

CDW Corp  
Form 424B2  
August 04, 2014  
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Filed Pursuant to Rule 424(b)(2)  
Registration Statement No. 333-197744

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Each Class of Securities to be Registered</b> | <b>Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|---|---|-----------------------------------|
| 6.00% Senior Notes due 2022                               | \$600,000,000                           | \$77,280(1)                       |
| Guarantees of 6.00% Senior Notes due 2022                 |   | (2)                               |

- (1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.  
(2) Pursuant to Rule 457(n), no registration fee is payable with respect to any such guarantees.

*PROSPECTUS*

*\$600,000,000*

*CDW LLC and*

*CDW Finance Corporation*

*6.00% Senior Notes due 2022*

*Interest payable on February 15 and August 15*

*We are offering \$600,000,000 aggregate principal amount of 6.00% senior notes due 2022 (the "notes"). The notes will mature on August 15, 2022. Interest will accrue from August 5, 2014, and the first interest payment date will be February 15, 2015.*

*We may redeem the notes at any time, in whole or in part, prior to August 15, 2017 at a price equal to 100% of the principal amount thereof plus accrued and unpaid interest, if any, to the redemption date and a make-whole premium. Thereafter, we may redeem all or part of the notes at the redemption prices set forth herein. In addition, at any time prior to August 15, 2017, we may also redeem up to 40% of the aggregate principal amount of the notes with the net cash proceeds from certain equity offerings. If we experience specific kinds of changes of control, we must offer to purchase the notes.*

*The notes will be unsecured senior obligations of CDW LLC and CDW Finance Corporation ( CDW Finance ), will rank equal in right of payment with all of their existing and future senior indebtedness, but will be effectively subordinated to their existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness, and will be senior in right of payment to any of their existing and future subordinated indebtedness. The notes will be guaranteed on an unsecured senior basis by CDW Corporation, the direct parent of CDW LLC and CDW Finance, and all of the direct and indirect domestic subsidiaries of CDW LLC that are guarantors under our senior secured term loan facility (the Term Loan Facility ). The notes will be structurally subordinated to all of the liabilities and preferred stock of each of the subsidiaries of CDW LLC that do not guarantee the notes.*

*Investing in the notes involves risks. You should refer to **Risk Factors** beginning on page 22 of this prospectus and the risk factors included in our Annual Report on Form 10-K for the year ended December 31, 2013 filed with the Securities and Exchange Commission (the SEC ) on March 5, 2014 (which document is incorporated by reference herein), our other periodic reports and other information that we file with the SEC incorporated by reference in this prospectus and carefully consider that information before deciding to purchase any notes.*

|   | <i>Per Note</i> | <i>Total</i>  |
|---|-----------------|---------------|
| <i>Public offering price<sup>(i)</sup></i>                | 100.000%        | \$600,000,000 |
| <i>Underwriting discounts and commissions paid by us</i>  | 1.125%          | \$6,750,000   |
| <i>Net proceeds, before expenses, to us<sup>(i)</sup></i> | 98.875%         | \$593,250,000 |

*(i) Plus accrued interest, if any, from August 5, 2014.*

*Neither the SEC nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.*

*We expect that delivery of the notes will be made to investors in book-entry form through The Depository Trust Company on or about August 5, 2014.*

*Joint-Lead and Joint Book-Running Managers*

*MORGAN STANLEY*  
*July 31, 2014*

*BARCLAYS*

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**You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. You should not assume that the information contained or incorporated by reference in this prospectus is accurate as of any date other than the date of this prospectus. We and the underwriters are not making an offer of these securities in any state where the offer is not permitted.**

**ABOUT THIS PROSPECTUS**

We and the underwriters have not authorized any dealer, salesman or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus or any such free writing prospectus. This prospectus and any such free writing prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which they relate, nor do this prospectus and any such free writing prospectus constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus and any such free writing prospectus subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus and any such free writing prospectus is delivered or securities are sold on a later date.

**TRADEMARKS AND SERVICE MARKS**

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This prospectus includes our trademarks, such as CDW, which are protected under applicable intellectual property laws and are the property of CDW Corporation or its subsidiaries. This prospectus also contains trademarks, service marks, trade names and copyrights of other companies, which are the property of their respective owners. Solely for convenience, trademarks and trade names referred to in this prospectus may appear without the ® or TM symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to these trademarks and trade names.

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**PROSPECTUS SUMMARY**

*This summary highlights information included or incorporated by reference in this prospectus. You should carefully read the entire prospectus, including the section entitled *Risk Factors* and the consolidated financial statements and notes related to those statements incorporated by reference in this prospectus, before deciding to purchase any notes. Unless otherwise indicated or the context otherwise requires, the terms *we*, *us*, *our*, *the Company*, *CDW* and other similar terms refer to the business of CDW Corporation and its consolidated subsidiaries.*

**OUR BUSINESS**

**Our Company**

CDW is a Fortune 500 company and a leading provider of integrated information technology ( IT ) solutions in the United States and Canada. We help our customer base of approximately 250,000 small, medium and large business, government, education and healthcare customers by delivering critical solutions to their increasingly complex IT needs. Our broad array of offerings ranges from discrete hardware and software products to integrated IT solutions such as mobility, security, data center optimization, cloud computing, virtualization and collaboration. We are technology agnostic, with a product portfolio that includes more than 100,000 products from more than 1,000 brands. We provide our products and solutions through sales force and service delivery teams consisting of more than 4,500 coworkers, including more than 1,800 field sellers, highly skilled technology specialists and advanced service delivery engineers.

Our sales growth has historically outpaced U.S. IT spending growth. From 2003 to 2013, we grew our net sales at a compound annual growth rate ( CAGR ) of 8.7%, while U.S. IT spending and U.S. real GDP grew at CAGRs of only 4.7% and 1.7%, respectively, according to International Data Corporation ( IDC ) and the Bureau of Economic Analysis, respectively.

We are a leading U.S. sales channel partner for many original equipment manufacturers ( OEMs ) and software publishers (collectively, our vendor partners ), whose products we sell or include in the solutions we offer. We believe we are an important extension of our vendor partners sales and marketing capabilities, providing them with a cost-effective way to reach customers and deliver a consistent brand experience through our established end-market coverage and extensive customer access.

We provide value to our customers by simplifying the complexities of technology across design, selection, procurement, integration and management. Our goal is to have our customers, regardless of their size, view us as an indispensable extension of their IT staffs. We seek to achieve this goal by providing our customers with superior service through our large and experienced sales force and service delivery teams. Our multi-brand offering approach enables us to identify the products or combination of products that best address each customer s specific organizational IT requirements and to evolve our offerings as new technologies develop.

We believe we offer the following value proposition to our customers and our vendor partners:

**Our value proposition to our customers**

Broad selection of products and multi-branded IT solutions

**Our value proposition to our vendor partners**

Access to approximately 250,000 customers throughout the United States and Canada

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Value-added services with integration capabilities

Large and established customer channels

Highly skilled specialists and engineers

Strong distribution and implementation capabilities

Solutions across a very broad IT landscape

Value-added solutions and marketing programs that generate end-user demand

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Our customers include private sector businesses that typically employ fewer than 5,000 employees, government agencies and educational and healthcare institutions. We serve our customers through channel-specific sales teams and service delivery teams with extensive technical skills and knowledge of the specific markets they serve. This market segmentation allows us to customize our offerings and to provide enhanced expertise in designing and implementing IT solutions for our customers. We currently have five dedicated customer channels: medium/large business, small business, government, education and healthcare, four of which generated more than \$1 billion in net sales in 2013. The scale and diversity of our customer channels provide us with multiple avenues for growth and a balanced customer base to weather economic and technology cycles.

The following table provides information regarding our reportable segments and our customer channels. In the first quarter of 2014, we moved our financial services and legal services verticals from the small business channel to the medium/large business channel. Amounts in the table below have been reclassified to conform to the current presentation.

| <i>Customer channels</i>            | <b>Corporate segment</b>     |                       | <b>Public segment</b>                     |                           |   |   |
|-------------------------------------|------------------------------|-----------------------|---|---------------------------|---|---|
|                                     | <b>Medium/large business</b> | <b>Small business</b> | <b>Government</b>                         | <b>Education</b>          | <b>Healthcare</b>   | <b>Other</b>                            |
| <i>Target customers</i>             | 100 - 5,000 employees        | 20 - 100 employees    | Various federal, state and local agencies | Higher education and K-12 | Hospitals, ambulatory service providers and long-term care facilities | Advanced services customers plus Canada |
| <i>2013 net sales (in billions)</i> | \$5.1                        | \$0.9                 | \$1.3                                     | \$1.4                     | \$1.5   | \$0.6                                   |
| <i>2010-2013 CAGR</i>               | 9%                           | 1%                    | (3)%                                      | 6%                        | 14%   | 17%                                     |
| <i>2008-2010 CAGR</i>               | 0%                           | 1%                    | 11%                                       | 8%                        | 15%   | 12%                                     |

We offer more than 1,000 brands, from well-established companies such as APC, Apple, Cisco, EMC, Hewlett-Packard, IBM, Lenovo, Microsoft, NetApp, Symantec and VMware to emerging vendor partners such as Drobo, Fusion-io, Meraki, Nimble Storage, Salesforce.com, Sophos and Splunk. In 2013, we generated more than \$1 billion of revenue for each of four of our vendor partners and more than \$100 million of revenue for each of 11 other vendor partners. We have received the highest level of certification from major vendor partners such as Cisco, EMC and Microsoft, which reflects the extensive product and solution knowledge and capabilities that we bring to our customers' IT challenges. These certifications also provide us with access to favorable pricing, tools and resources, including vendor incentive programs, which we use to provide additional value to our customers. Our vendor partners also regularly recognize us with top awards and select us to develop and grow new customer solutions.

In 2013, our net sales, Adjusted EBITDA, net income and Non-GAAP net income were \$10.8 billion, \$808.5 million, \$132.8 million and \$314.3 million, respectively. For the three months ended March 31, 2014, our net sales, Adjusted EBITDA, net income and Non-GAAP net income were \$2.7 billion, \$193.7 million, \$50.9 million and \$81.1 million,



respectively. Adjusted EBITDA and Non-GAAP net income are non-GAAP financial measures. See Summary Historical Consolidated Financial Information for the definitions of Adjusted EBITDA and Non-GAAP net income, the reasons for their inclusion and a reconciliation to net income.

### **Our Market**

We operate in the U.S. and Canadian IT market, which is a large and growing market. According to IDC, the overall U.S. IT market generated approximately \$660 billion in sales in 2013. We believe our addressable

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market in the United States in the indirect sales channel represents more than \$200 billion in annual sales and for the year ended December 31, 2013, our U.S. net sales of \$10.3 billion represented approximately 5% of that highly diverse and fragmented market. According to IDC, the overall Canadian IT market generated more than \$50 billion in sales in 2013. We believe our addressable market in Canada in the indirect sales channel represents more than \$10 billion in annual sales and for the year ended December 31, 2013, our net sales of \$475 million in Canada represented approximately 4% of that market. We believe we have the largest market share in our addressable market, with our 2013 net sales exceeding the cumulative North American net sales of our four largest publicly traded sales channel competitors, based upon publicly available information for those companies. New technologies, including cloud, virtualization and mobility, coupled with the resulting increase in demand for data as well as aging infrastructure, are increasingly requiring businesses and institutions to seek integrated solutions to their IT needs. We expect this trend to continue for the foreseeable future, with end-user demand for business efficiency and productivity driving future IT spending growth.

The charts below depict the current principal sales channels for vendors in the IT market and our estimate of our market-leading share of our addressable market in the United States:

## **Our History**

CDW was founded in 1984. We were a public company from 1993 until October 2007, when we were acquired by newly formed entities controlled by Madison Dearborn Partners ( Madison Dearborn ) and Providence Equity Partners ( Providence Equity, and together with Madison Dearborn, the Equity Sponsors ) in a transaction valued at approximately \$7.4 billion (the Acquisition ). On July 2, 2013, we completed an initial public offering of 23,250,000 shares of common stock of CDW Corporation at a price of \$17.00 per share, and on July 31, 2013, we completed the sale of an additional 3,487,500 shares of common stock of CDW Corporation at that price pursuant to the underwriters exercise in full of the option to purchase additional shares granted to them in connection with that offering. We have subsequently completed three secondary offerings of common stock of CDW Corporation, whereby certain selling stockholders have sold 46,000,000 shares of common stock of CDW Corporation at prices ranging from \$20.50 per share to \$28.35 per share.

Since our inception, our company has exhibited a strong culture of customer service while operating with a lean, highly efficient cost structure. Over the past ten years, we have grown our sales nearly twice as fast as the overall U.S. IT market and maintained strong operating profitability across economic cycles. Most of our growth has been organic, driven largely by our strong execution as well as through our effective market segmentation. Over the years, we have been able to identify attractive growth opportunities, dedicate resources to them and execute on our strategy to capture above-market growth. For example, in 2005, we launched a sales team for our healthcare customer channel, which has since grown to represent nearly \$1.5 billion in net sales in 2013. Our last

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acquisition was in 2006, when we acquired Berbee Information Networks Corporation, a regional provider of technology products, solutions and customized engineering services in advanced technologies. We leveraged this acquisition to significantly enhance our ability to deliver advanced solutions throughout the United States and Canada, adding approximately 700 specialists, field sellers and engineers since the time of the acquisition to further enhance these capabilities.

Since the Acquisition, we have continued to expand our customer footprint, breadth of products and solutions and developed stronger and deeper relationships with a greater number of our vendor partners. We increased our net sales from approximately \$8 billion in 2008 to more than \$10 billion in 2013, and increased our Adjusted EBITDA by 42% during that period.

We have increased our focus as an IT solutions provider and further diversified our business. We have become more efficient and have continued to improve our coworker productivity, improving our net sales per coworker from \$1.22 million in 2008 to \$1.56 million in 2013. We have also substantially reduced our leverage through debt reduction and improvement in our Adjusted EBITDA.

## **Our Competitive Strengths**

We believe the following strengths have contributed to our success and enabled us to become an important strategic partner for both our customers and our vendor partners:

### *Significant Scale and Scope*

*Breadth of Solutions:* We are able to provide our customers with a selection of more than 100,000 products from more than 1,000 brands and a multitude of advanced technology solutions. We are technology agnostic, which we believe better enables us to meet our customers' evolving IT needs. We have leveraged our scale to provide a high level of customer service and a breadth of technology options, making it easy for customers to do business with us.

*Extensive Reach:* We have a large sales organization, providing our vendor partners access to approximately 250,000 customers. Our extensive reach allows us to provide customers with local, on-site support, while at the same time providing them with the strength and consistency of a large and established organization. We believe this flexibility is particularly important to our customers with multiple geographically-dispersed locations. By engaging with a single IT solutions provider, customers can improve overall efficiency and effectiveness through the use of one set of standards across multiple locations and control costs through centralized purchasing.

*Operational Cost Efficiencies:* Our scale provides us with operational cost efficiencies across our organization, including purchasing, operations, IT, sales, marketing and other support functions. Our scale also enables us to negotiate volume discounts and other incentives from our vendor partners. We leverage these advantages to provide cost-efficient service to our customers.

*Distribution Advantages:* Our scale allows us to maintain two modern distribution centers with sufficient capacity to support future growth. Our distribution capabilities enable us to provide effective and efficient inventory management and configuration services and operate a flexible procurement and fulfillment model, which we believe further distinguishes us from our competitors.

***Performance-Driven Coworker Culture***

Our steadfast focus on serving our customers and investing in our coworkers has fostered a strong, entrepreneurial make it happen culture. Since our founding, we have adhered to a core philosophy known as

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the Circle of Service, which places the customer at the center of all of our actions. Our compensation structure is a key component of our performance-driven culture, with a significant portion of compensation based on performance. Our senior management's incentive compensation is based on both market share gains and our overall financial performance, and our account managers' incentive compensation is based on the gross profit they generate. In addition, we have consistently and cost-effectively invested in our coworkers by providing extensive coworker training, supplying our coworkers with resources that contribute to their success, and offering them career development and advancement opportunities. This consistent focus on customers and coworkers has created a customer-centric, highly engaged coworker base. We believe this philosophy ultimately benefits our customers and fosters long-term customer loyalty.

### ***Large and Knowledgeable Direct Selling Organization***

We have a large and highly experienced sales force providing multi-brand solutions throughout the United States and Canada. Our sales force and service delivery teams consist of more than 4,500 coworkers, including more than 2,900 account managers and field sellers. We believe our success is due in part to the strength of our account managers' dedicated relationships with customers that are developed by frequently calling on existing and new customers, providing advice on products, responding to customer inquiries and developing solutions to our customers' complex technology needs. The deep industry knowledge of our dedicated sales, marketing and support resources within each of our customer channels allows us to understand and solve the unique challenges and evolving IT needs of our customers.

### ***Highly Skilled Technology Specialists and Engineers Focused on Delivering Solutions***

We have more than 1,400 highly skilled technology specialists and engineers supporting solutions such as mobility, security, data center optimization, cloud computing, virtualization and collaboration. These individuals bring deep product and solution knowledge and experience to the technology challenges of our customers. We believe our technology specialists and engineers, who work with customers and our sales force to design, select, integrate and manage solutions, are a critical resource and differentiator for us as we seek to continue to expand our offerings of value-added services and solutions. We believe that the knowledge and experience that our technology specialists and engineers bring to our customers' needs allow us to pursue the expected higher growth opportunities from solutions offerings.

### ***Large and Established Customer Channels***

We have five customer channels, four of which each accounted for more than \$1 billion of our net sales in 2013. Our channels provide us with the scale to offer channel- and industry-specific solutions to our customers. Our specialized sales resources and targeted solutions enable us to better meet our customers' evolving IT needs. In addition, the diversity of our customer channels provides us multiple avenues for growth and a balanced customer base, which enable us to better weather economic and technology cycles.

### ***Strong, Established Vendor Partner Relationships***

We believe that our strong vendor partner relationships differentiate us from other technology solutions providers. We are the largest U.S. sales channel partner for many of our vendor partners. We believe this makes us an important extension of their own sales and marketing capabilities, providing them with a cost-effective route to market for their products. We are also able to provide valuable customer feedback to our vendor partners, which allows us to collaborate with our vendor partners to develop solutions to meet our customers' changing and evolving needs.



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### **Our Growth Strategies**

We believe we are well-positioned for growth and have a multifaceted strategy that builds upon our scale, broad solutions offerings and our important role in delivering value for both our customers and vendor partners. We believe we can further enhance our position as a leading provider of integrated IT solutions and increase our revenues and operating profits by capitalizing on our competitive strengths and executing the following strategies:

#### ***Further Penetrate Core Customer Markets***

We compete in a highly fragmented market and believe this fragmentation presents significant opportunities for us to increase our market share. We intend to maintain our focus on continuing to outpace our competitors in revenue growth in the markets we serve through increased share of wallet from existing customers and sales to new customers. We intend to accomplish this objective by:

leveraging our existing deep customer relationships to grow customer verticals;

continuing to focus on improvements in sales productivity and sales coverage in underpenetrated markets;

dedicating additional resources in high growth customer channels; and

leveraging our existing relationships with both established and emerging vendor partners.

#### ***Continue to Expand Solution Offerings***

Our customers increasingly need complex integrated solutions, including solutions involving mobility, security, data center optimization, cloud computing, virtualization and collaboration, all of which are expected to grow at rates faster than the overall U.S. IT market. We offer a broad set of solutions to capture these growth opportunities. We intend to continue to invest resources to expand and deepen the capabilities of our technology specialists and engineers in these solutions, as well as in other technologies as they emerge. We will also continue to evaluate our suite of solutions and expand the range of our solutions as new customer needs emerge. We will continue to seek to identify and develop close, mutually beneficial relationships with both well-established and emerging vendor partners who are likely to be leaders across new technologies.

#### ***Expand Our Services Capabilities***

As our customers' needs for integrated solutions grow, we expect increased demand for our value-added services. We plan to continue to invest in resources and training for our technology specialists and services delivery coworkers to provide our customers with the expert advice and experience they need to make the most of their technology expenditures. We believe our services offerings have and will continue to create deeper relationships with our customers and create further opportunities to cross-sell our products.

## **RECENT DEVELOPMENTS**

### **Financial Results for Three and Six Months Ended June 30, 2014**

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On July 31, 2014, we announced our unaudited financial results as of and for the three and six months ended June 30, 2014, as set forth below.

These financial results should not be viewed as a substitute for full financial statements prepared in accordance with generally accepted accounting principles ( GAAP ). In addition, these financial results as of and for the three and six months ended June 30, 2014 are not necessarily indicative of the results to be achieved in any future period. Our consolidated financial statements and related notes as of and for the three and six months ended June 30, 2014 are not expected to be filed with the SEC until after this offering is completed.



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Total net sales in the three months ended June 30, 2014 were \$3.106 billion, compared to \$2.779 billion in the three months ended June 30, 2013, an increase of 11.8%. Average daily sales in the three months ended June 30, 2014 were \$48.5 million, compared to \$43.4 million in the three months ended June 30, 2013. There were 64 selling days in both the three months ended June 30, 2014 and 2013.

Gross profit for the three months ended June 30, 2014 was \$496.9 million, compared to \$451.6 million in the three months ended June 30, 2013, representing an increase of 10.0%. Gross profit margin was 16.0% in the three months ended June 30, 2014 versus 16.2% for the three months ended June 30, 2013, primarily reflecting the ongoing impact of both mix and pricing pressure from lower-margined, more transactional products.

Excluding expenses related to non-cash equity and retention compensation expense and certain other items, Adjusted EBITDA was \$247.1 million in the three months ended June 30, 2014, compared to \$212.6 million in the three months ended June 30, 2013, representing an increase of 16.3%. Adjusted EBITDA margin for the three months ended June 30, 2014 was 8.0%, approximately 40 basis points higher than the three months ended June 30, 2013.

Net income was \$86.6 million in the three months ended June 30, 2014 versus net income of \$46.7 million in the three months ended June 30, 2013. Non-GAAP net income, which excludes intangible asset amortization expense related to the 2007 going-private transaction, certain debt refinancing expenses and certain other costs was \$115.9 million in the three months ended June 30, 2014, compared to \$79.2 million in the three months ended June 30, 2013, representing an increase of 46.3% driven by stronger operating results and lower interest expense.

***Six Months Ended June 30, 2014***

Total net sales in the six months ended June 30, 2014 were \$5.758 billion, compared to \$5.191 billion in the six months ended June 30, 2013, an increase of 10.9%. Average daily sales for the six months ended June 30, 2014 were \$45.3 million, compared to \$40.9 million for the six months ended June 30, 2013, representing a 10.9% increase. There were 127 selling days in the six months ended June 30, 2014 and 2013.

Gross profit for the six months ended June 30, 2014 was \$922.1 million, compared to \$853.6 million in the six months ended June 30, 2013, representing an increase of 8.0%.

Excluding non-cash equity compensation and retention compensation expense, net litigation gains and certain other items, Adjusted EBITDA was \$440.8 million in the six months ended June 30, 2014, compared to \$391.2 million in the six months ended June 30, 2013, representing an increase of 12.7%. Adjusted EBITDA margin was 7.7% in the six months ended June 30, 2014 versus 7.5% in the six months ended June 30, 2013.

Net income was \$137.5 million for the six months ended June 30, 2014, up 83.4% compared to net income of \$75.0 million in the six months ended June 30, 2013. Debt extinguishment charges were \$8.0 million in the six months ended June 30, 2014, compared to \$14.2 million for the six months ended June 30, 2013. Interest expense was \$98.6 million for the six months ended June 30, 2014, 30.8% below interest expense of \$142.4 million for the six months ended June 30, 2013.

Non-GAAP net income, which excludes amortization related to the 2007 going-private transaction and certain debt refinancing and other costs, was \$197.0 million in the six months ended June 30, 2014, compared to \$135.5 million in the six months ended June 30, 2013, representing an increase of 45.4% driven by stronger operating results and lower interest expense.



**Table of Contents****Statement of Operations Data**

(dollars in millions)

(unaudited)

|   | Three months ended June 30, |            |                         | Six months ended June 30, |            |                         |
|---|-----------------------------|------------|-------------------------|---------------------------|------------|-------------------------|
|   | 2014                        | 2013       | % Change <sup>(1)</sup> | 2014                      | 2013       | % Change <sup>(2)</sup> |
| Net sales                                     | \$ 3,106.0                  | \$ 2,779.3 | 11.8%                   | \$ 5,758.3                | \$ 5,191.0 | 10.9%                   |
| Cost of sales                                 | 2,609.1                     | 2,327.7    | 12.1                    | 4,836.2                   | 4,337.4    | 11.5                    |
| Gross profit                                  | 496.9                       | 451.6      | 10.0                    | 922.1                     | 853.6      | 8.0                     |
| Selling and administrative expenses           | 273.9                       | 266.4      | 2.8                     | 534.8                     | 517.9      | 3.3                     |
| Advertising expense                           | 34.8                        | 31.6       | 9.8                     | 63.3                      | 62.0       | 2.1                     |
| Income from operations                        | 188.2                       | 153.6      | 22.5                    | 324.0                     | 273.7      | 18.4                    |
| Interest expense, net                         | (48.5)                      | (70.3)     | (31.1)                  | (98.6)                    | (142.4)    | (30.8)                  |
| Net loss on extinguishments of long-term debt | (2.6)                       | (10.3)     | (74.9)                  | (8.0)                     | (14.2)     | (43.6)                  |
| Other income, net                             | 0.1                         | 0.2        | (68.6)                  | 0.6                       | 0.6        | 9.2                     |
| Income before income taxes                    | 137.2                       | 73.2       | 87.4                    | 218.0                     | 117.7      | 85.3                    |
| Income tax expense                            | (50.6)                      | (26.5)     | 90.8                    | (80.5)                    | (42.7)     | 88.6                    |
| Net income                                    | \$ 86.6                     | \$ 46.7    | 85.5%                   | \$ 137.5                  | \$ 75.0    | 83.4%                   |

(1) There were 64 selling days for both the three months ended June 30, 2014 and 2013.

(2) There were 127 selling days for both the six months ended June 30, 2014 and 2013.

**Table of Contents****Balance Sheet Data****(in millions)****(unaudited)**

|  | <b>June 30,<br/>2014</b> |
|--|--------------------------|
| <b>Assets</b>  |                          |
| Current assets:  |                          |
| Cash and cash equivalents  | \$ 227.6                 |
| Accounts receivable, net of allowance for doubtful accounts of \$5.7 | 1,526.1                  |
| Merchandise inventory  | 449.6                    |
| Miscellaneous receivables  | 159.6                    |
| Deferred income taxes  |                          |
| Prepaid expenses and other   | 52.4                     |
| <b>Total current assets</b>  | <b>2,415.3</b>           |
| Property and equipment, net  | 129.8                    |
| Goodwill   | 2,220.1                  |
| Other intangible assets, net   | 1,247.0                  |
| Deferred financing costs, net  | 31.5                     |
| Other assets   | 1.6                      |
| <b>Total assets</b>  | <b>\$ 6,045.3</b>        |
| <b>Liabilities and Shareholders' Equity</b>                          |                          |
| Current liabilities:   |                          |
| Accounts payable - trade   | \$ 809.9                 |
| Accounts payable - inventory financing                               | 311.8                    |
| Current maturities of long-term debt                                 | 15.4                     |
| Accrued expenses and other liabilities                               | 392.3                    |
| <b>Total current liabilities</b>                                     | <b>1,529.4</b>           |
| Long-term liabilities:   |                          |
| Debt   | 3,110.6                  |
| Deferred income taxes  | 517.9                    |
| Other liabilities  | 42.6                     |
| <b>Total long-term liabilities</b>                                   | <b>3,671.1</b>           |
| <b>Total shareholders' equity</b>                                    | <b>844.8</b>             |
| <b>Total liabilities and shareholders' equity</b>                    | <b>\$ 6,045.3</b>        |



**Table of Contents****Cash Flow Information****(in millions)****(unaudited)**

|  | <b>Six months ended June 30,</b> |             |
|--|----------------------------------|-------------|
|  | <b>2014</b>                      | <b>2013</b> |
| Cash flows from operating activities   | \$ 175.9                         | \$ 207.1    |
| Payment of accrued charitable contribution related to the MPK Coworker Incentive Plan II | (20.9)                           |             |
| Capital expenditures and other cash flows from investing activities                      | (21.0)                           | (20.0)      |
| Cash flows from investing activities   | (41.9)                           | (20.0)      |
| Net change in accounts payable inventory financing                                       | 55.0                             | 33.3        |
| Other cash flows from financing activities   | (149.7)                          | (77.6)      |
| Cash flows from financing activities   | (94.7)                           | (44.3)      |
| Effect of exchange rate changes on cash and cash equivalents                             | 0.2                              | (1.4)       |
| Net increase in cash and cash equivalents  | 39.5                             | 141.4       |
| Cash and cash equivalents beginning of period  | 188.1                            | 37.9        |
| Cash and cash equivalents end of period  | \$ 227.6                         | \$ 179.3    |

**Supplementary disclosure of cash flow information:**

|                 |            |            |
|-----------------|------------|------------|
| Interest paid   | \$ (99.8)  | \$ (142.7) |
| Taxes paid, net | \$ (111.9) | \$ (50.9)  |

***Non-GAAP Financial Information***

The tables below provide reconciliations of Non-GAAP net income, Adjusted EBITDA and Adjusted EBITDA margin for the three and six months ended June 30, 2014 and 2013 below. Non-GAAP net income excludes, among other things, charges related to the amortization of Acquisition-related intangibles, non-cash equity-based compensation and gains and losses from the early extinguishment of debt. EBITDA is defined as consolidated net income (loss) before interest expense, income tax expense (benefit), depreciation and amortization. Adjusted EBITDA, which is a measure defined in our credit agreements, means EBITDA adjusted for certain items which are described in the table below. Adjusted EBITDA margin means Adjusted EBITDA as a percentage of our net sales. Non-GAAP net income, Adjusted EBITDA and Adjusted EBITDA margin are considered non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position, or cash flows that either excludes or includes amounts that are not normally included or excluded in the most directly comparable measure calculated and presented in accordance with GAAP. Non-GAAP measures used by us may differ from similar measures used by other companies, even when similar terms are used to identify such measures. We believe that Non-GAAP net income, Adjusted EBITDA and Adjusted EBITDA margin provide helpful information with respect to our operating performance and cash flows including our ability to meet our future debt service, capital expenditures and working capital requirements. Adjusted EBITDA also provides helpful information as it is the primary measure used in certain financial covenants contained in our credit agreements.



**Table of Contents****Reconciliation of Non-GAAP Net Income**

(dollars in millions)

(unaudited)

|  | Three months ended |                  |          | Six months ended June 30, |          |          |
|--|--------------------|------------------|----------|---------------------------|----------|----------|
|  | 2014               | June 30,<br>2013 | % Change | 2014                      | 2013     | % Change |
| Net income   | \$ 86.6            | \$ 46.7          |          | \$ 137.5                  | \$ 75.0  |          |
| Amortization of intangibles <sup>(i)</sup>   | 40.3               | 40.1             |          | 80.6                      | 80.5     |          |
| Non-cash equity-based compensation   | 4.3                | 2.1              |          | 7.6                       | 4.0      |          |
| Net loss on extinguishments of long-term debt  | 2.6                | 10.3             |          | 8.0                       | 14.2     |          |
| Interest expense adjustment related to extinguishments of long-term debt <sup>(ii)</sup> | (0.5)              |                  |          | (1.1)                     | (0.8)    |          |
| IPO- and secondary-offering-related expenses   | 0.5                | 0.2              |          | 0.9                       | 0.2      |          |
| Aggregate adjustment for income taxes <sup>(iii)</sup>                                   | (17.9)             | (20.2)           |          | (36.5)                    | (37.6)   |          |
| Non-GAAP net income  | \$ 115.9           | \$ 79.2          | 46.3%    | \$ 197.0                  | \$ 135.5 | 45.4%    |

(i) Includes amortization expense for Acquisition-related intangible assets, primarily customer relationships and trade names.

(ii) Reflects adjustments to interest expense resulting from debt extinguishments. Represents the difference between interest expense previously recognized under the effective interest method and actual interest paid.

(iii) Based on a normalized effective tax rate of 39.0%.

**Reconciliation of Adjusted EBITDA**

(dollars in millions)

(unaudited)

|   | Three months ended |                  |          | Six months ended June 30, |          |          |
|---|--------------------|------------------|----------|---------------------------|----------|----------|
|   | 2014               | June 30,<br>2013 | % Change | 2014                      | 2013     | % Change |
| Adjusted EBITDA   | \$ 247.1           | \$ 212.6         | 16.3%    | \$ 440.8                  | \$ 391.2 | 12.7%    |
| Adjustments to reconcile Adjusted EBITDA to income from operations <sup>(i)</sup> : |                    |                  |          |                           |          |          |
| Depreciation and amortization <sup>(ii)</sup>                                       | (52.0)             | (52.3)           |          | (104.0)                   | (104.3)  |          |
| Non-cash equity-based compensation  | (4.3)              | (2.1)            |          | (7.6)                     | (4.0)    |          |
| IPO- and secondary-offering-related expenses  | (0.5)              | (0.2)            |          | (0.9)                     | (0.2)    |          |
| Sponsor fee   |                    | (1.3)            |          |                           | (2.5)    |          |



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|                                   |          |          |          |          |
|-----------------------------------|----------|----------|----------|----------|
| Litigation, net <sup>(iii)</sup>  |          |          | 0.3      |          |
| Other adjustments <sup>(iv)</sup> | (2.1)    | (3.1)    | (4.6)    | (6.5)    |
| Total adjustments                 | (58.9)   | (59.0)   | (116.8)  | (117.5)  |
| Income from operations            | \$ 188.2 | \$ 153.6 | \$ 324.0 | \$ 273.7 |

- (i) Amounts historically reported within selling and administrative expense unless otherwise indicated.
- (ii) Includes depreciation expense of \$(1.0) and \$(0.8) for the three months ended June 30, 2014 and 2013, respectively, and \$(1.8) for both the six months ended June 30, 2014 and 2013 historically reported within cost of sales.
- (iii) Relates to unusual, non-recurring litigation matters.
- (iv) Primarily includes certain historical retention costs reported within selling and administrative expense. Also includes an adjustment for other income (expense) of \$0.1 and \$(0.1) for the three months ended June 30, 2014 and 2013, respectively, and \$(0.2) and \$(0.3) for the six months ended June 30, 2014 and 2013, respectively.

**Table of Contents****Reconciliation of Adjusted EBITDA Margin**

(dollars in millions)

(unaudited)

|                        | Three months ended<br>June 30, |            | Six months ended June 30, |            |
|------------------------|--------------------------------|------------|---------------------------|------------|
|                        | 2014                           | 2013       | 2014                      | 2013       |
| Net sales              | \$ 3,106.0                     | \$ 2,779.3 | \$ 5,758.3                | \$ 5,191.0 |
| Adjusted EBITDA        | 247.1                          | 212.6      | 440.8                     | 391.2      |
| Adjusted EBITDA margin | 8.0%                           | 7.6%       | 7.7%                      | 7.5%       |

**Refinancing Transactions**

We intend to use the proceeds from the sale of the notes together with cash on hand (a) to fund the redemption of (i) all of our outstanding \$325.0 million aggregate principal amount of senior secured notes due 2018 (the Senior Secured Notes) at a redemption price of 106.061% of the principal amount redeemed, plus accrued and unpaid interest through the date of redemption, and (ii) \$234.7 million aggregate principal amount of our senior notes due 2019 (the Existing Senior Notes) at a redemption price of 108.764% of the principal amount redeemed, plus accrued and unpaid interest through the date of redemption, and (b) to pay related fees and expenses. Concurrent with the closing of this offering, we expect to issue notices of redemption to the holders of our Senior Secured Notes and our Existing Senior Notes, specifying a redemption date that is 30 days after the date of such notices, and we also intend to satisfy and discharge our obligations under our Senior Secured Notes and the related indenture at such time by depositing with the trustee sufficient funds to pay the principal of, and premium and interest on, our Senior Secured Notes to the redemption date. This prospectus is not and should not be construed as a notice of redemption.

The offering of the notes, the application of the net proceeds therefrom and the redemptions of our Senior Secured Notes and our Existing Senior Notes are collectively referred to herein as the Refinancing Transactions.

See Use of Proceeds for a summary of the estimated sources and uses of the funds from the Refinancing Transactions. We believe the Refinancing Transactions will provide us with greater operating flexibility by reducing the interest rate applicable to a portion of our senior debt and by extending its maturity.

**Redemption of Senior Subordinated Notes**

On May 9, 2014, we redeemed all of our outstanding \$42.5 million aggregate principal amount of senior subordinated exchange notes due 2017 (the Senior Subordinated Notes) at a redemption price of 104.178% of the principal amount redeemed and the indenture governing the Senior Subordinated Notes was subsequently satisfied and discharged (the May 2014 Senior Subordinated Note Redemption). Cash on hand was used to fund the redemption of \$42.5 million aggregate principal amount, \$1.8 million in redemption premiums and \$0.4 million in aggregate accrued and unpaid interest to the date of redemption.

**ABL Facility Amendment**

On June 6, 2014, we amended, extended and increased the size of our senior secured asset-based revolving credit facility (the ABL Facility ). The amendment and restatement of the ABL Facility is referred to herein as the ABL Facility Amendment. Borrowings under the ABL Facility continue to bear interest at a variable interest rate (based on one of two indices, either LIBOR or an alternate base rate outlined in the ABL Facility) plus an applicable margin based upon average daily excess cash availability.

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The amendment and restatement of the ABL Facility, among other things, (i) increased the overall revolving credit facility from \$900.0 million to \$1,250.0 million, (ii) increased the maximum aggregate amount of incremental increases that may be made to the revolving credit facility from \$200.0 million to \$300.0 million, (iii) removed the limit on the floorplan sub-facility, (iv) reduced the fee on the unused portion of the revolving credit facility from either 37.5 or 50 basis points to 25 basis points, (v) extended the maturity date from June 24, 2016 to June 6, 2019, and (vi) reduced the pricing grid by 50 basis points (with an additional reduction of 25 basis points if, and for as long as, our corporate credit rating from Standard & Poor's Rating Services is BB or better and our corporate family rating from Moody's Investor Service, Inc. is Ba3 or better, in each case with a stable or better outlook).

Our ability to borrow under the ABL Facility remains limited by a minimum liquidity condition, which has been amended to provide that, if excess cash availability is less than the lesser of (i) \$125.0 million (up from \$90.0 million) and (ii) the greater of (A) 10% of the borrowing base and (B) \$100.0 million (up from \$60.0 million), the lenders are not required to lend any additional amounts under the revolving credit facility unless the consolidated fixed charge coverage ratio (as described in the ABL Facility) is at least 1.00 to 1.00.

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**CORPORATE STRUCTURE**

The following chart summarizes our current corporate structure and our indebtedness as of March 31, 2014, on an as adjusted basis after giving effect to the Refinancing Transactions, the May 2014 Senior Subordinated Note Redemption and the ABL Facility Amendment.

- (1) After giving effect to the Refinancing Transactions and the ABL Facility Amendment, we would have had no borrowings outstanding under our \$1,250.0 million ABL Facility and could have borrowed an additional \$977.5 million under our ABL Facility after taking into account borrowing base limitations (net of \$2.2 million of issued and undrawn letters of credit and \$238.7 million of reserves related to our floorplan sub-facility) as of March 31, 2014.
- (2) Formed in 2010 for the sole purpose of serving as a corporate co-issuer, CDW Finance is a co-issuer of the Existing Senior Notes and the Senior Secured Notes (which will be redeemed in full following this offering in connection with the Refinancing Transactions), was a co-issuer of the Senior Subordinated Notes (until they were redeemed in full in the May 2014 Senior Subordinated Note Redemption), and will be a co-issuer of the notes offered hereby. CDW Finance does not hold any material assets or engage in any business activities or operations.
- (3) Our non-guarantor subsidiary, CDW Canada, Inc., held approximately 2.6% of our total assets as of March 31, 2014 and generated approximately 5.1% of our net sales and approximately 3.0% of our Adjusted EBITDA, a non-GAAP financial measure (as defined below in Summary Historical Consolidated Financial Information ), for the three months ended March 31, 2014.

**CORPORATE INFORMATION**

CDW LLC is an Illinois limited liability company and a subsidiary of CDW Corporation, a Delaware corporation. CDW Finance is a Delaware corporation and a subsidiary of CDW Corporation.

Our principal executive offices are located at 200 N. Milwaukee Avenue, Vernon Hills, Illinois 60061, and our telephone number at that address is (847) 465-6000. Our website is located at <http://www.cdw.com>. The information on our website is not part of this prospectus.

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**THE OFFERING**

*The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of Notes section of this prospectus contains more detailed descriptions of the terms and conditions of the notes.*

|                               |  |
|-------------------------------|--|
| <b>Issuers</b>                | CDW LLC and CDW Finance Corporation.   |
| <b>Securities</b>             | \$600,000,000 aggregate principal amount of 6.00% senior notes due 2022.   |
| <b>Maturity Date</b>          | The notes will mature on August 15, 2022.  |
| <b>Interest</b>               | Interest on the notes will be payable in cash and will accrue at a rate of 6.00% per annum.                          |
| <b>Interest Payment Dates</b> | February 15 and August 15, commencing on February 15, 2015. Interest will accrue from August 5, 2014.                |
| <b>Ranking</b>                | The notes and the related guarantees will be the issuers' and the guarantors' senior unsecured obligations and will: |

be effectively subordinated to all of our and the guarantors' existing and future secured debt, including our ABL Facility and our Term Loan Facility (together, the Senior Credit Facilities), and to our inventory financing agreements we have entered into with certain financial intermediaries in order to facilitate the purchase of certain inventory, in each case to the extent of the value of the assets securing such debt or other obligations;

be structurally subordinated to all existing and future indebtedness and other liabilities of the issuers' non-guarantor subsidiaries;

rank equal in right of payment with all of our and the guarantors' existing and future unsecured senior debt, including our Existing Senior Notes and the related guarantees that remain outstanding after giving effect to the Refinancing Transactions; and

rank senior in right of payment to all of our and the guarantors' existing and future subordinated debt.

As of March 31, 2014, after giving effect to the Refinancing Transactions, the May 2014 Senior Subordinated Note Redemption and the ABL Facility Amendment, we would have had \$3.2 billion of total long-term debt outstanding, as defined by GAAP, and \$238.8 million of obligations outstanding under our inventory financing agreements, and the ability to borrow an additional \$977.5 million under our ABL Facility.

## **Guarantees**

The notes will be fully and unconditionally guaranteed, jointly and severally, on an unsecured senior basis by CDW Corporation and by each of CDW LLC's direct and indirect wholly owned domestic subsidiaries and CDW LLC's future wholly owned direct or indirect domestic subsidiaries that guarantees our existing indebtedness or the existing indebtedness of the guarantors.

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Our non-guarantor subsidiary represented approximately 2.6% of our total assets and approximately 1.1% of our total liabilities as of March 31, 2014. In addition, for the three months ended March 31, 2014, our non-guarantor subsidiary generated approximately 5.1% of our net sales and 3.0% of our Adjusted EBITDA.

**Optional Redemption**

We may redeem all or part of the notes at any time prior to August 15, 2017 at a price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest to the redemption date and a make-whole premium, as described under Description of Notes Optional Redemption.

We may redeem all or part of the notes at any time on or after August 15, 2017 at the redemption prices specified in Description of Notes Optional Redemption.

In addition at any time prior to August 15, 2017, we may redeem up to 40% of the aggregate principal amount of the notes at a redemption price equal to 106.000% of the face amount thereof plus accrued and unpaid interest, if any, to the redemption date, with the net cash proceeds that we raise in one or more equity offerings.

**Change of Control Offer**

Upon the occurrence of specific kinds of changes of control, you will have the right, as holders of the notes, to cause us to repurchase some or all of your notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date. See Description of Notes Repurchase at the Option of Holders Change of Control.

**Certain Covenants**

The indenture that will govern the notes offered hereby will contain covenants that will, among other things, limit our ability and the ability of our restricted subsidiaries to:

incur or guarantee additional non-guarantor indebtedness, or issue non-guarantor preferred stock;

create liens on certain assets to secure debt;

enter into sale and lease-back transactions;



consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; and

designate our subsidiaries as unrestricted subsidiaries.

**No Prior Market**

The notes will be new securities for which there is currently no market. Although the underwriters have informed us that they intend to make a market in the notes, they are not obligated to do so, and they may discontinue market making activities at any time without notice. Accordingly, we cannot assure you that a liquid market for the notes will develop or be maintained.

**Use of Proceeds**

We intend to use the proceeds from the notes offered hereby together with cash on hand (a) to fund the redemption of (i) all of our outstanding \$325.0 million aggregate principal amount of Senior Secured Notes and (ii) \$234.7 million aggregate principal amount of our Existing Senior Notes and (b) to pay related fees and expenses. See Use of Proceeds.

**Risk Factors**

See Risk Factors included in this prospectus, as well as the risk factors incorporated by reference in this prospectus, for a discussion of factors that you should carefully consider before deciding to purchase any notes.

**Table of Contents****SUMMARY HISTORICAL CONSOLIDATED FINANCIAL INFORMATION**

The following table sets forth our summary financial data for the periods ended and as of the dates indicated below. We have derived the summary financial data presented below (i) as of March 31, 2014 and March 31, 2013 and for the three months ended March 31, 2014 and March 31, 2013 from our unaudited consolidated financial statements and related notes, which are incorporated by reference in this prospectus, and (ii) as of December 31, 2013 and December 31, 2012 and for the years ended December 31, 2013, December 31, 2012 and December 31, 2011 from our audited consolidated financial statements and related notes, which are incorporated by reference in this prospectus. The summary financial data presented below as of December 31, 2011 have been derived from our audited consolidated balance sheet as of that date, which is not incorporated by reference in this prospectus. Our summary financial data may not be a reliable indicator of future results of operations.

The summary financial data set forth below is only a summary and should be read in conjunction with Risk Factors, Use of Proceeds, Capitalization and our consolidated financial statements and related notes incorporated by reference in this prospectus.

|   | <b>Three months ended</b>   |                  | <b>Years ended December 31,</b> |             |             |
|---|---|------------------|---------------------------------|-------------|-------------|
|   | <b>March 31,</b>  | <b>March 31,</b> | <b>2013</b>                     | <b>2012</b> | <b>2011</b> |
|   | <b>2014</b>   | <b>2013</b>      |                                 |             |             |
|   | <b>(unaudited) (unaudited)</b>                                    |                  |                                 |             |             |
|   | <b>(dollars and shares in millions, except per-share amounts)</b> |                  |                                 |             |             |
| <b>Statement of Operations Data:</b>          |   |                  |                                 |             |             |
| Net sales                                     | \$ 2,652.3  | \$ 2,411.7       | \$ 10,768.6                     | \$ 10,128.2 | \$ 9,602.4  |
| Cost of sales                                 | 2,227.1   | 2,009.7          | 9,008.3                         | 8,458.6     | 8,018.9     |
| Gross profit                                  | 425.2   | 402.0            | 1,760.3                         | 1,669.6     | 1,583.5     |
| Selling and administrative expenses           | 260.9   | 251.5            | 1,120.9                         | 1,029.5     | 990.1       |
| Advertising expense                           | 28.5  | 30.4             | 130.8                           | 129.5       | 122.7       |
| Income from operations                        | 135.8   | 120.1            | 508.6                           | 510.6       | 470.7       |
| Interest expense, net                         | (50.1)  | (72.1)           | (250.1)                         | (307.4)     | (324.2)     |
| Net loss on extinguishments of long-term debt | (5.4)   | (3.9)            | (64.0)                          | (17.2)      | (118.9)     |
| Other income, net                             | 0.5   | 0.4              | 1.0                             | 0.1         | 0.7         |
| Income before income taxes                    | 80.8  | 44.5             | 195.5                           | 186.1       | 28.3        |
| Income tax expense                            | (29.9)  | (16.2)           | (62.7)                          | (67.1)      | (11.2)      |
| Net income                                    | \$ 50.9   | \$ 28.3          | \$ 132.8                        | \$ 119.0    | \$ 17.1     |
| Net income per common share                   |   |                  |                                 |             |             |
| Basic   | \$ 0.30   | \$ 0.19          | \$ 0.85                         | \$ 0.82     | \$ 0.12     |
| Diluted                                       | \$ 0.30   | \$ 0.19          | \$ 0.84                         | \$ 0.82     | \$ 0.12     |
| Weighted-average common shares outstanding    |   |                  |                                 |             |             |
| Basic   | 169.6   | 145.2            | 156.6                           | 145.1       | 144.8       |
| Diluted                                       | 172.3   | 146.1            | 158.7                           | 145.8       | 144.9       |

**Balance Sheet Data (at period end):**

|                           |          |          |          |         |         |
|---------------------------|----------|----------|----------|---------|---------|
| Cash and cash equivalents | \$ 306.7 | \$ 147.1 | \$ 188.1 | \$ 37.9 | \$ 99.9 |
| Total debt <sup>(1)</sup> | 3,172.4  | 3,680.8  | 3,251.2  | 3,771.0 | 4,066.0 |
| Working capital           | 829.4    | 673.2    | 810.9    | 666.5   | 538.1   |

**Cash Flows Data:**

|   |          |          |           |            |          |
|---|----------|----------|-----------|------------|----------|
| Net cash provided by operating activities   | \$ 246.3 | \$ 208.0 | \$ 366.3  | \$ 317.4   | \$ 214.7 |
| Net change in accounts payable-inventory financing <sup>(2)</sup>                         | (6.4)    | 3.7      | 7.4       | (29.5)     | 250.5    |
| Capital expenditures  | (9.3)    | (8.8)    | (47.1)    | (41.4)     | (45.7)   |
| Subtotal  | \$ 230.6 | \$ 202.9 | \$ 326.6  | \$ 246.5   | \$ 419.5 |
| Income taxes (paid) refunded, net (included in net cash provided by operating activities) | \$ (9.5) | \$ (1.7) | \$ (82.5) | \$ (123.2) | \$ 20.9  |
| Net cash used in investing activities   | (30.2)   | (8.8)    | (47.1)    | (41.7)     | (56.0)   |
| Net cash used in financing activities   | (97.0)   | (89.5)   | (168.3)   | (338.0)    | (95.4)   |

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|  | Three months ended               |                                  | Years ended December 31, |          |          |
|--|----------------------------------|----------------------------------|--------------------------|----------|----------|
|  | March 31,<br>2014<br>(unaudited) | March 31,<br>2013<br>(unaudited) | 2013                     | 2012     | 2011     |
| (dollars and shares in millions, except per-share amounts) |                                  |                                  |                          |          |          |
| <b>Other Key Metrics (unaudited):</b>                      |                                  |                                  |                          |          |          |
| Gross profit as a percentage of net sales                  | 16.0%                            | 16.7%                            | 16.3%                    | 16.5%    | 16.5%    |
| Adjusted EBITDA <sup>(3)</sup>                             | \$ 193.7                         | \$ 178.6                         | \$ 808.5                 | \$ 766.6 | \$ 717.3 |
| Non-GAAP net income <sup>(4)</sup>                         | \$ 81.1                          | \$ 56.3                          | \$ 314.3                 | \$ 247.1 | \$ 198.8 |
| Cash conversion cycle <sup>(5)</sup>                       | 22                               | 22                               | 23                       | 24       | 27       |
| Coworker count (at period end)                             | 7,040                            | 6,779                            | 6,967                    | 6,804    | 6,745    |
| Revenue per coworker <sup>(6)</sup>                        | \$ 0.38                          | \$ 0.36                          | \$ 1.56                  | \$ 1.50  | \$ 1.48  |

- (1) Excludes borrowings of \$250.2 million, \$252.9 million, \$256.6 million, \$249.2 million and \$278.7 million, as of March 31, 2014, March 31, 2013, December 31, 2013, December 31, 2012 and December 31, 2011, respectively, under our inventory financing agreements. We do not include these borrowings in total debt because we have not in the past incurred, and in the future do not expect to incur, any interest expense or late fees under these agreements.
- (2) We have entered into agreements with certain financial intermediaries to facilitate the purchase of inventory from various suppliers. These amounts are classified separately as accounts payable-inventory financing on our consolidated balance sheets and, in accordance with GAAP, included in financing activities in our consolidated statements of cash flows. We have not incurred, and in the future do not expect to incur, any interest expense under the agreements.
- (3) EBITDA is defined as consolidated net income (loss) before interest expense, income tax expense (benefit), depreciation, and amortization. Adjusted EBITDA, which is a measure defined in our credit agreements, is calculated by adjusting EBITDA for certain items of income and expense including (but not limited to) the following: (a) non-cash equity-based compensation; (b) goodwill impairment charges; (c) sponsor fees; (d) certain consulting fees; (e) debt-related legal and accounting costs; (f) equity investment income and losses; (g) certain severance and retention costs; (h) gains and losses from the early extinguishment of debt; (i) gains and losses from asset dispositions outside the ordinary course of business; and (j) non-recurring, extraordinary or unusual gains or losses or expenses.

We have included a reconciliation of EBITDA and Adjusted EBITDA in the table below. Both EBITDA and Adjusted EBITDA are considered non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position or cash flows that either excludes or includes amounts that are not normally included or excluded in the most directly comparable measure calculated and presented in accordance with GAAP. Non-GAAP measures used by the Company may differ from similar measures used by other companies, even when similar terms are used to identify such measures. We believe that EBITDA and Adjusted EBITDA provide helpful information with respect to our operating performance and cash flows including our ability to meet our future debt service, capital expenditures and working capital requirements. Adjusted EBITDA also provides helpful information as it is the primary measure used in certain financial covenants contained in our credit agreements.



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The following unaudited table sets forth reconciliations of net income to EBITDA and EBITDA to Adjusted EBITDA for the periods presented:

|   | Three months ended |                 | Years ended December 31, |                 |                 |
|---|--------------------|-----------------|--------------------------|-----------------|-----------------|
|   | March 31, 2014     | March 31, 2013  | 2013                     | 2012            | 2011            |
|   | (in millions)      |                 |                          |                 |                 |
| Net income  | \$ 50.9            | \$ 28.3         | \$ 132.8                 | \$ 119.0        | \$ 17.1         |
| Depreciation and amortization                                 | 52.0               | 52.0            | 208.2                    | 210.2           | 204.9           |
| Income tax expense  | 29.9               | 16.2            | 62.7                     | 67.1            | 11.2            |
| Interest expense, net   | 50.1               | 72.1            | 250.1                    | 307.4           | 324.2           |
| <b>EBITDA</b>   | <b>182.9</b>       | <b>168.6</b>    | <b>653.8</b>             | <b>703.7</b>    | <b>557.4</b>    |
| Non-cash equity-based compensation                            | 3.3                | 1.9             | 8.6                      | 22.1            | 19.5            |
| Sponsor fees <sup>(i)</sup>                                   |                    | 1.3             | 2.5                      | 5.0             | 5.0             |
| Consulting and debt-related professional fees                 |                    |                 | 0.1                      | 0.6             | 5.1             |
| Net loss on extinguishments of long-term debt                 | 5.4                | 3.9             | 64.0                     | 17.2            | 118.9           |
| Litigation, net <sup>(ii)</sup>                               | (0.3)              |                 | (4.1)                    | 4.3             |                 |
| IPO- and secondary-offering-related expenses <sup>(iii)</sup> | 0.4                |                 | 75.0                     |                 |                 |
| Other adjustments <sup>(iv)</sup>                             | 2.0                | 2.9             | 8.6                      | 13.7            | 11.4            |
| <b>Adjusted EBITDA</b>  | <b>\$ 193.7</b>    | <b>\$ 178.6</b> | <b>\$ 808.5</b>          | <b>\$ 766.6</b> | <b>\$ 717.3</b> |

- (i) Reflects historical fees paid to affiliates of our Equity Sponsors under a management services agreement. In connection with CDW Corporation's initial public offering, we terminated the management services agreement.
- (ii) Relates to unusual, non-recurring litigation matters.
- (iii) IPO- and secondary-offering-related expenses consist of the following:

|  | Three months ended |    | Year ended December 31, 2013 |
|--|--------------------|----|------------------------------|
|  | March 31, 2014     |    |                              |
|  | (in millions)      |    |                              |
| Acceleration charge for certain equity awards and related employer payroll taxes | \$                 | \$ | 40.7                         |
| RDU Plan cash retention pool accrual   |                    |    | 7.5                          |
| Management services agreement termination fee                                    |                    |    | 24.4                         |
| Other expenses   | 0.4                |    | 2.4                          |

|  |        |    |      |
|--|--------|----|------|
| IPO- and secondary-offering-related expenses | \$ 0.4 | \$ | 75.0 |
|--|--------|----|------|

(iv) Other adjustments primarily include certain retention costs and equity investment income.

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The following unaudited table sets forth a reconciliation of EBITDA to net cash provided by operating activities for the periods presented:

|  | Three months ended |                | Years ended December 31, |          |          |
|--|--------------------|----------------|--------------------------|----------|----------|
|  | March 31, 2014     | March 31, 2013 | 2013                     | 2012     | 2011     |
|  | (in millions)      |                |                          |          |          |
| EBITDA   | \$ 182.9           | \$ 168.6       | \$ 653.8                 | \$ 703.7 | \$ 557.4 |
| Depreciation and amortization  | (52.0)             | (52.0)         | (208.2)                  | (210.2)  | (204.9)  |
| Income tax expense   | (29.9)             | (16.2)         | (62.7)                   | (67.1)   | (11.2)   |
| Interest expense, net  | (50.1)             | (72.1)         | (250.1)                  | (307.4)  | (324.2)  |
| Net income   | 50.9               | 28.3           | 132.8                    | 119.0    | 17.1     |
| Depreciation and amortization  | 52.0               | 52.0           | 208.2                    | 210.2    | 204.9    |
| Equity-based compensation expense  | 3.3                | 1.9            | 46.6                     | 22.1     | 19.5     |
| Amortization of deferred financing costs, debt premium, and debt discount, net | 1.6                | 3.0            | 8.8                      | 13.6     | 15.7     |
| Allowance for doubtful accounts  |                    |                |                          |          | 0.4      |
| Deferred income taxes  | (22.1)             | (14.1)         | (48.7)                   | (56.3)   | (10.2)   |
| Realized loss on interest rate swap agreements                                 |                    |                |                          |          | 2.8      |
| Mark to market loss on interest rate derivatives                               |                    |                | 0.1                      | 0.9      | 4.2      |
| Net loss on extinguishment of long-term debt                                   | 5.4                | 3.9            | 64.0                     | 17.2     | 118.9    |
| Net loss on sale and disposals of assets                                       |                    |                |                          | 0.1      | 0.3      |
| Changes in assets and liabilities  | 155.2              | 133.0          | (47.1)                   | (9.4)    | (158.3)  |
| Other non-cash items   |                    |                | 1.6                      |          | (0.6)    |
| Net cash provided by operating activities                                      | \$ 246.3           | \$ 208.0       | \$ 366.3                 | \$ 317.4 | \$ 214.7 |

- (4) Non-GAAP net income is considered a non-GAAP financial measure. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position or cash flows that either excludes or includes amounts that are not normally included or excluded in the most directly comparable measure calculated and presented in accordance with GAAP. Non-GAAP measures used by the Company may differ from similar measures used by other companies, even when similar terms are used to identify such measures. We believe that Non-GAAP net income provides meaningful information regarding our operating performance and our prospects for the future. This supplemental measure excludes, among other things, charges related to the amortization of





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Acquisition-related intangibles, non-cash equity-based compensation and gains and losses from the early extinguishment of debt. The following unaudited table sets forth a reconciliation of net income to Non-GAAP net income for the periods presented:

|   | Three months ended |                | Years ended December 31, |          |          |
|---|--------------------|----------------|--------------------------|----------|----------|
|   | March 31, 2014     | March 31, 2013 | 2013                     | 2012     | 2011     |
|   | (in millions)      |                |                          |          |          |
| Net income  | \$ 50.9            | \$ 28.3        | \$ 132.8                 | \$ 119.0 | \$ 17.1  |
| Amortization of intangibles <sup>(i)</sup>  | 40.3               | 40.3           | 161.2                    | 163.7    | 165.7    |
| Non-cash equity-based compensation  | 3.3                | 1.9            | 8.6                      | 22.1     | 19.5     |
| Litigation, net <sup>(ii)</sup>   |                    |                | (6.3)                    |          |          |
| Net loss on extinguishments of long-term debt   | 5.4                | 3.9            | 64.0                     | 17.2     | 118.9    |
| Interest expense adjustment related to extinguishments of long-term debt <sup>(iii)</sup> | (0.6)              | (0.8)          | (7.5)                    | (3.3)    | (19.4)   |
| IPO- and secondary-offering-related expenses <sup>(iv)</sup>                              | 0.4                |                | 75.0                     |          |          |
| Debt-related refinancing costs <sup>(v)</sup>   |                    |                |                          |          | 3.8      |
| Aggregate adjustment for income taxes <sup>(vi)</sup>                                     | (18.6)             | (17.3)         | (113.5)                  | (71.6)   | (106.8)  |
| Non-GAAP net income   | \$ 81.1            | \$ 56.3        | \$ 314.3                 | \$ 247.1 | \$ 198.8 |

- (i) Includes amortization expense for Acquisition-related intangible assets, primarily customer relationships and trade names.
- (ii) Relates to unusual, non-recurring litigation matters.
- (iii) Reflects adjustments to interest expense resulting from debt extinguishments. Represents the difference between interest expense previously recognized under the effective interest method and actual interest paid.
- (iv) As defined in note (3)(iii) above.
- (v) Represents fees and costs expensed related to the March 2011 amendment to our prior senior secured term loan facility.
- (vi) Based on a normalized effective tax rate of 39.0%.
- (5) Cash conversion cycle is defined as days of sales outstanding in accounts receivable plus days of supply in inventory minus days of purchases outstanding in accounts payable, based on a rolling three-month average. Prior periods have been revised to conform to the current definition.
- (6) Revenue per coworker is defined as net sales for the period divided by the average number of coworkers employed during such period (calculated as the sum of the number of coworkers employed at the beginning and end of the period divided by two).



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**RISK FACTORS**

*You should carefully consider the following risk factors and evaluate all of the information included and incorporated by reference in this prospectus, including the risk factors incorporated by reference from our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 5, 2014, as updated by our Quarterly Reports on Form 10-Q and other filings we make with the SEC, before you decide to purchase any notes. Our business, financial condition, liquidity or results of operations could be materially adversely affected by any of these risks. If any of these risks are realized, the trading price of the notes would likely decline and we may not be able to make payments of interest and principal on the notes, and you may lose all or part of your original investment.*

**Risks Related to the Notes**

*We have a substantial amount of indebtedness, which could have important consequences to our business and prevent us from fulfilling our obligations under the notes.*

We have a substantial amount of indebtedness. As of March 31, 2014, after giving effect to the Refinancing Transactions, the May 2014 Senior Subordinated Note Redemption and the ABL Facility Amendment, we would have had \$3.2 billion of total long-term debt outstanding, as defined by GAAP, and \$238.8 million of obligations outstanding under our inventory financing agreements, and the ability to borrow an additional \$977.5 million under our ABL Facility. Subject to the limits contained in our Senior Credit Facilities and our existing indentures, we may be able to incur additional debt from time to time, including drawing on our ABL Facility, to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we do so, the risks related to our business associated with our substantial indebtedness could intensify. Specifically, our substantial indebtedness could have important consequences to the holders of the notes, including the following:

making it more difficult for us to satisfy our obligations with respect to the notes and our other indebtedness;

requiring us to dedicate a substantial portion of our cash flow from operations to debt service payments on our and our subsidiaries' debt, which reduces the funds available for working capital, capital expenditures, acquisitions and other general corporate purposes;

requiring us to comply with restrictive covenants in our Senior Credit Facilities and existing indentures and the more limited restrictive covenants in the indenture that will govern the notes offered hereby, which limit the manner in which we conduct our business;

making it more difficult for us to obtain vendor financing from our vendor partners;

limiting our flexibility in planning for, or reacting to, changes in the industry in which we operate;

placing us at a competitive disadvantage compared to any of our less leveraged competitors;

increasing our vulnerability to both general and industry-specific adverse economic conditions; and

limiting our ability to obtain additional debt or equity financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements and increasing our cost of borrowing.

***We will be required to generate sufficient cash to service our indebtedness, including the notes, and, if not successful, we may be forced to take other actions to satisfy our obligations under our indebtedness.***

Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. Our outstanding long-term debt will impose significant cash interest payment obligations on us in 2014 and subsequent years and, accordingly, we will have to generate significant cash flow from operating activities to fund our debt service obligations. We cannot assure you that we will maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

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If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional debt or equity capital, restructure or refinance our indebtedness, including the notes, or revise or delay our strategic plan. We cannot assure you that we would be able to take any of these actions, that these actions would be successful and permit us to meet our scheduled debt service obligations or satisfy our capital requirements, or that these actions would be permitted under the terms of our existing or future debt agreements, including our Senior Credit Facilities, our existing indentures and the indenture that will govern the notes offered hereby. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Our Senior Credit Facilities and our existing indentures restrict our ability to dispose of assets and use the proceeds from the disposition. We may not be able to consummate those dispositions or to obtain the proceeds which we could realize from them and these proceeds may not be adequate to meet any debt service obligations then due. Furthermore, our Equity Sponsors have no obligation to provide us with debt or equity financing.

If we cannot make scheduled payments on our debt, we will be in default and, as a result:

our debt holders could declare all outstanding principal and interest to be due and payable;

the lenders under our Senior Credit Facilities could foreclose against the assets securing our borrowings from them and the lenders under our Term Loan Facility could terminate their commitments to lend us money; and

we could be forced into bankruptcy or liquidation, which could result in holders of notes losing their investment in the notes.

***Despite our indebtedness levels, we and our subsidiaries may be able to incur substantially more debt, including secured debt. This could further increase the risks associated with our leverage.***

We and our subsidiaries may be able to incur substantial additional indebtedness in the future. The terms of our Senior Credit Facilities and our existing indentures do not, and the indenture that will govern the notes offered hereby will not, fully prohibit us or our subsidiaries from doing so. To the extent that we incur additional indebtedness or such other obligations, the risks associated with our substantial indebtedness described above, including our possible inability to service our debt, will increase. As of March 31, 2014, after giving effect to the Refinancing Transactions and the ABL Facility Amendment, we would have had approximately \$977.5 million available for additional borrowing under our ABL Facility after taking into account borrowing base limitations (net of \$2.2 million of issued and undrawn letters of credit and \$238.7 million of reserves related to our floorplan sub-facility). See Description of Certain Indebtedness.

***Restrictive covenants under our Senior Credit Facilities and our existing indentures may adversely affect our operations and liquidity.***

Our Senior Credit Facilities and our existing indentures contain, and any future indebtedness of ours may contain, various covenants that limit our ability to, among other things:

incur or guarantee additional debt;

pay dividends or make distributions to holders of our capital stock or to make certain other restricted payments or investments;

repurchase or redeem capital stock;

make loans, capital expenditures or investments or acquisitions;

receive dividends or other payments from our subsidiaries;

enter into transactions with affiliates;

create liens;

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merge or consolidate with other companies or transfer all or substantially all of our assets;

transfer or sell assets, including capital stock of subsidiaries; and

prepay, repurchase or redeem debt that is junior in right of payment to the notes.

As a result of these covenants, we are limited in the manner in which we conduct our business and we may be unable to engage in favorable business activities or finance future operations or capital needs. A breach of any of these covenants or any of the other restrictive covenants would result in a default under our Senior Credit Facilities. Upon the occurrence of an event of default under our Senior Credit Facilities, the lenders:

will not be required to lend any additional amounts to us;

could elect to declare all borrowings outstanding thereunder, together with accrued and unpaid interest and fees, to be due and payable; or

could require us to apply all of our available cash to repay these borrowings; any of which could result in an event of default under our existing indentures.

If we were unable to repay those amounts, the lenders under our Senior Credit Facilities could proceed against the collateral granted to them to secure our borrowings thereunder. We have pledged a significant portion of our assets as collateral under our Senior Credit Facilities. If the lenders under our Senior Credit Facilities accelerate the repayment of borrowings, we cannot assure you that we will have sufficient assets to repay our Senior Credit Facilities and our other indebtedness, including the notes, or the ability to borrow sufficient funds to refinance such indebtedness. Even if we were able to obtain new financing, it may not be on commercially reasonable terms, or terms that are acceptable to us. See Description of Certain Indebtedness.

In addition, under our ABL Facility we are permitted to borrow an aggregate amount of up to \$1,250.0 million; however, our ability to borrow under our ABL Facility is limited by a borrowing base and a liquidity condition. The borrowing base at any time equals the sum of up to 85% of our and our subsidiary guarantors' eligible accounts receivable (net of accounts reserves) (up to 30% of such eligible accounts receivable which can consist of federal government accounts receivable) plus the lesser of (i) 75% of our and our subsidiary guarantors' eligible inventory (valued at cost and net of inventory reserves) and (ii) the product of 85% multiplied by the net orderly liquidation value percentage multiplied by eligible inventory (valued at cost and net of inventory reserves), less reserves (other than accounts reserves and inventory reserves). Our borrowing base in effect as of March 31, 2014 was \$1,218.4 million.

Our ability to borrow under our ABL Facility is also limited by a minimum liquidity condition, which provides that, if excess cash availability is less than the lesser of (i) \$125.0 million and (ii) the greater of (A) ten percent (10%) of the borrowing base and (B) \$100.0 million, the lenders are not required to lend any additional amounts under the ABL Facility unless the consolidated fixed charge coverage ratio (as defined in the credit agreement evidencing our ABL Facility) is at least 1.00 to 1.00. Moreover, our ABL Facility provides discretion to the agent bank acting on behalf of the lenders to impose additional availability reserves, which could materially impair the amount of borrowings that



would otherwise be available to us. We cannot assure you that the agent bank will not impose such reserves or, were it to do so, that the resulting impact of this action would not materially and adversely impair our liquidity.

*The notes will be unsecured and will be effectively subordinated to our and the guarantors' secured debt.*

Our obligations under the notes and the guarantors' obligations under the guarantees of the notes will not be secured by any of our or our subsidiaries' assets. Borrowings under our Senior Credit Facilities are secured by a security interest in substantially all of our assets and the assets of the guarantors. In addition, the indenture that will govern the notes will permit us and our subsidiaries to incur additional secured debt. As a result, the notes and the guarantees will be effectively subordinated to all of our and the guarantors' secured debt and other

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obligations to the extent of the value of the assets securing such obligations. As of March 31, 2014, after giving effect to the Refinancing Transactions, the May 2014 Senior Subordinated Note Redemption and the ABL Facility Amendment, we would have had \$1,525.1 million of secured debt outstanding, and an additional 977.5 million of availability under our ABL Facility after taking into account borrowing base limitations (net of \$2.2 million of issued and undrawn letters of credit and \$238.7 million of reserves related to our floorplan sub-facility). If we and the guarantors were to become insolvent or otherwise fail to make payments on the notes, holders of our and the guarantors' secured obligations would be paid first and would receive payments from the assets securing such obligations before the holders of the notes would receive any payments. You may therefore not be fully repaid in the event we become insolvent or otherwise fail to make payments on the notes.

*Variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.*

Certain of our borrowings, primarily borrowings under our Senior Credit Facilities, are at variable rates of interest and expose us to interest rate risk. As of March 31, 2014, we had \$1,525.1 million of variable rate debt outstanding. If interest rates increase above 1.00% per annum, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income would decrease. Although we have entered into interest rate cap agreements on our Term Loan Facility to reduce interest rate volatility, such agreements are only in effect through January 14, 2015 and we cannot assure you we will be able to enter into interest rate cap agreements in the future on acceptable terms or that such caps or the caps we have in place now will be effective.

*The notes are structurally subordinated to all indebtedness of our existing or future subsidiaries that do not become guarantors of the notes.*

Holders of the notes do not have any claim as a creditor against any of our existing subsidiaries that are not guarantors of the notes or against any of our future subsidiaries that do not become guarantors of the notes. Indebtedness and other liabilities, including trade payables of those subsidiaries will be structurally senior to claims of holders of the notes against those subsidiaries. As of March 31, 2014, our non-guarantor subsidiary had approximately \$55.3 million of total liabilities, all of which were effectively senior to the notes.

The notes are not guaranteed by our foreign subsidiary and will not be guaranteed by any future foreign subsidiaries. Our non-guarantor subsidiary is a separate and distinct legal entity and has no obligation, contingent or otherwise, to pay any amounts due under the notes, or to make any funds available therefor, whether by dividends, loans, distributions or other payments. In the event of a bankruptcy, liquidation, reorganization or other winding up of this non-guarantor subsidiary or any future subsidiary that is not a guarantor of the notes, these non-guarantor subsidiaries will pay the holders of their debts, holders of preferred equity interests and their trade creditors before they will be able to distribute any of their assets to us (except to the extent we have a claim as a creditor of such non-guarantor subsidiary). Any right that we or the subsidiary guarantors have to receive any assets of any non-guarantor subsidiaries upon the bankruptcy, liquidation, reorganization or other winding up of those subsidiaries, and the consequent rights of holders of notes to realize proceeds from the sale of any of those subsidiaries' assets, will be effectively subordinated to the claims of those subsidiaries' creditors, including trade creditors and holders of preferred equity interests of those subsidiaries.

As of and for the three months ended March 31, 2014, our non-guarantor subsidiary represented 2.6% of our total assets, approximately 1.1% of our total liabilities, including trade payables, 5.1% of our net sales and 3.0% of our Adjusted EBITDA, respectively, in each case after intercompany eliminations. Adjusted EBITDA is a non-GAAP financial measure.

In addition, the indenture that will govern the notes offered hereby, subject to some limitations, permits these subsidiaries to incur additional indebtedness and does not contain any limitation on the amount of certain other liabilities, such as trade payables, that may be incurred by these subsidiaries.

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*Our ability to service our debt and meet our cash requirements depends on many factors, some of which are beyond our control.*

Our ability to satisfy our obligations and meet our cash requirements for the foreseeable future will depend on our future operating performance and financial results, which will be subject, in part, to factors beyond our control, including interest rates and general economic, financial and business conditions. If we are unable to generate sufficient cash flow to service our debt, we may be required to:

refinance all or a portion of our debt, including the notes;

obtain additional financing;

sell some of our assets or operations;

reduce or delay capital expenditures and/or acquisitions; or

revise or delay our strategic plan.

If we are required to take any of these actions, it could have a material adverse effect on our business, financial condition and results of operations. In addition, we cannot assure you that we would be able to take any of these actions, that these actions would enable us to continue to satisfy our capital requirements or that these actions would be permitted under the terms of our various debt instruments, including our Senior Credit Facilities, our existing indentures and the indenture that will govern the notes offered hereby. In addition, our Senior Credit Facilities and our existing indentures restrict our ability to sell assets and to use the proceeds from the sales. We may not be able to sell assets quickly enough or for sufficient amounts to enable us to meet our obligations, including our obligations on the notes. Furthermore, our Equity Sponsors have no obligation to provide us with debt or equity financing. Therefore, it may be difficult for us to make required payments on the notes in the event of an acceleration of the maturity of the notes.

*Our ability to make payments on the notes depends on our ability to receive dividends and other distributions from our subsidiaries.*

Our principal assets are the equity interests that we hold in our operating subsidiaries. As a result, we are dependent on dividends and other distributions from our subsidiaries to generate the funds necessary to meet our financial obligations, including the payment of principal and interest on our outstanding debt. Our subsidiaries may not generate sufficient cash from operations to enable us to make principal and interest payments on our indebtedness, including the notes. In addition, any payment of dividends, distributions, loans or advances to us by our subsidiaries could be subject to restrictions on dividends or, in the case of foreign subsidiaries, restrictions on repatriation of earnings under applicable local law and monetary transfer restrictions in the jurisdictions in which our subsidiaries operate. In addition, payments to us by our subsidiaries will be contingent upon our subsidiaries' earnings. Our subsidiaries are permitted under the terms of our indebtedness to incur additional indebtedness that may restrict payments from those subsidiaries to us. We cannot assure you that agreements governing current and future indebtedness of our subsidiaries will permit those subsidiaries to provide us with sufficient cash to fund payments on

the notes when due.

Our subsidiaries are legally distinct from us and, except for our existing and future subsidiaries that will be guarantors of the notes, have no obligation, contingent or otherwise, to pay amounts due on our debt or to make funds available to us for such payment.

*If we default on our obligations to pay our indebtedness, we may not be able to make payments on the notes.*

Any default under the agreements governing our indebtedness, including a default under our Senior Credit Facilities that is not waived by the required lenders, and the remedies sought by the holders of such indebtedness, could make us unable to pay principal, premium, if any, and interest on the notes and substantially decrease the

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value of the notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness (including covenants in our Senior Credit Facilities, our existing indentures and, to a lesser degree, the indenture that will govern the notes offered hereby), we could be in default under the terms of the agreements governing such indebtedness, including our Senior Credit Facilities, our existing indentures and the indenture that will govern the notes offered hereby. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under our Senior Credit Facilities could elect to terminate their commitments thereunder and cease making further loans and lenders under our Senior Credit Facilities could institute foreclosure proceedings against our assets and we could be forced into bankruptcy or liquidation. If our operating performance declines, we may in the future need to obtain waivers from the required lenders under our Senior Credit Facilities to avoid being in default. If we breach our covenants under our Senior Credit Facilities and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under our Senior Credit Facilities, the lenders could exercise their rights, as described above, and we could be forced into bankruptcy or liquidation. See [Description of Certain Indebtedness](#) and [Description of Notes](#).

***We may be unable to purchase the notes upon a change of control which would result in a default under the indenture that will govern the notes offered hereby and would adversely affect our business.***

Upon a change of control, as defined in the indenture that will govern the notes, we are required to offer to purchase all of the notes then outstanding for cash at 101% of the principal amount thereof, together with accrued and unpaid interest and additional interest, if any. If a change of control occurs under the indenture that will govern the notes, we may not have sufficient funds to pay the change of control purchase price, and we may be required to secure third party financing to do so. We may not be able to obtain this financing on commercially reasonable terms, or on terms acceptable to us, or at all. Further, we may be contractually restricted under the terms of our Senior Credit Facilities from repurchasing all of the notes tendered by holders of the notes upon a change of control. Accordingly, we may not be able to satisfy our obligations to purchase the notes unless we are able to refinance or obtain waivers under our Senior Credit Facilities. Our failure to repurchase the notes upon a change of control would cause a default under the indenture that will govern the notes offered hereby and a cross-default under the Senior Credit Facilities and our other indentures. Our Senior Credit Facilities and the indenture that will govern the notes offered hereby also provide that a change of control, as defined in such agreement, will be a default that permits lenders to accelerate the maturity of borrowings thereunder and, in the case of our Senior Credit Facilities, if such debt is not paid, to enforce security interests in the collateral securing such debt, thereby limiting our ability to raise cash to purchase the notes.

The change of control provisions in the indenture that will govern the notes offered hereby may not protect holders of the notes in the event we consummate a highly leveraged transaction, reorganization, restructuring, merger or other similar transaction, unless such transaction constitutes a change of control under the indenture that will govern the notes offered hereby. Such a transaction may not involve a change in voting power or beneficial ownership or, even if it does, may not involve a change in the magnitude required under the definition of change of control in the indenture that will govern the notes offered hereby to trigger our obligation to repurchase the notes. Except as otherwise described above, the indenture that will govern the notes offered hereby does not contain provisions that permit the holders of the notes to require us to repurchase or redeem the notes in the event of a takeover, recapitalization or similar transaction. If an event occurs that does not constitute a [Change of Control](#) as defined in the indenture that will govern the notes offered hereby, we will not be required to make an offer to repurchase the notes and holders may be required to continue to hold notes despite the event.

See [Description of Certain Indebtedness](#) and [Description of Notes](#) [Repurchase at the Option of Holders](#).



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*Federal and state statutes allow courts, under specific circumstances, to void notes and adversely affect the validity and enforceability of the guarantees and require noteholders to return payments received.*

The issuance of, and payments made under, the notes and the guarantees may be subject to review under federal and state fraudulent transfer and conveyance statutes. While the relevant laws may vary from state to state, generally under such laws the incurrence of an obligation (such as under the notes or guarantees) or the making of a payment or other transfer will be a fraudulent conveyance if (1) we or any of our guarantors, as applicable, incurred such obligation or made such payment with the intent of hindering, delaying or defrauding creditors or (2) we or any of our guarantors, as applicable, received less than reasonably equivalent value or fair consideration in return for incurring such obligation or making such payment and, in the case of (2) only, one of the following is also true:

we or the applicable guarantor were insolvent at the time of or rendered insolvent by reason of the incurrence of the obligation or the making of such payment; or

the incurrence of the obligation or the making of such payment of the consideration left us or the applicable guarantor with an unreasonably small amount of capital to carry on our or its business; or

we or the applicable guarantor intended to, or believed that we or it would, incur debts beyond our or its ability to pay them as they mature.

If a court were to find that the issuance of the notes or guarantees, or a payment made under the notes or guarantees, was a fraudulent conveyance, the court could void the payment obligations under the notes or such guarantees or subordinate the notes or such guarantees to presently existing and future indebtedness of ours or any such guarantor, and require the holders of the notes to repay particular amounts or any amounts received with respect to the notes or such guarantees. In the event of a finding that a fraudulent conveyance occurred, you may not receive any repayment on the notes. Further, the voiding of the notes or the guarantees could result in an event of default with respect to our other debt and that of our guarantors that could result in acceleration of such debt.

The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. In general, however, a court would consider an issuer or a guarantor insolvent if:

the sum of its debts, including contingent and unliquidated liabilities, was greater than all of its property, at a fair valuation;

the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent unliquidated liabilities, as they become absolute and matured; or

it could not pay its debts as they became due.



We cannot be certain as to the standards a court would use to determine whether or not we or the guarantors were solvent at the relevant time, or regardless of the standard that a court uses, that the notes and the guarantees would not be subordinated to our or any guarantor's other debt.

If the guarantees were legally challenged, any guarantee could also be subject to the claim that, since the guarantee was incurred for our benefit, and only indirectly for the benefit of the guarantor, the obligations of the applicable guarantor were incurred for less than reasonably equivalent value or fair consideration. A court could thus void the obligations under the guarantees, subordinate them to the applicable guarantor's other debt or take other action detrimental to the holders of the notes.

Each guarantee contains a provision intended to limit the guarantor's liability to the maximum amount that it could incur without causing the incurrence of obligations under its guarantee to be a fraudulent transfer. This provision may not be effective to protect the guarantees from being voided under fraudulent transfer law, or may

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reduce or eliminate the guarantor's obligation to an amount that effectively makes the guarantee worthless. Although subsequently overturned on other grounds, a recent Florida bankruptcy court decision found that this kind of provision was ineffective to protect the guarantees.

*Each of our Equity Sponsors will have influence over significant corporate activities and their interests may differ from the interests of noteholders.*

A sizable portion of the common stock of CDW Corporation is held indirectly by investment funds affiliated with, or co-investment vehicles controlled by, our Equity Sponsors. As a result of their ownership, each Equity Sponsor, so long as it holds a sizable portion of CDW Corporation's outstanding common stock, will have substantial voting power with respect to matters submitted to a vote of stockholders. In addition, so long as each Equity Sponsor has representation on CDW Corporation's board of directors, it will have the ability to exercise influence over decision-making with respect to our business direction and policies. Matters over which each of our Equity Sponsors may continue to, directly or indirectly, exercise influence include:

the election of CDW Corporation's board of directors and the appointment and removal of our officers;

mergers and other business combination transactions;

other acquisitions or dispositions of businesses or assets;

incurrence of indebtedness and the issuance of equity securities;

repurchase of stock and payment of dividends; and

the issuance of shares to management under our equity incentive plans.

The interests of our Equity Sponsors and our other equity holders may not be aligned with those of the holders of the notes. If we encounter financial difficulties, or we are unable to pay our debts as they mature, the interests of our Equity Sponsors and our other equity holders might conflict with those of the holders of the notes. In that situation, for example, the holders of the notes might want us to raise additional equity from our Equity Sponsors or other investors to reduce our leverage and pay our debts, while our Equity Sponsors might not want to increase their investment in us or have their ownership diluted and instead choose to take other actions, such as selling our assets. Our Equity Sponsors may have an interest in pursuing acquisitions, divestitures, financings or other transactions that, in their judgment, could enhance their equity investments, even though such transactions might involve risks to you as a holder of the notes. Additionally, our Equity Sponsors are in the business of investing in companies and may, from time to time, acquire and hold interests in businesses that compete directly or indirectly with us. Under CDW Corporation's amended and restated certificate of incorporation, each Equity Sponsor and its affiliates do not have any obligation to present to us, and each Equity Sponsor may separately pursue, corporate opportunities of which it becomes aware, even if those opportunities are ones that we would have pursued if granted the opportunity.

*The trading prices for the notes will be directly affected by many factors, including our credit rating.*

Credit rating agencies continually revise their ratings for companies they follow or discontinue rating companies, including us. Any ratings downgrade or decisions by a credit rating agency to discontinue rating us could adversely affect the trading price of the notes, or the trading market for the notes, to the extent a trading market for the notes develops. The condition of the financial and credit markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future and any fluctuation may impact the trading price of the notes.

*We cannot assure you that an active trading market will develop for the notes.*

Prior to this offering, there has been no trading market for the notes, and we do not intend to apply to list the notes on any securities exchange or to arrange for quotation on any automated dealer quotation system. We have

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been informed by the underwriters that they intend to make a market in the notes after the offering is completed. However, the underwriters may cease their market making at any time without notice. In addition, the liquidity of the trading market in the notes, and the market price quoted for the notes, may be adversely affected by changes in the overall market for this type of security and by changes in our financial performance or prospects or in the prospects for companies in our industry generally. As a result, we cannot assure you that an active trading market will develop for the notes. If an active trading market does not develop or is not maintained, the market price and liquidity of the notes may be adversely affected. In that case you may not be able to sell your notes at a particular time or you may not be able to sell your notes at a favorable price.

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**FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated by reference herein may contain forward-looking statements within the meaning of the federal securities laws. All statements other than statements of historical fact included in this prospectus and the documents incorporated by reference herein are forward-looking statements. These statements relate to analyses and other information, which are based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our future prospects, developments and business strategies. We claim the protection of The Private Securities Litigation Reform Act of 1995 for all forward-looking statements in this prospectus.

These forward-looking statements are identified by the use of terms and phrases such as anticipate, believe, could, estimate, expect, intend, may, plan, predict, project, will and similar terms and phrases, including reference to assumptions. However, these words are not the exclusive means of identifying such statements. Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, we cannot assure you that we will achieve those plans, intentions or expectations. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected.

Important factors that could cause actual results to differ materially from our expectations, or cautionary statements, are disclosed under the sections entitled Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 5, 2014, and in our other periodic reports. All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements contained in our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 5, 2014, and in our other periodic reports under the heading Risk Factors, as well as other cautionary statements that are made from time to time in our other SEC filings and public communications. You should evaluate all forward-looking statements made in this prospectus and the documents incorporated by reference herein in the context of these risks and uncertainties.

We caution you that the important factors referenced above may not contain all of the factors that are important to you. In addition, we cannot assure you that we will realize the results or developments we expect or anticipate or, even if substantially realized, that they will result in the consequences or affect us or our operations in the way we expect. Forward-looking statements are made only as of the date they were made. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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**MARKET, RANKING AND OTHER INDUSTRY DATA**

This prospectus and the documents incorporated by reference herein include industry data, forecasts and information that we have prepared based, in part, upon data, forecasts and information obtained from independent industry publications and surveys and other information available to us. Some data is also based on our good faith estimates, which are derived from management's knowledge of the industry and independent sources. Industry publications and surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. We have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein. Statements as to our market position are based on market data currently available to us. While we are not aware of any misstatements regarding the industry data presented herein, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed in this prospectus and our periodic reports under the heading Risk Factors. Similarly, we believe our internal research is reliable, even though such research has not been verified by any independent sources.

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**USE OF PROCEEDS**

We will use the proceeds from the sale of the notes together with cash on hand (a) to fund the redemption of (i) all of our outstanding \$325.0 million aggregate principal amount of Senior Secured Notes at a redemption price of 106.061% of the principal amount redeemed, plus accrued and unpaid interest through the date of redemption, and (ii) \$234.7 million aggregate principal amount of our Existing Senior Notes at a redemption price of 108.764% of the principal amount redeemed, plus accrued and unpaid interest through the date of redemption, and (b) to pay related fees and expenses.

Our Senior Secured Notes bear interest at 8.00% per annum and mature on December 15, 2018. Our Existing Senior Notes bear interest at 8.50% per annum and mature on April 1, 2019.

**Table of Contents****CAPITALIZATION**

The following table sets forth our consolidated cash and cash equivalents and capitalization as of March 31, 2014 on an actual basis and as adjusted to give effect to the Refinancing Transactions, the May 2014 Senior Subordinated Note Redemption and the ABL Facility Amendment. This information should be read in conjunction with Prospectus Summary Refinancing Transactions, Prospectus Summary Redemption of Senior Subordinated Notes, Prospectus Summary ABL Facility Amendment, Prospectus Summary Summary Historical Consolidated Financial Information and Description of Certain Indebtedness included in this prospectus and Management's Discussion and Analysis of Financial Condition and Results of Operations and the historical consolidated financial statements and related notes in our filings incorporated by reference in this prospectus.

|   | As of<br>March 31, 2014 |             |
|---|-------------------------|-------------|
|   | Actual                  | As Adjusted |
|   | (in millions)           |             |
| Cash and cash equivalents                             | \$ 306.7                | \$ 233.2    |
| Total debt (including current portion):               |                         |             |
| ABL Facility <sup>(1)</sup>                           | \$                      | \$          |
| Term Loan Facility <sup>(2)</sup>                     | 1,525.1                 | 1,525.1     |
| Senior Secured Notes                                  | 325.0                   |             |
| Existing Senior Notes <sup>(3)</sup>                  | 1,280.0                 | 1,045.3     |
| Senior Notes offered hereby                           |                         | 600.0       |
| Senior Subordinated Notes                             | 42.5                    |             |
| Capital Leases  |                         |             |
| Total debt (including current portion) <sup>(4)</sup> | 3,172.6                 | 3,170.4     |
| Shareholders' equity                                  | 754.8                   | 706.9       |
| Total capitalization                                  | \$ 3,927.4              | \$ 3,877.3  |

(1) On June 6, 2014, we amended, extended and increased the size of our ABL Facility to provide for borrowings of up to \$1,250.0 million, subject to borrowing base limitations and a minimum liquidity condition. After giving effect to the Refinancing Transactions and the ABL Facility Amendment, we could have borrowed an additional \$977.5 million under our ABL Facility after taking into account borrowing base limitations (net of \$2.2 million of issued and undrawn letters of credit and \$238.7 million of reserves related to our floorplan sub-facility) as of March 31, 2014. See Description of Certain Indebtedness.

(2) Excludes the unamortized discount of \$4.2 million.

(3) Excludes the unamortized premium of \$4.0 million.

(4) This amount does not include any of the \$250.2 million in obligations outstanding under our inventory financing agreements as of March 31, 2014. We include these obligations in current liabilities and not in total debt because we have not in the past incurred, and in the future do not expect to incur, any interest expense under these agreements. Such amount is classified separately as accounts payable-inventory financing on our consolidated balance sheets. For more information, see Description of Certain Indebtedness.





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**DESCRIPTION OF CERTAIN INDEBTEDNESS**

**Senior Credit Facilities**

The Senior Credit Facilities consist of the Term Loan Facility and the ABL Facility. CDW LLC is the borrower under both Senior Credit Facilities.

As of March 31, 2014, the outstanding principal amount of the Term Loan Facility was \$1,525.1 million, excluding \$4.2 million in unamortized discount.

As of March 31, 2014, the ABL Facility consisted of a revolving credit facility capacity of \$900.0 million and a \$400.0 million floorplan sub-facility. As of March 31, 2014, there were no outstanding borrowings under the ABL Facility, \$2.2 million of undrawn letters of credit and \$238.7 million reserved under the floorplan sub-facility. On June 6, 2014, CDW LLC amended, extended and increased the size of its revolving credit facility. The ABL Facility now consists of a revolving credit facility capacity of \$1,250.0 million and an unlimited floorplan sub-facility. As of July 23, 2014, there are no outstanding borrowings under the ABL Facility, \$2.2 million of undrawn letters of credit and \$321.5 million reserved under the floorplan sub-facility.

The following summary is a description of the principal terms of the Senior Credit Facilities and the related documents governing those facilities.

***Maturity; Prepayments***

The Term Loan Facility matures on April 29, 2020. The Term Loan Facility requires CDW LLC to make certain mandatory prepayments of principal amounts under certain circumstances, including a prepayment in an amount equal to (i) 50% of excess cash flow for a fiscal year (the percentage rate of which decreases to 25% when the total net leverage ratio (as defined in the governing agreement) is less than or equal to 5.5 but greater than 4.5; and decreases to 0% when the total net leverage ratio is less than or equal to 4.5), and (ii) the net cash proceeds from the incurrence of certain additional indebtedness by CDW LLC or its subsidiaries. Excess cash flow is defined as EBITDA (as defined in the governing agreement), plus items such as reductions in working capital, less items such as increases in working capital, certain taxes paid in cash, interest that will be paid in cash, capital expenditures and repayment of long-term indebtedness. The Term Loan Facility is subject to 0.25% quarterly amortization of the original principal amount, payable on a quarterly basis. The quarterly principal payments commenced during the quarter ending June 30, 2013.

The ABL Facility matures on June 6, 2019.

***Additional Commitments***

The Term Loan Facility permits CDW LLC to obtain commitments from one or more existing or new lenders to add one or more additional incremental term loan facilities under the Term Loan Facility in an aggregate amount not to exceed \$500,000,000 plus the maximum amount that could be incurred such that the senior secured net leverage ratio (as defined in the governing agreement) does not exceed 3.25 to 1.00. On July 31, 2013, CDW LLC borrowed an additional \$190.0 million aggregate principal amount under the Term Loan Facility, utilizing a portion of the aforementioned maximum aggregate amount of incremental term loan facilities.

The ABL Facility permits CDW LLC to obtain commitments from one or more existing or new lenders to increase the revolving credit facility capacity under the ABL Facility by an aggregate amount not to exceed \$300,000,000.

*Security; Guarantees*

The obligations of CDW LLC under the Senior Credit Facilities have been guaranteed on a senior secured basis by CDW Corporation and each of CDW LLC's 100% owned domestic direct and indirect subsidiaries. The obligations under the Senior Credit Facilities and each guarantor's obligations under its guarantee of the Senior

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Credit Facilities are secured by a security interest in substantially all of the assets of CDW LLC and the guarantors. Because the Senior Credit Facilities are secured obligations, if we fail to comply with the terms of the Senior Credit Facilities and those creditors accelerate the payment of all the funds borrowed thereunder and we are unable to repay such indebtedness, they could foreclose on substantially all of the assets of CDW LLC and the guarantors which serve as collateral.

The Term Loan Facility is secured by (1) a first priority lien on all capital stock and substantially all assets (except cash, accounts, deposit accounts, inventory and proceeds thereof) of CDW LLC and its domestic subsidiaries and on 65% of the capital stock of CDW LLC's foreign subsidiaries and (2) a second priority lien on substantially all cash, accounts, deposit accounts, inventory and proceeds thereof. The ABL Facility is secured by (1) a first priority lien on substantially all of CDW LLC's accounts, deposit accounts, eligible inventory and proceeds thereof and (2) a second priority lien on substantially all other assets.

***Interest and Fees***

Borrowings under the Term Loan Facility bear interest at either (a) the alternate base rate ( ABR ) plus a margin; or (b) LIBOR plus a margin; provided that for purposes of the Term Loan Facility, LIBOR shall not be less than 1.00% per annum at any time. The margin is based on the net leverage ratio, as defined in the agreement evidencing the Term Loan Facility. For ABR borrowings, the applicable margin varies within a range of 1.25%-1.50%. For LIBOR borrowings, the applicable rate margin varies within a range of 2.25%-2.50%.

Borrowings under the ABL Facility bear interest at a variable interest rate plus an applicable margin. The variable interest rate is based on one of two indices, either (i) LIBOR, or (ii) the ABR with the ABR being the greatest of (a) the prime rate, (b) the federal funds effective rate plus 50 basis points or (c) the one-month LIBOR plus 1.00%. The applicable margin varies (1.50% to 2.00% for LIBOR borrowings and 0.50% to 1.00% for ABR borrowings) depending upon the average daily excess cash availability under the agreement evidencing the ABL Facility and is subject to a reduction of 0.25% if, and for as long as, CDW LLC's corporate credit rating from Standard & Poor's Rating Services is BB or better and the corporate family rating from Moody's Investor Service, Inc. is Ba3 or better, in each case with a stable or better outlook.

In addition to paying interest on outstanding principal under the Senior Credit Facilities, CDW LLC is also required to pay a commitment fee to the lenders under the ABL Facility in respect of the unutilized commitments thereunder at a rate equal to 0.25% per annum (depending on the amount of unutilized commitments). CDW LLC also must pay customary letter of credit and agency fees.

***Borrowing Limitations under the ABL Facility***

The ability to borrow under the ABL Facility is limited by a borrowing base, which at any time will equal the sum of up to 85% of CDW LLC's and its subsidiary guarantors' eligible accounts receivable (net of accounts reserves) (up to 30% of such eligible accounts receivable which can consist of federal government accounts receivable) plus the lesser of (i) 75% and (ii) the product of 85% multiplied by the net orderly liquidation value percentage multiplied by eligible inventory (valued at cost and net of inventory reserves), less reserves (other than accounts reserves and inventory reserves). The borrowing base in effect as of March 31, 2014 was \$1,218.4 million. The ability to borrow under this facility is also limited by a minimum liquidity condition, which provides that, if excess cash availability is less than the lesser of (i) \$125.0 million and (ii) the greater of (A) 10% of the borrowing base and (B) \$100.0 million, the lenders are not required to lend any additional amounts under the ABL Facility unless the consolidated fixed charge coverage ratio (as defined in the agreement evidencing the ABL Facility) is at least 1.00 to 1.00. Moreover, the ABL Facility provides discretion to the agent bank acting on behalf of the lenders to impose additional availability reserves,

which could materially impair the amount of borrowings that would otherwise be available.

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*Covenants*

The Senior Credit Facilities contain a number of covenants that, among other things, (1) require CDW LLC to maintain a fixed charges ratio under certain circumstances and (2) limit or restrict the ability of CDW LLC and its restricted subsidiaries to dispose of assets, incur additional indebtedness, incur guarantee obligations, prepay other indebtedness, create liens, make equity or debt investments, make acquisitions, engage in mergers or consolidations, or engage in certain transactions with affiliates.

Under the Term Loan Facility, CDW LLC and its restricted subsidiaries are also generally restricted from paying dividends and making other restricted payments, other than (i) restricted payments not to exceed \$250,000,000 plus the amount of certain other items that increase (and in some cases decrease) the amounts available for such payments, so long as CDW LLC and its restricted subsidiaries have a total net leverage ratio no greater than 6.50 to 1.00 and no default has occurred or will occur as a result of the restricted payment and (ii) other permitted restricted payments. In addition, CDW LLC may pay dividends to CDW Corporation to fund the payment by CDW Corporation of dividends on its common stock of up to 6% per annum of the net proceeds received by or contributed to CDW LLC in the initial public offering of CDW Corporation's common stock.

Under the ABL Facility, CDW LLC and its restricted subsidiaries are also generally restricted from paying dividends and making other restricted payments, other than (i) restricted payments if no default has occurred or will occur as a result of the restricted payment and excess cash availability exceeds (a) \$250,000,000 or (b) \$187,500,000 and the fixed charge coverage ratio is not less than 1.00 to 1.00 on a pro forma basis after giving effect to the restricted payment and any related borrowings and (ii) other permitted restricted payments. In addition, CDW LLC may pay dividends to CDW Corporation to fund the payment by CDW Corporation of dividends on its common stock of up to 6% per annum of the net proceeds received by or contributed to CDW LLC in the initial public offering of CDW Corporation's common stock.

CDW LLC was not required to maintain a fixed charges ratio for the four quarters ended March 31, 2014.

*Events of Default*