WESCO INTERNATIONAL INC Form 11-K June 30, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 11-K (Mark One) ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 b For the fiscal year ended December 31, 2014 OR TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 0 For the transition period from to Commission file number 1-14989 A. Full title of the plan and address of the plan, if different from that of the issuer named below: WESCO DISTRIBUTION, INC. RETIREMENT SAVINGS PLAN Name of issuer of the securities held pursuant to the plan and the address of its principal executive office: B. WESCO INTERNATIONAL, Inc. 225 West Station Square Drive Suite 700 Pittsburgh, Pennsylvania 15219-1122

#### Table of Contents I. FINANCIAL STATEMENTS

	Page
Report of Independent Registered Public Accounting Firm	<u>1</u>
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013, and December 29, 2013	2
Statements of Changes in Net Assets Available for Benefits for the year ended December 31, 2014 and for the period from December 30, 2013 to December 31, 2013	<u>3</u>
Notes to Financial Statements	<u>4</u>
Supplemental Schedules:	
Schedule H (Form 5500), line 4(i) - Schedules of Assets (Held at End of Year) as of December 31, 2014 and 2013*	<u>18</u>
SIGNATURES	<u>48</u>

\* Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

# II. EXHIBITS

Exhibit 23 - Consent of Independent Registered Public Accounting Firm

Report of Independent Registered Public Accounting Firm

To the Participants and Administrator WESCO Distribution, Inc. Retirement Savings Plan Pittsburgh, Pennsylvania

We have audited the accompanying statements of net assets available for benefits of the WESCO Distribution, Inc. Retirement Savings Plan (the "Plan") as of December 31, 2014 and 2013, and December 29, 2013, and the related statements of changes in net assets available for benefits for the year ended December 31, 2014 and the period from December 30, 2013 to December 31, 2013. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and December 29, 2013, and the changes in net assets available for benefits for the year ended December 31, 2014 and the period from December 30, 2013 to December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2014 and 2013 have been subjected to audit procedures performed in conjunction with the audits of the Plan's financial statements. The supplemental schedules are the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedules reconcile to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedules. In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental schedules are fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ BDO USA, LLP Pittsburgh, Pennsylvania June 29, 2015

## WESCO Distribution, Inc. Retirement Savings Plan Statements of Net Assets Available for Benefits December 31, 2014 and 2013, and December 29, 2013

	December 31,		December 29,
	2014	2013	2013
Investments at fair value (Notes 2, 4, and 5)			
Shares of registered investment companies	\$390,143,674	\$374,799,339	\$373,381,345
Stock funds and self-directed accounts	27,230,001	32,764,645	32,658,983
Stable Value Fund	132,536,862	136,902,354	136,636,836
RAFI Enhanced Large Company Fund	35,278,719	33,761,966	33,649,263
	585,189,256	578,228,304	576,326,427
Receivables			
Employer discretionary contributions	10,208,553	480,985	480,985
Promissory notes from participants (Note 6)	13,716,227	13,158,334	13,088,334
Net assets available for benefits at fair value	609,114,036	591,867,623	589,895,746
Adjustment from fair value to contract value for interest in the Stable Value Fund relating to fully benefit-responsive			
contracts (Note 5)	(4,205,911	) (2,523,237	(2,321,190
Net assets available for benefits	\$604,908,125	\$589,344,386	\$587,574,556

)

The accompanying notes are an integral part of these financial statements.

WESCO Distribution, Inc. Retirement Savings Plan Statements of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2014 and For the Period from December 30, 2013 to December 31, 2013		
	2014	2013
Additions		
Employee contributions	\$27,105,739	\$—
Employee rollovers	1,886,423	17,133
Employer contributions (including discretionary contributions)	19,187,627	
Net appreciation from shares of registered investment companies	18,868,006	1,461,452
Net appreciation from stock funds and self-directed accounts	—	94,407
Net appreciation from the Stable Value Fund	3,116,690	34,915
Net appreciation from the RAFI Enhanced Large Company Fund	3,841,535	127,438
Interest and dividend income	8,020,612	34,485
Total additions	82,026,632	1,769,830
Deductions		
Net depreciation from stock funds and self-directed accounts	3,839,548	
Distributions to participants	61,961,398	
Administrative expenses	761,614	
Total deductions	66,562,560	
Net increase	15,464,072	1,769,830
Transfers in from Talcup Union Plan (Note 8)	99,667	_
Net assets available for benefits		
Beginning of period	589,344,386	587,574,556
End of period	\$604,908,125	\$589,344,386

The accompanying notes are an integral part of these financial statements.

WESCO Distribution, Inc. Retirement Savings Plan Notes to Financial Statements December 31, 2014 and 2013, and December 29, 2013

1. Major Features of the Plan

## Background

WESCO Distribution, Inc. Retirement Savings Plan (the "Plan") was established as of February 28, 1994 (date of inception). At the date of inception, certain employees of the predecessor company became employees of WESCO Distribution, Inc. (the "Company") and participants in the Plan. At the date of inception, all funds held by the prior plans of the predecessor company related to the employees of the Company were transferred to the Plan.

The Plan is a participant-directed defined contribution plan covering certain employees of the Company and former employees with a fund balance of at least \$5,000 who elected to maintain their funds in the Plan. Former employees cannot make contributions to the Plan.

Participation for eligible employees requires an employee to be scheduled to work at least 1,000 hours per year and requires an employee to be paid through the Plan sponsor's payroll system. Amendment to Plan Year

On August 23, 2013, the Plan's Administrative and Investment Committee executed the sixth amendment to the Plan (the "Sixth Amendment"). Pursuant to the terms of the Sixth Amendment, the plan year was changed, effective December 30, 2013, to the consecutive 12 month period beginning January 1 and ending on December 31 of each calendar year. The two-day period beginning on December 30, 2013 and ending on December 31, 2013 is referred to throughout these financial statements and notes thereto as the "short plan year."

# Contributions

The Plan is subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Participants may elect to make tax deferred contributions ranging from 1% up to the lesser of 50% of their eligible compensation or \$17,500 for 2014 and 2013. The \$17,500 limit may be adjusted in future years by the Internal Revenue Service ("IRS"). The sum of the tax deferred contributions and the after-tax contributions cannot exceed 50% of the participant's eligible compensation. Subject to limitation, the Company will make matching contributions in an amount equal to 50% of a participant's total monthly contributions up to a maximum of 3% of their compensation. Also, the Company may, at the Board of Directors' discretion, make a discretionary contribution to the Plan provided certain predetermined profit levels are attained. Discretionary contributions of approximately \$10,209,000 were made for the Plan's year ended December 31, 2014. The Company made no discretionary contributions for the short plan year ended December 31, 2013.

Participants may rollover into the Plan amounts representing distributions from other qualified retirement plans, an individual retirement account or an annuity. For the year ended December 31, 2014 and the short plan year ended December 31, 2013, the Plan accepted employee rollover contributions of approximately \$1,886,000 and \$17,000, respectively.

The Plan includes a negative enrollment policy. Under this policy, if an individual does not submit an automatic enrollment waiver or elect a deferral rate, the employee will be automatically enrolled in the Plan at a 3% deferral rate. The deferral rate is increased by 1% each September 1 until the deferral rate equals 6%.

Participants who have attained age 50 before the close of the plan year are eligible to make catch-up contributions in addition to pre-tax contributions. A catch-up contribution is a pre-tax contribution that exceeds the annual deferral limit. For 2014 and 2013, a participant's total catch-up contribution could not exceed \$5,500. The catch up contribution limits are determined by the IRS and then indexed for inflation. In addition to cash, in-kind contributions are permitted which may consist of stocks, bonds, property or other securities.

WESCO Distribution, Inc. Retirement Savings Plan Notes to Financial Statements December 31, 2014 and 2013, and December 29, 2013

#### Vesting

Participants are fully vested in the value of their contributions and related investment income at all times and vest in their allocated share of employer matching and discretionary contributions according to the following table:

Less than two years of service	0	%
Two years of service	20	%
Three years of service	40	%
Four years of service	66	%
Five or more years of service	100	%
In conjunction with a leveraged recapitalization of the Company, all active employees	as of June 5, 1998 b	ecame fully
vested.		

Distributions

A participant may not withdraw any amount from their vested account balance unless they are age 59<sup>1</sup>/<sub>2</sub>, retire, become deceased or disabled, terminate employment, or experience financial hardship.

A participant who qualifies for a hardship withdrawal is suspended from making contributions to the Plan for six months. Under present IRS rules, a "hardship" means an immediate and heavy need to draw on financial resources to meet obligations related to health, education, housing, or death of a family member.

A participant, upon termination of service, may either receive a lump-sum payment of their vested account balance or transfer their balance to the trustee or custodian of another eligible retirement plan. Forfeitures

Employer contributions forfeited by participants not vested at their termination date are used to reinstate previously forfeited account balances of former participants who have returned to the Company, reduce employer contributions in accordance with the Plan's provisions or pay Plan expenses. Total forfeitures that reduced employer contributions in 2014 were approximately \$1,179,000. There were no forfeitures during the short plan year ended December 31, 2013. As of December 31, 2014, a balance of approximately \$356,000 was available to reduce employer contributions in 2015.

Participant Accounts

An account is maintained for each participant, which is credited with the participant's and the employer's matching contributions and an allocation of employer's discretionary contributions, and plan earnings and charged with benefit payments and an allocation of plan losses and administrative expenses. Allocations are based on participant contributions or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Promissory Notes from Participants

Participants are permitted to borrow against a portion of their vested account balance, pursuant to nondiscriminatory rules established by the Administrative and Investment Committee, up to a maximum of \$50,000 or 50% of their vested account balance. Each loan is to be repaid over a period not to exceed five years.

WESCO Distribution, Inc. Retirement Savings Plan Notes to Financial Statements December 31, 2014 and 2013, and December 29, 2013

#### Plan Termination

Although the Company has not expressed any intent to do so, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, participants will become 100% vested in their accounts, and all vested assets shall be distributed to the participants in accordance with the terms of the Plan, or in such other manner, not inconsistent with the requirements of any applicable law or regulation, as the Company may in its sole discretion determine. 2. Summary of Significant Accounting Policies

#### Accounting Principles

The financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America. The following are the significant accounting policies followed by the Plan: Basis of Accounting

The accounting records of the Plan are maintained on the accrual basis of accounting. Reclassifications

The Statement of Net Assets Available for Benefits and Note 4 as of December 29, 2013 include certain reclassifications to previously reported amounts to conform to the current period presentation. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions. These estimates may affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements. Actual results could differ from those estimates. Investment Valuation and Income Recognition

The Plan has adopted a framework for measuring fair value under current accounting pronouncements that requires fair value measurements and enhanced disclosures about fair value measurements. This framework defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction. Disclosures include a fair value hierarchy that requires an entity to maximize the use of observable inputs when measuring fair value.

The three levels of inputs that may be used to measure fair value are as follows:

Level 1 - Observable inputs such as quoted prices in active markets for identical investments that the Plan has the ability to access.

Level 2 - Inputs include:

1. Quoted prices for similar assets or liabilities in active markets;

2. Quoted prices for identical or similar assets or liabilities in inactive markets;

3. Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and

4. Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

WESCO Distribution, Inc. Retirement Savings Plan Notes to Financial Statements December 31, 2014 and 2013, and December 29, 2013

Level 3 - Unobservable inputs in which there is little or no market activity for the asset or liability, which require the reporting entity to develop its own estimates and assumptions relating to the pricing of the asset or liability, including assumptions regarding risk.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2014 and 2013, and December 29, 2013.

Common stocks are valued at the closing price reported on the active market on which the individual securities are traded. Common stocks include the WESCO International Pooled Stock Fund, which is an employer stock unitized fund. Such fund consists of WESCO International, Inc. common stock and a short-term cash component, which provides liquidity for daily trading. WESCO International, Inc. common stock is valued at the quoted closing market price from a national securities exchange and the short term cash investments are valued at cost, which approximates fair value.

Registered investment companies are valued at the net asset value of shares held by the Plan as of December 31, 2014 and 2013, and December 29, 2013.

The Stable Value Fund (Note 5) is valued based on the underlying securities, which include corporate bonds, commercial mortgage-backed securities and government securities.

The RAFI Enhanced Large Company Fund is valued at net asset value based on the value of the underlying securities, which primarily include common stocks. The fund seeks to provide growth through exposure to a broad class of securities. There are no unfunded commitments or restrictions on participant redemptions.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of

different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement as of the reporting date.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by accounting principles generally accepted in the United States of America, the statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on an accrual basis.

WESCO Distribution, Inc. Retirement Savings Plan Notes to Financial Statements December 31, 2014 and 2013, and December 29, 2013

### Net Appreciation in Value of Investments

The Plan presents in the statements of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, consisting of realized gains (losses) and unrealized gains (losses) in the registered investment companies, Stable Value Fund, RAFI Enhanced Large Company Fund, WESCO International stock and other common stocks. Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, bonds, fixed income securities and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the near-term could materially affect (i) participants' account balances, and (ii) the amounts reported in the (a) statements of net assets available for benefits and the (b) statements of changes in net assets available for benefits.

Benefits are recorded when paid. Recently Issued Accounting Pronouncments

In May 2015, the Financial Accounting Standards Board (FASB) issued updated guidance to remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value (NAV) per share practical expedient. The practical expedient criteria differ from the criteria used to categorize other fair value measurements within the hierarchy. Currently, investments valued using the practical expedient are categorized within the fair value hierarchy on the basis of whether the investment is redeemable with the investee at NAV on the measurement date, never redeemable with the investee at NAV, or redeemable with the investee at NAV at a future date. Under this updated guidance, investments for which fair value is measured at NAV per share (or its equivalent) using the practical expedient should not be categorized in the fair value hierarchy. A reporting entity should continue to disclose information on investments for which fair value is measured at net asset value (or its equivalent) as a practical expedient to help users understand the nature and risks of the investments and whether the investments, if sold, are probable of being sold at amounts different from net asset value. The guidance is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years, and should be applied retrospectively. The retrospective approach requires that an investment for which fair value is measured using the net asset value per share practical expedient be removed from the fair value hierarchy in all periods presented in an entity's financial statements. Earlier application is permitted. The Plan's management has not yet evaluated the future impact of this guidance on the Plan's financial statements and notes thereto.

Other

All administrative expenses were paid by the Plan during the year ended December 31, 2014 and the short plan year ended December 31, 2013. 3. Tax Status

The IRS has determined and informed the Company by a letter dated November 15, 2012, that the Plan is designed in accordance with Section 401(a) of the Internal Revenue Code ("IRC") and, therefore, is exempt from federal taxes under provisions of Section 501(a). Accordingly, no provision for income taxes has been included in the Plan's financial statements. The Plan has been amended since receiving its determination letter. However, the Plan administrator and the Plan's tax counsel believe the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not

WESCO Distribution, Inc. Retirement Savings Plan Notes to Financial Statements December 31, 2014 and 2013, and December 29, 2013

would not be sustained upon examination by a taxing authority. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

WESCO Distribution, Inc. Retirement Savings Plan Notes to Financial Statements December 31, 2014 and 2013, and December 29, 2013

#### 4. Investments

The Plan's investments measured at fair value on a recurring basis by fair value hierarchy level, as described in Note 2, were as follows:

2, were as follows:			
	December 31, 2	014	
	Level 1	Level 2	Total
Shares of registered investment companies			
Small growth	\$8,733,094	\$—	\$8,733,094
Small value	7,177,152	—	7,177,152
Large growth	63,492,756	—	63,492,756
Large value	26,499,418	—	26,499,418
Moderate allocation	101,737,394	—	101,737,394
Mid-cap value	33,999,286	—	33,999,286
Mid-cap growth	50,360,066	—	50,360,066
Foreign large blend	28,485,340	—	28,485,340
Intermediate-term bond	26,950,746	—	26,950,746
World bond	5,366,495	—	5,366,495
Real estate	2,221,252	—	2,221,252
Retirement income	2,043,381	—	2,043,381
Target-date	33,077,294		33,077,294
Total shares of registered investment companies	390,143,674	—	390,143,674
Stock funds and self-directed accounts			
WESCO International Pooled Stock Fund	19,159,861	—	19,159,861
Self-directed accounts			
Cash and cash equivalents	1,366,488	_	1,366,488
Common stock			
Transportation	23,717	_	23,717
Food, beverages & tobacco	235,201	_	235,201
Building materials	12,860	_	12,860
Chemicals	68,866	_	68,866
Communications & media	770,824	_	770,824
Electronics & equipment	907,799	_	907,799
Energy	625,284	_	625,284
Financial	379,571	_	379,571
Healthcare	552,501	_	552,501
Industrial	167,259		167,259
Leisure & entertainment	196,744	_	196,744
Metals	223,309		223,309

	December 31, 2014	4 (continued)	
	Level 1	Level 2	Total
Multi-industry	87,246	—	87,246
Retail	161,590	—	161,590
Utilities	249,310	—	249,310
Mutual funds			
Fixed	238,794	—	238,794
Balanced	75,016	—	75,016
Equity	1,697,247	—	1,697,247
International	30,514	—	30,514
Total stock funds and self-directed accounts	27,230,001	—	27,230,001
Stable Value Fund (Prudential)	—	132,536,862	132,536,862
RAFI Enhanced Large Company Fund		222 71 (	222 71 (
Cash and cash equivalents	—	322,716	322,716
Common stock			
Consumer discretionary		4,625,797	4,625,797
Consumer staples	—	3,179,830	3,179,830
Distribution services	—	1,142,823	1,142,823
Energy	_	3,955,280	3,955,280
Financial	—	5,302,228	5,302,228
Health care services	—	3,997,900	3,997,900
Industrials	—	2,786,882	2,786,882
Information technology	—	6,025,963	6,025,963
Materials	—	1,082,930	1,082,930
Telecommunication services	—	1,440,813	1,440,813
Utilities	—	1,415,557	1,415,557
Total RAFI Enhanced Large Company Fund		35,278,719	35,278,719
	\$417,373,675	\$167,815,581	\$585,189,256

	December 31, 20	)13	
	Level 1	Level 2	Total
Shares of registered investment companies			
Small growth	\$10,331,648	\$—	\$10,331,648
Small value	6,944,629		6,944,629
Large growth	56,161,534		56,161,534
Large value	24,311,357		24,311,357
Moderate allocation	92,932,477		92,932,477
Mid-cap value	30,434,097		30,434,097
Mid-cap growth	56,667,904		56,667,904
Foreign large blend	31,047,620		31,047,620
Intermediate-term bond	26,344,280		26,344,280
World bond	5,251,060		5,251,060
Real estate	555,078		555,078
Retirement income	2,926,034		2,926,034
Target-date	30,891,621		30,891,621
Total shares of registered investment companies	374,799,339		374,799,339
Stock funds and self-directed accounts			
WESCO International Pooled Stock Fund	24,023,661		24,023,661
Self-directed accounts			
Cash and cash equivalents	1,331,171		1,331,171
Common stock			
Transportation	113,629		113,629
Food, beverages & tobacco	342,215		342,215
Building materials	82,672		82,672
Chemicals	54,116		54,116
Communications & media	606,150		606,150
Electronics & equipment	770,980		770,980
Energy	615,497		615,497
Financial	249,305		249,305
Healthcare	443,113		443,113
Industrial	398,556		398,556
Leisure & entertainment	183,276		183,276
Metals	150,952	—	150,952

	December 31, 2013	3 (continued)	
	Level 1	Level 2	Total
Multi-industry	58,169	_	58,169
Retail	217,631	_	217,631
Utilities	430,310	_	430,310
Mutual funds			
Fixed	684,924	_	684,924
Balanced	324,792		324,792
Equity	1,652,583	_	1,652,583
International	30,943	_	30,943
Total stock funds and self-directed accounts	32,764,645	_	32,764,645
Stable Value Fund (Prudential)		136,902,354	136,902,354
RAFI Enhanced Large Company Fund			
Cash and cash equivalents		278,095	278,095
Common stock		270,095	270,075
Consumer discretionary		3,468,504	3,468,504
Consumer staples		3,322,482	3,322,482
Distribution services		470,095	470,095
Energy	—	2,931,057	2,931,057
Financial	—	6,155,935	6,155,935
Health care services	—	3,878,769	3,878,769
Industrials		3,714,172	3,714,172
Information technology		4,683,309	4,683,309
Materials	—		
	_	1,636,474	1,636,474
Telecommunication services	—	1,599,721	1,599,721
Utilities		1,623,353	1,623,353
Total RAFI Enhanced Large Company Fund		33,761,966	33,761,966
	\$407,563,984	\$170,664,320	\$578,228,304

	December 29, 2013	3	
	Level 1	Level 2	Total
Shares of registered investment companies			
Small growth	\$10,258,765	\$—	\$10,258,765
Small value	6,939,813	—	6,939,813
Large growth	55,953,664		55,953,664
Large value	24,241,681	—	24,241,681
Moderate allocation	92,669,593	—	92,669,593
Mid-cap value	30,270,190	—	30,270,190
Mid-cap growth	56,418,478		56,418,478
Foreign large blend	30,916,375	_	30,916,375
Intermediate-term bond	26,237,714	_	26,237,714
World bond	5,243,037	_	5,243,037
Real estate	555,078	_	555,078
Retirement income	2,917,650	_	2,917,650
Target-date	30,759,307	_	30,759,307
Total shares of registered investment companies	373,381,345	—	373,381,345
Stock funds and self-directed accounts			
WESCO International Pooled Stock Fund	23,977,777	_	23,977,777
Self-directed accounts			
Cash and cash equivalents	1,298,122	_	1,298,122
Common stock			
Transportation	92,223	—	92,223
Food, beverages & tobacco	280,631	—	280,631
Building materials	93,909	—	93,909
Chemicals	40,295	—	40,295
Communications & media	276,974	—	276,974
Electronics & equipment	954,306	—	954,306
Energy	425,926	—	425,926

	December 29, 2013	3 (continued)	
	Level 1	Level 2	Total
Financial	258,194	_	258,194
Healthcare	374,212	_	374,212
Industrial	228,507	_	228,507
Leisure & entertainment	433,365	_	433,365
Metals	250,916	_	250,916
Miscellaneous	88,911	_	88,911
Multi-industry	79,772	_	79,772
Retail	350,814	_	350,814
Utilities	568,767	_	568,767
Mutual funds			
Fixed	245,328		245,328
Balanced	391,423	_	391,423
Equity	1,914,149	_	1,914,149
International	34,462	_	34,462
Total stock funds and self-directed accounts	32,658,983	_	32,658,983
Stable Value Fund (Prudential)	_	136,636,836	136,636,836
RAFI Enhanced Large Company Fund			
Cash and cash equivalents	—	436,227	436,227
Common stock			
Consumer discretionary	—	4,326,218	4,326,218
Consumer staples		3,295,551	3,295,551
Distribution services		1,030,031	1,030,031
Energy	—	3,964,206	3,964,206
Financials	—	6,572,398	6,572,398
Health care services		3,626,725	3,626,725
Industrials		2,903,779	2,903,779
Information technology		4,665,832	4,665,832
Materials	_	889,546	889,546
Telecommunication services		774,295	774,295
Utilities		1,164,455	1,164,455
Total RAFI Enhanced Large Company Fund	—	33,649,263	33,649,263
	\$406,040,328	\$170,286,099	\$576,326,427

WESCO Distribution, Inc. Retirement Savings Plan Notes to Financial Statements December 31, 2014 and 2013, and December 29, 2013

Investments (at fair value) representing 5% or more of the net assets available for benefits were as follows:

	December 31,		December 29,	
	2014	2013	2013	
AMCAP Fund (Class R-5)	\$63,492,756	\$56,161,534	\$55,953,664	
American Balanced Fund (Class R-5)	101,737,394	92,932,476	92,669,593	
Artisan Mid Cap Investor Fund	50,360,066	*	*	
Columbia Acorn Fund (Class Z)	*	56,667,904	56,418,478	
JPMorgan Mid Cap Value Instl Fund	33,999,286	30,434,097	30,270,190	
Thornburg International Value Fund	*	31,047,620	30,916,375	
Stable Value Fund	132,536,862	136,902,354	136,636,836	
* The Plan did not hold an investment in this fund as of the res	spective reporting date	د د		

\* The Plan did not hold an investment in this fund as of the respective reporting date.

#### 5. The Stable Value Fund

During 2007, the Plan began investing in a fully benefit-responsive synthetic guaranteed interest contract ("GIC") with an insurance company as part of offering the Stable Value Fund (the "Fund") investment option to participants. Contributions to this Fund are used to purchase units of a collective trust vehicle that is invested in high-quality U.S. bonds, including U.S. government treasuries, corporate debt securities, and other high-credit-quality asset-backed securities. The GIC issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The Fund has entered into a wrap contract with an insurance company under which the insurance company provides a guarantee with respect to the availability of funds to make distributions from this investment option. This insurance contract is carried at contract value in the participants' accounts.

Participant accounts in the Fund are credited with interest at a fixed rate that is reset quarterly based on an agreed-upon formula as defined in the contract. The primary variables that could impact the future interest rates that are credited to the participant's accounts ("credited rates") include (i) the amount and timing of participant contributions, (ii) transfers and withdrawals into/out of the contract, (iii) the current yield of the assets underlying the contract, (iv) the duration of the assets underlying the contract, and (v) the existing difference between fair value of the securities and the contract value of the assets within the insurance contract. The credited rate of security-backed contracts will track current market yields on a trailing basis. The rate reset feature allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration.

To the extent that the underlying portfolio has unrealized and/or realized losses, a positive adjustment is made when reconciling from fair value to contract value under contract value accounting. As a result, the future credited rate may be lower over time than the current market rates. Similarly, if the underlying portfolio generates unrealized and/or realized gains, a negative adjustment is made when reconciling from fair value to contract value, and in the future, the credited rate may be higher than the current market rates. The insurance contract cannot credit an interest rate that is less than zero percent.

Certain events limit the ability of the Plan to transact at contract value with the insurance company. Such events are limited to premature termination of the contract by the Plan or plan termination. The plan sponsor has not expressed any intention to take either of these actions.

As described in Note 2, because the synthetic GIC is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the synthetic GICs. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

WESCO Distribution, Inc. Retirement Savings Plan Notes to Financial Statements December 31, 2014 and 2013, and December 29, 2013

The average yields earned by the Fund are as follows:

	December 31	l,	December 29,
Average yield for synthetic GICs	2014	2013	2013
Based on actual earnings	1.91%	2.05%	2.05%
Based on interest rate credited to participants	2.32%	2.36%	2.35%

P

1 01

#### 6. Promissory Notes From Participants

The interest rate applied to participant loans is established each month by the Administrative and Investment Committee at 1% above the prime interest rate. The interest rate on loans outstanding ranged between 4.25% and 9.25% for the year ended December 31, 2014 and the short plan year ended December 31, 2013. Principal and interest payments are generally made through monthly payroll deductions and are credited to the participant's individual account. Loans of approximately \$7,787,000 were made from the Plan and loan principal repayments of approximately \$7,253,000 were received by the Plan during the year ended December 31, 2014. Loans of approximately \$70,000 were made from the Plan during the short plan year ended December 31, 2013. The Plan did not receive any loan principal repayments during the short plan year ended December 31, 2013. Interest on the promissory notes of approximately \$587,000 was earned by the Plan for the year ended December 31, 2014. The Plan did not accrue any interest on the promissory notes during the short plan year ended December 31, 2013. The Plan did not accrue any interest on the promissory notes during the short plan year ended December 31, 2013. 7. Party-In-Interest

Participants of the Plan may elect to invest in WESCO International, Inc. common stock within the WESCO Pooled Stock Fund. WESCO International, Inc. owns 100% of the Company. Therefore, these transactions qualify as party-in-interest transactions. Purchases and sales proceeds within the WESCO Pooled Stock Fund for the year ended December 31, 2014 were approximately \$3,470,000 and \$4,286,000, respectively, and purchases and sales proceeds for the short plan year ended December 31, 2013 were approximately \$3,000 and \$1,000, respectively. 8.Plan Transfers

On June 18, 2014, the Plan's Administrative and Investment Committee executed the eighth amendment to the Plan (the "Eighth Amendment") to merge the Talcup, Inc. Employee Savings Plan Local 243 (the "Talcup Union Plan") into the WESCO Distribution, Inc. Retirement Savings Plan. The participants in the Talcup Union Plan were certain employees of RS Electronics. The Company, through a wholly-owned subsidiary, acquired RS Electronics on January 3, 2012. Effective August 1, 2014, participants in the Talcup Union Plan became participants in the WESCO Distribution, Inc. Retirement Savings Plan. Talcup Union Plan assets of approximately \$100,000 were transfered into the WESCO Distribution, Inc. Retirement Savings Plan on such date. The terms of the Eighth Amendment provide that eligible employees who were transferred to the Plan received vesting service credit for their service under the Talcup Union Plan prior to the transfer and employees whose accounts are merged into the Plan shall be fully vested in such transferred accounts and in their new accounts under the Plan.

The Company acquired Hi-Line Utility Supply ("Hi-Line") on June 11, 2014. As a result of this acquisition, approximately 30 employees were accepted into the Plan. Such employees did not rollover any amounts from the retirement savings plan maintained by Hi-Line's plan administrator into the Plan during the year ended December 31, 2014.

# 9. Subsequent Event

The plan sponsor evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through June 29, 2015, the day the financial statements were approved and authorized for issue, and concluded that all events that would require recognition or disclosure are appropriately reflected in these financial statements.

WESCO Distribution, Inc. **Retirement Savings Plan** Schedule H (Form 5500), line 4(i) - Schedule of Assets (Held at End of Year) EIN 25-1723345, Plan Number 001 December 31, 2014

# (a) (b)

\*

)	(b)	(c)	(d)
		Description of Investment	
	Identity of Issue,	Including Maturity Date,	Comment
	Borrower, Lessor or	Rate of Interest, Collateral,	Current
	Similar Party	Par, or Maturity Value	Value
	AMCAP FUND	AMCAP Fund (Class R-5)	\$63,492,756
	AMERICAN FUNDS	American Balanced Fund (Class R-5)	101,737,394
	BARON FUNDS	Baron Small Cap Instl Fund	8,733,094
	ARTISAN FUNDS	Artisan Mid Cap Investor Fund	50,360,066
	DIAMOND HILL FUNDS	Diamond Hill Small Cap Fund	7,177,152
	JPMORGAN	JPMorgan Mid Cap Value Instl Fund	33,999,286
	LAZARD FUNDS	Lazard International Strategic Eq Instl Fund	28,485,340
	MFS FAMILY OF FUNDS	MFS Value Fund (Class R-4)	26,499,418
	NEUBERGER BERMAN	Neuberger Berman Real Estate Fund	2,221,252
	NATIXIS FUNDS	Loomis Sayles Investment Grade Bond Fund	
	FRANKLIN TEMPLETON INVESTMENTS	Templeton Global Bond Fund	5,366,495
	MANNING & NAPIER TARGET FUNDS	Manning & Napier Target Income	2,043,381
	MANNING & NAPIER TARGET FUNDS	Manning & Napier Target 2015	2,029,518
	MANNING & NAPIER TARGET FUNDS	Manning & Napier Target 2020	7,965,865
	MANNING & NAPIER TARGET FUNDS	Manning & Napier Target 2025	6,558,715
	MANNING & NAPIER TARGET FUNDS	Manning & Napier Target 2030	5,336,041
	MANNING & NAPIER TARGET FUNDS	Manning & Napier Target 2035	5,875,664
	MANNING & NAPIER TARGET FUNDS	Manning & Napier Target 2040	2,380,407
	MANNING & NAPIER TARGET FUNDS	Manning & Napier Target 2045	1,494,043
	MANNING & NAPIER TARGET FUNDS	Manning & Napier Target 2050	966,305
	MANNING & NAPIER TARGET FUNDS	Manning & Napier Target 2055	470,736
	Registered Investment Companies Total		390,143,674
	WESCO INTERNATIONAL INC	WESCO International Pooled Stock Fund	19,159,861
	Wells Fargo	Cash and Cash Equivalents	1,366,488
	Various	Common Stock	4,662,081
	Various	Mutual Funds	2,041,571
	Stock Funds and Self-Directed Accounts Total		27,230,001
			_ , ,
	Institutional Enhanced Index Fixed		
	Prudential Income Fund	Common Collective Trust	132,536,862
	Stable Value Fund Total		132,536,862
	CASH	Cash and Cash Equivalents	223
	DIVIDEND INCOME ACCRUAL	Cash and Cash Equivalents	47,700
	WELLS FARGO ADVANTAGE HERITAGE	Cash and Cash Equivalents	274,793
	MONEY 3M CO	Common Stock	198,827
			170,027

AARON S INC	Common Stock	20,360
ABBOTT LABS	Common Stock	98,684
ABBVIE INC	Common Stock	130,422
ABERCROMBIE & FITCH CO CL A	Common Stock	22,654
ACTIVISION BLIZZARD INC	Common Stock	26,920
ADOBE SYS INC	Common Stock	7,052
ADT CORP/THE	Common Stock	4,819
ADVANCE AUTO PTS INC	Common Stock	25,803
ADVANCED MICRO DEVICES INC	Common Stock	18,730
AECOM	Common Stock	7,289
AES CORP	Common Stock	40,952
AETNA INC-NEW	Common Stock	110,505
AFLAC INC	Common Stock	37,570
AGCO CORP COM	Common Stock	13,650

WESCO Distribution, Inc. Retirement Savings Plan Schedule H (Form 5500), line 4(i) - Schedule of Assets (Held at End of Year) EIN 25-1723345, Plan Number 001 December 31, 2014

# (a) (b)

)	(b)	(c)	(d)
		Description of Investment	
	Identity of Issue,	Including Maturity Date,	0
	Borrower, Lessor or	Rate of Interest, Collateral,	Current
	Similar Party	Par, or Maturity Value	Value
	AGILENT TECHNOLOGIES INC	Common Stock	19,692
	AIR PRODS & CHEMS INC COM	Common Stock	59,279
	AIRGAS INC COM	Common Stock	11,288
	AK STL HLDG CORP COM	Common Stock	15,022
	ALASKA AIR GROUP INC	Common Stock	23,426
	ALCOA INC	Common Stock	144,131
	ALERE INC	Common Stock	27,246
	ALLEGHENY TECHNOLOGIES INC	Common Stock	20,236
	ALLERGAN INC	Common Stock	20,621
	ALLIANT ENERGY CORPORATION	Common Stock	23,712
	ALLIANT TECHSYSTEMS INC	Common Stock	20,228
	ALLSTATE CORP	Common Stock	79,874
	ALPHA NAT RES INC	Common Stock	4,175
	ALTERA CORP	Common Stock	18,211
	ALTRIA GROUP INC	Common Stock	250,144
	AMAZON COM INC COM	Common Stock	42,208
	AMEDISYS INC	Common Stock	13,119
	AMEREN CORP COM	Common Stock	69,333
	AMERICAN AIRLS GROUP INC	Common Stock	31,749
	AMERICAN EAGLE OUTFITTERS INC NEW	Common Stock	18,849
	AMERICAN ELECTRIC POWER INC	Common Stock	93,812
	AMERICAN EQUITY INVT LIFE HLDG CO	Common Stock	19,119
	AMERICAN EXPRESS CO	Common Stock	98,808
	AMERICAN FINL GROUP INC OHIO COM	Common Stock	28,296
	AMERICAN INTERNATIONAL GROUP, INC	Common Stock	83,511
	AMERICAN WATER WORKS CO INC/NE	Common Stock	11,833
	AMERIPRISE FINL INC	Common Stock	42,320
	AMERISOURCEBERGEN CORP	Common Stock	30,294
	AMGEN INC	Common Stock	140,494
	AMKOR TECHNOLOGIES INC COM	Common Stock	12,297
	AMSURG CORP	Common Stock	10,946
	ANADARKO PETROLEUM CORP	Common Stock	45,210
	ANALOG DEVICES INC	Common Stock	16,434
	ANALOG DE VICES INC ANIXTER INTL INC COM	Common Stock	10,434 22,557
	ANN INC	Common Stock	8,317
	ANN INC ANNALY CAPITAL MANAGEMENT INC.		
		Common Stock	64,384 105 704
	ANTHEM INC AOL INC	Common Stock	195,794 28 570
		Common Stock	28,579

APACHE CORP	Common Stock	49,071
APARTMENT INVT & MGMT CO CL A	Common Stock	22,624
APOLLO EDUCATION GROUP INC	Common Stock	100,045
APPLE INC	Common Stock	583,469
APPLIED MATERIALS INC	Common Stock	124,127
ARCHER DANIELS MIDLAND CO	Common Stock	26,000
ARMSTRONG WORLD INDUSTRIES INC	Common Stock	16,461
ARRIS GROUP INC	Common Stock	7,608
ARROW ELECTRS INC	Common Stock	59,800
ASHFORD HOSPITALITY TRUST	Common Stock	6,057
ASHFORD INC	Common Stock	564
ASSURANT INC	Common Stock	32,915
ASTORIA FINL CORP COM	Common Stock	8,844
AT & T INC	Common Stock	685,908

WESCO Distribution, Inc. Retirement Savings Plan Schedule H (Form 5500), line 4(i) - Schedule of Assets (Held at End of Year) EIN 25-1723345, Plan Number 001 December 31, 2014

BOOZ ALLEN HAMILTON HOLDING CO

BOSTON SCIENTIFIC CORP COM

#### (a) (b) (d) (c) **Description of Investment** Identity of Issue, Including Maturity Date, Borrower, Lessor or Rate of Interest, Collateral, Current Par, or Maturity Value Value Similar Party ATMEL CORP 6.279 Common Stock ATMOS ENERGY CORP Common Stock 20,568 AUTODESK INC 16,997 Common Stock AUTOMATIC DATA PROCESSING INC 98,960 Common Stock AUTOZONE INC Common Stock 5,572 AVERY DENNISON CORP 19,974 Common Stock AVIS BUDGET GROUP 85,566 Common Stock AVISTA CORP Common Stock 13,398 AVNET INC Common Stock 46,677 AVON PRODS INC Common Stock 10,282 B B & T CORP COM 48,379 Common Stock **BABCOCK & WILCOX CO** Common Stock 9,605 BAKER HUGHES INC COM 57,191 Common Stock **BANCORPSOUTH INC** Common Stock 7,788 BANK HAWAII CORP Common Stock 8,363 BANK NEW YORK MELLON CORP COM Common Stock 128,120 BANK OF AMERICA CORP 459,004 Common Stock **BARNES & NOBLE INC** Common Stock 23,081 6,993 BARRETT BILL CORP Common Stock BASIC ENERGY SVCS INC NEW 2,685 Common Stock BAXTER INTL INC Common Stock 86,482 77,373 **BECTON DICKINSON & CO** Common Stock **BED BATH & BEYOND INC** 26,964 Common Stock **BEMIS INC** 16,230 Common Stock BENCHMARK ELECTRS INC COM 14,628 Common Stock BERKLEY W R CORP 9,688 Common Stock BERKSHIRE HATHAWAY INC. Common Stock 178,528 BEST BUY INC Common Stock 87,705 **BIG LOTS INC** 28,134 Common Stock BIO RAD LABS INC CL A 5.064 Common Stock 21,725 **BIOGEN IDEC INC** Common Stock **BLACKROCK INC** Common Stock 34,326 BLOCK H & R INC Common Stock 10,710 13,568 **BLOOMIN BRANDS INC** Common Stock **BOB EVANS FARMS INC** Common Stock 13,102 103,854 **BOEING CO** Common Stock

Common Stock

Common Stock

9,100

106,013

BOYD GAMING CORP COM	Common Stock	11,093
BRANDYWINE RLTY TR BD	Common Stock	5,561
BRINKER INTL INC	Common Stock	27,173
BRINKS CO	Common Stock	8,544
BRISTOL MYERS SQUIBB CO	Common Stock	246,686
BROADCOM CORPORATION COM	Common Stock	14,906
BROADRIDGE FINANCIAL SOLUTIONS	Common Stock	8,543
BROCADE COMMUNICATIONS SYSTEMS	Common Stock	44,826
BROWN SHOE INC NEW	Common Stock	12,603
BURLINGTON STORES INC	Common Stock	7,562
CA INC	Common Stock	43,483
CABLEVISION SYSTEMS-NY GRP-A	Common Stock	44,624
CACI INTL INC FORMERLY CACI INC TO	Common Stock	24,647
CAESARS ENTERTAINMENT CORP	Common Stock	48,843

)	(b)	(c)	(d)
	Identity of Issue	Description of Investment	
	Identity of Issue, Borrower, Lessor or	Including Maturity Date, Rate of Interest, Collateral,	Current
	Similar Party	Par, or Maturity Value	Value
	CALIFORNIA RESOURCES CORP	Common Stock	4,584
	CALPINE CORP/NEW	Common Stock	4,384 15,889
	CAMERON INTL CORP	Common Stock	13,889
	CAMPBELL SOUP CO	Common Stock	21,912
	CAPITAL ONE FINANCIAL CORP	Common Stock	119,450
	CAPSTEAD MORTGAGE CORP	Common Stock	6,643
	CARDINAL HEALTH INC COM	Common Stock	60,386
	CAREER EDUCATION CORP	Common Stock	16,314
	CAREFUSION CORP	Common Stock	39,936
	CATERPILLAR INC	Common Stock	110,751
	CBS CORP NEW	Common Stock	41,726
	CELANESE CORP	Common Stock	10,073
	CELGENE CORP COM	Common Stock	25,728
	CENTENE CORP DEL	Common Stock	18,070
	CENTERPOINT ENERGY INC	Common Stock	24,602
	CENTURYLINK, INC	Common Stock	87,591
	CF INDS HLDGS INC	Common Stock	43,061
	CHARLES RIVER LABORATORIES	Common Stock	6,555
	CHARTER COMMUNICATIONS INC	Common Stock	49,153
	CHECKPOINT SYS INC COM	Common Stock	10,545
	CHEESECAKE FACTORY INC COM	Common Stock	11,773
	CHEMTURA CORP/NEW	Common Stock	9,373
	CHESAPEAKE ENERGY CORP COM	Common Stock	77,399
	CHEVRON CORP	Common Stock	644,138
	CHIQUITA BRANDS INTL INC	Common Stock	11,134
	CHUBB CORP	Common Stock	61,565
	CIGNA CORP	Common Stock	51,043
	CIMAREX ENERGY CO	Common Stock	13,992
	CINCINNATI BELL, INC COMMON	Common Stock	9,079
	CINCINNATI FINANCIAL CORP	Common Stock	20,317
	CINEMARK HOLDINGS INC	Common Stock	8,041
	CINTAS CORP	Common Stock	12,001
	CISCO SYSTEMS INC	Common Stock	270,056
	CITIGROUP INC.	Common Stock	149,398
	CITY NATL CORP COM	Common Stock	9,859
	CLIFFS NAT RES INC	Common Stock	4,127
	CLOUD PEAK ENERGY INC	Common Stock	5,462
	CME GROUP INC	Common Stock	10,372

CMS ENERGY CORP	Common Stock	17,862
CNO FINANCIAL GROUP INC	Common Stock	20,940
COACH INC	Common Stock	33,842
COCA COLA CO	Common Stock	231,619
COCA-COLA ENTERPRISES	Common Stock	42,097
COEUR MINING INC	Common Stock	9,683
COLGATE PALMOLIVE CO	Common Stock	76,663
COMCAST CORP CLASS A	Common Stock	156,859
COMERICA INC	Common Stock	13,958
COMMERCE BANCSHARES INC	Common Stock	13,090
COMMERCIAL METALS CO	Common Stock	11,875
COMMUNITY HEALTH SYSTEMS	Common Stock	56,023
COMPUTER SCIENCES CORP	Common Stock	60,087
COMSTOCK RES INC COM	Common Stock	2,772

(a)	(b)

)	(b)	(c)	(d)
		Description of Investment	
	Identity of Issue,	Including Maturity Date,	<b>a</b>
	Borrower, Lessor or	Rate of Interest, Collateral,	Current
	Similar Party	Par, or Maturity Value	Value
	COMTECH TELECOMMUNICATIONS CORP	Common Stock	12,923
	CON-WAY INC	Common Stock	7,131
	CONAGRA FOODS INC	Common Stock	34,829
	CONMED CORP	Common Stock	9,532
	CONOCOPHILLIPS	Common Stock	323,408
	CONSOLIDATED EDISON INC	Common Stock	81,918
	CONTRA LEAP WIRELESS	Common Stock	
	CONVERGYS CORP	Common Stock	17,376
	CORELOGIC INC	Common Stock	18,006
	CORNING INC	Common Stock	112,861
	COSTCO WHOLESALE CORP	Common Stock	64,355
	CRACKER BARREL OLD COUNTRY STO	Common Stock	11,542
	CRANE CO	Common Stock	8,394
	CST BRANDS INC	Common Stock	15,569
	CSX CORP	Common Stock	75,467
	CUMMINS INC.	Common Stock	27,536
	CVS HEALTH CORPORATION	Common Stock	156,889
	CYS INVESTMENTS INC	Common Stock	6,627
	DANA HOLDING CORP	Common Stock	12,501
	DARDEN RESTAURANTS INC	Common Stock	14,188
	DAVITA HEALTHCARE PARTNERS INC	Common Stock	6,514
	DEAN FOODS CO	Common Stock	7,578
	DECKERS OUTDOOR CORP	Common Stock	19,300
	DEERE & CO	Common Stock	58,390
	DELTA AIR LINES INC	Common Stock	35,023
	DELUXE CORP	Common Stock	6,287
	DENBURY RESOURCES	Common Stock	4,146
	DEVON ENERGY CORPORATION	Common Stock	83,429
	DEVRY EDUCATION GROUP INC. DEL	Common Stock	24,162
	DEX MEDIA INC	Common Stock	4,620
	DIAMOND OFFSHORE DRILLING INC COM	Common Stock	12,775
	DIEBOLD INC	Common Stock	26,500
	DIGITAL RIVER, INC	Common Stock	6,702
	DILLARDS INC CL A	Common Stock	16,148
	DISCOVER FINANCIAL SERVICES	Common Stock	23,773
	DISH NETWORK CORP	Common Stock	19,462
	DOMINION RES INC VA	Common Stock	85,897
	DOMINOS PIZZA INC	Common Stock	16,668

DOVER CORP COM	Common Stock	20,297
DOW CHEMICAL CO	Common Stock	65,496
DR PEPPER SNAPPLE GROUP INC	Common Stock	36,198
DTE ENERGY CO COM	Common Stock	71,946
DU PONT E I DE NEMOURS & CO	Common Stock	78,598
DUKE ENERGY HOLDING CORP. COM	Common Stock	38,345
DUN & BRADSTREET CORP DEL NEW	Common Stock	9,919
DYNEGY INC/NEW	Common Stock	6,434
E M C CORP MASS	Common Stock	104,298
E*TRADE GROUP	Common Stock	50,693
EARTHLINK HOLDINGS CORP	Common Stock	7,428
EASTMAN CHEM CO COM	Common Stock	8,724
EBAY INC	Common Stock	35,468
EDISON INTL COM	Common Stock	93,047

WESCO Distribution, Inc. Retirement Savings Plan Schedule H (Form 5500), line 4(i) - Schedule of Assets (Held at End of Year) EIN 25-1723345, Plan Number 001 December 31, 2014

(a)	(b)	(c)	(d)
		Description of Investment	
	Identity of Issue,	Including Maturity Date,	
	Borrower, Lessor or	Rate of Interest, Collateral,	Current
	Similar Party	Par, or Maturity Value	Value
	ELECTRONIC ARTS INC	Common Stock	58,628
	ELI LILLY & CO COM	Common Stock	157,090
	EMCOR GROUP INC COM	Common Stock	8,097
	EMERSON ELECTRIC CO	Common Stock	121,053
	ENERGEN CORP	Common Stock	16,450
	ENERGIZER HOLDINGS INC	Common Stock	18,384
	ENTERGY CORP NEW COM	Common Stock	131,045
	EOG RESOURCES, INC	Common Stock	28,910
	EQUITY COMMONWEALTH	Common Stock	12,578
	EQUITY RESIDENTIAL PPTYS TR SH BEN	Common Stock	15,015
	EURONET WORLDWIDE INC.	Common Stock	15,482
	EXELIS INC	Common Stock	36,515
	EXELON CORPORATION	Common Stock	145,094
	EXPEDIA INC	Common Stock	17,499
	EXPRESS INC	Common Stock	8,902
	EXTERRAN HOLDINGS INC	Common Stock	17,919
	EXXON MOBIL CORPORATION	Common Stock	919,230
	FAIRCHILD SEMICONDUCTR INTERNATIONAL	LCommon Stock	6,769
	FEDERATED INVESTORS INC	Common Stock	9,945
	FEDEX CORPORATION	Common Stock	71,201
	FERRO CORP	Common Stock	9,927
	FIFTH THIRD BANCORP	Common Stock	23,431
	FINISAR CORP	Common Stock	7,395
	FINISH LINE INC CL A	Common Stock	9,043
	FIRST CTZNS BANCSHARES INC CL A	Common Stock	9,606
	FIRST SOLAR INC	Common Stock	21,227
	FIRSTENERGY CORP COM	Common Stock	65,113
	FIVE STAR QUALITY CARE	Common Stock	8,524
	FLOWERS FOODS INC	Common Stock	5,316
	FLOWSERVE CORP COM	Common Stock	9,692
	FLUOR CORP NEW	Common Stock	15,158
	FOOT LOCKER INC	Common Stock	18,259
	FORD MOTOR COMPANY	Common Stock	48,236
	FOREST OIL CORP	Common Stock	532
	FORTUNE BRANDS HOME & SECURITY	Common Stock	7,922
	FRANKLIN RESOURCES INC	Common Stock	13,898
	FREEPORT-MCMORAN INC.	Common Stock	113,132
	FRONTIER COMMUNICATIONS CORPORATION	NCommon Stock	73,937

#### 43

FTI CONSULTING INC COM	Common Stock	13,443
GALLAGHER ARTHUR J & CO	Common Stock	8,004
GAMESTOP CORP NEW	Common Stock	30,657
GANNETT INC	Common Stock	29,024
GAP INC	Common Stock	28,803
GATX CORP	Common Stock	9,149
GENERAL CABLE CORP COM	Common Stock	6,154
GENERAL DYNAMICS CORP	Common Stock	147,804
GENERAL ELECTRIC CO	Common Stock	366,845
GENERAL MILLS INC	Common Stock	36,584
GENERAL MOTORS CO	Common Stock	94,816
GENESCO INC COM	Common Stock	6,666
GENTIVA HEALTH SERVICES	Common Stock	6,896
GENUINE PARTS CO	Common Stock	41,456

WESCO Distribution, Inc. **Retirement Savings Plan** Schedule H (Form 5500), line 4(i) - Schedule of Assets (Held at End of Year) EIN 25-1723345, Plan Number 001 December 31, 2014

HOSPIRA INC

#### (a) (b) (d) (c) **Description of Investment** Identity of Issue, Including Maturity Date, Borrower, Lessor or Rate of Interest, Collateral, Current Par, or Maturity Value Value Similar Party **GENWORTH FINL INC** 27,591 Common Stock 71,920 **GILEAD SCIENCES INC** Common Stock GLOBAL PMTS INC W/I 8,073 Common Stock **GOLDMAN SACHS GROUP INC** Common Stock 108,739 61,597 GOODYEAR TIRE & RUBR CO Common Stock GOOGLE INC Common Stock 80,660 GOOGLE INC-CL C Common Stock 115,282 **GRAHAM HOLDINGS COMPANY** 39,731 Common Stock **GRAPHIC PACKAGING HLDGCO** Common Stock 9,766 **GREAT PLAINS ENERGY INC** Common Stock 7,926 **GUESS INC** 13,491 Common Stock H & E EOUIP SVCS INC Common Stock 7,416 HALLIBURTON CO 24,975 Common Stock HANESBRANDS INC Common Stock 18,641 HANOVER INS GROUP INC Common Stock 15,619 HARLEY DAVIDSON INC Common Stock 11,468 HARMAN INTL INDS INC NEW COM 12,485 Common Stock HARRIS CORP DEL Common Stock 34,761 HARSCO CORP 13,506 Common Stock HARTFORD FINANCIAL SERVICES GROUP 71,748 Common Stock 23,536 HASBRO INC Common Stock HATTERAS FINANCIAL CORP Common Stock 6,745 HAWAIIAN ELEC INDS INC 13,827 Common Stock HAWAIIAN HOLDINGS INC 11.332 Common Stock HCA HOLDINGS INC 161,238 Common Stock HCC INS HLDGS INC COM Common Stock 12,738 HEALTH NET INC 63,380 Common Stock HEALTHSOUTH REHABILITATION CORPORAT Common Stock 17,576 **HELMERICH & PAYNE INC** 14,765 Common Stock HERTZ GLOBAL HOLDINGS INC Common Stock 18,855 HESS CORP 74,853 Common Stock 669,288 HEWLETT PACKARD CO Common Stock 9.078 HILL ROM HLDGS Common Stock HOLLYFRONTIER CORP 16,341 Common Stock HOLOGIC INC COM Common Stock 5,963 HOME DEPOT INC Common Stock 138,980 HONEYWELL INTERNATIONAL INC 90,827

Common Stock

Common Stock

32,463

HUDSON CITY BANCORP INC	Common Stock	20,969
HUMANA INC	Common Stock	85,173
HUNTINGTON BANCSHARES INC	Common Stock	10,741
HUNTINGTON INGALLS INDUSTRIES	Common Stock	15,969
HUNTSMAN CORP	Common Stock	23,144
IAC/INTERACTIVECORP	Common Stock	15,015
ILLINOIS TOOL WORKS INC	Common Stock	50,759
INGRAM MICRO INC CL A COM	Common Stock	60,615
INSIGHT ENTERPRISES INC COM	Common Stock	15,327
INTEGRYS ENERGY GROUP INCORPORATED	Common Stock	21,331
INTEL CORP	Common Stock	708,562
INTERACTIVE BROKERS GROUP INC	Common Stock	32,776
INTERNATIONAL BANCSHARES CRP	Common Stock	7,750
INTERNATIONAL BUSINESS MACHS CORP	Common Stock	446,023

(a)	(b)	(c)	(d)
		Description of Investment	
	Identity of Issue,	Including Maturity Date,	
	Borrower, Lessor or	Rate of Interest, Collateral,	Current
	Similar Party	Par, or Maturity Value	Value
	INTERNATIONAL PAPER CO	Common Stock	33,755
	INTERNATIONAL RECTIFIER CORP COM	Common Stock	10,055
	INTERPUBLIC GROUP COS INC	Common Stock	61,417
	INTERSIL CORPORATION	Common Stock	21,039
	INVACARE CORP	Common Stock	10,157
	INVESTMENT TECHNOLOGY GROUP INC NEW	Common Stock	7,766
	IRON MOUNTAIN INC	Common Stock	19,137
	ISTAR FINL INC	Common Stock	10,743
	ITRON INC COM	Common Stock	9,388
	ITT CORP	Common Stock	18,571
	ITT EDL SVCS INC COM	Common Stock	9,264
	JABIL CIRCUIT INC COM	Common Stock	22,070
	JACK IN THE BOX, INC.	Common Stock	18,871
	JACOBS ENGR GROUP INC	Common Stock	11,485
	JETBLUE AWYS CORP	Common Stock	30,515
	JM SMUCKER CO	Common Stock	20,499
	JOHNSON & JOHNSON	Common Stock	590,402
	JOHNSON CONTROLS INC	Common Stock	41,282
	JOY GLOBAL INC	Common Stock	7,257
	JPMORGAN CHASE & CO	Common Stock	425,231
	JUNIPER NETWORKS INC	Common Stock	55,309
	KBR INC	Common Stock	9,984
	KELLOGG CO	Common Stock	37,563
	KEMPER CORP	Common Stock	7,980
	KEY ENERGY SERVICES INC	Common Stock	1,708
	KEYCORP NEW	Common Stock	39,629
	KIMBERLY CLARK CORP COM	Common Stock	47,140
	KINDRED HEALTHCARE INC	Common Stock	33,542
	KLA-TENCOR CORP COM	Common Stock	9,212
	KOHLS CORP	Common Stock	51,518
	KORN FERRY INTERNATIONAL	Common Stock	13,000
	KRAFT FOODS GROUP INC	Common Stock	47,810
	KROGER CO	Common Stock	182,356
	L BRANDS INC	Common Stock	62,316
	L-3 COMMUNICATIONS CORP COM	Common Stock	45,436
	LABORATORY CRP OF AMER HLDGS	Common Stock	5,611
	LACLEDE GROUP INC	Common Stock	20,056
	LEAR CORP	Common Stock	22,460

LECC MARONING COM	Commence Starl	16 750
LEGG MASON INC COM	Common Stock	16,758
LEGGETT & PLATT INC	Common Stock	19,899
LEIDOS HOLDINGS, INC	Common Stock	23,022
LEVEL 3 COMMUNICATIONS, INC.	Common Stock	50,615
LEXMARK INTERNATIONAL INC	Common Stock	46,965
LIBERTY INTERACTIVE CORP-A	Common Stock	34,039
LIFEPOINT HOSPS INC	Common Stock	29,555
LINCOLN NATL CORP IND	Common Stock	61,130
LINEAR TECHNOLOGY CORP	Common Stock	5,837
LINN CO LLC	Common Stock	2,779
LIVE NATION ENT INC	Common Stock	17,415
LOCKHEED MARTIN CORP	Common Stock	170,424
LOEWS CORP	Common Stock	25,296
LORILLARD INC	Common Stock	95,291

a)	(b)	(c)	(d)
	Identity of Icour	Description of Investment	
	Identity of Issue, Borrower, Lessor or	Including Maturity Date, Pata of Interest, Collectoral	Current
	Similar Party	Rate of Interest, Collateral,	Value
	LOWES COS INC	Par, or Maturity Value	
		Common Stock	110,286
	MACY S INC	Common Stock	61,937
	MAGELLAN HEALTH, INC	Common Stock	9,785 25,780
	MANPOWERGROUP INC	Common Stock	35,789
	MARATHON OIL CORP	Common Stock	86,681
	MARATHON PETROLEUM CORP	Common Stock	30,869
	MARRIOTT VACATIONS WORLDWIDE C	Common Stock	17,442
	MASCO CORP	Common Stock	14,087
	MASIMO CORP	Common Stock	10,668
	MASTERCARD INC	Common Stock	28,519
	MATTEL INC	Common Stock	24,168
	MAXIM INTEGRATED PRODS INC	Common Stock	37,830
	MCDONALDS CORP	Common Stock	169,972
	MCGRAW-HILL FINANCIAL INC	Common Stock	46,181
	MCKESSON CORP	Common Stock	90,505
	MDU RES GROUP INC	Common Stock	21,949
	MEADWESTVACO CORP	Common Stock	31,029
	MEDTRONIC INC	Common Stock	145,122
	MENS WEARHOUSE INC COM	Common Stock	7,550
	MERCK & CO INC NEW	Common Stock	187,634
	MEREDITH CORP	Common Stock	11,679
	MERITOR INC	Common Stock	7,681
	METLIFE INC	Common Stock	114,292
	MGM RESORTS INTERNATIONAL	Common Stock	20,696
	MICROCHIP TECHNOLOGY INC COM	Common Stock	15,924
	MICRON TECHNOLOGY INC	Common Stock	142,071
	MICROSOFT CORP	Common Stock	707,805
	MOLINA HEALTHCARE INC	Common Stock	8,244
	MOLSON COORS BREWING CO	Common Stock	9,688
	MONDELEZ INTERNATIONAL INC	Common Stock	114,605
	MONSANTO CO NEW	Common Stock	78,253
	MONSTER WORLDWIDE INC	Common Stock	7,581
	MORGAN STANLEY	Common Stock	47,297
	MOSAIC CO/THE	Common Stock	44,189
	MOTOROLA SOLUTIONS, INC.	Common Stock	36,156
	MURPHY OIL CORP	Common Stock	31,626
	MYLAN LABS INC	Common Stock	6,708
	NASDAQ OMX GRP INC	Common Stock	22,973
	-		

NATIONAL FUEL GAS CO N J	Common Stock	25,309
NATIONAL OILWELL INC COM	Common Stock	33,879
NAVISTAR INTL CORP COM	Common Stock	6,729
NCR CORPORATION COM	Common Stock	7,460
NETAPP INC	Common Stock	30,632
NEW JERSEY RES CORP	Common Stock	7,160
NEW YORK TIMES CO CL A	Common Stock	13,841
NEWELL RUBBERMAID INC	Common Stock	16,874
NEWFIELD EXPL CO COM	Common Stock	46,348
NEWMONT MINING CORP	Common Stock	53,619
NEXTERA ENERGY INC	Common Stock	80,993
NIKE INC CL B	Common Stock	73,266
NISOURCE INC	Common Stock	44,074
NOBLE ENERGY INC	Common Stock	9,249

WESCO Distribution, Inc. Retirement Savings Plan Schedule H (Form 5500), line 4(i) - Schedule of Assets (Held at End of Year) EIN 25-1723345, Plan Number 001 December 31, 2014

## (a) (b)

)	(b)	(c)	(d)
		Description of Investment	
	Identity of Issue,	Including Maturity Date,	~
	Borrower, Lessor or	Rate of Interest, Collateral,	Current
	Similar Party	Par, or Maturity Value	Value
	NORDSTROM INC	Common Stock	18,577
	NORFOLK SOUTHERN CORP	Common Stock	55,901
	NORTHERN TRUST CORP	Common Stock	21,164
	NORTHROP GRUMMAN CORP	Common Stock	179,079
	NORTHWESTERN CORP	Common Stock	13,183
	NRG ENERGY INC	Common Stock	26,438
	NU SKIN ENTERPRISES	Common Stock	5,069
	NUCOR CORP	Common Stock	9,712
	NUVASIVE INC	Common Stock	6,414
	O REILLY AUTOMOTIVE INC	Common Stock	10,787
	OCCIDENTAL PETE CORP	Common Stock	158,882
	OFFICE DEPOT INC	Common Stock	35,449
	OLD REP INTL CORP	Common Stock	6,847
	OM GROUP INC COM	Common Stock	10,221
	OMNICARE INC	Common Stock	26,911
	OMNICOM GROUP	Common Stock	98,852
	OMNIVISION TECHNOLOGIES	Common Stock	11,726
	ON SEMICONDUCTOR CORP	Common Stock	17,180
	ORACLE CORPORATION	Common Stock	215,047
	ORBITAL SCIENCES CORP	Common Stock	6,830
	ORBITZ WORLDWIDE INC	Common Stock	5,761
	OSHKOSH CORPORATION	Common Stock	15,714
	OWENS & MINOR INC COM	Common Stock	9,725
	OWENS CORNING INC	Common Stock	10,600
	OWENS ILL INC COM NEW	Common Stock	22,753
	PACCAR INC	Common Stock	37,678
	PACKAGING CORP OF AMERICA	Common Stock	16,547
	PANTRY INC	Common Stock	11,859
	PARKER DRILLING CO	Common Stock	2,106
	PARKER HANNIFIN CORP	Common Stock	26,435
	PATTERSON-UTI ENERGY INC	Common Stock	14,102
	PAYCHEX INC	Common Stock	27,748
	PEABODY ENERGY CORPORATION	Common Stock	7,539
	PENN VIRGINIA CORP	Common Stock	9,432
	PENNEY J C INC	Common Stock	8,767
	PEOPLE S UNITED FINANCIAL INC	Common Stock	11,127
	PEPCO HOLDINGS INC.	Common Stock	34,794
	PEPSICO INC	Common Stock	266,092
			<i>,</i>

PFIZER INC	Common Stock	300,068
PG&E CORP COM	Common Stock	90,561
PHH CORP	Common Stock	26,452
PHILIP MORRIS INTERNATIONAL IN	Common Stock	196,457
PHILLIPS 66	Common Stock	41,873
PIEDMONT NAT GAS INC	Common Stock	13,045
PIEDMONT OFFICE REALTY TRU-A	Common Stock	7,027
PINNACLE WEST CAP CORP	Common Stock	25,753
PIONEER ENERGY SERVICES CORP	Common Stock	4,404
PITNEY BOWES INC	Common Stock	97,748
PLEXUS CORP COM	Common Stock	9,561
PLUM CREEK TIMBER CO INC	Common Stock	18,870
PMC SIERRA INC COM	Common Stock	12,540
PNC FINANCIAL SERVICES GROUP	Common Stock	74,170

WESCO Distribution, Inc. **Retirement Savings Plan** Schedule H (Form 5500), line 4(i) - Schedule of Assets (Held at End of Year) EIN 25-1723345, Plan Number 001 December 31, 2014

RLI CORP COM

#### (a) (b) (d) (c) **Description of Investment** Identity of Issue, Including Maturity Date, Borrower, Lessor or Rate of Interest, Collateral, Current Par, or Maturity Value Value Similar Party PNM RES INC 11,378 Common Stock POLYCOM INC COM Common Stock 22,356 PORTLAND GEN ELEC CO 13,467 Common Stock 9,677 POST HOLDINGS INC Common Stock PPG INDUSTRIES INC Common Stock 66,571 36,512 PPL CORPORATION Common Stock PRAXAIR INC COM Common Stock 36,277 PRIMERICA INC Common Stock 17,146 PRINCIPAL FINANCIAL GROUP Common Stock 25,347 **PROCTER & GAMBLE CO** Common Stock 453,537 PROGRESS SOFTWARE CORP 7,782 Common Stock PROGRESSIVE CORP OHIO Common Stock 30,634 PROTECTIVE LIFE CORP 31,203 Common Stock PRUDENTIAL FINL INC Common Stock 110,271 PUBLIC STORAGE INC COM Common Stock 10,536 PUBLIC SVC ENTERPRISE GROUP INC Common Stock 80,708 **OEP RESOURCES INC** 7,764 Common Stock **QLOGIC CORP COM** Common Stock 7,965 10.355 **OUAD/GRAPHICS INC** Common Stock 57,977 **QUALCOMM INC** Common Stock QUEST DIAGNOSTICS INC Common Stock 13,680 **OUESTAR CORP** Common Stock 14,460 **QUICKSILVER RESOURCES INC** Common Stock 604 **OUIKSILVER INC COM** Common Stock 2,661 RADIOSHACK CORP 2,903 Common Stock **RAYMOND JAMES FINL INC** Common Stock 13,177 121,259 **RAYTHEON CO** Common Stock REGAL ENTERTAINMENT GROUP- CL A 11,705 Common Stock **REGIONS FINL CORP NEW** 39.885 Common Stock **REGIS CORP** 7,643 Common Stock REINSURANCE GROUP AMER CLASS A NEW 25,585 Common Stock **RELIANCE STL & ALUM CO COM** Common Stock 6,801 **RENT-A-CENTER INC** 17,543 Common Stock **REPUBLIC AWYS HLDGS INC** 18,310 Common Stock **REPUBLIC SERVICES INC CL A COMM** Common Stock 10,183 **REYNOLDS AMERICAN INC** Common Stock 78,088 RITE AID CORP Common Stock 122,125 10,078

Common Stock

#### 53

ROBERT HALF INTL INC	Common Stock	13,486
ROCKWELL COLLINS	Common Stock	15,544
ROCKWOOD HLDGS INC	Common Stock	13,554
<b>RPM INTERNATIONAL INC</b>	Common Stock	14,604
<b>RR DONNELLEY &amp; SONS CO</b>	Common Stock	61,120
RYDER SYS INC	Common Stock	36,304
SAFEWAY INC NEW	Common Stock	106,589
SANDISK CORP COM	Common Stock	6,565
SANDRIDGE ENERGY INC	Common Stock	3,360
SANMINA CORP	Common Stock	20,048
SCANA CORP-W/I	Common Stock	10,268
SCHEIN HENRY INC	Common Stock	12,526
SCHOLASTIC CORP COM	Common Stock	9,287
SCHULMAN A INC	Common Stock	5,917

(a)	(b)	(c)	(d)
. ,		Description of Investment	
	Identity of Issue,	Including Maturity Date,	
	Borrower, Lessor or	Rate of Interest, Collateral,	Current
	Similar Party	Par, or Maturity Value	Value
	SCHWAB CHARLES CORP NEW	Common Stock	21,888
	SEACOR HOLDINGS INC	Common Stock	13,876
	SEALED AIR CORP COM	Common Stock	21,554
	SEARS HOLDING CORP	Common Stock	14,907
	SEAWORLD ENTERTAINMENT INC	Common Stock	7,464
	SEMPRA ENERGY COM	Common Stock	71,827
	SERVICE CORP INTL	Common Stock	11,259
	SKECHERS U S A INC	Common Stock	10,000
	SKYWEST INC	Common Stock	11,049
	SLM CORP	Common Stock	7,408
	SONOCO PRODS CO	Common Stock	10,313
	SOUTHERN CO	Common Stock	72,781
	SOUTHERN COPPER CORP	Common Stock	25,888
	SOUTHWEST AIRLINES CO	Common Stock	27,889
	SOUTHWEST GAS CORP	Common Stock	18,728
	SPANSION INC	Common Stock	21,867
	SPECTRA ENERGY CORP	Common Stock	6,425
	SPIRIT AEROSYTSEMS HOLD-CL A	Common Stock	16,226
	SPOK HOLDINGS INC	Common Stock	12,221
	SPRINT NEXTEL CORP	Common Stock	17,774
	SPX CORP	Common Stock	19,074
	ST JUDE MED INC	Common Stock	27,118
	STANCORP FINL GROUP INC	Common Stock	19,281
	STANLEY BLACK & DECKER, INC.	Common Stock	11,337
	STAPLES INC	Common Stock	82,410
	STARBUCKS CORP COM	Common Stock	23,548
	STARWOOD HOTELS & RESORTS	Common Stock	15,890
	WORLDWIDE	Common Stock	15,690
	STATE STREET CORP	Common Stock	38,465
	STEEL DYNAMICS INC COM	Common Stock	14,272
	STEELCASE INC CL A	Common Stock	14,863
	STERIS CORP COM	Common Stock	10,506
	STIFEL FINANCIAL CORP	Common Stock	7,347
	STONE ENERGY CORP COM	Common Stock	12,474
	STRAYER ED INC COM	Common Stock	15,896
	STRYKER CORP	Common Stock	37,449
	SUNCOKE ENERGY INC	Common Stock	9,245
	SUNEDISON INC	Common Stock	25,968

SUNTRUST BANKS INC	Common Stock	67,082
SUPERVALU INC	Common Stock	50,236
SVB FINL GROUP	Common Stock	8,009
SWIFT ENERGY COMPANY	Common Stock	2,616
SYMANTEC CORP	Common Stock	69,448
SYMETRA FINANCIAL CORP	Common Stock	26,508
SYNNEX CORP	Common Stock	19,306
SYNOPSYS INC COM	Common Stock	8,868
SYNOVUS FINANCIAL CORP	Common Stock	7,964
SYSCO CORP	Common Stock	70,648
T-MOBILE US INC	Common Stock	14,036
TAKE-TWO INTERACTIVE SOFTWARE	Common Stock	17,631
TARGET CORP	Common Stock	142,787
TCF FINANCIAL	Common Stock	7,071
TECH DATA CORP	Common Stock	34,081

(a)	(b)	(c)	(d)
. ,		Description of Investment	
	Identity of Issue,	Including Maturity Date,	
	Borrower, Lessor or	Rate of Interest, Collateral,	Current
	Similar Party	Par, or Maturity Value	Value
	TECO ENERGY INC	Common Stock	16,617
	TELEPHONE AND DATA SYSTEMS	Common Stock	21,942
	TENET HEALTHCARE CORPORATION	Common Stock	43,779
	TENNECO INC	Common Stock	13,643
	TEREX CORP NEW	Common Stock	6,106
	TESORO CORP	Common Stock	24,982
	TEXAS INSTRUMENTS INC	Common Stock	118,104
	TEXTRON INC	Common Stock	24,971
	THE CHILDREN S PLACE INC	Common Stock	7,638
	THE DIRECTV GROUP HOLDINGS CL A COM	Common Stock	171,579
	THE HERSHEY COMPANY	Common Stock	12,576
	THE PHOENIX COMPANIES, INC.	Common Stock	7,782
	THE SCOTTS MIRACLE-GRO COMPANY CL A	Common Stock	11,903
	THERMO FISHER SCIENTIFIC INC	Common Stock	17,541
	TIFFANY & CO NEW	Common Stock	16,991
	TIME WARNER CABLE INC	Common Stock	88,499
	TIME WARNER INC	Common Stock	171,011
	TIMKEN CO	Common Stock	8,664
	TJX COS INC NEW	Common Stock	40,394
	TORCHMARK CORP	Common Stock	17,226
	TOTAL SYS SVCS INC	Common Stock	12,056
	TOWERS WATSON & CO CL A	Common Stock	22,974
	TRAVELCENTERS OF AMERICA LLC	Common Stock	9,288
	TRAVELERS COMPANIES, INC	Common Stock	132,736
	TRIQUINT SEMICONDUCTOR INC	Common Stock	11,847
	TRW AUTOMOTIVE HLDGS CORP	Common Stock	39,289
	TUPPERWARE BRANDS CORPORATION	Common Stock	7,371
	TUTOR PERINI CORP	Common Stock	14,538
	TWENTY FIRST CENTURY FOX INC	Common Stock	38,367
	TYSON FOODS INC CL A DEL	Common Stock	7,016
	UGI CORP NEW COM	Common Stock	24,383
	UNION PACIFIC CORP	Common Stock	138,191
	UNISYS CORPORATION	Common Stock	30,453
	UNIT CORP	Common Stock	7,775
	UNITED CONTINENTAL HOLDINGS, INC.	Common Stock	38,930
	UNITED ONLINE INC	Common Stock	11,189
	UNITED PARCEL SERVICE-CL B	Common Stock	72,149
	UNITED RENTAL INC COM	Common Stock	12,037

UNITED STATES CELLULAR CORP	Common Stock	6,134
UNITED STS STL CORP NEW	Common Stock	35,324
UNITED TECHNOLOGIES CORP	Common Stock	155,250
UNITEDHEALTH GROUP INC	Common Stock	233,012
UNIVERSAL CORP	Common Stock	7,960
UNIVERSAL HEALTH SVCS INC CL B	Common Stock	17,468
UNUM GROUP	Common Stock	41,542
US BANCORP DEL NEW	Common Stock	47,287
V F CORP	Common Stock	25,166
VAALCO ENERGY INC	Common Stock	5,034
VALERO ENERGY CORP	Common Stock	70,389
VECTREN CORP	Common Stock	18,908
VERIZON COMMUNICATIONS	Common Stock	339,108
VIACOM INC NEW	Common Stock	33,035