

ARROW ELECTRONICS INC
Form SC 13G/A
February 08, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 25)*

Arrow Electronics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

042735100

(CUSIP Number)

December 29, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP No. 042735100

1. NAMES OF REPORTING PERSONS

Wellington Management Group LLP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	1,451,826
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	5,894,482

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,894,482

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.70%

12. TYPE OF REPORTING PERSON

HC

CUSIP No. 042735100

1. NAMES OF REPORTING PERSONS

Wellington Group Holdings LLP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	1,451,826
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	5,894,482

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,894,482

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.70%

12. TYPE OF REPORTING PERSON

HC

CUSIP No. 042735100

1. NAMES OF REPORTING PERSONS
Wellington Investment Advisors Holdings LLP
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- | | | |
|---|-----------------------------|-----------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. SOLE VOTING POWER | 0 |
| | 6. SHARED VOTING POWER | 1,451,826 |
| | 7. SOLE DISPOSITIVE POWER | 0 |
| | 8. SHARED DISPOSITIVE POWER | 5,894,482 |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,894,482
 10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.70%
 12. TYPE OF REPORTING PERSON

HC

CUSIP No. 042735100

1. NAMES OF REPORTING PERSONS

Wellington Management Company LLP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	1,170,840
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	5,586,838

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,586,838

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.35%

12. TYPE OF REPORTING PERSON

IA

Item 1.

- (a) **Name of Issuer**
Arrow Electronics, Inc.
- (b) **Address of Issuer's Principal Executive Offices**
9201 East Dry Creek Road
Centennial, CO 80112

Item 2.

- (a) **Name of Person Filing**
Wellington Management Group LLP
Wellington Group Holdings LLP
Wellington Investment Advisors Holdings LLP
Wellington Management Company LLP
- (b) **Address of Principal Business Office or, if None, Residence**
c/o Wellington Management Company LLP
280 Congress Street
Boston, MA 02210
- (c) **Citizenship**
Wellington Management Group LLP - Massachusetts
Wellington Group Holdings LLP - Delaware
Wellington Investment Advisors Holdings LLP - Delaware
Wellington Management Company LLP - Delaware
- (d) **Title of Class of Securities**
Common Stock
- (e) **CUSIP Number**
042735100

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with Rule 240.13d-1(b)(1)(ii)(E); *
- (f) An employee benefit plan or endowment fund in accordance with Rule 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)

A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box

Wellington Management Group LLP - HC
Wellington Group Holdings LLP - HC
Wellington Investment Advisors Holdings LLP - HC
Wellington Management Company LLP - IA

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned:

See the responses to Item 9 on the attached cover pages.

- (b) Percent of Class:

See the responses to Item 11 on the attached cover pages.

- (c) Number of shares as to which such person has:

- | | |
|--|--|
| (i) sole power to vote or to direct the vote | 0 |
| (ii) shared power to vote or to direct the vote | See the responses to Item 6 on the attached cover pages. |
| (iii) sole power to dispose or to direct the disposition of | 0 |
| (iv) shared power to dispose or to direct the disposition of | See the responses to Item 8 on the attached cover pages. |

Item 5. Ownership of Five Percent or Less of Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The securities as to which this Schedule is filed are owned of record by clients of one or more investment advisers identified in Exhibit A directly or indirectly owned by Wellington Management Group LLP. Those clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities, except as follows:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By:
Wellington
Management
Group LLP

By: /s/
Silvestre A.
Fontes

Name:
Silvestre A.
Fontes

Title:
Authorized
Signor

Date:
February 14,
2018

By:
Wellington
Group
Holdings
LLP

By: /s/
Silvestre A.
Fontes

Name:
Silvestre A.

Fontes

Title:
Authorized
Signor

Date:
February 14,
2018

By:
Wellington
Investment
Advisors
Holdings
LLP

By: /s/
Silvestre A.
Fontes

Name:
Silvestre A.
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Title:
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Date:
February 14,
2018

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Management
Company
LLP

By: /s/
Silvestre A.
Fontes

Name:
Silvestre A.
Fontes

Title:
Authorized
Signor

Date:
February 14,
2018

Exhibit A

Pursuant to the instructions in Item 7 of Schedule 13G, the following lists the identity and Item 3 classification of each relevant entity that beneficially owns shares of the security class being reported on this Schedule 13G.

Wellington Group Holdings LLP – HC
Wellington Investment Advisors LLP – HC
Wellington Management Global Holdings, Ltd. - HC

One or more of the following investment advisers (the “Wellington Investment Advisers”):

Wellington Management Company LLP – IA
Wellington Management Canada LLC – IA
Wellington Management Singapore Pte Ltd – IA
Wellington Management Hong Kong Ltd – IA
Wellington Management International Ltd – IA
Wellington Management Japan Pte Ltd – IA
Wellington Management Australia Pty Ltd - IA

The securities as to which this Schedule is filed by Wellington Management Group LLP, as parent holding company of certain holding companies and the Wellington Investment Advisers, are owned of record by clients of the Wellington Investment Advisers. Wellington Investment Advisors Holdings LLP controls directly, or indirectly through Wellington Management Global Holdings, Ltd., the Wellington Investment Advisers. Wellington Investment Advisors Holdings LLP is owned by Wellington Group Holdings LLP. Wellington Group Holdings LLP is owned by Wellington Management Group LLP.

EXHIBIT B

JOINT FILING AGREEMENT

The undersigned hereby agree that this Schedule 13G (the “Schedule 13G”) with respect to the common stock of Arrow Electronics, Inc. is, and any additional amendment thereto signed by each of the undersigned shall be, filed on behalf of each undersigned pursuant to and in accordance with the provisions of 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that all subsequent amendments to the Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate. It is understood and agreed that the joint filing of the Schedule 13G shall not be construed as an admission that the persons named herein constitute a group for purposes of Regulation 13D-G of the Securities Exchange Act of 1934, nor is a joint venture for purposes of the Investment Company Act of 1940.

By:
Wellington
Management
Group LLP

By: /s/
Silvestre A.
Fontes

Name:
Silvestre A.
Fontes

Title:
Authorized
Signor

Date:
February 14,
2018

By:
Wellington
Group
Holdings
LLP

By: /s/
Silvestre A.
Fontes

Name:
Silvestre A.
Fontes

Title:
Authorized
Signor

Date:
February 14,
2018

By:
Wellington
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Advisors
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By: /s/
Silvestre A.
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February 14,
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Management
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Silvestre A.
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Name:
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Title:
Authorized
Signor

Date:
February 14,
2018

In addition, these companies may have better marketing and distribution channels. There can be no assurance that The Company will be able to compete effectively in this highly competitive industry, which could have a material adverse impact upon market acceptance of our website and the information The Company wish to disseminate. THE COMPANY HAS NEVER PAID DIVIDENDS. The Company has never paid dividends. The Company does not anticipate declaring or paying dividends in the foreseeable future. Our retained earnings, if any, will finance the development and expansion of our business. Our dividends will be at our Board of Directors' discretion and contingent upon our financial condition, earnings, capital requirements and other factors. Future dividends may also be affected by covenants contained in loan or other financing documents The Company may execute. Therefore, there can be no assurance that cash dividends of any kind will ever be paid. OUR BUSINESS PLAN INCORPORATES ESTIMATES RATHER THAN ACTUAL FIGURES. The discussion of our future business is management's best estimate and analysis of the potential market, opportunities and difficulties that the Company face. There can be no assurances that our estimates and analysis accurately reflect our opportunities and potential for success. Competitive and economic forces make forecasting of revenues and costs difficult and unpredictable. ITEM 2. DESCRIPTION OF PROPERTY. Our executive offices are located at 3503 Cedar Locust, Sugarland, TX 77479, telephone (713) 265-8660, where The Company shares space in the offices our President, James Charuk. The space is approximately 400 square feet total, of which we occupy a small portion without charge. The Company feels that this space is adequate for our needs at this time, and The Company feels that the Company will be able to locate adequate space in the future, if needed, on commercially reasonable terms. ITEM 3. LEGAL PROCEEDINGS. The Company is not aware of any pending or threatened legal proceedings which involves SMI Products, Inc. ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS. Our annual report contains the required audited financial statements. We are not required to deliver an annual report to security holders and will not voluntarily deliver a copy of the annual report to the security holders. The reports and other information filed by us will be available for inspection and copying at the public reference facilities of the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. PART II ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

Market Information. In June 2002 our common stock commence trading on the OTC Bulletin Board, N.A.S.D., under the symbol SMIP. As of December 31, 2005, there were approximately 14 holders on record of our common stock.

ITEM 6. PLAN OF OPERATIONS The discussion contained in this prospectus contains "FORWARD-LOOKING STATEMENTS" that involve risk and uncertainties. These statements may be identified by the use of terminology such as "BELIEVES," "EXPECTS," "MAY," "WILL," "SHOULD" or "ANTICIPATES" or expressing this terminology negatively or similar expressions or by discussions of strategy. The cautionary statements made in this prospectus are applicable to all related forward-looking statements wherever they appear in this prospectus. Our actual results could differ materially from those discussed in this prospectus. Important factors that could cause or contribute to these differences include those discussed under the caption entitled "RISK FACTORS," as well as those discussed elsewhere in this registration statement. We are a development stage company without operations or revenues. We are unable to satisfy cash requirements without management's financial support or other funding. Our management and certain investors have advanced \$66,840 in the form of short term loans bearing interest at 2% per annum to our business. We anticipate, but have no assurance, that we will meet our cash requirements for the foreseeable future through the financial support of our management. Management's capital contributions will be accomplished through interest bearing promissory notes between our company and management. We generated no revenue for the year ended December 31, 2005 and 2004. We anticipate, but have no assurance, that we will meet our cash requirements for the foreseeable future through the financial support of our management. Management's capital contributions will be accomplished through interest bearing promissory notes between our company and management. We have not determined the amount of funds that will be necessary for management to contribute at this time. Nor is there any assurance our management will have funds available to make a loan to the Company when we require funds. In this event, we will be required to seek loans and/or equity funding from third parties, and there is no assurance we will be able to do so. Total operating expenses for the fiscal year ended December 31, 2005 were \$18,861. This represents a decrease of \$116 in total operating expenses from the comparable year ended December 31, 2004, when we recorded total operating expenses of \$18,977. The principal operating expenses for the twelve months ended December 31, 2005 were related to audit and accounting fees \$11,915 (2004: \$7,884), filing fees and legal fees \$2,552 (2004: \$6,245) and office and miscellaneous fees \$3,037 (2004: \$3,430) and transfer agent fees \$1,367 (2004: \$1,418). No promissory notes are currently in effect. We have not determined the amount of funds that will be necessary for management to contribute at this time. Nor is there any assurance our management will have funds available to loan us as and when we require funds. In this event, we will be required to seek loans and/or equity funding from third parties, and there is no assurance we will be able to do so. We will require additional funds to further develop our website. Although we plan to raise additional funds, we have not yet determined how, where or when we will obtain these funds. There is no assurance that we will be able to obtain financing for our business development. If adequate funds are not available to us, we believe that our business development will be adversely affected. Our future capital requirements will also depend on one or more of the following factors: - market acceptance of our services; - the extent and progress of our research and development programs; - competing technological and market developments; and - the costs of commercializing our services. There can be no assurance that funding will be available on favorable terms to permit successful commercialization of our WEBSITE or be successful in our business operations. In addition, we have no credit facility or other committed sources of capital. We may be unable to establish credit arrangements on satisfactory terms, if at all. If capital resources are insufficient to meet our future capital requirements, we may have to raise additional funds to continue development of our WEBSITE. There can be no assurance that the funds will be available on favorable terms, if at all. To the extent that additional capital is raised through the sale of equity and/or convertible debt securities, the issuance of the securities will likely result in dilution to our shareholders. Until such time as our WEBSITE is fully developed, we do not expect to have any significant revenues from our operations. We anticipate that if our WEBSITE becomes fully operational, we will generate revenues from the sale of subscriptions to the WEBSITE and though the sale of advertisements. There is no assurance that we will be successful in selling subscriptions or advertising for our WEBSITE. We have no other sources of revenue. Therefore, if we are not successful in this regard, we will be unable to achieve revenues under our current business plan. We do not anticipate significant research and development expenses over the next twelve months. We do not expect to purchase or sell any plant and significant equipment or make any significant changes in the number of employees over the next twelve months.

ITEM 7. FINANCIAL STATEMENTS SMI PRODUCTS, INC. (A Development Stage Company) REPORT AND FINANCIAL STATEMENTS December 31, 2005 and 2004

(STATED IN US DOLLARS) REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM To the Stockholders, SMI Products, Inc. We have audited the accompanying balance sheets of SMI Products, Inc. (A Development Stage Company) as of December 31, 2005 and 2004 and the statements of operations, stockholders' deficiency and cash flows for each of the years then ended and for the period June 17, 1996 (Date of Inception) to December 31, 2005. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion. In our opinion, these financial statements referred to above present fairly, in all material respects, the financial position of SMI Products, Inc. as of December 31, 2005 and 2004 and the results of its operations and its cash flows for each of the years then ended and for the period from June 17, 1996 (Date of Inception) to December 31, 2005, in conformity with accounting principles generally accepted in the United States of America. The accompanying financial statements referred to above have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company is in the development stage, and has no established source of revenue and is dependent on its ability to raise capital from shareholders or other sources to sustain operations. These factors, along with other matters as set forth in Note 1, raise substantial doubt that the Company will be able to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Vancouver, Canada "AMISANO HANSON" March 22, 2006 Chartered Accountants 750 WEST PENDER STREET, SUITE 604 TELEPHONE: 604-689-0188 VANCOUVER CANADA FACSIMILE: 604-689-9773 V6C 2T7 E-MAIL: amishan@telus.net SMI PRODUCTS, INC. (A Development Stage Company) BALANCE SHEETS December 31, 2005 and 2004 (STATED IN US DOLLARS) ASSETS 2005 2004 ----- Current Cash \$ 281 \$ 635 -----

LIABILITIES Current Accounts payable \$ 8,471 \$ 7,400 Loans payable - Note 4 69,434 51,998 -----
 ----- 77,905 59,398 ===== STOCKHOLDERS' DEFICIENCY
 Common stock, \$0.001 par value 100,000,000 shares authorized 7,551,000 shares issued (2004: 7,551,000) 7,551
 7,551 Additional paid-in capital 43,049 43,049 Deficit accumulated during the development stage (128,224) (109,363)
 ----- (77,624) (58,763) ----- \$ 281 \$ 635 =====

===== Nature and Continuance of Operations - Note 1 SEE ACCOMPANYING NOTES SMI PRODUCTS, INC. (A Development Stage Company) STATEMENTS OF OPERATIONS for the years ended December 31, 2005 and 2004 and from June 17, 1996 (Date of Inception) to December 31, 2005 (STATED IN US DOLLARS) June 17, 1996 (Date of Inception) to December 31, 2005 2004 2005 ----- Revenue \$ - \$ - \$ 13,668 ----- Expenses Audit and accounting fees 11,915 7,884 46,494 Business plan - - 10,114 Consulting fees - Note 3 - - 23,348 Filing and legal fees 2,552 6,245 20,261 Marketing - - 10,905 Office and miscellaneous 3,027 3,430 11,210 Organizational costs - Note 3 - - 1,000 Promotion and entertainment - - 3,500 Transfer agent fees 1,367 1,418 8,424 Travel - - 648 Website costs - - 9,080 -----
 ----- 18,861 18,977 144,984 ----- Loss before the following: (18,861) (18,977) (131,316) Write-off of accounts payable - - 2,192 Write-off of loans payable - 900 900 -----
 ----- Net loss \$ (18,861) \$ (18,077) \$ (128,224) =====

===== Basic loss per share \$ 0.00 \$ 0.00 =====
 ===== Weighted average shares outstanding 7,551,000 7,551,000 =====

===== SEE ACCOMPANYING NOTES SMI PRODUCTS, INC. (A Development Stage Company) STATEMENTS OF CASH FLOWS for the years ended December 31, 2005 and 2004 and from June 17, 1996 (Date of Inception) to December 31, 2005 (STATED IN US DOLLARS) June 17, 1996 (Date of Inception) to December 31, 2005 2004 2005 ----- Cash Flows used in Operating Activities Net loss \$ (18,861) \$ (18,077) \$ (128,224) Adjustment to reconcile net loss to net cash used in operations Advance receivable - - Accounts payable 1,071 2,598 8,471 ----- Net cash used in operating activities (17,790) (15,479) (119,753) ----- Cash Flows provided by Financing Activities Common stock issued for cash - - 50,600 Loans payable 17,436 15,035 69,434 ----- Net cash

provided by financing activities 17,436 15,035 120,034 ----- Net increase
 (decrease) in cash (354) (444) 281 Cash, beginning of period 635 1,079 - -----
 Cash, end of period \$ 281 \$ 635 \$ 281 ===== SEE
 ACCOMPANYING NOTES SMI PRODUCTS, INC. (A Development Stage Company) STATEMENT OF
 STOCKHOLDER'S DEFICIENCY from the period June 17, 1996 (Date of Inception) to December 31, 2005
 (STATED IN US DOLLARS) Deficit Accumulated Additional During the Number Paid-in Development of Shares
 Amount Capital Stage Total ----- Issued for services - at \$0.00002 5,000,000 \$ 1 \$ 99
 \$ - \$ 100 Net loss for the period - - - (117) (117) -----
 Balance, December 31, 1996 5,000,000 1 99 (117) (17) Net loss for the year - - - (200) (200) -----
 ----- Balance, December 31, 1997 5,000,000 1 99 (317) (217) Net loss for the year
 - - - (200) (200) ----- Balance, December 31, 1998
 5,000,000 1 99 (517) (417) Net loss for the year - - - (200) (200) -----
 ----- Balance, December 31, 1999 5,000,000 1 99 (717) (617) Stock split - 4,999 (4,999) - - Issued for cash -
 at \$0.01 2,500,000 2,500 22,500 - 25,000 - at \$0.50 51,000 51 25,449 - 25,500 Net loss for the year - - - (36,522)
 (36,522) ----- Balance, December 31, 2000 7,551,000 7,551
 43,049 (37,239) 13,361 Net loss for the year - - - (22,303) (22,303) -----
 ----- Balance, December 31, 2001 7,551,000 7,551 43,049 (59,542) (8,942) Net loss for the year - - - (15,587)
 (15,587) ----- Balance, December 31, 2002 7,551,000 7,551
 43,049 (75,129) (24,529) Net loss for the year - - - (16,157) (16,157) -----
 ----- Balance, December 31, 2003 7,551,000 7,551 43,049 (91,286) (40,686) Net loss for the year - - -
 (18,077) (18,077) ----- Balance, December 31, 2004
 7,551,000 \$ 7,551 \$ 43,049 \$ (109,363) \$ (58,763) Net loss for the year - - - (18,861) (18,861) -----
 ----- Balance, December 31, 2005 7,551,000 \$ 7,551 \$ 43,049 \$ (128,224) \$
 (77,624) ===== The

number of shares issued and outstanding has been restated to give retroactive effect for a forward stock split on a five thousand for one basis approved by the shareholders on January 15, 2000. The par value and contributed surplus were adjusted during the year ended December 31, 2000 to adjust the par value amount in conformity with the number of shares then issued. SEE ACCOMPANYING NOTES SMI PRODUCTS, INC. (A Development Stage Company) NOTES TO THE FINANCIAL STATEMENTS December 31, 2005 and 2004 (STATED IN US DOLLARS) Note 1 NATURE AND CONTINUANCE OF OPERATIONS The Company is in the development stage and is in the business of internet real estate mortgage services. The Company has developed a website and is in the pre-operating stage. The Company has earned revenue from website advertising and is continuing to develop its revenue model. These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At December 31, 2005, the Company had not yet achieved profitable operations, has accumulated losses of \$128,224 since its inception, has a working capital deficiency of \$77,624 and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances, however there is no assurance of additional funding being available. The Company was incorporated in the State of Nevada on June 17, 1996. Note 2 SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involved the use of estimates which have been made using careful judgement. Actual results may differ from these estimates. The financial statements, in management's opinion, have been properly prepared within the framework of the significant accounting policies summarized below: DEVELOPMENT STAGE

COMPANY The Company is a development stage company as defined in Statement of Financial Accounting Standards ("FAS") No. 7. SMI Products, Inc. (A Development Stage Company) Notes to the Financial Statements December 31, 2005 and 2004 (STATED IN US DOLLARS) - Page 2 Note 2 SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES - (cont'd) INCOME TAXES The Company uses the asset and liability method of accounting for income taxes pursuant to FAS No. 109 "Accounting for Income Taxes". FAS No. 109 requires the use of the asset and liability method of accounting for income taxes. Under the assets and liability method of FAS 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and loss carryforwards and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. BASIC LOSS PER SHARE The Company reports basic loss per share in accordance with FAS No. 128, "Earnings Per Share". Basic loss per share is computed using the weighted average number of shares outstanding during the years. FINANCIAL INSTRUMENTS The carrying values of cash and accounts payable approximates fair value because of the short maturity of those instruments. Loans payable also approximates fair value. Unless otherwise noted it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. NEW ACCOUNTING STANDARDS Management does not believe that any recently issued, but not yet effective, accounting standards if currently adopted could have a material effect on the accompanying financial statements. REVENUE RECOGNITION Revenue from advertising is recognized when earned, upon receipt of a non-cancellable contract and collection is reasonably assured. WEBSITE COSTS The Company recognizes the costs incurred in the development of the Company's website in accordance with EITF 00-2 "Accounting for Website Development Costs" and, with the provisions of AICPA Statement of Position No. 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use". Accordingly, direct costs incurred during the application stage of development are capitalized and amortized over the estimated useful life. Fees incurred for web site hosting are expensed over the period of the benefit. Costs of operating a web site are expensed as incurred. SMI Products, Inc. (A Development Stage Company) Notes to the Financial Statements December 31, 2005 and 2004 (STATED IN US DOLLARS) - Page 3 Note 3 RELATED PARTY TRANSACTIONS The Company was charged the following amount by directors and officers of the Company: June 17, 1996 (Date of Inception) to December 31, 2005 2004 2005 ---- ---- Organizational costs \$ - \$ - \$ 1,000 Consulting fees - - 3,740 -----
----- \$ - \$ - \$ 4,740 ===== These charges were measured by the exchange amount, which is the amount agreed upon by the transacting parties. Note 4 LOANS PAYABLE 2005 2004 ---- ---- Unsecured, bears interest at 2% per annum, due within one year. \$ 69,434 \$ 51,998 ----- \$ 69,434 \$ 51,998 ===== Note 5 DEFERRED TAX ASSETS The following table summarizes the significant components of the Company's deferred tax assets: 2005 2004 ---- ----
Deferred Tax Assets Net operating loss carryforward \$ 128,224 \$ 109,363 =====
Gross deferred tax assets \$ 33,257 \$ 25,512 Valuation allowance for deferred tax asset (33,257) (25,512) -----
----- \$ - \$ - ===== The amount taken into income as deferred tax assets must reflect that portion of the income tax loss carryforwards which is more likely than not to be realized from future operations. The Company has chosen to provide an allowance of 100% against all available income tax loss carryforwards, regardless of their time of expiry. SMI Products, Inc. (A Development Stage Company) Notes to the Financial Statements December 31, 2005 and 2004 (STATED IN US DOLLARS) - Page 4 Note 6 INCOME TAXES No provision for income taxes has been provided in these financial statements due to the net loss. At December 31, 2005, the Company has net operating loss carryforwards, which expire commencing in 2016 totalling approximately \$128,224. The potential tax benefit of these losses, if any, has not been recorded in the financial statements. ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE The accounting firm of Amisano Hanson, Chartered Accountants audited our financial statements. Since inception, we have had no changes in or disagreements with our accountants. PART III ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT. (a) Directors and Officers. Our BYLAWS provide that we shall have a minimum of one director and a maximum of nine directors on the board at any one time. Our current directors and executive officers are as follows: NAME AGE POSITIONS HELD James M. Charuk 49 President and Director This person will serve as director until our next annual shareholder meeting or until a successor is elected who accepts the position. Directors

are elected for one-year terms. JAMES CHARUK Mr.Charuk was born in Canada and immigrated to the United States in May 1990. During 1990-1991, Mr. Charuk was a database analyst for Digitech Information, a private company specializing in oil reservoir analyses. From 1991 to December 1997, Mr. Charuk served as a principal of Western Atlas International, a Houston, Texas- based company specializing in geosciences and interpretation services for forestry and mining companies. Mr. Charuk's responsibilities included overseeing an annual budget in excess of \$14 Million for Western Atlas in the areas of Geosciences and Interpretation Software Systems and Data Analysis. In December 1997, Mr. Charuk became a Director of CCR Internet Realty, now known as E-Realty, and served as a Director until January 2000. E-Realty is a pioneer in the E-Broker residential real estate industry in the United States. eRealty.com is a team of real estate professionals who combine local real estate expertise with the power of the Internet to better serve home buyers and sellers. By utilizing technology, eRealty.com `s goal is to save their customers time and money. eRealty.com is involved in the real estate buying and selling process: expediting, informing and executing these transactions in the most effective and cost effective manner. eRealty.com does not compete with SMI Products, Inc.'s mortgagecommunicator.com, nor at this time, does it have any plans to do so in the future. From January 2000 to present, Mr. Charuk has been the Chief Technology Officer and V.P. of Technology for E-Realty. He was also involved as an officer, director and shareholder in Institute for Learning, Inc., a public shell company which subsequently merged with a private company and changed its name to China Broadband Corp. He earned a Bachelor of Science degree from Mount Allison University in Moncton, New Brunswick in 1981. Mr. Charuk will devote approximately 20% of his time to the business of the company. (b) Significant Employees. Other than James Charuk, there are no employees who are expected to make a significant contribution to our corporation. (c) Family Relationships. There are no family relationships among our officers, directors, or persons nominated for such positions. (d) Legal Proceedings. No officer, director, or persons nominated for these positions, and no promoter or significant employee of our corporation has been involved in legal proceedings that would be material to an evaluation of our management. ITEM 10. EXECUTIVE COMPENSATION. No executive compensation has been paid since our inception. The officers and directors of Registrant do not currently receive cash remuneration or salaries for their efforts. Upon successful completion of Registrant's proposed business projects, or receipt of revenues from operations of Registrant, of which there can be no assurance, salaries and other remuneration will be established by the Board of Directors as appropriate. There are no employment contracts between Registrant and any of its officers or directors. Registrant does not have any plan or arrangement with respect to compensation to its executive officers which would result from the resignation, retirement or any other termination of employment with Registrant or from a change in control of Registrant, or a change in the executive officers' responsibilities following any change in control, where in respect of an executive officer, the value of such compensation exceeds \$120,000. OPTION/SAR GRANTS IN LAST FISCAL YEAR The Registrant has granted no options. There are no other bonus, pension, deferred compensation, long-term incentive plans or awards, or any other similar plans for executive officers and/or directors of Registrant. ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT The following tables set forth the ownership, as of December 31, 2005, of our common stock (a) by each person known by us to be the beneficial owner of more than 5% of our outstanding common stock, and (b) by each of our directors, by all executive officers and by our directors as a group. To the best of our knowledge, all persons named have sole voting and investment power with respect to the shares, except as otherwise noted. Security Ownership of Officers and Directors. NO. OF NATURE OF CURRENT CLASS NAME & ADDRESS SHARES OWNERSHIP %OWNED Common JAMES CHARUK 5,025,000 Direct 66% 3503 Cedar Locust Sugarland, TX 77479 All Officers and Directors as a 5,025,000 Direct 66% Group (Approx.) (1 Individual) (c) Changes in Control. THERE ARE CURRENTLY NO ARRANGEMENTS, WHICH WOULD RESULT IN A CHANGE IN CONTROL OF SMI PRODUCTS, INC. ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS Other than the sale of shares to our officers and directors, we have not entered into any transactions with our officers, directors, persons nominated for these positions, beneficial owners of 5% or more of our common stock, or family members of these persons. We are not a subsidiary of any other company ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K. EXHIBITS a) All required exhibits, including the Company's Articles of Incorporation, and Bylaws, are attached to the Company's Form SB-2, filed on February 7, 2001. All previously filed exhibits are incorporated herein by reference. b) Reports on Form 8-K: No reports were on filed on Form 8K during the year ended December 31, 2005. EXHIBIT NO. DOCUMENT DESCRIPTION _____ 3.1 Articles of Incorporation and any Amendments- Incorporated by reference to the Form 10-KSB, filed February 7, 2001. 3.2 Bylaws-

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Incorporated by reference to the Form 10-KSB, filed February 7, 2001. 31.1 Certifications by James Charuk, Chief Executive Officer required by Rule 13a-14(a) 31.2 Certification by James Charuk, Chief Financial Officer required by Rule 13a-14(a) 32.1 Certification by James Charuk pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 32.1 Certification by James Charuk pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 SIGNATURES In accordance with the requirements of the Securities Act of 1934, the registrant caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized. DATE: MARCH 27, 2006 SMI PRODUCTS, INC. BY: /s/ JAMES CHARUK _____ James Charuk, President, Chairman and Director