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**C&W**  
**CUMMINS & WHITE, LLP**  
LAWYERS

2424 S.E. Bristol Street, Suite 300  
Newport Beach, CA 92660-0757  
TEL 949-852-1800  
FAX 949-852-8510  
cw@cwlawyers.com

**DATE: DECEMBER 1, 2009**

**TO:**

NAME	FAX NO.	TELEPHONE NO.
U.S. Bankruptcy Court District of Arizona	(602) 682-4004	602-682-4900

**FROM:** Charles P. Murawski  
cmurawski@cwlawyers.com

**MATTER:** R988.1 - Wellington Foods, Inc. v NutraCea

ORIGINAL DOCUMENT(S) [ ] WILL [ / ] WILL NOT BE SENT

This telecopy consists of 5 page(s), including this cover sheet. If you do not receive all the pages, please telephone (949) 852-1800 and ask for the Copy Clerk at ext. 451.

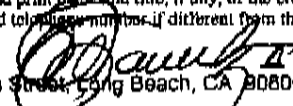
**SENDER'S COMMENTS:**

Attached is Wellington Foods, Inc.'s Proof of Claim

**\*\*\* CONFIDENTIALITY NOTICE \*\*\***

This cover sheet and any documents accompanying it are intended for the individual or entity set forth as the addressee, and may contain information that is privileged and confidential. If you are not the intended recipient, or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone or the arrangements which made for the original message to us. Thank you.

B 10 (Official Form 10) (12/08)

<b>UNITED STATES BANKRUPTCY COURT</b>		<b>District of Arizona</b>	<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Nutraoog, Inc.</b>		Case Number: <b>2:09-bk-28817-CGC</b>	
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Wellington Foods, Inc.</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.	
Name and address where notices should be sent: <b>Cummins &amp; White, LLP - Attn: Charles P. Murawski 2424 S.E. Bristol St, #300 Newport, Beach, CA 92660</b>		Court Claim Number: <i>(If known)</i> _____	
Telephone number: <b>(949) 852-1800</b>		Filed on: _____	
Name and address where payment should be sent (if different from above): <b>Cummins &amp; White, LLP - Attn: Charles P. Murawski 2424 S.E. Bristol St, #300 Newport, Beach, CA 92660</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
Telephone number: <b>(949) 852-1800</b>		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Claim Filed: \$ <u>312,395.45</u>		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.	
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		Specify the priority of the claim.	
2. Basis for Claim: <u>Goods Sold</u> <i>(See instruction #2 on reverse side.)</i>		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).	
3. Last four digits of any number by which creditor identifies debtor: <u>N/A</u>		<input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).	
3a. Debtor may have scheduled account on: _____ <i>(See instruction #3a on reverse side.)</i>		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).	
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____  Value of Property: \$ _____ Annual Interest Rate: _____ %  Amount of arrearage and other charges as of time claim filed included in secured claim, if any: \$ _____ Rate for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		<input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).	
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).	
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. <i>(See instruction 7 and definition of "redacted" on reverse side.)</i>		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(____).	
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.		Amount entitled to priority: \$ _____	
If the documents are not available, please explain: _____		*Amounts are subject to adjustment on 1/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
Date: <b>11/30/2009</b>	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number, if different from the notice address above. Attach copy of power of attorney, if any.  	<b>FOR CREDITOR USE ONLY</b>	
Tony Hamack, Jr., President, Wellington Foods, Inc., 3250 East 29th Street, Long Beach, CA 90806			

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

PURCHASE ORDER

Page: 1



3090 N. 40TH ST., #400  
PHOENIX, AZ 85018  
(602) 322-3000

P.O. NUMBER: 0000873  
ORDER DATE: 06/16/08

VENDOR NUMBER: WEL04

VENDOR:  
WELLINGTON FOODS, INC  
3250 E 29TH STREET  
LONG BEACH, CA 90806

SHIP TO:  
TO BE DETERMINED  
Customer Pick Up

CONFIRM TO:

REQUIRED DATE	SHIP VIA	F.O.B.	TERMS			
06/16/08			Net 60			
ITEM NUMBER	UNIT	ORDERED	RECEIVED	BCK ORDER	UNIT COST	AMOUNT
520-040	EACH	3,000,000	0.000	0.000	6.7500	20,250.00
Rice n Shine-Unflavor			WHITE: WEL.			
520-044	EACH	15,000,000	0.000	0.000	9.3200	139,800.00
Rice n Shine-Vanilla			WHITE: WEL.			
520-048	EACH	15,000,000	0.000	0.000	10.0200	150,300.00
Rice n Shine-Chocolate			WHITE: WEL.			

*Handwritten signature*  
OK  
6/16/08

For Nutraceuticals Margie Adelman

Net Order:	310,350.00
Sales Tax:	0.00
Freight:	0.00
Order Total:	310,350.00



# Wellington Foods, Inc.

3250 E. 29th Street  
 Long Beach, California 90800  
 (562) 989-0111 FAX (562) 989-9522

## INVOICE

Invoice Date	12/31/2008
Invoice #	012309
P.O. #	
Date Shipped:	12/31/2008

Sold To:  
 Nutra Cea  
 S. Golper  
 5090 N 40th Street Ste 400  
 Phoenix, AZ 85018

Ship To:  
 Nutra Cea  
 S. Golper  
 5090 N 40th Street Ste 400  
 Phoenix, AZ 85018

		TERMS Net 30	SHIP VIA: FREIGHT			
#	Item#	Item Description	Qty Shipped	UOM	Price	Amount
1	1	RM020490 RIBALANCE / CEA 100 Freight Pallets	24000.00	LBS	2.60 LB	\$62,400.00 \$2,200.00 \$75.00
2	1	RM111035 WHEY PROTEIN ISOLATE 94 Provon 102 Freight	19933.00	LBS	5.00 LB	\$99,665.00 \$2,089.79
3	1	RM110540 Rice Protein 70% Phenix 200 Freight Miscellaneous	4364.00	LBS	1.75 LB	\$7,619.60 \$280.00 \$105.00
4	1	RM035200 Phytosterols 50 % Rice Bran Oil Type 1 Freight	1430.00	LBS	10.91 LB	\$15,600.00 \$1,479.46
5	1	RM071758 Vanilla Flavor Powder # 312295	2800.00	LBS	4.25 LB	\$11,900.00
6	1	RM070325 Chocolate Flavor Powder # 03990	705.00	LBS	17.25 LB	\$12,161.25
7	1	RM070452 22/24 Non Alkallized Cocoa Berry Caste Freight	3850.00	LBS	1.88 LB	\$8,300.00 \$415.00
8	1	RM020335 Xanthan Gum Blend 200 Freight	529.80	LBS	6.83 LB	\$3,611.51 \$210.00
9	1	RM020310 Guar Gum Blend 200 HV Powder	648.40	LBS	4.65 LB	\$2,029.11
10	1	RM010080 CitriSweet Freight	2071.100	LBS	12.70 LB	\$26,302.97 \$820.00
11	1	RM010225 Erythritol Fine # 18951 Freight Miscellaneous	5876.000	LBS	2.95 LB	\$17,331.25 \$1,038.48 \$255.00
12	1	RM070145 Beer Buds Dried Extract 35302 Freight	650.000	LBS	3.67 LB	\$2,018.60 \$182.72
13	1	RM035253 Selenium Amino Acid Complex 1% Freight	10.860	LBS	29.34 LB	\$318.63 \$10.05

INVOICE: Please pay from this invoice.  
 No statement will be issued.

Line Totals	\$247,091.25
Total Tax	0.00
Freight	0.00
Discount	0.00
Miscellaneous	0.00

Remit To: Wellington Foods, Inc.  
 3250 E. 29th Street  
 Long Beach, CA 90800  
 Ph. 562-989-0111

Total Invoice Value	USD	\$247,091.25
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### EXHIBIT B

**ITEMIZED STATEMENT OF CHARGES AND INTEREST ON AMOUNTS  
OWED BY NUTRACEA, INC. TO WELLINGTON FOODS, INC.**

*November 10, 2009 Bankruptcy Filing*

Item	Amt. Owed	Date Due	Calculations	Amt. Due
Storage Charges	\$45,000	8/13/09	Not Applicable	\$45,000.00
Interest on Storage Charges	\$45,000	8/13/09	2 months, 27 days @ 10% interest per annum	\$1,095.20
Interest on Amount Due on Contract	\$247,091.25	1/30/09	9 months, 10 days @ 10% interest per annum	\$19,208.80
			<b>TOTAL</b>	<b>\$65,304.00</b>

**Total amount owed including 10% interest: \$312,395.45**

Exhibit C