

Response to Question A21
Exhibit F – Public Interest Statement

I. Overview

The parties seek Commission consent to transfer control of two non-common-carrier transmit-receive earth station licenses—one Temporary Fixed Earth Station in the Fixed Satellite Service (call sign E090054) and one for a VSAT network (call sign E080108)—held by licensee GATR Technologies, Inc. (“GATR”). The parties intend this transfer of control to occur as part of the acquisition of Cubic Corporation, including GATR and its subsidiaries, by Atlas CC Acquisition Corp. (the “Proposed Transaction”). Consummation of the Proposed Transaction would serve the public interest, convenience, and necessity and would provide substantial public-interest benefits. Moreover, there are no identifiable public-interest harms to consider. Accordingly, the parties request that the Commission promptly grant this application.

II. The Parties

Cubic Corporation (“Cubic”) is the seller and transferor in the Proposed Transaction. It is a Delaware corporation headquartered in San Diego, California. Cubic is a technology services provider that offers integrated solutions to transportation and defense customers. Through its transportation segment, Cubic provides payment and information technology services to transportation authorities and customers. Its mission and performance solutions segment provides networked capabilities for defense, intelligence, security, and commercial missions.

GATR Technologies, Inc. (“GATR”) is a satellite communications technology company and a U.S. operating subsidiary of Cubic Corporation that holds two non-common-carrier earth station authorizations from the Commission. GATR is an Alabama corporation headquartered in Huntsville, Alabama. The company provides satellite communications terminals and services to its customers.

Atlas CC Acquisition Corp. is a holding company created to acquire Cubic and is the purchaser and transferee in the proposed transaction. It is a Delaware corporation headquartered in New York, New York. Following consummation of the transaction, Atlas CC Acquisition Corp. will be owned by investment funds The Veritas Capital Fund VII, L.P. (“Veritas”) and Atlas Aggregator L.P. (“Elliott”).

III. The Proposed Transaction

Atlas CC Acquisition Corp. will acquire Cubic (and indirect ownership and control of Cubic’s FCC licenses) through a stock-based transaction pursuant to an Agreement and Plan of Merger dated February 7, 2021 (the “Merger Agreement”). Under the terms and subject to the conditions of the Merger Agreement, Atlas Merger Sub Inc.,¹ a wholly owned subsidiary of

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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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.

Attachment 1 to Exhibit E illustrates the pre-consummation ownership of Cubic. Attachment 2 to Exhibit E depicts Cubic's post-consummation ownership. Contemporaneous with this application, the parties are filing applications to transfer control of Cubic's wireless and experimental licenses with the Commission's Wireless Telecommunications Bureau and with the Office of Engineering and Technology, respectively.

IV. Public Interest Showing

Pursuant to 47 U.S.C. § 310(d), the Commission must determine whether the proposed transfer of control to Atlas CC Acquisition Corp. of the licenses held by Cubic will serve the public interest, convenience, and necessity.

The Proposed Transaction at issue complies with the Communications Act, other applicable statutes, and the Commission's rules. The Commission consented to the qualifications of Veritas, which will hold the controlling interest in Atlas CC Acquisition Corp., when it granted an application for a private land mobile radiolocation wireless license to a separate wholly owned Veritas subsidiary.² The Commission similarly consented to the qualifications of Elliott when it consented to the transfer of control of LogMeIn, Inc. to Logan Parent, LLC, a separate entity in which Elliott holds a minority ownership interest.³ There have been no material changes to these qualifications since those consents and Veritas and Elliott otherwise remain fully qualified to control Commission licensees. Accordingly, Atlas CC Acquisition Corp., and its owners, satisfy the Commission's qualification requirements.

The transaction will not result in any changes in the business, operations, or assets of Cubic, and the satellite earth station licenses that are the subject of this application will be used in the same manner and for the same purposes following the proposed transfer of control. The Proposed Transaction also offers significant public interest benefits, as it will ensure access to capital to support further growth of the Cubic business, which relies in part on the use of the satellite earth station licenses at issue.

V. Pending Applications and Other Authorizations

The list of licenses in Attachment 1 to Exhibit F is intended to include all the authorizations and applications that Cubic directly or indirectly holds. Additionally, Cubic

² See ULS File No. 0008112964; see also *Wireless Telecommunications Bureau re: Actions Taken*, Public Notice, Report No. 15624, File No. AM 0009369422 (WTB rel. Jan. 27, 2021) (granting consent for *pro forma* transfer of control of Peraton Communications Holdings, LLC pursuant to internal restructuring).

³ See *Domestic 214 Application Granted for the Transfer of Control of LogMeIn, Inc. to Logan Parent, LLC*, Public Notice, 35 FCC Rcd 7126, 7127 (WCB rel. July 16, 2020).

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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.⁴

For the above reasons, the parties respectfully submit that the public interest would be served by prompt approval of the Proposed Transaction.

⁴ 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

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.