

Life Technologies Corp
Form SC 13G
November 22, 2010

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Life Technologies Corporation
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

53217V109
(CUSIP Number)

November 19, 2010
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

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

Continued on following pages

Page 1 of 10 Pages

Exhibit Index: Page 8

CUSIP No. 53217V109

Page 2 of 10 Pages

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW CAPITAL MANAGEMENT, LLC

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power	None
	6.	Shared Voting Power	9,450,612
	7.	Sole Dispositive Power	None
	8.	Shared Dispositive Power	9,450,612

9. Aggregate Amount Beneficially Owned by Each Reporting Person

9,450,612

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.1% based on 186,727,590 shares outstanding¹

12. Type of Reporting Person:

OO

¹The Reporting Person may be deemed to be the beneficial owner of shares received upon exercise of certain options.

CUSIP No. 53217V109

Page 3 of 10 Pages

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

LAWRENCE M. ROBBINS

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of	5.	Sole Voting Power	None
Shares			
Beneficially	6.	Shared Voting Power	9,450,612
Owned by Each			
Reporting	7.	Sole Dispositive Power	None
Person With			
	8.	Shared Dispositive Power	9,450,612

9. Aggregate Amount Beneficially Owned by Each Reporting Person

9,450,612

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.1% based on 186,727,590 shares outstanding²

12. Type of Reporting Person:

IN

²The Reporting Person may be deemed to be the beneficial owner of shares received upon exercise of certain options.

CUSIP No. 53217V109

Page 4 of 10 Pages

Item 1(a). Name of Issuer

Life Technologies Corporation (the “Issuer”)

Item 1(b). Address of Issuer’s Principal Executive Offices

5791 Van Allen Way, Carlsbad, CA 92008

Item 2(a). Name of Person Filing

This Statement is filed on behalf of each of the following persons (collectively, the “Reporting Persons”):

- i) Glenview Capital Management, LLC (“Glenview Capital Management”);
- ii) Lawrence M. Robbins (“Mr. Robbins”).

This Statement relates to Shares (as defined herein) held for the accounts of Glenview Capital Partners, L.P., a Delaware limited partnership (“Glenview Capital Partners”), Glenview Capital Master Fund, Ltd., a Cayman Islands exempted company (“Glenview Capital Master Fund”), Glenview Institutional Partners, L.P., a Delaware limited partnership (“Glenview Institutional Partners”), GCM Little Arbor Master Fund, Ltd., a Cayman Islands exempted company (“GCM Little Arbor Master Fund”), GCM Little Arbor Institutional Partners, L.P., a Delaware limited partnership (“GCM Little Arbor Institutional Partners”), GCM Little Arbor Partners, L.P., a Delaware limited partnership (“GCM Little Arbor Partners”), GCM Opportunity Fund, L.P., a Delaware limited partnership (“GCM Opportunity Fund”), Glenview Capital Opportunity Fund, L.P., a Delaware limited partnership (“Glenview Capital Opportunity Fund”) and Glenview Offshore Opportunity Master Fund, Ltd., a Cayman Islands exempted company (“Glenview Offshore Opportunity Master Fund”).

Glenview Capital Management serves as investment manager to each of Glenview Capital Partners, Glenview Capital Master Fund, Glenview Institutional Partners, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, GCM Little Arbor Partners, GCM Opportunity Fund, Glenview Capital Opportunity Fund and Glenview Offshore Opportunity Master Fund. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management. In such capacities, Glenview Capital Management and Mr. Robbins may be deemed to have voting and dispositive power over the Shares held for such accounts.

CUSIP No. 53217V109

Page 5 of 10 Pages

Item 2(b). Address of Principal Business Office or, if none, Residence

The address of the principal business office of each of Glenview Capital Management and Mr. Robbins is 767 Fifth Avenue, 44th Floor, New York, New York 10153.

Item 2(c). Citizenship

i) Glenview Capital Management is a Delaware limited liability company;

ii) Mr. Robbins is a citizen of the United States of America.

Item 2(d). Title of Class of Securities

Common Stock, \$0.01 par value per share (the "Shares")

Item 2(e). CUSIP Number

53217V109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

This Item 3 is not applicable.

Item 4. Ownership.

Item 4(a). Amount Beneficially Owned:

As of November 19, 2010, each of Glenview Capital Management and Mr. Robbins may be deemed to be the beneficial owner of 9,450,612 Shares. This amount consists of: (A) 213,684 Shares held for the account of Glenview Capital Partners; (B) 2,746,229 Shares held for the account of Glenview Capital Master Fund; (C) 1,545,807 Shares held for the account of Glenview Institutional Partners; (D) 43,575 Shares held for the account of GCM Little Arbor Master Fund; (E) 15,027 Shares held for the account of GCM Little Arbor Institutional Partners; (F) 7,781 Shares held for the account of GCM Little Arbor Partners; (G) 494,980 Shares and 44,200 Shares entitled to be received upon exercise of options held for the account of GCM Opportunity Fund; (H) 1,724,559 Shares and 154,000 Shares entitled to be received upon exercise of options held for the account of Glenview Capital Opportunity Fund and (I) 2,258,970 Shares and 201,800 Shares entitled to be received upon exercise of options held for the account of Glenview Offshore Opportunity Master Fund.

Item 4(b). Percent of Class:

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The number of Shares, including Shares entitled to be obtained upon exercise of derivatives, of which each of Glenview Capital Management and Mr. Robbins may be deemed to be the beneficial owner constitutes approximately 5.1% of the total number of Shares outstanding (based upon information provided by the Issuer in its most recently-filed quarterly report on Form 10-Q filed on November 5, 2010, reflecting 186,727,590 shares outstanding as of November 2, 2010).

CUSIP No. 53217V109

Page 6 of 10 Pages

Item 4(c). Number of shares as to which such person has:

Glenview Capital Management and Mr. Robbins:

(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	9,450,612
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	9,450,612

Item 5. Ownership of Five Percent or Less of a Class

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group

This Item 9 is not applicable.

Item 10. Certification

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 53217V109

Page 7 of 10 Pages

SIGNATURE

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

Date: November 22, 2010

GLENVIEW CAPITAL MANAGEMENT, LLC

By: /s/ Mark J. Horowitz

Name: Mark J. Horowitz

Title: Attorney-in-fact for Lawrence M. Robbins,
individually and as Chief Operating Officer
and General Counsel of Glenview Capital
Management, LLC

Date: November 22, 2010

LAWRENCE M. ROBBINS

By: /s/ Mark J. Horowitz

Name: Mark J. Horowitz

Title: Attorney-in-fact for Lawrence M. Robbins,
individually and as Chief Operating Officer
and General Counsel of Glenview Capital
Management, LLC

Attention: Intentional misstatements or omissions of fact constitute federal violations (see 18 U.S.C. 1001).

CUSIP No. 53217V109

Page 8 of 10 Pages

EXHIBIT INDEX

Ex. Page No.

A Joint Filing Agreement, dated November 22, 2010 by Glenview Capital Management, LLC 9

B Power of Attorney, dated February 10, 2009 by Lawrence M. Robbins 10



EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Life Technologies Corp dated as of November 22, 2010 and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities and Exchange Act of 1934, as amended.

Date: November 22, 2010

GLENVIEW CAPITAL MANAGEMENT, LLC

By: /s/ Mark J. Horowitz

Name: Mark J. Horowitz

Title: Attorney-in-fact for Lawrence M. Robbins,
individually and as Chief Operating Officer
and General Counsel of Glenview Capital
Management, LLC

Date: November 22, 2010

LAWRENCE M. ROBBINS

By: /s/ Mark J. Horowitz

Name: Mark J. Horowitz

Title: Attorney-in-fact for Lawrence M. Robbins,
individually and as Chief Operating Officer
and General Counsel of Glenview Capital
Management, LLC

EXHIBIT B

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT, that I, Lawrence M. Robbins, hereby make, constitute and appoint Mark J. Horowitz, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Chief Executive Officer or in other capacities of Glenview Capital Management, LLC, a Delaware limited liability company, and each of its affiliates or entities advised or controlled by me or Glenview Capital Management, LLC, all documents, certificates, instruments, statements, filings and agreements (“documents”) to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities, futures contracts or other investments, and any other documents relating or ancillary thereto, including, without limitation, all documents relating to filings with the United States Securities and Exchange Commission (the “SEC”) pursuant to the Securities Act of 1933, as amended, or the Securities and Exchange Act of 1934, as amended (the “Act”), and the rules and regulations promulgated thereunder, including, without limitation: (1) all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act, including, without limitation: (a) any acquisition statements on Schedule 13D or Schedule 13G and any amendments thereto, (b) any joint filing agreements pursuant to Rule 13d-1(k), and (c) any initial statements of, or statements of changes in, beneficial ownership of securities on Form 3, Form 4 or Form 5 and (2) any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the attorney-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This Power of Attorney shall remain in effect until revoked, in writing, by the undersigned.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney, this 10th day of February, 2009.

/s/ Lawrence M. Robbins
Lawrence M. Robbins

as defined by the Securities and Exchange Commission (SEC).

Management is responsible for the Company's internal controls and the financial reporting process. Deloitte & Touche LLP (D&T), the Company's independent registered public accounting firm, is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). The audit committee's responsibility is to monitor and oversee these processes. The audit committee also recommends to the board of directors the selection of the Company's independent registered public accounting firm.

In this context, the audit committee reviewed and discussed the audited consolidated financial statements with both management and D&T. Specifically, the audit committee has discussed with D&T matters required to be discussed by the statement on Auditing Standards No. 61 (AICPA, *Professional Standards*, Vol. 1 AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The audit committee received from D&T the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding D&T's communications with the audit committee concerning independence, and has discussed with D&T the issue of its independence from the Company.

It is not the audit committee's duty or responsibility to conduct auditing or accounting reviews or procedures. Therefore, the audit committee has relied, without independent verification, on management's representation that the financial statements have been prepared with integrity and objectivity and in accordance with the standards of the Public Company Accounting Oversight Board (United States), and on the representations of the independent registered public accounting firm included in its report on the Company's consolidated financial statements. The audit committee's oversight does not provide it with an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or policies, or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the audit committee's considerations and discussions with management and the independent registered public accounting firm do not assure that the Company's financial statements are presented in accordance with generally accepted accounting principles, that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards or that the Company's independent registered public accounting firm is in fact independent.

Based on the audit committee's review of the audited financial statements and its discussions with management and D&T noted above and the report of the independent registered public accounting firm to the audit committee, the audit committee recommended to the board of directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

Members of the Audit Committee of the Board of Directors of the Company

Charles A. Crocco, Jr. (Chairman)
M. Garrett Smith

Table of Contents

PROCEDURES FOR DIRECTOR NOMINATIONS

As discussed above, as a controlled company under the rules of the NYSE Amex, the Company is not required to have a standing nominating committee or a written charter governing the nomination process. As a result, the full board of directors, of which each of the members other than Mr. Gumbiner are independent, serves that function.

The Company's bylaws provide that a stockholder may nominate a person for election as a director at an annual meeting if written notice of the stockholder's intent to make the nomination has been given to the Secretary of the Company at least 90 days in advance of the meeting or, if later, the tenth day following the first public announcement of the date of the meeting. Such notices must comply with the provisions of the bylaws.

In the event that a stockholder meeting the requirements and following the procedures of the bylaws was to propose a nominee, or if a vacancy occurs as a result of an increase in the number of directors, the board of directors will identify candidates with superior qualifications and personally interview them and, if appropriate, arrange to have members of management interview such candidates. Preferred candidates would display the highest personal and professional character and integrity and have outstanding records of accomplishment in diverse fields of endeavor. Candidates should have demonstrated exceptional ability and judgment and have substantial expertise in their particular fields. Candidates with experience relevant to the Company's business would be preferred. The board of directors, upon evaluation and review of the candidates, would determine who to recommend to the stockholders for approval or to fill any vacancy. The board of directors would use the same criteria for evaluating nominees recommended by stockholders as for those referred by management or any director. The Company does not pay and does not anticipate paying any fees to third parties for identifying or evaluating candidates for director.

Since the Company has not had any new candidates to consider for election to the board of directors in the last six years, our board of directors has no formal policy with regard to the consideration of diversity in identifying director candidates. The board of directors, however, believes that the backgrounds and qualifications of the directors, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow the board of directors to fulfill its responsibilities.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

During 2009, Ms. Brookman's daughter, Amber Brookman, Jr., and son-in-law, Steven Lerman, were employees of Brookwood and received total compensation of \$168,397 and \$229,084, respectively.

Mr. Gumbiner beneficially owns approximately 65.7% of the Company's outstanding stock. This stock is held indirectly through a corporation owned by a family trust. Mr. Gumbiner and members of his family are discretionary beneficiaries of the family trust.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

D&T served as the Company's independent registered public accounting firm for the years ended December 31, 2009, 2008 and 2007 and has been selected to serve in that capacity again for the year ending December 31, 2010. A representative of D&T will be available at the annual meeting to respond to appropriate questions and will be given an opportunity to make a statement if desired.

Table of Contents**AUDIT FEES**

All services rendered by D&T are pre-approved by the audit committee. D&T has or is expected to provide services to the Company in the following categories and amounts:

	Calendar Years Ended	
	2009	2008
Audit fees(1)	\$ 584,500	\$ 458,250
Audit-related fees(2)	\$ 187,536	\$ 37,000
Tax fees(3)	\$ 217,808	\$ 138,471
All other fees(4)	\$	\$

- (1) **Audit fees** These are fees for professional services performed by D&T for the audit of the Company's annual consolidated financial statements and review of interim financial statements included in the Company's Form 10-Q filings, and services that are normally provided in connection with statutory regulatory filings or engagements.
- (2) **Audit-related fees** These are fees for assurance and related services performed by D&T that are reasonably related to the performance of the audit or review of the Company's financial statements. This includes a review of the Company's implementation of internal controls over financial reporting and response to comments received from the SEC.
- (3) **Tax fees** These are fees for professional services performed by D&T with respect to tax compliance, tax advice and tax planning. This includes preparation or review of original and amended tax returns for the Company and its consolidated subsidiaries; refund claims; payment planning; tax audit assistance; and tax work stemming from Audit-Related items.
- (4) **All other fees** These are fees for other permissible work performed by D&T that does not meet the above category descriptions.

Pre-Approval Policy

The audit committee's pre-approval guidelines with respect to pre-approval of audit and non-audit services are summarized below.

General

The audit committee is required to pre-approve the audit and non-audit services performed by the independent registered public accounting firm in order to assure that the provision of such services does not impair the registered public accounting firm's independence. Unless a type of service to be provided by the independent registered public accounting firm has received general pre-approval, it will require specific pre-approval by the audit committee. Any proposed services exceeding pre-approved cost levels requires specific pre-approval by the audit committee.

The audit committee may delegate pre-approval authority to one or more of its members. The member or members to whom such authority is delegated must report any pre-approval decisions to the audit committee at its next scheduled

meeting. The audit committee may delegate its responsibilities to pre-approve services performed by the independent registered public accounting firm to management.

Audit Services

The annual audit services engagement terms and fees are subject to the specific pre-approval of the audit committee. The audit committee approves, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, company structure or other matters. In addition to the annual audit services engagement specifically approved by the audit committee, the audit committee may grant general pre-approval for other audit services, which are those services that only the independent registered public accounting firm reasonably can provide.

Table of Contents

Audit-related Services

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and that are traditionally performed by the independent registered public accounting firm. The audit committee believes that the provision of audit-related services does not impair the independence of the registered public accounting firm.

Tax Services

The audit committee believes that the independent registered public accounting firm can provide tax services to the Company, such as tax compliance, tax planning and tax advice without impairing the registered public accounting firm's independence. However, the audit committee will not permit the retention of the independent registered public accounting firm in connection with a transaction initially recommended by the independent registered public accounting firm, the purpose of which may be tax avoidance and the tax treatment of which may not be supported in the Internal Revenue Code and related regulations.

All Other Services

The audit committee may grant pre-approval to those permissible non-audit services classified as all other services that it believes are routine and recurring services, and would not impair the independence of the registered public accounting firm.

Pre-Approval Fee Levels

Pre-approval fee levels for all services to be provided by the independent registered public accounting firm are established periodically by the audit committee. Any proposed services exceeding these levels requires specific pre-approval by the audit committee.

STOCKHOLDER PROPOSALS

If a stockholder intends to present a proposal for action at the 2011 annual meeting and wishes to have the proposal considered for inclusion in the Company's proxy materials in reliance on Rule 14a-8 under the Securities Exchange Act, the proposal must be submitted in writing to the Secretary of The Hallwood Group Incorporated, at 3710 Rawlins, Suite 1500, Dallas, Texas 75219 by December 24, 2010. Such proposals must also meet the other requirements of the rules of the SEC relating to stockholder proposals.

The Company's bylaws establish an advance notice procedure with regard to certain matters, including stockholder proposals and nominations of individuals for election to the board of directors. In general, notice of a stockholder proposal or a director nomination for an annual meeting must be received by the Company 90 days or more before the date of the annual meeting and must contain specified information and conform to certain requirements, as set forth in the bylaws.

If you wish to submit a proposal at the annual meeting, other than through inclusion in the proxy statement, you must notify the Company no later than 90 days before the date of the annual meeting. The Company expects to hold next year's annual meeting on or about May 10, 2011. If the meeting is held on that date, you must notify the Company no later than February 9, 2011. If you do not notify the Company of your proposal by that date, the Company will exercise its discretionary voting power on that proposal and the Chairman may not allow the proposal to be presented at the meeting.

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In addition, if you submit a proposal outside of Rule 14a-8 of the Securities Exchange Act for the 2011 annual meeting, and the proposal fails to comply with the advance notice procedure prescribed by the bylaws, then the Company's proxy or proxies may confer discretionary authority on the persons being appointed as proxies on behalf of management to vote on the proposal.

Table of Contents

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act requires the Company's officers and directors, and persons who own more than 10% of a registered class of the Company's securities, to file reports of ownership and changes of ownership with the SEC and the NYSE Amex. Officers, directors and 10% stockholders of the Company are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms filed by them.

Based solely on review of copies of the forms received, the Company believes that, during the last fiscal year, all filings under Section 16(a) applicable to its officers, directors and 10% stockholders were timely.

OTHER BUSINESS

The Company is not aware of any other business to be presented at the annual meeting. All shares represented by proxies will be voted in favor of the nominee for director set forth in this proxy statement, unless otherwise indicated on the form of proxy. If any other matters properly come before the meeting, the Company's proxy holders will vote on those matters according to their best judgment.

Please note, however, that if your shares of common stock are voted against the nominee for director, the proxy holders will not use their discretion to vote your shares in favor of any adjournment or postponement of the annual meeting.

By order of the Board of Directors

RICHARD KELLEY

Secretary

April 23, 2010

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If a partnership, please sign full partnership name by authorized person.

m/dd/yyyy) Please print date below. Signature 1 Please keep signature within the box. Signature 2 Please keep signature within
/ /

Table of Contents

**PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN
THE ENCLOSED ENVELOPE.**

Proxy THE HALLWOOD GROUP INCORPORATED

**3710 RAWLINS, SUITE 1500
DALLAS, TEXAS 75219**

This Proxy is Solicited on Behalf of the Board of Directors

The undersigned hereby appoints Anthony J. Gumbiner and Charles A. Crocco, and each of them, as Proxies, with the power to appoint their substitute, and hereby authorizes each of them to represent and vote, as designated below, all of the shares of the common stock of The Hallwood Group Incorporated (the Company), held of record by the undersigned on March 29, 2010, at the Annual Meeting of Stockholders to be held on May 11, 2010, or any adjournment thereof.

This proxy when properly executed will be voted in the manner directed herein by the undersigned stockholder. If no direction is given, this proxy will be voted **FOR** the election of the nominee listed and at the discretion of the Proxies with respect to any other matter that is properly brought before the meeting.

**CONTINUED AND TO BE SIGNED ON REVERSE SIDE
SEE REVERSE SIDE**