



Office of the Secretary

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

September 26, 2011

Matthew S. Morris
The Food Partners, LLC
5335 Wisconsin Avenue, N.W.
Suite 410
Washington, DC 20015

Re: *In the Matter of Tops Markets LLC, Morgan Stanley Capital Partners V U.S. Holdco LLC, and The Penn Traffic Company, Docket No. C-4295*

Dear Mr. Morris:

This is in response to the September 13, 2011, letter you filed as Divestiture Trustee in this matter seeking an extension of the divestiture period for ninety (90) days in order to accomplish the divestiture of the supermarket identified in Schedule A of the above-referenced Order and located at 404 West Morris Street, Bath, New York. The Commission has determined to grant your request. Accordingly, the divestiture period is extended until December 27, 2011.

In granting its approval, the Commission has relied on the information you submitted and has assumed it to be accurate and complete.

By direction of the Commission.

Donald S. Clark
Secretary

cc: Jayma M. Meyer, Esq.
Simpson, Thacher & Bartlett LLP
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New York, New York 10017-3954