

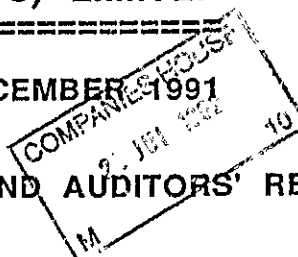
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EHP (INVESTMENTS) LIMITED

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ACCOUNTS - 31 DECEMBER 1991

TOGETHER WITH DIRECTORS' AND AUDITORS' REPORTS



Company Number 2285039

EHP (INVESTMENTS) LIMITED

DIRECTORS' REPORT

The directors present their annual report on the affairs of the Company together with the accounts and auditors' report for the year ended 31st December 1991.

Principal activity

The principal activity of the Company is that of a holding company.

Results and dividends

The Company made a profit after tax of £3,058,490 (1990 : £10,372,563). The directors have declared an interim dividend of £25,000 (1990 : £103,720) per share. The directors do not recommend a final dividend for the year ended 31st December 1991.

Directors and their interests

The directors who have served during the period are as follows:-

N. A. Franchino
J. F. Gilbert

Mr. N. A. Franchino holds one nominee share in the company on behalf of Scholl PLC.

Mr. N. A. Franchino and Mr. J. F. Gilbert are directors of the ultimate holding company, Scholl PLC, and their interests in the shares of that company are shown in that company's accounts.

Auditors

On 11th November 1991 the Company passed an elective Resolution to dispense with the annual appointment of Auditors.

By order of the Board



J. F. Gilbert
Secretary

Scholl House
2-4 Sheet Street
Windsor, Berkshire
SL4 1BG

11 June 1992

10-08-92

ARTHUR
ANDERSEN

ARTHUR ANDERSEN & CO. SC

EHP (INVESTMENTS) LIMITED

1 Surrey Street
London WC2R 2PS

AUDITORS' REPORT

To the members of EHP (Investments) Limited:

We have audited the financial statements on pages 4 to 9 in accordance with Auditing Standards.

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company as at 31st December 1991 and of its profit and source and application of funds for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Arthur Andersen

Arthur Andersen (formerly Arthur Andersen & Co)
Chartered Accountants and Registered Auditor
1 Surrey Street
London
WC2R 2PS

11 June 1992

EHP (INVESTMENTS) LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31st DECEMBER 1991

	<u>Note</u>	Year ended 31st December 1991 £	Year ended 31st December 1990 £
Operating Expenses		(46)	-
Interest expense		(22)	-
Dividends received	3	3,058,558	10,372,563
Profit on ordinary activities before and after tax		3,058,490	10,372,563
Dividends payable	4	(2,500,000)	(10,372,000)
Retained profit for the year		558,490	563
Retained profit at beginning of year		563	-
Retained profit at end of year		559,053	563

The accompanying notes are an integral part of this account.

EHP (INVESTMENTS) LIMITED

BALANCE SHEET
AT 31ST DECEMBER 1991

	<u>Note</u>	1991 £	1990 £
Fixed assets			
Investments	5	32,320,899	32,305,821
Current assets			
Debtors	6	2,500,000	10,372,000
Creditors: Amounts falling due within one year	7	(2,500,003)	(10,372,000)
Net current assets		(3)	-
Total assets less current liabilities		32,320,896	32,305,821
Creditors: Amounts falling due after more than one year	8	(31,761,743)	(32,305,158)
Net assets		559,153	663
Capital and reserves			
Called-up share capital	9	100	100
Profit and loss		559,053	563
		559,153	663

Signed on behalf of the Board

N. A. Franchino



J. F. Gilbert



11 June 1992

The accompanying notes are an integral part of this balance sheet.

EHP (INVESTMENTS) LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE YEAR ENDED 31st DECEMBER 1991

	Year ended 31st December 1991 £	Year ended 31st December 1990 £
<u>Source of Funds</u>		
Profit on ordinary activities before tax	3,058,490	10,372,563
	-----	-----
	3,058,490	10,372,563
	-----	-----
<u>Application of Funds</u>		
Dividend paid	(10,372,000)	(4,500,000)
Purchase of investments	(15,078)	(2,048)
Creditors falling due after one year	(543,415)	1,485
	-----	-----
	(10,930,493)	(4,500,563)
	-----	-----
(Decrease)/Increase in working capital	(7,872,003)	5,872,000
	=====	=====
<u>(Decrease)/Increase in working capital</u>		
Debtors	(7,872,000)	5,872,000
<u>Movement in net liquid funds:</u>		
Bank loan and overdrafts	(3)	-
	-----	-----
	(7,872,003)	5,872,000
	=====	=====

The accompanying notes are an integral part of this statement.

EHP (INVESTMENTS) LIMITED

NOTES TO THE ACCOUNTS

1. Principal accounting policies

The following accounting policies have been applied consistently throughout the year and with the preceding year.

a. Basis of accounting

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

2. Supplementary Profit and Loss information

No persons were employed by the Company and no emoluments were paid to Directors in respect of their services to the Company. Auditors' remuneration has been paid by the parent company.

3. Dividends Received

	1991 £	1990 £
Scholl Consumer Products Ltd	2,500,000	10,000,000
Scholl International (ANZ) Pty Ltd	558,558	372,563
	-----	-----
	3,058,558	10,372,563
	=====	=====

4. Dividends Payable

	1991 £	1990 £
Scholl PLC		
Interim payable 1991 - £25,000 per share (1990 £103,720 per share)	2,500,000	10,372,000
	=====	=====

5. Investments

The movements on investments in subsidiary undertakings during the year comprised:-

	1991 £	1990 £
At 1st January 1991	32,305,821	32,303,773
Subscription of new share capital		
- Foot Comfort Center S.r.L. Italy	14,804	2,048
- Technorg S.r.L Italy	274	-
	-----	-----
At 31st December 1991	32,320,899	32,305,821
	=====	=====

EHP (INVESTMENTS) LIMITED

NOTES TO THE ACCOUNTS (continued)

5. Investments (continued)

The investment in subsidiary undertakings represents the entire share capital of Scholl Consumer Products Limited, the entire share capital of Scholl International (ANZ) Pty. Ltd, a company incorporated in Australia, 2.25% of the share capital of Foot Comfort Center S.r.L., a company incorporated in Italy, and 5% of the share capital of Technorg S.r.L., a company incorporated in Italy. The principle activity of each of the companies except Technorg S.r.L. is the sale of personal care products. Technorg S.r.L. is a dormant company.

6. Debtors

	1991 £	1990 £
Loan to parent company	2,500,000 =====	10,372,000 =====

7. Creditors: amounts falling due within one year

	1991 £	1990 £
Dividend payable to parent company	2,500,000	10,372,000
Bank Overdraft	3	-
	----- 2,500,003 =====	----- 10,372,000 =====

8. Creditors: amounts falling due after more than one year

	1991 £	1990 £
Loan from parent company	31,761,743 =====	32,305,158 =====

9. Called up Share capital

	1991 £	1990 £
Authorised 100 Ordinary shares of £1 each	100 ===	100 ===
Allotted, called-up and fully paid 100 Ordinary shares of £1 each	100 ===	100 ===

EHP (INVESTMENTS) LIMITED

NOTES TO THE ACCOUNTS (continued)

10. Parent company

The parent company is Scholl PLC, a company registered in England and Wales. The consolidated accounts of the group headed by Scholl PLC are available to the public and may be obtained from 2-4 Sheet Street, Windsor, Berkshire SL4 1BG.