UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD from ______ to ______

For the quarterly period ended SEPTEMBER 30, 2002

Commission file number 001-14989

WESCO INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	25-1723342
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
COMMERCE COURT FOUR STATION SQUARE, SUITE 700 PITTSBURGH, PENNSYLVANIA 15219	(412) 454-2200
(Address of principal executive offices)	(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

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

As of October 31, 2002, WESCO International, Inc. had 40,450,493 shares and 4,653,131 shares of common stock and Class B common stock outstanding, respectively.

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
QUARTERLY REPORT ON FORM 10-Q

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WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

Dollars in thousands, except share data	SEPTEMBER 30 2002	DECEMBER 31 2001
	(unaudited)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 25,767	$ 75,057
Trade accounts receivable, net of allowance for doubtful accounts of $11,900 and $11,816 in 2002 and 2001, respectively (NOTE 5)	238,049	217,920
Other accounts receivable	18,541	26,413
Inventories, net	353,080	380,022
Income taxes receivable	10,811	3,643
Prepaid expenses and other current assets	7,254	6,639
Deferred income taxes	--	8,341
Total current assets	653,502	718,035
Property, buildings and equipment, net	111,530	120,599
Goodwill	311,791	311,073
Other assets	14,645	8,251
Total assets	$1,091,468	$1,157,958
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 389,709	$ 469,107
Accrued payroll and benefit costs	15,131	16,480
Current portion of long-term debt	5,530	5,530
Current deferred income taxes	1,342	--
Other current liabilities	28,410	38,362
Total current liabilities	440,122	529,479
Long-term debt (NOTE 8)	453,595	446,436
Other noncurrent liabilities	6,160	10,086
Deferred income taxes	27,051	27,306
Total liabilities	926,928	1,013,307
Commitments and contingencies		
STOCKHOLDERS' EQUITY:		
Preferred stock, $.01 par value; 20,000,000 shares authorized, no shares issued or outstanding	--	--
Common stock, $.01 par value; 210,000,000 shares authorized, 44,483,513 and 44,269,810 shares issued in 2002 and 2001, respectively	445	443
Class B nonvoting convertible common stock, $.01 par value; 20,000,000 shares authorized, 4,653,131 issued in 2002 and 2001	46	46
Additional capital	570,924	569,997
Retained earnings (deficit)	(371,525)	(389,919)
Treasury stock, at cost; 4,033,020 and 4,032,648 shares in 2002 and 2001, respectively	(33,842)	(33,852)
Accumulated other comprehensive income (loss)	(1,508)	(2,064)
Total stockholders' equity	164,540	144,651
Total liabilities and stockholders' equity	$1,091,468	$1,157,958

The accompanying notes are an integral part of the condensed consolidated financial statements.

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

In thousands, except share data	THREE MONTHS ENDED SEPTEMBER 30 2002	2001	NINE MONTHS ENDED SEPTEMBER 30 2002	2001
Net sales	$852,949	$905,554	$2,510,315	$2,777,747
Cost of goods sold	706,462	746,335	2,068,731	2,286,578
Gross profit	146,487	159,219	441,584	491,169
Selling, general and administrative expenses	123,157	127,043	368,649	393,055
Depreciation and amortization	4,999	7,901	14,568	22,900
Income from operations	18,331	24,275	58,367	75,214
Interest expense, net	10,725	11,929	32,799	33,863
Other expense	1,790	3,854	4,904	14,518
Income before income taxes and extraordinary item	5,816	8,492	20,664	26,833
(Benefit from) provision for income taxes	(3,167)	3,397	1,591	10,733
Income before extraordinary item	8,983	5,095	19,073	16,100
Extraordinary item, net of tax	--	--	(679)	--
Net income	$ 8,983	$ 5,095	$18,394	$ 16,100
Earnings per share:				
Basic:				
Income before extraordinary item	$0.20	$0.11	$0.42	$0.36
Extraordinary item	--	--	(0.02)	--
Net income	$0.20	$0.11	$0.40	$0.36
Diluted:				
Income before extraordinary item	$0.19	$0.11	$0.41	$0.34
Extraordinary item	--	--	(0.02)	--
Net income	$0.19	$0.11	$0.39	$0.34

The accompanying notes are an integral part of the condensed consolidated financial statements.

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

In thousands	NINE MONTHS ENDED SEPTEMBER 30 2002	2001
OPERATING ACTIVITIES:		
Net income	$ 18,394	$ 16,100
Adjustments to reconcile net income to net cash (used for) provided by operating activities:		
Extraordinary item, net of tax benefits	679	--
Depreciation and amortization	14,568	22,900
Accretion of original issue and amortization of purchase discounts	2,229	1,058
Amortization of debt issuance costs	694	975
Gain on sale of property, buildings and equipment	(256)	(641)
Deferred income taxes	9,428	5,074
Changes in assets and liabilities, excluding the effects of acquisitions:		
Change in receivables facility	(47,500)	(20,000)
Trade and other receivables	35,243	50,023
Inventories	26,942	12,381
Other current and noncurrent assets	(5,189)	2,103
Accounts payable	(79,398)	(65,970)
Accrued payroll and benefit costs	(1,349)	(11,076)
Other current and noncurrent liabilities	3,529	5,550
Net cash (used for) provided by operating activities	(21,986)	18,477
INVESTING ACTIVITIES:		
Capital expenditures	(5,431)	(10,844)
Proceeds from the sale of property, buildings and equipment	755	905
Acquisitions	(14,137)	(55,874)
Net cash used for investing activities	(18,813)	(65,813)
FINANCING ACTIVITIES:		
Proceeds from issuance of long-term debt	440,596	635,885
Repayments of long-term debt	(445,703)	(606,351)
Debt issuance costs	(4,004)	(733)
Proceeds from exercise of stock options	620	416
Net cash (used for) provided by financing activities	(8,491)	29,217
Net change in cash and cash equivalents	(49,290)	(18,119)
Cash and cash equivalents at the beginning of period	75,057	21,079
Cash and cash equivalents at the end of period	$25,767	$ 2,960

The accompanying notes are an integral part of the condensed consolidated financial statements.

1. ORGANIZATION

WESCO International, Inc. and its subsidiaries (collectively, "WESCO"), headquartered in Pittsburgh, Pennsylvania, is a full-line distributor of electrical supplies and equipment and is a provider of integrated supply procurement services. WESCO currently operates over 350 branch locations and five distribution centers in the United States, Canada, Mexico, Puerto Rico, Guam, the United Kingdom, Nigeria, Singapore and Venezuela.

2. ACCOUNTING POLICIES

Basis of Presentation

The unaudited condensed consolidated financial statements include the accounts of WESCO and all of its subsidiaries and have been prepared in accordance with Rule 10-01 of the Securities and Exchange Commission. The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in WESCO's 2001 Annual Report on Form 10-K filed with the Securities and Exchange Commission.

The unaudited condensed consolidated balance sheet as of September 30, 2002, the unaudited condensed consolidated statements of operations for the three months and nine months ended September 30, 2002 and 2001, and the unaudited condensed consolidated statements of cash flows for the nine months ended September 30, 2002 and 2001, in the opinion of management, have been prepared on the same basis as the audited consolidated financial statements and include all adjustments necessary for the fair presentation of the results of the interim periods. All adjustments reflected in the condensed consolidated financial statements are of a normal recurring nature. Results for the interim periods presented are not necessarily indicative of the results to be expected for the full year.

Revenue Recognition

Revenues are recognized when title, ownership and risk of loss pass to the customer, or services rendered. In nearly all cases, this occurs at the time of shipment from our distribution point, as the terms of virtually all of WESCO's sales are "FOB shipping point."

Recent Accounting Pronouncements

In August 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment of Long-Lived Assets." This statement addresses financial accounting and reporting for the impairment of long-lived assets and for long-lived assets to be disposed of and supersedes SFAS No. 121. This statement retains the fundamental provisions of SFAS No. 121 for recognition and measurement of the impairment of long-lived assets to be held and used and measurement of long-lived assets to be disposed of by sale, whether previously held and used or newly acquired. This statement was adopted by WESCO as of January 1, 2002. The adoption of this statement did not have a material impact on the results of operations or financial position of WESCO.

In April 2002, the FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections." SFAS No. 145 prescribes amendments to existing pronouncements on accounting for early retirements of debt and modifications of capital leases to operating leases. The provisions of this statement are effective for financial statements issued on or after May 15, 2002. The adoption of this statement did not have a material impact on WESCO's financial statements.

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." SFAS No. 146 nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity," under which a liability for an exit cost was recognized at the date of an entity's commitment to an exit plan. SFAS No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized at fair value when the liability is incurred. The provisions of this statement are effective for exit or disposal activities that are initiated after December 31, 2002. The Company does not believe that the adoption of this statement will have a material impact on its financial statements.

3. GOODWILL AND INTANGIBLE ASSETS

Effective January 1, 2002, WESCO adopted SFAS No. 141, "Business Combinations" and SFAS No. 142, "Goodwill and Other Intangible Assets." Under SFAS No. 141, all business combinations are accounted for under the purchase method. Under SFAS No. 142, goodwill is no longer amortized, but will be reduced if it is found to be impaired. Goodwill is tested for impairment annually or more frequently when events or circumstances occur indicating that goodwill might be impaired. During the six months ended June 30, 2002, WESCO completed the transitional impairment review required by SFAS No. 142. Each of WESCO's seven reporting units was tested for impairment by comparing the implied fair value of each reporting unit with its carrying value using discounted cash flow analyses. Considerable management judgment is necessary to estimate discounted future cash flows. Assumptions used for these estimated cash flows were based on a combination of historical results and current internal forecasts. No impairment losses were identified as a result of this review. During the 4th quarter of 2002, WESCO intends to complete the required annual impairment testing of goodwill as of September 30, 2002.

In conformity with SFAS No. 142, the results of prior periods have not been restated. The following is a reconciliation of the impact of not amortizing goodwill in prior periods of WESCO's income before extraordinary item, net income and earnings per share for the three and nine months ended September 30, 2002 and September 30, 2001.

	THREE MONTHS ENDED SEPTEMBER 30	
Dollars in thousands, except per share amounts	2002	2001
Reported net income	$8,983	$5,095
Add: Goodwill amortization, net of tax	--	1,827
Adjusted net income	$8,983	$6,922
Basic earnings per share:		
Reported net income	$0.20	$0.11
Goodwill amortization, net of tax per share	--	0.04
Adjusted net income	$0.20	$0.15
Diluted earnings per share:		
Reported net income	$0.19	$0.11
Goodwill amortization, net of tax per share	--	0.04
Adjusted net income	$0.19	$0.15

	NINE MONTHS ENDED SEPTEMBER 30	
Dollars in thousands, except per share amounts	2002	2001
Reported net income before extraordinary item	$19,073	$16,100
Add: Goodwill amortization, net of tax	--	5,311
Adjusted income before extraordinary item	$19,073	$21,411
Basic earnings per share:		
Reported income before extraordinary item	$0.42	$0.36
Goodwill amortization, net of tax per share	--	0.12
Adjusted income before extraordinary item	$0.42	$0.48
Diluted earnings per share:		
Reported income before extraordinary item	$0.41	$0.34
Goodwill amortization, net of tax per share	--	0.12
Adjusted income before extraordinary item	$0.41	$0.46

Dollars in thousands, except per share amounts	NINE MONTHS ENDED SEPTEMBER 30 2002	2001
Reported net income	$18,394	$16,100
Add: Goodwill amortization, net of tax	--	5,311
Adjusted net income	$18,394	$21,411
Basic earnings per share:		
Reported net income	$ 0.40	$0.36
Goodwill amortization, net of tax per share	--	0.12
Adjusted net income	$0.40	$0.48
Diluted earnings per share:		
Reported net income	$0.39	$0.34
Goodwill amortization, net of tax per share	--	0.12
Adjusted net income	$0.39	$0.46

4. EARNINGS PER SHARE

The following tables set forth the details of basic and diluted earnings per share before extraordinary item:

Dollars in thousands, except per share amounts	THREE MONTHS ENDED SEPTEMBER 30 2002	2001
Net income	$8,983	$5,095
Weighted average common shares outstanding used in computing basic earnings per share	45,097,383	44,863,290
Common shares issuable upon exercise of dilutive stock options	1,807,543	2,046,303
Weighted average common shares outstanding and common share equivalents used in computing diluted earnings per share	46,904,926	46,909,593
Earnings per share:		
Basic	$0.20	$0.11
Diluted	$0.19	$0.11

Dollars in thousands, except per share amounts	NINE MONTHS ENDED SEPTEMBER 30 2002	2001
Income before extraordinary item	$19,073	$16,100
Weighted average common shares outstanding used in computing basic earnings per share	45,010,489	44,810,802
Common shares issuable upon exercise of dilutive stock options	1,886,699	2,151,527
Weighted average common shares outstanding and common share equivalents used in computing diluted earnings per share	46,897,188	46,962,329
Earnings per share before extraordinary item:		
Basic	$0.42	$0.36
Diluted	$0.41	$0.34

5. ACCOUNTS RECEIVABLE SECURITIZATION

Under its accounts receivable securitization program ("Receivables Facility"), WESCO sells, on a continuous basis, to WESCO Receivables Corporation, a wholly-owned, special purpose company ("SPC"), an undivided interest in all domestic accounts receivable. The SPC sells without recourse to a third-party conduit all the eligible receivables while maintaining a subordinated interest, in the form of overcollateralization, in a portion of the receivables. WESCO has agreed to continue servicing the sold receivables for the financial institution at market rates; accordingly, no servicing asset or liability has been recorded.

As of September 30, 2002 and December 31, 2001, securitized accounts receivable totaled approximately $361 million and $395 million, respectively, of which the subordinated retained interest was approximately $78 million and $65 million, respectively. Accordingly, approximately $283 million and $330 million of accounts receivable balances were removed from the consolidated balance sheets at September 30, 2002 and December 31, 2001, respectively. WESCO reduced its accounts receivable securitization program by $47 million in 2002. Costs associated with the Receivables Facility totaled $4.9 million and $14.5 million for the nine months ended September 30, 2002 and September 30, 2001, respectively. These amounts are recorded as other expense in the consolidated statements of operations and are primarily related to the discount and loss on the sale of accounts receivables, partially offset by related servicing revenue.

The key economic assumptions used to measure the retained interest at the date of the securitization for securitizations completed in 2002 were a discount rate of 2% and an estimated life of 1.5 months. At September 30, 2002, an immediate adverse change in the discount rate or estimated life of 10% and 20% would result in a reduction in the fair value of the retained interest of $0.1 million and $0.3 million, respectively. These sensitivities are hypothetical and should be used with caution. As the figures indicate, changes in fair value based on a 10% variation in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, in this example, the effect of a variation in a particular assumption on the fair value of the retained interest is calculated without changing any other assumption. In reality, changes in one factor may result in changes in another.

6. COMPREHENSIVE INCOME

The following tables set forth comprehensive income and its components:

In thousands	THREE MONTHS ENDED SEPTEMBER 30 2002	2001
Net income	$ 8,983	$ 5,095
Foreign currency translation adjustment	(1,635)	(444)
Comprehensive income	$ 7,348	$ 4,651

In thousands	NINE MONTHS ENDED SEPTEMBER 30 2002	2001
Net income	$18,394	$16,100
Foreign currency translation adjustment	556	(656)
Comprehensive income	$18,950	$15,444

7. CASH FLOW STATEMENT

The following table sets forth supplemental cash flow information with respect to acquisitions:

In thousands	NINE MONTHS ENDED SEPTEMBER 30 2002	2001
Details of acquisitions:		
Fair value of assets acquired	$ --	$61,678
Deferred acquisition payment	14,137	14,461
Liabilities assumed	--	(15,265)
Deferred acquisition payable	--	(5,000)
Cash paid for acquisitions	$14,137	$55,874

8. LONG-TERM DEBT

In March 2002, WESCO Distribution, Inc. entered into a $290 million revolving credit agreement that is collateralized by substantially all inventory owned by WESCO and also by the accounts receivable of WESCO Distribution Canada, Inc. Availability under the agreement, which matures in 2007, is limited to the amount of eligible inventory and Canadian receivables applied against certain advance rates. Proceeds from this agreement were used to retire WESCO Distribution, Inc.'s existing revolving credit facility. Interest on this new facility is at LIBOR plus a margin that will range between 2.0% to 2.75% depending upon the amount of excess availability under the facility. As long as the average daily excess availability for both the preceding and projected succeeding 90 day period is greater than $50 million, WESCO would be permitted to make acquisitions and repurchase outstanding public stock and bonds.

The above permitted transactions would also be allowed if such excess availability is between $25 million and $50 million and WESCO's fixed charge coverage ratio, as defined by the agreement, is at least 1.25 to 1.0 after taking into consideration the permitted transaction. Additionally, if WESCO's excess availability under the agreement is less than $50 million, WESCO must maintain a fixed charge coverage ratio of 1.1 to 1.0.

Upon entering the new agreement, WESCO incurred a $0.7 million extraordinary charge, net of tax, related to the write-off of debt issuance costs associated with the former agreement.

9. INCOME TAXES

The following table sets forth the reconciliation between the federal statutory income tax rate and the effective income tax rate:

	THREE MONTHS ENDED SEPTEMBER 30 2002	2001
Federal statutory rate	35.0%	35.0%
State income taxes	1.4	1.5
Nondeductible expenses	3.9	4.4
Foreign taxes	(0.6)	--
Reversal of income tax contingency accruals(1)	(91.1)	--
Other(2)	(3.1)	(0.9)
	(54.5)%	40.0%

	NINE MONTHS ENDED SEPTEMBER 30 2002	2001
Federal statutory rate	35.0%	35.0%
State income taxes	1.2	1.5
Nondeductible expenses	3.6	4.4
Foreign taxes	(1.7)	--
Remeasurement of deferred taxes(3)	(3.3)	--
Reversal of income tax contingency accrual(1)	(25.6)	--
Other(2)	(1.5)	(0.9)
	7.7%	40.0%

(1) Represents a benefit of $5.3 million from the resolution of prior tax year contingencies upon acceptance by the IRS of tax returns filed through 1998 and the expected favorable conclusion of the IRS examination for 1999.

(2) Includes the impact of adjustments for certain tax liabilities and the effect of differences between the recorded provision and the final filed tax return for the prior year.

(3) Reflects a decrease in the rate applied to deferred tax items from 40% to 38.25%. Management believes this revised estimate reflects the rate that will be in effect when these items reverse.

Current deferred income taxes changed from an asset of $8.3 million at December 31, 2001 to a liability of $1.3 million at September 30, 2002. The primary factors associated with the change in balance were tax accounting method changes related to certain working capital items.

10. OTHER FINANCIAL INFORMATION (UNAUDITED)

WESCO Distribution, Inc. has issued $400 million of 9 1/8% senior subordinated notes. The senior subordinated notes are fully and unconditionally guaranteed by WESCO International, Inc. on a subordinated basis to all existing and future senior indebtedness of WESCO International, Inc. Condensed consolidating financial information for WESCO International, Inc., WESCO Distribution, Inc. and the non-guarantor subsidiaries are as follows:

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING BALANCE SHEETS

	SEPTEMBER 30, 2002 (IN THOUSANDS)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Cash and cash equivalents	$ 2	$ 16,581	$ 9,184	$ --	$ 25,767
Trade accounts receivable	--	45,874	192,175	--	238,049
Inventories	--	309,913	43,167	--	353,080
Other current assets	--	41,695	14,674	(19,763)	36,606
Total current assets	2	414,063	259,200	(19,763)	653,502
Intercompany receivables, net	--	220,879	--	(220,879)	--
Property, buildings and equipment, net	--	42,620	68,910	--	111,530
Goodwill	--	272,663	39,128	--	311,791
Investments in affiliates and other noncurrent assets	384,464	324,545	35	(694,399)	14,645
Total assets	$ 384,466	$1,274,770	$ 367,273	$ (935,041)	$1,091,468
Accounts payable	$ --	$ 382,973	$ 6,736	$ --	$ 389,709
Other current liabilities	--	37,004	33,172	(19,763)	50,413
Total current liabilities	--	419,977	39,908	(19,763)	440,122
Intercompany payables, net	218,418	--	2,461	(220,879)	--
Long-term debt	--	439,594	14,001	--	453,595
Other noncurrent liabilities	--	30,735	2,476	--	33,211
Stockholders' equity	166,048	384,464	308,427	(694,399)	164,540
Total liabilities and stockholders' equity	$384,466	$1,274,770	$ 367,273	$ (935,041)	$1,091,468

	DECEMBER 31, 2001 (IN THOUSANDS)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Cash and cash equivalents	$ 2	$ 17,877	$ 57,178	$ --	$ 75,057
Trade accounts receivable	--	45,873	172,047	--	217,920
Inventories	--	341,597	38,425	--	380,022
Other current assets	--	50,514	24,481	(29,959)	45,036
Total current assets	2	455,861	292,131	(29,959)	718,035
Intercompany receivables, net	--	290,021	--	(290,021)	--
Property, buildings and equipment, net	--	49,330	71,269	--	120,599
Goodwill	--	272,281	38,792	--	311,073
Investments in affiliates and other noncurrent assets	372,598	276,886	2,869	(644,102)	8,251
Total assets	$372,600	$1,344,379	$405,061	$(964,082)	$1,157,958
Accounts payable	$ --	$ 450,107	$ 19,000	$ --	$ 469,107
Other current liabilities	--	53,858	36,473	(29,959)	60,372
Total current liabilities	--	503,965	55,473	(29,959)	529,479
Intercompany payables, net	225,886	--	64,135	(290,021)	--
Long-term debt	--	433,808	12,628	--	446,436
Other noncurrent liabilities	--	34,008	3,384	--	37,392
Stockholders' equity	146,714	372,598	269,441	(644,102)	144,651
Total liabilities and stockholders' equity	$372,600	$1,344,379	$405,061	$(964,082)	$1,157,958

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

THREE MONTHS ENDED SEPTEMBER 30, 2002

(IN THOUSANDS)

	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ --	$738,091	$114,858	$ --	$852,949
Cost of goods sold	--	613,083	93,379	--	706,462
Selling, general and administrative expenses	--	106,893	16,264	--	123,157
Depreciation and amortization	--	4,174	825	--	4,999
Results of affiliates' operations	6,753	12,524	--	(19,277)	--
Interest expense (income), net	(3,285)	12,690	1,320	--	10,725
Other (income) expense	--	18,192	(16,402)	--	1,790
Provision for (benefit from) income taxes	1,055	(11,170)	6,948	--	(3,167)
Net income (loss)	$ 8,983	$ 6,753	$ 12,524	$(19,277)	$ 8,983

THREE MONTHS ENDED SEPTEMBER 30, 2001

(IN THOUSANDS)

	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ --	$785,680	$119,874	$ --	$905,554
Cost of goods sold	--	648,587	97,748	--	746,335
Selling, general and administrative expenses	--	109,257	17,786	--	127,043
Depreciation and amortization	--	6,801	1,100	--	7,901
Results of affiliates' operations	8,086	21,127	--	(29,213)	--
Interest expense (income), net	(1,744)	16,476	(2,803)	--	11,929
Other (income) expense	--	23,458	(19,604)	--	3,854
Provision for (benefit from) income taxes	4,735	(5,858)	4,520	--	3,397
Net income (loss)	$ 5,095	$ 8,086	$ 21,127	$(29,213)	$ 5,095

	NINE MONTHS ENDED SEPTEMBER 30, 2002 (IN THOUSANDS)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ --	$2,181,864	$328,451	$ --	$2,510,315
Cost of goods sold	--	1,800,713	268,018	--	2,068,731
Selling, general and administrative expenses	--	320,019	48,630	--	368,649
Depreciation and amortization	--	12,142	2,426	--	14,568
Results of affiliates' operations	11,866	38,436	--	(50,302)	--
Interest expense (income), net	(9,749)	41,786	762	--	32,799
Other (income) expense	--	55,654	(50,750)	--	4,904
Provision for (benefit from) income taxes	3,221	(22,516)	20,886	--	1,591
Income (loss) before extraordinary item	18,394	12,502	38,479	(50,302)	19,073
Extraordinary item	--	(636)	(43)	--	(679)
Net income (loss)	$18,394	$ 11,866	$ 38,436	$(50,302)	$ 18,394

	NINE MONTHS ENDED SEPTEMBER 30, 2001 (IN THOUSANDS)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ --	$2,441,064	$336,683	$ --	$2,777,747
Cost of goods sold	--	2,012,733	273,845	--	2,286,578
Selling, general and administrative expenses	11	339,085	53,959	--	393,055
Depreciation and amortization	--	19,718	3,182	--	22,900
Results of affiliates' operations	16,459	46,754	--	(63,213)	--
Interest expense (income), net	(5,805)	48,501	(8,833)	--	33,863
Other (income) expense	--	71,746	(57,228)	--	14,518
Provision for (benefit from) income taxes	6,153	(20,424)	25,004	--	10,733
Net income (loss)	$16,100	$ 16,459	$ 46,754	$(63,213)	$ 16,100

WESCO INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

NINE MONTHS ENDED SEPTEMBER 30, 2002 (IN THOUSANDS)

	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net cash provided (used) by operating activities	$ 6,848	$ 20,188	$ (49,022)	$--	$(21,986)
Investing activities:					
Capital expenditures	--	(5,086)	(345)	--	(5,431)
Acquisitions and other	--	(13,382)	--	--	(13,382)
Net cash used in investing activities	--	(18,468)	(345)	--	(18,813)
Financing activities:					
Net borrowings (repayments)	(7,468)	988	1,373	--	(5,107)
Equity transactions	620	--	--	--	620
Other	--	(4,004)	--	--	(4,004)
Net cash (used in) provided by financing activities	(6,848)	(3,016)	1,373	--	(8,491)
Net change in cash and cash equivalents	--	(1,296)	(47,994)	--	(49,290)
Cash and cash equivalents at beginning of year	2	17,877	57,178	--	75,057
Cash and cash equivalents at end of period	$ 2	$ 16,581	$ 9,184	$--	$ 25,767

NINE MONTHS ENDED SEPTEMBER 30, 2001 (IN THOUSANDS)

	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net cash provided (used) by operating activities	$ 15,844	$(43,628)	$ 58,316	$(12,055)	$ 18,477
Investing activities:					
Capital expenditures	--	(6,324)	(4,520)	--	(10,844)
Acquisitions and other	--	(9,591)	(45,378)	--	(54,969)
Net cash used in investing activities	--	(15,915)	(49,898)	--	(65,813)
Financing activities:					
Net borrowings (repayments)	(16,264)	44,632	433	--	28,801
Equity transactions	416	--	--	--	416
Net cash (used in) provided by financing activities	(15,848)	44,632	433	--	29,217
Net change in cash and cash equivalents	(4)	(14,911)	8,851	(12,055)	(18,119)
Cash and cash equivalents at beginning of year	10	14,911	--	6,158	21,079
Cash and cash equivalents at end of period	$ 6	$ --	$ 8,851	$ (5,897)	$ 2,960

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the information in the unaudited condensed consolidated financial statements and notes thereto included herein and WESCO International Inc.'s Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in its 2001 Annual Report on Form 10-K.

GENERAL

WESCO is a full-line distributor of electrical supplies and equipment and is a provider of integrated supply procurement services. WESCO currently operates over 350 branch locations and five distribution centers in the United States, Canada, Mexico, Puerto Rico, Guam, the United Kingdom, Nigeria, Singapore and Venezuela. WESCO serves over 100,000 customers worldwide, offering over 1,000,000 products from over 24,000 suppliers. WESCO's diverse customer base includes a wide variety of industrial companies; contractors for industrial, commercial and residential projects; utility companies, and commercial, institutional and governmental customers. Approximately 89.5% of WESCO's net sales are generated from operations in the U.S., 8.5% from Canada and the remainder from other countries.

RECENT DEVELOPMENTS

Recent developments affecting the results of operations and financial position of WESCO include the following:

In March 2002, WESCO Distribution, Inc. entered into a $290 million revolving credit agreement that is collateralized by substantially all inventory owned by WESCO and also by the accounts receivable of WESCO Distribution Canada, Inc. Availability under the agreement, which matures in 2007, is limited to the amount of eligible inventory and Canadian receivables applied against certain advance rates. Proceeds from this agreement were used to retire WESCO Distribution, Inc.'s existing revolving credit facility. Interest on this new facility is at LIBOR plus a margin that ranges between 2.0% to 2.75% depending upon the amount of excess availability under the facility. As long as the average daily excess availability for both the preceding and projected succeeding 90 day period is greater than $50 million, WESCO would be permitted to make acquisitions and repurchase outstanding public stock and bonds.

The above permitted transactions would also be allowed if such excess availability is between $25 million and $50 million and WESCO's fixed charge coverage ratio, as defined by the agreement, is at least 1.25 to 1.0 after taking into consideration the permitted transaction. Additionally, if WESCO's excess availability under the agreement is less than $50 million, WESCO must maintain a fixed charge coverage ratio of 1.1 to 1.0.

At September 30, 2002, amounts available under the agreement were approximately $104.6 million and WESCO was in compliance with all covenants of the new facility.

RESULTS OF OPERATIONS

Third Quarter of 2002 versus Third Quarter of 2001

The following table sets forth the percentage relationship to net sales of certain items in WESCO's condensed consolidated statements of operations for the periods presented:

	THREE MONTHS ENDED SEPTEMBER 30	
	2002	2001
Net sales	100.0%	100.0%
Gross profit	17.2	17.6
Selling, general and administrative expenses	14.4	14.0
Depreciation and amortization	0.6	0.9
Income from operations	2.2	2.7
Interest expense	1.3	1.3
Other expense	0.2	0.4
Income before income taxes	0.7	1.0
(Benefit from) provision for income taxes	(0.4)	0.4
Net income	1.1%	0.6%

Net Sales. Net sales in the third quarter of 2002 decreased $52.6 million, or 5.8%, to $852.9 million compared with $905.5 million in the prior-year quarter. Improvement in our industrial accounts MRO sales was offset by continued weakness in the commercial construction and utility markets. The continued weakness in the North American economy has affected the markets where WESCO participates.

Gross Profit. Gross profit for the third quarter of 2002 decreased $12.7 million to $146.5 million from $159.2 million in the third quarter of 2001. The decrease in gross profit compared to prior year is primarily attributable to the decrease in sales versus prior year. Gross profit margin as a percentage of sales was 17.2 % for the quarter ended September 30, 2002 and 17.6% for the quarter ended September 30, 2001. Lower levels of supplier rebates and cash discounts that resulted from lower purchasing activity and working capital improvements were partially offset by billing margin improvements of approximately 30 basis points. In addition, during the fiscal 2002 third quarter, we recorded non-recurring charges of approximately $5.2 million to recognize additional inventory reserves. The reserves primarily address excess specialized inventory for customers in the telecommunications industry which has continued to show weakness and inventory associated with exiting certain international operations during the third quarter.

Selling, General and Administrative Expenses. Selling, general and administrative ("SG&A") expenses decreased $3.9 million, or 3.1%, to $123.2 million. The decrease was principally due to compensation and benefit program expense reductions. Bad debt expense was $2.7 million in both the third quarter of 2002 and 2001. Shipping and handling expense included in SG&A expenses amounts to $9.3 million and $9.6 million for the quarters ended September 30, 2002 and 2001, respectively. As a percent of sales, SG&A expenses increased to 14.4% compared with 14.0% in the prior year quarter reflecting lower sales volume in the current period.

Depreciation and Amortization. Depreciation and amortization decreased $2.9 million to $5.0 million reflecting the discontinuation of goodwill amortization based on WESCO's adoption of SFAS No. 142. Depreciation and amortization expense in 2001 included $3.0 million for amortization of goodwill.

Income From Operations. Income from operations decreased $5.9 million or 24.5% from the prior year quarter due primarily to the previously mentioned lower sales volume.

Interest and Other Expense. Interest expense totaled $10.7 million for the third quarter of 2002, a decrease of $1.2 million over the same period in 2001. Other expense totaled $1.8 million and $3.9 million in the third quarter of 2002 and 2001, respectively, and was comprised of costs associated with the accounts receivable securitization. The decrease was due to reduced fees and a lower level of securitized accounts receivable.

Income Taxes. For the three months ended September 30, 2002, the effective tax rate was a negative 54.5%. This is a result of a $5.3 million tax benefit for the reversal of income tax contingency accruals upon acceptance by the IRS of tax returns filed through 1998 and the expected favorable conclusion of the IRS examination for 1999. Excluding the effects of this benefit, the effective rate would have been 36.4%, compared to 40% for the same three-month period in 2001. This decrease is the result of less amortization in relation to the adoption of FAS 142 and the creation of a foreign finance company.

Net Income. Net income and diluted earnings per share totaled $9.0 million and $0.19, respectively, for the third quarter of 2002, compared with net income of $5.1 million, or $0.11 per diluted share, for the third quarter of 2001.

Nine Months Ended September 30, 2002 versus Nine Months Ended September 30, 2001

The following table sets forth the percentage relationship to net sales of certain items in WESCO's condensed consolidated statements of operations for the periods presented:

	NINE MONTHS ENDED SEPTEMBER 30 2002	2001
Net sales	100.0%	100.0%
Gross profit	17.6	17.7
Selling, general and administrative expenses	14.7	14.2
Depreciation and amortization	0.6	0.8
Income from operations	2.3	2.7
Interest expense	1.3	1.2
Other expense	0.2	0.5
Income before income taxes	0.8	1.0
Provision for income taxes	0.1	0.4
Extraordinary item, net of tax benefits	0.0	--
Net income	0.7%	0.6%

Net Sales. Net sales for the first nine months of 2002 decreased $267.4 million, or 9.6%, to $2.5 billion compared with $2.8 billion in the prior year period, primarily due to a sales decline in the Company's core business of 9.8%. The continued weakness in the North American economy has affected the markets where WESCO participates.

Gross Profit. Gross profit for the first nine months of 2002 decreased $49.6 million or 10.1% to $441.6 million from $491.2 million in 2001. The decrease was primarily due to the aforementioned sales deterioration in the Company's core business. Gross profit margin percentage was 17.6% and 17.7% for the current and prior year period, respectively. Billing margin improvements in the first nine months of 2002 of 30 basis points over 2001 were offset by increased inventory reserves, as well as, lower levels of supplier rebates and cash discounts that resulted from lower purchasing activity and working capital improvements.

Selling, General and Administrative Expenses. SG&A expenses decreased $24.4 million, or 6.2%, to $368.6 million. SG&A expenses associated with WESCO's core business decreased 6.8%. The decrease was principally due to compensation and benefit program expense reductions in the current period. Permanent employee headcount has been reduced approximately 12% since March of 2001. Bad debt expense for the nine months ended September 30, 2002 was $6.5 million compared to $8.7 million for the same period in 2001. The improvement from 2001 is primarily due to reducing exposure to troubled accounts and industries through more stringent credit policies. Shipping and handling expenses included in SG&A expense amounts to $28.2 million and $28.5 million for the nine months ended September 30, 2002 and September 30, 2001, respectively. As a percentage of net sales, SG&A expenses increased to 14.7% compared with 14.2% in the prior year period reflecting a lower relative sales level.

Depreciation and Amortization. Depreciation and amortization decreased $8.3 million to $14.6 million reflecting the discontinuation of goodwill amortization based on WESCO's adoption of SFAS No. 142. Depreciation and amortization expense in 2001 included $8.9 million for amortization of goodwill. Capitalized software amortization increased $1.6 million and depreciation expense decreased $1.0 million compared to 2001.

Interest and Other Expense. Interest expense totaled $32.8 million for the first nine months of 2002, a decrease of $1.1 million from the same period in 2001. Other expense totaled $4.9 million and $14.5 million for the first nine months of 2002 and 2001, respectively, and was comprised of costs associated with the accounts receivable securitization. The $9.6 million decrease was principally due to reduced fees and a lower level of securitized accounts receivable.

Income Taxes. The overall effective tax rate in 2002 is 7.7%, which has been decreased primarily by a $5.3 million third quarter benefit for the reversal of income tax contingency accruals upon acceptance by the IRS of tax returns filed through 1998 and the expected favorable conclusion of the IRS examination for 1999, as well as a first quarter income tax benefit of approximately $0.7 million related to the re-measurement of deferred taxes related to the cumulative impact of a change in the expected tax rate that will be applicable when these items reverse. The effective tax rate, excluding unusual items was approximately 36.6% in 2002 compared with 40.0% in 2001. The decrease in the effective tax rate is the result of the creation of a foreign finance company, and decreased amortization expense from the adoption of FAS 142.

Income Before Extraordinary Item. For the first nine months of 2002, income before extraordinary item totaled $19.1 million or $0.41 per diluted share, compared with $16.1 million, or $0.34 per diluted share in 2001. The increase in earnings is the result of lower income tax expense, lower SG&A, amortization and other expense, partially offset by lower gross profit in the current year.

Net Income. Net income and diluted earnings per share totaled $18.4 million and $0.39, respectively, for the first nine months of 2002, compared with $16.1 million, or $0.34 per diluted share, for the first nine months of 2001. Net income includes a $0.7 million extraordinary item net of tax, related to a charge incurred when WESCO replaced its revolving credit agreement.

LIQUIDITY AND CAPITAL RESOURCES

Total assets were $1.1 billion and $1.2 billion at September 30, 2002 and December 31, 2001, respectively. In addition, stockholders' equity was $164.5 million at September 30, 2002 compared to $144.7 million at December 31, 2001. Debt was $459.1 million at September 30, 2002 as compared to $452.0 million at December 31, 2001, an increase of $7.1 million.

An analysis of cash flows for the first nine months of 2002 and 2001 follows:

Operating Activities. Cash used by operating activities totaled $22.0 million in the first nine months of 2002, compared to cash provided of $18.5 million in the prior year. In connection with WESCO's asset securitization program, cash used by operations in 2002 and 2001 included $47.5 million and $20 million, respectively, used by our accounts receivable securitization program. Excluding this transaction, cash provided by operating activities was $25.5 million in 2002 compared to cash provided of $38.5 million in 2001. On this basis, the $13.0 million decrease in operating cash flow was primarily due to paydowns of accounts payable.

Investing Activities. Net cash used in investing activities was $18.8 million in the first nine months of 2002, compared to $65.8 million in 2001. Cash used for investing activities was higher in 2001 due to $41.7 million more in acquisition payments and $5.4 million more in capital expenditures. WESCO's capital expenditures for the nine months of 2002 were for computer equipment and software and branch and distribution center facility improvements.

Financing Activities. Cash used for financing activities totaled $8.5 million for the first nine months of 2002 reflecting net repayments of $5.1 million and cash expenditures for debt issuance costs. In the first nine months of 2001, cash provided by financing activities totaled $29.2 million primarily reflecting increased net borrowings of long-term debt.

In March 2002, WESCO Distribution, Inc. entered into a $290 million revolving credit agreement that is collateralized by substantially all inventory owned by WESCO and also by the accounts receivable of WESCO Distribution Canada, Inc. At September 30, 2002, amounts available under the agreement were approximately $104.6 million, and WESCO was in compliance with all covenants of the new facility.

WESCO's liquidity needs arise from seasonal working capital requirements, capital expenditures, acquisitions and debt service obligations. In addition, certain of our acquisition agreements contain earn-out provisions based principally on future earnings targets. The most significant of which relates to the acquisition of Bruckner Supply Company, which provides for an earn-out potential of $80 million during any one of the next three years if certain earnings targets are achieved. WESCO paid $10 million pursuant to this agreement in April 2002 related to 2000 performance. The maximum amount payable in any single year under this agreement is $30 million. Certain other acquisitions also contain contingent consideration provisions, only one of which could require a significant payment. Management estimates this payment could range from $0 to $20 million and would be made in 2008. To meet its funding requirements, WESCO uses a mix of internally generated cash flow, its revolving credit facility, its Receivables Facility and equity transactions.

At September 30, 2002 WESCO's securitized accounts receivable balance totaled $283 million.

As of October 31, 2002, WESCO has purchased $32.8 million of common stock pursuant to the WESCO International share repurchase program, since its inception. WESCO did not repurchase any shares under this program during the nine months ended September 30, 2002.

Management believes that cash generated from operations, together with amounts available under the credit agreement and the receivables facility, will be sufficient to meet WESCO's working capital, capital expenditures and other cash requirements for the foreseeable future. There can be no assurance, however, that this will be the case. Financing of acquisitions can be funded under the existing credit agreement and may, depending on the number and size of acquisitions, require the issuance of additional debt and equity securities.

As discussed above, WESCO refinanced its revolving credit facility in March 2002. The new facility matures in 2007. As a result of this refinancing and increased borrowings since December 31, 2001, WESCO is no longer obligated to repay $68.6 million in 2004. WESCO is contractually obligated to repay the revolving credit facility balance in 2007 and at September 30, 2002 the revolving credit facility balance was $63.5 million.

WESCO is currently working to complete a mortgage financing transaction to provide additional liquidity and financial flexibility for the Company, as well as to lock in attractive fixed interest rates for longer-term capital. Proceeds from the mortgage financing are expected to be up to approximately $50 million with a 22-year amortization schedule and a 10-year repayment period. The proceeds from the financing are expected to be used to reduce outstanding borrowings under WESCO's revolving credit facility. The mortgage financing, which is subject to continuing due diligence, market conditions and negotiation of final terms and agreements, is currently expected to be completed by the end of 2002.

Other than the revolving credit facility refinancing, there have been no material changes in WESCO's contractual cash obligations and other commercial commitments during the quarter ended September 30, 2002 that would require an update to the disclosure provided in WESCO's Form 10-K for the year ended December 31, 2001.

INFLATION

The rate of inflation, as measured by changes in the consumer price index, did not have a material effect on the sales or operating results of the Company during the periods presented. However, inflation in the future could affect the Company's operating costs. Price changes from suppliers have historically been consistent with inflation and have not had a material impact on the Company's results of operations.

SEASONALITY

WESCO's operating results are affected by certain seasonal factors. Sales are typically at their lowest during the first quarter due to a reduced level of activity during the early part of the year due to the cold and unpredictable weather. Sales increase during the warmer months beginning in March and continuing through November due to favorable conditions for construction and the tendency of companies to schedule maintenance and capital improvement spending during the middle and latter part of the year. Sales drop again slightly in December as the weather cools and also as a result of reduced level of activity during the holiday season. As a result, WESCO reports sales and earnings in the first and fourth quarters that are generally lower than that of the remaining quarters.

RECENT ACCOUNTING PRONOUNCEMENTS

Effective January 1, 2002, WESCO adopted SFAS No. 141, "Business Combinations" and SFAS No. 142, "Goodwill and Other Intangible Assets." Under SFAS No. 141, all business combinations are accounted for under the purchase method. Under SFAS No. 142, goodwill is no longer amortized, but will be reduced if it is found to be impaired. Goodwill is tested for impairment annually or more frequently when events or circumstances occur indicating that goodwill might be impaired. During the six months ended June 30, 2002, WESCO completed the transitional impairment review required by SFAS No. 142. Each of WESCO's seven reporting units was tested for impairment by comparing the implied fair value of each reporting unit with its carrying value using discounted cash flow analyses. Considerable management judgment is necessary to estimate discounted future cash flows. Assumptions used for these estimated cash flows were based on a combination of historical results and current internal forecasts. No impairment losses were identified as a result of this review. During the 4th quarter of 2002, WESCO intends to complete the required annual impairment testing of goodwill as of September 30, 2002.

In August 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment of Long-Lived Assets." This statement addresses financial accounting and reporting for the impairment of long-lived assets and for long-lived assets to be disposed of and supersedes SFAS No. 121. This statement retains the fundamental provisions of SFAS No. 121 for recognition and measurement of the impairment of long-lived assets to be held and used and measurement of long-lived assets to be disposed of by sale, whether previously held and used or newly acquired.

This statement was adopted by WESCO as of January 1, 2002. The adoption of this statement did not have a material impact on the results of operations or financial position of WESCO.

In April 2002, the FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections." SFAS No. 145 prescribes amendments to existing pronouncements on accounting for early retirements of debt and modifications of capital leases to operating leases. The provisions of this statement are effective for financial statements issued on or after May 15, 2002. The Company does not believe that the adoption of this statement will have a material impact on its financial statements.

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." SFAS No. 146 nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity," under which a liability for an exit cost was recognized at the date of an entity's commitment to an exit plan. SFAS No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized at fair value when the liability is incurred. The provisions of this statement are effective for exit or disposal activities that are initiated after December 31, 2002. The adoption of this statement did not have a material impact on WESCO's financial statements.

FORWARD-LOOKING STATEMENTS

From time to time in this report and in other written reports and oral statements, references are made to expectations regarding the future performance of WESCO. When used in this context, the words "anticipates," "plans," "believes," "estimates," "intends," "expects," "projects" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such words. Such statements including, but not limited to, WESCO's statements regarding its business strategy, growth strategy, productivity and profitability enhancement, new product and service introductions and liquidity and capital resources are based on management's beliefs, as well as on assumptions made by, and information currently available to, management, and involve various risks and uncertainties, certain of which are beyond WESCO's control. WESCO's actual results could differ materially from those expressed in any forward-looking statement made by or on behalf of WESCO. In light of these risks and uncertainties there can be no assurance that the forward-looking information will in fact prove to be accurate. Factors that might cause actual results to differ from such forward-looking statements include, but are not limited to, an increase in competition, the amount of outstanding indebtedness, the availability of appropriate acquisition opportunities, availability of key products, functionality of information systems, international operating environments and other risks that are described in WESCO's Annual Report on Form 10-K for the year ended December 31, 2001 which are incorporated by reference herein. WESCO has undertaken no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

Except as discussed below, there have not been any material changes to WESCO's exposures to market risk during the nine months ended September 30, 2002 that would require an update to the disclosures provided in WESCO's Form 10-K for the year-ended December 31, 2001.

At September 30, 2002 the net fair value of interest-rate-related derivatives designated as fair value hedges of debt resulted in an increase in the fair value of the hedge of $6.9 million.

ITEM 4. CONTROLS AND PROCEDURES

An evaluation was performed under the supervision and with the participation of our management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of our disclosure controls and procedures within 90 days before the filing date of this quarterly report. Based on that evaluation, management, including the CEO and CFO, concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by WESCO in reports that it files under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms. There have been no significant changes in our internal controls or in other factors that could significantly affect internal controls subsequent to their evaluation.

PART II - OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS

None were filed in the quarter ended September 30, 2002

(b) REPORTS ON FORM 8-K

On August 15, 2002 WESCO filed a Current Report on Form 8-K pursuant to Item 9. On August, 15, 2002, WESCO furnished the information pursuant to Regulation FD promulgated by the Securities and Exchange Commission ("SEC").

On August 22, 2002 WESCO filed a Current Report on Form 8-K pursuant to Item 5. On August 20, 2002, Standard & Poor's Ratings Services revised its outlook on WESCO Distribution, Inc., a wholly owned subsidiary of WESCO, to negative from stable because of the uncertainties regarding the timing and magnitude of recovery of its key industrial and construction markets.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on November 8, 2002 on its behalf by the undersigned thereunto duly authorized.

WESCO International, Inc. and Subsidiaries

By: /s/ Stephen A. Van Oss

Stephen A. Van Oss
Vice President, Chief Financial Officer

CERTIFICATION PURSUANT TO
THE SARBANES-OXLEY ACT OF 2002

I, Roy W. Haley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of WESCO International, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

    a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

    c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 8, 2002   By: /s/ Roy W. Haley

Roy W. Haley
Chairman and Chief Executive Officer

CERTIFICATION PURSUANT TO
THE SARBANES-OXLEY ACT OF 2002

I, Stephen A. Van Oss, certify that:

1. I have reviewed this quarterly report on Form 10-Q of WESCO International, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

    a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

    c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 8, 2002

By: /s/ Stephen A. Van Oss

Stephen A. Van Oss
Vice President, Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of WESCO International, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: November 8, 2002 By: /s/ Roy W. Haley

Roy W. Haley
Chairman and Chief Executive Officer

Date: November 8, 2002 By: /s/ Stephen A. Van Oss

Stephen A. Van Oss
Vice President, Chief Financial Officer