

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

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

(AMENDMENT NO. 23)

THE LIMITED, INC.

(Name of Issuer)

COMMON STOCK, \$0.50 PAR VALUE

532716-10-7

(Title of class of securities)

(CUSIP number)

RAYMOND O. GIETZ, ESQ.  
WEIL, GOTSHAL & MANGES LLP  
767 FIFTH AVENUE  
NEW YORK, NEW YORK 10153  
(212) 310-8000

(Name, address and telephone number of person authorized to receive notices and communications)

JUNE 7, 2000

(Date of event which requires filing of this statement)

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

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CUSIP No. 532716-10-7

13-D

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1 NAME OF REPORTING PERSON: Leslie H. Wexner  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)   
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF 7 SOLE VOTING POWER: 72,393,144  
SHARES

BENEFICIALLY 8 SHARED VOTING POWER: 14,115,428  
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 73,482,939  
REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER: 14,115,428

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 87,598,367

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 20.3%

14 TYPE OF REPORTING PERSON: IN

SEE INSTRUCTIONS BEFORE FILLING OUT!



1 NAME OF REPORTING PERSON: The Wexner Foundation  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)   
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Ohio

NUMBER OF SHARES	7	SOLE VOTING POWER:	1,136,634
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	1,136,634
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 1,136,634

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.3%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: Health and Science Interests II  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)   
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Ohio

NUMBER OF SHARES	7	SOLE VOTING POWER:	700,000
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	700,000
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 700,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.2%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: The Wexner Children's Trust  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)   
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Ohio

NUMBER OF SHARES	7	SOLE VOTING POWER:	31,500,300
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	-0-
	9	SOLE DISPOSITIVE POWER:	31,500,300
	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 31,500,300

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 7.3%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: Harry, Hannah, David and Sarah Wexner Trust  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)   
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Ohio

NUMBER OF SHARES	7	SOLE VOTING POWER:	5,279,394
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	5,279,394
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 5,279,394

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.2%

14 TYPE OF REPORTING PERSON: 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON: ASW Holdings, Inc.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 31-1654943

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)   
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES 7 SOLE VOTING POWER: 6,999,400

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER: -0-

EACH REPORTING 9 SOLE DISPOSITIVE POWER: 6,999,400

PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 6,999,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.6%

14 TYPE OF REPORTING PERSON: CO

This Amendment No. 23 amends the Schedule 13D dated June 25, 1985, as amended in certain respects by Amendments No. 1 through 22 thereto, filed by a group currently comprised of Leslie H. Wexner, The Wexner Foundation, Health and Science Interests II, The Wexner Children's Trust, Harry, Hannah, David and Sarah Wexner Trust and ASW Holdings, Inc. (collectively, the "Purchasers"), with respect to the common stock, \$0.50 par value per share (the "Common Stock"), of The Limited, Inc. (the "Company").

Item 2. Identity and Background.  
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Item 2 is amended as follows:

The address of the principal business and office of The Wexner Foundation is 6525 West Campus Oval, Suite 110, New Albany, Ohio 43054.

The address of the principal office of the Harry, Hannah, David and Sarah Wexner Trust is 6525 West Campus Oval, Suite 105, New Albany, Ohio 43054.

The address of the principal office of each of ASW Investments and ASW Holdings, Inc. is 6525 West Campus Oval, Suite 105, New Albany, Ohio 43054.

Item 5. Interest in Securities of the Issuer.  
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(a) The responses of the Purchasers to Rows (11) through (13) of the cover pages of this Amendment No. 23 are incorporated herein by reference. As of June 7, 2000, the Purchasers beneficially owned the number shares of the Common Stock listed below, representing approximately the percentage of the outstanding shares of Common Stock set forth opposite such number (the outstanding shares of Common Stock, 430,369,486, being based on the number of shares outstanding as of March 24, 2000 as reported in the Company's Form 10-Q/A for the quarterly period ended May 1, 2000, adjusted for the two-for-one stock split of the Common Stock effective on May 30, 2000 (the "Stock Split"). Except as otherwise indicated, all share information set forth in this Amendment No. 23 for the Purchasers gives effect to the Stock Split.

Person -----	Number of Shares -----	Percent of Class -----
1. Leslie H. Wexner	87,598,367 (1)(2)(3)(4)(5)(6)	20.3%
2. The Wexner Foundation	1,136,634 (1)	0.3%
3. Health and Science Interests II	700,000 (2)	0.2%
4. The Wexner Children's Trust	31,500,300 (4)	7.3%
5. Harry, Hannah, David and Sarah Wexner Trust	5,279,394 (5)	1.2%
6. ASW Holdings, Inc.	6,999,400 (6)	1.6%

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(1) Power to vote or direct the disposition of the 1,136,634 shares held by The Wexner Foundation may be deemed to be shared by Leslie H. Wexner and Jeffrey E. Epstein as the trustees of The Wexner Foundation. Leslie

H. Wexner and Jeffrey E. Epstein disclaim beneficial ownership of the shares held by The Wexner Foundation.

- (2) Power to vote or direct the disposition of the 700,000 shares held by Health and Science Interests II may be deemed to be shared by Leslie H. Wexner and Jeffrey E. Epstein as trustees thereof. Leslie H. Wexner and Jeffrey E. Epstein disclaim beneficial ownership of shares held by Health and Science Interests II.
- (3) Includes 1,089,795 shares held in The Limited, Inc. Savings and Retirement Plan for Mr. Wexner's account over which he exercises dispositive but not voting control. Also includes 1,868,602 shares issuable within 60 days upon exercise of outstanding options held by Mr. Wexner. Excludes 2,120 shares and 1,601 options held directly by Abigail S. Wexner, Mr. Wexner's wife, and 400,000 shares held in a trust of which Ms. Wexner is a beneficiary, as to which Mr. Wexner disclaims beneficial ownership.
- (4) Power to vote or direct the disposition of the 31,500,300 shares held by Leslie H. Wexner as the sole trustee of The Wexner Children's Trust.
- (5) Power to vote or direct the disposition of the 5,279,394 shares held by the Harry, Hannah, David and Sarah Wexner Trust may be deemed to be shared by Leslie H. Wexner and Jeffrey E. Epstein as trustees of such trust.
- (6) Power to vote or direct the disposition of the 6,999,400 shares held by ASW Holdings may be deemed to be shared by ASW Holdings with Leslie H. Wexner, by reason of his rights as the settlor of the trust that holds 100% of the outstanding capital stock of ASW Holdings.

(b) The responses of the Purchasers to (i) Rows (7) through (10) of the cover pages of this Amendment No. 23 and (ii) Item 5(a) hereof are incorporated herein by reference.

(c) Except for the transactions described in Item 6 of this Amendment No. 23 (which are hereby incorporated herein by reference), during the past 60 days the Purchasers effected the following transactions in the Common Stock:

Person -----	Date of Transaction -----	Amount of Securities -----	Price per Share -----	Where and How Effected -----
The Wexner Foundation	4/10/00	140,000 shares*	\$48.328*	NYSE (sale)
Harry, Hannah, David and Sarah Wexner Trust	5/26/00	750,000 shares*	\$48.625*	NYSE (sale)
ASW Holdings, Inc.	5/26/00	750,000 shares*	\$48.625*	NYSE (sale)
Harry, Hannah, David and Sarah Wexner Trust	6/7/00	500,000 shares	\$22.875	OTC (sale)
ASW Holdings, Inc.	6/7/00	3,500,000 shares	\$22.875	OTC (sale)

\*Does not reflect the Stock Split.

(d), (e): Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships With  
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Respect to Securities of the Issuer.  
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On May 24, 2000, Leslie H. Wexner contributed 2,999,850 shares of Common Stock to ASW Investments, a trust organized under the laws of Ohio. On that same date, ASW Investments contributed these shares to ASW Holdings, Inc., a Delaware corporation ("ASW Holdings"). Both of these contributions involved no consideration in exchange. ASW Holdings is wholly-owned by ASW Investments.

Also on May 24, 2000, The Wexner Children's Trust transferred 2,999,850 shares of Common Stock to Leslie H. Wexner. On that same date, Mr. Wexner contributed these shares to ASW Investments, which on the same date contributed these shares to ASW Holdings. Both the transfer and the contributions involved no consideration in exchange.

The foregoing share numbers in this Item 6 do not give effect to the Stock Split.

Item 7. Materials to be Filed as Exhibits.  
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Exhibit 1 Joint Filing Agreement by and among Leslie H. Wexner, The Wexner Foundation, Health and Science Interests II, The Wexner Children's Trust, the Harry, Hannah, David and Sarah Wexner Trust, and ASW Holdings, Inc., dated June 7, 2000.

SIGNATURE

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

Dated: June 7, 2000

/s/Leslie H. Wexner  
-----  
Leslie H. Wexner

THE WEXNER FOUNDATION

By: /s/Darren K. Indyke  
-----  
Darren K. Indyke, Secretary

HEALTH AND SCIENCE INTERESTS II

By: /s/Jeffrey E. Epstein  
-----  
Jeffrey E. Epstein, Trustee

THE WEXNER CHILDREN'S TRUST

By: /s/Leslie H. Wexner  
-----  
Leslie H. Wexner, Trustee

HARRY, HANNAH, DAVID AND  
SARAH WEXNER TRUST

By: /s/Jeffrey E. Epstein  
-----  
Jeffrey E. Epstein, Trustee

ASW HOLDINGS, INC.

By: /s/Jeffrey E. Epstein  
-----  
Jeffrey E. Epstein, President

EXHIBIT INDEX  
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Exhibit No.  
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Exhibit 1

Joint Filing Agreement by and among Leslie H. Wexner, The Wexner Foundation, Health and Science Interests II, The Wexner Children's Trust, the Harry, Hannah, David and Sarah Wexner Trust, and ASW Holdings, Inc., dated June 7, 2000.

JOINT FILING AGREEMENT

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

Dated: June 7, 2000

/s/Leslie H. Wexner  
-----  
Leslie H. Wexner

THE WEXNER FOUNDATION

By: /s/Darren K. Indyke  
-----  
Darren K. Indyke, Secretary

HEALTH AND SCIENCE INTERESTS II

By: /s/Jeffrey E. Epstein  
-----  
Jeffrey E. Epstein, Trustee

THE WEXNER CHILDREN'S TRUST

By: /s/Leslie H. Wexner  
-----  
Leslie H. Wexner, Trustee

HARRY, HANNAH, DAVID AND  
SARAH WEXNER TRUST

By: /s/Jeffrey E. Epstein  
-----  
Jeffrey E. Epstein, Trustee

ASW HOLDINGS, INC.

By: /s/Jeffrey E. Epstein  
-----  
Jeffrey E. Epstein, President