Registered Charity Registered Company No. 1073761

No. 3664126

Report and Financial Statements for the year ended 31st March 2003

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Legal and Administrative Information

Trustees

Clara Freeman (Chair)

Appointed 3rd November 1998

Dame Margaret Booth

Appointed 22nd June 1999

Liam Kane

Appointed 3rd November 1998

Cheri Lofland

Appointed 9th July 2000, resigned 5th August 2002

Niels de Vos

Appointed 3rd November 1998

Edward Williams

Appointed 5th August 2002

Company Secretary

Robert Ivens

Principal Office

Registered Office

Michael House Baker Street London W1U 8EP Michael House Baker Street London W1U 8EP

Solicitors

Bankers

Bates, Wells & Braithwaite 138 Cheapside House London EC2V 6BB HSBC Bank plc 27 – 32 Poultry London EC2P 2BX

Auditors

PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH

Trustees' Report

for the year ended 31st March 2003

The Trustees of Children's Promise, who are also Directors for Companies Act purposes, present this

fourth report and financial statements for the year from 1st April 2002 to 31st March 2003.

Origin of Children's Promise

Children's Promise is a unique private, public and voluntary sector partnership, which was a shared vision

of Marks and Spencer p.l.c. ("Marks & Spencer") and the New Millennium Experience Company Limited

("NMEC"), now in voluntary solvent liquidation, to mark the new millennium. This vision created a

unique alliance of seven children's charities, behind a shared promise to the children of the new

millennium – a promise to give every child the basic right to enjoy a happy, healthy, safe and fulfilling

life. The registered offices of the seven participating charities are shown in the Notes to the Accounts.

Objective of Children's Promise

The objective of Children's Promise ("Children's Promise" or "the Charity") is to 'advance any purpose

which is exclusively charitable under the laws of England and Wales which relates to children and young

persons, at the Trustees' absolute discretion'. The Trustees have sought to raise funds, by a public appeal,

in order to distribute grants to the participating children's charities. The grants are to be used to create

a legacy for disadvantaged children, by funding additional key projects - outlined in five-year plans

submitted by the participating charities - that would not otherwise have been possible from the existing

resources of the charities.

Fundraising

In the first year of the public appeal the Trustees sought to invite everyone in the UK to donate the value

of their final hour's earnings of the millennium. For the second and final year of the appeal the Trustees'

objectives were more limited in recognition that, without the special interest of the millennium year,

potential donations would be considerably lower.

Since the second appeal there has been no active fundraising campaign in operation and the very small

amounts collected in the past financial year were residual donations from the two appeals mentioned

above. The Trustees wish once again to record their gratitude to those who have contributed so generously

to Children's Promise.

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Children's Promise Trustees' Report

for the year ended 31st March 2003 (continued)

Grant making policy

All grants from Children's Promise are defined by the legal agreements governing the relationship

between NMEC, Marks & Spencer, the participating charities and Children's Promise ("the Legal

Agreements"). Seven of the UK's major charities that work with children - Barnardo's, BBC Children

in Need, ChildLine, The Children's Society (working with Aberlour Childcare Trust in Scotland, and

EXTERN in Northern Ireland), the NSPCC (working with Children 1st in Scotland), NCH and Comic

Relief - have received an equal share of the funds raised by public donations in response to the appeals.

All donations received from the appeals will be redistributed to these seven children's charities.

Distribution of appeal funds

Final grants from the appeal proceeds, other than small residual amounts, were made in March 2002.

Reserve policy

As previously reported, a separate fund to cover the operational costs of Children's Promise was originally

donated by Marks & Spencer. As the final grants have been distributed, the Trustees have therefore

determined that sufficient resources are now only required to support the monitoring of the five-year plans

submitted by the participating charities, the management of the Charity's statutory duties, collection of

the minimal residual income and planning for the eventual closure of the Charity. The Trustees are

satisfied that the remaining balance of the operating funds available will cover the administrative costs

of Children's Promise until 2005.

Risk review

The Trustees consider that, following distribution of the final grants in March 2002, there are no major

risks associated with the operation of the Charity. The Trustees consider that the management and

financial controls in place are appropriate and sufficient to minimise any administrative risks that may

remain.

Investments

As reported previously, all investments matured during the year ended 31st March 2001.

Advisors

The names and addresses of the advisors to Children's Promise are shown on page 2.

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Children's Promise Trustees' Report for the year ended 31st March 2003 (continued)

Governance

Children's Promise was incorporated in the United Kingdom on November 3rd 1998, and is registered as a company limited by guarantee, number 3664126. Children's Promise is also registered as a Charity with the Charity Commission for England and Wales, number 1073761. A subsidiary company, Children's Promise Trading Limited, was incorporated on November 26th 1999. The charity is constituted under articles of association dated November 3rd 1998. Revised articles were adopted on June 7th 2001 to reflect the withdrawal of NMEC as from April 1st 2001.

Group structure

Children's Promise and its wholly owned subsidiary company, Children's Promise Trading Limited comprise "the Group". Children's Promise carries out the charitable activities and trading activities are operated through Children's Promise Trading Limited.

Trustees during the period

Clara Freeman (Chair) originally appointed by Marks & Spencer

Cheri Lofland originally appointed by Marks & Spencer, resigned 5th August 2002

Dame Margaret Booth originally appointed by participating Charities

Liam Kane originally appointed by NMEC
Niels de Vos originally appointed by NMEC

Edward Williams appointed 5th August 2002

Two Trustees were appointed by Marks & Spencer and two Trustees were appointed by NMEC. A further independent Trustee was appointed by the seven participating charities. Following NMEC's withdrawal as from 1st April 2001, Liam Kane and Niels de Vos kindly agreed to remain as Trustees in an independent capacity. Edward Williams was appointed by Marks & Spencer and is an employee of Marks & Spencer. There are no restrictions to the period of office.

Review of activities

Subsequent to the two appeals and the distribution of grants, the Trustees' objective has been to review the deployment of the grants against the plans submitted by the seven charities. The Trustees confirm that the grants have enabled the charities to fund a wide range of additional projects that have benefited disadvantaged children in the UK and overseas. The Trustees will continue to review the impact of the grants until 2005 as anticipated by the Legal Agreements.

Children's Promise Trustees' Report

for the year ended 31st March 2003 (continued)

In the report for the year ended 31st March 2002, it was mentioned that the diminished workload had enabled the transfer of the administration of the charity to the supervision of a part-time manager based in the Head Office of ChildLine. The Trustees had anticipated that this arrangement would continue to the planned closure of Children's Promise in 2005.

However in 2002 office space at ChildLine came under pressure, resulting in a move to a new location in 2003. This unanticipated development required new arrangements for the administration of Children's Promise. The operational files required for Children's Promise have now been relocated to the Legal function at Marks & Spencer, where office facilities are made available to the part-time manager as required. The accounting data system has been re-installed at ChildLine's new Head Office and is available as required for updating and reporting. The Trustees consider that these arrangements are appropriate and satisfactory, given the intended closure of Children's Promise and the unjustifiable costs of separate office accommodation.

Review of transactions and financial position

Children's Promise received income amounting to some four thousand pounds during the period, all of which came as residual income from the original appeals. A small amount of residual donations continue to be received.

Every pound donated by the public to Children's Promise has been donated in grants to the seven participating charities, in accordance with the Legal Agreements. As at 31st March 2003 these amounted to a total of some £21.5 million, paid from the first and second year donations. The minimal funds accumulated as residual income will be distributed as grants prior to the anticipated final closure of Children's Promise in 2005.

Children's Promise continued to benefit from operating overheads paid for by gifts in kind. Where an equivalent financial value of these gifts has been assessed it is shown within the financial statements. The Trustees would particularly like to thank Marks & Spencer and PricewaterhouseCoopers for the continuing support they have provided to Children's Promise. In addition the administration has also benefited from project support provided by NCH and computer facilities provided by ChildLine; the Trustees are most grateful for this ongoing support from two of the beneficiary charities.

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Children's Promise Trustees' Report for the year ended 31st March 2003 (continued)

Future plans

As reported previously, the Trustees have determined that no further public appeals will be made on behalf of Children's Promise and the Charity's activities have diminished considerably as a result of the wind-down of the charity.

The Trustees, therefore, anticipate that dissolution of Children's Promise will be initiated in September 2004, to enable formal closure to take place in 2005 as was originally intended in the Legal Agreements.

Trustees' responsibilities

The Companies Act 1995 requires Trustees to prepare financial statements that give a true and fair view of the state of affairs of the Charity, and of the resources received and expended by Children's Promise for its financial year.

The Trustees confirm that suitable accounting policies have been used and applied consistently, and reasonable and prudent judgements and estimates have been made in the preparation of the accounts for the year ended March 31st 2003.

The Trustees also confirm that applicable accounting standards have been followed and that it is appropriate for the financial statements to be prepared on the going concern basis.

The Trustees are responsible for keeping proper accounting records, for safeguarding the assets of Children's Promise and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Children's Promise Trustees' Report for the year ended 31st March 2003 (continued)

Auditors

Following the conversion of the Charity's auditors, PricewaterhouseCoopers, to Limited Liability Partnership ("LLP") from 1 January 2003, PricewaterhouseCoopers resigned on 29 January 2003 and the Trustees appointed its successor, PricewaterhouseCoopers LLP, as auditors to fill the casual vacancy. Children's Promise has passed elective resolutions to dispense with holding annual general meetings, the laying of accounts before the Company in general meeting and the appointment of auditors annually. Accordingly, the auditors, PricewaterhouseCoopers LLP, will be deemed to have been reappointed at the end of the period of 28 days beginning with the day on which copies of this report and accounts are sent to members unless a resolution is passed under section 393 of the Companies Act 1985 to the effect that their appointment be brought to an end.

By order of the Board

Robert-Ivens

Company Secretary

ു() January 2004

Children's Promise

Consolidated Statement of Financial Activities (incorporating an income and expenditure account), for the year ended 31 March 2003

	Notes	Restricted Funds -Charitable Grants	Restricted Funds -Operational	Unrestricted Funds	Total Funds	Total Funds
					Year to 31.3.03	Year to 31.3.02
Income and expenditure		£000	£000	£000	£000	£000
Incoming resources						
Activities to generate funds Donations & gifts	2	4	10	0	14	409
Investment income	3	•	-	4	4	15
Total incoming resources	- -	4	10	4	18	424
Resources expended						
Costs of generating funds Fundraising & publicity	4	-	-	-	-	224
Direct charitable expenditure Grants Management & administration	5 6	-	10	- 27	- 37	623 66
Total resources expended	-	0	10	27	37	913
Net (expenditure) / income for the year		4	-	(23)	(19)	(489)
Funds brought forward		-	-	278	278	767
Funds balance at 31 March 2003	<u>-</u>	4		255	259	278

All of the Charity's income and expenditure is derived from continuing activities, commenced in previous accounting periods.

The Group has no recognised gains and losses other than those shown above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the net movement in funds stated above, and its historical cost equivalent.

Balance Sheet at 31 March 2003

Creditors: amounts falling due within 1 year

Net Assets

Group Group Charity Charity 2003 2002 2003 2002 £000 £000 £000 £000 Note **Fixed Assets** Investment in subsidiary undertaking 9 **Current Assets Debtors** 5 5 10 5 5 Cash 844 334 329 839

339

(80)

259

849

(571)

278

334

(75)

259

844

(566)

278

Funds					
Unrestricted funds		255	278	255	278
Restricted funds	12	4	-	4	-
Total Funds		259	278	259	278

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For the year ended March 31st 2003. Children's Promise was entitled to exemption under section 249A(1) of the Companies Act 1985. Members have not required Children's Promise to obtain an audit in accordance with section 249B(2) of the Companies Act 1985. The Trustees acknowledge their responsibility for:

- ensuring Children's Promise keeps accounting records which comply with section 221; and
- preparing accounts which give a true and fair view of the state of affairs of Children's Promise as at the end
 of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of
 section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts,
 so far as applicable to Children's Promise.

The accounts have been prepared in accordance with the special provisions in Part VII of the Companies Act 1985 relating to small companies.

The financial statements on pages 10 to 21 were approved by the Trustees on 30 January 2004 and were signed on their behalf by:

Trustee

Consolidated cash flow statement, for the year ended 31 March 2003

	2003 £000	2003 £000	2002 £000	2002 £000
Cash flow from operating activities				
Net (outgoing) / incoming resources	(19)		(489)	
Investment income	(4)		(15)	
Decrease in debtors	-		443	
Increase / (Decrease) in creditors	(491)		140	
Net cash (outflow) / inflow from operating activities		(514)		79
Returns on investments and servicing of finance				
Investment income received	4		15	
Net cash inflow				
from returns on investments and servicing of finance		4		15
Capital expenditure and financial investment Purchase of deposits Sale of deposits	-		-	
Net cash inflow from capital expenditure and financial investment		-		-
Increase / (Decrease) in cash	_	(510)	<u>-</u>	94
Analysis of changes in net funds		£000 2003		£000 2002
Francis at 21 March 2002				750
Funds at 31 March 2002 Increase / (Decrease) in cash in the year		844 (510)		94
Funds at 31 March 2003		334		844

Notes to the Financial Statements, for the year ended 31 March 2003

1 Principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards and law in the United Kingdom and the Statement of Recommended Practice on Accounting and Reporting by Charities ("SORP"), issued in October 2000. A summary of the principal accounting policies, which have been applied consistently, is set out below.

Basis of accounting

The financial statements have been prepared in accordance with the historical cost convention.

Basis of consolidation

The consolidated financial statements comprise the Charity and its subsidiary undertaking, Children's Promise Trading Limited.

The assets and liabilities of the subsidiary undertaking are combined with those of the Charity in the consolidated balance sheet on a line by line basis.

Fund accounting

Restricted Funds comprise donations to the charity which are subject to conditions imposed by the donors.

Unrestricted Funds comprise monies which may be used to meet the objectives of the Charity at the discretion of the Trustees.

Donations

Donations are included in the consolidated statement of financial activities on a cash received basis or where they are assured with certainty as receivable at the balance sheet date.

Donated services and gifts in kind

The value of donated services and gifts in kind provided to the Charity is recognised in the consolidated statement of financial activities at their value to the Charity, as determined by the Trustees, in the period in which they are receivable, and where the benefit is both quantifiable and material.

Gift in kind items have been included in the financial statements as both incoming and outgoing resources.

Investment income and interest receivable

Investment income and interest receivable are included in the consolidated statement of financial activities on an accruals basis.

Notes to the Financial Statements, for the year ended 31 March 2003 (continued)

1 Principal accounting policies (continued)

Expenditure

Direct charitable expenditure comprises direct expenses incurred on the defined charitable purposes of the Charity, including grants payable.

Fundraising and publicity costs comprise expenditure incurred in raising and processing donations received. It also includes an appropriate allocation of support costs.

Management and administration costs include expenditure on general administration, management and compliance with constitutional and statutory requirements. It also includes staff costs incurred in administering the charity.

Overhead costs have been allocated to the expense categories on the basis of time incurred on these activities.

Grants payable

Grants payable are recognised in full in the period in which they are agreed and communicated to the recipient, irrespective of the period that the grant is for. This is the point at which the charity has an obligation, legal or constructive, to meet this expenditure. Grants are not dependent on any conditions being met by the recipient.

Investments

Investments in subsidiary undertakings are stated at cost less any provision for permanent diminution in value.

Current asset investments are stated at the lower of cost and net realisable value.

Taxation

The Charity is a registered charity and accordingly is exempt from direct taxation on its charitable activities. Indirect taxation suffered, including irrecoverable VAT, is included in the expenditure to which it relates.

Notes to the Financial Statements, for the year ended 31 March 2003 (continued)

2 Donations and gifts

2 Donations and girts				
	Funds	Funds	Funds	Funds
	-Charitable	-Charitable	-Operational	-Operational
	Grants	Grants	•	•
	2003	2002	2003	2002
	2005	2002	2005	2002
	£000	£000	£000	£000
Restricted monetary donations				
- Payroll Giving	4	79		
- Donations via Marks & Spencer	-	-		
- Public giving	-	2		
- Golden Envelope	-	-	•	
- Telephone & internet donations	-	-		
- Other giving	-	-		
- Gift Aid	-	-		
	4	81		
			10	1.0
Donated services and gifts in kind	-	-	10	16
	4	81	10	16

The donated services and gifts in kind referred to above were applied to the activities of the Charity as follows:

	2003 £000	2002 £000
Staff Costs	8	8
Audit Services	1	4
Premises & Systems Costs	1	4
Accounting Software Implementation		
	10	. 16

Included in the above table are Gift in Kind contributions received from Marks and Spencer plc, to the value of £6k (2002: £6k), all of which was provided for Staff Costs (2002: £6k).

In addition NCH provided project management support valued at £2k (2002: £2k), ChildLine provided office and systems support valued at £1k (2002: £4k), and PricewaterhouseCoopers LLP provided advice valued at £1k (2002: £4k).

Notes to the Financial Statements, for the year ended 31 March 2003 (continued)

3 Investment income

	Restricted Funds 2003 £000	Unrestricted Funds 2003 £000	Total 2003 £000	Total 2002 £000
Investment deposit interest Bank current account interest	- -	4	4	15

4 Costs of generating funds

	Monetary Expenditure	Donated services and Gifts in kind	Total	Total
	2003	2003	2003	2002
	£000	£000	£000	£000
Fundraising and publicity				
Advertising & public relations	-	-	-	222
Publications	-	-	-	-
Staff costs	•	-	-	2
Other	-	-	-	-
Premises				
•		_	_	224

5 Direct charitable expenditure

	2003	2002
	£000	£000
Grants payable to Institutions		
Barnardos	-	89
ChildLine	-	89
BBC Children in Need	-	89
The Children's Society	-	89
Comic Relief	-	89
NCH Action for Children	-	89
NSPCC	-	89
Total		623

Notes to the Financial Statements, for the year ended 31 March 2003 (continued)

6 Management and administration of fund

	Monetary Expenditure	Donated services and Gifts in Kind	Total	Total
	2003	2003	2003	2002
	£000	0003	£000	£000
Staff costs	20	8	28	37
Agency & other support costs	-	-	-	-
Advisory services	-	-	-	9
Audit services	-	1	1	7
Legal & professional costs	7	-	7	9
Premises costs	-	1	1	4
Software package and training			<u> </u>	
•	27	10	37	66

7 Staff costs

Children's Promise and its subsidiary do not employ any staff directly.

Staff costs of the Charity during the period were as follows:

	2003	2002
	£000	£000
Wages and salaries	20	31
Social security costs	-	-
Total	20	31
Staff costs, analysed by function,	were as follows:	
	2003	2002
		2002
	£000	£002
Fundraising and Publicity	£000	
Fundraising and Publicity Management and Administration	£000	

In addition to these costs, Children's Promise has benefited from the services of professional staff employed by NCH and by Marks & Spencer. These are shown in Note 6 above.

Notes to the Financial Statements, for the year ended 31 March 2003 (continued)

8 Trustees

No Trustee received remuneration in respect of their services to Children's Promise during the year, nor did they receive any reimbursement of expenses. The independent Trustees are included in the Directors and Officers indemnity policy covering Marks & Spencer group companies, at a negligible marginal cost. The Trustees appointed by Marks & Spencer are already covered by this policy in the course of their normal duties.

9 Investment in subsidiary undertaking and Share Capital

Children's Promise Trading Limited was incorporated in the UK on the 26 November 1999. On this date Children's Promise acquired 100% of the voting rights and ordinary share capital of Children's Promise Trading Limited.

	Group £	Charity £
Cost at 31 March 2003	<u>.</u>	_ 2

The ordinary share capital of Children's Promise Trading Limited has the following features:

- (i) No rights to dividends other than those that may be recommended by the directors;
- (ii) No redemption rights;
- (iii) Unlimited right to share in the surplus remaining on a winding up after all liabilities and participation rights of other classes of shares have been satisfied;
- (iv) One vote per share.

Children's Promise Trading Limited's main activity is the collection of royalties due on Children's Promise branded merchandise and other income due in relation to Commercial Participator Agreements set up between Children's Promise and third parties. The subsidiary covenanted 100% of its taxable profits to the Charity.

10 Debtors

	Group 2003 £000	Group 2002 £000	Charity 2003 £000	Charity 2002 £000
Accrued income Amounts due from subsidiary undertaking	5	5	5	5
	3			

Notes to the Financial Statements, for the year ended 31 March 2003 (continued)

11 Creditors: amounts falling due within one year

	Group 2003 £000	Group 2002 £000	Charity 2003 £000	Charity 2002 £000
Trade creditors	0	3	0	3
Grants payable	2	518	2	518
Accruals	60	32	60	32
VAT payable	18	18	13	13
	80	571	75	566

12 Restricted Funds

Charitable grant

All monies received by the Charity (other than retained investment income) are restricted in that a commitment has been made to pay 100% of funds received to the seven participating charities in the form of grants, over an agreed period of time.

Operational

Items included within this fund relate to donated and honorary services provided to the Charity during the year.

13 Related party transactions

The Trustees consider Marks & Spencer, NMEC, the directors themselves, and the seven participating charities to be related parties. As detailed in the Trustees Report, the Charity adopted revised Articles on 7th June 2001 to reflect the withdrawal of NMEC, after which the two Trustees originally appointed by NMEC agreed to remain as Trustees in an independent capacity.

The Trustees confirm that no transactions occurred between themselves and the Group during the period.

Details of transactions between the named related parties are referred to in Note 2 to the financial statements.

The registered offices of these organisations are:

Marks and Spencer p.l.c. Michael House Baker Street London W1U 8EP

Notes to the Financial Statements, for the year ended 31 March 2003 (continued)

13 Related Party Transactions (continued)

New Millennium Experience Company (in members' voluntary solvent liquidation) c/o KPMG 8 Salisbury Square London EC4Y 8BB

Children's Promise and Children's Promise Trading Limited Michael House Baker Street London W1U 8EP

The registered offices of the partnership charities are:

Barnardos Tanner's Lane Barkingside Ilford Essex IG6 1QG

BBC Children in Need PO76 London W6 SF

ChildLine 45 Folgate Street London

El 6GL

The Children's Society Edward Rudolf House Margery Street London WC1X 0JL

Working with the following two organisations in Scotland and Northern Ireland:

Aberlour Child Care Trust 36 Park Terrace Stirling FK8 2JR

EXTERN Graham House 1-5 Albert Square Belfast BT1 3EQ

Notes to the Financial Statements, for the year ended 31 March 2003 (continued)

13 Related Party Transactions (continued)

Comic Relief 5th Floor 89 Albert Embankment London SE1 7TP

NCH Action for Children 85 Highbury Park London N5 1UB

NSPCC National Centre 42 Curtain Road London EC2A 3NH

Working with the following organisation in Scotland:

Children 1st 41 Polwarth Terrace Edinburgh EH11 1NU