

MIDLAND FABRICATORS & PROCESS SYSTEMS LLC
Form SC 13D/A
January 04, 2005

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

SCHEDULE 13D/A
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 2)

UNIFAB INTERNATIONAL, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title of Class of Securities)

90467L209
(CUSIP Number)

William A. Hines
Jeanne M. Hines McDaniel
Midland Fabricators and Process Systems, L.L.C.
Midland Acquisition, Inc.
3636 N. Causeway, Suite 300, Metairie, Louisiana 70002
(504) 837-5766

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy to:

Virginia Boulet, Esq.
Adams and Reese LLP
4500 One Shell Square
New Orleans, Louisiana 70139
(504) 581-3234

October 6, 2004
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Midland Fabricators and Process Systems, L.L.C.

2. Check the Appropriate Box if a Member of a Group (a) [X]
(b) []

3. SEC Use Only

4. Source of Funds
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant
to Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
Louisiana

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 10,379,404
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 10,379,404

11. Aggregate Amount Beneficially Owned by Each Reporting Person
10,380,501*

*Represents (i) 8,107,100 shares of common stock held by Midland,
(ii) 2,272,304 shares of common stock issuable upon conversion of the
convertible debenture issued by UNIFAB to Midland in the principal amount of
\$7,953,064, and (iii) 1,097 shares of common stock held directly by William A.
Hines, the managing member of Midland.

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares []

13. Percent of Class Represented by Amount in Row (11)
92.1% **

**Assumes the conversion of convertible debenture into 2,272,304 shares
of common stock.

14. Type of Reporting Person
00

CUSIP No. 90467L209 13D/A Page 3 of 8 Pages

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Midland Acquisition, Inc.

2. Check the Appropriate Box if a Member of a Group (a) [X]

(b)

3. SEC Use Only

4. Source of Funds
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Louisiana

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 10,379,404
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 10,379,404

11. Aggregate Amount Beneficially Owned by Each Reporting Person
10,380,501*

*Represents (i) 8,107,100 shares of common stock held by Midland, (ii) 2,272,304 shares of common stock issuable upon conversion of the convertible debenture issued by UNIFAB to Midland in the principal amount of \$7,953,064, and (iii) 1,097 shares of common stock held directly by William A. Hines, the managing member of Midland.

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)
92.1% **

**Assumes the conversion of convertible debenture into 2,272,304 shares of common stock.

14. Type of Reporting Person
CO

CUSIP No. 90467L209

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

William A. Hines

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

3. SEC Use Only

4. Source of Funds

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AF, OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
United States

Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 1,097
	8.	Shared Voting Power 10,379,404
	9.	Sole Dispositive Power 1,097
	10.	Shared Dispositive Power 10,379,404

11. Aggregate Amount Beneficially Owned by Each Reporting Person
10,380,501*

*Represents (i) 8,107,100 shares of common stock held by Midland, (ii) 2,272,304 shares of common stock issuable upon conversion of the convertible debenture issued by UNIFAB to Midland in the principal amount of \$7,953,064, and (iii) 1,097 shares of common stock held directly by William A. Hines, the managing member of Midland.

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)
92.1% **

**Assumes the conversion of convertible debenture into 2,272,304 shares of common stock.

14. Type of Reporting Person
IN

CUSIP No. 90467L209 13D/A Page 5 of 8 Pages

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Jeanne M. Hines McDaniel

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

3. SEC Use Only

4. Source of Funds
AF, OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

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United States

Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 10,379,404
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 10,379,404
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 10,380,501*	
	*Represents (i) 8,107,100 shares of common stock held by Midland, (ii) 2,272,304 shares of common stock issuable upon conversion of the convertible debenture issued by UNIFAB to Midland in the principal amount of \$7,953,064, and (iii) 1,097 shares of common stock held directly by William A. Hines, the managing member of Midland.	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 92.1% **	
	**Assumes the conversion of convertible debenture into 2,272,304 shares of common stock.	
14.	Type of Reporting Person IN	

This Amendment No. 2 is being filed by each of Midland Fabricators and Process Systems, L.L.C., a Louisiana limited liability company ("Midland"), Midland Acquisition, Inc., a Louisiana corporation ("Midland Acquisition"), William A. Hines and Jeanne M. Hines McDaniel. This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on June 23, 2004 and Amendment No. 1 to the Schedule 13D ("Amendment No. 1") filed with the Securities and Exchange Commission on September 8, 2004 by each of Midland Fabricators and Process Systems, L.L.C., a Louisiana limited liability company, William A. Hines and Jeanne M. Hines McDaniel. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported on the Schedule 13D or Amendment No. 1. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND

There are no material changes to the information previously reported in Item 2 of the Schedule 13D and Amendment No. 1.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATIONS

There are no material changes to the information previously reported in Item 3 of the Schedule 13D and Amendment No. 1.

ITEM 4. PURPOSE OF TRANSACTION

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Item 4 of the Schedule 13D is hereby amended and supplemented to add the following:

On October 6, 2004, Midland, Midland Acquisition, William A. Hines and Jeanne M. Hines McDaniel filed with the Securities and Exchange Commission (the "Commission") a Schedule 13E-3 detailing Midland's plan to take UNIFAB private through a short-form merger. On November 19, 2004, the Schedule 13E-3 was amended. Such Schedule 13E-3 and any amendments thereto are hereby incorporated by reference into this Schedule 13D. While the proposed short-form merger transaction is consistent with Midland's current intent, should any other possible transaction occur that would provide more value to the common shareholders of UNIFAB, Midland would consider such other transaction and abandonment of the proposed short-form merger.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

There are no material changes to the information previously reported in Item 5 of the Schedule 13D and Amendment No. 1.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Other than the matters described in response to Item 4 above, which is incorporated herein by reference, there are no material changes to the information previously reported in Item 6 of the Schedule 13D and Amendment No. 1.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

There are no changes to the exhibit list previously reported in Item 7 of the Schedule 13D and Amendment No. 1.

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SIGNATURE

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: January 4, 2005

MIDLAND FABRICATORS AND
PROCESS SYSTEMS, L.L.C.

By: /s/ William A. Hines

William A. Hines
Managing Member

MIDLAND ACQUISITION, INC.

By: /s/ William A. Hines

William A. Hines
Chief Executive Officer and
President

/s/ William A. Hines

William A. Hines, individually

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/s/ Jeanne M. Hines McDaniel

Jeanne M. Hines McDaniel, individually

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001)

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