

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

This application seeks Commission consent to the transfer of control of Cubic Corporation (“Cubic”), which will result in the transfer of control of experimental authorization WR9XAO. Cubic is the corporate parent of wholly owned subsidiary GATR Technologies, Inc., the licensee of WR9XAO.

This application is being filed in furtherance of a transaction pursuant to an Agreement and Plan of Merger dated February 7, 2021 (the “Proposed Transaction”). Under the terms and subject to the conditions of the Agreement and Plan of Merger, Atlas Merger Sub Inc.,¹ a wholly owned subsidiary of Atlas CC Acquisition Corp., will merge with and into Cubic, with Cubic continuing as the surviving corporation and a wholly owned subsidiary of Atlas CC Acquisition Corp.

Pursuant to the Proposed Transaction, Atlas CC Acquisition Corp. (“Atlas”) will become the immediate corporate parent of Cubic. Cubic in turn will remain the corporate parent of wholly owned subsidiary GATR Technologies, Inc. The attached pre- and post-consummation ownership charts provide an illustration of the Proposed Transaction.

The Proposed Transaction will not result in any changes in the business, operations, or assets of Cubic or its subsidiaries. Cubic, either directly or through subsidiaries (GATR Technologies, Inc.; Cubic Transportation Systems, Inc.), will continue to hold experimental,

¹ Because Atlas Merger Sub Inc. will merge with and into Cubic, it does not appear in the attached post-consummation ownership chart.

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private wireless, and satellite licenses.² A list of the specific licenses at issue is provided in Attachment 1 to this Exhibit.

The list of licenses in Attachment 1 is intended to include all the authorizations and applications that Cubic directly or indirectly holds. Additionally, Cubic directly or indirectly may hereafter file additional requests for new or modified authorizations, and those requests may be granted before or after the Commission takes action on the applications submitted herein. Accordingly, Cubic and Atlas CC Acquisition Corp. request that the approval granted in response to this application cover not only licenses held by Cubic (or one of its wholly-owned subsidiaries), but also: (1) any Commission authorization granted to Cubic (directly or indirectly) during the pendency of the subject transaction prior to closing; and (2) any application submitted by Cubic that is pending at the time the proposed transfer is consummated. Such action would be consistent with prior decisions of the Commission.³

Following consummation of the Proposed Transaction, the authorization that is the subject of this application will be used in the same manner and for the same purposes following the transfer of control as it was before the transfer of control. Moreover, this transaction will ensure access to capital to support further growth of the Cubic business, which relies in part on the use of the authorization at issue here. Accordingly, the public interest would be served by prompt consent to the application.

² The parties have filed concurrent transfer applications for the satellite and private wireless licenses with the Commission's International Bureau and Wireless Telecommunications Bureau, respectively.

³ See, e.g., *AT&T Inc. and DIRECTV*, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9280 ¶ 402 (2015); *Sprint Nextel Corp. & Clearwire Corp.*, Memorandum Opinion and Order, 23 FCC Rcd 17570, 17611 ¶ 105 (2008); *NYNEX Corp. & Bell Atlantic Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 19985, 20097 ¶ 247 (1997).

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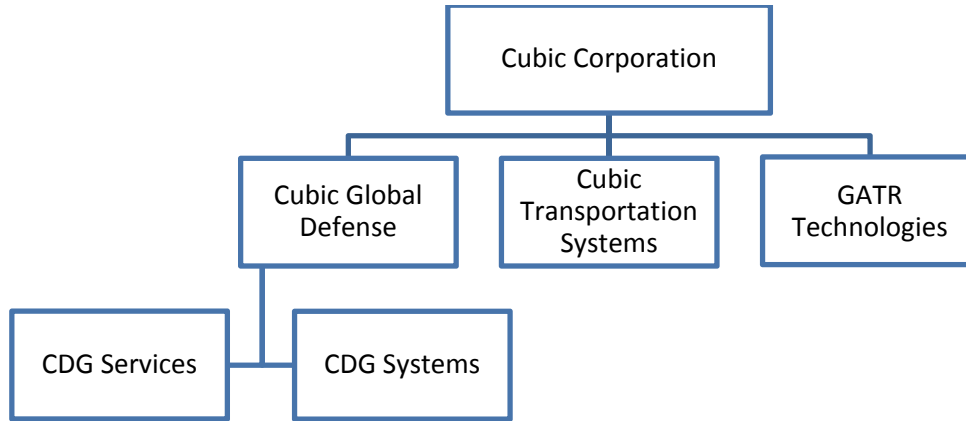
Attachment 1: FCC Licenses and Pending Applications

FCC Licenses

	Call Sign	Service
GATR Technologies, Inc. FRN: 0014209738		
1)	E080108	SES (Satellite Earth Station)
2)	E090054	SES (Satellite Earth Station)
3)	WR9XAO ¹	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)

¹ GATR Technologies, Inc. intends to seek an extension of the WR9XAO authorization during the pendency of the transfer of control. The parties request, consistent with Commission precedent, that the transfer include any application filed or authorization granted while the transfer of control of Cubic Corporation is pending.

Attachment 2: Pre-Consummation Ownership of Licensee



Attachment 3: Post-Consummation
Ownership of Licensee

