

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

September 22, 2023
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 September 22, 2023, Copper Property CTL Pass Through Trust (the "Trust") made available on its investor website the Q2 2023 Consolidated Financial Statements of Penney Intermediate Holdings LLC for the three months ended July 29, 2023 and July 30, 2022, respectively, and related Q2 2023 Master Lease required store performance disclosures. Such information is available at: www.cititrust.net.

A copy of the financial statements and additional information 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 September 22, 2023, the Trust issued a press release announcing that it had released the Q2 2023 Consolidated Financial Statements of Penney Intermediate Holdings LLC for the three months ended July 29, 2023 and July 30, 2022, respectively, and related Q2 2023 Master Lease required store performance disclosures.

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](#) Quarterly Reporting Package for Penney Intermediate Holdings LLC

[99.2](#) Press Release, dated September 22, 2023.

* 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: September 22, 2023

PENNEY INTERMEDIATE HOLDINGS LLC
Consolidated Financial Statements (Unaudited)
July 29, 2023 and July 30, 2022

Penney Intermediate Holdings LLC

Narrative Report

The following discussion, which presents results for the second quarter, should be read in conjunction with the accompanying Consolidated Financial Statements and notes thereto. Unless otherwise indicated, all references in Narrative are as of the date presented and the Company does not undertake any obligation to update these numbers, or to revise or update any statement being made related thereto.

Second Quarter Update

Throughout the second quarter of Fiscal 2023, JCPenney maintained its commitment to serving working families across America and continuing its transformational efforts. Recently, the Company introduced its reinvigorated brand proposition, ‘Make It Count’ – to help customers make the most of life’s moments. The brand proposition is rooted in four core pillars of the business and customer commitments which include: making fashion truly accessible, providing a genuinely rewarding shopping experience at JCPenney, standing with the Company’s communities, and acting on the Company’s core value of treating others as you would want to be treated.

During the second quarter, net sales declined as the macroeconomic environment continued to put pressure on consumer discretionary spending. Although total sales remain down in comparison to last year, second quarter digital sales as a percent of total sales increased over prior year as enhancements to the website continued to resonate with customers. Additionally, the frequency of customer visits to stores increased over the same period last year by 350 bps. Credit income declined slightly reflecting the continued health of the underlying customer portfolio and approval rates for new customers remained strong throughout the quarter.

Merchandise gross profit rates improved 70 basis points for the quarter over last year with margin expansion coming from both channels. Notable category margin improvements were seen in the areas of Kids and Home. Customers continued to shift more of their purchases to the Company’s private-label brands like St. John’s Bay and Stafford, further emphasizing the option of quality at a great value that these brands provide. National brands continue to be an important part of the business and performed well in the period with additional brand introductions planned for later this year. Disciplined promotional and clearance activities coupled with a tight inventory management strategy continued to benefit the bottom-line and improve the inventory position for the Company. Overall inventory was down 14% over the same period last year.

Due in part to increased investments in infrastructure and growth-minded activities, selling, general, and administrative costs increased slightly over prior year. To offset these planned investments, the Company remains committed to driving greater efficiencies and reducing discretionary spend. Restructuring charges in the period were primarily one-time, non-cash charges related to the transition of JCP Beauty that were offset by one-time gains recorded during the period. As a result of margin improvement efforts and continued expense discipline, the Company recorded net income of \$36M during the period.

In the second quarter, the Company generated operating cash flow as measured by Adjusted EBITDA of \$92M, enabling continued self-funding of capital investments. Capital investments during the period totaled \$76M, furthering the efforts to transform our store and omni-channel experience for customers. In early September, the Company announced a commitment to reinvest \$1 billion in the business by Fiscal Year 2025. The investments are focused on strengthening the customer experience through enhanced digital capabilities, in-store physical and technology upgrades, and optimizing merchandising and supply chain. This reinvestment will build on key areas of transformation already completed.

The Company continues to prioritize maintaining a very healthy balance sheet with significant liquidity. As of the end of the second quarter the Company had over \$1.7B liquidity, long-term debt of less than \$500M, and one of the lowest debt leverage ratios in the retail industry.

PENNEY INTERMEDIATE HOLDINGS LLC
Consolidated Financial Statements
(Unaudited)
July 29, 2023 and July 30, 2022

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PENNEY INTERMEDIATE HOLDINGS LLC
Consolidated Statements of Comprehensive Income
(Unaudited)

<i>(In millions)</i>	Three Months Ended July 29, 2023	Three Months Ended July 30, 2022
Total net sales	\$ 1,610	\$ 1,790
Credit income	71	80
Total revenues	<u>1,681</u>	<u>1,870</u>
Costs and expenses/(income):		
Cost of goods sold (exclusive of depreciation and amortization shown separately below)	989	1,096
Selling, general and administrative	601	599
Depreciation and amortization	40	56
Real estate and other, net	(1)	(4)
Restructuring, impairment, store closing and other costs	(3)	4
Total costs and expenses	<u>1,626</u>	<u>1,751</u>
Operating income	55	119
Net interest expense	17	14
Income before income taxes	38	105
Income tax expense	2	1
Net income	<u>\$ 36</u>	<u>\$ 104</u>
Other comprehensive income (loss):		
Currency translation adjustment	—	(1)
Comprehensive income	<u>\$ 36</u>	<u>\$ 103</u>

See accompanying Notes to Consolidated Financial Statements (Unaudited).



PENNEY INTERMEDIATE HOLDINGS LLC
Consolidated Statements of Comprehensive Income (Continued)
(Unaudited)

<i>(In millions)</i>	Six Months Ended July 29, 2023	Six Months Ended July 30, 2022
Total net sales	\$ 3,099	\$ 3,444
Credit income	144	190
Total revenues	<u>3,243</u>	<u>3,634</u>
Costs and expenses/(income):		
Cost of goods sold (exclusive of depreciation and amortization shown separately below)	1,898	2,108
Selling, general and administrative	1,198	1,192
Depreciation and amortization	78	111
Real estate and other, net	(1)	(6)
Restructuring, impairment, store closing and other costs	14	6
Total costs and expenses	<u>3,187</u>	<u>3,411</u>
Operating income	56	223
Net interest expense	34	27
Income before income taxes	22	196
Income tax expense	3	3
Net income	<u>\$ 19</u>	<u>\$ 193</u>
Other comprehensive income (loss):		
Currency translation adjustment	(1)	(2)
Comprehensive income	<u>\$ 18</u>	<u>\$ 191</u>

See accompanying Notes to Consolidated Financial Statements (Unaudited).



PENNEY INTERMEDIATE HOLDINGS LLC
Consolidated Balance Sheets
(Unaudited)

<i>(In millions)</i>	July 29, 2023	July 30, 2022
Assets		
Current assets:		
Cash and cash equivalents	\$ 319	\$ 157
Merchandise inventory	1,783	2,082
Prepaid expenses and other assets	239	285
Total current assets	2,341	2,524
Property and equipment, net	991	833
Operating lease assets	1,650	1,579
Financing lease assets	84	79
Other assets	256	298
Total assets	\$ 5,322	\$ 5,313
Liabilities and member's equity		
Current liabilities:		
Merchandise accounts payable	\$ 462	\$ 460
Other accounts payable and accrued expenses	522	549
Current operating lease liabilities	70	46
Current financing lease liabilities	3	3
Current portion of long-term debt, net	11	6
Total current liabilities	1,068	1,064
Noncurrent operating lease liabilities	1,828	1,771
Noncurrent financing lease liabilities	92	82
Long-term debt	480	486
Other liabilities	102	156
Total liabilities	3,570	3,559
Member's equity		
Member's contributions	300	300
Profits interest plan	5	2
Accumulated other comprehensive loss	(5)	(4)
Reinvested earnings	1,452	1,456
Total member's equity	1,752	1,754
Total liabilities and member's equity	\$ 5,322	\$ 5,313

See accompanying Notes to Consolidated Financial Statements (Unaudited).



PENNEY INTERMEDIATE HOLDINGS LLC
Consolidated Statements of Member's Equity
(Unaudited)

Six Months Ended July 30, 2022

<i>(In millions)</i>	Member's Contributions/ (Distributions)	Profits Interest Plan Grants/ (Distributions)	Accumulated Other Comprehensive Income/ (Loss)	Reinvested Earnings	Total Member's Equity
January 29, 2022	\$ 300	\$ 1	\$ (2)	\$ 1,317	\$ 1,616
Member tax distributions	—	—	—	(54)	(54)
Net income	—	—	—	193	193
Currency translation adjustment	—	—	(2)	—	(2)
Profits interest plan grants	—	1	—	—	1
July 30, 2022	\$ 300	\$ 2	\$ (4)	\$ 1,456	\$ 1,754

Six Months Ended July 29, 2023

<i>(In millions)</i>	Member's Contributions/ (Distributions)	Profits Interest Plan Grants/ (Distributions)	Accumulated Other Comprehensive Income/ (Loss)	Reinvested Earnings	Total Member's Equity
January 28, 2023	\$ 300	\$ 3	\$ (4)	\$ 1,440	\$ 1,739
Member tax distributions	—	—	—	(7)	(7)
Net income	—	—	—	19	19
Currency translation adjustment	—	—	(1)	—	(1)
Profits interest plan grants	—	2	—	—	2
July 29, 2023	\$ 300	\$ 5	\$ (5)	\$ 1,452	\$ 1,752

See accompanying Notes to Consolidated Financial Statements (Unaudited).



PENNEY INTERMEDIATE HOLDINGS LLC
Consolidated Statements of Cash Flows
(Unaudited)

<i>(In millions)</i>	Year-to-Date July 29, 2023	Year-to-Date July 30, 2022
Cash flows from operating activities:		
Net income	\$ 19	\$ 193
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Gain on asset disposition	(1)	(6)
Restructuring, impairment, store closing and other costs, non-cash	4	2
Gain on insurance proceeds received for damage to property	—	(1)
Depreciation and amortization	78	111
Change in cash from operating assets and liabilities:		
Merchandise inventory	57	(429)
Prepaid expenses and other assets	(30)	(13)
Merchandise accounts payable	198	147
Other accounts payable, accrued expenses and other liabilities	(9)	(134)
Net cash provided (used) by operating activities	316	(130)
Cash flows from investing activities:		
Capital expenditures	(137)	(69)
Proceeds from sale of real estate assets	2	14
Insurance proceeds received for damage to property and equipment	—	2
Net cash used by investing activities	(135)	(53)
Cash flows from financing activities:		
Payments of long-term debt	(4)	—
Proceeds from borrowings under the revolving credit facility	16	—
Payments of borrowings under the revolving credit facility	(16)	—
Member tax distributions	(7)	(54)
Repayments of principal portion of finance leases	(2)	(2)
Net cash used by financing activities	(13)	(56)
Net increase (decrease) in cash and cash equivalents	168	(239)
Cash and cash equivalents at beginning of period	151	396
Cash and cash equivalents at end of period	\$ 319	\$ 157

See accompanying Notes to Consolidated Financial Statements (Unaudited).



PENNEY INTERMEDIATE HOLDINGS LLC
Notes to Consolidated Financial Statements
(Unaudited)

1. Basis of Presentation and Consolidation

These Consolidated Financial Statements (Unaudited) have been prepared in accordance with generally accepted accounting principles in the United States. The accompanying Consolidated Financial Statements (Unaudited), in the Company's 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 28, 2023. The same accounting policies are followed 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 Consolidated Financial Statements.

The Consolidated Financial Statements (Unaudited) present the results of the Company and its subsidiaries. All significant inter-company transactions and balances have been eliminated in consolidation. Certain amounts may have been reclassified to conform with current year presentation, if necessary.

The company is currently impacted by uncertain economic conditions including inflation and labor shortages. Because of these uncertain economic conditions and 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. Every sixth year, the Company's fiscal year consists of 53 weeks ending on the Saturday closest to January 31. As used herein, "three months ended July 29, 2023" refers to the 13-week period ended July 29, 2023, and "three months ended July 30, 2022" refers to the 13-week period ended July 30, 2022. Fiscal 2023 and 2022 consist of the 53-week period ending February 3, 2024 and the 52-week period ending January 28, 2023, respectively.

2. Long-Term Debt

<i>(In millions)</i>	July 29, 2023	July 30, 2022
Issue:		
ABL Term Loan	336	340
ABL FILO Loan	160	160
Total debt	496	500
Unamortized debt issuance costs	(5)	(8)
Less: current maturities	(11)	(6)
Total long-term debt	\$ 480	\$ 486

3. Revolving Credit Facility

The Company is subject to a borrowing base under the \$1,750 million senior secured asset-based revolving credit facility ("Revolving Credit Facility"). As of July 29, 2023, the Company had \$1,750 million available for borrowing, with no borrowings outstanding and \$181 million reserved for outstanding standby letters of credit. After taking into account minimum availability requirements, the Company had \$1,394 million available for future borrowings.

4. Litigation and Other Contingencies

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



5. Subsequent Events

The Company has evaluated subsequent events from the balance sheet date through September 12, 2023, the date at which the financial statements were available to be issued.

STATEMENT OF CONSOLIDATED ADJUSTED EBITDA

(follows this page)

PENNEY INTERMEDIATE HOLDINGS LLC
Statement of Consolidated Adjusted EBITDA
For the Six Months Ended July 29, 2023

(In millions)

Net income	\$	19
Plus:		
Net interest expense		34
Income tax expense		3
Depreciation and amortization		78
Restructuring, impairment, store closing and other costs		14
Minus:		
Real estate and other, net		(1)
Consolidated adjusted EBITDA	\$	147

Prepared in accordance with the definition of Consolidated Adjusted EBITDA per Section 1.1 of the Credit and Guaranty Agreement dated December 7, 2020.

STORE REPORTING PACKAGE

(follows this page)

Quarterly Reporting Package

9/12/2023

Fiscal Quarter Ended July 29, 2023(A)							
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	111	14,501,036	\$18				1.6
Ground Lease	21	2,964,686	\$24				1.9
Total	132	17,465,722	\$19	\$56,756,197	\$33,975,656	\$22,780,541	1.7

Fiscal Quarter Ended July 29, 2023(A)		
Rent Tier ^(B)	# of Properties	Square Feet
1 > \$ 2.3	33	4,172,279
2 > \$ 1.9	33	4,433,576
3 > \$ 1.7	33	4,332,709
4 < \$ 1.7	33	4,527,158
Total	132	17,465,722

(A) Reflects financial activity from April 30, 2023 through July 29, 2023 (Fiscal Q2 2023)

^(B) 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

Quarterly Reporting Package

9/12/2023

Fiscal Quarter Ended July 29, 2023(A)							
Tenant's Sales per Square Foot Tier	# 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
> \$22.4	33	3,887,848	\$31		20.8%		2.3
> \$17.8	33	4,449,711	\$20		17.5%		1.7
> \$14.2	33	4,467,966	\$16		14.0%		1.3
< \$14.2	33	4,660,197	\$11		12.1%		1.0
Total	132	17,465,722	\$19	\$56,756,197	17.1%	22,780,541	1.7

Fiscal Quarter Ended July 29, 2023(A)							
EBITDAR / Rent Tier ^(B)	# 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
> {2.0}x	36	4,008,073	\$25		21.9%		2.7
< ={2.0}x	96	13,457,649	\$17		14.9%		1.3
Total	132	17,465,722	\$19	\$56,756,197	17.1%	22,780,541	1.7

(A) Reflects financial activity from April 30, 2023 through July 29, 2023 (Fiscal Q2 2023)

(B) Stratifications consolidated due to insufficient store count

Quarterly Reporting Package

9/12/2023

Trailing 12 Months ^(B)							
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	111	14,501,036	\$78				1.5
Ground Lease	21	2,964,686	\$100				1.7
Total	132	17,465,722	\$82	\$212,619,653	\$135,539,974	\$77,079,679	1.6

Trailing 12 Months ^(B)							
Rent Tier ^(A)	# 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
1 > \$9.2	33	4,172,279	\$117				1.8
2 > \$7.4	33	4,327,599	\$82				1.6
3 > \$6.5	33	4,566,376	\$78				1.5
4 < \$6.5	33	4,399,468	\$53				1.2
Total	132	17,465,722	\$82	\$212,619,653	\$135,539,974	\$77,079,679	1.6

^(A) Rent tier determined based on book Occupancy Expense per square foot

^(B) Reflects financial activity from July 31, 2022 through July 29, 2023 (TTM July 2023)

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

Quarterly Reporting Package

9/12/2023

Trailing 12 Months ^(A)							
Tenant's Sales per Square Foot Tier	# 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
> \$99.5	33	3,887,848	\$128		18.1%		2.1
> \$79	33	4,328,020	\$88		15.2%		1.6
> \$62.6	33	4,445,979	\$71		13.2%		1.3
< \$62.6	33	4,803,875	\$50		9.6%		0.9
Total	132	17,465,722	\$82	\$212,619,653	14.8%	\$77,079,679	1.6

Trailing 12 Months ^(A)							
EBITDAR / Rent Tier ^(B)	# 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
> {2.0}x	34	3,810,133	\$109		19.3%		2.6
> {1.0}x	69	9,125,431	\$83		14.5%		1.5
< {1.0}x	29	4,530,158	\$58		8.6%		0.7
Total	132	17,465,722	\$82	\$212,619,653	14.8%	\$77,079,679	1.6

(B) Reflects financial activity from July 31, 2022 through July 29, 2023 (TTM July 2023)

^(B) Stratifications consolidated due to insufficient store count

Quarterly Reporting Package

Master Lease Guarantor Operating Performance

Key Financial and Performance Metrics	Fiscal Quarter Ended July 29, 2023(A)	Trailing 12 Months as of July 29, 2023(C)
Comparable store sales percent increase/(decrease) for Master Lease Properties ^(B)	-10.1%	-7.3%
Liquid assets covenant compliance (as defined in the Master Leases)	Yes	N/A
Tangible net worth (as defined in the Master Leases - in millions) ^(B)	\$1,639	N/A

Key Portfolio Metrics	Fiscal Quarter Ended July 29, 2023(A)	Trailing 12 Months as of July 29, 2023(C)
End of period number of stores - fee owned and ground leased	205	205
End of period number of stores - space leased	459	459
Gross square footage of stores (in millions)	81.1	81.1

(A) Reflects financial activity from April 30, 2023 through July 29, 2023 (Fiscal Q2 2023)

(B) Per Consolidated Financial Statements of Penney Intermediate Holdings LLC as of July 29, 2023

(C) Reflects financial activity from July 31, 2022 through July 29, 2023 (TTM July 2023)



FOR IMMEDIATE RELEASE

September 22, 2023

Copper Property CTL Pass Through Trust Releases Q2-2023 Penney Intermediate Holdings LLC Financial Statements and Master Lease Store Performance Disclosures

Jersey City, New Jersey –Copper Property CTL Pass Through Trust (“the Trust”) has filed a Form 8-K containing the Q2-2023 consolidated financial statements of Penney Intermediate Holdings LLC for the three months ended July 29, 2023 and July 30, 2022, respectively, and related Master Lease store performance disclosures.

A copy of the financial statements and additional information, including the Trust’s Monthly and Quarterly Reports, as well as other SEC filings can be accessed via the Trust’s website at 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.

CONTACT

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