

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 9)

United Retail Group, Inc.

(Name of Issuer)

Common Stock (\$.001 Par Value)

(Title of Class of Securities)

911380103

(CUSIP Number)

Samuel P. Fried, Esq., Senior Vice President and General Counsel, The Limited,
Inc., Three Limited Parkway, Columbus, Ohio 43230, Telephone: (614) 415-7199

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

July 17, 1999

(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).

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

Limited Direct Associates, L.P.
I.R.S. # 31-1251727
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
AF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
1,600,000
9. SOLE DISPOSITIVE POWER
0
10. SHARED DISPOSITIVE POWER
1,600,000
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,600,000
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.8%
14. TYPE OF REPORTING PERSON PN

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

Limited Direct, Inc.
I.R.S. # 51-0301511
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
AF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
1,600,000
9. SOLE DISPOSITIVE POWER
0
10. SHARED DISPOSITIVE POWER
1,600,000
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,600,000
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.8%
14. TYPE OF REPORTING PERSON
CO

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

The Limited, Inc.
I.R.S. # 31-1029810
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7. SOLE VOTING POWER
0
8. SHARED VOTING POWER
1,600,000
9. SOLE DISPOSITIVE POWER
0
10. SHARED DISPOSITIVE POWER
1,600,000
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,600,000
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.8%
14. TYPE OF REPORTING PERSON
CO

AMENDMENT NO. 9 TO STATEMENT ON SCHEDULE 13D

This Amendment No. 9 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. 9 amends the statement on Schedule 13D filed with the Commission by the reporting persons on July 22, 1993, as amended by Amendments No. 1-8 thereto. This Amendment No. 9 amends Items 5 and 6 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 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.
- 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. The agreements among the reporting persons and the Management Stockholders set forth in the Restated Stockholders' Agreement with respect to voting on the election of directors and amendments to the URGI by-laws have expired. Accordingly, the reporting persons may no longer be deemed to share voting power with respect to shares of URGI Common Stock beneficially owned by the Management Stockholders.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The agreements among the reporting persons and the Management Stockholders set forth in the Restated Stockholders' Agreement with respect to voting on the election of directors and amendments to the URGI by-laws have expired.

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: July 21, 1999

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
Senior Vice President