



DIVISION OF  
CORPORATION FINANCE

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

July 12, 2011

Via E-mail

J. Keith McKinnish  
Chief Financial Officer  
WireCo WorldGroup, Inc.  
12200 NW Ambassador Drive  
Kansas City, MO 64163

**Re: WireCo WorldGroup Inc.  
Registration Statement on Form S-4  
Filed June 15, 2011  
File No. 333-174896**

Dear Mr. McKinnish:

We have reviewed your registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

General

1. Please update us on the status of your effort to bring your filing into compliance with Rule 3-10 of Regulation S-X. Refer also to comment 46 of this letter.

Prospectus Cover Page

2. Please identify the guarantees at the top of the prospectus cover since these are a separate security that you are offering via the registration statement.
3. Please remove the disclosure on the cover that states "[w]e are not asking you for a proxy and you are not requested to send us a proxy."

Industry and Market Data, page ii

4. We note your disclosure that the prospectus “includes industry data and forecasts that [you] obtained from third-party sources and internal company surveys.” If you funded or were otherwise affiliated with any of the third-party sources that you cite, please provide clear disclosure to this effect. Otherwise, please confirm that these sources are widely available to the public. If any sources are not publicly available, either file consents or explain to us why you are not required to do so under Rule 436 of Regulation C and Section 7 of the Securities Act.
5. Please remove the disclaiming language under this heading. In this regard, we note that investors are entitled to rely upon, and you may not disclaim your responsibility for, the information included in the prospectus.

Where You Can Find More Information, page iii

6. We note your disclosure that statements made in the prospectus are qualified by reference to additional materials. Please note that you may qualify information in the prospectus by reference to information outside the prospectus only where required by the form on which you are registering your offering. Therefore, please remove this statement and ensure that you have included in the prospectus all of the information required by Form S-4 and otherwise material to an understanding of your business and operations. Please also remove this qualification in the “Executive Compensation” section on page 98.

Forward-Looking Statements, page iii

7. The safe harbor for forward-looking statements provided in the Private Securities Litigation Reform Act of 1995 does not apply to statements made in connection with a tender offer. See Section 27A(b)(2)(C) of the Securities Act and Section 21E(b)(2)(C) of the Exchange Act. Therefore, please delete the reference to the safe harbor or state explicitly that the safe harbor protections it provides do not apply to statements made in connection with the offer.

Prospectus Summary

Our Company, page 1

8. Please revise your filing to give more prominence to your U.S. GAAP results or ensure that you have disclosed your U.S. GAAP results whenever you present pro forma results. For example, on page two, you disclose pro forma sales by customer location and market without mentioning your U.S. GAAP sales by customer location and market. Please revise your filing here and throughout as necessary.

Summary Historical Condensed Consolidated Financial and Other Data, page 16

Non-GAAP Financial Measures, page 16

9. You disclose that Adjusted EBITDA and adjusted working capital as presented in this prospectus are supplemental measures of performance or liquidity. Based on your disclosures here and on page v, it appears that you are using Adjusted EBITDA as a Non-GAAP liquidity measure. Please clarify for us if you are using Adjusted EBITDA as both a liquidity measure and a performance measure. If so, please revise to also provide a reconciliation of Adjusted EBITDA to cash flows from operations. See Item 10(e) of Regulation S-K.
10. You indicate that the adjusted EBITDA includes pro forma savings from restructuring for 2009, pro forma adjustments related to the Phillystran acquisition and pro forma adjustments related to the Oliveira acquisition. Please tell us how you considered the appropriateness of including pro forma savings from restructuring for 2009, pro forma adjustments related to the Phillystran acquisition and pro forma adjustments related to the Oliveira acquisition in your Non-GAAP financial measures of Adjusted EBITDA.

Risk Factors, page 21

11. We note the statement in the introductory paragraph that “[a]dditional risks not presently known to [you] or that [you] currently deem immaterial may also impair [y]our business operations.” Please disclose all known material risks and remove all language suggesting that there may be other significant risks.

The Exchange Offer, page 36

Terms of the Exchange Offer, page 38

12. We note your disclosure in the fourth paragraph on page 39 that if you do not accept for exchange any tendered outstanding notes, such unaccepted notes will be returned as promptly as practicable after the expiration date. We also note on page 41 that any outstanding notes received by the exchange agent that are not properly tendered and as to which the defects or irregularities have not been cured or waived will be returned to the tendering holders as soon as practicable following the expiration date. Rule 14e-1(c) requires that you exchange the notes or return the old notes “promptly” upon expiration or termination of the offer, as applicable. Please revise your disclosure throughout your filing as necessary.

Expiration Date; Extensions; Amendments, page 39

13. We note that you reserve the right to extend the duration of the exchange offer. Please revise your disclosure to indicate that in the event you extend the offer, the notice of

extension that you will provide will comply with the requirements of Rule 14e-1(d). Your present disclosure suggests otherwise.

14. We note that you reserve the right, in your sole discretion, to delay accepting for exchange any outstanding notes. Please clarify in what circumstance you will delay acceptance and confirm that any such delay will be consistent with Rule 14e-1(c). For example, if you are referring to the right to delay acceptance only due to an extension of the exchange offer, so state.
15. We note that you reserve the right to amend the terms of the offer. Please revise your disclosure to indicate that in the event of a material change in the offer, including the waiver of a material condition, you will extend the offer period if necessary so that at least five business days remain in the offer following notice of the material change.

Unaudited Pro Forma Combined Condensed Financial Statement, page 47

Pending Investment Transactions, page 47

16. You indicate that the pending investment transactions involving your China JV and Drumet are not included in the unaudited pro forma combined condensed financial statements as they are not significant. Please provide us with your analysis supporting this conclusion.

Unaudited Pro Forma Combined Condensed Balance Sheet, page 48

17. Please revise your pro forma balance sheet to include the separate components of stockholder's equity.

Unaudited Pro Forma Combined Condensed Statement of Operations, page 49

18. Please provide earnings per share information for all periods presented. Please ensure that you provide the following pro forma earnings per share information:
  - Provide the calculations used to determine your earnings per share;
  - Include a reconciliation between the historical and pro forma weighted average shares used in computing basic and diluted EPS; and
  - Disclose any shares not included for anti-dilution reasons.

Note 4 – Unaudited Pro Forma Combined Condensed Statements of Operations Adjustments, page 52

(a) – Cost of sales, page 52

19. Please revise your discussion of inventory step-up amortization to disclose how you determined the estimated inventory turnover rate used to calculate the inventory step-up adjustment.

(c) – Amortization Expense, page 53

20. We note that you have assigned useful lives of 10 years to Oliveira's technology and 15 years to Oliveira's customer relationships. With reference to ASC 350-20-35-1 through 3, please tell us how you determined these useful lives.

Management's Discussion and Analysis of Financial Condition and Results of Operations, page 60

21. We note your risk factor on page 28 that changes in the exchange rate of the Mexican peso, the euro and Chinese renminbi may adversely impact your revenues and expenses. Please expand MD&A to more fully quantify how changes in exchange rates impacted your revenues and expenses.

Liquidity and Capital Resources, page 69

General

22. Given the significance of your foreign operations, please enhance your liquidity disclosure to address the following:
- Disclose the amount of foreign cash and cash equivalents as compared to your total amount of cash and cash equivalents as of December 31, 2010;
  - Quantify the amount of cash held in foreign countries where the funds are not readily convertible into other foreign currencies, including U.S. dollars. Please also explain the implications of any such restrictions upon your liquidity; and
  - Discuss the fact that if the foreign cash and cash equivalents are needed for your operations in the U.S., you would be required to accrue and pay U.S. taxes to repatriate these funds but your intent is to permanently reinvest these foreign amounts outside the U.S. and your current plans do not demonstrate a need to repatriate the foreign amounts to fund your U.S. operations, if true.

Refer to Item 303(a)(1) of Regulation S-K, SEC Release 33-8350 Section IV and Financial Reporting Codification 501.06.a.

23. We note your disclosure on page 76 that your manufacturing operations rely heavily on certain raw materials (high carbon steel rod, wire, polyethylene, polypropylene, and zinc) and energy sources (electricity, natural gas and propane). It appears that you attempt to minimize the impact to your results of operations and liquidity through the use of surcharges, hedge arrangements, price increases, productivity improvement or cost-reduction programs. Please expand your liquidity discussion to specifically quantify and discuss the impact of hedging arrangements or financial instruments on cost of sales as well as liquidity for each period presented, if material. Please address the specific underlying reasons such hedging arrangements or financial instruments impacted each year by the amounts disclosed. For example, if there are increases in certain commodity prices which have impacted your results of operations, you should discuss why the increase was not offset by your derivative contracts, which may be due to your positions being too small relative to raw material needs. You should also discuss any cases in which your strategies and assumptions resulted in adverse impacts.

Critical Accounting Policies, page 75

Impairment of Property, Plant and Equipment and Finite-Lived Intangible Assets, page 75

24. We note your disclosures regarding impairment of long-lived assets. In the interest of providing readers with a better insight into management's judgments in accounting for long-lived assets, including property and equipment, please disclose the following:
- How you group long-lived assets for impairment and your basis for that determination;
  - Please disclose how you determine when you should test for impairment and how frequently you evaluate the types of events and circumstances that may indicate impairment;
  - Sufficient information to enable a reader to understand what method you apply in estimating the fair value of your long-lived assets; and
  - For any asset groups for which the carrying value was close to the fair value, please disclose the carrying value of the asset groups.

Impairment of Indefinite Lived Intangible Assets and Goodwill, page 75

25. In the interest of providing readers with a better insight into management's judgments in accounting for indefinite-lived intangible assets and goodwill, please disclose the following:

- Explain how the assumptions and methodologies in the current year have changed since the prior year highlighting the impact of any changes; and
- Explain how you group your indefinite lived intangible assets when testing for recoverability, including the factors you considered in aggregating multiple operating segments into a single reportable segment for purposes of your goodwill impairment testing.

26. To the extent that any of your indefinite-lived intangible assets, including goodwill, have estimated fair values that are not substantially in excess of the carrying value, please provide the following disclosures:

- The percentage by which fair value exceeds the carrying value;
- The carrying value of the indefinite-lived intangible asset and/or goodwill;
- A more robust description of the assumptions that drive the estimated fair value;
- A discussion of the uncertainty associated with the key assumptions. For example, to the extent that you have included assumptions in your discounted cash flow model that materially deviates from your historical results, please include a discussion of these assumptions; and
- A discussion of any potential events and/or circumstances that could have a negative effect to the estimated fair value.

If you have determined that the estimated fair value substantially exceeds the carrying value for all of your indefinite-lived intangible assets, including goodwill, please disclose this determination. Please refer to Item 303 of Regulation S-K and Sections 216 and 501.14 of the Financial Reporting Codification for guidance.

#### Investment in the China Joint Venture, page 75

27. Please enhance your accounting policy disclosure to include a discussion of the material assumptions you made in determining the fair value of your investment in the China JV. Please also revise to demonstrate how your financial results could be impacted by material changes in the estimates used to estimate the fair value of your investment.

#### Income Taxes, page 76

28. Please enhance your income taxes critical accounting policy to include a discussion of the material assumptions you made as well as the financial statement impact if actual results differ from the estimates made by management. Please describe the nature of the positive and negative evidence you considered in your determination that your deferred tax assets were recoverable as of December 31, 2010 and how that evidence was weighted. In

particular, please ensure that your revisions address how you considered the negative operating cash flows and net losses before income taxes for 2010. Refer to SEC Interpretive Release No. 33-8350 and SEC Release No. 33-8040.

Quantitative and Qualitative Disclosures About Market Risk, page 76

Foreign Currency Exchange Rate Risk, page 76

29. It appears that your foreign currency exchange gains and losses are significant. Please provide the quantitative disclosure required by Item 305(a) of Regulation S-K with respect to your foreign currency exchange rate risk.

Business, page 80

30. Please disclose the value of your long-lived assets by geographic area for the last three fiscal years. See Item 101(d)(1)(ii) of Regulation S-K. We note your disclosure on page F-52.

Production Development, page 88

31. Please disclose the amount spent on research and development activities during each of the last three fiscal years in accordance with Item 101(c)(1)(xi) of Regulation S-K.

Management, page 93

Corporate Management and Key Executives, page 93

32. Please disclose how long each of your executive officers has served in their current capacity.

Board of Directors, page 94

33. We note on page 95, and then again on page 96, the list of considerations that led your board to conclude that its members should serve as directors. Please provide the disclosure required by Item 401(d)(1) of Regulation S-K with respect to each individual director rather than as to all directors as a group.

Non-Employee Director Compensation, page 97

34. Please disclose the compensation paid to each of your directors during the last completed fiscal year in the tabular format prescribed by Item 402(k)(1) of Regulation S-K. Please also address in your disclosure or tell us supplementally whether Mr. Tibbetts received compensation for his service as a director. In this regard, we note that exhibit 10.4 to the registration statement is Mr. Tibbetts' employment term sheet dated June 2008.



Elements of Our Compensation Program, page 98

Annual Incentives, page 99

35. We note that under your EBITDA Bonus Plan, bonus pools are created and amounts are earned quarterly if you attain certain minimum Adjusted EBITDA performance objectives in the applicable quarter. We also note that the amounts paid to plan participants are influenced in part by their individual performance. Please provide the following with respect to this incentive compensation plan:

- Define Adjusted EBITDA as measured under the plan.
- Disclose the budgeted quarterly EBITDA targets, your actual performance relative to those targets, the size of the aggregate bonus pool, the percentage and amount allocated to the pool from which your named executive officers are paid, and the percentage drawn and amount paid from the pool to each of these individuals. Given the structure of your plan, please provide this disclosure on both a quarterly and annual basis.
- Please identify the elements of individual performance that you took into account when determining each named executive officer's "share value," which you disclose influenced the amount each individual received from the applicable bonus pool.
- Please clarify your disclosure that "the pool is allocated in proportion with their 'share' and salaries relative to other participating salaried employees of the Company."

36. Please describe the mechanics of Mr. Glazer's annual EBITDA Bonus Plan by, for example, defining Adjust EBITDA as measured under the program, disclosing the annual EBITDA performance target, indicating whether any threshold or maximum targets and payouts are applicable under the plan, disclosing your actual annual EBITDA, and explaining how such actual performance translated into the payout Mr. Glazer ultimately earned under the plan. See Item 402(b) of Regulation S-K.

37. We note from your summary compensation table that Mr. Oswald was awarded options valued at \$268,740 during the last fiscal year. Please provide appropriate qualitative disclosure with respect to this award as required by Item 402(b) of Regulation S-K.

Summary Compensation Table, page 102

38. With respect to the value of Mr. Oswald's option award, please provide the footnote disclosure required by the Instructions to Item 402(c)(2)(vi) of Regulation S-K.

Grants of Plan-based Awards, page 102

39. Please provide the disclosure required by Item 402(d) of Regulation S-K with respect to your quarterly and Mr. Grazer's annual EBITDA Bonus Plans.

Outstanding Equity Awards at Year-End, page 103

40. Please disclose by footnote the vesting dates of each of the option awards disclosed in the table. See Instruction 2 to Item 402(f) (2) of Regulation S-K.

Potential Payments upon Termination, Change in Control, or Other Event, page 104

41. Please provide the narrative disclosure required by Item 402(j) of Regulation S-K with respect to the amounts payable as severance to your named executive officers under the different scenarios reflected in your table. To the extent that this information is included in your description of your named executive officers' terms sheets on page 100, please provide a cross-reference to this disclosure.

Financial Statements

Interim Financial Statements – March 31, 2011

General

42. Please address the comments below in your interim filings, as well.
43. Please note the updating requirements of Rule 3-12 of Regulation S-X.

(5) Investment in and Advances to the China Joint Venture, page F-7

44. The financial statements for your China Joint Venture include a disclosure on page F-93 that your subsidiary, WRCA HK, has provided a letter of financial support to the Joint Venture. Please revise your disclosures on page F-8 to clarify if the \$15 million capital investment is the only financial support you agreed to provide the Joint Venture or if you have agreed to provide any additional support as well. To the extent you have agreed to provide any additional support, please revise to fully disclose the nature of those commitments as well.

Financial Statements – December 31, 2010

Consolidated Statement of Operations, page F-21

45. Please provide earnings per share information for all periods presented. Refer to ASC 230. Please also similarly revise your selected financial data table on page 56. Please refer to Instruction 2 to Item 301 of Regulation S-K.

(1) Organization and Description of the Business, page F-25

46. We await the completion of the reorganization described on page F-25 and the corresponding changes to your financial statements and auditor opinion on page F-19.

(2) Summary of Significant Accounting Policies, page F-25

(r) Foreign Currency, page F-30

47. Please confirm that your accumulated other comprehensive income (loss) balances as of the periods presented consist solely of translation adjustments. If they include other components as well, please disclose the components of accumulated other comprehensive income (loss) as of each balance sheet date as required by ASC 220-10-45-14. Please also disclose for all periods presented the amounts of the reclassification adjustments for each classification of other comprehensive income, if applicable.

(14) Income Taxes, page F-47

48. Please revise your discussion on page F-49 to quantify the amount of cumulative undistributed earnings of foreign subsidiaries for which you have not provided any income tax because you intend to reinvest these earnings indefinitely.

(16) Commitment and Contingencies, page F-50

Contingencies, page F-51

49. Please note that a statement that a contingency is not expected to be material does not satisfy the requirements of ASC 450 if there is at least a reasonable possibility that a loss exceeding amounts already recognized may have been incurred and the amount of that additional loss would be material to a decision to buy or sell your securities. For any legal contingency matters in which you are involved, please revise to disclose the range of possible loss or additional loss or state that such a loss cannot be estimated. Refer to ASC 450-20-50 and SAB Topic 5:Y.

Item 22. Undertakings, page II-4

50. Please provide the undertakings required by Items 512(a)(5)(ii) and (a)(6) of Regulation S-K. Please also remove as inapplicable the undertaking set forth in paragraph (d).

Signatures, page II-7

51. For each guarantor, please identify the individuals who have signed the registration statement in the capacities of the guarantor's principal executive officer, principal financial officer, controller or principal accounting officer, and at least a majority of the board of directors or persons performing similar functions. If the registrant is a foreign person, please have the registration statement signed by its authorized representative in the United States. Where the registrant is a limited partnership, please have the registration statement signed by a majority of the board of directors of any corporate general partner signing the registration statement. See Instruction 1 to Signatures on Form S-4.

Index to Exhibits

52. It appears that you have omitted the exhibits to your Amended and Restated Term Loan Credit Agreement dated June 10, 2011 (filed as exhibit 10.10(a)) and the annexes to your Amended and Restated ABL Loan and Security Agreement (filed as exhibit 10.11(a)). Please re-file these agreements to include all of the exhibits and annexes referenced therein. Please refer to Item 601(b)(10) of Regulation S-K.

53. We note that the following agreements are not included in your exhibit list.

- Preliminary Share Purchase Agreement to acquire Drumet discussed on page 47.
- Mr. Glazer's annual EBITDA Bonus Plan referenced on page 99.
- Management agreement relating to the ongoing provision by Pain & Partners of certain services, as described on page 108.
- Trademark license agreement, exclusive distribution agreement, and sales agency agreement all entered into with China JV, as described on page 109.

Please file these agreements as exhibits with your next amendment or as soon as possible thereafter or explain to us why you are not required to do so under Item 601 of Regulation S-K.

Supplemental Letter

54. Please revise your supplemental letter to also represent that with respect to any broker-dealer that participates in the Exchange Offer with respect to the Original Notes acquired for its own account as a result of market-making activities or other trading activities, each such broker-dealer must confirm that it has not entered into any arrangement or understanding with the Issuer or an affiliate of the Issuer to distribute the Exchange Notes.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

J. Keith McKinnish  
WireCo WoldGroup Inc.  
July 12, 2011  
Page 14

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

You may contact Ernest Greene, Staff Accountant, at (202) 551-3733 or Lisa Etheredge, Staff Accountant, at (202) 551-3424 if you have questions regarding comments on the financial statements and related matters. Please contact Hagen Ganem, Staff Attorney, at (202) 551-3330 or me at (202) 551-3397 with any other questions.

Sincerely,

/s/ Jay Ingram

Jay Ingram  
Legal Branch Chief

cc: Steven F. Carman, Esq.  
Husch Blackwell LLP (via E-mail)