

Spectrum Brands

Global Batteries
& Appliances



Pet, Home
& Garden



Hardware &
Home Improvement



Global
Auto Care



Presentation to

Monness Crespi Hardt
Client Luncheon

New York - June 25, 2015

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Vice President, Investor Relations

Forward-Looking Statements

Certain matters discussed in this presentation, with the exception of historical matters, may be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, regarding our business strategy, future operations, financial condition, estimated revenues, projected costs, projected synergies, prospects, plans and objectives of management, as well as information concerning expected actions of third parties, are forward-looking statements. These statements are subject to a number of risks and uncertainties that could cause results to differ materially from those anticipated as of the date of this presentation. Important factors that could cause our actual results to differ materially from those expressed or implied herein include, without limitation: our ability to manage and otherwise comply with our covenants with respect to our significant outstanding indebtedness or maintain our credit ratings; changes and developments in external competitive market factors, such as introduction of new product features or technological developments; development of new competitors or competitive brands or competitive promotional activity or spending or industry consolidation; the cost and effect of unanticipated legal, tax or regulatory proceedings or new accounting policies, laws or regulations (including environmental, public health and consumer protection regulations); seasonality of our products and changes in consumer demand for the various types of products we offer resulting in the loss of, or a significant reduction in, sales to significant retail customers; our ability to develop and successfully introduce new products, protect our intellectual property and avoid infringing the intellectual property of third parties; public perception regarding the safety of our products, including the potential for environmental liabilities, product liability claims, litigation and other claims; unfavorable developments in the global credit markets; the impact of overall economic conditions, terrorist attacks, acts of war or other unrest in international markets on consumer spending; fluctuations in commodities prices, supply shortages, the costs or availability of raw materials or terms and conditions available from suppliers; changes in the general economic conditions in countries and regions where we do business, such as stock market prices, interest rates, currency exchange rates, inflation and consumer spending; our ability to successfully implement manufacturing, distribution and other cost efficiencies and to continue to benefit from our cost-cutting initiatives; the impact of expenses resulting from the implementation of new business strategies, divestitures or restructuring activities; our ability to integrate, and to realize synergies from, the combined businesses of Spectrum Brands, Inc. and Russell Hobbs, Inc.; our ability to identify, develop and retain key employees; unfavorable weather conditions or climate change and various other risks and uncertainties, including those discussed herein and those set forth in our filings with the Securities and Exchange Commission (“SEC”).

We also caution the reader that undue reliance should not be placed on any forward-looking statements, which speak only as of the date of this presentation. We undertake no duty or responsibility to update any of these forward-looking statements to reflect events or circumstances after the date of this presentation or to reflect actual outcomes. Additional factors that may affect future results and conditions are described in our filings with the SEC, which are available at the SEC’s web site at www.sec.gov or at Spectrum Brands’ website at www.spectrumbrands.com. The information contained in this presentation is summary information that is intended to be considered in the context of our SEC filings, and other public announcements that we may make, by press release or otherwise, from time to time. In addition, information related to past performance, while helpful as an evaluative tool, is not necessarily indicative of future results, the achievement of which cannot be assured. You should not view our past performance, or information about the market, as indicative of our future results. Further, performance information respecting investment returns on portfolio transactions is not directly equivalent to returns on an investment in our common stock.

Reconciliation of Non-GAAP Financial Measurements

Management believes that certain non-GAAP financial measures may be useful in certain instances to provide additional meaningful comparisons between current results and results in prior operating periods. Excluding the impact of current exchange rate fluctuations may provide additional meaningful reflection of underlying business trends. In addition, within this presentation, including the tables that follow, reference is made to adjusted earnings before interest, taxes, depreciation and amortization (EBITDA), free cash flow and adjusted gross profit.

Adjusted EBITDA is a metric used by management and frequently used by the financial community which provides insight into an organization's operating trends and facilitates comparisons between peer companies, because interest, taxes, depreciation and amortization can differ greatly between organizations as a result of differing capital structures and tax strategies. Adjusted EBITDA can also be a useful measure of a company's ability to service debt and is one of the measures used for determining the Company's debt covenant compliance. Adjusted EBITDA excludes certain items that are unusual in nature or not comparable from period to period.

In addition, the Spectrum Brands' management uses adjusted gross profit as one means of analyzing the Spectrum Brands' current and future financial performance and identifying trends in its financial condition and results of operations. Management believes that adjusted gross profit is a useful measure for providing further insight into Spectrum Brands' operating performance because it eliminates the effects of certain items that are not comparable from one period to the next.

Also, management believes that free cash flow is useful to both management and investors in their analysis of Spectrum Brands' ability to service and repay its debt and meet its working capital requirements. Free cash flow should not be considered in isolation or as a substitute for pretax income (loss), net income (loss), cash provided by (used in) operating activities or other statement of operations or cash flow statement data prepared in accordance with GAAP or as a measure of profitability or liquidity. In addition, the calculation of free cash flow does not reflect cash used to service debt and therefore, does not reflect funds available for investment or discretionary uses.

Spectrum Brands provides this information to investors to assist in comparisons of past, present and future operating results and to assist in highlighting the results of on-going operations. While Spectrum Brands' management believes that non-GAAP measurements are useful supplemental information, such adjusted results are not intended to replace the Spectrum Brands' GAAP financial results and should be read in conjunction with those GAAP results.

All GAAP reconciliations are available at www.spectrumbrands.com

Spectrum Brands Overview

A global, diversified consumer brands company with annual sales over \$5 billion and focused on:

- non-discretionary consumer products used in households daily
- market-leading brands in categories with barriers to entry
- delivering superior value to retailers and consumers

Global Batteries & Appliances FY14 Net Sales \$2,231M; Adj. EBITDA \$327M	Global Pet Supplies FY14 Net Sales \$600M; Adj. EBITDA \$113M	Home & Garden FY14 Net Sales \$432M; Adj. EBITDA \$102M	Hardware & Home Improvement FY14 Net Sales \$1,166M; Adj. EBITDA \$210M	Global Auto Care^(a) Adj. Net Sales: \$443M Adj. EBITDA: \$140M

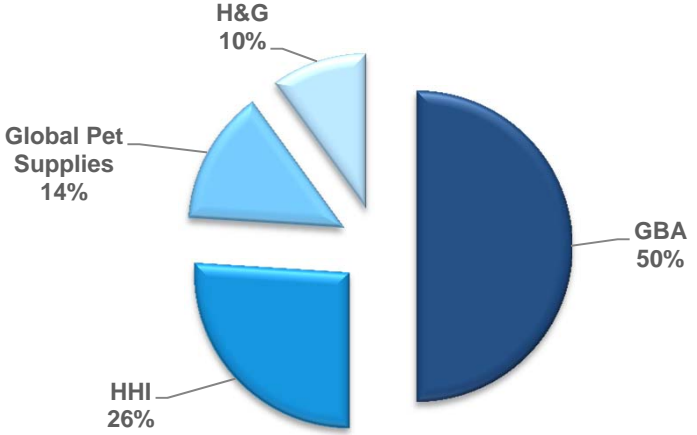
(a) Includes ~\$33m of net sales and ~\$12m of EBITDA of IDQ Acquisition Corporation ("IDQ") from 1/1/2014 to 3/16/2014, which are not included in Armored AutoGroup's consolidated audited financials as of 12/31/2014 because Armored AutoGroup acquired IDQ on 3/17/2014.

Spectrum Brands Highlights

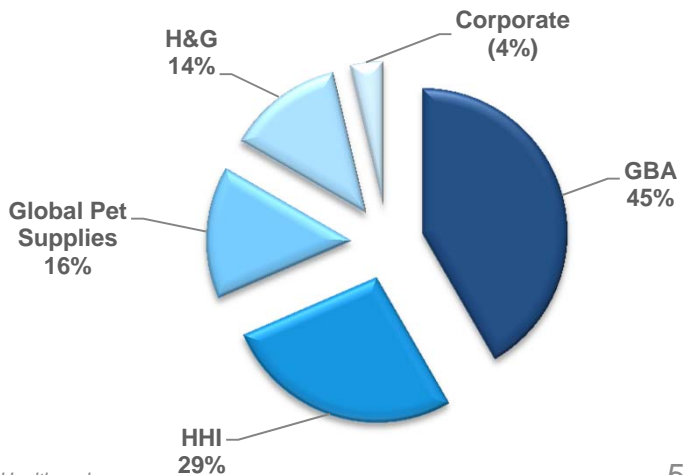
- FY14 net sales of \$4,429 million and adjusted EBITDA of \$724 million
- Spectrum Value Model drives success of strong, well-recognized and extendable brand names
- Top 3 global market positions in most product categories
- Global footprint with presence on 6 continents and products sold in approximately 160 countries
- Strong relationships with major retailers globally
- Experienced and proven management team
- FY15 acquisitions add approximately \$780 million of sales annually^(a)

The Spectrum Value Model drives adjusted EBITDA growth.

FY14 Net Sales - \$4,429 million



FY14 Adjusted EBITDA - \$724 million

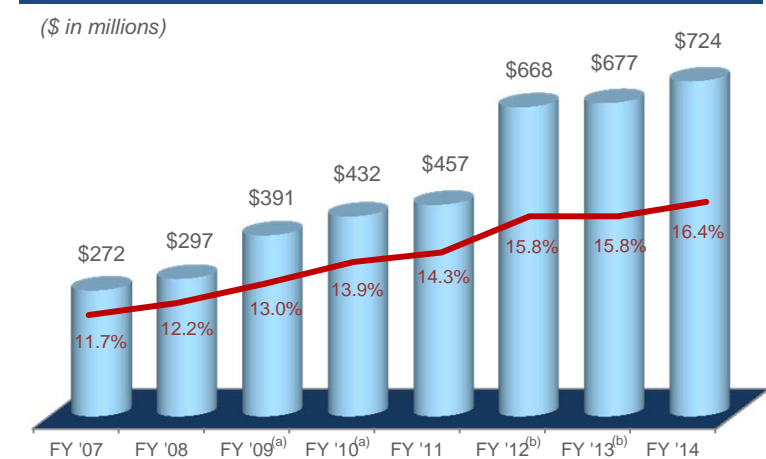
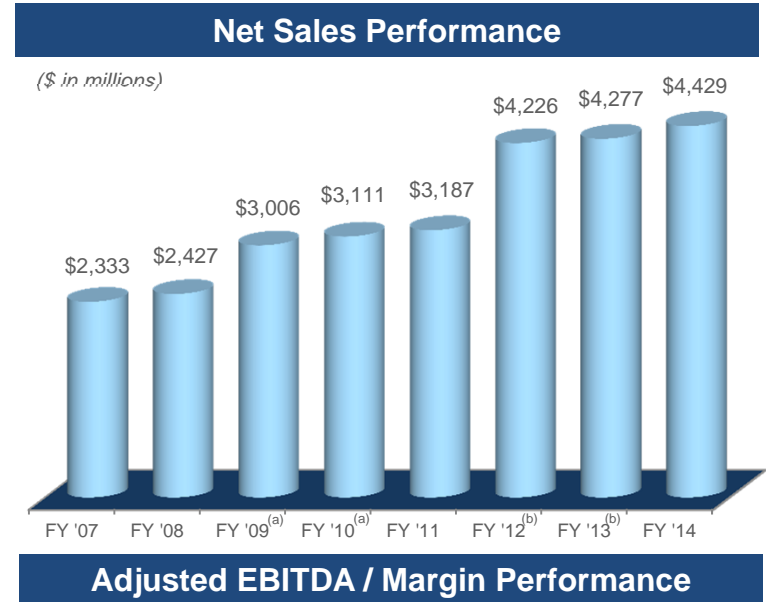


^(a) Acquisitions are Tell Manufacturing, IAMS/Eukanuba European pet food, Salix Animal Health and Armored AutoGroup.

Strong Financial Performance Despite a Challenged Consumer

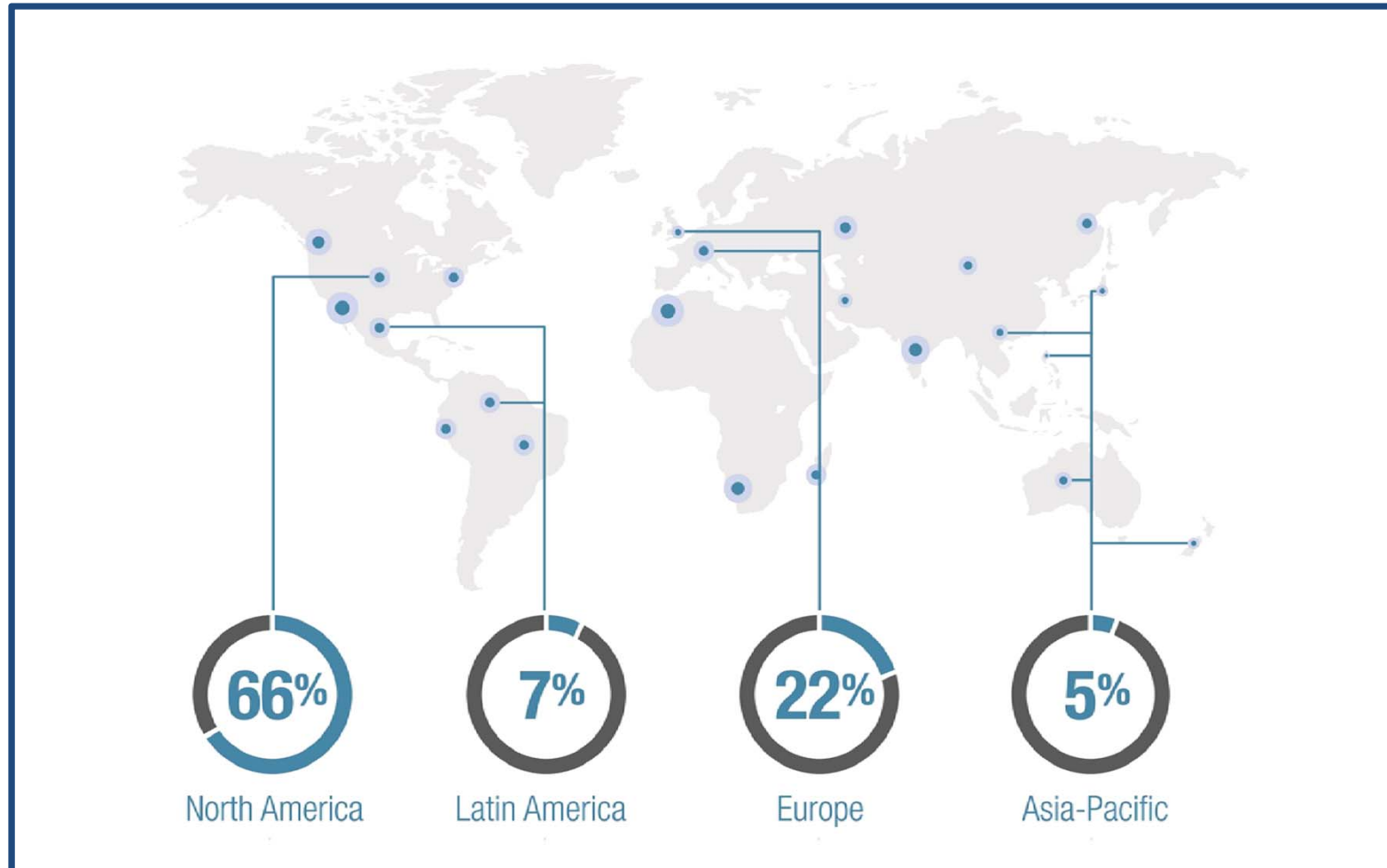
- Annual net sales and adjusted EBITDA growth
- Solid financial performance driven by:
 - Superior value-brand positioning
 - Increased distribution/market share
 - Continuous improvement/efficient operating culture
 - Global new product development
 - Leveraging infrastructure to lower production costs
- CapEx focus on product development/cost reductions

Spectrum Brands has generated robust sales and adjusted EBITDA growth both organically and through acquisitions.



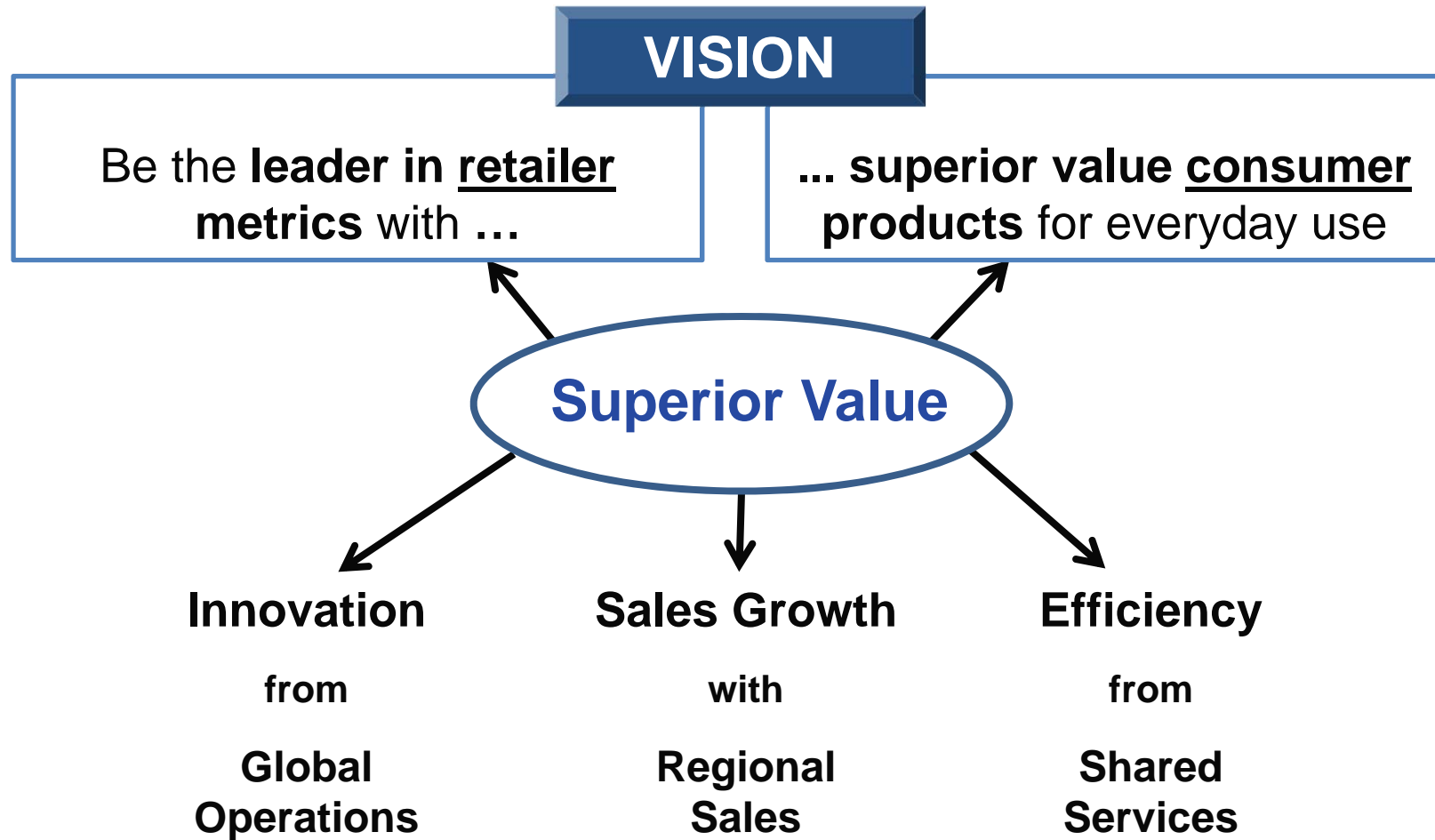
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FY14 Net Sales by Geographic Region



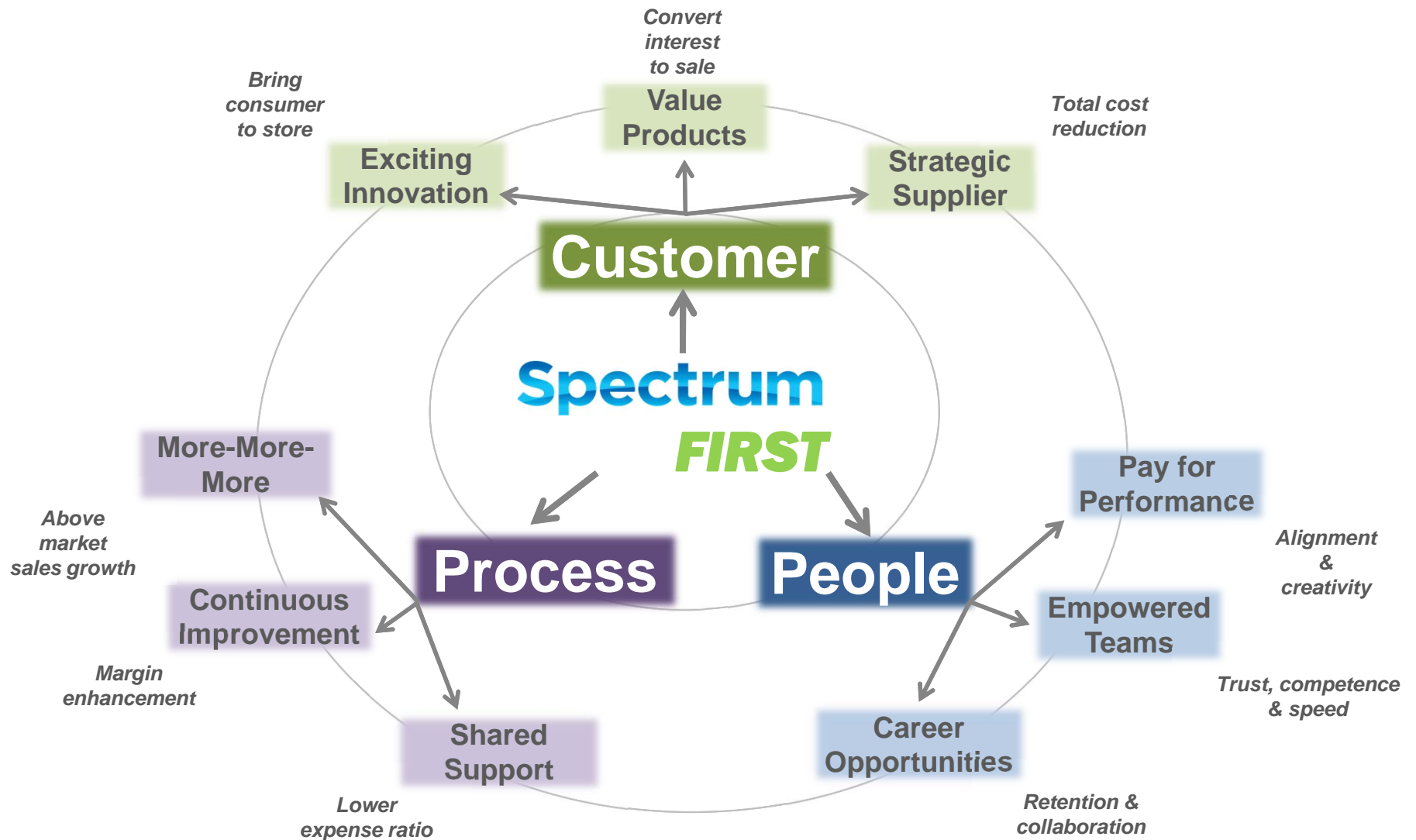
Spectrum Value Model

Platform For Lasting Customer and Consumer Relationships



































Spectrum First 3x3 Growth Accelerators

Evolution of Value Model to Advance to the Top Tier



Leading Market Share and Strong, Attractive Brands

Category	Estimated Market Position	Select Key Brands
Auto care products	Leading market share	  
Consumer batteries	#3 (North America) #2 (Europe) #1 (Latin America)	 
Portable lighting	#2 (North America, Europe, Latin America)	
Electrical shaving and grooming	#3 (North America, Europe)	
Electrical personal care products	#3 (North America) #2 (Europe)	
Kitchen & home products	#1 (U.S. kitchen appliances) #1 (U.S. hand-held irons) #1 (U.K. kitchen/home products)	   
Pet supplies	#2 (Global pet supplies) #1 (Global aquatics)	        
Home & garden control products	#1 (U.S. animal repellents) #2 (U.S. pest control)	      
Residential/commercial locksets	#1 (U.S. residential locksets) #1 (Canada locksets) #1 (U.S. luxury locksets)	   
Builders hardware	#1 (U.S. builders hardware) #2 (Mexico hardware)	   
Plumbing & accessories	#3 in U.S. retail channel	

Supporting Long-term Growth Through Synergistic Bolt-on Acquisitions

KEY ACQUISITION PRIORITIES

Global Pet Supplies

- Fragmented industry ripe for consolidation
- Large and rich list of targets that offer manufacturing and/or distribution synergies
- Primary focus in companion animals

Home & Garden

- Targets focused on small to medium-sized CPG companies in the H&G and cleaning categories
- Seek targets that offer product strategic fit and/or manufacturing and distribution synergies

Hardware & Home Improvement

- Leverage global scale, improve sales and distribution efficiencies through existing channels or add new distribution channels and geographies
- Security: expand technology and global penetration in both residential and commercial markets
- Plumbing: primary interests are opportunities that increase channel and geographic diversification and augment manufacturing capabilities

Global Auto Care

- Complementary brands and categories in DIY automotive aftermarket
- Leverage scale, improve sales and distribution efficiencies through existing channels or add new distribution channels and geographies

Spectrum Brands continually evaluates synergistic, bolt-on acquisitions to expand its product lines, extend market penetration and grow its geographic footprint.

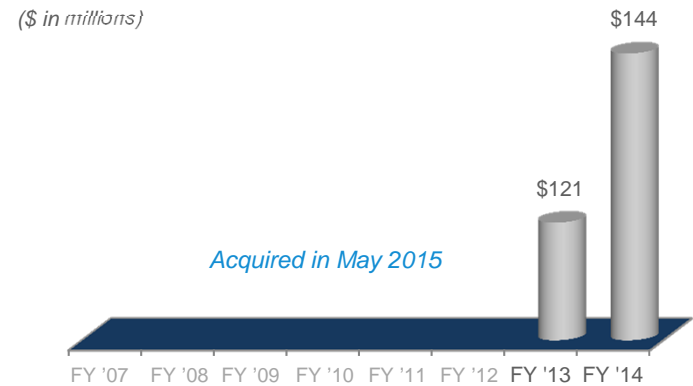
Successful Track Record of Acquisition Integration/Delevering

- Track record of using strong free cash flow generation to manage capital structure and drive value
- Proven integrator – Russell Hobbs, HHI, FURminator, Black Flag/TAT, Tong Lung and Liquid Fence
- Significant NOLs and limited CapEx requirements enhance free cash flow profile
- Spectrum Brands generated FY14 free cash flow of \$359 million and repaid over \$250 million of existing term debt in FY14; \$820 million of cumulative debt payments over the last four years
- Active capital structure management to ensure low rates on all debt tranches
- FY14 year-end leverage was approximately 4.1x

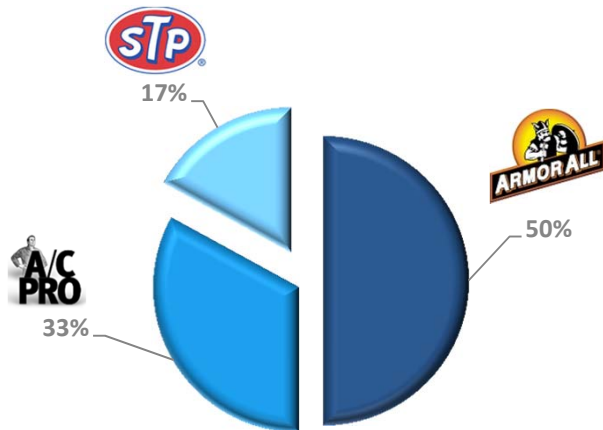
Armored AutoGroup

- Portfolio of market-leading auto care brands, including Armor All appearance products, STP performance additives and A/C PRO do-it-yourself air conditioning products
- Armor All and STP enjoy 32% and 19% unaided brand awareness while A/C PRO holds 73% market share in the DIY refrigerant category
- History of innovation and industry leadership demonstrates ability to build and maintain brand equity
- Unmatched shelf space in auto centers
- Differentiated, value-added offerings including category management, merchandising and training
- Highly synergistic IDQ air conditioning recharge business acquired in March 2014

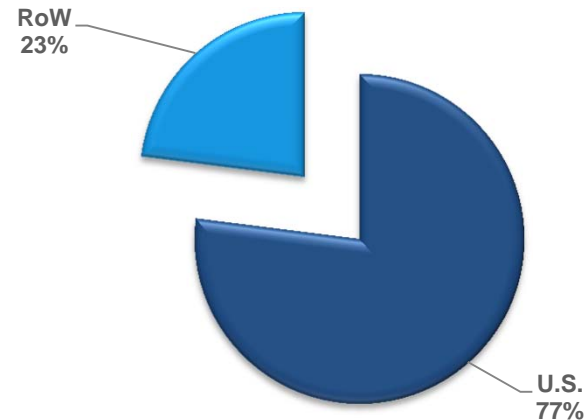
Pro Forma Adjusted EBITDA Performance



2014 Net Sales by Brand / Category



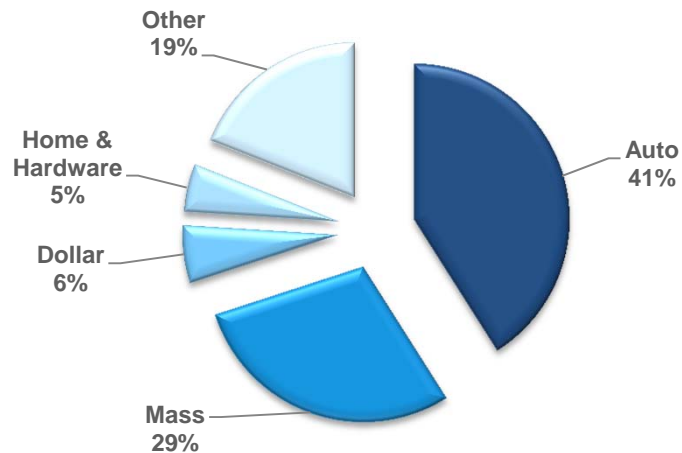
Revenue by Geography (2014)



Transaction Rationale

- Substantially increases Spectrum Brands' scale and product diversification with new category of DIY auto care
- Adds a portfolio of market-leading brands to Spectrum Brands' existing, attractive lineup
- Improves customer mix with unmatched shelf space in complementary channels
- Offers substantial international growth potential
- Enhances Spectrum Brands' margins and already robust free cash flow profile

Revenue by US Channel (2014)



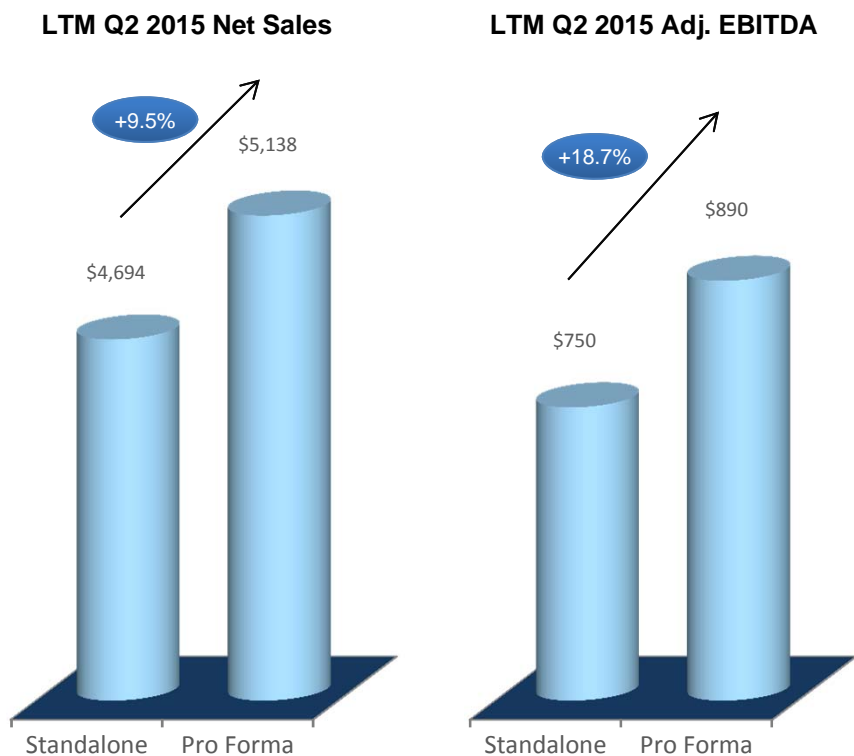
Key Brands and Products



Substantially Increases Spectrum Brands' Scale and Product Diversification

Financial Scale – LTM Q2 2015^{(a)(b)}

(\$ in millions)

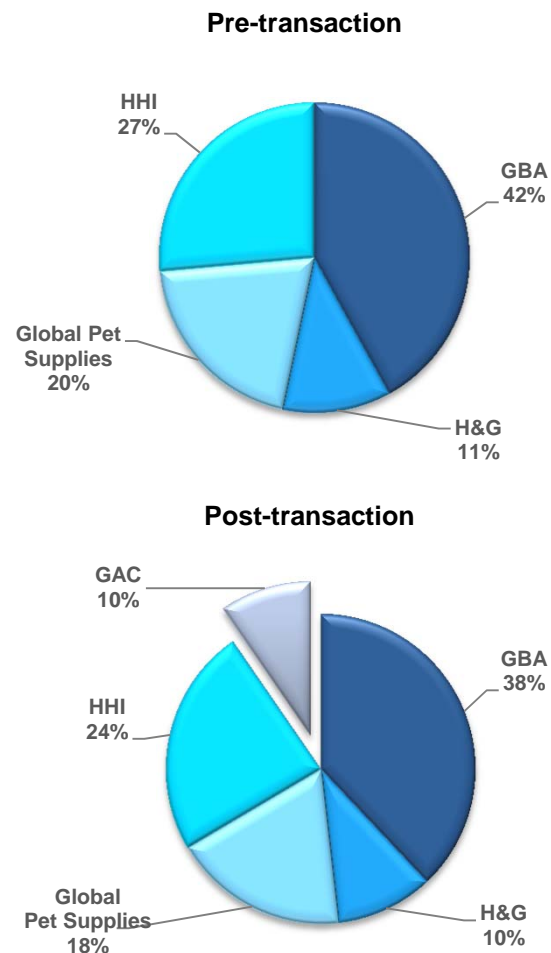


(a) Standalone SPB performance pro forma for Tell Manufacturing, IAMS, and Salix acquisitions.
 (b) Does not include synergies and represents FY14 Armored AutoGroup adjusted performance.

Source: Company information, Public filings



Product Diversification by Net Sales



Spectrum Brands

Hardware &
Home Improvement

Kwikset

BALDWIN

PfISTER.

STANLEY

WEISER

**National
Hardware**

Global Batteries
& Appliances

RAYOVAC

VARTA

REMINGTON

BLACK+DECKER

GEORGE FOREMAN

Russell
Hobbs

Pet, Home
& Garden

DINGO

FURRY FRIENDS

Tetra

Spectracite

Cutter

**HOT
SHOT**



Hardware & Home Improvement Overview

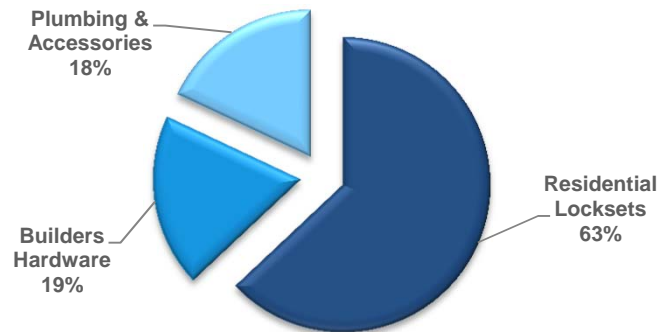
- Eight consecutive quarters of YOY net sales and adjusted EBITDA increases since December 17, 2012 acquisition
- Leading provider of residential locksets, builders hardware and plumbing and accessories
- Diversified product portfolio with well-recognized brands characterized by outstanding new product innovation and execution
- Large installed base – about 900 million locks/66 million households
- Long-standing and highly collaborative relationships with customers across all channels

Adjusted EBITDA Performance

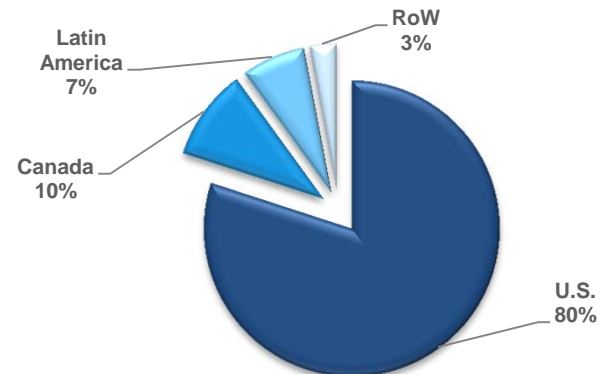
(\$ in millions)



Net Sales by Segment (FY14)



Net Sales by Geography (FY14)



FY14 Net Sales \$1,166M; Adj. EBITDA \$210M

Spectrum Brands

Hardware &
Home Improvement

Kwikset

BALDWIN

Pfister

STANLEY

WEISER

National
Hardware

Global Batteries
& Appliances

RAYOVAC

VARTA

REMINGTON

BLACK+DECKER

GEORGE FOREMAN

 **Russell
Hobbs**

Pet, Home
& Garden

DINGO

FURRYNATOR

Tetra

Spectracide

Cutter

**HOT
SHOT**



Global Batteries & Appliances Overview

- Value brands appeal to consumers
- Large/growing customers represent significant share of total market, helping to propel share gains
- Global market leader in hearing aid batteries
- Capitalizing on platform with innovation and a stream of new product launches
- Strong adjusted EBITDA performance despite soft economy and volatile FX

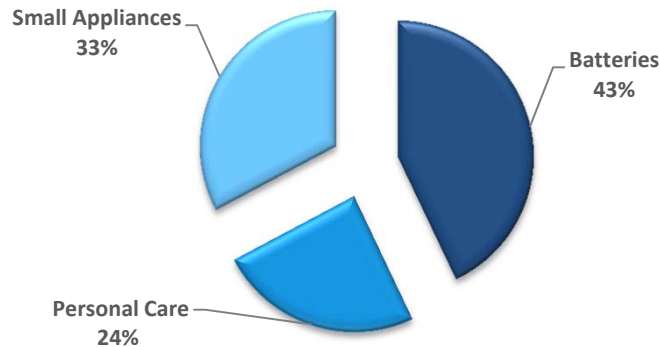
Adjusted EBITDA Performance

(\$ in millions)

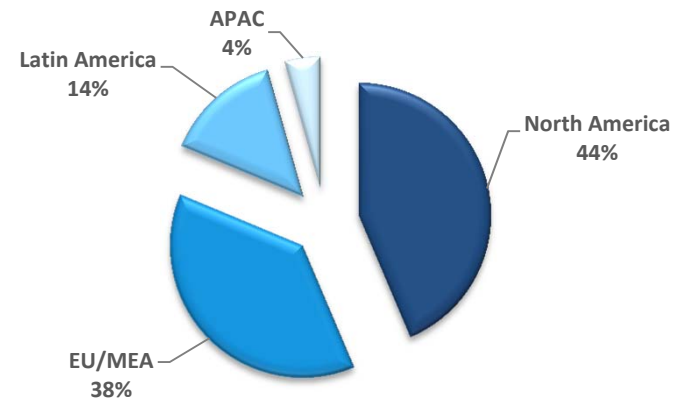


(a) Reflects pro forma as if Russell Hobbs merger completed at beginning of respective period.

Net Sales by Segment (FY14)



Net Sales by Geography (FY14)



FY14 Net Sales \$2,231M; Adj. EBITDA \$327M

Spectrum Brands

Hardware & Home Improvement

Kwikset

BALDWIN

PfISTER

STANLEY

WEISER

National Hardware

Global Batteries & Appliances

RAYOVAC

VARTA

REMINGTON

BLACK+DECKER

GEORGE FOREMAN

Russell Hobbs

Pet, Home & Garden

DINGO
Meat in the Middle!

FURminator

Tetra

Spectracide

Cutter

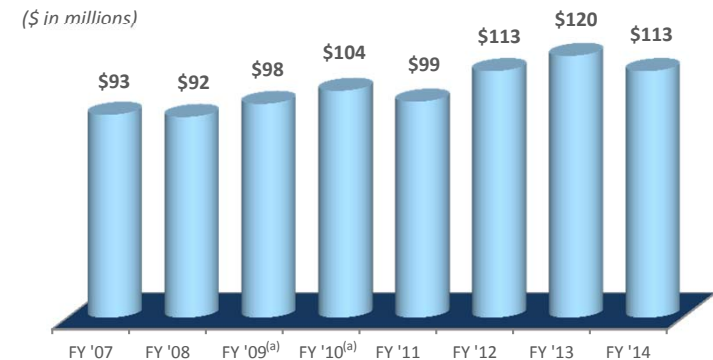
HOT SHOT



Global Pet Supplies Overview

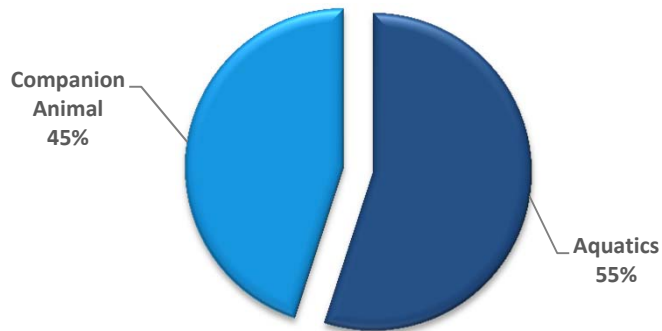
- Attractive industry trends
- Global market leader in aquatics category with a broad and innovative product line led by the Tetra brand
- 2014 EBITDA decline driven by Russia import restrictions and weak Yen. Issue resolved during FY15 Q2.
- Strong new product pipeline in FY15 and FY16 in both aquatics and companion animals
- Geographic growth continues in Europe and Latin America
- \$900 million of annual revenues on a pro forma basis for the IAMS/Eukanuba and Salix acquisitions completed in FY15

Adjusted EBITDA Performance

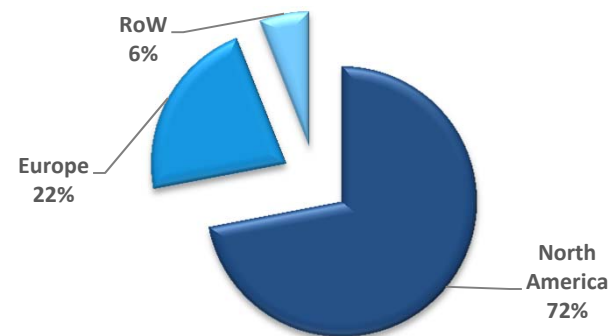


(a) Reflects pro forma as if Russell Hobbs merger completed at beginning of respective period.

Net Sales by Category (FY14)



Net Sales by Geography (FY14)



FY14 Net Sales \$600M; Adj. EBITDA \$113M

IAMS/Eukanuba and Salix Acquisitions

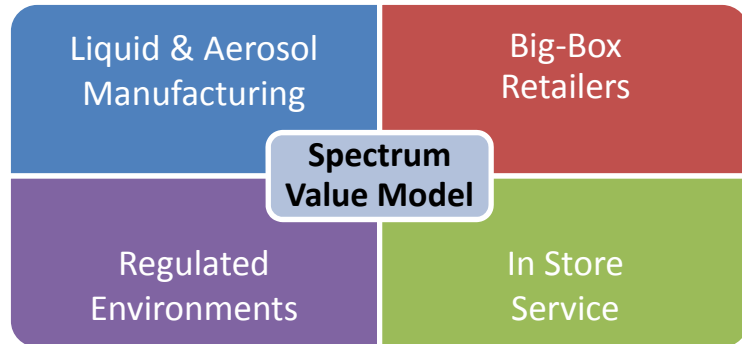
- IAMS/Eukanuba European premium pet food brands for dogs and cats acquired on December 31, 2014
 - IAMS: premium brand with broad consumer appeal and leadership share of the premium dry dog food market in the U.K.
 - Eukanuba: premium brand in the pet specialty channel
 - Cross-selling opportunities from our Pet division's strength in Continental Europe and the strength of the acquired business in the U.K.
 - Modern, highly automated manufacturing plant in the Netherlands and an integrated warehouse
 - Synergies in overhead, SG&A and distribution
- Salix Animal Health, the world's leading and largest vertically integrated producer and distributor of premium, natural rawhide dog chews, treats and snacks acquired on January 16, 2015
 - Strengthens, diversifies and expands Pet's market position in rawhide dog treats, a fast-growing sub-category with estimated annual global retail sales of \$2 billion
 - Flagship brands: Healthy-Hide and Digest-eeze
 - Strong patents around flavors and digestibility
 - Flexible supply chain with manufacturing plants in Brazil, Ecuador, Mexico and Colombia



Home & Garden Overview

- Another record year in FY14
- Completed accretive Liquid Fence bolt-on acquisition in FY14
- Attractive industry trends
- Unique competitive environment
- Solid retail relationships

Drivers of Success



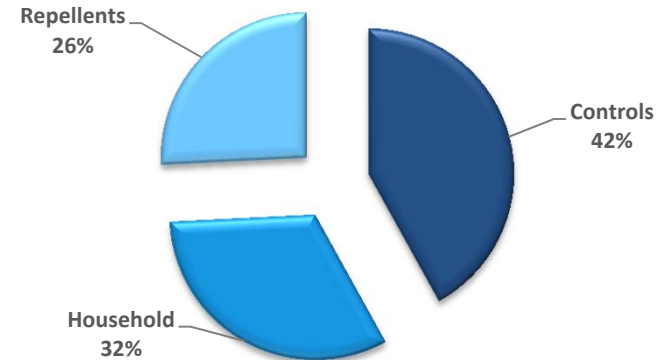
Adjusted EBITDA Performance

(\$ in millions)



(a) Adjusted EBITDA excludes impact of Growing Products division shut down in Q2 FY09.
 (b) Reflects pro forma as if Russell Hobbs merger completed at beginning of respective period.

Net Sales by Segment (FY14)

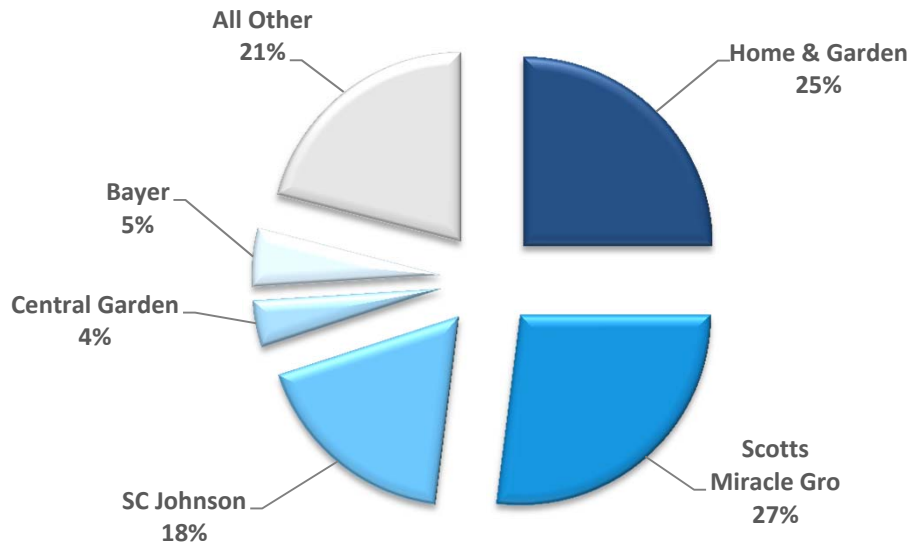


FY14 Net Sales \$432M; Adj. EBITDA \$102M

Strong #2 Share in the Industry

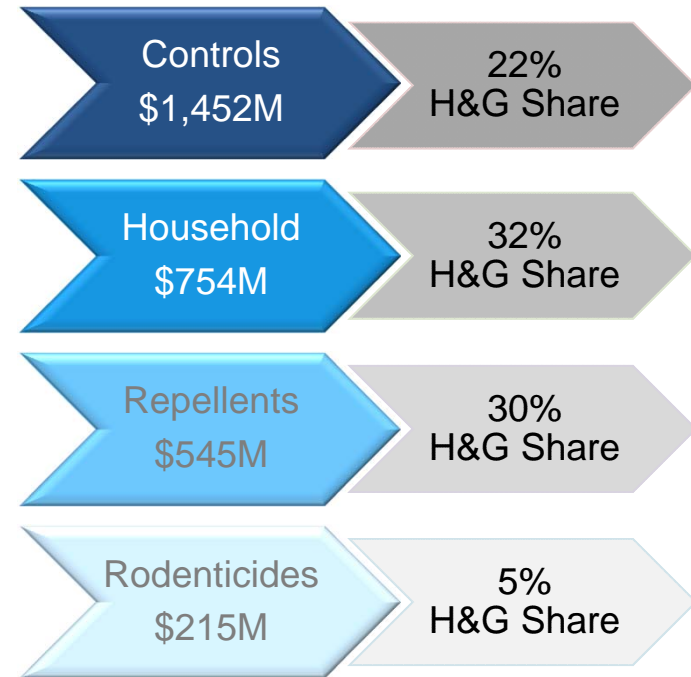
U.S. Retail Home & Garden Pest Control Market

Vendor Market Share Estimate



Source: Home & Garden Management Estimates

Home & Garden Share



Source: Home & Garden Management Estimates

H&G Change = +2 pts from 2013 to 2014

\$3 Billion Retail Category (2014 Estimate)

Key New Products

Global Batteries



Global Appliances



Hardware & Home Improvement



Global Pet Supplies



Home & Garden



Financial Review Q2

- Reported Q2 net sales of \$1.07 billion increased 4.4% vs. last year
 - Excluding negative impact of \$55 million of FX and acquisition sales of \$72 million, sales increased 2.8%
 - Strong volume growth in Home & Garden, HHI, Europe and Latin America partially offset by continuing challenges in the North American battery and legacy Pet businesses
- Reported gross margin of 35.1% decreased slightly from 35.2% last year primarily due to the negative impact of FX
- Reported SG&A expense was \$257 million, or 24.1% of sales, vs. 23.6% last year due to higher expenses for stock compensation and an executive transition agreement
- Reported operating margin was 8.3% compared to 9.1% last year
- Interest expense of \$49 million increased \$2 million year-over-year driven by acquisitions

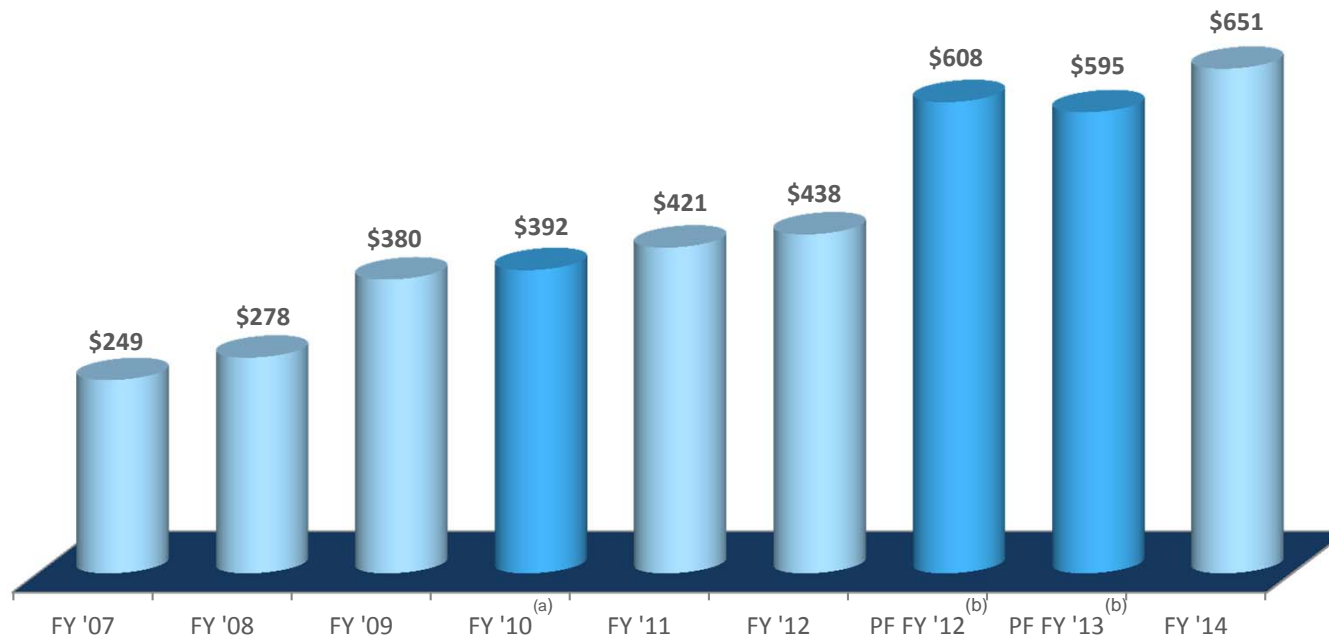
Robust Business with Solid Cash Flow Generation

- FY15 free cash flow is expected to be up to \$440 million, or nearly \$8 per share
- FY14 free cash flow was a record \$359 million, or \$6.75 per share
- FY13 free cash flow was \$254 million, or approximately \$5 per share

Adjusted EBITDA less capital expenditures

(\$ in millions)

■ Pro Forma
■ Legacy/Organic



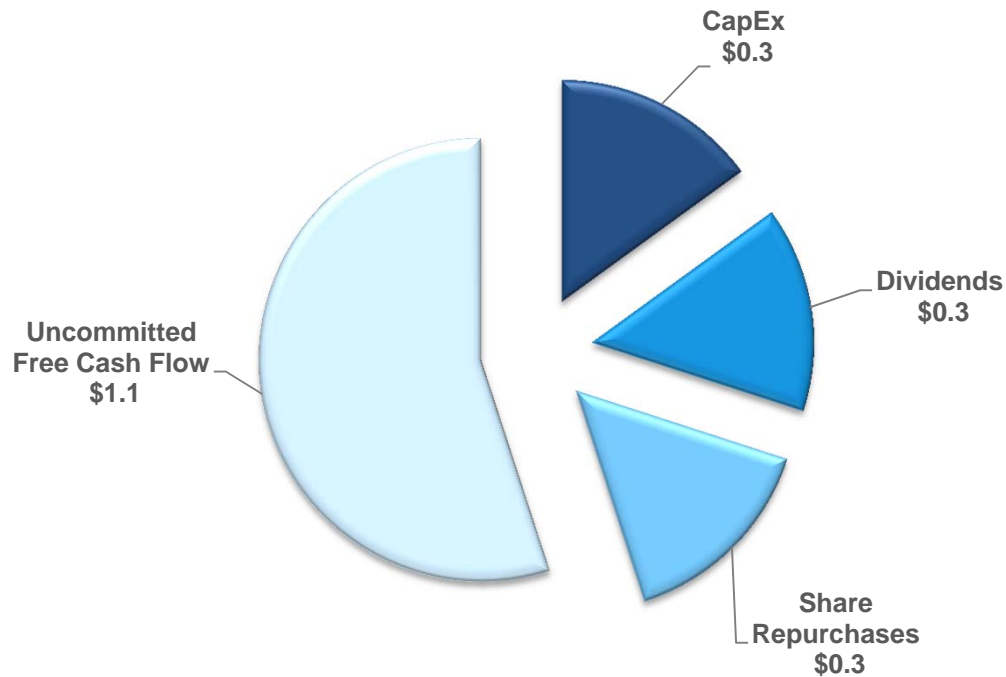
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Strong Cash Flow and Value Creation Flexibility

2015-2018 Operating Cash Flow = ~\$2.0 Billion^(a)

(\$ in billions)



(a) Excludes Armored AutoGroup acquisition.

Uncommitted Cash Optionality

- Pay down debt
- Acquisitions
- Further increase dividends
- Share repurchases

Fiscal 2015 Outlook

- Planning for 6th consecutive year of record performance
- Sales growth in the mid-single digit range
- Continued cost improvement discipline
- FX headwinds
- Free cash flow is projected to be up to \$440 million
- Focus remains on growing adjusted EBITDA and maximizing sustainable free cash flow

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Auto Care



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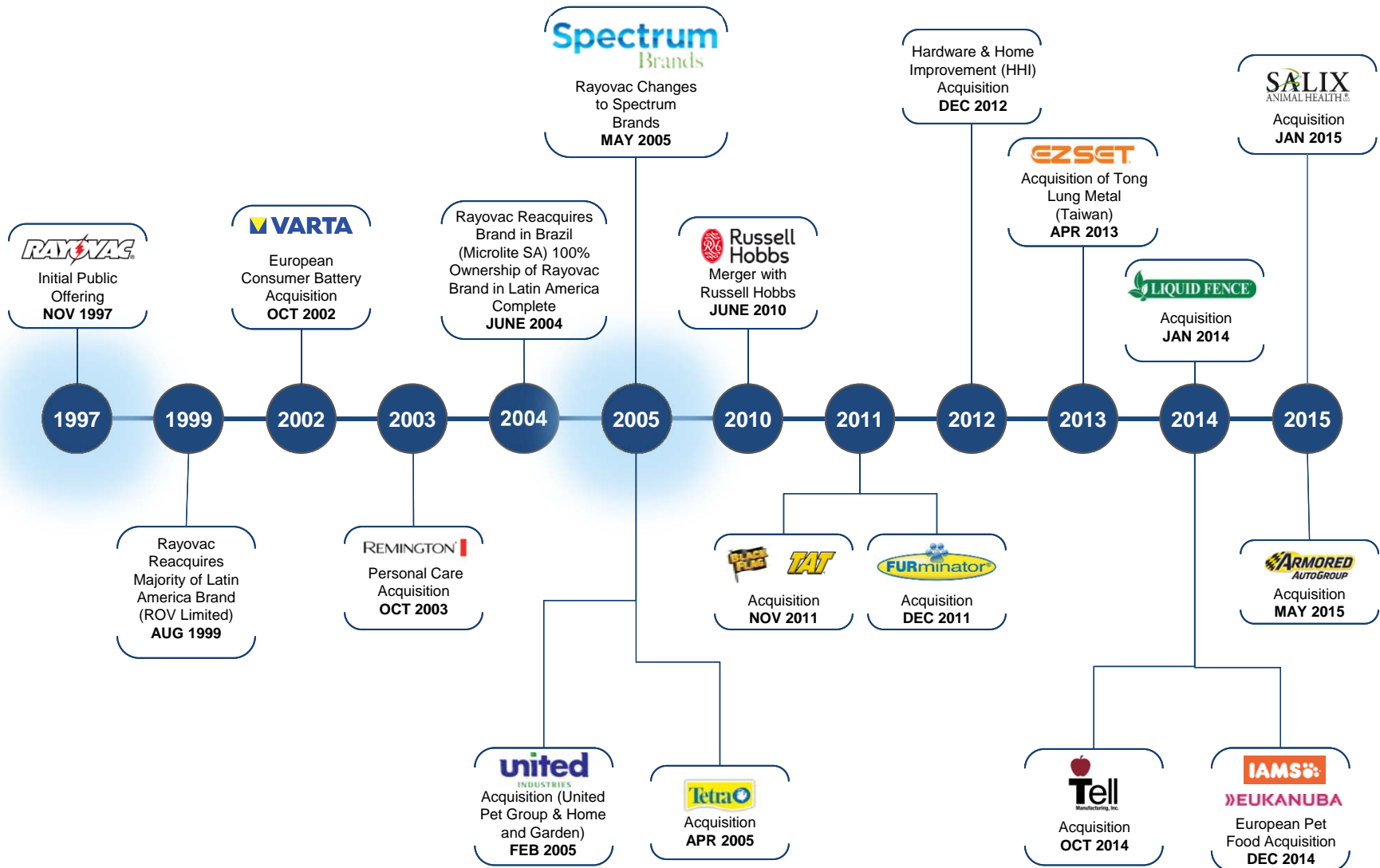


Global
Auto Care



Appendix

Long and Successful History of Acquisitions



Financial Snapshot

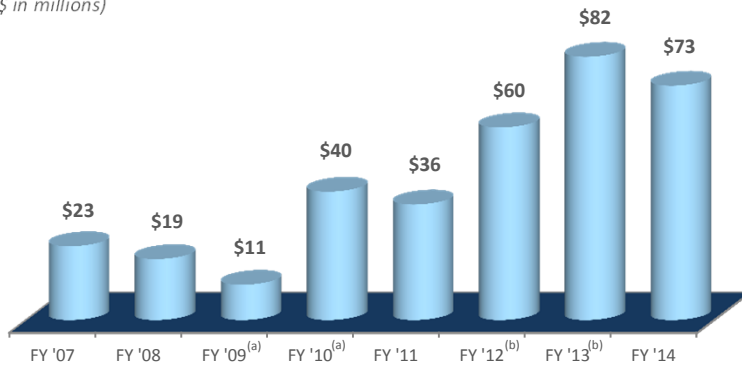
Pro forma net sales

(\$ in millions)



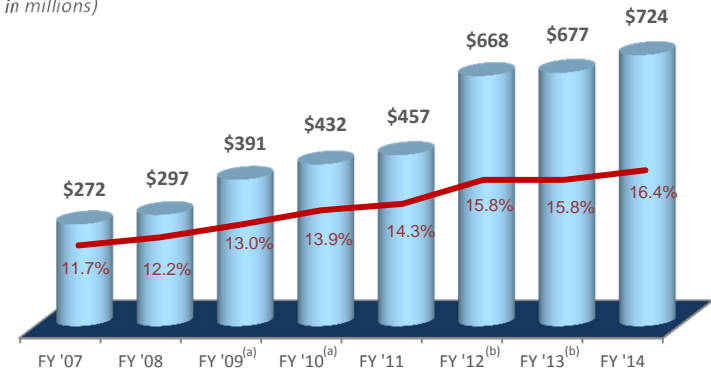
Capital expenditures

(\$ in millions)



Adjusted EBITDA

(\$ in millions)



Adjusted EBITDA less capital expenditures

(\$ in millions)



(a) Reflects pro forma as if Russell Hobbs merger completed at beginning of respective period.

(b) Reflects pro forma as if HHI acquired at beginning of respective period. The pre-acquisition earnings and capital expenditures of HHI do not include the TLM Taiwan business as stand alone financial data is not available for the periods presented. The TLM Taiwan business is not deemed material to the Company's operating results.

Proven track record of top-line growth and improving profitability.

Reconciliation of Adjusted EBITDA

	9/30 FY2009	9/30 FY2010	9/30 FY2011	9/30 FY2012	PF9/30 FY2012	PF9/30 FY2013	9/30 FY2014
Net income (loss)	\$943	(\$190)	(\$75)	\$49	\$49	(\$55)	\$215
Income tax expense	74	63	92	60	60	27	59
Interest expense	190	277	208	192	192	376	202
Depreciation and amortization	67	118	135	134	134	184	204
Unadjusted EBITDA	\$1,274	\$268	\$360	\$435	\$435	\$532	\$680
Adjustments to EBITDA							
Pre-acquisition earnings	81	66	-	-	183	30	-
Restructuring and related charges	46	24	29	20	20	34	23
Acquisition and integration related charges	-	39	37	31	31	48	20
Reorganization items	(\$1,139)	3	-	-	-	-	-
Loss from discontinued operations	86	3	-	-	-	-	-
Intangible asset impairment	34	-	32	-	-	-	-
Accelerated depreciation and amortization	(4)	(3)	(\$1)	-	-	-	-
Fresh-start inventory fair value adjustment	16	34	-	-	-	-	-
Russell Hobbs inventory fair value adjustment	-	3	-	-	-	-	-
Other fair value adjustments	2	-	-	-	-	31	-
Venezuelan devaluation	-	-	-	-	-	2	-
Brazilian IPI credit/other	(6)	(5)	-	-	-	-	-
Other	-	-	-	-	-	-	1
EBITDA - Adjusted	\$390	\$432	\$457	\$486	\$669	\$677	\$724

Reconciliation of Adjusted EBITDA by Segment

	FY 2014					
	Global Batteries & Appliances	Global Pet Supplies	Home & Garden Business	Hardware & Home Improvement	Corporate / Unallocated Items ⁽¹⁾	Consolidated Spectrum
<i>(\$ in millions)</i>						
Net Income (Loss), as adjusted	\$235	\$79	\$88	\$157	(\$344)	\$215
Interest expense	-	-	-	-	202	202
Income tax expense	-	-	-	-	59	59
Depreciation and amortization ⁽²⁾	73	31	13	40	47	204
EBITDA	\$308	\$110	\$101	\$197	(\$36)	\$680
Restructuring and related charges	11	\$3	-	8	1	23
Acquisition and integration related charges	8	-	1	4	7	20
Other ⁽³⁾	-	-	-	-	1	1
Adjusted EBITDA	\$327	\$113	\$102	\$209	(\$27)	\$724

(a) (1) It is the Company's policy to record income tax expense and interest expense on a consolidated basis. Accordingly, such amounts are not reflected in the operating results of the operating segments.

(b) (2) Included within depreciation and amortization is amortization of unearned restricted stock compensation.

(c) (3) Included in other are costs associated with onboarding for a key executive.

Spectrum Brands

Global Batteries
& Appliances

Pet, Home
& Garden

Hardware
& Home Improvement

Global
Auto Care

RAYOVAC

VARTA



Russell Hobbs

REMINGTON

DINGO

Cutter

GEORGE FOREMAN

LITTERMAID

PRO-SENSE

8in1

HEALTHY HIDE

FORTIS
FURO DESIGN ITALIANO

TAT
INSECTICIDES

HOT SHOT

Spectracide



ULTRA **PRO**

REPEL

Tetra

STP

Kwikset

Garden
Safe

WEISER
SECURITY & INNOVATION SINCE 1964

iLIGHT
PRO
professional
hair removal results at home

MARINELAND

Instant Ocean

STANLEY

FURminator
PROFESSIONAL PET PRODUCTS

NATURE'S MIRACLE

BALDWIN

WET2
STRAIGHT

PfISTER

GEO
by BLACK & DECKER

Wild
Harvest

A/C PRO

EZSET

IAMS

smooth
& silky

Tell
Manufacturing, Inc.

Sportsman

BIRDOLA
Wildlife feeding specialists

Digestease

Breadman

Jungle

FreshResults

Balanced-By-Nature
ECOTRITION

**National
Hardware**

CFANAL

PETNATION

Perfect
Coat
Every Dog Has His Perfect Style

»EUKANUBA

LIQUID FENCE

BLACK+DECKER

FARBERWARE

Juiceman

Excel

PROLINE
ADVANCED

ARMOR ALL