

Core-Mark Holding Company, Inc.  
Form SC 13D  
February 11, 2008

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

SCHEDULE 13D  
(Rule 13d-101)

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

Core-Mark Holding Company, Inc.  
(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share  
(Title of Class of Securities)

218681104  
(CUSIP Number of Class of Securities)

Wynnefield Partners Small Cap Value, L.P.  
450 Seventh Avenue, Suite 509  
New York, New York 10123  
Attention: Mr. Nelson Obus  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

Copy to:

Shahe Sinanian, Esq.  
Greenberg Traurig, LLP  
200 Park Avenue  
New York, New York 10166  
(212) 801-9200

January 14, 2008  
(Date of Event which Requires Filing of this Statement)

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

(continued on following pages)

CUSIP No. 218681104

13D

1. NAME OF REPORTING PERSON: Wynnefield Partners Small Cap Value, L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a)  £
  - (b)  S
3. SEC USE ONLY
4. SOURCE OF FUNDS  
WC (SEE ITEM 3)
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  £
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE
 

|                |  |                              |
|----------------|--|------------------------------|
| NUMBER OF      |  | 7. SOLE VOTING POWER         |
| SHARES         |  | 149,512 shares (See Item 5)  |
| BENEFICIALLY   |  | 8. SHARED VOTING POWER       |
| OWNED BY       |  | -0- (See Item 5)             |
| EACH REPORTING |  | 9. SOLE DISPOSITIVE POWER    |
| PERSON         |  | 149,512 shares (See Item 5)  |
| WITH           |  | 10. SHARED DISPOSITIVE POWER |
|                |  | -0- (See Item 5)             |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
149,512 shares (See Item 5)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  £
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.4% (See Item 5)
14. TYPE OF REPORTING PERSON  
PN

CUSIP NO. 218681104

13D

1. NAME OF REPORTING PERSON: Wynnefield Small Cap Value Offshore Fund, Ltd.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a)  £
  - (b)  S
3. SEC USE ONLY
4. SOURCE OF FUNDS  
WC (SEE ITEM 3)
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)  £
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
CAYMAN ISLANDS
 

|  |   |
|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7. SOLE VOTING POWER<br>196,592 shares (See Item 5)<br>8. SHARED VOTING POWER<br>-0- (See Item 5)<br>9. SOLE DISPOSITIVE POWER<br>196,592 shares (See Item 5)<br>10. SHARED DISPOSITIVE POWER<br>-0- (See Item 5) |
|--|---|
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
196,592 shares (See Item 5)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  £
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.9% (See Item 5)
14. TYPE OF REPORTING PERSON  
CO

CUSIP NO. 218681104

13D

1. NAME OF REPORTING PERSON Wynnefield Partners Small Cap Value, L.P. I
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a)  £
  - (b)  S
3. SEC USE ONLY
4. SOURCE OF FUNDS  
WC (SEE ITEM 3)
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)  £
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE
  7. SOLE VOTING POWER  
310,033 shares (See Item 5)
  8. SHARED VOTING POWER  
-0- (See Item 5)
  9. SOLE DISPOSITIVE POWER  
310,033 shares (See Item 5)
  10. SHARED DISPOSITIVE POWER  
-0- (See Item 5)
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
310,033 shares (See Item 5)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  £
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.0% (See Item 5)
14. TYPE OF REPORTING PERSON  
PN

CUSIP NO. 218681104

13D

1. NAME OF REPORTING PERSON: Wynnefield Capital Management LLC
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
    - (a)  £
    - (b)  S
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
AF (SEE ITEM 3)
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
NEW YORK
 

|              |                                 |
|--------------|---------------------------------|
| NUMBER OF    | 7. SOLE VOTING POWER            |
| SHARES       | 459,545 (1) shares (See Item 5) |
| BENEFICIALLY | 8. SHARED VOTING POWER          |
| OWNED BY     | -0- (See Item 5)                |
| EACH         | 9. SOLE DISPOSITIVE POWER       |
| REPORTING    | 459,545 (1) shares (See Item 5) |
| PERSON       | 10. SHARED DISPOSITIVE POWER    |
| WITH         | -0- (See Item 5)                |
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
459,545 (1) shares (See Item 5)
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.4% (See Item 5)
  14. TYPE OF REPORTING PERSON  
OO (Limited Liability Company)
- (1) Wynnefield Capital Management, LLC holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I.

CUSIP NO. 218681104

13D

1. NAME OF REPORTING PERSON: Wynnefield Capital, Inc. Profit Sharing Plan
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a)  £
  - (b)  S
3. SEC USE ONLY
4. SOURCE OF FUNDS  
AF (SEE ITEM 3)
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  £
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
 

|              |                               |
|--------------|-------------------------------|
| NUMBER OF    | 7. SOLE VOTING POWER          |
| SHARES       | 3,900 (1) shares (See Item 5) |
| BENEFICIALLY | 8. SHARED VOTING POWER        |
| OWNED BY     | -0- (See Item 5)              |
| EACH         | 9. SOLE DISPOSITIVE POWER     |
| REPORTING    | 3,900 (1) shares (See Item 5) |
| PERSON       | 10. SHARED DISPOSITIVE POWER  |
| WITH         | -0- (See Item 5)              |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,900 (1) shares (See Item 5)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  £
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.0 % (See Item 5)
14. TYPE OF REPORTING PERSON  
CO

CUSIP NO. 218681104

13D

1. NAME OF REPORTING PERSON: Wynnefield Capital, Inc.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a)  £
  - (b)  S
3. SEC USE ONLY
4. SOURCE OF FUNDS  
AF (SEE ITEM 3)
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  £
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
CAYMAN ISLANDS
 

|              |                                 |
|--------------|---------------------------------|
| NUMBER OF    | 7. SOLE VOTING POWER            |
| SHARES       | 196,592 (1) shares (See Item 5) |
| BENEFICIALLY | 8. SHARED VOTING POWER          |
| OWNED BY     | -0- (See Item 5)                |
| EACH         | 9. SOLE DISPOSITIVE POWER       |
| REPORTING    | 196,592 (1) shares (See Item 5) |
| PERSON       | 10. SHARED DISPOSITIVE POWER    |
| WITH         | -0- (See Item 5)                |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
196,592 (1) shares (See Item 5)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  £
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.9 % (See Item 5)
14. TYPE OF REPORTING PERSON  
CO

(1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd.

CUSIP NO. 218681104

13D

1. NAME OF REPORTING PERSON: Nelson Obus
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a)  £
  - (b)  S
3. SEC USE ONLY
4. SOURCE OF FUNDS  
AF (SEE ITEM 3)
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
CAYMAN ISLANDS
 

|  |                       |  |
|--|-----------------------|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7.<br>8.<br>9.<br>10. | SOLE VOTING POWER<br>660,037 (1) shares (See Item 5)<br>SHARED VOTING POWER<br>-0- (See Item 5)<br>SOLE DISPOSITIVE POWER<br>660,037 (1) shares (See Item 5)<br>SHARED DISPOSITIVE POWER<br>-0- (See Item 5) |
|--|-----------------------|--|
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
660,037 (1) shares (See Item 5)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.3 % (See Item 5)
14. TYPE OF REPORTING PERSON  
IN

(1) Mr. Obus may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I, Wynnefield Small Cap Value Offshore Fund and Wynnefield Capital, Inc. Profit Sharing Plan because he is a co-managing member of Wynnefield Capital Management, LLC, a principal executive officer of Wynnefield Capital, Inc. (the investment manager of Wynnefield Small Cap Value Offshore Fund) and the portfolio manager of Wynnefield Capital, Inc. Profit Sharing Plan. The filing of this Statement and any future amendment by Mr. Obus, and the inclusion of information herein and therein with respect to Mr. Obus, shall not be considered an admission that he, for the purpose of Section 16(b) of the Exchange Act, is the beneficial owner of any shares in which he does not have a pecuniary interest. Mr. Obus disclaims any beneficial ownership of the shares of Common Stock covered by this Statement.



CUSIP NO. 218681104

13D

1. NAME OF REPORTING PERSON: Joshua Landes
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a)  £
  - (b)  S
3. SEC USE ONLY
4. SOURCE OF FUNDS  
AF (SEE ITEM 3)
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
CAYMAN ISLANDS
 

|  |                       |  |
|--|-----------------------|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7.<br>8.<br>9.<br>10. | SOLE VOTING POWER<br>656,137 (1) shares (See Item 5)<br>SHARED VOTING POWER<br>-0- (See Item 5)<br>SOLE DISPOSITIVE POWER<br>656,137 (1) shares (See Item 5)<br>SHARED DISPOSITIVE POWER<br>-0- (See Item 5) |
|--|-----------------------|--|
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
656,137 (1) shares (See Item 5)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.3 % (See Item 5)
14. TYPE OF REPORTING PERSON  
IN

(1) Mr. Landes may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. I, and Wynnefield Small Cap Value Offshore Fund, because he is a co-managing member of Wynnefield Capital Management, LLC and a principal executive officer of Wynnefield Capital, Inc. The filing of this Statement and any future amendment by Mr. Landes, and the inclusion of information herein and therein with respect to Mr. Landes, shall not be considered an admission that he, for the purpose of Section 16(b) of the Exchange Act, is the beneficial owner of any shares in which he does not have a pecuniary interest. Mr. Landes disclaims any beneficial ownership of the shares of Common Stock covered by this Statement.

**Item 1. Security and Issuer.**

The name of the issuer is Core-Mark Holding Company, Inc, a Delaware corporation (the “Issuer”). The Company's principal executive offices are located at 395 Oyster Point Boulevard, Suite 415, South San Francisco, California 94080. The title of the class of equity securities to which this statement on Schedule 13D (this “Schedule 13D”) relates is the common stock of the Issuer, par value \$.01 per share (the “Common Stock”).

**Item 2. Identity and Background.**

This Schedule 13D is filed by the Wynnefield Reporting Persons.

(a), (b), (c) and (f). The “Wynnefield Reporting Persons” are Wynnefield Partners Small Cap Value, L.P. (“Wynnefield Partners”), Wynnefield Small Cap Value Offshore Fund, Ltd. (“Wynnefield Offshore”), Wynnefield Partners Small Cap Value, L.P. I (“Wynnefield Partners I”), Wynnefield Capital, Inc. Profit Sharing Plan (the “Plan”), Wynnefield Capital Management, LLC (“WCM”), Wynnefield Capital, Inc. (“WCI”), Nelson Obus and Joshua Landes. The Wynnefield Reporting Persons are each separate and distinct entities with different beneficial owners (whether designated as limited partners or stockholders).

WCM, a New York limited liability company, is the general partner of Wynnefield Partners and Wynnefield Partners I, private investment companies organized as limited partnerships under the laws of the State of Delaware. Nelson Obus and Joshua Landes are the co-managing members of WCM and principal executive officers of WCI, a Cayman Islands company and the investment manager of Wynnefield Offshore, a private investment company organized under the laws of the Cayman Islands. The Plan is an employee profit sharing plan organized under the laws of the State of Delaware. Mr. Obus, as portfolio manager of the Plan, has the power to direct the vote and the disposition of the Shares held by the Plan. Mr. Obus and Mr. Landes are citizens of the United States of America.

The business address of the Wynnefield Reporting Persons is 450 Seventh Avenue, Suite 509, New York, New York 10123.

(d) and (e). During the last five years, none of the Wynnefield Reporting Persons have been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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

The securities reported in this Schedule 13D as directly beneficially owned by the Wynnefield Reporting Persons were acquired with funds of approximately \$19,267,852.45 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Wynnefield Reporting Persons who directly beneficially own such securities.

**Item 4. Purposes Of Transaction.**

The Wynnefield Reporting Persons acquired their shares of Common Stock for their own account, and for investment purposes, with no intention of changing or influencing control of the Issuer or as a participant in any transaction having that purpose or effect. None of the Wynnefield Reporting Persons have any present plans or intentions that would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.



The Wynnefield Reporting Persons reserve the right to change their plans and intentions at any time as they deem appropriate. The Wynnefield Reporting Persons intend to review their investment in the Issuer on a continuing basis, and to the extent permitted by law, may seek to engage in discussions with other stockholders and/or with management and the board of directors of the Issuer concerning the business, operations or future plans of the Issuer. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the Common Stock, conditions in the securities markets and general economic and industry conditions, the Wynnefield Reporting Persons may, in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional shares of Common Stock, selling Common Stock, engaging in short selling of or any hedging or similar transaction with respect to the Common Stock, taking any other action with respect to the Issuer or any of its securities in any manner permitted by law or changing its intention with respect to any and all matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Any such transactions may be effected at any time or from time to time, subject to any applicable limitations imposed on the sale of shares of the Common Stock by the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended (the "Exchange Act") and applicable state securities or "blue sky" laws.

**Item 5. Interests in Securities of the Issuer.**

(a) - (c) As of February 7, 2008, the Wynnefield Reporting Persons beneficially owned in the aggregate, 660,037 shares of Common Stock, constituting approximately 6.3% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 10,435,435 shares outstanding on September 30, 2007, as set forth in the Issuer's most recent report on Form 10-Q for the quarterly period ended September 30, 2007, filed with the U.S. Securities and Exchange Commission on November 9, 2007). The following table sets forth certain information with respect to shares of Common Stock beneficially owned directly by the Wynnefield Reporting Persons listed:

| <u>Name</u>           | <u>Number of Shares</u> | <u>Approximate Percentage of Outstanding Shares</u> |
|-----------------------|-------------------------|---|
| Wynnefield Partners   | 149,512                 | 1.4%  |
| Wynnefield Partners I | 310,033                 | 3.0%  |
| Wynnefield Offshore   | 196,592                 | 1.9%  |
| Plan                  | 3,900                   | 0.04%   |

WCM is the sole general partner of Wynnefield Partners and Wynnefield Partners I and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 promulgated pursuant to the Exchange Act) of the shares of Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. WCM, as the sole general partner of Wynnefield Partners and Wynnefield Partners I, has the sole power to direct the voting and disposition of the shares of Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own.

Messrs. Obus and Landes are the co-managing members of WCM and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 promulgated pursuant to the Exchange Act) of the shares of Common Stock that WCM may be deemed to beneficially own. Each of Messrs. Obus and Landes, as a co-managing member of WCM, shares with the other the power to direct the voting and disposition of the shares of Common Stock that WCM may be deemed to beneficially own.

WCI is the sole investment manager of Wynnefield Offshore and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 promulgated pursuant to the Exchange Act) of the shares of Common Stock that Wynnefield Offshore beneficially owns. WCI, as the sole investment manager of Wynnefield Offshore, has the sole power to direct the voting and disposition of the shares of Common Stock that Wynnefield Offshore beneficially owns.

Messrs. Obus and Landes are the principal executive officers of WCI and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 promulgated pursuant to the Exchange Act) of the shares of Common Stock that WCI may be deemed to beneficially own. Each of Messrs. Obus and Landes, as a principal executive officer of WCI, shares with the other the power to direct the voting and disposition of the shares of Common Stock that WCI may be deemed to beneficially own.

Mr. Obus is the portfolio manager for the Plan and accordingly, Mr. Obus may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 promulgated pursuant to the Exchange Act) of the shares of Common Stock that the Plan may be deemed to beneficially own. Mr. Obus, as a portfolio manager for the Plan, has the sole power to direct the voting and disposition of the shares of Common Stock beneficially owned by the Plan.

Beneficial ownership of shares of Common Stock shown on the cover pages of and set forth elsewhere in this Schedule 13D for each of the Wynnefield Reporting Persons assumes that they have not formed a group for purposes of Section 13(d)(3) under the Exchange Act, and Rule 13d-5(b)(1) promulgated thereunder. If the members of the Wynnefield Group were deemed to have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1), the group would be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) 660,037 shares of Common Stock, constituting approximately 6.3% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 10,435,435 shares outstanding on September 30, 2007, as set forth in the Issuer's most recent report on Form 10-Q for the quarterly period ended September 30, 2007, filed with the U.S. Securities and Exchange Commission on November 9, 2007).

The filing of this Schedule 13D and the inclusion of information herein with respect to Messrs. Obus and Landes shall not be considered an admission that any of such persons, for the purpose of Section 13(d) of the Exchange Act, are the beneficial owners of any shares in which such persons do not have a pecuniary interest.

To the best knowledge of the Wynnefield Reporting Persons, except as described herein, none of the Wynnefield Reporting Persons, any person in control (ultimately or otherwise) of the Wynnefield Reporting Persons, any general partner, executive officer or director thereof, as applicable, beneficially owns any shares of Common Stock, and except as set forth in the table below, there have been no transactions in shares of Common Stock effected during the past 60 days by the Wynnefield Reporting Persons, any person in control of the Wynnefield Reporting Persons (ultimately or otherwise), or any general partner, executive officer or director thereof, as applicable; provided, however, certain investment banking affiliates of the Wynnefield Reporting Persons may beneficially own shares of Common Stock, including shares that may be held in discretionary or advisory accounts with the Wynnefield Reporting Persons; and the Wynnefield Reporting Persons, directly or in connection with such discretionary or advisory accounts, may acquire, hold, vote or dispose of Common Stock, including transactions that may have occurred in the past 60 days.

The Wynnefield Reporting Persons have made purchases of shares of Common Stock during the past 60 days as follows:

| Name                  | Date       | Number of Shares | Price |
|-----------------------|------------|------------------|-------|
| Wynnefield Partners I | 12-12-2007 | 7,502            | 26.08 |
| Wynnefield Partners I | 12-14-2007 | 5,000            | 25.95 |
| Wynnefield Partners I | 01-08-2008 | 10,000           | 25.40 |
| Wynnefield Partners I | 01-10-2008 | 5,000            | 24.93 |
| Wynnefield Partners I | 01-11-2008 | 7,213            | 24.08 |
| Wynnefield Partners I | 01-14-2008 | 10,400           | 24.66 |
| Wynnefield Partners I | 01-14-2008 | 5,000            | 24.10 |
| Wynnefield Partners I | 01-15-2008 | 22,700           | 24.43 |
| Wynnefield Partners I | 01-16-2008 | 5,000            | 24.44 |
| Wynnefield Partners I | 01-16-2008 | 8,700            | 24.26 |
| Wynnefield Partners I | 01-17-2008 | 5,000            | 24.00 |
| Wynnefield Partners I | 01-18-2008 | 1,255            | 24.05 |
| Wynnefield Partners I | 01-22-2008 | 8,793            | 23.79 |
| Wynnefield Partners I | 01-23-2008 | 8,990            | 23.33 |
| Wynnefield Partners I | 01-28-2008 | 1,000            | 24.40 |
| Wynnefield Partners I | 01-31-2008 | 1,000            | 24.50 |
| Wynnefield Partners   | 12-11-2007 | 8,815            | 26.78 |
| Wynnefield Partners   | 01-14-2008 | 7,640            | 24.66 |
| Wynnefield Partners   | 01-15-2008 | 16,560           | 24.43 |
| Wynnefield Partners   | 01-16-2008 | 6,300            | 24.26 |
| Wynnefield Offshore   | 01-14-2008 | 9,700            | 24.66 |
| Wynnefield Offshore   | 01-15-2008 | 21,000           | 24.43 |
| Wynnefield Offshore   | 01-16-2008 | 5,000            | 24.26 |
| Plan                  | 12-18-2007 | 3,900            | 26.29 |

(d) No person, other than each of the Wynnefield Reporting Persons referred to as the direct beneficial owner of the shares of Common Stock set forth in this response to Item 5, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such shares of Common Stock.

(e) Not applicable.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.**

To the best knowledge of the Wynnefield Reporting Persons, any person in control (ultimately or otherwise) of the Wynnefield Reporting Persons, or any general partner, executive officer or director thereof, as applicable, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Wynnefield Reporting Persons, and any other person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option agreements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

**Item 7. Material to be Filed as Exhibits.**

Exhibit 99.1 Joint Filing Agreement dated as of February 11, 2008.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D is true, complete and correct.

Dated: February 11, 2008

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,  
General Partner

By :           / s /           N e l s o n  
Obus  
Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE,  
L.P. I

By: Wynnefield Capital Management, LLC,  
General Partner

By :           / s /           N e l s o n  
Obus  
Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE  
FUND, LTD.

By: Wynnefield Capital, Inc.

By :           / s /           N e l s o n  
Obus  
Nelson Obus, President

WYNNEFIELD CAPITAL, INC. PROFIT SHARING  
PLAN, INC.

By :           / s /           N e l s o n  
Obus  
Nelson Obus, Portfolio Manager

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By :           / s /           N e l s o n  
Obus  
Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

B y :  / s / N e l s o n  
Obus

Nelson Obus, President

/s/ Nelson Obus

Nelson Obus, Individually

/ s / J o s h u a  
Landes

Joshua Landes, Individually



**AGREEMENT OF JOINT FILING**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby consent to the joint filing on their behalf of a single Schedule 13D and any amendments thereto, with respect to the beneficial ownership by each of the undersigned of shares of common stock, \$0.01 par value per share, of Core-Mark Holding Company, Inc., a Delaware corporation. The undersigned hereby further agree that this statement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, but all of which counterparts shall together constitute one and the same instrument.

Dated: February 11, 2008

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,  
General Partner

By: /s/ Nelson Obus

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Nelson Obus, Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,  
General Partner

By: /s/ Nelson Obus

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Nelson Obus, Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus

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Nelson Obus, President

WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, INC.

By: /s/ Nelson Obus

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Nelson Obus, Portfolio Manager

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus  
Nelson Obus, Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus  
Nelson Obus, President

/s/ Nelson Obus  
Nelson Obus, Individually

/s/ Joshua Landes  
Joshua Landes, Individually