

UNITED DEFENSE INDUSTRIES INC
Form POS AM
June 24, 2005

As Filed with the Securities and Exchange Commission on June 24, 2005
Post-Effective Amendment No. 3 to Registration Statement on Form S-3 (Registration No. 333-105550)

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 3
To Form S-3
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

UNITED DEFENSE INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

52-2059782
(I.R.S. Employer Identification No.)

1525 Wilson Boulevard, Suite 700,
Arlington, Virginia, 22209-2411
(Address of Principal Executive Offices)

(For Co-Registrants, please see "Table of Co-Registrants" on the following page)

Thomas W. Rabaut
President and Chief Executive Officer
United Defense Industries, Inc.
1525 Wilson Boulevard, Suite 700,
Arlington, Virginia, 22209-2411
(703) 312-6100

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

Copy to:
Sheila C. Cheston
Senior Vice President, General Counsel and Secretary

BAE Systems, Inc.
1601 Research Boulevard
Rockville, Maryland 20850
(301) 838-6000

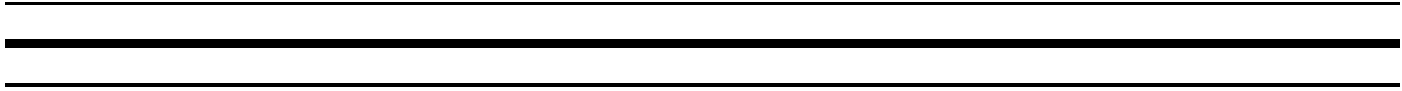


TABLE OF CO-REGISTRANTS

Name	State or Other Jurisdiction of Formation	IRS Employer Identification Number
Barnes & Reinecke, Inc.	Delaware	36-2056606
Marepcon Financial Corporation	Virginia	54-1351598
Norfolk Shipbuilding & Drydock Corporation	Virginia	54-0321390
San Francisco Drydock, Inc.	California	94-3168698
Southwest Marine, Inc.	California	95-3055463
UDLP Holdings Corp.	Delaware	52-2059780
UDLP International, Inc.	Delaware	54-1739650
UDLP Overseas Limited	Delaware	54-1923831
United Defense, L.P.	Delaware	54-1693796
United Defense (UK), Inc.	Delaware	27-0031778
United States Marine Repair, Inc.	Delaware	52-2065604

Deregistration of Securities

Pursuant to Rule 478(a)(4) under the Securities Act of 1933, as amended, United Defense Industries, Inc. (the "Company") hereby withdraws from registration under this Post-Effective Amendment No. 3 any and all debt securities, shares of Preferred Stock, par value \$0.01 per share, shares of Common Stock, par value \$0.01 per share, debt and equity warrants and guarantees of debt securities of the Company (the "Securities") originally registered under the Registration Statement on Form S-3 (File No. 333-105550) which have not been issued. Following the merger of the Company with Ute Acquisition Company Inc., a wholly owned subsidiary of BAE Systems, Inc. (formally known as BAE SYSTEMS North America Inc.), such Securities will not be issued or sold.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 Post-Effective Amendment No. 3 to its Registration Statement on Form S-3 (File No. 333-105550) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 24th day of June, 2005.

UNITED DEFENSE INDUSTRIES, INC.

By:

*

Name: Thomas
W. Rabaut
Title:
President and
Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-105550) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President and Chief Executive Officer	June 24, 2005
Name: Thomas W. Rabaut	(Principal Executive Officer)	
*	Vice President and Chief Financial Officer	June 24, 2005
Name: Francis Raborn	(Principal Financial Officer and Principal Accounting Officer)	

/s/ Mark H. Ronald Director
Name: Mark H. Ronald

June 24, 2005

3

/s/ Sheila C. Cheston Director
Name: Sheila C.
Cheston

June 24, 2005

*By:
/s/ David V.
Kolovat
Name: David V.
Kolovat
Attorney-in-fact

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 Post-Effective Amendment No. 3 to its Registration Statement on Form S-3 (File No. 333-105550) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 24th day of June, 2005.

BARNES & REINECKE, INC.

By:

*

Name: Michael J. Flynn
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-105550) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Name: Michael J. Flynn	Chief Executive Officer (Principal Executive Officer)	June 24, 2005
* Name: Adeliza M. De Guzman	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 24, 2005
* Name: Scott E. Leitch	Director	June 24, 2005
* Name: David A. Napoliello	Director	June 24, 2005
* Name: R. Mark Manion	Director	June 24, 2005

*By:

/s/ David V.

Kolovat

Name: David V.

Kolovat

Attorney-in-fact

5

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 Post-Effective Amendment No. 3 to its Registration Statement on Form S-3 (File No. 333-105550) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 24th day of June, 2005.

MAREPCON FINANCIAL CORPORATION

By:

_____*

Name: Alexander J. Krekich

Title: President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-105550) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Name: Alexander J. Krekich	President and Director (Principal Executive Officer)	June 24, 2005
* Name: Daniel P. Cotter	Treasurer (Principal Financial Officer and Principal Accounting Officer)	June 24, 2005
* Name: Francis Raborn	Director	June 24, 2005
* Name: David V. Kolovat	Director	June 24, 2005

*By:

/s/ David V.

Kolovat

Name: David V.

Kolovat

Attorney-in-fact

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 Post-Effective Amendment No. 3 to its Registration Statement on Form S-3 (File No. 333-105550) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 24th day of June, 2005.

NORFOLK SHIPBUILDING & DRYDOCK CORPORATION

By:

*

Name: Thomas W. Epley
Title: President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-105550) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Name: Thomas W. Epley	President (Principal Executive Officer)	June 24, 2005
* Name: Daniel P. Cotter	Treasurer and Vice President (Principal Financial Officer and Principal Accounting Officer)	June 24, 2005
* Name: Francis Raborn	Director	June 24, 2005
* Name: David V. Kolovat	Director	June 24, 2005
* Name: Alexander J. Krekich	Director	June 24, 2005

*By:
/s/ David V.
Kolovat

Name: David V.
Kolovat
Attorney-in-fact

7

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 Post-Effective Amendment No. 3 to its Registration Statement on Form S-3 (File No. 333-105550) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 24th day of June, 2005.

SAN FRANCISCO DRYDOCK, INC.

By:

*

 Name: Joseph V. O'Rourke
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-105550) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Name: Joseph V. O'Rourke	President and Chief Executive Officer (Principal Executive Officer)	June 24, 2005
* Name: Daniel P. Cotter	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 24, 2005
* Name: Francis Raborn	Director	June 24, 2005
* Name: David V. Kolovat	Director	June 24, 2005
* Name: Alexander J. Krekich	Director	June 24, 2005

*By:

/s/ David V.

Kolovat

Name: David V.

Kolovat

Attorney-in-fact

8

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 Post-Effective Amendment No. 3 to its Registration Statement on Form S-3 (File No. 333-105550) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 24th day of June, 2005.

SOUTHWEST MARINE, INC.

By:

*

Name: Monty W. Dickinson

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-105550) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<p style="text-align: center;">*</p> <p>Name: Monty W. Dickinson</p>	<p>President and Chief Executive Officer (Principal Executive Officer)</p>	<p>June 24, 2005</p>
<p style="text-align: center;">*</p> <p>Name: Daniel P. Cotter</p>	<p>Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)</p>	<p>June 24, 2005</p>
<p style="text-align: center;">*</p> <p>Name: Francis Raborn</p>	<p>Director</p>	<p>June 24, 2005</p>
<p style="text-align: center;">*</p> <p>Name: David V. Kolovat</p>	<p>Director</p>	<p>June 24, 2005</p>
<p style="text-align: center;">*</p> <p>Name: Alexander J. Krekich</p>	<p>Director</p>	<p>June 24, 2005</p>

*By:

/s/ David V.

Kolovat

Name: David V.

Kolovat

Attorney-in-fact

9

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 Post-Effective Amendment No. 3 to its Registration Statement on Form S-3 (File No. 333-105550) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 24th day of June, 2005.

UDLP HOLDINGS CORP.

By:

*

Name: Thomas W. Rabaut
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-105550) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	Chief Executive Officer and Director	June 24, 2005
Name: Thomas W. Rabaut	(Principal Executive Officer)	
*	Chief Financial Officer and Director	June 24, 2005
Name: Francis Raborn	(Principal Financial Officer and Principal Accounting Officer)	
*	Director	June 24, 2005
Name: David V. Kolovat		

*By:

/s/ David V.

Kolovat

Name: David V.

Kolovat

Attorney-in-fact

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 Post-Effective Amendment No. 3 to its Registration Statement on Form S-3 (File No. 333-105550) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia on the 24th day of June, 2005.

UDLP INTERNATIONAL, INC.

By:

*

Name: Thomas W. Rabaut

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-105550) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	June 24, 2005
Name: Thomas W. Rabaut		
*	Vice President, Chief Financial Officer and Director (Principal Financial Officer and Principal Accounting Officer)	June 24, 2005
Name: Francis Raborn		
*	Director	June 24, 2005
Name: David V. Kolovat		

*By:

/s/ David V.

Kolovat

Name: David V.

Kolovat

Attorney-in-fact

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 Post-Effective Amendment No. 3 to its Registration Statement on Form S-3 (File No. 333-105550) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 24th day of June, 2005.

UDLP OVERSEAS LIMITED

By:

_____*

Name: Thomas W. Rabaut

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-105550) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	June 24, 2005
Name: Thomas W. Rabaut		
*	Vice President, Chief Financial Officer and Director (Principal Financial Officer and Principal Accounting Officer)	June 24, 2005
Name: Francis Raborn		
*	Director	June 24, 2005
Name: David V. Kolovat		

*By:

/s/ David V.

Kolovat

Name: David V.

Kolovat

Attorney-in-fact

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 Post-Effective Amendment No. 3 to its Registration Statement on Form S-3 (File No. 333-105550) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 24th day of June, 2005.

UNITED DEFENSE, L.P.

By:

_____*

Name: Thomas W. Rabaut
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-105550) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Name: Thomas W. Rabaut	Chief Executive Officer and Director of UDLP Holdings Corp., the general partner of the registrant (Principal Executive Officer)	June 24, 2005
* Name: Francis Raborn	Chief Financial Officer and Director of UDLP Holdings Corp., the general partner of the registrant (Principal Financial Officer and Principal Accounting Officer)	June 24, 2005
* Name: David V. Kolovat	Director of UDLP Holdings Corp., the general partner of the registrant	June 24, 2005

*By:

/s/ David V.

Kolovat

Name: David V.

Kolovat

Attorney-in-fact

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 Post-Effective Amendment No. 3 to its Registration Statement on Form S-3 (File No. 333-105550) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 24th day of June, 2005.

UNITED DEFENSE (UK), INC.

By:

*

Name: Elmer L. Doty

Title: President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-105550) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Name: Elmer L. Doty	President (Principal Executive Officer)	June 24, 2005
* Name: R. Mark Manion	Vice President, Treasurer and Director (Principal Financial Officer and Principal Accounting Officer)	June 24, 2005
* Name: Dennis A. Wagner	Director	June 24, 2005
* Name: David A. Napoliello	Director	June 24, 2005

*By:

/s/ David V.

Kolovat

Name: David V.

Kolovat

Attorney-in-fact

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, United Defense Industries, Inc. 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 Post-Effective Amendment No. 3 to its Registration Statement on Form S-3 (File No. 333-105550) to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 24th day of June, 2005.

UNITED STATES MARINE REPAIR, INC.

By:

*

Name: Alexander J. Krekich
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-105550) has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	Chief Executive Officer and Director	June 24, 2005
Name: Alexander J. Krekich	(Principal Executive Officer)	
*	Chief Financial Officer and Treasurer	June 24, 2005
Name: Daniel P. Cotter	(Principal Financial Officer and Principal Accounting Officer)	
*	Director	June 24, 2005
Name: Thomas W. Rabaut		
*	Director	June 24, 2005
Name: Francis Raborn		

*By:

/s/ David V. Kolovat

Name: David V.
Kolovat
Attorney-in-fact

15
