

DECLARATION OF JOHN SAMORE, JR.

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2 I, John Samore, Jr., declare as follows:

3 1. I am an independent member of the Board of Directors of Farmer Bros.
4 Co. ("Farmer Bros. or the "Company") and a defendant in this action. I submit this
5 declaration in opposition to Plaintiff's Motion For Preliminary Injunction Order. I
6 have personal knowledge of the facts stated in this declaration, and if called as a
7 witness, could and would testify competently thereto.

8 2. I am currently an independent business consultant and Certified Public
9 Accountant and a member of the National Association of Corporate Directors. Since
10 1994, I have served on the Board of Advisors for the Leventhal School of
11 Accounting at the University of Southern California. I retired from Arthur Andersen
12 LLP as a Tax Partner in 2002. While at Arthur Andersen, I gained a broad based
13 experience working with clients in a wide range of industries including entertainment
14 and hospitality, gaming, oil and gas, health care, real estate, manufacturing, and
15 distribution.

16 3. The Board of Directors of Farmer Bros. (the "Board") is currently
17 comprised of seven members -- four of whom, including myself, are independent
18 members. I was elected to the Board on April 30, 2003. On the same day, Thomas
19 A. Maloof was also elected as an independent member of the Board. When I joined
20 the Board, I was aware that, despite years of extraordinary returns for Farmer Bros.
21 shareholders, the Company's most recent quarters had not matched prior performance
22 with respect to the Company's earnings. Rather, as of its first quarter ending
23 September 30, 2003, Farmer Bros. reported its eighth consecutive quarter of
24 declining earnings. The Company reported earning for the quarter of \$1.41 per share
25 down 55% from the Company's first quarter 2002.

26 4. The Independent Directors as well as the other members of the Board
27 are working with management to address this issue. While we recognize that the
28 Company has been operating in a difficult economic environment, the Company is

1 debt free and we believe that it has ample resources to address the disappointing
2 trend in earnings. Accordingly, the Board has asked management to review and
3 present to the Board options for improving the Company's financial and operational
4 performance. The Board also retained Credit Suisse First Boston ("CSFB") in
5 September 2003 to assist the Company in exploring strategic options and other
6 means of improving the Company's performance. That process is still underway,
7 with a full panoply of options under consideration. Among other matters under
8 consideration are ways to: (i) strengthen and leverage the Company's brand name;
9 (ii) improve operational efficiencies as well as reduce costs; (iii) potential
10 acquisitions; and (iv) plan for succession.

11 5. The review and implementation of these and other options to improve
12 the Company's performance and enhance shareholder value will take time. There are
13 no shortcuts or easy answers in light of the intense competitive environment that
14 characterizes the Company's market. Recognizing that it will take some time to
15 stabilize and improve earnings, and cognizant that the business environment in
16 which the Company is operating requires intense focus and energy from
17 management, I and the other Independent Directors have been concerned that
18 management time and resources not be distracted from addressing these core
19 business issues. The Board is also aware that the Company has had a relatively
20 stable shareholder base and that the Company has performed exceedingly well in the
21 absence of volatility in that base. Indeed, under the direction and control of the
22 Farmer family for the entire 52 year period the Company has been publicly traded,
23 shareholders over the last 10 years have seen their shares increase in value from \$17
24 per share in 1980 to \$317 per share on December 12, 2003, over 1,700%. That value
25 has increased from \$217 per share in January, 1999 to \$317 per share on December
26 12, 2003, a 46% increase and, since the establishment of the Company's ESOP in
27 January 2000, a plan which gives employees a material economic stake in the

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1 Company, the stock has increased from \$158 per share to \$317 per share, a 100%
2 increase in share value.

3 6. In the exercise of my independent business judgment, I believe that each
4 of the provisions that Plaintiff attacks as part of Farmer Bros. plan to reincorporate in
5 Delaware are in the best interests of the Company's shareholders. I hold that view
6 not only with respect to each provision standing alone, but also with respect to the
7 provisions taken as a whole. Moreover, many of these provisions (e.g., staggered
8 boards), are commonly found in public corporations, whether incorporated in
9 Delaware or elsewhere. Thus, any suggestion by Plaintiff that these provisions are
10 somehow unlawful is demonstrably incorrect.

11 7. I believe the provisions Plaintiff attacks are important for any public
12 corporation because they enhance the ability of independent directors to maximize
13 shareholder value. While that by itself is sufficient reason in my judgment to
14 recommend to the shareholders that they approve the provisions attacked by
15 Plaintiff, there is a separate and independent reason why I believe the provisions are
16 in the Company's best interests. Because the Company's recent earnings
17 performance has not been as strong as its past performance and because the Board
18 believes that management, under the Boards' direction, needs time to further evaluate
19 and implement changes to the Company's business, instability would be very
20 detrimental to the interests of the shareholders. In light of potential changes in the
21 nature of the shareholder base, the Company will be vulnerable to a host of potential
22 threats to the Company's ability to pursue and implement the changes necessary to
23 reverse the negative earnings trend. Those threats could range from the loss of key
24 employees, expensive and distracting proxy contests, repetitive calls for special
25 meetings or unsolicited tender offers at an inadequate price.

26 8. The provisions challenged by Plaintiff will allow management to focus
27 on the vitally important issues of strategic planning and enhancing earnings even in
28 the face of the uncertainty that will inevitably arise as a consequence of potential

1 changes to the shareholder base that will threaten the stability under which the
2 Company and its shareholders have enjoyed high returns. I hasten to point out that
3 none of these provisions will preclude a tender offer, inadequate or otherwise, nor
4 will they prevent shareholders from mounting a proxy contest if they so desire.
5 Rather the Independent Directors believe these measures are important tools to
6 enhancing shareholder value. At the same time, the provisions are also a reasonable
7 way of providing management with the time it needs to address the core business
8 issues.

9 9. Plaintiff's suggestion that these measures are simply designed to
10 "entrench" management is untrue and neither myself nor any other Independent
11 Director has any motivation to do so. To the contrary, to help ensure the
12 reasonableness of these provisions and to ensure that no particular group of
13 shareholders, including the Farmer family, has a veto power over certain matters, the
14 Board decided to modify the proposed charter and by-law amendment, to reduce
15 from 80% (as first proposed) to a simple majority the shareholder vote necessary to
16 amend the Company's Charter and Bylaws. In addition, to put an end to the self
17 serving speculation that the Company created the ESOP for the purpose of
18 "entrenching" management, the Board has voted to: (i) modify the ESOP
19 management committee so that it has a majority of Independent Directors serving on
20 the committee; and (ii) modify the plan to adopt "**pass through voting.**" John H.
21 Merrell, an Independent Director, and I now serve on the ESOP management
22 committee. Under pass through voting, **employees vote their own shares** with
23 unallocated shares voted in the same proportion as allocated shares. Consequently,
24 management play **no role** in determining how the ESOP's shares are voted on any
25 issue.

26 10. By recommending the adoption by shareholders of the various
27 provisions expressly permitted under Delaware law while at the same time
28 implementing changes to strengthen the independence of the ESOP, the Board has

1 striven to maintain an appropriate balance between the need to allow the Company
2 and management the time necessary to improve Farmer Bros. operational and
3 financial performance and the ability of shareholders to freely exercise their rights,
4 including the right to conduct lawful proxy campaigns. Significantly, none of the

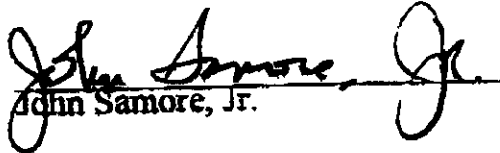
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1 provisions prohibits or precludes any party from making an offer aimed at obtaining
2 control of Farmer Bros.

3 I declare under penalty of perjury under the laws of the United States of
4 America that the foregoing is true and correct.

5 Executed this 17th day of December 2003, at Los Angeles, California.

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John Samore, Jr.