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

FORM 10-Q

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2007.

OR

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from ______ to ______.

Commission file number 1-31234

WESTWOOD HOLDINGS GROUP, INC.
(Exact name of registrant as specified in its charter)

DELAWARE **(State or other jurisdiction of incorporation or organization)**	**75-2969997** **(IRS Employer Identification No.)**

200 CRESCENT COURT, SUITE 1200
DALLAS, TEXAS
75201
(Address of principal executive office)
(Zip Code)

(214) 756-6900
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the issuer's common stock, par value $0.01 per share, outstanding as of October 19, 2007: 6,802,303.

WESTWOOD HOLDINGS GROUP, INC.

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PART I - FINANCIAL INFORMATION

ITEM 1. UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
As of September 30, 2007 and December 31, 2006
(in thousands, except par value and share amounts)

	September 30, 2007 (unaudited)	December 31, 2006
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 4,953	$ 2,177
Accounts receivable	3,680	3,111
Investments, at market value	19,485	17,933
Deferred income taxes	954	1,267
Other current assets	975	465
Total current assets	30,047	24,953
Goodwill	2,302	2,302
Deferred income taxes	88	214
Property and equipment, net of accumulated depreciation of $951 and $774	1,038	1,253
Total assets	$ 33,475	$ 28,722
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable and accrued liabilities	$ 775	$ 778
Dividends payable	3,398	996
Compensation and benefits payable	2,566	2,801
Income taxes payable	—	689
Other current liabilities	11	10
Total current liabilities	6,750	5,274
Deferred rent	621	713
Total liabilities	7,371	5,987
Stockholders' Equity:		
Common stock, $0.01 par value, authorized 10,000,000 shares, issued 6,834,452 and outstanding 6,802,303 shares at September 30, 2007; issued and outstanding 6,638,525 shares at December 31, 2006	68	66
Additional paid-in capital	26,092	20,289
Treasury stock, at cost – 32,149 shares at September 30, 2007; 0 shares at December 31, 2006	(1,042)	—
Retained earnings	986	2,380
Total stockholders' equity	26,104	22,735
Total liabilities and stockholders' equity	$ 33,475	$ 28,722

See notes to consolidated financial statements.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)
(unaudited)

	Three months ended September 30, 2007	Three months ended September 30, 2006	Nine months ended September 30, 2007	Nine months ended September 30, 2006
REVENUES:				
Advisory fees	$ 5,782	$ 4,391	$15,368	$12,881
Trust fees	2,666	2,086	7,558	6,026
Other revenues	291	418	1,123	1,138
Total revenues	8,739	6,895	24,049	20,045
EXPENSES:				
Employee compensation and benefits	4,669	4,058	12,644	10,979
Sales and marketing	164	148	432	431
WHG mutual funds	43	80	144	167
Information technology	239	225	721	682
Professional services	420	312	1,199	1,040
General and administrative	565	508	1,690	1,522
Total expenses	6,100	5,331	16,830	14,821
Income before income taxes	2,639	1,564	7,219	5,224
Provision for income taxes	957	643	2,557	2,060
Income before cumulative effect of accounting change	1,682	921	4,662	3,164
Cumulative effect of change in accounting principle, net of income taxes of $21	—	—	—	39
Net income	$ 1,682	$ 921	$ 4,662	$ 3,203
Earnings per share:				
Basic:				
Continuing operations	$ 0.28	$ 0.16	$ 0.80	$ 0.58
Cumulative effect of an accounting change	—	—	—	—
Net income	$ 0.28	$ 0.16	$ 0.80	$ 0.58
Diluted:				
Continuing operations	$ 0.27	$ 0.16	$ 0.76	$ 0.56
Cumulative effect of an accounting change	—	—	—	0.01
Net income	$ 0.27	$ 0.16	$ 0.76	$ 0.57

See notes to consolidated financial statements.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
For the Nine months Ended September 30, 2007
(in thousands)
(unaudited)

	Westwood Holdings Group, Inc. Common Stock, Par		Additional Paid-In	Treasury	Retained	
	Shares	Amount	Capital	Stock	Earnings	Total
BALANCE, January 1, 2007	6,638,525	$ 66	$ 20,289	$ —	$ 2,380	$22,735
Net income					4,662	4,662
Issuance of restricted stock	154,571	2	(2)			—
Dividends declared ($0.90 per share)					(6,056)	(6,056)
Restricted stock amortization			3,797			3,797
Tax benefit related to equity compensation			1,475			1,475
Stock options exercised	41,356	—	533			533
Purchase of treasury stock	(32,149)			(1,042)		(1,042)
BALANCE, September 30, 2007	6,802,303	$ 68	$ 26,092	$(1,042)	$ 986	$26,104

See notes to consolidated financial statements.

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WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	For the nine months ended September 30, 2007	2006
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 4,662	$ 3,203
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	176	202
Unrealized gains on investments	(52)	13
Stock option expense	—	122
Restricted stock amortization	3,797	3,152
Deferred income taxes	439	(296)
Cumulative effect of change in accounting principle	—	(39)
Excess tax benefits from stock-based compensation	(1,226)	(19)
Net purchases of investments – trading securities	(1,089)	(788)
Change in operating assets and liabilities:		
Accounts receivable	(569)	(52)
Other current assets	(82)	(129)
Accounts payable and accrued liabilities	(3)	(63)
Compensation and benefits payable	(235)	(1,084)
Income taxes payable	361	(267)
Other liabilities	(10)	8
Net cash provided by operating activities	6,169	3,963
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of money market funds – available for sale	(5,320)	(5,536)
Sales of money market funds – available for sale	4,909	8,846
Purchase of property and equipment	(45)	(57)
Net cash (used in) provided by investing activities	(456)	3,253
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchase of treasury stock	(1,042)	—
Excess tax benefits from stock-based compensation	1,226	19
Proceeds from exercise of stock options	533	293
Cash dividends	(3,654)	(1,653)
Net cash used in financing activities	(2,937)	(1,341)
NET INCREASE IN CASH	2,776	5,875
Cash and cash equivalents, beginning of period	2,177	1,897
Cash and cash equivalents, end of period	$ 4,953	$ 7,772
Supplemental cash flow information:		
Cash paid during the period for income taxes	$ 1,756	$ 2,622
Issuance of restricted stock	5,330	11,507
Tax benefit allocated directly to equity	1,475	380

See notes to consolidated financial statements.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. DESCRIPTION OF THE BUSINESS:

Westwood Holdings Group, Inc. ("Westwood," the "Company," "we," or "our") was incorporated under the laws of the State of Delaware on December 12, 2001, as a subsidiary of SWS Group, Inc. ("SWS"). On June 28, 2002, SWS completed the spin-off of Westwood by effecting a dividend distribution of all of the Westwood common stock held by SWS to all of its stockholders on a pro rata basis.

Westwood manages investment assets and provides services for its clients through two subsidiaries, Westwood Management Corp. ("Westwood Management") and Westwood Trust ("Westwood Trust"). Westwood Management provides investment advisory services to corporate pension funds, public retirement plans, endowments, foundations, and a family of institutional mutual funds, which we call the WHG Funds, and investment subadvisory services to mutual funds and clients of Westwood Trust. Westwood Trust provides to institutions and high net worth individuals trust and custodial services and participation in common trust funds that it sponsors. Revenue is largely dependent on the total value and composition of assets under management ("AUM"). Accordingly, fluctuations in financial markets and in the composition of AUM impact revenue and results of operations.

Westwood Management is a registered investment advisor under the Investment Advisers Act of 1940. Westwood Trust is chartered and regulated by the Texas Department of Banking.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Presentation

The accompanying consolidated financial statements have been prepared without an audit and reflect all adjustments that, in the opinion of management, are necessary to present fairly our financial position as of September 30, 2007, and results of operations and cash flows for the periods presented. All such adjustments are normal and recurring in nature. The accompanying consolidated financial statements are presented using the accrual basis of accounting and have been prepared in accordance with the instructions for the presentation of interim financial information as prescribed by the Securities and Exchange Commission ("SEC") and, therefore, as permitted by SEC rules, do not contain certain information and footnote disclosures required by accounting principles generally accepted in the United States of America. The accompanying consolidated financial statements should be read in conjunction with our consolidated financial statements, and notes thereto, included in our Annual Report on Form 10-K for the year ended December 31, 2006. Refer to the accounting policies described in the notes to our annual financial statements, which were consistently followed in preparing this interim financial information. Operating results for the nine months ended September 30, 2007 are not necessarily indicative of the results for the year ending December 31, 2007 or any future period.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

Investment advisory and trust fees are recognized as services are provided. These fees are determined in accordance with contracts between our subsidiaries and their clients and are generally based on a percentage of

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

AUM. A limited number of our clients have a performance-based fee component in their contract, which could pay us an additional fee if we outperform a specified index over a specific period of time. We would record as revenue any performance-based fees earned at the end of the performance period. Most advisory and trust fees are payable in advance or in arrears on a calendar quarterly basis. Advance payments are deferred and recognized over the periods services are performed. Since most of our advance paying clients' billing periods coincide with the calendar quarter to which payment relates, the revenue related to those clients is fully recognized within the quarter; consequently, there is not a significant amount of deferred revenue contained in these financial statements. Deferred revenue is shown on the balance sheet under the heading of "Other current liabilities". Other revenues generally consist of interest and investment income. These revenues are recognized as earned or as the services are performed.

Cash and Cash Equivalents

Cash and cash equivalents consist of short-term, highly liquid investments with maturities of three months or less.

Investments

Money market securities are classified as available for sale securities and have no significant fluctuating values. All other marketable securities are classified as trading securities. All securities are carried at quoted market value on the accompanying balance sheet. Net unrealized holding gains or losses on investments classified as trading securities are reflected as a component of other revenues. We measure realized gains and losses on investments using the specific identification method.

Goodwill

During the third quarter of 2007, we completed our annual impairment assessment as required by the Financial Accounting Standards Board ("FASB") Statement of Financial Accounting Standards ("SFAS") No.142. No impairment loss was required. We perform our annual impairment assessment as of July 1.

Federal Income Taxes

We file a Federal income tax return as a consolidated group for Westwood and its subsidiaries. Deferred income tax assets and liabilities are determined based on the differences between the financial statement and income tax bases of assets and liabilities as measured at enacted income tax rates. Deferred income tax expense is generally the result of changes in the deferred tax assets and liabilities and relates primarily to stock-based compensation expense.

Fair Value of Financial Instruments

The estimated fair values of our financial instruments have been determined by us using available information. The fair value amounts discussed in Note 3 are not necessarily indicative of either the amounts we would realize upon disposition of these instruments or our intent or ability to dispose of these assets. The estimated fair value of cash and cash equivalents, as well as accounts receivable and payable, approximates their carrying value due to their short-term maturities. The carrying amount of investments designated as "trading" securities, primarily U.S. Government and Government agency obligations as well as mutual funds and common trust fund shares, equals their fair value, which is equal to prices quoted in active markets and, with respect to funds, the net asset value of the shares held as reported by the fund. The carrying amount of investments designated as "available for sale" securities, primarily money market accounts, equals their fair value, which is equal to the net asset value of the shares held as reported by the fund. The market values of our money market holdings generally do not fluctuate.

Earnings per Share

Basic earnings per common share is computed by dividing net income available to common stockholders by the weighted average number of shares outstanding for the periods ended September 30, 2007 and 2006, respectively. Diluted earnings per share for these periods is computed based on the weighted average number of

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

shares outstanding plus the effect of the dilutive impact of stock options and shares of restricted stock granted to employees and non-employee directors. Diluted earnings per common share is computed using the treasury stock method.

The following table sets forth the computation of basic and diluted shares (in thousands, except share amounts):

	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	2007	2006
Net income	$ 1,682	$ 921	$ 4,662	$ 3,203
Weighted average shares outstanding – basic	5,937,270	5,662,064	5,820,673	5,566,779
Dilutive potential shares from stock options	41,942	42,522	44,365	45,737
Dilutive potential shares from restricted shares	284,010	112,744	277,158	—
Weighted average shares outstanding – diluted	6,263,222	5,817,330	6,142,196	5,612,516

Stock-Based Compensation

We account for stock-based compensation in accordance with FASB Statement of Financial Accounting Standards No. 123 Revised (“SFAS No. 123R”). Under SFAS No. 123R, stock-based compensation expense reflects the fair value of stock-based awards measured at grant date, is recognized over the relevant service period, and is adjusted each period for anticipated forfeitures. The compensation cost we record for these awards is based on their grant-date fair value as required by SFAS No. 123R.

We have issued restricted stock and stock options in accordance with our Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan. We valued stock options issued based upon the Black-Scholes option-pricing model and recognized this value as an expense over the periods in which the options vest. Implementation of the Black-Scholes option-pricing model requires us to make certain assumptions, including expected volatility, risk-free interest rate, expected dividend yield and expected life of the options. We utilized assumptions that we believed to be most appropriate at the time of the valuation. Had we used different assumptions in the pricing model, the expense recognized for stock options may have been different than the expense recognized in our financial statements. We must also apply judgment in developing an expectation of awards of restricted stock and stock options that may be forfeited. If actual experience differs significantly from these estimates, stock-based compensation expense and our results of operations could be materially affected.

3. INVESTMENTS:

Investment balances are presented in the table below (in thousands). All of these investments are carried at market value. The money market funds are accounted for as available for sale securities. The other investments are accounted for as trading securities.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value
September 30, 2007:				
U.S. Government and Government agency obligations	$ 1,929	$ 1	$ —	$ 1,930
Funds:				
Money market	12,555	—	—	12,555
Equity and fixed income	4,617	431	(48)	5,000
Marketable securities	$19,101	$ 432	$ (48)	$19,485
December 31, 2006:				
U.S. Government and Government agency obligations	$ 1,757	$ —	$ —	$ 1,757
Funds:				
Money market	12,241	—	—	12,241
Equity and fixed income	3,603	332	—	3,935
Marketable securities	$17,601	$ 332	$ —	$17,933

4. EQUITY:

On July 26, 2007, we declared a quarterly cash dividend of $0.25 per share and a special cash dividend of $0.25 per share on common stock both payable on October 1, 2007 to stockholders of record on September 14, 2007.

On July 26, 2007, we granted an aggregate of 172,600 shares of restricted stock to certain employees, non-employee directors and a non-employee consultant. These shares are subject to vesting conditions as described in "Note 5. Stock Based Compensation".

On July 1, 2007, we purchased 26,652 shares of our common stock from employees of Westwood to satisfy tax obligations related to vested restricted shares. The shares were purchased at $34.16, the closing price of our common stock on that date, and are shown as treasury shares in the equity section of our balance sheet at cost.

On April 26, 2007, we declared a quarterly cash dividend of $0.20 per share on common stock payable on July 2, 2007 to stockholders of record on June 15, 2007.

On February 22, 2007, we purchased 5,497 shares of our common stock from employees of Westwood to satisfy tax obligations related to vested restricted shares. The shares were purchased at $23.88, the closing price of our common stock on that date, and are shown as treasury shares in the equity section of our balance sheet at cost.

On February 7, 2007, we declared a quarterly cash dividend of $0.20 per share on common stock payable on April 2, 2007 to stockholders of record on March 15, 2007.

5. STOCK-BASED COMPENSATION

We have issued stock options and restricted shares to our employees, non-employee directors and a non-employee consultant. The Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan (the "Plan") reserves shares of Westwood common stock for issuance to eligible employees, directors and consultants of Westwood or its subsidiaries in the form of restricted stock and stock options. The total number of shares that may be issued under the Plan (including the predecessor plans to the Plan) may not exceed 1,948,100 shares. In the event of a change in control of Westwood, the Plan contains provisions providing for the acceleration of the vesting of restricted stock and stock options. At September 30, 2007, approximately 425,000 shares remain available for issuance under the Plan.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

The following table presents the total stock-based compensation expense we recorded and the total income tax benefit recognized for stock-based compensation arrangements:

	Nine months ended September 30, 2007	2006
Total stock-based compensation expense	$3,797,000	$3,274,000
Total income tax benefit recognized related to stock-based compensation	2,957,000	883,000

Restricted Stock

We have granted restricted stock to employees, non-employee directors and a non-employee consultant, which are subject to a service condition, and to our Chief Executive Officer and Chief Investment Officer, which are subject to a service condition and performance goals. Until the shares vest, they are restricted from sale, transfer or assignment in accordance with the terms of the agreements under which they were issued. We calculate compensation cost for restricted stock grants by using the fair market value of our common stock at the date of grant, the number of shares issued and an estimate of shares that will not vest due to forfeitures. This compensation cost is amortized on a straight-line basis over the applicable vesting period. As of September 30, 2007, there was approximately $15.0 million of unrecognized compensation cost, which we expect to recognize over a weighted-average period of 2.6 years. In order to satisfy tax liabilities that employees will owe on their shares that vest, we may withhold a sufficient number of vested shares from employees on the date vesting occurs. For 2007, we estimate that the number of shares that could be withheld for this purpose could total approximately 33,000 shares. Our two types of restricted stock grants are discussed below.

Employee and non-employee director restricted share grants

Restricted stock granted to employees vest over four years and the non-employee directors' shares vest over one year. For the nine months ended September 30, 2007, we recorded $2.9 million of expense for these grants. The following table details the status and changes in our restricted stock grants that are subject only to a service condition for the nine months ended September 30, 2007:

	Shares	Weighted Average Grant Date Fair Value
Restricted shares subject only to a service condition:		
Non-vested, January 1, 2007	558,788	$ 18.24
Granted	172,600	32.77
Vested	(186,809)	18.50
Forfeited	(18,029)	18.10
Non-vested, September 30, 2007	526,550	22.92

Certain employees that retired from Westwood in the first quarter of 2007 had a portion of their non-vested restricted shares vest ahead of the vesting schedule. The total fair value of shares vested during the nine months ended September 30, 2007 and 2006 was $6.4 million and $2.5 million, respectively.

CEO and CIO performance-based restricted share grants

We granted restricted shares to our Chief Executive Officer and the Chief Investment Officer that vest over four years and six years, respectively, provided annual performance goals established by the Compensation Committee of Westwood's board of directors are met. In each year during the applicable vesting period, the Compensation Committee will establish a specific goal for that year's vesting of the restricted shares, which will be based in all cases upon Westwood's adjusted pre-tax income, as defined. In February 2007, the Compensation Committee established the goal for 2007 as an increase of at least 7% in adjusted pre-tax income over the adjusted pre-tax income for the year 2006. If in any year during the vesting period the performance goal is not met, the Compensation Committee may establish a goal for a subsequent vesting period, which if achieved or exceeded may result in full or partial vesting of the shares that did not otherwise become vested in a prior year. However, in no event will the maximum number of shares, which may become vested over the vesting period, exceed 100,000 shares in the case of our Chief Executive Officer and 300,000 shares in the case of our Chief Investment Officer. If a portion of the performance-based restricted shares do not vest, no compensation expense is recognized for that portion and any previously recognized compensation expense related to the shares that do not vest would be reversed.

	Shares	Weighted Average Grant Date Fair Value
Restricted shares subject to service and performance conditions:		
Non-vested, January 1, 2007	325,000	$ 18.81
Granted	—	—
Vested	—	—
Forfeited	—	—
Non-vested, September 30, 2007	325,000	18.81

Because the performance goal was met in 2006, the shares subject to vesting were vested in substance, but required certification by the Compensation Committee, at which time a share price was determined for tax purposes. On February 22, 2007, the 2006 shares, which were expensed in 2006, were certified as vested and the total fair value of the shares was determined to be $1,791,000, utilizing a share price of $23.88, the closing price of our common stock as of the day of certification. In the second quarters of 2007 and 2006, we concluded that it was probable that we would meet the performance goals required in order for the applicable percentage of the performance-based restricted shares awarded to our Chief Executive Officer and Chief Investment Officer to vest in each year. As a result, we recognized expense of approximately $470,000 in both the second and third quarters of the current and prior years related to these performance-based restricted stock grants.

Stock Options

Options granted under the Plan have a maximum ten-year term and vested over a period of four years. All of our stock options are vested and exercisable. All of our outstanding and exercisable options were fully expensed in 2006. The following table sets forth the summary of option activity under our stock option program for the nine months ended September 30, 2007:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Options outstanding, January 1, 2007	124,531	$ 12.92		
Granted	—	—		
Exercised	(41,356)	12.91		
Forfeited/expired	—	—		
Options outstanding and exercisable, September 30, 2007	83,175	12.92	4.76	$1,779,000

The total intrinsic value of options exercised during the nine months ended September 30, 2007 and 2006 was $541,000 and $141,000, respectively. Options exercised represent newly issued shares.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

6. SEGMENT REPORTING:

We operate two segments: the Westwood Management segment and the Westwood Trust segment. These segments are managed separately based on types of products and services offered and their related client bases. We evaluate the performance of our segments based primarily on income before income taxes. Westwood Holdings, the parent company of Westwood Management and Westwood Trust, does not have revenues or employees and is where we record the expense for stock based compensation.

Westwood Management

Westwood Management provides investment advisory services to corporate pension funds, public retirement plans, endowments, foundations and the WHG Funds, as well as investment subadvisory services to mutual funds and clients of Westwood Trust.

Westwood Trust

Westwood Trust provides trust and custodial services and participation in common trust funds that it sponsors to institutions and high net worth individuals.

All segment accounting policies are the same as those described in the summary of significant accounting policies. Intersegment balances that eliminate in consolidation have been applied to the appropriate segment.

	Westwood Management	Westwood Trust	Westwood Holdings	Eliminations	Consolidated
			(in thousands)		
Three months ended September 30, 2007					
Net revenues from external sources	$ 6,023	$ 2,716	$ —	$ —	$ 8,739
Net intersegment revenues	965	1	—	(966)	—
Income before income taxes	3,453	724	(1,538)	—	2,639
Segment assets	23,106	4,411	5,958	—	33,475
Segment goodwill	1,790	512	—	—	2,302
Three months ended September 30, 2006					
Net revenues from external sources	$ 4,769	$ 2,126	$ —	$ —	$ 6,895
Net intersegment revenues	782	1	—	(783)	—
Income before income taxes	2,464	487	(1,387)	—	1,564
Segment assets	18,475	4,571	7,834	—	30,880
Segment goodwill	1,790	512	—	—	2,302

	Westwood Management	Westwood Trust	Westwood Holdings	Eliminations	Consolidated
			(in thousands)		
Nine months ended September 30, 2007					
Net revenues from external sources	$ 16,358	$ 7,691	$ —	$ —	$ 24,049
Net intersegment revenues	2,811	4	—	(2,815)	—
Income before income taxes	9,082	1,934	(3,797)	—	7,219
Segment assets	23,106	4,411	5,958	—	33,475
Segment goodwill	1,790	512	—	—	2,302
Nine months ended September 30, 2006					
Net revenues from external sources	$ 13,911	$ 6,134	$ —	$ —	$ 20,045
Net intersegment revenues	2,247	4	—	(2,251)	—
Income before income taxes	7,146	1,352	(3,274)	—	5,224
Segment assets	18,475	4,571	7,834	—	30,880
Segment goodwill	1,790	512	—	—	2,302

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

Forward-Looking Statements

Statements in this report that are not purely historical facts, including statements about our expected future financial position, results of operations or cash flows, as well as other statements including words such as "anticipate," "believe," "plan," "estimate," "expect," "intend," "should," "could," "goal," "target," "designed," "on track," "comfortable with," "optimistic" and other similar expressions, constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Actual results and the timing of some events could differ materially from those projected in or contemplated by the forward-looking statements due to a number of factors, including, without limitation, the risks described under "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2006 filed with the SEC, and those set forth below:

- our ability to identify and successfully market services that appeal to our customers;
- the significant concentration of our revenues in four of our customers;
- our relationships with investment consulting firms;
- our relationships with current and potential customers;
- our ability to retain qualified personnel;
- our ability to successfully develop and market new asset classes;
- competitive fee pressures which could reduce revenues and profit margins;
- competition in the marketplace;
- downturn in the financial markets;
- the passage of legislation adversely affecting the financial services industries;
- interest rates;
- changes in our effective tax rate;
- our ability to maintain an effective system of internal controls; and
- the other risks detailed from time to time in our SEC reports.

You should not unduly rely on these forward-looking statements, which speak only as of the date of this report. Except as required by law, we are not obligated to publicly release any revisions to these forward-looking statements to reflect events or circumstances occurring after the date of this report or to reflect the occurrence of unanticipated events.

Overview

We manage investment assets and provide services for our clients through our two subsidiaries, Westwood Management and Westwood Trust. Westwood Management provides investment advisory services to corporate pension funds, public retirement plans, endowments, foundations and a family of institutional mutual funds, which we call the WHG Funds, as well as investment subadvisory services to other mutual funds and clients of Westwood Trust. Westwood Trust provides trust and custodial services and participation in common trust funds that it sponsors to institutions and high net worth individuals. Our revenues are generally derived from fees based on a percentage of assets under management. We have been providing investment advisory services since 1983 and, according to recognized industry sources, including Morningstar, Inc., when measured over multi-year periods ten years and longer, our principal asset classes have consistently ranked above the median in performance within their peer groups.

Revenues

We derive our revenues from investment advisory fees, trust fees, and other revenues. Our advisory fees are generated by Westwood Management, which manages its clients' accounts under investment advisory and subadvisory agreements. Advisory fees are calculated based on a percentage of assets under management, and are paid in accordance with the terms of the agreements. Westwood Management's advisory fees are paid quarterly in advance based on the assets under management on the last day of the preceding quarter, quarterly in arrears based on the assets under management on the last day of the quarter just ended, or are based on a daily or monthly analysis of assets under management for the stated period. Westwood Management recognizes revenues as services are rendered. A limited number of our clients have a performance-based fee component in their contract, which could pay us an additional fee if we outperform a specified index over a specific period of time. We would record as revenue any performance-based fees earned at the end of the performance period. Since most of our advance paying clients' billing periods coincide with the calendar quarter to which payment relates, the revenue related to those clients is fully recognized within the quarter; consequently, there is not a significant amount of deferred revenue contained in our financial statements.

Our trust fees are generated by Westwood Trust pursuant to trust or custodial agreements. Trust fees are separately negotiated with each client and are generally based on a percentage of assets under management, which in turn is influenced by the complexity of the operations of the trust and the services provided. Westwood Trust also provides trust services to a small number of clients on a fixed fee basis. Most trust fees are paid quarterly in advance and are recognized as services are rendered. Since the majority of Westwood Trusts' advance paying clients' billing periods coincide with the calendar quarter to which payment relates, the revenue related to those clients is fully recognized within the quarter; consequently, there is not a significant amount of deferred revenue contained in our financial statements.

Our other revenues generally consist of interest and investment income. We invest most of our cash in money market funds, although we also invest smaller amounts in bonds and equity instruments.

Assets Under Management

Assets under management increased $2.0 billion, or 35.4%, to $7.7 billion at September 30, 2007, compared with $5.7 billion at September 30, 2006. Average assets under management for the third quarter of 2007 were $7.3 billion compared to $5.5 billion for the third quarter of 2006, an increase of 31.0%. The increase in period ending assets under management was principally attributable to asset inflows from new and existing clients and market appreciation of assets under management, partially offset by the withdrawal of assets by certain clients. The following table sets forth Westwood Management's and Westwood Trust's assets under management as of September 30, 2007 and September 30, 2006:

	As of September 30, (1) (in millions)		% Change
	2007	2006	September 30, 2007 vs. September 30, 2006
Westwood Management			
Separate Accounts	$3,701	$ 2,563	44.4%
Subadvisory	1,062	912	16.4
WHG Funds	228	93	145.2
Westwood Funds	363	373	(2.7)
Managed Accounts	484	292	65.8
Total	5,838	4,233	37.9
Westwood Trust			
Commingled Funds	1,400	1,119	25.1
Private Accounts	331	210	57.6
Agency/Custody Accounts	123	120	2.5
Total	1,854	1,449	28.0
Total Assets Under Management	$7,692	$ 5,682	35.4%

(1) The above table excludes the SWS cash reserve funds for which Westwood Management served as investment advisor and Westwood Trust served as custodian. The SWS cash reserve funds were $0 and $182 million as of September 30, 2007 and 2006, respectively. These accounts were noted separately due to their unique nature within our business and because they were subject to significant fluctuations on a weekly basis.

Westwood Management. In the preceding table, “Separate Accounts” represent corporate pension and profit sharing plans, public employee retirement accounts, Taft Hartley plans, endowments, foundations and individuals. “Subadvisory” represents relationships where Westwood Management provides investment management services for funds offered by other financial institutions. “WHG Funds” represent the family of institutional mutual funds for which Westwood Management serves as advisor. “Westwood Funds” represent the family of mutual funds for which Westwood Management serves as subadvisor. “Managed Accounts” represent relationships with brokerage firms and other registered investment advisors who offer Westwood Management’s products to their customers.

Westwood Trust. In the preceding table, “Commingled Funds” represent funds that have been established to facilitate investment of fiduciary funds of multiple clients by combining assets into a single trust for taxable and tax-exempt entities. “Private Accounts” represent discretionary accounts where Westwood Trust acts as trustee or agent and has full investment discretion. “Agency/Custody Accounts” represent non-discretionary accounts in which Westwood Trust provides agent or custodial services, but does not act in an advisory capacity. For certain assets in this category, Westwood Trust provides limited custody services for a minimal or zero fee currently, but views these assets as potentially converting to fee-generating managed assets in the future. As an example, some assets in this category consist of low-basis stock that is being held in custody for clients currently, but may transfer to fee-generating managed assets during an intergenerational transfer of wealth at some point in the future.

Results of Operations

The following table (dollars in thousands) and discussion of our results of operations for the three and nine months ended September 30, 2007 is based upon data derived from the consolidated statements of income contained in our consolidated financial statements and should be read in conjunction with these statements, which are included elsewhere in this quarterly report.

	Three months ended September 30,		Nine months ended September 30,		% Change	
	2007	2006	2007	2006	Three months ended September 30, 2007 vs. September 30, 2006	Nine months ended September 30, 2007 vs. September 30, 2006
Revenues						
Advisory fees	$ 5,782	$ 4,391	$15,368	$12,881	31.7%	19.3%
Trust fees	2,666	2,086	7,558	6,026	27.8	25.4
Other revenues	291	418	1,123	1,138	(30.4)	(1.3)
Total revenues	8,739	6,895	24,049	20,045	26.7	20.0
Expenses						
Employee compensation and benefits	4,669	4,058	12,644	10,979	15.1	15.2
Sales and marketing	164	148	432	431	10.8	0.2
WHG mutual funds	43	80	144	167	(46.3)	(13.8)
Information technology	239	225	721	682	6.2	5.7
Professional services	420	312	1,199	1,040	34.6	15.3
General and administrative	565	508	1,690	1,522	11.2	11.0
Total expenses	6,100	5,331	16,830	14,821	14.4	13.6
Income before income taxes	2,639	1,564	7,219	5,224	68.7	38.2
Provision for income taxes	957	643	2,557	2,060	48.8	24.1
Income from continuing operations	1,682	921	4,662	3,164	82.6	47.3
Cumulative effect of change in accounting principle, net of tax	—	—	—	39	N/A	N/A
Net income	$ 1,682	$ 921	$ 4,662	$ 3,203	82.6%	45.6%

Three months ended September 30, 2007 compared to three months ended September 30, 2006

Total Revenues. Our total revenues increased by 26.7% to $8.7 million for the three months ended September 30, 2007 compared with $6.9 million for the three months ended September 30, 2006. Advisory fees increased by 31.7% to $5.8 million for the three months ended September 30, 2007 compared with $4.4 million for the three months ended September 30, 2006, as a result of increased average assets under management by Westwood Management due to market appreciation of assets and inflows from new and existing clients, partially offset by the withdrawal of assets by certain clients. Trust fees increased by 27.8% to $2.7 million for the three months ended September 30, 2007 compared with $2.1 million for the three months ended September 30, 2006, as a result of increased average assets under management by Westwood Trust due to inflows from new clients and existing clients and market appreciation of assets, offset in part by the withdrawal of assets by certain clients. Other revenues, which generally consist of interest and investment income, decreased by 30.4% to $291,000 for the three months ended September 30, 2007 compared with $418,000 for the three months ended September 30, 2006. Other revenues decreased primarily due to a decrease of $84,000 in consulting revenue from Gabelli Advisers due to the termination of our consulting fee arrangement and a decrease of $62,000 in realized and unrealized gains on investments. We were notified in the fourth quarter 2006 by Gabelli Advisers that our consulting payment arrangement with them was to be replaced by a dividend payment.

Employee Compensation and Benefits. Employee compensation and benefits costs generally consist of salaries, incentive compensation, equity based compensation expense and benefits. Employee compensation and benefits increased by 15.1% to $4.7 million for the three months ended September 30, 2007 compared with $4.1 million for the three months ended September 30, 2006. This increase was due primarily to increased incentive compensation expense due to higher pretax income, an increase of approximately $150,000 in restricted stock expense due to additional restricted stock grants in July 2007, increased salary and benefits expense due to increased headcount and salary increases for certain employees and increased 401(k) match expense related to increased salaries and incentive compensation expense. In the second quarters of 2007 and 2006, we concluded that it was probable that we would meet the performance goals required in order for the applicable percentage of the performance-based restricted shares awarded to our Chief Executive Officer and Chief Investment Officer to vest in each year. As a result, we recognized expense of approximately $470,000 in the second and third quarters of both the current and prior year quarters related to these performance-based restricted stock grants. We expect to recognize a similar amount in the fourth quarter of 2007 related to these performance-based restricted stock grants. We had 51 full-time employees as of September 30, 2007 compared to 48 full-time employees as of September 30, 2006.

Sales and Marketing. Sales and marketing costs generally consist of costs associated with our marketing efforts, including travel and entertainment, direct marketing and advertising costs. Sales and marketing costs increased by 10.8% to $164,000 for the three months ended September 30, 2007 compared with $148,000 for the three months ended September 30, 2006. The increase is primarily the result of increased direct marketing and travel and entertainment expenses. Decreased consultant marketing expenses partially offset these increases.

WHG Mutual Funds. WHG Mutual Funds expenses generally consist of costs associated with our marketing, distribution and administration efforts related to the WHG Funds. WHG Mutual Funds expenses decreased 46.3% to $43,000 for the three months ended September 30, 2007 compared with $80,000 for the three months ended September 30, 2006. The decrease was due primarily to lower fund expense reimbursements due to a higher level of assets in the funds compared to last year. This decrease was partially offset by increased direct marketing costs and travel expense related to the funds.

Information Technology. Information technology expenses are generally costs associated with proprietary investment research tools, maintenance and support, computing hardware, software licenses, telecommunications and other related costs. Information technology costs increased by 6.2% to $239,000 for the three months ended September 30, 2007 compared with $225,000 for the three months ended September 30, 2006. The increase is primarily due to increased expenses for research tools, quotations and software licenses and maintenance. Decreased depreciation expense partially offset the increases.

Professional Services. Professional services expenses generally consist of costs associated with subadvisory fees, audit, legal and other professional services. Professional services expenses increased by 34.6% to $420,000 for the three months ended September 30, 2007 compared with $312,000 for the three months ended September 30, 2006. The increase is primarily due to higher advisory fees paid to external subadvisors due to increased assets under management in international equity and growth common trust funds sponsored by Westwood Trust and increased legal expense.

General and Administrative. General and administrative expenses generally consist of costs associated with the lease of our office space, investor relations, licenses and fees, depreciation, insurance, office supplies and other miscellaneous expenses. General and administrative expenses increased by 11.2% to $565,000 for the three months ended September 30, 2007 compared with $508,000 for the three months ended September 30, 2006. The increase is primarily due to increases in miscellaneous expenses, director's fees, office supplies and research expense. These increases were partially offset by decreases in tax expense and insurance expense.

Provision for Income Tax Expense. Provision for income tax expense increased by 48.8% to $957,000 for the three months ended September 30, 2007 compared with $643,000 for the three months ended September 30, 2006 as a result of increased income. The effective tax rate was 36.3% for the three months ended September 30, 2007 compared to 41.1% for the three months ended September 30, 2006. The decrease in the effective tax rate is primarily due to the decrease in state taxes owed resulting from a change in tax law by the State of Texas.

Nine months ended September 30, 2007 compared to nine months ended September 30, 2006

Total Revenues. Our total revenues increased by 20.0% to $24.0 million for the nine months ended September 30, 2007 compared with $20.0 million for the nine months ended September 30, 2006. Advisory fees increased by 19.3% to $15.4 million for the nine months ended September 30, 2007 compared with $12.9 million for the nine months ended September 30, 2006, as a result of increased average assets under management by Westwood Management due to inflows from new and existing clients and the market appreciation of assets. These increases were partially offset by the withdrawal of assets by certain clients. Trust fees increased by 25.4% to $7.6 million for the nine months ended September 30, 2007 compared with $6.0 million for the nine months ended September 30, 2006, as a result of increased average assets under management by Westwood Trust due to inflows from new and existing clients and the market appreciation of assets, offset in part by the withdrawal of assets by certain clients. Other revenues decreased by 1.3% to $1,123,000 for the nine months ended September 30, 2007 compared with $1,138,000 for the nine months ended September 30, 2006. Other revenues decreased primarily as a result of a decrease of $271,000 in consulting revenue from Gabelli Advisers due to the termination of our consulting fee arrangement, which was replaced by a dividend payment from them. We accrued $90,000 in the first nine months of 2007 related to the dividend for 2007. These decreases were partially offset by increased realized and unrealized gains on investments and increased dividend and interest income.

Employee Compensation and Benefits. Employee compensation and benefits increased by 15.2% to $12.6 million for the nine months ended September 30, 2007 compared with $11.0 million for the nine months ended September 30, 2006. This increase was due primarily to increased incentive compensation expense due to higher pretax income, an increase of approximately $645,000 in restricted stock expense due to additional restricted stock grants in July 2006 and 2007, increased salary and benefits expense due to salary increases for certain employees and increased headcount, increased 401(k) match expense and increased payroll taxes related to increased salaries and incentive compensation expense. A decrease in compensation expense related to stock options partially offset these increases.

Sales and Marketing. Sales and marketing costs increased by 0.2% to $432,000 for the nine months ended September 30, 2007 compared with $431,000 for the nine months ended September 30, 2006. The increase is primarily the result of increased travel and entertainment expenses and increased advertising expenses. Decreases in consultant and direct marketing expenses partially offset these increases.

WHG Mutual Funds. WHG Mutual Funds expenses decreased 13.8% to $144,000 for the nine months ended September 30, 2007 compared with $167,000 for the nine months ended September 30, 2006. The decrease was due primarily to decreased fund expense reimbursements due to a higher level of assets in the funds compared to last year. This decrease was partially offset by increased direct marketing costs and travel expense related to the funds.

Information Technology. Information technology costs increased by 5.7% to $721,000 for the nine months ended September 30, 2007 compared with $682,000 for the nine months ended September 30, 2006. The increase is primarily due to increased expenses for research tools, software licenses and maintenance, network support and quotations. Decreases in depreciation and website related expenses partially offset the increases.

Professional Services. Professional services expenses increased by 15.3% to $1.2 million for the nine months ended September 30, 2007 compared with $1.0 million for the nine months ended September 30, 2006. The increase is primarily due to higher advisory fees paid to external subadvisors due to increased assets under management in international equity and growth common trust funds sponsored by Westwood Trust. These increases were partially offset by decreased legal and audit expenses.

General and Administrative. General and administrative expenses increased by 11.0% to $1.7 million for the nine months ended September 30, 2007 compared with $1.5 million for the nine months ended September 30, 2006. The increase is primarily due to increases in miscellaneous expenses, director's fees, office supplies, employee training costs, subscriptions and research expenses and occupancy expenses. These increases were partially offset by a decrease in tax expense.

Provision for Income Tax Expense. Provision for income tax expense increased by 24.1% to $2.6 million for the nine months ended September 30, 2007 compared with $2.1 million for the nine months ended September 30, 2006 as a result of increased income. The effective tax rate was 35.4% for the nine months ended September 30, 2007 compared to 39.4% for the nine months ended September 30, 2006. The decrease in the effective tax rate is primarily due to the decrease in state taxes owed resulting from a change in tax law by the State of Texas.

Cumulative Effect of a Change in Accounting Principle, Net of Tax. In December 2004, the FASB revised SFAS No. 123 ("SFAS No. 123R"), requiring public companies to recognize the cost resulting from all share-based payment transactions in their financial statements. We have applied the fair value provisions of the original SFAS No. 123 for all options and restricted shares we issued and accounted for forfeitures as they occurred. Under SFAS No. 123R we are required to estimate the effect of forfeitures. As a result, on January 1, 2006 we recorded a cumulative effect of a change in accounting principle totaling $39,000, net of tax, in order to reverse compensation expense recorded for unvested securities as of December 31, 2006 that was in excess of what we estimated will vest.

Supplemental Financial Information

As supplemental information, we are providing non-generally accepted accounting principles ("non-GAAP") performance measures that we refer to as cash earnings and cash expenses. We provide these measures in addition to, but not as a substitute for, net income and total expenses, which are reported on a U.S. generally accepted accounting principles ("GAAP") basis. Management and our board of directors review cash earnings and cash expenses to evaluate our ongoing performance, allocate resources and review dividend policy. We believe that these non-GAAP performance measures, while not substitutes for GAAP net income and total expenses, are useful for both management and investors to evaluate our underlying operating and financial performance and our available resources. We do not advocate that investors consider these non-GAAP measures without considering financial information prepared in accordance with GAAP.

In calculating cash earnings, we add to net income the non-cash expense associated with equity-based compensation awards of restricted stock and stock options. In calculating cash earnings for the nine months ended September 30, 2006, we also eliminate the non-cash cumulative effect of change in accounting principle associated with our implementation of SFAS 123R. We define cash expenses as total expenses less non-cash equity-based compensation expense. Although depreciation on fixed assets is a non-cash expense, we do not add it back when calculating cash earnings or deduct it when calculating cash expenses because depreciation charges represent a decline in the value of the related assets that will ultimately require replacement.

Our cash earnings increased by 39.4% to $3.2 million for the three months ended September 30, 2007 compared with $2.3 million for the three months ended September 30, 2006 primarily due to a 26.7% increase in total revenues. For the nine months ended September 30, 2007, cash earnings increased by 31.4% to $8.5 million compared with $6.4 million for the nine months ended September 30, 2006, primarily due to a 20.0% increase in total revenues.

The following tables provide a reconciliation of net income to cash earnings and total expenses to cash expenses (in thousands):

	Three Months Ended September 30		%
	2007	2006	Change
Net Income	$ 1,682	$ 921	82.6%
Add: Restricted stock expense	1,537	1,387	10.8
Add: Stock option expense	—	1	N/A
Cash earnings	$ 3,219	$ 2,309	39.4
Total expenses	$ 6,100	$ 5,331	14.4
Less: Restricted stock expense	(1,537)	(1,387)	10.8
Less: Stock option expense	—	(1)	N/A
Cash expenses	$ 4,563	$ 3,943	15.7%

	Nine months Ended September 30		%
	2007	2006	Change
Net Income	$ 4,662	$ 3,203	45.6%
Add: Restricted stock expense	3,797	3,152	20.5
Add: Stock option expense	—	122	N/A
Less: Cumulative effect of a change in accounting principle	—	(39)	N/A
Cash earnings	$ 8,459	$ 6,438	31.4
Total expenses	$16,830	$14,821	13.6
Less: Restricted stock expense	(3,797)	(3,152)	20.5
Less: Stock option expense	—	(122)	N/A
Cash expenses	$13,033	$11,547	12.9%

Liquidity and Capital Resources

We fund our operations and cash requirements with cash generated from operating activities. As of September 30, 2007, we had no long-term debt. The changes in net cash provided by operating activities generally reflect the changes in earnings plus the effect of non-cash items and changes in working capital. Changes in working capital, especially accounts receivable and accounts payable, are generally the result of timing differences between collection of fees billed and payment of operating expenses.

During the nine months ended September 30, 2007, cash flow provided by operating activities, principally our investment advisory business, was $6.2 million. At September 30, 2007, we had working capital of $23.3 million. Cash flow used in investing activities during the nine months ended September 30, 2007 of $456,000 was primarily related to net purchases of investments and purchases of fixed assets. Cash flow used in financing activities during the nine months ended September 30, 2007 of $2.9 million was primarily due to cash dividends paid and the purchase of treasury shares. Those cash uses were partially offset by proceeds from the issuance of common stock related to the exercise of stock options and tax benefits from stock-based compensation.

We had cash and investments, net of dividends payable, of $21.0 million at September 30, 2007 and $19.1 million at December 31, 2006. Dividends payable were $3.4 million and $1.0 million as of September 30, 2007 and December 31, 2006, respectively. We had no liabilities for borrowed money at September 30, 2007.

Our future liquidity and capital requirements will depend upon numerous factors, including our results of operations, the timing and magnitude of capital expenditures and strategic initiatives and our dividend policy. We believe that current cash and short-term investment balances and cash generated from operations will be sufficient to meet the operating and capital requirements of our ordinary business operations through at least the next twelve months. However, there can be no assurance that we will not require additional financing within this time frame. Our forecast of the period of time through which our financial resources will be adequate to support our operations is a forward-looking statement that involves risks and uncertainties, and actual results could vary. The failure to raise needed capital on attractive terms, if at all, could have a material adverse effect on our business, financial condition and results of operations.

Contractual Obligations

There have been no significant changes in our contractual obligations since December 31, 2006.

Recent Accounting Pronouncements

In June 2007, the FASB ratified a consensus opinion reached by the Emerging Issues Task Force ("EITF") on EITF issue 06-11, "Accounting for Income Tax Benefits of Dividends on Share-Based Payment Awards." EITF Issue 06-11 requires an employer to recognize tax benefits realized from dividend or dividend equivalents paid to employees for certain share-based payment awards as an increase to additional paid-in capital and include such amounts in the pool of excess tax benefits available to absorb future tax deficiencies on share-based payment awards. If an entity's estimate of forfeitures increases, or if an award is no longer expected to vest, entities should reclassify the dividends or dividend equivalents paid on that award from retained earnings to compensation cost. The provisions of EITF Issue 06-11 are effective for fiscal years beginning after December 15, 2007 and interim periods within those fiscal years. We do not expect the adoption of EITF Issue 06-11 to have a significant effect on our financial statements since we have historically accounted for the income tax benefits of dividends paid for share-based payment awards in the manner described.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"), which addresses how companies should measure fair value when they are required to use a fair value measure for recognition or disclosure purposes under GAAP. The provisions of SFAS 157 are effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We are currently evaluating the potential impact of the adoption of SFAS 157.

In February 2007, the FASB issued FASB Statement No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS 159"), which permits entities to choose to measure many financial instruments and certain other items at fair value. The objective of the statement is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. The provisions of SFAS 159 are effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We are currently evaluating the potential impact of the adoption of SFAS 159.

Critical and Significant Accounting Policies and Estimates

There have been no significant changes in our critical or significant accounting policies and estimates since December 31, 2006.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We utilize various financial instruments, which entail certain inherent market risks. We do not currently participate in any hedging activities, nor do we currently utilize any derivative financial instruments. The following information describes the key aspects of certain financial instruments that have market risks.

Interest Rates and Securities Markets

Our cash equivalents and other investment instruments are exposed to financial market risk due to fluctuation in interest rates, which may affect our interest income. These instruments are not entered into for speculative trading purposes. We do not expect our interest income to be significantly affected by a sudden change in market interest rates.

The value of our assets under management is affected by changes in interest rates and fluctuations in securities markets. Since we derive a substantial portion of our revenues from investment advisory and trust fees based on the value of assets under management, our revenues may be adversely affected by changing interest rates or a decline in the prices of securities generally.

ITEM 4. CONTROLS AND PROCEDURES

Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on this evaluation, our management, including our Chief Executive Officer and our Chief Financial Officer, concluded that, as of September 30, 2007, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms.

For the quarter ended September 30, 2007, there were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are subject from time to time to certain claims and legal proceedings arising in the ordinary course of our business. We do not believe the outcome of these proceedings will have a material impact on our financial position, operations or cash flow.

ITEM 1A. RISK FACTORS

We face a number of significant risks and uncertainties in our business, which are detailed under “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2006 and summarized in this report under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” These risks and uncertainties may affect our current position and future prospects, and should be considered carefully in evaluating us and an investment in our common stock.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table displays information with respect to the treasury shares we purchased during the three months ended September 30, 2007.

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs
July 1 through July 31, 2007	26,652	$ 34.16	—	—
August 1 through August 31, 2007	—	—	—	—
September 1 through September 30, 2007	—	—	—	—
Total	26,652	$ 34.16	—	—

Note: The treasury shares were purchased from Westwood employees at the market close price on the date of purchase in order to assist our employees in satisfying their tax obligations from restricted shares that vested. We anticipate purchasing additional treasury shares in 2007, and potentially in subsequent years, for the same purpose.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

31.1 Certification of Chief Executive Officer Pursuant to Securities Exchange Act Rule 13a-14(a)

31.2 Certification of Chief Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a)

32.1* Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2* Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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* Pursuant to Item 601(b)(32) of SEC Regulation S-K, these exhibits are furnished rather than filed with this report.

SIGNATURES

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.

Dated: October 24, 2007

WESTWOOD HOLDINGS GROUP, INC.

By: /s/ Brian O. Casey
Brian O. Casey
Chief Executive Officer

By: /s/ William R. Hardcastle, Jr.
William R. Hardcastle, Jr.
Chief Financial Officer

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
SECURITIES EXCHANGE ACT RULE 13a-14(a)

I, Brian O. Casey, certify that:

1. I have reviewed this report on Form 10-Q of Westwood Holdings Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 24, 2007

/s/ Brian O. Casey
Brian O. Casey
Chief Executive Officer

Exhibit 31.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
SECURITIES EXCHANGE ACT RULES 13a-14(a)**

I, William R. Hardcastle, Jr., certify that:

1. I have reviewed this report on Form 10-Q of Westwood Holdings Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 24, 2007

/s/ William R. Hardcastle, Jr.

William R. Hardcastle, Jr.
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Westwood Holdings Group, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brian O. Casey, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C.78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 24, 2007

/s/ Brian O. Casey
Brian O. Casey
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Westwood Holdings Group, Inc. and will be retained by Westwood Holdings Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

Exhibit 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Westwood Holdings Group, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William R. Hardcastle, Jr., Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15U.S.C. 78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 24, 2007

/s/ William R. Hardcastle, Jr.
William R. Hardcastle, Jr.
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Westwood Holdings Group, Inc. and will be retained by Westwood Holdings Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.