

# FORM 3

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

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility  
 Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Natalia Hercot c/o The Fairchild Corporation 45025 Aviation Drive, Suite 400 Dulles VA 20166	2. Date of Event Requiring Statement (Month/Day/Year) 12/31/2003	3. Issuer Name and Ticker or Trading Symbol The Fairchild Corporation [FA]	
		4. Relationship of Reporting Person(s) to Issuer (check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If amendment, Date Original Filed (Month/Day/Year)
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More Than One Reporting Person			

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	45,196	D	
Class A Common Stock	15,000	I	Spouse
Class B Common Stock	15,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Form 3 (cont.)  
 Name and Address of Reporting Person  
 Natalia Hercot  
 c/o The Fairchild Corporation  
 45025 Aviation Drive, Suite 400  
 Dulles VA 20166

Issuer Name and Ticker or Trading Symbol  
 The Fairchild Corporation [FA]

Period Of Report  
 12/31/2003

**Table II -Derivative Securities Beneficially Owned  
 (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (mm/dd/yy)		3. Title and Amount of Securities Underlying Derivative Securities (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exer- cisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	(7)	(2)	Class A Common Stock	15,000	(1)	D	
Employee Stock Option (Right to Buy)	(3)	09/18/2005	Class A Common Stock	5,000	\$6.5625	D	
Employee Stock Option (Right to Buy)	(4)	09/20/2006	Class A Common Stock	31,668	\$3.10	D	
Deferred Compensation Units (5)	01/20/2004	01/20/2004	Class A Common Stock	6,641	(6)	D	

Explanation of Responses:

- (1) - One share Class A Common Stock for one share Class B Common Stock.
- (2) - No expiration date
- (3) - Exercisable in 25% annual increments on 9/19/01; 9/19/02; 9/19/03; 9/19/04.
- (4) - Exercisable in 25% annual increments on 9/21/02; 9/21/03; 9/21/04; 9/21/05.
- (5) - The Reporting Person elected to defer receipt of shares of common stock issuable upon exercise of her option, resulting in the accrual to her account of a corresponding no. of Deferred Compensation Units.
- (6) - One share Class A Common Stock for one Deferred Compensation Unit.
- (7) - Immediately exercisable.

By:/s/ Donald E. Miller, Attorney-in-Fact  
 \*\*Signature of Reporting Person

1/5/2004  
 Date

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Donald E. Miller and Ernesto R. Beckford, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and Confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of December, 2003.

/s/ Natalia Hercot  
Signature

Print name: Natalia Hercot

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