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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**

**February 9, 2006  
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 finance and successfully operate our retail businesses; our ability to accurately predict demand for our products; our ability to receive timely deliveries from vendors; our ability to raise cash to meet seasonal demands; our dependence on the retail and aerospace industries; our ability to maintain customer satisfaction and deliver products of quality; our ability to properly assess our competition; our ability to improve our operations to profitability status; our ability to liquidate non-core assets to meet cash needs; our ability to attract and retain highly qualified executive management; our ability to achieve and execute internal business plans; weather conditions in Europe during peak business season and on weekends; labor disputes; competition; worldwide political instability and economic growth; military conflicts, including terrorist activities; 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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On February 9, 2006, we issued a press release announcing our operating results for the first quarter ended December 31, 2005. A copy of the press release is attached hereto as Exhibit 99, and is hereby incorporated by reference.

## **ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(C) Exhibits.

99 Press Release dated February 9, 2006, regarding our operating results for the first quarter ended December 31, 2005.

## **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: February 9, 2006

By: /s/ DONALD E. MILLER  
Name: Donald E. Miller  
Title: Executive Vice President,  
Corporate Secretary and General Counsel

**Exhibit 99**



Contact: James G. Fox  
Chief Financial Officer  
703-478-5830  
Email: [jfox@fairchild.com](mailto:jfox@fairchild.com)

**FAIRCHILD REPORTS NET EARNINGS OF \$1.9 MILLION FOR THE QUARTER ENDED DECEMBER 31, 2005.**

**McLean, Virginia (February 9, 2006)** - The Fairchild Corporation (NYSE: FA), reported today \$1.9 million, or \$0.07 per share, of net earnings for the quarter ended December 31, 2005, as compared to a net earnings of \$0.9 million, or \$0.04 per share, for the quarter ended December 31, 2004. Net earnings included \$12.5 million of gains earned from the disposal of discontinued operations in each of the three months ended December 31, 2005, and December 31, 2004, respectively. The Company's loss from continuing operations was \$10.2 million, or \$0.41 per share, for the quarter ended December 31, 2004, as compared to a loss from continuing operations of \$12.0 million, or \$0.48 per share, for the quarter ended December 31, 2004. The loss from continuing operations for the three months ended December 31, 2005, benefited from \$4.7 million of proceeds received from the settlement of litigation, offset partially by \$0.6 million of related legal fees.

Overall revenues decreased by \$12.9 million, or 20.1%, in the first quarter of fiscal 2006, as compared to the first quarter of fiscal 2005. The first three months of fiscal 2006, included revenues of \$34.4 million at the Company's sports & leisure segment, which was \$8.7 million less than the prior period. The difference was due primarily to a decline in business at IFW and \$3.0 million from a stronger dollar as compared to the euro in the current period. Revenues decreased by \$4.4 million at the Company's aerospace segment due primarily to the delivery of an unusually large order in the three months ended December 31, 2004. Results for the Company's quarter ended December 31, 2005 are included in the attached table.

The Company's sports & leisure business is a seasonal, with historic trends of higher volumes of sales and profits during months from March through September.

## **About The Fairchild Corporation**

The business of Fairchild consists of three segments: sports & leisure, aerospace, and real estate operations. Fairchild's sports and leisure segment, known as Fairchild Sports, is comprised of Hein Gericke, PoloExpress and Intersport Fashions West. Fairchild Sports designs and sells motorcycle protective apparel, helmets, and a large selection of technical accessories, for motorcyclists. Together, Hein Gericke and PoloExpress operate 232 retail shops in Germany, the United Kingdom, Austria, Belgium, France, Italy, Luxembourg, the Netherlands, and Switzerland. Intersport Fashions West, located in Tustin, California, is a designer and distributor of motorcycle protective apparel, boots and helmets. Fairchild's aerospace segment 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. Fairchild's real estate operations segment 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 (UNAUDITED)**  
(In thousands, except per share data)

	Three Months Ended	
	12/31/05	12/31/04
<b>REVENUE:</b>		
Net sales	\$ 51,310	\$ 64,352
Rental revenue	237	137
	<b>51,547</b>	<b>64,489</b>
<b>COSTS AND EXPENSES:</b>		
Cost of goods sold	32,088	42,556
Cost of rental revenue	56	43
Selling, general & administrative	28,073	32,642
Pension & postretirement	928	1,260
Other income, net	(573)	(1,749)
Amortization of intangibles	128	143
	60,700	74,895
<b>OPERATING LOSS</b>	<b>(9,153)</b>	<b>(10,406)</b>
Net interest expense	(2,751)	(3,168)
Investment income	928	131
Increase in fair market value of interest rate contract	836	1,675
Loss from continuing operations before taxes	(10,140)	(11,768)
Income tax provision	(65)	(70)
Equity in loss of affiliates, net	(42)	(200)
Loss from continuing operations	(10,247)	(12,038)
Earnings (loss) from discontinued operations, net	(370)	440
Gain on disposal of discontinued operations, net	12,500	12,500
<b>NET EARNINGS</b>	<b>\$ 1,883</b>	<b>\$ 902</b>
<b>BASIC AND DILUTED EARNINGS (LOSS) PER SHARE:</b>		
Loss from continuing operations	\$ (0.41)	\$ (0.48)
Earnings (loss) from discontinued operations, net	(0.02)	0.02
Gain on disposal of discontinued operations, net	0.50	0.50
<b>NET EARNINGS</b>	<b>\$ 0.07</b>	<b>\$ 0.04</b>
Basic and diluted weighted average shares outstanding:	25,226	25,195
<b>REVENUES BY SEGMENT:</b>		
Sports & Leisure Segment	\$ 34,430	\$ 43,115
Aerospace Segment	16,880	21,237
Real Estate Operations Segment	258	258
Intercompany Eliminations	(21)	(121)
<b>Total</b>	<b>\$ 51,547</b>	<b>\$ 64,489</b>
<b>OPERATING INCOME (LOSS) BY SEGMENT:</b>		
Sports & Leisure Segment	\$ (7,100)	\$ (5,518)
Aerospace Segment	567	1,417
Real Estate Operations Segment	140	139
Corporate and Other	(2,760)	(6,444)
<b>Total</b>	<b>\$ (9,153)</b>	<b>\$ (10,406)</b>