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HALLMARK FINANCIAL SERVICES INC

Form SC 13D/A

December 21, 2007

United States  
Securities and Exchange Commission  
Washington DC 20549

Schedule 13D/A  
Amendment No.5

Under the Securities and Exchange Act of 1934

Hallmark Financial Services, Inc  
(Name of Issuer)

Common Stock \$.03 par value  
Title of Class of Securities

40624Q203  
(CUSIP Number)

Thomas G. Berlin  
Berlin Financial, Ltd.  
1325 Carnegie Ave, Cleveland, OH 44115  
(216) 479.0400

Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

December 10, 2007  
(Date of Event Which Requires Filing of this Statement)

If this filing person has previously filed a statement on  
Schedule 13G to report this acquisition which is the subject of this  
Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3)  
or (4), check the following box / /.

Note: Six copies of this statement, including all exhibits should be  
filed with the Commission. See Rule 13d-1 (a) for other parties to  
whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a  
reporting person's initial filing on this form with respect to the  
subject to the subject class of securities, and for any subsequent  
amendment containing information which would alter disclosures provided  
in a prior cover page.

The information required on the remainder of this cover page  
shall not be deemed to be "filed" for the purpose of Section 18 of the  
Securities Exchange Act of 1934 ("Act") or otherwise subject to the  
liabilities of that Section of the Act, but shall be subject to all  
other provisions of the Act (however see the Notes).

1	Name of Reporting Person	Thomas G. Berlin
2	If a member group	a) / / b) / /
3	SEC Use only	
4	Source of Funds	PF, AF
5	Check if Disclosure	

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6	Citizenship	USA	
	Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting
		8	Shared Voting
		9	Sole Dispositive
		10	Shared Dispositive
11	Aggregate Amount Beneficially owned		664,212
12	Check if Aggregate Amount (11) Excludes Certain Shares		319,289
13	Percent of Class Represented by amount in row (11)		664,212
14	Type of Reporting Person		319,289
			983,501
			4.74%
			IN, IA

Item 1. Security and Issuer

The name of the issuer is Hallmark Financial Services, Inc., a Nevada corporation (the "Issuer"), which has its principal executive offices at 14651 Dallas Parkway, Suite 900, Dallas, Texas. The title of the securities to which this Statement relates is the Issuer's Common Stock, par value \$0.03 per share (the "Shares").

Item 2. Identity and Background.

(a) The name of the Reporting Person is Thomas G. Berlin.

(b) The Reporting Person's residence address is 460 Arborview, Venice, FL 34293.

(c) The Reporting Person's occupation is managing member of investment adviser; Berlin Financial, Ltd., a registered investment adviser. The principal address of Berlin Financial, Ltd. is 1325 Carnegie Ave, Cleveland, OH 44115.

(d)-(e) During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor has he been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation of such laws.

(f) The Reporting Person is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration.

NOTE: Share quantities have been changed to reflect the execution of the reverse stock split of the Issuer effective July 31, 2006.

The Capital Shares (as defined in Item 5) were purchased using funds of Berlin Capital Growth, L.P., an Ohio limited partnership ("BCG"). The Reporting Person is the managing member of Berlin Financial, Ltd., the investment adviser for and the General Partner of BCG.

The Privately Managed Shares (as defined in Item 5) were purchased using funds of each respective privately managed account ("PMA") owner. The Reporting Person is the managing member of Berlin

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Financial, Ltd., the investment adviser for the PMAs.

### Item 4. Purpose of Transaction.

The Reporting Person purchased and sold the Capital Shares (as defined in Item 5) in his capacity as the managing member of Berlin Financial, Ltd., the investment adviser of BCG. The Capital Shares (as defined in Item 5) were purchased and sold for the account of BCG and were purchased and sold solely for investment purposes.

The Reporting Person purchased and sold the Privately Managed Shares (as defined in Item 5) in his capacity as the managing member of Berlin Financial, Ltd., the investment adviser for the PMAs. The Privately Managed Shares (as defined in Item 5) were purchased and sold solely for investment purposes.

(a) The Reporting Person may acquire additional Shares or, in compliance with applicable securities laws, may dispose of any additional shares and/or the Berlin Shares at any time in the open market or otherwise.

(b)-(j) Not applicable

### Item 5. Interest in Securities of the Issuer

NOTE: Share quantities have been changed to reflect the execution of the reverse stock split effective July 31, 2006.

(a) The Reporting Person has beneficial ownership of 983,501 Shares (the "Berlin Shares"). The aggregate amount controlled by the Reporting Person is 983,501 shares and constitutes 4.74% of shares outstanding as of the Issuer's most recent available filing.

(b)

	Shares	Percentage
Sole Voting Power	664,212	3.20%
Shared Voting Power	319,289	1.54%
Sole Dispositive Power	664,212	3.20%
Shared Dispositive Power	319,289	1.54%

The Reporting Person has sole power to vote or to direct the vote or to dispose or direct the disposition of 983,501 Shares, consisting of 664,212 Shares held in the Reporting Person's IRA (the "TGB Shares") and 53,434 Shares held by BCG (the "Capital Shares") and 9,500 held by BI (the "Income Shares").

The address of BCG is 1325 Carnegie Avenue, Cleveland, OH 44115 and the address of each PMA is Berlin Financial, Ltd., 1325 Carnegie Avenue, Cleveland, OH 44115 c/o the Reporting Person. There are no proceedings required to be disclosed with respect to any person sharing beneficial ownership with the Reporting Person.

The Reporting Person and his spouse, Joy R. Berlin, have the shared power to vote or direct the vote or to dispose or to direct the disposition of 55,412 Shares (the "JRB Shares"). Joy R. Berlin's residence is 460 Arborview, Venice, FL 34293. Joy R. Berlin is not currently employed.

During the last five years, Joy R. Berlin has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor has she been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result

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of which she was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation of such laws.

The Reporting Person and Berlin Family Educational Foundation, have the shared power to vote or direct the vote or to dispose or to direct the disposition of 70,000 Shares (the "BFF Shares"). Berlin Family Educational Foundation's business address is 17181 Curry Lane, Auburn, OH 44023.

The Reporting Person and the individual owners of each PMA have the shared power to vote or direct the vote or to dispose or to direct the disposition of 193,877 Shares (the "Privately Managed Shares") held in the PMAs.

(c) On the following dates, the Reporting Person purchased and/or sold the following numbers of shares for the prices per share set forth below. Each such purchase or sale occurred through a customary broker transaction.

### Capital Shares

Date	Shares	Price Per Share	Sold or Bought
01/03/07	2500	9.93	S
01/09/07	200	10.08	S
01/10/07	2500	10.08	S
01/18/07	1500	10.38	S
02/01/07	2500	10.23	S
02/08/07	5100	10.46	S
02/09/07	2500	10.80	S
02/20/07	1735	11.20	S
03/02/07	1800	11.26	S
03/05/07	793	11.26	S
03/06/07	2500	11.30	S
03/08/07	5000	11.555	S
03/09/07	2500	11.81	S
03/13/07	2900	11.46	B
03/14/07	600	11.35	B
03/15/07	7300	11.8751	S
04/09/07	5000	12.33	S
04/10/07	1192	12.61	S
04/11/07	3337	12.0470	B
04/13/07	100	12.30	B
04/16/07	3200	12.30	B
07/10/07	3000	12.5114	B
07/11/07	25	12.50	B
07/13/07	2446	12.50	B
07/16/07	7150	12.3096	B
07/17/07	3000	12.7190	S
07/18/07	2500	12.9532	S
07/20/07	1449	12.50	B
07/30/07	5720	11.8982	B
07/31/07	5000	12.34	S
08/02/07	676	12.40	S
08/03/07	3135	12.0123	B
08/07/07	6000	11.4163	B
08/06/07	389	11.80	B
08/06/07	793	12.2138	S
08/08/07	10000	10.26	B
08/09/07	20000	10.5698	B
08/10/07	6000	10.075	B

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08/13/07	4500	11.0678	S
08/14/07	1942	11.30	S
08/15/07	1900	11.30	S
08/17/07	5480	11.3923	S
08/20/07	5000	12.3191	S
08/21/07	2000	11.86	B
08/21/07	2152	12.3604	S
08/22/07	2000	12.2225	S
08/23/07	61	12.35	S
08/24/07	109	12.35	S

Privately Managed Shares

Date	Shares	Price Per Share	Sold or Bought
02/15/2007	2500	10.968	S
02/28/2007	653	11.05	B
03/08/2007	257	11.80	S
03/27/2007	1847	12.03	B
04/12/2007	7500	12.60	S
04/12/2007	2000	12.68	S
04/17/2007	2500	12.62	S
04/17/2007	10000	12.61	S
04/26/2007	100	12.65	S
04/26/2007	4800	12.60	S
05/10/2007	8700	12.7214	S
05/14/2007	500	12.25	B
05/23/2007	17000	12.0999	B
05/25/2007	600	12.60	S
05/29/2007	2000	12.60	S
05/31/2007	20413	12.9323	S
06/01/2007	9405	12.9486	S
06/04/2007	3300	13.0055	S
06/05/2007	713	13.03	S
06/06/2007	8217	12.89	S
06/07/2007	5502	12.9657	S
06/11/2007	4000	12.93	S
06/21/2007	10000	12.99	S
07/02/2007	230	13.03	S
07/03/2007	1770	13.03	S
07/06/2007	1200	13.26	S
07/06/2007	160	13.26	S
07/10/2007	3989	12.56	B
07/10/2007	450	12.56	B
07/12/2007	1676	12.40	B
07/12/2007	1676	12.76	S
07/16/2007	3712	12.262	B
07/17/2007	3000	12.7190	B
07/18/2007	2500	12.9532	S
07/18/2007	2439	13.02	S
07/27/2007	2456	12.25	B
07/27/2007	100	12.72	S
08/01/2007	900	12.4022	S
08/07/2007	5995	11.4163	B
08/08/2007	10500	10.8143	B
08/08/2007	1720	10.34	B
08/09/2007	23500	10.5698	B
08/10/2007	7182	10.1241	B
08/13/2007	4500	11.0678	S
08/20/2007	10000	12.3191	S
08/20/2007	7500	12.55	S
08/27/2007	240	12.35	S
08/28/2007	3000	12.3554	S

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08/29/2007	2900	12.6352	S
08/31/2007	5000	12.80	S
09/04/2007	6860	12.8412	S
09/05/2007	1530	12.95	S
09/12/2007	4339	12.85	S
09/17/2007	661	12.85	S
09/18/2007	18589	12.97	S
09/19/2007	4881	13.30	S
10/18/2007	50000	16.4133	S
10/18/2007	50000	16.41	S
11/14/2007	29171	15.7902	S
11/15/2007	25000	16.10	S
11/16/2007	10000	16.225	S
12/10/2007	25000	16.0872	S

(d) None

(e) The Reporting Person ceased to be a beneficial owner of more than 5 % of Hallmark Financial, Inc. common stock on December 10, 2007

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to the Issuer.

NOTE: Share quantities have been changed to reflect the execution of the reverse split on July 31, 2006.

The Reporting person's wife, Joy R. Berlin, individually, owns the JRB Shares. Berlin Family Educational Foundation individually owns the BFF Shares. Through an understanding between (a) the Reporting Person and Joy R. Berlin and (b) the Reporting Person and Berlin Family Educational Foundation, the Reporting Person has the shared power to dispose or to direct the disposition of and shared power to vote or to direct the vote of the JRB Shares and the BFF Shares. Joy R. Berlin disclaims beneficial ownership of all Berlin Shares other than the JRB Shares. The Berlin Family Educational Foundation disclaims beneficial ownership of all Berlin Shares other than the BFF Shares. The Reporting Person disclaims beneficial ownership of the JRB Shares. The Reporting Person disclaims beneficial ownership of the BFF Shares.

Berlin Capital Growth, L.P. owns 53,434 Shares. Through an understanding between the Reporting Person and BCG, the Reporting Person has the sole power to dispose or to direct the disposition of and sole power to vote or to direct the vote of the Capital Shares. The Reporting Person disclaims beneficial ownership of the Capital Shares.

Berlin Income, L.P. owns 9,500 Shares. Through an understanding between the Reporting Person and BI, the Reporting Person has the sole power to dispose or to direct the disposition of and sole power to vote or to direct the vote of the Income Shares. The Reporting Person disclaims beneficial ownership of the Income Shares.

The owners of the PMAs, individually, own the Privatley Managed Shares. Through an understanding between the Reporting Person and the owners of the Privately Managed Accounts, the Reporting Person has the

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shared power to dispose or to direct the disposition of and shared power to vote or to direct the vote of the Privately Managed Shares. The Reporting Person disclaims beneficial ownership of the Privately Managed Shares.

The partners of Berlin Capital Growth, L.P. have the right to receive distributions of the net assets of Berlin Capital Growth, L.P. Those net assets include any proceeds from the sale of Capital Shares.

The partners of Berlin Income, L.P. have the right to receive distributions of the net assets of Berlin Income, L.P. Those net assets include any proceeds from the sale of Income Shares.

Item 7. Material to be Filed as Exhibits.

Not Applicable.

Signature            After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date:    December 17, 2007

/s/  
Thomas G. Berlin