



The relief described hereinbelow is SO ORDERED.

Signed April 17, 2009.

Ronald B. King
United States Chief Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re:)
) Case No. 09-50455 (RBK)
SPECTRUM JUNGLE LABS)
CORPORATION, et al.,) Chapter 11
)
Debtors.¹) Jointly Administered
)

ORDER UNDER 11 U.S.C. §§ 105, 1125 AND 1126 (I) DETERMINING DATES, FORMS AND PROCEDURES APPLICABLE TO PLAN SOLICITATION AND NOTICING PROCESS; (II) APPROVING VOTE TABULATION PROCEDURES; (III) ESTABLISHING OBJECTION DEADLINE AND SCHEDULING HEARING TO CONSIDER CONFIRMATION OF PLAN; AND (IV) GRANTING RELATED RELIEF

Upon the motion (the "Motion")² of the Debtors for an order, under Bankruptcy

Code sections 105, 1125 and 1126, Bankruptcy Rules 2002, 3017, 3018 and 9007, and Local

¹ In addition to Spectrum Jungle Labs Corporation, the following entities are debtors in these related cases: Spectrum Brands, Inc., ROVCAL, Inc., ROV Holding, Inc., Tetra Holding (US), Inc., United Industries Corporation, Schultz Company, Spectrum Neptune US Holdco Corporation, United Pet Group, Inc., DB Online, LLC, Aquaria, Inc., Perfecto Manufacturing, Inc., Aquarium Systems, Inc. and Southern California Foam, Inc.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion or the Plan.

Rules 3017 and 3018 (a) determining dates, forms and procedures applicable to the plan solicitation and noticing process; (b) approving vote tabulation procedures; (c) establishing the deadline for filing objections to the plan and scheduling the hearing to consider confirmation of the plan; and (d) granting other related relief; and the Debtors having filed a set of amended solicitation and notice forms reflecting changes from the forms originally filed with the Motion (the "Amended Forms"); and the Court having ruled that holders of Term Facility Claims shall be permitted to cast provisional ballots pending a decision as to the unimpaired or impaired status of such claims; and the Debtors having filed a supplemental set of certain amended solicitation and notice forms reflecting the provisional voting ruling (the "Supplemental Amended Forms"); and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.

The Voting Agents

2. Financial Balloting Group LLC is authorized to act as the Voting Agent with respect to the Noteholders (the "Class 7 Voting Agent") and shall deliver the Voting Packages to the Noteholders, receive and tabulate ballots cast on the Plan by the Noteholders, and certify to the Court the results of balloting by the Noteholders.

3. Logan & Company, Inc., in addition to its other duties as authorized in the Noticing Agent Retention Order, is authorized to act as the Voting Agent with respect to holders

of Term Facility Claims (the “Class 2 Voting Agent” and, together with the Class 7 Voting Agent, the “Voting Agents”). In this capacity, the Class 2 Voting Agent shall deliver Voting Packages to holders of Term Facility Claims, receive and tabulate ballots cast on the Plan by such holders, and certify to the Court the results of balloting by such holders.

The Record Dates

4. Except with respect to holders of Term Facility Claims, April 9, 2009 is set as the Voting/Notice Record Date for determining the holders of claims and interests entitled to receive Voting Packages or Nonvoting Notices. The Debtors shall instruct those responsible for compiling ownership lists to prepare such lists as of the Voting/Notice Record Date.

5. With respect to holders of Term Facility Claims, April 14, 2009 is set as the date for determining the holders of Term Facility Claims entitled to receive Voting Packages (the “Class 2 Voting Record Date”).

The Solicitation Process for Voting Claimants

6. Noteholder Ballots. The forms of ballots included as Exhibits A-1 and A-2 in the Amended Forms (the “Noteholder Ballots”) are approved and the Debtors are authorized to use the Noteholder Ballots to solicit votes from the holders of Noteholder Claims in Class 7, subject to the right of the Debtors to make additional correcting, conforming and formatting changes to such Noteholder Ballots.

7. Term Lender Ballot. The form of ballot included as Exhibit A in the Supplemental Amended Forms (the “Term Lender Ballot” and, together with the Noteholder Ballots, the “Ballots”) is approved and the Debtors are authorized to use the Term Lender Ballot to solicit provisional votes from the holders of Term Facility Claims in Class 2, consistent with

the Disclosure Statement, and subject to the right of the Debtors to make additional correcting, conforming and formatting changes to the Term Lender Ballot.

8. Solicitation Letters. The solicitation materials shall include (a) the solicitation letter proposed by the Debtors, and (b) the solicitation letter proposed by Harbinger.

9. The Voting Package. The Voting Package is approved for the solicitation of votes on the Plan and shall contain a copy or conformed printed version of the following:

- (a) the Approved Solicitation Letters in the order detailed above,
- (b) the Confirmation Hearing Notice,
- (c) the Disclosure Statement, including as attachments copies of the Plan and this Solicitation Procedures Order, and
- (d) Beneficial Owner Ballots or Term Lender Ballots, as applicable.

10. The Solicitation Commencement Date. The Solicitation Commencement Date is set for no later than April 28, 2009. On the Solicitation Commencement Date, the Debtors shall commence the solicitation and noticing process by placing the solicitation materials and notices approved in this Order in the mail, first class postage prepaid, or as otherwise delivered as provided herein; provided, however, that such date may be extended as necessary with respect to beneficial holders of the Debtors' public debt and equity securities if such process has timely commenced with respect to record holders of such securities.

11. Special Procedures for Mailing the Voting Package to Noteholders. On or before a date that is three days after the date of entry hereof, the Indenture Trustee, and any successors thereto, are hereby ordered to provide the Class 7 Voting Agent with an electronic file containing the names, addresses, and holdings of the respective Record Holders, if any, as of the

Voting/Notice Record Date or, if such party is unable to provide an electronic file, in the alternative, two sets of adhesive labels and a list containing the same information.

12. On the Solicitation Commencement Date, the Debtors, through the Class 7 Voting Agent, shall cause the Voting Packages to be mailed by first class mail to the Record Holders, and cause a sufficient quantity of Voting Packages to be delivered to the Nominees via overnight courier or hand delivery. The Nominees are ordered to distribute the Voting Packages to their respective Noteholders within five business days after receipt of the Voting Packages.

13. The Master Ballot shall be distributed to the Nominees after the initial distribution of the Voting Packages in accordance with customary bankruptcy procedures used to solicit votes from holders of public securities.

14. Procedures for Delivering the Voting Packages to Holders of Term Facility Claims. On or before a date that is three days after the date of entry hereof, the Agent under the Term Facility Loan Documents (the "Agent"), and any successors thereto, are hereby ordered to provide the Class 2 Voting Agent with an electronic file containing the names, addresses, and aggregate holdings of the respective holders of Term Facility Claims as of the Class 2 Voting Record Date.

15. On the Solicitation Commencement Date, the Debtors, through the Class 2 Voting Agent, shall cause the Voting Packages to be delivered to holders of Term Facility Claims via first class mail or overnight courier, which delivery method shall be at the Debtors' sole discretion. Additionally, the Class 2 Voting Agent may, in the Debtors' discretion, work with the Agent to supplement such delivery by providing the Voting Package to the Agent for posting on Intralinks.com in a manner that the Agent advises will insure access to such Voting Packages by the holders of such Term Facility Claims.

The Notice Process With Respect to Nonvoting Parties

16. Notice of Nonvoting Status. Except with respect to the holders of Term Facility Claims, neither the Plan nor the Disclosure Statement shall be mailed to the Unimpaired Holders, unless requested by such Unimpaired Holders. The Notice of Nonvoting Status included as Exhibit B in the Supplemental Amended Forms is approved, subject to the right of the Debtors to make additional correcting, conforming and formatting changes, and is deemed to satisfy the requirements of Bankruptcy Rule 3017(d).

17. The Debtors shall cause the Notice of Nonvoting Status to be mailed, first class postage prepaid, to the Unimpaired Holders, except holders of Term Facility Claims, in lieu of a Voting Package, no later than the Solicitation Commencement Date.

18. Notice of Deemed Rejecting Status. Neither the Plan nor the Disclosure Statement shall be mailed to the Deemed Rejecting Holders, unless requested by such Deemed Rejecting Holders. The Notice of Deemed Rejecting Status included as Exhibit C in the Amended Forms is approved, subject to the right of the Debtors to make additional correcting, conforming and formatting changes, and the requirements of Bankruptcy Rule 3017(d) as they may apply to Deemed Rejecting Holders are hereby waived.

19. The Debtors shall cause the Notice of Deemed Rejecting Status to be mailed, first class postage prepaid, to the Deemed Rejecting Holders in lieu of a Voting Package, no later than the Solicitation Commencement Date.

20. Procedures for Mailing the Notice of Deemed Rejecting Status to Interest Holders. On or before a date that is three days after the date of entry hereof, the transfer agents for the Spectrum Interests are hereby ordered to provide the Noticing Agent with an electronic file containing the names, addresses, and holdings of the respective Interest Record Holders as of

the Voting/Notice Record Date or, if unable to provide an electronic file, two sets of adhesive labels and a list containing the same information.

21. On the Solicitation Commencement Date, the Debtors, through the Noticing Agent, shall cause the Notice of Deemed Rejecting Status to be mailed by first class mail to the Interest Record Holders and cause a sufficient quantity of Notices of Deemed Rejecting Status to be delivered to the Interest Holder Nominees via overnight courier or hand delivery. The Interest Holder Nominees are ordered to distribute the Notice of Deemed Rejecting Status to the respective Interest Record Holders within five business days after receipt of such notice from the Noticing Agent.

22. Contract and Lease Parties Notice. The Contract and Lease Parties Notice included as Exhibit D in the Amended Forms is approved, subject to the right of the Debtors to make additional correcting, conforming and formatting changes, and is deemed to provide sufficient notice of the Plan to parties to the Debtors' Contracts and Leases.

23. The Debtors shall cause the Contract and Lease Parties Notice to be mailed, first class postage prepaid, to all such parties, no later than the Solicitation Commencement Date.

24. Nonvoting Information Package. The Nonvoting Information Package is approved and deemed to provide adequate notice under Bankruptcy Rule 3017(d) to parties on the Limited Service List including, but not limited to, the Internal Revenue Service, the Securities and Exchange Commission, and parties who have requested notice under Bankruptcy Rule 2002.

25. The Debtors shall cause the Nonvoting Information Package to be mailed to all such parties to the extent those parties are not already receiving a Voting Package or other

Nonvoting Notice. The Nonvoting Information Package shall include the Voting Package and a copy of all forms of ballots and notices approved in this Order.

26. When No Notice or Service is Required. No notice or service of any kind is required to be made upon (a) any holders of claims that have already been paid in full during these cases or that are authorized to be paid in full in the ordinary course of business pursuant to orders previously entered by the Court or (b) any person to whom the Debtors mailed a pleading in these chapter 11 cases and received such pleading returned by the United States Postal Service marked “undeliverable as addressed,” “moved – left no forwarding address,” “forwarding order expired” or similar marking unless the applicable Voting Agent or the Noticing Agent has been informed in writing by such person of that person’s current address.

27. Each Debtor is deemed to have received all notices required under this Solicitation Procedures Order in connection with any Intercompany Claims or Subsidiary Interests.

Voting Deadline

28. The Voting Deadline is set for May 29, 2009, at 4:00 p.m. (Central Time) on such date. The Debtors may extend the Voting Deadline, as to one or more voters or all voters, as facts and circumstances may require by oral or written notice to the applicable Voting Agent.

Voting Procedures for Noteholders

29. The following voting procedures with respect to soliciting votes from the Noteholders are approved, and each Nominee is hereby ordered to solicit votes from their respective Noteholders via one of the following procedures:

- (a) (i) forwarding the Voting Package to the Noteholders for voting with a Beneficial Owner Ballot and either

a return envelope provided by and addressed to the Nominee or other return instruction; (ii) after receiving the Beneficial Owner Ballots back from the Noteholders, summarizing the individual votes of their Noteholders from the Beneficial Owner Ballots on a Master Ballot; and (iii) returning the Master Ballot to the Class 7 Voting Agent; or

- (b) (i) pre-validating a Beneficial Owner Ballot (a “Pre-validated Ballot”) by signing and indicating on the Pre-validated Ballot the Nominee for the Notes, the principal amount held by such Noteholder, and the appropriate account numbers through which the Noteholder’s holdings are derived; (ii) forwarding the Voting Package, including the Pre-validated Ballot for voting and, if provided, a return envelope addressed to the Class 7 Voting Agent, to the Noteholder; and (iii) instructing the Noteholders to return the Pre-validated Ballot directly to the Class 7 Voting Agent.

30. The Debtors are authorized to reimburse the Nominees for the Nominees’ reasonable and customary out-of-pocket expenses incurred in performing the tasks related to soliciting votes from the Noteholders upon a Nominee’s written request.

Voting Tabulation

31. Voting Amount of a Noteholder’s Claim. The amount of a Noteholder’s claim used to calculate acceptance or rejection of the Plan shall be either (a) the principal amount of such claim reflected in the books and records of the Indenture Trustee, the Depository Trust Company, or the Nominees; or (b) an amount otherwise allowed by a final order of this Court. Nothing in this Paragraph 31 limits the Debtors’ rights to object to the amount of a Noteholder’s claim on any basis permitted by law.

32. Voting Amount of a Term Facility Claim. The claim amount of a holder of a Term Facility Claim used to calculate acceptance or rejection of the Plan shall be either (a) the principal amount of such claim reflected in the books and records of the Agent; or (b) an amount otherwise allowed by a final order of this Court. Nothing in this Paragraph 32 limits the

Debtors' rights to object to the amount of such a claim on any basis permitted by law. Further, the Term Lender Ballots will only be counted if the Bankruptcy Court determines at the Confirmation Hearing that holders of Class 2 Term Facility Claims are Impaired.

33. Any Ballot that (a) is timely received; (b) contains sufficient information to permit the identification of the claimant entitled to vote; and (c) is cast as an acceptance or rejection of the Plan shall be counted and shall be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan. Any Ballot that is signed and timely received but is not cast as either an acceptance or a rejection shall be deemed to be cast as an acceptance and shall be counted.

34. The following Ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (a) any Ballot received after the Voting Deadline (or any extended deadline), even if postmarked before the Voting Deadline (or any extended deadline);
- (b) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- (c) any Ballot that indicates both acceptance and rejection of the Plan;
- (d) any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan;
- (e) any unsigned Ballot or Ballot without an original signature;
- (f) any form of Ballot other than the official form sent by the applicable Voting Agent or a copy thereof; or
- (g) any facsimile Ballot.

35. Whenever two or more Ballots are cast voting the same claim prior to the Voting Deadline, the Ballot dated latest but received prior to the Voting Deadline is deemed to supersede any prior Ballots. Nothing herein shall affect the Debtors' right to object to the

validity of the second Ballot on any basis permitted by law, including under Bankruptcy Rule 3018(a), and if such objection is sustained, the first Ballot may then be counted, if otherwise in compliance with the provisions of this Solicitation Procedures Order.

36. No vote shall be split and each holder who votes must vote all of its claim on a particular Ballot either to accept or reject the Plan. A Master Ballot, however, may indicate acceptances or rejections consistent with the directions on each Beneficial Owner Ballot that is represented on the Master Ballot.

37. The following procedures are approved for tabulating votes cast with respect to the Noteholders:

- (a) Banks, brokerage firms or agents electing to use the Master Ballot voting process shall retain for inspection by the Court the Ballots cast by beneficial owners for one year following the Voting Deadline. Nominees using Pre-validated Ballots must keep a list for one year following the Voting Deadline.
- (b) Votes cast by Noteholders and transmitted through a Nominee by means of a Master Ballot or a Pre-validated Ballot shall be applied against the positions held by such Nominee with respect to the Notes.
- (c) Votes submitted by a Nominee on a Master Ballot or a Pre-validated Ballot shall not be counted in excess of the position in the Notes maintained by the respective Nominee on the Voting/Notice Record Date.
- (d) To the extent that conflicting votes or overvotes are submitted on a Master Ballot or Pre-validated Ballots, the Class 7 Voting Agent shall attempt to resolve the conflict or overvote prior to the Voting Deadline.
- (e) To the extent that overvotes on a Master Ballot or Pre-validated Ballots are not reconcilable prior to the Voting Deadline, the Class 7 Voting Agent shall count votes in respect of such Master Ballot or Pre-validated Ballots in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or Pre-validated Ballots that contained the overvote, but only to the extent of the applicable bank's or brokerage firm's position in the Notes on the Voting/Notice Record Date.

- (f) Nominees are authorized to complete multiple Master Ballots, and the votes reflected by such multiple Master Ballots shall be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots submitted are inconsistent in whole or in part, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot, subject to the Debtors' right to object to the validity of the second Master Ballot on any basis permitted by law, including under Bankruptcy Rule 3018(a), and, if such objection is sustained, the first Master Ballot will then be counted.
- (g) Each beneficial owner of a Note is deemed to have voted the full principal amount of its claim relating to such Note, notwithstanding anything to the contrary on any Ballot, although the Class 7 Voting Agent may be asked to adjust the principal amount voted to account for any interest or accretion factor.

Confirmation Hearing and Notice

38. The Confirmation Hearing is set to commence on June 15, 2009 at 10:00 a.m. (Central Time), continuing as necessary on June 16, 2009 at 9:30 a.m. (Central Time), June 22, 2009 at 10:00 a.m. (Central Time), June 23, 2009 at 9:30 a.m. (Central Time), and June 24, 2009 at 9:30 a.m. (Central Time). The Plan Objection Deadline is set for 4:00 p.m. (Central Time) on for May 29, 2009.

39. The Confirmation Hearing Notice in the form included as Exhibit E in the Amended Forms is approved, subject to the right of the Debtors to make additional correcting, conforming and formatting changes. The Confirmation Hearing Notice shall be included in the Voting Packages, shall be served on each person on the Limited Service List, and shall be posted at <http://www.loganandco.com>.

40. The Confirmation Publication Notice in the form included as Exhibit F in the Amended Forms is approved, subject to the right of the Debtors to make additional correcting, conforming and formatting changes. The Debtors are authorized to publish the Confirmation Publication Notice, no later than ten (10) days after the Solicitation Commencement Date, in The

New York Times (National Edition), The Wall Street Journal (National Edition), and any local publications in which the Debtors, in their sole discretion, determine such publication is necessary and warranted.

41. The Debtors shall post on the Noticing Agent's website the Disclosure Statement, the Plan, the Motion, the Solicitation Procedures Order, the Confirmation Hearing Notice, and the Nonvoting Notices.

Notice and Jurisdiction

42. All notices and documents described in this Order, as well as the time and manner in which such notices and documents are served or distributed in accordance with this Order, constitute due, adequate, and sufficient notice. No further notice of the plan solicitation, notice or confirmation process is required.

43. Any Noteholder with questions regarding the solicitation process or who requires additional copies of the Voting Package shall contact the Class 7 Voting Agent at 757 Third Ave., 3rd Floor, New York, NY 10017, telephone (646) 282-1800.

44. Any holder of a Term Facility Claim with questions regarding the solicitation process or who requires additional copies of the Voting Package shall contact the Class 2 Voting Agent at 546 Valley Road, Upper Montclair, New Jersey 07043, telephone: (973) 509-3190.

45. Any party in interest wishing to obtain a copy of the Disclosure Statement, the Plan or this Solicitation Procedures Order may request such copies by (a) contacting the Noticing Agent at 546 Valley Road, Upper Montclair, New Jersey, 07043, telephone (973) 509-3190; (b) downloading copies from the Bankruptcy Court's website at

<http://www.deb.uscourts.gov>; or (c) downloading copies from the Noticing Agent's website at <http://www.loganandco.com>.

46. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Solicitation Procedures Order including, without limitation, disputes related to any Nominee's request for reimbursement of expenses.

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