



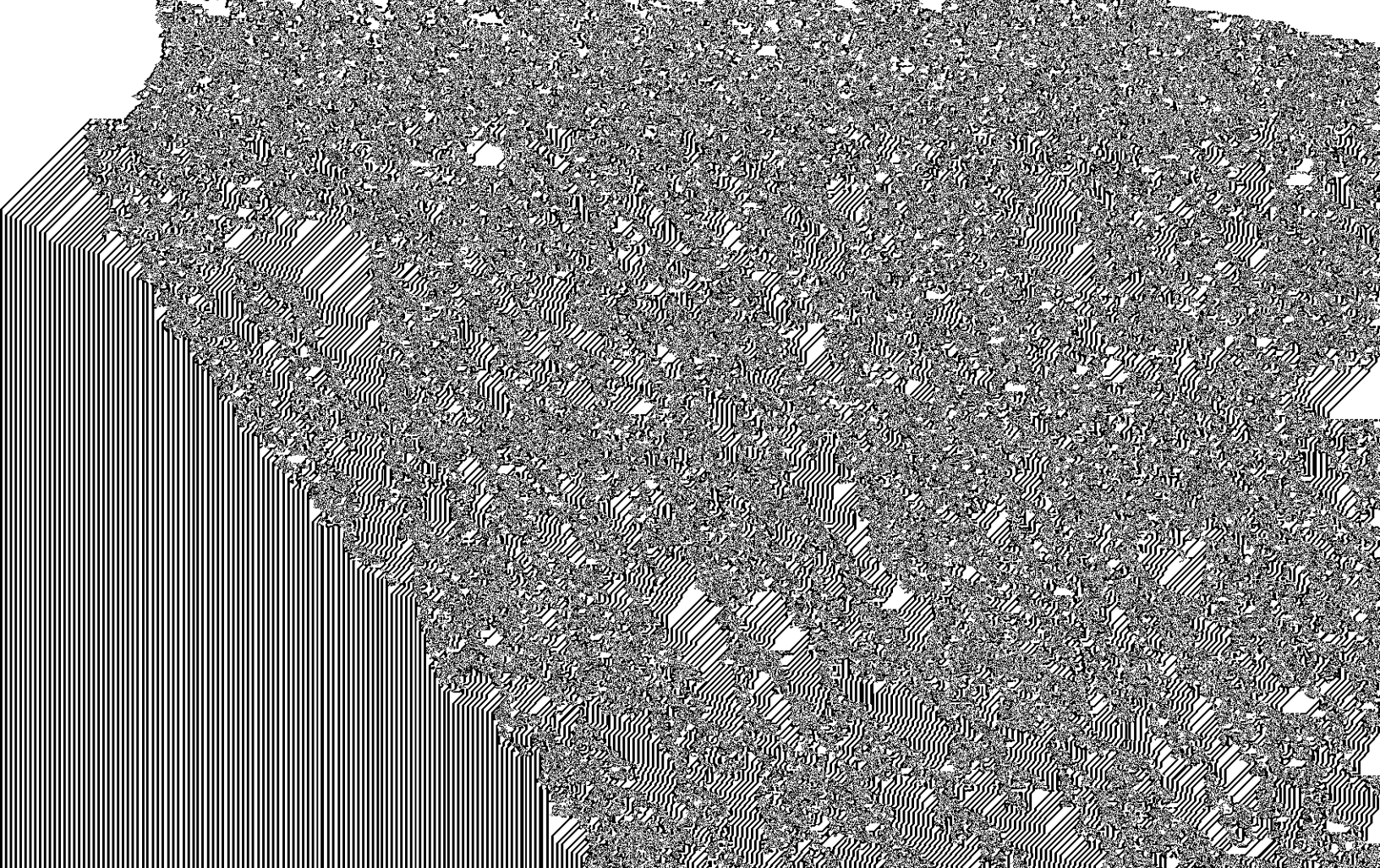
The Penn Traffic Supermarket Business Assets (as defined in the Decision and Order) ("Business Assets") associated with the Three Stores will be sold pursuant to an Asset Purchase Agreement (the "Purchase Agreement") dated May 2, 2011, by and among Tons






whether specialty retailers or the every-day low price strategy of the Wal-Mart Super Centers. The Sayre market is more “blue collar” in terms of customer base. Accordingly, Hometown Markets will deploy a heavy emphasis on weekly specials and value offerings, while still offering high quality fresh foods and enhanced services. Hometown Markets intends to be highly engaged in each of the communities at issue, participating in numerous grass roots community activities. Indeed, Hometown Markets will establish its local executive offices in Ithaca to support its local strategies designed to re-establish the Three Stores as strong and successful competitors. Thus, Hometown Markets will create an identity that resonates with its local presence.

Hometown Markets believes a cornerstone to its success is having the right relationship and structure with the UFCW, Local One. Messrs. Young and da Cunha have agreed with the UFCW’s leadership to a new contract that is beneficial for both sides. As a result, union jobs will be saved and the new contract will greatly benefit the specific associates

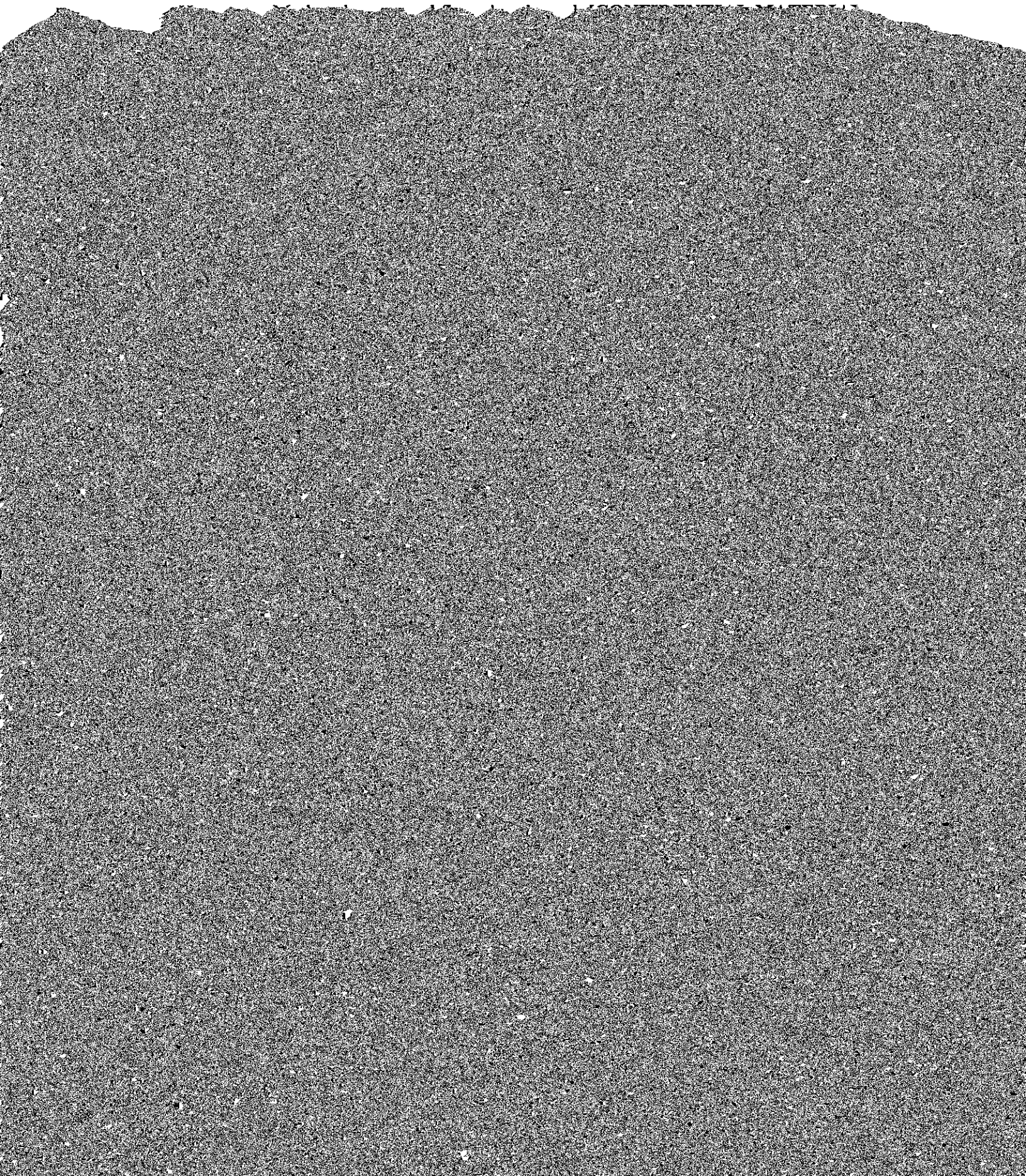


**CONFIDENTIAL MATERIAL REDACTED**

Thus, Hometown Markets has a strong, well-developed strategic plan designed to meet the local needs of the communities at issue in a competitively superior manner. Hometown



## 2. Financial Capability













3. Eric J. Sattler

Eric J. Sattler will be the Chief Financial Officer of the Hometown Markets. Mr. Sattler has extensive supermarket experience having worked for Penn Traffic in a variety of operational financial positions. Mr. Sattler earned his Bachelor of Science degree from SUNY Genesee in 1989, and received an MBA from Syracuse University in 1991. His career began as a manager trainee for P&C Foods where he spent two years assisting in managing all aspects of supermarket store operations. He subsequently focused on finance and accounting operations.





#### **IV. Conclusion**

For the foregoing reasons, Tops respectfully requests that the Commission



**Exhibit A**

(Asset Purchase Agreement)



