



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-0402

Files

November 28, 2003

Joseph J. Giunta.
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Avenue
Los Angeles, CA 90071-3144

Re: Farmer Bros. Co.
Incoming letter dated September 12, 2003

Dear Mr. Giunta:

This is in response to your letters dated September 12, 2003, October 15, 2003, November 4, 2003, and November 12, 2003 concerning the shareholder proposal submitted to Farmer Bros. by Franklin Mutual Advisers, LLC on behalf of its advisory clients, Mutual Beacon Fund and Mutual Discover Fund. We also have received letters on behalf of the proponents dated October 2, 2003, October 28, 2003, and November 10, 2003. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponents.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Martin P. Dunn

Martin P. Dunn
Deputy Director

Enclosures

cc: Bradley Takahashi
Franklin Mutual Advisers, LLC
51 John F. Kennedy Parkway
Short Hills, NJ 07078

November 28, 2003

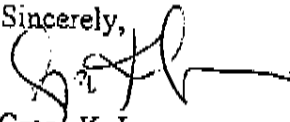
**Response of the Office of Chief Counsel
Division of Corporation Finance**

Re: Farmer Bros. Co.
Incoming letter dated September 12, 2003

The proposal relates to a shareholder resolution that prohibits the indemnification of certain current and former directors for expenses, judgments, fines, settlements and other amounts incurred in connection with any "threatened, pending or completed action or proceeding . . . concerning violations of law or breaches of duty" from July 2002 to the date of the adoption of the proposal relating to: "(a) disclosures of information to investors, (b) compliance with the Investment Company Act of 1940, or (c) actions to benefit the Company's controlling persons which are not in the best interests of all of the Company's shareholders."

There appears to be some basis for your view that Farmer Bros. may exclude the proposal under rule 14a-8(i)(1). Under the circumstances, we will not recommend enforcement action to the Commission if Farmer Bros. omits the proposal from its proxy materials under rule 14a-8(i)(1). In reaching this position, we have not found it necessary to address the alternative bases for omission upon which Farmer Bros. relies.

Sincerely,



Grace K. Lee
Special Counsel