

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

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In re	X
	:
	Chapter 11
Old HB, Inc.	:
(f/k/a Hostess Brands, Inc.), <i>et al.</i> ¹	:
	Case No. 12-22052 (RDD)
	:
Debtors.	:
	(Jointly Administered)
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Mark Popovich, William Dean, Robert Gregory,:	
Henry Dini, Fred Shourds, and Michael	:
Jablonowski, Individually and as Class	:
Representatives on behalf of a Putative Class of :	
all others similarly situated,	:
	Adversary No. 12-08314 (RDD)
	:
Plaintiffs,	:
	:
v.	:
	:
Hostess Brands, Inc., IBC Sales Corporation;	:
IBC Services, LLC, IBC Trucking, LLC,	:
Interstate Brands Corporation, and MCF	:
Legacy, Inc.,	:
	:
Defendants.	:
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	X

**STIPULATION FOR AN AGREED ORDER
TO CONTINUE THE HEARING ON PLAINTIFFS’ MOTION TO
CERTIFY ACTION AS A CLASS ACTION, APPOINTING LEAD CLASS
COUNSEL AND APPROVING FORM AND MANNER OF NOTICE TO THE CLASS**

This Stipulation and Agreed Order (the “Stipulation and Agreed Order”) is entered into by and among: (a) counsel to Mark Popovich, William Dean, Robert Gregory, Henry Dini, Fred Shourds, and Michael Jablonowski, each individually and as a Class Representative on behalf a Putative Class of all others similarly situated (collectively the “Plaintiffs”) and (b) counsel to

¹ The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Old HB, Inc. (f/k/a 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).

Old HB, Inc. (f/k/a Hostess Brands, Inc.) and its affiliated debtors and debtors-in-possession (collectively the “Defendants”).

RECITALS

A. On January 22, 2013, the Plaintiffs filed the Consolidated Class Action Adversary Proceeding Complaint for Violations of the Federal Work Adjustment and Retraining Notification Act 29 U.S.C. § 2010 Et. Seq. [Dkt. No. 8] (the “Consolidated Complaint”).

B. On March 1, 2013, the Defendants filed the Motion of Debtors and Debtors in Possession to Dismiss Consolidated Class Action and Adversary Complaint [Dkt. No. 11] (the “Motion to Dismiss”).

C. On March 12, 2013, the Plaintiffs filed the Motion to Certify Action as a Class Action, Appointing Lead Class Counsel and Approving Form and Manner of Notice to the Class [Dkt. No. 13] (the “Motion for Class Certification”).

D. The Motion for Class Certification is currently scheduled to be heard on May 7, 2013 at 10:00 a.m. The Motion to Dismiss is currently scheduled to be heard on June 3, 2013 at 10:00 a.m.

E. On April 17, 2013, the Defendants requested that the Plaintiffs agree to continue the hearing on the Motion for Class Certification until after the Court has decided the Motion to Dismiss.

F. The Plaintiffs and Defendants have agreed to continue the hearing on the Motion for Class Certification as set forth in this Stipulation and Agreed Order.

STIPULATION

1. **IT IS HEREBY STIPULATED AND AGREED** by and among the Plaintiffs and the Defendants (collectively, the "Parties"), through their respective counsel, as follows:
 2. The hearing on the Class Certification Motion shall be continued until after such time as the Court has decided the Motion to Dismiss.
 3. Any modification, alteration or amendment of this Stipulation and Agreed Order in whole or in part shall be subject to further approval of the Court.

Dated: April 19, 2013

Respectfully submitted,

By: /s/ Michael D. Silberfarb

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ATTORNEYS FOR PLAINTIFFS

IT IS SO ORDERED.

Dated: April 22, 2013
White Plains, New York

/s/Robert D. Drain
Honorable Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE