

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.3 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission’s Rules of Practice, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

1. Wilkinson, age 54, is and has been a certified public accountant licensed to practice in the State of Arizona. He served as the director of financial services of NutraCea, Inc. (“NutraCea”) from April 2007 to February 2009.
2. NutraCea is a California corporation with its principal executive offices located in Phoenix, Arizona and is engaged in the business of manufacturing health food products. NutraCea’s common stock is registered with the Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 (“Exchange Act”) and trades on the OTC:BB under the symbol “NTRZ”.
3. On January 13, 2011, the Commission filed a complaint against Wilkinson in SEC v. NutraCea, et al. (Civil Action No. CV 11-0092-PHX-SRB). On February 14, 2011, the court entered an order permanently enjoining Wilkinson, by consent, from future violations of Section 13(b)(5) of the Exchange Act and Rules 13b2-1 and 13b2-2 thereunder, and aiding and abetting violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder. Wilkinson was also ordered to pay a \$25,000 civil money penalty.
4. The Commission’s complaint alleged, among other things, that NutraCea, through the misconduct of Wilkinson and others, overstated its sales revenues for its fiscal year 2007 by engaging in improper revenue recognition practices. The complaint alleged that Wilkinson violated the books and records and internal controls provisions of the federal securities laws because he knew that NutraCea improperly accounted for a \$1.9 million sale in the fourth quarter of 2007. The complaint further alleged that Wilkinson also signed false management representation letters to NutraCea’s auditors.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Wilkinson's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Wilkinson is suspended from appearing or practicing before the Commission as an accountant.

B. After one year from the date of this order, Respondent may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Respondent's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or

2. an independent accountant. Such an application must satisfy the Commission that:

(a) Respondent, or the public accounting firm with which he is associated, is registered with the Public Company Accounting Oversight Board ("Board") in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

(b) Respondent, or the registered public accounting firm with which he is associated, has been inspected by the Board and that inspection did not identify any criticisms of or potential defects in the respondent's or the firm's quality control system that would indicate that the respondent will not receive appropriate supervision;

(c) Respondent has resolved all disciplinary issues with the Board, and has complied with all terms and conditions of any sanctions imposed by the Board (other than reinstatement by the Commission); and

(d) Respondent acknowledges his responsibility, as long as Respondent appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

C. The Commission will consider an application by Respondent to resume appearing or practicing before the Commission provided that his state CPA license is current and he has resolved all other disciplinary issues with the applicable state boards of

accountancy. However, if state licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Respondent's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

By the Commission.

Elizabeth M. Murphy
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions ("Order"), on the Respondent and his legal agent.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Brenda P. Murray
Chief Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-2557

Spencer E. Bendell, Esq.
Los Angeles Regional Office
Securities and Exchange Commission
5670 Wilshire Blvd., 11th Floor
Los Angeles, CA 90036

Mr. Scott Wilkinson
c/o Alan Baskin, Esq.
Bade & Baskin PLC
80 E. Rio Salado Parkway, Suite 511
Tempe, AZ 85281

Alan Baskin, Esq.
Bade & Baskin PLC
80 E. Rio Salado Parkway, Suite 511
Tempe, AZ 85281
(Counsel for Scott Wilkinson)