SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 25)1

PIZZA INN, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of class of securities)

725848 10 5

(CUSIP Number)

Mark E. Schwarz Newcastle Capital Management, L.P. 200 Crescent Court, Suite 1400 Dallas, Texas 75201 (214) 661-7474

(Name, address and telephone number of person authorized to receive notices and communications)

October 21, 2010

(Date of event which requires filing of this statement)

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

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 13 Pages)

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 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).

Page 1 of 14

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 class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

1	NAME OF REPORTI			
	I.R.S. IDENTIFICATIOIN NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	NEWCASTLE PARTNERS, L.P.			
2		PRIATE BOX IF A MEMBER OF A		
	GROUP*			
			(a)o	
			(b)o	
3	SEC USE ONLY			
4	SOURCE OF FUNDS	*		
	WC			
5	CHECK BOX IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
			0	
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION		
	TEXAS			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		1,836,876		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		1,836,876		
	10	SHARED DISPOSITIVE POWER		
	 	- 0 -		
11	AGGREGATE AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	4.000.050			
40	1,836,876	A CORECATE ANOTHER IN POLICIAL ENGLANDED CERTAIN OVALUE.		
12	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
10	DED CENTER OF CT : -	A DEDDECTIVED BY A MOUNT BY DOME (44)	0	
13	PERCENT OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)		
	22.00/			
4.4	22.9%	TO DED COMP		
14	TYPE OF REPORTIN	IG PERSUN↑		
	DNI			
	PN			

1	NAME OF REPORTING			
	I.R.S. IDENTIFICATIOIN	NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	NEWCASTLE CAPITAL MANAGEMENT, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
			(a)o	
			(b)o	
3	SEC USE ONLY			
4	SOURCE OF FUNDS*			
_	00			
5	CHECK BOX IF DISCLO	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
	CITIZENCINE OF BLAC	E OF ODG ANGENTON	0	
6	CITIZENSHIP OR PLAC	E OF ORGANIZATION		
	TEXAS			
NUMBER OF	TEXAS 7	SOLE VOTING POWER		
SHARES	/	SOLE VOTING POWER		
BENEFICIALLY		1,853,924		
OWNED BY	8	SHARED VOTING POWER		
EACH		SIMILED VOTING FOWER		
REPORTING		-0-		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		1,853,924		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,853,924			
12	CHECK BOX IF THE AC	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
	0			
13	PERCENT OF CLASS RI	EPRESENTED BY AMOUNT IN ROW (11)		
	22.10/			
14	23.1%	EDCOM*		
14	TYPE OF REPORTING P	EK5UN"		
	PN			
<u> </u>	LIN			

			
1	NAME OF REPORTING		
	I.R.S. IDENTIFICATION	N NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	NEWCASTI E CADITAI	CDOID I I C	
2	NEWCASTLE CAPITAL GROUP, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
2			
			(a)o (b)o
3	SEC USE ONLY		(6)0
J			
4	SOURCE OF FUNDS*		
	00		
5	CHECK BOX IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
	CHERT HOLLS OF THE	CE OF ORGANIZATION	0
6	CITIZENSHIP OR PLAC	CE OF ORGANIZATION	
	TEXAS		
NUMBER OF	7 7	SOLE VOTING POWER	
SHARES	/	SOLE VOTING FOWER	
BENEFICIALLY		1,853,924	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		-0-	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		1,853,924	
	10	SHARED DISPOSITIVE POWER	
		-0-	
11	ACCRECATE AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGILLOATE AMOUN	I DENETICIALLI OWNED DI EACH REFORTING FERSON	
	1,853,924		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
			0
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	23.1%		
14	TYPE OF REPORTING	PERSON*	
	00		

1	NAME OF REPORTING	G PERSONS		
	I.R.S. IDENTIFICATION	I NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	MARK E. SCHWARZ			
2	CHECK THE APPROPE	RIATE BOX IF A MEMBER OF A GROUP*		
			(a)o	
			(b)o	
3	SEC USE ONLY			
4	SOURCE OF FUNDS*			
i i	OO, PF			
5	-	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
		3331.E 31 EE01E 1100EED11100 10 1EEQ011ED 1010071111 10 11E11 2(t) 010 2(t)	n	
6	CITIZENSHID OR DI A	CE OF ORGANIZATION	- 0	
9	CITIZENSIIII OKTEA	CE OF ORGANIZATION		
	USA			
NUMBER OF	7 7	SOLE VOTING POWER		
SHARES	,	SOLE VOTINGTOWER		
BENEFICIALLY		2,019,767		
OWNED BY	8	SHARED VOTING POWER		
EACH	0	SHAKED VOTING POWER		
REPORTING		-0-		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
I LKSON WITH	9	SOLE DISPOSITIVE POWER		
		2,019,767		
	10	SHARED DISPOSITIVE POWER		
	10	SHARED DISPOSITIVE POWER		
11	ACCDECATE AMOUNT	- 0 - T BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGATE AMOUN	I BENEFICIALLY UWNED BY EACH REPURTING PERSON		
	2.010.707			
12	2,019,767	CODEC AME A MOUNTE IN DOM (44) EVOLUDES CEDITAIN SHADES:		
12	CHECK BOX IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
12	DED CENTE OF CLASS T	NEDDECENTED DV AMOUNTE IN DOM (44)	0	
13	PERCENT OF CLASS F	REPRESENTED BY AMOUNT IN ROW (11)		
	25.20/			
	25.2%	PERCONAL		
14	TYPE OF REPORTING	PERSON*		
	IN			

1	NAME OF REPORTIN	G PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	NEWCASTLE FOCUS FUND II, L.P.			
2		RIATE BOX IF A MEMBER OF A GROUP*		
_			(a)o	
			(b)o	
3	SEC USE ONLY		(5)5	
	SEC COE CIVET			
4	SOURCE OF FUNDS*			
"	00			
5		LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
5	CHECK BOX IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(ti) OR 2(e)		
	CITIZENCIUS OS SI	CE OF ORCANIZATION	0	
6	CITIZENSHIP OR PLA	ACE OF ORGANIZATION		
	TTT A C			
	TEXAS	COVE VOEWYG POV WE		
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		17,048		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		17,048		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	17,048			
12	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
		• •	0	
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORTING F	PERSON*		
	PN			

1 NAME OF REPORTING PERSONS 1.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) CLINTON J. COLEMAN 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)0 (b)0 3 SEC USE ONLY 4 SOURCE OF FUNDS* OO. PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE VOTING POWER 107,259 10 SHARED DISPOSITIVE POWER 107,259 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%					
CLINTON J. COLEMAN CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)0 (b)0 3 SEC USE ONLY 4 SOURCE OF FUNDS* OO, PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 107,259 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%	1				
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)0 (b)0 (b)0 (c)0 (c)0 (c)0 (c)0 (c)0 (c)0 (c)0 (c		I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)0 (b)0 3 SEC USE ONLY 4 SOURCE OF FUNDS* OO, PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE VOTING POWER 107,259 10 SHARED DISPOSITIVE POWER 107,259 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		CLINTON I COLEN	AAN		
3 SEC USE ONLY 4 SOURCE OF FUNDS* OO, PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE VOTING POWER -0- 107,259 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	2				
SEC USE ONLY 4 SOURCE OF FUNDS* OO, PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION USA NUMBER OF SHARES BENEFICIALLY OWED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 107,259 10 SHARED DISPOSITIVE POWER 107,259 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	_	CHECK THE ZITTE	STABLE BOX II TIMEMBER OF THOROUT	(a)o	
4 SOURCE OF FUNDS* OO, PF 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE VOTING POWER -0 - 107,259 10 SHARED DISPOSITIVE POWER -107,259 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
OO, PF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE VOTING POWER 107,259 10 SHARED DISPOSITIVE POWER 107,259 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%	3	SEC USE ONLY			
OO, PF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE VOTING POWER 107,259 10 SHARED DISPOSITIVE POWER 107,259 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%	4	COLIDCE OF FUND	r.		
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 107,259 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%	4	SOURCE OF FUNDS			
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION USA NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 107,259 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%		OO, PF			
NUMBER OF SHARES BENEFICIALLY 107,259	5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
NUMBER OF SHARES BENEFICIALLY 107,259				0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 107,259 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%	6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 107,259 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%		IISA			
BENEFICIALLY 107,259 8	NUMBER OF		SOLE VOTING POWER		
OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 107,259 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%					
EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 107,259 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%	_				
REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 107,259 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%		8	SHARED VOTING POWER		
107,259 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%			-0-		
10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%	PERSON WITH	9	SOLE DISPOSITIVE POWER		
10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%					
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%		10			
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,259 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%		10	SHARED DISPOSITIVE POWER		
107,259 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%			-0-		
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%	11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* 0 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%		407.070			
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3%	12	-	E A CODEC ATE A MOUNT IN DOM (44) EVOLUDES CEDTAIN SHADES*		
1.3%	12	CHECK BUX IF IH.	E AGGREGATE AMOUNT IN KOW (11) EACLUDES CERTAIN SHARES*	n	
1.3%	13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
The state of the s					
	4.4		N/G DEDCOM*		
14 TYPE OF REPORTING PERSON*	14	I YPE OF REPORTI	NG PERSUN*		
IN		IN			

1	NAME OF REPORTING	PERSONS	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
		·	
	HALLMARK FINANCIAL SERVICES, INC.		
2	CHECK THE APPROPR	RIATE BOX IF A MEMBER OF A GROUP*	
			(a)o
			(b)o
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		
	00		
5	CHECK BOX IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
			0
6	CITIZENSHIP OR PLAC	CE OF ORGANIZATION	
	NEVADA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		627,284	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		627,284	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	CD7 D0 4		
40	627,284	CODEC ATE ANOTHER IN DOMESTAL EVOLVED CODE AND CHARGO	
12	CHECK BOX IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
12	DED CENTE OF CLASS B	DERDECENTED DV AMOUNT IN DOME (44)	0
13	PERCENT OF CLASS R	EPRESENTED BY AMOUNT IN ROW (11)	
	7.00/		
	7.8%	DEDCOM	
14	TYPE OF REPORTING	PERSUN*	
	10.00		
	IC, CO		

1	NAME OF REPORTIN	JC PERSONS	
1		NG PERSONS DN NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	i.k.s. identificatio	N NOS. OF ADOVE FERSONS (ENTITIES ONET)	
	AMERICAN HALLM	ARK INSURANCE COMPANY OF TEXAS	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
			(a)c
			(b)c
3	SEC USE ONLY		
4	SOURCE OF FUNDS'	k	
	WC OO		
5	WC, 00	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
J	CHECK DOX IF DISC	LUBURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO TIEM 2(0) OR 2(8)	c
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION	
· ·		TIGE OF CROPHIZERION	
	TEXAS		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		627,284	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		-0-	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
TEROOT WITH	9	SOLE DISPOSITIVE FOWER	
		627,284	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	627 204		
12	627,284	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
12	CHECK DUA IF THE	AGGIVEGALE WINDOWL IN KOM (11) EVOLUDES CEKTAIN SURKES.	
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
10			
	7.8%		
14	TYPE OF REPORTIN	G PERSON*	
	IC, CO		

The following statement constitutes Amendment No. 25 to the Schedule 13D filed by the undersigned (the "Statement"). Except as specifically amended by this Amendment No. 25, the Statement remains in full force and effect.

Item 3. Source and Amount of Funds

Item 3 is hereby amended and restated in its entirety as follows:

As of the filing date of this Statement, NP had invested \$4,717,965 (inclusive of brokerage commissions) in shares of Common Stock. The source of the foregoing funds was the working capital of NP. Neither NCG nor NCM directly owns any shares of Common Stock.

As of the filing date of this Statement, Mr. Schwarz had invested \$127,470 (inclusive of brokerage commissions) in shares of Common Stock. The source of the foregoing funds was the personal funds of Mr. Schwarz. Mr. Schwarz also directly owns options exercisable within 60 days from the date hereof into 110,000 shares of Common Stock, which options were granted to him as consideration for his service as a director of the Issuer.

As of the filing date of this Statement, NFF had invested \$43,272 (inclusive of brokerage commissions) in shares of Common Stock. Such amount represents the share contribution by Mr. Schwarz to NFF as of July 9, 2010.

As of the filing date of this Statement, Mr. Coleman had invested \$64,108 (inclusive of brokerage commissions) in shares of Common Stock. The source of the foregoing funds was the personal funds of Mr. Coleman. Mr. Coleman also directly owns options exercisable within 60 days from the date hereof into 107,259 shares of Common Stock, which options were granted to him as consideration for his service as a director of the Issuer.

As of the filing date of this Statement, AHIC had invested \$810,976 (inclusive of brokerage commissions) in shares of Common Stock. The source of the foregoing funds was the working capital of AHIC. Hallmark does not directly own any shares of Common Stock.

Item 5. <u>Interest in Securities of the Issuer</u>

Items 5(a)-(b) are hereby amended in their entirety to read as follows:

(a). The aggregate percentage of shares of Common Stock reported to be owned by the Reporting Persons is based upon 8,010,919 shares of Common Stock outstanding as of May 7, 2010 as reported in the Company's Form 10-K as filed with the Securities and Exchange Commission on September 16, 2010.

As of the filing date of this Statement, NP beneficially owned 1,836,876 shares of Common Stock, representing approximately 22.9% of the issued and outstanding Common Stock.

NCM, as the general partner of NP and NFF, may be deemed to beneficially own the 1,836,876 shares of Common Stock beneficially owned by NP and the 17,048 shares of Common Stock beneficially owned by NFF, representing in total approximately 23.1% of the issued and outstanding Common Stock.

NCG, as the general partner of NCM, which in turn is the general partner of NP and NFF, may also be deemed to beneficially own the 1,836,876 shares of Common Stock beneficially owned by NP and the 17,048 shares of Common Stock beneficially owned by NFF, representing in total approximately 23.1% of the issued and outstanding Common Stock.

Mark E. Schwarz, as the managing member of NCG, the general partner of NCM, which in turn is the general partner of NP and NFF, may also be deemed to beneficially own the 1,836,876 shares of Common Stock beneficially owned by NP and the 17,048 shares of Common Stock beneficially owned by NFF. In addition, as of the filing date of this Statement, Mr. Schwarz directly owns 55,843 shares of Common Stock and 110,000 shares of Common Stock underlying currently exercisable stock options. In total, Mr. Schwarz may be deemed to own shares representing approximately 25.2% of the issued and outstanding Common Stock.

As of the filing date of this Statement, NFF beneficially owned 17,048 shares of Common Stock, representing less than 1% of the issued and outstanding Common Stock.

As of the filing date of this Statement, Mr. Coleman beneficially owned 35,753 shares of Common Stock and 71,506 shares of Common Stock underlying currently exercisable stock options, representing in total approximately 1.3% of the issued and outstanding Common Stock.

As of the filing date of this Statement, AHIC beneficially owned 627,284 shares of Common Stock, representing approximately 7.8% of the issued and outstanding Common Stock. Hallmark, as the parent of AHIC, may also be deemed to beneficially own the 627,284 shares of Common Stock beneficially by AHIC, representing approximately 7.8% of the issued and outstanding Common Stock.

The filing of this Statement and any future amendment by the Reporting Persons, and the inclusion of information herein and therein, shall not be considered an admission that any of such persons, for the purpose of Section 13(d) of the Act, or otherwise, are the beneficial owners of any shares of Common Stock in which such persons do not have a pecuniary interest.

(b). By virtue of his position with NP, NFF, NCM and NCG, Mr. Schwarz has the sole power to vote and to dispose of the shares of Common Stock owned by NP reported in this Statement. Mr. Schwarz has the sole power to vote and to dispose of the shares of Common Stock he holds directly reported in this Statement. Mr. Coleman has the sole power to vote and dispose of the shares of Common Stock he holds directly reported in this Statement. AHIC has the sole power to vote and dispose of the shares of Common Stock owned by AHIC.

Items 5(c) is hereby amended to add the following:

(c). During the past sixty days, the following transactions by the Reporting Persons were effected: (1) on October 5, 2010, NP effected a distribution of a total of 149,875 shares of Common Stock to limited partners of NP in satisfaction of redemption requests as of September 30, 2010 and (2) the purchase transactions set forth on Schedule A (which were effected in the open market).

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SIGNATURES

After due inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 25, 2010

NEWCASTLE PARTNERS, L.P.

By: Newcastle Capital Management, L.P., its

general partner

By: Newcastle Capital Group, L.L.C., its

general partner

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL MANAGEMENT, L.P.

By: Newcastle Capital Group, L.L.C., its

general partner

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL GROUP, L.L.C.

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

<u>/s/ Mark E. Schwarz</u> MARK E. SCHWARZ

NEWCASTLE FOCUS FUND II, L.P.

By: Newcastle Capital Management, L.P., its

general partner

By: Newcastle Capital Group, L.L.C., its

general partner

By: /s/ Mark E. Schwarz

Mark E. Schwarz, Managing Member

/s/ Clinton J. Coleman CLINTON J. COLEMAN

HALLMARK FINANCIAL SERVICES, INC.

By: <u>/s/ Mark E. Schwarz</u> Name: Mark E. Schwarz

Title: Chairman

AMERICAN HALLMARK INSURANCE COMPANY OF TEXAS

By: <u>/s/ Mark E. Schwarz</u> Name: Mark E. Schwarz

Title: Director

 $\label{eq:Schedule A}$ Transactions in the Common Stock During the Past 60 Days

Transaction Date	Buy/Sell	Quantity (Shares)	Price (\$)
10/11/10	Buy	18,000	1.82
10/12/10	Buy	32,000	1.85
10/13/10	Buy	20,000	1.85
10/19/10	Buy	7,100	1.85
10/21/10	Buy	8,200	1.85