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September 12, 2003

Via Federal Express

Farmer Bros. Co.
 20333 South Normandie Avenue
 Torrance, CA 90502

Re: Proposed Bylaw Amendment
Submitted By Mitchell Partners, L.P.

Gentlemen:

You have requested our opinion as to whether the shareholder proposal (the "Proposal") submitted to Farmer Bros.Co., a California corporation (the "Company"), by Mitchell Partners, L.P. (the "Proponent") is a proper subject for action by the Company's shareholders under California law, and whether the Proposal would, if adopted and implemented, violate the provisions of the California Corporations Code (the "CCC").

In connection with your request for our opinion, you have furnished us with copies of the Proponent's letter to the Company, dated July 22, 2003, and the Proposal and supporting statement which accompanied such letter. We also have reviewed the Company's Amended and Restated Articles of Incorporation (the "Articles of Incorporation"), and the Company's Bylaws (the "Bylaws"), each in their current form, and such other documents as we deemed necessary. We have assumed the conformity to the original documents of all documents submitted to us as copies and the authenticity of the originals of such documents.

The Proponent has proposed a binding resolution to amend the second paragraph of Section 8, Article II of the Bylaws to restore cumulative voting. The text of the proposed Bylaw amendment is as follows:

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Resolved, that shareholders wish to restore their rights to cumulative voting for the election of directors, and that Paragraph 2, Section 8, Article II of the Company's bylaws is therefore amended to read as follows:

"In electing directors of this corporation, the holders of shares shall be entitled to cumulate votes as permitted by the California Corporations Code. Cumulative voting rights may be eliminated in the future only if the elimination is approved by at least 75% of outstanding shares."

The Proposal was accompanied by a statement of the Proponent in support thereof.

Members of our firm are admitted to the bar of the State of California, and we do not express any opinion as to the laws of any other jurisdiction except the laws of the State of California.

Analysis of Invalidity of Proposal Under California Law

1. The Proposal is Not a Proper Subject for Action by the Shareholders

The last sentence of the Proposal purports to require a supermajority vote of 75 percent of the outstanding shares to eliminate cumulative voting in the future (the "Supermajority Provision"). In our opinion, based upon and subject to the qualifications set forth herein, the Supermajority Provision is invalid and not enforceable as a bylaw amendment under California law and, if properly adopted, could only be enforceable as an amendment to the Articles of Incorporation. *See Marsh's California Corporation Law*, Fourth Edition, at Section 5.14[F] which states:

Under paragraph (5) of Section 204(a) the articles may contain a provision "requiring, for any or all corporate actions ... the vote of a larger proportion or all of the shares...." Such a provision must be included in the articles to be effective and cannot validly be provided for in the bylaws.

Any amendment to the articles of incorporation requires approval of the board of directors. CCC Section 902(a). Since the Supermajority Provision is invalid and unenforceable as a Bylaw amendment, and since any amendment to the Articles of Incorporation requires approval of the Company's board of directors, the Proposal is not a proper subject for action by the Company's shareholders at its 2003 annual meeting (the "Annual Meeting").

2. The Proposal Would Violate CCC Section 301.5

In our opinion, the Proposal, if implemented, would also violate CCC Section 301.5. CCC Section 301.5(a) provides, in part, "An article or bylaw amendment

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providing for ... the elimination of cumulative voting may only be adopted by the approval of the board and the outstanding shares (Section 152) voting as a single class ... " CCC Section 152 provides, in part, "Approved by (or approval of) the outstanding shares' means approved by the affirmative vote of a majority of the outstanding shares entitled to vote. Such approval shall include ... the affirmative vote of such greater proportion (including all) of the outstanding shares ... if such greater proportion is required by the articles [emphasis added] or this division."

The Supermajority Provision, if implemented as a Bylaw amendment, purports to require the approval 75 percent of the shareholders to eliminate cumulative voting in the future. However, since no such supermajority provision is contained in the Articles of Incorporation as required by Section 301.5 of the CCC (and as explained above may not be included as an amendment to the Articles of Incorporation without the approval of the Company's board of directors), the Proposal, if implemented, would violate CCC Section 301.5.

* * *

Based upon and subject to the foregoing, it is our opinion that the Bylaw amendment contemplated by the Proposal is not a proper subject for action by the Company's shareholders at the Annual Meeting and is in violation of California law, and that a California court, presented with the question of the amendment's validity, would so conclude.

This opinion is furnished to you solely for your benefit in connection with the Proposal and, except as set forth in the next sentence, is not to be used, circulated, quoted or otherwise referred to for any other purpose or relied upon by any other person without our express written permission. We hereby consent to your furnishing a copy of this opinion to the Staff of the Securities and Exchange Commission in connection with a no-action request with respect to the Proposal.

Very truly yours,

Stevenson, Myr, Steve, Keith
& Plan Ltd