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BANK OF NOVA SCOTIA /  
Form 13F-HR  
November 12, 2010

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, 2010

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 12, 2010

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
28-11461	Scotia Capital Inc.
28-13705	Scotia Asset Management L.P.
28-11459	Bank of Nova Scotia Trust Co.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
 Form13F Information Table Entry Total: 380  
 Form13F Information Table Value Total: \$13,689,870 (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
	28-11472	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
ABBOTT LABS	COM	002824100	313	6000	SH		DEFINED	1
ABBOTT LABS	COM	002824100	583	11174			DEFINED	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	5311	125000	SH		SOLE	
ACORN ENERGY INC	COM	004848107	76	15234			DEFINED	1
AEGON N V	NY REGISTRY SH	007924103	121	20347			DEFINED	
AES CORP	COM	00130H105	490	43200	SH		SOLE	
AETNA INC NEW	COM	00817Y108	348	11000	SH		SOLE	
AGNICO EAGLE MINES LTD	COM	008474108	226	3189			DEFINED	1
AGNICO EAGLE MINES LTD	COM	008474108	21016	295507	SH		SOLE	
AGRIUM INC	COM	008916108	21992	293036	SH		SOLE	
ALCOA INC	COM	013817101	121	10000			DEFINED	1
ALLIANCE DATA SYSTEMS CORP	COM	018581108	8122	124455	SH		SOLE	
ALLIANCE ONE INTL INC	COM	018772103	1784	429776	SH		SOLE	
ALLIANCE ONE INTL INC	COM	018772103	355	85650	SH		DEFINED	1
AMGEN INC	COM	031162100	5511	100000	SH		SOLE	
ANADARKO PETE CORP	COM	032511107	8557	150000	SH		SOLE	
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	117	200000	SH		SOLE	
APPLE INC	COM	037833100	336	1187			DEFINED	
APPLE INC	COM	037833100	5999	21105			DEFINED	1
APPLE INC	COM	037833100	2417	8568	SH		SOLE	
APPLIED MATLS INC	COM	038222105	6338	542600	SH		SOLE	
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	330	10000	SH		SOLE	
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	3033	91791			DEFINED	1
ARCHER DANIELS MIDLAND CO	COM	039483102	30138	944177	SH		SOLE	
AT&T INC	COM	00206R102	286	10000	SH		DEFINED	1
AT&T INC	COM	00206R102	8580	300000	SH		SOLE	
ATLANTIC PWR CORP	COM NEW	04878Q863	9094	657300	SH		SOLE	
AUGUSTA RES CORP	COM NEW	050912203	139	40000	SH		SOLE	
AUTOMATIC DATA PROCESSING IN	COM	053015103	3003	71450	SH		SOLE	
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	21073	1034000	SH		DEFINED	1
BANCO SANTANDER SA	ADR	05964H105	133	10515	SH		DEFINED	1

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BANK MONTREAL QUE	COM	063671101	586	10131		DEFINED	1
BANK MONTREAL QUE	COM	063671101	1115764	19295504	SH	SOLE	
BANK NOVA SCOTIA HALIFAX	COM	064149107	5144	96360		DEFINED	1
BANK OF AMERICA CORPORATION	COM	060505104	5030	382995		DEFINED	1
BANK OF AMERICA CORPORATION	COM	060505104	173123	13204624	SH	SOLE	
BANK OF NEW YORK MELLON CORP	COM	064058100	2255	86331		DEFINED	
BANRO CORP	COM	066800103	341	150000	SH	SOLE	
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	3234	76500		DEFINED	
BARRICK GOLD CORP	COM	067901108	519	11243		DEFINED	1
BARRICK GOLD CORP	COM	067901108	82058	1775097	SH	SOLE	
BAYTEX ENERGY TR	TRUST UNIT	073176109	7722	213100	SH	SOLE	
BCE INC	COM NEW	05534B760	94901	2915687	SH	SOLE	
BCE INC	COM NEW	05534B760	4573	140500	SH	SOLE	1
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4980	40		DEFINED	1
BEST BUY INC	COM	086516101	416	10200	SH	SOLE	
BIGBAND NETWORKS INC	COM	089750509	128	45000	SH	DEFINED	1
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	952	75000	SH	SOLE	
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	989	22000	SH	DEFINED	1
BOSTON PROPERTIES INC	COM	101121101	4939	59426	SH	SOLE	
BOSTON SCIENTIFIC CORP	COM	101137107	882	143814	SH	SOLE	
BRISTOL MYERS SQUIBB CO	COM	110122108	271	10000	SH	DEFINED	1
BRISTOL MYERS SQUIBB CO	COM	110122108	9607	354350	SH	SOLE	
BROADCOM CORP	CL A	111320107	412	11650	SH	SOLE	
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	199	34000	SH	DEFINED	1
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	470695	16660914	SH	SOLE	
BROOKFIELD PPTYS CORP	COM	112900105	203407	13019835	SH	SOLE	
CAE INC	COM	124765108	27457	2659432	SH	SOLE	
CAMECO CORP	COM	13321L108	19922	716539	SH	SOLE	
CANADIAN NAT RES LTD	COM	136385101	69971	2022288	SH	SOLE	
CANADIAN NATL RY CO	COM	136375102	204118	3190890	SH	SOLE	
CANADIAN PAC RY LTD	COM	13645T100	231	3790		DEFINED	
CANADIAN PAC RY LTD	COM	13645T100	40660	665328	SH	SOLE	
CATERPILLAR INC DEL	COM	149123101	7868	100000	SH	SOLE	
CDN IMPERIAL BK OF COMMERCE	COM	136069101	276	3810		DEFINED	1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	992776	13679686	SH	SOLE	
CELGENE CORP	COM	151020104	219	3800	SH	SOLE	
CEMEX SAB DE CV	SPON ADR NEW	151290889	7125	838240	SH	SOLE	
CENOVUS ENERGY INC	COM	15135U109	227173	7897049	SH	SOLE	
CENTRAL FD CDA LTD	CL A	153501101	277	16700	SH	DEFINED	1
CEPHALON INC	COM	156708109	21574	346029	SH	SOLE	
CHESAPEAKE ENERGY CORP	COM	165167107	2259	99749	SH	SOLE	
CHEVRON CORP NEW	COM	166764100	367	4527	SH	DEFINED	1
CHEVRON CORP NEW	COM	166764100	10131	125000	SH	SOLE	
CISCO SYS INC	COM	17275R102	787	35961		DEFINED	
CISCO SYS INC	COM	17275R102	9824	448570	SH	SOLE	
CITIGROUP INC	COM	172967101	68	17625		DEFINED	
CITIGROUP INC	COM	172967101	88	22600		DEFINED	1
CITIGROUP INC	COM	172967101	3023	775000	SH	SOLE	
COCA COLA CO	COM	191216100	933	15945		DEFINED	
COCA COLA CO	COM	191216100	16918	289100	SH	SOLE	
COLGATE PALMOLIVE CO	COM	194162103	216	2812		DEFINED	
COMCAST CORP NEW	CL A	20030N101	4989	275949	SH	SOLE	
COMCAST CORP NEW	CL A SPL	20030N200	5103	300000		DEFINED	1
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	131808	2917722	SH	DEFINED	1
CONAGRA FOODS INC	COM	205887102	439	20000	SH	DEFINED	1
CONAGRA FOODS INC	COM	205887102	9291	423439	SH	SOLE	
CONOCOPHILLIPS	COM	20825C104	254	4434		DEFINED	1
CONOCOPHILLIPS	COM	20825C104	315	5485	SH	DEFINED	1
CONSOL ENERGY INC	COM	20854P109	246	6650	SH	SOLE	
CONSOLIDATED EDISON INC	COM	209115104	219	4550	SH	DEFINED	1
CONSTELLATION BRANDS INC	CL A	21036P108	327	18500	SH	DEFINED	1
COVANTA HLDG CORP	COM	22282E102	21256	1349550	SH	SOLE	

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CROWN HOLDINGS INC	COM	228368106	4299	150000		DEFINED 1
CSX CORP	COM	126408103	2766	50000	SH	SOLE
CVS CAREMARK CORPORATION	COM	126650100	4721	150000	SH	SOLE
DANA HLDG CORP	COM	235825205	147	12000		DEFINED
DEERE & CO	COM	244199105	4373	62669	SH	SOLE
DELL INC	COM	24702R101	1177	90800	SH	SOLE
DELTA AIR LINES INC DEL	COM NEW	247361702	161	13850		DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	351	5420	SH	SOLE
DOLE FOOD CO INC NEW	COM	256603101	151	14900		DEFINED
DOW CHEM CO	COM	260543103	7551	275000	SH	SOLE
DRAGONWAVE INC	COM	26144M103	70	10000		DEFINED 1
DRAGONWAVE INC	COM	26144M103	2400	340000	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	305	6841		DEFINED
E M C CORP MASS	COM	268648102	27680	1362020	SH	SOLE
EBAY INC	COM	278642103	588	24139		DEFINED
EL PASO CORP	COM	28336L109	3219	260000	SH	SOLE
ELDORADO GOLD CORP NEW	COM	284902103	17846	965100	SH	SOLE
ELECTRONIC ARTS INC	COM	285512109	3182	193700	SH	SOLE
ENBRIDGE INC	COM	29250N105	745071	14221449	SH	SOLE
ENCANA CORP	COM	292505104	235802	7801549	SH	SOLE
ENDEAVOUR SILVER CORP	COM	29258Y103	3101	765000	SH	SOLE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	8005	310700	SH	SOLE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	10422	950000	SH	SOLE
EXTERRAN HLDGS INC	COM	30225X103	9846	433545	SH	SOLE
EXTREME NETWORKS INC	COM	30226D106	147	47200	SH	DEFINED 1
EXXON MOBIL CORP	COM	30231G102	381	6182		DEFINED 1
EXXON MOBIL CORP	COM	30231G102	714	11562		DEFINED
FLEXTRONICS INTL LTD	ORD	Y2573F102	1208	200000	SH	SOLE
FORD MTR CO DEL	COM PAR \$0.01	345370860	127	10400	SH	SOLE
FOREST CITY ENTERPRISES INC	CL A	345550107	3358	261751	SH	SOLE
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	110607	1295316	SH	DEFINED 1
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	2562	30000	SH	SOLE
GABELLI EQUITY TR INC	COM	362397101	58	11625	SH	DEFINED 1
GAYLORD ENTMT CO NEW	COM	367905106	3017	98904	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	11452	704757	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	282	17368		DEFINED
GENERAL ELECTRIC CO	COM	369604103	558	34397		DEFINED 1
GILDAN ACTIVEWEAR INC	COM	375916103	5186	184300	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	1570	44100	SH	SOLE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1976	50000	SH	SOLE
GOLDCORP INC NEW	COM	380956409	38870	894452	SH	SOLE
GOODYEAR TIRE & RUBR CO	COM	382550101	1773	164966	SH	SOLE
GOOGLE INC	CL A	38259P508	260	495		DEFINED
GOOGLE INC	CL A	38259P508	208	397		DEFINED 1
GOOGLE INC	CL A	38259P508	841	1600	SH	SOLE
GREAT BASIN GOLD LTD	COM	390124105	3646	1500000	SH	SOLE
HALLIBURTON CO	COM	406216101	6905	208794	SH	SOLE
HEINZ H J CO	COM	423074103	10354	218667	SH	SOLE
HEWLETT PACKARD CO	COM	428236103	571	13578		DEFINED
HEWLETT PACKARD CO	COM	428236103	2141	51000	SH	SOLE
HEWLETT PACKARD CO	COM	428236103	4741	112522		DEFINED 1
HOME DEPOT INC	COM	437076102	9504	300000	SH	SOLE
HUTCHINSON TECHNOLOGY INC	COM	448407106	35	10000	SH	DEFINED 1
IAMGOLD CORP	COM	450913108	11618	655900	SH	SOLE
IESI BFC LTD	COM	44951D108	21054	920000	SH	SOLE
ILLUMINA INC	COM	452327109	733	14900	SH	SOLE
IMAX CORP	COM	45245E109	254	15000	SH	SOLE
IMPERIAL OIL LTD	COM NEW	453038408	16989	448184	SH	SOLE
INGRAM MICRO INC	CL A	457153104	214	12700		DEFINED
INTEL CORP	COM	458140100	253	13151		DEFINED 1
INTEL CORP	COM	458140100	5934	308834	SH	SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	582	4342		DEFINED

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INTERNATIONAL BUSINESS MACHS	COM	459200101	3589	26754	SH	SOLE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1739	120600	SH	SOLE
ISHARES INC	MSCI EMU INDEX	464286608	2612	75454		DEFINED
ISHARES INC	MSCI MEX INVEST	464286822	14970	282500	SH	DEFINED 1
ISHARES INC	MSCI MEX INVEST	464286822	2250	42478		DEFINED
ISHARES INC	MSCI JAPAN	464286848	101	10234		DEFINED 1
ISHARES INC	MSCI JAPAN	464286848	1614	163365		DEFINED
ISHARES INC	MSCI BRAZIL	464286400	571	7417	SH	SOLE
ISHARES INC	MSCI BRAZIL	464286400	52951	688169	SH	DEFINED 1
ISHARES INC	MSCI BRAZIL	464286400	8146	105670		DEFINED 1
ISHARES INC	MSCI BRAZIL	464286400	1692	22000		DEFINED
ISHARES INC	MSCI CDA INDEX	464286509	6023	214550		DEFINED 1
ISHARES SILVER TRUST	ISHARES	46428Q109	479	22500		DEFINED 1
ISHARES TR	RUSSELL1000VAL	464287598	311	5270	SH	DEFINED 1
ISHARES TR	MSCI EMERG MKT	464287234	27699	618690	SH	DEFINED 1
ISHARES TR	RUSSELL 2000	464287655	2712	40184		DEFINED
ISHARES TR	RUSSELL 2000	464287655	4217	62500	SH	SOLE
ISHARES TR	RUSSELL 3000	464287689	476	7060	SH	DEFINED 1
ISHARES TR	MSCI EMERG MKT	464287234	509	11375		DEFINED 1
ISHARES TR	RUSSELL1000VAL	464287598	1776	30115		DEFINED
ISHARES TR	IBOXX INV CPBD	464287242	353	3125	SH	DEFINED 1
ISHARES TR	S&P 500 INDEX	464287200	481	4200	SH	DEFINED 1
ISHARES TR	S&P LTN AM 40	464287390	17784	352000	SH	DEFINED 1
ISHARES TR	RUSSELL1000GRW	464287614	2091	40713		DEFINED
ISHARES TR	MSCI EMERG MKT	464287234	5038	112551		DEFINED
ISHARES TR	JPMORGAN USD	464288281	1335	11985		DEFINED 1
ISHARES TR	HIGH YLD CORP	464288513	2870	32000	SH	DEFINED 1
ISHARES TR	HIGH YLD CORP	464288513	985	10988		DEFINED 1
ISHARES TR	FTSE XNHUA IDX	464287184	568	13250	SH	DEFINED 1
ISHARES TR	FTSE XNHUA IDX	464287184	3676	85708		DEFINED 1
ISHARES TR	DJ US REAL EST	464287739	11549	218399	SH	SOLE
ISHARES TR	BARCLYS 1-3 YR	464287457	3314	39270		DEFINED 1
ISHARES TR	BARCLY USAGG B	464287226	1152	10600		DEFINED 1
ISHARES TR	S&P GLB100INDX	464287572	2973	50895	SH	DEFINED 1
ISHARES TR	MSCI ACJPN IDX	464288182	4384	72456		DEFINED
ISHARES TR	S&P MIDCAP 400	464287507	4338	54175		DEFINED
ISHARES TR	US PFD STK IDX	464288687	1580	39741		DEFINED
ISHARES TR	S&P EURO PLUS	464287861	2147	56740		DEFINED
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	49660	2053758	SH	DEFINED 1
IVANHOE ENERGY INC	COM	465790103	3619	1700000	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	742	11987		DEFINED
JOHNSON & JOHNSON	COM	478160104	492	7940	SH	DEFINED 1
JOHNSON & JOHNSON	COM	478160104	14548	234850	SH	SOLE
JOHNSON CTLS INC	COM	478366107	218	7135	SH	SOLE
JPMORGAN CHASE & CO	COM	46625H100	2703	71000	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	8868	136300	SH	SOLE
KINGSWAY FINL SVCS INC	COM	496904103	82	50500	SH	SOLE
KINROSS GOLD CORP	COM NO PAR	496902404	39981	2130828	SH	SOLE
KNIGHT CAP GROUP INC	CL A COM	499005106	5175	417686	SH	SOLE
KOPIN CORP	COM	500600101	133	37600	SH	DEFINED 1
KRAFT FOODS INC	CL A	50075N104	417	13500	SH	DEFINED 1
KRAFT FOODS INC	CL A	50075N104	10769	348976	SH	SOLE
LABOPHARM INC	COM	504905100	200	200000	SH	SOLE
LILLY ELI & CO	COM	532457108	5238	143400	SH	SOLE
LOWES COS INC	COM	548661107	747	33500	SH	SOLE
LULULEMON ATHLETICA INC	COM	550021109	23254	520000	SH	SOLE
MAGNA INTL INC	COM	559222401	51000	621338	SH	SOLE
MANULIFE FINL CORP	COM	56501R106	330	26254		DEFINED 1
MANULIFE FINL CORP	COM	56501R106	477966	37877508	SH	SOLE
MARATHON OIL CORP	COM	565849106	298	9000	SH	DEFINED 1
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	5856	127500		DEFINED 1
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	1011	18000		DEFINED 1

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MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	242	4333	SH	DEFINED	1
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	20410	364683	SH	SOLE	
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	262	8065		DEFINED	1
MARTEN TRANS LTD	COM	573075108	7040	303750		DEFINED	1
MASSEY ENERGY COMPANY	COM	576206106	1345	43346	SH	SOLE	
MASTERCARD INC	CL A	57636Q104	4973	22200	SH	SOLE	
MAXIM INTEGRATED PRODS INC	COM	57772K101	5553	300000	SH	SOLE	
MCDONALDS CORP	COM	580135101	321	4318		DEFINED	
MCDONALDS CORP	COM	580135101	4066	54475		DEFINED	1
MDS INC	COM	55269P302	2016	200000	SH	SOLE	
MEMC ELECTR MATLS INC	COM	552715104	2384	200000	SH	SOLE	
MERCK & CO INC NEW	COM	58933Y105	8200	222752	SH	SOLE	
METHANEX CORP	COM	59151K108	39131	1595998	SH	SOLE	
MGM RESORTS INTERNATIONAL	COM	552953101	4726	419000	SH	SOLE	
MI DEVS INC	CL A SUB VTG	55304X104	7680	702162	SH	SOLE	
MICRON TECHNOLOGY INC	COM	595112103	4300	597978	SH	SOLE	
MICROSOFT CORP	COM	594918104	746	30493		DEFINED	
MICROSOFT CORP	COM	594918104	308	12597		DEFINED	1
MICROSOFT CORP	COM	594918104	22545	921021	SH	SOLE	
MINEFINDERS LTD	COM	602900102	2345	240000	SH	SOLE	
MONSANTO CO NEW	COM	61166W101	3595	75000	SH	SOLE	
MOODYS CORP	COM	615369105	625	25000	SH	SOLE	
MORGAN STANLEY	COM NEW	617446448	231	9365		DEFINED	
MORGAN STANLEY ASIA PAC FD I	COM	61744U106	183	11640	SH	DEFINED	1
MYLAN INC	COM	628530107	7344	390416	SH	SOLE	
NAVISTAR INTL CORP NEW	COM	63934E108	1824	41799	SH	SOLE	
NETFLIX INC	COM	64110L106	2298	14174	SH	SOLE	
NEUSTAR INC	CL A	64126X201	467	18800	SH	DEFINED	1
NEWELL RUBBERMAID INC	COM	651229106	7524	422463	SH	SOLE	
NEWMONT MINING CORP	COM	651639106	16538	263300	SH	DEFINED	1
NEWMONT MINING CORP	COM	651639106	17476	278240	SH	SOLE	
NEXEN INC	COM	65334H102	26596	1321541	SH	SOLE	
NISOURCE INC	COM	65473P105	5220	300000	SH	SOLE	
NOKIA CORP	SPONSORED ADR	654902204	6424	640500	SH	SOLE	
NORDSTROM INC	COM	655664100	744	20000	SH	SOLE	
NORTHERN DYNASTY MINERALS LT	COM NEW	66510M204	3391	400000	SH	SOLE	
NORTHGATE MINERALS CORP	COM	666416102	1512	500000	SH	SOLE	
NUCOR CORP	COM	670346105	537	14000	SH	SOLE	
NVIDIA CORP	COM	67066G104	1065	91200	SH	SOLE	
OFFICE DEPOT INC	COM	676220106	936	203500	SH	SOLE	
ORACLE CORP	COM	68389X105	5236	195000	SH	SOLE	
PAETEC HOLDING CORP	COM	695459107	3437	836205	SH	SOLE	
PENGROWTH ENERGY TR	TR UNIT NEW	706902509	2756	250000	SH	SOLE	
PENN WEST ENERGY TR	TR UNIT	707885109	22357	1115229	SH	SOLE	
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	54405	1500000	SH	DEFINED	1
PFIZER INC	COM	717081103	19729	1149026	SH	SOLE	
PHILIP MORRIS INTL INC	COM	718172109	325	5818		DEFINED	
PIMCO INCOME STRATEGY FUND	COM	72201H108	214	18000		DEFINED	1
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	117	50000	SH	SOLE	
POTASH CORP SASK INC	COM	73755L107	75043	523369	SH	SOLE	
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	3645	151200		DEFINED	
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	2400	95000	SH	SOLE	
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	490	10000		DEFINED	1
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	16046	327000	SH	DEFINED	1
PROCTER & GAMBLE CO	COM	742718109	20546	342600	SH	SOLE	
PROCTER & GAMBLE CO	COM	742718109	347	5800		DEFINED	1
PROSHARES TR	PSHS ULTSH 20YRS	74347R297	1828	58500		DEFINED	
PRUDENTIAL FINL INC	COM	744320102	298	5500	SH	SOLE	
QLOGIC CORP	COM	747277101	1764	100000	SH	SOLE	
QUEST DIAGNOSTICS INC	COM	74834L100	2528	50094		DEFINED	1
RANDGOLD RES LTD	ADR	752344309	2993	29500	SH	SOLE	
RENTECH INC	COM	760112102	59	60000	SH	DEFINED	1

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RESEARCH IN MOTION LTD	COM	760975102	272	5605		DEFINED	1
RESEARCH IN MOTION LTD	COM	760975102	42863	879153	SH	SOLE	
RF MICRODEVICES INC	COM	749941100	320	52200		DEFINED	
RITCHIE BROS AUCTIONEERS	COM	767744105	18433	891000	SH	SOLE	
ROGERS COMMUNICATIONS INC	CL B	775109200	481150	12851710	SH	SOLE	
ROYAL BK CDA MONTREAL QUE	COM	780087102	1924	36921		DEFINED	1
ROYAL BK CDA MONTREAL QUE	COM	780087102	2346004	45029733	SH	SOLE	
ROYAL BK SCOTLAND GROUP PLC	SP ADR L RP PF	780097788	269	14000		DEFINED	1
ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	282	12000		DEFINED	1
RUBICON MINERALS CORP	COM	780911103	2056	500000	SH	SOLE	
SALESFORCE COM INC	COM	79466L302	5763	51543	SH	SOLE	
SANDISK CORP	COM	80004C101	432	11800	SH	SOLE	
SANMINA SCI CORP	COM NEW	800907206	28	11925		DEFINED	
SAP AG	SPON ADR	803054204	1233	25000	SH	SOLE	
SARA LEE CORP	COM	803111103	1698	126428	SH	SOLE	
SBA COMMUNICATIONS CORP	COM	78388J106	19898	493752	SH	SOLE	
SCHLUMBERGER LTD	COM	806857108	860	13967		DEFINED	
SEACHANGE INTL INC	COM	811699107	555	74892	SH	DEFINED	1
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	4786	146000	SH	SOLE	
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	230	10000	SH	SOLE	
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	21896	700000	SH	SOLE	
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	5202	362450	SH	SOLE	
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	557	20000	SH	SOLE	
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	4697	83696	SH	SOLE	
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	145998	6627403	SH	SOLE	
SOUTHERN COPPER CORP	COM	84265V105	73211	2084669	SH	DEFINED	1
SOUTHWEST AIRLS CO	COM	844741108	325	24900	SH	SOLE	
SOUTHWEST GAS CORP	COM	844895102	4232	126000	SH	SOLE	
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	335	3100	SH	DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	923	7213	SH	DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	685	5362		DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	5809	45421		DEFINED	
SPDR INDEX SHS FDS	S&P EMKTSC ETF	78463X756	1369	25000		DEFINED	1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	17111	149929		DEFINED	
SPDR S&P 500 ETF TR	TR UNIT	78462F103	1899	16646		DEFINED	1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	42799	375000	SH	DEFINED	1
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	1976	125000	SH	SOLE	
SPRINT NEXTEL CORP	COM SER 1	852061100	100	20670	SH	SOLE	
STANDARD MTR PRODS INC	COM	853666105	149	14200		DEFINED	
SUN LIFE FINL INC	COM	866796105	306450	11709532	SH	SOLE	
SUNCOR ENERGY INC NEW	COM	867224107	289	8870		DEFINED	1
SUNCOR ENERGY INC NEW	COM	867224107	97652	2998411	SH	SOLE	
SUNPOWER CORP	COM CL A	867652109	1307	91442	SH	SOLE	
SUPERVALU INC	COM	868536103	1745	151334	SH	SOLE	
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	4129	407200	SH	SOLE	
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	5064	499406	SH	SOLE	
TALISMAN ENERGY INC	COM	87425E103	41488	2370891	SH	SOLE	
TANZANIAN ROYALTY EXPL CORP	COM	87600U104	719	100000	SH	SOLE	
TARGET CORP	COM	87612E106	522	9772	SH	SOLE	
TATA MTRS LTD	SPONSORED ADR	876568502	8929	350000	SH	SOLE	
TECK RESOURCES LTD	CL B	878742204	50367	1223700	SH	DEFINED	1
TECK RESOURCES LTD	CL B	878742204	35521	863357	SH	SOLE	
TELECOMMUNICATION SYS INC	CL A	87929J103	263	67250	SH	DEFINED	1
TELECOMMUNICATION SYS INC	CL A	87929J103	280	71700	SH	SOLE	
TELLABS INC	COM	879664100	81	11000		DEFINED	
TELUS CORP	NON-VTG SHS	87971M202	121364	2862511	SH	SOLE	
TESORO CORP	COM	881609101	3123	233778	SH	SOLE	
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	5347	101375	SH	SOLE	
TEXAS INSTRS INC	COM	882508104	8142	300000	SH	SOLE	
THOMSON REUTERS CORP	COM	884903105	32371	860831	SH	SOLE	
TIFFANY & CO NEW	COM	886547108	235	5000	SH	SOLE	
TIM HORTONS INC	COM	88706M103	13095	359375	SH	SOLE	

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TORONTO DOMINION BK ONT	COM NEW	891160509	11550	159820		DEFINED	1
TORONTO DOMINION BK ONT	COM NEW	891160509	1776668	24546873	SH	SOLE	
TRANSALTA CORP	COM	89346D107	193542	9065043	SH	SOLE	
TRANSALTA CORP	COM	89346D107	32024	1500000	SH	SOLE	1
TRANSCANADA CORP	COM	89353D107	520074	14015119	SH	SOLE	
TRANSCANADA CORP	COM	89353D107	25048	675000	SH	SOLE	1
TRANSCANADA CORP	COM	89353D107	386	10406		DEFINED	1
UNILEVER N V	N Y SHS NEW	904784709	242	8126		DEFINED	1
UNITED STATES NATL GAS FUND	UNIT	912318102	160	26000	SH	DEFINED	1
UNITED STATES OIL FUND LP	UNITS	91232N108	836	24000	SH	SOLE	
US ECOLOGY INC	COM	91732J102	263	16420	SH	DEFINED	1
VALE S A	ADR	91912E105	3145	100582		DEFINED	1
VALE S A	ADR	91912E105	78507	2510719	SH	DEFINED	1
VALE S A	ADR	91912E105	3002	96000	SH	SOLE	
VALERO ENERGY CORP NEW	COM	91913Y100	7419	423729	SH	SOLE	
VANGUARD INDEX FDS	VALUE ETF	922908744	370	7600		DEFINED	1
VANGUARD INDEX FDS	STK MRK ETF	922908769	6911	118185		DEFINED	1
VANGUARD INTL EQUITY INDEX F	ALLWRLD EX US	922042775	1362	30000		DEFINED	1
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	1969	43300		DEFINED	1
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	2127	46797	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	EURPEAN ETF	922042874	2648	54359		DEFINED	
VANGUARD INTL EQUITY INDEX F	EURPEAN ETF	922042874	10792	221100		DEFINED	1
VANGUARD INTL EQUITY INDEX F	EURPEAN ETF	922042874	507	10400	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	PACIFIC ETF	922042866	5848	108400		DEFINED	1
VISA INC	COM CL A	92826C839	4316	82260	SH	SOLE	
VONAGE HLDGS CORP	COM	92886T201	356	139454	SH	DEFINED	1
VORNADO RLTY TR	SH BEN INT	929042109	897	10491	SH	SOLE	
WAL MART STORES INC	COM	931142103	4817	90000	SH	SOLE	
WELLS FARGO & CO NEW	COM	949746101	3775	150239	SH	SOLE	
WENDYS ARBYS GROUP INC	COM	950587105	285	63000	SH	DEFINED	1
WESTERN REFNG INC	COM	959319104	110	21000	SH	DEFINED	1
WESTERN UN CO	COM	959802109	176	10000		DEFINED	
WHIRLPOOL CORP	COM	963320106	4048	50000	SH	SOLE	
WHOLE FOODS MKT INC	COM	966837106	1856	50000	SH	SOLE	
WILEY JOHN & SONS INC	CL B	968223305	8246	200000		DEFINED	1
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	3692	140000	SH	SOLE	
XILINX INC	COM	983919101	2989	115749	SH	SOLE	
YAHOO INC	COM	984332106	1645	116103	SH	SOLE	
YAMANA GOLD INC	COM	98462Y100	14908	1307219	SH	SOLE	