UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-6402

DIVISION OF
CORPORATION FINANCE

October 4, 2004

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 August 25, 2004

Dear Mr. Giunta:

This is in response to your letters dated August 25, 2004 and September 29, 2004 concerning the shareholder proposal submitted to Farmer Bros. by Lime Fund LLC. We also have received letters on the proponent's behalf dated September 24, 2004 and September 30, 2004. 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 proponent.

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,

Jonathan A. Ingram
Deputy Chief Counsel

Enclosures

cc: Gregory E. Bylinsky
Managing Director
Lime Capital Management LLC
377 Broadway, 11th Fl.
New York, NY 10013

October 4, 2004

Re: Farmer Bros. Co.
        Incoming letter dated August 25, 2004

The proposal would amend Farmer Bros.' bylaws to provide for the management of its Employee Stock Ownership Plan by an independent trustee and a governing committee elected by the ESOP's employee participants.

There appears to be some basis for your view that Farmer Bros. may exclude the proposal under rule 14a-8(i)(7), as relating to Farmer Bros.' ordinary business operations (i.e., general compensation matters). Accordingly, we will not recommend enforcement action to the Commission if Farmer Bros. omits the proposal from its proxy materials in reliance on rule 14a-8(i)(7). In reaching this position, we have not found it necessary to address the alternative bases for omission upon which Farmer Bros. relies.

Sincerely,

Mark F. Vilardo
Special Counsel