

LETTER

FROM

OUR CO-FOUNDERS

WITH YOUR SUPPORT. WORLDREADER **EMERGED AS** THE GLOBAL **AUTHORITY ON MOBILE READING IN 2013**

What we accomplished at Worldreader in 2013 would not have been possible without the support of our partners, donors, and supporters. Each year, our Annual Report affords us an opportunity to thank you.

2013 was a monumental year in our growth. Each month, Worldreader provided over 200,000 children, families, and adults in 27 countries in Asia and Africa with hundreds of digital books on e-readers and thousands of digital books on inexpensive phones. As a result, the children, families, and adults whom we serve have read 990,034 digital books in 2013.

Because of your support, our geographic reach now spans 13,000 miles, from Ghana in West Africa to the Philippine Islands, and includes significant populations in East Africa, the Indian subcontinent, and multiple countries in Asia and the Asia-Pacific region. The number of mobile reading platforms that we deliver e-books through grew exponentially, and our content library expanded to thousands of e-books and other pieces of educational content.

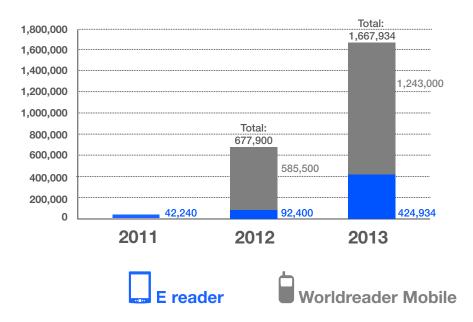
So what is in store for 2014? In two words, a lot! Later in this report you'll see information about our partnerships with The Bill & Melinda Gates Foundation to extend our work into libraries, an exciting new collaboration with the United Nations High Commission for Refugees (UNHCR) that brings us into refugee settlements, our work with Microsoft to develop a reading application for their mobile phones, and our collaboration with Airtel, one of India and Africa's most important cell-phone carriers. By the time you read our 2014 report we aim to have over 500,000 people in low-literacy countries reading books every day-something that's never been possible before, and something that will ultimately help millions improve their lives.

Thank you again, and we look forward to working together to bring books to all.

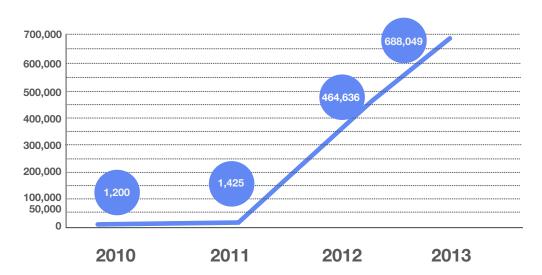
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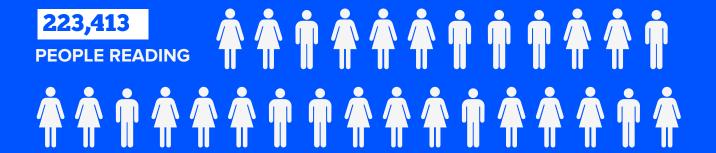


CUMULATIVE BOOKS READ



TOTAL PEOPLE READING







5,000
TOTAL BOOKS AVAILABLE
in 21 languages

990,034 BOOKS READ!







***** FINANCIALS:

85% PROGRAM SERVICES

11% MGMT AND GENERAL

4% FUNDRAISING



RESEARCH

PROJECTS SUMMARIZED

Partners: UNESCO and Nokia

Project Name: Mobile 4 Reading (M4R)





Worldreader, in partnership with Nokia and UNESCO, just completed a one-year research project that is one of the first, large-scale scientific studies of mobile reading in the developing world. The goal of this study was to understand our mobile readers and determine key success factors for mobile reading initiatives to further the advancement of literacy.

Impact Summary: Reading on mobile phones is convenient and affordable. Users are reading more and have improved attitudes toward reading.

- People primarily read on their mobile device because it is convenient and affordable
- Mobile reading increases reading
- Mobile reading reinforces positive attitudes toward reading and reverses negative attitudes toward reading

Partner: USAID, World Vision, and AusAID Project: iREAD 2/ All Children Reading (ACR)

Last year, USAID, in concert with World Vision and AusAID, awarded Worldreader a \$300,000 "All Children Reading: Grand Challenge for Development" Award (ACR). These funds were used to create iREAD II, which is currently underway in the Suhum and Ayensuano Districts of Ghana.





World Vision

iREAD II replicates the iREAD study but targets a younger demographic: Ghanaian primary school students in grades 1-3.

Impact Summary:

- Narrowed achievement gap between boys and girls
- Significant improvements in mother tongue oral reading fluency and listening comprehension
- Improved foundational English reading skills
- Final report to be published November 2014.

Partner: RTI International and USAID

Project: PRIMR

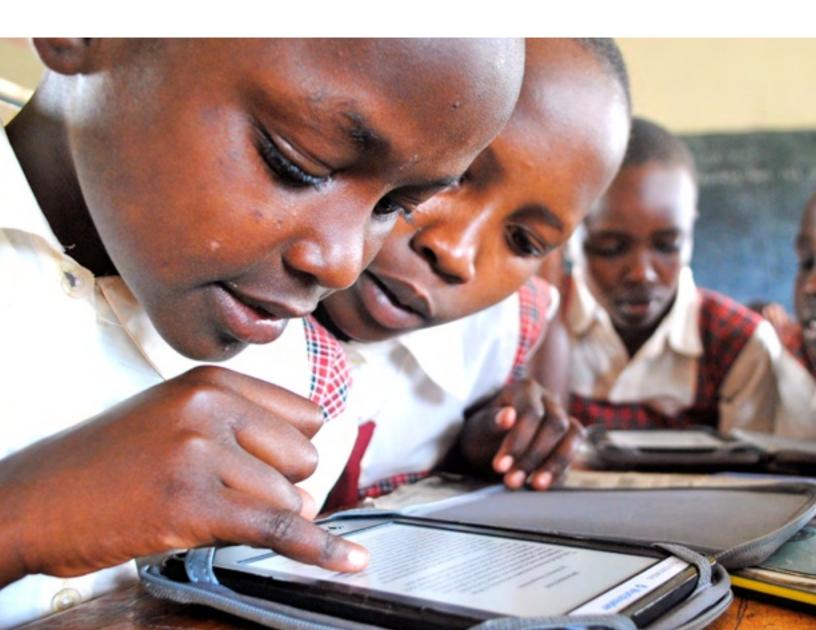




PRIMR is a study in cooperation with RTI International and USAID to assess the effectiveness of e-readers within the Primary Math and Reading (PRIMR) program in Kisumu, Kenya.

Impact Summary:

- Each child completed 8.8 e-books over a period of 1 1/2 months
- Most children participated in 9 or more days of free reading activities.
- Students were most interested in our local language
 e-books: Dholuo, followed by Kiswahili, and then English
- Less than 1% of the 1,050 devices had problems
- Worldreader students' gains in English and Kiswahili oral and reading fluency were double that of the control group



WHAT'S NEXT IN 2014



With your continued support, Worldreader looks forward to accomplishing even more in 2014. We remain committed to creating a world in which every child, and her family, will have the books they need to improve their lives. In service of this vision, our goals for 2014 include:

- Getting 500,000 people reading on digital devices like e-readers and mobile phones
- Growing our content library by 50%
- Understanding new geographies like India, where we currently have almost 50,000 readers

2014 also brings with it some exciting new projects that we will be undertaking in collaboration with partners like The Bill & Melinda Gates Foundation, United Nations High Commissioner for Refugees (UNHCR), Microsoft, and Airtel -- see below for more details about these projects.

PROJECTS SUMMARIZED

WORLDREADER BOOKS ON MICROSOFT FEATURE PHONES



Microsoft and Worldreader are collaborating on the development of a digital reading solution for mobile phones, providing current and future users all over the world with easy and convenient access to Worldreader's library of books.

Project Summary:

- Microsoft has agreed to fund the development of the Worldreader-Microsoft digital reading solution.
- The project includes building an architecture that will support multiple mobile reading clients across mobile platforms.
- These mobile clients will capture rich user data and analytics that will allow Worldreader to pursue an agile content strategy that responds to reader interests, and that will inform our knowledge of mobile reading in the developing world.

E-READER PROGRAM IN UNHCR REFUGEE SETTLEMENTS



UNHCR conducted a Global Education Review in 2011, identifying limited supply of textbooks, teaching resources, and reading materials as a significant factor negatively impacting the provision of quality education in refugee contexts.

In 2014, the United Nations High Commissioner for Refugees (UNHCR) will work with Worldreader to implement a pilot focused on addressing educational resource needs in two refugee settlements of Tanzania. Project Summary:

- This project puts 30,000 digital books in the formerly bookscarce refugee settlements of Mishamo and Katumba, in northwestern Tanzania.
- The UNHCR-Worldreader partnership affects over 2,300 students whose families fled conflicts in Burundi.
- Projects goals include increasing the number and variety of books read, reducing waiting periods for classroom material, and improving student performance on standardized reading and writing tests.

E-READERS IN LIBRARIES WITH THE SUPPORT OF THE BILL & MELINDA GATES FOUNDATION



In 2014, Worldreader, with the support of the Global Libraries Initiative at The Bill & Melinda Gates Foundation, began researching the use of e-readers in libraries in the developing countries. This project, called LEAP (Libraries E-Reading Activities Partnership) aims to support the transformation of library usage, and to expand this important segment as a key engine of future development.

The project has equipped eight libraries in rural Kenya with e-readers, providing their library patrons with instantaneous access to an immediate supply of 50,000 digital fiction, non-fiction, genre, reference books, storybooks, plus a complete set of Kenyan digital textbooks suitable for patrons of all ages.

PROMOTING DIGITAL READING ACROSS AFRICA WITH AIRTEL



Worldreader and Airtel are partnering to promote mobile reading in 17 countries: Nigeria, Zambia, Tanzania, Ghana, Malawi, Kenya, Uganda, Sierra Leone, the Seychelles, Rwanda, the Democratic Republic of the Congo, Gabon, Congo-Brazzaville, Niger, Burkina Faso, Chad, and Madagascar. This partnership brings the world's largest digital library of culturally-relevant books to millions of people throughout Africa.

In anticipation, Worldreader has developed and released the 3rd generation of its mobile phone application, Worldreader Mobile. This partnership has allowed us to create a feature-phone reading experience that dramatically expands our content library, builds distribution rights, enhances our software development, and ultimately creates an ever-stronger reading experience on an enormously important set of handsets.

RENEWABLE ENERGY TO POWER READING



With the generous support of Cynthia & Steve Hammer, Worldreader is creating partnerships with solar equipment manufacturers to support the use of renewable energy in its projects. E-readers are very efficient in their use of energy and do not require daily charging. This low power consumption makes them more suitable than most other ICT devices, for use in areas where access to electricity is limited. However, as Worldreader expands to increasingly remote regions, even biweekly or weekly charging can pose a challenge. We aim to address this challenge with the use of solar technology.

Project summary:

- Worldreader will implement a pilot project in Kenya, starting
 in July 2014, to understand how solar energy can provide
 consistently charged reading devices in urban, peri-urban, and
 rural environments, so the children and young people in our
 programs can read whenever they desire.
- As part of the pilot, Worldreader will create ways to prioritize
 the charging of reading devices, while allowing the use of
 solar power for more general purposes that will provide the
 communities with an incentive to maintain the solar equipment
 over time.
- After this pilot is concluded, Worldreader hopes to be in a
 position to impact the lives of children and young people who
 read in schools and libraries that have unreliable electricity or
 are completely unconnected to the electric grid.





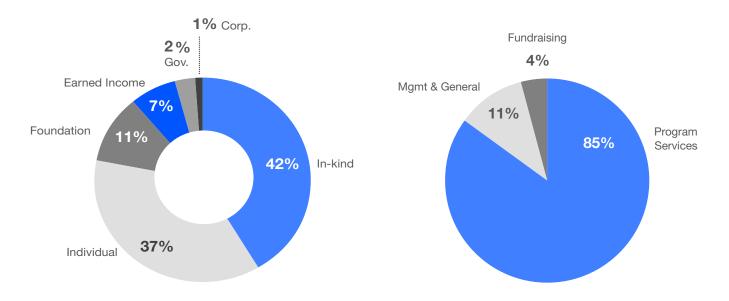
WORLDREADER UNITED STATES FINANCIAL INFORMATION FOR YEARS ENDING DECEMBER 31, 2013 AND 2012

Operating Income	2013	2012
Program Income Contributions and grants In-kind donations	\$ 246,756 1,744,271 1,425,523	\$ 199,499 2,041,770 1,457,573
Total operating income	\$ 3,416,549	\$ 3,698,842
Operating Expenditures		
Program services Management & general Fundraising	\$ 3,242,948 405,943 158,905	\$ 2,450,255 250,578 112,995
Gross operating expenditures	\$ 3,807,796	\$ 2,813,828
Operating surplus (deficit)	\$ (391,247)	\$ 885,014
Surplus related to unrestricted funds Surplus related to temporarily restricted funds Investment & other non-operating activity (net)	\$ (47,656) (343,591) 472	\$ 41,499 843,515 284
Change in net assets	\$ (390,775)	\$ 885,298
Net assets at the beginning of year Net assets at the end of the year	\$ 1,318,471 927,697	\$ 433,173 1,318,471

Assets		2013	2012
Cash & cash equivalents	\$	731,812	\$ 333,793
Pledges & other receivables		188,832	880,941
Advances, prepaid expenses, & other current assets		52,253	106,800
Property, plant & equipment (net)		-	-
Total assets	\$	972,897	\$ 1,321,534
Liabilities & Net Assets			
Accounts payable & other current liabilities	\$	45,200	\$ 3,063
Borrowings		-	-
Total liabilities	\$	45,200	\$ 3,063
Unrestricted net assets	\$	427,773	\$ 474,956
Temporarily restricted net assets		499,925	843,515
Total net assets	\$	927,697	\$ 1,318,471
Total liabilities & net assets	\$	972,897	\$ 1,321,534

SOURCE OF FUNDS IN 2013

USE OF FUNDS IN 2013



Complete financial statements, audited by Gelman, Rosenberg & Freedman, are available upon request.



Worldreader thanks the following leaders who contribute their time, energy, enthusiasm and financial support to help ensure the organization's success:

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Peter Spiro | Board Chair, Microsoft Technical Fellow
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Colin McElwee | Board Secretary, Co-Founder of Worldreader
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Joseph Botwey | Executive Council Member, Partnership Development and Publisher Relations Manager, Worldreader

THE TEAM

Consists of dedicated staff, volunteers and management all working tirelessly to bring books to children and families in the developing world.

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FINANCIAL SUPPORT

The generosity of our donors and grantors makes it possible for us to provide digital books to children and adults around the world. From all of us at Worldreader, our heartfelt thanks.

Гоц

Peter Bladin & Donna

Sandra & Arthur D'Italia

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Sanjay Chheda

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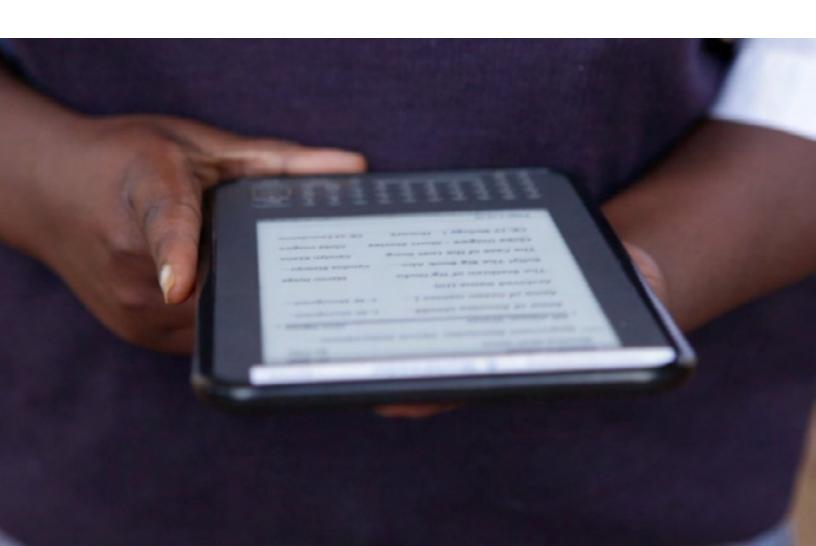
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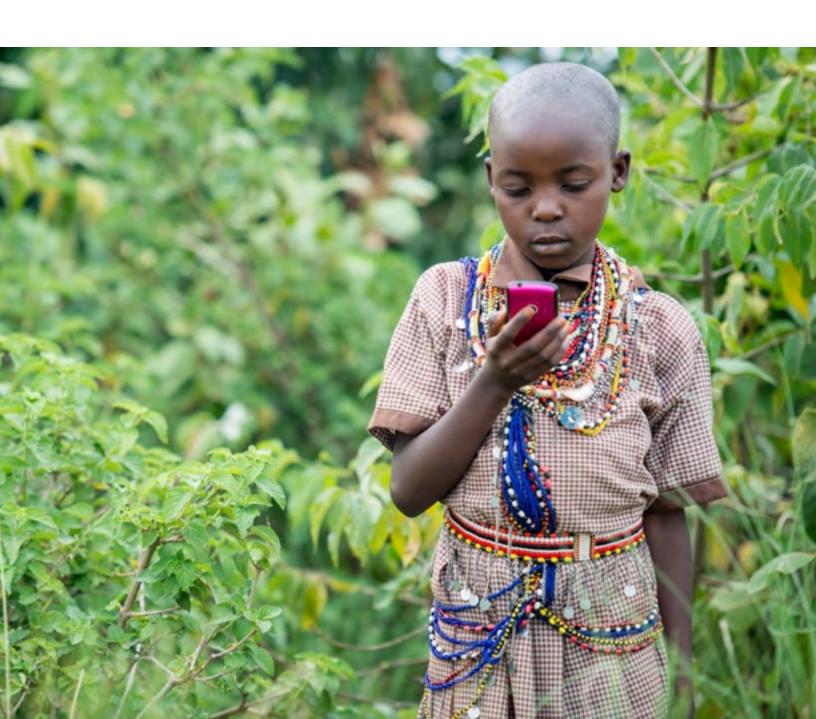
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ABOUT WORLDREADER

Worldreader is on a mission to bring digital books to every child and her family, so that they can improve their lives.

For years, people in low-income countries have suffered from an extreme lack of access to books, due to poor infrastructure and high costs. Digital technology lets us solve that problem and provide millions of local and international books directly to people in a simple way. We add support to turn access into a culture of reading-- in schools, libraries, and communities; in person or in partnership, and digitally on devices.

Using mobile phones and e-readers, we reach people in 27 countries, providing them with 5,000 titles in 21 languages (including Swahili, Twi, and Igbo). We work with over 80 publishers to get the best content available for our readers, from Sesame Square in Nigeria to Caine Prize-winning short stories from all over Africa. Since 2010, you have made it possible for over 600,000 people to read nearly 1.67 million books.

Thank you for your support as we bring our books to millions more.





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NORTH AMERICA 120 HICKORY ST. SAN FRANCISCO, CA 94102 USA EUROPE BALMES 30, 1°1° 08007 BARCELONA SPAIN AFRICA ESSAR PLAZA, OSU F521/1 FIFTH LANE, ACCRA GHANA

For more information, e-mail info@worldreader.org.

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