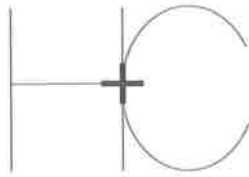


WORLD COMPUTER EXCHANGE, INC.
FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

WORLD COMPUTER EXCHANGE, INC.

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Certified Public Accountants

David J. McCaughin, CPA
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Independent Auditors' Report

To the Board of Directors
World Computer Exchange, Inc.
Hull, Massachusetts

We have audited the accompanying financial statements of World Computer Exchange, Inc. (a nonprofit organization), which comprise the statement of financial position as of June 30, 2013 and 2012, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

To the Board of Trustees
Page Two

Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of World Computer Exchange, Inc. as of June 30, 2013 and 2012, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Hughes and Company, P.C.

HUGHES AND COMPANY, P.C.
Melrose, Massachusetts
April 23, 2014

WORLD COMPUTER EXCHANGE, INC.
STATEMENTS OF FINANCIAL POSITION
JUNE 30, 2013 AND 2012

<u>ASSETS</u>		
	<u>2013</u>	<u>2012</u>
Current Assets		
Cash - operating	\$ 3,314	\$ 273
Investment, at market	8,764	21,911
Accounts receivable, net of allowance for doubtful accounts of \$-0- for both 2013 and 2012	1,348	26,075
Inventory	488,775	536,550
Prepaid expenses	2,016	2,016
Total Current Assets	<u>504,217</u>	<u>586,825</u>
Long-Term Assets		
Cash - restricted for internship	88,428	-
Due from affiliate	14,032	13,060
Total Long-Term Assets	<u>102,460</u>	<u>13,060</u>
Total Assets	<u>\$ 606,677</u>	<u>\$ 599,885</u>
<u>LIABILITIES AND NET ASSETS</u>		
Current Liabilities		
Accounts payable and accrued expenses	\$ 24,583	\$ 17,521
Total Current Liabilities	<u>24,583</u>	<u>17,521</u>
Long-Term Liabilities		
Due to officer	536,007	528,205
Loan payable	-	2,000
Total Long-Term Liabilities	<u>536,007</u>	<u>530,205</u>
Total Liabilities	<u>560,590</u>	<u>547,726</u>
Net Assets		
Unrestricted	(79,601)	(10,095)
Temporarily restricted	125,688	62,254
Total Net Assets	<u>46,087</u>	<u>52,159</u>
Total Liabilities and Net Assets	<u>\$ 606,677</u>	<u>\$ 599,885</u>

The accompanying notes are an integral part of the financial statements.

WORLD COMPUTER EXCHANGE, INC.
STATEMENTS OF ACTIVITIES
YEARS ENDED JUNE 30, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
Unrestricted Net Assets		
Support and Revenue		
Sourcing income	\$ 35,739	\$ 37,593
Reimbursed shipping expenses	23,536	21,538
Contributions - shipping sponsors	103,232	61,337
Contributions - other	32,055	46,793
Interest income	5	-
Unrealized gain on investment	-	17,529
Donated goods, services, facilities and stock	<u>747,491</u>	<u>642,494</u>
Total Unrestricted Support and Revenue Before Cost of Sales	942,058	827,284
Less cost of sales	<u>(587,861)</u>	<u>(506,091)</u>
Total Unrestricted Support and Revenue	<u>354,197</u>	<u>321,193</u>
Net Assets Released from Restrictions		
Purpose restrictions satisfied	<u>32,204</u>	<u>51,705</u>
Total Unrestricted Support, Revenue and Reclassifications	<u>386,401</u>	<u>372,898</u>
Expenses and Losses		
Program expenses	391,095	424,305
General and administrative	40,648	47,022
Fundraising	<u>11,017</u>	<u>13,642</u>
Total Expenses	442,760	484,969
Unrealized loss on investment	<u>13,147</u>	<u>-</u>
Total Expenses and Losses	<u>455,907</u>	<u>484,969</u>
Change in Unrestricted Net Assets	<u>(69,506)</u>	<u>(112,071)</u>
Temporarily Restricted Net Assets		
Contributions - shipping sponsors	6,407	37,549
Contributions - legacies and bequests	72,583	-
Realized gain on investment	16,648	-
Net Assets Released from Restrictions		
Purpose restrictions satisfied	<u>(32,204)</u>	<u>(51,705)</u>
Change in Temporarily Restricted Net Assets	<u>63,434</u>	<u>(14,156)</u>
Change in Net Assets	(6,072)	(126,227)
Net Assets, Beginning of Period	<u>52,159</u>	<u>178,386</u>
Net Assets, End of Period	<u>\$ 46,087</u>	<u>\$ 52,159</u>

The accompanying notes are an integral part of the financial statements.

WORLD COMPUTER EXCHANGE, INC.
 STATEMENTS OF FUNCTIONAL EXPENSES
 YEARS ENDED JUNE 30, 2013 AND 2012

	2013		2012	
	Program Expenses	General and Administrative Fundraising Total	Program Expenses	General and Administrative Fundraising Total
Bad debt expense	\$ 1,406	\$ -	\$ 1,847	\$ -
Contract labor	278,145	-	275,224	2,470
Credit card charges	-	1,317	-	2,119
Disposal costs	-	-	202	-
Employee benefits	20,628	2,579	19,110	2,389
Insurance	2,848	-	2,836	-
Meetings	2,533	-	3,957	-
Office and general	858	1,690	1,619	3,388
Professional fees - accounting	-	6,000	-	5,900
Rent	6,000	6,000	6,000	6,000
Salaries	77,250	23,062	99,026	24,756
Travel	1,427	-	14,484	-
	<u>\$ 391,095</u>	<u>\$ 40,648</u>	<u>\$ 424,305</u>	<u>\$ 47,022</u>
		<u>\$ 11,017</u>		<u>\$ 13,642</u>
		<u>\$ 442,760</u>		<u>\$ 484,969</u>

The accompanying notes are an integral part of the financial statements.

WORLD COMPUTER EXCHANGE, INC.
STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
Cash Flows from Operating Activities		
Change in net assets	\$ (6,072)	\$ (126,227)
Adjustments to reconcile change in net assets to net cash from operating activities:		
Unrealized (gain) loss on investment	13,147	(17,529)
Contributions restricted for long-term purposes	(88,428)	-
(Increase) Decrease in:		
Accounts receivable	24,727	(12,909)
Due from affiliate	(972)	(3,766)
Inventory	47,775	130,725
Prepaid expenses	-	219
Increase (Decrease) in:		
Accounts payable and accrued expenses	7,062	(6,778)
Net Cash Provided by (Used in) Operating Activities	<u>(2,761)</u>	<u>(36,265)</u>
Cash Flows from Financing Activities:		
Officer loan proceeds (repayment), net	7,802	12,136
Payment of loan payable	(2,000)	-
Net Cash Provided by Financing Activities	<u>5,802</u>	<u>12,136</u>
Net Increase (Decrease) in Cash	3,041	(24,129)
Cash, Beginning	<u>273</u>	<u>24,402</u>
Cash, Ending	<u>\$ 3,314</u>	<u>\$ 273</u>
Supplemental cash flows information:		
Cash paid during the year for:		
Income taxes	<u>\$ -</u>	<u>\$ -</u>
Interest	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of the financial statements.

WORLD COMPUTER EXCHANGE, INC.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

Note 1 - Organization

World Computer Exchange, Inc. (the Organization) is a non-profit organization funded to help bridge the global digital divide for youth, promote cultural understanding between students, and build local capacity for the use of information and communication technology in education. The Organization's major source of revenue is contributions which sponsor shipments of computers to various locations around the world. Other sources of revenue include payments for computers and reimbursement of shipping costs by partners of the Organization in other countries.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. The accrual basis of accounting recognizes revenues in the accounting period in which revenues are earned regardless of when cash is received, and recognizes expenses in the accounting period in which expenses are incurred regardless of when cash is disbursed.

Basis of Presentation

The Organization is required to report information regarding its financial position and activities according to three classes:

Unrestricted Net Assets - Net assets that are not subject to donor-imposed restrictions. Unrestricted net assets may be designated for specific purposes by action of the Board of Directors.

Temporarily Restricted Net Assets - Net assets for which use is limited by donor-imposed restrictions that will either expire with the passage of time or be fulfilled by the Organization. As of June 30, 2013 and 2012, the Organization had \$125,688 and \$62,254 of temporarily restricted net assets, respectively.

Permanently Restricted Net Assets - Net assets which must be held in perpetuity as stipulated by the donor. As of June 30, 2013 and 2012, the Organization had no permanently restricted net assets.

Donor restricted gifts that are received and expended within the same year are reported as unrestricted.

WORLD COMPUTER EXCHANGE, INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
JUNE 30, 2013 AND 2012

Note 2 - Summary of Significant Accounting Policies (continued)

Income Taxes

World Computer Exchange, Inc. is a not-for-profit organization exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code.

Functional Allocation of Expenses

The costs of providing the Organization's programs and supporting services have been summarized on a functional basis in the Statement of Activities. Accordingly, certain costs have been allocated among the program, administrative and fundraising categories.

Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Organization considers all highly liquid investments with an initial maturity of three months or less to be cash equivalents.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a provision for bad debt expense and an adjustment to a valuation allowance based on its assessments of the current status of individual accounts. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable.

Promises to Give

Contributions are recognized when the donor makes a promise to give to the Organization that is, in substance, unconditional. All other donor-restricted contributions are reported as increases in temporarily or permanently restricted net assets depending on the nature of the restrictions. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

WORLD COMPUTER EXCHANGE, INC.
 NOTES TO FINANCIAL STATEMENTS (CONTINUED)
 JUNE 30, 2013 AND 2012

Note 2 - Summary of Significant Accounting Policies (continued)

Investment

Investment consists of 438,215 shares of Omni Reliant Holdings, Inc., which was donated on December 31, 2009, and is stated at market value. Unrealized gain or loss on investment is included in the change in net assets.

Inventory

Inventory consists of donated computer equipment. Inventory has been valued at the estimated fair market value on the date of donation.

Donated Goods, Services and In-Kind Gifts

Donated services are recognized as contributions if the services (a) create or enhance non-financial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Organization. Volunteers who provide assistance with the collection and packing of donated equipment are not recognized as contributions in the financial statements.

During the years ended June 30, 2013 and 2012, the Organization received and recognized donated goods, services, and in-kind gifts valued at fair market value, as follows:

	<u>2013</u>	<u>2012</u>
Inventory	\$ 417,550	\$ 280,875
Contract labor	274,375	272,663
Direct services	2,250	4,180
Computer hardware and software	7,462	3,402
Facilities	7,104	5,339
Salary - President	20,000	44,023
Salary - Clerk	18,750	29,012
Travel costs	-	3,000
Total	<u>\$ 747,491</u>	<u>\$ 642,494</u>

Shipping and Handling Costs

Shipping and handling costs are included in cost of sales in the Statement of Activities and Changes in Net Assets.

WORLD COMPUTER EXCHANGE, INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
JUNE 30, 2013 AND 2012

Note 2 - Summary of Significant Accounting Policies (continued)

Reclassifications

Certain accounts in the prior year financial statements have been reclassified for comparative purposes to conform with the presentation in the current year financial statements.

Fair Value of Financial Instruments

Carrying amounts of certain of the Organization's financial instruments, including cash and cash equivalents, receivables and payables, and other accrued liabilities, approximate fair value because of their short maturities.

Subsequent Events

The Organization has evaluated subsequent events through April 23, 2014 which is the date the financial statements were available to be issued.

Note 3 - Defined Contribution Plan

Eligible employees are participants in a defined contribution 403(b) retirement plan. The Organization also contributes to this Plan for the benefit of these employees. There were no pension contributions made during 2013 or 2012.

Note 4 - Cost of Sales

Cost of sales as of December 31, 2013 and 2012 consists of the following:

	<u>2013</u>	<u>2012</u>
Computers shipped	\$ 465,325	\$ 411,600
Commissions	2,500	2,500
Shipping and storage	98,840	73,881
Packing, parts and equipment	21,196	18,110
Total	<u>\$ 587,861</u>	<u>\$ 506,091</u>

Note 5 - Rent/Related Party Transactions

The Organization rents office and storage space from an officer of the Organization. There is no formal lease agreement in place except for approval by the Board of Directors. Rent expense was \$12,000 for both years ended June 30, 2013 and 2012.

WORLD COMPUTER EXCHANGE, INC.
 NOTES TO FINANCIAL STATEMENTS (CONTINUED)
 JUNE 30, 2013 AND 2012

Note 5 - Rent/Related Party Transactions (continued)

The Organization has an affiliate with a similar charitable purpose which shares several board members. The Organization loans funds to and pays the expenses of the affiliate when needed and is occasionally reimbursed. As of June 30, 2013 and 2012, the Organization was owed \$14,032 and \$13,060 from the affiliate, respectively.

During fiscal year 2013, the treasurer of the Organization loaned \$7,190 to the Organization to help fund a shipment of computers. The loan was paid back with interest of \$18 during the year.

Note 6 - Due to Officer

The Organization has an outstanding payable to an officer in the amount of \$536,007 and \$528,205 for the years ended June 30, 2013 and 2012, respectively. The officer makes advances to the Organization as needed and is repaid when funds are available. There is no formal repayment schedule. The officer has waived interest on the loan since January 1, 2006. Included in the Due to Officer is accrued payroll of \$420,900 and \$350,900 for the years ended June 30, 2013 and 2012, respectively. In addition, the Organization owed \$4,804 and \$3,044 for the years ended June 30, 2013 and 2012, respectively, to the President of the Organization for unreimbursed expenses. This amount is included in accounts payable and accrued expenses on the balance sheet.

Note 7 - Restrictions on Net Assets

Temporarily restricted net assets in the amount of \$125,688 and \$62,254 as of June 30, 2013 and 2012, respectively, are available for the following purposes:

	<u>2013</u>	<u>2012</u>
Future shipments of computers	\$ 30,479	\$ 46,819
Travel expenses incurred in the following fiscal year	5,029	4,654
Installation of solar panels to power computers	1,922	10,781
Direct costs of annual WCE internship	88,258	-
Total	<u>\$ 125,688</u>	<u>\$ 62,254</u>

In September, 2012, the Board of Directors of the Organization voted to accept stewardship of the W. Seavey Joyce S.J. Award and received all of the assets of that organization consisting of \$71,583 in a mutual fund. In May, 2013, the balance in the mutual fund was sold for \$88,231 resulting in a capital gain of \$16,648. The cash was put in a separate account restricted for direct costs related to the annual WCE internship. These costs include any related travel to a developing country, bank fees, medallion expenses, or required paid advertising or printing to recruit a Boston College junior who has demonstrated leadership in helping the under served who applies and defines a useful WCE project.

WORLD COMPUTER EXCHANGE, INC.
 NOTES TO FINANCIAL STATEMENTS (CONTINUED)
 JUNE 30, 2013 AND 2012

Note 8 - Loan Payable

The Organization borrowed \$2,000 from its administrative consultant to complete improvements to its website. Interest payments at five percent were due monthly beginning July, 2011. This loan was repaid in 2013.

Note 9 - Uncertainty in Income Taxes

The Organization follows the *Accounting for Uncertainty in Income Taxes* standard which requires the Organization to report uncertain tax positions, related interest and penalties, and to adjust its assets and liabilities related to unrecognized tax benefits and accrued interest and penalties accordingly. As of June 30, 2013, the Organization determined that there are no material unrecognized tax benefits to report.

Information returns filed for the years ended June 30, 2012, 2011 and 2010 remain subject to examination by the Internal Revenue Service and the Commonwealth of Massachusetts. The Organization does not expect that the amounts of unrecognized tax benefits will change significantly within the next twelve months.

Note 10 - Fair Value Measurements

The Fair Value Measurements and Disclosures topic of the FASB Accounting Standards Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs consist of unobservable inputs not corroborated by market data. The Organization uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Organization measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs would be used only when Level 1 or Level 2 were not available.

The Organization's investments are reported at fair value and consist of the following:

<u>2013</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments (See Note 2)	\$ 8,764	\$ -	\$ -	\$ 8,764
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>2012</u>				
Investments (See Note 2)	\$ 21,911	\$ -	\$ -	\$ 21,911