

MAR 31 2005

For Six Month Period Ending _____
(Insert date)

I - REGISTRANT

1. (a) Name of Registrant (b) Registration No.
GoodWorks International, LLC 5414
(c) Business Address(es) of Registrant
303 Peachtree Street, Suite 4420, Atlanta GA 30308

2. Has there been a change in the information previously furnished in connection with the following:

- (a) If an individual:
 - (1) Residence address Yes No
 - (2) Citizenship Yes No
 - (3) Occupation Yes No
- (b) If an organization:
 - (1) Name Yes No
 - (2) Ownership or control Yes No
 - (3) Branch offices Yes No
- (c) Explain fully all changes, if any, indicated in items (a) and (b) above.

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IF THE REGISTRANT IS AN INDIVIDUAL, OMIT RESPONSE TO ITEMS 3, 4, AND 5(a).

3. If you have previously filed Exhibit C¹, state whether any changes therein have occurred during this 6 month reporting period.
Yes No
If yes, have you filed an amendment to the Exhibit C? Yes No
If no, please attach the required amendment.

¹ The Exhibit C, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, and by laws of a registrant that is an organization. (a waiver of the requirement to file an Exhibit C may be obtained for good cause upon written application to the Assistant Attorney General, Criminal Division, Internal Security Section, U.S. Department of Justice, Washington, D.C. 20530.)

4. (a) Have any persons ceased acting as partners, officers, directors or similar officials of the registrant during this 6 month reporting period? Yes No

If yes, furnish the following information:

Name Position Date Connection Ended

(b) Have any persons become partners, officers, directors or similar officials during this 6 month reporting period? Yes No

If yes, furnish the following information:

Name Residence Address Citizenship Position Date Assumed

5. (a) Has any person named in item 4(b) rendered services directly in furtherance of the interests of any foreign principal? Yes No

If yes, identify each such person and describe his service.

(b) Have any employee or individuals, who have filed a short form registration statement, terminated their employment or connection with the registrant during this 6 month reporting? Yes No

If yes, furnish the following information:

Name Position or connection Date terminated

(c) During this six month reporting period, has the registrant hired as employees or in any other capacity, any persons who rendered or will render services to the registrant directly in furtherance of the interests of any foreign principal(s) in other than a clerical or secretarial, or in a related or similar capacity? Yes No

If yes, furnish the following information:

Name Residence Address Citizenship Position Date Assumed

6. Have short form registration statements been filed by all of the persons named in Items 5(a) and 5(c) of the supplemental statement? Yes No N/A

If no, list names of persons who have not filed the required statement.

II - FOREIGN PRINCIPAL

7. Has your connection with any foreign principal ended during this 6 month reporting period?

Yes No

If yes, furnish the following information:

Name of foreign principal

Date of termination

8. Have you acquired any new foreign principal² during this 6 month reporting period?

Yes No

If yes, furnish following information:

Name and address of foreign principal

Date acquired

Government of Rwanda
Ministry of Finance & Economic Planning
P.O.Box 158,
Kigali, Rwanda

November 16, 2004

9. In addition to those named in Items 7 and 8, if any, list foreign principals² whom you continued to represent during the 6 month reporting period.

1. Federal Republic of Nigeria
2. Turks & Caicos Islands

10. **EXHIBITS A AND B**

(a) Have you filed for each of the newly acquired foreign principals in Item 8 the following:

Exhibit A ³	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Exhibit B ⁴	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>

If no, please attach the required exhibit.

(b) Have there been any changes in the Exhibits A and B previously filed for any foreign principal whom you represented during this six month period? Yes No

If yes, have you filed an amendment to these exhibits? Yes No

If no, please attach the required amendment.

2 The term "foreign principal" includes, in addition to those defined in section 1(b) of the Act, an individual organization any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual. (See Rule 100(a) (9)). A registrant who represents more than one foreign principal is required to list in the statements he files under the Act only those principals for whom he is not entitled to claim exemption under Section 3 of the Act. (See Rule 208.)

3 The Exhibit A, which is filed on form CRM-157 (Formerly OBD-67) sets forth the information required to be disclosed concerning each foreign principal.

4 The Exhibit B, which is filed on Form CRM-155 (Formerly OBD-65) sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

III - ACTIVITIES

11. During this 6 month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 7, 8, and 9 of this statement? Yes No

If yes, identify each such foreign principal and describe in full detail your activities and services:

SEE Attached ANNEX I & II

12. During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity⁵ as defined below? Yes No

If yes, identify each such foreign principal and describe in full detail all such political activity, indicating, among other things, the relations, interests and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored or delivered speeches, lectures or radio and TV broadcasts, give details as to dates, places, of delivery, names of speakers and subject matter.

SEE Attached ANNEX I & II

13. In addition to the above described activities, if any, have you engaged in activity on your own behalf which benefits any or all of your foreign principals? Yes No

If yes, describe fully.

⁵ The term "political activities" means any activity that 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 political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

IV - FINANCIAL INFORMATION

14. (a) RECEIPTS-MONIES

During this 6 month reporting period, have you received from any foreign principal named in Items 7, 8, and 9 of this statement, or from any other source, for or in the interests of any such foreign principal, any contributions, income or money either as compensation or otherwise? Yes No

If no, explain why.

From Nigeria, no monies were received during the reporting period due to delays in payment.

From Rwanda, no monies were received during the reporting period as the payment schedule does not occur within the reporting period. If yes, set forth below in the required detail and separately for each foreign principal an account of such monies

Date	From Whom	Purpose	Amount
Dec 2004	Turks & Caicos Islanda	quarterly fees for representation services	\$30,000.00
Feb 2005	Turks & Caicos Islands	quarterly fees for representation svc	\$30,000.00
			<u>\$60,000.00</u>
			Total

(b) RECEIPTS - FUND RASING CAMPAIGN

During this 6 month reporting period, have you received, as part of a fund raising campaign⁷, any money on behalf of any foreign principal named in items 7, 8, and 9 of this statement? Yes No

If yes, have you filed an Exhibit D to your registration? Yes No

If yes, indicate the date the Exhibit D was filed. Date _____.

(c) RECEIPTS-THINGS OF VALUE

During this 6 month reporting period, have you received any thing of value⁹ other than money from any foreign principal named in Items 7, 8, and 9 of this statement, or from any other source, for or in the interests of any such foreign principal? Yes No

If yes, furnish the following information:

Name of foreign principal	Date received	Description of thing of value	Purpose
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6, 7 A registrant is required to file an Exhibit D if he collects or receives contributions, loans, money, or other things of value for a foreign principal, as part of a fund raising campaign. (See Rule 201(e).)

8 An Exhibit D, for which no printed form is provided, sets forth an account of money collected or received as a result of a fund raising campaign and transmitted for a foreign principal.

9 Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks," and the like.

15. (a) **DISBURSEMENTS-MONIES**

During this 6 month reporting period, have you

(1) disbursed or expended monies in connection with activity on behalf of any foreign principal named in Items 7, 8, and 9 of this statement? Yes No

(2) transmitted monies to any such foreign principal? Yes No

If no, explain in full detail why there were no disbursements made on behalf of any foreign principal.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies, including monies transmitted, if any, to each foreign principal.

Date	To Whom	Purpose	Amount
Nov 04 - Jan 05	Airline, transp.	Executives' travel to Rwanda	\$18,200.00
Oct 04 - Mar 05	vendors, couriers phone comp.	corresp. communication costs yp Nigeria	\$250/mo
Oct 04 - Mar 05	"" ""	"" for Rwanda	\$250/mo
Oct 04 - Mar 05	"" ""	"" for Turks & Caicos	\$500/mo
March 4, 2005		Luncheon on Nigeria with congressional staffers. (20 in all)	\$423.60

approx \$24,623.60

Total

(b) DISBURSEMENTS-THINGS OF VALUE

During this 6 month reporting period, have you disposed of anything of value¹⁰ other than money in furtherance of or in connection with activities on behalf of any foreign principal named in Items 7, 8, and 9 of this statement?

Yes No

If yes, furnish the following information:

Date disposed	Name of person to whom given	On behalf of what foreign principal	Description of thing of value	Purpose
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(c) DISBURSEMENTS-POLITICAL CONTRIBUTIONS

During this 6 month reporting period, have you from your own funds and on your own behalf either directly or through any other person, made any contributions of money or other things of value¹¹ in connection with an election to any political office, or in connection with any primary election, convention, or caucus held to select candidates for political office?

Yes No

If yes, furnish the following information:

Date	Amount or thing of value	Name of political organization	Name of candidate
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10, 11 Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks" and the like.

V - INFORMATIONAL MATERIALS

16. During this 6 month reporting period, did you prepare, disseminate or cause to be disseminated any informational materials¹²?
Yes No

IF YES, RESPOND TO THE REMAINING ITEMS IN SECTION V.

17. Identify each such foreign principal.

18. During this 6 month reporting period, has any foreign principal established a budget or allocated a specified sum of money to finance your activities in preparing or disseminating informational materials? Yes No

If yes, identify each such foreign principal, specify amount, and indicate for what period of time.

19. During this 6 month reporting period, did your activities in preparing, disseminating or causing the dissemination of informational materials include the use of any of the following:

- Radio or TV broadcasts
- Magazine or newspaper articles
- Motion picture films
- Letters or telegrams
- Advertising campaigns
- Press releases
- Pamphlets or other publications
- Lectures or speeches
- Internet
- Other (specify) _____

20. During this 6 month reporting period, did you disseminate or cause to be disseminated informational materials among any of the following groups:

- Public Officials
- Newspapers
- Libraries
- Legislators
- Editors
- Educational institutions
- Government agencies
- Civic groups or associations
- Nationality groups
- Other (specify) _____

21. What language was used in the informational materials:
 English Other (specify) _____

22. Did you file with the Registration Unit, U.S. Department of Justice a copy of each item of such informational materials disseminated or caused to be disseminated during this 6 month reporting period? Yes No

23. Did you label each item of such informational materials with the statement required by Section 4(b) of the Act? Yes No

¹² The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.

VI--EXECUTION

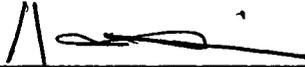
In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents 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 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)

(Type or print name under each signature¹³)

MAY 3, 05

Carl Masters



¹³ 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.

UNITED STATES DEPARTMENT OF JUSTICE
FARA REGISTRATION UNIT
CRIMINAL DIVISION
WASHINGTON, D.C. 20530

NOTICE

Please answer the following questions and return this sheet in triplicate with your Supplemental Statement:

1. Is your answer to Item 16 of Section V (Informational Materials - page 8 of Form CRM-154, formerly Form OBD-64-Supplemental Statement):

YES _____ or NO X _____

(If your answer to question 1 is "yes" do not answer question 2 of this form.)

2. Do you disseminate any material in connection with your registration:

YES _____ or NO X _____

(If your answer to question 2 is "yes" please forward for our review copies of all material including: films, film catalogs, posters, brochures, press releases, etc. which you have disseminated during the past six months.)

Sika Awoonor
Signature

May 03, 05
Date

SIKA AWOONOR
Please type or print name of
signatory on the line above

SR. V. PRESIDENT
Title

**Annex 1 – GoodWorks International, LLC (5414)
Period Ending March 30, 2005**

Activities developed on behalf of Turks & Caicos Islands:

October 29-31, 2004 – GoodWorks worked with Black Entertainment Television and the Tourist Board to produce the First Turks and Caicos Music Festival. GoodWorks' role was to solicit corporate sponsorship and produce the festival program.

December 6 - 7, 2004 – GoodWorks hosted the Hon. Lillian Robinson Been, Minister of Education, Youth, Sports, Art, Culture and Gender Affairs in Atlanta, Ga. for meetings with the American Association of State Colleges and Universities (AASCU) regarding placement of students; Meetings with Mr. Tommy Dortch, President of 100 Black Men International, regarding starting a Chapter in Turks and Caicos; Conference call with Mr. Rumeal Robinson, former NBA pro-player to establish a Basketball Clinic and Soccer leagues on the Island.

January 6 - 7 2005, - GoodWorks took Mr. Robinson, former NBA pro-player to Provo to meet with Minister Been, members of the athletic communities and to tour sports facilities in order to determine readiness to schedule clinic and leagues. On this trip, also took Mr. Thomas Settles of Omega Paving to demonstrate road-bonding procedure.

Jan. 28, 20005, On behalf of Turks & Caicos Islands, GoodWorks visited Intelligence Systems in New Jersey to evaluate training system - hardware and software – for skills training.

March 25 - 28, 2005, - GoodWorks took a camera crew, *In-Contact, PBA* to Turks & Caicos Islands to shoot a feature on the islands (Provo, Grand Turks and Ambergris Cay) for two one-hour productions in June 2005. Also arranged and accompanied group of (50+) first-time visitors and potential investors led by Ambassador Andrew Young and Mrs. Young, to spend 4 - 5 days for an extensive tour of Turks & Caicos Islands.

Jan - March, coordinated upcoming visit led by Chief Minister Misick to Atlanta, Georgia for promotion of the island before potential investors and tourists.

**Annex II – GoodWorks International, LLC – (5414)
Period Ending March 30, 2005**

Activities developed on behalf of the Government of Rwanda

February 2005: GoodWorks worked with the Africa America Institute (AAI) to support the Rwanda business roundtable organized by AAI (February 16th). A presentation was given by Prof. Romain Murenzi, Minister of Education, Science & Technology, focused on technology investment opportunities in Rwanda. On February 17th, 2005, Prof. Murenzi made a presentation at The Africa Thursday Congressional Series at Capitol Hill on the theme "Beyond Genocide: Rwanda's strategy for Middle Income Status by Year 2020." The Minister subsequently paid courtesy visits to Congressman Chris Smith and Congressman Donald Payne.

February 2005: GoodWorks contacted CNN and WSBTV to interest them in doing a special report on Rwanda. CNN Africa correspondent, Jeff Koinange has agreed to travel to Rwanda for that purpose, pending finalization of schedules.

February - April 2005: Ongoing work with the Kigali Institute of Technology (KIST) to support its activities and broaden its current curriculum. Contacting various US – based educational institutions to interest them in some form of partnership with KIST.

January - April 2005: GoodWorks Chairman, Ambassador Andrew Young uses his speaking engagements to educate the audience about the opportunities of investing in Rwanda, and to encourage people to visit Rwanda.

March 29th - April 2nd 2005: GoodWorks led a Verizon delegation to Rwanda to study opportunities in the Information and Communication Technologies industry and meet with Rwandan officials

Activities developed on behalf of Federal Government of Nigeria

March 4, 2005 - GoodWorks hosted a luncheon on Capitol Hill to introduce the Nigerian Ambassador to a group of congressional staffers interested in African affairs, to exchange views on matters related to Nigeria. The topics discussed included Nigeria's economic progress, its need for more debt relief, and the advisability of expanding contacts on the Hill in order to better inform Congress of Nigeria's efforts and achievements in economic reform.