

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

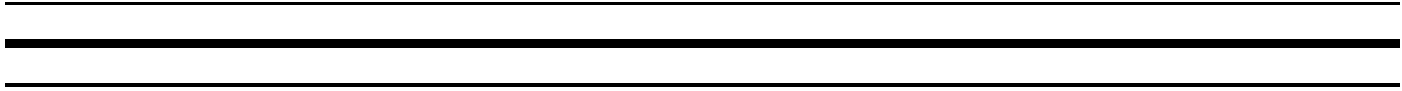


TABLE OF CO-REGISTRANTS

| 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

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/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

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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

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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

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 |
|-------------------------------------|---|---------------|
| * Name: Monty W. Dickinson | 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

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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

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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

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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 |
|-----------|--|---------------|
| * | Chief Executive Officer and Director of UDLP Holdings Corp., the general partner of the registrant Name: Thomas W. Rabaut | June 24, 2005 |
| * | Chief Financial Officer and Director of UDLP Holdings Corp., the general partner of the registrant Name: Francis Raborn | June 24, 2005 |
| * | Director of UDLP Holdings Corp., the general partner of the registrant Name: David V. Kolovat | 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

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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

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