FANCL Corporation

Consolidated Financial Statements for the Third Quarter of the Fiscal Year Ending March 31, 2007

This document has been translated from the original Japanese as a guide for non-Japanese investors. It contains forward-looking statements based on a number of assumptions and beliefs made by management in light of information currently available. Actual financial results may differ materially depending on a number of factors, including changing economic conditions, legislative and regulatory developments, delay in new product launches, and pricing and product initiatives of competitors.

SUMMARY OF FINANCIAL STATEMENTS (consolidated)

Third quarter results for the Fiscal Year Ending March 31, 2007

FANCL CORPORATION

January 31, 2007

www.fancl.co.jp Stock exchange listings: Tokyo 1st section, code number 4921

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Kenji Fujiwara, CEO and Representative Director

1) Notes to preparation of these financial statements

(1) Use of simplified accounting methods: Yes

Details

Method of depreciation of fixed assets:

Tangible fixed assets:
 Nine-month portion of estimated amount for the year
 Intangible fixed assets:
 Nine-month portion of estimated amount for the year

Standard for stating income taxes: Calculated using the estimated annual tax rate based on the effective statutory tax rate Simplified procedures are used for amounts with an immaterial effect

(2) Changes from accounting methods used in most recent consolidated fiscal year: None
 (3) Changes in scope of consolidation and application of equity method: None

2) Consolidated results for the third quarter of Fiscal 2007 (April 1, 2006 to December 31, 2006)

Millions of yen, rounded down

(1) Sales and Income	Nine months ended December 31, 2006		Nine month December		Year ended March 31, 2006
		Change %		Change %	
Net sales	74,223	3.0	72,050	8.8	95,322
Operating income	5,749	(24.2)	7,580	100.4	8,574
Ordinary income	5,862	(26.9)	8,015	101.4	9,113
Net income	3,602	(20.1)	4,507	214.2	5,183
Earnings per share (¥)	55.86		211.30		242.56
Earnings per share (diluted) (¥)			209.29		240.78

Notes: (1) The percentages shown for above are a comparison with the same period in the previous fiscal year.

(2) On April 1, 2006, a 1:3 share split took place. Per share figures adjusted to eliminate effect of share split are as follows:

Earnings per share: Nine months ended December 31, 2005: ¥70.43 Earnings per share (diluted): Nine months ended December 31, 2005: ¥69.76

Full year ended March 31, 2006: ¥80.85 Full year ended March 31, 2006: ¥80.26

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Millions of yen, rounded down

(2) Consolidated Financial Position	As of	As of	As of
	December 31, 2006	December 31, 2005	March 31, 2006
Total assets	84,416	83,611	85,147
Shareholders' equity	72,085	70,375	71,405
Shareholders' equity/total assets (%)	85.4%	84.2%	83.9%
Shareholders' equity per share (¥)	1,132.45	3,281.58	3,317.02
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Note: On April 1, 2006, a 1:3 share split took place. Per share figures adjusted to eliminate effect of share split are as follows:

Net assets per share: Nine months ended December 31, 2005: \$\,\text{\$\}\$}\exititt{\$\text{\$\text{\$\text{\$\}\$\text{\$\text{\$\text{\$\text{\$

		Millio	ons of yen, rounded down
(3) Cash Flows	Nine months ended	Nine months ended	Year ended
	December 31, 2006	December 31, 2005	March 31, 2006
Net cash provided by (used in) operating			
activities	1,494	5,318	9,162
Net cash used in investing activities	(2,566)	(3,723)	(10,280)
Net cash used in financing activities		(305)	(21)
Cash and cash equivalents at end of period		23,596	21,167

3) Consolidated forecasts for the fiscal year ending March 31, 2007 (April 1, 2006 to March 31, 2007) Millions of yen FY ending March 31, 2007 Net sales 98,700 Ordinary income 7,500

Note: Consolidated net income per share forecast for the fiscal year ending March 31, 2007: ¥63.34

This forecast contains forward-looking statements that are based on management's estimates, assumptions and projections at the time of publication. A number of factors could cause actual results to differ materially from expectations.

Qualitative information regarding this results forecast:

Net income ..

Performance is largely in line with expectations and there are no changes to the forecast made October 25, 2006.

Consolidated operating results¹

The domestic economy in the period under review has continued its gradually recovery and corporate expenditure appears to be expanding despite new record highs of crude oil prices and other concerns. In the cosmetics industry sales of skincare and make-up products continued to perform well. In the nutritional supplements industry, market growth slackened as a result of negative coverage and the cooling off of a boom in products such as Co-enzyme Q_{10} .

Net Sales

Consolidated net sales increased 3.0% to ¥74,223 million due to strong sales in the Cosmetics business and Other businesses such as IIMONO OHKOKU mail-order business.

Ordinary Income

Consolidated ordinary income decreased 26.9% to ¥5,862 million largely due to due to a decrease in sales from highly profitable nutritional supplements businesses and a ¥1,320 million increase in advertising and sales promotion expenses aimed at strengthening our customer base. The ordinary income margin decreased 3.2 percentage points to 7.9%.

Net Income

Consolidated net income for the period under review decreased 20.1% to ¥3,602 million, and the net income margin decreased 1.4 percentage points to 4.9%

Consolidated financial position

Cash and cash equivalents as of December 31, 2006 were ¥17,341 million, a decrease of ¥3,826 million over the end of the previous fiscal year. The main contributing factors are detailed below.

Cash flow from operating activities

Cash flow from operating activities during the nine-month period under review was ¥1,494 million. Main contributing factors included income before income taxes of ¥5,539 million and an increase of ¥1,962 million in depreciation and amortization, while factors reducing operating cash flow included a ¥1,839 million increase in accounts receivable and corporate tax payments of ¥3,195 million.

Cash flow from investing activities

Cash flow used in investing activities during the period under review was ¥2,566 million. This was largely the result of a ¥1,829 million expense related to the acquisition of tangible fixed assets and ¥1,200 million for the acquisition of intangible fixed assets.

Cash flow from financing activities

Cash flow from financing activities during the period under review was $\pm 2,754$ million. This was largely due to the $\pm 1,490$ million net expense for the acquisition and sale of treasury stock and an outflow of $\pm 1,263$ million for the distribution of dividends.

Note: All comparisons are with the first nine months of the previous fiscal year, unless otherwise stated.

1. Consolidated Third Quarter Financial Statements

Consolidated Third Quarter Balance Sheets								
	Millions of yen, rounded do							
	As of December 31	2006	As of December 31	As of 1, 2005 March 31, 2				
ASSETS	December 31	%	December 3	, 2005 %	Maich 31,	<u>2006</u> %		
I. Current assets:		/0		70		70		
Cash and cash equivalents	15,501		19,169		19,247			
Notes and accounts receivable	10,816		10,734		8,977			
Marketable securities			6,129		8,625			
Inventories			7,169		6.680			
Others	1,899		1,502		1,436			
Total current assets	43,262	51.2	44,705	53.5	44,965	52.8		
II. Fixed assets:	10,202	01.2	11,700	00.0	11,000	02.0		
Tangible fixed assets								
Buildings and structures	12,158		12,477		12,486			
Land	10,636		10,720		10,636			
Others			2,654		2,670			
Total tangible fixed assets	25,637	30.4	25,852	30.9	25,793	30.3		
Intangible fixed assets	2,558	3.0	1,299	1.6	1,516	1.8		
Investments and other assets								
Investments securities	2,039		1,977		2,206			
Long-term loans receivable	685		683		696			
Guarantee money	2,713		2,673		2,715			
Others	7,518		6,419		7,432			
Total investments and other assets	12,957	15.4	11,754	14.0	12,871	15.1		
Total fixed assets	41,153	48.8	38,906	46.5	40,182	47.2		
Total Assets	84,416	100.0	83,611	100.0	85,147	100.0		
LIABILITIES								
I. Current liabilities:								
Notes and accounts payable	3,982		4,171		4,007			
Accrued liabilities	3,707		3,679		3,918			
Accrued income taxes	741		1,839		2,055			
Others	1,916		1,706		1,948			
Total current liabilities	10,348	12.3	11,397	13.6	11,929	14.0		
II. Long-term liabilities:								
Allowance for retirement bonuses	1,366		1,264		1,281			
Allowance for directors' retirement bonuses.	216		177		188			
Others	275		397		342			
Total long-term liabilities	1,858	2.2	1,838	2.2	1,812	2.1		
Total liabilities	12,207	14.5	13,236	15.8	13,742	16.1		

	As of	2000	As of		As of	2000
	December 31	, 2006	December 31	, 2005	March 31,	2006
SHAREHOLDERS' EQUITY						
I. Common stock			10,795	12.9	10,795	12.7
II. Capital reserve			11,806	14.1	11,846	13.9
III. Retained earnings			54,650	65.4	55,326	65.0
IV. Net Unrealized holding gain on other securities			43	0.1	66	0.1
V. Foreign currency translation adjustment			(4)	(0.0)	(4)	(0.0)
VI. Treasury stock			(6,915)	(8.3)	(6,624)	(7.8)
Total shareholders' equity			70,375	84.2	71,405	83.9
Total Liabilities and Shareholders' Equity			83,611	100.0	85,147	100.0
NET ASSETS						
I. Shareholders' equity						
Common stock	10,795	12.8				
Capital reserve	11,857	14.0				
Retained earnings	57,506	68.1				
Treasury stock	(8,125)	(9.6)				
Total shareholders' equity	72,033	85.3				
II. Valuation and translation gain	52	0.1				
III. Share warrants	123	0.1				
Total net assets	72,209	85.5				
Total Liabilities and Net Assets	84,416	100.0				

Consolidate	d Third Qua	rter Sta	tements of	Income		
				Millions	of yen, rounde	d down
	April 1 to December 31,	2006	April 1 to December 31,	2005	FY ended Ma 2006	rch 31,
Net sales	74,223	100.0	72,050	100.0	95,322	100.0
Cost of sales	25,993	35.0	24,811	34.4	33,239	34.9
Gross profit	48,230	65.0	47,238	65.6	62,082	65.1
Selling, general and administrative expenses	42,480	57.3	39,658	55.1	53,507	56.1
Operating income	5.749	7.7	7.580	10.5	8,574	9.0
Net operating income	414	0.6	652	0.9	1,023	1.1
Interest and dividend income	70		43		78	
Other non-operating income	343		609		945	
Net operating expenses	301	0.4	217	0.3	485	0.5
Loss on disposal of obsolete inventories	213		161		402	
Other non-operating expenses	87		55		82	
Ordinary income	5,862	7.9	8,015	11.1	9,113	9.6
Extraordinary income	0	0.0	3	0.0	24	0.0
Extraordinary expenses	322	0.4	453	0.6	622	0.7
Loss on disposal of fixed assets	68		83		130	
Directors' retirement benefit expenses			71		71	
Other extraordinary expenses	254		298		420	
Income before income taxes	5,539	7.5	7,565	10.5	8,514	8.9
Income taxes	1,937	2.6	3,058	4.2	3,331	3.5
Net income	3,602	4.9	4,507	6.3	5,183	5.4

Consolidated Statements of Cash Flows								
	Millions of							
	April 1 to December 31, 2006	April 1 to December 31, 2005	FY ended March 31, 2006					
I. Cash flows from operating activities								
Income before income taxes	5,539	7,565	8,514					
Depreciation and amortization	1,962	1,851	2,540					
Increase (decrease) in allowance for bonuses	(379)	(168)	124					
Increase (decrease) in allowance for retirement benefits	85	69	86					
Interest and dividend income	(70)	(43)	(78)					
Loss on disposal of tangible fixed assets	59	36	59					
Decrease (increase) in trade receivables	(1,839)	(2,020)	(263)					
Decrease (increase) in inventories	(361)	(1,505)	(1,016)					
Decrease (increase) in other current assets	(547)	959	1,028					
Increase (decrease) in trade payables	(24)	1,122	958					
Increase (decrease) in other current liabilities	153	132	(119)					
Others	(91)	(952)	(1,007)					
Sub-total	4,485	7,046	10,827					
Interest and dividends received	67	43	74					
Income taxes paid	(3,195)	(2,840)	(2,813)					
Others	135	1,069	1,074					
Net cash provided by (used in) operating								
activities	1,494	5,318	9,162					
II. Cash flows from investing activities								
Payment for purchase of investment securities	(10,997)	(1,702)	(7,703)					
Proceeds from maturity of investment securities	11,698		999					
Payment for purchase of tangible fixed assets	(1,829)	(1,248)	(1,410)					
Payment for purchase of intangible fixed assets	(1,200)	(506)	(881)					
Payment for purchase of other investments	(211)	(277)	(376)					
Others	(25)	11	(907)					
Net cash used in investing activities	(2,566)	(3,723)	(10,280)					
III. Cash flows from financing activities								
Net payment (expense) from purchase and sale of								
treasury stock	(1,490)	676	1,008					
Cash dividends paid	(1,263)	(1,018)	(1,065)					
Proceeds from capital increase by minority	(.,=55)	(.,5.5)	(.,555)					
shareholders		36	36					
Net cash used in financing activities	(2,754)	(305)	(21)					
IV. Effect of exchange rate changes on cash and	,	, ,	. ,					
cash equivalents								
V. Net increase in cash and cash equivalents	(3,826)	1,289	(1,139)					
VI. Cash and cash equivalents at the beginning								
of the period	21,167	22,307	22,307					
VII. Cash and cash equivalents at end of period	17,341	23,596	21,167					

4. Segment Information

Business Segments April 1 to December 31, 2006

(Millions of yen)

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	Cosmetics Business	Nutritional Supplements Business	Other Businesses	Total	Eliminations or Corporate	Consolidated
Sales:						
(1) Sales to external customers	33,618	23,157	17,448	74,223		74,223
(2) Inter-segment sales or transfers						
Total sales	33,618	23,157	17,448	74,223		74,223
Operating expenses	28,739	20,335	18,132	67,207	1,266	68,474
Operating income (loss)	4,879	2,821	(684)	7,016	(1,266)	5,749

April 1 to December 31, 2005

(Millions of yen)

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	Cosmetics Business	Nutritional Supplements Business	Other Businesses	Total	Eliminations or Corporate	Consolidated
Sales:						
(1) Sales to external customers	31,029	25,478	15,541	72,050		72,050
(2) Inter-segment sales or transfers						
Total sales	31,029	25,478	15,541	72,050	-	72,050
Operating expenses	26,438	21,148	15,618	63,205	1,264	64,469
Operating income (loss)	4,590	4,330	(76)	8,845	(1,264)	7,580

Operating Results by Segment

1) Cosmetics Business

SALES

Sales in the cosmetics business increased 8.3% over the same period last year, to $\pm 33,618$ million.

(Millions of ven)

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	April 1 to December 31, 2006		April		
			December	% change	
	Amount	% of total	Amount	% of total	
FANCL Cosmetics	25,617	76.2	23,482	75.7	9.1
ATTENIR Cosmetics	7,734	23.0	7,279	23.4	6.2
Other	267	0.8	267	0.9	0.3
Total	33,618	100.0	31,029	100.0	8.3

(Millions of yen)

	April		April		
	December	31, 2006	December	% change	
	Amount	% of total	Amount	% of total	
Mail-order sales	18,798	55.9	18,292	58.9	2.8
Retail store sales	11,660	34.7	10,142	32.7	15.0
Other	3,160	9.4	2,594	8.4	21.8
Total	33,618	100.0	31,029	100.0	8.3

FANCL cosmetics

Sales of FANCL Cosmetics increased 9.1% to ¥25,617 million from continued strong sales of skin care products such as *Mild Cleansing Oil* and *Beauty Concentrate* and sales growth in hair care products renewed in May and make up products renewed in August.

ATTENIR cosmetics

Sales of ATTENIR Cosmetics increased 6.2% to ¥7,734 million due to a boom in sales of skin care products following a major renewal in September. Sales of make up products and body products also increased from the effect of new products.

Results by sales channels

Sales increased through all sales channels. Mail-order sales increased 2.8% to ¥18,798 million, store sales increased 15.0% to ¥11,660 million from the effect of new store openings, and Other sales increased 21.8% to ¥3,160 million, with overseas sales very strong.

OPERATING INCOME

Operating income in this segment increased 6.3% to ¥4,879 million. However, from the effects of an increase in the low margin overseas sales and a drop in the gross profit margin ratio, the operating income ratio dropped 0.3% to 14.5%.

2) Nutritional Supplements Business

SALES

Sales in the nutritional supplements business decreased 9.1% to ¥23,157 million.

(Millions of yen)

	April 1 to		April		
	December 31, 2006		December	31, 2005	% change
	Amount	% of total	Amount	% of total	
Mail-order sales	10,673	46.1	13,015	51.1	(18.0)
Retail store sales	6,158	26.6	6,328	24.8	(2.7)
Other	6,324	27.3	6,134	24.1	3.1
Total	23,157	100.0	25,478	100.0	(9.1)

Products

Sales of beauty supplements such as HTC Collagen and Tense Up EX and diet-related products such as Perfect Slim α and Calorie Limit were strong. Sales of new products targeting middle-aged consumers were not enough to offset the decline in sales of Co-enzyme Q_{10} and Alpha Lipoic Acid that recorded record sales in the previous period.

Results by sales channel

Sales in Other sales channels increased 3.1% to $\pm 6,324$ million largely as a result of an increase in the number of wholesale customers. Mail order sales decreased 18.0% to $\pm 10,673$ million and store sales decreased 2.7% to $\pm 6,158$ million.

OPERATING INCOME

Operating income in this segment decreased 34.8% to ¥2,821 million from a large decline in the highly profitable mail-order sales and an increase in advertising expenses for the release of new products. The operating income margin decreased 4.8 percentage points to 12.2%.

3) Other businesses

SALES

Sales in Other business increased 12.3% to ¥17,448 million.

(Millions of yen)

	April 1 to	April 1 to	º/ changa	
	December 31, 2006	December 31, 2005	% change	
Hatsuga Genmai business	3,724	3,388	9.9	
Kale juice business	2,910	2,996	(2.9)	
IIMONO OHKOKU mail-order business	7,667	6,280	22.1	
Other related businesses	3,146	2,875	9.4	
Total	17,448	15,541	12.3	

Hatsuga Genmai business

Sales by all sales channels increased 9.9% to ¥3,724 million due to such factors as positive television coverage of health information.

Kale juice business

Sales decreased 2.9% to ¥2,910 million. Sales of frozen type *Kale Juice* declined despite active marketing.

IIMONO OHKOKU Co., Ltd. mail-order business

Sales increased 22.1% to ¥7,667 million on the back of strong sales in *Walking shoes*, golfing goods and health equipment.

Other related businesses

Sales increased 9.4% to ¥3,146 million with growth in sales of household sundries and undergarments.

OPERATING INCOME

The operating loss worsened ¥607 million to ¥684 million from the effect of expenses from marketing activities for the Hatsuga Genmai business and Kale juice business.

For reference: Sales network

	As of December 31, 2006	Compared with March 31, 2006
FANCL Ginza Square	1	-
FANCL House	109	-4
FANCL House J	87	+16
Genki Station	8	-1
ATTENIR Shop	10	-
Other	4	
Total	219	+11

Reference:

Non-consolidated Third Quarter Balance Sheets							
				Millions o	of yen, round	ed down	
	As of		As of		As of		
	December 31, 2006		December 31, 2005		March 31,		
ASSETS		%		%		%	
I. Current assets:							
Cash and cash equivalents			9,480		7,861		
Notes and accounts receivable	•		8,829		7,708		
Marketable securities			6,129		8,625		
Inventories	2,754		2,925		2,453		
Others	2,399		1,904		1,897		
Total current assets	27,566	40.3	29,269	42.6	28,546	41.6	
II. Fixed assets:							
Tangible fixed assets							
Buildings and structures	6,372		6,381		6,293		
Land	7,176		7,260		7,176		
Others	1,008		951		1,236		
Total tangible fixed assets	14,557	21.3	14,592	21.2	14,706	21.5	
Intangible fixed assets	2,400	3.5	1,016	1.5	1,317	1.9	
Investments and other assets							
Investments securities	1,087		1,078		1,083		
Long-term loans receivable	6,039		6,876		6,224		
Guarantee money	2,470		2,393		2,437		
Others	14,222		13,462		14,237		
Total investments and other assets	23,819	34.9	23,811	34.7	23,983	35.0	
Total fixed assets	40,778	59.7	39,420	57.4	40,007	58.4	
Total Assets	68,345	100.0	68,690	100.0	68,554	100.0	
LIABILITIES				%			
I. Current liabilities:							
Notes and accounts payable	2,832		3,305		2,588		
Accrued liabilities	2,790		2,678		2,979		
Accrued income taxes	757		1,100		1,100		
Others	1,647		1,400		1,351		
Total current liabilities	8,028	11.8	8,485	12.4	8,018	11.7	
II. Long-term liabilities:					-		
Allowance for retirement bonuses	910		805		820		
Allowance for directors' retirement bonuses.	189		177		188		
Others	69		90		60		
Total long-term liabilities		1.7	1,073	1.5	1,070	1.6	
Total liabilities		13.5	9,558	13.9	9,089	13.3	

	As of December 31, 2006		As of	As of		As of	
			December 31, 2005		March 31, 2006		
SHAREHOLDERS' EQUITY							
I. Common stock			10,795	15.7	10,795	15.7	
II. Capital reserve			11,806	17.2	11,846	17.2	
III. Retained earnings			43,401	63.2	43,380	63.3	
IV. Net Unrealized holding gain on							
other securities			43	0.1	66	0.1	
V. Treasury stock			(6,915)	(10.1)	(6,624)	(9.6)	
Total shareholders' equity			59,131	86.1	59,464	86.7	
Total Liabilities and Shareholders' Equity	-		68,690	100.0	68,554	100.0	
NET ASSETS							
I. Shareholders' equity							
Common stock	10,795	15.8					
Capital reserve	11,857	17.3					
Retained earnings	44,441	65.0					
Treasury stock		(11.9)					
Total shareholders' equity	58,967	86.2					
II. Valuation and translation gain	56	0.1					
III. Share warrants	123	0.2					
Total net assets	59,148	86.5					
Total Liabilities and Net Assets	68,345	100.0					

Summary of Non-consolidated Statements of Income							
-	Millions of yen, rounded dow						
	April 1 to December 31, 2006		April 1 to December 31, 2005		FY ended March 31, 2006		
Net sales	55,725	100.0	56,525	100.0	74,628	100.0	
Cost of sales	20,106	36.1	20,748	36.7	27,814	37.3	
Gross profit	35,618	63.9	35,776	63.3	46,813	62.7	
Selling, general and administrative expenses	32,145	57.7	31,393	55.5	42,086	56.4	
Operating income	3,472	6.2	4,383	7.8	4,727	6.3	
Non-operating income							
Interest and dividend income	806		144		196		
Other non-operating income	160		917		1,262		
Total non-operating income	967	1.7	1,061	1.9	1,458	2.0	
Non-operating expenses							
Loss from disposal of inventories	163		140		304		
Other non-operating expenses	73		46		48		
Total non-operating expenses	236	0.4	187	0.3	352	0.5	
Ordinary income	4,203	7.5	5,257	9.3	5,833	7.8	
Extraordinary income	-		2	0.0	24	0.0	
Extraordinary expenses	256	0.4	450	8.0	1,301	1.7	
Income before income taxes	3,947	7.1	4,809	8.5	4,555	6.1	
Income taxes	1,463	2.6	1,939	3.4	1,707	2.3	
Net income	2,483	4.5	2,869	5.1	2,848	3.8	