

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 St., NE -- Suite 4420 Atlanta, Georgia 30308	2. Registration No. 5414
3. Name of foreign principal Government of United Republic of Tanzania	4. Principal address of foreign principal Ministry of Planning, Economy & Empowerment POB 9242, Dar es Salaam, Tanz.
5. Indicate whether your foreign principal is one of the following: <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Foreign government <input type="checkbox"/> Foreign political party <input type="checkbox"/> Foreign or domestic organization: If either, check one of the following: <ul style="list-style-type: none"> <input type="checkbox"/> Partnership <input type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Committee <input type="checkbox"/> Voluntary group <input type="checkbox"/> Other (specify) _____ <input type="checkbox"/> Individual-State nationality _____ 	
6. If the foreign principal is a foreign government, state: <ul style="list-style-type: none"> a) Branch or agency represented by the registrant. -- All b) Name and title of official with whom registrant deals. President, cabinet ministers, other officials. 	
7. If the foreign principal is a foreign political party, state: <ul style="list-style-type: none"> a) Principal address. b) Name and title of official with whom registrant deals. c) Principal aim 	

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8. If the foreign principal is not a foreign government or a foreign political party,

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

NA

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.)

NA

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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.

NA

Date of Exhibit A	Name and Title	Signature
October 30, 2006	Carlton A. Masters President & CEO	

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.

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 .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 International LLC	2. Registration No. 5414
3. Name of Foreign Principal Government of Tanzania	

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.

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

GoodWorks International (GWI) undertakes to help make Tanzanian accomplishments better known to US policymakers and the public. Specifically, GWI will help spread knowledge of Tanzania's record of good governance, democratic political transitions, responsible economic management, regional leadership, and environmental protection, in order to obtain more favorable economic and political treatment from the US Government and more active interest from the US business community.

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

GWI will organize programs/itineraries for visits by Tanzanian Government officials to the United States; introduce them to appropriate members of the US Government and of Congress and their staffs; arrange appointments with representatives of the private sector and the media; host social/representational events; and engage in a dialogue on issues of interest to them with relevant USG and, where necessary, state agencies. Topics of particular interest would include programs of the Millennium Challenge Corporation, the Export-Import Bank, Overseas Private Investment Corporation, Trade Development Agency, and USAID, as well as the African Growth & Opportunity Act and the plans of US private investors in Africa.

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.

See answers to questions 7 & 8, above.

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OCT 30 2006
U.S. DEPARTMENT OF JUSTICE
SECURITIES AND EXCHANGE COMMISSION

Date of Exhibit B	Name and Title	Signature
October 30, 2006	Carlton A. Masters President & CEO	

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.

COMMUNICATIONS SECTION UNIT
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REPRESENTATION AGREEMENT

This Agreement is made this^{6th}..... day of
.....^{September}....., 2006

BETWEEN the Government of the United Republic of Tanzania, represented by the Ministry of Planning, Economy and Empowerment of P.O. Box 9242, Dar es Salaam Tanzania (hereafter referred to as "the GoT"), of the one part; **AND**

GoodWorks International, LLC, a Company registered under the Laws of And having its registered office at 303 Peachtree St, suite 4420, ATLANTA, GA 30308 U.S.A. (hereinafter referred to as the Company), of the other part;

WHEREAS;

- A. Research shows a strong correlation between countries and geographic regions, which receive favourable economic and political treatment from the US, and effective advocacy and access to power brokers and decision makers in the federal executive and legislative branches of the United States;
- B. Despite Tanzania's outstanding record of good governance, peaceful political transitions, responsible economic development, regional leadership, environmental conservation and wildlife protection, its story is not well known in the United States nor does it receive the kind of attention in Government circles that we believe it deserves;
- C. The fact that Tanzania does not feature as prominently as it should in the foreign policy of the US Government also

translates into relative ignorance of its accomplishments and potential in the American private sector;

- D. In the economic and investment arena there is a need to demonstrate the positive results of ongoing Tanzanian government efforts to overcome economic, political and social challenges and to improve the country's investment climate;
- E. The need to enhance Tanzania's profile in the US is palpable; and if this is not done effectively, US private capital, bilateral assistance, and funding from multilateral institutions often may be diverted elsewhere and never directed to Tanzania;
- F. The Government of the United Republic of Tanzania (Government of Tanzania) is interested in having respected, credible Washington lobby body, with strong political standing and media credentials, to ensure access and influence with executive and legislative official and with NGO community. This would be critical to promoting Tanzania's interests and expanded bilateral opportunities ;
- G. GoodWorks International, LLC has represented to the Government of Tanzania that it possesses the qualities and capacities stipulated in paragraph F above and can offer a multi -dimensional representation of Tanzania;
- H. The Government of Tanzania is interested in hiring the services of GoodWorks International, LLC and GoodWorks International, LLC is willing to be so hired at a consideration

of a fee and compensation as reserved at Clause 10 of this Agreement;

NOW THEREFORE, the Parties hereto agree as follows:-

Clause 1

1.0 PROJECT SUMMARY

This Agreement is based on research results as contained in the Project Summary appearing as Schedule I to this Agreement which forms an integral part of this Agreement.

Clause 2

2.0 REPRESENTATION SERVICES

In furtherance of the duties described herein, GoodWorks International (GWI) shall use its best efforts and good offices to support the Government of Tanzania and shall devote all necessary time and personnel to this task. GoodWorks shall carry out all required activities for effective representation of Tanzania, including, but not limited to, the following "Services":

- 2.1 In collaboration with the Tanzanian Embassy in Washington, and the Tanzania Permanent Mission to the UN in New York, NY plan and coordinate visits to the US by the President of Tanzania, key members of his Cabinet, and other senior Government officials. GWI will design relevant programs, arrange meetings with appropriate officials in the Administration and Congress, and provide access to corporate leaders and media representatives.

- 2.2 Encourage Tanzanian and US firms to take advantage of Overseas Private Investment Corporation (OPIC), Trade and Development Agency (TDA), and Export-Import Bank (EXIM) programs and private capital market firms to take advantage of business opportunities in Tanzania.
- 2.3 Monitor US legislative and trade policies that directly affect Tanzania and provide analysis and guidance to Tanzanian officials on the impact of those policies and new opportunities they might present. In this regard, GoodWorks will pay particular attention to modifications to the Africa Growth and Opportunity Act (AGOA) and new opportunities presented by the Millennium Challenge Account (MCA).
- 2.4 Promote greater Congressional knowledge and understanding of Tanzanian Government policies and accomplishments and more positive attitudes and policies towards Tanzania and the efforts of its government. In addition to using its own skills and resources, GoodWorks will identify other like-minded advocacy groups in Washington and beyond to take proactive steps on behalf of the Government of Tanzania.
- 2.5 Enhance the public image of the Government of Tanzania in the US by careful monitoring of media reports on Tanzania and counter negative information with balanced responses. Consistent with the goal of elevating Tanzania's US and international image, GoodWorks will assist the Tanzanian Ambassadors to the US and the United Nations with matters related to public diplomacy, including, where necessary and requested, preparing testimony or legislative briefings,

reviewing correspondence to Congressional members, and drafting op-ed pieces, letters to the editor, opinion papers, and press releases.

- 2.6 Execute specific projects that fall within the scope of the Government of Tanzania's immediate concerns, as well as other projects at the request of the Government, whenever necessary.

Clause 3

3.0 SPECIFIC PROJECTS

In light of the above, GoodWorks will focus particular attention on the following projects, which GWI understands to be of high-level interest and immediate importance to the Government of Tanzania:

- 3.1 Develop a US Advocacy Group for Tanzania consisting of business, political, civil society, environmental, and academic professionals, to include Tanzanian nationals based in the US, for the purpose of lobbying the US Government on behalf of Tanzania. The Advocacy Group for Tanzania will be established no later than December 30, 2006.
- 3.2 Highlight Tanzania's achievements with the Bush Administration. Focus greater official and public attention on Tanzania's enduring political stability, dedication to democratic values, regional leadership, support for counter-terrorism, and commitment to a market-based economy.

- 3.3 Collaborate with the Tanzanian Government and work closely with the Tanzanian Embassy in Washington, DC, on promoting Tanzania's prospects for Millennium Challenge Account approval and funding. Cultivate Tanzanian advocates at the Millennium Challenge Corporation and provide recommendations to the Tanzanian Government on the kind and type of proposal that is likely to gain broad acceptance.

- 3.4 In close collaboration with the Government of Tanzania, organize US Administration visits as well as Congressional visits (CODELS) to Tanzania by key members of Congress, Congressional staffers (STAFFDELS) and potential investors from the US business community. During their visit(s), Congressional members will request meetings with key Tanzanian Government officials, including with His Excellency, The President. They will also seek meeting with leaders of civil society, human rights groups, business and religious leaders, and representatives of the media and academia. GWI will seek to organize the first such visit no later than April 2007.

Clause 4

4.0 SCOPE OF AGREEMENT

This Agreement covers all government related services offered by GoodWorks to the Government of Tanzania.

- 4.1 Subject to the terms and conditions set forth in this Agreement, the Government of Tanzania hereby designates GoodWorks International, LLC as its sole agent and advisor in the United

States to carry out the duties and responsibilities described herein. For its part, GoodWorks hereby accepts such designation.

- 4.2 GoodWorks shall not be designated as an employee of the Government of Tanzania in any fashion, whether the contrary may be implied or apparent. GoodWorks shall serve only as an agent of the Government of Tanzania with the purpose of representing its interests before the executive and legislative branches of the United States Government, assisting to improve Tanzania's profile and public image, and performing all other obligations set forth herein.

Clause 5

5.0 TERM, TERMINATION AND RENEWAL

The term of this Agreement shall be one (1) year, commencing on the date of signature of the Agreement by the Government of Tanzania and GoodWorks International. This Agreement may be terminated by either party by prior notification at least thirty (30) days before the proposed termination date.

Renewal of this Agreement is at the discretion of the Government of Tanzania. If no termination notice is provided by the Government of Tanzania to GoodWorks International within thirty (30) days prior to the expiration of this Agreement, the Agreement shall be assumed to be renewed for one (1) additional year.

Clause 6

6.0 LIMITATIONS AND DISCLOSURE

GoodWorks will not transfer, assign or pledge this Agreement or any part thereof or interest therein without first obtaining the prior written consent of the Government of Tanzania.

Clause 7

7.0 CONFIDENTIAL DATA AND INFORMATION

GoodWorks acknowledges and agrees that data and information, including official secrets and documents, trade secrets, know-how, and other confidential information relating to the services GoodWorks provides is the property of the Government of Tanzania. GoodWorks agrees to keep in confidence all data and information received directly or indirectly from the Government of Tanzania, not to disclose such data and information to anyone unless so directed (in writing or otherwise) by the Government of Tanzania, and to use such data and information for the sole purpose of fulfilling GoodWorks' obligations under this Agreement. GoodWorks further agrees to abide by instructions from the Government of Tanzania concerning disclosure of such data and information.

Clause 8

8.0 GOODWORKS WARRANTY

GoodWorks International covenants and warrants the following:

- 8.1 As an agent and representative of the Tanzanian Government, GoodWorks is and will remain legally competent to perform its obligations under the laws of the District of Columbia, the Commonwealth of Virginia and the States of Georgia and New York, locations where GWI maintains a corporate presence. On the entry into force of this Agreement, GoodWorks will register with the U.S. Justice Department as a foreign agent of the Government of Tanzania.

- 8.2 GoodWorks will refrain from any acts or omissions which might prejudice its qualifications to act as representative of the Government of Tanzania;

- 8.3 GoodWorks has sufficient knowledge, experience, and access to legislative and executive officials to represent Tanzanian Government interests and

- 8.4 GoodWorks has sufficient knowledge and experience in international business development to fulfill the terms of this contract.

Clause 9

9.0 DUTIES OF THE GOVERNMENT OF TANZANIA

The Government of Tanzania agrees to provide GoodWorks with technical and informational support for successful implementation of this Agreement, including, but not limited to, relevant documents needed to understand and support government positions, access to Tanzanian Embassy officials in Washington, DC, and New York, NY including the respective

Chiefs of Mission for the Embassy and UN Mission in New York, NY and access to and full cooperation from relevant Government officials based in Dar es Salaam.

The Government of Tanzania agrees to communicate effectively and openly with GoodWorks International on all matters of concern related to the smooth implementation of this Agreement.

10.0 COMPENSATION AND FEES

10.1 The Government of Tanzania agrees to pay and GoodWorks agrees to accept compensation for its services under this Agreement. On signing this Agreement, GoodWorks and the Government of Tanzania agree on the following compensation terms and schedule:

- Initial Retainer.....US \$100,000
- Monthly Installments.....US \$25,000
- Monthly fees to be performance-based as per Schedule 2 to this Agreement which shall form an integral part of this Agreement.

10.2 GoodWorks' representation of the Government of Tanzania for an initial period of one year will commence upon the entry into force of this Agreement. The Services shall commence upon receipt of US \$125,000 as the initial payment, which represents a non-refundable retainer of US \$100,000 plus the

first monthly payment of \$25,000 for services to be provided under this Agreement. GoodWorks and the Government of Tanzania agree that this initial payment will be followed by eleven (11) monthly installments of US\$25,000 due and payable on the 1st of each month to the GoodWorks International account indicated below:

10.2.1 BANK ROUTING INFORMATION:

All payments of fees and expenses, including the initial retainer, the monthly installments, and reimbursement of allowable expenses shall be remitted via wire transfer to the account set forth below:

Name of Account: GoodWorks International, LLC
303 Peachtree St., NE
Suite 4420
Atlanta, GA 30308

Bank Name: Bank of America, U.S.A.

Account Number: [REDACTED]

Bank Routing Number: [REDACTED]

Bank Contact: Lisa Keller, Vice President
Corporate & Executive Banking
Bank of America, N.A.
600 Peachtree Street
20th Floor
Atlanta, GA 30308
Tel: (404) 607-5894
Fax: (404) 607-5000

- 10.2.2 Necessary domestic and/or international travel between the US and Tanzania by GoodWorks Principals and Staff assigned to the account will be subject to prior approval and subsequent reimbursement by the Government of Tanzania. Specifically, travel by Ambassador Andrew Young (Chairman), Mr. Carlton Masters (President), and Ambassador Howard F. Jeter (Executive Vice President) shall be first class. Travel by all other GoodWorks executive employees shall be business class for international travel.
- 10.3 In addition to payment of fees for Services, the Government of Tanzania shall reimburse GoodWorks for all reasonable expenses incurred in the implementation of this Agreement, e.g. travel, telephone, courier, fax, within thirty (30) days of receipt of invoices. Any expenses in excess of US \$ 1,000 shall be pre-approved by the Government of Tanzania before any obligations are made. GoodWorks shall present the Government of Tanzania with invoices containing thorough accounts of such expenditures and all reasonable documentation as may be required by the Government of Tanzania. The Government of Tanzania agrees to reimburse GoodWorks for all such expenses separately, and payable to the bank account indicated herein.
- 10.4 If this Agreement is terminated contrary to the terms stipulated in item 7 of this document, without a new Agreement between the Government of Tanzania and GoodWorks, GoodWorks shall be entitled to the equivalent of one(1) monthly payments as damages for the breach of this Agreement.

Clause 11

11.0 MISCELLANEOUS

11.1 Governing Law

11.2.1 This Agreement together with its Schedules shall be construed and interpreted in accordance with the Laws of Tanzania;

11.2 DISPUTE RESOLUTION:

11.2.1 Any dispute arising out of the performance of this Agreement shall be resolved amicably through negotiations. If amicable settlement should fail, the dispute shall be finally settled through arbitration under the Arbitration Act (Cap. 15 R.E 2002) of the laws of Tanzania;

11.3 Notices

11.3.1 For the Government of the United Republic of Tanzania

**Attn: The Permanent Secretary,
Ministry of Planning, Economy and Empowerment,
P.O. Box 9242,
DAR ES SALAAM.
Fax No: +(255) 22 2116728**

**11.3.1.1 For Good works International, LLC,
303 Peachtree St, Suite 4420,
ATLANTA, GA 30308,
USA.**

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Clause 12

12.0 SIGNATURES

IN WITNESS WHEREOF, the Government of the United Republic of Tanzania and GoodWorks International, LLC have executed this Agreement on the date first above mentioned.

for **GOODWORKS INTERNATIONAL, LLC**

for the **GOVERNMENT OF THE UNITED REPUBLIC OF TANZANIA**

Name: CARLTON H. MASTERS

Name: ENOS S. BUKUKU

Title: PRESIDENT & CEO

Title: PERMANENT SECRETARY

Signature: [Handwritten Signature]

Signature: [Handwritten Signature]

Date: September 06 / 2006

Date: 06 September, 2006

**PERMANENT SECRETARY
MINISTRY OF PLANNING,
ECONOMY AND EMPOWERMENT**

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SCHEDULE 1

1.0 PROJECT SUMMARY, (Rationale for Representation)

- 1.1. Historically, effective advocacy before US Federal government agencies and authorities generates substantial interest in a particular country and its national agenda, frequently inducing Members of Congress and the Administration to respond more favorably to a country's national interests than would otherwise be the case. Countries without strong American advocacy in Washington, DC, on the other hand, risk marginalization or indifference by the US Congress and/or or the Administration in support of policies favourable to them.

- 1.2. GoodWworks International, LLC (GWI) seeks to enter into a one year Agreement with the government of the United Republic of Tanzania (Government of Tanzania) to advocate and represent the interests of the Tanzanian government in the United States, particularly with the Bush Administration and US Congress. The

representation services (Services) are designed to develop and implement initiatives that will result in a more favourable policy environment for the government of Tanzania and improve the perception of Tanzania among US based donor agencies, multilateral institutions, and other related public and private sector entities. It is expected that the services will also include specific ad hoc tasks and assignments by the Government of Tanzania during the course of the Agreement.

- 1.3. GoodWorks will work to enhance Tanzania's image and profile by engaging the Washington, DC bureaucracy, senior officials responsible for defining and implementing US Africa policy, Members of the US Congress with strong interest in Africa, and influential civil society groups with activities and interests on the continent.
- 1.4. GWI will provide multi-dimensional representation, which combines national level advocacy, support for official and private visits to the US by His Excellency the President of Tanzania and senior members of his Cabinet

and government, policy analysis on issues of major concern, and the identification of opportunities that will benefit Tanzania and its people. The objective of GWI representation shall be to enhance the profile of Tanzania in Washington, DC, move Tanzania closer to the center of US foreign policy priorities in Africa, and improve Tanzania's prospects for attracting US foreign direct investment.

Schedule 2

2.1. PERFORMANCE MEASURES

(To be agreed upon by the Parties)

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