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, 2001

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, 2001 WESCO International, Inc. had 40,217,896 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 2001	DECEMBER 31 2000
	(UNAUDITED)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 2,960	$ 21,079
Trade accounts receivable, net of allowance for doubtful accounts of $12,643 and $9,794 in 2001 and 2000, respectively	254,967	259,988
Other accounts receivable	20,690	31,365
Inventories	416,607	421,083
Income taxes receivable	8,364	10,951
Prepaid expenses and other current assets	6,597	5,602
Deferred income taxes	13,793	14,157
Total current assets	723,978	764,225
Property, buildings and equipment, net	121,829	123,477
Goodwill and other intangibles, net of accumulated amortization of $37,982 and $29,053 in 2001 and 2000, respectively	307,225	277,763
Other assets	5,363	4,568
Total assets	$ 1,158,395	$ 1,170,033
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 430,256	$ 460,535
Accrued payroll and benefit costs	15,951	27,027
Current portion of long-term debt	1,530	585
Other current liabilities	36,016	35,695
Total current liabilities	483,753	523,842
Long-term debt	489,798	482,740
Other noncurrent liabilities	7,871	6,823
Deferred income taxes	36,351	31,641
Total liabilities	1,017,773	1,045,046
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, 44,250,544 and 44,093,664 shares issued in 2001 and 2000, respectively	442	441
Class B nonvoting convertible common stock, $.01 par value; 20,000,000 shares authorized, 4,653,131 issued in 2001 and 2000	46	46
Additional capital	569,924	569,288
Retained earnings (deficit)	(394,044)	(410,144)
Treasury stock, at cost; 4,032,648 and 3,976,897 shares in 2001 and 2000	(33,852)	(33,406)
Accumulated other comprehensive income (loss)	(1,894)	(1,238)
Total stockholders' equity	140,622	124,987
Total liabilities and stockholders' equity	$ 1,158,395	$ 1,170,033

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 2001	THREE MONTHS ENDED SEPTEMBER 30 2000	NINE MONTHS ENDED SEPTEMBER 30 2001	NINE MONTHS ENDED SEPTEMBER 30 2000
Net sales	$ 905,554	$ 976,332	$2,777,747	$2,892,285
Cost of goods sold	746,335	797,381	2,286,578	2,374,444
Gross profit	159,219	178,951	491,169	517,841
Selling, general and administrative expenses	127,043	130,253	393,055	388,181
Depreciation and amortization	7,901	6,344	22,900	17,855
Income from operations	24,275	42,354	75,214	111,805
Interest expense, net	11,929	11,046	33,863	32,665
Other expense	3,854	6,994	14,518	18,243
Income before income taxes	8,492	24,314	26,833	60,897
Provision for income taxes	3,397	9,711	10,733	24,308
Net income	$ 5,095	$ 14,603	$ 16,100	$ 36,589
Earnings per share:				
Basic	$ 0.11	$ 0.32	$ 0.36	$ 0.80
Diluted	$ 0.11	$ 0.31	$ 0.34	$ 0.76

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 2001	2000
OPERATING ACTIVITIES:		
Net income	$ 16,100	$ 36,589
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	22,900	17,855
Accretion of original issue and amortization of purchase discounts	1,058	861
Amortization of debt issuance costs and interest rate caps	975	455
Loss (gain) on sale of property, buildings and equipment	(641)	(298)
Deferred income taxes	5,074	(74)
Changes in assets and liabilities, excluding the effects of acquisitions:		
Change in receivable facility	(20,000)	40,000
Trade and other receivables	50,023	(94,055)
Inventories	12,381	(32,758)
Other current and noncurrent assets	2,103	8,806
Accounts payable	(65,970)	50,763
Accrued payroll and benefit costs	(11,076)	2,589
Other current and noncurrent liabilities	5,550	7,847
Net cash provided by operating activities	18,477	38,580
INVESTING ACTIVITIES:		
Capital expenditures	(10,844)	(14,845)
Proceeds from the sale of property, buildings and equipment	905	687
Receipts from (advances to) affiliate	--	224
Acquisitions, net of cash acquired	(55,874)	(17,414)
Net cash used for investing activities	(65,813)	(31,348)
FINANCING ACTIVITIES:		
Proceeds from issuance of long-term debt	635,885	547,331
Repayments of long-term debt	(606,351)	(518,975)
Repurchase of common stock	--	(27,686)
Debt issue costs	(733)	--
Exercise of stock options	416	1,343
Net cash provided by financing activities	29,217	2,013
Net change in cash and cash equivalents	(18,119)	9,245
Cash and cash equivalents at the beginning of period	21,079	8,819
Cash and cash equivalents at the end of period	$ 2,960	$ 18,064

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 is engaged principally in one line of business - the sale of electrical products and maintenance, repair and operating supplies. WESCO currently operates approximately 360 branches and five distribution centers in the United States, Canada, Mexico, Puerto Rico, Guam, the United Kingdom and Singapore.

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 2000 Annual Report on Form 10-K filed with the Securities and Exchange Commission.

The unaudited condensed consolidated balance sheet as of September 30, 2001, the unaudited condensed consolidated statements of operations for the three months and nine months ended September 30, 2001 and 2000, and the unaudited condensed consolidated statements of cash flows for the nine months ended September 30, 2001 and 2000, 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.

Recent Accounting Pronouncements

In June 1998, the Financial Accounting Standards Board ("FASB") issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." This statement, as amended by SFAS No. 138, was adopted by WESCO on January 1, 2001. This statement requires the recognition of the fair value of any derivative financial instrument on the balance sheet. Changes in fair value of the derivative and, in certain instances, changes in the fair value of an underlying hedged asset or liability, are recognized through either income or as a component of other comprehensive income. The adoption of this statement did not have a material impact on the results of operations or financial position of WESCO.

In September 2000, the FASB issued SFAS No. 140, a modification of SFAS No. 125. SFAS No. 140 is effective for transfers after March 31, 2001 and is effective for disclosures about securitizations and collateral and for recognition and reclassification of collateral for fiscal years ending after December 15, 2000. The disclosure provisions of this statement have been adopted. The adoption of this statement for future transfers did not have a material impact on the results of operations or financial position of WESCO.

In July 2001, the FASB issued 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 will no longer be amortized, but will be reduced only if it was found to be impaired. Goodwill would be tested for impairment annually or more frequently when events or circumstances occur indicating that goodwill might be impaired. A fair-value based impairment test would be used to measure goodwill for impairment. As goodwill is measured as a residual amount in an acquisition, it is not possible to directly measure the fair value of goodwill. Under this statement, the net assets of a reporting unit are subtracted from the fair value of that reporting unit to determine the implied fair value of goodwill. An impairment loss would be recognized to the extent the carrying amount of goodwill exceeds the implied fair value. The provisions of this statement are effective for all business combinations completed after July 1, 2001 and fiscal years beginning after December 15, 2001 for existing goodwill. Management believes the adoption of this standard, will have a material non-cash impact on the financial statements. For the nine months ended September 30, 2001, goodwill amortization was $8.9 million.

3. ACQUISITIONS

In March 2001, WESCO completed its acquisition of all of the outstanding common stock of Herning Underground Supply, Inc. and Alliance Utility Products, Inc. (collectively "Herning") headquartered in Hayward, California. Herning, a distributor of gas, lighting and communication utility products, reported net sales of approximately $112 million in 2000. This acquisition was accounted for under the purchase method of accounting (See Note 7).

4. EARNINGS PER SHARE

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

Dollars in thousands, except per share amounts	THREE MONTHS ENDED SEPTEMBER 30 2001	THREE MONTHS ENDED SEPTEMBER 30 2000
Net income	$ 5,095	$ 14,603
Weighted average common shares outstanding used in computing basic earnings per share	44,863,290	44,938,713
Common shares issuable upon exercise of dilutive stock options	2,046,303	2,414,878
Weighted average common shares outstanding and common share equivalents used in computing diluted earnings per share	46,909,593	47,353,591
Earnings per share:		
Basic	$ 0.11	$ 0.32
Diluted	$ 0.11	0.31

Dollars in thousands, except per share amounts	NINE MONTHS ENDED SEPTEMBER 30 2001	NINE MONTHS ENDED SEPTEMBER 30 2000
Net income	$ 16,100	$ 36,589
Weighted average common shares outstanding used in computing basic earnings per share	44,810,802	45,543,223
Common shares issuable upon exercise of dilutive stock options	2,151,527	2,478,928
Weighted average common shares outstanding and common share equivalents used in computing diluted earnings per share	46,962,329	48,022,151
Earnings per share:		
Basic	$ 0.36	$ 0.80
Diluted	$ 0.34	0.76

5. ACCOUNTS RECEIVABLE SECURITIZATION

In June 1999, WESCO and certain of its subsidiaries terminated its previous accounts receivable securitization program and entered into a new accounts receivable securitization program ("Receivables Facility"). Under the Receivables Facility, WESCO sells, on a continuous basis, to WESCO Receivables Corporation, a wholly-owned, special purpose company ("SPC"), an undivided interest in all eligible accounts receivable. The SPC sells without recourse to a third-party conduit all the 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, 2001 and December 31, 2000, securitized accounts receivable totaled approximately $439 million and $479 million, respectively, of which the subordinated retained interest was approximately $81 million and $101 million, respectively. Accordingly, approximately $358 million and $378 million of accounts receivable balances were removed from the consolidated balance sheets at September 30, 2001 and December 31, 2000, respectively. Net proceeds from the transactions totaled $40.0 million in 2000. Costs associated with the Receivables Facility totaled $14.5 million and $18.2 million for the nine months ended September 30, 2001 and 2000, respectively. These amounts are recorded as other expenses in the consolidated statements of operations and are primarily related to the discount and loss on the sale of accounts receivable, partially offset by related servicing revenue.

The key economic assumptions used to measure the retained interest at the date of the securitization or securitizations completed in 2001 were a discount rate of 4% and an estimated life of 1.5 months. At September 30, 2001, 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 $0.3 million and $0.5 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:

	THREE MONTHS ENDED SEPTEMBER 30	
In thousands	2001	2000
Net income	$5,095	$14,603
Foreign currency translation adjustment	(444)	(149)
Comprehensive income	$4,651	$14,454

	NINE MONTHS ENDED SEPTEMBER 30	
In thousands	2001	2000
Net income	$16,100	$36,589
Foreign currency translation adjustment	(656)	(533)
Comprehensive income	$15,444	$36,056

7. CASH FLOW STATEMENT

Supplemental cash flow information with respect to acquisitions was as follows:

	NINE MONTHS ENDED SEPTEMBER 30	
In thousands	2001	2000
Details of acquisitions:		
Fair value of assets acquired	$61,678	$29,537
Deferred acquisition payment	14,461	3,353
Liabilities assumed	(15,265)	(7,726)
Deferred acquisition payable	(5,000)	(7,750)
Cash paid for acquisitions	$55,874	$17,414

8. LONG TERM DEBT

On August 23, 2001, WESCO completed an offering of $100 million in aggregate principal amount of 9 1/8% senior subordinated notes due on June 1, 2008. The notes were issued with an issue price of 90.142%. The net proceeds received by WESCO from the offering were approximately $87.6 million after deducting the initial purchasers' discount and before offering expenses. The net proceeds were used to repay a portion of the outstanding indebtedness of the Company under its revolving credit facility.

On August 3, 2001, WESCO entered into a further amendment to its revolving credit facility. Under the new amendment, the borrowing margins applicable to advances under the facility, which previously ranged from 100 to 200 basis points, were amended to range from 150 to 250 basis points, depending upon its leverage ratio. The new amendment provided for an initial reduction in the maximum amount available from $379 million to $285 million and also for subsequent decreases to $185 million at maturity in 2004. Amounts available under the Company's revolving credit agreement as of September 30, 2001 were approximately $159 million.

9. OTHER FINANCIAL INFORMATION (UNAUDITED)

In June 1998, WESCO Distribution, Inc. issued $300 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, 2001 (IN THOUSANDS)				
	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Cash and cash equivalents	$ 6	$ --	$ 8,851	$ (5,897)	$ 2,960
Trade accounts receivable	--	43,432	211,535	--	254,967
Inventories	--	377,156	39,451	--	416,607
Other current assets	--	51,257	19,927	(21,740)	49,444
Total current assets	6	471,845	279,764	(27,637)	723,978
Intercompany receivables, net	--	345,356	--	(345,356)	--
Property, buildings and equipment, net	--	50,414	71,415	--	121,829
Goodwill and other intangibles, net	--	265,225	42,000	--	307,225
Investments in affiliates and other noncurrent assets	486,699	334,266	123	(815,725)	5,363
Total assets	$ 486,705	$ 1,467,106	$ 393,302	$(1,188,718)	$ 1,158,395
Accounts payable	$ --	$ 431,083	$ 5,070	$ (5,897)	$ 430,256
Other current liabilities	10,272	46,427	18,538	(21,740)	53,497
Total current liabilities	10,272	477,510	23,608	(27,637)	483,753
Intercompany payables, net	333,917	--	11,439	(345,356)	--
Long-term debt	--	461,945	27,853	--	489,798
Other noncurrent liabilities	--	40,952	3,270	--	44,222
Stockholders' equity	142,516	486,699	327,132	(815,725)	140,622
Total liabilities and stockholders' equity	$ 486,705	$ 1,467,106	$ 393,302	$(1,188,718)	$ 1,158,395

(In thousands)	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
	DECEMBER 31, 2000 (IN THOUSANDS)				
Cash and cash equivalents	$ 10	$ 14,911	$ --	$ 6,158	$ 21,079
Trade accounts receivable	--	43,790	216,198	--	259,988
Inventories	--	383,025	38,058	--	421,083
Other current assets	--	63,212	18,768	(19,905)	62,075
Total current assets	10	504,938	273,024	(13,747)	764,225
Intercompany receivables, net	--	317,818	32,364	(350,182)	--
Property, buildings and equipment, net	--	53,280	70,197	--	123,477
Goodwill and other intangibles, net	--	271,690	6,073	--	277,763
Investments in affiliates and other noncurrent assets	482,026	295,094	117	(772,669)	4,568
Total assets	$ 482,036	$ 1,442,820	$ 381,775	$(1,136,598)	$ 1,170,033
Accounts payable	$ --	$ 410,171	$ 44,206	$ 6,158	$ 460,535
Other current liabilities	5,629	54,828	22,755	(19,905)	63,307
Total current liabilities	5,629	464,999	66,961	(13,747)	523,842
Intercompany payables, net	350,182	--	--	(350,182)	--
Long-term debt	--	460,416	22,324	--	482,740
Other noncurrent liabilities	--	35,379	3,085	--	38,464
Stockholders' equity	126,225	482,026	289,405	(772,669)	124,987
Total liabilities and stockholders' equity	$ 482,036	$ 1,442,820	$ 381,775	$(1,136,598)	$ 1,170,033

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

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 .	(3,700)	12,756	--	(9,056)	--
Interest expense (income), net	(13,530)	16,476	8,983	--	11,929
Other (income) expense	--	23,458	(19,604)	--	3,854
Provision for income taxes	4,735	(2,443)	1,105	--	3,397
Net income (loss)	$ 5,095	$ (3,700)	$ 12,756	$ (9,056)	$ 5,095

THREE MONTHS ENDED SEPTEMBER 30, 2000

(IN THOUSANDS)

	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ --	$ 880,002	$ 96,330	$ --	$ 976,332
Cost of goods sold	--	719,544	77,837	--	797,381
Selling, general and administrative expenses	--	119,767	10,486	--	130,253
Depreciation and amortization	--	5,577	767	--	6,344
Results of affiliates' operations .	11,972	16,762	--	(28,734)	--
Interest expense (income), net	(4,047)	17,648	(2,555)	--	11,046
Other (income) expense	--	23,771	(16,777)	--	6,994
Provision for income taxes	1,416	(1,515)	9,810	--	9,711
Net income (loss)	$ 14,603	$ 11,972	$ 16,762	$ (28,734)	$ 14,603

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	4,673	38,383	--	(43,056)	--
Interest expense (income), net	(17,591)	48,501	2,953	--	33,863
Other (income) expense	--	71,746	(57,228)	--	14,518
Provision for income taxes	6,153	(17,009)	21,589	--	10,733
Net income (loss)	$ 16,100	$ 4,673	$ 38,383	$ (43,056)	$ 16,100

NINE MONTHS ENDED SEPTEMBER 30, 2000

(IN THOUSANDS)

	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net sales	$ --	$ 2,609,208	$ 283,077	$ --	$ 2,892,285
Cost of goods sold	--	2,143,712	230,732	--	2,374,444
Selling, general and administrative expenses	--	361,433	26,748	--	388,181
Depreciation and amortization	--	15,573	2,282	--	17,855
Results of affiliates' operations	28,731	54,245	--	(82,976)	--
Interest expense (income), net	(12,089)	51,983	(7,229)	--	32,665
Other (income) expense	--	72,348	(54,105)	--	18,243
Provision for income taxes	4,231	(10,327)	30,404	--	24,308
Net income (loss)	$ 36,589	$ 28,731	$ 54,245	$ (82,976)	$ 36,589

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

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

NINE MONTHS ENDED SEPTEMBER 30, 2000

(IN THOUSANDS)

	WESCO International, Inc.	WESCO Distribution, Inc.	Non-Guarantor Subsidiaries	Consolidating and Eliminating Entries	Consolidated
Net cash provided (used) by operating activities	$ 5,234	$ 36,330	$(26,055)	$ 23,071	$ 38,580
Investing activities:					
Capital expenditures	--	(11,178)	(3,667)	--	(14,845)
Acquisitions and other	--	(16,503)	--	--	(16,503)
Net cash used in investing activities	--	(27,681)	(3,667)	--	(31,348)
Financing activities:					
Net borrowings (repayments)	21,109	3,101	9,214	(5,068)	28,356
Equity transactions	(26,343)	--	--	--	(26,343)
Net cash (used in) provided by financing activities	(5,234)	3,101	9,214	(5,068)	2,013
Net change in cash and cash equivalents	--	11,750	(20,508)	18,003	9,245
Cash and cash equivalents at beginning of year	10	--	26,812	(18,003)	8,819
Cash and cash equivalents at end of period	$ 10	$ 11,750	$ 6,304	$ --	$ 18,064

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 2000 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 approximately 360 branch locations and five distribution centers in the United States, Canada, Mexico, Puerto Rico, Guam, the United Kingdom and Singapore. WESCO serves over 130,000 customers worldwide, offering over 1,000,000 products from over 23,000 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 90% of WESCO's net sales are generated from operations in the U.S., 8% 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:

On August 23, 2001, WESCO completed an offering of $100 million in aggregate principal amount of 9 1/8% senior subordinated notes due on June 1, 2008. The notes were issued with an issue price of 90.142%. The net proceeds received by WESCO from the offering were approximately $87.6 million after deducting the initial purchasers' discount and before offering expenses. The net proceeds were used to repay a portion of the outstanding indebtedness of the Company under its revolving credit facility.

In March 2001, WESCO completed its acquisition of all of the outstanding common stock of Herning Underground Supply, Inc. and Alliance Utility Products, Inc. (collectively "Herning") headquartered in Hayward, California. Herning, a distributor of gas, lighting and communication utility products, reported net sales of approximately $112 million in 2000. This acquisition was accounted for under the purchase method of accounting.

RESULTS OF OPERATIONS

Third Quarter of 2001 versus Third Quarter of 2000

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	
	2001	2000
Net sales	100.0%	100.0%
Gross profit	17.6	18.3
Selling, general and administrative expenses	14.0	13.3
Depreciation and amortization	0.9	0.7
Income from operations	2.7	4.3
Interest expense	1.3	1.1
Other expense	0.4	0.7
Income before income taxes	1.0	2.5
Provision for income taxes	0.4	1.0
Net income	0.6%	1.5%

Net Sales. Net sales in the third quarter of 2001 decreased $70.7 million, or 7.3%, to $905.6 million compared with $976.3 million in the prior-year quarter, primarily due to a sales decline in the Company's core business partially offset by an increase in sales of acquired companies. Core business sales decreased 10.2% from the prior year quarter.

Gross Profit. Gross profit for the third quarter of 2001 decreased $19.8 million to $159.2 million from $179.0 million in the third quarter of 2000. The decrease in gross profit compared to prior year is primarily attributable to the decrease in sales versus prior year. Gross profit as a percentage of sales was 17.6 % for the quarter ended September 30, 2001 and 18.3% for the quarter ended September 30, 2000. The decline in the gross profit percentage resulted primarily from reduced rebates from vendors and, to a lesser extent, costs associated with the Company's inventory reduction program.

Selling, General and Administrative Expenses. Selling, general and administrative ("SG&A") expenses decreased $3.2 million, or 2.5%, to $127.0 million. SG&A expenses associated with WESCO's core business companies decreased 5.7%. The decrease was principally due to a reduction in certain discretionary benefits, partially offset by increased bad debt expense in the current period. As a percent of sales, SG&A expenses increased to 14.0% compared with 13.3% in the prior year quarter reflecting lower sales volume in the current period.

Depreciation and Amortization. Depreciation and amortization increased $1.6 million to $7.9 million reflecting higher amortization of goodwill from acquisitions and increases in property, buildings and equipment over the prior year.

Income From Operations. Income from operations decreased $18.1 million or 42.7% from the prior year quarter due to the previously mentioned lower sales volume.

Interest and Other Expense. Interest expense totaled $11.9 million for the third quarter of 2001, an increase of $0.9 million over the same period in 2000. The increase in interest expense results primarily from an increase in average debt level compared to the previous year somewhat offset by lower average interest rates. Other expense totaled $3.9 million and $7.0 million in the third quarter of 2001 and 2000, respectively, reflecting costs associated with the accounts receivable securitization. The decrease was due to decreased fees associated with the securitized accounts receivable.

Income Taxes. Income tax expense totaled $3.4 million in the third quarter of 2001 and the effective tax rate was 40%. In the third quarter of 2000, income tax expense totaled $9.7 million and the effective tax rate was 39.9%. The effective tax rates differ from the federal statutory rate primarily due to state income taxes and nondeductible expenses.

Net Income. Net income and diluted earnings per share totaled $5.1 million and $0.11, respectively, for the third quarter of 2001, compared with net income of $14.6 million, or $0.31 per diluted share, for the third quarter of 2000.

Nine Months Ended September 30, 2001 versus Nine Months Ended September 30, 2000

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	
	2001	2000
Net sales	100.0%	100.0%
Gross profit	17.7	17.9
Selling, general and administrative expenses	14.2	13.4
Depreciation and amortization	0.8	0.6
Income from operations	2.7	3.9
Interest expense	1.2	1.1
Other expense	0.5	0.7
Income before income taxes	1.0	2.1
Provision for income taxes	0.4	0.8
Net income	0.6%	1.3%

Net Sales. Net sales for the first nine months of 2001 decreased $114.5 million, or 4.0%, to $2.8 billion compared with $2.9 billion in the prior year period, primarily due to a 7.0% sales decline in the WESCO's core business that was offset somewhat by increased sales of acquired companies as compared to the prior year period.

Gross Profit. Gross profit for the first nine months of 2001 decreased $26.6 million or 5.2% to $491.2 million from $517.8 million in 2000. The decrease was primarily due to the aforementioned sales decline in the Company's core business. Gross profit percentage was 17.7% and 17.9% for the current and prior year period, respectively.

Selling, General and Administrative Expenses. SG&A expenses increased $4.9 million, or 1.3%, to $393.1 million. SG&A expenses in WESCO's core business decreased $8.0 million due primarily to a reduction in certain discretionary benefits partially offset by increased bad debt expense. As a percentage of net sales, SG&A expenses increased to 14.2% compared with 13.4% in the prior year period reflecting a lower relative sales level.

Depreciation and Amortization. Depreciation and amortization increased $5.0 million to $22.9 million reflecting higher amortization of goodwill from acquisitions and increases in property, buildings and equipment over the prior year.

Interest and Other Expense. Interest expense totaled $33.9 million for the first nine months of 2001, an increase of $1.2 million from the same period in 2000. Other expense totaled $14.5 million and $18.2 million for the first nine months of 2001 and 2000, respectively, reflecting costs associated with the accounts receivable securitization. The $3.7 million decrease was principally due to the decreased fees associated with the securitized accounts receivable.

Income Taxes. Income tax expense totaled $10.7 million and $24.3 million in the first nine months of 2001 and 2000, respectively. The effective tax rates for 2001 and 2000 were 40% and 39.9%, respectively. The effective tax rates differ from the federal statutory rate primarily due to state income taxes and nondeductible expenses.

Net Income. Net income and diluted earnings per share totaled $16.1 million and $0.34, respectively, for the first nine months of 2001, compared with $36.6 million, or $0.76 per diluted share, for the first nine months of 2000.

LIQUIDITY AND CAPITAL RESOURCES

Total assets were $1,158.4 million and $1,170.0 million at September 30, 2001 and December 31, 2000, respectively. In addition, stockholders' equity was $140.6 million at September 30, 2001 compared to $125.0 million at December 31, 2000. Debt was $491.3 million at September 30, 2001 as compared to $483.3 million at December 31, 2000, an increase of $8 million.

An analysis of cash flows for the first nine months of 2001 and 2000 follows:

Operating Activities. Cash provided by operating activities totaled $18.5 million in the first nine months of 2001, compared to $38.6 million in the prior year. Cash provided by operations in 2001 includes $20 million used by our accounts receivable securitization program. Cash provided by operations in 2000 included proceeds of $40 million from the sale of accounts receivable. Excluding these transactions, cash provided by operating activities was $38.5 million in 2001 compared to cash used by operations of $1.4 million in 2000. On this basis, the $39.9 million increase in operating cash flow, compared to 2000, was primarily generated by changes in components of working capital, offset by decreased income adjusted for non-cash charges.

Investing Activities. Net cash used for investing activities was $65.8 million in the first nine months of 2001, compared to $31.3 million in 2000. Cash used for investing activities increased in 2001 primarily due to a $38.5 million increase in cash paid for acquisitions partially offset by $4.0 million decrease in capital expenditures compared with the same period in 2000. WESCO's capital expenditures for the nine months of 2001 were for computer equipment and software and branch and distribution center facility improvements.

Financing Activities. Cash provided by financing activities totaled $29.2 million for the first nine months of 2001 primarily reflecting increased issuance of debt. In the first nine months of 2000, cash provided by financing activities totaled $2.0 million, principally related to increased borrowings of $28.4 million offset by stock repurchases of $27.7 million under the Company's common stock purchase program.

WESCO's liquidity needs arise from seasonal working capital requirements, capital expenditures, debt service obligations and acquisitions. In addition, certain of the Company's acquisition agreements contain earn-out provisions typically based on future earnings targets. The most significant of these agreements relates to the Bruckner acquisition which provides for an earn-out potential of $100 million during the next four years if certain earnings targets are achieved. Certain other acquisitions also contain contingent consideration provisions, one of which could be significant, as it is based on, among other things, a multiple of increases in operating income.

On August 3, 2001, WESCO entered into a further amendment to its revolving credit facility. Under the new amendment, the borrowing margins applicable to advances under the facility, which previously ranged from 100 to 200 basis points, were amended to range from 150 to 250 basis points, depending upon its leverage ratio. The new amendment provided for an initial reduction in the maximum amount available from $379 million to $285 million and also for subsequent decreases to $185 million at maturity in 2004. Amounts available under the Company's revolving credit agreement as of September 30, 2001 were approximately $159 million.

The amendment modified certain financial and other covenants, which eased restrictions on the amounts that may be borrowed. These covenants include applicable leverage ratios, interest coverage ratios and working capital ratios. Starting in the fourth quarter of 2001, and continuing semi-annually, these covenants become more restrictive. The amendment restricts our ability to make acquisitions and prohibits WESCO from repurchasing shares of its common stock under the share repurchase program.

On August 23, 2001, WESCO completed an offering of $100 million in aggregate principal amount of senior subordinated notes due 2008. The notes were issued with an issue price of 90.142%. The net proceeds received by the Company from the offering were approximately $87.6 million after deducting the initial purchasers' discount and before offering expenses. The net proceeds were used to repay a portion of the outstanding indebtedness of the Company under its revolving credit facility.

In addition to cash generated from operations and amounts available under the credit facilities, WESCO utilizes a receivables facility to provide liquidity. At September 30, 2001 WESCO's securitized accounts receivable balance totaled $355 million, a decrease of $20 million from December 31, 2000.

WESCO's board of directors authorized a $50 million share repurchase program. As of October 15, 2001, WESCO has purchased $32.8 million of common stock pursuant to this program, since its inception. WESCO did not repurchase any shares under this program during the nine months ended September 30, 2001.

Management believes that cash generated from operations, together with amounts available under the revolving credit agreement and other equity or debt financing 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.

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

In June 1998, the Financial Accounting Standards Board ("FASB") issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." This statement, as amended by SFAS No. 138, was adopted by WESCO on January 1, 2001. This statement requires the recognition of the fair value of any derivative financial instrument on the balance sheet. Changes in fair value of the derivative and, in certain instances, changes in the fair value of an underlying hedged asset or liability, are recognized through either income or as a component of other comprehensive income. The adoption of this statement did not have a material impact on the results of operations or financial position of WESCO.

In September 2000, the FASB issued SFAS No. 140, a modification of SFAS No. 125. SFAS No. 140 is effective for transfers after March 31, 2001 and is effective for disclosures about securitizations and collateral and for recognition and reclassification of collateral for fiscal years ending after December 15, 2000. The disclosure provisions of this statement have been adopted. The adoption of this statement for future transfers did not have a material impact on the results of operations or financial position of WESCO.

In July 2001, the FASB issued 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 will no longer be amortized, but will be reduced only if it was found to be impaired. Goodwill would be tested for impairment annually or more frequently when events or circumstances occur indicating that goodwill might be impaired. A fair-value based impairment test would be used to measure goodwill for impairment. As goodwill is measured as a residual amount in an acquisition, it is not possible to directly measure the fair value of goodwill. Under this statement, the net assets of a reporting unit are subtracted from the fair value of that reporting unit to determine the implied fair value of goodwill. An impairment loss would be recognized to the extent the carrying amount of goodwill exceeds the implied fair value. The provisions of this statement are effective for all business combinations completed after July 1, 2001 and fiscal years beginning after December 15, 2001 for existing goodwill. Management believes the adoption of this standard, will have a material non-cash impact on the financial statements. For the nine months ended September 30, 2001, goodwill amortization was $8.9 million.

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, 2000 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, 2001 that would require an update to the disclosures provided in WESCO's Form 10-K for the year-ended December 31, 2000.

INTEREST RATE RISK

In August 2001, WESCO completed an offering of $100 million of senior subordinated notes with an issue price of 90.142% and a fixed coupon rate of 9 1/8%. The proceeds of this offering were used to repay a portion of WESCO's outstanding variable-rate borrowings under its revolving credit facility.

In September 2001, WESCO entered into several fixed-to-floating interest rate swap agreements with an aggregate notional amount of $75 million. Under the terms of these agreements, WESCO pays interest on the notional amount of the swap at LIBOR plus a premium and receives fixed payments at the rate of 9 1/8%. The LIBOR rates in the agreements are reset quarterly. These swap agreements did not have a material impact on the results of operations or financial position of WESCO for the three months ended September 30, 2001, but are expected to reduce interest expense by approximately $0.4 million in fourth quarter of 2001.

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.

(b) REPORTS ON FORM 8-K

On August 7, 2001, WESCO filed a Current Report on form 8-K under Item 5 announcing the company's intention to offer $100,000,000 in aggregate principal amount of senior subordinated notes due 2008 (the "Offering").

On August 23, 2001, WESCO filed a Current Report of Form 8-K under Item 5 announcing the completed Offering.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on November 14, 2001 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