

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



Office of the Secretary

September 26, 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 Pen Traffic Company, Docket No. C-4295

Dear M