

For Six Month Period Ending DEC 31 1998
(Insert date)

I - REGISTRANT

1. (a) Name of Registrant
Sierra Rutile America, Inc.
- (b) Registration No.
5128
- (c) Business Address(es) of Registrant
**1223 Wanner Road
Green Cove Springs, FL 32043**

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

- (a) If an individual:
- | | | |
|-----------------------|------------------------------|-----------------------------|
| (1) Residence address | Yes ☐ | No ☐ |
| (2) Citizenship | Yes ☐ | No ☐ |
| (3) Occupation | Yes ☐ | No ☐ |
- (b) If an organization:
- | | | |
|--------------------------|------------------------------|--|
| (1) Name | Yes ☐ | No ☒ |
| (2) Ownership or control | Yes ☐ | No ☒ |
| (3) Branch offices | Yes ☐ | No ☒ |
- (c) Explain fully all changes, if any, indicated in items (a) and (b) above.

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, Internal Security Section, U.S. Department of Justice, Washington, D.C. 20530.)

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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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See attached list of current and past directors.

- (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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See attached list of current and past directors.

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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.

- (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
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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.

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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 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 principals² whom you continued to represent during the 6 month reporting period.

Sierra Rutile Limited ("SRL")
Lamino Sankoh Street
Private Mailbag
Freetown, Sierra Leone
West Africa

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 ☐	No ☐	not applicable
Exhibit B ⁴	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 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 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:

SRA's activities on behalf of SRL during this 6-month reporting period were identical to those reported in the registration statement. SRA's activities covered all facets of the procurement and restart process including contract negotiations, documentation, purchasing, transportation, shipping and related coordination until the goods reached the SRL mining operations port in Sierra Leone.

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

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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 political or public interests, policies, or relations of a government, 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
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Total

(b) RECEIPTS - FUND RASING 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 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 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
SRL	throughout the six (6) month period	travel expenses (transportation, accomodations, meals) totaling \$5,395.00	*all travel on behalf of SRL was for non-registrable activities.

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 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
July 1 to Dec. 31, 1998	Various Vendors	Consulting fees, office expenses, professional fees, communications, bank charges, taxes and capital charges.	\$100,778.00

* All disbursements relate to non-registrable activities. No monies were expended for registrable activities.

\$100,778.00
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.

18. During this 6 month reporting period, has any foreign principal established a budget or allocated a specified sum of money to finance your activities in preparing or disseminating informational materials? Yes ☐ No ☐

If yes, identify each such foreign principal, specify amount, and indicate for what period of time.

19. During this 6 month reporting period, did your activities in preparing, disseminating or causing the dissemination of informational materials include the use of any of the following:

- | | | | |
|---|---|--|---|
| ☐ Radio or TV broadcasts | ☐ Magazine or newspaper articles | ☐ Motion picture films | ☐ Letters or telegrams |
| ☐ Advertising campaigns | ☐ Press releases | ☐ Pamphlets or other publications | ☐ Lectures or speeches |
| ☐ Other (specify) _____ | | | |

20. During this 6 month reporting period, did you disseminate or cause to be disseminated informational materials among any of the following groups:

- | | | |
|--|---|---|
| ☐ Public Officials | ☐ Newspapers | ☐ Libraries |
| ☐ Legislators | ☐ Editors | ☐ Educational institutions |
| ☐ Government agencies | ☐ Civic groups or associations | ☐ Nationality groups |
| ☐ Other (specify) _____ | | |

21. What language was used in the informational materials:

- ☐ English ☐ Other (specify) _____

22. Did you file with the Registration Unit, U.S. Department of Justice a copy of each item of such informational materials disseminated or caused to be disseminated during this 6 month reporting period? Yes ☐ No ☐

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

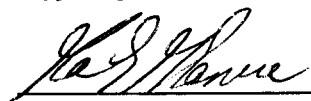
¹² The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign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

20 January 1999

(Type or print name under each signature¹³)

MAXWELL E MCGARVIE

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
CRIMINAL 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 _____ 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

20 Jan 1999
Date

MAXWELL E. MCGOWAN
Please type or print name of
signatory on the line above

ACTING CHIEF EXECUTIVE
Title

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1999 JAN 26 PM 2:3

Sierra Rutile America
Register of Directors

Name	Date Appointed	Nationality and PPT #	Residence Address	Business Occupation	Date Ceasing To Act
John Scott	11/17/93	Australian E6013565	3 Sturgeon Street Ormiston, 4160 Australia	CEO Consolidated Rutile	9/17/96
Clive Dinsdale	11/17/93	Australian E6018159	135 Arrabri Mt Ommaney Brisbane, Australia	Accountant Consolidated Rutile	12/20/93
Edgar Cruft	11/17/93	British	4101 Roblar Ave Santa Ynez, California	Chairman - Nord Resources Corporation	7/9/97
Terance Lang	11/17/93	American	912 West Spring Vallet Rd Spring Valley, Ohio	Senior Vice President Nord Resources Corporation	3/27/98
J. Peter Davies	11/17/93	Canadian	8 Bartons Lane Basingstoke, UK	Director	12/31/94
Christopher A. Neal	12/20/93	Australian E6301404	689 Hawkesbury Rd Anstead, Australia	Accountant Consolidated Rutile	9/17/96
Brian Calver	12/20/93	British	33 Feld Way Basingstoke, UK	Director	9/30/96
Keith Faulkner	9/17/96	Australian K1613196	1 Maisie Crescent Wembly Downs WA 6019 Australia	Director Consolidated Rutile	12/14/98
Dr. W. Pierce Carson	7/9/97	American	PO Box 831 Cedar Crest NM 87008	Chairman Nord Resources Corporation	
Bryan A. Ellis	3/27/98	British	2631 Lighthouse Cove Pl Ponte Vedra Beach, Fl.	President - Marketing, US Operations RGC	
Ray Jenner	3/27/98	Canadian	9631 Desert Mtn Rd NE Albuquerque, NM 87122	CFO Nord Resources Corporation	
Maxwell E. McGarvie	3/27/98	Australian E7535680	20 Roots Rd Lesmurdie WA 6076 Australia	CEO Sierra Rutile Companies	
Christopher A. Callow	12/14/98	Australian K2595118	149 Riverton Drive Rossmoyne, WA 6148 Australian	Exec Genl Mgr - Finance Westralian Sands, Ltd.	

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