

CUBIC CORP /DE/  
Form 10-Q  
August 01, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the Quarter Ended June 30, 2013**

**001-08931**

**Commission File Number**

**CUBIC CORPORATION**

Exact Name of Registrant as Specified in its Charter

**Delaware**  
State of Incorporation

**95-1678055**  
IRS Employer Identification No.

**9333 Balboa Avenue**  
**San Diego, California 92123**

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Telephone (858) 277-6780

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer x

Accelerated filer "

Non-accelerated filer o

Small Reporting Company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-b-2 of the Exchange Act). Yes o No x

As of July 22, 2013, registrant had only one class of common stock of which there were 26,736,307 shares outstanding (after deducting 8,945,300 shares held as treasury stock).

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**CUBIC CORPORATION**

QUARTERLY REPORT ON FORM 10-Q

For the Quarter Ended June 30, 2013

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## ITEM 1 - FINANCIAL STATEMENTS

**CUBIC CORPORATION**

## CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(amounts in thousands, except per share data)

|   | Nine Months Ended<br>June 30, |            | Three Months Ended<br>June 30, |            |
|---|-------------------------------|------------|--------------------------------|------------|
|   | 2013                          | 2012       | 2013                           | 2012       |
| Net sales:                                    |                               |            |                                |            |
| Products                                      | \$ 432,226                    | \$ 498,829 | \$ 131,557                     | \$ 189,743 |
| Services                                      | 585,895                       | 522,979    | 208,888                        | 175,654    |
|   | 1,018,121                     | 1,021,808  | 340,445                        | 365,397    |
| Costs and expenses:                           |                               |            |                                |            |
| Products                                      | 311,964                       | 338,564    | 93,946                         | 118,431    |
| Services                                      | 462,075                       | 430,602    | 164,458                        | 153,552    |
| Selling, general and administrative           | 126,447                       | 121,010    | 44,130                         | 42,751     |
| Research and development                      | 19,346                        | 21,395     | 6,426                          | 8,427      |
| Amortization of purchased intangibles         | 12,192                        | 11,357     | 4,362                          | 3,650      |
| Restructuring costs                           | 6,198                         |            | 114                            |            |
|   | 938,222                       | 922,928    | 313,436                        | 326,811    |
| Operating income                              | 79,899                        | 98,880     | 27,009                         | 38,586     |
| Other income (expense):                       |                               |            |                                |            |
| Interest and dividend income                  | 1,279                         | 2,423      | 530                            | 697        |
| Interest expense                              | (2,438)                       | (899)      | (922)                          | (221)      |
| Other income (expense) - net                  | (764)                         | 95         | (813)                          | (950)      |
| Income before income taxes                    | 77,976                        | 100,499    | 25,804                         | 38,112     |
| Income taxes                                  | 19,859                        | 29,538     | 7,416                          | 11,338     |
| Net income                                    | 58,117                        | 70,961     | 18,388                         | 26,774     |
| Less noncontrolling interest in income of VIE | 149                           | 149        | 24                             | 53         |
| Net income attributable to Cubic              | \$ 57,968                     | \$ 70,812  | \$ 18,364                      | \$ 26,721  |
| Net income per share attributable to Cubic    |                               |            |                                |            |
| Basic   | \$ 2.17                       | \$ 2.65    | \$ 0.69                        | \$ 1.00    |
| Diluted                                       | \$ 2.17                       | \$ 2.65    | \$ 0.69                        | \$ 1.00    |
| Dividends per common share                    | \$ 0.12                       | \$ 0.12    | \$                             | \$         |

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Weighted average shares used in per share calculations:

|         |        |        |        |        |
|---------|--------|--------|--------|--------|
| Basic   | 26,736 | 26,736 | 26,736 | 26,736 |
| Diluted | 26,745 | 26,736 | 26,762 | 26,736 |

*See accompanying notes.*

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## CONDENSED CONSOLIDATED

## STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(in thousands)

|  | Nine Months Ended<br>June 30, |           | Three Months Ended<br>June 30, |           |
|--|-------------------------------|-----------|--------------------------------|-----------|
|  | 2013                          | 2012      | 2013                           | 2012      |
| Net income   | \$ 58,117                     | \$ 70,961 | \$ 18,388                      | \$ 26,774 |
| Other comprehensive income (loss):   |                               |           |                                |           |
| Foreign currency translation   | (15,185)                      | 3,313     | (1,872)                        | (4,880)   |
| Net unrealized gain (loss) from cash flow hedges                                 | 4,703                         | 840       | 4,706                          | (1,288)   |
| Net unrealized gain (loss) on available-for-sale securities, net of deferred tax | (5)                           |           | (5)                            |           |
| Total other comprehensive income (loss)  | (10,487)                      | 4,153     | 2,829                          | (6,168)   |
| Total comprehensive income   | \$ 47,630                     | \$ 75,114 | \$ 21,217                      | \$ 20,606 |

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## CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in thousands)

|   | June 30,<br>2013 | September 30,<br>2012 |
|---|------------------|-----------------------|
| <b>ASSETS</b>                                       |                  |                       |
| Current assets:                                     |                  |                       |
| Cash and cash equivalents                           | \$ 212,451       | \$ 212,267            |
| Restricted cash                                     | 68,853           | 68,749                |
| Marketable securities                               | 4,049            |                       |
| Accounts receivable - net                           | 388,436          | 350,697               |
| Recoverable income taxes                            | 6,673            | 7,083                 |
| Inventories - net                                   | 48,312           | 52,366                |
| Deferred income taxes and other current assets      | 17,035           | 21,564                |
| Total current assets                                | 745,809          | 712,726               |
| Long-term contract receivables                      | 19,850           | 22,070                |
| Long-term capitalized contract costs                | 61,782           | 26,875                |
| Property, plant and equipment - net                 | 54,770           | 55,327                |
| Goodwill  | 183,895          | 146,933               |
| Purchased intangibles - net                         | 58,517           | 39,374                |
| Other assets  | 20,974           | 23,012                |
|   | \$ 1,145,597     | \$ 1,026,317          |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>         |                  |                       |
| Current liabilities:                                |                  |                       |
| Trade accounts payable                              | \$ 31,293        | \$ 47,917             |
| Customer advances                                   | 107,256          | 100,764               |
| Accrued compensation and other current liabilities  | 114,100          | 108,668               |
| Income taxes payable                                | 7,229            | 20,733                |
| Current portion of long-term debt                   | 529              | 4,561                 |
| Total current liabilities                           | 260,407          | 282,643               |
| Long-term debt                                      | 102,380          | 6,942                 |
| Other long-term liabilities                         | 66,412           | 66,390                |
| Shareholders' equity:                               |                  |                       |
| Common stock  | 14,208           | 12,574                |
| Retained earnings                                   | 769,803          | 715,043               |
| Accumulated other comprehensive loss                | (31,635)         | (21,148)              |
| Treasury stock at cost                              | (36,078)         | (36,078)              |
| Shareholders' equity related to Cubic               | 716,298          | 670,391               |
| Noncontrolling interest in variable interest entity | 100              | (49)                  |
| Total shareholders' equity                          | 716,398          | 670,342               |
|   | \$ 1,145,597     | \$ 1,026,317          |

*See accompanying notes.*





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## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(in thousands)

|   | Nine Months Ended<br>June 30, |                   | Three Months Ended<br>June 30, |                   |
|---|-------------------------------|-------------------|--------------------------------|-------------------|
|   | 2013                          | 2012              | 2013                           | 2012              |
| <b>Operating Activities:</b>  |                               |                   |                                |                   |
| Net income  | \$ 58,117                     | \$ 70,961         | \$ 18,388                      | \$ 26,774         |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |                               |                   |                                |                   |
| Depreciation and amortization   | 18,014                        | 17,140            | 6,417                          | 5,843             |
| Share-based compensation expense  | 1,634                         |                   | 1,575                          |                   |
| Changes in operating assets and liabilities   | (84,595)                      | (126,916)         | 22,761                         | (31,524)          |
| <b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>                                  | <b>(6,830)</b>                | <b>(38,815)</b>   | <b>49,141</b>                  | <b>1,093</b>      |
| <b>Investing Activities:</b>  |                               |                   |                                |                   |
| Acquisition of businesses, net of cash acquired   | (60,649)                      |                   | (7,377)                        |                   |
| Purchases of property, plant and equipment  | (6,209)                       | (13,244)          | (2,348)                        | (3,094)           |
| Purchases of marketable securities  | (4,054)                       |                   | (4,054)                        |                   |
| Proceeds from sales or maturities of marketable securities                                  |                               | 25,829            |                                | 7,895             |
| <b>NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>                                  | <b>(70,912)</b>               | <b>12,585</b>     | <b>(13,779)</b>                | <b>4,801</b>      |
| <b>Financing Activities:</b>  |                               |                   |                                |                   |
| Proceeds from short-term borrowings   | 70,000                        |                   |                                |                   |
| Principal payments on short-term borrowings   | (70,000)                      |                   | (25,000)                       |                   |
| Proceeds from long-term borrowings  | 100,000                       |                   | 50,000                         |                   |
| Principal payments on long-term debt  | (8,407)                       | (4,411)           | (134)                          | (137)             |
| Dividends paid  | (3,208)                       | (3,208)           |                                |                   |
| Net change in restricted cash   | (104)                         | (68,584)          | (20)                           |                   |
| Contingent consideration payments related to acquisitions of businesses                     | (224)                         |                   | (224)                          |                   |
| <b>NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>                                  | <b>88,057</b>                 | <b>(76,203)</b>   | <b>24,622</b>                  | <b>(137)</b>      |
| Effect of exchange rates on cash  | (10,131)                      | 4,414             | 3,862                          | (5,394)           |
| <b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>                                 | <b>184</b>                    | <b>(98,019)</b>   | <b>63,846</b>                  | <b>363</b>        |
| Cash and cash equivalents at the beginning of the period                                    | 212,267                       | 329,148           | 148,605                        | 230,766           |
| <b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>                                   | <b>\$ 212,451</b>             | <b>\$ 231,129</b> | <b>\$ 212,451</b>              | <b>\$ 231,129</b> |
| <b>Supplemental disclosure of non-cash investing and financing activities:</b>              |                               |                   |                                |                   |
| Liability incurred to acquire NEK, net  | \$ 12,108                     | \$                | \$                             | \$                |

*See accompanying notes.*

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**CUBIC CORPORATION**

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

June 30, 2013

**Note 1 Basis for Presentation**

Cubic Corporation ( we , us , and Cubic ) has prepared the accompanying unaudited condensed consolidated financial statements in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

In our opinion, all adjustments necessary for a fair presentation of these financial statements have been included, and are of a normal and recurring nature. Operating results for the three- and nine- month periods ended June 30, 2013 are not necessarily indicative of the results that may be expected for the year ending September 30, 2013. For further information, refer to the consolidated financial statements and footnotes thereto included in our Annual Report on Form 10-K for the year ended September 30, 2012.

The preparation of the financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

There have been no material changes to our significant accounting policies as compared with the significant accounting policies described in the Annual Report on Form 10-K for the fiscal year ended September 30, 2012, other than the revisions to or addition of the following:

*Revenue recognition.*

We generate revenue from the sale of products such as mass transit fare collection systems, air and ground combat training systems, and secure communications products. We also generate revenue from services we provide such as specialized military training exercises, including live, virtual and constructive training exercises and support, and we operate and maintain fare systems for mass transit customers. We classify sales as products or services in our Consolidated Statements of Income based on the attributes of the underlying contracts.

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We recognize sales and profits under our long-term fixed-price contracts, which generally require a significant amount of development effort in relation to total contract value, using the cost-to-cost percentage-of-completion method of accounting. We record sales and profits based on the ratio of contract costs incurred to estimated total contract costs at completion. Contract costs include material, labor and subcontracting costs, as well as an allocation of indirect costs. For contracts with the U.S. federal government, general and administrative costs are included in contract costs; however, general and administrative costs are not considered contract costs for any other customers. Costs are recognized as incurred for contracts accounted for under the cost-to-cost percentage-of-completion method.

For certain other long-term, fixed price production contracts not requiring substantial development effort we use the units-of-delivery percentage-of-completion method as the basis to measure progress toward completing the contract and recognizing sales. The units-of delivery measure recognizes revenues as deliveries are made to the customer generally using unit sales values in accordance with the contract terms. Costs of sales are recorded as deliveries are made. We estimate profit as the difference between total estimated revenue and total estimated cost of a contract and recognize that profit over the life of the contract based on deliveries.

For long-term fixed price contracts, we only include amounts representing contract change orders, claims or other items in the contract value when they can be reliably estimated and we consider realization probable. Changes in estimates of sales, costs and profits are recognized using the cumulative catch-up method of accounting. This method recognizes in the current period the cumulative effect of the changes on current and prior periods. A significant change in one or more of these estimates could have a material effect on our consolidated financial position or results of operations.

We record sales under cost-reimbursement-type contracts as we incur the costs. The Federal Acquisition Regulations provide guidance on the types of costs that we will be reimbursed in establishing the contract price. We consider incentives or penalties and awards applicable to performance on contracts in estimating sales and profits, and record them when there is sufficient information to assess anticipated contract performance. We do not recognize incentive provisions that increase or decrease earnings based solely on a single significant event until the event occurs.

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We occasionally enter into contracts that include multiple deliverables such as the construction or upgrade of a system and subsequent services to operate and maintain the delivered system. For multiple element contracts that were entered prior to October 1, 2009, a delivered item was considered a separate unit of accounting when it had value to the customer on a standalone basis and there was objective and reliable evidence of the fair value of the undelivered items. For contracts where we are unable to conclude there were separate units of accounting, we combine the deliverables and recognize revenue once the final item has been delivered or, if the final element is a service, over the period of performance.

We elected to adopt authoritative accounting guidance for multiple-element arrangements effective October 1, 2009 on a prospective basis. This guidance affected the accounting conclusion as to whether a deliverable under a contract is considered a separate unit of accounting, and also affected the method that is used to allocate arrangement consideration to each separate unit of accounting. The new guidance eliminates the requirement for objective and reliable evidence of fair value to exist for the undelivered items in order for a delivered item to be treated as a separate unit of accounting. The new guidance also requires arrangement consideration to be allocated at the inception of the arrangement to all deliverables using the relative-selling-price method and eliminates the use of the residual method of allocation. Under the relative-selling-price method, the selling price for each deliverable is determined using vendor specific objective evidence (VSOE) of selling price or third-party evidence of selling price if VSOE does not exist. If neither VSOE nor third-party evidence of selling price exists for a deliverable, which is typically the case for our contracts, the guidance requires us to determine the best estimate of the selling price, which is the price at which we would sell the deliverable if it were sold on a standalone basis. In estimating the selling price of the deliverable on a standalone basis, we consider our overall pricing models and objectives, including the factors we contemplate in negotiating our contracts with our customers. The pricing models and objectives that we use are generally based upon a cost-plus margin approach, with the estimated margin based in part on qualitative factors such as perceived customer pricing sensitivity and competitive pressures.

Once the contract value is allocated to the separate deliverables under a multiple-element arrangement, revenue recognition guidance relevant to each contractual element is followed. For example, for the long-term construction portion of a contract we use the percentage-of completion method and for the services portion we recognize the service revenues on a straight-line basis over the contractual service period or based on measurable units of work performed or incentives earned. Revenue under our service contracts with the U.S. government is recorded under the cost-to cost percentage-of-completion method. Award fees and incentives related to performance under these service contracts are accrued during the performance of the contract based on our historical experience and estimates of success with such awards.

Revenue under contracts for services other than those with the U.S. government and those associated with design, development, or production activities is recognized either as services are performed or when a contractually required event has occurred, depending on the contract. For such contracts that contain measurable units of work performed we recognize sales when the units of work are completed. Certain of our transportation systems service contracts contain service level or system usage incentives, for which we recognize revenues when the incentive award is fixed or determinable. These contract incentives are generally based upon monthly service levels or monthly performance and become fixed or determinable on a monthly basis. However, one of our transportation systems service contracts contains annual system usage incentives which are based upon system usage compared to annual baseline amounts. For this contract the annual system usage incentives are not considered fixed or determinable until the end of the contract year for which the incentives are measured, which falls within the second quarter of our fiscal year. Revenue under such contracts that do not contain measurable units of work performed, which is generally the case for our service contracts, is recognized on a straight-line basis over the contractual service period, unless evidence suggests that the revenue is earned, or obligations fulfilled, in a different manner. Costs incurred under these services contracts are expensed as incurred.

We make provisions in the current period to fully recognize any anticipated losses on contracts. If we receive cash on a contract prior to revenue recognition or in excess of inventoried costs, we classify it as a customer advance on the balance sheet.

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*Recognizing assets acquired and liabilities assumed in business combinations.*

Acquired assets and assumed liabilities are recognized in a business combination on the basis of their fair values at the date of acquisition. We assess fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, using a variety of methods including income approaches such as present value techniques or cost approaches such as the estimation of current selling prices and replacement values. Fair value of the assets acquired and liabilities assumed, including intangible assets, and contingent payments, are measured based on the assumptions and estimations with regards to the variable factors such as the amount and timing of future cash flows for the asset or liability being measured, appropriate risk-adjusted discount rates, nonperformance risk, or other factors that market participants would consider. Upon acquisition, we determine the estimated economic lives of the acquired intangible assets for amortization purposes, which are based on the underlying expected cash flows of such assets. Adjustments to inventory are based on the fair market value of inventory and amortized into income based on the period in which the underlying inventory is sold. Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Actual results may vary from projected results and assumptions used in the fair value assessments.

*Stock-Based Compensation*

Restricted stock units awards (RSUs) are granted to eligible employees and directors and represent rights to receive shares of common stock at a future date if vesting occurs. RSUs granted to date have either time-based vesting or performance-based vesting. Compensation expense for all restricted stock unit awards is measured at fair value at the grant date and recognized based upon the number of RSUs that ultimately vest. We determine the fair value of RSUs based on the closing market price of our common stock on the grant date. The grant date of the performance-based RSUs takes place when the grant is authorized and the specific achievement goals are communicated.

Compensation expense for time-based vesting awards is recorded on a straight-line basis over the requisite service period, adjusted by estimated forfeiture rates. Vesting of performance-based RSUs is tied to achievement of specific company goals over the measurement period. For all performance-based RSUs granted to date, the measurement period is October 1, 2012 through September 30, 2015. For purposes of measuring compensation expense for performance-based RSUs, at each reporting date we estimate the number of shares for which vesting is deemed probable based on management's expectations regarding achievement of the relevant performance criteria, adjusted by estimated forfeiture rates. Compensation expense for the number of shares ultimately expected to vest is recognized on a straight-line basis over the requisite service period for the performance-based RSUs. The recognition of compensation expense associated with performance-based RSUs requires judgment in assessing the probability of meeting the performance goals. For performance-based RSUs, there may be significant expense recognition or reversal of recognized expense in periods in which there are changes in the assessed probability of meeting performance-based vesting criteria.

*Net Income Per Share*

Basic net income per share (EPS) is computed by dividing the net income for the period by the weighted average number of common shares outstanding during the period, including vested RSUs.

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Diluted EPS is computed by dividing the net income for the period by the weighted average number of common and common equivalent shares outstanding during the period. Common equivalent shares consist of dilutive restricted stock units. Dilutive restricted stock units are calculated based on the average share price for each fiscal period using the treasury stock method. For RSUs with performance-based vesting, no common equivalent shares are included in the computation of diluted EPS until the related performance criteria have been met. Basic and diluted EPS are computed as follows (amounts in thousands, except per share data).

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|  | Nine Months Ended<br>June 30, |           |    | Three Months Ended<br>June 30, |           |    |
|--|-------------------------------|-----------|----|--------------------------------|-----------|----|
|  | 2013                          | 2012      |    | 2013                           | 2012      |    |
| Net income attributable to Cubic                       | \$ 57,968                     | \$ 70,812 | \$ | \$ 18,364                      | \$ 26,721 | \$ |
| Weighted average shares - basic                        | 26,736                        | 26,736    |    | 26,736                         | 26,736    |    |
| Effect of dilutive securities                          | 9                             |           |    | 26                             |           |    |
| Weighted average shares - diluted                      | 26,745                        | 26,736    |    | 26,762                         | 26,736    |    |
| Net income per share attributable to Cubic,<br>basic   | \$ 2.17                       | \$ 2.65   | \$ | \$ 0.69                        | \$ 1.00   | \$ |
| Effect of dilutive securities                          |                               |           |    |                                |           |    |
| Net income per share attributable to Cubic,<br>diluted | \$ 2.17                       | \$ 2.65   | \$ | \$ 0.69                        | \$ 1.00   | \$ |
| Anti-dilutive employee share-based awards              |                               |           |    |                                |           |    |

**Note 2 Acquisitions***NEK*

On December 14, 2012, Cubic acquired from NEK Advanced Securities Group, Inc. (Seller) the customer contracts and operating assets of NEK Special Programs Group LLC (NEK), which consists of the Seller's Special Operation Forces training business based in Fayetteville, North Carolina and Colorado Springs, Colorado. This acquisition will expand the scope of services and customer base of our Mission Support Services (MSS) segment. In connection with the acquisition, we hired more than 200 employees of the Seller's Special Operations Forces training business. This transaction has been accounted for as a business combination. The results of the acquired operations have been included in our condensed consolidated financial statements since the acquisition date. For the three months ended June 30, 2013 the amount of NEK's net sales and net loss after taxes included in our consolidated statement of income were \$11.4 million and \$0.5 million, respectively. For the nine months ended June 30, 2013 the amounts of NEK's net sales and net loss after taxes were \$21.1 million and \$0.8 million respectively. Included in the NEK operating results are \$0.6 million in transaction related costs incurred during the nine months ended June 30, 2013.

The acquisition agreement states that the cost of the acquisition will total \$52.0 million, adjusted by the difference between the net working capital acquired and targeted working capital amounts, less amounts that will not be due if certain future events fail to occur. The acquisition-date fair value of consideration transferred is estimated to be \$52.6 million. In December 2012, we paid the Seller cash consideration of \$33.1 million and we recorded a current liability of approximately \$19.5 million as an estimate of additional cash consideration that was due to the Seller. In the third quarter of fiscal 2013 we paid the Seller \$7.4 million of this additional cash consideration. At June 30, 2013 our remaining liability for the estimated additional cash consideration due to the Seller is \$12.1 million. The timing of the payment of \$1.0 million of the additional cash consideration will be accelerated if the Seller causes certain events to occur, but will ultimately be paid over the passage of time regardless of whether these events occur. Approximately \$11.1 million of the additional cash consideration is contingent upon future events, including the novation of certain of the Seller's contracts to NEK. We have estimated the fair value of the contingent consideration using a probability-weighted discounted cash flow model. We have estimated that the probability of payment of any amounts less than the maximum possible additional cash consideration of \$11.1 million is remote, and we have estimated that the contingent consideration amounts will be paid within six to nine months of the acquisition date. As such, we have estimated that the fair value of the additional cash consideration at June 30, 2013 approximates the maximum possible contingent payments to the Seller of \$11.1 million. There has been no change in the estimated fair value of the total estimated contingent payments to be made to the Seller since the date of the acquisition.





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The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date (in millions):

|                                  |    |       |
|----------------------------------|----|-------|
| Customer relationships           | \$ | 13.3  |
| Corporate trade names            |    | 4.9   |
| Non-compete agreements           |    | 0.2   |
| Accounts receivable -billed      |    | 3.1   |
| Accounts receivable -unbilled    |    | 7.7   |
| Accounts payable                 |    | (3.0) |
| Other net liabilities assumed    |    | (0.4) |
| Net identifiable assets acquired |    | 25.8  |
| Goodwill                         |    | 26.8  |
| Net assets acquired              | \$ | 52.6  |

The estimated fair value of the accounts receivable and accounts payable will be finalized as further information is received from the Seller regarding these items.

The preliminary estimated fair values of purchased intangibles were determined using the valuation methodology deemed to be the most appropriate for each type of asset being valued. Each of the valuation methodologies used were various methods under the income approach. The trade names valuation used the relief from royalty approach. The customer relationships valuation used the excess earnings approach and the non-compete agreements valuation used the with and without approach. The intangible assets will be amortized using a combination of straight-line and accelerated methods based on the expected cash flows from the assets, over a weighted average useful life of four years from the date of acquisition.

The goodwill resulting from the acquisition consists primarily of the synergies expected from combining the operations of NEK and our MSS business and the acquired assembled workforce. The anticipated synergies include the ability to expand services offerings and cost reductions. The amount recorded as goodwill is allocated to our MSS segment and is expected to be deductible for tax purposes.

Based upon the preliminary estimate of the fair value of identifiable intangible assets, the estimated amortization expense related to the intangible assets recorded in connection with our acquisition of NEK for fiscal years 2013 through 2017 is as follows (in millions):

| Year Ended<br>September 30, |    |     |
|-----------------------------|----|-----|
| 2013                        | \$ | 3.0 |
| 2014                        |    | 3.4 |
| 2015                        |    | 2.9 |
| 2016                        |    | 2.4 |
| 2017                        |    | 1.9 |

*NextBus*

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On January 24, 2013, Cubic acquired all of the outstanding capital stock of NextBus, Inc. (NextBus) from Webtech Wireless, Inc. (Webtech). NextBus provides products and services to transit agencies which provide real-time passenger information to transit passengers, expanding the portfolio of services and customer base of our Cubic Transportation Systems (CTS) segment. This transaction has been accounted for as a business combination. The results of the acquired NextBus operations have been included in our condensed consolidated financial statements since the acquisition date. For the three months ended June 30, 2013 the amount of NextBus net sales and net loss after taxes included in our Condensed Consolidated Statement of Income were \$3.1 million and \$0.1 million, respectively. For the nine months ended June 30, 2013 the amounts of NextBus net sales and net loss after taxes were \$4.6 million and \$0.3 million respectively. Included in the NextBus operating results are \$0.2 million in transaction related costs incurred during the nine months ended June 30, 2013.

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The purchase agreement states that the cost of the acquisition will total \$20.7 million, adjusted by the difference between the net working capital acquired and targeted working capital amounts. The acquisition-date fair value of consideration transferred is estimated to be \$20.2 million. In January 2013, we paid cash of \$20.7 million and recorded a current asset of approximately \$0.7 million as an estimate of the cash that will be received from Webtech in connection with the working capital settlement. In our third fiscal quarter of 2013 we adjusted the estimated working capital settlement receivable to \$0.4 million and received this settlement amount.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date (in millions):

|                                       |    |       |
|---------------------------------------|----|-------|
| Customer relationships                | \$ | 8.8   |
| Accounts receivable, net              |    | 2.2   |
| Backlog                               |    | 1.7   |
| Acquired technology                   |    | 1.3   |
| Corporate trade names                 |    | 1.0   |
| Accounts payable and accrued expenses |    | (1.1) |
| Deferred tax liabilities, net         |    | (3.3) |
| Other net liabilities assumed         |    | (1.2) |
| Net identifiable assets acquired      |    | 9.4   |
| Goodwill                              |    | 10.8  |
| Net assets acquired                   | \$ | 20.2  |

The estimated fair values of the assets acquired and liabilities assumed, including the fair value of purchased intangibles, and net deferred tax liabilities are preliminary estimates pending the finalization of our valuation analyses. The net deferred tax liabilities were primarily recorded to reflect the tax impact of the identified intangible assets that will not generate tax deductible amortization expense.

The preliminary estimated fair values of purchased intangibles were determined using the valuation methodology deemed to be the most appropriate for each type of asset being valued. Each of the valuation methodologies used were various methods under the income approach. The customer relationships and backlog valuations used the excess earnings approach. The trade names and technology valuations used the relief from royalty approach.

The goodwill resulting from the acquisition consists primarily of the synergies expected from combining the operations of NextBus and our CTS business and the acquired assembled workforce. The anticipated synergies include the ability to expand services offerings and cost reductions. The amount recorded as goodwill is allocated to our CTS segment and is not expected to be deductible for tax purposes.

The intangible assets will be amortized using a combination of accelerated and straight-line based on the expected cash flows from the assets, over a weighted average useful life of 5 years from the date of acquisition. Based upon the preliminary estimate of the fair value of identifiable intangible assets, the estimated amortization expense related to the intangible assets recorded in connection with our acquisition of NextBus for fiscal years 2013 through 2017 is as follows (in millions):

|                      |    |     |
|----------------------|----|-----|
| <b>Year Ended</b>    |    |     |
| <b>September 30,</b> |    |     |
| 2013                 | \$ | 1.2 |

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|      |     |
|------|-----|
| 2014 | 1.6 |
| 2015 | 1.5 |
| 2016 | 1.4 |
| 2017 | 1.3 |

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The following unaudited pro forma information presents our consolidated results of operations as if NextBus and NEK had been included in our consolidated results since October 1, 2011 (in millions):

|                                  | Nine Months Ended<br>June 30, |            | Three Months Ended<br>June 30, |          |
|----------------------------------|-------------------------------|------------|--------------------------------|----------|
|                                  | 2013                          | 2012       | 2013                           | 2012     |
| Net sales                        | \$ 1,031.4                    | \$ 1,059.7 | \$ 340.4                       | \$ 379.1 |
| Net income attributable to Cubic | \$ 58.7                       | \$ 72.6    | \$ 18.4                        | \$ 27.5  |

The pro forma information includes adjustments to give effect to pro forma events that are directly attributable to the acquisitions and have a continuing impact including the amortization of purchased intangibles and the elimination of interest expense for the repayment of debt. No adjustments were made for transaction expenses, other adjustments that do not reflect ongoing operations or for operating efficiencies or synergies. The pro forma financial information is not necessarily indicative of what the consolidated financial results of our operations would have been had the acquisitions been completed on October 1, 2011, and it does not purport to project our future operating results.

**Note 3 Balance Sheet Details**

Marketable securities consist of exchange traded funds whose underlying assets consist of highly liquid debt instruments with short-term maturities. Marketable securities are classified and accounted for as available-for-sale. These investments are recorded at fair value in the accompanying Condensed Consolidated Balance Sheets and the change in fair value is recorded, net of taxes, as a component of other comprehensive income. There have been no significant realized or unrealized gains or losses on these marketable securities to date. Marketable securities have been classified as current assets in the accompanying Condensed Consolidated Balance Sheets based upon the nature of the securities and availability for use in current operations.

The components of accounts receivable are as follows (in thousands):

|  | June 30,<br>2013 | September 30,<br>2012 |
|--|------------------|-----------------------|
| Trade and other receivables              | \$ 17,212        | \$ 17,543             |
| Long-term contracts:                     |                  |                       |
| Billed                                   | 81,867           | 91,132                |
| Unbilled                                 | 309,839          | 264,555               |
| Allowance for doubtful accounts          | (632)            | (463)                 |
| Total accounts receivable                | 408,286          | 372,767               |
| Less estimated amounts not currently due | (19,850)         | (22,070)              |
| Current accounts receivable              | \$ 388,436       | \$ 350,697            |

The amount classified as not currently due is an estimate of the amount of long-term contract accounts receivable that will not be collected within one year from June 30, 2013 under transportation systems contracts in the U.S. and Australia based upon the payment terms in the

contracts. The non-current balance at September 30, 2012 represented non-current amounts due from customers under transportation systems contracts in the same locations.

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Inventories consist of the following (in thousands):

|   | June 30,<br>2013 | September 30,<br>2012 |
|---|------------------|-----------------------|
| Work in process and inventoried costs under long-term contracts | \$ 79,978        | \$ 78,796             |
| Customer advances   | (32,164)         | (27,288)              |
| Raw material and purchased parts                                | 498              | 858                   |
| Net inventories   | \$ 48,312        | \$ 52,366             |

Pursuant to contract provisions, agencies of the U.S. government and certain other customers have title to, or security interest in, inventories related to such contracts as a result of advances, performance-based payments, and progress payments. Contract advances, performance-based payments and progress payments received are recorded as an offset against the related inventory balances for contracts that are accounted for on a percentage-of-completion basis using units-of-delivery as the basis to measure progress toward completing the contract. This determination is performed on a contract by contract basis. Any amount of payments received in excess of the cumulative amount of accounts receivable and inventoried costs for a contract is classified as advanced payments, which is classified as a liability on the balance sheet.

At June 30, 2013, work in process and inventoried costs under long-term contracts includes approximately \$2.5 million in costs incurred outside the scope of work or in advance of a contract award compared to \$1.9 million at September 30, 2012. We believe it is probable that we will recover these costs, plus a profit margin, under contract change orders or awards within the next year.

Long-term capitalized contract costs include costs incurred on a contract to develop and implement a transportation fare system for a customer for which revenue will not begin to be recognized until the system has been delivered.

**Note 4 Fair Value of Financial Instruments**

We carry financial instruments including cash equivalents, accounts receivable, short-term borrowings, accounts payable and accrued liabilities at cost, which we believe approximates fair value because of the short-term maturity of these instruments. Receivables consist primarily of amounts due from U.S. and foreign governments for defense products and local government agencies for transportation systems. Due to the nature of our customers, we generally do not require collateral. We have limited exposure to credit risk as we have historically collected substantially all of our receivables from government agencies.

The valuation techniques required for fair value accounting are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect internal market assumptions. The two types of inputs create the following fair value hierarchy:

- Level 1 - Quoted prices for identical instruments in active markets.



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- Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level 3 - Significant inputs to the valuation model are unobservable.

The following table presents assets and liabilities measured and recorded at fair value on our Condensed Consolidated Balance Sheets on a recurring basis (in thousands). The fair value of cash equivalents approximates their cost. Derivative financial instruments related to foreign currency forward contracts are measured at fair value, the material portions of which are based on active or inactive markets for identical or similar instruments or model-derived valuations whose inputs are observable. Where model-derived valuations are appropriate, we use the applicable credit spread as the discount rate. Credit risk related to derivative financial instruments is considered minimal and is managed by requiring high credit standards for counterparties and through periodic settlements of positions.

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The fair value of our contingent consideration obligation to the Seller of NEK is revalued to its fair value each period and any recorded increase or decreases is recorded into selling, general and administrative expense. Any changes in the assumed timing and amount of the probability of payment scenarios could impact the fair value. We have estimated the fair value of the contingent consideration using a probability-weighted discounted cash flow model. We have estimated that the probability of payment of any amounts less than the maximum possible additional cash consideration of \$11.1 million is remote, and we have estimated that the contingent consideration amounts will be due within six to nine months of the acquisition date. As such, we have estimated that the fair value of the additional cash consideration approximates the maximum possible contingent payments to the Seller of \$11.1 million. There was no change in the fair value of the contingent consideration between the date of the acquisition of NEK and June 30, 2013; therefore, there has been no change in contingent consideration recorded in operations. Significant judgment is employed in determining the appropriateness of these assumptions as of the acquisition date and each subsequent period. Accordingly, changes in the assumptions described above can materially impact the amount of contingent consideration expense we record in any period.

|   | June 30, 2013 |           |           |            |
|---|---------------|-----------|-----------|------------|
|   | Level 1       | Level 2   | Level 3   | Total      |
| <b>Assets</b>                             |               |           |           |            |
| Cash equivalents                          | \$ 137,981    | \$        | \$        | \$ 137,981 |
| Marketable securities                     | 4,049         |           |           | 4,049      |
| Current derivative assets                 |               | 3,918     |           | 3,918      |
| Noncurrent derivative assets              |               | 6,634     |           | 6,634      |
| Total assets measured at fair value       | \$ 142,030    | \$ 10,552 | \$        | \$ 152,582 |
| <b>Liabilities</b>                        |               |           |           |            |
| Current derivative liabilities            | \$            | \$ 3,469  | \$        | \$ 3,469   |
| Noncurrent derivative liabilities         |               | 5,694     |           | 5,694      |
| Contingent consideration to Seller of NEK |               |           | 11,104    | 11,104     |
| Total liabilities measured at fair value  | \$            | \$ 9,163  | \$ 11,104 | \$ 20,267  |

|  | September 30, 2012 |           |         |            |
|--|--------------------|-----------|---------|------------|
|  | Level 1            | Level 2   | Level 3 | Total      |
| <b>Assets</b>                            |                    |           |         |            |
| Cash equivalents                         | \$ 171,300         | \$        | \$      | \$ 171,300 |
| Current derivative assets                |                    | 3,779     |         | 3,779      |
| Noncurrent derivative assets             |                    | 3,713     |         | 3,713      |
| Total assets measured at fair value      | \$ 171,300         | \$ 7,492  | \$      | \$ 178,792 |
| <b>Liabilities</b>                       |                    |           |         |            |
| Current derivative liabilities           | \$                 | \$ 6,839  | \$      | \$ 6,839   |
| Noncurrent derivative liabilities        |                    | 6,498     |         | 6,498      |
| Total liabilities measured at fair value | \$                 | \$ 13,337 | \$      | \$ 13,337  |

Long-term debt and short-term borrowings are carried at amortized cost. The fair values of long-term debt and short-term borrowings are calculated by discounting the value of the note based on market interest rates for similar debt instruments, which is a Level 2 valuation technique. At June 30, 2013, the fair value of our long-term debt was estimated to be approximately \$96.6 million compared to a carrying value of \$102.9 million. At September 30, 2012, the fair value of our long-term debt was estimated to be approximately \$12.5 million compared to a carrying value of \$11.5 million.

Table of Contents**Note 5 Financing Arrangements**

We have a committed revolving credit agreement with a group of financial institutions in the amount of \$200.0 million, expiring in May 2017 (Revolving Credit Agreement). The available line of credit on the Revolving Credit Agreement is reduced by any letters of credit issued under the agreement. As of June 30, 2013, there were no borrowings outstanding under this agreement. Any borrowings under the Revolving Credit Agreement bear interest at a variable rate. There were letters of credit outstanding under the Revolving Credit Agreement totaling \$36.1 million at June 30, 2013, which reduce the available line of credit to \$163.9 million.

We have a secured letter of credit facility agreement with a bank (Secured Letter of Credit Facility) which expires in March 2014. At June 30, 2013, there were letters of credit outstanding under this agreement of \$55.1 million. In support of the Secured Letter of Credit Facility, we have \$68.9 million of our cash on deposit in the U.K. as collateral in a restricted account with the bank providing the facility. We are required to leave the cash in the restricted account so long as the bank continues to maintain associated letters of credit under the facility. The maximum amount of letters of credit currently allowed by the facility is \$62.6 million, and any increase above this amount would require bank approval and additional restricted funds to be placed on deposit. We may choose at any time to terminate the facility and move the associated letters of credit to another credit facility. Letters of credit outstanding under the Secured Letter of Credit Facility do not reduce the available line of credit available under the Revolving Credit Agreement.

On March 12, 2013, we entered into a note purchase and private shelf agreement pursuant to which we agreed to issue \$100.0 million of senior unsecured notes, bearing interest at a rate of 3.35% and maturing on March 12, 2025. Notes with an aggregate principal amount of \$50.0 million were purchased on March 12, 2013 and notes with the remaining aggregate principal amount of \$50.0 million were purchased on April 23, 2013. In addition, pursuant to the agreement, we may from time to time issue and sell, and the purchasers may in their sole discretion purchase, within the next three years, additional senior notes in aggregate principal amount of up to \$25.0 million that will have terms, including interest rate, as we and the purchasers may agree upon at the time of issuance.

**Note 6 Pension Plans**

The components of net periodic pension cost (benefit) are as follows (in thousands):

|                                | Nine Months Ended<br>June 30, |          | Three Months Ended<br>June 30, |         |
|--------------------------------|-------------------------------|----------|--------------------------------|---------|
|                                | 2013                          | 2012     | 2013                           | 2012    |
| Service cost                   | \$ 410                        | \$ 381   | \$ 134                         | \$ 127  |
| Interest cost                  | 6,658                         | 7,167    | 2,197                          | 2,389   |
| Expected return on plan assets | (8,710)                       | (7,563)  | (2,876)                        | (2,521) |
| Amortization of actuarial loss | 1,352                         | 1,191    | 445                            | 397     |
| Administrative expenses        | 57                            | 63       | 19                             | 21      |
| Net pension cost (benefit)     | \$ (233)                      | \$ 1,239 | \$ (81)                        | \$ 413  |

**Note 7 - Stockholders Equity**

Long Term Equity Incentive Plan

On March 21, 2013, the Executive Compensation Committee of the Board of Directors approved a long-term equity incentive award program and awarded 264,549 RSUs with time-based vesting and 161,962 RSUs with performance-based vesting to certain officers, directors and management. Each RSU represents a contingent right to receive one share of our common stock. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are paid on our common stock and vest proportionately with the RSUs to which they relate. Vested shares will be delivered to the recipient following each vesting date.

The RSUs with time-based vesting will vest in four equal installments on each of October 1, 2013, 2014, 2015 and 2016, subject to the recipient's continued service through such date.

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The performance period for the performance-based vesting RSUs granted on March 21, 2013 is the period from October 1, 2012 to September 30, 2015. Recipients of the performance-based vesting RSUs will be eligible to vest in the RSUs at the end of the three-year performance period based on Cubic's achievement of performance goals established by the Executive Compensation Committee over the performance period, subject to the recipient's continued service through September 30, 2015. The vesting of 50% of the performance-based RSUs is contingent upon Cubic meeting specified sales growth targets during the performance period and vesting of 50% of the performance based RSUs is contingent upon Cubic meeting return on equity targets for the performance period. Cubic's sales growth achievement and/or return on equity achievement for the performance period will determine the percentage of the RSUs that will vest.

Through June 30, 2013, Cubic has granted 426,511 restricted stock units of which none have vested. The restricted stock units have a weighted-average grant date fair value of \$43.76 per share, which represents the fair market value of one share of our common stock at the grant date. At June 30, 2013, the total number of RSUs that are ultimately expected to vest, after consideration of expected forfeitures and estimated vesting of performance-based RSUs is 231,801.

The following table summarizes our RSU activity for 2013:

|                                | Unvested Restricted Stock Units |  |
|--------------------------------|---------------------------------|--|
|                                | Number of Shares                | Weighted-Average Grant-Date Fair Value |
| Unvested at September 30, 2012 |                                 |  |
| Granted                        | 426,511                         | \$ 43.76                               |
| Vested                         |                                 |  |
| Forfeited                      | 5,142                           | 43.76                                  |
| Unvested at June 30, 2013      | 421,369                         | \$ 43.76                               |

**Note 8 - Stock-Based Compensation**

Compensation expense related to stock-based awards was \$1.6 million for the three- and nine-month periods ended June 30, 2013. Total stock-based compensation expense related to all of our RSUs was comprised of the following (in thousands):

|                                     | Nine Months Ended |      |    | Three Months Ended |      |    |
|-------------------------------------|-------------------|------|----|--------------------|------|----|
|                                     | June 30,          |      |    | June 30,           |      |    |
|                                     | 2013              | 2012 |    | 2013               | 2012 |    |
| Cost of sales                       | \$ 123            | \$   | \$ | \$ 119             | \$   | \$ |
| Selling, general and administrative | 1,511             |      |    | 1,456              |      |    |
|                                     | \$ 1,634          | \$   | \$ | \$ 1,575           | \$   |    |

As of June 30, 2013, there was \$16.8 million of unrecognized compensation cost related to unvested RSUs. This amount is expected to be recognized over a weighted-average period of 1.5 years. Based upon the expected forfeitures and the expected vesting of performance based RSUs, the aggregate fair value of RSUs expected to ultimately vest is \$10.1 million.

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We are required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods on a cumulative basis in the period the estimated forfeiture rate changes for all stock-based awards when significant events occur. We consider our historical experience with employee turnover as the basis to arrive at our estimated forfeiture rate. The forfeiture rate was estimated to be 12.5% per annum as of June 30, 2013. To the extent the actual forfeiture rate is different from what we have estimated, stock-based compensation related to these awards will be different from our expectations.

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**Note 9 Income Taxes**

Our effective tax rate for the nine months ended June 30, 2013 is lower than the U.S. federal statutory tax rate primarily due to the amount of income earned in foreign tax jurisdictions that is taxed at lower rates than the U.S. federal statutory tax rate and reinstatement of the U.S. federal research and development tax credit included in the American Taxpayer Relief Act of 2012, which was signed into law on January 2, 2013.

Our effective tax rate for the nine months ended June 30, 2013 was 25% as compared to 29% for the year ended September 30, 2012. The effective tax rate for the nine months ended June 30, 2013 benefitted from the retroactive extension of the federal research and development tax credit.

The amount of unrecognized tax benefits was \$9.1 million as of June 30, 2013 and \$8.3 million as of September 30, 2012, exclusive of interest and penalties. At June 30, 2013, the amount of unrecognized tax benefits from permanent tax adjustments that, if recognized, would favorably impact the effective rate was \$6.9 million. During the next 12 months, it is reasonably possible that resolution of reviews by taxing authorities, both domestic and international, could be reached with respect to approximately \$4.9 million of the unrecognized tax benefits depending on the timing of examinations and expiration of statute of limitations, either because our tax positions are sustained or because we agree to their disallowance and pay the related income tax.

We are subject to ongoing audits from various taxing authorities in the jurisdictions in which we do business. As of June 30, 2013, the tax years open under the statute of limitations in significant jurisdictions include fiscal years 2008-2012 in the U.K., 2008-2012 in New Zealand and 2009-2012 in the U.S. We have effectively settled all tax matters with the IRS for fiscal years prior to fiscal year 2011. We believe we have adequately provided for uncertain tax issues that have not yet resolved with federal, state and foreign tax authorities.

**Note 10 Derivative Instruments and Hedging Activities**

In order to manage our exposure to fluctuations in interest and foreign currency exchange rates we utilize derivative financial instruments such as forward starting swaps and foreign currency forwards. We do not use any derivative financial instruments for trading or other speculative purposes.

All derivatives are recorded at fair value, however, the classification of gains and losses resulting from changes in the fair values of derivatives are dependent on the intended use of the derivative and its resulting designation. If a derivative is designated as a fair value hedge, then a change in the fair value of the derivative is offset against the change in the fair value of the underlying hedged item and only the ineffective portion of the hedge, if any, is recognized in earnings. If a derivative is designated as a cash flow hedge, then the effective portion of a change in the fair value of the derivative is recognized as a component of accumulated other comprehensive income until the underlying hedged item is recognized in earnings, or the forecasted transaction is no longer probable of occurring. If a derivative does not qualify as a highly effective hedge, any change in fair value is immediately recognized in earnings. We formally document all hedging relationships for all derivative hedges and the underlying hedged items, as well as the risk management objectives and strategies for undertaking the hedge transactions. We classify the fair value of all derivative contracts as current or non-current assets or liabilities, depending on the realized and unrealized gain or loss position of the hedged contract at the balance sheet date, and the timing of future cash flows. The cash flows from derivatives treated as hedges are classified in the Condensed Consolidated Statements of Cash Flows in the same category as the item being hedged.

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The following table shows the notional principal amounts of our outstanding derivative instruments as of June 30, 2013 and September 30, 2012 (in thousands):

|   | <b>Notional Principal</b> |                           |
|---|---------------------------|---------------------------|
|   | <b>June 30, 2013</b>      | <b>September 30, 2012</b> |
| <b>Instruments designated as accounting hedges:</b>     |                           |                           |
| Foreign currency forwards                               | \$ 373,591                | \$ 382,500                |
| Forward starting swap                                   | 58,415                    | 58,415                    |
| <b>Instruments not designated as accounting hedges:</b> |                           |                           |
| Foreign currency forwards                               | 7,512                     | 5,945                     |



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The notional principal amounts for outstanding derivative instruments provide one measure of the transaction volume outstanding and do not represent the amount of our exposure to credit or market loss. Credit risk represents our gross exposure to potential accounting loss on derivative instruments that are outstanding or unsettled if all counterparties failed to perform according to the terms of the contract, based on then-current interest or currency exchange rates at each respective date. Our exposure to credit loss and market risk will vary over time as a function of interest and currency exchange rates. The amount of credit risk from derivative instruments and hedging activities was not material for the periods ended June 30, 2013 and September 30, 2012. Although the table above reflects the notional principal amounts of our forward starting swaps and foreign exchange instruments, it does not reflect the gains or losses associated with the exposures and transactions that the forward starting swaps and foreign exchange instruments are intended to hedge. The amounts ultimately realized upon settlement of these financial instruments, together with the gains and losses on the underlying exposures, will depend on actual market conditions during the remaining life of the instruments.

We generally enter into master netting arrangements, which reduce credit risk by permitting net settlement of transactions with the same counterparty. We present our derivative assets and derivative liabilities at their gross fair values. We did not have any derivative instruments with credit-risk related contingent features that would require it to post collateral as of June 30, 2013 or September 30, 2012.

The table below presents the fair value of our derivative financial instruments that qualify for hedge accounting as well as their classification in the Condensed Consolidated Balance Sheets as of June 30, 2013 and September 30, 2012 (in thousands):

|                               | Balance Sheet Location       | Fair Value    |                    |
|-------------------------------|------------------------------|---------------|--------------------|
|                               |                              | June 30, 2013 | September 30, 2012 |
| <b>Asset derivatives:</b>     |                              |               |                    |
| Foreign currency forwards     | Other current assets         | \$ 3,918      | \$ 3,779           |
| Foreign currency forwards     | Other noncurrent assets      | 5,181         | 3,713              |
| Forward starting swap         | Other noncurrent assets      | 1,453         |                    |
|                               |                              | \$ 10,552     | \$ 7,492           |
| <b>Liability derivatives:</b> |                              |               |                    |
| Foreign currency forwards     | Other current liabilities    | \$ 3,469      | \$ 6,839           |
| Foreign currency forwards     | Other noncurrent liabilities | 5,694         | 6,407              |
| Forward starting swap         | Other noncurrent liabilities |               | 91                 |
| Total                         |                              | \$ 9,163      | \$ 13,337          |

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The tables below present gains and losses recognized in other comprehensive income (OCI) for the three and nine months ended June 30, 2013 and 2012 related to derivative financial instruments designated as cash flow hedges, as well as the amount of gains and losses reclassified into earnings during those periods (in thousands):

| Derivative Type           | Nine Months Ended                |   |                                  |   |
|---------------------------|----------------------------------|---|----------------------------------|---|
|                           | June 30, 2013                    |   | June 30, 2012                    |   |
|                           | Gains (losses) recognized in OCI | Gains (losses) reclassified into earnings - Effective Portion | Gains (losses) recognized in OCI | Gains (losses) reclassified into earnings - Effective Portion |
| Foreign currency forwards | \$ 4,020                         | \$ (1,763)  | \$ (5,395)                       | \$ (6,688)  |
| Forward starting swap     | 1,453                            |   |                                  |   |

| Derivative Type           | Three Months Ended               |   |                                  |   |
|---------------------------|----------------------------------|---|----------------------------------|---|
|                           | June 30, 2013                    |   | June 30, 2012                    |   |
|                           | Gains (losses) recognized in OCI | Gains (losses) reclassified into earnings - Effective Portion | Gains (losses) recognized in OCI | Gains (losses) reclassified into earnings - Effective Portion |
| Foreign currency forwards | \$ 5,912                         | \$ 289  | \$ 177                           | \$ 2,158  |
| Forward starting swap     | 1,617                            |   |                                  |   |

The amount of gains and losses from derivative instruments and hedging activities classified as not highly effective did not have a material impact on the results of operations for the three and nine months ended June 30, 2013 and 2012. The amount of estimated unrealized net losses from cash flow hedges which are expected to be reclassified to earnings in the next twelve months is \$0.3 million, net of income taxes.

*Forward starting swap*

In connection with a transportation systems contract that we entered in December 2011 with the Chicago Transit Authority, we will incur significant costs to develop the customer's fare collection system before we begin receiving payments under the contract. In order to finance certain of these costs, we plan to issue approximately \$83 million of 10-year fixed rate debt on or about January 1, 2014. We are concerned that market interest rates for the 10-year forward period of January 1, 2014 to January 1, 2024 will change through January 1, 2014, exposing the LIBOR benchmark component of each of the 20 projected semi-annual interest cash flows of that future 10-year period to risk of variability. Therefore, in July 2012 we entered into a forward-starting 10-year swap contract with a bank to reduce the interest rate variability exposure of the projected interest cash flows. The forward-starting swap has a notional amount of \$58.4 million, a termination date of January 1, 2014 and a pay 1.698% fixed rate, receive 3-month LIBOR, with fixed rate payments due semi-annually on the first day each June and December commencing June 1, 2014 through December 2023, floating payments due quarterly on the first day of each quarter commencing March 1, 2014 through December 2023, and floating reset dates two days prior to the first day of each calculation period. The swap contracts accrual period, January 1, 2014 to December 1, 2023 is designed to match the tenor of the planned debt issuance.

*Foreign currency forwards*

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In order to limit our exposure to foreign currency exchange rate risk we generally hedge those commitments greater than \$50,000 by using foreign currency exchange forward and option contracts that are denominated in currencies other than the functional currency of the subsidiary responsible for the commitment, typically the British pound, Canadian dollar, Singapore dollar, euro, Swedish krona, New Zealand dollar and Australian dollar. These contracts are designed to be effective hedges regardless of the direction or magnitude of any foreign currency exchange rate change, because they result in an equal and opposite income or cost stream that offsets the change in the value of the underlying commitment.

Table of Contents**Note 11 Segment Information**

Business segment financial data is as follows (in millions):

|  | Nine Months Ended<br>June 30, |            | Three Months Ended<br>June 30, |          |
|--|-------------------------------|------------|--------------------------------|----------|
|  | 2013                          | 2012       | 2013                           | 2012     |
| <b>Sales:</b>                            |                               |            |                                |          |
| Transportation Systems                   | \$ 391.2                      | \$ 383.3   | \$ 133.8                       | \$ 125.8 |
| Mission Support Services                 | 359.4                         | 356.8      | 123.8                          | 122.4    |
| Defense Systems                          | 267.2                         | 280.9      | 82.8                           | 116.9    |
| Other                                    | 0.3                           | 0.8        |                                | 0.3      |
| Total sales                              | \$ 1,018.1                    | \$ 1,021.8 | \$ 340.4                       | \$ 365.4 |
| <b>Operating income (loss):</b>          |                               |            |                                |          |
| Transportation Systems                   | \$ 63.6                       | \$ 60.5    | \$ 18.2                        | \$ 19.2  |
| Mission Support Services                 | 11.4                          | 15.0       | 3.6                            | 5.9      |
| Defense Systems                          | 8.5                           | 26.7       | 7.0                            | 14.6     |
| Unallocated corporate expenses and other | (3.6)                         | (3.3)      | (1.8)                          | (1.1)    |
| Total operating income                   | \$ 79.9                       | \$ 98.9    | \$ 27.0                        | \$ 38.6  |
| <b>Depreciation and amortization:</b>    |                               |            |                                |          |
| Transportation Systems                   | \$ 2.7                        | \$ 2.8     | \$ 1.2                         | \$ 1.1   |
| Mission Support Services                 | 10.0                          | 9.6        | 3.5                            | 3.1      |
| Defense Systems                          | 4.4                           | 3.9        | 1.5                            | 1.4      |
| Other                                    | 0.9                           | 0.8        | 0.2                            | 0.2      |
| Total depreciation and amortization      | \$ 18.0                       | \$ 17.1    | \$ 6.4                         | \$ 5.8   |

Changes in estimates on contracts for which revenue is recognized using the cost-to-cost-percentage-of-completion method increased operating profit by approximately \$2.2 million and \$12.8 million in the three months ended June 30, 2013 and June 30, 2012, respectively and increased operating profit by approximately \$5.1 million and \$17.4 million for the nine months ended June 30, 2013 and June 30, 2012, respectively. These adjustments increased net income by approximately \$1.1 million (\$0.04 per share) and \$8.3 million (\$0.31 per share) in the three months ended June 30, 2013, and June 30, 2012, respectively and increased net income by approximately \$3.9 million (\$0.15 per share) and \$11.7 million (\$0.44 per share) in the nine months ended June 30, 2013 and June 30, 2012, respectively.

Included in the impacts of the changes in estimate above for the three months and nine months ended June 30, 2012 is a change in estimate related to a ground combat training range contract. Prior to the third quarter of fiscal 2012 we had been working for more than a year under an arrangement without a firm contract price or scope of work and had been recognizing sales equal to costs. We reached agreement with the customer on a price and scope of work in the third quarter of 2012, resulting in higher operating income of \$12.5 million for the quarter and nine-month periods ended June 30, 2012 because of this favorable change in estimate.

Certain of our transportation systems service contracts contain service level or system usage incentives, for which we recognize revenues when the incentive award is fixed or determinable. These contract incentives are generally based upon monthly service levels or monthly performance and become fixed or determinable on a monthly basis. However, one of our transportation systems service contracts contains annual system usage incentives which are based upon system usage compared to annual baseline amounts. For this contract the annual system usage incentives are not considered fixed or determinable until the end of the contract year for which the incentives are measured, which falls within the second

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quarter of our fiscal year. During the quarters ended March 31, 2013 and 2012 we recognized sales of \$13.2 million and \$12.2 million, respectively related to annual system usage incentives on this transportation contract which resulted in additional operating income of the same amounts in these respective periods.

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In March 2013, our CDS business implemented a restructuring plan to reduce global employee headcount by approximately 150 in order to rebalance our resources with work levels that have declined due to recent delays in contract awards and contract funding. CDS incurred resulting restructuring charges of \$6.1 million and \$0.1 million, in the second and third quarters of fiscal 2013, respectively. The total costs of the restructuring plan are not expected to be significantly greater than the charges incurred to date.

The following table presents a rollforward of our restructuring liability as of June 30, 2013, which is included within accrued compensation and other current liabilities within our Condensed Consolidated Balance Sheets (in millions):

|                                   | <b>Restructuring Liability</b> |
|-----------------------------------|--------------------------------|
|                                   | <b>Employee Separation</b>     |
|                                   | <b>Expenses</b>                |
| Liability as of December 31, 2012 | \$                             |
| Accrued costs                     | 6.1                            |
| Cash payments                     | (0.5)                          |
| Liability as of March 31, 2013    | 5.6                            |
| Accrued costs                     | 0.1                            |
| Cash payments                     | (4.6)                          |
| Liability as of June 30, 2013     | \$ 1.1                         |

Certain restructuring costs are based upon estimates. Actual amounts paid may ultimately differ from these estimates. If additional costs are incurred or recognized amounts exceed costs, such changes in estimates will be recognized when incurred.

**Note 12 Legal Matters**

In November 2011, we received a claim from a public transit authority customer which alleges that the authority incurred a loss of transit revenue due to the inappropriate and illegal actions of one of our former employees, who has plead guilty to the charges. This individual was employed to work on a contract we acquired in a business combination in 2009 and had allegedly been committing these illegal acts from almost two years prior to our acquisition of the contract, until his arrest in May 2011. The transit system was designed and installed by a company unrelated to us. The claim currently seeks recoupment from us of a total amount of \$3.9 million for alleged lost revenue, fees and damages. In March 2012, the county superior court entered a default judgment against our former employee and others for \$2.9 million based upon the estimated loss of revenue by the public transit authority customer. In the quarter ended March 31, 2012, we recorded an accrued cost of \$2.9 million within general and administrative expense in the transportation systems segment based upon the court's assessment of these losses. We have not recorded expense for any amount in excess of the \$2.9 million through June 30, 2013 as no other loss is deemed probable. Insurance may cover all, or a portion, of any losses we could ultimately incur for this matter. However, any potential insurance proceeds will not be recognized in the financial statements until receipt of any such proceeds is assured.

We are not a party to any other material pending proceedings and we consider all other matters to be ordinary proceedings incidental to the business. We believe the outcome of these other proceedings will not have a materially adverse effect on our financial position, results of operations, or cash flows.

**Note 13 Subsequent Events**

In July 2013 we acquired a defense systems business based in Australia and a defense systems business with principal operations in the Far East and in the United Kingdom. The total estimated acquisition-date fair value of consideration transferred for these two businesses totaled \$4.6 million.

We have completed an evaluation of all subsequent events through the issuance date of these consolidated financial statements and concluded no subsequent events have occurred that require recognition or disclosure, other than those described in the sections above.

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**CUBIC CORPORATION**

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

June 30, 2013

We are a leading international provider of cost-effective systems and solutions that address the mass transit and global defense markets' most pressing and demanding requirements. We are engaged in the design, development, manufacture, integration, and sustainment of advanced technology systems and products. We also provide a broad range of engineering, training, technical, logistic, and information technology services. We serve the needs of various federal and regional government agencies in the U.S. and other allied nations around the world with products and services that have both defense and civil applications. Our main areas of focus are in mass transit fare collection, defense, intelligence, homeland security, and information technology, including cyber security.

We operate in three reportable business segments: Cubic Transportation Systems (CTS), Mission Support Services (MSS) and Cubic Defense Systems (CDS). We organize our business segments based on the nature of the products and services offered.

CTS is a systems integrator that develops and provides fare collection infrastructure, services and technology and real-time passenger information systems and services for public transit authorities and operators worldwide. We offer fare collection devices, software systems and multiagency, multimodal transportation integration technologies, as well as a full suite of operational services that help agencies efficiently collect fares, manage operations, reduce revenue leakage and make public transit more convenient. We provide a wide range of services for transit authorities in major transit markets worldwide, including computer hosting services, call center and web services, payment media issuance and distribution services, retail point of sale network management, payment processing, financial clearing and settlement, software application support and outsourced asset operations and maintenance.

MSS is a leading provider of highly specialized support services to the U.S. government and allied nations. Services provided include live, virtual and constructive training, real-world mission rehearsal exercises, professional military education, intelligence support, information technology, information assurance and related cyber support, development of military doctrine, consequence management, infrastructure protection and force protection, as well as support to field operations, force deployment and redeployment and logistics.

CDS is focused on two primary lines of business: Training Systems and Secure Communications. CDS is a diversified supplier of live and virtual military training systems, and secure communication systems and products to the U.S. Department of Defense, other U.S. government agencies and allied nations. We design and manufacture instrumented range systems for fighter aircraft, armored vehicles and infantry force-on-force live training weapons effects simulations, laser-based tactical and communication systems, and precision gunnery solutions. Our secure communications products are aimed at intelligence, surveillance, asset tracking and search and rescue markets.

Consolidated Overview



Sales for the quarter ended June 30, 2013 decreased 7% to \$340.4 million from \$365.4 million last year. CDS sales decreased 29% compared to the third quarter of last year, while CTS sales and MSS sales increased 6% and 1%, respectively. For the first nine months of the fiscal year, sales decreased by less than 1% to \$1.018 billion compared to \$1.022 billion last year. CDS sales decreased 5% compared to the first nine months of last year, while CTS and MSS sales increased 2% and 1%, respectively. The sales generated by businesses we acquired during 2013 totaled \$14.6 million and \$25.7 million for the three- and nine-month periods ended June 30, 2013, respectively. See the segment discussions following for further analysis of segment sales.

Operating income was \$27.0 million in the third quarter compared to \$38.6 million in the third quarter of last year, a decrease of 30%. CDS operating income decreased 52%, while MSS operating income decreased 39% and CTS operating income decreased 5% compared to the third quarter of last year. Businesses we acquired in 2013 generated operating losses of \$0.9 million for the quarter, including \$0.1 of transaction-related costs. Unallocated corporate and other costs for the third quarter of 2013 were \$1.8 million compared to \$1.1 million in 2012.

Operating income for the nine-month period decreased 19% to \$79.9 million from \$98.9 million last year. CDS and MSS operating income decreased 68% and 24%, respectively, compared to the first nine months of last year, while CTS operating income increased 5%. CDS operating results for the nine-month period included restructuring charges of \$6.2 million, of which \$6.1 million was recognized in the second quarter of fiscal 2013. Businesses we acquired in 2013 generated operating losses of \$1.7 million for the nine months ended June 30, 2013, including \$0.8 million of transaction-related costs. Unallocated corporate and other expenses for the first nine months of the fiscal year were \$3.6 million for 2013 and \$3.3 million for 2012.

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Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA) decreased to \$33.4 million in the quarter from \$44.4 million in the third quarter of last year. For the first nine months of the fiscal year, Adjusted EBITDA decreased to \$97.9 million compared to \$116.0 million last year. The changes in Adjusted EBITDA for the quarter and nine-month period ended June 30, 2013 are primarily related to the changes in operating income for the corresponding periods. See below for a reconciliation of this non-GAAP metric to net income and an explanation of why we believe it to be an important measure of performance.

Net income attributable to Cubic for the third quarter of fiscal 2013 decreased to \$18.4 million, or \$0.69 cents per share, compared to \$26.7 million, or \$1.00 per share, last year. Net income decreased for the quarter primarily due to a decrease in operating income and an increase in interest expense, partially offset by a decrease in income tax expense.

For the first nine months of the year, net income attributable to Cubic decreased to \$58.0 million, or \$2.17 per share, from \$70.8 million, or \$2.65 per share last year. The decrease in net income for the nine-month period was primarily due to a decrease in operating income, as well as an increase in interest expense and other expense, and a decrease in interest and dividend income. The impact of these items on net income was partially offset by a decrease in income tax expense. In the first quarter of fiscal 2013, we recorded \$0.6 million of interest expense related to a judgment against us, which required us to pay such amount of interest to the court on behalf of a party that had filed claims against us. Interest and dividend income decreased for the nine-month period based upon the decrease in our average cash balances over the periods. Included in other income was a net foreign currency exchange loss of \$1.2 million in the first nine months this year compared to a gain of \$0.9 million last year, before applicable income taxes.

Our gross margin percentages on product sales decreased to 29% in the third quarter of 2013 from 38% last year, and decreased to 28% for the nine months ended June 30, 2013 from 32% last year. The decreases in gross margin percentages was primarily due to a change in estimate that had occurred during the third quarter of 2012 related to a ground combat training range contract. Prior to the third quarter of 2012 we had been working for more than a year under an arrangement without a firm contract price or scope of work and had been recognizing sales equal to costs. We reached agreement with the customer on a price and scope of work in the third quarter of 2012, resulting in higher sales and operating income of \$12.5 million for the quarter and nine-month periods because of this favorable change in estimate in the third quarter of 2012.

Our gross margin percentages on service sales increased to 21% in the third quarter of 2013 from 13% last year, and increased to 21% in the first nine months of 2013 from 18% last year. The increase in the gross margin percentages on services sales for the three- and nine-month periods ended June 30, 2013 is primarily the result of the increase in CTS service sales as a percentage of our total service sales. CTS service sales have a higher gross margin percentage than service sales from our other segments.

For the third quarter of this year product sales decreased by \$58.2 million, or 31%, while service sales increased \$33.2 million, or 19%. For the first nine months of the year, product sales decreased \$66.6 million, or 15%, while services sales increased by \$62.9 million, or 11%.

Selling, general and administrative (SG&A) expenses increased in the third quarter of 2013 to \$44.1 million compared to \$42.8 million in 2012. For the nine-month period, SG&A increased to \$126.4 million compared to \$121.0 million last year. As a percentage of sales, SG&A expenses were 13% for the third quarter of fiscal 2013 compared to 12% for the third quarter last year. For the nine-month period ended June 30, SG&A expenses were 12% of sales in 2013 and 2012. The increase in SG&A expenses in the third quarter was primarily due to \$1.5 million of stock-based compensation expense recorded during the quarter related to our long-term equity incentive award program which began in March 2013. For the nine month period ended June 30, 2013, the increase in SG&A expenses primarily related to stock-based compensation of \$1.5 million recorded during 2013 as well as \$1.1 million of professional services costs recognized in the first quarter of 2013 related to the restatement of our financial statements for the year ended September 30, 2012 and previous periods. In addition, we incurred \$0.9 million of

expenses in 2013 related to our secondary offering of outstanding shares that were sold by certain of our shareholders. Partially offsetting these increases in SG&A expenses for the first nine months of 2013, in the first quarter of 2013 SG&A expenses were reduced by \$1.4 million related to proceeds from an insurance claim for losses that we incurred over the period from fiscal 2010 to fiscal 2012. Also, in the second quarter of 2012 we accrued a \$2.9 million provision for a legal claim. SG&A expenses in businesses that we acquired in 2013 were \$1.6 million for the third quarter and \$3.2 million for the first nine months of 2013.

Company funded research and development expenditures, which relate to new defense and transportation technologies we are developing, decreased to \$6.4 million for the third quarter compared to \$8.4 million last year, and decreased to \$19.3 million for the nine-month period this year compared to \$21.4 million last year. Amortization of purchased intangibles increased for the third quarter of 2013 to \$4.4 million compared to \$3.7 million last year due to the amortization of intangible assets related to businesses purchased during 2013. Amortization of purchased intangibles for the first nine months of 2013 increased to \$12.2 million from \$11.4 million in 2012.

The American Taxpayer Relief Act of 2012, which reinstated the U.S. federal research and development tax credit retroactively from January 1, 2012 through December 31, 2013, was enacted into law during the second quarter of fiscal 2013. Therefore, the tax benefit resulting from the reinstatement for fiscal 2013 was reflected in our estimated annual effective tax rate for fiscal 2013 beginning in the second fiscal quarter. Additionally, we recorded a discrete tax benefit of approximately \$1.7 million through the third quarter of fiscal 2013 related to the reinstatement of the federal research and development tax credit for fiscal 2012. After consideration of both of these items, we estimate our annual effective income tax rate for fiscal 2013 will be approximately 26%. The effective rate for fiscal

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2013 could be affected by, among other factors, the mix of business between the U.S. and foreign jurisdictions, our ability to take advantage of available tax credits and audits of our records by taxing authorities.

Transportation Systems Segment (CTS)

|   | Nine Months Ended<br>June 30, |       |      | Three Months Ended<br>June 30, |    |       |    |       |
|---|-------------------------------|-------|------|--------------------------------|----|-------|----|-------|
|   | 2013                          |       | 2012 | 2013                           |    | 2012  |    |       |
|   | (in millions)                 |       |      |                                |    |       |    |       |
| Transportation Systems Segment Sales            | \$                            | 391.2 | \$   | 383.3                          | \$ | 133.8 | \$ | 125.8 |
| Transportation Systems Segment Operating Income | \$                            | 63.6  | \$   | 60.5                           | \$ | 18.2  | \$ | 19.2  |

CTS sales increased 6% in the third quarter to \$133.8 million compared to \$125.8 million last year, and increased 2% for the nine-month period to \$391.2 million from \$383.3 million last year. During the quarter and nine months ended June 30, 2013 CTS generated higher sales on a contract for a suburban bus system near Chicago, and transit system contracts in Minneapolis, and New York. NextBus, a business we acquired in January 2013 that provides real-time passenger information products and services to transit agencies contributed sales of \$3.1 million for the quarter and \$4.6 million for the nine-month period ended June 30, 2013. In addition, during the third quarter of fiscal 2013, CTS recognized sales of approximately \$2.0 million as a result of a contract claim that was settled during the quarter related to services that were provided to a European customer between December 2011 and the second quarter of fiscal 2013. For the quarter and nine-month period CTS realized lower sales both from a contract to design and build a system in Sydney, Australia and due to reduced work on a contract to design and build a system in Vancouver. In the quarter and nine months ended June 30, 2012 revenues were higher on the Vancouver and Sydney projects as we were producing a significant amount of the hardware for the systems, while this year we are in the latter stages of delivery for these systems. During the quarter and nine months ended June 30, 2013, sales decreased on system development contracts in the U.K. The average exchange rates between the prevailing currency in our foreign operations and the U.S. dollar resulted in a decrease in sales of \$3.2 million for the third quarter and a decrease of \$2.1 million for the nine-month period compared to the same periods last year.

CTS operating income decreased 5% in the third quarter to \$18.2 million compared to \$19.2 million last year, while operating income increased 5% for the nine-month period to \$63.6 million from \$60.5 million last year. During the quarter and nine months ended June 30, 2013, operating margins declined due to a decrease in work on U.K. development contracts, and because of an increase in estimated costs to complete and implement a system on our contract in Sydney, Australia. These decreases in operating income were partially offset for the quarter and were more than offset during the nine month period by higher operating income on increased work on contracts in the U.S. described above as well as the sales recorded in the third quarter related to the European service contract claim settlement described above. In addition, operating income for the nine month period improved in the second quarter of fiscal 2013 due to higher annual system usage incentives on a U.K. service contract. The operating loss from NextBus was \$0.2 million for the quarter and \$0.5 million for the nine-month period ended June 30, 2013, including acquisition-related costs of \$0.2 million. The average exchange rates between the prevailing currency in our foreign operations and the U.S. dollar resulted in a decrease in operating income of \$0.6 million for the third quarter and a decrease of \$0.5 million for the nine-month period compared to the same periods last year.

Mission Support Services Segment (MSS)

Nine Months Ended

Three Months Ended

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|   | June 30, |          | (in millions) |          | June 30, |      |
|---|----------|----------|---------------|----------|----------|------|
|   | 2013     | 2012     | 2013          | 2012     | 2013     | 2012 |
| Mission Support Services Segment Sales            | \$ 359.4 | \$ 356.8 | \$ 123.8      | \$ 122.4 |          |      |
| Mission Support Services Segment Operating Income | \$ 11.4  | \$ 15.0  | \$ 3.6        | \$ 5.9   |          |      |

MSS sales increased 1% in the third quarter to \$123.8 million compared to \$122.4 million last year, and increased 1% for the nine-month period to \$359.4 million from \$356.8 million last year. Sales in the quarter and nine-month period were lower on certain contracts due to a decrease in activity, including a contract to provide deployment/redeployment services and from training contracts for the U.S. military. The decrease in sales was also caused by the loss of contracts due to lower bids by competitors. These decreases in sales were more than offset for the quarter and nine-month periods by sales generated by NEK, a Special Operation Forces training business acquired in December 2012 that added sales of \$11.4 million and \$21.1 million in the three- and nine-month periods ended June 30, 2013, respectively.

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MSS operating income decreased 39% in the third quarter to \$3.6 million compared to \$5.9 million last year, and decreased 24% for the nine-month period to \$11.4 million from \$15.0 million last year. The decreased operating income for the quarter resulted from the sales decreases described above and from an operating loss at NEK. For the nine month period, the decrease resulted from increased personnel costs on a flight simulator training contract, an operating loss at NEK and the sales decreases described above. The NEK operating loss was \$0.7 million for the quarter and \$1.2 million for the nine-month period ended June 30, 2013, including acquisition-related costs of \$0.6 million.

**Defense Systems Segment (CDS)**

|  | Nine Months Ended<br>June 30, |          | Three Months Ended<br>June 30, |          |
|--|-------------------------------|----------|--------------------------------|----------|
|  | 2013                          | 2012     | 2013                           | 2012     |
|  | (in millions)                 |          |                                |          |
| <b><u>Defense Systems Segment Sales</u></b>            |                               |          |                                |          |
| Training systems                                       | \$ 222.6                      | \$ 243.1 | \$ 69.4                        | \$ 108.1 |
| Secure communications                                  | 44.6                          | 37.8     | 13.4                           | 8.8      |
|  | \$ 267.2                      | \$ 280.9 | \$ 82.8                        | \$ 116.9 |
| <b><u>Defense Systems Segment Operating Income</u></b> |                               |          |                                |          |
| Training systems                                       | \$ 17.7                       | \$ 31.4  | \$ 8.8                         | \$ 19.1  |
| Secure communications                                  | (3.0)                         | (4.7)    | (1.7)                          | (4.5)    |
| Restructuring costs                                    | (6.2)                         |          | (0.1)                          |          |
|  | \$ 8.5                        | \$ 26.7  | \$ 7.0                         | \$ 14.6  |

**Training Systems**

Training systems sales decreased 36% in the third quarter to \$69.4 million compared to \$108.1 million last year, and decreased 8% for the nine-month period to \$222.6 million from \$243.1 million last year. Sales were lower for the quarter and the nine month period for ground combat training systems in the U.S., U.K., and the Far East as well as for sales of virtual small-arms training systems. These decreases in sales were partially offset by increased shipments of MILES (Multiple Integrated Laser Engagement Simulation) equipment to the U.S. government. Higher sales of air combat training systems also partially offset the overall decrease in Training System sales for the quarter and particularly for the nine-month period.

Operating income decreased 54% in the third quarter to \$8.8 million compared to \$19.1 million last year, and decreased 44% for the nine-month period to \$17.7 million from \$31.4 million last year. The decrease in operating income for the third quarter and first nine months of 2013 resulted primarily from a change in estimate that had occurred during the third quarter of 2012 related to a ground combat training range contract. Prior to the third quarter of 2012 we had been working for more than a year under an arrangement without a firm contract price or scope of work and had been recognizing sales equal to costs. We reached agreement with the customer on a price and scope of work in the third quarter of 2012, resulting in higher sales and operating income of \$12.5 million for the quarter and nine-month periods because of this favorable change in estimate in the third quarter of 2012. Operating margins also decreased in 2013 on the lower sales of ground combat training systems described above, particularly due to decreases in sales to customers in the Far East. In addition, although sales of air combat training systems increased for the quarter and nine-month period, the operating margin percentage for air combat training systems for the nine month period this year was lower than last year due to a decrease in sales of higher margin air combat training systems to a customer in the Far East.

**Secure Communications**

Certain CDS product lines that were previously classified in an Other category have been reclassified into the Secure Communications category. Prior year amounts have been reclassified to conform to the current year presentation.

Secure communications sales increased 52% in the third quarter to \$13.4 million compared to \$8.8 million last year, and increased 18% for the nine-month period to \$44.6 million from \$37.8 million last year. Operating losses decreased to \$1.7 million in the third quarter from \$4.5 million last year, and decreased from \$4.7 million to \$3.0 million for the nine-month period.

Sales were higher from personnel locator systems for the quarter and nine-month period but were lower from power amplifier products. Sales of data link products increased for the quarter, but were lower for the nine-month period ended June 30, 2013.

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The overall operating loss for Secure Communications is primarily due to the results of operations of our asset tracking and cyber security product lines. For the third quarter of 2013, increased margins and increased margin percentages on higher sales of data link products were primarily responsible for the decrease in the overall Secure Communications operating loss. For the nine-month period, the higher operating income on higher personnel locator system sales was partially offset by lower margins on datalink sales. These decreased datalink margins for the nine months were caused by lower sales as well as cost growth, particularly from the impact of cost increases of \$1.2 million in the first quarter of fiscal 2013 on a U.S. government contract.

**Restructuring costs**

In March 2013, our CDS business implemented a restructuring plan to reduce global employee headcount by approximately 150 in order to rebalance our resources with work levels that have declined due to recent delays in contract awards and contract funding. CDS incurred resulting restructuring charges of \$6.1 million and \$0.1 million, in the second and third quarters of fiscal 2013, respectively. The total costs of the restructuring plan are not expected to be significantly greater than the charges incurred to date. The workforce realignment was reflective of the current mix of work and anticipated activity levels going forward. We anticipate that operating margins will improve for CDS over the remainder of the current fiscal year and next year with the leaner cost structure.

The following table presents a rollforward of our restructuring liability as of June 30, 2013, which is included within accrued compensation and other current liabilities within our Condensed Consolidated Balance Sheets (in millions):

|                                   | <b>Restructuring Liability<br/>Employee Separation Expenses</b> |       |
|-----------------------------------|---|-------|
| Liability as of December 31, 2012 | \$  |       |
| Accrued costs                     |   | 6.1   |
| Cash payments                     |   | (0.5) |
| Liability as of March 31, 2013    |   | 5.6   |
| Accrued costs                     |   | 0.1   |
| Cash payments                     |   | (4.6) |
| Liability as of June 30, 2013     | \$  | 1.1   |

Certain restructuring costs are based upon estimates. Actual amounts paid may ultimately differ from these estimates. If additional costs are incurred or recognized amounts exceed costs, such changes in estimates will be recognized when incurred.



Table of Contents**Backlog**

|                          | June 30,<br>2013 | (in millions) | September 30,<br>2012 |
|--------------------------|------------------|---------------|-----------------------|
| <b>Total backlog</b>     |                  |               |                       |
| Transportation Systems   | \$ 1,543.2       |               | \$ 1,663.7            |
| Mission Support Services | 800.6            |               | 737.0                 |
| Defense Systems:         |                  |               |                       |
| Training systems         | 463.7            |               | 362.0                 |
| Secure communications    | 58.1             |               | 68.9                  |
| Total Defense Systems    | 521.8            |               | 430.9                 |
| Total                    | \$ 2,865.6       |               | \$ 2,831.6            |
| <b>Funded backlog</b>    |                  |               |                       |
| Transportation Systems   | \$ 1,543.2       |               | \$ 1,663.7            |
| Mission Support Services | 250.3            |               | 248.1                 |
| Defense Systems:         |                  |               |                       |
| Training systems         | 463.7            |               | 362.0                 |
| Secure communications    | 58.1             |               | 68.9                  |
| Total Defense Systems    | 521.8            |               | 430.9                 |
| Total                    | \$ 2,315.3       |               | \$ 2,342.7            |

Total backlog increased \$34.0 million from September 30, 2012 to June 30, 2013. Increases in backlog for CDS and MSS were partially offset by a decrease in backlog for CTS. The increase in CDS backlog included over \$125 million of contracts with customers in the Asia Pacific region signed in the third quarter of this year. The increase in MSS backlog included the addition of \$23.9 million of backlog from the acquisition of NEK, and the decrease in CTS backlog was partially offset by the addition of \$7.1 million of backlog from the acquisition of NextBus. Changes in exchange rates between the prevailing currency in our foreign operations and the U.S. dollar as of the end of the quarter reduced backlog by \$69.9 million compared to September 30, 2012. Most of the decrease in backlog caused by the changes in exchange rates impacted CTS backlog.

The difference between total backlog and funded backlog represents options under multiyear MSS service contracts. Funding for these contracts comes from annual operating budgets of the U.S. government and the options are normally exercised annually. Funded backlog includes unfilled firm orders for our products and services for which funding has been both authorized and appropriated by the customer (Congress, in the case of U.S. government agencies). Options for the purchase of additional systems or equipment are not included in backlog until exercised. In addition to the amounts identified above, we have been selected as a participant in or, in some cases, the sole contractor for several substantial indefinite delivery/ indefinite quantity (IDIQ) contracts. IDIQ contracts are not included in backlog until an order is received. In the past, many of the contracts we were awarded in MSS were long-term in nature, spanning periods of five to ten years. The U.S. Department of Defense now awards shorter-term contracts for the services we provide and increasingly relies upon IDIQ contracts which can result in a lower backlog and/or lower funded backlog due to the shorter-term nature of Task Orders issued under these IDIQ awards. We also have several service contracts in our transportation business that include contingent revenue provisions tied to meeting certain performance criteria. These variable revenues are also not included in the amounts identified above.

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**Adjusted EBITDA**

Adjusted EBITDA represents net income attributable to Cubic before interest, taxes, non-operating income, depreciation and amortization. We believe that the presentation of Adjusted EBITDA included in this report provides useful information to investors with which to analyze our operating trends and performance and ability to service and incur debt. Also, Adjusted EBITDA is a factor we use in measuring our performance and compensating certain of our executives. Further, we believe Adjusted EBITDA facilitates company-to-company operating performance comparisons by backing out potential differences caused by variations in capital structures (affecting net interest expense), taxation and the age and book depreciation of property, plant and equipment (affecting relative depreciation expense), and non-operating expenses which may vary for different companies for reasons unrelated to operating performance. In addition, we believe that Adjusted EBITDA is frequently used by securities analysts, investors and other interested parties in their evaluation of companies, many of which present an Adjusted EBITDA measure when reporting their results. Adjusted EBITDA is not a measurement of financial performance under GAAP and should not be considered as an alternative to net income as a measure of performance. In addition, other companies may define Adjusted EBITDA differently and, as a result, our measure of Adjusted EBITDA may not be directly comparable to Adjusted EBITDA of other companies. Furthermore, Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- Adjusted EBITDA does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;
- Adjusted EBITDA does not reflect our provision for income taxes, which may vary significantly from period to period; and
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements.

Because of these limitations, Adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business. We compensate for these limitations by relying primarily on our GAAP results and using Adjusted EBITDA only supplementally. You are cautioned not to place undue reliance on Adjusted EBITDA.

The following table reconciles Adjusted EBITDA to net income attributable to Cubic, which we consider to be the most directly comparable GAAP financial measure to Adjusted EBITDA:

|  | Nine Months Ended<br>June 30, |                   | Three Months Ended<br>June 30, |                  |
|--|-------------------------------|-------------------|--------------------------------|------------------|
|  | 2013                          | 2012              | 2013                           | 2012             |
|  | (in thousands)                |                   |                                |                  |
| <b>Reconciliation:</b>                   |                               |                   |                                |                  |
| Net income attributable to Cubic         | \$ 57,968                     | \$ 70,812         | \$ 18,364                      | \$ 26,721        |
| Add:                                     |                               |                   |                                |                  |
| Provision for income taxes               | 19,859                        | 29,538            | 7,416                          | 11,338           |
| Interest expense (income), net           | 1,159                         | (1,524)           | 392                            | (476)            |
| Other expense (income), net              | 764                           | (95)              | 813                            | 950              |
| Noncontrolling interest in income of VIE | 149                           | 149               | 24                             | 53               |
| Depreciation and amortization            | 18,014                        | 17,140            | 6,417                          | 5,843            |
| <b>ADJUSTED EBITDA</b>                   | <b>\$ 97,913</b>              | <b>\$ 116,020</b> | <b>\$ 33,426</b>               | <b>\$ 44,429</b> |

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**Liquidity and Capital Resources**

Operating activities used cash of \$6.8 million for the nine-month period. Increases in accounts receivable and long-term capitalized contract costs and decreases in accounts payable, and other current liabilities contributed to the use of cash. Long-term capitalized contract costs include costs incurred on a contract to develop and manufacture a transportation fare system for a customer in the U.S. for which revenue will not begin to be recognized until the system has been delivered. The growth in accounts receivable related to several large on-going contracts we worked on in 2013, including transportation systems contracts in Canada and Australia and a defense systems contract in Italy. Negative cash flows on these contracts at this stage of their completion is in accordance with contract terms. Contract terms, including payment terms on our long-term development contracts, are customized for each contract based upon negotiations with the respective customer. The customized payment terms on long-term development projects also often include payment milestones based upon such items as the delivery of components of systems, meeting specific contractual requirements in the contracts, or other events. These milestone payments can vary significantly based upon the negotiated terms of the contracts. In 2013, much of the growth in the unbilled accounts receivable was based upon when we are entitled to receive milestone payments.

CDS and CTS segments contributed to the use of cash from operating activities, while MSS provided cash from operating activities.

Investing activities for the nine-month period included \$40.5 million of cash paid related to the acquisition of NEK, \$20.2 million of cash paid related to the acquisition of NextBus, the purchase of \$4.1 million of marketable securities and capital expenditures of \$6.2 million. Financing activities for the nine-month period consisted of the receipt of proceeds of \$100.0 million from a note purchase and private shelf agreement described below, scheduled payments on our long-term debt of \$8.4 million, and dividends paid to our shareholders of \$3.2 million.

A change in exchange rates between foreign currencies, primarily between the Australian dollar and the U. S. dollar and between the British Pound and the U.S. dollar, resulted in a decrease of \$10.1 million to our cash balance as of June 30, 2013 compared to September 30, 2012, and a decrease to Accumulated Other Comprehensive Income of \$10.5 million during the nine-month period. Although this does not directly impact liquidity, if these exchange rates continue to change, there will be an impact on our sales and operating income, as noted in the CTS section above.

We have a committed revolving credit agreement with a group of financial institutions in the amount of \$200.0 million that expires in May 2017 (Revolving Credit Agreement). The available line of credit on the Revolving Credit Agreement is reduced by any letters of credit issued under the agreement. As of June 30, 2013, there were no borrowings under this agreement. Any borrowings under the Revolving Credit Agreement bear interest at a variable rate. At June 30, 2013 there were letters of credit outstanding under the Revolving Credit Agreement totaling \$36.1 million, which reduce the available line of credit to \$163.9 million.

We have a secured letter of credit facility agreement with a bank (Secured Letter of Credit Facility) which expires in March 2014. At June 30, 2013, there were letters of credit outstanding under this agreement of \$55.1 million. In support of the Secured Letter of Credit Facility, we placed \$68.9 million of our cash on deposit in the U.K. as collateral in a restricted account with the bank providing the facility. We are required to leave the cash in the restricted account so long as the bank continues to maintain associated letters of credit under the facility. The maximum amount of letters of credit currently allowed by the facility is \$62.6 million, and any increase above this amount would require bank approval and additional restricted funds to be placed on deposit. We may choose at any time to terminate the facility and move the associated letters of credit to another credit facility. Letters of credit outstanding under the Secured Letter of Credit Facility do not reduce the available line of credit available under the Revolving Credit Agreement.

On March 12, 2013, we entered into a note purchase and private shelf agreement pursuant to which we agreed to issue \$100.0 million of senior unsecured notes, bearing interest at a rate of 3.35% and maturing on March 12, 2025. Notes with an aggregate principal amount of \$50.0 million were purchased on March 12, 2013 and notes with the remaining aggregate principal amount of \$50.0 million were purchased on April 23, 2013. In addition, pursuant to the agreement, we may from time to time issue and sell, and the purchasers may in their sole discretion purchase, within the next three years, additional senior notes in aggregate principal amount of up to \$25.0 million that will have terms, including interest rate, as we and the purchasers may agree upon at the time of issuance.

As of June 30, 2013, \$176.2 million of the \$212.5 million of our cash and cash equivalents was held by our foreign subsidiaries. If these funds are needed for our operations in the U.S., we would be required to accrue and pay U.S. taxes to repatriate these funds. However, our intent is to permanently reinvest these funds outside of the U.S. and our current plans do not demonstrate a need to repatriate them to fund our U.S. operations.

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Our financial condition remains strong with working capital of \$485.4 million and a current ratio of 2.9 to 1 at June 30, 2013. We expect that cash on hand, cash flows from operations, and our unused lines of credit will be adequate to meet our liquidity requirements for the foreseeable future.

**Critical Accounting Policies, Estimates and Judgments**

Our financial statements are prepared in accordance with accounting principles that are generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. We continually evaluate our estimates and judgments, the most critical of which are those related to revenue recognition, income taxes, valuation of goodwill, purchased intangibles and pension costs. We base our estimates and judgments on historical experience and other factors that we believe to be reasonable under the circumstances. Materially different results can occur as circumstances change and additional information becomes known.

Besides the estimates identified above that are considered critical, we make many other accounting estimates in preparing our financial statements and related disclosures. All estimates, whether or not deemed critical affect reported amounts of assets, liabilities, revenues and expenses, as well as disclosures of contingent assets and liabilities. These estimates and judgments are also based on historical experience and other factors that are believed to be reasonable under the circumstances. Materially different results can occur as circumstances change and additional information becomes known, even for estimates and judgments that are not deemed critical.

There have been no significant changes to our critical accounting policies and estimates described under Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies, Estimates and Judgments in our Annual Report on Form 10-K for the year ended September 30, 2012, other than the revisions to the following:

***Revenue recognition***

We generate revenue from the sale of products such as mass transit fare collection systems, air and ground combat training systems, and secure communications products. We also generate revenues from services we provide such as specialized military training exercises, including live, virtual and constructive training exercises and support, and we operate and maintain fare systems for mass transit customers. We classify sales as products or services in our Consolidated Statements of Income based on the attributes of the underlying contracts.

A significant portion of our business is derived from long-term development, production and system integration contracts. We consider the nature of these contracts, and the types of products and services provided, when we determine the proper accounting for a particular contract. Generally, we record revenue for long-term fixed-price contracts on a percentage-of-completion basis using the cost-to-cost method to measure progress toward completion. Many of our long-term fixed-price contracts require us to deliver quantities of products over a long period of time or to perform a substantial level of development effort in relation to the total value of the contract. Under the cost-to-cost method of accounting, we recognize revenue based on a ratio of the costs incurred to the estimated total costs at completion. For certain other long-term, fixed-price production contracts not requiring substantial development effort we use the units-of-delivery percentage-of-completion method as the basis to measure progress toward completing the contract and recognizing sales. The units-of-delivery measure recognizes revenues as deliveries are

made to the customer generally using unit sales values in accordance with the contract terms. We estimate profit as the difference between total estimated revenue and total estimated cost of a contract and recognize that profit over the life of the contract based on deliveries.

As a general rule, we recognize sales and profits earlier in a production cycle when we use the cost-to-cost method of percentage-of-completion accounting than when we use the units-of-delivery method. In addition, our profits and margins may vary materially depending on the types of long-term contracts undertaken, the costs incurred in their performance, the achievement of other performance objectives, and the stage of performance at which the right to receive fees, particularly under award and incentive fee contracts, is finally determined.

Award fees and incentives related to performance on contracts, which are generally awarded at the discretion of the customer, as well as penalties related to contract performance, are considered in estimating sales and profit rates. Estimates of award fees are based on actual awards and anticipated performance. Incentive provisions that increase or decrease earnings based solely on a single significant event are generally not recognized until the event occurs. Those incentives and penalties are recorded when there is sufficient information for us to assess anticipated performance.

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Accounting for long-term contracts requires judgment relative to assessing risks, estimating contract revenues and costs, and making assumptions for schedule and technical issues. Due to the scope and nature of the work required to be performed on many of our contracts, the estimation of total revenue and cost at completion is complicated and subject to many variables. Contract costs include material, labor and subcontracting costs, as well as an allocation of indirect costs. For contracts with the U.S. federal government, general and administrative costs are considered contract costs; however, general and administrative costs are not considered contract costs for any other customers. We have to make assumptions regarding labor productivity and availability, the complexity of the work to be performed, the availability of materials, estimated increases in wages and prices for materials, performance by our subcontractors, and the availability and timing of funding from our customer, among other variables. For contract change orders, claims, or similar items, we apply judgment in estimating the amounts and assessing the potential for realization. These amounts are only included in contract value when they can be reliably estimated and realization is considered probable. Based upon our history, we believe we have the ability to make reasonable estimates for these items. We have accounting policies and controls in place to address these, as well as other contractual and business arrangements to properly account for long-term contracts, and we continue to monitor and improve such policies, controls, and arrangements. For example, during the fourth quarter of fiscal year 2012, we identified the following material weaknesses in our internal control over financial reporting related to accounting for revenue on certain types of contracts: (i) in our process of assessing the appropriate accounting treatment for revenue and costs for certain of our contracts with customers, we did not maintain a sufficient number of personnel with an appropriate level of knowledge and experience or ongoing training in GAAP to challenge our application of GAAP commensurate with the number and complexity of our contracts to prevent or detect material misstatements in revenue or cost of sales in a timely manner and (ii) our policies for the review and approval of revenue recognition decisions required review and analysis by personnel with an appropriate level of GAAP knowledge and experience for contracts over certain materiality thresholds, which thresholds were not designed to ensure that sufficient review was being performed for revenue recognition decisions that could have a material impact on our financial statements. As a result of these material weaknesses, we concluded that our internal control over financial reporting was not effective based on criteria set forth by the Committee of Sponsoring Organization of the Treadway Commission in Internal Control – An Integrated Framework. We are actively engaged in developing a remediation plan designed to address these material weaknesses and we continue to monitor and improve all of our accounting policies, controls, and arrangements, as described above.

Products and services provided under long-term, fixed-price contracts represented approximately 72% of our net sales for 2012. Because of the significance of the judgments and estimation processes, it is likely that materially different amounts could be recorded if we used different assumptions or if our underlying circumstances were to change. For example, if underlying assumptions were to change such that our estimated profit rate at completion for all fixed-price contracts accounted for under the cost-to-cost percentage-of-completion method was higher or lower by one percentage point, our 2012 net earnings would have increased or decreased by approximately \$6 million. When adjustments in estimated contract revenues or estimated costs at completion are required, any changes from prior estimates are recognized by recording adjustments in the current period for the inception-to-date effect of the changes on current and prior periods using the cumulative catch-up method of accounting. When estimates of total costs to be incurred on a contract exceed total estimates of revenue to be earned, a provision for the entire loss on the contract is recorded in the period the loss is determined.

We occasionally enter into contracts that include multiple deliverables such as the construction or upgrade of a system and subsequent services related to the delivered system. Recently, we have seen an increase in the number of customer requests for proposal that include this type of contractual arrangement. An example of this is a contract we entered into in 2011 to provide system upgrades and long-term services for the Vancouver, B.C. Canada Smart Card and Faregate system. We elected to adopt updated authoritative accounting guidance for multiple element arrangements in 2010 on a prospective basis. For contracts of this nature entered into in 2010 and beyond, the contract value is allocated at the inception of the contract to the different contract elements based on their relative selling price. The relative selling price for each deliverable is determined using vendor specific objective evidence (VSOE) of selling price or third-party evidence of selling price if VSOE does not exist. If neither VSOE nor third-party evidence of selling price exists for a deliverable, which is typically the case for our contracts, the guidance requires us to determine the best estimate of the selling price, which is the price at which we would sell the deliverable if it were sold on a standalone basis. In estimating the selling price of the deliverable on a standalone basis, we consider our overall pricing models and objectives, including the factors we contemplate in negotiating our contracts with our customers. The pricing models and objectives that we use are generally based upon a cost-plus margin approach, with the estimated margin based in part on qualitative factors such as perceived customer pricing sensitivity and competitive pressures. Once the contract value is allocated to the separate deliverables, revenue recognition guidance relevant to each contractual element is followed. For example, for the long-term construction portion of a contract we use the cost-to-cost percentage-of-completion method and for the services portion we recognize the service revenues on a straight-line basis over the contractual service period or based on measurable units of work performed or incentives earned. The judgment we apply in allocating the relative selling price to each deliverable can have a significant impact on the timing of recognizing revenues and operating income on a contract. The revenue recognized for each unit of accounting is classified as products or services sales in our Consolidated Statements of Income based upon the



predominant attributes of the unit of accounting. If product and service deliverables are combined for revenue recognition purposes, revenue recognized is allocated to products or services in our Consolidated Statements of Income based upon a relative-selling-price method.

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We provide services under contracts including outsourcing-type arrangements and operations and maintenance contracts. Revenue under our service contracts with the U.S. government, which are primarily in our MSS segment, is recorded under the cost-to-cost percentage-of-completion method. Award fees and incentives related to performance on services contracts at MSS are generally accrued during the performance of the contract based on our historical experience with such awards.

Revenue under contracts for services other than those with the U.S. government and those associated long-term development projects is recognized either as services are performed or when a contractually required event has occurred, depending on the contract. These types of service contracts are entered into primarily by our CTS segment and to a lesser extent by our CDS segment. Revenue under such contracts is generally recognized on a straight-line basis over the period of contract performance, unless evidence suggests that the revenue is earned or the obligations are fulfilled in a different pattern. Costs incurred under these services contracts are expensed as incurred. Earnings related to services contracts may fluctuate from period to period, particularly in the earlier phases of the contract. Certain of our transportation systems service contracts contain service level or system usage incentives, for which we recognize revenues when the incentive award is fixed or determinable. These contract incentives are generally based upon monthly service levels or monthly performance and become fixed or determinable on a monthly basis. However, one of our transportation systems service contracts contains annual system usage incentives which are based upon system usage compared to annual baseline amounts. For this contract the annual system usage incentives are not considered fixed or determinable until the end of the contract year for which the incentives are measured, which falls within the second quarter of our fiscal year. Often these fees are based on meeting certain contractually required service levels or based on system usage levels.

Approximately half of our total sales are driven by pricing based on costs incurred to produce products or perform services under contracts with the U.S. government. Cost-based pricing is determined under the Federal Acquisition Regulation (FAR). The FAR provides guidance on the types of costs that are allowable in establishing prices for goods and services under U.S. government contracts. For example, costs such as those related to charitable contributions, interest expense and certain advertising activities are unallowable and, therefore, not recoverable through sales. We closely monitor compliance with, and the consistent application of, our critical accounting policies related to contract accounting. Business segment personnel evaluate our contracts through periodic contract status and performance reviews. Corporate management and our internal auditors also monitor compliance with our revenue recognition policies and review contract status with segment personnel. Costs incurred and allocated to contracts are reviewed for compliance with U.S. government regulations by our personnel, and are subject to audit by the Defense Contract Audit Agency. For other information on accounting policies we have in place for recognizing sales and profits, see our discussion under Revenue recognition in Note 1 to our consolidated financial statements in our Annual Report on Form 10-K for the year ended September 30, 2012.

**CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING INFORMATION**

This report, including the documents that we incorporate by reference, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to the safe harbor created by those sections. Any statements about our expectations, beliefs, plans, objectives, assumptions, future events or our future financial and/or operating performance are not historical and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as may, will, anticipate, estimate, plan, project, continuing, ongoing, expect, believe, intend, predict, potential, opportunity and similar words or phrases or the words or phrases. These statements involve risks, estimates, assumptions and uncertainties, including those discussed in Risk Factors in our Annual Report on Form 10-K for the year ended September 30, 2012, and throughout this report that could cause actual results to differ materially from those expressed in these statements. Such risks, estimates, assumptions and uncertainties include, among others:

- unanticipated issues related to the restatement of our financial statements;

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- our ability to develop and implement new processes and procedures to remediate the material weaknesses that exist in our internal control over financial reporting;
- our dependence on U.S. and foreign government contracts;
- delays in approving U.S. and foreign government budgets and cuts in U.S. and foreign government defense expenditures;
- the ability of certain government agencies to unilaterally terminate or modify our contracts with them;
- our ability to successfully integrate new companies into our business and to properly assess the effects of such integration on our financial condition;

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- the U.S. government's increased emphasis on awarding contracts to small businesses, and our ability to retain existing contracts or win new contracts under competitive bidding processes;
- negative audits by the U.S. government;
- the effects of politics and economic conditions on negotiations and business dealings in the various countries in which we do business or intend to do business;
- competition and technology changes in the defense and transportation industries;
- our ability to accurately estimate the time and resources necessary to satisfy obligations under our contracts;
- the effect of adverse regulatory changes on our ability to sell products and services;
- our ability to identify, attract and retain qualified employees;
- business disruptions due to cyber security threats, physical threats, terrorist acts, acts of nature and public health crises;
- our involvement in litigation, including litigation related to patents, proprietary rights and employee misconduct;
- our reliance on subcontractors and on a limited number of third parties to manufacture and supply our products;
- our ability to comply with our development contracts and to successfully develop, introduce and sell new products, systems and services in current and future markets;
- defects in, or a lack of adequate coverage by insurance or indemnity for, our products and systems;

- changes in U.S. and foreign tax laws, exchange rates or our economic assumptions regarding our pension plans; and
- other factors discussed elsewhere in this report.

Because the risks, estimates, assumptions and uncertainties referred to above could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any forward-looking statements. In addition, past financial and/or operating performance is not necessarily a reliable indicator of future performance and you should not use our historical performance to anticipate results or future period trends. Further, any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for us to predict which factors will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

### ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our market risks at June 30, 2013 have not changed materially from those described under Item 7A. Quantitative and Qualitative Disclosure about Market Risk in our Annual Report on Form 10-K for the year ended September 30, 2012.

### ITEM 4 - CONTROLS AND PROCEDURES

We performed an evaluation of the effectiveness of our disclosure controls and procedures as of June 30, 2013. The evaluation was performed with the participation of senior management of each business segment and key corporate functions, and under the supervision of our Chief Executive Officer and our Chief Financial Officer. Based upon our evaluation we identified material weaknesses in internal control over financial reporting as of the end of such period.

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act) are designed to provide reasonable assurance that information required to be disclosed in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (SEC) and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

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As described below, management has identified material weaknesses in our internal control over financial reporting, which is an integral component of our disclosure controls and procedures. As a result of those material weaknesses, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of June 30, 2013.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. In connection with management's assessment of our internal control over financial reporting described above, management has identified the following deficiencies that constituted individually, or in the aggregate, material weaknesses in our internal control over financial reporting as of June 30, 2013:

- In our process of assessing the appropriate accounting treatment for revenue and costs for certain of our contracts with customers, we did not maintain a sufficient number of personnel with an appropriate level of U.S. generally accepted accounting principles (GAAP) knowledge and experience or ongoing training in the application of GAAP commensurate with the number and complexity of our contracts to prevent or detect material misstatements in revenue or cost of sales in a timely manner.
- Our policies for the review and approval of revenue recognition decisions required review and analysis by personnel with an appropriate level of GAAP knowledge and experience for contracts over certain materiality thresholds. These thresholds were not designed to ensure that sufficient review was being performed for revenue recognition decisions that could have a material impact on our financial statements.

Because of these material weaknesses, management has concluded that we did not maintain effective internal control over financial reporting as of June 30, 2013.

***Changes in Internal Control over Financial Reporting*** To remediate the material weakness in our internal control over financial reporting described above, we are in the process of adding resources and we have implemented new control procedures regarding our accounting for revenue and costs on our contracts. The new control procedures include the development of new revenue and cost analytical tools, more extensive review and analysis of contract terms, revenue recognition models, and related reports by personnel with an appropriate level of GAAP knowledge and experience. Also, we have initiated additional training and education for personnel involved in financial processes that impact revenue and cost recognition.

We believe the steps taken to date have improved the effectiveness of our internal control over financial reporting. However, the material weaknesses will not be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

***Plans for Remediation of Material Weaknesses*** Our remediation plan incorporates the enhanced revenue and cost controls described above, in order to address the material weaknesses. The Remediation Plan will ensure that each area affected by a material control weakness is put through a remediation process. The Remediation Plan entails a thorough analysis which includes the following phases:

- Define and assess each control deficiency: ensure a thorough understanding of the as is state, process owners, and procedural or technological gaps causing the deficiency. This work is underway for all identified areas;
- Design and evaluate a remediation action for each control deficiency for each affected area: validate or improve the related policy and procedure documentation; evaluate skills of the process owners and resources dedicated to each affected area and adjust as required.
- Implement specific remediation actions: train process owners, allow time for process adoption and adequate transaction volume for next steps;
- Test and measure the design and effectiveness of the remediation actions; test and provide feedback on the design and operating effectiveness of the controls; and,
- Management review and acceptance of completion of the remediation effort.

The Remediation Plan is being administered by our Director of Internal Audit and involves key leaders from across the organization, including our Chief Executive Officer and our Chief Financial Officer. The Director of Internal Audit is reporting quarterly and as needed to the Audit Committee of our Board of Directors on the progress made toward completion of the Remediation Plan.

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**PART II - OTHER INFORMATION**

ITEM 1 - LEGAL PROCEEDINGS

In November 2011, we received a claim from a public transit authority customer which alleges that the authority incurred a loss of transit revenue due to the inappropriate and illegal actions of one of our former employees, who has plead guilty to the charges. This individual was employed to work on a contract we acquired in a business combination in 2009 and had allegedly been committing these illegal acts from almost two years prior to our acquisition of the contract, until his arrest in May 2011. The transit system was designed and installed by a company unrelated to us. The claim currently seeks recoupment from us of a total amount of \$3.9 million for alleged lost revenue, fees and damages. In March 2012, the county superior court entered a default judgment against our former employee and others for \$2.9 million based upon the estimated loss of revenue by the public transit authority customer. In the quarter ended March 31, 2012, we recorded an accrued cost of \$2.9 million within general and administrative expense in the transportation systems segment based upon the court's assessment of these losses. We have not recorded expense for any amount in excess of the \$2.9 million through June 30, 2013 as no other amount of loss is deemed probable. Insurance may cover all, or a portion, of any losses we could ultimately incur for this matter. However, any potential insurance proceeds will not be recognized in the financial statements until receipt of any such proceeds is assured.

ITEM 1A - RISK FACTORS

There have been no material changes to the risk factors previously disclosed in Part I - Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended September 30, 2012 (as amended and supplemented by the risk factors disclosed in Part II - Item 1A. Risk Factors of our Quarterly Report on Form 10-Q for the three months ended December 31, 2012), other than those set forth below, which should be read in conjunction with the risk factors disclosed therein.

**Risks Relating to Our Business**

*We have restated our prior consolidated financial statements, which may lead to additional risks and uncertainties, including shareholder litigation.*

We previously restated our consolidated financial statements as of and for the years ended September 30, 2011, 2010 and 2009, and for the quarterly periods ended December 31, 2009 through March 31, 2012. The determination to restate these consolidated financial statements and the unaudited interim condensed consolidated financial statements was made by our Audit and Compliance Committee upon management's recommendation following the identification of errors related to our method of recognizing revenues on certain contracts.

As a result of these events, we have become subject to a number of additional risks and uncertainties, including substantial unanticipated costs for accounting and legal fees in connection with or related to the restatement and potential shareholder litigation. If litigation did occur, we may incur additional substantial defense costs regardless of the outcome, and such litigation could cause a diversion of our management's time and attention. If we do not prevail in any such litigation, we could be required to pay substantial damages or settlement costs. In addition, as our net



income increased as a result of the restatement, we are liable to pay increased tax liabilities or penalties for prior periods, both under U.S. and foreign laws.

***Sequestration may adversely affect our businesses which are dependent on federal government funding.***

On March 1, 2013, pursuant to laws passed in August 2011 and January 2013, the federal government implemented sequestration, which results in deep and automatic cuts in defense budgets and other non-defense budgets. It is currently unknown what programs will be cut, over what time period and by what amount. Some programs may be cancelled in their entirety.

All of our U.S. defense contracts are at risk of being cut or terminated. Our domestic transportation contracts could be materially harmed if transit agencies do not receive expected federal funds and are required to curtail their plans to expand or upgrade their fare collection systems. Any cuts or cancellations of our contracts may materially harm our business, prospects, financial condition and results of operations.

***Our business could be negatively affected by cyber or other security threats or other disruptions.***

As a U.S. defense contractor and a supplier of software based fare collection systems for the transportation infrastructure, we face cyber threats, threats to the physical security of our facilities and employees, including senior executives, and terrorist acts, as well as the potential for business disruptions associated with information technology failures, damaging weather or other acts of nature, and pandemics or other public health crises, which may adversely affect our business.

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We routinely experience cyber security threats, threats to our information technology infrastructure and attempts to gain access to our company sensitive information, as do our customers, suppliers, subcontractors and joint venture partners. We may experience similar security threats at customer sites that we operate and manage as a contractual requirement.

Prior cyber attacks directed at us have not had a material impact on our financial results, and we believe our threat detection and mitigation processes and procedures are robust. Due to the evolving nature of these security threats, however, the impact of any future incident cannot be predicted.

Although we work cooperatively with our customers and our suppliers, subcontractors, and joint venture partners to seek to minimize the impacts of cyber threats, other security threats or business disruptions, we must rely on the safeguards put in place by those entities.

The costs related to cyber or other security threats or disruptions may not be fully mitigated by insurance or other means. Occurrence of any of these events could adversely affect our internal operations, the services we provide to customers, loss of competitive advantages derived from our research and development efforts, early obsolescence of our products and services, our future financial results, our reputation or our stock price. The occurrence of any of these events could also result in civil or criminal liabilities.

***The terms of our financing arrangements may restrict our financial and operational flexibility, including our ability to invest in new business opportunities.***

Our current \$200.0 million unsecured revolving credit agreement expires in May 2017. The available line of credit on the agreement is reduced by any letters of credit issued under the agreement. As of June 30, 2013, there were no borrowings outstanding under the agreement. Any borrowings under the agreement bear interest at a variable rate. There were letters of credit outstanding under the agreement totaling \$36.1 million at June 30, 2013, which reduced the available line of credit to \$163.9 million at that date.

We also have a secured letter of credit facility agreement with a bank that expires in March 2014. As of June 30, 2013, there were letters of credit outstanding under this agreement of \$55.1 million. In support of this facility, we have \$68.9 million of our cash on deposit in the U.K. as collateral in a restricted account with the bank providing the facility. We are required to leave the cash in the restricted account so long as the bank continues to maintain associated letters of credit under the facility. The maximum amount of letters of credit currently allowed by the facility is \$62.6 million, and any increase above this amount would require bank approval and additional restricted funds to be placed on deposit. We may choose at any time to terminate the facility and move the associated letters of credit to another credit facility. Letters of credit outstanding under this facility do not reduce the available line of credit available under the revolving credit agreement described above.

On March 12, 2013, we entered into a note purchase and private shelf agreement, pursuant to which we agreed to issue and sell \$100.0 million of senior unsecured notes, bearing interest at a rate of 3.35% and maturing on March 12, 2025. Notes with an aggregate principal amount of \$50.0 million were purchased on March 12, 2013 and notes with the remaining aggregate principal amount of \$50.0 million were purchased on April 23, 2013. Pursuant to the agreement, we may also from time to time issue and sell, and the purchasers under the agreement may in their sole discretion purchase, within the next three years, additional senior notes in aggregate principal amount of up to \$25.0 million that will have terms, including interest rate, as we and the purchasers may agree upon at the time of issuance.

The terms of the borrowing arrangements described above include provisions that limit our levels of debt, require minimum coverage of fixed charges and contain certain restrictive covenants. We may incur future obligations that would subject us to additional covenants that affect our financial and operational flexibility or subject us to different events of default. In addition, the cost of servicing such debt could divert resources which may otherwise be used to develop our businesses.

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ITEM 6 - EXHIBITS

(a) The following exhibits are included herein:

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1                | Amended and Restated Certificate of Incorporation. Incorporated by reference to Form 10-Q for the quarter ended June, 30, 2006, file No. 001-08931, Exhibit 3.1.   |
| 3.2                | Amended and Restated Bylaws. Incorporated by reference to Form 8-K filed March 8, 2013, file No. 001-08931, Exhibit 3.1.   |
| 31.1               | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.2               | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 32.1               | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350  |
| 32.2               | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350  |
| 101                | Financial statements from the Cubic Corporation Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, formatted in Extensible Business Reporting Language (XBRL): (i) Condensed Consolidated Statements of Income, (ii) Condensed Consolidated Statements of Comprehensive Income, (iii) Condensed Consolidated Balance Sheets, (iv) Condensed Consolidated Statements of Cash Flows, and (v) Notes to Condensed Consolidated Financial Statements. |

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\* Indicates management contract or compensatory plan or arrangement.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CUBIC CORPORATION

|      |                |   |
|------|----------------|---|
| Date | August 1, 2013 | /s/ John D. Thomas<br>John D. Thomas<br>Executive Vice President and Chief Financial Officer<br>(Principal Financial Officer) |
| Date | August 1, 2013 | /s/ Mark A. Harrison<br>Mark A. Harrison<br>Senior Vice President and Corporate Controller<br>(Principal Accounting Officer)  |