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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**June 4, 2004**

**Date of Report (Date of earliest event reported)**

**Commission File Number 1-6560**

**THE FAIRCHILD CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**34-0728587**

(I.R.S. Employer Identification No.)

**1750 Tysons Boulevard, Suite 1400, McLean, VA 22102**

(Address of principal executive offices)

**(703) 478-5800**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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## **FORWARD-LOOKING STATEMENTS:**

Certain statements in this filing 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: our ability to find, finance, acquire and successfully operate one or more new businesses; product demand; weather conditions in Europe during peak business periods; timely deliveries from vendors; our dependence on the aerospace industry; customer satisfaction and quality issues; labor disputes; competition; our ability to achieve and execute internal business plans; worldwide political instability and economic growth; military conflicts; reduced airline revenues as a result of the September 11, 2001 terrorist attacks on the United States, and their aftermath; reduced airline travel due to infectious diseases; and the impact of any economic downturns and inflation.

If one or more of these and other 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 report, 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 filing, even if new information, future events or other circumstances have made them incorrect or misleading.

## **ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.**

(C) Exhibits.

99 Press Release Dated August 4, 2004, regarding our operating results for the third quarter ended June 30, 2004.

## **ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION:**

On August 4, 2004, we issued a press release announcing our operating results for the third quarter ended June 30, 2004. A copy of the press release is attached hereto as Exhibit 99, and is hereby incorporated by reference.

**SIGNATURES:**

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

Dated: August 4, 2004

THE FAIRCHILD CORPORATION

By: /s/ JOHN L. FLYNN

Name: John L. Flynn

Title: Chief Financial Officer and  
Senior Vice President, Tax



Contact: John L. Flynn  
Chief Financial Officer  
703-478-5830  
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**FAIRCHILD ANNOUNCES SUBSTANTIALLY IMPROVED RESULTS FOR THE QUARTER ENDED JUNE 30, 2004.**

**McLean, Virginia (August 4, 2004)** - The Fairchild Corporation (NYSE: FA), announced today \$9.9 million, or \$0.39 per share, of earnings from continuing operations for the quarter ended June 30, 2004, as compared to a loss of \$17.4 million, or \$0.69 per share, from continuing operations for the quarter ended June 30, 2003. Non-cash items included in earnings from continuing operations for the current quarter were a \$4.9 million fair market value gain on an interest rate hedge contract, a \$4.0 million income tax benefit, a \$1.2 million impairment charge, \$1.3 million of non-cash interest expense, and \$2.2 million of depreciation expense. One-time expenses included a \$0.6 million restructuring charge and a \$0.7 million severance payment. Overall revenues increased by \$96.7 million, or 467%, in the third quarter, as compared to the third quarter fiscal 2003, due primarily to the acquisition of Fairchild Sports, which includes Hein Gericke and IFW acquired on November 1, 2003, and Polo Express acquired on January 2, 2004. Net income for the quarter ended June 30, 2004, was \$7.1 million, or \$0.28 per share, as compared to a net loss of \$32.4 million, or \$1.29 per share, for the quarter ended June 30, 2003. Net income was after recording a \$4.0 million expense in discontinued operations for environmental issues related to a former business.

Fairchild Sports is a seasonal business with historic trends of higher volumes of sales and profits during months from March through September. Revenues for Fairchild Sports between April and June 2004 were \$91.9 million, which generated pre-tax earnings of \$9.2 million. Eric Steiner, President and Chief Operating Officer of The Fairchild Corporation stated: "Revenues for the three months ended June 30, 2004, at Fairchild Sports were \$91.9 million despite poor weather conditions in Europe which affected motorcycle use and with it, our sales. In addition, Fairchild Sports has continued its solid trend with revenues of \$29.0 million in July 2004. This is a recent acquisition and our efforts to improve the business are just beginning to translate into tangible

economic results. These businesses offer substantial long-term growth opportunities for global expansion and product enhancement, which we intend to pursue.”

Hein Gericke, PoloExpress and IFW design, manufacture and sell protective clothing, helmets and technical accessories for motorcyclists. Hein Gericke operates 147 retail shops in Austria, Belgium, England, France, Germany, Italy, Luxembourg and the Netherlands, and PoloExpress operates 85 retail shops in Germany. IFW, located in Tustin, California, is a designer and distributor of motorcycle apparel, boots and helmets, under several labels, including First Gear and Hein Gericke. In addition, IFW designs and produces apparel under private labels for third parties, including Harley-Davidson.

### **About The Fairchild Corporation**

In addition to Fairchild Sports, The Fairchild Corporation is engaged in the aerospace distribution business which stocks and distributes a wide variety of parts to operators and aerospace companies providing aircraft parts and services to customers worldwide. The Fairchild Corporation also owns and operates a shopping center located in Farmingdale, New York. Additional information is available on The Fairchild Corporation web site ([www.fairchild.com](http://www.fairchild.com)).

This news release may contain forward looking statements within the meaning of Section 27-A of the Securities Act of 1933, as amended, and Section 21-E of the Securities Exchange Act of 1934, as amended. The Company’s actual results could differ materially from those set forth in the forward-looking statements, as a result of the risks associated with the Company’s business, changes in general economic conditions, and changes in the assumptions used in making such forward-looking statements.

**THE FAIRCHILD CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share data)

	Three Months Ended		Nine months Ended	
	6/30/04	6/30/03	6/30/04	6/30/03
<b>REVENUE:</b>				
Net sales	\$ 114,655	\$ 18,257	\$ 234,100	\$ 51,414
Rental revenue	2,704	2,435	7,591	6,811
	117,359	20,692	241,691	58,225
<b>COSTS AND EXPENSES:</b>				
Cost of goods sold	69,508	15,028	146,900	41,376
Cost of rental revenue	1,759	1,638	4,933	4,433
Selling, general & administrative	37,159	7,534	95,378	52,863
Other (income) expense, net	784	(1,410)	(1,336)	(2,484)
Impairment charges	1,206	6,726	1,206	6,726
Restructuring	563	-	563	-
	110,979	29,516	247,644	102,914
<b>OPERATING INCOME (LOSS)</b>	6,380	(8,824)	(5,953)	(44,689)
Interest expense	5,677	4,355	16,876	26,961
Interest income	(127)	(816)	(1,174)	(9,218)
Net interest expense	5,550	3,539	15,702	17,743
Investment income (loss)	890	(618)	1,160	32
Increase (decrease) in fair market value of interest rate contract	4,920	(1,925)	5,783	(898)
Earnings (loss) from continuing operations before taxes	6,640	(14,906)	(14,712)	(63,298)
Income tax benefit (provision)	3,968	(1,745)	3,895	(7,788)
Equity in loss of affiliates, net	(734)	(807)	(734)	(1,066)
Minority interest, net	-	39	-	39
Earnings (loss) from continuing operations	9,874	(17,419)	(11,551)	(72,113)
Loss from discontinued operations, net	(3,631)	(4,718)	(5,974)	(3,555)
Gain (loss) on disposal of discontinued operations, net	809	(10,298)	9,502	29,784
Cumulative effect of change in accounting for investment in affiliate, net	-	-	230	-
<b>NET EARNINGS (LOSS)</b>	\$ 7,052	\$ (32,435)	\$ (7,793)	\$ (45,884)
<b>BASIC AND DILUTED EARNINGS (LOSS) PER SHARE:</b>				
Earnings (loss) from continuing operations	\$ 0.39	\$ (0.69)	\$ (0.46)	\$ (2.86)
Loss from discontinued operations, net	(0.14)	(0.19)	(0.24)	(0.14)
Gain (loss) on disposal of discontinued operations, net	0.03	(0.41)	0.38	1.18
Cumulative effect of change in accounting for investment in affiliate, net	-	-	0.01	-
<b>NET EARNINGS (LOSS)</b>	\$ 0.28	\$ (1.29)	\$ (0.31)	\$ (1.82)
<b>Revenues by Segment:</b>				
Sports & Leisure Segment (a)	\$ 91,920	\$ -	\$ 171,405	\$ -
Aerospace Segment	22,735	18,232	62,694	51,389
Real Estate Operations Segment	2,704	2,435	7,591	6,811
Corporate and Other	-	25	1	25
Total	\$ 117,359	\$ 20,692	\$ 241,691	\$ 58,225
<b>Operating Income (Loss) by Segment:</b>				
Sports & Leisure Segment (a)	\$ 10,385	\$ -	\$ 5,772	\$ -
Aerospace Segment	1,389	(6,593)	2,632	(6,982)
Real Estate Operations Segment	849	696	2,396	2,139
Corporate and Other	(6,243)	(2,927)	(16,753)	(39,846)
Total	\$ 6,380	\$ (8,824)	\$ (5,953)	\$ (44,689)

(a) – Actual results for the nine months ended June 30, 2004, include only eight months of results from the sports & leisure segment since its acquisition on November 1, 2003.

