Registered Charity Registered Company No. 1073761 No. 3664126

Report and Financial Statements for the year ended 31st March 2005

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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

Niels de Vos

Appointed 3rd November 1998

Edward Williams

Appointed 5th August 2002

Company Secretary

Robert Ivens

Principal Office

Waterside House 35 North Wharf Road

London W2 1NW

Registered Office

Waterside House 35 North Wharf Road

London W2 1NW

Solicitors

Bates, Wells & Braithwaite 138 Cheapside House London

EC2V 6BB

Bankers

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 2005

The Trustees of Children's Promise, who are also Directors for Companies Act purposes, present this report and financial statements for the period from 1st April 2004 to 31st March 2005.

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 plc ("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 relationship between Marks & Spencer, NMEC, the participating charities and Children's Promise itself, including the distribution process for the charitable grants, is governed by formal legal documents ("the Legal Agreements"). 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 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 initial five-year plans submitted by the participating charities - that would not otherwise have been possible from the existing resources of the charities. Subsequent to the distribution of grants, the Trustees' main role has been to monitor the deployment of the grants against the plans submitted by the seven charities, until 2005 as required by the Legal Agreements.

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 last millennium. A second, more limited, appeal attracted further public donations in the first year of the new millennium. Since the second appeal there has been no active fundraising campaign in operation, although very small amounts of residual donations from the two appeals have continued to appear. The Trustees wish once again to record their gratitude to those who have contributed so generously to Children's Promise.

Grant making policy and distribution of appeal funds

All charitable grants from Children's Promise are defined by 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 charitable grants

of an equal redistribution of the full funds raised by public donations in response to the appeals. Final

charitable grants from the public appeal proceeds, other than subsequent small residual amounts, were

distributed in March 2002.

Reserve policy

As previously reported, Marks & Spencer set up separate financial resources to cover the operational costs

of Children's Promise over the five year period of the plans submitted by the beneficiary charities. The

Trustees had agreed the dissolution of the Children's Promise companies to enable formal closure of the

Charity at the end of 2005, and had therefore retained only a small contingency reserve in the operating

fund, at a prudent level to cover final administrative and advisory costs.

Risk review

The Trustees consider that, following distribution of the final charitable 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 sufficient to minimise any administrative risks that may remain.

Investments

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

Group structure

The Children's Promise company 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.

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Governance

Children's Promise is registered as a Charity, number 1073761, with the Charity Commission for England and Wales. Children's Promise is also registered as a company limited by guarantee, number 3664126, incorporated in the United Kingdom on November 3rd 1998. 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.

Trustees during the period

Clara Freeman (Chair) originally appointed by Marks & Spencer

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

At the inception of Children's Promise 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 subsequently appointed by Marks & Spencer, following the withdrawal of an original Trustee. There are no restrictions to the period of office.

Review of activities

Subsequent to the two appeals and the distribution of grants, the Trustees' main activity, as required by the Legal Agreements, has been to review until 2005 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.

As previously announced, the seven beneficiary charities have notified to the Trustees that they wish to continue the Children's Promise charity from 2006, as they are entitled to do under the Legal Agreements. This will entail a transfer of the administration of Children's Promise and the appointment of a new set of Trustees. During 2005 work has been carried out on the practical aspects of this transfer and the various legal, accounting and administrative issues involved, and it has been agreed in principle that completion of the transfer of the charity should take place around March 2006, following publication of this report.

Review of activities (continued)

Throughout the period of these accounts Marks & Spencer has continued to provide office facilities at its head office in Paddington when needed. The accounting data has been held on a secure computing system at ChildLine's head office in the City of London and is available as required for updating and reporting. The Trustees consider that these arrangements have been appropriate and satisfactory, given the impending transfer of Children's Promise to office accommodation to be provided by the seven beneficiary charities..

Review of transactions and financial position

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 2005 these amounted to a total of some £21.7 million, paid from the two public donations and a final donation from the Trustees. Since the initial appeal all direct administration costs of the Children's Promise appeals have been met from a separate Operating Fund made available by Marks and Spencer.

Children's Promise received donations amounting to some sixteen thousand pounds during the period. A very small amount of residual donations continue to be received.

Children's Promise has 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 support they have provided to Children's Promise. In addition the administration has also benefited from support provided by NCH and computer facilities provided by ChildLine; the Trustees are most grateful for this support from two of the beneficiary charities.

Future plans

As reported previously, the current Trustees had determined that no further public appeals will be made on behalf of Children's Promise and had therefore agreed that formal dissolution (whether by liquidation or otherwise) of Children's Promise would take place at the end of 2005, as was originally envisaged in the Legal Agreements.

However as the beneficiary charities now wish to continue Children's Promise themselves, as mentioned above, it is the intention of the current Trustees to resign at an appropriate time to enable the appointment of a new set of Trustees by the beneficiary charities.

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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 31st March 2005. The Trustees also confirm that applicable accounting standards have

been followed and that it is appropriate for 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.

Advisors

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

Auditors

Children's Promise has passed resolutions, under sections 252, 366A and 386 of the Companies Act 1985,

to dispense with the requirements to lay accounts and reports before the Company in general meeting, to

hold annual general meetings and to reappoint auditors annually.

By order of the Board

Robert Ivens

Company Secretary

March 2006

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Consolidated Statement of Financial Activities (incorporating an income and expenditure account), for the year ended 31st March 2005

	Notes	Restricted Funds -Charitable Grants	Restricted Funds -Operational	Unrestricted Funds	Total Funds Year to	Total Funds Year to
					31.3.05	31.3.04
Income and expenditure		£000	£000	£000	£000	£000
Incoming resources						
Activities to generate funds Donations & gifts	2	14	6	2	22	8
Investment income	3	-	-	-	-	2
Total incoming resources	-	14	6	2	22	10
Resources expended						
Costs of generating funds Fundraising & publicity	4	-	-	-	-	-
Direct charitable expenditure Grants Management & administration	5 6	12	- 6	- 14	12 20	221 24
Total resources expended	-	12	6	14	32	245
Net (expenditure) / income for the year		2	-	(12)	(10)	(235)
Funds brought forward		6	-	18	24	259
Funds balance at 31st March 2005		8		6	14	24

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 31st March 2005		Group	Group	Charity	Charity
		2005	2004	2005	2004
	Note	£000	£000	£000	£000
Fixed Assets					
Investment in subsidiary undertaking	9	-	-	-	-
Current Assets					
Debtors	10	1	1	1	1
Cash		31	45	31	45
		32	46	32	46
Creditors: amounts falling due within 1 year	11	(18)	(22)	(18)	(22)
Net Assets		14	24	14	24
Funds					
Unrestricted funds		6	18	6	18
Restricted funds	12	8	6	86	6
Total Funds		14	24	14	24

For the year ended 31st March 2005. 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 March 2006 and were signed on their behalf by:

Trustee

Consolidated cash flow statement, for the year ended 31st March 2005

	2005 £000	2005 £000	2004 £000	2004 £000
Cash flow from operating activities				
Net (outgoing) / incoming resources	(10)		(235)	
Investment income	-		(2)	
Decrease in debtors	-		4	
Increase / (Decrease) in creditors	(4)		(58)	
Net cash (outflow) / inflow from operating activities		(14)		(291)
Returns on investments and servicing of finance				
Investment income received			2	
Net cash inflow from returns on investments and servicing of finance	12.50	(14)		2
Capital expenditure and financial investment				
Purchase of deposits	_		_	
Sale of deposits	-		+	
Net cash inflow from capital expenditure and financial investment		-		-
Increase / (Decrease) in cash		(14)		(280)
increase / (Decrease) in cash	_	(14)		(289)
Analysis of changes in net funds		£000		£000
		2005		2004
Funds at 31st March 2004		45		334
Increase / (Decrease) in cash in the year		(14)		(289)
Funds at 31st March 2005	_	31		45

Notes to the Financial Statements, for the year ended 31st March 2005

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 31st March 2005 (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 any irrecoverable VAT, is included in the expenditure to which it relates.

Notes to the Financial Statements, for the year ended 31st March 2005 (continued)

2 Donations and gifts

	Funds -Charitable Grants	Funds -Charitable Grants	Funds -Operational	Funds -Operational
	2005	2004	2005	2004
	£000	£000	£000	£000
Restricted monetary donations - Payroll Giving	16	1		
Donations via Marks & SpencerPublic giving	-	1		
Golden EnvelopeTelephone & internet donations	-	-		
- Other giving - Gift Aid	-	-		
	16	2		
Donated services and gifts in kind	-	-	6	6
	16	2	6	6

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

	2005 £000	2004 £000
Staff Costs	6	6
Audit Services	-	-
Premises & Systems Costs	-	-
Accounting Software Implementation		
	6	6

Included in the above table are Gift in Kind contributions received from Marks and Spencer plc, to the value of £6k (2004: £6k), all of which was provided for Staff Costs (2004: £6k.)

Notes to the Financial Statements, for the year ended 31st March 2005 (continued)

3 Investment income

	Restricted Funds 2005 £000	Unrestricted Funds 2005 £000	Total 2005 £000	Total 2004 £000
Investment deposit interest Bank current account interest	-	-	-	2

4 Costs of generating funds

	Monetary Expenditure	Donated services and Gifts in kind	Total	Total
	2005	2005	2005	2004
	£000	£000	£000	£000
Fundraising and publicity				
Advertising & public relations	-	-	-	-
Publications	*	-	-	-
Staff costs	-	-	-	-
Other	-	-	-	-
Premises				

5 Direct charitable expenditure

	2005	2004
	£000	£000
Grants payable to Institutions		
Barnardos		32
ChildLine		32
BBC Children in Need	12	32
The Children's Society		32
Comic Relief		32
NCH Action for Children		32
NSPCC		32
Total	12	221

Notes to the Financial Statements, for the year ended 31st March 2005 (continued)

6 Management and administration of fund

	Monetary Expenditure	Donated services and Gifts in Kind	Total	Total
	2005	2005	2005	2004
	£000	£000	£000	£000
Staff costs	12	6	18	19
Audit services	-	-	-	-
Legal & professional costs	2	-	2	3
Premises costs		-	-	-
Other costs				2
	14	6	20	24

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:

	2005 £000	2004 £000
Wages and salaries	12	13
Social security costs	-	-
Total	12	13
Staff costs, analysed by function, v	vere as follows:	
	2005	2004
	£000	£000
Fundraising and Publicity	<u></u>	_
Management and Administration	12	13
Total	12	13

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

Notes to the Financial Statements, for the year ended 31st March 2005 (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 31st March 2005		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 2005 £000	Group 2004 £000	Charity 2005 £000	Charity 2004 £000
Accrued income Amounts due from subsidiary undertaking	1	1	1	1
	-	-	-	-
	1	1	1	1

Notes to the Financial Statements, for the year ended 31st March 2005 (continued)

11 Creditors: amounts falling due within one year

	Group 2005 £000	Group 2004 £000	Charity 2005 £000	Charity 2004 £000
Trade creditors	-	-	-	-
Grants payable Accruals	18	2 20	18	2 20
VAT payable	-	-	-	-
	18	22	18	22

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 as follows:

Notes to the Financial Statements, for the year ended 31st March 2005 (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 Waterside House 35 North Wharf Road London W2 1NW

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 E1 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 31st March 2005 (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