



Attn: Trading and Market Making/Legal and Compliance/Operations/Systems
UNIFORM PRACTICE ADVISORY (UPC #32-18) 11/29/2018
Tops Holding LLC

Notice has been received that the above Debtors’ Second Amended Joint Chapter 11 Plan of Reorganization became effective on 11/19/2018. Pursuant to the Plan, On the Effective Date, each holder of an Allowed Senior Secured Notes Claim shall receive, in full and final satisfaction of such Allowed Claim, such holder’s Pro Rata share of (i) the New Second Lien Notes and (ii) 100% of the New Equity Interests, subject to dilution by New Equity Interests issued or issuable pursuant to the Management Incentive Plan. Summary details of the distribution as provided by the Plan are provided below for your convenience; however, please consult the Company’s bankruptcy filings for thorough details.¹

In addition, pursuant to Section 5.11 of the Plan, except for the purpose of evidencing a right to a distribution under the Plan and except as otherwise set forth in the Plan, on the Effective Date, all agreements, instruments, and other documents evidencing any Allowed DIP ABL Claims, Allowed DIP Term Loan Claims, Allowed Senior Secured Notes Claims, Allowed OpCo Unsecured Notes Claims and Allowed HoldCo Unsecured Notes Claims, or any Interest (other than Intercompany Interests that are not modified by the Plan) and any rights of any holder in respect thereof shall be deemed cancelled, discharged, and of no force or effect and the obligations of the Debtors thereunder shall be deemed fully satisfied, released, and discharged.

Issuer	Security Description	CUSIP	New Common Stock per \$1,000 PA	New Second Lien PIK Notes per \$1,000 PA
Tops Holding II Corporation	8.000% Senior Secured Notes due 2022 (144A)	89078YAA3	1	178.57142857
	8.000% Senior Secured Notes due 2022 (Reg S)	U8909PAA4	1	178.57142857

Members are reminded of their obligations under FINRA Rule 2111 if they continue to engage in transactions in the above security after the effective date.

Members are advised that deliveries in settlement of contracts in the OLD securities, which were executed prior to the announcement that the securities had been deemed worthless, shall be evidenced by either a) the OLD security; or b) a Letter of Indemnity which shall grant the purchaser any rights and privileges which might accrue to the holders of the physical securities. Such deliveries shall operate to close-out the contract and shall be settled at the existing contract price pursuant to Uniform Practice Code Rule 11530.

Questions regarding this notice should be directed to: FINRA Operations- 1-866-776-0800.

¹ See e.g., *In re Top Holding II Corporation, et al.*, No. 18-22279 (RDD) (Jointly Administered) Second Amended Joint Chapter 11 Plan of Reorganization of Top Holding II Corporation and its Debtor Affiliates.

