51J#2]&

M86=E(`T04&%R96YT(#$R(#`@4B` +U)E2!P86ED("0I751*#2]&,30@,2!49@TR,RXW #@V
M(#`@5$0 +3`N,#`P,B!48PTH #2!B86QA;F E
M(&%T($UA>2`I751*#2]&,30@,2!49@TQ "XY,S$T(#`@5$0 +3`N,#`P,B!4
M8PTH,3DI5&H +T8Q,R`Q(%1F#3`N.38U."`P(%1$#2TP+C`P,#4@5&, *"P@
M*51J#2]&,30@,2!49@TP+C0T,#,@,"!41`TM,"XP,#`Q(%1C#2@Q.3DX*51J
M#2]&,3,@,2!49@TQ+CDS,38@,"!41`TM,"XP,#`U(%1C#2@N("E4:@TM,32`I5&H +T8Q "`Q(%1F#30N,3$W."`P(%1$#2TP+C`P,C<@5&, *#(Y
M*51J#2]&,3,@,2!49@TP+CDV,#<@,"!41`TM,"XP,#,S(%1C#2@L("E4:@TO
M1C$T(#$@5&8 ,"XT,2`P(%1$#2TP+C`P,C<@5&, *#(P,#`I5&H +T8Q,R`Q
M(%1F#3$N.3(Q "`P(%1$#2TP+C`P,S(@5&, *"P@=&AE($ 0;7!A;GD@:&%D
M(&%V86EL86)L92`D*51J#2]&,30@,2!49@TQ,2XR,#8U(#`@5$0 ,"!48PTP
M(%1W#2@Q*51J#2]&,3,@,2!49@TP+C8R C<@,"!41`TM,"XP,#,Q(%1C#2TP
M+C`S,S@@5'< *&)I;&QI;VX@=6YD97(@:71S(&QO;F2!B92E=5$H +3@N,#DR."`M
M,2XR C,R(%1$#2TP+C`P.3$@5&, +3`N,#(W R!4=PTH97AT96YD960@86X@
M861D:71I;VYA;"!T=V\@>65A2!T
M:&4@0V]M<&%N>2P@5PS,C5S
M(&1I'!E;F1I='5R97,@:6X@*51J#2]&
M,30@,2!49@TR."XV 3(Y(#`@5$0 +3`N,#`P,2!48PTH,3DY RE4:@TO1C$S
M(#$@5&8 +3(X+C8U,CD@+3$N,C8S,B!41`TM,"XP,#`R(%1C#3`N,C0Y,2!4
M=PTH:6YC;'5D960@)"E4:@TO1C$T(#$@5&8 "XS #(V(#`@5$0 *#,P*51J
M#2]&,3,@,2!49@TP+CDV 3@@,"!41`TP(%1C#3`@5'< *"XI5&H +T8Q "`Q
M(%1F#3`N,C8V 2`P(%1$#2@R*51J#2]&,3,@,2!49@TP+CDQ 2`P(%1$#2TP
M+C`P,#,@5&, ,"XR #DQ(%1W#5LH;6EL;&EO;B!R96QA=&5D('1O(& 0;G T
M'!E;F1I='5R97,@:6X@*51J#2]&
M,30@,2!49@TV+C,U 3,@,"!41`TM,"XP,#`Q(%1C#2@R,#`P*51J#2]&,3,@
M,2!49@TQ+CDS,38@,"!41`TM,"XP,#`T(%1C#5LH+"!O*3$V+C(H9BDM,"XQ
M*"!W:&EC:"`D*5U42@TO1C$T(#$@5&8 "XT S,T(#`@5$0 +3`N,#`P,2!4
M8PTH,S&ES=&EN9R!S=&]R
M97,N(%)E;6%I;;FEN9R!C87!I=&%L*5U42@U4*@TP+C`Y,#D@5'< 6RAE>'!E
M;F1I='5R97,@87)E(''!!R:6UA2!R96QA=&5D('10(&EN9BDQ BXS*&]R
M;6%T:6]N('1E8VAN;VQO9WDL('1H92!#;VUP86YY7#,R 7,I751*#50J#3`N
M C$P,B!4=PTH9&ES=')I8G5T:6]N(&-E;G1E2!A2E=5$H +3`N.3&EM871E;'D@*51J#2]&,30@,2!49@TU+C8X.30@,"!4
M1`TM,"XP,#(W(%1C#2@S "#DI5&H +T8Q,R`Q(%1F#3`N-#`P."`P(%1$#2TP
M+C`P-"`P(%1$#2TP+C`P-"`P(%1$+C`P,R!4=PTH#2@S*51J#2]&,3,@,2!49@TP+C<@,"!41`TP(%1C#3`N,3(Q(%1W
M#2@P+C`P,2!4
M=PTH:6YC;'5D960@)"E4:@TO1C$T(#$@5&8 "XS #(V(#`@5$0 *#,P*51J

M 3$N,C(@;`U3#4)4#38N S4@,"`P(#8N S4@,S8@,C4X+C`P,B!4;0U;*%0I
M,3DN RAH92!A8V 0;7`I,3DN BAA;BDQ "XW*'EI;F<@3F]T97,@87)E(&%N
M(&EN=&5G'1'4W1A=&4@/#P@+T=3,B`Q,2`P(%(@+T=3,R`R,"`P
M(%(@/CX@#3X^(`UE;F10FH  34@,"!O8FH /#P@#2]4>7!E("]086=E(`T0
M4&%R96YT(#4Q(#`@4B` +U)E2!0*3DN.2AF*3`N
M,2@@4VEG;FE<,S,V8V%N="!!*3$R+C@H8V 0=6YT:6YG(%`I,C0N."AO;&EG
M:65S*5U42@TP(#`@,"`Q(&L ,"`M,2XS,S,(%1$#5LH4')I;F I<&QE5PS,C <*2!A;F0@86QL(' I9VYI7#,S F A;G0@2!I;G1E2`I5&H +T8Q "`Q(%1F#30N.#0U 2`P(%1$
M#2@S,"E4:@T01C$S(#$@5&8 ,"XY C4X(#`@5$0 +3`N,#`P 2!48PTH+"`I
M5&H +T8Q "`Q(%1F#3`N #2!I;EPS,S=U96YC92!O<&5R871I;F<@86YD(%PS,S9N86YC:6%L('!O
M;&EC:65S+"E4:@U4*@TP+C`U 34@5'< 6RAI;F L=61I;F<@1V%L>6%N7#,R
M 7,@9BDQ BXS*&]R('!E65A2!C;&]S97 T('1O($IA;C5A
M2!T:&4@8V%L96YD87(@
M>65A65A2`I5&H +T8Q "`Q(%1F
M#3$Q+C2!M87)K970@:6YV97 T;65N=',@=VET:"!O2!O*3$V+C,H9BDP+C$H(' U<'!L:65S(&8I,38N,RAOF5D+B!!3=&]R92!S=7!P;&EE2!C;VYS:7 T:6YG(&\I,38N,BAF*2TP+C$H(& A=&%L;V=U
M92!P'!E8W1E
M9"!F=71UF%T:6]N(&\I,38N "AF*3`H('!R;W!E2!FF%T
M:6]N(&%R92!R96UO=F5D(&9R;VT@=&AE*51J#50J#2TP+C`P S0@5&\ +3`N
M,#(Y "!4=PTH86 C;W5N=',',@=VET:"!!A;GD@'1E;F0@1F0@
MF5D(&]N(&$@';&]';G0B+S8@/%(0L:F;BXT*CTT(8&Q"*(8@!'T:*4*E-RT*T(6B
M87 E65A'!E8W1E9"!T;R!R969L96-T($%54*6YU87)E(&]F('1H92!F
M+C`Q,B`S 3$@5&T ,"XP+C`U-B`P(%1D("@I5&H +T8Q "`Q(%1F#3`N
M(%1$#3$N,#`V 2`P(%1$#2@S,"E4:@T01C$S(#$@5&8 ,"XY C4X(#`@5$0
M+C`W S,@5&8 ,"XP+C`U-B`P(%1D("@I5&H +T8Q "`Q(%1F#3`N
M+C`P-2`P(%1$#3$N,#`V 2`P(%1$#2@S,"E4:@T01C$S(#$@5&8 ,"XY C4X
M(#`@5$0 +3`N,#`P 2!48PTH+"`I5&H +T8Q "`Q(%1F#3`N
M(#`@5$0 +3`N,#`P 2!48PTH+"`I5&H +T8Q "`Q(%1F#3`N #2!I;EPS,S=U96YC
M5&H +T8Q "`Q(%1F#3`N

```
M;W!E2!A;F0@12DQ "XU*'%U:7!M96YT("E=5$H ,"`M,32!W87,@
M8V]M;6ET*2TR,"XX*'1E9"!T;R!N;VYC86YC96QA8FQE(&QE87 E2!Y96%R6EN9R!T97)M2!R96 O9VYI>F5S('1H
M92!R96QA=&5D(')E;G1A;"E4:@U4*@TP+C`P,S,@5&, ,"XR S$@5'< *&5X
M<&5N2!M86EN=&%I;G,@
M86X@:6YD:7)E8W0@*5U42@TO1C$T(#$@5&8 ,30N,30S.2`P(%1$#2TP+C`P
M,#(@5&, *#0S*51J#2]&,3,@,2!49@TP+CDV 3@@,"!41`U;*"4@;W!E2!A;F0@97%U:7!M96YT+"DM,C(T+C,H;F5T*5U42@TO1CD@,2!49@TR
M BXX C(U(#`@5$0 6R@D,2PR,CDL C$R*2TU #$X*"0Q+#,V,2PW C$I751*
M#454#37(I,3DN BAO;&P@=&%X97,@86YD
M(&)E;F5<,S,V=',I751*#2]&.2`Q(%1F#3(T+CDU CD@,"!41`U;*"0Q #DL
M,S(W*2TX S(V+C(H)#$U RPW.#4I751*#454#3,V 2XU "`T,#`N,C@@;0TV
M #@@ #`P+C(X(&P 4PU"5`TO1C$Q(#$@5&8  R`P(#`@ R`S C4N 30T(#0P
M,RXP 38@5&T 6RA$968I.2XV*&5R'0@72`  +T9O;G0@/#P@+T8R(#4@,"!2(“]&,R`V(#`@4B`O1C0@ R`P(%(@
M+T8U(#@@,"!2(“]& R`Q B`P(%(@+T8Y(#$W(#`@4B`O1C$Q(#$X(#`@4B` 
M+T8Q,R`R "`P(%(@+T8Q "`R 2`P(%(@/CX@#2]%>'1'4W1A=&4@/#P@+T=3
M,B`Q,2`P(%(@+T=3,R`R,"`P(%(@/CX@#3X^(`UE;F1O8FH  C0@,"!O8FH 
M/#P@#2]4>7!E(“]086=E(`TO4&%R96YT(#4Q(#`@4B`  +U)E&%B;&4@9V%I;BE4:@U4*@TM,"XP,#`R(%1C#3`N,#(R,2!4=PU;*&9R;VT@
M=&AE(' P;&ET+6\I,38N "AF9B!O*3$V+C0H9BDM,"XQ*"!!)D8@:6X@36%Y
M("E=5$H +T8Q "`Q(%1F#3$R+C@V "`P(%1$#3`N,#`P,B!48PTH,3DY."E4
M:@TO1C$S(#$@5&8 ,2XY,S(V(#`@5$0 +3`N,#`P,2!48PTH+"!T87@@969F
M96 T5PI(')E;&%T960@=&\@9V%I;G,@;VXI5&H +3$T+C2`I5&H +T8Q "`Q(%1F#30N.#,X B`P(%1$#2@S,"P@,3DY.2XI5&H +T8Q
M,R`Q(%1F#3DN,C(@,"`P(#DN 2`T 2`Q,C0N #`R(%1M#2TP+C`P,#,@5&, 
M,"XP S(T(%1W#2A);F O;64@=&%X('!A>6UE;G1S('=E2!F*3$V+C,H;W(@861D
M:71I;VYA;"!T87AE65A&5S(&%N9"!I;G1E
M65A2!I
M2!R97!A>6%B;&4@87,@
M9BDQ BXS*&]L;&]W2`I751*#2]&,30@,2!4
M9@TR "XX,C(T(#`@5$0 +3`N,#`P,2!48PTH,C`P,"E4:@TO1C$S(#$@5&8 
M,2XY,S$V(#`@5$0 +3`N,#`P,2!48PTH+"!397)I97,I5&H +3(W+C2!R961E96UE
M9"!T:&4@4V5R:65S($$@86YD(% E2PI5&H +3@N,C@Q,2`M,2XR C,R(%1$#2TP+C`P,#(@5&, ,"XQ 3`S(%1W
M#5LH=&AE(% E2P@87)E(&1U92!397!T96UB97(@*51J#2]&
M,30@,2!49@TR.2XS 3(Q(#`@5$0 *#(X*51J#2]&,3,@,2!49@TP+CDV 3@@
M,"!41`TP(%1C#3`@5'< *"PI5&H +T8Q "`Q(%1F#2TS,"XS,#`R(%1$#2TP+C`P
M>'1E;F1E9"!A;B!A9&1I+2E=5$H +3$N.3,Q B`M,2XR C,R(%1$#2TP+C`P
M,#,@5&, +3`N,#(P "!4=PTH=&EO;F%L('1W;R!Y96%R&EM871E("E4:@TO1C$T(#$@5&8 ,C4N
M.#0Y 2`P(%1$#3`@5&, ,"!4=PTH,"E4:@TO1C$S(#$@5&8 ,"XT.#(Y(#`@
M5$0 *"XI5&H +T8Q "`Q(%1F#3`N,C8V 2`P(%1$#2@Q*51J#2]&,3,@,2!4
M9@TP+C0X,CD@,"!41`TM,"XP,#`Q(%1C#3`N,3,R R!4=PU;*"4@;RDQ BXR
M*&8I+3`N,2@@=&AE*5U42@TM,C2!H87,@82!S:&5L9B!R96=I2!B
M92!I2!H86@@86X@:6YT97)E&5D(')A=&4@;RDQ BXT*&8I,"XU*"`I751*#2]&,30@,2!49@TX
M+C,V 3@@,"!41`TP(%1C#3`@5'< *#@I5&H +T8Q,R`Q(%1F#3`N #@R+C)`P
M(%1$#2@N*51J#2]&,30@,2!49@TP+C(V C4@,"!41`U;*"\I,BXP*"#I751*
M#2E4:@TO1C$S(#$@5&8 ,"XY C4X(#`@5$0 +3`N,#`P,2!48PTH+C,V("\I
M-5'< *"4@=&AE;W5G:"!!*=6QY("E4:@TO1C$T(#$@5&8  BXP #$@5&8  C`P,2!48PTH+C,V("\I
M+3`N,#`P,2!48PTH+C`P,2!48PTH+C)&5E=5$H +3(N,#$Y(#`@5$0 +3`N,#`P
M,#`S(#0S(#0Q,#0@5&, 5$H +3(N,#$Y(#`@5$0 +3`N,#`P,2!48PTH,C4I5&H
M#3`N,#`P,2!48PTH+C,V("\I-5'< *"4@=&AE;W5G:"!!*=6QY("E4:@TO1C$T(#$@
```

M,2!49@TQ-BXR,32P@86YD(&-A
M2P@:6X@86QL(&UA=&5R:6%L(')E2`I5&H-+T8Q-"`Q(%1F#3$Q+C2`I
M5&H-+T8Q-"`Q(%1F#3@N-3(Y-"`P(%1$#2@R.2E4:@T01C$S(#$@5&8-,"XY
M-C4X(#`@5$0-+3`N,#`P-2!48PTH+"`I5&H-+T8Q-"`Q(%1F#3`N-#0Y,R`P
M(%1$#2TP+C`P,#$@5&,-*#(P,#`I5&H-+T8Q,R`Q(%1F#3(N,3$T-"`P(%1$
M#2TP+C`P,#,@5&,-*%PH;VX@<&%G97,I5&H-+T8Q-"`Q(%1F#3,N.3$R,2`P
M(%1$#2TP+C`P,#$@5&,-*#2!A
M8V-E<'1E9"!I;B!T:&4@56YI=&5D(%-T871E2`I751*
M#2]&,30@,2!49@TS+CFEN9RE=5$H-
M5"H-+3`N,#$Q(%1W#5LH8V]S=',',@9BDM,3DN.2AO*3`H5PS,C4I,3DN-RAS*5U42@TR+C(T,#<@+3$N-38Y,B!41`TM,"XP,#@Y
M(%1C#2TP+C`S-38@5'<-6RAR96UA:6YI;F<@:6YT97)E2E=5$H-
M+3`N,32DP
M*"!F:6QE9"!A;B!A;65N9&5D($8I.2XW*&]R;2`Q,"U+(&8I+3$Y+C@H;W(@
M9FES8V%L('DI,3DN-RAE87(@96YD960@2F%N=6%R>2`S,"P@,3DY.2!T;R!R
M969L96-T('1H:7,I751*#50J#2TP+C`P,#(@5&,-+3`N,#,P,2!4=PU;*&%C
M8V]U;G1I;F<@8V@I,3DN-BAA;F=E*3$Y+C8H+B!02!R97!O7!E
M(#$@#2]&7!E(#$@#2]&2`Q,S,@,2]!;F=E=L92`Y,"`-+U-P;W1$7<&4@-T8Q-"`P(%1F#0U4D-&T4W!O=0\$9U
M;F-T:6]N("]2;W5N9"`-/CX@#65N9&]B:@TY,"`P(&]B:@T\/"`-+U1Y<&4@
M+T90;G1$97-C7!E(#0@
M#7-T7V(P35\\,%A3,D1*7TAT
M)%I60T\S*D1F4340=65N<2)=9W-%,$I'2VLP96(B,0HH8RII2EAN+%UC55`F
M(E\V:&=.254U*0I0;R(L)6Y&
M1'5K/7!'3"UA,5%B5#QC:CU7-V4E8[
M54UE4E=M3DHB+D9J=`HT8FI17FUF,RLP;VUP;C5I32)H9R9(=&$X."4D)41A
M/U9893AR36U%4'-1-$1%)%)C7TQ"3CQ//G5&:%U.938Y90I?)3`A/DP[:VX^
M72@P13Q033TY3EE=*FPA42).*UD[:$%>,5!Q-"U3;%YM9596,3TT+D$_5F1D
M949J)V%62&UI1F]=)0I$5BE0-%9F8F0N54]07DQ*
M3&5P2EXA*%$A/#%U7B)S,2=Q)FLW+5E4)VPQ)T4K;5E`;#MC/U\K6%I<3G(R
M2S,X50I&34\N;FQ08FAJ62MO*D0^6$\S7SL]-U1=6VPK-C9/(2]16RPE(48M
M94M855!')SI*=6$I.3$X95X_66`D:6IG8'%B27X^#65N9'-T"!;("TR,C$@+3(P-B`Q-#DX(#DT."!=)"!=(`TO1F]N=$$YA
M;64@+TA+2D5,1RM"=7)E875'2]P97)I;V02"]B+V\O3B]9+T(O96EG:'0O8R]#+W%U;W1E
M."-A,T5A/4!7*ETN9484MP-CQ8)F];/"EA1G4F0&1%.SDI,2\G:BY2=$4M/4%;+2]J33]83D]U
M/U-+:U8K=`HT9D2CQ16%U$<#A`5S,\1G,\+EM5.$].
M+RE"80HO,VXQ+#YM+4U?174C34XC:2='5R-L,R)R/$U>;EA:+V]G.PHB*TTD(UUC
M-71))BQB.C],-V!K4T)&:%P^3CDV-$DQ*5\Z(2,Z/5(Y9#-R/E=R4DH[.R%F
M4DXD-W)G0T1N,$!1-@IL<2U+=2XB-41:1S96-%@H7BMQ,45"5V8_*S)09B)P
M7EQ(35`J264X7W%`.3-F4BEO(V0$Y`66U+,R4N7`IB=7)@<6HR-E5-
M9D1A.C0M4#I>2$%*,$4Z10HC.6(E5%Y?*B59)E5K."$L/#MR9"Y0
M/W1`/29'8SAP03PY2BT^*T(Y-U!9."(G62(]64`U4D0L1CLY(TDT2"Q#2@IK
M96%S3U]B(TU4.C8I5SE$+FH\:3AS,F1R8CTH-S91/5=A,W)<,UDC6$94;3AL
M9"DR1F-,0DIF2V-N9U@_8&)`=`I31CM$3D)3/VLD8%Q91%LB3U(]$)>*W,W
M9B=I(5]"/5%<83EC0U5C67!)/C\C:%U?-5!5-F]=2S0T=%1?9D!?;`H[:2Y4
M5#!&6R8F.5$G1T!K)U=(0'!)36QG8SQ-+2%$43,V<&8M*3DK-E%%0"AP)F)%
M/"1M0EY-/$1!(SE>2$9,/3I,<75I.RHM+6@^6"M423$K+S%D
M35$L52='7G-03D0T6`HK9#\I)#XL7E-!4VDK2F5N:7$P6S1M1B1E2UTV(S9O
M8S(Q5#YS9T5466I0,%4[,UI-8%,E=6Q207$P0$UI9FER<0IL169#2CM7+5EB
M3U(L5&U/1$=/7ULW;7-T/G`[-3UI4"Y+*4E?8G-7
M5S)..%E)6R);-W0L:VE>:%0X-&MU2E$\:#A57"0P6@IE
M50I$*F1D;2@K13]S46LF+U,D.&9392199%1I23I%3E5I.CUE3#5@;%LR*T=E
M)CQP,5M#46I4+F5002M<2B)B+RXL(PI#-#IN.DPL/"<^/S`V*T@[62-U*VLH
M:EAU7S!/,65M<"MB*3%::70N/6E-+T\H)2$R9VLI5D-I5$<"9B45XR7B(V4B920V,S)&U94"-J
M2%Q58"],:B@H:0I;.UU-9BTT3T8[-4%23BY*92HH+4\E+%IB3B(S-STC;4A*
M0%M=:4)I:U=E0T-C:SX[,C5`7&4R;6A9+2YF3%@L9PIO)6@C:"\L/#D[9S%I
M+6QE)2U"3S!=8$=K0S4K<4%%:%CY!;5AI8%5!1E1%+U"(R5]&1'1%(G)F)
M8W%&9&-+,5)C32%B5E%[+61%`:69H-;DVO8S!C;W9D+2MU1S!U=8$=K
M6E1KE2]7!&,W9F*5)*9"SA+E.'J&2J.UU@K*P;.U2UU$ZP=*$/2E*D(DS4[F+6J
M8S?C.7@2D86&(6T-L2P%8Q]<)$D,J4W88D[CU1?B#]24S]S4C[9DA,8Y%&59
M6^B+Z9@6,;6@YRBJ-%Z.>R#"/_Q@3Z<]2"%3&)W?I(@SQK+W2HK[Z9AOJC9=
M5AZ-Y!?WK^QH,R6S^#]:ON:`*\H['0EF@SB2XK]L?Z^*)6?8$\-2E4=4YM+F
M)Y`.6I<:+GD#8*<4M%H8HEK9T1(N[I4W6&Q2]1WOJ9-KS1@ZQCH59$%*O0T^
M6VH=KG!>K)@2!UMM!-ZH`&/HT>6;^%XH6Y!S<"W66QT5+"SA8(P>TD.'1<-9
M+)U)?IM,CH?'2(*7J=M?[2%P8S(@WKU?$%VC9JE<#+>K2?BT0HG7V9M<^-<+
M7\5\#Y1*A*G8X6*OI)R!A^\%FDK.Y7X8!L%-E=MP1HY-YJVX0JL%:K%T3UCN

```
M+6Y.93ER(E8C.T1:)F@D:6IJ.%EL1GX^#65N9'-T"!;("TV-2`M,C2]X*0TO1F]N=$9I;&4S(#$P.2`P(%(@
M#3X^(`UE;F108FH-,3`Y(#`@;V)J#3P\("]&:6QT97(@6R`005-#24DX-41E
M8V]D92`O1FQA=&5$96-O9&4@72`O3&5N9W1H(#9E,H)$5C=&DQ/T-T56TZ/6Q>*2HV,R(L:B-#2C)%-D\D3T%M9W5"3"=?
M:CE;3U\E;0HC/W5A9BLJ7S-S*&9L0B(F92ET(C!+=#1?14!D26PA0"=69U)S8R;FE?4EM06@HI8G$\+&E5-6=A:5,B)%9J
M0FX\8TEG7E12264I3#]A+S-#63E2(S%716%.,W-)1SU&6E,E;5\R5T4F/V5M
M8E$^30HY2U`P,E-@<$`L3%8R;$9N;4@F5$A-5G!074]67D9M0%])43AO35(N
M9T\B)%-L2$943T@O9W-=(E!D1EM++SQ7
M9SUI16Q)8VY:-#]:2G`I<6(F+D9B7$-3)S-&/"0Y,5DF<#E`12=N448D9C@P
M)44]<7%M:3A%-2-F-S]23@HJ-U(7$]2$TA0VU/<2M.-75$7W,E824Y9"TP;0I4:"]S,CXS
M0C=K5"([0"/U:&I73%DI)2U93UDD1UMG1CQ9:G$S)51*-"4]
M05<\2&AB2%I?<&Y%<@I9*U<]245?.4ID7EA$5G`J1#(C5T!S9C\S5G$V,U99
M3494)SMG5C=&-3%B3C%H8U.UM>+D1PH^*D=<8CYB9#DR3BPR02M`(SDK6F)N)V@U.7(Q9UE>0SMB2&=<25XG27,H0R4P:34O
M,0HF.F-A1"(R7#8O(FDC.SU!<2Y/;R8U*UA"8E@[.UAD<$(N0CLT5CXZ0B8N
M3U!+5T]0<&$S;2LL:SUF/V5E6FTK<@I`:$M"52XB6$(C+DU1+B,L,$0W+"DB
M)C);;B0G1BY'2$T\*45G35,C-G,A5V$I1"IE8B1/,4)',D1)6VID.$%`3`HY
M<2AG/$\T2F)M*%(T4RXT(UA'1D.S-%
M56(Y(4I%)$5T;B-L5UE:321A;D!P=3]T(CA+0FDC;#,3H^3$@Z
M*VT\:&Q;4EM;05MH+SEF.B@F:4\M)UPW6B<^6&TE460X-"5"(M2DH\-R97,3$^0V!4+U9/7PHV
M8RAC-5)";$I7/REU.%X[8UUH<#!)5RLV:UMJ249I7$EJ3BA8/6\G16HN370T,C%@*V(W-4PV93LI9B5P7&$^:5I<7B1/*CD_7E8Q,BPT6%U-
M2@IM<2,J8BQR570^53E6;"9+84\J,DTY,3-:/CI>9B]60"YT=55BUB3VHZ)7(L<2%<
M1C`Y7UIA*#-M(T$W6BI!6TMR)VLY4V]075A20UYJ)#E>.E,\95!P7PI!*E$Y
M5G!G755375LN,BA@1CA11#TE(C)R6CAB)%)9.&Q=1#Y.64`Z0&PQ8FA9,45`
M8E<\:RHK.#HU)4,[-C8S9@HO-RHL2%IM-$ES/$IH2E)C/#0W0RIJ,DPP1DAE
M.6HH*RE;6T])7R1942YA96P[<4MA+E8G0SQC5UA75FTL1&YC10I(6%`\9ETN
M)5Q9:ETE44=A85%C8",G.5%-:5<_*R%O5E1M9E`Q*DI),4!-+%E%)%=E2R]M
M743#EL,$Q);0IK,UIS)F%N1$YO,3]2=6MK="Q;,&]$.U4Z<7%=32<&)98S$\.#TR7#,I4T=1*$9M3`IO3"5FA#3',S8C9`,&AK<5XT.E4M7R=6(3QL4DEN
M)W`Q1$U=)"LQ5BIG1DQM1VPC3"@T)@HL0E!$4"AG:RE$*4DG83-00B]6571'*$Y%;7-1-G`O65Q,5"ED:%5S8S12/%(U5F=>
M)D%265!Q(VY(*S8[*W1=)E12.EAR0V]1/T9+:EE5,5M3-3E*.&4A*#M4:$HH
M-0II1FI-(5]S,%M@*4586"HC7F0I2#5A.$X\9"YM9FY>:&9:7U)E144K)V%N
M:5TA;3`Z5D)2/5Y5,W,N73YL)F)"9`ID.FHZ=7)C,BQ-(G)/5&PQ1B943CAG
M.EDO(CI@-R=2+4!745U=.E167TDC/T!:-5=-55YI.D=7,%-2/CY!9TTX/@I5
M5W!J8C%"1T5T*C!6)&--;$9O8&(N<'-:76];;<3,W75\Q1TXQ,UHK0&Y$="TO
M+VY69UYG+R9M*RMG:28F-L/0I6;R=H
M-6M$24,S/3UP12QO,2$W*BU$:D]%/SEI2ETV1'-%<%!?7E8L(6DI7DDT:ETE
M6&QG5$99/V@R)69H24]H=`HQ3F]5;F5$.4,])W0K85DV96`U75]I13%39CM'
M.U1D,25*)RDP6$9P,EQ2.U!.8R=0:#]L4B@Q)F1B.%ID*4EI5`IH+R=/4T@F
M7U=#5T,O*59B0',L;$Y*/$ME5&8K(2,^=%E$*7%N<#)I,$8N/U\E=2%+3$E3
M6C9"3DHE;5ME1SYD;`I5560L26$^.2\C4'!'+59`=&(O/B@U6%XL03=U3#YO
M)&8B3V,B/4-@/T4Z,#XV<#XO(3\C55DP5V-=-#,Z3&AG5@HX,$)**"HL6$4F
M32\I,4,P<4<\)T5&0V)=(T4I8$\U7'$X6UYL3F!/.FU`4B8K;4TX5VY84W1>
M2"XI26U/.&]63@I83BIT(BML.VTF9FLR.VU65#%%3%TG030K4VEA.5XL851C*&XQ3V-E3RHL02XI0$-P*U%1/D-:7U-/;U!"
M77X^#65N9'-T"!;("TW."`M,C8R(#$T,C4@
M.#0X(%T@#2]&;VYT3F%M92`O2$M*1T%*+E)(4E)(4`I%>#@:5WA&5V7=4#!$4D6,D0=NWOjdCTJE9wTw<M0h0E9Uu[Pe8N
M1$=J02AM:CE;+5,V:T3@HY9W%D<4A>2TA2+#Y$2CE;160A5T$H)G!757%"3B-'
M)E9'2UQ?8U=41V5L<48B.REN15%G9"=4M*9R9026E+*RY>+F8H16DX
M-B8F+EM5*S\E6F=2:"$V,3PE1`HI)2-N8CAH-$1K*BDH:R(V<35&64%*1C%)
M4BXS9"Q10R]#3V(W1&I$)S!M8ETG13`]:$M0=$1Q2&)134%//E]5,`HN)T1+
M5E61I97)E"`016-I
!"
```


Exhibit No.	Document
10.17	Employment Agreement by and between The Limited, Inc. and Leonard A. Schlesinger dated as of October 1, 1999.
11	Statement re: Computation of Per Share Earnings.
12	Statement re: Computation of Ratio of Earnings to Fixed Charges.
13	Excerpts from the 1999 Annual Report to Shareholders including "Financial Summary," "Management's Discussion and Analysis," "Consolidated Financial Statements and Notes to Consolidated Financial Statements" and "Report of Independent Accountants" on pages 64 through 81.
21	Subsidiaries of the Registrant.
23	Consent of Independent Accountants.
24	Powers of Attorney.
27	Financial Data Schedule.
99	Annual Report of The Limited, Inc. Savings and Retirement Plan.