



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

August 4, 2010

Kevin Arquit, Esq.
Aimee Goldstein, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017-3954

Counsel for: Tops Markets LLC and Morgan Stanley Capital Partners V U.S. Holdco LLC

James R. Wade
Haynes and Boone, LLP
1615 L Street, NW Suite 800
Washington, DC 20036-5610

Counsel for: The Penn Traffic Company

Re: *Tops Markets LLC/The Penn Traffic Company*, File No. 101-0074

Dear Mr. Arquit, Ms. Goldstein, and Mr. Wade:

This letter notifies Tops Markets LLC, Morgan Stanley Capital Partners V U.S. Holdco LLC, and The Penn Traffic Company (collectively the "Parties") that the Federal Trade Commission (the "Commission") has approved the appointment of Mr. John J. MacIntyre as the Interim Monitor, and has approved the Interim Monitor Agreement by and between Mr. John J. MacIntyre and the Parties dated February 26, 2010, pursuant to Paragraph III of the Order to Maintain Assets and Paragraph V of the Decision and Order issued in the above-referenced matter.

In according its approval, the Commission has relied upon the information submitted and representations made by the Parties and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark
Secretary

cc: John J. MacIntyre
8111 Laurel Park Lane
East Amherst, NY 14051