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**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF ARIZONA**

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

NUTRACEA; BRADLEY D. EDSON;  
TODD C. CROW; JOANNE D. KLINE;  
SCOTT WILKINSON; and MARGIE  
ADELMAN;

Defendants.

Case No. CV 11-0092-PHX-SRB

**FINAL JUDGMENT AGAINST  
DEFENDANT JOANNE KLINE**

1 The Securities and Exchange Commission (the “Commission”) having filed  
2 a Complaint and Defendant Joanne Kline (“Kline”) having entered a general  
3 appearance; consented to the Court’s jurisdiction over Kline and the subject matter  
4 of this action; consented to entry of this Final Judgment without admitting or  
5 denying the allegations of the Complaint (except as to jurisdiction); waived  
6 findings of fact and conclusions of law; and waived any right to appeal from this  
7 Judgment:

8 **I.**

9 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Kline and  
10 her agents, servants, employees, attorneys, and all persons in active concert or  
11 participation with them who receive actual notice of this Final Judgment by  
12 personal service or otherwise are permanently restrained and enjoined from  
13 violating Section 13(b)(5) of the Securities Exchange Act of 1934 (the “Exchange  
14 Act”), 15 U.S.C. § 78m(b)(5), by knowingly circumventing or knowingly failing to  
15 implement a system of internal accounting controls or knowingly falsifying any  
16 book, record or account described in Section 13(b)(2) of the Exchange Act, 15  
17 U.S.C. § 78m(b)(2).

18 **II.**

19 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Kline  
20 and her agents, servants, employees, attorneys, and all persons in active concert or  
21 participation with them who receive actual notice of this Final Judgment by  
22 personal service or otherwise are permanently restrained and enjoined from aiding  
23 and abetting any violation of Section 13(a) of the Exchange Act, 15 U.S.C.  
24 § 78m(a), and Rules 12b-20, 13a-1 and 13a-13 thereunder, 17 C.F.R. §§ 240.12b-  
25 20, 240.13a-1, and 240.13a-13, by knowingly providing substantial assistance to an  
26 issuer which has a class of securities registered pursuant to Section 12 of the  
27 Exchange Act, 15 U.S.C. § 78l, that files quarterly and annual reports with the  
28 Commission on Forms 10-Q and Forms 10-K that fail to contain material

1 information necessary to make the required statements in the Forms 10-Q and  
2 Forms 10-K, in light of the circumstances under which they are made, not  
3 misleading.

4 **III.**

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Kline  
6 and her agents, servants, employees, attorneys, and all persons in active concert or  
7 participation with them who receive actual notice of this Final Judgment by  
8 personal service or otherwise are permanently restrained and enjoined from aiding  
9 and abetting any violation of Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C.  
10 § 78m(b)(2)(A), by knowingly providing substantial assistance to an issuer which  
11 has a class of securities registered pursuant to Section 12 of the Exchange Act, 15  
12 U.S.C. § 78l, or that is required to file reports pursuant to Section 15(d) of the  
13 Exchange Act, 15 U.S.C. § 78o(d), in failing to make and keep books, records, and  
14 accounts, which, in reasonable detail, accurately and fairly reflect the transactions  
15 and disposition of the assets of the issuer.

16 **IV.**

17 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Kline  
18 and her agents, servants, employees, attorneys, and all persons in active concert or  
19 participation with them who receive actual notice of this Final Judgment by  
20 personal service or otherwise are permanently restrained and enjoined from aiding  
21 and abetting any violation of Section 13(b)(2)(B) of the Exchange Act, 15 U.S.C.  
22 § 78m(b)(2)(B), by knowingly providing substantial assistance to an issuer which  
23 has a class of securities registered pursuant to Section 12 of the Exchange Act, 15  
24 U.S.C. § 78l, or that is required to file reports pursuant to Section 15(d) of the  
25 Exchange Act, 15 U.S.C. § 78o(d), in failing to devise and maintain a system of  
26 internal accounting controls sufficient to provide reasonable assurances that  
27 financial statements are prepared in conformity with Generally Accepted  
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1 Accounting Principles in violation of Section 13(b)(2)(B) of the Exchange Act, 15  
2 U.S.C. §78m(b)(2)(B).

3 **V.**

4 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Kline  
5 and her agents, servants, employees and attorneys, and all persons in active concert  
6 or participation with them, who receive actual notice of this Final Judgment by  
7 personal service or otherwise are permanently restrained and enjoined from  
8 violating Rule 13b2-1 of the Exchange Act, 17 C.F.R. § 240.13b2-1, by, directly or  
9 indirectly, falsifying or causing to be falsified, any book, record or account subject  
10 to Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C. § 78m(b)(2)(A).

11 **VI.**

12 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Kline  
13 and her agents, servants, employees and attorneys, and all persons in active concert  
14 or participation with them, who receive actual notice of this Final Judgment by  
15 personal service or otherwise are permanently restrained and enjoined from  
16 violating Rule 13b2-2 of the Exchange Act, 17 C.F.R. § 240.13b2-2, by, directly or  
17 indirectly,

- 18 (a) making or causing to be made a materially false or misleading  
19 statement, or omitting to state or causing another person to omit to  
20 state any material fact necessary in order to make such statements  
21 true, in light of the circumstances under which such statements were  
22 made, not misleading, to an accountant in connection with the  
23 following: (i) any audit, review or examination of the financial  
24 statements of an issuer, or (ii) in the preparation or filing of any  
25 document or report required to be filed with the Commission; or  
26 (b) taking action, or directing another to take action, to coerce,  
27 manipulate, mislead, or fraudulently influence any independent public  
28 or certified public accountant engaged in the performance of an audit

1 or review of an issuer's financial statements required to be filed with  
2 the Commission, while knowing or while it should have been known  
3 that such action, if successful, could result in rendering the issuer's  
4 financial statements materially misleading.

5 **VII.**

6 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Kline  
7 shall pay a civil penalty in the amount of \$25,000.00 pursuant to Section 21(d)(3)  
8 of the Exchange Act, 15 U.S.C. § 78u(d)(3). Kline shall make this payment within  
9 ten (10) business days after entry of this Final Judgment by certified check, bank  
10 cashier's check, or United States postal money order payable to the Securities and  
11 Exchange Commission. The payment shall be delivered or mailed to the Office of  
12 Financial Management, Securities and Exchange Commission, Operations Center,  
13 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be  
14 accompanied by a letter identifying Joanne Kline as a defendant in this action;  
15 setting forth the title and civil action number of this action and the name of this  
16 Court; and specifying that payment is made pursuant to this Final Judgment. Kline  
17 shall pay post-judgment interest on any delinquent amounts pursuant to 28 U.S.C.  
18 § 1961. The Commission shall remit the funds paid pursuant to this paragraph to  
19 the United States Treasury.

20 **VIII.**

21 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the  
22 Consent of Defendant Joanne Kline is incorporated herein with the same force and  
23 effect as if fully set forth herein, and that Kline shall comply with all of the  
24 agreements set forth therein.

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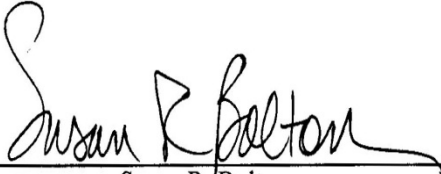
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**IX.**

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

Dated this 14th day of February, 2011.

  
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Susan R. Bolton  
United States District Judge