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BANK OF NOVA SCOTIA /
Form 13F-HR
February 14, 2013

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, 2012

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, 2013

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: 349

Form 13F Information Table Value Total: \$18,961,612 (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 DISCRETN	OTH MANA	
3M CO	COM	88579Y101	10956	118000	SH		SOLE		
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	62211	935500	SH		SOLE		
ADVANCED MICRO DEVICES INC	COM	007903107	1730	721001	SH		SOLE		
AEGON N V	NY REGISTRY SH	007924103	136	21462	SH		DEFINED		
AES CORP	COM	00130H105	355	33200	SH		SOLE		
AGNICO EAGLE MINES LTD	COM	008474108	31260	595707	SH		SOLE		
AGRIUM INC	COM	008916108	57104	572212	SH		SOLE		
ALLIANCE DATA SYSTEMS CORP	COM	018581108	4004	27659	SH		SOLE		
ALLIANCE ONE INTL INC	COM	018772103	1961	538707	SH		SOLE		
ALPHA NATURAL RESOURCES INC	COM	02076X102	324	33279	SH		SOLE		
AMERICAN EQTY INVT LIFE HLD	COM	025676206	2490	203915	SH		SOLE		
AMGEN INC	COM	031162100	22012	255000	SH		SOLE		
ANADARKO PETE CORP	COM	032511107	7431	100000	SH		SOLE		
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	2790	31914	SH		SOLE		
AOL INC	COM	00184X105	214	7237	SH		SOLE		
APPLE INC	COM	037833100	1034	1945	SH		DEFINED		
APPLE INC	COM	037833100	588	1100	SH		DEFINED		1
APPLE INC	COM	037833100	342874	643253	SH		SOLE		
APPLE INC	COM	037833100	1333	2500	SH		SOLE		1
APPLIED MATLS INC	COM	038222105	13929	1217608	SH		SOLE		
ARCHER DANIELS MIDLAND CO	COM	039483102	14507	529651	SH		SOLE		
AT&T INC	COM	00206R102	424	12603	SH		DEFINED		1
ATLANTIC PWR CORP	COM NEW	04878Q863	21086	1848846	SH		SOLE		
AURICO GOLD INC	COM	05155C105	2473	300000	SH		SOLE		
AUTOMATIC DATA PROCESSING IN	COM	053015103	16958	297450	SH		SOLE		
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	13028	750000	SH		SOLE		
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	36350	5000000	SH		SOLE		
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	2864	100523	SH		SOLE		
BANCO SANTANDER SA	ADR	05964H105	86	10515	SH		DEFINED		1
BANK MONTREAL QUE	COM	063671101	205	3368	SH		DEFINED		
BANK MONTREAL QUE	COM	063671101	1355146	22120304	SH		SOLE		1
BANK NOVA SCOTIA HALIFAX	COM	064149107	4439	76906	SH		DEFINED		1
BANK OF AMERICA CORPORATION	COM	060505104	143	12400	SH		DEFINED		
BANK OF AMERICA CORPORATION	COM	060505104	831	71619	SH		SOLE		
BARRICK GOLD CORP	COM	067901108	135406	3863197	SH		SOLE		
BAYTEX ENERGY CORP	COM	07317Q105	17262	400000	SH		SOLE		
BCE INC	COM NEW	05534B760	526	12285	SH		DEFINED		1

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BCE INC	COM NEW	05534B760	162614	3789471	SH	SOLE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	5516	41	SH	DEFINED 1
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	26910	300000	SH	SOLE
BEST BUY INC	COM	086516101	278	23500	SH	SOLE
BOEING CO	COM	097023105	226	3000	SH	DEFINED 1
BOSTON SCIENTIFIC CORP	COM	101137107	349	60914	SH	SOLE
BRIGUS GOLD CORP	COM	109490102	468	500000	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	453	13900	SH	DEFINED 1
BRISTOL MYERS SQUIBB CO	COM	110122108	12636	387738	SH	SOLE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	181	34000	SH	DEFINED 1
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	484895	13219225	SH	SOLE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	144869	8485685	SH	SOLE
CAE INC	COM	124765108	22381	2207956	SH	SOLE
CAMECO CORP	COM	13321L108	27074	1372939	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	508	14550	SH	DEFINED 1
CANADIAN NAT RES LTD	COM	136385101	129104	4478188	SH	SOLE
CANADIAN NATL RY CO	COM	136375102	365155	4015890	SH	SOLE
CANADIAN PAC RY LTD	COM	13645T100	60654	597178	SH	SOLE
CATAMARAN CORP	COM	148887102	7760	164800	SH	SOLE
CATERPILLAR INC DEL	COM	149123101	1422	15884	SH	DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	329	4096	SH	DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1434409	17819446	SH	SOLE
CEMENTOS PACASMAYO S A A	SPON ADR REP 5	15126Q109	9912	750000	SH	DEFINED 1
CENOVUS ENERGY INC	COM	15135U109	320895	9576028	SH	SOLE
CENTRAL FD CDA LTD	CL A	153501101	369	17584	SH	DEFINED 1
CHESAPEAKE ENERGY CORP	COM	165167107	2059	123900	SH	SOLE
CHEVRON CORP NEW	COM	166764100	519	4802	SH	DEFINED 1
CHEVRON CORP NEW	COM	166764100	64343	595000	SH	SOLE
CHEVRON CORP NEW	COM	166764100	228	2124	SH	DEFINED
CISCO SYS INC	COM	17275R102	648	33000	SH	DEFINED 1
COCA COLA CO	COM	191216100	578	15992	SH	DEFINED
COCA COLA CO	COM	191216100	210	5800	SH	DEFINED 1
COCA COLA CO	COM	191216100	50802	1401430	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	925	8853	SH	DEFINED 1
COLGATE PALMOLIVE CO	COM	194162103	7240	69251	SH	SOLE
COMCAST CORP NEW	CL A	20030N101	2990	80000	SH	SOLE
COMCAST CORP NEW	CL A SPL	20030N200	10781	300140	SH	DEFINED 1
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	5900	1000000	SH	SOLE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	92030	2559961	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	13776	467060	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	318	5485	SH	DEFINED 1
CONOCOPHILLIPS	COM	20825C104	443	7646	SH	DEFINED
CONSOLIDATED EDISON INC	COM	209115104	253	4550	SH	DEFINED 1
CONSOLIDATED WATER CO INC	ORD	G23773107	1391	187932	SH	DEFINED 1
COSAN LTD	SHS A	G25343107	3462	200000	SH	DEFINED 1
COVANTA HLDG CORP	COM	22282E102	44137	2396410	SH	SOLE
COVIDIEN PLC	SHS	G2554F113	4966	86000	SH	SOLE
CREDICORP LTD	COM	G2519Y108	197752	1349291	SH	DEFINED 1
CROWN CASTLE INTL CORP	COM	228227104	13710	190000	SH	SOLE
CROWN HOLDINGS INC	COM	228368106	5521	150000	SH	DEFINED
DEALERTRACK TECHNOLOGIES INC	COM	242309102	1198	41700	SH	SOLE
DELL INC	COM	24702R101	1164	114900	SH	SOLE
DEVON ENERGY CORP NEW	COM	25179M103	589	11315	SH	SOLE
DOW CHEM CO	COM	260543103	15688	485400	SH	SOLE
DUKE ENERGY CORP NEW	COM NEW	26441C204	25626	401666	SH	SOLE
E M C CORP MASS	COM	268648102	38625	1526680	SH	SOLE
EBAY INC	COM	278642103	514	10088	SH	DEFINED 1
EBAY INC	COM	278642103	35714	700000	SH	SOLE
ELDORADO GOLD CORP NEW	COM	284902103	35431	2749900	SH	SOLE
EMPRESA NACIONAL DE ELCTRCID	SPONSORED ADR	29244T101	852	17468	SH	DEFINED 1
ENBRIDGE INC	COM	29250N105	1312158	30300698	SH	SOLE
ENCANA CORP	COM	292505104	201335	10173574	SH	SOLE

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ENCANA CORP	COM	292505104	331	16787	SH	DEFINED	1
ENERPLUS CORP	COM	292766102	8842	680938	SH	SOLE	
ENERSIS S A	SPONSORED ADR	29274F104	218	12000	SH	DEFINED	1
ERICSSON	ADR B SEK 10	294821608	10807	1070000	SH	SOLE	
EXCO RESOURCES INC	COM	269279402	74	11000	SH	DEFINED	1
EXPRESS SCRIPTS HLDG CO	COM	30219G108	36763	680800	SH	SOLE	
EXTERRAN HLDGS INC	COM	30225X103	13554	618723	SH	SOLE	
EXXON MOBIL CORP	COM	30231G102	760	8777	SH	DEFINED	1
EXXON MOBIL CORP	COM	30231G102	691	7985	SH	DEFINED	
FIRST TR LRGE CP CORE ALPHA	COM SHS	33734K109	796	25900	SH	DEFINED	1
FORD MTR CO DEL	COM PAR \$0.01	345370860	129	10000	SH	DEFINED	
FORD MTR CO DEL	COM PAR \$0.01	345370860	531	41000	SH	DEFINED	1
FORD MTR CO DEL	COM PAR \$0.01	345370860	317	24469	SH	SOLE	
FOREST CITY ENTERPRISES INC	CL A	345550107	20994	1300213	SH	SOLE	
FOREST LABS INC	COM	345838106	396	11200	SH	DEFINED	1
FRANCO NEVADA CORP	COM	351858105	6681	116900	SH	SOLE	
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	39454	1153621	SH	DEFINED	1
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	12586	368000	SH	SOLE	
GAFISA S A	SPONS ADR	362607301	53	11568	SH	DEFINED	1
GENERAL ELECTRIC CO	COM	369604103	701	33400	SH	DEFINED	
GENERAL ELECTRIC CO	COM	369604103	608	29012	SH	DEFINED	1
GENERAL ELECTRIC CO	COM	369604103	12012	572246	SH	SOLE	
GENERAL MLS INC	COM	370334104	8082	200000	SH	SOLE	
GERDAU S A	SPON ADR REP PFD	373737105	8990	1000000	SH	SOLE	
GILDAN ACTIVEWEAR INC	COM	375916103	14197	388200	SH	SOLE	
GILEAD SCIENCES INC	COM	375558103	22821	310700	SH	SOLE	
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	448	10300	SH	SOLE	
GOLDCORP INC NEW	COM	380956409	118787	3226852	SH	SOLE	
GOLDMAN SACHS GROUP INC	COM	38141G104	226	1772	SH	DEFINED	
GOODYEAR TIRE & RUBR CO	COM	382550101	779	56441	SH	SOLE	
GOOGLE INC	CL A	38259P508	1271	1799	SH	DEFINED	1
GOOGLE INC	CL A	38259P508	35469	50000	SH	SOLE	
GRANITE REAL ESTATE INC	COM	387431109	17189	452219	SH	SOLE	
GROUPE CGI INC	CL A SUB VTG	39945C109	3799	164500	SH	SOLE	
GRUPO TELEVISIA SA	SPON ADR REP ORD	40049J206	2021	76040	SH	SOLE	
HALLIBURTON CO	COM	406216101	30700	885000	SH	DEFINED	1
HEINZ H J CO	COM	423074103	15077	261378	SH	SOLE	
IAMGOLD CORP	COM	450913108	14987	1307200	SH	SOLE	
ICONIX BRAND GROUP INC	COM	451055107	6974	312446	SH	SOLE	
IMPERIAL OIL LTD	COM NEW	453038408	39588	920384	SH	SOLE	
INTEL CORP	COM	458140100	225	10951	SH	DEFINED	1
INTERNATIONAL BUSINESS MACHS	COM	459200101	580	3035	SH	DEFINED	1
INTERNATIONAL GAME TECHNOLOG	COM	459902102	2368	167100	SH	SOLE	
ISHARES GOLD TRUST	ISHARES	464285105	1071	65800	SH	DEFINED	1
ISHARES INC	MSCI BRAZIL	464286400	2069	37000	SH	DEFINED	
ISHARES INC	MSCI BRAZIL	464286400	16782	300000	SH	DEFINED	1
ISHARES INC	MSCI BRAZIL	464286400	1030	19600	SH	SOLE	
ISHARES INC	MSCI CDA INDEX	464286509	976	34293	SH	DEFINED	1
ISHARES INC	EM MKT MIN VOL	464286533	1697	21167	SH	DEFINED	1
ISHARES INC	MSCI THAILAND	464286624	658	17550	SH	DEFINED	1
ISHARES INC	MSCI CHILE INVES	464286640	486	7724	SH	DEFINED	1
ISHARES INC	MSCI S KOREA	464286772	812	13027	SH	DEFINED	1
ISHARES INC	MSCI GERMANY	464286806	2528	69594	SH	DEFINED	1
ISHARES INC	MSCI MEX INVEST	464286822	739	10655	SH	DEFINED	1
ISHARES INC	MSCI MALAYSIA	464286830	331	22139	SH	DEFINED	1
ISHARES INC	MSCI JAPAN	464286848	157	16211	SH	DEFINED	1
ISHARES INC	MSCI HONG KONG	464286871	197	10267	SH	DEFINED	1
ISHARES SILVER TRUST	ISHARES	46428Q109	293	10000	SH	DEFINED	
ISHARES SILVER TRUST	ISHARES	46428Q109	501	17050	SH	DEFINED	1
ISHARES TR	S&P 100 IDX FD	464287101	1179	18378	SH	DEFINED	1
ISHARES TR	DJ SEL DIV INX	464287168	509	8896	SH	DEFINED	1
ISHARES TR	FTSE CHINA25 IDX	464287184	1256	31786	SH	DEFINED	1

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ISHARES TR	CORE S&P500 ETF	464287200	1369	9639	SH	DEFINED	1
ISHARES TR	MSCI EMERG MKT	464287234	11267	254124	SH	DEFINED	1
ISHARES TR	S&P LTN AM 40	464287390	1686	38553	SH	DEFINED	1
ISHARES TR	MSCI EAFE INDEX	464287465	1670	29380	SH	DEFINED	1
ISHARES TR	MSCI EAFE INDEX	464287465	216	3800	SH	DEFINED	1
ISHARES TR	RUSSELL MIDCAP	464287499	4688	41457	SH	DEFINED	1
ISHARES TR	NASDQ BIO INDX	464287556	32658	238000	SH	DEFINED	1
ISHARES TR	S&P GLB100INDX	464287572	4650	72753	SH	DEFINED	1
ISHARES TR	CONS SRVC IDX	464287580	575	6716	SH	DEFINED	1
ISHARES TR	RUSSELL 3000	464287689	483	5700	SH	DEFINED	1
ISHARES TR	DJ US TECH SEC	464287721	1410	20095	SH	DEFINED	1
ISHARES TR	S&P EURO PLUS	464287861	224	5719	SH	DEFINED	1
ISHARES TR	MSCI ACJPN IDX	464288182	8823	145848	SH	DEFINED	1
ISHARES TR	HIGH YLD CORP	464288513	4014	43012	SH	DEFINED	1
ISHARES TR	DJ HOME CONSTN	464288752	405	19100	SH	DEFINED	1
ISHARES TR	DJ REGIONAL BK	464288778	2443	100000	SH	DEFINED	1
ISHARES TR	MSCI BRAZ SMCP	464289131	1771	38885	SH	DEFINED	1
ISHARES TR	MSCI PERU CAP	464289842	801	17686	SH	DEFINED	1
ISHARES TR	INDONE INVS MRKT	46429B309	204	6859	SH	DEFINED	1
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	16460	1000000	SH	SOLE	
IVANHOE ENERGY INC	COM	465790103	661	925400	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	695	9917	SH	DEFINED	1
JOHNSON & JOHNSON	COM	478160104	107162	1528694	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	572	8160	SH	DEFINED	1
JPMORGAN CHASE & CO	COM	46625H100	7299	166000	SH	SOLE	
JUST ENERGY GROUP INC	COM	48213W101	20731	2170185	SH	SOLE	
KIMBERLY CLARK CORP	COM	494368103	13851	164100	SH	SOLE	
KINDER MORGAN INC DEL	COM	49456B101	12325	348862	SH	SOLE	
KINDER MORGAN INC DEL	*W EXP 05/25/201	49456B119	605	160000	SH	SOLE	
KINROSS GOLD CORP	COM NO PAR	496902404	42486	4369236	SH	SOLE	
KNIGHT CAP GROUP INC	CL A COM	499005106	131	37404	SH	SOLE	
KOPIN CORP	COM	500600101	67	20000	SH	DEFINED	1
KRAFT FOODS GROUP INC	COM	50076Q106	19758	434514	SH	SOLE	
LILLY ELI & CO	COM	532457108	13607	275900	SH	SOLE	
LOWES COS INC	COM	548661107	440	12400	SH	SOLE	
LULULEMON ATHLETICA INC	COM	550021109	38005	500000	SH	SOLE	
MAGNA INTL INC	COM	559222401	66748	1334726	SH	SOLE	
MANULIFE FINL CORP	COM	56501R106	633982	46618481	SH	SOLE	
MARATHON OIL CORP	COM	565849106	342	11169	SH	DEFINED	1
MARATHON PETE CORP	COM	56585A102	284	4500	SH	DEFINED	1
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	511	11010	SH	DEFINED	1
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	598	20000	SH	DEFINED	1
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	604	11460	SH	DEFINED	1
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	2171	51414	SH	DEFINED	1
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	818	19200	SH	DEFINED	1
MARSH & MCLENNAN COS INC	COM	571748102	271	7884	SH	DEFINED	1
MARTEN TRANS LTD	COM	573075108	5585	303750	SH	DEFINED	1
MCCORMICK & CO INC	COM NON VTG	579780206	222	3500	SH	SOLE	
MCDONALDS CORP	COM	580135101	432	4908	SH	DEFINED	1
MCDONALDS CORP	COM	580135101	90654	1027700	SH	SOLE	
MEDTRONIC INC	COM	585055106	34265	835324	SH	SOLE	
MERCK & CO INC NEW	COM	58933Y105	38136	931500	SH	SOLE	
METHANEX CORP	COM	59151K108	50896	1595998	SH	SOLE	
MGM RESORTS INTERNATIONAL	COM	552953101	3807	327071	SH	SOLE	
MICRON TECHNOLOGY INC	COM	595112103	11387	1791861	SH	SOLE	
MICROSOFT CORP	COM	594918104	521	19550	SH	DEFINED	1
MICROSOFT CORP	COM	594918104	1196	43818	SH	SOLE	
MOLSON COORS BREWING CO	CL B	60871R209	556	13000	SH	DEFINED	1
MONDELEZ INTL INC	CL A	609207105	221	8720	SH	DEFINED	1
MONDELEZ INTL INC	CL A	609207105	8368	328543	SH	SOLE	
MOTOROLA SOLUTIONS INC	COM NEW	620076307	385	6915	SH	SOLE	
NANOSPHERE INC	COM	63009F105	128	44430	SH	DEFINED	1

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NEVSUN RES LTD	COM	64156L101	1070	250000	SH	SOLE
NEW GOLD INC CDA	COM	644535106	4123	372000	SH	SOLE
NEWMONT MINING CORP	COM	651639106	14010	301666	SH	DEFINED 1
NEXEN INC	COM	65334H102	49189	1839141	SH	SOLE
NIKE INC	CL B	654106103	2149	41648	SH	SOLE
NOKIA CORP	SPONSORED ADR	654902204	690	174640	SH	SOLE
NOVAGOLD RES INC	COM NEW	66987E206	355	78300	SH	SOLE
NVIDIA CORP	COM	67066G104	580	47200	SH	SOLE
OCCIDENTAL PETE CORP DEL	COM	674599105	30644	400000	SH	SOLE
OFFICE DEPOT INC	COM	676220106	332	101148	SH	SOLE
OPEN TEXT CORP	COM	683715106	18311	327000	SH	SOLE
ORACLE CORP	COM	68389X105	28072	842500	SH	SOLE
PAN AMERICAN SILVER CORP	COM	697900108	2302	122700	SH	SOLE
PEMBINA PIPELINE CORP	COM	706327103	58454	2040400	SH	SOLE
PENGROWTH ENERGY CORP	COM	70706P104	2009	403100	SH	SOLE
PENN WEST PETE LTD NEW	COM	707887105	18184	1672629	SH	SOLE
PEPSICO INC	COM	713448108	33873	495000	SH	SOLE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	48675	2500000	SH	SOLE
PFIZER INC	COM	717081103	388	15490	SH	DEFINED
PFIZER INC	COM	717081103	231	9240	SH	DEFINED 1
PFIZER INC	COM	717081103	13848	552143	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	310	3715	SH	DEFINED
PHILLIPS 66	COM	718546104	212	4000	SH	SOLE
PIMCO ETF TR	INV GRD CRP BD	72201R817	368	3415	SH	DEFINED 1
PIMCO HIGH INCOME FD	COM SHS	722014107	881	84000	SH	DEFINED
POTASH CORP SASK INC	COM	73755L107	134166	3292607	SH	SOLE
POTASH CORP SASK INC	COM	73755L107	564	13884	SH	DEFINED
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	2280	35000	SH	DEFINED 1
PPL CORP	COM	69351T106	200	7000	SH	DEFINED 1
PRAXAIR INC	COM	74005P104	243	2238	SH	DEFINED 1
PROCTER & GAMBLE CO	COM	742718109	465	6864	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	31485	463762	SH	SOLE
PROGRESSIVE WASTE SOLUTIONS	COM	74339G101	10962	507000	SH	SOLE
PROSHARES TR	PSHS SHRT S&P500	74347R503	421	12375	SH	DEFINED 1
QUALCOMM INC	COM	747525103	36902	595000	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	2922	50158	SH	DEFINED
QUEST RARE MINERALS LTD	COM	74836T101	28	27000	SH	DEFINED 1
RANDGOLD RES LTD	ADR	752344309	295	2969	SH	SOLE
RESEARCH IN MOTION LTD	COM	760975102	17811	1499453	SH	SOLE
RITCHIE BROS AUCTIONEERS	COM	767744105	1523	72900	SH	SOLE
ROGERS COMMUNICATIONS INC	CL B	775109200	583849	12843505	SH	SOLE
ROSS STORES INC	COM	778296103	1982	36601	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1015	16893	SH	DEFINED 1
ROYAL BK CDA MONTREAL QUE	COM	780087102	3276852	54364294	SH	SOLE
RUBICON MINERALS CORP	COM	780911103	1027	400000	SH	SOLE
RYMAN HOSPITALITY PPTYS INC	COM	78377T107	6304	163967	SH	SOLE
SBA COMMUNICATIONS CORP	COM	78388J106	11008	155004	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	19615	283053	SH	DEFINED 1
SEABRIDGE GOLD INC	COM	811916105	3009	167000	SH	SOLE
SEACHANGE INTL INC	COM	811699107	758	78392	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	369	9231	SH	SOLE
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	2393	60000	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	349	10000	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	1947	55900	SH	SOLE
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	806	17000	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	794	11131	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	254	15540	SH	DEFINED
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	656	22727	SH	DEFINED 1
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	333899	14522985	SH	SOLE
SILVER WHEATON CORP	COM	828336107	44367	1229100	SH	SOLE
SNYDERS-LANCE INC	COM	833551104	458	19000	SH	DEFINED 1
SONDE RES CORP	COM	835426107	66	40500	SH	SOLE

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SOUTHERN COPPER CORP	COM	84265V105	7079	186979	SH	SOLE
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	2816	21565	SH	DEFINED 1
SPDR GOLD TRUST	GOLD SHS	78463V107	12991	80192	SH	DEFINED 1
SPDR GOLD TRUST	GOLD SHS	78463V107	7180	44320	SH	SOLE
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	10220	294873	SH	DEFINED
SPDR INDEX SHS FDS	GLB NAT RESRCE	78463X541	262	5090	SH	DEFINED 1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	55807	391861	SH	DEFINED 1
SPDR SERIES TRUST	BRC HGH YLD BD	78464A417	960	23578	SH	DEFINED 1
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	644	11075	SH	DEFINED 1
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	403	15100	SH	DEFINED 1
SPECTRA ENERGY CORP	COM	847560109	17797	650000	SH	SOLE
ST JUDE MED INC	COM	790849103	4825	133511	SH	SOLE
STANLEY BLACK & DECKER INC	COM	854502101	2456	33209	SH	SOLE
STARBUCKS CORP	COM	855244109	21448	400000	SH	SOLE
SUN LIFE FINL INC	COM	866796105	218	8253	SH	DEFINED 1
SUN LIFE FINL INC	COM	866796105	411367	15497315	SH	SOLE
SUNCOR ENERGY INC NEW	COM	867224107	186074	5651211	SH	SOLE
SUNPOWER CORP	COM	867652406	242	43100	SH	SOLE
SUPERVALU INC	COM	868536103	99	39984	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	8448	767330	SH	SOLE
TALISMAN ENERGY INC	COM	87425E103	40556	3581237	SH	SOLE
TECK RESOURCES LTD	CL B	878742204	70640	1941257	SH	SOLE
TELECOMMUNICATION SYS INC	CL A	87929J103	612	247805	SH	DEFINED 1
TELECOMMUNICATION SYS INC	CL A	87929J103	173	70000	SH	SOLE
TELLABS INC	COM	879664100	80	35000	SH	DEFINED 1
TELUS CORP	NON-VTG SHS	87971M202	85510	1313372	SH	SOLE
TESORO CORP	COM	881609101	328	7438	SH	SOLE
THOMSON REUTERS CORP	COM	884903105	37405	1291131	SH	SOLE
TIFFANY & CO NEW	COM	886547108	5963	104000	SH	SOLE
TIM HORTONS INC	COM	88706M103	26477	538675	SH	SOLE
TORONTO DOMINION BK ONT	COM NEW	891160509	12065	143069	SH	DEFINED
TORONTO DOMINION BK ONT	COM NEW	891160509	878	10453	SH	DEFINED 1
TORONTO DOMINION BK ONT	COM NEW	891160509	2380086	28232173	SH	SOLE
TRANSALTA CORP	COM	89346D107	130062	8545443	SH	SOLE
TRANSCANADA CORP	COM	89353D107	754709	15945335	SH	SOLE
TRANSCANADA CORP	COM	89353D107	31948	675000	SH	SOLE 1
TURQUOISE HILL RES LTD	COM	900435108	2468	322600	SH	SOLE
UNILEVER N V	N Y SHS NEW	904784709	5699	148800	SH	SOLE
UNION PAC CORP	COM	907818108	6286	50000	SH	SOLE
UNITED PARCEL SERVICE INC	CL B	911312106	41289	560000	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	10251	125000	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	203	2480	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	29832	550000	SH	SOLE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	59392	994293	SH	SOLE
VANGUARD INDEX FDS	MCAP GR IDXVIP	922908538	8230	120000	SH	DEFINED 1
VANGUARD INDEX FDS	REIT ETF	922908553	4765	72422	SH	DEFINED 1
VANGUARD INDEX FDS	TOTAL STK MKT	922908769	6124	83340	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	267	6000	SH	DEFINED
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	2897	65170	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI PAC ETF	922042866	2117	39530	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	3138	64100	SH	DEFINED 1
VANGUARD SPECIALIZED PORTFOL	DIV APP ETF	921908844	5957	100000	SH	DEFINED 1
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	23553	935000	SH	SOLE
WALGREEN CO	COM	931422109	795	14162	SH	DEFINED 1
WALGREEN CO	COM	931422109	1535	41468	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	11550	337918	SH	SOLE
WET SEAL INC	CL A	961840105	207	75000	SH	DEFINED 1
WILEY JOHN & SONS INC	CL B	968223305	7764	200000	SH	DEFINED
WILLIAMS COS INC DEL	COM	969457100	11950	365000	SH	SOLE
WINDSTREAM CORP	COM	97381W104	3185	384654	SH	SOLE
XILINX INC	COM	983919101	3184	88679	SH	SOLE
YAHOO INC	COM	984332106	269	13500	SH	DEFINED 1

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YAHOO INC	COM	984332106	1486	74690	SH	SOLE
YAMANA GOLD INC	COM	98462Y100	44927	2608519	SH	SOLE