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LEATHER FACTORY INC  
Form S-3/A  
November 10, 2004

As filed with the Securities and Exchange Commission on November 10, 2004  
Registration No. 333-07147

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 2  
TO  
FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

THE LEATHER FACTORY, INC.  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

75-2543540  
(I.R.S. Employer  
Identification Number)

3847 EAST LOOP 820 SOUTH  
FORT WORTH, TEXAS 76119  
(817) 496-4414  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)

WRAY THOMPSON  
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER  
THE LEATHER FACTORY, INC.  
3847 EAST LOOP 820 SOUTH  
FORT WORTH, TEXAS 76119  
(817) 496-4414  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Agent For Service)

COPY TO:  
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PATRICK A. REARDON  
ATTORNEY-AT-LAW  
210 WEST 6TH STREET, SUITE 401  
FORT WORTH, TEXAS  
(817) 348-8801  
FAX: (817) 348-8804

Approximate date of commencement of proposed sale to the public:  
From time to time after this registration statement becomes effective

If the only securities being registered on this form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box.

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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### CALCULATION OF REGISTRATION FEE

TITLE OF CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	AMOUNT OF AGGREGATE OFFERING PRICE
Common Stock, \$.0024 par value	350,000	\$ 4.19	\$ 1,466,500.00