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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 SCOTT WILKINSON**

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

8 **I.**

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

16 **IV.**

17 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
18 Wilkinson and his agents, servants, employees, attorneys, and all persons in active
19 concert or participation with them who receive actual notice of this Final Judgment
20 by personal service or otherwise are permanently restrained and enjoined from
21 aiding and abetting any violation of Section 13(b)(2)(B) of the Exchange Act, 15
22 U.S.C. § 78m(b)(2)(B), by knowingly providing substantial assistance to an issuer
23 which has a class of securities registered pursuant to Section 12 of the Exchange
24 Act, 15 U.S.C. § 78l, or that is required to file reports pursuant to Section 15(d) of
25 the Exchange Act, 15 U.S.C. § 78o(d), in failing to devise and maintain a system
26 of internal accounting controls sufficient to provide reasonable assurances that
27 financial statements are prepared in conformity with Generally Accepted
28

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
5 Wilkinson and his agents, servants, employees and attorneys, and all persons in
6 active concert or participation with them, who receive actual notice of this Final
7 Judgment by personal service or otherwise are permanently restrained and enjoined
8 from violating Rule 13b2-1 of the Exchange Act, 17 C.F.R. § 240.13b2-1, by,
9 directly or indirectly, falsifying or causing to be falsified, any book, record or
10 account subject to Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C.
11 § 78m(b)(2)(A).

12 **VI.**

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

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

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

6 **VII.**

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

21 **VIII.**

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

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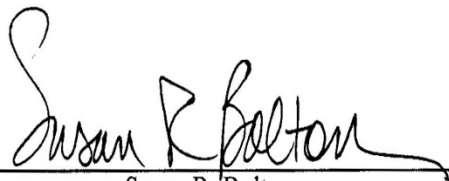
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IX.

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.



Susan R. Bolton
United States District Judge

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