

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

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED DECEMBER 31, 2004 OR  
☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

Commission file number: 0-1375

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

Delaware 95-0725980  
(State of Incorporation) (I.R.S. Employer Identification No.)

20333 South Normandie Avenue, Torrance, California 90502  
(address of principal executive offices) (Zip Code)

(310)787-5200  
(Registrant's telephone number, including area code)

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 is an accelerated filer (as  
defined in Rule 12b-2 of the Act). YES ☒ NO ☐

On January 31, 2005 Registrant had 16,075,080 shares outstanding of its  
common stock, par value \$1.00 per share, which is the Registrant's only class  
of common stock.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (Dollars in thousands, except share and per share  
data)

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

	For the three months ended December 31, 2004		For the six months ended December 31, 2004	
	2004	2003	2004	2003
Net sales	\$51,220	\$51,511	\$97,928	\$97,176
Cost of goods sold	20,922	18,938	38,391	34,971
Gross profit	30,298	32,573	59,537	62,205
Selling expense	22,722	22,967	44,549	45,284
General and administrative expense	6,877	6,482	13,287	12,740
Operating expenses	29,599	29,449	57,836	58,024
Income from operations	699	3,124	1,701	4,181

Other income and expense:				
Dividend income	865	881	1,734	1,683
Interest income	585	570	1,061	1,221
Other, net	(8,307)	(403)	(8,222)	1,169
	(6,857)	1,048	(5,427)	4,073
(Loss) income before taxes	(6,158)	4,172	(3,726)	8,254
Income taxes	(2,090)	1,607	(1,155)	3,178
Net (loss) income	(\$4,068)	\$2,565	(\$2,571)	\$5,076
Net (loss) income per common share	(\$0.30)	\$0.15	(\$0.18)	\$0.29
Weighted average				
shares outstanding	13,615,530	17,512,660	13,588,170	17,670,970
Dividends declared per share	\$0.10	\$0.095	\$0.20	\$0.19

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

FARMER BROS. CO.  
CONSOLIDATED BALANCE SHEETS

	December 31, 2004 (Unaudited)	June 30, 2004
ASSETS		
Current assets:		
Cash and cash equivalents	\$27,596	\$21,807
Short term investments	168,185	176,903
Accounts and notes receivable, net	15,744	14,565
Inventories	32,671	35,579
Income tax receivable	3,525	408
Deferred income taxes	775	775
Prepaid expenses	3,369	2,683
Total current assets	\$251,865	\$252,720
Property, plant and equipment, net	\$41,828	\$42,300
Notes receivable	143	143
Other assets	21,408	21,609
Deferred income taxes	1,099	1,099
Total assets	\$316,343	\$317,871
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$11,700	\$9,589
Accrued payroll expenses	4,775	6,999
Other	4,466	4,601
Total current liabilities	\$20,941	\$21,189
Accrued post-retirement benefits	\$28,057	\$26,984
Total liabilities	\$48,998	\$48,173
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$1.00 par value, authorized 20,000,000 shares; 16,075,080 shares issued and outstanding	\$16,075	\$16,075
Additional paid-in capital	32,381	32,248
Retained earnings	278,390	283,654
Unearned ESOP shares	(58,764)	(61,542)
Less accumulated comprehensive loss	(737)	(737)
Total stockholders' equity	\$267,345	\$269,698
Total liabilities and		

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

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

	For the six months ended December 31,	
	2004	2003
Cash flows from operating activities:		
Net (loss) income	(\$2,571)	\$5,076
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation	4,043	3,508
Loss on sales of assets	(20)	(45)
ESOP compensation expense	2,911	2,343
Net (loss) gain on investments	(8,521)	1,323
Change in assets and liabilities:		
Short term investments	17,239	(994)
Accounts and notes receivable	(1,201)	(78)
Inventories	2,908	588
Income tax receivable	(3,117)	332
Prepaid expenses and other assets	(485)	(36)
Accounts payable	2,111	611
Accrued payroll expenses and other	(2,359)	(1,696)
Accrued post-retirement benefits	1,073	1,167
Total adjustments	14,582	7,023
Net cash provided by operating activities	\$12,011	\$12,099
Cash flows from investing activities:		
Purchases of property, plant and equipment	(3,606)	(3,760)
Proceeds from sales of property, plant and equipment	55	52
Notes repaid	22	19
Net cash used in investing activities	(3,529)	(3,689)
Cash flows from financing activities:		
Dividends paid	(2,693)	(3,088)
ESOP contributions	-	(1,177)
Proceeds from sale of short-term investments	-	111,161
Purchase of capital stock	-	(111,161)
Cash used in financing activities	(2,693)	(4,265)
Net increase in cash and cash equivalents	5,789	4,145
Cash and cash equivalents at beginning of period	21,807	19,961
Cash and cash equivalents at end of period	\$27,596	\$24,106
Supplemental disclosure of cash flow information:		
Income tax payments	\$1,655	\$2,250

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

Notes to Consolidated Financial Statements (Unaudited)

Note 1. Unaudited Consolidated Financial Statements

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 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 consolidated financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the interim financial data have been included. Operating results for the three and six month periods ended December 31, 2004 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2005.

The consolidated balance sheet at June 30, 2004 has been derived from the audited consolidated 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 fiscal year ended June 30, 2004.

Share and per share amounts included in the accompanying consolidated financial statements and in the notes to the consolidated financial statements have been retroactively adjusted for all periods presented to reflect a ten-for-one stock split in May 2004.

## Note 2. Investments

Investments are as follows (in thousands):

	December 31, 2004	June 30, 2004
Trading securities at fair value		
U.S. Treasury obligations	\$114,380	\$119,528
Preferred stock	57,297	56,037
Futures, options and other derivative investments	(3,491)	1,338
	\$168,186	\$176,903

## Note 3. Inventories (in thousands)

December 31, 2004

	Processed	Unprocessed	Total
Coffee	\$ 2,294	\$11,473	\$13,767
Allied products	10,221	3,144	13,365
Coffee brewing equipment	1,802	3,737	5,539
	\$14,317	\$18,354	\$32,671

June 30, 2004

	Processed	Unprocessed	Total
Coffee	\$ 3,034	\$10,736	\$13,770
Allied products	11,800	3,665	15,465
Coffee brewing equipment	2,341	4,003	6,344
	\$17,175	\$18,404	\$35,579

## Interim LIFO Calculations

An actual valuation of inventory under the LIFO method is 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. Pension Plans

The Company has a contributory defined benefit pension plan for all employees not covered under a collective bargaining agreement and a non-contributory defined benefit plan for certain hourly employees covered under a collective bargaining agreement. The net periodic pension costs for the defined benefit plans were as follows:

Components of Net Periodic Benefit Cost  
(in thousands)

	Three months ended December 31	
2004	2003	
Service cost	\$529	\$594
Interest cost	1,071	988
Expected return on plan assets	(1,559)	(1,362)
Amortization of transition obligation (asset)	0	0
Amortization of prior service cost	46	62
Amortization of net (gain) loss	18	336
Net periodic benefit cost	\$105	\$2,621

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

### Liquidity and Capital Resources

There have been no material changes in the Company's liquidity or capital resources since the fiscal year ended June 30, 2004. The Company continues to maintain a strong working capital position.

(in thousands)

	December 31, 2004	June 30, 2004
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Current assets	\$251,865	\$252,720
Current liabilities	\$ 20,941	\$ 21,189
Working capital	\$230,924	\$231,531
 Total assets	 \$316,343	 \$317,871

All present and future liquidity needs are expected to be met by internal sources. The Company does not expect it will need to rely on banks or other third parties for its working capital and other liquidity needs. There have been no changes in the needs or commitments described in the Company's annual report on Form 10-K.

## Results of Operations

The operating trends discussed in the Form 10-K for fiscal 2004 have continued into the first half of fiscal 2005. Net sales were virtually flat for the quarter and six months ended December 31, 2004 compared with prior periods. Net sales for the three months ended December 31, 2004 reached \$51,220,000, compared with \$51,511,000 in the same quarter of fiscal 2004. Net sales for the first half of fiscal 2005 reached \$97,928,000, compared with \$97,176,000 in the first half of fiscal 2004.

Gross profit decreased 7% to \$30,298,000 in the fiscal quarter ended December 31, 2004 as compared to \$32,573,000 in the same quarter of fiscal 2004. Gross profit for the six months ended December 31, 2004 decreased 4% to \$59,537,000 as compared to \$62,205,000 during the first half of fiscal 2004. This decrease primarily reflected the near-term direct effect of a volatile, sustained increase in green coffee prices during the most recent fiscal quarter. Although the Company expects to be able to pass on this cost increase over time by charging higher prices for its roast coffee products, such price increases lag increases in the cost of green coffee. Although many of the Company's competitors have also adjusted their pricing to reflect higher green coffee costs, there is no way to predict when or if the Company will return to its previous profit margins.

Operating expenses, consisting of selling and general and administrative expenses, increased 1% in the second quarter of fiscal 2005 to \$29,599,000 as compared to \$29,449,000 in the same quarter of fiscal 2004. Fiscal year-to-date operating expenses were \$57,836,000 for fiscal 2005 as compared to \$58,024,000 in fiscal 2004. This small change in operating expenses was the result of several differences (in thousands):

	Six month period ended	
	December 31,	
	2004	2003
Legal	\$ 432	\$1,270
IT software depreciation	1,451	658
IT consulting	1,494	1,914
ESOP	3,326	2,631
Employee benefits	1,931	2,851
	\$8,634	\$9,324

IT consulting costs are expected to continue to decrease through the balance of fiscal 2005. We expect to incur minimal additional IT consulting as we refine our manufacturing system. Most continuing consulting costs are associated with the new sales system, and will be capitalized for the balance of fiscal 2005. We expect the new sales system to go live in the early summer.

The increased ESOP expense reflects the increased number of shares acquired by the ESOP last year. The employee benefits decrease primarily resulted from actuarially derived pension and retiree medical costs.

In addition, we expect to incur additional consulting costs associated with Sarbannes-Oxley 404 implementation during the remainder of fiscal 2005. None of these costs are yet reflected in 2005 operating expenses, but we anticipate that we will incur at least \$650,000 in such costs during the remainder of fiscal 2005. Total consulting costs associated with this project, divided between fiscal 2004 and 2005, may exceed \$1,000,000.

As a result of the smaller gross profit and flat operating expenses, second quarter 2005 income from operations decreased to \$699,000 as compared to \$3,124,000 in the same quarter of fiscal 2004. Similarly, income from operations for fiscal year-to-date 2005 decreased to \$1,701,000 as compared to \$4,181,000 in the same period of fiscal 2004.

Other income (expense) in the second quarter of fiscal 2005 was \$6,857,000 as compared to \$1,048,000 in the same quarter of fiscal 2004, primarily as a result of higher green coffee prices during the second quarter of fiscal 2005. Other income (expense) for the first half of fiscal 2005 was a loss of (\$5,427,000) as compared to income of \$4,073,000 in fiscal 2004.

Other, net (expense) in the second quarter of fiscal 2005 was (\$8,307,000), as

compared to Other, net (expense) of (\$403,000) in the same quarter of fiscal 2004. Higher green coffee prices during the second quarter of fiscal 2005 resulted in a decrease in the value of green coffee futures and options used by the Company to hedge against a decline in commodity prices. Other, net (expense) during the second quarter of fiscal 2005 consisted of net realized and unrealized coffee trading losses of (\$8,821,000), offset by net gains of \$514,000 on other investments.

For the first six months of fiscal 2005, Other, net (expense) was (\$8,222,000), as compared to Other, net income of \$1,169,000 for the same period of fiscal 2004. Higher green coffee prices during the second quarter of fiscal 2005 resulted in a decrease in the value of green coffee futures and options used by the Company to hedge against a decline in commodity prices. Other, net (expense) during the first six months of fiscal 2005 consisted of net realized and unrealized coffee trading losses of (\$9,663,000), offset by net gains on other investments. The net realized and unrealized losses during the three and six month periods ended December 31, 2004 consisted of the following (in thousands):

	Three month period ended December 31, 2004	Six month period ended December 31, 2004
Realized coffee gains	\$1,340	\$2,063
Realized coffee losses	(7,665)	(7,687)
Unrealized coffee losses	(2,496)	(4,039)
Totals	(\$8,821)	(\$9,663)

As the result of the above mentioned factors, net loss for the second quarter of fiscal 2005 was (\$4,068,000) or (\$0.30) per share, as compared to net income of \$2,565,000 or \$0.15 per share, for the same quarter of fiscal 2004. Net loss for the first half of fiscal 2005 was (\$2,571,000) or (\$0.18) per share, as compared to net income of \$5,076,000 or \$0.29 per share in the first half of fiscal 2004.

Quarterly Summary of Results (in thousands, except per share data):

Quarter ended	12/31/03	3/31/04	6/30/04	9/30/04	12/31/04
Net sales	\$51,511	\$49,069	\$47,344	\$46,708	\$51,220
Gross profit	\$32,573	\$30,581	\$29,398	\$29,253	\$30,298
Income (loss) from operations	\$3,124	\$743	(\$1,161)	\$1,002	\$699
Net income (loss)	\$2,565	\$5,603	\$2,008	\$1,497	(\$4,068)
Net income (loss) per common share	\$0.15	\$0.42	\$0.11	\$0.11	(\$0.30)

#### 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 are not based on historical fact and are forward-looking statements within the meaning of federal securities laws and regulations. These statements are based on management's current expectations, assumptions, estimates and observations of future events and include any statements that do not directly relate to any historical or current fact. These forward-looking statements can be identified by the use of words like "anticipates," "feels," "estimates," "projects," "expects," "plans," "believes," "intends," "will," "assumes" and other words of similar meaning. Owing to the uncertainties inherent in forward-looking statements, actual results could differ materially from those set forth in forward-looking statements. We intend these forward-looking statements to speak only at the time of this report and do not undertake to update or revise these statements as more information becomes available except as required under federal securities laws and the rules and regulations of the SEC. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, fluctuations in availability and cost of green coffee, competition, organizational changes, the impact of a weaker economy, business conditions in the coffee industry and food industry in general, the Company's continued success in attracting new customers, variances from budgeted sales mix and growth rates, and weather and special or unusual events, as well as other risks described in this report and other factors described from time to time in the Company's filings with the SEC.

#### 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 includes discount commercial paper, medium term notes, federal

agency issues and U.S. Treasury securities. As of December 31, 2004 over 52% 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 93 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 \$1,150,000.

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 December 31, 2004. 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 at Preferred Stock	December 31, Futures & Options	2004 Total Portfolio	Change in Market Value of Total Portfolio
- -150 basis points ("b.p.")	\$63,036	\$0	\$63,036	\$5,114
- -100 b.p.	61,665	2	61,667	3,745
Unchanged	57,280	642	57,921	0
+100 b.p.	52,174	4,699	56,874	(1,048)
+150 b.p.	49,625	7,344	56,968	( 953)

The number and type of futures and options 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 hold a large green coffee inventory and enter into forward commodity purchase agreements with suppliers. We are subject to price risk resulting from the volatility of green coffee prices. Volatile price increases cannot, because of competition and market conditions, always be passed on to our customers. The Company holds a mix of futures contracts and options to help hedge against volatile green coffee price decreases. Gains and losses on these derivative instruments are realized immediately in Other, net.

The following table demonstrates the impact of changes in the price of green coffee on inventory and green coffee futures and options at December 31, 2004. It assumes an immediate change in the price of green coffee, and the valuations of coffee index futures and options and relevant forward commodity purchase agreements at December 31, 2004 (in thousands):

Coffee Price Change	Market Value of Coffee Inventory	Futures & Options	Change in Market Value Totals	Derivatives	Inventory
-20%	\$11,013	\$1,637	\$12,650	\$5,770	(\$2,753)
unchanged	13,767	(4,133)	9,634		
20%	16,520	(8,785)	7,735	(4,652)	2,753

At December 31, 2004 the derivatives consisted mainly of exchange traded commodity futures and options with maturities shorter than four months.

As of the end of the period covered by this report, the Chief Executive Officer and Chief Financial Officer evaluated the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-14 and 15d-14. They have concluded that the Company's disclosure controls and procedures are effective in ensuring that all material information required to be filed in this quarterly report has been made known to them in a timely fashion. In addition, there have been no significant changes in the Company's internal controls or in other factors that could significantly affect the Company's internal control over financial reporting.

## PART II OTHER INFORMATION

Item 4. Submission of matters to a vote of security holders.

- (a) The Company held its Annual Meeting of Stockholders on December 14, 2004.
- (b) Omitted pursuant to Instruction 3 to Item 4 of Form 10-Q.
- (c) The two items voted upon at the meeting were (i) to elect three directors to a three-year term of office expiring at the 2007 Annual Meeting of Stockholders ("Item 1"); and (ii) to ratify the selection of Ernst & Young LLP as independent auditors of the Company for the fiscal year ending June 30, 2005 ("Item 2").

The results of voting at the Annual Meeting of Stockholders follows:

### Item 1 - Election of Directors

	FOR	WITHHOLD
Lewis A. Coffman	12,273,023	2,734,070
John Samore, Jr.	12,671,935	2,335,158
Kenneth R. Carson	12,251,756	2,755,337

### Item 2 - Ratification of Selection of Ernst & Young LLP as Independent Auditors for the fiscal year ending June 30, 2005

FOR	AGAINST	ABSTAIN	TOTAL
14,874,710	85,044	47,339	15,007,093

All nominees to the Board of Directors were declared to have been elected as directors to hold office until the 2007 Annual Meeting of Stockholders. Item 2 was declared to have been approved.

(d) Not applicable.

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

(a) Exhibits. See Exhibit Index.

(b) Reports on Form 8-K.

A Form 8-K dated August 3, 2004 and filed with the Commission on August 4, 2004, to announce the retirement of Kenneth R. Carson, Vice President of Sales, and the appointment of Michael J. King as his replacement.

A Form 8-K dated August 17, 2004 and filed with the Commission on August 18, 2004, to announce the appointment of Kenneth R. Carson, retired Vice President of Sales, to the Board of Directors.

A Form 8-K dated and filed with the Commission on November 10, 2004, announcing first quarter 2005 earnings and noting a change in the date of the Annual Meeting of Stockholders.

A Form 8-K dated December 14, 2004 and filed with the Commission on December 15, 2004 presenting the script of an address to the Company's Annual Meeting of Stockholders by its Chief Financial Officer.

A Form 8-K dated December 16, 2004 and filed with the Commission on December 17, 2004 announcing a dividend and presenting the certified results of proxy voting in connection with the December 14, 2004 Annual Meeting of Stockholders.

A Form 8-K dated January 9, 2005 and filed with the Commission on January 10, 2005 announcing the appointment of Guenter W. Berger as Interim Chief Executive Officer after the sudden death of Chairman and CEO Roy E. Farmer.

A Form 8-K dated and filed with the Commission on January 14, 2005, announcing the appointment of Carol Farmer Waite to the Company's Board of Directors, filling a seat vacated by the death of her brother Roy E. Farmer on January 7, 2005.



Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

FARMER BROS. CO.

/s/ Guenter W. Berger

Guenter W. Berger, Vice President, Interim Chief Executive Officer and Director(principal executive officer)

Date: February 8, 2005

/s/ John E. Simmons

John E. Simmons, Treasurer and Chief Financial Officer  
(principal financial and accounting officer)

Date: February 8, 2005

#### EXHIBIT INDEX

3.1 Certificate of Incorporation (filed as an exhibit to the Form 10-Q for the quarter ended March 31, 2004 and incorporated herein by reference).

3.2 By-laws (filed as an exhibit to the Form 10-Q for the quarter ended March 31, 2004 and incorporated herein by reference).

10.1 The Farmer Bros. Co. Pension Plan for Salaried Employees (filed as an exhibit to the Form 10-K for the year ended June 30, 2002 and incorporated herein by reference).

10.2 The Farmer Bros. Co. Incentive Compensation Plan (filed as an exhibit to the Form 10-K for the year ended June 30, 2002 and incorporated herein by reference).

10.3 The Farmer Bros. Co. Employee Stock Ownership Plan (filed as an exhibit to the Form 10-K for the year ended June 30, 2002 and incorporated herein by reference).

10.4 Farmer Bros. Co. Employee Stock Ownership Plan Amendment 2 (filed as an exhibit to the Form 10-Q for the quarter ended December 31, 2003 and incorporated herein by reference).

10.5 Farmer Bros. Co. Employee Stock Ownership Plan Amendment 3 (filed as an exhibit to the Form 10-Q for the quarter ended December 31, 2003 and incorporated herein by reference).

10.6 Loan Agreement dated July 21, 2003 between the Company and Wells Fargo Bank, Trustee of the Farmer Bros Co. Employee Stock Ownership Plan (filed as an exhibit to the Form 10-Q for the quarter ended December 31, 2003 and incorporated herein by reference).

31.1 Principal Executive Officer Certification Pursuant to Securities Exchange Act Rules 13a-14 and 15d-14 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(filed herewith)

31.2 Principal Financial Officer Certification Pursuant to Securities Exchange Act Rules 13a-14 and 15d-14 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(filed herewith)

32.1 Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (furnished herewith)

32.2 Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (furnished herewith)

Certification Pursuant  
to Section 302 of the Sarbanes-Oxley Act of 2002

I, John E. Simmons, Treasurer and Chief Financial Officer of Farmer Bros. Co.  
("Registrant"), certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Registrant;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) for the Registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

(c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 8, 2005

/s/ John E. Simmons

John E. Simmons  
Treasurer and Chief Financial Officer  
(principal financial and accounting officer)

Certification Pursuant  
to Section 302 of the Sarbanes-Oxley Act of 2002

I, Guenter W. Berger, Interim Chief Executive Officer of Farmer Bros. Co.  
("Registrant"), certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Registrant;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) for the Registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

(c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: February 8, 2005

/s/ Guenter w. Berger

Guenter W. Berger  
Interim Chief Executive Officer  
(principal executive officer)

CERTIFICATION of Chief Executive Officer  
Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002

In connection with the quarterly report of Farmer Bros. Co. (the "Company") on Form 10-Q for the fiscal period ended December 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Guenter W. Berger, Interim Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Dated: February 8, 2005

/s/ Guenter W. Berger

Guenter W. Berger  
Interim Chief Executive Officer  
(principal executive officer)

CERTIFICATION of Chief Financial Officer  
Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002

In connection with the quarterly report of Farmer Bros. Co. (the "Company") on Form 10-Q for the fiscal period ended December 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John E. Simmons, Treasurer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Dated: February 8, 2005

/s/ John E. Simmons

John E. Simmons  
Treasurer and Chief Financial Officer  
(principal financial and accounting officer)