

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11

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Hostess Brands, Inc., *et al.*,¹ : Case No. 12-____ (____)

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Debtors. : (Jointly Administered)

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**AFFIDAVIT OF BRIAN J. DRISCOLL
IN SUPPORT OF FIRST DAY MOTIONS AND
IN ACCORDANCE WITH LOCAL BANKRUPTCY RULE 1007-2**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Brian J. Driscoll, being duly sworn, deposes and says:

1. I am the Chief Executive Officer and a member of the board of directors of Hostess Brands, Inc., one of the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, "Hostess" or the "Debtors"). I have held these positions at Hostess Brands, Inc. since June 2010. Additionally, I am the Chief Executive Officer, President and a member of the boards of directors of Debtors Interstate Brands Corporation and IBC Sales Corporation. I am also the President and a member of the boards of managers of Debtors IBC Trucking, LLC and IBC Services, LLC. Finally, I am the Chairman of the board of directors of MCF Legacy, Inc. As part of my employment and service in all of these capacities, I have

¹ The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Hostess Brands, Inc. (0322), IBC Sales Corporation (3634), IBC Services, LLC (3639), IBC Trucking, LLC (8328), Interstate Brands Corporation (6705) and MCF Legacy, Inc. (0599).

become familiar with the history, day to day operations, businesses and financial affairs of the Debtors.

Situational Overview

2. Hostess Brands, Inc. is a Delaware corporation. Hostess Brands, Inc. is the direct or indirect parent of the other Debtors, each of which is wholly-owned by Hostess Brands, Inc. or one of its Debtor subsidiaries. The Debtors maintain their corporate headquarters in Irving, Texas. Debtor IBC Sales Corporation owns principal real property assets in Elmsford, New York.

3. Founded in 1930, Hostess is one of the largest wholesale bakers and distributors of bread and snack cakes in the United States. Today, Hostess sells an array of popular products under new and iconic brands such as Butternut®, Ding Dongs®, Dolly Madison®, Drake's®, Home Pride®, Ho Hos®, Hostess®, Merita®, Nature's Pride®, Twinkies® and Wonder®. The Debtors operate 36 bakeries, 565 distribution centers, approximately 5,500 delivery routes and 570 bakery outlet stores throughout the United States.

4. The Debtors operate in a mature industry with high levels of competition and related pricing pressures, thin operating margins and competitors with more sophisticated technology and significant cost advantages. Over the past several decades and continuing to the present, the industry has experienced significant consolidation. As a result of this consolidation, the Debtors' primary national and large regional competitors are, at once, expanding their market reach and consolidating operations through acquisitions and other means, thus widening their cost advantages. Importantly, the Debtors' competitors employ work forces that are not unionized or only partially unionized, which allow them to operate with significantly less burdensome operating restrictions and overall cost structures. As a direct result of their

significant and long-standing unionized workforce, the Debtors have significant legacy costs, primarily in the form of pension and medical benefits obligations, that their competitors do not share. Whether the Debtors can achieve long-term viability depends directly and substantially on the Debtors' ability to achieve dramatic change to their labor agreements, with a corresponding material reduction in their cost structure and legacy pension and medical obligations, and a restructuring of their capital structure. That is the purpose and the focus of these chapter 11 cases.

5. The Debtors' production and distribution systems are heavily dependent on labor-intensive processes involving, among other things, complicated and extensive local route delivery systems that service nearly all of the continental United States and a national footprint of 36 bakeries. To staff this labor-intensive network, the Debtors employ approximately 19,000 people, of which 83% are members of unions who are subject to 372 collective bargaining agreements. The Debtors' unionized employees belong to 12 separate unions, but the overwhelming majority (nearly 92%) of the Debtors' unionized workforce are members of the International Brotherhood of Teamsters (the "IBT") or the Bakery, Confectionery, Tobacco Workers & Grain Millers International Union (the "BCT").

6. Because their workforce is heavily unionized, the Debtors also participate in 40 multiemployer pension plans, which, by law, exist only where one or more employers each contribute to a pension plan pursuant to one or more collectively-bargained agreements. The Debtors' cash contribution obligations to these plans go beyond amounts attributable to the retirement benefits for the Debtors' own workforce; they also encompass the contributions attributable to the retirement benefits of the workforces of other employers who have ceased to exist or have otherwise withdrawn from the plans. By statute, the plans are structured to place

the financial burdens of all of the plan's retirees upon those remaining companies that have active union employees. Over the last several decades, the number of companies and the active employee base supporting these pension plans have shrunk significantly, thus increasing the burden on the companies, such as Hostess, that remain.

7. Since I joined the Debtors, the management team has taken a fresh look at, and has spent considerable time and energy analyzing, the Debtors' operations, cost structure and capital structure. As a result of that review, management has developed a business plan that it believes will allow the Debtors to regain long-term viability. The business plan is premised upon achieving a competitive cost structure, including relief from uncompetitive pension and medical benefit legacy costs, re-emphasizing and funding the marketing of the Debtors' brands, streamlining and modernizing the distribution of product and obtaining relief from other restrictive work rules that limit the company's flexibility and competitiveness.

8. In particular, the Debtors believe that their successful reorganization must encompass systemic, dramatic change, including:

- a. withdrawing completely from multiemployer pension plans to achieve relief from the crippling costs of these plans that are, in large part, a result of the required funding of retirees whose former employers no longer contribute to the plans;
- b. addressing the Debtors' legacy health and welfare costs to achieve a substantial reduction in the cost of providing benefits to bring such costs in line with current competitive market costs;
- c. modifying the Debtors' existing collective bargaining agreements to relax work rules and obtain other relief necessary to both bring the Debtors' labor costs in line with that of their competitors and provide the operating flexibility necessary to respond to changing customer requirements for delivery and service;
- d. securing new capital investment to modernize and automate the Debtors' production and distribution operations; and

e. restructuring the Debtors' capital structure to significantly reduce debt and related expense.

9. Hostess Brands, Inc. is privately held. Its most significant equity holders are IBC Investors I, LLC, IBC Investors II, LLC and IBC Investors III, LLC (collectively, the "Sponsor Funds").² The Debtors have four tiers of secured debt aggregating approximately \$860 million and are subject to substantial contingent withdrawal liability on account of their continuing participation in multiemployer pension plans. The ownership and debt structure of Hostess were put in place upon the emergence of its predecessor, Interstate Bakeries Corporation ("IBC") from chapter 11 (the "IBC Bankruptcy") in 2009, while their union-imposed multiemployer pension obligations were left unimpaired and intact through the IBC Bankruptcy.

10. To effect the transformational changes required for their businesses, the Debtors must negotiate with their lenders, unions and the trustees of the multiemployer pension plans. The Debtors began such discussions prior to filing these cases, and in fact bargained extensively with the IBT and the BCT pre-filing. However, liquidity pressures have necessitated filing at this time. Prior to filing, the Debtors approached several parties in attempts to gain sufficient liquidity to provide additional time for out-of-court negotiations to continue. The only additional liquidity that the Debtors could obtain was in-court financing. Accordingly, the Debtors have filed these chapter 11 cases to conserve their remaining cash, access the additional funding required to achieve their operational and financial transformation and negotiate and implement their restructuring goals to maximize the value of their businesses.

² The current stockholders of Hostess include, in addition to the Sponsor Funds: SPCP Group, LLC, Monarch Debt Recovery Master Fund Ltd, Monarch Opportunities Master Fund Ltd, Monarch Income Master Fund Ltd, McDonnell Loan Opportunity Ltd., Arrow Distressed Securities Fund, Schultze Apex Master Fund, Ltd., Schultze Master Fund, Ltd. Gephardt Group Labor Advisory Services, Mars & Co. Consulting, LLC, Craig D. Jung and Brian Driscoll.

11. I submit this Affidavit (a) in support of the Debtors' petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") filed on the Petition Date; (b) in support of the "first day" relief that Hostess and the other Debtors have requested in certain motions and applications filed with the Court (collectively, the "First Day Pleadings"), and to assist the Court and other interested parties in understanding the circumstances that compelled the commencement of these chapter 11 cases; and (c) in accordance with Local Bankruptcy Rule 1007-2.

12. The relief sought in the First Day Pleadings is intended to enable the Debtors to operate effectively and avoid or minimize many of the adverse consequences that might otherwise result from the commencement of these chapter 11 cases. In addition to addressing a number of procedural and other issues, key First Day Pleadings include those pleadings that seek to maintain customer loyalty, vendor confidence and employee morale. Maintaining the support of these key constituencies is critical to the Debtors' efforts to maximize value to stakeholders. I have reviewed the relief sought in the First Day Pleadings with the Debtors' counsel, and I believe that the relief sought therein is crucial to ensure the uninterrupted operation of the Debtors' business and the ultimate success of the Debtors' restructuring efforts. Moreover, obtaining the relief sought in certain of the First Day Pleadings is necessary to prevent immediate and irreparable harm to the Debtors.

13. Except as otherwise indicated, all facts set forth in this Affidavit are based upon personal knowledge, my review of relevant documents with counsel or my opinion based upon experience, knowledge and information concerning the operations of the Debtors that was prepared by employees of the Debtors for my review. If called upon to testify, I would testify to the facts set forth in this Affidavit.

14. Part I of this Affidavit provides an overview of the business of Hostess and its affiliates and a brief discussion of the IBC Bankruptcy. Part II provides a description of the Debtors' existing organizational structure and outstanding indebtedness. Part III provides a discussion of the Debtors' recent financial performance and provides details regarding the events that compelled the commencement of these bankruptcy cases. Part IV sets forth relevant facts in support of the First Day Pleadings. Part V contains information required by Local Bankruptcy Rule 1007-2.

Part I

The History and Businesses of Hostess Brands, Inc.

History and Formation

15. The entity now known as Hostess Brands, Inc. was founded as Schulze Baking Company in 1927, and with the merger with Western Bakeries Limited in 1937, became IBC. Over the next 60 years, IBC acquired multiple baking businesses, which enabled the Debtors to increase scale, expand their product and brand portfolio and broaden their geographic presence. Although this growth strategy is responsible for the nationwide operations of Hostess and the aggregation of most of its well-known brands, including Wonder®, Hostess®, and Drake's® and their products including "Devil Dogs," "Ring Dings," "Yodels," and "Yankee Doodles," it also left IBC with a matrix of assets and operations that were not well-integrated or streamlined and that remained burdened with the legacy labor obligations of each of its predecessors. After some effort by IBC to address the problems of its legacy of growth through acquisition and assumption of liabilities and despite becoming, for a time, the largest wholesale baker and distributor of fresh baked bread and sweet goods in the United States, the excess capacity, inefficiencies, and cost burdens of its 54 bakeries, more than 1000 distribution centers and 1200 bakery outlets across the country were ultimately not sustainable, leading to the

commencement of the IBC Bankruptcy in 2004 in the United States Bankruptcy Court for the Western District of Missouri.³

Critical Hallmarks of the IBC Bankruptcy

16. The critical hallmarks of the IBC Bankruptcy, which lasted for more than four and one-half years due to, among other things, litigation with the existing public shareholders, labor strife, a series of managerial changes and a failed sale process, were: (i) the transition from a publicly held company to a privately held company through significant new investment by the Sponsor Funds; (ii) the implementation of a highly-leveraged, secured capital structure; and (iii) a determination to retain legacy union pension obligations in reliance upon some labor savings and anticipated operational improvements. The chapter 11 plan confirmed in the IBC Bankruptcy (the "2008 IBC Plan"), which became effective on February 3, 2009, implemented these features as follows:

- The Sponsor Funds invested \$44.2 million in cash in exchange for slightly less than 50% of the common stock of reorganized IBC.
- The Sponsor Funds purchased \$85.8 million in 5% Secured Convertible PIK-Election Series A Notes due 2019 (the "Series A 2019 Notes"), secured by a fourth priority lien on most of the Debtors' assets.
- General Electric Capital Corporation ("GECC") structured, arranged and syndicated a \$105 million asset-based senior secured revolving credit facility (the "Senior Secured Revolving Credit Facility") with a first priority lien on certain forms of collateral and a second priority lien on other collateral.
- Silver Point, Monarch Alternative Capital L.P. and/or certain of its affiliated entities ("Monarch"), McDonnell Investment Management LLC and/or certain of its affiliated entities ("McDonnell") and certain other entities provided a \$360.3 million term loan credit facility (the "First Lien Term Loan Facility") with a first priority lien on certain forms of collateral and a second priority lien on other collateral.

³ The individual chapter 11 cases in the IBC Bankruptcy were jointly administered under Case No. 04-45814 before the United States Bankruptcy Court for the Western District of Missouri.

- Silver Point, Monarch and McDonnell received slightly less than 50% of the common stock of the reorganized debtors.
- In exchange for existing indebtedness that pre-dated the IBC Bankruptcy, Silver Point, Monarch, McDonnell and certain other entities received (a) a \$137.2 million term loan, secured by a third priority lien on most of the Debtors' assets; and (b) \$85.8 million in 5% Secured Convertible PIK-Election Series B Notes due 2019 (the "Series B 2019 Notes"), secured by a fourth priority lien on most of the Debtors' assets that is *pari passu* with the Series A 2019 Notes.
- The Sponsor Funds, Silver Point, Monarch and McDonnell received warrants to purchase additional shares of common stock at various strike prices.
- The Debtors' obligations to their unionized workforce relating to multiemployer pension plans were unchanged in the IBC Bankruptcy. Additionally, the Debtors obtained only modest concessions relating to health and welfare and work rules under their collective bargaining agreements.
- Although the name was changed to Hostess, the organizational structure of the IBC debtors was largely unchanged upon emergence.

17. As part of the emergence of Hostess, the chapter 11 plan in the IBC Bankruptcy set up a creditor trust (the "IBC Creditor Trust") to: (a) liquidate certain assets; (b) pursue certain avoidance actions and other claims and causes of action against former directors and officers of IBC on behalf of the 2004 Debtors' estates; (c) resolve claims; and (d) make distributions to creditors under the 2008 IBC Plan. The IBC Creditor Trust was funded with \$5,000,000 in cash. U.S. Bank, National Association ("U.S. Bank") was named, and currently serves as, trustee for the IBC Creditor Trust. As the IBC Creditor Trust did not receive any securities in the Debtors, and because U.S. Bank was charged with performing most of the necessary duties remaining in the IBC Bankruptcy, the Debtors themselves currently have virtually no involvement in the IBC Bankruptcy. The Debtors do not believe that any of the matters that remain pending in the IBC Bankruptcy will be impacted in any significant manner by the filing of these chapter 11 cases.

Hostess' Business Operations Today

18. The Debtors currently maintain their corporate headquarters in Irving, Texas, a Dallas suburb. The Debtors operate 36 bakeries, 565 distribution centers, approximately 5,500 retail delivery routes and 570 bakery outlet stores.

19. As noted above, as of the Petition Date, the Debtors have approximately 19,000 employees of which 83% are members of unions. The Debtors are subject to 372 collective bargaining agreements with 12 unions. As stated above, the overwhelming majority of the Debtors' unionized workforce are members of either the IBT or the BCT.

20. With annual net sales for the fiscal year ending May 28, 2011 of approximately \$2.5 billion, the Debtors remain one of the leading wholesale bakers and distributors of bread and snack cakes in the United States. The Debtors' expansive direct store distribution system allows them to serve a wide range of snack cakes, donuts, sweet rolls, snack pies, breads, buns, rolls and related products virtually coast-to-coast to approximately 175,000 unique customer locations. The Debtors' direct sales business, supplying products through warehouse distribution to retailers, vending suppliers and food service customers, complements this in-store presence. Finally, the Debtors' bakery outlet business, which primarily sells products returned from the direct store distribution channel as well as a selection of other bakery products and household staples, remains a strong presence throughout the United States.

21. In recent years, route sales have accounted for more than 80% of the Debtors' net sales – approximately 89% for the fiscal year ending May 28, 2011. The Debtors' remaining revenue is derived from outlet and direct sales.

The Debtors' Supply Chain

22. The Debtors' supply chain generally consists of two segments:
(a) preproduction supply of raw materials; and (b) postproduction distribution of finished

products. To operate their supply chain in an efficient and effective manner, the Debtors purchase raw materials from various vendors, engage various third-parties to provide transportation and warehousing needs and also operate their own internal supply chain transportation systems, as described below.

Purchase of Raw Materials

23. The vast majority of the Debtors' raw material needs are purchased on "delivered" terms, whereby the cost of freight is included in the purchase price of the raw materials. The responsibility for shipment of these raw materials rests solely with the vendor. However, in situations where the Debtors have advantageous freight pricing, raw materials may be purchased "freight on board," whereby the Debtors utilize and pay a third-party shipper (collectively, the "Shippers") for the transportation of raw materials. On any given day, the Debtors have as much as \$500,000 in raw materials in transport with Shippers. The Debtors' average daily cost accrual relating to transportation provided by the Shippers is \$55,000. In addition to "delivered" and "freight on board" shipments, the Debtors' internal fleet transports approximately 30 shipments of raw materials each week.

24. After purchase, raw materials generally are transported directly from the vendor to one of the Debtors' bakery locations. The Debtors also receive and store raw materials and other goods at various Debtor-owned warehouses or one of 15 third-party warehouses (collectively, the "Warehouses"), all of which are used to lessen shipping costs by consolidating raw materials and goods prior to shipment. The Warehouses typically store a variety of materials until they are shipped for use. At any given time, the Debtors store approximately \$6.5 million of goods in Warehouses and pay storage fees of approximately \$102,000 each month.

Distribution of Finished Products

25. The Debtors also employ an integrated supply system in connection with the production and distribution of their finished products. The process begins with the Debtors' route sales representatives (the "RSRs"). Orders are placed through a hand held device, automatically notifying one of 24 back office ordering centers throughout the United States. The order is then processed and incorporated with similar requests to create a bake schedule for each type of product requested for delivery. Simultaneously, the ordering center creates a shipping schedule that consolidates products and maximizes fleet space, which provides for distribution at the lowest possible cost. The entire process is completed within a 24-hour period of time, at the close of which, the bake and delivery schedules are set.

26. After the baking is completed, the finished goods are consolidated at a bakery or warehouse. Thereafter, finished products are shipped to the depot associated with the RSR who originally placed the order. From the depots, the RSR delivers the finished product to the customer. At the same time this delivery is made, the RSR places a new order for the customer. In a typical week, the Debtors will service over 175,000 unique customer addresses.

27. The Debtors' internal delivery fleet satisfies the vast majority of the Debtors' postproduction transportation needs. In certain instances, however, the Debtors engage Shippers to accommodate: (a) certain long distance routes; (b) routes lacking enough trucks to deliver unusually large orders; or (c) routes unable to meet delivery needs due to driver illness or other complications. Of these, approximately 60-70% of the Debtors' need for Shippers are for long distance routes on which the Debtors cannot provide their own transportation needs because they either (a) lack double trailer licensing; or (b) lack the infrastructure to provide long distance shipping at a comparable price to the Shipper. The Debtors typically make payments of \$1,200

per load to Shippers transporting postproduction products, and, on average, such shipments contain approximately \$20,000 to \$40,000 of the Debtors' products.

The Debtors' Customers

28. The Debtors sell the majority of their bread through mass merchandisers and supermarkets throughout the United States. The Debtors' snack cake products are sold primarily through supermarkets, mass merchandisers and convenience stores. Hostess brands are top sellers in convenience stores, with Hostess Donettes ranked #1 and other Hostess sweet snacks and cakes claiming four out of the top five and nine out of the top 20 spots in convenience stores.

Part II

Organizational and Capital Structure

Organizational Structure and Officers of Hostess

29. Hostess consists of six separate legal entities, as follows:

- Hostess Brands, Inc., a Delaware corporation;
- Interstate Brands Corporation, a Delaware corporation;
- IBC Sales Corporation, a Delaware corporation;
- IBC Trucking, LLC, a Delaware limited liability company;
- IBC Services, LLC, a Missouri limited liability company; and
- MCF Legacy, Inc., a California corporation.

30. Hostess Brands, Inc. is the direct corporate parent of Debtor IBC Services, LLC ("IBC Services") and Debtor Interstate Brands Corporation ("Interstate Brands") and the indirect corporate parent of Debtor IBC Sales, Debtor IBC Trucking, LLC ("IBC Trucking") and Debtor MCF Legacy, Inc. ("MCF Legacy"). A corporate organizational chart illustrating the affiliate relationship of each of the Debtors is attached hereto as Exhibit A.

31. Each of the six Debtors performs (or has performed) a specific function for the Hostess businesses. Interstate Brands conducts most plant-level manufacturing operations for the Debtors and is the employer of all of the Debtors' employees. Debtor IBC Sales conducts the Debtors' wholesale distribution and retail sales operations. Debtor IBC Services performs certain limited corporate management functions in Irving, Texas. Debtor IBC Trucking operates the Debtors' in-house trucking fleet. Hostess Brands, Inc. owns the Debtors' intellectual property and performs certain other limited functions for the Debtors. Debtor MCF Legacy presently conducts no active business operations, but previously operated the Mrs. Cubbison's Foods business of the Debtors, a grocery crouton sales business, which was sold in May 2011.

32. As stated above, I am the Chief Executive Officer of Hostess. The remainder of the Debtors' senior management team consists of: David A. Loeser, Executive Vice President of Human Resources; Kent B. Magill, Executive Vice President, General Counsel and Corporate Secretary; Richard C. Seban, Executive Vice President and Chief Marketing Officer; John O. Stewart, Executive Vice President and Chief Financial Officer; and Gary K. Wandschneider, Executive Vice President of Operations. Additional information regarding the Debtors' senior management team is set forth in Schedule 9 hereto.

Outstanding Equity Interests

33. The Debtors are privately-held companies; none of the Debtors' equity securities have been publicly-traded since the February 3, 2009 effective date of the IBC Bankruptcy. The Debtors have no preferred stock and one class of common stock. There are 90,000,000 shares of common stock authorized and 9,281,000 shares of common stock outstanding. The Debtors have five series of warrants to purchase common stock outstanding from the 2008 IBC Plan.

Significant Indebtedness

a. Long-Term Debt Obligations

34. The Debtors debt obligations are described in detail in the Declaration of David Rush in Support of Motion of Debtors and Debtors in Possession for Interim and Final Orders, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363 and 364, Rules 4001 and 9014 of the Federal Rules of Bankruptcy Procedure and Rule 4001-2 of the Local Bankruptcy Rules for the Southern District of New York: (A) Authorizing the Debtors to (I) Obtain Postpetition Financing, (II) Use Cash Collateral of the Prepetition Lenders and (III) Provide Adequate Protection to the Prepetition Lenders; and (B) Scheduling a Final Hearing; and Motion of Debtors and Debtors In Possession for an Order (I) Approving the Debtors' Entry Into Amendment of Certain Insurance Agreements, (II) Authorizing the Debtors' Assumption of the Prepetition Insurance Agreements, (III) Authorizing The Debtors to Enter into Postpetition Insurance Agreements and (IV) Granting Certain Related Relief.

b. Trade Debt

35. The Debtors' trade debt consists of, among other things, amounts owed to utilities, suppliers of commodities and ingredients used in the baking of the Debtors' products and Shippers and warehousemen that transport and store the Debtors' raw materials and finished products. The majority of the Debtors' vendors are paid on negotiated terms, which have historically ranged from 20 to 40 days from the date of delivery. However, due to recent vendor contraction leading up to the Petition Date, the vast majority of the Debtors' vendors are on terms of 20 days or less. As of the Petition Date, the Debtors estimate that approximately \$50-60 million is outstanding to their vendors, the majority of which relates to goods and services provided to the Debtors in the 20 days prior to the Petition Date.

c. Lease Obligations

36. In the ordinary course of business, the Debtors maintain leases for various forms of equipment, retail outlets, depots and warehouses. The Debtors estimate that they will spend approximately \$30 million on lease expenses in calendar year 2012 and that their aggregate total outstanding lease obligations are nearly \$36 million.

d. Workers' Compensation Liabilities

37. Due to the nature of the Debtors' businesses, the Debtors have substantial liabilities on account of workers' compensation claims. In some states, the Debtors self-insure for workers' compensation claims, but may maintain excess insurance coverage for losses above certain thresholds. In other states, the Debtors maintain third-party insurance, but have in many cases significant deductibles or self-insured retentions that obligate the Debtors to pay significant amounts before insurance coverage is available.

38. The Debtors paid approximately \$52 million in workers' compensation claims for the fiscal year ended May 28, 2011. The Debtors' books and records reflect accrued liabilities for workers' compensation claims in the amount of \$187 million. In light of these substantial liabilities, approximately \$220 million of the Debtors' cash is restricted and serves as collateral for the Debtors' workers compensation obligations (either to insurers or state governmental agencies) in the form of irrevocable letters of credit, surety bonds or cash in trust.

e. Pension Obligations

39. The Debtors provide their employees with defined benefit pensions via 40 multiemployer pension plans (collectively, the "Multiemployer Plans") and maintain the single-employer IBC Defined Benefit Plan (collectively, the "Pension Plans"). Under the Pension

Plans, a benefit is payable to the employee or other designated beneficiary upon the Employee's retirement from the company, total and permanent disability or death.

40. For the IBC Defined Benefit Plan, the Debtors' funding policy is to contribute quarterly in an amount based upon an actuarial cost method. As of the most recent actuarial analysis, in April 2011, the IBC Defined Benefit Plan had assets with market values of approximately \$56 million and liabilities on an actuarial basis of approximately \$84 million. On October 15, 2011, the Debtors made a quarterly contribution of approximately \$826,000. The next quarterly contribution is due on January 15, 2012.

41. The Debtors contribute to the Multiemployer Plans pursuant to the terms of their collective bargaining agreements. As stated above, the Debtors' contribution obligations to the Multiemployer Plans go beyond amounts attributable to the Debtors' own workforce; they also encompass the contributions attributable to other employers who have failed or have otherwise withdrawn from the Multiemployer Plans. Typically, the Debtors will contribute to the Multiemployer Plans on a monthly basis according to various negotiated algorithms. Such algorithms include, for instance, a specific amount per Employee per week, a specific amount for each hour worked and percentage of compensation. The Debtors' aggregate average monthly cost for the Multiemployer Plans is approximately \$8 million. The Debtors failed to satisfy their contribution obligations to the Multiemployer Plans in August 2011 and have not satisfied any subsequent contribution obligations.

Part III

Recent Financial Performance and Events Leading to the Commencement of the Chapter 11 Cases

42. These chapter 11 cases were commenced to effect the fundamental operational and financial changes that the Debtors' businesses require in light of their declining

performance, aging infrastructure, strained liquidity levels and excessive debt, and the significant challenges facing the Debtors, including, but not limited to, uncompetitive and unsustainable labor and legacy costs and an intensified competitive environment.

Declining Financial Performance

43. As non-public companies, the Debtors are not required to file annual or quarterly reports with the Securities and Exchange Commission. The Debtors do, however, prepare audited financial statements as one of the terms and conditions of their long-term debt agreements. The Debtors' audited financial statements for the fiscal year ended May 28, 2011 have not yet been finalized. According to the Debtors' most recent unaudited financial statements, for the 2011 fiscal year, the Debtors recorded annual net revenue of approximately \$2.5 billion. As of May 28, 2011, utilizing book values, the Debtors had assets of approximately \$1 billion and liabilities of approximately \$1.4 billion.

44. Since their February 2009 emergence from the IBC Bankruptcy, the Debtors' financial performance has not kept pace with the projections set forth as part of the 2008 IBC Plan and has deteriorated significantly in recent quarters. For the fiscal year ended May 29, 2010 — the first full year after emergence from chapter 11 — the Debtors' experienced a net loss of approximately \$138 million. For the fiscal year ended May 28, 2011, the Debtors' unaudited books and records indicate that the Debtors' net loss was approximately \$341 million, reflecting \$132 million in write-off of deferred debt issuance costs and debt discount which occurred when long term debt was reclassified as current debt.⁴

⁴ The Debtors' results for fiscal year 2011 remain subject to change upon completion of their annual audit process.

Factors Responsible for Declining Financial Performance

45. The Debtors believe that three main factors are responsible for their recent economic troubles: (a) high legacy costs; (b) inflexible labor work rules and structures; and (c) unsustainable debt levels that prohibit the Debtors from adapting their business to current competitive conditions thereby increasing profitability. As a consequence, the Debtors do not have a competitive cost structure and cannot achieve viability on a long-term sustainable basis in their industry.

46. Crippling Legacy Costs. As stated above, the Debtors participate in 40 Multiemployer Plans. The Multiemployer Plans are structured to place the financial burdens of all of the retirees under the plans upon the remaining companies in the plans that have active union employees. Over the last several decades, the number of companies supporting the Multiemployer Plans has shrunk significantly as a result of the voluntary and involuntary withdrawal of many employers and the fact that virtually no new employers join multiemployer plans today. This significantly increases the burden on the companies, such as the Debtors, that remain. The Debtors' annual cash pension contributions associated with the Multiemployer Plans is approximately \$103 million. Additionally, the Debtors have annual retiree medical obligations of approximately \$1.4 million.

47. Inflexible and Uncompetitive Collective Bargaining Agreements. As stated above, the Debtors are party to 372 separate collective bargaining agreements (collectively, the "CBAs"). The CBAs collectively mandate maintenance of 80 different health and welfare benefit plans, the sheer number of which impose excessive administrative and cost burdens on the Debtors. The CBAs mandate increases in wages and medical and other benefits for the fiscal year ending June 2, 2012 that total an additional \$31 million. In addition, the CBAs

contain a variety of different work rules that hamstringing operations and make the CBAs uncompetitive as well as extremely difficult to administer. For example, the Debtors often provide both bread and cake products to an individual customer location. The existing work rules require that, on many routes, separate trucks must deliver the bread and cake products to that single customer location. The work rules also require that, in some bakeries and distribution centers, a separate individual must be used to load the trucks (the Debtors' competitors have drivers who load their own trucks) and separate people must load either bread or cake onto a truck. Finally, work rules require that, in some instances even when a route representative is already visiting a customer location, that representative may not move product within that location; rather, a separate employee must visit the customer location to move product from the back room to the shelf. Often, this so-called "pull-up" employee cannot move both bread and cake and, thus, two "pull-up" employees must make this same trip. This multiplies the number of individuals necessary to deliver product to customers and doubles the costs associated with trucks and fuel. Finally, the work rules prevent the Debtors from implementing alternative distribution systems into new, currently unserved markets.

48. *Unsustainable Debt Levels.* As set forth above, the Debtors have several tranches of secured debt totaling approximately \$860 million. While the impact of this debt burden was somewhat ameliorated in the near term by the carefully constructed payment-in-kind features, it is incompatible with achieving a competitive cost structure, funding sorely needed capital improvements and long-term viability.

Sale Efforts

49. In addition to focusing on areas to improve profitability and reduce costs, the Debtors have also spent considerable time exploring opportunities to sell their businesses. In recent years, the Debtors have explored with little success, various strategic M & A alternatives,

including a large-scale merger or acquisition of the entire company and sales of large and small parts of the individual businesses. In 2010, the Debtors retained Goldman Sachs and JPMorgan to explore going concern sale opportunities. Goldman Sachs and JPMorgan contacted potential strategic buyers and financial sponsors, including Grupo Bimbo, Flowers Foods, Hershey, Smuckers, Kraft, B&G Foods, Pepperidge Farm, Blackstone and KKR, but could not obtain any offers to purchase any portion of the Debtors' businesses.

50. In 2011, the Debtors retained Houlihan Lokey to explore sales of the Debtors' smaller assets and individual brands. Houlihan Lokey oversaw the Debtors' sale of Mrs. Cubbison's to Sugar Foods Corporation for \$12 million, but was unable to sell any of the Debtors' core assets.

Restructuring Initiatives

51. The Debtors require systemic changes to regain their competitive posture. Management has developed a business plan to achieve these systemic changes and position the Debtors for long-term viability. The Debtors formulated a turnaround plan that encompassed several business plan initiatives that they believe will bring long term benefits and increased EBITDA (the "Turnaround Plan"). The Turnaround Plan includes various cost-saving and revenue-generating restructuring initiatives that will allow the Debtors to maximize the profitability of their enterprise and to resolve many of the operational inefficiencies described above.

52. Several of the Turnaround Plan's restructuring initiatives aim to reduce costs associated with the compensation packages (including pension) provided to Debtors' union work force and to eliminate archaic "work rule" requirements that have prevented the Debtors from running our businesses efficiently and pursuing potentially profitable revenue sources.

Many of these initiatives will require modification of our collective bargaining agreements and cannot be implemented without union consent or an order from the Court.

53. For example, under the Turnaround Plan, the Debtors seek to eliminate their crippling payment obligations to the Multiemployer Plans and to reduce costs associated with providing health and welfare benefits to their union employees. These and other initiatives are designed to bring the total compensation packages provided to the Debtors' union workforce in line with those of similarly-skilled domestic workers.

54. The key revenue-generating initiative in the Turnaround Plan involves the implementation of alternative product delivery methods. As described above, many of the Debtors' collective bargaining agreements mandate that only RSRs distribute products directly to the customer locations. Because of fixed costs associated with RSRs, including their compensation and gasoline and truck maintenance expenses, low revenue and other delivery stops by the RSRs are not profitable. Moreover, many potential customers refuse to allow products to be delivered directly to customer store locations. As a result, the Debtors have not been able to profit from many of their existing delivery stops and have been unable to enter potentially profitable markets, such as dollar stores, vending services and movie theatres that are not currently serviced by the Debtors. Under the Turnaround Plan, the Debtors seek to outsource these low revenue and other delivery stops to third party distribution operators who could profitably deliver the Debtors' products. The Debtors have developed products based on their best-selling cake items that have a longer shelf-life and can withstand freezing en route to customers over longer transportation hauls. The formulation and regulatory process relating to these products is complete, but the products cannot be rolled out unless the Debtors obtain certain modifications to their existing collective bargaining agreements.

55. The remaining restructuring initiatives included in the Turnaround Plan do not require any modification of the Debtors' collective bargaining agreements. These initiatives primarily seek to eliminate inefficiencies throughout the Debtors' operations. For example, the Debtors seek to reduce excess baking capacity and to increase the efficiency of their remaining capacity. The Debtors also plan to upgrade their aging vehicle fleet and to consolidate a number of their distribution centers in order to increase the efficiency and profitability of their distribution network. In addition, the Debtors will improve their ability to manage inventory by installing tracking software at many of their distribution centers. The Debtors also will close unprofitable bakery outlet stores and modify their pricing strategy and inventory to increase store profitability. Lastly, while the Debtors realize that there are areas where they will have to re-invest selling, general and administrative expense, the Turnaround Plan also includes plan to substantially reduce other costs associated with selling, general and administrative expenses. To date, these initiatives have not been rolled out because of the Debtors' liquidity restraints.

56. Finally, under the Turnaround Plan, the Debtors also would seek to restore their advertising and marketing budget so that they will be able to research and develop new products, and effectively market their products to maintain existing customers and attract new ones.

Liquidity Crisis

57. The challenges faced by the Debtors as well as their recent financial performance have led to an increasingly severe liquidity crisis for the Debtors. As of May 2009, shortly after their emergence from the IBC Bankruptcy, the Debtors had more than \$115 million in cash, and the Senior Secured Revolving Credit Facility was undrawn. One year later, in May 2010, the Debtors still had more than \$82 million in cash and the Senior Secured Revolving

Credit Facility remained undrawn. By May 2011, however, the Debtors had only \$35 million cash on hand and had drawn \$50 million in principal from the Senior Secured Revolving Credit Facility. In addition, in March 2011, although there was a modest amount of additional availability under the Senior Secured Revolving Credit Facility, the Debtors determined that they could not satisfy the conditions for further borrowing under the facility.

58. Adjusting for one-off receipts, such as tax refunds and the proceeds from asset sales, the Debtors have consumed approaching \$250 million in cash from the time of their emergence from the IBC Bankruptcy until the end of 2011.

Labor Negotiations

59. This liquidity crisis led the Debtors to ramp up an effort in the fourth quarter of 2010 to engage the IBT regarding potential modifications to the existing labor agreements. The Debtors provided representatives of the IBT with access to the Debtors' books and records. Ultimately, in April 2011, after various negotiations, Hostess and the IBT international leadership agreed to some modifications to the IBT's collective bargaining agreements, subject to ratification by the IBT membership. These modifications were contained in a letter agreement (the "IBT Letter of Understanding").

60. In part due to the positive developments with the IBT, in late March 2011, two of the Sponsor Funds and Hostess, with the required approval of the lenders in the other debt tranches, agreed to have such Sponsor Funds make an additional investment of \$30 million through the purchase of the Series C 2019 Notes, the proceeds of which were received in March 2011.

61. These proceeds provided the Debtors with additional time while they awaited the vote of the IBT membership on the terms of the IBT Letter of Understanding. In May 2011, the IBT membership voted down the proposed modifications by a vote of 52% to

48%. Accordingly, Hostess was forced to suspend the various changes that they were on the cusp of implementing that were linked to the ratification of the IBT Letter of Understanding.

62. On September 23, 2011, the Debtors presented the IBT with a revised proposal. Since submitting the revised proposal, the Debtors have met in person with IBT representatives in person at least eight separate times and have had numerous additional communications by email and telephone. The Debtors presented the IBT with revised proposals on September 23, December 6, and December 14, 2011 and January 9, 2012. The Debtors have provided the IBT with access to an online data room containing over 625 documents that the Debtors believe are sufficient to permit each of their unions to evaluate their proposal (the "Data Room"). Additionally, the Debtors have responded to over 160 information requests from the IBT.

63. On June 29, 2011, the Debtors met with the BCT to discuss generally modifications to the BCT Collective Bargaining Agreements. On July 6, 2011, the Debtors presented the BCT with a detailed set of proposed modifications. The Debtors made revised proposals to the BCT on September 22, December 8, December 14, December 19 and December 22, 2011. Since delivery of the initial proposal, the Debtors have met in person with BCT representatives to discuss those proposed modifications at least 11 times, and have had numerous additional communications by email and telephone. The Debtors have provided the BCT with access to the Data Room. Additionally, the Debtors have responded to numerous information requests from the BCT.

64. Additionally, beginning in October 2011, the Debtors provided proposals for modifications to their collective bargaining agreements to each of their other 10 unions (collectively, the "Other Unions"). Each of the Other Unions was offered access to the Data

Room. Prior to the Petition Date, the Debtors met with, or attempted to meet with, each of the Other Unions.

The Decision to File Chapter 11

65. In light of the above, Hostess Brands, Inc. and its Board of Directors began to examine their restructuring alternatives. It was clear to the Board that additional liquidity was urgently needed. In June 2011, to address the Debtors' immediate liquidity needs, IBC Investors I, LLC made an additional \$10 million equity investment in Hostess. The Debtors believed that IBC Investors I might be willing to make additional investments into the businesses if certain labor concessions could be obtained and operational goals achieved. The IBT and the BCT each retained legal and financial professionals and began a due diligence process in preparation for negotiations with the Debtors related to modifications to the Debtors' CBAs that the Debtors believed provided the support needed for an additional capital infusion. Contemporaneously, the Debtors sought additional short-term financing from various parties in order to permit sufficient time to negotiate labor concessions with the IBT and the BCT that could pave the way for an out-of-court restructuring or a pre-arranged chapter 11 proceeding.

66. In August, the Debtors were able to obtain additional liquidity from a subset of their First Lien Term Loan Lenders through the Tranche C First Lien Term Loan. The Tranche C First Lien Term Loan provided the Debtors with approximately \$20.5 million of additional liquidity. While this liquidity provided the Debtors with additional time to negotiate with the IBT and the BCT, it did not solve the Debtors' fundamental liquidity problems. Notwithstanding every effort to preserve cash, the Debtors' cash position continued to deteriorate. Accordingly, after consultation with its advisors, the boards of directors of the Debtors authorized them to commence these chapter 11 cases. The Debtors intend to continue to

negotiate with their unions, pension funds and lenders, and to use the tools available to them in chapter 11, to effect the systemic changes that their businesses require.

Part IV

Facts in Support of First Day Pleadings

67. The Debtors operate in a highly competitive industry. It is, therefore, critically important for Hostess to make a seamless transition into chapter 11 to preserve both their reputation and the loyalty and goodwill of their customers, suppliers and employees. To do so, sales and operations must continue in the ordinary course of business. It is also imperative that the Debtors remain on good terms with their key suppliers so that current operations continue uninterrupted.

68. These goals, difficult while conducting operations under any chapter 11 process, will be particularly challenging as customers and suppliers have recent memories of the IBC Bankruptcy. To maintain their business operations without interruption, therefore, the Debtors have filed a number of First Day Pleadings designed to facilitate their transition into these chapter 11 cases. The Debtors anticipate that the Court will conduct a hearing soon after the commencement of their chapter 11 cases (the "First Day Hearing") at which the Court will hear and consider many of the First Day Pleadings.⁵

69. Generally, the First Day Pleadings have been designed to meet the primary goal of continuing the Debtors' postpetition operations in a manner that will maximize value to all stakeholders. As such, the First Day Pleadings seek to: (a) foster a business as usual atmosphere; (b) promote confidence and maintain support among customers, distributors, employees, unions, vendors, service providers and certain other key constituencies; (c) establish

⁵ Capitalized terms used below in the descriptions of the First Day Pleadings and not otherwise defined have the meanings given to them in the applicable First Day Pleadings.

procedures for the smooth and efficient administration of these chapter 11 cases; and (d) lay the groundwork for a successful restructuring of the Debtors' liabilities.

70. Several of the First Day Pleadings request authority to pay certain prepetition claims. Rule 6003 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") provides that the court will not consider motions to pay prepetition claims during the first twenty days after the filing of a chapter 11 petition "except to the extent necessary to avoid immediate and irreparable harm." In recognition thereof, the Debtors have narrowly tailored their requests for authority to pay prepetition claims to those circumstances where the failure to do so would, indeed, result in immediate and irreparable harm.

71. Significant impairment of the Debtors' business operations, or of their relationships with their employees, customers or vendors would clearly imperil the Debtors' chances of a successful reorganization. The Debtors operate in a highly competitive sector of the domestic economy in which any disruption to the Debtors' ability to maintain their operations in the ordinary course will have an immediate and irreparable harmful impact upon the going concern value of the estates to the detriment of all of the Debtors' stakeholder constituencies. I believe that payment of those selected prepetition claims identified in the First Day Pleadings will forestall such irreparable harm and that all creditors of the Debtors will ultimately benefit from the relief requested therein.

72. I have reviewed each of the First Day Pleadings with the Debtors' counsel, and I believe that the relief sought in each of the First Day Pleadings is tailored to meet the goals described above and, ultimately, will be critical to the Debtors' ability to reorganize through chapter 11.

73. I also believe that it is critical that the First Day Pleadings be heard as soon as possible to avoid immediate and irreparable harm to the Debtors' estates. If the First Day Pleadings are not granted on an expedited basis, the Debtors will, among other things, not have access to cash and will be unable to fulfill many of their ongoing obligations to, among others, employees, customers, vendors, lessors and other service providers. Under such circumstances, the Debtors will likely be unable to continue to operate their bakeries and distribute their goods to consumers. A lack of product on the shelves will harm the brand loyalty of the Debtors' wholesale and retail customers who expect a regular supply of the Debtors' products and, without which, will be likely to replace the Debtors' products with the products of the Debtors' competitors.

74. If the Debtors' business operations are disrupted as described above, harmful consequences will befall not only their customers but also their many employees whose livelihood depends upon the continued operation of the Debtors. In light of the breadth of the Debtors' operations, the impact of a disruption to the Debtors' businesses would be widespread throughout the United States. Accordingly, the expedited approval of the First Day Pleadings is (a) critical to the continued viability of the Debtors; (b) necessary to avoid immediate and irreparable harm; and (c) in the best interests of all of the Debtors' stakeholders.

Expedited Hearings on the First Day Pleadings

75. Given the importance of the relief sought in the First Day Pleadings to the Debtors' ability to preserve value as they seek to reorganize, the Debtors will move for entry of an order scheduling an expedited hearing on the First Day Pleadings.

Pleadings Regarding Business Operations of Debtors and Payment of Prepetition Claims

a. **Employee Wages and Benefits**

76. The Debtors currently employ approximately 19,000 full-time and part-time employees. Approximately 83% of the Debtors' employees are members of 12 different unions, subject to 372 collective bargaining agreements. The Debtors also utilize the services of certain independent contractors pursuant to formal and informal arrangements⁶ (collectively with the Debtors' union and non-union employees, the "Employees").

77. Any delay or disruption in the provision of employee benefits or the payment of compensation will imperil the Debtors' relationships with the Employees and irreparably impair workforce morale at the very time when the dedication, confidence and cooperation of the Employees is most critical. The Debtors simply cannot risk the substantial disruption of business operations and immediate and irreparable harm that would inevitably result from any further decline in workforce morale attributable to the Debtors' failure to make employee wage and compensation payments in the ordinary course of their businesses. Moreover, many of the payments that would be made by the Debtors are payments that are required to be paid under the terms of collective bargaining agreements.

78. Accordingly, the Debtors have requested the entry of an order authorizing them, in accordance with their stated policies (as such policies may be modified from time to time) and in the Debtors' sole discretion, to pay (or honor their obligation to provide): (i) pay claims for prepetition wages, salaries, commissions, contractual compensation and other accrued compensation and related costs (collectively, the "Prepetition Compensation") to the Debtors'

⁶ Independent contractors include, for instance, individuals retained to provide temporary services to replace permanent employees who left on a voluntary basis, assist with shelf presentation or to perform other discrete projects.

Employees and Independent Contractors; (ii) honor sick leave, vacation and holiday time policies; (iii) reimburse all prepetition employee business expenses (the "Prepetition Business Expenses"); (iv) make prepetition contributions and pay benefits under certain employee benefit plans; (v) pay prepetition payroll deductions with respect to the Employees; and (vi) pay all costs and expenses incident to the foregoing payments and contributions (including administrative and processing costs); and (b) granting certain related relief..

79. In the instant case, the amount of prepetition wages, salaries or commissions paid to or on account of any particular Employee will not exceed the sum of \$11,725 allowable as a priority claim under section 507(a)(4) or section 507(a)(5) of the Bankruptcy Code. The Debtors estimate that the amount of wages, salaries and commissions owed to the Employees as of the Petition Date is approximately \$21 million in the aggregate.

80. With respect to the Prepetition Business Expenses, prior to the Petition Date, the Debtors' committed in the ordinary course of their business to reimburse the Employees for certain expenses incurred within the scope of their employment and on behalf of the Debtors, including auto mileage, travel, lodging, meals or other necessary and appropriate expenses. Because the Debtors filed their chapter 11 petitions in the midst of certain of their regular expense reimbursement cycles, certain of the Employees have not yet been reimbursed for Prepetition Business Expenses previously advanced on behalf of the Debtors. These expenses were incurred by the Employees in the performance of their duties and should be reimbursed. For the Debtors' 2011 fiscal year ended May 28, 2011, the Debtors paid, on average, \$1.1 million in business expense reimbursement per four-week payroll period.

81. The payment of the Prepetition Compensation and Prepetition Business Expenses is essential to the Debtors' efforts to reorganize and maximize the value of their

businesses and provide value to stakeholders. In particular, any delay or disruption in reimbursement of Prepetition Business Expenses could result in the Employees being forced to choose between paying for such Prepetition Business Expenses out of their personal accounts (to the extent they are able to do so) or risk damaging their credit. This result will destroy the Debtors' relationships with their Employees and irreparably impair workforce morale at the very time when the dedication, confidence and cooperation of the Employees is most critical.

82. In addition, bolstering the morale of the Employees and ensuring the uninterrupted availability of their services will assist the Debtors in (a) maintaining a "business as usual" atmosphere to the extent possible, and (b) preserving the Debtors' relationships with customers and vendors so that these relationships can be continued to provide value in connection with any restructuring plan. Finally, the Debtors must continue their corporate policies of permitting certain Employees to incur business related expenses and thereafter seek reimbursement by submitting appropriate invoices or vouchers to maintain necessary oversight and quality control and to enable many key Employees to perform their jobs effectively.

b. **Workers' Compensation**

83. In accordance with applicable state law, the Debtors maintain workers' compensation insurance in each of the states in which they operate. The Debtors' failure to pay these amounts, where necessary or appropriate, could adversely impact the administration of these chapter 11 cases and the preservation of the value of the Debtors' estates. If workers' compensation coverage is not maintained as required by applicable state laws, without interruption, during periods when the Debtors are conducting business activities: (a) employees could bring lawsuits for damages; (b) the Debtors' business activities in certain states could be enjoined; (c) the Debtors' officers could be subject to criminal prosecution; and (d) ultimately,

the Debtors may be required to make alternative arrangements for workers' compensation coverage to return to compliance — almost certainly at a much higher cost. Moreover, nearly all of the Debtors' workers compensation obligations are collateralized by restricted irrevocable letters of credit, surety bonds or cash in trust (the "Collateral Requirements"). Accordingly, any failure by the Debtors to honor their workers' compensation obligations will result in the Debtors' insurance companies or applicable state workers' compensation authorities drawing from the Collateral Requirements to satisfy these obligations.

84. Accordingly, the Debtors will seek an order of the Court authorizing them to continue their Workers' Compensation Programs in all applicable states and jurisdictions, to maintain these Workers' Compensation Programs and to pay the Prepetition Workers' Compensation Claims in their discretion and in accordance with their business judgment. In connection therewith, the Debtors also request that the order authorize them to pay, in their sole discretion, premiums and certain other processing costs arising under, or related to, their Workers' Compensation Programs.

c. **Essential Suppliers**

85. The Debtors, in the ordinary course of their businesses, utilize certain suppliers who supply goods or services critical to the continued operation of the Debtors' businesses (collectively, the "Essential Suppliers"). The Essential Suppliers are comprised of: (a) direct single source suppliers of goods (i.e., vendors that are the sole supply of goods necessary to produce the Debtors' products); and (b) direct large scale suppliers of goods (i.e., vendors that supply an amount of goods necessary to produce the Debtors' products that would be difficult or impossible to replace).

86. The Debtors intend to seek to enforce their contractual agreements with their suppliers and will seek to require them to continue to ship to the Debtors notwithstanding the commencement of these chapter 11 cases. Nonetheless, the Debtors have determined, in the exercise of their business judgment, that obtaining authority to pay a certain, limited number of Essential Suppliers (in the amounts and upon the conditions set forth in the relevant motion) is vital to the continued operation of their businesses. Moreover, the Debtors intend to require postpetition commitments from Essential Suppliers in exchange for, and as a condition to, the payment of the Essential Supplier Claims. The Debtors have requested authority to pay up to \$14 million in Essential Supplier Claims.

87. In addition to the Essential Suppliers, the Debtors will seek to pay certain Prepetition Claims of Comdata Network, Inc. ("Comdata") totaling approximately \$1.7 million. As described further in the motion, Comdata provides credit cards that are primarily used by the Debtors' employees to purchase fuel for corporate trucks and vehicles vital to the Debtors' supply chain. Furthermore, pursuant to section 365(e)(2)(B), Comdata is not required to continue to provide credit to the Debtors after the Petition Date. The Debtors believe, based on their experience in the IBC Bankruptcy, that Comdata will terminate the Debtors' ability to use such credit cards, thereby rendering the Debtors supply chain inoperative due to their employees' inability to refuel their vehicles, if Comdata is not paid any prepetition amounts due to it.

88. In connection with the relief described above, the Debtors are further seeking approval of certain procedures to address those vendors who repudiate and refuse to honor their postpetition contractual obligations to the Debtors. Because the Debtors will expect most of their vendors to continue to do business with them postpetition, notwithstanding the nonpayment of prepetition claims, establishing procedures that will bring vendor issues before

the Court on an expedited basis will be important to preventing supply disruptions and interruptions for the Debtors' customers.

d. **Prepetition Lienholder Claims**

89. In the operation of their businesses, certain parties with commercial relationships with the Debtors, such as Shippers and warehousemen (collectively, the "Lienholders"), may obtain potential liens on, and interests in, including in some cases a right to possession of, property owned by the Debtors. A failure to pay the claims of the Lienholders (collectively, the "Lienholder Claims") could have a significant adverse impact on their operations by preventing access to goods and services critical to the operation of their businesses.

90. Many of the Lienholders have fully secured claims that would be paid in full within the Debtors' chapter 11 cases or will assert that such claims are fully secured. Accordingly, the Debtors are seeking an order authorizing them, in their sole discretion, to pay certain prepetition Lienholder Claims subject to the terms and conditions set forth in the relevant motion and in an amount not to exceed the aggregate Lienholder Cap of \$2.5 million.

e. **PACA Claims**

91. It is possible that a certain portion of the goods the Debtors purchased prepetition but had not yet paid for may qualify as "perishable agricultural commodity[ies]" under the Perishable Agricultural Commodities Act of 1930 ("PACA"). PACA provides various protections to fresh fruit and vegetable sellers, including establishing a statutory constructive trust consisting of a buyer's entire inventory of food or other derivatives of perishable agricultural commodities, the products derived therefrom and the proceeds related to any sale of the commodities or products. It is my understanding that any such funds related to a trust created

pursuant to PACA are preserved as a non-segregated floating trust that may be commingled with non-trust assets and that such funds are not property of a debtor's estate.

92. Because the funds held pursuant to PACA are not property of the Debtors' estate until suppliers of goods covered by PACA are paid, payments to such suppliers will not reduce estate assets. In fact, payments made on account of PACA goods will inure to the benefit of the Debtors and all parties in interest by (a) facilitating the continued purchase and receipt of fresh produce and other products; and (b) avoiding potential disruption to the Debtors' business operations. Accordingly, the Debtors, seek the authority to establish procedures for the orderly reconciliation, disposition and payment of claims related to PACA to ensure that the supply of fresh produce and related products continues unimpeded.

f. **Trust Fund and Other Taxes**

93. In the ordinary course of their business, the Debtors collect or remit sales, use, franchise, business licensing and certain other taxes (collectively, the "Prepetition Taxes") owed to certain taxing authorities (collectively, the "Taxing Authorities"). In many, if not all, cases, the Debtors have prepaid Prepetition Taxes attributable to the period preceding the Petition Date. The Debtors attempted to prepay accrued obligations to the Taxing Authorities prior to the Petition Date and believe that the majority of their Prepetition Taxes have been paid. However, to the extent that they were unable to make such prepayments or such prepayments prove to be insufficient to cover all of the obligations, the Debtors seek the entry of interim and final orders allowing them, in their sole discretion, to pay the Prepetition Taxes to the Taxing Authorities because: (a) certain Prepetition Taxes may remain outstanding (or certain of the Debtors' checks prepaying the Prepetition Taxes may not have cleared); (b) certain of the Prepetition Taxes do not constitute property of the Debtors' chapter 11 estates; (c) substantially

all of the Prepetition Taxes constitute priority claims that would be paid in full under a chapter 11 plan; (d) the failure to pay certain of the Prepetition Taxes may impact the Debtors' ability to conduct business in certain jurisdictions and consummate certain necessary postpetition transactions; and (e) the Debtors' officers and directors may face personal liability if certain of the Prepetition Taxes are not paid.

g. **Customer Obligations**

94. The Debtors' ability to transition seamlessly through these chapter 11 cases, maintain revenues and preserve the value of their estates is dependent upon the continuing loyalty and goodwill of their customers, particularly their wholesale customers. The Debtors, in the ordinary course of their businesses, engage in certain customer programs (e.g., repurchase of damaged and dated goods, customer merchandising agreements and sales adjustment and coupon programs) (collectively, the "Customer Programs"). The common goals of the Customer Programs have been to meet competitive pressures, ensure customer satisfaction and generate goodwill for the Debtors, thereby allowing the Debtors to retain current customers, attract new ones and ultimately enhance revenue and profitability.

95. In many situations, the failure to honor certain obligations related to the Customer Programs could result in customers seeking to recover these amounts through setoff or recoupment against the Debtors' accounts receivable. By contrast, honoring these prepetition obligations will require a limited and reasonable expenditure of estate funds and will assist the Debtors in preserving their key customer relationships. Moreover, amounts related to the Customer Programs are small in comparison to potential losses in value to the Debtors' estates if customer goodwill is damaged. The Debtors believe that, as of the Petition Date, the aggregate amount outstanding with respect to Customer Programs is less than \$28.4 million. In practice,

honoring Customer Obligations will have even less impact on the Debtors' cash flows than this amount because the majority of the Debtors' costs associated with Customer Programs are satisfied with customer credits or further shipment of the Debtors' products.

96. Accordingly, to preserve their revenue sources for the benefit of their chapter 11 estates, and as a sound exercise of the Debtors' business judgment, the Debtors are seeking approval, in their sole discretion, to (a) perform their prepetition obligations to their customers pursuant to the Customer Programs; (b) continue, renew, replace, modify or terminate those Customer Programs as they see fit in their business judgment in the ordinary course of their businesses and without further approval of the Court; and (c) authorize the Debtors to enter into agreements obligating them to honor or perform Customer Obligations.

h. **Adequate Assurance of Payment of Utilities**

97. The Debtors currently use electric, natural gas, heat, water, sewer and other similar services pursuant to thousands of separate accounts provided by approximately 1,000 different utility companies (collectively, the "Utility Companies"). The Debtors estimate that their average monthly obligations to the Utility Companies on account of services rendered total between \$4 million and \$5 million. Uninterrupted utility service is essential to the Debtors' ongoing operations and, therefore, to the success of the Debtors' reorganization. The temporary or permanent discontinuation of utility services at any of the Debtors' facilities could irreparably harm the Debtors' businesses and jeopardize the Debtors' restructuring efforts.

98. Pursuant to section 366(c)(2) of the Bankruptcy Code, I understand that a utility may alter, refuse or discontinue a chapter 11 debtor's utility service if the utility does not receive from the debtor or the trustee adequate "assurance of payment" within 30 days of the commencement of the debtor's chapter 11 case. To comply with the requirements of section 366

of the Bankruptcy Code, the Debtors will seek an order of this Court authorizing them to provide a cash deposit to any requesting Utility Company in an amount equal to the Debtors' calculation of the cost of two weeks' worth of utility service, based on historical averages over the past three or twelve months, depending on the type of Utility, as set forth on the Utility Service List attached as Exhibit A to the motion. In addition, if any Utility Company believes additional assurance is required, it may request such assurance, pursuant to specific procedures set forth in the motion.

i. **Cash Management Motion**

99. As noted above, Hostess Brands, Inc. is the direct or indirect parent of each of the other Debtors; accordingly, the Debtors are affiliates. The Debtors, as affiliated entities, have historically utilized a consolidated cash management system (as it may be modified, the "Cash Management System") in the day-to-day operation of their businesses. The Cash Management System provides a well-established mechanism for the collection, concentration, management and disbursement of funds used in the Debtors' businesses and provides a system by which the Debtors can accurately record all transactions made. As of the Petition Date, the Debtors maintained approximately 96 bank accounts (collectively, the "Bank Accounts") in the ordinary course of their businesses.

100. In light of the substantial size and complexity of the Debtors' operations, and the volume of cash transactions, if the Debtors are not permitted to continue to utilize the Cash Management System, their operations would be severely, and perhaps irreparably, disrupted. Therefore, it is essential that the Debtors be permitted to continue to consolidate the management of their cash and transfer funds from entity to entity, as needed, in the amounts

necessary to continue the operation of their financial affairs and in accordance with their existing cash management practices.

101. Given the Debtors' corporate and financial structure, it would be difficult and unduly burdensome for the Debtors to establish an entirely new system of accounts and a new cash management and disbursement system for each separate legal entity. The Debtors, therefore, will request that the Court authorize the continued use of the Cash Management System, existing Bank Accounts and existing business forms, as well as the Debtors' authority to open and close bank accounts.

102. With one exception, the funds generated by the Debtors are maintained in domestic bank accounts insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation. The Debtors' Bank Accounts are with financial institutions that the Debtors believe are secure. Allowing these accounts to be maintained with the same account numbers will greatly assist the Debtors in accomplishing a smooth transition to operating within chapter 11. Accordingly, the Debtors will seek authority to continue to utilize their existing Bank Accounts and for the continuation of their prepetition deposit practices.

103. The Debtors provide goods and services to, and engage in intercompany financial transactions with, each other in the ordinary course of their respective businesses (collectively, the "Intercompany Transactions"). These Intercompany Transactions reduce the administrative costs incurred by the Debtors and allow for the purchase and supply of essential goods for the operation of the Debtors' businesses. By contrast, if the Intercompany Transactions were to be discontinued, the Debtors would be forced to stop doing business, as no single Debtor has the assets necessary to purchase raw materials, bake goods and sell and ship such goods through distribution channels to customers. The Debtors thus submit that the

continuation of the Intercompany Transactions is essential and is to the benefit of the Debtors' respective estates and creditors. As such, Debtors will seek the continuation of these ordinary course intercompany arrangements.

104. The authorization of Intercompany Transactions may result in balances due and owing from one Debtor to another. These balances represent extensions of intercompany credit. To ensure that each individual Debtor will not, at the expense of its particular creditors, fund the operations of another Debtor, the Debtors will continue to maintain records as they did prior to the Petition Date such that any Intercompany Transaction can be properly accounted for if and as necessary. To confirm this, the Debtors also will request that, pursuant to section 503(b) of the Bankruptcy Code, all claims arising from Intercompany Transactions arising after the Petition Date be accorded administrative expense status.

Certain Pleadings Relating to the Administration of these Chapter 11 Cases

a. **Appointment of Notice and Claims Agent**

105. The Debtors recognize that the large number of creditors and other parties in interest involved in their chapter 11 cases may impose heavy administrative and other burdens upon the Court and the Clerk's Office. To relieve the Court and the Clerk's Office of these burdens, the Debtors will seek the entry of an order appointing KCC as the Debtors' notice and claims agent in these chapter 11 cases. KCC may, among other things: (a) prepare and serve all notices required in the Debtors' chapter 11 cases, including notice of the commencement of these chapter 11 cases and the initial meeting of creditors under section 341 of the Bankruptcy Code; (b) maintain the official claims register; and (c) assist with the mailing and tabulation of ballots in connection with any vote to accept or reject any plan or plans proposed in these chapter 11 cases. The Debtors obtained and reviewed engagement proposals from three court approved

notice and claims agents and selected KCC based on their capability and experience and the cost of their proposal.

b. **Extension of Time to File Schedules and Statements and List of Physical Inventory**

106. Because of the size, complexity and geographic reach of the Debtors' operations and the press of business incident to the commencement of these chapter 11 cases, the Debtors request additional time to gather the information necessary to complete and file the required: (a) schedules of assets and liabilities; (b) schedules of executory contracts and unexpired leases; (c) statements of financial affairs (items (a) through (c) collectively, the "Schedules and Statements"); and (d) list of physical inventory. Accordingly, the Debtors will seek the entry of an order extending by 30 days, until February 24, 2012, the date by which the Schedules and Statements must be filed pursuant to Bankruptcy Rule 1007. Further, the Debtors will seek the entry of an order extending by 15 days, until February 24, 2012, the date by which the List of Physical Inventory must be provided to the U.S. Trustee. The Debtors reserve the right to seek an additional extension of its time to file its Schedules and Statements and provide the List of Physical Inventory to the U.S. Trustee.

c. **Equity Trading**

107. As a result of past losses from the operation of their businesses, the Debtors have estimated that their available net operating losses as of the Petition Date are approximately \$300 million (collectively, the "NOLs"), which amounts could be higher when the Debtors emerge from chapter 11. These NOLs are valuable tax attributes. To preserve to the fullest extent possible the flexibility to craft a plan of reorganization that maximizes the use of their NOLs, the Debtors seek approval of the Equity Trading Procedures, which will enable them

to closely monitor certain transfers of equity securities, and thereby put the Debtors in a position to act expeditiously to prevent or to limit such transfers if necessary to preserve their NOLs.

Part V

Information Required by Local Bankruptcy Rule 1007-2

108. I am informed that Local Bankruptcy Rule 1007-2 requires that certain information about the Debtors be provided in this Affidavit. Various information satisfying this rule, including Local Bankruptcy Rule-1007-2(a)(1), is set forth in the text above. The remaining required information is provided in the attached schedules, as follows:

Schedule 1	The holders of the Debtors' 40 largest unsecured claims, excluding claims of insiders and information regarding such claims
Schedule 2	The holders of the Debtors' six largest secured claims and information regarding such claims
Schedule 3	A summary of the Debtors' assets and liabilities, in balance sheet format, as of December 10, 2011.
Schedule 4	The number and classes of shares of stock, debentures and other securities of the Debtors that are publicly held and the number of holders thereof, listing separately those held by each of the Debtors' officers and directors and the amounts so held.
Schedule 5	All of the Debtors' property in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents or secured creditor, or agent for any such entity.
Schedule 6	A list of the premises owned, leased or held under other arrangement from which the Debtors operate their businesses.
Schedule 7	The location of the Debtors' substantial assets; the location of their books and records and the nature, location and value of any assets held by the Debtors outside the territorial limits of the United States.
Schedule 8	A list of the actions or proceedings that are pending or threatened, against the Debtors or their property where a judgment against the Debtors or a seizure of their property is imminent.
Schedule 9	A list of the names of the individuals who comprise the Debtors' existing senior management team, their tenure with the Debtors and a brief summary of their relevant responsibilities and experience.
Schedule 10	Estimated amount of weekly payroll for the Debtors' employees (not including officers, directors and stockholders) and the estimated amount to be paid to officers, stockholders, directors and financial and business consultants retained by the Debtors, for the 30-day period following the Petition Date.

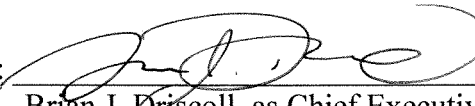
Schedule 11	A list of estimated cash receipts and disbursements, net cash gain or loss and obligations and receivables expected to accrue that remain unpaid, other than professional fees, for the 30 day period following the Petition Date.
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Conclusion

109. I respectfully request that all of the relief requested in the First Day Pleadings be granted along with such other and further relief as is just.

Hostess Brands, Inc. (for itself and on behalf of the
other five Debtors)

Dated: 1/11, 2012

By: 
Brian J. Driscoll, as Chief Executive Officer of
Hostess Brands, Inc. and an as officer and
director of each of the other Debtors

Sworn to and subscribed before me, a notary public

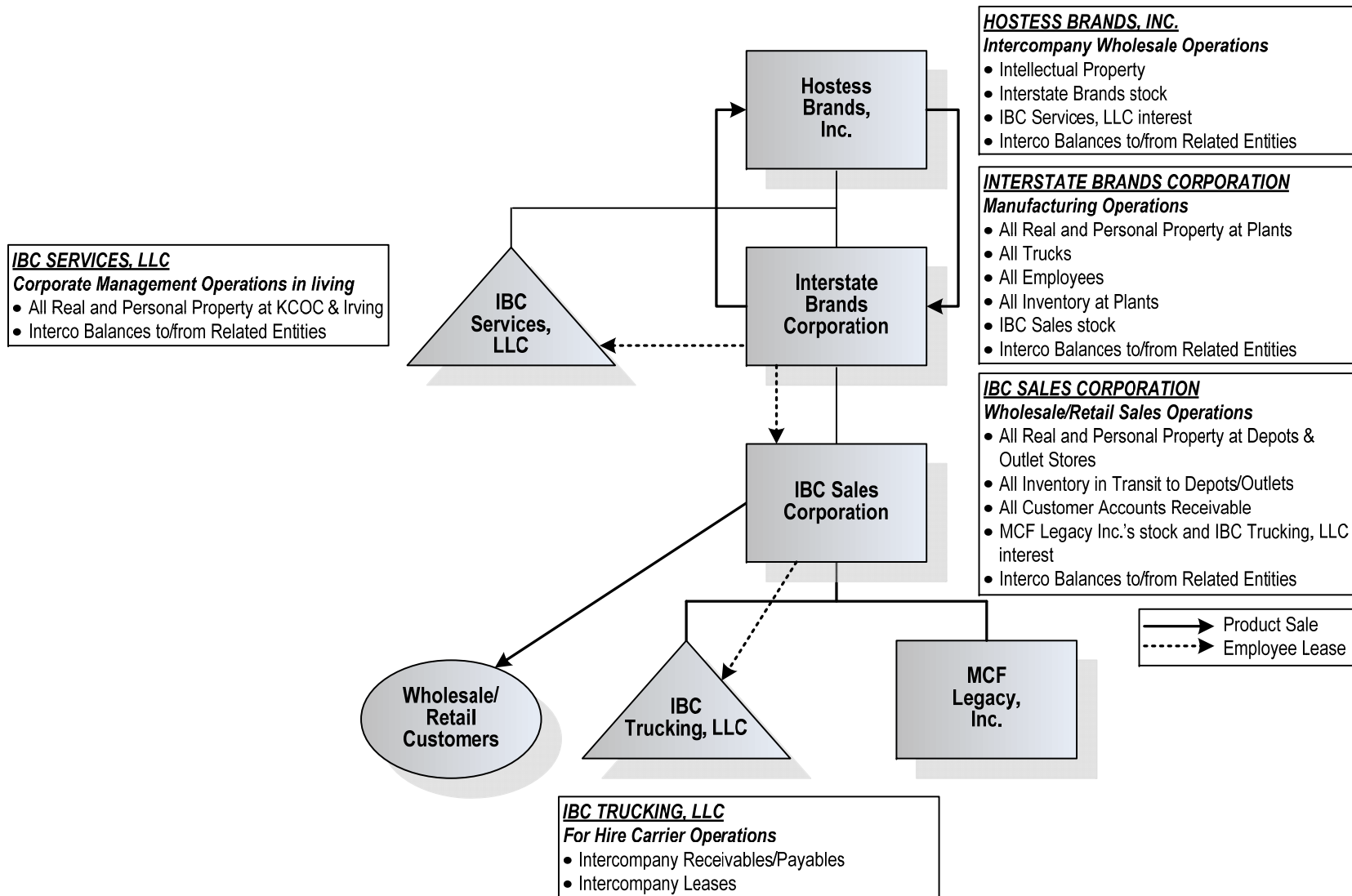
for the State of New York, County of New York, this 11th day of January, 2012.


MARGIE TUAN
NOTARY PUBLIC; State of New York
No. 01TO5022149
Qualified in Queens County
Commission Expires Jan. 3, 2014

Exhibit A

(Corporate Structure of the Debtors)

Corporate Structure



Schedule 1

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
Bakery & Confectionery Union & Industry International Pension Fund	Bakery & Confectionery Union & Industry International Pension Fund ATTN: Robert J. Bergin 10401 Connecticut Avenue Kensington, MD 20895 Tel: 301-468-3742 Fax: 301-468-3748 Email: N/A	Union Health and Welfare / Pension	Contingent Unliquidated	944,158,000
Central States, Southeast and Southwest Areas Pension Plan	Central States, Southeast and Southwest Areas Pension Plan ATTN: Andrew Sprau 9377 W. Higgins Road Rosemont, IL 60018 Tel: 847-518-9800 Fax: 847-518-9773 Email: help@CentralStates.Org	Union Health and Welfare / Pension		11,817,000
Cereal Food Processors	Cereal Food Processors ATTN: Breck Barton 2001 Shawnee Mission Parkway Mission Woods, KS 66205 Tel: 913-890-6300 Fax: 913-890-6382 Email: b.barton@cerealfood.com	Flour		8,530,000
Twin Cities Bakery Drivers Pension Fund	Twin Cities Bakery Drivers Pension Fund ATTN: Julie IntVeld 2919 Eagandale Boulevard, Suite 120 Eagen, MN 55121-1464 Tel: 651-686-0108 Fax: 651-686-0513 Email: N/A	Union Health and Welfare / Pension	Contingent Unliquidated	8,357,000
Western Conference of Teamsters Pension Plan	Western Conference of Teamsters Pension Plan ATTN: Michael M. Sander 2323 Eastlake Avenue E. Seattle, WA 98102 Tel: 206-329-4900 Fax: 206-926-2817 Email: mwilliams@nwadmin.com	Union Health and Welfare / Pension		6,997,000
New England Teamsters & Trucking Industry Pension Fund	New England Teamsters & Trucking Industry Pension Fund ATTN: Marchelle Cunningham 1 Wall Street Burlington, MA 01803 Tel: 781-345-4400 Fax: 781-345-4402 Email: N/A	Union Health and Welfare / Pension		4,768,000
Automotive Industries Pension Plan	Automotive Industries Pension Plan ATTN: Michael Schumacher 1640 South Loop Road Alameda, CA 94502 Tel: 510-836-2484 Fax: Email: N/A	Union Health and Welfare / Pension	Contingent Unliquidated	4,158,000
Bakery Drivers and Salesman Local 550 and Industry Pension Fund	Bakery Drivers and Salesman Local 550 and Industry Pension Fund ATTN: Camille Luisi 6 Tuxedo Avenue New Hyde Park, NY 11040 Tel: 516-747-6884 Fax: 516-747-0676 Email: teamplayer@verizon.net	Union Health and Welfare / Pension		2,268,000
Cargill, Inc.	Cargill, Inc. ATTN: Tony Lane 720 Main St. Kansas City, MO 64105-2004 Tel: 952-742-2898 Fax: 316-292-2233 Email: tony_lane@cargill.com	Flour, Sweeteners, Vital Wheat Gluten		1,924,000
Bakery Drivers and Salesmen Local 194 and Industry Pension Fund	Bakery Drivers and Salesmen Local 194 and Industry Pension Fund ATTN: Ellen Romano 2003 Route 130 STE E North Brunswick, NJ 08902 Tel: 732-297-0194 Fax: 732-297-0944 Email: N/A	Union Health and Welfare / Pension		1,846,000
Comdata Corporation	Comdata Corporation ATTN: Pat Franz 5301 Maryland Way Brentwood, TN 63150-0544 Tel: 972-998-0176 Fax: 615-370-7521 Email: PFranz@comdata.com	Fuel Card and Purchase Card		1,700,000

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
Local 734 Pension Fund	Local 734 Pension Fund ATTN: Thomas J. Boehm 6643 North Northwest Hwy Chicago, IL 60631 Tel: 773-594-2810 Fax: 773-631-3824 Email: tom@bakerydrivers-local734.com	Union Health and Welfare / Pension		1,415,000
Blommer Chocolate Co.	Blommer Chocolate Co. ATTN: Scott Funk 39857 Treasury Center Chicago, IL 60694-9800 Tel: 312-226-7700 Fax: 740-965-8088 Email: scott@blommer.com	Cocoa		1,299,000
Caravan Ingredients	Caravan Ingredients ATTN: Ian Trood 7905 Quvira Road Lenexa , KS 60674-0045 Tel: 913-890-5637 Fax: 913-888-4970 Email: itrood@caravaningredients.com	Dough Conditioner, Base, Enzymes, Stabilizer		921,000
ADM Inc.	ADM Inc. ATTN: Loren Urganhart 4666 Faries Parkway Decatur, IL 62526-5666 Tel: 913-491-9400 Fax: 905-819-9768 Email: loren_urquhart@admworld.com	Flour, Cocoa, Fat/Oils, Specialty Ingredients		912,000
Philadelphia Bakery Employers & Food Driver Salesmens Union Local 463 & Teamsters Local 676 Pension Plan	Philadelphia Bakery Employers & Food Driver Salesmens Union Local 463 & Teamsters Local 676 Pension Plan ATTN: Lee Scarpone P.O. Box 740 Valley Forge, PA 19482 Tel: 215-483-6000 Fax: 610-783-6835	Union Health and Welfare / Pension		891,000
United Sugars Corp.	United Sugars Corp. ATTN: Dirk Swart 7401 Metro Blvd Edina, MN 55406-0548 Tel: 865-486-0548 Fax: 952-831-3217 Email: dswart@unitedsugars.com	Sugar		858,000
Cleveland Bakers and Teamsters Pension Fund	Cleveland Bakers and Teamsters Pension Fund ATTN: Veta Green 9665 Rockside Rd, Suite D Valley View, OH 44125 Tel: 216-781-6869 Fax: 216-524-7920 Email: barbsmith@cbitfunds.com	Union Health and Welfare / Pension		830,000
Retail, Wholesale & Department Store International Union and Industry Pension Fund	Retail, Wholesale & Department Store International Union and Industry Pension Fund ATTN: Mark Davis PO Box 55728 Birmingham, AL 35255 Tel: 205-252-3586 Fax: 205-251-1234 Email: mdavis@rwdusufunds.com	Union Health and Welfare / Pension		766,000
Manpower Inc.	Manpower Inc. ATTN: Karl Borgmann 100 Manpower Place Milwaukee, WI 53212 Tel: 414-906-6891 Fax: 414-906-6107 Email: karl.borgmann@na.manpower.com	Temporary Labor		754,000
Calise & Sons Bakery Inc.	Calise & Sons Bakery Inc. ATTN: Michael Calise 2 Quality Dr Lincoln, RI 02865-4266 Tel: 401-616-1023 Fax: 401-616-1101 Email: mcalise@calisebakery.com	Finished Goods - Bread		671,000

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
Delavau LLC	Delavau LLC ATTN: Jim Montgomery 10101 Roosevelt Blvd Philadelphia, PA 02241-6405 Tel: 215-671-1419 Fax: 215-671-0913 Email: jmontgomery@delavau.com	Calcium Carbonate		610,000
Accenture LLP	Accenture LLP ATTN: Harin Shetty PO Box 70629 Chicago, IL 60673-0629 Tel: 312-965-6644 Fax: 913-273-1588 Email: harin.shetty@accenture.com	Engineering / Consulting Services		600,000
Blue Cross Blue Shield	Blue Cross Blue Shield ATTN: Joanna Macik 901 S Central Expy Richardson, TX 75080-7302 Tel: 254-296-7329 Fax: 855-831-3249 Email: joanna_macik@bcbstx.com	Insurance		581,000
I.A.M. National Pension Plan	I.A.M. National Pension Plan ATTN: Eunice Dietz 1300 Connecticut Ave NW, Suite 300 Washington, DC 20036 Tel: 202-785-2658 Fax: 202-463-8098 Email: jmartocci@iamnpf.org	Union Health and Welfare / Pension		566,000
Malnove Inc. of Nebraska	Malnove Inc. of Nebraska ATTN: Dan Goodrich 13434 F St Omaha, NE 68137-1118 Tel: 847-951-1851 Fax: 904-696-1670 Email: dan.goodrich@malnove.com	Packaging		564,000
The Goodyear Tire & Rubber Co	The Goodyear Tire & Rubber Co ATTN: Michael Bohannon 1144 E Market St Akron, OH 44316-0001 Tel: 330-796-5193 Fax: 913-782-3340 Email: Michael_Bohannon@goodyear.com	Tires and Tubes		552,000
Manildra Milling	Manildra Milling ATTN: Jerry Degnen 4210 Shawnee Mission Pkwy Shawnee Mission, KS 66205-2506 Tel: 800-323-8435 Fax: 913-362-0674 Email: Gdegnan@manildrausa.com	Wheat Gluten		542,000
SAP America, Inc.	SAP America, Inc. ATTN: Andrea Geppert PO Box 7780 Philadelphia, PA 19182-4024 Tel: 610-661-1000 Fax: 650-847-2663 Email: andrea.geppert@sap.com	Financial System of Record		531,000
MSC Industrial	MSC Industrial ATTN: Stan Rickert 75 Maxess Road Melville, NY 11747 Tel: 913-438-6300 Fax: 913-438-6309 Email: rickers@mscdirect.com	Trade Debt (Perfect Commerce)		516,000
Waste Management National Services	Waste Management National Services ATTN: Margie Brown PO Box 930580 Atlanta, GA 31193-0580 Tel: 630-572-1068 Fax: 866-247-2755 Email: Mbrown2@wm.com	Trash Service		504,000
Northern New England Benefit Trust	Northern New England Benefit Trust ATTN: Cathrine Lavigne 51 Goffstown Rd Manchester, NH 03102-2746 Tel: 603-669-4771 Fax: 603-666-4477 Email: clavigne@nnebt.org	Union Health and Welfare		491,000

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY)
Central Pension Fund of the IUOE	Central Pension Fund of the IUOE ATTN: Michael R. Fanning 4115 Chesapeake Street NW Washington, DC 20016 Tel: 202-362-1000 Fax: 202-448-8270 Email: N/A	Union Health and Welfare / Pension		486,000
Speedway Superamerica LLC	Speedway Superamerica LLC ATTN: Ruth Creel PO Box 1500 Springfield, OH 45501-1590 Tel: 937-863-7545 Fax: 937-863-6737 Email: rcreel@speedway.com	Fuel Card		457,000
Southern California Bakery Security Fund	Southern California Bakery Security Fund ATTN: Natalie Marshall, Southwest Administrators PO Box 92308 Los Angeles, CA 90009-2308 Tel: 626-299-5820 Fax: 626-284-0343 Email: nmarshall@swadmin.com	Union Health And Welfare		455,000
Ortran Inc.	Ortran Inc. ATTN: Dave Orscheln 4220 S Hocker Dr Ste 170 Independence, MO 64055-4767 Tel: 816-373-8855 Fax: 816-373-8897 Email: davidorschein@ortran.com	Freight		453,000
Berry Plastics Corp.	Berry Plastics Corp. ATTN: Dave Klopp Dept 890869 Dallas, TX 75312-0869 Tel: 410-275-8351 Fax: 410-275-8371 Email: davidklopp@berryplastics.com	Poly Bags		453,000
Bunge North America	Bunge North America ATTN: Matt Hall 11720 Borman Dr. St. Louis, MO 63179-8000 Tel: 402-452-7842 Fax: 402-895-9687 Email: matt.hall@bunge.com	Fats/Oils		427,000
Cloverhill Pastry Vending Corp.	Cloverhill Pastry Vending Corp. ATTN: Bryan Patrone 23558 Network Place Chicago, IL 60673-1235 Tel: 773-745-9800 Fax: 773-745-1647 Email: bryan.patrone@cloverhill.com	Finished Goods - Cakes		426,000
CSM Bakery Products	CSM Bakery Products ATTN: Waldon Hodges 7905 Quivira Dr Lenexa, KS 30392-0077 Tel: 800-892-3039 Fax: 770-723-3474 Email: walden.hodges@csmglobal.com	Mixes, Donuts		425,000

Schedule 2

Schedule 2

7 Largest Secured Claims

Pursuant to Local Bankruptcy Rule 1007-2(a)(5), the following lists the Debtors' seven largest secured claims on a consolidated basis.¹

Creditor	Address	Principal Amount of Claim²	Type of Collateral	Disputed
Silver Point Finance, LLC, as administrative agent and collateral agent for a group of lenders (First Lien Term Loan) – Tranches A and B	Silver Point Finance, LLC 2 Greenwich Plaza Greenwich, CT 06830 Attention: Shawn Creedon and David Reganato	\$373,764,927.70	Substantially all of the Debtors' assets, including without limitation: (a) inventory, work in process, accounts receivable, accounts, contract rights, general intangibles, goods, merchandise, equipment, chattel paper, instruments, contract rights, permits, software, books and records, investment property, intellectual property, documents, equipment, machinery furnishings, tools, furniture and trade fixtures and (b) real property.	No
General Electric Capital Corporation (" <u>GECC</u> "), as administrative agent and collateral agent for a group of lenders (Revolving Credit Agreement)	General Electric Capital Corporation, 299 Park Avenue, 5th Floor New York, New York 10171, Attention: Michelle Handy	\$50,000,000.00	Same collateral as identified above. ³	No

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors, nor shall it be construed as any waiver of a right to dispute a claim or lien.

² The amounts listed herein represent the principal amounts of each claim as of January 10, 2012.

³ Pursuant to the Intercreditor and Subordination Agreement, dated as of February 3, 2009, GECC has a first lien security interest in all accounts, inventory, and certain real property and a second lien interest in all of those assets that Silver Point Finance, LLC has a first lien security interest in. Conversely, Silver Point Finance, LLC has a second lien security interest in assets that GECC has a first lien security interest in.

Silver Point Finance, LLC, as administrative agent and collateral agent for a group of lenders (Third Lien Credit Agreement)	Silver Point Finance, LLC 2 Greenwich Plaza Greenwich, CT 06830 Attention: Shawn Creedon and David Reganato	\$171,573,362.22	Third lien security interest in the same collateral as identified above.	No
The Bank of New York Mellon Trust Company, as Trustee and Collateral Trustee for a group of holders (Series A Convertible Notes).	The Bank of New York Mellon Trust Company, N.A. 2 North Lasalle Street, Suite 1020 Chicago, Illinois 60602 Attention: Global	\$97,074,831.00	Fourth lien security interest, <i>pari passu</i> with Series B and C Convertible Noteholders, in the same collateral as identified above.	No
The Bank of New York Mellon Trust Company, as Trustee and Collateral Trustee for a group of holders (Series B Convertible Notes).	The Bank of New York Mellon Trust Company, N.A. 2 North Lasalle Street, Suite 1020 Chicago, Illinois 60602 Attention: Global	\$97,074,899.00	Fourth lien security interest, <i>pari passu</i> with Series A and C Convertible Noteholders, in the same collateral as identified above.	No
The Bank of New York Mellon Trust Company, as Trustee and Collateral Trustee for a group of holders (Series C Convertible Notes).	The Bank of New York Mellon Trust Company, N.A. 2 North Lasalle Street, Suite 1020 Chicago, Illinois 60602 Attention: Global	\$31,025,001.00	Fourth lien security interest, <i>pari passu</i> with Series A and B Convertible Noteholders, in the same collateral as identified above.	No

<p>Silver Point Finance, LLC, as administrative agent and collateral agent for a group of lenders (First Lien Term Loan) – Tranche C</p>	<p>Silver Point Finance, LLC 2 Greenwich Plaza Greenwich, CT 06830 Attention: Shawn Creedon and David Reganato</p>	<p>\$28,863,767.47</p>	<p>Substantially all of the Debtors' assets, including without limitation: (a) inventory, work in process, accounts receivable, accounts, contract rights, general intangibles, goods, merchandise, equipment, chattel paper, instruments, contract rights, permits, software, books and records, investment property, intellectual property, documents, equipment, machinery furnishings, tools, furniture and trade fixtures and (b) real property. In an event of default, the Tranche C principal and interest are paid before those of Tranches A and B.</p>	<p>No</p>
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Schedule 3

Schedule 3

HOSTESS BRANDS, INC.
Consolidated Balance Sheet as of December 10, 2011
(unaudited)

Assets¹	
Current assets:	
Cash.....	40,385,793.30
Accounts receivable, net.....	101,292,857.38
Inventories.....	55,820,379.46
Assets held for sale.....	571,151.74
Other current assets.....	<u>27,765,077.84</u>
Total current assets.....	225,835,259.72
Fixed Assets.....	455,865,361.02
Accumulated Depreciation.....	(83,052,600.60)
Restricted cash.....	233,604,965.79
Intangible assets.....	134,626,118.00
Other assets.....	<u>14,766,797.72</u>
Total assets.....	<u>981,645,901.65</u>
Liabilities and Stockholders' Equity (deficit)	
Current liabilities:	
Long-term debt payable within one year.....	29,115,210.92
Accounts payable.....	74,625,866.29
Accrued expenses.....	<u>199,807,799.86</u>
Total current liabilities.....	303,548,877.07
Long-term debt.....	591,851,604.75
Convertible notes.....	225,174,731.00
Other liabilities.....	205,564,373.12
Deferred income taxes.....	<u>105,434,644.41</u>
Total liabilities.....	<u>1,431,574,230.35</u>
Stockholders' Equity (deficit)	
Hostess Brands, Inc. stockholders' equity (deficit):	
Preferred stock, \$0.01 par value, 1,000,000 shares authorized, none issued.....	—
Common stock, \$0.01 par value, 60,000,000 shares authorized, 9,396,000 and 9,130,000 shares issued, 9,251,000 and 9,078,000 shares outstanding, respectively.....	161,729.17
Additional paid-in capital.....	151,464,596.96
Retained earnings.....	(609,024,231.09)
Treasury stock, 145,000 and 52,000 shares at cost, respectively.....	(1,446,998.38)
Accumulated other comprehensive income.....	<u>8,916,574.64</u>
Total stockholders' equity (deficit).....	<u>(449,928,328.70)</u>
Total liabilities and stockholder's equity (deficit).....	<u>981,645,901.65</u>

¹ The "book" values referenced herein are not intended to be a representation of fair market value, which may be materially different.

Schedule 4

Schedule 4

Publicly Held Securities

Local Bankruptcy Rule 1007-2(a)(7) requires the Debtors to identify the number and classes of shares of stock, debentures and other securities of the Debtors that are publicly held and the number of holders thereof, listing separately those held by each of the Debtors' officers and directors and the amounts so held.

None of the Debtors' outstanding securities were publicly held as of the Petition Date.

Schedule 5

Schedule 5

Debtors' Property Not in the Debtors' Possession

Pursuant to Local Bankruptcy Rule 1007-2(a)(8), the following lists the Debtors' property that is in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, secured creditor or agent for any such entity.

Third Party	Property Description
Various regional domestic shippers used in the ordinary course of the Debtors' business	Such property generally consists of (a) goods and raw materials used by the Debtors in production of their baked goods and (b) finished product of the Debtors that is en route to customers. In light of the movement of this property through the Debtors' supply chain on a "just in time" basis with respect to raw materials and via a complicated consolidation and delivery system with respect to finished product, providing a comprehensive list of the persons or entities in possession of the property, their addresses and telephone numbers, and the location of any court proceeding affecting such property would be impractical, if not impossible.
Ag Processing	Prepaid deposit in the amount of \$100,000.
Archer Daniels Midland Co	Prepaid deposit in the amount of \$1,300,000.
Milner Milling, Inc	Prepaid deposit in the amount of \$70,000.
Sonstegard Foods Company	Prepaid deposit in the amount of \$250,000.
Fleetnet America Inc	Prepaid deposit in the amount of \$25,000.
Ryder Truck	Prepaid deposit for "purchasing" in the amount of \$65,000 and one for "transportation" in the amount of \$76,119.
CRG Partners	Retainer in the amount of \$75,000.
Conway, Del Genio, Gries & Co LLC	Retainer in the amount of \$200,000.
Edgeworth Economics	Retainer in the amount of \$75,000.
Fisher & Phillips	Retainer in the amount of \$65,000.
FTI Consulting, Inc.	Retainer in the amount of \$350,000.
Kohn Consulting LLC	Retainer in the amount of \$3,000.
Kurtzman Carson Consultants LLC (KCC)	Retainer in the amount of \$50,000.
John R Crawford	Retainer in the amount of \$5,120.
Jones Day	Retainer in the amount of \$812,750.
Oblon, Spivak, et al.	Retainer in the amount of \$25,000.
Richard Kibbe & Orbe LLP	Retainer in the amount of \$36,813.
Sidley Austin LLP	Retainer in the amount of \$25,000.
Sitrick Brincko Group, LLC	Retainer in the amount of \$50,000.
Skadden, Arps, Slate, Meagher & Flom LLP	Retainer in the amount of \$100,000.

Third Party	Property Description
Stinson Morrison Hecker LLP	Retainer in the amount of \$100,000.
Venable LLP	Retainer in the amount of \$200,000.
Willkie Farr & Gallagher LLP	Retainer in the amount of \$60,000.

Schedule 6

Schedule 6

Debtors' Property

Pursuant to Local Bankruptcy Rule 1007-2(a)(9), the following lists the property or premises owned, leased or held under other arrangement from which the Debtors operate their businesses:

Address	Type of Interest	Description of Use
2248 SPENARD RD ANCHORAGE AK 99503	Owned	Plant
1200 1 st AVE S BIRMINGHAM AL 35233-1302	Owned	Depot/Garage/Warehouse
22 SOUTH 14 th STREET BIRMINGHAM AL 35233	Owned	Plant
1300 FIRST AVENUE SOUTH BIRMINGHAM AL 35233	Owned	Plant/Office/Shipping
310 E KINGS HIGHWAY PARAGOULD AR72450-4428	Owned	Store/Depot
6610 DOLLARWAY RD PINE BLUFF AR 71602-3430	Owned	Store
3120 JEFFERSON AVENUE TEXARKANA AR 71854-2882	Owned	Store
3426 W ADAMS ST PHOENIX AZ 85009-4720	Owned	Store/Depot
3045 NORTH STONE AVENUE TUCSON, AZ 85705-5930	Owned	Store/Depot
901 ORANGETHORPE ANAHEIM CA 92801-1126	Owned	Store/Depot

Address	Type of Interest	Description of Use
1998 SOUTH CHESTER BAKERSFIELD CA 93304-5240	Owned	Store/Depot/Garage
115 DAWSON CAMARILLO CA 93012-8003	Owned	Store/Depot
2024 PLACENTIA AVE COSTA MESA CA 92627	Owned	Depot
6841 VILLAGE PARKWAY DUBLIN CA 94568-2403	Owned	Store/Depot
1215 CUYAMACA STREET EL CAJON CA 92020-1549	Owned	Store/Depot
355 N. QUINCE ESCONDIDO CA 92025	Owned	Store/Depot
3276 WEST SUSSEX WAY FRESNO CA 93722	Owned	Depot
3279 WEST LANSING WAY FRESNO CA 93722-4917	Owned	Store/Depot
6325 SAN FERNANDO GLENDALE CA LOS ANGELES 91201-2413	Owned	Depot/Garage/Warehouse
905 EAST ARROW HIGHWAY GLENORA CA LOS ANGELES 91740-6109	Owned	Depot

Address	Type of Interest	Description of Use
2227 NATIONAL AVENUE HAYWARD CA ALAMEDA 94545	Owned	Store/Depot
44655 JACKSON INDIO CA 92201	Owned	Depot
44117 DIVISION ST LANCASTER CA LOS ANGELES 93535-3526	Owned	Store/Depot/Garage
6111 S GRAMERCY PLACE LOS ANGELES CA 90047	Owned	Depot
2330 RIPPLE STREET LOS ANGELES CA 90039	Owned	Plant
6007 ST ANDREWS PLACE LOS ANGELES CA 90047-1310	Owned	Plant
580 JULIE ANN WAY OAKLAND CA 94621	Owned	Plant
1781 THIRD RIVERSIDE CA 92507-3435	Owned	Depot
1329 FEE DRIVE SACRAMENTO CA 95815	Owned	Depot
1324 ARDEN WAY SACRAMENTO CA 95815-3396	Owned	Plant

Address	Type of Interest	Description of Use
3051 MONTEREY BOULEVARD SAN JOSE CA 95111-3204	Owned	Store/Depot
833 MONTAGUE STREET SAN LEANDRO CA 94577-4327	Owned	Store/Depot
2450 DE LA CRUZ SANTA CLARA CA 95050-2923	Owned	Store/Depot
1840 SEBASTOPOL RD SANTA ROSA CA 95407-6819	Owned	Store/Depot
3270 SONOMA BOULEVARD VALLEJO CA 94590-2912	Owned	Store/Depot
13330 PALMDALE VICTORVILLE CA 92392-9364	Owned	Store/Depot
358 GARDEN HIGHWAY YUBA CITY CA 95991-5914	Owned	Depot
5441 MARSHALL ARVADA CO 80002-3801	Owned	Store
1507 DUSTRY COLORADO SPRINGS CO 80906	Owned	Depot
3515 NORTH EL PASO COLORADO SPRINGS CO 80907-5422	Owned	Store
80 EAST 62ND AVENUE DENVER CO 80216	Owned	Plant

Address	Type of Interest	Description of Use
15659 HIGHWAY 34 FORT MORGAN CO 80701	Owned	Depot
911 VAN BUREN AVE LOVELAND CO 80537	Owned	Depot
20 WELLS ST BRIDGEPORT CT 06604-2817	Owned	Store/Depot/Garage
12880 49TH STREET NORTH CLEARWATER FL 33762-4605	Owned	Depot
301 SOUTH BELCHER RD CLEARWATER FL 33765	Owned	Store/Depot
370 S NOVA RD DAYTONA BEACH FL 32114-4512	Owned	Store/Depot
12410 METRO PARKWAY FORT MYERS FL 33912-1315	Owned	Store/Depot
2135 NORTH MARKET ST JACKSONVILLE FL 32206	Owned	Garage/Storage
201 BUSCH DR. E JACKSONVILLE FL 32218	Owned	Plant
2055 ROGERO RD JACKSONVILLE FL 32211	Owned	Store

Address	Type of Interest	Description of Use
1403 NORTH FLORIDA AVENUE LAKELAND FL POLK 33802	Owned	Store/Depot
2991 VAN BUREN AVENUE NAPLES FL 34112-4463	Owned	Store/Depot
2200 S DIVISION AVE ORLANDO FL 32805	Owned	Plant
535 E. LAKEWOOD RD WEST PALM BEACH FL PALM BEACH 33405	Owned	Depot
1969 VICTORY DRIVE COLUMBUS GA 31901	Owned	Plant
1034 E RIVER DRIVE DAVENPORT IA 52803-5739	Owned	Office/Warehouse
501 GARFIELD AVE DUBUQUE IA 52001-3580	Owned	Store/Depot
1539 N FEDERAL AVE MASON CITY IA 50401-1243	Owned	Store/Depot
1805 BURTON AVE WATERLOO IA 50703-1803	Owned	Depot
325 COMMERCIAL AVENUE WATERLOO IA BLACK HAWK 50701-1315	Owned	Plant

Address	Type of Interest	Description of Use
2320 UNIVERSITY AVE WATERLOO IA 50701-2465	Owned	Store
2366 NEWELL ST WATERLOO IA 50703-9511	Owned	Warehouse
1670 HIGHWAY 30N HEYBURN ID 83336	Owned	Store/Depot
365 EAST ANDERSON IDAHO FALLS ID BONNEVILLE 83401-2017	Owned	Store/Depot
1115 WASHINGTON MONTPELIER ID 83254-1343	Owned	Depot
3100 POLE LINE RD POCATELLO ID 83201-6120	Owned	Store/Depot
548 WASHINGTON TWIN FALLS ID 83301-5642	Owned	Store/Depot
1800 SOUTH BELT WEST BELLEVILLE IL 62221-7446	Owned	Store
6420 WEST 87TH STREET BURBANK IL 60459-2321	Owned	Store
756 NORTH MAIN STREET DECATUR IL 62521-1023	Owned	Plant

Address	Type of Interest	Description of Use
DECATUR - 735 N WATER ST DECATUR IL MACON 62521-1023	Owned	Storage
1330 EAST 142ND STREET DOLTON IL 60419-1320	Owned	Store/Depot
6697 CENTER GROVE RD EDWARDSVILLE IL 62025-2803	Owned	Store
425 AIRPORT RD ELGIN IL 60123-9356	Owned	Store/Depot
3201 167TH STREET HAZEL CREST IL 60429-1026	Owned	Store
7225 SANTE FE DRIVE HODGKINS IL 60525	Owned	Plant
5545 MILLER CIRCLE DRIVE MATTESON IL 60443	Owned	Depot
1541 WEST LINCOLN PEORIA IL 61605-1861	Owned	Depot
1511 WEST LINCOLN PEORIA IL 61605-1860	Owned	Plant
605 SOUTH SHELLEY PEORIA IL 61605-1849	Owned	Store
2150 WEST STREET RIVER GROVE IL 60171-1904	Owned	Store/Depot

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301 W US HIGHWAY 30 ROCK FALLS IL 61071-2966	Owned	Store/Depot
9555 SORENG AVENUE SCHILLER PARK IL 60176	Owned	Plant
9655 SORENG AVENUE SCHILLER PARK IL 60176-2104	Owned	Store/Warehouse/Office
3225 EAST CLEAR LAKE AVE SPRINGFIELD IL 62702-6207	Owned	Store/Depot
1707 SILVER STREET ANDERSON IN 46012-2457	Owned	Store
3060 N. NATIONAL RD COLUMBUS IN 47201-3236	Owned	Plant
3080 N. NATIONAL RD COLUMBUS IN 47201-3236	Owned	Store/Storage
710 US HIGHWAY 31 NORTH GREENWOOD IN 46142-3935	Owned	Store/Depot
2929 NORTH SHADELAND AVENUE INDIANAPOLIS IN 46219-1123	Owned	Plant
2801 LAFAYETTE RD INDIANAPOLIS IN 46222-2147	Owned	Store/Depot
1518 E 10TH ST JEFFERSONVILLE IN 47130-4530	Owned	Store

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3030 LAFOUNTAIN STREET KOKOMO IN 46902-3708	Owned	Store/Depot
301 SAGAMORE PKWY S LAFAYETTE IN 47905-4740	Owned	Store/Depot
8451 E. US HIGHWAY 20 MICHIGAN CITY IN 46360-7581	Owned	Store
1626 W US HIGHWAY 52 RUSHVILLE IN 46173-8789	Owned	Depot
4429 S US HIGHWAY 41 TERRE HAUTE IN 47802-4408	Owned	Store
1525 INDUSTRIAL RD EMPORIA KS 66801-6297	Owned	Plant
8960 MARSHALL DRIVE LENEXA KS 66215	Owned	Plant
2305 STAGG HILL RD MANHATTAN KS 66502	Owned	Store/Depot
416 N. POPLAR NEWTON KS	Owned	Store
1333 BEVERLY DRIVE SALINA KS 67401	Owned	Depot
6702 SOUTHSIDE DRIVE LOUISVILLE KY 40214-2822	Owned	Store

Address	Type of Interest	Description of Use
4563 POPLAR LEVEL RD LOUISVILLE KY 40213-2161	Owned	Store/Depot
2117 STATE ROUTE 45 NORTH MAYFIELD KY 42066-6731	Owned	Store/Depot
3400 MACARTHUR DRIVE ALEXANDRIA LA 71302-3331	Owned	Plant
2727 ARDENWOOD BATON ROUGE LA EAST BATON ROUGE 70805-7206	Owned	Store
2193 HIGHWAY 190 WEST DERIDDER LA 70634-6032	Owned	Store/Depot
12448 HIGHWAY 190 WEST HAMMOND LA 70401-4944	Owned	Depot
1200 BERTRAND DRIVE LAFAYETTE LA 70506-4112	Owned	Store/Depot
820 6TH AVENUE LAKE CHARLES LA 70601-4702	Owned	Depot
MONROE - 2501 S. GRAND ST. MONROE LA OUACHITA 71202-3150	Owned	Parking
MONROE - 2603 S. GORDON AVENUE MONROE LA 71202-3150	Owned	Store

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S GRAND MONROE LA 71202-3150	Owned	Store/Depot
305 ROBERTSON STREET NEW IBERIA LA 70560-4484	Owned	Store/Depot
433 WEST SOUTH STREET OPELOUSAS LA 70570-5117	Owned	Store/Depot
601 POND STREET BRAintree MA 02184-6823	Owned	Store/Depot
91 FOSTER STREET BROCKTON MA 02301-5918	Owned	Depot
189 CRAWFORD STREET FITCHBURG MA 01420-6815	Owned	Depot
420 EASTERN AVENUE MALDEN MA 02148-5707	Owned	Depot
1566 STATE STREET SPRINGFIELD MA HAMPDEN 01109-2540	Owned	Store/Storage
WAREHAM - 2406 CRANBERRY HIGHWAY WAREHAM MA PLYMOUTH 02571-1043	Owned	Store/Depot
WEST BOYLSTON - 215 WEST BOYLSTON STREET WEST BOYLSTON MA 01583-1781	Owned	Store/Depot

Address	Type of Interest	Description of Use
983 Milbury Street WORCESTER MA 01607-1101	Owned	Depot
11400 BALTIMORE BOULEVARD BELTSVILLE MD 20705-1924	Owned	Store/Depot
7166 FURNACE BRANCH RD GLEN BURNIE MD 21060-6551	Owned	Store/Depot
19946 NATIONAL PIKE HAGERSTOWN MD 21740-1418	Owned	Store/Depot
1175 TAFT STREET ROCKVILLE MD 20850-1311	Owned	Depot
R5 1755 LEIGHTON RD. AUGUSTA ME KENNEBEC 04330-9326	Owned	Store/Depot
1 BAKERS WAY BIDDEFORD ME YORK 04005-4337	Owned	Plant
MEDWAYROAD (ROUTE 157) & TRESTLE ROAD MEDWAY ME	Owned	Depot
413 PRESUMPCOT STREET PORTLAND ME 04103-5237	Owned	Depot
838 NORTH MITCHELL CADILLAC MI 49601	Owned	Store/Depot

Address	Type of Interest	Description of Use
14300 TIREMAN DETROIT MI 48228-6100	Owned	Depot
3791 ANN ARBOR RD JACKSON MI 49202-2729	Owned	Store/Depot
238 WEST MOSEL KALAMAZOO MI 49004	Owned	Store/Depot
37051 AMRHEIN LIVONIA MI 48150-1105	Owned	Store/Depot
808 GRATIOT BOULEVARD MARYSVILLE MI 48040-1127	Owned	Store/Depot
35780 GODDARD RD ROMULUS MI 48174-1422	Owned	Store/Depot
33801 DEQUINDRE TROY MI 48083-4631	Owned	Store/Depot
1401 E LAKE ST MINNEAPOLIS MN 55407-1710	Owned	Store
5130 WINNETKA AVE N NEW HOPE MN 55428-4233	Owned	Store/Depot
406 37TH ST NE ROCHESTER MN 55906-2809	Owned	Store/Depot
1190 GETTY ST S SAUK CENTRE MN 56378-1453	Owned	Store/Depot

Address	Type of Interest	Description of Use
1300 HIGHWAY 12 E WILLMAR MN 56201-3745	Owned	Store/Depot
420/ 422 MAIN STREET BOONVILLE MO COOPER 65233-1570	Leased	Parking Lot
500 MAIN STREET BOONVILLE MO COOPER 65233-1570	Owned	Plant
8503 MANCHESTER RD BRENTWOOD MO 63144-2719	Owned	Store
2410 RANGE LINE ROAD COLUMBIA MO 65201	Owned	Depot
12618 SOUTH 71 HIGHWAY GRANDVIEW MO 64030	Owned	Store/Depot
401 WEST DUNKLIN JEFFERSON CITY MO 65101-1644	Owned	Store/Depot
2815 32ND STREET JOPLIN MO 64804-3132	Owned	Depot
1 E ARMOUR (KC OPERATIONS OFFICE) KANSAS CITY MO 64111	Owned	Corporate Office
1108 E 30TH STREET KANSAS CITY MO 64109	Owned	Former Bakery Plant

Address	Type of Interest	Description of Use
12 E ARMOUR (KC OPERATIONS OFFICE) KANSAS CITY MO 64111	Owned	Operations
3000 TROOST AVE KANSAS CITY MO JACKSON 64109	Owned	Store
13753 MANCHESTER RD MANCHESTER MO 63011-4501	Owned	Store/Depot
3507 WOODSON RD OVERLAND MO 63114-4202	Owned	Store
920 SOUTH 5TH STREET ST CHARLES MO 63301-2417	Owned	Store
1107 MITCHELL AVE ST JOSEPH MO 64503	Owned	Store
118 CHEROKEE ST ST JOSEPH MO 64504	Owned	Store/Depot
6301 N BROADWAY ST LOUIS MO 63147	Owned	Plant
4288 CHIPPEWA ST LOUIS MO 63116-2635	Owned	Store
885 EAST TAYLOR ST LOUIS MO 63147-2802	Owned	Warehouse

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E ROANE AVE EUPORA MS 39744-2610	Owned	Store/Depot
2200 HIGHWAY 82 E GREENVILLE MS 38703-6840	Owned	Depot
521 W PARK AVE GREENWOOD MS 38930-2955	Owned	Store/Depot
1406 MARCUS STREET VICKSBURG MS 39180-4253	Owned	Depot
5150 MIDLAND RD BILLINGS MT 59101	Owned	Plant
MADISON AVENUE 59BLG BILLINGS MT 59101	Owned	Storage
188 PATTON AVE ASHEVILLE NC 28801	Owned	Depot
140 DUPREE STREET CHARLOTTE NC 28208	Owned	Depot/Office
US 17 SOUTH ELIZABETH CITY NC 27909	Owned	Store/Depot
902 NEW HOPE RD GASTONIA NC 28054	Owned	Store/Depot
2601 MARKET STREET GREENSBORO NC 27401	Owned	Store/Depot

Address	Type of Interest	Description of Use
920 W KEVITT DR HIGH POINT NC 27262	Owned	Store/Depot
204 COURT STREET MARION NC 28752	Owned	Store
301 SUTHERLAND AVENUE MONROE NC 28110	Owned	Store/Depot
2823 NEUSE BLVD NEW BERN NC 28560	Owned	Store/Depot
2551 N CHURCH ST ROCKY MOUNT NC 27804	Owned	Plant
901 12TH ST E WINSTON-SALEM NC 27106	Owned	Store
1505 EAST MAIN AVENUE BISMARCK ND 58501	Owned	Depot/Garage
1700 EAST MAIN AVENUE BISMARCK ND 58501	Owned	Store
51 LONDONDERRY TURNPIKE HOOKSETT NH 03106-2013	Owned	Depot
39 OLD DOVER RD ROCHESTER NH 03867-3445	Owned	Depot
27 HANCOCK STREET ROCHESTER NH STRAFFORD 03867-3528	Owned	Store/Garage

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51 TILTON RD TILTON NH 03276-5232	Owned	Store
27 INTERCHANGE DRIVE WEST LEBANON NH 03784-2019	Owned	Depot
13 WEST MAPLE BELLMAWR NJ 08031	Owned	Parking
26 OLD OLDEN AVENUE HAMILTON NJ 08610-3010	Owned	Store/Depot
75 DEMAREST DRIVE WAYNE NJ 07470-6746	Owned	Plant
501 CONESTOGA WAY HENDERSON NV 89015-9499	Owned	Plant
4715 LONGLEY LANE RENO NV 89502-5953	Owned	Store/Depot
102 WEST REMINGTON STREET BLACK RIVER NY 13612	Owned	Depot
3030 VETERANS MEMORIAL HIGHWAY BOHEMIA NY SUFFOLK 11716-1004	Owned	Store/Depot
35-05 CONNER STREET BRONX NY 10475	Owned	Depot/Warehouse

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2377 HARLEM RD CHEEKTOWAGA NY 14225-4511	Owned	Store
125 SOUTH CENTRAL AVENUE ELMSFORD NY 10523	Owned	Store/Depot
890 SOUTH OYSTER BAY RD HICKSVILLE NY 11801-3519	Owned	Store/Depot
168-46 DOUGLAS AVENUE JAMAICA NY 11433	Owned	Depot
168-23 DOUGLAS AVENUE JAMAICA NY 11433	Owned	Plant
569 BROADHOLLOW RD MELVILLE NY 11747	Owned	Store/Depot
OZONE PARK - QUEENS - 89-18 ATLANTIC AVE QUEENS NY 11416	Owned	Store/Depot
5820 EAST MALLOY RD SYRACUSE NY 13211-1900	Owned	Store/Depot
60-06 37TH AVENUE WOODSIDE NY 11377-2541	Owned	Store/Depot
255 NORTH WOODBRIDGE CHILLICOTHE OH 45601-2246	Owned	Store/Depot
800 GLENDALE MILFORD RD CINCINNATI OH 45215-1106	Owned	Depot

Address	Type of Interest	Description of Use
747 WEST 5TH STREET & 460 LINN STREET CINCINNATI OH 45203-1707	Owned	Plant
609 OAKLAND PARK COLUMBUS OH 43214-4127	Owned	Store/Depot
1306 BRANDT PIKE DAYTON OH 45404-2470	Owned	Store/Depot
505 DOWNS STREET DEFIANCE OH 43512-2927	Owned	Plant
13976 US ST RT 15 DEFIANCE OH 43512	Owned	Storage
207 N. WOOSTER AVE. DOVER OH 44622	Owned	Depot
GAHANNA - 350 JOHNSTOWN RD GAHANNA OH 43230-5716	Owned	Store/Depot
1317 HEBRON RD HEATH OH 43056-1075	Owned	Store/Depot
1698 FINDLAY RD LIMA OH 45801-3169	Owned	Store/Depot
8071 WALES RD NORTHWOOD OH 43619-1000	Owned	Plant
3818 WOODVILLE RD NORTHWOOD OH 43619-1844	Owned	Store/Depot

Address	Type of Interest	Description of Use
257 WEST AVE TALLMADGE OH 44278	Owned	Store
1535 MAHONING AVENUE YOUNGSTOWN OH 44509-2594	Owned	Store/Depot
3350 S ASPEN AVE BROKEN ARROW OK 74012-7598	Owned	Store
7401 N.W. CACHE RD LAWTON OK 73505-2736	Owned	Store
6002 W. OKMULGEE ST MUSKOGEE OK 74401-7547	Owned	Store
6702 E 11TH ST TULSA OK 74112-4620	Owned	Depot
1111 S SHERIDAN RD TULSA OK 74112-5401	Owned	Plant
530 EVANS CITY RD BUTLER PA 16001-8608	Owned	Depot
2227 ROUTE 88 DUNLEVY PA WASHINGTON 15432	Owned	Store/Depot
3370 FOX HILL RD EASTON PA 18045-8014	Owned	Depot
1760 GOLDEN MILE HIGHWAY MONROEVILLE PA 15146-2012	Owned	Store/Depot

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9801 BLUE GRASS RD PHILADELPHIA PA 19114-1002	Owned	Plant
5710 OXFORD AVENUE PHILADELPHIA PA 19149-3720	Owned	Store/Depot
1700 ISLAND AVENUE PITTSBURGH PA 15233-1091	Leased	Depot
1630 LEBANON CHURCH RD PITTSBURGH PA 15236-1427	Owned	Store/Depot
341 STATE STREET VANPORT PA 15009-1634	Owned	Store
910 JEFFERSON AVENUE WASHINGTON PA 15301-3825	Owned	Store
1150 JEFFERSON BOULEVARD WARWICK RI 02886-2203	Owned	Store/Depot
2107 CHESNEE HWY SPARTANBURG SC 29303	Owned	Store/Depot
3100 NW PARK DRIVE KNOXVILLE TN 37921	Owned	Plant
570 RIVERGATE DR MEMPHIS TN 38109-2428	Owned	Depot/Garage
400 MONROE AVENUE MEMPHIS TN 38103-3212	Owned	Plant

Address	Type of Interest	Description of Use
3763 JACKSON AVENUE MEMPHIS TN 38108-2020	Owned	Store/Depot
341 MONROE AVENUE MEMPHIS TN 38103-2719	Owned	Store/Storage
402 E JACKSON STREET UNION CITY TN 38261-5121	Owned	Store/Depot
4120 WEST LEDBETTER DRIVE DALLAS TX 75233-3527	Owned	Store/Depot
5609 WICHITA STREET FORT WORTH TX 76119-6015	Owned	Store/Depot
11612 HEMPSTEAD RD HOUSTON TX 77092-6010	Owned	Depot
4441 SPENCER HIGHWAY PASADENA TX 77504-1214	Owned	Store/Depot
4619 RIGSBY AVENUE SAN ANTONIO TX 78222-1265	Owned	Depot
162 SOUTH 100 WEST LOGAN UT 84321-5233	Owned	Store/Depot
7522 SOUTH STATE MIDVALE UT 84047-2098	Owned	Store
5923 SOUTH/350 WEST (aka Salt Lake) MURRAY UT 84107-6980	Owned	Depot

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2557 GRANT AVENUE OGDEN UT 84401-3198	Owned	Plant
1180 WEST CENTER PROVO UT 84601-3900	Owned	Store/Depot
734 EAST 400 SOUTH SALT LAKE CITY UT 84102-2999	Owned	Plant
708 WEST NORTH TEMPLE SALT LAKE CITY UT 84116-3352	Owned	Store/Depot
9767 SOUTH 700 EAST SANDY UT 84070-3553	Owned	Store
714 22ND ST CHESAPEAKE VA 23324	Owned	Depot
1323 POWHATAN ST FREDERICKSBURG VA 22401	Owned	Store/Depot
4002 W. MERCURY BLVD HAMPTON VA 23666	Owned	Store
12827 JEFFERSON AVE NEWPORT NEWS VA 23602	Owned	Store/Depot
7301 STAPLES MILL RD RICHMOND VA 23228	Owned	Store/Depot
2611 PLANTATION RD ROANOKE VA 24012	Owned	Store

Address	Type of Interest	Description of Use
21 O'BRYAN DRIVE BRATTLEBORO VT 05301-9173	Owned	Store/Depot
2483 PORTLAND STREET ST JOHNSBURY VT 05819-8634	Owned	Store/Depot
430 E CASINO RD EVERETT WA 98204	Owned	Store/Depot
434 AURORA AVENUE NORTH SEATTLE WA 98109	Owned	Plant
10014 PACIFIC AVENUE SOUTH TACOMA WA 98444	Owned	Store/Depot
950 MAIN AVENUE DE PERE WI 54115-1306	Owned	Store/Depot
10920 WEST FOREST HOME AVENUE HALES CORNERS WI 53130-2516	Owned	Store/Depot
2215 MINNESOTA STREET OSHKOSH WI 54902-7021	Owned	Depot
21200 DORAL RD WAUKESHA WI 53186-1877	Owned	Store/Depot
50 EAST COVE AVE EXT ELM GROVE WV 26003-5094	Owned	Depot
1230 E 68TH STREET #111 ANCHORAGE AK 99518	Leased	Freezer

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ANCHORAGE - 2301 SPENARD ANCHORAGE AK 99503-1620	Leased	Warehouse
443 W PARKS HWY WASILLA AK 99654-6921	Leased	Store/Depot
4000 BESSEMER HWY BIRMINGHAM AL 35221-1656	Leased	Store
814 HWY 431 BOAZ AL 35957-1925	Leased	Store
424 CRAFT HIGHWAY CHICKASAW AL 36611-1312	Leased	Store/Depot
#3 Cottondale Square COTTONDALE AL 35453-1633	Leased	Store/Depot
2201 2ND AVE NW CULLMAN AL 35058-0471	Leased	Store/Depot
1010 SIXTH AVE, SE DECATUR AL 35601-3922	Leased	Store
2501 B JORDAN LANE HUNTSVILLE AL 35816-1011	Leased	Store
6998 N MEMORIAL PKY HUNTSVILLE AL 35810-1034	Leased	Store/Depot
310 WEST HWY 78 JASPER AL 35501-3742	Leased	Depot

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2273 CONGRESSMAN WL DICKENSON DR. MONTGOMERY AL 36109-2611	Leased	Depot
510 COLISEUM MONTGOMERY AL 36109-1242	Leased	Store
3829 AVALON AVE MUSCLE SHOALS AL 35661	Leased	Store/Depot
112 & 114 W HAMBRIC OXFORD AL 36203	Leased	Store/Depot
1930 CRAWFORD ROAD PHENIX CITY AL RUSSELL 36867-4219	Leased	Store/Depot
799 W GRAND HWY 77 RAINBOW CITY AL ETOWAH 35901	Leased	Store/Depot
3101 SW "I" STREET, STE. 67 BENTONVILLE AR 72712-9166	Leased	Office
1115 W HILLSBORO EL DORADO AR 71730-7052	Leased	Store/Depot
313 W BROADWAY FORREST CITY AR 72335-3620	Leased	Depot
1612 S. PHOENIX AVE. FT SMITH AR 72901-7945	Leased	Store/Depot

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300 62/65 BYPASS HARRISON AR 72601	Leased	Store/Depot
ALBERT PK & GARDNER HOT SPRINGS AR 71913	Leased	Store/Depot
305 DUPREE JACKSONVILLE AR 72076-4308	Leased	Store
2807 E. MATTHEWS JONESBORO AR 72401-4416	Leased	Store/Depot
6313 GEYER SPRINGS RD LITTLE ROCK AR 72209	Leased	Store
HWY 5 NORTH MOUNTAIN HOME AR 72653	Leased	Store/Depot
3809 MCARTHUR RD N. LITTLE ROCK AR 72118-4868	Leased	Store/Depot
400 COMMERCE RD PINE BLUFF AR 70601-4701	Leased	Depot
2605 E MAIN ST RUSSELLVILLE AR 72802-9632	Leased	Store/Depot
3704 E RACE ST SEARCY AR 72143-620	Leased	Store/Depot
1188 HWY 49 W W HELENA AR 72390-1832	Leased	Store

Address	Type of Interest	Description of Use
684 E. 4TH ST BENSON AZ 85602-6306	Leased	Depot
217 E. 1st St. CASA GRANDE AZ 85222-5203	Leased	Depot
3295 N NEVADA ST CHANDLER AZ 85225-1125	Leased	Depot
391 B WEST RD 250 CHINO VALLEY AZ 86323	Leased	Depot
49253 PARKER POSTON HWY, #9 EHRENBURG AZ LA PAZ 85334	Leased	Depot
2001 N. 3RD ST FLAGSTAFF AZ 86004-4216	Leased	Depot
Fort Mohave AZ Mohave	Leased	Depot
812 HIGHLAND AVE. GLOBE AZ GILA 85501	Leased	Depot
4535 N. ROOSEVELT STREET KINGMAN AZ 86409	Leased	Depot
1595 DOVER AVE #F LAKE HAVASU AZ 86403	Leased	Depot
816 E. UNIVERSITY DR MESA AZ 85209	Leased	Store

Address	Type of Interest	Description of Use
1009 S. GOODFELLOW ROAD, UNIT #3 PAYSON AZ 85541	Leased	Depot
18453 N. 7TH AVE. PHOENIX AZ 85023	Leased	Store/Depot
600 E. Old Linden Road SHOWLOW AZ 85901	Leased	Depot
121 E 24TH ST YUMA AZ 85364-8544	Leased	Store/Depot
2749 LONETREE WAY ANTIOCH CA 94509-4960	Leased	Store
1111 EL CAMINO REAL ARROYO GRANDE CA 93420-2520	Leased	Depot
10066 Streeter Road #10 & #11 AUBURN CA 95602	Leased	Depot
451-B ARROW HWY AZUSA CA 91702-5602	Leased	Store
1901 N CHESTER AVE BAKERSFIELD CA 93308-2652	Leased	Store
BEAUMONT - 1493 E 6TH ST BEAUMONT CA RIVERSIDE 92223-2505	Leased	Depot

Address	Type of Interest	Description of Use
8438 EASTERN AVENUE BELL GARDENS CA 90201-6117	Leased	Store
9847 DESOTO AVE CHATSWORTH CA 91311-4412	Leased	Depot
385 F PARK AVE. CHICO CA BUTTE 95928-7125	Leased	Store/Depot
CHULA VISTA - 2817 MAIN STREET CHULA VISTA CA SAN DIEGO 91911-4803	Leased	Store/Depot
7222 E. GAGE AVE COMMERCE CA LOS ANGELES 90040-3813	Leased	Office
1154 E. MAIN ST EL CAJON CA SAN DIEGO 92020	Leased	Store
493 S. 4TH ST EL CENTRO CA IMPERIAL 92243-3003	Leased	Depot
4783 E. GETTYSBURG FRESNO CA FRESNO 93726-1814	Leased	Store
17201 SOUTH FIGUEROA GARDENA CA LOS ANGELES 90248	Leased	Store/Depot

Address	Type of Interest	Description of Use
12539 S. PRAIRIE AV HAWTHORNE CA LOS ANGELES 90250-4610	Leased	Store
7700 IRVINE CENTER DRIVE IRVINE CA Orange 92618	Leased	Office
2343 W. LOMITA BLVD LOMITA CA LOS ANGELES 90717-1438	Leased	Store
2010 SOUTH STREET LONG BEACH CA LOS ANGELES 90745	Leased	Store
6111 S GRAMERCY PL LOS ANGELES CA LOS ANGELES 90047-1304	Leased	Parking
352 E SLAUSON LOS ANGELES CA 90003	Leased	Store
2150 WARDROBE AVE MERCED CA 95340-6400	Leased	Depot
2101 STANDIFORD AVE MODESTO CA 95350-0162	Leased	Store
2517 YOSEMITE BLVD MODESTO CA 95354-3102	Leased	Store/Depot
6195 COLISEUM #J&K OAKLAND CA 94621-4031	Leased	Depot

Address	Type of Interest	Description of Use
580 JULIE ANNE WAY OAKLAND CA 94621-4034	Leased	Parking
COLISEUM WAY PARKING LOT OAKLAND CA 94621	Leased	Parking
3020 WEST 5TH ST. OXNARD CA 93030	Leased	Store
555 CALIFORNIA ST PITTSBURG CA 94565-4013	Leased	Store/Depot
11220 PYRITES WAY RANCHO CORDOVA CA 95670-6334	Leased	Depot/Warehouse
1575 HARTNELL AVE REDDING CA 96002-2233	Leased	Store/Depot
1323 N. INYO ST RIDGECREST CA 93555-5637	Leased	Depot
2215 THIRD ST RIVERSIDE CA 92507-3316	Leased	Store
4635 AUBURN BLVD SACRAMENTO CA 95841-4215	Leased	Store
6801 STOCKTON BLVD. SACRAMENTO CA 95823-2326	Leased	Store/Depot
1220 BLUMENFIELD DR SACRAMENTO CA 95815-3904	Leased	Warehouse

Address	Type of Interest	Description of Use
1040 ABBOTT ST SALINAS CA 93901-4571	Leased	Store/Depot
125 W MILL ST SAN BERNARDINO CA 92408-1401	Leased	Depot
433 S WATERMAN SAN BERNARDINO CA 92408-1537	Leased	Store
1920 INGALLS ST SAN FRANCISCO CA 94124-3301	Leased	Depot
1946 23RD STREET SAN PABLO CA 94806-3634	Leased	Store
2619 LYCOMING ST STOCKTON CA 95206-4912	Leased	Depot
7170 WEST LANE STOCKTON CA 95210	Leased	Store
1140 E. WATERLOO RD STOCKTON CA 95205-3736	Leased	Store
101 RIDGE ROAD SUTTER CREEK CA 95685-9606	Leased	Depot
2121 E TULARE AVE TULARE CA 93274-3221	Leased	Store/Depot
1460 SOUTH STATE STREET UKIAH CA N-95482-3422 / S-954	Leased	Store/Depot

Address	Type of Interest	Description of Use
16789 D STREET VICTORVILLE CA 92395-3143	Leased	Store
2 HANGAR WAY WATSONVILLE CA 95076-2404	Leased	Store/Depot
39560 KENTUCKY AVE. WOODLAND CA 95695-2769	Leased	Store/Depot
4862 & 4868 GALLERY RD COLORADO SPRINGS CO 80915	Leased	Store
2040 E. 8TH STREET GREELEY CO 80631-9144	Leased	Depot
1008 OLIVE LAMAR CO 81052-266	Leased	Depot
1603 PRAIRIE PUEBLO CO 81005-2310	Leased	Store/Depot
412 MCCULLOCH BLVD PUEBLO WEST CO 81007-4607	Leased	Store
724 HEREFORD STERLING CO 80751-8415	Leased	Depot
3705 FREEDOM ROAD TRINIDAD CO 81082	Leased	Depot
150 SAND BANK RD CHESHIRE CT 06410-1505	Leased	Office/Warehouse

Address	Type of Interest	Description of Use
23 THOMPSON RD E WINDSOR CT 06088-9697	Leased	Depot
1319 E MAIN MERIDEN CT 06450-4801	Leased	Store
1084 ROUTE 32 MONTVILLE CT 06382	Leased	Depot
200 W MAIN ST NORWICH CT 06360-5441	Leased	Store
26 TWIN OAKS DR. CHESWOLD DE 19936	Leased	Store/Depot
1202 STATE RD 64 AVON PARK FL 33825-3540	Leased	Store/Depot
5981 S E BASELINE BELLEVIEW FL 34420-3421	Leased	Store
5925 17th STREET E, UNIT N BRADENTON FL 34203-5070	Leased	Garage
1332 CLEARLAKE RD COCOA BEACH FL 32931	Leased	Store/Depot
8101 W. 21ST STREET DORAL FL 33122-1513	Leased	Depot
600 5TH ST EAGLE LAKE FL 33839-3059	Leased	Store/Depot

Address	Type of Interest	Description of Use
8151 NW 160th Street FANNING SPRINGS FL 32693	Leased	Depot
2216 Alicia Street FT MEYERS FL 33901	Leased	Garage
2160 N E 31ST AVE. GAINESVILLE FL 32609-2503	Leased	Store/Depot
7708 STATE RD 52, SUITE 1 HUDSON FL 34667-6719	Leased	Store
6707 103RD ST. JACKSONVILLE FL 32210-7135	Leased	Depot
1225 W EDGEWOOD AVE JACKSONVILLE FL 32208-2741	Leased	Store
1959 LANE AVENUE JACKSONVILLE FL S-32210-2741 / N-322	Leased	Store
9020 BEACH BLVD JACKSONVILLE FL 32216-4625	Leased	Store/Depot
1190 E DONEGAN KISSIMMEE FL 34744-1920	Leased	Store
1981 SW MAIN BLVD. LAKE CITY FL 32025-0004	Leased	Store/Depot
2836 MINE & MILL ROAD #1 LAKELAND FL 33801	Leased	Garage

Address	Type of Interest	Description of Use
1555-57 S. COMBEE ROARD #19-20 LAKELAND FL 33801-8052	Leased	Store
LECANTO - 1241 S LECANTO HWY LECANTO FL 34461-7719	Leased	Store/Depot
LEESBURG - 409 N 13TH ST LEESBURG FL 34748-4968	Leased	Garage
503 N 13TH ST LEESBURG FL 34748-3935	Leased	Store/Depot
CO CLUB RD & US 90 MADISON FL 32340-3078	Leased	Depot
2555 AURORA RD MELBOURNE FL 32935-2852	Leased	Store/Depot
3601 GRAND BLVD. NEW PORT RICHEY FL 34652-6476	Leased	Store/Depot
790 E OAKLAND PARK BLVD. OAKLAND PARK FL 33334-2748	Leased	Store/Depot
2288 N.W. 10TH ST OCALA FL 34475-5338	Leased	Store
3027 N.E. JACKSONVILLE RD OCALA FL 34479-3311	Leased	Store/Depot
414 N.E. PARK ST. OKEECHOBEE FL 34972-2928	Leased	Depot

Address	Type of Interest	Description of Use
4301 N. PINE HILLS RD ORLANDO FL 32808-2546	Leased	Store/Depot
8580 E COLONIAL DR ORLANDO FL 32803-5118	Leased	Store/Depot
1815 FAIRFIELD DRIVE PENSACOLA FL 32501-1040	Leased	Store
701 S.W. BILTMORE PORT ST. LUCIE FL 34983-1800	Leased	Depot
6322 PELICAN CREEK CIRCLE RIVERVIEW FL 33578	Leased	Depot
580 SOLUTIONS WAY, UNITS E & F ROCKLEDGE FL 32955-3622	Leased	Garage
1073 TALLEVAST RD SARASOTA FL 34243-3259	Leased	Store/Depot
ST AUGUSTINE - 84 S DIXIE HWY ST AUGUSTINE FL 32084-0319	Leased	Store/Depot
2311 28TH ST. N. ST PETERSBURG FL 33713-4228	Leased	Store
4567 CAPITAL CIRCLE TALLAHASSEE FL 32303	Leased	Store/Depot
4228 N ARMENIA AVE TAMPA FL 33601	Leased	Depot

Address	Type of Interest	Description of Use
6912 HARNEY ROAD TAMPA FL 33617-9202	Leased	Store/Depot
163 Nassau Place YULEE FL 32097-3678	Leased	Store/Depot
4909 ALLEN RD ZEPHYR HILLS FL 33541-3552	Leased	Store
2701 SYLVESTER ROAD ALBANY GA 31708	Leased	Store/Depot
3698 COMMUNITY ROAD BRUNSWICK GA 31520-3542	Leased	Store/Depot
574 Airport South Parkway College Park GA 30349	Leased	Depot
4900 BUENA VISTA RD COLUMBUS GA 31907-5016	Leased	Store
445 ANDREWS RD. COLUMBUS GA 31903-1352	Leased	Warehouse
2171 N. ELM STREET COMMERCE GA 30529-3275	Leased	Depot
95 SOUTH COMMERCE DRIVE RINGGOLD GA 30736	Leased	Depot
2799-A US HWY 80 GARDEN CITY GA 31408	Leased	Depot

Address	Type of Interest	Description of Use
1113-4 First Street JESUP GA N-31545-1610 / S3154	Leased	Store/Depot
100 Petty Rd, Ste. A LAWRENCEVILLE GA 30243	Leased	Depot
1621 VETERANS MEMORIAL HWY SE AUSTELL, GA GA 30126-2939	Leased	Store
3920 PIO NONO AVE. MACON GA 31206-3003	Leased	Depot
1892 CANTON HWY MARIETTA GA 30066-6366	Leased	Store
4174 OLD AUSTELL RD POWDER SPRINGS GA 30127-2691	Leased	Depot
502 N OAK ST. VALDOSTA GA 31601-4625	Leased	Store/Depot
1707 OLD REYNOLDS ST. WAYCROSS GA 31501-1035	Leased	Depot
HIGHWAY 6 ATLANTIC IA 50022	Leased	Store/Depot
2830 MT PLEASANT ST BURLINGTON IA 52601-2001	Leased	Store/Depot
825-885 33RD AVE S.W. CEDAR RAPIDS IA 52404-3922	Leased	Depot

Address	Type of Interest	Description of Use
320 N. 4TH ST CLINTON IA 52732-3940	Leased	Store
1535 AVENUE G COUNCIL BLUFF IA 51501-2516	Leased	Store
3863 W. RIVER DRIVE DAVENPORT IA 52802	Leased	Depot
2220 E 53rd St DAVENPORT IA 52807-1227	Leased	Store
1606 ROCKINGHAM RD DAVENPORT IA 52802-1140	Leased	Store
107 E BROADWAY DECORAH IA 52101	Leased	Store/Depot
3135 Cedar Crest Ridge DUBUQUE IA	Leased	Depot
2620 E. UNIVERSITY E. DES MOINES IA 50317-5324	Leased	Store/Depot
5016 PARK AVE, BLDG #7 DES MOINES IA 50321	Leased	Depot
FT DODGE - 1913 KOUNTRY LANE FT DODGE IA 50501	Leased	Depot
937 BLAIRS FERRY RD MARION IA 52302-3108	Leased	Store

Address	Type of Interest	Description of Use
606 W MAIN ST OTTUMWA IA 52501-2335	Leased	Store/Depot
2836 HWY 75 N SIOUX CITY IA 51105-2243	Leased	Depot
1820 CENTER STREET SIOUX CITY IA 51103-2936	Leased	Store
HWY 71 NORTH & 18 SPENCER IA 51301	Leased	Depot
2550 100TH ST URBANDALE IA 50322-3800	Leased	Store/Depot
FRANKLIN & 6TH ST WATERLOO IA 50703	Leased	Store
3020 E. 17TH ST. AMMON ID 83406-6760	Leased	Store
110 E SPRUCE ST BELLEVUE ID 83313-5227	Leased	Depot
743 W. MCGREGOR COURT, STE. 110 BOISE ID 83705-5225	Leased	Depot
9224 W. CHINDEN BLVD BOISE ID 83714-1504	Leased	Store
BOISE - 380 N FIVE MILE ROAD BOISE ID 83713	Leased	Store

Address	Type of Interest	Description of Use
3506 CLEVELAND BLVD CALDWELL ID 83605-6042	Leased	Store
4534 YELLOWSTONE CHUBBUCK ID 83202-2412	Leased	Store/Depot
2345 N WOODRUFF IDAHO FALLS ID 83401-1717	Leased	Store
690 S MAIN ST. MOUNTAIN HOME ID 83647-3574	Leased	Depot
2603 SUNDANCE NAMPA ID 83651-1596	Leased	Depot
3155 E GREENHURST ROAD NAMPA ID 83686	Leased	Store
119B N. HWY 33 REXBURG ID 83440-3528	Leased	Depot
211 FREIGHTWAYS TWIN FALLS ID 83301-7940	Leased	Distribution
318 HOMER ADAMS PKWY ALTON IL 62002-5928	Leased	Store
7321 S MEADE AVE BEDFORD PARK IL 60638	Leased	Depot
905 MARTIN LUTHER KING DRIVE BLOOMINGTON IL 61701	Leased	Depot

Address	Type of Interest	Description of Use
314 N. STILLWELL BLOOMINGTON IL 61701-3743	Leased	Store
1911 ROUTE 50 BOURBONNAIS IL 60914	Leased	Store
107 S. BROADWAY CENTRAL CITY IL 62801-2030	Leased	Store/Depot
504 N WALNUT CHAMPAIGN IL 61820-3609	Leased	Depot
805 BLOOMINGTON RD CHAMPAIGN IL 61820-2101	Leased	Store
5955 PARK DRIVE CHARLESTON IL 61920-7695	Leased	Depot
7336 S STONY ISLAND CHICAGO IL 60649-3164	Leased	Store
7100 TECKLER BLVD CRYSTAL LAKE IL 60014-7957	Leased	Store/Depot
11 E LIBERTY LANE DANVILLE IL 61832-1440	Leased	Store/Depot
2802 N. MAIN DECATUR IL 62526-3234	Leased	Store/Depot
2400 and 2500 EAST WASHINGTON ST. EAST PEORIA IL 61611-1861	Leased	Store

Address	Type of Interest	Description of Use
1103 SOUTHWEST AVE FREEPORT IL 61032-4958	Leased	Store
1611 GRAND AVE GALESBURG IL 61401-5335	Leased	Store/Depot
1509 MADISON AVE GRANITE CITY IL 62040-4446	Leased	Store
880 S. MAIN ST. JACKSONVILLE IL 62650-3012	Leased	Store
1526 NICHOLSON JOLIET IL 60435-4235	Leased	Store
332 TENNEY ST KEWANEE IL 61443-3452	Leased	Store
836 2ND STREET LASALLE IL 61301-2510	Leased	Store/Depot
900 WEST UNION LITCHFIELD IL 62056-1067	Leased	Store/Depot
6125 N SECOND STREET, UNIT E LOVES PARK IL 61111	Leased	Store
624 E JACKSON MACOMB IL 61455-2408	Leased	Store/Depot
402 N MONROE MARION IL 62959-2328	Leased	Depot

Address	Type of Interest	Description of Use
164 TOWNCENTER ROAD MATTESON IL 60443-2245	Leased	Store
228 E. BROADWAY MATTOON IL 61938-4510	Leased	Store
1314 MERIDEN MENDOTA IL 61342-1030	Leased	Store
4322 4TH AVE MOLINE IL 61265-1909	Leased	Store
1552 N. AURORA ROAD, STE. 104 NAPERVILLE IL 60563-8744	Leased	Store
6325 W NORTH AVE OAK PARK IL 60302-1126	Leased	Store
126 KIRKLAND CIRCLE OSWEGO IL 60543-8601	Leased	Depot
PEKIN - 801 DERBY STREET PEKIN IL 61554-5846	Leased	Store
708 W. LOUCKS PEORIA IL 61604-2708	Leased	Store
1440 NO 24TH ST QUINCY IL 62301-3357	Leased	Store
4120-22 11TH ST ROCK ISLAND IL 61201-6741	Leased	Store

Address	Type of Interest	Description of Use
9123 N. SECOND ST. ROSCOE IL 61073	Leased	Depot
2516 S GRAND AVE SPRINGFIELD IL 62703-5613	Leased	Store
1913 W JEFFERSON SPRINGFIELD IL 62702-2201	Leased	Store/Depot
715 S BLOOMINGTON STREATOR IL 61364-3307	Leased	Store
4503 N ILLINOIS ST SWANSEA IL 62226-1534	Leased	Store
1920 N LEWIS AVE WAUKEGAN IL 60087-4724	Leased	Store/Depot
912 E 53RD ST ANDERSON IN 46013-1732	Leased	Store/Depot
3301 S. HWY 37 BLOOMINGTON IN 47401	Leased	Store/Depot
930 WASHINGTON ST COLUMBUS IN 47201-6249	Leased	Depot
1915 COVERT EVANSVILLE IN 47714-3615	Leased	Store/Depot
3432 N ANTHONY BLVD FORT WAYNE IN 46805-2234	Leased	Store

Address	Type of Interest	Description of Use
1912 BLUFFTON RD. FORT WAYNE IN 46809-1307	Leased	Store/Depot
8597 E 37TH AVE HOBART IN 46342-2585	Leased	Store/Depot
9222 E. 33RD ST INDIANAPOLIS IN 46235-4200	Leased	Depot
3806 MADISON AVE INDIANAPOLIS IN 46227-1310	Leased	Store
5301 W. 10TH ST INDIANAPOLIS IN 46224-6817	Leased	Store
180 CLIFTY DR. MADISON IN 47250-1602	Leased	Store/Depot
700 W LINCOLN HWY MERRILLVILLE IN 46410	Leased	Store/Depot
9446 CALUMET AVE MUNSTER IN 46321-2812	Leased	Store
107 N. GARDNER SCOTTSBURG IN 47170-1300	Leased	Store
25295 STATE RD.#2 SOUTH BEND IN 46601	Leased	Depot
4443 US HWY 41 TERRE HAUTE IN S-47802-4408 / N-478	Leased	Depot

Address	Type of Interest	Description of Use
1425 FT HARRISON TERRE HAUTE IN 47804-1219	Leased	Store
543 WEST US HWY 50 VERSAILLES IN 47042	Leased	Store
1675 N 6TH ST VINCENNES IN 47591-3429	Leased	Store/Depot
908 8TH STREET COFFEYVILLE KS W-67337-4112 / E-673	Leased	Store/Depot
EL DORADO - 2401 W. CENTRAL EL DORADO KS 67042-3210	Leased	Store
1401 Industrial Road EMPORIA KS	Leased	Warehouse
919 8TH ST HUMBOLDT KS 66748	Leased	Store/Depot
1021 S 12TH ST KANSAS CITY KS 66105-1612	Leased	Depot
12640 W 63RD ST SHAWNEE KS 66216-1845	Leased	Store/Depot
1729 N TOPEKA BLVD. TOPEKA KS 66608-1822	Leased	Store
2740 KANSAS AVE TOPEKA KS S-66611-1148 / N-666	Leased	Store/Depot

Address	Type of Interest	Description of Use
435 S. ELDORA WICHITA KS 67202-4701	Leased	Depot
5010 S BROADWAY WICHITA KS 67216-3717	Leased	Store
2122 E. 9TH ST. WINFIELD KS 67156-3318	Leased	Store/Depot
38 South US Hwy 25 E. BARBOURVILLE KY 40906-1140	Leased	Store
510 GORDON AVE BOWLING GREEN KY 42101-1865	Leased	Store/Depot
100 FACTORY LANE DANVILLE KY 40423-0224	Leased	Depot
414 E DIXIE AVE ELIZABETHTOWN KY 42701-1108	Leased	Store/Depot
4355 DIXIE HWY ELSMERE KY 41018-1819	Leased	Store
8085 CONNECTOR DR FLORENCE KY 41042-1466	Leased	Store
1060 US HWY 127 S. FRANKFORT KY 40601-4326	Leased	Store
110 CARLEY DRIVE GEORGETOWN KY 40335	Leased	Depot

Address	Type of Interest	Description of Use
1314 RUSSELL CAVE LEXINGTON KY 40505-3114	Leased	Store
50 Little Drive LONDON KY 40744-7913	Leased	Depot
468 US 25 SOUTH LONDON KY 40741	Leased	Store/Depot
231 N. 17th Street LOUISVILLE KY 40203-1314	Leased	Depot
7515 PRESTON HWY. LOUISVILLE KY 40219-6164	Leased	Store
1124 US 68 MAYSVILLE KY 41056-9125	Leased	Store
1811-B MONMOUTH ST NEWPORT KY 41071-2637	Leased	Store
1920 W 4TH ST OWENSBORO KY 42301-0425	Leased	Store/Depot
887 S. HWY. 27 SOMERSET KY 42501-3512	Leased	Store
204 VINE ST WILDER KY 41076-9711	Leased	Depot
1030 LEXINGTON ST WINCHESTER KY 40391-1257	Leased	Store

Address	Type of Interest	Description of Use
5215 LEO ST. ALEXANDRIA LA 71301-2952	Leased	Depot
3710 S. MACARTHUR ALEXANDRIA LA 71302-3338	Leased	Store
250 VANDENBURG DR ALEXANDRIA LA 71303-7786	Leased	Warehouse
1631 North Flannery BATON ROUGE LA 70815-2823	Leased	Store/Depot
2026 S COLUMBIA RD BOGALUSA LA 70427-6016	Leased	Depot
VIKING DRIVE BOSSIER CITY LA 71111	Leased	Depot
2002 E. TEXAS, STE B BOSSIER CITY LA 71111-3830	Leased	Garage
233 NEW ORLEANS BLD HOUMA LA 70364-3345	Leased	Store/Depot
1217 VETERANS HWY KENNER LA 70062	Leased	Store/Depot
1212 TEXAS AVE. NATCHITOCHE LA 71457-3754	Leased	Store/Depot
2850 HWY 28 EAST PINEVILLE LA 71360	Leased	Store

Address	Type of Interest	Description of Use
1725-E NORTH HEARNE SHREVEPORT LA 71107	Leased	Store
1104 THOMAS ROAD W. MONROE LA 71292-5824	Leased	Store
647 ANDOVER STREET LAWRENCE MA E01843	Leased	Store/Depot
323 DALTON AVE PITTSFIELD MA E-01201-3541	Leased	Depot
39 SOUTHWEST CUTOFF WORCESTER MA 01604-1517	Leased	Land
39 SOUTHWEST CUTOFF WORCESTER MA 01604-1517	Leased	Office
205 CHANDLER ST WORCESTER MA 01609-2933	Leased	Store
931 NATIONAL HWY LAVALE MD 21502-7328	Leased	Store
E MAIN & WARD STS SALISBURY MD 21801	Leased	Store/Depot
3675 LEONARDTOWN RD WALDORF MD 20601-3626	Leased	Store/Depot
660 MINOT AVE AUBURN ME 04210-4031	Leased	Store

Address	Type of Interest	Description of Use
660 MINOT AVE AUBURN ME 04210-4031	Leased	Store
18 Morin Street BIDDEFORD ME 04005	Leased	Warehouse
14 LEGION FIELD ROAD FRYEBURG ME E-04037	Leased	Depot/Garage
BRADLEY & PINE FRYEBURG ME E-04037	Leased	Parking
185 MAIN STREET SPRINGVALE ME 04083-1845	Leased	Store
410 KENNEDY MEM. DR WATERVILLE ME 04901-4537	Leased	Store
669 ROOSEVELT TRAIL WINDHAM ME 04062-5292	Leased	Store
824 N EUCLID BAY CITY MI 48706-2403	Leased	Store
35457 GRATIOT AVE CLINTON TOWNSHIP MI 48035	Leased	Store
1100 OAKMAN BLVD. DETROIT MI 48238	Leased	Store
22341 KELLY RD EASTPOINTE MI 48021-2619	Leased	Store

Address	Type of Interest	Description of Use
535 E.9 MILE RD. FERNDALE MI 48220-1952	Leased	Store
3019 W PASADENA FLINT MI 48504-2355	Leased	Store/Depot
740 LAMOREAUX DR. GRAND RAPIDS MI 49321-9123	Leased	Store
1029 E. MILLERS RD LANSING MI 48911-5310	Leased	Store/Depot
2625 THIRTEENTH ST. MENOMINEE MI 49858-1910	Leased	Store
3390 BAY ROAD SAGINAW MI 48603-2421	Leased	Store/Depot
14750 FORT STREET SOUTHGATE MI 48195-1217	Leased	Store
5960 BURLINGAME SW WYOMING MI 49509-9398	Leased	Depot
1201 CLIFF ROAD BURNSVILLE MN 55337-1401	Leased	Store/Depot
8441 WAYZATTA BLVD, SUITE 350 GOLDEN VALLEY MN 55426	Leased	Office
3803 THIRD AVE. NORTH MANKATO MN 56001-2735	Leased	Depot

Address	Type of Interest	Description of Use
1701 MADISON AVENUE MANKATO MN 56001-5447	Leased	Store
2146 WHITE BEAR MAPLEWOOD MN 55109-3710	Leased	Store
2701 HWY 10 NORTH E MOUNDS VIEW MN 55112-4043	Leased	Store
39 FIRST AVE. SOUTH WAITE PARK MN 56387-1354	Leased	Store
1781 JEFFCO BLVD. ARNOLD MO 63010-2713	Leased	Store
6254 U S HWY 61&67 IMPERIAL MO 63052	Leased	Store
1505; 1604 Hwy 7 BLUE SPRINGS MO 64015	Leased	Store
1220 11TH STREET BOONVILLE MO 65233-1456	Leased	Maintenance
103 INDUSTRIAL DR. CARUTHERSVILLE MO 63830-9232	Leased	Depot
801 N WASHINGTON ST CHILLICOTHE MO 64601-2231	Leased	Store/Depot

Address	Type of Interest	Description of Use
601 BUSINESS LOOP 70 W, SUITE 213 D PARKADE CENTER COLUMBIA MO 65203-2546	Leased	Store
421 N. STATE ST. DESLOGE MO 63601-3053	Leased	Store/Depot
135 CORPORATE SQUARE HANNIBAL MO 63401	Leased	Depot
307 N HWY 291 INDEPENDENCE MO 64056-1604	Leased	Depot
1433 NOLAND RD. INDEPENDENCE MO N-64050-5153 / S-130	Leased	Store
ONE WEST ARMOUR KANSAS CITY MO 64111-2067	Leased	Parking
3525 WALNUT KANSAS CITY MO 64111	Leased	Parking
4722 N E VIVION RD KANSAS CITY MO 64119-2932	Leased	Store
5429 BLUE PARKWAY KANSAS CITY MO 64130-2311	Leased	Store/Depot
DOWNTOWN UNDERGROUND PARK, CAVES SUITE, KANSAS CITY MO 64108	Leased	Warehouse

Address	Type of Interest	Description of Use
19601 HWY 127 N LA MONTE MO 65337-2500	Leased	Depot
208 W. BLAND RD LEBANON MO 65536-3716	Leased	Store/Depot
925 WEST LIBERTY DR LIBERTY MO 64068-2104	Leased	Store
1102 E FIRST ST MARYVILLE MO 64468-1921	Leased	Depot
MEXICO - 1805 WEST BLVD MEXICO MO 65265-1306	Leased	Depot
1510 NORTH MORLEY MOBERLY MO 65270-3633	Leased	Store/Depot
722 W. 3 rd STREET MOUNTAIN GROVE MO 65711	Leased	Store
222 O'FALLON PLAZA O'FALLON MO 63366-2652	Leased	Store/Depot
2801 OAK GROVE POPLAR BLUFF MO 63901-8935	Leased	Store/Depot
6625 RAYTOWN ROAD RAYTOWN MO 64133-5249	Leased	Store/Depot
1381 S BISHOP AVE ROLLA MO 65401-7692	Leased	Store/Depot

Address	Type of Interest	Description of Use
210 W. 4th STREET SEDALIA MO 65301-4251	Leased	Store
1219 E DIVISION SPRINGFIELD MO 65803-3816	Leased	Depot
2811 WEST CHESTNUT SPRINGFIELD MO 65804	Leased	Store
4530 LEMAY FERRY RD ST LOUIS MO 63129-1600	Leased	Store
8411 GRAVOIS ST LOUIS MO 63123-4601	Leased	Store
430 E. GRAVOIS ST. CLAIR MO 63077-1608	Leased	Store/Depot
400 SO. BELT HWY ST. JOSEPH MO 64506-3420	Leased	Store
803 E MAIN WEST PLAINS MO 65775-3308	Leased	Depot
550 CHOCTAW ST CLARKSDALE MS 38614-4800	Leased	Store/Depot
802 ALABAMA ST COLUMBUS MS 39702-5436	Leased	Store/Depot
414 S CASS ST CORINTH MS 38834-6110	Leased	Store/Depot

Address	Type of Interest	Description of Use
450 DEDEAUX RD GULFPORT MS 39501	Leased	Store/Depot
324 RAYMOND RD JACKSON MS 39204-3719	Leased	Store
910 LOCUST ST MCCOMB MS 39648-4848	Leased	Store/Depot
625 49 th AVE MERIDIAN MS 39301	Leased	Store/Depot
1163 MOSELLE ROAD MOSELLE MS 39459	Leased	Depot
204 DEVEREAUX DR NATCHEZ MS 39120-3752	Leased	Store/Depot
300 HERITAGE DR. OXFORD MS 38655-5463	Leased	Store/Depot
307 WALKER CIRCLE BLDG G RICHLAND MS 39218-8411	Leased	Depot
210 WILSON DR SENATOBIA MS 38668-1706	Leased	Store
340 GOODMAN RD SOUTHHAVEN MS W-38671-9409 / E-386	Leased	Store
419 CROSSOVER ROAD TUPELO MS 38801-4901	Leased	Store

Address	Type of Interest	Description of Use
5548 CLIFF GOOKIN TUPELO MS 38801-7017	Leased	Store/Depot
2341 FIRST AVE SOUTH BILLINGS MT 59101	Leased	Depot
1211 MAIN STREET BILLINGS MT 59105-2539	Leased	Store
3203 HENESTA DRIVE BILLINGS MT 59102-7029	Leased	Store
801 16TH ST. WEST BILLINGS MT 59102-4117	Leased	Store
1525 N ROUSE STREET BOZEMAN MT 59715-2942	Leased	Store/Depot
3730 HARRISON AVE BUTTE MT 59701-6807	Leased	Store/Depot
338 N CENTRAL CUT BANK MT 59427-2700	Leased	Depot
720 N. SARGENT AVE GLEN DIVE MT 59330-2636	Leased	Depot
3400 10TH AVE SOUTH GREAT FALLS MT 59405-3473	Leased	Store
327 9TH ST GREAT FALLS MT 59401	Leased	Store

Address	Type of Interest	Description of Use
600 NORTHWEST BYPASS GREAT FALLS MT 59404-2475	Leased	Store
4414 N STAR BLVD GREAT FALLS MT 59405-1045	Leased	Warehouse
CEMETERY ROAD HARDIN MT 59034	Leased	Depot
2ND & MONTANA HAVRE MT 59501	Leased	Store/Depot
1736 N MONTANA AVE HELENA MT 59601-0803	Leased	Store/Depot
2155 HIGHWAY 2 WEST KALISPELL MT 59901-7338	Leased	Store/Depot
1533 US HWY 212 SOUTH LAUREL MT 59044-8829	Leased	Store/Depot
64 H STREET LEWISTOWN MT 59457	Leased	Depot
103 NORTH N ST. LIVINGSTON MT 59047-2855	Leased	Depot
3407 BUTLER STREET MILES CITY MT 59301-5708	Leased	Depot
1340 W. BROADWAY MISSOULA MT 59802-2240	Leased	Store

Address	Type of Interest	Description of Use
3490 S. RESERVE ST. MISSOULA MT 59801-7329	Leased	Store/Depot
E SHORE RT HWY 35 POLSON MT 59860	Leased	Depot
621 E MAIN SIDNEY MT 59270-4747	Leased	Depot
US HWY 191 WEST YELLOWSTONE MT 59758	Leased	Depot
117 3RD AVE. SOUTH WOLF POINT MT 59201-1508	Leased	Depot
138 HWY 740 ALBEMARLE NC 28001-6301	Leased	Depot
2005 S. Fayetteville Street ASHEBORO NC 27205-7308	Leased	Store/Depot
RTE 6, HWY 105 BYPASS BOONE NC 28607	Leased	Store/Depot
1027 CHAPEL HILL RD BURLINGTON NC 27215-6716	Leased	Store/Depot
2400-A FREEDOM DRIVE CHARLOTTE NC 28208	Leased	Store
803 W CONOVER BLVD. WCONOVER NC 28613	Leased	Store/Depot

Address	Type of Interest	Description of Use
403 WEST KINGS HWY Ste C EDEN NC 27288-5074	Leased	Store/Depot
3168 NATAL RD. FAYETTEVILLE NC 28306-2865	Leased	Store/Depot
2806 RANDLEMAN ROAD GREENSBORO NC 27406-5265	Leased	Store
OLD NORLINA HWY HENDERSON NC 27536	Leased	Depot
116 DABNEY DR HENDERSON NC 27536-4908	Leased	Store
2430 ONSLOW DR. JACKSONVILLE NC 28540-5608	Leased	Store
224 South Bridge Street JONESVILLE NC 28642-2528	Leased	Store/Depot
910 S. CANNON BLVD KANNAPOLIS NC 28083	Leased	Store
300 Murphy Drive LEXINGTON NC 27295	Leased	Store
1397 E 5TH LUMBERTON NC 28358-6031	Leased	Store/Depot
1068 HWY 64-264 MANTEO NC 27954-9666	Leased	Depot

Address	Type of Interest	Description of Use
2547 PINEY GREEN RD MIDWAY NC 27320	Leased	Depot
810 W LEBANNON MT AIRY NC 27030-2220	Leased	Store
HIGHWAY 17 SOUTH NEW BERN NC 28562	Leased	Store
1101 TRANSPORT DR RALEIGH NC 27603-4146	Leased	Depot
WILDER GROVE LANE RALEIGH NC 27604-4704	Leased	Store
537 WELDON RD. ROANOKE RAPIDS NC 27870-4610	Leased	Store
HWY 74 ROCKINGHAM NC 28379	Leased	Store/Depot
2841 N. CHURCH ST. ROCKY MOUNT NC 27804-6604	Leased	Office/Warehouse
922 BENVENUE RD ROCKY MOUNT NC 27804-1912	Leased	Store/Depot
2222 STATESVILLE BL SALISBURY NC 28147-9166	Leased	Store/Depot
2828 U.S. 301 SMITHFIELD NC 27577	Leased	Depot

Address	Type of Interest	Description of Use
803 JULIAN AVE. THOMASVILLE NC 27360-5848	Leased	Store
ROUTE 6, BOX 37 (HIGHWAY 130) WHITEVILLE NC 28472	Leased	Depot
1706 River St. (W NC HWAY 268) WILKESBORO NC 28697	Leased	Store
112 WEST BLVD WILLIAMSTON NC 27892	Leased	Depot
102 S KERR AVE WILMINGTON NC 28403-1419	Leased	Depot
101 POLO ROAD WINSTON-SALEM NC 27105-3438	Leased	Store/Depot
226 K FORLINE ROAD WINTERVILLE NC 28590-8675	Leased	Depot
645 E. VILLARD DICKINSON ND 58601-7005	Leased	Store/Depot
104 20TH AVE SW MINOT ND 58701-6572	Leased	Store/Depot
HWY 2 WEST RUGBY ND 58368	Leased	Depot
521 2ND ST. WEST WILLISTON ND 58801-5907	Leased	Store/Depot

Address	Type of Interest	Description of Use
504 GALVIN RD BELLEVUE NE 68005-2120	Leased	Store
2600 Kimco Ct, Ste 3 LINCOLN NE 68521	Leased	Depot
48TH & HARTLEY LINCOLN NE 68504-1841	Leased	Store
1026 S 13TH ST NORFOLK NE 68701-5775	Leased	Store/Depot
10606 SOUTH 144TH STREET OMAHA NE 68138-3818	Leased	Depot
13908 S PLAZA OMAHA NE 68137-2916	Leased	Store
43 WASHINGTON ST CONWAY NH 03818-6044	Leased	Office
42 North Blackhorse BELLMAWR NJ 08031-1207	Leased	Store/Depot
720 WASHINGTON CARLSTADT NJ E-07072-3007	Leased	Depot
HWY 35 & 5TH AVE NEPTUNE CITY NJ E-07753	Leased	Store/Depot
2576 TILTON RD PLEASANTVILLE NJ E-08234-1833	Leased	Store/Depot

Address	Type of Interest	Description of Use
100 RANDOLPH ROAD SOMERSET NJ 08873	Leased	Depot
1100 GATEWAY BLVD WESTVILLE NJ 08093-1300	Leased	Store
4630 U S HWY 50 EAST, SUITE 1 CARSON CITY NV 89701-1949	Leased	Store/Depot
2180 PINION ROAD ELKO NV 89801-8828	Leased	Depot
4348 EAST CRAIG ROAD, SUITE 140 Las Vegas NV 89115	Leased	Store
4030 INDUSTRIAL CENTER DRIVE, SUITE 502 N. LAS VEGAS NV 89030-7596	Leased	Depot
4580 GRASS VALLEY ROAD WINNEMUCCA NV 89445-4098	Leased	Depot
310 CREEKSIDE DRIVE #300 AMHERST NY 14228-2039	Leased	Depot
1050 HARLEM RD CHEEKTOWAGA NY 14227-1714	Leased	Store
9559 RIVER ROAD MARCY NY 13403	Leased	Depot
157 BRACKEN ROAD MONTGOMERY NY 12549-2602	Leased	Depot

Address	Type of Interest	Description of Use
3645 W HENRIETTA RD ROCHESTER NY 14623-3536	Leased	Store/Depot
161 SCHENECTADY WATERVLIET NY 12189	Leased	Depot
3218-3240 TRANSIT RD WEST SENECA NY 14224-2588	Leased	Store
131 ORISKANY BLVD WHITESBORO NY 13492	Leased	Store
552 CANTON BLVD AKRON OH 44312-2530	Leased	Store
600 KILGORE AVENUE BATAVIA OH 45130	Leased	Store
1210 WASHINGTON BLVD BELPRE OH 45714-2245	Leased	Store/Depot
4770 VAN EPPS ROAD BROOKLYN HEIGHTS OH 44131	Leased	Depot
2700 ATLANTIC BLVD CANTON OH 44705-3923	Leased	Store/Depot
4357 HARRISON AVENUE, 2ND FLOOR CINCINNATI OH 45211	Leased	Office
6212 GLENWAY AVE CINCINNATI OH 45211-6314	Leased	Store

Address	Type of Interest	Description of Use
834 OHIO PIKE CINCINNATI OH 45245-2250	Leased	Store
7764 COLERAIN AVENUE CINCINNATI OH 45239	Leased	Store
2757 S. HIGH ST. COLUMBUS OH 43207-3656	Leased	Store
1034 HARRISBURG PIKE BLVD COLUMBUS OH 43223-2525	Leased	Store
3654 CLEVELAND COLUMBUS OH 43224-2910	Leased	Store
999 PROCOM DRIVE, SUITE 101 DEFIANCE OH 43512	Leased	Depot
209 N WOOSTER AVE DOVER OH 44622-2947	Leased	Store
1486 OLD HARPERSFIELD RD GENEVA OH 44041	Leased	Depot
1151 STONE DR C-3 HARRISON OH 45030-2051	Leased	Store
7980 CENTER POINT 70 BLVD HUBER HEIGHTS OH 45424-6371	Leased	Depot
3613 WILMINGTON PK KETTERING OH 45429-4842	Leased	Store

Address	Type of Interest	Description of Use
354 N LAKE ST MADISON OH 44057-3120	Leased	Store/Depot
1699 W 4TH ST MANSFIELD OH 44906-1794	Leased	Store/Depot
967 STATE RT 28 MILFORD OH 45150-1911	Leased	Store
3766 MONTGOMERY NORWOOD OH 45212-3739	Leased	Store
6277 PEARL ROAD PARMA HEIGHTS OH 44130-3055	Leased	Store
2337 GALLIA PORTSMOUTH OH 45662-4762	Leased	Store
5405 TELEGRAPH TOLEDO OH 43612-3538	Leased	Store
700 S BYRNE STREET TOLEDO OH 43615	Leased	Warehouse
11756 STATE RT 41 WEST UNION OH 45693-9434	Leased	Store
630 N BROADWAY ADA OK 74820-3436	Leased	Store/Depot
3212 MAIN ST ALTUS OK 73521-1307	Leased	Store/Depot

Address	Type of Interest	Description of Use
211 OKLAHOMA BLVD. ALVA OK 73717-2843	Leased	Depot
2416 N COMMERCE ST ARDMORE OK 73401-1356	Leased	Store/Depot
3813 E TUXEDO BLVD BARTLESVILLE OK 74006-2532	Leased	Store/Depot
215 NORTH 5TH CHICKASHA OK 73018-2415	Leased	Store/Depot
4309 S.E. 15TH ST DEL CITY OK 73115-3001	Leased	Store
5102 W OWEN K. GARRIOT RD. ENID OK 73701-5439	Leased	Store/Depot
1807 S.W. 11TH ST. LAWTON OK 73501-7306	Leased	Store
1200 S. MAIN MC ALESTER OK 74501-6850	Leased	Store/Depot
830 "D" ST NE MIAMI OK 74354-4829	Leased	Store/Depot
1221 N. BROADWAY MOORE OK 73160-4734	Leased	Store
1101 W. OKMULGEE MUSKOGEE OK 74401-6847	Leased	Store

Address	Type of Interest	Description of Use
1004 EASTSIDE BLVD. MUSKOGEE OK 74403	Leased	Store
6501 S. HIGH OKLAHOMA CITY OK 73149-2305	Leased	Depot
5401 S WESTERN OKLAHOMA CITY OK 73109-4506	Leased	Store
3025 N. MCARTHUR OKLAHOMA CITY OK 73127-1629	Leased	Store
1300 PRINCETON PONCA CITY OK 74601-1716	Leased	Store/Depot
4010 S. OLD SAPULPA (113 th ST) PRATTVILLE (SAND SPRINGS) OK 74063	Leased	Store
1405 HARVEY ROAD SEMINOLE OK 74868-3533	Leased	Depot
715 MILT PHILLIPS SEMINOLE OK 74868-2313	Leased	Store
1924 N. KICKAPOO SHAWNEE OK 74804-2723	Leased	Store
624 E 6TH ST STILLWATER OK 74074-3701	Leased	Store/Depot
4380 S.91ST EAST AV TULSA OK 74145-3333	Leased	Depot

Address	Type of Interest	Description of Use
9 th – 10 th SHERIDAN TULSA OK 74119	Leased	Parking
5804 N.W 63 rd ST WARR ACRES OK 73132-7735	Leased	Store
4231 OKLAHOMA AVENUE "B" WOODWARD OK 73801-3838	Leased	Depot
2705 12TH ST BAKER OR 97814-1703	Leased	Depot
EAST M & HALL ST LA GRANDE OR 97850	Leased	Depot
2715 SW 4TH AVENUE ONTARIO OR 97914-1835	Leased	Store/Depot
5811 NE COLUMBIA BLVD PORTLAND OR 97218-1250	Leased	Depot
115 N. COOK PORTLAND OR 97227	Leased	Store
3570 PORTLAND ROAD SALEM OR 97303-2549	Leased	Store/Depot
1019 N. VINE ST. BERWICK PA 18603	Leased	Depot
800 WEST HIGH STREET EBENSBURG PA 15931	Leased	Depot

Address	Type of Interest	Description of Use
8348 EDINBORO DRIVE ERIE PA 16509-4249	Leased	Depot
600 S HENDERSON RD KING OF PRUSSIA PA 19406-3517	Leased	Store/Depot
915 STRICKLER RD #7 MANHEIM PA 17545-9662	Leased	Depot
1925 EDMOND HWY CAYCE SC 29033-1511	Leased	Depot
2366 HWY 544 CONWAY SC 29526	Leased	Depot
2153 HWY 544 CONWAY SC 29526	Leased	Store
2243 S. MAIN DARLINGTON SC 29532-7740	Leased	Store/Depot
1007 MAULDIN RD GREENVILLE SC 29607-4806	Leased	Store/Depot
701 MEMORIAL PARK LANCASTER SC 29720-3152	Leased	Store/Depot
844 JOHN CALHOUN DR ORANGEBURG SC 29115-6084	Leased	Depot
203 HENRY LAWTON ROAD RIDGELAND SC 29936	Leased	Depot

Address	Type of Interest	Description of Use
1287 FLINT ST. ROCK HILL SC 29730-6328	Leased	Depot
409 E. 5 th NORTH ST SUMMERVILLE SC 29483-6893	Leased	Store/Depot
HWY US 76 EAST SUMTER SC 29150	Leased	Depot
1300 W 41 st ST SIOUX FALLS SD 57105-6315	Leased	Store/Depot
1649 S LEE HWY CLEVELAND TN 37311-7325	Leased	Store
1975 N WASHINGTON COOKEVILLE TN 38501-4940	Leased	Depot/Garage
57 GERMANTOWN COURT, SUITE 100 CORDOVA TN 38018-4238	Leased	Office
3450 RINGGOLD RD. EAST RIDGE TN 37412-1206	Leased	Store
2805 ROANE STATE HIGHWAY HARRIMAN TN 37748-7779	Leased	Store
2684 W CENTRAL AVE JACKSBORO TN 37757-2701	Leased	Store/Depot
3315 HWY 45 JACKSON TN 38301-9589	Leased	Store/Depot

Address	Type of Interest	Description of Use
2601 W. MARKET ST. JOHNSON CITY TN 37604-5103	Leased	Store
5644 FT. HENRY DR. KINGSPORT TN 37663-4619	Leased	Depot
11201 THREADSTONE LANE KNOXVILLE TN 37932	Leased	Depot
4612 GREENWAY DR NE KNOXVILLE TN 37918-2117	Leased	Store
US HWY70 & W BADDOR LEBANON TN 37087	Leased	Depot
471 MYATT DRIVE MADISON TN 37115	Leased	Garage
7 W CALHOUN AVE MEMPHIS TN 38103-4405	Leased	Storage
4405 ELVIS PRESLEY MEMPHIS TN 38116-6407	Leased	Store
3171 N THOMAS MEMPHIS TN 38127-6013	Leased	Store
3789 E. ANDREW JOHNSON HIGHWAY MORRISTOWN TN 37357	Leased	Store/Depot
903 MERCURY RD MURFREESBORO TN 37130-4861	Leased	Store/Depot

Address	Type of Interest	Description of Use
4111 CHARLOTTE AVE NASHVILLE TN 37209-3705	Leased	Store/Depot
637 COSBY HWY NEWPORT TN 37821-3416	Leased	Store
624 DOLLY PARTON PK SEVIERVILLE TN 37862-3601	Leased	Store
385 OAKLAND ROAD SWEETWATER TN 37874	Leased	Depot
302 S MAIN STREET SWEETWATER TN 37874	Leased	Store
512 E. ST. ELMO AUSTIN TX 78745-1224	Leased	Depot
7970 COLLEGE BEAUMONT TX 77707-3049	Leased	Store/Depot
TENAHA HWY 1 CENTER TX 75935	Leased	Storage
11691 HWY 105 EAST CONROE TX 77306-5371	Leased	Depot
1821 BELT LINE RD GARLAND TX 75044-6825	Leased	Depot
4917 STONEWALL ST GREENVILLE TX 75401-5956	Leased	Store/Depot

Address	Type of Interest	Description of Use
14149 INTERDRIVE WEST HOUSTON TX 77032-3326	Leased	Depot
836 PIPELINE ROAD HURST TX 76053-4833	Leased	Store/Depot
6031 CONNECTION DR, SUITE 600 IRVING TX 75039-2607	Leased	Headquarters/Office
204 KELLER RD MINERAL WELLS TX 76067-1818	Leased	Depot
3901 HWY 75H SHERMAN TX 75090	Leased	Depot
7590 NORTH GENERAL BRUCE DRIVE TEMPLE TX 76501-6677	Leased	Depot
2718 S LAKE DR TEXARKANA TX 75501-7746	Leased	Depot
3102 NEW BOSTON RD TEXARKANA TX 75501-3132	Leased	Store/Depot
5106A SEYMOUR HWY WICHITA FALLS TX 76310	Leased	Depot
2110 ORCHARD DR. BOUNTIFUL UT 84010-5508	Leased	Store
50 W 200 NORTH KAMUS UT 84036	Leased	Depot

Address	Type of Interest	Description of Use
1714 N. MAIN ST. LAYTON UT 84041-1444	Leased	Store/Depot
460 W 500 SOUTH NEPHI UT 84648-2161	Leased	Depot
621 W 21ST ST OGDEN UT 84401-1216	Leased	Parking
1085 WALL AVE. OGDEN UT 84404-4834	Leased	Store
3150 WALL AVENUE OGDEN UT 84401-3807	Leased	Warehouse
1900 W 4000 SOUTH ROY UT 84067	Leased	Store
50 E. 100 NORTH SPANISH FORK UT 84660-1806	Leased	Store/Depot
220 SOUTH 200 WEST #A TREMONTON UT 84337-1825	Leased	Depot
1793 W 7800 SOUTH WEST JORDAN UT 84088-4017	Leased	Store
5820 SEMINARY ALEXANDRIA VA 22301	Leased	Depot
518 SECOND AVE E. BIG STONE GAP VA 24219-2378	Leased	Depot

Address	Type of Interest	Description of Use
3710 DOBLEANN DRIVE CHARLOTTESVILLE VA 22911	Leased	Depot
199 SANDY COVET DANVILLE VA 24540	Leased	Depot
901 S MAIN ST. EMPORIA VA 23847-2548	Leased	Store/Depot
7599 CAROLLTON PIKE GALAX VA 24333-4269	Leased	Store/Depot
1780 DEALTON AVE HARRISONBURG VA 22801	Leased	Depot
2410 GREENSBORO RD MARTINSVILLE VA 24112-0781	Leased	Store/Depot
7917 HALPRIN DR NORFOLK VA 23518-3005	Leased	Store
3555 S CRATER RD. PETERSBURG VA 23808-9210	Leased	Store/Depot
3545 VICTORY BLVD PORTSMOUTH VA 23701-3417	Leased	Store/Depot
3619 MECHANICSVILLE PIKE RICHMOND VA 23223-1329	Leased	Store
12336 WARDS ROAD RUSTBURG VA 24588	Leased	Depot

Address	Type of Interest	Description of Use
706 CAVALIER BLVD SOUTH BOSTON VA 24592	Leased	Store/Depot
2322 WASHINGTON AVE. VINTON VA 24179-1504	Leased	Depot
5020 RICHMOND RD WARSAW VA 22572-4232	Leased	Store/Depot
714 OHIO BELLINGHAM WA 98225-4626	Leased	Store/Depot
3411 11TH ST. BREMERTON WA 98312-2635	Leased	Store/Depot
21846 76th AVE SOUTH Kent WA 98032	Leased	Depot
22461 72ND AVE S., BLDG. #3 KENT WA 98032-1905	Leased	Depot
HWY 29 SOUTH LONGVIEW WA 98632-2415	Leased	Store/Depot
1627 W. BROADWAY #3 MOSES LAKE WA 98837	Leased	Depot
4020 EAST BROADWAY SPOKANE WA 99202-4529	Leased	Depot
8607 DURANGO STREET TACOMA WA 98499	Leased	Depot

Address	Type of Interest	Description of Use
6301 CAPITOL BLVD. SW. TUMWATER WA 98501-5204	Leased	Store/Depot
1903 SOUTH 3RD AVE YAKIMA WA 98903-1409	Leased	Store/Depot
4627 ANDERSON DRIVE EAU CLAIRE WI 54703	Leased	Depot
2432-36 LONDON ROAD EAU CLAIRE WI 54701-6730	Leased	Store
326 MILITARY AVE GREEN BAY WI 54303	Leased	Store
5340 W. LOOMIS RD GREENFIELD WI 53220-5042	Leased	Store/Depot
3212 KENNEDY RD JANESVILLE WI 53545-0227	Leased	Store/Depot
2919 E AVENUE LACROSSE WI 54602	Leased	Store/Depot
627 ATLAS AVE. MADISON WI 53714-3109	Leased	Store/Depot
814 KNAPP ST OSHKOSH WI 54902-5759	Leased	Store
1923 ERIE AVE SHEBOYGAN WI 53081-3708	Leased	Store/Depot

Address	Type of Interest	Description of Use
5805 PACKER WAUSAU WI 54401-9325	Leased	Depot/Warehouse
1510-1512 S 84TH ST WEST ALLIS WI 53214-4418	Leased	Store
515 RAGLAND ROAD BECKLEY WV 25801	Leased	Depot
4300 TERRACE AVENUE, BLDG 5 HUNTINGTON WV 25705	Leased	Depot/Office
522 E. 29TH ST. HUNTINGTON WV 25702-1751	Leased	Store
1451 DORSEY AVE MORGANTOWN WV 26501-7121	Leased	Store/Depot
2200 MAIN ST WHEELING WV 26003-2812	Leased	Store
5800 W. YELLOWSTONE HWY CASPER WY 82604-1934	Leased	Depot
3320 CY AVENUE CASPER WY 82604-3431	Leased	Store
3406 PERSHING BLVD CHEYENNE WY 82001-5916	Leased	Store/Depot
326 C-STREET CODY WY 824114-9287	Leased	Depot

Address	Type of Interest	Description of Use
390 WILLOW DR EVANSTON WY 82930-2665	Leased	Depot
3803 S DOUGLAS HWY GILLETTE WY 82718-6541	Leased	Store/Depot
1210 S GREGORY LANE JACKSON WY 83001-9433	Leased	Depot
1414 S 2ND ST LARAMIE WY 82070-4418	Leased	Depot
335 S HURSCH ST RIVERTON WY 82501	Leased	Depot
1024 DEWAR DR ROCK SPRINGS WY 82901-5956	Leased	Depot
40 E 17TH ST SHERIDAN WY 82801-9235	Leased	Store/Depot
209 LAWSON AVE, WORLAND WY 82401-2043	Leased	Depot

Schedule 7

Schedule 7

Location of Debtors' Substantial Assets and Books and Records and Nature, Location and Value of Assets Held Outside the United States

Pursuant to Local Bankruptcy Rule 1007-2(a)(10), the following lists the locations of the Debtors' substantial assets, the location of their records and the nature, location and value of any assets held by the Debtors outside of the territorial limits of the United States.

Location of Debtors' Substantial Assets:

The Debtors maintain 96 domestic bank accounts at various institutions, including bank accounts located in New York. The Debtors' domestic locations (including manufacturing facilities) are identified in Schedule 6 above. The Debtors have assets in every location from which they operate their businesses.

Location of the Debtors' Books and Records:

The locations of the Debtors' books and records are as follows:

Address	Facility or Property Type
5122 DIETRICK ROAD, SAN ANTONIO TX	Offsite Storage Facility: Accounts Payable Storage
5249 GLENMONT AVENUE, HOUSTON, TEXAS	Offsite Storage Facility: Accounts Payable Storage
1111 S SHERIDAN ROAD, TULSA, OK	Bakery
1300 FIRST AVENUE SOUTH, BIRMINGHAM, AL	Bakery
1324 ARDEN WAY, SACRAMENTO, CA	Bakery
1511 WEST LINCOLN, PEORIA, IL	Bakery
1525 INDUSTRIAL ROAD, EMPORIA, KS	Bakery
168-23 DOUGLAS AVENUE, JAMAICA, NY	Former Bakery
1969 VICTORY DRIVE, COLUMBU,S GA	Bakery
201 BUSH DR. E, JACKSONVILLE, FL	Bakery
2200 S. DIVISION AVE., ORLANDO, FL	Bakery
2248 SPENARD ROAD, ANCHORAGE, AK	Bakery
2330 RIPPLE STREET, LOS ANGELES, CA	Bakery
2551 N. CHURCH STREET, ROCKY MOUNT, NC	Bakery
2557 GRANT AVENUE, OGDEN, UT	Bakery
2929 NORTH SHADELAND AVE, INDIANAPOLIS, IN	Bakery
3060 N NATIONAL ROAD, COLUMBUS, IN	Bakery
3100 NORTHWEST PARK DRIVE, KNOXVILLE, TN	Bakery
325 COMMERCIAL ST, WATERLOO, IA	Bakery
3400 MAC ARTHUR DRIVE, ALEXANDRIA, LA	Bakery
400 MONROE AVENUE, MEMPHIS, TN	Bakery
434 AURORA AVENUE NORTH, SEATTLE, WA	Bakery
500 MAIN STREET, BOONVILLE, MO	Bakery

Address	Facility or Property Type
501 CONESTOGA WAY, HENDERSON, NV	Bakery
505 DOWNS STREET, DEFIANCE, OH	Bakery
5150 MIDLAND ROAD, BILLINGS, MT	Bakery
580 JULIE ANN WAY, OAKLAND, CA	Bakery
6007 ST ANDREWS PLACE, LOS ANGELES, CA	Bakery
6301 N BROADWAY, SAINT LOUIS, MO	Bakery
7225 SANTA FE DRIVE, HODGKINS, IL	Bakery
734 E 400 SOUTH, SALT LAKE CITY, UT	Bakery
747 WEST 5TH STREET, CINCINNATI, OH	Bakery
75 DEMAREST DRIVE, WAYNE, NJ	Bakery
756 NORTH MAIN STREET, DECATUR, IL	Former Bakery
80 EAST 62ND AVENUE, DENVER, CO	Bakery
8071 WALES ROAD, NORTHWOOD, OH	Bakery
8960 MARSHALL DRIVE, LENEXA, KS	Bakery
9555 WEST SORENG AVENUE, SCHILLER PARK, IL	Bakery
9801 BLUE GRASS ROAD, PHILADELPHIA, PA	Bakery
ONE BAKERS WAY, BIDDEFORD, ME	Bakery
57 GERMANTOWN CT, SUITE 100 CORDOVA, TN	Business Unit Office
7700 IRVINE CENTER DRIVE, SUITE 500, IRVINE, CA	Business Unit Office
9605 SORENG AVENUE, SCHILLER PARK, IL	Business Unit Office
1108 E 30 TH STREET, KANSAS CITY, MO	Storage Facility
1501 WEST 31 ST STREET, KANSAS CITY, MO	Storage Facility
7240 EAST GAGE AVE, COMMERCE, CA	Dry Division Office
6031 CONNECTION DRIVE, IRVING, TX	Headquarters
1 EAST ARMOUR BLVD, KANSAS CITY, MO	Operations Center
12 EAST ARMOUR BLVD, KANSAS CITY, MO	Operations Center
1034 E. RIVER DRIVE, DAVENPORT, IA	Office
8607 DURANGO STREET SW, LAKEWOOD, WA	Office
12618 SOUTH 71 HWY, GRANDVIEW MO	Sales Office
1821 BELT LINE ROAD, GARLAND, TX	Sales Office
3101 S.W.I, BENTONVILLE, AR	Sales Office
4357 HARRISON AVENUE, CINCINNATI OH	Sales Office
8441 WAYZATA BOULEVARD, SUITE 350, GOLDEN VALLEY, MN	Sales Office
39 SOUTHWEST CUT-OFF, WORCESTER, MA	Storage Facility

Schedule 8

SCHEDULE 8

Litigation

To the best of the Debtors' knowledge, belief and understanding, there are no actions or proceedings pending or threatened against the Debtors or their properties, as of the Petition Date, where a judgment against the Debtors or a seizure of their properties may be imminent.

Schedule 9

Schedule 9

Senior Management

Pursuant to Local Bankruptcy Rule 1007-2(a)(12), the following provides the names of the individuals who comprise the Debtors' existing senior management team, a description of their tenure with the Debtors and a brief summary of their relevant responsibilities and experience.

Name / Position	Experience / Responsibilities
<p>Brian J. Driscoll Chief Executive Officer of Hostess Brands, Inc.</p> <p>Mr. Driscoll also currently serves as the (i) CEO and President of Interstate Brands Corporation; (ii) Chairman of the Board, CEO and President of IBC Sales Corporation; (iii) President of IBC Trucking, LLC; (iv) President of IBC Services, LLC; and (v) Chairman of the Board of MCF Legacy, Inc.</p>	<p>Mr. Driscoll joined Hostess Brands, Inc. as the Chief Executive Officer in June 2010. Mr. Driscoll's duties as the Chief Executive Officer include the development of long-term strategies for Hostess and business plans and budgets to support those strategies. Prior to joining Hostess, Mr. Driscoll was the President of Sales, Customer Service and Logistics at Kraft Foods, Inc., which he joined in late 2000.</p>
<p>David A. Loeser Executive Vice President of Human Resources</p> <p>Mr. Loeser also currently serves as the Executive Vice President of Human Resources of Interstate Brands Corporation and IBC Sales Corporation.</p>	<p>Mr. Loeser has served as the Executive Vice President of Human Resources of Hostess Brands, Inc. since February 2009. Mr. Loeser's responsibilities include establishing a global human resources strategy in the area of compensation and benefits, leadership development and organizational design, recruiting, retention and labor relations. Mr. Loeser joined the company as a Consultant to Interstate Bakeries Corporation in May 2007, a position he held until July 2007. Beginning in July 2007, Mr. Loeser was the Consultant, Acting Executive Vice President — Human Resources. Prior to joining Hostess, Mr. Loeser served as the Senior Vice President Human Resources of Celanese Corporation from April 2005 to May 2006.</p>
<p>Kent B. Magill Executive Vice President, General Counsel and Corporate Secretary</p> <p>Mr. Magill also currently serves as the (i) Executive Vice President, General Counsel of Interstate Brands Corporation; (ii) Executive Vice President, General Counsel of IBC Sales Corporation; (iii) Vice President and Corporate Secretary of IBC Trucking, LLC; (iv) Vice President and Secretary of IBC Services, LLC; and (v) Vice President and Secretary of MCF Legacy, Inc.</p>	<p>Mr. Magill has served as the Executive Vice President, General Counsel and Corporate Secretary since August 2005, in which position Mr. Magill is responsible for managing the legal affairs of Hostess. This responsibility includes advising senior management regarding commercial, corporate, regulatory and other legal issues, as well as managing the company's litigation. Mr. Magill joined the company in 2000, as Associate General Counsel to IBC. From June 2002 through August 2005, Mr. Magill served as Vice President, General Counsel and Corporate Secretary.</p>

Name / Position	Experience / Responsibilities
<p>Richard C. Seban Executive Vice President and Chief Marketing Officer</p> <p>Mr. Seban also currently serves as the Executive Vice President and Chief Marketing Officer of Interstate Brands Corporation and IBC Sales Corporation.</p>	<p>Mr. Seban has served as the Executive Vice President and Chief Marketing Officer of Hostess Brands, Inc. since joining the company in August 2005. Mr. Seban is responsible for the oversight of various marketing activities within Hostess, including sales management, product development, distribution channel management, marketing communications, pricing and market research. Prior to joining the company, Mr. Seban was the President and Chief Operating Officer of High Liner Foods.</p>
<p>John O. Stewart Executive Vice President and Chief Financial Officer</p> <p>Mr. Stewart also currently serves as the (i) Executive Vice President and Chief Financial Officer of Interstate Brands Corporation; (ii) Executive Vice President and Chief Financial Officer of IBC Sales Corporation.; (iii) Vice President – Finance of IBC Trucking, LLC; (iv) Vice President – Finance of IBC Services, LLC; and (v) Chief Financial Officer of MCF Legacy, Inc.</p>	<p>Mr. Stewart joined Hostess Brands, Inc. as the Executive Vice President and Chief Financial Officer in October 2010. Mr. Stewart is responsible for driving the planned priorities of the finance organization in both the front and back office and regularly collaborates with the marketing, sales and operations departments. Previously, Mr. Stewart was the Executive Vice President and Chief Financial Officer for Dr. Pepper Snapple and prior to that he served as the Senior Vice President and Chief Financial Officer for Diageo PLC's North American Unit.</p>
<p>Gary K. Wandschneider Executive Vice President of Operations</p> <p>Mr. Wandschneider also currently serves as the Executive Vice President of Operations of Interstate Brands Corp. and IBC Sales Corporation.</p>	<p>Mr. Wandschneider has served as the Executive Vice President of Operations since February 2009. In his current position, Mr. Wandschneider's duties include the oversight of Hostess' day-to-day operations. Mr. Wandschneider joined the company in July 2007 as a Consultant, Acting Executive Vice President of Interstate Bakeries Corporation. Previously, Mr. Wandschneider was an Executive Vice President of Pepsi Bottling Group, Inc.</p>

Schedule 10

Schedule 10

Payroll and Consultants

Pursuant to Local Bankruptcy Rule 1007-2(b)(1)-(2)(A) and (C), the following provides the estimated amount of weekly payroll to the Debtors' employees and the estimated amount to be paid to officers, stockholders, directors and financial and business consultants retained by the Debtors, for the 30-day period following the filing of the Debtors' chapter 11 petitions.

Gross Payments to Employees (Excluding Officers and Directors)¹	Week 1:	\$14,877,904.14
	Week 2:	\$16,732,950.29
	Week 3:	\$14,877,904.14
	Week 4:	\$16,732,950.29
Payments to Officers,² Directors and Stockholders	Directors:	\$25,000.00
	Officers:	\$425,398.00
	Stockholders:	\$0
Payments to Financial and Business Consultants³	Perella Weinberg Partners LP:	\$175,000
	FTI Consulting LLC:	\$800,000
	Kurtzman Carson Consultants LLC:	\$350,000

¹ These amounts do not include amounts disbursed for payroll taxes.

² For purposes of this Schedule, the "Officers" of Hostess are considered to be individuals at the executive vice president level and above.

³ Amounts reported herein represent the Debtors' estimated liabilities for the fees and expenses of financial and business professionals to be retained under the Bankruptcy Code in these cases. The Debtors do not expect to disperse cash in satisfaction of these liabilities within the first 30 days following the filing of these chapter 11 cases.

Schedule 11

Schedule 11

**Cash Receipts and Disbursements,
Net Cash Gain or Loss, Unpaid Obligations and Receivables**

Pursuant to Local Bankruptcy Rule 1007-2(b)(3), the following provides, for the 30-day period following the filing of the Debtors' chapter 11 petitions, the estimated cash receipts and disbursements, net cash gain or loss and obligations and receivables expected to accrue that remain unpaid, other than professional fees. The table below contains significant material assumptions regarding the Debtors' ability to (a) obtain approval of their postpetition financing facility; (b) obtain accelerated payment terms from customers and avoid most setoffs (c) pay certain prepetition claims, (d) require their vendors to continue to ship on a postpetition basis. Moreover, the amounts set forth exclude any disbursements to professionals and disbursements used to pay down the Debtors' prepetition revolving asset backed facility. The amounts set forth below could change substantially if any of the assumptions prove incorrect. For additional detail, please consult the exhibits to the Debtors' motion to approve their debtor in possession financing and accommodation agreement.

Cash Receipts	\$203.9 million
Cash Disbursements (Operating and Non-Operating Disbursements)	\$241.6 million
Net Cash Gain (Loss)	\$(37.7 million)
Estimated Unpaid Postpetition Obligations	\$75 million
Estimated Unpaid Postpetition Receivables	\$101 million