

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Restoration Hardware, Inc.		06/19/2006	CORPORATION: DELAWARE
The Michael's Furniture Company, Inc.		06/19/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Bank of America, N.A., As Agent
Street Address:	40 Broad Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	National Association:

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2563076	FAMOUS FALL LIGHTING SALE
Registration Number:	2583562	GRAFTON PARK
Registration Number:	2558031	HOLIDAY WIT & WISDOM
Registration Number:	2864126	PARADIGM
Registration Number:	2048579	RESTORATION HARDWARE
Serial Number:	78771180	BROCADE HOME
Serial Number:	78819811	OUR BED, YOUR STYLE
Serial Number:	78819803	OUR CHAIR, YOUR STYLE
Serial Number:	78658946	OUR DRAPERY, YOUR STYLE
Serial Number:	78701617	OUR SOFA, YOUR STYLE

CORRESPONDENCE DATA

Fax Number: (703)415-1557

CH \$265.00 2563076

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 703-415-1555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 2001 Jefferson Davis, Hwy., Suite 1007
Address Line 4: Arlington, VIRGINIA 22202

ATTORNEY DOCKET NUMBER:	6070800 TM
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	07/26/2006

Total Attachments: 4
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AMENDMENT No. 2 TO TRADEMARK AND SECURITY AGREEMENT

Reference is made to that certain Eighth Amended and Restated Credit Agreement, dated as of June 19, 2006 (as amended, supplemented or modified from time to time, the "Credit Agreement"), by and among **RESTORATION HARDWARE, INC.**, a Delaware corporation, and **THE MICHAELS FURNITURE COMPANY, INC.**, a California corporation (individually, a "Borrower" and collectively, the "Borrowers"), Bank of America, N.A., as a Lender and agent for the Lenders (in such capacity, the "Agent") and certain other Lenders party thereto from time to time.

Reference is also hereby made to that certain Trademark and Security Agreement dated as of September 27, 2000 (as amended and in effect, the "Security Agreement") by and among the Borrowers and Fleet Capital Corporation, as predecessor in interest to the Agent. All capitalized terms not otherwise defined herein shall have the meaning given such terms in the Security Agreement or the Credit Agreement, as applicable.

The Borrowers have informed the Agent that the Borrowers have acquired additional Trademarks as set forth on Schedule A attached hereto. In accordance with the terms of the Security Agreement, the Borrowers hereby deliver to the Agent an updated Schedule A to the Security Agreement.

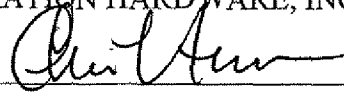
The Borrowers hereby represent, warrant and covenant to and with the Agent that Schedule A hereto sets forth the Trademarks presently owned by the Borrowers under the Security Agreement. Schedule A attached hereto shall supersede the Schedule A presently attached to the Security Agreement and shall hereafter be attached as Schedule A to the Security Agreement.

IN WITNESS WHEREOF, each of the parties hereto have caused this Amendment No. 2 to Trademark and Security Agreement to be executed by its duly authorized representatives as of June 14, 2006.

BORROWERS:

RESTORATION HARDWARE, INC.

By:



Name: CHRIS NEWMAN

Title: SENIOR VICE PRESIDENT CHIEF FINANCIAL OFFICER AND SECRETARY

THE MICHAEL'S FURNITURE COMPANY, INC.

By:



Name: CHRIS NEWMAN

Title: CHIEF FINANCIAL OFFICER AND SECRETARY

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By:

Name: _____

Title: _____

IN WITNESS WHEREOF, each of the parties hereto have caused this Amendment No. 2 to Trademark and Security Agreement to be executed by its duly authorized representatives as of June 19, 2006.

BORROWERS:

RESTORATION HARDWARE, INC.

By: _____
Name: _____
Title: _____

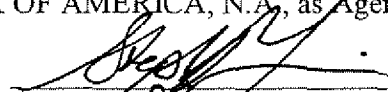
THE MICHAEL'S FURNITURE
COMPANY, INC.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By:


Name: Stephen J. Garvin
Title: Managing Director

SCHEDULE A

TRADEMARK	COUNTRY	CLASS(ES)	APPL. NO FILING DATE	REG NO. ISSUE DATE
BROCADE HOME	Canada		1282670 12/12/2005	
BROCADE HOME	US	4, 8, 11, 16, 20, 21, 24, 27, 28, 35	78/771180 12/12/2005	
FAMOUS FALL LIGHTING SCALE	US	35	76/058786 05/27/2000	2563076 04/23/2002
GRAFTON PARK	US	20, 21	76/124909 09/07/2000	2583562 06/18/2002
HOLIDAY WIT & WISDOM	US	35	76/058785 05/27/2000	2558031 04/09/2002
OUR BED, YOUR STYLE	Canada		1290813 02/21/2006	
OUR BED, YOUR STYLE	US	20	78/819811 02/21/2006	
OUR CHAIR, YOUR STYLE	Canada		1290815 02/21/2006	
OUR CHAIR, YOUR STYLE	US	20	78/819803 02/21/2006	
OUR DRAPERY, YOUR STYLE	Canada		1259590 06/01/2005	
OUR DRAPERY, YOUR STYLE	US	24	78/658946 06/27/2005	
OUR SOFA, YOUR STYLE	Canada		1266194 07/26/2005	
OUR SOFA, YOUR STYLE	US	20	78/701617 08/26/2005	
PARADIGM	US	24, 25, 27	76/421331 06/12/2002	2864126 07/20/2004
RESTORATION HARDWARE	Canada		829912 11/26/1996	505610 12/16/1998
RESTORATION HARDWARE	Mexico	42	286271 02/07/1997	553715 07/29/1997
RESTORATION HARDWARE	US	42	74/584098 10/11/1994	2048579 04/01/1997
RESTORATION HARDWARE (Stylized)	Canada		1070730 08/10/2000	585231 07/15/2003
RESTORATION HARDWARE (Stylized)	China	35	2000065002 05/15/2000	1659685 10/28/2001
RESTORATION HARDWARE (Stylized)	European Union	8, 11, 20, 35	1637404 05/03/2000	1637404 03/15/2002
RESTORATION HARDWARE (Stylized)	Hong Kong	35	05/06/2000	B15944/2002 12/13/2002
RESTORATION HARDWARE (Stylized)	Japan	8, 11, 20, 35	2000-048711 05/01/2000	4583948 07/05/2002
RESTORATION HARDWARE (Stylized)	Singapore	35	T00/07685J 05/09/2000	T00/07685J 05/09/2000
RESTORATION HARDWARE (Stylized)	Taiwan	35	89024484 05/04/2000	149527 10/01/2001

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