



CIBC Mellon Global Securities
Services Company
ASSET SERVICING
1 York Street, Suite 500
Toronto, ON M5J 0B6
T 416 643 5000

April 4, 2018

Mr. Frank Gawlina
Chief Financial Officer
Counsel Portfolio Services Inc.
5015 Spectrum Way, Suite 200
Mississauga, Ontario
L4W 0E4

Dear Mr. Gawlina,

RE: National Instrument 81-102 – Compliance Report as at March 31, 2018 (the Effective Date) for the Counsel Group of Funds

Please accept this letter as confirmation that the Canadian Imperial Bank of Commerce satisfies the requirements of a custodian as outlined in Section 6.2 of the National Instrument 81-102 (NI 81-102).

We further confirm that we are a bank listed in Schedule I of the Bank Act (Canada). Please refer to **Attachment 1** for a complete list of the funds in which this letter pertains.

As per Section 6.7 (2) of NI 81-102 we are providing the most recent list of our Sub-custodian Network. This list contains the names, addresses and markets in which our sub-custodians operate. After reasonable enquiry and to the best of our knowledge and belief, each sub-custodian satisfies the applicable requirements of Section 6.2 and 6.3 of the NI 81-102. Please see **Appendix 1** for the list of our Sub-custodian Network.

Yours truly,

Jeffrey Alexander
VP & Head of Relationship Management
CIBC Mellon Trust Company

A duly authorized signing officer of Canadian Imperial Bank of Commerce, who acts as custodian for the aforementioned fund(s).

cc: Angela Kisinger, Relationship Management - CIBC Mellon Global Securities Services

ATTACHMENT 1
NI 81-102 COMPLIANCE REPORT – SECTION 6.7
CURRENT LIST OF FUNDS

RE: CURRENT LIST OF FUNDS AS AT MARCH 31, 2018

Counsel Portfolio Components

Counsel Canadian Core Fixed Income
Counsel Canadian Dividend
Counsel Canadian Dividend Class
Counsel Canadian Growth
Counsel Canadian Growth Class
Counsel Canadian Value
Counsel Canadian Value Class
Counsel Defensive Global Equity
Counsel Fixed Income
Counsel Global Dividend
Counsel Global Fixed Income
Counsel Global Low Volatility Equity
Counsel Global Real Estate
Counsel Global Small Cap
Counsel Global Trend Strategy
Counsel High Yield Fixed Income
Counsel International Growth
Counsel International Value
Counsel Money Market
Counsel North American High Yield Bond
Counsel Short Term Bond
Counsel U.S. Growth
Counsel U.S. Value

Counsel Portfolios

Counsel All Equity Portfolio
Counsel All Equity Portfolio Class
Counsel Balanced Growth Portfolio
Counsel Balanced Portfolio
Counsel Balanced Portfolio Class
Counsel Conservative Portfolio
Counsel Conservative Portfolio Class
Counsel Growth Portfolio

ATTACHMENT 1
NI 81-102 COMPLIANCE REPORT – SECTION 6.7
CURRENT LIST OF FUNDS

Counsel Growth Portfolio Class
Counsel High Income Portfolio
Counsel Income Portfolio
Counsel Monthly Income Portfolio
Counsel Retirement Accumulation Portfolio
Counsel Retirement Foundation Portfolio
Counsel Retirement Income Portfolio
Counsel Retirement Preservation Portfolio

SCHEDULE A

List of Sub-Custodians

Country	Sub-Custodian
ARGENTINA	Citibank N.A., Argentina Bartolome Mitre 502/30 (C1036AAJ) Buenos Aires
AUSTRALIA	The Hongkong and Shanghai Banking Corporation Limited Level 5, 10 Smith Street Parramatta NSW 2150
AUSTRIA	UniCredit Bank Austria AG Schottengasse 6-8 1010 Vienna
BAHRAIN	HSBC Bank Middle East Limited 4th Floor, Building No 2505, Road No 2832 Al Seef 428, Bahrain
BANGLADESH	The Hongkong and Shanghai Banking Corporation Limited Management Office Shanta Western Tower, Level 4 186 Bir Uttam Mir Shawkat Ali Shorok (Tejgaon Gulshan Link Road) Tejgaon Industrial Area Dhaka 1208
BELGIUM	Citibank Europe Plc, UK branch Citigroup Centre, Canada Square Canary Wharf London E 14 5LB, United Kingdom
BERMUDA	HSBC Bank Bermuda Limited HSBC Bank Bermuda Ltd 3F Harbour View Building 37 Front Street Hamilton, HM11
BOTSWANA	Stanbic Bank Botswana Limited Plot 50672, Fairground Office Park Gaborone
BRAZIL	Citibank N.A., Brazil Citibank N.A., Brazilian Branch Avenida Paulista 1111 - 13th floor Cerqueira Cesar - Sao Paulo 01311-920
BULGARIA	Citibank Europe Plc, Bulgaria Branch 48 Sitnyakovo Blvd Serdika Offices, 10th floor Sofia 1505

SCHEDULE A

List of Sub-Custodians

CANADA	Canadian Imperial Bank of Commerce Commerce Court Toronto, Ont. M5L 1A2
CAYMAN ISLANDS	The Bank of New York Mellon 225 Liberty Street New York, NY 10286
CHILE	Itau Corpbanca S.A. Avda. Presidente Riesco No 5537 18th Floor Las Condes Santiago
CHINA, PEOPLES' REPUBLIC OF	HSBC Bank (China) Company Limited 33 Floor, HSBC Building, Shanghai ifc 8 Century Avenue, Pudong Shanghai (200120)
COLOMBIA	Cititrust Colombia S.A. Sociedad Fiduciaria Carrera 9A No 99-02 Piso 2 Bogota D.C.
COSTA RICA	Banco Nacional de Costa Rica 1st and 3rd Avenue, 4th Street San José
CROATIA	Privredna Banka Zagreb d.d Radnička cesta 50 10 000 Zagreb
CYPRUS	BNP Paribas Securities Services 2 Lampsakou Street 115 28 Athens
CZECH REPUBLIC	Citibank Europe plc, organizační složka Bucharova 2641/14 158 02, Prague 5
DENMARK	Skandinaviska Enskilda Banken AB (Publ), Copenhagen branch (SEB Denmark) Bernstorffsgade 50 DK – 1577 Copenhagen V
EGYPT	HSBC Bank Egypt S.A.E. 306 Corniche El Nil Maadi, Cairo
ESTONIA	SEB Pank AS Tornimäe Str. 2 15010 Tallinn
FINLAND	Skandinaviska Enskilda Banken AB (Publ), Helsinki branch (SEB Helsinki) Eteläesplanadi 18 00130 Helsinki

SCHEDULE A

List of Sub-Custodians

FRANCE	BNP Paribas Securities Services S.C.A. 3 rue d'Antin 75002 Paris
GERMANY	The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main Friedrich-Ebert-Anlage, 49 60327 Frankfurt am Main
GHANA	Stanbic Bank Ghana Limited Stanbic Heights, Plot No. 215 South Liberation RD Airport City, Cantonments Accra
GREECE	BNP Paribas Securities Services 2 Lampsakou Street 115 28 Athens
HONG KONG	The Hongkong and Shanghai Banking Corporation Limited 2F, Tower 1, HSBC Centre 1 Sham Mong Road Kowloon
HUNGARY	Citibank Europe plc, Hungarian Branch Office Szabadság tér 7 1051 Budapest
ICELAND	Islandsbanki hf. Kirkjusandur 2 155 Reykjavik
INDIA	Deutsche Bank AG 4 th Floor, Block 1 Nirlon Knowledge Park W.E. Highway Mumbai - 400 063
INDIA	The Hong Kong and Shanghai Banking Corporation Limited 11F, Building 3, NESCO – IT Park NESCO Complex, Western Express Highway Goregaon (East) Mumbai-400 063 (* Note – only for new clients after June 19, 2014)
INDONESIA	Deutsche Bank AG 7 th Floor, Deutsche Bank Building Jl. Imam Bonjol No. 80 Jakarta -10310
IRELAND	The Bank of New York Mellon 225 Liberty Street New York, NY 10286 USA
ISRAEL	Bank Hapoalim B.M. 50 Rothschild Blvd. Tel Aviv 61000

SCHEDULE A

List of Sub-Custodians

ITALY	Intesa Sanpaolo S.p.A Piazza San Carlo, 156 10121 Torino
JAPAN	The Bank of Tokyo-Mitsubishi UFJ, Ltd. 1-3-2, Nihombashi Hongoku-cho, Chuo-ku Tokyo 103-0021
JORDAN	Standard Chartered Bank, Jordan Branch Shmeissani, Al-Thaqafa Street Building # 2, P O Box 926190 Amman 11190
KAZAKHSTAN	Citibank Kazakhstan Joint-Stock Company Park Palace, Building A 41 Kazybek Bi Street Almaty, A25T0A1
KENYA	Stanbic Bank Kenya Limited First Floor, Stanbic Centre P.O. Box 72833 00200 Chiromo Road Westlands Nairobi
KOREA, REPUBLIC OF	The Hongkong and Shanghai Banking Corporation Limited 5th Floor, HSBC Building 37, Chilpae-ro, Jung-Gu Seoul, 04511
KUWAIT	HSBC Bank Middle East Limited, Kuwait Sharq Area, Abdulaziz Al Sager Street Al Hamra Tower, 37F P.O. Box 1683, Safat 13017
LATVIA	AS SEB banka Meistaru iela 1 Valdlauci Kekavas pagasts Kekavas novads LV-1076
LITHUANIA	AB SEB bankas 12 Gedimino Av. LT-01103 Vilnius
MALAYSIA	HSBC Bank Malaysia Berhad 12 th Floor, South Tower 2 Leboh Ampang 50100 Kuala Lumpur
MALTA	The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main Friedrich-Ebert-Anlage, 49 60327 Frankfurt am Main Germany

SCHEDULE A

List of Sub-Custodians

MAURITIUS	The Hongkong and Shanghai Banking Corporation Limited 6th floor, HSBC Centre 18 Cybercity Ebene
MEXICO	Citibanamex Actuario Roberto Medellin 800 Colonia Santa Fe Mexico, D.F. C.P. 01210
MOROCCO	Citibank Maghreb S.A. Zenith Millenium, Immeuble 1 Sidi Maarouf, B.P. 40 20190 Casablanca
NAMIBIA	Standard Bank Namibia Limited 2nd Floor, Standard Bank Centre, Town Square Corner of Post Street Mall and Werner List Street Windhoek
NETHERLANDS, THE	The Bank of New York Mellon SA/NV Rue Montoyer, 46 1000 Brussels Belgium
NEW ZEALAND	The Hong Kong and Shanghai Banking Corporation Limited Level 9 HSBC Building 1 Queen Street Auckland 1010
NIGERIA	Stanbic IBTC Bank Plc. Walter Carrington Crescent Victoria Island Lagos
NORWAY	Skandinaviska Enskilda Banken AB (Publ), Oslo branch (SEB Norway) Filipstad Brygge 1 N-0252 Oslo
OMAN	HSBC Bank Oman S.A.O.G. 2nd Floor, Head Office Building P.O. Box 1727, Al Khuwair Postal Code 111, Sultanate of Oman
PAKISTAN	Deutsche Bank AG 242-243, Avari Plaza Fatima Jinnah Road Karachi – 75330
PERU	Citibank del Peru S.A. Avenida Canaval y Moreyra, 480, 3rd floor Lima 27

SCHEDULE A

List of Sub-Custodians

PHILIPPINES, THE	Deutsche Bank AG 23rd Floor, Tower One & Exchange Plaza Ayala Triangle, Ayala Avenue 1226 Makati City
POLAND	Bank Polska Kasa Opieki S.A. 53/57 Grzybowska Street, 00-950 Warszawa
PORTUGAL	Citibank Europe Plc, Sucursal em Portugal Rua Barata Salgueiro, 30 -5 th floor 1269-056 Lisbon
QATAR	HSBC Bank Middle East Limited, Doha 2nd Floor, Ali Bin Ali Tower, Building no: 150 Al Matar Street (Airport Road) P.O. Box 57, Street no. 950 Umm Ghuwalina Area, Doha
ROMANIA	Citibank Europe plc Dublin, Romania Branch 145, Calea Victoriei 010072 Bucharest
RUSSIA	AO Citibank 8-10, building 1 Gasheka Street Moscow 125047
SAUDI ARABIA	HSBC Saudi Arabia HSBC Building, 7267 Olaya Road, Al-Murooj Riyadh 12283-2255
SERBIA	UniCredit Bank Serbia JSC Rajiceva Street 27-29 11000 Belgrade
SINGAPORE	DBS Bank Ltd. 12 Marina Boulevard Marina Bay Financial Centre Tower 3 Singapore 018982
SLOVAK REPUBLIC	Citibank Europe plc, pobočka zahraničnej banky Dvorakovo nabrezie 8 811 02 Bratislava
SLOVENIA	UniCredit Banka Slovenija d.d. Smartinska 140 1000 Ljubljana
SOUTH AFRICA	The Standard Bank of South Africa Limited 9th floor 5 Simmonds Street Johannesburg 2001

SCHEDULE A

List of Sub-Custodians

SPAIN	Santander Securities Services S.A.U. Ciudad Grupo Santander Avenida de Cantabria s/n Boadilla del Monte –28660 Madrid
SRI LANKA	The Hongkong and Shanghai Banking Corporation Limited 24 Sir Baron Jayathilake Mawatha Colombo 01
SWAZILAND	Standard Bank Swaziland Limited Standard House, Swazi Plaza Mbabane
SWEDEN	Skandinaviska Enskilda Banken AB (Publ) Kungsträdgårdsgatan 8 106 40 Stockholm
SWITZERLAND	UBS Switzerland AG Max-Hogger-Strasse 80 8048 Zürich
TAIWAN	HSBC Bank (Taiwan) Limited 11F, No. 369, Section 7 Zhongxiao East Road Nangang District Taipei City 115
THAILAND	The Hongkong and Shanghai Banking Corporation Limited Level 5, HSBC Building 968 Rama IV Road Bangrak Bangkok 10500
TUNISIA	Banque Internationale Arabe de Tunisie 70-72, Avenue Habib Bourguiba 1080 Tunis
TURKEY	Deutsche Bank A.S. Esentepe Mahallesi Büyükdere Caddesi Tekfen Tower No:209 K:17 Sisli TR-34394-Istanbul
UGANDA	Stanbic Bank Uganda Limited Plot 17 Hannington Road Short Tower- Crested Towers P.O. Box 7131, Kampala
UKRAINE	Public Joint Stock Company “Citibank” 16G Dilova Street 03150 Kiev
UNITED ARAB EMIRATES	HSBC Bank Middle East Limited, Dubai Emaar Square, Building 5, Level 4 PO Box 502601 Dubai

SCHEDULE A

List of Sub-Custodians

UNITED KINGDOM	The Bank of New York Mellon 225 Liberty Street New York, NY 10286 United States	
UNITED STATES OF AMERICA	The Bank of New York Mellon 225 Liberty Street New York, NY 10286	
URUGUAY	Banco Itaú Uruguay S.A. Dr. Luis Bonavita 1266 Toree IV, Piso 10 CP 11300 Montevideo	
VIETNAM	HSBC Bank (Vietnam) Ltd. The Metropolitan, 235 Dong Khoi Street District 1, Ho Chi Minh City	
WAEMU	Société Générale de Banques en Côte d'Ivoire 5/7 Avenue Joseph Anoma 01 BP 1355 Abidjan-01 Ivory Coast	
ZAMBIA	Stanbic Bank Zambia Limited Stanbic House Plot No. 2375 Addis Ababa Drive P.O. Box 31955 Lusaka	
ZIMBABWE	Stanbic Bank Zimbabwe Limited 59 Samora Machel Avenue Harare	