



FOUNDED IN 1937

September 2, 2010

Donald S. Clark
Secretary
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, DC 20580

WENDELL W. YOUNG, IV
President

MICHELE L. KESSLER
Secretary-Treasurer

BARBARA JOHNSON
Recorder

Dear Secretary Clark:

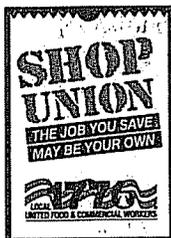
We are writing to urge you to reconsider the FTC order concerning the P&C Sayre store on Keystone Avenue in Sayre, PA (Tops Markets). UFCW Local 1776 represents the 50 workers who receive their livelihood, including health insurance and pension at this location. We've already visited most of the Commissioners to plead our case and we believe strongly there are still facts that need to be considered.

The P&C on Keystone Avenue is a small supermarket that is more like the "mom & pop" grocery stores and limited assortment stores (e.g., Aldi and Ted Clark's in Sayre) than the larger supermarkets that the FTC says are the relevant product market. In fact, the union employees and customers of the Keystone Avenue P&C will all tell you that they shop at the Aldi and Ted Clark's in Sayre, and view those stores as competitors. All you need to do is visit Sayre, PA to figure out that the Aldi's and Ted Clark's are competitors and constrain the prices of the Keystone Avenue P&C.

In addition, the FTC's general statement about geographic markets is wrong as to Sayre. Many shoppers at the Keystone Avenue P&C also shop at the Wegman's and Wal-Mart Supercenters that are less than a fifteen to twenty minute drive along Route 17. In addition, the FTC is wrong about entry in Sayre. There are numerous sites in and around Sayre that would easily allow a grocery store to enter in a short amount of time. In fact, Wal-Mart still has a site plan to build a Supercenter in Sayre on file with the local planning commission.

With all of this competition and available real estate in Sayre, it is hard to imagine how the FTC could conclude that Tops ownership of the Keystone Avenue P&C would somehow allow "prices of food and other grocery products [to] rise above competitive levels, or that there would be a decrease in the quality or selection of food, other grocery products, or services." A divestiture, or even worse, the closing of the Keystone Avenue P&C would have the opposite effect – less choice for Sayre consumers and a decrease in the quality of grocery services.

Finally, and most important, the loss of real, living wage union jobs with benefits will have a negative economic, and a negative competitive impact, in Sayre. The loss of jobs will not only severely impact the lives of the union employees, but will lead to an exodus of consumer spending from Sayre.



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Please re-visit the decision and do what's best for area consumers and certainly for our 50 members and their families counting on all of us.

Sincerely,

Wendell W. Young, IV
President

Michele L. Kessler
Secretary-Treasurer

cc: FTC Commissioners
UFCW Members