FAIRCHILD CORP
Form 10-Q
February 08, 2002
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended December 30, 2001 Commission File Number 1-6560

THE FAIRCHILD CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware	34-0728587
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification No.)

45025 Aviation Drive, Suite 400, Dulles, VA 20166
(Address of principal executive offices)

(703) 478-5800
(Registrant's telephone number, including area code)

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 ninety (90) days.

YES X NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Title of Class	Outstanding at December 30, 2001
Class A Common Stock, $0.10 Par Value	22,527,801
Class B Common Stock, $0.10 Par Value	2,621,502

THE FAIRCHILD CORPORATION INDEX TO QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTER ENDED DECEMBER 30, 2001

All references in this Quarterly Report on Form 10-Q to the terms "we," "our," "us," the "Company" and "Fairchild" refer to The Fairchild Corporation and its subsidiaries. All references to "fiscal" in connection with a year shall mean the 12 months ended June 30.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

THE FAIRCHILD CORPORATION AND CONSOLIDATED SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
December 30, 2001 (Unaudited) and June 30, 2001
(In thousands)

ASSETS

	Dec. 20
CURRENT ASSETS:	
Cash and cash equivalents, $2,871 and $1,184 restricted	
Short-term investments	
Accounts receivable-trade, less allowances of $6,057 and $6,951	
Inventories:	
Finished goods	
Work-in-process	
Raw materials	
Prepaid expenses and other current assets	
Total Current Assets	
Property, plant and equipment, net of accumulated depreciation of $171,211 and $156,914	
Net assets held for sale	
Goodwill	
Investments and advances in affiliated companies	
Prepaid pension assets	
Deferred loan costs	
Real estate investment	
Long-term investments	
Other assets	
TOTAL ASSETS	$

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

THE FAIRCHILD CORPORATION AND CONSOLIDATED SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
December 30, 2001 (Unaudited) and June 30, 2001
(In thousands)

LIABILITIES AND STOCKHOLDERS' EQUITY

	Dec. 20
CURRENT LIABILITIES:	
Bank notes payable and current maturities of long-term debt	

Accounts payable	
Accrued liabilities:	
Salaries, wages and commissions	
Employee benefit plan costs	
Insurance	
Interest	
Other accrued liabilities	
Total Current Liabilities	
LONG-TERM LIABILITIES:	
Long-term debt, less current maturities	
Fair value of interest rate contract	
Other long-term liabilities	
Retiree health care liabilities	
Noncurrent income taxes	
TOTAL LIABILITIES	
STOCKHOLDERS' EQUITY:	
Class A common stock, $0.10 par value; authorized 40,000 shares, 30,335 shares issued and 22,528 shares outstanding	
Class B common stock, $0.10 par value; authorized 20,000 shares, 2,622 shares issued and outstanding	
Paid-in capital	
Treasury stock, at cost, 7,807 shares of Class A common stock	
Retained earnings	
Notes due from stockholders	
Cumulative other comprehensive income	
TOTAL STOCKHOLDERS' EQUITY	
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

THE FAIRCHILD CORPORATION AND CONSOLIDATED SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS (Unaudited) For The Three (3) and Six (6) Months Ended December 30, 2001 and December 31, 2000
(In thousands, except per share data)

	Three Months Ended	
REVENUE:	12/30/01	12/31/00
Net sales	$157,835	$148,
Rental revenue	1,664	1,
Other income, net	3,847	1,
	163,346	151,

COSTS AND EXPENSES:		
Cost of goods sold	119,329	109,
Cost of rental revenue	1,300	1,
Selling, general & administrative	34,241	33,
Amortization of intangibles	-	3,
	154,870	146,
OPERATING INCOME	8,476	5,
Interest expense	12,451	14,
Interest income	(1,881)	(2
Net interest expense	10,570	14,
Investment income (loss)	106	1,
Increase (decrease) in fair market value of interest rate contract	2,344	(3,0
Earnings (loss) from continuing operations before taxes	356	(10,8
Income tax benefit	551	3,
Equity in earnings of affiliates, net	-	
NET EARNINGS (LOSS)	$ 907	$ (6,6
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments	(3,307)	1,
Unrealized holding changes on derivatives	14	
Unrealized periodic holding changes on securities	(269)	2,
Other comprehensive income (loss)	(3,562)	4,
COMPREHENSIVE INCOME (LOSS)	$ (2,655)	$ (2,2
BASIC AND DILUTED EARNINGS (LOSS) PER SHARE:		
NET EARNINGS (LOSS)	$ 0.04	$ (0.
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments	$ (0.13)	$ 0
Unrealized holding changes on derivatives	-	
Unrealized periodic holding changes on securities	(0.01)	0
Other comprehensive income (loss)	(0.14)	0
COMPREHENSIVE INCOME (LOSS)	$ (0.10)	$ (0.
Weighted average shares outstanding:		
Basic	25,149	25,
Diluted	25,152	25,

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

THE FAIRCHILD CORPORATION AND CONSOLIDATED SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) For The

Six (6) Months Ended December 30, 2001 and December 31, 2000
(In thousands)

	12/3
Cash flows from operating activities:	
Net earnings	
Depreciation and amortization	
Amortization of deferred loan fees	
Unrealized holding loss on interest rate contract	
Undistributed earnings of affiliates, net	
Change in assets and liabilities	
Net cash used for operating activities	
Cash flows from investing activities:	
Purchase of property, plant and equipment	
Net proceeds received from the sale of property, plant, and equipment	
Net proceeds received from investment securities	
Real estate investment	
Equity investment in affiliates	
Change in notes receivable	
Proceeds received from net assets held for sale	
Net cash used for investing activities	
Cash flows from financing activities:	
Proceeds from issuance of debt	
Debt repayments	
Issuance of Class A common stock	
Net loans to stockholders'	
Net cash provided by financing activities	
Effect of exchange rate changes on cash	
Net change in cash and cash equivalents	
Cash and cash equivalents, beginning of the year	
Cash and cash equivalents, end of the period	

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

THE FAIRCHILD CORPORATION AND CONSOLIDATED SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited) (In thousands, except share data)

1. FINANCIAL STATEMENTS

The consolidated balance sheet as of December 30, 2001, and the consolidated statements of earnings and cash flows for the six months ended December 30, 2001 and December 31, 2000 have been prepared by us, without audit. In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows at December 30, 2001, and for all periods presented, have been made. The balance sheet at June 30, 2001 was condensed from the audited financial statements as of that date.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. These consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in our 2001 Annual Report on Form 10-K. The results of operations for the period ended December 30, 2001 are not necessarily indicative of the operating results for the full year. Certain amounts in the prior year's quarterly financial statements have been reclassified to conform to the current presentation.

2. EQUITY SECURITIES

We had 22,527,801 shares of Class A common stock and 2,621,502 shares of Class B common stock outstanding at December 30, 2001. Class A common stock is traded on both the New York and Pacific Stock Exchanges. There is no public market for the Class B common stock. The shares of Class A common stock are entitled to one vote per share and cannot be exchanged for shares of Class B common stock. The shares of Class B common stock are entitled to ten votes per share and can be exchanged, at any time, for shares of Class A common stock on a share-for-share basis.

3. RESTRICTED CASH

On December 30, 2001 and June 30, 2001, we had restricted cash of $2,871 and $1,184, respectively, all of which is maintained as collateral for certain debt facilities and escrow arrangements.

4.

EARNINGS PER SHARE

The following table illustrates the computation of basic and diluted earnings per share:

	Three Months Ended	
	12/30/01	12/31/00
Basic earnings per share:		
Earnings from continuing operations	$ 907	$ (6,6
Common shares outstanding	25,149	25,

Basic earnings from continuing operations per share	$ 0.04	$ (0.
Diluted earnings per share:		
Earnings from continuing operations	$ 907	$ (6,6
Common shares outstanding	25,149	25,
Options	3	antidilut
Warrants	antidilutive	antidilut
Total shares outstanding	25,152	25,
Diluted earnings from continuing operations per share	$ 0.04	$ (0.

Stock options entitled to purchase 1,985,377 and 2,092,616 shares of Class A common stock were antidilutive and not included in the earnings per share calculation for the three months and six months ended December 30, 2001. Stock options entitled to purchase 2,197,055 and 2,251,014 shares of Class A common stock were antidilutive and not included in the earnings per share calculation for the three months and six months ended December 31, 2000, respectively. Stock warrants entitled to purchase 389,683 and 392,896 shares of Class A common stock were antidilutive and not included in the earnings per share calculation for the three months ended December 30, 2001 and December 31, 2000, respectively. Stock warrants entitled to purchase 504,396 and 577,989 shares of Class A common stock were antidilutive and not included in the earnings per share calculation for the six months ended December 30, 2001 and December 31, 2000, respectively. These shares could be dilutive in future periods.

5. CONTINGENCIES

Environmental Matters

Our operations are subject to stringent government imposed environmental laws and regulations concerning, among other things, the discharge of materials into the environment and the generation, handling, storage, transportation and disposal of waste and hazardous materials. To date, such laws and regulations have not had a material effect on our financial condition, results of operations, or net cash flows, although we have expended, and can be expected to expend in the future, significant amounts for the investigation of environmental conditions and installation of environmental control facilities, remediation of environmental conditions and other similar matters, particularly in our aerospace fasteners segment.

In connection with our plans to dispose of certain real estate, we must investigate environmental conditions and we may be required to take certain corrective action prior or pursuant to any such disposition. In addition, we have identified several areas of potential contamination related to other facilities owned, or previously owned, by us, that may require us either to take corrective action or to contribute to a clean-up. We are also a defendant in certain lawsuits and proceedings seeking to require us to pay for investigation or remediation of environmental matters and we have been alleged to be a potentially responsible party at various "superfund" sites. We believe that we have recorded adequate reserves in our financial statements to complete such investigation and take any necessary corrective actions or make any necessary contributions. No amounts have been recorded as due from third parties, including insurers, or set off against, any environmental liability, unless such parties are contractually obligated to contribute and are not disputing such liability.

As of December 30, 2001, the consolidated total of our recorded liabilities for environmental matters was approximately $13.6 million, which represented the estimated probable exposure for these matters. It is reasonably possible that our total exposure for these matters could be approximately $17.8 million.

Other Matters

We are involved in various other claims and lawsuits incidental to our business. We, either on our own or through our insurance carriers, are contesting these matters. In the opinion of management, the ultimate resolution of the legal proceedings, including those mentioned above, will not have a material adverse effect on our financial condition, future results of operations or net cash flows.

6. BUSINESS SEGMENT INFORMATION

We currently report in three principal business segments: aerospace fasteners, aerospace distribution and real estate operations. The following table provides the historical results of our operations for the three and six months ended December 30, 2001 and December 31, 2000, respectively.

	Three Months Ended	
	12/30/01	12/31/00
SALES BY SEGMENT:		
Aerospace Fasteners Segment	$ 143,766	$ 128,0
Aerospace Distribution Segment	14,069	20,0
TOTAL SALES	$ 157,835	$ 148,1
OPERATING RESULTS BY SEGMENT:		
Aerospace Fasteners Segment	$ 11,848	$ 9,8
Aerospace Distribution Segment	391	4
Real Estate Operations Segment (a)	52	(48
Corporate and Other Segment	(3,815)	(4,45
TOTAL OPERATING INCOME (b)	$ 8,476	$ 5,3
EARNINGS (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES:		
Aerospace Fasteners Segment	$ 11,786	$ 9,2
Aerospace Distribution Segment	373	(6
Real Estate Segment	(491)	(1,33
Corporate and Other Segment	(11,312)	(18,67
Total earnings (loss) from continuing operations before taxes	$ 356	$ (10,81
ASSETS BY SEGMENT:	12/30/01	6/30/01
Aerospace Fasteners Segment	$ 755,175	$ 579,9
Aerospace Distribution Segment	42,970	46,7
Real Estate Segment	115,693	116,2

Corporate and Other Segment	278,668	466,9
TOTAL ASSETS	$ 1,192,506	$ 1,209,8

7. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In June 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 141, "Accounting for Business Combinations." This statement requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001, and establishes specific criteria for the recognition of intangible assets separately from goodwill. We will follow the requirements of this statement for business acquisitions made after June 30, 2001. There were no acquisitions for the six months ended December 30, 2001.

In June 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 142, "Accounting for Goodwill and Other Intangible Assets." This statement requires that goodwill and intangible assets deemed to have an indefinite life not be amortized. Instead of amortizing goodwill and intangible assets deemed to have an indefinite life, the statement requires a test for impairment to be performed annually, or immediately if conditions indicate that such an impairment could exist. The amortization period of intangible assets with finite lives will no longer be limited to forty years. This statement is effective for fiscal years beginning after December 15, 2001, and permits early adoption for fiscal years beginning after March 15, 2001. We have adopted SFAS No. 142 on July 1, 2001. As a result of adopting SFAS No. 142, we will no longer amortize goodwill of approximately $12.5 million per year. Using the fair value measurement requirement, rather than the undiscounted cash flows approach, we expect to record an impairment from the implementation of SFAS No. 142. The initial evaluation of reporting units on a fair value basis, as required from the implementation of SFAS No. 142, indicates that an impairment exists at reporting units within our aerospace fasteners segment. Based upon the initial evaluation, the estimated range of impairment is between $60 million to $65 million. However, once impairment is determined at a reporting unit, SFAS No. 142 requires that the amount of goodwill impairment be determined based on what the balance of goodwill would have been if purchase accounting were applied at the date of impairment. We have not completed that analysis, but we expect to complete it prior to June 30, 2002. If the carrying amount of goodwill exceeds its fair value, an impairment loss must be recognized in an amount equal to that excess. Once an impairment loss is recognized, the adjusted carrying amount of goodwill will become the new accounting basis of goodwill. The actual amount of impairment could be significantly different than the range provided above. We are currently measuring the amount of impairment of goodwill to be recorded from adopting this standard.

The following table provides the comparable effects of adoption of SFAS No. 142 for the three and six months ended December 30, 2001 and December 31, 2000, respectively:

	Three Months Ended	
	12/30/01	12/31/00

Reported net income (loss)	$ 907	$ (6,6
Add back: Goodwill amortization	-	3,
Adjusted net income (loss)	$ 907	$ (3,5
Basic and Diluted loss per share:		
Reported net income (loss)	$ 0.04	$ (0.
Add back: Goodwill amortization	-	0
Adjusted net income (loss)	$ 0.04	$ (0.

In June 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 143, "Accounting for Asset Retirement Obligations". This statement addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and associated asset retirement costs. It applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development, and normal operation of a long-lived asset, except for certain lease obligations. This statement is effective for fiscal years beginning after June 15, 2002. We are currently evaluating the impact of adopting this standard.

In October 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-lived Assets," which supersedes SFAS No. 121. Though it retains the basic requirements of SFAS 121 regarding when and how to measure an impairment loss, SFAS 144 provides additional implementation guidance. SFAS 144 applies to long-lived assets to be held and used or to be disposed of, including assets under capital leases of lessees; assets subject to operating leases of lessors; and prepaid assets. SFAS 144 also expands the scope of a discontinued operation to include a component of an entity, and eliminates the current exemption to consolidation when control over a subsidiary is likely to be temporary. This statement is effective for fiscal years beginning after December 15, 2001. We are currently evaluating the impact of adopting this standard.

8. NOTES RECEIVABLE

At December 30, 2001, $4.7 million of promissory notes were due to us from an unaffiliated third party and are recorded in other assets. The promissory notes earn $1.3 million of annual cash interest and are being accreted to a face value of $12.2 million though interest income. The promissory notes are secured by $12.2 million face value of our outstanding 10.75% senior subordinated debentures due 2009 acquired by the third party. The third party may sell these debentures for cash provided that it satisfies its obligation under its promissory notes.

9. CONSOLIDATING FINANCIAL STATEMENTS

The following unaudited consolidating financial statements show separately The Fairchild Corporation and the subsidiaries of The Fairchild Corporation. These financial statements are provided to fulfill public reporting requirements, and present separately the guarantors of the 10 3/4% senior subordinated notes, due 2009, issued by The Fairchild Corporation. The "parent company" provides the results of The Fairchild Corporation on an unconsolidated basis. The guarantors are composed primarily of our domestic subsidiaries, excluding our shopping center in Farmingdale New York, and certain other subsidiaries.

CONSOLIDATING BALANCE SHEET
DECEMBER 30, 2001

	Parent Company	Guarantors	Non Guarantor
Cash	$ 67	$ 7,138	$ 6,
Marketable securities	71	1,235	
Accounts receivable (including intercompany), less allowances	2,441	719,562	92,
Inventory, net	-	138,973	50,
Prepaid and other current assets	188	22,516	7,
Total current assets	2,767	889,424	156,
Investment in subsidiaries	899,745	-	
Net fixed assets	493	105,656	35,
Net assets held for sale	-	13,766	
Investments in affiliates	93	3,654	
Goodwill	-	386,160	32,
Deferred loan costs	11,218	19	
Prepaid pension assets	-	64,931	
Real estate investment	-	-	109,
Long-term investments	(506)	4,472	3,
Other assets	17,806	4,536	2,
Total assets	$ 931,616	$ 1,472,618	$ 340,
Bank notes payable & current maturities of debt	$ 2,250	$ 1,611	$ 23,
Accounts payable (including intercompany)	2	897,437	231,
Other accrued liabilities	(30,831)	52,087	28,
Total current liabilities	(28,579)	951,135	283,
Long-term debt, less current maturities	436,250	3,643	33,
Fair market value of interest rate contract	9,326	-	
Other long-term liabilities	407	19,979	3,
Noncurrent income taxes	110,962	(629)	
Retiree health care liabilities	-	36,647	4,
Total liabilities	528,366	1,010,775	325,
Class A common stock	3,034	-	
Class B common stock	262	-	
Notes due from stockholders	(430)	(1,338)	
Paid-in-capital	232,820	478,206	83,
Retained earnings	244,095	6,765	(56,6
Cumulative other comprehensive income	(456)	(21,790)	(11,4
Treasury stock, at cost	(76,075)	-	
Total stockholders' equity	403,250	461,843	15,
Total liabilities & stockholders' equity	$ 931,616	$ 1,472,618	$ 340,

CONSOLIDATING STATEMENTS OF EARNINGS
FOR THE SIX MONTHS ENDED DECEMBER 30, 2001

	Parent Company	Guarantors	Non Guarantor
Revenue:			
Net Sales	$ -	$ 250,231	$ 81,
Rental Revenue	-	-	3,
Other Income, net	(5)	3,315	1,
	(5)	253,546	87,
Costs and expenses:			
Cost of sales	-	193,497	59,
Cost of rental revenue	-	-	2,
Selling, general & administrative	4,626	48,869	12,
	4,626	242,366	74,
Operating income (loss)	(4,631)	11,180	12,
Net interest expense (including intercompany)	(10,215)	30,678	2,
Investment loss, net	-	(280)	
Intercompany dividends	-	(27)	
Decrease in market value of interest rate contract	(2,905)	-	
Earnings (loss) before taxes	2,679	(19,805)	10,
Income tax (provision) benefit	(1,622)	11,999	(6,1
Equity in earnings of affiliates and subsidiaries	(3,749)	51	
Net earnings (loss)	$ (2,692)	$ (7,755)	$ 3,

CONSOLIDATING CASH FLOWS
FOR THE SIX MONTHS ENDED DECEMBER 30, 2001

	Parent Company	Guarantors	Non Guarantor
Cash Flows from Operating Activities:			

Net earnings (loss)	$ (2,692)	$ (7,755)	$ 3,
Depreciation & amortization	21	9,907	5,
Amortization of deferred loan fees	762	1	
Unrealized holding loss on interest rate contract	2,904	-	
Undistributed (distributed) earnings of affiliates	18	(51)	
Change in assets and liabilities	(6,309)	(930)	(5,5
Net cash provided by (used for) operating activities	(5,296)	1,172	3,
Cash Flows from Investing Activities:			
Purchase of property, plant and equipment	(14)	(5,391)	(1,8
Proceeds received from the sale of fixed assets	-	3,593	
Net proceeds received from investment securities	-	1,377	
Real estate investment	(394)	-	
Equity investment in affiliates	-	-	(3
Change in notes receivable	-	(3,273)	(1,2
Proceeds received from net assets held for sale	-	4,187	
Net cash provided by (used for) investing activities	(408)	493	(3,1
Cash Flows from Financing Activities:			
Proceeds from issuance of debt	64,700	17,105	
Debt repayments, net	(59,491)	(18,178)	(2,3
Net cash provided by (used for) financing activities	5,209	(1,073)	(2,2
Effect of exchange rate changes on cash	-	-	
Net change in cash	(495)	592	(1,1
Cash, beginning of the year	562	6,546	7,
Cash, end of the period	$ 67	$ 7,138	$ 6,

CONSOLIDATING BALANCE SHEET
JUNE 30, 2001

	Parent Company	Guarantors	Non Guarantor
Cash	$ 562	$ 6,546	$ 7,
Marketable securities	71	3,034	
Accounts receivable (including intercompany), less allowances	2,336	628,104	84,
Inventory, net	-	144,157	44,
Prepaid and other current assets	287	22,134	7,
Total current assets	3,256	803,975	144,
Investment in subsidiaries	880,945	-	
Net fixed assets	501	112,969	35,
Net assets held for sale	-	17,999	

Investments in affiliates	93	2,720	
Goodwill	15,720	370,440	32,
Deferred loan costs	11,944	20	
Prepaid pension assets	-	65,249	
Real estate investment	-	-	110,
Long-term investments	1,205	3,626	3,
Other assets	2,607	1,335	
Total assets	$ 916,271	$ 1,378,333	$ 328,
Bank notes payable & current maturities of debt	$ 2,250	$ 1,632	$ 22,
Accounts payable (including intercompany)	20	778,541	230,
Other accrued liabilities	(54,398)	57,839	30,
Total current liabilities	(52,128)	838,012	284,
Long-term debt, less current maturities	431,041	5,918	33,
Fair market value of interest rate contract	6,422	-	
Other long-term liabilities	405	21,672	3,
Noncurrent income taxes	124,466	(587)	
Retiree health care liabilities	-	37,335	4,
Total liabilities	510,206	902,350	326,
Class A common stock	3,034	-	
Class B common stock	262	-	
Notes due from stockholders	(430)	(1,338)	
Paid-in-capital	232,820	478,207	83,
Retained earnings	246,788	25,623	(64,9
Cumulative other comprehensive income	(334)	(26,509)	(15,8
Treasury stock, at cost	(76,075)	-	
Total stockholders' equity	406,065	475,983	2,
Total liabilities & stockholders' equity	$ 916,271	$ 1,378,333	$ 328,

CONSOLIDATING STATEMENTS OF EARNINGS
FOR THE SIX MONTHS ENDED DECEMBER 31, 2000

	Parent Company	Guarantors	Non Guarantors
Revenue:			
Net Sales	$ -	$ 227,996	$ 72,
Rental Revenue	-	-	3,
Other Income, net	-	2,011	
	-	230,007	76,

Costs and expenses:			
Cost of sales	-	175,248	50,
Cost of Rental Revenue	-		2,
Selling, general & administrative	3,439	47,437	11,
Amortization of goodwill	404	2,128	3,
	3,843	224,813	68,
Operating income (loss)	(3,843)	5,194	8,
Net interest expense (including intercompany)	(3,991)	24,899	5,
Investment income (loss), net	-	(181)	
Decrease in market value of interest rate contract	(3,545)	-	
Earnings (loss) before taxes	(3,397)	(19,886)	3,
Income tax (provision) benefit	1,668	9,899	(4,0
Equity in earnings of affiliates and subsidiaries	(10,355)	181	
Net earnings (loss)	$ (12,084)	$ (9,806)	$ (5

CONSOLIDATING STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED DECEMBER 31, 2000

	Parent Company	Guarantors	Non Guarantors
Cash Flows from Investing Activities:			
Net earnings (loss)	$ (12,084)	$ (9,806)	$ (5
Depreciation & amortization	455	13,073	8,
Amortization of deferred loan fees	690	1	
Unrealized holding loss on interest rate contract	4,356	-	
Undistributed (distributed) earnings of affiliates	-	(181)	
Change in assets and liabilities	(18,556)	(16,312)	(10,9
Net cash used for operating activities	(25,139)	(13,225)	(2,8
Cash Flows from Investing Activities:			
Purchase of property, plant and equipment	(158)	(5,908)	(2,2
Net proceeds received from investment securities	-	4,040	
Equity investment in affiliates	(285)	-	
Real estate investment	-	-	(1,7
Proceeds received from net assets held for sale	-	2,081	
Proceeds received from the sale of fixed assets	-	132	
Net cash provided by (used for) investing activities	(443)	345	(3,9
Cash Flows from Financing Activities:			
Proceeds from issuance of debt	25,200	130	5,
Debt repayments, net	-	(1,229)	(5,5

Issuance of Class A common stock	551	-	
Loans to stockholders	-	6	
Net cash provided by (used for) financing activities	25,751	(1,093)	
Effect of exchange rate changes on cash	-	-	1,
Net change in cash	169	(13,973)	(5,3
Cash, beginning of the year	35	23,063	12,
Cash, end of the period	$ 204	$ 9,090	$ 7,

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The Fairchild Corporation was incorporated in October 1969, under the laws of the State of Delaware, under the name of Banner Industries, Inc. On November 15, 1990, we changed our name from Banner Industries, Inc. to The Fairchild Corporation. We own 100% of RHI Holdings, Inc. and Banner Aerospace, Inc. RHI is the owner of 100% of Fairchild Holding Corp. Our principal operations are conducted through Fairchild Holding Corp. and Banner Aerospace.

The following discussion and analysis provide information which management believes is relevant to the assessment and understanding of our consolidated results of operations and financial condition. The discussion should be read in conjunction with the consolidated financial statements and notes thereto.

GENERAL

We are a leading worldwide aerospace and industrial fastener manufacturer and supply chain services provider and, through Banner Aerospace, an international supplier to airlines and general aviation businesses, distributing a wide range of aircraft parts and related support services. Through internal growth and strategic acquisitions, we have become one of the leading suppliers of fasteners to aircraft OEMs, such as Boeing, European Aeronautic Defense and Space Company, General Electric, Lockheed Martin, and Northrop Grumman.

Our business consists of three segments: aerospace fasteners, aerospace distribution and real estate operations. The aerospace fasteners segment manufactures and markets high performance fastening systems used in the manufacture and maintenance of commercial and military aircraft. Our aerospace distribution segment stocks and distributes a wide variety of aircraft parts to commercial airlines and air cargo carriers, fixed-base operators, corporate aircraft operators and other aerospace companies. Our real estate operations segment owns and operates a shopping center located in Farmingdale, New York.

CAUTIONARY STATEMENT

Certain statements in this financial discussion and analysis by management contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to our financial condition, results of operation and business. These statements relate to analyses and other information, which are based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our future prospects, developments and business strategies. These forward-looking statements are identified by their use of terms and phrases such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "will" and similar terms and phrases, including references to assumptions. These forward-looking statements involve risks and uncertainties, including current trend information, projections for deliveries, backlog and other trend estimates, that may cause our actual future activities and results of operations to be materially different from those suggested or described in this financial discussion and analysis by management. These risks include: product demand; our dependence on the aerospace industry; reliance on Boeing and European Aeronautic Defense and Space Company; customer satisfaction and quality issues; labor disputes; competition; our ability to achieve and execute internal business plans; worldwide political instability and economic growth; reduced airline revenues as a result of the September 11, 2001 terrorist attacks on the United States, and their aftermath; the cost and availability of electric power to operate our plants; and the impact of any economic downturns and inflation.

If one or more of these risks or uncertainties materializes, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected. Given these uncertainties, users of the information included in this financial discussion and analysis by management, including investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements. We do not intend to update the forward-looking statements included in this Quarterly Report, even if new information, future events or other circumstances have made them incorrect or misleading.

RESULTS OF OPERATIONS

Consolidated Results

We currently report in three principal business segments: aerospace fasteners, aerospace distribution and real estate operations. The following table provides the historical sales and operating income of our segments for the three and six months ended December 30, 2001 and December 31, 2000, respectively.

	Three Months Ended	
	12/30/01	12/31/00
SALES BY SEGMENT:		
Aerospace Fasteners Segment	$ 143,766	$ 128,010
Aerospace Distribution Segment	14,069	20,090
TOTAL SALES	$ 157,835	$ 148,100
OPERATING RESULTS BY SEGMENT:		
Aerospace Fasteners Segment	$ 11,848	$ 9,853
Aerospace Distribution Segment	391	412
Real Estate Operations Segment (a)	52	(481)
Corporate and Other Segment	(3,815)	(4,458)
TOTAL OPERATING INCOME (b)	$ 8,476	$ 5,326

Net sales of $157.8 million in the second quarter of fiscal 2002 increased by $9.7 million, or 6.6%, compared to sales of $148.1 million in the second quarter of fiscal 2001. Net sales of $322.9 million in the first six months of fiscal 2002 increased by $26.4 million, or 8.9%, compared to sales of $296.5 million in the first six months of fiscal 2001. Sales in the second quarter and first six months of fiscal 2002 reflected strong growth at our aerospace fasteners segment. Additionally, sales in the second quarter and first six months of fiscal 2002 were favorably affected by approximately $1.7 million and $0.2 million due to the foreign currency impact on our European operations from the Euro strengthening against the U.S. Dollar on a period-to-period basis. Results for the three and six months ended December 31, 2000, included revenue of $2.3 million and $5.5 million, respectively, from an operation in our aerospace distribution segment which was shut down in June 2001. Excluding the results of the shut down operation, net sales would have increased $12.0 million, or 8.2%, for the three months ended December 30, 2001 and $31.9 million, or 11.0%, for the six months ended December 30, 2001, as compared to the same periods of the prior year.

Gross margin as a percentage of sales was 24.4% and 26.4% in the second quarter of fiscal 2002 and fiscal 2001, respectively, and 24.5% and 24.9% in the first six months of fiscal 2002 and fiscal 2001, respectively. The reduced margins in the fiscal 2002 periods are attributable primarily to a change in product mix resulting from the September 11, 2001 terrorist attacks.

Selling, general & administrative expense as a percentage of sales was 21.7% and 22.4% in the second quarter of fiscal 2002 and 2001, respectively, and 20.4% and 20.9% in the first six months of fiscal 2002, respectively. The improvement in the fiscal 2002 periods was attributable primarily to the increase in sales and the related economies of scale.

Rental revenue remained stable in the first six months of fiscal 2002, compared to the first six months of fiscal 2001.

Other income increased $2.4 million in the first six months of fiscal 2002, compared to the first six months of fiscal 2001, which was due primarily to income recognized from the disposition of future royalty revenues to an unaffiliated third party in exchange for $4.7 million promissory notes.

Operating income for the three and six months ended December 30, 2001, increased by $3.2 million and $9.6 million, respectively, as compared to the same periods of the prior year. The results for the three and six months ended December 31, 2000, included goodwill amortization of $3.1 million and $6.3 million, respectively, prior to the implementation of a new accounting pronouncement that eliminates goodwill amortization in the current periods. Changes in foreign currency resulted in a favorable effect of approximately $0.2 million on operating income at our European operations in the second quarter of fiscal 2002, as compared to the second quarter of fiscal 2001.

Net interest expense decreased by $3.5 million, to $23.0 million, in the first six months of fiscal 2002 as compared to the first six months of fiscal 2001. Cash interest expense decreased by $3.3 million in the first six months of fiscal 2002, as compared to the first six months of fiscal 2001, due primarily to lower interest rates.

We recognized $0.3 million of investment loss in the first six months of fiscal 2002, due primarily to realized losses from investments we liquidated. We recognized $0.6 million of investment income in the first six months of fiscal 2001, due primarily to realized gains from investments we liquidated.

The fair market value of a ten-year $100 million interest rate contract decreased by $2.9 million in the second quarter of fiscal 2002 and $3.5 million in the second quarter of 2001. The fair market value of the interest rate contract decreased by $2.9 million in the first six months of fiscal 2002 and $3.5 million in the first six months of 2001.

An income tax benefit of $4.2 million in the first six months of fiscal 2002 represented a 60.1% effective tax rate on pre-tax losses from operations. The tax benefit was higher than the statutory rate, due primarily to lower tax rates on $9.0 million of earnings generated by our foreign operations which utilize net operating loss carry forwards. An income tax benefit of $7.6 million in the first six months of fiscal 2001 represented a 38.1% effective tax rate on pre-tax losses from continuing operations.

Comprehensive income includes foreign currency translation adjustments, unrealized holding changes in the fair market value of available-for-sale investment securities. For the six months ended December 30, 2001, the foreign currency translation adjustment resulted in a $9.4 million increase, and was offset partially by a $0.4 million decrease in the fair market value of unrealized holding gains on investment securities. For the six months ended December 31, 2000, the foreign currency translation adjustment decreased by $2.6 million, and was offset partially by a $2.1 million increase in the fair market value of unrealized holding gains on investment securities.

Segment Results

Aerospace Fasteners Segment

Sales in our Aerospace Fasteners segment increased by $15.8 million, or 12.3%, and $37.4 million, or 14.8% in the second quarter and first six months of fiscal 2002, respectively, as compared to the same periods of fiscal 2001. The improvement in the current quarter and six months reflected strong internal growth. Sales at our European operations were favorably affected by approximately $1.7 million in the second quarter and $0.2 million in the first six months of fiscal 2002, as compared to the same periods of the prior year, due to the strengthening of the Euro against the U.S. Dollar. Backlog decreased by $22.3 million in the first six months to $197.7 million at December 30, 2001, and includes an increase of approximately $3.3 million from the strengthening of the Euro against the U.S. Dollar during the six-month period ended December 30, 2001. Our book-to-bill ratio was 91.2% for the first six months of fiscal 2002, reflecting the stronger level of sales and a softening of new orders following the September 11, 2001 terrorist attacks.

Operating income increased by $2.0 million, or 20.2%, in the second quarter and $9.9 million, or 58.5%, in the first six months of fiscal 2002, as compared to the same periods of fiscal 2001. The improvement in the first six months of fiscal 2002 was due primarily to the increase in sales and related economies of scale. On July 1, 2001, we adopted a new accounting pronouncement that does not require us to amortize goodwill. Goodwill amortization of $2.8 million and $5.7 million was recorded in the second quarter and first six months of fiscal 2001. Operating expenses continue to be monitored as management attempts to efficiently reduce operating costs.

Recent announcements by our major customers have reinforced our view that projected aircraft build rates will be adversely affected by decreased worldwide demand for travel following September 11, 2001. Accordingly, we believe overall demand for aerospace fasteners will decrease during the last half of fiscal 2002, and our business will be affected by this decreased demand. Nevertheless, we also believe the impact on our business will be partially offset by the supply chain service programs we entered into during the past several years and by the decrease in fastener inventory available to original equipment manufacturers and distributors. In addition, we maintain ongoing efforts to achieve additional saving through cost reductions and further plant rationalization.

Aerospace Distribution Segment

Sales in our aerospace distribution segment decreased by $6.0 million in the second quarter and $11.0 million in the first six months of fiscal 2002, compared to the same periods in fiscal 2001. Results from the prior three months and six months ended December 31, 2000, included revenue of $2.3 million and $5.5 million from an operation which was shut down in June 2001. Sales in the three and six months ended December 30, 2001, were adversely affected due to the terrorist attacks on September 11, 2001 and have been sluggish since then.

Operating income remained stable in the second quarter of fiscal 2002 and decreased by $0.9 million in the first six months of fiscal 2002, as compared to the same periods in fiscal 2001. The results for the six months ended December 30, 2001, were hampered by the reduction in revenue and the related economies of scale.

Real Estate Operations Segment

Our real estate operations segment owns and operates a shopping center located in Farmingdale, New York. Included in operating income was rental revenue of $1.7 million and $1.9 million for the three months ended December 30, 2001 and December 31, 2000, respectively, and $3.4 million and $3.5 million for the six months ended December 30, 2001 and December 31, 2000, respectively. As of December 30, 2001, we have leased approximately 74% of the developed shopping center.

We reported operating income of $0.1 million and $0.5 million for the second quarter and first six months of fiscal 2002, respectively, compared to an operating loss of $0.5 million for the second quarter of fiscal 2001 and operating income of $0.1 million for the six months ended December 31, 2000. In the second quarter of fiscal 2002, we recorded a charge of $0.2 million to write-off specialized tenant improvements associated with a terminated tenancy. In the second quarter of fiscal 2001, we recorded a charge of $1.0 million to write-off specialized tenant improvements associated with a terminated tenancy.

Corporate

The operating loss at corporate was reduced by $0.2 million in the first six months of fiscal 2002, compared to the first six months of fiscal 2001, due primarily to an increase in royalty income recognized in the first six months of fiscal 2002. Corporate expenses continue to be closely monitored as management attempts to efficiently reduce general and administrative costs.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Total capitalization as of December 30, 2001 and June 30, 2001 amounted to $868.8 million and $858.9 million, respectively. The six-month change in capitalization included a $3.6 million increase in debt reflecting cash used by our operations, and an increase in equity of $6.3 million which was due primarily to a $9.0 million favorable increase in other comprehensive income, partially offset by our reported net loss.

We maintain a portfolio of investments classified primarily as available-for-sale securities, which had a fair market value of $8.2 million at December 30, 2001. The market value of these investments decreased by $0.4 million in the six months ended December 30, 2001. There is risk associated with market fluctuations inherent in stock investments, and because our portfolio is not diversified, changes in its value may occur.

Net cash used for operating activities for the six months ended December

30, 2001 and December 31, 2000 was $0.2 million and $41.2 million, respectively. Working capital uses of cash from operating activities in the first six months of fiscal 2002 included a $14.2 million decrease in accounts payable and other accrued liabilities, a $2.7 million increase in accounts receivable, and a $5.1 million increase in other current assets. The working capital uses of cash were offset partially by $16.3 million of earnings after deducting non-cash expenses of $15.1 million for depreciation, $2.9 million from the reduction in the fair market value of an interest rate contract, and $1.0 million from the amortization of deferred loan fees. The primary use of cash for operating activities in the first six months of fiscal 2001 was a $35.9 million decrease in accounts payable and other accrued liabilities, a $12.6 million increase in inventories, and an $11.4 million increase in other current assets, offset partially by a $16.3 million decrease in accounts receivable.

Net cash used for investing activities was $3.1 million and $4.1 million for the six months ended December 30, 2001, and December 31, 2000, respectively. In the first six months of fiscal 2002, the primary source of cash was $8.2 million provided from the dispositions of non-core real estate and net assets held for sale, offset by $7.3 million of capital expenditures and a $4.6 increase in notes receivable. In the first six months of fiscal 2001, the primary use of cash included capital expenditures of $8.3 million and costs of $1.7 million for real estate development at our shopping center, offset partially by $6.1 million of cash provided from the sale of investments and dispositions of non-core real estate.

Net cash provided by financing activities was $1.9 million and $25.1 million for the six months ended December 30, 2001 and December 31, 2000, respectively. Cash used for financing activities in the first six months of fiscal 2002 included $1.9 million of net proceeds from the issuance of additional debt. Cash provided by financing activities in the first six months of fiscal 2001, included $24.5 million of net proceeds from the issuance of additional debt and $0.6 million from the issuance of stock.

At December 30, 2001, $4.7 million of promissory notes were due to us from an unaffiliated third party and are recorded in other assets. The promissory notes earn $1.3 million of annual cash interest and are being accreted to a face value of $12.2 million though interest income. The promissory notes are secured by $12.2 million face value of our outstanding 10.75% senior subordinated debentures due 2009 acquired by the third party. The third party may sell these debentures for cash provided that it satisfies its obligation under its promissory notes.

Our principal cash requirements include debt service, capital expenditures, and the payment of other liabilities including postretirement benefits, environmental investigation and remediation obligations, and litigation settlements and related costs. We expect that cash on hand, cash generated from operations, cash available from borrowings and additional financing, and proceeds received from dispositions of non-core assets will be adequate to satisfy our cash requirements during the next twelve months.

We are required under the credit agreement to comply with certain financial and non-financial loan covenants, including maintaining certain interest and fixed charge coverage ratios and maintaining certain indebtedness to EBITDA ratios at the end of each fiscal quarter. Our most restrictive covenant is the interest coverage ratio, which represents the ratio of EBITDA to interest expense, as defined in the credit agreement. At December 30, 2001, the interest coverage ratio was 2.42, which exceeded the minimum requirement of 2.0. Additionally, the credit agreement restricts annual capital expenditures to $40 million during the life of the facility. For the six months ended December 30, 2001, capital expenditures were $7.3 million. Except for assets of our subsidiaries that are not guarantors of the credit agreement, substantially all of our assets are pledged as collateral under the credit agreement. The credit agreement restricts the payment of dividends to our shareholders to an aggregate of the lesser of $0.01 per share or $0.4 million over the life of the agreement. Noncompliance with any of the financial covenants without cure or waiver would constitute an event of default under the credit agreement. An event of default resulting from a breach of a financial covenant may result, at the option of lenders holding a majority of the loans, in an acceleration of the principal and interest outstanding, and a termination of the revolving credit line. At December 30, 2001, we were in compliance with the covenants under the credit agreement.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In June 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 141, "Accounting for Business Combinations." This statement requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001, and establishes specific criteria for the recognition of intangible assets separately from goodwill. We will follow the requirements of this statement for business acquisitions made after June 30, 2001. There were no acquisitions for the quarter ended December 30, 2001.

In June 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 142, "Accounting for Goodwill and Other Intangible Assets." This statement requires that goodwill and intangible assets deemed to have an indefinite life not be amortized. Instead of amortizing goodwill and intangible assets deemed to have an indefinite life, the statement requires a test for impairment to be performed annually, or immediately if conditions indicate that such an impairment could exist. The amortization period of intangible assets with finite lives will no longer be limited to forty years. This statement is effective for fiscal years beginning after December 15, 2001, and permits early adoption for fiscal years beginning after March 15, 2001. We have adopted SFAS No. 142 on July 1, 2001. As a result of adopting SFAS No. 142, we will no longer amortize goodwill of approximately $12.5 million per year. Using the fair value measurement requirement, rather than the undiscounted cash flows approach, we expect to record an impairment from the implementation of SFAS No. 142. The initial evaluation of reporting units on a fair value basis, as required from the implementation of SFAS No. 142, indicates that an impairment exists at reporting units within our aerospace fasteners segment. Based upon the initial evaluation, the estimated range of impairment is between $60 million to $65 million. However, once impairment is determined at a reporting unit, SFAS No. 142 requires that the amount of goodwill impairment be determined based on what the balance of goodwill would have been if purchase accounting were applied at the date of impairment. We have not completed that analysis, but we expect to complete this analysis prior to June 30, 2002. If the carrying amount of goodwill exceeds its fair value, an impairment loss must be recognized in an amount equal to that excess. Once an impairment loss is recognized, the adjusted carrying amount of goodwill will become the new accounting basis of goodwill. The actual amount of impairment could be significantly different than the range provided above. We are currently measuring the amount of impairment of goodwill to be recorded from adopting this standard.

In June 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 143, "Accounting for Asset Retirement Obligations". This statement addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and associated asset retirement costs. It applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development, and normal operation of a long-lived asset, except for certain lease obligations. This statement is effective for fiscal years beginning after June 15, 2002. We are currently evaluating the impact of adopting this standard.

In October 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-lived Assets," which supersedes SFAS No. 121. Though it retains the basic requirements of SFAS 121 regarding when and how to measure an impairment loss, SFAS 144 provides additional implementation guidance. SFAS 144 applies to long-lived assets to be held and used or to be disposed of, including assets under capital leases of lessees; assets subject to operating leases of lessors; and prepaid assets. SFAS 144 also expands the scope of a discontinued operation to include a component of an entity, and eliminates the current exemption to consolidation when control over a subsidiary is likely to be temporary. This statement is effective for fiscal years beginning after December 15, 2001. We are currently evaluating the impact of adopting this standard.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

In fiscal 1998, we entered into a ten-year interest rate swap agreement to reduce our cash flow exposure to increases in interest rates on variable rate debt. The ten-year interest rate swap agreement provides us with interest rate protection on $100 million of variable rate debt, with interest being calculated based on a fixed LIBOR rate of 6.24% to February 17, 2003. On February 17, 2003, the bank with which we entered into the interest rate swap agreement, will have a one-time option to elect to cancel the agreement or to do nothing and proceed with the transaction, using a fixed LIBOR rate of 6.715% for the period February 17, 2003 to February 19, 2008.

We did not elect to pursue hedge accounting for the interest rate swap agreement, which was executed to provide an economic hedge against cash flow variability on the floating rate note. When evaluating the impact of SFAS No. 133 on this hedge relationship, we assessed the key characteristics of the interest rate swap agreement and the note. Based on this assessment, we determined that the hedging relationship would not be highly effective. The ineffectiveness is caused by the existence of the embedded written call option in the interest rate swap agreement, and the absence of a mirror option in the hedged item. As such, pursuant to SFAS No. 133, we designated the interest rate swap agreement in the no hedging designation category. Accordingly, we have recognized a non-cash decrease in fair market value of interest rate derivatives of $2.9 million and $4.4 million, in the six months ended December 30, 2001 and December 31, 2000, respectively, as a result of the fair market value adjustment for our interest rate swap agreement.

The fair market value adjustment of these agreements will generally fluctuate based on the implied forward interest rate curve for 3-month LIBOR. If the implied forward interest rate curve decreases, the fair market value of the interest hedge contract will increase and we will record an additional charge. If the implied forward interest rate curve increases, the fair market value of the interest hedge contract will decrease, and we will record income.

In March 2000, the Company issued a floating rate note with a principal amount of $30,750,000. Embedded within the promissory note agreement is an interest rate cap. The embedded interest rate cap limits the 1-month LIBOR interest rate that we must pay on the note to 8.125%. At execution of the promissory note, the strike rate of the embedded interest rate cap of 8.125% was above the 1-month LIBOR rate of 6.61%. Under SFAS 133, the embedded interest rate cap is considered to be clearly and closely related to the debt of the host contract and is not required to be separated and accounted for separately from the host contract. We are accounting for the hybrid contract, comprised of the variable rate note and the embedded interest rate cap, as a single debt instrument.

The table below provides information about our derivative financial instruments and other financial instruments that are sensitive to changes in interest rates, which include interest rate swaps. For interest rate swaps, the table presents notional amounts and weighted average interest rates by expected (contractual) maturity dates. Notional amounts are used to calculate the contractual payments to be exchanged under the contract. Weighted average variable rates are based on implied forward rates in the yield curve at the reporting date.

(In thousands) Expected Fiscal Year Maturity Date	2003	
Type of Interest Rate Contracts	Interest Rate Cap	Vari
Variable to Fixed	$30,750	
Fixed LIBOR rate	N/A	
LIBOR cap rate	8.125%	
Average floor rate	N/A	
Weighted average forward LIBOR rate	2.64%	
Fair Market Value at December 30, 2001	$27	

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The information required to be disclosed under this Item is set forth in Footnote 5 (Contingencies) of the Consolidated Financial Statements (Unaudited) included in this Report.

Item 2. Changes in Securities and Use of Proceeds

At the Annual Meeting held on November 13, 2001, our Stockholders approved the issuance of 86,942 stock options (in the aggregate) to non-employee directors. The shares to be issued pursuant to these stock options will be registered with the Securities and Exchange Commission within a few months. A description of the stock options was included in our Proxy Statement for the November 13, 2001 Annual Meeting.

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

The Annual Meeting of our Stockholders was held on November 13, 2001. Seven matters of business were voted upon:

- Proposal 1 - to elect ten directors for the ensuing year;
- Proposal 2 - to approve the issuance of 86,942 stock options to non-employee directors;
- Proposal 3 - to approve the material terms of the fiscal 2002 performance goals and incentive compensation for the Senior Vice President, Tax;
- Proposal 4 - to approve the material terms of the fiscal 2002 performance goals and incentive compensation for the Chief Financial Officer;
- Proposal 5 - to approve the material terms of the fiscal 2002 performance goals and incentive compensation for the

Executive Vice President;

- o Proposal 6 - to approve the material terms of the fiscal 2002 performance goals and incentive compensation for the President;
- o Proposal 7 - to approve the material terms of the fiscal 2002 performance goals and incentive compensation for the Chief Executive Officer.

The following tables provide the results of shareholder voting on each proposal, expressed in number of votes:

Proposal 1

Directors:	Votes For	Votes Withheld
Melville R. Barlow	42,025,944	3,662,092
Mortimer M. Caplin	42,024,044	3,663,992
Philip David	42,025,044	3,662,992
Robert E. Edwards	42,030,724	3,657,312
Steven L. Gerard	42,027,444	3,660,592
Harold J. Harris	42,022,244	3,665,792
Daniel Lebard	42,025,744	3,662,292
Herbert S. Richey	42,022,244	3,665,792
Eric I. Steiner	40,969,693	4,718,343
Jeffrey J. Steiner	40,964,693	4,723,343

	Votes For	Votes Against	Abstai
Proposal 2	41,650,095	3,996,727	41,21
Proposal 3	37,250,214	4,183,500	51,15
Proposal 4	37,264,015	4,173,691	47,15
Proposal 5	37,270,310	4,183,250	31,30
Proposal 6	37,252,838	4,183,250	31,30
Proposal 7	37,251,838	4,205,550	27,47

Item 5. Other Information

Articles have appeared in the French press reporting an inquiry by a French magistrate into allegedly improper business transactions involving Elf Acquitaine, a French petroleum company, its former chairman and various third parties, including Maurice Bidermann. In connection with this inquiry, the magistrate has made inquiry into allegedly improper transactions between Mr. Jeffrey Steiner and that petroleum company. In response to the magistrate's request, Mr. Steiner has submitted written statements concerning the transactions and appeared in person, in France, before the magistrate and others. The magistrate put Mr. Steiner under examination (mis en examen) with respect to this matter and imposed a surety (caution) of ten million French Francs which has been paid. The examining magistrate has notified Mr. Steiner that she intends to transmit the dossier to the Republic prosecutor (procureur de la Republique) for his consideration. However, to date, Mr. Steiner has not been charged.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

None

(b) Reports on Form 8-K:

There were no reports filed on Form 8-K during the quarter ended December 30, 2001 for which this report is filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to the signed on its behalf by the undersigned hereunto duly authorized.

For THE FAIRCHILD CORPORATION
(Registrant) and as its Chief
Financial Officer:

By: /s/ JOHN L. FLYNN

John L. Flynn
Senior Vice President and
Chief Financial Officer

Date: February 8, 2002