

Date: August 17, 2017

To: Investors in Tops Holding LLC and Tops Markets II Corporation's 8.000% Senior Secured Notes due 2022 (the "2022 Notes") and/or 9.000% Senior Amortizing Notes due 2021 (the "2021 Notes")

From: Tops Holding LLC and Tops Markets II Corporation (collectively "Tops")

Subject: Tops' Secured Data Site for holders of the 2022 Notes or 2021 Notes

We are providing investors that hold the 2022 Notes or 2021 Notes with instructions on how to obtain access to Tops' confidential datasite on which we will upload reports and financial information required to be provided to holders of the 2022 Notes and 2021 Notes pursuant to the terms of the applicable indenture governing such notes. The datasite will be provided by Donnelley Financial Solutions' Venue® virtual data room (www.rrdvenue.com).

Investors should complete the attached Request for Information and Confidentiality Acknowledgment and email the completed and signed copy of the Request for Information and Confidentiality Acknowledgment to Tops' datasite administrator at the email address set forth below:

Craig Mychajluk
716-843-3832
cmychajluk@keiadvisors.com

Once qualified, an email will be sent to the email address provided with log-in instructions to the datasite.

Thank you for your assistance and cooperation.

**Tops Holding LLC and Tops Markets II Corporation
Request for Information and Confidentiality Acknowledgment**

The undersigned hereby requests access to the information contained on the confidential datasite (the “Datasite”) of Tops Holding LLC and Tops Markets II Corporation (collectively “Tops”) pursuant to the terms of (i) the Indenture (the “2022 Notes Indenture”), dated as of June 10, 2015, among Tops Markets II Corporation, Tops Holding LLC, the guarantors party thereto and U.S. Bank National Association, as trustee, relating to the 8.000% Senior Secured Notes due 2022 (the “2022 Notes”) or (ii) the Indenture (the “2021 Notes Indenture”), dated as of August 9, 2017, among Tops Markets II Corporation, Tops Holding LLC, the guarantors party thereto and U.S. Bank National Association, as trustee, relating to the 9.000% Senior Amortizing Notes due 2021 (the “2021 Notes”).

In connection with such request, the undersigned does hereby certify that it is (check all that apply):

- a holder of the 2022 Notes;
- a holder of the 2021 Notes;
- a prospective investor that is an eligible purchaser of the 2022 Notes;
- a prospective investor that is an eligible purchaser of the 2021 Notes;
- a securities analyst providing analysis of investment in the 2022 Notes or the 2021 Notes; or
- a market maker in the 2022 Notes or the 2021 Notes, (collectively, “*Eligible Participants*”).

In connection with such request, the undersigned hereby agrees or represents, as applicable, as follows:

1. It agrees that its review of any information now or in the future contained on the Datasite or obtained from any quarterly conference call held by Tops (collectively the “Information”) will be done solely in its capacity as an Eligible Participant and that it will not to use Information for any purpose other than the undersigned’s evaluation of its investment in Tops. As used herein, the term “Information” does not include information (a) that enters the public domain, other than as a result of a breach of this request for information and confidentiality acknowledgment by the undersigned; (b) was or later becomes known to the undersigned or its Representative on a non-confidential basis from a source not known by the undersigned or its Representative, as applicable, to be bound by a confidentiality obligation with respect to such Information; or (c) is independently developed by the undersigned or its Representative without use of, or reference to, Information.
2. It represents that it is not a competitor of Tops and its subsidiaries or an affiliate of a competitor of Tops and its subsidiaries (including, without limitation, in the capacity as

an employee, shareholder or a member of the Board of Directors or similar governing body of such person).

3. It agrees that all of the Information obtained is considered confidential. It agrees to maintain the Information in confidence and not to disclose any of the Information to any third party. Such Information shall be permitted to be provided (a) to the undersigned's officers, employees, attorneys, accountants and advisors who reasonably have a need to know the same in connection with the undersigned's evaluation of the 2022 Notes or 2021 Notes, as applicable, ("Representatives") whom the undersigned will cause to observe the terms of this request for information and confidentiality acknowledgment; (b) pursuant to applicable law, rule, or regulation (collectively, "Law") provided that Tops is informed in writing as soon as reasonably practicable of such request; or (c) pursuant to the request of a stock exchange, regulatory authority, or self-regulatory authority having jurisdiction over the undersigned.
4. It agrees that it will not enable or allow others (other than its Representatives) to access the Datasite using its authorization to the Datasite.
5. It agrees that any documents, analyses, compilations, studies, copies, summaries, extracts, transcripts or other materials prepared by it based on its review of the Information will be subject to the confidentiality obligations set forth above. It agrees to promptly destroy any such documents, analyses, compilations, studies, copies, summaries, extracts, transcripts or other materials prepared by it once it no longer qualifies as an Eligible Participant; provided, that (a) it shall not be required to destroy documents, analyses, compilations, studies, copies, summaries, extracts, transcripts or other materials or Information (collectively, "Materials") stored on routine, archival backup systems, and (b) shall be permitted to retain Materials to the extent required to comply with Law or bona fide document retention policies.
6. It agrees that this request for information and confidentiality acknowledgment constitutes the entire agreement of the parties related to subject matter hereof and supersedes any prior agreements, whether oral or written, related to such subject matter.

This request for information and confidentiality acknowledgment shall be governed by, and construed in accordance with, the laws of the State of New York without regard to any conflict of laws principles thereof. Any action brought in connection with this request for information and confidentiality acknowledgment shall be brought in the federal or state courts located in the County of Erie in the State of New York, and the undersigned hereby irrevocably consents to the jurisdiction of such courts and waive any objections as to venue or inconvenient forum.

Signature: _____

Name: _____

Title _____

Institution: _____

Date: _____

Email Address: _____

Telephone Number: _____

Address: _____
