

PART IV

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Item 15. Exhibits, Financial Statement Schedules.

(a) Financial Statements and Financial Statement Schedules.

The Reports, Financial Statements and Financial Statement Schedule listed below are included in this Form 10-K:

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• Management's Annual Report on Internal Control Over Financial Reporting	71
• Report of Independent Registered Public Accounting Firm	72
• Consolidated Statements of Operations for each of the years in the three-year period ended December 31, 2009	74
• Consolidated Balance Sheets at December 31, 2009 and 2008	75
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• Schedule II—Valuation and Qualifying Accounts and Reserves	120

We have omitted other information schedules because the information is inapplicable, not required, or in the financial statements or notes.

(b) Exhibits—See Exhibit Index beginning on page 123.

We did not file other long-term debt instruments because the total amount of securities authorized under any of these instruments does not exceed ten percent of the total assets of the Company and its subsidiaries on a consolidated basis. The Company agrees to furnish a copy of such instruments to the SEC upon request.

Management's Annual Report on Internal Control Over Financial Reporting

Management of Leggett & Platt, Incorporated is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Exchange Act Rule 13a-15(f). Leggett & Platt's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. The Company's internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of Leggett & Platt;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of Leggett & Platt are being made only in accordance with authorizations of management and directors of Leggett & Platt; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of Leggett & Platt assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management (including ourselves), we conducted an evaluation of the effectiveness of Leggett & Platt's internal control over financial reporting, as of December 31, 2009, based on the criteria in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the evaluation under this framework, we concluded that Leggett & Platt's internal control over financial reporting was effective as of December 31, 2009.

Leggett & Platt's internal control over financial reporting, as of December 31, 2009, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report appearing on page 72 of this Form 10-K.

/s/ DAVID S. HAFFNER

David S. Haffner
President and Chief Executive Officer

February 23, 2010

/s/ MATTHEW C. FLANIGAN

Matthew C. Flanigan
Senior Vice President and
Chief Financial Officer

February 23, 2010

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of
Leggett & Platt, Incorporated:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a) present fairly, in all material respects, the financial position of Leggett & Platt, Incorporated and its subsidiaries at December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are

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being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/S/ PRICEWATERHOUSECOOPERS LLP

St. Louis, MO
February 24, 2010

LEGGETT & PLATT, INCORPORATED

Consolidated Statements of Operations

(Amounts in millions, except per share data)	Year ended December 31		
	2009	2008	2007
Net sales	\$3,055.1	\$4,076.1	\$4,250.0
Cost of goods sold	2,425.4	3,384.9	3,454.2
Gross profit	629.7	691.2	795.8
Selling and administrative expenses	363.0	423.2	429.7
Amortization of intangibles	20.7	24.5	23.3
Impairment of goodwill	—	—	142.6
Other expense, net	15.7	11.2	3.8
Earnings from continuing operations before interest and income taxes	230.3	232.3	196.4
Interest expense	37.4	48.4	58.6
Interest income	5.5	8.7	9.5
Earnings from continuing operations before income taxes	198.4	192.6	147.3
Income taxes	77.3	65.1	82.4
Earnings from continuing operations	121.1	127.5	64.9
Loss from discontinued operations, net of tax	(6.1)	(18.5)	(70.6)
Net earnings (loss)	115.0	109.0	(5.7)
(Earnings) attributable to noncontrolling interest, net of tax	(3.2)	(4.6)	(5.5)
Net earnings (loss) attributable to Leggett & Platt, Inc. common shareholders	<u>\$ 111.8</u>	<u>\$ 104.4</u>	<u>\$ (11.2)</u>
Earnings per share from continuing operations attributable to Leggett & Platt, Inc. common shareholders			
Basic	<u>\$ 0.74</u>	<u>\$ 0.73</u>	<u>\$ 0.33</u>
Diluted	<u>\$ 0.74</u>	<u>\$ 0.73</u>	<u>\$ 0.33</u>
Loss per share from discontinued operations attributable to Leggett & Platt, Inc. common shareholders			
Basic	<u>\$ (0.04)</u>	<u>\$ (0.11)</u>	<u>\$ (0.39)</u>
Diluted	<u>\$ (0.04)</u>	<u>\$ (0.11)</u>	<u>\$ (0.39)</u>
Net earnings (loss) per share attributable to Leggett & Platt, Inc. common shareholders			
Basic	<u>\$ 0.70</u>	<u>\$ 0.62</u>	<u>\$ (0.06)</u>
Diluted	<u>\$ 0.70</u>	<u>\$ 0.62</u>	<u>\$ (0.06)</u>

The accompanying notes are an integral part of these financial statements.

LEGGETT & PLATT, INCORPORATED

Consolidated Balance Sheets

(Amounts in millions, except per share data)	December 31	
	2009	2008
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 260.5	\$ 164.7
Accounts and other receivables, net	469.5	550.5
Inventories		
Finished goods	221.9	309.4
Work in process	44.7	46.8
Raw materials and supplies	201.2	266.1
LIFO reserve	(58.7)	(127.3)
Total inventories, net	409.1	495.0
Other current assets	58.1	65.6
Current assets held for sale	16.4	31.0
Total current assets	1,213.6	1,306.8
Property, Plant and Equipment—at cost		
Machinery and equipment	1,127.7	1,103.4
Buildings and other	612.8	592.7
Land	49.6	44.7
Total property, plant and equipment	1,790.1	1,740.8
Less accumulated depreciation	1,121.5	1,059.4
Net property, plant and equipment	668.6	681.4
Other Assets		
Goodwill	928.2	875.6
Other intangibles, less accumulated amortization of \$98.2 and \$76.9 at December 31, 2009 and 2008, respectively	171.1	197.4
Sundry	52.5	70.5
Non-current assets held for sale	27.2	30.2
Total other assets	1,179.0	1,173.7
TOTAL ASSETS	\$ 3,061.2	\$3,161.9
LIABILITIES AND EQUITY		
Current Liabilities		
Current maturities of long-term debt	\$ 10.1	\$ 22.4
Accounts payable	199.4	175.3
Accrued expenses	229.7	234.9
Other current liabilities	92.7	84.2
Current liabilities held for sale	3.2	7.4
Total current liabilities	535.1	524.2
Long-term Liabilities		
Long-term debt	789.3	851.2
Other long-term liabilities	112.3	98.4
Deferred income taxes	49.0	17.2
Total long-term liabilities	950.6	966.8
Commitments and Contingencies		
Equity		
Capital stock		
Preferred stock—authorized, 100.0 shares; none issued; Common stock—authorized, 600.0 shares of \$.01 par value; 198.8 shares issued	2.0	2.0
Additional contributed capital	467.7	496.1
Retained earnings	2,013.3	2,062.1
Accumulated other comprehensive income	104.8	11.4
Less treasury stock—at cost (50.0 and 43.0 shares at December 31, 2009 and 2008, respectively)	(1,033.8)	(918.6)
Total Leggett & Platt, Inc. equity	1,554.0	1,653.0
Noncontrolling interest	21.5	17.9
Total equity	1,575.5	1,670.9
TOTAL LIABILITIES AND EQUITY	\$ 3,061.2	\$3,161.9

The accompanying notes are an integral part of these financial statements.

LEGGETT & PLATT, INCORPORATED

Consolidated Statements of Cash Flows

(Amounts in millions)	Year ended December 31		
	2009	2008	2007
Operating Activities			
Net earnings (loss)	\$ 115.0	\$ 109.0	\$ (5.7)
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:			
Depreciation	109.6	115.9	156.9
Amortization	20.7	24.5	26.5
Impairment charges:			
Goodwill	3.0	25.6	243.0
Other long-lived assets	2.8	19.2	44.1
Provision for losses on accounts and notes receivable	29.5	23.4	8.5
Writedown of inventories	16.2	27.1	22.5
Net (gain) loss from sales of assets	(3.0)	2.3	(35.8)
Deferred income tax expense (benefit)	44.0	25.5	(56.1)
Stock-based compensation	38.0	41.6	49.0
Other	3.9	(10.7)	(12.4)
Other changes, excluding effects from acquisitions and divestitures:			
Decrease in accounts and other receivables	105.7	36.5	90.4
Decrease in inventories	87.6	49.9	65.5
Decrease in other current assets	1.4	9.5	10.5
Increase (decrease) in accounts payable	18.4	(46.8)	13.0
Decrease in accrued expenses and other current liabilities	(27.5)	(16.3)	(6.2)
Net Cash Provided by Operating Activities	565.3	436.2	613.7
Investing Activities			
Additions to property, plant and equipment	(83.0)	(118.3)	(148.8)
Purchases of companies, net of cash acquired	(2.8)	(10.3)	(111.3)
Proceeds from sales of assets	14.1	407.6	111.9
Other	(.8)	(15.7)	(9.8)
Net Cash (Used for) Provided by Investing Activities	(72.5)	263.3	(158.0)
Financing Activities			
Additions to debt	57.9	248.0	154.5
Payments on debt	(122.1)	(523.8)	(188.5)
Dividends paid	(157.2)	(165.1)	(124.8)
Issuances of common stock	4.0	5.9	7.2
Purchases of common stock	(192.0)	(296.5)	(237.1)
Other .....	.7	(2.0)	(2.8)
Net Cash Used for Financing Activities	(408.7)	(733.5)	(391.5)
Effect of Exchange Rate Changes on Cash	11.7	(6.7)	9.3
Increase (decrease) in Cash and Cash Equivalents	95.8	(40.7)	73.5
Cash and Cash Equivalents—Beginning of Year	164.7	205.4	131.9
Cash and Cash Equivalents—End of Year	\$ 260.5	\$ 164.7	\$ 205.4
Supplemental Information			
Interest paid	\$ 37.8	\$ 49.7	\$ 59.9
Income taxes paid	44.7	51.6	118.7
Property, plant and equipment acquired through capital leases	2.3	1.6	3.5
Liabilities assumed of acquired companies .....	.2	.2	47.9
Long-term notes received for divestitures .....	.2	27.4	—

The accompanying notes are an integral part of these financial statements.

LEGGETT & PLATT, INCORPORATED
Consolidated Statements of Changes in Equity

(Amounts in millions, except per share data)	Year ended December 31		
	2009	2008	2007
Common Stock			
Balance, beginning and end of period	\$ 2.0	\$ 2.0	\$ 2.0
Additional Contributed Capital			
Balance, beginning of period	\$ 496.1	\$ 500.0	\$ 493.4
Stock options and benefit plans transactions	12.1	13.1	21.4
Treasury stock issued	(41.9)	(16.7)	(16.2)
Tax benefit (expense) related to stock options	1.4	(.3)	1.4
Balance, end of period	<u>\$ 467.7</u>	<u>\$ 496.1</u>	<u>\$ 500.0</u>
Retained Earnings			
Balance, beginning of period	\$ 2,062.1	\$2,122.3	\$2,270.7
Adjustment to apply pension measurement date provision	—	.5	—
Net earnings (loss)	111.8	104.4	(11.2)
Cash dividends declared (per share: 2009—\$1.02; 2008—\$1.00; 2007—\$.78)	(160.6)	(165.1)	(137.2)
Balance, end of period	<u>\$ 2,013.3</u>	<u>\$2,062.1</u>	<u>\$2,122.3</u>
Treasury Stock			
Balance, beginning of period	\$ (918.6)	\$ (685.1)	\$ (490.6)
Treasury stock purchased	(196.2)	(297.9)	(245.0)
Treasury stock issued	81.0	64.4	50.5
Balance, end of period	<u>\$ (1,033.8)</u>	<u>\$ (918.6)</u>	<u>\$ (685.1)</u>
Accumulated Other Comprehensive Income			
Balance, beginning of period	\$ 11.4	\$ 193.5	\$ 75.6
Changes in foreign currency translation adjustments, net investment and cash flow hedges, and defined benefit plans, net of tax	93.4	(182.1)	117.9
Balance, end of period	<u>\$ 104.8</u>	<u>\$ 11.4</u>	<u>\$ 193.5</u>
Total Leggett & Platt, Inc. Equity	<u>\$ 1,554.0</u>	<u>\$1,653.0</u>	<u>\$2,132.7</u>
Noncontrolling Interest			
Balance, beginning of period	\$ 17.9	\$ 15.5	\$ 16.4
Net earnings	3.2	4.6	5.5
Foreign currency translation adjustments .....	.8	.6	.5
Dividends paid to noncontrolling interest	(1.9)	(2.7)	(7.5)
Other	1.5	(.1)	.6
Balance, end of period	<u>\$ 21.5</u>	<u>\$ 17.9</u>	<u>\$ 15.5</u>
Total Equity	<u>\$ 1,575.5</u>	<u>\$1,670.9</u>	<u>\$2,148.2</u>
Comprehensive Income (Loss) Attributable to Leggett & Platt, Inc. Before Noncontrolling Interest			
Net earnings (loss)	\$ 115.0	\$ 109.0	\$ (5.7)
Foreign currency translation adjustments	96.0	(145.9)	94.5
Net investment hedges	—	2.3	(1.1)
Cash flow hedges .....	.4	(1.9)	2.9
Other	—	—	.2
Defined benefit plans	(2.2)	(36.0)	21.9
Total Comprehensive Income (Loss) Attributable to Leggett & Platt, Inc. Before Noncontrolling Interest	<u>\$ 209.2</u>	<u>\$ (72.5)</u>	<u>\$ 112.7</u>
Comprehensive (Income) Attributable to Noncontrolling Interest			
Net (earnings)	\$ (3.2)	\$ (4.6)	\$ (5.5)
Foreign currency translation adjustments	(.8)	(.6)	(.5)
Total Comprehensive (Income) Attributable to Noncontrolling Interest	<u>\$ (4.0)</u>	<u>\$ (5.2)</u>	<u>\$ (6.0)</u>
Total Comprehensive Income (Loss) Attributable to Leggett & Platt, Inc.	<u>\$ 205.2</u>	<u>\$ (77.7)</u>	<u>\$ 106.7</u>

The accompanying notes are an integral part of these financial statements.