

NutraCea, Inc. Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson Street, Suite 3
Media, PA 19063

PROOF OF CLAIM AND RELEASE

Deadline for Submission: September 10, 2010

IF YOU PURCHASED SHARES IN NUTRACEA, INC. (“NutraCea”) DURING THE PERIOD FROM APRIL 2, 2007 THROUGH FEBRUARY 23, 2009, INCLUSIVE (THE “CLASS PERIOD”), YOU ARE A “CLASS MEMBER” AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE (“PROOF OF CLAIM”) AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN SEPTEMBER 10, 2010 TO THE FOLLOWING ADDRESS:

NutraCea, Inc. Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson Street, Suite 3
Media, PA 19063

YOUR FAILURE TO SUBMIT YOUR CLAIM BY SEPTEMBER 10, 2010 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOUR RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

CLAIMANT’S STATEMENT

1. I (we) purchased common stock in NutraCea, Inc. and was (were) damaged thereby. (Do not submit this Proof of Claim if you did not purchase NutraCea, Inc. common stock during the designated Class Period).
2. By submitting this Proof of Claim, I (we) state that I (we) believe in good faith that I am (we are) a Class Member as defined above and in the Notice of Pendency and Settlement of Class Action (the “Notice”), or am (are) acting for such person(s); that I am (we are) not a Defendant in the Actions or anyone excluded from the Class; that I (we) have read and understand the Notice; that I (we) believe that I am (we are) entitled to receive a share of the Net Settlement Fund, as defined in the Notice; that I (we) elect to participate in the proposed Settlement described in the Notice; and that I (we) have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member [e.g., as an executor, administrator, trustee, or other representative], you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)
3. I (we) consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim. I (we) understand and agree that my (our) claim may be subject to investigation and discovery under the Federal Rules of Civil Procedure, provided that such investigation and discovery shall be limited to my (our) status as a Class Member(s) and the validity and amount of my (our) claim. No discovery shall be allowed on the merits of the Litigation or Settlement in connection with processing of the Proof of Claim.
4. I (we) have set forth where requested below all relevant information with respect to each purchase of NutraCea, Inc. common stock during the Class Period, and each sale, if any, of such securities. I (we) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so.
5. I (we) have enclosed photocopies of the stockbroker’s confirmation slips, stockbroker’s statements, or other documents evidencing each purchase, sale or retention of NutraCea, Inc. common stock listed below in support of my (our) claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)

6. I (we) understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I (we) agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your recognized claim. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives securities such as options.)

7. Upon the occurrence of the Effective Date, as defined in the Notice, I (we) agree and acknowledge that my (our) signature(s) hereto shall effect and constitute a full and complete release, remise and discharge by me (us) and my (our) heirs, joint tenants, tenants in common, beneficiaries, executors, administrators, predecessors, successors, attorneys, insurers and assigns (or, if I am (we are) submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by its, his, her or their heirs, executors, administrators, predecessors, successors, and assigns) of each of the "Released Parties" of all "Released Claims," as defined in the Notice.

8. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All Claimants MUST submit a manually signed paper Proof of Claim form listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-866-274-4004 or visit their website at www.strategicclaims.net to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

CLAIMANT INFORMATION:

Name:

Address:

City: State: Zip Code: -

Foreign Province: Foreign Country:

Email:

- -

Area Code Telephone No. (Day) - -

Area Code Telephone No. (Evening)

Social Security Number (for individuals) <input type="text"/> <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	OR	Taxpayer Identification Number (for estates, trusts, corporations, etc.) <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
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SCHEDULE OF TRANSACTIONS IN NUTRACEA, INC. SECURITIES

Beginning Holdings:

A. State the total number of shares of NUTRACEA, INC. common stock owned at the close of trading on April 1, 2007, long or short (*must be documented*):

Purchases:

B. Separately list each and every open market purchase of NUTRACEA, INC. common stock during the period from April 2, 2007 through February 23, 2009, inclusive, and provide the following information (*must be documented*):

Trade Date (List Chronologically) (Month / Day / Year)	Number of Shares Purchased	Price	Total Purchase Price (Excluding Commissions, Taxes, and Fees)
<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
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<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>

Sales:

C. Separately list each and every sale of NUTRACEA, INC. common stock during the period April 2, 2007 through February 23, 2009, inclusive, and provide the following information (*must be documented*):

Sale Date (List Chronologically) (Month / Day / Year)	Number of Shares Sold	Price	Total Sales Price (Excluding Commissions, Taxes, and Fees)
<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>

Ending Holdings:

D. State the total number of shares of NUTRACEA, INC. common stock owned at the close of trading on February 23, 2009, long or short (*must be documented*).

If additional space is needed, attach separate, numbered sheets, giving all required information, substantially in the same format, and print your name and Social Security or Taxpayer Identification number at the top of each sheet.

SUBSTITUTE FORM W-9

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service ("I.R.S.") requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals) <input type="text"/> <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	OR	Taxpayer Identification Number (for estates, trusts, corporations, etc.) <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
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CERTIFICATION

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1) (c) of the Internal Revenue Code because: (a) I am (We are) exempt from backup withholding, or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM AND RELEASE FORM IS TRUE, CORRECT AND COMPLETE.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign)

(Signature)

(Signature)

(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)
Check here if proof of authority to file is enclosed.
(See Item 2 on Page 7 for instructions)

Date: _____

THIS PROOF OF CLAIM MUST BE SUBMITTED NO LATER THAN SEPTEMBER 10, 2010 AND MUST BE MAILED TO:

NutraCea, Inc. Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson Street, Suite 3
Media, PA 19063

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by September 10, 2010 and if a postmark is indicated on the envelope and it is mailed first class and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.

REMINDER CHECKLIST

- Please be sure to sign this Proof of Claim on page 10. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
- Please remember to attach supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit.
- Do NOT use highlighter on the Proof of Claim or any supporting documents.
- If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.

NOTE: RECEIPT ACKNOWLEDGMENT NEEDED

The Claims Administrator will send a written confirmation of its receipt of your Proof of Claim. Do not assume your claim is submitted until you receive written confirmation of its receipt. Your claim is not deemed fully filed until the Claims Administrator sends you written confirmation of its receipt of your Proof of Claim. If you do not receive an acknowledgement postcard within thirty (30) days of your mailing the Proof of Claim, then please call the Claims Administrator toll free at 1-866-274-4004.

FORRESTER & WORTH, PLLC
 3636 NORTH CENTRAL AVENUE, SUITE 700
 PHOENIX, ARIZONA 85012-1927
 TELEPHONE (602) 271-4250
 FACSIMILE (602) 271-4300
 S. CARY FORRESTER (006342)
 E-MAIL SCF@FORRESTERANDWORTH.COM
 ATTORNEYS FOR DEBTOR

UNITED STATES BANKRUPTCY COURT
 DISTRICT OF ARIZONA

In re: NUTRACEA, a California corporation	X : : X	Chapter 11 Case No.: 2-09-bk-28817-CGC
<i>Debtor.</i>		

**NOTICE OF DEBTOR'S MOTION TO APPROVE SETTLEMENT OF CONSOLIDATED
 SECURITIES CLASS ACTION LAWSUIT AND OPPORTUNITY TO OBJECT**

NOTICE IS HEREBY GIVEN that Debtor has filed a motion (the "**Motion**"), pursuant to Rule 9019, Federal Rules of Bankruptcy Procedure, for the entry of an order approving the settlement of all claims asserted against it and two of its former directors and officers in the consolidated class action lawsuit entitled *Burritt v. NutraCea, et al.*, Case No. CV-09-406-PHX-FJM (the "**Class Action Lawsuit**"), which is presently pending in the United States District Court for the District of Arizona. The following is a brief summary of the Class Action Lawsuit and the settlement:

- a. The Class Action Lawsuit was filed on February 27, 2009. A second class action lawsuit was filed on April 27, 2009, and the two were subsequently consolidated. The class of plaintiffs, which has not yet been certified, includes everyone who purchased Debtor's stock from April 2, 2007 to February 23, 2009 and were damaged thereby. Plaintiffs allege, among other things, that Debtor misled investors by improperly accounting for certain transactions and overstating its revenues in 2006, 2007 and 2008, in violation of state and federal securities laws.
- b. On March 31, 2010 plaintiffs in the Class Action Lawsuit filed an adversary proceeding against Debtor in the U.S. Bankruptcy Court, entitled *Harvey Pensack v. NutraCea*, Case No. 2:10-ap-00508-CGC (the "**Adversary Proceeding**"). The complaint in the Adversary Proceeding alleges the same claims as the amended complaint in the Class Action Lawsuit.
- c. The terms of settlement are set forth in the Stipulation and Agreement of Settlement (the "**Settlement Agreement**"), a copy of which is attached to the Motion as Exhibit "A". The Motion is on file with the Clerk of the United States Bankruptcy Court for the District of Arizona and is available for inspection and copying. It may also be viewed on Debtor's website: www.nutracea.com.
- d. The Settlement Agreement provides, among other things, that Debtor's insurer, Carolina Casualty Insurance Company, will pay plaintiffs, in full satisfaction of their claims, \$1.5 million plus one-half of any unused proceeds of the policy after payment of all valid claims and legal fees, but only if the amount of unused proceeds is \$150,000 or more. Debtor is also obligated to pay the cost of mailing the notice of settlement and associated documents to the class plaintiffs. The claims to be released include, without limitation, all those arising from or related to the purchase of Debtor's stock during the period from April 2, 2007 to February 23, 2009.
- e. Affected investors have the right to opt-out of the settlement. If they do, they may assert claims against Debtor, provided that they timely file a proof of claim in the above-captioned bankruptcy case (it is Debtor's position that the bar date for many, if not most, of such claims passed on March 31, 2010). If any such claims are filed and allowed, it is Debtor's position that they will be subordinated in their entirety to the level of Debtor's common stock, pursuant to 11 U.S.C. § 510(b).

The foregoing summary of the settlement is not intended to be exhaustive and, to the extent that there is any disagreement between it and the actual terms of the Settlement Agreement, the terms of the Settlement Agreement control.

FURTHER NOTICE IS HEREBY GIVEN that, if no written objection is filed with the Bankruptcy Court and a copy served on Debtor's counsel at the address are set forth above, within twenty-one (21) days of service of this Notice, the Motion may be granted without further hearing. If a timely objection is filed, the matter will be set for hearing by the Bankruptcy Court.

FURTHER NOTICE IS GIVEN that any objections to the Motion must be in writing and filed with the Clerk of the United States Bankruptcy Court either (a) by mail or hand-delivery to 230 North First Avenue, Suite 101, Phoenix, Arizona, 85003 or (b) electronically at the Court's web site: ecf.azb.uscourts.gov, using the Court's electronic filing procedures. A copy of any objection must also be served upon Debtor's attorney at the address set forth above.

Dated this 18th day of June, 2010.

FORRESTER & WORTH, PLLC
 /s/ SCF 006342
 S. Cary Forrester
 Attorneys for Debtor

FORRESTER & WORTH, PLLC
 3636 NORTH CENTRAL AVENUE, SUITE 700
 PHOENIX, ARIZONA 85012-1927
 TELEPHONE (602) 271-4250
 FACSIMILE (602) 271-4300
 S. CARY FORRESTER (006342)
 E-MAIL SCF@FORRESTERANDWORTH.COM
 ATTORNEYS FOR DEBTOR

UNITED STATES BANKRUPTCY COURT
 DISTRICT OF ARIZONA

In re: NUTRACEA, a California corporation	X : : X	Chapter 11 2:09-bk-28817-CGC
<i>Debtor.</i>		

**NOTICE OF EXTENDED BAR DATE FOR CERTAIN CREDITORS
 TO FILE PROOFS OF CLAIM UNDER RULE 3003(C)(3)**

NOTICE IS HEREBY GIVEN that, on April 20, 2010, the court entered an order providing as follows:

1. The existing bar date (deadline) of March 31, 2010 for filing proofs of claim against the bankruptcy estate pursuant to Rule 3003(c)(3) is hereby extended for the following creditors: (a) those who did not receive notice of the earlier bar date; (b) those who are affected by any amendment to Debtor's schedules; and (c) those who mailed their proofs of claim to the erroneous post office box listed on the earlier bar date notice. The bar date for such creditors to file proofs of claim against the bankruptcy estate is hereby extended to the date which is twenty-one (21) days after the mailing of this new bar date notice to the affected creditor.

2. Any affected creditor that wishes to assert a claim against the bankruptcy estate must file a Proof of Claim by the bar date (deadline) set forth above, for any claim: (a) not listed in the Schedules of Assets and Liabilities (the "Schedules"), as the same may be amended from time to time; (b) that is listed in the Schedules as disputed, contingent or unliquidated; or, (c) that differs in any respect from that listed in the Schedules (including, without limitation, the assertion of any right to a setoff under Code Section 553 or otherwise).

3. Any affected creditor that fails to timely file a Proof of Claim, if required to do so by the terms of the order, shall be forever barred from voting on any proposed plan of reorganization, receiving a distribution from the estate, or otherwise participating in the Chapter 11 case. Nonetheless, the holder of any such unfiled claim shall be bound by the terms of any confirmed plan of reorganization.

4. All Proofs of Claim must be received by the Clerk of the United States Bankruptcy Court for the District of Arizona on or before the Bar Date. Such claims may be mailed or delivered to the Clerk at the following address:

**Clerk, United States Bankruptcy Court
 230 North First Avenue, Suite 101
 Phoenix, AZ 85003**

Proof of claim forms and instructions may be found on the Bankruptcy Court's website: www.azb.uscourts.gov. Creditors with PACER and ECF passwords may also electronically file a proof of claim with the Bankruptcy Court. **Creditors are advised not to send copies of their proofs of claim to the Debtor or counsel for the Debtor.**

5. **If you have already filed a Proof of Claim, it is not necessary to file another one in response to this notice. Also, you do not need to file a proof of claim to establish that you are a shareholder.**

IT IS THE RESPONSIBILITY OF EACH CREDITOR TO REVIEW THE SCHEDULES, WHICH ARE ON FILE WITH THE CLERK OF THE BANKRUPTCY COURT AT THE ADDRESS SET FORTH ABOVE, TO DETERMINE WHETHER AND HOW ITS CLAIM IS SCHEDULED.

Dated this 18th day of June, 2010.

FORRESTER & WORTH, PLLC
 /s/ SCF 006342

 S. Cary Forrester
 Attorneys for Debtor

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PLEASE FORWARD

FIRST CLASS MAIL
U.S. POSTAGE
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PERMIT NO. 138
PHILADELPHIA, PA

FIRST CLASS MAIL

PLEASE FORWARD—IMPORTANT LEGAL NOTICE