

For Six Month Period Ending Sept. 30, 2008  
(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, GA 30308

1700 K Street, NW  
Suite 430  
Washington, DC 20006

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

- (a) If an individual:
- |                           |                              |                             |
|---------------------------|------------------------------|-----------------------------|
| (1) Residence address(es) | 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.

**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.

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
Carlton Masters	Formerly President/CEO; now CEO only. See Sept. 15 letter to FARA Unit.	1/1/08

(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

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

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

If yes, furnish the following information:

Name	Position or connection	Date terminated
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Mr. Mvemba Dizolele ended his association with the company on May 30, 2008. While he never filed a Short Form Statement because he never performed FARA-reportable functions, he had been named in prior submissions as someone who might do so in the future. We therefore report his departure for the record.

(c) During this 6 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
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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. NA

**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 principal<sup>2</sup> during this 6 month reporting period?

Yes  No

If yes, furnish the 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.

Government of Cameroon (Ministry of Economy & Finance)  
Government of Rwanda  
Government of Tanzania

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  No   
Exhibit B<sup>4</sup> Yes  No  NA

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.

Act. (See Rule 208.)

<sup>3</sup> The Exhibit A, which is filed on Form NSD-3 (Formerly CRM-157), sets forth the information required to be disclosed concerning each foreign principal.

<sup>4</sup> The Exhibit B, which is filed on Form NSD-4 (Formerly CRM-155), 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 Cameroon -- See Annex I  
 " " Rwanda -- See Annex II  
 " " Tanzania -- See Annex III

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

Government of Cameroon -- See Annex I  
 " " Rwanda -- See Annex II  
 " " Tanzania -- See Annex III

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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.

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<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 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, or 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
August 2008	Govt. of Rwanda	Fulfill contract.	\$315,000

\$315,000

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, or 9 of this statement? Yes  No

If yes, have you filed an Exhibit D<sup>8</sup> 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, or 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, or 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
5/6/08	Patton Boggs	Reimburse portion of expense for breakfast seminar on President Bush's Africa trip; panel included Ambs. of Rwanda & Tanzania.	\$ 482.00
9/18/08	Airline, Amtrak, hotels	Transportation & hotel expenses for Mssrs. Masters & Cooper, and Ms. Karitanyi, to go to Boston for Rwanda Day. These expenses were not reimbursed by the Rwanda Government.	3052.00

\$3534.00

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, or 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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9/23/08	\$50.00	Payne for Congress	Don Payne
Aug. '08	100.00	Dem. Senate Committee	Various

(The above donations were by Mr. E. Barber on his own account, not for GoodWorks.)

9/5/08	100.00	Obama for President	Barack Obama
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(The above donation was made by Mr. Omar Arouna on his own account, not for GoodWorks.)

9/23/08	2000.00	Payne for Congress	Don Payne
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(The above donation was made by GoodWorks Intl. LLC.)

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.

NA

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:

- NA
- |   |   |  |   |
|---|---|--|---|
| <input type="checkbox"/> Radio or TV broadcasts | <input type="checkbox"/> Magazine or newspaper articles | <input type="checkbox"/> Motion picture films            | <input type="checkbox"/> Letters or telegrams |
| <input type="checkbox"/> Advertising campaigns  | <input type="checkbox"/> Press releases                 | <input type="checkbox"/> Pamphlets or other publications | <input type="checkbox"/> Lectures or speeches |
| <input type="checkbox"/> Internet               | <input type="checkbox"/> 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:

- NA
- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Public officials      | <input type="checkbox"/> Newspapers                   | <input type="checkbox"/> Libraries                |
| <input type="checkbox"/> Legislators           | <input type="checkbox"/> Editors                      | <input type="checkbox"/> Educational institutions |
| <input type="checkbox"/> Government agencies   | <input type="checkbox"/> Civic groups or associations | <input type="checkbox"/> Nationality groups       |
| <input type="checkbox"/> Other (specify) _____ |   |   |

21. What language was used in the informational materials:

- NA
- 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

NA

23. Did you label each item of such informational materials with the statement required by Section 4(b) of the Act?

- Yes  No

NA

<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.

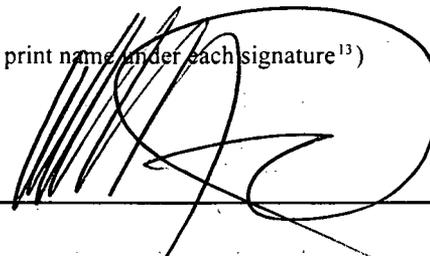
**VI – EXECUTION**

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 the 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>)

October 31, 2008



Wallace Ford  
President & Chief Operating  
Officer

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<sup>13</sup> 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 NSD-2, formerly Form CRM-154 Supplemental Statement):

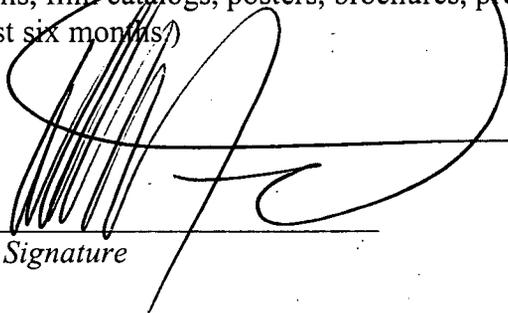
YES \_\_\_\_\_ or NO \_\_\_\_\_ X \_\_\_\_\_

(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.)



Signature

OCT 30, 2008  
Date

Wallace Ford  
Please type or print name of  
Signatory on the line above

President and Chief Operating Officer

\_\_\_\_\_  
Title

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U.S. Department of Justice

National Security 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		
<del>Karitanyi</del>	<del>Yamina</del>	<del>05/23/2005</del>	August 2008	
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		
Ford	Wallace	05/14/2008		

\* Ms. Karitanyi moved to Rwanda in August 2008 to assume charge of the company's office there. While she still employed by GoodWorks, she will not normally be engaged in FARA-reportable activities.

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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
<del>None</del>		

Signature:  Date: October 31, 2008

Title: Wallace Ford  
President & Chief Operating Officer

**Annex I: GoodWorks International LLC (5414)  
Period Ending September 30, 2008**

Activities Developed for the Government of Cameroon

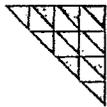
GoodWorks received no payments from the Government of Cameroon during the reporting period, undertook no activities, and incurred no expenses.

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**Annex II: GoodWorks International LLC (5414)**  
**Period Ending September 30, 2008**

Activities Developed for the Government of Rwanda

- *May 2008:* Facilitated participation by the Rwandan Ambassador in Washington in a panel discussion, sponsored by GoodWorks, of investment opportunities in Rwanda and four other African countries visited by President Bush in February 2008. Attendees included the Director of the Office of Africa at the Department of Commerce, and members of the staffs of the Agriculture Department, Office of the US Trade Representative, and the House Ways & Means Committee.
- *April-June 2008:* Met with President Paul Kagame to encourage his participation in the 8<sup>th</sup> Leon H. Sullivan Summit in Arusha, Tanzania, in June, and worked with the Leon H. Sullivan Foundation to assist in the arrangements.
- *August 2008:* Arranged a meeting between a representative of the Rwandan Embassy in Washington and the Deputy Administrator for International Aviation, US Department of Transportation.
- *July-September 2008:* Worked with the Rwandan Embassy to help organize and facilitate public participation in their annual Rwanda Day, held in Boston on September 19. GoodWorks' role consisted of: posting a letter of invitation from Ambassador Young on the GWI website as well as those of the Corporate Council on Africa and the Africa-America Institute; issuing a Media Advisory of the event to the press; and providing on-the-ground support in Boston. GoodWorks was represented at the event by Ambassador Carlton Masters and Vice President for Public Affairs Austin Cooper, plus staff. Copies of the letter and Media Advisory are attached.
- *September 2008:* Arranged an interview by Ebony Magazine with President Paul Kagame during his attendance at the UN General Assembly in New York.



**GWICONSULTING**

GoodWorks International, LLC

September 2, 2008

Dear Friends of Rwanda:

Please accept this invitation to join me at "Rwanda Day" on Friday, September 19<sup>th</sup>, 2008 at the Marriott Copley Hotel in downtown Boston. The theme for that day is "*Rwanda Day: Building Bridges between Massachusetts and Rwanda.*" His Excellency Paul Kagame, President of the Republic of Rwanda, will be in attendance at the conference which begins at 9:00 AM.

Under the vision and leadership of President Kagame, Rwanda has experienced tremendous political, economic and social growth. This has resulted in a total transformation from the Rwanda that much of the world came to know after the genocide of the spring 1994. More specifically, the implementation of policy reforms and good governance practices are critical components to the current Renaissance that's taking place in Rwanda, including record level investments by companies from around the world.

Indeed the primary purpose of "Rwanda Day" is to identify, highlight and facilitate investment in Rwanda by businesses from across the United States in general, and Massachusetts in particular. Primary target areas for investment by the Government of Rwanda include infrastructure, tourism and telecommunications.

President Kagame and I are hopeful that your schedule will permit you to join us in Boston on September 19<sup>th</sup>. If you have any questions or need any additional information, please contact Ms Doreen Kagarama at (202) 232-2882.

Peace and Blessings!

Andrew Young  
Co-Chair

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## **MEDIA ADVISORY**

**WHO:** The US Embassy of the Republic of Rwanda

**WHAT:** A conference, "*Rwanda Day: Building Bridges between Massachusetts and Rwanda.*" His Excellency Paul Kagame, President of the Republic of Rwanda, will be in attendance at the conference which begins at 9:00 AM.

Under the vision and leadership of President Kagame, Rwanda has experienced tremendous political, economic and social growth. This has resulted in a total transformation from the Rwanda that much of the world came to know after the genocide of the spring 1994. More specifically, the implementation of policy reforms and good governance practices are critical components to the current Renaissance that's taking place in Rwanda, including record level investments by companies from around the world.

**WHY:** The primary purpose of "Rwanda Day" is to identify, highlight and facilitate investment in Rwanda by businesses from across the United States in general, and Massachusetts in particular. Primary target areas for investment by the Government of Rwanda include infrastructure, tourism and telecommunications.

**WHEN:** Friday, September 19, 2008

**WHERE:** The Marriott Copley Hotel in downtown Boston, MA.

**CONTACT:** Doreen Kagarama, Embassy of Rwanda (202) 232-2882

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