

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 12
TO
SCHEDULE 13D

Under the Securities Exchange Act of 1934

The Limited, Inc.

(Name of Issuer)

Common Stock, \$.50 Par Value

(Title of Class of Securities)

532716-107

(CUSIP Number)

Robert S. Schwartz, Esq.
Schwartz, Kelm, Warren & Rubenstein
41 South High Street
Columbus, Ohio 43215
(614) 222-3000

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

March 7, 1994

(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 Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement

(Continued on following pages)

SCHEDULE 13D

CUSIP No. 532716-107

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Leslie H. Wexner #281-32-8152

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 ITEMS 2(d) OR 2(e)

[_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	66,403,000
	8	SHARED VOTING POWER	6,195,300
	9	SOLE DISPOSITIVE POWER	66,898,981
	10	SHARED DISPOSITIVE POWER	6,195,300

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,094,281

12 CHECK BOX IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [_]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 20.1%

14 TYPE OF REPORTING PERSON IN

SCHEDULE 13D

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bella Wexner #291-46-1121

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [_] (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	15,697,514
	8	SHARED VOTING POWER	-0-
	9	SOLE DISPOSITIVE POWER	15,697,514
	10	SHARED DISPOSITIVE POWER	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,697,514

12 CHECK BOX IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [_]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.3%

14 TYPE OF REPORTING PERSON IN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
The Wexner Foundation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Ohio

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 SOLE VOTING POWER 3,695,300
8 SHARED VOTING POWER -0-
9 SOLE DISPOSITIVE POWER 3,695,300
10 SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,695,300

12 CHECK BOX IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.0%

14 TYPE OF REPORTING PERSON 00

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Arts Interest

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 ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

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

0.0%

14 TYPE OF REPORTING PERSON

00

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Health and Science Interests

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 ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH

7 SOLE VOTING POWER

2,000,000

8 SHARED VOTING POWER

REPORTING PERSON WITH		-0-
9	SOLE DISPOSITIVE POWER	2,000,000
10	SHARED DISPOSITIVE POWER	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,000,000
12	CHECK BOX IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	.6%
14	TYPE OF REPORTING PERSON	00

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Health and Science Interests II	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Ohio
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	500,000
8	SOLE VOTING POWER	
9	SHARED VOTING POWER	-0-
10	SOLE DISPOSITIVE POWER	500,000
11	SHARED DISPOSITIVE POWER	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	500,000
12	CHECK BOX IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0.1%
14	TYPE OF REPORTING PERSON	00

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
International Charitable Interests

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 ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Ohio

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON
00

ITEM 2. Identity and Background. This Amendment No. 12, dated March 7, 1994, to the Schedule 13D dated June 25, 1985 previously filed by Leslie H. Wexner, Bella Wexner and The Wexner Foundation is being filed pursuant to Rule 13d-2 of the Securities Exchange Act of 1934, as amended. The items for which changes are specified are hereby amended as indicated below. See Notes 1 and 2 to Item 5.

ITEM 3. Source and Amount of Funds or Other Considerations. Not Applicable.

ITEM 4. Purpose of Transaction The persons named herein may sell securities from time to time in the open market.

ITEM 5. Interest in Securities of the Issuer.

(A) The number of shares beneficially owned and the corresponding percentages of all outstanding Shares as of March 7, 1994 are as

follows:

1. Leslie H. Wexner	73,094,281 (1) (2) (3)	20.1%
2. Bella Wexner	15,697,514 (1)	4.3%
3. The Wexner Foundation	3,695,300	1.0%
4. Arts Interest	-0-	0.0%
5. Health and Science Interests	2,000,000	0.6%
6. Health and Science Interests II	500,000	0.1%
7. International Charitable Interests	-0-	0.0%

(B) Stockholdings of Company Common Stock as of March 7, 1994:

	Leslie H. Wexner	Bella Wexner	The Wexner Foundation	Arts Interest	Health and Science Interests	Health and Science Interests II	International Charitable Interests
Sole Power to Vote or to direct vote	66,403,000	15,697,514	3,695,300 (1)	-0-	2,000,000 (2)	500,000 (2)	-0-
Shared Power to Vote or to direct vote	6,195,300 (1) (2)	N/A (1)	N/A	N/A	N/A	N/A	N/A
Sole Power to dispose of or to direct disposition	66,898,981 (3)	15,697,514	3,695,300 (1)	-0-	2,000,000 (2)	500,000 (2)	-0-
Shared Power to dispose of or to direct disposition	6,195,300 (1) (2)	N/A (1)	N/A	N/A	N/A	N/A	N/A

-
- (1) Power to vote or direct the disposition of the 3,695,300 shares held by The Wexner Foundation may be deemed to be shared by Leslie H. Wexner, Jeffrey E. Epstein and Jeffrey J. Smith as the trustees of The Wexner Foundation. Leslie H. Wexner, Jeffrey E. Epstein and Jeffrey J. Smith disclaim beneficial ownership of the shares held by the Foundation. Bella Wexner is no longer a trustee of The Wexner Foundation.
- (2) Power to vote or direct the disposition of the 2,500,000 shares held by Health and Science Interests and Health and Science Interests II may be deemed to be shared by Leslie H. Wexner as grantor and Jeffrey E. Epstein as trustee thereof. Leslie H. Wexner and Jeffrey E. Epstein disclaim beneficial ownership of shares held by Health and Science Interests and Health and Science Interests II.

The following information required by Item 2 is given with respect to Messrs. Epstein and Smith:

(a)	Name:	Jeffrey E. Epstein	Jeffrey J. Smith
(b)	Business Address:	41 South High Street, Suite 3710, Columbus, Ohio 43215	41 South High Street, Suite 3710, Columbus, Ohio 43215
(c)	Present Principal Occupation:	Financial Advisor	Accountant
(d) and (e)	Not applicable		
(f)	Citizenship:	United States	United States

- (3) Includes 495,981 shares held in The Limited, Inc. Savings and Retirement Plan for Mr. Wexner's account.

(C) The following tables represent the transactions in the Company's shares by the persons named herein since the last Amendment No. 11 to the Schedule 13D was filed on October 22, 1992.

	Date	Amount of Securities	Price Per Share	How Transaction Effected
1. Transactions of Mr. Wexner:	12/10/92	200	N/A	Gift Disposition
	03/02/93	200,000	N/A	Gift Disposition
	05/04/93	100,000	N/A	Award of restricted shares and associated rights pursuant to and subject to the requirements of The Limited, Inc. 1993 Stock Option and Performance Incentive Plan.
	11/22/93	1,500,000	N/A	Transfer from Health and Science Interests
	12/15/93	300	N/A	Gift Disposition
2. Transactions of Mrs. Wexner:	03/03/94	2,000,000	N/A	Transfer to International Charitable Interests
	None			
3. Transactions of The Wexner Foundation:	05/24/93	1,294	N/A	Distribution to The Wexner Foundation Savings and Retirement Plan
	08/11/93	63,000	\$21.375	Open market sale
	08/11/93	137,000	\$ 21.50	Open market sale
	12/28/93	164,800	N/A	Gift acquisition
4. Transactions of Arts Interest:	08/11/93	1,900,000	\$21.125	Open market sale
5. Transactions of Health and Science Interests:	08/18/93	1,500,000	N/A	Transfer to Health and Science Interests II
	11/22/93	1,500,000	N/A	Transfer to Leslie H. Wexner
6. Transactions of Health and Science Interests II:	08/18/93	1,500,000	N/A	Transfer from Health and Science Interests
	08/19/93	1,000,000	\$ 22.75	Open market sale
7. Transactions of International Charitable Interests:	03/03/94	2,000,000	N/A	Transfer from Leslie H. Wexner
	03/07/94	2,000,000	\$ 20.00	Open market sale

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(D) No other person is presently known by the persons making this report to have the right to receive or the power to direct the receipt of dividends, or the proceeds, from the sale of the securities mentioned in this report.

(E) On August 11, 1993 the Arts Interest ceased to be a beneficial owner of the class of securities of The Limited, Inc. On March 7, 1994 the Internatinal Charitable Interests ceased to be a beneficial owner of the class of securities of The Limited, Inc.

ITEM 6. Contracts, Arrangements, Understandings or Relationships with

Respect to Securities of the Issuer. See Note (2) to Item 5.

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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: March 7, 1994

/s/ Leslie H. Wexner

Leslie H. Wexner

/s/ Bella Wexner

Bella Wexner

THE WEXNER FOUNDATION

By:/s/ Leslie H. Wexner

Leslie H. Wexner, Trustee

ARTS INTERESTS

By:/s/ Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

HEALTH AND SCIENCE INTERESTS

By:/s/ Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

HEALTH AND SCIENCE INTERESTS II

By:/s/ Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

INTERNATIONAL CHARITABLE INTERESTS

By:/s/ Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee