



DIVISION OF  
CORPORATION FINANCE

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

October 28, 2011

Via Facsimile

Mr. Edward Carroll  
Chief Financial Officer & Chief Accounting Officer  
GreenShift Corporation  
5950 Shiloh Road East, Suite N  
Alpharetta, GA 30005

**RE: GreenShift Corporation**  
**Form 10-K/A for the Year ended December 31, 2010**  
**Filed October 27, 2011**  
**Form 10-Q for the Quarter ended June 30, 2011**  
**Filed August 9, 2011**  
**File No. 0-50469**

Dear Mr. Carroll:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Rufus Decker

Rufus Decker  
Accounting Branch Chief