

Core-Mark Holding Company, Inc.  
Form SC 13D/A  
August 01, 2008

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

SCHEDULE 13D/A  
(Amendment No. 2)  
(Rule 13d-101)

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

July 29, 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)

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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)

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  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON  
WITH

7. SOLE VOTING POWER

236,050 shares (See Item 5)

8. SHARED VOTING POWER

-0- (See Item 5)

9. SOLE DISPOSITIVE POWER

236,050 shares (See Item 5)

10. SHARED DISPOSITIVE POWER

-0- (See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

236,050 shares (See Item 5)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.2% (See Item 5)

14. TYPE OF REPORTING PERSON

PN

2

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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)

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  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7. SOLE VOTING POWER

291,392 shares (See Item 5)

8. SHARED VOTING POWER

-0- (See Item 5)

9. SOLE DISPOSITIVE POWER

291,392 shares (See Item 5)

10. SHARED DISPOSITIVE POWER

-0- (See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

291,392 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)

2.8% (See Item 5)

14. TYPE OF REPORTING PERSON

CO

3

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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)

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  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7. SOLE VOTING POWER

448,760 shares (See Item 5)

8. SHARED VOTING POWER

-0- (See Item 5)

9. SOLE DISPOSITIVE POWER

448,760 shares (See Item 5)

10. SHARED DISPOSITIVE POWER

-0- (See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

448,760 shares (See Item 5)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.3% (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  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7. SOLE VOTING POWER

684,810 (1) shares (See Item 5)

8. SHARED VOTING POWER

-0- (See Item 5)

9. SOLE DISPOSITIVE POWER

684,810 (1) shares (See Item 5)

10. SHARED DISPOSITIVE POWER

-0- (See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

684,810 (1) shares (See Item 5)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5% (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.

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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)

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  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7. SOLE VOTING POWER

5,400 (1) shares (See Item 5)

8. SHARED VOTING POWER

-0- (See Item 5)

9. SOLE DISPOSITIVE POWER

5,400 (1) shares (See Item 5)

10. SHARED DISPOSITIVE POWER

-0- (See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,400 (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)

0.1% (See Item 5)

14. TYPE OF REPORTING PERSON

CO

6

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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)

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  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7. SOLE VOTING POWER

291,392 (1) shares (See Item 5)

8. SHARED VOTING POWER

-0- (See Item 5)

9. SOLE DISPOSITIVE POWER

291,392 (1) shares (See Item 5)

10. SHARED DISPOSITIVE POWER

-0- (See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

291,392 (1) shares (See Item 5)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.8% (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.

7

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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

USA

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7. SOLE VOTING POWER

981,602 (1) shares (See Item 5)

8. SHARED VOTING POWER

-0- (See Item 5)

9. SOLE DISPOSITIVE POWER

981,602 (1) shares (See Item 5)

10. SHARED DISPOSITIVE POWER

-0- (See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

981,602 (1) shares (See Item 5)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.3 % (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, Ltd. 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, Ltd.) 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

USA

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7. SOLE VOTING POWER

976,202 (1) shares (See Item 5)

8. SHARED VOTING POWER

-0- (See Item 5)

9. SOLE DISPOSITIVE POWER

976,202 (1) shares (See Item 5)

10. SHARED DISPOSITIVE POWER

-0- (See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

976,202 (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)

9.3% (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, Ltd., 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.

Explanatory Note: This Amendment No. 2 (this "Amendment") relates to and amends the Statement of Beneficial Ownership on Schedule 13D of 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 (each, a "Reporting Person" and collectively, the "Wynnefield Reporting Persons"), initially filed jointly by the Reporting Persons with the Securities and Exchange Commission (the "SEC") on February 11, 2008, as amended by Amendment No. 1. filed with the SEC on March 26, 2008 (collectively, the "Schedule 13D"), with respect to the common sock, par value \$.01 per share (the "Common Stock"), of Core-Mark Holding Company, Inc, a Delaware corporation (the "Issuer"). Unless specifically amended hereby, the disclosures set forth in the Schedule 13D shall remain unchanged.

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

The response to Item 3 is hereby amended and supplemented as follows:

The Wynnefield Reporting Persons made their most recent purchase of shares of Common Stock on July 29, 2008. Such shares were acquired with funds of approximately \$1,961,954 (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 5. Interests in Securities of the Issuer.

Item 5 of the Schedule 13D is amended and restated in its entirety to read as follows:

(a) - (c) As of July 31, 2008, the Wynnefield Reporting Persons beneficially owned in the aggregate, 981,602 shares of Common Stock, constituting approximately 9.3% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 10,531,037 shares outstanding on March 31, 2008, as set forth in the Issuer's most recent report on Form 10-Q for the quarterly period ended March 31, 2008 filed with the Commission on May 12, 2008). 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   | 236,050                 | 2.2%  |
| Wynnefield Partners I | 448,760                 | 4.3%  |
| Wynnefield Offshore   | 291,392                 | 2.8 %   |
| Plan                  | 5400                    | 0.1%  |

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 Amendment 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 Wynnefield Reporting Persons 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) 981,602 shares of Common Stock, constituting approximately 9.3% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 10,531,037 shares outstanding on March 31, 2008, as set forth in the Issuer's most recent report on Form 10-Q for the quarterly period ended March 31, 2008 filed with the Commission on May 12, 2008).

The filing of this Amendment 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.

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

| <u>Name</u>           | <u>Date</u> | <u>Number of<br/>Shares</u> | <u>Price</u> |
|-----------------------|-------------|-----------------------------|--------------|
| Wynnefield Partners   | 6/10/2008   | 4,283                       | \$ 27.80     |
| Wynnefield Partners   | 6/12/2008   | 2,500                       | \$ 27.80     |
| Wynnefield Partners   | 6/18/2008   | 2,700                       | \$ 27.06     |
| Wynnefield Partners   | 6/25/2008   | 1,400                       | \$ 26.54     |
| Wynnefield Partners   | 6/26/2008   | 2,700                       | \$ 26.09     |
| Wynnefield Partners   | 6/26/2008   | 2,800                       | \$ 26.46     |
| Wynnefield Partners   | 7/2/2008    | 5,900                       | \$ 25.32     |
| Wynnefield Partners   | 7/3/2008    | 1,093                       | \$ 25.02     |
| Wynnefield Partners   | 7/25/2008   | 17,800                      | \$ 25.99     |
| Wynnefield Partners   | 7/29/2008   | 21,527                      | \$ 25.84     |
| Wynnefield Partners I | 6/6/2008    | 6,136                       | \$ 28.35     |
| Wynnefield Partners I | 6/9/2008    | 3,864                       | \$ 28.15     |
| Wynnefield Partners I | 6/11/2008   | 3,217                       | \$ 27.77     |
| Wynnefield Partners I | 6/18/2008   | 4,000                       | \$ 27.06     |
| Wynnefield Partners I | 6/26/2008   | 4,000                       | \$ 26.09     |
| Wynnefield Partners I | 6/26/2008   | 4,300                       | \$ 26.46     |
| Wynnefield Partners I | 6/27/2008   | 100                         | \$ 25.80     |
| Wynnefield Partners I | 7/1/2008    | 1,503                       | \$ 25.91     |
| Wynnefield Partners I | 7/2/2008    | 8,800                       | \$ 25.32     |
| Wynnefield Partners I | 7/3/2008    | 607                         | \$ 24.95     |
| Wynnefield Partners I | 7/25/2008   | 24,500                      | \$ 25.99     |
| Wynnefield Partners I | 7/29/2008   | 30,100                      | \$ 25.84     |

|                        |           |        |          |
|------------------------|-----------|--------|----------|
| Wynnefield<br>Offshore | 6/18/2008 | 3,300  | \$ 27.06 |
| Wynnefield<br>Offshore | 6/26/2008 | 3,300  | \$ 26.09 |
| Wynnefield<br>Offshore | 6/26/2008 | 3,500  | \$ 26.46 |
| Wynnefield<br>Offshore | 7/2/2008  | 7,200  | \$ 25.32 |
| Wynnefield<br>Offshore | 7/25/2008 | 22,700 | \$ 25.99 |
| Wynnefield<br>Offshore | 7/29/2008 | 24,300 | \$ 25.84 |

(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.

SIGNATURE

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

Dated: July 31, 2008

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,  
General Partner

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

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,  
General Partner

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

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus  
Nelson Obus, President

WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, INC.

By: Nelson Obus,  
Nelson Obus, Portfolio Manager

WYNNEFIELD CAPITAL MANAGEMENT, LLC

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

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus,  
Nelson Obus, President

/s/ Nelson Obus  
Nelson Obus, Individually

/s/ Joshua Landes  
Joshua Landes, Individually

