

CORE-MARK HOLDING COMPANY, INC.

NOMINATING AND CORPORATE GOVERNANCE

COMMITTEE CHARTER

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the “Board”) of CORE-MARK HOLDING COMPANY, INC. (the “Company”) on January 17, 2005, and effective on September 7, 2004.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and By-Laws, it is not intended to establish by its own force any legally binding obligations.

I. PURPOSES

The Nominating and Corporate Governance Committee (the “Committee”) shall assist the Board in: (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies; (ii) overseeing the Company’s policies and procedures for the receipt of shareholder suggestions regarding Board composition and recommendations of candidates or nomination of candidates by the Board; (iii) developing, recommending to the Board and overseeing implementation of the Company’s Corporate Governance Guidelines and Principles; and (iv) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary.

The Committee has the power to retain outside counsel, director search and recruitment consultants or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants and other advisors.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom the Board has selected and determined to be “independent” in accordance with applicable rules of the Securities and Exchange Commission and any stock exchange or over-the-counter market on which the Company’s securities are listed or quoted for trading.

Members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member may be removed by the Board, with or without cause, at any time. The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board to convene and chair meetings of the Committee, set agendas for meetings, and determine the Committee’s information needs. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least once per year, or more frequently as circumstances dictate.

The Committee shall establish its own schedule and rules of procedure. Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purpose, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

To fulfill its purposes, the Committee shall:

1. identify and review the qualifications of potential nominees to the Board, including incumbent directors and candidates recommended by the stockholders;
2. identify a slate of nominees to be proposed by the Company for election at each annual meeting of stockholders;
3. recommend to the Board potential director nominees to fill any vacancy on the Board;
4. periodically review the size and composition of the Board and its committees and recommend any changes to the Board for its consideration;
5. develop and recommend to the Board criteria to identify and evaluate prospective candidates for the Board;
6. assume a leadership role in providing to the Board and its committees guidance in evaluating their performance;
7. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate;
8. report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests; and
9. maintain minutes or other records of Committee meetings and activities.