

WESCO INTERNATIONAL INC

Form 11-K

June 29, 2009

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**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 [NO FEE REQUIRED]
for the fiscal year ended December 29, 2008**

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 [NO FEE REQUIRED]
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

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive offices:

WESCO INTERNATIONAL, Inc.

225 West Station Square Drive

Suite 700

Pittsburgh, Pennsylvania 15219-1122

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Retirement Savings Plan
Financial Statements
December 29, 2008 and 2007**

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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 statement of net assets available for benefits of the WESCO Distribution, Inc. Retirement Savings Plan (the Plan) as of December 29, 2008, and the related statement of changes in net assets available for benefits for the year ended December 29, 2008. 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 audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides 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 29, 2008, and the changes in net assets available for benefits for the year ended December 29, 2008 in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Alpern Rosenthal

Pittsburgh, Pennsylvania

June 26, 2009

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Report of Independent Registered Public Accounting Firm

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

We have audited the accompanying statement of net assets available for plan benefits of WESCO Distribution, Inc. Retirement Savings Plan as of and for the year ending December 29, 2007, and the related statements of changes in net assets available for plan benefits for the year then ended. 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. The statement of net assets available for plan benefits of WESCO Distribution, Inc. Retirement Savings Plan as of December 29, 2006, was audited by other auditors whose report, dated June 27, 2007, expressed an unqualified opinion of that statement.

We conducted our audit in accordance with 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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides 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 plan benefits of the WESCO Distribution, Inc. Retirement Savings Plan as of December 29, 2007, and the changes in net assets available for plan benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule is the responsibility of Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements for the year ended December 29, 2007 and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Freed Maxick & Battaglia, CPAs, PC
Buffalo, New York
June 26, 2008

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WESCO Distribution, Inc.
Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 29, 2008 and 2007

	2008	2007
Investments at fair value (Notes 2, 4, 5, and 7)		
Shares of registered investment companies	\$ 124,263,627	\$ 211,033,183
Common collective trusts	14,054,450	21,035,201
Stock funds and self-directed accounts	11,463,975	14,387,053
Stable Value Fund	105,930,357	89,577,909
RAFI Enhanced Large Company Fund	17,744,056	33,227,145
Participant loans	7,280,126	6,377,189
	280,736,591	375,637,680
Receivables		
Employee contributions	876,896	889,851
Employer matching contributions	347,561	347,410
Employer discretionary contribution	8,803,031	7,533,707
Accrued interest	21,807	21,421
Net assets available for benefits at fair value	290,785,886	384,430,069
Adjustment from fair value to contract value for interest in the Stable Value Fund relating to fully benefit-responsive contracts (Note 7)	(2,617,033)	(1,683,438)
Net assets available for benefits	\$ 288,168,853	\$ 382,746,631

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

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WESCO Distribution, Inc.
Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits
Fiscal Years Ended December 29, 2008 and 2007

	2008	2007
Additions		
Employee contributions	\$ 24,682,279	\$ 23,858,850
Employee rollovers	1,026,878	16,366,083
Employer matching and discretionary contributions	16,821,370	15,025,271
Net appreciation from shares of registered investment companies		9,539,881
Net appreciation from common collective trusts		1,237,911
Net appreciation from the Stable Value Fund	4,872,830	2,868,637
Interest and dividend income	7,904,455	16,803,050
 Total additions	 55,307,812	 85,699,683
 Deductions		
Net depreciation from shares of registered investment companies	88,135,613	
Net depreciation from common collective trusts	5,559,051	
Net depreciation from stock funds and self-directed accounts	8,420,085	4,049,655
Net depreciation from the RAFI Enhanced Large Company Fund	12,558,099	487,288
Distributions to withdrawing participants	34,229,706	35,661,705
Administrative expenses	983,036	223,965
 Total deductions	 149,885,590	 40,422,613
 Net (decrease) increase	 (94,577,778)	 45,277,070
 Net assets available for benefits		
Beginning of year	382,746,631	337,469,561
 End of year	 \$ 288,168,853	 \$ 382,746,631

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

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WESCO Distribution, Inc.

Retirement Savings Plan

Notes to Financial Statements

December 29, 2008 and 2007

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.

As a result of the acquisition of Communications Supply Holdings, Inc. on November 3, 2006, approximately 800 participants were added to the Plan. These participants did not rollover their balances until 2007.

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 \$15,500. The \$15,500 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.

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. A participant's total catch-up contribution cannot exceed \$5,000. The catch up contribution limits are determined by the IRS and then indexed for inflation after 2007. In addition to cash, in-kind contributions are permitted which may consist of stocks, bonds, property or other securities.

The Company also may, at the Board of Directors' discretion, make a discretionary contribution to the Plan provided certain predetermined profit levels are attained. The Company made discretionary contributions of \$8,803,031 and \$7,533,707 for the Plan's fiscal years ended December 29, 2008 and 2007, respectively.

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**WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007**

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 became fully vested.

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 employment with the Company, or to reduce employer contributions in accordance with the Plan's provisions. Total forfeitures that reduced employer contributions in 2008 and 2007 were approximately \$1,099,000 and \$1,240,000, respectively. As of December 29, 2008, a balance of approximately \$644,000 was available to reduce employer contributions in 2009.

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, plan earnings 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.

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.

Investment Valuation and Income Recognition

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Accounting Standard No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 applies to other accounting pronouncements that require or permit fair value measurements, but does not require any new fair value measurements. SFAS 157 covers financial assets and liabilities, as well as any other assets and liabilities that are carried at fair value on a recurring basis in financial statements. SFAS 157 is effective for fiscal years beginning after November 15, 2007 for financial assets and liabilities, and for fiscal years beginning after November 15, 2008 for other nonfinancial assets and liabilities.

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**WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007**

SFAS 157 defines fair value as the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS 157 establishes a fair value hierarchy that distinguishes between (i) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (ii) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs).

The three levels of the fair value hierarchy under SFAS 157 are described below:

Level 1 Observable inputs such as quoted prices in active markets 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;
4. Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

Level 3 Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

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. The valuation techniques are used to maximize the use of observable inputs and minimize the use of unobservable inputs.

The adoption of SFAS 157 did not have an impact on the amounts recorded in the Plan's financial statements and there was no cumulative impact recorded upon adoption.

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 29, 2008 and 2007.

Common stocks, corporate bonds and U.S. government securities are valued at the closing price reported on the active market on which the individual securities are traded.

Registered investment companies are valued at the net asset value of shares held by the Plan as of December 29.

Collective investment trusts are valued at fair value by determining the price of the underlying investments. Equities listed on an exchange are valued at the latest quoted sales price of the exchange on which the security is primarily traded. Securities that are not traded on the valuation date or securities that are not listed on an exchange are valued at the latest bid price provided by the trust's pricing service.

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WESCO Distribution, Inc.

Retirement Savings Plan

Notes to Financial Statements

December 29, 2008 and 2007

The Stable Value Fund (Note 7) is valued based on the underlying securities which include corporate bonds, commercial mortgage-backed securities and government securities.

Participant loans are valued at cost, which approximates fair value.

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.

As described in FASB Staff Position, FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the "FSP"), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute 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 the FSP, the Statement of Net Assets Available for Benefits presents 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 Statement of Changes in Net Assets Available for Benefits is 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.

Net Appreciation (Depreciation) in Value of Investments

The Plan presents in the statement 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, common collective trusts, Stable Value Fund, RAFI Enhanced Large Company Fund, WESCO International stock and other common stocks.

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 and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

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)

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WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007

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.

Other

All administrative expenses were paid by the Plan during 2008. Administrative expenses, excluding participant loan setup fees, distribution fees, hardship withdrawal fees and consulting fees, were paid by the Company and, therefore, were not expenses of the Plan during 2007.

Payment of Benefits

Benefits are recorded when paid.

3. Tax Status

The IRS has determined and informed the Company by a letter dated October 15, 2003, 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.

4. Investments

The following table sets forth by level, within the fair value hierarchy, the Plan's assets as of December 29, 2008:

	Level 1	Level 2	Level 3	Total
Shares of registered investment companies	\$ 124,263,627			124,263,627
Common collective trusts		14,054,450		14,054,450
Stock funds and self-directed accounts	11,463,975			11,463,975
Stable Value Fund		105,930,357		105,930,357
RAFI Enhanced Large Company Fund		17,744,056		17,744,056
Participant loans			7,280,126	7,280,126
	\$ 135,727,602	137,728,863	7,280,126	280,736,591

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WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the fiscal year ended December 29, 2008:

	Participant Loans
Balance, beginning of year	\$ 6,377,189
Purchases, sales, issuances and settlements, net	902,937
Balance, end of year	\$ 7,280,126

Investments (at fair value) representing 5% or more of the net assets available for benefits as of December 29, 2008 and 2007 were as follows:

	2008	2007
AMCAP Fund (Class R-4)	\$ 22,432,077	\$39,609,971
American Balanced Fund (Class A)	27,656,522	37,193,165
Columbia Acorn Fund (Class A)	18,503,267	33,406,094
RiverSource Midcap Value Fund *		25,049,255
Stable Value Fund	105,930,357	89,577,909
Thornburg International Value Fund	16,854,808	33,139,769

* This fund did not represent 5% or more of the net assets available for benefits as of December 29, 2008.

5. Participant Loans

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

The interest rate applied to participant loans is established each month by the Administrative Committee at 1% above the PNC Bank prime interest rate. The interest rate on loans outstanding ranged between 5.0% and 10.0% for the fiscal year ended December 29, 2008 (5% and 10.5% for the fiscal year ended December 29, 2007). Principal and interest payments are generally made through monthly payroll deductions and are credited to the participant's individual account. Loans of approximately \$4,274,000 and \$4,025,000 were made from the Plan and loan principal repayments of approximately \$3,264,000 and \$2,459,000 were received by the Plan for the fiscal years ended December 29, 2008 and 2007, respectively. Interest on the loans of approximately \$530,000 and \$451,000 was earned by the Plan for the fiscal years ended December 29, 2008 and 2007, respectively.

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**WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007**

6. 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.

7. 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 which 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 which could impact the future interest rates that are credited to the participants' 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.

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WESCO Distribution, Inc.
Retirement Savings Plan
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December 29, 2008 and 2007

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. The average yields earned by the Fund as of December 29, 2008 and 2007 are as follows:

Average yield for synthetic GICs	2008	2007
Based on actual earnings	4.39%	4.96%
Based on interest rate credited to participants	4.59%	5.05%

8. Related Party Transactions

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 2008 were \$4,414,000 and \$2,305,000, respectively, and purchases and sales proceeds for 2007 were \$4,542,000 and \$5,535,000, respectively.

9. Reconciliation of Financial Statements to Schedule H of form 5500

The adjustment from fair value to contract value for fully benefit-responsive investment contracts is not recorded on Schedule H of Form 5500.

The following is a reconciliation of net assets available for plan benefits per the financial statements at December 29, 2008 and 2007 to Form 5500:

	2008	2007
Net assets available for plan benefits per the financial statements	\$ 288,168,853	\$ 382,746,631
Add: Adjustment from contract value for interest in Stable Value Fund relating to fully benefit responsive investment contracts	2,617,033	1,683,438
Net assets available for plan benefits per Schedule H of Form 5500	\$ 290,785,886	\$ 384,430,069

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WESCO Distribution, Inc.
Retirement Savings Plan
Notes to Financial Statements
December 29, 2008 and 2007

The following is a reconciliation of net appreciation (depreciation), interest, and dividends in fair value of investments per the financial statements for the years ended December 29, 2008 and 2007 to Schedule H of Form 5500:

	2008	2007
Net appreciation (depreciation), interest, and dividends per the financial statements	\$ (101,895,563)	\$ 25,912,536
Add: Adjustment from contract value for interest in Stable Value Fund relating to fully benefit responsive investment contracts	933,595	1,683,438
Add: Reclassifications to other expenses		106,337
 Net appreciation (depreciation), interest, and dividends per Schedule H of Form 5500	 \$ (100,961,968)	 \$ 27,702,311

10. Subsequent Event

On December 31, 2008, Wachovia Retirement Services, trustee of the Plan, was merged with Wells Fargo & Company.

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WESCO Distribution, Inc.
Retirement Savings Plan
Schedule of Assets (Held at End of Year)
EIN 25-1723345, Plan Number 001
December 29, 2008

Schedule H, line 4i

(a)	(b)	(c)	(d)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
	Alger Institutional Funds	Alger Midcap Growth Institutional Fund	\$ 5,108,796
	AMCAP Fund	AMCAP Fund (Class R-4)	22,432,077
	American Funds	American Balanced Fund (Class A)	27,656,522
	Columbia Mutual Funds	Columbia Acorn Fund (Class A)	18,503,267
	Loomis Sayles	Loomis Sayles Invest Grade Bond	11,393,486
	MFS Family of Funds	MFS Value Fund (Class A)	10,393,488
	RiverSource Trust	Midcap Value Fund Class R4	11,921,183
	Thornburg International	Thornburg International Value Fund	16,854,808
	Shares of Registered Investment Companies Total		124,263,627
		Manning & Napier Promix Conservative Trust	2,624,556
	Manning & Napier Promix Funds	Manning & Napier Promix Extended Trust	3,489,932
	Manning & Napier Promix Funds	Manning & Napier Promix Maximum Trust	5,105,102
	Manning & Napier Promix Funds	Manning & Napier Promix Moderate Trust	2,834,860
	Manning & Napier Promix Funds		
	Common Collective Trusts Total		14,054,450
*	WESCO International, Inc.	WESCO International Pooled Stock Fund	5,474,232
	Ameriprise Cash	Cash and cash equivalents	817,781
	ABB Ltd Adr	Common Stock	11,849
	Abitibibowater Inc	Common Stock	2,646
	ABN Amro	Veredus Aggressive Growth	128,547
	Activision Blizzard Inc.	Common Stock	581
	ADR Cemex	Common Stock	9,060
	AGL Resources	Common Stock	29,570
	Agnico Eagle Mines LTD	Common Stock	5,076
	Akami Technologies	Common Stock	11,560
	Alcatel-Lucent Ads	Common Stock	124
	Altria Group Inc.	Common Stock	5,058
	Ambac Financial Group	Common Stock	3,480
	American Beacon Funds	Large Cap Value Fund	4,743

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American Century	Diversified Bond Fund	284,258
American Century Funds	Ginne Mae Fund	101,312
American Century Funds	International Bond Fund	14,920
American International Group	Common Stock	969
Apple Inc.	Common Stock	43,218
Applied Materials	Common Stock	951
Arcadia Resources, Inc.	Common Stock	350
Artisan Funds	International Investor Shrs	3,794
AT&T Inc	Common Stock	2,786
Atlas Pipeline Partners LP	Common Stock	1,512
Authentec Inc	Common Stock	4,170
Azteca Gold Corp	Common Stock	197
B & G Foods Inc.	Common Stock	20,325
Badger Meter Inc.	Common Stock	1,291

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WESCO Distribution, Inc.
Retirement Savings Plan
Schedule of Assets (Held at End of Year)
EIN 25-1723345, Plan Number 001
December 29, 2008

Schedule H, line 4i

(a)	(b)	(c)	(d)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
	Bank America Corp	Common Stock	14,234
	Barclays Bank Plc	Common Stock	3,437
	Bemis Co	Common Stock	6,698
	Benida Beverage Co.	Common Stock	2
	Berkshire Hathaway Inc.	Common Stock	9,264
	Bhp Billiton Ltp-Spon Adr	Common Stock	4,029
	Biotime Inc.	Common Stock	70
	Boardwalk Pipeline Partners	Common Stock	3,542
	Boeing Co.	Common Stock	11,997
	BP Plc	Common Stock	4,532
	BP Prudhoe Bay Royalty Trust	Common Stock	2,813
	Brandywine Funds	Blue Equity Fund	20,243
	Budget Group Inc.	Common Stock	13
	Burlington Northern Inc	Common Stock	1,459
	Cal-Marine Foods Inc.	Common Stock	2,063
	Calumet Specialty Products	Common Stock	2,981
	Canadian Zinc Corp	Common Stock	154
	Carbon Sciences Inc.	Common Stock	170
	Caterpillar Inc.	Common Stock	23,499
	CBS Corp. Class B	Common Stock	45,501
	Celgene Corp.	Common Stock	19,680
	CF Inds Holdings	Common Stock	887
	Charys Holding Co.	Common Stock	2
	Cheniere Energy Inc	Common Stock	568
	Chesapeake Energy	Common Stock	3,900
	Chevron Corp.	Common Stock	7,155
	Chicago Bridge & Iron Co.	Common Stock	990
	Circuit City Stores	Common Stock	108
	Citigroup Inc.	Common Stock	10,184
	Citigroup Inc	Preferred Stock	5,912
	Clinical Data Inc.	Common Stock	2,049
	Coca Cola Co.	Common Stock	3,553
	Compass Minerals International	Common Stock	14,145
	Conocophillips	Common Stock	3,626
	Coronado Res LTD	Common Stock	491
	Corporate Exec Board	Common Stock	2,122
	Costco Whsl Corp. New	Common Stock	5,439
	CrossTex Energy Inc	Common Stock	747

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Crowflight Minerals Inc.	Common Stock	135
CTS Corp.	Common Stock	555
Deere & Co	Common Stock	757
Del Global Technologies Corp.	Common Stock	98
Deliste Incorporated	Common Stock	126
Dodge & Cox Funds	Balanced Fund	121,700
Dodge & Cox Funds	Income Fund	59,817
Dodge & Cox Funds	Stock Fund	50,675

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	Dorchester Minerals LP	Common Stock	1,552
	Dynamic Materials Corp	Common Stock	1,619
	Eaton Corp.	Common Stock	50,995
	EI Dupont	Common Stock	490
	Enbridge Energy Partners	Common Stock	2,449
	Energy Transfer Equity LP	Common Stock	3,358
	EON AG.SP ADR	Common Stock	11,847
	Excelsior Funds	Value & Restructuring Fund	7,382
	Exide Technologies	Common Stock	23,000
	Exxon Mobil Corp.	Common Stock	27,697
	Fastenal Company	Common Stock	6,468
	Federal Mogul Corp.	Common Stock	1
	Federal Mogul	Series D Convertible Rights and Warrants	71
	First Marblehead Corp	Common Stock	162
	Fluor Corp	Common Stock	8,836
	Federal National Meeting Association	Series S Preferred Stock	270
	Fortescue Metal Group LTD	Common Stock	188
	Foster Wheeler LTD	Common Stock	7,119
	Freeport McMoran Copper & Gold Inc.	Common Stock	14,810
	Frontline LTD	Common Stock	2,879
	Fuel-Tech	Common Stock	5,085
	Gamco International Growth AAA	Foreign Large Growth Fund	5,152
	General Cable Corp	Common Stock	644
	General Electric	Common Stock	65,224
	Goldcorp Inc.	Common Stock	1,565
	Goldman Sachs Group	Common Stock	7,656
	Google Inc.	Common Stock	595
	Halliburton Co	Common Stock	10,750
	Harbor Funds	International Fund	31,236
	Harbor Funds	Bond Fund Institutional Class	10,144
	Hawaiian Electric Ind. Inc.	Common Stock	8,060
	Headwaters Inc.	Common Stock	1,334
	Heartland Funds	Select Value Fund	15,162
	Hewlett Packard	Common Stock	7,116
	I Shares	Silver Trust	84,275
	I Shares	Lehman US Treas Inf Pro Sec	59,738
	I Shares	Lehman 1-3 Year Bond Fund	59,403
	I Shares		50,369

	TR JBOXX High Yield Corporate Bond Fund	
I Shares	Nasdaq Biotechnology Index Fund	49,939
I Shares	S&P Trust Fund	37,642
I Shares	MSCI Switzerland Ind Fund	26,462
I Shares	MSCI Emerging Markets Index Fund	25,800
I Shares	S&P Global Utilities	11,911
I Shares	S&P Global Telecom Fund	9,842
I Shares	DJ Select Dividend Index Fund	7,081
I Shares	S&P Global 100	3,850

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I Shares		S&P Gloal Finl Sector	3,639
I Shares		DJ U.S. Consumer Cycl SEC Fund	2,016
I Shares		MSCI Canadian Index Fund	1,669
I Shares		MSCI Brazil	1,472
I Shares		MSCI Taiwan Index Fund	1,438
		TR Dow Jones US Aerospace & Defense Equity Fund	5,816
I Shares		Icon Healthcare Fund	35,615
Icon Funds		International Equity Fund	24,378
Icon Funds		Common Stock	469
Idaho General Mines Inc.		Common Stock	8,256
IGO Inc.		Common Stock	1,260
Integral Technologies Inc.		Common Stock	16,956
Intel Corp.		Common Stock	3
International Pkg & Logistics		Common Stock	80
Interplay Entertainment		Common Stock	4,867
Intl Speedway		Common Stock	825
Invio Biomedical Corp.		Common Stock	37
Ivanhoe Energy, Inc.		Common Stock	13,401
J.P. Morgan Chase & Co.		Overseas Fund	26,511
Janus Funds		Mid Cap Value Fund	17,536
Janus Funds		Enterprise Fund	13,004
Janus Funds		Special Equity Fund	8,933
Janus Funds		Orion Fund	6,313
John Bean Technologies Corp		Common Stock	161
Johnson & Johnson		Common Stock	4,826
KBR Inc.		Common Stock	4,452
Keryx Biopharmaceuticals		Common Stock	44
Key Bankshares		Common Stock	3,438
Kinder Morgan Energy Partners LP		Common Stock	11,295
Kinetics Paradigm Fund		Common Stock	9,183
Koko Petroleum Inc.		Common Stock	60
Kraft Foods		Common Stock	902
Lehman Brothers Holdings Inc		Preferred Stock	1
Loomis Sayles		Global Bond Fund	167,299
Lowe's Companies		Common Stock	6,375
Managers Intermediate Duration Govt		Fixed Fund	42,392
Manhattan Pharmaceuticals		Common Stock	42

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Mannkind Corp	Common Stock	1,292
Marathon Oil Corp	Common Stock	12,960
Marisco	21st Century Mutual Fund	5,049
Marsico	Large Growth Fund	17,248
Market Vectors ETF TR	Agribusiness Fund	3,950
Market Vectors ETF TR	Global Alternative Energy Fund	3,299
Masco Corp	Common Stock	31,530
Mastercard Inc.	Common Stock	11,147

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	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
	Matrix Advisors	Value Fund	27,077
	Maxwell Technologies Inc	Common Stock	966
	MBIA Inc.	Common Stock	12,120
	McDermott Intl	Common Stock	2,040
	MDRNA Inc.	Common Stock	76
	Mechel-ADR	Common Stock	392
	MEMCO Electronic Materials	Common Stock	1,308
	Merck & Co.	Common Stock	3,396
	Microsoft Corp	Common Stock	18,960
	Monsanto Company	Common Stock	6,847
	Mosaic Co.	Common Stock	1,660
	Nacel Energy Corp.	Common Stock	2,400
	Neomedia Technologies	Common Stock	14
	Neuberger Berman	Real Estate Fund	10,326
	Newcastle Investment Corp.	Common Stock	145
	Nokia Corp.	Common Stock	5,321
	Nucor Corp	Common Stock	8,892
	Nidia Corp	Common Stock	1,163
	Oakmark Funds	Global Fund	34,744
	Oakmark Funds	Equity and Income Fund (I)	30,885
	Oakmark Funds	Equity Fund	8,707
	Oakmark Funds	International Fund (Class I)	6,979
	Oneok Partners LP	Common Stock	6,626
	Oracle Systems	Common Stock	5,166
	Palomar Medical Tech	Common Stock	21,420
	Parnassus Income Trust	Equity Income Fund	228,821
	Paychex Inc.	Common Stock	3,708
	Peabody Energy Corp	Common Stock	1,867
	Petro Canada	Common Stock	2,544
	Petrohawk Energy Corp.	Common Stock	3,941
	Petroleo Brasileiro SA Petrobas	Common Stock	1,120
	Sponsored ADR		
	Philip Morris International Inc.	Common Stock	2,158
	PIMCO Funds	Total Return Fund	98,344
	PNC Financial Services Group	Common Stock	1,223
	PNM Resources Inc.	Common Stock	44,910
	Powershares	DB Agricultural Fund	18,066
	Powershares	DB Multi Sector Commodity TR Powershares DB Oil Fund	49,817

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Powershares	Global Water Portfolio Fund	8,274
Proshares TR	Ultra Financial Fund	47,250
Purchase Pro.com	Common Stock	1
Pyramid Oil Co.	Common Stock	91
Qualcomm Inc.	Common Stock	8,525
Rayonier Inc	Common Stock	585
Reliant Energy, Inc.	Common Stock	7,875
Research In Motion LTD	Common Stock	2,911
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	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
	Reserve Primary Fund	Primary Fund CLA	122,430
	Royce	Total Return Fund	4,586
	RS Partners	Growth Fund	2,495
	Riversource Trust	Diversified Equity Income Fund	49,712
	Riversource Trust	Strategic Allocation Class R4 Fund	22,087
	Sandridge Energy Inc.	Common Stock	5,540
	Sasol LTD ADR	Common Stock	5,087
	Schering-Plough	Common Stock	3,310
	Sequenom Inc.	Common Stock	968
	Shaw Group Inc.	Common Stock	1,927
	Silver Eagle Mines Inc.	Common Stock	418
	Silver Grail Res LTD	Common Stock	463
	Silver Quest Res LTD	Common Stock	86
	Silver Star Energy	Common Stock	1
	Sims Group LTD	Common Stock	5,720
	SIRF Technology Holdings Inc.	Common Stock	262
	Sirius Satellite Radio Inc.	Common Stock	77
	SIT Funds	US Government Securities Fund	147,479
	Sociedad Quimica Y Minera de Chile	Common Stock	2,458
	Sohu.com Inc.	Common Stock	1,349
	Sound Shore Fund	Common Stock	4,373
	SPDR	Gold Trust Fund	83,587
	SPDR	S&P China ETF Fund	23,903
	Spectra Energy Corp	Common Stock	3,788
	SSGA	International Stock Selection Fund	33,354
	Statiol ASA Group	Common Stock	21,681
	Strategic Resource Acquisition Corp	Common Stock	40
	Sun Microsystems	Common Stock	23,165
	Sysco Corp.	Common Stock	5,292
	T. Rowe Price Funds	New Asia Fund	172,026
	T. Rowe Price Funds	Balanced Fund	107,728
	T. Rowe Price Funds	Capital Appreciation Fund	86,368
	T. Rowe Price Funds	New Era Fund	70,257
	T. Rowe Price Funds	Growth Stock Fund	30,764
	T. Rowe Price Funds	Spectrum International Fund	10,691
	T. Rowe Price Funds	Dividend Growth Fund	3,506
	TCW Funds, Inc.	Focused Equities Fund	10,338
	TEJON Ranch Co	Common Stock	2,357

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Tellabs	Common Stock	1,230
The India Fund Inc.	Equity Fund	6,262
The Muhlenkamp Fund	Equity Fund	5,265
Third Avenue	Real Estate Value Fund	70,736
Third Avenue	International Value Fund	38,579
Third Avenue	Value Fund	10,871
Third Avenue	Small Cap Value Fund	10,856
Thompson Plumb and Associates	Growth Fund	2,676

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	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
	3M Company	Common Stock	29,125
	Time Warner Cable	Common Stock	52,520
	Time Warner Inc.	Common Stock	25,090
	Transocean Inc.	Common Stock	12,244
	Trinity Industries Inc.	Common Stock	2,936
	Tumi Res LTD	Common Stock	668
	TVIA Inc.	Common Stock	40
	UIL Holdings Corp	Common Stock	29,440
	Ultra Petroleum Corp	Common Stock	3,330
	Unigene Labs Inc.	Common Stock	3,200
	US Bancorp	Common Stock	28,452
	Valeant Pharmaceuticals Intl.	Common Stock	2,214
	Vanguard Funds	Target Ret 2015	118,772
		Specialized Portfolios Dividend	87,891
	Vanguard Funds	Appreciation	
	Vanguard Funds	Total Stock Market Vipers	47,031
	Vanguard Funds	Windsor II Fund	34,363
	Vanguard Funds	Wellesley Income Fund	20,668
	Vanguard Funds	Extended Market Vipers Ind Fund	20,511
	Vanguard Funds	International Value Fund	15,290
	Vanguard Funds	International Growth Fund	14,864
	Vanguard Funds	Growth Vipers Common Stock	1,902
	Vanguard Funds	Mid Cap Growth Index Viper Shares Fund	1,623
	Vecima Networks Inc	Common Stock	5
	Veolia Environment ADR	Common Stock	4,452
	Viacom Inc.	Common Stock Class B	100,193
	Virgin Media Inc.	Common Stock	13,350
	Visa Inc.	Common Stock	15,912
	Walgreen Co	Common Stock	4,730
	Wasatch Heritage	Growth Fund	6,767
	Washington Mutual Savings Bank	Common Stock	2,415
	Wells Fargo & Co	Common Stock	11,132
	White Mountains Insurance Group	Common Stock	2,728
	Whole Food Market Inc	Common Stock	994
	Windstream Corp	Common Stock	26,670
	WW Grainger	Common Stock	1,495

Stock Funds and Self-Directed

Accounts Total		11,463,975
Institutional Enhanced Index Fixed Income Fund Wrapper Contract	Common Collective Trust Wrapper Contract	105,930,357
Stable Value Fund Total		105,930,357
CASH	Cash and Cash Equivalents	14,828
EVERGREEN INST MONEY MARKET FUND CL I (FD #495)	Cash and Cash Equivalents	484,175

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	3M CO COM	Common Stock	52,934
	ABBOTT LABS COM	Common Stock	62,552
	ABERCROMBIE & FITCH CO CL A	Common Stock	3,695
	ABM INDS INC COM	Common Stock	3,416
	ACCENTURE LTD COM	Common Stock	42,074
	ACCO BRANDS CORP COM	Common Stock	1,599
	ACE LIMITED COM	Common Stock	41,136
	ACTIVISION BLIZZARD INC COM	Common Stock	3,420
	ACUITY BRANDS INC COM	Common Stock	7,627
	ACXIOM CORP COM	Common Stock	2,037
	ADAMS RES & ENERGY INC COM	Common Stock	2,249
	ADC TELECOMMUNICATIONS INC COM	Common Stock	1,963
	ADOBE SYS INC COM	Common Stock	6,443
	ADVANCE AMERICA CASH ADVANCE COM	Common Stock	1,027
	ADVANCE AUTO PARTS COM	Common Stock	6,280
	ADVANCED MICRO DEVICES INC COM	Common Stock	5,051
	ADVANTA CORP CL B	Common Stock	728
	AECOM TECHNOLOGY CORP COM	Common Stock	8,672
	AEROPOSTALE INC COM	Common Stock	2,544
	AES CORP COM	Common Stock	7,826
	AETNA INC COM	Common Stock	33,940
	AFC ENTERPRISES INC COM	Common Stock	1,743
	AFFILIATED COMPUTER SVCS INC CL A	Common Stock	6,721
	AFLAC INC COM	Common Stock	55,663
	AGCO CORP COM	Common Stock	6,733
	AGILENT TECHNOLOGIES INC COM	Common Stock	6,910
	AGL RES INC COM	Common Stock	8,546
	AIR PRODUCTS & CHEMICALS INC COM	Common Stock	6,327
	AK STEEL HLDG CORP COM	Common Stock	2,225
	ALASKA AIR GRP INC COM	Common Stock	10,004
	ALBERTO-CULVER CO COM	Common Stock	16,463
	ALCOA INC COM	Common Stock	14,459
	ALEXANDER & BALDWIN INC COM	Common Stock	2,922
	ALLEGHANY CORP DEL COM	Common Stock	7,196
	ALLEGHENY ENERGY INC COM	Common Stock	3,630
	ALLEGHENY TECHNOLOGIES INC COM	Common Stock	3,378
	ALLERGAN INC COM	Common Stock	4,521
	ALLIANCE DATA SYSTEMS CORP COM	Common Stock	3,303

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ALLIANT ENERGY CORP COM	Common Stock	12,836
ALLIANT TECHSYSTEMS INC COM	Common Stock	3,344
ALLIED CAP CORP NEW COM	Common Stock	855
ALLIED WORLD ASSURANCE HOLD COM	Common Stock	9,727
ALLSTATE CORP COM	Common Stock	78,995
ALON USA ENERGY INC COM	Common Stock	7,267
ALTERA CORP COM	Common Stock	2,828

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**WESCO Distribution, Inc.
Retirement Savings Plan**