

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 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.

Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently.

1. Name and address of registrant GoodWorks International, LLC 303 Peachtree Street, NE Suite 4420 Atlanta, Ga. 30308	2. Registration No. 5414
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3. Name of foreign principal Government of Kaduna State	4. Principal address of foreign principal Government House Kaduna, Kaduna State, Nigeria
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5. Indicate whether your foreign principal is one of the following:

Foreign government

Foreign political party

Foreign or domestic organization: If either, check one of the following:

<input type="checkbox"/> Partnership	<input type="checkbox"/> Committee
<input type="checkbox"/> Corporation	<input type="checkbox"/> Voluntary group
<input type="checkbox"/> Association	<input type="checkbox"/> Other (specify) _____

Individual-State nationality _____

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6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant. **State Government, Kaduna State**

b) Name and title of official with whom registrant deals. **Governor Ahmed Makarfi**

7. If the foreign principal is a foreign political party, state: **N/A**

a) Principal address.

b) Name and title of official with whom registrant deals.

c) Principal aim

8. If the foreign principal is not a foreign government or a foreign political party, **N/A**

a) State the nature of the business or activity of this foreign principal

b) Is this foreign principal

Supervised by a foreign government, foreign political party, or other foreign principal Yes No

Owned by a foreign government, foreign political party, or other foreign principal Yes No

Directed by a foreign government, foreign political party, or other foreign principal Yes No

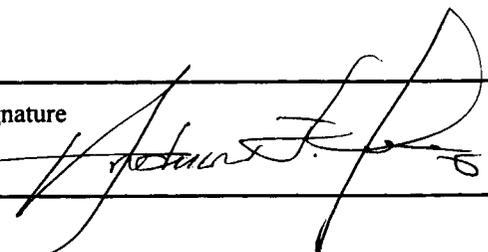
Controlled by a foreign government, foreign political party, or other foreign principal Yes No

Financed by a foreign government, foreign political party, or other foreign principal Yes No

Subsidized in part by a foreign government, foreign political party, or other foreign principal Yes No

9. Explain fully all items answered "Yes" in Item 8(b). *(If additional space is needed, a full insert page must be used.)*

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

Date of Exhibit A	Name and Title	Signature
12/22/05		

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 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 Internaitonal, LLC	2. Registration No. 5414
3. Name of Foreign Principal Government of Kaduna State, Nigeria	

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Check Appropriate Boxes:

4. The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.

5. There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

6. The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

GoodWorks' proposal to the Governor is attached; There was no written response from the Governor, only oral agreement along the following lines:

7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Goodworks will act as a Washington Representative for the Goiveñor for purpose of arranging meetings with relevant public and private sector individuals with whom the Governor wishes to discuss Development in Kaduna.

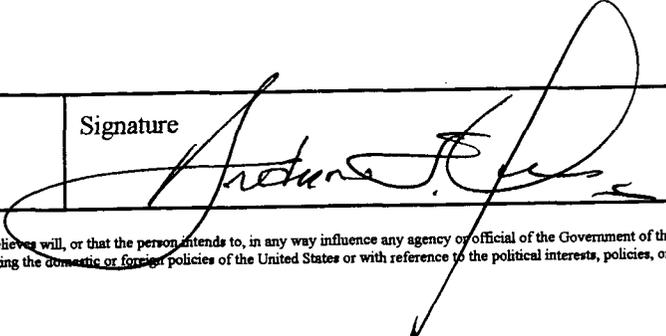
8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

As set out in paragraph A) of the attached letter, Goodworks will from time to time arrange programs for the Governor of Kaduna when he visits the United States, to include calls on officials of the Federal or State Governments, Business leaders, Trade Associations, and the Press. The activities described in paragraphs b) thru d) will not be pursued at this time, per oral agreement with the Governor.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes No

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

GoodWorks will arrange appointments with appropriate individuals from the Public and/or Private Sectors so that the Governor can provide topical briefings on developments in Kaduna State and Nigeria. The subject and Purpose of all such meetings or interviews will be promotion of the Economic Development of Kaduna State.

Date of Exhibit B	Name and Title	Signature
12/22/05		

Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political interests, policies, or relations of a government of a foreign country or a foreign political party.



His Excellency
Governor Ahmed Makarfi
Government House
Kaduna State



- July 10-14
State Decisions
Business program
see for the book.
July 5/10 +
11.

Your Excellency,

Pursuant to our discussions on March 21, 2005, Goodworks International is pleased to present a formal proposal to represent the Government of Kaduna State for a six month period, beginning April 15, 2005. Provided adequate progress is made in those areas agreed between the Kaduna State Government and Goodworks International, the Government of Kaduna State may wish to consider extending the agreement for an additional period of six months, to April 15, 2006.

During the proposed six months retention, Goodworks International will perform the following services on behalf of the Government of Kaduna State:

- (a) Organize a visit to the United States of America for Your Excellency to include the Department of State, National Security Council, U.S. Agency for International Development, Department of Energy, U.S. Trade Relations Agency, Department of Commerce and the U.S Geological Survey. Goodworks International will also organize meetings with select members of Congress and congressional staff. Meetings with the Center for Strategic and International Studies (CSIS), The Council on Foreign Relations and the Corporate Council on Africa will also be arranged, including round table discussions at CSIS, if desired. One or more media interviews will also be scheduled.
- (b) Seek out U.S and other potential foreign and domestic investors to acquire two industrial enterprises in Kaduna State on offer for privatization namely, the Kaduna State canning factory which needs substantial rehabilitation and a syringe factory which needs major service but no significant repairs.
- (c) In collaboration with the Kaduna State Government, explore the possibility of establishing an independent power project in Kaduna State and identify and pursue domestic, foreign, and multilateral funding for this project.
- (d) Organise a trade mission to Kaduna State to explore investment and trade opportunities.

Representative;

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In return for the above services the Kaduna State Government agrees to pay Goodworks International a monthly retainer of \$20,000, plus expenses covering telephone, fax, and courier services.

The Government of Kaduna State also agrees to cover the costs of business class travel by Goodworks International Staff involved in the implementation of this agreement between the United States and Nigeria. No such travel, however, will be undertaken without the express approval of the Government of Kaduna State.

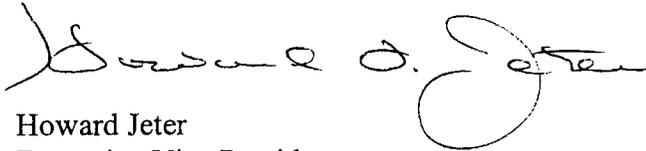
Goodworks International also request that the Kaduna State Government appoint two government representatives to liaise with Goodworks International on the execution of this agreement.

In lieu of the above proposed six months agreement between the Government of Kaduna State and Goodworks International, Goodworks International is prepared to organize Your Excellency's visit to the United States of America on the margins of the Corporate Council on Africa Biannual Summit, inclusive of the meetings mentioned above, for a flat fee of \$50,000. (Fifty Thousand United States Dollars)

Goodworks International is prepared to carry out either of these two options outlined above and will prepare a formal document of agreement as soon as Your Excellency makes his wishes known.

Thank you for all your many courtesies and friendship.

Yours Sincerely,



Howard Jeter
Executive Vice President

24 March, 2005

SEEN STAMP		
KADUNA STATE		
OFFICE OF THE EXECUTIVE		
SECRETARY		
NO.	IGN	DATE
GIVE		
DEPUTY		
P P S	<i>[Signature]</i>	30/3
DAF		