

<b>UNITED STATES BANKRUPTCY COURT District of Arizona</b>		<b>PROOF OF CLAIM</b>
Name of Debtor: Nutracea, a California corporation		Case Number: 09-28817
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.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): SMI MANUFACTURING, LL		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  <b>FILED</b>  DEC 07 2009  UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF ARIZONA
Name and address where notices should be sent: SMI MANUFACTURING, LL 2401 W. 1ST STREET TEMPE, AZ 85281-2329		
Telephone number:		
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> Check this box if you are a creditor who has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
Telephone number:		
1. Amount of Claim as of Date Case Filed: <u>\$19,911.26</u>  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 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.		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.  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  <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).  <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).  <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).  <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).  <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(___).
2. Basis for Claim: <u>Services provided/goods sold</u> (See instruction #2 on reverse side.)		Amount entitled to priority:  \$ _____
3. Last four digits of any number by which creditor identifies debtor: _____  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
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 case filed included in secured claim, if any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.  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. (See instruction 7 and definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain:		
Date:	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 COURT USE ONLY</b>

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.

SMI Manufacturing

2401 W. 1st Street  
 Tempe, AZ 85281

# Invoice


Date	Invoice #
2/26/2009	4980

<b>Bill To</b>
NutraCea 5090 N. 40th St. #400 Phoenix, AZ 85018 (602) 522-3000

<b>Ship To</b>
Arnold Fitness EXPO C/o Excel Decorators, Inc. 3910 Groves Road, ste. A Columbus, Ohio 43232

S.O. No.	Lot number	Terms	Units produced	Product Name	PO #	
			9960	RiSolubles Sample Pouch	0001336	
Item	Description	Invoiced	Rate	SMI Lot #	Mfg Lot #	Amount
RiSolubles Sa...	RiSolubles Sample Pouch 60 cases @ 166 units	9,960	0.82			8,167.20

Thank you for your business!	<b>Total</b>	\$8,167.20
	<b>Payments/Credits</b>	\$0.00
	<b>Balance Due</b>	\$8,167.20

<b>BILL OF LADING</b>				<b>BOL Number: 11521418</b>			
<b>SHIP FROM</b>				<b>SHIP TO</b>			
Name: SMI Manufacturing Address 1: 2401 West 1st Street Address 2: City/State/Zip: TEMPE, AZ, 85281 BJ P: 480-927-9002 Ext. F:				SAIA 701-19482600 2  Pick up date: 2/26/2009 Trailer #: 484447 Seal #:		Driver signature acknowledges receipt of freight only. Shipment is subject to applicable terms and conditions of the Uniform Bill of Lading, Saia's tariffs and current NMFC 100. See Saia 170-D tariffs at www.saia.com.	
Name: Arnold Fitness Expo Address 1: Excel Freight Services Desk/GCCC Address 2: 500 N HIGH ST City/State/Zip: COLUMBUS, OH, 43215 P: 614-431-2600 Ext. F:				<b>REFERENCE INFORMATION</b>			
<b>THIRD PARTY FREIGHT CHARGES BILL TO</b>							
Echo Global Logistics 600 W. Chicago Avenue, Suite 725 Chicago, IL 60654							
<b>Freight Charge Terms:</b> Prepaid <input checked="" type="checkbox"/> Collect <input type="checkbox"/> 3rd Party <input checked="" type="checkbox"/>		Carrier Acct #: Quote ID:		<b>Shipper Instructions</b> Pickup #: _____ Loc Type: Business Special Services: _____		<b>Consignee Instructions</b> Delivery #: _____ Loc Type: Trade Show Special Services: _____	
<b>Special Instructions:</b> LOAD FOR BOOTH 1249-1251 CALL IF ANY ISSUES ARISE WHEN DELIVERING ROBERT AND SHANA GOLPER (602)-522-7578 <b>CANNOT ARRIVE PRIOR TO 9AM ON MARCH 3RD</b>							
<b>LTL or Partial Only:</b> # of Pallets: 1 Pallet Type: Skid Spots: Stackable: No Pallet Dimensions: L: W: H: inches							
<b>CARRIER INFORMATION</b>							
<b>HANDLING UNIT</b>		<b>PACKAGE</b>		<b>HM (X)</b>	<b>COMMODITY DESCRIPTION</b>	<b>LTN Only</b>	
QTY	TYPE	QTY	TYPE			WEIGHT	NMFC#
1	Pallets	0		815		60	
					Lot# 9222311 Qty: 9960 POUCHES (60CASES)		
1		0		815		<b>GRAND TOTAL</b>	
Where the rate is dependent on value, shippers are required to state specifically in writing the agreed or declared value of the property as follows: "The agreed or declared value of the property is specifically stated by the shipper to be not exceeding _____ per _____."					COD Amount: \$ _____ Fee Terms: Collect <input type="checkbox"/> Prepaid <input type="checkbox"/> Customer check acceptable: <input type="checkbox"/>		
<b>NOTE Liability Limitation for loss or damage in this shipment may be applicable. See 49 U.S.C. 14706(c)(1)(A) and (B).</b>							
RECEIVED, subject to individually determined rates or contacts that have been agreed upon in writing between the carrier and shipper, if applicable, otherwise to the rates, classifications and rules that have been established by the carrier and are available to the shipper, on request, and to all applicable state and federal regulations.					The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges. (Section 7)		
<b>SHIPPER SIGNATURE / DATE</b> This is to certify that the above named materials are properly classified, packaged, marked and labeled, and are in proper condition for transportation according to the applicable regulations of the DOT. Shipper: <u>[Signature]</u> Date: <u>02/27/09</u>					<b>Trailer Loaded:</b> <input checked="" type="checkbox"/> By Shipper <input type="checkbox"/> By Driver		<b>Freight Counted:</b> <input type="checkbox"/> By Shipper <input type="checkbox"/> By Driver/pallets said to contain <input type="checkbox"/> By Driver/Pieces
					<b>CARRIER SIGNATURE / PICKUP DATE</b> Carrier acknowledges receipt of packages and required placards. Carrier certifies emergency response information was made available and/or carrier has the DOT emergency response guidebook or equivalent documentation in the vehicle. Carrier: <u>[Signature]</u> Date: <u>2-27-09</u>		

15 up 484447

SMI Manufacturing

2401 W. 1st Street  
 Tempe, AZ 85281


# Invoice

Date	Invoice #
3/5/2009	4983

<b>Bill To</b>
5090 N. 40th St. #400 Phoenix, AZ 85018 (602) 522-3000

<b>Ship To</b>
NutraCea 4502 W Monterosa Phoenix, AZ 85031

S.O. No.	Lot number	Terms	Units produced	Product Name	PO #	
	9222311			RiSolubles Sample Pouch	0001336	
Item	Description	Invoiced	Rate	SMI Lot #	Mfg Lot #	Amount
RiSolubles Sa...	RiSolubles Sample Pouch	14,570	0.82	9222311		11,947.40
RiSolubles Sa...	RiSolubles Sample Pouch - NO label	518	0.76	9222311		393.68
Thank you for your business!				<b>Total</b>		\$12,341.08
				<b>Payments/Credits</b>		\$0.00
				<b>Balance Due</b>		\$12,341.08

<b>BILL OF LADING</b>				<b>BOL Number: 11530519</b>				
<b>SHIP FROM</b>				Carrier: Saia Motor Freight Line				
Name: SMI Manufacturing				Pro #:				
Address 1: 2401 West 1st Street				<b>BAR CODE SPACE</b>				
Address 2:				Pick up date: 3/5/2009				
City/State/Zip: TEMPE, AZ, 85281				Trailer #: 484397 Seal #:				
BJ P: 480-927-9002 Ext. F:								
<b>SHIP TO</b>				<b>REFERENCE INFORMATION</b>				
Name: Nutracea (Monterosa)				701-19591980 6 				
Address 1: 4502 W. Monterosa								
Address 2:				Driver signature acknowledges receipt of freight only. Shipment is subject to applicable terms and conditions of the Uniform Bill of Lading, Saia's tariffs and current NMFC 100. See Saia 170-D tariffs at www.saia.com.				
City/State/Zip: PHOENIX, AZ, 85031								
Mike P: 623-849-1695 Ext. F:								
<b>THIRD PARTY FREIGHT CHARGES BILL TO</b>				P.O.# 1336				
Echo Global Logistics 600 W. Chicago Avenue, Suite 725 Chicago, IL 60654								
Freight Charge Terms:		Carrier Acct #:		Quote ID:				
Prepaid <input checked="" type="checkbox"/> Collect <input type="checkbox"/> 3rd Party <input checked="" type="checkbox"/>								
Special Instructions:				Shipper Instructions		Consignee Instructions		
				Pickup #: 7124271 Loc Type: Business Special Services:		Delivery #: Loc Type: Business Special Services:		
LTL or Partial Only:								
# of Pallets: 2		Pallet Type:		Skid Spots: 2		Stackable: No		
Pallet Dimensions: L: W: H:								
<b>CARRIER INFORMATION</b>								
HANDLING UNIT		PACKAGE		WEIGHT	HM (X)	COMMODITY DESCRIPTION	LTL Only	
QTY	TYPE	QTY	TYPE				NMFC#	CLASS
2	Pallets	0		1165		Supplements <i>RESOLUBLES 30g. (SAMPLES POUCH) - Lot# 9222311 - 88 CASES = 14,570 UNITS</i>		60
						<i>4 CASES = 518 UNITS (NO LABEL)</i>		
2		0		1165		<b>GRAND TOTAL</b>		
Where the rate is dependent on value, shippers are required to state specifically in writing the agreed or declared value of the property as follows: *The agreed or declared value of the property is specifically stated by the shipper to be not exceeding _____ per _____.						COD Amount: \$ _____		
						Fee Terms: Collect <input type="checkbox"/> Prepaid <input type="checkbox"/>		
						Customer check acceptable: <input type="checkbox"/>		
<b>NOTE Liability Limitation for loss or damage in this shipment may be applicable. See 49 U.S.C. 14706(c)(1)(A) and (B).</b>								
RECEIVED, subject to individually determined rates or contracts that have been agreed upon in writing between the carrier and shipper, if applicable, otherwise to the rates, classifications and rules that have been established by the carrier and are available to the shipper, on request, and to all applicable state and federal regulations.						The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges. (Section 7)		
						Shipper Signature		
<b>SHIPPER SIGNATURE / DATE</b>		<b>Trailer Loaded:</b>		<b>Freight Counted:</b>		<b>CARRIER SIGNATURE / PICKUP DATE</b>		
This is to certify that the above named materials are properly classified, packaged, marked and labeled and are in proper condition for transportation according to the applicable regulations of the DOT.		<input checked="" type="checkbox"/> By Shipper <input type="checkbox"/> By Driver		<input type="checkbox"/> By Shipper <input type="checkbox"/> By Driver/pallets said to contain <input type="checkbox"/> By Driver/Pieces		Carrier acknowledges receipt of packages and required placards. Carrier certifies emergency response information was made available and/or carrier has the DOT emergency response guidebook or equivalent documentation in the vehicle.		
Shipper: <i>B/CELEKETIC</i> Date: <i>03/05/09</i>						Carrier: _____ Date: _____		

PURCHASE ORDER



P.O. NUMBER : 0001336  
ORDER DATE : 02/11/09

5090 N. 40TH ST., #400  
PHOENIX, AZ 85018  
(602) 522-3000

VENDOR NUMBER : SMI01

VENDOR :  
SMI MANUFACTURING, LL  
2401 W. 1ST STREET  
TEMPE, AZ 85281

SHIP TO :  
NUTRACEA  
5090 N. 40th Street  
Suite 400  
PHOENIX, AZ 85018

CONFIRM TO :

REQUIRED DATE	SHIP VIA	F.O.B.	TERMS			
02/11/09			Net 30			
ITEM NUMBER	UNIT	ORDERED	RECEIVED	BCK ORDER	UNIT COST	AMOUNT
200-040SAMPLEL RiSoluble Sample Fill 30gram	EACH	25,000.000	0.000 WHSE: 000	0.000	0.8200	20,500.00

For Nutracea

Net Order: 20,500.00  
Sales Tax: 0.00  
Freight: 0.00  
Order Total: 20,500.00



Corporate Office  
WS Packaging Group, Inc.  
P. O. Box 8128  
Green Bay, WI 54308-8128

Phone: 920-866-6300  
Fax: 820-866-6485  
www.wspackaging.com

September 9, 2009

SMI MANUFACTURING  
2401 WEST 1ST STREET  
TEMPE, AZ 85281

To Whom It May Concern:

WS Packaging Group, Inc. has been in contact with your company, trying to get your account current. We have been unsuccessful in getting any kind of response or any payments.

Invoice #	Due Date	Remaining Balance
06242009	PREPAY	\$6,079.92
New order 54627	PREPAY	407.76

**TOTAL DUE: \$6,487.68**

Please give me a call so we can get these past due invoice(s) paid and get on a good standing credit with WS Packaging Group, Inc. again. If we do not hear from you or receive payment within 10 days, we will begin legal proceedings to collect the outstanding balance and you may be liable for additional charges and costs of collection as provided in our credit agreement.

Please remit payment to:  
WS Packaging Group Inc  
Drawer 706  
Milwaukee, WI 53278-0706

Enclosed please find copies of open invoice(s).

Sincerely,

Linda Schlies  
Sr. Corporate Collector  
WS Packaging Group, Inc.  
2571 S. Hemlock Rd  
Green Bay, WI 54229  
920-866-6358 voice  
920-866-6482 fax  
lschlies@wspackaging.com

Enclosures