



Office of the Secretary

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

January 4, 2012

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
File No. 101-0074, Docket No. C-4295*

Dear Mr. Morris:

This letter responds to the *Petition of Divestiture Trustee for Approval of Proposed Divestiture to Moran Foods, Inc.* ("Petition") filed by you as the Divestiture Trustee, on November 7, 2011, pursuant to the Decision and Order in this matter. In the Petition, you request that the Commission approve your proposed divestiture to Moran Foods, Inc. of the Penn Traffic Supermarket Business Assets at the following location: No. 3115, 404 West Morris Street in Bath, New York. The Petition was placed on the public record for comments until December 19, 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 the Petition, and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark
Secretary

cc: Jayma M. Meyer, Esq.
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