

THE FAIRCHILD CORPORATION

Code of Ethics for Senior Financial Officers

The Fairchild Corporation (the "Corporation") is committed to adhering to the highest ethical standards with respect to its management and the disclosure of information in connection with the business and operations of the Corporation. Accordingly, the Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer (or Controller), and all persons performing similar functions on behalf of the Corporation are required to certify to the statements below at least once a year:

To the Corporation's Chief Financial Officer and Corporate Secretary:

In my role as _____ of the Corporation, I certify to you that I adhere to and advocate the following principles and responsibilities governing my professional and ethical conduct.

To the best of my knowledge and ability:

1. I act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
2. I provide full, fair, accurate, timely and understandable disclosure in reports filed with the Securities and Exchange Commission and in other public communications.
4. I comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
5. I report to the appropriate persons any violations of the Corporation's Code of Ethics.

Signature

Print name

Date