

GOODMANS

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May 19, 2004

Our File No. 04-4093

VIA SEDAR
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Ontario Securities Commission
Nova Scotia Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
The Manitoba Securities Commission
Autorité des marchés financiers
- L'Agence nationale d'encadrement du secteur financier
Registrar of Securities, Prince Edward Island
Saskatchewan Financial Services Commission
Securities Commission of Newfoundland and Labrador
Office of the Administrator, New Brunswick

Dear Sirs/Mesdames:

**Re: Counsel Corporation (the "Corporation")
Annual Information Form dated April 14, 2004 (the "AIF")**

On behalf of the Corporation, please be advised that the Corporation will be relying on the AIF filed pursuant to National Instrument 51-102 under SEDAR project number 647530 as the AIF under National Instrument 44-101.

Thank you in advance for your assistance in this matter. Should you require further information, please do not hesitate to call me at (416) 597-6251.

Yours truly,

GOODMANS LLP

Per: "*Linda Pavao*"

Linda M. Pavao
Securities Law Clerk

COPY: Stephen Weintraub, *Counsel Corporation*

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