

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 13
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 & Ramirez
41 South High Street
Columbus, Ohio 43215
(614) 222-3000

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

November 22, 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 Page 2 of 12 Pages

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) /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

7 SOLE VOTING POWER
62,403,000

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
5,693,353

9 SOLE DISPOSITIVE POWER
62,905,365

10 SHARED DISPOSITIVE POWER
5,693,353

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
68,598,718

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
19.2%

14 TYPE OF REPORTING PERSON
IN

3

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

7 SOLE VOTING POWER
15,697,514

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

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

4

SCHEDULE 13D

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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

7 SOLE VOTING POWER
3,343,353

8 SHARED VOTING POWER
-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER
3,343,353

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,343,353

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

SCHEDULE 13D

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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) /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 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 2,000,000

8 SHARED VOTING POWER
-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)
0.5%

14 TYPE OF REPORTING PERSON
00

SCHEDULE 13D

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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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	350,000
	8	SHARED VOTING POWER	-0-
	9	SOLE DISPOSITIVE POWER	350,000
	10	SHARED DISPOSITIVE POWER	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

350,000

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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SCHEDULE 13D

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

International Charitable 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

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-

 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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SCHEDULE 13D

CUSIP No. 532716-107 Page 8 of 12 Pages

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

International Charitable Interests III

 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 7 SOLE VOTING POWER -0-
 SHARES

 BENEFICIALLY 8 SHARED VOTING POWER -0-
 OWNED BY EACH
 REPORTING
 PERSON

 WITH 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. 13, dated November 22, 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 November 22, 1994 are as follows:

1. Leslie H. Wexner	68,598,718 (1) (2) (3)	19.2%
2. Bella Wexner	15,697,514	4.3%
3. The Wexner Foundation	3,343,353	1.0%
4. Health and Science Interests	2,000,000	0.5%
5. Health and Science Interests II	350,000	0.1%
6. International Charitable Interests II	-0-	0.0%
7. International Charitable Interests III	-0-	0.0%

(B) Stockholdings of Company Common Stock as of November 22, 1994:

	Leslie H. Wexner	Bella Wexner	Wexner Foundation	Health and Science Interests	Health and Science Interests II	Intrernational Charitable Interests II	Intrernational Charitable Interests III
Sole Power to Vote or to direct vote	62,403,000	15,697,514	3,343,353 (1)	2,000,000 (2)	350,000 (2)	-0-	-0-
Shared Power to Vote or direct vote	5,693,353 (1) (2)	N/A	N/A	N/A	N/A	N/A	N/A
Sole Power to dispose of or to direct disposition	62,905,365 (3)	15,697,514	3,343,353 (1)	2,000,000 (2)	350,000 (2)	-0-	-0-
Shared Power to dispose or to direct disposition	5,693,353 (1) (2)	N/A	N/A	N/A	N/A	N/A	N/A

- (1) Power to vote or direct the disposition of the 3,343,353 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.
- (2) Power to vote or direct the disposition of the 2,350,000 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 and as trustees 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 502,365 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 Amendment No. 12 to the Schedule 13D was filed on March 7, 1994.

	Date	Amount of Securities	Price Per Share	Transaction Effect
1. Transactions of Mr. Wexner:	08/30/94	3,000,000	N/A	Gift Disposition
	11/22/94	1,000,000	N/A	Gift Disposition
2. Transactions of Mrs. Bella Wexner:	None			
3. Transactions of The Wexner Foundation:	08/16/94	25,000	\$19.375	Open market sale
	08/16/94	125,000	\$19.25	Open market sale
	08/22/94	1,947	N/A	Distribution to The Wexner Foundation Savings and Retirement Plan
	08/31/94	200,000	\$19.88	Open market sale
4. Transactions of Health and Science Interests:	None			
5. Transactions of Health and Science Interests II:	11/22/94	150,000	\$21.125	Open market sale
6. Transactions of International Charitable Interests II:	08/30/94	1,500,000	N/A	Gift Acquisition
	08/31/94	1,500,000	\$19.88	Open market sale
	11/22/94	1,000,000	N/A	Gift Acquisition
	11/22/94	1,000,000	\$21.125	Open market sale
7. Transactions of International Charitable Interests III:	08/30/94	1,500,000	N/A	Gift Acquisition
	08/31/94	1,500,000	\$19.88	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 31, 1994 International Charitable Interests III ceased to be a beneficial owner of the class of securities of The Limited, Inc. On November 22, 1994 International Charitable Interests II 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: November 22, 1994

/s/ Leslie H. Wexner

Leslie H. Wexner

THE WEXNER FOUNDATION

By: /s/ Leslie H. Wexner

Leslie H. Wexner, President

/s/ Bella Wexner

Bella Wexner

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 II

By:/s/ Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee

INTERNATIONAL CHARITABLE INTERESTS III

By:/s/ Jeffrey E. Epstein

Jeffrey E. Epstein, Trustee