

For Six Month Period Ending September 30, 2007
(Insert date)

I - REGISTRANT

1. (a) Name of Registrant (b) Registration No.
GoodWorks International LLC 5414

(c) Business Address(es) of Registrant
303 Peachtree St., 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 <input type="checkbox"/> | No <input type="checkbox"/> |
| (2) Citizenship | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
| (3) Occupation | Yes <input type="checkbox"/> | No <input type="checkbox"/> |
- (b) If an organization:
- | | | |
|--------------------------|------------------------------|--|
| (1) Name | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (2) Ownership or control | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (3) Branch offices | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
- (c) Explain fully all changes, if any, indicated in items (a) and (b) above.

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U.S. DEPARTMENT OF JUSTICE

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, U.S. Department of Justice, Washington, DC 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
Wallace Ford	2500 Johnson Ave. Riverdale, NY 10463	USA	Exec. VP & COO	7/2/07
Lionel Johnson (See att. short form)			Sr. VP	7/16/07

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.

Lionel Johnson; see attached Short Form.

- (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
Wallace Ford	(as above)	USA	-- as above --	
Mvemba Dizolele	1646 Newton St. Washington, DC 20010	USA	Mng. Dir.	1/02/07

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

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

- Wallace Ford (Mr. Ford has not yet performed any services for a foreign principal. When he does, a Short Form will be filed.)
- Mvemba Dizolele (Same comment as for Mr. Ford.)

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 the following information:

Name and address of foreign principal

Date acquired

Ministry of Economy & Finance,
Government of Cameroon
Yaounde, Cameroon

June 1, 2007

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.

Government of Benin
Government of Nigeria
Government of Rwanda
Government of Tanzania
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 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 the 6 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

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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 Benin -- See Annex I
Government of Cameroon -- See Annex II
Government of Nigeria -- See Annex III
Government of Rwanda -- See Annex IV
Government of Tanzania -- See Annex V
Government of Turks & Caicos -- See Annex VI

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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 and places of delivery, names of speakers and subject matter.

Government of Benin -- See Annex I
Government of Cameroon -- See Annex II
Government of Nigeria -- See Annex III
Government of Rwanda -- See Annex IV
Government of Tanzania -- See Annex V
Government of Turks & Caicos -- See Annex VI

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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 the 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 monies⁶

Date	From whom	Purpose	Amount
4/13/07	Govt. of Nigeria	Fulfill contract.	\$250,000
9/14/07	" " Rwanda	" "	30,000
July '06	" Turks & Caicos	Three quarterly payments for '06 & '07.	60,000

\$340,000
Total

(b) RECEIPTS - FUND RAISING 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 D⁸ 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
6/1-13	Various	Travel expenses: Discuss representa- tion strategy with Govt. of Benin; total	\$ 6000
7/20-23	Various	Travel expenses for Mr. Cooper to Rwanda	9460
9/18	Theresa Enendu, Caterer	Working lunch for Tanzanian delegation in GWI conf. room	1320
9/19	Africa-America Institute	Donation to support Gala dinner in honor of Tanzanian Pres.	25000
Various	Various	Taxi, telephone, etc. misc. charges in sup- port of various clients	300

42080

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.

Government of Rwanda

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 informational materials include the use of any of the following: using the dissemination of

- 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
- Legislative
- Editors
- Educational institutions
- Government agencies
- Civic groups or associations
- Nationality groups
- Other (specify) Film showings of Rwanda Rising; see Annex IV.

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
(Enclosed)

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

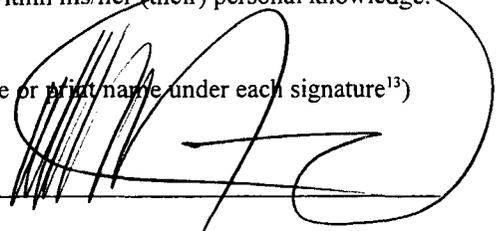
¹² The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign 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)



Wallace Ford
Executive Vice President
& Chief Operating Officer

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GENERAL INVESTMENT UNIT

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
NATIONAL SECURITY 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):

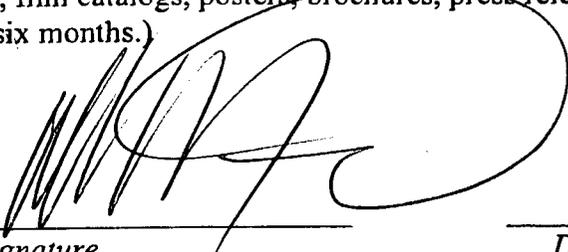
YES x or NO _____

(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 _____

(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.)



Signature

11/16/07

Date

Wallace Ford
Executive Vice President
& Chief Operating Officer

Please type or print name of
Signatory on the line above

Title



U.S. Department of Justice

Criminal Division

Washington, DC 20530

THIS FORM IS TO BE AN OFFICIAL ATTACHMENT TO YOUR CURRENT SUPPLEMENTAL STATEMENT -
PLEASE EXECUTE IN TRIPLICATE

SHORT-FORM REGISTRATION INFORMATION SHEET

SECTION A

The Department records list active short-form registration statements for the following persons of your organization filed on the date indicated by each name. If a person is not still functioning in the same capacity directly on behalf of the foreign principal, please show the date of termination.

Short Form List for Registrant: GoodWorks International, LLC

Last Name	First Name and Other Names	Registration Date	Termination Date	Role
Gbalekuma	Gloria	07/24/2002		
Masters	Carlton A.	03/02/2001		
Young	Andrew J.	03/02/2001		
Karitanyi	Yamina	05/23/2005		
Barber, III	Edwin L.	10/31/2005		
Cooper	Austin R.	05/12/2006		
Ashley	Sylvia P.	07/28/2004		
Arouna	Omar	07/20/2007		
Tadesse	Yirgalem	07/20/2007		

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U.S. Department of Justice

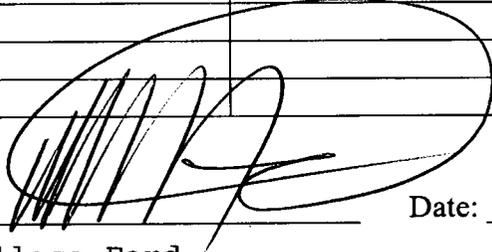
National Security Division

Washington, DC 20530

SECTION B

In addition to those persons listed in Section A, list below all current employees rendering services directly on behalf of the foreign principals(s) who have not filed short-form registration statements. (Do not list clerks, secretaries, typists or employees in a similar or related capacity). If there is some question as to whether an employee has an obligation to file a short-form, please address a letter to the Registration Unit describing the activities and connection with the foreign principal.

Name	Function	Date Hired
Wallace Ford	EVP & COO	7/2/07
Mvemba Dizolele	Managing Director	7/16/07

Signature:  Date: 11/16/07

Title: Wallace Ford
Executive Vice President & Chief Operating Officer

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**Annex I: GoodWorks International LLC (5414)
Period Ending September 30, 2007**

Activities Developed on Behalf of The Government of Benin

GoodWorks International (GWI) arranged a conference call on October 22, 2007 with the Director of Procurement at the New York Metropolitan Transit Authority (MTA) to discuss the feasibility of MTA donating 10-15 buses to Benin.

On September 26, during the annual meetings of the UN General Assembly in New York, GWI arranged for the Foreign Minister to be interviewed on the Voice of America's "Straight Talk Africa" program.

Other activities on behalf of Benin were commercial in nature.

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COMMERCIAL INFORMATION UNIT

Annex II: GoodWorks International LLC (5414)
Period Ending September 30, 2007

Activities Developed on Behalf of The Government of Cameroon

During the week of July 22, GoodWorks hosted an official visit to Washington by the Technical Advisor to the Minister of Finance, who also is head of the team charged with putting together a proposal for a Compact under the Millennium Challenge Account. The team leader called on the following officials to explain the new policies that have been put in place as part of this effort, and the progress achieved to date:

- Freedom House: Deputy Director of Programs
- State Department: Desk Officer for Cameroon
- Chief of Staff for Rep. Gregory Meeks of the Congressional Black Caucus
- House Foreign Affairs Committee: Senior Staff Member for Africa
- Treasury Department: Director of Office of African Nations
- National Democratic Institute: Senior Associate for Africa
- Millennium Challenge Corporation: Director for Economic Policy
- Also shorter meetings with staff at the International Finance Corporation, Heritage Foundation, and World Bank Institute.

Subsequently, members of the GoodWorks staff paid personal visits, or placed telephone calls, to Appropriations Committee staff members reporting to Senator Leahy, Congressman Frank Wolf, and Congresswoman Nita Lowy. In all cases the purpose was to inform the staff members of the effort under way by Cameroon and other African candidates for the MCA program, and to urge that the MCA appropriation be maintained.

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GOODWORKS INTERNATIONAL LLC

**Annex III: GoodWorks International LLC (5414)
Period Ending September 30, 2007**

Activities Developed on Behalf of The Government of Nigeria

GWI's contract with the Government of Nigeria expired on April 30, 2007. A proposal for renewal has been sent to the Government, but no decision had been taken as of the end of the reporting period.

Prior to April 30, representational work on behalf of the Nigerian Government had been suspended pending the completion of the Nigerian national elections. After that date, members of the GoodWorks staff continued to interact with the Nigerian Embassy, and a payment was received covering the balance due under the old contract, but no further representational activities have been undertaken.

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GOODWORKS INTERNATIONAL LLC

**Annex IV: GoodWorks International LLC (5414)
Period Ending September 30, 2007**

Activities Developed on Behalf of the Government of Rwanda

In July, Mr. E.L. Barber of GoodWorks formally introduced the newly arrived Ambassador of Rwanda, The Honorable James Kimonyo, at a showing of the film Rwanda Rising before an audience of the Smithsonian Associates at the Smithsonian Museum of African Art.

During a July visit to Rwanda, Mr. Austin Cooper of GoodWorks met with several officials of the Rwandan Government in Kigali, including the Minister of Information, the Special Assistant to the President for Communications, and the Deputy Director of the National Information Agency, to discuss public relations and media strategy.

In August, Ambassador Carlton Masters and Mr. Cooper met with Ambassador Kimonyo and his staff to discuss and begin developing a media strategy for addressing negative stories about Rwanda. Mr. Cooper subsequently drafted a letter requesting a meeting for the Ambassador with the Speaker of the House of Representatives.

In September, Mr. Cooper arranged for a meeting between Ambassador Kimonyo and the Rev. Jesse Jackson. A result of this meeting was an invitation by Rev. Jackson for the Ambassador to appear at a town hall meeting on Rwanda in Chicago. While in Chicago, Ambassador Kimonyo also appeared on the Rev. Jackson's television program and met with Rwandans living in the Chicago area.

Beginning in September, Delta Airlines began showing Rwanda Rising on all its US-Africa flights.

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COMMUNICATIONS MANAGEMENT

**Annex V: GoodWorks International LLC (5414)
Period Ending September 30, 2007**

Activities Developed on Behalf of The Government of Tanzania

Visiting Delegations -- During the week of September 17, 2007, the GoodWorks staff organized a series of events for visiting Tanzanian Government officials:

- On September 17, Mr. Johnson arranged for the Foreign Minister to participate in a roundtable discussion on African regional issues at the Center for Strategic and International Studies with various representatives of academic institutions, non-governmental organizations, and businesses.
- On September 18, GoodWorks hosted a working lunch for a staff-level delegation from Tanzania planning the 2008 Leon H. Sullivan Summit to be held in Arusha, Tanzania.
- Also on September 18, Mr. Barber arranged for the Foreign Minister to address an academic audience at the Johns Hopkins University School of Advanced International Studies on African regional issues.
- On September 19, GoodWorks was a co-sponsor of the Gala dinner given by the Africa America Institute in New York in honor of President Kikwete.

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GOODWORKS INTERNATIONAL LLC

**Annex VI: GoodWorks International LLC (5414)
Period Ending September 30, 2007**

Activities Developed on Behalf of The Government of Turks & Caicos

- On the weekend of May 6, 2007, GWI hosted Premier Michael Misick and First Lady Lisa-Raye Misick, along with The Hon. McAllister Henchel, Minister of Environment and Natural Resources, and their delegation, for a gala celebration of Ambassador Young's 75th birthday in Atlanta; the Mayor of Atlanta also was in attendance, along with local media representatives. The delegation also attended Jane Fonda's Fund Raiser Gala.
- On the weekend of May 26, 2007, GWI hosted First Lady Misick and her party for the Atlanta media launch of her Teen Pageant, "Ms. RayeDiant Jewels."
- On the weekend of June 9, 2007, GWI again hosted the First Lady and her party for the first audition of her talented teens competition.
- On the weekend of July 21, 2007, GWI hosted the First Lady and her party for the final audition of the talented teens event.

GOODWORKS INTERNATIONAL LLC
5414
SEP 30 2007

ATTACHMENT(S)
TO THIS FILING
CAN BE FOUND IN
THE ORIGINAL
DOCUMENT