



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-7010

Mail Stop 7010

January 15, 2009

Via U.S. mail and facsimile

Mr. Edward R. Carroll  
Chief Financial Officer  
Greenshift Corporation  
One Penn Plaza; Suite 1612  
New York, NY 10119

**RE: Form 10-KSB for the fiscal year ended December 31, 2007  
Form 10-Q for the period ended September 30, 2008  
File No. 000-50469**

Dear Mr. Carroll:

We issued comments to you on the above captioned filings on November 25, 2008. As of the date of this letter, these comments remain outstanding and unresolved. We expect you will submit a supplemental response on EDGAR by January 30, 2009 addressing these outstanding comments.

If you do not respond to the outstanding comments by January 30, 2009, we will, consistent with our obligations under the federal securities laws, decide how we will seek to resolve material outstanding comments and complete our review of your filings and your disclosures. Among other things, we may decide to release publicly, through the agency's EDGAR system, all correspondence, including this letter, relating to the review of your filing, consistent with the staff's decision to release publicly comment letters and response letters relating to disclosure filings it has reviewed. You can find more information about the staff's decision to release filing correspondence at <http://www.sec.gov/news/press/2004-89.htm> and <http://sec.gov/news/press/2005-72.htm>.

If you have any questions regarding these comments, please direct them to Lisa Haynes, Staff Accountant, at (202) 551-3424 or, in her absence, to Nudrat Salik, Staff Accountant, at (202) 551-3692.

Sincerely,

Rufus Decker  
Accounting Branch Chief

Mr. Edward R. Carroll

January 15, 2009

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