



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 notifies Respondent Tops Markets LLC (“Tops”) that the Federal Trade Commission has approved the appointment of The Food Partners LLC as Divestiture Trustee, and has approved the Divestiture Trustee Agreement Between The Food Partners LLC and Tops in this matter.

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

By direction of the Commission.

Donald S. Clark
Secretary

cc: Matthew S. Morris
The Food Partners LLC
1250 Eye St., N.W.
Washington, D.C. 20005-3922