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BANK OF NOVA SCOTIA /
Form 13F-HR
November 14, 2011

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 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 November 14, 2011

Report Type (Check only one.):

☐ 13F HOLDINGS REPORT.
☐ 13F NOTICE.
☒ 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: 379

Form 13F Information Table Value Total: \$14,344,227 (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 DSCRETN	OTH	MANA
3M CO	COM	88579Y101	8471	118000	SH		SOLE		
ABBOTT LABS	COM	002824100	422	8275	SH		DEFINED	1	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	14303	271500	SH		SOLE		
ADVANCED MICRO DEVICES INC	COM	007903107	51	10104	SH		DEFINED	1	
ADVANCED MICRO DEVICES INC	COM	007903107	1557	306479	SH		SOLE		
AEGON N V	NY REGISTRY SH	007924103	83	20347	SH		DEFINED		
AES CORP	COM	00130H105	324	33200	SH		SOLE		
AFLAC INC	COM	001055102	4338	124127	SH		SOLE		
AGNICO EAGLE MINES LTD	COM	008474108	319	5344	SH		DEFINED	1	
AGNICO EAGLE MINES LTD	COM	008474108	25581	427507	SH		SOLE		
AGRIUM INC	COM	008916108	32717	491136	SH		SOLE		
ALLIANCE DATA SYSTEMS CORP	COM	018581108	10728	115732	SH		SOLE		
ALLIANCE ONE INTL INC	COM	018772103	699	386007	SH		SOLE		
ALLIANCE ONE INTL INC	COM	018772103	209	85650	SH		DEFINED	1	
AMERICAN EQTY INVT LIFE HLD	COM	025676206	1870	213669	SH		SOLE		
AMGEN INC	COM	031162100	5605	102000	SH		SOLE		
ANADARKO PETE CORP	COM	032511107	9457	150000	SH		SOLE		
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	1662	31379	SH		SOLE		
APPLE INC	COM	037833100	478	1254	SH		DEFINED		
APPLE INC	COM	037833100	4119	10765	SH		DEFINED	1	
APPLIED MATLS INC	COM	038222105	8203	792608	SH		SOLE		
ARCHER DANIELS MIDLAND CO	COM	039483102	1870	78037	SH		SOLE		
AT&T INC	COM	00206R102	704	24715	SH		DEFINED	1	
AT&T INC	COM	00206R102	8556	300000	SH		SOLE		
ATLANTIC PWR CORP	COM NEW	04878Q863	11948	844800	SH		SOLE		
AURIZON MINES LTD	COM	05155P106	766	150000	SH		SOLE		
AUTOMATIC DATA PROCESSING IN	COM	053015103	9310	197450	SH		SOLE		
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	19190	1331681	SH		DEFINED	1	
BANCO SANTANDER SA	ADR	05964H105	241	30000	SH		DEFINED		
BANCO SANTANDER SA	ADR	05964H105	86	10747	SH		DEFINED	1	
BANCO SANTANDER SA	ADR	05964H105	691	86001	SH		SOLE		
BANK MONTREAL QUE	COM	063671101	435	7800	SH		DEFINED	1	
BANK MONTREAL QUE	COM	063671101	1142353	20391804	SH		SOLE		
BANK NOVA SCOTIA HALIFAX	COM	064149107	4753	94674	SH		DEFINED	1	
BANK OF AMERICA CORPORATION	COM	060505104	170	27876	SH		DEFINED		
BANK OF AMERICA CORPORATION	COM	060505104	192	31514	SH		DEFINED	1	
BANK OF AMERICA CORPORATION	COM	060505104	11806	1929106	SH		SOLE		

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BANRO CORP	COM	066800103	4917	1250000	SH	SOLE
BARCLAYS BANK PLC	ETN DJUBS NAT37	06739H644	56	10000	SH	DEFINED
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	1742	41740	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	125882	2683797	SH	SOLE
BAYTEX ENERGY CORP	COM	07317Q105	7583	181300	SH	SOLE
BCE INC	COM NEW	05534B760	420	11224	SH	DEFINED 1
BCE INC	COM NEW	05534B760	132737	3537771	SH	SOLE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4485	42	SH	DEFINED 1
BEST BUY INC	COM	086516101	548	23500	SH	SOLE
BHP BILLITON LTD	SPONSORED ADR	088606108	1528	23000	SH	SOLE
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	339	9350	SH	DEFINED 1
BOSTON SCIENTIFIC CORP	COM	101137107	791	133814	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	326	10400	SH	DEFINED 1
BRISTOL MYERS SQUIBB CO	COM	110122108	14310	456038	SH	SOLE
BROADWIND ENERGY INC	COM	11161T108	3	10000	SH	DEFINED 1
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	147	34000	SH	DEFINED 1
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	375107	13556414	SH	SOLE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	108517	7843985	SH	SOLE
CAE INC	COM	124765108	19258	2051956	SH	SOLE
CAMECO CORP	COM	13321L108	18313	996539	SH	SOLE
CANADIAN NAT RES LTD	COM	136385101	97391	3313988	SH	SOLE
CANADIAN NATL RY CO	COM	136375102	238064	3560090	SH	SOLE
CANADIAN PAC RY LTD	COM	13645T100	26271	544478	SH	SOLE
CARNIVAL CORP	PAIRED CTF	143658300	1156	38140	SH	SOLE
CATERPILLAR INC DEL	COM	149123101	963	13045	SH	DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	296	4247	SH	DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1214220	17330662	SH	SOLE
CELESTICA INC	SUB VTG SHS	15101Q108	10172	1400000	SH	SOLE
CEMEX SAB DE CV	SPON ADR NEW	151290889	2755	871769	SH	SOLE
CENOVUS ENERGY INC	COM	15135U109	253033	8211928	SH	SOLE
CENTRAL FD CDA LTD	CL A	153501101	367	17762	SH	DEFINED 1
CEPHALON INC	COM	156708109	19895	246528	SH	SOLE
CHESAPEAKE ENERGY CORP	COM	165167107	434	17000	SH	SOLE
CHEVRON CORP NEW	COM	166764100	16654	180000	SH	SOLE
CHEVRON CORP NEW	COM	166764100	497	5364	SH	DEFINED 1
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	9401	193000	SH	SOLE
CISCO SYS INC	COM	17275R102	803	51808	SH	DEFINED
CISCO SYS INC	COM	17275R102	8723	563151	SH	SOLE
CITIGROUP INC	COM NEW	172967424	2186	85294	SH	SOLE
CLAUDE RES INC	COM	182873109	181	100000	SH	SOLE
COCA COLA CO	COM	191216100	765	11333	SH	DEFINED
COCA COLA CO	COM	191216100	243	3599	SH	DEFINED 1
COCA COLA CO	COM	191216100	17566	260000	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	532	6000	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	342	3860	SH	DEFINED
COMCAST CORP NEW	CL A SPL	20030N200	6216	300000	SH	DEFINED 1
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	83562	2235089	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	513	21200	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	14156	584460	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	836	13218	SH	DEFINED 1
CONSOLIDATED EDISON INC	COM	209115104	259	4550	SH	DEFINED 1
CONSTELLATION BRANDS INC	CL A	21036P108	333	18500	SH	DEFINED 1
COSAN LTD	SHS A	G25343107	1816	200000	SH	DEFINED 1
COVANTA HLDG CORP	COM	22282E102	21966	1446061	SH	SOLE
CREDICORP LTD	COM	G2519Y108	128107	1421313	SH	DEFINED 1
CROWN HOLDINGS INC	COM	228368106	4591	150000	SH	DEFINED 1
CSX CORP	COM	126408103	7841	420000	SH	SOLE
CVS CAREMARK CORPORATION	COM	126650100	1900	86618	SH	SOLE
DEERE & CO	COM	244199105	1341	20762	SH	SOLE
DELL INC	COM	24702R101	1157	81800	SH	SOLE
DELTA AIR LINES INC DEL	COM NEW	247361702	165	22000	SH	DEFINED
DENISON MINES CORP	COM	248356107	1604	1500000	SH	SOLE

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DOW CHEM CO	COM	260543103	6177	275000	SH	SOLE
DRAGONWAVE INC	COM	26144M103	65	20000	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	269	6755	SH	DEFINED
E M C CORP MASS	COM	268648102	22557	1075522	SH	SOLE
EATON CORP	COM	278058102	240	3800	SH	DEFINED
EBAY INC	COM	278642103	678	23000	SH	DEFINED
EL PASO CORP	COM	28336L109	4545	260000	SH	SOLE
ELDORADO GOLD CORP NEW	COM	284902103	23901	1386400	SH	SOLE
EMPRESA NACIONAL DE ELCTRCID	SPONSORED ADR	29244T101	536	12368	SH	DEFINED
ENBRIDGE INC	COM	29250N105	927735	29048298	SH	SOLE
ENCANA CORP	COM	292505104	269	14000	SH	DEFINED
ENCANA CORP	COM	292505104	161479	8384549	SH	SOLE
ENERPLUS CORP	COM	292766102	11848	479500	SH	SOLE
ENERSIS S A	SPONSORED ADR	29274F104	202	12000	SH	DEFINED
ENTREE GOLD INC	COM	29383G100	80	59250	SH	SOLE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	9072	950000	SH	SOLE
EXCO RESOURCES INC	COM	269279402	107	10000	SH	DEFINED 1
EXTERRAN HLDGS INC	COM	30225X103	2515	258752	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	2330	132372	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	441	6077	SH	DEFINED 1
EXXON MOBIL CORP	COM	30231G102	1033	14235	SH	DEFINED
FIRST MAJESTIC SILVER CORP	COM	32076V103	11450	750000	SH	SOLE
FLUOR CORP NEW	COM	343412102	221	50000	SH	DEFINED 1
FORD MTR CO DEL	COM PAR \$0.01	345370860	131	13600	SH	DEFINED
FORD MTR CO DEL	COM PAR \$0.01	345370860	3138	324469	SH	SOLE
FOREST CITY ENTERPRISES INC	CL A	345550107	3432	321994	SH	SOLE
FRANCO NEVADA CORP	COM	351858105	930	25700	SH	SOLE
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	38624	1292624	SH	DEFINED 1
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	3593	118000	SH	SOLE
GABELLI EQUITY TR INC	COM	362397101	55	11625	SH	DEFINED 1
GAYLORD ENTMT CO NEW	COM	367905106	2370	122520	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	398	26228	SH	DEFINED 1
GENERAL ELECTRIC CO	COM	369604103	10504	729246	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	672	44218	SH	DEFINED
GENERAL MLS INC	COM	370334104	7694	200000	SH	SOLE
GILDAN ACTIVEWEAR INC	COM	375916103	7963	306500	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	15875	409142	SH	SOLE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	2064	50000	SH	SOLE
GOLDCORP INC NEW	COM	380956409	99991	2191452	SH	SOLE
GOODYEAR TIRE & RUBR CO	COM	382550101	1609	159456	SH	SOLE
GOOGLE INC	CL A	38259P508	860	1670	SH	DEFINED
GRAN TIERRA ENERGY INC	COM	38500T101	6643	1400000	SH	SOLE
GREAT BASIN GOLD LTD	COM	390124105	2362	1397543	SH	SOLE
GREAT PANTHER SILVER LTD	COM	39115V101	50	20000	SH	DEFINED 1
GROUPE CGI INC	CL A SUB VTG	39945C109	875	46500	SH	SOLE
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	1325	72040	SH	SOLE
HALLIBURTON CO	COM	406216101	9156	300000	SH	SOLE
HEINZ H J CO	COM	423074103	16590	328647	SH	SOLE
HERSHEY CO	COM	427866108	418	7060	SH	SOLE
HERTZ GLOBAL HOLDINGS INC	COM	42805T105	157	11800	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	2516	112072	SH	SOLE
HOME DEPOT INC	COM	437076102	9861	300000	SH	SOLE
HUDBAY MINERALS INC	COM	443628102	1866	200000	SH	SOLE
IAMGOLD CORP	COM	450913108	18844	947200	SH	SOLE
ICONIX BRAND GROUP INC	COM	451055107	5364	353900	SH	SOLE
IMAX CORP	COM	45245E109	1657	114250	SH	SOLE
IMPERIAL OIL LTD	COM NEW	453038408	23375	650184	SH	SOLE
INTEL CORP	COM	458140100	11361	532640	SH	SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	8444	48243	SH	SOLE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1905	131100	SH	SOLE
ISHARES INC	MSCI BRAZIL	464286400	1144	22000	SH	DEFINED
ISHARES INC	MSCI BRAZIL	464286400	45537	889047	SH	DEFINED 1

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ISHARES INC	MSCI CDA INDEX	464286509	2714	106050	SH	DEFINED	1
ISHARES INC	MSCI CHILE INVES	464286640	266	5000	SH	DEFINED	
ISHARES INC	MSCI CHILE INVES	464286640	327	6102	SH	DEFINED	1
ISHARES INC	MSCI TAIWAN	464286731	331	27647	SH	DEFINED	1
ISHARES INC	MSCI GERMAN	464286806	2438	133475	SH	DEFINED	1
ISHARES INC	MSCI MEX INVEST	464286822	401	8202	SH	DEFINED	1
ISHARES INC	MSCI MALAYSIA	464286830	568	46311	SH	DEFINED	1
ISHARES INC	MSCI JAPAN	464286848	3190	337305	SH	DEFINED	
ISHARES INC	MSCI HONG KONG	464286871	253	17556	SH	DEFINED	1
ISHARES SILVER TRUST	ISHARES	46428Q109	461	15950	SH	DEFINED	1
ISHARES TR	S&P 100 IDX FD	464287101	329	6400	SH	DEFINED	1
ISHARES TR	FTSE CHINA25 IDX	464287184	650	20794	SH	DEFINED	1
ISHARES TR	S&P 500 INDEX	464287200	420	3691	SH	DEFINED	1
ISHARES TR	MSCI EMERG MKT	464287234	2495	71100	SH	DEFINED	
ISHARES TR	MSCI EMERG MKT	464287234	536	15092	SH	DEFINED	1
ISHARES TR	IBOXX INV CPBD	464287242	351	3125	SH	DEFINED	1
ISHARES TR	S&P LTN AM 40	464287390	998	25535	SH	DEFINED	1
ISHARES TR	S&P 500 VALUE	464287408	15424	299039	SH	DEFINED	
ISHARES TR	MSCI EAFE INDEX	464287465	1686	35075	SH	DEFINED	1
ISHARES TR	RUSSELL MIDCAP	464287499	1475	16715	SH	DEFINED	
ISHARES TR	S&P MIDCAP 400	464287507	2045	26225	SH	DEFINED	
ISHARES TR	NASDAQ BIO INDX	464287556	21211	238000	SH	DEFINED	1
ISHARES TR	S&P GLB100INDX	464287572	4659	86510	SH	DEFINED	1
ISHARES TR	RUSSELL1000VAL	464287598	298	5270	SH	DEFINED	1
ISHARES TR	RUSSELL 2000	464287655	657	12830	SH	SOLE	
ISHARES TR	RUSSELL 3000	464287689	405	6070	SH	DEFINED	1
ISHARES TR	DJ US TECH SEC	464287721	2642	44500	SH	DEFINED	1
ISHARES TR	MSCI ACJPN IDX	464288182	846	17794	SH	DEFINED	1
ISHARES TR	MSCI ACJPN IDX	464288182	4067	87201	SH	DEFINED	
ISHARES TR	HIGH YLD CORP	464288513	3989	48150	SH	DEFINED	1
ISHARES TR	BARCLYS SH TREA	464288679	26861	242900	SH	DEFINED	1
ISHARES TR	MSCI PERU CAP	464289842	1782	50647	SH	DEFINED	1
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	16701	1100067	SH	DEFINED	1
IVANHOE ENERGY INC	COM	465790103	2158	2000000	SH	SOLE	
IVANHOE MINES LTD	COM	46579N103	15495	1123100	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	571	8968	SH	DEFINED	1
JOHNSON & JOHNSON	COM	478160104	16226	264694	SH	SOLE	
JPMORGAN CHASE & CO	COM	46625H100	6039	206000	SH	SOLE	
JPMORGAN CHASE & CO	COM	46625H100	214	7135	SH	DEFINED	
KIMBERLY CLARK CORP	COM	494368103	16765	236100	SH	SOLE	
KINGSWAY FINL SVCS INC	COM	496904103	36	50500	SH	SOLE	
KINROSS GOLD CORP	COM NO PAR	496902404	53537	3600361	SH	SOLE	
KNIGHT CAP GROUP INC	CL A COM	499005106	4644	381874	SH	SOLE	
KOPIN CORP	COM	500600101	141	41000	SH	DEFINED	1
KRAFT FOODS INC	CL A	50075N104	453	13500	SH	DEFINED	1
KRAFT FOODS INC	CL A	50075N104	23041	685260	SH	SOLE	
LAKE SHORE GOLD CORP	COM	510728108	304	200000	SH	SOLE	
LEXINGTON REALTY TRUST	COM	529043101	163	25000	SH	DEFINED	
LILLY ELI & CO	COM	532457108	6300	170400	SH	SOLE	
LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	83	40000	SH	DEFINED	
LOWES COS INC	COM	548661107	1634	84500	SH	SOLE	
LULULEMON ATHLETICA INC	COM	550021109	29193	600000	SH	SOLE	
MAGNA INTL INC	COM	559222401	36778	1111476	SH	SOLE	
MANPOWERGROUP INC	COM	56418H100	302	9000	SH	DEFINED	
MANULIFE FINL CORP	COM	56501R106	500342	43888408	SH	SOLE	
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	810	14685	SH	DEFINED	1
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	354	14000	SH	DEFINED	
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	436	10100	SH	DEFINED	1
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	1362	35395	SH	DEFINED	1
MARTEN TRANS LTD	COM	573075108	5236	303750	SH	DEFINED	1
MCDONALDS CORP	COM	580135101	15369	175000	SH	SOLE	
MEDTRONIC INC	COM	585055106	6160	185324	SH	SOLE	

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MEDTRONIC INC	COM	585055106	332	10000	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	221	6780	SH	DEFINED
MERCK & CO INC NEW	COM	58933Y105	9496	290300	SH	SOLE
METHANEX CORP	COM	59151K108	33265	1595998	SH	SOLE
MGM RESORTS INTERNATIONAL	COM	552953101	3499	376671	SH	SOLE
MI DEVS INC	COM	55304X104	14005	526880	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	9891	1952820	SH	SOLE
MICROSOFT CORP	COM	594918104	283	11385	SH	DEFINED
MICROSOFT CORP	COM	594918104	256	10280	SH	DEFINED 1
MICROSOFT CORP	COM	594918104	1659	154618	SH	SOLE
MONSANTO CO NEW	COM	61166W101	4503	75000	SH	SOLE
MOTOROLA SOLUTIONS INC	COM NEW	620076307	290	6915	SH	SOLE
MYLAN INC	COM	628530107	324	19058	SH	SOLE
NANOSPHERE INC	COM	63009F105	44	44430	SH	DEFINED 1
NAVISTAR INTL CORP NEW	COM	63934E108	250	9499	SH	SOLE
NEVSUN RES LTD	COM	64156L101	252	50000	SH	SOLE
NEW GOLD INC CDA	COM	644535106	886	85800	SH	SOLE
NEWMONT MINING CORP	COM	651639106	37413	591400	SH	DEFINED 1
NEWMONT MINING CORP	COM	651639106	22821	362126	SH	SOLE
NEXEN INC	COM	65334H102	26852	1724941	SH	SOLE
NIKE INC	CL B	654106103	1766	20650	SH	SOLE
NISOURCE INC	COM	65473P105	6414	300000	SH	SOLE
NOKIA CORP	SPONSORED ADR	654902204	67	12000	SH	DEFINED
NOKIA CORP	SPONSORED ADR	654902204	4101	724640	SH	SOLE
NORDSTROM INC	COM	655664100	457	10000	SH	SOLE
NORTHERN DYNASTY MINERALS LT	COM NEW	66510M204	2142	400000	SH	SOLE
NOVAGOLD RES INC	COM NEW	66987E206	4551	700000	SH	SOLE
NVIDIA CORP	COM	67066G104	990	79200	SH	SOLE
OFFICE DEPOT INC	COM	676220106	674	327148	SH	SOLE
OPEN TEXT CORP	COM	683715106	2458	47000	SH	SOLE
ORACLE CORP	COM	68389X105	19508	678760	SH	SOLE
PAETEC HOLDING CORP	COM	695459107	4424	836205	SH	SOLE
PAN AMERICAN SILVER CORP	COM	697900108	480	20800	SH	SOLE
PAYCHEX INC	COM	704326107	5274	200000	SH	SOLE
PENGROWTH ENERGY CORP	COM	70706P104	2856	315900	SH	SOLE
PENN WEST PETE LTD NEW	COM	707887105	22124	1489829	SH	SOLE
PEPSICO INC	COM	713448108	13463	217500	SH	SOLE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	8116	377151	SH	DEFINED 1
PFIZER INC	COM	717081103	405	22910	SH	DEFINED
PFIZER INC	COM	717081103	21440	1212651	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	296	4757	SH	DEFINED
PIMCO ETF TR	INV GRD CRP BD	72201R817	345	3415	SH	DEFINED 1
PIMCO INCOME STRATEGY FUND	COM	72201H108	341	34082	SH	DEFINED 1
POLYMET MINING CORP	COM	731916102	1246	1011250	SH	SOLE
POTASH CORP SASK INC	COM	73755L107	97676	2247607	SH	SOLE
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	3265	126801	SH	DEFINED
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	14157	777000	SH	SOLE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	21042	400650	SH	SOLE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	14677	287000	SH	DEFINED 1
PRECISION DRILLING CORP	COM 2010	74022D308	393	47100	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	33915	536800	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	425	6736	SH	DEFINED 1
PROGRESSIVE WASTE SOLUTIONS	COM	74339G101	18947	920000	SH	SOLE
PROVIDENT ENERGY LTD NEW	COM	74386V100	9707	1185000	SH	SOLE
QLOGIC CORP	COM	747277101	1268	100000	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	2472	50097	SH	DEFINED 1
RANDGOLD RES LTD	ADR	752344309	5224	54014	SH	SOLE
RENTECH INC	COM	760112102	47	60000	SH	DEFINED 1
RESEARCH IN MOTION LTD	COM	760975102	25292	1235653	SH	SOLE
RIO TINTO PLC	SPONSORED ADR	767204100	1411	32000	SH	SOLE
RITCHIE BROS AUCTIONEERS	COM	767744105	18060	889716	SH	SOLE
ROGERS COMMUNICATIONS INC	CL B	775109200	424744	12401805	SH	SOLE

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ROSS STORES INC	COM	778296103	2022	25700	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1026	22417	SH	DEFINED 1
ROYAL BK CDA MONTREAL QUE	COM	780087102	2298122	50085163	SH	SOLE
ROYAL BK SCOTLAND GROUP PLC	SP ADR L RP PF	780097788	224	14000	SH	DEFINED 1
ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	206	12000	SH	DEFINED 1
SALESFORCE COM INC	COM	79466L302	1770	16023	SH	SOLE
SARA LEE CORP	COM	803111103	375	22964	SH	SOLE
SBA COMMUNICATIONS CORP	COM	78388J106	19576	567836	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	238	3995	SH	DEFINED
SEACHANGE INTL INC	COM	811699107	577	74892	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	4281	146000	SH	SOLE
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	6107	192531	SH	SOLE
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	6237	210000	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	733	12535	SH	DEFINED 1
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	293	12427	SH	DEFINED 1
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	13105	556000	SH	SOLE
SEMGROUP CORP	CL A	81663A105	23511	1177881	SH	SOLE
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	234145	11534917	SH	SOLE
SILVER WHEATON CORP	COM	828336107	26345	891500	SH	SOLE
SIRIUS XM RADIO INC	COM	82967N108	24	16500	SH	DEFINED 1
SONDE RES CORP	COM	835426107	93	40500	SH	SOLE
SOUTHERN COPPER CORP	COM	84265V105	9525	396379	SH	DEFINED 1
SOUTHERN COPPER CORP	COM	84265V105	1624	65000	SH	SOLE
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	950	8720	SH	DEFINED 1
SPDR GOLD TRUST	GOLD SHS	78463V107	5018	31748	SH	DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	62703	390452	SH	DEFINED 1
SPDR GOLD TRUST	GOLD SHS	78463V107	15855	100300	SH	SOLE
SPDR INDEX SHS FDS	GLB NAT RESRCE	78463X541	207	4540	SH	DEFINED 1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	19834	174938	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	138658	1261297	SH	DEFINED 1
SPDR SERIES TRUST	BRCLYS YLD ETF	78464A417	772	21330	SH	DEFINED 1
SPRINT NEXTEL CORP	COM SER 1	852061100	30	10000	SH	SOLE
ST JUDE MED INC	COM	790849103	2298	63511	SH	SOLE
STANLEY BLACK & DECKER INC	COM	854502101	1054	21462	SH	SOLE
STAPLES INC	COM	855030102	4256	320000	SH	SOLE
SUN LIFE FINL INC	COM	866796105	357285	14950032	SH	SOLE
SUNCOR ENERGY INC NEW	COM	867224107	107732	4215011	SH	SOLE
SUNPOWER CORP	COM CL A	867652109	701	86608	SH	SOLE
SUPERVALU INC	COM	868536103	127	19149	SH	DEFINED 1
SUPERVALU INC	COM	868536103	1598	239984	SH	SOLE
TAIWAN FD INC	COM	874036106	210	14000	SH	DEFINED 1
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	4654	407200	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	6992	549681	SH	SOLE
TALISMAN ENERGY INC	COM	87425E103	37482	3046937	SH	SOLE
TANZANIAN ROYALTY EXPL CORP	COM	87600U104	926	252000	SH	SOLE
TARGET CORP	COM	87612E106	1313	26772	SH	SOLE
TATA MTRS LTD	SPONSORED ADR	876568502	5383	350000	SH	SOLE
TECK RESOURCES LTD	CL B	878742204	38929	1424939	SH	DEFINED 1
TECK RESOURCES LTD	CL B	878742204	43347	1467957	SH	SOLE
TELECOMMUNICATION SYS INC	CL A	87929J103	232	67250	SH	DEFINED 1
TELECOMMUNICATION SYS INC	CL A	87929J103	265	76700	SH	SOLE
TELEFONICA S A	SPONSORED ADR	879382208	8014	419145	SH	SOLE
TELLABS INC	COM	879664100	150	35000	SH	DEFINED 1
TELUS CORP	NON-VTG SHS	87971M202	78716	1687439	SH	SOLE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	5697	153067	SH	SOLE
THOMSON REUTERS CORP	COM	884903105	31212	1150731	SH	SOLE
TIM HORTONS INC	COM	88706M103	14398	267875	SH	SOLE
TORONTO DOMINION BK ONT	COM NEW	891160509	10871	153221	SH	DEFINED 1
TORONTO DOMINION BK ONT	COM NEW	891160509	1824304	25614273	SH	SOLE
TRANSALTA CORP	COM	89346D107	177728	8172443	SH	SOLE
TRANSALTA CORP	COM	89346D107	32667	1500000	SH	SOLE 1
TRANSALTA CORP	COM	89346D107	328	15100	SH	DEFINED 1

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TRANSCANADA CORP	COM	89353D107	624302	15370335	SH	SOLE	
TRANSCANADA CORP	COM	89353D107	27416	675000	SH	SOLE	1
TUTOR PERINI CORP	COM	901109108	136	11900	SH	DEFINED	
UNILEVER N V	N Y SHS NEW	904784709	255	8100	SH	DEFINED	1
UR ENERGY INC	COM	91688R108	398	439000	SH	SOLE	
US ECOLOGY INC	COM	91732J102	254	16420	SH	DEFINED	1
VALE S A	ADR	91912E105	3488	153000	SH	SOLE	
VALE S A	ADR	91912E105	36317	1654701	SH	DEFINED	1
VALERO ENERGY CORP NEW	COM	91913Y100	7534	423729	SH	SOLE	
VANGUARD INDEX FDS	MCAP GR IDXVIP	922908538	6233	120000	SH	DEFINED	1
VANGUARD INDEX FDS	VALUE ETF	922908744	357	7600	SH	DEFINED	
VANGUARD INDEX FDS	TOTAL STK MKT	922908769	14889	257085	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	3846	107341	SH	DEFINED	
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	6414	178065	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	MSCI PAC ETF	922042866	3310	68030	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	2210	54359	SH	DEFINED	
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	5068	124300	SH	DEFINED	1
VANGUARD SPECIALIZED PORTFOL	DIV APP ETF	921908844	20900	440000	SH	DEFINED	1
VERIZON COMMUNICATIONS INC	COM	92343V104	8733	237300	SH	SOLE	
VISA INC	COM CL A	92826C839	5834	66759	SH	SOLE	
VORNADO RLTY TR	SH BEN INT	929042109	874	11495	SH	SOLE	
WAL MART STORES INC	COM	931142103	20475	394509	SH	SOLE	
WALGREEN CO	COM	931422109	1347	40960	SH	SOLE	
WATERS CORP	COM	941848103	6069	80400	SH	SOLE	
WELLS FARGO & CO NEW	COM	949746101	9989	414126	SH	SOLE	
WET SEAL INC	CL A	961840105	336	75000	SH	DEFINED	1
WHOLE FOODS MKT INC	COM	966837106	3581	54838	SH	SOLE	
WILEY JOHN & SONS INC	CL B	968223305	8982	200000	SH	DEFINED	1
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	13721	756000	SH	SOLE	
XILINX INC	COM	983919101	1821	66349	SH	SOLE	
YAHOO INC	COM	984332106	3470	263690	SH	SOLE	
YAMANA GOLD INC	COM	98462Y100	36137	2631419	SH	SOLE	