

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, 2015

COMMISSION FILE NO.: 0-50469



GREENSHIFT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

59-3764931

(IRS Employer
Identification No.)

5950 Shiloh Road East, Suite N, Alpharetta, Georgia

(Address of principal executive offices)

30005

(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 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 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 []

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of November 20, 2015, there were 57,021,234 shares of common stock outstanding.

GREENSHIFT CORPORATION
QUARTERLY REPORT ON FORM 10-Q
FOR THE FISCAL QUARTER ENDED SEPTEMBER 30, 2015

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PART I – FINANCIAL INFORMATION

ITEM 1 FINANCIAL STATEMENTS

GREENSHIFT CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
AS OF SEPTEMBER 30, 2015 AND DECEMBER 31, 2014

	9/30/2015	12/31/2014
ASSETS		
<i>Current Assets:</i>		
Cash	\$ 159,250	\$ 587,021
Accounts receivable, net of doubtful accounts	379,090	647,257
Inventories, net	691,896	691,896
Due from affiliate	99,282	--
Prepaid expenses and other assets	78,340	64,678
Total current assets	1,407,858	1,990,852
<i>Other Assets:</i>		
Intangible assets, net	18,777	21,179
Minority investment in subsidiary	3,602,787	--
Deposits	89,730	69,730
Total other assets	3,711,294	90,909
TOTAL ASSETS	5,119,152	2,081,761
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
<i>Current Liabilities:</i>		
Accounts payable	9,327,774	7,194,854
Accrued expenses	7,228,778	6,610,696
Accrued expenses – deferred employee compensation	510,243	518,043
Income tax payable	4,543	4,543
Accrued interest payable	7,406,569	6,734,434
Accrued interest payable – related party	337,041	273,317
Deferred revenue	44,550	--
Billings in excess	8,639	32,365
Notes payable	1,367,045	1,367,045
Current portion of convertible debentures, net	14,615,625	15,062,191
Convertible debentures - related party	2,283,789	2,581,185
Amounts due to minority shareholders	545,842	545,842
Total current liabilities	43,680,439	40,924,515
<i>Long term Liabilities:</i>		
Liability for preferred stock – related party	753,865	698,048
Convertible debentures	426,734	175,000
Total long term liabilities	1,180,599	873,048
Total Liabilities	44,861,038	41,797,563
<i>Stockholders' Equity (Deficit):</i>		
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 855,101 shares issued and outstanding, respectively	862	855
Common stock: \$0.0001 par value, 2,500,000,000 authorized 37,020,924 and 12,270,833 shares issued and outstanding, respectively	3,700	1,227
Additional paid in capital	126,153,438	121,439,746
Accumulated deficit	(165,902,366)	(161,160,111)
Total stockholders' equity (deficit)	(39,741,885)	(39,715,802)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 5,119,152	\$ 2,081,761

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, 2015 AND 2014

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>9/30/2015</u>	<u>9/30/2014</u>	<u>9/30/2015</u>	<u>9/30/2014</u>
Revenue	\$ 1,134,772	\$ 3,038,561	\$ 3,197,135	\$ 10,877,440
Total revenue	1,134,772	3,038,561	3,197,135	10,877,440
Costs of revenue	452,255	933,260	1,168,982	4,143,456
Gross profit	682,517	2,105,301	2,028,153	6,733,984
<i>Operating expenses:</i>				
Research and development	52,632	150,698	321,439	571,094
Sales, general and administrative expenses	1,533,280	1,423,518	4,682,002	4,997,012
Total operating expenses	1,585,912	1,574,216	5,003,441	5,568,106
Income (loss) from operations	(1,903,395)	531,085	(2,975,288)	1,165,878
<i>Other Income (Expense):</i>				
Gain (loss) on extinguishment of debt	5,280	--	26,878	2,814,952
Other expense	--	--	(560,000)	--
Miscellaneous income	14,730	7,501	14,730	11,556
Equity loss from investee	(239,417)	--	(400,888)	--
Change in conversion liabilities	670	87,033	3,089	243,048
Change in conversion liabilities - related party	(13,012)	13,863	(55,818)	37,523
Interest expense	(227,711)	(282,821)	(683,498)	(930,765)
Interest expense – related party	(34,752)	(38,017)	(111,460)	(118,013)
Total other income (expense), net	(494,212)	(212,441)	(1,766,967)	2,058,301
Income (loss) before provision for income taxes	(1,397,607)	318,644	(4,742,255)	3,224,179
(Provision for)/benefit from income taxes	--	--	--	(30)
Net income (loss)	<u>\$ (1,397,607)</u>	<u>\$ 318,644</u>	<u>\$ (4,742,255)</u>	<u>\$ 3,224,149</u>
Weighted average common shares outstanding, basic	25,699,222	599,231	20,267,949	339,962
Weighted average common shares outstanding, diluted	25,699,222	18,323,595	20,267,949	18,323,595
Net income (loss) per share – basic	\$ (0.05)	\$ 0.53	\$ (0.23)	\$ 9.48
Net income (loss) per share – diluted	\$ (0.05)	\$ 0.02	\$ (0.23)	\$ 0.18

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, 2015 AND 2014

	<u>Nine months Ended</u>	
	<u>9/30/2015</u>	<u>9/30/2014</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$ (4,742,255)	3,224,149
<i>Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:</i>		
Amortization of intangibles	2,402	2,402
Gain on extinguishment of debt	(26,878)	(2,814,952)
Change in conversion liabilities	52,729	(280,572)
Equity losses from investee	400,888	--
Expenses incurred by issuance of debentures	5,244	--
<i>Changes in operating assets and liabilities:</i>		
Accounts receivable	268,357	238,345
Prepaid expenses	(13,662)	(79,974)
Inventory	--	460,000
Due from affiliate	(99,092)	--
Deposits	(20,000)	--
Deferred revenue	44,550	(68,575)
Accrued interest	678,254	921,201
Accrued interest – related party	77,460	118,013
Costs in excess of billings	(23,726)	--
Accounts payable and accrued expenses	<u>3,206,827</u>	<u>839,469</u>
Net cash provided by (used in) operating activities	<u>(188,902)</u>	<u>2,559,506</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from (repayment of) convertible debentures – related party	--	(60,000)
Repayment of convertible debentures	<u>(238,869)</u>	<u>(3,585,500)</u>
Net cash provided by (used in) financing activities	<u>(238,869)</u>	<u>(3,645,500)</u>
Net increase (decrease) in cash	(427,771)	(1,085,994)
Cash at beginning of period	<u>587,021</u>	<u>3,896,312</u>
Cash at end of period	<u>\$ 159,250</u>	<u>\$ 2,810,318</u>

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 balance sheet at December 31, 2014 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 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 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, 2014.

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, 2015 five customers each provided over 10% of our revenue, including one customer that accounted for more than 25% of sales (See Note 4 *Significant Accounting Policies* for Revenue Recognition policies). During the nine months ended September 30, 2014, three customers each provided over 10% of our revenue.

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, 2015, the Company had \$159,250 in cash, and current liabilities exceeded current assets by \$42,272,581. As of December 31, 2014, debentures in the aggregate principal amount of \$13,323,905 matured, and these are now in default, as the Company negotiates a modification and extension with the creditors. In addition, in October 2014 the District Court in Indiana issued a partial summary judgment that our corn oil extraction patents are invalid; if we are unable to successfully appeal that ruling or otherwise settle the infringement matter, it would have a significant negative impact on our future cash flows.

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 preserving current revenue sources and developing new revenue sources, and our success in negotiating with the creditors. Management 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. 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 or services are transferred. When an income item is earned, the related revenue item is recognized and any deferred revenue is reduced. 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 months and nine ended September 30, 2015, we reported net losses and, in accordance with ASC 260, dilutive instruments were excluded from the net loss per share calculation for such periods. However, 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.

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.

EQUITY INVESTMENTS

Equity investments in which the Company exercises significant influence but does not control and is not the primary beneficiary are accounted for using the equity method. The Company’s share of its equity method investee’s earnings or losses is included in other income in the accompanying Consolidated Statements of Operations.

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.

In August 2014, the FASB issued ASU 2014-15, Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern. This update provides guidance on determining when and how to disclose going-concern uncertainties in the financial statements. The new standard requires management to perform interim and annual assessments of an entity’s ability to continue as a going concern within one year of the date the financial statements are issued. An entity must provide certain disclosures if “conditions or events raise substantial doubt about [the] entity’s ability to continue as a going concern.” The ASU applies to all entities and is effective for annual periods ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. The Company is currently evaluating the possible impact of ASU 2014-15, but does not anticipate that it will have a material impact on the Company's consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers which modifies how all entities recognize revenue and various other revenue accounting standards for specialized transactions and industries. This update is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU 2015-14, which deferred the effective date of the ASU to fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company is currently evaluating the possible impact of ASU 2014-15, but does not anticipate that it will have a material impact on the Company's consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis, or ASU No. 2015-02. The amendments of ASU No. 2015-02 were issued in an effort to minimize situations under previously existing guidance in which a reporting entity was required to consolidate another legal entity in which that reporting entity did not have: (1) the ability through contractual rights to act primarily on its own behalf; (2) ownership of the majority of the legal entity's voting rights; or (3) the exposure to a majority of the legal entity's economic benefits. ASU No. 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. All legal entities are subject to reevaluation under the revised consolidation model. The guidance in ASU No. 2015-02 is effective for periods beginning after December 15, 2015. Early adoption is permitted. The Company is currently evaluating the possible impact of ASU 2014-15, but does not anticipate that it will have a material impact on the Company's consolidated 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

For 2014, the fair value of the embedded conversion liabilities was determined using the present value model calculating fair value based on the conversion discount as well as the present value based on term and bond rate. During the nine months ended September 30, 2014 the following assumptions were used: (1) conversion discounts of 10% to 50%; (2) term of less than one year to 8 years and (3) bond rate of 10%.

For 2015, the fair value of the embedded conversion liabilities was determined using the present value model calculating fair value based on the conversion discount as well as the present value based on term and bond rate. During the nine months ended September 30, 2015 the following assumptions were used: (1) conversion discounts of 10%; (2) term of less than one year to 7 years and (3) bond rate of 10%.

Fluctuations in the conversion discount percentage have the greatest effect on the value of the conversion liabilities valuations during each reporting period. As the conversion discount percentage increases for each of the related conversion liabilities instruments, the change in the value of the conversion liabilities increases, therefore increasing

the liabilities on the Company's balance sheet. The higher the conversion discount percentage, the higher the liability. A 10% change in the conversion discount percentage would result in more than a \$1,388,685 change in our Level 3 fair value.

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 its level within the fair value hierarchy at September 30, 2015:

Embedded conversion liabilities as of September 30, 2015:

Level 1	\$	--
Level 2		--
Level 3		1,533,529
Total	<u>\$</u>	<u>1,533,529</u>

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, 2014	\$	1,603,496
Present value of beneficial conversion features of new debentures		149,641
Accretion adjustments to fair value – beneficial conversion features		42,799
Reductions in fair value due to repayments/redemptions		(139,711)
Reduction upon extinguishment related to conversion feature-related party		(100,000)
Reductions in fair value due to principal conversions		(22,696)
Balance at September 30, 2015	<u>\$</u>	<u>1,533,529</u>

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, 2015 and December 31, 2014 were \$691,896.

NOTE 7 DEBT OBLIGATIONS

The following is a summary of the Company's financing arrangements as of September 30, 2015:

	<u>9/30/2015</u>
<i>Current portion of long term debt:</i>	
Mortgages and other term notes	\$ 21,743
Current portion of notes payable	1,345,302
Total current portion of long term debt	<u>\$ 1,367,045</u>
<i>Current portion of convertible debentures:</i>	
YA Global Investments, L.P., 6% interest, conversion at 90% of market	\$ 10,850,519
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	40,413
Dakota Capital Pty Limited, 6% interest, conversion at 90% of market	714,870
EFG Bank, 6% interest, conversion at 90% of market	117,948
Empire Equity, 6% interest, conversion at 90% of market	113,768
Epelbaum Revocable Trust, 6% interest, conversion at 90% of market	91,252
Highland Capital, 6% interest, conversion at 90% of market	1,400
JMC Holdings, LP, 6% interest, conversion at 90% of market	140,380
Dr. Michael Kesselbrenner, 6% interest, conversions at 90% of market	--

David Moran & Siobhan Hughes, 6% interest, conversion at 90% of market	2,399
Morano, LLC, 6% interest, no conversion discount	33,320
Mountainville LTD., 6% interest, conversion at 90% of market	1,190,446
Susan Schneider, 6% interest, conversions at 90% of market	10,510
Minority Interest Fund (II), LLC, 6% interest, no conversion discount	2,211,661
Related Party Debenture, 6% interest, no conversion discount	72,128
Conversion liabilities	1,258,400
Total convertible debentures	<u>\$ 16,899,414</u>

Long term convertible debentures:

Gerova Asset Backed Holdings, LP, 2% interest, no conversion discount	175,000
Long Side Ventures, 6% interest, conversion at 90% of market	251,734
Total long term convertible debentures	<u>\$ 426,734</u>

A total of \$16,048,939 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, 2015:

Year	Amount
2015	\$ 17,008,059
2016	--
2017	--
2018	--
2019	407,925
Thereafter	--
Total minimum payments due under current and long term obligations	<u>\$ 17,415,984</u>

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 debt due to YA Global matured on December 31, 2014. Management expects to enter into agreements with YA Global to restructure and extend the maturity of that debt during 2015.

On December 22, 2014 GreenShift Corporation, its subsidiaries and affiliates, Viridis Capital, LLC and YA Global Investments, L.P. ("YA Global") entered into a Sixth Amendment to Second Global Forbearance Agreement (the "Amendment"). The Amendment recites that on or about December 12, 2014 YA Global became aware of certain events that are cause for termination of the Forbearance Agreement and enforcement of YA Global's rights in the event of default under the Debenture. Subsequently, Viridis Capital, LLC, the controlling shareholder of GreenShift, took certain actions as a result of the discovery of the termination events, including removal of certain officers and directors of GreenShift. The Amendment states that, in order to facilitate ongoing negotiations between GreenShift and YA Global, YA Global, for itself and its assignees, has agreed to forbear from enforcing its rights and remedies

as a result of the termination events until January 31, 2015, unless another termination event occurs. Since that time the parties have been carrying on negotiations aimed at restructuring the loan and extending the maturity date. Management believes that the restructuring and extension will be accomplished in 2015.

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 year ended December 31, 2014, the Company paid \$4,529,500 in cash towards the principal balance of the A&R Debenture. During the year ended December 31, 2014, YA Global assigned \$1,300,000 of its principal due on the A&R Debenture to four of its equity-holders, which assignment reduced the principal balance due to YA. The Company also purchased \$686,041 in accrued interest from one of its assignees. The Company had determined the fair value of the A&R Debenture at December 31, 2014 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, 2015, the Company recognized a decrease in the conversion liability relating to the A&R Debenture of \$153,776 for assignments and/or repayments during the period and \$5,085 from conversions of debt into common stock. The carrying value of the A&R Debenture was \$11,834,136 at September 30, 2015, including principal of \$10,850,519 and the value of the conversion liability. The liability for the conversion feature of \$983,617 at September 30, 2015 is equal to its estimated settlement value. Interest expense of \$516,389 for the A&R Debenture was accrued for the nine months ended September 30, 2015.

YA CORN OIL

In addition to the balance of the A&R Debenture is a promissory note 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 note amount is \$1,295,302, accrues interest at 6% and matured on December 31, 2013. YA Corn Oil extended the due date to January 31, 2015. Management expects to enter into agreements with YA Corn Oil to restructure and extend the maturity of that debt in 2015.

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, 2015, fourteen assignees of YA Global held debentures with an aggregate balance of \$2,473,386 (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 matured on December 31, 2014. The ongoing negotiations regarding a restructuring and extension of the A&R Debenture discussed above contemplate that identical modifications would be made to the Assignee Debentures.

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, 2015, YA Global assigned \$1,200,000 to an additional assignee, which resulted in \$151,100 in new liabilities. During the nine months ended September 30, 2015, the Company made payments against the Assignee Debentures which resulted in a \$3,075 reduction of the fair value of the conversion liability for the period, \$1,516 in accretion as well as a reduction of \$15,990 due to conversions during the period. The carrying value of the Assignee Debentures was \$2,748,169 at September 30, 2015, including principal of \$2,473,386 and the value of the conversion liability. The present value of the liability for the conversion feature has reached its estimated settlement value of \$274,783 as of September 30, 2015. Interest expense of \$86,984 for these obligations was accrued for the nine months ended September 30, 2015.

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 11, *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. During the nine months ended September 30, 2015, \$62,106 in principal was converted into common stock. As of September 30, 2015, the balance of the MIF Debenture was \$2,211,661. On November 13, 2015, the Company also entered into agreements with MIF to amend the debenture hereby allowing MIF to convert amounts due into the Company’s common stock provided that the resulting conversion shares correspond to no more than 9.9% of the Company’s issued and outstanding common shares.

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 11, *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, 2014. 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 Viridis Debenture was written off and cancelled during the quarter ended June 30, 2015. The carrying value of the Viridis Debenture was \$0 at June 30, 2015, due to the write-off of the debt and accrued interest. Interest expense of \$2,975 for these obligations was accrued for the nine months ended September 30, 2015.

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 debenture matures on December 31, 2018. The balance of the Gerova Debenture was \$175,000 at September 30, 2015. Interest expense of \$2,618 for these obligations was accrued for the nine months ended September 30, 2015.

During the year ended December 31, 2014, 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. The balance of the Morano Debenture was \$33,320 at September 30, 2015. Interest expense of \$1,495 for these obligations was accrued for the nine months ended September 30, 2015.

The Company issued a debenture in the amount of \$250,000 to Long Side Ventures (“LSV”) under the terms of the settlement agreement pursuant to which the plaintiff is to receive \$150,000 in cash and a debenture in the amount

issued during the nine months ended September 30, 2015. LSV 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 90% of the lowest closing bid price for the Company's common stock for twenty days preceding the conversion date. The debenture matures on December 31, 2018. During the nine months ended September 30, 2015, the Company recorded \$1,147 in accretion as well as a reduction of \$1,621 due to conversions during the period. The carrying value of the LSV Debenture was \$251,734 at September 30, 2015, including principal of \$232,925 and the value of the conversion liability. The present value of the liability for the conversion feature was \$18,809 as of September 30, 2015. Interest expense of \$10,601 for these obligations was accrued for the nine months ended September 30, 2015.

NOTE 8 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 9, *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 11, *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 9 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, 2015 and December 31, 2014, 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 Acutus Capital, LLC (124,875 shares) and Minority Interest Fund (II), LLC (41,034 additional shares). During the year ended December 31, 2014, 7,161 shares of Series D Preferred Stock were converted into 10 million shares of Company common stock by Viridis Capital, LLC, the majority shareholder of the Company. During the nine months ended September 30, 2015, the aforementioned 7,161 shares were surrendered and cancelled. The sole member of Viridis, Kevin Kreisler, is the Company's chairman. At September 30, 2015 and December 31, 2014, there were 862,262 and 855,101 shares, respectively, of Series D Preferred Stock issued and outstanding.

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 8, *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 \$497,545. During the nine months ended September 30, 2015, the Company recorded an increase of \$38,679 for the accretion to fair value at September 30, 2015, and an increase of \$17,139 for refunded royalty redemptions of the conversion liability during the year. The liability for the conversion feature shall increase from its present value of \$256,320 at September 30, 2015 to its estimated settlement value of \$500,639 at June 10, 2020. The Company is party to an agreement which contemplates execution of an amendment to the TAA during 2015. If finalized and executed, the anticipated amendment would result in the cancellation of the Company's Series F Shares and any obligations pertaining thereto.

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 June 29, 2015. All stock prices, share amounts, per share information, stock options and stock warrants in this report reflect the impact of the reverse stock split applied

retroactively. 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, 2015 and 2014, the Company issued a total of 34,741,502 shares and 705,015 shares of common stock, respectively, upon conversion in period of \$267,032 and \$837,869, respectively, of principal and accrued interest due pursuant to the Company's various convertible debentures (see Note 7, *Debt Obligations*, above).

NOTE 10 COMMITMENTS AND CONTINGENCIES

INFRINGEMENT

On October 13, 2009, the U.S. Patent and Trademark Office ("PTO") issued U.S. Patent No. 7,601,858, titled "Method of Processing Ethanol Byproducts and Related Subsystems" (the '858 Patent) to GS CleanTech Corporation, a wholly-owned subsidiary of GreenShift Corporation. On October 27, 2009, the PTO issued U.S. Patent No. 7,608,729, titled "Method of Freeing the Bound Oil Present in Whole Stillage and Thin Stillage" (the '729 Patent) to GS CleanTech. Both the '858 Patent and the '729 Patent relate to the Company's corn oil extraction technologies. GS CleanTech Corporation, our wholly-owned subsidiary, subsequently filed legal actions in multiple jurisdictions alleging infringement by various persons and entities. Multiple additional related suits and countersuits were filed. On May 6, 2010, we submitted a "Motion to Transfer Pursuant to 28 U.S.C. § 1407 for Consolidated Pretrial Proceedings" to the United States Judicial Panel on Multidistrict Litigation (the "Panel") located in Washington, D.C. In this motion, we moved the Panel to transfer and consolidate all pending suits involving infringement of our patents to one federal court for orderly and efficient review of all pre-trial matters. On August 6, 2010, the Panel 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 October 2014, the District Court in Indiana ruled in favor of the defendants in our pending patent infringement matter on their motions for summary judgment alleging that our corn oil extraction patents were invalid, including US Pat. Nos. 7,601,858 and 8,168,037. The summary judgment ruling was not final and there are additional issues in the MDL Case that can be expected to be resolved this year. We disagree with the court's ruling and intend to mount a vigorous appeal at the appropriate time.

A bench trial on Defendants' inequitable conduct claim was held from October 5 to October 15, 2015 in the Southern District of Indiana. The matter was taken under advisement by the Court and a ruling will likely issue within the next few months.

Adkins Energy's breach of contract claim was transferred back to the Northern District of Illinois for trial. A jury trial is scheduled to begin on February 29, 2016.

OTHER MATTERS

The Company is party to an action entitled Max v. GS AgriFuels Corp., et al. 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 Sustainable Systems, Inc., to GS AgriFuels Corporation, a former subsidiary of the Company. In their Amended Complaint, plaintiffs asserted claims for breach of contract, fraud and negligent misrepresentation, and sought money damages in the amount of \$6 million. On 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 that ruling, and had indicated that they intended 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 granted the defendants' motion to dismiss the Complaint, denied the defendants' motion for summary judgment and dismissal of the plaintiff's breach of contract claim, and denied the plaintiffs' cross motion for discovery. Subsequent to December 31, 2014, the Company entered into a settlement agreement pursuant to which the plaintiff is to receive \$25,000 in cash and a convertible debenture in the amount of \$300,000. In the event that the plaintiffs

have not converted the debenture in full at the expiration of three years, the plaintiffs may request the remaining amount be paid in full at that time. The Company accrued \$325,000 as of the year ended December 31, 2014.

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. Subsequent to December 31, 2014, the Company entered into a settlement agreement pursuant to which the plaintiff is to receive \$150,000 in cash and securities in the amount of \$250,000. The Company accrued the entire \$400,000 judgment on its books as of the year ended December 31, 2014. During the six months ended June 30, 2014, the Company issued a debenture to Long Side Ventures in the amount of \$250,000 (see *Note 7 Debt Obligations*). Upon the performance of the terms of the Settlement Agreement, the Action will be dismissed against the Company and the other defendants.

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 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.

The Company is also involved in various collection matters for which vendors are seeking payment for services rendered and goods provided. The Company and its subsidiaries are party to numerous matters pertaining to outstanding amounts alleged to be due. Management is unable to characterize or evaluate the probability of any outcome at this time.

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 an employment agreement with Kevin Kreisler, the Company's Chairman and Chief Executive Officer, which agreement includes 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 11 RELATED PARTY TRANSACTIONS

Minority Interest Fund (II), LLC ("MIF") is party to certain convertible debentures issued by the Company (see Note 7, *Debt Obligations*, above). On November 13, 2015, the Company entered into agreements with MIF to amend the debenture thereby allowing MIF to convert amounts due into the Company's common stock provided that the resulting conversion shares correspond to no more than 9.9% of the Company's issued and outstanding common shares. The managing member of MIF is a relative of the Company's chairman.

Viridis Capital LLC (“Viridis”) was party to a \$100,000 convertible debenture issued by the Company, which debt was written off and cancelled during the quarter ended June 30, 2015 (see Note 7, *Debt Obligations*, above). The Company also accrued \$560,000 in indemnification expenses associated with certain tax liabilities incurred in connection with guaranteed Company obligations. On November 13, 2015, the Company also entered into agreements with MIF to amend the debenture hereby allowing MIF to the convert amounts due into the Company’s common stock provided that the resulting conversion shares correspond to no more than 9.9% of the Company’s issued and outstanding common shares. The managing member of Viridis is the Company’s chairman, Kevin Kreisler.

Approximately 81% of the Company's research and development expenses as of September 30, 2015, were incurred and paid in connection with the Company's development of new intellectual properties in concert with affiliates of the Company and its chairman. The Company developed an intellectual property portfolio involving production of carbon-neutral alternatives for fossil fuel derived products (“Bioproducts Portfolio”) in concert with various third parties (see Note 12, *Investment In Joint Venture Under The Equity Method*). The Company entered into a license agreement with the associated joint venture company (“LLC”) granting use rights in connection with the Bioproducts Portfolio. Under the associated agreements, an unaffiliated member has agreed to provide LLC up to \$3 million to fund the continuing development of the Bioproducts Portfolio. As of the nine months ended September 30, 2015, \$933,723 of that amount had been received.

NOTE 12 INVESTMENT IN JOINT VENTURE UNDER THE EQUITY METHOD

The Company’s wholly-owned subsidiary, GS CleanTech Corporation, is the owner of 100% of the issued and outstanding membership units of Genarex LLC (“GX”), an entity that in turn holds 36.75% of the issued and outstanding membership units of Genarex FD LLC (“LLC”). LLC was formed in 2015 for the purpose of continuing the development and commercialization of an intellectual property portfolio involving production of carbon-neutral alternatives for fossil fuel derived products (“Bioproducts Portfolio”), which had previously been developed by GX in concert with various third parties. ASC 810 requires the Company to evaluate non-consolidated entities periodically and as circumstances change to determine if an implied controlling interest exists. The Company has evaluated this equity investment and concluded that LLC is a variable interest entity and the Company is not the primary beneficiary. LLC’s fiscal year end is December 31. Under the associated agreements, an unaffiliated member of LLC has agreed to provide LLC up to \$3 million to fund the continuing development of the Bioproducts Portfolio. As of September 30, 2015, \$933,723 of that amount had been received. The members also assigned their respective interests in the Bioproducts Portfolio to LLC. GX’s contribution was valued at \$4 million, however, the relevant agreements provide for GX to receive a preferential distribution until it receives approximately \$3 million, at which point GX’s interest will decrease from 36.75% to 24.50%. The Company engaged two separate third party valuation firms, the first to complete a fairness opinion in respect of the foregoing, and the second to perform a valuation of GX’s interest in LLC using the fair value method as defined by FASB ASC 805-10-20. Under this method, fair value is defined as “the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date.” Using the income approach, the valuation company used the discounted cash flow method to develop low, mid and high cash projections for LLC’s potential business model by estimating the expected cash flows derived from production of LLC’s products on a commercial scale. As of September 30 2015, the Company had funded \$722,139 towards operations and research and development of LLC, of which \$553,668 has been reimbursed under the relevant joint venture agreements. The following presents unaudited summary financial information for LLC. Such summary financial information has been provided herein based upon the individual significance of this unconsolidated equity investment to the consolidated financial information of the Company. The investment balance carried on the Company’s balance sheet amounts to \$3,602,787 as of September 30, 2015. The Company’s share of the net loss from LLC for the nine months ended September 30, 2015 was \$400,888.

SUMMARIZED FINANCIAL DATA FOR LLC (unaudited):

	<u>9/30/2015</u>
Current assets	\$ 3,871
Intangible assets, net	3,714,286
Current liabilities	171,080

Members' equity		3,547,077
		9/30/2015
Net sales	\$	--
Operating expenses		1,101,932
Amortization expense		285,714
Net (loss)		(1,387,646)

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, 2015 and 2014:

	<u>9/30/2015</u>	<u>9/30/2014</u>
<i>Cash paid for the following:</i>		
Interest	\$ --	\$ --
Taxes	30	30
Total	<u>30</u>	<u>30</u>
<i>Non-Cash Investing and Financing Activities</i>		
Debentures converted into common stock	267,032	837,869
Issuance of convertible debenture in settlement of contingent liability	250,000	--
Forgiveness of affiliate payable credited to paid in capital	--	60,000

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, 2014.

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, 2014. 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 develops and commercializes clean technologies that facilitate the more efficient use of natural resources. We primarily do 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, and by providing our licensees with success-driven, value-added services and other solutions based upon our expertise, know-how, technologies, and patent position.

We believe that the first, best and most cost-effective way to achieve positive environmental change of any magnitude is to develop technology-driven economic incentives that motivate large groups of people and companies to make incremental environmental contributions that are collectively very significant – contributions that cumulate to catalyze disruptive environmental gains.

We invented, developed, and commercialized technologies that integrate into the back-end of existing dry mill corn ethanol plants to extract and recover a historically-overlooked natural resource – inedible crude corn oil, a valuable feedstock for use in the production of advanced carbon-neutral liquid fuels and other biomass-derived alternatives to fossil fuel-based products. We estimate that over 80% of the U.S. dry mill ethanol industry is producing corn oil using at least one of the inventions claimed in our issued extraction patents. That adoption rate corresponds to an estimated industry-wide output capable of offsetting more than about 20 million barrels of fossil fuel-derived crude oil per year, while saving trillions of cubic feet per year of natural gas, eliminating tens of millions of metric tons per year of greenhouse gas emissions, and infusing more than an estimated \$1 billion per year of increased income into the corn ethanol industry – the foundation of North America’s renewable fuel production capability.

Those are globally-meaningful gains. And they are repeatable. To that end, we have developed a portfolio of new patented and patent-pending technologies capable of significantly expanding on our work to date in the ethanol industry. Those technologies involve new uses and products for extracted corn oil as well as other components of various ethanol process streams. We are also actively evaluating diversification opportunities, including applications of our technologies in other industries and potential acquisitions of companies with assets, customers, operations or other resources that are strategic to the commercialization of our technologies in targeted industries.

Diversification is important to mitigate the risk that we may not prevail in our ongoing patent infringement litigation. In October 2014, the District Court in Indiana ruled in favor of the defendants on their motions for summary judgment alleging that our corn oil extraction patents were invalid, including US Pat. Nos. 7,601,858 and 8,168,037. In December 2014, the U.S. Patent and Trademark Office allowed three new corn oil extraction patent applications (U.S. Patent Application Nos.: 11/908,891, 13/185,841 and 13/450,997). Each application was examined and considered patentable by a different patent examiner and after each had considered the summary judgment decision. We cannot speak to the significance of the conflicting determinations, however, under applicable standards, a patent is not invalid until and unless a final judgment of invalidity is rendered after all available appeals have been exhausted. We believe in our intellectual property rights and the system of checks and balances designed to protect those rights – both in the patent office and the courts, and we will appeal the summary judgment ruling at the appropriate time. Nevertheless, diversification of our revenue mix is key goal for 2015.

Plan of Operations

We will continue our work with our licensees to maximize the benefits and minimize the costs of recovering as much corn oil as possible, and we remain focused on winning new business and increasing our licensed penetration. To do so moving forward, we will continue to provide our licensees with exceptional services, the highest-performing systems available, and access to new technologies for further gains in licensee profitability and competitive advantage. We will also 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 with a view towards enhancing and protecting the significant competitive advantage of our licensees

Our financial performance for 2015 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 in 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 2015.

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 decreased during 2014 but are expected to continue through 2015 in advance of trial. These expenses may delay or otherwise adversely affect our ability to

achieve our profitability and debt reduction goals. 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. 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.

On October 23, 2014, the District Court in Indiana ruled in favor of the defendants on their motions for summary judgment alleging that the corn oil extraction patents issued to our subsidiary, GS CleanTech Corporation, were invalid, including US Pat. Nos. 7,601,858 and 8,168,037. As noted above, we intend to appeal the summary judgment decision. While our existing license agreements include provisions which allow termination in the event of a final judgment of invalidity, the summary judgment is not a final judgment. Our revenues will be adversely affected to the extent that any licensee takes the position that termination is appropriate.

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, 2015 Compared to Three Months Ended September 30, 2014

Revenues for the three months ended September 30, 2015 were \$1.1 million as compared to \$3.0 million generated during the three months ended September 30, 2014. The decrease in revenue during 2015 as compared to 2014 was due to a decrease in event-driven engineering services revenue, the amount of corn oil produced and the royalties paid by our licensees, and commodity price fluctuation. Revenue in future periods 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, 2015 were about \$452,000 as compared to about \$933,000 for the same period last year. Gross profit for the three months ended September 30, 2015 was about \$682,000 as compared to about \$2.1 million from the third quarter of 2014. 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 three months ended September 30, 2015 and 2014 were about \$1.6 million and \$1.6 million, respectively. Operating expenses during 2015 included approximately \$0.9 million in professional fees, of which approximately \$0.8 million was accrued and not paid during the three months. By contrast, operating expenses during 2014 included about \$1.2 million in professional fees as well as about \$151,000 in research and development costs. Our legal costs during 2015 were incurred primarily in connection with our ongoing litigation for patent infringement. We realized an operating loss of about \$900,000 during 2015 as compared to about \$531,000 in operating income in 2014.

Other expense, net of other income, for the three months ended September 30, 2015 was approximately \$494,000, while other income, net, for the three months ended September 30, 2014 was approximately \$212,000. The amount for 2015 included \$5,280 in gain on extinguishment of debt as well as about \$260,000 in accrued interest as compared to \$0 in gain on extinguishment of debt as well as about \$320,000 in accrued interest expense incurred in 2014.

Net loss for three months ended September 30, 2015 was about \$1.4 million as compared to net income of about \$319,000 for the three months ended September 30, 2014.

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. Our convertible debentures due to various lenders were about \$17.5 million as of September 30, 2015, which amount included principal of about \$16.0 million and conversion liabilities of about \$1.3 million. The change in value of these conversion liabilities during the third quarter of 2015 resulted in other expense during the period of \$12,342.

Nine Months Ended September 30, 2015 Compared to Nine Months Ended September 30, 2014

Revenues for the nine months ended September 30, 2015 were \$3.2 million as compared to \$10.9 million generated during the nine months ended September 30, 2014. The decrease in revenue during 2015 as compared to 2014 was due to a decrease in event-driven engineering services revenue, the amount of corn oil produced and the royalties paid by our licensees, and commodity price fluctuation. Revenue in future periods 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, 2015 were \$1.2 million as compared to about \$4.1 million for the same period last year. Gross profit for the nine months ended September 30, 2015 was about \$2.0 million as compared to about \$6.7 million from the first nine months of 2014. 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, 2015 and 2014 were about \$5.0 million and \$5.6 million, respectively. Operating expenses during 2015 included about \$2.7 million in professional fees, of which approximately \$2.1 million was accrued and not paid during the nine months, as well as about \$321,000 in research and development costs which was reduced by costs incurred less reimbursed costs that were funded by a third party. By contrast, operating expenses during 2014 included about \$1.7 million in professional fees as well as about

\$571,000 in research and development costs. Our legal costs during 2015 were incurred primarily in connection with our ongoing litigation for patent infringement. We realized an operating loss of about \$3.0 million during 2015 as compared to about \$1.2 million in operating income in 2014.

Other expense, net, for the nine months ended September 30, 2015 was about \$1.8 million, as compared to other income, net, of about \$2.1 million in 2014. The amount for 2015 included approximately \$27,000 in gain on extinguishment of debt and \$560,000 in other expense as compared to approximately \$2.8 million for 2014 as well as about \$800,000 in accrued interest as compared to about \$1.0 million in accrued interest expense incurred in 2014.

Net loss for the nine months ended September 30, 2015 was approximately \$4.7 million as compared to net income of about \$3.2 million during the same period in 2014.

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. Our convertible debentures due to various lenders were about \$17.5 million as of September 30, 2015, which amount included principal of about \$16.0 million and conversion liabilities of about \$1.4 million. The change in value of these conversion liabilities during the first nine months of 2015 resulted in other expense during the period of \$52,729.

LIQUIDITY AND CAPITAL RESOURCES

Our primary source of liquidity during 2015 was cash produced by our operations. Our operating activities used about \$189,000 and our financing activities used about \$239,000 in net cash (from repayment of debentures) during the nine months ended September 30, 2015. As a result, we recorded a net decrease of approximately \$428,000 in our cash position. In contrast, during the nine months ended September 30, 2014, our operations produced about \$2.6 million in net cash, which partially enabled us to use \$3.6 million to repay convertible debentures.

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 \$13.3 million in debt to YA Global and its assignees. We paid YA Global and their assignees a total of \$238,869 in cash during the nine months ended September 30, 2015 and YA Global and its assignees collectively converted about \$149,247 due under their debentures into shares of our common stock. 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 2016 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, 2015.

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, 2014. 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, 2015, the Company issued a total of 34,741,502 shares to the Company's various convertible debt holders upon their conversion of convertible debenture in the aggregate amount of \$263,718. 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, 2015:

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/KEVIN KREISLER
KEVIN KREISLER
Chairman, Chief Executive Officer,
Chief Financial Officer &
Chief Accounting Officer

Date: November 23, 2015

CERTIFICATION OF QUARTERLY REPORT

I, KEVIN KREISLER, 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/KEVIN KREISLER
KEVIN KREISLER
Chairman, Chief Executive Officer,
Chief Financial Officer &
Chief Accounting Officer

Date: November 23, 2015

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, 2015 (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/KEVIN KREISLER
KEVIN KREISLER
Chairman, Chief Executive Officer,
Chief Financial Officer &
Chief Accounting Officer

Date: November 23, 2015

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.