

U.S. Department of Justice

Washington, DC 20530

Registration Statement

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

I--REGISTRANT

1. Name of Registrant

Gainful Solutions Inc.

2. Registration No. (To Be Assigned By the FARA Registration Unit)

4667

3. Principal Business Address

4460 Redwood Highway
Suite 16-353
San Rafael, CA 94903

4. If the registrant is an individual, furnish the following information:

(a) Residence address(es)

(b) Other business address(es), if any

(c) Nationality

(d) Year of birth

(e) Present citizenship

(f) If present citizenship not acquired by birth, state when, where and how acquired

(g) Occupation

5. If the registrant is not an individual, furnish the following information:

(a) Type of organization: Committee Association Partnership Voluntary group
Corporation Other (specify) S Corporation

(b) Date and place of organization March 1, 2019, Delaware

(c) Address of principal office

(d) Name of person in charge Ambassador (ret.) Michael Ranneberger

(e) Locations of branch or local offices

(f) If a membership organization, give number of members

(g) List all partners, officers, directors or persons performing the functions of an officer or director of the registrant.

Name	Residence Address(es)	Position	Nationality
Ambassador (ret.) Michael Ranneberger	Provided under separate cover	Vice President/Secretary	U.S.
Soheil Nazari-Kangarlou	Provided under separate cover	CEO/CFO	U.S.

(h) Which of the above named persons renders services directly in furtherance of the interests of any of the foreign principals?
Ambassador (ret.) Michael Ranneberger; Soheil Nazari-Kangarlou

(i) Describe the nature of the registrant's regular business or activity.

Gainful Solutions assists clients navigate the complexities of doing business internationally, including entering foreign markets, international business planning, and international operations. Its services include business consulting, market research and intelligence, developing business and marketing plans, and setting up financial infrastructure.

(j) Give a complete statement of the ownership and control of the registrant.

The corporation is fully owned and controlled by Ambassador (ret.) Michael Ranneberger and Soheil Nazari-Kangarlou, both of which are Managing Partners.

6. List all employees who render services to the registrant directly in furtherance of the interests of any of the foreign principals in other than a clerical, secretarial, or in a related or similar capacity.

Name	Residence Address(es)	Nature of Services
Ambassador (ret.) Michael Ranneberger	Provided under separate cover	Consulting
Soheil Nazari-Kangarlou	Provided under separate cover	Consulting
Constance Berry Newman	114 Duddington Pl S.E. Washington, DC 20003	Consulting

II--FOREIGN PRINCIPAL

7. List every foreign principal¹ for whom the registrant is acting or has agreed to act.

Foreign Principal	Principal Address(es)
Government of South Sudan through the Office of the President of South Sudan	Presidential Palace, Juba One South Sudan

III--ACTIVITIES

8. In addition to the activities described in any Exhibit B to this statement, will you engage or are you engaging now in activity on your own behalf which benefits any or all of your foreign principals? Yes No

If yes, describe fully.

IV--FINANCIAL INFORMATION

9. (a) **RECEIPTS-MONIES**

During the period beginning 60 days prior to the date of your obligation to register² to the time of filing this statement, did you receive from any foreign principal named in Item 7 any contribution, income, or money either as compensation or for disbursement or otherwise? Yes No

If yes, set forth below in the required detail and separately for each such foreign principal an account of such monies.³

Foreign Principal	Date Received	Purpose	Amount
Government of South Sudan through the Office of the President of South Sudan		Retainer for consulting fees	\$1,200,000

\$1,200,000
Total

¹ The term "foreign principal," as defined in Section 1(b) of the Act, includes a foreign government, foreign political party, foreign organization, foreign individual and, for the purpose of registration, an organization or an individual 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.
² An agent must register within ten days of becoming an agent, and before acting as such.
³ 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. There is no printed form for this exhibit. (See Rule 201(e), 28 C.F.R. § 5.201(e)).

(b) RECEIPTS-THINGS OF VALUE

During the period beginning 60 days prior to the date of your obligation to register⁴ to the time of filing this statement, did you receive from any foreign principal named in Item 7 anything of value⁵ other than money, either as compensation, or for disbursement, or otherwise? Yes No

If yes, furnish the following information:

Foreign Principal	Date Received	Thing of Value	Purpose
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10. (a) DISBURSEMENT-MONIES

During the period beginning 60 days prior to the date of your obligation to register⁶ to the time of filing this statement, did you spend or disburse any money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes No

If yes, set forth below in the required detail and separately for each such foreign principal named including monies transmitted, if any, to each foreign principal.

Date	To Whom	Purpose	Amount
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(b) DISBURSEMENTS-THINGS OF VALUE

During the period beginning 60 days prior to the date of your obligation to register⁷ to the time of filing this statement, did you dispose of any thing of value⁸ other than money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes No

If yes, furnish the following information:

Date	Recipient	Foreign Principal	Thing of Value	Purpose
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(c) DISBURSEMENTS-POLITICAL CONTRIBUTIONS

During the period beginning 60 days prior to the date of your obligation to register⁹ to the time of filing this statement, did you, the registrant, or any short form registrant, make any contribution of money or other thing of value from your own funds and on your own behalf in connection with an election to any political office or in connection with any primary election, convention, or caucus held to select candidates for any political office? Yes No

If yes, furnish the following information:

Date	Amount or Thing of Value	Political Organization or Candidate	Location of Event
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4, 6, 7 and 9 See Footnote 2, on page 3.

5 and 8 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 MATERIALS¹⁰

11. Will the activities of the registrant on behalf of any foreign principal include the preparation or dissemination of informational materials? Yes No

IF YES, RESPOND TO THE REMAINING ITEMS IN THIS SECTION V.

12. Identify each such foreign principal.

13. Has a budget been established or specified sum of money allocated to finance your activities in preparing or disseminating informational materials? Yes No

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

14. Will any public relations firms or publicity agents participate in the preparation or dissemination of such informational materials? Yes No

If yes, furnish the names and addresses of such persons or firms.

15. Activities in preparing or disseminating informational materials will include the use 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 website URL(s): _____
- Other (specify) _____

16. Informational materials will be disseminated among the following groups:

- Public officials
- Civic groups or associations
- Legislators
- Libraries
- Government agencies
- Educational groups
- Newspapers
- Nationality groups
- Editors
- Other (specify) _____

17. Indicate language to be used in the informational materials:

- English
- Other (specify) _____

10 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--EXHIBITS AND ATTACHMENTS

18. (a) The following described exhibits shall be filed with an initial registration statement:

Exhibit A- This exhibit, which is filed on Form NSD-3, sets forth the information required to be disclosed concerning each foreign principal named in Item 7.

Exhibit B- This exhibit, which is filed on Form NSD-4, sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

(b) An Exhibit C shall be filed when applicable. This exhibit, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, constitution, and bylaws of a registrant that is an organization. A waiver of the requirement to file an Exhibit C may be obtained for good cause shown upon written application to the Assistant Attorney General, National Security Division, U.S. Department of Justice, Washington, DC 20530. (See Rule 201(c) and (d)).

(c) An Exhibit D shall be filed when applicable. This exhibit, 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. (See Rule 201 (e)).

VII--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 signature¹¹)

April 18, 2019

/s/ Soheil Nazari-Kangarlou

eSigned

¹¹ 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.