

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-8344

A. Full title of the plan and the address of the plan, if  
different from that of the issuer named below:

The Limited, Inc.  
Savings and Retirement Plan

B. Name of issuer of the securities held pursuant to the plan and  
the address of its principal executive office:

Limited Brands, Inc.  
Three Limited Parkway  
P O BOX 16000  
Columbus, Ohio 43216

The Limited, Inc. Savings and Retirement Plan

Report on Audits of Financial Statements  
As of and for the Years Ended December 31, 2001 and 2000  
And Supplemental Schedule as of December 31, 2001

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REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

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

We have audited the accompanying statements of net assets available for benefits of The Limited, Inc. Savings and Retirement Plan as of December 31, 2001 and 2000, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2001 and 2000, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

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

/s/ Ary & Roepcke

Columbus, Ohio  
April 12, 2002

The Limited, Inc. Savings and Retirement Plan

Statements of Net Assets Available for Benefits  
December 31, 2001 and 2000

	2001	2000
	-----	-----
Assets		
Investments	\$360,766,347	\$406,759,271
Receivable for contributions:		
Employer	29,130,885	25,234,258
Participants	1,509,112	1,600,717
	-----	-----
Total receivable contributions	30,639,997	26,834,975
	-----	-----
Due from brokers	585	-
Accrued interest and dividends	5,874	13,863
	-----	-----
Total assets	391,412,803	433,608,109
	-----	-----
Liabilities		
Cash overdraft	542	1,135
Due to brokers	11,714	-
Administrative fees payable	150,719	141,710
	-----	-----
Total liabilities	162,975	142,845
	-----	-----
Net assets available for benefits	\$391,249,828	\$433,465,264
	=====	=====

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

The Limited, Inc. Savings and Retirement Plan

Statements of Changes in Net Assets Available for Benefits  
For the Years Ended December 31, 2001 and 2000

	2001	2000
	-----	-----
Additions		
Investment income:		
Net depreciation in fair value of investments	\$(48,765,089)	\$(74,624,579)
Earnings from investment contracts	7,143,927	5,927,208
Earnings from mutual funds	2,006,435	20,084,246
Dividends	1,380,804	1,424,582
Earnings from common collective trusts	202,187	392,764
	-----	-----
Total investment loss	(38,031,736)	(46,795,779)
	-----	-----
Contributions:		
Employer	40,338,039	34,937,314
Participant deferrals	16,407,043	17,145,959
Participant rollovers	1,312,416	2,438,600
	-----	-----
Total contributions	58,057,498	54,521,873
	-----	-----
Total additions	20,025,762	7,726,094
	-----	-----
Deductions		
Distributions to participants	42,567,528	56,984,295
Administrative expenses	1,415,833	1,822,883
	-----	-----
Total deductions	43,983,361	58,807,178
	-----	-----
Net decrease prior to transfers	(23,957,599)	(51,081,084)
Transfer of net assets available for benefits to plan of former affiliate	(18,257,837)	-
	-----	-----
Net decrease	(42,215,436)	(51,081,084)
Net assets available for benefits		
Beginning of year	433,465,264	484,546,348
	-----	-----
End of year	\$391,249,828	\$433,465,264
	=====	=====

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

(1) Description of the plan

General

The Limited, Inc. Savings and Retirement Plan (the "Plan") is a defined contribution plan covering certain employees of Limited Brands, Inc. (formerly "The Limited, Inc.") and its affiliates (the "Employer") who are at least 21 years of age and have completed a year of employment with 1,000 or more hours of service. Effective January 1, 2000, employees whose base salary equals or exceeds \$100,000 and have met the eligibility requirements, described above, are eligible to receive retirement contributions, but may not elect to make voluntary 401(k) contributions. Certain employees of the Employer, who are covered by a collective bargaining agreement, are not eligible to participate in the Plan.

Effective August 16, 2001, Limited Brands, Inc. sold Lane Bryant, a subsidiary, to Charming Shoppes, Inc. Subsequent to the sale, the net assets available for benefits allocated to the former participants employed by Lane Bryant were transferred to the plan sponsored by Lane Bryant.

Effective July 1, 2001, the Plan was amended to provide to Lane Bryant participants: 1) a non-service related retirement contribution of 4% of that portion of their compensation earned through August 16, 2001 that does not exceed \$50,000 and 7% of that portion that exceeds \$50,000 if participant completed 300 hours year-to-date as of August 16, 2001, 2) a service related contribution of 1% of their compensation earned through August 16, 2001 for participants who completed five or more years of vesting service and 300 hours year-to-date as of August 16, 2001, and 3) full vesting in the Employer's contributions.

Effective January 1, 2000, the Plan was amended to among other things: 1) change the eligibility as noted under eligibility above and under participant's voluntary contributions below, and 2) allow forfeitures to be applied to reduce Plan expenses.

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

#### Contributions

##### Employer's contributions:

The Employer may provide a non-service related retirement contribution of 4% of annual compensation up to the Social Security wage base and 7% of annual compensation thereafter and a service related retirement contribution of 1% of annual compensation for participants who have completed five or more years of vesting service as of the last day of the Plan year. Participants who complete 500 hours of service during the Plan year and are participants on the last day of the Plan year are eligible. The annual compensation of each participant taken into account under the Plan is limited to the maximum amount permitted under Section 401(a)(17) of the Internal Revenue Code. The annual compensation limit for the Plan year ended December 31, 2001 was \$170,000.

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

##### Participant's voluntary contributions:

A participant may elect to make a voluntary tax-deferred contribution of 1% to 6% of his or her annual compensation up to the maximum permitted under Section 402(g) of the Internal Revenue Code adjusted annually (\$10,500 at December 31, 2001). This voluntary tax-deferred contribution may be limited by Section 401(k) of the Internal Revenue Code. Effective January 1, 2000, a participant whose base salary equals or exceeds \$100,000 will cease being a participant for purposes of making voluntary contributions, the first day of the Plan year following the year in which the \$100,000 base salary threshold is met. Instead, such employee will become a participant in the Supplemental Retirement Plan, a non-qualified plan, for purposes of making voluntary contributions.

##### Investment options

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

Intimate Brands, Inc. Common Stock Fund - invests primarily in common stock of Intimate Brands, Inc., an 84%-owned subsidiary of Limited Brands, Inc., with up to 3% of the fund being invested in money-market instruments. The goal of the fund is capital growth and dividend income.

SARP Stable Value Fund - invests primarily in investment contracts, stable value contracts and short-term investments. The goal of the fund is preservation of principal and income while maximizing current income.

Investment options (continued)

Vanguard Institutional Index Fund - a mutual fund, investing in the 500 stocks that comprise the Standard & Poor's 500 Composite Stock Price Index (S&P 500) in proportion to their weighting in the index. The goal of the fund is long-term growth of capital and income from dividends.

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

Janus Overseas Fund - a mutual fund, investing at least 65% of its total assets in securities of issuers from at least five different countries, excluding the United States. The goal of the fund is long-term capital growth.

American Century Income & Growth Fund - a mutual fund, investing primarily in common stocks selected from a universe of the 1,500 largest companies traded in the United States. The goal of the fund is dividend growth, current income, and capital appreciation.

AIM Balanced Fund (Class A) - a mutual fund, investing primarily in high-yielding securities, including common stocks, preferred stocks, convertible securities and bonds. The goal of the fund is high total return consistent with preservation of capital.

AXP Selective Fund (Class Y) - a mutual fund, investing primarily in medium-to high-quality corporate bonds and other highly rated debt instruments including government securities and short-term investments. The goal of the fund is current income and preservation of capital.

American Express Trust Long-Term Horizon (80:20) - a common collective trust, investing in a predetermined mix of growth, growth/income and income investments. The goal of the trust is to create a diversified portfolio with a moderate risk profile designed for individuals with long-term goals.

American Express Trust Medium-Term Horizon (50:50) - a common collective trust, investing in a predetermined mix of growth, growth/income, income, and money market (cash equivalents) investments. The goal of the trust is to create a diversified portfolio with a conservative risk profile designed for individuals with medium-term goals.

American Express Trust Short-Term Horizon (25:75) - a common collective trust, investing in a predetermined mix of growth, growth/income, income, and money market (cash equivalents) investments. The goal of the trust is to create a diversified portfolio with a conservative risk profile designed for individuals with short-term goals.

Self-Directed Brokerage Account - allowing the participant to invest in securities not offered otherwise.



Frozen investment options

The Abercrombie & Fitch Co. and Too, Inc. Stock Funds were previous investment options. Subsequent to a tax-free exchange offer on May 19, 1998, establishing Abercrombie & Fitch Co. as an independent company and the spin-off of Too, Inc. effective August 23, 1999, no additional contributions were permitted to these funds as of the respective dates.

Vesting

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

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

Payment of benefits

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

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

Amounts allocated to participants withdrawn from the Plan

Amounts allocated, but not yet paid, to participants withdrawn from the Plan were \$117,246 and \$1,064,451 as of December 31, 2001 and 2000, respectively.

#### Forfeitures

Forfeitures are used to reduce the Employer's required contributions, and if so elected by the Employer, to reduce administrative expenses. Forfeitures of \$7,510,832 and \$10,405,105 were used to reduce contributions for the years ended December 31, 2001 and 2000, respectively. Forfeitures of \$363,585 and \$769,952 were used to reduce administrative expenses for the years ended December 31, 2001 and 2000, respectively.

#### Expenses and fees

Expenses of the Plan are deducted from participants' accounts as follows: 1) annual participant fee of from \$12 to \$200 based on account balance, deducted on a quarterly basis, 2) a \$10 disbursement fee for withdrawals and terminations, 3) a \$3 fee for recurring installment disbursements, and 4) a \$50 annual fee for a self directed brokerage account. Investments in the Limited Brands, Inc., Intimate Brands, Inc., Too, Inc., and Abercrombie & Fitch Co. stock funds are charged an administrative fee of 3 basis points through a reduction in earnings. Investments in the SARP Stable Value Fund are charged an administrative fee of 30 basis points through a reduction in earnings. The Employer pays administrative expenses incurred in excess of fees collected from participants by either direct payment or forfeitures. Expenses and fees excluding those paid directly have been reported in the financial statements as administrative expenses.

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

#### (2) Summary of accounting policies

##### Basis of presentation

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

##### Estimates

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

#### Risks

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

#### Income recognition

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

#### Investment valuation

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

#### Net depreciation in fair value of investments

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

#### Benefit payments

Benefits are recorded when paid.

#### Reclassification of prior year information

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

(3) Investments

The Plan's investments are held by the American Express Trust Company, trustee of the Plan. The following table presents balances at December 31, 2001 and 2000 for the Plan's current investment options. Investments that represent five percent or more of the Plan's net assets are separately identified.

	2001	2000
	-----	-----
Investments at fair value as determined by:		
Quoted market price		
Common stock:		
Limited Brands, Inc.	\$ 57,485,589	\$ 69,100,258
Other	20,499,209	16,880,923
	-----	-----
	77,984,798	85,981,181
	-----	-----
Mutual funds:		
Vanguard Institutional Index Fund	80,845,380	95,254,571
Vanguard U.S. Growth Fund	53,445,849	77,713,075
AIM Balanced Class A Fund	23,234,958	26,356,111
Other	11,166,668	9,451,000
	-----	-----
	168,692,855	208,774,757
	-----	-----
Total quoted market price	246,677,653	294,755,938
Contract cost		
Investment contracts	104,878,013	93,314,059
Estimated fair value		
Common collective trusts	9,210,681	18,689,274
	-----	-----
Total investments at fair value	\$360,766,347	\$406,759,271
	=====	=====

The Plan's investments (including investments bought, sold, and held during the year) appreciation (depreciation) in value for the years ended December 31, 2001 and 2000, is set forth below:

	2001	2000
	-----	-----
Investments at fair value as determined by:		
Quoted market price		
Common stock	\$ (5,548,014)	\$(23,366,324)
Mutual funds	(43,539,345)	(52,135,638)
Other	-	(3,135)
	-----	-----
	(49,087,359)	(75,505,097)
Estimated fair value		
Common collective trusts	322,270	880,518
	-----	-----
Net depreciation in fair value	\$(48,765,089)	\$(74,624,579)
	=====	=====

(4) Investment contracts

The Plan, under the SARP Stable Value Fund investment option, enters into investment contracts with insurance companies and financial institutions. The contracts are included in the financial statements at contract value, because they are fully benefit responsive. Contract value represents contributions made under the contract, plus earnings, less Plan withdrawals and administrative expenses.

These contracts provide a liquidity guarantee, by financially responsible third parties, of principal and previously accrued interest which can be utilized for liquidations, transfers, or hardship withdrawals initiated by plan participants exercising their rights under the terms of the on-going Plan. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contracts at December 31, 2001 and 2000 was \$109,657,811 and \$85,423,308, respectively. The average yield for the investment contracts was approximately 6.95% and 7.15% for the years ended December 31, 2001 and 2000, respectively. The weighted average crediting rate for these contracts was 7.14% and 7.27% at December 31, 2001 and 2000, respectively. The crediting rate is based on an agreed upon rate with the issuer, but cannot be less than zero.

(5) Tax status

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

(6) Plan administration

A committee comprised of members appointed by the Board of Directors of the Employer administers the Plan.

(7) Plan termination

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

(8) Parties-in-interest

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

(9) Reconciliation of financial statements to Form 5500

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

	2001	2000
	-----	-----
Net Assets Available for Benefits Per the Financial Statements	\$391,249,828	\$433,465,264
Amounts Allocated to Withdrawing Participants	(117,246)	(1,064,451)
	-----	-----
Net Assets Available for Benefits Per Form 5500	\$391,132,582	\$432,400,813
	=====	=====

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

Benefits Paid to Participants Per the Financial Statements	\$ 42,567,528
Amounts Allocated to Withdrawing Participants:	
At December 31, 2001	117,246
At December 31, 2000	(1,064,451)
	-----
Benefits Paid to Participants Per Form 5500	\$ 41,620,323
	=====

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

(10) Subsequent events

Effective January 1, 2002, the Plan was amended to, among other things: 1) increase allowable tax-deferred contributions to 15%, 2) change the Employer's match to 100% of the participant's voluntary contributions up to 4% of the participant's total annual compensation, 3) reduce the non-service related retirement contribution by 1%, 4) increase the service related retirement contribution by 1% for annual compensation in excess of the social security wage base, 5) fully vest participants in the Employer's matching contribution, and 6) allow employees whose base salary equals or exceeds \$100,000 to make voluntary contributions.

On March 21, 2002, Limited Brands, Inc. completed a tax-free tender offer and merger which resulted in the acquisition of the Intimate Brands, Inc. minority interest. As a result, each share of Intimate Brands, Inc. common stock in the Plan was exchanged for 1.1 shares of Limited Brands, Inc. common stock.

The Limited, Inc. Savings and Retirement Plan

EIN 31-1048997 Plan #002  
 Schedule of Assets Held at End of Year  
 December 31, 2001

(a)	(b)	(c)	(d) (1)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	-----	-----	-----	-----
*	Limited Brands, Inc.	Common Stock - 3,905,271 shares		\$57,485,589
*	Intimate Brands, Inc.	Common Stock - 663,606 shares		9,861,186
	Too, Inc.	Common Stock - 260,221 shares		7,156,078
	Abercrombie & Fitch Co.	Common Stock - 77,745 shares		2,062,575
	Applied Materials	Common Stock - 2,821 shares		113,122
	Cisco Systems	Common Stock - 5,164 shares		93,520
	General Electric	Common Stock - 2,158 shares		86,493
	EMC Corp.	Common Stock - 6,422 shares		86,312
	Texas Instruments	Common Stock - 2,726 shares		76,328
	JDS Uniphase Corp.	Common Stock - 6,655 shares		57,765
	Nasdaq Gold TR I UIT	Common Stock - 1,300 shares		50,583
	Dell Computer Corp.	Common Stock - 1,750 shares		47,565
	Nokia Corp. ADR	Common Stock - 1,351 shares		33,140
	Microsoft Corp.	Common Stock - 492 shares		32,595
	Immunex Corp.	Common Stock - 1,150 shares		31,867
	Krispy Kreme Doughnuts	Common Stock - 661 shares		29,216
	Cree, Inc.	Common Stock - 930 shares		27,398
	PMC-Sierra, Inc.	Common Stock - 1,265 shares		26,894
	Wal-Mart Stores	Common Stock - 459 shares		26,415
	Qualcomm, Inc.	Common Stock - 522 shares		26,361

\* Represents a party in interest

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

The notes to the financial statements are an integral part of this schedule.

The Limited, Inc. Savings and Retirement Plan

EIN 31-1048997 Plan #002  
 Schedule of Assets Held at End of Year  
 December 31, 2001

(a)	(b)	(c)	(d) (1)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value	
Intel Corp.	Common Stock - 782 shares		24,594	
Lucent Technologies	Common Stock - 3,461 shares		21,804	
Tyco International, Ltd.	Common Stock - 351 shares		20,674	
Oak Technology, Inc.	Common Stock - 1,333 shares		18,329	
Oracle Systems	Common Stock - 1,216 shares		16,793	
Sun Microsystems	Common Stock - 1,253 shares		15,412	
Citigroup, Inc.	Common Stock - 280 shares		14,134	
AOL Time Warner, Inc.	Common Stock - 432 shares		13,867	
RF Micro-Devices	Common Stock - 706 shares		13,576	
Gentex Corp.	Common Stock - 500 shares		13,365	
Network Appliance	Common Stock - 600 shares		13,122	
Broadcom Corp.	Common Stock - 300 shares		12,261	
Worldcom, Inc.	Common Stock - 840 shares		11,827	
Compaq Computer	Common Stock - 1,175 shares		11,468	
WebMD Corp.	Common Stock - 1,603 shares		11,317	
Verizon Communications	Common Stock - 237 shares		11,248	
Home Depot	Common Stock - 220 shares		11,222	
Indymac Bancorp, Inc.	Common Stock - 450 shares		10,521	
* American Express	Common Stock - 260 shares		9,279	
Walt Disney Co.	Common Stock - 400 shares		8,288	
Motorola, Inc.	Common Stock - 590 shares		8,862	
Corning, Inc.	Common Stock - 945 shares		8,429	
Asia Satellite ADR	Common Stock - 500 shares		8,200	

The notes to the financial statements are an integral part of this schedule.



The Limited, Inc. Savings and Retirement Plan

EIN 31-1048997 Plan #002  
 Schedule of Assets Held at End of Year  
 December 31, 2001

(a)	(b)	(c)	(d) (1)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	Sungard Data Systems	Common Stock - 270 shares		7,811
	Xilinx, Inc.	Common Stock - 200 shares		7,810
	Nortel Networks Corp.	Common Stock - 1,000 shares		7,460
	LSI Logic Corp.	Common Stock - 462 shares		7,290
	Ballard Power Systems	Common Stock - 225 shares		6,653
	Drugstore.com, Inc.	Common Stock - 3,400 shares		6,630
	Cardinal Health, Inc.	Common Stock - 100 shares		6,466
	United Technologies	Common Stock - 100 shares		6,463
	Emulex Corp.	Common Stock - 150 shares		5,927
	AT&T Wireless Services	Common Stock - 399 shares		5,734
	Qwest Comm Intl, Inc.	Common Stock - 350 shares		4,946
	Alexion Pharmaceutical	Common Stock - 201 shares		4,912
	Applied Micro Circuits	Common Stock - 400 shares		4,528
	Philip Morris Co.	Common Stock - 97 shares		4,447
	Ciena Corporation	Common Stock - 300 shares		4,293
	Echelon Corp.	Common Stock - 300 shares		4,248
	Jupiter Networks	Common Stock - 222 shares		4,207
	Siebel Systems	Common Stock - 150 shares		4,197
	Ivax	Common Stock - 200 shares		4,028
	People Soft	Common Stock - 100 shares		4,020
	Pfizer, Inc.	Common Stock - 100 shares		3,985
	Tanox, Inc. COM	Common Stock - 212 shares		3,923
	Huntington Bancshare	Common Stock - 220 shares		3,782

The notes to the financial statements are an integral part of this schedule.

The Limited, Inc. Savings and Retirement Plan

EIN 31-1048997 Plan #002  
 Schedule of Assets Held at End of Year  
 December 31, 2001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	(1)  Cost	Current Value
	Fuelcell Energy Corp.	Common Stock - 200 shares		3,628
	McData	Common Stock - 138 shares		3,381
	Time Warner Telecom	Common Stock - 190 shares		3,361
	Buca, Inc.	Common Stock - 200 shares		3,242
	Pixelworks, Inc.	Common Stock - 200 shares		3,212
	Procter & Gamble	Common Stock - 40 shares		3,165
	Ariba, Inc.	Common Stock - 508 shares		3,129
	Caci International, Inc.	Common Stock - 78 shares		3,080
	Palm, Inc.	Common Stock - 793 shares		3,077
	Quantum Corp.	Common Stock - 300 shares		2,955
	Atmel Corp.	Common Stock - 400 shares		2,948
	Boeing Co.	Common Stock - 75 shares		2,909
	Advanced Micro Dev.	Common Stock - 180 shares		2,855
	Cortex Pharmaceuticals	Common Stock - 1,000 shares		2,580
	Vitesse Corp.	Common Stock - 200 shares		2,486
	Yahoo, Inc.	Common Stock - 138 shares		2,448
	Online Power Supply	Common Stock - 1,000 shares		2,430
	Metromedia Fiber Network	Common Stock - 5,500 shares		2,420
	Rambus, Inc.	Common Stock - 300 shares		2,397
	Coca-Cola Co.	Common Stock - 50 shares		2,358
	Echostar Comm	Common Stock - 85 shares		2,334
	Glogic Corp.	Common Stock - 50 shares		2,226
	CMGI, Inc.	Common Stock - 1,335 shares		2,176

The notes to the financial statements are an integral part of this schedule.

The Limited, Inc. Savings and Retirement Plan

EIN 31-1048997 Plan #002  
 Schedule of Assets Held at End of Year  
 December 31, 2001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	(1)  Cost	Current Value
	Abercrombie & Fitch	Common Stock - 79 shares		2,095
	Stem Cells, Inc.	Common Stock - 600 shares		2,094
	Handspring, Inc.	Common Stock - 300 shares		2,022
	Gateway, Inc.	Common Stock - 250 shares		2,010
	Sanmina-Sci Corporation	Common Stock - 100 shares		1,990
	General Magic, Inc.	Common Stock - 4,916 shares		1,917
	Comcast Corp.	Common Stock - 52 shares		1,872
	Genzyme Corp.	Common Stock - 30 shares		1,795
	Wind River Systems	Common Stock - 100 shares		1,791
	Sonus Networks	Common Stock - 377 shares		1,741
	Bayer A G ADR	Common Stock - 54 shares		1,716
	Bio Technology General Corp.	Common Stock - 200 shares		1,646
	Ford Motor Company	Common Stock - 100 shares		1,572
	VA Software Corporation	Common Stock - 625 shares		1,531
	Finisar Corp.	Common Stock - 150 shares		1,526
	Micromuse, Inc.	Common Stock - 100 shares		1,500
	AT&T Corp.	Common Stock - 82 shares		1,479
	XM Satellite Radio	Common Stock - 80 shares		1,469
	Zoran Corp.	Common Stock - 45 shares		1,469
	Photon Dynamics, Inc.	Common Stock - 32 shares		1,461
	Activision, Inc.	Common Stock - 56 shares		1,457
	Microstrategy	Common Stock - 375 shares		1,444
	America West Holdings	Common Stock - 400 shares		1,400

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The Limited, Inc. Savings and Retirement Plan

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 December 31, 2001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	(1)  Cost	Current Value
	Noven	Common Stock - 75 shares		1,331
	Frontier Oil Corp.	Common Stock - 75 shares		1,248
	Hewlett Packard	Common Stock - 57 shares		1,171
	Sirius Satellite Radio	Common Stock - 100 shares		1,163
	Chiquita Brands	Common Stock - 1,800 shares		1,152
	Foundry Networks	Common Stock - 140 shares		1,141
	Verticalnet, Inc.	Common Stock - 800 shares		1,120
	L-3 Communications	Common Stock - 12 shares		1,080
	Brocade Communications	Common Stock - 32 shares		1,060
	Extreme Networks, Inc.	Common Stock - 82 shares		1,058
	Inet Technologies, Inc.	Common Stock - 100 shares		1,057
	Kraft Foods, Inc.	Common Stock - 30 shares		1,021
	Unify	Common Stock - 3,390 shares		1,017
	Itron, Inc.	Common Stock - 33 shares		1,000
	Women First Healthcare	Common Stock - 100 shares		999
	Art Technology, Inc.	Common Stock - 275 shares		957
	USAir Group	Common Stock - 150 shares		951
	Tengasco	Common Stock - 105 shares		869
	Global Crossing, Ltd.	Common Stock - 1,020 shares		857
	Orchid Biosciences, Inc.	Common Stock - 147 shares		808
	I2 Technologies	Common Stock - 100 shares		790
	Avaya	Common Stock - 61 shares		741
	Enron Corp.	Common Stock - 1,200 shares		720

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The Limited, Inc. Savings and Retirement Plan

EIN 31-1048997 Plan #002  
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 December 31, 2001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	(1)  Cost	Current Value
	Williams Communications	Common Stock - 300 shares		705
	Barnes & Noble.com, Inc.	Common Stock - 427 shares		658
	Glenayre Technologies	Common Stock - 400 shares		652
	Storage Networks, Inc.	Common Stock - 100 shares		618
	Koninklijke Philips Electronics	Common Stock - 21 shares		611
	AK Steel	Common Stock - 50 shares		569
	ADB Systems Int'l	Common Stock - 2,087 shares		563
	Apex Mortgage Capital	Common Stock - 50 shares		563
	Knight Trading Group, Inc.	Common Stock - 50 shares		551
	Sycamore Networks, Inc.	Common Stock - 85 shares		456
	Koala Corp.	Common Stock - 500 shares		450
	Avanex Corporation	Common Stock - 75 shares		443
	Axcess, Inc.	Common Stock - 100 shares		438
	Utilicorp United	Common Stock - 17 shares		428
	Orbital Sciences Corp.	Common Stock - 100 shares		413
	ASM Lithography	Common Stock - 24 shares		409
	New Focus, Inc.	Common Stock - 101 shares		385
	Redback Networks	Common Stock - 94 shares		371
	McLeod, Inc.	Common Stock - 1,000 shares		370
	Vasomedical, Inc.	Common Stock - 100 shares		370
	Pinacle Holdings	Common Stock - 1,000 shares		340
	Citrix Systems, Inc.	Common Stock - 15 shares		340
	Plaintree Systems, Inc.	Common Stock - 2,000 shares		330

The notes to the financial statements are an integral part of this schedule.

The Limited, Inc. Savings and Retirement Plan

EIN 31-1048997 Plan #002  
 Schedule of Assets Held at End of Year  
 December 31, 2001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	(1)  Cost	Current Value
	Power-One, Inc.	Common Stock - 31 shares		323
	Corvis Corp.	Common Stock - 100 shares		323
	Worldcom, Inc. MCI Group	Common Stock - 24 shares		305
	Eagle Wireless Intl Inc.	Common Stock - 370 shares		226
	Apple Computer	Common Stock - 10 shares		219
	Marvel Enterprises, Inc.	Common Stock - 50 shares		190
	Kmart Corp.	Common Stock - 32 shares		175
	Conexant Systems, Inc.	Common Stock - 11 shares		158
	Oni Systems, Corp.	Common Stock - 24 shares		150
	Internet Capital Group	Common Stock - 100 shares		121
	Novell, Inc.	Common Stock - 25 shares		115
	Razorfish, Inc.	Common Stock - 459 shares		101
	XO Communications	Common Stock - 1,000 shares		96
	Amazon Com, Inc.	Common Stock - 8 shares		87
	Polaroid Corp.	Common Stock - 1,000 shares		80
	Pumatech, Inc.	Common Stock - 28 shares		72
	Barpoint.com, Inc.	Common Stock - 235 shares		71
	Serviceware Tech, Inc.	Common Stock - 200 shares		64
	Sunday Commun, Ltd. ADR	Common Stock - 60 shares		61
	Xybernaut Corp.	Common Stock - 20 shares		48
	Warnaco	Common Stock - 800 shares		46
	Northpoint Community Group	Common Stock - 300 shares		45
	Exodus Communications	Common Stock - 1,100 shares		43

The notes to the financial statements are an integral part of this schedule.

The Limited, Inc. Savings and Retirement Plan

EIN 31-1048997 Plan #002  
 Schedule of Assets Held at End of Year  
 December 31, 2001

(a)	(b)	(c)	(d) (1)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value	
Loudeye Technologies	Common Stock - 50 shares			37
Vertical Computer Sys	Common Stock - 2,532 shares			33
Struthers, Inc.	Common Stock - 4,000 shares			32
Zimmer Holdings, Inc.	Common Stock - 1 share			31
Pawnbroker.com, Inc.	Common Stock - 338 shares			27
Calypte Biomedical CP	Common Stock - 40 shares			7
Econnect	Common Stock - 145 shares			6
Intertek, Inc.	Common Stock - 100 shares			6
Bradlees, Inc.	Common Stock - 2,700 shares			5
Verado Holdings, Inc.	Common Stock - 60 shares			2
Comporsitech, Ltd.	Common Stock - 295 shares			1
* American Express Trust Money Market I	Common Collective Trust - 3,363,546.050 shares			3,363,546
* American Express Trust Horizon Long-Term (80:20)	Common Collective Trust - 103,196.532 shares			2,346,999
* American Express Trust Horizon Medium-Term (50:50)	Common Collective Trust - 56,321.072 shares			1,222,562
* American Express Trust Horizon Short-Term (25:75)	Common Collective Trust - 53,263.628 shares			963,378
* American Express Trust Money Market II	Common Collective Trust - 769,404.890 shares			769,405
* American Express Trust Income I	Common Collective Trust - 9,402.349 shares			544,791

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The Limited, Inc. Savings and Retirement Plan

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 Schedule of Assets Held at End of Year  
 December 31, 2001

(a)	(b)	(c)	(d) (1)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value	
Vanguard Institutional Index Fund	Mutual Fund - 770,763.472 shares			80,845,380
Vanguard U.S. Growth Fund	Mutual Fund - 2,835,323.586 shares			53,445,849
AIM Balanced Fund	Mutual Fund - 895,719.285 shares			23,234,958
Janus Overseas Fund	Mutual Fund - 294,865.898 shares			5,985,779
American Century Income & Growth Fund	Mutual Fund - 96,033.800 shares			2,626,524
* American Express Selective Fund	Mutual Fund - 181,620.084 shares			1,609,154
Reserve Fund	Mutual Fund - 558,170.740 shares			558,171
Janus Olympus Fund	Mutual Fund - 1,346.011 shares			37,486
American Century International Growth Fund	Mutual Fund - 3,704.963 shares			29,529
Janus Worldwide Fund	Mutual Fund - 646.369 shares			28,337
Invesco Technology Fund	Mutual Fund - 769.115 shares			25,050
Buffalo Small Cap Fund	Mutual Fund - 1,085.689 shares			21,670
Janus Mercury Fund	Mutual Fund - 1,022.189 shares			21,251
CS Warburg Pincus Emerging Growth Fund	Mutual Fund - 750.111 shares			20,246
Turner Small Cap Value Fund	Mutual Fund - 1,031.890 shares			20,173
Scudder Select 500 Fund	Mutual Fund - 1,495.250 shares			16,956

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The Limited, Inc. Savings and Retirement Plan

EIN 31-1048997 Plan #002  
 Schedule of Assets Held at End of Year  
 December 31, 2001

(a)	(b)	(c)	(d) (1)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value	
	Strong Enterprise Fund	Mutual Fund - 762.758 shares		16,887
*	American Express S&P 500 Index Fund	Mutual Fund - 3,484.226 shares		15,470
	CS Capital Appreciation Fund	Mutual Fund - 696.464 shares		12,460
	Invesco Dynamics Fund	Mutual Fund - 589.164 shares		9,385
	Dodge & Cox Stock Fund	Mutual Fund - 65.629 shares		6,596
	Invesco Health Sciences Fund	Mutual Fund - 124.257 shares		6,292
	Artisan International Fund	Mutual Fund - 333.289 shares		6,119
	PBHG Large Cap 20 Fund	Mutual Fund - 372.043 shares		6,061
	PBHG Small Cap Value Fund	Mutual Fund - 267.136 shares		5,514
	Firsthand Funds Technology Value Fund	Mutual Fund - 133.281 shares		5,498
	Pacific Century	Mutual Fund - 20,000 shares		5,200
	Strong Growth 20 Fund	Mutual Fund - 289.825 shares		4,272
	Janus Fund 2	Mutual Fund - 557.292 shares		4,152
	Oakmark Equity and Income Fund	Mutual Fund - 219.287 shares		4,085
	Dodge & Cox Balanced Fund	Mutual Fund - 61.593 shares		4,029
	T. Rowe Price Capital Appreciation Fund	Mutual Fund - 274.636 shares		4,021
	PBHG Large Cap Value Fund	Mutual Fund - 276.609 shares		3,778
	Janus Global Life Sciences Fund	Mutual Fund - 179.276 shares		3,150

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The Limited, Inc. Savings and Retirement Plan

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 December 31, 2001

(a)	(b)	(c)	(d) (1)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	-----	-----	-----	-----
	Gabelli Global Communications Fund	Mutual Fund - 223.763 shares		3,124
	Invesco Telecommunications Fund	Mutual Fund - 171.489 shares		2,850
	Turner New Enterprise Fund	Mutual Fund - 552.486 shares		2,718
	Invesco Leisure Fund	Mutual Fund - 67.474 shares		2,540
	SSGA Real Estate Equity Fund	Mutual Fund - 245.288 shares		2,419
	Janus Investment Fund	Mutual Fund - 68.472 shares		2,191
	Invesco Energy Fund	Mutual Fund - 123.153 shares		2,139
	Dresdner RCM Global Technology Fund	Mutual Fund - 68.446 shares		2,073
	Strong Small Cap Value Fund	Mutual Fund - 100.529 shares		2,033
	Van Wagoner Technology Fund	Mutual Fund - 127.421 shares		2,031
	Janus Strategic Value Fund	Mutual Fund - 204.390 shares		1,893
	CS Global Telecom Fund	Mutual Fund - 59.304 shares		1,784
	Firsthand Funds Technology Leaders Fund	Mutual Fund - 78.170 shares		1,474
*	American Express Blue Chip Advantage Fund	Mutual Fund - 182.727 shares		1,471
	Strong Mid Cap Growth Fund	Mutual Fund - 99.480 shares		1,390
	Artisan Mid Cap Fund	Mutual Fund - 49.015 shares		1,264
	Oak Associates Red Oak Technology Select Portfolio	Mutual Fund - 131.096 shares		1,257

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The Limited, Inc. Savings and Retirement Plan

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 Schedule of Assets Held at End of Year  
 December 31, 2001

(a)	(b)	(c)	(d) (1)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	Janus Orion Fund	Mutual Fund - 192.136 shares		1,149
	Green Century Balanced Fund	Mutual Fund - 64.496 shares		1,033
	Dreyfus Founders Funds Discovery Fund	Mutual Fund - 36.171 shares		1,029
	American Century Twentieth Century Vista Fund	Mutual Fund - 92.238 shares		1,024
	American Century Twentieth Century Heritage Fund	Mutual Fund - 94.072 shares		1,019
	PBHG Technology & Communications Fund	Mutual Fund - 55.434 shares		909
	CS Global Post Venture Capital Fund	Mutual Fund - 53.267 shares		881
	TIAA-CREF Growth & Income Fund	Mutual Fund - 63.697 shares		769
	Oak Associates Pin Oak Aggressive Stock Portfolio	Mutual Fund - 23.226 shares		555
	Janus Fund	Mutual Fund - 14.406 shares		354
	Protective	Investment Contract - 5,000,000 - 7.30% due 2/17/04		5,313,467
	GE Life	Investment Contract - 5,000,000 - 7.10% due 11/15/04		5,132,329
	Travelers	Investment Contract - 5,000,000 - 7.20% due 10/15/03		5,074,843
	GE Life	Investment Contract - 3,000,000 - 7.79% due 4/15/05		3,165,314
	Protective	Investment Contract - 3,000,000 - 7.71% due 4/15/03		3,162,992

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The Limited, Inc. Savings and Retirement Plan

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 December 31, 2001

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	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	Travelers	Investment Contract - 3,000,000 - 7.80% due 5/15/05		3,146,045
	Travelers	Investment Contract - 3,000,000 - 7.58% due 6/15/03		3,122,543
	Protective	Investment Contract - 3,000,000 - 7.92% due 8/15/05		3,088,355
	GE Life	Investment Contract - 2,000,000 - 7.28% due 2/15/06		2,127,092
	Protective	Investment Contract - 2,000,000 - 6.15% due 5/15/06		2,085,497
	Protective	Investment Contract - 2,000,000 - 8.24% due 8/15/05		2,061,226
	Hartford	Investment Contract - 2,000,000 - 7.07% due 12/14/05		2,005,248
	Bank of America I Contract			
	Bank of America I Wrapper	Contract Wrapper - 6.95% due 12/31/50		(65,101)
	FNMA 1999-50 OA CMO	Bond - 6.50% due 6/25/23		1,028,452
	FNMA 1993-120 HB	Bond - 6.50% due 11/25/21		1,007,073
	EQCC Home Equity 99-3 A3F	Bond - 7.07% due 11/25/24		517,571
	FHLMC Series 1804 Class A CMO	Bond - 6.00% due 9/15/29		489,292
	DLJ Commercial Mortgage Corp. 1999-CG3 A-1A	Bond - 7.12% due 10/10/08		461,482
	Green Tree Home Improvement 97-D HEA7	Bond - 6.82% due 9/15/28		434,865
	IMC Home Equity	Bond - 6.40% due 4/20/26		360,480

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The Limited, Inc. Savings and Retirement Plan

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 December 31, 2001

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	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	DVI Receivables Corp. 1999-2 A3	Bond - 6.83% due 6/13/03		101,605
	American Express Trust Money Market I	Common Collective Trust - 5,061 shares		5,061
	Bank of America II Contract			
	Bank of America II Wrapper	Contract Wrapper - 7.05% due 12/31/50		(347,610)
	American Express Trust Bond Fund	Common Collective Trust - 141,032.822 shares		9,499,689
	CDC I Contract			
	CDC I Wrapper	Contract Wrapper - 6.97% due 12/31/50		(302,473)
	FNMA 1999-50 OA CMO	Bond - 6.50% due 6/25/23		2,005,650
	FNMA 1993-120 HB	Bond - 6.50% due 11/25/21		1,963,957
	EQCC Home Equity 99-3 A3F	Bond - 7.07% due 11/25/24		1,009,349
	FHLMC Series 1804 Class A CMO	Bond - 6.00% due 9/15/29		954,200
	DLJ Commercial Mortgage Corp. 1999-CG3 A-1A	Bond - 7.12% due 10/10/08		899,965
	Green Tree Home Improvement 97-D HEA7	Bond - 6.82% due 9/15/28		848,057
	IMC Home Equity	Bond - 6.40% due 4/20/26		702,995
	DVI Receivables Corp. 1999-2 A3	Bond - 6.83% due 6/13/03		198,145
	American Express Trust Money Market I	Common Collective Trust - 9,870 shares		9,870

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The Limited, Inc. Savings and Retirement Plan

EIN 31-1048997 Plan #002  
 Schedule of Assets Held at End of Year  
 December 31, 2001

(a)	(b)	(c)	(d) (1)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
	CDC II Contract			
	CDC II Wrapper	Contract Wrapper - 5.24% due 12/31/50		(22,369)
	American Express Trust Bond Fund	Common Collective Trust - 62,433.828 shares		4,205,418
	JP Morgan Chase Contract			
	JP Morgan Chase Wrapper	Contract Wrapper - 7.47% due 12/31/50		(909,060)
	FNMA 1999-50 OA CMO	Bond - 6.50% due 6/25/23		4,979,629
	FNMA 1993-120 HB	Bond - 6.50% due 11/25/21		4,876,115
	EQCC Home Equity 99-3 A3F	Bond - 7.07% due 11/25/24		2,506,012
	FHLMC Series 1804 Class A CMO	Bond - 6.00% due 9/15/29		2,369,088
	DLJ Commercial Mortgage Corp. 1999-CG3 A-1A	Bond - 7.12% due 10/10/08		2,234,433
	Green Tree Home Improvement 97-D HEA7	Bond - 6.82% due 9/15/28		2,105,557
	IMC Home Equity	Bond - 6.40% due 4/20/26		1,745,396
	DVI Receivables Corp. 1999-2 A3	Bond - 6.83% due 6/13/03		491,955
	American Express Trust Money Market I	Common Collective Trust - 24,506 shares		24,506

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The Limited, Inc. Savings and Retirement Plan

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 December 31, 2001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	(1)  Cost	Current Value
	<b>Rabobank Contract</b>			
	Rabobank Wrapper	Contract Wrapper - 6.10% due 12/31/50		(47,534)
	American Express Trust Investment Grade Bond Fund	Common Collective Trust - 649,231.748 shares		9,402,823
	<b>UBS Contract</b>			
	UBS Wrapper	Contract Wrapper - 8.62% due 12/31/50		(658,925)
	FNMA 1999-50 OA CMO	Bond - 6.50% due 6/25/23		2,406,037
	FNMA 1993-120 HB	Bond - 6.50% due 11/25/21		2,356,022
	EQCC Home Equity 99-3 A3F	Bond - 7.07% due 11/25/24		1,210,845
	FHLMC Series 1804 Class A CMO	Bond - 6.00% due 9/15/29		1,144,686
	DLJ Commercial Mortgage Corp. 1999-CG3 A-1A	Bond - 7.12% due 10/10/08		1,079,624
	Green Tree Home Improvement 97-D HEA7	Bond - 6.82% due 9/15/28		1,017,354
	IMC Home Equity	Bond - 6.40% due 4/20/26		843,334
	DVI Receivables Corp. 1999-2 A3	Bond - 6.83% due 6/13/03		237,701
	American Express Trust Money Market I	Common Collective Trust - 11,841 shares		11,841

The notes to the financial statements are an integral part of this schedule.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 26, 2002

THE LIMITED, INC. SAVINGS AND RETIREMENT PLAN

/s/ V. Ann Hailey

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Name: V. Ann Hailey  
Title: Executive Vice President and  
Chief Financial Officer



INDEX TO EXHIBITS

Exhibit No.

Description

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Consent of Independent Public Accountants

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statement (Form S-8 1-8344) pertaining to The Limited, Inc. Savings and Retirement Plan of our report dated April 12, 2002, with respect to the financial statements and supplemental schedule of The Limited, Inc. Savings and Retirement Plan included in this annual report (Form 11-K) for the year ended December 31, 2001.

/s/ Ary & Roepcke

Columbus, Ohio  
June 20, 2002