

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Execution Date
Viridis Capital LLC	06/30/2009
Carbonics Capital Corporation (f/k/a GreenShift Corporation)	06/30/2009
GreenShift Corporation (f/k/a GS CleanTech Corporation)	06/30/2009
GS CleanTech Corporation (f/k/a GS Ethanol Technologies, Inc.)	06/30/2009
GS Coes (Yorkville I), LLC	06/30/2009
GS Carbon Dioxide Technologies, Inc.	06/30/2009
GS Global Biodiesel, LLC	06/30/2009
GS AgriFuels Corporation	06/30/2009
NextGen Acquisition, Inc.	06/30/2009
NextGen Fuel Inc.	06/30/2009
Sustainable Systems, Inc.	06/30/2009
Sustainable Systems LLC	06/30/2009
GS Design, Inc. (f/k/a Warnecke Design Service, Inc.)	06/30/2009
GS Rentals LLC (f/k/a Warnecke Rentals, LLC)	06/30/2009
Bollheimer & Associates, Inc.	06/30/2009
EcoSystem Technologies, LLC	06/30/2009
GS Big Management, LLC	06/30/2009
GS Coes (Adrian I), LLC	06/30/2009
GS Technology, LLC	06/30/2009

RECEIVING PARTY DATA

Name:	YA Global Investments, L.P.
Street Address:	101 Hudson Street
Internal Address:	Suite 3700
City:	Jersey City
State/Country:	NEW JERSEY
Postal Code:	07302

PROPERTY NUMBERS Total: 24

CH \$960.00 6971594

500952085

**PATENT
 REEL: 023163 FRAME: 0954**

Property Type	Number
Patent Number:	6971594
Patent Number:	6667171
Patent Number:	5753125
Patent Number:	5908559
Patent Number:	6254782
Patent Number:	6270679
Patent Number:	6274045
Patent Number:	6797195
Application Number:	11688425
Application Number:	11222859
Application Number:	11241231
Application Number:	11856150
Application Number:	11908891
Application Number:	12130399
Application Number:	10902788
Application Number:	61158516
Application Number:	61084705
Application Number:	61089966
Application Number:	11688502
Application Number:	60763291
Application Number:	11676888
Application Number:	60697133
Application Number:	60777165
Application Number:	60779079

CORRESPONDENCE DATA

Fax Number: (703)415-1557
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-415-1555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 1501 Wilson Boulevard
Address Line 2: Suite 510
Address Line 4: Arlington, VIRGINIA 22209

ATTORNEY DOCKET NUMBER: 9080805

NAME OF SUBMITTER:

Christopher E. Kondracki

Total Attachments: 10

source=Greenshift#page1.tif

source=Greenshift#page2.tif

source=Greenshift#page3.tif

source=Greenshift#page4.tif

source=Greenshift#page5.tif

source=Greenshift#page6.tif

source=Greenshift#page7.tif

source=Greenshift#page8.tif

source=Greenshift#page9.tif

source=Greenshift#page10.tif

**FIRST AMENDMENT TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This First Amendment to Intellectual Property Security Agreement (the "Amendment") is made as of the 30th day of June, 2009 by and among certain parties listed on Schedule I attached hereto (collectively, the "GreenShift Parties"), and YA Global Investments, L.P. (the "Secured Party"), a Cayman Island limited partnership with an office at 101 Hudson Street, Suite 3700, Jersey City, New Jersey 07302, in consideration of the mutual covenants herein contained and benefits to be derived herefrom.

WITNESSETH:

WHEREAS, the GreenShift Parties executed and delivered a Intellectual Property Security Agreement dated as of January 11, 2008 (as amended and in effect, the "IP Agreement") in favor of the Secured Party, pursuant to which the GreenShift Parties pledged, assigned and granted a security interest in favor of the Secured Party in the IP Collateral (as defined therein); and

WHEREAS, the GreenShift Parties have acquired additional IP Collateral and desire to hereby confirm the pledge of, and the grant of a security interest in, such additional IP Collateral in favor of the Secured Party.

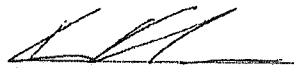
NOW, THEREFORE, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the IP Agreement.
2. Amendment to Exhibit B. Exhibit B to the IP Agreement is hereby amended by adding thereto, the IP Collateral set forth on Exhibit "A" annexed hereto and incorporated herein by reference. The IP Collateral set forth in Exhibit "A" is in addition and supplemental to the IP Collateral listed on Exhibit B of the IP Agreement, and does not replace or restate any IP Collateral contained therein.
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the IP Agreement remain in full force and effect. Each of the GreenShift Parties hereby ratifies, confirms and reaffirms the grant of a security interest and all of the representations, warranties and covenants therein contained.
 - b. This Amendment covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.
 - c. As required by the IP Agreement, the GreenShift Parties shall reimburse the Secured Party for the reasonable legal fees and expenses incurred in connection with the preparation and filing of this Amendment.

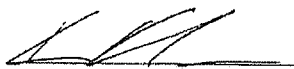
IN WITNESS WHEREOF, the parties have hereto have caused this Amendment to be executed and their seals to be hereto affixed as of the date first above written.

The "GREENSHIFT PARTIES"

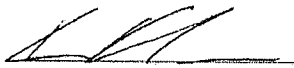
VIRIDIS CAPITAL LLC

By: 
Name: Kevin Kreisler
Title: Managing Member

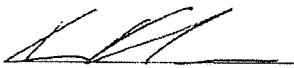
CARBONICS CAPITAL CORPORATION (f/k/a
GreenShift Corporation)

By: 
Name: Kevin Kreisler
Title: Chairman

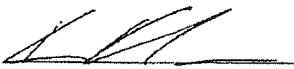
GREENSHIFT CORPORATION (f/k/a GS
CleanTech Corporation)

By: 
Name: Kevin Kreisler
Title: Chairman

GS CLEANTECH CORPORATION (f/k/a GS
Ethanol Technologies, Inc.)

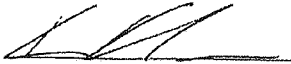
By: 
Name: Kevin Kreisler
Title: Chairman

GS COES (YORKVILLE I), LLC

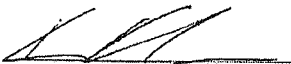
By: 
Name: Kevin Kreisler
Title: Chairman

[SIGNATURE PAGE TO FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]
SIGNATURES CONTINUED ON FOLLOWING PAGE


GS CARBON DIOXIDE TECHNOLOGIES, INC.

By: 
Name: Kevin Kreisler
Title: Chairman


GS GLOBAL BIODIESEL, LLC

By: 
Name: Kevin Kreisler
Title: Managing Member


GS AGRIFUELS CORPORATION

By: 
Name: Kevin Kreisler
Title: Chairman


NEXTGEN ACQUISITION, INC.

By: 
Name: Kevin Kreisler
Title: Chairman

NEXTGEN FUEL INC.


By: 
Name: Kevin Kreisler
Title: Chairman

SUSTAINABLE SYSTEMS, INC.

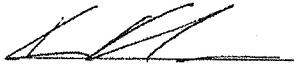
By: 
Name: Kevin Kreisler
Title: Chairman

[SIGNATURE PAGE TO FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]
SIGNATURES CONTINUED ON FOLLOWING PAGE

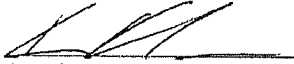
SUSTAINABLE SYSTEMS LLC

By: 
Name: Kevin Kreisler
Title: Managing Member


GS DESIGN, INC. (f/k/a Warnecke Design Service, Inc.)

By: 
Name: Kevin Kreisler
Title: Chairman

GS RENTALS LLC (f/k/a Warnecke Rentals, LLC)


By: 
Name: Kevin Kreisler
Title: Managing Member

BOLLHEIMER & ASSOCIATES, INC.

By: 
Name: Kevin Kreisler
Title: Chairman and Chief Executive Officer


ECOSYSTEM TECHNOLOGIES, LLC

By: EcoSystem Corporation
Its: Sole Member

By: 
Name: Kevin Kreisler
Title: Chairman

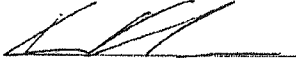
GS BIG MANAGEMENT, LLC

By: GreenShift Corporation
Its: Sole Member

By: 
Name: Kevin Kreisler
Title: Chairman

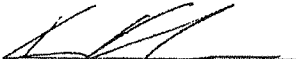
[SIGNATURE PAGE TO FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]
SIGNATURES CONTINUED ON FOLLOWING PAGE

GS COES (ADRIAN I), LLC

By: 
Name: Kevin Kreisler
Title: Chairman

GS TECHNOLOGY, LLC

By: GreenShift Corporation
Its: Sole Member

By: 
Name: Kevin Kreisler
Title: Chairman

“SECURED PARTY”

YA GLOBAL INVESTMENTS, L.P.

By: Yorkville Advisors, LLC,
its Investment Manager

By _____
Name:
Title:

[SIGNATURE PAGE TO FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]

GS COES (ADRIAN I). LLC

By _____
Name:
Title:

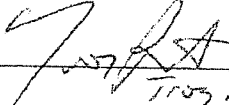
GS TECHNOLOGY. LLC

By _____
Name:
Title:

“SECURED PARTY”

YA GLOBAL INVESTMENTS, L.P.

By: Yorkville Advisors. LLC,
its Investment Manager

By  _____
Name: *Troy Rillo*
Title: *SE. Managing Director*

[SIGNATURE PAGE TO FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]

SCHEDULE "1"
GreenShift Parties

Name	Address
Viridius Capital LLC	1 Penn Plaza Suite 1612 New York, NY 10119
Carbonics Capital Corporation (f/k/a GreenShift Corporation)	1 Penn Plaza Suite 1612 New York, NY 10119
GreenShift Corporation (f/k/a GS CleanTech Corporation)	1 Penn Plaza Suite 1612 New York, NY 10119
GS CleanTech Corporation (f/k/a GS Ethanol Technologies, Inc.)	1 Penn Plaza Suite 1612 New York, NY 10119
GS COES (Yorkville I), LLC	1 Penn Plaza Suite 1612 New York, NY 10119
GS Design, Inc. (f/k/a Warnecke Design Service, Inc.)	1 Penn Plaza Suite 1612 New York, NY 10119
GS Rentals, LLC (f/k/a Warnecke Rentals, LLC)	1 Penn Plaza Suite 1612 New York, NY 10119
GS Carbon Dioxide Technologies, Inc.	1 Penn Plaza Suite 1612 New York, NY 10119
GS AgriFuels Corporation	1 Penn Plaza Suite 1612 New York, NY 10119

NextGen Acquisition, Inc.	1 Penn Plaza Suite 1612 New York, NY 10119
NextGen Fuel Inc.	1 Penn Plaza Suite 1612 New York, NY 10119
Sustainable Systems, Inc.	1 Penn Plaza Suite 1612 New York, NY 10119
Sustainable Systems LLC	1 Penn Plaza Suite 1612 New York, NY 10119
GS Global Biodiesel, LLC	1 Penn Plaza Suite 1612 New York, NY 10119
Bollheimer & Associates, Inc.	1 Penn Plaza Suite 1612 New York, NY 10119
GS Big Management, LLC	1 Penn Plaza Suite 1612 New York, NY 10119
GS COES (Adrian I), LLC	1 Penn Plaza Suite 1612 New York, NY 10119
GS Technology, LLC	1 Penn Plaza Suite 1612 New York, NY 10119
EcoSystem Technologies, LLC	1 Penn Plaza Suite 1612 New York, NY 10119

Exhibit "A"

List of Patents and Patent Licenses

Technology/Title	Patent/Application No.
Corn Oil Extraction Technologies	
Methods of Processing Ethanol Byproducts and Related Subsystems	11/688,425
Methods of Processing Ethanol Byproducts and Related Subsystems	11/122,859
Method of Recovering Oil from Corn Byproducts and Related Subsystems	11/241,231
Method of Recovering Oil from Corn Byproducts and Related Subsystems (II)	11/856,150
Method and Systems for Washing Ethanol Production Byproducts to Improve Oil Recovery	11/908,891
Method for Recovering Oil From a Fractionated Dry Milling Process	12/130,399
Flash Desiccation	
Apparatus and Method for Circular Vortex Airflow Material Grinding	6971,594 B1
Apparatus and Method for Circular Vortex Airflow Material Grinding	10/902,788
Mechanical Hydrodynamic Cavitation	
Method for Enhanced Processing of Biomass Using Flash Desiccation and Mechanical	61/158,516
Cellulosic Oil	
Methods for Producing Fat From Ethanol Production Co Products by	61/084,705
Methods for Enhancing Oil, Water and Energy Recovery from Ethanol Facilities	61/089,966
Algal Bioreactor	
Enhanced Practical Photosynthetic CO2 Mitigation	6,667,171 B2
Method of Converting a Fermentation Byproduct into Oxygen and Biomass	11/688,502
Integrated Multi-Fuel Production Facilities	
Method of Blending Renewable Fuels and Related System	60/763,291
Biodiesel Refining	
Continuous Processing of Biodiesel Fuel (*)	11/676,888

Separation Technologies	
Method for Recovering and Separation Metals from Waste Streams	5,753,125
Method for Recovering and Separation Metals from Waste Streams	5,908,559
Method for Recovering and Separation Metals from Waste Streams	6,254,782
Method for Recovering and Separation Metals from Waste Streams	6,270,679
Method for Recovering and Separation Metals from Waste Streams	6,274,045
Method for Recovering and Separation Metals from Waste Streams	6,797,195
Gasification Technology	
Thermally Coupled Monolith Reactor	60/697,133
Method to Control Gas Composition Produced During Gasification	60/777,165
Method to Enhance Catalyst Selectivity	60/779,079

() Note – these rights are held by GS AgriFuels Corporation and licensed to GS CleanTech for exclusive use in the corn ethanol industry.*