UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period from January 1, 2003 to March 31, 2003.

Commission File Number: 0-1375

FARMER BROS. CO.
(Exact name of registrant as specified in its charter)

California	95-0725980
(State of Incorporation)	(IRS Employer Identification Number)
20333 S. Normandie Avenue, Torrance, California	90502
(Address of principal executive offices)	(Zip Code)

(310) 787-5200
(Registrant's telephone number)

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 [X] No [ ]

Indicate by check mark whether the registrant is an accelerated filer (as
defined in Rule 12b-2 of the Act). Yes [ ] No [X]

Number of shares of Common Stock outstanding: 1,926,414 as of March 31, 2003.

PART I. FINANCIAL INFORMATION
Item 1. Financial Statements (Dollars in thousands, except per share data)

FARMER BROS. CO.
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	For the three months ended March 31,		For the nine months ended March 31,	
	2003	2002	2003	2002
Net sales	$49,267	$51,298	$153,774	$155,453
Cost of goods sold	17,229	16,512	55,050	50,761
	32,038	34,786	98,724	104,692
Selling expense	22,696	21,753	66,256	64,176
General and administrative expenses	4,357	3,190	11,810	9,496
	27,053	24,943	78,066	73,672
Income from operations	4,985	9,843	20,658	31,020

Other income:				
Dividend income	811	802	2,440	2,406
Interest income	834	1,540	3,195	5,951
Other, net	3,677	(1,683)	2,725	(193)
	5,322	659	8,360	8,164
Income before taxes	10,307	10,502	29,018	39,184
Income taxes	3,968	4,096	11,172	15,282
Net income	$ 6,339	$ 6,406	$17,846	$23,902
Net income per share	$3.52	$3.47	$9.78	$12.95
Weighted average shares outstanding	1,800,914	1,846,388	1,824,802	1,845,501
Dividends declared per share	$0.90	$0.85	$2.70	$2.55

The accompanying notes are an integral part of these financial statements.

FARMER BROS. CO.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2003	June 30, 2002
ASSETS		
Current assets:		
Cash and cash equivalents	$ 56,336	$ 7,047
Short term investments	231,712	285,540
Accounts and notes receivable, net	13,322	14,004
Inventories	36,332	37,361
Income tax receivable	-	2,553
Deferred income taxes	1,188	1,188
Prepaid expenses	2,489	741
Total current assets	341,379	348,434
Property, plant and equipment, net	40,571	38,572
Notes receivable	224	224
Other assets	27,940	27,622
Deferred income taxes	2,672	2,672
Total assets	$412,786	$417,524
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 4,641	$ 4,827
Accrued payroll expenses	5,468	6,407
Other	6,697	5,025
Total current liabilities	16,806	16,259
Accrued postretirement benefits	24,172	22,726
Other long term liabilities	5,486	5,486
	29,658	28,212
Commitments and contingencies	-	-
Shareholders' equity:		
Common stock, $1.00 par value, authorized 3,000,000 shares; 1,926,414 shares issued and outstanding	1,926	1,926
Additional paid-in capital	18,418	17,627
Retained earnings	378,655	365,725
Unearned ESOP shares	(32,677)	(12,225)
Total shareholders' equity	366,322	373,053

Total liabilities and shareholders' equity	$412,786	$417,524

The accompanying notes are an integral part of these financial statements.

FARMER BROS. CO.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the nine months ended March 31,	
	2003	2002
Cash flows from operating activities:		
Net income	$17,846	$ 23,902
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	4,316	4,126
Gain on sales of assets	367	(200)
ESOP Compensation expense	2,835	1,622
Net (gain) or loss on investments	(2,025)	654
Change in assets and liabilities:		
Short term investments	55,853	16,284
Accounts and notes receivable	(640)	897
Inventories	1,029	(410)
Income tax receivable	2,553	1,208
Prepaid expenses and other assets	(2,066)	(1,358)
Accounts payable	(186)	(3,025)
Accrued payroll and expenses and other liabilities	733	(2,522)
Accrued postretirement benefits	1,446	1,443
Total adjustments	64,761	18,719
Net cash provided by operating activities	$ 82,607	$ 42,621

The accompanying notes are an integral part of these financial statements.

FARMER BROS. CO
CONSOLIDATED STATEMENTS OF CASH FLOWS
(CONTINUED)
(Unaudited)

	For the nine months ended March 31, 2003	2002
Net cash provided by operating activities:	$ 82,607	$ 42,621
Cash flows from investing activities:		
Purchases of property, plant and equipment	(6,445)	(3,735)
Proceeds from sales of property, plant and equipment	497	254
Notes issued	-	(35)
Notes repaid	42	2,625
Net cash used in investing activities	(5,906)	(891)
Cash flows from financing activities:		
Dividends paid	(4,916)	(4,706)
ESOP contributions	(22,496)	(815)
Net cash used in financing activities	(27,412)	(5,521)
Net increase in cash and cash equivalents	49,289	36,209
Cash and cash equivalents at beginning of period	7,047	19,362
Cash and cash equivalents at end of period	$ 56,336	$ 55,571
Supplemental disclosure of cash flow information:		
Income tax payments	$ 7,044	$ 14,095

The accompanying notes are an integral part of these financial statements.

Notes to Consolidated Financial Statements (Unaudited)

Note 1. Unaudited Financial Statements

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine month period ended March 31, 2003 are not necessarily indicative of the results that may be expected for the year ended June 30, 2003.

The balance sheet at June 30, 2002 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Farmer Bros Co. annual report on Form 10-K for the year ended June 30, 2002.

Note 2. Investments

Investments are as follows (in thousands):

	March 31, 2003	June 30, 2002
Trading securities at fair value		

Corporate debt	$ -	$ 18,863
U.S. Treasury obligations	173,836	184,756
U.S. Agency obligations	-	26,983
Preferred stock	50,658	48,873
Other fixed income	5,048	5,181
Futures, options and other derivative investments	2,170	884
	$231,712	$285,540

Note 3. Inventories
(In thousands)

March 31, 2003

	Processed	Unprocessed	Total
Coffee	$ 2,997	$11,039	$14,036
Allied products	11,453	5,138	16,591
Coffee brewing equipment	2,045	3,660	5,705
	$16,495	$19,837	$36,332

June 30, 2002

	Processed	Unprocessed	Total
Coffee	$ 3,438	$10,393	$13,831
Allied products	12,482	5,116	17,598
Coffee brewing equipment	2,528	3,404	5,932
	$18,448	$18,913	$37,361

Interim LIFO Calculations

An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations must necessarily be based on management's estimates of expected year-end inventory levels and costs. Because these are subject to many forces beyond management's control, interim results are subject to the final year-end LIFO inventory valuation.

Note 4. Recently Issued Accounting Standards

In October 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," which supercedes SFAS 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of." SFAS No. 144 addresses financial accounting and reporting for the impairment of long-lived assets and for long-lived assets to be disposed of and is effective for fiscal years beginning after December 15, 2001. SFAS retains certain fundamental provisions of SFAS No. 121 including recognition and measurement of the impairment of long-lived assets to be held and used and measurement of long-lived assets to be disposed of by sale. The adoption of this standard, effective July 1, 2002, had no material effect on the Company.

In June 2002, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 146 ("SFAS 146"), "Accounting for Exit or Disposal Activities". SFAS 146 addresses significant issues regarding the recognition, measurement, and reporting of costs that are associated with exit and disposal activities, including restructuring activities that are currently accounted for under Emerging Issues Task Force ("EITF") Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." The scope of SFAS 146 also includes costs related to terminating a contract that is not a capital lease and termination benefits that employees who are involuntarily terminated receive under the terms of a one-time benefit arrangement that is not an ongoing benefit arrangement or an individual deferred-compensation contract. SFAS 146 will be effective for exit or disposal activities that are initiated after December 31, 2002 but early application is encouraged. The provisions of EITF Issue No. 94-3 shall continue to apply for an exit activity initiated under an exit plan that met the criteria of EITF Issue No. 94-3 prior to the adoption of SFAS

146. Adopting the provisions of SFAS 146 will change, on a prospective basis, the timing of when restructuring charges are recorded from a commitment date approach to when the liability is incurred.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Liquidity and Financial Condition

There have been no material changes in the Company's liquidity or financial condition since the year ended June 30, 2002.

(in thousands)	March 31, 2003	June 30, 2002
Current assets	$341,379	$348,434
Current liabilities	16,806	$ 16,259
Working capital	$324,573	$332,175
Total assets	$412,786	$417,524

All present and future liquidity needs are expected to be met by internal sources. The Company tries not to rely on banks or other third parties for its working capital and other liquidity needs. Our operations are often affected by the green coffee market. At present the cost of green coffee has increased more than 20% over costs at the end of fiscal 2002. The market is volatile and although green coffee prices at March 31, 2003 declined about 6% from December 31, 2002 we are not able to predict future market changes. An increase in green coffee prices could require a substantial additional investment in inventory by the Company. In 2000 the board of directors authorized an initial loan to the ESOP of up to $50,000,000 for the purchase of Company stock. As of March 31, 2003 the ESOP loan balance is $33,539,000 and the ESOP holds 139,796 shares of stock. The Company is presently converting to a new enterprise resource planning system. Costs to implement the new system are likely to exceed $2,000,000 per year over the next three years. The Company has no commitments at this time, but has plans to purchase improved properties for certain of its branch warehouse locations, and where buildings are not available, has purchased land and developed the property itself.

Results of Operations

Fiscal 2003

Most operating trends discussed in the Form 10-K for fiscal 2002 have continued throughout fiscal 2003. Green coffee costs during the second quarter of fiscal 2003 were volatile and ended the quarter at a level 20% greater than green coffee prices at the June 30, 2002 year end. The cost of green coffee declined about 6% during the third fiscal quarter ended March 31, 2003 from December 31, 2002. Continued speculation about a weather damaged Brazilian coffee crop have added support to current price levels. Sales have continued to be weak as the economy has not improved.

Net sales for the third quarter of fiscal 2003 decreased 4% to $49,267,000 as compared to $51,298,000 in the same quarter of fiscal 2002. Net sales for the first nine months of fiscal 2003 decreased 1% as compared to the first nine months of fiscal 2002, reaching $153,774,000 and $155,453,000, respectively. Third quarter gross profit decreased 8% to $32,038,000 in fiscal 2003 as compared to $34,786,000 in the same quarter of fiscal 2002 primarily from higher green coffee costs in the current quarter. Gross profit for the first nine months of fiscal 2003 decreased 6% to $98,724,000 as compared to $104,692,000 in the same period of fiscal 2002.

Operating expenses for the first nine months of fiscal 2003 increased 6% to $78,066,000 as compared to $73,672,000 in the same period of the prior fiscal year. The increase is primarily attributed to an increase in employee benefit expenses, including the ESOP, of more than $1,800,000, as well as an increase in pension plan expenses of more than $775,000 resulting from a decreased discount rate. Operating expenses in the third quarter of fiscal 2003, consisting of selling and general and administrative expenses, increased 8% to $27,053,000 as compared to $24,943,000 in the same quarter of fiscal 2002.

Other income in the third quarter of fiscal 2003 increased 700% to $5,322,000 from $659,000 in the third quarter of fiscal 2002. The primary components of other income include dividend & interest income and realized and unrealized gains (losses) on investments. During the first nine months of fiscal 2003, the Company had realized and unrealized gains (losses) on securities of approximately ($1,086,000) and $3,111,000, respectively, as compared to realized and unrealized (losses) on securities of approximately ($416,000) and ($238,000), respectively, in the same period of fiscal 2002. Other income for the first nine months of fiscal 2003 increased 2% to $8,360,000 as compared to $8,164,000 in the same period of the prior fiscal year.

As the result of the above mentioned factors, net income for the third quarter of fiscal 2003 reached $6,339,000, or $3.52 per share, as compared to $6,406,000 or $3.48 per share for the third quarter of fiscal 2002. Net income for the first nine months of fiscal 2003 decreased 25% to $17,846,000 as compared to $23,902,000 in the same period of the prior fiscal year. Earnings per share decreased to $9.78 for the first nine months of fiscal 2003, as compared to $12.94 per share in the same period of fiscal 2002.

Fiscal 2002
Results of Operations

Net sales for the third quarter of fiscal 2002 decreased 6.4% to $51,298,000 as compared to $54,814,000 in the same period of fiscal 2001. Sales in the first 9 months of fiscal 2002 decreased 5.6% to $155,453,000 as compared to $164,624,000 in the first 9 months of fiscal 2001. We believe that continued weakness in the economy has affected our customers. Reportedly, business travel and entertainment have been reduced by the recession, and individuals have reduced their discretionary spending in restaurants which the Company believes accounts for most of the decrease in sales volume in the first three quarters of fiscal 2002 as compared to the same period of the prior fiscal year.

Cost of goods sold decreased 10.3% to $16,512,000, or 32% of sales in the quarter ended March 31, 2002 from $18,401,000 or 34% of sales in the same quarter of fiscal 2001. Cost of goods sold decreased 11.4% to $50,761,000 or 33% of sales in the first three quarters of fiscal 2002 as compared to $57,277,000 or 35% of sales in the same period of fiscal 2001. The average cost of green coffee has continued to decline through the current fiscal year, and at March 31, 2002 is approximately 22% below the March 31, 2001 cost. Gross profit decreased 4.5% to $34,786,000 or 68% of sales for the fiscal quarter just ended as compared to $36,413,000, or 66% of sales, in the same period of fiscal 2001. Gross profit for the 2002 fiscal year to date decreased 2.4% to $104,692,000 or 67% of sales as compared to $107,347,000 or 65% of sales in the same period of fiscal 2001.

Selling and General and Administrative Expenses (Operating Expenses) increased 1.7% to $24,943,000 or 49% of sales in the quarter ended March 31, 2002 as compared to $24,531,000 or 45% of sales in the comparable quarter of the prior fiscal year. Similarly, year to date Operating Expenses increased 3.4% to $73,672,000 or 47% of sales in fiscal 2002 as compared to $71,243,000 or 43% of sales in fiscal 2001. This increase is primarily the result of higher pension costs ($1,000,000), ESOP expenses ($800,000) and employee medical expenses ($700,000).

Upon adoption of SFAS 133, on July 1, 2000, the Company transferred all of its investments classified as "available for sale" at June 30, 2000 into the "trading" category. Accordingly, the Company recognized the accumulated unrealized loss of $3,894,000 in the consolidated statement of net income for the period ended December 31, 2000 as other income.

In June 1998, the Financial Accounting Standards Board (FASB) issued Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended by SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities-An Amendment of FASB Statement 133." The adoption of Statement Nos. 133 and 138 on July 1, 2001 resulted in a cumulative effect of an accounting change of $515,000 ($310,000 net of taxes) being recognized in the Statement of Net Income.

Other income decreased 84.7% in the three months ended March 31, 2002 to

$659,000 from $4,305,000 in the like period of the prior fiscal year. Other income for the nine months ended March 31, 2002 decreased 35.6% to $8,164,000 as compared to $12,675,000 in the same period of the prior fiscal year. This decline is primarily the result of reduced interest income ($1,664,000 for the quarter and $3,453,000 year to date as compared to the results from similar periods of the prior fiscal year) in addition to both realized and unrealized losses on investments and interest rate futures and options ($1,990,000 for the quarter and $1,297,000 year to date as compared to the results from similar periods of the prior fiscal year). This is a consequence of lower interest rates.

During the first nine months of fiscal 2002, the Company had realized and unrealized gains (losses) on securities of approximately $(416,000) and $(238,000), respectively, as compared to realized and unrealized gains (losses) on securities of approximately $(1,559,000) and $1,475,000, respectively, in the same period of fiscal 2001. Lower interest rates in the current fiscal year have resulted in a lesser amount of interest earned. Interest earned decreased 52% to $1,540,000 as compared to $3,204,000 in the quarters ended March 31, 2002 and 2001, respectively, and decreased 37% to $5,951,000 as compared to $9,404,000 for the first nine months of fiscal 2002 and 2001, respectively.

Quarterly Summary of Results (in thousands of dollars):

	3/31/02	6/30/02	9/30/02	12/31/02	3/31/03
Net sales	$51,298	$50,404	$50,389	$54,118	$49,267
Gross profit	34,786	33,401	31,532	35,154	32,038
Income from operations	9,843	7,190	7,354	8,319	4,985
Net income	6,406	6,667	5,608	5,899	6,339
Net income per common share	$3.47	$3.60	$3.03	$3.24	$3.52

Forward Looking Statements

Certain statements contained in this Quarterly Report on Form 10-Q regarding the risks, circumstances and financial trends that may affect our future operating results, financial position and cash flows may be forward-looking statements within the meaning of federal securities laws. These statements are based on management's current expectations, assumptions, estimates and observations about our business and are subject to risks and uncertainties. As a result, actual results could materially differ from the forward looking statements contained herein. These forward looking statements can be identified by the use of words like "expects," "plans," "believes," "intends," "will," "assumes" and other words of similar meanings. These and other similar words can be identified by the fact that they do not relate solely to historical or current facts. While we believe our assumptions are reasonable, we caution that it is impossible to predict the impact of such factors which could cause actual results to differ materially from predicted results. We intend these forward-looking statements to speak only at the time of this report and do not undertake to update or revise these projections as more information becomes available. For these statements, we claim the protection of the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Many but not all of these factors and assumptions are identified in the Company's Annual Report on Form 10-K for the year ended June 30, 2002.

Item 3. Quantitative and Qualitative Disclosure About Market Risk.

Financial Markets

We are exposed to market value risk arising from changes in interest rates on our securities portfolio. Our portfolio of investment grade money market instruments is primarily invested in treasury securities. As of March 31, 2003 over 60% of these funds were invested in instruments with maturities shorter than 90 days. This portfolio's interest rate risk is not hedged and its average maturity is approximately 80 days. A 100 basis point increase in the general level of interest rates would result in a change in the market value of the portfolio of approximately ($1,799,000).

Our portfolio of preferred securities includes investments in derivatives that provide a natural economic hedge of interest rate risk. We review the interest rate sensitivity of these securities and (a) enter into "short positions" in futures contracts on U.S. Treasury securities or (b) hold put options on such futures contracts in order to reduce the impact of certain interest rate changes on such preferred stocks. Specifically, we attempt to manage the risk arising from changes in the general level of interest rates. We do not transact in futures contracts or put options for speculative purposes.

The following table demonstrates the impact of varying interest rate changes based on the preferred stock holdings, futures and options positions, and market yield and price relationships at March 31, 2003. This table is predicated on an instantaneous change in the general level of interest rates and assumes predictable relationships between the prices of preferred securities holdings, the yields on U.S. Treasury securities and related futures and options.

Interest Rate Changes
(In thousands)

	Market Value of March 31, 2003			Change in Market
	Preferred Stock	Futures & Options	Total Portfolio	Value of Total Portfolio
- -150 basis points ("b.p.")	$55,145	$1	$55,146	$3,112
- -100 b.p.	54,144	33	54,177	2,143
Unchanged	50,658	1,376	52,034	0
+100 b.p.	46,286	5,661	51,947	(88)
+150 b.p.	44,136	7,820	51,956	(79)

The number and type of future and option contracts entered into depends on, among other items, the specific maturity and issuer redemption provisions for each preferred stock held, the slope of the Treasury yield curve, the expected volatility of Treasury yields, and the costs of using futures and/or options.

Commodity Price Changes

We are exposed to commodity price risk arising from changes in the market price of green coffee. We price our inventory on the LIFO basis. In the normal course of business, we enter into commodity purchase agreements with suppliers and we purchase green coffee contracts.

The following table demonstrates the impact of changes in the price of green coffee on inventory and green coffee contracts at March 31, 2003. It assumes an immediate change in the price of green coffee, and the valuations of coffee index futures and put options and relevant commodity purchase agreements at March 31, 2003.

Commodity Risk Disclosure
(In thousands)

		Market Value of			
Coffee Cost Change	Coffee Inventory	March 31, 2003 Futures & Options	Totals	Change in Market Value Derivatives	Inventory
-10%	$12,923	$ 665	$13,588	$ 800	($1,436)
unchanged	14,359	(135)	14,224	-	-
10%	15,795	(935)	14,860	(800)	1,436

At March 31, 2003 the derivatives consisted mainly of commodity futures with maturities shorter than four months.

Item 4 Controls & Procedures

Based on our most recent evaluation in December 2002, we have found (a) no significant deficiencies in the design or operation of internal controls which could adversely affect our ability to record, process, summarize and report financial data; and (b) no fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls. No significant changes in the Company's internal controls or in other factors that could significantly affect these controls have occurred subsequent to the December 2002, evaluation.

PART II OTHER INFORMATION

Item 1. Legal proceedings. not applicable.

Item 2. Changes in securities none.

Item 3. Defaults upon senior securities. none.

Item 5. Other information none.

Item 6. Exhibits and reports on Form 8-K.

(a) Exhibits.

(3)(i) Amended and Restated Articles of Incorporation filed January 29, 2002.

(b) Reports on Form 8-K.

A Form 8-K was filed on March 19, 2003 reporting the election of Roy E. Farmer to the position of President and CEO. Roy F. Farmer will continue as Chairman of the Board and will remain active in Company operations. He will serve as the Company's "back-up" coffee buyer.

A Form 8-K was filed on April 30, 2003 reporting the election of Thomas Maloof and John Samore Jr. to the Company's Board of Directors. In addition, John M. Anglin resigned his seat on the Board and was elected Corporate Secretary. With these actions, a majority of the seven Directors are "independent" as defined by the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Farmer Bros. Co.

Date: March 13, 2003 /s/ John E. Simmons
John E. Simmons
Treasurer and Chief Financial Officer

CERTIFICATIONS

I, John E. Simmons, certify that:
1. I have reviewed this quarterly report on Form 10-Q of Farmer Bros. Co.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such

statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 12, 2003

/s/ John E. Simmons
John E. Simmons
Chief Financial Officer

I, Roy E. Farmer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Farmer Bros. Co.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal

controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.
Date: March 12, 2003

/s/ Roy E. Farmer
Roy E. Farmer
President and CEO

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF

FARMER BROS. CO.

The undersigned certify that:

1. They are the president and the secretary, respectively, of Farmer Bros. Co., a California corporation.

2. The Articles of Incorporation of the corporation are hereby amended and restated to read as follows:

"FIRST: The name of this corporation is Farmer Bros. Co.

SECOND: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THIRD: The name and address in the State of California of the corporation's agent for service of process is:

Corporation Service Company -
The Prentice Hall Corporation System, Inc.
2730 Gateway Oaks Drive, Suite 100
Sacramento, CA 95833

FOURTH: The total number of shares of stock which the Corporation is authorized to issue shall be Three Million (3,000,000) shares, all of which shall be designated as common stock.

FIFTH:
Section 1. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California corporations Code, subject only to the limits set forth in Section 204(a)(11) of the California Corporations Code with respect to actions for breach of duty to the corporation or its shareholder. The corporation is further authorized to provide insurance for agents as set forth in Section 317 of the California Corporations Code, provided that, in cases where the corporation owns all or a portion of the shares of the company issuing the insurance policy, the company and /or the policy must meet one of the conditions set forth in Section 317, as amended.

Section 3. Any repeal or modification of the foregoing provisions of this Article FIFTH by the shareholders of the corporation shall not adversely affect any right or protection of an agent of this corporation existing at the time of such repeal or modification."

3. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the board of directors.

4. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Section 902, of the California Corporations Code. The total number of outstanding shares of the corporation is 1,926,414. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth herein are true and correct of our own knowledge.

DATED:12/31/01

/s/ Roy E. Farmer

ROY E. FARMER, President

/s/ John E. Simmons

JOHN E. SIMMONS, Secretary