

May 4, 2012

VIA USPS  
Mickey Kinder  
Supervisor, Dislocated Worker Unit  
Indiana Department of Workforce Development  
10 N. Senate Ave., Ste. SE302  
Indianapolis, IN 46204-2277

VIA USPS  
Damon Welch  
Mayor  
101 West Main Street  
Madison, Indiana 47250

VIA USPS  
Julie Berry  
Commissioner, Jefferson County Board of Commissioners  
300 E. Main St.  
Madison, IN 47250

Re: Conditional Notice Pursuant to the Worker Adjustment and Retraining Notification Act

Dear Mr. Kinder:

Hostess Brands, Inc. (including its affiliate Interstate Brands Corporation, "Hostess" or the "Company") filed for chapter 11 relief on January 11, 2012 (the "Filing"). The Company has been actively engaged in discussions with various lenders and potential purchasers regarding Hostess' restructuring both before and after the Filing. Our primary focus is to complete our restructuring of the Company and emerge from chapter 11 as a viable company. However, it is possible that, despite our best efforts, certain events may occur that would require Hostess to sell all or portions of its business and/or wind down its operations and liquidate.

Despite the uncertainty of what may happen, the federal Worker Adjustment and Retraining Notification Act and certain related State statutes (collectively, "WARN") generally require employers to provide advance notice in the event of certain covered employment actions. To comply with any WARN obligations Hostess may have, this letter is intended to give you conditional notice that, based upon the best information reasonably available to Hostess at this time, it is possible that one of the following events may occur:

- The board of directors authorizes, or seeks court authorization for, the pursuit of a sale of all or a substantial portion of all of Hostess' assets;
- The board of directors authorizes, or seeks court authorization for, Hostess to stop pursuing the restructuring of its business;
- More than 20% of Hostess' aggregate workforce is laid off after January 11, 2012;
- Hostess receives an unsatisfactory resolution of its pending motion before the bankruptcy court regarding certain modifications to its collective bargaining agreements with the Bakers and/or the Teamsters;
- There is a strike, walkout, lockout, slowdown or other work stoppage that is likely to have a material

adverse effect on Hostess; or

- Hostess seeks bankruptcy court approval to commence a sale of property while in bankruptcy which accounts for more than 20% of Hostess' consolidated net sales as reported on Hostess' financial statements for the twelve-month period preceding January 11, 2012.

If one of these events occurs, Hostess may begin the process of permanently ceasing operations, and significantly scaling down operations at its Madison IN - 180 Clifty Dr located at 180 Clifty Drive, Madison, IN 47250-1602, as early as 60 days from the receipt of this notice. In such an event, Hostess currently expects substantially all employee separations to occur within 60 days of the receipt of this notice or within a 14-day period thereafter. At the end of this process, the entire Madison IN - 180 Clifty Dr would be permanently closed. There will be no bumping rights available to employees in this circumstance.

A listing of the job titles of the positions that we would expect to be affected, and the names of the employees in each of those job classifications is attached as Attachment A.

Some of the affected employees are represented by one of the twelve unions listed below. The chief elected union officers and their addresses are:

James P. Hoffa  
General President  
International Brotherhood of Teamsters  
25 Louisiana Avenue, N.W.  
Washington, D.C. 20001

Frank Hurt  
International President  
Bakery, Confectionery, Tobacco Workers, and Grain Millers International Union  
10401 Connecticut Avenue  
Kensington, MD 20895-3951

John P. Ryan  
International President  
Glass, Molders, Pottery Plastics & Allied Workers International Union  
608 E. Baltimore Pike  
Media, PA 19063-1735

Thomas Buffenbarger  
President  
International Association of Machinists and Aerospace Workers  
9000 Machinists Place  
Upper Marlboro, MD 20772-2687

George J. Francisco, Jr.  
President  
International Brotherhood of Fireman and Oilers  
1900 L. Street NW, Suite 502  
Washington, DC 20036

Vincent J. Giblin  
General President  
International Union of Operating Engineers

1125 17th Street, NW  
Washington, DC 20036

Michael Malecki  
President  
United Brotherhood of Carpenters Millwright and Mill Cabinet  
101 Constitution Ave NW, 10th Floor  
Washington, D.C. 20001

Michael Goodwin  
President  
Office and Professional Employees International Union  
265 W. 14th Street, Suite 610  
New York, NY 10011

Stuart Appelbaum  
President  
Retail, Wholesale, and Department Store Unions  
30 East 29th Street  
New York, NY 10016

Ron Gettelfinger  
President  
United Automobile, Aerospace & Agricultural Implement Workers of America  
8000 East Jefferson Avenue  
Detroit, MI 48214

Joseph C. Hansen  
President  
United Food and Commercial Workers International Union  
1775 K Street, NW  
Washington, DC 20006

Leo W. Gerard  
International President  
United Steelworkers of America  
Five Gateway Center  
Pittsburgh, PA 15222

Hostess has sent notice to the International Presidents of the above-listed unions and provided copies to their Local Business Agents.

Again, our primary focus is to complete our restructuring and emerge from chapter 11 as a viable Company. If you have any questions, or would like further information, please contact our AskHR call center at 1-800-Hostess (1-800-467-8377).

Very truly yours,



Christopher J. Knipp