HELI ELECTRONICS CORP.
Form 10-K
May 03, 2010

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

FORM 10-K

[X]	ANNUAL REPORT UNDER TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED JANUARY 31, 2010
	OR
[ ]	TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSTION PERIOD FROM ________TO ________

Commission File Number 000-53692

HELI ELECTRONICS CORP.
(formerly, Dong Fang Minerals, Inc.)

Nevada
(State or other jurisdiction of incorporation or organization)

Room A606, Dacheng International Centre,
78 Dongsihuanzhonglu
Chaoyang District, Bejing, P.R. China
(Address of Principal Executive Offices, including zip code)

(86) 010-5962 5606
(Issuer's telephone number including area code)

Securities registered pursuant to Section 12(b) of the Act:	Securities registered pursuant to section 12(g) of the Act:
NONE	COMMON STOCK

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES [ ] NO [X]

Indicate by check mark if the registrant is required to file reports pursuant to Section 13 or Section 15(d) of the Act: YES [X] NO [ ]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO

[ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES [ ] NO [X]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	[ ]	Accelerated Filer	[ ]
Non-accelerated Filer	[ ]	Smaller Reporting Company	[X]
(Do not check if a smaller reporting company)			

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES [X] NO [ ]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of January 31, 2010: $12,012,000.

The registrant had 6,006,000 shares of common stock outstanding as of April 27, 2010.

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PART I.

ITEM 1. BUSINESS.

We were incorporated in the State of Nevada on November 7, 2007. We are an exploration stage corporation. We maintain our statutory registered agent's office at The Corporation Trust Company of Nevada, 1000 East William Street, Suite 204, Carson City, Nevada 89701 and our business office is located at Room A606 Dacheng International Centre, 78 Dongsihuanzhonglu, Chaoyang District, Beijing, P.R. China. This is our mailing address as well. Our telephone number is (86)010-5962-5606.

We are were an exploration stage mining company. An exploration stage corporation is one engaged in the search for mineral deposits or reserves which are not in either the development or production stage. We have no ore bodies. On November 17, 2007, we acquired the right to conduct exploration activities on one claim located in the Province of British Columbia, Canada known as the Bathfield claim.

On November 12, 2009, the first phase of the exploration program as referenced to the writer's report on the Property dated November 17, 2007 was completed in part. Samples were taken from four locations to determine the progressive sequence to the continuance of the fulfillment of the Phase I recommendations.The Phase I samples were taken from the granitic host rock of the quartz veins which are reported to contain significant mineral values. The purpose of the sampling program was to determine the potential for potential economic mineral values in the granitic host rock. Based on the results of the Phase I exploration program dated November 12, 2009, there is no surficial indication that the granitic host rocks to the mineralized quartz veins are potential to hosting economic mineralization. Any additional exploration work on the Property is not recommended.

On April 8, 2010, the claim was forfeited due to nonpayment.

On March 18, 2010, we entered into a non-binding letter of intent to acquire all of the issued and outstanding shares of a British Virgin Island corporation to be formed in the future in consideration of 144,280,000 restricted shares of our common stock. The BVI corporation will, prior thereto, have acquired all of Guangzhou Heli Information Technology Co., Ltd. a People's Republic of China Corporation ("Heli"). As part and parcel of the transaction, we will pay a stock dividend of 120 shares of common stock for each one share of common stock outstanding. Further we will have changed our name to Heli Electronics Corp. The letter of intent also contains other provisions all of which relate to the proposed change of control of Dong Fang Minerals, Inc. The letter of intent is not binding upon any parties thereto and is subject to the execution of a definitive agreement.

On March 29, 2010, we merged our wholly owned subsidiary corporation, Heli Electronics Corp. into Dong Fang Minerals, Inc. Dong Fang Minerals, Inc. is the surviving corporation. Concurrently therewith we changed the name of the Company to Heli Electronics Corp.

On April 5, 2010, we split our authorized and issued shares of common stock on the basis of 120 for 1. Immediately prior to the split, there were 100,000,000 shares of common stock authorized with 6,006,000 shares of common stock outstanding. Immediately after the split, there were 12,000,000,000 shares of common stock authorized with 720,720,000 shares of common stock outstanding. Par value remained at $0.00001 per share. The additional split shares have not been issued as of the date of this report.

Upon completion of the foregoing acquisition, we intend to engage in the business of wholesaling electronic products. There is no assurance that the foregoing acquisition will be completed or that we will engage in the business of wholesaling electronic products. As of the date of this report, we have not entered into a definitive binding agreement to acquire Heli.

We have no revenues, have a loss since inception, have minimal operations, have been issued a going concern opinion and rely upon the sale of our securities and loans from our officers and directors to fund operations.

Employees and Employment Agreements

At present, we have no full-time employees. Our officers and directors are part-time employees and they will devote about 25% of their time or ten hours per week to our operation. Our officers and directors do not have employment agreements with us. We presently do not have pension, health, annuity, insurance, stock options, profit sharing or similar benefit plans; however, we may adopt plans in the future. There are presently no personal benefits available to our officers and directors. Our officers and directors will handle our administrative duties. We intend to subcontract all work out to third parties. As of today, we have not looked for or talked to any geologists or engineers who will perform work for us in the future.

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

ITEM 1B. UNRESOLVED STAFF COMMENTS

We are smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item

ITEM 2. PROPERTIES

We do not own any properties.

ITEM 3. LEGAL PROCEEDINGS.

We are not presently a party to any litigation.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

During the fourth quarter, there were no matters submitted to a vote of our shareholders.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Our shares are traded on the Bulletin Board operated by the Financial Industry Regulatory Authority under the symbol "DONG". A summary of trading by quarter for 2010 and 2009 fiscal years is as follows:

Fiscal Year 2010		High Bid	Low Bid
	Fourth Quarter: 11/1/09 to 1/31/10	$10.01	$2.00
	Third Quarter: 08/1/09 to 10/31/09	$10.01	$2.00
	Second Quarter: 05/1/09 to 7/31/09	$10.01	$2.00
	First Quarter: 02/1/09 to 4/30/09	$10.01	$2.00

Fiscal Year 2009		High Bid	Low Bid
	Fourth Quarter: 11/1/08 to 1/31/09	$2.00	$0.25
	Third Quarter: 08/1/08 to 10/31/08	$0.00	$0.00
	Second Quarter: 05/1/08 to 7/31/08	$0.00	$0.00
	First Quarter: 02/1/08 to 4/30/08	$0.00	$0.00

Holders

On April 30,2010, we had approximately 52 shareholders of record of our common stock.

Dividend Policy

As of the date of this report, we have not paid any cash dividends to stockholders. The declaration of any future cash dividend will be at the discretion of our board of directors and will depend upon our earnings, if any, our capital requirements and financial position, our general economic conditions, and other pertinent conditions. It is our present intention not to pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, in our business operations.

Section 15(g) of the Securities Exchange Act of 1934

Our shares are covered by section 15(g) of the Securities Exchange Act of 1934, as amended that imposes additional sales practice requirements on broker/dealers who sell such securities to persons other than established customers and accredited investors (generally institutions with assets in excess of $5,000,000 or individuals with net worth in excess of $1,000,000 or annual income exceeding $200,000 or $300,000 jointly with their spouses). For transactions covered by the Rule, the broker/dealer must make a special suitability determination for the purchase and have received the purchaser's written agreement to the transaction prior to the sale. Consequently, the Rule may affect the ability of broker/dealers to sell our securities and also may affect your ability to sell your shares in the secondary market.

Section 15(g) also imposes additional sales practice requirements on broker/dealers who sell penny securities. These rules require a one page summary of certain essential items. The items include the risk of investing in penny stocks in both public offerings and secondary marketing; terms important in understanding of the function of the penny stock market, such as id and offer quotes, a dealers spread and broker/dealer compensation; the broker/dealer compensation, the broker/dealers' duties to its customers, including the disclosures required by any other penny stock disclosure rules; the customers' rights and remedies in cases of fraud in penny stock transactions; and, the FINRA's toll free telephone number and the central number of the North American Administrators Association, for information on the disciplinary history of broker/dealers and their associated persons.

Securities authorized for issuance under equity compensation plans

We have no equity compensation plans and accordingly we have no shares authorized for issuance under an equity compensation plan.

Status of our public offering

On May 20, 2008, the Securities and Exchange Commission declared the Form S-1 Registration Statement (File number 333-150192) permitting us to offer up to 2,000,000 shares of common stock at $0.10 per share. There is no underwriter involved in our public offering. On September 30, 2008, we completed our public offering and issued a total of $1,006,000 shares of common stock to 45 investors at $0.10 per share for total cash proceeds of $100,600.

Since completing our public offering we have used the proceeds as follows:

General and Administrative Costs – Transfer agent and filing fees	$	11,860
Professional fees	$	17,515
Total	$	29,375

ITEM 6. SELECTED FINANCIAL DATA.

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

This section of the report includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

Plan of Operation

For all intents and purposes, we are a start-up company. We discontinued mining operations on April 8, 2010 when the claim we had the right to explore, We are a start-up, exploration stage corporation and have not yet generated or realized any revenues from our business operations.

Our auditor has issued a going concern opinion. This means that there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills.

Our officers and directors are unwilling to make any commitment to loan us any money at this time. At the present time, we have not made any arrangements to raise additional cash. If we need additional cash and can't raise it, we will either have to suspend activities until we do raise the cash, or cease activities entirely. Other than as described in this paragraph, we have no other financing plans. Our success or failure will be determined by what we find under the ground.

On March 18, 2010, we entered into a non-binding letter of intent to acquire all of the issued and outstanding shares of a British Virgin Island corporation to be formed in the future in consideration of 144,280,000 restricted shares of our common stock. The BVI corporation will, prior thereto, have acquired all of Guangzhou Heli Information Technology Co., Ltd. a People’s Republic of China Corporation (“Heli”). As part and parcel of the transaction, we will pay a stock dividend of 120 shares of common stock for each one share of common stock outstanding. Further we will have changed our name to Heli Electronics Corp. The letter of intent also contains other provisions all of which relate to the proposed change of control of Dong Fang Minerals, Inc. The letter of intent is not binding upon any parties thereto and is subject to the execution of a definitive agreement.

Ms. Lu will advance funds to pay the costs of filing reports with the SEC in the event the Company does not have the funds to do so. Ms. Lu’s commitment to paying such costs is oral and not in writing. At the present time, we have not made any arrangements to raise additional cash. If we need additional cash and can’t raise it, we will either have to suspend operations until we do raise the cash, or cease operations entirely. Other than as described in this paragraph, we have no other financing plans.

Results of Operations

From Inception on November 7, 2007 to January 31, 2010

On November 2007, our former president and principal executive officer acquired one mineral property containing one Mineral Titles Online cell in British Columbia, Canada.

We have no revenues, have a loss since inception, have minimal operations, have been issued a going concern opinion and rely upon the sale of our securities and loans from our officers and directors to fund operations.

On April 8, 2010 we cease mining exploration.

On March 18, 2010, we entered into a non-binding letter of intent to acquire all of the issued and outstanding shares of a British Virgin Island corporation to be formed in the future in consideration of 144,280,000 restricted shares of our common stock. The BVI corporation will, prior thereto, have acquired all of Guangzhou Heli Information Technology Co., Ltd. a People's Republic of China Corporation ("Heli"). As part and parcel of the transaction, we will pay a stock dividend of 120 shares of common stock for each one share of common stock outstanding. Further we will have changed our name to Heli Electronics Corp. The letter of intent also contains other provisions all of which relate to the proposed change of control of Dong Fang Minerals, Inc. The letter of intent is not binding upon any parties thereto and is subject to the execution of a definitive agreement.

We currently do not own any properties or have the right to conduct exploration activities on any property.

On September 30, 2008, we issued 1,006,000 shares of our common stock pursuant to a public offering. The offering was set at $0.10 per share and the Company raised $106,000 in the offering.

Since inception, we have used the proceeds from the private placement to fund our operations.

Limited Operating History; Need for Additional Capital

There is no historical financial information about us upon which to base an evaluation of our performance. We are an exploration stage corporation and have not generated any revenues from operations. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources, possible delays in the exploration of our properties, and possible cost overruns due to price and cost increases in services.

To become profitable and competitive, we plan to conduct research and exploration of our properties before we start production of any minerals we may find.

We have no assurance that future financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. Equity financing could result in additional dilution to existing shareholders.

Liquidity and Capital Resources

As of the date of this report, we have yet to generate any revenues from our business operations.

In November 2007, we issued 5,000,000 shares of common stock pursuant to the exemption from registration continued in Section S of the Securities Act of 1933. The purchase price of the shares was $50. This was accounted for as an acquisition of shares. Jian Hong Liu covered our initial expenses of $24,945 including incorporation, accounting and legal fees and for registering the property, all of which was paid directly to Mr. Sookochoff, our attorney and our accountant. The amount owed to Mr. Liu is non-interest bearing, unsecured and due on demand. Further the agreement with Mr. Liu is oral and there is no written document evidencing the agreement.

As of January 31, 2010, our total assets were $ 43,922 and our total liabilities were $ 41,190.

On September 30, 2008, we issued 1,006,000 shares of our common stock pursuant to a public offering. The offering was set at $0.10 per share and the Company raised $106,000 in the offering.

The Company currently has approximately $43,922 of cash on hand.

Recent accounting pronouncements

In June 2009, the Financial Accounting Standards Board (FASB) issued a standard that established the FASB Accounting Standards Codification (ASC) and amended the hierarchy of generally accepted accounting principles (ASC) and amended the hierarchy of generally accepted accounting principles (GAAP) such that the ASC became the single source of authoritative nongovernmental U.S. GAAP. The ASC did not change current U.S. GAAP, but was intended to simplify user access to all authoritative U.S. GAAP by providing all the authoritative literature related to a particular topic in one place. All previously existing accounting standard documents were superseded and all other accounting literature not included in the ASC is considered non-authoritative. New accounting standards issued subsequent to June 30, 2009 are communicated by the FASB through Accounting Standards Updates (ASUs). The Company adopted the ASC on July 1, 2009. This standard did not have an impact on the Company’s results of operations or financial condition. However, throughout the notes to the financial statements references that were previously made to various former authoritative U.S. GAAP pronouncements have been changed to coincide with the appropriate section of the ASC.

In December 2007, the FASB issued and, in April 2009, amended a new business combinations standard codified within ASC 805, which changed the accounting for business acquisitions. Accounting for business combinations under this standard requires the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction and establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed in a business combination. Certain provisions of this standard impact the determination of acquisition-date fair value of consideration paid in a business combination (including contingent consideration); exclude transaction costs from acquisition accounting; and change accounting practices for acquisition-related restructuring costs, in-process research and development, indemnification assets, and tax benefits. The Company adopted the standard for business combinations and adjustments to an acquired entity’s deferred tax asset and liability balances and it had no immediate impact on the Company’s financial position or results of operations.

In April 2009, the FASB issued an accounting standard which provides guidance on (1) estimating the fair value of an asset or liability when the volume and level of activity for the asset or liability have significantly declined and (2) identifying transactions that are not orderly. The standard also amended certain disclosure provisions for fair value measurements and disclosures in ASC 820 to require, among other things, disclosures in interim periods of the inputs and valuation techniques used to measure fair value as well as disclosure of the hierarchy of the source of underlying fair value information on a disaggregated basis by specific major category of investment. For the Company, this standard was effective prospectively beginning July 1, 2009. The adoption of this standard did not have a material impact on the Company’s results of operations or financial condition.

In April 2009, the FASB issued an accounting standard which modifies the requirements for recognizing other-than-temporarily impaired debt securities and changes the existing impairment model for such securities. The standard also requires additional disclosures for both annual and interim periods with respect to both debt and equity securities. Under the standard, impairment of debt securities will be considered other-than-temporary if an entity (1) intends to sell the security, (2) more likely than not will be required to sell the security before recovering its cost, or (3) does not expect to recover the security's entire amortized cost basis (even if the entity does not intend to sell). The standard further indicates that, depending on which of the above factor(s) causes the impairment to be considered other-than-temporary, (1) the entire shortfall of the security's fair value versus its amortized cost basis or (2) only the credit loss portion would be recognized in earnings while the remaining shortfall (if any) would be recorded in other comprehensive income. The standard requires entities to initially apply its provisions to previously other-than-temporarily impaired debt securities existing as of the date of initial adoption by making a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. The cumulative-effect adjustment potentially reclassifies the noncredit portion of a previously other-than-temporarily impaired debt security held as of the date of initial adoption from retained earnings to accumulated other comprehensive income. The adoption of this standard did not have a material impact on the Company's results of operations or financial condition.

In April 2009, the FASB issued an accounting standard regarding interim disclosures about fair value of financial instruments. The standard essentially expands the disclosure about fair value of financial instruments that were previously required only annually to also be required for interim period reporting. In addition, the standard requires certain additional disclosures regarding the methods and significant assumptions used to estimate the fair value of financial instruments. The adoption of this standard did not have a material impact on the Company's results of operations or financial condition.

In May 2009, the FASB issued a new accounting standard regarding subsequent events. This standard incorporates into authoritative accounting literature certain guidance that already existed within generally accepted auditing standards, with the requirements concerning recognition and disclosure of subsequent events remaining essentially unchanged. This guidance addresses events which occur after the balance sheet date but before the issuance of financial statements. Under the new standard, as under previous practice, an entity must record the effects of subsequent events that provide evidence about conditions that existed at the balance sheet date and must disclose but not record the effects of subsequent events which provide evidence about conditions that did not exist at the balance sheet date. This standard added an additional required disclosure relative to the date through which subsequent events have been evaluated and whether that is the date on which the financial statements were issued. For the Company, this standard was effective beginning July 1, 2009.

In June 2009, the FASB issued a new standard regarding the accounting for transfers of financial assets amending the existing guidance on transfers of financial assets to, among other things, eliminate the qualifying special-purpose entity concept, include a new unit of account definition that must be met for transfers of portions of financial assets to be eligible for sale accounting, clarify and change the derecognition criteria for a transfer to be accounted for as a sale, and require significant additional disclosure. The standard is effective for new transfers of financial assets beginning January 1, 2010. The adoption of this standard is not expected to have a material impact on the Company's results of operations or financial condition.

In June 2009, the FASB issued an accounting standard that revised the consolidation guidance for variable-interest entities. The modifications include the elimination of the exemption for qualifying special purpose entities, a new approach for determining who should consolidate a variable-interest entity,

and changes to when it is necessary to reassess who should consolidate a variable-interest entity. The standard is effective January 1, 2010. The Company is currently evaluating the impact of this standard, but would not expect it to have a material impact on the Company's results of operations or financial condition.

In August 2009, the FASB issued ASU No. 2009-05, Measuring Liabilities at Fair Value, which provides additional guidance on how companies should measure liabilities at fair value under ASC 820. The ASU clarifies that the quoted price for an identical liability should be used. However, if such information is not available, a entity may use, the quoted price of an identical liability when traded as an asset, quoted prices for similar liabilities or similar liabilities traded as assets, or another valuation technique (such as the market or income approach). The ASU also indicates that the fair value of a liability is not adjusted to reflect the impact of contractual restrictions that prevent its transfer and indicates circumstances in which quoted prices for an identical liability or quoted price for an identical liability traded as an asset may be considered level 1 fair value. This ASU is effective October 1, 2009. The Company is currently evaluating the impact of this standard, but would not expect it to have a material impact on the Company's results of operations or financial condition.

In September 2009, the FASB issued ASU No. 2009-12, Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), that amends ASC 820 to provide guidance on measuring the fair value of certain alternative investments such as hedge funds, private equity funds and venture capital funds. The ASU indicates that, under certain circumstance, the fair value of such investments may be determined using net asset value (NAV) as a practical expedient, unless it is probable the investment will be sold at something other than NAV. In those situations, the practical expedient cannot be used and disclosure of the remaining actions necessary to complete the sale is required. The ASU also requires additional disclosures of the attributes of all investments within the scope of the new guidance, regardless of whether an entity used the practical expedient to measure the fair value of any of its investments. This ASU is effective October 1, 2009. The Company is currently evaluating the impact of this standard, but would not expect it to have a material impact on the Company's results of operations or financial condition.

In October 2009, the FASB issued ASU No. 2009-13, Multiple-Deliverable Revenue Arrangements—a consensus of the FASB Emerging Issues Task Force, that provides amendments to the criteria for separating consideration in multiple-deliverable arrangements. As a result of these amendments, multiple-deliverable revenue arrangements will be separated in more circumstances than under existing U.S. GAAP. The ASU does this by establishing a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific objective evidence nor third-party evidence is available. A vendor will be required to determine its best estimate of selling price in a manner that is consistent with that used to determine the price to sell the deliverable on a standalone basis. This ASU also eliminates the residual method of allocation and will require that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method, which allocates any discount in the overall arrangement proportionally to each deliverable based on its relative selling price. Expanded disclosures of qualitative and quantitative information regarding application of the multiple-deliverable revenue arrangement guidance are also required under the ASU. The ASU does not apply to arrangements for which industry specific allocation and measurement guidance exists, such as long-term construction contracts and software transactions. The ASU is effective beginning January 1, 2011. The Company is currently evaluating the impact of this standard on the Company's results of operations and financial condition.

In October 2009, the FASB issued ASU No. 2009-14, Certain Revenue Arrangements That Include Software Elements—a consensus of the FASB Emerging Issues Task Force, that reduces the types of transactions that fall within the current scope of software revenue recognition guidance. Existing software revenue recognition guidance requires that its provisions be applied to an entire arrangement when the sale of any products or services containing or utilizing software when the software is considered more than incidental to the product or service. As a result of the amendments included in ASU No. 2009-14, many tangible products and services that rely on software will be accounted for under the multiple-element arrangements revenue recognition guidance rather than under the software revenue recognition guidance. Under the ASU, the following components would be excluded from the scope of software revenue recognition guidance: the tangible element of the product, software products bundled with tangible products where the software components and non-software components function together to deliver the product's essential functionality, and undelivered components that relate to software that is essential to the tangible product's functionality. The ASU also provides guidance on how to allocate transaction consideration when an arrangement contains both deliverables within the scope of software revenue guidance (software deliverables) and deliverables not within the scope of that guidance (non-software deliverables). The ASU is effective beginning January 1, 2011. The Company is currently evaluating the impact of this standard on the Company's results of operations and financial condition.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Heli Electronics Corp.
(formerly Dong Fang Minerals, Inc.)

I have audited the accompanying balance sheets of Heli Electronics Corp. (formerly Dong Fang Minerals, Inc.) (the Company), an exploration stage company, as of January 31, 2010 and 2009 and the related statements of operations, stockholders' equity (deficiency), and cash flows for the year ended January 31, 2010 and 2009, and for the period November 7, 2007 (inception) to January 31, 2010. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that I plan and perform the 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. I believe that my audits provide a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Heli Electronics Corp., an exploration stage company, as of January 31, 2010 and 2009 and the results of its operations and its cash flows for the year ended January 31, 2010 and 2009, and for the period November 7, 2007 (inception) to January 31, 2010 in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements referred to above have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company's present financial situation raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to this matter are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

MICHAEL T. STUDER CPA P.C.
Michael T. Studer CPA P.C.

Freeport, New York
April 30, 2010

Heli Electronics Corp.
(Formerly Dong Fang Minerals, Inc.)
(An Exploration Stage Company)
Balance Sheets
(Expressed in US Dollars)

		January 31, 2010		January 31, 2009
ASSETS				
Current Assets				
Cash and cash equivalents	$	43,922	$	77,556
Total current assets		43,922		77,556
Mineral property acquisition costs, less reserve for impairment of $4,625 and $4,625, respectively		-		-
Total Assets	$	43,922	$	77,556
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities				
Accounts payable and accrued liabilities	$	5,685	$	6,644
Due to related party		35,505		35,505
Total current liabilities		41,190		42,149
Stockholders' Equity				
Preferred Stock, $0.00001 par value; authorized 100,000,000 shares, none issued and outstanding		-		-
Common Stock, $0.00001 par value; authorized 12,000,000,000 shares, issued and outstanding 6,006,000 and 6,006,000 shares, respectively		60		60
Additional paid-in capital		100,590		100,590
Deficit accumulated during the exploration stage		(97,918)		(65,243)
Total stockholders' equity		2,732		35,407
Total Liabilities and Stockholders' Equity	$	43,922	$	77,556

See notes to financial statements.

Heli Electronics Corp.
(Formerly Dong Fang Minerals, Inc.)
(An Exploration Stage Company)
Statements of Operations
(Expressed in US Dollars)

	Year Ended January 31, 2010	Year Ended January 31, 2009	Period from November 7, 2007 (Date of Inception) to January 31, 2010
Revenue	$ -	$ -	$ -
Costs and expenses			
Mineral property exploration and carrying costs	3,300	368	3,668
General and administrative	11,860	22,369	34,562
Professional fees	17,515	21,548	55,063
Impairment of mineral property acquisition costs	-	-	4,625
Total costs and expenses	32,675	44,285	97,918
Net Loss	$ (32,675)	$ (44,285)	$ (97,918)
Net loss per share			
Basic and diluted	$ (0.01)	$ (0.01)	
Weighted Average Shares Outstanding			
Basic and diluted	6,006,000	5,340,831	

See notes to financial statements.

Heli Electronics Corp.
(Formerly Dong Fang Minerals, Inc.)
(An Exploration Stage Company)
Statements of Stockholders' Equity (Deficiency)
For the Period November 7, 2007 (Inception) to January 31, 2010
(Expressed in US Dollars)

	Common Stock, $0.00001 par value								
	Shares		Amount		Additional Paid-in Capital		Deficit Accumulated During the Exploration Stage		Total Stockholders' Equity (Deficiency)
Common stock issued November 2007	5,000,000	$	50	$	-	$	-	$	50
Net loss	-		-		-		(20,958)		(20,958)
Balance - January 31, 2008	5,000,000		50		-		(20,958)		(20,908)
Sale of shares in public offering at $0.10 per share	1,006,000		10		100,590		-		100,600
Net loss	-		-		-		(44,285)		(44,285)
Balance -January 31, 2009	6,006,000	$	60	$					