
From: jeffrey E. <jeevacation@gmail.com>
Sent: Sunday, August 5, 2018 11:22 AM
To: jeffrey epstein

Item 1. Security and Issuer.

(a) The name of the issuer is The Limited, Inc., a Delaware corporation (the "Company"), which has its principal executive offices at Three Limited Parkway, Columbus, Ohio 43230 (telephone number (614) 415-7000).

(b) This schedule relates to the offer by the Company to purchase up to 15,000,000 outstanding shares of the common stock, \$.50 par value per share, of the Company (such shares, together with all other issued and outstanding shares of common stock of the Company, are herein referred to as the "Shares"), at a price specified by its stockholders, not greater than \$55.00 nor less than \$50.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 1999 (the "Offer to Purchase"), and related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1) and (a)(2), respectively. The information contained in the Introduction to, and in Sections 1, 8, 9 and 10 of, the Offer to Purchase is incorporated herein by reference.

(c) The information set forth in the Introduction to and in Section 7 of the Offer to Purchase is incorporated herein by reference.

(d) Not applicable.

Item 2. Source and Amount of Funds or Other Consideration.

(a) The information set forth in Section 9 of the Offer to Purchase is incorporated herein by reference.

(b) Not applicable.

Item 3. Purpose of the Tender Offer and Plans or Proposals of the Issuer or Affiliate.

(a)-(j) The information set forth in the Introduction to and in the section entitled "Background and Purpose of the Offer" and in Section 10 of the Offer to Purchase is incorporated herein by reference.

Item 4. Interest in Securities of the Issuer.

The information set forth in Section 11 of the Offer to Purchase, and the information set forth in Schedule A thereto, is incorporated herein by reference.

Item 5. Contracts, Arrangements, Understandings or Relationships With Respect to the Issuer's Securities.

The information set forth in the section entitled "Background and Purpose of the Offer" and Section 11 of the Offer to Purchase is incorporated herein by reference.

Item 6. Persons Retained, Employed or to be Compensated.

The information set forth in Section 15 of the Offer to Purchase is incorporated herein by reference.

Item 7. Financial Information.

(a) The financial information set forth in Section 10 of the Offer to Purchase is incorporated herein by reference.

(b) The pro forma data set forth in Section 10 of the Offer to Purchase is incorporated herein by reference.

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Item 8. Additional Information.

(a) Not applicable.

(b) The information set forth in Section 12 of the Offer to Purchase is incorporated herein by reference.

(c) None.

(d) None.

(e) Not applicable.

Item 9. Material to be Filed as Exhibits.

(a)(1) Form of Offer to Purchase dated May 4, 1999.

(a)(2) Form of Letter of Transmittal dated May 4, 1999, together with Guidelines for Certification of Taxpayer Identification Number on Substitut= Form W-9.

(a)(3) Form of Notice of Guaranteed Delivery.

(a)(4) Form of letter from Lazard Freres & Co. Ilc and J.P. Morgan Securities Inc. to brokers, dealers, commercial banks, trust companies and other nominees dated May 4, 1999.

(a)(5) Form of letter from brokers, dealers, commercial banks and trust companies to their clients dated May 4, 1999.

(a)(6) Form of letter to stockholders from the Company, dated May 4, 1999.

(a)(7) Form of letter from Savings and Retirement Plan Administrative Committee, including Letter and Form of Notice of Instructions to all participants in the Company's Savings and Retirement Plan.

(a)(8) Form of letter from Savings and Retirement Plan Administrative Committee to all participants in the Company's Savings and Retirement P=an who are subject to Section 16 of the Securities Exchange Act of 1934, as amende=.

(a)(9) Form of letter from Merrill Lynch, Pierce, Fenner & Smith Incorporated to all participants in the Company's Stock Purchase Plan.

(a)(10) Form of Notice to holders of vested stock options.

(a)(11) Form of Summary Advertisement dated May 4, 1999.

(a)(12) Press Release dated May 3, 1999.

(a)(13) The Limited, Inc. Stock Tender Offer--Associate Questions and Answers

(b) Not applicable.

(c) Agreement dated as of May 3, 1999 among The Limited, Inc., Leslie H. Wexner and the Wexner Children's Trust.

(d) Not applicable.

(e) Not applicable.

(f) Not applicable.

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SIGNATURE

After due 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.

THE LIMITED, INC.

/=/ Kenneth B. Gilman
By: _____ =
Kenneth B. Gilman
Vice Chairman and
Chief Administrative Officer

Dated: May 4, 1999

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EXHIBIT INDEX

Exhibit Number	Description	Page
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(c)(1) Agreement dated as of May 3, 1999 among The Limited, Inc., Leslie H. Wexner and the Wexner Children's Trust.

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EXHIBIT (a)(1)

Offer to Purchase for Cash

by

The Limited, Inc.

Up to 15,000,000 Shares of its Common Stock At a Purchase Price Not Greater than \$55.00 Nor Less than \$50.00 Per Share

THE OFFER, THE PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT

12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY, JUNE 1, 1999, UNLESS THE

OFFER IS EXTENDED.

The Limited, Inc., a Delaware corporation (the "Company"), invite= its stockholders to tender shares of its common stock, \$.50 par value per share (such shares, together with all other outstanding shares of common stock of the Company, are herein referred to as the "Shares"), at prices s=pecified by such stockholders, not greater than \$55.00 nor less than \$50.00 per Share, =et to the seller in cash, upon the terms and subject to the conditions set for=h herein and in the related Letter of Transmittal (which together constitute =he "Offer"). The Company will determine a single per Share price (no= greater than \$55.00 nor less than \$50.00 per Share) that it will pay for the Shares validly tendered pursuant to the Offer (the "Purchase Price"), ta=ing into account the number of Shares so tendered and the prices specified by tender=ng stockholders. The Company will select the Purchase Price that will allow it=to purchase 15,000,000 Shares (or such lesser number as are validly tendered a= prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to =he Offer. Upon the terms and subject to the conditions of the Offer, including the provisions thereof relating to proration and "odd lot" tender=, the Company will purchase all Shares validly tendered at prices at or below the Purchase Price and not withdrawn.

While the Board of Directors believes that the Shares represent an attractive investment for its continuing stockholders, the purpose of the Offer is to allow those stockholders desiring to receive cash for a portion of their Shares an opportunity to do so at a price in excess of the recent trading prices for the Shares. See "Background and Purpose of the Offer".

The Shares are listed and principally traded on the New York Stock Exchange Inc. (the "NYSE"). On April 30, 1999, the last full day of trading prior to the announcement of the Offer, the closing sale price of the Shares on the NYSE as reported on the Composite Tape was \$43 3/4 per Share. Stockholders are urged to obtain a current market quotation for the Shares.

THE OFFER IS NOT CONDITIONED UPON ANY MINIMUM NUMBER OF SHARES BEING TENDERED. THE OFFER IS, HOWEVER, SUBJECT TO CERTAIN OTHER CONDITIONS. SEE SECTION 6.

NEITHER THE COMPANY NOR ITS BOARD OF DIRECTORS MAKES ANY RECOMMENDATION TO ANY STOCKHOLDER WHETHER TO TENDER ANY OR ALL SHARES. LESLIE H. WEXNER, CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER OF THE COMPANY, HIS IMMEDIATE FAMILY MEMBERS AND AFFILIATED ENTITIES HAVE AGREED NOT TO TENDER ANY SHARES PURSUANT TO THE OFFER. SEE SECTION 11. THE COMPANY HAS BEEN ADVISED THAT IT= OTHER DIRECTORS AND EXECUTIVE OFFICERS HAVE NOT DETERMINED WHETHER TO TENDER THEIR SHARES PURSUANT TO THE OFFER. STOCKHOLDERS MUST MAKE THEIR OWN DECISIONS WHETHER TO TENDER SHARES AND, IF SO, HOW MANY SHARES TO TENDER.

SHARES PURCHASED PURSUANT TO THE OFFER WILL NOT RECEIVE THE \$0.15 REGULAR QUARTERLY CASH DIVIDEND PAYABLE ON JUNE 30, 1999 TO HOLDERS OF RECORD ON JUNE 23, 1999 OR SHARES OF THE COMPANY'S LIMITED TOO SUBSIDIARY WHICH THE COMPANY INTENDS TO DISTRIBUTE TO ITS STOCKHOLDERS ON A TAX-FREE BASIS IN JULY OR AUGUST IN A SPINOFF TRANSACTION.

The Dealer Managers for the Offer are:

Lazard Freres & Co. LLC J.P. Morgan & Co.

May 4, 1999

IMPORTANT

Any stockholder desiring to accept the Offer should either (1) request his or her broker, dealer, commercial bank, trust company or nominee to effect the transaction for him or her or (2) complete the Letter of Transmittal or a facsimile thereof, sign it in the place required, have his or her signature thereon guaranteed if required by the Letter of Transmittal and forward it and any other required documents to First Chicago Trust Company of New York (the "Depository"), and either deliver the certificates for the Shares being tendered to the Depository along with the Letter of Transmittal or tender such Shares pursuant to the procedure for book-entry transfer set forth in Section 3 hereof. Stockholders having Shares registered in the name of a broker, dealer, commercial bank, trust company or other nominee must contact such person if they desire to tender their Shares. Stockholders who wish to tender Shares and whose certificates for such Shares are not immediately available should tender such Shares by following the procedures for guaranteed delivery set forth in Section 3 hereof. Stockholders must complete the section in the Letter of Transmittal relating to the price at which they are tendering Shares in order to validly tender Shares. Participants in the

Company's Saving= and Retirement Plan and Stock Purchase Plan must review the separate materials enclosed herewith for instructions if they desire to tender Shares held pursuant to these plans. Holders of vested options may exercise such option= for cash and tender some or all of the Shares issued upon such exercise.

Questions and requests for assistance or for additional copies of this Offe= to Purchase, the Letter of Transmittal and Notice of Guaranteed Delivery ma= be directed to D. F. King & Co., Inc. (the "Information Agent"=) or Lazard Freres & Co. Ilc ("Lazard") and J.P. Morgan Securities Inc. (=quot;J.P. Morgan" and together with Lazard, the "Dealer Managers") at their respective =ddresses and telephone numbers set forth on the back cover of this Offer to Purchase.

NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY RECOMMENDATION ON BEHALF OF THE COMPANY AS TO WHETHER STOCKHOLDERS SHOULD TENDER SHARES PURSUANT TO THE OFF=R. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE OFFER OTHER THAN THOSE CONTAINED HER=IN OR IN THE LETTER OF TRANSMITTAL. IF GIVEN OR MADE, SUCH RECOMMENDATION AND SUCH INFORMATION AND REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

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Schedule A--Transactions Concerning the Shares of The Limited, Inc.

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To the Holders of Common Stock of
The Limited, Inc.:

The Limited, Inc., a Delaware corporation (the "Company"), invites its stockholders to tender shares of its common stock, \$.50 par value per share (such shares, together with all other outstanding shares of common stock of the Company, are herein referred to as the "Shares"), at prices specified by such stockholders, not greater than \$55.00 nor less than \$50.00 per Share, set to the seller in cash, upon the terms and subject to the conditions set forth herein and in the related Letter of Transmittal (which together constitute the "Offer").

The Company will determine a single per Share price (not greater than \$55.00 nor less than \$50.00 per Share) that it will pay for the Shares validly tendered pursuant to the Offer (the "Purchase Price"), taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the Purchase Price that will allow it to buy 15,000,000 Shares (or such lesser number as are validly tendered at prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to the Offer. Upon the terms and subject to the conditions of the Offer, including the provisions relating to proration and "odd lot" tenders described below, the Company will purchase all Shares validly tendered at prices at or below the Purchase Price and not withdrawn prior to the Expiration Date (as hereinafter defined). The Purchase Price will be paid net to the seller in cash with respect to all Shares purchased. Shares tendered at prices in excess of the Purchase Price and Shares not purchased because of proration will be returned. Stockholders must complete the section of the Letter of Transmittal relating to the price at which they are tendering Shares in order to validly tender Shares.

Tendering stockholders will not be obligated to pay brokerage commissions, solicitation fees or, subject to the Instructions to the Letter of Transmittal, stock transfer taxes on the purchase of Shares by the Company. The Company will pay all charges and expenses of the Depositary and the Information Agent incurred in connection with the Offer.

The Offer is not conditioned upon any minimum number of Shares being tendered. The Offer is, however, subject to certain other conditions. See
Section 6.

Neither the Company nor the Board of Directors makes any recommendation to any stockholder whether to tender some or all Shares. Leslie H. Wexner, Chairman, President and Chief Executive Officer of the Company, his immediate family members and affiliated entities have agreed not to tender any Shares pursuant to the Offer. See Section 11. The Company has been advised that other directors and executive officers have not determined whether to tender their Shares pursuant to the Offer. Stockholders must make their own decisions whether to tender Shares and, if so, how many Shares to tender.

Stockholders who are participants in the Company's Savings and Retirement Plan (the "Savings and Retirement Plan") may instruct the trustee as set forth in the "Letter from Savings and Retirement Plan Administrative Committee" to tender some or all of the Shares attributed to the participant's account. Stockholders who are participants in the Company's Stock Purchase Plan (the "Stock Purchase Plan") may instruct the agent for the Stock Purchase Plan, Merrill Lynch, Pierce, Fenner & Smith, Incorporated, to tender some or all of the Shares held in the participant's account under the Stock Purchase Plan. In addition, holders of vested but unexercised options under the 1993 Stock Option and Performance Incentive Plan (as amended and restated), the 1987 Stock Option Plan and the 1981 Stock Option Plan (1987 Restatement) (collectively, the "Stock Option Plans") may exercise such options for cash and tender some or all of the Shares issued upon such exercise.

Stockholders who are participants in the Dividend Reinvestment Plan ("DRP") may tender some or all of the Shares attributed to such stockholder's account under the DRP.

Stockholders who are participants in employee benefit plans not affiliated with the Company that hold Shares may tender some or all of such Shares as provided herein generally, subject to the provisions of such plans.

As of March 26, 1999, the Company had issued and outstanding 228,165,712 Shares. In addition, as of such date, an aggregate of approximately 4,282,077 Shares were issuable upon exercise of stock options. The 15,000,000 Shares that the Company is offering to purchase represent approximately 6.6% of the Shares then outstanding (approximately 8.8% excluding the Shares that Mr. Wexner, his family and affiliated entities have agreed not to tender) and approximately 6.5% of the fully diluted Shares outstanding as of such date (approximately 8.7% excluding the Shares that Mr. Wexner, his family and affiliated entities have agreed not to tender). The Shares are listed and principally traded on the New York Stock Exchange, Inc. (the "NYSE"). The Shares are also listed and traded on the London Stock Exchange. On April 30= 1999, the last full day of trading prior to announcement of the Offer, the closing price of the Shares on the NYSE as reported on the Composite Tape w=s \$43 3/4 per Share. See Section 7. Stockholders are urged to obtain a current= market quotation for the Shares.

On May 3, 1999, the Company declared a regular quarterly cash dividend of \$0.15 per Share, payable on June 30, 1999 to holders of record as of June 2=, 1999. The dividend will not be payable with respect to Shares purchased pursuant to the Offer. In addition, Shares tendered in the Offer will not be entitled to participate in the proposed spinoff of the Company's Limite= Too subsidiary, which is currently expected to be effected in July or August of 1999.

BACKGROUND AND PURPOSE OF THE OFFER

Background

Over the past several years, the Company's Board of Directors (the "Board") and senior management have embarked upon a comprehensive review of the Company's organizational structure and operations, with the primary goal of generating maximum value for the Company's stockholders and focusing its resources on its key strategic businesses. To date, the Company has taken a number of actions in furtherance of these goals:

- . the 1995 initial public offering of common stock of Intimate Brands, Inc. ("Intimate Brands"), which consisted of the Company's Victoria's Secret Stores, Victoria's Secret Catalogue, Bath & Body Works, Caci=ue, Penhaligon's and Gryphon businesses, resulting in a gain of approximately \$649 million. After this offering, the Company retained approximately 83% of the economic interests in, and approximately 94% of the total voting power of, Intimate Brands
- . the sale in 1995 of the Company's interest in approximately \$1.3 billion of credit card accounts receivable owned by World Financial Network National Bank, the Company's credit card bank, resulting in net cash proceeds of approximately \$1.2 billion
- . the 1995 sale of a 60% interest in World Financial Network National Bank to an affiliate of Welsh, Carson, Anderson and Stowe VII, L.P. for approximately \$135 million in cash
- . a distribution of \$1.6 billion of the cash received from the foregoing three transactions to the Company's shareholders through an issuer self tender in March 1996
- . the 1996 initial public offering of the Class A common stock of Abercrombie & Fitch Co. ("A&F" or "Abercrombie &=Fitch"), resulting in a gain of approximately \$118 million. After this offering, the Company retained approximately 84% of the economic interest in, and approximately 94% of the total voting power of, Abercrombie & Fitch
- . the 1997 public offering of a significant portion of the Company's interest in Brylane, Inc. ("Brylane"), consisting principally of =he Lerner and Lane Bryant catalog businesses. In 1998, the Company sold its remaining interest in Brylane for approximately \$131 million in cash. These actions followed the 1993 sale by the Company of 60% of its interest in Brylane to an affiliate of Freeman Spogli & Co.

- . the 1997 sales of the Company's interests in:
 - the Newport Officer Tower in Jersey City, New Jersey to TrizecHahn Office Properties for approximately \$159 million in cash, and
 - The Mall at Tuttle Crossing in Columbus, Ohio to a unit of Taubman Centers Inc. for approximately \$76 million in cash
- . the 1997 sale of Intimate Brands' Penhaligon's business
- . the 1997 closure of Intimate Brands' Cacique business
- . the 1997 decision to streamline the Company's Henri Bendel business.=In 1998 the Company closed all of its Henri Bendel locations other than its flagship store in New York City
- . the complete separation of Abercrombie & Fitch from the Company in 1=98 through an exchange of shares of the Company's common stock for shares of the Class A common stock of Abercrombie & Fitch owned by the Company= resulting in the acquisition of 47.1 million shares of the Company's common stock from the Company's shareholders
- . the closure of 750 underperforming stores between 1995 and 1998, primarily in women's apparel, excluding the closure of Cacique stores

In addition, on May 3, 1999, the Company announced two additional transactions:

- . a proposed tax-free spinoff to its stockholders of 100% of the stock of Limited Too, a rapidly growing specialty retailer of apparel, accessories, lifestyle and personal care products for girls 7 to 14 years of age; and
- . a partnership with an affiliate of Freeman Spogli & Co. pursuant to which 60% of the Company's Galyan's Trading Co. business would be acquired by an affiliate of Freeman Spogli & Co. and from which the Company expects to receive total cash proceeds of \$190 million (including proceeds from sale-leaseback transactions).

For more information with respect to Limited Too and the proposed spinoff, please refer to the Registration Statement on Form 10 filed by Limited Too with the Securities and Exchange Commission (the "Commission") on=May 4, 1999. The Limited Too spinoff is currently expected to occur in July or August of 1999 and the Galyan's transaction, which is subject to financing and ot=er customary conditions, is currently expected to close in June or July 1999.

For some time, the Board and senior management have been considering possible uses of excess cash generated by the Company's operations and strategic initiatives. After careful consideration, including presentations from financial advisors to the Company, the Board concluded that a signific=nt share repurchase would be the most desirable use for this excess cash. The Board concluded that such a repurchase would demonstrate to the Company'=s stockholders the Company's confidence in its business, and would be a t=x- efficient way to distribute cash to those stockholders who wanted to receiv= cash for a portion of their Shares.

In addition, over the past several months, representatives of the Board hav= conducted discussions with representatives of Mr. Wexner, the Company's Chairman, President and Chief Executive Officer, with respect to the approximately \$352 million in cash which the Company is obliged to hold in = separate subsidiary in order to honor its obligations under the Contingent Stock Redemption Agreement (the "Contingent Stock Redemption Agreement=quot;), dated as of January 26, 1996 and amended in July 1996, among the Company, M=. Wexner and the Wexner Children's Trust (the "Trust"). During =he course of those discussions, representatives of Mr. Wexner and the Company discussed =he possibility of allowing the Company to use the restricted cash to repurchas= shares from the Company's other stockholders. Under

this proposal, Mr. Wexner and the Trust would permit the Company to use the restricted cash to repurchase Shares at a premium to their market price and would agree not to participate in such repurchase. Consequently, the Company, Mr. Wexner and the Trust would agree

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to rescind the Contingent Stock Redemption Agreement. The terms of the Contingent Stock Redemption Agreement are summarized in the Company's 1999 Proxy Statement and a copy of the Agreement has been filed with the Commission as an exhibit to the Company's Annual Report on Form 10-K for its 1996 fiscal year, and may be obtained in the manner described in Section 10.

On various occasions, the Board and the Finance Committee of the Board have considered aspects of the Contingent Stock Redemption Agreement. With the advice of Lazard Freres & Co. Inc, the Company's financial advisor with respect to this matter, and Davis Polk & Wardwell, its legal advisor, the Board concluded that, although the Company's rights under the Contingent Stock Redemption Agreement (which are not exercisable until July 31, 2006) were potentially of future benefit to the Company's stockholders other than Mr. Wexner, the opportunity for the Company to use the approximately \$352 million in restricted cash to repurchase Shares at a premium represented a greater immediate, tangible benefit to the Company's public stockholders, and was therefore in their best overall interests. In addition, the Board recognized that certain other corporate objectives would be facilitated by rescinding the Contingent Stock Redemption Agreement. As such, on April 30, 1999, the Board voted to rescind the Contingent Stock Redemption Agreement, provided that (1) the approximately \$352 million in restricted cash would be made available to be used for the purposes of this Offer, (2) Mr. Wexner, affiliated entities and members of Mr. Wexner's immediate family would agree not to tender any Shares in the Offer and (3) certain other conditions were satisfied. On May 3, 1999, a special committee of the Board approved the terms of an agreement (the "Rescission Agreement") implementing the foregoing matters and the Rescission Agreement was entered into.

Purpose of the Offer

The Offer is an integral part of the Company's ongoing strategy of allowing the Company to focus on its key businesses and maximizing stockholder value. The purpose of the Offer is to allow those stockholders desiring to receive cash for a portion of their Shares an opportunity to do so at a premium over the recent trading prices for the Shares. While the Board continues to believe that the Shares represent an attractive investment for its continuing stockholders, the Offer presents stockholders who may wish to receive an immediate cash premium for their Shares with an opportunity to realize such premium by tendering Shares in the Offer.

THE OFFER

1. Number of Shares; Proration; Extension of Offer.

Upon the terms and subject to the conditions described herein and in the Letter of Transmittal, the Company will purchase up to 15,000,000 Shares (or such greater number of Shares as the Company, in its sole discretion, may elect to purchase pursuant to the Offer) that are validly tendered and not withdrawn prior to the Expiration Date at a price (determined in the manner set forth below) not greater than \$55.00 nor less than \$50.00 per Share. The later of 12:00 midnight, New York City time, on Tuesday, June 1, 1999, or the latest time and date to which the Offer is extended, is referred to herein as the "Expiration Date". For a description of the Company's right to extend the period of time during which the offer is open or to delay, terminate or amend the offer, see Section 14. Only Shares validly tendered and not withdrawn prior to the Expiration Date will be eligible for purchase. If the Offer is oversubscribed as described below, only Shares validly tendered at or below the Purchase Price prior to the Expiration Date will be eligible for proration.

The Company will determine the Purchase Price taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the Purchase Price that will allow it to purchase 15,000,000

Shares (or such lesser number as are validly tendered at prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to the Offer. The Offer is not conditioned upon any minimum number of Shares being tendered. The Offer is, however, subject to certain other conditions. See Section 6. The Company reserves the right to purchase more than 15,000,000 Shares pursuant to the Offer, but does not currently plan to do so.

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In accordance with Instruction 5 of the Letter of Transmittal, each stockholder who wishes to tender Shares must specify the price (not greater than \$55.00 nor less than \$50.00 per Share) at which such stockholder is willing to have the Company purchase such Shares. As promptly as practicable following the Expiration Date, the Company will determine the Purchase Price (not greater than \$55.00 nor less than \$50.00 per Share) that it will pay for Shares validly tendered pursuant to the Offer, taking into account the number of Shares so tendered and the prices specified by tendering stockholders. All Shares purchased pursuant to the Offer will be purchased at the Purchase Price. All Shares not purchased pursuant to the Offer, including Shares tendered at prices greater than the Purchase Price and Shares not purchased because of proration, will be returned to the tendering stockholders at the Company's expense as promptly as practicable following the Expiration Date.

If not more than 15,000,000 Shares (or such greater number of Shares as the Company, in its sole discretion, may elect to purchase pursuant to the Offer) are validly tendered and not withdrawn prior to the Expiration Date, the Company will purchase all such Shares.

If more than 15,000,000 Shares (or such greater number of Shares as the Company, in its sole discretion, may elect to purchase pursuant to the Offer) have been validly tendered and not withdrawn prior to the Expiration Date, the Company will purchase up to a maximum of 15,000,000 Shares (or any such greater number designated by the Company), upon the terms and subject to the conditions of the Offer, in the following order of priority:

(a) all Shares validly tendered and not withdrawn prior to the Expiration Date by any stockholder who owned beneficially an aggregate of fewer than 100 Shares as of the close of business on May 3, 1999 and who validly tenders all of such Shares (partial tenders will not qualify for this preference) and completes the box captioned "Odd Lots" on the Letter of Transmittal and, if applicable, on the Notice of Guaranteed Delivery (see Section 2); and

(b) after purchase of all of the foregoing Shares, all other Shares validly tendered at or below the Purchase Price and not withdrawn prior to the Expiration Date, on a pro rata basis, if necessary (with appropriate adjustments to avoid purchases of fractional Shares).

The Company does not expect that it will be able to announce the final proration factor or to commence payment for any Shares purchased pursuant to the Offer until approximately five NYSE trading days after the Expiration Date, if proration of tendered Shares is required, because of the difficulty in determining the number of Shares validly tendered (including Shares tendered pursuant to the guaranteed delivery procedure described in Section 3) and not withdrawn prior to the Expiration Date and as a result of the "odd lot" procedure described in Section 2. Preliminary results of proration will be announced by press release as promptly as practicable after the Expiration Date. Holders of Shares may obtain such preliminary information from the Dealer Managers or the Information Agent and may also be able to obtain such information from their brokers.

The Company expressly reserves the right, in its sole discretion, at any time or from time to time, to extend the period of time during which the Offer is open by giving oral or written notice of such extension to the Depositor. See Section 14. There can be no assurance, however, that the Company will exercise its right to extend the Offer. If the Company decides, in its sole discretion, to increase (except for any increase not in excess of 2% of the outstanding Shares) or decrease the number of Shares being sought or to increase or decrease the consideration offered in the Offer to holders of Shares and, at the time that notice of such increase or decrease is first published, sent or given to holders of Shares in

the manner specified below= the Offer is scheduled to expire at any time earlier than the tenth business day from the date that such notice is first so published, sent or given, the Offer will be extended until the expiration of such ten-business-day period= For purposes of the Offer, a "business day" means any day other than a Saturday, Sunday or federal holiday and consists of the time period from 12:01 a.m. through 12:00 midnight, New York City time.

2. Tenders by Holders of Fewer Than 100 Shares.

All Shares validly tendered at or below the Purchase Price and not withdrawn by or on behalf of persons who beneficially owned an aggregate of fewer than 100 Shares as of the close of business on May 3, 1999 will

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be accepted before proration, if any, of the purchase of other tendered Shares. See Section 1. Partial tenders will not qualify for this preference= nor is it available to beneficial holders of 100 or more Shares, even if such holders have separate stock certificates for fewer than 100 Shares. By accepting the Offer, a stockholder owning beneficially fewer than 100 Shares will avoid the payment of brokerage commissions and any applicable odd lot discount payable on a sale of Shares in a transaction effected on a securities exchange.

As of April 29, 1999 (disregarding Shares held in the Company's Savings and Retirement Plan), approximately 572,488 Shares were held of record by holders holding fewer than 100 Shares each. Because of the large number of Shares held in the names of brokers and nominees, the Company is unable to estimate the number of beneficial owners of fewer than 100 Shares or the aggregate number of Shares they own. Any stockholder wishing to tender all of his or her Shares pursuant to this Section should complete the box captioned "Odd Lots" on the Letter of Transmittal and, if applicable, on the Notice of Guaranteed Delivery.

3. Procedure for Tendering Shares.

Proper Tender of Shares. To tender Shares pursuant to the Offer, either (a) a properly completed and duly executed Letter of Transmittal (or facsimile thereof) and any other documents required by the Letter of Transmittal must be received by the Depositary at one of its addresses set forth on the back cover of this Offer to Purchase and either (i) certificates for the Shares to be tendered must be received by the Depositary at one of such addresses or (ii) such Shares must be delivered pursuant to the procedures for book-entry transfer described below (and a confirmation of such delivery received by the Depositary, including an Agent's Message (as defined below) if the tendering stockholder has not delivered a Letter of Transmittal), in each case by the Expiration Date, or (b) the guaranteed delivery procedure described below must be complied with. The term "Agent's Message" means a message transmitted by the Book-Entry Transfer Facility (as hereinafter defined) to and received by the Depositary and forming a part of a book-entry confirmation, which states that such Book-Entry Transfer Facility has received an express acknowledgement from the participant in such Book-Entry Transfer Facility tendering the Shares which are the subject of such book-entry confirmation, that such participant has received and agrees to be bound by the terms of the Letter of Transmittal and that the Purchaser may enforce such agreement against such participant.

Notwithstanding any other provisions hereof, payment for Shares tendered and accepted for payment pursuant to the Offer will be made only after timely receipt by the Depositary of certificates for such Shares (or a timely confirmation of a book-entry transfer of such Shares into the Depositary's account at the Book-Entry Transfer Facility, as defined below), a properly completed and duly executed Letter of Transmittal (or facsimile thereof) with any required signature guarantees, or an Agent's Message in connection with book-entry delivery, and any other documents required by the Letter of Transmittal.

IN ACCORDANCE WITH INSTRUCTION 5 OF THE LETTER OF TRANSMITTAL, IN ORDER TO TENDER SHARES PURSUANT TO THE OFFER, A STOCKHOLDER MUST EITHER (A) CHECK THE BOX IN THE SECTION OF THE LETTER OF TRANSMITTAL CAPTIONED "SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION" OR (B) CHECK ONE OF THE BOXES IN THE SECTION OF THE LETTER OF TRANSMITTAL CAPTIONED "SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER".

A STOCKHOLDER WHO WISHES TO MAXIMIZE THE CHANCE THAT HIS OR HER SHARES WILL BE PURCHASED AT THE RELEVANT PURCHASE PRICE SHOULD CHECK THE BOX ON THE RELEVANT LETTER OF TRANSMITTAL MARKED, "SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION". NOTE THAT THIS ELECTION COULD RESULT IN SUCH STOCKHOLDER'S SHARES BEING PURCHASED AT THE MINIMUM PRICE OF \$50.00 PER SHARE. A STOCKHOLDER WHO WISHES TO INDICATE A SPECIFIC PRICE (IN MULTIPLES OF \$0.125) AT WHICH SUCH STOCKHOLDER'S SHARES ARE BEING TENDERED MUST CHECK A BOX UNDER THE SECTION CAPTIONED "SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER" ON THE LETTER OF TRANSMITTAL IN THE TABLE LABELED "PRICE (IN DOLLARS) PER SHARE AT WHICH STOCKHOLDER" ON THE LETTER OF TRANSMITTAL IN THE TABLE LABELED "PRICE (IN DOLLARS) PER SHARE AT WHICH STOCKHOLDER".

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SHARES ARE BEING TENDERED". A STOCKHOLDER WHO WISHES TO TENDER SHARES AT MORE THAN ONE PRICE MUST COMPLETE SEPARATE LETTERS OF TRANSMITTAL FOR EACH PRICE AT WHICH SUCH SHARES ARE BEING TENDERED. THE SAME SHARES CANNOT BE TENDERED AT MORE THAN ONE PRICE.

A TENDER OF SHARES WILL BE PROPER IF, AND ONLY IF, ON THE APPROPRIATE LETTER OF TRANSMITTAL EITHER THE BOX IN THE SECTION CAPTIONED "SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION" OR ONE OF THE BOXES IN THE SECTION CAPTIONED "SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDERS" IS CHECKED.

Book Entry Delivery. The Depository will establish an account with respect to the Shares at The Depository Trust Company (referred to as the "Book-Entry Transfer Facility") for purposes of the Offer within two business days after the date of this Offer to Purchase, and any financial institution that is a participant in the system of the Book-Entry Transfer Facility may make delivery of Shares by causing the Book-Entry Transfer Facility to transfer such Shares into the Depository's account in accordance with the procedures of the Book-Entry Transfer Facility. However, although delivery of Shares may be effected through book-entry transfer, a properly completed and duly executed Letter of Transmittal (or facsimile thereof) properly completed and duly executed together with any required signature guarantees or an Agent's message and any other required documents must, in any case, be received by the Depository at one of its addresses set forth on the back cover of this Offer to Purchase by the Expiration Date, or the guaranteed delivery procedure described below must be complied with. Delivery of the Letter of Transmittal and any other required documents to the Book-Entry Transfer Facility does not constitute delivery to the Depository.

Method of Delivery. The method of delivery of all documents, including Share certificates, is at the election and risk of the tendering stockholder. If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended.

Signature Guarantees. Except as otherwise provided below, all signatures on a Letter of Transmittal must be guaranteed by a financial institution (including most banks, savings and loans associations and brokerage houses) which is a participant in the Securities Transfer Agents Medallion Program (an "Eligible Institution"). Signatures on a Letter of Transmittal need not be guaranteed if (a) the Letter of Transmittal is signed by the registered holder of the Shares tendered therewith and such holder has not completed the box entitled "Special Payment Instructions" on the Letter of Transmittal or (b) such Shares are tendered for the account of an Eligible Institution. See Instructions 1 and 7 of the Letter of Transmittal.

Guaranteed Delivery. If a stockholder desires to tender Shares pursuant to the Offer and cannot deliver such Shares and all other required documents to the Depository by the Expiration Date or such shareholder cannot complete the

procedure for delivery by book-entry on a timely basis, such Shares may nevertheless be tendered if all of the following conditions are met:

- (i) such tender is made by or through an Eligible Institution;
- (ii) a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form provided by the Company is received by the Depositary (as provided below) by the Expiration Date; and
- (iii) the certificates for such Shares (or a confirmation of a book-entry transfer of such Shares into the Depositary's account at the Book- Entry Transfer Facility), together with a properly completed and duly executed Letter of Transmittal (or facsimile thereof) with any required signature guarantee, or an Agent's Message and any other documents required by the Letter of Transmittal, are received by the Depositary within three NYSE trading days after the date of execution of the Notice of Guaranteed Delivery.

The Notice of Guaranteed Delivery may be delivered by hand or transmitted by telegram, facsimile transmission or mail to the Depositary and must include a guarantee by an Eligible Institution in the form set forth in such Notice.

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Employee Plans. Participants in the Company's Savings and Retirement Plan who wish to have the Trustee of such Plan tender Shares attributable to their accounts should so indicate by completing, executing and returning to such Trustee the election form included in the notice sent to such participants. Participants in the Company's Stock Purchase Plan who wish to have the agent for such Plan tender Shares attributable to their accounts should so indicate by following the instructions included in the notice sent to such participants. Holders of vested but unexercised options may exercise such options for cash in accordance with the terms of the Stock Option Plans and tender the Shares received upon such exercise in accordance with the Offer. See "Proper Tender of Shares" above. The participants in the Stock Purchase Plan or the Savings and Retirement Plan may not use the Letter of Transmittal to direct the tender of the Shares. Participants in the Savings and Retirement Plan must use the separate election form sent to them, whereas participants in the Stock Purchase Plan must forward their instructions to Merrill Lynch, Pierce, Fenner & Smith, Incorporated, the agent under the Stock Purchase Plan. Plan participants are urged to read the separate election form and related materials carefully. See Instruction 13 of the Letter of Transmittal.

Dividend Reinvestment Plan. Stockholders who are participants in the DRP who wish to tender some or all of the Shares attributable to their accounts may do so by so indicating on the Letter of Transmittal and by following the procedures outlined above under "Proper Tender of Shares".

Other Benefit Plans. Stockholders who are participants in employee benefit plans not affiliated with the Company that hold Shares may tender some or all of such Shares as provided herein generally, subject to the provisions of such plans. To the extent required under any such plan, participants will receive separate instructions to be followed in connection with any tender.

Federal Income Tax Withholding. Under the federal income tax backup withholding rules, 31% of the gross proceeds payable to a stockholder or other payee pursuant to the Offer must be withheld and remitted to the United States Treasury, unless the stockholder or other payee provides his or her taxpayer identification number (employer identification number or social security number) to the Depositary and certifies that such number is correct or an exemption otherwise applies under applicable regulations. Therefore, unless such an exception exists and is proven in a manner satisfactory to the Depositary, each tendering stockholder should complete and sign the Substitute Form W-9 included as part of the Letter of Transmittal so as to provide the information and certification necessary to avoid backup withholding. Certain stockholders (including, among others, all corporations and certain foreign individuals) are not subject to these backup withholding and reporting requirements. In order for a foreign individual to qualify as an exempt recipient, that stockholder must submit a statement, signed under penalties of perjury, attesting to that

individual's exempt status. Such statements can be obtained from the Depositary. See Instruction 10 of the Letter of Transmittal.

ANY TENDERING STOCKHOLDER OR OTHER PAYEE WHO FAILS TO COMPLETE FULLY AND SIGN THE SUBSTITUTE FORM W-9 INCLUDED IN THE LETTER OF TRANSMITTAL MAY BE SUBJECT TO REQUIRED FEDERAL INCOME TAX WITHHOLDING OF 31% OF THE GROSS PROCEEDS PAID TO SUCH SHAREHOLDER OR OTHER PAYEE PURSUANT TO THE OFFER. SEE SECTION 13.

Gross proceeds payable pursuant to the Offer to a foreign stockholder or his or her agent will be subject to withholding of federal income tax at a rate of 30%, unless the Company determines that a reduced rate of withholding is applicable pursuant to a tax treaty or that an exemption from withholding is applicable because such gross proceeds are effectively connected with the conduct of a trade or business within the United States. For this purpose, a foreign stockholder is any stockholder that is not (i) a citizen or resident of the United States, (ii) a corporation, partnership or other entity created or organized in or under the laws of the United States or (iii) an estate or trust the income of which is subject to United States federal income taxation regardless of its source. The Company will determine the applicable rate of withholding by reference to a stockholder's address, unless the facts and circumstances indicate such reliance is not warranted or if applicable law

(for example, an applicable tax treaty or Treasury regulations thereunder)

requires some other method for determining a stockholder's residence. A foreign stockholder may be eligible to file for a refund of such tax or a portion of

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such tax if such stockholder meets the "complete redemption", "substantially disproportionate" or "not essentially equivalent to a dividend" tests described in Section 13, or if such stockholder is entitled to a reduced rate of withholding pursuant to a tax treaty and the Company withheld at a higher rate. In order to claim an exemption from withholding on the grounds that gross proceeds paid pursuant to the Offer are effectively connected with the conduct of a trade or business within the United States, a foreign stockholder must deliver to the Depositary a properly executed statement claiming such exemption. Such statements can be obtained from the Depositary. See Instruction 10 of the Letter of Transmittal. Foreign stockholders are urged to consult their own tax advisors regarding the application of federal income tax withholding, including eligibility for a withholding tax reduction or exemption and the refund procedure.

Tender Constitutes An Agreement. The tender of Shares pursuant to any one of the procedures described above will constitute the tendering stockholder's acceptance of the terms and conditions of the Offer and an agreement between the tendering stockholder and the Company upon the terms and subject to the conditions of the Offer.

It is a violation of Rule 14e-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") for a person, directly or indirectly, to tender Shares for his own account unless the person so tendering (i) has a net long position equal to or greater than the number of (x) Shares tendered or
(y) other securities immediately convertible into, or exercisable or exchangeable for, the number of Shares tendered and will acquire such Shares for tender by conversion, exercise or exchange of such other securities and
(ii) will cause such Shares to be delivered in accordance with the terms of the Offer. Rule 14e-4 provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person. The tender of Shares pursuant to any one of the procedures described above will constitute the tendering stockholder's representation and warranty that (i) such stockholder has a net long position in the Shares being tendered within the meaning of Rule 14e-4 under the Exchange Act and (ii) the tender of such Shares complies with Rule 14e-4.

Determination of Validity; Rejection of Shares; Waiver of Defects; No Obligation to Give Notice of Defects. All questions as to the Purchase Price, the form of documents and the validity, eligibility (including time of receipt) and acceptance for payment of any tender of Shares will be determined by the Company in its sole discretion, which determination shall be

final and binding on all parties. The Company reserves the absolute right to reject any or all tenders of Shares determined by it not to be in proper form, or the acceptance of which or payment for which may, in the opinion of the Company's counsel, be unlawful. The Company also reserves the absolute right to waive any defect or irregularity in any tender of particular Shares, and the Company's interpretation of the terms of the Offer (including the instructions in the Letter of Transmittal) will be final and binding on all parties. No tender of Shares will be deemed to be properly made until all defects and irregularities have been cured or waived. Unless waived, any defects or irregularities in connection with tenders must be cured within such time as the Company shall determine. None of the Company, the Dealer Managers, the Depository, the Information Agent or any other person will be under any duty to give notification of any defect or irregularity in tenders or incur any liability for failure to give any such notification.

4. Withdrawal Rights.

Tenders of Shares made pursuant to the Offer may be withdrawn at any time prior to the Expiration Date. Thereafter, such tenders are irrevocable, except that they may be withdrawn after July 2, 1999 unless previously accepted for payment as provided in this Offer to Purchase. If the Company extends the period of time during which the Offer is open, is delayed in accepting for payment or paying for Shares or is unable to accept for payment or pay for Shares pursuant to the Offer for any reason, then, without prejudice to the Company's rights under the Offer, the Depository may, on behalf of the Company, retain all Shares tendered, and such Shares may not be withdrawn except as otherwise provided in this Section 4, subject to Rule 13e-4(f)(5) under the Exchange Act, which provides that the issuer making the tender offer shall either pay the consideration offered, or return the tendered securities, promptly after the termination or withdrawal of the tender offer.

To be effective, a written, telegraphic or facsimile transmission notice of withdrawal must be timely received by the Depository at one of its addresses set forth on the back cover of this Offer to Purchase and must

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specify the name of the person who tendered the Shares to be withdrawn, the number of Shares to be withdrawn and the name of the registered holder of the Shares, if different from that of the person who tendered such Shares. If the Shares to be withdrawn have been delivered to the Depository, a signed notice of withdrawal with signatures guaranteed by an Eligible Institution (except in the case of Shares tendered by an Eligible Institution) must be submitted prior to the release of such Shares. In addition, such notice must specify, in the case of Shares tendered by delivery of certificates, the name of the registered holder (if different from that of the tendering stockholder) and the serial numbers shown on the particular certificates evidencing the Shares to be withdrawn or, in the case of Shares tendered by book-entry transfer, the name and number of the account at the Book-Entry Transfer Facility to be credited with the withdrawn Shares. Withdrawals may not be rescinded, and Shares withdrawn will thereafter be deemed not validly tendered for purposes of the Offer. However, withdrawn Shares may be retendered by again following one of the procedures described in Section 3 at any time prior to the Expiration Date.

All questions as to the form and validity (including time of receipt) of any notice of withdrawal will be determined by the Company, in its sole discretion, which determination shall be final and binding. None of the Company, the Dealer Managers, the Depository, the Information Agent or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal or incur any liability for failure to give any such notification.

5. Acceptance for Payment of Shares and Payment of Purchase Price.

Upon the terms and subject to the conditions of the Offer, and as promptly as practicable after the Expiration Date, the Company will determine the Purchase Price, taking into account the number of Shares tendered and the prices specified by tendering stockholders, and will (subject to the proration and "odd lot" provisions of the Offer) accept for payment (and thereby purchase) and pay for Shares validly tendered at or below the Purchase Price and not withdrawn as permitted in Section 4. As soon as practicable following the determination of the Purchase Price, the Company will

announce the Purchase Price it will pay for tendered Shares. In all cases, payment for Shares accepted for payment pursuant to the Offer will be made promptly (subject to possible delay in the event of proration) but only after timely receipt by the Depositary of certificates for Shares (or of a confirmation =f a book-entry transfer of such Shares into the Depositary's account at t=e Book-Entry Transfer Facility), a properly completed and duly executed Letter of Transmittal (or facsimile thereof) (or an Agent's Message in connect=on with a book-entry transfer) and any other required documents.

For purposes of the Offer, the Company will be deemed to have accepted for payment (and thereby purchased), subject to the proration and "odd lot=quot; provisions of the Offer, Shares that are validly tendered and not withdrawn as, if and when it gives oral or written notice to the Depositary of its acceptance for payment of such Shares. Payment for Shares accepted for paym=nt pursuant to the Offer will be made by depositing the Purchase Price therefo= with the Depositary, which will act as agent for tendering stockholders for the purpose of receiving payment from the Company and transmitting payment =o tendering stockholders. Under no circumstances will interest be paid on amounts to be paid to tendering stockholders by the Company by reason of an= delay in making such payment.

Certificates for all Shares not purchased will be returned (or, in the case of Shares tendered by book-entry transfer, such Shares will be credited to =n account maintained with the Book-Entry Transfer Facility) as soon as practicable without expense to the tendering stockholder. The Company will =ay all stock transfer taxes, if any, payable on the transfer to it of Shares purchased pursuant to the Offer, except as set forth in Instruction 8 of th= Letter of Transmittal.

Payment for Shares may be delayed in the event of difficulty in determining the number of Shares validly tendered or if proration is required. See Sect=on

1. In addition, if certain events occur, the Company may not be obligated t= purchase Shares pursuant to the Offer. See Section 6.

As provided in Rules 13e-4(f)(4) and (8)(ii) under the Exchange Act, the Company will pay the same amount per Share for each Share purchased pursuan= to the Offer.

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6. Certain Conditions of the Offer.

Notwithstanding any other provision of the Offer, the Company shall not be required to accept for payment or pay for any Shares tendered, and may terminate or amend the Offer or may postpone (subject to the requirements o= the Exchange Act for prompt payment for or return of Shares) the acceptance for payment of, and payment for, Shares tendered, if at any time on or afte= May 4, 1999 and on or before the Expiration Date any of the following shall have occurred (or shall have been determined in the judgment of the Company=to have occurred) and, in the judgment of the Company, in any such case and regardless of the circumstances (including any action or omission to act by the Company) giving rise to such condition, such event makes it inadvisable=to proceed with the Offer or with such acceptance for payment or payment:

(a) there shall have been threatened, instituted or pending any action or proceeding by any government or governmental, regulatory or administrative agency, authority or tribunal or any other person, domestic or foreign, before any court, authority, agency or tribunal which directly or indirectly (i) challenges the making of the Offer, the acquisition of some or all of the Shares pursuant to the Offer or otherwise relates in any manner to the Offer; or (ii) in the Company's judgment, could materiall= and adversely affect the business, condition (financial or other), income, operations or prospects of the Company and its subsidiaries, taken as a whole, or otherwise materially impair in any way the contemplated future conduct of the business of the Company or any of its subsidiaries or materially impair the contemplated benefits of the Offer to the Company;

(b) there shall have been any action threatened, pending or taken, or approval withheld, or any statute, rule, regulation, judgment, order or injunction threatened, proposed, sought, promulgated, enacted, entered, amended, enforced or deemed to be applicable to the Offer or the Company or any of its subsidiaries, by any court or any authority, agency or tribunal which, in the Company's judgment, would or might directly or indirectly (i) make the acceptance for payment of, or payment for, some or all of the Shares illegal or otherwise restrict or prohibit consummation of the Offer; (ii) delay or restrict the ability of the Company, or render the Company unable, to accept for payment or pay for some or all of the Shares; (iii) materially impair the contemplated benefits of the Offer to the Company; or (iv) materially and adversely affect the business, condition (financial or other), income, operations or prospects of the Company and its subsidiaries, taken as a whole, or otherwise materially impair in any way the contemplated future conduct of the business of the Company or any of its subsidiaries;

(c) there shall have occurred (i) any general suspension of trading in, or limitation on prices for, securities on any national securities exchange or in the over-the-counter market; (ii) the declaration of a banking moratorium or any suspension of payments in respect of banks in the United States; (iii) the commencement of a war, armed hostilities or other international or national calamity directly or indirectly involving the United States; (iv) any limitation (whether or not mandatory) by any governmental, regulatory or administrative agency or authority on, or any event which, in the Company's judgment, might affect, the extension of credit by banks or other lending institutions in the United States; (v) any significant decrease in the market price of the Shares or any change in the general political, market, economic or financial conditions in the United States or abroad that could, in the judgment of the Company, have a material adverse effect on the Company's business, condition (financial or other), income, operations or prospects or the trading in the Shares; (vi) in the case of any of the foregoing existing at the time of the commencement of the Offer, a material acceleration or worsening thereof; or (vii) any decline in either the Dow Jones Industrial Average or the Standard and Poor's Index of 500 Industrial Companies by an amount in excess of 10 percent measured from the close of business on May 3, 1999;

(d) (i) the Company shall have entered into a definitive agreement or an agreement in principle with any person with respect to a merger, business combination or acquisition proposal, disposition of assets other than in the ordinary course of business or (ii) any tender or exchange offer with respect to some or all of the Shares (other than this Offer) shall have been commenced;

(e) any change shall occur or be threatened in the business, condition (financial or other), income, operations, Share ownership or prospects of the Company and its subsidiaries, taken as a whole, which, in the judgment of the Company, is or may be material to the Company or its subsidiaries; or

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(f) (i) any person, entity or "group" (as that term is used in Section 13(d)(3) of the Exchange Act) shall have acquired, or proposed to acquire, beneficial ownership of more than 5% of the outstanding Shares (other than a person, entity or group which had publicly disclosed such ownership in a Schedule 13D or 13G (or an amendment thereto) on file with the Commission prior to May 3, 1999); (ii) any person, entity or group which had filed with the Commission on or before May 3, 1999 a Schedule 13G or a Schedule 13D with respect to the Shares shall have acquired, or proposed to acquire, beneficial ownership of additional Shares constituting more than 2% of the outstanding Shares; or (iii) any new group shall have been formed which beneficially owns more than 5% of the outstanding Shares (options for and other rights to acquire Shares which are acquired or proposed to be acquired being deemed for purposes of this clause (f) to be immediately exercisable or convertible).

The foregoing conditions are for the sole benefit of the Company and may be asserted by the Company regardless of the circumstances (including any action or inaction by the Company) giving rise to any such condition and any such condition may be waived by the Company, in whole or in part, at any time and from time to time in its sole discretion. The Company's failure at any time to exercise any of the foregoing rights shall not be deemed a waiver of any such right; the waiver of any such right with respect to particular facts and circumstances shall not be deemed a waiver with respect to

any other facts =r circumstances; and each such right shall be deemed an ongoing right which m=y be asserted at any time and from time to time. Any determination by the Company concerning the events described above will be final and binding on =ll parties.

7. Price Range of Shares; Cash Dividends.

The Shares are listed and principally traded on the NYSE. The following table sets forth the high and low closing prices of the Shares as reported =n the Composite Tape, and dividends paid per Share, for the fiscal periods indicated:

Fiscal Quarter	H=gh	Low	Dividends
1997	---	---	-----
First.....	\$20 1/8	\$17	\$0.12
Second.....	\$22 5/16	\$18 5/8	\$0.12
Third.....	\$25 1/2	\$21 3/8	\$0.12
Fourth.....	\$27 1/4	\$23 9/16	\$0.12
1998:			
First.....	\$33 7/8	\$27 1/8	\$0.13
Second.....	\$36 1/4	\$26 13/16	\$0.13
Third.....	\$27 3/16	\$21	\$0.13
Fourth.....	\$34 1/8	\$25 5/16	\$0.13
1999:			
First.....	\$43 3/4	\$34 1/4	\$0.15
Second (May 3, 1999).....	\$44 5/8	\$44 5/8	--

On May 3, 1999, the Company declared a regular quarterly cash dividend of \$0.15 per Share, payable on June 30, 1999 to holders of record as of June 2=, 1999. The dividend will not be payable with respect to Shares purchased pursuant to the Offer.

On April 30, 1999, the last full day of trading prior to the announcement o= the Offer, the closing price of the Shares on the NYSE as reported on the Composite Tape was \$43 3/4 per Share. Stockholders are urged to obtain a current market quotation for the Shares.

8. Certain Effects of the Offer.

As of March 26, 1999, the Company had issued and outstanding 228,165,712 Shares. The 15,000,000 Shares that the Company is offering to purchase pursuant to the Offer represent approximately 6.6% of the Shares outstandin= as of that date. The Company does not believe that the purchase of Shares pursuant to the Offer will result in delisting of the Shares on the NYSE or termination of registration of the Shares under the Exchange Act.

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If the Company should decide to purchase any of its Shares in the future, any such purchases may be on the same terms as, or on terms which are more =r less favorable to stockholders than, the terms of the Offer. Rule 13e-4 und=r the Exchange Act, however, prohibits the Company and its affiliates from purchasing any Shares, other than pursuant to the Offer, until at least ten business days after the Expiration Date.

The Trust, Leslie H. Wexner, Chairman, President and Chief Executive Office= of the Company, certain members of Mr. Wexner's immediate family and ce=tain affiliated entities currently beneficially own in the aggregate approximate=y 25.8% of the outstanding Shares. Pursuant to the Rescission Agreement, they have agreed not to tender any such Shares

in the Offer. See Section 11. Assuming the purchase of 15,000,000 Shares by the Company pursuant to the Offer, the Trust, Mr. Wexner, certain members of his immediate family and certain affiliated entities would beneficially own approximately 27.5% of the outstanding Shares.

The Company currently intends to cancel and retire Shares purchased pursuant to the Offer. Such Shares will return to the status of authorized and unissued Shares.

The Shares are currently "margin securities" under the rules of the Federal Reserve Board. This has the effect, among other things, of allowing brokers to extend credit on the collateral of the Shares. The Company believes that, following the repurchase of Shares pursuant to the Offer, the Shares will continue to be margin securities for purposes of the Federal Reserve Board's margin regulations.

Schedule A hereto describes transactions effected by the Company or by individuals who are directors or executive officers of the Company during the 40 business days prior to the date hereof.

Neither the Company nor the Board of Directors makes any recommendation to any stockholder whether to tender some or all Shares. Leslie H. Wexner, Chairman, President and Chief Executive Officer of the Company, his immediate family members and affiliated entities to have agreed not to tender any Shares pursuant to the Offer. See Section 11. The Company has been advised that its other directors and executive officers have not determined whether to tender their Shares pursuant to the Offer. Stockholders must make their own decisions whether to tender Shares and, if so, how many Shares to tender.

Shares tendered in the Offer will not be entitled to receive the dividend of \$0.15 per Share declared on May 3, 1999 to stockholders of record on June 2, 1999, nor will they be entitled to participate in the Limited Too spinoff, described above in "Background and Purpose of the Offer".

9. Source and Amount of Funds.

Assuming that the Company purchases 15,000,000 Shares pursuant to the Offer at a price of \$55.00 per Share, the Company estimates that the total amount required by the Company to purchase such Shares and pay related fees and expenses will be approximately \$830 million. The Company expects to pay for the Shares purchased pursuant to the Offer with the approximately \$352 million in funds made available by the rescission of the Contingent Stock Redemption Agreement and with other available funds. At April 3, 1999, the Company's other cash, cash equivalents and temporary investments, net of commercial paper borrowings, aggregated approximately \$661 million.

10. Certain Information Concerning the Company.

The Company is principally engaged in the purchase, distribution and sale of women's, men's and children's apparel, women's intimate apparel, personal care products and a wide variety of sporting goods. The Company operates an integrated distribution system which supports the Company's retail activities. These activities are conducted under various trade names primarily through the retail stores and catalogue business of the Company. Merchandise is targeted to appeal to customers in various market segments that have distinctive consumer characteristics.

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As of January 30, 1999, the Company conducted its business in two primary segments: (1) the Apparel segment, which derives its revenues from sales of women's, men's and children's apparel; and (2) Intimate Brands, Inc. (a corporation in which the Company holds an 84.5% interest) which derives its revenues from sales of women's intimate and other apparel, and personal-care products and accessories. At April 3, 1999, either directly or through its subsidiaries, the Company operated approximately 5,360 stores in the United States under a variety of brand names, including "Limited",

"=Express", "Henri Bendel", "Victoria's Secret", "Lerner New York"=, "Lane Bryant", "Structure", "Limited Too", "Bath & Body Works" and "Galyan's Trading Co."

The Company was reincorporated under the laws of the State of Delaware in 1982, and its principal executive offices are located at Three Limited Parkway, P.O. Box 16000, Columbus, Ohio 43230. The Company's telephone number is (614) 415-7000.

Summary Historical Financial Information. Set forth below is certain consolidated historical financial information of the Company and its subsidiaries. The historical financial information (other than the ratios of earnings to fixed charges) was derived from the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended January 30, 1999 (the "Company's 1998 Annual Report"), and other information and data contained in the Company's 1998 Annual Report. More comprehensive financial information is included in such reports and the financial information which follows is qualified in its entirety by reference to such reports and all of the financial statements and related notes contained therein, copies of which may be obtained as set forth below under "Additional Information About the Company".

THE LIMITED, INC. AND SUBSIDIARIES

Summary Historical Financial Information (In thousands, except per share data and financial ratios)

Year Ended		
January 30, 1999	January 31, 1998	
Condensed Consolidated		
Statements of Income:		
Net sales.....	\$9,346,911	\$9,188,804
Operating income.....	2,437,473(4)	480,099(5)
Net income.....	2,053,646(6)	217,390(7)
Net income per share:		
Basic.....	8.52	0.80
Diluted.....	8.32(6)	0.79(7)
Weighted average number of		
shares outstanding:		
Basic.....	240,907	271,898
Diluted.....	246,319	274,483
Ratio of earnings to fixed		
charges (1).....	8.99(6)	2.44(7)
Condensed Consolidated		
Balance Sheets:		
Assets		
Total current assets....	\$2,318,184	\$2,031,151
Total assets.....	4,549,708	4,300,761
Total assets less		
intangible assets (2)..	4,331,896	4,172,381
Liabilities and		
Shareholders' Equity		
Total current		
liabilities.....	\$1,247,935	\$1,093,412
Long-term debt.....	550,000	650,000

Total liabilities.....	2,316,405	2,255,804
Shareholders' equity....	2,233,303	2,044,957
Book value per share		
outstanding (3).....	9.86	7.50
Shares outstanding at		
end of period.....	226,572	272,800

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(1) For the purpose of calculating the ratio of earnings to fixed charges, earnings consists of pretax income excluding minority interests plus fixed charges consisting of interest and the portion of minimum rent considered representative of interest.

(2) Intangible assets include: unamortized catalogue costs, goodwill, trademarks and non-compete agreements.

(3) Book value per share outstanding is based upon actual shares outstanding= net of shares held in treasury and does not include the dilutive effect of stock options and restricted stock.

(4) Includes \$1.740 billion in special and nonrecurring items comprised of =he following:

- . \$1.651 billion tax-free gain related to the exchange offer that established A&F as an independent company.
- . \$93.7 million gain from the sale of the Company's remaining interest=in Brylane.
- . \$5.1 million charge for severance and other associate termination costs related to the closing of five of six Henri Bendel stores.

(5) Includes \$213 million in special and nonrecurring charges comprised of =he following:

- . \$68 million in charges for the closing of the 118-store Cacique business effective January 31, 1998.
- . \$82 million in charges related to streamlining the Henri Bendel business.
- . \$86 million of impaired asset charges, related principally to the women's apparel businesses.
- . A \$28 million provision for closing and downsizing oversized stores and a \$12 million write-down to net realizable value of a real estate investment previously acquired in connection with closing and downsizing certain stores.
- . These charges were partially offset by a third quarter net gain of \$62.8 million related principally to the Company's sale of approximately one- half of its investment in Brylane.

In addition, the Company recognized a \$13 million cost of sales charge for inventory liquidation at Henri Bendel.

(6) Includes special and nonrecurring items of \$1.740 billion (see 4 above) and includes A&F results through the date of the split-off. Excluding these items and adjusting for the A&F split-off as if it had occurred i= the beginning of 1998, net income would have been \$342.3 million, net income per share would have been \$1.46, and the ratio of earnings to fixed charges would have been 3.29.

(7) Includes special and nonrecurring items of \$213 million and a \$13 milli=n cost of sales charge for inventory liquidation (see 5 above) and an \$8.6 million gain in connection with the Brylane initial public offering. Excluding these items and adjusting for the A&F split-off as if it had occurred at the beginning of 1997, net income would have been \$298.4 million, net income per share would have been \$1.31, and the ratio of earnings to fixed charges would have been 3.07.

Recent Developments

The Company announced on May 3, 1999 that it expects to report April total sales of \$639.9 million, an increase in comparable store sales of 5% and first quarter earnings per Share of \$.14, an increase of 56% over an adjusted \$.0= per Share in 1998. This represents a significant increase over the current Wall Street consensus estimate of \$.10 per Share, and is primarily the result of strong first quarter performances at the Express, Lerner New York, Lane Bryant and Limited Too brands, as well as at Intimate Brands.

Additionally, the Company announced on May 3, 1999 that, due to the momentum in its apparel brands, it expects to exceed the current second quarter Wall Street consensus estimate of \$.15 per share by \$.03.

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Pro Forma Financial Information

Set forth below is certain unaudited pro forma consolidated financial information of the Company and its subsidiaries based on historical information which has been adjusted to reflect (i) the consummation of the Limited Too spinoff and the related transactions described in the Notes to Summary Unaudited Pro Forma Financial Information and (ii) the purchase of 15,000,000 Shares at an assumed price of \$55.00 per Share pursuant to the Offer and the related transactions described in the Notes to Summary Unaudited Pro Forma Financial Information. In addition, such information reflects the reclassification of approximately \$352 million of restricted cash as a result of the rescission of the Contingent Stock Redemption Agreement. The Summary Unaudited Pro Forma Consolidated Statement of Income gives effect to the above transactions as if they occurred on February 1, 1998 and the Summary Unaudited Pro Forma Consolidated Balance Sheet gives effect to the transactions as if they occurred on January 30, 1999. The assumptions on which the pro forma financial information is based are further described in the Notes to Summary Unaudited Pro Forma Financial Information. Management of the Company believes that the assumptions used provide a reasonable basis on which to present the Summary Unaudited Pro Forma Financial Statements. The pro forma financial information does not purport to be indicative of the results which would actually have been achieved if the Offer and the Limited Too spinoff and related transactions had been completed as of such dates or which may be achieved in the future. The pro forma financial information should be read in conjunction with the accompanying notes thereto and the consolidated financial statements and related notes set forth in the Company's 1998 Annual Report, as well as the summary historical financial information set forth above.

THE LIMITED, INC. AND SUBSIDIARIES

Summary Unaudited Pro Forma Consolidated Statement of Income (In thousands, except per share data and financial ratios)

	Pro Forma			
Year Ended	Limited January 30, 1999	Limited Too Spinoff	To=	Year Ended January 30, 1999
Net sales.....	\$ 9,346,911	\$ 376,943	\$ 8,969,968	= \$ 8,969,968
Costs of goods sold, occupancy and buying costs.....	(6,348,945)	(251,531)	(6,097,414)	= (6,097,414)
Gross income.....	2,997,966	125,412	2,872,554	= 2,872,554
General, administrative and store operating expenses.....	(2,300,523)	(96,956)	(2,203,567)	= (2,203,567)
Special and nonrecurring				

items, net.....	1,740,030	1,740,030	\$(10,000)=a	1,730,030
Operating income.....	2,437,473	28,456	2,409,017 (10,000)=	2,399,017
Interest expense.....	(68,528)	(68,528)	= \$ (3,500)(c)	(72,028)
Other income, net.....	59,265	59,265	= (27,000)(d)	32,265
Minority interest	(64,564)	(64,564)	= (64,564)	
Income before income taxes.....	2,363,646	28,456	2,335,190 (10,000)= (30,500)	2,294,690
Provision for income taxes.....	(310,000)	(11,400)	(298,600) 4,000 =b)	12,200 (e) (282,400)
Net income (1).....	\$ 2,053,646	(3) \$ 17,056	\$ 2,036,590 \$ (6,000)=	\$ (18,300) \$ 2,012,290 (g)
Net income per share:				
Basic.....	\$ 8.52	=	\$ 8.91	
Diluted.....	\$ 8.32 (3)	=	\$ 8.68 (g)	
Weighted average number of shares outstanding:				
Basic.....	240,907	240,907 = (15,000)(f)	225,907	
Diluted.....	246,319	246,319 = (15,000)(f)	231,319	
Ratio of earnings to fixed charges (2).....	8.99 (3)	=	9.08 (g)	

(1) Includes \$1.740 billion in special and nonrecurring items comprised of =he following:

-\$1.651 billion tax-free gain related to the exchange offer that established A&F as an independent company.

-\$93.7 million gain from the sale of the Company's remaining interest =n Brylane.

-\$5.1 million charge for severance and other associate termination costs related to the closing of five of six Henri Bendel stores.

(2) For the purpose of calculating the ratio of earnings to fixed charges, earnings consists of pre-tax income excluding minority interests plus fixed charges consisting of interest and the portion of minimum rent considered representative of interest.

(3) Includes special and nonrecurring items of \$1.740 billion (see 1 above) and includes A&F results through the date of the split-off. Excluding these items and adjusting for the A&F split-off as if it had occurred a= the beginning of 1998, net income would have been \$342.4 million, net income per share would have been \$1.46, and the ratio of earnings to fixed charges would have been \$3.29.

The accompanying notes are an integral part of the Summary Unaudited Pro Forma Consolidated Financial Statements.

(In thousands, except per share data)

	Limite= Too Transactions		Limite= Too Transaction		Pro Forma	
January 30, 1999	Debt	Spinoff(b)	Subtotal	C=sts	Tender Offer	January 30, 1999
Assets						
Current assets						
Cash and equivalents...	\$ 870,317	\$50,000(a)	\$ 987	\$ 919,330	\$ (1=,000)(c)	\$ 351,600 (d) \$ 429,930
			=	(825,000)(e)		
			=	(6,000)(f)		
Accounts receivable....	77,715		1,440	76,275	=	76,275
Inventories.....	1,119,670		27,565	1,092,105	=	1,092,105
Store supplies.....	98,797		5,237	93,560	=	93,560
Other.....	151,685		582	151,103	=	151,103
Total current assets....	2,318,184	50,000	35,811	2,332,373	(1=,000)	(479,400) 1,842,973
Property and equipment,						
net.....	1,361,761		44,894	1,316,867	=	1,316,867
Restricted cash.....	351,600			351,600	=	(351,600)(d) --
Deferred income taxes...	48,782		6,313	42,469	=	42,469
Other assets.....	469,381	1,250	1,250	469,381	=	469,381
Total Assets.....	\$4,549,708	\$51,250	\$88,268	\$4,512,690	\$ (1=,000)	\$ (831,000) \$3,671,690(1)
	=====3D=	=====	=====	=====3D=====	=====	=====3D=====
Liabilities and						
Shareholders' Equity						
Current liabilities						
Accounts payable.....	\$ 289,947		\$ 3,108	\$ 286,839	=	\$ 286,839
Current portion of						
long-term debt.....	100,000		100,000		=	100,000
Borrowings under						
revolving credit						
agreement.....	-- 1,250	1,250	--	--	=	--
Accrued expenses.....	681,515		22,377	659,138	=	659,138
Income taxes.....	176,473		8,932	167,541	=	167,541
Total current						
liabilities.....	1,247,935	1,250	35,667	1,213,518	=	1,213,518
Long-term debt.....	550,000	\$50,000(a)	50,000	550,000	=	550,000
Other long-term						
liabilities.....	56,010		1,501	54,509	=	54,509
Minority interest.....	110,860			110,860	=	110,860
Contingent stock						
redemption agreement...	351,600			351,600	= (351,600)(d)	--
Total shareholders'						
equity.....	2,233,303		1,100	2,232,203	(1=,000)(c)	351,600 (d) 1,742,803
				= (825,000)(e)		
				= (6,000)(f)		
Total Liabilities and						

Shareholders' Equity...	\$4,549,708	\$51,250	\$88,268	\$4,512,690	=\$(10,000)	\$(831,000)	\$3,671,690
	=====	=====	=====	=====	=====	=====	=====
Shares outstanding at end of period.....	226,572		226,572	=	(15,000)(g)	211,572	
Book value per share outstanding (2).....	\$ 9.86			=	\$ 8.24		

(1) Total assets less intangible assets on a pro forma basis are \$3,453,878= (2) Book value per share outstanding is based upon actual shares outstandin= net of shares held in treasury and does not include the dilutive effect of stock options and restricted stock.

The accompanying notes are an integral part of the Summary Unaudited Pro Forma Consolidated Financial Statements.

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NOTES TO SUMMARY UNAUDITED PRO FORMA FINANCIAL INFORMATION

1. Basis of Presentation

The following summary of pro forma adjustments is based on available information and various estimates and assumptions. Management of the Compan= believes that these assumptions provide a reasonable basis for presenting a=l of the significant effects of the following transactions and events and tha= the pro forma adjustments give appropriate effect to those assumptions and =re properly applied in the unaudited pro forma consolidated financial statemen=s.

The summary unaudited pro forma financial information gives effect to the transactions described below:

- . Limited Too's financing proceeds of approximately \$51 million, which will be used to pay a dividend of \$50 million to the Company and \$1.25 million in financing fees to the lenders, and the spinoff of Limited Too to the stockholders of the Company (together, the "Limited Too Transactions").
- . The purchase of 15,000,000 Shares of the Company at an assumed price of \$55 per Share for a total of \$825 million.
- . The rescission of the Contingent Stock Redemption Agreement, resulting in a reclassification of restricted cash of \$351.6 million to general cash and reclassification of temporary equity (the caption "Contingent stock redemption agreement" in the balance sheet) to permanent equity.

The historical information has been adjusted to give effect to the above transactions and assumptions to the extent not reflected in the historical financial statements. The Summary Unaudited Pro Forma Consolidated Statemen= of Income gives effect to the above transactions as if they occurred on February 1, 1998 and the Summary Unaudited Pro Forma Consolidated Balance Sheet gives effect to the transactions as if they occurred on January 30, 1999.

2. Pro Forma Consolidated Statement of Income

- (a) To reflect estimated transaction costs incurred in connection with the spinoff of Limited Too.
- (b) To reflect the tax effect of the transaction costs at an estimated effective tax rate of 40%.

(c) To reflect estimated interest expense on additional short-term borrowings the Company would have incurred in 1998 if the Offer had been completed on February 1, 1998. Estimated interest expense was calculated using a borrowing rate of 5.6% based upon rates available to the Company during the period. A 1/2 percentage point change in the borrowing rate would change interest by approximately \$300,000.

(d) To eliminate approximately \$18.3 million interest income earned on restricted cash of \$351.6 million, set aside for the Contingent Stock Redemption Agreement, and approximately \$8.7 million interest income, at an investment rate of 4.8%, on general cash. A 1/2 percentage point change in the investment rate would change interest income by approximately \$900,000. The cash from the Contingent Stock Redemption Agreement and general cash is assumed to be used to partially fund the Offer.

(e) To reflect the tax effect of the pro forma interest adjustments at an estimated effective tax rate of 40%.

(f) To reflect the assumed number of shares purchased.

(g) Includes special and nonrecurring items of \$1.740 billion and includes A&F results through the date of the split-off. Excluding these items and adjusting for the A&F split-off as if it had occurred at the beginning of 1998, pro forma net income would have been \$301 million, net income per share would have been \$1.37, and the ratio of earnings to fixed charges would have been 3.10.

3. Pro Forma Consolidated Balance Sheet

(a) To reflect approximately \$51 million of debt expected to be incurred by Limited Too shortly before the date of the spinoff. Proceeds will be used to pay a \$50 million dividend to the Company and \$1.25 million in financing fees to the lender. The debt incurred will be part of Limited Too's capital structure after the spinoff.

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(b) To reflect the spinoff of Limited Too to the stockholders of the Company. The spinoff is recorded at historical cost as a dividend to the Company's stockholders. Prior to the spinoff, Limited Too is expected to incur approximately \$51 million of debt, the proceeds of which will be used to pay a \$50 million dividend to the Company and \$1.25 million in financing fees to the lender.

(c) To reflect estimated transaction costs paid in connection with the spinoff of Limited Too.

(d) To reflect the rescission of the Contingent Stock Redemption Agreement, resulting in a reclassification of restricted cash to general cash and reclassification of temporary equity (the caption "Contingent stock redemption agreement" in the balance sheet) to permanent equity, making available restricted cash of \$351.6 million.

(e) To reflect the use of cash to purchase Shares under the Offer.

(f) To reflect estimated transaction costs paid in connection with the Offer.

(g) To reflect the assumed number of Shares purchased.

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Plans and Proposals. Except as disclosed in this Offer to Purchase, the Company has no other agreements or understandings as to either divestitures or acquisitions that would be material to the Company and does not have any plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the

Company or the disposition of securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (d) any change in the present Board of Directors or management of the Company; (e) any material change in the present dividend policy, indebtedness or capitalization of the Company; (f) any other material change in the Company's corporate structure or business; (g) any change in the Company's Certificate of Incorporation or By-Laws or any actions which may impede the acquisition of control of the Company by any person; (h) a class of equity security of the Company being terminated from quotation on the NYSE; (i) a class of equity security of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or (j) the suspension of the Company's obligation to file reports pursuant to Section 15(d) of the Exchange Act.

Additional Information About the Company. The Company's 1998 Annual Report and its Proxy Statement with respect to its 1998 annual meeting have been filed with the Commission. Copies of such documents may be obtained from Investor Relations at The Limited, Inc., Three Limited Parkway, Columbus, Ohio 43230, telephone (614) 415-6400.

The Company is subject to the informational filing requirements of the Exchange Act, and in accordance therewith is obligated to file reports and other information with the Commission relating to its business, financial statements and other matters. Certain information as of particular dates, concerning the Company's directors and officers, their remuneration, options granted to them, the principal holders of the Company's securities and any material interest of such persons in transactions with the Company is filed with the Commission. Such reports, as well as such other material, may be inspected and copies obtained at prescribed rates at the Commission's public reference facilities at Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549; 7 World Trade Center, 13th Floor, New York, New York 10048; and 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. The Company has also filed with the Commission a statement on Schedule 13E-4 that contains additional information with respect to the Offer. Such Schedule and certain amendments thereto may be examined and copies may be obtained at the same places and in the same manner as set forth above (except that such Schedule may not be available in the regional offices of the Commission). In addition, material filed by the Company may be inspected at the offices of the NYSE, 20 Broad Street, New York, New York 10005.

Safe Harbor Statement Under The Private Securities Litigation Reform Act Of 1995: All forward-looking statements made by the Company (including, without limitation, in Section 10 hereof) involve material risks and uncertainties and are subject to change based on various important factors which may be beyond the Company's control. Accordingly, the Company's future performance and financial results may differ materially from those expressed or implied in any such forward-looking statements. Such factors include, but are not limited to, those described herein and in the Company's filings with the Commission. The Company does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

11. Transactions and Agreements Concerning the Shares.

Except with respect to the Rescission Agreement (described below) and except as set forth in Schedule A hereto, neither the Company nor, to its knowledge, any of its subsidiaries, executive officers or directors or any associate of any such officer or director has engaged in any transactions involving the Shares during the 40 business days preceding the date hereof. Except with respect to the Rescission Agreement, neither the Company nor, to its knowledge, any of its executive officers or directors is a party to any contract, arrangement, understanding or relationship relating directly or indirectly to the Offer with any other person with respect to the Shares.

For the reasons outlined above under "Background and Purpose of the Offer", on May 3, 1999, the Company entered into an agreement with Mr. Wexner and the Trust (the "Rescission Agreement") rescinding the Contingent Stock Redemption Agreement, releasing the approximately \$352 million of restricted funds thereunder and enabling the Company to discontinue the credit support arrangements relating to its obligations under the Contingent Stock Redemption Agreement. Pursuant to the Rescission Agreement, Mr. Wexner, affiliated entities and members of Mr. Wexner's immediate family have agreed not to tender any Shares pursuant to the Offer and have represented that they have no current plan or intention to sell or otherwise dispose of any Shares or stock in Limited Too after the Limited Too spinoff.

12. Regulatory Approvals.

The Company is not aware of any approval or other action by any government or governmental, administrative or regulatory authority or agency, domestic or foreign, that would be required for the Company's acquisition or ownership of Shares as contemplated by the Offer or of any license or regulatory permit that appears to be material to its business that might be adversely affected by its acquisition of Shares as contemplated in the Offer. Should any such approval or other action be required, the Company currently contemplates that it will seek such approval or other action. The Company cannot predict whether it may determine that it is required to delay the acceptance of, or payment for, Shares tendered pursuant to the Offer pending the outcome of any such matter. There can be no assurance that any such approval or other action, if needed, would be obtained or would be obtained without substantial conditions or that the failure to obtain any such approval or other action might not result in adverse consequences to the Company's business. The Company's obligations under the Offer to accept for payment and pay for Shares are subject to certain conditions. See Section 6.

13. Certain Federal Income Tax Consequences.

The following describes the material United States federal tax consequences relevant to the Offer. This discussion is based upon the Internal Revenue Code of 1986, as amended to the date hereof (the "Code"), existing and proposed Treasury Regulations, administrative pronouncements and judicial decisions, changes to which could materially affect the tax consequences described herein and could be made on a retroactive basis.

This discussion deals only with Shares held as capital assets and does not deal with all tax consequences that may be relevant to all categories of holders (such as dealers in securities or commodities, insurance companies, tax-exempt organizations or persons who hold Shares as a position in a straddle). In particular, different rules may apply to Shares acquired as compensation (including Shares acquired upon the exercise of options, the vesting of restricted Shares or Shares held by the Trustee of the Company's Savings and Retirement Plan). This discussion does not address the state, local or foreign tax consequences of participating in the Offer. Holders of Shares should consult their tax advisors as to the particular consequences of their participation in the Offer.

As used herein, a "Holder" means a beneficial holder of Shares that is a citizen or resident of the United States, a corporation or a partnership created or organized under the laws of the United States or any State thereof, or an estate or trust the income of which is subject to United States federal income taxation regardless of its source.

Non-Participation in the Offer. Holders of Shares who do not participate in the Offer will not incur any tax liability as a result of the consummation of the Offer.

Exchange of Shares Pursuant to the Offer. An exchange of Shares for cash pursuant to the Offer will be a taxable transaction for United States federal income tax purposes. A Holder who participates in the Offer will, depending on such Holder's particular circumstances, be treated either as recognizing gain or loss from the disposition of the Shares or as receiving a dividend distribution from the Company.

Under Section 302 of the Code, a Holder will recognize gain or loss on an exchange of Shares for cash if the exchange (i) results in a "complete termination" of all such Holder's equity interest in the Company, (ii) results in a "substantially disproportionate" redemption with respect to such Holder or (iii) is "not essentially equivalent to a dividend" with respect to the Holder. In applying the Section 302 tests, a Holder must take account of stock that such Holder constructively owns under attribution rules, pursuant to which the Holder will be treated as owning stock of the Company owned by certain family members (except that in the case of a "complete termination" a Holder may, under certain circumstances, waive attribution from family members) and related entities and stock of the Company that the Holder has the right to acquire by exercise of an option. An exchange of Shares for cash will be a substantially disproportionate redemption with respect to a Holder if the percentage of the then outstanding Shares owned by such Holder immediately after the exchange is less than 80% of the percentage of the Shares owned by such Holder immediately before the exchange. If an exchange of Shares for cash fails to satisfy the "substantially disproportionate" test, the Holder may nonetheless satisfy the "not essentially equivalent to a dividend" test. An exchange of Shares for cash will satisfy the "not essentially equivalent to a dividend" test if it results in a "meaningful reduction" of the Holder's equity interest in the Company. An exchange of Shares for cash that results in a reduction of the proportionate equity interest in the Company of a Holder whose relative equity interest in the Company is minimal (an interest of less than one percent should satisfy this requirement) and who does not exercise any control over or participate in the management of the Company's corporate affairs should be treated as "not essentially equivalent to a dividend". Holders should consult their tax advisors regarding the application of the rules of Section 302 in their particular circumstances.

If a Holder is treated as recognizing gain or loss from the disposition of the Shares for cash, such gain or loss will be equal to the difference between the amount of cash received and such Holder's tax basis in the Shares exchanged therefor. Any such gain or loss will be capital gain or loss and will be long-term capital gain or loss if the holding period of the Shares exceeds one year as of the date of the exchange.

If a Holder is not treated under the Section 302 tests as recognizing gain or loss on an exchange of Shares for cash, the entire amount of cash received by such Holder pursuant to the exchange will be treated as a dividend to the extent of the Holder's allocable portion of the Company's current and accumulated earnings and profits. Such a dividend will be includable in the Holder's gross income as ordinary income in its entirety, without reduction for the tax basis of the Shares exchanged, and no loss will be recognized. The Holder's tax basis in the Shares exchanged, however, will be added to such Holder's tax basis in the remaining Shares that it owns. To the extent that cash received in exchange for Shares is treated as a dividend to a corporate Holder, (i) it will be eligible for a dividends-received deduction (subject to applicable limitations) and (ii) it will be subject to the "extraordinary dividend" provisions of the Code. Corporate Holders should consult their tax advisors concerning the availability of the dividends-received deduction and the application of the "extraordinary dividend" provisions of the Code.

The Company cannot predict whether or the extent to which the Offer will be oversubscribed. If the Offer is oversubscribed, proration of tenders pursuant to the Offer will cause the Company to accept fewer Shares than are tendered. Therefore, a Holder can be given no assurance that a sufficient number of such Holder's Shares will be purchased pursuant to the Offer to ensure that such purchase will be treated as a sale or exchange, rather than as a dividend, for federal income tax purposes pursuant to the rules discussed above.

See Section 3 with respect to the application of federal income tax withholding and backup withholding.

14. Extension of Tender Period; Termination; Amendments.

The Company expressly reserves the right, in its sole discretion and regardless of whether any of the conditions specified in Section 6 shall have been satisfied, at any time or from time to time, to (i) extend the period of time during which the Offer is open by giving oral followed by written notice of such extension to the Depositary or (ii) amend the Offer in any respect by making a public announcement of such amendment. During any such extension, all Shares previously tendered and not purchased or withdrawn will remain subject to the

Offer, except to the extent that such Shares may be withdrawn as set forth =n

Section 4. The Company also expressly reserves the right, in its sole discretion, to terminate the Offer and not accept for payment or pay for an= Shares not theretofore accepted for payment or paid for or, subject to applicable law, to postpone payment for Shares upon the occurrence of any o= the conditions specified in Section 6 hereof by giving oral or written noti=e of such termination or postponement to the Depositary and making a public announcement thereof. The Company's reservation of the right to delay p=yment for Shares which it has accepted for payment is limited by Rule 13e-4(f)(5) promulgated under the Exchange Act, which requires that the Company must pa= the consideration offered or return the Shares tendered promptly after termination or withdrawal of a tender offer. Subject to compliance with applicable law, the Company further reserves the right, in its sole discretion, to amend the Offer in any respect.

Amendments to the Offer may =e made at any time or from time to time effected by public announcement there=f, such announcement, in the case of an extension, to be issued no later than 9:00 A.M., New York City time, on the next business day after the previousl= scheduled Expiration Date. Any public announcement made pursuant to the Off=r will be disseminated promptly to stockholders in a manner reasonably design=d to inform stockholders of such change.

Without limiting the manner in which the Company may choose to make a public announcement, except as required by applicable law, the Company shall have no obligation to publish, advertise =r otherwise communicate any such public announcement other than by making a release to the Dow Jones News Service.

If the Company materially changes the terms of the Offer or the information concerning the Offer, the Company will extend the Offer to the extent requi=ed by Rules 13e-4(d)(2) and 13e-4(e)(2) promulgated under the Exchange Act. Th=se rules provide that the minimum period during which an offer must remain ope= following material changes in the terms of the offer or information concern=ng the offer (other than a change in price, change in the dealer's solicit=ng fee or a change in percentage of securities sought) will depend on the facts an= circumstances, including the relative materiality of such terms or information. If (i) the Company increases or decreases the consideration offered for Shares pursuant to the Offer or the amount of the dealer's soliciting fee or the Company increases the number of Shares being sought b= an amount exceeding 2% of the outstanding Shares, or the Company decreases =he number of Shares being sought and (ii) the Offer is scheduled to expire at =ny time earlier than the expiration of a period ending on the tenth business d=y from, and including, the date that notice of such increase or decrease is first published, sent or given, the Offer will be extended until the expiration of such period of ten business days.

15. Fees.

Other than as described below, no fees will be paid to brokers, dealers or others by the Company in connection with the Offer.

Dealer Managers. Lazard and J.P. Morgan have been retained by the Company t= act as Dealer Managers in connection with the Offer. Lazard will receive a =ee of \$750,000 and J.P. Morgan will receive a fee of \$600,000 for their servic=s as Dealer Managers. Lazard and J.P. Morgan will also be reimbursed by the Company for their out-of-pocket expenses, including attorneys' fees, an= will be indemnified against certain liabilities, including liabilities under the federal securities laws, in connection with the Offer. Lazard and J.P. Morg=n have from time to time provided investment banking services to the Company =nd have received customary fees. Among other things, Lazard has acted as co-le=d manager of the Company's initial public offering in 1995 of a 17% inter=st in Intimate Brands (the "IBI IPO"), as co-dealer manager of the Comp=ny's 1996 self-tender, as co-lead manager of the Company's initial public offerin= in 1996 of 16% of the common stock of A&F (the "A&F IPO"), a= advisor to the Company in connection with the proposed transaction involving the Company&#=9;s Galyan's Trading Co. business referred to above, and has provided advic= with regard to the Contingent Stock Redemption Agreement. Lazard has received, o= will receive, customary compensation for these matters. J.P. Morgan is currently acting as financial advisor to the Company in connection with the Limited Too spinoff, has acted as co-manager of the 1997 initial public offering of Brylane, the IBI IPO and the A&F IPO and has historically p=ovided credit facility services to the Company. J.P. Morgan has received, or will receive, customary compensation for

these matters. It is expected that both Lazard and J.P. Morgan will continue to provide investment banking and financial advisory services to the Company in the future.

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Depository and Information Agent. The Company has retained D. F. King & Co., Inc. to act as Information Agent and First Chicago Trust Company of New York to act as Depository in connection with the Offer. The Information Agent may contact holders of Shares by mail, telephone, telex, telegraph and personal interviews and may request brokers, dealers and other nominee stockholders to forward materials relating to the Offer to beneficial owners. The Information Agent and the Depository will each receive reasonable and customary compensation for their respective services, will be reimbursed for certain reasonable out-of-pocket expenses and will be indemnified against certain liabilities and expenses in connection with the Offer, including liabilities under the Federal securities laws. The Depository has also rendered services to the Company in the past for which it has received customary compensation, and can be expected to render similar services to the Company in the future. The Information Agent may render information services to the Company in the future. Neither the Depository nor the Information Agent has been retained to, or is authorized to, make recommendations in connection with the Offer.

Brokers, dealers, commercial banks and trust companies will, upon request, be reimbursed by the Company for reasonable and necessary costs and expenses incurred by them in forwarding materials to their customers.

16. Miscellaneous.

The Offer is not being made to, nor will the Company accept tenders from, holders of Shares in any state of the United States or any foreign jurisdiction in which the Offer or the acceptance thereof would not be in compliance with the laws of such state or foreign jurisdiction. The Company is not aware of any state or foreign jurisdiction the laws of which would prohibit the Offer or such acceptance. In those jurisdictions whose laws require the Offer to be made by a licensed broker or dealer, the Offer is being made on behalf of the Company by the Dealer Managers or one or more registered brokers or dealers licensed under laws of such jurisdictions.

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SCHEDULE A

TRANSACTIONS CONCERNING THE SHARES OF

THE LIMITED, INC.

The following transactions were the only transactions effected during the 4 business day period preceding May 4, 1999 by the Company or by individuals who are directors or executive officers of the Company:

On March 31, 1999, Arnold F. Kanarick, Executive Vice President and Chief Human Resources Officer of the Company, sold 800 Shares at \$39.50 per Share and 6,800 Shares at \$39.625 per Share in open market transactions.

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The Depository will accept legible copies of the Letter of Transmittal, which should be sent, together with certificates for the Shares tendered and any other required documents, to the Depository at one of its addresses below:

The Depositary for the Offer is:

FIRST CHICAGO TRUST COMPANY OF NEW YORK

By Mail:	=	By Hand:	=	By Overnight Delivery:
First Chicago Trust Company of New York		First Chicago Trust Company of New York		=irst Chicago Trust Company of New York
Corporate Actions Dept.		Corporate Actions Dept.		= Corporate Actions Dept.
Suite 4660--LTD P.O. Box 2569		c/o Securities Transfer and Reporting Services, Inc.		= Suite 4680--LTD =14 Wall Street, 8th Floor
Jersey City, New Jersey 07303- 2569		100 William Street, Galleria		= New York, New York 10005
				New York, New York 10038

Please contact the Information Agent at the telephone numbers and address below with any questions or requests for assistance or additional copies of the Offer to Purchase and Letters of Transmittal and Notices of Guaranteed Delivery.

The Information Agent for the Offer is:

D. F. KING & CO., INC.
77 Water Street
New York, New York 10005-4495

(212) 269-5550 (Call Collect) or Call Toll-free (800) 829-6554

The Dealer Managers for the Offer are:

Lazard Freres & Co. Ilc	=	J.P. Morgan & Co.
30 Rockefeller Plaza	=	60 Wall Street
New York, New York 10020	=	= New York, New York 10260
(212) 632-6717	=	(800) 852-7881

EXHIBIT (a)(2)

LETTER OF TRANSMITTAL

To Tender Shares of Common Stock

of

THE LIMITED, INC.

Pursuant to its Offer to Purchase

dated May 4, 1999

* Need not be completed by stockholders tendering by book-entry transfer. ** Unless otherwise indicated, it will be assumed that all Shares represented by any certificates delivered to the Depository are being tendered. See Instruction 4.

(BOX BELOW FOR USE BY ELIGIBLE INSTITUTIONS ONLY)

CHECK HERE IF TENDERED SHARES ARE BEING DELIVERED PURSUANT TO A NOTICE OF GUARANTEED DELIVERY PREVIOUSLY SENT TO THE DEPOSITORY AND COMPLETE THE FOLLOWING:

Name(s) of Tendering Stockholder(s) _____ = Date of Execution of Notice of
Guaranteed Delivery _____ = Name of Institution which Guaranteed Delivery

_____ = If delivery is by book-entry transfer:

Name of Tendering Institution _____ = Account No.
_____ = Transaction Code No.

_____ =

NOTE: SIGNATURES MUST BE PROVIDED BELOW
PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY

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Ladies and Gentlemen:

The undersigned hereby tenders to The Limited, Inc., a Delaware corporation (the "Company"), the above-described shares of common stock, \$.50=par value per share (such shares, together with all other outstanding shares of common stock of the Company, are herein referred to as the "Shares"), pursuant to the Company's offer to purchase up to 15,000,000 Shares (or such larger number as the Company may in its sole discretion, elect) at a price per Share hereinafter set forth, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 1999 (the "Offer to Purchase"), receipt of which is hereby acknowledged, and in this Letter of Transmittal (which together constitute the "Offer").

Subject to, and effective upon, acceptance for payment of and payment for the Shares tendered herewith, the undersigned hereby sells, assigns and transfers to or upon the order of the Company all right, title and interest= in and to all the Shares that are being tendered hereby and appoints the Depository the true and lawful agent and attorney-in-fact of the undersigned with respect to such Shares, with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest),=to

(a) deliver certificates for such Shares, or transfer ownership of such Shares on the account books maintained by the Book-Entry Transfer Facility, together, in any such case, with all accompanying evidences of transfer and authenticity, to or upon the order of the Company, (b) present such Shares for transfer and cancellation on the books of the Company and (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such Shares, all in accordance with the terms of the Offer.

The undersigned understands that the Company will determine a single per Share price (not greater than \$55.00 nor less than \$50.00 per Share) (the "Purchase Price") that it will pay for Shares validly tendered and not withdrawn pursuant to the Offer, after taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The undersigned understands that the Company will select the lowest Purchase Price that will allow it to purchase 15,000,000 Shares (or such lesser number of Shares as are validly tendered and not withdrawn at prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to the Offer. The undersigned understands that all

stockholders whose Shares are purchased by the Company will receive the Purchase Price for each Share purchased in the Offer.

The undersigned hereby represents and warrants that the undersigned has a net long position in Shares at least equal to the number of Shares being tendered and has full power and authority to tender, sell, assign and transfer the Shares tendered hereby and that, when the same are accepted for payment by the Company, the Company will acquire good and unencumbered title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claims. The undersigned will, upon request, execute and deliver any additional documents deemed by the Depositary or the Company to be necessary or desirable to complete the sale, assignment and transfer of the Shares tendered hereby.

The undersigned understands that tenders of Shares pursuant to any one of the procedures described in Section 2 or 3 of the Offer to Purchase and in the instructions hereto will constitute an agreement between the undersigned and the Company upon the terms and subject to the conditions of the Offer.

Unless otherwise indicated under "Special Payment Instructions", please issue the check for the purchase price of any Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld), and return any Shares not tendered or not purchased, in the name(s) of the undersigned (or, in the case of Shares tendered by book-entry transfer, by credit to the account at the Book-Entry Transfer Facility designated above). Similarly, unless otherwise indicated under "Special Delivery Instructions", please mail the check for the purchase price of any Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld) and any certificates for Shares not tendered or not purchased (and accompanying documents, as appropriate) to the undersigned at the address shown below the undersigned's signature(s). In the event that both "Special Payment Instructions" and "Special Delivery Instructions" are completed, please issue the check for the purchase price of any Shares purchased (less the amount of any federal income or backup withholding tax required to be withheld) and return any Shares not tendered or not purchased in the name(s) of, and mail said check and any certificates to, the person(s) so indicated. The undersigned recognizes that the Company has no obligation pursuant to the "Special Payment Instructions", to transfer any Shares from the name of the registered holder(s) thereof, if the Company does not accept for payment any of the Shares so tendered.

All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the undersigned and any obligation of the undersigned hereunder shall be binding upon the heirs, personal representatives, successors and assigns of the undersigned. Except as stated in the Offer, this tender is irrevocable.

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PRICE (IN DOLLARS) PER SHARE AT
WHICH SHARES ARE BEING TENDERED

(See Instruction 5)

CHECK ONLY ONE BOX.
IF MORE THAN ONE BOX IS CHECKED, OR IF
NO BOX IS CHECKED, THERE IS NO VALID
TENDER OF SHARES.

SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION

The undersigned wants to maximize the chance of having The Limited, Inc. purchase all the Shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this ONE box INSTEAD OF ONE OF THE PRICE BOXES BELOW, the undersigned hereby tenders Shares and is willing to accept the Purchase Price resulting from the Dutch auction tender process. This action will result in receiving a price per Share of as low as \$50.00 or as high as \$55.00.

-- OR --

SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER

By checking ONE of the boxes below INSTEAD OF THE BOX ABOVE, the undersigned hereby tenders Shares at the price checked. This action could result in none of the Shares being purchased if the Purchase Price for the Shares is less than the price checked. If the Purchase Price for the Shares is equal to or greater than the price checked, then the Shares purchased by the Company will be purchased at the Purchase Price. A stockholder who desires to tender Shares at more than one price must complete a separate Letter of Transmittal for each price at which Shares are tendered. The same Shares cannot be tendered at more than one price (unless those Shares were previously tendered and withdrawn).

Price (in dollars) per Share at which Shares are being tendered:

\$50.000 \$51.000 \$52.000 \$53.000= \$54.000
 \$50.125 \$51.125 \$52.125 \$53.125 \$54.125
 \$50.250 \$51.250 \$52.250 \$53.250 \$54.250
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 \$50.625 \$51.625 \$52.625 \$53.625 \$54.625
 \$50.750 \$51.750 \$52.750 \$53.750 \$54.750
 \$50.875 \$51.875 \$52.875 \$53.875 \$54.875
\$55.000

ODD LOTS

(See Instruction 6)

To be completed ONLY if Shares are being tendered by or on behalf of a person owning beneficially, as of the close of business on May 3, 1999, an aggregate of fewer than 100 Shares.

The undersigned either (check one box):

was the beneficial owner as of the close of business on May 3, 1999, of an aggregate of fewer than 100 Shares, all of which are being tendered; or

is a broker, dealer, commercial bank, trust company or other nominee which

(a) is tendering, for the beneficial owners thereof, Shares with respect to which it is the record owner, and

(b) believes, based upon representations, made to it by such beneficial owners, that each such person was the beneficial owner as of the close of business on May 3, 1999, of an aggregate of fewer than 100 Shares and is tendering all of such Shares.

SPECIAL PAYMENT INSTRUCTIONS (See Instructions 1, 4, 7, 8 and 9) SPE=IAL DELIVERY INSTRUCTIONS (See Instructions 1, 7, 8 and 9)

To be completed ONLY if the check for the purchase price of Shares purchased (less the amount of any federal income and backup withholding tax required to be withheld) and certificates for Shares not tendered or not purchased are to be issued in the name of someone other than the undersigned.

To be completed ONLY if the check for the purchase price of Shares purchased (less the amount of any federal income and backup withholding tax required to be withheld) and certificates for Shares not tendered or not purchased are to be mailed to someone other than the undersigned or to the undersigned at an address other than that shown below the undersigned's signature(s).

Issue check and certificates to: _____

Name(s) _____

Deliver check and certificates

----- to:

(Please Print)

Name _____ =

Address _____

(Please Print)

Address _____ =

(Zip Code)

_____ =

(Zip Code=

TENDER OF DIVIDEND REINVESTMENT PLAN SHARES

(See Instruction 14)

To be completed ONLY if the undersigned intends to tender Shares held in the Company's Dividend Reinvestment Plan.

By checking this space, I represent that I wish to tender Shares held in my account under the Dividend Reinvestment Plan.

INSTRUCTIONS

Forming Part of the Terms and Conditions of the Offer

1. **Guarantee of Signatures.** Except as otherwise provided below, all signatures on this Letter of Transmittal must be guaranteed by a financial institution (including most banks and brokerage houses) which is a participant in the Securities Transfer Agents Medallion Program (an "Eligible Institution"). Signatures on this Letter of Transmittal need not be guaranteed

(a) if this Letter of Transmittal is signed by the registered holder(s) of the Shares (which term, for purposes of this document, shall include any participant in the Book-Entry Transfer Facility whose name appears on a security position listing as the owner of Shares) tendered herewith and such holder(s) have not completed the box entitled "Special Payment Instructions" on this Letter of Transmittal or (b) if such Shares are tendered for the account of an Eligible Institution. See Instruction 7.

2. Delivery of Letter of Transmittal and Shares; Guaranteed Delivery Procedure. You should use this Letter of Transmittal only if you are either forwarding certificates herewith or causing the Shares to be delivered by book-entry transfer pursuant to the procedures set forth in Section 3 of the Offer to Purchase. In order for you to validly tender Shares, certificates or all physically delivered Shares, or a confirmation of a book-entry transfer of all Shares delivered electronically into the Depository's account at the Book-Entry Transfer Facility, as well as a properly completed and duly executed Letter of Transmittal (or facsimile thereof) and any other documents required by this Letter of Transmittal, must be received by the Depository at one of its addresses set forth on the front page of this Letter of Transmittal by the Expiration Date (as defined in the Offer to Purchase).

If you cannot deliver your Shares and all other required documents to the Depository by the Expiration Date, you must tender your Shares pursuant to the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase. Pursuant to such procedure: (a) such tender must be made by or through an Eligible Institution, (b) a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form provided by the Company must be received by the Depository by the Expiration Date, and (c) the certificates for all physically delivered Shares, or a confirmation of a book-entry transfer of all Shares delivered electronically into the Depository's account at the Book-Entry Transfer Facility, as well as a properly completed and duly executed Letter of Transmittal (or facsimile thereof) and any other documents required by this Letter of Transmittal, must be received by the Depository within three New York Stock Exchange, Inc. trading days after the date of execution of such Notice of Guaranteed Delivery, all as provided in Section 3 of the Offer to Purchase.

The method of delivery of all documents, including Share certificates, is at your option and risk. If you choose to deliver the documents by mail, then registered mail with return receipt requested, properly insured, is recommended.

No alternative, conditional or contingent tenders will be accepted, and no fractional Shares will be purchased. By executing this Letter of Transmittal (or facsimile thereof), you waive any right to receive any notice of the acceptance for payment of the Shares.

3. Inadequate Space. If the space provided in the box captioned "Description of Shares Tendered" is inadequate, then you should list the certificate numbers and/or the number of Shares on a separate signed schedule attached hereto.

4. Partial Tenders (not applicable to stockholders who tender by book-entry transfer). If you wish to tender (offer to sell) fewer than all of the Shares represented by any certificates that you deliver to the Depository, fill in the number of Shares which are to be tendered in the box entitled "Number of Shares Tendered". In such case, a new certificate for the remainder of the Shares represented by the old certificate will be sent to the person(s) signing this Letter of Transmittal, unless otherwise provided in the appropriate box on this Letter of Transmittal, as promptly as practicable after the expiration or termination of the Offer. Unless you indicate otherwise, all Shares represented by certificates delivered to the Depository will be deemed to have been tendered.

5. Indication of Price at Which Shares Are Being Tendered. In order to validly tender by this Letter of Transmittal, you must either:

(a) check the box under "Shares Tendered at Price Determined by Dutch Auction"; OR

(b) check the box indicating the price per Share at which you are tendering Shares under "Shares Tendered at Price Determined by Stockholder".

By checking the box under "Shares Tendered at Price Determined by Dutch Auction" you agree to accept the Purchase Price resulting from the Dutch auction tender process, which may be as low as \$50.00 or as high as \$55.00 per Share. By checking a box under "Shares Tendered at Price Determined by Stockholder", you acknowledge that doing so could result in none of the Shares being purchased if the Purchase Price for the Shares is less than the price that you checked.

You may only check one box. If you check more than one box or no boxes, then you will not be deemed to have validly tendered your Shares. If you wish to tender portions of your Share holdings at different prices, you must complete a separate Letter of Transmittal for each price at which you wish to tender each such portion of your Shares. You cannot tender the same Shares at more than one price (unless you previously tendered and withdrew those Shares, as provided in Section 4 of the Offer to Purchase).

6. Odd Lots. As described in Section 2 of the Offer to Purchase, if the Company purchases less than all Shares tendered and not withdrawn before the Expiration Date, the Shares purchased first will consist of all Shares tendered by any stockholder who owned beneficially, as of the close of business on May 3, 1999, an aggregate of fewer than 100 Shares and who tends all of such Shares. Even if you otherwise qualify for the "odd lot" preferential treatment, you will not receive such preferential treatment unless you complete the box captioned "Odd Lots".

7. Signatures on Letter of Transmittal; Stock Powers and Endorsements. If this Letter of Transmittal is signed by the registered holder(s) of the Shares tendered hereby, the signature(s) must correspond with the name(s) as written on the face of the certificates without alteration, enlargement or any change whatsoever.

If any of the Shares tendered hereby are held of record by two or more persons, all such persons must sign this Letter of Transmittal.

If any of the Shares tendered hereby are registered in different names on different certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations on certificates.

If this Letter of Transmittal is signed by the registered holder(s) of the Shares tendered hereby, no endorsements of certificates or separate stock powers are required unless payment of the Purchase Price is to be made, or Shares not tendered or not purchased are to be returned, in the name of any person other than the registered holder(s). Signatures on any such certificates or stock powers must be guaranteed by an Eligible Institution.

If this Letter of Transmittal is signed by a person other than the registered holder(s) of the Shares tendered hereby, certificates must be endorsed or accompanied by appropriate stock powers, in either case, signed exactly as the name(s) of the registered holder(s) appear(s) on the certificates for such Shares. Signature(s) on any such certificates or stock powers must be guaranteed by an Eligible Institution. See Instruction 1.

If this Letter of Transmittal or any certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, such person should so indicate when signing, and proper evidence satisfactory to the Purchaser of the authority of such person so to act must be submitted.

8. Stock Transfer Taxes. Except as provided in this Instruction, the Company will pay any stock transfer taxes with respect to the sale and transfer of any Shares to it or its order pursuant to the Offer. If, however, payment of the Purchase Price is to be made to, or Shares not tendered or not purchased are to be returned in the name of, any person other than the registered holder(s), or tendered Shares are registered in the name of a person other than the name of the person(s) signing this Letter of Transmittal, the amount of any stock transfer taxes (whether imposed on the registered holder(s), such other person or otherwise) payable on account of the transfer to such person will be deducted from the purchase price unless satisfactory evidence of the payment of such taxes, or exemption therefrom, is submitted.

9. Special Payment and Delivery Instructions. If the check for the Purchase Price of any Shares purchased is to be issued and any Shares not tendered or not purchased are to be returned, in the name of a person other than the person(s) signing this Letter of Transmittal or if the check and any certificates for Shares not tendered or not purchased are to be mailed to someone other than the person(s) signing this Letter of Transmittal or to the person(s) signing this Letter of

Transmittal at an address other than that shown above, the appropriate boxes on this Letter of Transmittal should be completed.

10. Federal Income Tax Withholding. Under the federal income tax laws, the Depositary will be required to withhold 31% of the amount of any payments made to certain stockholders pursuant to the Offer. In order to avoid such backup withholding, each tendering stockholder must provide the Depositary with such stockholder's correct taxpayer identification number by completing the Substitute Form W-9 set forth above. In general, if a stockholder is an individual, the taxpayer identification number is the social security number of such individual. If the Depositary is not provided with the correct taxpayer identification number, the stockholder may be subject to a \$50 penalty imposed by the Internal Revenue Service and payments that are made to such stockholder pursuant to the Offer may be subject to backup withholding. Certain stockholders (including, among others, all corporations and certain foreign individuals) are not subject to these backup withholding and reporting requirements. In order to satisfy the Depositary that a foreign individual qualifies as an exempt recipient, such stockholder must submit an IRS Form 8, signed under penalties of perjury, attesting to that individual's exempt status. Such statements can be obtained from the Depositary. For further information concerning backup withholding and instructions for completing the Substitute Form W-9 (including how to obtain a taxpayer identification number if you do not have one and how to complete the Substitute Form W-9 if Shares are held in more than one name), consult the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

Failure to complete the Substitute Form W-9 will not, by itself, cause Shares to be deemed invalidly tendered, but may require the Depositary to withhold 31% of the amount of any payments made pursuant to the Offer. Backup withholding is not an additional federal income tax. Rather, the federal income tax liability of a person subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund may be obtained.

NOTE: FAILURE TO COMPLETE AND RETURN THE SUBSTITUTE FORM W-9 MAY RESULT IN BACKUP WITHHOLDING OF 31% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE OFFER. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

Unless the Company determines that a reduced rate of withholding is applicable pursuant to a tax treaty or that an exemption from withholding is applicable because gross proceeds paid pursuant to the Offer are effectively connected with the conduct of a trade or business within the United States, the Company will be required to withhold federal income tax at a rate of 30% from such gross proceeds paid to a foreign stockholder or his agent. For this purpose, a foreign stockholder is any stockholder that is not (i) a citizen or resident of the United States, (ii) a corporation, partnership or other entity created or organized in or under the laws of the United States, or (iii) an estate or trust the income of which is subject to United States federal income taxation regardless of its source. The Company will determine the applicable rate of withholding by reference to a stockholder's address, except if facts and circumstances indicate such reliance is not warranted or if applicable law

(for example, an applicable tax treaty or Treasury regulations thereunder) requires some other method for determining a stockholder's residence. A foreign stockholder may be eligible to file for a refund of such tax or a portion of such tax if such stockholder meets the "complete redemption" or "substantially disproportionate" or "not essentially equivalent to a dividend" tests described in the Offer to Purchase under the caption "The Offer-13. Certain Federal Income Tax Consequences" or if such stockholder is entitled to a reduced rate of withholding pursuant to a treaty and the Company withheld at a higher rate. In order to claim an exemption from withholding on the grounds that gross proceeds paid pursuant to the Offer are effectively connected with the conduct of a trade or business within the United States, a foreign stockholder must deliver to the Depositary a properly executed Form 4224 claiming exemption. Such Forms can be obtained from the Information Agent. Foreign stockholders are urged to consult their own tax advisors regarding the application of federal income tax withholding, including eligibility for a withholding tax reduction or exemption and the refund procedure.

11. Irregularities. All questions as to Purchase Price, the form of documents and the validity, eligibility (including time of receipt) and acceptance for payment of any tender of Shares will be determined by the Company in its sole discretion, which determinations shall be final and binding on all parties. The Company reserves the absolute right to reject any or all tenders of Shares it determines not to be in proper form or the acceptance of which or payment for which may, in the opinion of the Company's counsel, be unlawful. The Company also reserves the absolute right to waive any of the conditions of the Offer and any defect or irregularity in the tender of any particular Shares, and the Company's interpretation of the terms of the Offer (including these instructions) will be final and binding on all parties. No tender of Shares will be deemed to be properly made until all defects and irregularities have been cured or waived. Unless waived, any defects or irregularities in connection with tenders must be cured within such time as the Company shall determine. None of the Company, the Dealer Managers, the Depositary, the Information Agent (as the foregoing are defined in the Offer to Purchase) or any other person is or will be obligated to give notice of any defects or irregularities in tenders and none of them will incur any liability for failure to give any such notice.

12. Requests for Assistance or Additional Copies. Questions and requests for assistance or additional copies of the Offer to Purchase and this Letter of Transmittal should be directed to the Information Agent and the Dealer Managers at their respective addresses and telephone numbers set forth below.

13. Stock Option Plans. If you hold vested options in the Stock Option Plans, then you may exercise such vested options as indicated in the instructions sent to you by paying the cash exercise price and receiving Shares which you may then tender by following the instructions set forth in the Offer to Purchase and this Letter of Transmittal. You must exercise your options by May 24, 1999 in order to obtain Shares to tender by the Expiration Date.

14. Dividend Reinvestment Plan. You may tender Shares that you hold in the Company's Dividend Reinvestment Plan by checking the appropriate space in the box captioned "Tender of Dividend Reinvestment Plan Shares" on this Letter of Transmittal and indicating the number of Dividend Reinvestment Plan Shares tendered. See Section 3 of the Offer to Purchase for a further explanation of the procedures for tendering Dividend Reinvestment Plan Shares.

IF YOU PARTICIPATE IN THE SAVINGS AND RETIREMENT PLAN OR THE STOCK PURCHASE PLAN, YOU MUST NOT USE THIS LETTER OF TRANSMITTAL TO DIRECT THE TENDER OF THESE SHARES ATTRIBUTABLE TO YOUR ACCOUNT. INSTEAD, YOU MUST USE THE "TENDER INSTRUCTION FORMS" SENT TO YOU. IF YOU PARTICIPATE IN THE SAVINGS AND RETIREMENT PLAN OR THE STOCK PURCHASE PLAN YOU SHOULD READ THE SEPARATE "TENDER INSTRUCTION FORMS" AND RELATED MATERIALS CAREFULLY.

SIGN HERE

(Please Complete Substitute Form W-9 below)

Signature(s) of Owner(s) Name(s) _____

(Please Print)

Capacity (full title) _____ Address _____

(Zip Code)

Daytime Area Code and Telephone Number _____ Dated _____

(Must be signed by registered holder(s) exactly as name(s) appear(s) on stock certificate(s) or on a security position listing or by persons(s) authorized to become registered holder(s) by certificates and documents transmitted herewith. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or other person acting in a fiduciary or representative capacity, please set forth full title and see Instruction 7.)

Guarantee of Signature(s), if required (See Instructions 1 and 7)

Name of Firm _____ Authorized Signature _____
Dated _____

PAYER'S NAME: FIRST CHICAGO TRUST COMPANY OF NEW YORK

Part I--Taxpayer Identification No.--For All Accounts

SUBSTITUTE _____

Form W-9 Enter your tax-payer identification number in the [] appropriate box. For most individuals and sole proprietors, this is your social security number. For

Note: If the account is in more than one name, see the chart on page 2 of enclosed Guidelines to determine which number to give.

Certification.--Under penalties of perjury, I certify that:

(1) The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me), and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration

office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number within (60) days, 20% of all reportable payments made to me thereafter will be withheld until I provide a number;

(2) I am not subject to backup withholding either because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service ("IRS") that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and

(3) Any information provided in this form is true, correct and complete.

SIGNATURE _____ DATE _____

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF 31% OF ANY PAYMENTS MADE TO YOU

PURSUANT TO THE OFFER. PLEASE REVIEW ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER

ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

The Information Agent for the Offer is:

D. F. King & Co., Inc.
77 Water Street
New York, New York 10005

(212) 269-5550 (Call Collect) or Call Toll-Free (800) 829-6554

The Dealer Managers for the Offer are:

Lazard Freres & Co. Inc	=	J.P. Morgan & Co.
30 Rockefeller Plaza		60 Wall Street
New York, New York 10020		New York, New York 10260
(212) 632-6717		(800) 852-7881

GUIDELINES FOR CERTIFICATION OF TAXPAYER

IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9

How to Obtain a Taxpayer Identification Number.--If you do not have a taxpayer identification number or don't know your number, apply for one immediately. To apply, obtain FORM SS-5, Application for a Social Security Card (for individuals), from your local office of the Social Security Administration, or FORM SS-4, Application for Employer Identification Number (for businesses and all other entities), from your local IRS office.

Payees and Payments Exempt From Backup Withholding.--Payees specifically exempted from backup withholding on ALL payments include the following:

- (1) A corporation.
- (2) An organization exempt from tax under Section 501(a), or an IRA, or a custodial account under section 403(b)(7).

(3) The United States or any of its agencies or instrumentalities.

(4) A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities.

(5) A foreign government or any of its political subdivisions, agencies or instrumentalities.

(6) An international organization or any of its agencies or instrumentalities.

(7) A foreign central bank or issue.

(8) A registered dealer in securities or commodities registered in the U.S. or a possession of the U.S.

(9) A real estate investment trust.

(10) An entity registered at all times during the tax year under the Investment Company Act of 1940.

(11) A common trust fund operated by a bank under section 584(a).

(12) A financial institution.

Payments of dividends and patronage dividends generally not subject to backup withholding also include the following:

. Payments to nonresident aliens subject to withholding under section 1441.

. Payments to partnerships not engaged in trade or business in the U.S. and that have at least one nonresident partner.

. Payments of patronage dividends not paid in money.

. Payments made by certain foreign organizations.

. Payments made to a nominee.

Payments of interest generally not subject to backup withholding include the following:

. Payments of interest on obligations issued by individuals.

Note: You may be subject to backup withholding if this interest is \$600 or more and is paid in the course of the payer's trade or business and you have not provided your correct taxpayer identification number to the payer.

. Payments of tax-exempt interest (including exempt-interest dividends under section 852).

. Payments described in section 6049(b)(5) to nonresident aliens.

. Payments on tax-free covenant bonds under section 1451.

. Payments made by certain foreign organizations.

Payments that are not subject to information reporting are also not subject to backup withholding. For details, see sections 6041, 6041A(a), 6042, 6044, 6045, 6049, 6050A, and 6050N, and their regulations. Exempt payees described above should file Form W-9 to avoid possible erroneous backup withholding. FILE THIS FORM WITH THE PAYER, FURNISH

YOUR TAXPAYER IDENTIFICATION NUMBER, WRITE "EXEMPT" ON THE FACE OF THE FORM, SI=N AND DATE THE FORM AND RETURN IT TO THE PAYER.

1

Penalties

Failure to Furnish Taxpayer Identification Number.--If you fail to furnish your correct taxpayer identification number to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil Penalty for False Information With Respect to Withholding.--If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal Penalty for Falsifying Information.--Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Privacy Act Notice.--Section 6109 requires most recipients of dividends, interest, or other payments to furnish their correct taxpayer identification number to persons who must file information returns with the IRS. The IRS uses the numbers for identification purposes and to help verify the accuracy of your tax return. You must provide your taxpayer identification number whether or not you are required to file a tax return. Payers must generally withhold 31% of taxable who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

What Name and Number to Give the Requester

FOR THIS TYPE OF GIVE THE NAME AND SOCIAL SECURITY NUMBER OF:

1. Individual The individual

2. Two or more The actual owner of the individuals (joint account or, if combined account) funds, the first individual on the account/1/

3. Custodian account of The minor/2/ a minor (Uniform Gift to Minors Act)

4. a. The usual The grantor-trustee/1/ revocable savings trust (grantor is also trustee)

b. So-called trust The actual owner/1/ account that is not a legal or valid trust under state law

5. Sole proprietorship The owner/3/

For Additional Information Contact

Tax Consultant or the Internal
Revenue Service

FOR THIS TYPE OF GIVE THE NAME AND SOCIAL SECURITY NUMBER OF:

ACCOUNT: SECURITY NUMBER OF:

- 6. Sole proprietorship The owner/3/
- 7. A valid trust, Legal entity/4/
estate or pension
trust
- 8. Corporate The corporation
- 9. Association, club, The organization
religious, charitable,
educational, or
other tax-exempt
organization
- 10. Partnership The partnership
- 11. A broker or The broker or nominee
registered nominee
- 12. Account with the The public entity
Department
of Agriculture in the
name of a public
entity (such as a
state or local
government, school
district, or prison)
that receives
agriculture program
payment

- 1. List first and circle the name of the person whose number you furnish.
- 2. Circle the minor's name and furnish the minor's social security number.
- 3. You must show your individual name, but you may also enter your business-or "doing business as" name. You may use either your social security number or employer identification number.
- 4. List first and circle the name of the legal trust, estate, or pension trust. (Do not furnish the taxpayer identification number of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

NOTE: IF NO NAME IS CIRCLED WHEN THERE IS MORE THAN ONE NAME, THE NUMBER WILL BE CONSIDERED TO BE THAT OF THE FIRST NAME LISTED.

2

EXHIBIT (a)(3)

NOTICE OF GUARANTEED DELIVERY
(Not To Be Used For Signature Guarantee)

To Tender Shares of Common Stock of

THE LIMITED, INC.

Pursuant to its Offer to Purchase dated May 4, 1999

The attached form, or a form substantially equivalent to the attached form, must be used to accept the Offer (as defined below) if certificates for shares of Common Stock of The Limited, Inc. and all other documents required by the Letter of Transmittal cannot be delivered to the Depository by the expiration of the Offer. Such form may be delivered by hand, facsimile transmission, or mail to the Depository. See Section 3 of the Offer to Purchase.

To: First Chicago Trust Company of New York, Depository

By Mail:	By Hand:	Facsimile Transmission:	By Overnight Delivery:
First Chicago Trust	First Chicago Trust	(201) 222-720	First Chicago Trust
Company of New York	Company of New York	or =	Company of New York
Corporate Actions Dept.	Corporate Actions Dept.	(201) 222-721	Corporate Actions Dept.
Suite 4660--LTD	c/o Securities Transfer	Facsimile Confirmations	Suite 4680--LTD
P.O. Box 2569	Reporting Services, Inc.	only =	14 Wall Street, 8th Floor
Jersey City, NJ 07303-2569	100 William Street,	(201) 222-707	New York, NY 10005
Galleria			
New York, NY 10038			

Delivery of this Notice of Guaranteed Delivery to an address other than those shown above or transmission of instructions via a facsimile number other than that listed above does not constitute a valid delivery.

This Notice of Guaranteed Delivery is not to be used to guarantee signature. If a signature on a Letter of Transmittal is required to be guaranteed by an "Eligible Institution" under the instructions thereto, such signature guarantee must appear in the applicable space provided in the signature box on the Letter of Transmittal.

Ladies and Gentlemen:

The undersigned hereby tenders to The Limited, Inc. (the "Company"), upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 1999 (the "Offer to Purchase") and the related Letter of Transmittal (which together constitute the "Offer"), receipt of which is hereby acknowledged, the number (indicated below) of shares of common stock = \$.50 par value per share (such shares, together with all other outstanding shares of common stock of the company, are herein referred to as the "Shares"), of the Company, pursuant to the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase.

NUMBER OF SHARES BEING TENDERED HEREBY:

PRICE (IN DOLLARS) PER SHARE AT
WHICH SHARES ARE BEING TENDERED

CHECK ONLY ONE BOX.
IF MORE THAN ONE BOX IS CHECKED, OR IF
NO BOX IS CHECKED, THERE IS NO VALID
TENDER OF SHARES.

SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION

The undersigned wants to maximize the chance of having The Limited, Inc. purchase all the Shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this ONE box INSTEAD OF ONE OF THE PRICE BOXES BELOW, the undersigned hereby tenders Shares and is willing to accept the Purchase Price resulting from the Dutch auction tender process. This action will result in receiving a price per Share of as low as \$50.00 or as high as \$55.00.

-- OR --

SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER

By checking ONE of the boxes below INSTEAD OF THE BOX ABOVE, the undersigned hereby tenders Shares at the price checked. This action could result in none of the Shares being purchased if the Purchase Price for the Shares is less than the price checked. If the Purchase Price for the Shares is equal to or greater than the price checked, then the Shares purchased by the Company will be purchased at the Purchase Price. A stockholder who desires to tender Shares at more than one price must complete a separate Notice of Guaranteed Delivery for each price at which Shares are tendered. The same Shares cannot be tendered at more than one price (unless those Shares were previously tendered and withdrawn).

\$50.000 <input type="checkbox"/>	\$51.000 <input type="checkbox"/>	\$52.000 <input type="checkbox"/>	= \$53.000 <input type="checkbox"/>	\$54.000 <input type="checkbox"/>
\$50.125 <input type="checkbox"/>	\$51.125 <input type="checkbox"/>	\$52.125 <input type="checkbox"/>	\$53.125 <input type="checkbox"/>	\$54.1=5 <input type="checkbox"/>
\$50.250 <input type="checkbox"/>	\$51.250 <input type="checkbox"/>	\$52.250 <input type="checkbox"/>	\$53.250 <input type="checkbox"/>	\$54.2=0 <input type="checkbox"/>
\$50.375 <input type="checkbox"/>	\$51.375 <input type="checkbox"/>	\$52.375 <input type="checkbox"/>	\$53.375 <input type="checkbox"/>	\$54.3=5 <input type="checkbox"/>
\$50.500 <input type="checkbox"/>	\$51.500 <input type="checkbox"/>	\$52.500 <input type="checkbox"/>	\$53.500 <input type="checkbox"/>	\$54.5=0 <input type="checkbox"/>
\$50.625 <input type="checkbox"/>	\$51.625 <input type="checkbox"/>	\$52.625 <input type="checkbox"/>	\$53.625 <input type="checkbox"/>	\$54.6=5 <input type="checkbox"/>
\$50.750 <input type="checkbox"/>	\$51.750 <input type="checkbox"/>	\$52.750 <input type="checkbox"/>	\$53.750 <input type="checkbox"/>	\$54.7=0 <input type="checkbox"/>
\$50.875 <input type="checkbox"/>	\$51.875 <input type="checkbox"/>	\$52.875 <input type="checkbox"/>	\$53.875 <input type="checkbox"/>	\$54.8=5 <input type="checkbox"/>
\$55.0=0 <input type="checkbox"/>				

2

ODD LOTS

(See Instruction 6 of the Letter of Transmittal)

The undersigned either (check one box):

was the beneficial owner as of the close of business on May 3, 1999, of an aggregate of fewer than 100 Shares, all of which are being tendered, or

is a broker, dealer, commercial bank, trust company or other nominee that (i) is tendering, for the beneficial owners thereof, Shares with respect to which it is the record owner, and (ii) believes, based upon representations made to it by each such beneficial owner, that such beneficial owner owned beneficially as of the close of business on May 3, 1999, an aggregate of fewer than 100 Shares, and is tendering all of such Shares.

SIGN HERE

Number of Shares _____

Certificate Nos. (if available): _____
Signature(s)

Dated: _____

Name(s) of Stockholders:
If Shares will be tendered by book
entry transfer:

Name of Tendering Institution: _____

(Please Type or Print)

Account No. _____ at _____

The Depository Trust Company (Address)

(Zip Code)

(Area Code and Telephone No.)

(Taxpayer ID No. or Social Security No.)

3

GUARANTEE
(Not to be used for signature guarantee)

The undersigned, a firm that is a member of a registered national securities exchange or the National Association of Securities Dealers, Inc., or a commercial bank or trust company having an office, branch or agency in the United States, guarantees (a) that the above named person(s) "own(s)"; the Shares tendered hereby within the meaning of Rule 14e-4 under the Securities Exchange Act of 1934, as amended, (b) that such tender of Shares complies with Rule 14e-4

and (c) to deliver to the Depositary the Shares tendered hereby, together with a properly completed and duly executed Letter(s) of Transmittal (or facsimile(s) thereof), unless an Agent's Message is utilized, and any other required documents, all within three New York Stock Exchange, Inc. trading days of the date hereof.

(Name of Firm)

Dated:

(Authorized Signature)

(Name)

(Address)

(Zip Code)

(Area Code and Telephone No.)

DO NOT SEND STOCK CERTIFICATES WITH THIS FORM. YOUR STOCK CERTIFICATES MUST BE
SENT WITH THE LETTER OF TRANSMITTAL.

4

EXHIBIT (a)(4)

Lazard Freres & Co. Inc J.P. Morgan & Co. 30 Rockefeller Plaza 60 Wall Street New York, New York 10020 New York, New York (212) 632-6717 1-260 (800) 852-7881

Offer by

THE LIMITED, INC.

To Purchase For Cash

Up to 15,000,000 Shares of Its Common Stock

May 4, 1999

To Brokers, Dealers, Commercial

Banks, Trust Companies and
Other Nominees:

We have been appointed by The Limited, Inc., a Delaware corporation (the "Company"), to act as Dealer Managers in connection with the Company's offer to purchase for cash up to 15,000,000 shares of its common stock, \$.50 par value per share (such shares, together with all other outstanding shares of common stock, are herein referred to as the "Shares"), at a price specified by its stockholders, not greater than \$55.00 nor less than \$50.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Company's Offer to Purchase dated May 4, 1999 (the "Offer to Purchase") and the related Letter of Transmittal (which together constitute the "Offer").

The Company will determine a single per Share price (not greater than \$55.00 nor less than \$50.00 per Share) that it will pay for the Shares validly tendered pursuant to the Offer and not withdrawn (the "Purchase Price") taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest Purchase Price that will allow it to purchase 15,000,000 Shares (or such lesser number as are validly tendered and not withdrawn at prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to the Offer. All stockholders whose Shares are purchased by the Company will receive the Purchase Price for each Share purchased in the Offer. The Company will purchase all Shares validly tendered at prices at or below the Purchase Price and not withdrawn, upon the terms and subject to the conditions set forth in the Offer to Purchase and in the related Letter of Transmittal, including the provisions relating to "odd lot" tenders and proration described in the Offer to Purchase.

The Offer is not conditioned upon any minimum number of Shares being tendered. The Offer is subject, however, to certain conditions set forth in
Section 6 of the Offer to Purchase.

For your information and for forwarding to your clients for whom you hold Shares registered in your name or in the name of your nominee, we are enclosing the following documents:

1. Offer to Purchase dated May 4, 1999;
2. Letter of Transmittal for your use and for the information of your clients, together with Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 providing information relating to backup federal income tax withholding;
3. Notice of Guaranteed Delivery to be used to accept the Offer if the Shares and all other required documents cannot be delivered to the Depositary by the Expiration Date (as defined in the Offer to Purchase);

4. Letter dated May 4, 1999 from the Company to its stockholders;
5. A form of letter that may be sent to your clients for whose accounts you hold Shares registered in your name or in the name of your nominee, with space provided for obtaining such clients' instructions with regard to the Offer; and
6. Return envelope addressed to First Chicago Trust Company of New York, the Depositary, for your use only.

WE URGE YOU TO CONTACT YOUR CLIENTS AS PROMPTLY AS POSSIBLE. THE OFFER, THE PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY, JUNE 1, 1999, UNLESS THE OFFER IS EXTENDED.

The Company will not pay any fees or commissions to any broker, dealer or other person (other than the Dealer Managers as described in the Offer to Purchase) for soliciting tenders of Shares pursuant to the Offer. The Company will, however, upon request, reimburse brokers, dealers, commercial banks and trust companies for reasonable and

necessary costs and expenses incurred by them in forwarding materials to their customers. The Company will pay all stock transfer taxes applicable to its purchase of Shares pursuant to the Offer, subject to Instruction 8 of the Letter of Transmittal. No broker, dealer, bank, trust company or fiduciary shall be deemed to be either our agent or the agent of the Company, the Information Agent or the Depository for the purposes of the Offer.

Any inquiries you may have with respect to the Offer should be addressed to= and additional copies of the enclosed materials may be obtained from, the Information Agent or the undersigned at the addresses and telephone numbers set forth on the back cover of the Offer to Purchase.

Very truly yours,

LAZARD FRERES & CO. LLC
J.P. MORGAN & CO.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU THE AGENT OF THE COMPANY, THE DEALER MANAGERS, THE INFORMATION AGENT OR THE DEPOSITORY, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENT ON BEHALF OF ANY OF THEM IN CONNECTION WITH THE OFFER OTHER THAN THE DOCUMENTS ENCLOSED HEREWITH AND THE STATEMENTS CONTAINED THEREIN.

2

EXHIBIT (a)(5)

Offer by

THE LIMITED, INC.

To Purchase For Cash

Up to 15,000,000 Shares of Its Common Stock

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE
AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY, JUNE 1, 1999,
UNLESS THE OFFER IS EXTENDED.

To Our Clients:

Enclosed for your consideration are the Offer to Purchase dated May 4, 1999 (the "Offer to Purchase") and the related Letter of Transmittal (which together constitute the "Offer") in connection with the Offer by The Limited, Inc., a Delaware corporation (the "Company"), to purchase for cash up to 15,000,000 shares of its common stock, \$.50 par value per share (such shares, together with all other outstanding shares of common stock of the Company, are herein referred to as the "Shares"), at a price specified by its stockholders not greater than \$55.00 nor less than \$50.00 per Share, net to the seller in cash, upon the terms and subject to the conditions of the Offer.

The Company will determine a single per Share price (not greater than \$55.00 nor less than \$50.00 per Share) that it will pay for the Shares validly tendered pursuant to the Offer and not withdrawn (the "Purchase Price") taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest Purchase Price that will allow it to purchase 15,000,000 Shares (or such lesser number as are validly tendered and not withdrawn at prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to the Offer. All stockholders whose Shares are purchased by the Company will receive the Purchase Price for each Share purchased in the Offer. The Company will purchase all Shares validly tendered at prices at or below the Purchase Price and not

withdrawn, upon the terms and subject to the conditions of the Offer, including the provisions relating to "odd lot" tenders and proration described in the Offer to Purchase.

We are the holder of record of Shares held for your account. As the holder of record of your Shares, only we, pursuant to your instructions, can tender your Shares. The Letter of Transmittal is furnished to you for your information only and cannot be used by you to tender Shares held by us for your account.

As described in the Offer to Purchase, the Company reserves the right to purchase more than 15,000,000 Shares but does not currently plan to do so. The Company will return all Shares not purchased, including Shares not purchased as a result of proration.

We request your instructions as to whether you wish us to tender any or all of the Shares held by us for your account, upon the terms and subject to the conditions set forth in the Offer to Purchase and the Letter of Transmittal.

Please note carefully the following:

1. Price: You may tender (offer to sell) Shares for cash at either the price specified by you (in multiples of \$0.125), not greater than \$55.00 nor less than \$50.00 per Share, or the price determined by "Dutch auction" as indicated in the attached instruction form.

2. Expiration Date: The Offer, the proration period and withdrawal rights expire at 12:00 midnight, New York City time, on Tuesday, June 1, 1999, unless the Company extends the Offer.

1

3. Conditions: The Offer is not conditioned upon any minimum number of Shares being tendered. The Offer is subject, however, to the conditions set forth in Section 6 of the Offer to Purchase.

4. Transfer Taxes: Any stock transfer taxes applicable to the sale of Shares to the Company pursuant to the Offer will be paid by the Company, except as otherwise provided in Instruction 8 of the Letter of Transmittal.

5. Special Treatment for "Odd Lot" Holders: If you owned beneficially as of the close of business on May 3, 1999, an aggregate of fewer than 100 Shares and you timely instruct us to tender (offer to sell) at or below the Purchase Price on your behalf all such Shares and check the box captioned "Odd Lots" on the instruction form, all such Shares will be accepted for purchase before proration, if any, of the purchase of other Shares properly tendered and not withdrawn.

If you wish to have us tender any or all of your Shares, please so instruct us by completing, executing, detaching and returning to us the instruction form on the detachable part hereof. An envelope to return your instructions to us is enclosed. If you authorize us to tender your Shares, we will tender all of your Shares unless you specify otherwise on the detachable part hereof.

YOUR INSTRUCTIONS SHOULD BE FORWARDED TO US IN AMPLE TIME TO PERMIT US TO SUBMIT A TENDER ON YOUR BEHALF ON OR BEFORE THE EXPIRATION OF THE OFFER. THE OFFER, THE PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY, JUNE 1, 1999, UNLESS THE COMPANY EXTENDS THE OFFER.

As described in the Offer to Purchase, if fewer than all Shares validly tendered at or below the Purchase Price and not withdrawn prior to the expiration of the Offer are to be purchased by the Company, the Company will purchase up to 15,000,000 Shares (or such higher number as it may, in its sole discretion, elect) in the following order of priority:

(a) all "odd lot" Shares tendered at or below the Purchase Price and not withdrawn prior to the expiration of the Offer by any stockholder who owned beneficially as of the close of business on May 3, 1999, an aggregate of fewer than 100 Shares, and who validly tenders all of such Shares (partial tenders will not qualify for this preference); and

(b) then, after purchase of all of the foregoing Shares, all other Shares validly tendered at or below the Purchase Price and not withdrawn prior to the expiration of the Offer, on a pro rata basis, if necessary (with appropriate adjustments to avoid purchases of fractional Shares).

The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of Shares in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the laws of such jurisdiction. In those jurisdictions the laws of which require that the Offer be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of the Company by Lazard Freres & Co. Inc and J.P. Morgan Securities Inc. or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

2

Instructions with Respect to Offer to Purchase for Cash Up to 15,000,000 Shares of Common Stock

of

THE LIMITED, INC.

The undersigned acknowledge(s) receipt of your letter and the enclosed Offer to Purchase dated May 4, 1999, and the related Letter of Transmittal (which together constitute the "Offer"), in connection with the offer by The Limited, Inc. to purchase for cash up to 15,000,000 shares of its common stock, \$.50 par value per share (such shares, together with all other outstanding shares of common stock of the Company, are herein referred to as the "Shares"); at a price not greater than \$55.00 nor less than \$50.00 per Share, net to the undersigned in cash.

The Company will determine a single per Share price (not greater than \$55.00 nor less than \$50.00 per Share) that it will pay for the Shares validly tendered pursuant to the Offer and not withdrawn (the "Purchase Price") taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest Purchase Price that will allow it to purchase 15,000,000 Shares (or such lesser number as are validly tendered at prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to the Offer. All stockholders whose Shares are purchased by the Company will receive the Purchase Price for each Share purchased in the Offer.

The undersigned hereby instruct(s) you to tender to the Company the number of Shares indicated below or, if no number is indicated, all Shares held by you for the account of the undersigned, upon the terms and subject to the conditions set forth in the Offer to Purchase and the related Letter of Transmittal.

By checking this box, all Shares held by us for your account, excluding fractional Shares, will be tendered. If fewer than all Shares are to be tendered, please check the box and indicate below the aggregate number of Shares to be tendered by us.

Shares*

* Unless otherwise indicated, it will be assumed that all Shares held by us for your account are to be tendered.

ODD LOTS

By checking this box, the undersigned represents that the undersigned owned beneficially as of the close of business on May 3, 1999, an aggregate of fewer than 100 Shares and is tendering all of such Shares. My indication as to whether I wish to tender my Shares at the price determined by "Dutch auction" or at the price I specify is indicated below.

3

PRICE (IN DOLLARS) PER SHARE AT
WHICH SHARES ARE BEING TENDERED

CHECK ONLY ONE BOX.

IF MORE THAN ONE BOX IS CHECKED, OR IF
NO BOX IS CHECKED, THERE IS NO VALID
TENDER OF SHARES.

SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION

The undersigned wants to maximize the chance of having The Limited, Inc. purchase all of the Shares that the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this ONE box INSTEAD OF ONE OF THE PRICE BOXES BELOW, the undersigned hereby tenders Shares and is willing to accept the Purchase Price resulting from the Dutch auction tender process. This action will result in receiving a price per Share of as low as \$50.00 or as high as \$55.00.

- OR -

SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER

By checking ONE of the boxes below INSTEAD OF THE BOX ABOVE, the undersigned hereby tenders Shares at the price checked. This action could result in none of the Shares being purchased if the Purchase Price for the Shares is less than the price checked. If the Purchase Price for the Shares is equal to or greater than the price checked, then the Shares purchased by the Company will be purchased at the Purchase Price. A stockholder who desires to tender Shares at more than one price must complete a separate instruction form for each price at which Shares are tendered. The same Shares cannot be tendered at more than one price (unless those Shares were previously tendered and withdrawn).

Price (in dollars) per Share at which Shares are being tendered:

\$50.000 <input type="checkbox"/>	\$51.000 <input type="checkbox"/>	\$52.000 <input type="checkbox"/>	=53.000 <input type="checkbox"/>	\$54.000 <input type="checkbox"/>
\$50.125 <input type="checkbox"/>	\$51.125 <input type="checkbox"/>	\$52.125 <input type="checkbox"/>	\$53.125 <input type="checkbox"/>	\$54.125 <input type="checkbox"/>
\$50.250 <input type="checkbox"/>	\$51.250 <input type="checkbox"/>	\$52.250 <input type="checkbox"/>	\$53.250 <input type="checkbox"/>	\$54.250 <input type="checkbox"/>
\$50.375 <input type="checkbox"/>	\$51.375 <input type="checkbox"/>	\$52.375 <input type="checkbox"/>	\$53.375 <input type="checkbox"/>	\$54.375 <input type="checkbox"/>
\$50.500 <input type="checkbox"/>	\$51.500 <input type="checkbox"/>	\$52.500 <input type="checkbox"/>	\$53.500 <input type="checkbox"/>	\$54.500 <input type="checkbox"/>
\$50.625 <input type="checkbox"/>	\$51.625 <input type="checkbox"/>	\$52.625 <input type="checkbox"/>	\$53.625 <input type="checkbox"/>	\$54.625 <input type="checkbox"/>
\$50.750 <input type="checkbox"/>	\$51.750 <input type="checkbox"/>	\$52.750 <input type="checkbox"/>	\$53.750 <input type="checkbox"/>	\$54.750 <input type="checkbox"/>
\$50.875 <input type="checkbox"/>	\$51.875 <input type="checkbox"/>	\$52.875 <input type="checkbox"/>	\$53.875 <input type="checkbox"/>	\$54.875 <input type="checkbox"/>
\$55.000 <input type="checkbox"/>				

4

SIGN HERE

Signature(s)

Area Code and Telephone Number _____

Date _____
Please print name(s) and

Taxpayer ID No. or _____ address(es) here
Social Security No. _____

THIS FORM MUST BE RETURNED TO THE BROKERAGE FIRM MAINTAINING YOUR ACCOUNT.

5

EXHIBIT (a)(6)

[LOGO OF THE LIMITED, INC. APPEARS HERE]

May 4, 1999

Dear Stockholder:

The Limited, Inc. is offering to purchase up to 15,000,000 shares of its common stock at prices not greater than \$55.00 nor less than \$50.00 per share. The Company is conducting the Offer through a procedure commonly referred to as a "Dutch auction". This procedure allows you to select the price within the \$50.00 to \$55.00 price range at which you are willing to sell your shares to the Company. Alternatively, this procedure allows you to sell all or a portion of your shares to the Company at a price determined by the "Dutch auction" process.

Based upon the number of shares tendered and the prices specified by tendering stockholders, The Company will determine a single per share price within that price range (the "Purchase Price") that will allow it to buy 15,000,000 shares (or such lesser number of shares as are validly tendered and not withdrawn at prices within that price range). All of the shares that are validly tendered at prices at or below the Purchase Price and not withdrawn will, subject to possible proration and provisions relating to the tender of "odd lots", be purchased for cash at the Purchase Price, net to you. All shares which are tendered and not purchased will be returned to you at the Company's expense. This offer, which has been approved by your Board of Directors, is explained in detail in the enclosed Offer to Purchase and Letter of Transmittal. We encourage you to read these materials carefully.

We have retained D. F. King & Co., Inc. as our Information Agent to help you respond to this tender offer. Please contact D. F. King between the hours of 8:00 a.m. and 6:00 p.m., Eastern Standard Time, at their toll free number, 1-800-829-

6554, if you have any questions. Their representatives will be pleased to answer your questions and can help you complete the correct documents.

Very truly yours,

THE LIMITED, INC.

Exhibit (a)(7)

LETTER FROM SAVINGS AND RETIREMENT PLAN
ADMINISTRATIVE COMMITTEE

May 4, 1999

Offer to Purchase Common Stock of The Limited, Inc.

NAME/ADDRESS

Dear :

We are enclosing materials being sent to all stockholders of The Limited, Inc. (the "Company") in connection with its recently announced offer to purchase up to 15,000,000 shares of the Company's common stock, \$.50 par value per share (together with all other outstanding shares of common stock of the Company, the "Shares"), at a price not greater than \$55.00 nor less than \$50.00 per Share upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 1999 (the "Offer to Purchase") and in the related Letter of Transmittal (which together constitute the "Offer").

The Company will determine a single per Share price (not greater than \$55.00 nor less than \$50.00 per Share) that it will pay for the Shares validly tendered pursuant to the Offer and not withdrawn (the "Purchase Price"), after taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest Purchase Price that will allow it to purchase 15,000,000 Shares (or such lesser number as are validly tendered and not withdrawn at prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to the Offer. All stockholders whose Shares are purchased by the Company will receive the Purchase Price for each Share purchased in the Offer. Also enclosed is a brief description of the Offer in connection with the Company's Savings and Retirement Plan ("Savings and Retirement Plan") and questions and answers describing how the process works.

As a participant in the Savings and Retirement Plan you may elect to direct the Trustee to "tender" (offer to sell) some or all of the Shares (excluding fractional Shares) currently allocated to your Limited, Inc. Stock Fund Account in the Savings and Retirement Plan by following the procedures described in the attachments to this letter. PLEASE NOTE THAT, ALTHOUGH THE DEADLINE FOR THE TRUSTEE OF THE SAVINGS AND RETIREMENT PLAN ("TRUSTEE") TO TENDER YOUR SHARES IS TUESDAY, JUNE 1, 1999, YOU MUST SEND YOUR TENDER INSTRUCTION FORM TO THE ADMINISTRATIVE COMMITTEE FOR RECEIPT BY THURSDAY, MAY 27, 1999. You also may direct the Trustee to withdraw any tender you have previously directed it to make pursuant to the Offer, as long as you do so prior to May 27, 1999.

Our records indicate that you hold Shares allocated to your Limited, Inc. Stock Fund Account under the Savings and Retirement Plan as of May 1, 1999, excluding any Shares purchased with your April and May contributions. You may tender some or all of such Shares held in your Limited, Inc. Stock Fund Account (excluding fractional Shares).

Before making a decision, you should read carefully the materials in the enclosed Offer to Purchase, the Notice to Savings and Retirement Plan Participants and the Tender Instruction Form. If you take no action, no Shares in your

Limited, Inc. Stock Fund Account will be tendered by the Trustee. The Administrative Committee and the Trustee will treat confidentially your decision whether or not to tender these Shares.

THE OFFER IS NOT CONDITIONED UPON ANY MINIMUM NUMBER OF SHARES BEING TENDERED. THE OFFER IS SUBJECT, HOWEVER, TO CERTAIN OTHER CONDITIONS. SEE SECTION 6 OF THE OFFER TO PURCHASE. NEITHER THE COMPANY NOR ITS BOARD OF DIRECTORS MAKES ANY RECOMMENDATION TO ANY STOCKHOLDER WHETHER TO TENDER ANY OR ALL SHARES. LESLIE H. WEXNER, CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER OF THE COMPANY, HIS IMMEDIATE FAMILY MEMBERS AND AFFILIATED ENTITIES HAVE AGREED NOT TO TENDER ANY SHARES PURSUANT TO THE OFFER. SEE SECTION 11 OF THE OFFER TO PURCHASE. THE COMPANY HAS BEEN ADVISED THAT ITS OTHER DIRECTORS AND EXECUTIVE OFFICERS HAVE NOT DETERMINED WHETHER TO TENDER THEIR SHARES PURSUANT TO THE OFFER. STOCKHOLDERS MUST MAKE THEIR OWN DECISIONS WHETHER TO TENDER SHARES AND, IF SO, HOW MANY SHARES TO TENDER.

If you direct the Trustee to tender any Shares, the cash that is paid for them will be reinvested in a money market fund and then, as soon as practicable after the expiration date of the Offer, will be reinvested in the Savings and Retirement Plan pursuant to your future contribution election in effect at the date of such reinvestment. PLEASE NOTE THAT TO THE EXTENT SUCH CASH IS NOT REINVESTED IN YOUR LIMITED, INC. STOCK FUND ACCOUNT WITHIN 90 DAYS, YOU MAY NOT QUALIFY FOR CERTAIN FAVORABLE TAX TREATMENT UPON SUBSEQUENT DISTRIBUTIONS TO YOU FROM THE SAVINGS AND RETIREMENT PLAN. SEE "CERTAIN TAX INFORMATION" FOLLOWING QUESTION 20 IN THE ATTACHED QUESTIONS AND ANSWERS ("Q&As") ON THE SAVINGS AND RETIREMENT PLAN.

If more Shares are tendered at or below the Purchase Price than the Company has offered to purchase, then the Company will only purchase a pro rata portion of any Shares you direct the Trustee to tender (see Q&A #1).

For any Savings and Retirement Plan participant, during the period the Offer is open (and thereafter for so long as legal restrictions apply), the Trustee will not purchase any Shares for the Savings and Retirement Plan. Instead, the Trustee will accumulate any of your contributions and Company matching contributions that you have directed to be invested in the Limited, Inc. Stock Fund. The Trustee will invest these amounts in a money market fund and will resume investment in the Limited, Inc. Stock Fund once the tender offer period is concluded.

ANY DISTRIBUTIONS THAT MAY BE REQUESTED DURING THE OFFER PERIOD MAY BE

DELAYED UNTIL AFTER THE EXPIRATION OF THE OFFER.

IF YOU ELECT TO TENDER SHARES FROM YOUR LIMITED, INC. STOCK FUND, THE ENCLOSED YELLOW TENDER INSTRUCTION FORM MUST BE RECEIVED BY THE ADMINISTRATIVE COMMITTEE BY MAY 27, 1999. PLEASE USE THE ENCLOSED REPLY ENVELOPE TO RETURN YOUR TENDER INSTRUCTION FORM.

YOU MUST COMPLETE AND SIGN YOUR TENDER INSTRUCTION FORM. IF YOU DO NOT SIGN THE FORM, YOUR DIRECTIONS WILL NOT BE ACCEPTED AND THE INSTRUCTION FORM, AS WELL AS YOUR DIRECTIONS, WILL BE VOID.

IF YOU DO NOT WISH TO TENDER YOUR SHARES, TAKE NO ACTION.

ADMINISTRATIVE COMMITTEE
The Limited, Inc. Savings
and Retirement Plan

As described in the Offer to Purchase, if fewer than all Shares validly tendered at or below the Purchase Price and not withdrawn prior to the expiration of the Offer are to be purchased by the Company, the Company will purchase Shares in the following order of priority: (a) all "odd lots"; Shares tendered at or below the Purchase Price prior to the expiration of the Offer by any stockholder who owned beneficially as of the close of business on May 3, 1999, an aggregate of fewer than 100 Shares and who validly tenders all of such Shares (partial tenders will not qualify for this preference); and (b) then, after purchase of all of the foregoing Shares, all other Shares validly tendered at or below the Purchase Price and not withdrawn prior to the expiration of the Offer, on a pro rata basis, if necessary (with appropriate adjustments to avoid purchases of fractional Shares).

The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of Shares in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the laws of such jurisdiction. In those jurisdictions the laws of which require that the Offer be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of the Company by Lazard Freres & Co. Inc and J.P. Morgan Securities Inc. or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

3

**TENDER INSTRUCTION FORM
FOR SHARES IN THE LIMITED, INC.
SAVINGS AND RETIREMENT PLAN**

(NOTE: Before completing this Tender Instruction Form, you should refer to the attached Letter from the Administrative Committee of The Limited, Inc. Savings and Retirement Plan indicating the balance of Shares in your Limited, Inc. Stock Fund Account as of May 1, 1999, excluding any Shares purchased with your April and May contributions, which will be available for tender. If you wish to tender different groups of Shares at different prices, you must complete a separate Tender Instruction Form for each group of Shares which will have a different price.)

TO THE TRUSTEE OF THE SAVINGS AND RETIREMENT PLAN:

I am a participant in the above-referenced Savings and Retirement Plan who has invested all or a portion of my Account in the Limited, Inc. Stock Fund and, as such, I have received a copy of the Offer to Purchase dated May 4, 1999, relating to the Offer by The Limited, Inc., a Delaware corporation (the "Company"), to purchase up to 15,000,000 outstanding shares of common stock (such shares, together with all other outstanding shares of common stock of the Company, are herein referred to as the "Shares") at a price not greater than \$55.00 nor less than \$50.00 per Share, net to the seller in cash.

I wish to direct you to tender the Shares in my Limited, Inc. Stock Fund Account as indicated below:

TENDER INSTRUCTIONS

By checking this box, I represent that I owned beneficially as of the close of business on May 3, 1999, and will continue to own beneficially as of the Expiration Date (as defined in the Offer to Purchase), an aggregate (including shares held beneficially in the Savings and Retirement Plan or the Company's Stock Purchase Plan or otherwise) of fewer than 100 Shares, and I am instructing the Trustee to tender all Shares held in my Limited, Inc. Stock Fund in the Savings and Retirement Plan. My indication as to whether I wish to tender my Shares at the price determined by "Dutch auction" or at the price I specify is indicated below.

1

SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION

By checking this space, I represent that I want to maximize the chance of having The Limited, Inc. purchase all of the Shares that I am directing you to tender (subject to the possibility of proration). Accordingly, by checking this ONE box INSTEAD OF ONE OF THE PRICE BOXES BELOW, I wish to have the Plan Trustee tender Shares and I am willing to accept the Purchase Price resulting from the Dutch auction tender process. This action will result in my receiving a price per Share of as low as \$50.00 or as high as \$55.00.

- OR -

SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER

By checking ONE of the boxes below INSTEAD OF THE BOX ABOVE, I wish to have the Plan Trustee tender Shares at the price checked. I understand that this action could result in none of my Shares being purchased if the actual Purchase Price for the Shares is less than the price that I have checked. If the Purchase Price for the Shares is equal to or greater than the price checked, then the Shares purchased by the Company will be purchased at the Purchase Price

\$50.000 <input type="checkbox"/>	\$51.000 <input type="checkbox"/>	\$52.000 <input type="checkbox"/>	= \$53.000 <input type="checkbox"/>	\$54.000 <input type="checkbox"/>
\$50.125 <input type="checkbox"/>	\$51.125 <input type="checkbox"/>	\$52.125 <input type="checkbox"/>	\$53.125 <input type="checkbox"/>	\$54.1=5 <input type="checkbox"/>
\$50.250 <input type="checkbox"/>	\$51.250 <input type="checkbox"/>	\$52.250 <input type="checkbox"/>	\$53.250 <input type="checkbox"/>	\$54.2=0 <input type="checkbox"/>
\$50.375 <input type="checkbox"/>	\$51.375 <input type="checkbox"/>	\$52.375 <input type="checkbox"/>	\$53.375 <input type="checkbox"/>	\$54.3=5 <input type="checkbox"/>
\$50.500 <input type="checkbox"/>	\$51.500 <input type="checkbox"/>	\$52.500 <input type="checkbox"/>	\$53.500 <input type="checkbox"/>	\$54.5=0 <input type="checkbox"/>
\$50.625 <input type="checkbox"/>	\$51.625 <input type="checkbox"/>	\$52.625 <input type="checkbox"/>	\$53.625 <input type="checkbox"/>	\$54.6=5 <input type="checkbox"/>
\$50.750 <input type="checkbox"/>	\$51.750 <input type="checkbox"/>	\$52.750 <input type="checkbox"/>	\$53.750 <input type="checkbox"/>	\$54.7=0 <input type="checkbox"/>
\$50.875 <input type="checkbox"/>	\$51.875 <input type="checkbox"/>	\$52.875 <input type="checkbox"/>	\$53.875 <input type="checkbox"/>	\$54.8=5 <input type="checkbox"/>
\$55.0=0 <input type="checkbox"/>				

2

I have read and understand the Offer to Purchase and the Letter from the Administrative Committee and I agree to be bound by the terms of the Offer.=I hereby direct the Trustee to tender these Shares on my behalf and to hold a=d invest the proceeds from the sale of these Shares in a money market fund, t= be invested as soon as practicable after the expiration of the Offer in the Savings and Retirement Plan pursuant to my future contribution election in effect at the time of such reinvestment. I understand and declare that if t=e tender of my Shares is accepted, the payment therefor will be full and adequate compensation for these Shares in my judgment, notwithstanding any potential fluctuation in the price of the Shares between the last day I can withdraw my tender and the date the Trustee sells the Shares.

Social Security Number Please Print Name and
Address Here

NOTE: THIS TENDER INSTRUCTION FORM MUST BE COMPLETED AND SIGNED IF SHARES HELD IN THE SAVINGS AND RETIREMENT PLAN ARE TO BE TENDERED. IF THE FORM IS NOT SIGNED, THE DIRECTIONS INDICATED WILL NOT BE ACCEPTED. PLEASE RETURN THIS TENDER INSTRUCTION FORM TO THE ADMINISTRATIVE COMMITTEE FOR THE SAVINGS AND RETIREMENT PLAN, 82 SOUTH STREET, HOPKINTON, MA 01748-9918, USING THE PREADDRESSED REPLY ENVELOPE PROVIDED WITH YOUR TENDER MATERIALS. YOUR INSTRUCTION FORM MUST BE RECEIVED BY MAY 27, 1999.

YOUR DECISION WHETHER OR NOT TO HAVE YOUR PLAN SHARES TENDERED WILL BE KEPT

CONFIDENTIAL.

3

THE LIMITED, INC.

NOTICE TO SAVINGS AND RETIREMENT PLAN PARTICIPANTS

May 4, 1999

TO: All Participants in the Limited, Inc. Savings and Retirement Plan (the "Savings and Retirement Plan") with Accounts Invested in the Limited, Inc. Stock Fund

The Limited, Inc. (the "Company") has announced an offer to purchase up to 15,000,000 outstanding shares of its common stock, par value \$.50 per share (such shares, together with all other outstanding shares of common stock of the Company, are referred to herein as the "Shares"), at a price specified by such stockholders, not greater than \$55.00 nor less than \$50.00 per Share, set to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 1999 and in the related Letter of Transmittal (which together constitute the "Offer").

The Company will determine a single per Share price (not greater than \$55.00 nor less than \$50.00 per Share) that it will pay for the Shares validly tendered pursuant to the Offer and not withdrawn (the "Purchase Price") taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest Purchase Price that will allow it to purchase 15,000,000 Shares (or such lesser number as are validly tendered and not withdrawn at prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to the Offer. All stockholders whose Shares are purchased by the Company will receive the Purchase Price for each Share purchased in the Offer. This Offer became effective on Tuesday, May 4, 1999 and will expire at 12:00 midnight, New York City time, on Tuesday, June 1, 1999, unless the Offer is extended. You, as a Savings and Retirement Plan participant, may participate in this Offer by instructing the Trustee of the Savings and Retirement Plan (no later than Thursday, May 27, 1999) to tender the Shares in your Limited, Inc. Stock Fund Account ("Plan Shares") for purchase by the Company.

YOUR DECISION WHETHER OR NOT TO HAVE YOUR PLAN SHARES TENDERED WILL BE KEPT

CONFIDENTIAL.

Enclosed with this notice is a copy of documents describing the Offer which have been furnished to holders of Shares. Please read these materials so that you may properly make your decision regarding this Offer.

A Tender Instruction Form (yellow form) is also enclosed for you to use to direct the Plan Trustee regarding the Offer. IF NO DIRECTION IS RECEIVED, THE TRUSTEE WILL NOT TENDER ANY OF YOUR PLAN SHARES AND THEY WILL REMAIN IN THE SAVINGS AND RETIREMENT PLAN IN YOUR LIMITED, INC. STOCK FUND ACCOUNT.

DO NOT CALL THE TRUSTEE, THE ADMINISTRATIVE COMMITTEE OR YOUR BENEFITS ADMINISTRATOR TO GIVE YOUR DECISION REGARDING THE OFFER. YOU MAY ONLY RESPOND BY COMPLETING AND MAILING THE ENCLOSED TENDER INSTRUCTION FORM.

QUESTIONS AND ANSWERS ON
SAVINGS AND RETIREMENT PLAN TENDER RIGHTS AND PROCEDURES

A. DESCRIPTION OF THE OFFER

1. What is the Offer?

On May 4, 1999, the Company offered to purchase up to 15,000,000 Shares of its common stock at a price not greater than \$55.00 nor less than \$50.00 per Share. This Offer will be open from May 4, 1999 until it expires at 12:00 midnight, New York City time, on Tuesday, June 1, 1999, unless it is extended by the Company. Savings and Retirement Plan participants who hold Shares in the Limited, Inc. Stock Fund ("Plan Shares") may provide for the tender of Plan Shares for purchase pursuant to this Offer by so indicating on the enclosed Tender Instructions Form and returning it as directed no later than Thursday, May 27, 1999. Based on the number of Shares tendered and the prices specified by tendering stockholders, the Company will determine a single per Share price (not greater than \$55.00 nor less than \$50.00 per Share) that it will pay for the Shares validly tendered pursuant to the Offer and not withdrawn (the "Purchase Price"). The Company will select the lowest Purchase Price that will allow it to purchase 15,000,000 Shares (or such lesser number as are validly tendered and not withdrawn at prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to the Offer. All stockholders whose Shares are purchased by the Company will receive the Purchase Price for each Share purchased in the Offer. This process is known as a "Dutch auction".

If the number of Shares tendered at or below the Purchase Price exceeds the total number of Shares to be purchased, all Shares tendered at or below the Purchase Price would be accepted on a pro rata basis. "Pro rata" means that each person can sell an equal proportion of the Shares offered to the Company. For example, if the number of Shares tendered at or below the Purchase Price (assume, 30,000,000) exceeds the number to be purchased, 15,000,000, the Company would calculate a proration percentage which would equal 50%, the ratio of the total number of Shares to be purchased, 15,000,000, divided by the total number of Shares tendered at or below the Purchase Price, 30,000,000. Therefore, if you tendered 1,000 Shares at or below the Purchase Price, the Company would purchase 500 Shares at the Purchase Price. If the total number of your Shares (including those held under the Savings and Retirement Plan or the Company's Stock Purchase Plan or otherwise) is less than 100 and you tender all those Shares at or below the Purchase Price, then the proration percentage will not be applied to your tendered Shares and the Company will, instead, buy all of your tendered Shares. (If you hold fewer than 100 Shares you must check the second box on the Tender Instruction Form to avoid proration.)

The Offer is fully described in the Offer To Purchase provided to you.
PLEASE READ IT CAREFULLY.

2. What are my rights under the Offer?

The records of the Savings and Retirement Plan indicate that Shares are allocated to your Account under the Savings and Retirement Plan as a result of your election to invest in the Limited, Inc. Stock Fund. You may tender some or all of these Shares. Because all of these Shares are held in trust for your benefit, they are registered in the name of the Trust. Consequently, the Trustee will actually tender Plan Shares in accordance with your directions.

YOU MUST DIRECT THE TRUSTEE IF YOU WANT TO TENDER YOUR PLAN SHARES AND, IF SO, AT WHICH PRICE YOU WANT TO TENDER. THE TRUSTEE WILL TENDER YOUR PLAN SHARES ONLY IF DIRECTED. IF YOU DO NOT RESPOND, YOUR PLAN SHARES WILL REMAIN IN YOUR LIMITED, INC. STOCK FUND ACCOUNT.

1

3. Which documents did I receive in the tender materials and what is their purpose?

You received the following materials in this mailing:

-- Letter from the Company. This announces the Offer.

-- Offer to Purchase dated May 4, 1999. This document (white, bound document) describes the Offer. PLEASE READ IT CAREFULLY.

-- Letter of Transmittal. This document (long blue document) is part of the "Offer" and therefore is being provided to you. However, it does not apply to, or provide detailed instructions for, tendering Plan Shares. Do NOT use it to tender Plan Shares or Shares held in your name under the Limited, Inc. Purchase Plan. If you hold Shares outside of the Savings and Retirement Plan and the Company Stock Purchase Plan, please refer to this Letter of Transmittal for instructions on how to tender those Shares.

-- Letter from the Savings and Retirement Plan Administrative Committee.

This letter provides information about the Savings and Retirement Plan and the Offer.

-- Notice to Savings and Retirement Plan Participants (white document you are reading) which includes Questions and Answers on Savings and Retirement Plan Tender Rights and Procedures.

-- Tender Instruction Form. (yellow form) YOU MUST COMPLETE, SIGN AND MAIL

THIS DOCUMENT TO THE ADMINISTRATIVE COMMITTEE IN THE ENCLOSED ENVELOPE IF YOU WISH TO DIRECT THE TRUSTEE TO TENDER YOUR PLAN SHARES. THIS DOCUMENT IS POSTED WITH YOUR NAME AND SOCIAL SECURITY NUMBER. USE IT IF YOU WISH TO DIRECT A TENDER OF YOUR PLAN SHARES.

-- Reply Envelope. A preaddressed envelope for your reply.

4. How do I direct the Plan Trustee?

The only way that you can tender your Plan Shares is by completing the Tender Instruction Form (yellow) as described, signing and returning it to the Administrative Committee for the Savings and Retirement Plan, 82 South Street, Hopkinton, MA 01748-9918, which will process your instructions. The address is on the return envelope you should use to return the Tender Instruction form.

THE TENDER INSTRUCTION FORM MUST BE RECEIVED BY THE ADMINISTRATIVE COMMITTEE BEFORE 5:00 P.M., NEW YORK CITY TIME, ON THURSDAY, MAY 27, 1999. YOU MUST SIGN AND COMPLETE THE FORM FOR YOUR TENDER INSTRUCTION TO BE VALID.

TO PROPERLY DIRECT THE TRUSTEE TO TENDER PLAN SHARES ON YOUR BEHALF YOU MUST:

-- INSTRUCTIONS. Read carefully and follow exactly the instructions in the Letter from Savings and Retirement Plan Administrative Committee and the Tender Instructions Form. These will tell you how to direct the Plan Trustee regarding your Plan Shares.

-- FORM. Complete the enclosed yellow Tender Instruction Form.

-- SHARES. Designate on the Tender Instruction Form the number of Plan Shares (excluding fractional shares) you wish to be tendered.

-- PRICE. Designate on the Tender Instruction Form the price at which you are willing to tender your Plan Shares. In the alternative, you may maximize the chance of the Company purchasing the Plan Shares you tender by electing to accept whatever Purchase Price results from the Dutch auction tender process. This action will result in you receiving a price per Share as low as \$50.00 or as high as \$55.00.

-- SIGNATURE. You must sign the Tender Instruction Form to complete your instruction. Unless you sign the Tender Instruction Form, your direction cannot be honored and the Tender Instruction Form will be void.

-- MAILING. A preaddressed return envelope has been enclosed with your Tender materials. Use this envelope to return your completed Tender Instruction Form if you wish to have the Plan Trustee tender your Plan Shares.

2

Please be precise in providing your instruction and please act PROMPTLY.

IF YOU DO NOT WISH TO TENDER ANY PLAN SHARES, TAKE NO ACTION.

5. How do I send instructions to the Administrative Committee?

Please return your instructions PROMPTLY, recognizing the slow delivery time inherent in the U.S. mail today. Your instructions must be received by the Administrative Committee by no later than 5:00 p.m. on Thursday, May 27. You may mail your Tender Instruction Form to the Administrative Committee for the Savings and Retirement Plan, 82 South Street, Hopkinton, MA 01748-9918 in the preaddressed reply envelope that has been provided for your reply or send it by an alternate faster means (such as overnight courier). You may NOT fax your instructions. DO NOT DELIVER YOUR INSTRUCTIONS TO YOUR HUMAN RESOURCES DEPARTMENT OR TO YOUR BENEFITS ADMINISTRATOR.

6. Must I provide directions to the Administrative Committee?

You must respond IF you wish the Trustee to tender your Plan Shares. Do not respond if you do not wish to tender any of your Plan Shares.

7. How many Plan Shares may I tender and how do I learn that number?

The number of Plan Shares that you held under the Savings and Retirement Plan as of May 1, 1999, excluding those purchased with your April and May contributions, is set forth in the Letter to you from the Administrative Committee. You may tender all or any number of such Shares (excluding fractional Shares, if any).

8. What if I have Shares in my Savings and Retirement Plan account and hold Shares outside of the Savings and Retirement Plan?

If you have Plan Shares in the Savings and Retirement Plan and own other Shares (either in your possession or held by a brokerage firm) outside of the Savings and Retirement Plan, you will receive two or more sets of Offer materials. You should be careful to follow the directions that apply to each kind of Shares.

9. Who will know whether I tendered my Plan Shares?

Your directions to the Trustee are CONFIDENTIAL. Individual instructions will only be disclosed to the recordkeeper as necessary to complete the tender.

10. Can I change my mind and direct the Trustee to withdraw my Plan Shares that I directed to be tendered?

Yes, but only if you perform the following steps:

-- You must send a signed notice of withdrawal to the Administrative Committee for the Savings and Retirement Plan, 82 South Street, Hopkinton, MA 01748-9918.

-- The notice of withdrawal must be in writing. You may fax your notice of withdrawal to the Administrative Committee for the Savings and Retirement Plan at fax number (508) 787-2651.

-- The notice of withdrawal must state your name, social security number, the number of Plan Shares that you wish to withdraw from the Offer and that you are directing the Trustee to withdraw Plan Shares that you previously directed the Plan Trustee to tender on your behalf.

-- The notice of withdrawal must be received by the Administrative Committee before 5:00 p.m., New York City time, on Thursday, May 27, 1999.

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11. Can I direct the Trustee to re-tender my Plan Shares?

Yes. If, after directing the Plan Trustee to withdraw your Plan Shares, you wish to direct the Trustee to re-tender your Plan Shares, you must complete another Tender Instruction Form and return it to the Administrative Committee for receipt by 5:00 p.m. on Thursday, May 27, 1999. You may obtain another copy of the Tender Instruction Form by faxing your request to (508) 787-2651.

12. Will I still be entitled to receive the forthcoming regular, quarterly dividend on the Shares that I tender?

Shares which are sold to the Company pursuant to the Offer will not be entitled to receive the next regular, quarterly dividend. However, if the Company does not buy all of the Shares which you directed the Trustee to tender, the Company will return the unpurchased Shares to the Trustee, and your Account will be entitled to receive the next dividend on those Shares.

13. Will I be entitled to receive shares of Limited Too in the Limited Too spinoff for the Shares I tender in the offer?

Shares which are sold to the Company pursuant to this Offer will not participate in the Limited Too spinoff. However, if the Company does not buy all of the Plan Shares that you directed the Trustee to tender, the Company will return the unpurchased Shares to the Trustee, and your Account will be entitled to receive shares of Limited Too in the Limited Too spinoff with respect to the returned Shares.

B. RESULTS OF THE TENDER: SHARES SOLD AND PRICE RECEIVED

14. Will all Plan Shares that I direct the Trustee to tender be purchased?

This depends upon the total number of Shares tendered and the price at which you tender. If you tender Shares at a price above the Purchase Price, your Shares will not be purchased. If you tender your Shares at or below the Purchase Price or you elect to tender your shares at whatever Purchase Price results from the Dutch auction process, and more Shares are tendered at or below the Purchase Price by all stockholders than the Company had offered to purchase, then the Company will purchase a pro rata portion of the Shares that you directed to be tendered. See Q&A #1 for a description of how proration works.

Plan Shares held in your Savings and Retirement Plan Account that are not accepted will remain in the Limited, Inc. Stock Fund subject to normal Savings and Retirement Plan rules.

15. How will I know if my Plan Shares have been purchased?

After the Offer has expired, all tender directions will be tabulated, which may take up to two weeks. Soon thereafter you will be sent a statement of the number of your Plan Shares which were accepted.

C. OPERATION OF THE SAVINGS AND RETIREMENT PLAN DURING THE TENDER OFFER

16. What happens to Limited, Inc. Stock Fund contributions made after April 1, 1999?

Beginning with contributions made after April 1, 1999, the Plan Trustee stopped purchasing Shares for the Limited, Inc. Stock Fund. Company and participant contributions made to the Limited, Inc. Stock Fund, and dividends and other funds which are normally allocated to the Limited, Inc. Stock Fund, which are received by the Savings and Retirement Plan during the period of the Offer and for 10 business days thereafter (while the results are tabulated) will be accumulated and invested in a money market fund. Thereafter, upon the cessation of legal restrictions, purchases by the Plan Trustee will resume and the accumulated funds will be invested pursuant to the investment elections then in effect.

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17. What happens if I request a distribution, withdrawal or reallocation following the announcement of the tender offer but before the offer expires?

Distributions and withdrawals from the Savings and Retirement Plan and transfers into or out of the Limited, Inc. Stock Fund may be delayed until after the conclusion of the Offer. Authorized distributions, withdrawals or reallocations received before or during this period will be processed as soon as reasonably feasible.

18. When may I request a change in my investment elections?

You may change your investment election for future contributions or reallocate your existing Account balances at the beginning of each month under the Savings and Retirement Plan's normal rules. You must call the SARP Line by the 23rd day of the month for your investment election change to be effective the first day of the following month, subject to delays required in connection with the Offer. **UNDER THE TERMS OF THE SAVINGS AND RETIREMENT PLAN, SECTION 16 INSIDERS WHO TENDER SHARES WILL NOT BE PERMITTED TO MAKE AN ELECTION TO TRANSFER ANY AMOUNTS FROM OTHER INVESTMENT FUNDS INTO THE LIMITED, INC. STOCK FUND FOR SIX MONTHS AFTER THE EXPIRATION DATE; HOWEVER, NEW CONTRIBUTIONS MAY BE INVESTED IN THE LIMITED, INC. STOCK FUND DURING THIS SIX MONTH PERIOD.**

19. Will I be taxed on any proceeds received in 1999 from the Shares that I tender under the Savings and Retirement Plan?

No. Because tender proceeds received from Plan Shares will be received by and held in the Savings and Retirement Plan, they will not be subject to current income taxes.

D. REINVESTMENT OF TENDER OFFER PROCEEDS

20. How will the Savings and Retirement Plan invest the proceeds received from the Plan Shares that are tendered?

Proceeds received from this Offer will be reinvested by the Trustee in a money market fund and reinvested in the investment funds you have selected under the Savings and Retirement Plan as soon as practicable in accordance with your future contribution election in effect at the date of such reinvestment.

E. CERTAIN TAX INFORMATION

Participants in the Savings and Retirement Plan should be aware that the reinvestment of the cash proceeds received in the Offer may, in certain circumstances, result in certain tax consequences to those participants who, as part of the ultimate distributions of their accounts, would receive Shares.

Special tax rules apply to certain distributions from the Savings and Retirement Plan that consist, in whole or in part, of Shares. Generally, taxation of net unrealized appreciation ("NUA"), an amount equal to the excess of the value of such Shares at distribution over the cost or other basis of such Shares (which will vary depending on whether the distribution qualifies for lump sum treatment) will be deferred until the Shares are sold following distribution. Moreover, if Shares are disposed of prior to a distribution, as would be the case in the Offer, and the proceeds of such disposition are reinvested within 90 days thereafter in the Limited, Inc. Stock Fund, the cost or other basis of such newly acquired Shares for NUA purposes will be the cost or other basis of the tendered Shares.

Accordingly, if the cash proceeds receivable upon the tender of Shares is not reinvested in the Limited, Inc. Stock Fund under the Savings and Retirement Plan within 90 days, the opportunity to retain for NUA purposes the cost or other basis of the Shares tendered, and the tax-deferral treatment of the NUA calculated in reference to such basis, will be lost.

The foregoing is only a brief summary of complicated provisions of the Internal Revenue Code. You are strongly urged to consult with your tax advisor as to the issues described above.

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EXHIBIT (a)(8)

May 4, 1999

Offer to Purchase Common Stock of The Limited, Inc.

[Name/Address]

Dear []:

We enclose materials being sent to all stockholders of The Limited, Inc. (the "Company") in connection with its recently announced offer to purchase up to 15,000,000 outstanding shares of the Company's common stock, \$.50 par value per share (such shares, together with all other outstanding shares of common stock of the Company, are herein referred to as the "Shares") at a price not greater than \$55.00 nor less than \$50.00 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 1999 (the "Offer to Purchase") and in the related Letter of Transmittal, which together constitute the "Offer". Also enclosed is a brief description of the Offer in connection with

the Company's Savings and Retirement Plan ("Saving= and Retirement Plan") and questions and answers describing how the process=works.

As a participant in the Savings and Retirement Plan you may elect to direct the Plan Trustee to "tender" (offer to sell) some or all of the S=ares (excluding fractional Shares) currently allocated to your Account in the Savings and Retirement Plan as a result of your election to invest in the Limited, Inc. Stock Fund. You may direct the Plan Trustee to tender your Shares by following the procedures described in the enclosed materials.

SINCE YOU ARE SUBJECT TO THE REPORTING AND LIABILITY PROVISIONS OF SECTION 16 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (THE "EXCHANGE A=T"), YOU SHOULD BE AWARE THAT A TENDER BY THE TRUSTEE OF SHARES HELD IN YOUR ACCOUNT UNDER THE SAVINGS AND RETIREMENT PLAN MAY BE SUBJECT TO SHORT-SWING PROFIT RECOVERY UNDER SECTION 16(b) OF THE EXCHANGE ACT. SUCH TENDER WILL B= SUBJECT TO SHORT-SWING PROFIT RECOVERY IF DURING THE SIX-MONTH PERIOD PRECEDING THE EXPIRATION DATE (AS DEFINED IN THE OFFER TO PURCHASE), YOU ELECTED TO MAKE AN INTRA-PLAN TRANSFER INVOLVING AN ACQUISITION OF SHARES B= THE LIMITED, INC. STOCK FUND AND SUCH INTRA-PLAN TRANSFER WAS NOT ITSELF EXEMPT FROM SHORT-SWING PROFIT RECOVERY UNDER SECTION 16(b). YOU SHOULD ALS= BE AWARE THAT EVEN IF THE TENDER OF SHARES PURSUANT TO THE OFFER IS NOT ITS=LF SUBJECT TO SHORT-SWING PROFIT RECOVERY, THE TENDER MAY CAUSE A FUTURE INTRA=PLAN TRANSFER INVOLVING AN ACQUISITION OF SHARES BY THE LIMITED, INC. STOCK FUND TO BE SUBJECT TO SHORT-SWING PROFIT RECOVERY IF YOU ELECT TO MAKE SUCH INTRA-PLAN TRANSFER WITHIN SIX MONTHS AFTER THE EXPIRATION DATE. FOR THIS REASON, YOU WILL NOT BE PERMITTED TO MAKE AN ELECTION TO TRANSFER ANY AMOUN= INTO THE LIMITED, INC. STOCK FUND FROM ANOTHER PLAN INVESTMENT FUND FOR SIX MONTHS AFTER THE EXPIRATION DATE. YOU WILL, HOWEVER, BE PERMITTED TO ELECT =O INVEST NEW PLAN CONTRIBUTIONS IN THE LIMITED, INC. STOCK FUND DURING THIS PERIOD.

Please consult the enclosed materials for further information as to the Offer.

ADMINISTRATIVE COMMITTEE

The Limited, Inc. Savings

and Retirement Plan

EXHIBIT (a)(9)

[LETTERHEAD OF MERRILL LYNCH, PIERCE, FENNER & SMITH, INC.]

NOTICE TO PARTICIPANTS
IN THE STOCK PURCHASE PLAN
OF THE LIMITED, INC.

Offer to Purchase for Cash

by

THE LIMITED, INC.

Up to 15,000,000 Shares of its Common Stock

May 4, 1999

To Participants in the Stock Purchase Plan of The Limited, Inc.:

Dear Client:

Enclosed for your consideration is the Offer to Purchase dated May 4, 1999 (the "Offer to Purchase") in connection with the offer (the "Offer") by The Limited, Inc., a Delaware corporation (the "Company"), to purchase up to 15,000,000 outstanding shares of its common stock, \$.50 par value per share (such shares, together with all other outstanding shares of common stock of the Company, are herein referred to as the "Shares"), at a price specified by its stockholders not greater than \$55.00 nor less than \$50.00 per Share, net to the seller in cash.

The Company will determine a single per Share price (not greater than \$55.00 nor less than \$50.00 per Share) that it will pay for the Shares validly tendered pursuant to the Offer and not withdrawn (the "Purchase Price"), after taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest Purchase Price that will allow it to purchase 15,000,000 Shares (or such lesser number as are validly tendered and not withdrawn at prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to the Offer. All stockholders whose Shares are purchased by the Company will receive the Purchase Price for each Share purchased in the Offer.

Merrill Lynch is the holder of record of Shares held for your account in The Limited, Inc. Stock Purchase Plan (the "Plan"). A tender of your Shares in your Plan account can only be made by us as your agent, pursuant to your instructions.

If you wish to participate in this tender offer, you must notify Merrill Lynch by no later than 3:30 p.m. on Thursday, May 27, 1999. If you wish to tender all or any number of your Shares, please instruct us by the deadline. If you do not respond to this notice, no Shares will be tendered.

Cash received from any Shares tendered and accepted for payment by the Company will be distributed to participants by check. Any Shares tendered but not accepted by the Company will remain in your account.

Merrill Lynch customers who wish to tender their Shares must contact our Customer Service Unit by 3:30 p.m. EST on Thursday, May 27, 1999. The phone number to call is: 1-800-637-3766.

Our operators are available to take your call Monday through Friday between the hours of 8:00 a.m. and 7:00 p.m. EST.

Please note the following:

1. You may tender Shares for cash at either the price specified by you (in multiples of \$0.125), not greater than \$55.00 nor less than \$50.00 per Share, or the price determined by "Dutch auction" as indicated in Section 1 of the Offer to Purchase.
2. The expiration date, the withdrawal deadline and the proration deadline are on Tuesday, June 1, 1999, at 12:00 midnight, New York City time, unless the Company extends the Offer.
3. The Offer is not conditioned upon any minimum number of Shares being tendered. The Offer is subject, however, to the conditions as set forth in Section 6 of the Offer to Purchase.
4. Any stock transfer taxes applicable to the sale of Shares to the Company pursuant to the Offer will be paid by the Company.
5. Special Treatment for "Odd Lot" Holders: If you owned beneficially as of the close of business on May 3, 1999, an aggregate of fewer than 100 Shares and you instruct us to tender on your behalf all such Shares prior to the expiration of the Offer, all such Shares will be accepted for purchase before proration, if any, of the purchase of other Shares properly tendered.

THE OFFER IS NOT CONDITIONED UPON ANY MINIMUM NUMBER OF SHARES BEING TENDERED. THE OFFER IS SUBJECT, HOWEVER, TO CERTAIN OTHER CONDITIONS. SEE SECTION 6 OF THE OFFER TO PURCHASE. NEITHER THE COMPANY NOR ITS BOARD OF DIRECTORS MAKES ANY RECOMMENDATION TO ANY STOCKHOLDER WHETHER TO TENDER ANY=OR ALL OF THEIR SHARES PURSUANT TO THE OFFER. LESLIE H. WEXNER, CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER OF THE COMPANY, HIS IMMEDIATE FAMILY MEMBERS AND AFFILIATED ENTITIES HAVE AGREED NOT TO TENDER ANY SHARES PURSUANT TO THE OFFER. SEE SECTION 11 OF THE OFFER TO PURCHASE. THE COMPANY HAS BEEN ADVISED THAT ITS OTHER DIRECTORS AND EXECUTIVE OFFICERS HAVE NOT DETERMINED WHETHER TO TENDER THEIR SHARES PURSUANT TO THE OFFER. STOCKHOLDERS MUST MAKE THEIR OWN DECISIONS WHETHER TO TENDER SHARES AND, IF SO, HOW MANY SHARES TO TENDER.

YOUR INSTRUCTIONS TO US MUST BE FORWARDED TO US PROMPTLY IN ORDER TO PERMIT US TO SUBMIT A TENDER ON YOUR BEHALF IN ACCORDANCE WITH THE PROVISIONS OF THE OFFER TO PURCHASE. ALTHOUGH THE EXPIRATION DATE, THE WITHDRAWAL DEADLINE AND THE PRORATION DEADLINE ARE PRESENTLY SCHEDULED TO OCCUR ON TUESDAY, JUNE 1, 1999, AT 12:00 MIDNIGHT, NEW YORK CITY TIME, WE MUST RECEIVE YOUR INSTRUCTIONS BY NO LATER THAN 3:30 P.M. EST ON THURSDAY, MAY 27, 1999 IN ORDER TO BE ABLE TO ACT ON YOUR INSTRUCTIONS IN A TIMELY FASHION (UNLESS THE OFFER IS EXTENDED BY THE COMPANY).

Very truly yours,

Merrill Lynch, Pierce, Fenner & Smith Incorporated Agent, The Limited, Inc. StockPurchase Plan

As described in the Offer to Purchase, if fewer than all Shares validly tendered at or below the Purchase Price prior to the expiration of the Offer are to be purchased by the Company, the Company will purchase Shares in the following order of priority: (a) all "odd lot" Shares tendered at or below the Purchase Price prior to the expiration of the Offer by any stockholder who owned beneficially as of the close of business on May 3, 1999,

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an aggregate of fewer than 100 Shares, and who validly tenders all of such Shares (partial tenders will not qualify for this preference); and (b) then= after purchase of all of the foregoing Shares, all other Shares validly tendered at or below the Purchase Price and not withdrawn prior to the expiration of the Offer, on a pro rata basis, if necessary (with appropriate adjustments to avoid purchases of fractional Shares).

The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of Shares in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the laws of such jurisdiction. In those jurisdictions the laws of which require that the Offer be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of the Company by Lazard Freres & Co. Inc and J.P. Morgan Securities Inc. or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

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EXHIBIT (a)(10)

May 4, 1999

Offer to Purchase Common Stock of The Limited, Inc.

Notice to Holders of Vested Stock Options:

Under separate cover, you have been sent materials (the "Tender Offer Documents") being sent to all stockholders of The Limited, Inc. (the "Company") in connection with its recently announced offer to purchase up to 15,000,000 outstanding shares of the Company's common stock, \$.50 par value per share (such shares, together with all other outstanding shares of common stock of the Company, are herein referred to as the "Shares"), at a price specified by such stockholders not greater than \$55.00 nor less than \$50.00 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 1999 and in the related Letter of Transmittal, which together constitute the "Offer".

The Company will determine a single per Share price (not greater than \$55.00 nor less than \$50.00 per Share) that it will pay for the Shares validly tendered pursuant to the Offer and not withdrawn (the "Purchase Price"), after taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest Purchase Price that will allow it to purchase 15,000,000 Shares (or such lesser number as are validly tendered and not withdrawn at prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to the Offer. All stockholders whose Shares are purchased by the Company will receive the Purchase Price for each Share purchased in the Offer.

As a holder of vested stock options, you may wish to exercise any or all of your vested options, and then tender the Shares so acquired to the Company pursuant to the terms of the Offer. To assist you, attached is a summary of your stock option grants, including the grant date, exercise price, and the number of options from each grant that are currently available for you to exercise.

You will need to evaluate the Tender Offer Documents to determine if participation would be advantageous to you, based on your stock option exercise prices, the date of your stock option grants and the years left yet to exercise your options, the range of tender prices, and the provisions for pro rata purchases by the Company outlined in the Offer.

We strongly encourage you to discuss the Offer with your tax advisor or broker. Merrill Lynch is also available to assist in answering any questions you may have. They can be reached at (614) 225-3194, if calling from Columbus, Ohio, or (800) 637-3766 (toll-free), if calling from outside Columbus, Ohio.

If you decide to exercise any of your stock options, attached is a Form B-- Notice of Exercise for you to use. The Offer expires on Tuesday, June 1, 1999, unless extended by the Company. If you do intend to exercise stock options in order to tender Shares in the Offer, you will need to exercise your options by Monday, May 24, 1999, in order to obtain Shares to tender by June 1, 1999.

As described in the Offer to Purchase, if fewer than all Shares validly tendered at or below the Purchase Price prior to the expiration of the Offer are to be purchased by the Company, the Company will purchase Shares in the following order of priority: (a) all "odd lot" Shares tendered at or below the Purchase Price prior to the expiration of the Offer by any stockholder who owned beneficially as of the close of business on May 3, 1999, an aggregate of fewer than 100 Shares, and who validly tenders all of such Shares (partial tenders will not qualify for this preference); and (b) then, after purchase of all of the foregoing Shares, all other Shares validly tendered at or below the Purchase Price and not withdrawn prior to the expiration of the Offer, on a pro rata basis, if necessary (with appropriate adjustments to avoid purchases of fractional Shares).

The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of Shares in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the laws of such jurisdiction. In those jurisdictions the laws of which require that the Offer be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of the Company by Lazard Freres & Co. Inc and J.P. Morgan Securities Inc. or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

Exhibit (a)(11)

This announcement is neither an offer to purchase nor a solicitation of an offer to sell Shares. The Offer is made solely by the Offer to Purchase dated May 4, 1999 and the related Letter of Transmittal and is not being made to, nor will tenders be accepted from or on behalf of, holders of Shares in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the laws of such jurisdiction. In those jurisdictions whose laws require that the Offer be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of the Company by Lazard Freres & Co. LLC and J.P. Morgan Securities Inc. or one or more registered brokers or dealers licensed under the laws of such jurisdictions.

Notice of Offer to Purchase for Cash

by

The Limited, Inc.

Up to 15,000,000 Shares of its Common Stock

The Limited, Inc., a Delaware corporation (the "Company"), invites holders of its common stock, \$.50 par value per share (the "Shares"), to tender their Shares at prices specified by such stockholders, not greater than \$55.00 nor less than \$50.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 1999 (the "Offer to Purchase") and the related Letter of Transmittal, which together constitute the "Offer".

The Offer is not conditioned upon any minimum number of Shares being tendered. The Offer is subject, however, to certain conditions. See Section 6 of the Offer to Purchase for a description of the conditions to the Offer.

THE OFFER, THE PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY, JUNE 1, 1999 (THE "EXPIRATION DATE"), UNLESS THE OFFER IS EXTENDED.

The Company will determine a single per Share price (not greater than \$55.00 nor less than \$50.00 per Share) that it will pay for the Shares validly tendered pursuant to the Offer and not withdrawn (the "Purchase Price"), taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest Purchase Price that will allow it to purchase 15,000,000 Shares (or such lesser number of Shares as are validly tendered at prices not greater than \$55.00 nor less than \$50.00 per Share) pursuant to the Offer. All stockholders whose Shares are purchased by the Company will receive the Purchase Price for each Share purchased in the Offer. Upon the terms and subject to the conditions of the Offer, including the provisions thereof relating to proration and "odd-lot" tenders, the Company will purchase all Shares validly tendered at prices at or below the Purchase Price and not withdrawn prior to the Expiration Date. Upon the terms and subject to the conditions of the Offer, if more than 15,000,000 Shares have been validly tendered and not withdrawn prior to the Expiration Date, the Company will purchase Shares in the following order of priority:

(a) all Shares validly tendered at or below the Purchase Price and not withdrawn prior to the Expiration Date by any stockholder who owned beneficially an aggregate of fewer than 100 Shares as of the close of business on May 3, 1999, and who validly tenders all of such Shares (partial tenders will not qualify for this preference); and

(b) after purchase of all of the foregoing Shares, all other Shares validly tendered at or below the Purchase Price and not withdrawn prior to the Expiration Date on a pro rata basis, if necessary (with appropriate adjustments to avoid purchases of fractional Shares).

The Company expressly reserves the right, in its sole discretion, to (i) extend the period of time during which the Offer is open by giving oral or written notice of such extension to the Depositary (as defined below) or (ii) amend the Offer in any respect by making a public announcement of such amendment.

Tenders of Shares made pursuant to the Offer may be withdrawn at any time prior to the Expiration Date. Thereafter, such tenders are irrevocable, except that they may be withdrawn after July 2, 1999 unless theretofore accepted for payment as provided in the Offer to Purchase. To be effective, a written, telegraphic or facsimile transmission notice of withdrawal must be timely received by the Depositary at one of its addresses set forth in the Offer to Purchase and must specify the name of the person who tendered the Shares to be withdrawn and the number of Shares to be withdrawn and the name of the registered holder of the Shares, if different from that of the person who tendered such Shares. If the Shares to be withdrawn have been delivered to the Depositary, a signed notice of withdrawal (with signatures guaranteed by an "Eligible Institution" (as defined in the Offer to Purchase), except in the case of Shares tendered by an Eligible Institution) must be submitted prior to the release of such Shares. In addition, such notice must specify, in the case of Shares tendered by delivery of certificates, the name of the registered holder (if different from that of the tendering stockholder) and the serial numbers shown on the particular certificates evidencing the Shares to be withdrawn or, in the case of Shares tendered by book-entry transfer, the name and number of the account at the Book-Entry Transfer Facility (as defined in the Offer to Purchase) to be credited with the withdrawn Shares. Withdrawal may not be rescinded and Shares withdrawn will thereafter be deemed not validly tendered for purposes of the Offer. However, withdrawn Shares may be retendered by again following one of the procedures described in Section 3 of the Offer to Purchase at any time prior to the Expiration Date.

For purposes of the Offer, the Company will be deemed to have accepted for payment, subject to the proration and "odd lot" provisions of the Offer, Shares that are validly tendered and not withdrawn as, if and when it gives oral or written notice to First Chicago Trust Company of New York (the "Depositary") of its acceptance for payment of such Shares.

While the Board of Directors of the Company believes that the Shares represent an attractive investment for its continuing stockholders, the purpose of the Offer is to allow those stockholders wishing to receive cash for a portion of their Shares an opportunity to do so at a price in excess of recent trading prices for the Shares.

Neither the Company nor its Board of Directors makes any recommendation to any stockholder whether to tender any or all Shares. Leslie H. Wexner, Chairman, President and Chief Executive Officer of the Company, his immediate family members and affiliated entities have agreed not to tender any Shares pursuant to the Offer. The Company has been advised that its other directors and executive officers have not determined whether to tender their Shares pursuant to the Offer. Stockholders must make their own decision whether to tender Shares and, if so, how many Shares to tender.

The information required to be disclosed by Rule 13e-4(d)(1) of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, is contained in the Offer to Purchase and is incorporated herein by reference.

The Offer to Purchase and the related Letter of Transmittal will be mailed to record holders of Shares of the Company and will be furnished to brokers, dealers, commercial banks, trust companies and similar persons whose names, or the names of whose nominees, appear on the stockholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of Shares.

The Offer to Purchase and Letter of Transmittal contain important information which should be read before any decision is made with respect to the Offer.

Requests for copies of the Offer to Purchase and the related Letter of Transmittal and other tender offer materials may be directed to the Information Agent or the Dealer Managers as set forth below, and copies will be furnished promptly at the Company's expense.

The Information Agent for the Offer is:

D. F. King & Co., Inc.
77 Water Street
New York, New York 10005

(212) 269-5550 (Call Collect) or Call Toll-Free (800) 829-6554

The Dealer Managers for the Offer are:

Lazard Frères & Co. llc J.P. Morgan & Co.
30 Rockefeller Plaza 60 Wall Street
New York, New York 10020 New York, New York
10260

May 4, 1999

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Exhibit (a)(12)

THE LIMITED, INC. ANNOUNCES FIRST QUARTER EARNINGS
EXPECTATIONS AND MAJOR ACTIONS
TO INCREASE SHAREHOLDER VALUE

--First Quarter Earnings Expected to Exceed Analysts' Estimates--
-- The Limited, Inc. to Self-Tender for up to 15 Million Shares of Stock --
--The Limited, Inc. to Spin-Off Limited Too to Shareholders --
-- The Limited, Inc. to Sell a Majority Interest in Galyan's Trading Co--
--Declaration of 98th Consecutive Quarterly Dividend--

(Columbus, Ohio) May 3, 1999 -- "We're very pleased today to announce important next steps in our ongoing efforts to create sustained growth of shareholder value. First, the performance of our apparel brands in the first quarter was very encouraging and will enable us to deliver earnings that will exceed analysts' estimates. In addition, we are announcing three transactions that continue our aggressive positioning of the Company as a family of the world's best fashion brands and focus our time, talent and capital on the highest return opportunities," said Leslie H. Wexner, Chairman and CEO of The Limited Inc. (NYSE/LSE: LTD).

"Specifically, we will:

. Self-tender for up to 15 million shares of The Limited, Inc. common stock.

. Spin-off Limited Too to shareholders in a tax-free transaction enabling it to be a fully independent company.

. Sell a majority interest in our Galyan's Trading Co., an active lifestyle superstore retailer, to Freeman Spogli & Co."

First Quarter Expectations

Mr. Wexner commented: "For the past several years, we have been growing our brand recognition with great success at Victoria's Secret and Bath & Body Works, both units of Intimate Brands. The historic live Webcast of the 'World's Most Watched Fashion Show' broke Internet and e-commerce records. We are bringing the same focus and innovation to our apparel businesses, as demonstrated by our first quarter results."

Specifically, the Company expects to report April total sales of \$639.9 million, an increase in comparable store sales of 5% and first quarter earnings per share of \$.14, an increase of 56% over an adjusted \$.09 per share in 1998. This represents a significant increase over the current Wall Street consensus estimate of \$.10 per share, and is primarily the result of strong first quarter performances at the Express, Lerner New York, Lane Bryant, and Limited Too brands, as well as at Intimate Brands, Inc. (NYSE: IBI).

Additionally, due to the momentum in the apparel brands, the Company now expects to exceed the current second quarter Wall Street consensus estimate of \$.15 per share by \$.03.

15 Million Share Stock Repurchase

"The Board has been evaluating uses of excess cash generated from both operations and the sale of non-core assets over the last several years. We have now determined that, with the improved performance of our apparel brands, a significant share repurchase would be a tax-efficient way to distribute this excess cash to shareholders. This share repurchase further demonstrates management's and the Board's confidence in our business and its future," Mr. Wexner said.

Accordingly, The Limited, Inc.'s Board of Directors has authorized the repurchase of up to 15 million shares of its common stock. Neither Mr. Wexner nor his affiliates will participate. The repurchase will be made through a "Dutch Auction" tender offer in which The Limited, Inc.'s shareholders will be given the opportunity to sell a portion or all of their shares to the Company at a price of not less than \$50 per share, and not more than \$55 per share. The offer to purchase shares will commence on May 4, 1999 and will expire at 12:00 midnight, New York City time on June 1, 1999, unless extended by the Company.

If the number of shares tendered is greater than the number sought, the Company will select the lowest price within the stated range that will allow it to buy 15 million shares, with purchases to be made on a pro rata basis from shareholders tendering at or below the purchase price.

The Company also announced the rescission of the Contingent Stock Redemption Agreement, thereby making available the \$351.6 million in cash that previously had been held on a restricted basis to honor the Company's obligations under the Agreement. This cash and other available funds will be utilized to repurchase shares under the self-tender.

This news release is neither an offer to purchase nor a solicitation of offers to sell common stock. The self-tender is being made only by means of an Offer to Purchase and related documents, copies of which will be mailed to all shareholders and filed with the Securities and Exchange Commission, and may also be obtained from the information agent, D.F. King & Co., Inc. In connection with the self-tender, The Limited, Inc. has retained Lazard Freres & Co. LLC and J.P. Morgan & Co. to act as dealer managers.

Spin-Off of Limited Too to Shareholders

The Company plans to establish Limited Too as a fully independent public company through a 100% spin-off to Limited, Inc. shareholders. The spin-off is expected to be tax-free and occur in

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late July or August 1999. Accordingly, shares tendered and accepted by the Company in today's announced self-tender will not be eligible to receive shares of Limited Too distributed in the spin-off. Shares of Limited Too stock are expected to trade on the New York Stock Exchange.

Mr. Wexner said, "Like Abercrombie & Fitch (NYSE: ANF), Limited Too will now have direct accountability to public investors and increased strategic flexibility to pursue continued growth. At the same time, The Limited, Inc. can continue to intensify its focus on growing its own businesses and further developing its strong portfolio of brands. We believe the spin-off will allow investors to more effectively evaluate each company, thereby maximizing shareholder value over the long term.

"Under Michael Rayden and his team, Limited Too has become a remarkable success, having created a focused and differentiated brand image for fashion-aware girls aged 7 to 14 who follow the latest trends. Under Michael's leadership, in the period from fiscal 1996 to fiscal 1998, Limited Too has increased its sales from \$259 million to \$377 million and significantly improved its profitability.

In connection with the spin-off, The Limited, Inc. has retained J.P. Morgan & Co. to act as its financial advisor.

Sale of Majority Interest in Galyan's Trading Co.

The Company has signed an agreement to sell a majority interest in Galyan's Trading Co. to an affiliate of Freeman Spogli & Co. to manage and grow the business. Galyan's would be 60% owned by Freeman Spogli and Galyan's management and 40% owned by The Limited, Inc. In connection with the transaction, the Company expects to receive total cash proceeds of \$190 million, including proceeds from sale-leaseback transactions. The transaction, which remains subject to financing, is expected to close in late June or July. Galyan's Trading Co. currently operates 16 active lifestyle superstores, and had fiscal 1998 revenues of \$220 million.

Mr. Wexner commented, "Galyan's has had solid performance and is an excellent growth company. As we've demonstrated in the past with similar transactions involving Brylane, Inc., and Alliance Data Systems, our transaction process, this type of transaction can be an effective way of maximizing value for our shareholders."

Freeman Spogli & Co. is a private investment firm, based in Los Angeles and New York, dedicated exclusively to investing together with management in growing companies.

Declaration of 98th Consecutive Quarterly Dividend

The Company also announced the declaration of a quarterly dividend of \$.15 per share, payable on June 30, 1999 to shareholders of record at the close of business on June 23, 1999. This is the Company's ninety-eighth consecutive quarterly dividend. Because the self-tender is expected to close before the dividend record date, shares which are tendered to and accepted by the Company will not receive the dividend.

The Limited, Inc., through Express, Lerner New York, Lane Bryant, Limited Stores, Structure, Limited Too, Galyan's and Henri Bendel, presently operates 3,408 specialty stores. The Company also owns approximately 84% of Intimate Brands, Inc. (NYSE: IBI), the leading specialty retailer of intimate apparel, beauty and personal care products through the Victoria's Secret and Bath & Body Works brands. Victoria's Secret products are available through 849 lingerie and beauty stores, the Victoria's Secret Catalogue and online at www.VictoriasSecret.com. Bath & Body Works products are available in 1,101 stores.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: All forward-looking statements made by the Company involve material risks and uncertainties and are subject to change based on various important factors which may be beyond the Company's control. Accordingly, the Company's future performance and financial results may differ materially from those expressed or implied in any such forward-looking statements. Such factors include, but are not limited to; those described in the Company's filings with the Securities and Exchange Commission. The Company does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

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For further information, please contact: Tom Katzenmeyer
 Vice President, Investor Relations
 The Limited, Inc.
 614-415-7555
www.limited.com

Exhibit (a)(13)

**THE LIMITED, INC. STOCK TENDER OFFER
 ASSOCIATE--QUESTIONS AND ANSWERS**

What is a tender offer?

Tender means offer to sell; therefore, a tender offer simply means that you have the opportunity to sell your shares. It is completely your choice whether to tender your shares of The Limited, Inc. stock or not.

Why is the Company doing this?

For some time, the Board of Directors and Company management have been considering possible uses of excess cash generated by the Company's operations. After careful consideration, including presentations from several of the Company's financial advisors, the Board of Directors concluded that a significant share repurchase would be the most desirable use for the Company's excess cash. The Board concluded that such a repurchase would demonstrate to the Company's stockholders the Company's confidence in its business and would be a tax-efficient way to distribute cash to those stockholders who wanted to receive cash for a portion of their shares.

What will happen to the shares of The Limited, Inc. stock that I own in the Savings and Retirement Plan?

If you own The Limited, Inc. stock in your Savings and Retirement Plan account, you will also have the opportunity to tender these shares--however, the money from the sale of your shares will not be distributed to you, but will be reinvested in your SARP account. The reinvestment in your account will be based on what investment election you have

made for investment of your future contributions. As previously announced, if you would like to change your future investment election, you may do so by calling the SARP Line. If you do have The Limited, Inc. stock in your SARP account, you will be getting a separate package at your home next week, describing in detail what choices you have.

What will happen to the shares I own through the Employee Stock Purchase Plan?

If you have shares of The Limited, Inc. stock in your Employee Stock Purchase Plan, you will be receiving a copy of the tender offer package from Merrill Lynch. It will provide all of the details of the offer, and will give you instructions about how to tender your shares if you wish to do so.

How do I tender (offer to sell) my shares of The Limited, Inc. stock?

If you own shares of The Limited, Inc. stock, you will receive a tender offer package. This package will provide you with the complete details of the offer, and provide you with instructions about how to tender your shares, if you wish to do so. Remember that if you own shares through multiple plans or brokers, you will be receiving packages from each.

If I have The Limited, Inc. stock options, what happens with those?

If you have been granted The Limited, Inc. stock options, you will receive a letter outlining what you should do if you choose to exercise those options in order to tender your shares. It will also provide you with information of who to call should you have questions.

How do I know how many shares I actually own and can tender?

If you hold shares of The Limited, Inc. stock outright, or through the SARP or the ESPP, you will be receiving detailed information regarding the tender offer and how many shares you own. You may receive multiple packages if you own shares through more than one plan or brokerage account; therefore, it is important that you read each package in detail.

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Who can I talk with to get more information about what this all means to me?

If you own shares of The Limited, Inc. stock, we recommend that you wait until you receive your tender offer package(s) in the mail and have had an opportunity to review the details of the offer. Then, if you have questions regarding your personal situation, beginning on Tuesday, May 4, you may call Merrill Lynch at 1-800-637-3766 for assistance. This number is available from 8 a.m. through 7 p.m. EST Monday through Friday--again beginning on May 4.

What price will I get for The Limited, Inc. shares that I sell?

You may specify the minimum price at which you are willing to sell your shares. The Company will determine a single purchase price (not greater than \$55.00 nor less than \$50.00 per share) that it will pay for the shares validly tendered pursuant to the offer after taking into account the number of shares tendered and the prices specified by tendering shareholders. The Company will select the lowest purchase price that will allow it to purchase 15,000,000 shares (or such lesser number as are validly tendered and not withdrawn at prices not greater than \$55.00 nor less than \$50.00 per share). This process is called a "Dutch auction". If you tender (offer to sell) your shares at or below the purchase price determined by the Company under the "Dutch auction" process, then you will receive the purchase price for each share that is accepted to be purchased (even if you indicated that you were willing to sell your shares for less than the purchase price). If, at the end of the tender period, more than 15 million shares have been tendered (offered to be sold) at or below the purchase price, then the number of shares will be "prorated". For example, if 15 million shares can be bought by the Company and 30 million shares are tendered at or below the purchase price by shareholders, then 50%

of what each shareholder offered to sell at or below the purchase price will actually be bought. Special procedures will apply to tendering shareholders who own less than 100 total shares. The tender offer package will explain these procedures.

How do I maximize the chance that the Company will purchase my shares?

If you want to maximize the chance that the Company will purchase your shares you may elect to tender (offer to sell) your shares at the purchase price determined by the "Dutch auction" process described above. This action will cause you to receive a price per share as low as \$50.00 or as high as \$55.00 per share.

How long do I have to decide what I want to do?

The tender period will begin on Tuesday, May 4, and end on Tuesday, June 1, unless extended by the Company. If you hold shares through the ESPP or the SARP, your deadline under those plans is slightly sooner. You will need to read your tender materials carefully to ensure you comply with and respond by the deadline outlined in each package.

When will I know how many of my shares have been sold?

At the end of the tender period, all of the shares that have been offered to be sold by shareholders will be tallied, and if there is a need to prorate the number of shares, it will be done at that time. Once all of that is complete, you will be notified within a couple of weeks of the percentage of the shares that you tendered that were actually sold.

What if I do not want to sell?

If you do not want to sell your shares, do nothing.

If I decide to sell, when will I get my money?

If you decide to sell, the purchase price will be paid to you as soon as practicable after it has been determined what percentage of the total number of shares tendered will be purchased by the Company.

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Will I have to pay brokerage fees if I decide to sell some of my shares?

No.

Will I have to pay any taxes if I decide to sell some of my shares?

You may owe taxes on the sale of your shares, as you would normally. If you have questions, we encourage you to talk to your tax advisor about your personal situation.

If I own stock in Intimate Brands, Inc. or Abercrombie & Fitch Co. are those affected?

This tender offer applies only to shares of The Limited, Inc. stock. It does not apply to any shares you may own in Intimate Brands, Inc. or Abercrombie & Fitch Co.

Will I still be entitled to receive the forthcoming quarterly dividend on the shares that I tender?

Shares of The Limited, Inc. stock which are sold to the Company will not be entitled to receive the next quarterly dividend. However, if the Company does not buy all of the shares which you offered to sell, it will return the unpurchased shares to you, and you will be entitled to receive the next dividend on those shares.

Will I be entitled to receive shares of Limited Too in the Limited Too spin-off for the shares I tender in the offer?

Shares of The Limited, Inc. stock which you sell to the Company in this offer will not participate in the Limited Too spinoff. However, if the Company does not buy all of the shares that you tender, it will return the unpurchased shares to you, and you will be entitled to receive shares of Limited Too in the Limited Too spinoff with respect to the returned shares.

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Exhibit (c)(1)

AGREEMENT

THIS AGREEMENT is made and entered into as of May 3, 1999 by and among The Limited, Inc., a Delaware corporation (the "Company"), Leslie H. Wexner, in his individual capacity (in such capacity, "Wexner"), and Leslie H. Wexner, as Trustee (in such capacity, the "Trustee") of The Wexner Children's Trust under a Trust Agreement dated January 24, 1996 (the "Trust").

RECITALS

WHEREAS, the Company desires to distribute its interest in Limited Too pro rata to its shareholders (the "Limited Too Spin-Off") in a transaction which will qualify for tax-free treatment under Section 355 of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Company, Wexner and the Trustee are parties to a Contingent Stock Redemption Agreement, dated as of January 26, 1996 and amended on July 19, 1996 (as so amended, the "Contingent Stock Redemption Agreement"); and

WHEREAS, the parties desire to rescind the Contingent Stock Redemption Agreement, including, without limitation, the credit support established by the Company and its wholly-owned subsidiary, Special Funding, Inc., as required by Section 3.06 of the Contingent Stock Redemption Agreement (the "Credit Support"); and

WHEREAS, the Company desires to utilize approximately \$351,000,000. of cash presently restricted under the Credit Support, which will become unrestricted upon the rescission of the Contingent Stock Redemption Agreement, together with an additional approximately \$449,000,000 of available cash, to purchase in a modified "Dutch auction" tender offer (the "Tender Offer") shares of the Company's common stock from shareholders other than Wexner and certain related parties;

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants of the parties hereto contained herein, the parties hereto agree as follows:

Section 1. Rescission of the Contingent Stock Redemption Agreement and Credit Support. As of the date hereof, the Contingent Stock Redemption Agreement shall be deemed, for all purposes, to be rescinded, as if such agreement was never of any force or effect, with no further action required of any of the parties hereto to effect such rescission.

Without limiting the generality of the foregoing sentence, the rescission of the Contingent Stock Redemption Agreement shall terminate the Credit Support. Each of the parties agrees to take such actions and to execute and deliver such instruments as may be reasonably requested by the other to effectuate the transactions contemplated hereby, including, without limitation, the termination of the Credit Support.

Section 2. Representations and Warranties of the Company. The Company represents and warrants to Wexner and the Trustee that (a) the Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware and has the corporate power and authority to enter into this Agreement and to carry out its obligations hereunder, (b) the execution and delivery of this Agreement by the Company and the consummation by the Company of the transactions contemplated hereby have been duly authorized by all necessary corporate action on the part of the Company and no other corporate proceedings on the part of the Company are necessary to authorize this Agreement or any of the transactions contemplated hereby, and (c) this Agreement has been duly executed and delivered by the Company and, assuming this Agreement constitutes a valid and binding obligation of Wexner and the Trustee, constitutes a valid and binding obligation of the Company and is enforceable against the Company in accordance with its terms, except as the enforceability thereof may be limited by bankruptcy, insolvency, moratorium or other similar laws affecting the enforcement of creditors' rights generally and the availability of equitable remedies may be limited by equitable principles of general applicability.

Section 3. Representations and Warranties of the Trustee. The Trustee represents and warrants to the Company that (i) the Trust has been duly constituted and is validly existing under the laws of the State of Ohio, and has the requisite power and authority to enter into this Agreement and to carry out its obligations hereunder, (ii) the execution and delivery of this Agreement by the Trustee and the consummation by the Trustee of the transactions contemplated hereby have been duly authorized by all necessary action under the Trust's trust agreement and no other proceedings on the part of the Trustee or any other person are necessary to authorize this Agreement or any of the transactions contemplated hereby, and (iii) this Agreement has been duly executed and delivered by the Trustee and, assuming this Agreement constitutes a valid and binding obligation of the Company and Wexner, constitutes a valid and binding obligation of the Trustee and/or its successors in trust, enforceable in accordance with its terms,

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except as the enforceability thereof may be limited by bankruptcy, insolvency, moratorium or other similar laws affecting the enforcement of creditors' rights generally and the availability of equitable remedies may be limited by equitable principles of general applicability.

Section 4. Representations and Warranties of Wexner. Wexner represents and warrants to the Company that the Agreement has been duly executed and delivered by Wexner and, assuming this Agreement constitutes a valid and binding obligation of the Company and the Trustee, constitutes a valid and binding obligation of Wexner, enforceable in accordance with its terms, except as the enforceability thereof may be limited by bankruptcy, insolvency, moratorium or other similar laws affecting the enforcement of creditors' rights generally and the availability of equitable remedies may be limited by equitable principles of general applicability.

Section 5. Covenants of Wexner. (a) Wexner agrees that he will not, and will cause all members of his Immediate Family (as such term is defined in Rule 16a-1(e) under the Securities Exchange Act of 1934, as amended) who reside in his household and any corporation, partnership, trust or other entity, all of the stockholders, partners, owners or beneficiaries of which are Wexner or members of his Immediate Family not to, tender any shares of Common Stock in the Tender Offer.

(b) Immediately prior to the Limited Too Spin-Off and any other spin-off or split-off of one or more businesses owned, directly or indirectly, by the Company (any such transaction, including, without limitation, the Limited Too Spin-Off, a "Spin-Off Transaction"), which Spin-Off Transaction occurs within 24 months of the date of this Agreement, Wexner will, if required in order for such Spin-Off Transaction to be tax-free under applicable law, represent and warrant in writing

to the Company and counsel to the Company that, as of the effect=ve date of such Spin-Off Transaction, none of Wexner, the Wexner Children'= Trust, or any other person or entity described in Section 5(a) of this Agreement h=s any then-current plan or intention to sell exchange, transfer by gift or otherwise dispose of, after the effective date of the Spin-Off Transaction,=any stock in, or securities of, the Company and Limited Too or any other busine=s distributed to the Company's shareholders pursuant to that Spin-Off Tra=saction, as the case may be.

Section 6. Notices. All notices, requests, demands and other communications hereunder shall be in writing and shall be either (i) hand- delivered, (ii) delivered by reputable overnight courier delivery or (iii) =ent by telecopy (with receipt confirmed) and shall be deemed given upon deliver= when hand-delivered, or one business day after having been deposited with t=

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overnight courier service or upon receipt of confirmation of telecopier, addressed as follows (or to such other address as a party may designate by notice to the other):

If to Wexner:

Leslie H. Wexner
c/o The Limited, Inc.
Three Limited Parkway
P.O. Box 1600
Columbus, OH 43216
Facsimile: (614) 415-7208

If to the Trustee:

The Wexner Children's Trust
c/o The Limited, Inc.
Three Limited Parkway
P.O. Box 1600
Columbus, OH 43216
Attention: Leslie H. Wexner
Facsimile: (614) 415-7208

If to the Company:

The Limited, Inc.
Three Limited Parkway
P.O. Box 1600
Columbus, OH 43216
Attention: General Counsel
Facsimile: (614) 415-7188

Section 7. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original but all of which together s=all constitute one and the same document.

Section 8. Governing Law. This Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of New =ork.

Section 9. Assignment; Third Party Beneficiaries. This Agreement may not be assigned by any of the parties hereto. Nothing in this Agreement, expressed or implied, shall be construed to give any person other than the parties

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hereto and their successors any legal or equitable right, remedy or claim under or by reason of this Agreement or any provision contained herein.

Section 10. Public Announcements. Wexner and the Company shall jointly approve any public announcements relating to this Agreement or the transactions contemplated hereby.

Section 11. Entire Agreement. This Agreement and any documents delivered by the parties pursuant hereto, constitute the entire understanding and agreement of the parties hereto with regard to the subject matter hereof and thereof, and supersedes all prior agreements and understandings, written or oral, between the parties relating to the subject matter hereof.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed as of the date first above written.

THE LIMITED, INC.

By: /s/ Kenneth B. Gilman

Name: Kenneth B. Gilman
Title: Vice Chairman and
Chief Administrative Officer

LESLIE H. WEXNER

/s/ Leslie H. Wexner

/s/ Leslie H. Wexner

LESLIE H. WEXNER
as Trustee of The
Wexner Children's Trust

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