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FARMER BROTHERS CO  
Form 10-K/A  
October 30, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2003

Commission file number: 0-1375

FARMER BROS. CO.

California  
State of Incorporation

95-0725980  
Federal ID Number

20333 South Normandie Avenue, Torrance, California 90502  
Registrant's address

(310) 787-5200

Registrant's telephone number

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

| Title of each class<br>which registered | Name of each exchange on<br>which registered |
|---|--|
| Common stock, \$1.00 par value          | OTC  |

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). YES  NO

Number of shares of Common Stock, \$1.00 par value, outstanding as of August 1, 2003: 1,926,414 and the aggregate market value of the common shares held by non-affiliates of the Registrant was approximately \$638 million.

PART I

## Edgar Filing: FARMER BROTHERS CO - Form 10-K/A

### Item 1. Business

**General:** Farmer Bros. Co. was incorporated in California in 1923. We manufacture and distribute a product line that includes roasted coffee, coffee related products (coffee filters, stir sticks, sugar and creamers), teas, cocoa, spices, and soup and beverage bases to restaurants and other institutional establishments that prepare food, including hotels, hospitals, convenience stores and fast food outlets. The product line presently includes over 300 items. Roasted coffee products make up 50% of total sales. No single product other than coffee accounts for 10% or more of revenue. Our products are sold directly from delivery trucks by sales representatives who solicit, sell, and otherwise maintain our customer's accounts.

**Raw Materials and Supplies:** Our primary raw material is green coffee. Coffee purchasing, roasting and packaging takes place at our Torrance, California plant, which is also the distribution hub for our branches. Green coffee is an agricultural commodity. We purchase our green coffee through domestic commodity brokers. Coffee is grown mainly outside the United States and can be subject to volatile price fluctuations resulting from supply concerns related to crop availability and related conditions such as weather, political events and social instability in coffee producing nations. Government actions and trade restrictions between our own and foreign governments can also influence prices.

Green coffee prices are affected by the actions of producer organizations. The most prominent of these are the Colombian Coffee Federation (CCF), the Association of Coffee Producing Countries (ACPC) and the International Coffee Organization (ICO). These organizations seek to increase green coffee prices largely by attempting to restrict supplies, thereby limiting the availability of green coffee to the coffee consuming nations. In recent years the green coffee market has been influenced by additional production from a variety of producers, notably Vietnam and Brazil. These additional supplies have had the tendency to hold prices down.

Other raw materials used in the manufacture of allied products include a wide variety of spices, including pepper, chilies, oregano & thyme, as well as tea, dry cocoa, dehydrated milk products, salt and sugar. All of these agricultural products can be subject to wide cost variation, but historically no combination of these raw materials has had the material effect on our operating results as has green coffee.

**Trademarks & Patents:** We own approximately 38 registered U.S. trademarks, which are integral to customer identification of our products. It is not possible to assess the impact of the loss of such identification.

**Seasonality:** We experience some seasonal influences. The winter months are the best sales months. However, our product line and geographic diversity provides some sales stability during the warmer months when coffee consumption ordinarily decreases. Additionally, the summer months usually experience an increase in sales to seasonal businesses located in popular vacation areas.

**Distribution:** Our products are distributed by our selling divisions from branches located in most of the large cities in the western United States. We operate our own long haul trucking fleet to more effectively control the supply of products to these warehouses and try to minimize our inventory levels within each branch warehouse.

**Customers:** No customer represents a significant concentration of sales. The loss of one or more of our larger customer accounts would have no material adverse effect on our operations. Customer contact and service

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quality, which is integral to our sales effort, is often secondary to product pricing for customers with their own distribution systems. Such customers can be very price sensitive.

**Competition:** We face competition from many sources, including multi-national manufacturers of retail products such as Procter & Gamble and Sara Lee Foods, grocery distributors Sysco and U.S. Food Service and regional coffee roasters Boyd Coffee Company and Lingle Bros. Coffee. We may have some competitive advantages due to our longevity, strong regional roots and sales and service force. Our customer base is price sensitive and we are often faced with price competition.

**Working Capital:** We finance our operations internally, and we believe that working capital from internal sources will be adequate for the coming year.

**Foreign Operations:** We have no material revenues that result from foreign operations.

**Other:** On June 30, 2003, we employed 1,104 employees; 461 are subject to collective bargaining agreements. The effects of compliance with government provisions regulating discharge of materials into the environment have not had a material effect on our financial condition or results of operations. The nature of our business does not provide for maintenance of or reliance upon a sales backlog.

Registrant's Internet website address is <http://www.farmerbroscousa.com>. Registrant does not make its Form 10-K, 10-Q or 8-K reports or amendments thereto available on its website. The Company believes that doing so is unnecessary inasmuch as those reports are available to the public on a real time basis on the Commission's EDGAR website. The EDGAR website can be found in the "Filings and Forms (EDGAR)" section of the Securities & Exchange Commission site, <http://www.sec.gov/edgar/searchedgar/companysearch.html>. For those who are unable to access the Commission's website, the Company will make paper copies of its form 10-K, 10-Q and 8-K filings and amendments thereto available without charge upon written request addressed to Mr. John E. Simmons, Chief Financial Officer, Farmer Bros. Co., 20333 S. Normandie Avenue, Torrance, CA 90502.

### Item 2. Properties

Our largest and most significant facility is the roasting plant, warehouses and administrative offices in Torrance, California. This facility is our primary manufacturing facility and the distribution hub for our fleet. We stage product in more than 100 small branch warehouses throughout our service area. These warehouses taken together represent a vital part of our business, but no individual warehouse is material to the group as a whole, and most warehouses vary in size from 2,500-12,000 sq. feet. We believe both the existing plant and the distribution warehouses will continue to provide adequate capacity for the foreseeable future. A complete list of facilities is found in Exhibit (99).

### Item 3. Legal Proceedings

We are both defendant and plaintiff in various legal proceedings incidental to our business which are ordinary and routine. It is our opinion that the resolution of these lawsuits will not have a material impact on our financial condition or results of operations.

### Item 4 Submission of Matters to a Vote of Security Holders

None.

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### Executive Officers Of Registrant

| Name              | Age | Position Last Five Years   |
|-------------------|-----|--|
| Roy F. Farmer     | 87  | Chairman, Chief Executive Officer prior to March 19, 2003  |
| Roy E. Farmer     | 51  | President, Chief Executive Officer since March 19, 2003, Chief Operating Officer previously, son of Chairman, R.F. Farmer  |
| Guenter W. Berger | 66  | Vice President - Production  |
| Kenneth R. Carson | 63  | Vice President - Sales   |
| John E. Simmons   | 52  | Treasurer, Chief Financial Officer   |
| John M. Anglin(1) | 56  | Secretary since 2003, and Partner in Law Firm of Anglin, Flewelling, Rasmussen, Campbell & Trytten, LLP, Pasadena, California since 2003; partner in Law Firm of Walker, Wright, Tyler and Ward, LLP, Los Angeles, California, previously. |

(1) Anglin, Flewelling, Rasmussen, Campbell & Trytten LLP provides legal services to the Company.

All officers are elected annually by the Board of Directors and serve at the pleasure of the Board.

### PART II

#### Item 5. Market for Registrant's Common Equity and Related Shareholder Matters

We have one class of common stock which is traded in the over the counter market. The bid prices indicated below are as reported by NASDAQ and represent prices between dealers, without including retail mark up, mark down or commission, and do not necessarily represent actual trades.

|             | 2003     |          |          | 2002     |          |          |
|-------------|----------|----------|----------|----------|----------|----------|
|             | High     | Low      | Dividend | High     | Low      | Dividend |
| 1st Quarter | \$356.00 | \$304.00 | \$0.90   | \$259.50 | \$215.00 | \$0.85   |
| 2nd Quarter | \$335.00 | \$301.01 | \$0.90   | \$267.75 | \$192.00 | \$0.85   |
| 3rd Quarter | \$319.99 | \$303.50 | \$0.90   | \$304.00 | \$268.98 | \$0.85   |
| 4th Quarter | \$365.99 | \$303.24 | \$0.90   | \$370.99 | \$306.00 | \$0.85   |

There were 3,415 holders of record on September 11, 2003.

#### Item 6. Selected Financial Data

(In thousands, except per share data)

|                                   | 2003      | 2002      | 2001      | 2000      | 1999      |
|-----------------------------------|-----------|-----------|-----------|-----------|-----------|
| Net sales                         | \$201,558 | \$205,857 | \$215,431 | \$218,688 | \$221,571 |
| Income from operations            | \$23,888  | \$38,210  | \$42,115  | \$48,965  | \$36,770  |
| Net Income                        | \$23,629  | \$30,560  | \$36,178  | \$37,576  | \$28,865  |
| Net income per share              | \$13.02   | \$16.54   | \$19.62   | \$20.22   | \$15.16   |
| Proforma net income (a)           |           |           | \$36,488  | \$35,445  | \$27,327  |
| Proforma net income (b) per share |           |           | \$19.79   | \$19.08   | \$14.36   |
| Total assets                      | \$416,415 | \$417,524 | \$390,395 | \$353,467 | \$324,836 |
| Dividends per share               | \$3.60    | \$3.40    | \$3.20    | \$3.00    | \$2.80    |

(a) Upon adoption of SFAS No. 133 on July 1, 2000, the Company reclassified its investments held as "available for sale" to the "trading" category which resulted in an entry to recognize the accumulated unrealized loss of

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\$3,894,000. The "proforma" amounts above summarize the effect on earnings and earnings per share on prior years' results as if the change had been in effect for those periods presented.

### Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis discusses the results of operations as reflected in the Company's consolidated financial statements. The following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors. The results of operations for the years ended June 30, 2003, 2002 and 2001 are not necessarily indicative of the results that may be expected for any future period. The following discussion should be read in combination with the consolidated financial statements and the notes thereto included in Item 8 of this report and with the "Risk Factors" described below.

#### Critical Accounting Policies

Management's discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to inventory valuation, including LIFO reserves, the allowance for doubtful accounts, deferred tax assets, liabilities related to retirement benefits, liabilities resulting from self-insurance of our worker's compensation liabilities, and litigation. We base our estimates on historical experience and other relevant factors that are believed to be reasonable under the circumstances.

While we believe that the historical experience and other factors considered provide a meaningful basis for the accounting policies applied in the preparation of the consolidated financial statements, actual results may differ from these estimates, which could require the Company to make adjustments to these estimates in future periods.

**Investments:** Our investments consist of investment grade marketable debt instruments issued by the US Government and major US and foreign corporations, equity securities, primarily preferred stock, and various derivative instruments, primarily exchange traded treasury futures and options, green coffee forward contracts and commodity purchase agreements. All derivatives not designated as accounting hedges are marked to market and changes are recognized in current earnings. The fair value of derivative instruments is based upon broker quotes where possible.

**Allowance for Doubtful Accounts:** We maintain an allowance for estimated losses resulting from the inability of our customers to meet their obligations. Our ability to maintain a relatively small reserve is directly related to our ability to collect from our customers when our sales people regularly interact with our customers in person. This method of operation has provided us with a historically low bad debt experience.

**Inventories:** Inventories are valued at the lower of cost or market and the costs of coffee and allied products are determined on the Last In, First Out (LIFO) basis. Costs of coffee brewing equipment manufactured are accounted for on the First In, First Out (FIFO) basis. We regularly evaluate these inventories to determine that market conditions are correctly reflected in the recorded carrying value.

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**Self-Insurance Retention:** We are self-insured for California workers' compensation insurance and utilize historical analysis to determine and record the estimates of expected future expenses resulting from worker's compensation claims. Additionally, we accrue for estimated losses not covered by insurance for liability, auto, medical and fire up to the deductible amounts.

**Retirement Plans:** We have two defined benefit plans that provide retirement benefits for the majority of our employees (the balance of our employees are covered by union defined benefit plans). We obtain actuarial valuations for both plans and at present we discount the pension obligations using 5.60% discount rate and we estimate an 8% return on plan assets. Our retiree medical plan is not funded and shares the same discount rate as the defined benefit plans. We also project an initial medical trend rate of 10% ultimately reducing to 5.5% in 6 years.

The performance of the stock market and other investments as well as the overall health of the economy can have a material effect on pension investment returns and these assumptions. A change in these assumptions could have an effect on operating results.

**Income Taxes:** Deferred income taxes are determined based on the temporary differences between the financial reporting and tax bases of assets and liabilities, using enacted tax rates in effect for the year in which differences are expected to reverse. We do not presently have a valuation allowance for our deferred tax assets as we currently believe it is more likely than not that we will realize our deferred tax assets.

### Liquidity and Capital Resources

We have been able to maintain a strong working capital position, and believe that our short and long term cash requirements for the coming year will be provided by internal sources. We have no major commitments for capital expenditures at this time. The following projects could require a substantial commitment of funds:

1. We have purchased land in Chico, California and will purchase land in Bakersfield, California to construct replacements for existing facilities in those locations. We expect to begin construction in time to occupy the new warehouses before the end of fiscal 2004. The combined cost for the two warehouses is not expected to exceed \$3,000,000.
2. We have completed the first year of a multi-year upgrading of our internal management information system. During 2003 we expended \$4,767,000 for hardware, software, infrastructure, training and consulting. At this time our financial systems (general ledger, accounts receivable, accounts payable, fixed assets and payroll) are on the new system. In the coming year we expect to convert our allied and coffee manufacturing plants followed by our selling divisions. We expect the additional costs associated with this project in 2004 could exceed \$3,000,000, not including the added fixed costs to maintain the new system.
3. On July 23, 2003 the Board of Directors authorized a loan to the Company's Employee Stock Ownership Plan for the purchase of 129,575 additional shares of the Company's common stock. Based upon the closing price of the Company's stock on September 22, 2003, this could require an expenditure of \$42,900,000. The ESOP was created in 2000 as a way to better align the long-term interests of its employees and shareholders. The Company has loaned the ESOP \$39,580,000 for this same purpose. On June 30, 2003 the ESOP loan balance was \$35,227,000.

(In thousands)

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|                      | 2003      | 2002      | 2001      |
|----------------------|-----------|-----------|-----------|
| Current assets       | \$346,617 | \$348,434 | \$318,879 |
| Current liabilities  | \$16,659  | \$16,259  | \$17,655  |
| Working capital      | \$329,958 | \$332,175 | \$301,334 |
| Capital expenditures | \$9,089   | \$5,039   | \$5,912   |

### Results of Operations

Years ended June 30, 2003 and 2002

Net sales in fiscal 2003 decreased 2.1% to \$201,558,000 as compared to \$205,857,000 in fiscal 2002. The Company continued to experience a decline in coffee sales. There are a number of trends that we believe affect this result.

We are in the third year of an economic downturn that has been especially hard on our core service area of California. Our entire 29 state service area has felt the combination of lay-offs, job uncertainty and the high cost of living that makes consumers careful how they spend their money. As consumers cut back on expenses, one of the easiest places to save is spending in restaurants. Tourism and travel continues to be down domestically. This is especially so in the Far East where the Japanese economy has not been strong, and last summer the area had to deal with SARS. Business travel also continues to be down.

Our primary market is the independently owned and operated restaurant and restaurant chains. The weak economy is especially hard on these entrepreneurs who do not have the geographic or "thematic" diversity of the large restaurant chains. The success of coffee shops selling specialty coffees has spawned many imitators. Although we compete favorably with our own line of specialty coffees, our customers feel the effect of fewer sales dollars (in part because of the recession) being divided among more direct competitors.

Green coffee costs for fiscal 2003 increased approximately 25% over those of fiscal 2002. As a result gross profit decreased 5.2% to \$130,896,000, or 65% of sales, in fiscal 2003 as compared to \$138,093,000, or 67% of sales, in fiscal 2002.

Selling expenses for the 2003 fiscal year increased 3.1% to \$88,658,000 as compared to \$86,025,000 in fiscal 2002. General & administrative expenses increased 32.4% in fiscal 2003 to \$18,350,000 as compared to \$13,858,000 in fiscal 2002. Operating expenses, composed of selling and general and administrative expenses, increased \$7,125,000, or 7.1%, to \$107,008,000 during fiscal 2003, or 53% of sales, as compared to \$99,883,000, or 49% of sales, in fiscal 2002. This increase primarily includes additional costs of the ESOP \$1,886,000, computer consulting and training \$1,309,000, insurance (including workers compensation) \$1,300,000, life insurance \$1,045,000, defined benefit and post retirement benefit plan costs \$997,000 and the cost of coffee brewing equipment \$897,000, offset by decreases in legal expenses \$941,000 and payroll \$815,000.

Other income in fiscal 2003 increased \$2,533,000 or 22.7% to \$13,683,000 as compared to \$11,150,000 in fiscal 2002. This is primarily the result of the volatility of the capital markets introduced by an accounting change in 2001 that required unrealized gains and losses on investments to be realized as incurred. Prior to that time our hedging efforts reduced much of this volatility. Interest rates have declined throughout 2003 and remain at low levels. The major components of this change from 2002 include an increase in unrealized gains of \$5,607,000, off set by decrease in interest income of \$3,287,000 and realized losses \$1,897,000 and realized gains \$1,864,000.

Pretax income in fiscal 2003 decreased 23.9% to \$37,571,000, or 18.6% of sales, as compared to \$49,360,000, or 24% of sales, in fiscal 2002. Net income in fiscal 2003 decreased 22.7% to \$23,629,000, or 11.7% of sales, as compared to

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\$30,569,000, or 14.9% of sales in fiscal 2002. Earnings per share in fiscal 2003 decreased 21.3% to \$13.02 as compared to \$16.54 in fiscal 2002.

Years ended June 30, 2002 and 2001

Fiscal 2002 was challenging for us. Although green coffee costs remained relatively stable throughout the year, the events of September 11, 2001 were felt throughout the period. Recession related reductions in business and personal travel and entertainment expenses combined with reduced activities outside the home resulting from public concern about terrorist activities resulted in decreased sales and profitability. As depicted in the "Change in Earnings per Share" analysis below, our 2002 net sales declined 4.4%. Net sales decreased to \$205,857,000 in 2002 as compared to \$215,431,000 in 2001.

Gross profit decreased to \$138,093,000 in fiscal 2002, or 67% of sales, compared to \$141,400,000 in fiscal 2001, or 66% of sales. The world supply of green coffee was ample, and some producing countries have discussed a variety of approaches to improve producer profitability, including production decreases, decreased farm maintenance and farm worker layoffs. To date, none of these approaches appears to have had a material effect on green coffee prices.

Operating expenses, comprised of selling and general and administrative expenses were \$99,883,000 in 2002 as compared to \$99,285,000 in 2001. A \$3,339,000 increase, or 28%, in employee benefits expenses in fiscal 2002, including the costs of employee benefit plans and medical coverage, was substantially offset by a decrease in payroll expenses, (1%), vehicle related expenses (including maintenance, gas & oil), (6%), and coffee brewing equipment costs, (36%).

Other income decreased 36% to \$11,150,000 in 2002 as compared to \$17,401,000 in 2001. The 2001 amount includes the accumulated unrealized loss of \$3,894,000 resulting from the accounting change that year. Exclusive of the accounting change, other income decreased 48% in 2002 from \$21,295,000 in 2001. This decrease is primarily the result of lower interest rates during 2002 as the Federal Reserve Board has attempted to stimulate the economy. Our investments continue to be in short term money market instruments: primarily investment grade commercial paper, corporate notes and US treasury and agency debt. At June 30, 2002 we held approximately \$168,000,000 in US Treasury Bills.

Income before taxes decreased 21% to \$49,360,000, or 24% of sales, for the year ended June 30, 2002, as compared to \$59,516,000, or 28% of sales, in the prior fiscal year. Net income, before cumulative effect of accounting change, for fiscal year 2002 was \$30,569,000, or \$16.54 per share, as compared to \$36,488,000, or \$19.79 per share, in 2001.

### Change in Earnings Per Share

The following provides additional information regarding changes in operating results.

|                             |         |         |         |
|-----------------------------|---------|---------|---------|
| Net income per common share | 2003    | 2002    | 2001    |
|                             | \$13.02 | \$16.54 | \$19.62 |

### Percentage change:

|                        | 2003-2002 | 2002-2001 |
|------------------------|-----------|-----------|
| Net sales              | -2.1%     | -4.4%     |
| Cost of goods sold     | -4.3%     | -8.5%     |
| Gross profit           | -5.2%     | -2.3%     |
| Operating expenses     | 7.1%      | 0.6%      |
| Income from operations | -37.5%    | -9.3%     |



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|                             |        |        |
|-----------------------------|--------|--------|
| Provisions for income taxes | -25.8% | -18.4% |
| Net income                  | -22.7% | -15.5% |

A summary of the change in earnings per share, which highlights factors discussed earlier, is as follows:

|  | Per Share Earnings |           |
|--|--------------------|-----------|
|  | 2003-2002          | 2002-2001 |
| Coffee: Prices                                   | -\$0.45            | \$0.15    |
| Volume   | -1.74              | -3.71     |
| Cost   | -0.85              | 2.25      |
| Gross profit                                     | -3.04              | -1.31     |
| Allied products: Gross profit                    | 0.48               | -0.48     |
| Operating expenses                               | -4.93              | -0.32     |
| Other income                                     | 1.50               | -3.38     |
| Provision for income taxes                       | 2.48               | 2.29      |
| Accounting change                                | 0.00               | 0.17      |
| Change in weighted average<br>shares outstanding | -0.01              | -0.05     |
| Net income                                       | -\$3.52            | -\$3.08   |

### Risk Factors

Certain statements contained in this Annual Report on Form 10-K regarding the risks, circumstances and financial trends that may affect our future operating results, financial position and cash flows may be forward-looking statements within the meaning of federal securities laws. These statements are based on management's current expectations, assumptions, estimates and observations about our business and are subject to risks and uncertainties. As a result, actual results could materially differ from the forward looking statements contained herein. These forward looking statements can be identified by the use of words like "expects," "plans," "believes," "intends," "will," "assumes" and other words of similar meanings. These and other similar words can be identified by the fact that they do not relate solely to historical or current facts. While we believe our assumptions are reasonable, we caution that it is impossible to predict the impact of such factors which could cause actual results to differ materially from predicted results. We intend these forward-looking statements to speak only at the time of this report and do not undertake to update or revise these projections as more information becomes available. For these statements, we claim the protection of the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995.

Factors that could cause our actual results to materially differ from those expressed or implied by any forward looking statements described herein include:

#### Green coffee price volatility.

Our results of operations can vary dramatically with the volatility of the green coffee market. Virtually all coffee is grown outside the United States. Some of the producing countries have experienced a variety of problems, including civil war in Peru and Indonesia, rebel insurgents in the Philippines and the threat of economic collapse in Brazil. Green coffee can be one of the most volatile of commodities. It is subject to all the factors that influence the price of agricultural products including weather (especially drought and frost), world supplies, the actions of our own and foreign governments (including trade restrictions, farm subsidies & currency devaluations), transportation issues (including port and trucker strikes domestically and in the producing countries), and insect pests (cigarette beetle and broca).

#### Competition.

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Our customer base has undergone a dramatic shift in the past decade. This is the result of several factors, including competition from other coffee companies and from other beverages. Other coffee companies include multi-national firms with vast financial resources, a business model that is very different and superior information technologies. Large restaurant chains and other institutional buyers (representing hospitals, hotels, contract food services, convalescent hospitals and other similar institutions) often prefer the "price leader" and find insufficient value in the sales & service aspect of our business. We believe some of our competitors are willing to accept smaller profit margins from some customers because they do not have the distribution and service organization we do. In addition, there are numerous beverages competing for the same restaurant dollar. Soft drinks, bottled water, flavored coffees & teas all have grown at the expense of a "standard" cup of coffee. We believe the growth of coffee shops that roast their own coffee has also contributed to the decrease in demand for the "standard" cup of coffee.

### Sales & Distribution Network.

We believe our sales and distribution network to be one of the best in the industry. It is also expensive to operate. Some of our competitors market through wholesale grocers. Therefore they do not have to address certain issues that we do, including gasoline and oil prices, the costs of purchasing, maintaining and insuring a fleet of delivery vehicles, the costs of purchasing or leasing and maintaining distribution warehouses throughout the country, or the costs of hiring, training and paying benefits for our route sales professionals. We find that competitors unencumbered with this overhead sometimes choose to be very price competitive throughout our service area.

### General economic and market conditions.

Our primary market is restaurants and other food service establishments. We also provide coffee and related products to offices. We believe the success of this business market segment is dependent upon personal and business expenditures in restaurant locations. In a slow economy businesses and individuals scale back their discretionary spending on travel and entertainment, including "eating out." A weaker economy may also cause businesses to cut back on their travel and entertainment expenses, and even reduce or eliminate office coffee benefits.

### Self insurance.

We are self-insured for many risks. Although we carry insurance, our deductibles require that we bear a substantial liability. The premiums associated with our insurance have recently increased substantially. General liability, fire, workers' compensation, director & officer, life, employee medical, dental & vision and automobile present a large potential liability. While we accrue for this liability based on historical experience, future losses may exceed losses we have incurred in the past.

### Risks from possible acquisitions and new business ventures.

The Company regularly evaluates opportunities that may enhance shareholder value. There is no assurance that any such venture, should we decide to enter into one, will accrue the projected returns. It is possible that such ventures could result in losses or returns that would have a negative impact on operating income.

### Stock purchases and sales by major shareholders.

Approximately 53% of all outstanding shares are owned or controlled by Company employees, officers and directors. The combined holdings of the 7 largest institutions are approximately 22% of outstanding shares. Including the holdings of a former director of approximately 10% of outstanding shares,

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current and former management and institutions control approximately 85% of shares. Future sales of Company stock by these shareholders could adversely and unpredictably affect the price of our shares.

### ESOP.

The Farmer Bros. Co. Employee Stock Ownership Plan was designed to help us attract and retain employees. Additionally, we believe employee stock ownership helps align the efforts of our employees with the interests of our shareholders. To that end, the board of directors has approved loaning sufficient funds to acquire a total of 300,000 shares of which 170,425 shares have been acquired as of June 30, 2003. A total of \$39,580,000 has been loaned to the ESOP for this purpose. These purchases will deplete our working capital and increase costs associated with the ESOP, especially future funding (i.e., requirement to provide the ESOP with liquidity for shares tendered back to the ESOP by departing employees). We expect that as the ESOP acquires additional shares, the Company will assume a higher fixed cost which may have a material effect on future earnings.

External factors: strikes, natural disasters, acts of war and other difficulties.

Over half of our business is conducted in California, Oregon & Washington. This area is prone to seismic activity and a major earthquake could have a significant negative effect on our operations. Our major manufacturing facility and distribution hub is in Los Angeles, and a serious interruption to highway arteries, gas mains or electrical service could restrict our ability to supply our branches with product.

Most of our customers are located throughout the western United States, with concentrations in major cities. We depend on our own route sales network for reaching our customers. Any interruption of that distribution system could have material negative consequences for us. Our major product, coffee, is grown primarily in the tropics. Hurricanes, monsoons, tornados, severe winter storms, drought and floods all have an affect on our customers and our sources of supply.

Strikes against our suppliers or their transportation vendors could restrict our ability to obtain our supply of green coffee and other supplies. Coffee is shipped to us by sea from every producing country, and by rail from Mexico. Any major interruption in that flow, for example, trucker strikes in Brazil, railroad strikes in Mexico, coffee processors strikes in El Salvador, or longshoremen strikes in U.S. ports, can reduce our ability to maintain our flow of green coffee to our production facility and ultimately to our customers. Coffee is perishable, and although its shelf life is lengthy compared to other types of agricultural products, it does not allow for any significant stock-piling.

Acts of war or terrorism.

Any action domestically or in a coffee producing country that interrupts the supply of green coffee to our plant or restricts our delivery of finished product to our warehouses and customers can have a material impact on our operating results. Civil war in Columbia or Peru, or terrorist actions in the Philippines or elsewhere, can have a material effect on our operations if we are unable to receive or replace key coffee shipments. If suitable substitute sources of supply can be located, they are often found at a much higher price.

ERP System Conversion.

Last year the Company began a multiyear program to update its management information systems. This has proven to be a challenging conversion. We have had some successes in the early phases of implementation of the new systems. There are many open issues, and the more difficult implementations will occur in the coming year. It is possible that increasing conversion costs, potential complications resulting from the conversion itself, and system problems in our

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use of the new software could have a material impact on our future operating results.

### Staffing.

There is little depth of management in certain positions and a loss of one or more of these key employees could have a material effect on our operations and competitive position. We have union contracts relating to our employees serving our California, Oregon, Washington and Nevada markets. Although we believe union relations have been amicable in the past, there is no assurance that this will continue in the future.

### Hedging activities

The most important aspect of our operation is to secure a consistent supply of coffee. Some proportion of green coffee price fluctuations can be passed through to our customers, with some delay; but maintaining a steady supply of green coffee is essential to keep inventory levels low and sufficient stock to meet customer needs. We purchase our coffee through established coffee brokers to help minimize the risk of default on coffee deliveries. To help ensure future supplies, we purchase much of our coffee on forward contracts for delivery as long as six months in the future. Sometimes these contracts are fixed price contracts, where the price of the purchase is set regardless of the change in price of green coffee between the contract and delivery dates. At other times these contracts are variable price contracts that allow the delivered price of contracted coffee to reflect the market price of coffee at the delivery date.

Futures contracts not designated as hedges, and terminations of contracts designated as hedges, are marked to market and changes are recognized in current earnings. Open contracts at June 30, 2003 are addressed in the following Item 7A.

In the event of non-performance by the counter parties, the Company could be exposed to credit and supply risk. The Company monitors the financial viability of the counter parties in an attempt to minimize this risk.

### Contractual obligations

The following table contains supplemental information regarding total contractual obligations as of June 30, 2003.

| (In thousands)              | Less Than<br>Total | One Year | 2-3 Years | 4-5 Years | More Than<br>5 years |
|-----------------------------|--------------------|----------|-----------|-----------|----------------------|
| Operating lease obligations | \$1,402            | \$667    | \$650     | \$85      | \$ -                 |

### Item 7A. Qualitative and Quantitative Disclosures About Market Risk

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 can include discount commercial paper, medium term notes, federal agency issues and treasury securities. As of June 30, 2003 over 95% of these funds were invested in treasury securities and more than 50% of these issues have maturities shorter than 120 days. This portfolio's interest rate risk is not hedged and its average maturity is approximately 150 days. A 100 basis point move in the general level of interest rates would result in a change in the market value of the portfolio of approximately \$2,200,000.

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

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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 June 30, 2003. 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.

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 security held, the slope of the Treasury yield curve, the expected volatility of Treasury yields, and the costs of using futures and/or options.

### Interest Rate Changes

| (In thousands)    | Market Value at June 30, 2003 |                     |                 | Change in Market Value of Total Portfolio |
|-------------------|-------------------------------|---------------------|-----------------|---|
|                   | Preferred Securities          | Futures and Options | Total Portfolio |   |
| -150 basis points | \$58,072                      | \$0                 | \$58,072        | \$3,710                                   |
| -100 basis points | 57,206                        | 2                   | \$57,208        | 2,847                                     |
| Unchanged         | 53,898                        | 478                 | \$54,376        | 0   |
| +100 basis points | 49,215                        | 4,233               | \$53,448        | 913                                       |
| +150 basis points | 46,870                        | 6,512               | \$53,382        | 980                                       |

### 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 enter into commodity purchase agreements with suppliers and we purchase exchange traded green coffee contracts. The following table demonstrates the impact of changes in the price of green coffee on inventory and green coffee contracts at June 30, 2003. It assumes an immediate change in the price of green coffee, and the valuations of coffee futures and relevant commodity purchase agreements at June 30, 2003.

### Commodity Risk Disclosure

(In thousands)

| Coffee Cost Change | Market Value     |                   |          | Change in Market Value |           |
|--------------------|------------------|-------------------|----------|------------------------|-----------|
|                    | Coffee Inventory | Futures & Options | Total    | Derivatives            | Inventory |
| -10%               | \$12,000         | \$35              | \$12,035 | \$23                   | -\$1,008  |
| unchanged          | 13,008           | 23                | 13,031   | 0                      |           |
| 10%                | 14,000           | 0                 | 14,000   | -23                    | 992       |

At June 30, 2003 the derivatives consisted mainly of commodity futures with maturities shorter than three months.

Item 8. Financial Statements and Supplementary Data

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### REPORT OF INDEPENDENT AUDITORS

To the Board of Directors and Shareholders of Farmer Bros. Co. and  
Subsidiary

We have audited the accompanying consolidated balance sheets of Farmer Bros. Co. and Subsidiary (the "Company") as of June 30, 2003 and 2002, and the related consolidated statements of income, cash flows, and shareholders' equity for the three years ended June 30, 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Farmer Bros. Co. and Subsidiary at June 30, 2003 and 2002, and the consolidated results of their operations and their cash flows for each of the three years in the period ended June 30, 2003, in conformity with accounting principles generally accepted in the United States.

/s/Ernst & Young LLP

Long Beach, California  
September 8, 2003

FARMER BROS. CO.  
CONSOLIDATED BALANCE SHEETS  
(Dollars in thousands, except share data)

June 30, 2003      June 30, 2002

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ASSETS

Current assets:

|                                    |           |           |
|------------------------------------|-----------|-----------|
| Cash and cash equivalents          | \$18,986  | \$7,047   |
| Restricted cash                    | 975       | -         |
| Short term investments             | 274,444   | 285,540   |
| Accounts and notes receivable, net | 13,756    | 14,004    |
| Inventories                        | 34,702    | 37,361    |
| Income tax receivable              | 2,878     | 2,553     |
| Deferred income taxes              | -         | 1,188     |
| Prepaid expenses                   | 876       | 741       |
| Total current assets               | 346,617   | 348,434   |
| Property, plant and equipment, net | 41,753    | 38,572    |
| Notes receivable                   | 193       | 224       |
| Other assets                       | 26,390    | 27,622    |
| Deferred income taxes              | 1,462     | 2,672     |
| Total assets                       | \$416,415 | \$417,524 |

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:

|   |           |           |
|---|-----------|-----------|
| Accounts payable  | \$3,321   | \$4,827   |
| Accrued payroll expenses  | 7,362     | 6,407     |
| Deferred income taxes   | 976       | -         |
| Other   | 5,000     | 5,025     |
| Total current liabilities   | 16,659    | 16,259    |
| Accrued postretirement benefits   | 25,041    | 22,726    |
| Other long term liabilities   | 5,570     | 5,486     |
| Total Liabilities   | 47,270    | 44,471    |
| Commitments and contingencies   | -         | -         |
| Shareholders' equity:   |           |           |
| Common stock, \$1.00 par value,<br>authorized 3,000,000 shares; issued<br>and outstanding 1,926,414 | 1,926     | 1,926     |
| Additional paid-in capital  | 18,798    | 17,627    |
| Retained earnings   | 382,831   | 365,725   |
| Unearned ESOP shares  | -33,364   | -12,225   |
| Less accumulated comprehensive loss   | -1,046    | -         |
| Total shareholders' equity  | 369,145   | 373,053   |
| Total liabilities and<br>shareholders' equity   | \$416,415 | \$417,524 |

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

FARMER BROS. CO.

CONSOLIDATED STATEMENTS OF INCOME

(Dollars in thousands, except share data)

|                    | 2003      | 2002      | 2001      |
|--------------------|-----------|-----------|-----------|
| Net sales          | \$201,558 | \$205,857 | \$215,431 |
| Cost of goods sold | 70,662    | 67,764    | 74,031    |
| Gross profit       | 130,896   | 138,093   | 141,400   |
| Selling expense    | 88,658    | 86,025    | 84,524    |

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|   |           |           |           |
|---|-----------|-----------|-----------|
| General and administrative expense  | 18,350    | 13,858    | 14,761    |
| Operating expenses  | 107,008   | 99,883    | 99,285    |
| Income from operations  | 23,888    | 38,210    | 42,115    |
| Other income:   |           |           |           |
| Dividend income   | 3,246     | 3,198     | 3,039     |
| Interest income   | 3,974     | 7,261     | 12,308    |
| Other, net  | 6,463     | 691       | 2,054     |
|   | 13,683    | 11,150    | 17,401    |
| Income before taxes   | 37,571    | 49,360    | 59,516    |
| Income taxes  | 13,942    | 18,791    | 23,028    |
| Income before cumulative effect<br>of accounting change                     | \$23,629  | \$30,569  | \$36,488  |
| Cumulative effect of accounting<br>change (net of income taxes<br>of \$205) | -         | -         | -\$310    |
| Net income  | \$23,629  | \$30,569  | \$36,178  |
| Income per common share:  |           |           |           |
| Before cumulative effect of<br>accounting change                            | \$13.02   | \$16.54   | \$19.79   |
| Cumulative effect of<br>accounting change                                   |           |           | -\$0.17   |
| Net income per common share   | \$13.02   | \$16.54   | \$19.62   |
| Pro forma assuming accounting changes<br>were retroactively applied         |           |           |           |
| Net income  |           |           | \$36,448  |
| Net income per common share   |           |           | \$19.79   |
| Weighted average shares outstanding   | 1,814,591 | 1,848,395 | 1,843,392 |

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

FARMER BROS. CO.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Dollars in thousands)

|  | Years ended June 30, |          |          |
|--|----------------------|----------|----------|
|  | 2003                 | 2002     | 2001     |
| Cash flows from operating activities:  |                      |          |          |
| Net income   | \$23,629             | \$30,569 | \$36,178 |
| Adjustments to reconcile net income to net cash<br>(used in) provided by operating activities: |                      |          |          |



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|   |          |           |          |
|---|----------|-----------|----------|
| Cumulative effect of accounting change                        | -        | -         | 310      |
| Depreciation  | 5,776    | 5,493     | 5,527    |
| Deferred income taxes   | 3,989    | 495       | 1,736    |
| (Gain) loss on sales of assets                                | -498     | -239      | -131     |
| ESOP compensation expense                                     | 4,269    | 2,529     | 1,398    |
| Net (gain) loss on investments                                | -5,625   | -51       | -1,614   |
| Net unrealized loss on investments<br>reclassified as trading | -        | -         | 2,337    |
| Change in assets and liabilities:                             |          |           |          |
| Short term investments  | 16,721   | -51,310   | -23,976  |
| Accounts and notes receivable                                 | 224      | 1,220     | 2,769    |
| Inventories   | 2,659    | -1,581    | 990      |
| Income tax receivable   | -325     | 438       | -1,651   |
| Prepaid expenses and other assets                             | -153     | -1,421    | -2,130   |
| Accounts payable  | -1,506   | -326      | -768     |
| Accrued payroll and expenses and<br>other liabilities         | 930      | -1,070    | 1,457    |
| Accrued postretirement benefits                               | 1,904    | 1,926     | 1,602    |
| Other long term liabilities                                   | 84       | 594       | 702      |
| Total adjustments   | 28,449   | -43,303   | -11,442  |
| Net cash (used in) provided by<br>operating activities        | \$52,078 | -\$12,734 | \$24,736 |

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

FARMER BROS. CO.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Dollars in thousands)

|   | Years ended June 30, |           |          |
|---|----------------------|-----------|----------|
|   | 2003                 | 2002      | 2001     |
| Net cash (used in) provided by<br>operating activities  | \$52,078             | -\$12,734 | \$24,736 |
| Cash flows from investing activities:                   |                      |           |          |
| Purchases of property, plant and equipment              | -9,089               | -5,039    | -5,912   |
| Proceeds from sales of property,<br>plant and equipment | 630                  | 307       | 207      |
| Notes issued  | -                    | -35       | -78      |
| Notes repaid  | 55                   | 2,640     | 831      |
| Net cash used in investing activities                   | -8,404               | -2,127    | -4,952   |
| Cash flows from financing activities:                   |                      |           |          |
| Dividends paid  | -6,523               | -6,278    | -5,897   |
| ESOP contributions                                      | -24,237              | -815      | -390     |
| Net cash used in financing activities                   | -30,760              | -7,093    | -6,287   |

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|   |          |         |          |
|---|----------|---------|----------|
| Net (decrease) increase in cash<br>and cash equivalents | 12,914   | -21,954 | 13,497   |
| Cash and cash equivalents at beginning of year          | 7,047    | 29,001  | 15,504   |
| Cash and cash equivalents at end of year                | \$19,961 | \$7,047 | \$29,001 |

FARMER BROS. CO.  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
(Dollars and share data in thousands)

|                                   | Additional<br>Common Stock<br>Shares | Paid-in<br>Capital | Retained<br>Earnings | Other<br>Unearned<br>Esop<br>Shares | Comprehensive<br>Income<br>-Loss | Total  |         |
|-----------------------------------|--------------------------------------|--------------------|----------------------|-------------------------------------|----------------------------------|--------|---------|
| Balance at June 30, 2000          | 1,926                                | 1,926              | 16,359               | 311,153                             | -13,679                          | -2,646 | 313,113 |
| Comprehensive income              |                                      |                    |                      |                                     |                                  |        |         |
| Net income                        |                                      |                    |                      | 36,178                              |                                  |        | 36,178  |
| Transition adjustment for FAS 131 |                                      |                    |                      |                                     | 2,646                            | 2,646  |         |
| Total comprehensive income        |                                      |                    |                      |                                     |                                  |        | 38,824  |
| Dividends (\$3.20 per share)      |                                      |                    |                      | -5,897                              |                                  |        | -5,897  |
| ESOP contributions                |                                      |                    |                      |                                     | -390                             |        | -390    |
| ESOP compensation expense         |                                      | 270                |                      |                                     | 1,128                            |        | 1,398   |
| Balance at June 30, 2001          | 1,926                                | 1,926              | 16,629               | 341,434                             | -12,941                          | 0      | 347,048 |
| Comprehensive income              |                                      |                    |                      |                                     |                                  |        |         |
| Net income                        |                                      |                    |                      | 30,569                              |                                  |        | 30,569  |
| Total comprehensive income        |                                      |                    |                      |                                     |                                  |        | 30,569  |
| Dividends (\$3.40 per share)      |                                      |                    |                      | -6,278                              |                                  |        | -6,278  |
| ESOP contributions                |                                      |                    |                      |                                     | -815                             |        | -815    |
| ESOP compensation expense         |                                      | 998                |                      |                                     | 1,531                            |        | 2,529   |

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|   |       |       |        |         |         |        |         |
|---|-------|-------|--------|---------|---------|--------|---------|
| Balance at June 30, 2002                          | 1,926 | 1,926 | 17,627 | 365,725 | -12,225 | 0      | 373,053 |
| Comprehensive income                              |       |       |        |         |         |        |         |
| Net income  |       |       | 23,629 |         |         |        | 23,629  |
| Minimum pension liability, net of tax (\$615,000) |       |       |        |         | -1,046  |        | -1,046  |
| Total comprehensive income                        |       |       |        |         |         |        | 22,583  |
| Dividends (\$3.60 per share)                      |       |       | -6,523 |         |         |        | -6,523  |
| ESOP contributions                                |       |       |        | -24,237 |         |        | -24,237 |
| ESOP compensation expense                         |       | 1,171 |        | 3,098   |         |        | 4,269   |
| Balance at June 30, 2003                          | 1,926 | 1,926 | 18,798 | 382,831 | -33,364 | -1,046 | 369,145 |

### Notes to Consolidated Financial Statements

#### Note 1 Summary of Significant Accounting Policies

##### Organization

The Company, which operates in one business segment, is in the business of roasting, packaging, and distributing coffee and allied products through direct sales to restaurants, hotels, hospitals, convenience stores and fast food outlets. The Company's products are distributed by its selling divisions from branch warehouses located in most large cities throughout the western United States.

##### Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary FBC Finance Company. All significant inter-company balances and transactions have been eliminated.

##### Financial Statement Preparation

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

##### Cash Equivalents

The Company considers all highly liquid investments with a maturity of 90 days or less when purchased to be cash equivalents. Fair values of cash equivalents approximate cost due to the short period of time to maturity.

##### Restricted Cash

The Company has pledged cash as collateral for a stand-by letter of credit securing its obligations under a self insurance program. The cash is invested in certificates of deposit with maturities that do not exceed 1 year. In the

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event the Company does not perform all its responsibilities for paying out claims, the administrator of the program has the right to draw against the letter of credit.

### Investments

The Company's investments consist of marketable debt and equity securities, money market instruments and various derivative instruments, primarily exchange traded treasury futures and options, green coffee forward contracts and commodity purchase agreements. All such instruments not designated as accounting hedges are marked to market and changes are recognized in current earnings. At June 30, 2003 and 2002 no derivative instruments were designated as accounting hedges. The fair value of derivative instruments is based upon broker quotes. The cost of investments sold is determined on the specific identification method. Dividend and interest income is accrued as earned.

### Concentration of Credit Risk

At June 30, 2003, the financial instruments which potentially expose the Company to concentrations of credit risk consist of cash in financial institutions (which exceeds federally insured limits), cash equivalents (principally commercial paper), short term investments, investments in the preferred stocks of other companies and trade receivables. Cash equivalents and short term investments are not concentrated by issuer, industry or geographic area. Maturities are generally shorter than 180 days. Other investments are in U.S. government securities. Investments in the preferred stocks of other companies are limited to high quality issuers and are not concentrated by geographic area or issuer. Concentration of credit risk with respect to trade receivables for the Company is limited due to the large number of customers comprising the Company's customer base and their dispersion across many different geographic areas. The trade receivables are short-term, and all probable bad debt losses have been appropriately considered in establishing the allowance for doubtful accounts.

### Inventories

Inventories are valued at the lower of cost or market. Costs of coffee and allied products are determined on the Last In, First Out (LIFO) basis. Costs of coffee brewing equipment manufactured are accounted for on the First In, First Out (FIFO) basis.

### Property, Plant and Equipment

Property, plant and equipment is carried at cost, less accumulated depreciation. Depreciation of buildings and facilities is computed using the straight-line method. All other assets are depreciated using the sum-of-the-years' digits and straight-line methods. The following useful lives are used:

|                                |                |
|--------------------------------|----------------|
| Building and facilities        | 10 to 30 years |
| Machinery and equipment        | 3 to 5 years   |
| Office furniture and equipment | 5 years        |
| Capitalized software           | 3 years        |

When assets are sold or retired the asset and related depreciation allowance are eliminated from the records and any gain or loss on disposal is included in operations. Maintenance and repairs are charged to expense, and betterments are capitalized.

### Income Taxes

Deferred income taxes are determined based on the temporary differences between the financial reporting and tax bases of assets and liabilities, using enacted tax rates in effect for the year in which differences are expected to reverse.

### Revenue Recognition

Sales and the cost of products sold are recorded at the time of delivery to the customer.

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### Net Income Per Common Share

Basic earnings per share is computed by dividing the net income attributable to common stockholders by the weighted average number of common shares outstanding during the period, excluding unallocated shares held by the Company's Employee Stock Ownership Plan (see Note 6). The Company has no dilutive shares for any of the three fiscal years in the period ended June 30, 2003. Accordingly, the consolidated financial statements present only basic net income per share.

### Long-lived Assets

The Company reviews the recoverability of its long-lived assets as required by SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The estimated future cash flows are based upon, among other things, assumptions about expected future operating performance, and may differ from actual cash flows. Long-lived assets evaluated for impairment are grouped with other assets to the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. If the sum of the projected undiscounted cash flows (excluding interest) is less than the carrying value of the assets, the assets will be written down to the estimated fair value in the period in which the determination is made. The Company has determined that no impairment of long-lived assets exists as of June 30, 2003.

### Shipping and Handling Costs

The Company distributes its products directly to its customers and shipping and handling costs are considered Company selling expenses.

### Collective Bargaining Agreements

Certain Company employees are subject to collective bargaining agreements. The duration of these agreements extend from 2005 to 2006.

### Reclassifications

Certain reclassifications have been made to prior year balances to conform to the current year presentation.

### New pronouncements

In April 2003, the FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities," which amends and clarifies financial accounting and reporting derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." This statement is effective for contracts entered into or modified and for hedging relationships designated after June 30, 2003. The Company does not expect the adoption of this statement to have a material impact on its operating results or financial position.

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," which addresses issues regarding the recognition, measurement and reporting of costs associated with exit and disposal activities, including restructuring activities. This statement requires that costs associated with exit or disposal activities be recognized when they are incurred rather than at the date of commitment to an exit or disposal plan. The implementation of this Standard did not have a material effect on the Company.

In November 2002, the FASB issued Interpretation No. 45 (FIN 45), Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness for Contingencies, relating to a

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guarantor's accounting for, and disclosure of Others. FIN 45 clarifies the requirements of SFAS No. 5, Accounting of, the issuance of certain types of guarantees. For certain guarantees issued after December 31, 2002, FIN 45 requires a guarantor to recognize, upon issuance of a guarantee, a liability for the fair value of the obligations it assumes under the guarantee. Guarantees issued prior to January 1, 2003, are not subject to liability recognition, but are subject to expanded disclosure requirements. The Company does not believe that the adoption of this Interpretation has had a material effect on its consolidated financial position or statement of operations.

In January 2003, FASB issued Interpretation No. 46 (FIN 46), an interpretation of Accounting Research Bulletin No. 51, which requires the Company to consolidate variable interest entities for which it is deemed to be the primary beneficiary and disclose information about variable interest entities in which it has a significant variable interest. FIN 46 became effective immediately for variable interest entities formed after January 31, 2003 and will be effective July 1, 2003 for any variable interest entities formed prior to February 1, 2003. The Company does not believe that this Interpretation will have a material impact on its consolidated financial statements.

### Note 2 Investments and Derivative Instruments

In June 1998 the Financial Accounting Standards Board issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended by Statements 137 and 138. The Statement requires the Company to recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If the derivative is a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are either offset against the change in fair value of assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value is immediately recognized in earnings. The adoption of SFAS No. 133, resulted in a cumulative effect of an accounting change of \$515,000 (\$310,000 net of taxes) being recognized in the Statement of Net Income, and a corresponding credit in other comprehensive income.

The Company purchases various derivative instruments as investments or to create economic hedges of its interest rate risk and commodity price risk. At June 30, 2003 derivative instruments are not designated as accounting hedges as defined by SFAS No. 133. The fair value of derivative instruments is based upon broker quotes. The Company records unrealized gains and losses on trading securities and changes in the market value of certain coffee contracts meeting the definition of derivatives in other income and expense.

Investments, consisting of marketable debt and equity securities and money market instruments, are held for trading purposes and are stated at fair value. Gains and losses, both realized and unrealized, are included in other income and expense. On July 1, 2000 the company transferred all of its investments classified as "available for sale" at June 30, 2000 into the "trading" category. Accordingly, the Company recognized the accumulated unrealized loss of \$3,894,000 in the consolidated statement of income.

Investments at June 30, are as follows:  
(In thousands)

|                                  | 2003    | 2002     |
|----------------------------------|---------|----------|
| Trading securities at fair value |         |          |
| Corporate debt                   | \$ -    | \$18,863 |
| U.S. Treasury Obligations        | 220,057 | 184,756  |

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|  |           |           |
|--|-----------|-----------|
| U.S. Agency Obligations                | -         | 26,983    |
| Preferred Stock                        | 53,897    | 48,873    |
| Other fixed income                     | -         | 5,181     |
| Futures, options and other derivatives | 490       | 884       |
|  | \$274,444 | \$285,540 |

### Note 3 Allowance for Doubtful Accounts (In thousands)

|                              | 2003  | 2002  | 2001  |
|------------------------------|-------|-------|-------|
| Balance at beginning of year | \$345 | \$395 | \$420 |
| Additions                    | 356   | 218   | 348   |
| Deductions                   | -356  | -268  | -371  |
| Balance at end of year       | \$345 | \$345 | \$397 |

### Note 4 Inventories (In thousands)

June 30, 2003

|                          | Processed | Unprocessed | Total    |
|--------------------------|-----------|-------------|----------|
| Coffee                   | \$3,853   | \$9,155     | \$13,008 |
| Allied products          | 11,776    | 4,213       | 15,989   |
| Coffee brewing equipment | 2,372     | 3,333       | 5,705    |
|                          | \$18,001  | \$16,701    | \$34,702 |

June 30, 2002

|                          | Processed | Unprocessed | Total    |
|--------------------------|-----------|-------------|----------|
| Coffee                   | \$3,438   | \$10,393    | \$13,831 |
| Allied products          | 12,482    | 5,116       | 17,598   |
| Coffee brewing equipment | 2,528     | 3,404       | 5,932    |
|                          | \$18,448  | \$18,913    | \$37,361 |

Current cost of coffee and allied products inventories is (less than) or greater than the LIFO cost by approximately \$122,000 and \$(491,000) as of June 2003 and 2002, respectively.

The change in the Company's green coffee and allied product inventories during fiscal 2003, 2002, and 2001 resulted in LIFO decrements (increment) which had the effect of increasing income before taxes those years by \$64,000, \$207,000, and 1,283,000, respectively.

### Note 5 Property, Plant and Equipment (In thousands)

|                                | 2003     | 2002     |
|--------------------------------|----------|----------|
| Buildings and facilities       | \$40,907 | \$40,914 |
| Machinery and equipment        | 48,969   | 48,690   |
| Capitalized software costs     | 3,934    | 0        |
| Office furniture and equipment | 5,845    | 6,055    |
|                                | \$99,655 | \$95,659 |
| Accumulated depreciation       | -63,851  | -62,950  |
| Land                           | 5,949    | 5,863    |
|                                | \$41,753 | \$38,572 |

Maintenance and repairs charged to expense for the years ended June 30, 2003, 2002, and 2001 were \$11,022,000, \$11,202,000, and \$10,514,000, respectively.

### Note 6 Employee Benefit Plans

The Company has a contributory defined benefit pension plan for all employees not covered under a collective bargaining agreement (Farmer Bros. Co. Plan) and a non-contributory defined benefit pension plan (Brewmatic Co. Plan) for

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certain hourly employees covered under a collective bargaining agreement. The Company's funding policy is to contribute annually at a rate that is intended to fund benefits as a level percentage of salary (non-bargaining) and as a level dollar cost per participant (bargaining) over the working lifetime of the plan participants. Benefit payments are determined under a final payment formula (non-bargaining) and flat benefit formula (bargaining).

The Company sponsors defined benefit postretirement medical and dental plans that cover non-union employees and retirees, and certain union locals. The plan is contributory and retirees contributions are fixed at a current level. The plan is not funded.

(In thousands)

|  | Defined<br>Benefit Plans |          | Postretirement<br>Benefit Plans |           |
|--|--------------------------|----------|---------------------------------|-----------|
|  | June 30,                 |          | June 30,                        |           |
|  | 2003                     | 2002     | 2003                            | 2002      |
| Changes in benefit obligation          |                          |          |                                 |           |
| Benefit obligation at                  |                          |          |                                 |           |
| the beginning of the year              | \$55,116                 | \$48,909 | \$24,335                        | \$22,951  |
| Service cost                           | 1,708                    | 1,527    | 765                             | 670       |
| Interest cost                          | 3,886                    | 3,684    | 1,712                           | 1,721     |
| Plan participants contributions        | 180                      | 160      | 0                               | 117       |
| Amendments                             | 0                        | 285      | 0                               | -906      |
| Actuarial gain                         | 13,797                   | 3,153    | 4,665                           | 651       |
| Benefits paid                          | -2,834                   | -2,602   | -755                            | -869      |
| Benefit obligation at                  |                          |          |                                 |           |
| the end of the year                    | \$71,853                 | \$55,116 | \$30,722                        | \$24,335  |
| Change in plan assets                  |                          |          |                                 |           |
| Fair value in plan assets at           |                          |          |                                 |           |
| the beginning of the year              | \$75,552                 | \$79,259 | \$0                             | \$0       |
| Actual return on plan assets           | -3,674                   | -1,285   | 0                               | 0         |
| Company contributions                  | 23                       | 21       | 755                             | 752       |
| Plan participants contributions        | 180                      | 160      | 132                             | 117       |
| Benefit paid                           | -2,834                   | -2,602   | 887                             | -869      |
| Fair value in plan assets at           |                          |          |                                 |           |
| the end of the year                    | \$69,247                 | \$75,552 | \$0                             | \$0       |
|  | 2003                     | 2002     | 2003                            | 2002      |
| Funded status                          | -\$2,606                 | \$20,437 | -\$30,722                       | -\$24,335 |
| Unrecognized net asset                 | 0                        | -657     | 0                               | 0         |
| Unrecognized net (gain)/loss           | 23,330                   | -88      | 4,682                           | 17        |
| Unrecognized prior service cost        | 800                      | 1,062    | 1,410                           | 1,592     |
| Net amount recognized                  | \$21,524                 | \$20,754 | -\$24,630                       | -\$22,726 |
| Statements of Financial Position       |                          |          |                                 |           |
| Prepaid pension cost                   | 19,854                   | \$20,754 |                                 |           |
| Accrued pension liability              | -411                     | 0        |                                 |           |
| Intangible asset                       | 420                      | 0        |                                 |           |
| Accumulated other comprehensive income | 1,661                    | 0        |                                 |           |
| Net amount recognized                  | \$21,524                 | \$20,754 |                                 |           |
| Weighted average assumptions as        |                          |          |                                 |           |
| of June 30:                            |                          |          |                                 |           |
| Discount rate                          | 5.60%                    | 7.20%    | 5.60%                           | 7.20%     |



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|   |       |       |        |        |
|---|-------|-------|--------|--------|
| Expected return on Plan assets                      | 8.00% | 8.00% | -      | -      |
| Salary increase rate increase                       | 3.50% | 3.50% | -      | -      |
| Initial medical rate trend                          |       |       | 10.00% | 11.00% |
| Ultimate medical trend rate                         |       |       | 5.50%  | 5.50%  |
| Number of years from initial to ultimate trend rate |       |       | 6      | 6      |
| Initial dental/vision trend rate                    |       |       | 7.00%  | 7.50%  |
| Ultimate dental/vision trend rate                   |       |       | 5.50%  | 5.00%  |

### Components of net periodic benefit costs:

(In thousands)

| Plans                             | Defined Benefit Plans |          |          | Postretirement Benefit |         |         |
|-----------------------------------|-----------------------|----------|----------|------------------------|---------|---------|
|                                   | June 30,              |          |          | June 30,               |         |         |
|                                   | 2003                  | 2002     | 2001     | 2003                   | 2002    | 2001    |
| Service cost                      | \$1,708               | \$1,527  | \$1,338  | \$765                  | \$670   | \$646   |
| Interest cost                     | 3,886                 | 3,684    | 3,445    | 1,712                  | 1,721   | 1,539   |
| Expected return on Plan assets    | -5,965                | -6,267   | -6,121   | -                      | -       | -       |
| Unrecognized net transition asset | -657                  | -657     | -657     | -                      | -       | -       |
| Unrecognized net gain             | 18                    | -269     | -841     | -                      | -       | -94     |
| Unrecognized prior service cost   | 262                   | 239      | 239      | 182                    | 286     | 286     |
| Benefit cost                      | -\$748                | -\$1,743 | -\$2,595 | \$2,659                | \$2,677 | \$2,377 |

The assumed health care cost trend rate has a significant effect on the amounts reported. A one-percentage point change in the assumed health care cost trend rate would have the following effects:

(In thousands)

|   | Plan Year Results | Effect of 1% |          |
|---|-------------------|--------------|----------|
|   |                   | Increase     | Decrease |
| Accumulated Postretirement Benefit obligation as of June 30, 2003 | \$30,722          | \$4,474      | -\$3,561 |
| Service and interest cost for plan year                           | 2,477             | 390          | 312      |
| Accumulated Postretirement Benefit obligation as of June 30, 2002 | \$24,335          | \$897        | -\$963   |
| Service and interest cost for plan year                           | 2,391             | 90           | -\$95    |

The Company contributes to two multi-employer defined benefit plans for certain union employees. The contributions to these multi-employer pension plans were approximately \$2,104,000, \$2,183,000 and \$2,144,000, for 2003, 2002 and 2001, respectively. The Company also has defined contribution plans for eligible union and non-union employees. No Company contributions have been made nor are required to be made to either defined contribution plan.

"Other long term liabilities" represents deferred compensation payable to a company officer. The deferred compensation plan provides for deferred compensation awards to earn interest based upon the Company's average rate of return on its investments. Total deferred compensation expense amounted to \$84,000, \$594,000 and \$702,000, for the years ended June 30, 2003, 2002 and 2001, respectively.

### Employee Stock Ownership Plan

On January 1, 2000, the Company established the Farmer Bros. Co. Employee Stock

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Ownership Plan (ESOP) to provide benefits to all employees. The Board of Directors authorized a loan of up to \$50,000,000 to the ESOP to purchase up to 300,000 shares of Farmer Bros. Co. common stock secured by the stock purchased. The loan will be repaid from the Company's discretionary plan contributions over a fifteen year term at a variable rate of interest, 3.30% at June 30, 2002.

|                            | for the years ended June 30, |       |       |
|----------------------------|------------------------------|-------|-------|
|                            | 2003                         | 2002  | 2001  |
| Loan amount (in thousands) | \$24,237                     | \$815 | \$390 |
| Shares purchased           | 77,850                       | 3,800 | 2,200 |

Shares purchased with loan proceeds are held by the plan trustee for allocation among participants as the loan is repaid. The unencumbered shares are allocated to participants using a compensation-based formula. Subject to vesting requirements, allocated shares are owned by participants and shares are held by the plan trustee until the participant retires.

The Company reports compensation expense equal to the fair market price of shares committed to be released to employees in the period in which they are committed. The cost of shares purchased by the ESOP which have not been committed to be released or allocated to participants are shown as a contra-equity account "Unearned ESOP Shares" and are excluded from earnings per share calculations. During the fiscal years ended June 30, 2003, 2002 and 2001 the Company charged \$3,098,000, \$1,531,000 and \$1,136,000 respectively, to compensation expense related to the ESOP. The difference between cost and fair market value of committed to be released shares, which was \$1,171,000, \$998,000 and \$270,000 for the years ended June 30, 2003, 2002 and 2001, respectively, is recorded as additional paid in capital.

|                                 | June 30, |          |
|---------------------------------|----------|----------|
|                                 | 2003     | 2002     |
| Allocated shares                | 25,592   | 16,083   |
| Committed to be released shares | 7,170    | 3,636    |
| Unallocated shares              | 138,718  | 74,003   |
| Total ESOP shares               | 171,480  | 93,722   |
| (In thousands)                  |          |          |
| Fair value of ESOP shares       | \$58,181 | \$34,000 |

### Note 7 Income Taxes

The current and deferred components of the provision for income taxes consist of the following:

| (In thousands) | June 30, |          |          |
|----------------|----------|----------|----------|
|                | 2003     | 2002     | 2001     |
| Current:       |          |          |          |
| Federal        | \$8,030  | \$15,367 | \$17,607 |
| State          | \$1,923  | \$2,929  | \$3,685  |
|                | \$9,953  | \$18,296 | \$21,292 |
| Deferred:      |          |          |          |
| Federal        | \$3,775  | \$434    | \$1,451  |
| State          | \$214    | \$61     | \$285    |

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|          |          |          |
|----------|----------|----------|
| \$3,989  | \$495    | \$1,736  |
| \$13,942 | \$18,791 | \$23,028 |

A reconciliation of the provision for income taxes to the statutory federal income tax expense is as follows:

|  | June 30, |          |          |
|--|----------|----------|----------|
|  | 2003     | 2002     | 2001     |
| Statutory tax rate                         | 35%      | 35%      | 35%      |
| Income tax expense at statutory rate       | \$13,150 | \$17,276 | \$20,831 |
| State income tax (net federal tax benefit) | 1,389    | 1,943    | 2,552    |
| Dividend income exclusion                  | -808     | -767     | -731     |
| Other (net)                                | 211      | 339      | 376      |
|  | \$13,942 | \$18,791 | \$23,028 |
| Income taxes paid                          | \$10,429 | \$17,881 | \$24,879 |

The primary components of temporary differences which give rise to the Company's net deferred tax assets are as follows:  
(In thousands)

|                           | June 30,  |           |
|---------------------------|-----------|-----------|
|                           | 2003      | 2002      |
| Deferred tax assets:      |           |           |
| Postretirement benefits   | \$10,384  | \$8,938   |
| Accrued liabilities       | 4,859     | 4,426     |
| State taxes               | -         | 791       |
|                           | \$15,243  | \$14,155  |
| Deferred tax liabilities: |           |           |
| Pension assets            | -\$8,205  | -\$7,877  |
| Other                     | -6,552    | -2,418    |
|                           | -\$14,757 | -\$10,295 |
| Net deferred tax assets   | \$486     | \$3,860   |

Note 8 Other Current Liabilities

Other current liabilities consist of the following:  
(In thousands)

|   | 2003    | 2002    |
|---|---------|---------|
| Accrued workers' compensation liabilities | \$2,898 | \$3,119 |
| Current portion of deferred taxes         | -       | -       |
| Dividends payable                         | 1,734   | 1,637   |
| Other                                     | 368     | 269     |
|   | \$5,000 | \$5,025 |

Note 9 Commitments and Contingencies

The Company incurred rent expense of approximately \$736,000, \$698,000, and \$700,000 for the fiscal years ended June 30, 2003, 2002, and 2001, respectively, and is obligated under leases for branch warehouses. A few of the leases have renewal options that allow the Company, as lessee, to extend the lease at the Company's option for one or two years at a pre-agreed rental rate. The Company also has operating leases for computer hardware with terms that do not exceed three years.

Future minimum lease payments are as follows:

| June 30, | (in thousands) |
|----------|----------------|
| 2004     | \$667          |
| 2005     | 420            |
| 2006     | 230            |
| 2007     | 53             |
| 2008     | 32             |

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\$1,402

The Company is a party to various pending legal and administrative proceedings. It is management's opinion that the outcome of such proceedings will not have a material impact on the Company's financial position, results of operations, or cash flows.

### Note 10 Quarterly Financial Data (Unaudited)

(In thousands except per share data)

|                             | September 30<br>2002 | December 31<br>2002 | March 31<br>2003 | June 30<br>2003 |
|-----------------------------|----------------------|---------------------|------------------|-----------------|
| Net sales                   | \$50,389             | \$54,118            | \$49,267         | \$47,784        |
| Gross profit                | \$31,532             | \$35,154            | \$32,038         | \$32,172        |
| Income from operations      | \$7,354              | \$8,319             | \$4,985          | \$3,230         |
| Net income                  | \$5,608              | \$5,899             | \$6,339          | \$5,783         |
| Net income per common share | \$3.03               | \$3.24              | \$3.52           | \$3.23          |

  

|                             | September 30<br>2001 | December 31<br>2001 | March 31<br>2002 | June 30<br>2002 |
|-----------------------------|----------------------|---------------------|------------------|-----------------|
| Net sales                   | \$49,400             | \$54,755            | \$51,298         | \$50,404        |
| Gross profit                | \$32,569             | \$37,337            | \$34,786         | \$33,401        |
| Income from operations      | \$9,286              | \$11,891            | \$9,843          | \$7,190         |
| Net income                  | \$7,763              | \$9,733             | \$6,406          | \$6,667         |
| Net income per common share | \$4.21               | \$5.27              | \$3.47           | \$3.60          |

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure  
None.

Item 9A. Controls and Procedures. The Company's Chief Executive Officer and Chief Financial Officer have concluded that as of June 30, 2003, there is reasonable assurance that the Company's disclosure controls and procedures will meet their objectives and that the disclosure controls and procedures are effective at the "reasonable assurance" level. There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of evaluation by the Chief Executive Officer and Chief Financial Officer.

### PART III

#### Item 10. Directors and Executive Officers of the Registrant

##### Directors

| Name              | Age | Served as a<br>Director<br>Continuously<br>Since | Principal Occupation<br>for the Last Five Years  |
|-------------------|-----|--|--|
| Roy F. Farmer (1) | 87  | 1951   | Chairman, Chief Executive Officer prior to March 19, 2003  |
| Roy E. Farmer (1) | 51  | 1993   | President, Chief Executive Officer since March 19, 2003, Chief Operating Officer previously                      |
| Guenter W. Berger | 66  | 1980   | Vice President - Production  |
| Lewis A. Coffman  | 84  | 1983   | Retired (formerly Vice President - Sales)  |
| John H. Merrell   | 59  | 2001   | Partner in Accounting Firm of Hutchinson and Bloodgood LLP, Glendale, California                                 |
| John Samore, Jr.  | 57  | 2003   | Independent Consultant and CPA, Los Angeles, California since 2002; Retired Tax Partner with the Accounting Firm |

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|                  |    |      |  |
|------------------|----|------|--|
|                  |    |      | Arthur Andersen LLP, Los Angeles, California   |
| Thomas A. Maloof | 51 | 2003 | Chief Financial Officer of Hospitality Marketing Concepts, Irvine, California since 2001; President of Perinatal Practice Management-Alfigen The Genetics Institute, Pasadena, California previously |

- (1) Roy F. Farmer is the father of Roy E. Farmer.
- (2) Mr. Maloof is also a director of PC Mall, Inc. a publicly traded company listed on the NASDAQ National Market. None of the other directors is a director of any other publicly-held company.

The Company's board of directors has determined that at least one member of the Company's Audit Committee is an "audit committee financial expert" as defined in item 401(h)(2) of Regulation S-K under the Securities Exchange Act of 1934, as amended. That person is John H. Merrell, the Company's Audit Committee Chairman. Mr. Merrell is "independent" as that term is used in item 7(d)(3)(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended.

Information regarding the Company's executive officers appears in Part I pursuant to instructions 3 of Item 401(b) of Regulation S-K.

The Company has adopted a "code of ethics" within the meaning of Item 406(b) of Regulation S-K under the Securities Exchange Act of 1934, as amended. The code of ethics is applicable to the Company's Chief Executive Officer and to the Company's Chief Financial Officer who is also the Company's principal accounting officer. The Company has no controller or other person performing that function. A copy of the Company's code of ethics can be obtained without charge upon written request addressed to Mr. John E. Simmons, Chief Financial Officer, Farmer Bros. Co., 20333 S. Normandie Avenue, Torrance, CA 90502.

Section 16(a) Beneficial Ownership Reporting Compliance. Based on a review of filings received by it or representations from Company officers and directors, the Company believes that all filing requirements applicable to Company officers and directors were met for fiscal 2003.

### Item 11. Executive Compensation

#### Summary Compensation Table

| Name and Principal Position                            | Fiscal Year | Annual Compensation Salary | Annual Compensation Bonus(1) | Other Annual Compensation | All Other Compensation(2) |
|--|-------------|----------------------------|------------------------------|---------------------------|---------------------------|
| ROY F. FARMER<br>Chairman; CEO until<br>March 19, 2003 | 2003        | \$850,000                  | -0-                          | \$ -                      | \$164,683(3)              |
|  | 2002        | \$1,000,000                | \$450,000                    | \$ -                      | \$138,815(3)              |
|  | 2001        | \$1,000,000                | \$450,000                    | \$ -                      | \$117,482(3)              |
| ROY E. FARMER<br>President; CEO from<br>March 19, 2003 | 2003        | \$335,585                  | \$400,000                    | \$ -                      | \$465                     |
|  | 2002        | \$325,730                  | \$300,000                    | \$ -                      | \$425                     |
|  | 2001        | \$309,000                  | \$300,000                    | \$ -                      | \$383                     |
| GUENTER W. BERGER<br>Vice President,<br>Production     | 2003        | \$244,477                  | \$100,000                    | \$ -                      | \$700                     |
|  | 2002        | \$238,113                  | \$100,000                    | \$ -                      | \$630                     |
|  | 2001        | \$224,149                  | \$100,000                    | \$ -                      | \$570                     |
| KENNETH R. CARSON<br>Vice President,<br>Sales          | 2003        | \$214,889                  | \$100,000                    | \$ -                      | \$414                     |
|  | 2002        | \$208,544                  | \$75,000                     | \$ -                      | \$384                     |
|  | 2001        | \$197,080                  | \$75,000                     | \$ -                      | \$356                     |

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|                 |      |           |           |      |       |
|-----------------|------|-----------|-----------|------|-------|
| JOHN E. SIMMONS | 2003 | \$203,472 | \$100,000 | \$ - | \$216 |
| Treasurer       | 2002 | \$188,584 | \$75,000  | \$ - | \$148 |
|                 | 2001 | \$178,849 | \$75,000  | \$ - | \$181 |

(1) Awarded under the Company's Incentive Compensation Plan. The awards for fiscal 2003 were based primarily upon the Company's earnings achieved that year. (See "Compensation Committee Report," supra.).

(2) Except as stated in footnote (3) the amount shown represents the dollar value of the benefit to the executive officer for the years shown under the Company's executive life insurance plan.

(3) The amount shown for Roy F. Farmer represents P.S. 58 costs of the two split-dollar life insurance policies purchased pursuant to the prior employment agreement with Mr. Farmer which expired in 1998 plus the dollar value of the benefit to him under the Company's executive life insurance plan.

### Pension Plan Table

The following table shows estimated annual benefits payable for the 2003 plan year under the Company's retirement plan upon retirement at age 62 to persons at various average compensation levels and years of credited service based on a straight life annuity. The retirement plan is a contributory defined benefit plan covering all non-union Company employees. The following figures assume that employee contributions (2% of annual gross earnings) are made throughout the employees' first five years of service and are not withdrawn. After five years of participation in the plan, employees make no further contributions. Benefits under a predecessor plan are included in the following figures. Maximum annual combined benefits under both plans generally cannot exceed the lesser of \$200,000 or the average of the employee's highest three years of compensation.

| Annualized Pension Compensation<br>for Highest 60 Consecutive Months<br>in Last Ten Years of Employment | Credited Years of Service |          |          |           |
|---|---------------------------|----------|----------|-----------|
|   | 20                        | 25       | 30       | 35        |
| \$100,000   | \$30,000                  | \$37,500 | \$45,000 | \$52,500  |
| \$125,000   | \$37,500                  | \$46,875 | \$56,250 | \$65,625  |
| \$150,000   | \$45,000                  | \$56,250 | \$67,500 | \$78,750  |
| \$170,000   | \$52,500                  | \$65,625 | \$78,750 | \$91,875  |
| \$200,000   | \$60,000                  | \$75,000 | \$90,000 | \$105,000 |
| \$250,000   | \$60,000                  | \$75,000 | \$90,000 | \$105,000 |

The earnings of executive officers by which benefits in part are measured consist of the amounts reportable under "Annual Compensation" in the Summary Compensation Table less certain allowance items (none in 2003).

Credited years of service through December 31, 2002 were as follows: Guenter W. Berger - 38 years; Roy E. Farmer - 26 years; Kenneth R. Carson - 37 years; John E. Simmons - 21 years. After 37 years of credited service, Roy F. Farmer began receiving maximum benefits during fiscal 1988.

The above straight life annuity amounts are not subject to deductions for Social Security or other offsets. Other payment options, one of which is integrated with Social Security benefits, are available.

### Compensation of Directors

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For fiscal 2003, each director who was not a Company employee (an "outside director") was paid an annual retainer fee of \$10,000 and the additional sum of \$1,000 for each board meeting and committee meeting (if not held in conjunction with a board meeting). For fiscal 2004, outside directors will receive an annual retainer fee of \$20,000 and an additional \$1,500 for each board meeting and committee meeting (if not held in conjunction with a board meeting) attended, and the Audit Committee Chairman will receive an additional annual retainer fee of \$2,500. A director also receives reimbursement of travel expenses from outside the greater Los Angeles area to attend a meeting.

### Compensation Committee Report

The Compensation Committee (the "Committee") is a standing committee of the Board of Directors and is comprised of independent directors John Samore, Jr., Thomas A. Maloof, Lewis A. Coffman and John H. Merrell. The Compensation Committee met twice in fiscal 2003. The Compensation Committee makes all determinations with respect to executive compensation and administers the Company's Incentive Compensation Plan. The Compensation Committee report follows:

### Compensation Committee Report - Philosophy and Objectives

The Committee believes that once base salaries of executive officers are established at competitive levels, increases should generally reflect cost of living changes and that individual performance should be rewarded by bonuses or other incentive compensation awards. The Committee believes that most of the officers will be incentivized to a greater degree by such a program.

### Executive Officer Compensation

In 2003 the Committee obtained a compensation study prepared by Valuemetrics Advisors, Inc., relating to officer and director compensation. The report concluded that the current executive officers, excluding the Chairman, were underpaid when compared to their counterparts at size-adjusted peer group companies. Consistent with the Committee's expressed compensation policy of paying a competitive base salary, the Committee has increased base salaries to Messrs. Roy E. Farmer, Berger, Simmons and Carson by an aggregate of \$201,577 for fiscal 2004. This increase also reflects Roy E. Farmer's increased responsibilities as the Company's new Chief Executive Officer. With respect to the Chairman, the Committee noted that Roy F. Farmer served in the capacity of Chairman and CEO from the period July 1, 2002 through March 19, 2003 and served as non-CEO Chairman, advisor to Roy E. Farmer, the current CEO, and reserve coffee buyer and cupper for the period March 20, 2003 through June 30, 2003. The Committee noted that Mr. Farmer had been on medical leave for much of that period but nevertheless continued to bear the responsibilities of his office, conferred with Roy E. Farmer on a regular basis, and participated in all material management decisions pertaining to the Company. Based on these factors, the Committee determined that Roy F. Farmer's salary for the fiscal year ended June 30, 2003 be reduced to \$850,000. The Company's performance for fiscal 2003 was not a material factor in this determination. No bonus was awarded to Roy F. Farmer under the Company's Incentive Compensation Plan for that year.

### Incentive Compensation Plan

The Company made awards under its Incentive Compensation Plan (the "Plan") for fiscal 2003 to all executive officers other than Roy F. Farmer. The

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Committee felt that awards were justified in light of the Company's performance in 2003, although financial results were below those achieved in the prior two years. Total awards for fiscal 2003 were \$700,000 as compared to \$1,000,000 for each of fiscal 2002 and 2001.

Under the provisions of the Plan, a percentage of the Company's annual pre-tax income is made available for cash or deferred awards. The percentage varies from three percent of pre-tax income over \$14 million to six percent of pre-tax income of \$24 million or more. Amounts available for awards but not awarded are carried forward. The pool available for awards for fiscal 2003 under the Incentive Compensation Plan was in excess of \$15 million. Of the available pool, the Committee awarded a total of \$700,000 of which \$400,000 was awarded to Roy E. Farmer, the Company's Chief Executive Officer, and \$300,000 in toto was awarded to the other executive officers.

Lewis A. Coffman  
John H. Merrell  
John Samore, Jr.  
Thomas A. Maloof

### Compensation Committee Interlocks and Insider Participation.

For fiscal 2003 persons serving on the Company's Compensation Committee were John H. Merrell, an outside director, Lewis A. Coffman, an outside director and retired executive officer of the Company, Thomas A. Maloof, an outside director, John Samore, Jr., an outside director and John M. Anglin, an outside director and legal counsel to the Company, who on April 30, 2003 resigned and became the Company's Secretary.

### Performance Graph

Comparison of Five-Year Cumulative Total Return\*  
Farmer Brothers Co., Russell 2000 Index And Value  
Line Food Processing Index  
(Performance Results Through 6/30/03)

|                    | 1998   | 1999   | 2000   | 2001   | 2002   | 2003   |
|--------------------|--------|--------|--------|--------|--------|--------|
| Farmer Brothers Co | 100.00 | 85.87  | 75.49  | 98.78  | 155.39 | 146.56 |
| Russell 2000 Index | 100.00 | 100.87 | 113.99 | 111.51 | 100.64 | 97.53  |
| Food Processing    | 100.00 | 95.87  | 99.53  | 121.22 | 149.07 | 141.77 |

Assumes \$100 invested at the close of trading 6/30/98 in Farmer Brothers Co. common stock, Russell 2000 Index and Food Processing Index.

\*Cumulative total return assumes reinvestment of dividends.

Source: Value Line, Inc.

Factual material is obtained from sources believed to be reliable, but the publisher is not responsible for any errors or omissions contained herein.



Item 12. Security Ownership of Certain Beneficial Owners and Management and

(a) Related Stockholder Matters

The following are all persons known to management who beneficially own more than 5% of the Company's common stock:

| Name and Address of<br>Beneficial Owner   | Amount and Nature<br>of Beneficial<br>Ownership (1) | Percent<br>of<br>Class |
|---|---|------------------------|
| Roy F. Farmer<br>c/o Farmer Bros. Co.<br>20333 South Normandie Ave.<br>Torrance, California 90502                                     | 835,115 shares (2)                                  | 43.35%                 |
| Catherine E. Crowe<br>7421 Stewart Avenue<br>Los Angeles, CA 90045  | 203,430 shares (3)                                  | 10.56%                 |
| Franklin Mutual Advisers, LLC<br>51 John F. Kennedy Parkway<br>Short Hills, NJ 07078<br>Attn: Bradley Takahashi                       | 184,688 shares (4)                                  | 9.59%                  |
| Farmer Bros. Co. Employee<br>Stock Ownership Plan<br>c/o Farmer Bros. Co.<br>20333 South Normandie Ave.<br>Torrance, California 90502 | 171,480 shares (5)                                  | 8.90%                  |

(1) Sole voting and investment power unless indicated otherwise in following footnotes.

(2) Includes 171,041 shares owned outright by Mr. Farmer and his wife as trustees of a revocable living trust, 662,121 shares held by various trusts of which Mr. Farmer is sole trustee for the benefit of family members, 1,849 shares owned by his wife and 104 shares beneficially owned by Mr. Farmer through the Company's Employee Stock Ownership Plan ("ESOP"), rounded to the nearest whole share.

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(3) Excludes 9,900 shares held by trusts for Mrs. Crowe's benefit. Mr. Farmer is sole trustee of said trusts and said shares are included in his reported holdings.

(4) According to a Schedule 13D/A filed with the Securities and Exchange Commission dated July 31, 2003 by Franklin Mutual Advisers, LLC ("Franklin"), Franklin on that date beneficially owned 184,688 shares (9.59%). Franklin is reported to have sole voting and investment power over these shares pursuant to certain Investment Advisory contracts with one or more record shareholders, which advisory clients are the record owners of the 184,688 shares.

(5) The ESOP plan committee, comprised of Company officers, directs the voting of 145,888 unallocated shares and if plan participants fail to vote, 25,592 allocated shares and has sole dispositive power over 145,888 shares.

(b) The following sets forth the beneficial ownership of the common stock of the Company by each director and nominee, each executive officer named in the Summary Compensation Table, and all directors and executive officers as a group:

| Name   | Number of Shares and Nature<br>of Beneficial Ownership (1) | Percent of Class |
|--|--|------------------|
| Guenter W. Berger  | 608(2) (8)   | *                |
| Kenneth R. Carson  | 359(3) (8)   | *                |
| Lewis A. Coffman   | 15(4)  | *                |
| Roy E. Farmer  | 38,320(5) (8)  | 1.99%            |
| Roy F. Farmer  | (See "Principal Shareholders," supra)                      | *                |
| Thomas A. Maloof   | None   | -                |
| John H. Merrell  | None   | -                |
| John Samore, Jr.   | None   | -                |
| John E. Simmons  | 471(6) (8)   | *                |
| All directors and executive officers as a group (10 persons) | 1,020,776(7)   | 52.99%           |

(1) Sole voting and investment power unless indicated otherwise in following footnotes.

(2) Held in trust with voting and investment power shared by Mr. Berger and his wife. Includes 109 shares beneficially owned by Mr. Berger through the Company's ESOP, rounded to the nearest whole share.

(3) Includes 109 shares beneficially owned by Mr. Carson through the Company's ESOP, rounded to the nearest whole share.

(4) Voting and investment power shared with spouse.

(5) Includes 4,000 shares owned outright by Mr. Farmer, 34,211 shares held by various trusts of which Mr. Farmer is sole trustee and 109 shares beneficially owned by Mr. Farmer through the Company's ESOP, rounded to the nearest whole share. Excludes 21,218 shares held in a trust of which Roy F. Farmer is sole trustee (reported under Roy F. Farmer's name in Principal Shareholders, supra) and of which Roy E. Farmer is the beneficiary.

(6) Voting and investment power shared with spouse. Includes 109 shares beneficially owned by Mr. Simmons through the Company's ESOP, rounded to the nearest whole share.

(7) Includes 145,888 unallocated shares held by the Company's ESOP over which officers, as members of the plan committee, have shared indirect voting power. Excludes 25,592 allocated shares held by the Company's ESOP over

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which plan committee members have voting rights only if the participants fail to vote.

(8) Excludes ESOP shares (other than the 109 shares reported) over which this officer, in his capacity as a member of the plan committee, shares indirect voting power. The excluded unallocated ESOP shares are included in the group holdings. See footnote (7).

\* Less than 1%.

### Item 13. Certain Relationships and Related Transactions

None.

### Item 14. Principal Accountant Fees and Services.

#### Audit Fees

The aggregate fees billed by Ernst & Young, LLP for the audit of the Company's annual financial statements and review of financial statements included in the Company's quarterly reports on Form 10-Q were \$135,000 for the fiscal year ended June 30, 2002 ("fiscal 2002") and \$154,000 for the fiscal year ended June 30, 2003 ("fiscal 2003").

#### Audit-Related Fees

The aggregate fees billed by Ernst & Young, LLP for assurance and related services reasonably related to the performance of the audit of the Company's financial statements and not reported under Audit Fees, above, were \$55,000 for fiscal 2002 and \$-0- for fiscal 2003. These audit-related services consisted of employee benefit plan audits.

#### Tax Fees.

The aggregate fees billed by Ernst & Young, LLP for tax compliance, tax advice and tax planning services were \$32,000 for fiscal 2002 and \$126,000 for fiscal 2003. These tax services consisted of state tax representation and miscellaneous consulting on federal taxation matters.

#### All Other Fees.

For fiscal 2002 and 2003, Ernst & Young, LLP provided no services other than audit, audit-related and tax services.

The Audit Committee has considered the effect of Ernst & Young, LLP's providing tax services and other non-audit services on the firm's independence. All engagements for services by Ernst & Young LLP or other independent accountants are subject to prior approval by the Audit Committee. Prior approval was given for all services provided by Ernst & Young LLP in fiscal 2003

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### PART IV

Item 15. Exhibits, Financial Statement Schedules and Reports on Form 10-K.

(a) List of Financial Statements and Financial Statement Schedules:

1. Financial Statements included in Item 8:  
Consolidated Balance Sheets as of June 30, 2003 and 2002.  
Consolidated Statements of Income for the Years Ended  
June 30, 2003, 2002 and 2001.  
Consolidated Statements of Cash Flows for the Years Ended  
June 30, 2003, 2002 and 2001.  
Consolidated Statements of Shareholders' Equity For the Years  
Ended June 30, 2003, 2002, and 2001.  
Notes to Consolidated Financial Statements.

2. Financial Statement Schedules: Financial Statement Schedules are omitted as they are not applicable, of the required information is given in the consolidated financial statements of notes thereto.

(b) Reports on Form 8-K.

A form 8-K dated April 30, 2003 and filed with the Commission on May 1, 2003 announced the election of Thomas A. Maloof and John Samore, Jr. to the Company's Board of Directors. A majority of the seven Directors are now independent.

A form 8-K dated July 23, 2003 and filed with the Commission on July 24, 2003 announced approval by the Board of Directors of a loan by the Company to the ESOP to purchase up to 129,575 shares of Farmer Bros. Co. common stock.

(c) Exhibits

(3) See Exhibit Index

### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

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FARMER BROS. CO.

By: /s/ Roy E. Farmer  
Roy E. Farmer, Chief Executive Officer  
Date: October 24, 2003

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.

/s/ Roy E. Farmer  
Roy E. Farmer, President and Chief Executive Officer and Director  
(principal executive officer)  
Date: October 24, 2003

/s/ John E. Simmons  
John E. Simmons, Treasurer and Chief Financial Officer  
(principal financial and accounting officer)  
Date: October 24, 2003

/s/ Guenter W. Berger  
Guenter W. Berger, Vice President and Director  
Date: October 24, 2003

/s/ Lewis A. Coffman  
Lewis A. Coffman  
Director  
Date: October 24, 2003

/s/ Thomas A. Maloof  
Thomas A. Maloof  
Director  
Date: October 24, 2003

/s/ John H. Merrell  
John H. Merrell  
Director  
Date: October 24, 2003

/s/ John Samore, Jr.  
John Samore, Jr.  
Director  
Date: October 24, 2003

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Exhibit 31.1

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

I, Roy E. Farmer, President and Chief Executive Officer of Farmer Bros. Co. ("Registrant"), certifies that:

1. I have reviewed this Annual Report on Form 10-K 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;
  - (b) 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
  - (c) Disclosure 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

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or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: September 26, 2003

/s/ Roy E. Farmer  
Roy E. Farmer  
President and Chief Executive Officer  
(principal executive officer)

Exhibit 31.2

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"), certifies that:

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1. I have reviewed this Annual Report on Form 10-K 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;
  - (b) 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
  - (c) Disclosure 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: September 26, 2003



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/s/ John E. Simmons  
John E. Simmons  
Treasurer and Chief Financial Officer  
principal financial and accounting officer

EXHIBIT INDEX

- 3.1 Amended and Restated Articles of Incorporation (1)
- 3.2 Bylaws (2)
- 10.1 Incentive Compensation Plan (3)
- 21.1 Subsidiaries of the Registrant (4)
- 31.1 Certification of Chief Executive Officer (Section 302 of Sarbanes-Oxley Act of 2002) (filed herewith)
- 31.2 Certificate of Chief Financial Officer (Section 302 of Sarbanes-Oxley Act of 2002) (filed herewith)
- 32.1 Certificate of Chief Executive Officer (Section 906 of Sarbanes-Oxley Act of 2002) (furnished as exhibit herewith)
- 32.2 Certification of Chief Financial Officer (Section 906 of Sarbanes-Oxley Act of 2002) (furnished as exhibit herewith)
- 99.1 List of Properties (filed as exhibit herewith)

(1) Incorporated by reference from Company's report on Form 8K

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- filed January 29, 2002
- (2) Incorporated by reference from Company's report on Form 10K/A  
filed February 15, 2002
  - (3) Incorporated by reference from Company's report on Form 10K  
filed September 30, 2002
  - (4) Incorporated by reference from Company's report on Form 10K  
filed September 30, 2002