

For Six Month Period Ending Sept. 30, 2010  
(Insert date)

**I - REGISTRANT**

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

(c) Business Address(es) of Registrant  
GoodWorks International LLC  
303 Peachtree Street, NE -- 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(es) 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.

NA

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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.

NA

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

NA

(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

NA

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

NA

(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

NA

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

NA

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

Government of Cameroon  
c/o Minister/Director of Cabinet  
Office of the Prime Minister  
Yaounde, Cameroon

July 16, 2010

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 Rwanda; but see Annex I

Government of Tanzania: but see Annex II

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

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.

NA

<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 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

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:

Arranged meetings in Washington for visiting Cameroon officials; see Annex III.

Conducted orientation visit to Cameroon Sept. 5-13; 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 and places of delivery, names of speakers and subject matter.

See Annex III. There were no speeches, lectures or broadcasts arranged by GWI during the period under review.

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 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.

The first payment under the contract was not due until Oct. 15, i in the case of Cameroon. For Rwanda and Tanzania, see Annexes I and II, respectively.

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

NA

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

NA

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, 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.

NA

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
9/1/10	Air France	Travel DC-Cameroon RT (2 pers)	\$2400
9/13/10	Hotel Mont Febe, Yaounde	Room & board (2 pers)	1800
(Ground transportation throughout was provided by the Government of Cameroon.)			
Various, July- September		Taxi fares to Cameroon Embassy, etc. in DC.	100

(None of these expenses were reimbursed by the Government of Cameroon; all were paid out of the retainer fee.)

\$4300

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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, 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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NA

**(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
9/16/10	\$50	Friends of Carolyn McCarthy	McCarthy
9/24/10	100	MoveOn.org PAC	various

(These contributions were made by Mr. Barber on his own account, and without reference to GWI. Good-Works made no contributions to any political campaign on its own account during the reporting period.)

<sup>10, 11</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.

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.

Messrs. Barber and Arouna have drafted a report of their visit to Cameroon in September, outlining some of the noteworthy developments they witnessed and describing their conversations and conclusions. This report will be published but had not yet been released as of the end of the reporting period.

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.

Any expenses incidental to issuance of the trip report will be paid out of the retainer fee.

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

- 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:

NA

- 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:

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.

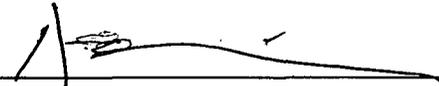
VI - EXECUTION

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 30, 2010



Carlton A. Masters  
President and CEO

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

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

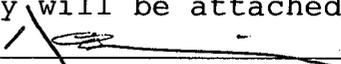
2. Do you disseminate any material in connection with your registration:

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.)

The material in question has been prepared but not yet disseminated. We expect it to be released in November, and a copy will be attached to the FARA report covering that period.

October 30, 2010

  
Signature

Date

Carlton A. Masters

Please type or print name of  
Signatory on the line above

President and CEO

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
Young	Andrew J.	03/02/2001		
Barber, III	Edwin L.	10/31/2005		
Cooper	Austin R.	05/12/2006		
Arouna	Omar	07/20/2007		
Tadesse	Yirgalem	07/20/2007		

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U.S. Department of Justice

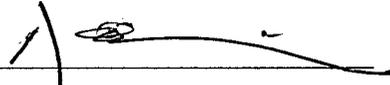
National Security Division

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
None		

Signature: 

Date: October 30, 2010

Title: President and CEO

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**Annex I: GoodWorks International LLC (5414)  
Period Ending September 30, 2010**

Activities Developed for the Government of Rwanda

GoodWorks' representational contract with the Government of Rwanda nominally expired on Feb. 1, 2008. All activities pursuant to the contract have been suspended since then; no payments were received, nor expenses incurred, in connection with that contract during the reporting period.

Discussions on a possible renewal are continuing, so we are not reporting the contract as terminated. A new contract will be submitted to the FARA Registration Unit as soon as it is concluded.

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**Annex II: GoodWorks International LLC (5414)  
Period Ending September 30, 2010**

Activities Developed for the Government of Tanzania

GoodWorks' representational contract with the Government of Tanzania nominally expired on September 5, 2008. GoodWorks' activities concerning Tanzania have been suspended since then; no payments were received, nor expenses incurred, in connection with that contract during the period under review.

Discussions are continuing on the possibility of renewing the contract, however, so we are not reporting it as terminated. A new contract will be submitted to the FARA Registration Unit as soon as it is concluded.

**Annex III: GoodWorks International LLC (5414)  
Period Ending September 30, 2010**

Activities Developed for the Government of Cameroon

Pursuant to the contract signed by GWI to advise the Government of Cameroon on its quest for a Compact under the Millennium Challenge Account, Messrs. Arouna and Barber accompanied the head of the Cameroon MCA team, Mme. Rose Tanyi, on a July 22 appointment at the World Bank. The purpose was to discuss, with the Bank's Senior Country Officer for Cameroon and a staff representative of the International Finance Corporation's Doing Business Unit, Cameroon's status under the MCA indicators for which the Bank and the IFC provide data.

On Monday, August 30, Arouna and Barber called on the Director of Threshold Programs at the Millennium Challenge Corporation to discuss (a) Cameroon's standing under the various MCA indicators, and (b) their impending trip to Cameroon (see next paragraph). They paid similar calls, for the same purposes, on the Director of the Office of African Nations at the Treasury Department on September 2, and the Director of the Office of Central African Affairs at the State Department on September 3.

During the period Sept. 5-13, Arouna and Barber traveled to Cameroon to view at first hand some of the changes that have occurred in areas relevant to the MCA indicators. The program included meetings with government agencies working in such areas as elections, human rights, registration of new businesses, and control of corruption. They met with the Director General of Taxation and other members of the staff of the Ministry of Finance, with representatives of the media, and with a senior opposition member of the National Assembly. They also met privately with the Prime Minister and the Director of the PM's Cabinet. Finally, they discussed their observations with the Charge d'Affaires and Chief of the Political/Economic Section of the American Embassy.

After their return, Messrs. Arouna and Barber accompanied Mme. Tanyi and the Senior Advisor to the Prime Minister of Cameroon, Prof. Fabien Nkot, to a Sept. 30 meeting with the Director of Threshold Programs at the MCC to discuss their impressions from the trip. They also accompanied the two Cameroon officials to a meeting for the same purpose with the IFC's Principal Economic Strategy Officer for Sub-Saharan Africa, who was joined by the Senior Private Sector Development Specialist from the IFC's Doing Business Project.