

Spectrum Brands, Inc.
Form T-3/A
April 30, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

To

Form T-3

APPLICATION FOR QUALIFICATION OF INDENTURES

UNDER THE TRUST INDENTURE ACT OF 1939

SPECTRUM BRANDS, INC.

(Name of Applicant)

Six Concourse Parkway

Suite 3300

Atlanta, Georgia 30328

(Address of Principal Executive Offices)

SECURITIES TO BE ISSUED UNDER THE

INDENTURES TO BE QUALIFIED

| Title of Class | Amount |
|---|------------------------------------|
| 12% Senior Subordinated Toggle Notes due 2019 | \$218,076,405, plus any additional |

Approximate date of proposed public offering: principal issuable as interest payable on the Notes

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As soon as practicable after Confirmation of a Plan of Reorganization.

Name and address of agent for service:

Copies to be sent to:

Anthony L. Genito

Margaret A. Brown, Esq.

Executive Vice President, Chief Financial Officer

Skadden, Arps, Slate, Meagher & Flom LLP

and Chief Accounting Officer

One Beacon Street

Spectrum Brands, Inc.

31st Floor

Six Concourse Parkway, Suite 3300

Boston, MA 02108

Atlanta, Georgia 30328

(617) 573-4800

(770) 829-6200

The obligor hereby amends this application for qualification on such date or dates as may be necessary to delay its effectiveness until (i) the 20th day after the filing of an amendment which specifically states that it shall supersede this application, or (ii) such date as the United States Securities and Exchange Commission (the Commission), acting pursuant to Section 307(c) of the Trust Indenture Act of 1939, may determine upon the written request of the obligor.

EXPLANATORY NOTE

This Amendment No. 1 to the Application for Qualification of Indentures on Form T-3 (File No. 022-28890) filed by Spectrum Brands, Inc., a Wisconsin corporation (the Company), with the United States Securities and Exchange Commission on April 28, 2009 (the Application), is being filed solely to amend and restate Item 4. Directors and Executive Officers to correct the listing of certain executive officers. All other information in the Application is unchanged and has been omitted.

MANAGEMENT AND CONTROL

4. Directors and Executive Officers.

The following table lists the names and offices held by all directors and executive officers of the Company as of the date of this Application. The mailing address for each of the individuals listed in the following table is:

c/o Spectrum Brands, Inc.
 Six Concourse Parkway
 Suite 3300
 Atlanta, Georgia 30328
 (770) 829-6200

| Name | Office |
|----------------------|---|
| Kent J Hussey | Director and Chief Executive Officer |
| David R Lumley | Co-Chief Operating Officer, President, Global Batteries and Personal Care and Home & Garden |
| Anthony L Genito | Executive Vice President, Chief Financial Officer and Chief Accounting Officer |
| Hartmut B Junghahn | President, Latin America |
| Donnalee E Corredera | Senior Vice President |
| Andrew F Fiorenza | Vice President & Gen Mgr - Remington |
| Randall A Raymond | Vice President - Global Hearing Aid |
| Andreas Rouve | Executive Vice President, Chief Financial Officer and Managing Director Europe |
| Ricky K Spurlock | Vice President Human Resources |
| John D Walker | Senior Vice President Sales & Marketing |
| Thomas C Walzer | Chief Financial Officer, Senior Vice President Global Finance & IS |
| John Beattie | Vice President, Treasury |
| Chad R Colony | Vice President - NA Sales, Mkt & Cust Care |
| Anthony J Cords | Vice President Sales & Mktg Controller |
| Steven Fraundorfer | Vice President, Rem Supply Chain/Sourcing |
| James A Heidenreich | Vice President - NA Sales & Marketing |
| Ramzi M Kanso | Vice President, Internal Audit |

| Name | | Office |
|--------------|------------|---|
| James A | Kimble | Vice President, Business Development |
| Hans-Peter | Kubler | Vice President, CEEMEA & Asia |
| James R | Patullo | Global Vice President, New Prod Dvlp/Mgmt |
| Matthias | Schiller | Vice President, Middle Europe |
| Jeffrey W | Schmoeger | Vice President Manufacturing |
| Joseph | Wickham | Vice President Corporate HR |
| John T | Wilson | Vice President, Secretary & General Counsel |
| John Alfonse | Heil | Co-Chief Operating Officer and President, Global Pet Supplies |
| Robert S | Everett | Vice President, Marketing H&G |
| Randal D | Lewis | Vice President Operations |
| Timothy J | Mead | Vice President, Strategic Accounts |
| Joseph | Gil | Vice President, AQ NA |
| James Mark | Huffmyer | Vice President, HR & Payroll Admin |
| Andrew | Ponte | Vice President, Sales & Marketing |
| Thomas A | Ramey | Vice President, Global Marketing |
| Nicholas | Scafura | Vice President, CA |
| Barry J | Seenberg | Vice President, Finance |
| John D | Bowlin | Lead Director |
| William P | Carmichael | Director |
| John S | Lupo | Director |
| Barbara S | Thomas | Director |
| Thomas R | Shepherd | Director |

Content of Application For Qualification

This application for qualification comprises:

- (a) Pages number 1 to 5, consecutively.
- (b) The statement of eligibility and qualification on Form T-1 of U.S. Bank National Association, as Trustee under the New Indenture to be qualified (included as Exhibit 25.1).
- (c) The following exhibits in addition to those filed as part of the statement of eligibility and qualification of each trustee:

List of Exhibits

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| Exhibit Number | Exhibit Description |
|------------------|---|
| Exhibit 99.T3A | Amended and Restated Articles of Incorporation of Spectrum Brands, Inc.* |
| Exhibit 99.T3B | Amended and Restated By-laws of Spectrum Brands, Inc.* |
| Exhibit 99.T3C | Form of Indenture among Spectrum Brands, Inc., the Guarantors and U.S. Bank National Association, as Trustee* |
| Exhibit 99.T3D | Not Applicable |
| Exhibit 99.T3E.1 | Disclosure Statement with Respect to Joint Plan of Reorganization of Spectrum Jungle Labs Corporation, et al., Debtors* |
| Exhibit 99.T3E.2 | Joint Plan of Reorganization of Spectrum Jungle Labs Corporation, et al., Debtors* |
| Exhibit 99.T3E.3 | Notice of Hearing to Consider Confirmation of, and deadline for objecting to, Debtors Joint Plan of Reorganization* |
| Exhibit 99.T3E.4 | Solicitation Letter by Spectrum Brands, Inc., dated April 28, 2009* |
| Exhibit 99.T3E.5 | Solicitation Letter by Harbinger Capital Partners, dated April 28, 2009* |
| Exhibit 99.T3F | A cross reference sheet showing the location in the Indenture among Spectrum Brands, Inc., the Guarantors and U.S. Bank National Association, as Trustee of the provisions inserted therein pursuant to Section 310 through 318(a), inclusive, of the Trust Indenture Act (included as part of Exhibit 99.T3C)* |
| Exhibit 25.1 | Form T-1 qualifying U.S. Bank National Association, as Trustee under the Indenture among Spectrum Brands, Inc., the Guarantors and U.S. Bank National Association, as Trustee to be qualified* |

* Filed previously with the Form T-3 filed on April 28, 2009

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the applicant, Spectrum Brands, Inc., a corporation organized and existing under the laws of the State of Wisconsin, has duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the City of Atlanta, and State of Georgia, on the 30th day of April, 2009.

(Seal)

SPECTRUM BRANDS, INC.

/s/ Anthony L. Genito

By: Anthony L. Genito
Executive Vice-President,
Chief Financial Officer and
Chief Accounting Officer

Attest:

/s/ Kent J. Hussey

By: Kent J. Hussey
Chief Executive Officer