

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 6)

United Retail Group, Inc.

(Name of Issuer)

Common Stock (\$.001 Par Value)

(Title of Class of Securities)

911380103

(CUSIP Number)

Samuel P. Fried, Esq., Vice President and General Counsel, The Limited, Inc.,
Three Limited Parkway, Columbus, Ohio 43230, Telephone: (614) 479-7199

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

November 6, 1998

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ____.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP NO.911380103

PAGE 2 OF 9

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Limited Direct Associates, L.P.
I.R.S. # 31-1251727

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7. NUMBER OF SHARES 0

SHARED VOTING POWER

8. BENEFICIALLY OWNED BY EACH

5,275,574

SOLE DISPOSITIVE POWER

9. REPORTING PERSON 0

SHARED DISPOSITIVE POWER

10. WITH 2,100,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11. 5,275,574

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

12.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 38.8%

TYPE OF REPORTING PERSON

14. PN

SCHEDULE 13D

CUSIP NO.911380103

PAGE 3 OF 9

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Limited Direct, Inc.
I.R.S. # 51-0301511

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4. AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7. NUMBER OF SHARES 0

SHARED VOTING POWER

8. BENEFICIALLY OWNED BY EACH

5,275,574

SOLE DISPOSITIVE POWER

9. REPORTING PERSON 0

SHARED DISPOSITIVE POWER

10. WITH 2,100,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11. 5,275,574

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

12.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 38.8%

TYPE OF REPORTING PERSON

14. CO

NAME OF REPORTING PERSON

1. I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Limited Direct, Inc.
I.R.S. # 31-1029810

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4.

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Delaware

SOLE VOTING POWER

7. NUMBER OF SHARES 0

SHARED VOTING POWER

8. BENEFICIALLY OWNED BY EACH

5,275,574

SOLE DISPOSITIVE POWER

9. REPORTING PERSON 0

SHARED DISPOSITIVE POWER

10. WITH 2,100,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11. 5,275,574

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

12.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 38.8%

TYPE OF REPORTING PERSON

14. CO

AMENDMENT NO. 6 TO STATEMENT ON SCHEDULE 13D

This Amendment No. 6 to Schedule 13D is being filed on behalf of Limited Direct Associates, L.P. ("LDA"), a Delaware limited partnership, Limited Direct, Inc., a Delaware corporation and the general partner of LDA, and The Limited, Inc., a Delaware corporation and the ultimate parent of LDA, in connection with United Retail Group, Inc. Common Stock ("URGI Common Stock") held by LDA. This Amendment No. 6 amends the statement on Schedule 13D filed with the Commission by the reporting persons on July 22, 1993, as amended by Amendments No. 1, No. 2, No. 3, No. 4 and No. 5 thereto. This Amendment No. 6 amends Items 2, 4, 5, 6 and 7 of Schedule 13D. Capitalized terms used herein and not otherwise defined shall have the same meanings as set forth in Amendments No. 4 and 5 to Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND.

ADDRESS OF PRINCIPAL BUSINESS AND PRINCIPAL OFFICE:

For Dr. Leonard A. Schlesinger:

Brown University
P.O. Box 1967
Maddock House
Providence, RI 02912

For Eugene M. Freedman:

Monitor Clipper Partners, Inc.
25 First Street
Cambridge, MA 02141

For Donald B. Shackelford:

Fifth Third Bank of Columbus
20 East Broad Street
Columbus, OH 43215

For Raymond Zimmerman:

P.O. Box 810156
Boca Raton, FL 33481

ITEM 4. PURPOSE OF TRANSACTION.

The information set forth in this Item 4 with respect to the Management Stockholders, with whom the reporting persons share voting power over shares of URGI Common Stock, is based on information received from URGI or such Management Stockholders or otherwise publicly available.

Management Stockholders acquired employee stock options for investment.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

- a. See Items 11 and 13 of the cover pages attached hereto for the aggregate number and percentage of URGI Common Stock beneficially owned by the reporting persons. Of such aggregate number and percentage, 520,570 shares of URGI Common Stock are shares that certain Management Stockholders have a right to acquire, according to information received from URGI or such Management Stockholders or otherwise publicly available.

Mr. David T. Kollat, a Director of The Limited, Inc., no longer owns any shares of URGI Common Stock.

- b. See Items 7-10 of the cover pages attached hereto for the number of shares of URGI Common Stock of the reporting persons as to which the reporting persons have the sole or shared power to vote or direct the vote and the sole or shared power to dispose or direct the disposition.

Mr. David T. Kollat no longer owns any shares of URGI Common Stock.

PRINCIPAL OCCUPATION:

The following information is provided with respect to the Management Stockholders, as persons with whom the power to vote or direct the vote or to dispose or direct the disposition is shared. The information set forth in this Item 5 with respect to the Management Stockholders is based on information received from URGI or such Management Stockholders or otherwise publicly available.

Mr. Silverman is the proprietor of Silverman & Associates, a real estate consultancy, with offices at 3017 Caminito Carboneras, Del Mar, CA 92014. He is a citizen of the United States.

- c. On November 6, 1998, LDA donated 500,000 shares of URGI Common Stock to a charitable foundation not affiliated with LDA.
- d. The information set forth in this Item 5(d) with respect to the Management Stockholders is based on information received from URGI or such Management Stockholders or otherwise publicly available.

The aggregate number of shares of URGI Common Stock individually owned by each Management Stockholder (identifying in a separate column shares of URGI Common Stock which there is a right to acquire upon exercise of vested employee stock options) and the percentage of the URGI Common Stock such aggregate number of shares represents are as follows:

Name	Outstanding Shares Owned	Vested Options	Total Number	% of Class
-----	-----	-----	-----	-----
Raphael Benaroya	2,277,937	341,570	2,619,507	19.5%
Ellen Demaio	0	20,000	20,000	0.2%
Bradley Orloff	0	14,000	14,000	0.1%
George R. Remeta	341,888	139,000	480,888	3.6%
Fredric E. Stern	26,300	6,000	32,300	0.2%
Mort Greenberg	3,500	-0-	3,500	-
Cheryl A. Lutz	79	-0-	79	-
Jerry Silverman	5,300	-0-	5,300	-

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

URGI, LDA and certain Management Stockholders entered into Amendment No. 3, dated as of April 6, 1998, to the Restated Stockholders' Agreement. The terms of such Amendment No. 3 are incorporated in this Item 6 by reference to Exhibit 8 to this Amendment No. 6 to Schedule 13D, which is listed in Item 7 of this Amendment No. 6 and is attached hereto.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit Number	Description of Exhibit
-----	-----
8	Amendment No. 3, dated as of April 6, 1998, to the Restated Stockholders' Agreement.

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: November , 1998

LIMITED DIRECT ASSOCIATES, L.P.
By: LIMITED DIRECT, INC., as
General Partner

By: /s/ Samuel Fried

Samuel Fried
Vice President

LIMITED DIRECT, INC.

By: /s/ Samuel Fried

Samuel Fried
Vice President

THE LIMITED, INC.

By: /s/ Samuel Fried

Samuel Fried
Vice President

AMENDMENT NO. 3

RESTATED STOCKHOLDERS' AGREEMENT

This AMENDMENT NO. 3, dated as of April 6, 1998, to the RESTATED STOCKHOLDERS' AGREEMENT, dated as of December 23, 1992, (the "Original Agreement" and as amended, the "Amended Agreement"), by and among United Retail Group, Inc., a Delaware corporation (the "Corporation"), and the Stockholders and Centre Capital Investors L.P. ("CCI").

WITNESSETH:

WHEREAS, all capitalized terms herein shall have the respective meanings set forth in the Original Agreement;

WHEREAS, CCI has transferred all the Shares it held;

WHEREAS, the undersigned stockholders believe it to be in the best interests of the Corporation and its stockholders to reduce the number of Directors from nine to eight during the period from May 21, 1998 through July 31, 1998 (the "Interim Period");

NOW, THEREFORE, in consideration of the mutual covenants and obligations hereinafter set forth, the parties hereto, intending to be legally bound, hereby agree as follows:

1. The Original Agreement shall continue in full force and effect in accordance with its terms, except as expressly amended hereby.

2. Section 2(c) shall be amended to read in its entirety as follows:

(c) Subsequent Nominations. Until July 17, 1999, the Stockholders shall, at any time that Directors of the Corporation are to be elected, take such action as may be necessary to nominate or to cause the Board of Directors to nominate and recommend to the Stockholders, as the proposed members of the Board of Directors:

(i) if Limited at all times prior to May 21, 1998 owns at least 100,000 shares of Common Stock - one Person designated by Limited, two Persons designated by the Incumbent Chairman of the Board and five Public Directors approved by the

Nominating Committee and the Board of Directors, provided, however, that after July 31, 1998 the number of Public Directors approved by the Nominating Committee and the Board of Directors shall be six;

(ii) if at any time Limited owns less than 100,000 shares of Common Stock - two Persons designated by the Incumbent Chairman of the Board and six Public Directors approved by the Nominating Committee and the Board of Directors, provided, however, that after July 31, 1998 the number of Public Directors approved by the Nominating Committee of the Board of Directors shall be seven,

provided, however, that in the event the total number of shares of Common Stock held by the Management Investors as a group shall increase to 3,010,000 or more at any time, then so long as (i) the Incumbent Chairman of the Board and his Permitted Transferees at all times after July 31, 1998 own at least 500,000 shares of Common Stock, and (ii) the Management Investors at all times after July 31, 1998 own at least 2,010,000 shares of Common Stock, the Incumbent Chairman of the Board shall designate three Persons, instead of two Persons, to be nominated as proposed members of the Board of Directors, and the Stockholders shall take such action, and shall cause the Directors to take such action, as may be necessary to increase the total membership of the Board from nine to 10 and provided, further, that in the event the total number of shares of Common Stock owned by the Incumbent Chairman and his Permitted Transferees and by the Management Investors, respectively, shall at any time after July 31, 1998 be less than those required by clauses (i) and (ii) of the preceding proviso, the Incumbent Chairman of the Board shall thereafter designate two Persons, instead of three Persons, to be nominated as proposed members of the Board of Directors and the Stockholders shall take such action, and shall cause the Directors to take such action, as may be necessary to decrease the total membership of the board from 10 to nine. In the event Benaroya shall cease to serve as Chairman of the Board, regardless of the circumstances of such cessation, he, or his executor in the event of his death or the committee of his property in the event of his legal incompetence, shall retain the right to designate one Person to be nominated as a proposed member of the Board of Directors and the one other Person who would otherwise have been designated by the Incumbent Chairman of the Board shall be designated instead by the Nominating Committee, provided that, if the Board of Directors then has 10 members, the Stockholders shall take such action and shall cause the Directors to take such action, as may be necessary to decrease the total membership of the Board from 10 to nine, and provided further that, notwithstanding any of the foregoing, after having ceased to serve as Chairman of the Board, Benaroya, or his executor or committee, shall have no right to designate if Benaroya and his Permitted Transferees own less than 100,000 shares of Common Stock at any time, and in such case the Person or Persons who would otherwise have been nominated by the Incumbent Chairman of the Board shall then be designated instead by the Nominating Committee.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment on the date first above written.

UNITED RETAIL GROUP, INC.

By: /s/ George R. Remeta

Name: George R. Remeta
Title: Vice Chairman

/s/ George R. Remeta

George R. Remeta

LIMITED DIRECT ASSOCIATES, L.P.,

By: LIMITED DIRECT, INC.,
as general partner

/s/ Bradley Orloff

Bradley Orloff

By: /s/ Kenneth Gilman

Name: Kenneth Gilman
Title: President

/s/ Fredric E. Stern

Fredric E. Stern

/s/ Raphael Benaroya

Raphael Benaroya