

WESCO DISTRIBUTION INC

Form POS AM

November 20, 2006

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As filed with the Securities and Exchange Commission on November 20, 2006

Registration No. 333-133422

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**Post-Effective Amendment No. 2 to
Form S-4**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

WESCO DISTRIBUTION, INC.

(exact name of registrant as specified in its charter)

Delaware

*(state or other jurisdiction of
incorporation or organization)*

5063

*(Primary Standard Industrial
Classification Code)*

25-1723345

*(I.R.S. employer
identification no.)*

WESCO INTERNATIONAL, INC.

(exact name of registrant as specified in its charter)

Delaware

*(state or other jurisdiction of
incorporation or organization)*

5063

*(Primary Standard Industrial
Classification Code)*

25-1723342

*(I.R.S. employer
identification no.)*

**225 West Station Square Drive
Suite 700**

Pittsburgh, Pennsylvania 15219

(412) 454-2200

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Stephen A. Van Oss

Senior Vice President and

Chief Financial and Administrative Officer

WESCO International, Inc.

**225 West Station Square Drive
Suite 700**

Pittsburgh, Pennsylvania 15219

(412) 454-2200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a Copy to:

Michael C. McLean

Kirkpatrick & Lockhart Nicholson Graham LLP

Henry W. Oliver Building

535 Smithfield Street

**Pittsburgh, Pennsylvania 15222
(412) 355-6500**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Senior Subordinated Notes due 2017	\$150,000,000	100%	\$150,000,000	\$16,050(2)
Guarantee(3)	(4)	(4)	(4)	(4)

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) under the Securities Act of 1933, as amended.

(2) The Registrants previously paid a filing fee of \$16,050 in connection with the initial filing of this registration statement.

(3) Guarantee by WESCO International, Inc. of WESCO Distribution, Inc.'s 7.50% Senior Subordinated Notes due 2017 to be issued in exchange for WESCO International Inc.'s outstanding guarantee of WESCO Distribution's outstanding 7.50% Senior Subordinated Notes due 2017, originally issued on September 27, 2005.

(4) No separate registration fee is payable for the guarantee of WESCO International, Inc. pursuant to Rule 457(n) under the Securities Act.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-4 of WESCO Distribution, Inc. and WESCO International, Inc. (File No. 333-133422) is being filed to include financial information related to WESCO International, Inc.'s fiscal quarter ended September 30, 2006. The exchange offer described in the originally filed Registration Statement was completed on July 13, 2006. The prospectus contained in this Post-Effective

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Amendment No. 2 has been prepared for and is to be used in connection with resales by broker-dealers which received notes for their own respective accounts in connection with the exchange offer described in the originally filed Registration Statement.

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The information in this prospectus is not complete and may be changed. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This prospectus is not an offer to sell these securities nor a solicitation of an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated November 20, 2006

PRELIMINARY PROSPECTUS

\$150,000,000

WESCO Distribution, Inc.

7.50% Senior Subordinated Notes due 2017

We issued an aggregate principal amount of \$150,000,000 of our 7.50% Senior Subordinated Notes due 2017 (the exchange notes), which have been registered under the Securities Act of 1933, as amended, on July 13, 2006 in exchange for an equal aggregate principal amount of our 7.50% Senior Subordinated Notes due 2017 (the initial notes, and, together with the exchange notes, the notes), which were not registered under the Securities Act.

The notes will mature on October 15, 2017. Interest is payable on the notes on April 15 and October 15 of each year.

The notes are our senior subordinated obligations and rank equally with all of our unsecured senior subordinated indebtedness. Our obligations under the notes are guaranteed by WESCO International, Inc., our parent company, on an unsecured senior basis, but not by any of WESCO International's other direct or indirect subsidiaries.

This prospectus has been prepared for and is to be used in connection with resales by broker-dealers which received notes for their own respective accounts. Such sales will be made at prices related to prevailing market prices at the time of the sale. We will not receive any of the proceeds of such sales.

For a discussion of certain risk factors you should consider before investing in notes, see Risk Factors beginning on page 13 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

THE DATE OF THIS PROSPECTUS IS _____, 2006.

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WESCO Distribution, Inc. is a Delaware corporation and a wholly owned subsidiary of WESCO International, Inc., a Delaware corporation. WESCO Distribution and WESCO International were each incorporated in 1993. The principal executive offices of WESCO Distribution and WESCO International are each located at 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania 15219, and the telephone number at that address is (412) 454-2200. Our website is located at www.wesco.com. The information in our website is not part of this prospectus.

We currently have trademarks and service marks registered with the U.S. Patent and Trademark Office. The registered trademarks and service marks include: WESCO® , our corporate logo, the running man logo, the running man in box logo and The Extra Effort People® . In 2005, two trademarks, CB Only the Best is Good Enough and LADD, were added as a result of the acquisition of Carlton-Bates Company. Certain of these and other trademark and service mark registration applications have been filed in various foreign jurisdictions, including Canada, Mexico, the United Kingdom, Singapore and the European Community.

Neither WESCO Distribution, WESCO International nor any of their respective representatives are making any representation to you regarding the legality of an investment by you under applicable laws. You

should consult with your own advisors as to legal, tax, business, financial and related aspects of an investment in the notes.

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In making an investment decision, you must rely on your own examination of our business, including the merits and risks involved. No person has been authorized to give any information or any representation concerning us or the notes (other than as contained in this prospectus), and, if given or made, that other information or representation should not be relied upon as having been authorized by us. Neither WESCO Distribution, WESCO International nor any of their respective representatives are making an offer to sell these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus.

NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY

Neither the fact that a registration statement or an application for a license has been filed under Chapter 421-B of the New Hampshire Revised Statutes with the State of New Hampshire nor the fact that a security is effectively registered or a person is licensed in the State of New Hampshire constitutes a finding by the Secretary of State of New Hampshire that any document filed under RSA 421-B is true, complete and not misleading. Neither any such fact nor the fact that an exemption or exception is available for a security or a transaction means that the Secretary of State has passed in any way upon the merits or qualifications of, or recommended or given approval to, any person, security or transaction. It is unlawful to make, or cause to be made, to any prospective purchaser, customer or client any representation inconsistent with the provisions of this paragraph.

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FORWARD-LOOKING INFORMATION

This prospectus contains various forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve certain unknown risks and uncertainties, including, among others, those contained in this prospectus under the captions Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations and Business. When used in this prospectus, the words anticipates, plans, believes, estimates, intends, expects, projects, will and other similar expressions may identify forward-looking statements, although not all forward-looking statements contain such words. Such statements, including, but not limited to, our statements regarding business strategy, growth strategy, productivity and profitability enhancement, competition, new product and service introductions and liquidity and capital resources are based on management's beliefs, as well as on assumptions made by and information currently available to, management, and involve various risks and uncertainties, some of which are beyond our control. Our actual results could differ materially from those expressed in any forward-looking statement made by or on our behalf. In light of these risks and uncertainties, there can be no assurance that the forward-looking information will in fact prove to be accurate. We have undertaken no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

AVAILABLE INFORMATION

WESCO International files annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any document WESCO International files at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. WESCO International's SEC filings are also available to the public from the SEC's web site at www.sec.gov or from our website at www.wesco.com. However, the information on our web site does not constitute a part of this prospectus.

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SUMMARY

This summary provides an overview of selected information and does not contain all the information you should consider. Because this is only a summary, it may not contain all of the information that may be important to you in deciding whether to invest in notes. Before making an investment decision, you should carefully read this entire prospectus, including the financial data and information contained in this prospectus and the section of this prospectus entitled Risk Factors.

Unless the context otherwise requires, in this prospectus, the terms the Company, we, us, our, WESCO, and WESCO Distribution refer to WESCO Distribution, Inc., the issuer of the notes and a wholly owned subsidiary of WESCO International, Inc., and its subsidiaries; and WESCO International refers to WESCO International, Inc., the parent of WESCO Distribution and the guarantor of the notes. The principal asset of WESCO International is all of the outstanding capital stock of WESCO Distribution.

Unless the context otherwise requires, in this prospectus, amounts shown do not reflect (i) the amendment and restatement of our revolving credit facility on November 1, 2006 to, among other things, increase the amount available to be borrowed under the revolving credit facility from \$225 million to \$440 million; (ii) the issuance by WESCO International of \$300 million in aggregate principal amount of 1.75% Convertible Senior Debentures due 2026, or the guarantee thereof by us, on November 2, 2006; or (iii) the completion of our acquisition of Communications Supply Holdings, Inc. on November 3, 2006 or the related borrowings under our revolving credit facility and our accounts receivable securitization facility to fund a portion of the cash purchase price for the acquisition.

WESCO Distribution, Inc.

With sales of \$4.4 billion in 2005 and \$3.9 billion in the nine months ended September 30, 2006, we are a leading North American provider of electrical construction products and electrical and industrial maintenance, repair and operating supplies, commonly referred to as MRO. We believe we are the largest distributor in terms of sales in the estimated \$74 billion* U.S. electrical wholesale distribution industry based upon published industry sources and our assessment of peer company 2005 sales. We believe we are also the largest provider of integrated supply services for MRO goods and services in the United States.

Our distribution capability combined with integrated supply solutions and outsourcing services are designed to fulfill a customer's MRO procurement needs. We have more than 365 full service branches and seven distribution centers located in the United States, Canada, Mexico, Puerto Rico, Guam, the United Kingdom, Nigeria, United Arab Emirates and Singapore. We serve approximately 100,000 customers worldwide, offering more than 1,000,000 products from more than 24,000 suppliers utilizing a highly automated, proprietary electronic procurement and inventory replenishment system. Our diverse customer base includes a wide variety of industrial companies; contractors for industrial, commercial and residential projects; utility companies; and commercial, institutional and governmental customers. Our top ten customers accounted for approximately 14% of our sales in 2005. Our leading market positions, experienced workforce, extensive geographic reach, broad product and service offerings and acquisition program have enabled us to grow our market position.

*Source: Electrical wholesale estimated industry sales per *Electrical Wholesaling (November, 2005)* based upon revised U.S. Census Bureau Survey segregating electrical wholesale vs. electrical retail sales. *Electrical Wholesaling's* 2004 estimated industry sales of \$83 billion had aggregated \$67 billion wholesale and \$16 billion retail sales.

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Industry Overview

The electrical distribution industry serves customers in a number of markets including the industrial, electrical contractors, utility, government and institutional markets. Electrical distributors provide logistical and technical services for customers along with a wide range of products typically required for the construction and maintenance of electrical supply networks, including wire, lighting, distribution and control equipment and a wide variety of electrical supplies. Many customers demand that distributors provide a broader and more complex package of services as they seek to outsource non-core functions and achieve cost savings in purchasing, inventory and supply chain management.

Electrical Distribution. According to *Electrical Wholesaling Magazine*, the U.S. electrical wholesale distribution industry had forecasted sales of approximately \$74 billion in 2005. According to published sources*, our industry has grown at an approximate 5% compounded annual rate over the past 20 years. This expansion has been driven by general economic growth, increased price levels for key commodities, increased use of electrical products in businesses and industries, new products and technologies and customers who are seeking to more efficiently purchase a broad range of products and services from a single point of contact, thereby eliminating the costs and expenses of purchasing directly from manufacturers or multiple sources. The U.S. electrical distribution industry is highly fragmented. In 2005, the latest year for which market share data is available, the four national distributors, including us, accounted for approximately 19% of estimated total industry sales.

Integrated Supply. The market for integrated supply services has grown rapidly in recent years. Growth has been driven primarily by the desire of large industrial companies to reduce operating expenses by implementing comprehensive third-party programs, which outsource cost-intensive procurement, stocking and administrative functions associated with the purchase and consumption of MRO supplies. For some of our customers, we believe these costs can account for up to 35% of the total costs for MRO products and services. We believe that significant opportunities exist for further expansion of integrated supply services, as the total potential in the United States for purchases of industrial MRO supply and services through all channels is currently estimated to be approximately \$380 billion.

Business Strategy

We believe we are the leading provider of electrical products and MRO supplies and services to companies in North America and selected international markets. Our goal is to grow earnings at a faster rate than sales by continuing to focus on margin enhancement and continuous productivity improvement. Our growth strategy utilizes our existing strengths and focuses on developing new initiatives and programs to position us to grow at a faster rate than the industry.

Enhance Our Leadership Position in Electrical Distribution. We will continue to capitalize on our extensive market presence and brand equity in the WESCO name to grow our market position in electrical distribution. As a result of our geographical coverage, effective information systems and value-added products and services, we believe we have become a leader in serving several important and growing markets including:

industrial customers with large, complex plant maintenance operations, many of which require a national multi-site service solution for their electrical product needs;

*Source: Electrical wholesale estimated industry sales per *Electrical Wholesaling (November, 2005)* based upon revised U.S. Census Bureau Survey segregating electrical wholesale vs. electrical retail sales. *Electrical Wholesaling*'s 2004 estimated industry sales of \$83 billion had aggregated \$67 billion wholesale and \$16 billion retail sales.

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large contractors for major industrial and commercial construction projects;

the electric utility industry; and

manufacturers of factory-built homes, recreational vehicles and other modular structures.

We are focusing our sales and marketing efforts in three primary areas:

expanding our product and service offerings to existing customers in industries we currently serve;

targeting new customers in industries we currently serve; and

targeting markets that provide significant growth opportunities, such as multi-site retail construction, education and healthcare facilities, original equipment manufacturers (OEM) and regional and national contractors.

Continue to Grow Our Premier Position in National Accounts. From 2002 through 2005, revenue from our national accounts program increased at a compound annual growth rate of 10%. We plan to continue to invest in the expansion of this program. Through our national accounts program, we coordinate electrical MRO procurement and purchasing activities across multiple locations, primarily for large industrial and commercial companies and for electric utilities. We have well-established relationships with more than 290 companies, providing us with a recurring base of revenue through multi-year agreements with these companies. Our objective is to continue to increase revenue from our national account customers by:

offering existing national account customers new products and services and serving additional customer locations;

extending certain established national account relationships to include our integrated supply services; and

expanding our customer base by leveraging our existing industry expertise in markets served to enter into new markets.

Focus on Large Construction Projects. We intend to increase our customer base, where we have targeted new construction accounts, with a focus on large commercial, industrial and institutional projects. We seek to secure new major project contracts through:

active national marketing of our demonstrated project management capabilities;

further development of relationships with leading regional and national contractors and engineering firms; and

close coordination with multi-location contractor customers on their major project requirements.

Extend Our Leadership Position in Integrated Supply Services. We believe we are the largest provider of integrated supply services for MRO goods and services in the United States. We provide a full complement of outsourcing solutions, focusing on improving the supply chain management process for our customers' indirect purchases. Our integrated supply programs replace the traditional multi-vendor, resource-intensive procurement process with a single, outsourced, fully automated process capable of managing all MRO and related service requirements. Our solutions range from timely product delivery to assuming full responsibility for the entire procurement function. Our customers include some of the largest industrial companies in the United States. We plan to expand our leadership position as the largest integrated supply services provider in the United States by building upon established relationships within our large customer base and premier supplier network, to meet customer's continued interest in outsourcing.

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Gain Share in Fragmented Local Markets. Significant opportunities exist to gain market share in highly fragmented local markets. We intend to increase our market share in key geographic markets through a combination of increased sales and marketing efforts at existing branches, acquisitions that expand our product and customer base and new branch openings. To promote this growth, we have a compensation system for branch managers that encourage them to increase sales and optimize business activities in their local markets, including managing the sales force, configuring inventories, targeting potential customers for marketing efforts and tailoring local service options.

Expand our LEAN Initiative. LEAN is a company-wide, strategic initiative to drive continuous improvement across the entire enterprise, including sales, operations and administrative processes. The basic principles behind LEAN are to rapidly identify and implement improvements through simplification, elimination of waste and reducing errors throughout a defined process. We have been highly successful in applying LEAN in a distribution environment and have developed and deployed numerous initiatives through the Kaizen approach. The initiatives are primarily centered around our branch operations and target nine key areas: sales, pricing, warehouse operations, transportation, purchasing, inventory, accounts receivable, accounts payable and administrative processes. In 2006, our objective has been to continue to implement the initiatives across our branch locations and headquarters operations, consistent with our long-term strategy of continuously refining and improving our processes to achieve both sales and operational excellence.

Pursue Strategic Acquisitions. Since 1995, we have completed and successfully integrated 27 acquisitions. Our most recent acquisition was completed in November 2006. We believe that the highly fragmented nature of the electrical and industrial MRO distribution industry will continue to provide us with acquisition opportunities. We expect that any future acquisitions will be financed with internally generated funds, additional debt and/or the issuance of equity securities. However, our ability to make acquisitions will be subject to our compliance with certain conditions under the terms of our revolving credit facility. See Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources, for a further description of the revolving credit facility.

Expand Product and Service Offerings. We have developed a service capability to assist customers in improving their internal productivity and overall cost position. This service, which we call Cost Reduction Solutions, is based on applying LEAN principles and practices in our customers' work environment. To date, we have worked with manufacturers, assemblers and contractors to enhance supply chain operations and logistics. Our work on productivity projects, in cooperation with our customers, significantly increases the breadth of products that can be supplied and creates fee-for-service opportunities in kitting, assembly and warehouse operations. Additionally, we have demonstrated our ability to introduce new products and services to meet existing customer demands and capitalize on new market opportunities. For example, we developed the platform to sell integrated lighting control and power distribution equipment in a single package for multi-site specialty retailers, restaurant chains and department stores. These are strong growth markets where our national accounts strategies and logistics infrastructure provide significant benefits for our customers.

Capitalize on Our Information System Capabilities. We intend to utilize our sophisticated information technology capabilities to drive increased sales performance and market share. Our information systems support targeted direct mail marketing campaigns, sales promotions, sales productivity and profitability assessments and coordination with suppliers and overall supply chain programs that improve customer profitability and enhance our working capital productivity. Our information systems provide us with detailed, actionable information across all facets of our broad network, allowing us to quickly and effectively identify and act on profitability and efficiency-related initiatives.

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Expand Our International Operations. Our international sales, the majority of which are in Canada, accounted for approximately 13% and 14% in 2005 and in the nine months ended September 30, 2006, respectively. We believe that there is significant additional demand for our products and services outside the United States and Canada. Many of our multinational domestic customers are seeking distribution, integrated supply and project management solutions globally. We follow our established customers and pursue business that we believe utilizes and extends our existing capabilities. We believe this strategy of working through well-developed customer and supplier relationships significantly reduces risk and provides the opportunity to establish profitable incremental business. We currently have seven locations in Mexico. Additionally, our locations in Aberdeen, Scotland and London, England support our sales efforts in Europe and the former Soviet Union. We also have operations in Nigeria to serve West Africa, an office in Singapore to support our operations in Asia and an office in United Arab Emirates to serve the Middle East.

Competitive Strengths

We believe the following strengths are central to the successful execution of our business strategy:

Market Leadership. Our ability to manage large construction projects, complex multi-site plant maintenance programs, procurement projects that require special sourcing, technical advice, logistical support and locally based service has enabled us to establish leadership positions in our principal markets. We have utilized these skills to generate significant revenues in industries with intensive use of electrical and MRO products, including electrical contracting, utilities, OEM, process manufacturing and other commercial, institutional and governmental entities. We also have extended our position within these industries to expand our customer base.

Value-added Services. We are a leader in providing a wide range of services and procurement solutions that draw on our product knowledge, supply and logistics expertise and systems capabilities, enabling our customers with large operations and multiple locations to reduce supply chain costs and improve efficiency. Our expansive geographical coverage is essential to our ability to provide these services. We have more than 365 branches to complement our national sales and marketing activities with local customer service, product information and technical support, order fulfillment and a variety of other on-site services. These programs include:

National Accounts we coordinate product supply and materials management activities for MRO supplies, project needs and direct material for national and regional customers with multiple locations who seek purchasing leverage through a single electrical products provider. Regional and national contractors and top engineering and construction firms that specialize in major projects such as airport expansions, power plants and oil and gas facilities are also a focus group for our national accounts program; and

Integrated Supply we design and implement programs that enable our customers to significantly reduce the number of MRO suppliers they use through services that include highly automated, proprietary electronic procurement and inventory replenishment systems and on-site materials management and logistics services.

Broad Product Offering. We provide our customers with a broad product selection consisting of more than 1,000,000 electrical, industrial, data communications, MRO and utility products sourced from more than 24,000 suppliers. Our broad product offering and stable source of supply enables us to meet virtually all of a customer's electrical product and MRO requirements.

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Extensive Distribution Network. We are a full-line distributor of electrical supplies and equipment with operations in the United States, Canada, Mexico, Guam, the United Kingdom, Nigeria, United Arab Emirates and Singapore. We operate more than 365 branch locations and eight distribution centers (six in the United States and two in Canada). This extensive network, which would be extremely difficult and expensive to duplicate, allows us to:

maintain local sourcing of customer service, technical support and sales coverage;

tailor branch products and services to local customer needs;

offer multi-site distribution capabilities to large customers and national accounts; and

provide same-day deliveries.

Low Cost Operator. Our competitive position has been enhanced by our low cost position, which is based on:

extensive use of automation and technology;

centralization of functions such as purchasing, accounting and information systems;

strategically located distribution centers;

purchasing economies of scale; and

incentive programs that increase productivity and encourage entrepreneurship.

As a result of these factors, we believe that our operating costs as a percentage of sales is one of the lowest in our industry. Our selling, general and administrative expenses as a percentage of revenues for the nine months ended September 30, 2006 decreased to 12.9% from 13.9% for 2005, significantly below our peer group 2004 average of approximately 20%, according to the National Association of Electrical Distributors. Our low cost position enables us to generate a significant amount of net cash flow, as the amount of capital investment required to maintain our business is relatively low. Consequently, more of the cash we generate is available for debt reduction, continued investment in the growth of the business and strategic acquisitions.

Recent Developments

1.75% Convertible Senior Debentures due 2026

On November 2, 2006, WESCO International issued \$300 million in aggregate principal amount of 1.75% Convertible Senior Debentures due 2026. These debentures were issued by WESCO International under an indenture dated as of November 2, 2006 with The Bank of New York, as Trustee, and are unconditionally guaranteed on an unsecured senior subordinated basis by us. These debentures accrue interest at the rate of 1.75% per annum and are payable in cash semi-annually in arrears on each May 15 and November 15, commencing May 15, 2007. Beginning with the six-month interest period commencing November 15, 2011, WESCO International also will pay contingent interest in cash during any six-month interest period in which the trading price of these debentures for each of the five trading days ending on the second trading day immediately preceding the first day of the applicable six-month interest period equals or exceeds 120% of the principal amount of these debentures. During any interest period when contingent interest shall be payable, the contingent interest payable per \$1,000 principal amount of these debentures will equal 0.25% of the average trading price of \$1,000 principal amount of these debentures during the five trading days immediately preceding the first day of the applicable six-month interest period.

These debentures are convertible into cash and, in certain circumstances, shares of WESCO International's common stock, \$0.01 par value, at any time on or after November 15, 2024, or prior to November 15, 2024 in certain circumstances. These debentures will be

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convertible based on an initial conversion rate of 11.3437 shares of common stock per \$1,000 principal amount of these debentures (equivalent to an initial conversion price of approximately \$88.15 per share). The conversion rate and the conversion price may be adjusted under certain circumstances.

At any time on or after November 15, 2011, WESCO International may redeem all or a part of these debentures at a redemption price equal to 100% of the principal amount of these debentures plus accrued and unpaid interest (including contingent interest and additional interest, if any) to, but not including, the redemption date. Holders of these debentures may require WESCO International to repurchase all or a portion of their 2026 Debentures on November 15, 2011, November 15, 2016 and November 15, 2021 at a cash repurchase price equal to 100% of the principal amount of these debentures, plus accrued and unpaid interest (including contingent interest and additional interest, if any) to, but not including, the repurchase date. If WESCO International undergoes certain fundamental changes prior to maturity, holders of these debentures will have the right, at their option, to require WESCO International to repurchase for cash some or all of their debentures at a repurchase price equal to 100% of the principal amount of these debentures being repurchased, plus accrued and unpaid interest (including contingent interest and additional interest, if any) to, but not including, the repurchase date.

Amended and Restated Revolving Credit Facility

On November 1, 2006, we entered into an amended and restated \$440 million revolving credit facility, which includes a letter of credit subfacility of up to \$50 million. The revolving credit facility matures in November 2012 and is collateralized by substantially all of our assets other than our real property and accounts receivable and by substantially all assets of WESCO Distribution Canada, Inc. Our obligations under the revolving credit facility have been guaranteed by WESCO International and by certain of our subsidiaries. The revolving credit facility consists of two separate sub-facilities: (i) a U.S. sub-facility with a borrowing limit of up to \$375 million and (ii) a Canadian sub-facility with a borrowing limit of up to \$65 million. Availability under the revolving credit facility is limited to the amount of eligible inventory and eligible accounts receivable and Canadian inventory and receivables applied against certain advance rates. Interest on the revolving credit facility is at LIBOR plus a margin that will range from 1.00% to 1.75%, depending upon the amount of excess availability under the revolving credit facility.

Acquisition of Communications Supply

On November 3, 2006, we completed our acquisition of Communications Supply. On that day, a wholly-owned subsidiary of ours merged with and into Communications Supply, which became a wholly-owned subsidiary of ours. We paid at closing a cash merger price of approximately \$525 million, of which \$17 million is held in escrow to address post-closing adjustments relating to working capital and potential indemnification claims, with all amounts in escrow to be eligible for release after January 31, 2008. To fund the merger price paid at closing, we borrowed \$105 million under our accounts receivable securitization facility (the Receivables Facility) and \$102 million under our revolving credit facility together with the net proceeds from WESCO International's offering of convertible debentures in November 2006 and available cash.

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The Notes

The following summary contains basic information about the notes. It does not contain all of the information that may be important to you. For a more complete description of the terms of the notes, see Description of the Notes.

Issuer	WESCO Distribution, Inc.
Notes Outstanding	\$150,000,000 aggregate principal amount of 7.50% Senior Subordinated Notes due 2017.
Maturity	October 15, 2017.
Interest	The notes accrue interest at the rate of 7.50% per annum and are payable in cash semi-annually in arrears on April 15 and October 15 of each year, beginning on April 15, 2006. The notes accrue interest from April 15, 2006.
Ranking	<p>The notes are our unsecured senior subordinated obligations and rank equally in right of payment with all of our existing and future senior subordinated indebtedness and senior to our future subordinated indebtedness. The notes are subordinated to our existing and future senior indebtedness and effectively subordinated to our existing and future secured indebtedness to the extent of the value of the related collateral. The notes are structurally subordinated to indebtedness and other liabilities of our subsidiaries. As of September 30, 2006:</p> <p style="padding-left: 40px;">we had outstanding senior indebtedness of approximately \$55 million, of which approximately \$47 million was secured indebtedness (exclusive of the original notes and unused commitments under our revolving credit facility);</p> <p style="padding-left: 40px;">we had no outstanding senior subordinated indebtedness other than the notes and our guarantee of the \$150 million in aggregate principal amount of the 2.625% Convertible Senior Debentures due 2025 (the Debentures) of WESCO International and no outstanding indebtedness that would be subordinate or junior in right of repayment to the notes; and</p> <p style="padding-left: 40px;">our subsidiaries had no indebtedness, excluding guarantees of approximately \$47 million of borrowings under our mortgage financing facility (other than trade payables and other liabilities incurred in the ordinary course of business).</p> <p>See Risk Factors and Description of the Notes Ranking.</p>
Optional Redemption	Except as described below, we will not have the option of redeeming the notes prior to October 15, 2010. On or after October 15, 2010, we will have the option of redeeming the notes, in whole or in part, at the redemption prices described in this prospectus, together with accrued and unpaid interest and additional interest, if any, to the date of

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redemption. At any time before October 15, 2008, we may redeem up to 35% of the notes with the proceeds of certain equity offerings by us or WESCO International at the redemption price set forth under Description of the Notes Optional Redemption. See Description of the Notes Optional Redemption.

Change of Control

Upon the occurrence of a change of control, each holder of notes will have the right to require us to repurchase all or any part of such holder's notes at a purchase price in cash equal to 101% of the principal amount thereof, plus accrued and unpaid interest and additional interest, if any, to the date of repurchase. See Description of the Notes Change of Control.

Guarantee

The notes are unconditionally guaranteed by WESCO International on an unsecured senior basis. The guarantee ranks equally in right of payment with all existing and future senior unsecured indebtedness of WESCO International. The guarantee is effectively subordinated to any secured indebtedness of WESCO International, including the guarantee of senior indebtedness under our revolving credit facility, to the extent of the value of the related collateral, and is structurally subordinated to indebtedness and other liabilities of WESCO International's subsidiaries, other than the senior subordinated indebtedness of WESCO Distribution, including the notes.

As of September 30, 2006, WESCO International had approximately \$300 million of senior indebtedness outstanding (excluding its guarantee of a mortgage financing facility under which approximately \$47 million was outstanding), of which none was secured indebtedness.

The notes are not guaranteed by any entity other than WESCO International. As of September 30, 2006, the notes would have been structurally junior to approximately \$243 million of indebtedness and other liabilities (including trade payables) of these non-guarantor subsidiaries. The non-guarantor subsidiaries generated approximately \$850.3 million of our net sales for the nine months ended September 30, 2006 and held approximately \$1.4 billion of our consolidated assets at September 30, 2006. See Risk Factors Risks Relating to the Offering.

Certain Covenants

The indenture governing the notes contains covenants that, subject to certain exceptions, limit the ability of us and our subsidiaries to:

incur additional indebtedness and issue disqualified stock and preferred stock;

pay dividends or make certain other restricted payments or investments;

create restrictions on dividends or other payments by our subsidiaries;

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merge, consolidate, or sell all or substantially all of our assets;
create liens on assets;
enter into certain transactions with affiliates; and
incur indebtedness senior to the notes but junior to senior indebtedness.

These covenants are subject to a number of important exceptions and qualifications. See [Description of the Notes](#) [Certain Covenants](#).

Use of Proceeds We will not receive any proceeds from the resale of notes. See [Use of Proceeds](#).

Absence of a Public Market for the Notes We cannot assure you that any active or liquid market will develop for the notes.

Risk Factors

Prospective investors are urged to read the information set forth under the caption [Risk Factors](#) in this prospectus for a discussion of certain risks associated with an investment in the notes.

Table of Contents**Summary Consolidated Financial Data**

The table below sets forth certain of WESCO International's historical consolidated financial data as of and for each of the periods indicated. The financial data for the years ended December 31, 2003, 2004 and 2005, and as of December 31, 2004 and 2005, is derived from WESCO International's audited consolidated financial statements which appear elsewhere in this prospectus. The financial data as of December 31, 2003 is derived from WESCO International's audited consolidated financial statements which do not appear in this prospectus. The financial data for the nine-month periods ended September 30, 2005 and 2006, and as of September 30, 2005 and 2006, is derived from WESCO International's unaudited condensed consolidated financial statements, which are included elsewhere in this prospectus. In WESCO International's opinion, such unaudited condensed consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of the financial data for such periods. The results for the nine months ended September 30, 2006 are not necessarily indicative of the results to be achieved for the year ending December 31, 2006 or for any other future period.

The data below should be read in conjunction with Capitalization, Management's Discussion and Analysis of Financial Condition and Results of Operations and WESCO International's consolidated financial statements and the notes thereto, which appear elsewhere in this prospectus.

	Year Ended December 31,			Nine Months Ended September 30,	
	2003	2004	2005	2005	2006
(In millions, except share and per share data and ratios)					
Income Statement Data:					
Net sales(1)	\$ 3,286.8	\$ 3,741.3	\$ 4,421.1	\$ 3,184.4	\$ 3,944.6
Gross profit(2)	610.1	712.1	840.7	588.1	799.3
Selling, general and administrative expenses(6)	501.5	544.5	612.8	442.0	508.2
Depreciation and amortization	22.5	18.1	18.6	11.3	19.3
Income from operations	86.1	149.5	209.3	134.8	271.8
Interest expense, net	42.3	40.8	30.2	22.4	17.1
Loss on debt extinguishment(3)	0.2	2.6	14.9	10.1	
Other expenses(4)	4.5	6.6	13.3	8.8	17.1
Income before income taxes	39.1	99.5	150.9	93.5	237.6
Provision for income taxes(5)	9.1	34.6	47.4		