



207 775 8755 Tel Direct  
207 761 6020 Fax

dan.boxer@fairchildsemi.com

Fairchild Semiconductor  
82 Running Hill Road  
South Portland, ME 04106

Daniel E. Boxer  
Executive Vice President  
General Counsel  
Chief Administrative Officer

0956

August 12, 2002

**VIA HAND DELIVERY**

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549  
Attention: Jonathan G. Katz, Secretary

RECEIVED  
OFFICE OF THE SECRETARY  
AUG 13 2002

Re: Fairchild Semiconductor International, Inc. Sworn Statements

Dear Mr. Katz:

Pursuant to the Order of the Securities and Exchange Commission requiring the filing of sworn statements pursuant to Section 21(a) of the Securities Exchange Act of 1934 (File No. 4-460), I am enclosing a sworn statement from each of Kirk P. Pond, principal executive officer, and Joseph R. Martin, principal financial officer, of Fairchild Semiconductor International, Inc.

Please acknowledge receipt of this letter and the attached statements by stamping and returning the enclosed copy of this letter to the messenger or in the self-addressed stamped envelope provided.

If you have any questions, please contact me at 207-775-8755.

Yours truly,

A handwritten signature in cursive script that reads "Daniel E. Boxer".

Daniel E. Boxer

DEB/bec  
Enclosures

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**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND  
PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND  
CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Joseph R. Martin, state and attest that:

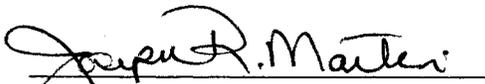
(1) To the best of my knowledge, based upon a review of the covered reports of Fairchild Semiconductor International, Inc. (the "Company") and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- the annual report on Form 10-K for the year ended December 30, 2001 of the Company; and
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of the Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.



Joseph R. Martin  
Executive Vice President and Chief Financial Officer  
(principal financial officer)  
Fairchild Semiconductor International, Inc.

August 12, 2002

Subscribed and sworn to  
before me this 12<sup>th</sup> day of  
August, 2002

  
Notary Public

My commission expires:

RECEIVED  
OFFICE OF THE SECRETARY

AUG 13 2002

DIANE L. LOVEJOY  
Notary Public, Maine  
My Commission Expires August 11, 2003