

WESCO DISTRIBUTION INC

Form S-1/A

June 22, 2006

As filed with the Securities and Exchange Commission on June 22, 2006

Registration No. 333-133423

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Amendment No. 5
Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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.)*

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.)*

**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**

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 Amendment No. 5 to the Registration Statement is being filed for the sole purpose of filing Exhibit 8.1.

PART II
INFORMATION NOT REQUIRED IN DOCUMENT

Item 16. Exhibits And Financial Statement Schedules

(a) Exhibits. The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Description of Exhibit	Prior Filing
2.1	Recapitalization Agreement, dated as of March 27, 1998, among Thor Acquisitions L.L.C., WESCO International, Inc. (formerly known as CDW Holding Corporation) and certain security holders of WESCO International, Inc.	Incorporated by reference to Exhibit 2.1 to WESCO's Registration Statement on Form S-4 (No. 333-43225)
3.1	Restated Certificate of Incorporation of WESCO International, Inc.	Incorporated by reference to Exhibit 3.1 to WESCO's Registration Statement on Form S-4 (No. 333-70404)
3.2	By-laws of WESCO International, Inc.	Incorporated by reference to Exhibit 3.2 to WESCO's Registration Statement on Form S-4 (No. 333-70404)
3.3	Certificate of Incorporation of WESCO Distribution, Inc.	Incorporated by reference to Exhibit 3.3 to WESCO's Registration Statement on Form S-4 (No. 333-43225)
3.4	By-laws of WESCO Distribution, Inc.	Incorporated by reference to Exhibit 3.4 to WESCO's Registration Statement on Form S-4 (No. 333-43225)
4.1	Indenture, dated as of September 22, 2005, by and among WESCO International, Inc., WESCO Distribution, Inc. and J.P. Morgan Trust Company, National Association, as Trustee.	Incorporated by reference to Exhibit 4.1 to WESCO's Current Report on Form 8-K, dated September 21, 2005
4.2	Form of 2.625% Convertible Senior Debenture due 2025 (included in Exhibit 4.1).	Incorporated by reference to Exhibit 4.3 to WESCO's Current Report on Form 8-K, dated September 21, 2005
4.3	Indenture, dated as of September 22, 2005, by and among WESCO International, Inc., WESCO Distribution, Inc. and J.P. Morgan Trust Company, National Association, as Trustee.	Incorporated by reference to Exhibit 4.4 to WESCO's Current Report on Form 8-K, dated September 21, 2005

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4.4	Form of 7.50% Senior Subordinated Note due 2017, (included in Exhibit 4.3).	Incorporated by reference to Exhibit 4.6 to WESCO's Current Report on Form 8-K, dated September 21, 2005
5.1	Opinion of Kirkpatrick & Lockhart Nicholson Graham LLP.	Previously filed
8.1	Tax Opinion of Kirkpatrick & Lockhart Nicholson Graham LLP.	Filed herewith
10.1	CDW Holding Corporation Stock Purchase Plan.	Incorporated by reference to Exhibit 10.1 to WESCO's Registration Statement on Form S-4 (No. 333-43225)

II-1

Exhibit No.	Description of Exhibit	Prior Filing
10.2	Form of Stock Subscription Agreement.	Incorporated by reference to Exhibit 10.2 to WESCO's Registration Statement on Form S-4 (No. 333-43225)
10.3	CDW Holding Corporation Stock Option Plan.	Incorporated by reference to Exhibit 10.3 to WESCO's Registration Statement on Form S-4 (No. 333-43225)
10.4	Amendment to CDW Holding Corporation Stock Option Plan	Incorporated by reference to Exhibit 10.1 to WESCO's Current Report on Form 8-K, dated March 2, 2006
10.5	Form of Stock Option Agreement.	Incorporated by reference to Exhibit 10.4 to WESCO's Registration Statement on Form S-4 (No. 333-43225)
10.6	Form of Amendment to Stock Option Agreement.	Incorporated by reference to Exhibit 10.2 to WESCO's Current Report on Form 8-K, dated March 2, 2006
10.7	CDW Holding Corporation Stock Option Plan for Branch Employees.	Incorporated by reference to Exhibit 10.5 to WESCO's Registration Statement on Form S-4 (No. 333-43225)
10.8	Amendment to CDW Holding Corporation Stock Option Plan for Branch Employees.	Incorporated by reference to Exhibit 10.3 to WESCO's Current Report on Form 8-K, dated March 2, 2006
10.9	Form of Branch Stock Option Agreement.	Incorporated by reference to Exhibit 10.6 to WESCO's Registration Statement on Form S-4 (No. 333-43225)
10.10	Form of Amendment to Branch Stock Option Agreement.	Incorporated by reference to Exhibit 10.4 to WESCO's Current Report on Form 8-K, dated March 2, 2006
10.11	WESCO International, Inc. 1998 Stock Option Plan.	Incorporated by reference to Exhibit 10.1 to WESCO's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998
10.12	Amendment to WESCO International, Inc. 1998 Stock Option Plan.	Incorporated by reference to Exhibit 10.5 to WESCO's Current Report on Form 8-K dated March 2, 2006
10.13	Form of Management Stock Option Agreement.	

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| | | Incorporated by reference to Exhibit 10.2 to WESCO's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998 |
| 10.14 | Form of Amendment to Management Stock Option Agreement. | Incorporated by reference to Exhibit 10.6 to WESCO's Current Report on Form 8-K dated March 2, 2006 |
| 10.15 | 1999 Deferred Compensation Plan for Non-Employee Directors. | Incorporated by reference to Exhibit 10.22 to WESCO's Annual Report on Form 10-K for the year ended December 31, 1998 |
| 10.16 | 1999 Long-Term Incentive Plan. | Incorporated by reference to Exhibit 10.22 to WESCO's Registration Statement on Form S-1 (No. 333-73299) |
| 10.17 | Office Lease Agreement, dated as of May 24, 1995, by and between Commerce Court Property Holding Trust, as Landlord, and WESCO Distribution, Inc., as Tenant, as amended by First Amendment to Lease, dated as of June 1995 and by Second Amendment to Lease, dated as of December 29, 1995. | Incorporated by reference to Exhibit 10.10 to WESCO's Registration Statement on Form S-4 (No. 333-43225) |

Exhibit No.	Description of Exhibit	Prior Filing
10.18	Lease, dated as of April 1, 1992, by and between The E.T. Hermann and Jane D. Hermann 1978 Living Trust and Westinghouse Electric Corporation, as renewed by the renewal letter, dated as of December 13, 1996, from WESCO Distribution, Inc., as successor in interest to Westinghouse Electric Corporation, to Utah State Retirement Fund, as successor in interest to The E.T. Hermann and Jane D. Hermann 1978 Living Trust.	Incorporated by reference to Exhibit 10.11 to WESCO's Registration Statement on Form S-4 (No. 333-43225)
10.19	Third Amendment to Lease, dated as of December 22, 2004, by and between US Institutional Real Estate Equities, L.P., as successor in interest to Utah State Retirement Fund and The E.T. Hermann and Jane D. Hermann 1978 Living Trust, and WESCO Distribution, Inc., as successor in interest to Westinghouse Electric Corporation.	Incorporated by reference to Exhibit 10.19 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2005
10.20	Agreement of Lease, dated as of September 3, 1998, by and between Atlantic Construction, Inc., as landlord, and WESCO Distribution-Canada, Inc., as tenant, as renewed by the Renewal Agreement, dated April 14, 2004, by and between Atlantic Construction, Inc., as landlord, and WESCO Distribution-Canada, Inc., as tenant.	Incorporated by reference to Exhibit 10.20 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2005
10.21	Lease dated December 13, 2002 between WESCO Distribution, Inc. and WESCO Real Estate IV, LLC.	Incorporated by reference to Exhibit 10.27 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2002
10.22	Lease Guaranty dated December 13, 2002 by WESCO International, Inc. in favor of WESCO Real Estate IV, LLC.	Incorporated by reference to Exhibit 10.28 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2002
10.23	Amended and Restated Registration and Participation Agreement, dated as of June 5, 1998, among WESCO International, Inc. and certain security holders of WESCO International, Inc. named therein.	Incorporated by reference to Exhibit 10.19 to WESCO's Registration Statement on Form S-4 (No. 333-43225)
10.24	Employment Agreement, dated as of June 5, 1998, between WESCO Distribution, Inc. and	Incorporated by reference to Exhibit 10.20 to WESCO's Registration Statement on Form S-4

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Roy W. Haley.

(No. 333-43225)

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| 10.25 | Employment Agreement, dated as of July 29, 2004, between WESCO International, Inc. and John Engel. | Incorporated by reference to Exhibit 10.1 to WESCO's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 |
| 10.26 | Employment Agreement, dated as of December 15, 2005, between WESCO International, Inc. and Stephen A. Van Oss. | Incorporated by reference to Exhibit 10.26 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2005 |

II-3

Exhibit No.	Description of Exhibit	Prior Filing
10.27	Amended and Restated Credit Agreement, dated as of September 28, 2005, by and among WESCO Distribution, Inc., the other credit parties signatory thereto from time to time, General Electric Capital Corporation, as Agent and U.S. Lender, GECC Capital Markets Group, as Lead Arranger, GE Canada Finance Holding Company, as Canadian Agent and a Canadian Lender, Bank of America, N.A., as Syndication Agent, and The CIT Group/Business Credit, Inc. and Citizens Bank of Pennsylvania, as Co-Documentation Agents.	Incorporated by reference to Exhibit 10.1 to WESCO's Current Report on Form 8-K, September 28, 2005
10.28	Intercreditor Agreement, dated as of March 19, 2002, among PNC Bank, National Association, General Electric Capital Corporation, WESCO Receivables Corp., WESCO Distribution, Inc., Fifth Third Bank, N.A., Mellon Bank, N.A., The Bank of Nova Scotia, Herning Enterprises, Inc. and WESCO Equity Corporation.	Incorporated by reference to Exhibit 10.21 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2001
10.29	Second Amended and Restated Receivables Purchase Agreement dated as of September 2, 2003 among WESCO Receivables Corp., WESCO Distribution, Inc., and the Lenders identified therein.	Incorporated by reference to Exhibit 10.1 to WESCO's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003
10.30	Second Amendment to Second Amended and Restated Receivables Purchase Agreement and Waiver, dated August 31, 2004.	Incorporated by reference to Exhibit 10.4 to WESCO's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004
10.31	Third Amendment to Second Amended and Restated Receivables Purchase Agreement, dated September 23, 2004.	Incorporated by reference to Exhibit 10.5 to WESCO's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004
10.32	Sixth Amendment to Second Amended and Restated Receivables Purchase Agreement, dated October 4, 2005.	Incorporated by reference to Exhibit 10.2 to WESCO's Current Report on Form 8-K, September 28, 2005
10.33	Loan Agreement between Bear Stearns Commercial Mortgage, Inc. and WESCO Real Estate IV, LLC, dated December 13, 2002.	Incorporated by reference to Exhibit 10.26 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2002
10.34	Guaranty of Non-Recourse Exceptions Agreement dated December 13, 2002 by	Incorporated by reference to Exhibit 10.29 to WESCO's Annual Report on Form 10-K for the

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| | WESCO International, Inc. in favor of Bear Stearns Commercial Mortgage, Inc. | year ended December 31, 2002 |
| 10.35 | Environmental Indemnity Agreement dated December 13, 2002 made by WESCO Real Estate IV, Inc. and WESCO International, Inc. in favor of Bear Stearns Commercial Mortgage, Inc. | Incorporated by reference to Exhibit 10.30 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2002 |
| 10.36 | Asset Purchase Agreement, dated as of September 11, 1998, among Bruckner Supply Company, Inc. and WESCO Distribution, Inc. | Incorporated by reference to Exhibit 2.01 to WESCO's Current Report on Form 8-K, dated September 11, 1998 |
| 10.37 | Amendment dated March 29, 2002 to Asset Purchase Agreement, dated as of September 11, 1998, among Bruckner Supply Company, Inc. and WESCO Distribution, Inc. | Incorporated by reference to Exhibit 10.25 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2002 |

Exhibit No.	Description of Exhibit	Prior Filing
10.38	Agreement and Plan of Merger, dated August 16, 2005, by and among Carlton-Bates Company, the shareholders of Carlton-Bates Company signatory thereto, the Company Representative (as defined therein), WESCO Distribution, Inc. and C-B WESCO, Inc.	Incorporated by reference to Exhibit 10.3 to WESCO's Current Report on Form 8-K, dated September 28, 2005
10.39	Registration Rights Agreement, dated September 27, 2005, by and among WESCO International, Inc., WESCO Distribution, Inc. and Lehman Brothers Inc. and Goldman Sachs & Co., as representatives of the initial purchasers named therein.	Incorporated by reference to Exhibit 4.2 to WESCO's Current Report on Form 8-K, September 21, 2005
10.40	Exchange and Registration Rights Agreement, dated September 27, 2005, by and among WESCO International, Inc., WESCO Distribution, Inc. and Goldman Sachs & Co. and Lehman Brothers Inc., as representatives of the initial purchasers named therein.	Incorporated by reference to Exhibit 4.5 to WESCO's Current Report on Form 8-K, September 21, 2005
12.1	Statement re computation of ratios.	Previously filed
21.1	Subsidiaries of WESCO.	Incorporated by reference to Exhibit 21.1 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2005
23.1	Consent of PricewaterhouseCoopers LLP.	Previously filed
23.2	Consent of American Appraisal Associates, Inc.	Previously filed
23.3	Consent of Kirkpatrick & Lockhart Nicholson Graham LLP.	Included in Exhibits 5.1 and 8.1
24.1	Powers of Attorney with respect to WESCO International, Inc.	Previously filed
24.2	Power of Attorney with respect to WESCO Distribution, Inc.	Previously filed
25.1	Form T-1 of J.P. Morgan Trust Company, National Association, under the Trust Indenture Act of 1939.	Previously filed

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The registrants hereby agree to furnish supplementally to the SEC, upon request, a copy of any omitted schedule to any of the agreements contained herein.

(b) Financial Statement Schedules. Incorporated herein by reference to Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005.

II-5

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrants have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on June 22, 2006.

WESCO INTERNATIONAL, INC.

By: /s/ Stephen A. Van Oss

Name: Stephen A. Van Oss

Title: Senior Vice President and Chief Financial and Administrative Officer

WESCO DISTRIBUTION, INC.

By: /s/ Stephen A. Van Oss

Name: Stephen A. Van Oss

Title: Senior Vice President and Chief Financial and Administrative Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	Chairman and Chief Executive Officer (Principal Executive Officer)	
Roy W. Haley		
/s/ Stephen A. Van Oss	Senior Vice President and Chief Financial and Administrative Officer (Principal Financial and Accounting Officer)	June 22, 2006
Stephen A. Van Oss		
*	Director	
Sandra Beach Lin		
*	Director	
George L. Miles, Jr.		
*	Director	
Steven A. Raymund		
*	Director	
James L. Singleton		
*	Director	
Robert J. Tarr, Jr.		
*	Director	

Lynn M. Utter

*

Director

William J. Vareschi

II-6

Signature	Title	Date
*	Director	
Kenneth L. Way		
*By: /s/ Stephen A. Van Oss	Attorney-in-Fact	June 22, 2006
Stephen A. Van Oss		

II-7

EXHIBIT INDEX

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3.1	Restated Certificate of Incorporation of WESCO International, Inc.	Incorporated by reference to Exhibit 3.1 to WESCO's Registration Statement on Form S-4 (No. 333-70404)
3.2	By-laws of WESCO International, Inc.	Incorporated by reference to Exhibit 3.2 to WESCO's Registration Statement on Form S-4 (No. 333-70404)
3.3	Certificate of Incorporation of WESCO Distribution, Inc.	Incorporated by reference to Exhibit 3.3 to WESCO's Registration Statement on Form S-4 (No. 333-43225)
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5.1	Opinion of Kirkpatrick & Lockhart Nicholson Graham LLP.	Previously filed

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8.1	Tax Opinion of Kirkpatrick & Lockhart Nicholson Graham LLP.	Filed herewith
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II-8

Exhibit No.	Description of Exhibit	Prior Filing
10.5	Form of Stock Option Agreement.	Incorporated by reference to Exhibit 10.4 to WESCO's Registration Statement on Form S-4 (No. 333-43225)
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10.16	1999 Long-Term Incentive Plan.	

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| | | Incorporated by reference to Exhibit 10.22 to WESCO's Registration Statement on Form S-1 (No. 333-73299) |
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| 10.18 | Lease, dated as of April 1, 1992, by and between The E.T. Hermann and Jane D. Hermann 1978 Living Trust and Westinghouse Electric Corporation, as renewed by the renewal letter, dated as of December 13, 1996, from WESCO Distribution, Inc., as successor in interest to Westinghouse Electric Corporation, to Utah State Retirement Fund, as successor in interest to The E.T. Hermann and Jane D. Hermann 1978 Living Trust. | Incorporated by reference to Exhibit 10.11 to WESCO's Registration Statement on Form S-4 (No. 333-43225) |

Exhibit No.	Description of Exhibit	Prior Filing
10.19	Third Amendment to Lease, dated as of December 22, 2004, by and between US Institutional Real Estate Equities, L.P., as successor in interest to Utah State Retirement Fund and The E.T. Hermann and Jane D. Hermann 1978 Living Trust, and WESCO Distribution, Inc., as successor in interest to Westinghouse Electric Corporation.	Incorporated by reference to Exhibit 10.19 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2005
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Amended and Restated Credit Agreement, dated as of September 28, 2005, by and among WESCO Distribution, Inc., the other credit parties signatory thereto from time to time, General Electric Capital Corporation, as Agent and U.S. Lender, GECC Capital Markets Group, as Lead Arranger, GE Canada Finance Holding Company, as Canadian Agent and a Canadian Lender, Bank of America, N.A., as Syndication Agent, and The CIT Group/Business Credit, Inc. and Citizens Bank of Pennsylvania, as Co-Documentation Agents.

Incorporated by reference to Exhibit 10.1 to WESCO's Current Report on Form 8-K, September 28, 2005

II-10

Exhibit No.	Description of Exhibit	Prior Filing
10.28	Intercreditor Agreement, dated as of March 19, 2002, among PNC Bank, National Association, General Electric Capital Corporation, WESCO Receivables Corp., WESCO Distribution, Inc., Fifth Third Bank, N.A., Mellon Bank, N.A., The Bank of Nova Scotia, Herning Enterprises, Inc. and WESCO Equity Corporation.	Incorporated by reference to Exhibit 10.21 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2001
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| 10.37 | Amendment dated March 29, 2002 to Asset Purchase Agreement, dated as of September 11, 1998, among Bruckner Supply Company, Inc. and WESCO Distribution, Inc. | Incorporated by reference to Exhibit 10.25 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2002 |
| 10.38 | Agreement and Plan of Merger, dated August 16, 2005, by and among Carlton-Bates Company, the shareholders of Carlton-Bates Company signatory thereto, the Company Representative (as defined therein), WESCO Distribution, Inc. and C-B WESCO, Inc. | Incorporated by reference to Exhibit 10.3 to WESCO's Current Report on Form 8-K, dated September 28, 2005 |
| 10.39 | Registration Rights Agreement, dated September 27, 2005, by and among WESCO International, Inc., WESCO Distribution, Inc. and Lehman Brothers Inc. and Goldman Sachs & Co., as representatives of the initial purchasers named therein. | Incorporated by reference to Exhibit 4.2 to WESCO's Current Report on Form 8-K, September 21, 2005 |

Exhibit No.	Description of Exhibit	Prior Filing
10.40	Exchange and Registration Rights Agreement, dated September 27, 2005, by and among WESCO International, Inc., WESCO Distribution, Inc. and Goldman Sachs & Co. and Lehman Brothers Inc., as representatives of the initial purchasers named therein.	Incorporated by reference to Exhibit 4.5 to WESCO's Current Report on Form 8-K, September 21, 2005
12.1	Statement re computation of ratios.	Previously filed
21.1	Subsidiaries of WESCO.	Incorporated by reference to Exhibit 21.1 to WESCO's Annual Report on Form 10-K for the year ended December 31, 2005
23.1	Consent of PricewaterhouseCoopers LLP.	Previously filed
23.2	Consent of American Appraisal Associates, Inc.	Previously filed
23.3	Consent of Kirkpatrick & Lockhart Nicholson Graham LLP.	Included in Exhibits 5.1 and 8.1
24.1	Powers of Attorney with respect to WESCO International, Inc.	Previously filed
24.2	Power of Attorney with respect to WESCO Distribution, Inc.	Previously filed
25.1	Form T-1 of J.P. Morgan Trust Company, National Association, under the Trust Indenture Act of 1939.	Previously filed

The registrants hereby agree to furnish supplementally to the SEC, upon request, a copy of any omitted schedule to any of the agreements contained herein.