

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)**

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

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

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**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)

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

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**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**

<b>Name</b>	<b>State or Other Jurisdiction of Formation</b>	<b>IRS Employer Identification Number</b>
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

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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

5

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**Signatures**

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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**

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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

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**Signatures**

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

\*By:

/s/ David V.

Kolovat

Name: David V.

Kolovat

Attorney-in-fact

**Signatures**

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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

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**Signatures**

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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**

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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

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UDLP OVERSEAS LIMITED

By:

\_\_\_\_\_\*

Name: Thomas W. Rabaut

Title: President and Chief Executive Officer

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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**

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

\*By:  
/s/ David V. Kolovat

Name: David V.  
Kolovat  
Attorney-in-fact

15

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