

CHILDREN'S PROMISE

Registered Charity No. 1073761
Registered Company No. 3664126

Report and Financial Statements
for the year ended 31st March 2004



CHILDREN'S PROMISE

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CHILDREN'S PROMISE

Legal and Administrative Information

Trustees

Clara Freeman (Chair)	Appointed 3 rd November 1998
Dame Margaret Booth	Appointed 22 nd June 1999
Liam Kane	Appointed 3 rd November 1998
Niels de Vos	Appointed 3 rd November 1998
Edward Williams	Appointed 5 th 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

Bankers

HSBC Bank plc
27 – 32 Poultry
London
EC2P 2BX

Auditors

PricewaterhouseCoopers LLP
1 Embankment Place
London
WC2N 6RH

CHILDREN'S PROMISE

Trustees' Report for the year ended 31st March 2004

The Trustees of Children's Promise, who are also Directors for Companies Act purposes, present this report and financial statements for the year from 1st April 2003 to 31st March 2004.

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 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. Subsequent to the distribution of grants, the Trustees' main role is 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 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 recent financial years 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.

Grant making policy

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 - receive an equal share of the funds raised by public donations in response to the appeals. All public donations received from the appeals are redistributed in full to these seven children's charities as charitable grants.

Distribution of appeal funds

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 have agreed that dissolution of the Children's Promise companies enabling formal closure of the Charity is likely to take place in 2005, and have therefore determined that only a contingency reserve, to cover final administrative and advisory costs, is needed.

This reserve will support the monitoring of the five-year plans, the management of the Charity's statutory duties, a final distribution of any minimal residual income and the eventual closure of the Charity. The Trustees are satisfied that the available balance of the operating funds remaining will cover these administrative costs of Children's Promise until the end of the five-year plans in 2005.

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.

Advisors

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

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. 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
Dame Margaret Booth	originally appointed by participating Charities
Liam Kane	originally appointed by NMEC
Niels de Vos	originally appointed by NMEC
Edward Williams	appointed 5 th 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' main activity 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 defined by the Legal Agreements.

In the report for the year ended 31st March 2003, it was mentioned that following the unexpected move of ChildLine's offices to a new location, new arrangements for the administration of Children's Promise were required. Subsequently the operational files required for Children's Promise were relocated to the Legal function at Marks & Spencer, where office facilities have been made available to the part-time manager as required. In August 2004 a further office move was necessary when Marks & Spencer relocated its offices from Baker Street to Paddington. As previously reported, the accounting data has been re-installed on a secure computing system at ChildLine's new Head Office and is available to us as required for updating and reporting.

The Trustees consider that these arrangements are appropriate and satisfactory, given the impending closure of Children's Promise and the unjustifiable costs of separate office accommodation.

Review of transactions and financial position

Children's Promise received donations amounting to some two thousand pounds during the period, all of which came as residual income from the original appeals. A very 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 2004 these amounted to a total of some £21.5 million, paid from the first and second year donations.

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 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.

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. The Trustees had also agreed to *initiate dissolution of the Children's Promise companies at the end of 2004, to enable formal closure of the Children's Promise charity in 2005 as originally planned.* With the agreement of Marks and Spencer, the Trustees took a decision in principle to make *ex gratia* donations of any unused final balance of the Operating Fund to the seven beneficiary charities.

for the year ended 31st March 2004 (continued)

In early 2004 therefore the Trustees determined that *ex gratia* payments from the Operating Fund balance, of £30,000 each, could prudently be made immediately to each charity, rather than waiting until the final closure of the Charity. The Trustees did not wish to be restrictive as to the purpose of these charitable payments, other than that they should be used broadly in accordance with the philosophy of the plan each charity submitted for the original charitable Appeal.

A small contingency fund, to cover final administrative and advisory costs has been retained at a prudent level. Any unused balance from this final reserve will also be distributed, together with any residual appeal income that may have been received. However we expect that any such payments will now be minimal.

Future plans

As reported previously, the Trustees have determined that no further public appeals will be made on behalf of Children's Promise and as a result the Charity's activities have diminished considerably as a result of the wind-down of the charity, enabling formal closure to take place in 2005 as was originally anticipated in the Legal Agreements.

However in November 2004 the seven beneficiary charities indicated to the Trustees that they wished to continue Children's Promise themselves, after the completion of their five year plans, as they are entitled to do under the Legal Agreements. It has been agreed in principle that completion of the transfer of the charity should take place on 31st March 2005. Work to determine the practical aspects of this transfer is currently being carried out.

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 2004.

Children's Promise
Trustees' Report
for the year ended 31st March 2004 (continued)


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.

Auditors

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

A handwritten signature in dark ink, appearing to read 'R. Ivens', is written over a horizontal line.

Robert Ivens
Company Secretary

26th January 2005

Children's Promise

Consolidated Statement of Financial Activities (incorporating an income and expenditure account), for the year ended 31 March 2004

	Notes	Restricted Funds -Charitable Grants	Restricted Funds -Operational	Unrestricted Funds	Total Funds Year to 31.3.04	Total Funds Year to 31.3.03
Income and expenditure		£000	£000	£000	£000	£000
Incoming resources						
<i>Activities to generate funds</i>						
Donations & gifts	2	2	6	0	8	14
Investment income	3	-	-	2	2	4
Total incoming resources		2	6	2	10	18
Resources expended						
<i>Costs of generating funds</i>						
Fundraising & publicity	4	-	-	-	-	-
<i>Direct charitable expenditure</i>						
Grants	5	-	-	221	221	-
Management & administration	6	-	6	18	24	37
Total resources expended		0	6	239	245	37
Net (expenditure) / income for the year		2	-	(237)	(235)	(19)
Funds brought forward		4	-	255	259	278
Funds balance at 31 March 2004		6	-	18	24	259

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.

Children's Promise

Balance Sheet at 31 March 2004

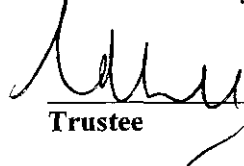
		Group 2004 £000	Group 2003 £000	Charity 2004 £000	Charity 2003 £000
	Note				
Fixed Assets					
Investment in subsidiary undertaking	9	-	-	-	-
Current Assets					
Debtors	10	1	5	1	5
Cash		45	334	45	329
		46	339	46	334
Creditors: amounts falling due within 1 year	11	(22)	(80)	(22)	(75)
Net Assets		<u>24</u>	<u>259</u>	<u>24</u>	<u>259</u>
Funds					
Unrestricted funds		18	255	18	255
Restricted funds	12	6	4	6	4
Total Funds		<u>24</u>	<u>259</u>	<u>24</u>	<u>259</u>

For the year ended March 31st 2004 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 28th January 2004 and were signed on their behalf by:


Trustee

Children's Promise

Consolidated cash flow statement, for the year ended 31 March 2004

	2004 £000	2004 £000	2003 £000	2003 £000
Cash flow from operating activities				
Net (outgoing) / incoming resources	(235)		(19)	
Investment income	(2)		(4)	
Decrease in debtors	4		-	
Increase / (Decrease) in creditors	(58)		(491)	
Net cash (outflow) / inflow from operating activities		(291)		(514)
Returns on investments and servicing of finance				
Investment income received	2		4	
Net cash inflow from returns on investments and servicing of finance		2		4
Capital expenditure and financial investment				
Purchase of deposits	-		-	
Sale of deposits	-		-	
Net cash inflow from capital expenditure and financial investment		-		-
Increase / (Decrease) in cash		(289)		(510)
Analysis of changes in net funds		£000		£000
		2004		2003
Funds at 31 March 2003		334		844
Increase / (Decrease) in cash in the year		(289)		(510)
Funds at 31 March 2004		45		334

Children's Promise

Notes to the Financial Statements, for the year ended 31 March 2004

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.

Children's Promise

Notes to the Financial Statements, for the year ended 31 March 2004 (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.

Children's Promise

Notes to the Financial Statements, for the year ended 31 March 2004 (continued)

2 Donations and gifts

	Funds -Charitable Grants 2004 £000	Funds -Charitable Grants 2003 £000	Funds -Operational 2004 £000	Funds -Operational 2003 £000
Restricted monetary donations				
- Payroll Giving	1	4		
- Donations via Marks & Spencer	-	-		
- Public giving	1	-		
- Golden Envelope	-	-		
- Telephone & internet donations	-	-		
- Other giving	-	-		
- Gift Aid	-	-		
	<u>2</u>	<u>4</u>		
Donated services and gifts in kind	-	-	6	10
	<u>2</u>	<u>4</u>	<u>6</u>	<u>10</u>

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

	2004 £000	2003 £000
Staff Costs	6	8
Audit Services	-	1
Premises & Systems Costs	-	1
Accounting Software Implementation	-	-
	<u>6</u>	<u>10</u>

Included in the above table are Gift in Kind contributions received from Marks and Spencer plc, to the value of £6k (2003: £6k), all of which was provided for Staff Costs (2003: £6k). In addition, in 2003 NCH provided project management valued at £2k, ChildLine provided office facilities valued at £1k, and PricewaterhouseCoopers LLP provided advice valued at £1k.

Children's Promise

Notes to the Financial Statements, for the year ended 31 March 2004 (continued)

3 Investment income

	Restricted Funds 2004 £000	Unrestricted Funds 2004 £000	Total 2004 £000	Total 2003 £000
Investment deposit interest	-	-	-	-
Bank current account interest	-	2	2	4
	<u>-</u>	<u>2</u>	<u>2</u>	<u>4</u>

4 Costs of generating funds

	Monetary Expenditure 2004 £000	Donated services and Gifts in kind 2004 £000	Total 2004 £000	Total 2003 £000
<i>Fundraising and publicity</i>				
Advertising & public relations	-	-	-	-
Publications	-	-	-	-
Staff costs	-	-	-	-
Other	-	-	-	-
Premises	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

5 Direct charitable expenditure

	2004 £000	2003 £000
<i>Grants payable to Institutions</i>		
Barnardos	32	-
ChildLine	32	-
BBC Children in Need	32	-
The Children's Society	32	-
Comic Relief	32	-
NCH Action for Children	32	-
NSPCC	32	-
	<u>221</u>	<u>-</u>
Total	221	-

Children's Promise

Notes to the Financial Statements, for the year ended 31 March 2004 (continued)

6 Management and administration of fund

	Monetary Expenditure	Donated services and Gifts in Kind	Total	Total
	2004 £000	2004 £000	2004 £000	2003 £000
Staff costs	13	6	19	28
Audit services	-	-	-	1
Legal & professional costs	3	-	3	7
Premises costs	-	-	-	1
Other costs	2	-	2	-
	<u>18</u>	<u>6</u>	<u>24</u>	<u>37</u>

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:

	2004 £000	2003 £000
Wages and salaries	13	20
Social security costs	-	-
Total	<u>13</u>	<u>20</u>

Staff costs, analysed by function, were as follows:

	2004 £000	2003 £000
Fundraising and Publicity	-	-
Management and Administration	13	20
Total	<u>13</u>	<u>20</u>

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.

Children's Promise

Notes to the Financial Statements, for the year ended 31 March 2004 (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 2004	<u>-</u>	<u>2</u>

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 2004 £000	Group 2003 £000	Charity 2004 £000	Charity 2003 £000
Accrued income	1	5	1	5
Amounts due from subsidiary undertaking	-	-	-	-
	<u>1</u>	<u>5</u>	<u>1</u>	<u>5</u>

Children's Promise

Notes to the Financial Statements, for the year ended 31 March 2004 (continued)

11 Creditors: amounts falling due within one year

	Group 2004 £000	Group 2003 £000	Charity 2004 £000	Charity 2003 £000
Trade creditors	0	0	0	0
Grants payable	2	2	2	2
Accruals	20	60	20	60
VAT payable	0	18	0	13
	<u>22</u>	<u>80</u>	<u>22</u>	<u>75</u>

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 trustees 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.
Waterside House
35 North Wharf Road
London W2 1NW

Children's Promise

Notes to the Financial Statements, for the year ended 31 March 2004 (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 partner charities are:

Barnardos
Tanner's Lane
Barkingside
Ilford
Essex IG6 1QG

BBC Children in Need
PO76
London
W6 5F

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

Children's Promise

**Notes to the Financial Statements,
for the year ended 31 March 2004 (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