

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

FORM 20-F

(MARK ONE)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED December 31, 2008

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Date of event requiring this shell company report _____.

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NO. 001-14611



(formerly known as INTERACTIVE ENTERTAINMENT LIMITED)
(Exact name of registrant as specified in its charter)

BERMUDA
(Jurisdiction of Incorporation)

Floor Two 73 Front Street Hamilton HM12 Bermuda
(Address of principal executive offices)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, Par Value \$0.01 per share ("Common Stock")	OTC Bulletin Board

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

The number of shares outstanding of the issuer's Common Stock, as of December 31, 2009: 87,467,288

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes: ☐ No: ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes: ☐ No: ☒

Note – checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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 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 registration was required to submit and post such files).

Yes: ☐ No: ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerate filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐

International Financial Reporting Standards as issued by the
International Accounting Standards Board ☐

Other ☒

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow: Item 17: ☒ Item 18: ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes: ☐ No: ☒

CREATOR CAPITAL LIMITED

ANNUAL REPORT ON FORM 20-F

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FORWARD LOOKING STATEMENTS

This Form 20F contains forward-looking statements that include, among others, statements concerning the Company's plans to implement its software products, commence generating revenue from certain of its products, expectations as to funding its capital requirements, the impact of competition, future plans and strategies, statements which include the words "believe," "expect," and "anticipate" and other statements of expectations, beliefs, anticipated developments and other matters that are not historical facts. These statements reflect the Company's views with respect to such matters. Management cautions the reader that these forward-looking statements are subject to risks and uncertainties that could cause actual events or results to materially differ from those expressed or implied by the statements.

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

A. Directors and Senior Management

Deborah Fortescue-Merrin	Director, Chairman of the Board, President and C.E.O
Anastasia Kostoff-Mann	Director, Vice-President
Anthony Clements	Director

B. Advisers

Not applicable

C. Auditors

Saturna Group Chartered Accountants LLP
Vancouver, B.C. Canada

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable

ITEM 3. KEY INFORMATION

A. Selected Financial Data

The selected financial data of Creator Capital Limited (hereinafter "CCL") for the fiscal years ended December 31, 2009, and 2008 and 2007 was extracted from the audited consolidated financial statements of CCL included in this annual report on Form 20F. The information contained in the selected financial data is qualified in its entirety by reference to the more detailed consolidated financial statements and related notes included in Item 17 - Financial Statements, and should be read in conjunction with such financial statements and with the information appearing in Item 5 - Operating and Financial review and Prospects.

The attached financial data as at December 31, 2009, 2008 and 2007 were extracted from the audited financial statements of the Corporation. Except where otherwise indicated, all amounts are presented in accordance with Canadian GAAP in U.S. dollars. Additional information is presented to show the differences which would result from the application of US GAAP to the Company's financial information. Refer to Note 19 of the audited consolidated financial statements included herein for a discussion of the material difference between Canadian GAAP and US GAAP and their effect on the Company's financial position and results of operations.

Certain selected financial data is detailed in the Table below:

Under Canadian Generally Accepted Accounting Principles (in U.S. dollars):

	December 31,	December 31,	December 31,	December 31,	December 31,
	2009	2008	2007	2006	2005
Balance Sheet Data					
(as at Period end)	\$	\$	\$	\$	\$
Current Assets	19,558	19,728	14,559	23,108	44,188
Capital Assets	0	0	0	0	39,572
Intangible Assets	0	0	0	0	0
Long-term assets	0	0	0	0	0
Total Assets	19,558	19,728	14,559	23,108	83,760
Total Liabilities	6,275,852	5,757,999	5,169,116	4,691,396	4,471,951
Net Assets	(6,256,294)	(5,738,271)	(5,154,557)	(4,674,288)	(4,388,191)
Capital Stock	874,673	874,673	874,673	880,534	907,950
Statement of Operations					
Gross Revenue	59,380	55,160	63,870	53,460	78,615
Loss from operations before other items	(54,186)	(158,652)	(414,374)	(176,693)	(108,113)
Net and comprehensive loss for the year	(518,023)	(583,714)	(800,664)	(481,930)	(436,726)
Basic and Diluted Loss per Share	(0.01)	(0.01)	(0.01)	(0.00)	(0.00)
Weighted-Average Number of					
Common Shares Outstanding	87,467,288	87,467,288	87,809,166	88,336,654	90,795,037

Under US Generally Accepted Accounting Principles (in U.S. dollars):

	December 31,	December 31,	December 31,	December 31,	December 31,
	2009	2008	2007	2006	2005
Balance Sheet Data					
(as at Period end)	\$	\$	\$	\$	\$
Total Assets	19,558	19,728	14,559	23,108	83,760
Total Liabilities	7,782,494	6,958,094	6,372,304	5,373,145	4,946,051
Net Assets	(10,000,379)	(9,175,812)	(8,596,188)	(7,587,480)	(7,099,734)
Temporary equity	2,237,443	2,237,443	2,237,443	2,237,443	2,237,443
Capital Stock	874,673	874,673	880,534	880,534	907,950
Statement of Operations					
Gross Revenue	59,380	55,160	63,870	53,460	78,615
Net and comprehensive loss for the year	(360,730)	(155,494)	(617,680)	(325,755)	(289,948)
Basic and Diluted Loss per Share	(0.01)	(0.01)	(0.01)	(0.01)	(0.00)
Weighted-Average Number of					
Common Shares Outstanding	87,467,288	87,467,288	87,809,166	88,336,654	90,795,037

Under US GAAP, for financial statement presentation purposes, the balance of the preferred shares is reflected on the balance sheet as temporary equity because the ability to issue common shares in the event of a preferred share conversion is not within the control the Company. Since the Company has no retained earnings, the dividends would be a charge to additional paid-in capital and not accumulated deficit under US GAAP. The dividend is included in the calculation of earnings (loss) per share.

Under US GAAP, as a result of its re-measurement, the derivative liability as at December 31, 2009, is recorded at a value of \$3,741,452 (2008: \$3,432,243, 2007 restated: \$3,148,823) and the change in fair value of the derivative liability charged to the statement of operations for the year ended December 31, 2009 was \$309,209 (: \$283,421, 2007: \$260,019; 2006: \$188,661).

To date, CCL has not generated sufficient cash flow from operations to fund ongoing operational requirements and cash commitments and based on the current cash positions of the Company, management of the Company does not believe that the Company has sufficient capital and liquidity to finance current operations. The Company's ability to continue operations is dependent on the ability of the Corporation to obtain additional financing and new clients. See "Item 3 - Key Information - D. Risk Factors."

Dividends

No cash dividends on common shares have been declared nor are any intended to be declared. The Corporation is not subject to legal restrictions respecting the payment of dividends except that they may not be paid to render the Corporation insolvent. Dividend policy will be based on the Corporation's cash resources.

The outstanding Class A Preference shares accrue an annual nine percent (9.00%) dividend, calculated and accrued monthly, payable quarterly and compounded annually. At its option, the Company may redeem the Class A Preference Shares, in whole or in part, at any time, and from time to time, at a redemption price of \$1,000 per share plus any accrued and unpaid dividends thereon. The Company is not required to redeem the Class A Preference Shares. In the event that the common shares to be issued to the preferred shareholder upon a preferred share conversion do not have a value of at least equal to the redemption value of the preferred shares held, the Company is obligated to issue additional common shares or repurchase all common shares and preferred shares previously issued to the holder for an amount equal to the redemption value of the preferred shares less any prior redemption proceeds.

B. Capitalization and Indebtedness

The Class A Preferred shares compose the majority of the total current liabilities. The balance of the accrued, and trade payables are the result of operations.

C. Reasons for the Offer and Use of Proceeds

During the year CCL did not issue any equity securities.

D. Risk Factors

The Corporation is subject to a number of risks due to the nature of its business and the present stage of development of business. The following factors should be considered:

As of December 31, 2009 CCL has incurred a cumulative net loss of \$70,814,126 (2008: \$70,296,103). We anticipate generating losses for at least the next 12 months. Therefore, there is substantial doubt about our ability to continue operations in the future as a going concern as described in the Comments for US Readers on Canada – US Reporting Differences by our auditors with respect to the financial statements for the year ended December 31, 2009. Our financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Corporation cannot continue in existence.

Our plans to deal with this uncertainty include raising additional capital or entering into a strategic arrangement with a third party. If we cannot continue as a viable entity, our shareholders may lose some or all of their investment in our company.

CCL's product line of Sky Games® and Sky Play® are marketed to the world's airlines. CCL's future must be considered in light of the continuing financial difficulties the airline industry is experiencing globally. As a result of global financial difficulties continues, our marketing effort may not generate additional licenses requested from airlines.

SOFTWARE

The value of CCL's product line is in the software. The Sky Games Gambling Software remains unique in the marketplace, adaptable to the various airline in-flight entertainment systems. The Sky Play Software is utilized on older platforms still being used throughout the world. As with all software, the risks lie in it becoming obsolete overnight. For accounting purposes all the product line software have been written down.

COMPETITION

There are numerous entities offering similar products to CCL's Sky Play® PC Interactive Games product line. It is the increase in the availability of similar PC based entertainment games, and the lack of a dedicated marketing consultant that has reduced CCL's client base.

The marketplace for the Sky Games® Interactive Gaming System, CCL's main product line, is not well established. However the Gaming Industry as a whole internationally is constantly undergoing changes, is intensely competitive, and is subject to changes in customer attitudes, morals and preferences. New products are being developed continuously by the Gaming Industry in order to satisfy customer demands. The Sky Games® Interactive Gaming System is one of those products. Changes in International Governmental regulations and laws are in a constant state of flux, and could adversely affect the ability of the Airlines to install such a system. Changes in policies of companies or banks that handle payment processing systems or credit card transactions for gaming industry could have an adverse impact on the operation of the Sky Games® System.

RELIANCE ON EMPLOYEES

CCL relies on its management and outsourced services for the business and corporate operations. None of our executive officers have sufficient technical training or experience in marketing for the products. As such, we will have to hire qualified consultants to perform these functions. Consequently our operations, earnings and ultimate financial success could suffer irreparable harm due to management's lack of experience in this industry. As a result we may have to suspend or cease operations which will result in the loss of your investment.

ABILITY TO RAISE CAPITAL

As CCL has not generated sufficient revenue to fund its operations, we will require additional funds to meet our on-going obligations and in the future. As a result, additional capital will be required to effectively support the operations and to otherwise implement our overall business strategy. The inability to obtain additional capital will restrict our ability to grow and may reduce our ability to continue to conduct business operations. If we are unable to obtain additional financing, we will likely be required to curtail our development plans which could cause the company to become dormant. Any additional equity financing may involve substantial dilution to our then existing shareholders.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

Creator Capital Limited (the "Company" or "CCL"), formerly Interactive Entertainment Limited was incorporated pursuant to the laws of the Province of British Columbia on January 28, 1981 under the name Tu-Tahl Petro Inc. On May 10, 1990, the Company changed its name to Creator Capital Inc. The Company was reincorporated through the continuance of its corporate existence from the Province of British Columbia to the Yukon Territory on July 15, 1992. On January 23, 1995, the Company changed its name to Sky Games® International Ltd. ("SGI"). Effective February 22, 1995, the Company continued its corporate existence from the Yukon Territory to Bermuda as an exempted company under the Companies Act 1981 (Bermuda) (the "Bermuda Act"). In June, 1997, the Company changed its name to Interactive Entertainment Limited following consummation of the amalgamation of the Company's wholly-owned subsidiary, SGI Holding Corporation Limited ("SGIH"), and SGIH's formerly 80% owned subsidiary, then known as Interactive Entertainment Limited ("Old IEL"). This was followed immediately by an amalgamation of SGI with the survivor of the first amalgamation (the "Amalgamations"). Pursuant to a Special Resolution passed by shareholders at the September 19, 2000 Annual General Meeting, the Company changed its name to Creator Capital Limited.

IEL (Singapore) Pte. Ltd. was struck off the Singapore Register of Companies, at the Company's request, on September 23, 2000. IIL (UK) was struck off the UK Companies House Register on May 6, 2003 following an application lodged by the Company on December 10, 2002. On July 10, 2006, Sky Games® International Corporation ("SGIC") changed its name to Creator Capital (Nevada) Inc. ("CCL(US)").

Unless the context otherwise requires, the term "Company" refers to Creator Capital Limited ("CCL"), and its wholly-owned subsidiaries, Creator Capital (Nevada) Inc. ("CCL(US)"), and Creator Island Equities Inc. ("CIEI(Canada)"). Currently, CIEI (Canada) and CCL(US) are considered to be inactive.

The initial purpose of the Company was natural resource exploration and development. Beginning in January 1991 the Company concentrated its efforts on acquiring, developing and commercializing a gaming technology marketed as Sky Games®™ for in-flight use by international airline passengers and patrons in other non-traditional gaming venues. In pursuit of this purpose, the Company in 1991 acquired the principal assets of Nevada-based Sky Games® International, Inc. ("SGII"). In late 1994, the Company formed Old IEL as a joint venture with subsidiaries of Harrah's Entertainment, Inc., ("Harrah's"). This resulted in the transfer to Old IEL of the Company's in-flight gaming business and the execution of a management agreement with Harrah's with respect to Old IEL and other related relationships. Pursuant to such management agreement, Old IEL's operations were managed by a Harrah's subsidiary. The description herein of the Company's operations from December 30, 1994 through June 17, 1997 with respect to in-flight gaming activities refers to the operations of Old IEL under the management of this subsidiary of Harrah's.

B. Business Overview

1. Sky Games®

The Sky Games® Interactive Gaming System was developed to introduce gaming to international airline passengers. The system is designed to enable users to play a number of casino-type games from their seats by way of a built-in, color, interactive, in-seat monitor. The Company believed that an opportunity existed to introduce casino games on international air flights. In April of 1996, the Company announced the signing of contracts for the provision of gaming services to Singapore Airlines ("SIA"). The first flight with gaming was launched on June 1, 1998. A second aircraft was added in mid-October, 1998. Passenger participation was disappointing. On November 12, 1998, the Company announced that it had been unable to attract the additional capital necessary for continued development of its Sky Games® inflight gaming business. The Company also announced that it had discontinued all operations associated with the Sky Games® product line. All employees were terminated as of November 13, 1998. Those former employees that subsequently had been retained on a part-time contract basis to continue operations and support the Sky Play® product, are no longer associated with CCL. Two former employees, through their corporate entity, eFlyte, had been contracted to attend to the Sky Play® business. eFlyte terminated its contract with CCL as of April 22, 2001. The technical aspect of the business is currently contracted outside the Company as necessary.

On April 30, 1997, the Company entered into a Consulting Agreement with James P Grymyr, whereby he would provide consulting services to the Company from time to time, as requested by the Company. Under the terms of this agreement, the Company issued 586,077 shares of Common Stock to Mr Grymyr as consideration for all such consulting services, both past and future. During March, 2001, Mr. Grymyr informed the Company that he did not provide any consulting services to the Company. Furthermore, he indicated that the agreement was never operational. A review of the Company's records, and conversations with previous management did not reveal any evidence to the contrary. Therefore, Mr. Grymyr offered to annul the Consulting Agreement and return the shares to the Company for cancellation. The Company accepted this offer under the terms of the Annulment Agreement dated June 20, 2001. Mr. Grymyr has completed his undertakings to the company. The company has cancelled 586,077 shares.

2. Sky Play®

On January 13, 1998, CCL completed the acquisition of all the outstanding capital stock of Inflight Interactive Limited ("IIL") in exchange for 500,000 shares of the Company's \$.01 par value common stock (the "Common Stock"). IIL is a United Kingdom developer and provider of amusement games to the airline industry. The acquisition was accounted for using the purchase method. The games are marketed under the name Sky Play®. As at December 31, 2008, the Sky Play® games were operating on Sri Lankan Emirates Airways and Japan Airlines.

3. Investment - China Lotteries

On September 22, 2001, the Company entered into an Investment agreement with Trade Watch Consultants Limited (formerly Asset China Investments Ltd.) ("TWC"). TWC holds 70% of the outstanding shares of Beacon Hill Enterprises Ltd. Beacon Hill holds the license for and operates one of two major Soccer Betting Lottery locations in Guangzhou City, Guangdong Province, People's Republic of China. In exchange for 1,500,000 shares of the Company's Common Stock, and an investment of up to HK\$1,500,000 (US\$ 180,050.00), the Company receives 80% of the proceeds of the business profits generated from Asset China's sports betting and lottery assets. To date, the Company has forwarded HK\$900,000.00 (US\$115,030.00). To date, no business profits have been generated nor distributed. No further funds will be forwarded and the shares will not be distributed until there are business profits generated and distributed.

On November 1, 2001, the Company entered into an Investment agreement with Lee John Associates ("LJA"). LJA is engaged in the business of owning the licenses for and operating several lottery locations in Guangzhou City, Guangdong Province, Peoples' Republic of China. In exchange for 500,000 shares of the Company's common stock, the Company shall receive 80% of the proceeds of the business profits generated from Lee John's Lottery businesses.

As of August 2003, CCL had not yet received any funds under the agreements with TWC and LJA. Therefore, upon detailed re-evaluation and analysis all parties mutually agreed to amend the original agreements. On September 1, 2003, CCL amended these two agreements as described below:

The original agreement with TWC required a total investment of US\$180,050.00 (HK\$1,500,000) and the issuance of 1,500,000 CCL common shares to TWC. To date, CCL has funded US\$115,000.00, but has not issued any common shares. Initially, both TWC and Beacon Hill Enterprises Ltd. ("BHE"), agreed that TWC's 70% ownership in Beacon Hill would be reduced to 49% (due to the partial completion of the original funding of US\$180,050.00). The agreement was then finalized as a Licensing arrangement, whereby the \$115,000 advanced was deemed to a one-time, full payment of the license fee to allow TWC to sell lottery tickets through a dedicated website www.worldwidelotteries-china.com. The 1,500,000 CCL common shares will not be issued as a part of the amended arrangement.

The original agreement with LJA required CCL to issue 500,000 CCL common shares in exchange for 80% of LJA's business profits generated from its seven sales locations within Guangdong Province, in the People's Republic of China. As of September 1, 2003, CCL had not received any funds from LJA, nor had CCL issued the 500,000 common shares. This agreement was cancelled on September 1, 2003.

As of December 31, 2003, CCL had completed the development of the website (www.worldwidelotteries-china.com), which is directed towards the international marketing and sales of the Soccer Betting Lottery. During the 3rd Quarter 2003, approval was obtained and an agreement was reached with a Credit Card Payment processing provider. Subsequently, the provider was unable to provide the required services due to an internal issue. In the 4th Quarter 2003, agreement was reached with NEteller to provide payment processing services.

As of December 31, 2004, the Company was unable to appoint a new Chinese agent. This resulted in the lapsing of the licensing agreement. The license fee paid was written off. The online purchasing and processing software developed could be integrated into the future applications of Sky Games.

On September 19, 2003, CCL's former wholly owned subsidiary, Trade Watch Consultants Ltd. ("TWC") of the British Virgin Islands, entered into a Licensing Agreement with Action Poker Gaming Inc. ("APG"), a wholly owned subsidiary of Las Vegas From Home.com Entertainment. APG provides Gaming Software designed for the on-line gaming industry. TWC's website, www.worldwidegaming-asia.com, will feature Asian Themed games such as "Chinese Poker", "Pan" and "Big 2". A percentage of gaming revenue realized from the website is payable to Action Poker Gaming Inc. on a monthly basis.

As at the September 30, 2004 Quarter the website content and design had not been forwarded to CCL for approval. APG did not affect the steps to activate the services under the Agreement, CCL deemed the Agreement in default and withdrew.

4. Failed Acquisition of ETV Channels On Demand Inc.

By a share purchase agreement dated March 6, 2006 the Company was to acquire all of the outstanding common shares of ETV Channels on Demand, Inc. ("ETV"), a Panama company, in exchange for 50,000,000 common shares of the Company and one share purchase warrant entitling the holder to acquire 1,000,000 common shares of the Company at \$1.00 per share from August 15, 2006 to February 15, 2008. These securities were to be issued on an earn-out basis as to one share and a proportionate amount of warrants for each \$1.00 of gross revenues realized through the ETV business. The terms of the Share Purchase Agreement were not fulfilled.

On November 17, 2006, the Company deemed the Agreement null and void due to failure of the Vendor to fulfill the terms. A finder's fee of 2,500,000 common shares to be earned-out based upon the same formula as the acquisition securities were to be issued. With the failure of the Share Purchase Agreement, the finder's fee also became null and void.

5. Newmediacom

On November 30, 2006, CCL announced the execution of a Letter of Intent with Newmediacom Limited ("NMC"), of the United Kingdom, for the purpose of negotiating rights to certain services related to the provision of live, streamed, and downloadable video services to mobile devices and other video distribution and receiving technologies.

Newmediacom is one of five companies, which comprise the Phones International Group founded in 1998 by Peter Jones. The Group provides a portfolio of core business offerings combining mobile logistics, distribution and fulfillment, configuration, content products and delivery and other related services within the mobile and wireless industries. Newmediacom was acquired by the Phones International Group early in 2004. The company provides broadcast quality services and solutions that can be utilized in the mobile phone arena. As at December 31, 2006 the Letter of Intent had not yet resulted in a final Agreement. Attempts to progress beyond the Letter of Intent proved futile. CCL deemed the relationship to be at an end.

The Product

1. Sky Play®

Sky Play® PC Interactive Games offers airlines the choice of up to 19 amusement games. Unlike Nintendo-style games, which are designed to keep the player challenged and interested over long periods of time, and which generally require player skill developed over a period of time, CCL has selected and developed the Sky Play® amusement games which have very simple rules, are already well known or easy to learn, and are very simple to play. Games are licensed to airlines for a monthly license fee on a per game, per aircraft basis.

The U.S. Patent and Trademark Office granted CCL the following federal registrations:

November 5, 2002	"Sky Play®" Logo and name
July 8, 2003	"Sky Play® International" "We Make Time Fly" and Design

2. Sky Games®

The U.S. Patent and Trademark Office granted CCL the following federal registrations:

April 14, 1998	"Sky Games®" logo and the slogan "We Make Time Fly"
August 26, 2003	"Sky Games® International" "We Make Time Fly" and Design
February 21, 2006	"Casino Class"
July 4, 2006	"Casino Class" "We Make Time Fly" and Design
February 24, 2006	"Sky Casinos International" "We Make time Fly" and Design

The Industry

According to Boeing Company's Summary Outlook (CMO) issued in 2009 annualized world GDP is forecast to grow at an average of 3.1% per year over the next 20 years beginning in 2008, a decrease of 0.1%. Boeing also forecasts a decrease of 0.9% in passenger traffic growth to 4.1% annually over the next 20 years. The report noted that, the total market potential for new commercial airplanes is 29,000, worth \$3.22 trillion in 2009 US Dollars.

Boeing estimates that approximately 25.7% of these new aircraft will be intermediate (twin-aisle) and large aircraft. Of that 26%, deliveries of 747-size or larger aircraft will be 2.60%, while deliveries of intermediate size (twin-aisle) aircraft will 23.1%. IMDC forecasts 5,569 aircraft deliveries of 100 seats (or more) from 2006-2011. 100% of twin-aisle aircraft and more than 70% of single-aisle aircraft are expected to be delivered with IFE during 2006-2011, with overall penetration of 76%. CCL believes these forecasts represent a substantial market for IFE systems and inflight content over the long-term.

Boeing has observed the resilience that global airline markets have shown over time is reflected in average annual passenger traffic growth of 4.9% and air cargo growth of 5.4% over the past 20 years. This growth was founded on world economic growth of 3.1percent and further stimulated by liberalization of market regulations in many countries. Looking ahead over the next 20 years, the world economy is set to grow at 3.1%. From 2008-2029, passenger travel will increase grow at an average of 4.9% and cargo at an average of 5.8

Looking ahead, the Asia-Pacific and Latin America and Africa regions' traffic are growing at the fastest rates of 6.9% and 6.4% and 6.4% respectively. Boeing's CMO 2009 predicts that the Asia-Pacific (including within China) will become the largest internal market over the next 20 years, overtaking the market within North America. Markets in Asia-Pacific have powerful combinations of large economies, rapid economic growth, and liberalizing markets. These figures are a positive factor in CCL's continuing strategy for initially targeting airlines in the Asia Pacific region.

The introduction and acceptance of portable (non embedded or installed) IFE units is growing steadily. The positive impact of these portable IFE units/systems is the trend towards lighter, less expensive IFE architecture, with the focus of such architecture being the individual seating area of each passenger. Boeing has found that there is a shifting balance toward smaller twin-aisle airplanes in the future is driven by passengers who prefer to travel directly between their points of origin and destination.

Medium, and long-range markets are primarily served with twin-aisle and large airplanes. The Airlines are able to provide more economical service on an increasing number of these routes through the improvement in operating economics of each new generation of airplane. However, scheduling constraints and market regulations in a few of the world's intercontinental markets limit the number of possible flights any one airline can offer. On these routes and those with particularly high demand, airplanes of 747 size and larger will be required. Good examples of such routes would be Singapore or Hong Kong to London Heathrow.

Regional traffic trends are an important factor in CCL's marketing strategies. According to the Boeing CMO 2009 – annual passenger traffic will grow by 6.9% in the Asia Pacific region; 6.2% in the Middle East; 2.5% within North America; 3.4% within Europe; 6.4% within Latin America; 6.4% in Africa. IMDC also states that key growth markets will be China and India. However, the longer haul, twin aisle market will remain the focus for CCL's Sky Games.

The big question of the rising fuel prices is addressed succinctly in the Boeing CMO 2008: "Today's record high fuel prices are forcing many airlines, particularly in the United States, to take urgent action in cutting back capacity or reducing planned growth. They are invariably doing so by reducing use of their oldest and least efficient airplanes, while retaining their investment in new airplanes."

An observation by Sally Gethin in her March 2007 article in Aircraft Interiors International "All bets are off?" confirms CCL's research and conclusions regarding the potential of Gaming on International airlines: She states that gaming is a numbers game: *"Gambling over existing airline IFE systems could provide phenomenal returns for airlines – higher even than existing games offered on board according to research conducted by IMDC, which provides forecasting and surveys for airlines and IFE manufacturers."*

Gethin also quotes the 1995 Department of Transportation report to the US Congress, which CCL has already utilized in its research and quoted in many of its forecasts. The report states that potential earnings of US\$1 million per aircraft per annum are indeed possible. Any airline with an Atlantic and Pacific fleet numbering 267 aircraft (average size of US international and national airline fleets at the time) could therefore recoup a gross of US\$267 million a year.

Gethin also mentions CCL in the article under its former name; "During the 1990s, a company called IEL offered low stakes inflight gambling to the international airline business and worked with Singapore Airlines to install the necessary software. This was short-lived due to incompatibility issues with the software and the IFE hardware, which impacted upon reliability." Such incompatibilities no longer exist. Technology has improved to the point of offering not only much more sophisticated, embedded hardware, but also the very viable option of portable units. Such portability echoes of CCL's initial concept of a portable gaming device, which could be issued on the aircraft in exactly the same manner as the portable IMS Pea in the Pod and the DigePlayers are issued today.

Competition

There are currently four companies supplying the inflight interactive PC games marketplace: Creator Capital, DTI, Nintendo, and Western Outdoor Interactive. CCL is currently a distant fourth in the industry.

IMDC reports that there are three main types of interactive software packages offered by games suppliers; games; gambling software, and educational software. Not all suppliers supply in all three areas. CCL currently offers games and gambling software (which are not currently installed on any aircraft).

Market and Marketing

In the very competitive airline market, airlines are seeking a distinctive, competitive edge to attract and retain paying customers. Entertainment and service systems form a part of the airlines' current business strategy. CCL believes that the principal benefit of its product to the airlines, is the ability to enhance entertainment offerings to passengers. IFE systems are capital intensive; however, providing passenger service and comfort, especially for first and business class travelers, is a major area of competition for airlines. The target market for Sky Play® has been domestic and foreign airlines, which have committed to the purchase of, or already have installed IFE systems.

CCL's primary target market has been Asian and Pacific Rim airlines whose passengers, with certain exceptions, generally have a broad cultural acceptance of gaming. The Company also believes that the Latin American markets also hold significant potential.

CCL believes that the principal benefits of its product to the airlines will be passenger satisfaction and airline participation in a potential alternate "non-ticket" revenue stream. IFE systems are capital intensive; however, providing passenger service and comfort, especially for first and business class travelers, is a major area of competition for airlines. The Company believes that new methods of increasing revenues while providing a high level of service will be seriously considered by the airlines; however, there can be no assurance that inflight gaming will be among the alternatives considered by airlines. Although the system is designed for gaming using currency, the system could be adapted to "pay-for-play" mode in those circumstances where gaming utilizing currency is not legal and that a system utilizing frequent flyer credits and other rewards can be integrated as part of the gaming program.

CCL expects to derive its income from a split of gaming revenues with the airline. The Company does not anticipate selling its gaming products in order to generate revenue. Airlines will receive a percentage of net revenue generated by Sky Games® on their respective flights. Passenger payouts and certain direct operating costs will be deducted from revenue and the "win" will be split on a negotiated basis. Airlines have utilized similar revenue-sharing arrangement with other product/service providers, such as inflight communication companies (e.g. GTE Airfone). CCL would provide certain training, banking, accounting and administrative functions. The airline will provide the aircraft, the equipment, the passengers and inflight personnel.

CCL is currently reviewing its future strategies in the airline market by researching and evaluating the process of developing several new games for the Sky Play® PC Interactive Games Catalogue, while updating some of the current games. This will enable CCL to offer current client fresh material, while affording an opportunity to re-visit previous clients and potential new clients. CCL is also currently re-evaluating and redesigning the Sky Games® In-flight Gaming System in order to ensure its smooth integration in to the newer, more sophisticated IFE hardware platforms being developed and introduced to the Airline Industry today.

Manufacturing

As a software producer and operator, the Company has no manufacturing capability. CCL's software is designed to interface with in-cabin hardware, including onboard computers, file servers, distribution and communication systems, manufactured by various suppliers for the airlines.

Sky Games® System Acquisition

On November 7, 1991, the Company entered into an agreement, with subsequent amendments, with Sky Games® International, Inc. ("SGII") to purchase technology, proprietary rights and prototypes of the casino games known as "Sky Games®." The purchase price of the assets was 300,000 shares of the Company's \$.01 par value common stock (the "Common Stock") issued to SGII at a deemed price of \$1.65 per share, plus an additional 3,000,000 shares of Common Stock held in escrow to be released on the basis of one share for each U.S. \$1.78 of net cash flow generated from the assets over a ten-year period (the "Performance Shares"). Of the 3,525,000 shares, 2,525,000 were issued to SGII and 1,000,000 shares to Anthony Clements, an advisor to and director of the Company. The Performance Shares were held in escrow by Computershare Investor Services in Vancouver, B.C., Canada. As of April 30, 1997, the holders of the Performance Shares agreed with the Company to tender such shares to the Company when, and if, they were released from the escrow. The Company agreed to cancel such shares. The holders of the Performance Shares granted an irrevocable proxy to a bank, which has irrevocably agreed not to vote such shares. On February 13, 2006 these shares were returned to Treasury as the escrow agreement relating to these shares had expired in a prior year.

The Amalgamations

Effective as of December 30, 1994, the Company, through SGIH, and Harrah's Interactive Investment Company ("HIIC") completed the formation of Old IEL as a joint venture corporation incorporated as an exempted company under the Bermuda Act. At the same time, (i) Old IEL entered into a management agreement (the "Management Agreement") with Harrah's Interactive Entertainment Company (the "Manager"), (ii) the prior consulting agreement between Harrah's and SGIC was terminated, (iii) SGIC assigned all right, title and interest in the Sky Games® system and related trademarks and trade names to the Company, and (iv) the Company licensed the Sky Games® system and certain related trademarks and trade names to Old IEL. In connection with the Amalgamations, the contractual agreements with the affiliates of Harrah's were terminated.

The ownership interests of the Company and HIIC in Old IEL were 80% and 20%, respectively, prior to the Amalgamations. The Company and HIIC had funded a total of \$5 million to Old IEL. Additional capital, if not available from third parties, was to have been provided by the Company and HIIC in proportion to their shareholdings. The Executive Committee of Old IEL was to determine whether additional capital was to be provided as equity or debt. Under the shareholders agreement, each party had certain options with respect to the other party's stock. The shareholders agreement was terminated effective June 17, 1997.

The Manager had been granted, and had assumed, broad responsibility for managing the business of Old IEL. This included completing the development of and improving the Sky Games® software and all other systems, marketing to airlines and customers and day-to-day gaming operations. The Management Agreement had a two-year term, but could have been renewed at the Manager's option for successive two-year terms up to a maximum term of 10 years. The Manager had a right of first negotiation on a renewal agreement. Management fees were dependent on the amount of gross revenues with a maximum fee of 7.5% of gross revenues and a minimum monthly fee of \$10,000. Old IEL was required to pay all operating costs (including capital expenditures) of the business, which included the cost of services and goods provided by the Manager and its affiliates under the Management Agreement.

The Amalgamations were consummated on June 17, 1997. In conjunction with the Amalgamations, the Management Agreement was terminated, and management of the Company assumed direct responsibility for day to day operations. The Company also entered into a Continuing Services Agreement with Harrah's for certain services.

The Company had exclusively licensed Old IEL to use certain of the Sky Games® trademarks, trade names and other trade rights. This license was replaced in the Amalgamations by a similar license to Harrah's for use of the Company's software, as it existed on June 17, 1997, in traditional casino venues owned, operated or managed by Harrah's. The license is royalty-free, worldwide and non-terminable.

In 1994, the Company terminated certain contractual rights previously granted to BEA in connection with the development of an earlier generation product for inflight gaming use. In connection with this termination, the Company issued a U.S. \$2,500,000 convertible promissory note due March 30, 1997. The unpaid balance of the note, including accrued interest, was exchanged for Redeemable Convertible Class A Preference Shares in the Company on June 16, 1997.

Major Customers

The Company's Sky Play® customers include, Japan Air Lines, and Sri Lankan Airways.

During the first quarter of 2002, American Airlines ceased to be a client due to budgetary restraints. Malaysia Airlines ceased to be a client as they terminated their agreement with their contracted IFE Inflight content provider who was providing them with CCL Sky Play® games. Continental Airlines also ceased to be a client at the end of the second quarter of 2002. During 2004 Air China decided to use the games provided with their new inflight entertainment hardware. During 2005 Emirates Air also decided to use the games provide with their new inflight entertainment hardware. During 2009's last Quarter Japan Air Lines entered Bankruptcy. During the first Quarter of 2010 they informed the Company of airplane retirements resulting in a reduced demand for Sky Play.

Investment – China Lotteries

On September 22, 2001, the Company entered into an Investment agreement with Asset China Investments Ltd. ("Asset China"). Asset China holds 70% of the outstanding shares of Beacon Hill Enterprises Ltd. Beacon Hill holds the license for and operates one of two major Soccer Betting Lottery locations in Guangzhou City, Guangdong Province, People's Republic of China. In exchange for 1,500,000 shares of the Company's Common Stock, and an investment of up to HK\$1,500,000 (US\$ 180,050.00), the Company receives 80% of the proceeds of the business profits generated from Asset China's Soccer Betting and Lottery assets. To date, the Company has forwarded HK\$900,000.00 (US\$115,030.00). To date, no business profits have been generated nor distributed. No further funds will be forwarded and the shares will not be distributed until there are business profits generated and distributed.

On November 1, 2001, the Company entered into an Investment agreement with Lee John Associates ("Lee John"). Lee John is engaged in the business of owning the licenses for and operating several lottery locations in Guangzhou City, Guangdong Province, Peoples' Republic of China. In exchange for 500,000 shares of the Company's common stock, the Company shall receive 80% of the proceeds of the business profits generated from Lee John's Lottery businesses. To date, the Company has not issued the 500,000 shares of common stock, nor closed the transaction, as there have not yet been any business profits generated or distributed.

As of August 2003, CCL had not yet received any funds under the agreements with TWC and LJA. Therefore, upon detailed re-evaluation and analysis all parties mutually agreed to amend the original agreements. On September 1, 2003, CCL amended these two agreements as described below:

The original agreement with TWC required a total investment of US\$180,050 (HK\$1,500,000) and the issuance of 1,500,000 CCL common shares to TWC. To date, CCL has funded US\$115,030, but has not issued any common shares. Initially, both TWC and Beacon Hill Enterprises Ltd. ("BHE"), agreed that TWC's 70% ownership in Beacon Hill would be reduced to 49% (due to the partial completion of the original funding of US\$180,050). The agreement was then finalized as a Licensing arrangement, whereby the \$115,030 advanced was deemed to a one-time, full payment of the license fee to allow TWC to sell lottery tickets through a dedicated website www.worldwidelotteries-china.com. The 1,500,000 CCL common shares will not be issued as a part of the amended arrangement.

The original agreement with LJA required CCL to issue 500,000 CCL common shares in exchange for 80% of LJA's business profits generated from its seven sales locations within Guangdong Province, in the People's Republic of China. As of September 1, 2003, CCL had not received any funds from LJA, nor had CCL issued the 500,000 common shares. This agreement was cancelled on September 1, 2003.

As of December 31, 2003, CCL had completed the development of the website (www.worldwidelotteries-china.com), which is directed towards the international marketing and sales of the Soccer Betting Lottery. During the third Quarter 2003, approval was obtained and an agreement was reached with a Credit Card Payment processing provider. Subsequently, the provider was unable to provide the required services due to an internal issue. In the 4th Quarter 2003, agreement was reached with NETeller to provide payment processing services.

As of December 31, 2004, CCL was unable to appoint a new Chinese Agent. This resulted in the lapsing of the licensing agreement. The license fee paid was written off. The online purchasing and processing software developed could be integrated into the future applications of Sky Games.

Acquisition - ETV Channels on Demand, Inc.

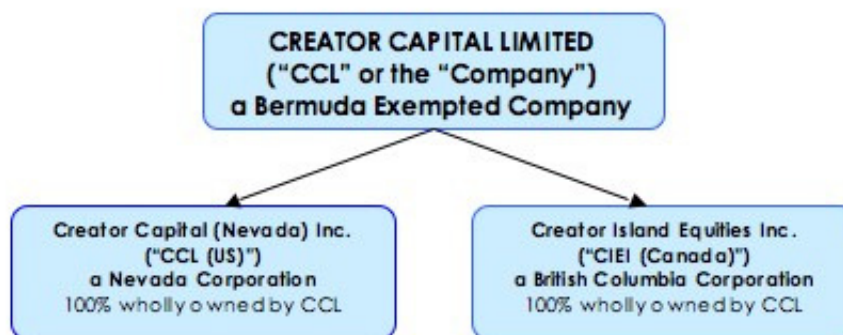
By a share purchase agreement dated March 6, 2006 CCL was to acquire all of the outstanding common shares of ETV Channels on Demand, Inc. ("ETV"), a Panama company, in exchange for 50,000,000 CCL common shares and one share purchase warrant entitling the holder to acquire 1,000,000 CCL common shares at \$1.00 per share from August 15, 2006 to February 15, 2008. These securities were to be issued on an earn-out basis as to one share and a proportionate amount of warrants for each \$1.00 of gross revenues realized through the ETV business. The terms of the Share Purchase Agreement were not fulfilled. On November 1, 2006, CCL deemed the Agreement null and void due to the failure of the Vendor to fulfill the terms. A finder's fee of 2,500,000 CCL common shares were to be earned-out based upon the same formula as the acquisition securities were to be issued. With the failure of the Share Purchase Agreement, the finder's fee also became null and void.

Newmediacom

As of December 31, 2006, the Letter of Intent with Newmediacom Limited ("NMC"), of the United Kingdom, for the purpose of negotiating rights to certain services related to the provision of live, streamed, and downloadable video services to mobile devices and other video distribution and receiving technologies had not yet resulted in a final Agreement. As at December 31, 2006 the Letter of Intent had not yet resulted in a final Agreement. Attempts to progress beyond the Letter of Intent proved futile. CCL deems the relationship to be at an end.

C. ORGANIZATIONAL STRUCTURE

The following chart outlines CCL's corporate structure:



Currently, CCL's 100% wholly owned subsidiaries, Creator Capital (Nevada), Inc. and CIEI (Canada), are inactive.

D. PROPERTY, PLANTS AND EQUIPMENT

During the year, it was determined that all capital assets, which had been previously fully depreciated, no longer embody a future benefit. The following capital assets were written off during the year: 1. Computer and equipment costing \$384,065, 2. Furniture and fixtures costing \$44,729, and 3. Website costing \$76,699 and the total accumulated amortization of \$505,493. The Company has no other capital assets.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following data are prepared in accordance with generally accepted accounting principles in Canada.

A. OPERATING RESULTS

	Year Months Ended December 31				
	2009	2008	2007	2006	2005
Statement of Operations Data:					
Loss before other items	\$ (54,186)	\$ (158,652)	\$ (414,374)	\$ (176,693)	\$ (108,113)
Other items	(463,837)	(425,062)	(386,290)	(305,237)	(328,613)
Net and comprehensive loss for the year	(518,023)	(583,714)	(800,664)	(481,930)	(436,726)
Net loss per share	(0.01)	(0.01)	(0.01)	(0.00)	(0.00)
Weighted number of common shares outstanding	87,467,288	87,467,288	87,809,166	88,336,654	90,795,037
Number of common shares outstanding at period end	87,467,288	87,467,288	87,467,288	88,053,365	90,795,037
As of December 31, (in thousands of dollars)					
	2009	2008	2007	2006	2005
Balance Sheet Data:					
Working capital (deficit)	\$ (6,256)	\$ (5,738)	\$ (5,155)	\$ (4,674)	\$ (4,428)
Total assets	20	20	15	234	84
Long term debt	0	0	0	0	0
Redeemable preferred stock					
Class A	0	0	0	0	0
Class B	0	0	0	0	0
Shareholders' equity (deficit)	(6,256)	(5,738)	(5,155)	(4,674)	(4,388)
Equity (deficit) per common share	(0.07)	(0.07)	(0.06)	(0.05)	(0.05)

Twelve Months Ended December 31, 2009 and December 31, 2008

During the year ended December 31, 2009, the Corporation recorded revenue of \$59,380 compared to \$55,160 during the year ended December 31, 2008.

Preferred stock dividends of \$463,837 for the year ended December 31, 2009 represented the 9% annual dividend on preferred shares plus the compounded portion on unpaid balance carry forwarded from prior year. During 2008, the Company recorded \$425,131 in dividends.

Consulting expenses consisted of expense paid to a director of the Company and the fees were \$42,000 during the year ended December 31, 2009 and 2008.

General and administrative expenses for 2009 were \$57,406, as compared to \$67,617 for 2008.

The legal defense fees incurred against the frivolous lawsuit in Texas has cost the Company a total of \$58,140 in legal fees. Professional fees for 2009 were \$14,160, down from 2008's \$104,195, compared to the 2007 cost of \$26,001 and to \$7,154 during 2006. On March 9, 2009 the lawsuit was called for trial before a jury. A verdict was returned fully in favour of the Company. Unfortunately, under the terms of the judgment and the Texas state laws, the Company cannot seek recovery of these legal costs. The continued maintenance of the long term registrations and various business trademarks cost \$3,215 for the year. Other corporate legal matters cost \$5,756.

Year Ended December 31, 2008 and December 31, 2007

During the year ended December 31, 2008, the Corporation recorded revenue of \$55,160 compared to \$63,870 during the year ended December 31, 2007. The reduction in revenue for the year was primarily due to the reduction of Sky Play[®] games were installed

Preferred stock dividends of \$425,131 for the year ended December 31, 2008 represented the 9% annual dividend on preferred shares plus the compounded portion on unpaid balance carry forwarded from prior year. During 2007, the Company recorded \$390,028 in dividends.

Consulting expenses consisted of expense paid to a director of the Company and the fees have decreased to \$42,000 during the year ended December 31, 2008 from \$284,025 from the fiscal year ended December 31, 2007. The reduction in consulting expense was primarily due to the Corporation did not grant stock options for the year.

General and administrative expenses for 2008 were \$112,069, as compared to \$168,218 for 2007. The majority of the 2007 figure was the result of the fair value of stock options granted to administrative staff. As the Corporation did not grant stock options during the year, this resulted in reduction of general and administrative expenses for the year.

The legal defense fees incurred against the frivolous lawsuit in Texas has caused the Legal Expenditures for the year to increase to \$59,743, compared to the 2007 cost of \$26,001 and to \$7,154 during 2006. The Legal defense costs for this suit now totals \$50,744. The continued maintenance of the long term registrations and various business trademarks cost \$5,256 for the year.

During the year ended December 31, 2008, the expense recovery was \$Nil compared to \$3,514 in 2007.

Year Ended December 31, 2007 and December 31, 2006

During the year ended December 31, 2007, the Corporation recorded revenue of \$63,780 compared to \$53,460 in 2006. Increase in revenue was primarily due to the slight increase in number of Sky Play[®] games installed.

Preferred stock dividends of \$390,028 for the year ended December 31, 2007 represented the 9% annual dividend on preferred shares plus the compounded portion on unpaid balance carry forwarded from prior year. During 2006, the Company recorded \$357,824 in dividends.

Consulting expenses increased by \$231,996 from \$52,029 in 2006 to \$284,025 in 2007. This substantial increase reflected the allocation of the Stock Option issuance of \$242,025 during the 2007 year. Removing this influence on the 2007 figure yielded a total for the year of \$42,000, which is a decrease over the 2006 year of \$10,029.

Depreciation and amortization expenses decreased to zero with the writing off the impaired website asset.

General and administrative expenses increased by \$36,820 to \$168,218. With the allocation of the Stock Option issuance of \$78,370 during the 2007 year. Removing this influence from the 2007 amounts yielded a total for the year of \$89,848, which is a decrease over the 2006 year of \$41,550

The 2007 total legal cost was \$26,001, an increase of \$18,847 over the 2006 cost of \$7,154. Of this \$21,535 was incurred with the lawsuit in Texas. The balance of \$4,466 is attributed to normal corporate costs and the continued maintenance of the long term registrations and various business trademarks

During 2006, \$46,828 was received for Note Receivable that was written off several years ago. \$8,083 of Accumulated interest on the Note Receivable was also received.

During the year ended December 31, 2007, the Corporation had \$Nil in impairment of equipment compared to \$39,572 in 2006. The impairment of \$39,572 in 2006 was due to the obsolete of the website asset, management has recorded the write down in 2006.

B. LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2009, the Company had a working capital deficit of \$6,256,294. Of this, \$3,550,663 was for dividends payable that have accrued over several fiscal periods on the Preferred Shares. The Company is financing its operations through accounts payable. Management has no formal plan in place to address liquidity concerns but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances; however there is no assurance of additional funding being available.

During 2009 cash used in operating activities was \$25,402 compared to cash provided by operating activities of \$7,620 in 2008, an decrease of \$33,022. We had a net loss of \$518,023 in 2009 compared to a loss of \$583,714 in 2008. The non-cash effect was that stock-based compensation decreased to \$Nil for 2009 and 2008 from \$320,395 in 2007.

During the fiscal years ended on December 31, 2009 and 2008, we have no investing activities.

At December 31, 2008, the Company had a working capital deficit of \$5,738,271. Of this, \$3,550,633 was for dividends payable that have accrued over several fiscal periods on the Preferred Shares. The Company is financing its operations through accounts payable. The Company's net cash position is \$9,925 as of December 31, 2008. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances; however there is no assurance of additional funding being available.

During 2008 cash provided by operating activities was \$7,620 compared to cash used by operating activities of \$6,156 in 2007, an increase of \$13,776. We had a net loss of \$583,714 in 2008 compared to a loss of \$800,634 in 2007 primarily due to the stock options compensation expense recorded as consulting fees. The non-cash effect was that stock-based compensation decreased to \$Nil in 2008 from \$320,395 in 2007. Also, in 2008 we had a cash inflow from accounts payable and accrued liabilities of \$167,643 compared to \$80,506 in 2007.

During the fiscal years ended on December 31, 2008 and 2007, we have no investing activities in these periods.

During the year ended December 31, 2008, we had cash used in financing activities of \$5,000 as compared to cash provided by financing activities by \$1,186 in 2007. The change primarily related to the notes payable.

At December 31, 2007, the Company had a working capital deficit of \$5,154,557. Of this, \$2,661,665 was for dividends payable that have accrued over several fiscal periods on the Preferred Shares. The Company's net cash position was \$7,305. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances, however there is no assurance of additional funding being available.

During 2007 we used \$6,156 in operations compared to \$23,867 in 2006, a decrease of \$17,711. While our loss was significantly higher in 2007 compared to 2006 of \$481,930, we had a non-cash item in 2007 that we did not incur in 2006. In 2007 we had \$320,395 from stock-based compensation expense compared to \$Nil in 2006. Also, in 2007 we had a cash inflow from accounts payable and accrued liabilities of \$80,506 compared to a cash inflow of \$61,667 in 2006.

During the fiscal years ended on December 31, 2007 and 2006, we have no investing activities in these periods.

During the year ended December 31, 2007, we had cash provided by financing activities of \$1,186 as compared to cash provided by financing activities by \$1,787 in 2006.

We expect gross receipts for 2010 to be approximately \$29,000. The Company's general and administrative costs for 2010 are expected to be \$120,000. Fees charged by related parties are accrued with any direct expenses are paid from the cash flow. Any extraordinary costs would have to be paid by loans to the Company from its related parties. In the current economic environment, capital funding is not viable."

Critical Accounting Policies

The preparation of the Company's financial statements requires management to make estimates and assumptions regarding future events. These estimates and assumptions affect the reported amounts of certain assets and liabilities, and disclosure of contingent liabilities.

Significant areas requiring the use of management estimates include the variables used in determining stock-based compensation. These estimates are based on management's best judgment. Factors that could affect these estimates include option term and expected volatility.

Management has made significant assumptions and estimates determining the fair market value of stock-based compensation granted to employees and non-employees. These estimates have an effect on the stock-based compensation expense recognized and the contributed surplus on the Company's Balance Sheet. The value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model requires the input of subjective assumptions, including the expected term of the option award and stock price volatility. The expected term of options granted for the purposes of the Black-Scholes calculation is the term of the award since all grants are to non-employees. These estimates involve inherent uncertainties and the application of management judgment.

Recent Accounting Pronouncements

Recently adopted accounting pronouncements

In June 2009, the Financial Accounting Standards Board ("FASB") issued guidance now codified as FASB Accounting Standards Codification ("ASC") Topic 105, "Generally Accepted Accounting Principles" as the single source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with U.S. GAAP, aside from those issued by the SEC. ASC 105 does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all authoritative literature related to a particular topic in one place. The adoption of ASC 105 did not have a material impact on the Company's consolidated financial statements, but did eliminate all references to pre-codification standards.

In May 2009, FASB issued ASC 855, Subsequent Events, which establishes general standards of for the evaluation, recognition and disclosure of events and transactions that occur after the balance sheet date. Although there is new terminology, the standard is based on the same principles as those that currently exist in the auditing standards. The standard, which includes a new required disclosure of the date through which an entity has evaluated subsequent events, is effective for interim or annual periods ending after June 15, 2009. The adoption of ASC 855 did not have a material effect on the Company's consolidated financial statements.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its consolidated financial statements.

C. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES ETC.

1. Sky Play®

The U.S. Patent and Trademark Office granted CCL the following federal registrations:

November 5 2002	"Sky Play®" Logo and name
July 8, 2003	"Sky Play® International" "We Make Time Fly" and Design

2. Sky Games®

The U.S. Patent and Trademark Office granted CCL the following federal registrations:

April 14, 1998	"Sky Games®" logo and the slogan "We Make Time Fly"
August 26, 2003	"Sky Games® International" "We Make Time Fly" and Design
February 21, 2006	"Casino Class"
July 4, 2006	"Casino Class" "We Make Time Fly" and Design
February 24, 2006	"Sky Casinos International" "We Make Time Fly" and Design

D. TREND INFORMATION

The marketplace for the Company's main product line is not well established however the Gaming Industry as a whole internationally is constantly undergoing changes, is intensely competitive and is subject to changes in customer attitudes, morals and preferences. New products are being developed continuously by the Gaming Industry in order to satisfy customer demands. The Sky Games® Interactive Gaming System is one of those products. Changes in International Governmental regulations and laws are in a constant state of flux, and could adversely affect the ability of the Airlines to install such a system. Changes in policies of companies or banks that handle payment processing systems or credit card transactions for gaming industry could have an adverse impact on the operation of the Sky Games® System

E. OFF-BALANCE SHEET ARRANGEMENTS

Not Applicable

F. TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

Not Applicable

G. SAFE HARBOUR

All financial information and statements provided have been fairly represented in accordance with U.S. generally accepted accounting principles.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**A. DIRECTORS AND SENIOR MANAGEMENT**

Name	Position	Principal Occupation	Term of Office
Anthony P Clements Age 64	Director	Investment Banker	Director 1992-Present
Deborah Fortescue-Merrin Age 54	President & C.E.O. Director	President of CCL President of North American Medical Services Inc.	Director 1995-1997 Director 1999-Present President 1999-Present
Anastasia Kostoff-Mann Age 62	Vice-President Director	Founder and Chairman Corniche Group of Companies	Director 1993-1996 Director 1999-Present

ANTHONY P. CLEMENTS has been a director of the Company since March of 1992. Mr. Clements is currently Head of Corporate Finance at ODL Securities. He began his career specializing in natural resources, having gained a B.Sc. in Economics followed by a post-graduate course in accountancy. He joined the Electricity Pension Fund in 1970 as Senior Investment Analyst before moving on in 1973 to the Post Office Pension Fund, latterly renamed Postel and now Hermes. As an Investment Manager, Tony spent several years managing Postel's resource portfolio before moving on to manage billion dollar North American portfolio. In 1987 Mr. Clements moved over to the 'sales' side of the investment industry, becoming involved with corporate finance and North American resource issues in particular. Prior to taking up his current position with ODL Securities, Tony joined T. Hoare and Co, renamed Canaccord, in 1994

DEBORAH FORTESCUE-MERRIN has been a director of the Company since September 10, 1999, and she was previously a director of the Company from October 1995 to October 1997. Mrs. Merrin is Vice-President of J. Perot Financial Corp., a private investment management firm located in Vancouver, British Columbia, Canada. Previous to joining J. Perot Financial, Mrs. Merrin was a securities broker for twelve years, and worked in the area of corporate finance from 1989-1992, specializing in special situations concerning medical issues. Mrs. Merrin is also the President and a Director of North American Medical Services Inc. which trades on the Toronto Venture Exchange. Mrs. Merrin is also currently the President, and Chairman of Creator Capital Limited

ANASTASIA KOSTOFF-MANN has been a director since September 10, 1999, and she was previously a director of the Company until September 1996. Ms Mann has over 30 years experience in the hotel, sales and marketing, and travel industry. She is the Founder and Chairman of the Corniche Group of Companies, overseeing all aspects of travel and meeting management for corporate accounts. Ms Mann was the first female corporate sales manager for Hilton Hotels corporations based in Los Angeles, Director of Sales and Marketing at the Beverly Wilshire Hotel, Beverly Hills, California, and the first US President of Operations, Mark Allen Travel, now the entertainment division of American Express. She is a lifetime director and former President and Chairman of the International Travel & Tourism Research Association (TTRA). Ms Mann is a founding member of the California Travel & Tourism Commission, where she currently serves a Commissioner and sits on the Executive Committee. She also sits on the council of the Woodrow Wilson International Center in Washington D.C.

Ms Mann is also currently the Vice President of Creator Capital Limited.

B. COMPENSATION

All of the directors of the Company are reimbursed for out-of-pocket expenses. The directors of the Company receive no other compensation.

The following table sets forth all compensation for services in all capacities to the Company for the three most recently completed fiscal years in respect of each of the individuals who served as the Chief Executive Officer during the last completed fiscal year and those individuals who were, as of December 31, 2007, the executive officers of the Company whose individual total compensation for the most recently completed financial year exceeded \$100,000 (collectively, the "Named Executive Officers") including any individual who would have qualified as a Named Executive Officer but for the fact that individual was not serving as such an Officer at the end of the most recently completed financial year:

SUMMARY COMPENSATION TABLE

Name and Principal Position	Fiscal Year Ended	Annual Compensation			Long Term Compensation Awards	
		Consulting fees (\$)	Bonus (\$)	Other Annual Compensation (\$)	Restricted Stock Awards (#)	Securities Underlying Options (#)
Anthony Clements (Director)	12/31/09	NIL	NIL	NIL	NIL	1,000,000
Deborah Fortescue-Merrin Chairman	12/31/09	US\$42,000*	NIL	NIL	NIL	1,500,000
	12/31/08	US\$42,000*	NIL	NIL	NIL	
	12/31/07	US\$42,000*	NIL	NIL	NIL	
	12/31/06	US\$52,029*	NIL	NIL	NIL	
Anastasia Mann (Director)	12/31/09	NIL	NIL	NIL	NIL	1,000,000

*by way of related consulting entity

As at December 31, 2009 there were at total of 6,950,000 outstanding options to purchase common shares granted to the directors. These options have a weighted average exercise price of \$.25 per option, and expire on April 6, 2012.

On April 6, 2007, the Directors were issued Stock Options totaling 3,500,000 common shares, at an exercise price of \$0.25 for a period of five years.

TOTAL OUTSTANDING OPTIONS GRANTED TO DIRECTORS

Name	No of Securities Underlying Options Granted (#)	Exercise or Base Price (\$/share)	Expiration Date	Potential Realizable Value At Assumed Annual Rates of Stock Price Appreciation for Option Term	
				5%	10%
Anthony Clements	1,000,000(1)	\$0.25	04-06-12	xx	xx
Deborah Merrin	1,500,000(1)	\$0.25	04-06-13	xx	xx
Anastasia Mann	1,000,000(1)	\$0.25	04-06-12	xx	xx

(1) Options granted to each director of the Company under a Stock Option Agreement

C. BOARD PRACTICES**Election of Directors and Terms of Service**

As of the date of this Document, The Board of Directors is currently comprised of three members, including the Chairman and C.E.O. Directors are elected annually by an ordinary resolution at the Annual General Meeting of Shareholders. Each director is elected for a term of one year, and may be re-elected annually for an additional one year term by the shareholders. There are no limits as to how long any individual director may serve on the Board.

Service Contracts

CCL does not currently have any service contracts or any other contracts with any of the members of the Board of Directors.

Audit Committee

The Audit Committee of the Board currently consists of Ms Fortescue-Merrin, and Mr. Anthony Clements. The principal functions of the Audit Committee are to make recommendations to the Board regarding; (i) its independent auditors to be nominated for election by the shareholders; (ii) to review the independence of such auditors; (iii) to approve the scope of the annual audit activities of the independent auditors; (iv) to approve the audit fee payable to the independent auditors; (v) and to review such audit results. The audit committee did not hold any meetings during the fiscal year ended December 31, 2009.

Compensation Committee

The Compensation Committee currently consists of Mrs. Mann, and Mr. Anthony Clements. The Compensation Committee did not hold any meetings during the fiscal year ended December 31, 2009. For information on the duties and actions of the Compensation Committee, see "Report on Compensation."

Report on Compensation

Ms Deborah Merrin served as President & Chairman of CCL in the fiscal year 2009. She was compensated on a consulting basis, by way of a related consulting entity. Compensation totaled US \$42,000 for 2009, US\$42,000 during 2008, compared with US\$ 42,00 during 2007. Also, Ms. Merrin was granted 1,500,000 options exercisable at \$0.25 during 2007.

D. EMPLOYEES

All employees of CCL were terminated as of November 13, 1998. Those former employees that were subsequently retained on a part-time contract basis to continue operations and support the Sky Play® product are no longer associated with CCL. Two former employees, through their corporate entity, eFlyte, LLC had been contracted as independent contractors to provide services relating to the Sky Play® business. Effective April 22, 2001, eFlyte terminated its contract with CCL. Due to the nature of the termination and subsequent events, legal counsel was retained and correspondence occurred with eFlyte's counsel. Such correspondence did not result in a satisfactory resolution. In December 2002, legal arbitration proceedings were initiated against eFlyte, LLC. On March 11, 2004 the parties reached an agreement in principle whereby the Arbitration Process was resolved pursuant to a Confidential Settlement Agreement.

Currently, CCL does not employ any personnel. Corporate and business operations are handled by outsourced providers.

E. SHARE OWNERSHIP

As of December 31, 2009 based on information supplied to the Company, CCL's directors and executive officers as a group may be deemed to own beneficially (including shares purchased upon exercise of stock options and warrants, exercisable within 60 days) 3.92% of the outstanding shares of Common Stock. To the knowledge of the directors and officers of the Company, the following directors and officers of the Company and owners of five percent (or more) of the outstanding Common Stock (see Item 7 Major Shareholders and Related Party Transactions below) beneficially own the shares of Common Stock set forth below.

Name	Amount and Nature of Beneficial Ownership	Percent of Class (1)
Anthony P. Clements (2)	1,060,000 – Options	1.20%
Deborah Fortescue-Merrin (3)	1,560,000 – Options 48,500 – Direct	1.81%
Anastasia Kostoff-Mann (4)	1,060,000 – Options	1.20%

- (1) Percent of class is determined by dividing the number of shares beneficially owned by the outstanding number of shares of the Company, and increased by options outstanding (which are currently exercisable) for the respective individuals;
- (2) Includes, options for 10,000 shares under the Directors Option Plan, and options for 50,000 shares granted under the Management Incentive Plan, options for 10,000 shares granted under a Stock Option Agreement of September 10, 1999, and options for 1,000,000 under the April 6, 2007 Stock Option Agreement.
- (3) Does not include 1,406,870 shares of Common Stock held by a charitable foundation (Missy Foundation) of which Deborah Fortescue-Merrin is a director. Includes options for 10,000 shares of Common Stock under the Directors Option Plan, options for 50,000 shares granted under the Management Incentive Plan, and options for 1,500,000 under the April 6, 2007 Stock Option Agreement.
- (4) Includes 10,000 shares under the Directors Option Plan, and options for 50,000 shares granted under the Management Incentive Plan, and options for 1,000,000 under the April 6, 2007 Stock Option Agreement.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**A. MAJOR SHAREHOLDERS**

As of December 31, 2009, there were 249 shareholders of record in the United States holding a total of 33,313,341 of the 87,467,288 outstanding common shares of the Company. The following persons or corporations beneficially owned directly or indirectly, or exercised control of greater than 5% of the issued and outstanding shares of the Company.

Name of Shareholders and Jurisdiction	Number of Shares Owned	Percentage of Total Outstanding*
CEDE & CO – United States**	11,294,984	12.86%
HARRAH'S INTERACTIVE INVESTMENT COMPANY	6,886,915	7.87%
Jiang Man Securities Ltd., Hong Kong	4,559,958	5.21%
Pebble Mill Investments Ltd., Hong Kong	4,413,560	5.05%
Galleria Ventures Inc., Grenada	4,398,740	5.03%

* Based upon 87,467,288 issued and outstanding common shares of the Company as of December 31, 2009

** Depository Trust Company holds shares on behalf of the beneficial owners whose identity is not known to the Company.

To the best of the Company's knowledge, there are no arrangements or agreements which would result in a change of control of the Corporation at a future date.

B. RELATED PARTY TRANSACTIONS

For the Period the aggregate compensation paid or accrued by the Company and its subsidiaries to any and all directors and officers was nil.

Through a related company the President of the Company provides consulting services to the Company. During the year ended December 31, 2009, the Company incurred \$42,000 in said consulting fees (2008: \$42,000).

As at the period end, the Company owed \$251,975 (2008: \$175,441) to companies controlled by relatives of the President. \$4,848 of this amount represents accumulated outstanding expense reimbursements for various office supplies, services, and computer related costs). The outstanding is included within the accounts payable, accrued liabilities accounts and Notes Payable. There is no formal, nor written, contractual arrangement pertaining to this outstanding balance.

As at December 31, 2009, the Company owes \$5,000 (2008: \$5,000) to a company controlled by the President of the Company for cash advances which bear interest at 10% per annum, is unsecured, and due on January 1, 2011.

As at December 31, 2009, the Company owes \$30,935 (2008: \$7,500) to a company controlled by the father of the President of the Company for cash advances which bear interest at 10% per annum and is unsecured. \$7,500 is due on demand, \$15,000 is due on March 1, 2010, and \$8,435 is due on March 15, 2010.

C. INTERESTS OF EXPERTS AND COUNSEL

Not Applicable

ITEM 8. FINANCIAL INFORMATION**A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION**

CCL's Audited Financial Statements for the year ended December 31, 2009 are included in Item 17 of this Annual Report.

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At December 31, 2008, the Company had not yet achieved profitable operations, has accumulated losses of \$70,296,103 since its inception and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company will require additional financing in order to meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future, particularly in light of current global economic conditions. Accordingly, these financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a

going concern. If the going concern assumption was not used then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these financial statements.

B. LEGAL PROCEEDINGS;

CCL retained legal counsel in the matter of the termination, effective April 22, 2001, by eFlyte, LLC as the managers of the Sky Play® business, and subsequent actions by eFlyte, LLC and its principals. In December 2002, the CCL initiated legal arbitration proceedings for breach of contract under the provisions of the management agreement with eFlyte, LLC. In December 2003, a final date for the arbitration hearing was set for March 9 through 12th, 2004. On March 11, 2004, the parties reached an agreement in principle whereby the Arbitration Process was resolved pursuant to a Confidential Settlement Agreement. This agreement was completed on April 23, 2004.

On November 27, 2006, the Company was named as a defendant in a lawsuit whereby the plaintiffs are claiming damages against the Company with respect to investments totaling \$339,488 that the plaintiffs invested in a California company with no relationship to the Company. The plaintiffs are seeking compensatory damages of \$1,018,464, which is treble the amount of their investments, as well as related attorney's fees. The Company filed a motion to dismiss for lack of personal jurisdiction during 2006.

On August 9, 2007 the court denied the Company's motion to dismiss for the reason that the Company's contacts with the State of Texas are sufficient for the court to assert specific personal jurisdiction over them.

On March 9, 2009, the case was called to trial before a jury. The jury heard the evidence and returned a verdict in the Company's favour. The Plaintiffs were entitled to receive nothing from the Company. The Court accepted the jury's verdict. On April 16, 2009 the Court Issued the Judgment confirming to the verdict of the jury. After the judgment is signed, the Plaintiffs have the opportunity to appeal. As of December 31, 2009 no such appeal has been filed.

To the date of this Document, the Company has incurred legal fees of \$59,743. Naturally, this does not include the travel costs, time and effort, stress and strain on all – the shareholders, the officers and directors. Not all these funds were internally available. Related Parties were called upon to assist the funding.

C. DIVIDEND POLICY

There have been no dividends paid to common stockholders since the inception of the Company on January 28, 1981. The Company currently intends to retain any earnings it may achieve for use in its business, and therefore does not anticipate paying any cash dividends in the foreseeable future. Any future determination to pay cash dividends will be made by the Board of Directors in light of the earnings, financial position, capital requirements, credit agreements and such other factors as the Board of Directors deems relevant.

D. SIGNIFICANT CHANGES

On January 10, 2010 Japan Airlines applied for court protection under the Japanese Corporate Rehabilitation Law (the Japanese equivalent of the U.S. Chapter 11 Bankruptcy). The Company's client, JALUX Inc., is the airline's procurement business subsidiary. It provides the airline with all its in-flight supplies and the inflight entertainment.

The Company has been informed of Japan Airlines' airplane retirements, resulting in a reduced demand for Sky Play.

ITEM 9. THE OFFER AND LISTING

A. LISTING DETAILS

Since May 2007, the company's shares have traded on both the NASDAQ OTC Bulletin Board (OTCBB) and the Pink Sheets under the symbol "CTORF". Since August 3rd, 2005, the Company's Common Shares have traded on the Pink Sheets under the symbol "CTORF". Prior to August 3rd, 2005 and since October 16, 2000 the Company's Common Shares have traded on the OTC Bulletin Board under the symbol "CTORF". Prior to October 16, 2000 and since March 25, 1999, the Company's Common Shares had traded on the OTC Bulletin Board under the symbol "IELSF." From July 8, 1997 until March 24, 1999, the Company's Common Shares had been traded on the NASDAQ SmallCap Market under the symbol "IELSF." From March 1, 1994 until July 8, 1997, the Company's Common Shares traded on the NASDAQ SmallCap Market under the symbol "SKYGF." Prior to March 1, 1994, there was no trading market for the securities of the Company in the United States the Company's common shares were traded on the Vancouver Stock Exchange under the symbol "CEV" until voluntarily de-listed by the Company on December 30, 1994,

On October 5, 1998, the Company was notified by NASDAQ that the Company's shares had failed to maintain a bid price greater than or equal to \$1.00 per share for the prior thirty consecutive trading days and were therefore subject to delisting. The delisting was effective on March 24, 1999.

The table below sets forth, for the periods indicated the reported high and low closing prices of the Common Stock as reported by the NASDAQ SmallCap and OTC Bulletin Board Markets.

Last Six Calendar Months:

Last Six Calendar Months		
	High	Low
April 2010	\$0.010	\$0.004
March 2010	\$0.006	\$0.005
February 2010	\$0.005	\$0.005
January 2010	\$0.005	\$0.003
December 2009	\$0.003	\$0.003
November 2009	\$0.003	\$0.003

Each fiscal quarter within the last two years,

	Twelve Months Ended			
	December 31, 2009		December 31, 2008	
	High	Low	High	Low
First Quarter	\$0.0050	\$0.0005	\$0.042	\$0.030
Second Quarter	\$0.0025	\$0.0050	\$0.060	\$0.026
Third Quarter	\$0.0200	\$0.0020	\$0.028	\$0.025
Fourth Quarter	\$0.0030	\$0.0030	\$0.026	\$0.001

Last Five Full Financial Years

Last Five Full Financial Years		
	High	Low
2009	\$0.0200	\$0.0005
2008	\$0.0420	\$0.000
2007	\$0.1200	\$0.0200
2006	\$0.6000	\$0.0260
2005	\$0.0700	\$0.0250

ITEM 10. ADDITIONAL INFORMATION**A. SHARE CAPITAL**

No shares were issued during the year ended December 31, 2009. By Agreements dated March 7, 2006, the Company issued 484,000 common shares at \$0.25 to settle accounts payable of \$121,000 (\$100,769 included in accounts payable at December 31, 2005) and 299,328 common shares at \$0.25 to settle dividends payable outstanding at December 31, 2005, of \$74,832.

The Class A Preferred shares are non-voting and are convertible at any time into common shares at the option of the holder. The number of common shares will be determined by dividing \$1,000 per share of Class A Preferred shares, plus any accrued and unpaid dividends thereon by a conversion price equal to 60% of the market price. Dividends on the Class A Preferred shares are cumulative and payable quarterly at an annual dividend rate of 9%. CCL, at its option, may redeem the Class A Preferred shares, in whole or in part, at any time and from time to time, at a redemption price of \$1,000 per share, plus any accrued and unpaid dividends thereon. CCL is not required to redeem the Class A Preferred shares.

In 1997, CCL exchanged a promissory note in the amount of \$2,737,000 for 2,737 Class A Preference shares at \$1,000 per share. In 1998, CCL redeemed 500 of the Class A Preference shares at their redemption price of \$1,000 per share. As of December 31, 2007 and 2006, 2,237 Class A Preferred stock remained outstanding.

Dividends on the Class A Preferred shares for the years ended December 31, 2007 and 2006 were \$390,028 and \$357,824, respectively. They remain unpaid and are in arrears.

Under US GAAP, effective June 30, 2001, the Company was required to bifurcate the conversion feature of the preferred shares as a derivative liability pursuant to the provisions of Statement of Financial Accounting Standards ("SFAS") No. 133 "Accounting for Derivative Instruments and Hedging Activities" and Emerging Issues Task Force Issue No. 00-19, "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock". In accordance with these provisions, the Company calculated the fair value of the derivative liability as at June 30, 2001, the effective date of SFAS 133, and re-measured its fair value at each subsequent financial statement date with the changes in fair value recorded in the Company's statement of operations. The discount resulting from bifurcating the derivative liability from the preferred shares was fully accreted by a charge to accumulated deficit on the initial date of the measurement of the derivative liability

Under US GAAP, for financial statement presentation purposes, the balance of the preferred shares is reflected on the balance as temporary equity because the ability to issue common shares in the event of a preferred share conversion is not within the control the Company.

Under US GAAP, as a result of its re-measurement, the derivative liability as at December 31, 2007 is recorded at a value of \$3,432,243 (2007: \$3,148,822) and the change in fair value of the derivative liability charged to the statement of operations for the year ended December 31, 2008 was \$283,421. In the year ended December 31, 2007, the charge resulting from the change in fair value of the derivative liability was \$260,019 (2006: \$(188,661))

B. MEMORANDUM AND ARTICLES OF ASSOCIATION

This information has been reported previously. See exhibits 3.i(a), 3.i(b), 3.ii (detailed below) – Incorporated by reference.

- 3.i(a) Articles of Incorporation (Yukon Territory). (Incorporated by reference to Exhibit 1.1 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on October 12, 1993.)
- 3.i(b) Certificate of Continuance (Bermuda). (Incorporated by reference to Exhibit 1.2 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on September 16, 1996.)
- 3.ii Bye-Laws as amended. (Incorporated by reference to the same numbered exhibit to the Registrant's Annual Report on Form 10-K/A No. 2 as filed with the SEC on July 8, 1998.)

C. MATERIAL CONTRACTS

Not Applicable

D. EXCHANGE CONTROLS

An exempted company is classified as non-resident in Bermuda for exchange control purposes by the Bermuda Monetary Authority ("BMA"). Accordingly, the Company may convert currency (other than Bermudian currency) held for its account to any other currency without restriction.

Persons, firms or companies regarded as residents of Bermuda for exchange control purposes require specific consent under the Exchange Control Act 1972 of Bermuda, and regulations there under, to purchase or sell shares or warrants of the Company which are regarded as foreign currency securities by the BMA. Before the Company can issue any further shares or warrants, the Company must first obtain the prior written consent of the BMA.

E. TAXATION

The following paragraphs set forth, in general terms, certain United States and Bermudian income tax considerations in connection with the ownership of common shares of the Company. The tax considerations relevant to the ownership of common shares of the Company are complex, and the tax consequences of such ownership may vary depending on the individual circumstances of the shareholder. Accordingly, each shareholder and prospective shareholder is urged to consult his own tax advisor with specific reference to the tax consequences of share ownership in his own situation. In addition, there may be relevant state, provincial or local income tax considerations which are not discussed.

United States Federal Income Tax Considerations

Passive Foreign Investment Company: Because substantially all of the Company's recent income has consisted of interest, the Company believes that it presently constitutes a passive foreign investment company (a "PFIC") within the meaning of (S) 1295 of the Internal Revenue Code of 1986, as amended. A foreign corporation is a PFIC if 75% or more of its gross income for the taxable year is from passive sources such as interest and dividends, or if the average percentage of its assets during the year that produce passive income is at least 50%.

Certain adverse tax consequences apply to U.S. persons who are shareholders of a PFIC. Specifically, U.S. shareholders of a PFIC are subject to maximum rates of tax plus an interest charge on "excess distributions," which includes gain on the sale of PFIC shares as well as certain distributions. The interest charge is based upon the value of the deemed tax deferral, and on the assumption that the excess distribution was earned pro rata over the shareholder's holding period. In addition, a U.S. shareholder who uses PFIC stock as security for a loan is treated as having disposed of the stock; a transfer of the PFIC stock may fail to qualify for non-recognition treatment that would otherwise be available; special foreign tax credit limitations will apply to a U.S. shareholder with respect to earnings of the PFIC; a U.S. shareholder will not be entitled to a basis step-up in the basis of PFIC stock at death; and the Company will continue to be treated as a PFIC throughout a U.S. shareholder's holding period, even if it no longer satisfies the income or asset tests for a PFIC described above.

The foregoing adverse tax consequences, other than the loss of the step-up in basis at death, generally will not apply if (i) the U.S. shareholder has elected to treat the PFIC as a qualified electing fund ("QEF") for each taxable year in the shareholder's holding period beginning after December 31, 1986 for which the Company was a PFIC, and (ii) the Company complies with reporting requirements to be prescribed by the IRS. In general U.S. shareholders of a QEF are taxable currently on their pro rata share of the QEF's ordinary income and net capital gain, unless they elect to defer payments of tax on amounts included in income for which no distribution has been received, subject to an interest charge on the tax deferral.

THE QEF ELECTION FOR A TAXABLE YEAR MUST BE FILED BY THE DUE DATE (PLUS EXTENSIONS) FOR FILING THE U.S. SHAREHOLDER'S INCOME TAX RETURN FOR THE YEAR. A U.S. shareholder makes the election by filing a "Shareholder Election Statement," a "PFIC Annual Information Statement" and Form 8621 with its tax return. A copy of the Shareholder Election Statement must also be filed with the IRS Center in Philadelphia.

If the Company has been a PFIC for a taxable year beginning after December 31, 1986 which includes any portion of a U.S. shareholder's holding period, the U.S. shareholder may still make a QEF election for the Company and, if so, may also elect to recognize any gain inherent in the shareholder's PFIC stock, as of at the beginning of the first year in which the Company becomes a QEF, as an excess distribution. A U.S. shareholder who makes this gain-recognition election will thereafter not be subject to the tax regime for excess distributions described above.

For so long as the Company remains a PFIC, the Company intends to comply with the reporting requirements that will be prescribed in Treasury Regulations, and to make available to its U.S. shareholders upon request a PFIC Annual Information Statement to enable them to make QEF elections.

Gain on Disposition; Distributions. Under certain limited circumstances, non-U.S. shareholders will be subject to U.S. federal income taxation at graduated rates upon gain or dividends, if any, with respect to their common shares, if such gain or income is treated as effectively connected with the conduct of the recipient's U.S. trade or business. Dividends, if any, paid to U.S. persons will be generally subject to U.S. federal ordinary income taxation, except for dividends of earnings that were previously taxed under the QEF rules discussed above. Dividends will not be eligible for the deduction for dividends received by corporations (unless such corporation owns by vote and value at least 10% of the stock of the Company, in which case a portion of such dividends may be eligible for such deduction). U.S. persons will be entitled, subject to various limitations including the so-called "basket limitations," to a credit for Canadian federal income tax withheld from such dividends.

Foreign Personal Holding Company and Controlled Foreign Company: The Company would be a foreign personal holding company ("FPHC") for a taxable year if more than 50% of its total combined voting power or the total value of its stock were owned, actually or constructively, by five or fewer U.S. individuals and 60% or more of its gross income were derived from passive sources such as interest or dividends. The Company would be a controlled foreign corporation ("CFC") if more than 50% of the voting power or value of its stock were owned, directly or indirectly, by U.S. persons each of whom own 10% or more of the voting power of the Company's stock. The Company does not believe that it is an FPHC or a CFC. If the Company were, or were to become, an FPHC or a CFC, some or all U.S. shareholders would be required to include in their taxable income certain undistributed amounts of the Company's income.

Reporting: Any U.S. person who owns 5% or more in value of the stock of the Company may be required to file IRS Form 5471 with respect to the Company and its non-U.S. subsidiaries and to report certain acquisitions or dispositions of the stock of the Company. Annual filings of Form 5471 would be required from any U.S. person owning 50% or more of the stock of the Company or, if the Company were an FPHC or a CFC, from certain U.S. persons owning 10% or more of the stock of the Company. U.S. shareholders of the Company while it is a PFIC must file Form 8621 with the IRS.

Bermudian Income Tax Considerations

Under present Bermuda law, no withholding tax on dividends or other distributions, nor any Bermuda tax computed on profits or income or on any capital asset, gain or appreciation will be payable by the Company on its operations, nor is there any Bermuda tax in the nature of estate duty or inheritance tax applicable to shares, debentures or other obligations of the Company. Furthermore, upon continuance of the Company in Bermuda, the Minister of Finance (Bermuda) gave the usual assurance under the Exempted Undertakings Tax Protection Act 1966 of Bermuda that no such taxes shall be so applicable until March 28, 2016, although this assurance will not prevent the imposition of any Bermuda tax payable in relation to any land in Bermuda leased or let to the Company or to persons ordinarily resident in Bermuda.

The Company is required to pay an annual Government fee (the "Government Fee"), which is determined on a sliding scale by reference to a company's authorized share capital and share premium account, with the minimum fee being BD \$1,680 and the maximum BD \$25,000 (the Bermuda dollar is treated at par with the U.S. dollar). The Government Fee is payable at the end of December in every year and is based on the authorized share capital and share premium account as they stood at August 31 in the preceding year.

Canadian Income Tax Considerations

Through the Company's President, who resides in Canada, the Company may be subject to Canadian Corporate Income Tax. The Company has never filed any tax returns in Canada, and maybe subject to interest and penalties.

F. DIVIDENDS AND PAYING AGENTS

Not applicable

G. STATEMENT BY EXPERTS

Not Applicable

H. DOCUMENTS ON DISPLAY

The documents described herein may be inspected at the Company's Registered Office during normal business hours, at:

Floor Two
73 Front Street
Hamilton
Islands of Bermuda HM12

I. SUBSIDIARY INFORMATION

Not applicable

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

Not Applicable

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITIY HOLDERS AND USE OF PROCEEDS

Not Applicable

ITEM 15. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Our principal executive officer and principal financial officer have reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures as of December 31, 2008. Based on that review and evaluation, the principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures were not effective.

(b) Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. All internal control systems, no matter how well designed, have inherent limitations and may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As at December 31, 2009, management assessed the effectiveness of our internal controls over financial reporting and concluded that such internal controls over financial reporting were not effective and that there were material weaknesses in our internal controls over financial reporting. The material weaknesses were lack of segregation of duties and limited technical level knowledge of more complex generally accepted accounting principles.

In light of the existence of these control deficiencies, management concluded that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the Company's internal controls.

(c) Attestation Report of Registered Public Accounting Firm

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in this Form 20F annual report.

(d) Changes in internal controls over financial reporting

There were no changes that occurred during the period covered by this Form 20-F, that materially affected, or are likely to materially affect our internal control over financial reporting.

ITEM 16. AUDIT COMMITTEE, CODE OF ETHICS, ACCOUNTANT FEES.

A. AUDIT COMMITTEE FINANCIAL EXPERT

The financial experience of Richard E. Fortescue, including his experience serving as a corporate and financial consultant and administrator to several public and private companies and his experience in actively supervising accountants, controllers and auditors determines that he is an audit committee financial expert within the meaning of the U.S. Sarbanes-Oxley Act of 2002. (See Item 6.C.3. in this report for further details on the Audit Committee.)

B. CODE OF ETHICS

On November 19, 2004, the Company adopted a written Code of Business Conduct and Ethics (the "Code") which applies to all of the Company's Directors, Officers and Employees. These standards have been adopted in order to promote the highest of ethical standards. A copy of the Code of Ethics is available at the Company's website at "www.creatorcapital.com".

In the event of an amendment or waiver from any provision in the Code of Ethics, such information will be disclosed in the Company's Annual Report.

C. AUDITOR'S FEES & SERVICES

Pre-approval policies and procedures: In accordance with the Sarbanes-Oxley Act of 2002, audit services and all non-audit services to be rendered by the Company's auditors, is approved in advance by CCL's Audit Committee. The Audit Committee is informed of each service actually rendered that was approved through its pre-approval process. The Audit Committee has authority pre-approve audit services up to a maximum cost of \$35,000 and individual non-audit services up to a maximum cost of \$5,000 per year. Amisano Hanson, Chartered Accountants, has serviced as the Company's principal accountant since 2004. In early 2008, Amisano Hanson merged with BDO Dunwoody LLP, Chartered Accountants, which continued as the Company's auditors to 2009. For the year ended December 31, 2009, Saturna Group Chartered Accountants LLP became the Company's Auditors.

(a) Audit fees	2009	2008
	\$ 15,000	\$ 41,863
(b) Non-audit-related fees	2009	2008
	\$ -	\$ -
(c) Tax fees - No compensation was paid to BDO Dunwoody nor to Amisano Hanson (predecessor independent auditors) for tax compliance, tax advice and tax planning in fiscal 2008 or 2007.	2009	2008
	\$ -	\$ -
(d) All other fees	2009	2008
	\$ -	\$ -

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

--- Not applicable ---

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

There have been no purchases of the Company's common shares by the Company or affiliated purchasers during the period covered by this report.

ITEM 17. FINANCIAL STATEMENTS

The Company's Consolidated Audited Financial Statements for the year ended December 31, 2009 have been audited by an accounting firm registered with the PCAOB. The Company's consolidated financial statements are stated in U.S. dollars (US\$) and are prepared in accordance with Canadian generally accepted accounting principles.

A. Financial Statements

Consolidated Balance Sheets as at December 31, 2009 and December 31, 2008.

Consolidated Statements of Operations for:

Year Ended December 31, 2009

Year Ended December 31, 2008

Year Ended December 31, 2007

Consolidated Statements of Shareholder's Equity (Deficit)

December 31, 2006 through December 31, 2009

Consolidated Statements of Cash Flows

Year Ended December 31, 2009

Year Ended December 31, 2008

Year Ended December 31, 2007

Notes to Consolidated Financial Statements

CREATOR CAPITAL LIMITED

Consolidated Financial Statements

Years Ended December 31, 2009, 2008 and 2007

(Expressed in U.S. dollars)



1066 West Hastings Street, Suite 2000
Vancouver, BC Canada V6E 3X2

AUDITORS' REPORT

To the Shareholders of
Creator Capital Limited

We have audited the consolidated balance sheet of Creator Capital Limited as at December 31, 2009 and the consolidated statements of operations, comprehensive loss, shareholders' deficit, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance 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.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2009 and the results of its operations and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.

The consolidated financial statements as at December 31, 2008 and for the years ended December 31, 2008 and 2007 were audited by other auditors who expressed an opinion without reservation on those statements in their audit report dated April 29, 2009.

/s/ SATURNA GROUP CHARTERED ACCOUNTANTS LLP

Saturna Group Chartered Accountants LLP

Vancouver, Canada

April 28, 2010

Comments by Auditors for U.S. Readers on Canada-U.S. Reporting Differences

In the United States, reporting standards for auditors require the addition of an explanatory paragraph (following the opinion paragraph) when the financial statements are affected by conditions and events that cast substantial doubt on the Company's ability to continue as a going concern, such as those described in Note 1 to the financial statements. Our report to the shareholders dated April 28, 2010 is expressed in accordance with Canadian reporting standards which do not permit a reference to such events and conditions in the auditors' report when these are adequately disclosed in the financial statements.

/s/ SATURNA GROUP CHARTERED ACCOUNTANTS LLP

Saturna Group Chartered Accountants LLP

Vancouver, Canada

April 28, 2010

CREATOR CAPITAL LIMITED

Consolidated balance sheets
As at December 31, 2009 and 2008
(Expressed in U.S. dollars)

	2009	2008
	\$	\$
Assets		
Current Assets		
Cash	7,958	9,925
Accounts receivable	11,600	8,465
Prepaid expenses	—	1,338
	19,558	19,728
Liabilities and Shareholders' Deficit		
Current Liabilities		
Accounts payable and accrued liabilities (Note 4)	347,519	316,938
Notes payable (Note 3)	104,322	104,322
Related party loans (Note 4)	35,935	12,500
Accrued dividends payable	3,550,633	3,086,796
Preferred shares (Note 5)	2,237,443	2,237,443
	6,275,852	5,757,999
Shareholders' Deficit		
Share capital	874,673	874,673
Contributed surplus	63,683,159	63,683,159
Deficit	(70,814,126)	(70,296,103)
	(6,256,294)	(5,738,271)
	19,558	19,728

Nature of operations and continuance of business (Note 1)

Contingent liability (Note 8)

Approved on behalf of the Board:

/s/ "Deborah Fortescue-Merrin"

Deborah Fortescue-Merrin, Director

/s/ "Anthony Clements"

Anthony Clements, Director

(The accompanying notes are an integral part of these consolidated financial statements)

CREATOR CAPITAL LIMITED

Consolidated statements of operations and comprehensive loss

Years ended December 31, 2009, 2008 and 2007

(Expressed in U.S. dollars)

	2009 \$	2008 \$	2007 \$
Revenue	59,380	55,160	63,870
Expenses			
Consulting fees (Note 4)	42,000	42,000	284,025
General and administrative (Note 4)	57,406	67,617	168,218
Professional fees	14,160	104,195	26,001
	113,566	213,812	478,244
Loss before other income (expense)	(54,186)	(158,652)	(414,374)
Other income (expense)			
Interest and other income	—	69	3,738
Preferred shares dividends	(463,837)	(425,131)	(390,028)
	(463,837)	(425,062)	(386,290)
Net loss and comprehensive loss for the year	(518,023)	(583,714)	(800,664)
Loss per share, basic and diluted	(0.01)	(0.01)	(0.01)
Weighted average shares outstanding	87,467,288	87,467,288	87,809,166

(The accompanying notes are an integral part of these consolidated financial statements)

CREATOR CAPITAL LIMITED

Consolidated statements of shareholders' deficit
 Years ended December 31, 2009, 2008 and 2007
 (Expressed in U.S. dollars)

	Common shares		Contributed surplus	Deficit	Total
	Number of shares	Amount			
	\$	\$	\$	\$	\$
Balance, December 31, 2006	88,053,365	880,534	63,356,903	(68,911,725)	(4,674,288)
Shares returned to treasury	(586,077)	(5,861)	5,861	—	—
Stock-based compensation	—	—	320,395	—	320,395
Net loss for the year	—	—	—	(800,664)	(800,664)
Balance, December 31, 2007	87,467,288	874,673	63,683,159	(69,712,389)	(5,154,557)
Net loss for the year	—	—	—	(583,714)	(583,714)
Balance, December 31, 2008	87,467,288	874,673	63,683,159	(70,296,103)	(5,738,271)
Net loss for the year	—	—	—	(518,023)	(518,023)
Balance, December 31, 2009	87,467,288	874,673	63,683,159	(70,814,126)	(6,256,294)

(The accompanying notes are an integral part of these consolidated financial statements)

CREATOR CAPITAL LIMITED

Consolidated statements of cash flows

Years ended December 31, 2009, 2008 and 2007

(Expressed in U.S. dollars)

	2009 \$	2008 \$	2007 \$
Cash provided by (used in):			
Operating activities			
Net loss for the year	(518,023)	(583,714)	(800,664)
Items not involving cash:			
Preferred shares dividends	463,837	425,131	390,028
Stock-based compensation	—	—	320,395
Changes in non-cash operating working capital:			
Accounts receivable	(3,135)	(2,020)	(1,080)
Prepaid expenses	1,338	(529)	4,659
Accounts payable and accrued liabilities	30,581	168,752	81,692
	(25,402)	7,620	(4,970)
Financing activities			
Repayment of notes payable	—	(5,000)	—
Advances from related parties	23,435	—	—
	23,435	(5,000)	—
Increase (decrease) in cash	(1,967)	2,620	(4,970)
Cash, beginning of year	9,925	7,305	12,275
Cash, end of year	7,958	9,925	7,305

(The accompanying notes are an integral part of these consolidated financial statements)

CREATOR CAPITAL LIMITED

Notes to the consolidated financial statements

Years ended December 31, 2009, 2008 and 2007

(Expressed in U.S. dollars)

1. Nature of Operations and Continuance of Business

Creator Capital Limited (the "Company") is a Bermuda company whose shares trade on the TSX Venture Exchange. The Company provides in-flight gaming and entertainment software and services by developing, implementing and operating or licensing computerized video gaming and other entertainment software on, but not limited to, the aircraft of international commercial air carriers. Gaming software is marketed using the name Sky Games® and the entertainment software is marketed using the name Sky Play®.

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. As at December 31, 2009, the Company had not yet achieved profitable operations, has a working capital deficit of \$6,256,294, has accumulated losses of \$70,814,126 since its inception and expects to incur further losses in the development of its business, all of which cast substantial doubt about the Company's ability to continue as a going concern. The Company will require additional financing in order to meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future, particularly in light of current global economic conditions. Accordingly, these financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern.

2. Significant Accounting Policies**(a) Basis of Presentation**

The consolidated financial statements of the Company are prepared in accordance with Canadian generally accepted accounting principles and are stated in U.S. dollars. These financial statements include the accounts of the Company and its inactive wholly-owned subsidiaries, Creator Capital (Nevada) Inc and Creator Island Equities Inc. All significant inter-company balances and transactions have been eliminated on consolidation.

(b) Newly Adopted Accounting Policies

In February 2008, the Accounting Standard Board ("AcSB") issued CICA Handbook Section 3064, "Goodwill and Intangible Assets", which replaces Section 3062, "Goodwill and Intangible Assets", and Section 3450, "Research and Development Costs". Section 3064 establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets. This standard was adopted on January 1, 2009 and it did not have a material effect on the Company's financial statements.

In June 2009, the AcSB issued an amendment to CICA Handbook Section 3862, "Financial Instruments – Disclosures", to provide improvements to fair value and liquidity risk disclosures. The amendment applies to the Company's fiscal year ending December 31, 2009. The standard requires the Company to categorize its financial assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs used in the measurement. Level one includes unadjusted quoted prices in active markets for identical assets and liabilities. Level two includes inputs that are observable other than quoted prices included in level one. Level three includes inputs that are not based on observable market data.

(c) Use of Estimates

The preparation of the financial statements in conformity with Canadian generally accepted accounting principles requires the Company's management to make estimates and assumptions that affect the amounts reported in the financial statements and the related notes to the financial statements. Significant financial statement items which involve the use of estimates include the collectability of accounts receivable, stock-based compensation and future income tax asset valuation allowances. Actual results could differ from those estimates.

(d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents.

CREATOR CAPITAL LIMITED

Notes to the consolidated financial statements
Years ended December 31, 2009, 2008 and 2007
(Expressed in U.S. dollars)

2. Significant Accounting Policies (Continued)**(e) Income Taxes**

The Company follows the asset and liability method of accounting for income taxes. Future income taxes assets and liabilities are recognized for the estimated future tax consequences attributable to difference between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases ("temporary differences") and loss carry forwards. When necessary, a valuation allowance is recorded to reduce income tax assets to an amount where realization is more likely than not. Future income tax assets and liabilities are measured using enacted or substantively enacted tax laws and rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on future income tax assets and liabilities of a change in rates is recognized in the period that included the date of enactment or substantive enactment.

(f) Foreign Currency Translation

Monetary assets and liabilities of integrated operations and other monetary assets and liabilities denominated in foreign currencies are translated to U.S. dollars at exchange rates in effect at the balance sheet date. Non-monetary assets and liabilities are translated at transaction date rates. Revenue and expenses are translated at average rates for the period. Foreign exchange gains and losses are included in the results of operations.

(g) Financial Instruments

The Company classifies all financial instruments as either held-for-trading, available-for-sale, held-to-maturity, loans and receivables or other financial liabilities. Financial instruments are required to be measured at fair value on initial recognition. Measurement in subsequent periods depends on the financial instruments classification. Held-for-trading instruments are measured at fair value with unrealized gains and losses recognized in results of operations. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Instruments held-to-maturity, loans and receivables and other financial liabilities are measured at amortized cost.

The Company has classified its cash as held-for-trading. Receivables are classified as loans and receivables. Accounts payable and accrued liabilities, notes payable, amounts due to related parties, accrued dividends payable, and preferred stock are classified as other financial liabilities.

(h) Revenue Recognition

The Company recognizes revenues when the following criteria are met: persuasive evidence of an agreement exists, delivery has occurred, the price to the buyer is fixed and determinable, and collectability is reasonably assured. Revenue for Sky Play is recognized each month for a license fee on a per-game usage basis as the above criteria have been met.

(i) Loss Per Share

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share. Stock options, share purchase warrants, and other equity instruments are dilutive when the average market price of the common shares during the period exceeds the exercise price of the options, warrants and other equity instruments. As the Company has recorded a loss in each of the periods presented, basic and diluted loss per share are the same since the exercise of options or conversion of preferred shares would reduce the loss per share.

(j) Comprehensive Loss

Section 1530 establishes standards for the reporting and display of comprehensive income. The Company's does not have any items representing comprehensive income or loss.

CREATOR CAPITAL LIMITED

Notes to the consolidated financial statements
 Years ended December 31, 2009, 2008 and 2007
 (Expressed in U.S. dollars)

2. Significant Accounting Policies (continued)**(k) Stock-based Compensation**

The Company recognizes stock-based compensation expense in accordance with CICA Handbook Section 3870, "Stock-Based Compensation and Other Stock-Based Payments". When stock or stock options are issued to employees, compensation expense is recognized based on the fair value of the stock or stock options issued on the date of grant, over the vesting period of the stock or stock options. Stock-based payments to non-employees are measured at the fair value of the consideration received, or the fair value of the equity instruments issued, or liabilities incurred, whichever is more reliably measurable. The fair value of stock-based payments to non-employees is periodically re-measured until counterparty performance is complete, and any change therein is recognized over the period and in the same manner as if the Company had paid cash instead of paying with or using equity instruments. The cost of stock-based payments to non-employees that are fully vested and non-forfeitable at the grant date is measured and recognized at that date. On the exercise of stock options, share capital is credited for consideration received and for fair value amounts previously credited to contributed surplus.

(l) Future Changes in Accounting Standards

In January 2009, the Accounting Standards Board ("AcSB") issued CICA Handbook Sections 1582, "Business Combinations", 1601, "Consolidated Financial Statements" and 1602, "Non-controlling Interests" which replace CICA Handbook Sections 1581, "Business Combinations" and 1600, "Consolidated Financial Statements". Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1582 is applicable for the Company's business combinations with acquisition dates on or after January 1, 2011. Early adoption of this section is permitted. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. Section 1601 is applicable for the Company's interim and annual consolidated financial statements for its fiscal year beginning January 1, 2011. Early adoption of this section is permitted and all three sections must be adopted concurrently. The adoption of these sections is not expected to have a material effect on the Company's consolidated financial statements.

In February 2008, the AcSB confirmed that public companies will be required to prepare interim and annual financial statements under International Financial Reporting Standards ("IFRS") for fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. Management is currently assessing the impact of adopting IFRS and it has not yet determined its effect on the Company's financial statements.

(m) Reclassifications

Certain of the figures presented for comparative purposes have been reclassified to conform to the presentation adopted in the current period.

3. Notes Payable

	2009	2008
	\$	\$
<hr/>		
Unsecured, bearing interest at 0.6% (2008: 2.65%),		
being the average 1-year Treasury yield rate	4	4
Unsecured and non-interest bearing	20,000	20,000
Unsecured and non-interest bearing	4	4
	<hr/>	<hr/>
	104	104
	<hr/>	<hr/>

These notes are past due and, consequently, are classified as current liabilities.

CREATOR CAPITAL LIMITED

Notes to the consolidated financial statements
 Years ended December 31, 2009, 2008 and 2007
 (Expressed in U.S. dollars)

4. Related Party Transactions

- (a) During the year ended December 31, 2009, \$24,000 (2008 – \$23,000, 2007 - \$24,000) was paid to a company controlled by a relative of the President of the Company for accounting services included in general and administrative expenses.
- (b) During the year ended December 31, 2009, \$42,000 (2008 - \$42,000, 2007- \$42,000) was paid to a company controlled by a relative of the President of the Company for consulting fees.
- (c) As at December 31, 2009, included in accounts payable and accrued liabilities is \$251,975 (2008 – \$175,441) owing to companies controlled by relatives of the President of the Company and a company controlled by the President of the Company for unpaid fees and expenses.
- (d) As at December 31, 2009, the Company owes \$5,000 (2008 - \$5,000) to a company controlled by the President of the Company for cash advances which bear interest at 10% per annum, is unsecured, and due on January 1, 2011.
- (e) As at December 31, 2009, the Company owes \$30,935 (2008 – \$7,500) to a company controlled by the father of the President of the Company for cash advances which bear interest at 10% per annum and is unsecured. \$7,500 is due on demand, \$15,000 is due on March 1, 2010, and \$8,435 is due on March 15, 2010.

All of the above transactions have been in the normal course of operations and have been recorded at their exchange amounts, which are the amounts agreed upon by the transacting parties.

5. Preferred Shares

Authorized:

3,000 Class A preferred shares, \$0.01 par value
 5,000,000 Class B preferred shares, \$0.01 par value

The Class A preferred shares are non-voting and are convertible at any time into common shares at the option of the holder. The number of common shares will be determined by dividing \$1,000 per share of Class A preferred shares, plus any accrued and unpaid dividends thereon by a conversion price equal to 60% of the market price. Dividends on the Class A preferred shares are cumulative and payable quarterly at an annual dividend rate of 9%. The Company, at its option, may redeem the Class A preferred shares, in whole or in part, at any time and from time to time, at a redemption price of \$1,000 per share plus any accrued and unpaid dividends thereon. The Company is not required to redeem the Class A preferred shares.

In 1997, the Company exchanged a promissory note in the amount of \$2,737,443 for 2,737 Class A preference shares at \$1,000 per share. The Class A preferred shares are non-voting and are convertible at any time into common shares at the option of the holder. The number of common shares will be determined by dividing \$1,000 per share of Class A preferred shares, plus any accrued and unpaid dividends thereon by a conversion price equal to 60% of the market price of the common shares at the time of conversion. Dividends on the Class A preferred shares compounding, are cumulative and are payable quarterly at an annual dividend rate of 9%. The Company is not required to redeem the Class A preferred shares, however it may, at its option, redeem the Class A preferred shares, in whole or in part, at any time at a redemption price of \$1,000 per share plus any accrued and unpaid dividends thereon.

The shares include a "make whole" clause such that if the aggregate value of:

1. the common shares issued on conversion (at the market price upon conversion),
2. the common shares issuable upon further potential conversions (at the prevailing market price),
3. the proceeds of any redemptions received on preferred shares, and
4. the proceeds received from the sale of common shares issued on conversion

is less than the redemption amount of the preferred shares, the Company is obligated to either:

1. issue additional common shares, or
2. to repurchase all common shares and preferred shares previously issued to the holder for an amount equal to the redemption value of the preferred shares less any prior redemption proceeds.

In 1998, the Company redeemed 500 of the Class A preferred shares at their redemption price of \$1,000 per share. As at December 31, 2009 and 2008, 2,237 Class A preferred shares remained outstanding.

CREATOR CAPITAL LIMITED

Notes to the consolidated financial statements
 Years ended December 31, 2009, 2008 and 2007
 (Expressed in U.S. dollars)

5. Preferred Shares (Continued)

The Company presents the preferred shares in accordance with CICA 3860, "Financial Instrument – Disclosure and Presentation". The instrument meets the definition of a financial liability because the Company has the contractual obligation to either deliver a fixed amount or settle the obligation by delivering a variable number of its own equity instrument.

6. Common Shares

Authorized: 100,000,000 common shares, \$0.01 par value

On August 7, 2007, 586,077 shares were returned to the treasury. The shares were originally issued to the Company's consultant as consideration of the consulting services in 1997; however, the agreement was never operational and the consultant offered to annul the consulting agreement and return the shares to the Company for cancellation.

7. Stock Options

On April 6, 2007, the Company granted 6,950,000 stock options to directors, officers, and consultants at a price of \$0.25 per share expiring on April 6, 2012.

The following table summarizes the continuity of the Company's stock options:

	Number of options	Weighted average exercise price \$
Outstanding, December 31, 2006	440,000	0.59
Granted	6,950,000	0.25
Expired	(10,000)	3.69
Outstanding, December 31, 2007	7,380,000	0.27
Expired	(10,000)	3.69
Outstanding, December 31, 2008	7,370,000	0.26
Expired	(420,000)	0.46
Outstanding, December 31, 2009	6,950,000	0.25

Additional information regarding stock options outstanding as at December 31, 2009 is as follows:

Range of exercise prices \$	Outstanding and exercisable		
	Number of shares	Weighted average remaining contractual life (years)	Weighted average exercise price \$
0.25	6,950,000	2.26	0.25

During the year ended December 31, 2007, the Company recorded stock-based compensation of \$320,395, of which \$242,025 was recorded as consulting fees and \$78,370 recorded as general and administrative expenses.

The fair value of the stock options granted during the year ended December 31, 2007 was estimated using the Black-Scholes option pricing model assuming no expected dividends and the following weighted average assumptions:

	2007
Risk-free interest rate	3.43%
Expected life (in years)	5
Expected volatility	184%

CREATOR CAPITAL LIMITED

Notes to the consolidated financial statements
 Years ended December 31, 2009, 2008 and 2007
 (Expressed in U.S. dollars)

8. Contingent Liability

On November 27, 2006, the Company was named as a defendant in a lawsuit whereby the plaintiffs were claiming damages against the Company with respect to investments totalling \$339,488 that the plaintiffs had invested in a California company affiliated with ETV Channels on Demand, Inc. which had no contractual relationship with the Company. The plaintiffs were seeking compensatory damages of \$1,018,464 as well as related attorney's fees. The Company filed a motion to dismiss for lack of personal jurisdiction during 2006.

On August 9, 2007, the court denied the Company's motion to dismiss for the reason that the Company's contacts with the State of Texas were sufficient for the court to assert specific personal jurisdiction over them.

On March 9, 2009, the case was called to trial before a jury. The jury heard the evidence and returned a verdict in favor of the Company. The plaintiffs were entitled to receive nothing from the Company and the court accepted the verdict of the jury. The Company presented a judgment, which conforms to the verdict of the jury, to the Court for signature. After the judgment was signed, the plaintiffs had the opportunity to appeal but that opportunity has since expired.

9. Financial Instruments and Risks**(a) Classification of Financial Instruments**

The Company has classified its financial instruments as follows:

	December 31, 2009 \$	December 31, 2008 \$
Financial assets:		
Held for trading, measured at fair value:		
Cash	7,958	9,925
Loans and receivables, measured at amortized cost:		
Accounts receivable	11,600	8,465
Financial liabilities, measured at amortized cost:		
Accounts payable and accrued liabilities	347,519	316,938
Notes payable	104,322	104,322
Related party loans	35,935	12,500
Accrued dividends payable	3,550,633	3,086,796
Preferred shares	2,237,443	2,237,443
	6,275,852	5,757,999

(b) Fair Values

The fair values of financial instruments, which include cash, amounts receivable, accounts payable and accrued liabilities, notes payable, related party loans, accrued dividends payable, and preferred shares approximate their carrying values due to the relatively short-term maturity of these instruments.

As at December 31, 2009, the fair value of financial instruments measured on a recurring basis includes cash determined based on level one inputs, consisting of quoted prices in active markets for identical assets.

(c) Concentrations

For the year ended December 31, 2009, the Company derived 100% (2008 – 97%, 2007 – 99%) of its revenue from two customers.

CREATOR CAPITAL LIMITED

Notes to the consolidated financial statements
Years ended December 31, 2009, 2008 and 2007
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9. Financial Instruments and Risks (Continued)**(d) Credit Risk**

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and accounts receivable. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure. The Company reduces its credit risk on accounts receivable by monitoring accounts frequently. As at December 31, 2009, the Company is not exposed to any significant credit risk.

(e) Foreign Exchange Rate Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. As at December 31, 2009, all of the Company's cash is held in US dollars, the Company's functional currency. The Company has no significant currency risk associated with its operations.

(f) Interest Rate Risk

The Company's cash contain highly liquid investments that earn interest at market rates. The Company manages its interest rate risk by maximizing the interest earned on excess funds while maintaining the liquidity necessary to fund daily operations. Fluctuations in market interest rates do not have a significant impact on the Company's results of operations due to the short term to maturity of the investments held.

(g) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

10. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital, contributed surplus, deficit and preferred shares.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is dependent on the capital markets and the existing sales to customers as its source of operating capital and the Company's capital resources are largely determined by the strength of the airline market and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. The Company's primary target market includes the Asian and Pacific Rim airlines. The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended December 31, 2008.

CREATOR CAPITAL LIMITED

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11. Segmented Information

Our chief operating decision maker reviews financial information presented on a consolidated basis, accompanied by geographic information about revenues by geographic region for purposes of making operating decisions and assessing financial performance. Accordingly, we have concluded that the Company has one reportable operating segment. Foreign revenues are based on the country in which the customer is located. The following is a summary of total revenues by geographic area for the years ended December 31, 2009, 2008, and 2007:

	2009	2008	2007
	\$	\$	\$
Asia	59,380	48,930	58,410
Middle East	—	6,230	5,460
	59,380	55,160	63,870

12. Income Taxes

The tax effect (computed by applying the Canadian federal and provincial statutory rate) of the significant temporary differences, which comprise future tax assets and liabilities, are as follows:

	2009 \$	2008 \$	2007 \$
Canadian statutory income tax rate	30.00%	31.00%	34.12%
Income tax recovery at statutory rate	155,000	181,000	273,000
Tax effect of:			
Permanent differences and other	—	—	(109,000)
Foreign income tax other than Canadian statutory rate	(141,000)	(162,000)	(141,000)
Change in enacted tax rates	—	(2,000)	—
Change in valuation allowance	(14,000)	(17,000)	(23,000)
Income tax provision	—	—	—

The significant components of future income tax assets and liabilities are as follows:

	2009 \$	2008 \$
Future income tax assets		
Non-capital losses carried forward	96,000	82,000
Valuation allowance	(96,000)	(82,000)
Net future income tax asset	—	—

As a Bermuda exempted company, the Company is not currently subject to income tax filing requirements in Bermuda. The Company currently maintains an office in Canada.

The Company has estimated accumulated non-capital losses of \$371,000 which may be carried forward to reduce taxable income in future years. As at December 31, 2009, the Company is in arrears on filing its statutory corporate income tax returns and the amounts presented above are based on estimates. The actual losses available could differ from these estimates.

CREATOR CAPITAL LIMITED

Notes to the consolidated financial statements
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13. Differences Between Generally Accepted Accounting Principles in Canada and the United States

The consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"), which differ in certain material respects with those principles and practices that the Company would have followed had its financial statements been prepared in accordance with accounting principles and practices generally accepted in the United States ("U.S. GAAP"). Material differences between Canadian and U.S. GAAP and their effect on the Company's financial statements are summarized below:

(a) Balance Sheets

	2009 \$	2008 \$
Total assets under Canadian and U.S. GAAP	19,558	19,728
Total liabilities under Canadian GAAP	6,275,852	5,757,999
Preferred shares	(2,237,443)	(2,237,443)
Derivative liabilities	3,744,085	3,437,541
Total liabilities under U.S. GAAP	7,782,494	6,958,097
Preferred shares	2,237,443	2,237,443
Total shareholders' deficit under Canadian GAAP	(6,256,294)	(5,738,271)
Increase in shareholders' deficit as result of derivative liabilities	(3,744,085)	(3,437,541)
Total shareholders' deficit under U.S. GAAP	(10,000,379)	(9,175,812)
Total liabilities and shareholders' deficit under U.S. GAAP	19,558	19,728

(b) Statements of Operations

	2009 \$	2008 \$	2007 \$
Net and comprehensive loss for the year under Canadian GAAP	(518,023)	(583,714)	(800,664)
Add: preferred shares dividend	468,837	425,131	390,028
Change in fair value of derivative liabilities	(306,544)	3,089	(207,044)
Net and comprehensive loss	(360,730)	(155,494)	(617,680)
Net and comprehensive loss	(360,730)	(155,494)	(617,680)
Preferred shares dividend	(463,837)	(425,131)	(390,028)
Loss to common shareholders	(824,567)	(580,625)	(1,007,708)
Net loss per share, basic and diluted	(0.01)	(0.01)	(0.01)

CREATOR CAPITAL LIMITED

Notes to the consolidated financial statements
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13. Differences Between Generally Accepted Accounting Principles in Canada and the United States (continued)**(c) Derivative Liabilities**Preferred Shares

Under Canadian GAAP, the Company's Class A preferred shares and accrued dividends payable thereon are classified as a financial liability because the Company has the contractual obligation to either deliver a fixed amount or settle the obligation by delivering its own equity instrument. Under U.S. GAAP, effective June 30, 2001, the Company was required to bifurcate the conversion feature of the preferred shares as a derivative liability pursuant to the provisions of ASC Topic 815, "Derivatives and Hedging". In accordance with these provisions, the Company calculated the fair value of the derivative liability as at June 30, 2001, the effective date of ASC 815, and re-measured its fair value at each subsequent financial statement date with the changes in fair value recorded in the Company's statement of operations. The discount resulting from bifurcating the derivative liability from the preferred shares was fully accreted by a charge to shareholders' equity on the initial date of the measurement of the derivative liability. Under U.S. GAAP, for financial statement presentation purposes, the balance of the preferred shares is reflected on the balance as temporary equity because the ability to issue common shares in the event of a preferred share conversion is not within the control the Company. Since the Company has no retained earnings, the dividends would be a charge to additional paid-in capital and not accumulated deficit under U.S. GAAP. The dividend is included in the calculation of earnings (loss) per share.

Stock Options

Under Canadian GAAP, the Company records the fair value of its stock option grants as stock-based compensation along with a corresponding increase to additional paid-in capital. Under U.S. GAAP, pursuant to the provisions of ASC 815, the Company is required to classify its outstanding stock options as liabilities; representing the fair value of the obligation should the Company be required to settle the exercise of options in cash for failure to have sufficient authorized common shares to issue. The fair value of the stock options is periodically re-measured at each financial statement date for the duration that the options are outstanding. As a result, the Company has determined the fair value of the options as at December 31, 2009 to be \$2,629 (2008 - \$5,298).

(d) New United States Accounting Standards

In June 2009, the Financial Accounting Standards Board ("FASB") issued guidance now codified as FASB Accounting Standards Codification ("ASC") Topic 105, "Generally Accepted Accounting Principles" as the single source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with U.S. GAAP, aside from those issued by the SEC. ASC 105 does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all authoritative literature related to a particular topic in one place. The adoption of ASC 105 did not have a material impact on the Company's consolidated financial statements, but did eliminate all references to pre-codification standards.

(d) New United States Accounting Standards (continued)

In May 2009, FASB issued ASC 855, Subsequent Events, which establishes general standards of for the evaluation, recognition and disclosure of events and transactions that occur after the balance sheet date. Although there is new terminology, the standard is based on the same principles as those that currently exist in the auditing standards. The standard, which includes a new required disclosure of the date through which an entity has evaluated subsequent events, is effective for interim or annual periods ending after June 15, 2009. The adoption of ASC 855 did not have a material effect on the Company's consolidated financial statements.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its consolidated financial statements.

C. Exhibits

EXHIBIT	DESCRIPTION
2.	Plan and Agreement of Merger and Amalgamation, dated as of May 13, 1997, among the Company, SGI Holding Corporation Limited, IEL and Harrah's Interactive Investment Company. (Incorporated by reference to the same numbered exhibit to the Registrant's Form 8-K as filed with the SEC on June 27, 1997.)
3.i(a)	Articles of Incorporation (Yukon Territory). (Incorporated by reference to Exhibit 1.1 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on October 12, 1993.)
3.i(b)	Certificate of Continuance (Bermuda). (Incorporated by reference to Exhibit 1.2 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on September 16, 1996.)
3.ii	Bye-Laws as amended. (Incorporated by reference to the same numbered exhibit to the Registrant's Annual Report on Form 10-K/A No. 2 as filed with the SEC on July 8, 1998.)
4.1	Escrow Agreement dated May 27, 1992, as amended, among Montreal Trust Company of Canada, the Company and certain shareholders. (Incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on October 12, 1993.)
4.2	Redemption Agreement, dated as of February 25, 1997, between the Company and Anthony Clements and Rex Fortescue. (Incorporated by reference to Exhibit 3.12 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on September 12, 1997.)
4.3	Redemption and Cancellation Agreement, dated as of April 30, 1997, between the Company and Sky Games International, Inc. (Incorporated by reference to Exhibit 3.13 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on September 12, 1997.)
4.4	Shareholder Rights Agreement, dated June 17, 1997, between the Company and Harrah's Interactive Investment Company. (Incorporated by reference to Exhibit 3.15 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on September 12, 1997.)
4.5	Registration and Preemptive Rights Agreement, dated June 17, 1997, between the Company and Harrah's Interactive Investment Company. (Incorporated by reference to Exhibit 4(a) to the Registrant's Form 8-K as filed with the SEC on June 27, 1997.)
4.6	Registration Rights Agreement, dated June 17, 1997, between the Company and B/E Aerospace, Inc. (Incorporated by reference to Exhibit 4(b) to the Registrant's Form 8-K as filed with the SEC on June 27, 1997.)
4.7	Subscription Agreement, dated as of October 22, 1997, between the Company and Henderson International Investments Limited. (Incorporated by reference to Exhibit 3.22 to the Registrant's Quarterly Report on Form 10-Q/A No. 1 as filed with the SEC on July 8, 1998.)
4.8	Subscription Agreement, dated as of October 22, 1997, between the Company and Michael A. Irwin. (Incorporated by reference to Exhibit 3.23 to the Registrant's Quarterly Report on Form 10-Q/A No. 1 as filed with the SEC on July 8, 1998.)
4.9	First Amendment to Registration and Preemptive Rights Agreement dated March 18, 1998 between the Company and Harrah's Interactive Investment Company. (Incorporated by reference to Exhibit 99.22 to the Registrant's Amended Registration Statement on Form S-3 as filed with the SEC on July 15, 1998.)
4.10	First Amendment to Subscription Agreement between the Company and Henderson International Investments Limited dated as of April 2, 1998. (Incorporated by reference to Exhibit 99.23 to the Registrant's Amended Registration Statement on Form S-3 as filed with the SEC on July 15, 1998.)
4.11	Securities Purchase Agreement between the Company and each of Marshall Capital Management, Inc. (formerly Proprietary Convertible Investment Group, Inc.) and CC Investments, LDC dated as of December 17, 1997. (Incorporated by reference to Exhibit 99 to the Registrant's Form 8-K as filed with the SEC on December 24, 1997.)
4.12	Registration Rights Agreement between the Company and each of Marshall Capital Management, Inc. (formerly Proprietary Convertible Investment Group, Inc.) and CC Investments, LDC dated as of December 17, 1997. (Incorporated by reference to Exhibit 4(c) to the Registrant's Form 8-K as filed with the SEC on December 24, 1997.)
4.13	Securities Purchase Agreement between the Company and Palisades Holding, Inc. dated February 20, 1998. (Incorporated by reference to Exhibit 99.6 to the Registrant's Amended Registration Statement on Form S-3 as filed with the SEC on July 15, 1998.)
4.14	Registration Rights Agreement between the Company and Palisades Holding, Inc. dated February 20, 1998. (Incorporated by reference to Exhibit 99.5 to the Registrant's Amended Registration Statement on Form S-3 as filed with the SEC on July 15, 1998.)
4.15	Securities Agreement between the Company and B/E Aerospace, Inc. dated June 25, 1998. (Incorporated by reference to Exhibit 99.1 to the Registrant's Form 8-K filed with the SEC July 2, 1998.)
10.5*	Services Agreement, dated as of November 7, 1995, between IEL and Singapore Airlines Limited. (Incorporated by reference to Exhibit 3.9 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on September 16, 1996.)
10.6*	Software License and Software Services Agreement, dated as of November 7, 1995, between IEL and Singapore Airlines Limited. (Incorporated by reference to Exhibit 3.10 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on September 16, 1996.)

- 10.7 Sublease Agreement dated as of June 5, 1997, between IEL and Harrah's Operating Company, Inc. (Incorporated by reference to Exhibit 3.11 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on September 12, 1997.)
- 10.8 Consulting Agreement, dated as of April 30, 1997, between the Company and James P. Grymyr. (Incorporated by reference to Exhibit 3.14 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on September 12, 1997.)
- 10.9* Software License Agreement, dated June 17, 1997, between the Company and Harrah's Interactive Investment Company. (Incorporated by reference to Exhibit 3.16 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on September 12, 1997.)
- 10.10 Continuing Services Agreement, dated June 17, 1997, between the Company and Harrah's Interactive Entertainment Company. (Incorporated by reference to Exhibit 3.17 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on September 12, 1997.)
- 10.11 Termination Agreement and Release, dated as of June 17, 1997, among the Company, SGI Holding Corporation Limited, IEL, Harrah's Interactive Investment Company, and Harrah's Interactive Entertainment Company. (Incorporated by reference to Exhibit 3.21 to the Registrant's Annual Report on Form 20-F (File No. 0-22622) as filed with the SEC on September 12, 1997.)
- 11.11 Investment Agreement dated September 22, 2001, between the Company and Asset China Investments Ltd. (Incorporated by reference to Exhibit 11.11 to the Registrants Annual Report on Form 10-K (File No. 0-22622) as filed with the SEC on April 1, 2002
- 11.12 Investment Agreement dated November 1, 2001, between the Company and Lee John Associates. (Incorporated by reference to Exhibit 11.12 to the Registrants Annual Report on Form 10-K (File No. 0-22622) as filed with the SEC on April 1, 2002
- 12.1 302 Certification of Chief Executive Officer
- 12.2 302 Certification of Chief Financial Officer
- 12.11 Annulment Agreement, dated as of April 10, 2001, between the Company and James P Grymyr. (Attached to this Annual Report on Form 10K as Exhibit 12.11)
- 12.12 Consulting Agreement, dated as of January 2, 2002, between the Company and Stephen M West . (Attached to this Annual Report on Form 10K as Exhibit 12.12)
- 12.13 Consulting Agreement, dated as of January 2, 2003, between the Company and Stephen M West . (Attached to this Annual Report on Form 10-K as Exhibit 12.13)
- 13.1 906 Certification of Chief Executive Officer
- 13.2 906 Certification of Chief Financial Officer

*Confidential treatment has been granted.

**Submitted herewith.

REPORTS FILED ON FORM 8-K

No reports were filed during the year ended December 31, 2009.

REPORTS FILED ON FORM 6-K

- | | | |
|-------|-------------------------|---|
| 09.01 | Dated May 14, 2009. | Quarterly Report March 31, 2008 dated May 14, 2009 |
| 09.02 | Dated July 13, 2008. | Notification of late filing of Form 20F, dated July13, 2008 |
| 09.03 | Dated August 14, 2009 | Quarterly Report June 30, 2008 dated August 14, 2009 |
| 09.04 | Dated November 16, 2009 | Quarterly Report September 30, 2009 dated November 16, 2009 |

CERTIFICATES

- 4.1 CERTIFICATION – Section 302 of Sarbanes-Oxley Act of 2002
- 4.2 CERTIFICATION – Section 906 of Sarbanes-Oxley Act of 2002

SIGNATURES

The Company hereby certifies that it meets all of the requirements for filing on Form 20-F and has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Dated at Vancouver, British Columbia, this 22nd day of June 2010

CREATOR CAPITAL LIMITED

/s/ Deborah Fortescue-Merrin

Deborah Fortescue-Merrin
Title: Chairman & Director

EXHIBIT 4.1

CERTIFICATION

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Deborah Fortescue-Merrin, certify that:

1. I have reviewed this annual report on Form 20-F of Creator Capital Limited;
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 annual 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 company as of, and for, the periods presented in this annual report;
4. The company's other certifying officers 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 company 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 company, 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 company'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 company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of company'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 company'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 company's internal control over financial reporting.

Date: June 22, 2010

/s/ Deborah Fortescue-Merrin

Deborah Fortescue-Merrin
Chairman & Director

EXHIBIT 4.2

CERTIFICATION

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

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of Creator Capital Limited (the "Company"), does hereby certify with respect to the Annual Report of the Company on Form 20-F for the year ended December 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Form 20-F") that, to the best of their knowledge:

In connection with the Annual Report of Creator Capital Limited (the "Company") on Form 20-F for the period ended December 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"):

I, Deborah Fortescue-Merrin, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §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 this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Creator Capital Limited and will be retained by Creator Capital Limited, and furnished to the Securities and Exchange Commission or its staff upon request.

Date: June 22, 2010

/s/ Deborah Fortescue-Merrin
Deborah Fortescue-Merrin
Chairman and Director
Acting in the Capacity of Chief Financial Officer

This certification is furnished pursuant to Rule 13a-14(b) (17 CFR 240.13a -14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as an exhibit to the Report.