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District Union Local One

U N I T E D F O O D & C O M M E R C I A L W O R K E R S

December 18, 2018

Mr. John P. Barrett
Executive Vice President, Human Resources
Tops Markets, LLC
P.O. Box 1027
Buffalo, NY 14240-1027

Dear Jack:

As the Company has now emerged from bankruptcy and reorganized, it is important to move forward with some of the provisions negotiated as part of the current agreement. This communication is without prejudice to any other obligation of the Settlement Agreement between Tops and UFCW Local One.

1. Please send us a draft of a confidentiality agreement consistent with Sections 8 and 9 of the Settlement Agreement.
2. Please identify the members of the Union Committee of the new Board of Directors provided for in Section 8 of the Settlement Agreement.
3. Please identify the reorganized company's fiscal year.
4. Please provide potential dates for the quarterly meeting between the Union Committee and representatives of Local One and the UFCW during 2019 (or other relevant periods of the current and next fiscal years if not calendar years).
5. Once the confidentiality agreement is executed, please arrange for the distribution of:
 - (a) the quarterly reports prepared for the BOD consistent with Section 8 of the Settlement Agreement,
 - (b) the quarterly reports or information made available to the Company's lenders consistent with Section 9(a) of the Settlement Agreement,
 - (c) a summary of any transactions and their material terms subject to section 6(b) of the Settlement Agreement, consistent with Section 9 of the Settlement Agreement, and
 - (d) reasonable advance notice of any upcoming mergers, acquisitions, store openings, or store closures, or sale of one or more stores, consistent with Section 9(b) of the settlement Agreement.

Frank C. DeRiso
INTERNATIONAL VICE PRESIDENT
PRESIDENT, UFCW LOCAL ONE

Eric A. Glathar
SECRETARY-TREASURER

Gregory P. Gorea
EXECUTIVE ASSISTANT TO
THE PRESIDENT/RECORDER

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6. This is a written request for Local One, consistent with Section 8, to make a presentation during 2019 at a regularly scheduled meeting of the Board. Please let me know the schedule of such meetings once they are set.

7. This is a written request for myself, UFCW Local One's Secretary-Treasurer, Gregory Gorea and UFCW International Financial Representative, Aaron Brenner to meet with the Company's management team after the provision of the first quarterly report and other information, consistent with Section 9(a) of the Settlement Agreement.

Please provide potential dates.

Sincerely yours,

A handwritten signature in black ink that reads "Frank C. DeRiso". The signature is written in a cursive style with a large initial 'F'.

Frank C. DeRiso
International Vice President
President, UFCW Local One

cc. A. Brenner