

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. Crow, age 64, was the chief financial officer of NutraCea, Inc. (“NutraCea”) from October 2005 to May 2008 and July 2008 to November 2008.

2. NutraCea is a California corporation with its principal executive offices located in Scottsdale, 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 Crow in SEC v. NutraCea, et al. (Civil Action No. CV 11-0092-PHX-SRB), in the United States District Court for the District of Arizona. On July 23, 2012, the court entered a final judgment permanently enjoining Crow, by consent, from future violations of Section 17(a) of the Securities Act of 1933, Sections 10(b) and 13(b)(5) of the Exchange Act, and Rules 10b-5, 13a-14, 13b2-1, and 13b2-2 thereunder, and from 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. The final judgment also prohibits Crow from serving as an officer or director of a public company and orders him to pay a \$50,000 civil money penalty.

4. The Commission’s complaint alleged, among other things, that NutraCea, through the misconduct of Crow and others, overstated its sales revenues for its fiscal year 2007 by engaging in improper revenue recognition practices. The complaint alleged that Crow violated the antifraud, books and records, and internal controls provisions of the federal securities laws because he knew or was reckless in not knowing that NutraCea improperly accounted for a \$2.6 million sale in the second quarter of 2007 and a \$1.9 million sale in the fourth quarter of 2007. The complaint further alleged that Crow 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 Crow's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that Crow is suspended from appearing or practicing before the Commission as an accountant.

By the Commission.

Elizabeth M. Murphy
Secretary