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BANK OF NOVA SCOTIA /
Form 13F-HR
August 12, 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: June 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 August 12, 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
28-11461	Scotia Capital Inc.
28-13705	Scotia Asset Management L.P.
28-11459	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: 414

Form 13F Information Table Value Total: \$17,139,612 (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
	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
3M CO	COM	88579Y101	6450	68000	SH		SOLE	
ABBOTT LABS	COM	002824100	216	4115	SH		DEFINED	
ABBOTT LABS	COM	002824100	434	8264	SH		DEFINED	1
ABBOTT LABS	COM	002824100	1689	32100	SH		SOLE	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3776	62500	SH		SOLE	
ADVANCED MICRO DEVICES INC	COM	007903107	70	10104	SH		DEFINED	1
ADVANCED MICRO DEVICES INC	COM	007903107	5183	741479	SH		SOLE	
AEGON N V	NY REGISTRY SH	007924103	138	20347	SH		DEFINED	
AES CORP	COM	00130H105	933	73200	SH		SOLE	
AGNICO EAGLE MINES LTD	COM	008474108	24595	388907	SH		SOLE	
AGRIUM INC	COM	008916108	33133	377236	SH		SOLE	
ALCOA INC	COM	013817101	17904	1141700	SH		DEFINED	1
ALLIANCE DATA SYSTEMS CORP	COM	018581108	12418	132003	SH		SOLE	
ALLIANCE ONE INTL INC	COM	018772103	2067	640007	SH		SOLE	
ALLIANCE ONE INTL INC	COM	018772103	277	85650	SH		DEFINED	1
ALPHA NATURAL RESOURCES INC	COM	02076X102	249	5479	SH		SOLE	
AMERICAN EQTY INVT LIFE HLD	COM	025676206	2650	208469	SH		SOLE	
AMERICAN INTL GROUP INC	UNIT 99/99/9999	026874115	17	10075	SH		DEFINED	
AMGEN INC	COM	031162100	6214	106500	SH		SOLE	
ANADARKO PETE CORP	COM	032511107	11514	150000	SH		SOLE	
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	1820	31379	SH		SOLE	
APPLE INC	COM	037833100	464	1383	SH		DEFINED	
APPLE INC	COM	037833100	6273	18685	SH		DEFINED	1
APPLE INC	COM	037833100	32169	95833	SH		SOLE	
APPLIED MATLS INC	COM	038222105	10540	810108	SH		SOLE	
ARCHER DANIELS MIDLAND CO	COM	039483102	9367	310637	SH		SOLE	
AT&T INC	COM	00206R102	9423	300000	SH		SOLE	
AT&T INC	COM	00206R102	774	24671	SH		DEFINED	1
ATLANTIC PWR CORP	COM NEW	04878Q863	12602	831700	SH		SOLE	
AURICO GOLD INC	COM	05155C105	109	10000	SH		DEFINED	1
AURIZON MINES LTD	COM	05155P106	840	150000	SH		SOLE	
AUTOMATIC DATA PROCESSING IN	COM	053015103	10402	197450	SH		SOLE	
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	39851	1998763	SH		DEFINED	1
BANCO SANTANDER SA	ADR	05964H105	345	30000	SH		DEFINED	
BANCO SANTANDER SA	ADR	05964H105	123	10747	SH		DEFINED	1
BANK MONTREAL QUE	COM	063671101	495	7800	SH		DEFINED	1
BANK MONTREAL QUE	COM	063671101	1239003	19473504	SH		SOLE	

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BANK NOVA SCOTIA HALIFAX	COM	064149107	5695	94538	SH	DEFINED	1
BANK OF AMERICA CORPORATION	COM	060505104	157412	14361767	SH	SOLE	
BANK OF AMERICA CORPORATION	COM	060505104	330	30160	SH	DEFINED	
BANK OF AMERICA CORPORATION	COM	060505104	346	31620	SH	DEFINED	1
BANRO CORP	COM	066800103	949	250000	SH	SOLE	
BARCLAYS BANK PLC	ETN DJUBS NAT37	06739H644	74	10000	SH	DEFINED	
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	1971	41740	SH	DEFINED	
BARRICK GOLD CORP	COM	067901108	560	12375	SH	DEFINED	1
BARRICK GOLD CORP	COM	067901108	114575	2522897	SH	SOLE	
BAYTEX ENERGY CORP	COM	07317Q105	7397	135300	SH	SOLE	
BCE INC	COM NEW	05534B760	435	11097	SH	DEFINED	1
BCE INC	COM NEW	05534B760	201161	5128726	SH	SOLE	
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4876	42	SH	DEFINED	1
BEST BUY INC	COM	086516101	1304	41500	SH	SOLE	
BHP BILLITON LTD	SPONSORED ADR	088606108	2176	23000	SH	SOLE	
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	555	11950	SH	DEFINED	1
BOSTON SCIENTIFIC CORP	COM	101137107	925	133814	SH	SOLE	
BRISTOL MYERS SQUIBB CO	COM	110122108	301	10400	SH	DEFINED	1
BRISTOL MYERS SQUIBB CO	COM	110122108	12813	442450	SH	SOLE	
BROADWIND ENERGY INC	COM	11161T108	14	10000	SH	DEFINED	1
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	220	34000	SH	DEFINED	1
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	446079	13403814	SH	SOLE	
BROOKFIELD OFFICE PPTYS INC	COM	112900105	165120	8546185	SH	SOLE	
CABOT OIL & GAS CORP	COM	127097103	253	3820	SH	DEFINED	
CAE INC	COM	124765108	27512	2039056	SH	SOLE	
CAMECO CORP	COM	13321L108	24474	927639	SH	SOLE	
CANADIAN NAT RES LTD	COM	136385101	134249	3201788	SH	SOLE	
CANADIAN NATL RY CO	COM	136375102	278873	3485890	SH	SOLE	
CANADIAN PAC RY LTD	COM	13645T100	32117	514678	SH	SOLE	
CANADIAN PAC RY LTD	COM	13645T100	236	3790	SH	DEFINED	
CARNIVAL CORP	PAIRED CTF	143658300	1435	38140	SH	SOLE	
CATERPILLAR INC DEL	COM	149123101	1385	13016	SH	DEFINED	1
CATERPILLAR INC DEL	COM	149123101	5990	56375	SH	SOLE	
CDN IMPERIAL BK OF COMMERCE	COM	136069101	348	4406	SH	DEFINED	1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1320044	16715262	SH	SOLE	
CEMEX SAB DE CV	SPON ADR NEW	151290889	7497	871769	SH	SOLE	
CENOVUS ENERGY INC	COM	15135U109	304430	8064428	SH	SOLE	
CENTRAL FD CDA LTD	CL A	153501101	361	17738	SH	DEFINED	1
CEPHALON INC	COM	156708109	17596	220230	SH	SOLE	
CHESAPEAKE ENERGY CORP	COM	165167107	1859	63349	SH	SOLE	
CHEVRON CORP NEW	COM	166764100	18511	180000	SH	SOLE	
CHEVRON CORP NEW	COM	166764100	647	6298	SH	DEFINED	1
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	9029	193000	SH	SOLE	
CISCO SYS INC	COM	17275R102	784	50243	SH	DEFINED	
CISCO SYS INC	COM	17275R102	316	20300	SH	DEFINED	1
CISCO SYS INC	COM	17275R102	9571	613151	SH	SOLE	
CITIGROUP INC	COM NEW	172967424	3968	95294	SH	SOLE	
CLAUDE RES INC	COM	182873109	474	250000	SH	SOLE	
COCA COLA CO	COM	191216100	783	11637	SH	DEFINED	
COCA COLA CO	COM	191216100	240	3574	SH	DEFINED	1
COCA COLA CO	COM	191216100	17495	260000	SH	SOLE	
COLGATE PALMOLIVE CO	COM	194162103	267	3055	SH	DEFINED	
COMCAST CORP NEW	CL A SPL	20030N200	7269	300000	SH	DEFINED	1
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	62612	1527248	SH	DEFINED	1
CONAGRA FOODS INC	COM	205887102	18285	708439	SH	SOLE	
CONAGRA FOODS INC	COM	205887102	546	21200	SH	DEFINED	1
CONOCOPHILLIPS	COM	20825C104	988	13152	SH	DEFINED	1
CONSOL ENERGY INC	COM	20854P109	472	9736	SH	SOLE	
CONSOLIDATED EDISON INC	COM	209115104	242	4550	SH	DEFINED	1
CONSTELLATION BRANDS INC	CL A	21036P108	385	18500	SH	DEFINED	1
COOPER TIRE & RUBR CO	COM	216831107	206	8500	SH	DEFINED	
COSAN LTD	SHS A	G25343107	5396	440000	SH	DEFINED	1

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COVANTA HLDG CORP	COM	22282E102	330	20000	SH	SOLE
COVENTRY HEALTH CARE INC	COM	222862104	13639	373989	SH	SOLE
CREDICORP LTD	COM	G2519Y108	41680	455837	SH	DEFINED 1
CROWN HOLDINGS INC	COM	228368106	5823	150000	SH	DEFINED 1
CSX CORP	COM	126408103	11012	420000	SH	SOLE
DEERE & CO	COM	244199105	2523	30762	SH	SOLE
DELL INC	COM	24702R101	1680	100800	SH	SOLE
DENISON MINES CORP	COM	248356107	2862	1500000	SH	SOLE
DIRECTV	COM CL A	25490A101	10008	196932	SH	SOLE
DOW CHEM CO	COM	260543103	9900	275000	SH	SOLE
DRAGONWAVE INC	COM	26144M103	120	20000	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	292	5410	SH	DEFINED
E M C CORP MASS	COM	268648102	28999	1052852	SH	SOLE
EBAY INC	COM	278642103	742	23000	SH	DEFINED
EL PASO CORP	COM	28336L109	5252	260000	SH	SOLE
ELDORADO GOLD CORP NEW	COM	284902103	19032	1289600	SH	SOLE
EMBRAER S A	SP ADR REP 4 COM	29082A107	247	8000	SH	DEFINED 1
EMPRESA NACIONAL DE ELCTRCID	SPONSORED ADR	29244T101	314	5500	SH	DEFINED
ENBRIDGE INC	COM	29250N105	939594	28890198	SH	SOLE
ENCANA CORP	COM	292505104	254921	8254049	SH	SOLE
ENDEAVOUR SILVER CORP	COM	29258Y103	2232	265000	SH	SOLE
ENERPLUS CORP	COM	292766102	15919	504100	SH	SOLE
ENERSIS S A	SPONSORED ADR	29274F104	277	12000	SH	DEFINED
ENTREE GOLD INC	COM	29383G100	127	59250	SH	SOLE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	13661	950000	SH	SOLE
EXTERRAN HLDGS INC	COM	30225X103	12900	650529	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	1036	12735	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	488	6003	SH	DEFINED 1
EXXON MOBIL CORP	COM	30231G102	2662	33086	SH	SOLE
FORD MTR CO DEL	COM PAR \$0.01	345370860	4474	324469	SH	SOLE
FOREST CITY ENTERPRISES INC	CL A	345550107	5942	318398	SH	SOLE
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	122068	2273096	SH	DEFINED 1
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	6676	126500	SH	SOLE
GABELLI EQUITY TR INC	COM	362397101	71	11625	SH	DEFINED 1
GAYLORD ENTMT CO NEW	COM	367905106	4435	147820	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	885	46943	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	489	25963	SH	DEFINED 1
GENERAL ELECTRIC CO	COM	369604103	10868	576246	SH	SOLE
GENERAL MLS INC	COM	370334104	7444	200000	SH	SOLE
GILDAN ACTIVEWEAR INC	COM	375916103	8111	230100	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	310	7500	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	47077	1136839	SH	SOLE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	2145	50000	SH	SOLE
GOLDCORP INC NEW	COM	380956409	93506	1932745	SH	SOLE
GOODYEAR TIRE & RUBR CO	COM	382550101	2708	161456	SH	SOLE
GOOGLE INC	CL A	38259P508	845	1670	SH	DEFINED
GOOGLE INC	CL A	38259P508	455	900	SH	DEFINED 1
GREAT BASIN GOLD LTD	COM	390124105	2870	1397543	SH	SOLE
GROUPE CGI INC	CL A SUB VTG	39945C109	884	35800	SH	SOLE
GRUPO SIMEC S A B DE C V	ADR	400491106	98	12926	SH	DEFINED 1
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	1772	72040	SH	SOLE
HALLIBURTON CO	COM	406216101	15300	300000	SH	SOLE
HEINZ H J CO	COM	423074103	20068	376647	SH	SOLE
HESS CORP	COM	42809H107	328	4400	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	4178	114792	SH	SOLE
HEWLETT PACKARD CO	COM	428236103	256	7036	SH	DEFINED
HOME DEPOT INC	COM	437076102	10866	300000	SH	SOLE
HUDBAY MINERALS INC	COM	443628102	2987	200000	SH	SOLE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	35161	921160	SH	SOLE
IAMGOLD CORP	COM	450913108	16555	880000	SH	SOLE
ICONIX BRAND GROUP INC	COM	451055107	6926	287134	SH	SOLE
IMPERIAL OIL LTD	COM NEW	453038408	28123	603684	SH	SOLE

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INTEL CORP	COM	458140100	11803	532640	SH	SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	8276	48243	SH	SOLE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	2716	154500	SH	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	171	13700	SH	DEFINED
ISHARES INC	MSCI BRAZIL	464286400	4140	56489	SH	SOLE
ISHARES INC	MSCI BRAZIL	464286400	1613	22000	SH	DEFINED
ISHARES INC	MSCI BRAZIL	464286400	59515	815805	SH	DEFINED 1
ISHARES INC	MSCI CDA INDEX	464286509	24528	773650	SH	DEFINED 1
ISHARES INC	MSCI CHILE INVES	464286640	456	6102	SH	DEFINED 1
ISHARES INC	MSCI TAIWAN	464286731	418	27647	SH	DEFINED 1
ISHARES INC	MSCI S KOREA	464286772	619	9556	SH	DEFINED 1
ISHARES INC	MSCI GERMAN	464286806	3568	132693	SH	DEFINED
ISHARES INC	MSCI GERMAN	464286806	10786	277700	SH	DEFINED 1
ISHARES INC	MSCI MEX INVEST	464286822	6523	106702	SH	DEFINED 1
ISHARES INC	MSCI MALAYSIA	464286830	623	40807	SH	DEFINED 1
ISHARES INC	MSCI JAPAN	464286848	1571	150633	SH	DEFINED
ISHARES INC	MSCI HONG KONG	464286871	330	17867	SH	DEFINED 1
ISHARES SILVER TRUST	ISHARES	46428Q109	669	19745	SH	DEFINED 1
ISHARES TR	S&P 100 IDX FD	464287101	777	13229	SH	DEFINED 1
ISHARES TR	FTSE CHINA25 IDX	464287184	891	20794	SH	DEFINED 1
ISHARES TR	S&P 500 INDEX	464287200	488	3691	SH	DEFINED 1
ISHARES TR	MSCI EMERG MKT	464287234	3384	71100	SH	DEFINED
ISHARES TR	MSCI EMERG MKT	464287234	6658	141794	SH	DEFINED 1
ISHARES TR	IBOXX INV CPBD	464287242	344	3125	SH	DEFINED 1
ISHARES TR	S&P LTN AM 40	464287390	10356	200635	SH	DEFINED 1
ISHARES TR	S&P 500 VALUE	464287408	18540	299039	SH	DEFINED
ISHARES TR	MSCI EAFE INDEX	464287465	1896	31675	SH	DEFINED 1
ISHARES TR	RUSSELL MIDCAP	464287499	1751	16021	SH	DEFINED
ISHARES TR	S&P MIDCAP 400	464287507	1820	18636	SH	DEFINED
ISHARES TR	NASDQ BIO INDX	464287556	19979	187500	SH	DEFINED 1
ISHARES TR	S&P GLB100INDX	464287572	5350	82530	SH	DEFINED 1
ISHARES TR	RUSSELL1000VAL	464287598	360	5270	SH	DEFINED 1
ISHARES TR	RUSSELL 3000	464287689	481	6070	SH	DEFINED 1
ISHARES TR	DJ US REAL EST	464287739	10637	176431	SH	SOLE
ISHARES TR	MSCI ACJPN IDX	464288182	362	5865	SH	DEFINED 1
ISHARES TR	MSCI ACJPN IDX	464288182	4684	75540	SH	DEFINED
ISHARES TR	S&P GLO INFRAS	464288372	207	5550	SH	DEFINED 1
ISHARES TR	HIGH YLD CORP	464288513	4227	46295	SH	DEFINED 1
ISHARES TR	MSCI PERU CAP	464289842	12385	305153	SH	DEFINED 1
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	76057	3371308	SH	DEFINED 1
ITT CORP NEW	COM	450911102	206	3500	SH	DEFINED
IVANHOE ENERGY INC	COM	465790103	3796	2000000	SH	SOLE
IVANHOE MINES LTD	COM	46579N103	10357	409800	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	592	8910	SH	DEFINED 1
JOHNSON & JOHNSON	COM	478160104	21200	318694	SH	SOLE
JPMORGAN CHASE & CO	COM	46625H100	7390	180500	SH	SOLE
JPMORGAN CHASE & CO	COM	46625H100	273	6680	SH	DEFINED
KAR AUCTION SVCS INC	COM	48238T109	34970	1849265	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	206	3100	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	16114	242100	SH	SOLE
KINGSWAY FINL SVCS INC	COM	496904103	50	50500	SH	SOLE
KINROSS GOLD CORP	COM NO PAR	496902404	280	17405	SH	DEFINED 1
KINROSS GOLD CORP	COM NO PAR	496902404	53511	3387919	SH	SOLE
KNIGHT CAP GROUP INC	CL A COM	499005106	3721	337700	SH	SOLE
KOPIN CORP	COM	500600101	193	41000	SH	DEFINED 1
KRAFT FOODS INC	CL A	50075N104	476	13500	SH	DEFINED 1
KRAFT FOODS INC	CL A	50075N104	24901	706826	SH	SOLE
LABOPHARM INC	COM	504905100	14	95294	SH	SOLE
LAN AIRLINES S A	SPONSORED ADR	501723100	219	7700	SH	DEFINED
LAS VEGAS SANDS CORP	COM	517834107	681	16125	SH	DEFINED 1
LEXINGTON REALTY TRUST	COM	529043101	136	15000	SH	DEFINED
LILLY ELI & CO	COM	532457108	6395	170400	SH	SOLE

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LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	124	40000	SH	DEFINED
LOWES COS INC	COM	548661107	1387	59500	SH	SOLE
LULULEMON ATHLETICA INC	COM	550021109	33570	300000	SH	SOLE
MAGNA INTL INC	COM	559222401	57884	1070276	SH	SOLE
MANPOWERGROUP INC	COM	56418H100	482	9000	SH	DEFINED
MANULIFE FINL CORP	COM	56501R106	740242	41790008	SH	SOLE
MARATHON OIL CORP	COM	565849106	478	9092	SH	DEFINED 1
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	888	16285	SH	DEFINED 1
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	539	14000	SH	DEFINED
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	4277	111000	SH	DEFINED 1
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	516	9600	SH	DEFINED 1
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	1433	26065	SH	SOLE
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	1021	18000	SH	DEFINED
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	2914	53149	SH	DEFINED 1
MARTEN TRANS LTD	COM	573075108	6561	303750	SH	DEFINED 1
MASTERCARD INC	CL A	57636Q104	10366	34400	SH	SOLE
MCDONALDS CORP	COM	580135101	211	2509	SH	DEFINED
MCDONALDS CORP	COM	580135101	14756	175000	SH	SOLE
MEDTRONIC INC	COM	585055106	385	10000	SH	DEFINED
MEDTRONIC INC	COM	585055106	7141	185324	SH	SOLE
MERCK & CO INC NEW	COM	58933Y105	10411	295000	SH	SOLE
METHANEX CORP	COM	59151K108	50119	1595998	SH	SOLE
MGM RESORTS INTERNATIONAL	COM	552953101	5590	423150	SH	SOLE
MI DEVS INC	CL A SUB VTG	55304X104	16081	526880	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	9853	1317241	SH	SOLE
MICROSOFT CORP	COM	594918104	274	10575	SH	DEFINED
MICROSOFT CORP	COM	594918104	222	8552	SH	DEFINED 1
MICROSOFT CORP	COM	594918104	5979	229800	SH	SOLE
MONSANTO CO NEW	COM	61166W101	5440	75000	SH	SOLE
MOTOROLA SOLUTIONS INC	COM NEW	620076307	318	6915	SH	SOLE
MYLAN INC	COM	628530107	6799	276558	SH	SOLE
NANOSPHERE INC	COM	63009F105	80	44430	SH	DEFINED 1
NASDAQ OMX GROUP INC	COM	631103108	888	35090	SH	SOLE
NETAPP INC	COM	64110D104	7998	151540	SH	SOLE
NEUSTAR INC	CL A	64126X201	493	18800	SH	DEFINED 1
NEUSTAR INC	CL A	64126X201	57080	2178627	SH	SOLE
NEVSUN RES LTD	COM	64156L101	303	50000	SH	SOLE
NEWMONT MINING CORP	COM	651639106	2397	44400	SH	DEFINED 1
NEWMONT MINING CORP	COM	651639106	19929	369262	SH	SOLE
NEXEN INC	COM	65334H102	36821	1633141	SH	SOLE
NIKE INC	CL B	654106103	1858	20650	SH	SOLE
NISOURCE INC	COM	65473P105	6075	300000	SH	SOLE
NOKIA CORP	SPONSORED ADR	654902204	77	12000	SH	DEFINED
NOKIA CORP	SPONSORED ADR	654902204	4652	724640	SH	SOLE
NORDSTROM INC	COM	655664100	469	10000	SH	SOLE
NORFOLK SOUTHERN CORP	COM	655844108	219	2930	SH	DEFINED
NORTHERN DYNASTY MINERALS LT	COM NEW	66510M204	4065	400000	SH	SOLE
NORTHGATE MINERALS CORP	COM	666416102	3726	1437000	SH	SOLE
NUCOR CORP	COM	670346105	310	7500	SH	DEFINED 1
NVIDIA CORP	COM	67066G104	943	59200	SH	SOLE
OFFICE DEPOT INC	COM	676220106	1381	327148	SH	SOLE
OIL STS INTL INC	COM	678026105	3004	37600	SH	SOLE
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	17611	115700	SH	DEFINED 1
OPEN TEXT CORP	COM	683715106	2834	44200	SH	SOLE
ORACLE CORP	COM	68389X105	10442	317260	SH	SOLE
PAETEC HOLDING CORP	COM	695459107	4005	836205	SH	SOLE
PAN AMERICAN SILVER CORP	COM	697900108	391	12615	SH	SOLE
PAYCHEX INC	COM	704326107	6144	200000	SH	SOLE
PENGROWTH ENERGY CORP	COM	70706P104	3774	299500	SH	SOLE
PENN WEST PETE LTD NEW	COM	707887105	32314	1399129	SH	SOLE
PEPSICO INC	COM	713448108	15319	217500	SH	SOLE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	13032	385270	SH	DEFINED 1

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PFIZER INC	COM	717081103	384	18650	SH	DEFINED
PFIZER INC	COM	717081103	23436	1137651	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	325	4878	SH	DEFINED
PIMCO ETF TR	INV GRD CRP BD	72201R817	339	3415	SH	DEFINED 1
PIMCO INCOME STRATEGY FUND	COM	72201H108	452	35000	SH	DEFINED 1
POLYMET MINING CORP	COM	731916102	1657	1011250	SH	SOLE
POTASH CORP SASK INC	COM	73755L107	307	5392	SH	DEFINED 1
POTASH CORP SASK INC	COM	73755L107	114760	2009007	SH	SOLE
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	3672	126801	SH	DEFINED
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	18228	777000	SH	SOLE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	43586	764000	SH	DEFINED 1
PRE PAID LEGAL SVCS INC	COM	740065107	10512	158100	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	427	6727	SH	DEFINED 1
PROCTER & GAMBLE CO	COM	742718109	35778	562800	SH	SOLE
PROGRESSIVE WASTE SOLUTIONS	COM	74339G101	22908	920000	SH	SOLE
PROVIDENT ENERGY LTD NEW	COM	74386V100	10593	1185000	SH	SOLE
PRUDENTIAL FINL INC	COM	744320102	511	8030	SH	SOLE
QLOGIC CORP	COM	747277101	1592	100000	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	2959	50083	SH	DEFINED 1
RANDGOLD RES LTD	ADR	752344309	6776	80615	SH	SOLE
RENTECH INC	COM	760112102	64	60000	SH	DEFINED 1
RESEARCH IN MOTION LTD	COM	760975102	329	11433	SH	DEFINED
RESEARCH IN MOTION LTD	COM	760975102	34505	1184753	SH	SOLE
RF MICRODEVICES INC	COM	749941100	122	20000	SH	DEFINED
RIO TINTO PLC	SPONSORED ADR	767204100	6567	90800	SH	DEFINED 1
RIO TINTO PLC	SPONSORED ADR	767204100	2314	32000	SH	SOLE
RITCHIE BROS AUCTIONEERS	COM	767744105	24375	884916	SH	SOLE
ROGERS COMMUNICATIONS INC	CL B	775109200	488717	12339405	SH	SOLE
ROSS STORES INC	COM	778296103	2059	25700	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1283	22575	SH	DEFINED 1
ROYAL BK CDA MONTREAL QUE	COM	780087102	2803542	49034933	SH	SOLE
ROYAL BK SCOTLAND GROUP PLC	SP ADR L RP PF	780097788	255	14000	SH	DEFINED 1
ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	268	12000	SH	DEFINED 1
SALESFORCE COM INC	COM	79466L302	1237	8308	SH	SOLE
SANDISK CORP	COM	80004C101	6601	159040	SH	SOLE
SARA LEE CORP	COM	803111103	436	22964	SH	SOLE
SBA COMMUNICATIONS CORP	COM	78388J106	22697	594280	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	1078	12483	SH	DEFINED
SEACHANGE INTL INC	COM	811699107	807	74892	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	5749	146000	SH	SOLE
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	817	23000	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	15620	206592	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	2463	32691	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	318	12427	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	14289	556000	SH	SOLE
SEMGROUP CORP	CL A	81663A105	30236	1177881	SH	SOLE
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	261369	11460817	SH	SOLE
SILVER WHEATON CORP	COM	828336107	1773	53700	SH	SOLE
SIRIUS XM RADIO INC	COM	82967N108	36	16500	SH	DEFINED 1
SONDE RES CORP	COM	835426107	131	40500	SH	SOLE
SOUTHERN COPPER CORP	COM	84265V105	39382	1154171	SH	DEFINED 1
SOUTHERN COPPER CORP	COM	84265V105	2137	65000	SH	SOLE
SOUTHWEST AIRLS CO	COM	844741108	5264	460300	SH	DEFINED 1
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	1080	8720	SH	DEFINED 1
SPDR GOLD TRUST	GOLD SHS	78463V107	4703	32218	SH	DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	5856	40117	SH	DEFINED 1
SPDR INDEX SHS FDS	GLB NAT RESRCE	78463X541	271	4540	SH	DEFINED 1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	10839	82139	SH	DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	44292	336017	SH	DEFINED 1
SPDR SERIES TRUST	BRCLYS YLD ETF	78464A417	858	21330	SH	DEFINED 1
SPRINT NEXTEL CORP	COM SER 1	852061100	33622	6237764	SH	SOLE
ST JUDE MED INC	COM	790849103	3028	63511	SH	SOLE

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STANLEY BLACK & DECKER INC	COM	854502101	2065	28662	SH	SOLE
STAPLES INC	COM	855030102	5056	320000	SH	SOLE
STILLWATER MNG CO	COM	86074Q102	264	12000	SH	DEFINED 1
STONE ENERGY CORP	COM	861642106	27423	902370	SH	SOLE
SUN LIFE FINL INC	COM	866796105	213	7073	SH	DEFINED 1
SUN LIFE FINL INC	COM	866796105	413633	13729532	SH	SOLE
SUNCOR ENERGY INC NEW	COM	867224107	234	5984	SH	DEFINED 1
SUNCOR ENERGY INC NEW	COM	867224107	154380	3938111	SH	SOLE
SUNPOWER CORP	COM CL A	867652109	4459	230652	SH	SOLE
SUPERVALU INC	COM	868536103	1788	189984	SH	SOLE
TAIWAN FD INC	COM	874036106	268	14000	SH	DEFINED 1
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	5135	407200	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	7363	481886	SH	SOLE
TANZANIAN ROYALTY EXPL CORP	COM	87600U104	1636	252000	SH	SOLE
TASEKO MINES LTD	COM	876511106	375	75000	SH	SOLE
TATA MTRS LTD	SPONSORED ADR	876568502	7878	350000	SH	SOLE
TECH DATA CORP	COM	878237106	20517	419663	SH	SOLE
TECK RESOURCES LTD	CL B	878742204	103107	2023446	SH	DEFINED 1
TECK RESOURCES LTD	CL B	878742204	67546	1328657	SH	SOLE
TELECOMMUNICATION SYS INC	CL A	87929J103	325	67250	SH	DEFINED 1
TELECOMMUNICATION SYS INC	CL A	87929J103	370	76700	SH	SOLE
TELEFONICA S A	SPONSORED ADR	879382208	10265	419145	SH	SOLE
TELUS CORP	NON-VTG SHS	87971M202	90514	1717383	SH	SOLE
TESORO CORP	COM	881609101	1295	58806	SH	SOLE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	7381	153067	SH	SOLE
THOMSON REUTERS CORP	COM	884903105	40713	1084131	SH	SOLE
TIM HORTONS INC	COM	88706M103	19465	398575	SH	SOLE
TIME WARNER INC	COM NEW	887317303	209	5750	SH	DEFINED
TORONTO DOMINION BK ONT	COM NEW	891160509	2161176	25481773	SH	SOLE
TORONTO DOMINION BK ONT	COM NEW	891160509	284	3360	SH	DEFINED
TORONTO DOMINION BK ONT	COM NEW	891160509	13002	153149	SH	DEFINED 1
TRANSALTA CORP	COM	89346D107	322	15100	SH	DEFINED 1
TRANSALTA CORP	COM	89346D107	172652	8085443	SH	SOLE
TRANSALTA CORP	COM	89346D107	32030	1500000	SH	SOLE 1
TRANSCANADA CORP	COM	89353D107	274	6253	SH	DEFINED 1
TRANSCANADA CORP	COM	89353D107	631524	14378819	SH	SOLE
TRANSCANADA CORP	COM	89353D107	29646	675000	SH	SOLE 1
UNILEVER N V	N Y SHS NEW	904784709	266	8100	SH	DEFINED 1
UR ENERGY INC	COM	91688R108	706	439000	SH	SOLE
US ECOLOGY INC	COM	91732J102	281	16420	SH	DEFINED 1
VALE S A	ADR	91912E105	70408	2192088	SH	DEFINED 1
VALEANT PHARMACEUTICALS INTL	COM	91911K102	35418	680993	SH	SOLE
VALERO ENERGY CORP NEW	COM	91913Y100	10835	423729	SH	SOLE
VANGUARD INDEX FDS	VALUE ETF	922908744	425	7600	SH	DEFINED
VANGUARD INDEX FDS	STK MRK ETF	922908769	29220	427085	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	5218	107341	SH	DEFINED
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	11588	238415	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI PAC ETF	922042866	5793	102430	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	2909	54359	SH	DEFINED
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	9509	177600	SH	DEFINED 1
VANGUARD SPECIALIZED PORTFOL	DIV APP ETF	921908844	22089	395000	SH	DEFINED 1
VERIZON COMMUNICATIONS INC	COM	92343V104	8835	237300	SH	SOLE
VISA INC	COM CL A	92826C839	6046	74160	SH	SOLE
WAL MART STORES INC	COM	931142103	22664	426509	SH	SOLE
WALGREEN CO	COM	931422109	1739	40960	SH	SOLE
WATERS CORP	COM	941848103	7697	80400	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	15886	566126	SH	SOLE
WENDYS ARBYS GROUP INC	COM	950587105	345	68000	SH	DEFINED 1
WET SEAL INC	CL A	961840105	447	100000	SH	DEFINED 1
WHOLE FOODS MKT INC	COM	966837106	3480	54838	SH	SOLE
WILEY JOHN & SONS INC	CL B	968223305	10336	200000	SH	DEFINED 1
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	18114	756000	SH	SOLE

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XILINX INC	COM	983919101	2547	69849	SH	SOLE
YAHOO INC	COM	984332106	203	13500	SH	DEFINED 1
YAHOO INC	COM	984332106	3515	233690	SH	SOLE
YAMANA GOLD INC	COM	98462Y100	37417	3204219	SH	SOLE
ZIMMER HLDGS INC	COM	98956P102	9650	152700	SH	SOLE