

**FARMER BROS. CO.
CHARTER OF THE
NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS**

Purpose

The Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Farmer Bros. Co. (the "Company") is established for the principal purposes of identifying individuals qualified to become Board members and recommending to the Board individuals to be selected as director nominees for the next annual meeting of shareholders or for appointment to vacancies on the Board. This charter specifies the scope of authority and responsibility of the Committee.

Organization, Membership and Meetings

1. The Committee shall be comprised of at least three directors who meet the independence, expertise and other qualification standards required by the federal securities laws and as may be required by the listing standards of the NASDAQ or other securities exchange upon which the Company's securities are traded.

2. Members of the Committee shall be appointed by the Board. Members may be replaced by the Board at any time, but shall otherwise serve until a successor has been named.

3. The Committee shall meet at least once each year, with the authority to convene additional meetings, as circumstances require. The Committee may invite members of management, legal counsel or others to attend meetings and to provide relevant information.

4. The Committee may form and delegate authority to subcommittees when appropriate, or to one or more members of the Committee.

5. The Committee may elect a Chairman of the Committee who, if elected, shall preside at all meetings. At all meetings of the Committee, a majority of the members of the Committee shall constitute a quorum for the transaction of Business, and the act of a majority of the members of the Committee present at a meeting at which a quorum is in attendance shall be the act of the Committee. Members of the Committee may participate in any meeting by means of a conference telephone or similar communications equipment by means of which persons in the meeting can hear each other, and such participation shall constitute presence in person at such meeting. The Committee shall maintain written minutes of its meetings, which minutes will be filed in the corporate minute book. Any person present at a meeting may be appointed by the Committee as Secretary to record the minutes. The Committee may adopt additional rules of procedure, but when a matter of procedure is not addressed by Committee rules, the procedure specified by the Company's Bylaws shall be followed.

Committee Authority, Responsibilities and Authority

The Committee shall have the following responsibilities and duties:

1. Establish criteria for membership on the Board.
2. Recommend annually to the Board the slate of director candidates to be proposed for election to the Board. The Committee seeks candidates with diverse backgrounds and experiences who are expected to be able to contribute in a meaningful way to the Board's deliberations respecting the Company's business strategies, financial and operational performance and corporate governance practices.
3. Recommend to the Board criteria regarding the composition of the Board, total size and proportion of management to independent directors.
4. Review, at least every two years, Board compensation and recommend to the Board any changes that seem appropriate.
5. Consider stockholder nominations for Board membership.
6. Review and assess the charter's adequacy at least annually.
7. The authority to engage, and pay the fees and expenses of search firms, independent firms, independent counsel, advisors and experts deemed necessary, as determined by the Committee, to permit the Committee to perform its duties under this charter. The fees and expenses of these search firms counsel, advisors and experts shall be paid by the Company, and the Company shall provide all other funding necessary for the Committee to perform its functions and responsibilities.
8. Perform such other activities consistent with this charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
9. Report to shareholders in the Company's annual proxy statement about the director nomination process as required by Securities and Exchange Commission Rules.

Adopted on December 22, 2003.