

RiceBran Technologies  
Form 10-Q  
August 13, 2015

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

(Mark one)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2015

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-32565

RiceBran Technologies  
(Exact Name of Registrant as Specified in its Charter)

California	87-0673375
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
6720 North Scottsdale Road, Suite 390	85253
Scottsdale, AZ	(Zip Code)
(Address of Principal Executive Offices)	

Issuer's telephone number, including area code: (602) 522-3000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes

No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

As of August 13, 2015, shares of the registrant's common stock outstanding totaled 9,525,869.

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Cautionary Note about Forward-Looking Statements

This quarterly report on Form 10-Q contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including, but not limited to, any projections of earnings, revenue, liquidity or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services, products or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements may include the words "may," "could," "will," "estimate," "intend," "continue to believe," "expect" or "anticipate" or other similar words. The forward-looking statements contained herein reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Actual results may differ materially from those projected in such forward-looking statements due to a number of factors, risks and uncertainties, including the factors that may affect future results set forth in this Current Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2014. We disclaim any obligation to update any forward looking statements as a result of developments occurring after the date of this quarterly report.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

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RiceBran Technologies

Condensed Consolidated Statements of Operations

Three and Six Months Ended June 30, 2015 and 2014

(Unaudited) (in thousands, except share and per share amounts)

	Three Months Ended		Six Months Ended	
	2015	2014	2015	2014
Revenues	\$11,405	\$11,343	\$21,065	\$19,027
Cost of goods sold	9,170	10,147	17,775	16,417
Gross profit	2,235	1,196	3,290	2,610
Operating expenses:				
Selling, general and administrative	3,352	3,415	6,840	6,730
Depreciation and amortization	429	759	934	1,577
Total operating expenses	3,781	4,174	7,774	8,307
Loss from operations	(1,546 )	(2,978 )	(4,484 )	(5,697 )
Other income (expense):				
Interest income	19	22	68	37
Interest expense - accreted on debt	(130 )	(6,222 )	(338 )	(6,323 )
Interest expense - other	(745 )	(1,202 )	(1,335 )	(2,430 )
Change in fair value of derivative warrant and conversion liabilities	384	(3,786 )	557	(1,728 )
Foreign currency exchange, net	32	60	(188 )	135
Loss on extinguishment	(1,904 )	(892 )	(1,904 )	(892 )
Financing expense	-	(950 )	-	(2,072 )
Other income	8	4	166	50
Other expense	(82 )	(111 )	(158 )	(168 )
Total other income (expense)	(2,418 )	(13,077 )	(3,132 )	(13,391 )
Loss before income taxes	(3,964 )	(16,055 )	(7,616 )	(19,088 )
Income tax benefit	6	350	13	598
Net loss	(3,958 )	(15,705 )	(7,603 )	(18,490 )
Net loss attributable to noncontrolling interest in Nutra SA	432	645	1,076	1,565
Net loss attributable to RiceBran Technologies shareholders	\$(3,526 )	\$(15,060 )	\$(6,527 )	\$(16,925 )
Loss per share attributable to RiceBran Technologies shareholders				
Basic	\$(0.38 )	\$(3.52 )	\$(0.71 )	\$(4.64 )
Diluted	\$(0.38 )	\$(3.52 )	\$(0.71 )	\$(4.64 )
Weighted average number of shares outstanding				
Basic	9,167,789	4,274,442	9,160,999	3,649,387
Diluted	9,167,789	4,274,442	9,160,999	3,649,387

See Notes to Unaudited Condensed Consolidated Financial Statements

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RiceBran Technologies

Condensed Consolidated Statements of Comprehensive Loss

Three and Six Months Ended June 30, 2015 and 2014

(Unaudited) (in thousands)

	Three Months		Six Months	
	2015	2014	2015	2014
Net loss	\$(3,958)	\$(15,705)	\$(7,603)	\$(18,490)
Other comprehensive loss - foreign currency translation, net of tax	188	257	(1,229)	629
Comprehensive loss, net of tax	(3,770)	(15,448)	(8,832)	(17,861)
Comprehensive loss attributable to noncontrolling interest, net of tax	370	537	1,495	1,289
Total comprehensive loss attributable to RiceBran Technologies shareholders	\$(3,400)	\$(14,911)	\$(7,337)	\$(16,572)

See Notes to Unaudited Condensed Consolidated Financial Statements

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RiceBran Technologies

Condensed Consolidated Balance Sheets

June 30, 2015 (Unaudited) and December 31, 2014

(in thousands, except share amounts)

	June 30, 2015	December 31, 2014
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$2,621	\$3,610
Restricted cash	1,920	1,920
Accounts receivable, net of allowance for doubtful accounts of \$568 and \$574 (variable interest entity restricted \$1,682 and \$1,980)	3,022	3,055
Inventories	3,606	3,508
Income and operating taxes recoverable	864	737
Deferred tax asset	171	171
Deposits and other current assets	860	1,071
Total current assets	13,064	14,072
Property, net (variable interest entity restricted \$2,900 and \$3,727)	21,358	24,753
Goodwill	3,887	4,431
Intangible assets, net	1,938	2,740
Other long-term assets	586	88
Total assets	\$40,833	\$46,084
<b>LIABILITIES, TEMPORARY EQUITY AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$3,044	\$3,286
Accrued salary, wages and benefits	2,728	2,206
Accrued expenses	4,687	4,257
Other liabilities	860	573
Current maturities of debt (variable interest entity nonrecourse \$3,180 and \$4,758)	4,290	4,808
Total current liabilities	15,609	15,130
Long-term debt, less current portion (variable interest entity nonrecourse \$5,022 and \$6,203)	13,407	11,288
Deferred tax liability	384	396
Derivative warrant liabilities	1,122	955
Total liabilities	30,522	27,769
Commitments and contingencies		
Temporary Equity - Redeemable noncontrolling interest in Nutra SA	862	2,643
Equity:		
Equity attributable to RiceBran Technologies shareholders:		
Preferred stock, 20,000,000 shares authorized and none issued	-	-
Common stock, no par value, 25,000,000 shares authorized, 9,525,869 and 9,383,571 shares issued and outstanding, respectively	262,414	261,299
Accumulated deficit	(248,997)	(242,470)
Accumulated other comprehensive loss	(3,968)	(3,157)
Total equity attributable to RiceBran Technologies shareholders	9,449	15,672

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Total liabilities, temporary equity and equity	\$40,833	\$46,084
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See Notes to Unaudited Condensed Consolidated Financial Statements

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RiceBran Technologies

Condensed Consolidated Statements of Cash Flows

Six Months Ended June 30, 2015 and 2014

(Unaudited) (in thousands)

	2015	2014
Cash flow from operating activities:		
Net loss	\$(7,603)	\$(18,490)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	2,344	3,287
Stock and share-based compensation	402	134
Change in fair value of derivative warrant and conversion liabilities	(557 )	1,728
Loss on extinguishment of debt	1,904	892
Financing expense	-	2,072
Deferred tax benefit	(13 )	(598 )
Interest accreted	339	6,718
Other	135	143
Changes in operating assets and liabilities:		
Accounts receivable	(363 )	(471 )
Inventories	(263 )	287
Accounts payable and accrued expenses	1,432	(240 )
Other	(119 )	86
Net cash used in operating activities	(2,362)	(4,452 )
Cash flows from investing activities:		
Acquisition of HN, net of cash acquired	-	(725 )
Purchases of property	(575 )	(3,287 )
Proceeds from sale of property	-	23
Net cash used in investing activities	(575 )	(3,989 )
Cash flows from financing activities:		
Payments of debt	(7,348)	(11,332)
Proceeds from issuance of debt and related warrants, net of issuance costs	9,246	8,353
Redemption of stock	-	(450 )
Proceeds from issuance of convertible debt and related warrants, net of costs	-	5,379
Proceeds from issuance of common stock and warrants, net of costs	-	7,553
Net cash provided by financing activities	1,898	9,503
Effect of exchange rate changes on cash and cash equivalents	50	8
Net change in cash and cash equivalents	(989 )	1,070
Cash and cash equivalents, beginning of period	3,610	5,091
Cash and cash equivalents, end of period	\$2,621	\$6,161
Supplemental disclosures:		
Cash paid for interest	\$848	\$1,258
Cash paid for income taxes	-	-

See Notes to Unaudited Condensed Consolidated Financial Statements





RiceBran Technologies

Notes to Unaudited Condensed Consolidated Financial Statements

NOTE 1. BASIS OF PRESENTATION

In the opinion of management, the accompanying unaudited condensed consolidated financial statements of RiceBran Technologies and subsidiaries were prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and the rules and regulations of the Securities and Exchange Commission (SEC) for reporting on Form 10-Q; therefore, as permitted under these rules, certain footnotes and other financial information included in audited financial statements were condensed or omitted. The interim financial statements contain all adjustments necessary to present fairly the interim results of operations, financial position and cash flows for the periods presented.

These interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto in our Annual Report on Form 10-K for the year ended December 31, 2014. The report of our independent registered public accounting firm that accompanies the audited consolidated financial statements for the year ended December 31, 2014, included in that Annual Report on Form 10-K, contains a going concern explanatory paragraph in which our independent registered public accounting firm expressed substantial doubt about our ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

The interim results reported in these condensed consolidated financial statements are not necessarily indicative of the results to be expected for the full fiscal year, or any other future period, and have been prepared assuming we will continue as a going concern based on the realization of assets and the satisfaction of liabilities in the normal course of business.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued guidance on revenue from contracts with customers, which supersedes current revenue recognition guidance and most industry-specific guidance. Under the new standard we will recognize revenue from the transfer of goods or services to customers in amounts that reflect the consideration to which we expect to be entitled in exchange for those goods or services. Revenue from a contract that contains multiple performance obligations will be allocated to each performance obligation generally on a relative standalone selling price basis. The guidance is effective for our annual and interim periods beginning in 2017. Early adoption is prohibited. We have not yet determined the impact that the new guidance will have on our results of operations and financial position and have not yet determined the method by which we will adopt the standard in 2017.

In February 2015, the FASB issued guidance which makes targeted amendments to current consolidation guidance. Among other things, the standard changes the manner in which we would assess one of the characteristics of variable interest entities (VIEs) and introduces a separate analysis specific to limited partnerships and similar entities (such as Nutra SA) for assessing if the equity holders at risk lack decision making. Limited partnerships and similar entities will be a VIE unless the limited partners hold substantive kick-out rights or participating rights. A right to liquidate an entity is akin to a kick-out right. Guidance for limited partnerships under the voting model has been eliminated. A limited partner and similar partners with a controlling financial interest obtained through substantive kick-out rights would consolidate a limited partnership or similar entity. The guidance is effective for our annual and interim periods beginning in 2016. Early adoption is allowed. We have not yet determined the impact that the new guidance will have on our results of operations and financial position and have not yet determined if we will early adopt the standard.

In April 2015, the FASB issued guidance on the presentation and disclosure of debt issuance costs. The update requires debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct

deduction from the carrying amount of the related debt liability instead of being presented as an asset. Debt disclosures will include the face amount of the debt liability and the effective interest rate. The update requires retrospective application and represents a change in accounting principle. The update is effective for fiscal years beginning after December 15, 2015. Early adoption permitted for financial statements that have not been previously issued. The adoption of this statement will impact future presentation and disclosures of the financial statements.

**NOTE 2. BUSINESS**

We are a human food ingredient, functional food ingredient, packaged functional food and animal nutrition company focused on value-added processing and marketing of healthy, natural and nutrient dense products derived from raw rice bran (RRB), an underutilized by-product of the rice milling industry. Using our bio-refining business model, we apply our proprietary and patented technologies and intellectual properties to convert RRB into numerous high value products including stabilized rice bran (SRB), rice bran oil (RBO), defatted rice bran (DRB), RiBalance (a complete rice bran nutritional package derived from further processing of SRB), RiSolubles (a highly nutritious, carbohydrate and lipid rich fraction of SRB), RiFiber (a fiber rich derivative of SRB), the ProRyza family of rice bran protein-based products and other valuable derivatives extracted from these core products. Our target markets are natural food, functional food, nutritional supplement and animal nutrition manufacturers, wholesalers and retailers, both domestically and internationally.

RiceBran Technologies

Notes to Unaudited Condensed Consolidated Financial Statements

We have two reportable operating segments: (i) USA segment, which manufactures and distributes SRB in various granulations, Stage II products (described below) and Proryza products; in addition, we formulate and package finished consumer products for our customers on a business-to-business basis at our Healthy Natural Inc. plant in Irving, Texas; and (ii) Brazil segment, which extracts crude RBO and DRB from raw rice bran, which are then further processed into degummed rice bran oil, dewaxed rice bran oil, neutralized rice bran oil and fully refined rice bran oil for sale internationally and in Brazil, compounded animal nutrition products and a number of valuable human food and animal nutrition products derivatives and co-products. In addition we incur corporate and other expenses not directly attributable to operating segments, which include costs related to our corporate staff, general and administrative expenses including public company expenses, intellectual property, professional fees, and other expenses. No corporate allocations, including interest, are made to the operating segments.

The combined operations of our USA and Brazil segments encompass our bio-refining approach to processing RRB into various high quality, value-added constituents and finished products. Over the past decade, we have developed and optimized our proprietary bio-refining processes to support the production of healthy, natural, hypoallergenic, gluten free, and non-genetically modified human food ingredients and functional foods for use in meats, baked goods, cereals, batters and breadings, health foods, nutritional supplements, nutraceuticals and high-end animal nutrition and health products.

The USA segment produces SRB inside two supplier rice mills in California and one owned facility in Louisiana. A facility located in Lake Charles, Louisiana has been idle since May 2009. The USA segment also includes our Dillon, Montana Stage II facility which produces our Stage II products RiSolubles (a highly nutritious, carbohydrate and lipid rich fraction of SRB), RiFiber (a fiber rich derivative of SRB), RiBalance (a complete rice bran nutritional package derived from further processing SRB), and ProRyza, a family of protein products. Stage II refers to the patented processes run at our Dillon, Montana facility and includes products produced at that facility using our patented processes. In January 2014, we completed the acquisition of H&N Distribution Inc., now operating as Healthy Natural, Inc. (HN), which has been integrated into our USA segment. HN is a formulator and co-packer of products targeted at customers in the direct marketing, internet sales and retail distribution markets, and operates a facility in Irving, Texas. HN serves the natural products, nutritional supplement and nutraceutical and functional food sectors. We acquired HN as part of our strategy to vertically integrate our business in order to leverage our proprietary and patented technologies. Certain manufacturing facilities included in our USA segment have proprietary processing equipment and patented technology for the stabilization and further processing of rice bran into finished products. In the three and six months ended June 30, 2015, approximately 85% and 83% of USA segment revenue was from sales of human food products and the remainder was from sales of animal nutrition products.

The Brazil segment consists of the consolidated operations of Nutra SA, whose only operating subsidiary is Irgovel, located in Pelotas, Brazil. Irgovel manufactures RBO and DRB products for both the human ingredient and animal nutrition markets in Brazil and internationally. In refining RBO to an edible grade, several co-products are obtained, including degummed oil, lecithin, dewaxed oil, rice wax, neutralized oil and free fatty acids used in the detergent industry. DRB is compounded with a number of other ingredients to produce complex animal nutrition products which are packaged and sold under Irgovel brands in the Brazilian market, sold as a raw material for further processing into human food ingredients or sold in bulk into the animal nutrition markets in Brazil and neighboring countries. In the first half of 2015 Irgovel made initial sales of human grade stabilized defatted rice bran to the meat industry in the North American market. In 2014, approximately 39% of Brazil segment product revenue was from sales of RBO products and the remainder was from sales of DRB products. In the three and six months ended June 30, 2015, approximately 49% of Brazil segment product revenue was from sales of RBO products and the remainder was from sales of DRB products.

NOTE 3. LIQUIDITY, GOING CONCERN AND MANAGEMENT'S PLAN

In 2014 and the first six months of 2015, we continued to experience losses and negative cash flows from operations which raises substantial doubt about our ability to continue as a going concern. We believe that we will be able to obtain additional funds to operate our business, should it be necessary, however, there can be no assurances that our efforts will prove successful. The accompanying consolidated financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

As described further in Note 5, in January 2014, we completed the acquisition of HN, the operations of which are accretive to cash flows. Our Brazilian subsidiary, Industria Riograndens De Oleos Vegetais Ltda. (Irgovel), recently completed the final stages of a major capital expansion. Throughout 2014, significant cash was used during the shutdown period and subsequent restart of the plant. Operations at Irgovel have begun to improve during the second quarter of 2015, such that Irgovel should be operating at its targeted capacity in the second half of 2015 subject to raw bran availability. However, there are no assurances that this will occur.

## RiceBran Technologies

## Notes to Unaudited Condensed Consolidated Financial Statements

On May 12, 2015, we entered into an \$8 million senior secured credit facility agreement consisting of a \$3.5 million maximum working capital revolver and two term loan tranches. These funds are being used for working capital and capital expenditure needs in both of our operating segments. Pursuant to this agreement, cash contributions to the Brazil segment, exclusive of any release of restricted cash, may not exceed \$2.0 million, all of which has been funded during the second quarter of 2015. In addition to these funds, we are seeking to confirm an arbitration award issued in Brazil which would release to us approximately \$1.9 million in an escrow account associated with the purchase of Irgovel. For further discussion of the escrow account, see Note 12.

NOTE 4. LOSS PER SHARE (EPS)

Basic EPS is computed by dividing net income (loss) attributable to RiceBran Technologies shareholders by the weighted average number of common shares outstanding during all periods presented. Shares underlying options, warrants and convertible debt are excluded from the basic EPS calculation but are considered in calculating diluted EPS. Nonvested shares that vest solely on the basis of a service condition are not included in the denominator of the computation of basic EPS.

Diluted EPS is computed by dividing the net income (loss) attributable to RiceBran Technologies shareholders by the weighted average number of shares outstanding during the period increased by the number of additional shares that would have been outstanding if the impact of assumed exercises and conversions is dilutive. The dilutive effect of outstanding options and warrants is calculated using the treasury stock method. The dilutive effect of outstanding convertible debt is calculated using the if-converted method. Nonvested shares that vest solely on the basis of a service condition are included in the denominator of the computation of diluted EPS during their requisite service period under the treasury stock method.

Below are reconciliations of the numerators and denominators in the EPS computations for the three and six months ended June 30, 2015 and 2014.

	Three Months Ended		Six Months Ended	
	2015	2014	2015	2014
NUMERATOR (in thousands):				
Basic and diluted - net loss attributable to RiceBran Technologies shareholders	\$(3,526 )	\$(15,060 )	\$(6,527 )	\$(16,925 )
DENOMINATOR:				
Basic EPS - weighted average number of shares outstanding	9,167,789	4,274,442	9,160,999	3,649,387
Effect of dilutive securities outstanding	-	-	-	-
Diluted EPS - weighted average number of shares outstanding	9,167,789	4,274,442	9,160,999	3,649,387
Number of shares of common stock which could be purchased with weighted average outstanding securities not included in diluted EPS because effect would be antidilutive-				
Stock options (average exercise price for the three and six months ended June 30, 2015 of \$11.25 and \$11.37)	260,632	148,293	262,468	161,217
Warrants (average exercise price for the three and six months ended June 30, 2015 of \$5.75 and \$5.76)	6,827,953	4,151,240	6,665,956	3,450,788
Nonvested stock	177,840	-	172,522	-
Total weighted average of outstanding common stock equivalents	7,266,425	4,299,533	7,100,946	3,612,005

The impact of potentially dilutive securities outstanding at June 30, 2015 and 2014, was not included in the calculation of diluted EPS for the three and six months ended June 30, 2015 and 2014 because to do so would be antidilutive. Those securities listed in the table above which were antidilutive for the periods presented, which remain outstanding, could potentially dilute EPS in the future.

**NOTE 5. HN ACQUISITION**

In January 2014, we purchased all of the outstanding shares of HN for \$2.0 million in cash (\$1.8 million paid in January 2014 and \$0.2 million payable upon the resolution of certain contingencies) and promissory notes in the face amount of \$3.3 million, subject to working capital adjustments. HN is an Irving, Texas-based formulator and co-packer of products targeted at customers in the direct marketing, internet sales and retail distribution markets. HN serves the natural products, nutritional supplement and nutraceutical and functional food sectors. We acquired HN as part of our strategy to vertically integrate our business in order to leverage our proprietary and patented technologies.

The acquisition has been accounted for as a business combination. The results of HN's operations are included in our consolidated financial statements beginning January 2, 2014, and are included in our USA segment.

## RiceBran Technologies

## Notes to Unaudited Condensed Consolidated Financial Statements

In the first quarter of 2014, we incurred \$0.3 million of acquisition-related costs which are included in selling, general and administrative expenses in the consolidated statements of operations. The following table summarizes the aggregate purchase price allocation, the consideration transferred to acquire HN, as well as the amounts of identified assets acquired and liabilities assumed based on the estimated fair value as of the January 2, 2014, acquisition date (in thousands).

Cash	\$1,800
Cash holdback for contingencies	200
Convertible notes payable	2,785
Total fair value of consideration transferred	4,785
Financial assets, including acquired cash of \$1,075	1,314
Inventories	1,109
Property	963
Identified intangible asset estimate	3,847
Deferred income taxes, net	(1,529)
Financial liabilities	(1,709)
Net recognized amounts of identifiable assets acquired	3,995
Goodwill - USA segment	\$790

The fair value of trade receivables at January 2, 2014, was \$0.1 million which equaled the gross amount receivable. We have assigned a \$3.8 million value to a customer relationship intangible and we are amortizing that intangible over a three year period as follows: \$1.7 million in 2014, \$1.3 million in 2015 and \$0.8 million in 2016. In the three and six months ended June 30, 2015, we recognized \$0.3 million and \$0.6 million of amortization expense in the USA segment related to this intangible.

Our consolidated revenues include \$3.9 million and \$6.4 million of HN revenues for the three and six months ended June 30, 2014. After making a reasonable effort, we have been unable to determine net income (loss) attributable to HN resulting from it being fully integrated into the USA segment during 2014.

NOTE 6. REDEEMABLE NONCONTROLLING INTEREST IN NUTRA SA

We hold a variable interest which relates to our equity interest in Nutra SA, LLC (Nutra SA). We are the primary beneficiary of Nutra SA, and as such, Nutra SA's assets, liabilities and results of operations are included in our consolidated financial statements. The other equity holders' interests are reflected in net loss attributable to noncontrolling interest in Nutra SA, in the consolidated statements of operations, and redeemable noncontrolling interest in Nutra SA, in the consolidated balance sheets. Our variable interest in Nutra SA is our Brazil segment. A summary of the carrying amounts of Nutra SA balances included in our consolidated balance sheets follows (in thousands).

	June 30, 2015	December 31, 2014
Cash and cash equivalents	\$910	\$269
Other current assets (restricted \$1,682 and \$1,980)	3,905	4,735
Property, net (restricted \$2,900 and \$3,727)	12,239	15,258
Goodwill and intangibles, net	3,097	3,722
Other noncurrent assets	37	34
Total assets	\$20,188	\$24,018



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Current liabilities	\$6,399	\$ 5,346
Current portion of long-term debt (nonrecourse)	3,180	4,758
Long-term debt, less current portion (nonrecourse)	5,022	6,203
Total liabilities	\$ 14,601	\$ 16,307

Nutra SA's debt is secured by its accounts receivable and property. The non-Brazilian entities in our consolidated group do not guarantee any of Nutra SA's debt.

## RiceBran Technologies

## Notes to Unaudited Condensed Consolidated Financial Statements

A summary of changes in redeemable noncontrolling interest in Nutra SA follows for the three and six months ended June 30, 2015 and 2014 (in thousands).

	Three Months Ended		Six Months Ended	
	2015	2014	2015	2014
Redeemable noncontrolling interest in Nutra SA, beginning of period	\$1,376	\$6,425	\$2,643	\$7,177
Investors' interest in net loss of Nutra SA	(432 )	(645 )	(1,076)	(1,565)
Investors' interest in other comprehensive loss of Nutra SA	62	108	(418 )	276
Accumulated Yield classified as other current liability	(144 )	(284 )	(287 )	(284 )
Redeemable noncontrolling interest in Nutra SA, end of period	\$862	\$5,604	\$862	\$5,604
Investors' average interest in Nutra SA	33.2 %	41.8 %	33.7 %	43.5 %

In December 2010, we entered into a membership interest purchase agreement (MIPA) with AF Bran Holdings-NL LLC and AF Bran Holdings LLC (Investors). As of June 30, 2015 and December 31, 2014, the Investors interest was 32.1% and 34.7%. In the three and six months ended June 30, 2015, we invested an additional \$2.4 million and \$3.4 million in Nutra SA. The Investors' share of Nutra SA's net income (loss) increases (decreases) redeemable noncontrolling interest. We are restricted from competing with Nutra SA and Irgovel in Brazil as further described in the MIPA.

Redeemable noncontrolling interest in Nutra SA is recorded in temporary equity, above the equity section and after liabilities on our consolidated balance sheets, because the Investors have drag along rights which provide the Investors the ability to force a sale of Nutra SA assets in the future. We have assessed the likelihood of the Investors exercising these rights as less than probable at June 30, 2015. We will continue to evaluate the probability of the Investors exercising their drag along rights each reporting period. We will begin to accrete the redeemable noncontrolling interest up to fair value if and when it is probable the Investors will exercise these rights.

Under the limited liability company agreement for Nutra SA (LLC agreement), as amended, any units held by the Investors beginning January 1, 2014, accrue a yield at 4% (Yield). Commencing with the first quarter of 2014, Nutra SA must make distributions to the Investors quarterly in the amount equal to the previously accrued and unpaid Yield plus any additional distributions owed to the Investors, to the extent there is distributable cash, as defined in the LLC agreement. As of June 30, 2015, our balance sheet includes an other liability of \$0.9 million for Yield accumulated and unpaid. Nutra SA has made no Yield payments.

Following the payment of the Yield, Nutra SA must distribute all distributable cash (as defined in the LLC Agreement) to the members on March 31 of each year as follows: (i) first, to the Investors in an amount equal to 2.3 times the Investors' capital contributions, less the aggregate amount of non-Yield distributions paid to the Investors, (ii) second, to us in an amount equal to twice the capital contributions made by us, less the aggregate amount of distributions paid to us; and (iii) third, to us and the Investors in proportion to our respective membership interests.

Under the LLC agreement, the business of Nutra SA is to be conducted by the manager, currently our CEO, subject to the oversight of the management committee. The management committee is comprised of three of our representatives and two Investor representatives. Upon an event of default or a qualifying event, we will no longer control the management committee and the management committee will include three Investor representatives and two of our representatives. In addition, following an event of default or a qualifying event, a majority of the members of the management committee may replace the manager of Nutra SA.

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As of June 30, 2015, there have been no unwaived events of default. Events of default, as defined in the MIPA and the October 2013 amendment of investment agreements, are failure of Irgovel to meet minimum annual processing targets or to achieve EBITDA of at least \$4.0 million in any year beginning in 2015.

As of June 30, 2015, there have been no qualifying events. The LLC agreement defines a qualifying event as the bankruptcy of RiceBran Technologies or Nutra SA.

The Investors have drag along rights, the right to force the sale of all Nutra SA assets after January 1, 2016. The right terminates upon the occurrence of certain events (a \$50 million Nutra SA initial public offering or a change of control, as defined). We may elect to exercise a right of first refusal to purchase the Investors' interest instead of proceeding to a sale.

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Notes to Unaudited Condensed Consolidated Financial Statements

In evaluating whether we are the primary beneficiary of Nutra SA, we considered the matters which could be put to a vote of the members. Until there is an event of default or a qualifying event, the Investors' rights and abilities, individually or in the aggregate, do not allow them to substantively participate in the operations of Nutra SA. The Investors do not currently have the ability to dissolve Nutra SA or otherwise force the sale of all its assets. They do have drag along rights in the future. We will continue to evaluate our ability to control Nutra SA each reporting period.

Cash provided by operations in our Brazil segment is generally unavailable for distribution to our Corporate and USA segments pursuant to the terms of the LLC agreement.

NOTE 7. INVENTORIES

Inventories are composed of the following (in thousands):

	June 30, 2015	December 31, 2014
Finished goods	\$ 1,382	\$ 1,103
Work in process	358	380
Raw materials	1,183	1,441
Packaging supplies	683	584
Total inventories	\$ 3,606	\$ 3,508

NOTE 8. PROPERTY

Property, plant and equipment consist of the following (in thousands):

	June 30, 2015	December 31, 2014
Land	\$ 345	\$ 364
Furniture and fixtures	457	539
Plant	14,758	15,942
Computer and software	1,709	1,701
Leasehold improvements	637	568
Machinery and equipment	20,326	21,519
Property	38,232	40,633
Less accumulated depreciation	16,874	15,880
Property, net	\$ 21,358	\$ 24,753

Included in accounts payable at June 30, 2015 is \$0.1 million related to amounts payable for machinery and equipment additions.

NOTE 9. GOODWILL

A summary of goodwill activity follows (in thousands):

Three Months Ended	Six Months Ended
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	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Goodwill, beginning of period	\$3,796	\$4,993	\$4,431	\$4,139
USA Segment - Acquisition of H&N	-	-	-	675
Brazil segment - Effect of foreign currency translation	91	106	(544 )	285
Goodwill, end of period	\$3,887	\$5,099	\$3,887	\$5,099

## RiceBran Technologies

## Notes to Unaudited Condensed Consolidated Financial Statements

**NOTE 10. EQUITY, SHARE-BASED COMPENSATION AND LIABILITY WARRANTS**

A summary of equity activity for the six months ended June 30, 2015, (in thousands, except share and per share data) follows.

	Common Stock		Accumulated	Accumulated Other Comprehensive	Total
	Shares	Amount	Deficit	Loss	Equity
Balance, December 31, 2014	9,383,571	\$ 261,299	\$ (242,470 )	\$ (3,157 )	\$ 15,672
Share-based compensation, employees and directors	139,047	402	-	-	402
Warrants, issued to subordinated debt holders	-	699	-	-	699
Other	3,251	14	-	-	14
Foreign currency translation	-	-	-	(811 )	(811 )
Net loss	-	-	(6,527 )	-	(6,527 )
Balance, June 30, 2015	9,525,869	\$ 262,414	\$ (248,997 )	\$ (3,968 )	\$ 9,449

A summary of stock option and warrant activity for the six months ended June 30, 2015, follows.

	Options			Equity and Liability Warrants		
	Shares Under Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Shares Under Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
Outstanding, December 31, 2014	269,642	\$ 12.12	7.9	6,503,959	\$ 5.77	4.3
Granted	75,243	3.47		589,669	5.25	
Exercised	-	-		-	-	
Forfeited, expired or cancelled	(18,750 )	21.74		-	-	
Outstanding, June 30, 2015	326,135	\$ 9.57	8.0	7,093,628	\$ 5.73	3.9
Exercisable, June 30, 2015	151,981	\$ 15.37	6.4	7,093,628	\$ 5.73	3.9

**Equity Incentive Plan**

The board of directors adopted our 2014 Equity Incentive Plan in August 2014, after the plan was approved by shareholders. A total of 1,600,000 shares of common stock were initially reserved for issuance under the plan. Under the terms of the plan, we may grant options to purchase common stock and shares of common stock to officers, directors, employees or consultants providing services on such terms as are determined by the board of directors. Our board of directors administers the plan, determines vesting schedules on plan awards and may accelerate the vesting schedules for award recipients. The options granted under the plan have terms of up to 10 years.

In the third quarter of 2014, we issued shares of common stock to directors and executive officers at a grant date fair value of \$4.91 per share. We issued 44,026 shares which vested in August 2014, 52,412 shares which vested in June 2015 and 185,182 shares which vest in August 2017. In the second quarter of 2015, we recognized \$0.1 million in compensation. As of June 30, 2015, we expect to recognize the remaining \$0.6 million of unrecognized compensation over a weighted average period of 2.2 years.

In June 2015, in addition to granting the options listed in the summary of stock option and warrant activity above, we issued shares of common stock to directors and executive officers at a grant date fair value of \$3.38 per share. We issued 67,003 shares which vest in equal annual installments over the next three years and 72,044 shares which vest in June 2016 (or at the next annual shareholder meeting date if earlier). In the second quarter of 2015, we recognized less than \$10 thousand in compensation. As of June 30, 2015, we expect to recognize the remaining \$0.5 million of unrecognized compensation over a weighted average period of 2.0 years.

On May 12, 2015, we issued warrants to purchase 300,000 shares of our stock at a strike price of \$5.25, exercisable over a five year term. The warrants were issued in conjunction with a senior secured credit facility agreement with a lender.

On May 12, 2015 we issued warrants to purchase 289,669 shares of our stock at a strike price of \$5.25, exercisable over a five year term. The warrants were issued in conjunction with the extinguishment and reissuance of certain subordinated notes.

## RiceBran Technologies

## Notes to Unaudited Condensed Consolidated Financial Statements

Warrants that Contain Antidilution Clauses

As of June 30, 2015, we have three warrant agreements outstanding (with two holders) that contain antidilution clauses. The related warrants are classified as derivative warrant liabilities in our balance sheets. Under the antidilution clauses contained in these warrants, in the event of equity issuances at prices below the exercise prices of these warrants, we may be required to lower the exercise price on these warrants and increase the number of shares underlying these warrants. Equity issuances may include issuances of our common stock, certain awards of options to employees, and issuances of warrants and/or other convertible instruments.

NOTE 11. DEBT

The following table summarizes current and long-term portions of debt (in thousands).

	June 30, 2015	December 31, 2014
Corporate segment:		
Subordinated notes, net	\$6,496	\$ 4,978
Senior secured term loan	1,801	-
Working capital revolver	1,056	-
Other	143	157
	9,496	5,135
Brazil segment:		
Capital expansion loans	2,839	3,629
Working capital lines of credit	1,149	2,408
Advances on customer export orders	1,447	1,810
Special tax programs	2,705	3,016
Other	61	98
	8,201	10,961
Total debt	17,697	16,096
Current portion	4,290	4,808
Long-term portion	\$ 13,407	\$ 11,288

USA Segment

On May 12, 2015, we entered into an \$8 million senior secured credit facility agreement with a lender consisting of a \$3.5 million maximum working capital revolver and two term loan tranches. The credit facility will mature on June 1, 2018, with the potential for two one-year maturity extensions. This credit facility is subject to certain financial and non-financial covenants which includes a minimum liquidity covenant that requires we maintain \$1.0 million in cash on hand at all times. We are currently in compliance with all covenants. The term loans currently bear an interest rate of 11.50% per year, payable quarterly, with principal payments commencing in October 2016. As of June 30, 2015, a term loan in the principal amount of \$2.5 million remains outstanding with an unamortized debt discount of \$0.7 million. We are accreting the note up to its face value at an average annual interest rate of 27.1%. As of June 30, 2015, the working capital revolver has a balance of \$1.1 million.

As a result of the credit facility transaction, the notes for a majority of the subordinated note holders representing approximately 97% of the principal due were amended, resulting in a \$1.9 million loss on extinguishment, which includes \$0.7 million of warrants issued as discussed in Note 10. The maturity date on these notes was extended to June 1, 2018, with principal payments commencing in October 2016. The amendment also increased the interest to an



annual rate of 11.75%. The remaining subordinated notes that were not modified will continue to bear an interest rate of 5% per year and will mature in July 2016. We are accreting these notes up to their face value at an average annual interest rate of 24.5%. As of June 30, 2015, the remaining unamortized debt discount related to these notes was less than \$0.1 million. All subordinated note interest is payable quarterly. As of June 30, 2015, subordinated notes in the principal amount of \$6.5 million remain outstanding.

Brazil Segment

All Brazil segment debt is denominated in the Brazilian Real (R\$), except advances on customer export orders which are denominated in U.S. Dollars.

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Notes to Unaudited Condensed Consolidated Financial Statements  
Capital Expansion Loans

In December 2011, Irgovel entered into loan agreements with the Bank of Brazil. As of June 30, 2015, the notes held a principal balance of R\$7.5 million. The annual interest rate on the loans is 6.5%, payable quarterly and the loans mature December 2021. Irgovel must make monthly principal payments under each of the loans. Irgovel used R\$1.5 million of the proceeds for working capital purposes and the remainder for the purchase of equipment and machinery. In July 2012, Irgovel entered into an agreement with the bank under which it borrowed R\$1.7 million for the purchase of certain equipment at an annual interest rate of 5.5%. Interest is payable quarterly on the amounts outstanding and the maturity date of the loans is July 2019. Irgovel must make monthly principal payments under the loans. The capital expansion loans are secured by the related equipment.

Working Capital Lines of Credit

Irgovel has working capital lines of credit secured by accounts receivable. The total amount of borrowing cannot exceed 30%-100% of the collateral, depending on the agreement. The annual interest rates on this debt range from 10.4% to 34.8%, and average 25.4%. Principal maturities of amounts outstanding extend through September 2019.

Advances on Customer Export Orders

Irgovel obtains advances against certain customer export orders from various banks. The annual interest rates on these advances range from 5.0% to 10.0%, and average 9.6%. Principal maturities of amounts outstanding extend through 2015.

Special Tax Programs

Irgovel has an unsecured note payable for Brazilian federal and social security taxes under special Brazilian government tax programs. Principal and interest payments are due monthly through January 2029. Interest on the notes is payable monthly at the Brazilian SELIC target rate, which was 13.8% at June 30, 2015.

NOTE 12. COMMITMENTS AND CONTINGENCIES

In addition to the matters discussed below, from time to time we are involved in litigation incidental to the conduct of our business. When applicable, we record accruals for contingencies when it is probable that a liability will be incurred and the amount of loss can be reasonably estimated. While the outcome of lawsuits and other proceedings against us cannot be predicted with certainty, in the opinion of management, individually or in the aggregate, no such lawsuits are expected to have a material effect on our financial position or results of operations.

Defense costs are expensed as incurred and are included in professional fees.

Irgovel Purchase

On August 28, 2008, former Irgovel stockholder David Resyng filed an indemnification suit against Irgovel, Osmar Brito and the remaining former Irgovel stockholders (Sellers), requesting: (i) the freezing of the escrow account maintained in connection with the transfer of Irgovel's corporate control to us and the presentation of all documentation related to the transaction, and (ii) damages in the amount of the difference between (a) the sum received by David Resyng in connection with the judicial settlement agreement executed in the action for the partial dissolution of the limited liability company filed by David Resyng against Irgovel and the Sellers and (b) the amount received by the Sellers in connection with the sale of Irgovel's corporate control to us, in addition to moral damages as determined in the court's discretion. The amount of damage claimed by Mr. Resyng is approximately \$3 million.

We believe that the filing of the above lawsuit is a fundamental default of the obligations undertaken by the Sellers under the Quotas Purchase Agreement for the transfer of Irgovel's corporate control, executed by and among the Sellers and us on January 31, 2008 (Purchase Agreement). Consequently, we believe that the responsibility for any indemnity, costs and expenses incurred or that may come to be incurred by Irgovel and/or us in connection with the above lawsuit is the sole responsibility of the Sellers.

## RiceBran Technologies

## Notes to Unaudited Condensed Consolidated Financial Statements

On February 6, 2009, the Sellers filed a collection lawsuit against us seeking payment of the second installment of the purchase price under the Purchase Agreement, which the Sellers assert is approximately \$1.0 million. We have withheld payment of the second installment pending resolution of the Resyng lawsuit noted above. Our parent company has not been served with any formal notices in regard to this matter. To date, only Irgovel has received formal legal notice. In addition, the Purchase Agreement requires that all disputes between us and the Sellers be adjudicated through arbitration. On October 29, 2010, we initiated an arbitration proceeding against the Sellers for breaches of the Purchase Agreement, including claims related to Sellers' handling of the Resyng claim and whether any future payments are required under the Purchase Agreement. On February 25, 2015, the arbitration panel issued its opinion along with a May 14, 2015 clarification and ordered the Sellers to pay Irgovel and us R\$4.9 million plus arbitration fees, legal fees, and interest. We are currently seeking to confirm and obtain a final award in Brazil.

As part of the Purchase Agreement, \$2.0 million was deposited into an escrow account to cover contingencies with the net remaining funds payable to the Sellers upon resolution of all contingencies. As of June 30, 2015, the balance in the escrow account was \$1.9 million and is included in restricted cash in our balance sheets. There is an escrow liability related to the lawsuit in accrued expenses on our balance sheets as of June 30, 2015, totaling \$1.6 million. When the escrow account was funded, we established an accrued liability equal to the amount of the escrow for contingencies and the net balance due to the Sellers under the terms of the Purchase Agreement. As of June 30, 2015, \$0.3 million of pre-acquisition contingencies have either been paid or specifically identified and accrued, leaving a balance of \$1.6 million to settle any remaining contingencies. We believe that there is no additional material exposure as any amounts determined to be owed as a result of the above noted litigation and contingencies will be covered by the escrow account. If and when received, we agreed to pay to Nutra SA ninety percent of any funds received from the escrow account or treat the funds retained as a distribution from Nutra SA and reduce our ownership percentage accordingly.

NOTE 13. SEGMENT INFORMATION

The tables below present segment information for the periods identified and provide reconciliations of segment information to total consolidated information (in thousands).

<u>Three Months Ended June 30, 2015</u>	Corporate	USA	Brazil	Consolidated
Revenues	\$ -	\$6,889	\$4,516	\$ 11,405
Cost of goods sold	-	4,638	4,532	9,170
Gross profit	-	2,251	(16 )	2,235
Depreciation and amortization (in selling, general and administrative)	(19 )	(395 )	(15 )	(429 )
Other operating expense	(1,442 )	(747 )	(1,163 )	(3,352 )
Income (loss) from operations	\$ (1,461 )	\$1,109	\$(1,194)	\$ (1,546 )
Net income (loss) attributable to RiceBran Technologies shareholders	\$ (3,332 )	\$1,109	\$(1,303)	\$ (3,526 )
Interest expense	357	-	518	875
Depreciation (in cost of goods sold)	-	296	457	753
Purchases of property	-	115	153	268
<u>Six Months Ended June 30, 2015</u>	Corporate	USA	Brazil	Consolidated
Revenues	\$ -	\$11,952	\$9,113	\$ 21,065
Cost of goods sold	-	8,051	9,724	17,775
Gross profit	-	3,901	(611 )	3,290
Depreciation and amortization (in selling, general and administrative)	(34 )	(788 )	(112 )	(934 )
Other operating expense	(2,620 )	(2,199 )	(2,021 )	(6,840 )
Income (loss) from operations	\$ (2,654 )	\$914	\$(2,744)	\$ (4,484 )

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Net income (loss) attributable to RiceBran Technologies shareholders	\$ (4,483 )	\$ 914	\$(2,958)	\$ (6,527 )
Interest expense	650	-	1,023	1,673
Depreciation (in cost of goods sold)	-	437	973	1,410
Purchases of property	-	351	224	575

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Notes to Unaudited Condensed Consolidated Financial Statements

Three Months Ended June 30, 2014

	Corporate	USA	Brazil	Consolidated
Revenues	\$ -	\$6,748	\$4,595	\$ 11,343
Cost of goods sold	-	5,116	5,031	10,147
Gross profit	-	1,632	(436 )	1,196
Depreciation and amortization (in selling, general and administrative)	(14 )	(559 )	(186 )	(759 )
Other operating expense	(1,338 )	(1,054 )	(1,023 )	(3,415 )
Income (loss) from operations	\$ (1,352 )	\$ 19	\$ (1,645)	\$ (2,978 )
Net income (loss) attributable to RiceBran Technologies shareholders	\$ (13,490 )	\$ 19	\$ (1,589)	\$ (15,060 )
Interest expense	6,859	-	565	7,424
Depreciation (in cost of goods sold)	-	260	773	1,033
Purchases of property	32	715	337	1,084

Six Months Ended June 30, 2014

	Corporate	USA	Brazil	Consolidated
Revenues	\$ -	\$11,741	\$7,286	\$ 19,027
Cost of goods sold	-	8,493	7,924	16,417
Gross profit	-	3,248	(638 )	2,610
Depreciation and amortization (in selling, general and administrative)	(24 )	(1,197 )	(356 )	(1,577 )
Other operating expense	(2,970 )	(1,796 )	(1,964 )	(6,730 )
Income (loss) from operations	\$ (2,994 )	\$ 255	\$ (2,958)	\$ (5,697 )
Net income (loss) attributable to RiceBran Technologies shareholders	\$ (14,478 )	\$ 255	\$ (2,702)	\$ (16,925 )
Interest expense	7,389	-	1,364	8,753
Depreciation (in cost of goods sold)	-	513	1,197	1,710
Purchases of property	116	858	2,313	3,287

The tables below present segment information for selected balance sheet accounts (in thousands).

	Corporate	USA	Brazil	Consolidated
<u>As of June 30, 2015</u>				
Inventories	\$ -	\$2,753	\$853	\$ 3,606
Property, net	450	8,670	12,238	21,358
Goodwill	-	790	3,097	3,887
Intangible assets, net	-	1,938	-	1,938
Total assets	3,676	16,969	20,188	40,833
<u>As of December 31, 2014</u>				
Inventories	-	2,219	1,289	3,508
Property, net	135	9,360	15,258	24,753
Goodwill	-	790	3,641	4,431
Intangible assets, net	-	2,658	82	2,740
Total assets	4,212	17,854	24,018	46,084

Corporate segment total assets include cash, restricted cash, property and other assets.

The following table presents revenue by geographic area for the three and six months ended June 30, 2015 and 2014 (in thousands).

Six Months Ended

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	Three Months Ended			
	2015	2014	2015	2014
United States	\$6,861	\$6,538	\$11,823	\$11,038
Brazil	2,819	4,319	5,902	6,967
Other international	1,725	486	3,340	1,022
Total revenues	\$11,405	\$11,343	\$21,065	\$19,027

## RiceBran Technologies

## Notes to Unaudited Condensed Consolidated Financial Statements

**NOTE 14. FAIR VALUE MEASUREMENT**

The fair value of cash and cash equivalents, accounts and other receivables and accounts payable approximates their carrying value due to their shorter maturities. As of June 30, 2015, the fair value of our USA segment debt (Level 3 measurement) is less than \$0.1 million higher than the \$9.5 million carrying value of that debt, based on current market rates for similar debt with similar maturities. The fair value of our Brazil segment debt (Level 3 measurement) approximates the carrying value of that debt based on the current market rates for similar debt with similar maturities.

Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Certain assets and liabilities are presented in the financial statements at fair value. Assets and liabilities measured at fair value on a recurring basis include derivative warrant and conversion liabilities. Assets and liabilities measured at fair value on a non-recurring basis may include property.

We assess the inputs used to measure fair value using a three-tier hierarchy based on the extent to which inputs used in measuring fair value are observable in the market:

Level 1 – inputs include quoted prices for identical instruments and are the most observable.

Level 2 – inputs include quoted prices for similar assets and observable inputs such as interest rates, currency exchange rates and yield curves.

Level 3 – inputs are not observable in the market and include management’s judgments about the assumptions market participants would use in pricing the asset or liability.

For instruments measured using Level 3 inputs, a reconciliation of the beginning and ending balances is disclosed.

The following tables summarize the fair values by input hierarchy of items measured at fair value on a recurring basis on our consolidated balance sheets (in thousands):

	Level 1	Level 2	Level 3	Total
Total liabilities at fair value, as of June 30, 2015 - derivative warrant liabilities	\$ -	\$ -	\$(1,122)	\$(1,122)
Total liabilities at fair value, as of December 31, 2014 - derivative warrant liabilities	\$ -	\$ -	\$(955 )	\$(955 )

Warrants accounted for as derivative liabilities are valued using the lattice model each reporting period and the resultant change in fair value is recorded in the statements of operations. The lattice model requires us to assess the probability of future issuance of equity instruments at a price lower than the current exercise price of the warrants. The risk-free interest rate is determined by reference to the treasury yield curve rate of instruments with the same term as the warrant. Additional assumptions that were used to calculate fair value follow.

	June 30, 2015	December 31, 2014
Risk-free interest rate	0.2% - 1.0% (0.7% weighted average)	0.1% - 1.0% (0.7% weighted average)
Expected volatility	69.5% - 92.9% (86.1% weighted average)	95%



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Notes to Unaudited Condensed Consolidated Financial Statements

The following tables summarize the changes in level 3 items measured at fair value on a recurring basis (in thousands):

	Fair Value as of Beginning of Period	Total Realized and Unrealized Gains (Losses) (1 )	Issuance of New Instruments	Net Transfers (Into) Out of Level 3	Fair Value, at End of Period	Change in Unrealized Gains (Losses) on Instruments Still Held
<u>Six Months Ended June 30, 2015</u>						
Derivative warrant liability	\$ (955 )	\$ 557	\$ (724 )	\$ -	\$(1,122)	\$ 557
Derivative conversion liability	-	-	-	-	-	-
Total Level 3 fair value	\$ (955 )	\$ 557	\$ (724 )	\$ -	\$(1,122)	\$ 557
<u>Six Months Ended June 30, 2014</u>						