

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

300 SOUTH GRAND AVENUE

LOS ANGELES, CALIFORNIA 90071-3144

TEL (213) 687-5000

FAX (213) 687-5600

<http://www.skadden.com>

DIRECT DIAL
213 687-5251
EMAIL ADDRESS
EWAXMAN@SKADDEN.COM

FIRM/AFFILIATE OFFICES

BOSTON
CHICAGO
HOUSTON
NEWARK
NEW YORK
PALO ALTO
RESTON
SAN FRANCISCO
WASHINGTON, D.C.
WILMINGTON
BEIJING
BRUSSELS
FRANAFURT
HONG KONG
LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO

February 6, 2004

VIA FEDERAL EXPRESS

Mr. Peter F. Brennan
c/o MidCap Investors, LLC
237 Park Avenue, 9th Floor
New York, New York 10017

RE: Demand to Inspect Records

Dear Mr. Brennan:

Further to my letter dated February 3, 2004, I can inform you that Farmer Bros. intends to attach a number of the documents that are the subject of your letter dated January 12, 2004 to its Form 10Q for the quarter ended December 31, 2003, which Farmer Bros. plans to file in accordance with the time limits prescribed by law.

With respect to the other documents referenced in your letters dated January 12, 2004 and March 13, 2003, those documents are non-public, highly-confidential, proprietary, and material. While Farmer Bros. is prepared to provide you with access to certain of those non-privileged documents in our offices in Los Angeles, it will do so provided that you and Mr. Heilweil execute a confidentiality agreement, which, among other things, will preclude you, Mr. Heilweil, and anyone affiliated with either you or Mr. Heilweil from publishing the documents and the information contained in such documents to others. Of course, your access to such information on Mr. Heilweil's behalf will preclude you, Mr. Heilweil, and anyone affiliated with either you or Mr. Heilweil from trading in Farmer Bros.' securities as long as the information remains non-public and material.

Assuming you still wish access to confidential information that will prohibit your trading in the company's securities and require you to maintain the

Peter F. Brennan
February 6, 2004
Page 2

confidentiality of such, I will send to you and Mr. Heilweil a confidentiality agreement for your execution. Please contact me at your earliest convenience to confirm that you understand the restrictions that will apply to you and Mr. Heilweil once you are provided access to such information.

Very truly yours,

A handwritten signature in black ink, appearing to read 'EW', written over a horizontal line.

Eric S. Waxman

cc: John E. Simmons

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

300 SOUTH GRAND AVENUE

LOS ANGELES, CALIFORNIA 90071-3144

TEL: (213) 687-5000

FAX: (213) 687-5600

<http://www.skadden.com>

DIRECT DIAL
213.687.5251
EMAIL ADDRESS
EWAXMAN@SKADDEN.COM

FIRM/AFFILIATE OFFICES

BOSTON
CHICAGO
HOUSTON
NEWARK
NEW YORK
PALO ALTO
RESTON
SAN FRANCISCO
WASHINGTON, D.C.
WILMINGTON
BEIJING
BRUSSELS
FRANKFURT
HONG KONG
LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO

February 3, 2004

VIA FEDERAL EXPRESS

Mr. Peter F. Brennan
c/o MidCap Investors, LLC
237 Park Avenue, 9th Floor
New York, New York 10017

RE: Demand to Inspect Records

Dear Mr. Brennan:

We have been retained by Farmer Bros. Co. ("Farmer Bros.") to represent it in connection with your letter dated January 12, 2004 in which you demand the inspection of documents on behalf of Farmer Bros. shareholder Marc S. Heilweil, and renew your demand also on behalf of Mr. Heilweil to inspect the documents that were the subject of your letter dated March 13, 2003. We want to let you know that we are in receipt of your request and will provide a substantive response on or about February 6, 2004.

Very truly yours,



Eric S. Waxman

cc: John E. Simmons