

FARMER BROTHERS CO
Form SC 13D/A
January 23, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2(a)
(Amendment No. 9)¹

Farmer Bros. Co.
(Name of Issuer)
Common Stock, \$1.00 par value per share

(Title of Class of Securities)

307675108

(CUSIP Number)

CAROL LYNN FARMER WAITE

RYAN C. WILKINS, ESQ.

STRADLING YOCCA CARLSON & RAUTH, P.C.

Edgar Filing: FARMER BROTHERS CO - Form SC 13D/A

660 Newport Center Drive, Suite 1600

Newport Beach, CA 92660

(949) 725-4115

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 5, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (*Act*) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. 307675108

13D

Page 2 of 36 Pages

1 NAME OF REPORTING PERSON

2 Carol L. Waite Trust*
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 497,731
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 497,731
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

497,731

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%

14 TYPE OF REPORTING PERSON

OO

* In connection with the Settlement Agreement (as defined herein), the shares previously held by certain family trusts over which Carol Lynn Farmer Waite served as trustee or co-trustee prior to their dissolution, were distributed out of those trusts and transferred to this trust. The shares reported as beneficially owned by this trust reflect these transfers.

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1 NAME OF REPORTING PERSON

1964 Jeanne Ann Farmer Grossman Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, Carol Lynn Farmer Waite resigned as co-trustee of the 1964 Jeanne Ann Farmer Grossman Trust. As a result, while this trust continues to hold shares, Carol Lynn Farmer Waite is no longer the beneficial owner of any shares held by this trust. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1964 Richard Francis Farmer Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, Carol Lynn Farmer Waite resigned as co-trustee of the 1964 Richard Francis Farmer Trust. As a result, while this trust continues to hold shares, Carol Lynn Farmer Waite is no longer the beneficial owner of any shares held by this trust. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1964 Roy Edward Farmer Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, the shares held by the 1964 Roy Edward Farmer Trust were divided into three equal parts and distributed out of the trust, and the trust was then dissolved. One-third of the shares previously held by this trust were transferred to the Carol L. Waite Trust and the shares reported as beneficially owned by that trust reflect this transfer. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1964 Carol Lynn Farmer Waite Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 321,750
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 321,750
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

321,750

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.9%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, Carol Lynn Farmer Waite was appointed the sole trustee of this trust as a result of which she has sole voting and dispositive power over the shares. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1969 Roy Edward Farmer Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, the shares held by the 1969 Roy Edward Farmer Trust were divided into three equal parts, distributed out of the trust and the trust was dissolved. One-third of the shares previously held by this trust were transferred to the Carol L. Waite Trust and the shares reported as beneficially owned by that trust reflect this transfer. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1969 Jeanne Ann Farmer Grossman Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, Carol Lynn Farmer Waite resigned as co-trustee of the 1969 Jeanne Ann Farmer Grossman Trust. As a result, while this trust continues to hold shares, Carol Lynn Farmer Waite is no longer the beneficial owner of any shares held by this trust. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1969 Richard Francis Farmer Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, Carol Lynn Farmer Waite resigned as co-trustee of the 1969 Richard Francis Farmer Trust. As a result, while this trust continues to hold shares, Carol Lynn Farmer Waite is no longer the beneficial owner of any shares held by this trust. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1969 Carol Lynn Farmer Waite Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 77,960
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 77,960
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,960

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, Carol Lynn Farmer Waite was appointed the sole trustee of this trust as a result of which she has sole voting and dispositive power over the shares. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1969 Roy F Farmer Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, the shares held by the 1969 Roy F Farmer Trust were divided into three equal parts and distributed out of the trust, and the trust was then dissolved. One-third of the shares previously held by this trust were transferred to the Carol L. Waite Trust and the shares reported as beneficially owned by that trust reflect this transfer. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1969 Emily Marjorie Farmer Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, the shares held by the 1969 Emily Marjorie Farmer Trust were divided into three equal parts and distributed out of the trust, and the trust was then dissolved. One-third of the shares previously held by this trust were transferred to the Carol L. Waite Trust and the shares reported as beneficially owned by that trust reflect this transfer. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1972 Roy Edward Farmer Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, the shares held by the 1972 Roy Edward Farmer Trust were divided into three equal parts and distributed out of the trust, and the trust was then dissolved. One-third of the shares previously held by this trust were transferred to the Carol L. Waite Trust and the shares reported as beneficially owned by that trust reflect this transfer. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1972 Carol Lynn Farmer Waite Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 24,000
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 24,000
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, Carol Lynn Farmer Waite was appointed the sole trustee of this trust as a result of which she has sole voting and dispositive power over the shares. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

CUSIP No. 307675108

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1 NAME OF REPORTING PERSON

1972 Jeanne Ann Farmer Grossman Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, Carol Lynn Farmer Waite resigned as co-trustee of the 1972 Jeanne Ann Farmer Grossman Trust. As a result, while this trust continues to hold shares, Carol Lynn Farmer Waite is no longer the beneficial owner of any shares held by this trust. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1972 Richard Francis Farmer Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, Carol Lynn Farmer Waite resigned as co-trustee of the 1972 Richard Francis Farmer Trust. As a result, while this trust continues to hold shares, Carol Lynn Farmer Waite is no longer the beneficial owner of any shares held by this trust. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1972 Roy F Farmer Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, the shares held by the 1972 Roy F Farmer Trust were divided into three equal parts and distributed out of the trust, and the trust was then dissolved. One-third of the shares previously held by this trust were transferred to the Carol L. Waite Trust and the shares reported as beneficially owned by that trust reflect this transfer. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1972 Emily Marjorie Farmer Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

-0-
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

* Pursuant to the Settlement Agreement, the shares held by the 1972 Emily Marjorie Farmer Trust were divided into three equal parts and distributed out of the trust, and the trust was then dissolved. One-third of the shares previously held by this trust were transferred to the Carol L. Waite Trust and the shares reported as beneficially owned by that trust reflect this transfer. This cover page is being included in this Schedule 13D to reflect this change in beneficial ownership.

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1 NAME OF REPORTING PERSON

1984 Jonathan Michael Waite Trust*
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-
8 SHARED VOTING POWER

OWNED BY

EACH

6,030
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -0-
10 SHARED DISPOSITIVE POWER

6,030

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,030

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

OO

* The beneficial ownership of shares held by this trust was not impacted by the terms of the Settlement Agreement.

CUSIP No. 307675108

13D

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1 NAME OF REPORTING PERSON

1987 Roy F Farmer Trust I*

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)
OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION