

UNITED DEFENSE INDUSTRIES INC  
Form SC 13G/A  
February 12, 2004

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OMB APPROVAL

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OMB Number: 3235-0145

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Expires: December 31, 2005

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Estimated average burden  
hours per response . . . 11

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**United Defense Industries, Inc.**

(Name of Issuer)

**Common Stock, Par Value \$0.01 Per Share**

(Title of Class of Securities)

**91018B 10 4**

(CUSIP Number)

**July 31, 2003**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. TCG Holdings, L.L.C.

I.R.S. Identification Nos. of above persons (entities only). 54-1686011

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

11,094,413

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

11,094,413

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

11,094,413

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

21.28

---

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

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CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. TC Group, L.L.C. d/b/a The Carlyle Group

I.R.S. Identification Nos. of above persons (entities only). 54-1686957

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

11,094,413

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

11,094,413

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

11,094,413

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

21.28%

---

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

---

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CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. Carlyle Partners II, L.P.

I.R.S. Identification Nos. of above persons (entities only). 51-0357731

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

3,352,321

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

3,352,321

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,352,321

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

6.43%

---

12. Type of Reporting Person (See Instructions)

PN

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CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. Carlyle SBC Partners II, L.P.

I.R.S. Identification Nos. of above persons (entities only). 51-0369721

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

153,013

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

153,013

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

153,013

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

.29%

---

12. Type of Reporting Person (See Instructions)

PN

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---

CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. State Board of Administration of Florida

I.R.S. Identification Nos. of above persons (entities only). 52-2038314

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Instrumentality of the State of Florida

---

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 1,408,137

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

---

1,408,137

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,408,137

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

2.70%

---

12. Type of Reporting Person (See Instructions)

OO

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---

CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. Carlyle Investment Group, L.P.

I.R.S. Identification Nos. of above persons (entities only). 51-0357730

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

NUMBER OF 0

---

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 3,521

---

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

---

WITH 8. Shared Dispositive Power

3,521

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,521

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

.01%

---

12. Type of Reporting Person (See Instructions)

PN

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---

CUSIP No. 91018B 10 4

---

1. Names of Reporting Persons. Carlyle International Partners II, L.P.

I.R.S. Identification Nos. of above persons (entities only). 98-0153707

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Cayman Islands

---

5. Sole Voting Power

NUMBER OF 0

---

SHARES 6. Shared Voting Power

---

BENEFICIALLY

OWNED BY 2,829,707

---

EACH 7. Sole Dispositive Power

---

REPORTING

PERSON 0

---

WITH 8. Shared Dispositive Power

---

2,829,707

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,829,707

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

5.43%

---

12. Type of Reporting Person (See Instructions)

PN

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CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. Carlyle International Partners III, L.P.

I.R.S. Identification Nos. of above persons (entities only). 98-0153592

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Cayman Islands

---

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 152,464

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

152,464

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

152,464

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

.29%

---

12. Type of Reporting Person (See Instructions)

PN

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---

CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. C/S International Partners

I.R.S. Identification Nos. of above persons (entities only). 98-0160490

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Cayman Islands

---

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

637,123

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

637,123

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

637,123

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

1.22%

---

12. Type of Reporting Person (See Instructions)

PN

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CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. Carlyle-UDLP Partners, L.P.

I.R.S. Identification Nos. of above persons (entities only). 52-2060122

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

943,562

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

943,562

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

943,562

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

1.81%

---

12. Type of Reporting Person (See Instructions)

PN

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CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. Carlyle-UDLP International Partners, L.P.

I.R.S. Identification Nos. of above persons (entities only). 98-0181881

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Cayman Islands

---

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

463,366

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

463,366

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

463,366

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

.89%

---

12. Type of Reporting Person (See Instructions)

PN

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CUSIP No. 91018B 10 4

---

1. Names of Reporting Persons. Carlyle-UDLP Partners II, L.P.

I.R.S. Identification Nos. of above persons (entities only). 52-2060123

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

931,510

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

931,510

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

931,510

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

1.79%

---

12. Type of Reporting Person (See Instructions)

PN

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---

CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. Carlyle-UDLP International Partners II, L.P.

I.R.S. Identification Nos. of above persons (entities only). 98-0181883

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Cayman Islands

---

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

219,689

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

219,689

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

219,689

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

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11. Percent of Class Represented by Amount in Row (9)

.42%

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12. Type of Reporting Person (See Instructions)

PN

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---

CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. Carlyle Investment Management, L.L.C.

I.R.S. Identification Nos. of above persons (entities only). 52-1988385

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 1,408,137

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

---

1,408,137

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,408,137

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

2.70%

---

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

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CUSIP No. 91018B 10 4

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1. Names of Reporting Persons. DBD Investors IV, L.L.C.

I.R.S. Identification Nos. of above persons (entities only). 52-2076068

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

128,259

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

128,259

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

128,259

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

.25%

---

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

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CUSIP No. 91018B 10 4

---

1. Names of Reporting Persons. TC Group II, L.L.C.

I.R.S. Identification Nos. of above persons (entities only). 54-1686957

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

7,124,628

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

7,124,628

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,124,628

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

13.67%

---

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

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CUSIP No. 91018B 10 4

---

1. Names of Reporting Persons. Iron Horse Investors, L.L.C.

I.R.S. Identification Nos. of above persons (entities only). 52-2059783

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 11,222,672

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

---

11,222,672

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

11,222,672

---

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

---

11. Percent of Class Represented by Amount in Row (9)

21.53%

---

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

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**SCHEDULE 13G**

- Item 1(a). Name of Issuer:**  
 United Defense Industries, Inc.
- Item 1(b). Address of Issuer s Principal Executive Offices:**  
 1525 Wilson Boulevard, Suite 700  
 Arlington, VA 22209-2444
- Item 2(a). Name of Person Filing:**  
 TCG Holdings, L.L.C.  
 TC Group, L.L.C.  
 Carlyle Partners II, L.P.  
 Carlyle SBC Partners II, L.P.  
 State Board of Administration of Florida  
 Carlyle Investment Group, L.P.  
 Carlyle International Partners II, L.P.  
 Carlyle International Partners III, L.P.  
 C/S International Partners  
 Carlyle-UDLP Partners, L.P.  
 Carlyle-UDLP International Partners, L.P.  
 Carlyle-UDLP Partners II, L.P.  
 Carlyle-UDLP International Partners II, L.P.  
 Carlyle Investment Management, L.L.C.  
 DBD Investors IV, L.L.C.  
 TC Group II, L.L.C.  
 Iron Horse Investors, L.L.C
- Item 2(b). Address of Principal Business Office:**  
 c/o The Carlyle Group  
 1001 Pennsylvania Ave, NW  
 Suite 220 South  
 Washington, D.C. 20004-2505
- Item 2(c). Citizenship:**  
 TCG Holdings, L.L.C. Delaware  
 TC Group, L.L.C. Delaware  
 Carlyle Partners II, L.P. Delaware  
 Carlyle SBC Partners II, L.P. Delaware  
 State Board of Administration of Florida Instrumentality of the State of Florida  
 Carlyle Investment Group, L.P. Delaware  
 Carlyle International Partners II, L.P. Cayman Islands  
 Carlyle International Partners III, L.P. Cayman Islands  
 C/S International Partners Cayman Islands  
 Carlyle-UDLP Partners, L.P. Delaware  
 Carlyle-UDLP International Partners, L.P. Cayman Islands  
 Carlyle-UDLP Partners II, L.P. Delaware  
 Carlyle-UDLP International Partners II, L.P. Cayman Islands  
 Carlyle Investment Management, L.L.C. Delaware

DBD Investors IV, L.L.C. Delaware  
TC Group II, L.L.C. Delaware  
Iron Horse Investors, L.L.C Delaware

**Item 2(d).** **Title of Class of Securities**

Common Stock, Par Value \$0.01 Per Share

**Item 2(e).** **CUSIP Number**  
91018B 10 4

**Item 3.** Not applicable.

[Remainder of this page has been left intentionally blank.]

**Item 4. Ownership**

Reporting Person	Amount		Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of	Shared power to dispose or to direct the disposition of
	beneficially owned:	Percent of class:				
TCG Holdings, L.L.C.	11,094,413	21.28%	0	11,094,413	0	11,094,413
TC Group, L.L.C.	11,094,413	21.28%	0	11,094,413	0	11,094,413
Carlyle Partners II, L.P.	3,352,321	6.43%	0	3,352,321	0	3,352,321
Carlyle SBC Partners II, L.P.	153,013	.29%	0	153,013	0	153,013
State Board of Administration of Florida	1,408,137	2.70%	0	1,408,137	0	1,408,137
Carlyle Investment Group, L.P.	3,521	.01%	0	3,521	0	3,521
Carlyle International Partners II, L.P.	2,829,707	5.43%	0	2,829,707	0	2,829,707
Carlyle International Partners III, L.P.	152,464	.29%	0	152,464	0	152,464
C/S International Partners	637,123	1.22%	0	637,123	0	637,123
Carlyle-UDLP Partners, L.P.	943,562	1.81%	0	943,562	0	943,562
Carlyle-UDLP International Partners, L.P.	463,366	.89%	0	463,366	0	463,366
Carlyle-UDLP Partners II, L.P.	931,510	1.79%	0	931,510	0	931,510
Carlyle-UDLP International Partners II, L.P.	219,689	.42%	0	219,689	0	219,689
Carlyle Investment Management, L.L.C.	1,408,137	2.70%	0	1,408,137	0	1,408,137
DBD Investors IV, L.L.C.	128,259	.25%	0	128,259	0	128,259
TC Group II, L.L.C.	7,124,628	13.67%	0	7,124,628	0	7,124,628
Iron Horse Investors, L.L.C.	11,222,672	21.53%	0	11,222,672	0	11,222,672

Iron Horse Investors, L.L.C., a Delaware limited liability company ( Iron Horse ) is the record owner of 11,222,672 shares of Common Stock of United Defense Industries, Inc. Carlyle Partners II, L.P., Carlyle SBC Partners II, L.P., Carlyle Investment Group, L.P., Carlyle International Partners II, L.P., Carlyle International Partners III, L.P., C/S International Partners, Carlyle-UDLP Partners, L.P., Carlyle-UDLP International Partners, L.P., Carlyle-UDLP Partners II, L.P., and Carlyle-UDLP International Partners II, L.P., (collectively, the Investment Partnerships ) together with DBD Investors IV, L.L.C. and the State Board of Administration of Florida constitute all the members of Iron Horse.

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TC Group, L.L.C. exercises investment discretion and control over the shares held by the Investment Partnership directly through its capacity as the sole general partner of certain of the Investment Partnerships or indirectly through its wholly-owned subsidiary TC Group II, L.L.C., the sole general partner of certain of the Investment Partnerships. TCG Holdings, L.L.C. is the sole managing member of TC Group, L.L.C. TCG Holdings, L.L.C., TC Group, L.L.C., TC Group II, L.L.C. and the Investment



Partnerships could therefore be deemed to be beneficial owners of the shares owned of record by Iron Horse.

William E. Conway, Jr., Daniel A. D Aniello, and David M. Rubenstein, as the managing members of TCG Holdings, L.L.C., and DBD Investors IV, L.L.C., may be deemed to share beneficial ownership of the shares shown as beneficially owned by each entity. Such persons disclaim such beneficial ownership.

Carlyle Investment Management, L.L.C. acts as investment advisor and manager with authority and responsibility to invest certain assets on behalf of the State Board of Administration of Florida. TC Group, L.L.C. is the sole managing member of Carlyle Investment Management, L.L.C. TCG Holdings, L.L.C. is the sole managing member of TC Group, L.L.C. Accordingly, Carlyle Investment Management, L.L.C., TC Group, L.L.C. and TCG Holdings, L.L.C. may be deemed to be beneficial owners of shares of Common Stock owned by the State Board of Administration of Florida.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement has been filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [            ].

**Item 6: Ownership of More than Five Percent on Behalf of Another Person:**

Not applicable.

**Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company**

Not applicable.

**Item 8: Identification and Classification of Members of the Group.**

Not applicable.

**Item 9: Notice of Dissolution of Group**

Not applicable.

**Item 10: Certification**

Not applicable.

**Signature Page 1 of 5**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 12, 2004

**TCG HOLDINGS, L.L.C.**

By: /s/ Daniel A. D Aniello  
\_\_\_\_\_

Name: Daniel A. D Aniello  
Title: Managing Director

**TC GROUP, L.L.C.**

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello  
\_\_\_\_\_

Name: Daniel A. D Aniello  
Title: Managing Director

**CARLYLE PARTNERS II, L.P.**

By: TC Group II, L.L.C., its General Partner

By: TC Group, L.L.C., its Managing Member

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello  
\_\_\_\_\_

Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 2 of 5**

**CARLYLE SBC PARTNERS II, L.P.**

By: TC Group II, L.L.C., its General Partner

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

---

Name: Daniel A. D Aniello

Title: Managing Director

**CARLYLE INVESTMENT GROUP, L.P.**

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

---

Name: Daniel A. D Aniello

Title: Managing Director

**CARLYLE INTERNATIONAL PARTNERS II, L.P.**

By: TC Group II, L.L.C., its General Partner

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

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Name: Daniel A. D Aniello

Title: Managing Director

**Signature Page 3 of 5**

**CARLYLE INTERNATIONAL PARTNERS III, L.P.**

By: TC Group II, L.L.C., its General Partner

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

---

Name: Daniel A. D Aniello

Title: Managing Director

**CARLYLE-UDLP PARTNERS, L.P.**

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

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Name: Daniel A. D Aniello

Title: Managing Director

**CARLYLE-UDLP INTERNATIONAL PARTNERS, L.P.**

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

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Name: Daniel A. D Aniello

Title: Managing Director

**Signature Page 4 of 5**

**C/S INTERNATIONAL PARTNERS**

By: TC Group II, L.L.C., its Managing General Partner  
By: TC Group, L.L.C., its General Partner  
By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

---

Name: Daniel A. D Aniello  
Title: Managing Director

**CARLYLE-UDLP PARTNERS II, L.P.**

By: TC Group, L.L.C., its General Partner  
By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

---

Name: Daniel A. D Aniello  
Title: Managing Director

**CARLYLE-UDLP INTERNATIONAL PARTNERS II, L.P.**

By: TC Group, L.L.C., its General Partner  
By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

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Name: Daniel A. D Aniello  
Title: Managing Director

**Signature Page 5 of 5**

**DBD INVESTORS IV, L.L.C.**

By: /s/ Daniel A. D Aniello

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Name: Daniel A. D Aniello  
Title: Managing Director

**CARLYLE INVESTMENT MANAGEMENT, L.L.C.**

By: /s/ Daniel A. D Aniello

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Name: Daniel A. D Aniello  
Title: Managing Director

**TC GROUP II, L.L.C.**

By: TC Group, L.L.C., its Managing Member

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

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Name: Daniel A. D Aniello  
Title: Managing Director

**IRON HORSE INVESTORS, L.L.C.**

By: /s/ Daniel A. D Aniello

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Name: Daniel A. D Aniello  
Title: Managing Director

**STATE BOARD OF ADMINISTRATION OF FLORIDA**

separate account maintained pursuant to an Investment Management Agreement dated as of September 6, 1996 between the State Board of Administration of Florida, Carlyle Investment Group, L.P. and Carlyle Investment Management, L.L.C.

By: Carlyle Investment Management, L.L.C.,

as Investment Manager

By: /s/ Daniel A. D Aniello

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Name: Daniel A. D Aniello  
Title: Managing Director