



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

Office of the Secretary

December 9, 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 November 23, 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 March 26, 2012.

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.

A handwritten signature in black ink that reads "Donald S. Clark".

Donald S. Clark  
Secretary

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