

FCC Form 703
Exhibit 1
Description of the Transaction / Public Interest Statement

This application seeks Commission consent to the *pro forma* transfer of control of GATR Technologies, Inc. (“GATR”), the licensee of experimental authorization WR9XAO. The *pro forma* transfer reflects the final disposition of this asset following the acquisition of GATR’s corporate parent, Cubic Corporation (“Cubic”), by Atlas CC Acquisition Corp. (“Atlas”).¹

The sole reason for the instant application concerns the conversion of the following two entities in the vertical ownership chain of Atlas from private corporations to limited liability companies: Atlas CC Holding LLC and Atlas Intermediate Holding LLC (the “Intermediate Atlas Entities”). Attachment 2 to this Exhibit illustrates GATR’s ownership structure with the Atlas Intermediate Entities as private corporations, and Attachment 3 illustrates that same structure, but with the Atlas Intermediate Entities as LLCs and with minor, non-substantive, ownership percentage updates. Contemporaneous with this application, Atlas is filing applications for the *pro forma* transfer of control of Cubic’s satellite earth station and private wireless licenses with the Commission’s International Bureau and with the Wireless Telecommunications Bureau, respectively.

The above-described conversions have no impact on the ultimate control or ownership of GATR or any of the other licensee subsidiaries involved in Atlas’ acquisition of Cubic. The conversions covered by this application serve the public interest by creating operational and

¹ See IBFS File No. SES-T/C-20210222-00371 (consenting to the transfer of earth station Call Signs 090054 and E080108); Transfer of Control of Licensee Applications, Public Notice, Report No. 15730 (Mar. 10, 2021) (consenting to the transfer of Cubic’s private wireless licenses); OET File No. 0006-EX-TC-2021 (consenting to transfer of Cubic’s experimental authorization).

administrative efficiencies for GATR and the other Cubic licensees, and Atlas respectfully requests prompt Commission approval.

Request for Waiver

On May 25, 2021, Atlas and Cubic consummated a substantial change in control involving the acquisition of Cubic, including GATR and its subsidiaries, by Atlas.² The Commission consented to this transaction pursuant to a series of approvals granted in March and April 2021. However, due to an inadvertent oversight, the Intermediate Atlas Entities were reported in the underlying applications for that transaction as private corporations, rather than as LLCs as they existed at the time of consummation on May 25, 2021. Atlas accordingly and respectfully requests acceptance and grant of this *pro forma* transfer application *nunc pro tunc* relating back to that date, which the Commission may grant pursuant to Section 1.3 of its rules.³ Good cause exists for the waiver of the requirement that prior approval of the *pro forma* transfer (*i.e.*, the LLC conversion) be received prior to consummation thereof. Failure to reflect the correct form of the Intermediate Atlas Entities in the prior applications was an inadvertent oversight that Atlas regrets and it is promptly seeking to correct that oversight with this application.

² See ELS File No. 0005-EX-TU-2021.

³ See 47 C.F.R. § 1.3; see also *id.* § 5.65(c)(2).

Atlas CC Acquisition Corp.
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Attachment 1: FCC Licenses

FCC Licenses

	Call Sign	Service
GATR Technologies, Inc. FRN: 0014209738		
1)	E080108	SES (Satellite Earth Station)
2)	E090054	SES (Satellite Earth Station)
3)	WR9XAO	XT (Experimental Testing)
GATR Technologies FRN: 0027450410		
4)	WRBR325	IG (Industrial/Business Pool, Conventional)
Cubic Corporation FRN: 0027443357		
5)	WRBQ304	IG (Industrial/Business Pool, Conventional)
Cubic Transportation Systems, Inc. FRN: 0026903864		
6)	WRAI554	IG (Industrial/Business Pool, Conventional)