

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 11)

United Retail Group, Inc.

(Name of Issuer)

Common Stock (\$.001 Par Value)

(Title of Class of Securities)

911380103

(CUSIP Number)

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

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

October 24, 2000

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ___.

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

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

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

SCHEDULE 13D

CUSIP NO. 911380103

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY).
Limited Direct Associates, L.P.
I.R.S. # 31-1251727

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
0
NUMBER OF SHARES
8 SHARED VOTING POWER
1,600,000
OWNED BY EACH REPORTING PERSON
9 SOLE DISPOSITIVE POWER
0
10 SHARED DISPOSITIVE POWER
1,600,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,600,000
[]

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

SCHEDULE 13D

CUSIP NO. 911380103

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

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		0
SHARES		
	8	SHARED VOTING POWER
BENEFICIALLY		1,600,000
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		1,600,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,600,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

SCHEDULE 13D

CUSIP NO. 911380103

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

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

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

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF	0	
SHARES		
	8	SHARED VOTING POWER
BENEFICIALLY	1,600,000	
OWNED BY		
	9	SOLE DISPOSITIVE POWER
EACH	0	
REPORTING		
PERSON		
	10	SHARED DISPOSITIVE POWER
WITH	1,600,000	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,600,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

AMENDMENT NO. 11 TO STATEMENT ON SCHEDULE 13D

This Amendment No. 11 to Schedule 13D is being filed on behalf of Limited Direct Associates, L.P. ("LDA"), a Delaware limited partnership, Limited Direct, Inc., a Delaware corporation and the general partner of LDA, and The Limited, Inc., a Delaware corporation and the ultimate parent of LDA, in connection with United Retail Group, Inc. Common Stock ("URGI Common Stock") held by LDA. This Amendment No. 11 amends the statement on Schedule 13D filed with the Commission by the reporting persons on July 22, 1993, as amended by Amendments No. 1-10 thereto. This Amendment No. 11 amends Items 3 and 6 of Schedule 13D. Capitalized terms used herein and not otherwise defined shall have the same meanings as set forth in Amendments No. 4 and 5 to Schedule 13D.

Item 3. Purpose of Transaction.

LDA has granted URGI an extension of the original right of first refusal with respect to URGI Common Stock owned by LDA. See Item 6, below.

Item 5. Interest in Securities of the Issuer.

- a. See Items 11 and 13 of the cover pages attached hereto for the aggregate number and percentage of URGI Common Stock beneficially owned by the reporting persons.
- b. See Items 7-10 of the cover pages attached hereto for the number of shares of URGI Common Stock of the reporting persons as to which the reporting persons have the sole or shared power to vote or direct the vote and the sole or shared power to dispose or direct the disposition.

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

LDA has granted URGI an extension of the original right of first refusal with respect to URGI Common Stock owned by LDA. The right of first refusal will expire on October 15, 2001 unless renewed by mutual agreement of LDA and URGI. URGI paid LDA a fee of \$1,000 in consideration of the extension of the right of first refusal.

Item 7. Material to be Filed as Exhibits.

Exhibit Number -----	Description of Exhibit -----
10	Letter dated October 15, 2000 from United Retail Group, Inc. to Limited Direct Associates, L.P., securing an extension of the right of first refusal from Limited Direct Associates, L.P.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 24, 2000

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

By:/s/ Samuel Fried

Samuel Fried
Vice President

LIMITED DIRECT, INC.

By:/s/ Samuel Fried

Samuel Fried
Vice President

THE LIMITED, INC.

By:/s/ Samuel Fried

Samuel Fried
Senior Vice President

UNITED RETAIL GROUP, INC.
365 West Passaic Street
Rochelle Park, New Jersey 07662-6563

October 15, 2000

LIMITED DIRECT ASSOCIATES, L.P.
c/o The Limited, Inc.
Three Limited Parkway
Columbus, Ohio 43230
Attention: Kenneth B. Gilman
Vice Chairman

Dear Sir or Madam,

We refer to the Right of First Refusal dated September 7, 1999 between you and us. This letter is to confirm that the expiration date of such Right of First Refusal is hereby extended to October 15, 2001. In consideration of such extension we enclose a check for \$1,000.

Please sign and return the enclosed copy of this letter to evidence your agreement with the foregoing and receipt of the above-mentioned check. Thank you very much.

Very truly yours,

UNITED RETAIL GROUP, INC.

By: /s/ George Remeta

Name: George Remeta
Title: Vice Chairman

cc: Ken Carroll
Patrick Hectorne

Agreement and receipt of check acknowledged.

LIMITED DIRECT ASSOCIATES, L.P.

By: LIMITED DIRECT, INC.

By: /s/ Patrick Hectorne

Name: Patrick Hectorne
Title: Treasurer