

Core-Mark Holding Company, Inc.
Form 10-Q
August 08, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q
(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2012

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission File Number: 000-51515
CORE-MARK HOLDING COMPANY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-1489747
(IRS Employer
Identification No.)

395 Oyster Point Boulevard, Suite 415
South San Francisco, CA
(Address of principal executive offices)
(650) 589-9445
(Registrant's telephone number, including area code)

94080
(Zip Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

As of July 31, 2012, 11,490,464 shares of the registrant's common stock, \$0.01 par value per share, were outstanding.

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 FOR THE QUARTER ENDED JUNE 30, 2012
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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CORE-MARK HOLDING COMPANY, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In millions, except share data)

(Unaudited)

	June 30, 2012	December 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 17.4	\$ 15.2
Restricted cash	10.4	12.6
Accounts receivable, net of allowance for doubtful accounts of \$10.0 and \$9.6 at June 30, 2012 and December 31, 2011, respectively	250.3	215.7
Other receivables, net	49.9	42.0
Inventories, net (Note 4)	286.5	362.3
Deposits and prepayments	56.5	48.2
Deferred income taxes	6.3	6.2
Total current assets	677.3	702.2
Property and equipment, net	105.7	99.5
Goodwill	16.2	16.2
Other non-current assets, net	51.4	52.3
Total assets	\$ 850.6	\$ 870.2
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 109.3	\$ 91.5
Book overdrafts	20.2	27.1
Cigarette and tobacco taxes payable	145.3	173.4
Accrued liabilities	78.7	78.6
Deferred income taxes	0.3	0.3
Total current liabilities	353.8	370.9
Long-term debt (Note 5)	48.7	63.1
Deferred income taxes	9.8	9.8
Other long-term liabilities	9.4	9.5
Claims liabilities, net	27.8	27.8
Pension liabilities	12.0	13.6
Total liabilities	461.5	494.7
Stockholders' equity:		
Common stock, \$0.01 par value (50,000,000 shares authorized, 12,545,372 and 12,382,724 shares issued; 11,489,795 and 11,344,947 shares outstanding at June 30, 2012 and December 31, 2011, respectively)	0.1	0.1
Additional paid-in capital	244.7	240.1
Treasury stock at cost (1,055,577 and 1,037,777 shares of common stock at June 30, 2012 and December 31, 2011, respectively)	(32.9)	(32.2)
Retained earnings	181.2	171.6
Accumulated other comprehensive loss	(4.0)	(4.1)

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Total stockholders' equity	389.1	375.5
Total liabilities and stockholders' equity	\$ 850.6	\$ 870.2

See accompanying notes to condensed consolidated financial statements.

CORE-MARK HOLDING COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In millions, except per share data)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
Net sales	\$ 2,287.3	\$ 2,039.8	\$ 4,388.0	\$ 3,762.3
Cost of goods sold	2,164.7	1,930.0	4,155.2	3,560.2
Gross profit	122.6	109.8	232.8	202.1
Warehousing and distribution expenses	66.2	57.8	129.6	111.7
Selling, general and administrative expenses	37.8	36.5	77.5	73.2
Amortization of intangible assets	0.8	0.8	1.7	1.3
Total operating expenses	104.8	95.1	208.8	186.2
Income from operations	17.8	14.7	24.0	15.9
Interest expense	(0.6	) (0.6	) (1.2	) (1.2
Interest income	0.1	0.1	0.2	0.2
Foreign currency transaction (losses) gains, net	(0.2	) 0.2	(0.1	) 0.8
Income before income taxes	17.1	14.4	22.9	15.7
Provision for income taxes (Note 7)	(7.0	) (5.9	) (9.2	) (6.7
Net income	\$ 10.1	\$ 8.5	\$ 13.7	\$ 9.0
Basic net income per common share (Note 8)	\$ 0.89	\$ 0.74	\$ 1.20	\$ 0.79
Diluted net income per common share (Note 8)	\$ 0.87	\$ 0.72	\$ 1.18	\$ 0.76
Basic weighted-average shares (Note 8)	11.4	11.5	11.4	11.4
Diluted weighted-average shares (Note 8)	11.6	11.9	11.6	11.9
Dividend declared and paid per common share	\$ 0.17	\$ —	\$ 0.34	\$ —

See accompanying notes to condensed consolidated financial statements.

CORE-MARK HOLDING COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In millions)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
Net income	\$ 10.1	\$ 8.5	\$ 13.7	\$ 9.0
Other comprehensive (loss) income, net of tax:				
Minimum pension liability adjustment	—	—	0.1	—
Foreign currency translation adjustment	(0.3	) 0.1	—	0.6
Total other comprehensive (loss) income, net of tax	(0.3	) 0.1	0.1	0.6
Comprehensive income	\$ 9.8	\$ 8.6	\$ 13.8	\$ 9.6

See accompanying notes to condensed consolidated financial statements.

CORE-MARK HOLDING COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

(Unaudited)

	Six Months Ended		
	June 30,		
	2012	2011	
Cash flows from operating activities:			
Net income	\$ 13.7	\$ 9.0	
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
LIFO and inventory provisions	7.0	7.5	
Amortization of debt issuance costs	0.2	0.3	
Stock-based compensation expense	2.7	2.5	
Bad debt expense, net	0.7	0.6	
Depreciation and amortization	12.7	10.7	
Foreign currency transaction losses (gains), net	0.1	(0.8))
Deferred income taxes	(0.1)	(0.3))
Changes in operating assets and liabilities:			
Accounts receivable, net	(35.4)	(26.4))
Other receivables, net	(8.0)	3.4	
Inventories, net	68.9	(41.9))
Deposits, prepayments and other non-current assets	(11.0)	(20.0))
Accounts payable	17.9	39.1	
Cigarette and tobacco taxes payable	(28.1)	(2.4))
Pension, claims, accrued and other long-term liabilities	(3.5)	(1.7))
Income taxes payable	—	0.5	
Net cash provided by (used in) operating activities	37.8	(19.9))
Cash flows from investing activities:			
Acquisition of business, net of cash acquired	—	(51.4))
Restricted cash	2.1	(3.4))
Additions to property and equipment, net	(13.2)	(5.8))
Proceeds from sale of fixed assets	0.2	—	
Net cash used in investing activities	(10.9)	(60.6))
Cash flows from financing activities:			
(Repayments) borrowings under revolving credit facility, net	(14.5)	76.1	
Dividends paid	(3.9)	—	
Payments of financing costs	—	(0.7))
Repurchases of common stock	(0.7)	(5.4))
Proceeds from exercise of common stock options and warrants	1.9	4.3	
Tax withholdings related to net share settlements of restricted stock units	(0.9)	(0.9))
Excess tax deductions associated with stock-based compensation	0.5	1.4	
(Decrease) increase in book overdrafts	(6.9)	9.0	
Net cash (used in) provided by financing activities	(24.5)	83.8	
Effects of changes in foreign exchange rates	(0.2)	—	
Increase in cash and cash equivalents	2.2	3.3	
Cash and cash equivalents, beginning of period	15.2	16.1	
Cash and cash equivalents, end of period	\$ 17.4	\$ 19.4	

Supplemental disclosures:

Cash paid during the period for:

Income taxes paid, net of refunds	\$4.8	\$0.3
Interest paid	\$0.9	