



COUNSEL CORPORATION

FOR IMMEDIATE RELEASE

COUNSEL CORPORATION ANNOUNCES 2009 THIRD QUARTER RESULTS

TORONTO, ONTARIO, November 13, 2009 - Counsel Corporation (“Counsel” or the “Company”) (TSX: CXS) today reported its financial results for the three and nine months ended September 30, 2009. **All amounts are stated in Canadian dollars, unless noted.**

The 2009 third quarter loss from continuing operations was \$4.0 million, or \$0.07 per share basic and diluted, compared with income of \$0.1 million, or \$0.00 per share, basic and diluted, for the three months ended September 30, 2008. Including discontinued operations, the Company had a net loss of \$3.9 million or \$0.07 per share basic and diluted, for the three months ended September 30, 2009, compared with net income of \$0.1 million, or \$0.00 per share, basic and diluted, for the three months ended September 30, 2008.

Income from continuing operations was \$0.3 million, or \$0.01 per share basic and diluted, for the nine months ended September 30, 2009, compared with \$1.8 million, or \$0.04 per share, basic and diluted, for the same nine months in 2008. For the nine months ended September 30, 2009, the Company had net income of \$0.6 million or \$0.01 per share basic and diluted, compared with \$49.7 million, or \$1.07 per share, basic and diluted, in the first nine months of 2008.

Significant developments in 2009 to date are:

- In February 2009, the Company established Counsel RB Capital LLC (“Counsel RB”). Counsel RB is 75% owned by C2 Global Technologies Inc. (“C2”) and 25% by its Co-CEO’s. It specializes in the acquisition and disposition of distressed and surplus assets throughout the United States and Canada, including industrial machinery and equipment, real estate, inventories, accounts receivable and distressed debt. In addition to purchasing various types of assets, Counsel RB also arranges traditional asset disposition services such as on-site and webcast auctions, liquidations and negotiated sales.
- In April 2009, Knight’s Bridge Capital Partners Inc., a wholly owned subsidiary of Counsel, as part of an investor group, was successful in a bid to acquire Polaroid Corp. for US\$87.6 million. Knight’s Bridge, through its fund, Knight’s Bridge Capital Partners Fund I, and other funds that it manages, invested in excess of 30% of the funds required to close the transaction. Polaroid is one of the world’s most iconic brand names, with almost 100% global awareness. Counsel and its partners intend to monetize the strength of that brand name by building a global licensing organization. Polaroid already has a substantial portfolio of innovative and patented technologies that represent both an initial revenue stream and a platform for other new products and product categories.

- In July 2009, Counsel successfully completed a private placement of 16,164,471 common shares for \$0.75 per share and a new series of convertible preferred shares for aggregate proceeds of approximately \$23.7 million. The proceeds from the private placement were used to redeem all of Counsel's outstanding convertible Series A preferred shares, as well as pay associated costs and fees. In September 2009, an additional 900,000 common shares were issued at \$0.75, for total proceeds of \$675, pursuant to the exercise of an over-allotment option in connection with the private placement.
- In August 2009, C2, a U.S. public company that is 91%-owned by Counsel, filed a patent infringement lawsuit in the United States District Court of the Eastern District of Oklahoma against four U.S. telecommunications carriers which alleges that the defendants' services and systems utilizing Voice over Internet Protocol infringe on C2's US Patent No. 6,243,373.
- In October 2009, Counsel decided to move the balance of the domestic manufacturing of its case goods subsidiary to Asia by January 2010. The shut down of production at the Toronto facility, which will continue to operate as a custom design centre, will result in a one-time charge of approximately \$3 million. Moving all production to Asia will result in the conversion of significant fixed costs to variable costs.

“With our recent \$13 million private placement of common shares, which allowed us to redeem \$12 million of preferred shares, and over \$36 million available in our private equity fund - Knight's Bridge Capital Partners Fund I - our financial position has strengthened significantly.” said Allan Silber, Chairman and CEO of Counsel Corporation.

The Company's Management's Discussion and Analysis and Financial Statements for the three and nine months ended September 30, 2009 have been filed and are available on SEDAR (www.sedar.com).

About Counsel Corporation

Counsel Corporation (TSX: CXS) is a private equity investor and alternative asset manager that actively partners with businesses to achieve shared success and to unlock value through leveraging its relationships, access to capital and strategic market experience. For further information, please visit Counsel's website at www.counselcorp.com.

Forward-Looking Statements

The statements made in this release that are not historical facts contain forward-looking information that involves risks and uncertainties. All statements, other than statements of historical facts, which address Counsel Corporation's expectations, should be considered as forward-looking statements. Such statements are based on knowledge of the environment in which Counsel Corporation currently operates, but because of the factors listed herein, as well as other factors beyond Counsel Corporation's control, actual results may differ materially from the expectations expressed in the forward-looking statements. Important factors that may cause actual results to differ from anticipated results include, but are not limited to, obtaining necessary approvals and other risks detailed from time to time in the Company's securities and other regulatory filings.

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Counsel Corporation
Consolidated Statements of Operations
(in thousands of Cdn Dollars, except per share amounts)
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2009	2008	2009	2008
	\$	\$	\$	\$
Revenues				
Case goods	3,786	6,357	12,679	26,248
Real estate	4,193	3,963	12,672	12,701
Patent licensing	-	9,972	1,093	18,130
Private equity	2,740	327	6,504	3,490
Interest	31	221	119	515
	10,750	20,840	33,067	61,084
Expenses (exclusive of depreciation, amortization and interest expense shown below) and other (income) losses				
Case goods expense	3,774	5,268	12,049	21,630
Real estate expense	2,255	2,385	6,835	7,067
Patent licensing expense	12	6,400	687	10,910
Private equity expense	993	-	4,072	-
Selling, general and administrative expense	3,748	2,985	11,523	10,683
Foreign exchange (gain) loss	183	1,181	(2,275)	1,279
(Gain) loss on short-term investments	(485)	289	(1,336)	430
Other	68	-	2,145	(1,044)
	10,548	18,508	33,700	50,955
Income(loss) before depreciation, amortization, interest expense, income taxes, non-controlling interest and discontinued operations	202	2,332	(633)	10,129
Depreciation and amortization	1,050	1,125	3,239	3,374
Interest expense	1,481	1,920	4,651	5,652
Income(loss) before income taxes, non-controlling interest and discontinued operations	(2,329)	(713)	(8,523)	1,103
Income tax provision (recovery)	58	(989)	(8,096)	(605)
Non-controlling interest	1,629	228	(740)	(83)
Income(loss) from continuing operations	(4,016)	48	313	1,791
Income from discontinued operations	141	40	261	47,896
Net Income(loss)	(3,875)	88	574	49,687
Basic and diluted net income(loss) per share:				
Continuing operations	(0.07)	0.00	0.01	0.04
Discontinued operations	0.00	0.00	0.00	1.03
Basic and diluted net income(loss) per share	(0.07)	0.00	0.01	1.07
Weighted average number of common shares outstanding (in thousands) - basic and diluted	57,023	46,244	48,889	46,469

The notes contained in the Company's interim consolidated financial statements are an integral part of these condensed consolidated financial statements.

Counsel Corporation
Consolidated Balance Sheets
(in thousands of Cdn Dollars)
(Unaudited)

	September 30,	December 31,
	2009	2008
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	6,642	16,813
Short-term investments	2,103	2,879
Accounts receivable (net of allowance for doubtful accounts of \$1,048; 2008 - \$23)	4,409	5,001
Inventories	6,607	1,847
Prepaid expenses and deposits	2,329	1,872
Future income tax assets	489	1,084
Assets of discontinued operations	1,155	1,887
	23,734	31,383
Long-term assets		
Income producing properties, net	101,088	98,733
Properties under development	4,139	3,559
Property, plant and equipment, net	2,602	2,797
Portfolio investments	30,651	11,385
Intangible assets, net	3,195	3,789
Goodwill	26,062	26,090
Tenant related costs and other assets	6,169	4,380
Future income tax asset	544	-
Assets of discontinued operations	-	1,000
	198,184	183,116
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	11,166	13,811
Customer deposits	5,006	3,342
Income taxes payable	17	282
Future income tax liabilities	60	179
Current portion of mortgages and loans payable	12,377	8,706
Convertible preferred shares	11,538	22,032
Liabilities of discontinued operations	185	237
	40,349	48,589
Long-term liabilities		
Mortgages and loans payable	78,755	74,934
Intangible liabilities	643	858
Future income tax liabilities	1,418	10,076
Liabilities of discontinued operations	-	73
	121,165	134,530
Non-controlling interest	54,297	34,190
Shareholders' equity	22,722	14,396
	198,184	183,116

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