

Edgar Filing: PHARMION CORP - Form SC 13G

PHARMION CORP
Form SC 13G
February 08, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(AMENDMENT NO. 1)*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

PHARMION CORPORATION
(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE
(Title of Class of Securities)

71715B 40 9
(CUSIP Number)

DECEMBER 31, 2004
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, SEE the NOTES).

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ProQuest Investments II, L.P. 22-3764772

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | |
|--------------|-----------------------------|
| NUMBER OF | 5. SOLE VOTING POWER |
| SHARES | -0- |
| BENEFICIALLY | 6. SHARED VOTING POWER |
| OWNED BY | 688,486 |
| EACH | 7. SOLE DISPOSITIVE POWER |
| REPORTING | -0- |
| PERSON WITH | 8. SHARED DISPOSITIVE POWER |
| | 688,486 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

688,486

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.17%

12. TYPE OF REPORTING PERSON**

PN

** SEE INSTRUCTIONS BEFORE FILLING OUT

2

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ProQuest Investments II Advisors Fund, L.P. 22-3784567

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

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NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

-0-

6. SHARED VOTING POWER
29,212

7. SOLE DISPOSITIVE POWER
-0-

8. SHARED DISPOSITIVE POWER
29,212

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
29,212

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES** | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.09%

12. TYPE OF REPORTING PERSON**
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT

3

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ProQuest Associates II LLC 22-3764735

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

-0-

6. SHARED VOTING POWER
717,698

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EACH 7. SOLE DISPOSITIVE POWER
REPORTING -0-
PERSON WITH 8. SHARED DISPOSITIVE POWER
717,698
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
717,698
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES** |__|
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
2.27%
12. TYPE OF REPORTING PERSON**
OO

** SEE INSTRUCTIONS BEFORE FILLING OUT

4

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Jay Moorin
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) |__|
(b) |X|
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States
5. SOLE VOTING POWER
NUMBER OF -0-
SHARES
6. SHARED VOTING POWER
BENEFICIALLY OWNED BY 717,698
7. SOLE DISPOSITIVE POWER
EACH REPORTING -0-
PERSON WITH 8. SHARED DISPOSITIVE POWER
717,698
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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748,948(1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.37%

12. TYPE OF REPORTING PERSON**

IN

** SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Amount assumes exercise by Mr. Moorin of his stock options to purchase 31,250 shares of common stock.

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Alain Schreiber

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States Resident Alien

5. SOLE VOTING POWER
NUMBER OF

-0-

SHARES

6. SHARED VOTING POWER

OWNED BY 717,698

EACH 7. SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON WITH 8. SHARED DISPOSITIVE POWER

717,698

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

717,698

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.27%

12. TYPE OF REPORTING PERSON**

IN

** SEE INSTRUCTIONS BEFORE FILLING OUT

6

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Joyce Tsang

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER
NUMBER OF
SHARES

-0-

6. SHARED VOTING POWER

OWNED BY 717,698

7. SOLE DISPOSITIVE POWER

REPORTING -0-

8. SHARED DISPOSITIVE POWER

717,698

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

717,698

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.27%

12. TYPE OF REPORTING PERSON**

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IN

** SEE INSTRUCTIONS BEFORE FILLING OUT

7

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Pasquale DeAngelis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES

5. SOLE VOTING POWER

-0-

BENEFICIALLY

6. SHARED VOTING POWER

OWNED BY

717,698

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

-0-

PERSON WITH

8. SHARED DISPOSITIVE POWER

717,698

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

717,698

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.27%

12. TYPE OF REPORTING PERSON**

IN

** SEE INSTRUCTIONS BEFORE FILLING OUT

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ITEM 1(A). NAME OF ISSUER.

Pharmion Corporation (the "Company").

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.

The Company's principal executive offices are located at 2525 28th Street, Boulder, CO 80301.

ITEMS 2(A). NAME OF PERSON FILING.

This statement is filed on behalf of the following persons with respect to shares of common stock of the Company and stock options to purchase shares of common stock of the Company:

(i) ProQuest Investments II, L.P., a Delaware limited partnership ("Investments II"), with respect to Shares beneficially owned by it;

(ii) ProQuest Investments II Advisors Fund, L.P., a Delaware limited partnership ("Advisors Fund"), with respect to Shares beneficially owned by it;

(iii) ProQuest Associates II LLC, a Delaware limited liability company ("Associates II"), as General Partner of Investments II and Advisors Fund, with respect to Shares beneficially owned by Investments II and Advisors Fund;

(iv) Jay Moorin, an individual and a member of Associates II ("Moorin"), with respect to Shares beneficially owned by Investments II and Advisors Fund;

(v) Alain Schreiber, an individual and a member of Associates II ("Schreiber"), with respect to Shares beneficially owned by Investments II and Advisors Fund;

(vi) Joyce Tsang, an individual and a member of Associates II ("Tsang"), with respect to Shares beneficially owned by Investments II and Advisors Fund; and

(vii) Pasquale DeAngelis, an individual and a member of Associates II ("DeAngelis"), with respect to Shares beneficially owned by Investments II and Advisors Fund.

The foregoing persons are hereinafter are referred to collectively as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE.

The address of the principal business office of each of the Reporting Persons is 600 Alexander Park, Suite 204, Princeton, NJ 08540.

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ITEM 2(C). CITIZENSHIP.

Mr. Moorin, Ms. Tsang and Mr. DeAngelis are United States citizens. Mr. Schreiber is a United States resident alien. Investments II and Advisors Fund

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are Delaware limited partnerships organized under the laws of the State of Delaware. Associates II is a Delaware limited liability company organized under the laws of the State of Delaware.

ITEM 2(D). TITLE OF CLASS OF SECURITIES.

Common stock, par value \$0.001 per share.

ITEM 2(E). CUSIP NUMBER.

71715B 40 9

ITEM 3.

If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 13d-1(c), check this box:

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ITEM 4. OWNERSHIP.

The percentages used herein are calculated based upon 31,656,158 shares issued and outstanding, as of November 5, 2004, based upon the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004. As of the close of business on December 31, 2004, the Reporting Persons owned shares of the Company's common stock in the amounts and percentages listed below:

A. PROQUEST INVESTMENTS II, L.P.

- (a) Amount beneficially owned: 688,486

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(b) Percent of class: 2.17%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 688,486

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 688,486

B. PROQUEST INVESTMENTS II ADVISORS FUND, L.P.

(a) Amount beneficially owned: 29,212

(b) Percent of class: 0.09%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 29,212

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 29,212

C. PROQUEST ASSOCIATES II LLC

(a) Amount beneficially owned: 717,698

(b) Percent of class: 2.27%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 717,698

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 717,698

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G. JAY MOORIN

(a) Amount beneficially owned: 748,948 (assumes exercise by Mr. Moorin of his stock options to purchase 31,250 shares of common stock)

(b) Percent of class: 2.37%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 717,698407

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 717,698

H. ALAIN SCHREIBER

(a) Amount beneficially owned: 717,698

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(b) Percent of class: 2.27%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 717,698

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 717,698

I. JOYCE TSANG

(a) Amount beneficially owned: 717,698

(b) Percent of class: 2.27%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 717,698

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 717,698

J. PASQUALE DEANGELIS

(a) Amount beneficially owned: 1,435,407

(b) Percent of class: 2.27%

(c) (i) Sole power to vote or direct the vote: -0-

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(ii) Shared power to vote or direct the vote: 717,698

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 717,698

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. |X|

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, a number of the Shares which represents more than five percent of the number of outstanding shares of the Shares.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

ITEM 10. CERTIFICATIONS.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 7, 2005

/s/ Pasquale DeAngelis

Pasquale DeAngelis, individually, as a member of ProQuest Associates II LLC, and as a member of ProQuest Associates II LLC on behalf of ProQuest Investments II, L.P. and ProQuest Investments II Advisors Fund, L.P.

*

Jay Moorin, individually

*

Alain Schreiber, individually

*

Joyce Tsang, individually

*By: /s/ Pasquale DeAngelis

Pasquale DeAngelis, Attorney-in-Fact
Power of attorney filed as an exhibit hereto

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Index Exhibit

SCHEDULE 13G

| EXHIBIT NUMBER | EXHIBIT DESCRIPTION |
|----------------|---------------------|
|----------------|---------------------|

| | |
|------|------------------------|
| 99.1 | Joint Filing Agreement |
| 99.2 | Power of Attorney |

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new roman; FONT-SIZE: 10pt"> 4,439,920 4,166,607

| | | |
|--|---------------------|---------------------|
| Accrued return on noncontrolling interest | 10,770,565 | 10,101,080 |
| Mortgage notes payable | 5,110,189 | 5,110,189 |
| Total Long Term Liabilities | 20,320,674 | 19,377,876 |
| STOCKHOLDERS' DEFICIT | | |
| Preferred stock - \$0.001 par value; 50,000,000 shares authorized | | |
| Series B, convertible; 13,000 shares issued and outstanding(aggregate liquidation preference of \$1,300,000) | | 13 13 |
| Common stock, \$0.001 par value; 500,000,000 shares authorized; 339,187,545 issued and outstanding | 339,187 | 339,187 |
| Additional paid-in capital | 25,744,459 | 25,657,177 |
| Accumulated deficit | (29,076,013) | (28,946,103) |
| Accumulated other comprehensive loss | (63,091) | (66,586) |
| Total Global Clean Energy Holdings, Inc. Stockholders' Deficit | (3,055,445) | (3,016,312) |
| Noncontrolling interests | (6,471,736) | (5,204,123) |
| Total Stockholders' Deficit | (9,527,181) | (8,220,435) |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | \$17,462,304 | \$18,092,951 |

The accompanying notes are an integral part of these condensed unaudited consolidated financial statements

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

| | For the three months Ended March 31, | |
|--|---|--------------|
| | 2015 | 2014 |
| Revenue | \$ 158,072 | \$ 78,810 |
| Subsidy Income | 159 | - |
| Total Revenue | 158,231 | 78,810 |
| Operating Expenses | | |
| General and administrative | 593,615 | 492,356 |
| Plantation operating costs | 30,376 | 27,731 |
| Total Operating Expenses | 623,991 | 520,087 |
| Loss from Operations | (465,760) | (441,277) |
| Other Income (Expenses) | | |
| Other income | 1 | 7 |
| Interest expense | (291,563) | (257,033) |
| Gain on settlement of liabilities | 270,323 | - |
| Change in fair value of derivative liability | 8,000 | - |
| Foreign currency transaction gain (loss) | 1,868 | 85 |
| Other Expenses, Net | (11,371) | (256,941) |
| Net Loss | (477,131) | (698,218) |
| Less Net Loss Attributable to the Noncontrolling Interest | (347,221) | (369,752) |
| Net Loss Attributable to Global Clean Energy Holdings, Inc. | \$(129,910) | \$(328,466) |
| Basic and diluted Loss per Common Share: | | |
| Net Loss per Common Share | \$(0.00) | \$(0.01) |
| Basic and diluted Weighted-Average Common Shares Outstanding | 339,187,545 | 339,187,545 |

The accompanying notes are an integral part of these condensed unaudited consolidated financial statements

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

| | For the three months Ended | |
|---|----------------------------|---------------|
| | March 31, 2015 | 2014 |
| Operating Activities | | |
| Net loss | \$ (477,131) | \$ (698,218) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Foreign currency transaction gain | - | (85) |
| Gain on settlement of liabilities | (270,323) | - |
| Share-based compensation | 87,279 | 44,287 |
| Depreciation and amortization | 117,472 | 128,726 |
| Amortization of debt discount | 18,250 | - |
| Change in fair value of derivative | (8,000) | - |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 200,330 | 4,751 |
| Inventory | (2,569) | (1,357) |
| Other current assets | (38,761) | (25,824) |
| Accounts payable and accrued expenses | 270,963 | 216,153 |
| Other noncurrent assets | (87) | 42,204 |
| Net Cash Used in Operating Activities | (102,577) | (289,363) |
| Investing Activities | | |
| Plantation development costs | (75,996) | (207,131) |
| Net Cash Used in Investing Activities | (75,996) | (207,131) |
| Financing Activities | | |
| Proceeds from issuance of preferred membership in GCE Mexico I, LLC | 127,000 | 432,137 |
| Proceeds from notes payable | - | 130,000 |
| Payments on capital leases and notes payable | - | (12,264) |
| Net Cash Provided by Financing Activities | 127,000 | 549,873 |
| Effect of exchange rate changes on cash | 4,037 | (4,597) |
| Net change in Cash and Cash Equivalents | (47,536) | 48,782 |
| Cash and Cash Equivalents at Beginning of Period | 238,485 | 216,531 |
| Cash and Cash Equivalents at End of Period | \$ 190,949 | \$ 265,313 |
| Supplemental Disclosures of Cash Flow Information: | | |
| Noncash Investing and Financing activities: | | |
| Accrual of return on noncontrolling interest | \$ 669,486 | \$ 643,672 |
| Estimated fair value of derivative liability | 73,000 | - |

The accompanying notes are an integral part of these condensed unaudited consolidated financial statements

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited)

| | For the three months Ended March 31, | |
|---|---|--------------|
| | 2015 | 2014 |
| Net Loss | \$(477,131) | \$(698,218) |
| Other comprehensive income (loss)- foreign currency translation adjustment | (3,566) | 80,484 |
| Comprehensive Loss | (480,697) | (617,734) |
| Add net loss attributable to the noncontrolling interest | 347,221 | 369,752 |
| Add other comprehensive loss (income) attributable to noncontrolling interest | - | (7,518) |
| Comprehensive Loss Attributable to Global Clean Energy Holdings, Inc. | \$(133,476) | \$(255,500) |

The accompanying notes are an integral part of these condensed unaudited consolidated financial statements

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES
Notes to Unaudited Condensed Consolidated Financial Statements

This summary of significant accounting policies is presented to assist the reader in understanding and evaluating the Company's financial statements. The financial statements and notes are the representations of the Company's management, which is responsible for their integrity and objectivity. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Note 1 – History and Basis of Presentation

History

Global Clean Energy Holdings, Inc. (the "Company") is a U.S.-based, multi-national, energy agri-business focused on the development of non-food based bio-feedstocks.

The Company was originally incorporated under the laws of the State of Utah on November 20, 1991. On July 19, 2010, the reincorporation of the company from a Utah corporation to a Delaware corporation was completed, as approved by shareholders.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Global Clean Energy Holdings, Inc., its subsidiaries, and the variable interest entities of GCE Mexico I, LLC a Delaware limited liability company ("GCE Mexico"), and its Mexican subsidiaries (Asideros, Asideros 2 and Asideros 3). The financial statements include the newly acquired Sustainable Oils, LLC, a wholly owned subsidiary, from the acquisition date of March 13, 2013. All significant intercompany transactions have been eliminated in consolidation.

Generally accepted accounting principles require that if an entity is the primary beneficiary of a variable interest entity (VIE), the entity should consolidate the assets, liabilities and results of operations of the VIE in its consolidated financial statements. Global Clean Energy Holdings, Inc. considers itself to be the primary beneficiary of GCE Mexico, and its Mexican subsidiaries, and accordingly, has consolidated these entities since their formation beginning in April 2008, with the equity interests of the unaffiliated investors in GCE Mexico presented as Noncontrolling Interests in the accompanying condensed consolidated financial statements.

Under ASC 810-10 the Primary Beneficiary is the party that has both of the following:

1. The power to make decisions regarding the activities that most significantly impact the success of the VIE, and
2. The obligation to absorb losses or rights to receive benefits of the entity that could potentially be significant to the VIE.

When multiple parties make decisions over different activities of the entity, only the party with power to direct the activities that most significantly impacts the entity's economic performance will have satisfied the first condition. Global Clean Energy Holdings, Inc. has the power to direct the most significant activities of GCE Mexico and its subsidiaries, as these rights were specifically granted to Global Clean Energy Holdings, Inc. under the GCE Mexico's Operating Agreement (the "LLC Agreement").

Global Clean Energy Holdings, Inc. satisfies the second condition because as owner of a 50.5% profits interest, Global Clean Energy Holdings, Inc. is expected to receive the benefits or the largest amounts of profits allocated by GCE

Mexico. GCEH owns 1% of Asideros 1, Asideros 2 and Asideros 3, and the balance is owned by GCE Mexico. Accordingly, we own 50.5% of Asideros 1, Asideros 2 and Asideros 3 either directly or through our common membership interest in GCE Mexico. The partners' right to receive a preferred return on their investment does not qualify as a "right to receive residual returns" of GCE Mexico.

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES
Notes to Unaudited Condensed Consolidated Financial Statements

The guidance also states that “in a multi-tiered legal-entity structure, a reporting entity should generally begin its evaluation at the lowest-level entity. Each entity within the structure should then be evaluated on a consolidated basis. The attributes and variable interests of the underlying consolidated entities become those of the parent company upon consolidation”.

GCE Mexico holds, directly, 99% of the voting interest in the subsidiaries pursuant to the Agency Agreement. GCEH’s rights as Manager of GCE Mexico and as the sole Director of the subsidiaries enables GCEH to conclude that these powers, together with the 50% membership interest in GCE Mexico, gives Global Clean Energy Holdings, Inc. a controlling financial interest and therefore is the primary beneficiary.

GCE MEXICO, LLC AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

| | March 31, 2015 (Unaudited) | December 31, 2014 |
|--|----------------------------------|----------------------|
| ASSETS | | |
| CURRENT ASSETS (1) | 179,295 | 86,979 |
| PROPERTY AND EQUIPMENT, NET | 13,021,591 | 13,377,936 |
| OTHER NONCURRENT ASSETS | 3,020 | 3,118 |
| TOTAL ASSETS | \$ 13,203,906 | \$ 13,468,033 |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| CURRENT LIABILITIES | 273,572 | 281,369 |
| LONG-TERM LIABILITIES | 20,064,311 | 19,124,134 |
| TOTAL LIABILITIES | \$ 20,337,883 | \$ 19,405,503 |

(1) Includes cash of \$139,724 and \$86,979 at March 31, 2015 and December 31, 2014, respectively, which is included in the Company’s consolidated financial statements, but is used only for the operations of GCE Mexico.

In March 2013, the Company acquired 100% of all of the outstanding membership interests of Sustainable Oils, LLC, a Delaware limited liability company. Accordingly, the consolidated financial statements for periods after that acquisition include the assets, liabilities and results of operations of that entity.

Unaudited Interim Condensed Consolidated Financial Statements

The accompanying (a) condensed consolidated Balance Sheet at December 31, 2014 has been derived from audited statements and (b) unaudited condensed consolidated financial statements as of March 31, 2015 and 2014 have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments and disclosures necessary for a fair

presentation of these financial statements have been included and are of normal, recurring nature. These financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's annual report on Form 10-K For the year ended December 31, 2014, as filed with the Securities and Exchange Commission. The results of operations for the three months ended March 31, 2015, may not be indicative of the results that may be expected for the year ending December 31, 2014.

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES
Notes to Unaudited Condensed Consolidated Financial Statements

Accounting for Agricultural Operations

All costs incurred until the actual planting of the *Jatropha Curcas* plant are capitalized as plantation development costs, and are included in “Property and Equipment” on the balance sheet. Plantation development costs are being accumulated in the balance sheet during the development period and are accounted for in accordance with accounting standards for Agricultural Producers and Agricultural Cooperatives. The direct costs associated with each farm and the production of the *Jatropha* revenue streams have been deferred and accumulated as a noncurrent asset, “Deferred Growing Costs”, on the balance sheet. These costs will be recognized as a Cost of Good Sold in the period the revenue is recognized. Other general costs without expected future benefits are expensed when incurred.

Inventory

The Company uses the FIFO valuation method for its inventories, which consist almost entirely of finished goods. The Company records no inventories above their acquisition costs. There were no losses related to the valuation of inventory during the three months ended March 31, 2015.

Income/Loss per Common Share

Income/Loss per share amounts are computed by dividing income or loss applicable to the common shareholders of the Company by the weighted-average number of common shares outstanding during each period. Diluted income or loss per share amounts are computed assuming the issuance of common stock for potentially dilutive common stock equivalents. The number of dilutive warrants and options is computed using the treasury stock method, whereby the dilutive effect is reduced by the number of treasury shares the Company could purchase with the proceeds from exercises of warrants and options.

The following instruments are currently antidilutive and have been excluded from the calculations of diluted income or loss per share at March 31, 2015 and 2014, as follows:

| | March 31, 2015 | 2014 |
|---|-------------------|-------------|
| Convertible notes and accrued interest | 24,100,000 | 23,000,000 |
| Convertible preferred stock - Series B | 11,818,181 | 11,818,181 |
| Warrants | 3,083,332 | 3,083,332 |
| Compensation-based stock options and warrants | 88,682,003 | 72,645,311 |
| | 127,683,516 | 110,546,804 |

Revenue Recognition

Revenue is recognized when all of the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred or services have been rendered; the seller’s price to the buyer is fixed or determinable; collectability is reasonably assured; and title and the risks and rewards of ownership have transferred to the buyer. Value added taxes collected on revenue transactions are excluded from revenue and are included in accounts payable until remittance to the taxation authority.

Jatropha and Camelina biofuel revenue - The Company's long-term primary source of revenue currently is expected to be crude Jatropha oil. Revenue will be recognized net of sales or value added taxes and upon transfer of significant risks and rewards of ownership to the buyer. Revenue is not recognized when there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods. For the three months ended March 31, 2015, the Company had no material Jatropha or Camelina biofuel revenue.

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES

Notes to Unaudited Condensed Consolidated Financial Statements

Advisory services revenue - The Company provides development and management services to other companies regarding their bio-fuels and/or feedstock-Jatropha development operations, on a fee for services basis. The advisory services revenue is recognized upon completion of the work in accordance with each advisory contract.

Agricultural subsidies revenue - the Company receives agricultural subsidies from the Mexican government to supplement the farm development and planting of new trees. Due to the uncertainty of these payments, the revenue is recognized when the payments are received. We recognize these funds as revenue due to these payments being disbursed to supplement the Company's income and not as direct payments for any specified farming expense. For the three months ended March 31, 2015, the Company had no material subsidis revenue.

Fair Value of Financial Instruments

The carrying amounts reported in the consolidated balance sheets for accounts receivable and payable approximate fair value because of the immediate or short-term maturity of these financial instruments. The carrying amounts reported for the various notes payable and the mortgage notes payable approximate fair value because the underlying instruments are at interest rates which approximate current market rates. See note 10 for additional information regarding assets measured at fair value on a nonrecurring basis.

Derivative Liabilities

The Company evaluates debt instruments, stock options, stock warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under the relevant sections of ASC Topic 815-40, Derivative Instruments and Hedging: Contracts in Entity's Own Equity . The result of this accounting treatment could be that the fair value of a financial instrument is classified as a derivative instrument and is marked-to-market at each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income or other expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Financial instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815-40 are reclassified to a liability account at the fair value of the instrument on the reclassification date.

The Company has issued notes with embedded conversion features. Certain of the embedded conversion features contain price protection or anti-dilution features that result in these instruments being treated as derivatives. Accordingly, the Company has estimated the fair value of these embedded conversion features to settle outstanding contracts using Black-Scholes.

Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and reported revenues and expenses. Significant estimates used in preparing these financial statements include a) those assumed in determining the valuation of common stock, warrants, derivative liabilities and stock options, b) estimated useful lives of plantation equipment and plantation development costs, and c) undiscounted future cash flows for purpose of evaluating possible impairment of long-term assets. It is at least reasonably possible that the significant estimates used will change within the next year.

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES
Notes to Unaudited Condensed Consolidated Financial Statements

Foreign Currency

During 2015, the Company had operations located in the United States, Mexico, and Dominican Republic. For these foreign operations, the functional currency is the local country's currency. Consequently, revenues and expenses of operations outside the United States of America are translated into U.S. dollars using weighted average exchange rates, while assets and liabilities of operations outside the United States of America are translated into U.S. dollars using exchange rates at the balance sheet date. The effects of foreign currency translation adjustments are included in equity (deficit) as a component of accumulated other comprehensive loss in the accompanying consolidated financial statements. Foreign currency transaction adjustments are included in other income (expense) in the Company's results of operations.

The Company has not entered into derivative instruments to offset the impact of foreign currency fluctuations.

Stock Based Compensation

The Company recognizes compensation expense for stock-based awards expected to vest on a straight-line basis over the requisite service period of the award based on their grant date fair value. The Company estimates the fair value of stock options using a Black-Scholes option pricing model which requires management to make estimates for certain assumptions regarding risk-free interest rate, expected life of options, expected volatility of stock and expected dividend yield of stock.

Comprehensive Income

In June 2011, the FASB issued authoritative guidance requiring entities to report components of other comprehensive income in either a single continuous statement or in two separate, but consecutive statements of net income and other comprehensive income. The company has included a consolidated statement of comprehensive income for the three months ended March 31, 2015 and 2014.

New Account Guidelines

The Company has reviewed all the recent accounting pronouncements issued to date of the issuance of these consolidated financial statements, and does not believe any of these pronouncements will have a material impact on the Company's consolidated financial statements.

Note 2 – Going Concern Considerations

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the accompanying consolidated financial statements, the Company incurred losses from operations applicable to its common shareholders of \$129,910 and \$328,466 for the three months ended March 31, 2015, and 2014, respectively, and has an accumulated deficit applicable to its common shareholders of approximately \$29,000,000 at March 31, 2015. The Company also used cash in operating activities of approximately \$103,000 and \$290,000 during the years ended March 31, 2015 and 2014, respectively. At March 31, 2015, the Company has negative working capital of approximately \$6,400,000. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company commenced its business related to the cultivation and production of oil from the seed of the Jatropha plant in September 2007 and Camelina in March 2013. Management plans to meet its cash needs through various

means including securing financing, entering into joint ventures, and developing the current business model. In order to fund its operations, the Company has to date received \$22,316,826 in capital contributions from the preferred membership interest in GCE Mexico I, LLC (“GCE Mexico”), has issued mortgages in the total amount of \$5,110,189 for the acquisition of land. The Company is developing the business operation to participate in the rapidly growing bio-diesel industry. While the Company expects to be successful in its ventures, there is no assurance that its business plan will be economically viable. The ability of the Company to continue as a going concern is dependent on that plan’s success. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES
Notes to Unaudited Condensed Consolidated Financial Statements

Note 3 – Property and Equipment

Property and equipment are as follows:

| | March 31, 2015 | December 31, 2014 |
|-------------------------------|-------------------|----------------------|
| Land | \$3,870,297 | \$3,994,647 |
| Plantation development costs | 9,471,752 | \$9,638,425 |
| Plantation equipment | 1,330,772 | \$1,366,258 |
| Office equipment | 102,454 | \$103,770 |
| Total cost | 14,775,275 | 15,103,100 |
| Less accumulated depreciation | (1,301,128) | (1,268,845) |
| Property and equipment, net | \$13,474,147 | \$13,834,255 |

Commencing in June 2008, Asideros I purchased certain equipment for purposes of rapidly clearing the land, preparing the land for planting, and actually planting the Jatropha trees. The Company has capitalized farming equipment and costs related to the development of land for farm use in accordance with generally accepted accounting principles for accounting by agricultural producers and agricultural cooperatives. Plantation equipment is depreciated using the straight-line method over estimated useful lives of 5 to 15 years. Depreciation expense has been capitalized as part of plantation development costs through the date that the plantation becomes commercially productive. The initial plantations were deemed to be commercially productive on October 1, 2009, at which date the Company commenced the depreciation of plantation development costs over estimated useful lives of 10 to 35 years, depending on the nature of the development. Developments and other improvements with indefinite lives are capitalized and not depreciated. Other developments that have a limited life and intermediate-life plants that have growth and production cycles of more than one year are being depreciated over their useful lives once they are placed in service. The land, plantation development costs, and plantation equipment are located in Mexico.

Note 4 – Intangible Assets

In March 2013, the Company purchased certain intangible assets related to the commercial production of Camelina. The intangible assets include three patents and the related intellectual property associated with these patents. These intangible assets acquired have an expected useful life of 17 years and are carried at cost less any accumulated amortization and any impairment losses.

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES
Notes to Unaudited Condensed Consolidated Financial Statements

Amortization is calculated using the straight-line method to allocate the cost of the intangible assets over their estimated useful lives of 17 years. Any future costs associated with the maintenance of these patents with indefinite lives will be capitalized and not amortized. The Intangible Assets as of the year ended March 31, 2015 is shown in the following table:

| | March 31, 2015 | December 31, 2014 |
|-------------------------------|-------------------|----------------------|
| Intangible Assets | 4,168,841 | \$4,168,841 |
| Less accumulated amortization | (502,423) | (441,117) |
| Intangible Assets, net | \$3,666,418 | \$3,727,724 |

Note 5 – Debt

Notes Payable to Shareholders

Included in notes payable on the accompanying consolidated balance sheet, the Company has notes payable to certain shareholders in the aggregate amount of \$26,000 at March 31, 2015 and 2014. The notes originated in 1999, bear interest at 12%, are unsecured, and are currently in default. Accrued interest on the notes totaled \$56,521 and \$53,410, respectively at March 31, 2015 and 2014, respectively.

Convertible Notes Payable

In March 2010, the Company entered into a securities purchase agreement with the preferred members of GCE Mexico pursuant to which the Company issued senior unsecured convertible promissory notes in the original aggregate principal amount of \$567,000 and warrants to acquire an aggregate of 1,890,000 shares of the Company's common stock. The Convertible Notes mature on the earlier of (i) March 16, 2012, or (ii) upon written demand of payment by the note holders following the Company's default thereunder. The maturity date of the Convertible Notes have been extended until September 15, 2016. Interest accrues on the convertible notes at a rate of 5.97% per annum, and is payable quarterly in cash, in arrears, on each year anniversary of the issuance of the convertible notes. The Company may at its option, in lieu of paying interest in cash, pay interest by delivering a number of unregistered shares of its common stock equal to the quotient obtained by dividing the amount of such interest by the arithmetic average of the volume weighted average price for each of the five consecutive trading days immediately preceding the interest payment date. At any time following the first anniversary of the issuance of the Convertible Notes, at the option of the note holders, the outstanding balance thereof (including unpaid interest) may be converted into shares of the Company's common stock at a conversion price equal to \$0.03. The conversion price may be adjusted in connection with stock splits, stock dividends and similar events affecting the Company's capital stock. The convertible notes rank senior to all other indebtedness of the Company, and thereafter will remain senior or pari passu with all accounts payable and other similar liabilities incurred by the Company in the ordinary course of business. The Company may not prepay the convertible notes without the prior consent of the Investors.

In January 2014, the Company entered into a securities purchase agreement with the third party investors pursuant to which the Company issued senior unsecured contingently convertible promissory notes in the original aggregate principal amount of \$130,000 and warrants to acquire an aggregate of 1,083,332 shares of the Company's common stock. Interest accrues on the convertible notes at a rate of 8% per annum, and is payable quarterly in cash, in arrears,

on each year anniversary of the issuance of the convertible notes. At any time following the first anniversary of the issuance of the Convertible Notes, at the option of the note holders, the outstanding balance thereof (including unpaid interest) may be converted into shares of the Sustainable Oils common stock at a conversion price equal to \$1.448, subject to adjustment based on Sustainable Oils receiving alternative consideration from another investor. The conversion price may be adjusted in connection with stock splits, stock dividends and similar events affecting the Sustainable Oils's capital stock. The relative fair value of the warrants was considered insignificant.

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES
Notes to Unaudited Condensed Consolidated Financial Statements

Based on the price protection feature in the conversion terms, such embedded conversion feature resulted in a derivative liability and a corresponding debt discount in the amount of \$73,000 to be recorded (See Note 9). The Company is amortizing the debt discount over the life of the corresponding convertible promissory notes through December 31, 2015. The amortization of the debt discount for these derivative instruments was \$18,250 for three months ended March 31, 2015.

Mortgage Notes Payable

The investors holding the preferred membership units of GCE Mexico also directly funded the purchase by Asideros I of approximately 5,000 acres of land in the State of Yucatan in Mexico by the payment of \$2,051,282. The land was acquired in the name of Asideros I, and Asideros I issued a mortgage in the amount of \$2,051,282 in favor of the two original investors. These two investors also directly funded the purchase by Asideros 2 of approximately 4,500 acres, and a second parcel by Asideros 2 of approximately 600 acres of land adjacent to the land owned by Asideros by the total payment of \$963,382. The land was acquired in the name of Asideros 2 and Asideros 2 issued mortgages in the amount of \$963,382 in favor of these two investors. These mortgages bear interest at the rate of 12% per annum, payable quarterly. The parties have agreed to accrue the interest until such time as the Board determines that there is sufficient cash flow to pay all accrued interest. The initial mortgage, including any unpaid interest, is due in April 2018. The second mortgage, including any unpaid interest, is due in February 2020.

In October 2011, the two original investors also directly funded the purchase by Asideros 3 of approximately 5,600 acres for a total \$2,095,525. The land was acquired in the name of Asideros 3 and Asideros 3 issued mortgages in the amount of \$2,095,525 in favor of these two investors. These mortgages bear interest at the rate of 12% per annum, payable quarterly. The Board has directed that this interest shall continue to accrue until such time as the Board determines that there is sufficient cash flow to pay all accrued interest. The initial mortgage, including any unpaid interest, is due in October 2021.

In November 2012, one of the two holders of the preferred membership interests acquired all of the ownership interests of the other member. Accordingly, all of the foregoing obligations are now owed to the sole holder of GCE Mexico's preferred membership interests.

Promissory Notes Payable

In March 2013, the Company issued a secured promissory note in the principal amount of \$1,300,000 to Targeted Growth, Inc. for certain Camelina assets. The purchase occurred concurrently with the acquisition of Sustainable Oils, LLC. The note bears an interest rate of ten percent (10.0%) per annum, and is payable upon the earlier of the following: (a) to the extent of 35.1% of, and on the third business day after, the receipt by the Company of any Qualified Funding; or (b) September 13, 2014 (the "Maturity Date"). The Company has amended the note by extending the maturity date to December 31, 2014 and returning the certain Camelina assets to Targeted Growth, Inc. at the book value of \$190,500. Thus, the note was settled for the value of the assets returned for the same book value of \$190,500. The term "Qualified Funding" means all equity funding in excess of the \$800,000, in the aggregate, received by the Company, its subsidiary or an affiliate after the date hereof for its Camelina business.

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES
Notes to Unaudited Condensed Consolidated Financial Statements

Note 6 - Equity (Deficit)

The preferred members have made capital contributions of \$127,000 and \$432,137 during the three months ended March 31, 2015 and 2014, respectively. The LLC Agreement calls for additional contributions from the investor, as requested by management and as required by the operation in 2015 and the following years. The holder of the preferred membership interest is entitled to earn a preferential 12% per annum cumulative compounded return on the cumulative balance of the preferred membership interest. The preferential return increased by \$669,486, and \$643,672 during the three months ended March 31, 2015 and 2014, respectively, and totals \$10,770,565 at March 31, 2015.

Common Stock

In March 2013, the Company issued 40,000,000 shares, at \$.02 per share as partial consideration of the business purchase that included certain assets, patents, and other intellectual property and rights related to the development of Camelina sativa as a biofuels feedstock that it acquired.

Note 7 – Stock Options and Warrants

Stock Options and Compensation-Based Warrants

The Company has an incentive stock option plan wherein 40,000,000 shares of the Company's common stock are reserved for issuance thereunder.

A summary of the status of options and compensation-based warrants at March 31, 2014, and changes during the three months then ended is presented in the following table:

| | Shares Under Option | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life | Aggregate Intrinsic Value |
|--|---------------------------|--|---|---------------------------------|
| Outstanding at December 31, 2014 | 64,945,311 | 0.02 | 3.3 years | \$- |
| Granted | 27,736,692 | 0.01 | | |
| Exercised | - | | | |
| Forfeited | (4,000,000) | 0.02 | | - |
| Expired | - | | | |
| Outstanding at March 31, 2015 | 88,682,003 | 0.02 | 3.4 years | \$194,506 |
| Vested and Exercisable at March 31, 2015 | 47,962,562 | \$0.02 | 2.6 years | \$118,990 |

The fair value of stock option grants and compensation-based warrants is estimated on the date of grant or issuance using the Black-Scholes option pricing model. Options to purchase 27,736,692 shares of common stock were issued

in the three months ended March 31, 2015 and 3,700,000 in the three months ended March 31, 2014. The weighted average fair value of stock options issued during the three months ended March 31, 2015 and 2014 as \$0.015 and \$.014, respectively. The weighted-average assumptions used for the stock options granted and compensation-based warrants issued during the three months ended March 31, 2015 and 2014 were risk-free interest rate of 1.75% and 1.75%, volatility of 113% and 130%, expected life of 5 years, and dividend yield of zero. The expected life of stock options represents the period of time that the stock options granted are expected to be outstanding prior to exercise. The expected volatility is based on the historical price volatility of the Company's common stock. The risk-free interest rate represents the U.S. Treasury constant maturities rate for the expected life of the related stock options. The dividend yield represents anticipated cash dividends to be paid over the expected life of the stock options. The intrinsic values are based on a March 31, 2015 closing price of \$0.015 per share.

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES
Notes to Unaudited Condensed Consolidated Financial Statements

Share-based compensation from all sources recorded during the three months ended March 31, 2015 and 2014 was approximately \$87,000 and \$44,000, respectively, and is reported as general and administrative expense in the accompanying condensed consolidated statements of operations. As of March 31, 2015, there is approximately \$201,252 of unrecognized compensation cost related to stock-based payments that will be recognized over a weighted average period of approximately 6.36 years.

Stock Warrants

A summary of the status of the warrants outstanding at March 31, 2015, and changes during the three months ended is presented in the following table:

| | Shares Under Warrant | Weighted Average Exercise Price | Weighted Average Remaining Contractual life | Aggregate Intrinsic Value |
|---|----------------------------|--|--|---------------------------------|
| Outstanding at December 31, 2014 | 3,083,332 | 0.0117 | 6.31 years | \$- |
| Issued | - | | | |
| Exercised | - | | | |
| Expired | - | | | |
| Outstanding and exercisable at March 31, 2015 | 3,083,332 | 0.0117 | 5.83 years | \$- |

Note 8 – Impairment of assets and fair value measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. To measure fair value, a hierarchy has been established by generally accepted accounting principles which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. This hierarchy uses three levels of inputs to measure the fair value of assets and liabilities as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data.

Level 3 – Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Fair value is used on a nonrecurring basis to measure certain assets when applying lower of cost or fair value accounting or when adjusting carrying values. Fair value is also used when evaluating impairment on certain assets, including deferred growing costs and property and equipment.

The Company has not recognized any impairment charges for the three months ended March 31, 2015 and 2014.

GLOBAL CLEAN ENERGY HOLDINGS, INC. AND SUBSIDIARIES
Notes to Unaudited Condensed Consolidated Financial Statements

Note 9 – Derivative Liabilities

The Company applies the accounting standard that provides guidance for determining whether an equity-linked financial instrument, or embedded feature, is indexed to an entity's own stock. The standard applies to any freestanding financial instrument or embedded features that have the characteristics of a derivative, and to any freestanding financial instruments that are potentially settled in an entity's own common stock.

The Company has estimated the fair value of these embedded conversion features to settle outstanding contracts using Black-Scholes using the following assumptions:

- Expected volatility is based primarily on historical volatility of the Company. Historical volatility was computed using weekly pricing observations for recent periods. The Company believes this method produces an estimate that is representative of our expectations of future volatility over the expected term of these warrants and embedded conversion features. The Company currently have no reason to believe that future volatility over the expected remaining life of these embedded conversion features is likely to differ materially from historical volatility.
 - The expected life is based on the remaining term of the warrants and embedded conversion features.
- The risk-free interest rate is based on U.S. Treasury securities consistent with the remaining term of the embedded conversion features.

During the three months ended March 31, 2015, the Company issued an aggregate of \$130,000 in principal of convertible notes payable at an interest rate of 8% (See Note 6). Such convertible notes contained embedded conversion features in the Company's own stock and have resulted in an initial derivative liability value of \$73,000 and a debt discount of \$73,000 being recorded by the Company.

During the three months ended March 31, 2015, the Company recorded other income of \$8,000, related to the change in fair value of the embedded conversion features which is included in change in fair value of derivative liabilities in the accompanying consolidated statements of operations.

The following table presents the embedded conversion features which have no observable market data and are derived using Black-Scholes measured at fair value on a recurring basis, using Level 3 inputs, as of March 31, 2015:

| | |
|-------------------------|----------|
| Annual dividend yield | 0% |
| Expected live | |
| (years) | 1 - 0.75 |
| | 0.21% - |
| Risk-free interest rate | 0.23% |
| Expected volatility | 113% |

The level 3 carrying value as of March 31, 2015:

| | |
|------------------------------|----------|
| Embedded Conversion Features | \$73,000 |
|------------------------------|----------|

The following table presents the changes in fair value of our warrants and embedded conversion features measured at fair value on a recurring basis for the three months ended March 31, 2015:

| | |
|-------------------------------|-----|
| Balance as of January 1, 2015 | \$- |
|-------------------------------|-----|

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| | |
|---|----------|
| Issuance of warrants and embedded conversion features | 73,000 |
| Change in fair value | (8,000) |
| Balance as of March 31, 2015 | \$65,000 |

ITEM 2. MANAGERMENTS' DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

This Report, including any documents which may be incorporated by reference into this Report, contains "Forward-Looking Statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are "Forward-Looking Statements" for purposes of these provisions, including our plans to cultivate, produce and market non-food based feedstock for applications in the bio-fuels market, any projections of the date and amount of our *Jatropha* or *Camelina* harvests, forecasts regarding our revenues or other financial items, any statements of the plans and objectives of management for future operations, any statements concerning proposed new products or services, any statements regarding future economic conditions or performance, and any statements of assumptions underlying any of the foregoing. All Forward-Looking Statements included in this document are made as of the date hereof and are based on information available to us as of such date. We assume no obligation to update any Forward-Looking Statement. In some cases, Forward-Looking Statements can be identified by the use of terminology such as "may," "will," "expects," "plans," "anticipates," "intends," "believes," "estimates," "potential," or "continue," or the use thereof or other comparable terminology. Although we believe that the expectations reflected in the Forward-Looking Statements contained herein are reasonable, there can be no assurance that such expectations or any of the Forward-Looking Statements will prove to be correct, and actual results could differ materially from those projected or assumed in the Forward-Looking Statements. Future financial condition and results of operations, as well as any Forward-Looking Statements are subject to inherent risks and uncertainties, including any other factors referred to in our press releases and reports filed with the Securities and Exchange Commission. All subsequent Forward-Looking Statements attributable to the company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements.

Introductory Comment

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and the related notes thereto contained in Part I, Item 1 of this Quarterly Report. The information contained in this Quarterly Report on Form 10-Q is not a complete description of our business or the risks associated with an investment in our common stock. We urge you to carefully review and consider the various disclosures made by us in this Quarterly Report and in our other reports filed with the U.S. Securities and Exchange Commission (the "SEC"), including our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which discuss our business in greater detail.

Throughout this Quarterly Report on Form 10-Q, the terms "GCEH," "we," "us," "our," and "our company" refer to Global Clean Energy Holdings, Inc., a Delaware corporation and, unless the context indicates otherwise, also includes all of this company's U.S. and foreign wholly-owned subsidiaries through which this company conducts certain of its operations. To the extent applicable, depending on the context of the disclosure, the terms "we," "us," "our," and "our company" may also include GCE Mexico I, LLC, a Delaware limited liability company that we manage, and in which we own 50% of the common membership interests, and our wholly owned subsidiary, Sustainable Oils, Inc., a Delaware Corporation, as well as our other subsidiaries.

Global Clean Energy Holdings, Inc. is not related to, or affiliated in any manner with "Global Clean Energy, Inc.," an unaffiliated public company. Readers are cautioned to confirm the entity that they are evaluating or in which they are making an investment before completing any such investment.

Overview

Global Clean Energy Holdings, Inc. is a U.S.-based, multi-national, energy agri-business focused on the development of non-food based bio-feedstocks. We have full service in-house development and operations capabilities, which we provide support to our own energy farms and to third parties. With international experience and capabilities in eco-friendly biofuel feedstock management, cultivation, production and distribution, we believe that we are well suited to scale our existing business.

Since 2007, our business focus has been on the commercialization of non-food based oilseed plants and biomass. We began with the development of farms growing *Jatropha curcas* (“*Jatropha*”) - a non-edible plant indigenous to many tropical and sub-tropical regions of the world, including Mexico, the Caribbean and Central America. On March 13, 2013, we acquired Sustainable Oils, LLC, a Delaware limited liability company that has extensive experience in the development and farming of *Camelina* as an energy crop. In that acquisition, we also acquired certain intellectual property, including issued patents, related to *Camelina* production. As a result of the acquisition, our biofuels operations have expanded into the development of *Camelina sativa* (“*Camelina*”) – an annual plant from the brassica family traditionally grown in northerly regions of the United States, Europe and Asia. We have focused on these two plants primarily because we feel they are complementary to one another, have the potential to produce oil seed crops economically, they generally require less water and fertilizer than many conventional crops, and can be grown on land that is normally unsuitable for food production or is fallow or idle due to crop rotation. Both *Jatropha* and *Camelina* oil are high-quality plant oils used as direct substitutes for fossil fuels and as feedstock for the production of high quality biofuels and other bio-based products. Both crops have been tested and proven to be highly desirable feedstocks capable of being converted into ASTM approved fuels. The term “biofuels” refers to a range of biological based fuels including bio-kerosene (a.k.a bio-jet fuel) biodiesel, renewable diesel, green diesel, synthetic diesel and biomass, all of which have environmental benefits that are the major driving force for their adoption. Using biofuels instead of fossil fuels reduces net emissions of carbon dioxide and other green-house gases, which are associated with global climate change. Both *Jatropha* and *Camelina* oil can also be used as a chemical feedstock to replace fossil and non-food based products that use edible oils in their manufacturing or production process. The residual material derived from the oil extraction process is called press-cake or meal, which in the case of *Jatropha* is a high-quality biomass that has been proven and tested as a replacement for a number of fossil-based feedstocks, fossil fuels and other high value products such as renewable charcoal, fertilizers, and animal feed. *Camelina* meal is high in Omega3 and has already been approved by the FDA as a livestock (animal) feed or enhancement in the United States.

Our business plan and current principal business activities include the planting, cultivation, harvesting and processing of these oil seed plants to generate plant based oils and biomass for use as replacements for fossil fuels and other high value products including renewable chemicals and high value livestock feed. Our strategy is to leverage our agriculture and energy knowledge, experience and capabilities through the following means:

- Own and operate biofuel energy farms for our own account.
- Own, operate and manage farms in a joint venture (JV) with either strategic partners or financial investors. We currently own three Jatropha farms in Mexico under such joint ownership arrangements:
- Contract with third party farmers (such as wheat and barley farmers) for the farming of significant acreage of Camelina sativa on their idle land which is in rotation with their other crops in the United States and many parts of Europe.
- Produce and sell certified Camelina seed (which seed is based upon our patented, high-yielding elite varieties) to farmers in the United States and internationally.
- Provide energy farm development and management services to third party owners of biofuel energy farms and to non-energy farmers looking to utilize energy crops in rotation or inter-cropped with their existing crops. Provide advisory services to farmers wishing to certify their farms under international sustainability or carbon certification standards, specifically the Roundtable on Sustainable Biomaterials (RSB) and Gold Standard Verified Emission Reductions (GS-VERs). We are currently managing a Jatropha farm in the Caribbean under a contract with a third party who wishes to significantly expand to provide large volumes of plant based oil and biomass to fuel their industrial process.
- Provide turnkey franchise operations for individuals and/or companies that wish to establish purpose specific energy farms in suitable geographical areas.

The development of agricultural-based energy projects, like plant oil and related biomass, may produce carbon credits through the sequestration (storing) of carbon and the displacement of fossil-based fuels. Accordingly, in addition to generating revenues from the sale of non-food based plant oils and biomass, we are seeking to certify our farms, where practical, to generate and monetize carbon credits. See, "Business-Carbon Credits," below.

Organizational History

This company was originally incorporated under the laws of the State of Utah on November 20, 1991. On July 19, 2010, we changed the state of our incorporation from Utah to Delaware. Our principal executive offices are located at 2790 Skypark Drive, Suite 105, Torrance, CA 90505, and our current telephone number at that address is (310) 641-GCEH (4234). We maintain a website at: www.gceholdings.com. Our annual reports, quarterly reports, current reports on Form 8-K and amendments to such reports filed or furnished pursuant to section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and other information related to this company are available on our website as soon as we electronically file those documents with, or otherwise furnish them to, the Securities and Exchange Commission. Our Sustainable Oils subsidiary also maintains a website at www.susoils.com. Our Internet websites and the information contained therein, or connected thereto, are not and are not intended to be incorporated into the Annual Report on Form 10-K at December 31, 2014 or into this quarterly report on Form 10-Q.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States require management to make estimates and assumptions that affect the reported assets, liabilities, sales and expenses in the accompanying financial statements. Critical accounting policies are those that require the most subjective and complex judgments, often employing the use of estimates about the effect of matters that are inherently uncertain.

Agricultural Producer. All costs incurred including the actual planting of Jatropha are capitalized as plantation development costs, and are included in "Property and Equipment" on the balance sheet. Plantation development costs are being accumulated in the balance sheet during the development period and will be accounted for in accordance with accounting standards for Agricultural Producers and Agricultural Cooperatives. The direct costs associated with each farm and the production of the Jatropha revenue streams have been deferred and accumulated as a noncurrent asset and are included in "Deferred Growing Costs" on the balance sheet. Other general costs without expected future benefits are expensed when incurred.

Certain other critical accounting policies, including the assumptions and judgments underlying them, are disclosed in Note 1 to the Consolidated Financial Statements included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

Results of Operations

Revenues. During the three months ended March 31, 2015 and 2014 we recognized revenue of \$158,231 and \$78,810, respectively. The revenues that we generated in 2015 and 2014 were derived from energy farm management, development and advisory services, and charcoal production. Revenues we generate from these services are used for this company's operations.

In the short term, our goal is to increase the amount of advisory and management services in order to generate revenues to fund our corporate working capital needs, and to generate Camelina-related revenues from the Camelina business that we acquired in March 2013. Our Camelina operations are expected to generate revenues from the sale of Camelina seeds, the sale of Camelina oil, and the sale of the Camelina biomass for use as feed for livestock. In the longer term, we plan to substantially increase the revenues derived from the operations of our Jatropha farms, to rapidly ramp up our Camelina operations, and to continue to generate revenue from management, development, and advisory services. We anticipate that revenues for the remainder of 2015 will increase due the sale of renewable charcoal from the restart and scale-up of our biomass processing project in Mexico, which revenue will be used to partially defray the operating costs of our Mexico farms.

General and Administrative Expenses. Our general and administrative expenses related to the three months ended March 31, 2015 were substantially unchanged from last year's periods (\$593,615 and \$492,356, respectively). General and administrative expenses principally consist of officer compensation, outside services (such as legal, accounting, and consulting expenses), share-based compensation, and other general expenses (such as insurance, occupancy costs and travel).

Plantation (Farm) Operating Costs. For the three months ended March 31, 2015 and 2014, we recorded Plantation Operating Costs from the operations of the farms of \$30,376 and \$27,731, respectively. As the operations on the Mexican farm has remained the consistent, there is no significant change in the total costs incurred.

Other Income/Expense. Interest expense for the three months ended March 31, 2015 increased slightly from the same periods in 2014 due to larger outstanding principal balances.

Net loss attributable to the non-controlling interest. Our Mexico farm operations are owned through GCE Mexico I, LLC, a Delaware limited liability company (“GCE Mexico”). We own 50% of the common membership interests of GCE Mexico and one investor currently owns the other 50% of the common membership interests. The proceeds from the sale of the preferred membership units, and from subsequent capital contributions, have been used to fund the operations of Asideros Globales Corporativo 1 (“Asideros 1”) and Asideros Globales Corporativo 2 (“Asideros 2”), each of which have acquired land in Mexico that, collectively, constitute our first two Jatropha farms. Asideros Globales Corporativo 3 (“Asideros 3”) acquired our third farm in October 2011, but had no impact on the results of our operations. GCEH directly owns 1% of Asideros 1, Asideros 2 and Asideros 3, and the balance is owned by GCE Mexico. Accordingly, we own 50.5% of Asideros 1, Asideros 2 and Asideros 3 either directly or through our common membership interest in GCE Mexico. As such, our consolidated financial statements include the accounts of the Asideros farm entities. Under GCE Mexico’s LLC Agreement, the net loss allocated from these entities to GCE Mexico is then further allocated to the members of GCE Mexico according to the investment balances. Accordingly, since the common membership interest did not make a capital contribution, all of the losses allocated to GCE Mexico have been further allocated to the preferred membership interest. The net loss attributable to the non-controlling interest in the accompanying Consolidated Statement of Operations represents the allocation of the net loss of GCE Mexico to the preferred membership interests.

Net income/loss attributable to Global Clean Energy Holdings, Inc. The Company recorded net losses of \$129,910 and \$328,466 for the three months ended March 31, 2015 and 2014, respectively. Our ability to generate net income in the future will depend on the amount of advisory, development and management services that we render at the corporate level, the amount of revenues generated from our Jatropha farms in Mexico, and on the amount of revenues we generate from our Camelina operations. In addition to incurring farm operating expenses in Mexico for our Jatropha operations, we will continue to accrue interest expense on the mortgages that encumber the Tizimin, Mexico, farms. Although we anticipate that we will generate new revenues from our Camelina operations and that revenues from our Jatropha farm operations will increase, we are unable to forecast if, or when such revenues will exceed our operating expenses.

Liquidity and Capital Resources

As of March 31, 2015, we had \$191,000 in cash or cash equivalents and had a working capital deficit of \$6,342,000, as compared with \$238,000 in cash and a working capital deficit of \$6,410,000 as of December 31, 2014.

The amount of cash or cash equivalent balances held at March 31, 2015 represents cash held in our corporate accounts and our joint venture accounts. Of these amounts, more than \$51,000 was available and allocated for our general corporate purposes, with the remaining balance to be used in the operations of the Tizimin, Mexico farms owned by the GCE Mexico joint venture. As a result, the GCE Mexico funds will not be available to us for our corporate working capital or other purposes, and are not available to us to reduce our indebtedness. In order to fund our short-term working capital needs, we will have to obtain additional funding from the sale of assets, the sale of additional securities, additional borrowings, or from an increase in operating revenues. Outstanding indebtedness at March 31, 2015 totaled \$26,979,236. The existence of the foregoing working capital deficit and total current and long term liabilities may negatively impact our ability to obtain future equity or debt financing and the terms on which such additional financing, if available, can be obtained. We incurred losses of \$477,131 and \$689,218 for the three months ended March 31, 2015 and March 31, 2014 respectively, and have an accumulated deficit applicable to its common shareholders of \$29,076,013 at March 31, 2015.

To date, our general and administrative expenses, including the professional costs of being a public company, have been funded from (i) revenues that we have generated from Jatropha related advisory services, (ii) payments received from our GCE Mexico subsidiary, and (iii) funds received from the sale of our securities. The amount of fees we generated from advisory services fluctuates significantly. While we currently are providing advisory services under existing contracts, our ability to continue to generate revenue from these services will depend on our ability to enter into new advisory agreements when the current agreements expire. No assurance can be given that we will be able to enter into new agreements to replace or supplement the current advisory agreements. Because we have reduced the amount of services that we provide to our GCE Mexico subsidiary, that subsidiary no longer makes payments to us. As a result, we expect that we will have to raise capital in the near future, or find other sources of capital in the near future, in order to continue to fund our corporate general and administrative expenses.

Our business plan contemplates that we will (i) continue to develop our Jatropha business and operations, which includes replanting portions of our existing farms in Mexico (including possibly developing and cultivating our third Jatropha farm in Mexico), and (ii) diversify our biofuel energy crop revenues from new revenues generated by our new Camelina operations, as follows:

Farming Operations. Because Jatropha is such a novel crop, our Jatropha operations are still considered to be in the development stage even though we have planted significant amounts of land over the past years. To date, revenues from our Jatropha farms located in Mexico have not met our initial expectations for various reasons, including increased disease pressure, dramatic variations in weather and under-performance of certain varieties. We have been

addressing these issues and we anticipate that revenues from the Jatropha farms we currently own through our GCE Mexico I, LLC joint venture in Mexico will increase in the future. However, because of the growth cycle of Jatropha plants and the other factors that affect the ability of Jatropha plants to produce seeds, we are unable to predict if, and when our Mexico Jatropha farms will produce commercial quantities of Jatropha seeds, and how much revenue those seeds will generate. The operational expenses of the Jatropha farms in Mexico are substantial and exceed the amount of revenues that the farms are expected to generate from operations this year. Our partner in GCE Mexico currently still is funding our operating budget working capital needs at the GCE Mexico Jatropha farms. As a result, we currently have sufficient funds to operate our Mexico farms. In addition, new sales of charcoal produced at the Mexico farms are expected to partially offset or operating expenses in Mexico. No assurance can, however, be given that the costs of operating the Mexico farms will not exceed our budget, or that our GCE Mexico investor will, in fact, fund the budgeted amounts. Should our partner in GCE Mexico reduce or terminate his funding, our ability to conduct our Mexico operations would be materially, and negatively impacted.

Even if operations of the three Jatropha farms owned through GCE Mexico improve as expected and, therefore, that the joint venture will generate revenues over the long term, we do not project that any cash distributions will be made to Global Clean Energy Holdings, Inc. for several years. Under our agreements with our GCE Mexico investors, all net cash generated from the Jatropha operations that are conducted through GCE Mexico must first be used to fund the operations of those farms, and any excess must thereafter be used to repay the capital contributed by our joint venture investors (plus their preferred return). The total amount of capital and the preferred return that must be paid to our joint venture investors before funds are distributed to us currently is in excess of \$33,000,000 as of March 31, 2015. As a result, the improving operations of the Mexico farms will not produce short-term cash or improve our liquidity, nor will the improving operations of the Mexico farms generate funds that we can use for our business plan, for working capital purposes, or for the acquisition of additional Jatropha or other biofuel feedstock farms. Because of our negative working capital position, we currently do not have the funds necessary to acquire and cultivate additional Jatropha farms for our own account. Accordingly, in order to increase our farm ownership and operations, we will have to obtain additional capital through the sale of equity and/or debt securities, the forward sale of products produced from our Jatropha or Camelina farming operations or from other financing activities, such as debt financing, strategic partnerships and/or joint ventures.

Camelina Operations. In March 2013, we acquired the business and assets of Sustainable Oils, LLC, a company that has been engaged in developing Camelina products since 2007. Sustainable Oils has generated over \$20 million in revenues during the past three years, but has incurred a loss of approximately \$5.8 million during that time. The Camelina operations will require a significant amount of additional cash to scale up its operations and to reach profitable operations. We will operate the Camelina business that we acquired through a subsidiary Sustainable Oils Inc. which we capitalized with the Sustainable Oils intellectual properties and operating assets that we recently purchased. Furthermore, our goal is to fund the operations and expansion of the Camelina operations with new debt or equity that we are in the process of raising specifically for the Camelina subsidiary. We have been in discussions with a number of sources for the additional funding, but we have not entered into any binding arrangements for the desired amount of new funding. No assurance can be given that we will obtain the additional capital necessary to operate and grow our new Camelina operations. In the event that we do not obtain the necessary amount of financing to properly operate and scale up our new Camelina operations, those operations are expected to continue to operate at a loss.

As partial consideration for the Camelina assets that we purchased in March 2013, we issued a \$1,300,000 promissory note. In September 2014, we renegotiated the terms of the note and agreed to return certain tangible assets that constituted the collateral under the promissory note to the holder of the promissory note in exchange for a reduction of the amount of accrued interest owed under the promissory note and an extension of the maturity date. Since December 31, 2014, the foregoing promissory note is now an unsecured promissory note that is payable on demand. However, the amount of payable under the promissory note is limited to amounts generated from the Camelina business that we acquired.

Other Potential Source of Liquidity.

We presently do not have any available credit, bank financing or other external sources of liquidity. In the absence of additional outside funding (including proceeds from the sale of our securities, or entering into other joint venture relationships), we do not have the ability to expand our business or acquire additional Jatropha or other biofuel feedstock farms. If we issue additional equity or debt securities to fund our future capital needs, stockholders may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our common stock. Should we not be able to increase the amount of revenues we receive from our advisory services and/or raise additional debt or equity funding, we will have to materially scale back our current and proposed operations or take other actions to preserve our on-going operations.

Inflation and changing prices have had no effect on our continuing operations over our two most recent fiscal years.

We have no off-balance sheet arrangements as defined in Item 303(a) of Regulation S-K.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file with, or submit to, the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our chief executive and financial officers, as appropriate, to allow timely decisions regarding required disclosure. As required by SEC Rule 13a-15(b), we carried out an evaluation, under the supervision and with the participation of our management, including our chief executive and financial officers, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our chief executive and financial officers concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

There was no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS.

From time to time, the Company may become a party to other legal actions and complaints arising in the ordinary course of business, although it is not currently involved in any such legal proceedings.

ITEM 1A. RISK FACTORS.

Not applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

- 31.1 Rule 13a-14(a) Certification, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Link base |
| 101.DEF | XBRL Taxonomy Extension Definition Link base Document |
| 101.LAB | XBRL Taxonomy Extension Label Link base Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 12, 2015
HOLDINGS, INC.

GLOBAL CLEAN ENERGY

By: /s/ RICHARD PALMER
Chief Executive Officer

By: /s/ DONNA REILLY
Chief Financial Officer

