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 September 30, 2002

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 1-7845

LEGGETT & PLATT, INCORPORATED
(Exact name of registrant as specified in its charter)

Missouri	44-0324630
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
No. 1 Leggett Road Carthage, Missouri	64836
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (417) 358-8131

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 X No ____

Common stock outstanding as of October 31, 2002: 194,627,162

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
LEGGETT & PLATT, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS
(Unaudited)

(Amounts in millions)	September 30, 2002	December 31, 2001
CURRENT ASSETS		
Cash and cash equivalents	$ 188.6	$ 187.2
Accounts and notes receivable	696.6	591.9
Allowance for doubtful accounts	(26.7)	(29.4)
Inventories	607.6	601.3
Other current assets	74.1	70.9
Total current assets	1,540.2	1,421.9
PROPERTY, PLANT & EQUIPMENT, NET	944.1	961.9
OTHER ASSETS		
Excess cost of purchased companies over net assets acquired, less accumulated amortization of $112.1 in 2002 and $111.7 in 2001	894.7	879.0
Other intangibles, less accumulated amortization of $47.1 in 2002 and $41.0 in 2001	39.4	43.8
Sundry	112.9	106.3
Total other assets	1,047.0	1,029.1
TOTAL ASSETS	$3,531.3	$3,412.9
CURRENT LIABILITIES		
Accounts and notes payable	$ 211.2	$ 162.4
Current maturities of long-term debt	108.0	5.8
Accrued expenses	240.9	197.8
Other current liabilities	90.1	91.0
Total current liabilities	650.2	457.0
LONG-TERM DEBT	810.8	977.6
OTHER LIABILITIES	35.9	47.0
DEFERRED INCOME TAXES	74.2	64.7
SHAREHOLDERS' EQUITY		
Common stock	2.0	2.0
Additional contributed capital	421.2	419.3
Retained earnings	1,663.9	1,552.7
Accumulated other comprehensive income	(41.6)	(55.8)
Treasury stock	(85.3)	(51.6)
Total shareholders' equity	1,960.2	1,866.6
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$3,531.3	$3,412.9

Items excluded are either not applicable or de minimis in amount and, therefore, are not shown separately.

See accompanying notes to consolidated condensed financial statements.

LEGGETT & PLATT, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS
(Unaudited)

(Amounts in millions, except per share data)

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2002	2001	2002	2001
Net sales	$ 3,259.2	$ 3,145.3	$ 1,121.2	$ 1,056.8
Cost of goods sold	2,619.7	2,517.3	909.9	842.9
Gross profit	639.5	628.0	211.3	213.9
Selling and administrative expenses	299.5	313.2	98.5	105.4
Amortization of excess cost of purchased companies (in 2001 only) and other intangibles	7.9	29.9	2.5	9.2
Other deductions (income), net	16.1	.6	10.0	.1
Earnings before interest and income taxes	316.0	284.3	100.3	99.2
Interest expense	31.9	46.2	10.4	13.2
Interest income	3.7	3.1	1.1	1.6
Earnings before income taxes	287.8	241.2	91.0	87.6
Income taxes	103.6	89.0	33.3	32.3
NET EARNINGS	$ 184.2	$ 152.2	$ 57.7	$ 55.3
Earnings Per Share				
Basic	$ .92	$ .76	$ .29	$ .28
Diluted	$ .92	$ .76	$ .29	$ .28
Cash Dividends Declared Per Share	$ .37	$ .36	$ .13	$ .12
Average Shares Outstanding				
Basic	199.3	199.4	199.0	199.7
Diluted	200.2	200.5	199.5	200.7

See accompanying notes to consolidated condensed financial statements.

LEGGETT & PLATT, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

(Amounts in millions)	Nine Months Ended September 30, 2002	Nine Months Ended September 30, 2001
OPERATING ACTIVITIES		
Net Earnings	$ 184.2	$ 152.2
Adjustments to reconcile net earnings to net cash provided by operating activities		
Depreciation	114.1	114.6
Amortization	7.9	29.9
Other	15.1	(6.0)
Other changes, net of effects from purchase of companies		
(Increase) in accounts receivable, net	(101.1)	(67.4)
(Increase) decrease in inventories	(6.3)	90.4
(Increase) decrease in other current assets	(4.2)	.4
Increase in current liabilities	121.7	99.0
NET CASH PROVIDED BY OPERATING ACTIVITIES	331.4	413.1
INVESTING ACTIVITIES		
Additions to property, plant and equipment	(83.4)	(103.4)
Purchases of companies, net of cash acquired	(44.5)	(58.9)
Other	18.2	23.1
NET CASH USED FOR INVESTING ACTIVITIES	(109.7)	(139.2)
FINANCING ACTIVITIES		
Additions to debt	13.5	46.2
Payments on debt	(101.5)	(97.3)
Dividends paid	(70.9)	(92.5)
Issuances of common stock	12.1	10.9
Purchases of common stock	(73.5)	(47.7)
Other	-	(4.4)
NET CASH USED FOR FINANCING ACTIVITIES	(220.3)	(184.8)
DECREASE IN CASH AND CASH EQUIVALENTS	1.4	89.1
CASH AND CASH EQUIVALENTS - January 1,	187.2	37.3
CASH AND CASH EQUIVALENTS - September 30,	$ 188.6	$ 126.4

See accompanying notes to consolidated condensed financial statements.

LEGGETT & PLATT, INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(Amounts in millions, except per share data)

1. STATEMENT

The interim financial statements of the Company included herein have not been audited by independent accountants. The statements include all adjustments, including normal recurring accruals, which management considers necessary for a fair presentation of the financial position and operating results of the Company for the periods presented. The statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in conformity with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. The operating results for interim periods are not necessarily indicative of results to be expected for an entire year.

For further information, refer to the financial statements of the Company and footnotes thereto included in the annual report on Form 10-K of the Company for the year ended December 31, 2001.

2. INVENTORIES

Inventories, about 50% of which are valued using the Last-in, First-out (LIFO) cost method and the remainder using the First-In, First-Out (FIFO) cost method, comprised the following:

	September 30, 2002	December 31, 2001
At First-In, First-Out (FIFO) cost		
Finished goods	$ 312.3	$ 308.6
Work in process	72.9	74.7
Raw materials and supplies	235.5	224.1
	620.7	607.4
Excess of FIFO cost over LIFO cost	(13.1)	(6.1)
	$ 607.6	$ 601.3

3. PROPERTY, PLANT & EQUIPMENT

Property, plant and equipment comprised the following:

	September 30, 2002	December 31, 2001
Property, plant and equipment, at cost	$ 1,903.6	$ 1,865.5
Less accumulated depreciation	959.5	903.6
	$ 944.1	$ 961.9

4. COMPREHENSIVE INCOME

In accordance with the provisions of Financial Accounting Standard No. 130, the Company has elected to report comprehensive income in its Statement of Changes in Shareholders' Equity. For the nine months ending September 30, 2002 and 2001, comprehensive income was $198.4 and $150.5, respectively.

5. RECLASSIFICATION OF SHIPPING & HANDLING EXPENSES TO COST OF GOODS SOLD

As discussed in the 2002 Proxy Statement, the Company has identified a peer group of diversified manufacturing companies to act as a benchmark for the Company's performance. To facilitate comparison with this peer group, the Company has reclassified shipping and handling expenses to cost of goods sold on the Statement of Earnings. All of the peer group companies classify similar expenses in cost of goods sold. This reclassification was made beginning in the First Quarter 2002, and shipping and handling expenses for all prior periods have been similarly reclassified. This reclassification had no impact on EBIT, pre-tax earnings or net earnings.

6. EARNINGS PER SHARE

Basic and diluted earnings per share were calculated as follows:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2002	2001	2002	2001
Basic				
Weighted average shares outstanding, including shares issuable for little or no cash	199.3	199.4	199.0	199.7
Net earnings	$ 184.2	$ 152.2	$ 57.7	$ 55.3
Earnings per share - basic	$ .92	$ .76	$ .29	$ .28
Diluted				
Weighted average shares outstanding, including shares issuable for little or no cash	199.3	199.4	199.0	199.7
Additional dilutive shares principally from the assumed exercise of outstanding stock options	.9	1.1	.5	1.0
	200.2	200.5	199.5	200.7
Net earnings	$ 184.2	$ 152.2	$ 57.7	$ 55.3
Earnings per share - diluted	$ .92	$ .76	$ .29	$ .28

7. CONTINGENCIES

The Company is involved in various legal proceedings including matters which involve claims against the Company under employment, intellectual property, environmental and other laws. When it appears probable in management's judgement that the Company will incur monetary damages or other costs in connection with claims and proceedings, and the costs can be reasonably estimated, appropriate liabilities are recorded in the financial statements and charges are made against earnings. No claim or proceeding has resulted in a material charge against earnings, nor are the total liabilities recorded material to the Company's financial position. While the results of any ultimate resolution cannot be predicted, management believes the possibility of a material adverse effect on the Company's consolidated financial position, results of operations and cash flows from claims and proceedings is remote.

8. GOODWILL AMORTIZATION

The Financial Accounting Standards Board (FASB) issued Statement No. 142, "Goodwill and Other Intangible Assets" in 2001. Statement No. 142 requires, among other things, that goodwill no longer be amortized to earnings, but instead be tested periodically for impairment. As required, the Company adopted Statement No. 142 on January 1, 2002, and ceased amortization of goodwill. The goodwill amortization change is expected to contribute ten cents per share to 2002 annual earnings. Earnings per share for 2001, adjusted for FAS No. 142 treatment of goodwill amortization, would have been $.30 basic and diluted on pro forma net earnings of $60.5 for the third quarter and $.84 basic and diluted on pro forma net earnings of $167.4 for the nine months.

During the third quarter 2002 the Company wrote-off approximately $3 million of goodwill required under Statement No. 142 for divested businesses. Most of this goodwill is not tax deductible, resulting in an increase to the Company's effective tax rate for this quarter only.

As required by Statement No. 142, the Company tested each of its reporting units for possible goodwill impairment by comparing the estimated fair value of each unit with the related book value. In each case, the estimated fair value exceeded the book value; accordingly, there is no asset impairment and no impairment charge is required.

9. LONG-TERM DEBT

The Company had in the past intended to refinance all current maturities of medium-term notes and commercial paper on a long-term basis. With the Company's current strong cash position, current maturities of such debt will likely be paid and not replaced until the need for additional debt arises. Accordingly, an additional $104.6 million of current maturities were reclassified to current liabilities as of September 30, 2002.

10. RESTRUCTURING ACTIVITY

As a part of its continued focus on cost structure improvement, during the third quarter of 2002 the Company announced the divestiture or closure of five plants. Three of these facilities were in the Aluminum Products segment and one each in the Commercial Fixturing & Components and Residential Furnishings Segments. In September, the Company sold its remaining aluminum smelting operation and one of its aluminum tool & die operations, and is currently pursuing a possible sale of one of its die casting operations. The Company also announced the idling of a Fixture and Display facility in Wooster, Ohio that serves the telecom industry, and the closing of a facility in the Fibers Division of the Residential Furnishing Segment. The Company incurred approximately $9.8 million (pretax) in restructuring charges during the third quarter of 2002 associated with these decisions. These charges consisted primarily of asset write-downs. Approximately $8.1 million of these charges are included in "Other deductions (income), net", and the remaining $1.7 million are in "Cost of goods sold" on the Consolidated Condensed Statement of Earnings.

Restructuring liabilities from the third quarter of 2002 and prior quarters are not material to the accompanying balance sheet. Adjustments of previously established accruals and liabilities relating to restructuring activities have been negligible. Although the Company expects to realize future cost-savings as a result of these actions, the effect on consolidated results is expected to be minimal. The Company may occasionally rationalize its facility base in the future if compelling savings are evident, or if the economic environment induces such action.

11. SEGMENT INFORMATION

Reportable segments are primarily based upon the Company's management organizational structure. This structure is generally focused on broad end-user markets for the Company's diversified products. Residential Furnishings derives its revenues from components for bedding, furniture and other furnishings, as well as related consumer products. Commercial Fixturing & Components derives its revenues from retail store fixtures, displays, storage, material handling systems, components for office and institutional furnishings, and plastic components. Commercial Fixturing & Components was previously called Commercial Furnishings and includes all operations previously reported as part of the prior Commercial Furnishings segment. The Aluminum Products revenues are derived from die castings, custom tooling, secondary machining and coating, and smelting of aluminum ingot. The remaining smelting operations, with annual revenues of about $30 million, were sold in the third quarter 2002. Industrial Materials derives its revenues from drawn steel wire, specialty wire products and welded steel tubing sold to trade customers as well as other Leggett segments. Specialized Products is a combination of non-reportable segments which derive their revenues from machinery, manufacturing equipment, automotive seating suspensions, control cable systems, and lumbar supports for automotive, office and residential applications.

A summary of segment results for the nine months ended September 30, 2002 and 2001 and the quarters ended September 30, 2002 and 2001 are shown in the following tables.

	External Sales	Inter-Segment Sales	Total Sales	EBIT
Nine Months ended Sept. 30, 2002				
Residential Furnishings	$1,614.0	$ 10.9	$1,624.9	$172.6
Commercial Fixturing & Components	700.5	4.2	704.7	43.6
Aluminum Products	370.9	11.0	381.9	23.0
Industrial Materials	293.2	169.6	462.8	44.4
Specialized Products	280.6	38.0	318.6	39.7
Intersegment eliminations	-	-	-	(.3)
Change in LIFO reserve	-	-	-	(7.0)
	$3,259.2	$233.7	$3,492.9	$316.0
Nine Months ended Sept. 30, 2001				
Residential Furnishings	$1,549.9	$ 8.9	$1,558.8	$136.5
Commercial Fixturing & Components	749.5	3.0	752.5	56.4
Aluminum Products	350.2	12.0	362.2	22.6
Industrial Materials	225.6	159.5	385.1	41.6
Specialized Products	270.1	41.5	311.6	30.1
Intersegment eliminations	-	-	-	(4.3)
Change in LIFO reserve	-	-	-	1.4
	$3,145.3	$224.9	$3,370.2	$284.3

11. SEGMENT INFORMATION (continued)

	External Sales	Inter-Segment Sales	Total Sales	EBIT
Quarter ended September 30, 2002				
Residential Furnishings	$ 542.6	$ 3.2	$ 545.8	$ 50.6
Commercial Fixturing & Components	266.8	1.5	268.3	20.7
Aluminum Products	106.2	3.4	109.6	2.2
Industrial Materials	109.9	53.3	163.2	13.6
Specialized Products	95.7	12.6	108.3	14.1
Intersegment eliminations	-	-	-	.3
Change in LIFO reserve	-	-	-	(1.2)
	$1,121.2	$74.0	$1,195.2	$100.3
Quarter ended September 30, 2001				
Residential Furnishings	$ 524.3	$ 2.7	$ 527.0	$44.1
Commercial Fixturing & Components	265.0	1.2	266.2	27.4
Aluminum Products	99.8	3.6	103.4	5.1
Industrial Materials	82.0	52.7	134.7	13.2
Specialized Products	85.7	11.4	97.1	7.5
Intersegment eliminations	-	-	-	1.3
Change in LIFO reserve	-	-	-	.6
	$1,056.8	$71.6	$1,128.4	$99.2

Asset information for the Company's segments at September 30, 2002 and December 31, 2001 is shown in the following table:

	September 30, 2002	December 31, 2001
Assets		
Residential Furnishings	$1,253.6	$1,221.5
Commercial Fixturing & Components	885.9	944.2
Aluminum Products	418.2	437.4
Industrial Materials	259.8	260.2
Specialized Products	366.5	352.8
Unallocated assets	344.6	336.1
Adjustment to period-end vs. average assets	2.7	(139.3)
	$3,531.3	$3,412.9

ITEM 2. - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Capital Resources and Liquidity

The Company's financial position reflects management's capital policy guidelines. These guidelines are intended to ensure that corporate liquidity is adequate to support the Company's projected growth rate and to finance the Company's ongoing operations in periods of economic downturn. In a normal operating environment, management intends to direct capital to ongoing operations, strategic acquisitions and other investments that provide opportunities for expansion and enhanced profitability.

Our policy is to expand capital resources - debt and equity - at appropriate times to allow the Company to take advantage of favorable capital market conditions, rather than respond to short-term needs. We consider financial flexibility more important than short-term maximization of earnings per share through excessive leverage. Therefore, management continuously provides for available credit in excess of near-term projected cash needs and has maintained a guideline for long-term debt as a percentage of total capitalization in a range of 30% to 40%.

Total Capitalization

The following table shows the Company's total capitalization at September 30, 2002 and December 31, 2001. Also, the table shows the amount of unused committed credit available through the Company's revolving bank credit agreements, current maturities of long-term debt, the amount of cash and cash equivalents and the ratio of earnings to fixed charges.

(Dollar amounts in millions)	September 30, 2002	December 31, 2001
Long-term debt outstanding:		
Scheduled maturities	$ 810.8	$ 977.6
Average interest rates	4.4%	4.8%
Average maturities in years	3.7	4.0
Revolving credit/commercial paper	--	--
Total long-term debt	810.8	977.6
Deferred income taxes and other liabilities	110.1	111.7
Shareholders' equity	1,960.2	1,866.6
Total capitalization	$ 2,881.1	$ 2,955.9
Unused committed credit:		
Long-term	$ 233.0	$ 232.5
Short-term	106.5	110.0
Total unused committed credit	$ 339.5	$ 342.5
Current maturities of long-term debt	$ 108.0	$ 5.8
Cash and cash equivalents	$ 188.6	$ 187.2
Ratio of earnings to fixed charges	7.8x	5.2x

Cash provided by operating activities was $331.4 million in the first nine months of 2002, compared to $413.1 million in the first nine months of 2001. The decrease in cash provided by operating activities compared to the prior year principally reflects a slowing of working capital decreases as the Company experiences marginal improvement this year from its working capital control initiatives, partially offset by increased earnings.

Working capital, excluding cash and current maturities of long-term debt, was 18.0% of sales. This is the second consecutive quarter we have been below the Company's target of 19% for working capital as a percent of sales. During 2001, the Company was concentrating its efforts on reducing working capital levels. In the current year, now that the desired improvements have been achieved, management is focused on maintaining working capital levels at or below the 19% target.

Long-term debt outstanding decreased to $810.8 million, and was 28.1% of total capitalization at September 30, 2002, down from 33.1% at the end of 2001. Total debt as a percent of total capitalization, net of cash, was 26.1% at September 30, 2002, and 28.7% at the end of 2001. Long-term debt decreased $166.8 million from year-end 2001 due to a reclass of $104.6 million in long-term debt to current maturities and the maturity and payment of $75 million in medium-term notes in April 2002, partially offset by an increase in fair market value related to the Company's interest rate swap agreements. As shown in the preceding table, obligations having scheduled maturities are the primary source of the Company's debt capital. At September 30, 2002, these obligations consisted primarily of the Company's medium-term notes and tax-exempt industrial development bonds.

The secondary source of the Company's debt capital consists of revolving bank credit agreements and commercial paper issuances. Management has negotiated bank credit agreements and established a commercial paper program to continuously support the Company's projected growth and to maintain highly flexible sources of debt capital. The majority of the credit under these arrangements is a long-term obligation. If needed, however, the credit is available for short-term borrowings and repayments. To further facilitate the issuance of debt capital, the Company has in effect a $500 million shelf registration of debt.

The Company relies on cash flow from operations as its primary source of capital. The weak economic conditions that began in the last half of 2000 and continued through the first nine months of 2002 would have normally resulted in reduced cash flow. The Company responded to these difficult business conditions by decreasing capital spending, temporarily reducing the pace of acquisitions, and lowering working capital. As a result of these improvements, the Company achieved strong growth in cash flow and was able to increase cash and equivalents to a level that provides adequate liquidity to finance ongoing operations, temporarily pay down debt and fund a portion of future growth initiatives. The Company has sufficient unused committed credit to ensure that future capital resources are sufficient for its ongoing operations and growth opportunities.

Uses of Capital Resources

The Company's internal investments to modernize and expand manufacturing capacity were $83.4 million in the first nine months of 2002. For the full year 2002, management anticipates internal investments will approximate $115 million.

During the first nine months of 2002, seven businesses were acquired for $44.5 million in cash (net of cash acquired). During the third quarter of 2002, the Company acquired the assets of three businesses. The first acquisition, in the Aluminum Products Segment, involved the buyout of a minority partner's 49% share of a consolidated joint venture die casting facility in Saltillo, Mexico, that has been in operation since the Company acquired Pace Industries in 1996. This acquisition strengthens Leggett's position as the leading independent aluminum die caster in North America. The second transaction, in the Industrial Materials Segment, consisted of the purchase of wire drawing assets from North American Wire Products, located in Solon, Ohio. This business is expected to add approximately $8 million to annual sales and will enhance the Company's position as North America's leading producer of drawn steel wire. The third project, on the Automotive side of the Specialized Products Segment, encompassed the purchase of assets from a small producer of pneumatic and mechanical lumbar systems for automotive seating. This acquisition will add $4 million in annual revenue, and further Leggett's position as the leading worldwide producer of automotive lumbar systems.

Cash dividends on the Company's common stock were $70.9 million during the first nine months of 2002. The Company's guideline for dividend payout is approximately one-third of the prior three-year's average earnings. With recent earnings declines, we are currently at a dividend payout about 40%, but expect to move back toward the 30-35% target as earnings recover. Company purchases of its common stock (net of issuances) totaled $61.4 million in the first nine months of 2002. These purchases were made for employee stock plans.

The Board of Directors annually authorizes management, at its discretion, to buy up to 2,000,000 shares of Leggett stock for use in employee benefit plans or for other purposes. This authorization is continuously replenished as shares acquired are reissued for benefit plans. In addition, management is authorized, again at its discretion, to repurchase any shares issued in acquisitions.

At the end of the third quarter 2000, the Board of Directors authorized management to repurchase up to an additional 10 million shares of Leggett stock. In August 2002, the Board of Directors continued this authorization for an additional period expiring in September 2003. No specific schedule of purchases has been established under this authorization. The amount and timing of any purchases will depend on availability of cash, economic and market conditions, acquisition activity and other factors.

Short-term Liquidity

Working capital, excluding cash and acquisitions decreased $10.1 million from year-end 2001 levels. The decrease was primarily related to a $121.7 million increase in payables and accrued expenses, partially offset by a $101.1 million increase in receivables and a $6.3 million increase in inventories. The increase in receivables from year-end 2001 levels was due primarily to the normal seasonality of sales, which were offset by higher payables and the normal build up of accruals. As a percent of third quarter annualized sales, working capital (excluding cash and current maturities) was 18.0%, within the Company's target of 19% for working capital, as a percent of sales.

Results of Operations
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Discussion of Consolidated Results

Trade sales for the quarter were $1.12 billion, the second highest ever, up 6.1% versus sales of $1.06 billion in the third quarter of 2001. Same location sales increased 2.6%, marking two consecutive quarters with year-over-year improvement, following the seven previous quarters of economic downturn and sales decreases.

The Company's third quarter earnings were $.29 per diluted share, up 3.6% from last year's third quarter results of $.28 per diluted share. The improvement over last year;s earnings was due in part to higher sales, as the Company achieved internal growth ranging from 3%-11% in four of its five segments. In contrast, the Commercial Fixturing & Components segment businesses continue to experience sales declines, with retailers hesitant to build or refurbish stores, and office furniture demand down significantly.

Also contributing to the increased earnings was the elimination of goodwill amortization and lower bad debt and interest expense. Partially offsetting these factors were $9.8 million of restructuring costs; higher raw material costs, primarily in lumber, steel, chemicals and aluminum; inefficiencies from certain start-up operations; margin compression and a higher effective tax rate.

Included in the above restructuring costs is approximately $3 million of goodwill write-off required under FAS 142 for divested businesses. The majority of this goodwill is not tax deductible, resulting in an increase to the Company's effective tax rate for this quarter only.

For the first nine months of 2002, sales were $3.26 billion, an increase of 3.6% versus sales of $3.15 billion in the first nine months of 2001. Same location sales were essentially flat year-to-date. Earnings, at $.92 per diluted share, were up 21% from last year's $.76 per diluted share. Lower interest and energy expense, cost structure improvements, and elimination of goodwill amortization all contributed to the earnings increase.

Restructuring Activity

As a part of its continued focus on cost structure improvement, during the third quarter of 2002 the Company announced the divestiture or closure of five plants. Three of these facilities were in the Aluminum Products segment and one each in Commercial Fixturing and Components and in Residential Furnishings. In September, the Company sold its remaining aluminum smelting operation and one of its aluminum tool & die operations, and is currently pursuing a possible sale of one of its die casting operations. The Company also announced the idling of a Fixture and Display facility in Wooster, Ohio that serves the telecom industry, and the closing of a facility in the Fibers Division of the Residential Furnishing Segment. The Company incurred approximately $9.8 million in restructuring charges during the third quarter of 2002 associated with these decisions. These charges consisted primarily of asset write-downs. Approximately $8.1 million of these charges are included in "Other deductions (income), net", and the remaining $1.7 million are in "Cost of goods sold" on the Consolidated Condensed Statement of Earnings. Although the Company expects to realize future cost-savings as a result of these actions, the effect on consolidated results is expected to be minimal. The Company may occasionally rationalize its facility base in the future if compelling savings are evident, or if the economic environment induces such action.

Discussion of Segment Results

A description of the products included in each segment, segment sales, segment earnings before interest and taxes (EBIT) and other segment data appear in Note 11 of the Notes to Consolidated Condensed Financial Statements.

Third Quarter Discussion

Residential Furnishings sales increased 3.6%, with same location sales up 2.5%. Sales were essentially flat in most business units, with the exception of upholstered furniture components, which achieved roughly 12% sales growth. EBIT (earnings before interest and taxes) increased $6.5 million, or 15%, reflecting higher sales; non-recurrence of last year's $3 million Canadian lumber duty; lower operating expenses and reduced amortization of $2 million. These factors were partially offset by higher raw material costs in steel, lumber and chemicals, and approximately $4 million for restructuring.

Commercial Fixturing & Components sales increased .8%, with increases from acquisitions mostly offset by a 3.8% reduction in same location sales. Although the year-over-year decline has lessened (from more than 20% six months ago), retailers, telecom customers and brand product manufacturers continue to postpone spending for fixtures and displays. In addition, continued soft end-market demand has resulted in a decline of component sales to office and contract furniture manufacturers. EBIT declined $6.7 million, or 24% year-over-year, due to lower same location sales, margin compression and including approximately $3 million for restructuring. These decreases were partially offset by reduced amortization of $2.3 million and lower operating expenses.

Aluminum Products sales were up 6.0%; same location growth was 7.9%, and was partially offset by divestiture of Leggett's one remaining smelter. Market share gains are primarily driving the sales increase. EBIT declined $2.9 million, or 57%, as gains from increased sales and decreased amortization of $.6 million were offset by $3 million of restructuring costs, impacts from start-up inefficiency associated with new business, and higher raw material costs.

Industrial Materials sales increased 21.2%, reflecting the benefit of three acquisitions and same location sales growth of 6.0%. EBIT was up $.4 million, or 3%. Higher same location sales, lower operating costs and a $.3 million reduction in amortization expenses yielded EBIT improvement, but this was offset by higher steel costs and start up costs for the Sterling Steel rod mill.

Specialized Products sales were up 11.5%. The sales increase was primarily attributable to the automotive components businesses, which benefited from robust market demand and additional market penetration. The machinery businesses reported sales that improved slightly from the prior year. EBIT increased $6.6 million, or 88%, reflecting higher sales volume, improved cost structure and lower amortization of $.9 million.

Nine Month Discussion

Residential Furnishings sales increased 4.2%, with same location sales up 2.9%. Upholstered furniture component and foam sales were strong, with those improvements offset slightly by relatively flat sales in most other business units. EBIT increased $36.1 million, or 26% during the period, reflecting higher same location sales, the one-time benefit of the reversal of an accrual for duties on imports of Canadian lumber of $6 million (versus a $3 million additional duty cost in the prior year), increased production and overhead absorption, other cost structure improvements and reduced amortization of $5.9 million. These increases were partially offset by higher raw material costs and approximately $5 million for restructuring.

Commercial Fixturing & Components sales decreased 6.4%, with increases from acquisitions offset by an 11.3% reduction in same location sales. Sales reflect continued weak business conditions in the office and contract furniture markets and in the commercial fixturing businesses. EBIT decreased $12.8 million, or 23%, as the earnings impact of the sales decline more than offset decreased amortization of $6.8 million.

Aluminum Products sales were up 5.4%, solely from same location growth, since there were no acquisitions within the prior twelve months. Divested businesses reduced the sales growth somewhat. EBIT increased $.4 million or 2%, as $3 million in restructuring costs and $3 million of non-recurring inventory and equipment obsolescence charges (in the first quarter of 2002) mostly offset market share gains and reduced amortization of $1.8 million.

Industrial Materials sales increased 20.2%, reflecting three acquisitions and same location sales growth of 4.4%. EBIT was up $2.8 million, or 7%, a result of increased sales volume and lower amortization of $.7 million, offset by higher steel costs.

Specialized Products sales increased 2.2%, due to same location sales growth. Automotive component businesses reported increased sales, reflecting market share gains and improvements in this sector of the economy. This increase was partially offset by declining sales in machinery, which continues to reflect slow recovery in the industrial sectors of the economy, especially capital equipment. EBIT was up $9.6 million, or 32%, due to higher sales volume in automotive, improved cost structure and lower goodwill amortization of $2.7 million.

Derivative Instruments and Hedging Activities

Interest rate

The Company has debt obligations sensitive to changes in interest rates. The Company has no other significant financial instruments sensitive to changes in interest rates. The Company has not typically in the past used derivative financial instruments to hedge its exposure to interest rate changes. However, during 2000, $350 million of 7.65% fixed rate debt maturing in February 2005 and, in 1999, $14 million of 6.90% fixed rate debt maturing in June 2004 were issued and converted to variable rate debt by use of interest rate swap agreements. These swap agreements, which contain the same payment dates as the original issues, are used by the Company to manage the fixed/variable interest rate mix of its debt portfolio. The effective swap rate for the third quarter of 2002 was 1.92% for the $350 million and 2.16% for the $14 million. The difference in interest paid or received as a result of swap agreements is recorded as an adjustment to interest expense during the period the related debt is outstanding.

Substantially all of the Company's debt is denominated in United States dollars (U.S.$). The fair value for fixed rate debt not subject to the interest rate swaps was greater than its carrying value by $33.3 million as of September 30, 2002, and $13.8 million at December 31, 2001. The fair value of fixed rate debt was calculated using the U.S. Treasury Bond rate as of September 30, 2002 and December 31, 2001 for similar remaining maturities, plus an estimated "spread" over such Treasury securities representing the Company's interest costs under its medium-term note or public debt programs. The fair value of variable rate debt is not significantly different from its recorded amount.

Commodity Price

The Company does not generally use derivative commodity instruments to hedge its exposures to changes in commodity prices. The principal commodity price exposure is aluminum, of which the Company had an estimated $34 million and $46 million (at cost) in inventory at September 30, 2002 and December 31, 2001, respectively. The Company has purchasing arrangements with customers to mitigate its exposure to aluminum price changes. No other commodity exposures are significant to the Company.

Exchange Rate

The Company has not typically hedged foreign currency exposures related to transactions denominated in other than its functional currencies, although such transactions have not been material in the past. The Company may occasionally hedge firm commitments, other fixed expenses or amounts due in foreign currencies related to its acquisition program. The decision by management to hedge any such transactions is made on a case-by-case basis. The amount of forward contracts outstanding at September 30, 2002 was not significant.

The Company views its investment in foreign subsidiaries as a long-term commitment and does not hedge any translation exposures. The investment in a foreign subsidiary may take the form of either permanent capital or notes. The Company's net investment in foreign subsidiaries subject to translation exposures was $505.4 million at September 30, 2002, compared to $460.0 at December 31, 2001. The increase in translation exposure was due primarily to a general strengthening of European currencies against the U.S. dollar.

New Financial Accounting Standards Board Statements

The Financial Accounting Standards Board (FASB) recently issued Statement No. 146, "Accounting for Costs Associated with Exit or Disposal Activities". This Statement nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)".

Statement No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized and measured initially at fair value when the liability is incurred, instead of recognizing the liability at the date of an entity's commitment to an exit plan.

The provisions of this Statement are effective for exit or disposal activities that are initiated after December 31, 2002. The impact on the Company will not be different than under EITF No. 94-3 other than in the period in which such exit or disposal costs are recorded. The Company may occasionally rationalize its facility base in the future if compelling savings are evident, or if the economic environment induces such action, and Statement No. 146 would be applied to any such decisions after December 31, 2002.

Forward-Looking Statements

This report and other public reports or statements made from time to time by the Company or its management may contain "forward-looking" statements concerning possible future events, objectives, strategies, trends or results. Such statements are identified either by the context in which they appear or by use of words such as "anticipate," "believe," "estimate," "expect," or the like.

Readers are cautioned that any forward-looking statement reflects only the beliefs of the Company or its management at the time the statement is made. In addition, readers should keep in mind that, because all forward-looking statements deal with the future, they are subject to risks, uncertainties and developments which might cause actual events or results to differ materially from those envisioned or reflected in any forward-looking statement. Moreover, the Company does not have and does not undertake any duty to update or revise any forward-looking statement to reflect events or circumstances after the date on which the statement was made. For all of these reasons, forward-looking statements should not be relied upon as a prediction of actual future events, objectives, strategies, trends or results.

It is not possible to anticipate and list all of the risks, uncertainties and developments which may affect the future operations or performance of the Company, or which otherwise may cause actual events or results to differ from forward-looking statements. However, some of these risks and uncertainties include the following: the Company's ability to improve operations and realize cost savings, future growth of acquired companies, competitive and general economic and market conditions and risks, such as the rate of economic growth in the United States, inflation, government regulation, interest rates, taxation, and the like; risks and uncertainties which could affect industries or markets in which the Company participates, such as growth rates and opportunities in those industries, or changes in demand for certain products, etc.; and factors which could impact costs, including but not limited to the availability and pricing of raw materials, the availability of labor and wage rates, and fuel and energy costs.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See the "Derivative Instruments and Hedging Activities" section under Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures.

Within 90 days prior to the filing of this quarterly report, the Company's principal executive officer and principal financial officer carried out an evaluation, with the participation of the Company's other management, of the effectiveness of the Company's disclosure controls and procedures as defined in Rule 13a-14(c) of the Securities and Exchange Commission. Based upon this evaluation, the principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures are effective in timely informing them of material information relating to the Company required to be disclosed in its reports under the Securities Exchange Act of 1934.

(b) Changes in Internal Controls.

There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation referred to above.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(A) Exhibit 10 - Amendment No. 1 to the Restated and Amended Employment Agreement of Felix E. Wright, dated October 1, 2002.

Exhibit 12 - Computation of Ratio of Earnings to Fixed Charges.

Exhibit 99.1 - Certification of Felix E. Wright, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated November 13, 2002.

Exhibit 99.2 - Certification of Michael A. Glauber, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated November 13, 2002.

(B) On August 5, 2002, Leggett & Platt, Incorporated filed a report on Form 8-K, under Item 9 Regulation FD Disclosure, stating that it had submitted to the Securities and Exchange Commission the Statements under Oath of Principal Executive Officer and Principal Financial Officer in accordance with the SEC's June 27, 2002 Order requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities and Exchange Act of 1934.

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.

LEGGETT & PLATT, INCORPORATED

DATE: November 13, 2002

By: /s/ FELIX E. WRIGHT

Felix E. Wright
Chairman and
Chief Executive Officer

DATE: November 13, 2002

By: /s/ MICHAEL A. GLAUBER

Michael A. Glauber
Senior Vice President,
Finance and Administration

LEGGETT & PLATT, INCORPORATED

CERTIFICATIONS PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

I, Felix E. Wright, Chairman and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Leggett & Platt, Incorporated;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

    a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

    c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

    a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 13, 2002

/s/ Felix E. Wright

Felix E. Wright
Chairman and
Chief Executive Officer
Leggett & Platt, Incorporated

CERTIFICATION
- -------------

I, Michael A. Glauber, Senior Vice President, Finance and Administration, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Leggett & Platt, Incorporated;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 13, 2002

/s/ Michael A. Glauber

Michael A. Glauber
Senior Vice President,
Finance and Administration
Leggett & Platt, Incorporated

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EXHIBIT 10

AMENDMENT NO. 1
TO THE
RESTATED AND AMENDED EMPLOYMENT AGREEMENT

This Amendment No. 1 to the Restated and Amended Employment Agreement between Leggett & Platt, Incorporated (the "Company") and Felix E. Wright (the "Executive") is made as of October 1, 2002.

RECITALS

The Company and the Executive entered into a Restated and Amended Employment Agreement as of March 1, 1999 (the "Employment Agreement"). The Compensation Committee of the Company's Board of Directors approved certain amendments to the Employment Agreement. The Company and the Executive now desire to amend the Employment Agreement as set out below.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the Company and the Executive agree as follows:

1. Section 1 (Employment) of the Employment Agreement, first paragraph, is amended to read in its entirety as follows:

   The Company reaffirms its employment of the Executive as its Chief Executive Officer, and the Executive confirms his employment in that capacity.

2. Section 2.1 (Term) of the Employment Agreement is amended to read in its entirety as follows:

   The term of this Employment Agreement commenced on May 1, 1981 and shall end on October 1, 2003, unless terminated earlier in accordance with this Agreement. Upon mutual agreement between the Executive and the Company, the term of this Agreement may be extended for up to two additional one-year periods.

3. Section 3 (Duties and Authority) of the Employment Agreement, second and third paragraphs, are amended to read in their entirety as follows:

   The Executive shall use his best efforts, skills and abilities to promote the Company's interests, shall serve as Chief Executive Officer of the Company, Chairman of the Board (if so elected by the Board), and director (if so elected by the shareholders of the Company), and shall perform such duties consistent with his status as Chairman of the Board and Chief Executive Officer as may be assigned to him by the Board.

   The direction and control exercised by the Board over the Executive shall be such as is customarily exercised by a board of directors over a chairman of the board and chief executive officer.

4. Section 4.1 (Base Salary) of the Employment Agreement, first sentence, is amended to read as follows:

> The Executive's current annual base salary is $770,000.

5. Section 4.2 (Annual Cash Bonus) of the Employment Agreement, third sentence of the first paragraph, is amended to read in its entirety as follows:

> The Executive's current target percentage is 70%.

6. Section 6.3 (Amount of Annual Pension Payments) of the Employment Agreement is amended by deleting the first sentence and inserting the following:

> The Executive's annual Pension Payments shall be 45% of his Five-Year Average Compensation. This percentage will increase to 50% if the Executive and the Company agree to extend the Employment Agreement for an additional year (beginning October 1, 2003) and to 55% if they agree to extend it for a second year (beginning October 1, 2004).

7. Section 9 (Consulting Agreement) of the Employment Agreement, paragraph (c), is amended to read in its entirety as follows:

> (c) In consideration for the consulting services to be rendered by the Executive, the Company shall pay the Executive during the first and second years of consultation an amount equal to 75% and 60%, respectively, of his Five-Year Average Compensation (as defined in Section 6.3).

IN WITNESS WHEREOF, the Company and the Executive have signed this Amendment No. 1 as of the date first above written.

Executive	Leggett & Platt, Incorporated
/s/ Felix E. Wright	By: /s/ Ernest C. Jett
Felix E. Wright	
	Name: Ernest C. Jett
	Title: Vice President

EXHIBIT 12

LEGGETT AND PLATT, INCORPORATED AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(Amounts in millions of dollars)

	Nine Months Ended		Twelve Months Ended December 31,				
	9/30/02	9/30/01	2001	2000	1999	1998	1997
Earnings							
Income from continuing operations before income tax	$287.8	$241.2	$297.3	$418.6	$462.6	$395.6	$333.3
Interest expense (excluding amount capitalized)	31.9	46.2	58.8	66.3	43.0	38.5	31.8
Portion of rental expense under operating leases representative of an interest factor	9.1	8.1	10.6	9.4	8.2	6.7	6.1
Total earnings	$328.8	$295.5	$366.7	$494.3	$513.8	$440.8	$371.2
Fixed charges							
Interest expense (including amount capitalized)	$33.0	$47.3	$60.2	$67.7	$44.0	$39.2	$32.7
Portion of rental expense under operating leases representative of an interest factor	9.1	8.1	10.6	9.4	8.2	6.7	6.1
Total fixed charges	$42.1	$55.4	$70.8	$77.1	$52.2	$45.9	$38.8
Ratio of earnings to fixed charges	7.8	5.3	5.2	6.4	9.8	9.6	9.6

Earnings consist principally of income from continuing operations before income taxes, plus fixed charges. Fixed charges consist principally of interest costs.

EXHIBIT 99.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Leggett & Platt, Incorporated (the "Company") on Form 10-Q for the period ending September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Felix E. Wright, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Felix E. Wright
- -------------------
Felix E. Wright
Chairman and Chief Executive Officer

November 13, 2002

EXHIBIT 99.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Leggett & Platt, Incorporated (the "Company") on Form 10-Q for the period ending September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael A. Glauber, Senior Vice President, Finance and Administration of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael A. Glauber
- ----------------------
Michael A. Glauber
Senior Vice President
Finance and Administration

November 13, 2002