

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

October 8, 2021
Date of Report (date of earliest event reported)

Copper Property CTL Pass Through Trust

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of incorporation)

000-56236
(Commission File Number)

85-6822811
(IRS Employer Identification No.)

3 Second Street, Suite 206
Jersey City, NJ
(Address of Principal Executive Offices)

07311-4056
(Zip Code)

(201) 839-2200
Registrant's telephone number, including area code

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure

On October 8, 2021, Copper Property CTL Pass Through Trust (the "Trust") made available on its investor website its monthly report for the period ending September 30, 2021. Such information is available at: www.clttrust.net.

A copy of the monthly report is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Item 8.01. Other Events.

On October 8, 2021, the Trust issued a press release announcing that a cash distribution of \$1.661796 per trust certificate will be paid on October 12, 2021 to certificateholders of record as of October 8, 2021.

A copy of the press release is attached as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Number

[99.1](#) Monthly Report, dated October 8, 2021.

[99.2](#) Press Release, dated October 8, 2021.

* Certain schedules and similar attachments have been omitted. The Company agrees to furnish a supplemental copy of any omitted schedule or attachment to the SEC upon request.

SIGNATURE

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 hereunto duly authorized.

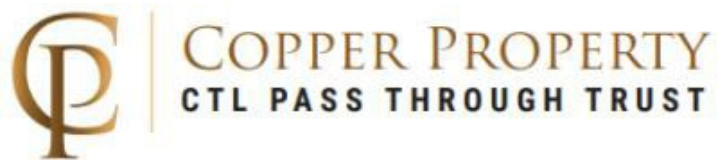
COPPER PROPERTY CTL PASS THROUGH TRUST

By: /s/ Larry Finger

Larry Finger

Principal Financial Officer

Date: October 8, 2021



Monthly/Quarterly Reporting Package

September 2021

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Forward-Looking Statements & Non-GAAP Presentation

This distribution statement contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include, among others, statements of expectations, beliefs, future plans and strategies, anticipated results from operations and developments and other matters that are not historical facts. The forward-looking statements are based on our beliefs as well as on a number of assumptions concerning future events. Readers of these materials are cautioned not to put undue reliance on these forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors that could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements.

Certain of the financial measures presented in this distribution statement are non-GAAP financial measures, other metrics and other information. We believe that non-GAAP financial measures, other metrics and other information provide useful information to investors regarding our financial condition, result of operations and other matters. The non-GAAP financial measures, other metrics and information as presented in this distribution statement may be adjusted in management’s reasonable judgment as appropriate, taking into account a variety of circumstances, facts and conditions. These adjustments may be material and may or may not be specifically identified in footnotes or otherwise. Our measures, metrics and other information (and the methodologies used to derive them) may not be comparable to those used by other companies.

Please refer to Section III of this distribution statement, titled “Disclaimer”, for additional information.



SECTION I
Monthly Reporting Schedules

Monthly Certificate Distribution Detail

CUSIP	Aggregate Certificates Outstanding	Aggregate Net Sales Proceeds Distribution	Aggregate Net Operations Distribution	Aggregate Total Distribution
217519107	75,000,000	\$118,150,023.75	\$6,484,666.36	\$124,634,690.11

Per Certificate				
CUSIP	Aggregate Certificates Outstanding	Aggregate Net Sales Proceeds Distribution	Aggregate Net Operations Distribution	Aggregate Total Distribution
217519107	75,000,000	\$1.575334	\$0.086462	\$1.661796

Monthly Cash Sources and Uses

Sources of Cash from Operations	
Distribution Center Master Lease Rent	\$ 2,948,333.36
Retail Master Lease Rent	4,877,383.74
Total Rent	\$ 7,825,717.10
Sales & Use Tax Recovery	\$ 31,509.86
Total Other Sources of Cash	\$ 31,509.86
Total Sources of Cash from Operations	\$ 7,857,226.96

Uses of Cash from Operations	
Accounting and Financial Reporting	\$ 151,967.33
Investor Relations	12,393.63
Legal	380,542.75
Insurance	—
Management Fees -Operations and Other Professional Fees	738,506.99
BOV's and Other	6,226.25
Total Operating Expenses	\$ 1,289,636.95
Taxes to be Recovered from Tenant	\$ 82,923.65
Formation, Closing & Related Costs	—
Total Other Uses of Cash	\$ 82,923.65
Total Uses of Cash from Operations	\$ 1,372,560.60

Sources of Cash from Sales / Capital Activity	
Distribution Center Gross Sales Proceeds	\$ —
Retail Master Lease Gross Sales Proceeds	124,250,000.00
Total Gross Sales Proceeds	\$ 124,250,000.00
Other Financing / Capital Activity	\$ —
Other	—
Total Other	\$ —
Total Sources of Cash from Sales / Capital Activity	\$ 124,250,000.00

Uses of Cash from Sales / Capital Activity	
Management Fees -Sales	\$ 741,125.00
Third Party Expenses: Distribution Center Sales	—
Third Party Expenses: Retail Sales	5,262,589.75
Prepaid Sales Expenses	96,261.50
Other	—
Total Expenses of Sales	\$ 6,099,976.25
Cash Provided (Used) Sales / Capital Activity	\$ —
Total Uses of Cash from Sales / Capital Activity	\$ 6,099,976.25

Net Cash Available for Distribution	
Total Sources of Cash from Operations	\$ 7,857,226.96
Total Uses of Cash from Operations	(1,372,560.60)
Net Cash Provided by Operations	\$ 6,484,666.36
Total Sources of Cash from Sales / Capital Activity	\$ 124,250,000.00
Total Uses of Cash from Sales / Capital Activity	(6,099,976.25)
Net Cash Provided by Sales / Capital Activity	\$ 118,150,023.75
Net Cash Available for Distribution	\$ 124,634,690.11

* Management Fees: Operations: Primarily Hilco's Asset Mgmt Fees
 ** Accounting, Financial Reporting & Tax: Includes all third party professional fees
 *** Trustee & Other: BOV and Investment Banker Fees, if applicable

Property Sales This Month

Sale Date	Property ID	Property Name	Square Feet	Rent for Lease Year at Closing Date ¹	Gross GAAP Basis ²	Gross Sales Price	Net Sales Price ³	Net Sales Price Per Square Foot	Implied Cap. Rate/ Rent Yield at Closing ⁴	Selling Cost	Selling Costs as Percentage of Gross Sales Price ⁵	Selling Broker
Retail Property Sales This Month												
14-Sep-21	1959	The Shops at Tanforan	223,232	\$446,464	\$61,100,000	\$105,250,000	\$105,250,000	\$471.48	0.42%	\$5,443,236	5.17%	Newmark
30-Sep-21	246	SouthBay Pavilion at Carson	200,697	1,204,182	15,200,000	19,000,000	19,000,000	94.67	6.34%	735,430	3.87%	Newmark
Total Retail Properties this Month			423,929	\$1,650,646	\$76,300,000	\$124,250,000	\$124,250,000	\$293.09	1.33%	\$6,178,666	4.97%	
Distribution Center Property Sales This Month												
Total Distribution Center Properties this Month			—	—	—	—	—	—	—	—	—	
Total Property Sales this Month			423,929	\$1,650,646	\$76,300,000	\$124,250,000	\$124,250,000	\$293.09	1.33%	\$6,178,666	4.97%	
Property Sales this Month Average			211,965	\$825,323	\$38,150,000	\$62,125,000	\$62,125,000	\$293.09	1.33%	\$3,089,333	4.97%	
Retail Properties			583,952	\$2,226,393	\$31,200,000	\$32,250,000	\$32,250,000	\$55.23	6.90%	\$759,348	2.35%	
Distribution Centers												
Previous Distribution Period Total:			583,952	2,226,393	31,200,000	32,250,000	32,250,000	55.23	6.90%	759,348	2.35%	
Previous Distribution Periods Average:			194,651	\$742,131	\$10,400,000	\$10,750,000	\$10,750,000	\$55.23	6.90%	\$253,116	2.35%	
Retail Properties			1,007,881	\$3,877,039	\$107,500,000	\$156,500,000	\$156,500,000	\$348.32	2.48%	\$6,938,014	4.43%	
Distribution Centers												
Cumulative Distribution to Date Total:			1,007,881	3,877,039	107,500,000	156,500,000	156,500,000	155.28	2.48%	6,938,014	4.43%	
Cumulative Distribution to Date Average:			201,576	\$775,408	\$21,500,000	\$31,300,000	\$31,300,000	\$155.28	2.48%	\$1,387,603	4.43%	

¹ Annualized Monthly Rent (e.g. Monthly Rent due for in Sale Period X 12). Rental Abatement shall be disregarded.

² GAAP Basis before depreciation and amortization. The Trust determined that fresh start accounting fair value (net cost) of the investment properties based upon the fair value of the individual assets and liabilities assumed as of the Effective Date (1/31/21). The total fair Value of the properties acquired was \$1.935 Billion.

³ Net of credits provided to Buyer other than pro-rations. Selling costs are not netted in Net Sales Price

⁴ Gross Sales Price divided by the Annual Rent as defined above

⁵ Selling Costs as percentage of Gross Sales Price. Selling costs may not tie into the Total Expenses of Sale as reported on the Monthly Sources and Uses Report.

Retail Portfolio as of Determination Date

By Current Lease Year Rent Per Square Foot Tier:

Tier	Properties	Square Feet	Current Lease Year Rent ¹
Tier 1 -\$9.00	33	4,091,827	\$36,826,443.00
Tier 2 -\$6.00	82	10,771,143	64,626,858.00
Tier 3 -\$3.50	19	2,809,897	9,834,644.00
Tier 4 -\$2.00	21	3,031,199	6,062,398.00
Total:	155	20,704,066	\$117,350,343.00

By Property Ownership Type:

Ownership Type	Properties	Square Feet	Current Lease Year Rent ¹
Owned	133	17,586,813	\$99,569,963.00
Ground Lease	22	3,117,253	17,780,380.00
Total:	155	20,704,066	\$117,350,343.00

By Current Lease Year Rent Per Property:

Tier	Properties	Square Feet	Current Lease Year Rent ¹
>=\$950,000	37	6,373,989	\$45,738,618.00
>=\$700,000 & <\$950,000	42	5,452,794	35,897,317.00
>=\$500,000 & <\$700,000	40	4,452,546	23,515,430.00
<=\$500,000	36	4,424,737	12,198,978.00
Total:	155	20,704,066	\$117,350,343.00

By Property Type:

Property Type	Properties	Square Feet	Current Lease Year Rent ¹
Shopping Center	37	3,737,762	\$23,657,840.00
Freestanding	4	372,420	2,533,116.00
Mall	114	16,593,884	91,159,387.00
Total:	155	20,704,066	\$117,350,343.00

¹Current Lease Year Rent = Monthly Rent X 12, excluding rental abatement.

Retail Portfolio as of Determination Date (Cont'd)

By Geography:

State	Properties	Square Feet	Current Lease Year Rent ¹
AR	2	186,745	\$1,120,470.00
AZ	5	651,164	3,848,169.00
CA	25	3,740,792	21,710,731.00
CO	3	361,775	1,376,834.00
CT	3	464,682	929,364.00
DE	1	159,878	959,268.00
FL	9	1,292,316	9,874,971.00
GA	2	204,634	1,143,372.00
IA	1	85,278	298,473.00
ID	1	151,985	1,367,865.00
IL	5	845,224	4,414,248.00
IN	1	99,317	893,853.00
KS	2	316,856	1,471,852.00
KY	2	251,289	1,821,111.00
LA	2	229,181	1,749,054.00
MA	1	141,692	495,922.00
MD	4	559,312	2,424,176.00
MI	6	863,012	3,699,718.00
MN	2	255,941	1,535,646.00
MO	2	229,828	1,378,968.00
MS	1	99,396	894,564.00
NC	1	104,198	208,396.00
NH	2	230,842	1,122,962.00
NJ	5	882,946	3,510,571.00
NM	2	265,910	2,014,848.00
NV	3	437,937	3,941,433.00
NY	4	673,802	2,830,244.00
OH	5	645,447	3,504,477.00
OK	3	332,223	1,494,714.00
OR	1	157,928	947,568.00
PA	4	555,087	2,984,042.00
PR	2	185,946	1,115,676.00
TN	3	347,331	1,241,828.00
TX	29	3,105,945	20,314,284.00
UT	1	99,411	347,939.00
VA	5	736,563	3,330,898.00
WA	4	666,272	4,515,948.00
WI	1	85,981	515,886.00
Total:	155	20,704,066	\$117,350,343.00

¹Current Lease Year Rent = Monthly Rent X 12, excluding rental abatement.



Distribution Center Portfolio as of Determination Date

Property ID		9005	9130	9132	9316	9435	9486
Location		Statesville, NC	Columbus, OH	Lenexa, KS	Reno, NV	Haslet, TX	Forest Park, GA
Square Feet	New JCP	595,209	2,000,000	2,308,100	1,838,800	1,133,027	2,233,475
	Other Tenants	—	—	—	—	—	—
	Vacant	—	—	—	—	—	—
	Total	595,209	2,000,000	2,308,100	1,838,800	1,133,027	2,233,475
Current Lease Year Rent ¹	New JCP	\$1,785,627.00	\$6,500,000.00	\$6,294,058.75	\$8,734,300.00	\$4,248,851.25	\$7,817,162.50
	Other Tenants	—	—	—	—	—	—
	Total	\$1,785,627.00	\$6,500,000.00	\$6,294,058.75	\$8,734,300.00	\$4,248,851.25	\$7,817,162.50
Current Lease Year Rent - PSF ²	New JCP	\$3.00	\$3.25	\$2.73	\$4.75	\$3.75	\$3.50
	Other Tenants	—	—	—	—	—	—
	Total	\$3.00	\$3.25	\$2.73	\$4.75	\$3.75	\$3.50

¹Current Lease Year Rent = Monthly Rent X 12

²Current Lease Year Rent PSF = (Monthly Rent X 12) / Square Feet

Landlord and Tenant Option Properties as of Determination Date

Property ID	Option Type	Property Name	Location	Square Feet	Current Lease Year Rent ¹	Option Notice (Y/N)	Option Exercise / Closing Date
246	Landlord	SouthBay Pavilion at Carson	20700 Avalon Boulevard, Carson, CA	N/A	N/A	N	Property Sold 09-30-21
389	Landlord	Stoneridge S/C	1500 Stoneridge Mall Road, Pleasanton, CA	155,919	311,838.00	N	
1229	Landlord	The Oaks	280 Hillcrest Drive W, Thousand Oaks, CA	144,959	289,918.00	N	
1572	Landlord	Westfield Culver City	6000 S Hannum Avenue, Culver City, CA	203,832	1,222,992.00	N	
1959	Landlord	The Shops at Tanforan	1122 El Camino Real, San Bruno, CA	N/A	N/A	N	Property Sold 09-14-21
1417	Landlord	Westfield Santa Anita	400 S Baldwin Avenue, Arcadia, CA	204,563	715,971.00	N	
2649	Landlord	Westminster Mall	400 Westminster Mall, Westminster, CA	152,567	533,985.00	N	
2256	Landlord	Danbury Fair	7 Backus Avenue, Danbury, CT	136,375	272,750.00	N	
2102	Landlord	Westfield Annapolis	1695 Annapolis Mall, Annapolis, MD	126,732	760,392.00	N	
1623	Landlord	Twelve Oaks Mall	27150 Novi Road, Novi, MI	155,807	545,325.00	N	
2247	Landlord	Pheasant Lane Mall	310 Daniel Webster Highway, Suite 103, Nashua, NH	104,836	366,926.00	N	
2297	Landlord	Newport Centre	10 Mall Drive W, Jersey City, NJ	185,330	648,655.00	N	
2477	Landlord	Freehold Raceway Mall	3710 Highway 9, Freehold, NJ	149,608	299,216.00	N	
2814	Landlord	Queens Center	92-59 59th Avenue, Elmhurst, NY	204,340	1,226,040.00	N	
197	Landlord	Gateway Shopping Center I &	11360 Gateway Drive, Brooklyn, NY	123,942	247,884.00	N	
2040	Landlord	Barton Creek Square	2901 S Capitol of Texas Highway, Austin, TX	144,129	864,774.00	N	
2763	Landlord	The Woodlands Mall	1201 Lake Woodlands Drive, Suite 500, Woodlands, TX	146,000	511,000.00	N	
2881	Landlord	Memorial City S/C	300 Memorial City Way, Houston, TX	140,486	842,916.00	N	
192	Landlord	Fair Oaks Mall	11801 Fair Oaks Mall, Fairfax, VA	193,422	386,844.00	N	
1462	Landlord	Springfield Town Center	6699 Springfield Mall, Springfield, VA	205,772	1,234,632.00	N	
2865	Tenant	Tamarack Village	8348 Tamarack Village, Woodbury, MN	81,973	491,838.00	N	
2801	Tenant	Polaris Fashion Place	1450 Polaris Parkway, Columbus, OH	146,990	881,940.00	N	
2921	Tenant	Robertson's Creek	5751 Long Prairie Road, Flower Mound, TX	103,689	362,912.00	N	
2934	Tenant	University Oaks S/C	151 University Oaks, Round Rock, TX	103,525	621,150.00	N	
2982	Tenant	Village at Fairview	301 Stacy Road, Fairview, TX	117,641	705,846.00	N	
2749	Tenant	Dulles Town Centre	21030 Dulles Town Circle, Sterling, VA	125,917	440,710.00	N	
Total:				3,558,354	\$14,786,454.00		

¹Current Lease Year Rent = Monthly Rent X 12, excluding rental abatement.



Substitution Properties as of Determination Date
(No Substitution Properties September, 2021)

Property ID	Property Name	Property Location	Substitution Type (Outgoing / Incoming)	Square Feet	Current Lease Year Rent ¹	Notice Date	Exercise Date
					— \$	—	
Total:							

¹Current Lease Year Rent = Monthly Rent X 12

Monthly Leasing Activity Distribution Centers
 (No Leasing Activity September, 2021)

Property ID	Lease Start Date	Tenant Name	Square Feet	Current Lease Year Rent - PSF ¹	Current Lease Year Rent ²	Real Estate Operating Expenses	Initial Term (Months)	Extension Options (Years)	Tenant Business Description	Manager Commentary
Total:			—	—	\$ —	—				

¹Current Lease Year Rent PSF = (Monthly Rent X 12) / Square Feet.

²Current Lease Year Rent = Monthly Rent X 12.

Monthly Leasing Activity Retail Properties
(No Leasing Activity September, 2021)

Property ID	Lease Start Date	Tenant Name	Square Feet	Current Lease Year Rent - PSF ¹	Current Lease Year Rent ²	Real Estate Operating Expenses	Initial Term (Months)	Extension Options (Years)	Tenant Business Description	Manager Commentary
			—	—	\$ —					
Total:			—	—	\$ —					

¹Current Lease Year Rent PSF = (Monthly Rent X 12) / Square Feet, excluding rental abatement.

²Current Lease Year Rent = Monthly Rent X 12, excluding rental abatement.

Summary Select Financial Information

For copies of our most recent financial statements, including management's discussion and analysis of financial condition and results of operations, sales and capital activity, you can access our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act at www.ctltrust.net as soon as reasonably practicable after they are filed with, or furnished to, the SEC. You can also review these SEC filings and other information by accessing the SEC's website at <http://www.sec.gov>.

The SEC file number is 000-56236.

SECTION II
(Provided Quarterly)

The following financial information was prepared by Penney Tenant I LLC and Penney Tenant II LLC.
As such, the Trust has not independently verified this Financial Information.

Master Lease Guarantor Operating Performance

Key Financial and Performance Metrics	Fiscal Quarter Ended July 31, 2021*	Trailing 12 Months
Comparable store sales percent increase / (decrease) for Master Lease Properties **	104.7%	N/A
Liquid assets covenant compliance (as defined in the Master Leases)	Yes	N/A
Tangible net worth (as defined in the Master Leases - in millions)***	\$1,513	N/A

Key Portfolio Metrics	Fiscal Quarter Ended July 31, 2021*	Trailing 12 Months
End of period number of stores - fee owned and ground leased	208	N/A
End of period number of stores - space leased	464	N/A
Gross Square Footage of stores (in millions)	81.8	N/A

* Reflects financial activity from May 02, 2021 through July 31, 2021 (Fiscal Q2 2021).

** Comparable sales against LY base having COVID closures.

*** Per unaudited interim Consolidated Financial Statements of Penney Intermediate Holdings LLC as of July 31, 2021.

Master Lease Retail Tenant Operating Performance for Retail Portfolio as of Determination Date

Fiscal Quarter Ended July 31, 2021 *

Property Ownership	# of Properties	Square Feet	Tenant's Sales Per Square Foot	Tenant's Four-Wall EBITDAR	Rent	Tenant's Four-Wall EBITDA	Tenant's Four-Wall EBITDAR / Rent
Fee	135	18,010,742	\$21				2.9
Ground Lease	22	3,117,253	\$26				3.1
Total	157	21,127,995	\$22	\$121,534,060	\$41,999,476	\$79,534,584	2.9

Fiscal Quarter Ended July 31, 2021 *

Rent Tier **	# of Properties	Square Feet
1 > \$2.4	40	5,097,875
2 > \$1.9	39	5,353,213
3 > \$1.7	39	5,056,160
4 < \$1.7	39	5,620,747
Total	157	21,127,995

* Reflects financial activity from May 02, 2021 through July 31, 2021 (Fiscal Q2 2021).

** Rent tier determined based on book Occupancy Expense per square foot.

Rent: includes book Rent, Ground Leases, Contingent Rent, CAM & accrued Real Estate Taxes.

EBITDA: Tenant's Unallocated Store Contribution Profit, uses book rent.

EBITDAR: excludes Occupancy included in calculation of EBITDA.

Master Lease Retail Tenant Operating Performance for Retail Portfolio as of Determination Date

Fiscal Quarter Ended July 31, 2021 *

Property Ownership	# of Properties	Square Feet	Tenant's Sales Per Square Foot	Tenant's Four-Wall EBITDAR	Tenant's Four-Wall EBITDAR to Sales	Tenant's Four-Wall EBITDA	Tenant's Four-Wall EBITDAR / Rent
> \$26.3	40	4,632,727	\$34		29.8%		3.6
> \$20.9	39	5,146,127	\$23		26.2%		2.9
> \$16.7	39	5,753,619	\$19		24.5%		2.4
< \$16.7	39	5,595,522	\$14		21.4%		2.4
Total	157	21,127,995	\$22	\$121,534,060	26.2%	\$79,534,584	2.9

Fiscal Quarter Ended July 31, 2021 *

Property Ownership	# of Properties	Square Feet	Tenant's Sales Per Square Foot	Tenant's Four-Wall EBITDAR	Tenant's Four-Wall EBITDAR to Sales	Tenant's Four-Wall EBITDA	Tenant's Four-Wall EBITDAR / Rent
> {\$3.0}x **	72	8,825,712	\$26		28.6%		3.7
< {\$3.0}x **	85	12,302,283	\$16		23.9%		2.3
Total	157	21,127,995	\$22	\$121,534,060	26.2%	\$79,534,584	2.9

* Reflects financial activity from May 02, 2021 through July 31, 2021 (Fiscal Q2 2021).

** Stratifications consolidated due to insufficient store count.

Master Lease Subtenants

Fiscal Quarter Ended May 1, 2021								
Subtenant Name	Subleased Property	Square Feet	Lease Commence Date	Lease Expiration Date^{***}	Rent / Month	Rent Per Square Foot / Month	Percent of Total Rent^{**}	Expense Provisions
Donald Bruce Drummond (Optometrist)	334	226	6/1/17	5/31/2022	100	0.4	0.2%	JCP retains 2% of sublessee's sales run through JCP credit card machines to cover interchange fees
Dr. Norman Ratner (Optometrist)	634	202	9/1/2016	8/31/2021	100	0.5	0.1%	JCP retains 2% of sublessee's sales run through JCP credit card machines to cover interchange fees
Dr. Xiao Meng Lu (Optometrist)	1,572	339	6/10/2016	6/30/2021	100	0.3	0.1%	JCP retains 2% of sublessee's sales run through JCP credit card machines to cover interchange fees
Dr. Selena Steenberg (Optometrist)	1,959	250	3/1/2016	2/28/2022	100	0.4	0.1%	JCP retains 2% of sublessee's sales run through JCP credit card machines to cover interchange fees
Dr. Susan Shahriari (Optometrist)	2,096	154	10/1/2015	9/30/2021	100	0.6	0.2%	JCP retains 2% of sublessee's sales run through JCP credit card machines to cover interchange fees
Dr. Brian W. Park, O.D. (Optometrist)	2,467	120	10/1/2014	9/30/2021	100	0.8	0.1%	JCP retains 2% of sublessee's sales run through JCP credit card machines to cover interchange fees
Dr. Jeff Overbey (Optometrist)	2,649	178	3/25/2018	3/31/2022	100	0.6	0.2%	JCP retains 2% of sublessee's sales run through JCP credit card machines to cover interchange fees
Dr. Laurence Rubin (Optometrist)	2,677	126	9/1/2014	8/31/2022	100	0.8	0.1%	JCP retains 2% of sublessee's sales run through JCP credit card machines to cover interchange fees
Aspen Square, Inc.	2,990	18,058	10/8/2008	10/7/2083	1	0	—%	
Total Subtenants[*]		19,653			801	-		

* Excludes TBA leases consistent with Section 9.2(a) of the Master Lease Agreement.

** 3 months of sublease income divided by book rent for same period.

*** Subleases for Optometrist offices auto-renew for 12 months w/30-day right to terminate by either party.

SECTION III



Management's Comments

(Management Commentary will be provided in our 10Q's and 10K's)

SECTION IV
(Provided Quarterly)

The following financial statements were prepared by Penney Intermediate Holdings LLC.
As such, the Trust has not independently verified these Financial Statements.

Penney Intermediate Holdings LLC
Consolidated Statement of Operations
(Unaudited)

<i>(\$ in millions)</i>	Three Months Ended July 31, 2021	Six Months Ended July 31, 2021
Total net sales	\$ 1,895	\$ 3,488
Credit income and other	98	174
Total revenues	1,993	3,662
Costs and expenses (income):		
Cost of goods sold (exclusive of depreciation and amortization shown separately below)	1,162	2,141
Selling, general and administrative	578	1,136
Depreciation and amortization	51	102
Real estate and other, net	(1)	(6)
Restructuring	1	4
Acquisition and transition related costs	8	19
Total costs and expenses	1,799	3,396
Operating income	194	266
Interest expense, net	(25)	(50)
Income before income taxes	169	216
Income tax expense	(5)	(8)
Net income	\$ 164	\$ 208

See the accompanying notes to the Unaudited Interim Consolidated Financial Statements.

Penney Intermediate Holdings LLC
Consolidated Balance Sheet
(Unaudited)

(\$ in millions)	July 31, 2021	
Assets		
Current assets:		
Cash and cash equivalents	\$	611
Merchandise inventory		1,682
Prepaid expenses and other		363
Total current assets		2,656
Property and equipment, net		893
Operating lease assets		1,601
Financing lease assets		82
Other assets		349
Total assets	\$	5,581
Liabilities and member's equity		
Current liabilities:		
Merchandise accounts payable		389
Other accounts payable and accrued expenses		760
Current operating lease liabilities		23
Current financing lease liabilities		1
Current portion of long-term debt, net		20
Total current liabilities		1,193
Noncurrent operating lease liabilities		1,765
Noncurrent financing lease liabilities		84
Long-term debt		780
Other liabilities		133
Total liabilities		3,955
Member's equity		
Member's Contributions		300
Accumulated other comprehensive income		(2)
Reinvested earnings		1,328
Total member's equity		1,626
Total liabilities and member'	\$	5,581

See the accompanying notes to the Unaudited Interim Consolidated Financial Statements.

Penney Intermediate Holdings LLC
Consolidated Statement of Member's Equity
(Unaudited)

<i>(\$ in millions)</i>	Member's Contributions/(Distributions)	Accumulated Other Comprehensive Income/(Loss)	Reinvested Earnings	Total Member's Equity
January 30, 2021	\$ 300	—	1,299	\$ 1,599
Member tax distributions	—	—	—	—
Net income	—	—	44	44
May 1, 2021	\$ 300	—	1,343	\$ 1,643
Member tax distributions	—	—	(123)	(123)
Net income	—	—	164	164
Other comprehensive income/(loss)	—	(2)	—	(2)
Purchase price adjustments	—	—	(56)	(56)
July 31, 2021	\$ 300	\$ (2)	\$ 1,328	\$ 1,626

See the accompanying notes to the Unaudited Interim Consolidated Financial Statements.

Penney Intermediate Holdings LLC
Consolidated Statement of Cash Flows
(Unaudited)

(\$ in millions)	Three Months Ended July 31, 2021
Cash flows from operating activities:	
Net income	\$ 208
Adjustments to reconcile net income to net cash provided by operating activities	
Gain on asset disposition	—
Gain on insurance proceeds received for damage to property	(2)
Depreciation and amortization	102
Change in cash from operating assets and liabilities:	
Inventory	(162)
Prepaid expenses and other assets	2
Merchandise accounts payable	238
Accrued expenses and other	98
Net cash provided by operating activities	\$ 484
Cash flows from investing activities	
Capital Expenditures	(21)
Proceeds from sale of operating assets	—
Insurance proceeds received for damage to property and equipment	2
Net cash used by investing activities	\$ (19)
Cash flows from financing activities:	
Proceeds from borrowings under the revolving credit facility	—
Proceeds from issuance of long-term debt	—
Repayments of principal portion of finance leases	—
Payments of long-term debt	(6)
Proceeds from equity contributions	—
Member tax distributions	(123)
Net cash used by financing activities	(129)
Net increase in cash and cash equivalents	336
Cash and cash equivalents at beginning of period	275
Cash and cash equivalents at end of period	\$ 611

See the accompanying notes to the Unaudited Interim Consolidated Financial Statements.

Penney Intermediate Holdings LLC
Notes to Unaudited Interim Consolidated Financial Statements

1. Basis of Presentation and Consolidation

Basis of Presentation

Penney Intermediate Holdings LLC (the Company), formed on October 22, 2020, is the direct subsidiary of Penney Holdings LLC (“Holdings”), a direct subsidiary of Copper Retail JV LLC (“Copper”), a Delaware limited liability company. The assets of Copper and Holdings consist solely of the 100% ownership in each direct subsidiary. Copper and its related legal entity structure were formed to acquire certain operating assets and related liabilities of J.C. Penney Company, Inc. (JCPenney) on December 7, 2020 (the acquisition date). All acquired assets and liabilities of JCPenney are owned and operated by the Company and its subsidiaries.

The JCPenney brand was founded by James Cash Penney in 1902. We operate the JCPenney brand through the operation of 690 department stores in 49 states and Puerto Rico, as well as through our eCommerce website at jcp.com and our mobile application. We sell family apparel and footwear, accessories, fine and fashion jewelry, beauty products through Sephora inside JCPenney, and home furnishings. In addition, our department stores provide services, such as styling salon, optical, and portrait photography.

These Unaudited Interim Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States. The accompanying Unaudited Interim Consolidated Financial Statements, in our opinion, include all material adjustments necessary for a fair presentation and should be read in conjunction with the Audited Consolidated Financial Statements and notes thereto for the fiscal year ended January 30, 2021. We follow the same accounting policies to prepare quarterly financial statements as are followed in preparing annual financial statements. A description of such significant accounting policies is included in the notes to the Audited Financial Statements for the fiscal year ended January 30, 2021. Because of the seasonal nature of the retail business, operating results for interim periods are not necessarily indicative of the results that may be expected for the full year.

Fiscal Year

The Company’s fiscal year consists of the 52-week period ending on the Saturday closest to January 31. As used herein, “three months ended July 31, 2021” refers to the 13-week period ended July 31, 2021 and “six months ended July 31, 2021” refers to the 26-week period ended July 31, 2021. Fiscal 2021 will consist of the 52-week period ending on January 29, 2022.

Basis of Consolidation

All significant inter-company transactions and balances have been eliminated in consolidation.

Penney Intermediate Holdings LLC
Notes to Unaudited Interim Consolidated Financial Statements

2. Global COVID-19 Pandemic

On March 11, 2020, the World Health Organization declared a global pandemic related to the rapidly growing outbreak of a novel strain of coronavirus (COVID-19). Subsequently, the COVID-19 pandemic has significantly impacted the economic conditions in the U.S. and globally. While all of our stores have been open from January 31, 2021 to July 31, 2021, the COVID-19 pandemic has, and continues to have, an impact on the Company's business operations, financial position, liquidity, capital resources and results of operations. While economic conditions in the U.S. are improving and restrictions imposed during the pandemic are easing, it is impossible to predict the effect and ultimate impact of the COVID-19 pandemic. Current financial information may not be indicative of future operating results.

3. Acquisition

On October 28, 2020, Copper entered into an Asset Purchase Agreement (the "Asset Purchase Agreement") with JCPenney and certain of its subsidiaries to acquire substantially all of JCPenney's retail and operating assets, and assume certain of JCPenney's obligations associated with such purchased assets, pursuant to Section 363 of the U.S. Bankruptcy Code in connection with JCPenney's voluntary chapter 11 cases pending in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court"). The Asset Purchase Agreement and the transactions contemplated thereby were approved by the Bankruptcy Court on November 9, 2020. Copper subsequently designated the Company and its subsidiaries as purchasers under the Asset Purchase Agreement. The acquisition of substantially all of the retail and operating assets of JCPenney by the Company and its subsidiaries was completed on December 7, 2020. Pursuant to the Asset Purchase Agreement, the Company and its subsidiaries also assumed certain liabilities related to such assets.

The company accounted for the acquisition as a business combination in accordance with ASC 805. The consideration transferred for the acquisition is as follows:

<i>(\$ in millions)</i>	December 7, 2020
Cash paid, net of cash acquired of \$266	\$ 634
Term loan	520
Estimated contingent consideration	105
Total consideration transferred, net of cash acquired	\$ 1,259

Penney Intermediate Holdings LLC
Notes to the Unaudited Interim Consolidated Financial Statements

The estimated contingent consideration consists of both (i) an earn-out liability with fair value of \$74.1 million and (ii) a liability related to any future receipts of credit card company holdback deposits with a fair value of \$31.2 million as of the acquisition date. The value of the earn-out liability depends on the twelve-month average of the net merchandise accounts payable applicable for FY 2021 and FY 2022 and was estimated using a Monte Carlo simulation approach. The credit card holdback liability is equal to 50% of any cash proceeds received in connection with the release of the bankruptcy related credit card company holdbacks.

In accordance with GAAP, the carrying value of the contingent consideration must be remeasured at the end of each reporting period. As of July 31, 2021, the fair value of the estimated earn-out liability increased by \$6 million to \$80 million. The increase in fair value is recorded as a current period expense in Acquisition and transition related costs in our consolidated statement of operations.

As noted in the Audited Consolidated Financial Statements for the fiscal year ended January 30, 2021, the assets acquired, and liabilities assumed in connection with the acquisition were recorded at fair value. Copper has a measurement period of up to a year after the acquisition date to adjust any provisional asset and liability amounts acquired. The Company recorded purchase price adjustments for provisional assets and liabilities acquired totaling (\$56) million within the quarter. These adjustments related to the acquisition on December 7, 2020 and included a liability for surety bond collateral totaling (\$51) million, an increase in the supplier prepayment reserve totaling (\$6) million and the addition of a capital lease asset totaling \$1 million.

The adjustments noted below reduced the bargain purchase gain to \$1,238 million, which represents the excess of the fair value of net assets acquired over the consideration transferred.

(\$ in millions)	July 31, 2021	
Surety Bond Collateral	\$	(51)
Prepayments Reserve		(6)
Capital Lease Asset		1
Total purchase price adjustments	\$	(56)
Bargain purchase gain (original)		1294
Adjusted bargain purchase gain	\$	\$1,238

4. Revenue

Our contracts with customers primarily consist of sales of merchandise and services at the point of sale, sales of gift cards to a customer for a future purchase, customer loyalty rewards that provide discount rewards to customers based on purchase activity, and certain licensing and profit sharing arrangements involving the use of our intellectual property by others. Revenue includes Total net sales and Credit income and other. Net sales are categorized by merchandise and service sale groupings as we believe it best depicts the nature, amount, timing and uncertainty of revenue and cash flow. The components of Net sales for the three months ended July 31, 2021 were as follows:

(\$ in millions)	Three Months Ended July 31, 2021		Six Months Ended July 31, 2021		
Men's apparel and accessories	\$	374	20 %	\$ 728	21 %
Women's apparel		444	23 %	722	21 %
Women's accessories, including Sephora		321	17 %	586	17 %
Home		169	9 %	323	9 %
Footwear and handbags		176	9 %	325	9 %
Kids', including toys		157	8 %	302	9 %
Jewelry		140	7 %	290	8 %
Services and other		114	7 %	212	6 %
Total net sales	\$	1,895	100 %	\$ 3,488	100%

Credit income and other encompasses the revenue earned from the agreement with Synchrony associated with our private label credit card and co-branded MasterCard programs. The Company has contract liabilities associated with the sales of gift cards and our customer loyalty program.

Penney Intermediate Holdings LLC
Notes to the Unaudited Interim Consolidated Financial Statements

The liabilities are included in Other accounts payable and accrued expenses in the Consolidated Balance Sheet and were as follows:

<i>(\$ in millions)</i>	July 31, 2021
Customer gift cards	\$ 99
Customer loyalty program	31
Total contract liability	\$ 130

Contract liability includes consideration received for gift card and loyalty related performance obligations which have not been satisfied as of a given date.

A rollforward of the amounts included in contract liability for the three months ended July 31, 2021 are as follows:

<i>(\$ in millions)</i>	July 31, 2021
Balance as of January 30, 2021	\$ 143
Current period gift cards sold and loyalty reward points earned	90
Net sales from amounts included in contract liability opening balances	(28)
Net sales from current period usage	(75)
Balance as of July 31, 2021	\$ 130

5. Long-Term Debt

<i>(\$ in millions)</i>	July 31, 2021
Issue:	
2020 Term Loan Facility (Matures in 2026)	\$ 518
FILO Loan Due 2025	296
Total debt	814
Unamortized debt issuance costs	(14)
Less: current maturities	(20)
Total long-term debt	\$ 780

Penney Intermediate Holdings LLC
Notes to the Unaudited Consolidated Financial Statements

As of July 31, 2021, there were no outstanding borrowings under our \$2.0 billion senior secured asset-based revolving credit facility (Revolving Credit Facility). Pricing under the Revolving Credit Facility is tiered based on our utilization under the line of credit. As of July 31, 2021, the applicable interest rates were LIBOR (subject to a 0.75% floor) plus 2.75% or Prime Rate plus 1.75%. The applicable rate for standby letters of credit was 2.75%, while the required unused commitment fee was 0.375% for the unused portion of the Revolving Credit Facility.

6. Litigation and Other Contingencies

We are subject to various legal and governmental proceedings involving routine litigation incidental to our business. While no assurance can be given as to the ultimate outcome of these matters, we currently believe that the final resolution of these actions, individually or in the aggregate, will not have a material adverse effect on our results of operations, financial position, liquidity or capital resources.

Penney Intermediate Holdings LLC
Narrative Report

(\$ in millions)	Three Months Ended July 31, 2021			Six Months Ended July 31, 2021		
	Actual	Plan	B/(W)	Actual	Plan	B/(W)
Total net sales	\$ 1,895	\$ 1,834	\$ 61	\$ 3,488	\$ 3,356	\$ 132
Credit income and other	98	82	16	174	159	15
Total revenues	1,993	1,916	77	3,662	3,515	147
Cost and expenses/(income):						
Cost of goods sold	1,162	1,198	36	2,141	2,234	93
Selling, general and administrative	578	649	71	1,136	1,253	117
Depreciation and amortization	51	89	38	102	176	74
Real estate and other, net	(1)	(2)	(1)	(6)	(3)	3
Restructuring, acquisition and transition	9	33	24	23	60	37
Total costs and expenses	1,799	1,967	168	3,396	3,720	324
Operating income/(loss)	194	(51)	245	266	(205)	(471)
Net interest expense	(25)	(26)	1	(50)	(51)	(1)
Income /(Loss) before income taxes	169	(77)	246	216	(256)	(472)
Income tax expense	5	–	(5)	8	0	(8)
Net income/(loss)	\$ 164	\$ (77)	\$ 241	\$ 44	\$ (256)	\$ (464)

Summary Results of Operations

Total net sales were \$1.90 billion or \$0.61 billion favorable for the three months ended July 31, 2021 and were \$3.49 billion or \$0.13 billion favorable for the six months ended July 31, 2021 when compared to Plan. Total net sales were impacted positively by the relaxation of COVID related restrictions and the delivery of stimulus checks. Favorable performance of credit income and other was due to timing that is expected to reverse in the second half of the year.

Cost of goods sold as a percent of total net sales were 61.3% and 61.4% for the three months and six months ended July 31, 2021, respectively outperforming Plan by \$0.36 billion and \$0.93 billion, respectively. Selling, general and administrative expenses were \$0.58 billion or 30.5% of total net sales compared to Plan of 35.4% for the three months ended July 31, 2021 and \$1.14 billion or 32.6% of total net sales compared to Plan of 37.3% for the six months ended July 31, 2021 due to lower store expenses and continued tight expense control. Depreciation and amortization were lower than Plan due to impact of purchase price accounting vs historical net book values.

Financial Condition and Liquidity

As of July 31, 2021, the borrowing base under the ABL was \$1.33 billion with \$1.09 billion excess availability after deducting \$0.24 billion in letters of credit. There were no outstanding borrowings. Including cash and cash equivalents of \$0.61 billion, the Company had \$1.70 billion in total liquidity.

Penney Intermediate Holdings LLC
Statement of Consolidated Adjusted EBITDA
For the Six Months Ended July 31, 2021

<i>(\$ in millions)</i>	Six Months Ended July 31, 2021	
Net Income	\$	208
Plus:		
Interest expense		50
Income tax expense		8
Depreciation and amortization		102
Restructuring expenses		4
Acquisition and transition costs		19
Minus:		
Gain on insurance proceeds received for damage to property		(2)
Consolidated adjusted EBITDA	\$	389

SECTION V
Definitions and Disclaimers

Monthly Distribution Date Statement

Definitions

The following metrics apply to Quarterly Reporting only:

(A) “Tenant’s Sales per Square Foot” is not a measure of the Trust’s financial performance and is provided solely for investors’ informational purposes based on the information that the Trust receives from the Tenant. This measure of operations is derived from sales information reported to the Trust by the Tenant in accordance with the retail master lease and/or distribution center master lease (each, a “Master Lease”), as applicable. The Trust and the Manager do not have the ability to verify the calculation of this information. The calculation of this information by the tenant may be different than how similar measures of operations might be calculated by others. Finally, the Trust is unable to reconcile “Tenant’s Sales per Square Foot” to a comparable GAAP financial measure because no reconciliation is provided for in the applicable Master Lease. Therefore, investors should be cautious about relying upon “Tenant’s Sales per Square Foot.”

(B) “Tenant’s Four-Wall EBITDAR” is not a measure of the Trust’s financial performance and is provided solely for investors’ informational purposes based on the information that the Trust receives from the Tenant. This measure of operations is calculated in accordance with the [Master Lease] and is reported to the Trust by the tenant in accordance therewith. The Trust and the Manager do not have the ability to verify the calculation of this measure of operations. In addition, the calculation of “Tenant’s Four-Wall EBITDAR” in accordance with the applicable Master Lease may be different than how similar measures of operating statistic might be calculated by others. Finally, the Trust is unable to reconcile “Tenant’s Four-Wall EBITDAR” to a comparable GAAP financial measure because no reconciliation is provided for in the applicable Master Lease. Therefore, investors should be cautious about relying upon “Tenant’s Four-Wall EBITDAR.”

Monthly Distribution Date Statement

Disclaimer

Forward-Looking Statements: This distribution statement contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include, among others, statements of expectations, beliefs, future plans and strategies, anticipated results from operations and developments and other matters that are not historical facts. The forward-looking statements are based on our beliefs as well as on a number of assumptions concerning future events. Readers of these materials are cautioned not to put undue reliance on these forward-looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors that could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements. We do not undertake a duty to update these forward-looking statements, which speak only as of the date on which they are made. The most important factors that could prevent us from achieving the stated goals include, but are not limited to: (a) the severity, duration and geographical scope of the COVID-19 pandemic and the effects of the pandemic and measures intended to prevent its spread on our business, results of operations, cash flows and financial condition, including declines in rental revenues and increases in operating costs in the portfolio, deterioration in the financial conditions of the tenants and their ability to satisfy their payment obligations, increased risk of claims, litigation and regulatory proceedings and the ability of federal, state and local governments to respond to and manage the pandemic effectively; (b) the ability and willingness of the tenants, operators, managers and other third parties to satisfy their obligations under their respective contractual arrangements, including, in some cases, their obligations to indemnify, defend and hold us harmless from and against various claims, litigation and liabilities; (c) the ability of the tenants, operators, borrowers and managers to maintain the financial strength and liquidity necessary to satisfy their respective obligations and liabilities to third parties; (d) macroeconomic conditions such as a disruption of or a lack of access to the capital markets, changes in the debt rating on U.S. government securities, default or delay in payment by the United States of its obligations; (e) the nature and extent of future competition, including new construction in the markets in which the our properties are located; (f) the ability of the tenants, operators and managers, as applicable, to comply with laws, rules and regulations in the operation of the properties; (g) the ability and willingness of the tenants to renew their leases upon expiration of the leases, the ability to reposition our properties on the same or better terms in the event of nonrenewal or in the event the we exercises our right to replace an existing tenant or manager; and (h) the other factors set forth in the our periodic filings with the Securities and Exchange Commission.

Non-GAAP Presentation: Certain of the financial measures presented in this distribution statement are non-GAAP financial measures, other metrics and other information. We believe that non-GAAP financial measures, other metrics and other information provide useful information to investors regarding our financial condition, result of operations and other matters. The non-GAAP financial measures, other metrics and information as presented in this distribution statement may be adjusted in management’s reasonable judgment as appropriate, taking into account a variety of circumstances, facts and conditions. These adjustments may be material and may or may not be specifically identified in footnotes or otherwise.

Our measures, metrics and other information (and the methodologies used to derive them) may not be comparable to those used by other companies. The foregoing language applies to (and supersedes if different from) the specific definitions contained herein. Readers are cautioned to refer to our periodic filings furnished to or filed with the SEC, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, which are prepared in accordance with GAAP. This distribution statement and the information contained herein should be reviewed in conjunction with such filings.

SEC Reporting: The information in this distribution statement should be read in conjunction with our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, our earnings press release and other information filed with, or furnished to, the SEC. You can access our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act at www.ctltrust.net as soon as reasonably practicable after they are filed with, or furnished to, the SEC. You can also review these SEC filings and other information by accessing the SEC’s website at <http://www.sec.gov>. We routinely post important information on our website at www.ctltrust.net in the “Investors” section, including financial information. We intend to use our website as a means of disclosing material, non-public information and for complying with our disclosure obligations under Regulation FD. Such disclosures will be included on our website under the heading “Investors.” Accordingly, investors should monitor such portion of our website in addition to following our press releases, public conference calls and filings with the SEC. The information on or connected to our website is not, and shall not be deemed to be, a part of, or incorporated into this distribution statement.



FOR IMMEDIATE RELEASE

October 08, 2021

Copper Property CTL Pass Through Trust Issues Monthly/Quarterly Reporting Package for September 2021

Jersey City, New Jersey – Copper Property CTL Pass Through Trust (“the Trust”), has filed a Form 8-K containing its monthly/quarterly report for the period ended September 30, 2021. An aggregate total distribution of \$124.6 Million or \$1.661796 per trust certificate will be paid on October 12, 2021 to certificateholders of record as of October 8, 2021. The total distribution includes a \$118.2 Million net sales proceeds distribution, as well as a \$6.5 Million net operations distribution.

Additional information can be obtained on the Monthly Distribution Statement, which can be found on the Trust’s website at <https://www.ctltrust.net/>.

About Copper Property CTL Pass Through Trust

Copper Property CTL Pass Through Trust (the “Trust”) was established to acquire 160 retail properties and 6 warehouse distribution centers (the “Properties”) from J.C. Penney as part of its Chapter 11 plan of reorganization. The Trust’s operations consist solely of owning, leasing and selling the Properties. The Trust’s objective is to sell the Properties to third-party purchasers as promptly as practicable. The Trustee of the trust is GLAS Trust Company LLC. The Trust is externally managed by an affiliate of Hilco Real Estate LLC. The Trust is intended to be treated, for tax purposes, as a liquidating trust within the meaning of United States Treasury Regulation Section 301.7701-4(d). For more information, please visit <https://www.ctltrust.net/>.

Forward Looking Statement

This news release contains certain “forward-looking statements”. All statements other than statements of historical fact are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of forward looking terminology such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “our vision,” “plan,” “potential,” “preliminary,” “predict,” “should,” “will,” or “would” or the negative thereof or other variations thereof or comparable terminology and include, but are not limited to, the Trust’s expectations or beliefs concerning future events and stock price performance. The Trust has based these forward-looking statements on its current expectations, assumptions, estimates and projections. While the Trust believes these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond its control. These factors, including those discussed in the Trust’s Registration Statement on Form 10 filed with the Securities and Exchange Commission (the “SEC”), may cause its actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. For a further list and description of such risks and uncertainties, please refer to the Trust’s filings with the SEC that are available at www.sec.gov. The Trust cautions you that the list of important factors included in the Trust’s SEC filings may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this news release may not in fact occur. The Trust undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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