
Global Clean Energy, Inc.

INITIAL COMPANY
INFORMATION AND DISCLOSURE STATEMENT

All information in this information and disclosure Statement has been compiled to fulfill the disclosure requirements of rule 15c2-11 (a) (5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format set forth in the rule.

No Dealer, salesmen or any other person has been authorized to give any information, or to make any representations, not contained herein in connection with the issuer. Such information or representations, if made, must not be relied upon as having been authorized by the issuer, and:

Delivery of this information file does not at any time imply that the information contained herein is correct as of any time subsequent to the date first written above.

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General Considerations

An issuer preparing a disclosure statement under the Alternative Reporting Standard shall consider the purpose of adequate disclosure. Current and potential investors in the issuer's securities should be provided with all "material" information — the information available to the issuer necessary for the investor to make a sound investment decision. The disclosure should enable an investor of ordinary intelligence and investment skills to understand the issuer's business and prospects.

The disclosure must therefore present the issuer's business plan and include a full and clear picture of the issuer's assets, facilities, properties, investments, management and other resources, as well as a complete description of how they will be used to make profits. The issuer's business plan should clearly describe the competition, regulatory environment and other risks to the issuer's business, as well as the issuer's plans for confronting these challenges.

It is also important for an investor to understand how the issuer raises capital and treats investors. At a minimum, the issuer must describe the ways it has raised capital by issuing shares in the past – to whom and the amount of consideration involved. The investor should also be provided with market information, including the past price history of any transactions in the issuer's shares.

Finally, the disclosure should use plain English.² This means using short sentences, avoiding legal and technical jargon and providing clear descriptions. Your goal, as an issuer, should be to give the investor the information you would wish the investor to supply if your positions were reversed. You don't need to be Shakespeare; you must, though, have a sincere desire to inform.

² For tips, you may wish to consult the SEC's Plain English Handbook, available for free on the SEC's website, at <http://www.sec.gov>.
OTC Markets Group Inc.
Guidelines for Providing Adequate Current Information (v 10.1 Updated January 31, 2012)

Section One: Issuers' Initial Disclosure Obligations

Instructions relating to the preparation of initial disclosure statements:

Issuers shall prepare a document that responds to each item and sub-item of the Guidelines with information current as of the issuer's most recent fiscal quarter or year end and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable. The disclosure statement shall be provided in the format set forth below.

Issuers may incorporate by reference financial statements and other exhibits that are either posted elsewhere through the OTC Disclosure and News Service or on the SEC's EDGAR system, or are attached to the issuer's disclosure statement, as long as (i) the incorporated documents are current, (ii) the issuer clearly explains where the incorporated documents can be found, and (iii) the issuer provides a clear cross-reference to the specific location where the information requested by any particular item can be found in the incorporated documents.

The initial disclosure statement shall be published through the OTC Disclosure and News Service under the report name of *"Initial Company Information and Disclosure Statement."*

Part A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any).

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Global Clean Energy, Inc. since November 9, 2007

Newssearch Inc. prior to November 2007

By stockholder approval, on November 13, 2007, NewSearch's state of incorporation was changed from Colorado to Maryland and at the same time. the name was changed to Global Clean Energy Inc.

Item 2 The address of the issuer's principal executive offices.

In answering this item, please also provide (i) the telephone and fax number of the issuer's principal executive offices, (ii) if applicable, the URL of each website maintained by or on behalf of the issuer, and (iii) if applicable, the name, phone number, email address, and mailing address of the person responsible for the issuer's investor relations.

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Humble, TX 77396

ph: 281-441-2538
fax:281-441-9673

4150 St Catherine St. West, Suite 525
Montreal, Quebec H3Z 2Y5
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fax:514-288-8655

www.globalcleanenergy.net

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

Provide the issuer's jurisdiction(s) of incorporation or jurisdiction(s) of organization (if the issuer is not a corporation) and the date on which it was incorporated or organized.

The issuer is a Maryland corporation, incorporated on November 9, 2007.

Part B Share Structure

Item 4 The exact title and class of securities outstanding.

In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.

Common Stock

Stock Symbol: GCEI

CUSIP #: 378986-103

Common Stock Authorized: 300 Million

Preferred Stock Authorized: 15 Million

Item 5 Par or stated value and description of the security.

- A. *Par or Stated Value.* Provide the par or stated value for each class of outstanding securities.

Common Stock Par Value: .001

B. *Common or Preferred Stock.*

1. For common equity, describe any dividend, voting and preemption rights.

The common stock is entitled to notice of any meeting of the share holders and one vote per share in any matter submitted to a vote of the common stock holders with no cumulative voting rights in the election of directors. Each common share receives pro rata rights in any dividend distribution to the common stock holders. There are no preemptive rights to acquire additional shares

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

There is no outstanding preferred stock.

3. Describe any other material rights of common or preferred stockholders.

N/A

4. Describe any provision in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

N/A

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

- (i) Period end date;
- (ii) Number of shares authorized;
- (iii) Number of shares outstanding;
- (iv) Freely tradable shares (public float);
- (v) Total number of beneficial shareholders; and
- (vi) Total number of shareholders of record.

All of the below information is in reference to common stock only:

12/31/10 - Shares Authorized 300,000,000 Common Share Outstanding - 58,603,721 - Restricted - 42,871,958 - Free Trading - 15,731,736 - Total Share Holders: 188,

12/31/11 - Shares Authorized 300,000,000 Common Share Common Shares Outstanding - 67,415,721 - Restricted - 35,471,958 - Free Trading - 31,943,763 - Total Share Holders: 190,

6/31/12- Shares Outstanding - 67,415,721 - Restricted - 35,471,958 - Free Trading - 31,943,763 - Total Share Holders: 190

There are 15,000,000 preferred shares authorized and Zero (0) outstanding

Item 7 The name and address of the transfer agent*.

In answering this item, please also provide the telephone number of the transfer agent, indicate whether or not the transfer agent is registered under the Exchange Act, and state the appropriate regulatory authority of the transfer agent.

*To be included in OTCQX or the Current Information OTC Market Tier, the issuer's transfer agent *must* be registered under the Exchange Act.

Transhare Corporation
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Englewood, CO 80113

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Office (303) 662-1112
Fax (303) 662-1113
Email info@transhare.com

Transhare is registered under the exchange act and is an SEC approved transfer agent. The regulatory authority of the transfer agent is the SEC.

Part C Business Information

Item 8 The nature of the issuer's business.

In describing the issuer's business, please provide the following information:

A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for

three years, provide this information for any predecessor company. This business development description must also include:

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);
2. the year that the issuer (or any predecessor) was organized;
3. the issuer's fiscal year end date;
4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;
5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;
6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;
7. any change of control;
8. any increase of 10% or more of the same class of outstanding equity securities;
9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;
10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and
11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

Global Clean Energy, Inc. a Maryland corporation, was incorporated on November 9, 2007. Global Clean Energy, Inc is successor to Newsearch, Inc. ("Newsearch"), a Colorado corporation, which was incorporated on December 3, 1999. Newsearch was dormant until August 20, 2002, when it acquired Panache, Inc. ("Panache"), a Colorado corporation, and Panache became a wholly-owned subsidiary of Newsearch. Panache was incorporated under the laws of Colorado on May 18, 1998, and sold women's apparel. Panache ceased operations in June 2004, and was later dissolved in January 2005. Newsearch was dormant from July 2004 through July 2006 when it

began operating in furtherance of its current business plan. The company became a Maryland Corporation on November 9, 2007.

3.) The fiscal year end of Global Clean Energy, Inc is December 31st;

4.) Global Clean Energy Inc., has never been in bankruptcy, receivership, or any similar proceedings.

5.) By stockholder approval, on November 13, 2007, Newsearch's state of incorporation was changed from Colorado to Maryland and at the same time, Newsearch changed its name to Global Clean Energy, Inc.

6.) The company has never had any default of the terms of any loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

7.) On August 16, 2006, Kenneth Adessky acquired 347,100 shares of the Company's common stock for \$3,471 from Dean Wicker, the Company's former President and sole director, and 240,400 shares for \$2,404 from Egin Bresnig. The existing directors of Newsearch resigned on such date. Mr. Adessky purchased these shares with personal funds and was appointed the sole director of the Company. On August 29, 2006, the Company elected Dr. Earl Azimov and John Grob to the Board of Directors. Dr. Azimov was elected Chairman. The Company also elected new officers: John Grob – CEO and President, and Kenneth Adessky - Chief Financial Officer and Secretary. On November 29, 2006 the Company issued 23,333,333 shares of its common stock to Vision Capital Partners AA Ltd., a Canadian corporation ("Vision Capital"), in exchange for the conversion of \$350,000 face amount of promissory notes. Vision Capital then immediately transferred 5,550,000 shares of common stock to each of Messrs. Azimov, Grob and Adessky, and an aggregate of 6,683,333 shares to fifteen other designees of Vision Capital. Dr. Azimov, Chairman of the Company's Board, and Mr. Adessky, the Company's CFO, Secretary and a Director, each owns 50% of Vision Capital and is an officer and director of Vision Capital. The above actions did represent a change of control and was approved by the shareholders.

8.)

9.) None, except as disclosed above there were no stock splits.

10.) None

11.) There are no current, past, pending, or threatened legal proceedings, or administrative actions either by or against the issuer that could have material effect on the issuer's business, financial conditions, or operations.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

1. the issuer's primary and secondary SIC Codes;
2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;
3. whether the issuer is or has at any time been a "shell company";³

Instruction to paragraph B.3 of Item 8:

If the issuer discloses that it is or has at any time been a shell company, it must also include the following disclosure on the front page of its disclosure statement in boldface, 12 point type:

If the issuer is currently a shell company:

"We are a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction."

If the issuer was formerly a shell company:

"We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction."

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it

³ For the purpose of this section a "shell company" means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has:

(1) No or nominal operations; and

(2) Either:

(A) No or nominal assets;

(B) Assets consisting solely of cash and cash equivalents; or

(C) Assets consisting of any amount of cash and cash equivalents and nominal other assets.

is included in the financial statements attached to this disclosure statement;

5. the effect of existing or probable governmental regulations on the business;
6. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;
7. costs and effects of compliance with environmental laws (federal, state and local); and
8. the number of total employees and number of full-time employees.

For issuers engaged in mining, oil and gas production and real estate activities, substantial additional disclosure of the issuer's business is required. Contact OTC Markets Group for more information.

PART I

ITEM 1. BUSINESS

Introduction

Global Clean Energy, Inc., a cleantech corporation, develops and markets proprietary technology in waste to energy management. With the growing awareness for the need to develop alternative sources of energy, both established and startup companies are entering into the field utilizing a multitude of technologies including bio, solar, wind, geothermal and hydrogen energy. Our focus is organic waste recovery. We have developed two complementary technologies to salvage and reform waste from a variety of sources to produce a variety of clean energy byproducts. We believe that we are well-positioned to exploit fully the opportunities presented by the government policies and programs that are setting the agenda for the alternative energy industry. We are at the forefront of global initiatives to reduce greenhouse gas emissions and lower the dependency in the USA and Europe on imported oil and natural gas, with proprietary and innovative technologies for clean coal and renewable energy and international partners in business, university, consulting and engineering.

Our Mission

R.E.S.C.U.E™ -- Reforming Environmental Salvage into Clean Usable Energy

Global Clean Energy, Inc., in collaboration with Concordia University and Cascades Engineering, a division of Cascades Canada Inc., one of Canada's largest paper manufacturers, have spent two years researching and developing technology to recover

and reform synthetic fuel from waste containing a wide variety of carbon byproducts. The result was the filing of two proprietary patents:

- the AirPump™ that utilizes Vortex technology to efficiently separate waste and recover carbon from extracted material; and
- a hybrid steam gasifier, the G2G Steam Reformer, a world's first in gasification technology.

Both technologies, with accomplished proof-of-concept, constitute the foundation of GCE's mission: to produce clean energy by clean, sustainable methods and lead an industrial revolution in waste management and disposal.

We are focused on global markets, energy and environmental concerns. To accomplish our projects, we are supported by engineering, procurement, construction and research partners. These business relationships form the core of our ability to design, develop and supply technology for a wide-range of applications. In this regard, GCE is engaged in and currently accepting orders for projects: which can benefit from mid-range (5 to 100 megawatt equivalent) converted energy production; and which can benefit from the use of our proprietary AirPump™.

What began as a search for best of breed technologies to convert waste and biomass into clean renewable energy, has evolved and expanded into five areas of active business development:

- research and development of new technologies;
- international joint-ventures to develop waste-to-energy projects;
- offering technology and services for environmental ash cleanup operations;
- expanding into renewable energy production; and
- seeking public financing for projects in the green energy sector.

Business Summary

As global reserves diminish, biodiesel and other synthetic fuels are now regarded as realistic alternatives to oil. The combination of fears about declining conventional oil reserves, increasing demand from developing countries like India and China, and dependence on unstable suppliers in the Middle East and elsewhere, has generated tremendous interest in developing alternative energy sources.

Our Technology

The AirPump™

Existing slurry lagoons in the mining, fossil fuel and pulp and paper industries pose a serious threat to the environment, world-wide. These slurry lagoons can cause disaster to

their surrounding environment. In February 1972 in Logan County, West Virginia, over 100 million gallons of coal slurry breached from holding dams, flooding the Buffalo Creek River system. Besides the \$50 million of damage and long-term impact to the eco-system, 125 people were killed, a thousand others injured and thousands of others left homeless. The massive spill in Dec. 2008, where a billion gallons of ash slurry breached from just one of the more than 100 slurry lagoons in Kentucky, highlights the urgency to address the problem. Similar situations can be found across the globe. In the current tar-sand operations in northern Alberta, Canada “at least 90% of the fresh water used in the oil sands ends up in ends up in tailing ponds so toxic that propane cannons are used to keep ducks from landing. Evidence points to the fact that these ponds are already leaching into Canada’s major freshwater system.

Designed to address the challenge of emptying deep slurry lagoons created during mining, fossil fuel and pulp-and-paper production, our proprietary cyclonic pump can recover massive amounts of toxic waste to be reformed into an alternative energy resource using the G2G. The device uses only compressed air to create a tornado-like effect inside a circular chamber, employing no moving parts. The resulting low pressure system in the chamber draws materials in at the base, spinning and propelling the material upwards with great force, increasing in power the deeper it descends. In stark contrast to conventional submersible dredging devices that contain screws or impellers, this device has no impediments to the flow of material, nor does it employ components that can break, wear out or be damaged by abrasive materials. Nor are there electrical components that could complicate safe operation under water and in other hazardous environments.

Unlike heavy equipment which cannot be used in close proximity to industrial waste lagoons or in difficult to access locations, the AirPump™ is lightweight and easily attached to the end of solid or flexible pipe, making it relatively simple to deploy or redirect, posing little or no safety hazard to the operator.

The unique design of the AirPump™ makes it an excellent investment for any industry requiring extraction-based clean up. We believe that the Canadian oil sands, already a divisive and controversial issue for governments and environmental organizations, would benefit from this technology. The AirPump has been used by UK Coal to empty an accumulation of coal slurry lagoons for land recovery, redevelopment and biofuel production.

Enhanced AirPump Design

A new water-based version of the AirPump™ is currently being developed based on the research assistance of Dr. George Vatistas, Professor of Mechanical and Industrial Engineering at Concordia University and former Associate Dean of Engineering. Being one the world’s leading experts in vortex systems, Dr. Vatistas has over 30 years of experience in both theoretical and practical work on vortices in nature. The expected applications for the enhanced AirPump™ will include above surface pumping of liquids

and slurries, allowing us to offer both land and water-based dredging and pumping technologies.

AirPump Advantages and Applications

The advantages of the AirPump™ are multiple. The simplicity of its design means that it requires no special training to operate. Running on compressed air, water, or inert-gases, there are no electrical components. This allows the pump to operate safely in hazardous environments, such as underwater or in mineshafts.

As compared to standard dredging devices which contain screws or impellers, there are no impediments to the flow of material through the pump, nor are there any components which can wear out, stuck or be damaged by abrasive materials (rocks, sand, tar etc). The pump can be directed and pin-point way, causing minimal impact to the surroundings where it is operated.

The G2G Steam Reformer – the future of pyrolytic gasification

Gasification, a thermal process by which feedstock (i.e. fossil fuels, plastics, solid wastes and biomass) is converted to synthetic fuel gas (syngas), has been used in some form for almost 30 years as a viable waste-to-energy, or WtE technology. But existing gasification plants use air or oxygen to combust feedstock, releasing toxic nitrogen and sulfur compounds. By contrast, our steam-reforming method minimizes those toxins by processing materials in an oxygen-starved environment. Our solution for gasification is a process by heating organic material at high temperature (>700°C) and controlling the amount of oxygen it combines, producing a synthetic gas commonly referred to as Syngas, while minimizing emissions. At very high temperatures toxic, medical and even nuclear waste can be processed in a safe and clean manner. Additionally, Syngas can be used as an energy source of heat or electricity, converted to Hydrogen gas or liquid fuels such as ethanol and methanol, making it a highly versatile source of energy.

Moreover, unlike most existing gasifiers which are designed exclusively for a single or limited input feedstock, the G2G is designed to accept and process a wide range of carbonaceous materials including coal, plastic, rubber, Municipal Solid Waste, or MSW.

Consequently, the G2G is a substantial upgrade over the incineration processes currently used for MSW disposal because:

- ☐ ☐ in contrast to incineration, gasification is a cleaner process, with higher carbon conversion efficiency;
- ☐ ☐ in the absence of oxygen, minimal nitrogen and sulfur emissions are produced;
- ☐ ☐ emissions are controlled by scrubbing to remove contaminants;
- ☐ ☐ gasification plants are quicker and less expensive to build than incinerators; and

- the resulting syngas can be used directly to power gas engines (and potentially hydrogen fuel cells) or be catalytically converted to liquid hydrocarbon fuel such as kerosene or diesel.

CGE's hybrid gasification technology, already in next-stage development presents a virtually limitless opportunity for biofuel production, waste management and toxic waste clean-up.

Current Projects

Salaberry-de-Valleyfield, Québec –

On December 9, 2009, the City of Salaberry-de-Valleyfield announced field testing of our gasification technology to convert MSW and industrial waste to synthetic gas and biodiesel. The funding from this initiative came from the Canadian government through the Green Municipal Fund of the Federation of Canadian Municipalities.

This project is designed to significantly reduce the amount of waste the city sends to landfill and to generate substantial savings on transportation and disposal of waste. We expect that ongoing collaboration between us and the city will also result in a new source of biodiesel to fuel some city installations and municipal vehicles at a reduced energy cost.

Phase Two of the project will gasify 5,000 metric tons of MSW per year.

Phase Three will establish a regional MSW sorting centre including construction of a gasification plant capable of processing 30,000 metric tons of waste per year, or more depending on the feedstock.

We believe that the full-scale gasification project in Phase Three will accomplish the following:

- eliminate 9,000 truckloads of MSW per year from landfill;
- produce 10,000,000 gallons of fuel from MSW and industrial waste products;
- reduce collateral greenhouse gas emissions at landfill sites; and
- reduce vehicle emissions from transportation of waste material to landfills.^{1.)}

1.) The issuer's primary SIC CODE is 2860.

2.) The company is currently conducting operations.

3.) The issuer is not a "shell" company pursuant to SEC Rule 405 of the Securities Act of 1933

4.) The company does not have a parent or any subsidiary companies.

5.) The renewable energy field is facing many regulatory and political regulations which we view favorable to our industry.

6.) The company has spent approximately \$550,000 on research and development over the last two fiscal years.

- 7.) The cost of compliance are built in to all our product development and renewable energy operations.
- 8.) The issuer is at present utilizing consultants and contractors in the amount of 5 people.

Item 9 The nature of products or services offered.

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

A. principal products or services, and their markets;

Global Clean Energy Inc., has spent five years researching and developing technology to recover and reform synthetic fuel from waste containing a wide variety of carbon byproducts. The result was the filing of two proprietary patents:

- the AirPump™ that utilizes Vortex technology to efficiently separate waste and recover carbon from extracted material; and
- a hybrid steam gasifier, the G2G Steam Reformer, a world's first in gasification technology.

Both technologies, with accomplished proof-of-concept, constitute the foundation of GCE's mission: to produce clean energy by clean, sustainable methods and lead an industrial revolution in waste management and disposal.

B. distribution methods of the products or services;

GCE will target governments including municipalities and industries such as food, paper and chemical products, all of which have substantial demand for process heat, as well as electric power (and often liquid fuels for their vehicle fleets). Priority will be given to those companies that are in a position to enter into both feedstock supply and energy off-take agreements either on a fixed-price or toll-processing basis. In this way, GCE will insulate itself from feedstock and energy market price fluctuations for its first plants.

C. status of any publicly announced new product or service;

GCE is continuing with its research and development in Gasification and feedstock preparation.

- D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

Only a handful of companies (e.g., Enerchem, Blue Fire Ethanol, Range fuels, Plasco) are focused on the mid range municipal and industrial market segment and most of these are emphasizing the United States market because of its size. Of these companies, GCE is not aware of any competitors that are commercially viable and that have the combination of proprietary technologies, licensing rights to specific technologies, together with a focus on all promising markets around the globe.

- E. sources and availability of raw materials and the names of principal suppliers;

We at present have no need for raw materials or supplies of same.

- F. dependence on one or a few major customers;

We are not dependent on any major customer.

- G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;

We are in the process of completing patent applications for our gassification system and our vortex pumping system.

We have secured the Trademark-R.E.S.C.U.E.

Reforming Environmental Salvage into Clean Useable Energy

- H. and the need for any government approval of principal products or services and the status of any requested government approvals.

Our products and activities do not require any government approval.

Item 10 The nature and extent of the issuer's facilities.

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The company at present does not maintain production or distribution facilities at present.

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

1. Full name;
2. Business address;
3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);
4. Board memberships and other affiliations;
5. Compensation by the issuer; and
6. Number and class of the issuer's securities beneficially owned by each such person.

Gerald Enloe: Effective April 30, 2009 the Company elected Mr. Enloe as Chairman of the Board of Directors. Since 1991, Mr. Enloe has served as President and CEO of Houston Industrial Materials, Inc. He has 25 years of experience in the environmental remediation business. He has also served as Chairman and a Director of other public companies. Owns and controls 200,000 common shares of the corporation and has no options outstanding.

Dr. Earl Azimov: Dr. Azimov has served as a Director and Chairman of our Board since August 2006. Dr. Azimov is currently the Chief Executive Officer of Miazzi Ventures Inc., a merchant bank focusing on seed capital investments in startup companies, including Mamma.com, which was sold in 1999, GospelCity.Com, Inc., a world leader of on-line faith-based gospel entertainment. From 1992 through 1995, Dr. Azimov was the President

of Zellers Optical Centers, which was later sold to the Wal-Mart Vision Centers. Dr. Azimov brings 20 years of private equity experience. He has a Bachelor of Science from the University of South Carolina and a Doctorate of Optometry from the University of Montreal — School of Optometry, in Montreal, Quebec, Canada. Mr. Azimov beneficially owns 13,850,000 common shares of the corporation and has no options outstanding.

Kenneth S. Adessky: Mr. Adessky has been our Chief Financial Officer, Secretary and a Director since August 2006. Mr. Adessky is currently a Senior Partner of Adessky Lesage, a corporate commercial law firm located in Montreal, Canada that he co-founded in 1995. As a Senior Partner, Mr. Adessky focuses his legal practice on private and public financings, mergers and acquisitions and public offerings of small capital public companies. Over the past decade, Mr. Adessky has completed in excess of \$100 million dollars of financing. Mr. Adessky received his Bachelor of Civil Law from McGill University in Montreal, Quebec, Canada in 1990. Mr. Adessky beneficially owns 14,437,500 common shares of the corporation and has no options outstanding.

Paul Whitton: Mr. Whitton currently serves as our Vice-President, and he has served as a Director since June 2007. Since 1998, Mr. Whitton has been the owner of JK, Inc., an environmental consulting company based in Houston, Texas. Mr. Whitton holds numerous patents relating to industrial environmental quality and is a nationally recognized speaker on abatement. Prior to 1988, he spent 22 years with Brown & Root Construction Company where he was an area superintendent for construction and maintenance of oil and gas refineries, nuclear power plants, and paper mills throughout the world but primarily the Mideast and United Kingdom. He was also a construction supervisor with Boeing Air and in the United States Navy for four years. Mr. Whitton brings industrial plant management and construction experience as well as his environmental expertise to the Company. Owns and controls 50,000 common shares of the corporation and has no options outstanding.

5.) Our president, CEO, and CFO accrue salaries each year as approved by the board of directors.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

No.
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

No.
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

No.
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

No.

C. Disclosure of Family Relationships. Describe any family relationships⁴ among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

There are no family relationships.

⁴ The term "family relationship" means any relationship by blood, marriage or adoption, not more remote than first cousin.
OTC Markets Group Inc.
Guidelines for Providing Adequate Current Information (v 10.1 Updated January 31, 2012)

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest.

Instruction to paragraph D of Item 11:

1. For the purposes of paragraph D of this Item 11, the term "related person" means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of the issuer's equity securities, immediate family members⁵ of any such person, and any person (other than a tenant or employee) sharing the household of any such person.
2. For the purposes of paragraph D of this Item 11, a "transaction" includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.
3. The "amount involved in the transaction" shall be computed by determining the dollar value of the amount involved in the transaction in question, which shall include:
 - a. In the case of any lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments due on or after the beginning of the issuer's last fiscal year, including any required or optional payments due during or at the conclusion of the lease or other transaction providing for periodic payments or installments; and
 - b. In the case of indebtedness, the largest aggregate amount of all indebtedness outstanding at any time since the beginning of the issuer's last fiscal year and all amounts of interest payable on it during the last fiscal year.
4. In the case of a transaction involving indebtedness:
 - a. The following items of indebtedness may be excluded from the calculation of the amount of indebtedness and need not be disclosed:

⁵ "Immediate family members" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law.

amounts due from the related person for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business; and

- b. Disclosure need not be provided of any indebtedness transaction for beneficial owners of more than five percent (5%) of any class of the issuer's equity securities or such person's family members.
- 5. Disclosure of an employment relationship or transaction involving an executive officer and any related compensation solely resulting from that employment relationship or transaction need not be provided. Disclosure of compensation to a director also need not be provided.
- 6. A person who has a position or relationship with a firm, corporation, or other entity that engages in a transaction with the issuer shall not be deemed to have an indirect material interest for purposes of paragraph D of this Item 11 where:
 - a. The interest arises only:
 - i. From such person's position as a director of another corporation or organization that is a party to the transaction; or
 - ii. From the direct or indirect ownership by such person and all other related persons, in the aggregate, of less than a ten percent (10%) equity interest in another entity (other than a partnership) which is a party to the transaction; or
 - iii. From both such position and ownership; or
 - b. The interest arises only from such person's position as a limited partner in a partnership in which the person and all other related persons have an interest of less than ten percent (10%), and the person is not a general partner of and does not hold another position in the partnership.
- 7. Disclosure need not be provided pursuant to paragraph D of this Item 11 if:
 - a. The transaction is one where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;

- b. The transaction involves services as a bank depositary of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or
 - c. The interest of the related person arises solely from the ownership of a class of equity securities of the issuer and all holders of that class of equity securities of the issuer received the same benefit on a pro rata basis.
8. Include information for any material underwriting discounts and commissions upon the sale of securities by the issuer where any of the specified persons was or is to be a principal underwriter or is a controlling person or member of a firm that was or is to be a principal underwriter.

Disclose the following information regarding the transaction:

- 1. The name of the related person and the basis on which the person is related to the issuer;
- 2. The related person's interest in the transaction;
- 3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);
- 4. The approximate dollar value of the related person's interest in the transaction; and
- 5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.

There are no related party transactions.

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

None.

Item 12 Financial information for the issuer's most recent fiscal period.

Instruction to Item 12: The issuer shall post the financial statements required by this Item 12 through the OTC Disclosure and News Service under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an "Annual Report," or if the financial statements relate to a quarter end, publish it as a "Quarterly Report" or "Interim Report") **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item 12 can be found in the incorporated documents.

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

- 1) balance sheet;
- 2) statement of income;
- 3) statement of cash flows;
- 4) statement of changes in stockholders' equity;
- 5) financial notes; and
- 6) audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP)⁶ by persons with sufficient financial skills.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

⁶ Foreign private issuers that have furnished financial statements pursuant to Rule 12g3-2(b) under the Exchange Act can provide those same financial statements as an alternative to U.S. GAAP. For information regarding U.S. GAAP, see <http://cpaclass.com/gaap/gaap-us-01a.htm>.

See Exhibit 1 Item 12

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Please provide the financial statements described in Item 12 above for the issuer's two preceding fiscal years.

Instruction to Item 13: The issuer shall either (i) attach the financial statements required by this Item 13 to its initial disclosure statement or (ii) post such financial statements through the OTC Disclosure and News Service as a separate report under the name of "*Annual Report*" for the applicable fiscal year end. **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross-reference to the specific location where the information requested by this Item 13 can be found in the incorporated documents.

See Exhibit 2 Item 13

Item 14 Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Name and Address of Beneficial Owner (1)	Amount & Nature of Beneficial Ownership	Percent of Class (2)
Kenneth S. Adessky 4150 Sainte-Catherine Street W. Suite 525 Montreal, Quebec H3Z 2Y5	9,437,500	24.3%
Dr. Earl Azimov 5737 Blossom Cote St Luc, Quebec H4W 2T2	8,850,000	22.8%

Gerald Enloe 6040 Upshaw Dr. #105 Humble, TX 77396	103,920	*
Paul Whitton	50,000	*
2415 Shakespeare #3 Houston, Texas 77936		
All officers and directors as a group (3 persons)	18,441,420	47.53%

Item 15 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker

None.

2. Promoters

None.

3. Counsel

Tom Sawyer, Esq.
1151 County Rd. 325
Lexington, Texas 78947

Ph: 281-467-2826
Fax: 979-773-4945
mudrat3811@aol.com

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

M & K CPA
13831 Northwest Freeway Suite #575
Houston, TX 77040
ph: 832-242-9950
fax: 832-242-9956
mkacpas.com

5. Public Relations Consultant(s)

None.

6. Investor Relations Consultant

None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

Item 16 Management's Discussion and Analysis or Plan of Operation.

Instructions to Item 16

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

A. Plan of Operation.

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:

- i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;
- ii. a summary of any product research and development that the issuer will perform for the term of the plan;
- iii. any expected purchase or sale of plant and significant equipment; and
- iv. any expected significant changes in the number of employees.

Plan of Operation

We currently plan to raise additional funds through joint venture partnerships, project debt financings or through future sales of our common stock, until such time as our revenues are sufficient to meet our cost structure, and ultimately achieve profitable operations. For the next 12 months, our Plan of Operations is to undertake the following:

- Obtain additional operating capital from joint venture partnerships, debt financing or equity financing to fund ongoing operations and the development of BOO plants in Canada and North America.
- As available and as applicable to our business plans, apply for public funding to leverage the private capital we may raise.
- Actively pursue mergers, acquisitions and joint ventures to increase shareholder value.
- Move quickly to secure additional opportunities to develop and operate state-of-the-art waste-to-energy plants for clients with long-term waste disposal and/or energy supply needs.

We have yet to begin construction of BOO plants. Our continued existence is dependent upon our ability to obtain additional debt and/or equity financing at cost-effective rates. Management anticipates beginning construction of a plant within the next 12 to 18 months and expects to complete the project within the next 36 to 42 months. Management plans to raise additional funds through project financings or through future sales of our common stock, until such time as our revenues are sufficient to meet its cost structure and ultimately achieve profitable operations. There is no assurance we will be successful in raising additional capital at cost-effective rates or achieving profitable operations. Frequently, our board of directors will attempt to use non-cash consideration to satisfy obligations. In many instances, we believe that the non-cash consideration will consist of restricted shares of our common stock. These actions will result in dilution of the ownership interests of existing shareholders and may further dilute our common stock book value.

To date, we have financed our operations through the combination of equity and debt financing, loans from related parties, and the use of shares of our common stock issued as payment for services rendered to us by third parties. In the future we may have to issue shares of our common stock and warrants in private placement transactions to

help finance our operations, and to pay for professional services (such as financial consulting, market development, legal services, and public relations services). We do not intend to pay dividends to shareholders in the foreseeable future.

In order for our operations to continue, we will need to generate revenues from our intended operations sufficient to meet our anticipated cost structure. We may encounter difficulties in establishing these operations due to the time frame of developing, constructing and ultimately operating the planned BOO plants and bio-refinery projects.

To ensure sufficient funds to meet our future needs for capital, we will from time to time, evaluate opportunities to raise financing through some combination of the private sale of equity, or issuance of convertible debt securities. However, future equity or debt financing may not be available to us at all, or if available, may not be on terms acceptable to us. We have estimated our operating expenses for the period from January 2012 to December 2012 will approximate roughly \$5,00,000, excluding engineering costs related to the development of our BOO plants.

If we do not raise additional capital, or we are unable to obtain additional financing, or begin to generate revenues from our intended operations, we may have to scale back or postpone the preliminary engineering design and permitting for our initial facility until such financing is available.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

1. *Full fiscal years.* Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

- i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;
- ii. Internal and external sources of liquidity;
- iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;
- iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

- v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;
- vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and
- vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

We caution you that reliance on any forward-looking statement involves risks and uncertainties, and that although we believe that the assumptions on which our forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and, as a result, the forward-looking statements based on those assumptions could be incorrect. In light of these and other uncertainties, you should not conclude that we will necessarily achieve any plans and objectives or projected financial results referred to in any of the forward-looking statements. We do not undertake to release the results of any revisions of these forward-looking statements to reflect future events or circumstances. Some of the factors that may cause actual results, developments and business decisions to differ materially from those contemplated by such forward-looking statements include the following:

- our ability to complete construction of our BOO plants; the projected growth or contraction in the energy markets in which we will operate;
- fluctuations in the market price of primary outputs from our BOO plants, including syngas, methanol and ethanol;
- our business strategy for expanding, maintaining or contracting our presence in this market;
- our ability to obtain the necessary capital at a reasonable cost in order to finance our initiatives;
- anticipated trends in our financial condition and results of operations;
- our ability to distinguish ourselves from our current and future competitors;
- changes in or elimination of laws, tariffs, trade or other controls or enforcement practices such as:
 - national, state or local energy policy;
 - federal ethanol tax incentives;
 - regulation currently under consideration pursuant to the passage of the Energy Policy Act of 2005, which contains a renewable fuel standard and other legislation mandating the usage of ethanol or other oxygenate additives; state and federal regulation restricting or banning the use of Methyl Tertiary Butyl Ether, or MTBE, a fuel derived from methanol;
- environmental laws and regulations applicable to our operations and the enforcement thereof; and
- regulations related to homeland security;
- changes in weather and general economic conditions;
- overcapacity within the ethanol and petroleum production and refining industries;

- total United States consumption of gasoline;
- availability and costs of products and raw materials
- labor relations; fluctuations in petroleum prices;
- our or our employees' failure to comply with applicable laws and regulations;
- our ability to generate free cash flow to invest in our business and service our indebtedness; limitations and restrictions contained in the instruments and agreements governing our indebtedness;
- our ability to raise additional capital and secure additional financing;
- changes in interest rates;
- our ability to hire and retain key employees;
- liability resulting from actual or potential future litigation; competition;
- plant shutdowns or disruptions at our plant or plants whose products we will market;
- availability of shuttle trains, rail cars and trucks; risks regarding a loss of or substantial decrease in purchases by our major customers;
- risks related to hedging decisions, including whether or not to enter into hedging arrangements and the possibility of financial losses related to hedging arrangements;
- risks related to diverting management's attention from ongoing business operations.

2. *Interim Periods.* Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

C. Off-Balance Sheet Arrangements.

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item 16 to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

- i. The nature and business purpose to the issuer of such off-balance sheet arrangements;

- ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;
- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and
- iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

none

2. As used in paragraph C of this Item 16, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;
- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;
- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position,

and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or

- iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

Instructions to paragraph C of Item 16

- i. No obligation to make disclosure under paragraph C of this Item 16 shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.
- ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information.
- iii. For purposes of paragraph C of this Item 16 only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.
- iv. Generally, the disclosure required by paragraph C of this Item 16 shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure.

In satisfying the requirements of paragraph C of this Item 16, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information in the relevant footnotes and integrates the substance of the

footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.

none

Part E Issuance History

Item 17 List of securities offerings and shares issued for services in the past two years.

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

The list shall include all offerings of securities, whether private or public, and shall indicate:

- (i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- (ii) Any jurisdictions where the offering was registered or qualified;
- (iii) The number of shares offered;
- (iv) The number of shares sold;
- (v) The price at which the shares were offered, and the amount actually paid to the issuer;
- (vi) The trading status of the shares; and
- (vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the

event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

See Item 17 Exhibit 3

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item 18 Material Contracts.

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts:

- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;
- 2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;
- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or
- 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.

None

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan,

contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

None

C. The following management contracts or compensatory plans need not be included:

- 1) Ordinary purchase and sales agency agreements;
- 2) Agreements with managers of stores in a chain organization or similar organization;
- 3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and
- 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

Item 19 Articles of Incorporation and Bylaws.

- A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.
- B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

- A. In the following tabular format, provide the information specified in paragraph (B) of this Item 20 with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item 20) of shares or other units of any class of the issuer's equity securities.

--

ISSUER PURCHASES OF EQUITY SECURITIES				
Period	Column (a) Total Number of Shares (or Units) Purchased	Column (b) Average Price Paid per Share (or Unit)	Column (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Column (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 (identify beginning and ending dates)				
Month #2 (identify beginning and ending dates)				
Month #3 (identify beginning and ending dates)				
Total				

B. The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

1. The total number of shares (or units) purchased (Column (a)). Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions).
2. The average price paid per share (or unit) (Column (b)).
3. The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)).

4. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)).

Instructions to paragraphs (B)(3) and (B)(4) of this Item 20:

- a. In the table, disclose this information in the aggregate for all plans or programs publicly announced.
- b. By footnote to the table, indicate:
 - i. The date each plan or program was announced;
 - ii. The dollar amount (or share or unit amount) approved;
 - iii. The expiration date (if any) of each plan or program;
 - iv. Each plan or program that has expired during the period covered by the table; and
 - v. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.

C. For purposes of this Item 20, "Affiliated Purchaser" means:

1. A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or
2. An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose purchases are under common control with those of the issuer; *provided, however,* that "Affiliated Purchaser" shall not include a broker, dealer, or other person solely by reason of such broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.

Item 21 Issuer's Certifications.

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

1. I have reviewed this [specify either annual or quarterly disclosure statement] of [identify issuer];

2. Based on my knowledge, this disclosure statement 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 disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

[Signature]
[Title]

Section Two: Issuers' Continuing Disclosure Obligations

Issuers are considered to have adequate current information publicly available to the extent such information is updated to reflect new developments after the publication of the initial issuer disclosure statement. In general, an issuer shall provide updates to the most recent balance sheet, income statement and statement of cash flows, as required under Item 12 above, as well as disclose changes in any other of the above disclosure items no later than 45 days after the end of any fiscal quarter ("Quarterly Updates") and 90 days after the end of any fiscal year ("Annual Updates"). Issuers shall also provide updates ("Current Updates") within 10 business days in the event that any of the information contained in the disclosure statement (including information contained in any prior Update) has become materially inaccurate or incomplete, or upon the occurrence of certain events described under the Current Reporting Obligations section. The specific requirements for Quarterly, Annual and Current Updates are set forth below.

Insiders, affiliates and control persons of issuers shall be aware that Rule 144 under the Securities Act requires that adequate current information be publicly available if they wish to sell any of their securities in the public secondary markets.

Quarterly Reporting Obligations

In order to be considered as having adequate current information publicly available, issuers must publish Quarterly Updates to their disclosure statements through the OTC Disclosure and News Service, no later than 45 days after the end of each fiscal quarter. Quarterly Updates should contain responses to the following items, and should follow the format below.

To be considered for the Current Information tier on www.otcm Markets.com, companies must submit Quarterly Attorney Letters pursuant to OTC Markets Group's Guidelines for Attorney Letters. Counsel writing the letter must be permitted to practice before the Securities and Exchange Commission (the "SEC").

Instruction relating to the preparation of Quarterly Updates:

Issuers shall prepare a document that responds to each item and sub-item below and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable.

Quarterly Updates should be published under the report name of "Quarterly Report" or "Interim Report" for the appropriate fiscal quarter end.

Item 1 Exact name of the issuer and the address of its principal executive offices.

In answering this item, the issuer shall provide the information required by Items 1 and 2 of the requirements for initial disclosure statements in Section One of these Guidelines.

Item 2 Shares outstanding.

In answering this item, the issuer shall provide the information required by Item 6 of Section One of these Guidelines with respect to the fiscal quarter end.

Item 3 Interim financial statements.

The issuer shall include financial statements for the most recent fiscal quarter, which quarterly financial statements shall meet the requirements of Item 12 of Section One of these Guidelines, provided, however, that “*Instruction to Item 12*” contained in Section One of these Guidelines should not be followed; instead, issuers should follow the Instruction set forth below rather than the Instruction contained in Item 12.

Instruction to Item 3: The interim financial statements required by this Item 3 may either be included in the text of the Quarterly Update under the heading of Item 3 or attached at the end of the Quarterly Update. If attached at the end of the Quarterly Update, the disclosure under this Item 3 must (i) state that the interim financial statements are attached at the end of this Quarterly Update, (ii) contain a list describing the financial statements that are attached and (iii) contain a clear cross-reference to the specific location where the information requested by this Item 3 can be found.

Item 4 Management’s discussion and analysis or plan of operation.

The issuer shall provide the information required by Item 16 of Section One of these Guidelines.

Item 5 Legal proceedings.

The issuer shall provide the information required by Item 8(a)(11) of Section One of these Guidelines, to the extent not already disclosed in a prior disclosure statement.

Item 6 Defaults upon senior securities.

If there has been any material default in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within 30 days, with respect to any indebtedness of the issuer exceeding 5% of the total assets of the issuer, (i) identify the indebtedness and (ii) state the nature of the default, the amount of the default and the total arrearage as of a recent date.

If any material arrearage in the payment of dividends has occurred or if there has been any other material delinquency not cured within 30 days, with respect to any class of preferred stock of the issuer, give the title of the class and state the nature of the arrearage or delinquency. In the case of a default in the payment of dividends, state the amount and the total arrearage as of a recent date.

The issuer need not respond to this item with respect to any class of securities all of which is held by, or for the account of, the issuer or its totally held subsidiaries. Issuers need not repeat information that has been previously disclosed in a prior disclosure statement, although the issuer shall provide updates regarding previously reported defaults.

Item 7 Other information.

The issuer shall include here responses to any items that the issuer would be required include in a Current Update. See the Current Update section below regarding the information required to be in a Current Update.

Item 8 Exhibits.

The issuer shall either describe or attach any exhibits that are required under Items 18 and XIX of Section One, and which have not already been described or attached in any prior disclosure statement, except that the issuer must describe or attach any amendments to any previously described or attached exhibits.

Item 9 Certifications.

The issuer shall include current certifications, meeting the requirements contained in Item 21 of Section One, relating to the Quarterly Update.

Annual Reporting Obligations

In order to be considered as having adequate current information publicly available, issuers must also publish Annual Updates to their initial disclosure statements through the OTC Disclosure and News Service, no later than 90 days after the end of each fiscal year.

Instruction relating to the preparation of Annual Updates:

Issuers shall prepare a document that responds to each item and sub-item of Section One of the Guidelines and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable. Each Annual Update must contain complete responses to all of the items required by Section One of these Guidelines, even if no changes have occurred since the last Annual Update.

Annual Updates should be published under the report name of “*Annual Report*” for the appropriate fiscal year end.

Specific Note relating to Annual Updates: The “*Instruction to Item 12*” contained in Section One of these Guidelines should not be followed with respect to Annual Updates; instead issuers should follow the instruction set forth below.

Instructions to Item 12: The fiscal year-end financial statements required by Item 12 may either be included in text of the Annual Update under the heading of Item 12 or attached at the end of the Annual Update. If attached at the end of the Annual Update, the disclosure under Item 12 must (i) state that the fiscal year-end financial statements are attached at the end of this Annual Update, (ii) contain a list describing the financial statements that are attached and (iii) contain a clear cross-reference to the specific location where the information requested by Item 12 can be found.

Current Reporting Obligations

Important: The following is a description of events that may be material to the issuer and its securities and that shall be made publicly available by the issuer. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public.

If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a press release within 4 business days following their occurrence, and posting such press release through the OTC Disclosure and News Service:

1. Entry into a Material Definitive Agreement.

(a) If the issuer has entered into a material definitive agreement not made in the ordinary course of business of the issuer, or into any amendment of such agreement that is material to the issuer, the issuer shall disclose the following information:

(1) the date on which the agreement was entered into or amended, the identity of the parties to the agreement or amendment and a brief description of any material relationship between the issuer or its affiliates and any of the parties, other than in respect of the material definitive agreement or amendment; and

(2) a brief description of the terms and conditions of the agreement or amendment that are material to the issuer.

(b) A "material definitive agreement" means an agreement that provides for obligations that are material to and enforceable against the issuer, or rights that are material to the issuer and enforceable by the issuer against one or more other parties to the agreement, in each case whether or not subject to conditions.

2. Termination of a Material Definitive Agreement.

(a) If a material definitive agreement which was not made in the ordinary course of business of the issuer and to which the issuer is a party is terminated otherwise than by expiration of the agreement on its stated termination date, or as a result of all parties completing their obligations under such agreement, and such termination of the agreement is material to the issuer, the issuer shall disclose the following information:

(1) the date of the termination of the material definitive agreement, the identity of the parties to the agreement and a brief description of any material

relationship between the issuer or its affiliates and any of the parties other than in respect of the material definitive agreement;

(2) a brief description of the terms and conditions of the agreement that are material to the issuer;

(3) a brief description of the material circumstances surrounding the termination; and

(4) any material early termination penalties incurred by the issuer.

3. Completion of Acquisition or Disposition of Assets, Including but not Limited to Mergers.

If the issuer or any of its majority-owned subsidiaries has completed the acquisition or disposition of a significant amount of assets, otherwise than in the ordinary course of business, the issuer shall disclose the following information:

(a) the date of completion of the transaction;

(b) a brief description of the assets involved;

(c) the identity of the person(s) from whom the assets were acquired or to whom they were sold and the nature of any material relationship, other than in respect of the transaction, between such person(s) and the issuer or any of its affiliates, or any director or officer of the issuer, or any associate of any such director or officer;

(d) the nature and amount of consideration given or received for the assets and, if any material relationship is disclosed pursuant to paragraph 3(c) above, the formula or principle followed in determining the amount of such

consideration;

(e) if the transaction being reported is an acquisition and if any material relationship is disclosed pursuant to paragraph 3(c) above, the source(s) of the funds used; and

(f) if the issuer was a shell company, as that term is defined in paragraph 3 of Item 8.B of these Guidelines, immediately before the transaction, the information that would be required if the issuer were fulfilling its Initial Disclosure Obligations pursuant to Section One of these Guidelines, with such information reflecting the issuer and its securities upon consummation of the transaction.

The term “acquisition” includes every purchase, acquisition by lease, exchange, merger, consolidation, succession or other acquisition, except that the term does not include the construction or development of property by or for the issuer or its subsidiaries or the acquisition of materials for such purpose.

The term “disposition” includes every sale, disposition by lease, exchange, merger, consolidation, mortgage, assignment or hypothecation of assets, whether for the benefit of creditors or otherwise, abandonment, destruction, or other disposition.

4. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer.

(a) If the issuer becomes obligated on a direct financial obligation that is material to the issuer, the issuer shall disclose the following information:

(1) the date on which the issuer becomes obligated on the direct financial obligation and a brief description of the transaction or agreement creating the obligation;

(2) the amount of the obligation, including the terms of its payment and, if applicable, a brief description of the material terms under which it may be accelerated or increased and the nature of any recourse provisions that would enable the issuer to recover from third parties; and

(3) a brief description of the other terms and conditions of the transaction or agreement that are material to the issuer.

(b) If the issuer becomes directly or contingently liable for an obligation that is material to the issuer arising out of an off-balance sheet arrangement, the issuer shall disclose the following information:

(1) the date on which the issuer becomes directly or contingently liable on the obligation and a brief description of the transaction or agreement creating the arrangement and obligation;

(2) a brief description of the nature and amount of the obligation of the issuer under the arrangement, including the material terms whereby it may become a direct obligation, if applicable, or may be accelerated or increased and the nature of any recourse provisions that would enable the issuer to recover from third parties;

(3) the maximum potential amount of future payments (undiscounted) that the issuer may be required to make, if different; and

(4) a brief description of the other terms and conditions of the obligation or arrangement that are material to the issuer.

5. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

(a) If a triggering event causing the increase or acceleration of a direct financial obligation of the issuer occurs and the consequences of the event are material to the issuer, the issuer shall disclose the following information:

(1) the date of the triggering event and a brief description of the agreement or transaction under which the direct financial obligation was created and is increased or accelerated;

(2) a brief description of the triggering event;

(3) the amount of the direct financial obligation, as increased if applicable, and the terms of payment or acceleration that apply; and

(4) any other material obligations of the issuer that may arise, increase, be accelerated or become direct financial obligations as a result of the triggering event or the increase or acceleration of the direct financial obligation.

(b) If a triggering event occurs causing an obligation of the issuer under an off-balance sheet arrangement to increase or be accelerated, or causing a contingent obligation of the issuer under an off-balance sheet arrangement to become a direct financial obligation of the issuer, and the consequences of the event are material to the issuer, the issuer shall disclose the following information:

(1) the date of the triggering event and a brief description of the off-balance sheet arrangement;

(2) a brief description of the triggering event;

(3) the nature and amount of the obligation, as increased if applicable, and the terms of payment or acceleration that apply; and

(4) any other material obligations of the issuer that may arise, increase, be accelerated or become direct financial obligations as a result of the triggering event or the increase or acceleration of the obligation under the off-balance sheet arrangement or its becoming a direct financial obligation of the issuer.

(c) A “triggering event” is an event, including an event of default, event of acceleration or similar event, as a result of which a direct financial obligation of the issuer or an obligation of the issuer arising under an off-balance sheet arrangement is increased or becomes accelerated or as a result of which a contingent obligation of the issuer arising out of an off-balance sheet arrangement becomes a direct financial obligation of the issuer.

6. Costs Associated with Exit or Disposal Activities.

If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, commits the issuer to an exit or disposal plan, or otherwise disposes of a long-lived asset or terminates employees under a plan of termination described in paragraph 8 of the Financial Accounting Standards Board's *Statement of Financial Accounting Standards No. 146*, "Accounting for Costs Associated with Exit or Disposal Activities", under which material charges will be incurred under generally accepted accounting principles applicable to the issuer, the issuer shall disclose the following information:

- (a) the date of the commitment to the course of action and a description of the course of action, including the facts and circumstances leading to the expected action and the expected completion date;
- (b) for each major type of cost associated with the course of action (for example, one-time termination benefits, contract termination costs and other associated costs), an estimate of the total amount or range of amounts expected to be incurred in connection with the action;
- (c) an estimate of the total amount or range of amounts expected to be incurred in connection with the action; and
- (d) the issuer's estimate of the amount or range of amounts of the charge that will result in future cash expenditures.

7. Material Impairments.

If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, concludes that a material charge for impairment to one or more of its assets, including, without limitation, impairments of securities or goodwill, is required under generally accepted accounting principles applicable to the issuer, the issuer shall disclose the following information:

- (a) the date of the conclusion that a material charge is required and a description of the impaired asset or assets and the facts and circumstances leading to the conclusion that the charge for impairment is required;

(b) the issuer's estimate of the amount or range of amounts of the impairment charge; and

(c) the issuer's estimate of the amount or range of amounts of the impairment charge that will result in future cash expenditures.

8. Sales of Equity Securities.

If the issuer sells equity securities in a transaction that has not been previously described in any prior disclosure statement, the issuer shall provide the information required by Item 17 of Section One of these Guidelines with respect to any such securities offering(s).

9. Material Modification to Rights of Security Holders.

(a) If the constituent instruments defining the rights of the holders of any class of securities of the issuer have been materially modified, the issuer shall disclose the date of such modification and the title of the class of securities involved and briefly describe the general effect of such modification upon the rights of holders of such securities.

(b) If the rights evidenced by any class of securities have been materially limited or qualified by the issuance or modification of any other class of securities by the issuer, the issuer shall briefly disclose the date of such issuance or modification and the general effect of such issuance or modification of such other class of securities upon the rights of the holders of the registered securities.

10. Changes in Issuer's Certifying Accountant.

(a) If an independent accountant who was previously engaged as the principal accountant to audit the issuer's financial statements, or an independent accountant upon whom the principal accountant expressed reliance in its report regarding a significant subsidiary,

resigns (or indicates that it declines to stand for re-appointment after completion of the current audit) or is dismissed, the issuer shall state:

(1) Whether the former accountant resigned, declined to stand for re-election or was dismissed and the date of such resignation, refusal to stand for re-election or dismissal;

(2) Whether the accountant's report on the financial statements for either of the past two years contained an adverse opinion or disclaimer of opinion, or was modified as to uncertainty, audit scope, or accounting principles, and also describe the nature of each such adverse opinion, disclaimer of opinion or modification;

(3) Whether the decision to change accountants was recommended or approved by the board of directors or an audit or similar committee of the board of directors; and

(4) (A) Whether there were any disagreements with the former accountant, whether or not resolved, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the former accountant's satisfaction, would have caused it to make reference to the subject matter of the disagreement(s) in connection with its report; or

(B) if applicable, whether the former accountant advised the issuer that:

(1) Internal controls necessary to develop reliable financial statements did not exist;

(2) Information has come to the attention of the former accountant which made the accountant unwilling to rely on management's representations, or unwilling to be associated with the financial statements prepared by management; or

(3) The scope of the audit shall be expanded significantly, or information has come to the accountant's attention that the accountant has concluded will, or if further investigated may, materially impact the fairness or reliability of a previously issued audit report or the underlying financial statements, or the financial statements issued or to be issued covering the fiscal period(s) subsequent to the date of the most recent audited financial statements (including information that might preclude

the issuance of an unqualified audit report), and the issue was not resolved to the accountant's satisfaction prior to its resignation or dismissal; and

(C) The subject matter of each such disagreement or event identified in response to paragraph (4)(A) above;

(D) Whether any committee of the board of directors, or the board of directors, discussed the subject matter of the disagreement with the former accountant; and

(E) Whether the issuer has authorized the former accountant to respond fully to the inquiries of the successor accountant concerning the subject matter of each of such disagreements or events and, if not, describe the nature of and reason for any limitation.

(b) If a new accountant has been engaged as either the principal accountant to audit the issuer's financial statements or as the auditor of a significant subsidiary and on whom the principal accountant is expected to express reliance in its report, the issuer shall identify the new accountant. If the conditions in paragraphs (b)(1) through (b)(3) below exist, the issuer shall describe the nature of the disagreement or event and the effect on the financial statements if the method of the former accountants had been followed (unless that method ceases to be generally accepted because of authoritative standards or interpretations issued after the disagreement or event):

(1) In connection with a change in accountants subject to paragraph (b) above, there was any disagreement or event as described in paragraph (a)(4)(A) above;

(2) During the fiscal year in which the change in accountants took place or during the later fiscal year, there have been any transactions or events similar to those involved in such disagreement or event; and

(3) Such transactions or events were material and were accounted for or disclosed in a manner different from that which the former accountants would have likely concluded was required.

11. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

(a) If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, concludes that any previously issued financial statements covering the last three fiscal years or interim periods since the end of the last fiscal year shall no longer be relied upon because of an error in such financial statements as addressed in Accounting Principles Board Opinion No. 20, as may be modified, supplemented or succeeded, the issuer shall disclose the following information:

(1) the date of the conclusion regarding the non-reliance and an identification of the financial statements and years or periods covered that shall no longer be relied upon;

(2) a brief description of the facts underlying the conclusion to the extent known to the issuer at the time of filing; and

(3) a statement of whether the audit committee, or the board of directors in the absence of an audit committee, or authorized officer or officers, discussed with the issuer's independent accountant the matters disclosed in the press release issued pursuant to this paragraph 11.

(b) If the issuer is advised by, or receives notice from, its independent accountant that disclosure shall be made or action shall be taken to prevent future reliance on a previously issued audit report or completed interim review related to previously issued financial statements, the issuer shall disclose the following information:

(1) the date on which the issuer was so advised or notified;

(2) identification of the financial statements that shall no longer be relied upon;

(3) a brief description of the information provided by the accountant; and

(4) a statement of whether the audit committee, or the board of directors in the absence of an audit committee, or authorized officer or officers, discussed with the

independent accountant the matters disclosed in the press release issued pursuant to this paragraph 11.

12. Changes in Control of Issuer.

(a) If, to the knowledge of the issuer's board of directors, a committee of the board of directors or authorized officer or officers of the issuer, a change in control of the issuer has occurred, the issuer shall furnish the following information:

- (1) the identity of the person(s) who acquired such control;
- (2) the date and a description of the transaction(s) which resulted in the change in control;
- (3) the basis of the control, including the percentage of voting securities of the issuer now beneficially owned directly or indirectly by the person(s) who acquired control;
- (4) the amount of the consideration used by such person(s);
- (5) the source(s) of funds used by such person(s); and
- (6) if the issuer was a shell company, as that term is defined in paragraph 3 of Item 8.B of these Guidelines, immediately before the change in control, the information that would be required if the issuer were fulfilling its Initial Disclosure Obligations pursuant to Section One of these Guidelines, with such information reflecting the issuer and its securities upon consummation of the change in control.

13. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(a) If a director has resigned or refuses to stand for re-election to the board of directors since the date of the last annual meeting of shareholders because of a disagreement with the issuer, known to an executive officer of the issuer on any matter relating to the issuer's operations, policies or practices, or if a director has been removed for cause from the board of directors, the issuer shall disclose the following information:

(1) the date of such resignation, refusal to stand for re-election or removal;

(2) any positions held by the director on any committee of the board of directors at the time of the director's resignation, refusal to stand for re-election or removal; and

(3) a brief description of the circumstances representing the disagreement that the issuer believes caused, in whole or in part, the director's resignation, refusal to stand for re-election or removal.

(b) If the issuer's principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or any person performing similar functions retires, resigns or is terminated from that position, or if a director retires, resigns, is removed, or refuses to stand for re-election (except in circumstances described in paragraph (a) above), the issuer shall disclose the fact that the event has occurred and the date of the event.

(c) If the issuer appoints a new principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or person performing similar functions, the issuer shall disclose the following information with respect to the newly appointed officer:

(1) the name and position of the newly appointed officer and the date of the appointment;

(2) the information described in Item 11 of Section One above; and

(3) a brief description of the material terms of any employment agreement between the issuer and that officer.

(d) If the issuer appoints a new director, the issuer shall disclose the following information with respect to the newly appointed director:

(1) the name and position of the newly appointed director and the date of the appointment;

(2) the information described in Item 11 of Section One above; and

(3) a brief description of the material terms of the agreement between the issuer and that director.

14. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) If an issuer amends (i) its articles of incorporation or in the event that the issuer is not a corporation, its certificate of organization, or (ii) its bylaws, the issuer shall disclose the following information:

(1) the effective date of the amendment; and

(2) a description of the provision adopted or changed by amendment and, if applicable, the previous provision.

(b) If the issuer decides to change its fiscal year, the issuer shall disclose the date of such decision and the date of the new fiscal year end.

15. Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

(a) The issuer shall briefly describe the date and nature of any amendment to a provision of the issuer's code of ethics that applies to the issuer's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions.

(b) If the issuer has granted a waiver, including an implicit waiver, from a provision of the code of ethics to an officer or person described in paragraph 15(a) above, the issuer shall briefly describe the nature of the waiver, the name of the person to whom the waiver was granted, and the date of the waiver.

GLOBAL CLEAN ENERGY, INC.

QUARTERLY REPORT AS OF MARCH 31, 2012(UNAUDITED)

EXHIBIT 1 – ITEM 12

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GLOBAL CLEAN ENERGY, INC.
BALANCE SHEET (UNAUDITED)
AS OF MARCH 31, 2012

Assets	
Current assets:	
Cash	\$ 300
Accounts receivable, net	-
Accounts receivable - related party	-
Total current assets	300
Other Assets :	
Cyclonic Dredging Pump Rights and Patents	450,000
Hybrid Gasification Rights and Patents	1,000,000
Total assets	<u>\$ 1,450,300</u>
Liabilities and Stockholders' Equity (Deficit)	
Current liabilities:	
Accounts payable	\$ 372,749
Accrued expenses	1,594,657
Accounts payable - related party	31,262
Promissory notes, net of discount of \$582 and \$1,612, respectively	515,869
Total current liabilities	2,514,537
Total liabilities	<u>2,514,537</u>
Stockholders' equity (deficit):	
Preferred stock; \$.001 par value; authorized – 15,000,000 shares; issued - none	
Common stock, \$.001 par value, 300,000,000 shares authorized , 67,415,721 and 58,603,721 shares issued and outstanding, respectively	-
Common stock payable	67,415
Additional paid in capital	4,764,100
Accumulated other comprehensive income (loss)	(356,278)
Accumulated deficit	(547,015)
Total stockholders' equity (deficit)	(1,064,237)
Total liabilities and stockholders' equity (deficit)	<u>\$ 1,450,300</u>

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
STATEMENT OF OPERATIONS (UNAUDITED)
FOR THE THREE MONTHS ENDED MARCH 31, 2012

Revenue	\$ -
Expenses:	
General and administrative	109,500
Total operating expenses	<u>109,500</u>
Net operating income (loss)	<u>(109,500)</u>
Other income (expense):	
Interest expense	-
Loss on debt settlement	-
Loss on asset impairment	-
Loss on foreign currency exchange	-
Total other income (expense)	<u>-</u>
Net income (loss)	<u><u>\$ (109,500)</u></u>
Foreign currency translation adjustment	-
Comprehensive loss	<u><u>\$ (1,659,342)</u></u>
Weighted average number of common shares outstanding - basic and fully diluted	<u><u>67,415,721</u></u>
Net income (loss) per share - basic and fully diluted	<u><u>\$ (0.01)</u></u>

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT) (UNAUDITED)

	Common Stock		Additional	Subscription	Accumulated	Accumulated	Total
	Shares	Amount	Paid-in	Payable	Other Comprehensive Income (Loss)	(Deficit)	Stockholders' (Deficit)
Balance, December 31, 2008	25,378,721	\$ 25,379	\$ 1,478,554	\$ -	\$ (140,641)	\$ (2,405,417)	\$ (901,484)
Shares issued for services	3,750,000	3,750	298,750	-	-	-	\$ 302,500
Settlement of accrued expenses for shares	-	-	-	675,000	-	-	\$ 675,000
Beneficial conversion feature of convertible debt	-	-	2,877	-	-	-	\$ 2,877
Foreign currency translation loss	-	-	-	-	(128,384)	-	\$ (128,384)
Net loss for the year ended December 31, 2009	-	-	-	-	-	(109,500)	\$ (109,500)
Balance, December 31, 2009	<u>29,128,721</u>	<u>\$ 29,129</u>	<u>\$ 1,780,181</u>	<u>\$ 675,000</u>	<u>\$ (269,025)</u>	<u>\$ (2,514,917)</u>	<u>\$ (299,632)</u>
Shares issued for services	8,175,000	8,175	252,075	-	-	-	\$ 260,250
Settlement of accrued expenses for shares	21,300,000	21,300	1,139,700	(675,000)	-	-	\$ 486,000
Beneficial conversion feature of convertible debt	-	-	6,535	-	-	-	\$ 6,535
Foreign currency translation loss	-	-	-	-	(87,253)	-	\$ (87,253)
Net loss for the year ended December 31, 2010	-	-	-	-	-	(438,000)	\$ (438,000)
Balance, December 31, 2010	<u>58,603,721</u>	<u>58,604</u>	<u>3,178,491</u>	<u>-</u>	<u>(356,278)</u>	<u>(2,952,917)</u>	<u>(72,100)</u>
Shares issued for promissory note	8,812,000	-	132,000	-	-	-	-
Balance, December 31, 2011	<u>67,415,721</u>	<u>67,415</u>	<u>4,763,721</u>	<u>-</u>	<u>(356,278)</u>	<u>(5,342,515)</u>	<u>(867,657)</u>

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
STATEMENTS OF CASH FLOWS (UNAUDITED)
FOR THE THREE MONTHS ENDED MARCH 31, 2012

Cash flows from operating activities	
Net income (loss)	\$ (109,500)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:	
Loss on debt settlement	
Loss on asset impairment	
Stock based compensation	
Amortization of beneficial conversion feature	
Decrease (increase) in assets:	
Accounts receivable	
Accounts receivable - related party	
Increase (decrease) in liabilities:	
Accounts payable	
Accrued expenses	109,500
Accounts payable - related party	
Net cash provided by (used in) operating activities	-
Cash flows from financing activities	
Proceeds from convertible debt	-
Proceeds from long term debt	-
Repayment of long term debt	-
Net cash provided by (used in) financing activities	-
Effect of exchange rate changes on cash and cash equivalents	-
Net increase (decrease) in cash	-
Cash - beginning	300
Cash - ending	<u>\$ 300</u>
Supplemental disclosures:	
Interest paid	<u>\$ -</u>
Income taxes paid	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
AS OF MARCH 31, 2012

Note 1 – Nature of Business and Summary of Significant Accounting Policies

Nature of Business and Organization

GLOBAL CLEAN ENERGY, Inc. (“GLOBAL CLEAN ENERGY” or “GCE” or the “Company”) is a Maryland corporation formed on November 8, 2007. GCE is successor to Newsearch, Inc. (“Newsearch”), a Colorado corporation, which was incorporated on December 3, 1999. Newsearch was dormant until August 20, 2002, when it acquired Panache, Inc. (“Panache”), a Colorado corporation, and Panache became a wholly-owned subsidiary of Newsearch. Panache sold women’s apparel under its trade name, “The Ollie Collection,” on a wholesale basis, represented several manufacturers of women’s apparel and accessories and also bought and resold women’s apparel and accessories for its own account, for resale. Panache ceased operations in June 2004, when it determined that its business plan could not be executed due to a lack of operating capital and prospects for raising adequate funding, and was later dissolved in January 2005. Newsearch was dormant from July 2004 through July 2006 when it began operating in furtherance of its current business plan. On November 13, 2007, Newsearch’s state of incorporation was changed from Colorado to Maryland when it was merged with GCE.

GCE was formed to develop and commercialize proprietary “R.E.S.C.U.E” technologies which recover and reform environmental salvage into clean useable energy. As global reserves diminish, biodiesel and other synthetic fuels are now regarded as realistic alternatives to oil. The combination of fears about declining conventional oil reserves, increasing demand from developing countries like India and China, and dependence on unstable suppliers in the Middle East and elsewhere, has generated tremendous interest in developing alternative energy sources. GCE is at the forefront of global initiatives to reduce greenhouse gas emissions and lower the dependency in the USA and Europe on imported oil and natural gas with its proprietary and innovative renewable energy and feedstock technologies.

We work with both the governmental and private sectors on projects which seek to implement profitable renewable energy while cleaning specific environmental problem areas. What began as a search for best of breed technologies to convert waste and biomass into clean renewable energy, has evolved and expanded into five areas of active business development: (i) research and development of new technologies; (ii) international joint-ventures to develop waste-to-energy projects; (iii) technology and services for environmental cleanup operations; (iv) renewable energy production; and (v) seeking public financing for projects in the green energy sector.

The financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. GLOBAL CLEAN ENERGY has an accumulated deficit of \$5,476,015 for the quarter ended March 31, 2012. We have continued to raise funds over the last two years and are actively pursuing additional sources of equity or debt financing to implement our business model.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reporting amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods. Management makes these estimates using the best information available at the time the estimates are made; however, actual results could differ materially from these estimates.

Cash and Cash Equivalents

GCE maintains cash balances in non-interest-bearing transaction accounts, which do not currently exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. There were no cash equivalents on hand at March 31, 2012.

Impairment of Long-Lived Assets

GCE records impairment losses on long-lived assets used in operations and finite lived intangible assets when events and circumstances indicate the assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than their carrying amounts. The impairment loss is measured by comparing the fair value of the asset to its carrying amount.

Fair Value of Financial Instruments

Under FASB ASC 820-10-05, the Financial Accounting Standards Board (“FASB”) establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company’s financial statements as reflected herein. The carrying amounts of cash, accounts payable and accrued expenses reported on the balance sheets

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
AS OF MARCH 31, 2012

are estimated by management to approximate fair value primarily due to the short term nature of the instruments. The Company had no other items that required fair value measurement on a recurring basis during the years ended December 31, 2011 and 2010.

Beneficial Conversion Features

From time to time, the Company may issue convertible notes that may contain an imbedded beneficial conversion feature. A beneficial conversion feature exists on the date a convertible note is issued when the fair value of the underlying common stock to which the note is convertible into is in excess of the remaining unallocated proceeds of the note after first considering the allocation of a portion of the note proceeds to the fair value of warrants, if related warrants have been granted. The intrinsic value of the beneficial conversion feature is recorded as a debt discount with a corresponding amount to additional paid in capital. The debt discount is amortized to interest expense over the life of the note using the effective interest method.

Stock-Based Compensation

GCE accounts for stock-based compensation in accordance with FASB ASC Topic 718, *Compensation – Stock Compensation*. Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. We elected the modified-prospective method, under which prior periods are not revised for comparative purposes. The valuation provisions of FASB ASC Topic 718, *Compensation – Stock Compensation* and FASB ASC Topic 505-50, *Equity-Based Payments to Non-Employees*, apply to new grants and to grants that were outstanding as of the effective date and subsequently modified.

During the quarter there were no stock options granted or outstanding.

Comprehensive Income

FASB ASC Topic 220, *Comprehensive Income*, establishes requirements for disclosure of comprehensive income (loss). During the years ended December 31, 2011 and 2010, GCE disclosed foreign currency translation adjustments as a part of other comprehensive income (loss) and accumulated other comprehensive income (loss) on the statement of operations and balance sheet, respectively..

Net Loss Per Share

FASB ASC Topic 260, *Earnings Per Share*, requires dual presentation of basic and diluted earnings or loss per share (“EPS”) for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. Basic EPS excludes dilution; diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity.

Basic loss per share is computed by dividing net loss applicable to common shareholders by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur if dilutive securities and other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of GCE, unless the effect is to reduce a loss or increase earnings per share. GCE had no potential common stock instruments which would result in a diluted loss per share. Therefore, diluted loss per share is equivalent to basic loss per share.

Income Taxes

The Company recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax bases of assets and liabilities using the enacted tax rates and laws that are expected to be in effect when the differences are expected to be recovered. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

Uncertain Tax Positions

Effective January 1, 2009, the Company adopted new standards for accounting for uncertainty in income taxes. These standards prescribe a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. These standards also provide guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

Various taxing authorities periodically audit the Company’s income tax returns. These audits include questions regarding the Company’s tax filing positions, including the timing and amount of deductions and the allocation of income to various tax jurisdictions. In evaluating the exposures connected with these various tax filing positions, including state and local taxes, the Company records allowances for probable exposures. A number of years may elapse before a particular matter, for which an

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
AS OF MARCH 31, 2012

allowance has been established, is audited and fully resolved. The Company has not yet undergone an examination by any taxing authorities.

The assessment of the Company's tax position relies on the judgment of management to estimate the exposures associated with the Company's various filing positions. As of December 31, 2011 and 2010, the Company had no uncertain tax positions.

Recent Accounting Pronouncements

In January 2010, the FASB issued an update to Fair Value Measurements and Disclosures. This update provides amendments to ASC Subtopic 820-10 requiring new disclosures regarding (1) transfers in and out of Levels 1 and 2, in which the Company should disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers, and (2) the reconciliation for fair value measurements using significant unobservable inputs (Level 3), in which the Company should present separately information about purchases, sales, issuances, and settlements (on a gross basis rather than as one net number). In addition the update provides clarification of existing disclosures regarding the level of disaggregation and disclosures about inputs and valuation techniques. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchase, sales, issuances, and settlements in the roll forward activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. We do not expect the adoption of this statement to have a material impact on its consolidated financial statements.

In October 2009, the FASB issued ASU 2009-14, which amends ASC 985-605, "Software-Revenue Recognition", to exclude from its requirements (a) non-software components of tangible products and (b) software components of tangible products that are sold, licensed, or leased with tangible products when the software components and non-software components of the tangible product function together to deliver the tangible product's essential functionality. ASU 2009-14 will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, and early adoption will be permitted. We do not expect the adoption of this statement to have a material impact on its consolidated financial statements.

In June 2009, the FASB approved the FASB Accounting Standards Codification (the "Codification") ASC 105, "Generally Accepted Accounting Principles" (formerly Statement of Financial Accounting Standards ("SFAS") No. 168, "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles—a replacement of FASB Statement No. 16" ("SFAS 168")) as the single source of authoritative nongovernmental generally accepted accounting principles (GAAP). All existing accounting standard documents, such as FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force and other related literature, excluding guidance from the Securities and Exchange Commission ("SEC"), have been superseded by the Codification. All other non-grandfathered, non-SEC accounting literature not included in the Codification has become nonauthoritative. The Codification did not change GAAP, but instead introduced a new structure that combines all authoritative standards into a comprehensive, topically organized online database. We adopted the Codification and as a result, all references to authoritative accounting literature are now referenced in accordance with the Codification.

In April 2009, the FASB issued new accounting guidance ASC 825, "Financial Instruments" (formerly FASB Staff Position ("SOP") No. 107-1, "Interim Disclosures about Fair Value of Financial Instruments" ("SOP 107-1")) related to interim disclosures about the fair values of financial instruments. This guidance requires disclosures about the fair value of financial instruments whenever a public company issues financial information for interim reporting periods. We adopted this guidance upon its issuance, and it had no material impact on our consolidated financial statements.

Foreign Currency Translation and Transactions

There were no Currency transactions during the quarter.

Note 2 – Going Concern

As shown in the accompanying financial statements, the Company has incurred recurring losses from operations resulting in an accumulated deficit of \$(5,476,015), and as of March 31, 2012, the Company's current liabilities exceeded its current assets by \$2,514,237 and its total liabilities exceeded its total assets by \$1,064,237. These factors raise substantial doubt about the Company's ability to continue as a going concern.

GCE will require substantial additional funding for continuing research and development, obtaining regulatory approval and for the commercialization of its products. Management expects to be able to raise enough funds to meet its working capital requirements through debt and/or equity financing. There is no assurance that GCE will be able to obtain sufficient additional funds when needed,

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
AS OF MARCH 31, 2012

or that such funds, if available, will be obtainable on terms satisfactory to GCE. The accompanying financial statements do not include any adjustments that might be necessary should GCE be unable to continue as a going concern.

Note 3 – Promissory Notes

Promissory notes consist of the following at December 31, 2011 and 2010,

In 2009, Global Clean Energy obtained six unsecured loans totaling \$115,512.00 which were due in one year, each with an interest rate of 7.5% per annum Convertible into common stock based on the average bid price for the five previous trading days or \$0.01, whoever is greater. Those notes have been renewed for an additional year from each respective anniversary date.

In 2010, Global Clean Energy obtained one unsecured loan which was due in one year, with an interest rate of 7.5% per annum Convertible into common stock based on the average bid price for the five previous trading days or \$0.01, whoever is greater.. The note has been renewed for an additional year from each respective anniversary date.

The Company recorded interest expense on promissory notes in the amounts of \$48,154 and \$41,031 during the years ended December 31, 2010 and 2009, respectively.

In addition, the Company recognized and measured the embedded beneficial conversion feature present in the convertible debts by allocating a portion of the proceeds equal to the intrinsic value of the feature to additional paid-in-capital. The intrinsic value of the feature was calculated on the commitment date using the effective conversion price of the convertible debt. This intrinsic value is limited to the portion of the proceeds allocated to the convertible debt.

	December 31, 2011	December 31, 2010
Total promissory notes	515,869	647,869
Less: current portion	-	-
Total promissory notes, less current portion	<u>\$ 515,869</u>	<u>\$ 647,869</u>

Note 4 – Stockholders' Equity

Common Stock

The Company has 300,000,000 authorized shares of \$0.001 par value common stock.

Common Stock Issuances, 2012

There was no stock issued during the quarter.

Note 5 - Airpump™ Patent Assignment and Hybrid Gasification Assignment

Global Clean Energy, Inc., acquired the entire right, title and interest in and to a static fluid mixing pump device, set forth in a Patent application for Letters Patent of the United States, filed on June 30th, 2008 as U.S. Application No. 61/129, 484; as well as the inventions and Application for Letters Patent of the United States, and in and to any Letters Patent of the United States to be obtained therefore and thereon from Mr. Philip Azimov for the consideration of 300,000 common shares.

On April 29, 2009, the Company acquired the entire right, title and interest in a proprietary Hybrid Gasification System , set forth in a Patent application for Letters Patent of the United States, filed on March 24, 2009 under #61/202,671. as well as the inventions and Application for Letters Patent of the United States, and in and to any Letters Patent of the United States to be obtained therefore and thereon from Mr. Philip Azimov and Mr. Louis-Phillipe Senecal for the consideration of 1,000,000 shares of restricted common stock valued at \$1,000,000 for such assignment. Such transaction was detailed in the Company's 8-K filed on such date.

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
AS OF MARCH 31, 2012

Note 6 - Subsequent Events

The Company has evaluated subsequent events through the date the financial statements were issued and filed. The Company has determined that there were no such events that warrant disclosure or recognition in the financial statements.

GLOBAL CLEAN ENERGY, INC.

QUARTERLY REPORT AS OF JUNE 30, 2012(UNAUDITED)

EXHIBIT 1 – ITEM 12

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GLOBAL CLEAN ENERGY, INC.
BALANCE SHEETS (UNAUDITED)
AS OF JUNE 30, 2012

Assets	
Current assets:	
Cash	\$ 300
Accounts receivable, net	-
Accounts receivable - related party	-
Total current assets	300
Other Assets :	
Cyclonic Dredging Pump Rights and Patents	450,000
Hybrid Gasification Rights and Patents	1,000,000
Total assets	<u>\$ 1,450,300</u>
Liabilities and Stockholders' Equity (Deficit)	
Current liabilities:	
Accounts payable	\$ 394,349
Accrued expenses	1,704,157
Accounts payable - related party	31,262
Promissory notes, net of discount of \$582 and \$1,612, respectively	515,869
Total current liabilities	2,645,637
Total liabilities	<u>2,645,637</u>
Stockholders' equity (deficit):	
Preferred stock; \$.001 par value; authorized – 15,000,000 shares; issued - none	
Common stock, \$.001 par value, 300,000,000 shares authorized , 67,415,721 and 58,603,721 shares issued and outstanding, respectively	-
Common stock payable	67,415
Additional paid in capital	4,764,100
Accumulated other comprehensive income (loss)	(356,278)
Accumulated deficit	(5,607,115)
Total stockholders' equity (deficit)	<u>(1,195,337)</u>
Total liabilities and stockholders' equity (deficit)	<u>\$ 1,450,300</u>

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
STATEMENT OF OPERATIONS (UNAUDITED)
FOR SIX MONTHS ENDED JUNE 30, 2012

Revenue	\$ -
Expenses:	
General and administrative	219,000
Total operating expenses	<u>219,000</u>
Net operating income (loss)	<u>(219,000)</u>
Other income (expense):	
Interest expense	-
Loss on debt settlement	-
Loss on asset impairment	-
Loss on foreign currency exchange	-
Total other income (expense)	<u>-</u>
Net income (loss)	<u><u>\$ (219,000)</u></u>
Foreign currency translation adjustment	-
Comprehensive loss	<u><u>\$ 1,768,842</u></u>
Weighted average number of common shares outstanding - basic and fully diluted	<u><u>67,415,721</u></u>
Net income (loss) per share - basic and fully diluted	<u><u>\$ (0.01)</u></u>

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT) (UNAUDITED)

	Common Stock		Additional	Subscription	Accumulated	Accumulated	Total
	Shares	Amount	Paid-in	Payable	Other Comprehensive Income (Loss)	(Deficit)	Stockholders' (Deficit)
Balance, December 31, 2008	25,378,721	\$ 25,379	\$ 1,478,554	\$ -	\$ (140,641)	\$ (2,405,417)	\$ (901,484)
Shares issued for services	3,750,000	3,750	298,750	-	-	-	\$ 302,500
Settlement of accrued expenses for shares	-	-	-	675,000	-	-	\$ 675,000
Beneficial conversion feature of convertible debt	-	-	2,877	-	-	-	\$ 2,877
Foreign currency translation loss	-	-	-	-	(128,384)	-	\$ (128,384)
Net loss for the year ended December 31, 2009	-	-	-	-	-	(219,000)	\$ (219,000)
Balance, December 31, 2009	<u>29,128,721</u>	<u>\$ 29,129</u>	<u>\$ 1,780,181</u>	<u>\$ 675,000</u>	<u>\$ (269,025)</u>	<u>\$ (2,624,417)</u>	<u>\$ (409,132)</u>
Shares issued for services	8,175,000	8,175	252,075	-	-	-	\$ 260,250
Settlement of accrued expenses for shares	21,300,000	21,300	1,139,700	(675,000)	-	-	\$ 486,000
Beneficial conversion feature of convertible debt	-	-	6,535	-	-	-	\$ 6,535
Foreign currency translation loss	-	-	-	-	(87,253)	-	\$ (87,253)
Net loss for the year ended December 31, 2010	-	-	-	-	-	(438,000)	\$ (438,000)
Balance, December 31, 2010	<u>58,603,721</u>	<u>58,604</u>	<u>3,178,491</u>	<u>-</u>	<u>(356,278)</u>	<u>(3,062,417)</u>	<u>(181,600)</u>
Shares issued for promissory note	8,812,000	-	132,000	-	-	-	-
Balance, December 31, 2011	<u>67,415,721</u>	<u>67,415</u>	<u>4,763,721</u>	<u>-</u>	<u>(356,278)</u>	<u>(5,342,515)</u>	<u>(867,657)</u>

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
STATEMENT OF CASH FLOWS (UNAUDITED)
FOR SIX MONTHS ENDED JUNE 30, 2012

Cash flows from operating activities	
Net income (loss)	\$ (219,000)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:	
Loss on debt settlement	
Loss on asset impairment	
Stock based compensation	
Amortization of beneficial conversion feature	
Decrease (increase) in assets:	
Accounts receivable	
Accounts receivable - related party	
Increase (decrease) in liabilities:	
Accounts payable	
Accrued expenses	219,000
Accounts payable - related party	
Net cash provided by (used in) operating activities	-
Cash flows from financing activities	
Proceeds from convertible debt	-
Proceeds from long term debt	-
Repayment of long term debt	-
Net cash provided by (used in) financing activities	-
Effect of exchange rate changes on cash and cash equivalents	-
Net increase (decrease) in cash	-
Cash - beginning	300
Cash - ending	<u>\$ 300</u>
Supplemental disclosures:	
Interest paid	<u>\$ -</u>
Income taxes paid	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
AS OF MARCH 31, 2012

Note 1 – Nature of Business and Summary of Significant Accounting Policies

Nature of Business and Organization

GLOBAL CLEAN ENERGY, Inc. (“GLOBAL CLEAN ENERGY” or “GCE” or the “Company”) is a Maryland corporation formed on November 8, 2007. GCE is successor to Newsearch, Inc. (“Newsearch”), a Colorado corporation, which was incorporated on December 3, 1999. Newsearch was dormant until August 20, 2002, when it acquired Panache, Inc. (“Panache”), a Colorado corporation, and Panache became a wholly-owned subsidiary of Newsearch. Panache sold women’s apparel under its trade name, “The Ollie Collection,” on a wholesale basis, represented several manufacturers of women’s apparel and accessories and also bought and resold women’s apparel and accessories for its own account, for resale. Panache ceased operations in June 2004, when it determined that its business plan could not be executed due to a lack of operating capital and prospects for raising adequate funding, and was later dissolved in January 2005. Newsearch was dormant from July 2004 through July 2006 when it began operating in furtherance of its current business plan. On November 13, 2007, Newsearch’s state of incorporation was changed from Colorado to Maryland when it was merged with GCE.

GCE was formed to develop and commercialize proprietary “R.E.S.C.U.E” technologies which recover and reform environmental salvage into clean useable energy. As global reserves diminish, biodiesel and other synthetic fuels are now regarded as realistic alternatives to oil. The combination of fears about declining conventional oil reserves, increasing demand from developing countries like India and China, and dependence on unstable suppliers in the Middle East and elsewhere, has generated tremendous interest in developing alternative energy sources. GCE is at the forefront of global initiatives to reduce greenhouse gas emissions and lower the dependency in the USA and Europe on imported oil and natural gas with its proprietary and innovative renewable energy and feedstock technologies.

We work with both the governmental and private sectors on projects which seek to implement profitable renewable energy while cleaning specific environmental problem areas. What began as a search for best of breed technologies to convert waste and biomass into clean renewable energy, has evolved and expanded into five areas of active business development: (i) research and development of new technologies; (ii) international joint-ventures to develop waste-to-energy projects; (iii) technology and services for environmental cleanup operations; (iv) renewable energy production; and (v) seeking public financing for projects in the green energy sector.

The financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. GLOBAL CLEAN ENERGY has an accumulated deficit of \$5,476,015 for the quarter ended March 31, 2012. We have continued to raise funds over the last two years and are actively pursuing additional sources of equity or debt financing to implement our business model.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reporting amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods. Management makes these estimates using the best information available at the time the estimates are made; however, actual results could differ materially from these estimates.

Cash and Cash Equivalents

GCE maintains cash balances in non-interest-bearing transaction accounts, which do not currently exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. There were no cash equivalents on hand at March 31, 2012.

Impairment of Long-Lived Assets

GCE records impairment losses on long-lived assets used in operations and finite lived intangible assets when events and circumstances indicate the assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than their carrying amounts. The impairment loss is measured by comparing the fair value of the asset to its carrying amount.

Fair Value of Financial Instruments

Under FASB ASC 820-10-05, the Financial Accounting Standards Board (“FASB”) establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company’s financial statements as reflected herein. The carrying amounts of cash, accounts payable and accrued expenses reported on the balance sheets

GLOBAL CLEAN ENERGY, INC.
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AS OF MARCH 31, 2012

are estimated by management to approximate fair value primarily due to the short term nature of the instruments. The Company had no other items that required fair value measurement on a recurring basis during the years ended December 31, 2011 and 2010.

Beneficial Conversion Features

From time to time, the Company may issue convertible notes that may contain an imbedded beneficial conversion feature. A beneficial conversion feature exists on the date a convertible note is issued when the fair value of the underlying common stock to which the note is convertible into is in excess of the remaining unallocated proceeds of the note after first considering the allocation of a portion of the note proceeds to the fair value of warrants, if related warrants have been granted. The intrinsic value of the beneficial conversion feature is recorded as a debt discount with a corresponding amount to additional paid in capital. The debt discount is amortized to interest expense over the life of the note using the effective interest method.

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GCE accounts for stock-based compensation in accordance with FASB ASC Topic 718, *Compensation – Stock Compensation*. Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. We elected the modified-prospective method, under which prior periods are not revised for comparative purposes. The valuation provisions of FASB ASC Topic 718, *Compensation – Stock Compensation* and FASB ASC Topic 505-50, *Equity-Based Payments to Non-Employees*, apply to new grants and to grants that were outstanding as of the effective date and subsequently modified.

During the quarter there were no stock options granted or outstanding.

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FASB ASC Topic 220, *Comprehensive Income*, establishes requirements for disclosure of comprehensive income (loss). During the years ended December 31, 2011 and 2010, GCE disclosed foreign currency translation adjustments as a part of other comprehensive income (loss) and accumulated other comprehensive income (loss) on the statement of operations and balance sheet, respectively..

Net Loss Per Share

FASB ASC Topic 260, *Earnings Per Share*, requires dual presentation of basic and diluted earnings or loss per share (“EPS”) for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. Basic EPS excludes dilution; diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity.

Basic loss per share is computed by dividing net loss applicable to common shareholders by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur if dilutive securities and other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of GCE, unless the effect is to reduce a loss or increase earnings per share. GCE had no potential common stock instruments which would result in a diluted loss per share. Therefore, diluted loss per share is equivalent to basic loss per share.

Income Taxes

The Company recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax bases of assets and liabilities using the enacted tax rates and laws that are expected to be in effect when the differences are expected to be recovered. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

Uncertain Tax Positions

Effective January 1, 2009, the Company adopted new standards for accounting for uncertainty in income taxes. These standards prescribe a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. These standards also provide guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

Various taxing authorities periodically audit the Company’s income tax returns. These audits include questions regarding the Company’s tax filing positions, including the timing and amount of deductions and the allocation of income to various tax jurisdictions. In evaluating the exposures connected with these various tax filing positions, including state and local taxes, the Company records allowances for probable exposures. A number of years may elapse before a particular matter, for which an

GLOBAL CLEAN ENERGY, INC.
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allowance has been established, is audited and fully resolved. The Company has not yet undergone an examination by any taxing authorities.

The assessment of the Company's tax position relies on the judgment of management to estimate the exposures associated with the Company's various filing positions. As of December 31, 2011 and 2010, the Company had no uncertain tax positions.

Recent Accounting Pronouncements

In January 2010, the FASB issued an update to Fair Value Measurements and Disclosures. This update provides amendments to ASC Subtopic 820-10 requiring new disclosures regarding (1) transfers in and out of Levels 1 and 2, in which the Company should disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers, and (2) the reconciliation for fair value measurements using significant unobservable inputs (Level 3), in which the Company should present separately information about purchases, sales, issuances, and settlements (on a gross basis rather than as one net number). In addition the update provides clarification of existing disclosures regarding the level of disaggregation and disclosures about inputs and valuation techniques. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchase, sales, issuances, and settlements in the roll forward activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. We do not expect the adoption of this statement to have a material impact on its consolidated financial statements.

In October 2009, the FASB issued ASU 2009-14, which amends ASC 985-605, "Software-Revenue Recognition", to exclude from its requirements (a) non-software components of tangible products and (b) software components of tangible products that are sold, licensed, or leased with tangible products when the software components and non-software components of the tangible product function together to deliver the tangible product's essential functionality. ASU 2009-14 will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, and early adoption will be permitted. We do not expect the adoption of this statement to have a material impact on its consolidated financial statements.

In June 2009, the FASB approved the FASB Accounting Standards Codification (the "Codification") ASC 105, "Generally Accepted Accounting Principles" (formerly Statement of Financial Accounting Standards ("SFAS") No. 168, "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles—a replacement of FASB Statement No. 16" ("SFAS 168")) as the single source of authoritative nongovernmental generally accepted accounting principles (GAAP). All existing accounting standard documents, such as FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force and other related literature, excluding guidance from the Securities and Exchange Commission ("SEC"), have been superseded by the Codification. All other non-grandfathered, non-SEC accounting literature not included in the Codification has become nonauthoritative. The Codification did not change GAAP, but instead introduced a new structure that combines all authoritative standards into a comprehensive, topically organized online database. We adopted the Codification and as a result, all references to authoritative accounting literature are now referenced in accordance with the Codification.

In April 2009, the FASB issued new accounting guidance ASC 825, "Financial Instruments" (formerly FASB Staff Position ("SOP") No. 107-1, "Interim Disclosures about Fair Value of Financial Instruments" ("SOP 107-1")) related to interim disclosures about the fair values of financial instruments. This guidance requires disclosures about the fair value of financial instruments whenever a public company issues financial information for interim reporting periods. We adopted this guidance upon its issuance, and it had no material impact on our consolidated financial statements.

Foreign Currency Translation and Transactions

There were no Currency transactions during the quarter.

Note 2 – Going Concern

As shown in the accompanying financial statements, the Company has incurred recurring losses from operations resulting in an accumulated deficit of \$(5,476,015), and as of March 31, 2012, the Company's current liabilities exceeded its current assets by \$2,514,237 and its total liabilities exceeded its total assets by \$1,064,237. These factors raise substantial doubt about the Company's ability to continue as a going concern.

GCE will require substantial additional funding for continuing research and development, obtaining regulatory approval and for the commercialization of its products. Management expects to be able to raise enough funds to meet its working capital requirements through debt and/or equity financing. There is no assurance that GCE will be able to obtain sufficient additional funds when needed,

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
AS OF MARCH 31, 2012

or that such funds, if available, will be obtainable on terms satisfactory to GCE. The accompanying financial statements do not include any adjustments that might be necessary should GCE be unable to continue as a going concern.

Note 3 – Promissory Notes

Promissory notes consist of the following at December 31, 2011 and 2010,

In 2009, Global Clean Energy obtained six unsecured loans totaling \$115,512.00 which were due in one year, each with an interest rate of 7.5% per annum Convertible into common stock based on the average bid price for the five previous trading days or \$0.01, whoever is greater. Those notes have been renewed for an additional year from each respective anniversary date.

In 2010, Global Clean Energy obtained one unsecured loan which was due in one year, with an interest rate of 7.5% per annum Convertible into common stock based on the average bid price for the five previous trading days or \$0.01, whoever is greater.. The note has been renewed for an additional year from each respective anniversary date.

The Company recorded interest expense on promissory notes in the amounts of \$48,154 and \$41,031 during the years ended December 31, 2010 and 2009, respectively.

In addition, the Company recognized and measured the embedded beneficial conversion feature present in the convertible debts by allocating a portion of the proceeds equal to the intrinsic value of the feature to additional paid-in-capital. The intrinsic value of the feature was calculated on the commitment date using the effective conversion price of the convertible debt. This intrinsic value is limited to the portion of the proceeds allocated to the convertible debt.

	December 31, 2011	December 31, 2010
Total promissory notes	515,869	647,869
Less: current portion	-	-
Total promissory notes, less current portion	<u>\$ 515,869</u>	<u>\$ 647,869</u>

Note 4 – Stockholders' Equity

Common Stock

The Company has 300,000,000 authorized shares of \$0.001 par value common stock.

Common Stock Issuances, 2012

There was no stock issued during the quarter.

Note 5 - Airpump™ Patent Assignment and Hybrid Gasification Assignment

Global Clean Energy, Inc., acquired the entire right, title and interest in and to a static fluid mixing pump device, set forth in a Patent application for Letters Patent of the United States, filed on June 30th, 2008 as U.S. Application No. 61/129, 484; as well as the inventions and Application for Letters Patent of the United States, and in and to any Letters Patent of the United States to be obtained therefore and thereon from Mr. Philip Azimov for the consideration of 300,000 common shares.

On April 29, 2009, the Company acquired the entire right, title and interest in a proprietary Hybrid Gasification System , set forth in a Patent application for Letters Patent of the United States, filed on March 24, 2009 under #61/202,671. as well as the inventions and Application for Letters Patent of the United States, and in and to any Letters Patent of the United States to be obtained therefore and thereon from Mr. Philip Azimov and Mr. Louis-Phillipe Senecal for the consideration of 1,000,000 shares of restricted common stock valued at \$1,000,000 for such assignment. Such transaction was detailed in the Company's 8-K filed on such date.

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
AS OF MARCH 31, 2012

Note 6 - Subsequent Events

The Company has evaluated subsequent events through the date the financial statements were issued and filed. The Company has determined that there were no such events that warrant disclosure or recognition in the financial statements.

GLOBAL CLEAN ENERGY, INC.

DECEMBER 31, 2010 & 2011 (UNAUDITED)

EXHIBIT 2 – ITEM 13

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GLOBAL CLEAN ENERGY, INC.
BALANCE SHEETS (UNAUDITED)

	December 31, 2011	December 31, 2010
Assets		
Current assets:		
Cash	\$ 300	\$ 3,230
Accounts receivable, net	-	-
Accounts receivable - related party	-	-
Total current assets	<u>300</u>	<u>3,230</u>
Other Assets :		
Cyclonic Dredging Pump Rights and Patents	450,000	450,000
Hybrid Gasification Rights and Patents	1,000,000	1,000,000
Total assets	<u><u>\$ 1,450,300</u></u>	<u><u>\$ 1,453,230</u></u>
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable	\$ 348,749	\$ 285,669
Accrued expenses	1,485,157	1,047,157
Accounts payable - related party	31,262	31,262
Promissory notes, net of discount of \$582 and \$1,612, respectively	515,869	647,869
Total current liabilities	<u>2,381,037</u>	<u>2,011,957</u>
Total liabilities	<u>2,381,037</u>	<u>2,011,957</u>
Stockholders' equity (deficit):		
Preferred stock; \$.001 par value; authorized – 15,000,000 shares; issued - none		
Common stock, \$0.001 par value, 300,000,000 shares authorized , 67,415,721 and 58,603,721 shares issued and outstanding, respectively	67,415	58,604
Common stock payable	-	-
Additional paid in capital	4,700,641	4,631,721
Accumulated other comprehensive income (loss)	(356,278)	(356,278)
Accumulated deficit	(5,342,515)	(4,892,774)
Total stockholders' equity (deficit)	<u>(930,737)</u>	<u>(558,727)</u>
Total liabilities and stockholders' equity (deficit)	<u><u>\$ 1,450,300</u></u>	<u><u>\$ 1,453,230</u></u>

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
STATEMENTS OF OPERATIONS (UNAUDITED)

	For the Years Ended December 31,	
	2011	2010
Revenue	\$ -	\$ 204,947
Expenses:		
General and administrative	438,000	1,024,443
Total operating expenses	438,000	1,024,443
Net operating income (loss)	(438,000)	(819,496)
Other income (expense):		
Interest expense	-	(42,904)
Loss on debt settlement	-	(162,190)
Loss on asset impairment	-	-
Loss on foreign currency exchange	-	-
Total other income (expense)	-	(205,094)
Net income (loss)	\$ (438,000)	\$ (1,024,590)
Foreign currency translation adjustment	-	(87,253)
Comprehensive loss	\$ (1,549,843)	\$ (1,111,843)
Weighted average number of common shares outstanding - basic and fully diluted	67,415,721	58,603,721
Net income (loss) per share - basic and fully diluted	\$ (0.01)	\$ (0.02)

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT) (UNAUDITED)

	Common Stock		Additional	Subscription	Accumulated	Accumulated	Total
	Shares	Amount	Paid-in	Payable	Other Comprehensive Income (Loss)	(Deficit)	Stockholders' (Deficit)
Balance, December 31, 2008	25,378,721	\$ 25,379	\$ 1,478,554	\$ -	\$ (140,641)	\$ (2,405,417)	\$ (901,484)
Shares issued for services	3,750,000	3,750	298,750	-	-	-	\$ 302,500
Settlement of accrued expenses for shares	-	-	-	675,000	-	-	\$ 675,000
Beneficial conversion feature of convertible debt	-	-	2,877	-	-	-	\$ 2,877
Foreign currency translation loss	-	-	-	-	(128,384)	-	\$ (128,384)
Net loss for the year ended December 31, 2009	-	-	-	-	-	(1,024,590)	\$ (1,024,590)
Balance, December 31, 2009	<u>29,128,721</u>	<u>\$ 29,129</u>	<u>\$ 1,780,181</u>	<u>\$ 675,000</u>	<u>\$ (269,025)</u>	<u>\$ (3,430,007)</u>	<u>\$ (1,214,722)</u>
Shares issued for services	8,175,000	8,175	252,075	-	-	-	\$ 260,250
Settlement of accrued expenses for shares	21,300,000	21,300	1,139,700	(675,000)	-	-	\$ 486,000
Beneficial conversion feature of convertible debt	-	-	6,535	-	-	-	\$ 6,535
Foreign currency translation loss	-	-	-	-	(87,253)	-	\$ (87,253)
Net loss for the year ended December 31, 2010	-	-	-	-	-	(438,000)	\$ (438,000)
Balance, December 31, 2010	<u>58,603,721</u>	<u>58,604</u>	<u>3,178,491</u>	<u>-</u>	<u>(356,278)</u>	<u>(3,868,007)</u>	<u>(987,190)</u>
Shares issued for promissory note	8,812,000	-	132,000	-	-	-	-
Balance, December 31, 2011	<u>67,415,721</u>	<u>67,415</u>	<u>4,763,721</u>	<u>-</u>	<u>(356,278)</u>	<u>(5,342,515)</u>	<u>(867,657)</u>

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
STATEMENTS OF CASH FLOWS (UNAUDITED)

	For the Years Ended December 31,	
	2011	2010
Cash flows from operating activities		
Net income (loss)	\$ (438,000)	\$ (1,024,590)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Loss on debt settlement	-	162,190
Loss on asset impairment	-	-
Stock based compensation	-	260,250
Amortization of beneficial conversion feature	-	1,558
Decrease (increase) in assets:		
Accounts receivable	-	1,130
Accounts receivable - related party	-	21,627
Increase (decrease) in liabilities:		
Accounts payable	-	(24,398)
Accrued expenses	438,000	567,164
Accounts payable - related party	-	31,262
Net cash provided by (used in) operating activities	(2,930)	(3,807)
Cash flows from financing activities		
Proceeds from convertible debt	-	116,000
Proceeds from long term debt	-	55,387
Repayment of long term debt	-	(120,940)
Net cash provided by (used in) financing activities	-	50,447
Effect of exchange rate changes on cash and cash equivalents	-	(87,253)
Net increase (decrease) in cash	(2,930)	(37,383)
Cash - beginning	3,230	40,613
Cash - ending	\$ 300	\$ 3,230
Supplemental disclosures:		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -
Non-cash investing and financing activities:		
Cyclonic Dredging Pump Rights and Patent	450,000	450,000
Hybrid Gasification Rights and Patents	1,000,000	1,000,000
Settlement of accrued expenses for shares	\$ 132,000	\$ 486,000
Beneficial conversion feature on debt	\$ -	\$ 6,535

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1 – Nature of Business and Summary of Significant Accounting Policies

Nature of Business and Organization

GLOBAL CLEAN ENERGY, Inc. (“GLOBAL CLEAN ENERGY” or “GCE” or the “Company”) is a Maryland corporation formed on November 8, 2007. GCE is successor to Newsearch, Inc. (“Newsearch”), a Colorado corporation, which was incorporated on December 3, 1999. Newsearch was dormant until August 20, 2002, when it acquired Panache, Inc. (“Panache”), a Colorado corporation, and Panache became a wholly-owned subsidiary of Newsearch. Panache sold women’s apparel under its trade name, “The Ollie Collection,” on a wholesale basis, represented several manufacturers of women’s apparel and accessories and also bought and resold women’s apparel and accessories for its own account, for resale. Panache ceased operations in June 2004, when it determined that its business plan could not be executed due to a lack of operating capital and prospects for raising adequate funding, and was later dissolved in January 2005. Newsearch was dormant from July 2004 through July 2006 when it began operating in furtherance of its current business plan. On November 13, 2007, Newsearch’s state of incorporation was changed from Colorado to Maryland when it was merged with GCE.

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GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

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The Company recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax bases of assets and liabilities using the enacted tax rates and laws that are expected to be in effect when the differences are expected to be recovered. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

Uncertain Tax Positions

Effective January 1, 2009, the Company adopted new standards for accounting for uncertainty in income taxes. These standards prescribe a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. These standards also provide guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

Various taxing authorities periodically audit the Company’s income tax returns. These audits include questions regarding the Company’s tax filing positions, including the timing and amount of deductions and the allocation of income to various tax jurisdictions. In evaluating the exposures connected with these various tax filing positions, including state and local taxes, the Company records allowances for probable exposures. A number of years may elapse before a particular matter, for which an allowance has been established, is audited and fully resolved. The Company has not yet undergone an examination by any taxing authorities.

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

The assessment of the Company's tax position relies on the judgment of management to estimate the exposures associated with the Company's various filing positions. As of December 31, 2011 and 2010, the Company had no uncertain tax positions.

Recent Accounting Pronouncements

In January 2010, the FASB issued an update to Fair Value Measurements and Disclosures. This update provides amendments to ASC Subtopic 820-10 requiring new disclosures regarding (1) transfers in and out of Levels 1 and 2, in which the Company should disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers, and (2) the reconciliation for fair value measurements using significant unobservable inputs (Level 3), in which the Company should present separately information about purchases, sales, issuances, and settlements (on a gross basis rather than as one net number). In addition the update provides clarification of existing disclosures regarding the level of disaggregation and disclosures about inputs and valuation techniques. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchase, sales, issuances, and settlements in the roll forward activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. We do not expect the adoption of this statement to have a material impact on its consolidated financial statements.

In October 2009, the FASB issued ASU 2009-14, which amends ASC 985-605, "Software-Revenue Recognition", to exclude from its requirements (a) non-software components of tangible products and (b) software components of tangible products that are sold, licensed, or leased with tangible products when the software components and non-software components of the tangible product function together to deliver the tangible product's essential functionality. ASU 2009-14 will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, and early adoption will be permitted. We do not expect the adoption of this statement to have a material impact on its consolidated financial statements.

In June 2009, the FASB approved the FASB Accounting Standards Codification (the "Codification") ASC 105, "Generally Accepted Accounting Principles" (formerly Statement of Financial Accounting Standards ("SFAS") No. 168, "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles-a replacement of FASB Statement No. 16" ("SFAS 168")) as the single source of authoritative nongovernmental generally accepted accounting principles (GAAP). All existing accounting standard documents, such as FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force and other related literature, excluding guidance from the Securities and Exchange Commission ("SEC"), have been superseded by the Codification. All other non-grandfathered, non-SEC accounting literature not included in the Codification has become nonauthoritative. The Codification did not change GAAP, but instead introduced a new structure that combines all authoritative standards into a comprehensive, topically organized online database. We adopted the Codification and as a result, all references to authoritative accounting literature are now referenced in accordance with the Codification.

In April 2009, the FASB issued new accounting guidance ASC 825, "Financial Instruments" (formerly FASB Staff Position ("SOP") No. 107-1, "Interim Disclosures about Fair Value of Financial Instruments" ("SOP 107-1")) related to interim disclosures about the fair values of financial instruments. This guidance requires disclosures about the fair value of financial instruments whenever a public company issues financial information for interim reporting periods. We adopted this guidance upon its issuance, and it had no material impact on our consolidated financial statements.

Foreign Currency Translation and Transactions

There were no Currency transactions during 2011

Note 2 – Going Concern

As shown in the accompanying financial statements, the Company has incurred recurring losses from operations resulting in an accumulated deficit of \$(5,342,515), and as of December 31, 2011, the Company's current liabilities exceeded its current assets by \$2,317,657 and its total liabilities exceeded its total assets by \$867,657. These factors raise substantial doubt about the Company's ability to continue as a going concern.

GCE will require substantial additional funding for continuing research and development, obtaining regulatory approval and for the commercialization of its products. Management expects to be able to raise enough funds to meet its working capital requirements through debt and/or equity financing. There is no assurance that GCE will be able to obtain sufficient additional funds when needed, or that such funds, if available, will be obtainable on terms satisfactory to GCE. The accompanying financial statements do not include any adjustments that might be necessary should GCE be unable to continue as a going concern.

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 3 – Accrued Expenses

As of December 31, 2011 and 2010 accrued expenses included the following:

	December 31, 2011	December 31, 2010
Accrued interest	\$ -	\$ 95,736
Accrued compensation	878,071	542,071
Accrued rent	511,350	409,350
Total accrued expenses	<u>\$ 1,389,421</u>	<u>\$ 1,047,157</u>

Note 4 – Promissory Notes

Promissory notes consist of the following at December 31, 2011 and 2010,

In 2009, Global Clean Energy obtained six unsecured loans totaling \$115,512.00 which were due in one year, each with an interest rate of 7.5% per annum Convertible into common stock based on the average bid price for the five previous trading days or \$0.01, whoever is greater. Those notes have been renewed for an additional year from each respective anniversary date.

In 2010, Global Clean Energy obtained one unsecured loan which was due in one year, with an interest rate of 7.5% per annum Convertible into common stock based on the average bid price for the five previous trading days or \$0.01, whoever is greater.. The note has been renewed for an additional year from each respective anniversary date.

The Company recorded interest expense on promissory notes in the amounts of \$48,154 and \$41,031 during the years ended December 31, 2010 and 2009, respectively.

In addition, the Company recognized and measured the embedded beneficial conversion feature present in the convertible debts by allocating a portion of the proceeds equal to the intrinsic value of the feature to additional paid-in-capital. The intrinsic value of the feature was calculated on the commitment date using the effective conversion price of the convertible debt. This intrinsic value is limited to the portion of the proceeds allocated to the convertible debt.

	December 31, 2011	December 31, 2010
Total promissory notes	515,869	647,869
Less: current portion	-	-
Total promissory notes, less current portion	<u>\$ 515,869</u>	<u>\$ 647,869</u>

Note 5 – Stockholders' Equity

Common Stock

The Company has 300,000,000 authorized shares of \$0.001 par value common stock.

Common Stock Issuances, 2010

On January 29, 2010, the Company issued 1,900,000 shares to Consultants in exchange for accrued expenses owed valued at \$126,000 based on the market price at the grant date. As the fair value of the shares matched the accrued expenses relieved, no gain or loss has been recognized.

On January 29, 2010, the Company issued 375,000 shares to Consultants for services performed valued at \$26,250 based on the market price at the grant date.

On November 24, 2010, the Company issued 2,500,000 shares to Earl Azimov in exchange for accrued expenses owed valued at \$225,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$100,000, a loss of \$125,000 has been recognized. The accrued expenses were within common stock payable of \$225,000 as of December 31, 2009.

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

On November 24, 2010, the Company issued 2,500,000 shares to Kenneth Adessky in exchange for accrued expenses owed valued at \$225,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$100,000, a loss of \$125,000 has been recognized. The accrued expenses were within common stock payable of \$225,000 as of December 31, 2009.

On November 24, 2010, the Company issued 2,500,000 shares to Randy Renken in exchange for accrued expenses owed valued at \$225,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$100,000, a loss of \$125,000 has been recognized. The accrued expenses were within common stock payable of \$225,000 as of December 31, 2009.

On November 25, 2010, the Company issued 1,800,000 shares to Consultants for services performed valued at \$54,000 based on the market price at the grant date.

On December 20, 2010, the Company issued 1,700,000 shares to Consultants for services performed valued at \$51,000 based on the market price at the grant date.

On December 20, 2010, the Company issued 1,000,000 shares to Philip Azimov in exchange for accrued expenses owed valued at \$30,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$15,000, a loss of \$15,000 has been recognized.

On December 23, 2010, the Company issued 5,000,000 shares to Kenneth Adessky in exchange for accrued expenses owed valued at \$150,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$75,000, a loss of \$75,000 has been recognized.

On December 23, 2010, the Company issued 5,000,000 shares to Earl Azimov in exchange for accrued expenses owed valued at \$150,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$75,000, a loss of \$75,000 has been recognized.

On December 23, 2010, the Company issued 1,000,000 shares to Philip Azimov in exchange for accrued expenses owed valued at \$30,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$15,000, a loss of \$15,000 has been recognized.

On December 23, 2010, the Company issued 4,300,000 shares to Consultants for services performed valued at \$129,000 based on the market price at the grant date.

Common Stock Issuances, 2010

On November 22, 2011, the Company issued 8,812,000 shares to Profit Consultants for a note in the amount of \$132,000 principal and interest included.

Note 6 - Airpump™ Patent Assignment and Hybrid Gasification Assignment

Global Clean Energy, Inc., acquired the entire right, title and interest in and to a static fluid mixing pump device, set forth in a Patent application for Letters Patent of the United States, filed on June 30th, 2008 as U.S. Application No. 61/129, 484; as well as the inventions and Application for Letters Patent of the United States, and in and to any Letters Patent of the United States to be obtained therefore and thereon from Mr. Philip Azimov for the consideration of 300,000 common shares.

On April 29, 2009, the Company acquired the entire right, title and interest in a proprietary Hybrid Gasification System, set forth in a Patent application for Letters Patent of the United States, filed on March 24, 2009 under #61/202,671. as well as the inventions and Application for Letters Patent of the United States, and in and to any Letters Patent of the United States to be obtained therefore and thereon from Mr. Philip Azimov and Mr. Louis-Phillipe Senecal for the consideration of 1,000,000 shares of restricted common stock valued at \$1,000,000 for such assignment. Such transaction was detailed in the Company's 8-K filed on such date.

Note 7 - Subsequent Events

The Company has evaluated subsequent events through the date the financial statements were issued and filed. The Company has determined that there were no such events that warrant disclosure or recognition in the financial statements.

GLOBAL CLEAN ENERGY, INC.

DECEMBER 31, 2010 & 2011 (UNAUDITED)

EXHIBIT 2 – ITEM 13

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GLOBAL CLEAN ENERGY, INC.
BALANCE SHEETS (UNAUDITED)

	December 31, 2011	December 31, 2010
Assets		
Current assets:		
Cash	\$ 300	\$ 3,230
Accounts receivable, net	-	-
Accounts receivable - related party	-	-
Total current assets	<u>300</u>	<u>3,230</u>
Other Assets :		
Cyclonic Dredging Pump Rights and Patents	450,000	450,000
Hybrid Gasification Rights and Patents	1,000,000	1,000,000
Total assets	<u><u>\$ 1,450,300</u></u>	<u><u>\$ 1,453,230</u></u>
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable	\$ 348,749	\$ 285,669
Accrued expenses	1,485,157	1,047,157
Accounts payable - related party	31,262	31,262
Promissory notes, net of discount of \$582 and \$1,612, respectively	<u>515,869</u>	<u>647,869</u>
Total current liabilities	<u>2,381,037</u>	<u>2,011,957</u>
Total liabilities	<u><u>2,381,037</u></u>	<u><u>2,011,957</u></u>
Stockholders' equity (deficit):		
Preferred stock; \$.001 par value; authorized – 15,000,000 shares; issued - none		
Common stock, \$0.001 par value, 300,000,000 shares authorized , 67,415,721 and 58,603,721 shares issued and outstanding, respectively	67,415	58,604
Common stock payable	-	-
Additional paid in capital	4,700,641	4,631,721
Accumulated other comprehensive income (loss)	(356,278)	(356,278)
Accumulated deficit	<u>(5,342,515)</u>	<u>(4,892,774)</u>
Total stockholders' equity (deficit)	<u>(930,737)</u>	<u>(558,727)</u>
Total liabilities and stockholders' equity (deficit)	<u><u>\$ 1,450,300</u></u>	<u><u>\$ 1,453,230</u></u>

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
STATEMENTS OF OPERATIONS (UNAUDITED)

	For the Years Ended December 31,	
	2011	2010
Revenue	\$ -	\$ 204,947
Expenses:		
General and administrative	438,000	1,024,443
Total operating expenses	438,000	1,024,443
Net operating income (loss)	(438,000)	(819,496)
Other income (expense):		
Interest expense	-	(42,904)
Loss on debt settlement	-	(162,190)
Loss on asset impairment	-	-
Loss on foreign currency exchange	-	-
Total other income (expense)	-	(205,094)
Net income (loss)	\$ (438,000)	\$ (1,024,590)
Foreign currency translation adjustment	-	(87,253)
Comprehensive loss	\$ (1,549,843)	\$ (1,111,843)
Weighted average number of common shares outstanding - basic and fully diluted	67,415,721	58,603,721
Net income (loss) per share - basic and fully diluted	\$ (0.01)	\$ (0.02)

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT) (UNAUDITED)

	Common Stock		Additional Paid-in	Subscription Payable	Accumulated Other Comprehensive Income (Loss)	Accumulated (Deficit)	Total Stockholders' (Deficit)
	Shares	Amount					
Balance, December 31, 2008	25,378,721	\$ 25,379	\$ 1,478,554	\$ -	\$ (140,641)	\$ (2,405,417)	\$ (901,484)
Shares issued for services	3,750,000	3,750	298,750	-	-	-	\$ 302,500
Settlement of accrued expenses for shares	-	-	-	675,000	-	-	\$ 675,000
Beneficial conversion feature of convertible debt	-	-	2,877	-	-	-	\$ 2,877
Foreign currency translation loss	-	-	-	-	(128,384)	-	\$ (128,384)
Net loss for the year ended December 31, 2009	-	-	-	-	-	(1,024,590)	\$ (1,024,590)
Balance, December 31, 2009	<u>29,128,721</u>	<u>\$ 29,129</u>	<u>\$ 1,780,181</u>	<u>\$ 675,000</u>	<u>\$ (269,025)</u>	<u>\$ (3,430,007)</u>	<u>\$ (1,214,722)</u>
Shares issued for services	8,175,000	8,175	252,075	-	-	-	\$ 260,250
Settlement of accrued expenses for shares	21,300,000	21,300	1,139,700	(675,000)	-	-	\$ 486,000
Beneficial conversion feature of convertible debt	-	-	6,535	-	-	-	\$ 6,535
Foreign currency translation loss	-	-	-	-	(87,253)	-	\$ (87,253)
Net loss for the year ended December 31, 2010	-	-	-	-	-	(438,000)	\$ (438,000)
Balance, December 31, 2010	<u>58,603,721</u>	<u>58,604</u>	<u>3,178,491</u>	<u>-</u>	<u>(356,278)</u>	<u>(3,868,007)</u>	<u>(987,190)</u>
Shares issued for promissory note	8,812,000	-	132,000	-	-	-	-
Balance, December 31, 2011	<u>67,415,721</u>	<u>67,415</u>	<u>4,763,721</u>	<u>-</u>	<u>(356,278)</u>	<u>(5,342,515)</u>	<u>(867,657)</u>

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
STATEMENTS OF CASH FLOWS (UNAUDITED)

	For the Years Ended December 31,	
	2011	2010
Cash flows from operating activities		
Net income (loss)	\$ (438,000)	\$ (1,024,590)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Loss on debt settlement	-	162,190
Loss on asset impairment	-	-
Stock based compensation	-	260,250
Amortization of beneficial conversion feature	-	1,558
Decrease (increase) in assets:		
Accounts receivable	-	1,130
Accounts receivable - related party	-	21,627
Increase (decrease) in liabilities:		
Accounts payable	-	(24,398)
Accrued expenses	438,000	567,164
Accounts payable - related party	-	31,262
Net cash provided by (used in) operating activities	(2,930)	(3,807)
Cash flows from financing activities		
Proceeds from convertible debt	-	116,000
Proceeds from long term debt	-	55,387
Repayment of long term debt	-	(120,940)
Net cash provided by (used in) financing activities	-	50,447
Effect of exchange rate changes on cash and cash equivalents	-	(87,253)
Net increase (decrease) in cash	(2,930)	(37,383)
Cash - beginning	3,230	40,613
Cash - ending	\$ 300	\$ 3,230
Supplemental disclosures:		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -
Non-cash investing and financing activities:		
Cyclonic Dredging Pump Rights and Patent	450,000	450,000
Hybrid Gasification Rights and Patents	1,000,000	1,000,000
Settlement of accrued expenses for shares	\$ 132,000	\$ 486,000
Beneficial conversion feature on debt	\$ -	\$ 6,535

The accompanying notes are an integral part of these financial statements.

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1 – Nature of Business and Summary of Significant Accounting Policies

Nature of Business and Organization

GLOBAL CLEAN ENERGY, Inc. (“GLOBAL CLEAN ENERGY” or “GCE” or the “Company”) is a Maryland corporation formed on November 8, 2007. GCE is successor to Newsearch, Inc. (“Newsearch”), a Colorado corporation, which was incorporated on December 3, 1999. Newsearch was dormant until August 20, 2002, when it acquired Panache, Inc. (“Panache”), a Colorado corporation, and Panache became a wholly-owned subsidiary of Newsearch. Panache sold women’s apparel under its trade name, “The Ollie Collection,” on a wholesale basis, represented several manufacturers of women’s apparel and accessories and also bought and resold women’s apparel and accessories for its own account, for resale. Panache ceased operations in June 2004, when it determined that its business plan could not be executed due to a lack of operating capital and prospects for raising adequate funding, and was later dissolved in January 2005. Newsearch was dormant from July 2004 through July 2006 when it began operating in furtherance of its current business plan. On November 13, 2007, Newsearch’s state of incorporation was changed from Colorado to Maryland when it was merged with GCE.

GCE was formed to develop and commercialize proprietary “R.E.S.C.U.E” technologies which recover and reform environmental salvage into clean useable energy. As global reserves diminish, biodiesel and other synthetic fuels are now regarded as realistic alternatives to oil. The combination of fears about declining conventional oil reserves, increasing demand from developing countries like India and China, and dependence on unstable suppliers in the Middle East and elsewhere, has generated tremendous interest in developing alternative energy sources. GCE is at the forefront of global initiatives to reduce greenhouse gas emissions and lower the dependency in the USA and Europe on imported oil and natural gas with its proprietary and innovative renewable energy and feedstock technologies.

We work with both the governmental and private sectors on projects which seek to implement profitable renewable energy while cleaning specific environmental problem areas. What began as a search for best of breed technologies to convert waste and biomass into clean renewable energy, has evolved and expanded into five areas of active business development: (i) research and development of new technologies; (ii) international joint-ventures to develop waste-to-energy projects; (iii) technology and services for environmental cleanup operations; (iv) renewable energy production; and (v) seeking public financing for projects in the green energy sector.

The financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. GLOBAL CLEAN ENERGY has an accumulated deficit of \$5,342,515 and \$4,892,774 for the years ended December 31, 2011 and 2010, respectively. We have continued to raise funds over the last two years and are actively pursuing additional sources of equity or debt financing to implement our business model.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reporting amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods. Management makes these estimates using the best information available at the time the estimates are made; however, actual results could differ materially from these estimates.

Cash and Cash Equivalents

GCE maintains cash balances in non-interest-bearing transaction accounts, which do not currently exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. There were no cash equivalents on hand at December 31, 2011 and 2010.

Impairment of Long-Lived Assets

GCE records impairment losses on long-lived assets used in operations and finite lived intangible assets when events and circumstances indicate the assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than their carrying amounts. The impairment loss is measured by comparing the fair value of the asset to its carrying amount.

Fair Value of Financial Instruments

Under FASB ASC 820-10-05, the Financial Accounting Standards Board (“FASB”) establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company’s financial statements as reflected herein. The carrying amounts of cash, accounts payable and accrued expenses reported on the balance sheets are estimated by management to approximate fair value primarily due to the short term nature of the instruments. The Company had no other items that required fair value measurement on a recurring basis during the years ended December 31, 2011 and 2010.

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Beneficial Conversion Features

From time to time, the Company may issue convertible notes that may contain an imbedded beneficial conversion feature. A beneficial conversion feature exists on the date a convertible note is issued when the fair value of the underlying common stock to which the note is convertible into is in excess of the remaining unallocated proceeds of the note after first considering the allocation of a portion of the note proceeds to the fair value of warrants, if related warrants have been granted. The intrinsic value of the beneficial conversion feature is recorded as a debt discount with a corresponding amount to additional paid in capital. The debt discount is amortized to interest expense over the life of the note using the effective interest method.

Stock-Based Compensation

GCE accounts for stock-based compensation in accordance with FASB ASC Topic 718, *Compensation – Stock Compensation*. Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. We elected the modified-prospective method, under which prior periods are not revised for comparative purposes. The valuation provisions of FASB ASC Topic 718, *Compensation – Stock Compensation* and FASB ASC Topic 505-50, *Equity-Based Payments to Non-Employees*, apply to new grants and to grants that were outstanding as of the effective date and subsequently modified.

During the years ended December 31, 2011 and 2010, there were no stock options granted or outstanding.

Comprehensive Income

FASB ASC Topic 220, *Comprehensive Income*, establishes requirements for disclosure of comprehensive income (loss). During the years ended December 31, 2011 and 2010, GCE disclosed foreign currency translation adjustments as a part of other comprehensive income (loss) and accumulated other comprehensive income (loss) on the statement of operations and balance sheet, respectively..

Net Loss Per Share

FASB ASC Topic 260, *Earnings Per Share*, requires dual presentation of basic and diluted earnings or loss per share (“EPS”) for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. Basic EPS excludes dilution; diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity.

Basic loss per share is computed by dividing net loss applicable to common shareholders by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur if dilutive securities and other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of GCE, unless the effect is to reduce a loss or increase earnings per share. GCE had no potential common stock instruments which would result in a diluted loss per share. Therefore, diluted loss per share is equivalent to basic loss per share.

Income Taxes

The Company recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax bases of assets and liabilities using the enacted tax rates and laws that are expected to be in effect when the differences are expected to be recovered. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

Uncertain Tax Positions

Effective January 1, 2009, the Company adopted new standards for accounting for uncertainty in income taxes. These standards prescribe a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. These standards also provide guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

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GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

The assessment of the Company's tax position relies on the judgment of management to estimate the exposures associated with the Company's various filing positions. As of December 31, 2011 and 2010, the Company had no uncertain tax positions.

Recent Accounting Pronouncements

In January 2010, the FASB issued an update to Fair Value Measurements and Disclosures. This update provides amendments to ASC Subtopic 820-10 requiring new disclosures regarding (1) transfers in and out of Levels 1 and 2, in which the Company should disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers, and (2) the reconciliation for fair value measurements using significant unobservable inputs (Level 3), in which the Company should present separately information about purchases, sales, issuances, and settlements (on a gross basis rather than as one net number). In addition the update provides clarification of existing disclosures regarding the level of disaggregation and disclosures about inputs and valuation techniques. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchase, sales, issuances, and settlements in the roll forward activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. We do not expect the adoption of this statement to have a material impact on its consolidated financial statements.

In October 2009, the FASB issued ASU 2009-14, which amends ASC 985-605, "Software-Revenue Recognition", to exclude from its requirements (a) non-software components of tangible products and (b) software components of tangible products that are sold, licensed, or leased with tangible products when the software components and non-software components of the tangible product function together to deliver the tangible product's essential functionality. ASU 2009-14 will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, and early adoption will be permitted. We do not expect the adoption of this statement to have a material impact on its consolidated financial statements.

In June 2009, the FASB approved the FASB Accounting Standards Codification (the "Codification") ASC 105, "Generally Accepted Accounting Principles" (formerly Statement of Financial Accounting Standards ("SFAS") No. 168, "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles-a replacement of FASB Statement No. 16" ("SFAS 168")) as the single source of authoritative nongovernmental generally accepted accounting principles (GAAP). All existing accounting standard documents, such as FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force and other related literature, excluding guidance from the Securities and Exchange Commission ("SEC"), have been superseded by the Codification. All other non-grandfathered, non-SEC accounting literature not included in the Codification has become nonauthoritative. The Codification did not change GAAP, but instead introduced a new structure that combines all authoritative standards into a comprehensive, topically organized online database. We adopted the Codification and as a result, all references to authoritative accounting literature are now referenced in accordance with the Codification.

In April 2009, the FASB issued new accounting guidance ASC 825, "Financial Instruments" (formerly FASB Staff Position ("SOP") No. 107-1, "Interim Disclosures about Fair Value of Financial Instruments" ("SOP 107-1")) related to interim disclosures about the fair values of financial instruments. This guidance requires disclosures about the fair value of financial instruments whenever a public company issues financial information for interim reporting periods. We adopted this guidance upon its issuance, and it had no material impact on our consolidated financial statements.

Foreign Currency Translation and Transactions

There were no Currency transactions during 2011

Note 2 – Going Concern

As shown in the accompanying financial statements, the Company has incurred recurring losses from operations resulting in an accumulated deficit of \$(5,342,515), and as of December 31, 2011, the Company's current liabilities exceeded its current assets by \$2,317,657 and its total liabilities exceeded its total assets by \$867,657. These factors raise substantial doubt about the Company's ability to continue as a going concern.

GCE will require substantial additional funding for continuing research and development, obtaining regulatory approval and for the commercialization of its products. Management expects to be able to raise enough funds to meet its working capital requirements through debt and/or equity financing. There is no assurance that GCE will be able to obtain sufficient additional funds when needed, or that such funds, if available, will be obtainable on terms satisfactory to GCE. The accompanying financial statements do not include any adjustments that might be necessary should GCE be unable to continue as a going concern.

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 3 – Accrued Expenses

As of December 31, 2011 and 2010 accrued expenses included the following:

	December 31, 2011	December 31, 2010
Accrued interest	\$ -	\$ 95,736
Accrued compensation	878,071	542,071
Accrued rent	511,350	409,350
Total accrued expenses	<u>\$ 1,389,421</u>	<u>\$ 1,047,157</u>

Note 4 – Promissory Notes

Promissory notes consist of the following at December 31, 2011 and 2010,

In 2009, Global Clean Energy obtained six unsecured loans totaling \$115,512.00 which were due in one year, each with an interest rate of 7.5% per annum Convertible into common stock based on the average bid price for the five previous trading days or \$0.01, whoever is greater. Those notes have been renewed for an additional year from each respective anniversary date.

In 2010, Global Clean Energy obtained one unsecured loan which was due in one year, with an interest rate of 7.5% per annum Convertible into common stock based on the average bid price for the five previous trading days or \$0.01, whoever is greater.. The note has been renewed for an additional year from each respective anniversary date.

The Company recorded interest expense on promissory notes in the amounts of \$48,154 and \$41,031 during the years ended December 31, 2010 and 2009, respectively.

In addition, the Company recognized and measured the embedded beneficial conversion feature present in the convertible debts by allocating a portion of the proceeds equal to the intrinsic value of the feature to additional paid-in-capital. The intrinsic value of the feature was calculated on the commitment date using the effective conversion price of the convertible debt. This intrinsic value is limited to the portion of the proceeds allocated to the convertible debt.

	December 31, 2011	December 31, 2010
Total promissory notes	515,869	647,869
Less: current portion	-	-
Total promissory notes, less current portion	<u>\$ 515,869</u>	<u>\$ 647,869</u>

Note 5 – Stockholders' Equity

Common Stock

The Company has 300,000,000 authorized shares of \$0.001 par value common stock.

Common Stock Issuances, 2010

On January 29, 2010, the Company issued 1,900,000 shares to Consultants in exchange for accrued expenses owed valued at \$126,000 based on the market price at the grant date. As the fair value of the shares matched the accrued expenses relieved, no gain or loss has been recognized.

On January 29, 2010, the Company issued 375,000 shares to Consultants for services performed valued at \$26,250 based on the market price at the grant date.

On November 24, 2010, the Company issued 2,500,000 shares to Earl Azimov in exchange for accrued expenses owed valued at \$225,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$100,000, a loss of \$125,000 has been recognized. The accrued expenses were within common stock payable of \$225,000 as of December 31, 2009.

GLOBAL CLEAN ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

On November 24, 2010, the Company issued 2,500,000 shares to Kenneth Adessky in exchange for accrued expenses owed valued at \$225,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$100,000, a loss of \$125,000 has been recognized. The accrued expenses were within common stock payable of \$225,000 as of December 31, 2009.

On November 24, 2010, the Company issued 2,500,000 shares to Randy Renken in exchange for accrued expenses owed valued at \$225,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$100,000, a loss of \$125,000 has been recognized. The accrued expenses were within common stock payable of \$225,000 as of December 31, 2009.

On November 25, 2010, the Company issued 1,800,000 shares to Consultants for services performed valued at \$54,000 based on the market price at the grant date.

On December 20, 2010, the Company issued 1,700,000 shares to Consultants for services performed valued at \$51,000 based on the market price at the grant date.

On December 20, 2010, the Company issued 1,000,000 shares to Philip Azimov in exchange for accrued expenses owed valued at \$30,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$15,000, a loss of \$15,000 has been recognized.

On December 23, 2010, the Company issued 5,000,000 shares to Kenneth Adessky in exchange for accrued expenses owed valued at \$150,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$75,000, a loss of \$75,000 has been recognized.

On December 23, 2010, the Company issued 5,000,000 shares to Earl Azimov in exchange for accrued expenses owed valued at \$150,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$75,000, a loss of \$75,000 has been recognized.

On December 23, 2010, the Company issued 1,000,000 shares to Philip Azimov in exchange for accrued expenses owed valued at \$30,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$15,000, a loss of \$15,000 has been recognized.

On December 23, 2010, the Company issued 4,300,000 shares to Consultants for services performed valued at \$129,000 based on the market price at the grant date.

Common Stock Issuances, 2010

On November 22, 2011, the Company issued 8,812,000 shares to Profit Consultants for a note in the amount of \$132,000 principal and interest included.

Note 6 - Airpump™ Patent Assignment and Hybrid Gasification Assignment

Global Clean Energy, Inc., acquired the entire right, title and interest in and to a static fluid mixing pump device, set forth in a Patent application for Letters Patent of the United States, filed on June 30th, 2008 as U.S. Application No. 61/129, 484; as well as the inventions and Application for Letters Patent of the United States, and in and to any Letters Patent of the United States to be obtained therefore and thereon from Mr. Philip Azimov for the consideration of 300,000 common shares.

On April 29, 2009, the Company acquired the entire right, title and interest in a proprietary Hybrid Gasification System, set forth in a Patent application for Letters Patent of the United States, filed on March 24, 2009 under #61/202,671. as well as the inventions and Application for Letters Patent of the United States, and in and to any Letters Patent of the United States to be obtained therefore and thereon from Mr. Philip Azimov and Mr. Louis-Phillipe Senecal for the consideration of 1,000,000 shares of restricted common stock valued at \$1,000,000 for such assignment. Such transaction was detailed in the Company's 8-K filed on such date.

Note 7 - Subsequent Events

The Company has evaluated subsequent events through the date the financial statements were issued and filed. The Company has determined that there were no such events that warrant disclosure or recognition in the financial statements.

EXHIBIT 3 ITEM 17 ISSUANCE HISTORY

On January 29, 2010, the Company issued 1,900,000 shares to Consultants in exchange for accrued expenses owed valued at \$126,000 based on the market price at the grant date. As the fair value of the shares matched the accrued expenses relieved, no gain or loss has been recognized.

On January 29, 2010, the Company issued 375,000 shares to Consultants for services performed valued at \$26,250 based on the market price at the grant date.

On November 24, 2010, the Company issued 2,500,000 shares to Earl Azimov in exchange for accrued expenses owed valued at \$225,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$100,000, a loss of \$125,000 has been recognized. The accrued expenses were within common stock payable of \$225,000 as of December 31, 2009.

On November 24, 2010, the Company issued 2,500,000 shares to Kenneth Adessky in exchange for accrued expenses owed valued at \$225,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$100,000, a loss of \$125,000 has been recognized. The accrued expenses were within common stock payable of \$225,000 as of December 31, 2009.

On November 24, 2010, the Company issued 2,500,000 shares to Randy Renken in exchange for accrued expenses owed valued at \$225,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$100,000, a loss of \$125,000 has been recognized. The accrued expenses were within common stock payable of \$225,000 as of December 31, 2009.

On November 25, 2010, the Company issued 1,800,000 shares to Consultants for services performed valued at \$54,000 based on the market price at the grant date.

On December 20, 2010, the Company issued 1,700,000 shares to Consultants for services performed valued at \$51,000 based on the market price at the grant date.

On December 20, 2010, the Company issued 1,000,000 shares to Philip Azimov in exchange for accrued expenses owed valued at \$30,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$15,000, a loss of \$15,000 has been recognized.

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On December 23, 2010, the Company issued 1,000,000 shares to Philip Azimov in exchange for accrued expenses owed valued at \$30,000 based on the market price at the grant date. As the fair value of the shares exceeded the value of the accrued expenses relieved of \$15,000, a loss of \$15,000 has been recognized.

On December 23, 2010, the Company issued 4,300,000 shares to Consultants for services performed valued at \$129,000 based on the market price at the grant date.

EXHIBIT 4 – ITEM 19

ARTICLES OF INCORPORATION OF GLOBAL CLEAN ENERGY, INC.

The undersigned, Kristin Dunlap, whose address is c/o Patton Boggs LLP, 1801 California Street, Suite 4900, Denver, Colorado 80202, being at least 18 years of age, acting as incorporator, does hereby form a corporation under the general laws of the State of Maryland having the following Articles:

ARTICLE I

NAME

The name of the corporation (the “Corporation”) is: Global Clean Energy, Inc.

ARTICLE II

PURPOSE

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Maryland (the “Maryland Code”). In furtherance of the foregoing purposes, the Corporation shall have and may exercise all of the rights, powers and privileges granted by the Maryland Code. In addition, the Corporation may do everything necessary, suitable and proper for the accomplishment of any of its corporate purposes.

ARTICLE III

PRINCIPAL OFFICE IN STATE AND RESIDENT AGENT

The street address of the principal office and registered agent of the Corporation in the State of Maryland is 836 Park Avenue, Second Floor, Baltimore, Maryland 21201. The name of the resident agent of the Corporation in the State of Maryland at that address is National Registered Agents, Inc. of MD.

ARTICLE IV

STOCK

4.1 Authorized Shares. The Corporation is authorized to issue 300,000,000 shares of \$.001 par value common stock and 15,000,000 shares of \$.001 par value preferred stock.

4.2 Common Stock. Each stockholder of record shall have one vote for each share of common stock standing in his or her name on the books of the Corporation and entitled to vote, except that in the election of directors each stockholder shall have as many votes for each share held by his or her as there are directors to be elected and for whose election the stockholder has a right to vote. Cumulative voting shall not be permitted in the election of directors or otherwise.

4.3 Preferred Stock. The Board of Directors is hereby expressly authorized, by resolution or resolutions, to provide, out of the unissued shares of preferred stock, for the issuance of one or more series of preferred stock, with such voting powers, if any, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be expressed in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, including, without limiting the generality of the foregoing, the following:

- (a) the designation of such series, the number of shares to constitute such series and the stated value thereof if different from the par value thereof;
- (b) whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;
- (c) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preferences or relation that such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of this class;
- (d) whether the shares of such series shall be subject to redemption by the Corporation, and, if so, the times, prices and other terms and conditions of such redemption;
- (e) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;
- (f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so,

the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

- (g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes or of any other series of this class or any other class or classes of capital stock and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange;
- (h) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the common stock or shares of stock of any other class or any other series of this class; and
- (i) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of this class or of any other class or classes.

The powers, preferences and relative, participating, optional and other special rights of each series of preferred stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of preferred stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative.

4.4 Meeting. Unless otherwise ordered by a court of competent jurisdiction, at all meetings of stockholders a majority of the shares of a voting group entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum of that voting group.

4.5 Preemptive Rights. No stockholder of the Corporation shall have any preemptive or similar right to acquire any additional unissued or treasury shares of stock or other securities of any class, or rights, warrants or options to purchase stock or scrip, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

ARTICLE V PERPETUAL EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI DIRECTORS

6.1 Number. The number of directors of the Corporation shall be fixed by the bylaws of the corporation, or if the bylaws fail to fix such a number, then by resolution adopted from time to time by the Board of Directors, provided that the number of directors shall not be more than nine nor less than one.

6.2 Initial Directors. Five directors shall constitute the initial Board of Directors. The following persons are elected to serve as the Corporation's initial directors until the first annual meeting of stockholders or until their successors are duly elected and qualify:

Name	Address
Kenneth Adessky	2005 — 10th Street, Suite A Boulder, Colorado 80302
Earl Azimov	2005 — 10th Street, Suite A Boulder, Colorado 80302
John Grob	2005 — 10th Street, Suite A Boulder, Colorado 80302
Michael Kron	2005 — 10th Street, Suite A Boulder, Colorado 80302
Paul L. Whitton	2005 — 10th Street, Suite A Boulder, Colorado 80302

6.3 Election. Elections of directors need not be by written ballot unless the bylaws of the Corporation so provide.

6.4 Bylaws. The Board of Directors of the Corporation is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation.

ARTICLE VII STOCKHOLDER ACTIONS

7.1 Majority Vote. When, with respect to any actions to be taken by stockholders of the Corporation, the Maryland Code requires the vote or concurrence of the holders of two-thirds of the outstanding shares, or of the shares entitled to vote thereon, or of any class or series, such action may be taken by the vote or concurrence of the majority of such shares or class or series thereof.

7.2 Written Actions by Stockholders. The holders of common stock entitled to vote generally in the election of directors may take action by written consent or by electronic transmission of written consent of the stockholders entitled to cast not less than the minimum number of votes that would be necessary to take such action at a stockholders' meeting if the Corporation gives notice of the action to each holder of the common stock not later than 10 days after the effective time of the action.

ARTICLE VIII LIMITATION OF LIABILITY

The personal liability of each director and officer of the Corporation shall be eliminated and limited to the full extent permitted by the laws of the State of Maryland, including without limitation as permitted by the provisions of Section 2-405.2 of the Maryland Code and any successor provision, as amended from time to time, except to the extent: (i) it is proved that the person actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received; (ii) a judgment or other final adjudication adverse to the person is entered in a proceeding based on a finding in the proceeding that the person's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding; or (iii) otherwise provided by the Maryland Code. Neither any amendment nor repeal of this Article VIII, nor adoption of any provision of these Articles of Incorporation, the bylaws of the Corporation or any statute that is inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII in respect of any acts or omissions occurring prior to such amendment, repeal or adoption. If the Maryland Code is hereafter amended or supplemented to authorize corporate action further eliminating or limiting the personal liability of directors and officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by such amended or supplemented Maryland Code. In the event that any of the provisions of this Article VIII (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE IX INTERESTED PARTY TRANSACTIONS

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and the same are in furtherance of and not in limitation of, the powers conferred by law:

No contract or other transaction of the Corporation with any other persons, firm or corporation in which this Corporation is interested, shall be affected or invalidated by the fact that any one or more of the directors or officers of this Corporation, individually or jointly with others, may be a party to or may be interested in any such contract or transaction so long as the contract or other transaction is approved by the Board of Directors in accordance with the Maryland Code. Each person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his or her contracting with the Corporation for the benefit of himself or herself or any firm or corporation in which he or she may be in any way interested.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify and advance expenses to any and all directors, officers, employees and agents of the Corporation to the fullest extent permitted by Section 2-418 of the Maryland Code, as the same may be amended and supplemented, unless it is established that: (i) the act or omission was material to the matter giving rise to the liability and was omitted in bad faith or was the result of active and deliberate dishonesty; (ii) the person actually received an improper personal benefit in money, property or services; or (ii) in the case of a criminal proceeding, the person had reasonable cause to believe the act or omission was unlawful. The rights to indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these Articles of Incorporation, any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such persons' official capacity and as to action in another capacity while holding such directorship, office, employment or agency, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Neither the repeal nor modification of this Article X, or the adoption

of any provision to these Articles of Incorporation that is inconsistent with this Article X, shall eliminate, restrict or otherwise adversely affect any right or protection of any such person existing hereunder with respect to any act or omission occurring prior to such repeal, modification or adoption of an inconsistent provision.

ARTICLE XI
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XII
MARYLAND BUSINESS COMBINATIONS ACT

Notwithstanding any other provision of these Articles or the Bylaws, Sections 3-601 through 3-605 of the Maryland Code (or any successor statutes) shall not apply to any combination between the Corporation and any interested stockholder of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this ____ day of ____ 2007.

Kristin Dunlap, Incorporator

National Registered Agents, Inc. of MD consents to being named as the Resident Agent for Global Clean Energy, Inc., a Maryland corporation, in this document.
National Registered Agents, Inc. of MD

By: _____

Filing party's return address:

Kristin Dunlap
c/o Patton Boggs LLP
1801 California Street
Suite 4900
Denver, CO 80202

**BYLAWS
OF
GLOBAL CLEAN ENERGY, INC.**

**ARTICLE I
OFFICES**

SECTION 1. REGISTERED OFFICE AND AGENT

The registered office of Global Clean Energy, Inc. (the "Corporation") shall be in the City and County of Baltimore, State of Maryland or such other city and county as the Board of Directors (the "Board") shall determine. The street address of the principal office and registered agent of the Corporation in the State of Maryland is 836 Park Avenue, Second Floor, Baltimore, Maryland 21201. The name of the resident agent of the Corporation in the State of Maryland at that address is National Registered Agents, Inc.

SECTION 2. OTHER OFFICES

The Corporation may have offices at such other places both within and without the State of Maryland as the Board may from time to time determine or the business of the Corporation may require.

**ARTICLE II
STOCKHOLDERS**

SECTION 1. ANNUAL MEETINGS

A meeting of the stockholders for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting shall be held annually at such time and/or such date as shall be fixed by resolution of the Board. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

SECTION 2. SPECIAL MEETINGS

Unless the Articles of Incorporation provide otherwise, special meetings of the stockholders for any purpose or purposes, unless otherwise prescribed by statute, may be called only by the President, a majority of the Board or by the written request of stockholders in accordance with this Article II, Section 2. Special meetings of the stockholders shall be called by the Secretary at the request of stockholders only on the written request of stockholders entitled to cast at least a majority of all the votes entitled to be cast at the meeting. Such written request shall state the purpose or purposes of the meeting and the matters proposed to be acted upon at the meeting and shall be delivered to the principal office of the Corporation addressed to the Secretary. The Secretary shall inform the stockholders who make the request of the reasonably estimated cost of preparing and mailing a notice of the meeting and, upon payment of these costs to the Corporation, notify each stockholder entitled to notice of the meeting.

SECTION 3. PLACE OF MEETINGS

All meetings of the stockholders shall be held at such places within or without the State of Maryland or at such other place, as determined by the Board, in the United States as may be stated in the notice of the meeting.

SECTION 4. NOTICE OF MEETINGS

4.1 Giving of Notice. Except as otherwise provided by statute, notice of each meeting of the stockholders, whether annual or special, shall be given in writing or by electronic transmission, if allowed under applicable laws and regulations, not less than 10 nor more than 90 days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, notice shall be given when deposited in the United States mails, postage prepaid, directed to such stockholder at his or her address as it appears in the stock ledger of the Corporation. Each such notice shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

4.2 Notice of Adjourned Meetings. When a meeting is adjourned to another time and place, notice of the adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is given. If the adjournment is for more than 30 days, or if, after the adjournment, a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

4.3 Waiver of Notice.

4.3.1 Whenever any notice is required to be given to any stockholder under the provisions of these Bylaws, the Articles of Incorporation or the General Corporation Law of the State of Maryland, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the meeting, or a waiver thereof by electronic transmission filed with the records of the relevant stockholder meeting, if allowed under applicable laws and regulations, shall be deemed equivalent to the giving of such notice.

4.3.2 The attendance of a stockholder at a meeting in person or by proxy shall constitute a waiver of notice of such meeting, except when a stockholder attends a meeting for the express purpose of objecting, at the

beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5. FIXING OF RECORD DATE FOR DETERMINING STOCKHOLDERS

5.1 Meetings. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than 90 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board, the record date for determining stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at the meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

5.2 Dividends, Distributions and Other Rights. For the purpose of determining stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

SECTION 6. QUORUM

One-third of the outstanding shares of stock of the Corporation entitled to vote, present in person or represented by proxy, shall constitute a quorum at a meeting of the stockholders; provided, that the quorum includes the holders of at least one-third of the Corporation's outstanding shares of common stock, \$.001 par value; provided, further, that where a separate vote by a class or classes or by a series of a class is required, one-third of the outstanding shares of such class or classes or of such series of a class, present in person or represented by proxy at the meeting, shall constitute a quorum entitled to take action with respect to the vote on that matter. Shares of stock will be counted toward a quorum if they are either (i) present in person at the meeting; or (ii) represented at the meeting by a valid proxy, whether the instrument granting such proxy is marked as casting a vote or abstaining, is left blank or does not empower such proxy to vote with respect to some or all matters to be voted upon at the meeting. If less than a majority of the outstanding shares entitled to vote are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. If a quorum is present or represented at a reconvened meeting following such an adjournment, any business may be transacted that might have been transacted at the meeting as originally called. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

SECTION 7. ORGANIZATION

At each meeting of the stockholders, the Chairman of the Board, or in his or her absence, the Chief Executive Officer, the President or the Vice Chairman of the Board, or if all of the said persons are absent, a person designated by the Board, the Chairman of the Board, the Chief Executive Officer, the President or the Vice Chairman of the Board, or in the absence of such designated person, a person elected by the holders of a majority in number of shares of stock present in person or represented by proxy and entitled to vote, shall act as chairman of the meeting.

The Secretary, or in his or her absence or in the event he or she shall be presiding over the meeting in accordance with the provisions of this Section, an Assistant Secretary or, in the absence of the Secretary and all of the Assistant Secretaries, any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

SECTION 8. VOTING

8.1 General Provisions. Unless otherwise provided in the Articles of Incorporation or a resolution of the Board creating a series of stock, at each meeting of the stockholders, each holder of any share of any series or class of stock entitled to vote at such meeting shall be entitled to one vote for each share of stock having voting power in respect of each matter upon which a vote is to be taken, standing in his or her name on the stock ledger of the Corporation on the record date fixed as provided in these Bylaws for determining the stockholders entitled to vote at such meeting. In all matters other than the election of directors, if a quorum is present, the affirmative vote of the majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or the General Corporation Law of the State of Maryland. In determining the number of votes cast for or against a proposal, shares abstaining from voting on a matter (including elections) will not be treated as a vote for or against the proposal. Where a separate vote by a class or classes or by a series of a class is required, if a quorum is present, the affirmative vote of the majority of shares of such class or classes or series of a

class present in person or represented by proxy at the meeting shall be the act of such class or classes or series of a class. The provisions of this Section will govern with respect to all votes of stockholders except as otherwise provided for in these Bylaws, the Articles of Incorporation or the General Corporation Law of the State of Maryland.

8.2 Voting For Directors. Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

8.3 Shares Held or Controlled by the Corporation. Shares of its own capital stock belonging to the Corporation, or to another corporation if a majority of the shares entitled to vote in the election of directors of such other corporation is held by the Corporation, shall neither be entitled to vote nor counted for quorum purposes.

8.4 Proxies. A stockholder may vote by a proxy that is in writing or is transmitted electronically, including but not limited to, via telegram, cablegram, internet, interactive voice response system or other means of electronic transmission executed or authorized by the stockholder or by his or her attorney-in-fact. Any electronic transmission must set forth information from which it can be determined by the Corporation or the inspector that such electronic transmission was authorized by the stockholder. A stockholder may revoke any proxy that is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation. A proxy shall become invalid 11 months after the date of its execution, unless otherwise provided in the proxy. A proxy with respect to a specified meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

SECTION 9. INSPECTORS

Prior to each meeting of stockholders, the Board shall appoint at least one inspector of election (the "Inspector") who is not a director, candidate for director or officer of the Corporation, who shall receive and determine the validity of proxies and the qualifications of voters, and receive, inspect, count and report to the meeting in writing the votes cast on all matters submitted to a vote at such meeting. In case of failure of the Board to make such appointments or in case of failure of any Inspector so appointed to act, the Chairman of the Board shall make such appointment or fill such vacancies. Each Inspector, immediately before entering upon his or her duties, shall subscribe to an oath or affirmation faithfully to execute the duties of Inspector at such meeting with strict impartiality and according to the best of his or her ability.

SECTION 10. LIST OF STOCKHOLDERS

The Secretary or other officer or agent having charge of the stock ledger of the Corporation shall prepare and make, at least 10 days before every meeting of stockholders, a complete list of the stockholders entitled to vote at said meeting, arranged in alphabetical order and showing the address of each stockholder and the number of shares of each class and series registered in the name of each such stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least 10 days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. Such list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by this section, or the books of the Corporation, or to vote in person or by proxy at any such meeting.

SECTION 11. STOCKHOLDER PROPOSALS

At an annual meeting of stockholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been properly brought before the annual meeting of stockholders (a) by, or at the direction of, the Board; or (b) by a stockholder of the Corporation who complies with the procedures set forth in this Section 11. For business or a proposal to be properly brought before an annual meeting of stockholders by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be received by the Secretary at the principal executive offices of the Corporation not earlier than 120 days nor later than 90 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder to be timely must be received by the Secretary not earlier than the 120th day prior to such annual meeting and not later than the 90th day prior to such annual meeting, or if later, the 10th day following the day on which public announcement of the date of such meeting is first made. In no event shall the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above.

A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before an annual meeting of stockholders (i) a description, in 500 words or less, of the business desired to be

brought before the annual meeting and the reasons for conducting such business at the annual meeting; (ii) the name and address, as they appear on the Corporation's books, of the stockholders known by such stockholder to be supporting such proposal; (iii) the class and number of shares of the Corporation beneficially owned by such stockholder on the date of such stockholder's notice and by any other stockholders known by such stockholder to be supporting such proposal on the date of such stockholder's notice; (iv) a description, in 500 words or less, of any interest of the stockholder in such proposal; and (v) a representation that the stockholder is a holder of record of stock of the Corporation and intends to appear in person or by proxy at the meeting to present the proposal specified in the notice. Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at a meeting of stockholders except in accordance with the procedures set forth in this Section 11.

The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that the business was not properly brought before the meeting in accordance with the procedures prescribed by this Section 11, and if he or she should so determine, he or she shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. Notwithstanding the foregoing, nothing in this Section 11 shall be interpreted or construed to require the inclusion of information about any such proposal in any proxy statement distributed by, at the direction of, or on behalf of, the Board.

SECTION 12. CONDUCT OF MEETING

The Board may adopt by resolution such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board, the chairman of any meeting of stockholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chairman of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to only stockholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the chairman of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the Board or the chairman of the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

SECTION 13. WRITTEN CONSENT OF STOCKHOLDERS

Except as provided in the following sentence, any action required or permitted to be taken at a meeting of stockholders may be taken without a meeting if a unanimous consent setting forth the action is given in writing or by electronic communication (if permissible under applicable laws and regulations) by each stockholder entitled to vote on the matter and is filed with the records of stockholder meetings. Unless the Articles of Incorporation provide otherwise, the holders of any class of the Corporation's stock, including holders of the Corporation's common stock, entitled to vote generally in the election of directors, may take action or consent to any action concerning election of directors by delivering a consent in writing or by electronic communication (if permissible under applicable laws and regulations) of the stockholders entitled to cast not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting of the stockholders if the Corporation gives notice of the action so taken to each stockholder not later than 10 days after the effective time of the action.

SECTION 14. CONTROL SHARE ACQUISITION ACT

Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, Title 3, Subtitle 7 of the General Corporation Law of the State of Maryland (or any successor statute) shall not apply to any acquisition by any person of shares of stock of the Corporation. This Article II, Section 14 may be repealed, in whole or in part, at any time, whether before or after an acquisition of Control Shares (as defined in Section 3-701(d) of the General Corporation Law of the State of Maryland (or any successor provision)) and, upon such repeal, may, to the extent provided by any successor bylaw, apply to any prior or subsequent Control Share Acquisition (as defined in Section 3-701(d) of the General Corporation Law of the State of Maryland (or any successor provision)).

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. NUMBER, QUALIFICATION AND TERM OF OFFICE

The business, property and affairs of the Corporation shall be managed by a Board consisting of not less than one director. The Board shall from time to time by a vote of a majority of the directors then in office fix the specific number of directors to constitute the Board. Unless otherwise provided in the Articles of Incorporation, at each annual meeting of stockholders, the Board shall be elected by the stockholders for a term of one year. Each director shall serve until his or her successor is duly elected and shall qualify.

SECTION 2. VACANCIES

Unless otherwise provided in the Articles of Incorporation, vacancies in the Board or newly created directorships resulting from any increase in the authorized number of directors may be filled by a vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director, at any regular or special meeting of the Board.

SECTION 3. NOMINATIONS OF DIRECTORS

Subject to the rights, if any, of the holders of any series of preferred stock then outstanding, only persons nominated in accordance with the procedures set forth in this Section 3 shall be eligible for election as directors. Nominations of persons for election to the Board may be made at an annual meeting of stockholders or special meeting of stockholders called by the Board for the purpose of electing directors (i) by or at the direction of the Board or (ii) by any stockholder of the Corporation entitled to vote for the election of directors at such meeting who complies with the notice procedure set forth in this Article III, Section 3. Such nominations, other than those made by or at the direction of the Board, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be received by the Secretary at the principal executive offices of the Corporation not earlier than 120 days nor later than 90 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder to be timely must be received by the Secretary not earlier than the 120th day prior to such annual meeting and not later than the 90th day prior to such annual meeting, or if later, the 10th day following the day on which public announcement of the date of such meeting is first made. In no event shall the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above.

A stockholder's notice to the Secretary shall set forth (i) as to each person whom the stockholder proposes to nominate for election or re-election as a director (a) the name, age, business address and residence address of such person, (b) the principal occupation or employment of such person, (c) the class and number of shares of the Corporation which are beneficially owned by such person on the date of such stockholder's notice and (d) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, or any successor statute thereto (the "Exchange Act") (including without limitation such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (ii) as to the stockholder giving the notice (a) the name and address, as they appear on the Corporation's (or its agent's) books, of such stockholder and any other stockholders known by such stockholder to be supporting such nominee(s), (b) the class and number of shares of the Corporation beneficially owned by such stockholder on the date of such stockholder's notice and by any other stockholders known by such stockholder to be supporting such nominee(s) on the date of such stockholder's notice, (c) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; and (iii) a description of all arrangements or understandings between the stockholder and each nominee and other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Article III, Section 3. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by this Section and if he or she should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded.

SECTION 4. RESIGNATIONS

Any director may resign at any time upon written notice to the Board, the Chairman of the Board, the Chief Executive Officer, the President, the Vice Chairman of the Board or the Secretary of the Corporation. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein; and the acceptance of such resignation, unless otherwise required by the terms thereof, shall not be necessary to make it effective.

SECTION 5. REMOVALS

Unless otherwise provided in the Articles of Incorporation, any director may be removed, with or without cause, at any special meeting of the stockholders called for that purpose, by the affirmative vote of the holders of a majority in number of shares of the Corporation entitled to vote for the election of such director.

SECTION 6. PLACE OF MEETINGS; BOOKS AND RECORDS

The Board may hold its meetings and have an office or offices at such place or places within or without the State of Maryland, or by means of remote communication (if permissible under applicable laws and regulations) as the Board from time to time may determine.

The Board, subject to the provisions of applicable statutes, may authorize the books and records of the Corporation, and offices or agencies for the issue, transfer and registration of the capital stock of the Corporation, to be kept at such place or places outside of the State of Maryland as, from time to time, may be designated by the Board.

SECTION 7. ANNUAL MEETING OF THE BOARD

The first meeting of each newly elected Board, to be known as the Annual Meeting of the Board, for the purpose of electing officers, designating committees and the transaction of such other business as may come before the Board, shall be held as soon as practicable on the same date as, and after the adjournment of, the annual meeting of stockholders, and no notice of such meeting shall be necessary to the newly elected directors, provided a quorum shall be present. In the event the first meeting of the newly elected Board is not held on the same date as and after the Annual Meeting of Stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board, or as shall be specified in a written waiver signed by all of the newly elected directors.

SECTION 8. REGULAR MEETINGS

The Board shall provide for regular meetings of the Board at such times and at such places as it deems desirable. Notice of regular meetings need not be given.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board may be called by the Chairman of the Board, the Chief Executive Officer, the President or the Vice Chairman of the Board and shall be called by the Secretary on the written request of three directors on such notice as the person or persons calling the meeting shall deem appropriate in the circumstances. Notice of each such special meeting shall be mailed to each director or delivered to him or her by telephone, facsimile, telegraph, internet or any other means of electronic communication, in each case addressed to his or her residence or usual place of business, or delivered to him or her in person or given to him or her orally. The notice of meeting shall state the time and place of the meeting but need not state the purpose thereof. Whenever any notice is required to be given to any director under the provisions of these Bylaws, the Articles of Incorporation or the General Corporation Law of the State of Maryland, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board or any committee appointed by the Board need be specified in the waiver of notice of such meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 10. QUORUM AND MANNER OF ACTING

Except as otherwise provided by statute, the Articles of Incorporation or these Bylaws, the presence of a majority of the total number of directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board, and the act of a majority of the directors present at any such meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the directors present may adjourn the meeting, from time to time, until a quorum is present. Notice of any such adjourned meeting need not be given.

SECTION 11. ORGANIZATION

At every meeting of the Board, the Chairman of the Board, or in his or her absence, the Chief Executive Officer, the President or the Vice Chairman of the Board, or if all of the said persons are absent, a chairman chosen by a majority of the directors present shall act as chairman of the meeting. The Secretary, or in his or her absence, an Assistant Secretary, or in the absence of the Secretary and all the Assistant Secretaries, any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

SECTION 12. CONSENT OF DIRECTORS IN LIEU OF MEETING

Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, any action required or permitted to be taken at any meeting of the Board, or any committee designated by the Board, may be taken without a meeting if all members of the Board or committee of the Board consent thereto in writing or by electronic transmission (if permissible under applicable laws and regulations), and such written consent is filed with the minutes of the proceedings of the Board or committee of the Board.

SECTION 13. TELEPHONIC MEETINGS

Members of the Board, or any committee designated by the Board, may participate in any meeting of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting.

SECTION 14. COMPENSATION

Each director, who is not a full-time salaried officer of the Corporation or any of its wholly owned subsidiaries, when authorized by resolution of the Board, may receive as a director a stated salary, an annual retainer, compensation based on the number of meetings held or attended, and/or any other benefits as the Board may determine, and in addition may be allowed a fixed fee or reimbursement of his or her reasonable expenses for attendance at each regular or special meeting of the Board or any committee thereof.

SECTION 15. INTERESTED DIRECTORS

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers is a director or officer of this Corporation, or in which one of the directors or officers of this Corporation has a financial interest in such contract or transaction, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof that authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon other than the votes of shares owned of record or beneficially owned by the interested director, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board, a committee thereof or the stockholders. Common or interested directors or the shares of stock owned by them may be counted in determining the presence of a quorum at a meeting of the Board or of a committee of the Board or at a meeting of the stockholders that authorizes the contract or transaction.

ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1. COMMITTEES

The Board may designate such other committees, consisting of such number of directors as the Board may from time to time determine, and each such committee shall serve for such term and shall have and may exercise, during intervals between meetings of the Board, such duties, functions and powers, subject to the General Corporation Law of the State of Maryland, as the Board may from time to time prescribe.

SECTION 2. COMMITTEE CHAIRMAN, BOOKS AND RECORDS

Each committee shall elect a chairman to serve for such term as it may determine, shall fix its own rules of procedure and shall meet at such times and places and upon such call or notice as shall be provided by such rules. It shall keep a record of its acts and proceedings, and all action of the committee shall be reported to the Board at the next meeting of the Board.

SECTION 3. ALTERNATES

Alternate members of the committees prescribed by this Article IV may be designated by the Board from among the directors to serve as occasion may require. Whenever a quorum cannot be secured for any meeting of any such committee from among the regular members thereof and designated alternates, the member or members of such committee present at such meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of such absent or disqualified member.

Alternate members of such committees shall receive a reimbursement for expenses and compensation at the same rate as regular members of such committees.

SECTION 4. QUORUM AND MANNER OF ACTING

At each meeting of any committee the presence of a majority of the members of such committee, whether regular or alternate, shall be necessary to constitute a quorum for the transaction of business, and if a quorum is present the concurrence of a majority of those present shall be necessary for the taking of any action.

ARTICLE V OFFICERS

SECTION 1. NUMBER

The officers of the Corporation shall consist of a Chairman of the Board, a Chief Executive Officer or President, a Secretary, a Treasurer, and such other officers with such titles and powers and/or duties as the Board shall from time to time determine. Officers of the Corporation may simultaneously serve as officers of subsidiaries or divisions thereof. Any number of offices may be held by the same person.

SECTION 2. ELECTION

The officers of the Corporation, except the assistant officers who may be appointed by the Chief Executive Officer or the Chairman of the Board as provided in this Article V, shall be elected or appointed as soon as practicable after the annual meeting of stockholders in each year to hold office until the first meeting of the Board after the annual meeting of stockholders next succeeding his or her election, or until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

SECTION 3. RESIGNATIONS

Any elected or appointed officer may resign at any time upon written notice to the Chairman of the Board or the Secretary of the Corporation. Such resignation shall take effect upon the date of its receipt or at such later time as may be specified therein, and unless otherwise required by the terms thereof, no acceptance of such resignation shall be necessary to make it effective.

SECTION 4. REMOVALS

Any elected or appointed officer may be removed, with or without cause, by the Board at any regular or special meeting of the Board, and in the case of an assistant officer appointed by the Chairman of the Board or the Chief Executive Officer pursuant to this Article V, may be so removed by the Chairman of the Board or the Chief Executive Officer. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election or appointment of any officer shall not of itself create contractual rights.

SECTION 5. VACANCIES

Any vacancy occurring in any office by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board at any regular or special meeting or as otherwise provided in these Bylaws.

SECTION 6. CHAIRMAN OF THE BOARD

The Chairman of the Board shall, when present, preside at all meetings of the stockholders and the Board, and shall have authority to call special meetings of the Board. He or she also shall have the power to appoint and remove assistant officers of the Corporation with such titles and duties as he or she may from time to time deem necessary or appropriate, and shall have such other powers and duties as are expressly provided in these Bylaws.

SECTION 7. CHIEF EXECUTIVE OFFICER

The Chief Executive Officer, if any, shall assist the Chairman of the Board in the performance of his or her duties and shall perform those duties assigned to him or her in other provisions of the Bylaws and such other duties as may from time to time be assigned to him or her by the Board. In the absence or disability of the Chairman of the Board, or at his or her request, the Chief Executive Officer may preside at any meeting of the stockholders or of the Board and, in such circumstances, may exercise any of the other powers or perform any of the other duties of the Chairman of the Board. The Chief Executive Officer may sign or execute, in the name of the Corporation, all stock certificates, deeds, mortgages, bonds, contracts or other documents and instruments, except in cases where the signing or execution thereof shall be required by law or shall have been expressly delegated by the Board or these Bylaws to some other officer or agent of the Corporation. The Chief Executive Officer also shall have the power to appoint and remove assistant officers of the Corporation with such titles and duties as he or she may from time to time deem necessary or appropriate.

The Chief Executive Officer shall have such other power and authority as is usual, customary and desirable to perform all the duties of the office (including, but not limited to, the approval of payments or arrangements made in connection with the Corporation's debt, interest, tax, contractual and regulatory obligations) necessary to, and consistent with, the businesses of the Corporation and its subsidiaries. The Chief Executive Officer (and other officers of the Corporation as delegated by the Chief Executive Officer or as authorized in these Bylaws) may delegate the foregoing authorization to other officers, employees and agents of the Corporation by either written authorization (including powers of attorney) or otherwise, unless such authorization is expressly reserved for the Chief Executive Officer or other officer, as applicable.

SECTION 8. PRESIDENT

The President, if any, shall have general authority over the property, business and affairs of the Corporation, and over all subordinate officers, agents and employees of the Corporation, subject to the control and direction of the Board or the Chief Executive Officer, including the power to sign and acknowledge in the name and on behalf of the Corporation all stock certificates, deeds, mortgages, bonds, contracts or other documents and instruments except when the signing thereof shall be expressly delegated to some other officer or agent by the Board or required by law to be otherwise signed or executed and, unless otherwise provided by law or by the Board, may delegate to any officer, employee or agent of the Corporation authority to sign, execute and acknowledge in his or her place and stead all such documents and instruments.

SECTION 9. VICE PRESIDENTS

Each Executive Vice President, Senior Vice President and Vice President, if any, shall have such powers and perform such duties as may from time to time be assigned to him or her, directly or indirectly, either generally or in specific instances, by the Board or the Chief Executive Officer.

Subject to delegations by the Board or the Chief Executive Officer pursuant to this Article V, each Executive Vice President, Senior Vice President and Vice President shall perform all duties incident to the office of vice president of a corporation and shall have authority to sign or execute, in the name of the Corporation, all stock certificates, deeds, mortgages, bonds, contracts or other documents or instruments, except in cases where the signing or execution thereof shall have been expressly delegated by the Board or these Bylaws to some other officer or agent of the Corporation.

SECTION 10. SECRETARY

The Secretary shall keep the minutes of meetings of the stockholders and of the Board in books provided for the purpose; he or she shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; he or she shall be custodian of the records and of the corporate seal or seals of the Corporation; he or she shall see that the corporate seal is affixed to all documents requiring same, the execution of which, on behalf of the Corporation, under its seal, is duly authorized, and when said seal is so affixed he or she may attest same; and, in general, he or she shall perform all duties incident to the office of the secretary of a corporation, and such other duties as from time to time may be assigned to him or her directly or indirectly by the Board, the Chief Executive Officer and the President, or as may be provided by law. Any Assistant Secretary may perform any of the duties or exercise any of the powers of the Secretary at the request of, or in the absence or disability of, the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Corporation.

SECTION 11. TREASURER

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board taking proper vouchers for such disbursements, and shall render to the President and the Board, at the regular meetings of the Board, or when the Board so requires, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation. If required by the Board, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of the office of Treasurer and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

SECTION 12. ABSENCE OR DISABILITY OF OFFICERS

In the absence or disability of the Chairman of the Board, the Chief Executive Officer, or the President, the Board or a committee thereof may designate individuals to perform the duties of those absent or disabled.

ARTICLE VI

STOCK CERTIFICATES AND TRANSFER THEREOF

SECTION 1. STOCK CERTIFICATES

Except as otherwise permitted by statute, the Articles of Incorporation or resolution or resolutions of the Board, every holder of stock in the Corporation shall be entitled to have a certificate, signed by or in the name of the Corporation by the Chairman of the Board, the Chief Executive Officer, the President, the Chief Financial Officer or any Vice President and by the Chief Financial Officer, the Treasurer, an Assistant Treasurer, the Secretary or an Assistant Secretary of the Corporation, certifying the number of shares, and the class and series thereof, owned by him or her in the Corporation. Any and all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue. The Board or the Chief Executive Officer shall determine the form of stock certificate of the Corporation. Unless the Articles of Incorporation provide otherwise, the Board may authorize the issuance of some or all of the shares of any or all of the Corporation's classes or series of capital stock without certificates. The authorization does not affect shares already represented by certificates until they are surrendered to the Corporation.

SECTION 2. TRANSFER OF STOCK

Transfer of shares of the capital stock of the Corporation shall be made only on the books (whether physically or electronically) of the Corporation by the holder thereof, or by his or her attorney duly authorized, and on surrender of the certificate or certificates for such shares. A person in whose name shares of stock stand on the

books of the Corporation shall be deemed the owner thereof as regards the Corporation, and the Corporation shall not, except as expressly required by statute, be bound to recognize any equitable or other claim to, or interest in, such shares on the part of any other person whether or not it shall have express or other notice thereof.

SECTION 3. TRANSFER AGENTS AND REGISTRARS

The Board may appoint responsible companies from time to time to act as transfer agents and registrars of the stock of the Corporation, as may be required by and in accordance with applicable laws, rules and regulations. If the Board appoints a transfer agent and registrar, then, except as otherwise provided by the Board in respect of temporary certificates, no certificates for shares of capital stock of the Corporation shall be valid unless countersigned by such transfer agent and registered by such registrar.

SECTION 4. ADDITIONAL REGULATIONS

The Board may make such additional rules and regulations as it may deem expedient concerning the issue, transfer and registration of certificates for shares of the capital stock of the Corporation.

SECTION 5. LOST, STOLEN OR DESTROYED CERTIFICATES

The Board may provide for the issuance of new certificates of stock to replace certificates of stock lost, stolen or destroyed, or alleged to be lost, stolen or destroyed, upon such terms and in accordance with such procedures as the Board or the Chief Executive Officer shall deem proper and prescribe.

ARTICLE VII DIVIDENDS, SURPLUS, ETC.

Except as otherwise provided by statute or the Articles of Incorporation, the Board may declare dividends upon the shares of its capital stock either (1) out of its surplus; or (2) in case there shall be no surplus, out of its net profits for the fiscal year, whenever, and in such amounts as, in its opinion, the condition of the affairs of the Corporation shall render it advisable. Dividends may be paid in cash, in property or in shares of the capital stock of the Corporation. No distribution may be made if, after giving effect to the distribution, (a) the Corporation would not be able to pay indebtedness of the Corporation as the indebtedness becomes due in the usual course of business; or (b) the Corporation's total assets would be less than the sum of its total liabilities plus, unless the Articles of Incorporation permit otherwise, the amount that would be needed if the Corporation were to be dissolved at the time of the distribution to satisfy the preferential rights upon dissolution of stockholders whose preferential rights on dissolution are superior to those receiving the distribution.

ARTICLE VIII SEAL

The Corporation may have a corporate seal that shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Maryland." The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

ARTICLE IX FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January of each year, or on such other day as may be fixed from time to time by the Board.

ARTICLE X INDEMNIFICATION

SECTION 1. RIGHT TO INDEMNIFICATION

Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director (as that term is used in this Article X only, to include directors elected or appointed pursuant to Article III of these Bylaws), officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnatee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as such a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the full extent authorized by the General Corporation Law of the State of Maryland, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), or by other applicable law as then in effect, against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such indemnatee in connection therewith and such indemnification shall continue as to an indemnatee who has ceased to be a director, officer, employee or agent and shall inure to the

benefit of the indemnitee's heirs, executors and administrators; provided, however, that except as provided in Article X, Section 2 with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee seeking indemnification in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of the Corporation. The right to indemnification conferred in this Article X, Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); further provided, however, that, if the General Corporation Law of the State of Maryland requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director, officer or employee (and not in any other capacity in which service was or is rendered by such indemnitee while a director, officer or employee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined that such indemnitee is not entitled to be indemnified under this Section 1, or otherwise.

SECTION 2. RIGHT OF INDEMNITEE TO BRING SUIT

If a claim under Section 1 of this Article X is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be 20 days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the indemnitee shall be entitled to be paid the expense of prosecuting such suit. The indemnitee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking, if any is required, has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption and prove that the indemnitee is not so entitled. Neither the failure of the Corporation (including its Board, independent legal counsel or its stockholders), to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Board, independent legal counsel or its stockholders) that the indemnitee is not entitled to indemnification, shall be a defense to the suit or create a presumption that the indemnitee is not so entitled.

SECTION 3. NONEXCLUSIVITY OF RIGHTS

The rights to indemnification and to the advancement of expenses conferred in this Article X shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

SECTION 4. INSURANCE, CONTRACTS AND FUNDING

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Maryland. The Corporation may enter into contracts with any indemnitee in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

SECTION 5. MAJORITY OWNED SUBSIDIARIES

Any person who is or was serving as a director of a majority owned subsidiary of the Corporation shall be deemed, for purposes of this Article only, to be a director, officer or employee of the Corporation entitled to indemnification under this Article.

SECTION 6. INDEMNIFICATION OF AGENTS OF THE CORPORATION

The Corporation may, by action of the Board from time to time, grant rights to indemnification and advancement of expenses to agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors, officers and employees of the Corporation.

ARTICLE XI

CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

SECTION 1. CHECKS, DRAFTS, BANK ACCOUNTS

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board. No loans shall be contracted on behalf of the Corporation unless authorized by the Board. Such authority may be general or confined to specific circumstances.

ARTICLES OF INCORPORATION
OF
GLOBAL CLEAN ENERGY, INC.

The undersigned, Kristin Dunlap, whose address is c/o Patton Boggs LLP, 1801 California Street, Suite 4900, Denver, Colorado 80202, being at least 18 years of age, acting as incorporator, does hereby form a corporation under the general laws of the State of Maryland having the following Articles:

ARTICLE I
NAME

The name of the corporation (the "Corporation") is: Global Clean Energy, Inc.

ARTICLE II
PURPOSE

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Maryland (the "Maryland Code"). In furtherance of the foregoing purposes, the Corporation shall have and may exercise all of the rights, powers and privileges granted by the Maryland Code. In addition, the Corporation may do everything necessary, suitable and proper for the accomplishment of any of its corporate purposes.

ARTICLE III
PRINCIPAL OFFICE IN STATE AND RESIDENT AGENT

The street address of the principal office and registered agent of the Corporation in the State of Maryland is The Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202. The name of the resident agent of the Corporation in the State of Maryland at that address is The Corporation Trust Incorporated.

ARTICLE IV
STOCK

5.1 Authorized Shares. The Corporation is authorized to issue 300,000,000 shares of \$.001 par value common stock and 50,000,000 shares of \$.001 par value preferred stock.

5.2 Common Stock. Each stockholder of record shall have one vote for each share of common stock standing in his or her name on the books of the Corporation and entitled to vote, except that in the election of directors each stockholder shall have as many votes for each share held by his or her as there are directors to be elected and for whose election the stockholder has a right to vote. Cumulative voting shall not be permitted in the election of directors or otherwise.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. 3-10-08

STATE DEPARTMENT OF REVENUE

BY: A. Chandra, Custodian

This stamp replaces our previous certification system. Effective: 6/95

5.3 Preferred Stock. The Board of Directors is hereby expressly authorized, by resolution or resolutions, to provide, out of the unissued shares of preferred stock, for the issuance of one or more series of preferred stock, with such voting powers, if any, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be expressed in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, including, without limiting the generality of the foregoing, the following:

- (a) the designation of such series, the number of shares to constitute such series and the stated value thereof if different from the par value thereof;
- (b) whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;
- (c) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preferences or relation that such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of this class;
- (d) whether the shares of such series shall be subject to redemption by the Corporation, and, if so, the times, prices and other terms and conditions of such redemption;
- (e) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;
- (f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;
- (g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes or of any other series of this class or any other class or classes of capital stock and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange;
- (h) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the common stock or shares of stock of any other class or any other series of this class; and

-
- (i) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of this class or of any other class or classes.

The powers, preferences and relative, participating, optional and other special rights of each series of preferred stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of preferred stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative.

5.4 Meeting. Unless otherwise ordered by a court of competent jurisdiction, at all meetings of stockholders a majority of the shares of a voting group entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum of that voting group.

5.5 Preemptive Rights. No stockholder of the Corporation shall have any preemptive or similar right to acquire any additional unissued or treasury shares of stock or other securities of any class, or rights, warrants or options to purchase stock or scrip, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

ARTICLE V PERPETUAL EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI DIRECTORS

6.1 Number. The number of directors of the Corporation shall be fixed by the bylaws of the corporation, or if the bylaws fail to fix such a number, then by resolution adopted from time to time by the Board of Directors, provided that the number of directors shall not be more than nine nor less than one.

6.2 Initial Directors. Five directors shall constitute the initial Board of Directors. The following persons are elected to serve as the Corporation's initial directors until the first annual meeting of stockholders or until their successors are duly elected and qualify:

Name	Address
Kenneth Adessky	2005 – 10th Street, Suite A Boulder, Colorado 80302
Earl Azimov	2005 – 10th Street, Suite A Boulder, Colorado 80302
John Grob	2005 – 10th Street, Suite A Boulder, Colorado 80302
Michael Kron	2005 – 10th Street, Suite A Boulder, Colorado 80302
Travis K. Robinson	2005 – 10th Street, Suite A Boulder, Colorado 80302

6.3 Election. Elections of directors need not be by written ballot unless the bylaws of the Corporation so provide.

6.4 Bylaws. The Board of Directors of the Corporation is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation.

ARTICLE VII STOCKHOLDER ACTIONS

7.1 Majority Vote. When, with respect to any actions to be taken by stockholders of the Corporation, the Maryland Code requires the vote or concurrence of the holders of two-thirds of the outstanding shares, or of the shares entitled to vote thereon, or of any class or series, such action may be taken by the vote or concurrence of the majority of such shares or class or series thereof.

7.2 Written Actions by Stockholders. The holders of common stock entitled to vote generally in the election of directors may take action by written consent or by electronic transmission of written consent of the stockholders entitled to cast not less than the minimum number of votes that would be necessary to take such action at a stockholders' meeting if the Corporation gives notice of the action to each holder of the common stock not later than 10 days after the effective time of the action.

ARTICLE VIII LIMITATION OF LIABILITY

The personal liability of each director and officer of the Corporation shall be eliminated and limited to the full extent permitted by the laws of the State of Maryland, including without limitation as permitted by the provisions of Section 2-405.2 of the Maryland Code and any successor provision, as amended from time to time, except to the extent: (i) it is proved that the person actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received; (ii) a judgment or other final adjudication adverse to the person is entered in a proceeding based on a finding in the proceeding that the person's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding; or (iii) otherwise provided by the Maryland Code. Neither any amendment nor repeal of this Article

VIII, nor adoption of any provision of these Articles of Incorporation, the bylaws of the Corporation or any statute that is inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII in respect of any acts or omissions occurring prior to such amendment, repeal or adoption. If the Maryland Code is hereafter amended or supplemented to authorize corporate action further eliminating or limiting the personal liability of directors and officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by such amended or supplemented Maryland Code. In the event that any of the provisions of this Article VIII (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE IX INTERESTED PARTY TRANSACTIONS

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and the same are in furtherance of and not in limitation of, the powers conferred by law:

No contract or other transaction of the Corporation with any other persons, firm or corporation in which this Corporation is interested, shall be affected or invalidated by the fact that any one or more of the directors or officers of this Corporation, individually or jointly with others, may be a party to or may be interested in any such contract or transaction so long as the contract or other transaction is approved by the Board of Directors in accordance with the Maryland Code. Each person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his or her contracting with the Corporation for the benefit of himself or herself or any firm or corporation in which he or she may be in any way interested.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify and advance expenses to any and all directors, officers, employees and agents of the Corporation to the fullest extent permitted by Section 2-418 of the Maryland Code, as the same may be amended and supplemented, unless it is established that: (i) the act or omission was material to the matter giving rise to the liability and was omitted in bad faith or was the result of active and deliberate dishonesty; (ii) the person actually received an improper personal benefit in money, property or services; or (iii) in the case of a criminal proceeding, the person had reasonable cause to believe the act or omission was unlawful. The rights to indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these Articles of Incorporation, any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such persons' official capacity and as to action in another capacity while holding such directorship, office, employment or agency, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Neither the repeal nor modification of this Article

X, or the adoption of any provision to these Articles of Incorporation that is inconsistent with this Article X, shall eliminate, restrict or otherwise adversely affect any right or protection of any such person existing hereunder with respect to any act or omission occurring prior to such repeal, modification or adoption of an inconsistent provision.

ARTICLE XI
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XII
MARYLAND BUSINESS COMBINATIONS ACT

Notwithstanding any other provision of these Articles or the Bylaws, Sections 3-601 through 3-605 of the Maryland Code (or any successor statutes) shall not apply to any combination between the Corporation and any interested stockholder of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 8th day of November 2007.


Kristin Dunlap, Incorporator

The Corporation Trust Incorporated consents to being named as the Resident Agent for Global Clean Energy, Inc., a Maryland corporation, in this document.

The Corporation Trust Incorporated

By: _____

Filing party's return address:

Kristin Dunlap
c/o Patton Boggs LLP
1801 California Street
Suite 4900
Denver, CO 80202



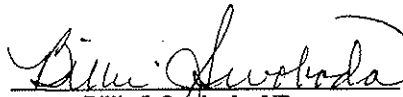
CT
a Wolters Kluwer business

CT
300 E. Lombard Street
Suite 1400
Baltimore, MD 21202

410 539 2837 tel
410 332 1178 fax
www.ctlegalsolutions.com

**The Corporation Trust Incorporated hereby consents to act as
resident agent in Maryland for the entity named in the
attached document.**

The Corporation Trust Incorporated


Billie J. Swoboda, VP

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 02 BUSINESS CODE 03

Close _____ Stock ☒ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

FEES REMITTED

Base Fee: _____
Org. & Cap. Fee: 100
Expedite Fee: 45
Penalty: 30
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: _____

TOTAL FEES: 215

Credit Card _____ Check ☒ Cash _____

_____ Documents on _____ Checks

Approved By: [Signature]

Keyed By: _____

COMMENT(S):

Affix Record Label Here



1000361995542010

Affix Record Label Here

ID # D12225389 ACK # 1000361995542010

PAGES: 0008

GLOBAL CLEAN ENERGY, INC.

11/08/2007 AT 10:38 A WO # 0001488526

New Name _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
and Resident Agent's Address
_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code 007

Attention: _____

Mail: Name and Address

THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST
BALTIMORE

MD 21202-3219

Stamp Work Order and Customer Number HERE

CUST ID: 0002045488
WORK ORDER: 0001488526
DATE: 11-09-2007 11:11 AM
AMT. PAID: \$215.00

ARTICLES OF MERGER

Newsearch, Inc.
(a Colorado corporation)

WITH AND INTO

Global Clean Energy, Inc.
(a Maryland corporation)

Pursuant to Section 3-107 of the
General Corporation Law of Maryland

1. The names and states of incorporation of each of the constituent corporations (collectively, the "Constituent Corporations") are as follows:

Newsearch, Inc., a Colorado corporation ("Newsearch")
and

Global Clean Energy, Inc., a Maryland corporation ("Global Clean Energy").

2. An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by the board of directors and the holders of common stock, as applicable, of each of the Constituent Corporations in accordance with the laws under which it is formed and in particular, in accordance with the applicable provisions of the Colorado Business Corporation Act and the General Corporation Law of Maryland, respectively. The Agreement and Plan of Merger provides for, among other things, the merger of Newsearch with and into Global Clean Energy, pursuant to which each stockholder of Newsearch will receive one share of common stock of Global Clean Energy for each share of common stock of Newsearch that each stockholder of Newsearch owns.

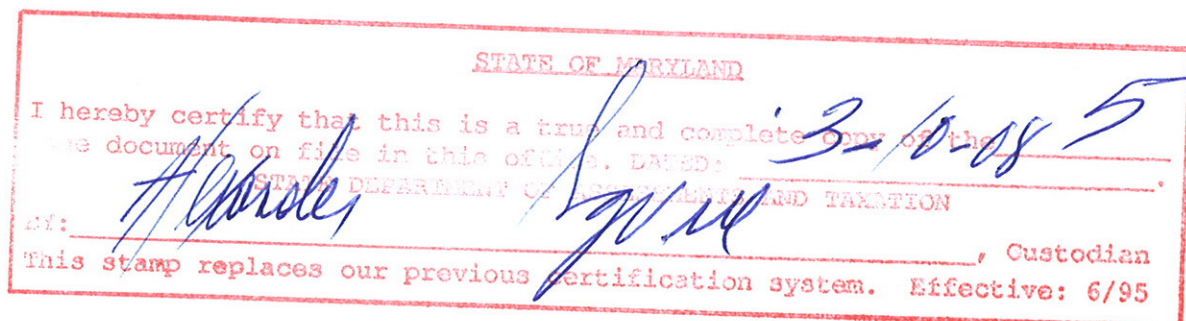
3. Newsearch was incorporated on December 3, 1999 pursuant to the Colorado Business Corporation Act. Newsearch is not registered or qualified to do business in Maryland.

4. Neither Newsearch nor Global Clean Energy owns any interest in land in Maryland. No interest in land in Maryland is affected by the merger of Newsearch with and into Global Clean Energy.

5. The surviving corporation shall be Global Clean Energy. The name of the surviving corporation shall be Global Clean Energy, Inc., a Maryland corporation.

6. The Articles of Incorporation of Global Clean Energy shall be the Articles of Incorporation of the surviving corporation.

025461.0101\265643



7. The executed Agreement and Plan of Merger is on file at the principal place of business of Global Clean Energy located at 3095 South Parker Road, Suite #200, Aurora, Colorado 80014.

8. A copy of the Agreement and Plan of Merger will be furnished by Global Clean Energy on request without cost to any stockholder of Newsearch and to any stockholder of Global Clean Energy.

9. The authorized capital stock of Newsearch consists of fifty million (50,000,000) shares of preferred stock, \$.001 par value, of which no shares were issued or outstanding as of the September 21, 2007 record date, and one hundred million (100,000,000) shares of common stock, \$.001 par value, of which twenty four million six hundred fifteen thousand five hundred and twenty one (24,615,521) shares were issued and outstanding as of the September 21, 2007 record date for determining stockholders eligible to vote on the merger. Twenty two million seven hundred seventy one thousand four hundred and seventy two (22,771,472) shares of the issued and outstanding common stock voted in favor of adopting and approving the Agreement and Plan of Merger.

10. The authorized capital stock of Global Clean Energy consists of three hundred million (300,000,000) shares, \$.001 par value, of common stock, none of which were issued and outstanding for determining stockholders eligible to vote on the merger, and fifteen million (15,000,000) shares, \$.001 par value, of preferred stock, none of which are issued and outstanding. The aggregate par value of all classes of shares of Global Clean Energy is three hundred and fifteen thousand dollars (\$315,000.00).

11. Upon the merger becoming effective, each outstanding share of common stock of Newsearch shall be immediately deemed to be one share of common stock of Global Clean Energy without an exchange of certificates.

***** Signature Page Follows *****

IN WITNESS WHEREOF, these Articles of Merger have been executed by each of Global Clean Energy and Newsearch by its duly authorized officers on the dates set forth below.

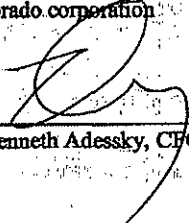
Global Clean Energy, Inc.,
a Maryland corporation

By: 
Kenneth Adessky, CFO

Attest: (Witness:)


Dr. Earl Azimov, Chairman of the Board

Newsearch, Inc.,
a Colorado corporation

By: 
Kenneth Adessky, CFO

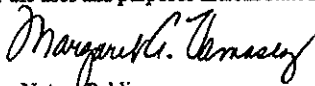
Attest: (Witness:)


Dr. Earl Azimov, Chairman of the Board

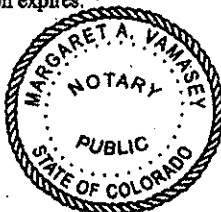
STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

On this 6th day of November, 2007, before me personally appeared Kenneth Adessky, Chief Financial Officer of Global Clean Energy, Inc., a Maryland corporation, and Chief Financial Officer of Newsearch, Inc., a Colorado corporation, who, being duly sworn by me, acknowledged that he executed the foregoing instrument in the name of said entity, that he had the authority to execute same, and that he executed the same as the act and deed of said entity for the uses and purposes therein stated.

My commission expires:


Notary Public

[SEAL]



025461.0101\265643

My Commission Expires 04/14/2011

STATE OF COLORADO

)

) ss.

COUNTY OF DENVER

)

On this 6th day of November, 2007, before me personally appeared Dr. Earl Azimov, Chairman of the Board of Global Clean Energy, Inc., a Maryland corporation, and Chairman of the Board of Newsearch, Inc., a Colorado corporation, who, being duly sworn by me, acknowledged that he executed the foregoing instrument in the name of said entity, that he had the authority to execute same, and that he executed the same as the act and deed of said entity for the uses and purposes therein stated.

My commission expires:

Margaret A. Vamsey
Notary Public

[SEAL]



My Commission Expires 04/14/2011

025461.0101\265643

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) Newsearch,

Inc.

(Co)

Surviving (Transferee) Global Clean

Energy, Inc.

(Ind) # 12225389

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: _____
Expedite Fee: 50
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: _____

TOTAL FEES: 150

Credit Card _____ Check ☒ Cash _____

_____ Documents on _____ Checks

Approved By: JWW/13

Keyed By: Chg

COMMENT(S):

Affix Barcode Label Here



1000361995549981

Affix Barcode Label Here

ID # D12225389 ACK # 1000361995549981

PAGES: 0005

GLOBAL CLEAN ENERGY, INC.

11/13/2007 AT 10:31 A WO # 0001489528

New Name _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
and Resident Agent's Address
_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Code 007

Attention: _____

THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST
BALTIMORE

MD 21202-3219

Stamp Work Order and Customer Number HERE

SHIP TO: BALTIMORE
CUST ID: 0002046430
WORK ORDER: 0001489528
DATE: 11-13-2007 12:53 PM
AMT. PAID: \$150.00

SECTION 2. DEPOSITS

All funds of the Corporation shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select, or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may, from time to time, be delegated by the Board; and for the purpose of such deposit, the appropriate officer or agent to whom such power may be delegated by the Board, may endorse, assign and deliver checks, drafts and other order for the payment of money which are payable to the order of the Corporation.

ARTICLE XII AMENDMENTS

Unless otherwise provided in the Articles of Incorporation, these Bylaws may be altered or repealed, and new Bylaws may be made, by the affirmative vote, at any meeting of the Board, of a majority of the entire Board. These Bylaws may also be amended or repealed by the affirmative vote of the holders of record of a majority in number of shares of the outstanding stock of the Corporation present or represented at any meeting of the stockholders and entitled to vote thereon, provided that notice of the proposed action be included in the notice of such meeting.

ARTICLE XIII MISCELLANEOUS

All references and uses herein of the masculine pronouns "he" or "his" shall have equal applicability to and shall also mean their feminine counterpart pronouns, such as "she" or "her."

* * * * *

EXHIBIT 5 – ITEM 21

ISSURERS CERTIFICATION

I Kenneth Adessky, certify that:

1. I have reviewed the disclosure statement of Global Clean Energy Inc.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: August 9, 2012

GLOBAL CLEAN ENERGY INC

By: /s/ Kenneth Adessky

Name: Kenneth Adessky

Postion: CFO & Director