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August 20, 1999

EM178204976US

**BY EXPRESS MAIL**

Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-5644  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, D.C. 20210

Re: Pioneer-Standard Electronics, Inc.  
Benefit Equalization Plan  
Supplemental Executive Retirement Plan  
1999 Restricted Stock Plan

Gentlemen:

Pursuant to Reg. §2520.104-23, I am enclosing a Top Hat Exemption letter on behalf of the Pioneer-Standard Electronics, Inc. Benefit Equalization Plan, Supplemental Executive Retirement Plan, and 1999 Restricted Stock Plan.

Very truly yours,

  
Ronald C. Stansbury

RCS:ksk  
Enclosure

cc: Mr. Gregory T. Geswein (w/enc.)  
Mr. John V. Goodger (w/enc.)  
Mr. Rick Sayers (w/enc.)



*Pioneer-Standard Electronics, Inc.*

August 20, 1999

Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-5644  
U. S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, D.C. 20210

Re: Pioneer-Standard Electronics, Inc.

Gentlemen:

Pursuant to Reg. §2520.104-23, this letter constitutes the filing required under said regulation as an alternative form of compliance with the reporting and disclosure requirements of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") for certain deferred compensation plans for a select group of management or highly compensated employees. In accordance with the aforementioned regulation, the following information is provided with respect to the following:

Pioneer-Standard Electronics, Inc. Benefit Equalization Plan

Pioneer-Standard Electronics, Inc. Supplemental Executive Retirement Plan

Pioneer-Standard Electronics, Inc. 1999 Restricted Stock Plan

1. NAME OF EMPLOYER: Pioneer-Standard Electronics, Inc. ("Pioneer")
2. ADDRESS OF EMPLOYER: 4800 East 131st Street  
Cleveland, Ohio 44105
3. EMPLOYER IDENTIFICATION NUMBER: 34 - 0907152
4. DECLARATION: The above-referenced Benefit Equalization Plan and Supplemental Executive Retirement Plan constitute plans which are "unfunded" and which are maintained by the employer primarily for the purpose of providing deferred compensation for persons who are "a select group of management or highly compensated employees." It is the view of Pioneer, however, that the 1999 Restricted Stock Plan is not a plan for purposes of ERISA because it is the view of Pioneer that the plan is neither a welfare plan nor a pension plan. However, Pioneer believes that, due to the uncertainty

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of the law in this area, it might be determined that the 1999 Restricted Stock Plan is an ERISA plan. Therefore, since the plan is "unfunded" and maintained by the employer primarily for the purpose of providing deferred compensation for persons who are "a select group of management or highly compensated employees," the plan is included in this filing for protective purposes in the event of a subsequent determination that the 1999 Restricted Stock Plan is an ERISA plan.

5. NUMBER OF PARTICIPANTS:

Benefit Equalization Plan - 25

Supplemental Executive Retirement Plan - 10

1999 Restricted Stock Plan - 2.

6. NUMBER OF PLANS: 3 (subject to the issue raised above with respect to the 1999 Restricted Stock Plan)

7. RESERVATION: Pioneer reserves the right to increase or decrease the number of participants in one or more of the above plans, or to add plans, or to terminate one or more of the above plans, without making an additional filing under the above cited regulation with respect thereto.

Very truly yours,

PIONEER-STANDARD ELECTRONICS, INC.

Dated: 8/20/99

By: John Berger

# Calfee, Halter & Griswold LLP

## FAX

August 23, 1999

TO: PWBA - TOP HAT PLAN EXEMPTION (ROOM N-5644)  
ATTN: RAYMOND WILKINS

FAX NUMBER: 202-501-4098  
SEND ONLY TO THE ABOVE FAX NUMBER: X

CONFIRMATION  
PHONE NUMBER: 202-219-8771

FROM: Sandra G. Rolitsky  
DIRECT DIAL PHONE NUMBER: 216-622-8286

CLIENT NO.: 15154

CLIENT NAME: Pioneer-Standard Electronics, Inc.

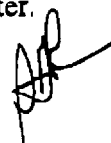
NUMBER OF PAGES (including this page): 34

### MESSAGE:

Mr. Wilkins:

Pursuant to our phone conversation, to ensure its timely filing, attached please find a copy of the Top Hat Plan Exemption Notice which was sent to the PWBA by U.S. Express Mail on Friday, August 20, 1999.

Thank you for your assistance in this matter.



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