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

# FORM 10-K

**(X)** Annual Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934
**For the Fiscal Year Ended December 31, 2009**

( ) Transaction Report Under Section 13 or 15(d) of Securities Exchange Act of 1934
For the transition period from ______ to ______

# DISCOVERY OIL, LTD.

(Name of Small Business Issuer in its Charter)

| **DELAWARE** | **000-06541** | **83-0207909** |
|---|---|---|
| (State or other jurisdiction of incorporation or organization) | Commission File Number | (I.R.S. Employer Identification Number) |

**6127 Ramirez Canyon Road,**
**Malibu, CA 90265**
**(310) 457-1967**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Securities registered under Section 12(b) of the Exchange Act: None
Securities registered under Section 12(g) of the Exchange Act:

Common Stock, $.001 par value.
(Title of Class)

Indicate by checkmark if the registrant is a well-know seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☑

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ 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 ☑ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☑

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☑ 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 a specified date within the past 60 days. **Based upon the price at close of market on March 30, 2010 of $0.009, the aggregate market value of the Registrant's common stock held by non-affiliates was $73,857.**

The number of shares outstanding of the registrant's common stock as of March 30, 2010: 25,245,921 shares.

DOCUMENTS INCORPORATED BY REFERENCE

None.

DISCOVERY OIL, LTD.
Form 10-K
December 31, 2008

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## FORWARD-LOOKING STATEMENTS

This Report on Form 10-K contains certain forward-looking statements. These forward looking statements might include statements regarding (i) research and development plans, marketing plans, capital and operations expenditures, and results of operations; (ii) potential financing arrangements; (iii) potential utility and acceptance of the Registrant's existing and proposed products; and (iv) the need for, and availability of, additional financing.

Any forward-looking statements included herein are based on current expectations and involve a number of risks and uncertainties. These forward-looking statements are based on assumptions regarding the business of Discovery Oil, Ltd, the ("Company"), which involve judgments with respect to, among other things, future economic and competitive conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes that the assumptions underlying the forward looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, actual results may differ materially from those set forth in the forward-looking statements.

EXPLANATORY NOTE: As used in this report, the terms "we", "us", and "our" are sometimes used to refer to Discovery Oil, Ltd. and, as the context requires, its management.

## PART I

### Item 1. Description of Business

Discovery Oil, Ltd. (the "Company", "Registrant", or "Discovery Oil"), was originally organized under the laws of the State of Wyoming in 1964. The Company became a Delaware corporation through a merger with a wholly owned subsidiary in 1981. Prior to 1992, the Company was involved as a general partner in several limited partnerships for the purpose of drilling oil and gas wells in Ohio, Wyoming, Colorado, Kansas, and Texas. In 1988 the company filed a petition in Bankruptcy pursuant to Chapter 11 of the Bankruptcy code in a United States Bankruptcy Court. On July 10, 1996, the Court entered its order and Final Decree, confirming the execution of the Company's reorganization plan and concluding all proceedings and jurisdiction of the bankruptcy.

The Company formerly had a non-operating working interest in six producing oil wells having proved reserves. This interest was sold on August 12, 2004.

Current Strategy

Since the sale of previous interests, Discovery Oil has no revenue and has become a shell company. The Company is currently searching for a new investment opportunity, which would probably take the form of a merger, stock- for-stock exchange or stock-for-assets exchange. No assurances can be made that we will be successful in locating and negotiating with possible merger candidates.

The Company maintains an office in Malibu, California.

Selection of a Business

Since we have no current business, our plan of operation will be to seek one or more suitable business combinations or acquisitions to create value for our shareholders. Management has adopted a conservative policy of seeking opportunities that it considers to be of exceptional quality. Therefore, we may have to wait some time before consummating a suitable transaction. Management recognizes that the higher the standards it imposes upon us, the greater may be its competitive disadvantage when vying with other acquiring interests or entities.

The Company does not intend to restrict its consideration to any particular business or industry segment, though management intends to continue its focus on opportunities related to natural resources. Due to our lack of financial resources, the scope and number of suitable business ventures is limited. We are therefore most likely to participate in a single business venture. Accordingly, the Company will not be able to diversify and will be limited to one merger or acquisition. The lack of diversification will prevent us from offsetting losses from one business opportunity against profits from another.

The decision to participate in a specific business opportunity will be made upon management's analysis of the quality of the opportunity's management and personnel, the anticipated acceptability of products or marketing concepts, the merit of technological changes and numerous other factors which are difficult, if not impossible, to analyze through the application of any objective criteria. Further, it is anticipated that the historical operations of a specific venture may not necessarily be indicative of the potential for the future because of the necessity to substantially shift a marketing approach, expand operations, change product emphasis, change or substantially augment management, or make other changes. The Company will be partially dependent upon the management of any given business opportunity to identify such problems and to implement, or be primarily responsible for the implementation of required changes.

Since we may participate in a business opportunity with a newly organized business or with a business which is entering a new phase of growth, it should be emphasized that the Company may incur risk due to the failure of the target's management to have proven its abilities or effectiveness, or the failure to establish a market for the target's products or services, or the failure to realize profits.

The Company will not acquire or merge with any company for which audited financial statements cannot be obtained. Management anticipates that any opportunity in which we participate will present certain risks. Many of these risks cannot be adequately identified prior to selection of a specific opportunity. Our shareholders must therefore depend on the ability of management to identify and evaluate such risks. Further, in the case of opportunities available to us, it may be anticipated that some opportunities are yet to develop as going concerns or that some opportunities are in the development stage and have not generated significant revenues from principal business activities prior to our participation.

Acquisition of Business

Implementation of a structure for any particular business acquisition may involve a merger, consolidation, reorganization, joint venture, franchise or licensing agreement with another corporation or entity. The Company may also purchase stock or assets of an existing business. On the completion of a transaction, it is possible that present management and shareholders of the Company would not remain in control of the Company. Further, our sole officer and director may, as part of the terms of any transaction, resign, to be replaced by new officers and directors without a vote of our shareholders.

We anticipate that any securities issued in any such reorganization would be issued in reliance on exemptions from registration under applicable federal and state securities laws. However, in certain circumstances, as a negotiated element of any transaction, the Company may agree to register securities either at the time a transaction is consummated, under certain conditions, or at a specified time thereafter. The issuance of substantial additional securities and their potential sale into any trading market may have a depressive effect on such market.

While the actual terms of a transaction to which the Company may be a party cannot be predicted, it may be expected that the parties to a business transaction will find it desirable to avoid the creation of a taxable event and thereby structure the acquisition in a so called "tax-free" reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"). In order to obtain tax-free treatment under the Code, it may be necessary for the owners of the acquired business to own 80% or more of the voting stock of the surviving entity. In such event, our shareholders would retain less than 20% of the issued and outstanding shares of the surviving entity, which could result in significant dilution in the equity of such shareholders.

Our due diligence process will require that management meet personally with the personnel involved in any given transaction, visit and inspect material facilities, obtain independent analysis or verification of the information provided, check references for management and key persons, and take other reasonable investigative measures, to the extent of our limited financial resources and management expertise.

The manner in which we participate in an opportunity will depend on the nature of the opportunity, the respective needs and desires of the Company and other parties, the management of the opportunity, and the our relative negotiating strengths. Negotiations that involve mergers or acquisitions will focus on the percentage of the Company that the target company shareholders would acquire in exchange for their shareholdings in the target company. Depending upon, among other things, the target company's assets and liabilities, our shareholders will in all likelihood hold a lesser percentage ownership interest in the Company following any merger or acquisition. The percentage ownership may be subject to significant reduction in the event the Company acquires a target company with substantial assets. Any merger or acquisition effected by the Company can be expected to have a significant dilutive effect on the percentage of shares held by our current shareholders.

Operation of Business After Acquisition

The Company's operation following its merger or acquisition of a business will be dependent on the nature of the business and the interest acquired. We are unable to determine at this time whether the Company will be in control of the business or whether present management will be in control of the Company following the acquisition. We may expect that any future business will present various challenges that cannot be predicted at the present time.

Government Regulation

The Company cannot anticipate the government regulations, if any, to which we may be subject until we have acquired an interest in a business. The use of assets to conduct a business that we may acquire could subject us to environmental, public health and safety, land use, trade, or other governmental regulations and state or local taxation. Our selection of a business in which to acquire an interest will include an effort to ascertain, to the extent of the limited resources of the Company, the effects of any government regulation on the prospective business of the Company. However, in certain circumstances, such as the acquisition of an interest in a new or start-up business activity, it may not be possible to predict with any degree of accuracy the impact of government regulation.

Competition

We will be involved in intense competition with other business entities, many of which will have a competitive edge over us by virtue of their stronger financial resources and prior experience in business. The Company can provide no assurance that we will be successful in obtaining a suitable business opportunity.

Marketability

As we currently are not involved in selling products or services, there can be no assurance that we will be successful in marketing any such products or services or whether a market will develop.

Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements and Labor Contracts

We currently have no patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts.

Research and Development

We spent no amounts on research and development activities during each of the last two fiscal years.

Employees

The Company has no employees. Neither of the Company's executive officers are employed by the Company. Management services are provided on an "as needed" basis. The Company has no oral or written contracts for services with any member of management.

Perceived Benefits

There are certain perceived benefits to being a reporting company with a class of publicly-traded securities. These are commonly thought to include the following:

- the ability to use registered securities to make acquisitions of assets or businesses;
- increased visibility in the financial community;
- the facilitation of borrowing from financial institutions;
- improved trading efficiency;

- shareholder liquidity;
- greater ease in subsequently raising capital;
- compensation of key employees through stock options for which there may be a market valuation;
- enhanced corporate image;
- presence in the United States capital market.

**Item 1A. Risk Factors**

As a smaller reporting company, we are not required to provide the information required by this item.

**Item 1B. Unresolved staff comments.**

As a smaller reporting company, we are not required to provide the information required by this item. However, there are no unresolved staff comments as of the year ended December 31, 2009 or subsequently.

**Item 2. Description of Properties**

We currently own no properties. The Company leased furnished office space from our President, Andrew Ippolito for $1,300 per month through December 31, 2006. The lease expired and has not been renewed.

Oil and gas interests

In April of 1984, the Company purchased a non-operating working interest in six producing oil wells near the city of Signal Hill, California. The working interest granted the Company a 12.5% working interest, or a 9.32% net revenue interest after underlying royalty payments, in the oil and gas produced and sold from each well. Said working interest was sold on August 12, 2004.

Discovery is actively seeking new investment opportunities.

**Item 3. Legal Proceedings**

None.

**Item 4. Reserved**

## PART II

### Item 5. Market for Registrant's Common Equity and Related Stockholder Matters

The following table sets forth the range of high and low bid prices as reported by the Over the Counter Bulletin Board (OTCBB) for the periods indicated. The quotations reflect inter-dealer prices without retail mark-up, markdown, or commission, and may not necessarily represent actual transactions. Currently the stock is traded on the OTCBB under the symbol "DSCY.OB".

| | HIGH | LOW |
|---|---|---|
| Quarter ended 3-31-2008 | $0.0175 | $0.0075 |
| Quarter ended 6-30-2008 | $0.0075 | $0.005 |
| Quarter ended 9-30-2008 | $0.0175 | $0.007 |
| Quarter ended 12-31-2008 | $0.0025 | $0.025 |
| Quarter ended 3-31-2009 | $0.01 | $0.0005 |
| Quarter ended 6-30-2009 | $0.05 | $0.0075 |
| Quarter ended 9-30-2009 | $0.02 | $0.01 |
| Quarter ended 12-31-2009 | $0.005 | $0.0025 |
| At March 30, 2009 | .009 | .009 |

Currently, there are eight broker-dealers making a market on the Company’s common stock.

*Holders.*

The number of stockholders of record at March 30, 2010 was 5,894.

*Dividends.*

No dividends have been paid or declared during the last five years; and the registrant does not anticipate paying dividends on its common stock in the foreseeable future.

*Securities Authorized for Issuance Under Equity Compensation Plans*

The company does not have securities authorized for issuance under a equity compensation plan.

*Purchases of Equity Securities by the Small Business Issuer and Affiliated Purchasers.*

The company did not effect any repurchases of securities during the years ended December 2009 or 2008.

*Recent Sales of Unregistered Securities; Use of Proceeds From Registered Securities:*

During the period covered by this report the Company sold no equity securities that were registered under the Security Act of 1933, as amended.

### Item 6. Selected Financial Data

As a smaller reporting company, we are not required to provide the information required by this item.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's discussion and analysis is intended to be read in conjunction with the Company's audited financial statements and notes thereto. The following statements may be forward-looking in nature and actual results may differ materially.

Plan of Operation

Since the sale of previous interests, Discovery Oil has no revenue and has become a shell company. The Company is currently search for a new investment opportunity in the oil industry, which would probably take the form of a merger, stock-for-stock exchange or stock-for-assets exchange. No assurances can be made that we will be successful in locating and negotiating with any possible merger candidates.

The Company's major shareholders have undertaken to make funds available to the Company in amounts sufficient to enable us to satisfy our reporting and other obligations as a public Company, and to commence, on a limited basis, the process of investigating possible merger and acquisition candidates.

Given our lack of cash or other assets, Discovery Oil will be extremely limited in our attempts to locate potential business situations for investigation. We do not know when, or if, we may be able to locate investment opportunities or potential merger candidates. Business opportunities, if any arise, are expected to become available to the Company principally from the personal contacts of our officers and directors. Although the current focus of management is to find investment opportunities or merger candidates within the oil industry, we will also consider other ventures and reserve the right to evaluate and to enter into any type of business opportunity, in any stage of development, in any location.

We may seek a business opportunity with a firm which only recently commenced operations, or a developing company in need of additional funds for expansion into new products or markets, an entity seeking to develop a new product or service, or an established business which may be experiencing financial or operating difficulties and is in need of additional capital which is perceived to be easier to raise by a public company. In some instances, a business opportunity may involve the acquisition or merger with a corporation which does not need substantial additional cash but which desires to establish a public trading market for its common stock.

We may purchase assets and establish wholly owned subsidiaries in various businesses or purchase existing businesses as subsidiaries. We anticipate that the selection of a business opportunity in which to participate will be complex and extremely risky. Because of general economic conditions, rapid technological advances being made in some industries, and shortages of available capital, management believes that there are numerous firms seeking the benefits of a publicly traded corporation. Such perceived benefits of a publicly traded corporation may include facilitating or improving the terms on which additional equity financing may be sought, providing liquidity for the principals of a business, creating a means for providing incentive stock options or similar benefits to key employees, providing liquidity (subject to restrictions of applicable statutes) for all shareholders, and other factors. Potentially available business opportunities may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex. At the present time, management does not anticipate paying any finder's fee for locating an acquisition prospect.

As part of our investigation of acquisition possibilities, we may meet with executive officers of the business and its personnel, inspect its facilities, obtain independent analysis or verification of the information provided and conduct other reasonable measures, to the extent permitted by the Company's limited resources and management's limited expertise. Generally, we intend to analyze and make a determination based upon all available information without reliance upon any single factor as controlling. We can give no assurance that we will be able to find suitable a suitable business opportunity which may desire to combine with Discovery Oil.

Results of Operations

*For the year ended December 31, 2009, compared to the year ended December 31, 2008.*

The Company reported a net loss of $55,362 for the year ended December 31, 2009, compared to a net loss of $59,828 for the year ended December 31, 2008. Revenues were $0 in both years.

Financial Condition and Liquidity

Total assets at December 31, 2009 were $490, stockholder's deficit was $346,801, and the accumulated deficit was $1,274,623. Net loss from operations was $38,054 during the year ended December 31, 2009. The majority of the cash was expended for normal company operations as well as the continuing search for new investment opportunities.

The Company's liabilities increased to $347,292 at December 31, 2009 compared to $294,810 at December 31, 2008, primarily due to operating expenses.

The Company plans to fund its operations during fiscal year 2010 through advances from related parties, and possibly through the sale of the Company's common stock, although there can be no assurance that the Company would be successful in selling its common stock. It is anticipated that any revenue in 2010 would be negligible as the Company has yet to locate a new investment opportunity.

Off Balance-Sheet Arrangements

During the 12 months ended December 31, 2009, the Company did not engage in any off-balance sheet arrangements as defined in Item 303(c) of the SEC's Regulation S-B.

Contractual Obligations

None.

Inflation

We do not believe that inflation has had a significant impact on our results of operations or financial condition.

Critical Accounting Policies

We have identified our critical accounting policies, the application of which may materially affect the financial statements, either because of the significance of the financials statement item to which they relate, or because they require management's judgment in making estimates and assumptions in measuring, at a specific point in time, events which will be settled in the future. For detailed information, please see Note 2 to the Financial Statements beginning on page 16 of this report on Form 10K.

Significant Equipment Purchases and Requirements

None.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

As a smaller reporting company, we are not required to provide the information required by this item.

**Item 8. Financial Statements and Supplementary Data**

BEHLERMICK PS
Bank of America Financial Center
601 W Riverside, Suite 430
Spokane, WA 99201
United States of America

To the Board of Directors and
Stockholders of Discovery Oil, Ltd.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have audited the accompanying balance sheets of Discovery Oil, Ltd. as of December 31, 2009 and 2008, and the related statements of operations, stockholders' equity and cash flows for the years then ended. Discovery Oil, Ltd.'s management is responsible for these financial statements. 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). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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, the financial statements referred to above present fairly, in all material respects, the financial position of Discovery Oil, Ltd as of December 31, 2009 and 2008 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements 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 significant and ongoing operating losses raise substantial doubt about its ability to continue as a going concern. Management's plans regarding the resolution of this issue are also discussed in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

BehlerMick PS

BehlerMick PS
Spokane, Washington
March 22, 2010

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**DISCOVERY OIL, LTD.**
**BALANCE SHEETS**

| | | December 31, 2009 | | December 31, 2008 |
|---|---|---|---|---|
| **ASSETS** | | | | |
| **CURRENT ASSETS** | | | | |
| Cash | $ | 464 | $ | 3,135 |
| Total Current Assets | | 464 | | 3,135 |
| **PROPERTY AND EQUIPMENT, NET OF DEPRECIATION** | | 26 | | 236 |
| **TOTAL ASSETS** | $ | 490 | $ | 3,371 |
| **LIABILITIES AND STOCKHOLDERS' (DEFICIT)** | | | | |
| **CURRENT LIABILITIES** | | | | |
| Accounts payable | $ | 126,771 | $ | 95,431 |
| Related party payable | | 177,071 | | 157,873 |
| Advances payable | | 7,000 | | 7,000 |
| Accrued expense | | - | | 845 |
| State tax liability | | 36,449 | | 33,661 |
| Total Current Liabilities | | 347,291 | | 294,810 |
| **COMMITMENTS AND CONTINGENCIES** | | - | | - |
| **STOCKHOLDERS' (DEFICIT)** | | | | |
| Common stock, $0.001 par value; 200,000,000 shares authorized, 25,245,921 shares issued and outstanding, respectively | | 25,247 | | 25,247 |
| Additional paid-in capital | | 902,575 | | 902,575 |
| Accumulated deficit | | (1,274,623) | | (1,219,261) |
| Total Stockholders' (Deficit) | | (346,801) | | (291,439) |
| **TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)** | $ | 490 | $ | 3,371 |

The accompanying notes are an integral part of these financial statements.

**DISCOVERY OIL, LTD.**
**STATEMENTS OF OPERATIONS**

| | | Year Ended | | |
|---|---|---|---|---|
| | | December 31, 2009 | | December 31, 2008 |
| **REVENUES** | $ | - | $ | - |
| **OPERATING EXPENSES** | | | | |
| State tax expense | | 2,787 | | 2,093 |
| General and administrative expenses | | 35,267 | | 43,647 |
| Total operating expenses | | 38,054 | | 45,740 |
| **LOSS FROM OPERATIONS** | | (38,054) | | (45,740) |
| **OTHER INCOME (EXPENSES)** | | | | |
| Interest expense | | (17,308) | | (14,088) |
| **TOTAL OTHER INCOME (EXPENSES)** | | (17,308) | | (14,088) |
| **LOSS BEFORE TAXES** | | (55,362) | | (59,828) |
| **INCOME TAX EXPENSE** | | - | | - |
| **NET LOSS** | $ | (55,362) | $ | (59,828) |
| NET LOSS PER COMMON SHARE, BASIC AND DILUTED | $ | nil | $ | nil |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING, BASIC AND DILUTED | | 25,245,921 | | 25,245,921 |

The accompanying notes are an integral part of these financial statements.

**DISCOVERY OIL, LTD.**
**STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)**

| | Common Stock Shares | Common Stock Amount | Additional Paid-in Capital | Accumulated Deficit | Total Stockholders' Equity (Deficit) |
|---|---|---|---|---|---|
| Balance December 31, 2007 | 25,245,921 | $ 25,247 | $ 902,575 | $ (1,159,433) | $ (231,611) |
| Net loss for the period ended December 31, 2008 | | | | (59,828) | (59,828) |
| Balance December 31, 2008 | 25,245,921 | 25,247 | 902,575 | (1,219,261) | (291,439) |
| Net loss for the period ended December 31, 2009 | | | | (55,362) | (55,362) |
| Balance December 31 2009 | 25,245,921 | $ 25,247 | $ 902,575 | $ (1,274,623) | $ (346,801) |

The accompanying notes are an integral part of these financial statements.

**DISCOVERY OIL, LTD.**

**STATEMENTS OF CASH FLOWS**

| | | Year Ended | | |
|---|---|---|---|---|
| | | December 31, 2009 | | December 31, 2008 |
| **CASH FLOWS FROM OPERATING ACTIVITIES:** | | | | |
| Net gain (loss) | $ | (55,362) | $ | (59,828) |
| Adjustments to reconcile net loss to net cash provided (used) by operating activities: | | | | |
| Depreciation | | 210 | | 231 |
| Accounts payable | | 31,341 | | 10,434 |
| Prepaid expenses | | - | | 3,500 |
| Accrued expense | | (845) | | 680 |
| State tax liability | | 2,787 | | 2,093 |
| Net cash provided (used) by operating activities | | (21,869) | | (42,890) |
| **CASH FLOWS PROVIDED BY INVESTING ACTIVITIES:** | | | | |
| | | - | | - |
| **CASH FLOWS PROVIDED BY FINANCING ACTIVITIES:** | | | | |
| Related party payable proceeds | | 19,198 | | 44,105 |
| Net cash provided by financing activities | | 19,198 | | 44,105 |
| Net increase (decrease) in cash and cash equivalents | | (2,671) | | 1,215 |
| **Cash at beginning of period** | | 3,135 | | 1,920 |
| **Cash at end of period** | $ | 464 | $ | 3,135 |
| **SUPPLEMENTAL CASH FLOW DISCLOSURES:** | | | | |
| Income taxes paid | $ | - | $ | - |
| Interest paid | $ | - | $ | - |

The accompanying notes are an integral part of these financial statements.

## NOTE 1 - BASIS OF PRESENTATION

Discovery Oil, Ltd. (hereinafter "the Company") was originally organized in the State of Wyoming in 1964 and became a Delaware corporation through a merger with a wholly owned subsidiary in 1981. Prior to 1992, the Company was involved as a general partner in several limited partnerships for the purpose of drilling oil and gas wells in Ohio, Wyoming, Colorado, Kansas and Texas. On August 12, 2004, the Company sold all of its 12.5% non-operating working interest in six oil wells for $62,850.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES

Accounting Methods
The Company's financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Recent Accounting Pronouncements
In June 2009, FASB issued ASU 2009-01 *Topic 105 — Generally Accepted Accounting Principles*. ASU 2009-01 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP. ASU 2009-01 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The adoption of this ASU did not have a material impact on the Company's financial position or results of operations.

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Fair Value Measurements and Disclosures (Topic 820)*. This Update provides amendments to Subtopic 820-10, Fair Value Measurements and Disclosures – Overall, that require new disclosures and clarify existing disclosures. The amendments in this Update are effective for interim and annual periods beginning after December 15, 2010.

In October 2009, FASB issued ASU 2009-13 *Revenue Recognition (Topic 605)*. ASU 2009-05 provides accounting and financial reporting disclosure amendments for multiple-deliverable revenue arrangements. ASU 2009-13 is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The adoption of this ASU is not anticipated to have a material impact on the Company's financial position or results of operations.

In September 2009, the FASB issued ASU 2009-12, *Fair Value Measurements and Disclosures (Topic 820): Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).* ASU 2009-12 provides amendments to Subtopic 820-10, Fair Value Measurements and Disclosures – Overall, for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent). The adoption of this ASU in not anticipated to have a material impact on the Company's financial position or results of operation.

In August 2009, FASB issued ASU 2009-05 *Fair Value Measurements and Disclosure (Topic 820)*. ASU 2009-05 provides amendments for the fair value measurement of liabilities and clarification on fair value measuring techniques. ASU 2009-05 is effective for the first reporting period, including interim periods, beginning after the issuance. The adoption of this ASU did not have a material impact on the Company's financial position or results of operations

In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)* ("SFAS No. 167"), which amends the consolidation guidance applicable to variable interest entities. The amendments will significantly affect the overall consolidation analysis under FASB ASC 810, *Consolidation* and requires an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity.

SFAS No. 167 has not yet been codified and in accordance with ASC 105, remains authoritative guidance until such time that it is integrated in the FASB ASC. SFAS No. 167 is effective as of the beginning of the first fiscal year that begins after November 15, 2009, early adoption is prohibited. The adoption of this Update will have no material effect on the Company's financial condition or results of operations.

In June, 2009, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No 166, *Accounting for Transfers of Financial Assets—an amendment of FASB Statement No. 140*" ("SFAS 166"). This Statement removes the concept of a qualifying special-purpose entity from Statement 140 and removes the exception from applying FASB Interpretation No. 46 (revised December 2003), *Consolidation of Variable Interest Entities*, to qualifying special-purpose entities.

SFAS No. 166 has not yet been codified and in accordance with ASC 105, remains authoritative guidance until such time that it is integrated in the FASB ASC. SFAS No. 166 is effective for financial asset transfers occurring after the beginning of an entity's first fiscal year that begins after November 15, 2009 and early adoption is prohibited. The adoption of this statement will have no material affect on the financial statements. The adoption of this statement will have no material effect on the Company's financial condition or results of operations.

In May, 2009, FASB issued ASC 855 *Subsequent Events* which establishes principles and requirements for subsequent events. In accordance with the provisions of ASC 855, the Company currently evaluates subsequent events through the date the financial statements are available to be issued.

<u>Cash and Cash Equivalents</u>
For purposes of the statements of cash flows, the Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

<u>Earnings Per Share</u>
Basic net income/loss per share was computed by dividing the net income/loss by the weighted average number of shares outstanding during the year. The weighted average number of shares was calculated by taking the number of shares outstanding and weighting them by the amount of time they were outstanding.

<u>Estimates</u>
The process of preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

<u>Fair Value of Financial Instruments</u>
The Company's financial instruments as defined by FASB ASC 825-10-50, include cash, receivables, accounts payable and accrued expenses. All instruments are accounted for on a historical cost basis, which, due to the short maturity of these financial instruments, approximates fair value at December 31, 2009.

FASB ASC 820 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. FASB ASC 820 establishes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value as follows:

Level 1. Observable inputs such as quoted prices in active markets;

Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3. Unobservable inputs in which there is little of no market data, which require the reporting entity to develop its own assumptions.

The Company does not have any assets or liabilities measured at fair value on a recurring basis at December 31, 2009 and 2008. The Company did not have any fair value adjustments for assets and liabilities measured at fair value on a nonrecurring basis during the years ended December 31, 2009 and 2008.

Going Concern

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has suffered material recurring losses from operations since inception. At December 31, 2009, the Company has a deficit of $1,274,623. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company's management is currently exploring new business opportunities, which will, if successful, mitigate these factors that raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

Provision for Taxes

Income taxes are provided based upon the liability method of accounting pursuant to ASC 740-10-25 *Income Taxes – Recognition*. Under the approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the "more likely than not" standard imposed by ASC 740-10-25-5 to allow recognition of such an asset.

At December 31, 2009 and December 31, 2008, the Company had deferred tax assets calculated at an expected rate of 34% of approximately $433,400 and $414,500, respectively, principally arising from operating loss carryforwards for income tax purposes. As management of the Company cannot determine that it is more likely than not that the Company will realize the benefit of the deferred tax asset, a valuation allowance equal to the net deferred tax asset has been established at December 31, 2009. The significant components of the deferred tax asset at December 31, 2009 and 2008 were as follows:

| | December 31, 2009 | December 31, 2008 |
|---|---|---|
| Net operating loss carryforward | $ 1,274,600 | $ 1,219,300 |
| Deferred tax asset | $ 433,400 | $ 414,500 |
| Deferred tax asset valuation allowance | $ (433,400) | $ (414,500) |

At December 31, 2009 and December 31, 2008, the Company has net operating loss carryforwards of approximately $1,274,600 and $1,219,300 respectively, which expire in the years 2021 through 2029. Utilization of the net operating losses is contingent upon the Company's filing of federal income tax returns, currently in arrears. See Note 4 regarding Company's liability for state income tax reporting. The Company's valuation allowance increased $18,900 from December 31, 2008 to December 31, 2009.

**NOTE 3 - STOCKHOLDERS' DEFICIT**

Common Stock

The Company has one class of issued and outstanding common stock. Prior to 2001, the par value of the common stock was $0.01, and 25 million shares were authorized for issue. Pursuant to a majority shareholders meeting held in August 2001, the Company's Certificate of Incorporation was amended to increase the number of shares of common stock authorized for issue to 200 million shares, to decrease the par value of the Company's common stock to $0.001 per share and to eliminate the provision authorizing preferred stock of the Company.

In the year ended December 31, 2007, the Company issued no stock.

In the year ended December 31, 2008, the Company issued no stock.

In the year ended December 31, 2009, the Company issued no stock.

**NOTE 4 - PROPERTY AND EQUIPMENT**

Property and equipment are stated at cost. Depreciation is provided using the accelerated balance method over the estimated useful lives of the assets. The useful lives of property, plant and equipment for purposes of computing depreciation are five to forty years. The following is a summary of property, equipment, and accumulated depreciation:

| | December 31, 2009 | December 31, 2008 |
|---|---|---|
| Office equipment | 2,037 | 2,037 |
| Total assets | 2,037 | 2,037 |
| Less accumulated depreciation | (2,011) | (1,801) |
| Total Net Equipment | $ 26 | $ 236 |

Depreciation and amortization expense for the year ended December 31, 2009 was $210. The Company evaluates the recoverability of property and equipment when events and circumstances indicate that such assets might be impaired. The Company determines impairment by comparing the undiscounted future cash flows estimated to be generated by these assets to their respective carrying amounts. The cost and related reserves of assets sold or retired are removed from the accounts, and any resulting gain or loss is reflected in results of operations.

**NOTE 5 – STATE TAX LIABILITY**

For the year ended December 31, 2009 the Company estimated its California corporate tax liability to be $36,449. The Company has not filed a return with the State of California for several years and because of that the Company has been suspended from operating as a corporation in California. In order to revive its authorized corporation status in California, the Company must file all delinquent tax returns and pay all related California corporate income taxes, penalties and interest.

## NOTE 6 – RELATED PARTY PAYABLE

The Company has a related party payable to its president and director for funds advanced on an unsecured and non interest-bearing basis to the Company. The amount due at December 31, 2009 and December 31, 2008 was $177,071 and $157,873, respectively.

## NOTE 7 – ADVANCES PAYABLE

In the year ended December 31, 2004, the Company was loaned $7,000 from an unrelated party. This advance is uncollateralized, bears no interest and is payable upon demand. As of December 31, 2009, the outstanding balance remains unpaid.

## NOTE 8 – SUBSEQUENT EVENTS

For the year ended December 31, 2009, there were no recognizable or non recognizable subsequent events.

**Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

**Item 9a. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**.

In connection with the preparation of this annual report on Form 10-K, an evaluation was carried out by the company's management, with the participation of the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of Discovery Oil, Ltd.'s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act")) as of December 31, 2009. Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures.

During the evaluation of disclosure controls and procedures as of December 31, 2009, management continued to identify material weaknesses in internal control over financial reporting, which management considers an integral component of disclosure controls and procedures. As a result of these material weaknesses, management concluded that the company's disclosure controls and procedures remain ineffective.

**Management's Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, a company's principal executive and principal financial officers and effected by a company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations and can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2009. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control – Integrated Framework.* In the course of the evaluation, management identified a material weakness in internal control over financial reporting.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

The material weakness identified is disclosed below:

*Insufficient Knowledgeable and Competent Personnel in Key Positions.* There are insufficient knowledgeable and competent personnel in key positions within the Company. Because Discovery Oil is a shell corporation, the Company has virtually no operations. The two Directors are the only individuals who remain involved with the Company, with the exception of the Company's outside accountant providing bookkeeping services. The two Directors are not independent, and have insufficient technical and reporting expertise to provide adequate oversight of financial reporting. In addition, fundamental elements of an effective control environment were not present as of December 31, 2009, including independent oversight of management and financial reporting, a code of conduct or ethics, and controls to address the risk of management override. This deficiency led to identification by the auditors of required material adjustments to the financial statements.

Based on the material weakness described above, management concluded that, as of December 31, 2009, internal control over financial reporting was not effective.

This annual report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in this annual report.

We do not intend to remedy the material weakness identified, because the company has virtually no operations and is, at present, in existence for the purposes of a reverse merger, if a candidate should arise.

**Changes in Internal Control Over Financial Reporting**

There has been no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9b. Other Events**

None.

## PART III

### Item 10. Directors and Executive Officers of the Registrant

| Name of Executive Officers and Directors and Positions Held | Age | Principal Occupation, Five-Year Business History and Directorships |
|---|---|---|
| Andrew V. Ippolito, President and Chairman of the Board of Directors | 78 | Currently and for the past 30 years, Mr. Ippolito functioned as a business executive, diplomat, Honorary Consul General of Liberia and General Secretary of the Los Angeles Consular Corps, representing more than 86 countries and providing access to international finance and trade markets. Current President and Chairman of the Board of Discovery Oil, LTD. |
| M. Jeanett Ippolito, Secretary | 68 | Mrs. Ippolito has been a real estate broker and a Director for over 20 years. |

Identification of Certain Significant Employees

The company has no employees.

Family Relationships

Andrew Ippolito and M. Jeanette Ippolito are husband and wife. There are no other family relationships known to the Company.

Involvement in Certain Legal Proceedings

So far as the Company is aware, no Director or Executive Officer has been involved in any material legal proceedings during the past five years.

Audit Committee

Due to our inactivity, the Company has not established an Audit Committee and has no audit committee financial expert. When we resume active operations, the Board of Directors will review current requirements and establish an Audit Committee as soon as practicable.

Section 16(a) Beneficial Ownership Reporting Compliance.

Officers, Directors, and beneficial owners of 10% or more of the Registrant's Common Stock are required to file on a timely basis the reports required by section 16(a) of the Exchange Act based on a review of Forms 3, 4, and 5.

To the Company’s knowledge, the required Forms 3, 4, and 5 have been filed.

Code of Ethics

Due to the inactivity of the Company, the Board of Directors has not yet adopted a Code of Ethics other than such direction as is supplied in our by-laws, a copy of which is was filed with the Company's Report on Form 10KSB on April 17, 2006 and is hereby incorporated by reference.

When we resume active operations, the Board of Directors will review current requirements and establish a Code of Ethics as soon as practicable.

**Item 11. Executive Compensation**

No executive officers received compensation of any kind during the fiscal year ended December 31, 2009.

| | | Annual Compensation | | | | Long Term Compensation | | |
|---|---|---|---|---|---|---|---|---|
| (a) | (b) | ( c) | (d) | (e) | (f) | (g) | (h) | (i) |
| **Name and Principal Position** | **Year** | **Salary ($)** | **Bonus ($)** | **Other Annual Compensa-tion ($)** | **Restricted Stock Award ($)** | **Securities Underlying Options/ SARs** | **LTIP Payouts ($)** | **All Other Compensa-tion ($)** |
| Andrew Ippolito<br>President and Director | 2009 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| M. Jeanett Ippolito<br>Secretary and Director | 2009 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

The following table sets forth information with respect to the executive officer listed above, concerning the grants of options and Stock Appreciation Rights ("SAR") during the fiscal year ended December 31, 2009:

**Option/SAR Grants In Last Fiscal Year**

| Name | Number of Securities Underlying Options/SARs Granted (1) | Percent of Total Options/SARs Granted to Employees in Fiscal Year | Exercise or Base Price ($/Sh) | Expiration Date |
|---|---|---|---|---|
| Andrew Ippolito | 0 | 0 | 0 | 0 |
| M. Jeanette Ippolito | 0 | 0 | 0 | 0 |

Exercise of Options:

The Company has no stock options outstanding.

Long-Term Incentives

The Company has no long term incentive plan at this time.

Compensation of Directors:

Directors are not compensated for their activity as directors. The Board of Directors is empowered to vote compensation to directors for their performance of duties to the Company. In addition, directors are reimbursed for their accountable expenses incurred in attending meetings and conducting their duties on behalf of the Company. No director received compensation for services during the year ended December 31, 2009.

There are no compensatory plans or arrangements for compensation of any Director in the event of his termination of office, resignation or retirement.

There is no employment agreement between the Company and our executive officers. See Item 7, Plan of Operations, for additional discussion of the Company's relationship with our officers and directors.

**Item 12. Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth certain information regarding the beneficial ownership of shares of the Company's common stock as of December 31, 2009 by:

- each person who is known by us to beneficially own more than 5% of the Company's issued and outstanding shares of common stock;
- the Company's named executive officers;
- the Company's directors; and
- all of the Company's executive officers and directors as a group.

| **Name of Shareholder** | **Amount and Nature of Beneficial Ownership** | **Percent of Class** (1) |
|---|---|---|
| **Directors and Executive Officers** | | |
| Andrew V. Ippolito, President and Chairman of the Board | 4,480,173 | 17.7% |
| M. Jeanett Ippolito, Secretary | 2,500,000 | 9.9% |
| Andrew and Jeanett Ippolito | 10,059,350 | 39.8% |
| All current executive officers and directors as a group | 17,039,523 | 67.4% |
| **5% or greater shareholders** | | |
| CEDE & CO<br>PO Box 222, Bowling Green Station<br>New York NY 10274 | 2,859,155 | 11.4% |

Andrew V. Ippolito, president and a director, and his wife M. Jeanett Ippolito, secretary and a director, collectively own 17,039,523 shares of the Registrant's common stock representing 67.4% of the total outstanding shares as of March 30, 2010.

The Company has no knowledge of any other arrangements, including any pledge by any person of the Company's securities, the operation of which may at a subsequent date result in a change in control of the company.

The Company is not, to the best of its knowledge, directly or indirectly owned or controlled by another corporation or foreign government.

Changes in Control

There are no arrangements known to the Company the operation of which may at a subsequent time result in the change of control of the Company. We are presently engaged in a search for new investment or merger opportunities. Control of the Company may change in the event of a business re-organization resulting in the issuance of additional common stock or other voting securities of the Company.

**Item 13. Certain Relationships and Related Transactions**

At December 31, 2002, the Company had a related party payable to its president and director for funds advanced on an unsecured and noninterest-bearing basis to the Company. The amount due to the president at December 31, 2009 and December 31, 2008 is $177,071 and $157,873, respectively.

The Company signed a lease with its president for the use of office space for $1,300 per month, or $15,600 per year. The lease expired at December 31, 2006 and has not been renewed. The Company also agreed to pay mileage for his travels relating to the Company. During 2009 and 2008, the Company accrued $0 for rent, travel, general and administrative expenses.

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Company's board of directors reviews and approves audit and permissible non-audit services performed by the authorized independent public accountants as well as the fees charged by the authorized independent public accountants for such services. In its review of non-audit service fees and its appointment of the authorized independent public accountants as the Company's independent accountants, the board of directors considered whether the provision of such services is compatible with maintaining the authorized independent public accountants independence. All of the services provided and fees charged by the authorized independent public accountants in 2009 were pre-approved by the board of directors.

### *Audit Fees*

The aggregate fees billed by the authorized independent public accountants for professional services for the audit of the annual financial statements of the Company and the reviews of the financial statements included in the Company's quarterly reports on Form 10-Q for 2009 and 2008 were $19,903 and $27,689 respectively, net of expenses.

### *Audit-Related Fees*

There were no other fees billed by the authorized independent public accountants during the last two fiscal years for assurance and related services that were reasonably related to the performance of the audit or review of the Company's financial statements and not reported under "Audit Fees" above.

### *Tax Fees*

The aggregate fees billed by the authorized independent public accountants during the last two fiscal years for professional services rendered by the authorized independent public accountants for tax compliance for 2009 and 2008 were $0 and $0, respectively.

### *All Other Fees*

There were no other fees billed by the authorized independent public accountants during the last two fiscal years for products and services provided by authorized independent public accountants.

## Item 15. Exhibits

| Exhibit Number | Description |
|---|---|
| 3.1 | Amended Articles of Incorporation* |
| 3.2 | By-laws* |
| 10.1 | Lease Agreement* |
| 31 | Rule 13a-14(a)/15d-14(a) Certifications |
| | (31)(i) Certification of Andrew V. Ippolito |
| | (31)(ii) Certification of M. Jeanett Ippolito |
| 32 | Section 1350 Certifications |
| | (32)(i) Certification of Andrew V. Ippolito |
| | (32)(ii) Certification of M. Jeanett Ippolito |

*Incorporated by reference to Form 10KSB filed April 17, 2006

## SIGNATURES

Pursuant to the requirements of Section 143 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf of the undersigned, thereunto duly authorized.

**DISCOVERY OIL, LTD.**

/s/ Andrew V. Ippolito
By ___________________________________
Andrew V. Ippolito
President, Chairman of the Board
Date: March 31, 2010

Pursuant to the requirements of the Securities Act of 1934 this report signed below by the following person on behalf of the Registrant and in the capacities on the date indicated.

/s/ M. Jeanett Ippolito
By _____________________________________
M. Jeanett Ippolito
Secretary
Date: March 31, 2010

Exhibit 31.1

## Certification

I, Andrew V. Ippolito, certify that:

(1) I have reviewed this annual report on Form 10-K of Discovery Oil, Ltd.

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

(4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

(5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

/s/ Andrew V. Ippolito
By ___________________________________
Andrew V. Ippolito
President, Chairman of the Board
Date: March 31, 2010

**Exhibit 31.2**

**Certification**

I, M. Jeanett Ippolito, certify that:

(1) I have reviewed this annual report on Form 10-K of Discovery Oil, Ltd.

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

(4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

(5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

/s/ M. Jeanett Ippolito
By ____________________________________
M. Jeanett Ippolito
Secretary
Date: March 31, 2010

**Exhibit 32.1**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Discovery Oil, Ltd, (the "Company") on Form 10-K for the period ending December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Andrew V. Ippolito, President and Chairman of the Board of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Andrew V. Ippolito
By ___________________________________
Andrew V. Ippolito
President, Chairman of the Board
Date: March 31, 2010

**Exhibit 32.2**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Discovery Oil, Ltd, (the "Company") on Form 10-K for the period ending December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, M. Jeanett Ippolito, Secretary of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ M. Jeanett Ippolito
By ____________________________________
M. Jeanett Ippolito
Secretary
Date: March 31, 2010