

Breeden John E
 Form 4
 November 19, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Breeden John E

2. Issuer Name and Ticker or Trading Symbol
 Q2 Holdings, Inc. [QTWO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 13785 RESEARCH BLVD., SUITE 150
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Operations

AUSTIN, TX 78750

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/15/2018		M	V	\$ 7,500	A	70,247 D
Common Stock	11/15/2018		S ⁽¹⁾	V	\$ 50.58	D	62,747 D
					⁽²⁾		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 19.26	11/15/2018		M	7,500	02/16/2017 ⁽³⁾ 02/16/2023	Common Stock 7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Breeden John E 13785 RESEARCH BLVD. SUITE 150 AUSTIN, TX 78750			EVP, Operations	

Signatures

/s/ M. Scott Kerr,
attorney-in-fact
Date: 11/19/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares sold pursuant to Reporting Person's 10b5-1 Trading Plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.90 to \$51.27 inclusive. Reporting Person undertakes to provide to Q2 Holdings, Inc., any security holder of Q2 Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) This option grant vested as to 1/4 of the total option grant on February 16, 2017, and thereafter as to 1/48 of the total option grant monthly. The option grant becomes exercisable as it vests.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Three Months Ended Six Months Ended June 30, June 30, 2007 2006 2007 2006

Consulting fees

\$249 \$249 \$498 \$498

Office space and administrative services

34 99 74 204

Travel expenses

8 123 16 132

Total

\$291 \$471 \$588 \$834

In addition, HIL and Mr. Gumbiner perform services for certain affiliated entities that are not subsidiaries of the Company, for which they receive consulting fees, bonuses, stock options, profit interests or other forms of compensation and expenses. The Company recognizes a proportionate share of such compensation and expenses, based upon its ownership percentage in the affiliated entities, through the utilization of the equity method of accounting.

Table of Contents

THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
Six Months Ended June 30, 2007 and 2006
(unaudited)

HIL shares common offices, facilities and certain staff in its Dallas office with the Company. The Company pays certain common general and administrative expenses and charges HIL an overhead reimbursement fee for its allocable share of the expenses. For the three months ended June 30, 2007 and 2006, HIL reimbursed the Company \$37,000 and \$35,000, respectively, for such expenses. For the six months ended June 30, 2007 and 2006, HIL reimbursed the Company \$75,000 and \$74,000, respectively.

In April 2007, HIL committed to fund one-half of potential additional equity or subordinated debt funding calls of \$55,000,000, or \$27,500,000, by Hallwood Energy, to the extent other investors, including the Company, do not respond to a call. In June 2007, HIL funded that portion of the Company's share of the May Call in the amount of \$2,591,000 that the Company did not fund and is expected to contribute, along with the new lender, an additional amount in August 2007 to fully satisfy the May Call, to the extent other Hallwood Energy investors did not respond to the May Call.

Hallwood Energy. Hallwood Energy and its predecessor entities share common offices, facilities and certain staff in its Dallas office with the Company. Hallwood Energy reimburses the Company for its allocable share of the expenses. For the three months ended June 30, 2007 and 2006, Hallwood Energy reimbursed the Company \$65,000 and \$97,000 for such expenses, respectively. For the six months ended June 30, 2007 and 2006, Hallwood Energy reimbursed the Company \$125,000 and \$132,000, respectively.

Note 10 Litigation, Contingencies and Commitments

Reference is made to Note 20 to the consolidated financial statements contained in Form 10-K for the year ended December 31, 2006.

Litigation. From time to time, the Company, certain of its affiliates and others have been named as defendants in lawsuits relating to various transactions in which it or its affiliated entities participated. In the Company's opinion, no litigation in which the Company, subsidiaries or affiliates is a party is likely to have a material adverse effect on its financial condition, results of operation or cash flows.

On July 31, 2007, Nextec Applications, Inc. filed *Nextec Applications, Inc. v. Brookwood Companies Incorporated and The Hallwood Group Incorporated* in the United States District Court for the Southern District of New York (SDNY No. CV 07-6901) claiming that the defendants infringed five United States patents pertaining to internally-coated webs: U.S. Patent No. 5,418,051; 5,856,245; 5,869,172; 6,071,602 and 6,129,978. Brookwood and the Company intend to respond to the complaint and vigorously defend these claims.

Hallwood Energy. As a significant investor in Hallwood Energy, the Company may be impacted by litigation involving Hallwood Energy. Refer to Note 3 for a further description of certain litigation involving Hallwood Energy.

Environmental Contingencies. A number of jurisdictions in which the Company operates have adopted laws and regulations relating to environmental matters. Such laws and regulations may require the Company to secure governmental permits and approvals and undertake measures to comply therewith. Compliance with the requirements imposed may be time-consuming and costly. While environmental considerations, by themselves, have not significantly affected the Company's business to date, it is possible that such considerations may have a significant and adverse impact in the future. The Company actively monitors its environmental compliance and while certain matters currently exist, management is not aware of any compliance issues which will significantly impact the financial position, operations or cash flows of the Company.

In August 2005, the Rhode Island Department of Health (RIDOH) issued a compliance order to Kenyon Industries, Inc., a wholly owned subsidiary of Brookwood, (Kenyon), alleging that Kenyon is a non-community water system and ordering Kenyon to comply with the RIDOH program for public water supply systems. Kenyon contested the compliance order and an administrative hearing was held in November 2005. No decision has been rendered. Complying with the RIDOH requirements would necessitate revamping of the plant's water supply system and associated costs of approximately \$100,000.

In August 2005, Kenyon received a Notice of Alleged Violation from The Rhode Island Department of Environmental Management (RIDEM) with notification that Kenyon had failed to comply timely with a requirement to test the destruction efficiency of a thermal oxidizer at its Kenyon plant and that when the test was conducted the equipment was not operating at the required efficiency. Since that time, Kenyon has upgraded and retested the equipment, which met the requirements on the retest. RIDEM has requested additional information regarding the failed test and Kenyon s remedial actions, which Kenyon has provided.

Table of Contents

THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
Six Months Ended June 30, 2007 and 2006
(unaudited)

In February 2007, RIDEM issued a Notice of Violation (NOV) accompanied by a \$14,000 fine. Kenyon requested an informal hearing to dispute the allegations in the NOV and the fine. As a result of the informal hearing held in March 2007, a consent agreement was executed and a \$9,500 fine was remitted to RIDEM to close this matter.

In June 2007, RIDEM issued a NOV to Kenyon, alleging that the Company violated certain provisions of its wastewater discharge permit and seeking an administrative penalty of \$79,000. Kenyon has filed an Answer and Request for Hearing in which it disputes certain allegations in the NOV and the amount of the penalty.

Note 11 Segments and Related Information

The following represents the Company's reportable segment operations for the three months and six months ended June 30, 2007 and 2006, respectively (in thousands):

	Textile Products	Energy	Other	Consolidated
Three months ended June 30, 2007				
Total revenue from external sources	\$ 32,065			\$ 32,065
Operating income (loss)	\$ 2,653	\$	\$ (1,273)	\$ 1,380
Other income (loss), net	(284)	(1,793)	56	(2,021)
Income (loss) before income taxes	\$ 2,369	\$ (1,793)	\$ (1,217)	\$ (641)
Three months ended June 30, 2006				
Total revenue from external sources	\$ 28,698			\$ 28,698
Operating income (loss)	\$ 1,401	\$	\$ (1,333)	\$ 68
Other income (loss), net	(134)	(684)	126	(692)
Income (loss) before income taxes	\$ 1,267	\$ (684)	\$ (1,207)	\$ (624)
Six months ended June 30, 2007				
Total revenue from external sources	\$ 60,373			\$ 60,373
Operating income (loss)	\$ 3,151	\$	\$ (2,356)	\$ 795
Other income (loss), net	(510)	(12,284)	237	(12,557)
Income (loss) before income taxes	\$ 2,641	\$ (12,284)	\$ (2,119)	\$ (11,762)
Six months ended June 30, 2006				
Total revenue from external sources	\$ 59,473			\$ 59,473

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Operating income (loss)	\$ 3,876	\$	\$ (2,502)	\$ 1,374
Other income (loss), net	(251)	(1,034)	234	(1,051)
Income (loss) before income taxes	\$ 3,625	\$ (1,034)	\$ (2,268)	\$ 323

No differences have occurred in the basis or methodologies used in the preparation of this interim segment information from those used in the December 31, 2006 annual report. The total assets for the Company's operating segments have not materially changed since the December 31, 2006 annual report.

Page 20

Table of Contents

THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
Six Months Ended June 30, 2007 and 2006
(unaudited)

Note 12 Proposed Plan of Liquidation

On June 18, 2007, the Company received a proposal from Anthony J. Gumbiner, the chairman of the board and beneficial owner of 66% of the outstanding common shares of the Company.

Mr. Gumbiner proposed that the Company's board of directors consider a liquidation of the Company that would include a sale of all of the Company's interests in its Brookwood subsidiary and a disposition of all of the Company's interests in Hallwood Energy. As part of the liquidation proposal, Mr. Gumbiner proposed that Brookwood be sold for cash and the net sale proceeds be distributed to all the Company shareholders pro rata. He also proposed that his pro rata portion of the Company's interests in Hallwood Energy be distributed to him and that he enter into negotiations to purchase the Company's remaining interests in Hallwood Energy for cash, which would be distributed to the other shareholders of the Company. Finally, Mr. Gumbiner proposed that if he were to purchase the Company's remaining interests in Hallwood Energy, other accredited and otherwise qualified shareholders of the Company be given the opportunity to receive in lieu of cash a pro rata portion of the Hallwood Energy interests.

The Company's board of directors has established a special committee of directors to review the proposal. The special committee has been authorized by the Company's board of directors to review any alternative proposals that may be received by the Company or the special committee. No decisions have been made by the special committee with respect to whether to recommend approval of the proposal to the Company's board of directors. There can be no assurance that any agreement on terms satisfactory to the special committee will result from the special committee's evaluation of the proposal by Mr. Gumbiner or any other proposals, or that any transaction will be completed.

Page 21

Table of Contents

THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES

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

Overview

General. The Company is a holding company with interests in textiles and energy.

Textile Products. The Company derives substantially all of its operating revenues from the textile activities of its Brookwood Companies Incorporated (Brookwood) subsidiary; consequently, the Company's success is highly dependent upon Brookwood's success. Brookwood's success will be influenced in varying degrees by its ability to continue sales to existing customers, cost and availability of supplies, Brookwood's response to competition, its ability to generate new markets and products and the effect of global trade regulation. Although the Company's textile activities have generated positive cash flow in recent years, there is no assurance that this trend will continue.

While Brookwood has enjoyed substantial growth from its military business, there is no assurance this trend will continue. Brookwood's sales to the customers from whom it derives its military business have been more volatile and difficult to predict, a trend the Company believes will continue. In recent years, orders from the military for goods generally were significantly affected by the increased activity of the U.S. military. If this activity does not continue or declines, then orders from the military generally, including orders for Brookwood's products, may be similarly affected. Military sales of \$16,656,000 and \$28,692,000 for the 2007 second quarter and six month periods, respectively, were 26% higher and 1% lower than the comparable periods in 2006 of \$13,186,000 and \$28,914,000.

The military had limited orders in the 2007 first quarter and preceding quarters for existing products and adopted revised specifications for new products to replace the products for which Brookwood's customers have been suppliers. However, the U.S. Government recently released orders in the 2007 second quarter for goods that include Brookwood's products. Changes in specifications or orders presents a potential opportunity for additional sales; however, it is a continuing challenge to adjust to changing specifications and production requirements. Brookwood is currently conducting research and development on various processes and products intended to comply with the revised specifications and participating in the bidding process for the new military products. The 2007 second quarter sales includes revenue from some of these new military products. However, to the extent Brookwood's products are not included in future purchases by the U.S. government for any reason, Brookwood's sales could be adversely affected. In addition, the U.S. government is releasing contracts for shorter periods than in the past. The Company acknowledges the unpredictability in revenues and margins due to military sales and is unable at this time to predict future sale trends.

Unstable global nylon and chemical pricing, and increasing domestic energy costs, coupled with a varying product mix have and will continue to cause fluctuations in Brookwood's margins, a trend that appears likely to continue.

Brookwood continues to identify new market niches intended to replace sales lost to importers. In addition to its existing products and proprietary technologies, Brookwood has been developing advanced breathable, waterproof laminate and other materials, which have been well received by its customers. Continued development of these fabrics for military, industrial and consumer applications is a key element of Brookwood's business plan. The ongoing enterprise value of Brookwood is contingent on its ability to maintain its level of military business and adapt to the global textile industry; however, there can be no assurance that the positive results of the past can be sustained or that competitors will not aggressively seek to replace products developed by Brookwood.

The textile industry is also significantly affected by legislation and administrative actions restricting or liberalizing trade among world textile producing and consuming countries such as the North American Free Trade Agreement (NAFTA), the World Trade Organization (WTO), the anti-dumping and countervailing duty remedies and enforcement activities by the U.S. Government, and the value of the U.S. dollar in relation to other currencies and world economic developments. However, under NAFTA there are no textile and apparel quotas between the U.S. and either Mexico or Canada for products that meet certain origin criteria. Tariffs among the three countries are either already zero or are being phased out. Also, the WTO recently phased out textile and apparel quotas.

The U.S. has also approved the Central American-Dominican Republic Free Trade Agreement (CAFTA) with several Central American countries (Costa Rica, The Dominican Republic, El Salvador, Guatemala, Honduras and Nicaragua). Under CAFTA, textiles and apparel originating from CAFTA countries will be duty and quota-free,

provided that yarn formed in the U.S. or other CAFTA countries is used to produce the fabric. In addition, the United States recently implemented bilateral free trade agreements with Bahrain, Chile, Israel, Jordan, Morocco and Singapore. Although these actions have the effect of exposing

Table of Contents**THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Brookwood's market to the lower price structures of the other countries and, therefore, continuing to increase competitive pressures, management is not able to predict their specific impact.

The textile products business is not interdependent with the Company's other business operations. The Company does not guarantee the Brookwood bank facility and is not obligated to contribute additional capital.

Energy. Hallwood Energy is an upstream energy partnership engaging in the acquisition, development, exploration, production, and sale of hydrocarbons, with a primary focus on natural gas assets. Hallwood Energy's results of operations are and will be largely dependent on a variety of variable factors, including, but not limited to fluctuations in natural gas prices; success of its exploratory drilling activities; the ability to transport and sell its natural gas; regional and national regulatory matters; and the ability to secure, and price of, good and services necessary to develop its oil and gas leases. As of June 30, 2007, the Company owned approximately 25% (20% after consideration of profits interest) of Hallwood Energy.

Hallwood Energy will require significant additional capital investment over the next few years to acquire additional properties and to adequately explore and develop existing and any new properties.

Refer also to the section Investments in and Loans to Hallwood Energy for a further description of the Company's energy activities.

Presentation

The Company intends the discussion of its financial condition and results of operations that follows to provide information that will assist in understanding its financial statements, the changes in certain key items in those financial statements from year to year, and the primary factors that accounted for those changes, as well as how certain accounting principles, policies and estimates affect its financial statements.

Results of Operations

The Company reported a net loss for the 2007 second quarter of \$573,000, compared to a net loss of \$499,000 in 2006. Revenue for the 2007 second quarter was \$32,065,000, compared to \$28,698,000 in 2006.

The net loss for the 2007 six month period was \$7,897,000, compared to a net loss of \$35,000 in 2006. Revenue for the 2007 six month period was \$60,373,000, compared to \$59,473,000 in 2006.

Revenues

Textile products sales of \$32,065,000 increased by \$3,367,000, or 11.7%, in the 2007 second quarter, compared to \$28,698,000 in 2006. Sales for the six month period increased by \$900,000, or 1.5%, to \$60,373,000, compared to \$59,473,000 in 2006. The increase in the 2007 second quarter was principally due to an increase of sales of specialty fabric to U.S. military contractors, as a result of increased orders which included new products from the military to Brookwood's customers. Sales for the 2007 six month period were up only minimally due to the limitation of military orders in the first quarter which were pending the adoption of revised specifications for new products to replace the products for which Brookwood's customers have been suppliers.

Sales to one customer, Tennier Industries, Inc. (Tennier) accounted for more than 10% of Brookwood's net sales during both the 2007 and 2006 three month and six month periods. Its relationship with Tennier is ongoing. Sales to Tennier, which are included in military sales, were \$8,675,000 and \$15,570,000 in the 2007 second quarter and six month periods, respectively, compared to \$7,152,000 and \$16,695,000 in 2006. Sales to Tennier represented 27.1% and 24.9% of Brookwood's net sales in the 2007 and 2006 quarters, respectively, and 25.8% and 28.1% in the 2007 and 2006 six month periods, respectively. Sales to another customer, ORC Industries, Inc. (ORC) accounted for more than 10% of Brookwood's sales in 2006. Its relationship with ORC is ongoing. Sales to ORC, which are included in military sales, were \$2,024,000 and \$4,230,000 in the 2007 second quarter and six month periods, respectively, compared to \$3,440,000 and \$7,271,000 in 2006. Sales to ORC represented 6.3% and 12.0% of Brookwood's net sales in the 2007 and 2006 quarters, respectively, and 7.0% and 12.2% in the 2007 and 2006 six month periods, respectively.

Table of Contents**THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Through 2005, military sales, including the sales to Tennier and ORC, generally comprised an increased portion of Brookwood's total sales and a greater share of gross profit. However, Brookwood has experienced reduced military sales since 2005. Military sales accounted for \$16,656,000 and \$28,692,000 in the 2007 second quarter and six month periods, respectively, compared to \$13,186,000 and \$28,914,000 in 2006. The military sales represented 51.9% and 45.9% of Brookwood's net sales in the 2007 and 2006 quarters, respectively, and 47.5% and 48.6% in the 2007 and 2006 six month periods, respectively.

Expenses

Textile products cost of sales of \$25,958,000 for the 2007 second quarter increased by \$1,960,000, or 8.2%, compared to \$23,998,000 in 2006. For the six month periods, textile products cost of sales of \$50,247,000 for 2007 increased by \$1,430,000, or 2.9%, compared to \$48,817,000 in 2006. The 2007 second quarter increase principally resulted from higher sales, while the increase for the six month period was due principally to changes in product mix. Cost of sales includes all costs associated with the manufacturing process, including but not limited to, materials, labor, utilities, depreciation on manufacturing equipment and all costs associated with the purchase, receipt and transportation of goods and materials to Brookwood's facilities, including inbound freight, purchasing and receiving costs, inspection costs, internal transfer costs and other costs of the distribution network. Brookwood believes that the reporting and composition of cost of sales and gross margin is comparable with similar companies in the textile converting and finishing industry.

The higher gross profit margin for the 2007 second quarter, 19.0% versus 16.4%, and lower margin for the 2007 six month period, 16.8% versus 17.9%, principally resulted from changes in customer volume and product mix.

Administrative and selling expenses were comprised of the following (in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2007	2006	2007	2006
Textile products	\$ 3,454	\$ 3,299	\$ 6,975	\$ 6,780
Corporate	1,273	1,333	2,356	2,502
Total	\$ 4,727	\$ 4,632	\$ 9,331	\$ 9,282

Textile products administrative and selling expenses for the 2007 second quarter increased by \$155,000, or 4.7%, from 2006. For the six months, selling and administrative expenses increased by \$195,000, or 2.9%, compared to 2006. The increases were primarily attributable to higher professional fees, computer expenses associated with the implementation of Sarbanes-Oxley compliance systems, and rents in 2007 totaling \$151,000 and \$220,000 for the three month and six month periods, respectively. Expenses for the 2007 six month period were offset by reductions in repairs and samples. The textile products administrative and selling expenses included items such as payroll, professional fees, sales commissions, marketing, rent, insurance, travel and royalties. Brookwood conducts research and development activities related to the exploration, development and production of innovative products and technologies. Research and development costs were approximately \$327,000 and \$334,000 in the 2007 and 2006 six month periods, respectively.

Corporate administrative expenses decreased \$60,000, or 4.5%, for the 2007 second quarter, compared to 2006. For the six months, corporate expenses decreased \$146,000, or 5.8%, compared to 2006. The decreases were principally attributable to reduced professional fees of \$152,000 and \$293,000 for the three month and six month periods, respectively, and lower reimbursement of office expenses to HIL of \$65,000 and \$130,000 for the three month and six month periods, partially offset by an increase in Sarbanes-Oxley costs of \$197,000 and \$263,000 for the three and six month periods, respectively.

Other Income (Loss)

For the 2007 second quarter, the equity loss from the Company's investments in Hallwood Energy, representing the Company's pro rata share of loss in Hallwood Energy, was \$1,873,000, compared to \$684,000 in 2006. For the six months, the equity loss was \$12,376,000, compared to \$1,034,000 in 2006.

In the 2007 first quarter, Hallwood Energy reported a loss of \$41,799,000, which included an impairment of \$31,680,000 associated with its oil and gas properties, and \$7,100,000 as a portion of a make-whole fee in connection with the April 2007 prepayment of the former credit facility. The make-whole fee was included in interest expense.

Table of Contents**THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

In the 2007 second quarter, Hallwood Energy reported a loss of \$7,459,000, which included \$1,894,000 as a portion of a make-whole fee in connection with the new credit facility and \$619,000 as a portion of a make-whole fee in connection with the former credit facility.

In July 2007, Hallwood Energy announced its first gas sales from its newly constructed gathering system in Central Eastern Arkansas. Natural gas began flowing through the system at rates exceeding 6 million cubic feet of gas per day. The \$5,000,000 system will initially contain 15 miles of gathering pipelines in White County and Hallwood Energy anticipates additional expansion to support the three rig drilling program presently underway.

The 2006 results for Hallwood Energy include production from two wells in North Texas, while operations in the West Texas, South Louisiana and Central Eastern Arkansas regions remain in the exploratory stage at June 30, 2007.

The Company earned interest income of \$80,000 and \$92,000 for the 2007 second quarter and six month periods, respectively, from loans it made to Hallwood Energy in the period from March to May 2007.

Interest expense was \$283,000 and \$509,000 in the 2007 second quarter and six month periods, respectively, compared to \$134,000 and \$251,000 in the 2006 periods. Interest expense principally relates to Brookwood's Key Bank revolving credit facility. The increases in interest expense were principally due to an increase in the average outstanding loan amount.

Interest and other income was \$55,000 and \$236,000 in the 2007 second quarter and six month periods, respectively, compared to \$126,000 and \$234,000 in 2006. The increase for the six month period was principally due to the gain from the sale of a marketable security sold in March 2007, partially offset by reduced interest income earned on lower balances of cash and cash equivalents.

Income Taxes

Following is a schedule of income tax expense (benefit) (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2007	2006	2007	2006
Federal				
Deferred	\$ (297)	\$ (269)	\$ (4,091)	\$ (19)
Current				
Sub-total	(297)	(269)	(4,091)	(19)
State				
Deferred			(43)	
Current	229	144	269	377
Sub-total	229	144	226	377
Total	\$ (68)	\$ (125)	\$ (3,865)	\$ 358

At June 30, 2007, the deferred tax asset was attributable to projected taxable losses that can be carried back for a refund, temporary differences, that upon reversal, could be utilized to offset income from operations and alternative minimum tax credits. The effective federal tax rate in both periods was 34%, while state taxes are determined based upon taxable income apportioned to those states in which the Company does business at their respective tax rates.

Table of Contents

THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES

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

Investments in and Loans to Hallwood Energy

At June 30, 2007, the Company owned approximately 25% (20% after consideration of profits interests) of Hallwood Energy. Certain members of Hallwood Energy's management and employees hold profit interests in Hallwood Energy totaling approximately 21%, which entitle the holders to an allocable percentage of Hallwood Energy's net profits after repayment of all obligations and the capital contributions by its partners. The Company accounts for this investment using the equity method of accounting and records its pro rata share of Hallwood Energy's net income (loss) and partner capital transactions.

A description of Hallwood Energy's activities during 2007 are provided below.

Loan Financing. In February 2006, Hallwood Energy entered into a \$65,000,000 loan facility, and had drawn \$40,000,000 as of December 31, 2006. Subsequent to December 31, 2006, Hallwood Energy was not in compliance with the proved collateral coverage ratio.

In March and April 2007, the Company loaned a total of \$5,000,000 and \$4,000,000, respectively, to Hallwood Energy, of which \$7,000,000 was in the form of demand notes bearing interest at 6% above prime rate, and \$2,000,000 was an advance that was repaid four days later with interest. In April 2007, Hallwood Energy made a request for additional capital contributions in the amount of \$25,000,000 (the April Call). The Company and Hallwood Energy had agreed that the \$7,000,000 of loans would be applied as the Company's portion of the April Call. On May 10, 2007, Hallwood Energy repaid \$257,000 to the Company, which represented the excess of the \$7,000,000 loaned over the Company's share of the capital contribution and related oversubscription.

In April 2007, Hallwood Energy entered into a \$100,000,000 senior secured credit facility (the Credit Facility) with an affiliate of one of the investors and drew \$65,000,000 from the Credit Facility. The proceeds were used to repay \$40,000,000 in an existing note payable, pay approximately \$9,800,000 for a make-whole fee and incremental interest of approximately \$500,000 to the original lender related to the \$40,000,000 note payable, and transaction fees of approximately \$200,000. Borrowings under the Credit Facility are secured by Hallwood Energy's oil and gas leases, mature on February 1, 2010, and bear interest at a rate of the defined LIBOR rate plus 10.75% per annum. An additional 2% of interest is added upon continuance of any defaulting event. The new lender may demand that Hallwood Energy prepay the outstanding loans in the event of a defined change of control, qualified sale or event of default, including a material adverse event. In conjunction with executing the Credit Facility, the new lender resigned its position on the board of directors and assigned its interest in the general partner to the remaining members.

The Credit Facility contains a provision that if Hallwood Energy raised \$25,000,000 through an equity call or through debt subordinate to the Credit Facility, the new lender would match amounts subsequently raised in excess of the \$25,000,000 on a dollar for dollar basis up to the remaining \$35,000,000 under the Credit Facility through the availability termination date of July 31, 2008. Hallwood Energy successfully completed the \$25,000,000 funding requirement as a result of the April Call.

The Credit Facility contains various financial covenants, including maximum general and administrative expenditures and current and proved collateral coverage ratios. The proved collateral coverage ratio covenant is effective June 30, 2008. Non-financial covenants restrict the ability of Hallwood Energy to dispose of assets, incur additional indebtedness, prepay other indebtedness or amend certain debt instruments, pay dividends, create liens on assets, enter into sale and leaseback transactions, make investments, loans or advances, make acquisitions, engage in mergers or consolidations or engage in certain transactions with affiliates, and otherwise restrict certain activities by Hallwood Energy.

The Credit Facility contains a make-whole provision whereby Hallwood Energy is required to pay the lender the amount by which the present value of interest and principal from the date of prepayment through January 31, 2009, exceeds the principal amount on the prepayment date. The lender received warrants exercisable for 2.5% of the partnership interests at an exercise price of 2.5% of 125% of the amount of the total capital contributed to Hallwood Energy at December 31, 2006.

Equity Investments. In November 2006, Hallwood Energy requested an additional capital contribution in the amount of \$25,000,000 from its partners. The Company invested an additional \$6,281,000 to maintain its proportionate interest in Hallwood Energy. The Company utilized a \$452,000 capital contribution receivable to reduce its cash contribution to \$5,829,000. In addition, certain other investors in Hallwood Energy did not elect to fund their proportionate interest of the additional capital contribution; therefore, in December 2006, the Company invested an additional \$425,000 and \$2,000 in January 2007 in excess of its proportionate interest. These contributions were made from existing cash.

Table of Contents**THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Hallwood Energy issued the \$25,000,000 April Call to its partners on April 14, 2007, which was successfully completed in May 2007. Previously, Hallwood Energy received loans of \$7,000,000 each from the Company and an affiliate of the new lender. These advances were applied to the April Call. In May, Hallwood Energy repaid \$257,000 to the Company, which represented the excess of the \$7,000,000 advanced over the Company's share of the capital contribution and related oversubscription.

In April 2007, HIL and the new lender each committed to fund one-half of the April Call and potential additional equity or subordinated debt funding calls totaling \$55,000,000 by Hallwood Energy, to the extent other investors, including the Company, do not respond to a call. Hallwood Energy issued a \$20,000,000 equity call to its partners on May 21, 2007 (the May Call), which was due on July 1, 2007. The Company's proportionate share of the May Call was \$5,091,000. Due to the fact that the Company did not have sufficient cash available, the Company contributed only \$2,501,000 towards the May Call. Because of the Company's inability to meet its full equity call requirement, Hallwood Investments Limited (HIL), a corporation associated with Mr. Anthony J. Gumbiner, the Company's chairman and principal stockholder, funded the \$2,591,000 of the May Call that was not funded by the Company. In connection with the funding of this amount, HIL and Mr. Gumbiner agreed that they would discuss and negotiate in the future with a special committee of the Board of Directors of the Company the terms on which this additional equity was contributed by HIL. As of August 8, 2007, \$1,463,000 of the May Call remained unfunded by partners of Hallwood Energy other than the Company and HIL. It is anticipated that additional funding necessary to satisfy the May Call will be provided in August 2007, either by those partners who initially funded the May Call or by HIL and the new lender, in accordance with terms of their commitment letters.

For the funds received as a result of the April Call and the May Call, Hallwood Energy issued or will issue preferred partnership interests that will have a preferential right to any distributions made by Hallwood Energy from operations or upon liquidation. The preferential right will be equal to the amount of the capital contributed with respect to the preferred interest plus 16% per annum, compounded monthly. The preferred interests will receive this priority return before any amounts are paid to the common interests issued for all previous investments in Hallwood Energy. The capital contributed plus the accumulated 16% return attributable to any preferred interest is also convertible to common partnership interests at any time at a price equal to the price of the common partnership interests at December 31, 2006. Distributions on the preferred partnership interests will initially be accrued and become payable when, as and if declared by the general partner of Hallwood Energy. Hallwood Energy does not anticipate paying any distributions in the foreseeable future.

Litigation. In early 2006, Hallwood Energy and Hallwood Petroleum entered into two two-year contracts with Eagle Drilling, LLC under which the contractor was to provide drilling rigs and crews to drill wells in Arkansas at a daily rate of \$18,500, plus certain expenses for each rig. These contracts were subsequently assigned by Eagle Drilling, LLC to Eagle Domestic Drilling Operations, LLC on or about August 24, 2006. Before that, on or about August 14, 2006, one of the masts on the rigs provided under the contracts collapsed. Hallwood Energy and Hallwood Petroleum requested the contractor to provide assurances that the mast on the other rig, and any mast provided to replace the collapsed mast, were safe and met the requirements of the contracts. When the contractor refused to provide assurances, Hallwood Energy and Hallwood Petroleum notified the contractor that the contracts were terminated and on September 6, 2006, filed *Hallwood Petroleum, LLC and Hallwood Energy, L.P. v. Eagle Drilling, LLC and Eagle Domestic Drilling Operations, LLC*, in the 348th District Court of Tarrant County, Texas to recover approximately \$1,688,000 previously deposited with the contractor under the contracts. Since then, Eagle Domestic Drilling Operations, LLC and its parent filed for Chapter 11 bankruptcy protection in *In re Eagle Domestic Drilling Operations LLC*, Case No. 07-30426-H4-11, Jointly Administered Under Case No. 07-30424-H4-11, in the United States District Court for the Southern District of Texas. Eagle Domestic Drilling Operations, LLC filed an adversary action on June 11, 2007 against Hallwood Energy and Hallwood Petroleum in the bankruptcy proceeding to recover unspecified damages, but purportedly in excess of \$10,000,000. Eagle Domestic alleges breach of the drilling contracts and tortious interference and business disparagement by Hallwood Energy in connection with drilling

contracts Eagle Domestic had with Quicksilver Resources, Inc. Eagle Drilling, LLC has filed a related lawsuit against Hallwood Energy and Hallwood Petroleum in Oklahoma state court alleging damages of over \$1 million in connection with unpaid invoices, unpaid downtime and other damages caused as a result of the mast collapsing. Hallwood Energy is currently unable to determine the impact that this litigation may have on its results of operations or its financial position.

Table of Contents**THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following table reflects the status of Hallwood Energy's oil and gas investments as of August 1, 2007:

Description	Central Eastern Arkansas	South Louisiana	West Texas (a) Barnett and Woodford Shale	Total
Principal focus	Fayetteville Shale	Salt Dome 1 st Quarter	3 rd Quarter 2004	
Initial funding	3 rd Quarter 2005	2004	3 rd Quarter 2004	
Company investment				\$59,634,000(b)
Company ownership percentage (c)				25%/20%
Net acres held (d)	460,000	(e) Hallwood Energy	17,300	
Operator	Hallwood Energy		Chesapeake	
Well type: (f)				
Horizontal / directional	5	4	2	11
Vertical	13		3	16
Well status:				
Producing	1		1	2
Drilling	3	1	2	6
Successful / waiting pipeline	4			4
Evaluating/completing	5	1	2	8
Unsuccessful	5	2		7
Net production (Mcf/day)	4,800		400	5,200

a) Hallwood Energy owns a 40% working interest in these properties.

b) Represents \$40,960,000 in 2005, \$9,427,000 in 2006, \$2,000 in January 2007, \$6,744,000 in April 2007 and \$2,501,000 in June 2007.

c) Before and after consideration of

profit interests
held by
management of
Hallwood
Energy.

- d) Net acres held is the sum of the total number of acres in which Hallwood Energy owns a working interest multiplied by Hallwood Energy's fractional working interest.
- e) Hallwood Energy holds options to acquire leases on approximately 17,000 acres. Based on the results of 3-D seismic data that have been analyzed, approximately 4,000-8,000 acres are expected to be retained for future development.
- f) All wells are natural gas wells. Represents the gross number of wells in which Hallwood Energy holds a working interest.

A description of activities in each area is provided below. Forward looking information is from current estimates by the management of Hallwood Energy, based on existing and anticipated conditions.

Central Eastern Arkansas

The primary objective formation is the Fayetteville Shale, which appears to range in depth from approximately 2,700 to 9,400 feet and to have a thickness of 300 to 700 feet.

Hallwood Energy commenced drilling activities in the 2006 first quarter and is currently drilling with three rigs under a long term contract, which also provides for three additional rigs. However, Hallwood Energy is currently in negotiations with the rig contractor to revise the contract to provide for three rigs with capabilities more suited to Hallwood Energy's properties. Hallwood Energy's 2007 budget forecasts 25 gross wells to be drilled in this area utilizing the three rigs. Hallwood Gathering, L.P. is currently constructing a 15 mile eight-inch gathering system in White County with an initial capacity of 6 million cubic feet of gas per day (Mcf/d), with expansion potential to 60 Mcf/d. Natural gas sales began in July 2007.

Table of Contents**THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS***South Louisiana*

Hallwood Energy holds options to acquire leases over approximately 17,000 acres to exploit a salt dome oil and gas opportunity in St. James, Ascension and Assumption parishes. Based on the results of the 3-D seismic data that has been analyzed, approximately 4,000 to 8,000 acres are expected to be retained for future development. Hallwood Energy has secured two rigs, the first rig started in October 2006 and has recently fulfilled its two well commitment. The second rig began drilling in December 2006 and is under contract for two years. The expectations for 2007 are that 6 wells will be drilled. Additional drilling equipment and funding will be assessed and determined based on the results of the initial wells.

West Texas

Hallwood Energy sold a 60% interest and transferred operations in these properties to Chesapeake in July 2006. Chesapeake has drilled to total depth on three wells. One of these wells is currently producing and selling gas, one well is currently being completed, and the third well is waiting on completion. Under the sales agreement with Chesapeake, two rigs were to complete drilling of the wells on which they were then being used and after being deployed elsewhere, both rigs resumed drilling on these properties in the second quarter of 2007. The 2007 budget calls for these rigs to drill five gross wells in West Texas during the year.

Fort Worth Basin, North Texas

These properties were sold to Chesapeake in July 2006. Hallwood Energy no longer has any involvement in activities related to these properties. Hallwood Energy's operating revenues in the year ended December 31, 2006 were from the two producing wells on these properties.

Critical Accounting Policies

There have been no changes to the critical accounting policies identified and set forth in the Company's Form 10-K for the year ended December 31, 2006.

Contractual Obligations and Commercial Commitments

The Company and its subsidiaries have entered into various contractual obligations and commercial commitments in the ordinary course of conducting its business operations, which are provided below as of June 30, 2007 (in thousands):

	Payments Due During the Year Ending December 31,						Total
	2007*	2008	2009	2010	2011	Thereafter	
Contractual Obligations							
Long term debt	\$ 129	\$ 152	\$ 27	\$ 14,596	\$	\$	\$ 14,904
Redeemable preferred stock				1,000			1,000
Operating leases	520	1,012	659	626	349	1,697	4,863
Total	\$ 649	\$ 1,164	\$ 686	\$ 16,222	\$ 349	\$ 1,697	\$ 20,767

* For the six months ended December 31, 2007.

Interest costs associated with the Company's debt, which principally bears interest at variable rates, are not a material component of the Company's expenses. Estimated interest payments, based on the current principal balances

and weighted average interest rates, assuming the contractual repayment of the term loan debt and a renewal of the revolving credit facilities at their loan balances as of June 30, 2007, are \$541,000 for the six months ending December 31, 2007 and \$1,072,000, \$1,066,000, \$1,066,000, and \$1,066,000, for the years ending December 31, 2008 through December 31, 2011, respectively.

Table of Contents**THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Employment Contracts. The Company and its Brookwood subsidiary have compensation agreements with various personnel and consultants. Generally, the agreements extend for one-year terms and are renewable annually.

2005 Long-Term Incentive Plan for Brookwood. In December 2005, the Company adopted The Hallwood Group Incorporated 2005 Long-Term Incentive Plan for Brookwood Companies Incorporated (2005 Long-Term Incentive Plan for Brookwood) to attract, retain and motivate key personnel of Brookwood. The terms of the incentive plan provide for a total award amount to participants equal to 15% of the fair market value of consideration received by the Company in a change of control transaction, as defined, in excess of the sum of the liquidation preference plus accrued unpaid dividends on the Brookwood preferred stock (approximately \$21,642,000 at June 30, 2007). Provided certain circumstances are met, the minimum total award amount shall be \$2,000,000. In addition, if certain members of Brookwood senior management do not have at least a two percent equity or debt interest in the entity with which the change of control transaction is completed, then the Company will be obligated to pay an additional \$2,600,000.

Hallwood Energy. The Company's Hallwood Energy affiliate has various contractual obligations and commercial commitments. At June 30, 2007, such obligations and commitments included \$65,000,000 for long-term debt, \$16,727,000 for interest, \$82,865,000 for long-term rig commitments and \$43,000 for operating leases.

Financial Covenants

The principal ratios, required to be maintained under Brookwood's Key Working Capital Revolving Credit Facility for the last four quarters are provided below:

Description	Requirement	Quarters Ended			
		June 30, 2007	March 31, 2007	December 31, 2006	September 30, 2006
	must be less than ratio of				
Total debt to tangible net worth	1.50	1.23	1.08	0.93	0.77
Net income	must exceed \$1.00	Yes	Yes	Yes	Yes

Brookwood was in compliance with its loan covenants under the Key Working Capital Revolving Credit Facility for the first two quarters in 2007 and for all quarters in 2006.

Hallwood Energy. The principal ratios and covenants required to be maintained by Hallwood Energy under its Credit Facility are provided below:

General and administrative costs, excluding certain legal fees, can not exceed \$1,700,000 for any quarter, beginning June 30, 2007

Current ratio, as defined, must exceed 1.00 to 1.00 each quarter, beginning June 30, 2007

Proved collateral coverage ratio (including cash) must exceed 2.00 to 1.00 each quarter, beginning June 30, 2008

Non-financial covenants restrict the ability of Hallwood Energy to dispose of assets, incur additional indebtedness, prepay other indebtedness or amend certain debt instruments, pay dividends, create liens on assets, enter into sale and leaseback transactions, make investments, loans or advances, make acquisitions, engage in mergers or consolidations or engage in certain transactions with affiliates, and otherwise restrict certain activities by Hallwood Energy. The new lender may demand that Hallwood Energy prepay the outstanding loan, including the make-whole fee, in the event of a defined change of control, qualified sale or event of default, including a material adverse event.

Hallwood Energy was in compliance with its loan covenants for the quarter ended June 30, 2007.

Table of Contents**THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES****Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Liquidity and Capital Resources**

General. The Company principally operates in the textile products and energy business segments. The Company's cash position decreased by \$6,899,000 during the 2007 six month period to \$3,155,000 as of June 30, 2007. The principal source of cash was \$4,012,000 from net bank borrowings. The primary uses of cash were \$944,000 for operating activities, \$9,247,000 for additional investments in Hallwood Energy and \$721,000 for property, plant and equipment.

Textiles. The Company's textile products segment generates funds from the dyeing, laminating and finishing of fabrics and their sale to customers in the consumer, industrial, medical and military markets. Brookwood maintains a \$22,000,000 revolving line of credit facility and a \$3,000,000 equipment facility with Key Bank. The facilities have a maturity date of January 2010. At June 30, 2007, Brookwood had approximately \$7,404,000 of unused borrowing capacity on its revolving line of credit facility and \$2,692,000 on its equipment facility.

Brookwood paid cash dividends to the Company of \$3,000,000 in the 2007 period through June 30, 2007 and \$6,000,000 for all of 2006. In addition, Brookwood made payments to the Company of \$621,000 in the 2007 period through June 30, 2007 and \$738,000 for all of 2006 under its tax sharing agreement. Future cash dividends and tax sharing payments are contingent upon Brookwood's continued compliance with the covenants contained in the Key Bank credit facility. Brookwood was in compliance with its loan covenants as of June 30, 2007 and March 31, 2007 and for all periods in 2006. There were no significant additional capital requirements as of June 30, 2007.

Energy. In February 2006, Hallwood Energy entered into a \$65,000,000 loan facility, and had drawn \$40,000,000 as of December 31, 2006. Subsequent to December 31, 2006, Hallwood Energy was not in compliance with the proved collateral coverage ratio. In April 2007, Hallwood Energy repaid the \$40,000,000 outstanding principal balance of the former loan from proceeds of a new \$100,000,000 Credit Facility, under which it has drawn \$65,000,000.

Prior to the April 2007 funding under the Credit Facility, the Company had loaned \$7,000,000 to Hallwood Energy pursuant to demand notes bearing interest at 6% above prime rate. In April 2007, Hallwood Energy made a request for additional capital contributions in the amount of \$25,000,000. The Company and Hallwood Energy had agreed that the \$7,000,000 amount previously loaned would be applied as the Company's portion of this capital call. On May 10, 2007, Hallwood Energy repaid \$257,000 to the Company, which represented the excess of \$7,000,000 advanced over the Company's share of the capital contribution and related oversubscription.

In April 2007, HIL and the new lender each committed to fund one-half of the April Call and potential additional equity or subordinated debt funding calls totaling \$55,000,000 by Hallwood Energy, to the extent other investors, including the Company, do not respond to a call. On May 21, 2007, Hallwood Energy issued a \$20,000,000 equity call, the May Call, to its partners, which was due on July 1, 2007, of which the Company's proportionate share was \$5,091,000. The Company funded \$2,500,000 of the May Call since the Company did not have funds available to fully subscribe to its proportionate share and does not anticipate it will have funds to contribute substantial capital in connection with that or future calls. To the extent the Company does not make future capital contributions in proportion to its interest in Hallwood Energy, its percentage ownership interest will be reduced.

Hallwood Energy anticipates that it will require \$15,000,000 of additional capital contributions in the third and fourth quarters of 2007. However, Hallwood Energy may determine that greater or lesser equity funding is required during 2007 and may determine to seek funding from sources other than existing investors. The actual level of Hallwood Energy's capital requirements during 2007 and thereafter will depend on a number of factors that cannot be determined at this time, including future gas prices, costs of field operations, the ability to successfully identify and acquire prospective properties and drill and complete wells, access to gathering and transportation infrastructure, and the availability of alternative sources of capital, such as loans from third parties or equity contributions from new investors.

Future Liquidity. The Company's ability to generate cash flow from operations will depend on its future performance and its ability to successfully implement business and growth strategies. The Company's performance

will also be affected by prevailing economic conditions. Many of these factors are beyond the Company's control. Considering its current cash position and its anticipated cash flow from operations, the Company believes it has sufficient funds to meet its liquidity needs, although the Company is unlikely to be able to fund substantial additional capital contributions to Hallwood Energy.

Table of Contents

THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES

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

Forward-Looking Statements

In the interest of providing stockholders with certain information regarding the Company's future plans and operations, certain statements set forth in this Form 10-Q relate to management's future plans, objectives and expectations. Such statements are forward-looking statements. Although any forward-looking statement expressed by or on behalf of the Company is, to the knowledge and in the judgment of the officers and directors, expected to prove true and come to pass, management is not able to predict the future with absolute certainty. Forward-looking statements involve known and unknown risks and uncertainties, which may cause the Company's actual performance and financial results in future periods to differ materially from any projection, estimate or forecasted result. Among others, these risks and uncertainties include those described in the Company's Form 10-K for the year ended December 31, 2006 in the section entitled "Business Competition, Risks and Other Factors". These risks and uncertainties are difficult or impossible to predict accurately and many are beyond the control of the Company. Other risks and uncertainties may be described, from time to time, in the Company's periodic reports and filings with the Securities and Exchange Commission.

Page 32

Table of Contents

THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes to the Company's market risks during the quarter ended June 30, 2007.

The Company is exposed to market risk due to fluctuations in interest rates. The Company historically has utilized both fixed rate and variable rate debt to finance its operations. As of June 30, 2007, the Company's total outstanding loans payable of \$14,904,000 were comprised of \$91,000 of fixed rate debt and \$14,813,000 of variable rate debt. There is inherent rollover risk for borrowings as they mature and are renewed at current market rates. The extent of this risk is not quantifiable or predictable because of the variability of future interest rates and the Company's future financing requirements. A hypothetical increase in interest rates of one percentage point would cause an annual loss in income and cash flows of approximately \$148,000, assuming that outstanding debt remained at current levels.

The Company does not have any derivative financial instruments as of June 30, 2007.

Hallwood Energy has a make-whole provision contained within its former and current loan facilities. The make-whole fee is recorded at its estimated fair value on Hallwood Energy's balance sheet and changes in its fair value are recorded in interest expense in Hallwood Energy's statement of operations.

Table of Contents

THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES

Item 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures. It is the conclusion of the Company's principal executive officer and principal financial officer that the Company's disclosure controls and procedures (as defined in Exchange Act rules 13a-15(e) and 15d-15(e)), based on their evaluation of these controls and procedures as of the end of the period covered by this Form 10-Q, are effective at the reasonable assurance level in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which, by their nature, can provide only reasonable assurance regarding management's control objectives. The design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of future events. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

In August 2003, the Company's independent registered public accounting firm provided written communications to management and the audit committee on the need to improve the financial closing process at the Brookwood subsidiary. In April 2004, the Company received a further written communication from the independent registered public accounting firm to management and the audit committee on the continued need to improve the Brookwood financial closing process. In March 2005, April 2006 and May 2007, the Company received communications from its independent registered public accounting firm that further improvements in the financial systems and processes at its Brookwood subsidiary are still required. With the addition of new staff, Brookwood's management believes it has made substantial progress both in the timeliness and accuracy of the closing process. In addition, Brookwood is currently implementing a new order processing, manufacturing cost and inventory control system. It has updated its general ledger system, which is integrating various accounting processes. The new systems will further aid in accelerating and automating the financial closing process.

Internal Controls. Other than the improvements noted above, there were no changes in the Company's internal controls over financial reporting that occurred during the last fiscal quarter that have materially affected or are reasonably likely to materially affect these controls.

Table of Contents**THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES****PART II OTHER INFORMATION**Item

1 Legal Proceedings

Reference is made to Note 9 to the Company's condensed consolidated financial statements included within this Form 10-Q.

1A	Risk Factors	N/A
2	Unregistered Sales of Equity Securities and Use of Proceeds	None
3	Defaults upon Senior Securities	None
4	Submission of Matters to a Vote of Security Holders	

At the Company's annual meeting of stockholders held on June 20, 2007, stockholders voted on one proposal to elect two directors to hold office for three years. The voting results are provided below:

Nominee Director	Voted For	Withheld
J. Thomas Talbot	1,350,945	92,096
A. Peter Landolfo	1,351,425	91,616

5	Other Information	None
6	Exhibits	
10.21	First Amendment to The Hallwood Group Incorporated 2005 Long-Term Incentive Plan for Brookwood Companies Incorporated, dated June 19, 2007	
31.1	Certification of the Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
31.2	Certification of the Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
32.1	Certification of Chief Executive Officer and Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	

Table of Contents

**THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES
SIGNATURE**

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.

**THE HALLWOOD GROUP
INCORPORATED**

Dated: August 13, 2007

By: /s/ Melvin J. Melle

Melvin J. Melle, Vice President
(Duly Authorized Officer and
Principal Financial and
Accounting Officer)

Page 36

Table of Contents

**THE HALLWOOD GROUP INCORPORATED AND SUBSIDIARIES
INDEX TO EXHIBITS**

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