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BANK OF NOVA SCOTIA /  
Form 13F-HR  
February 14, 2012

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2011

Check here if Amendment [ ] ; Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: The Bank of Nova Scotia  
Address: 40 King St. West  
Scotia Plaza 9th Floor  
Toronto, Ontario, M5H 1H1

13F File Number: 28-11475

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Abdurrehman Muhammadi  
Title: Vice President, Financial Accounting and Reporting  
Phone: 416-866-7898

Signature, Place, and Date of Signing:

/s/ Abdurrehman Muhammadi Toronto, ON, Canada February 14, 2012

Report Type (Check only one.):

[ ] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ X] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
028-11461	Scotia Capital Inc.
028-13705	Scotia Asset Management L.P.
028-11459	Bank of Nova Scotia Trust Co.

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 397

Form 13F Information Table Value Total: \$15,849,554 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

No.	13F File Number	Name
	028-11472	BNS Investment Inc.

FORM 13F INFORMATION TABLE									
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTH MANA	
3M CO	COM	88579Y101	9644	118000	SH		SOLE		
ABBOTT LABS	COM	002824100	482	8571	SH		DEFINED	1	
ABBOTT LABS	COM	002824100	382	6800	SH		SOLE		
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	17646	331500	SH		SOLE		
ADVANCED MICRO DEVICES INC	COM	007903107	1655	306479	SH		SOLE		
AEGON N V	NY REGISTRY SH	007924103	81	20347	SH		DEFINED		
AES CORP	COM	00130H105	393	33200	SH		SOLE		
AETERNA ZENTARIS INC	COM	007975204	551	360000	SH		SOLE		
AFLAC INC	COM	001055102	5370	124127	SH		SOLE		
AGNICO EAGLE MINES LTD	COM	008474108	356	9796	SH		DEFINED	1	
AGNICO EAGLE MINES LTD	COM	008474108	18130	498507	SH		SOLE		
AGRIUM INC	COM	008916108	38490	573436	SH		SOLE		
ALLIANCE DATA SYSTEMS CORP	COM	018581108	11132	107204	SH		SOLE		
ALLIANCE ONE INTL INC	COM	018772103	1352	497007	SH		SOLE		
ALLIANCE ONE INTL INC	COM	018772103	202	74100	SH		DEFINED	1	
AMERICAN EQTY INVT LIFE HLD	COM	025676206	1827	175669	SH		SOLE		
AMERICAN TOWER CORP	CL A	029912201	294	4900	SH		SOLE		
AMGEN INC	COM	031162100	7866	122500	SH		SOLE		
ANADARKO PETE CORP	COM	032511107	11449	150000	SH		SOLE		
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	1914	31379	SH		SOLE		
APPLE INC	COM	037833100	507	1254	SH		DEFINED		
APPLE INC	COM	037833100	224	555	SH		DEFINED	1	
APPLIED MATLS INC	COM	038222105	8489	792608	SH		SOLE		
ARCHER DANIELS MIDLAND CO	COM	039483102	5011	175122	SH		SOLE		
AT&T INC	COM	00206R102	9072	300000	SH		SOLE		
AT&T INC	COM	00206R102	747	24698	SH		DEFINED	1	
ATLANTIC PWR CORP	COM NEW	04878Q863	21372	1499446	SH		SOLE		
AURICO GOLD INC	COM	05155C105	2412	300000	SH		SOLE		
AURIZON MINES LTD	COM	05155P106	368	75000	SH		SOLE		
AUTOMATIC DATA PROCESSING IN	COM	053015103	10664	197450	SH		SOLE		
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	29451	1765680	SH		DEFINED	1	
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	8719	522750	SH		SOLE		
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	1017	124950	SH		SOLE		
BANCO SANTANDER SA	ADR	05964H105	1248	166001	SH		SOLE		
BANCO SANTANDER SA	ADR	05964H105	230	30612	SH		DEFINED		
BANCO SANTANDER SA	ADR	05964H105	79	10515	SH		DEFINED	1	
BANK MONTREAL QUE	COM	063671101	207	3800	SH		DEFINED	1	

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BANK MONTREAL QUE	COM	063671101	1117547	20373704	SH	SOLE
BANK NOVA SCOTIA HALIFAX	COM	064149107	4733	94761	SH	DEFINED 1
BANK OF AMERICA CORPORATION	COM	060505104	154	27706	SH	DEFINED
BANK OF AMERICA CORPORATION	COM	060505104	75	13514	SH	DEFINED 1
BANK OF AMERICA CORPORATION	COM	060505104	11274	2027606	SH	SOLE
BARCLAYS BANK PLC	ETN DJUBS NAT37	06739H644	37	10000	SH	DEFINED
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	1763	41740	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	125081	2761097	SH	SOLE
BAYTEX ENERGY CORP	COM	07317Q105	10144	181400	SH	SOLE
BCE INC	COM NEW	05534B760	471	11285	SH	DEFINED 1
BCE INC	COM NEW	05534B760	143813	3449671	SH	SOLE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4590	40	SH	DEFINED 1
BEST BUY INC	COM	086516101	549	23500	SH	SOLE
BHP BILLITON LTD	SPONSORED ADR	088606108	1624	23000	SH	SOLE
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	249	6534	SH	DEFINED 1
BOSTON SCIENTIFIC CORP	COM	101137107	715	133814	SH	SOLE
BRASKEM S A	SP ADR PFD A	105532105	238	16900	SH	SOLE
BRIGUS GOLD CORP	COM	109490102	491	500000	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	366	10400	SH	DEFINED 1
BRISTOL MYERS SQUIBB CO	COM	110122108	16071	456038	SH	SOLE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	176	34000	SH	DEFINED 1
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	374533	13607314	SH	SOLE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	120996	7718385	SH	SOLE
CAE INC	COM	124765108	19917	2051556	SH	SOLE
CAMECO CORP	COM	13321L108	18549	1026439	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	274	8250	SH	DEFINED 1
CANADIAN NAT RES LTD	COM	136385101	114124	3047488	SH	SOLE
CANADIAN NATL RY CO	COM	136375102	281613	3579390	SH	SOLE
CANADIAN PAC RY LTD	COM	13645T100	17038	224509	SH	SOLE
CARNIVAL CORP	PAIRED CTF	143658300	1255	38440	SH	SOLE
CATERPILLAR INC DEL	COM	149123101	1181	13043	SH	DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	309	4263	SH	DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1170585	16160945	SH	SOLE
CELGENE CORP	COM	151020104	258	3830	SH	DEFINED
CEMEX SAB DE CV	SPON ADR NEW	151290889	4699	871769	SH	SOLE
CENOVUS ENERGY INC	COM	15135U109	276284	8319828	SH	SOLE
CENTRAL FD CDA LTD	CL A	153501101	583	29743	SH	DEFINED 1
CHESAPEAKE ENERGY CORP	COM	165167107	1271	57000	SH	SOLE
CHEVRON CORP NEW	COM	166764100	568	5346	SH	DEFINED 1
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	9359	193000	SH	SOLE
CISCO SYS INC	COM	17275R102	903	49958	SH	DEFINED
CISCO SYS INC	COM	17275R102	11178	618151	SH	SOLE
CITIGROUP INC	COM NEW	172967424	2113	80294	SH	SOLE
COCA COLA CO	COM	191216100	630	9013	SH	DEFINED
COCA COLA CO	COM	191216100	210	3006	SH	DEFINED 1
COCA COLA CO	COM	191216100	21691	310000	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	644	6973	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	1478	16000	SH	SOLE
COMCAST CORP NEW	CL A SPL	20030N200	7068	300000	SH	DEFINED 1
COMPANHIA DE BEBIDAS DAS AME	SPON ADR PFD	20441W203	7117	197200	SH	SOLE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	1996	112200	SH	SOLE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	1738	212500	SH	SOLE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	136075	3549157	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	559	21200	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	16143	611460	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	963	13213	SH	DEFINED 1
CONSOLIDATED EDISON INC	COM	209115104	282	4550	SH	DEFINED 1
CONSTELLATION BRANDS INC	CL A	21036P108	382	18500	SH	DEFINED 1
COSAN LTD	SHS A	G25343107	4822	440000	SH	DEFINED 1
COVANTA HLDG CORP	COM	22282E102	21094	1541196	SH	SOLE
CREDICORP LTD	COM	G2519Y108	202231	1847370	SH	DEFINED 1
CROWN HOLDINGS INC	COM	228368106	5037	150000	SH	DEFINED 1

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CSX CORP	COM	126408103	8845	420000	SH	SOLE
CUMMINS INC	COM	231021106	4357	49500	SH	SOLE
DEERE & CO	COM	244199105	832	10762	SH	SOLE
DELL INC	COM	24702R101	1197	81800	SH	SOLE
DOW CHEM CO	COM	260543103	7909	275000	SH	SOLE
DRAGONWAVE INC	COM	26144M103	34	10000	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	277	6065	SH	DEFINED
E M C CORP MASS	COM	268648102	26653	1237388	SH	SOLE
EBAY INC	COM	278642103	636	21000	SH	DEFINED
EL PASO CORP	COM	28336L109	6908	260000	SH	SOLE
ELDORADO GOLD CORP NEW	COM	284902103	23858	1733600	SH	SOLE
EMPRESA NACIONAL DE ELCTRCID	SPONSORED ADR	29244T101	548	12368	SH	DEFINED
ENBRIDGE INC	COM	29250N105	1098091	29368898	SH	SOLE
ENCANA CORP	COM	292505104	162079	8740849	SH	SOLE
ENCANA CORP	COM	292505104	260	14000	SH	DEFINED
ENERPLUS CORP	COM	292766102	11924	469900	SH	SOLE
ENERSIS S A	SPONSORED ADR	29274F104	211	12000	SH	DEFINED
ENTREE GOLD INC	COM	29383G100	73	59250	SH	SOLE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	9623	950000	SH	SOLE
EXCO RESOURCES INC	COM	269279402	199	19000	SH	DEFINED 1
EXTERRAN HLDGS INC	COM	30225X103	2454	269623	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	8820	104068	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	1155	13635	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	514	6072	SH	DEFINED 1
FORD MTR CO DEL	COM PAR \$0.01	345370860	3491	324469	SH	SOLE
FOREST CITY ENTERPRISES INC	CL A	345550107	3831	324146	SH	SOLE
FRANCO NEVADA CORP	COM	351858105	994	26100	SH	SOLE
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	643	17490	SH	DEFINED
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	94440	2566983	SH	DEFINED 1
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	9124	248000	SH	SOLE
GABELLI EQUITY TR INC	COM	362397101	58	11625	SH	DEFINED 1
GAFISA S A	SPONS ADR	362607301	66	14460	SH	DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	3112	128920	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	11717	654246	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	881	49244	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	469	26200	SH	DEFINED 1
GENERAL MLS INC	COM	370334104	8082	200000	SH	SOLE
GERDAU S A	SPONSORED ADR	373737105	1374	175950	SH	SOLE
GILDAN ACTIVEWEAR INC	COM	375916103	5917	314600	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	18655	455974	SH	SOLE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	2281	50000	SH	SOLE
GOLDCORP INC NEW	COM	380956409	102526	2310252	SH	SOLE
GOODYEAR TIRE & RUBR CO	COM	382550101	1268	89456	SH	SOLE
GOOGLE INC	CL A	38259P508	1026	1590	SH	DEFINED
GROUPE CGI INC	CL A SUB VTG	39945C109	867	46000	SH	SOLE
GRUPO TELEVISA SA	SPON ADR REP ORD	40049J206	1601	76040	SH	SOLE
HALLIBURTON CO	COM	406216101	10353	300000	SH	SOLE
HEINZ H J CO	COM	423074103	21164	391647	SH	SOLE
HERSHEY CO	COM	427866108	436	7060	SH	SOLE
HEWLETT PACKARD CO	COM	428236103	2887	112072	SH	SOLE
HOME DEPOT INC	COM	437076102	12612	300000	SH	SOLE
HUBBAY MINERALS INC	COM	443628102	1991	200000	SH	SOLE
HUMAN GENOME SCIENCES INC	COM	444903108	2685	363287	SH	SOLE
IAMGOLD CORP	COM	450913108	15519	977100	SH	SOLE
ICONIX BRAND GROUP INC	COM	451055107	4279	262700	SH	SOLE
IMPERIAL OIL LTD	COM NEW	453038408	29838	669684	SH	SOLE
INTEL CORP	COM	458140100	15827	652640	SH	SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	3578	19461	SH	SOLE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	2255	131100	SH	SOLE
ISHARES INC	MSCI BRAZIL	464286400	73057	1272964	SH	DEFINED 1
ISHARES INC	MSCI BRAZIL	464286400	1262	22000	SH	DEFINED
ISHARES INC	MSCI CDA INDEX	464286509	2988	112250	SH	DEFINED 1

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ISHARES INC	MSCI CHILE INVES	464286640	351	6102	SH	DEFINED	1
ISHARES INC	MSCI CHILE INVES	464286640	288	5000	SH	DEFINED	
ISHARES INC	MSCI FRANCE	464286707	212	10845	SH	DEFINED	1
ISHARES INC	MSCI TAIWAN	464286731	333	28419	SH	DEFINED	1
ISHARES INC	MSCI GERMANY	464286806	2554	132905	SH	DEFINED	1
ISHARES INC	MSCI GERMANY	464286806	8318	303615	SH	DEFINED	1
ISHARES INC	MSCI MEX INVEST	464286822	1514	28122	SH	DEFINED	1
ISHARES INC	MSCI MALAYSIA	464286830	637	47394	SH	DEFINED	1
ISHARES INC	MSCI JAPAN	464286848	3072	337305	SH	DEFINED	
ISHARES INC	MSCI HONG KONG	464286871	184	11905	SH	DEFINED	1
ISHARES SILVER TRUST	ISHARES	46428Q109	1124	41750	SH	DEFINED	1
ISHARES TR	S&P 100 IDX FD	464287101	365	6400	SH	DEFINED	1
ISHARES TR	FTSE CHINA25 IDX	464287184	666	19111	SH	DEFINED	1
ISHARES TR	S&P 500 INDEX	464287200	771	6121	SH	DEFINED	1
ISHARES TR	MSCI EMERG MKT	464287234	2678	70600	SH	DEFINED	1
ISHARES TR	MSCI EMERG MKT	464287234	13230	348717	SH	DEFINED	1
ISHARES TR	IBOXX INV CPBD	464287242	1043	9172	SH	DEFINED	1
ISHARES TR	S&P LTN AM 40	464287390	976	22926	SH	DEFINED	1
ISHARES TR	S&P 500 VALUE	464287408	6884	119039	SH	DEFINED	
ISHARES TR	MSCI EAFE INDEX	464287465	1615	32527	SH	DEFINED	1
ISHARES TR	RUSSELL MIDCAP	464287499	1645	16715	SH	DEFINED	
ISHARES TR	S&P MIDCAP 400	464287507	2297	26225	SH	DEFINED	
ISHARES TR	NASDAQ BIO INDX	464287556	28957	277500	SH	DEFINED	1
ISHARES TR	S&P GLB100INDX	464287572	4888	84210	SH	DEFINED	1
ISHARES TR	RUSSELL1000VAL	464287598	335	5270	SH	DEFINED	1
ISHARES TR	RUSSELL 2000	464287655	45427	610230	SH	SOLE	
ISHARES TR	RUSSELL 3000	464287689	423	5700	SH	DEFINED	1
ISHARES TR	DJ US TECH SEC	464287721	4623	71100	SH	DEFINED	1
ISHARES TR	MSCI ACJPN IDX	464288182	4351	87201	SH	DEFINED	
ISHARES TR	MSCI ACJPN IDX	464288182	916	17886	SH	DEFINED	1
ISHARES TR	HIGH YLD CORP	464288513	3980	44515	SH	DEFINED	1
ISHARES TR	BARCLYS SH TREA	464288679	2901	26300	SH	DEFINED	1
ISHARES TR	MSCI PERU CAP	464289842	48621	1267099	SH	DEFINED	1
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	29617	1595719	SH	DEFINED	1
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	15769	849600	SH	SOLE	
IVANHOE ENERGY INC	COM	465790103	1017	925400	SH	SOLE	
IVANHOE MINES LTD	COM	46579N103	2788	157000	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	588	8965	SH	DEFINED	1
JOHNSON & JOHNSON	COM	478160104	21629	329815	SH	SOLE	
JPMORGAN CHASE & CO	COM	46625H100	235	7075	SH	DEFINED	
JPMORGAN CHASE & CO	COM	46625H100	6753	203112	SH	SOLE	
KIMBERLY CLARK CORP	COM	494368103	15529	211100	SH	SOLE	
KINGSWAY FINL SVCS INC	COM	496904103	26	50500	SH	SOLE	
KINROSS GOLD CORP	COM NO PAR	496902404	37102	3249947	SH	SOLE	
KNIGHT CAP GROUP INC	CL A COM	499005106	4438	375460	SH	SOLE	
KOPIN CORP	COM	500600101	159	41000	SH	DEFINED	1
KRAFT FOODS INC	CL A	50075N104	504	13500	SH	DEFINED	1
KRAFT FOODS INC	CL A	50075N104	35427	948260	SH	SOLE	
LILLY ELI & CO	COM	532457108	7082	170400	SH	SOLE	
LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	62	40000	SH	DEFINED	
LOWES COS INC	COM	548661107	2145	84500	SH	SOLE	
LULULEMON ATHLETICA INC	COM	550021109	37317	800000	SH	SOLE	
MAGNA INTL INC	COM	559222401	37292	1117376	SH	SOLE	
MANPOWERGROUP INC	COM	56418H100	321	9000	SH	DEFINED	
MANULIFE FINL CORP	COM	56501R106	489305	45942081	SH	SOLE	
MARATHON OIL CORP	COM	565849106	263	9000	SH	DEFINED	1
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	683	13285	SH	DEFINED	1
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	373	14000	SH	DEFINED	
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	507	10760	SH	DEFINED	1
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	2136	58609	SH	DEFINED	1
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	655	18000	SH	DEFINED	
MARSH & MCLENNAN COS INC	COM	571748102	230	7300	SH	DEFINED	

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MARTEN TRANS LTD	COM	573075108	5464	303750	SH	DEFINED	1
MCDONALDS CORP	COM	580135101	244	2434	SH	DEFINED	
MCDONALDS CORP	COM	580135101	18309	182482	SH	SOLE	
MEDTRONIC INC	COM	585055106	351	9200	SH	DEFINED	
MEDTRONIC INC	COM	585055106	7089	185324	SH	SOLE	
MERCK & CO INC NEW	COM	58933Y105	210	5580	SH	DEFINED	
MERCK & CO INC NEW	COM	58933Y105	10944	290300	SH	SOLE	
METHANEX CORP	COM	59151K108	36534	1595998	SH	SOLE	
MGM RESORTS INTERNATIONAL	COM	552953101	4384	420371	SH	SOLE	
MI DEVS INC	COM	55304X104	16855	526880	SH	SOLE	
MICRON TECHNOLOGY INC	COM	595112103	13315	2116915	SH	SOLE	
MICROSOFT CORP	COM	594918104	14188	543977	SH	SOLE	
MICROSOFT CORP	COM	594918104	295	11385	SH	DEFINED	
MICROSOFT CORP	COM	594918104	284	10967	SH	DEFINED	1
MONSANTO CO NEW	COM	61166W101	5255	75000	SH	SOLE	
MOTOROLA SOLUTIONS INC	COM NEW	620076307	320	6915	SH	SOLE	
MYLAN INC	COM	628530107	478	22258	SH	SOLE	
NANOSPHERE INC	COM	63009F105	65	44430	SH	DEFINED	1
NAVISTAR INTL CORP NEW	COM	63934E108	362	9599	SH	SOLE	
NEVSUN RES LTD	COM	64156L101	1389	250000	SH	SOLE	
NEW GOLD INC CDA	COM	644535106	865	85700	SH	SOLE	
NEWMONT MINING CORP	COM	651639106	23819	396829	SH	SOLE	
NEXEN INC	COM	65334H102	28106	1766341	SH	SOLE	
NIKE INC	CL B	654106103	1995	20705	SH	SOLE	
NISOURCE INC	COM	65473P105	7143	300000	SH	SOLE	
NOKIA CORP	SPONSORED ADR	654902204	57	12000	SH	DEFINED	
NOKIA CORP	SPONSORED ADR	654902204	3493	724640	SH	SOLE	
NORDSTROM INC	COM	655664100	497	10000	SH	SOLE	
NORFOLK SOUTHERN CORP	COM	655844108	213	2930	SH	DEFINED	
NORTHERN DYNASTY MINERALS LT	COM NEW	66510M204	2415	400000	SH	SOLE	
NOVAGOLD RES INC	COM NEW	66987E206	667	78300	SH	SOLE	
NVIDIA CORP	COM	67066G104	682	49200	SH	SOLE	
OFFICE DEPOT INC	COM	676220106	703	327148	SH	SOLE	
OPEN TEXT CORP	COM	683715106	16765	327000	SH	SOLE	
ORACLE CORP	COM	68389X105	17988	701260	SH	SOLE	
PAN AMERICAN SILVER CORP	COM	697900108	495	22615	SH	SOLE	
PAYCHEX INC	COM	704326107	6022	200000	SH	SOLE	
PENGROWTH ENERGY CORP	COM	70706P104	2081	197000	SH	SOLE	
PENN WEST PETE LTD NEW	COM	707887105	30331	1530429	SH	SOLE	
PEPSICO INC	COM	713448108	14431	217500	SH	SOLE	
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	9574	385300	SH	DEFINED	1
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	30836	1240900	SH	SOLE	
PFIZER INC	COM	717081103	465	21510	SH	DEFINED	
PFIZER INC	COM	717081103	204	9466	SH	DEFINED	1
PFIZER INC	COM	717081103	26242	1212651	SH	SOLE	
PHILIP MORRIS INTL INC	COM	718172109	373	4757	SH	DEFINED	
PIMCO ETF TR	INV GRD CRP BD	72201R817	343	3415	SH	DEFINED	1
PIMCO INCOME STRATEGY FUND	COM	72201H108	354	34082	SH	DEFINED	1
POLYMET MINING CORP	COM	731916102	1042	1011250	SH	SOLE	
POTASH CORP SASK INC	COM	73755L107	95680	2314707	SH	SOLE	
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	3403	126801	SH	DEFINED	
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	12665	777000	SH	SOLE	
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	105352	1887000	SH	DEFINED	1
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1879	33650	SH	SOLE	
PRAXAIR INC	COM	74005P104	213	2000	SH	DEFINED	
PRECISION DRILLING CORP	COM 2010	74022D308	484	47000	SH	SOLE	
PRICELINE COM INC	COM NEW	741503403	93542	200000	SH	SOLE	
PROCTER & GAMBLE CO	COM	742718109	449	6735	SH	DEFINED	1
PROCTER & GAMBLE CO	COM	742718109	34543	517800	SH	SOLE	
PROGRESSIVE WASTE SOLUTIONS	COM	74339G101	17998	920000	SH	SOLE	
PROVIDENT ENERGY LTD NEW	COM	74386V100	9781	1011600	SH	SOLE	
QLOGIC CORP	COM	747277101	1500	100000	SH	SOLE	

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QUEST DIAGNOSTICS INC	COM	74834L100	2908	50092	SH	DEFINED	1
RANDGOLD RES LTD	ADR	752344309	5515	54014	SH	SOLE	
RENTECH INC	COM	760112102	79	60000	SH	DEFINED	1
RESEARCH IN MOTION LTD	COM	760975102	243	16800	SH	DEFINED	
RESEARCH IN MOTION LTD	COM	760975102	18264	1254353	SH	SOLE	
RIO TINTO PLC	SPONSORED ADR	767204100	1565	32000	SH	SOLE	
RITCHIE BROS AUCTIONEERS	COM	767744105	422	19200	SH	SOLE	
ROGERS COMMUNICATIONS INC	CL B	775109200	478232	12412505	SH	SOLE	
ROSS STORES INC	COM	778296103	2448	51500	SH	SOLE	
ROYAL BK CDA MONTREAL QUE	COM	780087102	1146	22453	SH	DEFINED	1
ROYAL BK CDA MONTREAL QUE	COM	780087102	2598758	50931933	SH	SOLE	
ROYAL BK SCOTLAND GROUP PLC	SP ADR L RP PF	780097788	206	14000	SH	DEFINED	1
ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	195	12000	SH	DEFINED	1
RUBICON MINERALS CORP	COM	780911103	1520	400000	SH	SOLE	
SALESFORCE COM INC	COM	79466L302	2462	24262	SH	SOLE	
SARA LEE CORP	COM	803111103	434	22964	SH	SOLE	
SBA COMMUNICATIONS CORP	COM	78388J106	22810	530956	SH	SOLE	
SCHLUMBERGER LTD	COM	806857108	272	3995	SH	DEFINED	
SCHLUMBERGER LTD	COM	806857108	2049	30000	SH	SOLE	
SEACHANGE INTL INC	COM	811699107	551	78392	SH	DEFINED	1
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	4891	146000	SH	SOLE	
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	7581	218531	SH	SOLE	
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	9097	280000	SH	SOLE	
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	827	11967	SH	DEFINED	1
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	1828	26444	SH	SOLE	
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	14150	556000	SH	SOLE	
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	21485	844242	SH	DEFINED	1
SEMGROUP CORP	CL A	81663A105	30696	1177881	SH	SOLE	
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	223460	11241785	SH	SOLE	
SILVER WHEATON CORP	COM	828336107	26618	919200	SH	SOLE	
SNYDERS-LANCE INC	COM	833551104	223	9900	SH	DEFINED	1
SONDE RES CORP	COM	835426107	105	40500	SH	SOLE	
SOUTHERN COPPER CORP	COM	84265V105	27354	906371	SH	DEFINED	1
SOUTHERN COPPER CORP	COM	84265V105	3923	130000	SH	SOLE	
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	1540	12635	SH	DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	15245	100300	SH	SOLE	
SPDR GOLD TRUST	GOLD SHS	78463V107	48280	317647	SH	DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	5078	33416	SH	DEFINED	
SPDR INDEX SHS FDS	GLB NAT RESRCE	78463X541	259	5290	SH	DEFINED	1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	12247	97588	SH	DEFINED	
SPDR S&P 500 ETF TR	TR UNIT	78462F103	53128	423297	SH	DEFINED	1
SPECTRA ENERGY CORP	COM	847560109	12300	400000	SH	SOLE	
SPRINT NEXTEL CORP	COM SER 1	852061100	264	113000	SH	SOLE	
ST JUDE MED INC	COM	790849103	2178	63511	SH	SOLE	
STANLEY BLACK & DECKER INC	COM	854502101	1451	21462	SH	SOLE	
STAPLES INC	COM	855030102	4445	320000	SH	SOLE	
STILLWATER MNG CO	COM	86074Q102	164	15735	SH	DEFINED	
SUN LIFE FINL INC	COM	866796105	293723	15832032	SH	SOLE	
SUNCOR ENERGY INC NEW	COM	867224107	125029	4335311	SH	SOLE	
SUNPOWER CORP	COM	867652406	406	65235	SH	SOLE	
SUPERVALU INC	COM	868536103	1137	139984	SH	SOLE	
TAIWAN FD INC	COM	874036106	202	14000	SH	DEFINED	1
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	5257	407200	SH	SOLE	
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	7867	580604	SH	SOLE	
TALISMAN ENERGY INC	COM	87425E103	40027	3141537	SH	SOLE	
TARGET CORP	COM	87612E106	1371	26772	SH	SOLE	
TECK RESOURCES LTD	CL B	878742204	88359	2501443	SH	DEFINED	1
TECK RESOURCES LTD	CL B	878742204	49517	1404757	SH	SOLE	
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	679	71400	SH	SOLE	
TELECOMMUNICATION SYS INC	CL A	87929J103	293	124750	SH	DEFINED	1
TELECOMMUNICATION SYS INC	CL A	87929J103	180	76700	SH	SOLE	
TELEFONICA S A	SPONSORED ADR	879382208	7205	419145	SH	SOLE	

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TELLABS INC	COM	879664100	141	35000	SH	DEFINED	1
TELUS CORP	NON-VTG SHS	87971M202	57617	1074272	SH	SOLE	
TERNIUM SA	SPON ADR	880890108	218	13400	SH	SOLE	
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	6178	153067	SH	SOLE	
THOMSON REUTERS CORP	COM	884903105	31253	1169231	SH	SOLE	
TIM HORTONS INC	COM	88706M103	20567	424475	SH	SOLE	
TORONTO DOMINION BK ONT	COM NEW	891160509	11467	153273	SH	DEFINED	1
TORONTO DOMINION BK ONT	COM NEW	891160509	1984222	26496173	SH	SOLE	
TRANSALTA CORP	COM	89346D107	312	15100	SH	DEFINED	1
TRANSALTA CORP	COM	89346D107	173390	8403343	SH	SOLE	
TRANSALTA CORP	COM	89346D107	30950	1500000	SH	SOLE	1
TRANSCANADA CORP	COM	89353D107	687285	15723335	SH	SOLE	
TRANSCANADA CORP	COM	89353D107	29505	675000	SH	SOLE	1
UNILEVER N V	N Y SHS NEW	904784709	10610	308700	SH	SOLE	
UNILEVER N V	N Y SHS NEW	904784709	279	8129	SH	DEFINED	1
UR ENERGY INC	COM	91688R108	375	439000	SH	SOLE	
US ECOLOGY INC	COM	91732J102	308	16420	SH	DEFINED	1
VALE S A	ADR	91912E105	64567	3010101	SH	DEFINED	1
VALE S A	ADR	91912E105	46886	2185650	SH	SOLE	
VALE S A	ADR REPSTG PFD	91912E204	51815	2515300	SH	SOLE	
VALEANT PHARMACEUTICALS INTL	COM	91911K102	37305	797393	SH	SOLE	
VALERO ENERGY CORP NEW	COM	91913Y100	8919	423729	SH	SOLE	
VANGUARD INDEX FDS	MCAP GR IDXVIP	922908538	7145	120000	SH	DEFINED	1
VANGUARD INDEX FDS	VALUE ETF	922908744	398	7600	SH	DEFINED	
VANGUARD INDEX FDS	TOTAL STK MKT	922908769	22033	342399	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	11816	303728	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	4056	106151	SH	DEFINED	
VANGUARD INTL EQUITY INDEX F	MSCI PAC ETF	922042866	7683	153630	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	1084	26166	SH	DEFINED	
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	9547	224300	SH	DEFINED	1
VANGUARD SPECIALIZED PORTFOL	DIV APP ETF	921908844	24046	440000	SH	DEFINED	1
VERIZON COMMUNICATIONS INC	COM	92343V104	9520	237300	SH	SOLE	
VISA INC	COM CL A	92826C839	5842	55738	SH	SOLE	
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	17519	625000	SH	SOLE	
VORNADO RLTY TR	SH BEN INT	929042109	10364	134813	SH	SOLE	
WAL MART STORES INC	COM	931142103	23777	397869	SH	SOLE	
WALGREEN CO	COM	931422109	1354	40960	SH	SOLE	
WATERS CORP	COM	941848103	5954	80400	SH	SOLE	
WELLS FARGO & CO NEW	COM	949746101	11414	414126	SH	SOLE	
WELLS FARGO & CO NEW	COM	949746101	223	8095	SH	DEFINED	
WESTPORT INNOVATIONS INC	COM NEW	960908309	663	20000	SH	SOLE	
WET SEAL INC	CL A	961840105	245	75000	SH	DEFINED	1
WHOLE FOODS MKT INC	COM	966837106	3816	54838	SH	SOLE	
WILEY JOHN & SONS INC	CL B	968223305	8880	200000	SH	DEFINED	1
WINDSTREAM CORP	COM	97381W104	4516	384654	SH	SOLE	
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	11794	756000	SH	SOLE	
XILINX INC	COM	983919101	2779	86679	SH	SOLE	
YAHOO INC	COM	984332106	218	13500	SH	DEFINED	1
YAHOO INC	COM	984332106	4253	263690	SH	SOLE	
YAMANA GOLD INC	COM	98462Y100	28587	1938919	SH	SOLE	