

Form PTO-1594

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Spuhl Holding AG

- Individual(s)
- General Partnership
- Corporation-State Switzerland
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Youngflex AG

Internal

Address: Baarerstrasse 8

Street Address: 6301 Zug, Switzerland

City: _____ State: _____ Zip: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Switzerland
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: June 24, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 982,230 and 1,036,442

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John D. Poffenberger, Esq.

Internal Address: WOOD, HERRON & EVANS, LLP

Street Address: 2700 Carew Tower

City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 80.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-3000

DO NOT USE THIS SPACE

9. Signature.

J. Dwight Poffenberger, Jr., Esq. RN 35,324

Name of Person Signing

J. Dwight Poffenberger Jr.
Signature

April 15, 2004

Date

Total number of pages including cover sheet, attachments, and document: 18

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$66.00 233000 0982230

Serial No.: 72/459,553
 Registration No.: 1,036,442
 Issued: March 23, 1976
 Applicant: Youngflex AG
 For the Mark: MISCELLANEOUS DESIGN (Spiral)

Cincinnati, Ohio 45202

Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, Virginia 22202-3514

Sir:

DESIGNATION OF DOMESTIC REPRESENTATIVE

JOHN D. POFFENBERGER, whose postal address is Wood, Herron & Evans, L.L.P., 2700 Carew Tower, Cincinnati, Ohio 45202, is hereby designated applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

YOUNGFLEX A.G.

By: 
 Walter Eisenhut

Title: Director

Serial No.: 72/401,437
Registration No.: 982,230
Issued: April 16, 1974
Applicant: Youngflex AG
For the Mark: SPUHL

Cincinnati, Ohio 45202

Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3514

Sir:

DESIGNATION OF DOMESTIC REPRESENTATIVE

JOHN D. POFFENBERGER, whose postal address is Wood, Herron & Evans, L.L.P., 2700 Carew Tower, Cincinnati, Ohio 45202, is hereby designated applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

YOUNGFLEX A.G.

By: 
Walter Eisenhut

Title: Director

PUBLIC DOCUMENT

regarding the

Resolutions of the Extraordinary General Meeting concerning

1. the approval of the merger pursuant to the merger agreement
2. dissolution by merger pursuant to art. 748 OR

of

Spühl Holding AG

located in Zug

on June 24, 1999.

An extraordinary general meeting of the above corporation took place in the offices and in the presence of the undersigned public recording official of the canton of Zug, Franziska Fisch, attorney, Baarerstrasse 8, 6301 Zug. Pursuant to the regulations of the Swiss Code of Obligations (Obligationsrecht, OR), these resolutions are recorded as follows:

1. Statement of Facts

Mr. Eric Stupp, attorney, DOB April 10, 1965, of Basel Stadt, in Herliberg, opens the meeting on behalf and by order of the shareholders as chairman ad hoc and president pro tem and takes the chair. He also takes the minutes.

The chairman states:

- No company representatives or other dependent proxies pursuant to art. 689c OR are proposed and no portfolio representatives pursuant to art. 689d OR exercise participation rights;
- The entire share capital of the company in the amount of SFr. 6,200,000 that is entitled to participate in the general meeting of shareholders is represented;
- Today's general meeting is constituted as a universal meeting pursuant to art. 701 OR, and it constitutes a quorum.

No objections to this statement are raised.

[Seal]

TRADEMARK

REEL: 002832 FRAME: 0260

II. Merger Agreement

The chairman presents the following document:

Merger agreement between the company and Youngflex AG dated June 24, 1999, including the merger balance sheet of Spühl Holding AG as of December 31, 1998.

III. Resolution

Based on this document, the general meeting passes the following resolution unanimously and without discussion:

1. The merger pursuant to the merger agreement between the company and Youngflex AG, dated June 24, 1999, shall be approved without discussion.
2. The company shall be dissolved by merger with Youngflex AG, Zug, without liquidation.

IV. Application for entry in the Commercial Register

The Board of Directors shall be obliged to execute the resolutions of the general meeting and to submit the necessary application for entry in the commercial register (see art. 716A, sect. 1, number 6, in connection with art. 748 number 7 OR).

Furthermore, Mr. Eric Stupp, attorney, DOB April 10, 1965, of Basel Stadt, in Herrliberg, is hereby authorized to make any changes to the articles of incorporation or to this document that become necessary due to objections of the commercial register authority, by means of a publicly notarized addendum on behalf of all shareholders.

Zug, June 24, 1999.

The chairman and person taking the minutes:

Eric Stupp

[Seal]

Page 3**[Summary of this page]**

Franziska Fisch publicly notarizes that the document is consistent with her observations of the resolutions that were passed at the general meeting of Spühl Holding AG. The document was signed by Mr. Eric Stupp in her presence. Mr. Stupp is personally known by her. This page lists the number of copies and to whom they were delivered.

MERGER AGREEMENT

between

Youngflex AG
c/o Bär & Karrer
Baarerstrasse 8
6301 Zug

and

Spühl Holding AG
c/o Interconsulta Revisions- und Treuhand AG
Poststrasse 9
6300 Zug

* * * * *

Preamble

In connection with the reorganization of Leggett & Platt's subsidiaries in Switzerland, Spühl Holding AG is to be absorbed through merger by its sister company Youngflex AG.

Based on this, the parties agree:

1. Youngflex AG, located in Zug, plans to acquire Spühl Holding AG, located in Zug, by means of merger pursuant to art. 748 of the Swiss Code of Obligations (Obligationsrecht, OR).
2. The merger pursuant to art. 748 OR shall be executed based on the attached merger balance sheet of Spühl Holding AG as of December 31, 1998. All assets of Spühl Holding AG shall thus be transferred to Youngflex AG by means of general succession. The merger balance sheet of Spühl Holding AG as of December 31, 1998, represents an integral part of this merger agreement and is attached to it. According to this balance sheet, Spühl Holding shows the following assets and total equities and liabilities:

Assets	SFr. 33,019,000
Total equities and liabilities (without equity capital)	SFr. 9,074,000
Reserves	SFr. 17,745,000
Share capital	SFr. 6,200,000

Per the merger balance sheet, the merger that is based on this agreement is executed retroactively to December 31, 1998. Any liabilities that Spühl Holding AG incurred and any assets the company acquired as of the cutoff date of the merger balance sheet are deemed to be acquired by general succession.

3. In connection with the merger, the share capital of Youngflex AG is increased by SFr. 6,200,000 from SFr. 1,100,000 to SFr. 7,300,000
4. As consideration, L&P International Holdings Company, the sole shareholder of Spühl Holding AG, receives 12,400 fully paid registered shares of Youngflex AG at a nominal value of SFr. 500 each. The parties consider the exchange to be appropriate.
5. In performance of this agreement, Spühl Holding AG will be dissolved. Due to the merger of the two companies, the registered shares of Spühl Holding AG become invalid and will be destroyed.
6. This agreement is subject to the approval of the merger according to the merger agreement by the general assemblies of Youngflex AG and Spühl Holding AG.

This agreement is executed in four copies.

Youngflex AG

Location, Date

Walter Eisenhut

Only member of

The Board of Directors

Spühl Holding AG

Location, Date

Reto Consoni

Board of Directors

Eric Stupp

Board of Directors

Attachment:

Merger balance sheet of Spühl Holding AG as of December 31, 1998.

*Spühl Holding AG merged into
Youngflex AG with Youngflex
AG the surviving entity*

ÖFFENTLICHE URKUNDE

über

die Beschlüsse der ausserordentlichen Generalversammlung betreffend

1. Genehmigung der Fusion nach Massgabe des Fusionsvertrages

2. Auflösung durch Fusion im Sinne von Art. 748 OR

der

Spühl Holding AG

mit Sitz in Zug

vom 24. Juni 1999

In der Kanzlei und im Beisein der unterzeichneten öffentlichen Urkundsperson des Kantons Zug, Franziska Fisch, Rechtsanwältin, Baarerstrasse 8, 6301 Zug, hat eine ausserordentliche Generalversammlung der obenerwähnten Gesellschaft stattgefunden. Über deren Beschlüsse wird nach den Bestimmungen des Schweizerischen Obligationenrechts (OR) folgendes protokolliert:

I. FESTSTELLUNGEN

Herr RA Eric Stupp, geboren am 10. April 1965, von Basel Stadt, in Herrliberg, eröffnet namens und im Auftrag der Aktionäre als Vorsitzender ad hoc bzw. Tagespräsident die Versammlung und übernimmt den Vorsitz. Er amtiert gleichzeitig als Protokollführer.

Der Vorsitzende stellt fest:

- es sind weder Organvertreter noch andere abhängige Stimmrechtsvertreter im Sinne von Art. 689c OR vorgeschlagen, noch üben Depotvertreter im Sinne von Art. 689d OR Mitwirkungsrechte aus;
- das gesamte, zur Teilnahme an der Generalversammlung berechnete Aktienkapital der Gesellschaft von CHF 6'200'000 ist vertreten;
- die heutige Generalversammlung ist als Universalversammlung im Sinne von Art. 701 OR konstituiert und beschlussfähig.

Gegen diese Feststellung wird kein Widerspruch erhoben.



II. FUSIONSVERTRAG

Der Vorsitzende legt folgenden Beleg vor:

- Fusionsvertrag zwischen der Gesellschaft und der Youngflex AG vom 24. Juni 1999 mit Fusionsbilanz der Spühl Holding AG per 31. Dezember 1998.

III. BESCHLUSSESSUMME

Aufgrund dieses Beleges beschliesst die Generalversammlung diskussionslos einstimmig:

1. Die Fusion nach Massgabe des Fusionsvertrages zwischen der Gesellschaft und der Youngflex AG vom 24. Juni 1999 wird diskussionslos genehmigt.
2. Die Gesellschaft wird durch Fusion mit der Youngflex AG, Zug, ohne Liquidation aufgelöst (Art. 748 OR).


IV. ANMELDUNG HANDELSREGISTER

Der Verwaltungsrat hat die Aufgabe, die Beschlüsse der Generalversammlung auszuführen und die erforderliche Handelsregisteranmeldung abzugeben (vgl. Art. 716a Abs. 1 Ziff. 6 i.V.m. mit Art. 748 Ziff. 7 OR).

Ferner wird Herr RA Eric Stupp, geboren am 10. April 1965, von Basel Stadt, in Herdern, ermächtigt, allfällige, wegen Beanstandung durch die Handelsregisterbehörde erforderliche Änderungen an den Statuten oder an der vorliegenden Urkunde durch einen öffentlich beurkundeten Nachtrag namens aller Gesellschafter vorzunehmen.

Zug, 24. Juni 1999

Der Vorsitzende und Protokollführer:


Eric Stupp



ÖFFENTLICHE BEURKUNDUNG

Die unterzeichnete öffentliche Urkundsperson des Kantons Zug, Franziska Fisch, Rechtsanwältin, Baarerstr. 8, 6301 Zug,

beurkundet hiermit öffentlich:

1. Diese Urkunde stimmt mit den von mir gemachten Wahrnehmungen anlässlich der ausserordentlichen Generalversammlung der Spühl Holding AG überein und ist in meiner Gegenwart von Herrn Eric Stupp unterzeichnet worden.
2. Herr Eric Stupp ist mir persönlich bekannt.
3. Diese Urkunde ist in 8 Exemplaren ausgefertigt, und zwar:
 - 1 Exemplar für die Urkundsperson
 - 1 Exemplar für das Handelsregisteramt
 - 1 Exemplar für die Eidg. Steuerverwaltung
 - 1 Exemplar für die Revisionsstelle
 - 4 Exemplare für die Gesellschaft

Zug, 24. Juni 1999



Die Urkundsperson:

Franziska Fisch

Franziska Fisch

X0751120

TRADEMARK

REEL: 002832 FRAME: 0268

FUSIONSVERTRAG

zwischen

Youngflex AG
c/o Hür & Karrer
Haarerstrasse 8
6301 Zug

einerseits

und

Spühl Holding AG
c/o Interconsulta Revisions- und Treuhand AG
Poststrasse 9
6300 Zug

andererseits

Präambel

Im Rahmen der Neuorganisation der Tochtergesellschaften von Leggett & Platt in der Schweiz soll die Spühl Holding AG auf dem Wege der Fusion von ihrer Schwwestergesellschaft, der Youngflex AG, absorbiert werden.

TRADEMARK

REEL: 002832 FRAME: 0269

Darauf gestützt vereinbaren die Parteien was folgt:

1. Die Youngflex AG mit Sitz in Zug beabsichtigt, mittels Fusion im Sinne von Art. 748 des Schweizerischen Obligationenrechts (OR) die Spühl Holding AG mit Sitz in Zug zu übernehmen.
2. Die Fusion im Sinne von Art. 748 OR wird auf der Grundlage der beiliegenden Fusionsbilanz der Spühl Holding AG per 31. Dezember 1998 vollzogen. Das gesamte Vermögen der Spühl Holding AG geht demnach auf dem Wege der Universalsukzession auf die Youngflex AG über. Die Fusionsbilanz der Spühl Holding AG per 31. Dezember 1998 bildet einen integrierenden Bestandteil dieses Fusionsvertrages und ist diesem beigeheftet. Gemäss dieser Bilanz weist die Spühl Holding AG folgende Aktiven und Passiven aus:

Aktiven	CHF	33'019'000
Passiven ohne Eigenkapital	CHF	9'074'000
Reserven	CHF	17'745'000
Aktienkapital	CHF	6'200'000

Der Fusionsbilanz entsprechend erfolgt die auf diesem Vertrag beruhende Fusion rückwirkend auf den 31. Dezember 1998. Sämtliche seit dem Stichtag der Fusionsbilanz von der Spühl Holding AG eingegangenen Verbindlichkeiten und erworbenen Aktiven gelten als durch Universalsukzession mitübernommen.

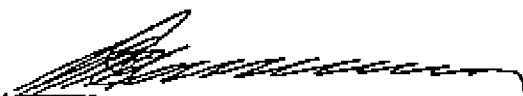
3. Im Rahmen der Fusion wird das Aktienkapital der Youngflex AG von CHF 1'100'000 um CHF 6'200'000 auf CHF 7'300'000 erhöht.
4. Als Gegenleistung erhält die L&P International Holdings Company, Alleinaktionärin der Spühl Holding AG, 12'400 als voll liberiert geltende Namensaktien zu je CHF 500 Nennwert an der Youngflex AG. Die Parteien erachten das Austauschverhältnis als angemessen.
5. In Erfüllung dieses Vertrages wird die Spühl Holding AG aufgelöst. Durch die Fusion der beiden Gesellschaften erlöschen die Namensaktien der Spühl Holding AG und werden vernichtet.
6. Die Wirksamkeit des vorliegenden Vertrages steht unter dem Vorbehalt, dass die Generalversammlungen der Youngflex AG und der Spühl Holding AG die Fusion nach Massgabe des Fusionsvertrages genehmigen.

Dieser Vertrag wird in vier Exemplaren ausgefertigt.

Youngflex AG

W. Eisenhut, 15.6.99

Ort, Datum



Walter Eisenhut
Einziges Mitglied
des Verwaltungsrates

Spühl Holding AG

St. Gallen, 15.6.99

Ort, Datum

Zürich, 24.6.99



Reto Consoni
Verwaltungsrat



Eric Stupp
Verwaltungsrat

Anhang:

Fusionsbilanz der Spühl Holding AG per 31. Dezember 1998

SpQtd Holding AG, Zug

Balance Sheet as at December 31, 1998

	<u>1998</u> in TCHF	<u>1997</u> in TCHF
ASSETS		
Current assets		
Cash	7	5
Other assets	3'220	0
Total current assets	<u>3'227</u>	<u>5</u>
Fixed assets		
Investments	29'118	18'000
Treasury stock	674	674
Total fixed assets	<u>29'792</u>	<u>18'674</u>
Total Assets	<u>33'019</u>	<u>18'679</u>
LIABILITIES AND CAPITAL		
Liabilities		
Other liabilities (short term)	29	28
Accounts due to group companies	9'036	3'956
Accrued expenses (short-term)	9	37
Total liabilities	<u>9'074</u>	<u>4'021</u>
Shareholders equity		
Share capital	6'200	6'200
Legal reserve	1'835	1'835
Other reserves	100	100
Reserve for treasury stock	674	674
Balance income		
- Retained earnings 1.1.	5'849	5'747
- Net income	9'287	102
Total shareholders equity	<u>23'945</u>	<u>14'658</u>
Total liabilities and capital	<u>33'019</u>	<u>18'679</u>

TRADEMARK

REEL: 002832 FRAME: 0272

Spöhl Holding AG, Zug

Notes 1998

Participations:

Spöhl AG St. Gallen, Wittenbach

Share capital: CHF 5'000'000
Share of participation: 100%
Main business: Production and sale of machines

31.12.98	31.12.97
in CHF	in CHF
18'000'000	18'000'000

Leggett & Platt Denmark APS

Share capital: DKK 3'300'000
Share of participation: 100%
Main business: Holding Company

11'180'72

The ultimate shareholder, Leggett and Platt Inc., Carthage, Missouri, prepares and publishes consolidated financial statements containing the financial statements of Spöhl Holding AG. Therefore no consolidated financial statements are prepared by the company as of December 31, 1998.

Treasury stock:

Position as of Dec. 31, 1998: 1765 registered shares with a par value of CHF 100 at CHF 381,60

673'577 673'577

There are no additional information to be disclosed according to paragraph 663b swiss Code of Obligations.

Spqth Holding AG, Zug

Income Statement 1998

	<u>1998</u> in TCHF	<u>1997</u> in TCHF
Income		
Income from Investments	8'200	0
License Income	<u>446</u>	<u>474</u>
	9'646	474
Expense		
Interest expense	343	196
Fees	2	97
Social security	-2	6
Legal and professional fees	4	16
License fee	4	4
Other expense	8	6
Accruals für taxes	<u>0</u>	<u>23</u>
	352	342
Income before taxes	9'294	132
Taxes	7	30
Net income	<u><u>9'287</u></u>	<u><u>102</u></u>

JOHN D. POFFENBERGER
 BRUCE TITTEL
 DONALD F. FREI
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 THOMAS W. HUMPHREY
 SCOTT A. STINEBRUNER (MN BAR ONLY)

WOOD, HERRON & EVANS, L.L.P.

2700 Carew Tower
 441 Vine Street
 Cincinnati, Ohio 45202-2917
 (513) 241-2324

EDMUND P. WOOD
 1923-1968
 TRUMAN A. HERRON
 1935-1976
 EDWARD B. EVANS
 1936-1971

FAX (513) 421-7269

E-Mail Address: info@whepatent.com

*PATENT, TRADEMARK, COPYRIGHT
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 AND RELATED LITIGATION*

TRADEMARK AND INT'L
 PATENT ADMINISTRATION
 KATHRYN P. EVANS
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