



Office of the Secretary

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

June 30, 2011

Aimee H. Goldstein, Esquire
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017

Re: In the Matter of Tops Markets LLC, Morgan Stanley Capital Partners V
U.S. Holdco LLC, and The Penn Traffic Company, File No. 101-0074
Docket No. C-4295

Dear Ms. Goldstein:

This letter responds to the *Petition for Approval of Proposed Divestitures to Hometown Markets, LLC* ("Petition") filed by Tops Markets, LLC and Morgan Stanley Capital Partners V U.S. Holdco LLC (collectively, "Tops"), on May 4, 2011, pursuant to the Decision and Order in this matter. In the Petition, Tops requests that the Commission approve Tops' proposed divestiture to Hometown Markets LLC of the Penn Traffic Supermarket Business Assets at the following locations: No. 3095, 160 Clinton Avenue, Cortland, New York; No. 3107, 315 Pine Tree Road, Ithaca, New York; and No. 3195, 1730 Elmira Street, Sayre, Pennsylvania. The Petition was placed on the public record for comments until June 6, 2011, and no comments were received.

After consideration of the proposed divestiture as set forth in the Petition and supplemental documents, as well as other available information, the Commission has determined to approve the proposed divestiture. In according its approval, the Commission has relied upon the information submitted and representations made in connection with Tops' Petition, and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark
Secretary