



Acquisition of

StanleyBlack&Decker

| Hardware &
Home Improvement
Group

October 9, 2012

Forward-Looking Statements

Certain matters discussed in this presentation and other oral and written statements by representatives of the Company regarding the HHI acquisition and matters such as expected sales, adjusted EBITDA, other measures of financial performance, and the financial impact of the HHI acquisition and other acquisitions may be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

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 release. Actual results may differ materially as a result of (1) Spectrum Brands Holdings' ability to manage and otherwise comply with its covenants with respect to its significant outstanding indebtedness, including the additional indebtedness that it will incur in connection with the HHI acquisition (2) the inability to integrate, and to realize synergies from, the combined businesses of Spectrum Brands and its acquired companies, HHI, FURminator, Russell Hobbs and other acquisitions, (3) risks that 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, (4) changes in consumer demand for the various types of products Spectrum Brands Holdings offers, (5) unfavorable developments in the global credit markets, (6) the impact of overall economic conditions on consumer spending, (7) fluctuations in commodities prices, the costs or availability of raw materials or terms and conditions available from suppliers, (8) changes in the general economic conditions in countries and regions where Spectrum Brands Holdings does business, such as stock market prices, interest rates, currency exchange rates, inflation and consumer spending, (9) Spectrum Brands Holdings' ability to successfully implement manufacturing, distribution and other cost efficiencies and to continue to benefit from its cost-cutting initiatives, (10) Spectrum Brands Holdings' ability to identify, develop and retain key employees, (11) unfavorable weather conditions and various other risks and uncertainties, including those discussed herein and those set forth in Spectrum Brands Holdings' and Spectrum Brands' securities filings, including the most recently filed Annual Report on Form 10-K for Spectrum Brands, Inc. or Quarterly Reports on Form 10-Q. Spectrum Brands Holdings also cautions the reader that its estimates of trends, market share, retail consumption of its products and reasons for changes in such consumption are based solely on limited data available to Spectrum Brands Holdings and management's reasonable assumptions about market conditions, and consequently may be inaccurate, or may not reflect significant segments of the retail market.

Spectrum Brands Holdings also cautions the reader that undue reliance should not be placed on any forward-looking statements, which speak only as of the date of this release. Spectrum Brands Holdings undertakes no duty or responsibility to update any of these forward-looking statements to reflect events or circumstances after the date of this report or to reflect actual outcomes.

Non-GAAP Measurements

Non-GAAP Measurements

Management believes that certain non-GAAP financial measures may be useful in certain instances to provide additional meaningful comparisons between current results for the Company, current results for HHI, and current results on a pro-forma basis of the combined operations of the Company and HHI. Within this release, including the tables attached hereto, reference is made to adjusted earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA). See attached Table A, "Reconciliation of GAAP Net Income (Loss) to Adjusted EBITDA," for a reconciliation of GAAP Net Income (Loss) to adjusted EBITDA. 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, since interest, taxes, depreciation and amortization can differ greatly between organizations as a result of differing capital structures and tax strategies. Adjusted EBITDA also can 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. The Company 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 the Company's management believes that non-GAAP measurements are useful supplemental information, such adjusted results are not intended to replace the Company's GAAP financial results and should be read in conjunction with those GAAP results.

Speakers

- Spectrum Brands
 - David Lumley – Chief Executive Officer
- Hardware & Home Improvement Group
 - Greg Gluchowski – President



StanleyBlack&Decker

Hardware &
Home Improvement
Group

Transaction Overview

David Lumley

Transaction Overview

- Spectrum Brands, Inc. to acquire Hardware & Home Improvement Group ("HHI") of Stanley Black & Decker for \$1.4 billion in cash
- HHI is leading maker of residential locksets, residential builders' hardware, and faucets
 - Transaction also includes assets from Tong Lung, leading Taiwanese manufacturer of commercial and residential door locks
- Transaction brings a strong portfolio of renowned brands, with top market positions, adding scale and diversification
 - The combined business would have had \$4.2 billion in sales for LTM 7/1/12 and \$661 million in adjusted EBITDA^{(a)(b)}
- Closing in two stages
 - Financing and acquisition of HHI expected to close during Q1 FY2013
 - Acquisition of Tong Lung assets expected to close during Q2 FY2013
 - Fully committed financing from Deutsche Bank and Barclays

(a) See table on slide 25 for reconciliation of non-GAAP metrics. Includes results of Tong Lung Metal Industry Co. Ltd. for the 12-months ended 12/31/2011.

(b) Adjusted EBITDA excludes expected synergies

Transaction Rationale

- ✓ Adds leading maker of residential locksets, residential builders' hardware and faucets with #1 positions in key North American markets and portfolio of renowned brands
- ✓ Increases Spectrum Brands' top-line growth and margins and is expected to be significantly and immediately accretive to EPS, EBITDA and free cash flow
- ✓ Builds Spectrum Brands' scale and product diversity, further strengthens relationships with core retail partners, provides attractive cross-selling opportunities, and creates platform for significant future global growth
- ✓ Brings best-in-class HHI management team with proven track record of product innovation, operational excellence and cost-efficiency
- ✓ Strong free cash flow will enable Spectrum Brands to deleverage balance sheet to return to total leverage ratio of 2.5-3.5x in approximately two years
- ✓ Company reaffirms plans to initiate regular quarterly dividend of \$0.25 per share and will evaluate increasing dividend in future years based on free cash flow



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Hardware &
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Spectrum Brands Overview

David Lumley

Spectrum's Diverse, Unrivalled Brand Portfolio

Global Batteries & Appliances

LTM 7/1/12 Net Sales \$2.26B;
Adjusted EBITDA \$306M ^{(a)(b)}

Global Batteries



Personal Care



Small Appliances



Global Pet Supplies

LTM 7/1/12 Net Sales \$603M;
Adjusted EBITDA \$105M ^{(a)(b)}



Home & Garden

LTM 7/1/12 Net Sales \$382M;
Adjusted EBITDA \$87M ^{(a)(b)}



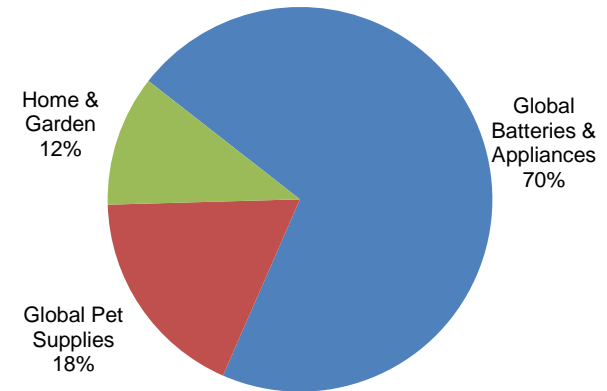
Spectrum's portfolio includes widely used, non-discretionary, replacement consumer brands

(a) See table on slide 25 for reconciliation of non-GAAP metrics.
(b) Segment adjusted EBITDA excludes corporate / unallocated expenses

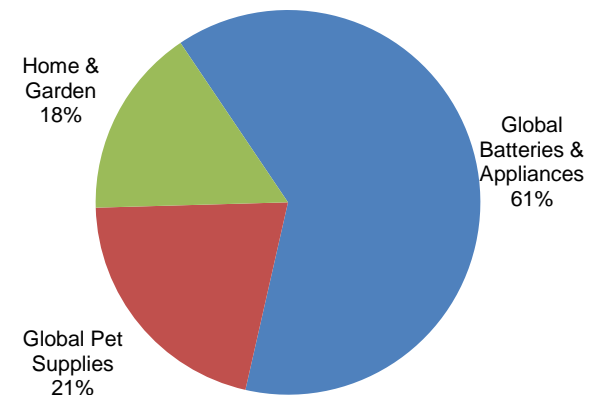
Providing Quality & Value to Retailers and Consumers Worldwide

- Net sales and adjusted EBITDA of \$3.25 billion and \$473 million for LTM 7/1/12^(a)
- Value Model drives success of strong, well-recognized and extendable brand names
- Top 3 global market positions in all product categories
- Global footprint with presence on 6 continents and products sold in more than 130 countries
- Strong relationships with major retailers globally
- Experienced and proven management team

Diverse Portfolio Across Attractive Categories



Net Sales for LTM 7/1/12- \$3.25B^(a)



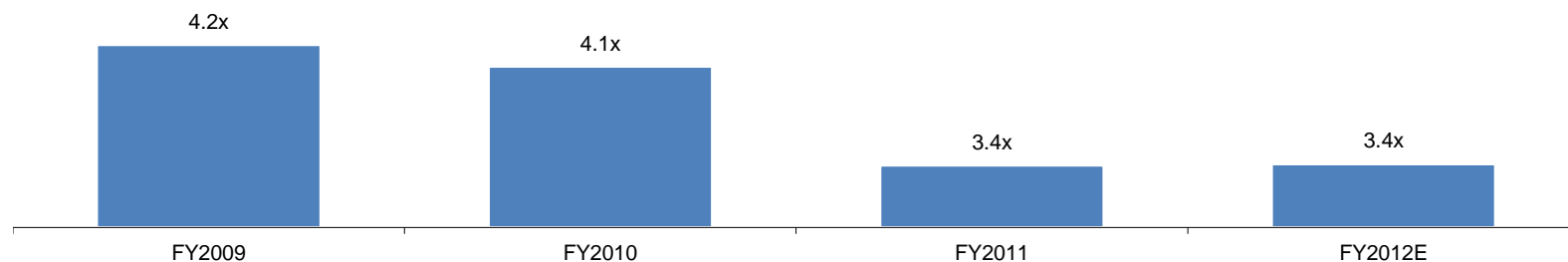
Adjusted EBITDA for LTM 7/1/12 - \$473M^(a)

(a) Adjusted EBITDA includes \$25 million of corporate / unallocated expenses. See table on slide 25 for reconciliation of non-GAAP metrics.

Successful track record of deleveraging

- Track record of using strong free cash flow generation to reduce debt
- Proven Integrator: management team successfully integrated Russell Hobbs, exceeding synergy goals as well as more recent add-ons Furminator and Black Flag
- Significant NOLs and limited CapEx requirements enhance free cash flow profile
- \$320 million of Term Loan debt prepayment since beginning of FY2011, helping to reduce interest expense
- Opportunistic approach to debt refinancing to ensure lowest possible rates on all debt tranches
- Strong free cash flow will enable SPB to deleverage balance sheet to return to long term target total leverage ratio of 2.5x - 3.5x in approximately two years

Total leverage (a)



Spectrum's strong FCF and commitment to reduce debt have provided enhanced shareholder value

(a) Calculated as total gross debt / adjusted EBITDA. Gross debt is stated prior to OID and other discounts.



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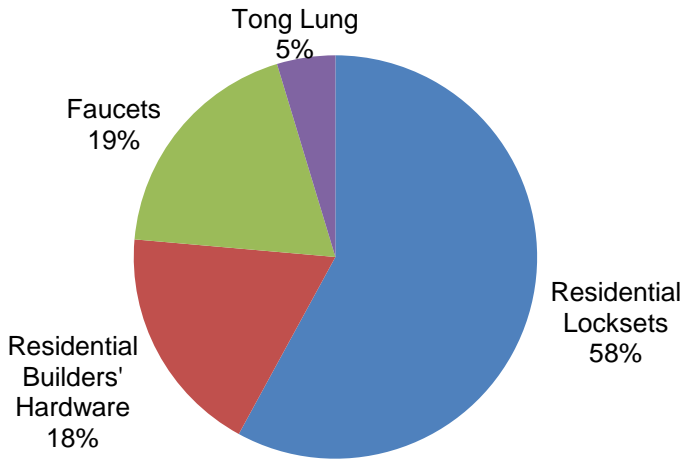
HHI Business Review

Greg Gluchowski

HHI Group Overview

Kwikset	WEISER	BALDWIN	STANLEY Hardware	National Hardware	FANAL	PfISTER
Est. 1946	Est. 1904	Est. 1946	Est. 1843	Est. 1901	Est. 1947	Est. 1910

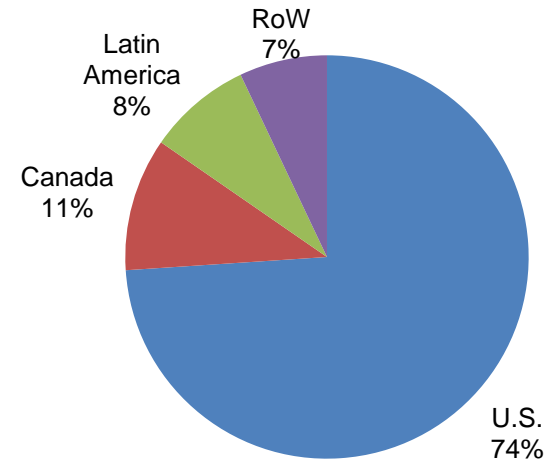
Revenue by Segment (6/30/12 LTM)



6/30/12 LTM Financial Highlights

Net Sales: \$985mm
 Adjusted EBITDA: \$188mm
 Adjusted EBITDA Margin: 19.1%

Revenue by Geography (6/30/12 LTM)

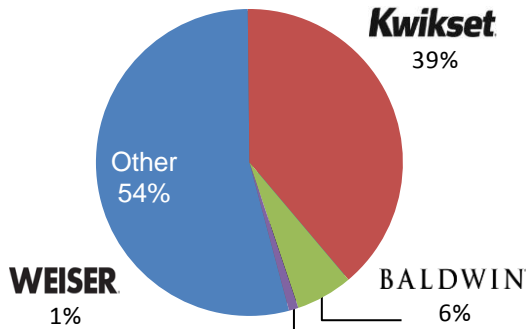


Note: Includes results of Tong Lung Metal Industry Co. Ltd. for the 12-months ended 12/31/2011.

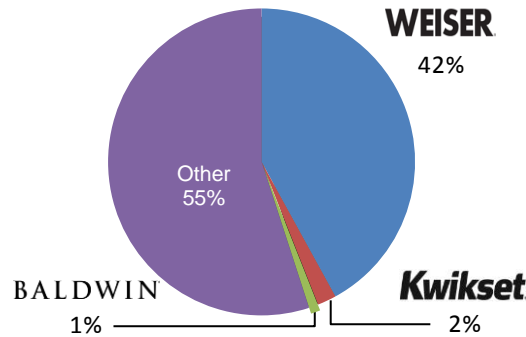
Leading Market Positions

HHI Market Shares

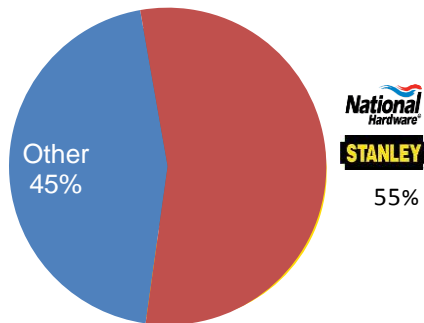
U.S. Residential Lockset Market



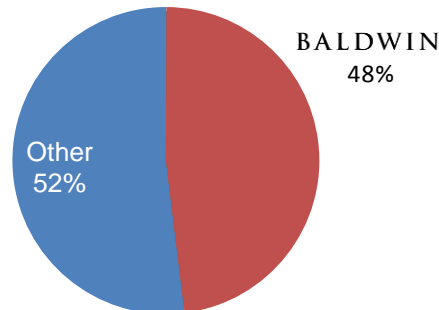
Canada Residential Lockset Market



U.S. Residential Builders' Hardware Market



U.S. Luxury Lockset Market

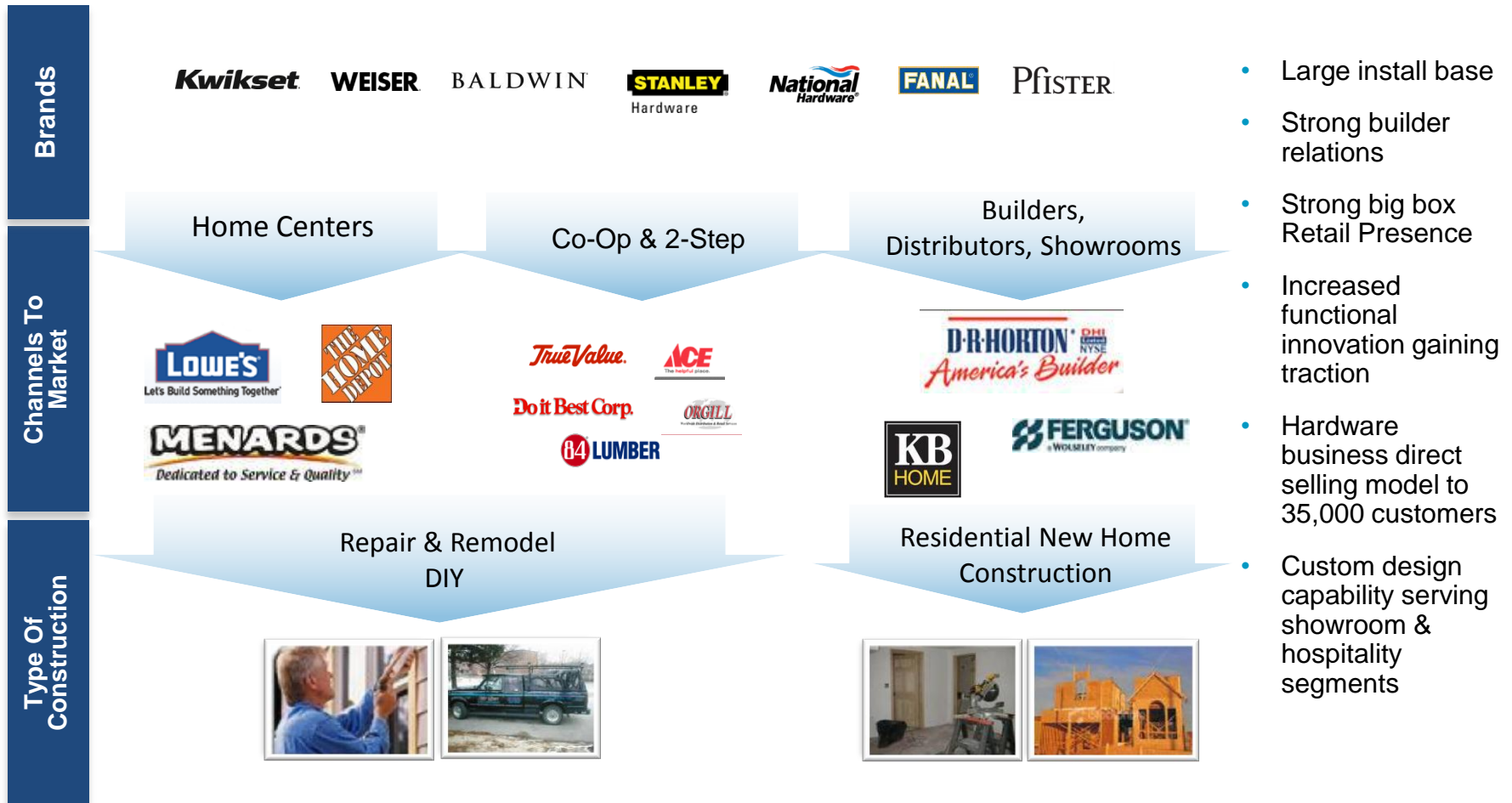


- Largest tubular lock manufacturer globally
- #1 U.S. lockset
- #1 Canadian lockset
- #1 U.S. luxury hardware
- #1 U.S. residential builders' hardware
- #4 U.S. faucets
- Large scale and excellent channel management leading to #1 position with major retailers and top home builders

Note: Market sizes based on invoice sales.

Strong Distribution & Channel Penetration

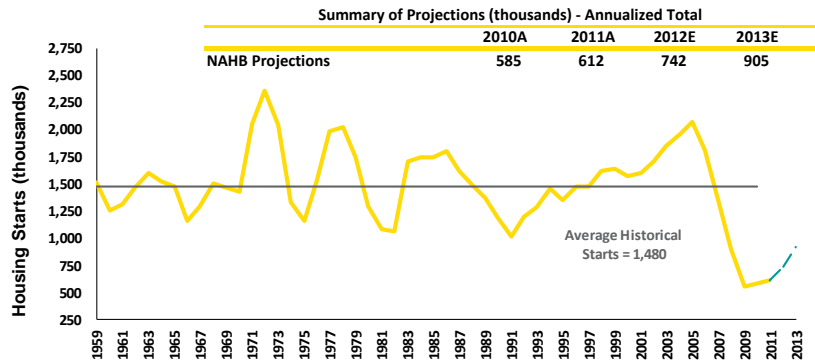
Installed base, strong product and brand presence drives pull through demand in all channels



Spectrum HHI's Growth Opportunities

Recovery in Residential Construction Market

- U.S. housing starts still substantially below long term average of one million per year



Innovation & Technology Adoption

- HHI is recognized as an innovation leader, having pioneered residential keypad electronic deadbolts and SmartKey re-keyable technology
- Well positioned to benefit from trends in home automation with open platform approach to electronics



Powerbolt
2000



SmartCode
2008



Home
Connect 2009



SmartCode
Lever 2010



Contemporary
2011

International and Channel Growth

- Penetrate international markets with differentiated products, such as SmartKey, and Home Connect tailored to local market needs
- Expanded sales platform capabilities available through Tong Lung acquisition, allowing for accelerated expansion in international markets
- Expansion through direct sales model and in hospitality and showroom channels
- Expanded presence in retail channel leveraging Spectrum merchandising team and capability
- NA Cross selling opportunities in all channels



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The Combined
Company

David Lumley

Powerful Roster of Renowned Consumer Brands

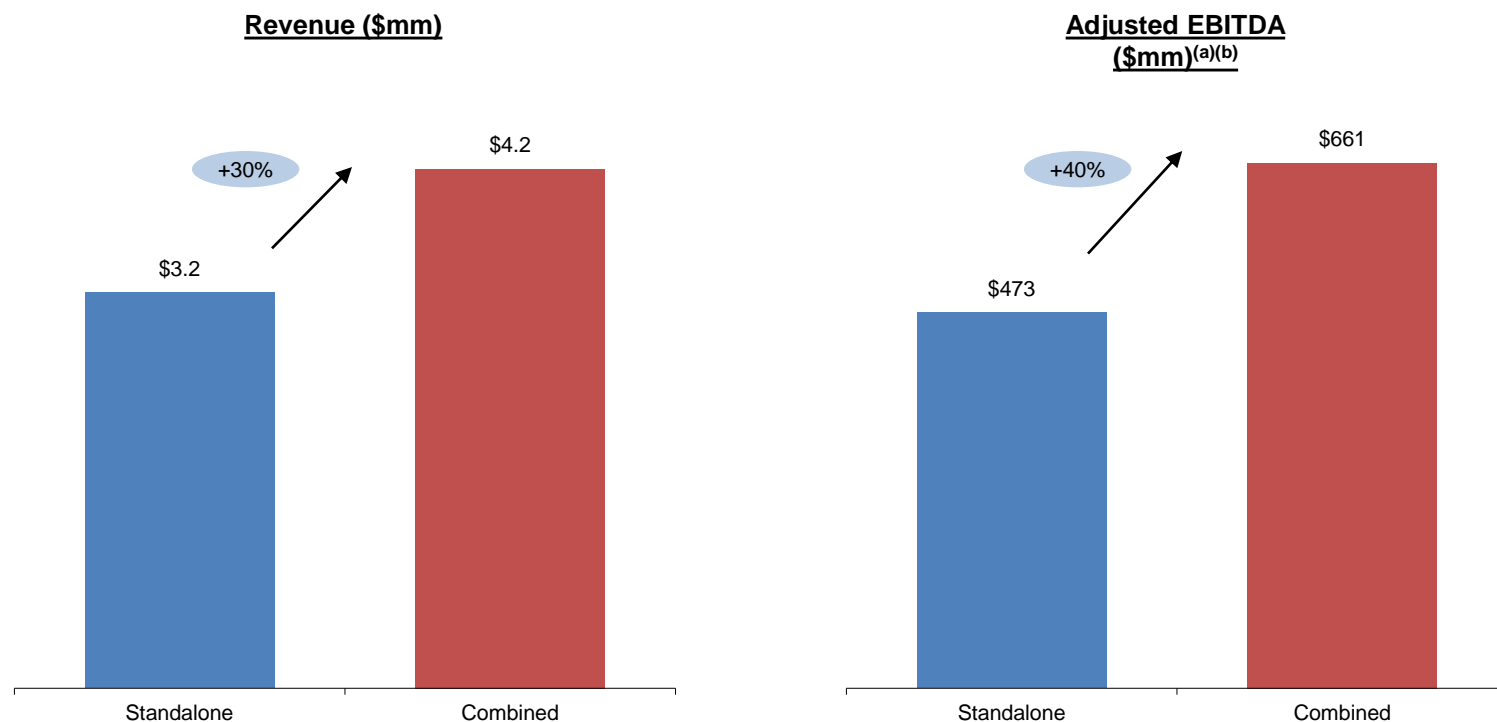
Category	Select Key Brands	Market Position
Consumer batteries	 	#3 (North America / fast growing) #2 (Europe) #1 (Latin America)
Electric shaving and grooming		#2 (North America, UK, Australia) #2 / #3 (Continental Europe)
Electrical personal care products		#1 (Australia) #2 (Europe) #3 (North America)
Portable lighting	 	#2 (North America, Europe, Latin America)
Kitchen & home products	   	#2 (US kitchen products) #1 (US hand-held irons) #1 (UK kitchen /home products)
Pet supplies	    	#2 (Global pet supplies) #1 (Global aquatics)
Home & garden control products	    	#2 (US)
Residential locksets	  	#1 in U.S. Locksets #1 in Canada Locksets #1 in U.S. Luxury Locksets
Residential builders' hardware	  	#1 in U.S. Res. Builders' Hardware #2 in Mexico Hardware
Faucets		#3 in U.S. Retail Channel

Note: All market size and market position information is per Company estimates and industry data.

Legend: HHI category and brands.

Transaction Significantly Increases Scale and Cash Flow...

Financial Scale – LTM 7/1/12



(a) See table on slide 25 for reconciliation of non-GAAP metrics. Includes results of Tong Lung Metal Industry Co. Ltd. for the 12-months ended 12/31/2011.
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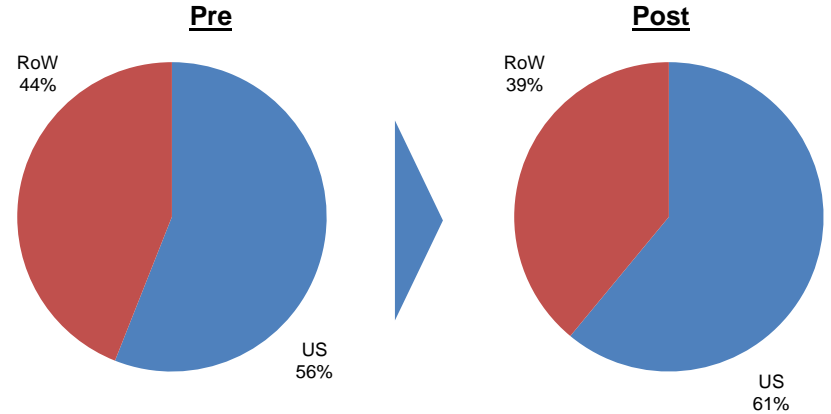
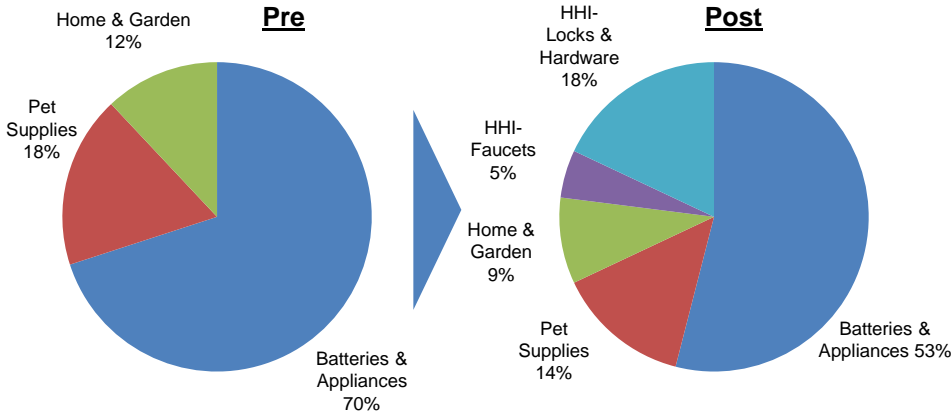
...Product Breadth and Product Diversification...

Product Diversification

Geographic Balance

Revenues by product line

Revenues by geography



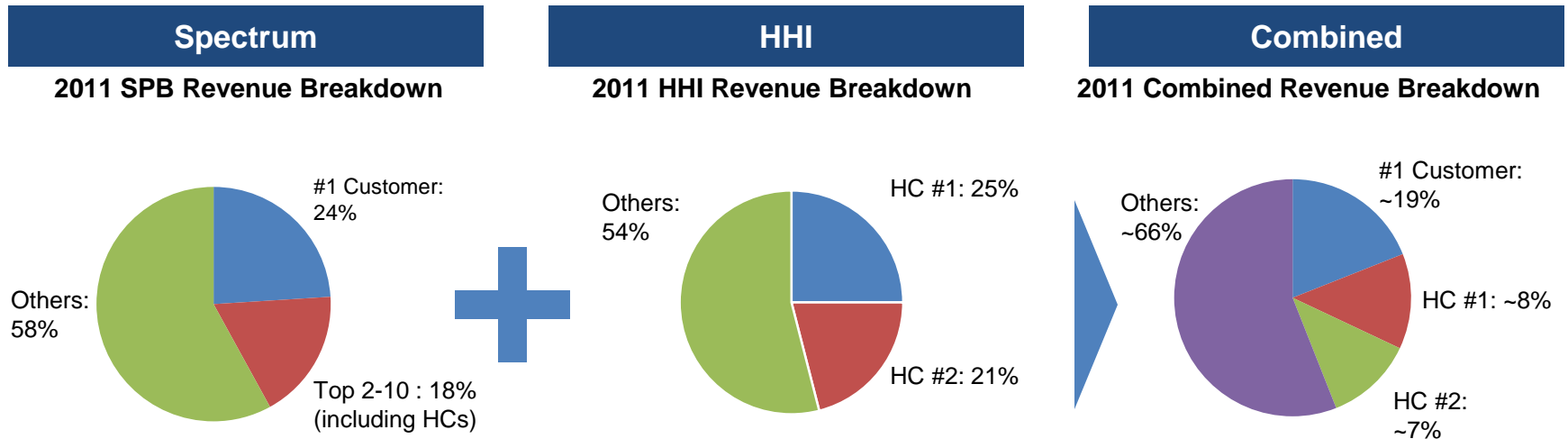
LTM 7/1/12 \$3.2B

Combined LTM 7/1/12 \$4.2B

LTM 7/1/12 \$3.2B

Combined LTM 7/1/12 \$4.2B

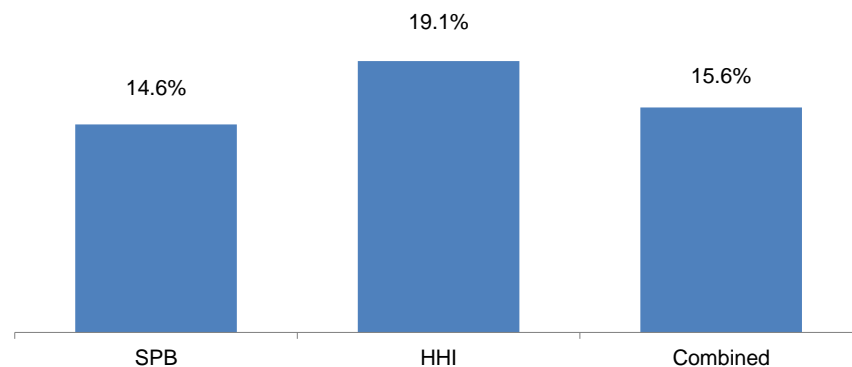
...Improves Channel Mix and Provides Deeper Penetration in Key Accounts...



- Combined revenue is more balanced across big-box US retailers
 - #1 customer reduces from ~ 24% of SPB revenue to ~19% of combined revenue
 - #1 Home Center increases to ~8% and #2 Home Center to ~7% of combined revenue

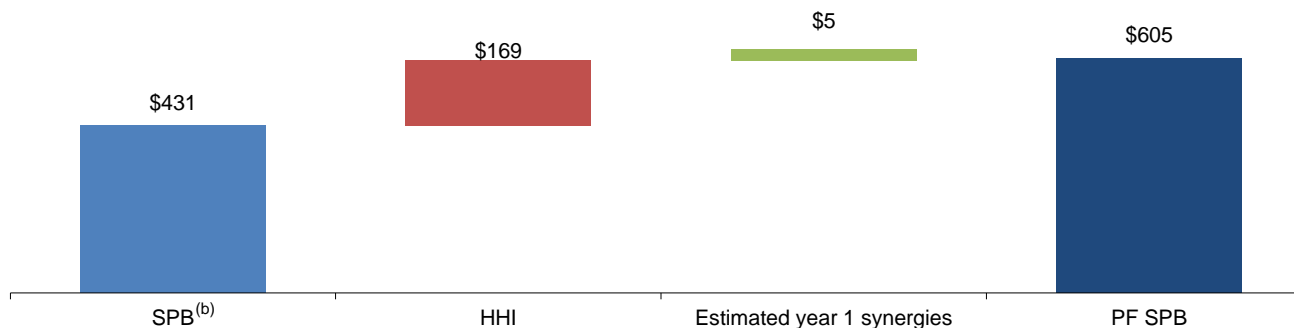
...And Enhances Margins with Robust FCF Profile

7/1/12 LTM Adjusted EBITDA margins



7/1/12 LTM Adjusted EBITDA – Capital Expenditures^(b)

(\$mm)



(a) Includes results of Tong Lung Metal Industry Co. Ltd. for the 12-months ended 12/31/2011 and excludes synergies. See table on slide 25 for reconciliation of non-GAAP metrics.

(b) 7/1/12 LTM capex of \$42 million for SPB and \$19 million for HHI.

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Appendix

TABLE A: Reconciliation of GAAP Net Income (Loss) to Adjusted EBITDA

	LTM July 1, 2012	LTM July 1, 2012	LTM July 1, 2012	LTM July 1, 2012	LTM July 1, 2012	LTM June 30, 2012	YE Dec. 31 2011	LTM June 30, 2012	LTM June 30, 2012
	GBA	PET	H&G	CORP/ Unallocated	SPB	HHI (excl. Tong Long)	Tong Long	HHI (inc. Tong Long)	Combined Co.
Net Income (loss)	\$ 191	\$ 54	\$ 72	\$ (308)	\$ 9	41	\$ 5	\$ 45	\$ 54
Income tax expense	-	-	-	62	62	14	1	15	77
Interest expense	-	-	-	192	192	37	-	37	229
Restructuring and related charges	11	14	1	1	27	24	-	24	51
Acquisition and integration related charges	18	3	1	4	26	-	-	-	26
Intangible asset impairment	23	8	1	-	32	-	-	-	32
Other	-	-	-	-	-	22	(1)	21	21
Adjusted EBIT	\$ 243	\$ 79	\$ 75	\$ (49)	\$ 348	\$ 139	\$ 5	\$ 143	\$ 491
Depreciation and amortization	63	26	12	24	125	42	2	44	169
Adjusted EBITDA	\$ 306	\$ 105	\$ 87	\$ (25)	\$ 473	181	\$ 7	\$ 188	\$ 661
Sales	\$ 2,263	\$ 603	\$ 381	\$ -	\$ 3,247	\$ 939		\$ 985	\$ 4,232