

Core-Mark Holding Company, Inc.
Form SC 13D/A
July 18, 2008

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Core-Mark Holding Company, Inc.

(Name of Issuer)

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

218681104
(CUSIP Number)

Michael S. Emanuel, Esq.
c/o Loeb Partners Corporation
61 Broadway, New York, N.Y. 10006 (212) 483-7047
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 16, 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 is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (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).

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| | |
|--|---|
| CUSIP No. | 218681104 |
| 1. Name of Reporting Person | Loeb Partners Corporation |
| I.R.S. Identification No. of Above Person | |
| 2. Check the Appropriate Box if a Member of a Group | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. SEC Use Only | |
| 4. Source of Funds | OO |
| 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="checkbox"/> |
| 6. Citizenship or Place of Organization | Delaware |
| 7. Sole Voting Power | -0- |
| Number of Shares Beneficially Owned by Each Reporting Person With | |
| 8. Shared Voting Power | 106,443 |
| 9. Sole Dispositive Power | -0- |
| 10. Shared Dispositive Power | 106,443 |
| 11. Aggregate Amount of Beneficially Owned by Each Reporting Person | 106,443 |
| 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="checkbox"/> |
| 13. Percent of Class Represented by Amount in Row (11) | 1.0% |
| 14. Type of Reporting Person | BD, IA, CO |

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| | | |
|--|------------------------------|---|
| CUSIP No. | | 218681104 |
| 1. Name of Reporting Person | | Loeb Arbitrage Fund |
| I.R.S. Identification No. of Above Person | | |
| 2. Check the Appropriate Box if a Member of a Group | | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. SEC Use Only | | |
| 4. Source of Funds | | WC, OO |
| 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | <input type="checkbox"/> |
| 6. Citizenship or Place of Organization | | New York |
| | 7. Sole Voting Power | 183,012 |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8. Shared Voting Power | -0- |
| | 9. Sole Dispositive Power | 183,012 |
| | 10. Shared Dispositive Power | -0- |
| | | |
| 11. Aggregate Amount of Beneficially Owned by Each Reporting Person | | 183,012 |
| 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares | | <input type="checkbox"/> |
| 13. Percent of Class Represented by Amount in Row (11) | | 1.74% |
| 14. Type of Reporting Person | | PN |

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|--|---|
| CUSIP No. | 218681104 |
| 1. Name of Reporting Person | Loeb Offshore Fund Ltd. |
| I.R.S. Identification No. of Above Person | |
| 2. Check the Appropriate Box if a Member of a Group | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. SEC Use Only | |
| 4. Source of Funds | WC, OO |
| 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="checkbox"/> |
| 6. Citizenship or Place of Organization | Cayman Islands |
| Number of Shares Beneficially Owned by Each Reporting Person With | |
| 7. Sole Voting Power | 46,188 |
| 8. Shared Voting Power | -0- |
| 9. Sole Dispositive Power | 46,188 |
| 10. Shared Dispositive Power | -0- |
| 11. Aggregate Amount of Beneficially Owned by Each Reporting Person | 46,188 |
| 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="checkbox"/> |
| 13. Percent of Class Represented by Amount in Row (11) | 0.44% |
| 14. Type of Reporting Person | CO |

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|--|---|
| CUSIP No. | 218681104 |
| 1. Name of Reporting Person | Loeb Arbitrage B Fund LP |
| I.R.S. Identification No. of Above Person | |
| 2. Check the Appropriate Box if a Member of a Group | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. SEC Use Only | |
| 4. Source of Funds | WC, OO |
| 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="checkbox"/> |
| 6. Citizenship or Place of Organization | Delaware |
| Number of Shares Beneficially Owned by Each Reporting Person With | |
| 7. Sole Voting Power | 62,712 |
| 8. Shared Voting Power | -0- |
| 9. Sole Dispositive Power | 62,712 |
| 10. Shared Dispositive Power | -0- |
| 11. Aggregate Amount of Beneficially Owned by Each Reporting Person | 62,712 |
| 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="checkbox"/> |
| 13. Percent of Class Represented by Amount in Row (11) | 0.6% |
| 14. Type of Reporting Person | PN |

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| | |
|--|---|
| CUSIP No. | 218681104 |
| 1. Name of Reporting Person | Loeb Offshore B Fund Ltd. |
| I.R.S. Identification No. of Above Person | |
| 2. Check the Appropriate Box if a Member of a Group | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3. SEC Use Only | |
| 4. Source of Funds | WC, OO |
| 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="checkbox"/> |
| 6. Citizenship or Place of Organization | Cayman Islands |
| Number of Shares Beneficially Owned by Each Reporting Person With | |
| 7. Sole Voting Power | 22,656 |
| 8. Shared Voting Power | -0- |
| 9. Sole Dispositive Power | 22,656 |
| 10. Shared Dispositive Power | -0- |
| 11. Aggregate Amount of Beneficially Owned by Each Reporting Person | 22,656 |
| 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="checkbox"/> |
| 13. Percent of Class Represented by Amount in Row (11) | 0.22% |
| 14. Type of Reporting Person | CO |

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|--|---|
| CUSIP No. | 218681104 |
| 1. Name of Reporting Person | Loeb Marathon Fund LP |
| I.R.S. Identification No. of Above Person | |
| 2. Check the Appropriate Box if a Member of a Group | (a) <input checked="" type="checkbox"/> X (b) <input type="checkbox"/> o |
| 3. SEC Use Only | |
| 4. Source of Funds | WC, OO |
| 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="checkbox"/> o |
| 6. Citizenship or Place of Organization | Delaware |
| Number of Shares Beneficially Owned by Each Reporting Person With | |
| 7. Sole Voting Power | 60,493 |
| 8. Shared Voting Power | -0- |
| 9. Sole Dispositive Power | 60,493 |
| 10. Shared Dispositive Power | -0- |
| 11. Aggregate Amount of Beneficially Owned by Each Reporting Person | 60,493 |
| 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="checkbox"/> o |
| 13. Percent of Class Represented by Amount in Row (11) | 0.57% |
| 14. Type of Reporting Person | CO |

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| | |
|--|---|
| CUSIP No. | 218681104 |
| 1. Name of Reporting Person | Loeb Marathon Offshore Fund, Ltd. |
| I.R.S. Identification No. of Above Person | |
| 2. Check the Appropriate Box if a Member of a Group | (a) <input checked="" type="checkbox"/> X (b) <input type="checkbox"/> o |
| 3. SEC Use Only | |
| 4. Source of Funds | WC, OO |
| 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="checkbox"/> o |
| 6. Citizenship or Place of Organization | Cayman Islands |
| Number of Shares Beneficially Owned by Each Reporting Person With | |
| 7. Sole Voting Power | 40,699 |
| 8. Shared Voting Power | -0- |
| 9. Sole Dispositive Power | 40,699 |
| 10. Shared Dispositive Power | -0- |
| 11. Aggregate Amount of Beneficially Owned by Each Reporting Person | 40,699 |
| 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="checkbox"/> o |
| 13. Percent of Class Represented by Amount in Row (11) | 0.39% |
| 14. Type of Reporting Person | CO |

Item 1. Security and Issuer

The title and class of equity security to which this statement relates is the Common Stock, par value \$0.01 per share (the Common Stock), of Core-Mark Holding Company, Inc. The address of the Issuer's principal executive offices is 395 Oyster Point Boulevard, Suite 415, South San Francisco, California 94080.

Item 2. Identity and Background

All entities referenced herein are located at 61 Broadway, New York, New York 10006 and are investment partnerships or investment advisors. Loeb Arbitrage Fund (LAF) is a New York limited partnership. Its general partner is Loeb Arbitrage Management LLC (LAM), a Delaware limited liability company. Loeb Arbitrage B Fund LP (LAFB), is a Delaware limited partnership. Its investment manager is LAM. The President of these general partners is Gideon J. King. The other officers of LAM include Thomas L. Kempner, Chairman of the Board; Michael S. Emanuel, Vice President and Secretary; Peter A. Tcherepnine, Vice President and Edward J. Campbell, Vice President. Loeb Partners Corporation (LPC), is a Delaware corporation. It is a registered broker/dealer and a registered investment adviser. Thomas L. Kempner is its President, Chief Executive Officer and a director. Gideon J. King is Executive Vice President. The other officers listed above are also officers of LPC. Loeb Holding Corporation (LHC), a Maryland corporation, is the sole stockholder of LAM and LPC. Thomas L. Kempner is its President and a director as well as its Chief Executive Officer and majority stockholder. Bruce L. Lev, Norman N. Mintz and Peter A. Tcherepnine are also directors. Loeb Offshore Fund, Ltd. (LOF) and Loeb Offshore B Fund Ltd. (LOFB), are each a Cayman Islands exempted company. Loeb Offshore Management, LLC (LOM) is a Delaware limited liability company, a registered investment adviser and is wholly owned by Loeb Holding Corporation. It is the investment adviser of LOF and LOFB. Gideon J. King and Thomas L. Kempner are Directors of LOF and LOFB and Managers of LOM. Loeb Marathon Fund, LP (LMF) is a Delaware limited partnership whose general partner is LAM. Loeb Marathon Offshore Fund Ltd. (LMOF), is a Cayman Islands exempted company. LOM is the investment adviser of LMOF. All of the individuals named in this Item 2 are United States citizens. None of the entities or individuals named in this Item 2 have been, within the last five years, convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been or are 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 violations with respect to such laws.

Item 3. Source and Amount of Funds or Other Compensation

Shares of Common Stock were acquired by LAF, LPC**, LOF, LMF, LMOF, LAFB and LOFB (Loeb) in margin accounts maintained with prime brokers.

Item 4. **Purpose of Transaction**

Loeb has acquired shares of Common Stock for investment purposes. Loeb reserves the right, consistent with applicable law, to acquire additional securities of the Issuer (whether through open market purchases, block trades, private acquisitions, tender or exchange offers or otherwise).

Loeb intends to review its investment in the Issuer on a continuing basis and may engage in discussions with management or the Board of Directors of the Issuer concerning the business and future plans of the Issuer. Depending on various factors, including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Common Stock of the Issuer, conditions in the securities markets and general economic and industry conditions, Loeb may in the future take such actions with respect to its investment in the Issuer as it deems appropriate including, without limitation, seeking Board representations, making proposals to the Issuer concerning the capitalization of the Issuer, purchasing additional Common Stock and other securities of the Issuer, selling some or all of its Common Stock, engaging in short selling of or any hedging or similar transaction with respect to the Common Stock of the Issuer or changing its intention partially or entirely with respect to any and all matters referred to in Item 4.

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

(a) The persons reporting hereby owned the following shares of Common Stock as of July 16, 2008.

| | <u>Shares of Common Stock</u> |
|-----------------------------------|-------------------------------|
| Loeb Arbitrage Fund | 183,012 |
| Loeb Partners Corporation** | 106,443 |
| Loeb Offshore Fund Ltd. | 46,188 |
| Loeb Marathon Fund LP | 60,493 |
| Loeb Marathon Offshore Fund, Ltd. | 40,699 |
| Loeb Arbitrage B Fund LP | 62,712 |
| Loeb Offshore B Fund Ltd. | <u>22,656</u> |
| Total | 522,203 |

Shares of Common Stock constitute 4.96% of the 10,531,037 outstanding shares of Common Stock as reported by the issuer.

** Shares of Common Stock purchased for accounts of customers of Loeb Partners Corporation as to which it has investment discretion.

(b) See paragraph (a) above.

(c) The following purchases and (sales) of Common Stock have been made since the previous filing:

Purchases and Sales (-) of Common Stock

| | Date | Average Price | Shares |
|------------------------------|-------------|----------------------|---------------|
| Loeb Partners Corp.** | 6/3/2008 | 29.25 | (110) |
| | 6/5/2008 | 29.82 | (110) |
| | 6/9/2008 | 28.11 | (67) |
| | 6/10/2008 | 28.19 | (67) |
| | 6/11/2008 | 28.00 | (208) |
| | 6/12/2008 | 27.99 | (219) |
| | 6/13/2008 | 28.03 | (965) |
| | 6/16/2008 | 27.99 | (1,061) |
| | 6/17/2008 | 28.10 | (185) |
| | 6/19/2008 | 27.46 | (5,000) |
| | 6/20/2008 | 27.61 | (1,300) |
| | 6/24/2008 | 26.99 | (1,136) |
| | 6/30/2008 | 26.27 | (5,865) |
| | 7/1/2008 | 25.87 | (5,352) |
| | 7/2/2008 | 25.25 | (1,034) |
| | 7/7/2008 | 25.18 | (1,034) |
| | 7/8/2008 | 25.56 | (4,944) |
| | 7/10/2008 | 26.14 | (375) |
| 7/11/2008 | 25.70 | (2,378) | |
| 7/14/2008 | 25.68 | (5,135) | |
| 7/15/2008 | 25.55 | (1,750) | |
| 7/16/2008 | 26.09 | (2,039) | |
| Loeb Arbitrage Fund | Date | Average Price | Shares |
| | 6/3/2008 | 29.25 | (176) |
| | 6/5/2008 | 29.82 | (176) |
| | 6/9/2008 | 28.11 | (248) |
| | 6/10/2008 | 28.19 | (248) |
| | 6/11/2008 | 28.00 | (336) |
| | 6/12/2008 | 27.99 | (352) |
| | 6/13/2008 | 28.03 | (1,556) |
| | 6/16/2008 | 27.99 | (4,660) |
| | 6/17/2008 | 28.10 | (694) |
| | 6/30/2008 | 26.27 | (5,313) |
| | 7/1/2008 | 25.87 | (9,168) |
| | 7/2/2008 | 25.25 | (1,771) |
| 7/7/2008 | 25.18 | (1,771) | |

| | | |
|-----------|-------|---------|
| 7/8/2008 | 25.56 | (5,313) |
| 7/10/2008 | 26.14 | (2,246) |
| 7/11/2008 | 25.70 | (6,750) |
| 7/14/2008 | 25.68 | (8,762) |
| 7/15/2008 | 25.55 | (1,542) |
| 7/16/2008 | 26.09 | (3,505) |

| Loeb Offshore Fund | Date | Average Price | Shares |
|---------------------------|-------------|----------------------|---------------|
| | 6/3/2008 | 29.25 | (44) |
| | 6/5/2008 | 29.82 | (44) |
| | 6/9/2008 | 28.11 | (51) |
| | 6/10/2008 | 28.19 | (51) |
| | 6/11/2008 | 28.00 | (84) |
| | 6/12/2008 | 27.99 | (88) |
| | 6/13/2008 | 28.03 | (387) |
| | 6/16/2008 | 27.99 | (966) |
| | 6/17/2008 | 28.10 | (144) |
| | 6/30/2008 | 26.27 | (1,329) |
| | 7/1/2008 | 25.87 | (2,292) |
| | 7/2/2008 | 25.25 | (443) |
| | 7/7/2008 | 25.18 | (443) |
| | 7/8/2008 | 25.56 | (1,329) |
| | 7/10/2008 | 26.14 | (420) |
| | 7/11/2008 | 25.70 | (1,376) |
| | 7/14/2008 | 25.68 | (2,211) |
| | 7/15/2008 | 25.55 | (389) |
| | 7/16/2008 | 26.09 | (884) |

| Loeb Arbitrage B Fund LP | Date | Average Price | Shares |
|---------------------------------|-------------|----------------------|---------------|
| | 6/3/2008 | 29.25 | (61) |
| | 6/5/2008 | 29.82 | (61) |
| | 6/9/2008 | 28.11 | (98) |
| | 6/10/2008 | 28.19 | (98) |
| | 6/11/2008 | 28.00 | (116) |
| | 6/12/2008 | 27.99 | (122) |
| | 6/13/2008 | 28.03 | (538) |
| | 6/16/2008 | 27.99 | (1,849) |
| | 6/17/2008 | 28.10 | (275) |
| | 6/30/2008 | 26.27 | (1,831) |
| | 7/1/2008 | 25.87 | (3,160) |
| | 7/2/2008 | 25.25 | (610) |
| | 7/7/2008 | 25.18 | (610) |
| | 7/8/2008 | 25.56 | (1,831) |
| | 7/10/2008 | 26.14 | (897) |

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|-----------|-------|---------|
| 7/11/2008 | 25.70 | (2,599) |
| 7/14/2008 | 25.68 | (3,002) |
| 7/15/2008 | 25.55 | (528) |
| 7/16/2008 | 26.09 | (1,201) |

| Loeb Offshore B Fund Ltd. | Date | Average Price | Shares |
|----------------------------------|-------------|----------------------|---------------|
| | 6/3/2008 | 29.25 | (22) |
| | 6/5/2008 | 29.82 | (22) |
| | 6/9/2008 | 28.11 | (36) |
| | 6/10/2008 | 28.19 | (36) |
| | 6/11/2008 | 28.00 | (42) |
| | 6/12/2008 | 27.99 | (44) |
| | 6/13/2008 | 28.03 | (195) |
| | 6/16/2008 | 27.99 | (681) |
| | 6/17/2008 | 28.10 | (102) |
| | 6/30/2008 | 26.27 | (662) |
| | 7/1/2008 | 25.87 | (1,143) |
| | 7/2/2008 | 25.25 | (221) |
| | 7/7/2008 | 25.18 | (221) |
| | 7/8/2008 | 25.56 | (662) |
| | 7/10/2008 | 26.14 | (330) |
| | 7/11/2008 | 25.70 | (953) |
| | 7/14/2008 | 25.68 | (1,085) |
| | 7/15/2008 | 25.55 | (191) |
| | 7/16/2008 | 26.09 | (434) |

| Loeb Marathon Fund | Date | Average Price | Shares |
|---------------------------|-------------|----------------------|---------------|
| | 6/3/2008 | 29.25 | (52) |
| | 6/5/2008 | 29.82 | (52) |
| | 6/11/2008 | 28.00 | (100) |
| | 6/12/2008 | 27.99 | (105) |
| | 6/13/2008 | 28.03 | (462) |
| | 7/1/2008 | 25.87 | (2,850) |
| | 7/2/2008 | 25.25 | (551) |
| | 7/7/2008 | 25.18 | (551) |
| | 7/8/2008 | 25.40 | (551) |
| | 7/11/2008 | 25.54 | (564) |
| | 7/14/2008 | 25.68 | (2,872) |
| | 7/16/2008 | 26.09 | (1,158) |

| Loeb Marathon Offshore Fund | Date | Average Price | Shares |
|------------------------------------|-------------|----------------------|---------------|
| | 6/3/2008 | 29.25 | (35) |
| | 6/5/2008 | 29.82 | (35) |
| | 6/11/2008 | 28.00 | (67) |

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|-----------|-------|---------|
| 6/12/2008 | 27.99 | (70) |
| 6/13/2008 | 28.03 | (311) |
| 7/1/2008 | 25.87 | (1,917) |
| 7/2/2008 | 25.25 | (370) |
| 7/7/2008 | 25.18 | (370) |
| 7/8/2008 | 25.40 | (370) |
| 7/11/2008 | 25.54 | (380) |
| 7/14/2008 | 25.68 | (1,933) |
| 7/16/2008 | 26.09 | (779) |

** Shares of Common Stock purchased for the accounts of customers of Loeb Partners Corporation as to which it has investment discretion.

All reported transactions were effected on NASDAQ.

(d) Not Applicable.

(e) Not Applicable.

Item 6. Contracts, Arrangement, Understandings or Relationships with Respect to the Issuer.

None.

Item 7. Materials to be Filed as Exhibits.

None.

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.

LOEB PARTNERS CORPORATION

Date: July 17, 2008

By: /s/ Michael S. Emanuel
Michael S. Emanuel
Senior Vice President

LOEB ARBITRAGE FUND

By: LOEB ARBITRAGE MANAGEMENT LLC, G.P.

Date: July 17, 2008

By: /s/ Michael S. Emanuel
Michael S. Emanuel
Vice President

LOEB OFFSHORE FUND LTD.

Date: July 17, 2008

By: /s/ Michael S. Emanuel
Michael S. Emanuel
Vice President

LOEB ARBITRAGE B FUND LP

By: LOEB ARBITRAGE B MANAGEMENT, LLC, G.P.

Date: July 17, 2008

By: /s/ Michael S. Emanuel
Michael S. Emanuel
Vice President

LOEB OFFSHORE B FUND LTD.

Date: July 17, 2008

By: /s/ Michael S. Emanuel
Michael S. Emanuel
Vice President

LOEB MARATHON FUND LP

By: LOEB ARBITRAGE MANAGEMENT LLC, G.P.

Date: July 14, 2008

By: /s/ Michael S. Emanuel
Michael S. Emanuel
Vice President

LOEB MARATHON OFFSHORE FUND, LTD.

Date: July 14, 2008

By: /s/ Michael S. Emanuel
Michael S. Emanuel
Vice President