U.S. Department of Justice
Washington, DC 20530

OMB NO. 1124-0002; Expires February 28, 2014

Supplemental Statement
Pursuant to the Foreign Agents Registration Act of 1938, as amended

For Six Month Period Ending March 31, 2011
(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

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.

NSD/CES/REGISTRATION UNIT
2011 MAY -3 AM 11:51

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

3. If you have previously filed Exhibit C[1], 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, National Security 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

(b) Have any persons become partners, officers, directors or similar officials during this 6 month reporting period?

Yes ☐ No ☒

If yes, furnish the following information:

Name	Residence Address	Citizenship	Position	Date Assumed

5. (a) Has any person named in Item 4(b) rendered services directly in furtherance of the interests of any foreign principal?

Yes ☐ No ☐

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

(b) 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 ☒

Name	Residence Address	Citizenship	Position	Date Assumed

(c) 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

(d) Have any employees or individuals, who have filed a short form registration statement, terminated their connection with any foreign principal during this 6 month reporting period? Yes ☐ No ☒

If yes, furnish the following information:

Name	Position or Connection	Foreign Principal	Date Terminated

6. Have short form registration statements been filed by all of the persons named in Items 5(a) and 5(b) 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:

Foreign Principal | Date of Termination

8. Have you acquired any new foreign principal(s)[2] during this 6 month reporting period? Yes ☐ No ☒
If yes, furnish th following information:

Name and Address of Foreign Principal(s) | Date Acquired

9. In addition to those named in Items 7 and 8, if any, list foreign principal(s)[2] whom you continued to represent during the 6 month reporting period.

Government of Cameroon
Government of Rwanda
Government of Tanzania

(Note: As previously reported, GWI's contracts with these latter two governments have reached their end dates. Discussions of possible renewal continue, so we are not reporting them as terminated; payment for the requisite fees is enclosed.)

10. (a) Have you filed exhibits for the newly acquired foreign principal(s), if any, listed in Item 8?

Exhibit A[3] Yes ☐ No ☐
Exhibit B[4] 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 this six month period? Yes ☐ No ☒
If yes, have you filed an amendment to these exhibits? Yes ☐ No ☐

If no, please attach the required amendment.

2 The term "foreign principal" includes, in addition to those defined in section 1(b) of the Act, an individual organization any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual. (See Rule 100(a) (9)). A registrant who represents more than one foreign principal is required to list in the statements he files under the Act only those principals for whom he is not entitled to claim exemption under Section 3 of the Act. (See Rule 208.)
3 The Exhibit A, which is filed on Form NSD-3 (Formerly CRM-157) sets forth the information required to be disclosed concerning each foreign principal.
4 The Exhibit B, which is filed on Form NSD-4 (Formerly CRM-155) sets fourth 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, or 9 of this statement? Yes ☒ No ☐

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

See attached Continuation Sheet.

12. During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity[5] as defined below? Yes ☒ No ☐

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

See attached Continuation Sheet.

13. In addition to the above described activities, if any, have you engaged in activity on your own behalf which benefits your foreign principal(s)? Yes ☐ No ☒

If yes, describe fully.

5 The term "political activity" 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, 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.[6]

Date	From Whom	Purpose	Amount
12/31/10	Govt. of Cameroon	Payment on contract.	$87,470

(Note: Pending completion of contract negotiations, there were no receipts from the Governments of Rwanda or Tanzania.)

$87,470
Total

(b) **RECEIPTS - FUNDRAISING CAMPAIGN**

During this 6 month reporting period, have you received, as part of a fundraising campaign[7], 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 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[9] 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:

Foreign Principal	Date Received	Thing of Value	Purpose

6, 7 A registrant is required to file an Exhibit D if he collects or receives contributions, loans, moneys, or other things of value for a foreign principal, as part of a fundraising 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 fundraising 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.

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
Various	Taxicabs, telephone cos, post office.	Bus. expenses	$100

(For GWI's Cameroon contract, there were incidental expenses from time to time, as stated. All were paid out of our retainer, and none were reimbursed by the client. The costs of Mr. Arouna's trip to Cameroon were paid by a private sector client whose business was the primary focus of the trip; the call on the U.S. Ambassador also concerned mainly the private client. Since the government contract was only incidentally discussed, there was no cost attributed to that contract.)

(As stated previously, GoodWorks has undertaken no activities for the Governments of Rwanda or Tanzania pending completion of contract negotiations, and consequently there no disbursements or expenditures on behalf of those governments.)

$100

Total

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

During this 6 month reporting period, have you disposed of anything of value[10] 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	Recipient	Foreign Principal	Thing of Value	Purpose

(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[11] 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	Political Organization or Candidate	Location of Event
9/27/10	$100 donation	Democratic Govs. Assn. Election	

(This contribution was made by Mr. Barber out of his own funds and without reference to GoodWorks. GoodWorks itself has made no contribution of any sort to any election during the period.)

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. (a) During this 6 month reporting period, did you prepare, disseminate or cause to be disseminated any informational materials?[12]
Yes ☒ No ☐

If Yes, go to Item 17.

(b) If you answered No to Item 16(a), do you disseminate any material in connection with your registration?
Yes ☐ No ☐

If Yes, please forward the materials disseminated during the six month period to the Registration Unit for review.

17. Identify each such foreign principal.

Government of Cameroon

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.

As reported in the last FARA submission, GoodWorks prepared and published a report of a visit to Cameroon in September in connection with the Millennium Challenge Account project. The cost was paid from the retainer, and was not reimbursed.

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 ☐ Motion picture films ☐ Letters or telegrams
☐ Advertising campaigns ☐ Press releases ☒ Pamphlets or other publications ☐ Lectures or speeches
☐ Other *(specify)* _____

Electronic Communications

☐ Email
☐ Website URL(s): _____
☐ Social media websites URL(s): _____
☐ 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)* Cameroon-related businesses

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)	(Print or type name under each signature or provide electronic signature[13])
April 27, 2011	
	Carlton A. Masters
	President and CEO

NSD/CES/REGISTRATION UNIT
2011 MAY -3 AM 11:51

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.

SHORT-FORM REGISTRATION INFORMATION SHEET

The Department records list active short-form registration statements for the following persons filed on the date indicated by each name. If a person is not currently functioning in the same capacity directly on behalf of the foreign principal, please indicate the date of termination in Item 5 of the supplemental statement.

Short Form List for Registrant: GoodWorks International, LLC

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

(Note: All are still functioning in the same capacities.)

NSD/CES/REGISTRATION UNIT
2011 MAY -3 AM 11:51

Continuation Sheet – Item # 11:

From Nov. 15 to 19, 2010, GoodWorks organized a program for a visiting delegation of staff members from the Commissions on Elections, Human Rights, and Control of Corruption of the Government of Cameroon. They were joined as well by a single member of the staff of the Ministry of Small and Medium Enterprises (MINPEESA).

The major event of the week was a seminar, hosted by the Cameroon Embassy, at which the Commission representatives discussed the work of their respective Commissions and answered questions. The audience was composed of invited staff members of such Non-Governmental Organizations as Amnesty International, Catholic Relief Services, Oxfam America, Freedom House, the International Law Institute, the International Republican Institute, the National Democratic Institute, and others with an interest in Cameroon. There were no representatives of government or of the media in attendance, and there was no public report of the discussion.

In addition, GoodWorks arranged for the Corporate Council on Africa to host a lunch for its business members at which the MINPEESA representative discussed the business environment in Cameroon and the Ministry's recent efforts to improve it. This meeting also was off the record, and there was no U.S. Government representative present.

GoodWorks also arranged for the visiting delegation to call on staff members of The Heritage Foundation, the International Foundation for Electoral Systems, and the Director of Threshold Programs for the Millennium Challenge Corporation – again, to discuss the recent initiatives of their respective organizations and to answer questions. In the case of IFES, the Cameroonians inquired about the Foundation's programs of technical assistance to foreign governments for election-related activities.

Finally, in the first week of April 2011, Mr. Arouna traveled to Cameroon and called on the U.S. Ambassador on behalf of a private sector client. While there, he also discussed GoodWorks' efforts to assist the Cameroon Government in obtaining a Compact under the Millennium Challenge Account.

We should note that, pending completion of the discussions on contract renewal with the governments of Rwanda and Tanzania, there have been no activities conducted on behalf of those governments.