

Spectrum Brands, Inc.  
Form 10-Q  
February 10, 2010  
[Table of Contents](#)

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**x** **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended January 3, 2010

OR

**..** **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-13615

**Spectrum Brands, Inc.**

(Exact name of registrant as specified in its charter)

Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**22-2423556**  
(I.R.S. Employer  
Identification Number)

**Six Concourse Parkway,**  
**Suite 3300, Atlanta, Georgia**  
(Address of principal executive offices)

**30328**  
(Zip Code)

**(770) 829-6200**

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

The number of shares outstanding of the Registrant's common stock, \$.01 par value, as of February 8, 2010, was 30,629,213.

**Table of Contents**

**SPECTRUM BRANDS, INC.**  
**QUARTERLY REPORT ON FORM 10-Q**  
**FOR QUARTER ENDED January 3, 2010**

**INDEX**

	<b>Page</b>
<u>Part I Financial Information</u>	
Item 1. <u>Financial Statements</u>	3
<u>Condensed Consolidated Statements of Financial Position (Unaudited) as of January 3, 2010 and September 30, 2009</u>	3
<u>Condensed Consolidated Statements of Operations (Unaudited) for the three month periods ended January 3, 2010 and December 28, 2008</u>	4
<u>Condensed Consolidated Statements of Cash Flows (Unaudited) for the three month periods ended January 3, 2010 and December 28, 2008</u>	5
<u>Notes to Condensed Consolidated Financial Statements (Unaudited)</u>	6
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	42
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	58
Item 4. <u>Controls and Procedures</u>	59
<u>Part II Other Information</u>	
Item 1. <u>Legal Proceedings</u>	60
Item 1A. <u>Risk Factors</u>	60
Item 2. <u>Issuer Purchases of Equity Securities</u>	76
Item 5. <u>Other Information</u>	76
Item 6. <u>Exhibits</u>	77
<u>Signatures</u>	78

**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****SPECTRUM BRANDS, INC.****Condensed Consolidated Statements of Financial Position****January 3, 2010 and September 30, 2009****(Unaudited)****(Amounts in thousands, except per share figures)**

	Successor Company	
	January 3, 2010	September 30, 2009
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 62,665	\$ 97,800
Receivables:		
Trade accounts receivable, net of allowances of \$4,144 and \$1,011, respectively	272,309	274,483
Other	29,124	24,968
Inventories	296,873	341,505
Deferred income taxes	24,551	28,137
Assets held for sale	12,079	11,870
Prepaid expenses and other	39,366	39,973
<b>Total current assets</b>	<b>736,967</b>	<b>818,736</b>
Property, plant and equipment, net	198,027	212,361
Deferred charges and other	36,409	34,934
Goodwill	481,393	483,348
Intangible assets, net	1,446,997	1,461,945
Debt issuance costs	8,302	9,422
<b>Total assets</b>	<b>\$ 2,908,095</b>	<b>\$ 3,020,746</b>
<b>LIABILITIES AND SHAREHOLDERS DEFICIT</b>		
Current liabilities:		
Current maturities of long-term debt	\$ 59,494	\$ 53,578
Accounts payable	159,047	186,235
Accrued liabilities:		
Wages and benefits	53,324	88,443
Income taxes payable	30,426	21,950
Restructuring and related charges	26,066	26,203
Accrued interest	17,674	8,678
Other	96,668	109,981
<b>Total current liabilities</b>	<b>442,699</b>	<b>495,068</b>
Long-term debt, net of current maturities	1,524,719	1,529,957
Employee benefit obligations, net of current portion	58,690	55,855
Deferred income taxes	228,297	227,498
Other	53,282	51,489
<b>Total liabilities</b>	<b>2,307,687</b>	<b>2,359,867</b>
Commitments and contingencies		
Shareholders' deficit:	306	300

## Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

Common stock, \$.01 par value, authorized 150,000 shares; issued 30,629 and 30,000 shares, respectively;  
outstanding 30,629 and 30,000 shares, respectively

Additional paid-in capital	727,987	724,796
Accumulated deficit	(131,034)	(70,785)
Accumulated other comprehensive income	3,149	6,568
Total shareholders' equity	600,408	660,879
Total liabilities and shareholders' equity	\$ 2,908,095	\$ 3,020,746

See accompanying notes which are an integral part of these condensed consolidated financial statements

(Unaudited).

**Table of Contents****SPECTRUM BRANDS, INC.****Condensed Consolidated Statements of Operations****For the three month periods ended January 3, 2010 and December 28, 2008****(Unaudited)****(Amounts in thousands, except per share figures)**

	<b>Successor Company</b>	<b>Predecessor Company</b>
	<b>THREE MONTHS</b>	
	<b>2010</b>	<b>2009</b>
Net sales	\$ 591,940	\$ 548,503
Cost of goods sold	405,827	348,486
Restructuring and related charges	1,651	10,146
Gross profit	184,462	189,871
Selling	111,289	111,333
General and administrative	43,193	36,885
Research and development	6,445	5,566
Restructuring and related charges	4,776	10,882
Total operating expenses	165,703	164,666
Operating income	18,759	25,205
Interest expense	49,482	52,464
Other expense, net	646	3,677
Loss from continuing operations before reorganization items and income taxes	(31,369)	(30,936)
Reorganization items expense, net	3,646	
Loss from continuing operations before income taxes	(35,015)	(30,936)
Income tax expense	22,499	15,601
Loss from continuing operations	(57,514)	(46,537)
Loss from discontinued operations, net of tax	(2,735)	(66,120)
Net loss	\$ (60,249)	\$ (112,657)
<b>Basic earnings per share:</b>		
Weighted average shares of common stock outstanding	30,000	51,406
Loss from continuing operations	\$ (1.92)	\$ (0.90)
Loss from discontinued operations	(0.09)	(1.29)
Net loss	\$ (2.01)	\$ (2.19)
<b>Diluted earnings per share:</b>		
Weighted average shares and equivalents outstanding	30,000	51,406
Loss from continuing operations	\$ (1.92)	\$ (0.90)
Loss from discontinued operations	(0.09)	(1.29)

Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

Net loss	\$ (2.01)	\$ (2.19)
----------	-----------	-----------

See accompanying notes which are an integral part of these condensed consolidated financial statements

(Unaudited).

**Table of Contents****SPECTRUM BRANDS, INC.****Condensed Consolidated Statements of Cash Flows****For the three month periods ended January 3, 2010 and December 28, 2008****(Unaudited)****(Amounts in thousands)**

	Successor Company	Predecessor Company
	THREE MONTHS	
	2010	2009
<b>Cash flows from operating activities:</b>		
Net loss	\$ (60,249)	\$ (112,657)
Loss from discontinuing operations	(2,735)	(66,120)
Loss from continuing operations	(57,514)	(46,537)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	11,412	11,846
Amortization of intangibles	10,367	5,081
Amortization of unearned restricted stock compensation	3,196	(20)
Amortization of debt issuance costs	916	1,958
Administrative related reorganization items	3,646	
Payments for administrative related reorganization items	(25,131)	
Non-cash increase to cost of goods sold due to fresh-start reporting inventory valuation	34,494	
Non-cash interest expense on 12% Notes	6,760	
Non-cash debt accretion	6,165	
Other non-cash adjustments	20,389	34,532
Net changes in assets and liabilities, net of discontinued operations	(37,826)	(74,778)
Net cash used by operating activities of continuing operations	(23,126)	(67,918)
Net cash used by operating activities of discontinued operations	(8,258)	(22,489)
Net cash used by operating activities	(31,384)	(90,407)
<b>Cash flows from investing activities:</b>		
Purchases of property, plant and equipment	(4,934)	(1,300)
Proceeds from sale of equipment	4	18
Net cash used by investing activities of continuing operations	(4,930)	(1,282)
Net cash used by investing activities of discontinued operations		(580)
Net cash used by investing activities	(4,930)	(1,862)
<b>Cash flows from financing activities:</b>		
Reduction of debt	(4,804)	(7,703)
Proceeds from ABL Revolving Credit Facility	351,600	
Payments on ABL Revolving Credit Facility	(358,186)	
Proceeds from debt financing	12,605	100,656
Refund of debt issuance costs	204	
Treasury stock purchases		(56)



## Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

Net cash provided by financing activities	1,419	92,897
Effect of exchange rate changes on cash and cash equivalents	(240)	(4,709)
Net decrease in cash and cash equivalents	(35,135)	(4,081)
Cash and cash equivalents, beginning of period	97,800	104,773
Cash and cash equivalents, end of period	\$ 62,665	\$ 100,692

See accompanying notes which are an integral part of these condensed consolidated financial statements

(Unaudited).

---

**Table of Contents**

**SPECTRUM BRANDS, INC.**

**Notes to Condensed Financial Statements (Unaudited)**

**(Amounts in thousands, except per share figures)**

**1 DESCRIPTION OF BUSINESS**

Spectrum Brands, Inc., at the time a Wisconsin corporation, and each of its wholly owned United States ( U.S. ) subsidiaries (collectively, the Debtors ) filed voluntary petitions under Chapter 11 of the U.S. Bankruptcy Code (the Bankruptcy Code ), in the U.S. Bankruptcy Court for the Western District of Texas (the Bankruptcy Court ) on February 3, 2009. On August 28, 2009 (the Effective Date ), the Debtors emerged from Chapter 11 of the Bankruptcy Code. As of the Effective Date and pursuant to the Debtors' confirmed plan of reorganization, Spectrum Brands, Inc. converted from a Wisconsin corporation to a Delaware corporation.

Unless the context indicates otherwise, Spectrum Brands, Inc. is used interchangeably in this Quarterly Report on Form 10-Q to refer both to the Delaware corporation and its Wisconsin predecessor, and the terms the Company, Spectrum, Spectrum Brands, are used to refer to Spectrum Brands, Inc. and its subsidiaries both before and after the Effective Date. The term Predecessor Company refers only to Spectrum Brands, Inc., the Company's Wisconsin predecessor, and its subsidiaries prior to the Effective Date and the term Successor Company refers only to Spectrum Brands, Inc., the Delaware successor, and its subsidiaries subsequent to the Effective Date.

Prior to and including August 30, 2009, all operations of the business resulted from the operations of the Predecessor Company. All conditions required for the adoption of fresh-start reporting were met upon emergence from Chapter 11 of the Bankruptcy Code on the Effective Date. However in light of the proximity of that date to the Company's August accounting period close, which was August 30, 2009, the Company elected to adopt a convenience date of August 30, 2009, (the Fresh-Start Adoption Date ) for recording fresh-start reporting. As a result, the fair value of the Predecessor Company's assets became the new basis for the Successor Company's Consolidated Statement of Financial Position as of the Fresh-Start Adoption Date, and all operations beginning August 31, 2009, are related to the Successor Company. Financial information of the Company's financial statements prepared for the Predecessor Company will not be comparable to financial information for the Successor Company.

The Company is a global branded consumer products company with positions in six major product categories: consumer batteries; pet supplies; electric shaving and grooming; electric personal care; portable lighting; and home and garden control.

The Company manages its business in three reportable segments: (i) Global Batteries & Personal Care, which consists of the Company's worldwide battery, shaving and grooming, personal care and portable lighting business ( Global Batteries & Personal Care ); (ii) Global Pet Supplies, which consists of the Company's worldwide pet supplies business ( Global Pet Supplies ); and (iii) Home and Garden Business, which consists of the Company's lawn and garden and insect control businesses (the Home and Garden Business ).

The Company's operations include the worldwide manufacturing and marketing of alkaline, zinc carbon and hearing aid batteries, as well as aquariums and aquatic health supplies and the designing and marketing of rechargeable batteries, battery-powered lighting products, electric shavers and accessories, grooming products and hair care appliances. The Company's operations also include the manufacturing and marketing of specialty pet supplies. The Company also manufactures and markets herbicides, insecticides and repellents in North America. The Company's operations utilize manufacturing and product development facilities located in the U.S., Europe, Asia and Latin America.

The Company sells its products in approximately 120 countries through a variety of trade channels, including retailers, wholesalers and distributors, hearing aid professionals, industrial distributors and original

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)****(Amounts in thousands, except per share figures)**

equipment manufacturers and enjoys name recognition in its markets under the Rayovac, VARTA and Remington brands, each of which has been in existence for more than 80 years, and under the Tetra, 8in1, Spectracide, Cutter and various other brands.

***The Financial Accounting Standards Board ( FASB ) Accounting Standards Codification (the Codification or ASC )***

In June 2009, the FASB issued Statement of Financial Accounting Standards ( SFAS ) No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162*, an accounting standard which established the Codification to become the single source of authoritative generally accepted accounting principles ( GAAP ) recognized by the FASB to be applied by nongovernmental entities, with the exception of guidance issued by the U.S. Securities and Exchange Commission (the SEC ) and its staff. All guidance contained in the Codification carries an equal level of authority. The Codification is not intended to change GAAP, but rather is expected to simplify accounting research by reorganizing current GAAP into approximately 90 accounting topics. The Company adopted this accounting standard effective September 30, 2009. The adoption of this accounting standard, which was subsequently codified into ASC Topic 105: *Generally Accepted Accounting Principles*, had no impact on the Company's retained earnings and will have no impact on the Company's financial position, results of operations or cash flows.

**2 VOLUNTARY REORGANIZATION UNDER CHAPTER 11**

On February 3, 2009, the Predecessor Company announced that it had reached agreements with certain noteholders, representing, in the aggregate, approximately 70% of the face value of the Company's then outstanding senior subordinated notes, to pursue a refinancing that, if implemented as proposed, would significantly reduce the Predecessor Company's outstanding debt. On the same day, the Debtors filed voluntary petitions under Chapter 11 of the Bankruptcy Code, in the Bankruptcy Court (the Bankruptcy Filing ) and filed with the Bankruptcy Court a proposed plan of reorganization (the Proposed Plan ) that detailed the Debtors' proposed terms for the refinancing. The Chapter 11 cases were jointly administered by the Bankruptcy Court as Case No. 09-50455 (the Bankruptcy Cases ).

The Bankruptcy Court entered a written order (the Confirmation Order ) on July 15, 2009 confirming the Proposed Plan (as so confirmed, the Plan ).

***Plan Effective Date***

On the Effective Date the Plan became effective, and the Debtors emerged from Chapter 11 of the Bankruptcy Code. Pursuant to and by operation of the Plan, on the Effective Date, all of Predecessor Company's existing equity securities, including the existing common stock and stock options, were extinguished and deemed cancelled. Spectrum Brands filed a certificate of incorporation authorizing new shares of the common stock. Pursuant to and in accordance with the Plan, on the Effective Date, Successor Company issued a total of 27,030 shares of common stock and \$218,076 of 12% Senior Subordinated Toggle Notes due 2019 (the 12% Notes ) to holders of allowed claims with respect to Predecessor Company's 8/2% Senior Subordinated Notes due 2013 (the 8/2 Notes ), 7/8% Senior Subordinated Notes due 2015 (the 7/8 Notes ) and Variable Rate Toggle Senior Subordinated Notes due 2013 (the Variable Rate Notes ) (collectively, the Senior Subordinated Notes ) (See also Note 8, Debt, for a more complete discussion of the 12% Notes.) Also on the Effective Date, Successor Company issued a total of 2,970 shares of common stock to supplemental and sub-supplemental debtor-in-possession facility participants in respect

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

of the equity fee earned under the Debtors' debtor-in-possession credit facility. The common stock is currently quoted on the over-the-counter (OTC) Bulletin Board and the Pink Sheet Electronic Quotation Service.

On the Effective Date, pursuant to the Plan, the Company entered into Amendment No. 1 to the senior secured term credit facility agreement reflecting the terms of the Confirmation Order, including a new covenant restricting the Company from paying cash interest on the 12% Notes until the date that is 18 months from the Effective Date, or February 28, 2011. In addition, on the Effective Date, the Company entered into Amendment No. 2 to the senior secured term credit facility agreement to give effect to certain technical amendments to the senior secured term credit facility agreement. (See also Note 8, Debt, for a more complete discussion of the amendments.)

In order to consummate the Plan, the Debtors obtained a \$242,000 asset-based exit loan facility pursuant to a credit agreement among the Debtors, General Electric Capital Corporation, as the administrative agent, co-collateral agent, swingline lender and supplemental loan lender, Bank of America, N.A., as co-collateral agent and L/C Issuer, RBS Asset Finance, Inc., through its division RBS Business Capital, as syndication agent and the lenders party thereto. (See also Note 8, Debt, for a more complete discussion of the facility.)

*Reorganization Items*

In accordance with ASC Topic 852: *Reorganizations*, reorganization items are presented separately in the accompanying Condensed Consolidated Statements of Operations (Unaudited) and represent expenses, income, gains and losses that the Company has identified as directly relating to the Bankruptcy Cases. Reorganization items expense, net for the three month period ended January 3, 2010 are summarized as follows:

	<b>Successor Company 2010</b>
Legal and professional fees	\$ 3,536
Provision for rejected leases	110
<b>Reorganization items expense, net</b>	<b>\$ 3,646</b>

**3 SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation:** These condensed consolidated financial statements have been prepared by the Company, without audit, pursuant to the rules and regulations of the U.S. SEC and, in the opinion of the Company, include all adjustments (which are normal and recurring in nature) necessary to present fairly the financial position of the Company at January 3, 2010 and September 30, 2009, and the results of operations and cash flows for the three month periods ended January 3, 2010 and December 28, 2008. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such SEC rules and regulations. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2009. Certain prior period amounts have been reclassified to conform to the current period presentation.

**Significant Accounting Policies and Practices:** The condensed consolidated financial statements include the condensed consolidated financial statements of Spectrum Brands, Inc. and its subsidiaries and are prepared in accordance with GAAP. All intercompany transactions have been eliminated. The Company's fiscal year ends



**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

September 30. References herein to Fiscal 2010 and Fiscal 2009 refer to the fiscal years ended September 30, 2010 and 2009, respectively.

The preparation of condensed consolidated financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Discontinued Operations:** On November 11, 2008, the Predecessor Company board of directors (the Predecessor Board ) approved the shutdown of the growing products portion of the Home and Garden Business, which included the manufacturing and marketing of fertilizers, enriched soils, mulch and grass seed. The decision to shutdown the growing products portion of the Home and Garden Business was made only after the Predecessor Company was unable to successfully sell this business, in whole or in part. The shutdown of the growing products portion of the Home and Garden Business was completed during the second quarter of Fiscal 2009.

The presentation herein of the results of continuing operations has been changed to exclude the growing products portion of the Home and Garden Business for all periods presented. The following amounts have been segregated from continuing operations and are reflected as discontinued operations for the three month periods ended January 3, 2010 and December 28, 2008, respectively:

	<b>Successor Company</b>	<b>Predecessor Company</b>
	<b>2010</b>	<b>2009</b>
Net sales	\$	\$ 15,686
Loss from discontinued operations before income taxes	\$ (2,512)	\$ (67,784)
Provision for income tax expense (benefit)	223	(1,664)
Loss from discontinued operations, net of tax	\$ (2,735)	\$ (66,120)

**Assets Held for Sale:** At January 3, 2010 and September 30, 2009, the Company had \$12,079 and \$11,870, respectively, included in Assets held for sale in its Condensed Consolidated Statements of Financial Position (Unaudited) consisting of certain assets related to the Ningbo, China battery manufacturing facility and a manufacturing facility in Brazil.

**Intangible Assets:** Intangible assets are recorded at cost or at fair value if acquired in a purchase business combination. Customer lists and proprietary technology intangibles are amortized, using the straight-line method, over their estimated useful lives of approximately 4 to 20 years. Excess of cost over fair value of net assets acquired (goodwill) and trade name intangibles are not amortized. Goodwill is tested for impairment at least annually, at the reporting unit level with such groupings being consistent with the Company's reportable segments. If an impairment is indicated, a write-down to fair value (normally measured by discounting estimated future cash flows) is recorded. Trade name intangibles are tested for impairment at least annually by comparing the fair value with the carrying value. Any excess of carrying value over fair value is recognized as an impairment loss in income from operations. The Company's annual impairment testing is completed at the August financial period end.

**Table of Contents**

**SPECTRUM BRANDS, INC.**

**Notes to Condensed Financial Statements (Unaudited) (Continued)**

**(Amounts in thousands, except per share figures)**

ASC Topic 350: *Intangibles-Goodwill and Other*, ( ASC 350 ) requires that goodwill and indefinite-lived intangible assets be tested for impairment annually, or more often if an event or circumstance indicates that an impairment loss may have been incurred. Management uses its judgment in assessing whether assets may have become impaired between annual impairment tests. Indicators such as unexpected adverse business conditions, economic factors, unanticipated technological change or competitive activities, loss of key personnel, and acts by governments and courts may signal that an asset has become impaired. The fair values of the Company's goodwill and indefinite-lived intangible assets were not tested for impairment during the three month period ended January 3, 2010 and December 28, 2008, respectively, as no event or circumstance arose which indicated that an impairment loss may have been incurred.

**Shipping and Handling Costs:** The Successor Company incurred shipping and handling costs of \$36,461 for the three month period ended January 3, 2010. The Predecessor Company incurred shipping and handling costs of \$39,348 for the three month period ended December 28, 2008. These costs are included in Selling expenses in the accompanying Condensed Consolidated Statements of Operations (Unaudited). Shipping and handling costs include costs incurred with third-party carriers to transport products to customers as well as salaries and overhead costs related to activities to prepare the Company's products for shipment from its distribution facilities.

**Concentrations of Credit Risk:** Trade receivables subject the Company to credit risk. Trade accounts receivable are carried at net realizable value. The Company extends credit to its customers based upon an evaluation of the customer's financial condition and credit history, and generally does not require collateral. The Company monitors its customers' credit and financial condition based on changing economic conditions and makes adjustments to credit policies as required. Provision for losses on uncollectible trade receivables are determined principally on the basis of past collection experience applied to ongoing evaluations of the Company's receivables and evaluations of the risks of nonpayment for a given customer.

The Company has a broad range of customers including many large retail outlet chains, one of which accounts for a significant percentage of its sales volume. This customer represented approximately 21% and 22% of the Company's Net sales during the three month periods ended January 3, 2010 (Successor Company) and December 28, 2008 (Predecessor Company), respectively. This customer also represented approximately 10% and 14% of the Successor Company's Trade accounts receivable, net at January 3, 2010 and September 30, 2009, respectively.

Approximately 51% and 48% of the Company's Net sales during the three month periods ended January 3, 2010 (Successor Company) and December 28, 2008 (Predecessor Company), respectively, occurred outside the United States. These sales and related receivables are subject to varying degrees of credit, currency, political and economic risk. The Company monitors these risks and makes appropriate provisions for collectibility based on an assessment of the risks present.

**Stock-Based Compensation:** In 1996, the Predecessor Board approved the Rayovac Corporation 1996 Stock Option Plan ( 1996 Plan ). Under the 1996 Plan, stock options to acquire up to 2,318 shares of common stock, in the aggregate, could be granted to select employees and non-employee directors of the Predecessor Company under either or both a time-vesting or a performance-vesting formula at an exercise price equal to the market price of the common stock on the date of grant. The 1996 Plan expired on September 12, 2006.

In 1997, the Predecessor Board adopted the 1997 Rayovac Incentive Plan ( 1997 Plan ). Under the 1997 Plan, the Predecessor Company could grant to employees and non-employee director's stock options, stock

**Table of Contents**

**SPECTRUM BRANDS, INC.**

**Notes to Condensed Financial Statements (Unaudited) (Continued)**

**(Amounts in thousands, except per share figures)**

appreciation rights ( SARs ), restricted stock, and other stock-based awards, as well as cash-based annual and long-term incentive awards. Accelerated vesting would have occurred in the event of a change in control, as defined in the 1997 Plan. Up to 5,000 shares of common stock could have been issued under the 1997 Plan. The 1997 Plan expired in August 31, 2007.

In 2004, the Predecessor Board adopted the 2004 Rayovac Incentive Plan ( 2004 Plan ). The 2004 Plan supplemented the 1997 Plan. Under the 2004 Plan, the Predecessor Company could have granted to employees and non-employee directors stock options, SARs, restricted stock, and other stock-based awards, as well as cash-based annual and long-term incentive awards. Accelerated vesting would occur in the event of a change in control, as defined in the 2004 Plan. Up to 3,500 shares of common stock, net of forfeitures and cancellations, could have been issued under the 2004 Plan. The 2004 Plan would have expired on July 31, 2014.

Upon the Effective Date, however, by operation of the Plan all the existing common stock of the Predecessor Company was extinguished and deemed cancelled and, in connection with the cancellation of the Predecessor's common stock, any and all equity awards granted under, and understandings with respect to participation in the 2004 Plan in effect prior to the Effective Date became null and void as of the Effective Date.

In September 2009, the Successor Company's board of directors (the Board ) adopted the 2009 Spectrum Brands Inc. Incentive Plan (the 2009 Plan ). Up to 3,333 shares of common stock, net of forfeitures and cancellations, may be issued under the 2009 Plan.

The Successor Company granted approximately 629 shares of restricted stock during the three month period ended January 3, 2010. Of these grants, 18 are time-based and vest after a one year period and 611 shares are time-based and vest over a two year period. All vesting dates were subject to the recipient's continued employment with the Company, except as otherwise permitted by the Board or in certain cases if the employee is terminated without cause. The total market value of the restricted shares on the date of grant is approximately \$14,555.

The Predecessor Company granted approximately 229 shares of restricted stock during the three month period ended December 28, 2008. All shares granted were purely performance based and would have vested only upon achievement of certain performance goals which consisted of reportable segment and consolidated company earnings before interest, taxes, depreciation and amortization and cash flow components, each as defined by the Company for purposes of such awards. All vesting dates were subject to the recipient's continued employment with the Company, except as otherwise permitted by the Predecessor Board. The total market value of the restricted shares on the date of grant was approximately \$150.

In connection with the adoption of ASC Topic 718: Compensation-Stock Compensation, ( ASC 718 ), the Company is required to recognize expense related to the fair value of its employee stock awards. Total stock compensation expense associated with restricted stock awards recognized by the Successor Company during the three months ended January 3, 2010 was \$3,196, or \$2,078, net of taxes. Total stock compensation expense associated with both stock options and restricted stock awards recognized by the Predecessor Company during the three months ended December 28, 2008 was \$(20), or \$(13), net of taxes.



**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

The fair value of restricted stock is determined based on the market price of the Company's shares on the grant date. A summary of the status of the Successor Company's non-vested restricted stock at January 3, 2010 is as follows:

Restricted Stock	Shares	Weighted Average Grant Date Fair Value	Fair Value
Restricted stock at September 30, 2009		\$	\$
Granted	629	23.13	14,555
Restricted stock at January 3, 2010	629	\$ 23.13	\$ 14,555

**Derivative Financial Instruments:** Derivative financial instruments are used by the Company principally in the management of its interest rate, foreign currency and raw material price exposures. The Company does not hold or issue derivative financial instruments for trading purposes. When hedge accounting is elected at inception, the Company formally designates the financial instrument as a hedge of a specific underlying exposure if such criteria are met, and documents both the risk management objectives and strategies for undertaking the hedge. The Company formally assesses, both at the inception and at least quarterly thereafter, whether the financial instruments that are used in hedging transactions are effective at offsetting changes in the forecasted cash flows of the related underlying exposure. Because of the high degree of effectiveness between the hedging instrument and the underlying exposure being hedged, fluctuations in the value of the derivative instruments are generally offset by changes in the forecasted cash flows of the underlying exposures being hedged. Any ineffective portion of a financial instrument's change in fair value is immediately recognized in earnings. For derivatives that are not designated as cash flow hedges, or do not qualify for hedge accounting treatment, the change in the fair value is also immediately recognized in earnings.

Effective December 29, 2008, the Company adopted ASC Topic 815: *Derivatives and Hedging*, (ASC 815). ASC 815 amends the disclosure requirements for derivative instruments and hedging activities. Under the revised guidance entities are required to provide enhanced disclosures for derivative and hedging activities.

The Successor Company's fair value of outstanding derivative contracts recorded as assets in the accompanying Condensed Consolidated Statements of Financial Position (Unaudited) were as follows:

Asset Derivatives		January 3, 2010	September 30, 2009
Derivatives designated as hedging instruments under ASC 815:			
Commodity contracts	Receivables Other	\$ 5,352	\$ 2,861
Commodity contracts	Deferred charges and other	647	554
Foreign exchange contracts	Receivables Other	221	295
Total asset derivatives designated as hedging instruments under ASC 815		\$ 6,220	\$ 3,710
Derivatives not designated as hedging instruments under ASC 815:			
Commodity contracts	Receivables Other	42	
Foreign exchange contracts	Receivables Other	116	75

Total asset derivatives	\$ 6,378	\$ 3,785
-------------------------	----------	----------

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

The Successor Company's fair value of outstanding derivative contracts recorded as liabilities in the accompanying Condensed Consolidated Statements of Financial Position (Unaudited) were as follows:

		January 3, 2010	September 30, 2009
<b>Liability Derivatives</b>			
Derivatives designated as hedging instruments under ASC 815:			
Interest rate contracts	Accounts payable	\$ 4,134	\$
Interest rate contracts	Accrued interest	1,238	
Interest rate contracts	Other long term liabilities	381	
Foreign exchange contracts	Accounts payable	577	1,036
Total liability derivatives designated as hedging instruments under ASC 815			
		\$ 6,330	\$ 1,036
Derivatives not designated as hedging instruments under ASC 815:			
Foreign exchange contracts	Accounts payable	144	131
Total liability derivatives			
		\$ 6,474	\$ 1,167

**Cash Flow Hedges**

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive income ( AOCI ) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative, representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness, are recognized in current earnings.

The following table summarizes the impact of derivative instruments on the accompanying Condensed Consolidated Statements of Operations (Unaudited) for the three month period ended January 3, 2010 pretax (Successor Company):

	Amount of Gain (Loss) Recognized in AOCI on Derivatives (Effective Portion)	Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Location of Gain (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)
<b>Derivatives in ASC 815 Cash Flow</b>					
<b>Hedging Relationships</b>					
Commodity contracts	\$ 3,656	Cost of goods sold	\$ 331	Cost of goods sold	\$ 71
Interest rate contracts	(5,753)		(1,238)		

Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

		Interest expense		Interest expense
Foreign exchange contracts	(119)	Net sales	(94)	Net sales
Foreign exchange contracts	(421)	Cost of goods sold	(728)	Cost of goods sold
Total	\$ (2,637)		\$ (1,729)	\$ 71

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

The following table summarizes the impact of derivative instruments designated as cash flow hedges on the accompanying Condensed Consolidated Statements of Operations (Unaudited) for the three month period ended December 28, 2008, pretax (Predecessor Company):

Derivatives in ASC 815 Cash Flow Hedging Relationships	Amount of Gain (Loss) Recognized in Accumulated OCI on Derivatives (Effective Portion)	Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Location of Gain (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)
Commodity contracts	\$ (6,697)	Cost of goods sold	\$ (3,558)	Cost of goods sold	\$ 282
Interest rate contracts	(4,093)	Interest expense	(822)	Interest expense	
Foreign exchange contracts	899	Net sales	(37)	Net sales	
Foreign exchange contracts	8,915	Cost of goods sold	3,344	Cost of goods sold	
Commodity contracts	(1,313)	Discontinued operations	(2,116)	Discontinued operations	(12,729)
Total	\$ (2,289)		\$ (3,189)		\$ (12,447)

**Derivative Contracts**

For derivative instruments that are used to economically hedge the fair value of the Company's third party and intercompany foreign exchange payments, commodity purchases and interest rate payments, the gain (loss) is recognized in earnings in the period of change associated with the derivative contract. During the three month period ended January 3, 2010 (Successor Company) and the three month period ended December 28, 2008 (Predecessor Company), the Company recognized the following respective gains (losses) on derivative contracts:

Derivatives Not Designated as Hedging Instruments Under ASC 815	Amount of Gain (Loss) Recognized in Income on Derivatives		Location of Gain or (Loss) Recognized in
	Successor Company 2010	Predecessor Company 2009	
Commodity contracts	42	\$	Cost of goods sold
Foreign exchange contracts	(1,830)	1,495	Other (income) expense, net

## Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

Total	\$ (1,788)	\$ 1,495
-------	------------	----------

### Credit Risk

The Company is exposed to the default risk of the counterparties with which the Company transacts. The Company monitors counterparty credit risk on an individual basis by periodically assessing each such counterparty's credit rating exposure. The maximum loss due to credit risk equals the fair value of the gross asset derivatives which are primarily concentrated with a foreign financial institution counterparty. The Company considers these exposures when measuring its credit reserve on its derivative assets, which was \$49 and \$32,

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)****(Amounts in thousands, except per share figures)**

respectively, at January 3, 2010 and September 30, 2009. Additionally, the Company does not require collateral or other security to support financial instruments subject to credit risk.

The Company's standard contracts do not contain credit risk related contingent features whereby the Company would be required to post additional cash collateral as a result of a credit event. However, as a result of the Company's current credit profile, the Company is typically required to post collateral in the normal course of business to offset its liability positions. At January 3, 2010 and September 30, 2009, the Successor Company had posted cash collateral of \$2,274 and \$1,943, respectively, related to such liability positions. In addition, at January 3, 2010 and September 30, 2009, the Successor Company had posted standby letters of credit of \$12,580 and \$0, respectively, related to such liability positions. The cash collateral is included in Current Assets Receivables-Other within the accompanying Condensed Consolidated Statements of Financial Position (Unaudited).

**Derivative Financial Instruments***Cash Flow Hedges*

The Company uses interest rate swaps to manage its interest rate risk. The swaps are designated as cash flow hedges with the changes in fair value recorded in AOCI and as a derivative hedge asset or liability, as applicable. The swaps settle periodically in arrears with the related amounts for the current settlement period payable to, or receivable from, the counter-parties included in accrued liabilities or receivables, respectively, and recognized in earnings as an adjustment to interest expense from the underlying debt to which the swap is designated. At January 3, 2010, the Successor Company had a portfolio of USD-denominated interest rate swaps outstanding which effectively fixes the interest on floating rate debt, exclusive of lender spreads as follows: 2.25% for a notional principal amount of \$300,000 through December 2011 and 2.29% for a notional principal amount of \$300,000 through January 2012. In addition, at January 3, 2010, the Successor Company had a portfolio of EUR-denominated interest rate swaps outstanding which effectively fixes the interest on floating rate debt, exclusive of lender spreads as follows: 2.31% for a notional principal amount of 100,000 through January 2012 and 2.37% for a notional principal amount of 100,000 through February 2012. The Successor Company had no interest rate swap financial instruments at September 30, 2009. The derivative net loss on these contracts recorded in AOCI by the Successor Company at January 3, 2010 and September 30, 2009 was \$2,799 net of tax benefit of \$1,716 and \$0, respectively.

The Company periodically enters into forward foreign exchange contracts to hedge the risk from forecasted foreign denominated third party and intercompany sales or payments. These obligations generally require the Company to exchange foreign currencies for U.S. Dollars, Euros, Pounds Sterling, Australian Dollars, Brazilian Reals, Canadian Dollars or Japanese Yen. These foreign exchange contracts are cash flow hedges of fluctuating foreign exchange related to sales or product or raw material purchases. Until the sale or purchase is recognized, the fair value of the related hedge is recorded in AOCI and as a derivative hedge asset or liability, as applicable. At the time the sale or purchase is recognized, the fair value of the related hedge is reclassified as an adjustment to Net sales or purchase price variance in Cost of goods sold.

At January 3, 2010 the Successor Company had a series of foreign exchange derivative contracts outstanding through December 2010 with a contract value of \$92,436. At September 30, 2009 the Successor Company had a series of foreign exchange derivative contracts outstanding through September 2010 with a contract value of \$92,963. The derivative net loss on these contracts recorded in AOCI by the Successor Company at January 3, 2010 was \$164, net of tax benefit of \$99. The derivative net loss on these contracts recorded in AOCI by the Successor Company at September 30, 2009 was \$378, net of tax benefit of \$167. At January 3, 2010, the portion of derivative net losses estimated to be reclassified from AOCI into earnings by the Successor Company over the next 12 months is \$164, net of tax.

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)****(Amounts in thousands, except per share figures)**

The Company is exposed to risk from fluctuating prices for raw materials, specifically zinc used in its manufacturing processes. The Company hedges a portion of the risk associated with these materials through the use of commodity swaps. The hedge contracts are designated as cash flow hedges with the fair value changes recorded in AOCI and as a hedge asset or liability, as applicable. The unrecognized changes in fair value of the hedge contracts are reclassified from AOCI into earnings when the hedged purchase of raw materials also affects earnings. The swaps effectively fix the floating price on a specified quantity of raw materials through a specified date. At January 3, 2010 the Successor Company had a series of such swap contracts outstanding through September 2011 for 7 tons with a contract value of \$11,010. At September 30, 2009 the Successor Company had a series of such swap contracts outstanding through September 2011 for 8 tons with a contract value of \$11,830. The derivative net gain on these contracts recorded in AOCI by the Successor Company at January 3, 2010 was \$2,515, net of tax expense of \$1,340. The derivative net gain on these contracts recorded in AOCI by the Successor Company at September 30, 2009 was \$347, net of tax expense of \$183. At January 3, 2010, the portion of derivative net gains estimated to be reclassified from AOCI into earnings by the Successor Company over the next 12 months is \$2,213, net of tax.

The Company was also exposed to fluctuating prices of raw materials, specifically urea and di-ammonium phosphates ( DAP ), used in its manufacturing processes in the growing products portion of the Home and Garden Business. The Company did not have any contracts outstanding and did not record any activity for these raw materials during the three month period ended January 3, 2010 as the Company completed the shutdown of the growing products portion of the Home and Garden Business during the second quarter of Fiscal 2009. See Note 3, Significant Accounting Policies Discontinued Operations, for further information on the shutdown of the growing products portion of the Home and Garden Business.

*Derivative Contracts*

The Company periodically enters into forward and swap foreign exchange contracts to economically hedge the risk from third party and intercompany payments resulting from existing obligations. These obligations generally require the Company to exchange foreign currencies for U.S. Dollars, Euros or Australian Dollars. These foreign exchange contracts are fair value hedges of a related liability or asset recorded in the accompanying Condensed Consolidated Statement of Financial Position (Unaudited). The gain or loss on the derivative hedge contracts is recorded in earnings as an offset to the change in value of the related liability or asset at each period end. At January 3, 2010 and September 30, 2009 the Successor Company had \$45,280 and \$37,478, respectively, of such foreign exchange derivative contracts outstanding.

The Company is indirectly exposed to economic risk from fluctuating prices for underlying raw materials, including nickel, through its purchases of processed parts used in its manufacturing processes. Periodically the Company economically hedges a portion of the risk associated with these parts through swap agreements with the supplier of the parts. The swap agreements are designated as fair value hedges. The swaps effectively fix the floating price on a specified quantity of underlying raw materials through the life of the purchase contract with the supplier. The unrealized change in fair value of the hedge contracts is recorded in earnings and as a hedge asset or liability, as applicable. The unrealized gains or losses are reversed from earnings as the hedged purchases of processed parts also effects earnings. At January 3, 2010 and September 30, 2009 the Successor Company had \$624 and \$0, respectively, of such commodity derivative contracts outstanding.

**Fair Value of Financial Instruments:** Effective October 1, 2008, the Company adopted ASC Topic 820: *Fair Value Measurements and Disclosures*, ( ASC 820 ), for all financial instruments and non-financial instruments accounted for at fair value on a recurring basis. ASC 820 establishes a new framework for measuring



**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)****(Amounts in thousands, except per share figures)**

fair value and expands related disclosures. Broadly, the ASC 820 framework requires fair value to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. ASC 820 establishes market or observable inputs as the preferred source of values, followed by assumptions based on hypothetical transactions in the absence of market inputs. The Company utilizes valuation techniques that attempt to maximize the use of observable inputs and minimize the use of unobservable inputs. The determination of the fair values considers various factors, including closing exchange or over-the-counter market pricing quotations, time value and credit quality factors underlying options and contracts. The fair value of certain derivative financial instruments is estimated using pricing models based on contracts with similar terms and risks. Modeling techniques assume market correlation and volatility, such as using prices of one delivery point to calculate the price of the contract's different delivery point. The nominal value of interest rate transactions is discounted using applicable forward interest rate curves. In addition, by applying a credit reserve which is calculated based on credit default swaps or published default probabilities for the actual and potential asset value, the fair value of the Company's derivative financial instruments assets reflects the risk that the counterparties to these contracts may default on the obligations. Likewise, by assessing the requirements of a reserve for non-performance which is calculated based on the probability of default by the Company, the Company adjusts its derivative contract liabilities to reflect the price at which a potential market participant would be willing to assume the Company's liabilities. The adoption of ASC 820 did not have a material effect on the Company's statements of operations, financial position or cash flows.

The valuation techniques required by ASC 820 are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions made by the Company. These two types of inputs create the following fair value hierarchy:

Level 1	Unadjusted quoted prices for identical instruments in active markets.
Level 2	Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
Level 3	Significant inputs to the valuation model are unobservable.

The Company maintains policies and procedures to value instruments using the best and most relevant data available. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls must be determined based on the lowest level input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability. In addition, the Company has risk management teams that review valuation, including independent price validation for certain instruments. Further, in other instances, the Company retains independent pricing vendors to assist in valuing certain instruments.

The Company's derivatives are valued using internal models, which are based on market observable inputs including interest rate curves and both forward and spot prices for currencies and commodities.

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

The Successor Company's net derivative portfolio at January 3, 2010, contains Level 2 instruments and represents, commodity and foreign exchange contracts.

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Commodity contracts	\$	\$ 6,041	\$	\$ 6,041
<b>Total Assets</b>	<b>\$</b>	<b>\$ 6,041</b>	<b>\$</b>	<b>\$ 6,041</b>
<b>Liabilities:</b>				
Interest rate contracts	\$	\$ (5,753)	\$	\$ (5,753)
Foreign exchange contracts, net		(384)		(384)
<b>Total Liabilities</b>	<b>\$</b>	<b>\$ (6,137)</b>	<b>\$</b>	<b>\$ (6,137)</b>

The Successor Company's net derivative portfolio at September 30, 2009, contains Level 2 instruments and represents, commodity and foreign exchange contracts.

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Commodity contracts	\$	\$ 3,415	\$	\$ 3,415
<b>Total Assets</b>	<b>\$</b>	<b>\$ 3,415</b>	<b>\$</b>	<b>\$ 3,415</b>
<b>Liabilities:</b>				
Foreign exchange contracts, net	\$	\$ (797)	\$	\$ (797)
<b>Total Liabilities</b>	<b>\$</b>	<b>\$ (797)</b>	<b>\$</b>	<b>\$ (797)</b>

The carrying values of cash and cash equivalents, accounts and notes receivable, accounts payable and short-term debt approximate fair value. The fair values of long-term debt and derivative financial instruments are generally based on quoted or observed market prices.

The carrying value of financial instruments approximate the fair value of those instruments due to the applicable interest rates being substantially at market (floating), except for a \$1,000,000 senior secured U.S. Dollar Term B Loan (\$969,712 at January 3, 2010 and \$973,125 at September 30, 2009) due June 30, 2012 with interest payable periodically but not less than quarterly (with such interest rate at LIBOR, subject to a floor of 1.50%, plus 6.5%), a \$262,000 senior secured Euro Term Loan (\$364,269 at January 3, 2010 and \$371,874 at September 30, 2009) due June 30, 2012 with interest payable periodically but not less than quarterly (with such interest rate at EURIBOR, subject to a floor of 1.5%, plus 7.0%). In addition, at January 3, 2010 and September 30, 2009 the Successor Company had \$218,076 outstanding of 12% Notes due August 28, 2019 with interest payable semiannually. The Successor Company total fair value of the Term Loans at January 3, 2010 and September 30, 2009 was approximately \$1,317,221 and \$1,284,030, respectively. The total fair value of the Successor Company's 12% Notes at January 3, 2010 and September 30, 2009 approximated \$203,356 and \$207,718, respectively. See Note 3, Significant Accounting Policies - Derivative Financial Instruments and Note 8, Debt, for further details of the Company's financial instruments.



**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

The carrying amounts and fair values of the Successor Company's financial instruments are summarized as follows ((liability)/asset):

	January 3, 2010		September 30, 2009	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Total debt	\$ (1,584,213)	\$ (1,626,903)	\$ (1,583,535)	\$ (1,592,987)
Interest rate swap agreements	(5,753)	(5,753)		
Commodity swap and option agreements	6,041	6,041	3,415	3,415
Foreign exchange forward agreements	(384)	(384)	(797)	(797)

Effective October 1, 2008, the Company also adopted ASC Topic 825: *Financial Instruments*, (ASC 825), which permits an entity to measure many financial instruments and certain other items at fair value by electing a fair value option. Once elected, the fair value option may be applied on an instrument by instrument basis, is irrevocable and is applied only to entire instruments. ASC 825 also requires companies with trading and available-for-sale securities to report the unrealized gains and losses for which the fair value option has been elected. The adoption of ASC 825 did not have an effect the Company's results of operations, financial position or cash flows as the Company did not elect the fair value option for any of its financial instruments.

**Subsequent Events:** During Fiscal 2009, the Company adopted ASC 855, *Subsequent Events*, (ASC 855). ASC 855 establishes general standards of accounting and disclosures of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The adoption of ASC 855 requires the Company to evaluate all subsequent events that occur after the balance sheet date through the date and time the Company's financial statements are issued. The Company has evaluated subsequent events through February 10, 2010, which is the date these financial statements were issued. (See also Note 15, *Subsequent Events*, for additional information.)

**4 OTHER COMPREHENSIVE LOSS**

Comprehensive loss and the components of other comprehensive loss, net of tax, for the three month periods ended January 3, 2010 and December 28, 2008 are as follows:

	Successor Company	Predecessor Company
	Three Months	
	2010	2009
Net loss	\$ (60,249)	\$ (112,657)
Other comprehensive loss:		
Foreign currency translation	(1,115)	(24,299)
Valuation allowance adjustments	(1,100)	(472)
Pension liability adjustments		
Net unrealized (loss) gain on derivative instruments	(1,204)	2,340
Net change to derive comprehensive loss for the period	(3,419)	(22,431)
Comprehensive loss	\$ (63,668)	\$ (135,088)

## Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

Net exchange gains or losses resulting from the translation of assets and liabilities of foreign subsidiaries are accumulated in the AOCI section of Shareholders' deficit. Also included are the effects of exchange rate changes on intercompany balances of a long-term nature and transactions designated as hedges of net foreign investments.

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)****(Amounts in thousands, except per share figures)**

The changes in accumulated foreign currency translation for the three month periods ended January 3, 2010 and December 28, 2008 were primarily attributable to the impact of translation of the net assets of the Company's European operations, primarily denominated in Euros and Pounds Sterling.

**5 NET LOSS PER COMMON SHARE**

Net loss per common share for the three month periods ended January 3, 2010 and December 28, 2008 is calculated based upon the following number of shares:

	<b>Successor Company</b>	<b>Predecessor Company</b>
	<b>Three Months</b>	
	<b>2010</b>	<b>2009</b>
Basic	30,000	51,406
Effect of restricted stock and assumed conversion of options		
Diluted	30,000	51,406

For the three month periods ended January 3, 2010 and December 28, 2008, the Company has not assumed the exercise of common stock equivalents as the impact would be antidilutive.

**6 INVENTORIES**

Inventories for the Successor Company, which are stated at the lower of cost or market, consist of the following:

	<b>January 3, 2010</b>	<b>September 30, 2009</b>
Raw materials	\$ 68,704	\$ 64,314
Work-in-process	18,810	27,364
Finished goods	209,359	249,827
	\$ 296,873	\$ 341,505

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

**7 GOODWILL AND INTANGIBLE ASSETS**

Goodwill and intangible assets for the Successor Company consist of the following:

	<b>Global Batteries &amp; Personal Care</b>	<b>Home and Garden</b>	<b>Global Pet Supplies</b>	<b>Total</b>
<b>Goodwill:</b>				
Balance at September 30, 2009	\$ 152,293	\$ 170,807	\$ 160,248	\$ 483,348
Effect of translation	(1,077)		(878)	(1,955)
Balance at January 3, 2010	\$ 151,216	\$ 170,807	\$ 159,370	\$ 481,393
<b>Intangible Assets:</b>				
<b>Trade names Not Subject to Amortization</b>				
Balance at September 30, 2009	\$ 401,983	\$ 76,000	\$ 212,253	\$ 690,236
Effect of translation	(1,003)		(1,790)	(2,793)
Balance at January 3, 2010	\$ 400,980	\$ 76,000	\$ 210,463	\$ 687,443
<b>Intangible Assets Subject to Amortization</b>				
Balance at September 30, 2009, net	\$ 354,433	\$ 172,271	\$ 245,005	\$ 771,709
Additions	375			375
Amortization during period	(4,452)	(2,188)	(3,727)	(10,367)
Effect of translation	(918)		(1,245)	(2,163)
Balance at January 3, 2010, net	\$ 349,438	\$ 170,083	\$ 240,033	\$ 759,554
Total Intangible Assets, net at January 3, 2010	\$ 750,418	\$ 246,083	\$ 450,496	\$ 1,446,997

Intangible assets subject to amortization include proprietary technology, customer relationships and certain trade names. The carrying value of technology assets was \$61,814, net of accumulated amortization of \$1,545 at January 3, 2010 and \$62,985, net of accumulated amortization of \$515 at September 30, 2009. The Successor Company trade names subject to amortization relate to the valuation under fresh-start reporting. The carrying value of these trade names was \$459, net of accumulated amortization of \$31 at January 3, 2010 and \$490, net of accumulated amortization of \$10 at September 30, 2009. Remaining intangible assets subject to amortization include customer relationship intangibles. The carrying value of customer relationships was \$697,281, net of accumulated amortization of \$8,791 at January 3, 2010 and \$708,234, net of accumulated amortization of \$2,988 at September 30, 2009. The useful life of the Successor Company's intangible assets subject to amortization are 8 years for technology assets related to the Global Pet Supplies segment, 17 years for technology assets associated with the Global Batteries and Personal Care segment, 20 years for customer relationships and 4 years for trade names.

Amortization expense for the three month periods ended January 3, 2010 and December 28, 2008 is as follows:

Successor Company	Predecessor Company
----------------------	------------------------

Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

	Three Months	
	2010	2009
Proprietary technology amortization	\$ 1,545	\$ 936
Customer relationships amortization	8,791	4,045
Trade names amortization	31	100
	\$ 10,367	\$ 5,081



**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

The Company estimates annual amortization expense for the next five fiscal years will approximate \$40,000 per year.

**8 DEBT**

Debt of the Successor Company consists of the following:

	January 3, 2010		September 30, 2009	
	Amount	Rate <sup>(A)</sup>	Amount	Rate <sup>(A)</sup>
Term Loan B, U.S. Dollar, expiring June 30, 2012	969,712	8.1%	973,125	8.1%
Term Loan, Euro, expiring June 30, 2012	364,269	8.6%	371,874	8.6%
Senior Subordinated Notes, due August 28, 2019	218,076	12.0%	218,076	12.0%
ABL Revolving Credit Facility, expiring March 31, 2012	26,639	6.6%	33,225	6.6%
Supplemental Loan, expiring March 31, 2012	45,000	17.7%	45,000	17.7%
Other notes and obligations	18,306	5.4%	5,919	6.2%
Capitalized lease obligations	12,631	4.9%	12,924	4.9%
	1,654,633		1,660,143	
Adjustments resulting from fresh-start reporting valuation	(70,420)		(76,608)	
Less current maturities	59,494		53,578	
Long-term debt, net of current maturities	\$ 1,524,719		\$ 1,529,957	

<sup>(A)</sup> Interest rates on senior credit facilities represent the period-end weighted average rates on balances outstanding exclusive of the effects of any interest rate swaps. Although the ABL Revolving Credit Facility does not mature until March 31, 2012, the balance is included in current maturities in accordance with GAAP as a result of a lock-box arrangement required under the ABL Revolving Credit Facility.

**Senior Term Credit Facility**

During the second quarter of Fiscal 2007, the Predecessor Company refinanced its then outstanding senior credit facility with a new senior secured credit facility pursuant to a new senior credit agreement (the Senior Credit Agreement) consisting of a \$1,000,000 U.S. Dollar Term B Loan facility (the U.S. Dollar Term B Loan), a \$200,000 U.S. Dollar Term B II Loan facility (the U.S. Dollar Term B II Loan), a 262,000 Term Loan facility (the Euro Facility), and a \$50,000 synthetic letter of credit facility (the L/C Facility) and together with the U.S. Dollar Term B Loan, the U.S. Dollar Term B II Loan and the Euro Facility, collectively, the Senior Term Facility). The proceeds of borrowings under the Senior Credit Agreement were used to repay all outstanding obligations under the Predecessor Company's Fourth Amended and Restated Credit Agreement, dated as of February 7, 2005, to pay fees and expenses in connection with the refinancing and the exchange offer completed on March 30, 2007 relating to certain of the Predecessor Company's senior subordinated notes and for general corporate purposes. Subject to certain mandatory prepayment events, the term loan facilities under the Senior Credit Agreement are subject to repayment according to a scheduled amortization, with the final payment of all amounts outstanding, plus accrued and unpaid interest, due at maturity. Letters of credit issued pursuant to the L/C Facility are required to expire, at the latest, upon the day that is five business days prior to maturity of the Senior Credit Agreement. In connection with the Company's emergence from voluntary reorganization under Chapter 11 of the Bankruptcy Code and pursuant to the Plan, the Successor Company entered into certain amendments to the Senior Credit Agreement (the Term Credit Amendments). Among other things, the Term Credit Amendments provide for a minimum Eurodollar interest rate floor of 1.50%, interest spreads over market rates of 6.5% for the U.S. Dollar Term B Loan and 7.00% for the Euro Facility, increases to the maximum Senior Secured Leverage Ratio and a shortened maturity date of June 30, 2012.



**Table of Contents**

**SPECTRUM BRANDS, INC.**

**Notes to Condensed Financial Statements (Unaudited) (Continued)**

**(Amounts in thousands, except per share figures)**

The Senior Credit Agreement contains financial covenants with respect to debt, including, but not limited to, a maximum senior secured leverage ratio, which covenants, pursuant to their terms, become more restrictive over time. In addition, the Senior Credit Agreement contains customary restrictive covenants, including, but not limited to, restrictions on the Company's ability to incur additional indebtedness, create liens, make investments or specified payments, give guarantees, pay dividends, make capital expenditures and merge or acquire or sell assets. Pursuant to a guarantee and collateral agreement, the Company and its domestic subsidiaries have guaranteed their respective obligations under the Senior Credit Agreement and related loan documents and have pledged substantially all of their respective assets to secure such obligations. The Senior Credit Agreement also provides for customary events of default, including payment defaults and cross-defaults on other material indebtedness.

During the three month period ended January 3, 2010, the Company made scheduled, and in connection with asset sales, mandatory, prepayments of term loan indebtedness totaling \$4,705 under the Senior Credit Agreement.

At January 3, 2010, the aggregate amount outstanding under the Successor Company's senior secured term credit facility totaled a U.S. Dollar equivalent of \$1,379,940, consisting of principal amounts of \$969,712 under the U.S. Dollar Term B Loan, 254,076 under the Euro Facility (USD \$364,269 at January 3, 2010) as well as letters of credit outstanding under the L/C Facility totaling \$45,959.

At September 30, 2009, the aggregate amount outstanding under the Successor Company's senior secured term credit facility totaled a U.S. Dollar equivalent of \$1,391,459, consisting of principal amounts of \$973,125 under the U.S. Dollar Term B Loan, 254,970 under the Euro Facility (USD \$371,874 at September 30, 2009) as well as letters of credit outstanding under the L/C Facility totaling \$46,460.

At January 3, 2010, the Successor Company was in compliance with all covenants under the Senior Credit Agreement.

**ABL Revolving Credit Facility**

On August 28, 2009, in connection with the Company's emergence from voluntary reorganization under Chapter 11 of the Bankruptcy Code, the Successor Company entered into a \$242,000 U.S. Dollar asset based revolving loan facility (the ABL Revolving Credit Facility and together with the Senior Term Credit Facility, the Senior Credit Facilities) pursuant to a credit agreement (the ABL Credit Agreement) with General Electric Capital Corporation as administrative and co-collateral agent (the Agent) with a participating interest from the Significant Noteholders and certain of their affiliates. The ABL Revolving Credit Facility replaced the Company's debtor-in-possession credit facility, which was simultaneously repaid using cash on hand generated from the Company's operations and available cash from prior borrowings under the ABL Revolving Credit Facility. The ABL Revolving Credit Facility consists of (a) revolving loans (the Revolving Loans), with a portion available for letters of credit and a portion available as swing line loans, in each case subject to the terms and limits described therein, and (b) a supplemental loan (the Supplemental Loan), in the form of an asset based revolving loan, in an amount up to \$45,000.

The Revolving Loans may be drawn, repaid and reborrowed without premium or penalty. The Supplemental Loan shall be repaid after payment in full of the Revolving Loans and all other obligations due and payable under the ABL Revolving Credit Facility. The proceeds of borrowings under the ABL Revolving Credit Facility and Supplemental Loan are to be used for costs, expenses and fees in connection with the ABL Revolving Credit Facility, for working capital requirements of the Company and its subsidiaries, restructuring costs, and other general corporate purposes.

**Table of Contents**

**SPECTRUM BRANDS, INC.**

**Notes to Condensed Financial Statements (Unaudited) (Continued)**

**(Amounts in thousands, except per share figures)**

The ABL Revolving Credit Facility carries an interest rate, at the Company's option, of either (a) the base rate plus 3.00% per annum or (b) the reserve-adjusted LIBOR rate (the Eurodollar Rate) plus 4.00% per annum, except that the Supplemental Loan carries an interest rate, equal to the Eurodollar Rate plus 14.50% per annum. No amortization will be required with respect to the ABL Revolving Credit Facility. For purposes of the Revolving Loans, the Eurodollar Rate shall at no time be less than 2.50%. For purposes of the Supplemental Loan, the Eurodollar Rate shall at no time be less than 3.00%. The ABL Revolving Credit Facility will mature on March 31, 2012.

The ABL Credit Agreement contains various representations and warranties and covenants, including, without limitation, enhanced collateral reporting, and a maximum fixed charge coverage ratio. The ABL Credit Agreement also provides for customary events of default, including payment defaults and cross-defaults on other material indebtedness.

As a result of borrowings and payments under the ABL Revolving Credit Facility during the three month period ended January 3, 2010, the Successor Company had aggregate borrowing availability of approximately \$73,679, net of lender reserves of \$19,379 and outstanding letters of credit of \$5,000 under the ABL Revolving Credit Facility.

At January 3, 2010, the Successor Company had an aggregate amount outstanding under the ABL Revolving Credit Facility of \$76,639 which includes the Supplemental Loan of \$45,000 and \$5,000 in outstanding letters of credit.

At September 30, 2009, the Successor Company had an aggregate amount outstanding under the ABL Revolving Credit Facility of \$84,225 which includes the Supplemental Loan of \$45,000 and \$6,000 in outstanding letters of credit.

At January 3, 2010, the Successor Company was in compliance with all covenants under the ABL Credit Agreement.

**12% Notes**

On August 28, 2009, in connection with emergence from the voluntary reorganization under Chapter 11 and pursuant to the Plan, the Successor Company issued \$218,076 in aggregate principal amount of 12% Notes maturing August 28, 2019. Semiannually, at its option, the Successor Company may elect to pay interest on the 12% Notes in cash or as payment in kind, or PIK. PIK interest would be added to principal upon the relevant semi-annual interest payment date. Under the Term Credit Amendments, the Successor Company agreed to make interest payments on the 12% Notes through PIK for the first three semi-annual interest payment periods. At January 3, 2010, the Company had \$9,159 of accrued interest included in Other long term liabilities in the accompanying Condensed Consolidated Statements of Financial Position (Unaudited) that will be reclassified to principal upon the next semi-annual interest payment date of February 28, 2010.

The Company may redeem all or a part of the 12% Notes, upon not less than 30 or more than 60 days notice, beginning August 28, 2012 at specified redemption prices. Further, the indenture governing the 12% Notes require the Company to make an offer, in cash, to repurchase all or a portion of the applicable outstanding notes for a specified redemption price, including a redemption premium, upon the occurrence of a change of control of the Company, as defined in such indenture.

At both January 3, 2010 and September 30, 2009, the Successor Company had outstanding principal of \$218,076 under the 12% Notes.

---

**Table of Contents**

**SPECTRUM BRANDS, INC.**

**Notes to Condensed Financial Statements (Unaudited) (Continued)**

**(Amounts in thousands, except per share figures)**

The indenture governing the 12% Notes (the 2019 Indenture ), contains customary covenants that limit, among other things, the incurrence of additional indebtedness, payment of dividends on or redemption or repurchase of equity interests, the making of certain investments, expansion into unrelated businesses, creation of liens on assets, merger or consolidation with another company, transfer or sale of all or substantially all assets, and transactions with affiliates.

In addition, the 2019 Indenture provides for customary events of default, including failure to make required payments, failure to comply with certain agreements or covenants, failure to make payments on or acceleration of certain other indebtedness, and certain events of bankruptcy and insolvency. Events of default under the indenture arising from certain events of bankruptcy or insolvency will automatically cause the acceleration of the amounts due under the 12% Notes. If any other event of default under the 2019 Indenture occurs and is continuing, the trustee for the indenture or the registered holders of at least 25% in the then aggregate outstanding principal amount of the 12% Notes, may declare the acceleration of the amounts due under those notes.

At January 3, 2010, the Successor Company was in compliance with all covenants under the 12% Notes. The Successor Company, however, is subject to certain limitations as a result of the Company's Fixed Charge Coverage Ratio under the 2019 Indenture being below 2:1. Until the test is satisfied, the Successor Company and certain of its subsidiaries are limited in their ability to make significant acquisitions or incur significant additional senior credit facility debt beyond the Senior Credit Facilities. The Successor Company does not expect its inability to satisfy the Fixed Charge Coverage Ratio test to impair its ability to provide adequate liquidity to meet the short-term and long-term liquidity requirements of its existing businesses, although no assurance can be given in this regard.

## **9 EMPLOYEE BENEFIT PLANS**

### **Pension Benefits**

The Company has various defined benefit pension plans covering some of its employees in the U.S. and certain employees in other countries, primarily the United Kingdom and Germany. Plans generally provide benefits of stated amounts for each year of service. The Company funds its U.S. pension plans at a level to maintain, within established guidelines, the IRS-defined 94 percent current liability funded status. At January 1, 2009, the date of the most recent calculation, all U.S. funded defined benefit pension plans reflected a current liability funded status equal to or greater than 94 percent. Additionally, in compliance with the Company's funding policy, annual contributions to non-U.S. defined benefit plans are equal to the actuarial recommendations or statutory requirements in the respective countries.

The Company also sponsors or participates in a number of other non-U.S. pension arrangements, including various retirement and termination benefit plans, some of which are covered by local law or coordinated with government-sponsored plans, which are not significant in the aggregate and therefore are not included in the information presented below.

The Company also has various nonqualified deferred compensation agreements with certain of its employees. Under certain of these agreements, the Company has agreed to pay certain amounts annually for the first 15 years subsequent to retirement or to a designated beneficiary upon death. It is management's intent that life insurance contracts owned by the Company will fund these agreements. Under the remaining agreements, the Company has agreed to pay such deferred amounts in up to 15 annual installments beginning on a date specified by the employee, subsequent to retirement or disability, or to a designated beneficiary upon death.

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

**Other Benefits**

Under the Rayovac postretirement plan the Company provides certain health care and life insurance benefits to eligible retired employees. Participants earn retiree health care benefits after reaching age 45 over the next 10 succeeding years of service and remain eligible until reaching age 65. The plan is contributory; retiree contributions have been established as a flat dollar amount with contribution rates expected to increase at the active medical trend rate. The plan is unfunded. The Company is amortizing the transition obligation over a 20-year period.

The Company's results of operations for the three month periods ended January 3, 2010 and December 28, 2008 reflect the following pension and deferred compensation benefit costs:

	Successor Company	Predecessor Company
	Three Months	
<b>Components of net periodic pension and other deferred compensation benefit costs</b>	<b>2010</b>	<b>2009</b>
Service cost	\$ 725	\$ 601
Interest cost	1,813	1,726
Expected return on assets	(1,272)	(1,147)
Amortization of prior service cost	1	55
Recognized net actuarial loss	1	40
Employee contributions	(88)	(29)
<b>Net periodic benefit cost</b>	<b>\$ 1,180</b>	<b>\$ 1,246</b>

	Successor Company	Predecessor Company
	Three Months	
<b>Pension and deferred compensation contributions</b>	<b>2010</b>	<b>2009</b>
Contributions made during period	\$ 359	\$ 537

The Company sponsors a defined contribution pension plan for its domestic salaried employees, which allows participants to make contributions by salary reduction pursuant to Section 401(k) of the Internal Revenue Code. Prior to April 1, 2009 the Company contributed annually from 3% to 6% of participants' compensation based on age or service, and had the ability to make additional discretionary contributions. The Company suspended all contributions to its U.S. subsidiaries defined contribution pension plans effective April 1, 2009 through December 31, 2009. Effective January 1, 2010 the Company reinstated its annual contribution as described above. The Company also sponsors defined contribution pension plans for employees of certain foreign subsidiaries. Company contributions charged to operations, including discretionary amounts, for the three month periods ended January 3, 2010 (Successor Company) and December 28, 2008 (Predecessor Company) were \$99 and \$1,214, respectively.

The measurement date provisions of ASC 715: *Compensation-Retirement Benefits*, (ASC 715) became effective for the Company for the fiscal year ended September 30, 2009, and the Company now measures all of its defined benefit pension and postretirement plan assets and obligations at September 30, which is the Company's fiscal year end.



**Table of Contents**

**SPECTRUM BRANDS, INC.**

**Notes to Condensed Financial Statements (Unaudited) (Continued)**

**(Amounts in thousands, except per share figures)**

**10 INCOME TAXES**

The Company files income tax returns in the U.S. federal jurisdiction and various state, local and foreign jurisdictions and is subject to ongoing examination by the various taxing authorities. The Company's major taxing jurisdictions are the U.S. and Germany. In the U.S. federal tax filings for years prior to and including the Company's fiscal year ended September 30, 2005 are closed. However, the federal net operating loss carryforward from the Company's fiscal year ended September 30, 2005 is subject to Internal Revenue Service ( IRS ) examination until the year that such net operating loss carryforward is utilized and that year is closed for audit. The Company's fiscal years ended September 30, 2006, 2007, 2008, and 2009 remain open to examination by the IRS. Filings in various U.S. state and local jurisdictions are also subject to audit and to date no significant audit matters have arisen.

During Fiscal 2010, certain of the Company's German legal entities are undergoing audits for the fiscal years ended 2003 through 2006. The Company cannot predict the ultimate outcome of the examinations; however, it is reasonably possible that during the next 12 months some portion of previously unrecognized tax benefits could be recognized.

**11 SEGMENT RESULTS**

The Company manages its business in three vertically integrated, product-focused reporting segments; (i) Global Batteries & Personal Care; (ii) Global Pet Supplies; and (iii) the Home and Garden Business.

Global strategic initiatives and financial objectives for each reportable segment are determined at the corporate level. Each reportable segment is responsible for implementing defined strategic initiatives and achieving certain financial objectives and has a general manager responsible for the sales and marketing initiatives and financial results for product lines within that segment.

Net sales and Cost of goods sold to other business segments have been eliminated. The gross contribution of intersegment sales is included in the segment selling the product to the external customer. Segment net sales are based upon the segment from which the product is shipped.

The operating segment profits do not include restructuring and related charges, interest expense, interest income, impairment charges and income tax expense. Accordingly, corporate expenses include primarily general and administrative expenses associated with corporate overhead and global long-term incentive compensation plans. All depreciation and amortization included in income from operations is related to operating segments or corporate expense. Costs are identified to operating segments or corporate expense according to the function of each cost center.

All capital expenditures are related to operating segments. Variable allocations of assets are not made for segment reporting.



**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

Segment information for the three month periods ended January 3, 2010 and December 28, 2008 is as follows:

	Successor Company	Predecessor Company
	Three Months	
	2010	2009
<b><i>Net sales from external customers</i></b>		
Global Batteries & Personal Care	\$ 428,671	\$ 389,358
Global Pet Supplies	136,995	132,360
Home and Garden	26,274	26,785
<b>Total segments</b>	<b>\$ 591,940</b>	<b>\$ 548,503</b>

	Successor Company	Predecessor Company
	Three Months	
	2010	2009
<b><i>Segment profit</i></b>		
Global Batteries & Personal Care	\$ 46,004	\$ 53,261
Global Pet Supplies	1,136	12,056
Home and Garden	(9,580)	(10,667)
<b>Total segments</b>	<b>37,560</b>	<b>54,650</b>
Corporate expense	12,374	8,417
Restructuring and related charges	6,427	21,028
Interest expense	49,482	52,464
Other expense, net	646	3,677
<b>Loss from continuing operations before reorganization items and income taxes</b>	<b>\$ (31,369)</b>	<b>\$ (30,936)</b>

	Successor Company	
	January 3, 2010	September 30, 2009
<b><i>Segment total assets</i></b>		
Global Batteries & Personal Care	\$ 1,558,214	\$ 1,630,139
Global Pet Supplies	837,873	866,901
Home and Garden	492,597	505,586
<b>Total segments</b>	<b>2,888,684</b>	<b>3,002,626</b>
Corporate	19,411	18,120
<b>Total assets at period end</b>	<b>\$ 2,908,095</b>	<b>\$ 3,020,746</b>

## Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

The Global Batteries & Personal Care segment does business in Venezuela through a Venezuelan subsidiary. At January 4, 2010, the beginning of the Company's second quarter of Fiscal 2010, the Company has determined that Venezuela meets the definition of a highly inflationary economy under GAAP. As a result, beginning January 4, 2010, the U.S. dollar will be the functional currency for the Company's Venezuelan subsidiary. Accordingly, going forward, currency remeasurement adjustments for this subsidiary's financial statements and other transactional foreign exchange gains and losses will be reflected in earnings. Through January 3, 2010, prior to being designated as highly inflationary, translation adjustments related to our Venezuelan subsidiary were reflected in Shareholders' equity as a component of other comprehensive income.

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

In addition, on January 8, 2010, the Venezuelan government announced its intention to devalue its currency, the Bolivar fuerte, relative to the U.S. dollar. The official exchange rate for imported goods classified as essential, such as food and medicine, will change from 2.15 to 2.6 to the U.S. dollar, while payments for other non-essential goods will move to an exchange rate of 4.3 to the U.S. dollar. Some of the Company's imported products are expected to fall into the essential classification and qualify for the 2.6 rate, however, our overall results in Venezuela will be reflected at the 4.3 rate expected to be applicable to dividend repatriations. As a result, the Company will need to remeasure the local statement of financial position of our Venezuela entity during the Company's second quarter of Fiscal 2010 to reflect the impact of the devaluation. There will also be an ongoing impact related to measuring the Company's Venezuelan statement of operations at the new exchange rate of 4.3 to the U.S. dollar.

**12 RESTRUCTURING AND RELATED CHARGES**

The Company reports restructuring and related charges associated with manufacturing and related initiatives in Cost of goods sold. Restructuring and related charges reflected in Cost of goods sold include, but are not limited to, termination and related costs associated with manufacturing employees, asset impairments relating to manufacturing initiatives, and other costs directly related to the restructuring or integration initiatives implemented.

The Company reports restructuring and related charges relating to administrative functions in Operating expenses, such as initiatives impacting sales, marketing, distribution, or other non-manufacturing related functions. Restructuring and related charges reflected in Operating expenses include, but are not limited to, termination and related costs, any asset impairments relating to the functional areas described above, and other costs directly related to the initiatives implemented as well as consultation, legal and accounting fees related to the evaluation of the Predecessor Company's capital structure incurred prior to the Bankruptcy filing.

The following table summarizes restructuring and related charges incurred by segment for the three month periods ended January 3, 2010 and December 28, 2008:

	Successor Company	Predecessor Company
	Three Months	
	2010	2009
<b>Cost of goods sold:</b>		
Global Batteries & Personal Care	\$ 847	\$ 10,140
Home and Garden	38	
Global Pet Supplies	766	6
<b>Total restructuring and related charges in cost of goods sold</b>	<b>1,651</b>	<b>10,146</b>
<b>Operating expense:</b>		
Global Batteries & Personal Care	(938)	4,541
Home and Garden	6,343	1,548
Global Pet Supplies	528	2,485
Corporate	(1,157)	2,308
<b>Total restructuring and related charges in operating expense</b>	<b>4,776</b>	<b>10,882</b>
<b>Total restructuring and related charges</b>	<b>\$ 6,427</b>	<b>\$ 21,028</b>



**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

**2009 Restructuring Initiatives**

The Predecessor Company implemented a series of initiatives within the Global Batteries & Personal Care segment, the Global Pet Supplies segment and the Home and Garden Business segment to reduce operating costs as well as evaluate the Company's opportunities to improve its capital structure (the Global Cost Reduction Initiatives). These initiatives include headcount reductions within each of the Company's segments and the exit of certain facilities in the U.S. related to the Global Pet Supplies and Home and Garden Business segment. These initiatives also included consultation, legal and accounting fees related to the evaluation of the Predecessor Company's capital structure. The Successor Company recorded \$7,721 of pretax restructuring and related charges during the three month period ended January 3, 2010 and the Predecessor Company recorded no pretax restructuring and related charges during the three month period ended December 28, 2008 related to the Global Cost Reduction Initiatives. Costs associated with these initiatives, which are expected to be incurred through September 30, 2013, are projected at approximately \$57,500.

**Global Cost Reduction Initiatives Summary**

The following table summarizes the remaining accrual balance associated with the 2009 initiatives and the activity during the three month period ended January 3, 2010:

	Termination Benefits	Other Costs	Total
Accrual balance at September 30, 2009	\$ 4,180	\$ 84	\$ 4,264
Provisions	771	4,607	5,378
Cash expenditures	(1,294)	(150)	(1,444)
Non-cash items	138	(192)	(54)
Accrual balance at January 3, 2010	\$ 3,795	\$ 4,349	\$ 8,144
Expensed as incurred <sup>(A)</sup>	\$ 109	\$ 2,234	\$ 2,343

<sup>(A)</sup> Consists of amounts not impacting the accrual for restructuring and related charges.

The following table summarizes the expenses as incurred during the three month period ending January 3, 2010, the cumulative amount incurred to date and the total future expected costs incurred associated with the Global Cost Reduction Initiatives by operating segment:

	Global Batteries and Personal Care	Global Pet Supplies	Home and Garden	Corporate	Total
Restructuring and related charges during the three month period ended January 3, 2010	\$ 46	\$ 1,294	\$ 6,381	\$	\$ 7,721
Restructuring and related charges since initiative inception	\$ 4,648	\$ 4,750	\$ 11,133	\$ 7,591	\$ 28,122
Total future restructuring and related charges expected	\$ 2,900	\$ 25,700	\$ 800	\$	\$ 29,400

**2008 Restructuring Initiatives**

## Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

The Company implemented an initiative within the Global Batteries & Personal Care segment in China to reduce operating costs and rationalize the Company's manufacturing structure. These initiatives include the plan to exit the Company's Ningbo, China battery manufacturing facility (the Ningbo Exit Plan). The Successor

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

Company recorded \$696 of pretax restructuring and related charges during the three month period ended January 3, 2010 and the Predecessor Company recorded \$10,395 of pretax restructuring and related charges during the three month period ended December 28, 2008 in connection with the Ningbo Exit Plan. The Company has recorded pretax restructuring and related charges of \$27,912 since the inception of the Ningbo Exit Plan, which are now substantially complete.

**Ningbo Exit Plan Summary**

The following table summarizes the remaining accrual balance associated with the 2008 initiatives and the activity during the three month period ended January 3, 2010:

	<b>Other Costs</b>
Accrual balance at September 30, 2009	\$ 308
Provisions	220
Cash expenditures	(86)
Non-cash items	(10)
Accrual balance at January 3, 2010	\$ 432
Expensed as incurred <sup>(A)</sup>	\$ 476

<sup>(A)</sup> Consists of amounts not impacting the accrual for restructuring and related charges.

**2007 Restructuring Initiatives**

The Company has implemented a series of initiatives within the Global Batteries & Personal Care segment in Latin America to reduce operating costs (the Latin American Initiatives). These initiatives, which are substantially complete, include the reduction of certain manufacturing operations in Brazil and the restructuring of management, sales, marketing and support functions. The Successor Company recorded \$187 of pretax restructuring and related charges during the three month period ended January 3, 2010 and the Predecessor Company recorded \$86 of pretax restructuring and related charges during the three month period ended December 28, 2008 in connection with the Latin American Initiatives. The Company has recorded pretax restructuring and related charges of \$11,634 since the inception of the Latin American Initiatives.

The following table summarizes the remaining accrual balance associated with the Latin American Initiatives and the activity during the three month period ended January 3, 2010:

**Latin American Initiatives Summary**

	<b>Other Costs</b>
Accrual balance at September 30, 2009	\$ 331
Non-cash items	8

Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

Accrual balance at January 3, 2010	\$ 339
Expensed as incurred <sup>(A)</sup>	\$ 187

<sup>(A)</sup> Consists of amounts not impacting the accrual for restructuring and related charges.



**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

In Fiscal 2007, the Company began managing its business in three vertically integrated, product-focused reporting segments; Global Batteries & Personal Care, Global Pet Supplies and the Home and Garden Business. As part of this realignment, the Company's Global Operations organization, previously included in corporate expense, consisting of research and development, manufacturing management, global purchasing, quality operations and inbound supply chain, is now included in each of the operating segments. In connection with these changes the Company undertook a number of cost reduction initiatives, primarily headcount reductions, at the corporate and operating segment levels (the Global Realignment Initiatives). The Successor Company recorded \$(2,177) of pretax restructuring and related charges during the three month period ended January 3, 2010 and the Predecessor Company recorded \$6,941 of pretax restructuring and related charges during the three month period ended December 28, 2008 in connection with the Global Realignment Initiatives. Costs associated with these initiatives, which are expected to be incurred through December 31, 2010, relate primarily to severance and are projected at approximately \$85,405, the majority of which will be cash costs.

The following table summarizes the remaining accrual balance associated with the Global Realignment Initiatives and the activity during the three month period ended January 3, 2010:

**Global Realignment Initiatives Summary**

	<b>Termination Benefits</b>	<b>Other Costs</b>	<b>Total</b>
Accrual balance at September 30, 2009	\$ 14,581	\$ 3,678	\$ 18,259
Provisions	(1,157)	(1,085)	(2,242)
Cash expenditures	(1,371)	(106)	(1,477)
Non-cash items	(68)	44	(24)
Accrual balance at January 3, 2010	\$ 11,985	\$ 2,531	\$ 14,516
Expensed as incurred <sup>(A)</sup>	\$	\$ 65	\$ 65

<sup>(A)</sup> Consists of amounts not impacting the accrual for restructuring and related charges.

The following table summarizes the expenses as incurred during the three month period ended January 3, 2010, the cumulative amount incurred to date and the total future expected costs incurred associated with the Global Realignment Initiatives by operating segment:

	<b>Global Batteries and Personal Care</b>	<b>Home and Garden</b>	<b>Corporate</b>	<b>Total</b>
Restructuring and related charges during the three month period ended January 3, 2010	\$ (1,020)	\$	\$ (1,157)	\$ (2,177)
Restructuring and related charges since initiative inception	\$ 46,630	\$ 7,558	\$ 28,617	\$ 82,805
Total future restructuring and related charges expected	\$	\$	\$ 2,600	\$ 2,600

**2006 Restructuring Initiatives**

The Company implemented a series of initiatives within the Global Batteries & Personal Care segment in Europe to reduce operating costs and rationalize the Company's manufacturing structure (the European Initiatives). These initiatives, which are substantially complete, include the

## Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

relocation of certain operations at the Ellwangen, Germany packaging center to the Dischingen, Germany battery plant and restructuring its sales,

**Table of Contents****SPECTRUM BRANDS, INC.****Notes to Condensed Financial Statements (Unaudited) (Continued)**

(Amounts in thousands, except per share figures)

marketing and support functions. The Successor Company recorded no pretax restructuring and related charges during the three month period ended January 3, 2010 and the Predecessor Company recorded no pretax restructuring and related charges during the three month period ended December 28, 2008 in connection with the European Initiatives. The Company has recorded pretax restructuring and related charges of \$27,057 since the inception of the European Initiatives.

The following table summarizes the remaining accrual balance associated with the 2006 initiatives and the activity during the three month period ended January 3, 2010:

**European Initiatives Summary**

	<b>Termination Benefits</b>	<b>Other Costs</b>	<b>Total</b>
Accrual balance at September 30, 2009	\$ 2,623	\$ 319	\$ 2,942
Cash expenditures	(216)	(41)	(257)
Non-cash items	(45)	(5)	(50)
Accrual balance at January 3, 2010	\$ 2,362	\$ 273	\$ 2,635

**13 COMMITMENTS AND CONTINGENCIES**

The Company has provided for the estimated costs associated with environmental remediation activities at some of its current and former manufacturing sites. The Company believes that any additional liability in excess of the amounts provided of approximately \$4,463, which may result from resolution of these matters, will not have a material adverse effect on the financial condition, results of operations or cash flows of the Company.

Included in long-term liabilities assumed in connection with the acquisition of Microlite S.A. ( Microlite ) is a provision for presumed credits applied to the Brazilian excise tax on Manufactured Products, or IPI taxes. Although a previous ruling by the Brazilian Federal Supreme Court has been issued in favor of a specific Brazilian taxpayer with similar tax credits, on February 15, 2007 the Brazilian Federal Supreme Court ruled against certain Brazilian taxpayers with respect to the legality and constitutionality of the IPI presumed credits. This decision is applicable to all similarly-situated taxpayers. At January 3, 2010 and September 30, 2009, these amounts totaled approximately \$0 and \$4,661, respectively, and are included in Other long-term liabilities in the Condensed Consolidated Statements of Financial Position (Unaudited).

On February 3, 2009, the Company and all of the Company's U.S. subsidiaries filed voluntary petitions for reorganization relief under Chapter 11 of the Bankruptcy Code. The Company and such subsidiaries emerged from bankruptcy on August 28, 2009. With the exception of Spectrum Jungle Labs Corporation, the related cases of the reorganized Debtors were closed at September 30, 2009. The Company continues to analyze proofs of claim filed with the Bankruptcy Court with respect to lease rejection damages and other unsecured claims generally, and the Company may, in its discretion and in accordance with the Plan, file objections with the Bankruptcy Court to certain of such claims. This process will continue until those claims that the Company determines to address in the Bankruptcy Court are resolved. See Note 2, Voluntary Reorganization Under Chapter 11, for a further description of the Bankruptcy Cases.

In December 2009, San Francisco Technology, Inc. filed an action in the Federal District Court for the Northern District of California against the Company, as well as a number of unaffiliated defendants, claiming that each of the defendants had falsely marked patents on certain of its products in violation of Article 35,



---

**Table of Contents**

**SPECTRUM BRANDS, INC.**

**Notes to Condensed Financial Statements (Unaudited) (Continued)**

**(Amounts in thousands, except per share figures)**

Section 292 of the U.S. Code and seeking to have civil fines imposed on each of the defendants for such claimed violations. The Company is reviewing the claims but is unable to estimate any possible losses at this time.

The Company is a defendant in various other matters of litigation generally arising out of the ordinary course of business.

The Company does not believe that any other matters or proceedings presently pending will have a material adverse effect on its results of operations, financial condition, liquidity or cash flows.

**14 NEW ACCOUNTING PRONOUNCEMENTS**

***Employers' Disclosures About Postretirement Benefit Plan Assets***

In December 2008, the FASB issued new accounting guidance on employers' disclosures about assets of a defined benefit pension or other postretirement plan. It requires employers to disclose information about fair value measurements of plan assets. The objectives of the disclosures are to provide an understanding of: (a) how investment allocation decisions are made, including the factors that are pertinent to an understanding of investment policies and strategies, (b) the major categories of plan assets, (c) the inputs and valuation techniques used to measure the fair value of plan assets, (d) the effect of fair value measurements using significant unobservable inputs on changes in plan assets for the period and (e) significant concentrations of risk within plan assets. The disclosures required are effective for the Company's interim and annual financial statements for the period that began after December 15, 2009. The adoption of this guidance is not expected to have a material effect on the Company's financial position, results of operations or cash flows.

***Accounting for Transfers of Financial Assets***

In June 2009, the FASB issued new accounting guidance to improve the information provided in financial statements concerning transfers of financial assets, including the effects of transfers on financial position, financial performance and cash flows, and any continuing involvement of the transferor with the transferred financial assets. The provisions are effective for the Company's financial statements for the fiscal year beginning October 1, 2010. The Company is in the process of evaluating the impact that the guidance may have on its financial statements and related disclosures.

***Variable Interest Entities***

In June 2009, the FASB issued new accounting guidance requiring an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity. It also requires enhanced disclosures that will provide users of financial statements with more transparent information about an enterprise's involvement in a variable interest entity. The provisions are effective for the Company's financial statements for the fiscal year beginning October 1, 2010. The Company is in the process of evaluating the impact that the guidance may have on its financial statements and related disclosures.

**15 SUBSEQUENT EVENTS**

***Russell Hobbs Combination***

On February 9, 2010 the Company signed a definitive agreement with Russell Hobbs, Inc. ( Russell Hobbs ), a small appliance brand company, to form a new combined company. Investment funds managed by Harbinger Capital Partners ( Harbinger ) currently owns approximately 40% of the Company's shares and 100% of Russell Hobbs shares. As part of this transaction, the combined companies have received commitments for



---

**Table of Contents**

**SPECTRUM BRANDS, INC.**

**Notes to Condensed Financial Statements (Unaudited) (Continued)**

**(Amounts in thousands, except per share figures)**

approximately \$1,800,000 in financing in order to refinance the Company's existing Senior Credit Facilities and a portion of Russell Hobbs existing senior debt through a combination of new term loans, new senior notes and a new \$300,000 ABL revolving facility.

The proposed all stock transaction is expected to close in the third or fourth quarter of the Company's Fiscal 2010 and is subject to approval by holders of a majority of the Company's common stock not owned by Harbinger, a 45-day period in which the Company may solicit alternative proposals, closing of the new financing and other customary closing conditions.

Upon closing, current shareholders of Spectrum Brands, Inc. will receive one share in the new combined company for each share they hold in Spectrum Brands Inc. Furthermore, as part of the transaction, Harbinger has agreed to convert its existing approximately \$158,000 aggregate principal amount of Russell Hobbs' term debt and approximately \$207,000 of Russell Hobbs' preferred stock into common stock of the new combined company at a price of \$31.50 per share. Following the closing of the transaction Harbinger is expected to own approximately 63.7% of the new combined company.

**16 CONDENSED CONSOLIDATING FINANCIAL STATEMENTS**

In connection with the acquisitions of Remington Products Company, L.L.C., United Industries Corporation and Tetra Holding GmbH and its affiliates and subsidiaries in the aquatics business, the Predecessor Company completed debt offerings of Senior Subordinated Notes. Payment obligations of such Senior Subordinated Notes were fully and unconditionally guaranteed on a joint and several basis by all of the Predecessor Company's domestic subsidiaries. Pursuant to and in accordance with the Plan, the Company refinanced its Senior Subordinated Notes. On the Effective Date, pursuant to the Plan, the Successor Company and its domestic subsidiaries, as guarantors, issued the 12% Notes under the 2019 Indenture for the benefit of holders of allowed claims with respect to the Predecessor Company's Senior Subordinated Notes. See Note 2, Voluntary Reorganization Under Chapter 11, for further details of the Bankruptcy Cases and See Note 8, Debt, for further information on the 12% Notes and the 2019 Indenture.

The following consolidating financial data illustrates the components of the consolidated financial statements of the Successor Company and the Predecessor Company. Investments in subsidiaries are accounted for using the equity method for purposes of illustrating the consolidating presentation. Earnings of subsidiaries are therefore reflected in the Company's and Guarantor Subsidiaries' investment accounts and earnings. The elimination entries presented herein eliminate investments in subsidiaries and intercompany balances and transactions. Separate consolidated financial statements of the Guarantor Subsidiaries are not presented because management has determined that such financial statements would not be material to investors.

**Table of Contents****SPECTRUM BRANDS, INC. AND SUBSIDIARIES****Successor Company****Condensed Consolidating Statement of Financial Position****January 3, 2010****(Unaudited)****(Amounts in thousands)**

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Nonguarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated Total</b>
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 1,786	\$ 5,498	\$ 55,381	\$	\$ 62,665
Receivables, net	497,382	557,275	173,672	(926,896)	301,433
Inventories	51,038	122,821	125,775	(2,761)	296,873
Deferred income taxes	11,509	7,509	5,105	428	24,551
Assets held for sale		322	11,757		12,079
Prepaid expenses and other	15,599	6,739	17,028		39,366
<b>Total current assets</b>	<b>577,314</b>	<b>700,164</b>	<b>388,718</b>	<b>(929,229)</b>	<b>736,967</b>
Property, plant and equipment, net	56,596	40,297	101,134		198,027
Long term intercompany receivables	391,080	349,486	(730,209)	(10,357)	
Deferred charges and other	8,457	2,024	25,928		36,409
Goodwill	67,722	277,691	135,980		481,393
Intangible assets, net	544,057	525,723	377,217		1,446,997
Debt issuance costs	8,302				8,302
Investments in subsidiaries	4,203,395	3,384,261	3,441,380	(11,029,036)	
<b>Total assets</b>	<b>\$ 5,856,923</b>	<b>\$ 5,279,646</b>	<b>\$ 3,740,148</b>	<b>\$ (11,968,622)</b>	<b>\$ 2,908,095</b>
<b>LIABILITIES AND</b>					
<b>SHAREHOLDERS EQUITY</b>					
Current liabilities:					
Current maturities of long-term debt	\$ 276,967	\$ 11	\$ 18,238	\$ (235,722)	\$ 59,494
Accounts payable	553,802	577,695	107,610	(1,080,060)	159,047
Accrued liabilities	79,460	33,143	111,555		224,158
<b>Total current liabilities</b>	<b>910,229</b>	<b>610,849</b>	<b>237,403</b>	<b>(1,315,782)</b>	<b>442,699</b>
Long-term debt, net of current maturities	1,513,984	296,003	8,548	(293,816)	1,524,719
Employee benefit obligations, net of current portion	11,683	945	46,062		58,690
Deferred income taxes	27,425	168,454	32,419	(1)	228,297
Other	20,742		31,455	1,085	53,282
<b>Total liabilities</b>	<b>2,484,063</b>	<b>1,076,251</b>	<b>355,887</b>	<b>(1,608,514)</b>	<b>2,307,687</b>
Shareholders' equity:					
Common stock	306	451	611,835	(612,286)	306
Additional paid-in capital	727,872	2,166,070	3,301,481	(5,467,436)	727,987
(Accumulated deficit) retained earnings	(2,365)	110,315	(528,809)	289,825	(131,034)



Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

Accumulated other comprehensive income (loss)	2,647,047	1,926,559	(246)	(4,570,211)	3,149
Total shareholders' equity	3,372,860	4,203,395	3,384,261	(10,360,108)	600,408
Total liabilities and shareholders' equity	\$ 5,856,923	\$ 5,279,646	\$ 3,740,148	\$ (11,968,622)	\$ 2,908,095

**Table of Contents****SPECTRUM BRANDS, INC. AND SUBSIDIARIES****Successor Company****Condensed Consolidating Statement of Financial Position****September 30, 2009****(Unaudited)****(Amounts in thousands)**

	Parent	Guarantor Subsidiaries	Nonguarantor Subsidiaries	Eliminations	Consolidated Total
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 1,450	\$ 3,364	\$ 92,986	\$	\$ 97,800
Receivables, net	472,616	559,802	111,618	(844,585)	299,451
Inventories	84,267	116,291	143,701	(2,754)	341,505
Deferred income taxes	16,407	9,149	2,153	428	28,137
Assets held for sale		321	11,549		11,870
Prepaid expenses and other	15,530	6,062	18,381		39,973
<b>Total current assets</b>	<b>590,270</b>	<b>694,989</b>	<b>380,388</b>	<b>(846,911)</b>	<b>818,736</b>
Property, plant and equipment, net	59,229	42,888	110,244		212,361
Long term intercompany receivables	379,000	488,077	(861,730)	(5,347)	
Deferred charges and other	7,462	2,463	25,009		34,934
Goodwill	67,722	277,691	137,935		483,348
Intangible assets, net	546,480	530,807	384,846	(188)	1,461,945
Debt issuance costs	9,422				9,422
Investments in subsidiaries	4,196,025	3,359,913	3,440,646	(10,996,584)	
<b>Total assets</b>	<b>\$ 5,855,610</b>	<b>\$ 5,396,828</b>	<b>\$ 3,617,338</b>	<b>\$ (11,849,030)</b>	<b>\$ 3,020,746</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>					
Current liabilities:					
Current maturities of long-term debt	\$ 248,787	\$ 11	\$ 4,382	\$ (199,602)	\$ 53,578
Accounts payable	510,608	577,291	136,787	(1,038,451)	186,235
Accrued liabilities	111,803	37,441	106,011		255,255
<b>Total current liabilities</b>	<b>871,198</b>	<b>614,743</b>	<b>247,180</b>	<b>(1,238,053)</b>	<b>495,068</b>
Long-term debt, net of current maturities	1,518,790	402,980	(106,686)	(285,127)	1,529,957
Employee benefit obligations, net of current portion	11,667	953	43,235		55,855
Deferred income taxes	12,506	179,049	35,943		227,498
Other	11,892	3,078	37,754	(1,235)	51,489
<b>Total liabilities</b>	<b>2,426,053</b>	<b>1,200,803</b>	<b>257,426</b>	<b>(1,524,415)</b>	<b>2,359,867</b>
Shareholders' equity:					
Common stock	300	451	613,335	(613,786)	300
Additional paid-in capital	724,679	2,166,066	3,300,215	(5,466,164)	724,796
Retained earnings (accumulated deficit)	54,073	101,822	(630,365)	403,685	(70,785)
Accumulated other comprehensive income (loss)	2,650,505	1,927,686	(1,649)	(4,569,974)	6,568

Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

	3,429,557	4,196,025	3,281,536	(10,246,239)	660,879
Less treasury stock, at cost			78,376	(78,376)	
Total shareholders' equity	3,429,557	4,196,025	3,359,912	(10,324,615)	660,879
Total liabilities and shareholders' equity	\$ 5,855,610	\$ 5,396,828	\$ 3,617,338	\$ (11,849,030)	\$ 3,020,746

**Table of Contents****SPECTRUM BRANDS, INC. AND SUBSIDIARIES****Successor Company****Condensed Consolidating Statement of Operations****Three Month Period Ended January 3, 2010****(Unaudited)****(Amounts in thousands)**

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Nonguarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated Total</b>
Net sales	\$ 105,078	\$ 207,863	\$ 309,847	\$ (30,848)	\$ 591,940
Cost of goods sold	64,892	178,491	192,396	(29,952)	405,827
Restructuring and related charges	2,869	804	(2,022)		1,651
Gross profit	37,317	28,568	119,473	(896)	184,462
Operating expenses:					
Selling	20,079	26,249	65,025	(64)	111,289
General and administrative	25,570	6,077	11,546		43,193
Research and development	4,045	1,445	955		6,445
Restructuring and related charges	(2,164)	6,872	68		4,776
	47,530	40,643	77,594	(64)	165,703
Operating (loss) income	(10,213)	(12,075)	41,879	(832)	18,759
Interest expense	35,999	7,437	6,026	20	49,482
Other expense (income), net	(28,487)	(17,901)	633	46,401	646
(Loss) income from continuing operations before reorganization items, net and income taxes	(17,725)	(1,611)	35,220	(47,253)	(31,369)
Reorganization items expense	3,536	110			3,646
(Loss) income from continuing operations before income taxes	(21,261)	(1,721)	35,220	(47,253)	(35,015)
Income tax expense (benefit)	20,962	(9,689)	11,324	(98)	22,499
(Loss) income from continuing operations	(42,223)	7,968	23,896	(47,155)	(57,514)
Loss from discontinued operations, net of tax		(2,735)			(2,735)
Net (loss) income	\$ (42,223)	\$ 5,233	\$ 23,896	\$ (47,155)	\$ (60,249)

**Table of Contents****SPECTRUM BRANDS, INC. AND SUBSIDIARIES****Predecessor Company****Condensed Consolidating Statement of Operations****Three Month Period Ended December 28, 2008****(Unaudited)****(Amounts in thousands)**

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Nonguarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated Total</b>
Net sales	\$ 108,411	\$ 202,899	\$ 262,078	\$ (24,885)	\$ 548,503
Cost of goods sold	61,231	164,395	146,231	(23,371)	348,486
Restructuring and related charges	6,452	6	3,688		10,146
Gross profit	40,728	38,498	112,159	(1,514)	189,871
Operating expenses:					
Selling	24,034	29,571	57,684	44	111,333
General and administrative	16,581	7,747	12,557		36,885
Research and development	3,362	1,399	805		5,566
Restructuring and related charges	4,690	3,901	2,291		10,882
	48,667	42,618	73,337	44	164,666
Operating (loss) income	(7,939)	(4,120)	38,822	(1,558)	25,205
Interest expense	41,043	6,387	5,128	(94)	52,464
Other expense (income), net	20,802	(3,982)	2,604	(15,747)	3,677
(Loss) income from continuing operations before income taxes	(69,784)	(6,525)	31,090	14,283	(30,936)
Income tax expense (benefit)	39,901	(35,568)	11,268		15,601
Net (loss) income from continuing operations	(109,685)	29,043	19,822	14,283	(46,537)
Loss from discontinued operations		(66,120)			(66,120)
Net (loss) income	\$ (109,685)	\$ (37,077)	\$ 19,822	\$ 14,283	\$ (112,657)

**Table of Contents****SPECTRUM BRANDS, INC. AND SUBSIDIARIES****Successor Company****Condensed Consolidating Statement of Cash Flows****Three Month Period Ended January 3, 2010****(Unaudited)****(Amounts in thousands)**

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Nonguarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated Total</b>
Net cash (used) provided by operating activities of continuing operations	\$ (15,263)	\$ 5,818	\$ 23,617	\$ (37,298)	\$ (23,126)
Net cash used by operating activities of continuing operations		(8,258)			(8,258)
Net cash (used) provided by operating activities	(15,263)	(2,440)	23,617	(37,298)	(31,384)
Cash flows from investing activities:					
Purchases of property, plant and equipment	(2,006)	(533)	(2,395)		(4,934)
Proceeds from sale of property, plant and equipment and investments			4		4
Net cash used by investing activities	(2,006)	(533)	(2,391)		(4,930)
Cash flows from financing activities:					
Reduction of debt	(4,705)		(99)		(4,804)
Proceeds from ABL Revolving Credit Facility	351,600				351,600
Payments of ABL Revolving Credit Facility	(358,186)				(358,186)
Proceeds from debt financing	(1,290)		13,895		12,605
Refund of debt issuance costs	204				204
Proceeds from (advances related to) intercompany transactions	29,982	5,107	(72,387)	37,298	
Net cash provided (used) by financing activities	17,605	5,107	(58,591)	37,298	1,419
Effect of exchange rate changes on cash and cash equivalents			(240)		(240)
Net increase in cash and cash equivalents	336	2,134	(37,605)		(35,135)
Cash and cash equivalents, beginning of period	1,450	3,364	92,986		97,800
Cash and cash equivalents, end of period	\$ 1,786	\$ 5,498	\$ 55,381	\$	\$ 62,665

**Table of Contents****SPECTRUM BRANDS, INC. AND SUBSIDIARIES****Predecessor Company****Condensed Consolidating Statement of Cash Flows****Three Month Period Ended December 28, 2008****(Unaudited)****(Amounts in thousands)**

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Nonguarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated Total</b>
Net cash (used) provided by operating activities of continuing operations	\$ (151,963)	\$ 147,318	\$ 91,438	\$ (154,711)	\$ (67,918)
Net cash used by operating activities of continuing operations		(22,489)			(22,489)
Net cash (used) provided by operating activities	(151,963)	124,829	91,438	(154,711)	(90,407)
Cash flows from investing activities:					
Purchases of property, plant and equipment	(441)	(350)	(509)		(1,300)
Proceeds from sale of property, plant and equipment and investments			18		18
Net cash used by investing activities of continuing operations	(441)	(350)	(491)		(1,282)
Net cash used by investing activities of discontinued operations		(580)			(580)
Net cash used by investing activities	(441)	(930)	(491)		(1,862)
Cash flows from financing activities:					
Reduction of debt	(7,431)		(272)		(7,703)
Proceeds from debt financing	100,656				100,656
Treasury stock purchases	(56)				(56)
Proceeds from (advances related to) intercompany transactions	84,906	(123,761)	(115,856)	154,711	
Net cash provided (used) by financing activities	178,075	(123,761)	(116,128)	154,711	92,897
Effect of exchange rate changes on cash and cash equivalents			(4,709)		(4,709)
Net increase in cash and cash equivalents	25,671	138	(29,890)		(4,081)
Cash and cash equivalents, beginning of period	9,786	3,667	91,320		104,773
Cash and cash equivalents, end of period	\$ 35,457	\$ 3,805	\$ 61,430	\$	\$ 100,692

---

**Table of Contents**

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

As further described below, on February 3, 2009, we and our wholly owned United States ( U.S. ) subsidiaries (collectively, the Debtors ) filed voluntary petitions under Chapter 11 of the U.S. Bankruptcy Code (the Bankruptcy Code ), in the U.S. Bankruptcy Court for the Western District of Texas (the Bankruptcy Court ). On August 28, 2009 (the Effective Date ), the Debtors emerged from Chapter 11 of the Bankruptcy Code. Effective as of the Effective Date and pursuant to the Debtors' confirmed plan of reorganization, we converted from a Wisconsin corporation to a Delaware corporation.

Unless the context indicates otherwise, Spectrum Brands, Inc. is used interchangeably in this Quarterly Report on Form 10-Q to refer both to the Delaware corporation and its Wisconsin predecessor, and the terms the Company, Spectrum, Spectrum Brands, we, our or us are used to refer to Spectrum Brands, Inc. and its subsidiaries both before and on and after the Effective Date. The term New Spectrum, however, refers only to Spectrum Brands, Inc., our Delaware successor, and its subsidiaries, after the Effective Date, and the term Old Spectrum, refers only to Spectrum Brands, Inc., our Wisconsin predecessor, and its subsidiaries prior to the Effective Date.

Financial information included in our financial statements prepared after August 30, 2009 will not be comparable to financial information from prior periods. See Item 1A. Risk Factors *Risks Related To Our Emergence From Bankruptcy* for more information.

**Introduction**

We are a global branded consumer products company with positions in six major product categories: consumer batteries; pet supplies; electric shaving and grooming; electric personal care; portable lighting; and home and garden control products.

We manage our business in three reportable segments: (i) Global Batteries & Personal Care, which consists of our worldwide battery, shaving and grooming, personal care and portable lighting business ( Global Batteries & Personal Care ); (ii) Global Pet Supplies, which consists of our worldwide pet supplies business ( Global Pet Supplies ); and (iii) the Home and Garden Business, which consists of our home and garden control product offerings, including household insecticides, repellants and herbicides (the Home and Garden Business ).

We manufacture and market alkaline, zinc carbon and hearing aid batteries, herbicides, insecticides and repellants and specialty pet supplies. We design and market rechargeable batteries, battery-powered lighting products, electric shavers and accessories, grooming products and hair care appliances. Our manufacturing and product development facilities are located in the U.S., Europe, Latin America and Asia. Substantially all of our rechargeable batteries and chargers, shaving and grooming products, personal care products and portable lighting products are manufactured by third-party suppliers, primarily located in Asia.

We sell our products in approximately 120 countries through a variety of trade channels, including retailers, wholesalers and distributors, hearing aid professionals, industrial distributors and original equipment manufacturers ( OEMs ) and enjoy strong name recognition in our markets under the Rayovac, VARTA and Remington brands, each of which has been in existence for more than 80 years, and under the Tetra, 8-in-1, Spectracide, Cutter and various other brands.

Global and geographic strategic initiatives and financial objectives are determined at the corporate level. Each business segment is responsible for implementing defined strategic initiatives and achieving certain financial objectives and has a general manager responsible for sales and marketing initiatives and the financial results for all product lines within that business segment.



**Table of Contents**

Our operating performance is influenced by a number of factors including: general economic conditions; foreign exchange fluctuations; trends in consumer markets; consumer confidence and preferences; our overall product line mix, including pricing and gross margin, which vary by product line and geographic market; pricing of certain raw materials and commodities; energy and fuel prices; and our general competitive position, especially as impacted by our competitors' advertising and promotional activities and pricing strategies.

*The Financial Accounting Standards Board ( FASB ) Accounting Standards Codification (the Codification or ASC )*

In June 2009, the FASB issued Statement of Financial Accounting Standards ( SFAS ) No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162*, an accounting standard which established the Codification to become the single source of authoritative generally accepted accounting principles ( GAAP ) recognized by the FASB to be applied by nongovernmental entities, with the exception of guidance issued by the U.S. Securities and Exchange Commission (the SEC ) and its staff. All guidance contained in the Codification carries an equal level of authority. The Codification is not intended to change GAAP, but rather is expected to simplify accounting research by reorganizing current GAAP into approximately 90 accounting topics. We adopted this accounting standard effective September 30, 2009. The adoption of this accounting standard, which was subsequently codified into ASC Topic 105: *Generally Accepted Accounting Principles*, had no impact on our retained earnings and will have no impact on our financial position, results of operations or cash flows.

***Chapter 11 Proceedings***

On February 3, 2009, we announced that we had reached agreements with certain noteholders, representing, in the aggregate, approximately 70% of the face value of our then outstanding senior subordinated notes, to pursue a refinancing that, if implemented as proposed, would significantly reduce our outstanding debt. On the same day, the Debtors filed the Bankruptcy Filing and filed with the Bankruptcy Court a proposed plan of reorganization (the Proposed Plan ) that detailed the Debtors' proposed terms for the refinancing. The Chapter 11 cases were jointly administered by the Bankruptcy Court as Case No. 09-50455 (the Bankruptcy Cases ). The Bankruptcy Court entered a written order (the Confirmation Order ) on July 15, 2009 confirming the Proposed Plan (as so confirmed, the Plan ). For more details regarding the Chapter 11 Proceedings, as well as the events leading to our voluntary filing for Chapter 11 bankruptcy, see Item 1. Business in our Annual Report on Form 10-K for our fiscal year ended September 30, 2009.

*Plan Effective Date*

On the Effective Date the Plan became effective, and the Debtors emerged from Chapter 11 of the Bankruptcy Code. Pursuant to and by operation of the Plan, on the Effective Date, all of Old Spectrum's existing equity securities, including the existing common stock and stock options, were extinguished and deemed cancelled. Reorganized Spectrum Brands, Inc. filed a certificate of incorporation authorizing new shares of common stock. Pursuant to and in accordance with the Plan, on the Effective Date, reorganized Spectrum Brands, Inc. issued a total of 27,030,000 shares of common stock and approximately \$218 million in aggregate principal amount of 12% Senior Subordinated Toggle Notes due 2019 (the 12% Notes ) to holders of allowed claims with respect to Old Spectrum's 12% Senior Subordinated Notes due 2013 (the 12% Notes ), 7/8% Senior Subordinated Notes due 2015 (the 7/8 Notes ) and Variable Rate Toggle Senior Subordinated Notes due 2013 (the Variable Rate Notes ) (collectively, the Senior Subordinated Notes ). For a further discussion of the 12% Notes see *Debt Financing Activities - 12% Notes*. Also on the Effective Date, reorganized Spectrum Brands, Inc. issued a total of 2,970,000 shares of common stock to supplemental and sub-supplemental debtor-in-possession credit facility participants in respect of the equity fee earned under the Debtors' debtor-in-possession credit facility. The common stock is currently quoted on the OTC Bulletin Board and the Pink Sheet Electronic Quotation Service. However, there can be no assurances that a broker-dealer will make a market in the common stock.

## **Table of Contents**

On the Effective Date, pursuant to the Plan (as amended pursuant to the Settlement), we entered into Amendment No. 1 to the senior secured term credit facility agreement reflecting the terms of the Settlement as authorized by the Confirmation Order, including a new covenant restricting us from paying cash interest on the 12% Notes until the date that is 18 months from the Effective Date, or February 28, 2011. In addition, on the Effective Date, we entered into Amendment No. 2 to the senior secured term credit facility agreement to give effect to certain technical amendments to the senior secured term credit facility agreement. For a further discussion of the amendments see *Debt Financing Activities Senior Term Credit Facility*.

In order to consummate the Plan, the Debtors also obtained a \$242 million asset-based exit loan facility pursuant to a credit agreement among the Debtors, General Electric Capital Corporation, as the administrative agent, co-collateral agent, swingline lender and supplemental loan lender, Bank of America, N.A., as co-collateral agent and L/C Issuer, RBS Asset Finance, Inc., through its division RBS Business Capital, as syndication agent and the lenders party thereto. For a further discussion of the asset-based loan facility see *Debt Financing Activities ABL Revolving Credit Facility*.

With the exception of Spectrum Jungle Labs Corporation, the related cases of the reorganized Debtors were closed at September 30, 2009. As a result of our Bankruptcy Filing, we were able to significantly reduce our indebtedness. However, we continue to have a significant amount of indebtedness relative to our competitors and continue to explore potential strategies that may be available to us to restructure this indebtedness.

### ***Russell Hobbs Combination***

On February 9, 2010 we signed a definitive agreement with Russell Hobbs, Inc. ( Russell Hobbs ), a small appliance brand company, to form a new combined company. Investment funds managed by Harbinger Capital Partners ( Harbinger ) currently owns approximately 40% of our shares and 100% of Russell Hobbs shares. As part of this transaction, the combined companies have received commitments for approximately \$1,800 million in financing in order to refinance the Company's existing senior debt and a portion of Russell Hobbs' existing senior debt through a combination of new term loans, new senior notes and a new \$300 million ABL revolving facility.

The proposed all stock transaction is expected to close in the third or fourth quarter of our Fiscal 2010 and is subject to approval by holders of a majority of our common stock not owned by Harbinger, a 45-day period in which we may solicit alternative proposals, closing of the new financing and other customary closing conditions.

Upon closing, current shareholders of Spectrum Brands, Inc. will receive one share in the new combined company for each share they hold in Spectrum Brands Inc. Furthermore, as part of the transaction, Harbinger has agreed to convert its existing approximately \$158 million aggregate principal amount of Russell Hobbs' term debt and approximately \$207 million of Russell Hobbs' preferred stock into common stock of the new combined company at a price of \$31.50 per share. Following the closing of the transaction Harbinger is expected to own approximately 63.7% of the new combined company.

## **Results of Operations**

### **Fiscal Quarter Ended January 3, 2010 Compared to Fiscal Quarter Ended December 28, 2008**

In this Quarterly Report on Form 10-Q we refer to the three months ended January 3, 2010 as the Fiscal 2010 Quarter and the three months ended December 28, 2008 as the Fiscal 2009 Quarter.

For the Fiscal 2010 Quarter and the Fiscal 2009 Quarter we have presented the growing products portion of our Home and Garden Business as discontinued operations. The board of directors of Old Spectrum committed to the shutdown of the growing products portion of the Home and Garden Business in November 2008 and the shutdown was completed during the second quarter of our Fiscal 2009. See Note 3, Significant Accounting Policies Discontinued Operations, to our Condensed Consolidated Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q for additional information on the shutdown of the growing products portion of our Home and Garden Business. As a result, and unless specifically stated, all discussions regarding the Fiscal 2010 Quarter and the Fiscal 2009 Quarter only reflect results from our continuing operations.

**Table of Contents**

**Net Sales.** Net sales for the Fiscal 2010 Quarter increased to \$592 million from \$549 million in the Fiscal 2009 Quarter, a 7.9% increase. The following table details the principal components of the change in net sales from the Fiscal 2009 Quarter to the Fiscal 2010 Quarter (in millions):

	<b>Net Sales</b>
Fiscal 2009 Quarter Net Sales	\$ 549
Increase in Global Batteries & Personal Care consumer battery sales	9
Increase in Global Batteries & Personal Care Remington branded product sales	8
Increase in Pet supplies sales	1
Decrease in Portable Lighting product sales	(3)
Decrease in Home and garden control product sales	(1)
Foreign currency impact, net	29
 Fiscal 2010 Quarter Net Sales	 \$ 592

Consolidated net sales by product line for the Fiscal 2010 Quarter and the Fiscal 2009 Quarter are as follows (in millions):

	<b>Fiscal Quarter</b>	
	<b>2010</b>	<b>2009</b>
<b><i>Product line net sales</i></b>		
Consumer batteries	\$ 244	\$ 221
Pet supplies	137	132
Electric shaving and grooming products	87	78
Electric personal care products	76	67
Home and garden control products	26	27
Portable lighting products	22	24
 Total net sales to external customers	 \$ 592	 \$ 549

Global consumer battery sales increased \$23 million, or 10%, primarily driven by favorable foreign exchange translation of \$14 million coupled with increased consumer battery sales in North America and Latin America of \$9 million and \$4 million, respectively. These increases were driven by sales at a major customer in North America and volume increases in Central America and Columbia. These increases were tempered by decreased consumer battery sales of \$4 million in Europe, primarily due to our continued exit of unprofitable or low margin private label battery sales. The \$5 million, or 4%, increase in pet supplies sales is primarily attributable to favorable foreign exchange translation of \$4 million coupled with increased sales in our companion animal products of \$4 million, which were driven by the continued growth of our Dingo and Nature's Miracle branded products coupled with the annualized impact of price increases implemented in the second quarter of Fiscal 2009. These increases were partially offset by a decline in aquatics sales of \$3 million due to weak sales in the Pacific Rim. Electric shaving and grooming products increased \$9 million, or 12%, primarily due to favorable foreign exchange translation of \$5 million and increased sales in Europe of \$9 million. These increases were offset by declines in North America of \$5 million. Electric personal care sales increased \$9 million, or 13%, due to favorable foreign exchange translation of \$5 million and increases within North America of \$5 million. These increases were slightly offset by declines in Europe of \$1 million. Home and garden control product sales were down \$1 million, or 2%, primarily as a result of certain customers delaying orders in connection with their continuing effort to reduce their inventory levels. The \$2 million, or 7%, decrease in portable lighting sales was primarily a result of decreased market demand, primarily in North America, which was slightly offset by favorable foreign exchange translation of \$1 million.

**Gross Profit.** Gross profit for the Fiscal 2010 Quarter was \$184 million versus \$190 million for the Fiscal 2009 Quarter. Our gross profit margin for the Fiscal 2010 Quarter decreased to 31.2% from 34.6% in the Fiscal 2009 Quarter. As a result of our adoption of fresh-start reporting upon emergence from Chapter 11 of the

---

**Table of Contents**

Bankruptcy Code, in accordance with SFAS No. 141, *Business Combinations*, ( SFAS 141 ), inventory balances were revalued at August 30, 2009 resulting in an increase in such inventory balances of \$49 million. As a result of the inventory revaluation, New Spectrum recognized \$34 million in additional cost of goods sold in the Fiscal 2010 Quarter. Offsetting this, Cost of goods sold during the Fiscal 2010 Quarter included \$2 million of Restructuring and related charges, whereas the Fiscal 2009 Quarter included \$10 million of Restructuring and related charges. The Restructuring and related charges incurred in the Fiscal 2010 Quarter were primarily associated with \$1 million of cost reduction initiatives announced in 2009 and \$1 million related to the shutdown of our Ningbo, China battery manufacturing facility. The \$10 million of Restructuring and related charges incurred in the Fiscal 2009 Quarter related to the shutdown of our Ningbo, China battery manufacturing facility. See *Restructuring and Related Charges* below, as well as Note 12, Restructuring and Related Charges, to our Condensed Consolidated Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q for additional information regarding our restructuring and related charges.

**Operating Expense.** Operating expenses for the Fiscal 2010 Quarter totaled \$166 million versus \$165 million for the Fiscal 2009 Quarter representing an increase of \$1 million. Although operating expenses were virtually flat for the Fiscal 2010 Quarter when compared to the Fiscal 2009 Quarter, there were significant variances that affected the comparability of the periods. During the Fiscal 2010 Quarter we incurred additional depreciation and amortization in connection with the revaluation of our long lived assets as a result of our adoption of fresh-start reporting upon emergence from Chapter 11 of the Bankruptcy Code, in accordance with SFAS 141. This increase was offset by lower restructuring and related charges in the Fiscal 2010 Quarter versus the Fiscal 2009 Quarter. In the Fiscal 2010 Quarter we recorded approximately \$5 million of restructuring and related charges which included \$7 million of cost reduction initiatives announced in 2009 offset by a \$2 million reversal of costs related to our global realignment announced in Fiscal 2007 due to a refinement in management estimates. We recorded \$11 million of restructuring and related charges in the Fiscal 2009 Quarter which included \$5 million of costs related to our global realignment announced in Fiscal 2007, \$4 million related to the finalization of our series of initiatives established in Fiscal 2005 related to our acquisitions and \$1 million related to the shutdown of our Ningbo, China battery manufacturing facility. See *Restructuring and Related Charges* below, as well as Note 12, Restructuring and Related Charges, to our Condensed Consolidated Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q for additional information regarding our restructuring and related charges.

**Segment Results.** As discussed above, we manage our business in three reportable segments: (i) Global Batteries & Personal Care, (ii) Global Pet Supplies; and (iii) our Home and Garden Business.

Operating segment profits do not include restructuring and related charges, interest expense, interest income, impairment charges, reorganization items and income tax expense. Expenses associated with global operations, consisting of research and development, manufacturing management, global purchasing, quality operations and inbound supply chain are included in the determination of operating segment profits. In addition, certain general and administrative expenses necessary to reflect the operating segments on a standalone basis have been included in the determination of operating segment profits. Corporate expenses include primarily general and administrative expenses associated with corporate overhead and global long-term incentive compensation plans.

All depreciation and amortization included in income from operations is related to operating segments or corporate expense. Costs are allocated to operating segments or corporate expense according to the function of each cost center. All capital expenditures are related to operating segments. Variable allocations of assets are not made for segment reporting.

Global strategic initiatives and financial objectives for each reportable segment are determined at the corporate level. Each reportable segment is responsible for implementing defined strategic initiatives and achieving certain financial objectives and has a general manager responsible for the sales and marketing initiatives and financial results for product lines within that segment. Financial information pertaining to our reportable segments is contained in Note 11, Segment Results, to our Condensed Consolidated Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q.

**Table of Contents***Global Batteries & Personal Care*

	2010	2009
	(in millions)	
Net sales to external customers	\$ 429	\$ 389
Segment profit	\$ 46	\$ 53
Segment profit as a % of net sales	10.7%	13.6%
Assets at January 3, 2010 and September 30, 2009	\$ 1,558	\$ 1,630

Segment net sales to external customers in the Fiscal 2010 Quarter increased \$40 million to \$429 million from \$389 million during the Fiscal 2009 Quarter, a 10% increase. Favorable foreign currency exchange translation impacted net sales in the Fiscal 2010 Quarter by approximately \$25 million. Battery sales for the Fiscal 2010 Quarter increased to \$244 million when compared to sales of \$221 million in the Fiscal 2009 Quarter. Favorable foreign currency exchange translation had an impact of \$14 million coupled with increases in North America and Latin America of \$9 million and \$4 million, respectively. These increases were driven by sales at a major customer in North America and volume increases in Central America and Columbia. These increases were tempered by decreased consumer battery sales of \$4 million in Europe, primarily due to our continued exit of unprofitable or low margin private label battery sales. Net sales of electric shaving and grooming products in the Fiscal 2010 Quarter increased by \$9 million from their levels in the Fiscal 2009 Quarter, due to favorable foreign exchange translation of \$5 million and increased sales in Europe of \$9 million. These increases were offset by declines in North America of \$5 million. Net sales of electric personal care products in the Fiscal 2010 Quarter increased by \$9 million compared to the Fiscal 2009 Quarter due to favorable foreign exchange translation of \$5 million and increases within North America of \$5 million. These increases were slightly offset by declines in Europe of \$1 million. Net sales of portable lighting products for the Fiscal 2010 Quarter decreased slightly to \$22 million as compared to sales of \$24 million for the Fiscal 2009 Quarter. This sales decrease was primarily a result of decreased market demand, primarily in North America, which was slightly offset by favorable foreign exchange translation of \$1 million.

Segment profitability in the Fiscal 2010 Quarter decreased to \$46 million from \$53 million in the Fiscal 2009 Quarter. Segment profitability as a percentage of net sales decreased to 10.7% in the Fiscal 2010 Quarter compared to 13.6% in the Fiscal 2009 Quarter. The decrease in segment profitability for the Fiscal 2010 Quarter was mainly attributable to a \$19 million increase in cost of goods sold due to the revaluation of inventory in accordance with SFAS 141 coupled with approximately a \$4 million increase in intangible amortization primarily related to customer relationship lists, as was required when we adopted fresh-start reporting upon our emergence from Chapter 11 of the Bankruptcy Code. Offsetting this decrease to segment profitability was higher sales, primarily due to favorable foreign exchange translation, and savings from our cost reduction initiatives announced in Fiscal 2009, the shutdown of our Ningbo, China battery manufacturing facility and our global realignment initiatives announced in January 2007. See *Restructuring and Related Charges* below, as well as Note 12, Restructuring and Related Charges, to our Condensed Consolidated Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q for additional information regarding our restructuring and related charges.

Segment assets at January 3, 2010 decreased slightly to \$1,558 million from \$1,630 million at September 30, 2009. The decrease is primarily due to the impact of foreign currency translation. On January 3, 2010 and September 30, 2009, goodwill and intangible assets, which were revalued in conjunction with fresh-start reporting upon our emergence from Chapter 11 of the Bankruptcy Code, totaled approximately \$902 million and \$909 million, respectively. See Note 2, Voluntary Reorganization Under Chapter 11, of Notes to Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information on fresh-start reporting.

**Table of Contents****Foreign Currency Translation Venezuela Impacts**

The Global Batteries & Personal Care segment does business in Venezuela through a Venezuelan subsidiary. As of January 4, 2010, the beginning of our second quarter of Fiscal 2010, we have determined that Venezuela meets the definition of a highly inflationary economy under GAAP. As a result, beginning January 4, 2010, the U.S. dollar will be the functional currency for our Venezuelan subsidiary. Accordingly, going forward, currency remeasurement adjustments for this subsidiary's financial statements and other transactional foreign exchange gains and losses will be reflected in earnings. Through January 3, 2010, prior to being designated as highly inflationary, translation adjustments related to our Venezuelan subsidiary were reflected in Shareholders' equity as a component of other comprehensive income.

In addition, on January 8, 2010, the Venezuelan government announced its intention to devalue its currency, the Bolivar fuerte, relative to the U.S. dollar. The official exchange rate for imported goods classified as essential, such as food and medicine, will change from 2.15 to 2.6 to the U.S. dollar, while payments for other non-essential goods will move to an exchange rate of 4.3 to the U.S. dollar. Some of our imported products are expected to fall into the essential classification and qualify for the 2.6 rate, however, our overall results in Venezuela will be reflected at the 4.3 rate expected to be applicable to dividend repatriations. As a result, we will need to remeasure the local statement of financial position of our Venezuela entity during our second quarter of Fiscal 2010 to reflect the impact of the devaluation. However, we do not expect this impact to be material. There will also be an ongoing impact related to measuring our Venezuelan statement of operations at the new exchange rate of 4.3 to the U.S. dollar; however, we also do not expect that impact to be material.

**Global Pet Supplies**

	2010	2009
	(in millions)	
Net sales to external customers	\$ 137	\$ 132
Segment profit	\$ 1	\$ 12
Segment profit as a % of net sales	0.8%	9.1%
Assets at January 3, 2010 and September 30, 2009	\$ 838	\$ 867

Segment net sales to external customers in the Fiscal 2010 Quarter increased to \$137 million from \$132 million in the Fiscal 2009 Quarter, representing an increase of \$5 million or 4%. The increase in net sales in the Fiscal 2010 Quarter was primarily driven by favorable foreign currency exchange translation of \$4 million and increased sales of our companion animal products of \$4 million, which were driven by the continued growth of our Dingo and Nature's Miracle branded products coupled with the annualized impact of price increases implemented in the second quarter of Fiscal 2009. These increases were partially offset by a decline in aquatics sales of \$3 million due to sales declines in the Pacific Rim.

Segment profitability in the Fiscal 2010 Quarter was \$1 million versus \$12 million in the Fiscal 2009 Quarter. Segment profitability as a percentage of sales in the Fiscal 2009 Quarter decreased to 0.8% from 9.1% in the same period last year. The decrease in segment profitability for the Fiscal 2010 Quarter was mainly attributable to a \$14 million increase in cost of goods sold due to the revaluation of inventory in accordance with SFAS 141, as was required when we adopted fresh-start reporting upon our emergence from Chapter 11 of the Bankruptcy Code.

Segment assets at January 3, 2010 decreased to \$838 million from \$867 million at September 30, 2009. The decrease is primarily due to the impact of foreign currency translation. On January 3, 2010 and September 30, 2009, goodwill and intangible assets, which were revalued in conjunction with fresh-start reporting upon our emergence from Chapter 11 of the Bankruptcy Code, totaled approximately \$610 million and \$618 million, respectively. See Note 2, Voluntary Reorganization Under Chapter 11, of Notes to Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information on fresh-start reporting.

**Table of Contents***Home and Garden*

	2010	2009
	(in millions)	
Net sales to external customers	\$ 26	\$ 27
Segment profit	\$ (10)	\$ (11)
Segment profit as a % of net sales	(36.5)%	(39.8)%
Assets at January 3, 2010 and September 30, 2009	\$ 493	\$ 506

Segment net sales to external customers in the Fiscal 2010 Quarter decreased slightly to \$26 million from \$27 million in the Fiscal 2009 Quarter. The slight decrease in net sales in the Fiscal 2010 Quarter was primarily driven by certain customers delaying orders in connection with their continuing effort to reduce their inventory levels.

Segment profitability in the Fiscal 2010 Quarter increased to a loss of \$(10) million from a loss of \$(11) million in the Fiscal 2009 Quarter. Segment profitability as a percentage of sales in the Fiscal 2010 Quarter increased to (36.5)% from (39.8)% in the same period last year. This slight increase in segment profitability was attributable to savings from our global cost reduction initiatives announced in Fiscal 2009. See *Restructuring and Related Charges* below, as well as Note 12, Restructuring and Related Charges, to our Condensed Consolidated Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q for additional information regarding our restructuring and related charges. The increase in profitability was tempered by a \$2 million increase in cost of goods sold due to the revaluation of inventory and increased intangible amortization due to the revaluation of our customer relationships in accordance with SFAS 141 as was required when we adopted fresh-start reporting upon our emergence from Chapter 11 of the Bankruptcy Code.

Segment assets at January 3, 2010 decreased slightly to \$493 million from \$506 million at September 30, 2009. On January 3, 2010 and September 30, 2009, goodwill and intangible assets, which were revalued in conjunction with fresh-start reporting upon our emergence from Chapter 11 of the Bankruptcy Code, totaled approximately \$417 million and \$419 million, respectively. See Note 2, Voluntary Reorganization Under Chapter 11, of Notes to Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information on fresh-start reporting.

**Corporate Expense.** Our corporate expense in the Fiscal 2010 Quarter was \$12 million compared to \$8 million during the Fiscal 2009 Quarter. Corporate expense as a percentage of consolidated net sales for the Fiscal 2010 Quarter was 1.7% and 1.5% for the Fiscal 2009 Quarter. The increase is primarily due to stock compensation expense of \$3 million in the Fiscal 2010 Quarter compared to de minimis stock compensation expense in the Fiscal 2009 Quarter.

**Restructuring and Related Charges.** See Note 12, Restructuring and Related Charges to our Condensed Consolidated Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q for additional information regarding our restructuring and related charges.

**Table of Contents**

The following table summarizes all restructuring and related charges we incurred in the Fiscal 2010 Quarter and the Fiscal 2009 Quarter (in millions):

	2010	2009
Costs included in cost of goods sold:		
Latin America initiatives:		
Termination benefits	\$ 0.2	\$ 0.1
Global Realignment:		
Termination benefits		0.1
Ningbo Exit Plan:		
Termination benefits		0.7
Other associated costs	0.6	9.2
Global Cost Reduction Initiatives:		
Termination benefits	0.2	
Other associated costs	0.6	
<b>Total included in cost of goods sold</b>	<b>\$ 1.6</b>	<b>\$ 10.1</b>
Costs included in operating expenses:		
United & Tetra integration:		
Termination benefits	\$	\$ 2.4
Other associated costs		1.2
Global Realignment:		
Termination benefits	(1.2)	4.3
Other associated costs	(1.0)	1.5
Ningbo Exit Plan:		
Other associated costs		1.5
Global Cost Reduction Initiatives:		
Termination benefits	0.7	
Other associated costs	6.3	
<b>Total included in operating expenses</b>	<b>\$ 4.8</b>	<b>\$ 10.9</b>
<b>Total restructuring and related charges</b>	<b>\$ 6.4</b>	<b>\$ 21.0</b>

We have implemented a series of initiatives in the Global Batteries & Personal Care segment in Europe to reduce operating costs and rationalize our manufacturing structure (the European Initiatives). In connection with the European Initiatives, which are substantially complete, we implemented a series of initiatives within the Global Batteries & Personal Care segment in Europe to reduce operating costs and rationalize our manufacturing structure. These initiatives include the relocation of certain operations at our Ellwangen, Germany packaging center to the Dischingen, Germany battery plant and restructuring Europe's sales, marketing and support functions. We recorded no pretax restructuring and related charges during the Fiscal 2010 Quarter and de minimis charges during the Fiscal 2009 Quarter in connection with the European Initiatives. We have recorded pretax restructuring and related charges of approximately \$27 million since the inception of the European Initiatives.

We have implemented a series of initiatives within our Global Batteries & Personal Care business segment in Latin America to reduce operating costs (the Latin American Initiatives). In connection with the Latin American Initiatives, which are substantially complete, we implemented a series of initiatives within the Global Batteries & Personal Care segment in Latin America to reduce operating costs. The initiatives include the reduction of certain manufacturing operations in Brazil and the restructuring of management, sales, marketing and support functions. We recorded de minimis pretax restructuring and related charges during both the Fiscal 2010 Quarter and the Fiscal 2009 Quarter in connection with the Latin American Initiatives. We have recorded pretax restructuring and related charges of approximately \$12 million since the inception of the Latin American Initiatives.



**Table of Contents**

In Fiscal 2007, we began managing our business in three vertically integrated, product-focused reporting segments; Global Batteries & Personal Care, Global Pet Supplies and the Home and Garden Business. As part of this realignment, our global operations organization, which had previously been included in corporate expense, consisting of research and development, manufacturing management, global purchasing, quality operations and inbound supply chain, is now included in each of the operating segments. In connection with these changes we undertook a number of cost reduction initiatives, primarily headcount reductions, at the corporate and operating segment levels (the Global Realignment Initiatives). We recorded approximately \$(2) million and \$7 million of pretax restructuring and related charges during the Fiscal 2010 Quarter and the Fiscal 2009 Quarter, respectively, in connection with the Global Realignment Initiatives. Costs associated with these initiatives, which are expected to be incurred through December 31, 2010, relate primarily to severance and are projected at approximately \$85 million.

During Fiscal 2008, we implemented an initiative within the Global Batteries & Personal Care segment to reduce operating costs and rationalize our manufacturing structure. These initiatives, which are substantially complete, include the exit of our battery manufacturing facility in Ningbo, China ( Ningbo ) (the Ningbo Exit Plan). We recorded approximately \$1 million and \$11 million of pretax restructuring and related charges during the Fiscal 2010 Quarter and Fiscal 2009 Quarter, in connection with the Ningbo Exit Plan. We have recorded pretax restructuring and related charges of approximately \$28 million since the inception of the Ningbo Exit Plan.

During Fiscal 2009, we implemented a series of initiatives within the Global Batteries & Personal Care segment, the Global Pet Supplies segment, and the Home and Garden Business segment to reduce operating costs as well as evaluate our opportunities to improve our capital structure (the Global Cost Reduction Initiatives). These initiatives include headcount reductions within all our segments and the exit of certain facilities in the U.S. related to the Global Pet Supplies and the Home and Garden Business segments. These initiatives also included consultation, legal and accounting fees related to the evaluation of our capital structure. We recorded \$8 million of pretax restructuring and related charges during the Fiscal 2010 Quarter and no pretax restructuring and related charges during the Fiscal 2009 Quarter related to the Global Cost Reduction Initiatives. Costs associated with these initiatives, which are expected to be incurred through September 30, 2013, are projected at approximately \$58 million.

**Interest Expense.** Interest expense in the Fiscal 2010 Quarter decreased to \$49 million from \$52 million in the Fiscal 2009 Quarter. Included in the Fiscal 2010 Quarter interest expense is \$6 million representing the accretion of the net discount to our debt, a non-cash charge, which was recorded as a result of the revaluation of our debt in accordance with SFAS 141 in connection with our adoption of fresh-start reporting upon our emergence from Chapter 11 of the Bankruptcy Code. Excluding the non-cash accretion, interest expense for the Fiscal 2010 Quarter versus the Fiscal 2009 Quarter decreased by approximately \$9 million due to the cancellation of Old Spectrum's Senior Subordinated Notes partially offset by interest expense on the 12% Notes which were issued in accordance with the Plan. See Note 8, Debt, to our Condensed Consolidated Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q for additional information regarding our outstanding debt.

**Reorganization items.** During the Fiscal 2010 Quarter, we, in connection with our reorganization under Chapter 11 of the Bankruptcy Code, recorded Reorganization items expense of \$4 million, which are primarily professional and legal fees. See Note 2, Voluntary Reorganization Under Chapter 11, of Notes to Consolidated Financial Statements (Unaudited) on Form 10-Q for more information related to our reorganization under Chapter 11 of the Bankruptcy Code.

**Income Taxes.** Our effective tax rate on income from continuing operations is approximately (64)% for the Fiscal 2010 Quarter. Our effective tax rate on income from continuing operations was approximately (50)% for the Fiscal 2009 Quarter. We have had changes of ownership, as defined under Internal Revenue Code ( IRC ) Section 382, that continue to subject a significant amount of our U.S. federal and state net operating losses and

**Table of Contents**

other tax attributes to certain limitations. Under ASC Topic 740: *Income Taxes*, ( ASC 740 ) we, as discussed more fully below, continue to have a valuation allowance against our net deferred tax assets in the U.S., excluding certain indefinite lived intangibles.

At January 3, 2010, we are estimating that at September 30, 2010 we will have U.S. federal and state net operating loss carryforwards of approximately \$766 million and \$840 million, respectively, which will expire through years ending in 2030, and we will have foreign net operating loss carryforwards of approximately \$131 million, which will expire beginning in 2010. Certain of the foreign net operating losses have indefinite carryforward periods. At September 30, 2009 we had U.S. federal and state net operating loss carryforwards of approximately \$598 million and \$643 million, respectively, which, at that time, were scheduled to expire through years ending in 2029. At September 30, 2009 we had foreign net operating loss carryforwards of approximately \$138 million, which at the time were set to expire beginning in 2010. Certain of the foreign net operating losses have indefinite carryforward periods. Limitations apply to a substantial portion of the U.S. federal and state net operating loss carryforwards in accordance with IRC Section 382. As such, we estimate that approximately \$149 million of our federal and \$311 million of our state net operating losses will expire unused.

The ultimate realization of our deferred tax assets depends on our ability to generate sufficient taxable income of the appropriate character in the future and in the appropriate taxing jurisdictions. We establish valuation allowances for deferred tax assets when we estimate it is more likely than not that the tax assets will not be realized. We base these estimates on projections of future income, including tax planning strategies, in certain jurisdictions. Changes in industry conditions and other economic conditions may impact our ability to project future income. ASC 740 requires the establishment of a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In accordance with ASC 740, we periodically assess the likelihood that our deferred tax assets will be realized and determine if adjustments to the valuation allowance are appropriate. As a result of this assessment, we determined that a full valuation allowance is required against the tax benefit of our net deferred tax assets in the U.S. and China, excluding certain indefinite lived intangibles. In addition, certain other subsidiaries are subject to valuation allowances with respect to certain deferred tax assets. During the Fiscal 2010 Quarter we increased our valuation allowance against net deferred tax assets by approximately \$33 million. Our total valuation allowance, established for the tax benefit of deferred tax assets that may not be realized, was approximately \$166 million and \$133 million at January 3, 2010 and September 30, 2009, respectively. Of this amount, approximately \$141 million and \$109 million relates to U.S. net deferred tax assets at January 3, 2010 and September 30, 2009, respectively and approximately \$25 million and \$24 million relates to foreign net deferred tax assets at January 3, 2010 and September 30, 2009, respectively.

We recognize in our financial statements the impact of a tax position, if that position is more likely than not of being sustained on audit, based on the technical merits of the position. At both January 3, 2010 and September 30, 2009, we had approximately \$8 million of unrecognized tax benefits. At both January 3, 2010 and September 30, 2009, we had approximately \$3 million of accrued interest and penalties related to uncertain tax positions.

***Discontinued Operations.*** On November 11, 2008, the board of directors of Old Spectrum approved the shutdown of the growing products portion of the Home and Garden Business, which includes the manufacturing and marketing of fertilizers, enriched soils, mulch and grass seed, following an evaluation of the historical lack of profitability and the projected input costs and significant working capital demands for the growing product portion of the Home and Garden Business during Fiscal 2009. We believe the shutdown is consistent with what we have done in other areas of our business to eliminate unprofitable products from our portfolio. We completed the shutdown of the growing products portion of the Home and Garden Business during the second quarter of Fiscal 2009. Accordingly, the presentation herein of the results of continuing operations excludes the growing products portion of the Home and Garden Business for all periods presented. See Note 3, Significant Accounting Policies-Discontinued Operations, of Notes to Condensed Consolidated Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q for further details on the disposal of the growing products portion of the Home and Garden Business.

**Table of Contents**

The following amounts related to the growing products portion of the Home and Garden Business have been segregated from continuing operations and are reflected as discontinued operations during the Fiscal 2010 Quarter and the Fiscal 2009 Quarter, respectively:

	2010	2009
Net sales	\$	\$ 15.7
Loss from discontinued operations before income taxes	\$ (2.5)	\$ (67.8)
Provision for income tax expense (benefit)	0.2	(1.7)
Loss from discontinued operations, net of tax	\$ (2.7)	\$ (66.1)

**Liquidity and Capital Resources****Operating Activities**

For the Fiscal 2010 Quarter cash used by operating activities totaled \$31 million as compared to a use of \$90 million in the Fiscal 2009 Quarter. Cash used by continuing operations during the Fiscal 2010 Quarter was \$23 million, compared to cash used by continuing operations of \$68 million in the Fiscal 2009 Quarter. This change was primarily the result of an increase in income after non-cash items of \$33 million and a \$37 million change in operating assets and liabilities of continuing operations. The \$33 million increase in income after non-cash items is primarily due to higher sales, driven by increased market share and favorable foreign exchange translation, and savings from our various cost reduction initiatives. See *Restructuring and Related Charges* above, as well as Note 12, Restructuring and Related Charges, to our Condensed Consolidated Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q for additional information regarding our various cost reduction initiatives. The \$37 million change in operating assets and liabilities is primarily due to \$25 million of cash payments for administrative related reorganization items during the Fiscal 2010 Quarter. Cash used by operating activities of discontinued operations was \$8 million in the Fiscal 2010 Quarter, compared to cash use of \$22 million during the Fiscal 2009 Quarter. The operating activities of discontinued operations were related to the growing products portion of the Home and Garden Business. See *Discontinued Operations*, above, as well as Note 3, Significant Accounting Policies-Discontinued Operations, of Notes to Condensed Consolidated Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q for further details on the disposal of the growing products portion of the Home and Garden Business.

We expect to fund our cash requirements, including capital expenditures, interest and principal payments due in Fiscal 2010 through a combination of cash on hand and cash flows from operations and available borrowings under our ABL Revolving Credit Facility. Going forward our ability to satisfy financial and other covenants in our senior credit agreements and senior subordinated indenture and to make scheduled payments or prepayments on our debt and other financial obligations will depend on our future financial and operating performance. There can be no assurances that our business will generate sufficient cash flows from operations or that future borrowings under the ABL Revolving Credit Facility will be available in an amount sufficient to satisfy our debt maturities or to fund our other liquidity needs. In addition, the current economic crisis could have a further negative impact on our financial position, results of operations or cash flows. See Item 1A. Risk Factors, for further discussion of the risks associated with our ability to service all of our existing indebtedness, our ability to maintain compliance with financial and other covenants related to our indebtedness and the impact of the current economic crisis.

**Investing Activities**

Net cash used by investing activities was \$5 million for the Fiscal 2010 Quarter. For the Fiscal 2009 Quarter net cash used by investing activities was \$2 million. The \$3 million increase in cash used by investing activities is due to increased capital expenditures for continuing operations of \$4 million, partially offset by the non-recurrence of \$1 million cash used by investing activities for discontinued operations in the Fiscal 2009 Quarter.

**Table of Contents****Debt Financing Activities***Senior Term Credit Facility*

During the second quarter of Fiscal 2007, we refinanced our then outstanding senior credit facility with a new senior secured credit facility pursuant to a new senior credit agreement (the *Senior Credit Agreement*) consisting of a \$1,000 million U.S. Dollar Term B Loan facility (the *U.S. Dollar Term B Loan*), a \$200 million U.S. Dollar Term B II Loan facility (the *U.S. Dollar Term B II Loan*), a 262 million Term Loan facility (the *Euro Facility*), and a \$50 million synthetic letter of credit facility (the *L/C Facility*) and together with the *U.S. Dollar Term B Loan*, the *U.S. Dollar Term B II Loan* and the *Euro Facility*, collectively, the *Senior Term Credit Facility*). The proceeds of borrowings under the *Senior Credit Agreement* were used to repay all outstanding obligations under our Fourth Amended and Restated Credit Agreement, dated at February 7, 2005, to pay fees and expenses in connection with the refinancing and the exchange offer completed on March 30, 2007, relating to certain of our senior subordinated notes, and for general corporate purposes. Subject to certain mandatory prepayment events, the term loan facilities under the *Senior Credit Agreement* are subject to repayment according to a scheduled amortization, with the final payment of all amounts outstanding, plus accrued and unpaid interest, due at maturity. Letters of credit issued pursuant to the *L/C Facility* are required to expire, at the latest, upon the day that is five business days prior to maturity of the *Senior Credit Agreement*. In connection with our emergence from voluntary reorganization under Chapter 11 of the Bankruptcy Code and pursuant to the Plan, we entered into certain amendments to the *Senior Credit Agreement* (the *Term Credit Amendments*). Among other things, the *Term Credit Amendments* provide for a minimum Eurodollar interest rate floor of 1.5%, interest spreads over market rates of 6.5% for the *U.S. Dollar Term B Loan* and 7.0% for the *Euro Facility*, increases to the maximum Senior Secured Leverage Ratio and a shortened maturity date of June 30, 2012.

The *Senior Credit Agreement* contains financial covenants with respect to debt, including, but not limited to, a maximum senior secured leverage ratio, which covenants, pursuant to our terms, become more restrictive over time. In addition, the *Senior Credit Agreement* contains customary restrictive covenants, including, but not limited to, restrictions on our ability to incur additional indebtedness, create liens, make investments or specified payments, give guarantees, pay dividends, make capital expenditures and merge or acquire or sell assets. Pursuant to a guarantee and collateral agreement, we and our domestic subsidiaries have guaranteed our respective obligations under the *Senior Credit Agreement* and related loan documents and have pledged substantially all of our respective assets to secure such obligations. The *Senior Credit Agreement* also provides for customary events of default, including payment defaults and cross-defaults on other material indebtedness.

During the Fiscal 2010 Quarter, we made scheduled, and in connection with asset sales, mandatory, prepayments of term loan indebtedness totaling \$5 million under the *Senior Credit Agreement*.

At January 3, 2010, the aggregate amount outstanding under our senior secured term credit facility totaled a U.S. Dollar equivalent of \$1,380 million, consisting of principal amounts of \$970 million under the *U.S. Dollar Term B Loan*, 254 million under the *Euro Facility* (USD \$364 million at January 3, 2010) as well as letters of credit outstanding under the *L/C Facility* totaling \$46 million.

At September 30, 2009, the aggregate amount outstanding under our senior secured term credit facility totaled a U.S. Dollar equivalent of \$1,391 million, consisting of principal amounts of \$973 million under the *U.S. Dollar Term B Loan*, 255 million under the *Euro Facility* (USD \$372 million at September 30, 2009) as well as letters of credit outstanding under the *L/C Facility* totaling \$46 million.

At January 3, 2010, we were in compliance with all covenants under the *Senior Credit Agreement*.

Should we complete the combination of Russell Hobbs, borrowings under the *Senior Term Credit Facility* could become payable as of the closing date of the combination. See Note 15, Subsequent Events, of Notes to Condensed Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q for further details on the combination.

---

**Table of Contents**

*ABL Revolving Credit Facility*

On August 28, 2009, in connection with our emergence from our voluntary reorganization under Chapter 11 of the Bankruptcy Code, we entered into a \$242 million U.S. Dollar asset based revolving loan facility (the *ABL Revolving Credit Facility* and together with the Senior Term Credit Facility, the *Senior Credit Facilities* ) pursuant to a credit agreement (the *ABL Credit Agreement* ) with General Electric Capital Corporation as administrative and co-collateral agent (the *Agent* ) with a participating interest from each of Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund, L.P., D. E. Shaw Laminar Portfolios, L.L.C. and Avenue International Master, L.P., Avenue Investments, L.P., Avenue Special Situations Fund V, L.P., Avenue Special Situations Fund IV, L.P. and Avenue-CDP Global Opportunities Fund, L.P. The ABL Revolving Credit Facility replaced our debtor-in-possession credit facility, which was simultaneously prepaid using cash on hand generated from our operations and available cash from prior borrowings under the ABL Revolving Credit Facility. The ABL Revolving Credit Facility consists of (a) revolving loans (the *Revolving Loans* ), with a portion available for letters of credit and a portion available as swing line loans, in each case subject to the terms and limits described therein, and (b) a supplemental loan (the *Supplemental Loan* ), in the form of an asset based revolving loan, in an amount up to \$45 million.

The Revolving Loans may be drawn, repaid and reborrowed without premium or penalty. The Supplemental Loan shall be repaid after payment in full of the Revolving Loans and all other obligations due and payable under the ABL Revolving Credit Facility. The proceeds of borrowings under the ABL Revolving Credit Facility and Supplemental Loan are to be used for costs, expenses and fees in connection with the ABL Revolving Credit Facility, for our working capital requirements, restructuring costs and other general corporate purposes.

The ABL Revolving Credit Facility carries an interest rate, at our option, of either (a) the base rate plus 3.0% per annum or (b) the reserve-adjusted LIBOR rate (the *Eurodollar Rate* ) plus 4.0% per annum, except that the Supplemental Loan carries an interest rate equal to the Eurodollar Rate plus 14.5% per annum. No amortization will be required with respect to the ABL Revolving Credit Facility. For purposes of the Revolving Loans, the Eurodollar Rate shall at no time be less than 2.5%. For purposes of the Supplemental Loan, the Eurodollar Rate shall at no time be less than 3.00%. The ABL Revolving Credit Facility will mature on March 31, 2012.

As a result of borrowings and payments under the ABL Revolving Credit Facility during the Fiscal 2010 Quarter, we had aggregate borrowing availability of approximately \$74 million, net of lender reserves of \$19 million and outstanding letters of credit of \$5 million under the ABL Revolving Credit Facility.

The ABL Credit Agreement contains various representations and warranties and covenants, including, without limitation, enhanced collateral reporting and a maximum fixed charge coverage ratio. The ABL Credit Agreement also provides for customary events of default, including payment defaults and cross-defaults on other material indebtedness.

At January 3, 2010, the aggregate amount outstanding under the ABL Revolving Credit Facility totaled \$77 million under the Revolving ABL Credit Facility, which includes the Supplemental Loan of \$45 million and \$6 million in outstanding letters of credit.

At September 30, 2009, the aggregate amount outstanding under the ABL Revolving Credit Facility totaled \$84 million under the Revolving ABL Credit Facility, which includes the Supplemental Loan of \$45 million and \$6 million in outstanding letters of credit.

At January 3, 2010, we were in compliance with all covenants under the ABL Credit Agreement.

*12% Notes*

On August 28, 2009, in connection with our emergence from voluntary reorganization under Chapter 11 of the Bankruptcy Code and pursuant to the Plan, we issued \$218 million in aggregate principal amount of 12%

## **Table of Contents**

Notes maturing August 28, 2019. Semiannually, at our option, we may elect to pay interest on the 12% Notes in cash or as payment in kind, or PIK. PIK interest would be added to principal upon the relevant semi-annual interest payment date. Under the Term Credit Amendments, we agreed to make interest payments on the 12% Notes through PIK for the first three semi-annual interest payment periods.

We may redeem all or a part of the 12% Notes, upon not less than 30 or more than 60 days notice, beginning August 28, 2012 at specified redemption prices. Further, the indenture governing the 12% Notes require we make an offer, in cash, to repurchase all or a portion of the applicable outstanding notes for a specified redemption price, including a redemption premium, upon the occurrence of a change of control, as defined in such indenture.

At both January 3, 2010 and September 30, 2009, we had outstanding principal of approximately \$218 million under the 12% Notes.

The indenture governing the 12% Notes (the 2019 Indenture), contains customary covenants that limit, among other things, the incurrence of additional indebtedness, payment of dividends on or redemption or repurchase of equity interests, the making of certain investments, expansion into unrelated businesses, creation of liens on assets, merger or consolidation with another company, transfer or sale of all or substantially all assets, and transactions with affiliates.

In addition, the 2019 Indenture provides for customary events of default, including failure to make required payments, failure to comply with certain agreements or covenants, failure to make payments on or acceleration of certain other indebtedness, and certain events of bankruptcy and insolvency. Events of default under the indenture arising from certain events of bankruptcy or insolvency will automatically cause the acceleration of the amounts due under the 12% Notes. If any other event of default under the 2019 Indenture occurs and is continuing, the trustee for the indenture or the registered holders of at least 25% in the then aggregate outstanding principal amount of the 12% Notes may declare the acceleration of the amounts due under those notes.

At January 3, 2010, we were in compliance with all covenants under the 12% Notes and the 2019 Indenture. However, we are subject to certain limitations as a result of our Fixed Charge Coverage Ratio under the 2019 indentures being below 2:1. Until the test is satisfied, we and certain of our subsidiaries are limited in their ability to make significant acquisitions or incur significant additional senior debt beyond the Senior Credit Facilities. We do not expect the inability to satisfy the Fixed Charge Coverage Ratio test to impair our ability to provide adequate liquidity to meet the short-term and long-term liquidity requirements of our existing business, although no assurance can be given in this regard.

We currently believe that cash on hand, funds from our operations and availability under the ABL Revolving Credit Facility and other foreign credit facilities will provide us with sufficient liquidity to fund our operations, capital expenditures and debt service obligations although no assurance can be given in this regard.

Should we complete the combination of Russell Hobbs, we could be required to make an offer to the holders of the 12% Notes to repurchase the 12% Notes at 101% of face value in accordance with the terms of the 2019 Indenture. See Note 15, Subsequent Events, of Notes to Condensed Financial Statements (Unaudited) included in this Quarterly Report on Form 10-Q for further details on the combination.

### *Interest Payments and Fees*

In addition to principal payments on our Senior Credit Facilities, we have annual interest payment obligations of approximately \$26 million in the aggregate under our 12% Notes. We also incur interest on our borrowings under the Senior Credit Facilities, and such interest would increase borrowings under the ABL Revolving Credit Facility if cash were not otherwise available for such payments. Interest on the 12% Notes is payable semi-annually in arrears and interest under the Senior Credit Facilities is payable on various interest payment dates as provided in the Senior Credit Agreement and the ABL Credit Agreement. Interest is payable in

## **Table of Contents**

cash, except that, under the terms of the Senior Credit Facilities, interest under the 12% Notes is required to be paid for the first three semi-annual interest payments dates by increasing the aggregate principal amount due under the subject notes. Thereafter, we may make the semi-annual interest payments for the 12% Notes either in cash or by further increasing the aggregate principal amount due under the notes subject to certain conditions. Based on amounts currently outstanding under the Senior Credit Facilities, and using market interest rates and foreign exchange rates in effect at January 3, 2010, we estimate annual interest payments of approximately \$121 million in the aggregate under our Senior Credit Facilities would be required assuming no further principal payments were to occur and excluding any payments associated with outstanding interest rate swaps. We are required to pay certain fees in connection with the Senior Credit Facilities and the L/C Facility. Such fees include a quarterly commitment fee of up to 1.00% on the unused portion of the ABL Revolving Credit Facility, certain additional fees with respect to the letter of credit subfacility under the ABL Revolving Credit Facility and a quarterly commitment fee of 4.15% on the L/C Facility.

## **Equity Financing Activities**

During the Fiscal 2010 Quarter, we granted approximately 0.6 million shares of restricted stock. All vesting dates are subject to the recipient's continued employment with us, except as otherwise permitted by our Board of Directors or in certain cases if the employee is terminated without cause. The total market value of the restricted shares on the date of grant was approximately \$15 million which was recorded as unearned restricted stock compensation. Unearned compensation is amortized to expense over the appropriate vesting period.

## **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

## **Contractual Obligations and Commercial Commitments**

There have been no material changes to our contractual obligations and commercial commitments as discussed in our Annual Report on Form 10-K for our fiscal year ended September 30, 2009.

## **Critical Accounting Policies and Critical Accounting Estimates**

Our Condensed Consolidated Financial Statements (Unaudited) have been prepared in accordance with generally accepted accounting principles in the United States of America and fairly present our financial position and results of operations. There have been no material changes to our critical accounting policies or critical accounting estimates as discussed in our Annual Report on Form 10-K for our fiscal year ended September 30, 2009.

## **Recently Issued Accounting Standards**

### ***Employers' Disclosures About Postretirement Benefit Plan Assets***

In December 2008, the FASB issued new accounting guidance on employers' disclosures about assets of a defined benefit pension or other postretirement plan. It requires employers to disclose information about fair value measurements of plan assets. The objectives of the disclosures are to provide an understanding of: (a) how investment allocation decisions are made, including the factors that are pertinent to an understanding of investment policies and strategies, (b) the major categories of plan assets, (c) the inputs and valuation techniques used to measure the fair value of plan assets, (d) the effect of fair value measurements using significant unobservable inputs on changes in plan assets for the period and (e) significant concentrations of risk within plan assets. The disclosures required are effective for our interim and annual financial statements for the period that began after December 15, 2009. The adoption of this guidance is not expected to have a material effect on our financial position, results of operations or cash flows.

## **Table of Contents**

### ***Accounting for Transfers of Financial Assets***

In June 2009, the FASB issued new accounting guidance to improve the information provided in financial statements concerning transfers of financial assets, including the effects of transfers on financial position, financial performance and cash flows, and any continuing involvement of the transferor with the transferred financial assets. The provisions are effective for our financial statements for the fiscal year beginning October 1, 2010. We are in the process of evaluating the impact that the guidance may have on our financial statements and related disclosures.

### ***Variable Interest Entities***

In June 2009, the FASB issued new accounting guidance requiring an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity. It also requires enhanced disclosures that will provide users of financial statements with more transparent information about an enterprise's involvement in a variable interest entity. The provisions are effective for our financial statements for the fiscal year beginning October 1, 2010. We are in the process of evaluating the impact that the guidance may have on our financial statements and related disclosures.

## **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

### **Market Risk Factors**

We have market risk exposure from changes in interest rates, foreign currency exchange rates and commodity prices. We use derivative financial instruments for purposes other than trading to mitigate the risk from such exposures.

A discussion of our accounting policies for derivative financial instruments is included in Note 3 to our Condensed Consolidated Financial Statements (Unaudited) filed with this report, **Significant Accounting Policies - Derivative Financial Instruments**.

### **Interest Rate Risk**

We have bank lines of credit at variable interest rates. The general level of U.S. interest rates, LIBOR and Euro LIBOR affect interest expense. We use interest rate swaps to manage such risk. The net amounts to be paid or received under interest rate swap agreements are accrued as interest rates change, and are recognized over the life of the swap agreements as an adjustment to interest expense from the underlying debt to which the swap is designated. The related amounts payable to, or receivable from, the contract counter-parties are included in accrued liabilities or accounts receivable.

### **Foreign Exchange Risk**

We are subject to risk from sales and loans to and from our subsidiaries as well as sales to, purchases from and bank lines of credit with, third-party customers, suppliers and creditors, respectively, denominated in foreign currencies. Foreign currency sales and purchases are made primarily in Euro, Pounds Sterling, Brazilian Reals and Canadian Dollars. We manage our foreign exchange exposure from anticipated sales, accounts receivable, intercompany loans, firm purchase commitments, accounts payable and credit obligations through the use of naturally occurring offsetting positions (borrowing in local currency), forward foreign exchange contracts, foreign exchange rate swaps and foreign exchange options. The related amounts payable to, or receivable from, the contract counter-parties are included in accounts payable or accounts receivable.

### **Commodity Price Risk**

We are exposed to fluctuations in market prices for purchases of zinc used in the manufacturing process. We use commodity swaps, calls and puts to manage such risk. The maturity of, and the quantities covered by, the contracts are closely correlated to our anticipated purchases of the commodities. The cost of calls, and the



---

## **Table of Contents**

premiums received from the puts, are amortized over the life of the contracts and are recorded in cost of goods sold, along with the effects of the swap, put and call contracts. The related amounts payable to, or receivable from, the counter-parties are included in accounts payable or accounts receivable.

### **Sensitivity Analysis**

The analysis below is hypothetical and should not be considered a projection of future risks. Earnings projections are before tax.

At January 3, 2010, the potential change in fair value of outstanding interest rate derivative instruments, assuming a 1 percentage point unfavorable shift in the underlying interest rates would be a loss of \$17.4 million. The net impact on reported earnings, after also including the reduction in one year's interest expense on the related debt due to the same shift in interest rates, would be a net loss of \$4.1 million.

At January 3, 2010, the potential change in fair value of outstanding foreign exchange derivative instruments, assuming a 10% unfavorable change in the underlying exchange rates would be a loss of \$12.0 million. The net impact on reported earnings, after also including the effect of the change in the underlying foreign currency-denominated exposures, would be a net gain of \$12.9 million.

At January 3, 2010, the potential change in fair value of outstanding commodity price derivative instruments, assuming a 10% unfavorable change in the underlying commodity prices would be a loss of \$1.7 million. The net impact on reported earnings, after also including the reduction in cost of one year's purchases of the related commodities due to the same change in commodity prices, would be a net gain of \$1.3 million.

### **Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures.* Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) pursuant to Rules 13a-15(b) and 15d-15(b) under the Exchange Act as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable SEC rules and forms, and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Control Over Financial Reporting.* There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

*Limitations on the Effectiveness of Controls.* Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that the Company's disclosure controls and procedures or the Company's internal controls over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

---

**Table of Contents**

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

On February 3, 2009, Spectrum Brands, Inc. and its U.S. subsidiaries filed voluntary petitions for relief under Chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court for the Western District of Texas. The Chapter 11 Cases were jointly administered by the court as Case Number 09-50455. On July 15, 2009, the court entered a written order confirming the debtors' plan of reorganization. On August 28, 2009, the debtors emerged from Chapter 11 protection. The debtors' plan of reorganization had been subject to an appeal by the official committee representing the interests of the debtors' pre-petition equity holders whose equity interests were cancelled pursuant to the terms of the plan. On September 23, 2009, the United States District Court for the Western District of Texas dismissed the equity committee's appeal without prejudice.

The Company continues to analyze proofs of claim filed with the bankruptcy court with respect to lease rejection damages and other unsecured claims generally, and the Company may, in its discretion and in accordance with the confirmed plan of reorganization, file objections with the bankruptcy court to certain of such claims. This process will continue until those claims that the Company determines to address in the bankruptcy court are resolved.

In December 2009, San Francisco Technology, Inc. filed an action in the Federal District Court for the Northern District of California against the Company, as well as a number of unaffiliated defendants, claiming that each of the defendants had falsely marked patents on certain of its products in violation of Article 35, Section 292 of the U.S. Code and seeking to have civil fines imposed on each of the defendants for such claimed violations. The Company is reviewing the claims and intends to vigorously defend this matter but, as of the date of this Quarterly Report on Form 10-Q, cannot estimate any possible losses.

The Company is a defendant in various matters of litigation generally arising out of the ordinary course of business.

**Item 1A. Risk Factors**

**Forward-Looking Statements**

We have made or implied certain forward-looking statements in this Quarterly Report on Form 10-Q. All statements, other than statements of historical facts included in this Annual Report, including the statements under Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations 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. When used in this Annual Report, the words anticipate, intend, plan, estimate, believe, expect, project, should, may and similar expressions are also intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

Since these forward-looking statements are based upon current expectations of future events and projections and are subject to a number of risks and uncertainties, many of which are beyond our control and some of which may change rapidly, actual results or outcomes may differ materially from those expressed or implied herein, and you should not place undue reliance on these statements. Important factors that could cause our actual results to differ materially from those expressed or implied herein include, without limitation:

the impact of our substantial indebtedness on our business, financial condition and results of operations;

the impact of restrictions in our debt instruments on our ability to operate our business, finance our capital needs or pursue or expand business strategies;

**Table of Contents**

any failure to comply with financial covenants and other provisions and restrictions of our debt instruments;

the impact of expenses resulting from the implementation of new business strategies, divestitures or current and proposed restructuring activities;

the impact of fluctuations in commodity prices, costs or availability of raw materials or terms and conditions available from suppliers, including suppliers' willingness to advance credit;

interest rate and exchange rate fluctuations;

the loss of, or a significant reduction in, sales to a significant retail customer(s);

competitive promotional activity or spending by competitors or price reductions by competitors;

the introduction of new product features or technological developments by competitors and/or the development of new competitors or competitive brands;

the effects of general economic conditions, including inflation, recession or fears of a recession, depression or fears of a depression, labor costs and stock market volatility or changes in trade, monetary or fiscal policies in the countries where we do business;

changes in consumer spending preferences and demand for our products;

our ability to develop and successfully introduce new products, protect our intellectual property and avoid infringing the intellectual property of third parties;

our ability to successfully implement, achieve and sustain manufacturing and distribution cost efficiencies and improvements, and fully realize anticipated cost savings;

the cost and effect of unanticipated legal, tax or regulatory proceedings or new laws or regulations (including environmental, public health and consumer protection regulations);

public perception regarding the safety of our products, including the potential for environmental liabilities, product liability claims, litigation and other claims;

the impact of pending or threatened litigation;

changes in accounting policies applicable to our business;

## Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

government regulations;

the seasonal nature of sales of certain of our products;

the effects of climate change and unusual weather activity; and

the effects of political or economic conditions, terrorist attacks, acts of war or other unrest in international markets.

Some of the above-mentioned factors are described in further detail in the section entitled *Risk Factors* set forth below. You should assume the information appearing in this Quarterly Report on Form 10-Q is accurate only as of January 3, 2010 or as otherwise specified, as our business, financial condition, results of operations and prospects may have changed since that date. Except as required by applicable law, including the securities laws of the U.S. and the rules and regulations of the SEC, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise to reflect actual results or changes in factors or assumptions affecting such forward-looking statement.

---

**Table of Contents**

**RISK FACTORS**

*Any of the following factors could materially and adversely affect our business, financial condition and results of operations and the risks described below are not the only risks that we may face. Additional risks and uncertainties not currently known to us or that we currently view as immaterial may also materially and adversely affect our business, financial condition or results of operations.*

**Risks Related To Our Emergence From Bankruptcy**

*Our actual financial results may vary significantly from the projections filed with the Bankruptcy Court.*

In connection with the Chapter 11 reorganization, the Debtors were required to prepare projected financial information to demonstrate to the Bankruptcy Court administering the Chapter 11 reorganization the feasibility of the Plan and the ability of the Debtors to continue operations upon emergence from bankruptcy. As part of the disclosure statement approved by the Bankruptcy Court and as otherwise furnished to the SEC, the projections reflected numerous assumptions concerning anticipated future performance and prevailing and anticipated market and economic conditions that were and continue to be beyond our and the other Debtors' control and that may not materialize. Projections are inherently subject to uncertainties and to a wide variety of significant business, economic and competitive risks. Our actual results may vary from those contemplated by the projections and the variations may be material. Neither these projections nor any form of the disclosure statement should be considered or relied upon in connection with the purchase of Spectrum Brands, Inc.'s securities.

*Because our consolidated financial statements are required to reflect fresh-start reporting adjustments to be made upon emergence from bankruptcy, financial information in our financial statements prepared after August 30, 2009 will not be comparable to our financial information from prior periods.*

All conditions required for the adoption of fresh-start reporting were met upon emergence from Chapter 11 of the Bankruptcy Code on the Effective Date. However, in light of the proximity of that date to our accounting period close immediately following the Effective Date, which was August 30, 2009, we elected to adopt a convenience date of August 30, 2009 for recording fresh-start reporting. We adopted fresh-start reporting in accordance with the Accounting Standards Codification (ASC) Topic 852: *Reorganizations*, formerly American Institute of Certified Public Accountants Statement of Position No. 90-7, *Financial Reporting by Entities in Reorganization under the Bankruptcy Code*, pursuant to which our reorganization value, which is intended to reflect the fair value of the entity before considering liabilities and approximate the amount a willing buyer would pay for the assets of the entity immediately after the Reorganization, will be allocated to the fair value of assets in conformity with ASC Topic 805: *Business Combinations*, formerly Statement of Financial Accounting Standards No. 141, *Business Combinations*, using the purchase method of accounting for business combinations. We will state liabilities, other than deferred taxes, at a present value of amounts expected to be paid. The amount remaining after allocation of the reorganization value to the fair value of identified tangible and intangible assets will be reflected as goodwill, which is subject to periodic evaluation for impairment. In addition, under fresh-start reporting the accumulated deficit will be eliminated. Thus, our future Statements of Financial Position and results of operations will not be comparable in many respects to statements of financial position and consolidated statements of operations data for periods prior to the adoption of fresh-start reporting. The lack of comparable historical information may discourage investors from purchasing Spectrum Brands, Inc.'s securities. Additionally, the financial information included in this Quarterly Report on Form 10-Q may not be indicative of future financial information.

**Risks Related To Our Business**

*Our substantial indebtedness could adversely affect our business, financial condition and results of operations and prevent us from fulfilling our obligations under the terms of our indebtedness.*

We have, and we expect to continue to have, a significant amount of indebtedness. As of January 3, 2010, we had total indebtedness under our senior subordinated notes, senior credit facilities and other senior debt of approximately \$1.7 billion.

**Table of Contents**

Our substantial indebtedness could make it more difficult for us to satisfy our obligations with respect to the terms of our indebtedness and has had and could continue to have other material adverse consequences for our business, including:

requiring us to dedicate a large portion of our cash flow to pay principal and interest on our indebtedness, which will reduce the availability of our cash flow to fund working capital, capital expenditures, research and development expenditures and other business activities;

increasing our vulnerability to general adverse economic and industry conditions;

limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

restricting us from making strategic acquisitions, dispositions or exploiting business opportunities;

placing us at a competitive disadvantage compared to our competitors that have less debt; and

limiting our ability to borrow additional funds (even when necessary to maintain adequate liquidity) or dispose of assets.

In addition, a substantial portion of our debt bears interest at variable rates. If market interest rates increase, the interest rate on our variable-rate debt will increase and will create higher debt service requirements, which would adversely affect our cash flow and could adversely impact our results of operations. While we may enter into agreements limiting our exposure to higher debt service requirements, any such agreements may not offer complete protection from this risk.

***The terms of our indebtedness impose restrictions on us that may affect our ability to successfully operate our business.***

Our senior secured term credit agreement and senior asset-based revolving credit agreement and the indenture governing our outstanding 12% Notes contain covenants that, among other things, limit our ability to:

incur additional indebtedness;

borrow money or sell preferred stock;

create liens;

pay dividends on or redeem or repurchase stock;

make certain types of investments;

issue or sell stock in our subsidiaries;

## Edgar Filing: Spectrum Brands, Inc. - Form 10-Q

restrict dividends or other payments from our subsidiaries;

issue guarantees of debt;

transfer or sell assets and utilize proceeds of any such sales;

enter into agreements that restrict our restricted subsidiaries from paying dividends, making loans or otherwise transferring assets to us or to any of our other restricted subsidiaries;

enter into or engage in transactions with affiliates;

merge, consolidate or sell all or substantially all of our assets; or

under the senior credit facility agreements, pay cash interest on our 12% Notes until the date that is 18 months from the effective date of the Plan, or February 28, 2011.

In addition, our senior secured term credit agreement and the senior asset-based revolving credit agreement each require us to meet a number of financial ratios and tests. Noncompliance with these covenants could materially and adversely affect our ability to finance our operations or capital needs and to engage in other

## Table of Contents

business activities that may be in our best interest and may also restrict our ability to expand or pursue our business strategies. We may not be able to comply with all of our covenants and obligations in all our debt instruments.

### *There are risks associated with our pending combination with Russell Hobbs.*

On February 9, 2010, Spectrum Brands, Inc. entered into an agreement, subject to the satisfaction or waiver of certain conditions, to combine with Russell Hobbs, Inc. There is no assurance as to the timing of the combination or that the combination of Russell Hobbs will occur at all. Factors that could cause the combination to be delayed or to fail to close at all include:

the failure of Spectrum Brands stockholders and Russell Hobbs stockholders to approve this transaction;

the risk that required consents will not be obtained;

failure to consummate the expected refinancing; and

litigation in respect of either company or this transaction.

The Company will be subject to contractual restrictions and could be subject to disruptive effects to its business while the combination is pending. Under the terms of the combination agreement, we have agreed to operate our business in the ordinary course consistent with past practice, as well as to refrain from taking certain actions in the conduct of our business without Russell Hobbs' prior written consent until the consummation of the combination. Actions that may require Russell Hobbs' consent include, but are not limited to, new indebtedness, capital expenditures, loans and investments, manufacturing and customer agreements, acquisitions, issuance of securities, and the repurchase of shares of the Company's common stock. These restrictions could adversely affect our business and have an adverse effect on our financial condition or results of operations. Management focus on completion of the combination may disrupt our current operations. Disruption from this transaction may make it difficult to maintain certain strategic relationships. Also, uncertainties as to the effect of the combination on employees, customers or suppliers may have an adverse effect on the Company. These effects may impair the Company's ability to attract, retain and motivate key personnel until the combination is consummated, and could cause customers and others that deal with the Company to seek to change existing business relationships with the Company. Any disruptions to our business resulting from the announcement and pendency of the combination may continue regardless of whether the combination is consummated.

If the combination agreement is terminated or the combination otherwise is not completed, there may be various adverse consequences to our stock price, future business and financial results. For example, the Company's businesses may be adversely impacted by the failure to pursue other beneficial opportunities due to the focus of management on the combination, without realizing any of the anticipated benefits of completing the combination, or the market price of the Company common stock could decline to the extent that the current market price reflects a market assumption that the combination will be completed.

The Company and Russell Hobbs have operated and, until the completion of the combination, will continue to operate, independently. It is possible that the businesses will not be integrated successfully or that the integration process could result in the loss of key employees or disruption of each company's ongoing business or inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with customers and employees or to achieve the anticipated benefits of the combination. The success of the combined company following the combination may depend in large part on the ability to integrate the two businesses, business models and cultures. If we are not able to integrate our operations successfully and in a timely manner, the expected synergies and other benefits of the combination may not be realized.

In addition, following the closing of the transaction, Harbinger Capital Partners is expected to own approximately 63.7% of the combined company and would control the outcome of stockholder votes requiring



---

**Table of Contents**

the vote of at least a majority of the outstanding shares. As a result, Company stockholders may be in a position to exercise less influence over management of the combined company.

***We face risks related to the current economic environment.***

The continued credit crisis and related turmoil in the global financial system has had and may continue to have an impact on our business and our financial condition. Global economic conditions have significantly impacted economic markets within certain sectors, with the financial sector and retail businesses being particularly impacted. Our ability to generate revenue, in particular from sales of home and garden products, pet supplies, electric shaving and grooming and electric personal care products, depends significantly on discretionary consumer spending. It is difficult to predict new general economic conditions that could impact consumer and customer demand for our products or our ability to manage normal commercial relationships with our customers, suppliers and creditors. The recent continuation of a number of negative economic factors, including heightened investor concerns about the credit quality of mortgages, constraints on the supply of credit to households, continuing increases in energy prices, lower equity prices, softening home values, uncertainty and perceived weakness in the labor market and general consumer fears of a shallow recovery or renewed recession could have a negative impact on discretionary consumer spending. If the current situation deteriorates significantly, our business could be negatively impacted, including as a result of reduced demand for our products or supplier or customer disruptions. Any significant decrease in discretionary consumer spending could have a material adverse effect on our revenues, results of operations and financial condition. In addition, our ability to access the capital markets may be severely restricted at a time when we would like, or need, to do so, which could have an impact on our flexibility to react to changing economic and business conditions.

***We participate in very competitive markets and we may not be able to compete successfully.***

The markets in which we participate are very competitive. In the consumer battery market, our primary competitors are Duracell (a brand of Procter & Gamble), Energizer and Panasonic (a brand of Matsushita). In the electric shaving and grooming and electric personal care product markets, our primary competitors are Braun (a brand of Procter & Gamble), Norelco (a brand of Philips), and Vidal Sassoon and Revlon (brands of Helen of Troy). In the pet supplies market, our primary competitors are Mars, Hartz and Central Garden & Pet. In the Home and Garden Business our principal national competitors are the Scotts Company, Central Garden & Pet and S.C. Johnson. In each of our markets, we also face competition from numerous other companies.

We and our competitors compete for consumer acceptance and limited shelf space based upon brand name recognition, perceived quality, price, performance, product packaging and design innovation, as well as creative marketing, promotion and distribution strategies. Our ability to compete in these consumer product markets may be adversely affected by a number of factors, including, but not limited to, the following:

We compete against many well established companies that may have substantially greater financial and other resources, including personnel and research and development, and greater overall market share than we do.

In some key product lines, our competitors may have lower production costs and higher profit margins than we do, which may enable them to compete more aggressively in offering retail discounts, rebates and other promotional incentives.

Product improvements or effective advertising campaigns by competitors may weaken consumer demand for our products.

Consumer purchasing behavior may shift to distribution channels where we do not have a strong presence.

Consumer preferences may change to lower margin products or products other than those we market. If our product offerings are unable to compete successfully, our sales, results of operations and financial condition could be materially and adversely affected.

---

**Table of Contents**

***We depend on key personnel and may not be able to retain those employees or recruit additional qualified personnel.***

We are highly dependent on the continuing efforts of our senior management team and other key personnel. Our businesses, financial condition and results of operations could be materially adversely affected if we lose any of these persons and are unable to attract and retain qualified replacements.

***Conflicts of interest might result in our not acting on opportunities we otherwise may have.***

In accordance with the Plan, certain of the significant holders of our senior subordinated notes became significant stockholders as of the Effective Date. Pursuant to the Plan, these holders designated certain persons who were nominated by Spectrum Brands, Inc.'s then existing directors and effective as of the Effective Date, were appointed, together with Kent J. Hussey, to the board of directors of Spectrum Brands, Inc. In the future, directors may be elected by such holders or their affiliates through exercise of their voting power. Such election of directors to our board of directors could create, or appear to create, conflicts of interest with respect to matters involving both us and such stockholders that could have different implications for such stockholders than they do for us. We cannot assure you that the provisions in our governing documents will adequately address any potential conflicts of interest or that potential conflicts of interest will be resolved in our favor or that we will be able to take advantage of corporate opportunities presented to directors that were designated by such stockholders. As a result, we may be precluded from pursuing certain growth initiatives. Further, the interests of such stockholders and our other stockholders may diverge. In addition, in connection with the Chapter 11 reorganization, Spectrum Brands, Inc. adopted a new certificate of incorporation that waives certain causes of action that may arise with respect to potential conflicts of interest with eligible stockholders, which may include the significant stockholders or their affiliates. Under these circumstances, persons who might otherwise accept our invitation to join our board of directors may decline.

***Adverse weather conditions during our peak selling season for our home and garden control products could have a material adverse effect on our home and garden business.***

Weather conditions in U.S. have a significant impact on the timing and volume of sales of certain of our lawn and garden and household insecticide and repellent products. Periods of dry, hot weather can decrease insecticide sales, while periods of cold and wet weather can slow sales of herbicides. In addition, an abnormally cold spring throughout U.S. could adversely affect insecticide sales and therefore have a material adverse effect on our home and garden business.

***Our products utilize certain key raw materials; any increase in the price of these raw materials could have a material and adverse effect on our business, financial condition and profits.***

The principal raw materials used to produce our products including zinc powder, electrolytic manganese dioxide powder and steel are sourced either on a global or regional basis, and the prices of those raw materials are susceptible to price fluctuations due to supply and demand trends, energy costs, transportation costs, government regulations, duties and tariffs, changes in currency exchange rates, price controls, general economic conditions and other unforeseen circumstances. In particular, during 2007 and 2008 we experienced extraordinary price increases for raw materials, particularly as a result of strong demand from China.

We regularly engage in forward purchase and hedging derivative transactions in an attempt to effectively manage and stabilize some of the raw material costs we expect to incur over the next 12 to 24 months; however, our hedging positions may not be effective or may not anticipate beneficial trends in a particular raw material market or as a result of changes in any of our business may no longer be useful for the Company. In addition, for certain of the principle raw materials we use to produce our products, such as electrolytic manganese dioxide powder, there are no available effective hedging markets. If these efforts are not effective or expose us to above average costs for an extended period of time and we are unable to pass our raw materials costs on to our customers, our future profitability may be materially and adversely affected. Further, with respect to transportation costs, certain modes of

**Table of Contents**

delivery are subject to fuel surcharges which are determined based upon the current cost of diesel fuel in relation to pre-established agreed upon costs. We may be unable to pass these fuel surcharges on to our customers which may have an adverse effect on our profitability and results of operations.

In addition, we have exclusivity arrangements and minimum purchase requirements with certain of our suppliers for the Home and Garden Business, which increase our dependence upon and exposure to those suppliers. Some of those agreements include caps on the price we pay for our supplies and in certain instances, these caps have allowed us to purchase materials at below market prices. When we attempt to renew those contracts the other parties to the contracts may not be willing to include or may limit the effect of those caps and could even attempt to impose above market prices in an effort to make up for any below market prices paid by us prior to the renewal of the agreement. Any failure to timely obtain suitable supplies at competitive prices could materially adversely affect our business, financial condition and results of operations.

We cannot assure you that supplies of these raw materials will continue to be adequate to meet our demand or otherwise available to us on a timely basis, if at all. Any discontinuation or interruption in the availability of these raw materials from one or more of our suppliers may result in increased production costs, delays in the delivery of our products and lost customer sales, which could have an adverse effect on our business, financial condition and results of operations. In addition, we rely on international transport for delivery of a substantial portion of these raw materials, and, therefore, our continued receipt of these raw materials is susceptible to special risks. See the risk factor entitled *Our international operations may expose us to a number of risks related to conducting business in foreign countries* for more information.

***We may not be able to fully utilize our United States net operating loss carryforwards.***

As of January 3, 2010, we have U.S. federal and state net operating loss carryforwards of approximately \$682 and \$732 million, respectively. These net operating loss carryforwards expire through years ending in 2030. As of January 3, 2010, management determined that it continues to be more likely than not that the net U.S. deferred tax asset, excluding certain indefinite lived intangibles, would not be realized in the future and as such recorded a full valuation allowance to offset the net U.S. deferred tax asset, including the Company's net operating loss carryforwards. In addition, the Company has had changes of ownership, as defined under Internal Revenue Code Section 382, that continue to subject a significant amount of the Company's U.S. net operating losses and other tax attributes to certain limitations. We estimate that approximately \$149 million of our federal and \$311 million of our state net operating losses will expire unused due to Internal Revenue Code Section 382 limitation. If we are unable to fully utilize our net operating losses other than those restricted under Internal Revenue Code Section 382, as discussed above, to offset taxable income generated in the future, our results of operations could be materially and negatively impacted.

***Consolidation of retailers and our dependence on a small number of key customers for a significant percentage of our sales may negatively affect our business, financial condition and results of operations.***

As a result of consolidation of national mass merchandisers, a significant percentage of our sales are attributable to a very limited group of retailer customers. Because of the importance of these key customers, demands for price reductions or promotions by such customers, reductions in their purchases, changes in their financial condition or loss of their accounts could have a material adverse effect on our business, financial condition and results of operations. In addition, as a result of the desire of retailers to more closely manage inventory levels, there is a growing trend among them to purchase our products on a just-in-time basis. This requires us to shorten our lead-time for production in certain cases and more closely anticipate their demand, which could in the future require us to carry additional inventories, increase our working capital and related financing requirements or result in excess inventory becoming unusable or obsolete. Furthermore, we primarily sell branded products and a move by one or more of our large customers to sell significant quantities of private label products, which we do not produce on their behalf and which directly compete with our products, could have a material adverse effect on our business, financial condition and results of operations.

---

**Table of Contents**

***If we are unable to improve existing products and develop new, innovative products, or if our competitors introduce new or enhanced products, our sales and market share may suffer.***

Both we and our competitors make significant investments in research and development. If our competitors successfully introduce new or enhanced products that present technological advantages over or otherwise outperform our products, or are perceived by consumers as doing so, we may be unable to compete successfully in market segments affected by these changes. In addition, we may be unable to compete if our competitors develop or apply technology which permits them to manufacture products at a lower relative cost. The fact that many of our principal competitors have substantially greater resources than we do increases this risk. The patent rights or other intellectual property rights of third parties, restrictions on our ability to expand or modify manufacturing capacity or financial and other constraints on our research and development activity may also limit our ability to introduce products that are competitive on a performance basis.

Our future success will depend, in part, upon our ability to improve our existing products and to develop, manufacture and market new, innovative products. If we fail to successfully develop, manufacture and market new or enhanced products or develop product innovations, our ability to maintain or grow our market share may be adversely affected, which in turn could materially adversely affect our business, financial condition and results of operations.

***As a result of our international operations, we face a number of financial risks related to exchange rates and volatile economic and fiscal conditions in foreign markets.***

Sales and certain expenses of our international operations are transacted in foreign currencies. During the Fiscal 2010 Quarter, approximately 51% of our net sales and 46% of our operating expenses were denominated in foreign currencies prior to translation into U.S. dollars. We expect that the amount of our revenues and expenses transacted in foreign currencies will increase as our Latin American, European and Asian operations grow and, as a result, our exposure to risks associated with foreign currencies and the effects of changes in economic and fiscal conditions in the foreign markets we operate in could increase accordingly. Significant changes in the value of the U.S. dollar in relation to foreign currencies could have a material effect on our business, financial condition and results of operations. Changes in currency exchange rates may also affect our sales to, purchases from and loans to our subsidiaries as well as sales to, purchases from and bank lines of credit with our customers, suppliers and creditors that are denominated in foreign currencies. In addition, certain of our operations are conducted or products are sold in countries whose economies have suffered economic instability or hyperinflation or where the ability to repatriate funds has been delayed or impaired in recent years, such as Venezuela and Mexico. Current economic and fiscal policies in those countries, including stimulus measures and currency exchange rates and controls, may not be sustainable and, as a result, our sales or profits related to those countries may decline. The economies of other foreign countries important to our operations, including certain countries in Europe, Latin America and Asia, could also suffer slower economic growth or economic instability or hyperinflation in the future. If we are unable to manage these risks, we may face significant liability, our international sales may decline and our business and financial condition may be adversely affected.

***Our international operations may expose us to a number of risks related to conducting business in foreign countries.***

Our international operations and exports and imports to and from international markets are subject to a number of special risks which could have a material adverse effect on our business, financial condition and results of operations. These risks include, but are not limited to:

changes in the economic conditions or consumer preferences or demand for our products in these markets;

economic and political destabilization, governmental corruption and civil and labor unrest;

restrictive actions by multi-national governing bodies, foreign governments or subdivisions thereof (e.g., duties, quotas and restrictions on transfer of funds);

**Table of Contents**

changes in foreign labor laws and regulations affecting our ability to hire and retain employees;

changes in U.S. and foreign laws regarding trade and investment;

noncompliance by our business partners with, or a failure by our business partners to enforce, rules and regulations targeting fraudulent conduct; and

difficulty in obtaining distribution and support for our products.

There are three particular EU Directives, Restriction of the Use of Hazardous Substances in Electrical and Electronic Equipment, Waste of Electrical and Electronic Equipment and the Directive on Batteries and Accumulators and Waste Batteries that may have a material impact on our business. Restriction of the Use of Hazardous Substances in Electrical and Electronic Equipment requires us to eliminate specified hazardous materials from products we sell in EU member states. Waste of Electrical and Electronic Equipment requires us to collect and treat, dispose of or recycle certain products we manufacture or import into the EU at our own expense. The Directive on Batteries and Accumulators and Waste Batteries bans heavy metals in batteries by establishing maximum quantities of heavy metals in batteries and mandates waste management of these batteries, including collection, recycling and disposal systems, with the costs imposed upon producers and importers such as us. Complying or failing to comply with the EU directives may harm our business. For example:

Although contractually assured with our suppliers, we may be unable to procure appropriate Restriction of the Use of Hazardous Substances in Electrical and Electronic Equipment compliant material in sufficient quantity and quality and/or be able to incorporate it into our product procurement processes without compromising quality and/or harming our cost structure.

We may face excess and obsolete inventory risk related to non-compliant inventory that we may continue to hold in Fiscal 2010 for which there is reduced demand and we may need to write down the carrying value of such inventories.

We may be unable to sell certain existing inventories of our batteries in Europe.

Many of the developing countries in which we operate do not have significant governmental regulation relating to environmental safety, occupational safety, employment practices or other business matters routinely regulated in the U.S. or may not rigorously enforce such regulation. As these countries and their economies develop, it is possible that new regulations or increased enforcement of existing regulations may increase the expense of doing business in these countries. In addition, social legislation in many countries in which we operate may result in significantly higher expenses associated with labor costs, terminating employees or distributors and closing manufacturing facilities. Increases in our costs as a result of increased regulation, legislation or enforcement could materially and adversely affect our business, results of operations and financial condition.

We rely on international transportation systems, including shipping lines, to obtain raw materials as well as products from third-party manufacturers. A substantial portion of our products are sourced from China and delivered by container freight in the United States and elsewhere. Shipping costs, including costs of container shipping, have increased recently, and may continue to increase. Moreover, delays and restrictions on international transport pose a substantial risk to our business. For example, to the extent that there are disruptions or delays in loading container cargo in Asian ports or off-loading cargo at ports of destination as a result of scarcity of shipping capacity due to labor disputes, work-rules related slowdowns, tariff or World Trade Organization-related disputes, piracy, physical damage to port terminal facilities or equipment caused by severe weather or terrorist incidents, congestion in port terminal facilities, or for other reasons, product shipments to our customers could be delayed. In any such case, our customers may cancel or change the terms of their respective purchase orders, resulting in a cancellation or delay of payments to us. We may also incur increased expenses, as we attempt to avoid such disruptions, delays, delayed shipments or cancelled orders, or all of the above. In the event we attempt to engage alternative carriers or explore alternative methods of distribution, we may be unable to make such changes on a timely basis, upon terms favorable to us, or at all. Any such consequences could substantially impact our business, financial condition and results of operations.



---

**Table of Contents**

***Sales of certain of our products are seasonal and may cause our quarterly operating results and working capital requirements to fluctuate.***

Sales of our battery and electric shaving and grooming and personal care products are seasonal. A large percentage of sales for these products generally occur during our first fiscal quarter that ends on or about December 31, due to the impact of the December holiday season. Sales of our lawn and garden and household insect control products that are offered through the Home and Garden Business are also seasonal. A large percentage of our sales of these products occur during the spring and summer, typically our second and third fiscal quarters. As a result of this seasonality, our inventory and working capital needs relating to these products fluctuate significantly during the year. In addition, orders from retailers are often made late in the period preceding the applicable peak season, making forecasting of production schedules and inventory purchases difficult. If we are unable to accurately forecast and prepare for customer orders or our working capital needs, or there is a general downturn in business or economic conditions during these periods, our business, financial condition and results of operations could be materially and adversely affected.

***We may not be able to adequately establish and protect our intellectual property rights.***

To establish and protect our intellectual property rights, we rely upon a combination of national, foreign and multi-national patent, trademark and trade secret laws, together with licenses, confidentiality agreements and other contractual arrangements. The measures we take to protect our intellectual property rights may prove inadequate to prevent third parties from misappropriating our intellectual property. We may need to resort to litigation to enforce or defend our intellectual property rights. If a competitor or collaborator files a patent application claiming technology also invented by us, or a trademark application claiming a trademark, service mark or trade dress also used by us, in order to protect our rights, we may have to participate in an expensive and time consuming interference proceeding before the United States Patent and Trademark Office or a similar foreign agency. In addition, our intellectual property rights may be challenged by third parties. Even if our intellectual property rights are not directly challenged, disputes among third parties could lead to the weakening or invalidation of our intellectual property rights. Furthermore, competitors may independently develop technologies that are substantially equivalent or superior to our technology. Obtaining, protecting and defending intellectual property rights can be time consuming and expensive, and may require us to incur substantial costs, including the diversion of management and technical personnel. Moreover, the laws of certain foreign countries in which we operate or may operate in the future do not protect, and the governments of certain foreign countries do not enforce, intellectual property rights to the same extent as do the laws and government of the U.S., which may negate our competitive or technological advantages in such markets. Also, some of the technology underlying our products is the subject of nonexclusive licenses from third parties. As a result, this technology could be made available to our competitors at any time. If we are unable to establish and then adequately protect our intellectual property rights, then our business, financial condition and results of operations could be materially and adversely affected.

***Claims by third parties that we are infringing on their intellectual property could adversely affect our business.***

From time to time in the past we have been subject to claims that we are infringing upon the intellectual property of others, we currently are the subject of claims that we are infringing upon the intellectual property of others, and it is possible that third parties will assert infringement claims against us in the future. An adverse finding against us in these or similar trademark or other intellectual property litigations may have a material adverse effect on our business, financial condition and results of operations. Any such claims, with or without merit, could be time consuming and expensive, and may require us to incur substantial costs, including the diversion of management and technical personnel, cause product delays or require us to enter into licensing or other agreements in order to secure continued access to necessary or desirable intellectual property. If we are deemed to be infringing a third party's intellectual property and are unable to continue using that intellectual property as we had been, our business and results of operations could be harmed if we are unable to successfully

## **Table of Contents**

develop non-infringing alternative intellectual property on a timely basis or license non-infringing alternatives or substitutes, if any exist, on commercially reasonable terms. In addition, an unfavorable ruling in intellectual property litigation could subject us to significant liability, as well as require us to cease developing, manufacturing or selling the affected products or using the affected processes or trademarks. Any significant restriction on our proprietary or licensed intellectual property that impedes our ability to develop and commercialize our products could have a material adverse effect on our business, financial condition and results of operations.

### ***Our dependence on a few suppliers and one of our U.S. facilities for certain of our products makes us vulnerable to a disruption in the supply of our products.***

Although we have long-standing relationships with many of our suppliers, we do not have long-term contracts with them. An adverse change in any of the following could have a material adverse effect on our business, financial condition and results of operations:

our relationships with our suppliers;

the terms and conditions upon which we purchase products from our suppliers;

the financial condition of our suppliers;

the ability to import outsourced products; or

our suppliers' ability to manufacture and deliver outsourced products on a timely basis.

If our relationship with one of our key suppliers is adversely affected, we may not be able to quickly or effectively replace such supplier and may not be able to retrieve tooling, molds or other specialized production equipment or processes used by such supplier in the manufacture of our products.

In addition, we manufacture the majority of our foil cutting systems for our shaving product lines, using specially designed machines and proprietary cutting technology, at our Portage, Wisconsin facility. Damage to this facility, or prolonged interruption in the operations of this facility for repairs, as a result of labor difficulties, or for other reasons, would have a material adverse effect on our ability to manufacture and sell our foil shaving products which would in turn harm our business, financial condition and results of operations.

### ***Class action and derivative action lawsuits and other investigations, regardless of their merits, could have an adverse effect on our business, financial condition and results of operations.***

Spectrum Brands and certain of its officers and directors have been named in the past, and may be named in the future, as defendants of class action and derivative action lawsuits. In the past, Spectrum Brands has also received requests for information from government authorities. Regardless of their subject matter or merits, class action lawsuits and other government investigations may result in significant cost to us, which may not be covered by insurance, may divert the attention of management or otherwise have an adverse effect on our business, financial condition and results of operations.

### ***We may be exposed to significant product liability claims which our insurance may not cover and which could harm our reputation.***

In the ordinary course of our business, we may be named as defendants in lawsuits involving product liability claims. In any such proceeding, plaintiffs may seek to recover large and sometimes unspecified amounts of damages and the matters may remain unresolved for several years. Any such matters could have a material adverse effect on our business, results of operations and financial condition if we are unable to successfully defend against or settle these matters or if our insurance coverage is insufficient to satisfy any judgments against us or settlements relating to these matters. Although we have product liability insurance coverage and an excess





---

**Table of Contents**

umbrella policy, our insurance policies may not provide coverage for certain, or any, claims against us or may not be sufficient to cover all possible liabilities. Moreover, any adverse publicity arising from claims made against us, even if the claims were not successful, could adversely affect the reputation and sales of our products.

*We may incur material capital and other costs due to environmental liabilities.*

Because of the nature of our operations, our facilities are subject to a broad range of federal, state, local, foreign and multi-national laws and regulations relating to the environment. These include laws and regulations that govern:

discharges to the air, water and land;

the handling and disposal of solid and hazardous substances and wastes; and

remediation of contamination associated with release of hazardous substances at our facilities and at off-site disposal locations. Risk of environmental liability is inherent in our business. As a result, material environmental costs may arise in the future. In particular, we may incur capital and other costs to comply with increasingly stringent environmental laws and enforcement policies, such as the E.U. directives, Restriction of the Use of Hazardous Substances in Electrical and Electronic Equipment, Waste of Electrical and Electronic Equipment and the Directive on Batteries and Accumulators and Waste Batteries, discussed above. Moreover, there are proposed international accords and treaties, as well as federal, state and local laws and regulations, that would attempt to control or limit the causes of climate change, including the effect of greenhouse gas emissions on the environment. In the event the U.S. or foreign governments enact new climate change laws or regulations or make changes to existing laws or regulations, compliance with applicable laws or regulations may result in increased manufacturing costs for our products, such as by requiring investment in new pollution control equipment or changing the ways in which certain of our products are made. We may incur some of these costs directly and others may be passed on to us from our third-party suppliers. Although we believe that we are substantially in compliance with applicable environmental regulations at our facilities, we may not be in compliance with such regulations or any new regulations in the future, which could have a material adverse effect upon our business, financial condition and results of operations.

From time to time, we have been required to address the effect of historic activities on the environmental condition of our properties or former properties. We have not conducted invasive testing at all our facilities to identify all potential environmental liability risks. Given the age of our facilities and the nature of our operations, material liabilities may arise in the future in connection with our current or former facilities. If previously unknown contamination of property underlying or in the vicinity of our manufacturing facilities is discovered, we could be required to incur material unforeseen expenses. If this occurs, it may have a material adverse effect on our business, financial condition and results of operations. We are currently engaged in investigative or remedial projects at a few of our facilities and any liabilities arising from such investigative or remedial projects at such facilities may be material.

We are also subject to proceedings related to our disposal of industrial and hazardous material at off-site disposal locations or similar disposals made by other parties for which we are responsible as a result of our relationship with such other parties. These proceedings are under the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 ( CERCLA ) or similar state laws that hold persons who arranged for the disposal or treatment of such substances strictly liable for costs incurred in responding to the release or threatened release of hazardous substances from such sites, regardless of fault or the lawfulness of the original disposal. Liability under CERCLA is typically joint and several, meaning that a liable party may be responsible for all of the costs incurred in investigating and remediating contamination at a site. As a practical matter, liability at CERCLA sites is shared by all of the viable responsible parties. We occasionally are identified by federal or state governmental agencies as being a potentially responsible party for response actions contemplated at an off-site facility. At the existing sites where we have been notified of our status as a potentially

---

**Table of Contents**

responsible party, it is either premature to determine if our potential liability, if any, will be material or we do not believe that our liability, if any, will be material. We may be named as a potentially responsible party under CERCLA or similar state laws in the future for other sites not currently known to us, and the costs and liabilities associated with these sites may be material.

*Compliance with various public health, consumer protection and other regulations applicable to our products and facilities could increase our cost of doing business and expose us to additional requirements with which we may be unable to comply.*

Certain of our products sold through and facilities operated under each of our business segments are regulated by the U.S. Environmental Protection Agency, the U.S. Food and Drug Administration or other federal consumer protection and product safety agencies and are subject to the regulations such agencies enforce, as well as by similar state, foreign and multinational agencies and regulations. For example, in the U.S., all products containing pesticides must be registered with the U.S. Environmental Protection Agency and, in many cases, similar state and foreign agencies before they can be manufactured or sold. Our inability to obtain or the cancellation of any registration could have an adverse effect on our business, financial condition and results of operations. The severity of the effect would depend on which products were involved, whether another product could be substituted and whether our competitors were similarly affected. We attempt to anticipate regulatory developments and maintain registrations of, and access to, substitute chemicals and other ingredients, but we may not always be able to avoid or minimize these risks.

The Food Quality Protection Act ( FQPA ) established a standard for food-use pesticides, which is that a reasonable certainty of no harm will result from the cumulative effect of pesticide exposures. Under the FQPA, the U.S. Environmental Protection Agency is evaluating the cumulative effects from dietary and non-dietary exposures to pesticides. The pesticides in certain of our products that are sold through the Home and Garden Business continue to be evaluated by the U.S. Environmental Protection Agency as part of this program. It is possible that the U.S. Environmental Protection Agency or a third party active ingredient registrant may decide that a pesticide we use in our products will be limited or made unavailable to us. We cannot predict the outcome or the severity of the effect of the U.S. Environmental Protection Agency's continuing evaluations of active ingredients used in our products.

In addition, the use of certain pesticide and fertilizer products that are sold through our global pet supplies business and through the Home and Garden Business may, among other things, be regulated by various local, state, federal and foreign environmental and public health agencies. These regulations may require that: only certified or professional users apply the product that users post notices on properties where products have been or will be applied or that certain ingredients may not be used. Compliance with such public health regulations could increase our cost of doing business and expose us to additional requirements with which we may be unable to comply.

*We face risks related to our sales of products obtained from third-party suppliers.*

We sell a number of products that are manufactured by third party suppliers over which we have no direct control. While we have implemented processes and procedures to try to ensure that the suppliers we use are complying with all applicable food and health regulations, there can be no assurances that such suppliers in all instances will comply with such processes and procedures or otherwise with applicable food and health regulations. Noncompliance could result in our marketing and distribution of contaminated or defective products which could subject the Company to liabilities and could result in the imposition by governmental authorities of procedures or penalties that could restrict or eliminate our ability to purchase products from non-compliant suppliers. Any or all of these effects could adversely affect the Company's business, financial condition and results of operations.

## **Table of Contents**

### ***Our business could suffer from the effects of the H1N1 virus or other wide-spread viruses.***

The effects of the H1N1 virus, commonly known as Swine Flu, or other wide-spread viruses, could adversely affect our business. An outbreak of such a virus in a given location could severely interfere with and substantially disrupt the manufacture and/or shipment of our products and could have a material adverse effect on our operations. A prolonged recurrence of the virus could also adversely affect the various economies into which we ship our products and cause an immediate and prolonged drop in consumer demand for our products in those economies. Any of these events could adversely affect our financial condition and results of operations. The general impact, if any, of the virus on our operations, our results of operations and financial condition is highly speculative, cannot be accurately predicted or quantified, and would depend on numerous factors, including the rate of contagion, the regions of the world most affected, the effectiveness of treatment for the infected population and the rates of mortality and morbidity.

### ***Public perceptions that some of the products we produce and market are not safe could adversely affect us.***

We manufacture and market a number of complex chemical products bearing our brands relating to the Home and Garden Business, such as herbicides and pesticides. On occasion, customers and some current or former employees have alleged that some products failed to perform up to expectations or have caused damage or injury to individuals or property.

In 2007, certain pet food manufactured in China, which was tainted with a mildly toxic chemical known as melamine and sold in the U.S., was linked to numerous companion animal fatalities and triggered a widespread recall of pet food by many major pet food suppliers. Sales of our pet food and pet treat products may be adversely affected because of general consumer distrust of pet food suppliers who manufacture pet food or pet treats in China or distribute pet food or pet treats manufactured in China or negative public perceptions resulting from enhanced scrutiny by the FDA or other governmental authorities of pet food and pet treats and related animal food products. Public perception that any of our products are not safe, whether justified or not, could impair our reputation, damage our brand names and have a material adverse effect on our business, financial condition and results of operations.

### ***If we are unable to negotiate satisfactory terms to continue existing or enter into additional collective bargaining agreements, we may experience an increased risk of labor disruptions and our results of operations and financial condition may suffer.***

Approximately 20% of our total labor force is employed under collective bargaining agreements. Three of these agreements, which cover approximately 68% of the labor force under collective bargaining agreements, or approximately 14% of our total labor force, are scheduled to expire during Fiscal 2010. While we currently expect to negotiate continuations to the terms of these agreements, there can be no assurances that we will be able to obtain terms that are satisfactory to us or otherwise to reach agreement at all with the applicable parties. In addition, in the course of our business, we may also become subject to additional collective bargaining agreements. These agreements may be on terms that are less favorable than those under our current collective bargaining agreements. Increased exposure to collective bargaining agreements, whether on terms more or less favorable than existing collective bargaining agreements, could adversely affect the operation of our business, including through increased labor expenses. While we intend to comply with all collective bargaining agreements to which the Company is subject, there can be no assurances that we will be able to do so and any noncompliance could subject the Company to disruptions in its operations and materially and adversely affect its results of operations and financial condition.

### ***Significant changes in actual investment return on pension assets, discount rates, and other factors could affect our results of operations, equity, and pension contributions in future periods.***

Our results of operations may be positively or negatively affected by the amount of income or expense we record for our defined benefit pension plans. GAAP requires that we calculate income or expense for the plans using actuarial valuations. These valuations reflect assumptions about financial market and other economic

## **Table of Contents**

conditions, which may change based on changes in key economic indicators. The most significant year-end assumptions we used to estimate pension income or expense are the discount rate and the expected long-term rate of return on plans assets. In addition, we are required to make an annual measurement of plan assets and liabilities, which may result in a significant change to equity. Although pension expense and pension funding contributions are not directly related, key economic factors that affect pension expense would also likely affect the amount of cash we would contribute to pension plans as required under the Employee Retirement Income Security Act.

### **Risks Related to Spectrum Brands, Inc.'s Common Stock**

#### ***Risks of trading in an over the counter market.***

Spectrum Brands, Inc.'s common stock currently trades in the over-the-counter market. Securities traded in the over-the-counter market generally have significantly less liquidity than securities traded on a national securities exchange, through factors such as a reduction in the number of investors that will consider investing in the securities, the number of market makers in the securities, reduction in securities analyst and news media coverage and lower market prices than might otherwise be obtained. As a result, holders of shares of the common stock may find it difficult to resell their shares at prices quoted in the market or at all. Furthermore, because of the limited market and generally low volume of trading in the common stock that could occur, the share price of the common stock could be more likely to be affected by broad market fluctuations, general market conditions, fluctuations in our operating results, changes in the market's perception of our business, and announcements made by us, our competitors or parties with whom we have business relationships. In some cases, we may be subject to additional compliance requirements under applicable state laws in the issuance of securities. The lack of liquidity in the common stock may also make it difficult for us to issue additional securities for financing or other purposes, or to otherwise arrange for any financing we may need in the future. In addition, we may experience other adverse effects, including, without limitation, the loss of confidence in us by current and prospective suppliers, customers, employees and others with whom we have or may seek to initiate business relationships.

***The market price of Spectrum Brands, Inc.'s common stock is likely to be highly volatile and could fluctuate widely in price in response to various factors, many of which are beyond our control.***

Factors that may influence the price of the common stock include, without limitation, the following:

loss of any of our key customers or suppliers;

additions or departures of key personnel;

sales of the common stock;

our ability to execute our business plan;

operating results that fall below expectations;

additional issuances of the common stock;

low volume of sales due to concentrated ownership of the common stock;

intellectual property disputes;

industry developments;

economic and other external factors; and

period-to-period fluctuations in our financial results.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of the common stock. You should also be aware that price volatility might be worse if the trading volume of shares of the common stock is low.

---

**Table of Contents**

***Additional issuances of Spectrum Brands, Inc. s common stock may result in dilution to its existing stockholders.***

As of February 8, 2010, Spectrum Brands, Inc. has issued under its 2009 equity incentive plan 629,213 shares and is authorized to issue up to a total of 3,333,333 shares of its common stock, or options exercisable for shares of common stock. In addition, Spectrum Brands, Inc. s board of directors has the authority to issue additional shares of capital stock to provide additional financing or for other purposes in the future. The issuance of any such shares or exercise of any such options may result in a reduction of the book value or market price of the outstanding shares of common stock. If Spectrum Brands, Inc. does issue any such additional shares or any such options are exercised, such issuance or exercise also will cause a reduction in the proportionate ownership and voting power of all other stockholders. As a result of such dilution, the proportionate ownership interest and voting power of a holder of shares of common stock could be decreased. Further, any such issuance or exercise could result in a change of control. Under Spectrum Brands, Inc. s certificate of incorporation, holders of 5% or more of the outstanding common stock or capital stock into which any shares of common stock may be converted have certain rights to purchase their pro rata share of certain future issuances of securities.

***Spectrum Brands, Inc. has historically not paid dividends on its public common stock, and, therefore, any return on investment may be limited to the value of the common stock.***

Spectrum Brands, Inc. has not declared or paid dividends on its common stock since the stock commenced public trading in 1997, and we do not anticipate paying dividends in the foreseeable future. The payment of dividends on outstanding common stock will depend on earnings, financial condition and other business and economic factors affecting us at such time as Spectrum Brands, Inc. s board of directors may consider relevant, including the ability to do so under Spectrum Brands credit and other debt agreements. If Spectrum Brands, Inc. does not pay dividends, returns on an investment in its common stock will only occur if the stock price appreciates.

***Limited influence of minority holders of Spectrum Brands, Inc. s common stock.***

We would note that if holders of the common stock constituting a majority were to determine to act in concert with respect to any proposal or other item requiring a stockholder vote, other stockholders would then be unable to affect the outcome of such stockholder vote. As of February 8, 2010, we had no knowledge of any such determination to act in concert.

**Item 2. Issuer Purchases of Equity Securities**

None.

**Item 5. Other Information**

**Amendment to Lumley Employment Agreement**

On February 8, 2010, the Company entered into an amendment (the Amendment ) to the employment agreement of David R. Lumley, the Company s co-chief operating officer and president of its Global Batteries and Personal Care segment. The following description of the Amendment is qualified in its entirety by reference to the terms of such agreement, a copy of which is filed as Exhibit 10.4 to this Quarterly Report on Form 10-Q and incorporated herein by reference.

The Amendment provides that, upon the Company s current chief executive officer, Kent J. Hussey, no longer serving as the sole chief executive officer, Mr. Lumley would succeed Mr. Hussey as chief executive officer of the Company and the chief executive officer of the business group of which the Company is a part (collectively, the Company Business Group CEO ). Upon assuming the Company Business Group CEO

**Table of Contents**

position, the Amendment provides for the Company and Mr. Lumley to negotiate a new employment agreement providing for benefits commensurate with such position. The Amendment further provides that, after Mr. Lumley becomes the Company Business Group CEO, the board of directors of the lead entity of the Company's business group at a time determined in its sole discretion shall nominate Mr. Lumley to serve as a member of that board, but not in the position of chairman.

In addition, the Amendment provides Mr. Lumley an additional termination right in the event that he does not become the sole Company Business Group CEO, is removed from such position other than for cause or his authority or responsibilities as the sole Company Business Group CEO are diminished without his consent.

**Item 6. Exhibits**

Please refer to the Exhibit Index.



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 10, 2010

SPECTRUM BRANDS, INC.

By: **/s/ ANTHONY L. GENITO**  
**Anthony L. Genito**  
*Executive Vice President and Chief Financial Officer*  
  
*(Principal Financial Officer)*

78

**Table of Contents**

**EXHIBIT INDEX**

Exhibit 2.1	Purchase Agreement, dated February 21, 2004, by and among Rayovac Corporation, ROV Holding, Inc., VARTA AG, Interelectrica Administração e Participações Ltda., and Tabriza Brasil Empreendimentos Ltda. (filed by incorporation by reference to Exhibit 2.1 to the Current Report on Form 8-K filed with the SEC on June 14, 2004).
Exhibit 2.2	Joint Plan of Reorganization of Spectrum Jungle Labs Corporation, et al., Debtors (filed by incorporation by reference to Exhibit 99.T3E.2 to Spectrum Brands, Inc.'s Form T-3, filed with the SEC on April 28, 2009).
Exhibit 2.3	First Modification to Joint Plan of Reorganization (filed by incorporation by reference to Exhibit 99.2 to the Spectrum Brands, Inc.'s Current Report on Form 8-K, filed with the SEC on July 16, 2009).
Exhibit 2.4	Second Modification to Joint Plan of Reorganization (filed by incorporation by reference to Exhibit 99.3 to the Spectrum Brands, Inc.'s Current Report on Form 8-K, filed with the SEC on July 16, 2009).
Exhibit 3.1	Certificate of Incorporation of Spectrum Brands, Inc., dated August 28, 2009 (filed by incorporation by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC on August 31, 2009).
Exhibit 3.2	Bylaws of Spectrum Brands, Inc. (filed by incorporation by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the SEC on August 31, 2009).
Exhibit 4.1	Indenture dated as of August 28, 2009, among Spectrum Brands, Inc., certain subsidiaries of Spectrum Brands, Inc., as guarantors, and U.S. Bank National Association, as trustee (filed by incorporation by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on August 31, 2009).
Exhibit 4.2	Registration Rights Agreement, dated as of August 28, 2009, by and among Spectrum Brands, Inc. and the investors listed on the signature pages thereto, with respect to Spectrum Brands Inc.'s 12% Senior Subordinated Toggle Notes due 2019 (filed by incorporation by reference to Exhibit 4.2 to the Current Report on Form 8-K filed with the SEC on August 31, 2009).
Exhibit 4.3	Registration Rights Agreement, dated as of August 28, 2009, by and among Spectrum Brands, Inc. and the investors listed on the signature pages thereto, with respect to Spectrum Brands, Inc.'s equity (filed by incorporation by reference to Exhibit 4.3 to the Current Report on Form 8-K filed with the SEC on August 31, 2009).
Exhibit 4.4	Specimen certificate for shares of common stock (filed by incorporation by reference to Exhibit 4.4 to the Current Report on Form 8-K filed with the SEC on August 31, 2009).
Exhibit 10.1	Amended and Restated Employment Agreement, entered into as of October 22, 2009, by and between Spectrum Brands, Inc. and Kent J. Hussey (filed by incorporation by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on October 28, 2009).
Exhibit 10.2	2009 Incentive Plan (filed by incorporation by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on August 31, 2009).
Exhibit 10.3	Form of Spectrum Brands, Inc. Restricted Stock Award Agreement under the 2009 Incentive Plan (filed by incorporation by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on October 28, 2009).
Exhibit 10.4	Third Amendment to Amended and Restated Employment Agreement, entered into as of February 8, 2010, by and between Spectrum Brands, Inc. and David R. Lumley.*
Exhibit 31.1	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*

**Table of Contents**

Exhibit 31.2	Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 the Sarbanes-Oxley Act of 2002.*
Exhibit 32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
Exhibit 32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

\* Filed herewith