

For Six Month Period Ending **MAR 31 2006**  
(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 NE, Suite 4420, Atlanta, Georgia 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 C<sup>1</sup>, 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
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(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
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5. (a) Has any person named in item 4(b) rendered services directly in furtherance of the interests of any foreign principal? Yes  No

NA

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
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(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
	Austin R. Cooper Jr. 1485 Thomas Ave., North Brunswick, NJ	USA	Vice President	12/1/05

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

Mr. Cooper's short form is attached.

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

Government of Kaduna State, Nigeria  
(Agreement was not renewed.)

~~Sept 30 2005~~  
Oct. 15, 2005

8. Have you acquired any new foreign principal<sup>2</sup> during this 6 month reporting period?

Yes  No

If yes, furnish following information:

Name and address of foreign principal

Date acquired

9. In addition to those named in Items 7 and 8, if any, list foreign principals<sup>2</sup> whom you continued to represent during the 6 month reporting period.

- 1. Government of Nigeria
- 2. Government of Rwanda
- 3. Government of Turks & Caicos

10. EXHIBITS A AND B

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

Exhibit A <sup>3</sup>	Yes <input type="checkbox"/>	No <input type="checkbox"/>	NA
Exhibit B <sup>4</sup>	Yes <input 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.

<sup>2</sup> 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.)

<sup>3</sup> 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.

<sup>4</sup> 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:

Government of Nigeria -- See Annex I

Government of Rwanda -- See Annex II

Government of Turks & Caicos -- See Annex III

12. During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity<sup>5</sup> 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.

Government of Nigeria -- See Annex I

Government of Rwanda -- See Annex 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.

<sup>5</sup> 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.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies<sup>6</sup>

Date	From Whom	Purpose	Amount
Jan. 17, 2005	Govt. Turks/Caicos	Representation	\$ 19,985
Nov. 30, 2005	Govt. of Nigeria	Representation	250,000
Dec. 23, 2005	Govt. of Nigeria	Representation	250,000
Nov. 18, 2005	Govt. of Rwanda	Representation	74,955
Dec. 27, 2005	Govt. of Rwanda	Representation	44,975
			<u>\$639,915</u>
			Total

**(b) RECEIPTS - FUND RAISING CAMPAIGN**

During this 6 month reporting period, have you received, as part of a fund raising campaign<sup>7</sup>, 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 value<sup>9</sup> 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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<sup>6, 7</sup> 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).)

<sup>8</sup> 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.

<sup>9</sup> 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
2/28 & 29/06	Gloria Gbalekuma Caterer	Lunch & dinner for Daukoru del. (guest lists att.)	\$ 723.85
3/29/06	The New York Times	Nigeria ad (att.)	154,405.44
3/29/06	Washington Times	Nigeria ad "	12,000.00
Multiple	Taxi fares (est.)	Support Nigeria & Rwanda clients	150.00

\$167,279.29

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 Total

**(b) DISBURSEMENTS-THINGS OF VALUE**

During this 6 month reporting period, have you disposed of anything of value<sup>10</sup> 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 value<sup>11</sup> 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 materials<sup>12</sup>?  
Yes  No

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

17. Identify each such foreign principal.

Government of Nigeria.

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  We were unaware of this requirement when the ads were placed. We apologize for this lapse and have taken steps to ensure compliance in the future.

<sup>12</sup> 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 signature<sup>13</sup>)

*May 8/2006*



Carlton A. Masters  
President and CEO

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.



**Annex I – GoodWorks International, LLC (5414)  
Period Ending March 30, 2006**

Activities Developed on behalf of the Nigerian Minister of State for Petroleum Resources

GoodWorks International (GWI) organized a formal visit to Washington by the Honorable Edmund Daukoru, Nigeria's Minister of State for Petroleum Resources/Chairman of the Nigerian National Petroleum Corporation (NNPC) and President of the Organization of the Petroleum Exporting Countries (OPEC).

The Minister's appointments included calls on the: current and former U.S. Secretary of Energy; Ranking Minority Member of the House Subcommittee on Africa, Global Human Rights, and International Operations; Special Assistant to the President for African Affairs/National Security Council (NSC); Assistant Secretary for African Affairs/ US Department of State; and the Chairman of the Senate Committee on Energy and Commerce.

During his visit to Washington, GWI arranged interviews for the Minister with the following media outlets: Associated Press, Reuters, Voice of America, Dow Jones, Radio France, Global Vision Magazine, Bloomberg News, Africa Independent Television, The African World, Wall Street Journal, CNN, and E&ETV. GWI also facilitated presentations before the National Press Club and the U.S. Energy Association (USEA). Among those present at the reception before the USEA dinner were the Secretary of the Interior and the President of The World Bank.

Other activities on behalf of the Government of Nigeria

- Mar. 29, 2006: Worked with Friends of Nigeria to place an advertisement in *The New York Times* at a cost of \$154,405.44, and in the *Washington Times* at a cost of \$12,000, to portray Nigeria's progress in improving governance and economic development; copy attached.
- Mar. 30, 2006: Coordinated a press conference and CNN interview for President Obasanjo during a visit to Washington, DC.

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**Annex II – GoodWorks International, LLC (5414)  
Period Ending March 30, 2006**

Activities Developed on behalf of the Government of Rwanda

- Dec. 12, 2005: Facilitated a meeting between Harlem business leaders and the Director General of the Rwanda Investment Promotion and Export Agency, to promote a May 2006 international investment conference in Kigali.
- Dec. 28, 2005: Arranged and participated in a meeting for Rwandan Ambassador Zac Nsenga with members of the staff of the Senate Foreign Relations Committee to discuss Rwanda's eligibility for the Millennium Challenge Account.
- Feb. 1, 2006: Arranged a meeting between Ambassador Nsenga and Senator Richard Durbin (D-ILL) to discuss the Senator's visit to Rwanda.
- Mar. 29, 2006: Arranged a meeting between Ambassador Nsenga and Rep. Donald M. Payne (D-NJ) to discuss security issues.

**Annex III – GoodWorks International LLC (5414)**  
**Period Ending March 31, 2006**

Activities Developed on behalf of the Government of Turks and Caicos

GoodWorks (GWI) hosted Chief Minister Michael Misick and his delegation in Atlanta January 21 through 23, 2006. The program included a Country Reception on Sunday, Jan. 22, at the Omni Hotel Atlanta, for corporate executives, celebrities, entertainers, and other attendees at the Turner Broadcasting Trumpet Awards. The Chief Minister and representatives of TCINVEST, the national investment promotion agency, used the opportunity to showcase Turks and Caicos to potential investors and tourism representatives. The delegation also held meetings with a number of business and industry contacts. There were no government or media representatives in attendance.

All expenses were paid directly by the Chief Minister's delegation. GWI's role was limited to organizing the program.

DINNER AND LUNCH RECEPTION: Nigerian Delegates

DATE: February 28<sup>th</sup> and 29<sup>th</sup> 2006

VENUE: Chevy Chase, Maryland.

HOST: Mr. & Mrs. Carl Masters

Dr. & Mrs. Edmund Daukoru – Minister of Petroleum, Nigeria

Mr. Timpre Sylva – Chief of Staff

Mr. Tony Chukwueke – Senior Advisor

Mr. Umar Aminu – OPEC Press Aide

Amb. George Obiozor – Embassy of Nigeria

Mr. Toyin Solaja – Embassy of Nigeria

Mr. Imohyi – Embassy of Nigeria

Mr. Carl Masters – GWI

Mrs. Hope Masters – The Sullivan Foundation

Amb. Howard Jeter – GWI

Mrs. Donnice Jeter

Ms. Aisha Rimi – GWI

Ms. Gloria Gbalekuma – GWI

Austin Cooper – GWI

Ms. Marianna Osofu – GWI

Mr. Paologomis – Executive Director, World Bank

Mrs. Paologomis

FEBRUARY 29, 2006 – LUNCH

Mr. Edmund Daukoru

Carl Masters

Timipre Sylva

Tony Chukwueke

Mumar Aminu

Toyin Solaja

Mr. Imohyi

Amb. Jeter

Autin Cooper

Aisha Rimi