UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (D)
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2014

COMMISSION FILE NO.: 0-50469

GREENSHIFT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**59-3764931**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
5950 Shiloh Road East, Suite N, Alpharetta, Georgia	**30005**
(Address of principal executive offices)	(Zip Code)

(770) 886-2734
(Registrant's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No___

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the prior 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes X No___

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer[ ] Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes___ No X

As of November 13, 2014, there were 110,468,282 shares of common stock outstanding.

GREENSHIFT CORPORATION
QUARTERLY REPORT ON FORM 10-Q
FOR THE FISCAL QUARTER ENDED SEPTEMBER 30, 2014

TABLE OF CONTENTS

Part I	**Financial Information**	**Page No**
Item 1	Financial Statements	3
	Consolidated Balance Sheets as of September 30, 2014 (unaudited) and December 31, 2013	4
	Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2014 (unaudited) and 2013 (unaudited)	5
	Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2014 (unaudited) and 2013 (unaudited)	6
	Notes to Consolidated Financial Statements	7
Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	20
Item 3	Quantitative and Qualitative Disclosures about Market Risk	25
Item 4	Controls and Procedures	25
Part II	**Other Information**	
Item 1	Legal Proceedings	25
Item 1A	Risk Factors	25
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	25
Item 3	Defaults upon Senior Securities	25
Item 4	Mine Safety Disclosures	25
Item 5	Other Information	26
Item 6	Exhibits	26
	Signatures	27

PART I – FINANCIAL INFORMATION

ITEM 1 FINANCIAL STATEMENTS

GREENSHIFT CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
AS OF SEPTEMBER 30, 2014 AND DECEMBER 31, 2013

	9/30/2014	12/31/2013
ASSETS		
Current Assets:		
Cash	$ 2,810,318	$ 3,896,312
Accounts receivable, net of doubtful accounts	935,145	1,173,490
Inventories, net	685,533	1,145,533
Prepaid expenses and other assets	123,175	43,201
Total current assets	4,554,171	6,258,536
Other Assets:		
Intangible assets, net	21,980	24,381
Deposits	69,730	69,730
Total other assets	91,710	94,111
TOTAL ASSETS	4,645,881	6,352,647
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities:		
Accounts payable	6,716,782	6,952,217
Accrued expenses	6,051,105	5,076,202
Accrued expenses – deferred employee compensation	518,043	518,043
Income tax payable	55,604	55,604
Accrued interest payable	6,478,196	5,708,966
Accrued interest payable – related party	233,825	115,811
Deferred revenue	1,425	70,000
Current portion of long term debt	1,367,045	1,367,045
Current portion of convertible debentures, net	17,739,095	24,934,052
Convertible debentures related parties, net	2,574,589	2,793,839
Amounts due to minority shareholders	545,842	545,842
Total current liabilities	42,281,551	48,137,621
Long term Liabilities:		
Liability for preferred stock – related party	723,703	764,256
Convertible debentures	175,000	175,000
Total long term liabilities	898,703	939,256
Total Liabilities	43,180,254	49,076,877
Stockholders' Equity (Deficit):		
Convertible preferred stock, $0.001 par value, 5,000,000 shares authorized:		
Series B: 2,480,544 and 2,480,544 shares issued and outstanding, respectively	2,481	2,481
Series D: 862,262 and 862,262 shares issued and outstanding, respectively	862	862
Common stock: $0.0001 par value, 2,500,000,000 authorized 79,829,366 and 9,319,049 shares issued and outstanding, respectively	7,982	932
Additional paid in capital	121,367,136	120,408,478
Accumulated deficit	(159,912,834)	(163,136,983)
Total stockholders' equity (deficit)	(38,534,373)	(42,724,230)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 4,645,881	$ 6,352,647

The notes to the Consolidated Financial Statements are an integral part of these statements.

GREENSHIFT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013

	Three Months Ended		Nine months Ended	
	9/30/2014	9/30/2013	9/30/2014	9/30/2013
Revenue	$ 3,038,561	$ 4,178,501	$ 10,877,440	$ 12,079,341
Total revenue	3,038,561	4,178,501	10,877,440	12,079,341
Costs of revenue	933,260	1,849,279	4,143,456	5,482,986
Gross profit	2,105,301	2,329,222	6,733,984	6,596,355
Operating expenses:				
Research and development	150,698	190,617	571,094	336,108
Sales, general and administrative expenses	1,423,518	2,290,829	4,997,012	5,779,516
Total operating expenses	1,574,216	2,481,446	5,568,106	6,115,624
Income (loss) from operations	531,085	(152,224)	1,165,878	480,731
Other Income (Expense):				
Gain (loss) on extinguishment of debt	--	--	2,814,952	10,884
Other expense	--	--	--	(450,000)
Interest income	--	--	--	18,233
Miscellaneous income	7,501	16,673	11,556	27,754
Change in conversion liabilities	87,033	68,212)	243,048	174,189
Change in conversion liabilities - related party	13,863	(18,025)	37,523	(138,967)
Interest expense	(282,821)	(386,656)	(930,765)	(1,183,964)
Interest expense – related party	(38,017)	(43,716)	(118,013)	(135,582)
Total other income (expense), net	(212,441)	(363,512)	2,058,301	(1,677,453)
Income (loss) before provision for income taxes	318,644	(515,736)	3,224,179	(1,196,722)
(Provision for)/benefit from income taxes	--	--	(30)	(143,739)
Net income (loss)	$ 318,644	$ (515,736)	$ 3,224,149	$ (1,340,461)
Weighted average common shares outstanding, basic	59,923,078	3,195,368	33,996,195	1,882,929
Weighted average common shares outstanding, diluted	1,832,359,472	3,195,368	1,832,359,472	1,882,929
Net income (loss) per share – basic	$ 0.01	$ (0.16)	$ 0.09	$ (0.71)
Net income (loss) per share – diluted	$ 0.00	$ (0.16)	$ 0.00	$ (0.71)

The notes to the Consolidated Financial Statements are an integral part of these statements.

GREENSHIFT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013

	Nine months Ended	
	9/30/2014	**9/30/2013**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ 3,224,149	(1,340,461)
Adjustments to reconcile netincome (loss) to net cash provided by (used in) operating activities:		
Amortization of intangibles	2,402	2,402
Gain on extinguishment of debt	(2,814,952)	(10,884)
Change in conversion liabilities	(280,572)	(35,222)
Bad debt expense (recovery)	--	(56,000)
Changes in operating assets and liabilities:		
Accounts receivable	238,345	117,935
Prepaid expenses	(79,974)	85,186
Inventory	460,000	1,334,850
Deposits	--	904
Deferred revenue	(68,575)	(13,750)
Accrued interest	921,201	1,166,247
Accrued interest – related party	118,013	105,861
Costs in excess of billings	--	794,939
Income tax payable	--	84,600
Accounts payable and accrued expenses	839,469	2,306,817
Net cash provided by (used in) operating activities	2,559,506	4,543,424
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from (repayment of) convertible debentures – related party	(60,000)	250,000
Repayment of convertible debentures	(3,585,500)	(2,000,000)
Repayment of convertible debentures – related party bridge	--	(527,415)
Net cash provided by (used in) financing activities	(3,645,500)	(2,277,415)
Net increase (decrease) in cash	(1,085,994)	2,266,009
Cash at beginning of period	3,896,312	2,030,577
Cash at end of period	$ 2,810,318	$ 4,296,586

The notes to the Consolidated Financial Statements are an integral part of these statements.

GREENSHIFT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 BASIS OF PRESENTATION

REFERENCES TO THE COMPANY

In this Quarterly Report on Form 10-Q, the terms "*we*," "*our*," "*us*," "*GreenShift*," or the "*Company*" refer to GreenShift Corporation, and its subsidiaries on a consolidated basis. The term "*GreenShift Corporation*" refers to GreenShift Corporation on a standalone basis only, and not its subsidiaries.

The condensed balance sheet at December 31, 2013 was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America. The other information in these condensed financial statements is unaudited but, in the opinion of management, reflects all adjustments necessary for a fair presentation of the results for the periods covered. All such adjustments are of a normal recurring nature unless disclosed otherwise. These condensed financial statements, including notes, have been prepared in accordance with the applicable rules of the Securities and Exchange Commission and do not include all of the information and disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. These condensed financial statements should be read in conjunction with the financial statements and additional information as contained in our Annual Report on Form 10-K for the year ended December 31, 2013.

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries, and entities which we control. All significant intercompany balances and transactions have been eliminated on a consolidated basis for reporting purposes.

USE OF ESTIMATES IN THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles, or GAAP, requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 DESCRIPTION OF BUSINESS

We develop and commercialize clean technologies that facilitate the more efficient use of natural resources. We are focused on doing so today in the U.S. ethanol industry, where we innovate and offer technologies that improve the profitability of licensed ethanol producers.

We generate revenue by licensing our technologies to ethanol producers in exchange for ongoing royalty and other license fees. During the nine months ended September 30, 2014 three customers each provided over 10% of our revenue and 51% of total revenue in the aggregate; during the nine months ended September 30, 2013, three customers each provided over 10% of our revenue and 54% of total revenue in the aggregate (See Note 4 *Significant Accounting Policies* for Revenue Recognition policies).

NOTE 3 GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As of September 30, 2014, the Company had $2,810,318 in cash, and current liabilities exceeded current assets by $37,727,380. These matters raise substantial doubt about the Company's ability to continue as a going concern. Our ability to satisfy our obligations will depend on our success in obtaining financing, our success in developing revenue sources, and our success in negotiating with the creditors. Management's plans to resolve the Company's working capital deficit by increasing revenue, reducing debt and exploring new financing options. There can be no assurances that the Company will be able to eliminate its working capital deficit and that the Company's historical operating losses will not recur. The accompanying financial statements do not contain any adjustments which may be required as a result of this uncertainty.

NOTE 4 SIGNIFICANT ACCOUNTING POLICIES

SEGMENT INFORMATION

We determined our reporting units in accordance with FASB ASC 280, "*Segment Reporting*" ("ASC 280"). We evaluate a reporting unit by first identifying its operating segments under ASC 280. We then evaluate each operating segment to determine if it includes one or more components that constitute a business. If there are components within an operating segment that meet the definition of a business, we evaluate those components to determine if they must be aggregated into one or more reporting units. If applicable, when determining if it is appropriate to aggregate different operating segments, we determine if the segments are economically similar and, if so, the operating segments are aggregated. We have one operating segment and reporting unit. We operate in one reportable business segment; we provide technologies and related products and services to U.S.-based ethanol producers. We are organized and operated as one business. We exclusively sell our technologies, products and services to ethanol producers that have entered into license agreements with the Company. No sales of any kind occur, and no costs of sales of any kind are incurred, in the absence of a license agreement. A single management team that reports to the chief operating decision maker comprehensively manages the entire business. We do not operate any material separate lines of business or separate business entities with respect to our technologies, products and services. The Company does not accumulate discrete financial information according to the nature or structure of any specific technology, product and/or service provided to the Company's licensees. Instead, management reviews its business as a single operating segment, using financial and other information rendered meaningful only by the fact that such information is presented and reviewed in the aggregate. Discrete financial information is not available by more than one operating segment, and disaggregation of our operating results would be impracticable.

REVENUE RECOGNITION

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price is fixed or determinable, and collection is reasonably assured. The Company recognizes revenue from licensing of the Company's corn oil extraction technologies when corn oil sales occur. Licensing royalties are recognized as earned by calculating the royalty as a percentage of gross corn oil sales by the ethanol plants. For the purposes of assessing royalties, the sale of corn oil is deemed to occur when shipped, which is when four basic criteria have been met: (i) persuasive evidence of a customer arrangement; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured, and (iv) product delivery has occurred, which is generally upon shipment to the buyer of the corn oil. To the extent revenues are generated from the Company's licensing support services, the Company recognizes such revenues when the services are completed and billed. The Company provides process engineering services on fixed price contracts. These services are generally provided over a short period of less than three months. Revenue from fixed price contracts is recognized on a pro rata basis over the life of the contract as they are generally performed evenly over the contract period. The Company additionally performs under fixed-price contracts involving design, engineering, procurement, installation, and start-up of oil recovery and other production systems. Revenues and fees on these contracts are recognized using the percentage-of-completion method of accounting, and specifically the efforts-expended percentage-of-completion method using measures such as task duration and completion. The efforts-expended approach is used in situations where it is more representative of progress on a contract than the cost-to-cost or the labor-hours methods. The asset, "costs and estimated earnings in excess of billings on uncompleted contracts," represents revenues recognized in excess of amounts billed. The liability, "billings in excess of costs and estimated earnings on uncompleted contracts," represents billings in excess of revenues recognized.

BASIC AND DILUTED INCOME (LOSS) PER SHARE

The Company computes its net income or loss per common share under the provisions of ASC 260, "*Earnings per Share*," whereby basic net income or loss per share is computed by dividing the net loss for the period by the weighted-average number of shares of common stock outstanding during the period. Dilutive net loss per share excludes potential common shares issuable upon conversion of all derivative securities if the effect is anti-dilutive.

Thus, common stock issuable upon exercise or conversion of options, warrants, convertible preferred stock, or convertible debentures are excluded from computation of diluted net loss per share, but are included in computation of diluted net income per share. During the three and nine months ended September 30, 2014, we reported net income and accordingly included potentially dilutive instruments in the fully diluted net income per share calculation. However, during the three months and nine months ended September 30, 2013 we reported net losses and, in accordance with ASC 260, dilutive instruments were excluded from the net loss per share calculation for such periods.

FINANCIAL INSTRUMENTS

The carrying values of accounts receivable, other receivables, accounts payable and accrued expenses approximate their fair values due to their short term maturities. The carrying values of the Company's long-term debt approximate their fair values based upon a comparison of the interest rate and terms of such debt to the rates and terms of debt currently available to the Company. It was not practical to estimate the fair value of the convertible debt. In order to do so, it would be necessary to obtain an independent valuation of these unique instruments. The cost of that valuation would not be justified in light of the materiality of the instruments to the Company.

RECENT ACCOUNTING PRONOUNCEMENTS

Management does not believe that any recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements.

NOTE 5 FAIR VALUE DISCLOSURES

Effective July 1 2009, the Company adopted ASC 820, *Fair Value Measurements and Disclosures*. This topic defines fair value for certain financial and nonfinancial assets and liabilities that are recorded at fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This guidance supersedes all other accounting pronouncements that require or permit fair value measurements. The Company accounted for the convertible debentures in accordance with ASC 480, *Distinguishing Liabilities from Equity*, as the conversion feature embedded in the convertible debentures could result in the note principal and related accrued interest being converted to a variable number of the Company's common shares.

Effective July 1 2009, the Company adopted ASC 820-10-55-23A, *Scope Application to Certain Non-Financial Assets and Certain Non-Financial Liabilities*, delaying application for non-financial assets and non-financial liabilities as permitted. ASC 820 establishes a framework for measuring fair value, and expands disclosures about fair value measurements. In January 2010, the FASB issued an update to ASC 820, which requires additional disclosures about inputs into valuation techniques, disclosures about significant transfers into or out of Levels 1 and 2, and disaggregation of purchases, sales, issuances, and settlements in the Level 3 rollforward disclosure.

ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels as follows:

Level 1 quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the measurement date. Financial assets and liabilities utilizing Level 1 inputs include active exchange-traded securities and exchange-based derivatives

Level 2 inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data. Financial assets and liabilities utilizing Level 2 inputs include fixed income securities, non-exchange-based derivatives, mutual funds, and fair-value hedges

Level 3 unobservable inputs for the asset or liability only used when there is little, if any, market activity for the asset or liability at the measurement date. Financial assets and liabilities utilizing Level 3 inputs include infrequently-traded, non-exchange-based derivatives and commingled investment funds, and are measured using present value pricing models

The following table presents the embedded derivative, the Company's only financial liabilities measured and recorded at fair value on the Company's Consolidated Balance Sheets on a recurring basis and it's level within the fair value hierarchy at September 30, 2014:

Embedded conversion liabilities as of September 30, 2014:		
Level 1	$	--
Level 2		--
Level 3		1,896,904
Total	$	1,896,904

The following table reconciles, for the nine months ended September 30, 2014, the beginning and ending balances for financial instruments that are recognized at fair value in the consolidated financial statements:

Balance of embedded derivatives at December 31, 2013	$	2,646,118
Present value of beneficial conversion features of new debentures		134,563
Accretion adjustments to fair value – beneficial conversion features		45,779
Reductions in fair value due to repayments/redemptions		(460,913)
Gain on extinguishment related to conversion feature		(400,804)
Reductions in fair value due to principal conversions		(67,839)
Balance at September 30, 2014	$	1,896,904

The fair value of the conversion features are calculated at the time of issuance and the Company records a conversion liability for the calculated value. The Company recognizes the initial expense for the conversion liability which is added to the carrying value of the debenture or the liability for preferred stock. The Company also recognizes expense for accretion of the conversion liability to fair value over the term of the note. The Company has adopted ASC 480, *Distinguishing Liabilities from Equity*, as the conversion feature embedded in each debenture and/or convertible preferred share could result in the note principal and/or preferred shares being converted to a variable number of the Company's common shares.

NOTE 6 INVENTORIES

The Company maintains an inventory of equipment and components used in systems designed to extract corn oil from licensed ethanol production facilities. The inventory, which consists of equipment and component parts, is held for sale to the Company's licensees on an as needed basis. Inventories are stated at the lower of cost or market, with cost being determined by the specific identification method. Inventories at September 30, 2014 and December 31, 2013 were $685,533 and $1,145,533, respectively.

NOTE 7 DEFERRED REVENUE

Deposits from customers are not recognized as revenues, but as liabilities, until the following conditions are met: revenues are realized when cash or claims to cash (receivable) are received in exchange for goods or services or when assets received in such exchange are readily convertible to cash or claim to cash or when such goods/services are transferred. When such income item is earned, the related revenue item is recognized, and the deferred revenue is reduced.

NOTE 8 DEBT OBLIGATIONS

The following is a summary of the Company's financing arrangements as of September 30, 2014:

		9/30/2014
Current portion of long term debt:		
Mortgages and other term notes	$	21,743
Current portion of notes payable		1,345,302
Total current portion of long term debt	$	1,367,045
Current portion of convertible debentures:		
YA Global Investments, L.P., 6% interest, conversion at 90% of market	$	14,624,968
Better Half Bloodstock, Inc., 0% interest, conversion at 90% of market		50,000
Circle Strategic Allocation Fund, LP, 6% interest, conversion at 90% of market		48,639
Dakota Capital Pty Limited, 6% interest, conversion at 90% of market		736,332

EFG Bank, 6% interest, conversion at 90% of market		141,955
Empire Equity, 6% interest, conversion at 90% of market		125,000
Epelbaum Revocable Trust, 6% interest, conversion at 90% of market		109,826
Highland Capital, 6% interest, conversion at 90% of market		100,000
JMC Holdings, LP, 6% interest, conversion at 90% of market		168,952
Dr. Michael Kesselbrenner, 6% interest, conversions at 90% of market		13,822
David Moran & Siobhan Hughes, 6% interest, conversion at 90% of market		2,887
Morano, LLC, 6% interest, no conversion discount		33,320
Susan Schneider, 6% interest, conversions at 90% of market		12,649
Minority Interest Fund (II), LLC, 6% interest, no conversion discount		2,249,346
Viridis Capital, LLC, 6% interest, conversion at 50% of market		100,000
Related Party Debenture, 6% interest, no conversion discount		125,243
Conversion liabilities		1,670,745
Total convertible debentures	$	20,313,684
Long term convertible debentures:		
Gerova Asset Backed Holdings, LP, 2% interest, no conversion discount		175,000
Total long term convertible debentures	$	175,000

A total of $18,817,939 in principal from the convertible debt noted above is convertible into the common stock of the Company. The following chart is presented to assist the reader in analyzing the Company's ability to fulfill its fixed debt service requirements (net of note discounts) as of September 30, 2014:

Year		Amount
2014	$	20,009,984
2015		--
2016		--
2017		--
2018		175,000
Thereafter		--
Total minimum payments due under current and long term obligations	$	20,184,984

YA GLOBAL INVESTMENTS, L.P.

In 2012 the Company and its subsidiaries entered into a series of agreements with YA Global Investments, L.P. ("YA Global") pursuant to which existing obligations from the Company to YA Global were replaced by an amended and restated convertible debenture in the amount of $33,308,023 (the "A&R Debenture"). The A&R Debenture bears interest at the rate of 6% per annum and provides the holder with the right, but not the obligation, to convert any portion of the A&R Debenture into the Company's common stock at a rate equal to the lesser of (a) $1.00 or (b) 90% of the lowest daily volume weighted average price of the Company's common stock during the 20 consecutive trading days immediately preceding the conversion date. A holder of the A&R Debenture will not be permitted, however, to convert into a number of shares that would cause it to own more than 4.99% of the Company's outstanding common shares. The A&R Debenture is additionally subject to ongoing compliance conditions, including the absence of change of control events and timely issuance of common shares upon conversion.

On November 12, 2013, the Company and YA Global Investments, L.P., entered into an amended forbearance agreement pursuant in which the maturity date of the Company's outstanding debt to YA Global and its assignees was extended to December 31, 2014. The amendment further provided for a mandatory prepayment of $500,000 on or before December 15, 2013, cash payments by the Company of $250,000 per month for the first six months of 2014, $261,000 per month for the second six months of 2014 and the reimbursement of certain legal costs and expenses. The Company will also be required to pay an amount equal to twenty percent (20%) of all gross proceeds received from any defendant in any patent infringement litigation, whether now existing or hereafter arising, within one (1) Business Day of receipt.

The Company accounted for the A&R Debenture in accordance with ASC 480, "Distinguishing Liabilities from Equity," as the conversion feature embedded in the A&R Debenture could result in the note principal being converted to a variable number of the Company's common shares. During the nine months ended September 30, 2014, the Company paid $2,185,500 in cash towards the principal balance of the A&R Debenture. During the three months ended March 31, 2014, YA Global assigned $475,000 of its principal due on the A&R Debenture to three of its equity-holders, which assignment reduced the principal balance due to YA. The Company had determined the fair value of the A&R Debenture at December 31, 2013 to be $19,675,780 which represented the face value of the debenture plus the present value of the conversion feature. During the nine months ended September 30, 2014, the Company recognized a decrease in the conversion liability relating to the A&R Debenture of $357,418 for assignments and/or repayments during the period and $7,354 from conversions of debt into common stock. The carrying value of the A&R Debenture was $16,027,940 at September 30, 2014, including principal of $14,624,968 and the value of the conversion liability. The liability for the conversion feature of $1,402,972 at September 30, 2014 is equal to its estimated settlement value. Interest expense of $724,759 for the A&R Debenture was accrued for the nine months ended September 30, 2014.

In addition to the balance of the A&R Debenture is an accrual that the Company made in 2012 as a result of certain indemnification obligations that arose from the Company's transactions with YA Global's affiliate, YA Corn Oil. The initial accrual was approximately $1.2 million. The Company's accrual is evaluated at the completion of each reporting period, and additional expense or income will be recognized in the future should an event come to pass which either justifies reduction or removal of the liquidated damages accrual, or otherwise gives rise to an actual or a potential, but determinable, expense. An estimate of this amount cannot be made at this time.

ASSIGNEES OF YA GLOBAL INVESTMENTS, L.P.

From time to time since 2011, YA Global has subdivided the A&R Debenture (or its predecessor obligation) and assigned portions to individuals and entities that are equity-holders in YA Global. As of September 30, 2014, thirteen assignees of YA Global held debentures with an aggregate balance of $1,510,062 (the "Assignee Debentures"). The terms of the Assignee Debentures are substantially identical. The Assignee Debentures bear interest at 6% per annum, except that debentures in the principal amount of $50,000 that were issued in exchange for assigned accrued interest do not bear interest. The holder of an Assignee Debenture has the right, but not the obligation, to convert any portion of the Assignee Debenture into the Company's common stock at a rate equal to the lesser of (a) $1.00 or (b) 90% of the lowest daily volume weighted average price of the Company's common stock during the 20 consecutive trading days immediately preceding the conversion date. The Assignee Debentures mature on December 31, 2014.

The Company accounted for the Assignee Debentures in accordance with ASC 480, Distinguishing Liabilities from Equity, as the conversion feature embedded in each Assignee Debentures could result in the note principal being converted to a variable number of the Company's common shares. The Company determined the aggregate value of the Assignee Debentures at December 31, 2013 to be $5,149,206 which represented the aggregate face value of the debentures of $4,634,512 plus the present value of the conversion feature. During the nine months ended September 30, 2014, the Company made payments against the Assignee Debentures which resulted in a $21,741 reduction of the fair value of the conversion liability for the period. In addition, the value was reduced by $400,804 for conversion features eliminated upon retirement of the related debentures (see below) as well as a reduction of $60,485 due to conversions during the period. During the nine months ended September 30, 2014, a value of $136,111 was recognized for conversion features and accretion to fair value for new debentures assigned during the period. The carrying value of the Assignee Debentures was $1,677,836 at September 30, 2014, including principal of $1,510,062 and the value of the conversion liability. The present value of the liability for the conversion feature has reached its estimated settlement value of $167,774 as of September, 2014. Interest expense of $183,737 for these obligations was accrued for the nine months ended September, 2014.

On April 25, 2014, the Company retired Assignee Debentures with an aggregate outstanding balance of $3,700,000, consisting of outstanding principal and interest of $3,609,206 and $90,794, respectively. The Company made cash payment of $1,400,000 to retire the debentures. The debt retirement is expected to reduce the Company's annual interest charge by approximately $215,000 (6% interest per year on the $3,609,206 of principal being retired).

RELATED PARTY OBLIGATIONS

As of December 31, 2010, the Company had convertible debentures payable to Minority Interest Fund (II), LLC ("MIF") in an aggregate principal amount of $3,988,326 (the "MIF Debenture") and convertible debentures payable to Viridis Capital, LLC in an aggregate principal amount of $518,308 (the "Viridis 2010 Debenture"). As discussed more fully in Note 17, *Related Party Transactions*, below, the Company entered into agreements with MIF and

Viridis to amend and restate the terms of the MIF Debenture and Viridis 2010 Debenture effective September 30, 2011 to extend the maturity date to September 30, 2013; to eliminate and contribute $502,086 in accrued interest and $1,065,308 of principal; to reduce the applicable interest rate to 6% per annum; to eliminate MIF's and Viridis' right to convert amounts due at a discount to the market price of the Company's common stock; and to reverse various non-cash assignments of debt involving related parties. The restated balances due to MIF and Viridis at September 30, 2011, were $3,017,061 and $237,939, respectively. No interest was payable to either MIF or Viridis after these amendments. MIF received 62,500 shares of Series D Preferred Stock in partial consideration of the contribution of principal and accrued interest and the various other modified terms of MIF's agreements with the Company. On September 30, 2011, the Company issued $1,090,000 and $351,000 in convertible debt to Acutus Capital, LLC ("Acutus") and family members of the Company's chairman, respectively, for cash investments previously provided to the Company. The terms of these debentures provide for interest at 6% per annum, a maturity date of September 30, 2013, and the right to convert amounts due into Company common stock at 100% of the market price for the Company's common stock at the time of conversion. The foregoing debentures are subject to conditions which limit the transfer of shares issued upon conversion to 5% of the average monthly volume for the Company's common stock.

As of April 1, 2013, the Company issued a $250,000 debenture to Viridis Capital, LLC ("Viridis" and the "Viridis Debenture") in exchange for full satisfaction of expenses and costs that were incurred by Viridis in connection with its guaranty of the Company's obligations (see Note 12*, Related Party Transactions*, below). Viridis shall have the right, but not the obligation, to convert any portion of the Viridis Debenture into the Company's common stock at a rate equal to the lesser of (a) $1.00 or (b) 50% of the 20 day volume weighted average price of the Company's common stock during the 20 consecutive trading days immediately preceding the conversion date. $150,000 of the Viridis Debenture was paid during the year ended December 31, 2013. The Company accounted for the Viridis Debenture in accordance with ASC 480, Distinguishing Liabilities from Equity, as the conversion feature embedded in the Viridis Debenture could result in the note principal being converted to a variable number of the Company's common shares. The Company determined the value of the Viridis Debenture upon issuance to be $477,273 which represented the face value of the debenture of $250,000 plus the present value of the conversion feature. A $150,000 portion of the Viridis Debenture was assigned to a related party resulting in a $136,364 reduction of the fair value of the conversion liability for the period and accretion of $6,061 was recognized during 2013. The carrying value of the Viridis Debenture was $200,000 at September 30, 2014, including principal of $100,000 and the value of the conversion liability. The present value of the liability for the conversion feature has reached its estimated settlement value of $100,000 at September 30, 2014. Interest expense of $8,696 for these obligations was accrued for the nine months ended September 30, 2014.

OTHER DEBENTURES

During the year ended December 31, 2012, the Company incurred $175,000 in convertible debt to Gerova Asset Back Holdings, LP ("Gerova" and the "Gerova Debenture"). Gerova shall have the right, but not the obligation, to convert any portion of the convertible debenture into the Company's common stock at a rate equal to 100% of the closing market price for the Company's common stock for the day preceding the conversion date. Gerova delivered a release in favor of the Company in respect of any and all amounts that may have been due under the Company's former guaranty agreement with Gerova. The balance of the Gerova Debenture was $175,000 at September 30, 2014. Interest expense of $6,358 for these obligations was accrued for the nine months ended September 30, 2014.

During the year ended December 31, 2013, Minority Interest Fund (II), LLC assigned $200,000 of its convertible debt to Nicholas J. Morano, LLC ("Morano" and the "Morano Debenture"). Morano shall have the right, but not the obligation, to convert any portion of the accrued interest into the Company's common stock at 100% of the market price for the Company's common stock at the time of conversion. During the nine months ended September 30, 2014, $75,746 in principal was converted into common stock. The balance of the Morano Debenture was $33,320 at September 30, 2014. Interest expense of $10,895 for these obligations was accrued for the nine months ended September 30, 2014.

NOTE 9 GUARANTY AGREEMENT

Viridis Capital, LLC ("Viridis") is the majority shareholder of the Company and is solely owned by Kevin Kreisler, the Company's founder and chairman. Viridis has guaranteed all of the Company's senior debt and has pledged all of its assets, including its shares of Company Series D Preferred Stock, to YA Global to secure the repayment by the Company of its obligations to YA Global (see Note 10, *Stockholders' Equity*, below). Viridis has also guaranteed all amounts due to Cantrell Winsness Technologies, LLC in connection with the acquisition by the Company's subsidiary of its patented and patent-pending extraction technologies (see Note 12, *Related Party Transactions*, below). The Company has separately agreed to indemnify and hold Viridis harmless from any and all losses, costs and expenses incurred by Viridis in connection with its guaranty of the Company's obligations.

NOTE 10 STOCKHOLDERS' EQUITY

SERIES B PREFERRED STOCK

Each share of Series B Preferred Stock may be converted by the holder into 0.025 shares of common stock. Upon the declaration of dividends on common stock, the holders would be entitled to cumulative dividend rights equal to that of the holders of the number of shares into which the Series B Preferred Shares are convertible, and have voting privileges of one vote to every one common share. At September 30, 2014 and December 31, 2013, there were 2,480,544 shares of Series B Preferred Stock issued and outstanding.

SERIES D PREFERRED STOCK

Shares of the Series D Preferred Stock (the "Series D Shares") may be converted by the holder into Company common stock. The conversion ratio is such that the full 1,000,000 Series D Shares originally issued convert into Company common shares representing 80% of the fully diluted outstanding common shares outstanding after the conversion (which includes all common shares outstanding plus all common shares potentially issuable upon the conversion of all derivative securities not held by the holder). The holder of Series D Shares may cast the number of votes at a shareholders meeting or by written consent that equals the number of common shares into which the Series D Shares are convertible on the record date for the shareholder action. In the event the Board of Directors declares a dividend payable to Company common shareholders, the holders of Series D Shares will receive the dividend that would be payable if the Series D Shares were converted into Company common shares prior to the dividend. In the event of a liquidation of the Company, the holders of Series D Shares will receive a preferential distribution of $0.001 per share, and will share in the distribution as if the Series D Shares had been converted into common shares. The Company has issued 800,000 Series D Shares to Viridis Capital, LLC, and 62,500 Series D Shares to Minority Interest Fund (II), LLC. However, Viridis and the Company are subject to an additional agreements which, if performed, provide for additional (but currently unissued) shares of the Company's Series D Preferred Stock to be beneficially owned by Edward Carroll (187,500 shares), Acutus Capital, LLC (124,875 shares) and Minority Interest Fund (II), LLC (41,034 additional shares).

ASC 480, *Distinguishing Liabilities from Equity*, sets forth the requirements for determination of whether a financial instrument contains an embedded derivative that must be bifurcated from the host contract, therefore the Company evaluated whether the conversion feature for Series D Preferred Stock would require such treatment; one of the exceptions to bifurcation of the embedded conversion feature is that the conversion feature as a standalone instrument would be classified in stockholders' equity. Management has determined that the conversion option would not be classified as a liability as a standalone instrument, therefore it meets the exception for bifurcation of the embedded derivative under ASC 815, *Derivatives and Hedging*. ASC 815 addresses whether an instrument that is not under the scope of ASC 480 would be classified as liability or equity; one of the factors that would require liability classification is if the Company does not have sufficient authorized shares to effect the conversion. If a company could be required to obtain shareholder approval to increase the company's authorized shares in order to net-share or physically settle a contract, share settlement is not controlled by the company. The majority of the Company's outstanding shares of Series D Preferred Stock are owned by Viridis Capital, LLC, an entity controlled by Kevin Kreisler, the chairman of the Company. If all the Series D shares held by Viridis Capital were converted and exceeded the number of authorized common shares, there would be no contingent factors or events that a third party could bring up that would prevent Mr. Kreisler from authorizing the additional shares. There would be no need to have to go to anyone outside the Company for approval since Mr. Kreisler, through Viridis Capital, is the Company's majority shareholder. As a result, the share settlement is controlled by the Company and with ASC 815. The Company assessed all other factors in ASC 815 to determine how the conversion feature would be classified.

SERIES F PREFERRED STOCK

Effective January 1, 2010, GS CleanTech Corporation, a wholly-owned subsidiary of the Company, executed an Amended and Restated Technology Acquisition Agreement ("TAA") with Cantrell Winsness Technologies, LLC ("CWT"), David F. Cantrell, David Winsness, Gregory P. Barlage and John W. Davis (the "Sellers") pursuant to which the parties amended and restated the method of calculating the purchase price for the Company's corn oil extraction technology (the "Technology"). The TAA provides for the payment by the Company of royalties in connection with the Company's corn oil extraction technologies, the reduction of those royalties as the Sellers receive payment, and a mechanism for conversion of accrued or prepaid royalties into Company common stock. To achieve this latter mechanism, the Company agreed to issue to the Sellers a one-time prepayment in the form of 1,000,000 shares of redeemable Series F Preferred Stock with a face value of $10 per preferred share. The Series F preferred shares are redeemable at face value and a rate equal to the amount royalties paid or prepaid under the TAA. In addition, the Sellers have the right to convert the Series F preferred shares to pay or prepay royalties at a rate equal to the cash proceeds received by the Sellers upon sale of the common shares issued upon conversion Series F preferred shares. The TAA provides for the payment to the Sellers of an initial royalty fee equal to the lesser of $0.10 per gallon or a percentage of net cash flows, both of which are reduced ratably to $0.025 per gallon upon payment, prepayment or conversion as described above. The Company's obligations under the TAA are guaranteed by Viridis Capital, LLC, which guarantee was subordinated by the Sellers to the rights of YA Global under its guaranty agreement with Viridis Capital (see Note 9, *Guaranty Agreements*, above). The Company accounted for the Series F preferred shares in accordance with ASC 480, Distinguishing Liabilities from Equity, as the conversion feature embedded in the convertible Series F preferred shares could result in the preferred shares being converted to a variable number of the Company's common shares. The Company determined the value of the Series F preferred shares at the grant date to be $925,926 which represented the estimated value of the preferred shares based on common shares into which they could be converted at the grant date, which included the present value of the conversion feature, which was determined to be $428,381. During the nine months ended September 30, 2014, the Company recognized a reduction in conversion liability at present value of $81,754 for royalties paid under the agreement, and recorded an expense of $41,200 for the accretion to fair value at September 30, 2014. The liability for the conversion feature shall increase from its present value of $226,158 at September 30, 2014 to its estimated settlement value of $527,195 at June 10, 2020.

The only conditions under which the Company would be required to redeem its convertible preferred stock for cash would be in the event of a liquidation of the Company or in the event of a cash-out merger of the Company.

COMMON STOCK

The Company completed a 1 for 100 reverse stock split on March 15, 2014. This stock split became effective under applicable laws on April 15, 2014. All stock prices, share amounts, per share information, stock options and stock warrants in this report reflect the impact of the reverse stock split. Every hundred shares of issued and outstanding Company common stock was automatically combined into one issued and outstanding share of common stock, without any change in the par value per share. All fractional shares resulting from the reverse split were rounded to a full share.

During the nine months ended September 30, 2014 and 2013, the Company issued a total of 70,501,501 shares and 4,445,111 shares of common stock, respectively, upon conversion in period of $837,869 and $1,116,041, respectively, of principal and accrued interest due pursuant to the Company's various convertible debentures (see Note 9, *Debt Obligations*, above).

NOTE 11 COMMITMENTS AND CONTINGENCIES

INFRINGEMENT

Following issuance of patents relating to the Company's corn oil extraction technologies by the U.S. Patent and Trademark Office ("PTO") in October of 2009 and subsequently, GS CleanTech filed legal actions in the United States District Courts of jurisdiction, alleging infringement by various companies. Multiple lawsuits and counter suits by defendants and GS CleanTech resulted. In August of 2010, the United States Judicial Panel on Multidistrict

Litigation ordered the consolidation and transfer of all pending suits in the U.S. District Court, Southern District of Indiana for pretrial proceedings (the "MDL Case").
In September of 2011, the Court issued a ruling with respect to claim construction. Motions for summary judgment were subsequently filed by various parties in 2012 and 2013.

On October 23, 2014 the District Court in Indiana ruled in favor of defendants on their motions for summary judgment alleging that the corn oil extraction patents that have been issued to GS CleanTech were invalid. The judge's ruling in the MDL case is not final as there are additional issues in the case that are not resolved. The Company strongly disagrees with the Judge's ruling, intends to mount a vigorous appeal and notes that all patents remain valid until the appeals process is exhausted.

OTHER MATTERS

The Company's subsidiary, GS COES (Yorkville I), LLC, is a party to an action entitled Nosan, et at v. GS COES (Yorkville I), LLC, et. al., previously pending in Lenawee County, Michigan Circuit Court Case No. 11-4069-CK, an action by nineteen plaintiffs to recover on a guarantee by the subsidiary secured by a pledge of Net Cash Flow from corn oil production at two Michigan facilities, as credit support for a bridge loan arrangement under which a variety of lenders claim to be owed the aggregate principal amount of $1,734,579, plus interest for claimed breach of their subordinated loan to GS CleanTech Corporation. The parties have briefed the issues on appeal and oral argument is scheduled for April 2, 2014. GS COES intends to continue to vigorously defend this action. In the event of the reversal of the trial court's ruling on appeal, we cannot evaluate the likelihood of an unfavorable outcome at this time. In the event of an adverse judgment, damages could range from $2,500,000 to $3,500,000.

GreenShift Corporation, GS CleanTech Corporation, and (non-party) GS COES are parties to an action entitled Nosan, et al. v. GS CleanTech, GreenShift Corporation, YA Global Investments, LP, and Green Plains Commodities LLC, previously pending in the Lenawee County, Michigan Circuit Court as Case No. 11-4292-CK, a case filed by the same nineteen plaintiffs as a companion case to Case No. 11-4069-CK. The Plaintiffs filed this action after the Court denied their request to file an Amended Complaint against GS CleanTech Corporation, GreenShift Corporation, YA Global Investments, and Green Plains Commodities, LLC in Case No. 11-4069-CK. The Complaint alleges that GS CleanTech Corporation breached its obligation to repay the same $1,734,579 loan. The Complaint also alleges that the Defendants violated the Plaintiffs' claimed security interest and improperly sold the corn oil extraction equipment. In addition to the claims for breach of the notes, the Complaint includes claims for civil conspiracy, specific performance and declaratory judgment, contract implied in law/unjust enrichment, and conversion. Pursuant to the Asset Purchase Agreement entered into between GS COES and Green Plains Commodities, LLC, GS COES has agreed to assume the defense of Green Plains Commodities, LLC in this action. This case was dismissed by the trial court on July 2, 2012 based on the principles of res judicata and collateral estoppel, in light of the Court's ruling in case No. 11-4069-CK, and Plaintiffs filed an appeal with the Michigan Court of Appeals. The case is now before the Michigan Court of Appeals and all parties are awaiting a decision after briefing and oral arguments. GS COES intends to continue to vigorously defend this action. At this stage, we cannot evaluate the likelihood of an unfavorable outcome. In the event of an adverse judgment, damages could range from $2,500,000 to $3,500,000.

GreenShift Corporation, GS CleanTech Corporation and GS COES (Yorkville I), LLC, was party to the matter captioned Dynalectric of Michigan II, Inc. v. Biofuels Industries Group, et al, Lenawee County, Michigan Circuit Court Case No. 09-3584-CK. This case was consolidated with Case Nos. 09-3479-CK and 09-3321-CK, which also involved the collection of construction lien claimants (Overhead Door and Detroit Boiler) related to BIG. The parties entered into a settlement agreement covering all the pending claims on December 17, 2013, pursuant to which the GreenShift entities agreed to pay the BIG bankruptcy trustee the sum of $125,000 in exchange for a release of all claims, subject to bankruptcy court approval. GreenShift paid the settlement amount in 2013. The bankruptcy court approved the settlement on March 4, 2014, and the parties are in the process of concluding the settlement.

The Company's former subsidiary GS Agrifuels Corp. is party to Max v. GS Agrifuels Corp., et al. now pending in the Supreme Court, New York County, in which the plaintiffs are asserting claims to money damages against the Company and other defendants, arising from a series of "Share Purchase Agreements" dated March 6, 2007, under which the individual plaintiffs sold their shares in a company called "Sustainable Systems, Inc" to GS Agrifuels

Corporation. In their Amended Complaint, plaintiffs asserted claims for breach of contract, fraud and negligent misrepresentation, and sought money damages on the amount of $6 million. In a Decision and Order dated March 19, 2013, the Court granted in part the defendants' motion to dismiss the Amended Complaint, and dismissed all but the breach of contract claims asserted against the Company and certain other corporate defendants. The plaintiffs have filed a Notice of Appeal from the Decision and Order, and have indicated that they intend to perfect their appeal. On October 30, 2013, the defendants filed a motion for summary judgment dismissing the plaintiffs' remaining claims for breach of contract. On August 6, 2014, the Court issued a Decision and Order granting the defendants motion to dismiss the Complaint, denying the defendant's motion for summary judgment and dismissal of the plaintiff's breach of contract claim, and denied the Plaintiff's cross motion for discovery. Subsequent settlement discussions are ongoing. Management continues to vigorously defend its positions. The eventual outcome of settlement discussions cannot at this time be predicted.

On June 28, 2010 JMJ Financial commenced an action entitled JMJ Financial v. GreenShift et. al., in the Circuit Court of the 11th Judicial Circuit in and for Miami-Dade County, State of Florida, alleging breach of contract and other causes of action for which the plaintiff seeks damages of about $300,000 plus costs. In January 2013 judgment in the amount of $600,026 was entered by default against GreenShift and its co-defendants. The Company has agreed to pay $350,000 in full settlement and release of any obligations. The Company made payments totaling $189,583 during 2013, with eight monthly remaining payments of $14,583 due through November 2014. The settlement and release will be effective as long as the required payments are made timely or defaults due to late payment are cured within five days of the written notice of default has been sent. The Company is permitted two events of default under the terms of the settlement.

On September 10, 2012, Long Side Ventures commenced an action entitled Long Side Ventures and Sunny Isles Ventures, LLC, LLC v. GreenShift et. al., in the United States District Court for the Southern District of New York, alleging breach of contract and other causes of action for which the plaintiff seeks damages of about $250,000 plus costs. As of September 24, 2014, a summary judgment in the amount of $10,067 plus 20% accrued interest (totaling $19,630.65) was granted to Long Side Ventures.

On October 10, 2013, Golden Technology Management, LLC, and other plaintiffs commenced an action entitled Golden Technology Management, LLC, et al. v. NextGen Acquisition, Inc. et al. in the Supreme Court of the State of New York, County of New York, alleging breach of contract and other causes of action against the Company in connection with the acquisition of NextGen Fuel, Inc. by a former indirect subsidiary. Plaintiffs seek damages in excess of $5,200,000 plus prejudgment interest and costs. The Company intends to vigorously defend this action. At this stage of the proceedings, we cannot evaluate the likelihood of an unfavorable outcome in excess of the amounts previously accrued.

Under the Company's insurance programs, coverage is obtained for catastrophic exposures, as well as those risks required to be insured by law or contract. There is a $2,500 deductible per occurrence for environmental impairments. Environmental liability insurance is carried with policy limits of $1,000,000 per occurrence and $2,000,000 aggregate.

The Company is party to employment agreements with Kevin Kreisler, the Company's Chairman who was formerly its Chief Executive Officer, Ed Carroll, the Company's Chief Executive Officer and Chief Financial Officer, David Winsness, the Company's Chief Technology Officer, Greg Barlage, the Company's Chief Operating Officer, and Richard Krablin, the Company's Vice President. Each agreement also included terms for reimbursement of expenses, periodic bonuses, four weeks' vacation and participation in any employee benefits provided to all employees of GreenShift Corporation.

The Company's Articles of Incorporation provide that the Company shall indemnify its officers, directors, employees and agents to the full extent permitted by Delaware law. The Company's Bylaws include provisions to indemnify its officers and directors and other persons against expenses (including attorney's fees, judgments, fines and amounts paid for settlement) incurred in connection with actions or proceedings brought against them by reason of their serving or having served as officers, directors or in other capacities. The Company does not, however, indemnify them in actions in which it is determined that they have not acted in good faith or have acted unlawfully. The Company is further subject to various indemnification agreements with various parties pursuant to which the Company has agreed to indemnify and hold such parties harmless from and against expenses and costs incurred (including attorney's fees, judgments, fines and amounts paid for settlement) in connection with the provision by such parties of certain financial accommodations to the Company. Such parties indemnified by the Company include YA Global Investments, L.P., YA Corn Oil Systems, LLC, Viridis Capital, LLC, Minority Interest Fund (II), LLC, Acutus Capital, LLC, and various family members of the Company's chairman that have provided the Company with cash investments.

NOTE 12 RELATED PARTY TRANSACTIONS

Minority Interest Fund (II), LLC ("MIF") is party to certain convertible debentures issued by the Company (see Note 8, *Debt Obligations*, above). The managing member of MIF is a relative of the Company's chairman.

Viridis Capital LLC ("Viridis") is party to certain convertible debentures issued by the Company (see Note 8, *Debt Obligations*, above). The managing member of Viridis is the Company's chairman, Kevin Kreisler.

The Company entered into agreements with MIF and Viridis to amend and restate the terms of the MIF Debenture and Viridis Debenture effective September 30, 2011 to extend the maturity date to June 30, 2013; to eliminate and contribute $502,086 in accrued interest and $1,065,308 of principal; to reduce the applicable interest rate to 6% per annum; to eliminate MIF's and Viridis' right to convert amounts due at a discount to the market price of the Company's common stock; and to reverse various non-cash assignments of debt involving related parties (see Note 8, *Debt Obligations*, above). The restated balances due to MIF and Viridis at September 30, 2011, were $3,017,061 and $237,939, respectively. No interest was payable to either MIF or Viridis after these amendments. In addition, the balances of convertible debt due to Acutus Capital, LLC ("Acutus") and family members of the Company's chairman were amended and restated at September 30, 2011, to $1,090,000 and $351,000, respectively, in connection with cash investments previously provided to the Company. The terms of these debentures provide for interest at 6% per annum, a maturity date of June 30, 2013, and the right to convert amounts due into Company common stock at 100% of the market price for the Company's common stock at the time of conversion. MIF received 62,500 shares of Series D Preferred Stock in partial consideration of the contribution of principal and accrued interest and the various other modified terms of MIF's agreements with the Company. The foregoing debentures are subject to conditions which limit the transfer of shares issued upon conversion to 5% of the average monthly volume for the Company's common stock.

Between January 1, 2008 and December 31, 2010, Viridis, MIF, Acutus, and management personnel provided the Company with the cash resources we needed for our overhead needs, including all legal expenses incurred in the prosecution of infringing use of our patented technologies. Viridis is owned by our chairman, MIF is owned by a family member of our chairman, and Acutus is owned by our chairman's attorney. In addition, Viridis has guaranteed all of the Company's debt due to YA Global and all amounts due to Cantrell Winsness Technologies, LLC, in connection with the acquisition by the Company's subsidiary of its patented and patent-pending extraction technologies (see Note 9, *Guaranty Agreements*, above). The Company has separately agreed to indemnify and hold Viridis and its affiliates harmless from any and all losses, costs and expenses incurred by Viridis and its affiliates in connection with its and their various investments with the Company as well as Viridis' guarantees of Company's obligations. During the year ended December 31, 2013, the Company paid an indemnification obligation to Viridis of $450,000, $250,000 of which was paid in the form of a debenture (see Note 8, *Debt Obligations*, above). These amounts are shown as other expense in the accompanying financial statements. The Company has agreed to indemnify and hold Viridis harmless from any and all losses, costs and expenses incurred by Viridis in connection with its guaranty of the Company's obligations and its investments with the Company.

Effective January 1, 2010, GS CleanTech Corporation, a wholly-owned subsidiary of the Company, executed an Amended and Restated Technology Acquisition Agreement ("TAA") with Cantrell Winsness Technologies, LLC ("CWT"), David F. Cantrell, David Winsness, Gregory P. Barlage and John W. Davis (the "Sellers") pursuant to which the parties amended and restated the method of calculating the purchase price for the Company's corn oil extraction technology (the "Technology"). The TAA provides for the payment by the Company of royalties in connection with the Company's corn oil extraction technologies, the reduction of those royalties as the Sellers receive payment, and a mechanism for conversion of accrued or prepaid royalties into Company common stock. To achieve this latter mechanism, the Company agreed to issue to the Sellers a one-time prepayment in the form of 1,000,000 shares of redeemable Series F Preferred Stock ("CWT Preferred Shares") with a face value of $10 per preferred share (see Note 10, Shareholders' Equity, above). The CWT Preferred Shares are redeemable at face value and a rate equal to the amount royalties paid or prepaid under the TAA. In addition, the Sellers have the right to convert the CWT Preferred Shares to pay or prepay royalties at a rate equal to the cash proceeds received by the Sellers upon sale of the common shares issued upon conversion CWT Preferred Shares. The TAA provides for the payment to the Sellers of an initial royalty fee equal to the lesser of $0.10 per gallon or a percentage of net cash flows, both of which are reduced ratably to $0.025 per gallon upon payment, prepayment or conversion as described above. The Company's obligations under the TAA are guaranteed by Viridis Capital, LLC, which guarantee was subordinated by the Sellers to the rights of YA Global under its guaranty agreement with Viridis Capital (see Note 9, Guaranty Agreement, above).

NOTE 13 SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

The following is a summary of supplemental disclosures of cash flow information for the nine months ended September 30, 2014 and 2013:

	9/30/2014	**9/30/2013**
Cash paid for the following:		
Interest	$ --	$ --
Taxes	30	59,139
Total	30	59,139
Non-Cash Investing and Financing Activities		
Debentures converted into common stock	837,869	909,978
Forgiveness of affiliate payable credited to paid in capital	60,000	5,793

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATION

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of our consolidated financial condition and results of operations. This discussion should be read in conjunction with the consolidated financial statements included herewith and notes to the consolidated financial statements thereto. Reference should also be made to the risk factors discussed in Part I, Item 1A of our annual report on Form 10-K for the year ended December 31, 2013.

CAUTIONARY INFORMATION REGARDING FORWARD LOOKING STATEMENTS

The SEC encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This report contains "*forward-looking statements*" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to our outlook or expectations for earnings, revenues, expenses, asset quality or other future financial or business performance, strategies or expectations, or the impact of legal, regulatory or supervisory matters on our business, results of operations or financial condition. Specifically, forward-looking statements may include statements preceded by, followed by or that include the words "*estimate*," "*plan*," "*project*," "*forecast*," "*intend*," "*expect*," "*anticipate*," "*believe*," "*seek*," "*target,*" "*may*," "*could*," "*should*," "*will*," or similar expressions. Any statements that refer to expectations, projections or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. Forward-looking statements contained herein reflect management's judgment based on currently available information and involve a number of risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Future performance cannot be ensured. Although we believe that our expectations regarding future events are based on reasonable assumptions, any or all forward-looking statements in this report may turn out to be incorrect. They may be based on inaccurate assumptions or may not account for known or unknown risks and uncertainties. Consequently, no forward-looking statement is guaranteed, and actual future results may vary materially from the results expressed or implied in our forward-looking statements. The cautionary statements in this report expressly qualify all of our forward-looking statements. In addition, we are not obligated, and do not intend, to update any of our forward-looking statements at any time unless an update is required by applicable securities laws. Factors that could cause actual results to differ from those expressed or implied in the forward-looking statements include, but are not limited to, those discussed in Part I, Item 1A, *Risk Factors* of our annual report on Form 10-K for the year ended December 31, 2013. Specifically, we may experience significant fluctuations in future operating results due to the uncertain results of pending patent litigation as well as a number of economic conditions, including, but not limited to, competition, the actions of third parties infringing our patents, commodity market risks, financial market risks, counter-party risks, risks associated with changes to federal policy or regulation or to the laws upon which our intellectual property rights are based, the timely completion of corn oil extraction projects by our licensees, the amount of corn oil recovered by our licensees, and other risk factors detailed in our reports filed with the SEC. Actual results may differ materially from projected results due, without limitation, to unforeseen developments.

In light of these assumptions, risks and uncertainties, the results and events discussed in the forward-looking statements contained in this report or in any document incorporated by reference might not occur. Investors are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this report or the date of the document incorporated by reference in this report. We are not under any obligation, and we expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise.

OVERVIEW

GreenShift invents, develops, commercializes and licenses clean alternative technologies that facilitate the more efficient use of natural resources. We have been very successful in patenting and commercializing the removal of corn oil from dry mill ethanol plants. Our business model is once a technology is patented and commercialized; we license our technology for an ongoing royalty. We thus generate revenue by licensing our technologies to end users, and by providing our licensees with support and engineering services, utilizing our expertise, know-how, technologies, and patent position.

Our patented corn oil process taps into the back-end of existing dry mill corn ethanol plants to extract the inedible crude corn oil that is not recovered from the existing processed corn. This corn oil is a valuable feedstock for use as a replacement of fossil fuels as well as a valuable source of energy to livestock.

We believe that our corn oil extraction technologies are the quickest and best path for margin improvement for corn ethanol producers today. The current market value of corn oil recovered by our licensees is $2.00 to $3.00 per gallon, which is a significant premium to its value as a component of distillers' grains where the corn oil ends up without use of our patented corn oil extraction processes. Our corn oil extraction technologies increase corn-to-biofuel yields while reducing the energy and greenhouse gas intensity of corn ethanol production for dry mill ethanol producers (see details below). These benefits correspond to increased ethanol producer income of between $0.05 and $0.25 per gallon of ethanol produced, and ethanol producer paybacks of extraction system costs of less than 1 year at current market prices. It has been well documented that a corn oil extraction system is one of the most profitable pieces of equipment installed in an ethanol plant today. It is estimated that over 90% of the industry has installed a corn oil extraction system that is producing corn oil with, in our opinion, at least one claimed invention of the GreenShift patents. Currently GreenShift has licensed an estimated 20% of the industry and expects to gain additional market share once the current patent litigation is finally adjudicated.

We also maintain our strong commitment to continued innovation and have many additional patents pending outside of the ethanol industry. We are conducting significant research and development in similar bio-products in other large industries where underutilized bio-components can be modified, improved or redesigned for higher value uses with valuable green credentials due to their bio based origins. We have bio-products in various stages of commercial development.

Plan of Operations

We will continue to work with our licensees to maximize the benefits and minimize the costs of recovering as much corn oil as possible. We will also remain focused on winning new business and increasing our licensed penetration. To do so, we will continue to provide exceptional services, the highest-performing systems packages available, and access to new technologies for further gains in licensee profitability and competitive advantage. We will continue to expand our patent portfolio. We have many additional patents pending and we remain committed to developing new technologies to further enhance the profitability of our licensees. And, we will stay the course in our ongoing infringement litigation but plan to expand our efforts to aggressively prosecute any entity, manager or other person infringing or inducing infringement of our technologies – all with a view towards enhancing and protecting the significant competitive advantage of our licensees.

Our financial performance for 2014 and beyond can be expected to be most significantly impacted by the rate at which our existing and new licensees commence production, the amount of corn oil that our licensees produce, the market price for that corn oil, the extent to which we collect reasonable royalties, and the costs incurred in our ongoing litigation for infringement of our patents. In addition, future results may be improved by the significant interest for our engineering and other services in connection with the design, construction, integration and modification of corn oil extraction systems and other new systems for existing and prospective licensees. We expect that these activities will contribute to revenue during 2014.

We additionally expect to continue to incur substantial costs in connection with our ongoing litigation for infringement of our patented corn oil extraction technologies. These costs increased during 2013 and are expected to continue through 2014. These expenses may delay or otherwise adversely affect our ability to achieve our profitability and debt reduction goals.

On October 23, 2014 the United States District Court in Indiana, to which our patent enforcement actions had been assigned, entered summary judgment declaring that our principal corn oil extraction patents are invalid. The decision is not yet final, pending additional issues in the case. We intend to appeal the decision at the appropriate time and believe that we will ultimately prevail. However, the decision may have an adverse impact on our licensing activities until we achieve a favorable result in the court of appeals.

We hope to eventually eliminate our litigation expense, but we must and will take all necessary steps to bring infringement of our patents to an end.

COMPONENTS OF REVENUES AND EXPENSES

Our revenues are derived from our technology licensing activities and the provision of related products and services. We issue royalty-bearing licenses to ethanol producers that use our patented and patent-pending technologies. In return, we receive ongoing royalty fees under our license agreements that are based on the market value of the corn oil produced by our licensees. Our license agreements also call for our provision of technical services to our licensees, which we provide to maximize the benefit of our technologies to our clients and, derivatively, us by way of increased royalty income. These services include design, procurement, integration and ongoing support services. During 2013 and 2012, some of our license agreements provided for royalties in the form of a discounted corn oil purchase price. In these cases, our royalty payments were equal to the gross profit realized upon sale of corn oil, or the difference between the market price of the corn oil produced and our discounted purchase price in each relevant license.

Our costs of sales primarily include allocable labor, materials and incidental expenses incurred in connection with our provision of services to our licensees.

Selling, general and administrative expenses consist of payroll, office expenses, insurance and professional fees for accounting, legal, consulting and investor relations activities. Payroll, including employee salaries, incentives and benefits, are the largest single category of expenditures in selling, general and administrative expenses. Other income (expense) includes interest earned, interest expenses, amortization expenses, income or expenses relating to the changing value of the conversion benefit embedded into our convertible debentures and other non-operating items. Notably, our agreements with our lenders provide for the accrual of our interest expenses pending conversion or other payment.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our consolidated financial condition, results of operations or liquidity.

RESULTS OF OPERATIONS

Three Months Ended September 30, 2014 Compared to Three Months Ended September 30, 2013

Revenues for the three months ended September 30, 2014 were $3.0 million as compared to $4.2 million generated during the three months ended September 30, 2013. Revenue in future periods can be expected to increase as a result of our technology licensing activities, but will remain subject to variance in connection with a number of factors, including the rate at which our licensees commence production, the amount of corn oil that our licensees produce, the market price for that corn oil, the extent to which we collect reasonable royalties, and the degree to which we provide event-driven systems integration services to our licensees involving the design, construction, integration and modification of licensed technologies.

Costs of sales for the three months ended September 30, 2014 were about $900,000 as compared to about $1.8 million for the same period last year. Gross profit for the three months ended September 30, 2014 was about $2.1 million as compared to about $2.3 million from the third quarter of 2013. We expect to achieve increased economies of scale with respect to our costs of sales and increased gross profit as all of our existing and new licensees commence and achieve full production and as we execute new licenses for our corn oil extraction and other technologies.

Operating expenses for the three months ended September 30, 2014 and 2013 were about $1.6 million and $2.5 million, respectively. In both periods, the largest portion of operating expenses was legal costs incurred primarily in connection with our ongoing litigation for patent infringement and the completion of amended agreements with YA Global. Legal expenses totaled about $0.5 million during the third quarter of 2014 and $1.4 million during the third quarter of 2013.

Other expense for the three months ended September 30, 2014 was about $212,000, as compared to about $364,000 from 2013. The amount for 2014 included about $321,000 in accrued interest as compared to about $430,000 in accrued interest expense incurred in the third quarter of 2013. Net income for three months ended September 30, 2014 was about $319,000 as compared to a net loss of about $516,000 for the three months ended September 30, 2013.

Conversion Liabilities

We accounted for our convertible debt in accordance with ASC 480, *Distinguishing Liabilities from Equity*, as the conversion feature embedded in the convertible debentures could result in the note principal and related accrued interest being converted to a variable number of our common shares. The conversion feature on these debentures is variable and based on trailing market prices. It therefore contains an embedded derivative. The fair value of the conversion features is calculated at the time of issuance and we record a conversion liability for the calculated value. We recognize additional interest expense for the conversion liability which is added to the principal of the debenture for financial reporting purposes (without an actual increase in the amount we owe to the relevant lender). We also recognize interest expense for accretion of the conversion liability to fair value over the term of the note. The conversion liability is valued at the end of each reporting period and results in a gain or loss for the change in fair value. Due to the volatile nature of our stock, the change in the derivative liability and the resulting gain or loss is usually material to our results. The principal amount on our convertible debentures due to various lenders was about $19 million as of September 30, 2014, which amount included conversion liabilities of about $1.7 million. The change in value of these conversion liabilities during the third quarter of 2014 resulted in other income during the period of about $100,000.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Revenues for the nine months ended September 30, 2014 were $10.9 million as compared to $12.1 million generated during the nine months ended September 30, 2013. Revenue in future periods can be expected to increase as a result of our technology licensing activities, but will remain subject to variance in connection with a number of factors, including the rate at which our licensees commence production, the amount of corn oil that our licensees produce, the market price for that corn oil, the extent to which we collect reasonable royalties, and the degree to which we provide event-driven systems integration services to our licensees involving the design, construction, integration and modification of licensed technologies.

Costs of sales for the nine months ended September 30, 2014 were $4.1 million as compared to about $5.5 million for the same period last year. Gross profit for the nine months ended September 30, 2014 was about $6.7 million as compared to about $6.6 million from the nine months ended September 30, 2013. We expect to achieve increased economies of scale with respect to our costs of sales and gross profit as all of our existing and new licensees commence and achieve full production and as we execute new licenses for our corn oil extraction and other technologies.

Operating expenses for the nine months ended September 30, 2014 and 2013 were about $5.6 million and $6.1 million, respectively. Operating expenses during 2014 included about $2.0 million in legal costs, incurred primarily in connection with our ongoing litigation for patent infringement and the completion of amended agreements with YA Global. Operating expenses during 2013 included about $3.1 million in legal costs, incurred primarily in connection with our ongoing litigation for patent infringement and the completion of amended agreements with YA Global.

Other income for the nine months ended September 30, 2014 was about $2.0 million, as compared to other expense of about $1.7 million from 2013. The amount for 2014 included about $1.0 million in accrued interest as compared to about $1.3 million in accrued interest expense incurred in 2013, corresponding to a reduction of about 18% as a result of previously-disclosed debt reduction efforts. Other income for 2014 also included a $2.8 million gain realized on extinguishment of debt. Net income for the nine months ended September 30, 2014 was about $3.2 million as compared to net loss of about $1.3 million during the nine months ended September 30, 2013.

Conversion Liabilities

We accounted for our convertible debt in accordance with ASC 480, *Distinguishing Liabilities from Equity*, as the conversion feature embedded in the convertible debentures could result in the note principal and related accrued interest being converted to a variable number of our common shares. The conversion feature on these debentures is variable and based on trailing market prices. It therefore contains an embedded derivative. The fair value of the conversion features is calculated at the time of issuance and we record a conversion liability for the calculated value. We recognize additional interest expense for the conversion liability which is added to the principal of the debenture for financial reporting purposes (without an actual increase in the amount we owe to the relevant lender). We also recognize interest expense for accretion of the conversion liability to fair value over the term of the note. The conversion liability is valued at the end of each reporting period and results in a gain or loss for the change in fair value. Due to the volatile nature of our stock, the change in the derivative liability and the resulting gain or loss is usually material to our results. The principal amount on our convertible debentures due to various lenders was about $19 million as of September 30, 2014, which amount included conversion liabilities of about $1.7 million. The change in value of these conversion liabilities during the first nine months of 2014 resulted in other income during the period of about $280,000.

LIQUIDITY AND CAPITAL RESOURCES

Since the beginning of 2012, our primary source of liquidity has been cash produced by our operations. During the nine months ended September 30, 2014, we produced about $2.6 million in net cash from operating activities, and used $3.6 million in net cash in financing activities by repaying loans in that amount. During the nine months ended September 30, 2013, we produced about $4.5 million in net cash in operating activities and used $2.3 million in net cash in financing activities. Our cash balances at September 30, 2014 and December 31, 2013 were about $2.8 million and $3.9 million, respectively. The Company had a working capital deficit of about $38 million at September 30, 2014, about $20 million of which was attributable to current obligations convertible into Company common stock. The working capital deficit at September 30, 2014 represented an improvement of $4.2 million since December 31, 2013. The improvement was primarily attributable to the debt compromise with the YA Global assignees.

Our financial position and liquidity moving forward will be based on our ability to generate cash flows from our operations, as well as the level of our outstanding indebtedness and our debt service obligations. Our business is highly impacted by commodity price volatility, primarily in the market for corn oil. While demand for extracted corn oil is strong in the biodiesel and multiple other markets, decreases in the price of corn oil will have a negative impact on the amount of cash we are able to produce from our operating activities. Moreover, to the extent that our existing and potential new licensees are all corn ethanol producers, our business is also subject to commodity price risk in the markets for ethanol, distillers grain, corn and natural gas. These risks are partially mitigated for us by the fact that use of our corn oil extraction technologies will enhance the liquidity and financial position of licensed ethanol producers and provide our licensees with vitally important cash flows during periods of reduced ethanol producer margins. However, our ability to generate cash flow may be adversely affected if, for example, a new licensee were forced by a reduced crush spread to suspend operations prior to installing a corn oil extraction system.

We owe about $16 million in debt to YA Global and its assignees. During the nine months ended September 30, 2014, we paid YA Global and its assignees a total of $3,585,500 in cash, and YA Global and its assignees collectively converted about $612,800 due under their debentures into shares of our common stock. On March 29, 2013, the Company and YA Global entered into an amended forbearance agreement pursuant to which the maturity date of the Company's outstanding debt to YA Global and its assignees was extended to December 31, 2014. The most recent amendment that occurred subsequent to the end of the first quarter further provides for cash payments by the Company of $261,000 per month and the reimbursement of certain legal costs and expenses. Repayment of the balance of these obligations in cash has been and remains an important objective for us, and we hope to complete a financing during 2014 to refinance and recapitalize all of our remaining convertible obligations.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4 CONTROLS AND PROCEDURES

Our principal executive officer and principal financial officer participated in and supervised the evaluation of our disclosure controls and procedures (as defined in Rules 13(a)-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). The Company's chief executive officer and chief financial officer determined that, as of the end of the period covered by this report, the Company had a material weakness because it did not have a sufficient number of personnel with an appropriate level of knowledge and experience of generally accepted accounting principles in the United States of America (U.S. GAAP) that are commensurate with the Company's financial reporting requirements. As a result, Management concluded that the Company's disclosure controls and procedures were not effective at September 30, 2014.

There have been no changes in the Company's internal control over financial reporting during the most recently completed fiscal quarter that have materially affected or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1 LEGAL PROCEEDINGS

None.

ITEM 1A RISK FACTORS

Our investors should consider the risks that could affect us and our business as set forth in Part I, Item 1A, Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2013. There has been no material change from the risks set forth in that Report.

Although we have attempted to discuss meaningful factors, our investors need to be aware that other factors and risks may become important in the future. New risks may emerge at any time. We cannot predict such risks or estimate the extent to which they may affect our operations and financial performance. Investors should carefully consider the discussion of risks and the other information included in this Quarterly Report on Form 10-Q, including the *Cautionary Information Regarding Forward-Looking Information* provided above in Part I, Item 2, *Management's Discussion and Analysis of Financial Condition and Results of Operations*.

ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the nine months ended September 30, 2014, the Company issued a total of 70,501,501 shares to the Company's various convertible debt holders upon their conversion of convertible debenture in the aggregate amount of $837,869. The sales were exempt pursuant to Section 4(2) of the Securities Act since the sales were not made in a public offering and were made to entities whose principals had access to detailed information about the Company and were acquiring the shares for the entity's own account. There were no underwriters.

ITEM 3 DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 MINE SAFETY DISCLOSURES

Not applicable

ITEM 5 OTHER INFORMATION

None.

ITEM 6 EXHIBITS

The following are exhibits filed as part of GreenShift's Form 10-Q for the quarter ended September 30, 2014:

INDEX TO EXHIBITS

Exhibit Number	Description
31.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 as incorporated herein by reference
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to the Sarbanes-Oxley Act of 2002 as incorporated herein by reference
101.INS	XBRL Instance
101.SCH	XBRL Schema
101.CAL	XBRL Calculation
101.DEF	XBRL Definition
101.LAB	XBRL Label
101.PRE	XBRL Presentation

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the date indicated.

GREENSHIFT CORPORATION

By: /s/EDWARD CARROLL
EDWARD CARROLL
Chief Executive Officer, Chief
Financial Officer &
Chief Accounting Officer
Date: November 14, 2014

EXHIBIT 31.2

CERTIFICATION OF QUARTERLY REPORT

I, EDWARD CARROLL, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of GreenShift Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and,

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/EDWARD CARROLL
EDWARD CARROLL
Chief Executive Officer, Chief
Financial Officer &
Chief Accounting Officer
Date: November 14, 2014

EXHIBIT 32.1

CERTIFICATION OF PERIODIC REPORT

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of GreenShift Corporation (the "Company"), certifies that:

1. The Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2013 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and,

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/EDWARD CARROLL
EDWARD CARROLL
Chief Executive Officer, Chief
Financial Officer &
Chief Accounting Officer
Date: November 14, 2014

This certification is made solely for the purpose of 18 U.S.C. Section 1350, subject to the knowledge standard contained therein, and not for any other purpose.