Presentation to Milwaukee Investors

March 15, 2011

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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.

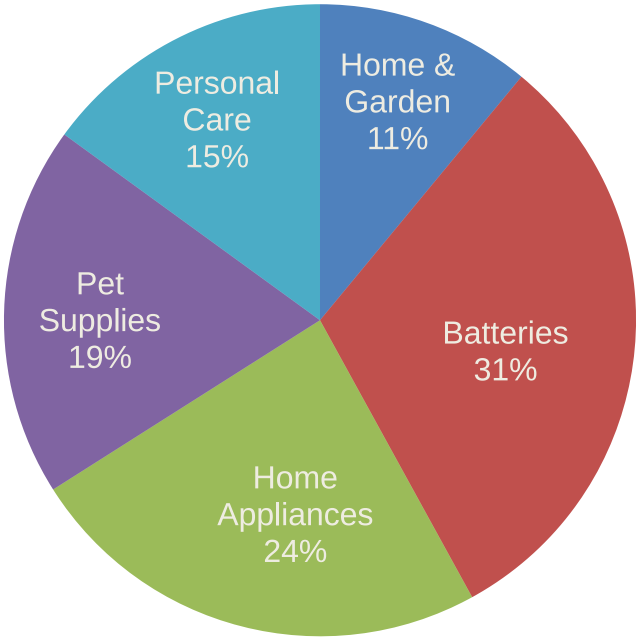
Spectrum Brands provides this information to investors to assist in comparisons of past, present and future operating results and to assist in highlighting the results of on-going operations. While Spectrum Brands' management believes that non-GAAP measurements are useful supplemental information, such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

See Appendix to this presentation for GAAP reconciliations.
All GAAP reconciliations are available at www.spectrumbrands.com

Spectrum Brands – Providing Quality and Value to Retailers and Consumers Worldwide

- $3.1 billion in fiscal 2010 revenues*
- Record $432 million in adjusted EBITDA for fiscal 2010*
- Spectrum Value model drives success of strong, well-recognized and extendable brand names
- Top 3 positions in large, growing global categories with few major competitors
- True global footprint with solid presence on 6 continents and greater than 120 countries
- Expansive distribution network and strong relationships with major retailers globally
- Proven management team

Diverse Portfolio Across Attractive Categories
$3.1 Billion – FY 2010 Revenues



Spectrum Value Model Drives Success

*Calculated as if Russell Hobbs joined portfolio at 10/1/09

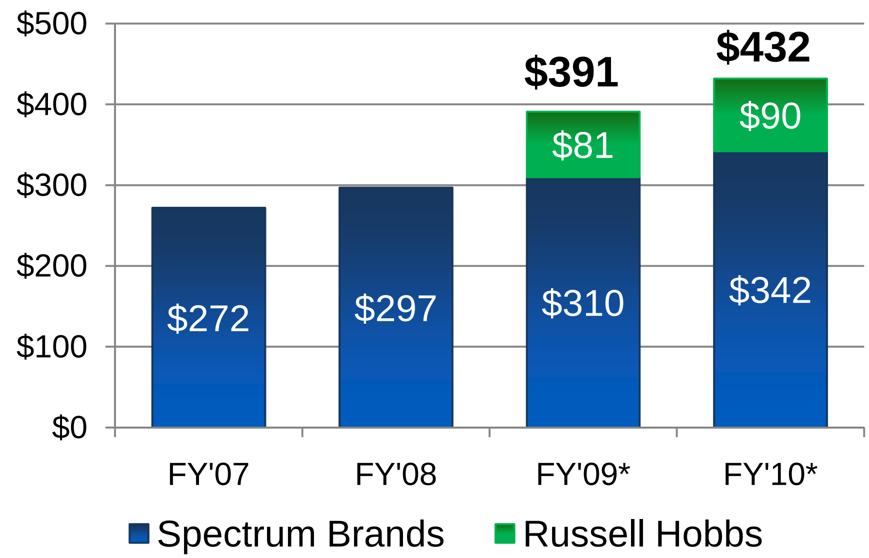
Attractive Segment Profile and Brands

Global Batteries & Appliances	Global Pet Supplies	Home & Garden

Consistent Adjusted EBITDA Growth

- Increasing market share in certain key product segments
- Focused Cap-X on product development and cost reductions
- Successful cost savings initiatives at both SPB and Russell Hobbs
  - SKU rationalization
  - Brand rationalization (Russell Hobbs)
- Leveraging infrastructure to reduce operating expenses through facility closures/SAP

Adjusted EBITDA



* Includes Russell Hobbs as if combined with SPB on 10-1-09; fiscal year ended Sept. 30
($ in millions)

Spectrum Brands Vision

VISION

Be the leader in retailer metrics with superior value consumer products for everyday use

GOAL

Create an additional $1 billion of enterprise value in 3 years

Spectrum Value Model:
“Same Performance, Less Price / Better Value”

Market Positioning
Focus on #2 brands in markets with high barriers to entry

Value to Retailers
Best retailer margin; category mgmt; merchandising

Product Performance
Match or exceed competitor product performance

Point of Sale Focus
Win at point-of-sale, not through brand advertising

Spectrum Value Model

Focused Investment
Invest in product performance, R&D and cost improvement

Control Costs
Cost reductions via shared services, global NPD and common platform products

The “Spectrum Value Model” differentiates Spectrum Brands and provides stability and sustainable earnings

Business Segments Structured to Drive Success

GBA

Batteries: Delivers solid cash flow
REM: Geographic and product growth opportunities

Addition of RH provides synergies, contributes strong adjusted EBITDA and free cash flow

Pet

Benefits from fold-in acquisitions and cost improvements

H&G

Benefits from fold-in acquisitions and brand extensions

SUCCESS!!

Results in expanded adjusted EBITDA, free cash flow and enterprise value

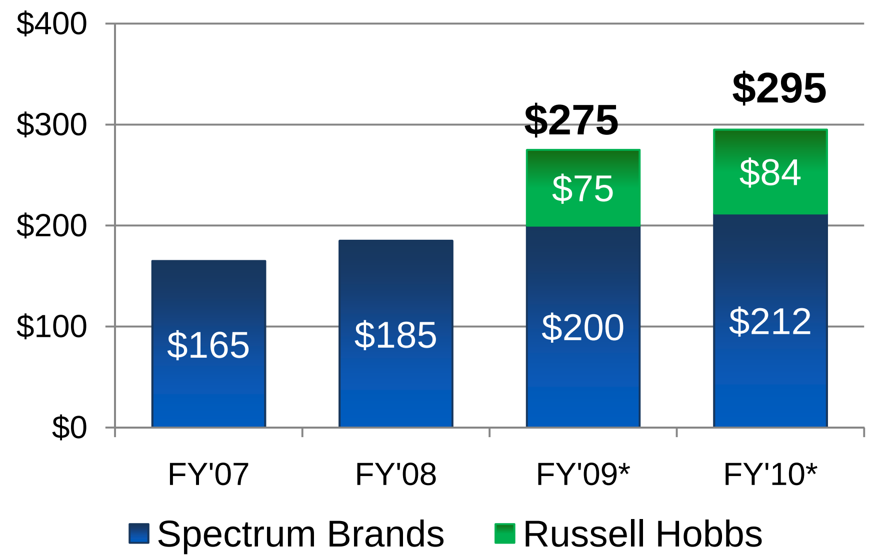
Global Batteries / Appliances Segment - Delivers Strong Performance

- $2.19 billion in net sales and $295 million in adjusted EBITDA in FY'10*

- Batteries & Personal Care led adjusted EBITDA improvements for Spectrum Brands

- Successful integration of Russell Hobbs

Adjusted EBITDA

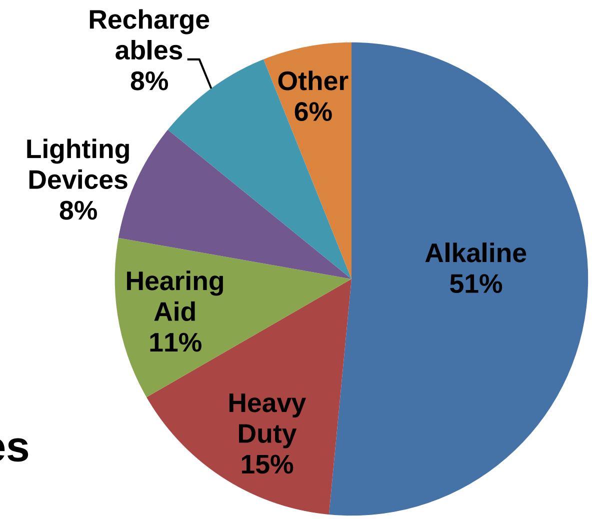


* Includes Russell Hobbs as if combined with GBA on 10-1-09; fiscal year ended Sept. 30
($ in millions)

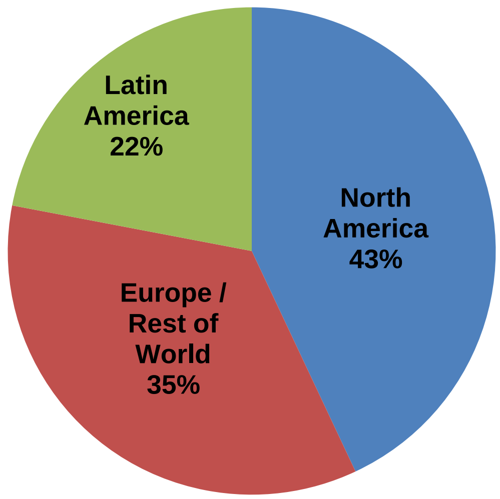
Global Batteries (Rayovac & VARTA)

- $954 million in net sales and $166 million in adjusted EBITDA in FY’10
- North America: Record level of alkaline share. Value proposition critical to recent share gains.
- Europe: Significant player in all key markets with solid #2 position
- Latin America: #1 battery in market with best overall alkaline and zinc carbon performance
- Hearing Aid: #1 worldwide with 56% volume share

Product Categories



Geographically Diverse

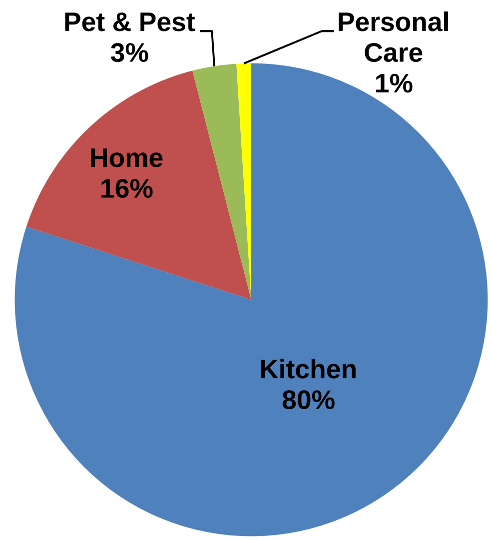


Note: Based on fiscal 2010 net sales

Home Appliances (Russell Hobbs)

- $759 million in net sales and $84 million in adjusted EBITDA in FY’10
- Well-known and respected brand names
- Top 3 market share in 11 of its 17 core product categories in U.S.
- Market-leading positions in 6 key categories: indoor grills, irons, toaster ovens, toasters, citrus juicers and bread makers
- Strong relationships with major retailers worldwide
- Positive consumer trends
  - Stay at home cooking/healthy eating

Product Categories



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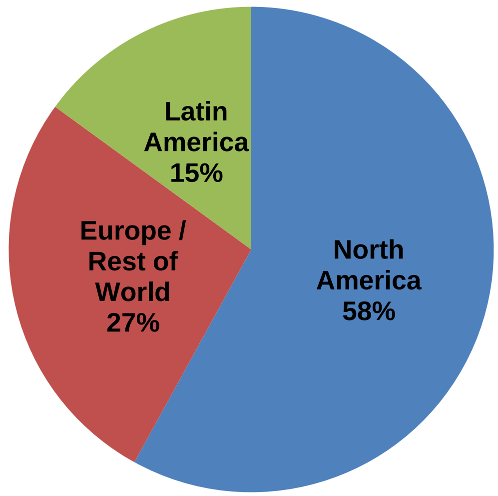


Note: Based on fiscal 2010 net sales

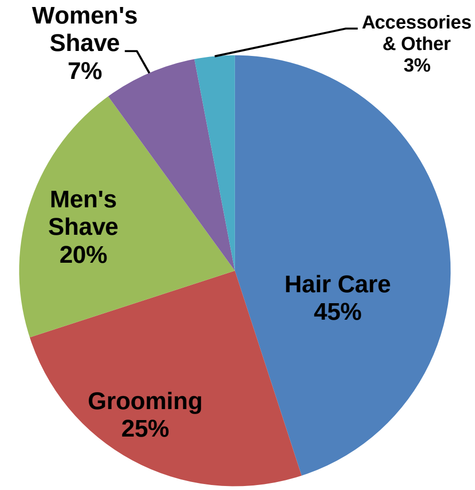
Russell Hobbs and the Spectrum Model

- Well-positioned to be a value to retailers, particularly with the Black & Decker brand
- Share similar customer base – primarily big box retailers
- Leverage Spectrum's Value Model to accelerate synergies and sales growth
- Cost improvement opportunities to streamline processes and cut costs which will allow RH to reinvest in product performance and R&D
- Shared services and global new product development cost reduction initiatives under way

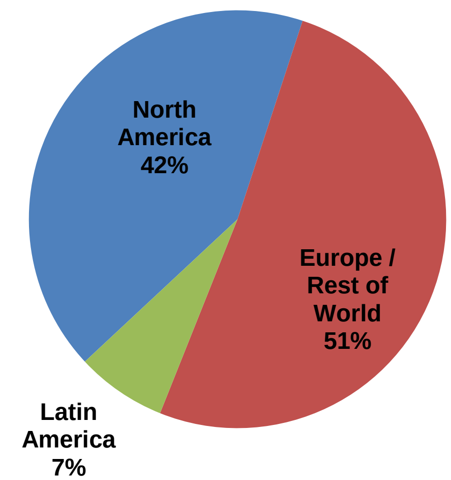
Personal Care (Remington)

- $474 million in net sales and $47 million in adjusted EBITDA in FY'10
- High consumer brand awareness – Remington
- Founded off men's shaving
- Strong market share in most regions
- Women's hair care fastest-growing segment
- Positioned for growth in emerging markets

Product Categories



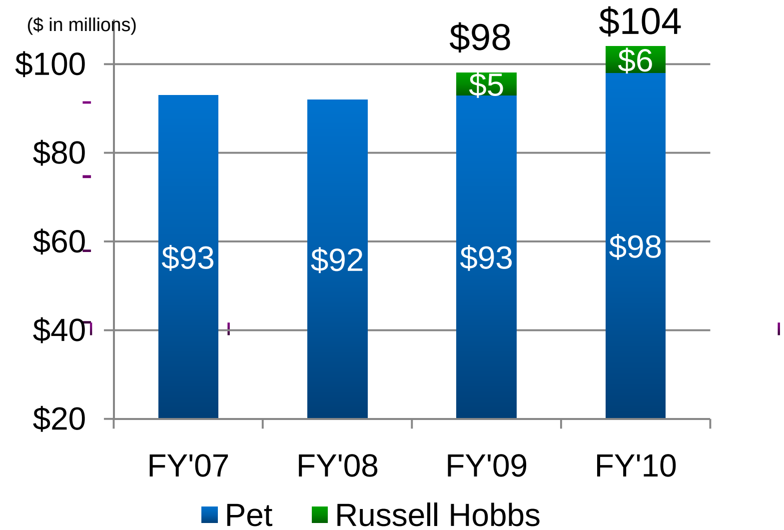
Geographically Diverse



Note: Based on fiscal 2010 net sales

Global Pet Supplies Segment – Improving Performance

Adjusted EBITDA Performance

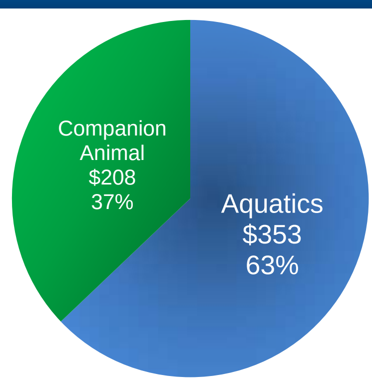


Note: Fiscal year ended September 30

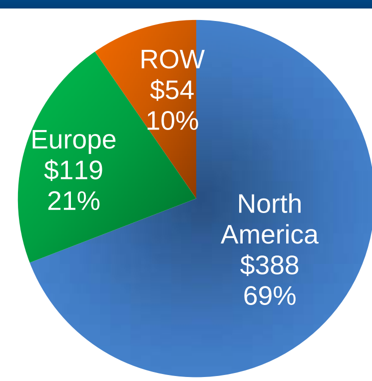
- As a result of aggressive cost-cutting activities, adjusted EBITDA has resumed growth
- Strong new product pipeline in FY'11-12 should restore volume growth
- $7-$11 million of cost-cutting opportunities being pursued in FY'11-12
- Targeting acquisitive "tuck-in" growth opportunities in companion animals (i.e., Birdola)

Net Sales by Category

Companion Animal $208 37%
Aquatics $353 63%



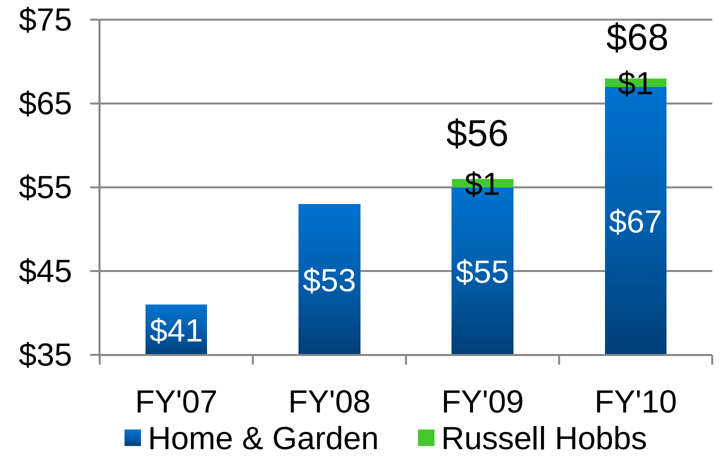
Net Sales by Geography



FY 2010 net sales: $577 million
($ in millions)

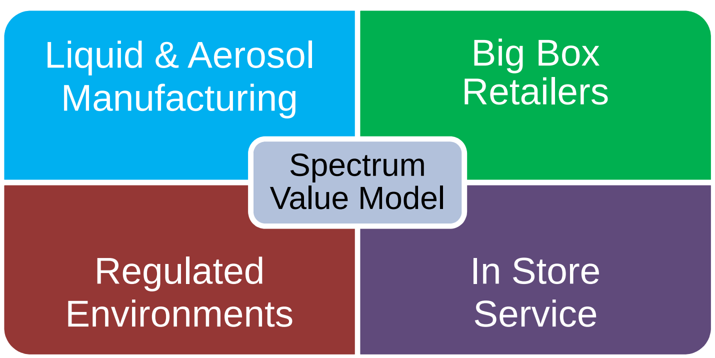
Home & Garden Segment - Delivering Solid Growth

Adjusted EBITDA Performance[1]



Note: Fiscal year ended September 30
[1]Adj. EBITDA excludes impact of Growing Products division (shut down in Q2 FY'09)

***Drivers of Success*:**



Home and Garden

- Strong financial results
  - Attractive gross margins
  - Low Cap-X requirements
- Attractive industry trends
  - Outdoor living explosion
  - Demographics
- Unique competitive environment
  - Few large competitors
  - High entrance barriers
- Great retail relationships
  - Retail sales team
  - Customer-focused platform sales teams
- Strong operations platform
  - Innovative R&D
  - Low-cost product provider

Committed to value model of providing same performance at less price

Fiscal 2010 Key Accomplishments

- Net sales growth of 3.4 percent and adjusted EBITDA increase of 10.5 percent *
- All segments reported adjusted EBITDA growth*
  - GBA – 8%
  - Pet – 5%
  - Home & Garden – 24%
- Maintained strong market share in U.S. general batteries category
- Strong #2 industry share in Home & Garden
- Restoring profit growth in Pet with streamlining/efficiency
- All-time market share high in total Personal Care
- Strong market position for Home Appliances with new product launches – blenders, Farberware

*Assumes Russell Hobbs was part of Spectrum Brands for fiscal 2009/2010

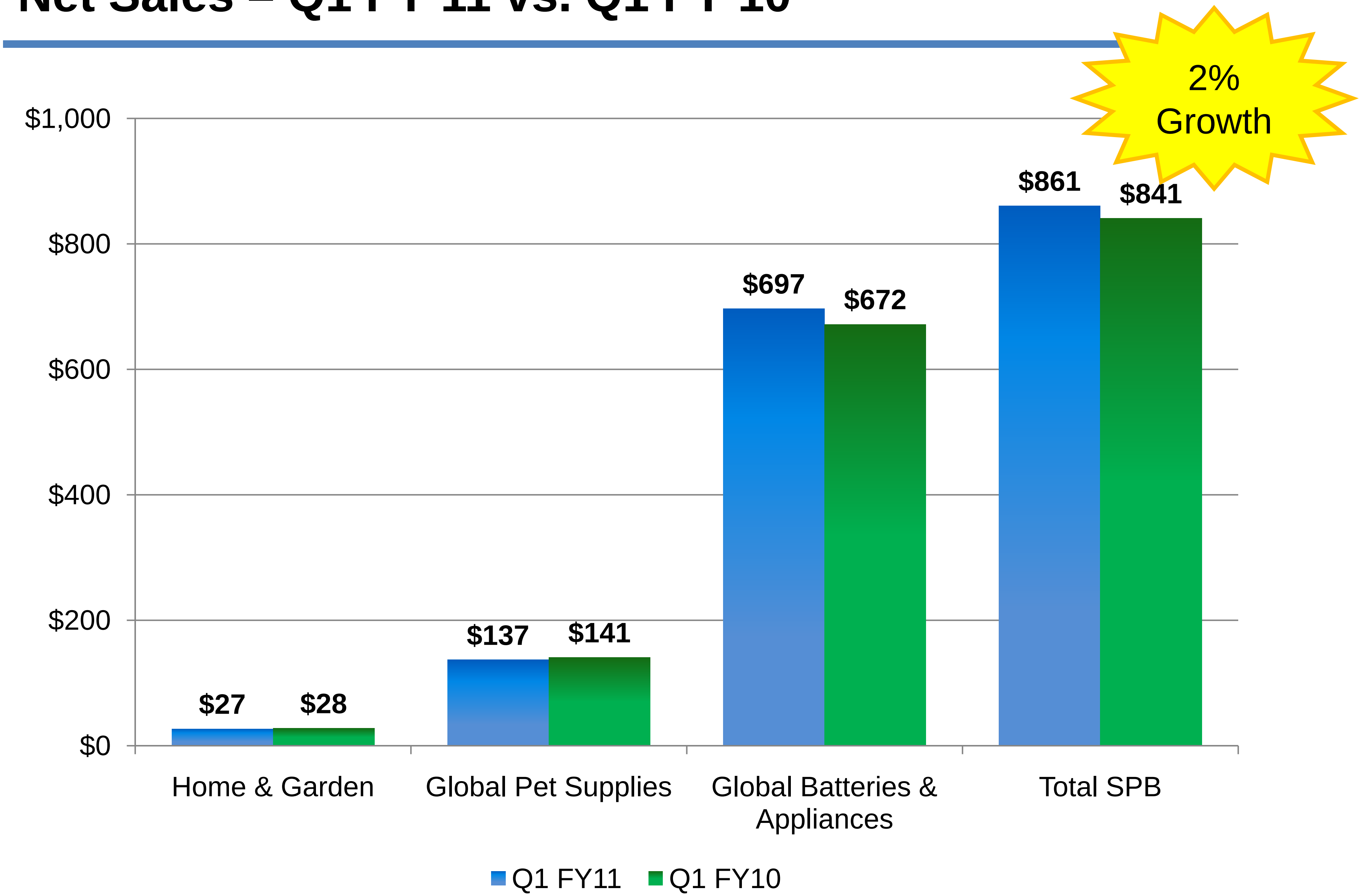
Fiscal 2010 Key Accomplishments (cont.)

- Successfully closed Russell Hobbs transaction and debt refinancing in June
  - Integration activities under way; **confident** we will achieve, and likely exceed, $25-$30 million of cost synergies
  - Additional synergies possible
    - Revenue enhancement opportunities
    - Cost improvement initiatives
  - Achieved extended maturities on debt and gained significant adjusted EBITDA and free cash flow generation potential
  - Strengthened capital structure and reduced financial risk

Strong FY'10 Year-End Liquidity Position

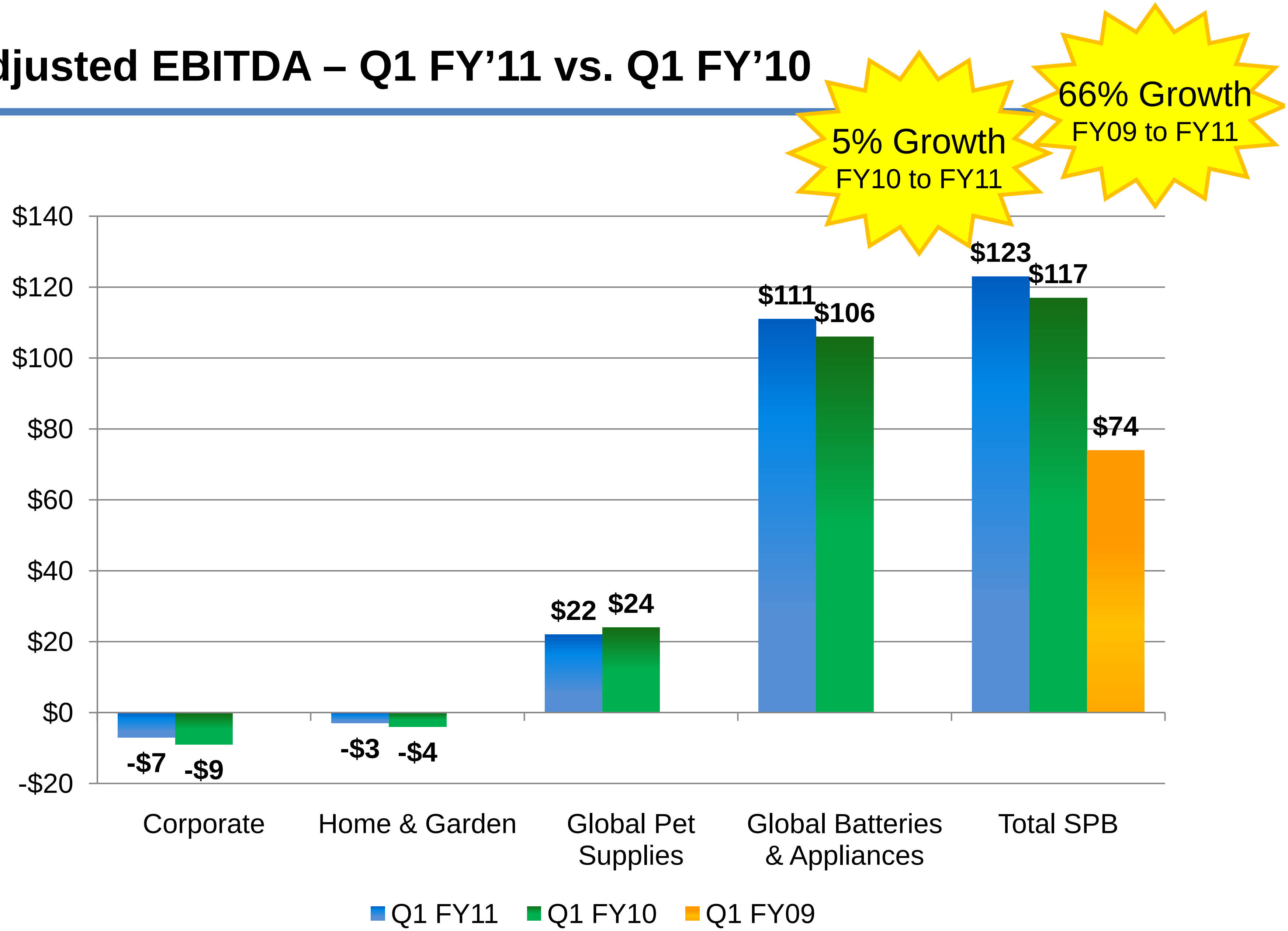
- Cash balance of approximately $171 million
- Zero cash drawn on $300 million ABL facility
- Voluntary prepayments of $50 million and $20 million made on senior secured Term Loan in November and December 2010
  - Reduced Term Loan to $680 million from $750 million

Net Sales – Q1 FY’11 vs. Q1 FY’10



USD – Millions

Adjusted EBITDA – Q1 FY'11 vs. Q1 FY'10



USD – Millions

Term Loan Repricing – Q2 FY'11

- $680 outstanding as of January 2, 2011

  - Benefits
    - Reduce spreads by 250bps
    - Reduce LIBOR floor by 50bps
    - Over $20 million of annual cash interest savings assuming no change in interest rates or outstanding balance of term debt.

  - Translates to a less than one-year payback

300 bps savings

USD – Millions

Fiscal 2011 Outlook

- Net sales growth of 3 to 4 percent
- Adjusted EBITDA growth to $455-$465 million vs. $432 million in FY’10
- Free cash flow increase to $155-$165 million ($200 million or more projected in FY’12 and beyond)
- Cumulative debt reduction on senior secured Term Loan of at least $200 million ($70 million of prepayments already made)
- Increased Cap-X of about $40 million – restored to normal level for cost reduction and new product development
- Year-end leverage ratio targeted at or below 3.5x

Investment Highlights

- Proven success using the Spectrum Value Model with continued focus on profitable growth and compelling value proposition
- Strong brand names with top 3 market positions
- Global footprint with diversified revenue stream, expansive distribution network
- Mostly non-discretionary, replacement products for everyday living
- Attractive margins and significant free cash flow potential
- Experienced and proven management team
- Annual and long-term management incentive compensation programs aligned with shareholder interests – EBITDA and free cash flow focus
- Growing adjusted EBITDA to aggressively pay down debt and delever to 3x or less over next 2 years
- Targeting additional $1 billion of enterprise value by year-end FY'13

Spectrum
BRANDS

RAYOVAC

VARTA
CONSUMER BATTERIES

REMINGTON

Russell Hobbs

united
INDUSTRIES

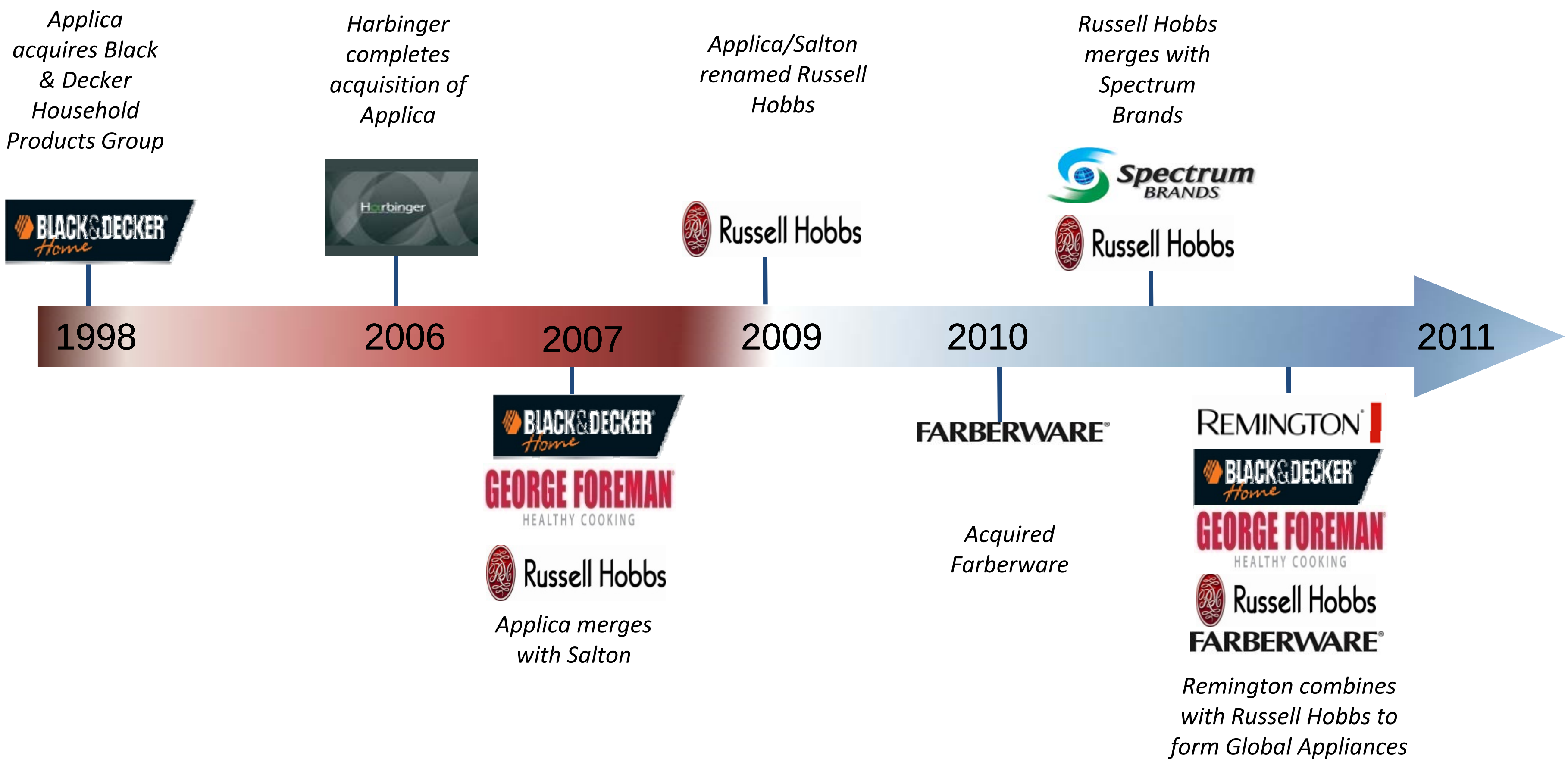
UNITED PET GROUP, INC

NYSE: SPB

www.spectrumbrands.com

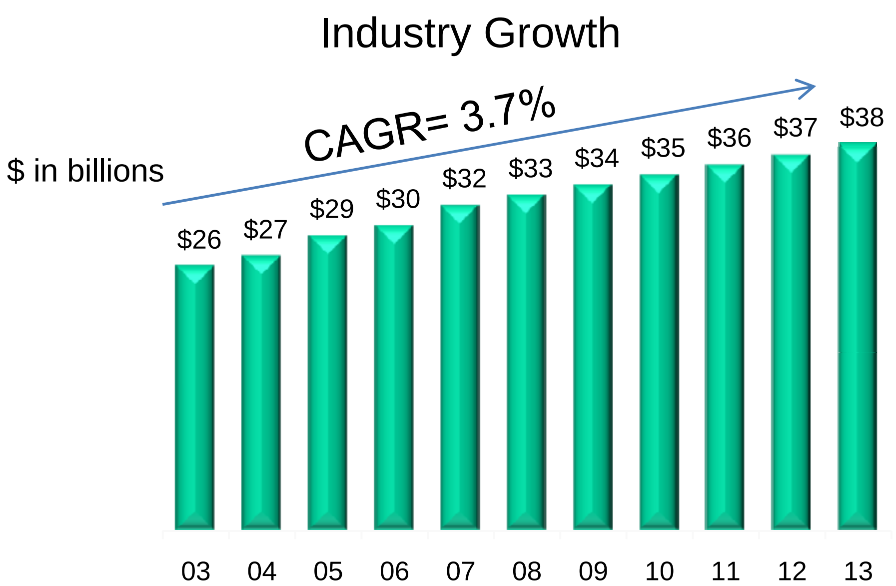
Appendix

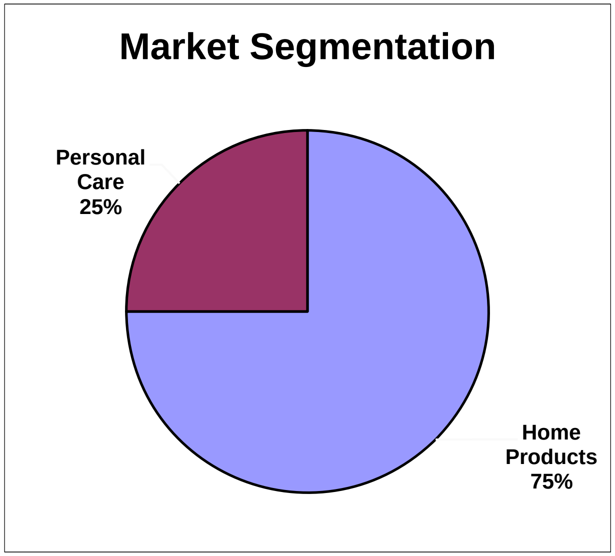
Evolution of GBA – Global Appliances



Global Industry With a Large Footprint

- Stable, recession-resistant
  - Replacement nature/everyday use products
- Strong portfolio of flagship brands
  - Remington, Black & Decker, George Foreman, Russell Hobbs, Farberware
  - Leading market positions in served categories
- Global Appliances has the number 4 position in the global small appliance rankings, overtaking both Conair and Jarden





Source: Euromonitor - GA Addressed

Worldwide market share position: Phillips 5.9%, Groupe SEB 5.2%, P&G 5.1%, SPB 4.1%, Conair 3.5% and Jarden 3.5%

An Impressive Portfolio of Leading Brands

Aquatics

Brand	Categories
Tetra	7
Marineland	5
Whisper	3
Aqua-Tech	2
MaRS (Marineland Retailer Systems)	2
Instant Ocean	3

Companion Animal

	Ctegories
Dingo (Meat in the Middle!)	1
8 in 1	3
Firstrax	4
Nature's Miracle	6
Wild Harvest	3

Long-Standing Global Customer Relationships

Retailer	Length of Relationship	Category Manager/ Advisor Roles
WAL*MART	20 Years	Aquatics Small Animal / Domestic Bird Dog Containment
PETSMART	> 10 Years	Aquatics Dog & Cat Health and Beauty Aids Rawhide Stain & Odor Control Products
PETCO Where the pets go.	> 10 Years	Aquatics Dog & Cat Health and Beauty Aids Small Animal / Domestic Bird Stain & Odor Control Products
TARGET	> 10 Years	Dog & Cat Health and Beauty Aids Rawhide Small Animal / Domestic Bird Aquatics
FRESSNAPF	> 10 Years	Aquatics
HORNBACH	> 10 Years	Aquatics
pets at home	> 10 Years	Aquatics
ZOLUX	> 20 Years	Aquatics

Acquisition: UPG is the Only Global Platform in Industry

- Dedicated sales, marketing and operations teams in 3 primary geographies: North America, Europe, Pacific Rim
  - Represents 90% of the total pet supply market
- Competitors lack similar infrastructure
- Ideal to execute a global roll-up strategy

Comparative Global Infastructure

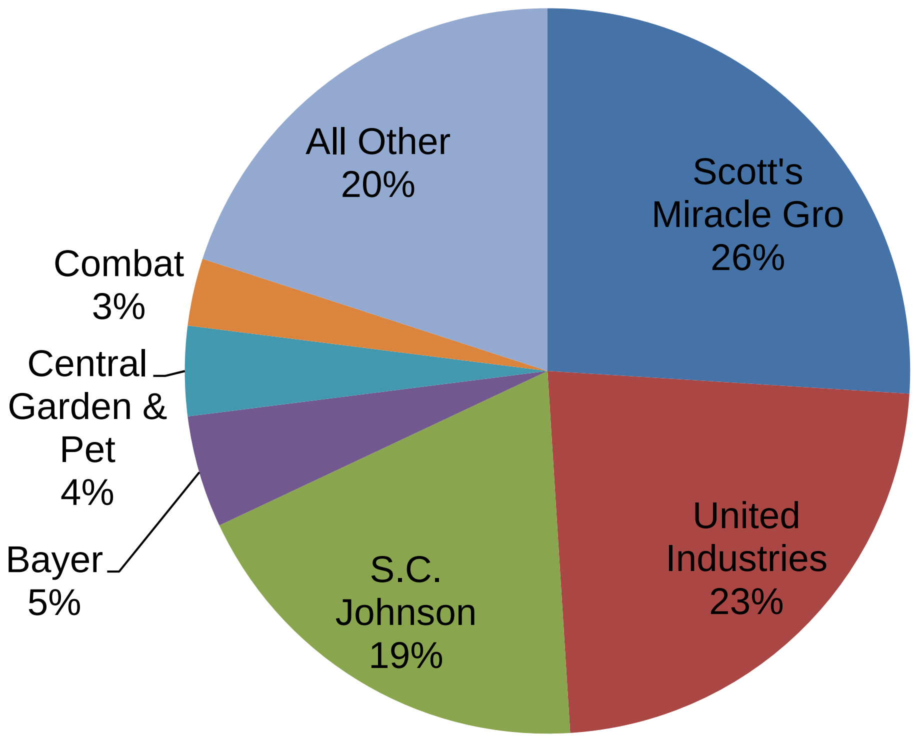
	North America	Latin America	Europe	Japan
United Pet Group, Inc	✓	✓	✓	✓
Central Garden & Pet	✓			
Hartz	✓	✓		
Hagen	✓		✓	
Vitakraft	✓		✓	
Doskocil	✓			

Strong #2 Share in the Industry

U.S. Retail Lawn & Garden Chemicals

Market Share

UI, SMG & SCJ hold 68% Share



$2.5B Retail Category Size & UI Share

Controls $1,324M	20% Share
Household $625M	26% Share
Repellents $410M	29% Share
Rodenticide $130M	14% Share

Market Growth est. = 1% annually

Source Note: Share & Market based on management estimates 2009

Source Note:
- Share & Market based on management estimates 2009
- Growth rate based on 2010 Mintel report

Highly Recognized and Respected Value Brands

Controls

- Weed & Grass Killers
- Lawn Weed Killers
- Outdoor Insecticides

Household

- Ant, Roach and Wasp Killers

Repellents

- Personal and Area Mosquito Repellents

Rodenticide & Other

- Plant Food
- Mouse / Rat Baits and Traps

SPECTRUM BRANDS HOLDINGS, INC.
Condensed Consolidated Statements of Operations
For the three and twelve months ended September 30, 2010 and September 30, 2009
(Unaudited)
(In millions, except per share amounts)

	Successor Company	Combined Company		Successor Company	Combined Company	
	Three Months Ended September 30,			Twelve Months Ended September 30,		
	F2010	F2009	INC(DEC) %	F2010	F2009	INC(DEC) %
Net sales	$ 789.0	$ 589.4	33.9%	$ 2,567.0	$ 2,230.5	15.1%
Cost of goods sold	512.9	378.0		1,638.5	1,400.9	
Restructuring and related charges	1.6	0.2		7.2	13.4	
Gross profit	274.5	211.2	30.0%	921.3	816.2	12.9%
Selling	139.0	101.1		466.8	402.3	
General and administrative	59.4	49.0		199.4	165.8	
Research and development	9.7	6.7		31.0	24.4	
Acquisition and integration related charges	16.0	-		38.4	-	
Restructuring and related charges	5.8	5.2		17.0	32.4	
Intangibles impairment	-	34.4		-	34.4	
Total operating expenses	229.9	196.4		752.6	659.3	
Operating income	44.6	14.8		168.7	156.9	
Interest expense	46.9	41.3		277.0	189.9	
Other expense (income), net	3.8	(1.0)		12.3	2.5	
Loss from continuing operations before reorganization items and income tax expense	(6.1)	(25.5)		(120.6)	(35.5)	
Reorganization items, net	-	(1,222.7)		3.6	(1,138.9)	
(Loss) gain from continuing operations before income taxes	(6.1)	1,197.2		(124.2)	1,103.4	
Income tax expense	18.2	42.0		63.2	73.8	
(Loss) gain from continuing operations	(24.3)	1,155.2		(187.4)	1,029.6	
Loss from discontinued operations, net of tax (a)	-	(2.4)		(2.7)	(86.4)	
Net (loss) gain	$ (24.3)	$ 1,152.8		$ (190.1)	$ 943.2	
Average shares outstanding (b)	50.4			36.0		
Loss from continuing operations	$ (0.48)			$ (5.20)		
Loss from discontinued operations	-			(0.08)		
Basic loss per share	$ (0.48)			$ (5.28)		
Average shares and common stock equivalents outstanding (b) (c)	50.4			36.0		
Loss from continuing operations	$ (0.48)			$ (5.20)		
Loss from discontinued operations	-			(0.08)		
Diluted loss per share	$ (0.48)			$ (5.28)		

Note 1: The merger with Russell Hobbs consummated on June 16, 2010. The financial results of Russell Hobbs are reported in the consolidated results since June 16, 2010.

Note 2: In connection with the Company's emergence from bankruptcy on August 28, 2009 and the application of fresh-start reporting on August 30, 2009, in accordance with ASC Topic 852, "Reorganizations," the post emergence results for the period from August 31, 2009 through September 30, 2009 (Successor Company) and the period from October 1, 2008 through August 30, 2009 (Predecessor Company) are presented separately in the Company's Audited Consolidated Statement of Operations in its Form 10-K. For illustrative purposes in this earnings release, the Company has combined the separate Successor Company and Predecessor Company results to derive combined three and twelve months ended September 30, 2009. However, because of the various adjustments to our financial statements in connection with the adoption of fresh-start reporting, including asset valuation adjustments, adjustments to liabilities and recognition of gain on cancellation of indebtedness, the results of operations for Successor Company are not comparable to those of the Predecessor Company.

(a) Reflects the loss from discontinued operations, net of tax, of the growing products portion of the Home and Garden Business. The shutdown of the growing products portion of the Home and Garden Business was completed during the second quarter of Fiscal 2009.

(b) Per share figures calculated prior to rounding.

(c) For the three and twelve months ended September 30, 2010, we have not assumed the exercise of common stock equivalents as the impact would be antidilutive.

SPECTRUM BRANDS HOLDINGS, INC.
Supplemental Financial Data
For the three and twelve months ended September 30, 2010 and September 30, 2009
(Unaudited)
($ in millions)

Supplemental Financial Data	F2010	F2009
Cash	$ 170.6	$ 97.8
Trade receivables, net	$ 365.0	$ 274.5
Days Sales Outstanding (a)	41	44
Inventory, net	$ 530.3	$ 341.5
Inventory Turnover (b)	3.0	4.6
Total Debt	$ 1,743.8	$ 1,583.5

	Successor Company	Combined Company	Successor Company	Combined Company
	Three Months Ended September 30,		Twelve Months Ended September 30,	
Supplemental Cash Flow Data	F2010	F2009	F2010	F2009
Depreciation and amortization, excluding amortization of debt issuance costs	$ 33.9	$ 19.6	$ 117.4	$ 67.1
Capital expenditures	$ 22.9	$ 5.2	$ 40.3	$ 10.8

	Successor Company	Combined Company	Successor Company	Combined Company
	Three Months Ended September 30,		Twelve Months Ended September 30,	
Supplemental Segment Sales & Profitability	F2010	F2009	F2010	F2009
Net Sales				
Global Batteries & Personal Care	$ 372.0	$ 361.4	$ 1,427.9	$ 1,335.0
Global Pet Supplies	140.1	154.8	560.5	573.9
Home and Garden	75.1	73.2	341.0	321.6
Small Appliances	201.8	-	237.6	-
Total net sales	$ 789.0	$ 589.4	$ 2,567.0	$ 2,230.5
Segment Profit				
Global Batteries & Personal Care	$ 41.2	$ 40.7	$ 152.8	$ 165.1
Global Pet Supplies	18.3	18.8	55.6	64.6
Home and Garden	9.4	4.9	50.9	41.8
Small Appliances	10.9	-	13.1	-
Total segment profit	79.8	64.4	272.4	271.5
Corporate	11.8	9.8	41.1	34.4
Restructuring and related charges	7.4	5.4	24.2	45.8
Acquisition and integration related charges	16.0	-	38.4	-
Intangibles impairment	-	34.4	-	34.4
Interest expense	46.9	41.3	277.0	189.9
Other expense (income), net	3.8	(1.0)	12.3	2.5
Loss from continuing operations before reorganization items and income tax expense	$ (6.1)	$ (25.5)	$ (120.6)	$ (35.5)

Note 1: The merger with Russell Hobbs consummated on June 16, 2010. The financial results of Russell Hobbs are reported as a separate business segment, Small Appliances, since June 16, 2010.

Note 2: In connection with the Company's emergence from bankruptcy on August 28, 2009 and the application of fresh-start reporting on August 30, 2009, in accordance with ASC Topic 852, "Reorganizations," the post emergence results for the period from August 31, 2009 through September 30, 2009 (Successor Company) and the period from October 1, 2008 through August 30, 2009 (Predecessor Company) are presented separately in the Company's Audited Consolidated Statement of Operations in its Form 10-K. For illustrative purposes in this earnings release, the Company has combined the separate Successor Company and Predecessor Company results to derive combined three and twelve months ended September 30, 2009. However, because of the various adjustments to our financial statements in connection with the adoption of fresh-start reporting, including asset valuation adjustments, adjustments to liabilities and recognition of gain on cancellation of indebtedness, the results of operations for Successor Company are not comparable to those of the Predecessor Company.

(a) Reflects actual days sales outstanding at end of period.

(b) Reflects cost of sales (excluding restructuring and related charges) during the last twelve months divided by inventory as of the end of the period.

SPECTRUM BRANDS HOLDINGS, INC.
Reconciliation of GAAP to Adjusted Diluted Earnings Per Share
For the three and twelve months ended September 30, 2010
(Unaudited)

	THREE MONTHS F2010		TWELVE MONTHS F2010	
Diluted loss per share, as reported	$ (0.48)		$ (5.28)	
Adjustments, net of tax:				
Pre acquisition merger activity	-		0.49	(a)
Acquisition and integration related charges	0.20	(b)	0.49	(b)
Restructuring and related charges	0.10	(c)	0.31	(d)
Discontinued operations	-		0.05	(e)
Fresh-start inventory fair value adjustment	-		0.44	(f)
Reorganization items, net	-		0.05	(g)
Write off of unamortized debt issuance costs and debt discount/premiums	-		1.04	(h)
Russell Hobbs inventory fair value valuation adjustment	0.03	(i)	0.03	(i)
Income taxes	0.40	(j)	2.09	(j)
Share dilution assumption	-		1.56	(k)
Other adjustments	-		(0.06)	(l)
	0.73		6.49	
Diluted earnings per share, as adjusted	**$ 0.25**		**$ 1.21**	

Note: Per share figures calculated prior to rounding.

(a) For the twelve months ended September 30, 2010, the net of tax adjustment of $25.1 million reflects the adjusted earnings of the Russell Hobbs' business from the beginning of the period through June 15, 2010, the date prior to the merger.

(b) For the three and twelve months ended September 30, 2010, reflects $10.4 million, net of tax, and $25.0 million, net of tax, respectively, of acquisition and integration related charges related to the merger with Russell Hobbs. The costs were primarily legal and professional fees and employee termination costs.

(c) For the three months ended September 30, 2010, reflects $4.8 million, net of tax, of restructuring and related charges as follows: (i) $2.7 million for the Global Cost Reduction Initiatives announced in 2009; (ii) $1.6 million for the Global Realignment Initiatives announced in 2007; and (iii) $0.5 million for the Ningbo Exit Plan.

(d) For the twelve months ended September 30, 2010, reflects $15.7 million, net of tax of restructuring and related charges as follows: (i) $12.0 million for the Global Cost Reduction Initiatives announced in 2009; (ii) $2.3 million for the Global Realignment Initiatives announced in 2007; and (iii) $1.4 million for the Ningbo Exit Plan.

(e) Reflects a loss from discontinued operations, net of tax, of $2.7 million related to the Company's shutdown of the growing products portion of the Home and Garden Business. The shutdown was completed during the Company's second quarter of Fiscal 2009.

(f) Reflects $22.3 million, net of tax, related to an inventory write up in conjunction with the valuation of the Company as a result of fresh-start reporting upon the Company's emergence from bankruptcy in the fourth quarter of Fiscal 2009.

(g) Reflects $2.4 million, net of tax, related to professional fees in connection with the Company's voluntary filing for bankruptcy under Chapter 11.

(h) Reflects $53.4 million, net of tax, related to the write off of unamortized debt issuance costs and the write off of unamortized discounts and premiums related to extinguishment of debt that was refinanced in conjunction with the merger of Russell Hobbs.

(i) Reflects $1.4 million, net of tax, related to an inventory write up in conjunction with the Merger with Russell Hobbs in accordance with ASC 805, Business Combinations.

(j) For the three and twelve months ended September 30, 2010, reflects $20.3 million, net of tax and $106.7 million, net of tax, respectively, adjustment to income tax expense to exclude the impact of the valuation allowance against deferred taxes and other tax related items in order to reflect a normalized ongoing effective tax rate.

(k) Adjustment to reflect the full dilution of shares and restricted stock outstanding, post merger, and assuming shares where issued and outstanding for all periods presented as the Company per share data above assumes that the merger with Russell Hobbs was consummated prior to all periods presented.

(l) For the twelve months ended September 30, 2010, general and administrative expenses include $3.1 million, net of tax, respectively, related to expiring taxes and related estimated penalties, associated with the Company's provision for presumed credits applied to the Brazilian excise tax on manufactured products, for which the examination period expired.

<u>**Note:**</u> Due to the cancellation of the Predecessor Company's common stock upon the emergence from Chapter 11 bankruptcy, the Company does not have comparable results for the prior year as the prior year earnings were attributable to the Predecessor Company's common stock, which was extinguished upon emergence.

SPECTRUM BRANDS HOLDINGS, INC.
Reconciliation of GAAP Net Income (loss) to Adjusted EBITDA
for the three months ended September 30, 2010
(Unaudited)
($ millions)

	Global Batteries & Personal Care	Global Pet Supplies	Home & Garden	Small Appliances	Corporate	Unallocated Items (a)	Consolidated Spectrum Brands Holdings, Inc.
Net Income (loss)	$ 36.3	$ 14.4	$ 8.7	$ (1.1)	$ (17.5)	$ (65.1)	$ (24.3)
Income tax expense	-	-	-	-	-	18.2	18.2
Interest expense	-	-	-	-	-	46.9	46.9
Restructuring and related charges	1.0	3.2	0.8	-	2.4	-	7.4
Acquisition and Integration related charges	-	-	-	12.8	3.1	-	16.0
Accelerated Depreciation and Amortization (b)	-	-	(0.6)	-	-	-	(0.6)
Russell Hobbs Inventory fair value adjustment	-	-	-	2.2	-	-	2.2
Adjusted EBIT	37.3	17.6	8.9	13.8	(12.0)	-	65.8
Depreciation and Amortization	13.1	7.0	4.1	5.7	4.1	-	33.9
Adjusted EBITDA	$ 50.4	$ 24.6	$ 13.0	$ 19.5	$ (7.8)	$ -	$ 99.7

Note: Amounts calculated prior to rounding

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

(b) Adjustment reflects restricted stock amortization and accelerated depreciation associated with certain restructuring initiatives. Inasmuch as this amount is included within Restructuring and related charges, this adjustment negates the impact of reflecting the add back of depreciation and amortization.

SPECTRUM BRANDS HOLDINGS, INC.
Reconciliation of GAAP Net Income (loss) to Adjusted EBITDA
for the twelve months ended September 30, 2010
(Unaudited)
($ millions)

	Global Batteries & Personal Care	Global Pet Supplies	Home & Garden	Small Appliances	Corporate	Unallocated Items (a)	Consolidated Spectrum Brands Holdings, Inc.
Net Income (loss)	$ 136.9	$ 49.5	$ 39.7	$ 0.4	$ (76.4)	$ (340.2)	$ (190.1)
Loss from discontinued operations, net of tax	-	-	2.7	-	-	-	2.7
Income tax expense	-	-	-	-	-	63.2	63.2
Interest expense	-	-	-	-	-	194.9	194.9
Write-off unamortized discounts and financing fees (b)	-	-	-	-	-	82.1	82.1
Pre-acquisition earnings	-	-	-	66.3	-	-	66.3
Restructuring and related charges	3.5	6.8	8.5	-	5.5	-	24.2
Acquisition and Integration related charges	-	-	-	14.3	24.1	-	38.4
Reorganization Items, net	-	-	-	-	3.6	-	3.6
Accelerated Depreciation and Amortization (c)	-	-	(0.8)	-	(2.1)	-	(3.0)
Fresh-Start Inventory fair value adjustment	18.6	13.7	2.2	-	-	-	34.5
Russell Hobbs Inventory fair value adjustment	-	-	-	2.5	-	-	2.5
Brazilian IPI Credit/Other	(4.8)	(0.1)	-	-	-	-	(4.9)
Adjusted EBIT	154.2	69.8	52.3	83.5	(45.5)	-	314.3
Depreciation and Amortization	51.4	28.3	14.4	6.5	16.9	-	117.4
Adjusted EBITDA	$ 205.6	$ 98.1	$ 66.7	$ 90.0	$ (28.6)	$ -	$ 431.8

Note: Amounts calculated prior to rounding

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

(b) Adjustment reflects $61.4 million write off of unamortized deferred financing fees and discounts associated with the Company's capital structure refinanced on June 16, 2010; $4.2 million charge related to pre-payment premiums associated with the paydown of the ABL and FILO extinguished on June 16, 2010 and $16.5 million related to the termination of interest swaps and commitment fees.

(c) Adjustment reflects restricted stock amortization and accelerated depreciation associated with certain restructuring initiatives. Inasmuch as this amount is included within Restructuring and related charges, this adjustment negates the impact of reflecting the add back of depreciation and amortization.

SPECTRUM BRANDS HOLDINGS, INC.
Reconciliation of GAAP Net Income (loss) to Adjusted EBITDA
for the three months ended September 30, 2009
(Unaudited)
($ millions)

	Global Batteries & Personal Care	Global Pet Supplies	Home & Garden	Small Appliances	Corporate	Unallocated Items (a)	Consolidated Spectrum Brands Holdings, Inc.
Net Income (loss)	$ 26.2	$ (1.2)	$ (1.3)	$ -	$ 1,212.2	$ (83.3)	$ 1,152.8
Loss from discontinued operations, net of tax	-	-	2.4	-	-	-	2.4
Income tax expense	-	-	-	-	-	42.0	42.0
Interest expense	-	-	-	-	-	41.3	41.3
Pre-acquisition earnings				24.4			24.4
Restructuring and related charges	0.2	1.1	3.4	-	0.7	-	5.4
Reorganization Items	-	-	-	-	(1,222.7)	-	(1,222.7)
Accelerated Depreciation (b)	-	-	(1.1)	-	-	-	(1.1)
Intangibles Impairment	15.4	18.5	0.5	-	-	-	34.4
Fresh-Start Inventory Write-off	9.9	5.4	1.1	-	-	-	16.3
Other Fresh-Start (c)	0.1	0.4	-	-	1.1	-	1.5
Brazilian IPI Credit	(0.7)	-	-	-	-	-	(0.7)
Adjusted EBIT	51.1	24.2	5.0	24.4	(8.6)	-	96.1
Depreciation and Amortization	8.7	6.2	4.0	-	0.7	-	19.6
Adjusted EBITDA	$ 59.8	$ 30.4	$ 9.1	$ 24.4	$ (7.9)	$ -	$ 115.7

Note: Amounts calculated prior to rounding

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

(b) Adjustment reflects accelerated depreciation associated with certain restructuring initiatives. Inasmuch as this amount is included within Restructuring and related charges, this adjustment negates the impact of reflecting the add back of depreciation.

(c) Adjustment reflects losses of certain hedges due to the adoption of Fresh-Start reporting coupled with straight-line lease accrual true-ups.

SPECTRUM BRANDS HOLDINGS, INC.
Reconciliation of GAAP Net Income (loss) to Adjusted EBITDA
for the twelve months ended September 30, 2009
(Unaudited)
($ millions)

	Global Batteries & Personal Care	Global Pet Supplies	Home & Garden	Small Appliances	Corporate	Unallocated Items (a)	Consolidated Spectrum Brands Holdings, Inc.
Net Income (loss)	$ 125.6	$ 40.7	$ (51.3)	$ -	$ 1,091.8	$ (263.7)	$ 943.2
Loss from discontinued operations, net of tax	-	-	86.4	-	-	-	86.4
Income tax expense	-	-	-	-	-	73.8	73.8
Interest expense	-	-	-	-	-	189.9	189.9
Pre-acquisition earnings				81.0			81.0
Restructuring and related charges	20.8	5.8	6.3	-	12.9	-	45.8
Reorganization Items	-	-	-	-	(1,138.9)	-	(1,138.9)
Accelerated Depreciation (b)	(2.7)	-	(1.4)	-	-	-	(4.2)
Intangibles Impairment	15.4	18.5	0.5	-	-	-	34.4
Fresh-Start Inventory Write-off	9.9	5.4	1.1	-	-	-	16.3
Other Fresh-Start (c)	0.1	0.4	-	-	1.1	-	1.5
Brazilian IPI Credit	(5.6)	-	-	-	-	-	(5.6)
Adjusted EBIT	163.5	70.8	41.5	81.0	(33.1)	-	323.8
Depreciation and Amortization	29.4	22.4	12.4	-	3.0	-	67.1
Adjusted EBITDA	$ 192.8	$ 93.2	$ 53.9	$ 81.0	$ (30.1)	$ -	$ 390.9

Note: Amounts calculated prior to rounding

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

(b) Adjustment reflects accelerated depreciation associated with certain restructuring initiatives. Inasmuch as this amount is included within Restructuring and related charges, this adjustment negates the impact of reflecting the add back of depreciation.

(c) Adjustment reflects losses of certain hedges due to the adoption of Fresh-Start reporting coupled with straight-line lease accrual true-ups.

SPECTRUM BRANDS HOLDINGS, INC.

Pro Forma Net Sales Comparison

For the three and twelve months ended September 30, 2010 and September 30, 2009

(Unaudited)

(In millions)

	THREE MONTHS			TWELVE MONTHS		
	F2010	F2009	INC(DEC) %	F2010	F2009	INC(DEC) %
Spectrum Brands Holdings, Inc. (a)	$ 789.0	$ 589.4	33.9%	$ 2,567.0	$ 2,230.5	15.1%
Russell Hobbs (b)	-	211.2		544.0	778.2	-30.1%
Pro Forma Net Sales	$ 789.0	$ 800.6	-1.4%	$ 3,111.0	$ 3,008.7	3.4%

(a) Net sales for Spectrum Brands for the twelve months ended September 30, 2010 include net sales for Russell Hobbs from the date of acquisition, July 16, 2010 to the end of the period.

(b) For all periods presented, net sales for Russell Hobbs have been restated to reflect the acquisition as if it occurred at the beginning of the period presented.

SPECTRUM BRANDS HOLDINGS, INC.
Reconciliation of GAAP Net Income to Adjusted EBITDA
for the twelve months ended September 30, 2011
(Unaudited)
($ millions)

	Consolidated Spectrum Brands Holdings, Inc.
Net Income	$ 73 - $ 79
Income tax expense	39 - 43
Interest expense	193
Restructuring and related charges	9
Acquisition and integration related charges	21
Adjusted EBIT	335 - 345
Depreciation and Amortization	120
Adjusted EBITDA	$ 455 - $ 465

Note: Amounts calculated prior to rounding

SPECTRUM BRANDS HOLDINGS, INC.
Reconciliation of GAAP Cash Flow from Operating Activities to Free Cash Flow
for the twelve months ended September 30, 2011
(Unaudited)
($ millions)

Net Cash provided from Operating Activities	$ 195 - $ 205
Purchases of property, plant and equipment	(40)
Free Cash Flow	$ 155 - $ 165