SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended January 29, 1994

OR

[_] TRANSITION 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)

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

Three Limited Parkway, P.O. Box 16000, Columbus, Ohio	43230
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (614) 479-7000

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

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

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 25, 1994: $5,877,912,414.

Number of shares outstanding of the registrant's Common Stock as of March 25, 1994: 357,869,632.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's annual report to shareholders for the fiscal year ended January 29, 1994 are incorporated by reference into Part I and Part II, and portions of the registrant's proxy statement for the Annual Meeting of Shareholders scheduled for May 23, 1994 are incorporated by reference into Part III.

PART I

ITEM 1. BUSINESS.

General.

The Limited, Inc., a Delaware corporation (the "Company"), is principally engaged in the purchase, distribution and sale of women's apparel. The Company operates an integrated distribution system which supports the Company's retail activities. These activities are conducted under various trade names through the retail stores and catalogue divisions of the Company. Merchandise is targeted to appeal to customers in specialty markets who have distinctive consumer characteristics, and includes regular and special-sized fashion apparel available at various price levels. The Company's merchandise includes shirts, blouses, sweaters, pants, skirts, coats, dresses, lingerie and accessories and, to a lesser degree, men's apparel, children's apparel, fragrances, bed, bath, personal care products and specialty gift items. The Company's wholly-owned credit card bank, World Financial Network National Bank, provides credit services to customers of the retail and catalogue divisions of the Company.

Description of Operations.

General.

As of January 29, 1994, the Company operated twelve retail divisions and one catalogue division (Victoria's Secret Catalogue). The following chart reflects the retail divisions and the number of stores in operation in each division at January 29, 1994 and January 30, 1993.

	NUMBER OF STORES	
RETAIL DIVISION	January 29, 1994	January 30, 1993
Express	673	640
Lerner New York	877	915
The Limited	746	759
Victoria's Secret Stores	570	545
Lane Bryant	817	809
Structure	394	330
The Limited Too	184	185
Bath & Body Works	194	121
Abercrombie & Fitch	49	40
Henri Bendel	4	4
Cacique	108	71
Penhaligon's	7	6
Total	4,623	4,425

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

Fiscal Year	Beginning of Year	Acquired	Opened	Closed	Sold	End of Year
1989	3,497	-	296	(65)	(384)/1/	3,344
1990	3,344	7	456	(47)	-	3,760
1991	3,760	-	484	(50)	-	4,194
1992	4,194	-	323	(92)	-	4,425
1993	4,425	-	322	(124)	-	4,623

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/1/ This figure represents the sale of the Lerner Woman stores effective April 30, 1989.

The Company also operates Mast Industries, Inc., a contract manufacturer and apparel importer, and Gryphon Development, Inc. ("Gryphon"). Gryphon creates, develops and contract manufactures most of the bath and personal care products sold by the Company.

During fiscal year 1993, the Company purchased merchandise from approximately 4,000 suppliers and factories located throughout the world. Approximately 57% of the Company's merchandise is purchased in foreign markets and a portion of merchandise purchased in the domestic market is manufactured overseas. Company records, however, do not allocate between foreign and domestic sources for merchandise purchased domestically. 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, where the merchandise is received and inspected. The Company uses common and contract carriers to distribute merchandise and related materials to its stores. The Company's divisions generally have independent distribution capabilities and no division receives priority over any other division. There are no distribution channels between the divisions.

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 a full selection of current merchandise. The Company emphasizes rapid turnover and takes markdowns where 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 apparel industry, the Company experiences its peak sales activity during the Fall season. This seasonal sales pattern results in increased inventory and accounts receivable during the Fall and Christmas selling periods. During fiscal year 1993, the highest inventory level approximated $1.167 billion at the November, 1993 month-end and the lowest inventory level approximated $760 million at the January, 1994 month-end.

Merchandise sales are paid for in cash, personal check or by credit cards issued by the Company's wholly-owned credit card bank, World Financial Network National Bank ("WFNNB"), for customers of Express, Lerner New York, Limited Stores, Lane Bryant, Structure, Victoria's Secret Catalogue and Henri Bendel, as well as credit cards issued by third party banks and other financial institutions. Further information related to WFNNB's loan balances and allowance for uncollectible accounts is contained in Note 3 of the Notes To Consolidated Financial Statements included in The Limited, Inc. 1993 Annual Report to Shareholders, portions of which are annexed hereto as Exhibit 13 (the "1993 Annual Report") and Financial Statement Schedule VIII to this Form 10-K, and is incorporated herein by reference.

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

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

Express

Express brings international women's sportswear and accessories with a distinctive European point of view to fashion forward women in a spirited continental store environment.

Lerner New York

Lerner New York is a moderate-priced specialty retailer of conventional women's sportswear, ready-to-wear and coats.

The Limited

The Limited offers a full range of fashion forward private label sportswear, ready-to-wear and accessories for women.

Victoria's Secret Stores

Victoria's Secret Stores offers lingerie, beautiful fragrances and romantic gifts in an atmosphere of "pure indulgence".

Lane Bryant

Lane Bryant focuses on sportswear, ready-to-wear, coats and intimate apparel for the fashion-conscious large size woman.

Victoria's Secret Catalogue

Victoria's Secret Catalogue sells women's lingerie, sportswear and ready-to-wear via catalogue.

Structure

Structure offers a men's sportswear collection with a distinct international flavor. The store environment mixes classic Palladian and modern architectural styles to appeal to men with a good sense of fine design.

The Limited Too

The Limited Too offers fashionable casual sportswear for girls wearing sizes 6 to 14.

Bath & Body Works

Bath & Body Works provides personal care products for women and men.

Abercrombie & Fitch Co.

Abercrombie & Fitch provides spirited traditional sportswear for young-thinking men and women.

Henri Bendel

Henri Bendel offers glamorous and sophisticated women's fashions in an exclusive shopping environment.

Cacique

Cacique offers fashion lingerie and gifts in an European shopping environment.

Penhaligon's

Penhaligon's designs, distributes, wholesales and retails a variety of perfumes, toiletries, grooming accessories and antique silver gifts.

Additional information about the Company's business, including its revenues and profits for the last three years and the selling square footage and other information about each of the Company's operating divisions, is set forth under the caption "Management's Discussion and Analysis" of the 1993 Annual Report and is incorporated herein by reference.

Competition.

The sale of apparel and personal care products through retail stores is a highly competitive business with numerous competitors, including individual and chain fashion specialty stores and department stores. Design, price and quality are the principal competitive factors in retail store sales. The Company's catalogue divisions compete with numerous national and regional catalogue merchandisers in catalogue sales. Design, price, quality and catalogue presentation are the principal competitive factors in catalogue 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, both through stores and catalogues.

ASSOCIATE RELATIONS.

On January 29, 1994, the Company employed approximately 97,500 associates, 70,800 of whom were part-time. In addition, temporary associates are hired during peak periods, such as the Christmas season.

ITEM 2. PROPERTIES.

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 and Andover, Massachusetts.

The distribution and shipping facilities owned by the Company consist of seven buildings located in Columbus, Ohio, comprising approximately 5.2 million square feet. The operations of WFNNB are located in two leased facilities in the Columbus area, which, in the aggregate, cover approximately 200,000 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 1994 and 2014 and generally do not 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 defray 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 3. LEGAL PROCEEDINGS.

Not applicable.

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

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, 1994.

Leslie H. Wexner, 56, 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, 47, was promoted to Vice Chairman and Chief Financial Officer of the Company in June 1993. Mr. Gilman was the Executive Vice President and Chief Financial Officer of the Company for more than five years prior thereto.

Michael Weiss, 52, was promoted to Vice Chairman of the Company in June 1993. Mr. Weiss was the Chief Executive Officer of the Company's Express division for more than five years prior thereto.

Bella Wexner, over 65 years of age, has been the Secretary of the Company for more than five years.

Martin Trust, 59, has been President of Mast Industries, Inc., a wholly-owned subsidiary of the Company, for more than five years.

Arnold F. Kanarick, 51, has been Executive Vice President and Director of Human Resources since October 1992. Mr. Kanarick was Vice President, Human Resources of Analog Devices, a manufacturer of semiconductors, from 1985 to 1992.

Wade H. Buff, 59, has been Vice President-Internal Audit for more than five years.

Alfred S. Dietzel, 62, has been Vice President-Financial and Public Relations of the Company for more than five years.

Barry Erdos, 50, was promoted to Vice President and Corporate Controller of the Company in August 1993. Mr. Erdos was Executive Vice President and Chief Financial Officer of the Company's Henri Bendel division for more than five years prior thereto.

Samuel Fried, 42, has been Vice President and General Counsel of the Company since November 1991. Mr. Fried was Vice President and General Counsel of Exide Corporation, a manufacturer of automotive and industrial batteries, from February 1987 to October 1991.

William K. Gerber, 40, was promoted to Vice President of Finance of the Company in August 1993. Mr. Gerber was Vice President and Corporate Controller of the Company for more than five years prior thereto.

Patrick C. Hectorne, 41, was promoted to Treasurer of the Company in August 1993. Mr. Hectorne was Assistant Treasurer of the Company for more than five years prior thereto.

Charles W. Hinson, 57, has been President-Store Planning of the Company for more than five years.

Timothy B. Lyons, 48, has been Vice President of Taxes of the Company for more than five years.

Edward Razek, 45, was promoted to Vice President and Director of Marketing of the Company in November 1993. Mr. Razek was the Executive Vice President of Marketing for Limited Stores for more than five years prior thereto.

George R. Sappenfield, III, 43, was promoted to President-Real Estate of the Company in July 1993. Mr. Sappenfield was Vice President-Real Estate for more than five years prior thereto.

Bruce A. Soll, 36, has been Vice President of the Company since October 1991. Mr. Soll was Counselor/Director of Policy Planning for the U.S. Department of Commerce from February 1989 to September 1991, Counselor for the Bush-Quayle campaign and Presidential Inaugural Committee from 1988 to 1989 and Director of Finance of President Reagan's Foundation and Library from 1985 to 1988.

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

PART II

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

Information regarding markets in which the Company's common stock was traded during fiscal years 1993 and 1992, approximate number of holders of common stock, and quarterly cash dividend per share information of the Company's common stock for the fiscal years 1993 and 1992 is set forth under the caption "Market Price and Dividend Information" of the 1993 Annual Report and is incorporated herein by reference.

ITEM 6. SELECTED FINANCIAL DATA.

Selected financial data is set forth under the caption "Financial Summary" of the 1993 Annual Report and is incorporated herein by reference.

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

Management's discussion and analysis of financial condition and results of operations is set forth under the caption "Management's Discussion and Analysis" of the 1993 Annual Report and is incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

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 1993 Annual Report and are incorporated herein by reference.

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

Not applicable.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.

Information regarding directors of the Company is set forth under the captions "ELECTION OF DIRECTORS - Nominees and Directors", "- Business Experience" and "- Information Concerning the Board of Directors" on pages 1 through 4 of the Company's proxy statement for the Annual Meeting of Shareholders to be held May 23, 1994 (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. Information regarding family relationships is set forth under the caption "PRINCIPAL HOLDERS OF VOTING SECURITIES" on page 13 of the Proxy Statement and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION.

Information regarding executive compensation is set forth under the caption "EXECUTIVE COMPENSATION" on pages 6 through 8 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 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

Information regarding the security ownership of certain beneficial owners and management is set forth under the caption "ELECTION OF DIRECTORS - Security Ownership of Directors and Management" on pages 4 and 5 of the Proxy Statement and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Information regarding certain relationships and related transactions is set forth under the caption "ELECTION OF DIRECTORS - Business Experience" on pages 2 and 3 of the Proxy Statement and is incorporated herein by reference.

PART IV

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

(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, 1994, January 30, 1993 and February 1, 1992.

Consolidated Balance Sheets as of January 29, 1994 and January 30, 1993.
Consolidated Statements of Shareholders' Equity for the fiscal years ended January 29, 1994, January 30, 1993 and February 1, 1992.
Consolidated Statements of Cash Flows for the fiscal years ended January 29, 1994, January 30, 1993 and February 1, 1992.
Notes to Consolidated Financial Statements.
Report of Independent Accountants.

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

The following consolidated financial statement schedules of The Limited, Inc. and subsidiaries are filed as part of this report pursuant to ITEM 14(d):

V. Property, Plant and Equipment.
VI. Accumulated Depreciation and Amortization of Property, Plant and Equipment.
VIII. Valuation and Qualifying Accounts.
IX. Short-term Borrowings.

All other schedules are omitted because the required information is either presented in the financial statements or notes thereto, or is not applicable, required or material. Columns omitted from schedules filed have been omitted because the information is not applicable.

(a)(3) List of Exhibits.

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 February 2, 1991 (the "1990 Form 10-K").

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. $900,000,000 Credit Agreement dated as of August 30, 1990 (the "Credit Agreement") among the Company, Morgan Guaranty Trust Company of New York and certain other banks (collectively, the "Banks"), incorporated by reference to Exhibit 4.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 4, 1990, as amended by Amendment No. 1 dated as of December 4, 1992, incorporated by reference to Exhibit 4.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended October 31, 1992.

4.3. $280,000,000 Credit Agreement dated as of December 4, 1992 among the World Financial Network National Bank, the Company, the Banks and Morgan Guaranty Trust Company of New York, incorporated by reference to Exhibit 4.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended October 31, 1992.

4.4. 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.

4.5. Copy of the form of Global Security representing the Company's 8 7/8% Notes due August 15, 1999, incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated August 14, 1989.

4.6. 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.

4.7. 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").

4.8. 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.

The Company undertakes to furnish to the Commission, upon request, a copy of each instrument defining the rights of holders of certain privately placed long-term debt securities aggregating $100,000,000 of the Company not filed herewith. The total amount of debt securities issued under such instruments does not exceed 10% of the total consolidated assets of the Company.

10. Material Contracts.

10.1. The Restated 1981 Stock Option Plan of The Limited, Inc., incorporated by reference to Exhibit 28(b) to the Company's Registration Statement on Form S-8 (File No. 33-18533) (the "Form S-8").

10.2. The 1987 Stock Option Plan of The Limited, Inc., incorporated by reference to Exhibit 28(a) to the Form S-8.

10.3. 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").

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

10.5. Form of Indemnification Agreement between the Company and the directors and officers of the Company, incorporated by reference to Exhibit A to the Company's definitive proxy statement dated April 18, 1988 for the Company's 1988 Annual Meeting of Shareholders held May 23, 1988.

10.6. Schedule of directors and officers who became parties to Indemnification Agreements effective May 23, 1988, incorporated by reference to Exhibit 19.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended October 29, 1988.

10.7. Supplemental schedule of officer who became a party to an Indemnification Agreement effective May 23, 1988 incorporated by reference to Exhibit 10.7 to the 1988 Form 10-K.

10.8. Supplemental schedule of directors and officers who became parties to Indemnification Agreements incorporated by reference to Exhibit 19.1 to the

Company's Quarterly Report on Form 10-Q for the quarter ended August 1, 1992.

10.9. Supplemental schedule of officer who became party to an Indemnification Agreement effective November 16, 1992.

10.10 Supplemental schedule of officer who became party to an Indemnification Agreement effective June 3, 1993, incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended July 31, 1993.

10.11 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).

11. Statement re Computation of Per Share Earnings.

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

13. Excerpts from the 1993 Annual Report to Shareholders.

22. Subsidiaries of the Registrant.

23. Consent of Independent Accountants.

24. Powers of Attorney.

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

(b) Reports on Form 8-K.

No reports on Form 8-K were filed during the fourth quarter of fiscal year 1993.

(c) Exhibits.

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

(d) Financial Statement Schedules.

The financial statement schedules filed with this report are listed in section (a)(2) of Item 14 above.

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 __, 1994

THE LIMITED, INC.
(registrant)

By /s/ KENNETH B. GILMAN
Kenneth B. Gilman,
Vice Chairman and
Chief Financial Officer

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 April __, 1994:

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, Chief Financial Officer and Principal Accounting Officer
/s/ MICHAEL A. WEISS * Michael A. Weiss	Director and Vice Chairman
/s/BELLA WEXNER* Bella Wexner	Director
/s/ MARTIN TRUST* Martin Trust	Director
/s/ E. GORDON GEE* E. Gordon Gee	Director
/s/ THOMAS G. HOPKINS* Thomas G. Hopkins	Director

/s/ DAVID T. KOLLAT*	Director
David T. Kollat	
/s/ CLAUDINE MALONE*	Director
Claudine Malone	
/s/ JOHN K. PFAHL*	Director
John K. Pfahl	
/s/ DONALD B. SHACKELFORD*	Director
Donald B. Shackelford	
/s/ ALLAN R. TESSLER*	Director
Allan R. Tessler	
/s/ RAYMOND ZIMMERMAN*	Director
Raymond Zimmerman	

*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.

By /s/ KENNETH B. GILMAN

Kenneth B. Gilman
Attorney-in-fact

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

THE LIMITED, INC.
(exact name of registrant as specified in its charter)

FINANCIAL STATEMENT SCHEDULES

(LOGO OF COOPERS & LYBRAND
APPEARS HERE)

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors
and Shareholders of
The Limited, Inc.

We have audited the consolidated financial statements of The Limited, Inc. and Subsidiaries as of January 29, 1994, and January 30, 1993, and for each of the three fiscal years in the period ended January 29, 1994, which financial statements are included on pages 72 through 84 of the 1993 Annual Report to Shareholders of The Limited, Inc. and incorporated by reference herein. We have also audited the financial statement schedules for each of the three fiscal years in the period ended January 29, 1994, listed in Item 14(a)(2) of this Form 10-K. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedules 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 consolidated financial position of The Limited, Inc. and Subsidiaries as of January 29, 1994 and January 30, 1993, and the consolidated results of their operations and their cash flows for each of the three fiscal years in the period ended January 29, 1994 in conformity with generally accepted accounting principles. In addition, in our opinion, the financial statement schedules for each of the three fiscal years in the period ended January 29, 1994 referred to above, when considered in relation to the basic financial statements taken as a whole, present fairly, in all material respects, the information required to be included therein.

/s/ Coopers & Lybrand

COOPERS & LYBRAND

Columbus, Ohio
February 14, 1994

Schedule V

THE LIMITED, INC. AND SUBSIDIARIES
PROPERTY, PLANT AND EQUIPMENT
FOR THE FISCAL YEARS ENDED JANUARY 29, 1994,
JANUARY 30, 1993 AND FEBRUARY 1, 1992
(IN THOUSANDS)

	Balance at Beginning of Fiscal year	Additions at Cost	Retirements and Sales	Balance at end of Fiscal Year
Fiscal year ended January 29, 1994				
Land, buildings and improvements	$ 512,283	$ 23,705	$ 24,990	$ 510,998
Furniture, fixtures and equipment	1,476,081	230,536	135,049	1,571,568
Leaseholds and improvements	677,115	33,902	204,759	506,258
Construction in progress	55,491	7,660	13,778	49,373
	$2,720,970	$295,803	$ 378,576	$2,638,197
Fiscal year ended January 30, 1993				
Land, buildings and improvements	$ 358,501	$153,795	$ 13	$ 512,283
Furniture, fixtures and equipment	1,225,293	314,110	63,322	1,476,081
Leaseholds and improvements	716,974	60,200	100,059	677,115
Construction in progress	154,966	(98,560)	915	55,491
	$2,455,734	$429,545	$ 164,309	$2,720,970
Fiscal year ended February 1, 1992				
Land, buildings and improvements	$ 237,466	$121,158	$ 123	$ 358,501
Furniture, fixtures and equipment	982,397	314,190	71,294	1,225,293
Leaseholds and improvements	643,177	116,658	42,861	716,974
Construction in progress	185,019	(28,924)	1,129	154,966
	$2,048,059	$523,082	$115,407	$2,455,734

Schedule VI

THE LIMITED, INC. AND SUBSIDIARIES
ACCUMULATED DEPRECIATION AND AMORTIZATION OF
PROPERTY, PLANT AND EQUIPMENT
FOR THE FISCAL YEARS ENDED JANUARY 29 1994,
JANUARY 30, 1993 AND FEBRUARY 1, 1992
(IN THOUSANDS)

	Balance at Beginning of Fiscal year	Additions at Cost	Retirements and Sales	Balance at end of Fiscal Year
Fiscal year ended January 29, 1994				
Land, buildings and improvements	$ 62,811	$ 19,219	$ 7,692	$ 74,338
Furniture, fixtures and equipment	541,520	178,121	66,036	653,605
Leaseholds and improvements	302,691	60,444	119,469	243,666
	$907,022	$257,784	$193,197	$971,609
Fiscal year ended January 30, 1993				
Land, buildings and improvements	$ 47,617	$ 15,205	$ 11	$ 62,811
Furniture, fixtures and equipment	458,079	141,215	57,774	541,520
Leaseholds and improvements	292,954	80,480	70,743	302,691
	$798,650	$236,900	$128,528	$907,022
Fiscal year ended February 1, 1992				
Land, buildings and improvements	$ 35,302	$ 12,315	$ -	$ 47,617
Furniture, fixtures and equipment	363,189	137,897	43,007	458,079
Leaseholds and improvements	254,495	70,252	31,793	292,954
	$652,986	$220,464	$ 74,800	$798,650

Schedule VIII

THE LIMITED, INC. AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS
FOR THE FISCAL YEARS ENDED JANUARY 29, 1994,
JANUARY 30, 1993 AND FEBRUARY 1, 1992
(IN THOUSANDS)

	Balance at Beginning of Fiscal Year	Charged to Costs and Expenses	Charged to Other Accounts	Deductions	Balance at End of Fiscal Year
ALLOWANCE FOR UNCOLLECTIBLE ACCOUNTS					
Fiscal year ended January 29, 1994	$24,973	50,803	-	40,879(A)	34,897
Fiscal year ended January 30, 1993	$24,678	40,026	-	39,731(A)	24,973
Fiscal year ended February 1, 1992	$24,167	50,609	(11)	50,087(A)	24,678

(A) - Write-offs, net of recoveries

Schedule IX

THE LIMITED, INC. AND SUBSIDIARIES
SHORT-TERM BORROWINGS
FOR THE FISCAL YEARS ENDED JANUARY 29, 1994,
JANUARY 30, 1993 AND FEBRUARY 1, 1992
(IN THOUSANDS)

Category of Aggregate Short-term Borrowings	Balance at End of Period	Weighted Average Interest Rate	Maximum Amount Outstanding During the Period	Average Amount Outstanding During the Period(1)	Weighted Average Interest rate During the Period (2)
Fiscal year ended January 29, 199					
Commercial paper	-	-	$294,300	$102,192	3.18%
Certificates of deposit	$ 15,700	3.44%	$ 19,100	$ 12,745	3.51%
Fiscal year ended January 30, 1993					
Commercial paper	$ 29,439	3.11%	$851,031	$592,210	3.64%
Certificates of deposit	$ 12,200	3.65%	$ 14,100	$ 1,513	4.19%
Fiscal year ended February 1, 1992					
Commercial paper	$363,758	4.05%	$794,035	$486,170	5.77%

(1) The average amount outstanding during the period was computed by dividing the sum of the daily principal balances by the number of days outstanding.

(2) The weighted average interest rate during the period was computed by dividing the actual interest expense by the related average short-term borrowings outstanding.

EXHIBIT INDEX

Exhibit No.	Document
11	Statement re Computation of Per Share Earnings.
12	Statement re Computation of Ratio of Earnings to Fixed Charges.
13	Excerpts from the 1993 Annual Report to Shareholders.
21	Subsidiaries of the Registrant
23	Consent of Independent Accountants.
24	Powers of Attorney.
99	Annual Report of The Limited, Inc. Savings and Retirement Plan.

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

THE LIMITED, INC.
(exact name of Registrant as specified in its charter)

EXHIBITS

EXHIBIT 11

THE LIMITED, INC. AND SUBSIDIARIES
COMPUTATION OF PER SHARE EARNINGS
(Thousands except per share amounts)

	Quarter Ended	
	January 29, 1994	January 30, 1993
Net Income	$196,327	$243,904
Common Shares outstanding:		
Weighted average	379,454	379,454
Dilutive effect of stock options	617	1,762
Weighted average treasury shares	(18,920)	(16,921)
Weighted average used to calculate net income per share	361,151	364,295
Net Income per share	$ 0.54	$ 0.67

	Year Ended	
	January 29, 1994	January 30, 1993
Net Income	$390,999	$455,497
Common Shares outstanding:		
Weighted average	379,454	379,454
Dilutive effect of stock options	957	1,503
Weighted average treasury shares	(17,177)	(17,219)
Weighted average used to calculate net income per share	363,234	363,738
Net Income per share	$ 1.08	$ 1.25

EXHIBIT 12

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

	Year Ended				
	January 29, 1994	January 30, 1993	February 1, 1992	February 2, 1991	February 3, 1990
Adjusted Earnings					
Pretax earnings	$644,999	$745,497	$660,302	$653,438	$573,926
Portion of minimum rent ($572,278 in 1993, $510,544 in 1992, $419,025 in 1991, $333,306 in 1990 and $275,116 in 1989) representative of interest	190,759	170,181	139,675	111,102	91,705
Interest on indebtedness	63,865	62,398	63,927	56,609	58,059
Amortization of debt expense	-	-	-	-	2,523
Total Earnings as Adjusted	$899,623	$978,076	$863,904	$821,149	$726,213
Fixed Charges					
Portion of minimum rent representative of interest	$190,759	$170,181	$139,675	$111,102	$91,705
Interest on indebtedness	63,865	62,398	63,927	56,609	58,059
Amortization of debt expense	-	-	-	-	2,523
Total Fixed Charges	$254,624	$232,579	$203,602	$167,711	$152,287
Ratio of Earnings to Fixed Charges	3.53x	4.21x	4.24x	4.90x	4.77x

EXHIBIT 13

EXCERPTS FROM THE 1993 ANNUAL REPORT TO SHAREHOLDERS

FINANCIAL SUMMARY

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

Fiscal Year	1993**	1992	1991*	1990*
SUMMARY OF OPERATIONS				
Net Sales	$7,245,088	$6,944,296	$6,149,218	$5,253,509
Gross Income	1,958,835	1,990,740	1,793,543	1,630,439
Operating Income	701,556	788,698	712,700	697,537
Income Before Income Taxes	644,999	745,497	660,302	653,438
Net Income	$390,999	$455,497	$403,302	$398,438
Net Income as a Percentage of Sales	5.4%	6.6%	6.6%	7.6%
PER SHARE RESULTS				
Net Income	$1.08	$1.25	$1.11	$1.10
Dividends	$.36	$.28	$.28	$.24
Book Value	$6.82	$6.25	$5.19	$4.33
Weighted Average Shares Outstanding	363,234	363,738	363,594	362,044
OTHER FINANCIAL INFORMATION				
Total Assets	$4,135,105	$3,846,450	$3,418,856	$2,871,878
Working Capital	$1,513,181	$1,063,352	$1,084,205	$884,004
Current Ratio	3.1	2.5	3.1	2.8
Long-Term Debt	$650,000	$541,639	$713,758	$540,446
Debt-to-Equity Ratio	27%	24%	38%	35%
Shareholders' Equity	$2,441,293	$2,267,617	$1,876,792	$1,560,052
Return on Average Shareholders' Equity	17%	22%	23%	28%
STORES AND ASSOCIATES AT END OF YEAR				
Total Number of Stores Open	4,623	4,425	4,194	3,760
Selling Square Feet	24,426,000	22,863,000	20,355,000	17,008,000
Number of Associates	97,500	100,700	83,800	72,500

+ Fifty-three week fiscal year.
* Includes the results of companies acquired subsequent to the date of acquisition.
** Includes the results of companies disposed of up to the disposition date.

[GRAPH APPEARS HERE]

See Appendix A attached hereto
for a description of graphic material.

CONTROLLED INVENTORIES AND EXPENSES, IS A MUST.

Fiscal Year	1989+**	1988*	1987	1986	1985*	1984+	1983
SUMMARY OF OPERATIONS							
Net Sales	$4,647,916	$4,070,777	$3,527,941	$3,142,696	$2,387,110	$1,343,134	$1,085,890
Gross Income	1,446,635	1,214,703	992,775	961,827	718,843	404,321	327,616
Operating Income	625,254	467,418	408,872	438,229	276,212	173,102	135,377
Income Before Income Taxes	573,926	396,136	378,188	394,780	239,317	157,495	134,939
Net Income	$346,926	$245,136	$235,188	$227,780	$145,317	$92,495	$70,939
Net Income as a Percentage of Sales	7.5%	6.0%	6.7%	7.2%	6.1%	6.9%	6.5%
PER SHARE RESULTS							
Net Income	$.96	$.68	$.62	$.60	$.40	$.26	$.20
Dividends	$.16	$.12	$.12	$.08	$.05	$.04	$.02
Book Value	$3.45	$2.64	$2.04	$2.07	$1.13	$.77	$.54
Weighted Average Shares Outstanding	361,288	360,186	376,626	376,860	365,638	361,262	360,372
OTHER FINANCIAL INFORMATION							
Total Assets	$2,418,486	$2,145,506	$1,929,477	$1,726,544	$1,494,313	$657,242	$425,240
Working Capital	$685,524	$567,639	$629,783	$586,827	$419,706	$180,960	$101,665
Current Ratio	2.4	2.2	2.9	2.7	2.2	2.0	1.8
Long-Term Debt	$445,674	$517,952	$681,000	$417,420	$670,744	$150,139	$68,763
Debt-to-Equity Ratio	36%	55%	93%	53%	166%	55%	36%
Shareholders' Equity	$1,240,454	$946,207	$729,171	$781,542	$404,075	$275,403	$192,576
Return on Average Shareholders' Equity	32%	29%	31%	38%	43%	40%	45%
STORES AND ASSOCIATES AT END OF YEAR							
Total Number of Stores Open	3,344	3,497	3,115	2,682	2,353	1,412	937
Selling Square Feet	14,374,000	14,296,000	12,795,000	11,320,000	10,460,000	5,166,000	3,667,000
Number of Associates	63,000	56,700	50,200	43,200	33,600	17,700	15,300

[GRAPH APPEARS HERE]

See Appendix A attached hereto
for a description of graphic material.

Management's Discussion and Analysis

RESULTS OF OPERATIONS

Net sales for the fourth quarter grew to $2.421 billion, an increase of 4% from $2.319 billion a year ago (excluding Brylane sales in each period). Net income was $196 million, compared to $244 million last year, and earnings per share were $0.54 versus $0.67 in 1992.

Net sales for the 52-week fiscal year ended January 29, 1994 were $7.245 billion, an increase in excess of $500 million from sales of $6.733 billion last year (excluding Brylane sales in each comparable period). Net income was $391 million compared to $455 million a year ago. Earnings per share were $1.08 compared to $1.25 last year.

The women's apparel businesses (Express, Limited Stores, Lerner, Lane Bryant and Henri Bendel) had a disappointing year, as their total sales were flat for the year, comparable store sales declined 5% and operating income declined in the fourth quarter and full year (with the exception of Henri Bendel for the full year).

In contrast, for the Company's non-women's apparel businesses (Victoria's Secret Stores, Victoria's Secret Catalogue, Structure, The Limited Too, Abercrombie & Fitch Co., Bath & Body Works, Cacique and Penhaligon's), 1993 was a particularly successful year as they increased their total sales by 27% and contributed in excess of 40% of the Company's pre-tax earnings.

Divisional highlights include the following:

- Victoria's Secret Stores delivered the highest operating income dollars in the Company and the best in their history.
- Victoria's Secret Catalogue produced the best fourth quarter and full year operating income in their history.
- Bath & Body Works had record profitability in the fourth quarter, and the year's largest increase in comparable store sales and operating income rate of the Company's businesses.
- The Limited Too more than doubled their profitability and had record comparable store sales in the fourth quarter, and delivered record comparable store sales and their first ever profit for the full year.
- Abercrombie & Fitch Co. more than doubled their profitability in the fourth quarter, and also delivered their first ever profit for the full year.

FINANCIAL SUMMARY

The following summarized financial data compares 1993 to the comparable periods for 1992 and 1991:

(Sales in millions)	1993	1992	1991	% Change 1993-92	% Change 1992-91
Retail Sales	$6,567	$6,153	$5,388	7%	14%
Catalogue Sales	678	791	761	(14%)	4%
Total Net Sales	$7,245	$6,944	$6,149	4%	13%
Increase (Decrease) in Comparable Store Sales	(1%)	2%	3%		
Retail Sales Increase Attributable to New and Remodeled Stores	8%	12%	14%		
Retail Sales per Average Selling Square Foot	$278	$285	$288	(2%)	(1%)
Retail Sales per Average Store (thousands)	$1,452	$1,428	$1,355	2%	5%
Average Store Size at End of Year (square feet)	5,284	5,167	4,853	2%	6%
Retail Selling Square Feet (thousands)	24,426	22,863	20,355	7%	12%
Number of Stores: Beginning of Year	4,425	4,194	3,760		
Opened	322	323	484		
Closed	(124)	(92)	(50)		
End of Year	4,623	4,425	4,194		

>OUR NON-WOMEN'S APPAREL BUSINESSES HAVE THE POTENTIAL TO BE MORE PROFITABLE THAN THE WOMEN'S DIVISIONS.

NET SALES

Fourth quarter 1993 sales of $2.421 billion were flat to last year due primarily to the sale of a 60% interest in the Brylane division on August 30, 1993. Excluding Brylane sales from last year, fourth quarter sales would have increased 4% due to an 8% increase in sales attributable to new and remodeled stores. Fourth quarter 1992 sales increased 18% primarily due to the productivity of comparable stores which increased 8%, combined with the 9% increase in sales attributed to new and remodeled stores.

The 1993 retail sales increase is attributable to the net addition of new and remodeled stores. The Company added 322 new stores in 1993, remodeled 239 stores and closed 124 stores for a net addition of 198 stores and in excess of 1.5 million square feet of new retail selling space. However, average sales productivity declined slightly to $278 per square foot.

Catalogue sales decreased 14% in 1993, reflecting the sale of Brylane and the resulting elimination of their sales in the third and fourth quarters. Had last year's catalogue sales excluded Brylane, catalogue sales would have increased 19% as the number of books mailed during the year increased while the average demand per book decreased slightly.

In 1992, retail sales increased as a result of the 2% increase in comparable store sales combined with the net addition of 231 stores and approximately 2.5 million selling square feet. Average store size in 1992 increased 6% to 5,167 square feet, while sales per average store increased 5%, resulting in a slight decline in average sales productivity to $285 per square foot.

Catalogue sales increased 4% in 1992, reflecting a 3% increase in the number of books mailed, and a slight increase in customer demand per book.

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GROSS INCOME

Gross income decreased as a percentage of sales to 29.1% for the fourth quarter of 1993 from 32.2% for the same period in 1992. Merchandise margins, expressed as a percentage of sales, decreased 1.4% reflecting a higher level of promotional activity (particularly in the women's apparel businesses) to liquidate seasonal inventories. In addition, buying and occupancy costs as a percentage of sales, increased 1.6% primarily as a result of lower sales productivity associated with several of the Company's women's apparel businesses.

The fourth quarter 1992 gross income rate of 32.2% was flat when compared to 1991. Buying and occupancy costs, expressed as a percentage of sales, declined 1.0%, reflecting the favorable leveraging of these largely fixed costs by the 8% gain in comparable store sales. Merchandise margins, expressed as a percentage of sales, decreased by approximately the same amount, reflecting a generally higher level of promotional activity.

The 1993 gross income rate of 27.0% was 1.7% below the rate for 1992. Merchandise margins, expressed as a percentage of sales, decreased .4% reflecting higher promotional activity, notably in the fourth quarter. Buying and occupancy costs were not sufficiently leveraged (particularly at the Company's women's apparel businesses) and as a result, these costs increased approximately 1.2%, expressed as a percentage of sales.

The 1992 gross income rate of 28.7% was 0.5% below the rate for 1991. Buying and occupancy costs, as a percentage of sales, increased 0.5% during the year principally as a result of lower sales productivity associated with new and remodeled stores. Selling productivity, expressed in terms of sales per average selling square foot, is typically lower in new and remodeled stores during the initial years of operation because these stores are typically larger than average existing stores. Merchandise margins were about flat compared to the prior year.

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GENERAL, ADMINISTRATIVE AND STORE OPERATING EXPENSES

General, administrative and store operating expenses, expressed as a percentage of sales, were 15.1% in both the fourth quarter of 1993 and 1992. Management continues to emphasize selling payroll management and expense control.

These costs, expressed as a percentage of sales, were 17.4%, 17.3% and 17.6% for fiscal years 1993, 1992 and 1991. The major component of these costs is store payroll which for the last three years has increased at a comparable or lower rate than sales for the respective period. The Company anticipates this trend will continue in fiscal year 1994.

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SPECIAL AND NONRECURRING ITEMS

During 1993, management approved a restructuring plan which focused on the enhancement of core retail operations and the utilization of underperforming retail assets of the businesses. The specifics of the plan, as described more fully in Note 2 to the consolidated financial statements, included the following: the sale of a 60% interest in the Brylane mail order business; the acceleration of the store remodeling, downsizing and closing program at the Limited Stores and Lerner divisions; and the refocusing of the merchandise strategy at the Henri Bendel division.

The 60% sale of Brylane allows management to increase their focus on growing core retail operations as well as to improve the operations at underperforming divisions. In an effort to improve the performance of the Company's Limited Stores and Lerner divisions, management developed an action plan that focused on underperforming store assets, with the objective of properly sizing these stores and remodeling them in an up-to-date format by the end of 1995. In addition, the plan also included the closing of approximately 100 underperforming stores (primarily in the Lerner and Limited Stores retail businesses) and a writedown of underperforming assets to net realizable value.

The net impact of the restructuring plan, including the sale of the Company's interest in Brylane, is anticipated to be immaterial to future operations. The Company's reduced share of Brylane's operating income is expected to be offset by improved sales productivity and reduced depreciation and amortization costs resulting from the restructuring.

The Company also announced a program to repurchase up to $500 million of the Company's common stock over time as market conditions warrant. As of the end of the year, the Company had repurchased 5,287,600 shares at a cost of $93.3 million. Market conditions will dictate any future purchases.

INTEREST EXPENSE

	Fourth Quarter		Year-to-Date		
	1993	1992	1993	1992	1991
Average Daily Borrowings (in millions)	$848.2	$993.7	$822.5	$1,046.3	$877.4
Average Effective Interest Rate	7.62%	6.07%	7.76%	5.96%	7.29%

Interest expense increased slightly in the fourth quarter and for all 1993 as compared to the comparable periods in 1992. Higher interest rates increased costs approximately $3.3 million and $14.8 million respectively during the fourth quarter and all of 1993. The average effective interest rate increased primarily due to the Company's decision to capitalize on favorable long-term interest rates by issuing $250 million principal amount of 7 1/2% Debentures on March 15, 1993. The effective interest rate increase was offset by lower borrowing levels during the fourth quarter and all of 1993 which resulted in lower interest costs of approximately $2.2 million and $13.3 million, respectively.

OPERATING INCOME

Operating income, as a percentage of sales, was 9.6%, 11.4% and 11.6% for fiscal years 1993, 1992 and 1991. The decrease in 1993 was principally due to the 1.7% decline in gross income rate as discussed in more detail above.

GAIN ON ISSUANCE OF UNITED RETAIL GROUP, INC. STOCK

The 1992 results include a $9 million pre-tax gain which resulted from the March, 1992 initial public offering of United Retail Group, Inc. (URGI), a specialty retailer of large-size woman's apparel. URGI sold approximately 3.7 million shares of common stock at $15 per share and received total consideration of approximately $55.6 million. Prior to the initial public offering, the Company owned approximately a 33% equity interest; subsequent to the initial public offering, the Company's ownership was diluted to approximately 20%. See Note 1 to the consolidated financial statements for further discussion of this matter.

ACQUISITIONS

Gryphon Development, L.P. (Gryphon) creates, develops and manufactures most of the bath and personal care products sold by the Company. Prior to June 1, 1991, the Company owned approximately 50% of Gryphon and accounted for such investment using the equity method. Effective June 1, 1991, the Company acquired an additional 15% of Gryphon for $18.75 million and began including Gryphon in its consolidated financial statements.

Effective April 10, 1992, the Company acquired the remaining 35% of Gryphon for approximately $60 million and separately entered into a non-compete agreement with certain of the former Gryphon partners in return for warrants to purchase 1.5 million shares of the Company's common stock. This acquisition had no material effect on the Company's results of operations or financial condition.

>EARNING 10% AFTER-TAXES WILL BE ACHIEVED BY GROWING ALL OF OUR BUSINESSES TO THEIR POTENTIAL.

Management's Discussion and Analysis

Financial Condition

The Company's balance sheet at January 29, 1994 provides continuing evidence of financial strength and flexibility. The Company's debt-to-equity ratio was only 27% at the end of 1993 and the current ratio exceeded 3.1. A more detailed discussion of liquidity, capital resources and capital expenditures follows:

LIQUIDITY AND CAPITAL RESOURCES

Cash provided from 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 operations, including projected growth, seasonal requirements and capital expenditures. A summary of the Company's working capital position and capitalization follows:

(thousands)	1993	1992	1991
Cash provided by operating activities	$448,139	$754,128	$475,637
Working capital	$1,513,181	$1,063,352	$1,084,205
Capitalization:			
Long-term debt	$650,000	$541,639	$713,758
Deferred income taxes	275,101	274,844	267,315
Shareholders' equity	2,441,293	2,267,617	1,876,792
Total capitalization	$3,366,394	$3,084,100	$2,857,865
Additional amounts available under long-term credit agreements	$840,000	$811,000	$536,000

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

	1993	1992	1991
Debt-to-equity ratio (long-term debt divided by shareholders' equity)	27%	24%	38%
Debt-to-capitalization ratio (long-term debt divided by total capitalization)	19%	18%	25%
Interest coverage ratio (income before interest expense, depreciation, amortization and income taxes divided by interest expense)	15x	17x	15x
Cash flow to capital investment (net cash provided by operating activities divided by capital expenditures)	151%	176%	91%

Net cash provided by operating activities totalled $448.1 million, $754.1 million and $475.6 million for 1993, 1992 and 1991 and continues to serve as the Company's primary source of liquidity. During 1993 and 1992, cash provided by operating activities and the proceeds from the sale of a 60% interest in the Brylane division exceeded cash requirements for capital additions, business acquisitions and dividend payments.

Depreciation and amortization have increased as a result of the Company's continued investment in new and remodeled stores. Cash requirements for accounts receivable grew from the introduction of proprietary credit cards at the Limited Stores, Structure and Victoria's Secret Catalogue divisions during 1993. Cash requirements for inventories and accounts payable and accrued expenses have varied during the three year period based on sales volumes.

Investing activities included capital expenditures, primarily new and remodeled stores, the sale of 60% of the Company's interest in Brylane, reduced by income taxes on the gain on sale, and the two-step acquisition of Gryphon.

Financing activities included $93.3 million of common stock the Company repurchased in the fourth quarter, representing approximately 5.3 million shares. Cash dividends paid by the Company in 1993 increased 29% over cash dividends paid in both 1992 and 1991.

At January 29, 1994, the Company had available $840 million under their long-term credit agreements. In addition, the Company currently has the ability to offer up to $250 million of debt securities and warrants to purchase debt securities under a shelf registration statement after giving effect to the sale by the Company, in March 1993, of $250 million 7 1/2% Debentures due 2023.

CAPITAL EXPENDITURES

Capital expenditures amounted to $295.8 million, $429.5 million and $523.1 million for 1993, 1992 and 1991, respectively, of which $198.1 million, $258.2 million and $311.6 million were for new stores and remodeling and expanding existing stores. Approximately $29 million was expended in 1992 for the completion of the fulfillment center and office facility in Columbus, Ohio for Victoria's Secret Catalogue. In addition, office facilities previously committed under a long-term lease were acquired in 1992 for approximately $101 million.

The Company anticipates spending $375-$400 million for capital expenditures in 1994, of which $275-$300 million will be for new stores, the remodeling of existing stores and related improvements for the retail businesses. The Company expects that substantially all 1994 capital expenditures will be funded by net cash provided by operating activities.

The Company has announced its intention to add approximately 2.1 million selling square feet in 1994 which will result in a 9% increase over year-end 1993. It is anticipated the increase will result from the net addition of approximately 380 new stores and the remodeling of approximately 250 stores. A summary of stores and selling square feet by division for 1992 and 1993, and goals for 1994, follows:

				Change From	
	Goal-1994	1993	1992	1994-1993	1993-1992
EXPRESS					
Stores	751	673	640	78	33
Selling Sq. Ft.	4,746,000	3,902,000	3,470,000	844,000	432,000
LERNER NEW YORK					
Stores	848	877	915	(29)	(38)
Selling Sq. Ft.	6,542,000	6,802,000	6,963,000	(260,000)	(161,000)
THE LIMITED					
Stores	716	746	759	(30)	(13)
Selling Sq. Ft.	4,402,000	4,482,000	4,257,000	(80,000)	225,000
VICTORIA'S SECRET STORES					
Stores	610	570	545	40	25
Selling Sq. Ft.	2,676,000	2,346,000	2,029,000	330,000	317,000
LANE BRYANT					
Stores	827	817	809	10	8
Selling Sq. Ft.	3,954,000	3,852,000	3,755,000	102,000	97,000
STRUCTURE					
Stores	499	394	330	105	64
Selling Sq. Ft.	1,942,000	1,409,000	1,076,000	533,000	333,000
THE LIMITED TOO					
Stores	234	184	185	50	(1)
Selling Sq. Ft.	747,000	566,000	567,000	181,000	(1,000)
BATH & BODY WORKS					
Stores	319	194	121	125	73
Selling Sq. Ft.	496,000	248,000	132,000	248,000	116,000
ABERCROMBIE & FITCH CO.					
Stores	72	49	40	23	9
Selling Sq. Ft.	581,000	405,000	332,000	176,000	73,000
HENRI BENDEL					
Stores	4	4	4	0	0
Selling Sq. Ft.	93,000	93,000	93,000	0	0
CACIQUE					
Stores	115	108	71	7	37
Selling Sq. Ft.	344,000	318,000	186,000	26,000	132,000
PENHALIGON'S					
Stores	7	7	6	0	1
Selling Sq. Ft.	3,000	3,000	3,000	0	0
TOTAL RETAIL DIVISIONS					
Stores	5,002	4,623	4,425	379	198
Selling Sq. Ft.	26,526,000	24,426,000	22,863,000	2,100,000	1,563,000

>WE WILL MAINTAIN THE FINANCIAL STRENGTH NECESSARY TO EMBRACE CHANGE AND GROW THE BUSINESS.

IMPACT OF INFLATION

The Company's results of operations and financial condition are presented based upon 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 that the effects of inflation, if any, on the results of operations and financial condition have been minor.

ACCOUNTING FOR INCOME TAXES

Effective January 31, 1993, the Company adopted Statement of Financial Accounting Standard (SFAS) 109, "Accounting for Income Taxes." No cumulative effect adjustment was required as the difference in deferred income taxes under SFAS 109 and APB Opinion 11 was immaterial. The impact of adoption on the current year was also immaterial.

On August 10, 1993, the Federal income tax rate was retroactively increased 1% to 35% for 1993. As a result, it is estimated that the Company's effective tax rate will increase to 40% from 39% in future periods. There was no material impact from adjusting tax liabilities as a result of this retroactive increase. The Company believes this increase will not have a significant impact on future earnings.

ADOPTION OF ACCOUNTING STANDARDS

SFAS 112, "Employer's Accounting for Postemployment Benefits," was issued by the Financial Accounting Standards Board (FASB) in January, 1993. The Statement essentially requires, beginning in 1994, use of the accrual method of accounting for postemployment benefits such as salary continuation, severance pay, supplemental unemployment and disability related benefits if certain conditions are met. The Company believes that this pronouncement will have no material impact on the Company's financial statements under its current benefit structure.

[PICTURE OF GRAPH APPEARS HERE]

See Appendix A attached hereto for a description of graphic material.

Consolidated Statements of Income

(thousands except per share amounts)

	1993	1992	1991
NET SALES	$7,245,088	$6,944,296	$6,149,218
Costs of Goods Sold, Occupancy and Buying Costs	(5,286,253)	(4,953,556)	(4,355,675)
GROSS INCOME	1,958,835	1,990,740	1,793,543
General, Administrative and Store Operating Expenses	(1,259,896)	(1,202,042)	(1,080,843)
Special and Nonrecurring Items, net	2,617	-	-
OPERATING INCOME	701,556	788,698	712,700
Interest Expense	(63,865)	(62,398)	(63,927)
Other Income, net	7,308	10,080	11,529
Gain on Issuance of United Retail Group Stock	-	9,117	-
INCOME BEFORE INCOME TAXES	644,999	745,497	660,302
Provision for Income Taxes	254,000	290,000	257,000
NET INCOME	$390,999	$455,497	$403,302
NET INCOME PER SHARE	$1.08	$1.25	$1.11

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

[PICTURES OF GRAPHS APPEAR HERE]

See Appendix A attached hereto for a description of graphic material.

>OUR CUSTOMERS HELP TAKE OUR BUSINESSES IN NEW DIRECTIONS-TO NEW AVENUES OF DELIVERING MERCHANDISE AND SERVICE.

Consolidated Balance Sheets

(thousands)

ASSETS	JAN. 29,1994	JAN. 30, 1993
CURRENT ASSETS		
Cash and Equivalents	$320,558	$41,235
Accounts Receivable	1,056,911	837,377
Inventories	733,700	803,707
Other	109,456	101,811
TOTAL CURRENT ASSETS	2,220,625	1,784,130
PROPERTY AND EQUIPMENT, NET	1,666,588	1,813,948
OTHER ASSETS	247,892	248,372
TOTAL ASSETS	$4,135,105	$3,846,450
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts Payable	$250,363	$309,092
Accrued Expenses	347,892	274,220
Certificates of Deposit	15,700	-
Income Taxes	93,489	137,466
TOTAL CURRENT LIABILITIES	707,444	720,778
LONG-TERM DEBT	650,000	541,639
DEFERRED INCOME TAXES	275,101	274,844
OTHER LONG-TERM LIABILITIES	61,267	41,572
SHAREHOLDERS' EQUITY		
Common Stock	189,727	189,727
Paid-in Capital	128,906	127,776
Retained Earnings	2,397,112	2,136,794
	2,715,745	2,454,297
Less: Treasury Stock, at cost	(274,452)	(186,680)
TOTAL SHAREHOLDERS' EQUITY	2,441,293	2,267,617
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$4,135,105	$3,846,450

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

(PICTURE OF GRAPH APPEARS HERE)

See Appendix A attached hereto for a description of graphic material.

Consolidated Statements of Shareholders' Equity

(thousands)

	Common Stock	
	Shares Outstanding	Par Value
BALANCE, FEBRUARY 2, 1991	360,598	$189,727
Net Income	-	-
Cash Dividends	-	-
Exercise of Stock Options & Other	1,188	-
BALANCE, FEBRUARY 1, 1992	361,786	189,727
Net Income	-	-
Cash Dividends	-	-
Exercise of Stock Options & Other	862	-
Warrants Issued for Acquisition	-	-
BALANCE, JANUARY 30, 1993	362,648	189,727
Net Income	-	-
Cash Dividends	-	-
Purchase of Treasury Stock	(5,288)	-
Exercise of Stock Options & Other	441	-
BALANCE, JANUARY 29, 1994	357,801	$189,727

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

(PICTURES OF GRAPHS APPEAR HERE)

See Appendix A attached hereto for a description of graphic material.

Paid-in Capital	Retained Earnings	Treasury Stock, at Cost	Total Shareholders' Equity
$99,237	$1,480,866	$(209,778)	$1,560,052
-	403,302	-	403,302
-	(101,141)	-	(101,141)
1,692	-	12,887	14,579
100,929	1,783,027	(196,891)	1,876,792
-	455,497	-	455,497
-	(101,730)	-	(101,730)
6,598	-	10,211	16,809
20,249	-	-	20,249
127,776	2,136,794	(186,680)	2,267,617
-	390,999	-	390,999
-	(130,681)	-	(130,681)
-	-	(93,328)	(93,328)
1,130	-	5,556	6,686
$128,906	$2,397,112	$(274,452)	$2,441,293

[GRAPH OF WORKING CAPITAL APPEARS HERE]

See Appendix A attached hereto for a description of graphic material.

>WE'VE CLEARLY LEARNED THAT TEAMWORK IS KEY TO RESPONDING TO THE MARKETPLACE.

Consolidated Statements of Cash Flows

(thousands)

	1993	1992	1991
CASH FLOWS FROM OPERATING ACTIVITIES			
Net Income	$390,999	$455,497	$403,302
IMPACT OF OTHER OPERATING ACTIVITIES ON CASH FLOWS			
Depreciation and Amortization	271,353	246,977	222,695
Special and Nonrecurring Items	(2,617)	-	-
CHANGE IN ASSETS AND LIABILITIES			
Accounts Receivable	(219,534)	(101,545)	(65,536)
Inventories	70,006	(73,657)	(144,884)
Accounts Payable and Accrued Expenses	14,943	118,289	8,792
Income Taxes	20,773	82,369	30,371
Other Assets and Liabilities	(97,784)	26,198	20,897
NET CASH PROVIDED BY OPERATING ACTIVITIES	448,139	754,128	475,637
INVESTING ACTIVITIES			
Capital Expenditures	(295,804)	(429,545)	(523,082)
Businesses Acquired	-	(60,043)	(18,750)
Proceeds from Sale of Business	285,000	-	-
Tax Effect of Gain on Sale of Business	(64,750)	-	-
CASH USED FOR INVESTING ACTIVITIES	(75,554)	(489,588)	(541,832)
FINANCING ACTIVITIES			
Net (Repayments) Proceeds of Commercial Paper Borrowings and Certificates of Deposit	(25,939)	(322,119)	223,312
Repayments of Long-Term Debt	(100,000)	-	(50,000)
Proceeds from Issuance of Unsecured Notes	250,000	150,000	-
Dividends Paid	(130,681)	(101,730)	(101,141)
Purchase of Treasury Stock	(93,328)	-	-
Stock Options and Other	6,686	16,809	14,579
NET CASH (USED) PROVIDED BY FINANCING ACTIVITIES	(93,262)	(257,040)	86,750
NET INCREASE IN CASH AND EQUIVALENTS	279,323	7,500	20,555
Cash and Equivalents, Beginning of Year	41,235	33,735	13,180
CASH AND EQUIVALENTS, END OF YEAR	$320,558	$41,235	$33,735

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

(thousands except per share amounts)

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.

Investments in other entities (including joint ventures), which are more than 20 percent owned, 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 year 1993, 1992 and 1991 represent the 52-week periods ended January 29, 1994, January 30, 1993 and February 1, 1992.

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.

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 10-30 years for buildings and improvements and 3-10 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 which extend service lives are capitalized.

GOODWILL AMORTIZATION

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 principally over 30 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

Effective January 31, 1993, the Company adopted Statement of Financial Accounting Standards (SFAS) 109, "Accounting for Income Taxes." SFAS 109 requires a change from the deferred method of accounting for income taxes to 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 109, the effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. Under the deferred method, which was applied in 1992 and prior years, deferred income taxes are recognized for income and expense items that are reported in different years for financial reporting purposes and income tax purposes using the tax rate applicable for the year of calculation. Under the deferred method, deferred taxes are not adjusted for subsequent changes in tax rates.

SHAREHOLDERS' EQUITY

Five hundred million shares of $.50 par value common stock are authorized, of which 357.8 million and 362.6 million were outstanding, net of 21.7 million shares and 16.8 million shares held in treasury at January 29, 1994 and January 30, 1993. Ten million shares of $1.00 par value preferred stock are authorized, none of which has been issued.

NET INCOME PER SHARE

Net income per share is computed based upon the weighted average number of outstanding common shares, including the effect of stock options. There were 363.2 million, 363.7 million and 363.6 million weighted average outstanding shares for 1993, 1992 and 1991.

ISSUANCE OF SUBSIDIARY STOCK

Gains or losses resulting from stock issued by a subsidiary of the Company are recognized in current year's income. In 1992, the Company recognized a $9 million pre-tax gain which resulted from the March, 1992 initial public offering of the United Retail Group, Inc. A more detailed discussion of this matter is included under the heading "Gain on Issuance of United Retail Group, Inc. Stock" in Management's Discussion and Analysis on page 68 of this Annual Report.

2 SPECIAL AND NONRECURRING ITEMS

During 1993, the Company approved a restructuring plan which includes the following components: the sale of a 60% interest in the Brylane mail order business; the acceleration of store remodeling, downsizing and closing program at the Limited Stores and Lerner divisions; and the refocusing of the merchandise strategy at the Henri Bendel division.

On August 31, 1993, the Company sold 60% of its interest in the Brylane mail order business, receiving $285 million in cash proceeds. The transaction resulted in a pre-tax gain of approximately $203 million. Brylane distributes apparel through Lane Bryant Direct, Roaman's and Lerner Direct Catalogs.

To improve the underperforming divisions and expedite their turnaround, the Company decided to remodel and downsize a number of Limited and Lerner stores. The store remodels include both the expansion of store size and relocation of stores to other locations within the same mall. In either case, a remodel involves the destruction of certain existing assets. The downsizing of stores reduces the size of stores with substandard productivity and profit performance. The provision for remodels and downsizing aggregates approximately $35 million and includes the net book value of fixed asset writeoffs and lease termination payments.

In addition, the Company decided to close underperforming stores, primarily in the Lerner and Limited Stores retail businesses. These closings have been identified based on the profit performance of the store and an assessment of the quality of the real estate. The provision for store closings aggregates approximately $22 million and includes the operating losses through the date of closing, the net book value of abandoned fixed assets and lease termination payments.

This program includes the remodeling, downsizing and closing of approximately 360 Limited and Lerner stores by the end of 1995. The Company has closed approximately 60 of these stores and remodeled approximately 50 stores as of year-end.

The Company also estimated that, based on expected future cash flows, there was no expectation of realizing through future operations the existing carrying value of certain fixed and intangible assets at Lerner, Limited Stores and Henri Bendel, and other assets, and accordingly recorded a charge of approximately $143 million to reduce their net book value to an amount considered realizable in future periods.

The charges for these actions totalled approximately $200 million, of which approximately $173 million relates to non-cash charges for asset impairments, remodels and store closings.

A further discussion of this matter is included under the heading "Special and Non-recurring Items" in Management's Discussion and Analysis on page 67 of this Annual Report.

3 ACCOUNTS RECEIVABLE

Accounts receivable consisted of:

	1993	1992
Deferred payment accounts	$1,013,276	$755,822
Trade and other	78,532	106,528
Allowance for uncollectible accounts	(34,897)	(24,973)
	$1,056,911	$837,377

Finance charge revenue on the deferred payment accounts amounted to $174.5 million, $141.8 million and $131.5 million in 1993, 1992 and 1991, and the provision for uncollectible accounts amounted to $50.8 million, $40.0 million and $50.6 million in 1993, 1992 and 1991. These amounts are classified as components of the cost to administer the deferred payment program and are included in general, administrative and store operating expenses.

4 PROPERTY AND EQUIPMENT

Property and equipment, at cost, consisted of:

	1993	1992
Land, buildings and improvements	$510,998	$512,283
Furniture, fixtures and equipment	1,571,568	1,476,081
Leaseholds and improvements	506,258	677,115
Construction in progress	49,373	55,491
	2,638,197	2,720,970
Less: Accumulated depreciation and amortization	971,609	907,022
Property and equipment, net	$1,666,588	$1,813,948

5 LEASED FACILITIES AND COMMITMENTS

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

A summary of rent expense for 1993, 1992 and 1991 follows:

Store Rent:	1993	1992	1991
Fixed minimum	$540,381	$498,607	$380,291
Contingent	19,727	19,043	22,555
Total store rent	560,108	517,650	402,846
Equipment and other	31,897	37,228	38,734
Total rent expense	$592,005	$554,878	$441,580

At January 29, 1994, the Company was committed to noncancelable leases with remaining terms of one to forty years. A substantial portion of these commitments are store leases with initial terms ranging from ten to twenty years. Accrued rent expense was $99.1 million and $67.7 million at January 29, 1994 and January 30, 1993.

A summary of minimum rent commitments under noncancelable leases follows:

1994	$568,338
1995	559,356
1996	542,072
1997	523,249
1998	503,816
Thereafter	$2,695,394

6 LONG-TERM DEBT

Long-term debt consisted of:

	1993	1992
Commercial Paper	$ -	$29,439
Certificates of Deposit	-	12,200
7 1/2% Debentures due March, 2023	250,000	-

7.80% Notes due May, 2002	150,000	150,000
9 1/8% Notes due February, 2001	150,000	150,000
8 7/8% Notes due August, 1999	100,000	100,000
8.61% Notes due December, 1993	-	100,000
	$650,000	$541,639

The Company maintains two revolving credit agreements (the "Agreements") totalling $840 million. One Agreement provides the Company available borrowings of up to $560 million. The other Agreement provides World Financial Network National Bank, a wholly-owned consolidated subsidiary, available borrowings of up to $280 million. Borrowings outstanding under the Agreements are due December 4, 1997. However, the revolving terms of each of the Agreements may be extended an additional two years upon notification by the Company on the second and fourth anniversaries of the Effective Date, subject to the approval of the lending banks. Both Agreements have similar borrowing options, including interest rates which are based on either the lenders' "Base Rate," as defined, LIBOR, CD-based options or at a rate submitted under a bidding process. Aggregate commitment and facility fees for the Agreements approximate 0.15% of the total commitment. Both Agreements and certain of the Company's other debt agreements place restrictions on the amount of the Company's working capital, debt and net worth. No amounts were outstanding under the Agreements at January 29, 1994.

Both Agreements support the Company's commercial paper program which funds working capital and other general corporate requirements. No commercial paper was outstanding at January 29, 1994.

In February, 1993, the Company amended its shelf registration statement enabling it to issue up to $500 million of debt securities and warrants to purchase debt securities. Following the $250 million issuance of 7 1/2% Debentures due 2023 on March 15,1993, the Company has $250 million remaining under its shelf registration statement authorization.

At January 30, 1993, the 8.61% Notes, the commercial paper and the certificates of deposit were classified as long-term based on the Company's intention and ability to refinance the obligations on a long-term basis. Following the $250 million issuance of 7 1/2% Debentures in March, 1993, the Company retired the 8.61% Notes upon their maturity in December, 1993 and now classifies commercial paper and certificates of deposit as current liabilities based on their maturity.

All long-term debt outstanding at January 29, 1994 and January 30, 1993 is unsecured.

The Company periodically enters into interest rate swap agreements with the intent to manage the interest rate exposure of its debt portfolio. At January 29, 1994, the Company had two interest rate swap positions outstanding, each having a $100 million notional principal amount. One contract 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. The counterparty to the swap contract has an option to cancel the remaining term of the contract in July, 1995. The second contract effectively changes the interest rate on $100 million of fixed rate debt to a variable rate through November, 1995.

No long-term debt matures in years 1994-1998. Interest paid approximated $57.4 million, $60.0 million and $58.2 million in 1993, 1992 and 1991.

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7 INCOME TAXES

As discussed in Note 1, the Company adopted SFAS 109 effective January 31,1993. No cumulative effect adjustment was required for the adoption as the difference in deferred income taxes under SFAS 109 and APB Opinion 11 was immaterial. The impact of adoption on the current year was also immaterial.

The provision for income taxes consisted of:

CURRENTLY PAYABLE:	1993	1992	1991
Federal	$249,400	$174,900	$173,700
State	35,100	28,700	27,000
Foreign	6,400	6,400	4,500
	290,900	210,000	205,200
DEFERRED:			
Federal	(41,800)	62,700	41,800
State	4,900	17,300	10,000
	(36,900)	80,000	51,800
Total Provision	$254,000	$290,000	$257,000

>OUR FINANCIAL GOALS REQUIRE US TO STRETCH BEYOND OUR INDIVIDUAL "COMFORT ZONES."

The foreign component of pre-tax income, arising principally from overseas sourcing operations, was $54.8 million, $58.7 million and $44.5 million in 1993, 1992 and 1991.

A reconciliation between the statutory Federal income tax rate and the effective income tax rate follows:

	1993	1992	1991
Federal income tax rate	35.0%	34.0%	34.0%
State income tax, net of Federal income tax effect	4.0	4.0	3.7
Other items, net	.4	.9	1.2
	39.4%	38.9%	38.9%

Income taxes payable included current deferred tax assets of $41.1 million and $19.6 million at January 29, 1994 and January 30, 1993. The effect of temporary differences which gives rise to deferred income tax balances at January 29,1994 was as follows:

	Assets	Liabilities	Total
Excess of tax over book depreciation		$(123,539)	$(123,539)
Undistributed earnings of foreign affiliate		(103,485)	(103,485)
Investment in affiliate		(39,171)	(39,171)
State income taxes	$8,681		8,681
Bad debt reserve	11,022		11,022
Restructuring	25,092		25,092
Other	23,163	(35,735)	(12,572)
	$67,958	$(301,930)	$(233,972)

For the years 1992 and 1991, deferred income tax expense resulted from timing differences in the recognition of income and expense. The components of the deferred tax provision follow:

	1992	1991
Excess of tax over book depreciation	$45,400	$17,200
Other items, net	34,600	34,600
	$80,000	$51,800

Income tax payments approximated $291.3 million, $199.8 million and $212.4 million for 1993, 1992 and 1991.

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8 STOCK OPTIONS AND RESTRICTED STOCK

Stock options are granted to officers and key associates based upon fair market value at the date of grant. Option activity for 1991, 1992 and 1993 follows:

		Number of Shares	Weighted Average Option Price Per Share
Outstanding Options, February 2, 1991		5,796,000	$14.26
Activity during 1991:	Granted	707,000	$26.56
	Exercised	(1,187,000)	10.12
	Cancelled	(194,000)	18.05

Outstanding Options, February 1, 1992		5,122,000	$16.49
Activity during 1992:	Granted	1,476,000	$23.91
	Exercised	(772,000)	12.73
	Cancelled	(312,000)	22.99
Outstanding Options, January 30, 1993		5,514,000	$18.57
Activity during 1993:	Granted	2,457,000	$21.74
	Exercised	(431,000)	12.22
	Cancelled	(357,000)	22.32
Outstanding Options, January 29,1994		7,183,000	$19.87

The Company had approximately 5.3 million shares available for grant at January 29, 1994 as compared to 7.4 million shares available at January 30, 1993 and 8.5 million shares available at February 1, 1992. Approximately 7.2 million shares of the Company's common stock were reserved for outstanding options, of which 3.3 million were exercisable as of January 29, 1994.

In 1993, 590,000 restricted shares of the Company's common stock were granted to certain officers and key associates. The market value of the shares at the date of grant amounted to $12.7 million and is recorded within treasury stock in the accompanying consolidated financial statements. The market value is being amortized as compensation expense over the vesting period which ranges from four to ten years. Compensation expense of $1.3 million was recorded in 1993.

9 RETIREMENT BENEFITS

The Company sponsors a defined contribution retirement plan. Participation in this 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. Company contributions to this plan are based on a percentage of the associates' annual compensation. The cost of this plan was $25.9 million in 1993, $20.1 million in 1992 and $16.3 million in 1991.

10 FINANCE SUBSIDIARY

World Financial Network National Bank, a wholly-owned consolidated finance subsidiary, provides private label credit card lines to the customers of certain retail affiliates. Condensed financial information of the finance subsidiary follows:

ASSETS	Jan. 29, 1994	Jan. 30, 1993
Credit card receivables, net of allowance for uncollectible accounts	$978,500	$731,000
Other assets, net	40,300	20,500
	$1,018,800	$751,500
LIABILITIES AND INVESTMENT		
Certificates of deposit	$15,700	$12,200
Payable to wholly-owned subsidiaries and affiliates of The Limited, Inc.	18,200	6,400
INVESTMENT OF THE LIMITED, INC.:		
Subordinated debt	902,700	665,200
Equity investment	82,200	67,700
	$1,018,800	$751,500

Holders of credit cards issued by the finance subsidiary are located throughout the United States, and have various available lines of credit which are subject to change by the finance subsidiary. The credit cards are used to purchase merchandise offered for sale by affiliates.

11 DISCLOSURES ABOUT 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 AND CURRENT LIABILITIES

The fair value of cash and equivalents, short-term borrowings, accounts payable and accrued expenses approximate fair value because of their short maturity. The carrying amount of the credit card receivables approximates fair value due to the short maturity and because the average interest rate approximates current market origination rates.

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 AGREEMENTS

The fair value of interest rate swaps (used for hedging purposes) is the estimated amount that the Company would receive or pay to terminate the swap agreements at the reporting date, taking into account current interest rates and the current credit-worthiness of the swap counterparties.

>OUR DEBT-TO-EQUITY RATIO IS 27%, INDICATING THAT OUR DEBT IS SMALL, RELATIVE TO OUR SHAREHOLDERS'

The estimated fair values of the Company's financial instruments are as follows:

	1993		1992	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term debt	$(650,000)	$(712,078)	$(541,639)	$(584,472)
Net interest rate swaps	$(13)	$(13,289)	$374	$(5,334)

12 QUARTERLY FINANCIAL DATA (UNAUDITED)

Summarized quarterly financial results for 1993 and 1992 follow:

1993 QUARTER	First	Second	Third	Fourth
Net Sales	$1,518,561	$1,689,055	$1,616,667	$2,420,805
Gross Income	380,727	427,710	447,048	703,350
Net Income	44,225	68,232	82,215	196,327
Net Income Per Share	$0.12	$0.19	$0.23	$0.54
1992 QUARTER				
Net Sales	$1,415,625	$1,489,393	$1,611,320	$2,427,958
Gross Income	357,938	410,932	440,421	781,449
Net Income	51,525	80,073	79,995	243,904
Net Income Per Share	$0.14	$0.22	$0.22	$0.67

Market Price and Dividend Information

	Market Price		Cash Dividend Per Share
FISCAL YEAR 1993	High	Low	
4th Quarter	$23 1/4	$16 5/8	$.09
3rd Quarter	24	20	.09
2nd Quarter	24 7/8	19 3/4	.09
1st Quarter	$30	$21 1/4	$.09
FISCAL YEAR 1992			
4th Quarter	$29 5/8	$22 7/8	$.07
3rd Quarter	25 1/2	19 3/4	.07
2nd Quarter	24 5/8	19 1/4	.07
1st Quarter	$32 7/8	$22	$.07

The Company's common stock is traded on the New York Stock Exchange ("LTD") and the London Stock Exchange. On January 29, 1994, there were 68,025 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 name, the Company estimates the shareholder base at approximately 131,000.

The Limited, Inc.
Appendix A to the 1993
Annual Report

Page #	Description of Graph
64-65	Three connecting polaroid pictures spanning pages 64 and 65 of an individual holding a chart titled "Number of Stores." The chart is a horizontal bar chart with the following points:

Year	# Stores
1973	30
1978	258
1983	937
1988	3,497
1993	4,623

Page #	Description of Graph
71	A polaroid picture of an individual holding a bar chart titled "Selling Square Feet (in thousands)." The chart is a horizontal bar chart with the following points:

Year	Selling Square Feet
83	3,667
84	5,166
85	10,460
86	11,320
87	12,795
88	14,296
89	14,374
90	17,008
91	20,355
92	22,863
93	24,426

Page #	Description of Graph
72	Two polaroid pictures appear on this page: The top polaroid is of an individual holding a chart titled "Net Income (in millions) CAGR 19%." The chart is a horizontal bar chart with the following points:

Year	Net Income
83	$ 71
84	92
85	145
86	228
87	235
88	245
89	347
90	398
91	403
92	455
93	$ 391

The bottom polaroid is an individual holding a chart titled "Net Sales (in millions) CAGR 21% (Compounded Annual Growth Rate, last ten years)." The chart is a horizontal bar chart with the following points:

Year	Net Sales
83	$1,086
84	1,343
85	2,387
86	3,143
87	3,528
88	4,071
89	4,648
90	5,254
91	6,149
92	6,944
93	7,245

Page #	Description of Graph
73	A polaroid picture of an individual holding a line chart depicting the year end balance of equity from 1983 through 1993 plotted against the year end balance of debt from 1983 through 1993. The plot points are:

Debt	Year	Equity
$ 68,763	83	$ 192,576
150,139	84	275,403
670,744	85	404,075
417,420	86	781,542
681,000	87	729,171
517,952	88	946,207
445,674	89	1,240,454
540,446	90	1,560,052
713,758	91	1,876,792
541,639	92	2,267,617
$650,000	93	$2,441,293

74	Two polaroid pictures appear on this page. The top polaroid is of an individual holding a chart titled "Shareholders' Equity (in millions) CAGR 29%." The chart is a horizontal bar chart with the following points:

Year	Shareholders' Equity
83	$ 193
84	275
85	404
86	782
87	729
88	946
89	1,240
90	1,560
91	1,877
92	2,268
93	$2,441

The bottom polaroid is of an individual holding a chart titled "Net Income per Share CAGR 18%." The chart is a horizontal bar chart with the following points:

Year	Net Income Per Share
83	$0.20
84	0.26
85	0.40
86	0.60
87	0.62
88	0.68
89	0.96
90	1.10
91	1.11
92	1.25
93	$1.08

75 A polaroid picture of an individual holding a chart titled "Working Capital." The chart is a horizontal bar chart with the following points:

Year	Working Capital
83	$ 101,665
84	180,960
85	419,706
86	586,827
87	629,783
88	567,639
89	685,524
90	884,004
91	1,084,205
92	1,063,352
93	$1,513,181

SUBSIDIARIES OF THE REGISTRANT

Subsidiaries (a)	Jurisdiction of Incorporation
Express, Inc. (b)	Delaware
The Limited London-Paris-New York, Inc. (c)	Delaware
Lerner New York, Inc. (d)	Delaware
Lane Bryant, Inc. (e)	Delaware
Victoria's Secret Stores, Inc. (f)	Delaware
Structure, Inc. (g)	Delaware
Limited Too, Inc. (h)	Delaware
Abercrombie & Fitch, Inc. (i)	Delaware
Henri Bendel, Inc. (j)	Delaware
Bath & Body Works, Inc. (k)	Delaware
Cacique, Inc. (l)	Delaware
Penhaligon's Limited (m)	United Kingdom
Victoria's Secret Catalogue, Inc. (n)	Delaware
Mast Industries, Inc. (o)	Delaware
Mast Industries (Far East) Limited (p)	Hong Kong
Gryphon Development, Inc. (q)	Delaware
World Financial Network National Bank (r)	United States
Limited Distribution Services, Inc. (s)	Delaware
Limited Service Corporation (t)	Delaware

- - -------------------

(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, 1994.

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

(c) The Limited London-Paris-New York, Inc. is a wholly-owned subsidiary of LIM Holding Corporation, a Delaware corporation and a wholly-owned subsidiary of the registrant.

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

(e) Lane Bryant, Inc. is a wholly-owned subsidiary of Lane Bryant Holding Corporation, a Delaware corporation and a wholly-owned subsidiary of the registrant.

(f) Victoria's Secret Stores, Inc. is a wholly-owned subsidiary of Victoria's Secret Stores Holding Corporation, a Delaware corporation and a wholly-owned subsidiary of the registrant.

(g) Structure, Inc. is a wholly-owned subsidiary of Structure Holding Corporation, a Delaware corporation and a wholly-owned subsidiary of the registrant.

(h) Limited Too, Inc. is a wholly-owned subsidiary of Limited Too Holding Corporation, a Delaware corporation and a wholly-owned subsidiary of the registrant.

(i) Abercrombie & Fitch, Inc. is a wholly-owned subsidiary of Abercrombie & Fitch Holding Corporation, a Delaware corporation and a wholly-owned subsidiary of the registrant.

(j) Henri Bendel, Inc. is a wholly-owned subsidiary of Henri Bendel Holding Corporation, a Delaware corporation and a wholly-owned subsidiary of the registrant.

(k) Bath & Body Works, Inc. is a wholly-owned subsidiary of Bath and Body Works Holding Corporation, Inc., a Delaware corporation and a wholly-owned subsidiary of the registrant.

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

(m) Penhaligon's Limited is a wholly-owned subsidiary of PENHAL Investments, Inc., a Delaware corporation and a wholly-owned subsidiary of the registrant.

(n) Victoria's Secret Catalogue, Inc. is a wholly-owned subsidiary of Victoria's Secret Catalogue Holding Corporation, a Delaware corporation and a wholly-owned subsidiary of the registrant.

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

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

(q) Gryphon Development, Inc. is a wholly-owned subsidiary of the Gryphon Holding Corporation, a Delaware corporation and a wholly-ownded subsidiary of the registrant.

(r) World Financial Network National Bank is a wholly-owned subsidiary of the registrant.

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

(t) Limited Service Corporation is a wholly-owned subsidiary of the registrant.

EXHIBIT 23

(LOGO OF COOPERS & LYBRAND
APPEARS HERE)

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the registration statements of The Limited, Inc. 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 and the registration statements on Form S-3, Registration Nos. 33-20788, 33-31540, 33-43832 and 33-53366 of our report dated February 14, 1994, on our audits of the consolidated financial statements and financial statement schedules of The Limited, Inc. and Subsidiaries as of January 29, 1994, and January 30, 1993, and for the fiscal years ended January 29, 1994, January 30, 1993, and February 1, 1992, which report is included in this Annual Report on Form 10-K.

/s/ Coopers & Lybrand

COOPERS & LYBRAND

Columbus, Ohio
April 22, 1994

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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 25th day of February, 1994.

/s/ KENNETH B. GILMAN

Kenneth B. Gilman

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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 25th day of February, 1994.

/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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 27th day of February, 1994.

/s/ BELLA WEXNER

Bella 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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 25th day of February, 1994.

/s/ MICHAEL A. WEISS

Michael A. Weiss

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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 25th day of February, 1994.

/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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 February, 1994.

/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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 25th day of February, 1994.

/s/ THOMAS G. HOPKINS

Thomas G. Hopkins

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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 25th day of February, 1994.

/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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 25th day of February, 1994.

/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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 25th day of February, 1994.

/s/ JOHN K. PFAHL

John K. Pfahl

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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 25th day of February, 1994.

/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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 25th day of February, 1994.

/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, 1994 under the provisions of the Securities Exchange Act of 1934 with the Securities and Exchange Commission, Washington, D.C., 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 25th day of February, 1994.

/s/ RAYMOND ZIMMERMAN

Raymond Zimmerman

EXHIBIT 99

[LETTERHEAD OF ARY, EARMAN AND ROEPCKE APPEARS HERE]

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

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

We have audited the accompanying statements of net assets available for plan benefits of The Limited, Inc. Savings and Retirement Plan as of December 31, 1993 and 1992, and the related statements of changes in net assets available for plan benefits for each of the three years in the period ended December 31, 1993. These financial statements are the responsibility of the Plan's management. Our responsi- bility 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 manage- ment, 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 plan benefits of the Plan as of December 31, 1993 and 1992, and the changes in net assets available for plan benefits for each of the three years in the period ended December 31, 1993, in conformity with generally accepted accounting principles.

/s/ ARY, EARMAN AND ROEPCKE

Columbus, Ohio,
March 24, 1994.

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31, 1993

ASSETS	TOTAL	Limited Stock Fund	Fixed Income Fund	Indexed Fund	World Fund
Investments, at Fair Value:					
Determined by Quoted Market Price					
Common Stock of The Limited, Inc.					
(Cost $28,548,294)	$ 76,924,612	$ 76,924,612	$ --	$ --	$ --
Vanguard Indexed Mutual Fund					
(Cost $15,690,019)	17,288,449	--	--	17,288,449	--
Vanguard World Mutual Fund					
(Cost $13,532,146)	13,799,287	--	--	--	13,799,287
Determined By Contract Value:					
Guaranteed Investment Contracts:					
Vanguard Investment Contract Trust	46,129,637	--	46,129,637	--	--
Metropolitan Life Insurance	11,929,738	--	11,929,738	--	--
John Hancock Life Insurance	1,693,809	--	1,693,809	--	--
Temporary Investments (Cost approximates fair value)	351,056	2,390	312,905	17,880	17,881
Total Investments	168,116,588	76,927,002	60,066,089	17,306,329	13,817,168
Contribution Receivable from Employers	16,654,367	2,961,061	8,853,901	2,637,242	2,202,163
Receivable from Employers for Withheld Participants' Contributions	884,649	111,468	381,942	227,114	164,125
Due from Brokers	531,601	531,601	--	--	--
Interfund Transfers	--	(856,847)	373,730	340,564	142,553
Accrued Interest and Dividends	1,373	621	358	143	251
Other Assets	780	--	368	--	412
Total Assets	186,189,358	79,674,906	69,676,388	20,511,392	16,326,672
LIABILITIES					
Other Liabilities	1,218	1,218	--	--	--
Administrative Fees Payable	699,365	320,641	249,463	71,876	57,385
Total Liabilities	700,583	321,859	249,463	71,876	57,385
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$185,488,775	$ 79,353,047	$ 69,426,925	$ 20,439,516	$ 16,269,287

The accompanying notes are an integral part of this financial statement.

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31, 1992

ASSETS	TOTAL	Limited Stock Fund	Fixed Income Fund	Indexed Fund	World Fund
Investments, at Fair Value:					
Determined by Quoted Market Price:					
Common Stock of The Limited, Inc. (Cost $24,610,491)	$142,525,467	$142,525,467	$ --	$ --	$ --
Vanguard Indexed Mutual Fund (Cost $13,008,597)	14,049,457	--	--	14,049,457	--
Vanguard World Mutual Fund (Cost $13,168,311)	13,908,741	--	--	--	13,908,741
Determined By Contract Value:					
Guaranteed Investment Contracts:					
Vanguard Investment Contract Trust	49,987,244	--	49,987,244	--	--
Metropolitan Life Insurance	10,852,749	--	10,852,749	--	--
John Hancock Life Insurance	3,190,512	--	3,190,512	--	--
Temporary Investments (Cost approximates fair value)	76,655	76,655	--	--	--
Total Investments	234,590,825	142,602,122	64,030,505	14,049,457	13,908,741
Contribution Receivable from Employers	14,554,945	3,643,073	7,739,884	1,487,099	1,684,889
Receivable from Employers for Withheld Participants' Contributions	853,266	289,201	286,968	133,213	143,884
Due from Brokers	1,557,031	1,454,170	--	21,387	81,474
Interfund Transfers	--	(121,760)	168,224	14,396	(60,860)
Accrued Interest and Dividends	3,147	2,812	294	13	28
Other Assets	368	--	368	--	--
Total Assets	251,559,582	147,869,618	72,226,243	15,705,565	15,758,156
LIABILITIES					
Other Liabilities	1,218	1,218	--	--	--
Administrative Fees Payable	187,534	106,152	57,675	12,247	11,460
Total Liabilities	188,752	107,370	57,675	12,247	11,460
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$251,370,830	$147,762,248	$ 72,168,568	$ 15,693,318	$ 15,746,696

The accompanying notes are an integral part of this financial statement.

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 1993

	Total	Limited Stock Fund	Fixed Income Fund	Indexed Fund	World Fund
Investment Income:					
Increase (Decrease) in Net Unrealized Appreciation	$(51,165,802)	$(51,222,621)	$ --	$ 537,811	$ (480,992)
Realized gain on Sale of Securities	4,073,977	3,367,169	--	636,926	69,882
Interest	4,439,846	6,689	4,429,569	1,880	1,708
Dividends	1,783,025	1,783,025	--	--	--
Mutual Funds' Earnings	657,135	--	--	464,994	192,141
Total Investment Income (Loss)	(40,211,819)	(46,065,738)	4,429,569	1,641,611	(217,261)
Contributions:					
Employers	23,371,564	5,561,152	11,270,178	3,496,942	3,043,292
Participants	10,428,961	3,098,271	3,790,368	1,934,509	1,605,813
Total contributions	33,800,525	8,659,423	15,060,546	5,431,451	4,649,105
Transfer of Participants' Account Balances from Affiliated Plans	1,140,371	--	514,198	422,367	203,806
Transfer of Participants' Account Balances to Former Affiliate's Plan	(20,815,838)	(5,390,244)	(10,483,032)	(3,227,343)	(1,715,219)
Interfund Transfers	--	(4,461,978)	1,028,778	3,401,455	31,745
Administrative Expense	(752,234)	(354,091)	(261,967)	(75,921)	(60,255)
Benefits to Participants	(39,043,060)	(20,796,573)	(13,029,735)	(2,847,422)	(2,369,330)
Increase (Decrease) in Net Assets Available for Plan Benefits	(65,882,055)	(68,409,201)	(2,741,643)	4,746,198	522,591
Beginning Net Assets Available for Plan Benefits	251,370,830	147,762,248	72,168,568	15,693,318	15,746,696
Ending Net Assets Available for Plan Benefits	$185,488,775	$ 79,353,047	$ 69,426,925	$ 20,439,516	$ 16,269,287

The accompanying notes are an integral part of this financial statement.

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 1992

	Total	Limited Stock Fund	Fixed Income Fund	Indexed Fund	World Fund	Balanced Fund
Investment Income:						
Increase (Decrease) in Net Unrealized Appreciation	$(35,113,811)	$(30,558,791)	$ --	$ 1,040,860	$ 740,430	$ (6,336,310)
Realized Gain on Sale of Securities	14,724,409	14,621,430	--	76,279	26,700	--
Master Trusts' Earnings	5,079,699	--	410,088	--	--	4,669,611
Interest	3,339,282	20,979	3,317,745	273	285	--
Dividends	1,656,283	1,656,283	--	--	--	--
Mutual Funds' Earnings	569,200	--	--	336,311	232,889	--
Total Investment Income (Loss)	(9,744,938)	(14,260,099)	3,727,833	1,453,723	1,000,304	(1,666,699)
Contributions:						
Employers:						
Cash	21,629,777	6,331,664	10,291,305	2,211,975	2,391,300	403,533
The Limited, Inc. Common Stock	2,252,884	2,252,884	--	--	--	--
Participants	9,745,785	3,664,723	3,776,604	846,944	877,007	580,507
Total Contributions	33,628,446	12,249,271	14,067,909	3,058,919	3,268,307	984,040
Transfer of Participants' Account Balances from Affiliated Plans	121,306,985	61,642,002	12,602,071	--	--	47,062,912
Interfund Transfers	--	(4,110,765)	46,737,477	12,081,798	12,305,257	(67,013,767)
Administrative Expense	(386,007)	(225,205)	(113,686)	(23,692)	(23,424)	--
Benefits to Participants	(43,518,434)	(29,018,749)	(12,495,636)	(877,430)	(803,748)	(322,871)
Increase (Decrease) in Net Assets Available for Plan Benefits	101,286,052	26,276,455	64,525,968	15,693,318	15,746,696	(20,956,385)
Beginning Net Assets Available for Plan Benefits	150,084,778	121,485,793	7,642,600	--	--	20,956,385
Ending Net Assets Available for Plan Benefits	$251,370,830	$147,762,248	$ 72,168,568	$ 15,693,318	$ 15,746,696	$ --

The accompanying notes are an integral part of this financial statement.

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 1991

	Total	Limited Stock Fund	Fixed Income Fund	Balance Fund
Investment Income:				
Increase in Net Unrealized Appreciation	$ 54,875,493	$ 52,992,078	$ --	$ 1,883,415
Realized gain on Sale of Securities	2,192,097	2,192,097	--	--
Master Trusts' Earnings	1,594,746	--	555,102	1,039,644
Dividends	1,315,315	1,315,315	--	--
Interest	4,085	4,085	--	--
Total Investment Income	59,981,736	56,503,575	555,102	2,923,059
Contributions:				
Employers	4,315,801	1,040,171	555,793	2,719,837
Participants	2,964,282	1,510,956	775,582	677,744
Total contributions	7,280,083	2,551,127	1,331,375	3,397,581
Transfer of Participants' Account Balance from Affiliated Plans	(3,012,346)	(2,511,535)	(75,506)	(425,305)
Forfeitures	--	(914,897)	--	914,897
Interfund Transfers	--	(1,098,251)	305,647	792,604
Benefits to Participants	(27,355,442)	(24,823,105)	(545,585)	(1,986,752)
Increase in Net Assets Available for Plan Benefits	36,894,031	29,706,914	1,571,033	5,616,084
Beginning Net Assets Available for Plan Benefits	113,190,747	91,778,879	6,071,567	15,340,301
Ending Net Assets Available for Plan Benefits	$150,084,778	$121,485,793	$ 7,642,600	$ 20,956,385

The accompanying notes are an integral part of this financial statement.

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

(1) DESCRIPTION OF THE PLAN

General

The Limited, Inc. Savings and Retirement Plan (the "Plan"), formerly The Limited Stores Savings and Retirement 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. At December 31, 1993, there were 20,446 participants in the Plan.

Effective January 1, 1992, the plans of affiliates, except Fulcrum Management Group Savings and Retirement Plan, were merged and all assets and liabilities of the affiliate plans were pooled into the Plan. Effective January 1, 1993, the Fulcrum Management Group Savings and Retirement Plan was merged into the Plan.

On August 31, 1993, The Limited, Inc. sold 60% of its interest in Brylane, Inc. and the assets and liabilities allocated to the employees of Brylane, Inc. and its affiliates were transferred to the Brylane L.P. Savings and Retirement Plan.

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.

Amendments

Effective May 1, 1991, the Plan was amended and restated to restrict certain transactions for participants defined by the Plan to have insider information.

Effective January 1, 1992, the Plan was amended and restated to, among other things, (1) change the sponsorship of the Plan to the Limited Service Corporation from The Limited, Inc., (2) rename the Plan The Limited, Inc. Savings and Retirement Plan from The Limited Stores Savings and Retirement Plan and (3) change the Employers' retirement contributions as noted under "Employer Contributions" below.

Effective April 1, 1992, the Plan was amended and restated to, among other things, (1) allow participants to change investment directions quarterly and in 1% increments from semi-annually and 10%, (2) allow participants to direct the investment of the Employers' retirement contribution and (3) allow the payment of benefits as noted under "Payment of Benefits" below.

Contributions

Employer 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 after that 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 first $200,000 adjusted annually based on the cost of living adjustment. The annual compensation limit for the Plan year ended December 31, 1993, was $235,840. Prior to the amendments effective January 1, 1992 there was no service related retirement contribution.

The Employers may provide a matching contribution of 100% of the participant's voluntary contributions up to 3% of the participant's total annual compensation.

Participant 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 ($8,994 at December 31, 1993). This voluntary tax-deferred contribution may be limited by Section 401(k) of the Internal Revenue Code and, if so limited, a participant may elect to make up the difference through an additional voluntary non-tax-deferred cash contribution.

A participant earning annually more than $64,245, $62,345 and $60,535, for the years ended December 31, 1993, 1992 and 1991, respectively, may be limited to voluntary contributions to the Plan of less than 6% due to requirements by Section 401(k) of the Internal Revenue Code based on the current levels of participant voluntary contributions.

Vesting

A participant is fully and immediately vested for voluntary and rollover contributions. 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 $3,500 have the option to leave their accounts invested in the Plan until age 65. All benefits shall be paid as a lump-sum distribution. Those participants holding greater than 100 shares of Employer Securities will be distributed in shares. Prior to the amendment effective April 1, 1992, participants had the option to receive cash in lieu of shares. Effective January 1, 1993, participants have the option to have 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 a least five 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 Participants Withdrawn from the Plan

The vested portion of net assets available for plan benefits allocated to participants withdrawn from the plan as of December 31, 1993, is set forth below:

	Total	Limited Stock Fund	Fixed Income Fund	Indexed Fund	World Fund
December 31, 1993	$2,746,868	$ 964,773	$1,332,112	$ 280,308	$ 169,675

Forfeitures

Forfeitures are used to reduce the Employers' required contributions. In 1993, 1992 and 1991, forfeitures utilized amounted to $2,362,621, $2,937,347 and $2,065,217, respectively.

Expenses and Unallocated Earnings

Administrative expenses of the Plan may be paid from the Plan unless the Employers elect to pay such expenses. Prior to July 1, 1992, expenses of the Plan were paid by the Employers. Since July 1, 1992, the Plan has been paying these expenses from earnings not allocated to participants' accounts. Unallocated earnings being held as of December 31, 1993 and 1992 are set forth below:

	Total	Limited Stock Fund	Fixed Income Fund	Indexed Fund	World Fund
December 31, 1993	$974,367	$402,278	$289,298	$149,361	$133,430
December 31, 1992	$279,153	$ 93,288	$ 51,649	$ 67,801	$ 66,415

Tax Determination

The Plan obtained its latest determination letter on June 26, 1991, in which the Internal Revenue Service stated that the Plan, as amended and restated July 1, 1990, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended subsequent to July 1, 1990, but no request for a new determination letter has been made. However, the Employers and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax exempt as of the financial statement date. Accordingly, the following Federal income tax rules will apply to the Plan:

Voluntary tax-deferred contributions made under the Plan by a participant and contributions made by the Employers to participant accounts are generally not taxable until such amounts are distributed.

The participants are not subject to Federal income tax on interest, dividends, or gains in their particular accounts until distributed.

The foregoing is only a brief summary of certain tax implications and applies only to Federal tax regulations currently in effect.

(2) SUMMARY OF ACCOUNTING POLICIES

The Plan's financial statements are prepared on the accrual basis of accounting. Assets of the Plan are valued at fair value. If available, quoted market prices are used to value investments. The amounts for investments that have no quoted market price are shown at their estimated fair value, which is determined based on yields equivalent for such securities or for securities of comparable maturity, quality, and type as obtained from market makers. Guaranteed investment contracts issued by insurance companies are valued at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate, less Plan withdrawals and administration expenses charged by the insurance companies. Master trusts are valued at the total fair value of the investments held by the master trust.

Realized gains or losses on the distribution or sale of securities represent the difference between the average cost of such securities held and the fair value on the date of distribution or sale.

(3) INVESTMENTS

Net unrealized appreciation, equal to the difference between cost and fair value of all investments held at the applicable valuation dates, is recognized in determining the value of each fund. The unrealized appreciation as of December 31, 1993, 1992 and 1991 follows:

Unrealized Appreciation

	Total	Limited Stock Fund	Fixed Income Fund	Indexed Fund	World Fund	Balanced Fund
December 31, 1993	$ 50,241,889	$ 48,376,318	$ -	$ 1,598,430	$ 267,141	$ -
December 31, 1992	$119,696,266	$117,914,976	$ -	$ 1,040,860	$ 740,430	$ -
December 31, 1991	$116,927,475	$115,270,437	$ -	$ -	$ -	$ 1,657,038

The following is a summary of the net gain on securities sold during the periods ended December 31, 1993, 1992 and 1991:

	Total	Limited Stock Fund	Fixed Income Fund	Indexed Fund	World Fund
Period Ended December 31, 1993					
Proceeds	$47,420,114	$ 4,627,603	$29,287,560	$7,187,529	$6,317,422
Cost	43,346,137	1,260,434	29,287,560	6,550,603	6,247,540
Net Realized Gain	$ 4,073,977	$ 3,367,169	$ -	$ 636,926	$ 69,882
Period Ended December 31, 1992					
Proceeds	$33,651,152	$17,863,464	$13,045,550	$1,662,911	$1,079,227
Cost	18,926,743	3,242,034	13,045,550	1,586,632	1,052,527
Net Realized Gain	$14,724,409	$14,621,430	$ -	$ 76,279	$ 26,700
Period Ended December 31, 1991					
Proceeds	$ 2,328,032	$ 2,328,032	$ -	$ -	$ -
Cost	135,935	135,935	-	-	-
Net Realized Gain	$ 2,192,097	$ 2,192,097	$ -	$ -	$ -

Contributions under the Plan are invested in one of four investment funds: (1) The Limited Stock Fund, consisting of common stock of The Limited, Inc., a Delaware corporation (the "Issuer") and parent company of the Employers, (2) the Fixed Income Fund, which is invested in the Vanguard Investment Contract Trust and other guaranteed investment contracts issued by insurance companies, (3) the Indexed Fund, which is invested in the Vanguard Indexed Fund, and (4) the World Fund, which is invested in the Vanguard World Fund.

Prior to April 1, 1992, the Fixed Fund was invested through a master trust consisting of guaranteed investment contracts issued by insurance companies and the Plan provided for a Balanced Fund, which was invested through a master trust consisting of stocks, bonds, notes, investment contracts, cash and cash equivalents. Effective April 1, 1992, the Balanced Fund was eliminated as an investment election when the Indexed and World Funds were offered.

Participants' voluntary and Employers' contributions may be invested in any one or more of the funds, at the election of the participant. There are 6,824 participants in the Limited Stock Fund, 14,351 in the Fixed Income Fund, 3,524 in the Indexed Fund, and 3,151 in the World Fund at December 31, 1993.

The Balanced Fund was held in The Limited, Inc. Balanced Fund Master Trust (the "Balanced Fund Trust") along with other balanced funds of other employee benefit plans of the Employers' affiliates. Effective April 1, 1992, the Balanced Fund Trust was terminated with the assets being sold and cash distributed to the participating plans. The Plan's participation in the Balanced Fund Trust assets was based on fair value and monthly earnings in the Balanced Fund Trust were allocated based on the respective Plan's investment as of the 15th of the month.

The Fixed Income Fund was held in The Limited Fixed Income Fund Master Trust (the "Fixed Income Fund Trust") along with other fixed income funds of other employee benefit plans of the Employers' affiliates. Effective April 1, 1992, the Fixed Income Fund Trust was terminated and the assets distributed to the respective participating plans. The Plan's participation in the Fixed Income Fund Trust assets was based on fair value and monthly earnings in the Fixed Income Fund Trust were allocated based on the respective Plan's investment as of the 15th of the month in each of the investment pools within the Fixed Income Fund Trust.

(4) PLAN ADMINISTRATION

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

(5) PLAN TERMINATION

Although the Employers have not expressed any intent, the Employers have the right under the Plan to discontinue their contributions at any time. The Limited, Inc. has the right 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.