

NATIONAL STEEL & SHIPBUILDING CO  
Form S-3ASR  
December 08, 2008

As filed with the Securities and Exchange Commission on December 8, 2008

Registration No. 333-

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

**Form S-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**General Dynamics Corporation\***

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2941 Fairview Park Drive, Suite 100**

**Falls Church, Virginia 22042-4513**

**(703) 876-3000**

**13-1673581**  
(I.R.S. Employer  
Identification No.)

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**David A. Savner, Esq.**

**Senior Vice President, General Counsel and Secretary**

**2941 Fairview Park Drive, Suite 100**

**Falls Church, Virginia 22042-4513**

**(703) 876-3000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

**Joseph P. Gromacki, Esq.**

**Brian R. Boch, Esq.**

**Jenner & Block LLP**

**330 N. Wabash Avenue**

**Chicago, Illinois 60611**

**(312) 222-9350**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

**Announcement**

Company announces additional listing.

(1 May 2013)

**Announcement**

Company announces purchase of shares to be held in Treasury to satisfy grants made under employee share plans.

(14 May 2013)

**Announcement**

Company announces appointment of Ivan Menezes as CEO from 1 July 2013.

(7 May 2013)

**Announcement**

Messrs Blazquez, Morgan and Millian, PDMRs, inform the Company of their beneficial interests.

(15 May 2013)

**Announcement**

Mr Blazquez, a person discharging managerial responsibilities (“PDMR”) informs the Company of his beneficial interests.

(9 May 2013)

**Announcement**

Company announces purchase of shares to be held in Treasury to satisfy grants made under employee share plans.

(15 May 2013)

**Announcement**

Company announces purchase of shares to be held in Treasury to satisfy grants made under employee share plans.

(10 May 2013)

**Announcement**

Company announces purchase of shares to be held in Treasury to satisfy grants made under employee share plans.

(16 May 2013)

**Announcement**

Company notified of transactions in respect of the Diageo Share Incentive Plan and Mr Walsh, Ms Mahlan and PDMRs inform the Company of their interests therein.

Dr Humer informs the Company of his beneficial interests.

Mr Williams, a PDMR, informs the Company of his beneficial interests.

(10 May 2013)

**Announcement**

Mr Morgan, a PDMR, informs the Company of his beneficial interests.

(16 May 2013)

**Announcement**

Company announces purchase of shares to be held in Treasury to satisfy grants made under employee share plans.

(10 May 2013)

**Announcement**

Messrs Grover and Proctor, PDMRs, inform the Company of their beneficial interests.

(17 May 2013)

**Announcement**

Company announces purchase of shares to be held in Treasury to satisfy grants made under employee share plans.

(13 May 2013)

**Announcement**

Company announces total voting rights.

(31 May 2013)

**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, thereunto duly authorised.

Diageo plc

(Registrant)

Date: 11 July 2013 By: /s/ C Kyanston  
Name: C Kyanston  
Title: Assistant Company Secretary

**Company** Diageo PLC  
**TIDM** DGE  
**Headline** Additional Listing  
**Released** 08:14 01-May-2013  
**Number** 30811-33B9

TO: Regulatory Information Service  
PR Newswire

RE: Paragraph 3.5.5 of the Listing Rules

Diageo plc - Additional Listing

In conformity with Paragraph 3.5.5 of the Listing Rules, Diageo plc (the "Company") would like to notify the market of the following:

Application has been made to the UK Listing Authority of the Financial Conduct Authority and the London Stock Exchange for the Block Listing of 800,000 ordinary shares of 28 101/108 pence ("Ordinary Shares") each fully paid, ranking pari passu with the existing issued Ordinary Shares of the Company:

Of these, 300,000 Ordinary Shares are to be admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities upon allotment in connection with the Diageo plc Associated Companies Share Option Plan (otherwise known as the Diageo Associated Companies Share Plan) and 500,000 Ordinary Shares are to be admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities upon allotment in connection with the Diageo plc Associated Companies Share Incentive Plan.

J Nicholls

Deputy Company Secretary

1 May 2013

**Company** Diageo PLC

**TIDM** DGE

**Headline** Appointment of CEO

**Released** 07:00 07-May-2013

**Number** 0892E07

RNS Number : 0892E

Diageo PLC

07 May 2013

7th May 2013

**Diageo announces appointment of Ivan Menezes as CEO from 1 July 2013**

Diageo has today announced that Ivan Menezes will be appointed Chief Executive of Diageo with effect from 1 July 2013. Paul Walsh, who will step down from the Board at the September 2013 Annual General Meeting, will retire from the company on 30 June 2014. In the last 12 months he will focus on transitioning critical partner and external relationships to Ivan. These will include those relationships essential to recent acquisitions.

Dr Franz B. Humer, Chairman of Diageo said:

'Paul is an outstanding Chief Executive. He has served our business, its shareholders, employees and partners with enormous imagination and dedication over the past 13 years. I know he is justly proud of Diageo and its people and he leaves a great legacy for his successor. The Board is immensely grateful for his ambitious and thoughtful stewardship of the business and its people. The transition process which has been put in place enables Paul to contribute his knowledge and experience during Ivan's first year as Chief Executive Officer.

We are delighted to have a leader of Ivan's talents and global experience to succeed Paul. The handover is being made at a time when the business is strong and Ivan takes on the role of CEO at an exciting stage of the company's global development. The Board is confident that Ivan will inspire our organisation and Diageo will continue to achieve our medium-term performance objectives.'

**ENDS**

**Contacts**

Investor enquiries to: Catherine James + 44 (0) 20 8978 2272

[investor.relations@diageo.com](mailto:investor.relations@diageo.com)

Media enquiries to: Rowan Pearman +44 (0) 20 8978 4751

Lisa Crane +44 (0) 20 8978 4771

press.office@diageo.com

**Editor notes**

Diageo is the world's leading premium drinks business with an outstanding collection of beverage alcohol brands across spirits, beer and wine. These brands include Johnnie Walker, Crown Royal, J B, Buchanan's, Windsor and Bushmills whiskies, Smirnoff, Cîroc and Ketel One vodkas, Baileys, Captain Morgan, Jose Cuervo, Tanqueray and Guinness. Diageo is a global company, with its products sold in more than 180 countries around the world. The company is listed on both the New York Stock Exchange (DEO) and the London Stock Exchange (DGE). For more information about Diageo, its people, brands, and performance, visit us at [Diageo.com](http://Diageo.com). For our global resource that promotes responsible drinking through the sharing of best practice tools, information and initiatives, visit [DRINKiQ.com](http://DRINKiQ.com).

Celebrating life, every day, everywhere.

This information is provided by RNS

The company news service from the London Stock Exchange

END

**Company** Diageo PLC  
**TIDM** DGE  
**Headline** Director/PDMR Shareholding  
**Released** 14:57 09-May-2013  
**Number** 31456-4EEA

TO: Regulatory Information Service  
PR Newswire

RE: Paragraph 3.1.4 of the Disclosure and Transparency Rules

The notifications listed below were received under Paragraph 3.1.2 of the Disclosure and Transparency Rules.

Diageo plc (the "Company") announces that it received notification on 9 May 2013 that Nick Blazquez, a person discharging managerial responsibility ('PDMR'), exercised options on 8 May 2013 over 65,126 ordinary shares of 28 101/108 pence each in the Company ("Ordinary Shares") granted under the Company's Senior Executive Share Option Plan ("SESOP"). The options were granted on 17 September 2009 at an exercise price of £9.52 per Ordinary Share.

Of the shares arising, Mr Blazquez sold 64,426 Ordinary Shares at a price per Ordinary Share of £19.81.

Separately, Mr Blazquez sold 1,250 Ordinary Shares held in his own name on 8 May 2013 at a price per Ordinary Share of £19.80.

As a result of the above transactions, Mr Blazquez's interests in the Company's Ordinary Shares (excluding options, awards under the Company's LTIPs and interests as a potential beneficiary of the Company's Employee Benefit Trusts) have increased to 72,425.

J Nicholls

Deputy Company Secretary

9 May 2013

**Company** Diageo PLC

**TIDM** DGE

**Headline** Transaction in Own Shares

**Released** 07:05 10-May-2013

**Number** 4158E07

RNS Number : 4158E

Diageo PLC

10 May 2013

Diageo plc ('the Company') announces that it has today purchased through UBS Limited 308,358 ordinary shares at a price of 1992.0390 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

The total number of shares purchased to be held in Treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans is 5,008,358 from 1st July 2012 to today's date.

Following the above purchase, the Company holds 242,985,071 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,511,169,870.

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The company news service from the London Stock Exchange

END

**Company** Diageo PLC

**TIDM** DGE

**Headline** Director/PDMR Shareholding

**Released** 15:16 10-May-2013

**Number** 31515-4ED6

TO: Regulatory Information Service  
PR Newswire

RE: PARAGRAPH 3.1.4 OF THE DISCLOSURE AND TRANSPARENCY RULES

The notifications listed below were all received under Paragraph 3.1.2 of the Disclosure and Transparency Rules.

Diageo plc (the "Company") announces that:

1. It received notification on 10 May 2013 of the following allocations of ordinary shares of 28 101/108 pence each in the Company ("Ordinary Shares") under the Diageo Share Incentive Plan (the "Plan"), namely:

(i) the following directors of the Company were allocated Ordinary Shares on 10 May 2013 under the Plan, by Diageo Share Ownership Trustees Limited (the "Trustee"):

| Name of Director | Number of Ordinary Shares |
|------------------|---------------------------|
|------------------|---------------------------|

|          |   |
|----------|---|
| D Mahlan | 9 |
|----------|---|

|          |   |
|----------|---|
| PS Walsh | 9 |
|----------|---|

(ii) the following Persons Discharging Managerial Responsibilities ("PDMR") were allocated Ordinary Shares on 10 May 2013 under the Plan, by the Trustee:

Name of PDMR Number of Ordinary Shares

|            |   |
|------------|---|
| N Blazquez | 9 |
| D Gosnell  | 9 |
| J Grover   | 9 |
| A Morgan   | 9 |
| S Moriarty | 9 |
| G Williams | 9 |
| I Wright   | 9 |

The number of Ordinary Shares allocated comprises those purchased on behalf of the employee using an amount which the employee has chosen to have deducted from salary ("Sharepurchase") and those awarded to the employee by the Company ("Sharematch") on the basis of one Sharematch Ordinary Share for every two Sharepurchase Ordinary Shares.

The Sharepurchase Ordinary Shares were purchased and the Sharematch Ordinary Shares were awarded at a price per share of £20.19.

The Ordinary Shares are held by the Trustee and in the name of the Trustee. Sharepurchase Ordinary Shares can normally be sold at any time. Sharematch Ordinary Shares cannot normally be disposed of for a period of three years after the award date.

It received notification on 10 May 2013 that Dr FB Humer, a director of the Company, had purchased 411 Ordinary Shares on 10 May 2013 under an arrangement with the Company, whereby he has agreed to use an amount of £8,000 each month, net of tax, from his director's fees to purchase Ordinary Shares. Dr Humer has agreed to retain the Ordinary Shares while he remains a director of the Company.

The Ordinary Shares were purchased at a price per share of £20.19.

3. It received notification on 10 May 2013 that Gareth Williams, a PDMR, exercised options on 10 May 2013 over 89,914 Ordinary Shares granted under the Company's Senior Executive Share Option Plan ("SESOP"). The options were granted on 18 September 2007 at an exercise price of £10.51.

Of the shares arising, Mr Williams sold 88,500 Ordinary Shares at a price per Ordinary Share of £20.19 and retained the balance of 1,414 Ordinary Shares.

As a result of the above transactions, interests of directors and PDMRs in the Company's Ordinary Shares and American Depository Shares ("ADS")\* (excluding options, awards under the Company's LTIPs and interests as potential beneficiaries of the Company's Employee Benefit Trusts) are as follows:

Name of Director Number of Ordinary Shares

|             |  |
|-------------|--|
| Dr FB Humer | 46,459                                     |
| D Mahlan    | 132,324 (of which 131,691 are held as ADS) |
| PS Walsh    | 769,641                                    |

Name of PDMR Number of Ordinary Shares

|            |  |
|------------|--|
| N Blazquez | 72,434                                   |
| D Gosnell  | 110,555                                  |
| J Grover   | 187,021                                  |
| A Morgan   | 142,985                                  |
| S Moriarty | 28,750                                   |
| G Williams | 179,680 (of which 6,535 are held as ADS) |
| I Wright   | 56,305                                   |

J Nicholls

Deputy Company Secretary

10 May 2013

\*1 ADS is the equivalent of 4 Ordinary Shares.

**Company** Diageo PLC  
**TIDM** DGE

**Headline** Transaction in Own Shares

**Released** 17:14 10-May-2013

**Number** 4920E17

RNS Number : 4920E

Diageo PLC

10 May 2013

Diageo plc ('the Company') announces that it has today purchased through UBS Limited 549,190 ordinary shares at a price of 2017.3387 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

The total number of shares purchased to be held in Treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans is 5,557,548 from 1st July 2012 to today's date.

Following the above purchase, the Company holds 243,480,405 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,510,674,536.

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The company news service from the London Stock Exchange

END

**Company** Diageo PLC

**TIDM** DGE

**Headline** Transaction in Own Shares

**Released** 17:04 13-May-2013

**Number** 6026E17

RNS Number : 6026E

Diageo PLC

13 May 2013

Diageo plc ('the Company') announces that it has today purchased through UBS Limited 58,238 ordinary shares at a price of 2028.1143 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

The total number of shares purchased to be held in Treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans is 5,615,786 from 1st July 2012 to today's date.

Following the above purchase, the Company holds 243,426,759 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,510,728,182

This information is provided by RNS

The company news service from the London Stock Exchange

END

**Company** Diageo PLC

**TIDM** DGE

**Headline** Transaction in Own Shares

**Released** 17:07 14-May-2013

**Number** 7152E17

RNS Number : 7152E

Diageo PLC

14 May 2013

Diageo plc ('the Company') announces that it has today purchased through UBS Limited 328,435 ordinary shares at a price of 2064.4961 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

The total number of shares purchased to be held in Treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans is 5,944,221 from 1st July 2012 to today's date.

Following the above purchase, the Company holds 243,491,380 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,510,663,561

This information is provided by RNS

The company news service from the London Stock Exchange

END

**Company** Diageo PLC

**TIDM** DGE

**Headline** Director/PDMR Shareholding

**Released** 15:57 15-May-2013

**Number** 31557-1734

TO:Regulatory Information Service  
PR Newswire

RE: Paragraph 3.1.4 of the Disclosure and Transparency Rules

The notifications listed below were received under Paragraph 3.1.2 of the Disclosure and Transparency Rules.

Diageo plc (the "Company") announces that it received notification on 14 May 2013 that:

1. Andrew Morgan, a person discharging managerial responsibilities ("PDMR"), exercised options on 13 May 2013 over ordinary shares of 28 101/108 pence each in the Company ("Ordinary Shares") as set out below:

| No. of Ordinary Shares | Date of grant     | Price per Ordinary Share |
|------------------------|-------------------|--------------------------|
| 125,766                | 20 September 2005 | £8.15                    |
| 120,967                | 19 September 2006 | £9.30                    |
| 110,608                | 18 September 2007 | £10.51                   |

Of the shares arising, Mr Morgan sold 353,766 at a price per Ordinary Share £ 20.31.

2. Mrs Alison Blazquez, the spouse of Nick Blazquez, a PDMR, sold 1,250 Ordinary Shares on 8 May 2013, at a price per Ordinary Share of £19.93.

3. Randy Millian, a PDMR, as participant in the Diageo Dividend Reinvestment Plan, received 87 American Depository Shares in the Company ("ADS")\* in lieu of the interim dividend paid on 12 April 2013.

The ADSs were purchased on 12 April 2013 (with a settlement date of 17 April 2013) at an average price per ADS of \$122.31.

As a result of the above transactions, interests of directors and PDMRs in the Company's Ordinary Shares and ADS (excluding options, awards under the Company's LTIPs and interests as potential beneficiaries of the Company's Employee Benefit Trusts) are as follows:

Name of PDMR      Number of Ordinary Shares

N Blazquez      71,184

A Morgan      146,560

Number of ADS

R Millian      21,948

John Nicholls

Deputy Company Secretary

15 May 2013

\*1 ADS is the equivalent of 4 Ordinary Shares

**Company** Diageo PLC

**TIDM** DGE

**Headline** Transaction in Own Shares

**Released** 16:56 15-May-2013

**Number** 8221E16

RNS Number : 8221E

Diageo PLC

15 May 2013

Diageo plc ('the Company') announces that it has today purchased through UBS Limited 556,043 ordinary shares at a price of 2055.6946 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

The total number of shares purchased to be held in Treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans is 6,500,264 from 1st July 2012 to today's date.

Following the above purchase, the Company holds 244,026,863 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,510,128,078

This information is provided by RNS

The company news service from the London Stock Exchange

END

**Company** Diageo PLC

**TIDM** DGE

**Headline** Transaction in Own Shares

**Released** 11:55 16-May-2013

**Number** 8976E11

RNS Number : 8976E

Diageo PLC

16 May 2013

Diageo plc ('the Company') announces that it has today purchased through UBS Limited 99,736 ordinary shares at a price of 2066.7233 pence per share. The purchased shares will be held in treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans.

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The total number of shares purchased to be held in Treasury for the purpose of satisfying options grants and share awards made under the Company's employee share plans is 6,600,000 from 1st July 2012 to today's date.

Following the above purchase, the Company holds 244,126,599 ordinary shares as treasury shares. The total number of ordinary shares in issue (excluding shares held as treasury shares) is 2,510,028,342

This information is provided by RNS

The company news service from the London Stock Exchange

END

**Company** Diageo PLC  
**TIDM** DGE  
**Headline** Director/PDMR Shareholding  
**Released** 15:15 16-May-2013  
**Number** 31514-31F7

TO:Regulatory Information Service  
PR Newswire

RE: Paragraph 3.1.4 of the Disclosure and Transparency Rules

The notifications listed below were received under Paragraph 3.1.2 of the Disclosure and Transparency Rules.

Diageo plc (the "Company") announces that it received notification on 16 May 2013 that Mrs S Morgan, the spouse of Andrew Morgan, a person discharging managerial responsibilities ("PDMR") sold 50,000 ordinary shares of 28 101/108 pence each in the Company ("Ordinary Shares") at a price per Ordinary Share of£20.56.

As a result of the above transactions, Mr Morgan's interests in the Company's Ordinary Shares (excluding options, awards under the Company's LTIPs and interests as a potential beneficiary of the Company's Employee Benefit Trusts)have decreased to 96,560.

J Nicholls

Deputy Company Secretary

16 May 2013

**Company** Diageo PLC  
**TIDM** DGE  
**Headline** Director/PDMR Shareholding  
**Released** 13:32 17-May-2013  
**Number** 31331-BB32

TO:Regulatory Information Service  
PR Newswire

RE: Paragraph 3.1.4 of the Disclosure and Transparency Rules

The notifications listed below were received under Paragraph 3.1.2 of the Disclosure and Transparency Rules.

Diageo plc (the "Company") announces that it received notification on 17 May 2013 that:

1. Jim Grover, a person discharging managerial responsibilities ("PDMR"), exercised options on 16 May 2013 over ordinary shares of 28 101/108 pence each in the Company ("Ordinary Shares") granted under the Company's Senior

Executive Share Option Plan ("SESOP") as set out below:

| No. of Ordinary Shares | Date of grant     | Price per Ordinary Share |
|------------------------|-------------------|--------------------------|
| 3,151                  | 17 September 2009 | £9.52                    |
| 90,336                 | 17 September 2009 | £9.52                    |
| 58,859                 | 27 October 2008   | £8.77                    |

Of the shares arising, Mr Grover sold 150,822 at a price per Ordinary Share of £20.53. Mr Grover retains the balance of 1,524 Ordinary Shares.

Tim Proctor, a PDMR, exercised options on 16 May 2013 over 42,709 American Depository Shares in the Company 2. ("ADS")\* granted under the SESOP. The options were granted on 17 September 2009 at an exercise price of \$63.13 per ADS.

Of the ADSs arising, Mr Proctor sold 42,281 at a price per ADS of \$125.41. Mr Proctor retains the balance of 428 ADSs.

As a result of the above transactions, the interests of Mr Grover and Mr Proctor in the Company's Ordinary Shares and ADS respectively (excluding options, awards under the Company's LTIPs and interests as potential beneficiaries of the Company's Employee Benefit Trusts) have increased and are now as follows:

Name of PDMR Number of Ordinary Shares

J Grover 188,545

Number of ADS

T Proctor 29,332

John Nicholls

Deputy Company Secretary

17 May 2013

\*1 ADS is the equivalent of 4 Ordinary Shares

**Company** Diageo PLC  
**TIDM** DGE  
**Headline** Total Voting Rights  
**Released** 14:57 31-May-2013  
**Number** 31456-ECB5

TO: Regulatory Information Service  
PR Newswire

RE: Paragraph 5.6.1 of the Disclosure and Transparency Rules

Diageo plc - Voting Rights and Capital

In conformity with Paragraph 5.6.1 of the Disclosure and Transparency Rules, Diageo plc (the "Company") would like to notify the market of the following:

The Company's issued capital consists of 2,754,154,941 ordinary shares of 28 101/108 pence each ("Ordinary Shares") with voting rights, which includes 243,895,967 Ordinary Shares held in Treasury.

Therefore, the total number of voting rights in the Company is 2,510,258,974 and this figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure and Transparency Rules.

J Nicholls

Deputy Company Secretary

31 May 2013

If any holder of any debt security or the trustee is required by a court or otherwise to return to us, any Guarantor, or any custodian, trustee, liquidator or other similar official acting in relation to us or any of the Guarantors, any amount paid by any of them to the trustee or such holder, the guarantee of such Guarantors, to the extent discharged, will be reinstated in full force and effect.

The indenture provides that the guarantee of each Guarantor is limited to the maximum amount that can be guaranteed by such Guarantor without rendering its guarantee voidable under applicable laws relating to fraudulent conveyance or fraudulent transfer or similar laws affecting the rights of creditors generally.

In the event:

of a merger, consolidation or sale or disposition of all or substantially all of the assets of a Guarantor (other than a merger or consolidation with, or sale or disposition of assets to, us or another of our subsidiaries); or

there occurs a transfer, sale or other disposition of the voting stock of a Guarantor whereby such Guarantor ceases to constitute a subsidiary of ours,

then in any such case such Guarantor or the entity acquiring the assets (in the event of the sale or other disposition of all or substantially all of the assets of such Guarantor), will be released and relieved of any obligations under its guarantee. Upon our delivery to the trustee of an officer's certificate to the effect of the foregoing, such Guarantor will be discharged from all further liability and obligation under the indenture and the trustee will execute any documents reasonably required in order to evidence the release of such Guarantor from its obligations under its guarantee.

**Governing Law**

The indenture, the debt securities and the guarantees will be governed by, and construed in accordance with, the laws of the State of New York.

**The Trustee**

The Bank of New York Mellon is the trustee under the indenture. The trustee is a depository for funds and performs other services for, and transacts other banking business with, us in the normal course of business.

#### **PLAN OF DISTRIBUTION**

We may sell the offered securities through agents, through underwriters or dealers, directly to one or more purchasers or through a combination of any of these methods of sale. We will identify the specific plan of distribution, including any underwriters, dealers, agents or direct purchasers and their compensation in a prospectus supplement.

#### **LEGAL MATTERS**

The validity of the offered securities will be passed on for the Company and the Guarantors by Jenner & Block LLP, Chicago, Illinois.

#### **EXPERTS**

The consolidated financial statements and the related financial statement schedules of General Dynamics Corporation as of December 31, 2007 and 2006, and for each of the years in the three-year period ended December 31, 2007, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2007 have been incorporated by reference into this prospectus and in the registration statement in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing. Our audit report on the consolidated financial statements refers to a change in accounting for share-based payments and pension and other post-retirement benefits.

## PART II

## INFORMATION NOT REQUIRED IN PROSPECTUS

**Item 14. Other Expenses of Issuance and Distribution**

The following is a statement of the estimated expenses (other than underwriting compensation) to be incurred by us in connection with an offering of an assumed amount of \$1,000,000,000 of securities registered under this registration statement. The assumed amount has been used to demonstrate the expenses of an offering and does not represent an estimate of the amount of securities that may be registered or offered because such amount is unknown at this time.

|                              |    |                  |
|------------------------------|----|------------------|
| SEC registration fee         | \$ | *                |
| Rating agency fees           |    | 825,000          |
| Printing                     |    | 30,000           |
| Legal fees and expenses      |    | 200,000          |
| Trustee fees                 |    | 12,000           |
| Accounting fees and expenses |    | 80,000           |
| Miscellaneous                |    | 103,000          |
| <br>Total                    |    | <br>\$ 1,250,000 |

\* To be paid on a pay-as-you go basis pursuant to Rules 456(b) and 457(r).

**Item 15. Indemnification of Directors and Officers**

**General Dynamics Corporation, American Overseas Marine Corporation, Electric Boat Corporation, General Dynamics Armament and Technical Products, Inc., General Dynamics Government Systems Corporation, General Dynamics Land Systems Inc. and Gulfstream Aerospace Corporation**

General Dynamics Corporation and certain Guarantors, such being American Overseas Marine Corporation, Electric Boat Corporation, General Dynamics Armament and Technical Products, Inc., General Dynamics Government Systems Corporation, General Dynamics Land Systems Inc. and Gulfstream Aerospace Corporation, are incorporated under the laws of the State of Delaware. Section 145 ( Section 145 ) of the General Corporation Law of the State of Delaware, as may be amended from time to time (the General Corporation Law ), provides that a Delaware corporation may indemnify any of its directors or officers who was or is a party, or is threatened to be made a party, to any third party proceeding (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director or officer of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reason to believe that such person's conduct was unlawful. In a derivative action (i.e., one by or in the right of a corporation), the corporation is permitted to indemnify directors and officers against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of an action or suit if they acted in good faith and in a manner that they reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made if such person shall have been adjudged liable to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine upon application that the defendant directors or officers are fairly and reasonably entitled to indemnity for such expenses despite such adjudication of liability.

Expenses, including attorneys' fees, incurred by any such person in defending any such action, suit or proceeding may be paid or reimbursed by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt by it of an undertaking of such person to repay such expenses if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against such person and incurred by such person in any such capacity, arising out of his or her status as such, whether or not the corporation would otherwise have the power to indemnify him or her under Section 145.

The Corporation's Restated Certificate of Incorporation provides that it will indemnify its current and former directors and officers from and against all liabilities and reasonable expenses that they incur in connection with or resulting from any claims, actions, suits or proceedings to the extent that indemnification is not inconsistent with Delaware law. The Corporation also provides directors' and officers' liability insurance coverage for the acts and omissions of its directors and officers. In order to be entitled to indemnification under the provisions of the Restated Certificate of Incorporation, a director or officer of the Corporation must be wholly successful with respect to the claim, action, suit or proceeding or have acted in good faith in what he or she reasonably believed to be the best interests of the Corporation, or with respect to a criminal action or proceeding, must have had no reasonable cause to believe that his or her conduct was unlawful. Prior to the final disposition of a claim, action, suit or proceeding, the Corporation will advance expenses incurred by a current or former director or officer if the director or officer provides the Corporation with an undertaking to repay the amount advanced if he or she is not entitled to indemnification after the final disposition.

The Corporation's Restated Certificate of Incorporation provides that the Corporation's directors will not be personally liable to the Corporation or its stockholders for monetary damages resulting from breaches of their fiduciary duties as directors except (a) for any breach of the duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the General Corporation Law, which makes directors liable for unlawful dividends or unlawful stock repurchases or redemptions, or (d) for transactions from which directors derive improper personal benefit. While this provision provides directors with protection from awards for monetary damages for breaches of their duty of care, it does not eliminate that duty.

The Bylaws of American Overseas Marine Corporation, Electric Boat Corporation, General Dynamics Armament and Technical Products, Inc., General Dynamics Government Systems Corporation, General Dynamics Land Systems Inc. and Gulfstream Aerospace Corporation provide for the indemnification of all current and former directors and officers to the fullest extent permitted by law. Additionally, prior to the final disposition of an action, suit or proceeding, these corporations will advance expenses incurred by a current or former director or officer if the director or officer provides the respective corporation with an undertaking to repay the amount advanced if he or she is not entitled to indemnification after the final disposition.

### **Bath Iron Works Corporation**

Bath Iron Works Corporation ( Bath Iron Works ) is incorporated under the laws of the State of Maine. Sections 852 and 857 of the Maine Business Corporation Act (the MBCA ) authorize the indemnification by the corporation of any director or officer who is a party to any proceeding by reason of that person's status as a director or officer of the corporation; provided that: (i) the individual's conduct was in good faith, (ii) the individual reasonably believed (a) in the case of conduct in the individual's official capacity, that the individual's conduct was in the best interests of the corporation and (b) in all other cases, that the individual's conduct was at least not opposed to the best interests of the corporation and (iii) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. Also, the corporation may indemnify any director or officer who engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of the corporation's articles of incorporation, except for liability for receipt of a financial benefit to which the individual is not entitled, an intentional infliction of harm on the corporation or its shareholders, a violation of Section 833 of the MBCA or an intentional violation of criminal law. Unless ordered by a court under Section 855 of the MBCA, a corporation may not indemnify one of the corporation's directors (i) in connection with a proceeding by or in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under Section 852 of the MBCA or (ii) in connection with any proceeding with respect to conduct for which the director was adjudged liable on the basis that the director received a financial benefit to which the director was not entitled, whether or not involving action in the director's official capacity. A corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director was a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

Under Section 854 of the MBCA, a corporation may, before final disposition of a proceeding, advance funds to pay for or reimburse the expenses incurred in connection with the proceeding by an individual who is a party to the proceeding because that individual is a member of the board of directors, if the individual delivers to the corporation: (i) a written affirmation of the individual's good faith belief that the individual has met the relevant standard of conduct described in Section 852 of the MBCA or that the proceeding involves conduct for which liability has been eliminated under a provision of the corporation's articles of incorporation as authorized by Section 202 of the MBCA and (ii) the individual's written undertaking to repay any funds advanced if the individual is not entitled to mandatory indemnification under Section 853 of the MBCA and it is ultimately determined under Section 855 or 856 of the MBCA that the individual has not met the relevant standard of conduct described in Section 852 of the MBCA.

Under Section 858 of the MBCA, a corporation may purchase and maintain insurance on behalf of an individual who is a director or officer of the corporation, or who, while a director or officer of the corporation, serves at the corporation's request as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity against liability asserted against or incurred by that individual in that capacity or arising from the individual's status as a director or officer, whether or not the corporation would have power to indemnify or advance expenses to the individual against the same liability.

The Bylaws of Bath Iron Works provide that it will indemnify any person who is or was a director or officer of the corporation to the fullest extent permitted by law. Prior to the final disposition of an action, suit or proceeding, Bath Iron Works will advance expenses incurred by a current or former director or officer if the director or officer provides Bath Iron Works with an undertaking to repay the amount advanced if he or she is not entitled to indemnification after the final disposition.

#### **General Dynamics Ordnance and Tactical Systems, Inc.**

General Dynamics Ordnance and Tactical Systems, Inc. (Ordnance and Tactical Systems) is incorporated under the laws of Virginia. Sections 13.1-697 and 13.1-702 of the Virginia Stock Corporation Act (the VSCA) permit a corporation to indemnify an individual made party to a proceeding because he is or was a director or officer of the corporation against liability incurred in the proceeding if (a) he conducted himself in good faith, (b) he believed, in the case of conduct in his official capacity, that such conduct was in the corporation's best interests, and, in all other cases, that such conduct was at least not opposed to the corporation's best interests, and (c) he had no reasonable cause to believe, in the case of a criminal proceeding, that his conduct was unlawful; provided, however, no indemnification will be permitted (i) in connection with a proceeding by or in the right of the corporation except for reasonable expenses incurred in connection with the proceeding if it is determined that the individual has met the relevant standard under Section 13.1-697 of the VSCA or (ii) in connection with any other proceeding charging improper personal benefit to such individual, whether or not involving action in his official capacity, in which the individual was adjudged liable on the basis that personal benefit was improperly received by such individual. Under Sections 13.1-698 and 13.1-702 of the VSCA, unless limited by its articles of incorporation, the corporation will indemnify a director or officer who entirely prevails in the defense of any proceeding to which he was a party because he is or was a director or officer against reasonable expenses incurred.

Under Section 13.1-699 of the VSCA, the corporation may pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding if the individual furnishes the corporation a written statement of his good faith belief that he has met the standard of conduct described in Section 13.1-697 of the VSCA and the individual furnishes the corporation a written undertaking, executed personally or on his behalf, to repay any funds advanced if the individual is not entitled to mandatory indemnification under Section 13.1-698 of the VSCA and it is ultimately determined under Sections 13.1-700.1 or 13.1-701 of the VSCA that the individual has not met the relevant standard of conduct.

Under Section 13.1-703 of the VSCA, the corporation may purchase and maintain insurance on behalf of an individual who is or was a director or officer of the corporation, or who, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him in that capacity or arising from his status as a director or officer, whether or not the corporation would have power to indemnify him against the same liability.

Ordnance and Tactical Systems Bylaws provide that it will indemnify any person who is or was a director or officer of the corporation to the fullest extent permitted by law. Prior to the final disposition of an action, suit or proceeding, Ordnance and Tactical Systems will advance expenses incurred by a current or former director or officer if the director or officer provides Ordnance and Tactical Systems with an undertaking to repay the amount advanced if he or she is not entitled to indemnification after the final disposition. Ordnance and Tactical Systems also has the power to purchase and maintain insurance coverage against any liability asserted against its directors and officers, whether or not Ordnance and Tactical Systems would have the power to indemnify such person against such liability under applicable law.

### **National Steel and Shipbuilding Company**

National Steel and Shipbuilding Company ( NASSCO ) is incorporated under the laws of the State of Nevada. Sections 78.7502 through 78.752 of the Nevada General Corporation Law (the NGCL ) provide that a corporation may indemnify any person who was or is a party or is threatened to be made a party, by reason of the fact that he or she was an officer or director of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to (a) any threatened, pending or completed action or suit by or in the right of the corporation against expenses, including amounts paid in settlement and attorneys fees, actually and reasonably incurred by him or her, in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that indemnification may not be made for any claim, issue or matter as to which he or she has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper, and (b) any other threatened, pending or completed action, suit or proceeding against expenses, including attorneys fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. To the extent that a director, officer, employee or agent has been successful on the merits or otherwise in the defense of any such action, suit or proceeding or in the defense of any claim, issue or matter therein, the corporation must indemnify him or her against expenses, including attorneys fees, actually and reasonably incurred by him or her in connection with the defense.

Under Section 78.751(2) of the NGCL, the articles of incorporation, the bylaws or an agreement made by the corporation may provide that the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation.

Under Section 78.752(1) of the NGCL, the corporation may purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against him and liability and expenses incurred by him in his capacity as a director, officer, employee or agent, or arising out of his status as such, whether or not the corporation has the authority to indemnify him against such liability and expenses.

The Amended and Restated Bylaws of NASSCO provide that NASSCO may indemnify any director or officer against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding. In order to be entitled to indemnification the director or officer must have acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation, or with respect to a criminal proceeding, had no reasonable cause to believe that his conduct was unlawful. NASSCO must indemnify directors and officers against expenses actually and

reasonably incurred if the person has been successful on the merits in the defense of any action, suit or proceeding. Any indemnification not ordered by a court or resulting from the successful defense based on the merits of a claim must be authorized by either the stockholders, the board of directors by majority vote of a quorum consisting of directors who are not parties to the proceeding, or if such quorum either so orders or cannot be obtained, by independent legal counsel in a written opinion.

#### **Other**

The registrants may purchase and maintain insurance on behalf of their directors and officers against any liability asserted against such persons. The registrants have purchased and currently maintain insurance on behalf of their directors and officers.

#### **Item 16. Exhibits**

A list of exhibits filed with this registration statement on Form S-3 is set forth on the Exhibit Index and is incorporated herein by reference.

#### **Item 17. Undertakings**

(a) The undersigned registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (i), (ii) and (iii) do not apply if the registration statement is on Form S-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended, that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement;

(2) that, for the purpose of determining any liability under the Securities Act of 1933, as amended, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(4) that, for the purpose of determining liability under the Securities Act of 1933, as amended, to any purchaser:

(A) each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933, as amended, shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; and

(5) that, for the purpose of determining liability of the registrant under the Securities Act of 1933, as amended, to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of an undersigned registrant; and

(iv) any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, as amended, each filing of registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 15 above, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933, as amended, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the

payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933, as amended, and will be governed by the final adjudication of such issue.

II-7

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, General Dynamics Corporation, a registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Falls Church, Virginia on December 8, 2008.

**GENERAL DYNAMICS CORPORATION**

By: */s/ DAVID A. SAVNER*  
 David A. Savner  
*Senior Vice President, General Counsel and Secretary*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on December 8, 2008.

| <b>Signature</b>                 | <b>Title</b>  |
|----------------------------------|---|
| <i>/s/ NICHOLAS D. CHABRAJA*</i> |   |
| Nicholas D. Chabraja             | Chairman, Chief Executive Officer and Director (Principal Executive Officer)    |
| <i>/s/ L. HUGH REDD</i>          |   |
| L. Hugh Redd                     | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| <i>/s/ JOHN W. SCHWARTZ</i>      |   |
| John W. Schwartz                 | Vice President and Controller (Principal Accounting Officer)                    |
| <i>/s/ JAY L. JOHNSON*</i>       |   |
| Jay L. Johnson                   | Vice Chairman and Director  |
| <i>/s/ JAMES S. CROWN*</i>       |   |
| James S. Crown                   | Director  |
| <i>/s/ WILLIAM P. FRICKS*</i>    |   |
| William P. Fricks                | Director  |
| <i>/s/ CHARLES H. GOODMAN*</i>   |   |
| Charles H. Goodman               | Director  |
| <i>/s/ GEORGE A. JOULWAN*</i>    |   |
| George A. Joulwan                | Director  |
| <i>/s/ PAUL G. KAMINSKI*</i>     |   |
| Paul G. Kaminski                 | Director  |

| Signature                 | Title    |
|---------------------------|----------|
| /s/ JOHN M. KEANE*        | Director |
| John M. Keane             |          |
| /s/ DEBORAH J. LUCAS*     | Director |
| Deborah J. Lucas          |          |
| /s/ LESTER L. LYLES*      | Director |
| Lester L. Lyles           |          |
| /s/ CARL E. MUNDY, JR.*   | Director |
| Carl E. Mundy, Jr.        |          |
| /s/ J. CHRISTOPHER REYES* | Director |
| J. Christopher Reyes      |          |
| /s/ ROBERT WALMSLEY*      | Director |
| Robert Walmsley           |          |

\*By: /s/ DAVID A. SAVNER

David A. Savner  
Attorney-in-Fact

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, American Overseas Marine Corporation, a registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Falls Church, Virginia on December 8, 2008.

AMERICAN OVERSEAS MARINE CORPORATION

By: */s/ DAVID A. SAVNER*  
 David A. Savner  
*Vice President and General Counsel*

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature to this registration statement appears below hereby constitutes and appoints each of NICHOLAS D. CHABRAJA, L. HUGH REDD and DAVID A. SAVNER, as his true and lawful attorney and agent, in the name and on behalf of the undersigned, to do any and all acts and things and execute any and all instruments which the attorney and agent may deem necessary or advisable to enable American Overseas Marine Corporation to comply with the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended, and any rules and regulations and requirements of the Securities and Exchange Commission (the Commission ) in respect thereof, in connection with any registration statement on Form S-3 and any or all amendments thereto (including, without limitation, any post-effective amendments thereto), and to file each of the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and in connection with other reports as required by American Overseas Marine Corporation, including specifically, but without limiting the generality of the foregoing, the power and authority to sign the name of the undersigned in his capacity as director and/or officer of American Overseas Marine Corporation to registration statements and reports filed with the Commission with respect thereto and to any and all amendments of the same, and hereby ratifying and confirming all that the attorneys and agents, or any of them, has done, will do or will cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on December 8, 2008.

| Signature   | Title   |
|---|---|
| <i>/s/ THOMAS W. MERRELL</i><br><br>Thomas W. Merrell | President (Principal Executive Officer)   |
| <i>/s/ DAVID H. FOGG</i><br><br>David H. Fogg         | Vice President, Treasurer and Director (Principal Financial Officer and Principal Accounting Officer) |
| <i>/s/ DAVID A. SAVNER</i><br><br>David A. Savner     | Director  |
| <i>/s/ MICHAEL W. TONER</i><br><br>Michael W. Toner   | Director  |
| <i>/s/ JOHN P. CASEY</i><br><br>John P. Casey         | Director  |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Bath Iron Works Corporation, a registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Falls Church, Virginia on December 8, 2008.

**BATH IRON WORKS CORPORATION**

By: */s/* DAVID A. SAVNER  
 David A. Savner  
*Vice President*

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature to this registration statement appears below hereby constitutes and appoints each of NICHOLAS D. CHABRAJA, L. HUGH REDD and DAVID A. SAVNER, as his true and lawful attorney and agent, in the name and on behalf of the undersigned, to do any and all acts and things and execute any and all instruments which the attorney and agent may deem necessary or advisable to enable Bath Iron Works Corporation to comply with the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended, and any rules and regulations and requirements of the Securities and Exchange Commission (the Commission) in respect thereof, in connection with any registration statement on Form S-3 and any or all amendments thereto (including, without limitation, any post-effective amendments thereto), and to file each of the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and in connection with other reports as required by Bath Iron Works Corporation, including specifically, but without limiting the generality of the foregoing, the power and authority to sign the name of the undersigned in his capacity as director and/or officer of Bath Iron Works Corporation to registration statements and reports filed with the Commission with respect thereto and to any and all amendments of the same, and hereby ratifying and confirming all that the attorneys and agents, or any of them, has done, will do or will cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on December 8, 2008.

| <b>Signature</b>                                    | <b>Title</b>   |
|---|--|
| <i>/s/</i> JOHN F. SHIPWAY<br><br>John F. Shipway   | President and Director (Principal Executive Officer)   |
| <i>/s/</i> THOMAS A. BROWN<br><br>Thomas A. Brown   | Vice President, Finance and Administration, Secretary and Assistant Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| <i>/s/</i> L. HUGH REDD<br><br>L. Hugh Redd         | Director   |
| <i>/s/</i> DAVID A. SAVNER<br><br>David A. Savner   | Director   |
| <i>/s/</i> MICHAEL W. TONER<br><br>Michael W. Toner | Director   |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Electric Boat Corporation, a registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Falls Church, Virginia on December 8, 2008.

**ELECTRIC BOAT CORPORATION**

By: */s/* DAVID A. SAVNER  
 David A. Savner  
*Vice President and Secretary*

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature to this registration statement appears below hereby constitutes and appoints each of NICHOLAS D. CHABRAJA, L. HUGH REDD and DAVID A. SAVNER, as his true and lawful attorney and agent, in the name and on behalf of the undersigned, to do any and all acts and things and execute any and all instruments which the attorney and agent may deem necessary or advisable to enable Electric Boat Corporation to comply with the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended, and any rules and regulations and requirements of the Securities and Exchange Commission (the Commission) in respect thereof, in connection with any registration statement on Form S-3 and any or all amendments thereto (including, without limitation, any post-effective amendments thereto), and to file each of the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and in connection with other reports as required by Electric Boat Corporation, including specifically, but without limiting the generality of the foregoing, the power and authority to sign the name of the undersigned in his capacity as director and/or officer of Electric Boat Corporation to registration statements and reports filed with the Commission with respect thereto and to any and all amendments of the same, and hereby ratifying and confirming all that the attorneys and agents, or any of them, has done, will do or will cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on December 8, 2008.

| <b>Signature</b>                                    | <b>Title</b>   |
|---|--|
| <i>/s/</i> JOHN P. CASEY<br><br>John P. Casey       | President (Principal Executive Officer)  |
| <i>/s/</i> DAVID H. FOGG<br><br>David H. Fogg       | Assistant Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| <i>/s/</i> L. HUGH REDD<br><br>L. Hugh Redd         | Director   |
| <i>/s/</i> DAVID A. SAVNER<br><br>David A. Savner   | Director   |
| <i>/s/</i> MICHAEL W. TONER<br><br>Michael W. Toner | Director   |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, General Dynamics Armament and Technical Products, Inc., a registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Falls Church, Virginia on December 8, 2008.

GENERAL DYNAMICS ARMAMENT AND  
TECHNICAL PRODUCTS, INC.

BY: /s/ DAVID A. SAVNER  
DAVID A. SAVNER  
*Vice President*

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature to this registration statement appears below hereby constitutes and appoints each of NICHOLAS D. CHABRAJA, L. HUGH REDD and DAVID A. SAVNER, as his true and lawful attorney and agent, in the name and on behalf of the undersigned, to do any and all acts and things and execute any and all instruments which the attorney and agent may deem necessary or advisable to enable General Dynamics Armament and Technical Products, Inc. to comply with the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended, and any rules and regulations and requirements of the Securities and Exchange Commission (the Commission) in respect thereof, in connection with any registration statement on Form S-3 and any or all amendments thereto (including, without limitation, any post-effective amendments thereto), and to file each of the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and in connection with other reports as required by General Dynamics Armament and Technical Products, Inc., including specifically, but without limiting the generality of the foregoing, the power and authority to sign the name of the undersigned in his capacity as director and/or officer of General Dynamics Armament and Technical Products, Inc. to registration statements and reports filed with the Commission with respect thereto and to any and all amendments of the same, and hereby ratifying and confirming all that the attorneys and agents, or any of them, has done, will do or will cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on December 8, 2008.

| Signature  | Title  |
|--|--|
| /s/ MICHAEL J. MULLIGAN<br><br>Michael J. Mulligan | President and Director (Principal Executive Officer)                                   |
| /s/ ROBERT SELEE<br><br>Robert Selee               | Vice President, Finance (Principal Financial Officer and Principal Accounting Officer) |
| /s/ DOUGLAS P. DEMOSS<br><br>Douglas P. Demoss     | Director, Vice President, General Counsel and Assistant Secretary                      |
| /s/ CHARLES M. HALL<br><br>Charles M. Hall         | Director   |

| <b>Signature</b>    | <b>Title</b> |
|---------------------|--------------|
| /s/ DAVID A. SAVNER | Director     |
| David A. Savner     |              |
| /s/ L. HUGH REDD    | Director     |
| L. Hugh Redd        |              |

II-14

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, General Dynamics Government Systems Corporation, a registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Falls Church, Virginia on December 8, 2008.

GENERAL DYNAMICS GOVERNMENT SYSTEMS CORPORATION

BY: /s/ DAVID A. SAVNER  
 DAVID A. SAVNER  
*Vice President*

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature to this registration statement appears below hereby constitutes and appoints each of NICHOLAS D. CHABRAJA, L. HUGH REDD and DAVID A. SAVNER, as his true and lawful attorney and agent, in the name and on behalf of the undersigned, to do any and all acts and things and execute any and all instruments which the attorney and agent may deem necessary or advisable to enable General Dynamics Government Systems Corporation to comply with the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended, and any rules and regulations and requirements of the Securities and Exchange Commission (the Commission) in respect thereof, in connection with any registration statement on Form S-3 and any or all amendments thereto (including, without limitation, any post-effective amendments thereto), and to file each of the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and in connection with other reports as required by General Dynamics Government Systems Corporation, including specifically, but without limiting the generality of the foregoing, the power and authority to sign the name of the undersigned in his capacity as director and/or officer of General Dynamics Government Systems Corporation to registration statements and reports filed with the Commission with respect thereto and to any and all amendments of the same, and hereby ratifying and confirming all that the attorneys and agents, or any of them, has done, will do or will cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on December 8, 2008.

| Signature                                    | Title  |
|--|--|
| /s/ GERARD J. DEMURO<br><br>Gerard J. Demuro | President and Director (Principal Executive Officer)                     |
| /s/ MICHAEL GARRITY<br><br>Michael Garrity   | Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| /s/ DAVID A. SAVNER<br><br>David A. Savner   | Director   |
| /s/ L. HUGH REDD<br><br>L. Hugh Redd         | Director   |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, General Dynamics Land Systems Inc., a registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Falls Church, Virginia on December 8, 2008.

GENERAL DYNAMICS LAND SYSTEMS INC.

By: /s/ DAVID A. SAVNER  
David A. Savner  
*Vice President*

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature to this registration statement appears below hereby constitutes and appoints each of NICHOLAS D. CHABRAJA, L. HUGH REDD and DAVID A. SAVNER, as his true and lawful attorney and agent, in the name and on behalf of the undersigned, to do any and all acts and things and execute any and all instruments which the attorney and agent may deem necessary or advisable to enable General Dynamics Land Systems Inc. to comply with the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended, and any rules and regulations and requirements of the Securities and Exchange Commission (the Commission ) in respect thereof, in connection with any registration statement on Form S-3 and any or all amendments thereto (including, without limitation, any post-effective amendments thereto), and to file each of the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and in connection with other reports as required by General Dynamics Land Systems Inc., including specifically, but without limiting the generality of the foregoing, the power and authority to sign the name of the undersigned in his capacity as director and/or officer of General Dynamics Land Systems Inc. to registration statements and reports filed with the Commission with respect thereto and to any and all amendments of the same, and hereby ratifying and confirming all that the attorneys and agents, or any of them, has done, will do or will cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on December 8, 2008.

| Signature                                      | Title   |
|--|---|
| /s/ MARK C. ROUALET<br><br>Mark C. Roualet     | President (Principal Executive Officer)   |
| /s/ GARY WHITED<br><br>Gary Whited             | Vice President - Finance (Principal Financial Officer and Principal Accounting Officer) |
| /s/ ERNEST J. BABCOCK<br><br>Ernest J. Babcock | Director  |
| /s/ CHARLES M. HALL<br><br>Charles M. Hall     | Director  |

**Signature**

**Title**

/s/ DAVID K. HEEBNER

Director

David K. Heebner

II-17

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, General Dynamics Ordnance and Tactical Systems, Inc., a registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Falls Church, Virginia on December 8, 2008.

GENERAL DYNAMICS ORDNANCE

AND TACTICAL SYSTEMS, INC.

BY: */s/ DAVID A. SAVNER*  
 DAVID A. SAVNER  
*Vice President*

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature to this registration statement appears below hereby constitutes and appoints each of NICHOLAS D. CHABRAJA, L. HUGH REDD and DAVID A. SAVNER, as his true and lawful attorney and agent, in the name and on behalf of the undersigned, to do any and all acts and things and execute any and all instruments which the attorney and agent may deem necessary or advisable to enable General Dynamics Ordnance and Tactical Systems, Inc. to comply with the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended, and any rules and regulations and requirements of the Securities and Exchange Commission (the Commission) in respect thereof, in connection with any registration statement on Form S-3 and any or all amendments thereto (including, without limitation, any post-effective amendments thereto), and to file each of the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and in connection with other reports as required by General Dynamics Ordnance and Tactical Systems, Inc., including specifically, but without limiting the generality of the foregoing, the power and authority to sign the name of the undersigned in his capacity as director and/or officer of General Dynamics Ordnance and Tactical Systems, Inc. to registration statements and reports filed with the Commission with respect thereto and to any and all amendments of the same, and hereby ratifying and confirming all that the attorneys and agents, or any of them, has done, will do or will cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on December 8, 2008.

| <b>Signature</b>             | <b>Title</b>  |
|------------------------------|---|
| <i>/s/ MICHAEL S. WILSON</i> | President (Principal Executive Officer)   |
| Michael S. Wilson            |   |
| <i>/s/ Evelyn Milam</i>      | Vice President - Finance (Principal Financial Officer and Principal Accounting Officer) |
| Evelyn Milam                 |   |
| <i>/s/ CHARLES M. HALL</i>   | Director  |
| Charles M. Hall              |   |
| <i>/s/ L. HUGH REDD</i>      | Director  |
| L. Hugh Redd                 |   |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Gulfstream Aerospace Corporation, a registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Falls Church, Virginia on December 8, 2008.

**GULFSTREAM AEROSPACE CORPORATION**

By: */s/ DAVID A. SAVNER*  
 David A. Savner  
*Vice President*

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature to this registration statement appears below hereby constitutes and appoints each of NICHOLAS D. CHABRAJA, L. HUGH REDD and DAVID A. SAVNER, as his true and lawful attorney and agent, in the name and on behalf of the undersigned, to do any and all acts and things and execute any and all instruments which the attorney and agent may deem necessary or advisable to enable Gulfstream Aerospace Corporation to comply with the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended, and any rules and regulations and requirements of the Securities and Exchange Commission (the Commission ) in respect thereof, in connection with any registration statement on Form S-3 and any or all amendments thereto (including, without limitation, any post-effective amendments thereto), and to file each of the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and in connection with other reports as required by Gulfstream Aerospace Corporation, including specifically, but without limiting the generality of the foregoing, the power and authority to sign the name of the undersigned in his capacity as director and/or officer of Gulfstream Aerospace Corporation to registration statements and reports filed with the Commission with respect thereto and to any and all amendments of the same, and hereby ratifying and confirming all that the attorneys and agents, or any of them, has done, will do or will cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on December 8, 2008.

| <b>Signature</b>  | <b>Title</b>   |
|---|--|
| <i>/s/ JOSEPH T. LOMBARDO</i><br><br>Joseph T. Lombardo | President and Director (Principal Executive Officer)   |
| <i>/s/ DANIEL G. CLARE</i><br><br>Daniel G. Clare       | Senior Vice President, Finance and Planning (Principal Financial Officer and Principal Accounting Officer) |
| <i>/s/ L. HUGH REDD</i><br><br>L. Hugh Redd             | Director   |
| <i>/s/ DAVID A. SAVNER</i><br><br>David A. Savner       | Director   |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, National Steel and Shipbuilding Company, a registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Falls Church, Virginia on December 8, 2008.

NATIONAL STEEL AND SHIPBUILDING  
COMPANY

By: /s/ DAVID A. SAVNER  
David A. Savner  
*Senior Vice President*

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature to this registration statement appears below hereby constitutes and appoints each of NICHOLAS D. CHABRAJA, L. HUGH REDD and DAVID A. SAVNER, as his true and lawful attorney and agent, in the name and on behalf of the undersigned, to do any and all acts and things and execute any and all instruments which the attorney and agent may deem necessary or advisable to enable National Steel and Shipbuilding Company to comply with the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended, and any rules and regulations and requirements of the Securities and Exchange Commission (the Commission ) in respect thereof, in connection with any registration statement on Form S-3 and any or all amendments thereto (including, without limitation, any post-effective amendments thereto), and to file each of the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and in connection with other reports as required by National Steel and Shipbuilding Company, including specifically, but without limiting the generality of the foregoing, the power and authority to sign the name of the undersigned in his capacity as director and/or officer of National Steel and Shipbuilding Company to registration statements and reports filed with the Commission with respect thereto and to any and all amendments of the same, and hereby ratifying and confirming all that the attorneys and agents, or any of them, has done, will do or will cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on December 8, 2008.

| <b>Signature</b>                                       | <b>Title</b>  |
|--|---|
| /s/ FREDERICK J. HARRIS<br><br>Frederick J. Harris     | President and Director (Principal Executive Officer)  |
| /s/ ROBERT E. SMITH<br><br>Robert E. Smith             | Vice President, Finance, Chief Financial Officer, Assistant Treasurer and Assistant Secretary (Principal Financial Officer) |
| /s/ PETER N. BOLLENBECKER<br><br>Peter N. Bollenbecker | Controller and Assistant Treasurer (Principal Accounting Officer)   |
| /s/ MICHAEL W. TONER<br><br>Michael W. Toner           | Director and Chairman   |

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Document</b>   |
|--------------------|---|
| 1.1                | Form of Underwriting Agreement*   |
| 4.1                | Indenture dated as of August 27, 2001, by and among General Dynamics Corporation, the Guarantors party thereto and The Bank of New York Mellon (formerly The Bank of New York), as trustee (incorporated herein by reference from the Company's registration statement on Form S-4 (No. 333-77024) filed with the Commission January 18, 2002)                    |
| 4.2                | First Supplemental Indenture dated as of August 27, 2001, by and among General Dynamics Corporation, the Guarantors party thereto and The Bank of New York Mellon (formerly The Bank of New York), as trustee (incorporated herein by reference from the Company's registration statement on Form S-4 (No. 333-77024) filed with the Commission January 18, 2002) |
| 4.3                | Second Supplemental Indenture dated as of May 15, 2003, by and among General Dynamics Corporation, the Guarantors party thereto and The Bank of New York Mellon (formerly The Bank of New York), as trustee (incorporated herein by reference from the Company's current report on Form 8-K filed with the Commission May 16, 2003)                               |
| 4.4                | Third Supplemental Indenture dated as of August 14, 2003, by and among General Dynamics Corporation, the Guarantors party thereto and The Bank of New York Mellon (formerly The Bank of New York), as trustee (incorporated herein by reference from the Company's current report on Form 8-K filed with the Commission August 14, 2003)                          |
| 4.5                | Form of Additional Supplemental Indenture*  |
| 5                  | Opinion of Jenner & Block LLP   |
| 12                 | Statement regarding computation of ratio of earnings to fixed charges   |
| 23.1               | Consent of Jenner & Block LLP (included in Exhibit 5)   |
| 23.2               | Consent of KPMG LLP   |
| 24.1               | Power of Attorney with respect to General Dynamics Corporation  |
| 24.2               | Power of Attorney with respect to American Overseas Marine Corporation (contained in and incorporated by reference to the signature page of this registration statement)  |
| 24.3               | Power of Attorney with respect to Bath Iron Works Corporation (contained in and incorporated by reference to the signature page of this registration statement)   |
| 24.4               | Power of Attorney with respect to Electric Boat Corporation (contained in and incorporated by reference to the signature page of this registration statement)   |
| 24.5               | Power of Attorney with respect to General Dynamics Armament and Technical Products, Inc. (contained in and incorporated by reference to the signature page of this registration statement)  |
| 24.6               | Power of Attorney with respect to General Dynamics Government Systems Corporation (contained in and incorporated by reference to the signature page of this registration statement)   |
| 24.7               | Power of Attorney with respect to General Dynamics Land Systems Inc. (contained in and incorporated by reference to the signature page of this registration statement)  |

| <b>Exhibit No.</b> | <b>Document</b>  |
|--------------------|--|
| 24.8               | Power of Attorney with respect to General Dynamics Ordnance and Tactical Systems, Inc. (contained in and incorporated by reference to the signature page of this registration statement) |
| 24.9               | Power of Attorney with respect to Gulfstream Aerospace Corporation (contained in and incorporated by reference to the signature page of this registration statement)                     |
| 24.10              | Power of Attorney with respect to National Steel and Shipbuilding Company (contained in and incorporated by reference to the signature page of this registration statement)              |
| 25                 | Statement of Eligibility on Form T-1 of The Bank of New York Mellon  |

\* To be filed by amendment or under cover of Form 8-K.