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Public Reporting Burden. Public reporting burden for this collection of information is estimated to average 1.5 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant GoodWorks International, LLC	2. Registration No. 5414
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3. This amendment is filed to accomplish the following indicated purpose or purposes:

- To correct a deficiency in
- To give a 10-day notice of change in information as required by Section 2(b) of the Act.
- Initial Statement
- Supplemental Statement for the period ending September 30, 2004
- Other purpose (specify) _____
- To give notice of change in an exhibit previously filed.

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4. If this amendment requires the filing of a document or documents, please list-

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. (If space is insufficient, a full insert page must be used.)

Item 11. Please see attached.

Item 14(a) Please see attached.

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to the truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

December 23, 2004

(Type or print name under each signature¹)


CARLTON A. MASTERS

¹ This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

Annex 1
GoodWorks International: 5414
Supplementary Report under FARA: Period ending September 2004

Item 11 (& 12)

Government of Nigeria

May 20, 2004 GoodWorks principals met with Senator Russel Feingold regarding International Military Education and Training (IMET) cooperation renewal in favor of Nigeria.

June 10, 2004 GoodWorks hosted a dinner at the Ritz Carlton in Washington DC, in honor of President Olusegun Obasanjo, thus providing the platform for him to address the Washington business and policy-making community. Present at the event were Congressman Donald Payne and Congresswoman Shiela Jackson Lee.

July 15, 2004 GoodWorks contributed and assisted in the organization of a welcoming reception to introduce Ambassador George Obiozor, Nigerian ambassador to the US, to the business and policy-making community in Washington DC.

Government of Turks and Caicos Islands

No political activity was developed on behalf of Turks & Caicos Island for the reporting period.

Item 14 (a)

No monies were received from the Government of the Federal Republic of Nigeria during the reporting period due to extended delays in payment of consultancy fees.