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BANK OF NOVA SCOTIA /  
Form 13F-HR  
February 11, 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: December 31, 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 February 11, 2011

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: 376

Form13F Information Table Value Total: \$14,232,178 (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.

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE				PUT/ CALL	INVSTMT DSCRETN	OTH MANA
			VALUE (x\$1000)	SHARES/ PRN	SH/ PRN				
ABBOTT LABS	COM	002824100	287	6000	SH		DEFINED	1	
ABBOTT LABS	COM	002824100	1988	41500	SH		SOLE		
ABBOTT LABS	COM	002824100	547	11419			DEFINED		
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3031	62500	SH		SOLE		
ADVANCED MICRO DEVICES INC	COM	007903107	657	80343	SH		SOLE		
AEGON N V	NY REGISTRY SH	007924103	124	20347			DEFINED		
AES CORP	COM	00130H105	111	10000			DEFINED		
AES CORP	COM	00130H105	526	43200	SH		SOLE		
AETNA INC NEW	COM	00817Y108	336	11000	SH		SOLE		
AGNICO EAGLE MINES LTD	COM	008474108	23869	310807	SH		SOLE		
AGRIUM INC	COM	008916108	26808	292236	SH		SOLE		
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	445	8058	SH		SOLE		
ALLIANCE DATA SYSTEMS CORP	COM	018581108	10339	145555	SH		SOLE		
ALLIANCE ONE INTL INC	COM	018772103	363	85650	SH		DEFINED	1	
ALLIANCE ONE INTL INC	COM	018772103	2395	564961	SH		SOLE		
AMERICAN EQTY INVT LIFE HLD	COM	025676206	2788	222178	SH		SOLE		
AMGEN INC	COM	031162100	5545	101000	SH		SOLE		
ANADARKO PETE CORP	COM	032511107	11424	150000	SH		SOLE		
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	63	200000	SH		SOLE		
APPLE INC	COM	037833100	407	1262			DEFINED		
APPLE INC	COM	037833100	6323	19592			DEFINED	1	
APPLE INC	COM	037833100	3508	10874	SH		SOLE		
APPLIED MATLS INC	COM	038222105	7659	545100	SH		SOLE		
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	381	10000	SH		SOLE		
ARCHER DANIELS MIDLAND CO	COM	039483102	35162	1169157	SH		SOLE		
AT&T INC	COM	00206R102	294	10000	SH		DEFINED	1	
AT&T INC	COM	00206R102	8814	300000	SH		SOLE		
ATLANTIC PWR CORP	COM NEW	04878Q863	10519	714200	SH		SOLE		
AUGUSTA RES CORP	COM NEW	050912203	152	40000	SH		SOLE		
AUTOMATIC DATA PROCESSING IN	COM	053015103	6315	136450	SH		SOLE		
BAIDU INC	SPON ADR REP A	056752108	965	10000	SH		SOLE		

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BANCO SANTANDER SA	ADR	05964H105	319	30000		DEFINED
BANCO SANTANDER SA	ADR	05964H105	112	10515	SH	DEFINED 1
BANK MONTREAL QUE	COM	063671101	1095652	19012604	SH	SOLE
BANK MONTREAL QUE	COM	063671101	456	7928		DEFINED 1
BANK NOVA SCOTIA HALIFAX	COM	064149107	5424	94436		DEFINED 1
BANK OF AMERICA CORPORATION	COM	060505104	317	23824		DEFINED 1
BANK OF AMERICA CORPORATION	COM	060505104	179845	13481600	SH	SOLE
BANK OF AMERICA CORPORATION	COM	060505104	362	27153		DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	2580	85451		DEFINED
BANRO CORP	COM	066800103	602	150000	SH	SOLE
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	3757	76500		DEFINED
BARRICK GOLD CORP	COM	067901108	239	4470		DEFINED
BARRICK GOLD CORP	COM	067901108	629	11790		DEFINED 1
BARRICK GOLD CORP	COM	067901108	99749	1872997	SH	SOLE
BAYTEX ENERGY TR	TRUST UNIT	073176109	9958	213100	SH	SOLE
BCE INC	COM NEW	05534B760	397	11156		DEFINED 1
BCE INC	COM NEW	05534B760	169777	4770126	SH	SOLE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	5058	42		DEFINED 1
BEST BUY INC	COM	086516101	703	20500	SH	SOLE
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	1061	75000	SH	SOLE
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	1052	22000	SH	DEFINED 1
BOSTON PROPERTIES INC	COM	101121101	6615	76826	SH	SOLE
BOSTON SCIENTIFIC CORP	COM	101137107	1089	143814	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	265	10000	SH	DEFINED 1
BRISTOL MYERS SQUIBB CO	COM	110122108	14150	534350	SH	SOLE
BROADCOM CORP	CL A	111320107	812	18650	SH	SOLE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	180	34000	SH	DEFINED 1
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	435153	13073414	SH	SOLE
BROOKFIELD PPTYS CORP	COM	112900105	229216	13019835	SH	SOLE
CAE INC	COM	124765108	25675	2224956	SH	SOLE
CAMECO CORP	COM	13321L108	28955	716639	SH	SOLE
CANADIAN NAT RES LTD	COM	136385101	229	5170		DEFINED
CANADIAN NAT RES LTD	COM	136385101	93186	2095788	SH	SOLE
CANADIAN NATL RY CO	COM	136375102	214515	3224790	SH	SOLE
CANADIAN PAC RY LTD	COM	13645T100	246	3790		DEFINED
CANADIAN PAC RY LTD	COM	13645T100	24462	377578	SH	SOLE
CATERPILLAR INC DEL	COM	149123101	1059	11316		DEFINED 1
CATERPILLAR INC DEL	COM	149123101	9366	100000	SH	SOLE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	351	4451		DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1136433	14471086	SH	SOLE
CEMEX SAB DE CV	SPON ADR NEW	151290889	8978	838240	SH	SOLE
CENOVUS ENERGY INC	COM	15135U109	265581	7959749	SH	SOLE
CENTRAL FD CDA LTD	CL A	153501101	346	16700	SH	DEFINED 1
CEPHALON INC	COM	156708109	21970	355963	SH	SOLE
CHESAPEAKE ENERGY CORP	COM	165167107	6502	250949	SH	SOLE
CHEVRON CORP NEW	COM	166764100	413	4527	SH	DEFINED 1
CHEVRON CORP NEW	COM	166764100	11406	125000	SH	SOLE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	9577	193000	SH	SOLE
CISCO SYS INC	COM	17275R102	1098	54300		DEFINED
CISCO SYS INC	COM	17275R102	9957	492151	SH	SOLE
CITIGROUP INC	COM	172967101	98	20865		DEFINED
CITIGROUP INC	COM	172967101	5297	1116755		DEFINED 1
CITIGROUP INC	COM	172967101	3666	775000	SH	SOLE
COCA COLA CO	COM	191216100	1040	15818		DEFINED
COCA COLA CO	COM	191216100	18225	277100	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	358	4465		DEFINED
COMCAST CORP NEW	CL A SPL	20030N200	6243	300000		DEFINED 1
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	5679	115998	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	452	20000	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	11142	493439	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	415	6105		DEFINED 1
CONOCOPHILLIPS	COM	20825C104	374	5485	SH	DEFINED 1

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CONSOL ENERGY INC	COM	20854P109	212	4350	SH	SOLE
CONSOLIDATED EDISON INC	COM	209115104	226	4550	SH	DEFINED 1
CONSTELLATION BRANDS INC	CL A	21036P108	410	18500	SH	DEFINED 1
COOPER TIRE & RUBR CO	COM	216831107	242	10300		DEFINED
CROWN HOLDINGS INC	COM	228368106	5007	150000		DEFINED 1
CSX CORP	COM	126408103	9045	140000	SH	SOLE
DAQO NEW ENERGY CORP	SPONSORED ADR	23703Q104	123	12100	SH	SOLE
DEERE & CO	COM	244199105	370	4453	SH	SOLE
DELL INC	COM	24702R101	2043	150800	SH	SOLE
DELTA AIR LINES INC DEL	COM NEW	247361702	174	13850		DEFINED
DENISON MINES CORP	COM	248356107	1709	500000	SH	SOLE
DEVON ENERGY CORP NEW	COM	25179M103	691	8820	SH	SOLE
DIRECTV	COM CL A	25490A101	11520	287843	SH	SOLE
DIREXION SHS ETF TR	DLY FIN BULL NEW	25459W516	982	23760		DEFINED 1
DOW CHEM CO	COM	260543103	9388	275000	SH	SOLE
DRAGONWAVE INC	COM	26144M103	1688	200000	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	364	7303		DEFINED
E M C CORP MASS	COM	268648102	30102	1314500	SH	SOLE
EBAY INC	COM	278642103	671	24139		DEFINED
EL PASO CORP	COM	28336L109	3578	260000	SH	SOLE
ELDORADO GOLD CORP NEW	COM	284902103	18781	1012600	SH	SOLE
ELECTRONIC ARTS INC	COM	285512109	3173	193700	SH	SOLE
ENBRIDGE INC	COM	29250N105	804367	14258149	SH	SOLE
ENCANA CORP	COM	292505104	232614	7975849	SH	SOLE
ENDEAVOUR SILVER CORP	COM	29258Y103	5599	765000	SH	SOLE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	9886	321500	SH	SOLE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	10953	950000	SH	SOLE
EXTERRAN HLDGS INC	COM	30225X103	12135	506684	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	1229	16812		DEFINED
EXXON MOBIL CORP	COM	30231G102	371	5075		DEFINED 1
FOREST CITY ENTERPRISES INC	CL A	345550107	4619	276751	SH	SOLE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	3603	30000	SH	SOLE
GABELLI EQUITY TR INC	COM	362397101	66	11625	SH	DEFINED 1
GAMMON GOLD INC	COM	36467T106	81	10000		DEFINED 1
GAYLORD ENTMT CO NEW	COM	367905106	3631	101025	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	378	20716		DEFINED
GENERAL ELECTRIC CO	COM	369604103	316	17285		DEFINED 1
GENERAL ELECTRIC CO	COM	369604103	12265	671646	SH	SOLE
GENERAL MLS INC	COM	370334104	7118	200000	SH	SOLE
GILDAN ACTIVEWEAR INC	COM	375916103	5494	193300	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	1936	53397	SH	SOLE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1961	50000	SH	SOLE
GOLDCORP INC NEW	COM	380956409	348	7595		DEFINED 1
GOLDCORP INC NEW	COM	380956409	55939	1215852	SH	SOLE
GOODYEAR TIRE & RUBR CO	COM	382550101	3809	321456	SH	SOLE
GOOGLE INC	CL A	38259P508	231	390		DEFINED
GOOGLE INC	CL A	38259P508	4275	7194		DEFINED 1
GREAT BASIN GOLD LTD	COM	390124105	4281	1447543	SH	SOLE
HALLIBURTON CO	COM	406216101	8166	200000	SH	SOLE
HEALTH MGMT ASSOC INC NEW	CL A	421933102	143	15000		DEFINED
HEINZ H J CO	COM	423074103	12388	250457	SH	SOLE
HERSHEY CO	COM	427866108	1532	32500	SH	SOLE
HEWLETT PACKARD CO	COM	428236103	646	15368		DEFINED
HEWLETT PACKARD CO	COM	428236103	4829	114650		DEFINED 1
HEWLETT PACKARD CO	COM	428236103	2140	50820	SH	SOLE
HOME DEPOT INC	COM	437076102	10518	300000	SH	SOLE
HUBBAY MINERALS INC	COM	443628102	3603	200000	SH	SOLE
HUTCHINSON TECHNOLOGY INC	COM	448407106	83	22500	SH	DEFINED 1
IAMGOLD CORP	COM	450913108	11290	634400	SH	SOLE
IESI BFC LTD	COM	44951D108	22312	920000	SH	SOLE
ILLUMINA INC	COM	452327109	3017	47633	SH	SOLE
IMPERIAL OIL LTD	COM NEW	453038408	18591	456984	SH	SOLE

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INGRAM MICRO INC	CL A	457153104	242	12700		DEFINED
INTEL CORP	COM	458140100	6309	300000	SH	SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	4762	32454	SH	SOLE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	2381	134600	SH	SOLE
ISHARES INC	MSCI CDA INDEX	464286509	1085	35000		DEFINED
ISHARES INC	MSCI MEX INVEST	464286822	2630	42478		DEFINED
ISHARES INC	MSCI JAPAN	464286848	1782	163365		DEFINED
ISHARES INC	MSCI MEX INVEST	464286822	495	8000	SH	DEFINED 1
ISHARES INC	MSCI CDA INDEX	464286509	5123	165150		DEFINED 1
ISHARES INC	MSCI BRAZIL	464286400	19964	258000	SH	DEFINED 1
ISHARES INC	MSCI BRAZIL	464286400	6457	83370		DEFINED 1
ISHARES INC	MSCI BRAZIL	464286400	1702	22000		DEFINED
ISHARES INC	MSCI BRAZIL	464286400	388	5013	SH	SOLE
ISHARES INC	MSCI EMU INDEX	464286608	2661	75454		DEFINED
ISHARES SILVER TRUST	ISHARES	46428Q109	257	8500	SH	DEFINED 1
ISHARES TR	MSCI EAFE IDX	464287465	218	3745	SH	DEFINED 1
ISHARES TR	S&P MIDCAP 400	464287507	4913	54175		DEFINED
ISHARES TR	S&P LTN AM 40	464287390	1068	20000	SH	DEFINED 1
ISHARES TR	S&P GLB100INDX	464287572	3432	55125	SH	DEFINED 1
ISHARES TR	S&P EURO PLUS	464287861	2228	56740		DEFINED
ISHARES TR	S&P 500 INDEX	464287200	457	3620	SH	DEFINED 1
ISHARES TR	RUSSELL1000VAL	464287598	342	5270	SH	DEFINED 1
ISHARES TR	RUSSELL1000GRW	464287614	2331	40713		DEFINED
ISHARES TR	RUSSELL 3000	464287689	455	6070	SH	DEFINED 1
ISHARES TR	RUSSELL 2000	464287655	3143	40184		DEFINED
ISHARES TR	MSCI EMERG MKT	464287234	5838	122551		DEFINED
ISHARES TR	IBOXX INV CPBD	464287242	339	3125	SH	DEFINED 1
ISHARES TR	HIGH YLD CORP	464288513	2889	32000	SH	DEFINED 1
ISHARES TR	FTSE XNHUA IDX	464287184	513	12000	SH	DEFINED 1
ISHARES TR	FTSE CHINA ETF	464288190	3801	88150		DEFINED 1
ISHARES TR	DJ US REAL EST	464287739	11377	203310	SH	SOLE
ISHARES TR	MSCI EMERG MKT	464287234	1280	27040	SH	DEFINED 1
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	841	35060	SH	DEFINED 1
IVANHOE ENERGY INC	COM	465790103	5454	2000000	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	721	11660		DEFINED
JOHNSON & JOHNSON	COM	478160104	491	7940	SH	DEFINED 1
JOHNSON & JOHNSON	COM	478160104	17980	290694	SH	SOLE
JPMORGAN CHASE & CO	COM	46625H100	308	7268		DEFINED
JPMORGAN CHASE & CO	COM	46625H100	5482	129079		DEFINED 1
JPMORGAN CHASE & CO	COM	46625H100	3012	71000	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	10484	166300	SH	SOLE
KINGSWAY FINL SVCS INC	COM	496904103	70	50500	SH	SOLE
KINROSS GOLD CORP	COM NO PAR	496902404	44352	2339419	SH	SOLE
KNIGHT CAP GROUP INC	CL A COM	499005106	6036	437686	SH	SOLE
KOPIN CORP	COM	500600101	156	37600	SH	DEFINED 1
KRAFT FOODS INC	CL A	50075N104	18105	574576	SH	SOLE
KRAFT FOODS INC	CL A	50075N104	425	13500	SH	DEFINED 1
LABOPHARM INC	COM	504905100	91	95294	SH	SOLE
LAS VEGAS SANDS CORP	COM	517834107	966	21025		DEFINED 1
LILLY ELI & CO	COM	532457108	6496	185400	SH	SOLE
LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	164	40000		DEFINED
LOWES COS INC	COM	548661107	1116	44500	SH	SOLE
LULULEMON ATHLETICA INC	COM	550021109	34183	500000	SH	SOLE
MACYS INC	COM	55616P104	506	20000	SH	SOLE
MAGNA INTL INC	COM	559222401	49211	945576	SH	SOLE
MANULIFE FINL CORP	COM	56501R106	700175	40721908	SH	SOLE
MARATHON OIL CORP	COM	565849106	333	9000	SH	DEFINED 1
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	6381	119100		DEFINED 1
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	743	12095	SH	DEFINED 1
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	265	7000		DEFINED
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	4219	111200		DEFINED 1
MARTEN TRANS LTD	COM	573075108	6494	303750		DEFINED 1

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MASSEY ENERGY COMPANY	COM	576206106	287	5346	SH	SOLE
MASTERCARD INC	CL A	57636Q104	4975	22200	SH	SOLE
MAXIM INTEGRATED PRODS INC	COM	57772K101	7086	300000	SH	SOLE
MEDTRONIC INC	COM	585055106	2077	56000	SH	SOLE
MEMC ELECTR MATLS INC	COM	552715104	2252	200000	SH	SOLE
MERCK & CO INC NEW	COM	58933Y105	11271	312752	SH	SOLE
METHANEX CORP	COM	59151K108	48403	1595998	SH	SOLE
MGM RESORTS INTERNATIONAL	COM	552953101	6154	414400	SH	SOLE
MI DEVS INC	CL A SUB VTG	55304X104	19063	702162	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	6225	776481	SH	SOLE
MICROSOFT CORP	COM	594918104	881	31575		DEFINED
MICROSOFT CORP	COM	594918104	243	8709		DEFINED 1
MICROSOFT CORP	COM	594918104	12564	450000	SH	SOLE
MINEFINDERS LTD	COM	602900102	2190	200000	SH	SOLE
MONSANTO CO NEW	COM	61166W101	5223	75000	SH	SOLE
MOODYS CORP	COM	615369105	663	25000	SH	SOLE
MORGAN STANLEY ASIA PAC FD I	COM	61744U106	198	11640	SH	DEFINED 1
MOSAIC CO	COM	61945A107	2806	36741	SH	SOLE
MYLAN INC	COM	628530107	12122	573700	SH	SOLE
NANOSPHERE INC	COM	63009F105	52	12000	SH	DEFINED 1
NEUSTAR INC	CL A	64126X201	490	18800	SH	DEFINED 1
NEW YORK CMNTY BANCORP INC	COM	649445103	282	15000		DEFINED
NEWELL RUBBERMAID INC	COM	651229106	427	23463	SH	SOLE
NEWMONT MINING CORP	COM	651639106	731	11900	SH	DEFINED 1
NEWMONT MINING CORP	COM	651639106	16405	267059	SH	SOLE
NEXEN INC	COM	65334H102	31253	1367241	SH	SOLE
NISOURCE INC	COM	65473P105	5286	300000	SH	SOLE
NOKIA CORP	SPONSORED ADR	654902204	121	12000		DEFINED
NOKIA CORP	SPONSORED ADR	654902204	7384	715500	SH	SOLE
NORDSTROM INC	COM	655664100	424	10000	SH	SOLE
NORTHERN DYNASTY MINERALS LT	COM NEW	66510M204	5735	400000	SH	SOLE
NVIDIA CORP	COM	67066G104	1404	91200	SH	SOLE
OFFICE DEPOT INC	COM	676220106	1982	367034	SH	SOLE
OIL SVC HOLDERS TR	DEPOSTRY RCPT	678002106	822	5850	SH	SOLE
ORACLE CORP	COM	68389X105	6260	200000	SH	SOLE
PAETEC HOLDING CORP	COM	695459107	3127	836205	SH	SOLE
PAYCHEX INC	COM	704326107	3338	108000	SH	SOLE
PEABODY ENERGY CORP	COM	704549104	261	4083		DEFINED
PENGROWTH ENERGY TR	TR UNIT NEW	706902509	3203	250000	SH	SOLE
PENN WEST ENERGY TR	TR UNIT	707885109	32684	1367429	SH	SOLE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	348	9194	SH	DEFINED 1
PFIZER INC	COM	717081103	20723	1183526	SH	SOLE
PFIZER INC	COM	717081103	209	11992		DEFINED 1
PFIZER INC	COM	717081103	582	33281		DEFINED
PHARMACEUTICAL HLDERS TR	DEPOSITRY RCPT	71712A206	263	4050		DEFINED 1
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	133	50000	SH	SOLE
POLYMET MINING CORP	COM	731916102	1575	660000	SH	SOLE
POTASH CORP SASK INC	COM	73755L107	314	2029		DEFINED
POTASH CORP SASK INC	COM	73755L107	271	1746		DEFINED 1
POTASH CORP SASK INC	COM	73755L107	81847	528569	SH	SOLE
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	9482	373000	SH	SOLE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	572	10510		DEFINED
PROCTER & GAMBLE CO	COM	742718109	400	6223		DEFINED 1
PROCTER & GAMBLE CO	COM	742718109	23841	370600	SH	SOLE
PRUDENTIAL FINL INC	COM	744320102	323	5500	SH	SOLE
PULTE GROUP INC	COM	745867101	219	35000	SH	SOLE
QLOGIC CORP	COM	747277101	1702	100000	SH	SOLE
QUALCOMM INC	COM	747525103	284	5748	SH	SOLE
QUANTUM CORP	COM DSSG	747906204	133	36000		DEFINED
QUEST DIAGNOSTICS INC	COM	74834L100	2703	50089		DEFINED 1
RANDGOLD RES LTD	ADR	752344309	1523	18500	SH	SOLE
RENTECH INC	COM	760112102	73	60000	SH	DEFINED 1

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RESEARCH IN MOTION LTD	COM	760975102	48634	835353	SH	SOLE
RESEARCH IN MOTION LTD	COM	760975102	244	4200		DEFINED
RESEARCH IN MOTION LTD	COM	760975102	246	4224		DEFINED 1
RF MICRODEVICES INC	COM	749941100	383	52200		DEFINED
RITCHIE BROS AUCTIONEERS	COM	767744105	20003	870516	SH	SOLE
ROGERS COMMUNICATIONS INC	CL B	775109200	526144	15167510	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1445	27476		DEFINED 1
ROYAL BK CDA MONTREAL QUE	COM	780087102	2491159	47491863	SH	SOLE
ROYAL BK SCOTLAND GROUP PLC	SP ADR L RP PF	780097788	244	14000		DEFINED 1
ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	253	12000		DEFINED 1
SALESFORCE COM INC	COM	79466L302	5804	43968	SH	SOLE
SANDISK CORP	COM	80004C101	588	11800	SH	SOLE
SANMINA SCI CORP	COM NEW	800907206	136	11925		DEFINED
SARA LEE CORP	COM	803111103	1153	65864	SH	SOLE
SBA COMMUNICATIONS CORP	COM	78388J106	22387	546852	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	3343	40010		DEFINED 1
SCHLUMBERGER LTD	COM	806857108	1074	12871		DEFINED
SEACHANGE INTL INC	COM	811699107	640	74892	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	440	15000	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	220	3218	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	219	15000	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	24430	700000	SH	SOLE
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	5621	146000	SH	SOLE
SEMGROUP CORP	CL A	81663A105	32003	1177881	SH	SOLE
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	212013	9904889	SH	SOLE
SIRIUS XM RADIO INC	COM	82967N108	40	25000		DEFINED 1
SOUTHERN COPPER CORP	COM	84265V105	2274	46650	SH	DEFINED 1
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	792	6850	SH	DEFINED 1
SPDR GOLD TRUST	GOLD SHS	78463V107	6302	45436		DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	703	5074		DEFINED 1
SPDR GOLD TRUST	GOLD SHS	78463V107	903	6513	SH	DEFINED 1
SPDR GOLD TRUST	GOLD SHS	78463V107	19240	138700	SH	SOLE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	15904	126481		DEFINED
SPDR S&P 500 ETF TR	TR UNIT	78462F103	1195	9500	SH	DEFINED 1
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	2174	125000	SH	SOLE
SPRINT NEXTEL CORP	COM SER 1	852061100	2220	524844	SH	SOLE
STANDARD MTR PRODS INC	COM	853666105	194	14200		DEFINED
STANLEY BLACK & DECKER INC	COM	854502101	1625	24300	SH	SOLE
SUN LIFE FINL INC	COM	866796105	399380	13230032	SH	SOLE
SUNCOR ENERGY INC NEW	COM	867224107	120236	3132911	SH	SOLE
SUNCOR ENERGY INC NEW	COM	867224107	230	5980		DEFINED 1
SUNPOWER CORP	COM CL A	867652109	1257	97942	SH	SOLE
SUPERVALU INC	COM	868536103	2128	220930	SH	SOLE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	5106	407200	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	6412	523906	SH	SOLE
TANZANIAN ROYALTY EXPL CORP	COM	87600U104	730	100000	SH	SOLE
TATA MTRS LTD	SPONSORED ADR	876568502	10269	350000	SH	SOLE
TECK RESOURCES LTD	CL B	878742204	2855	46000	SH	DEFINED 1
TECK RESOURCES LTD	CL B	878742204	56575	913257	SH	SOLE
TELECOMMUNICATION SYS INC	CL A	87929J103	314	67250	SH	DEFINED 1
TELECOMMUNICATION SYS INC	CL A	87929J103	358	76700	SH	SOLE
TELEFONICA S A	SPONSORED ADR	879382208	5050	73815	SH	SOLE
TELLABS INC	COM	879664100	74	11000		DEFINED
TELUS CORP	NON-VTG SHS	87971M202	88195	2033951	SH	SOLE
TESORO CORP	COM	881609101	2203	118842	SH	SOLE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	5124	98300	SH	SOLE
THOMSON REUTERS CORP	COM	884903105	33346	893131	SH	SOLE
TIFFANY & CO NEW	COM	886547108	311	5000	SH	SOLE
TIM HORTONS INC	COM	88706M103	14305	347175	SH	SOLE
TORONTO DOMINION BK ONT	COM NEW	891160509	1850256	24855473	SH	SOLE
TORONTO DOMINION BK ONT	COM NEW	891160509	11396	153307		DEFINED 1
TRANSALTA CORP	COM	89346D107	31806	1500000	SH	SOLE 1

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TRANSALTA CORP	COM	89346D107	319	15000		DEFINED 1
TRANSALTA CORP	COM	89346D107	160312	7560343	SH	SOLE
TRANSCANADA CORP	COM	89353D107	244	6396		DEFINED 1
TRANSCANADA CORP	COM	89353D107	535882	14069719	SH	SOLE
TRANSCANADA CORP	COM	89353D107	25709	675000	SH	SOLE 1
UNILEVER N V	N Y SHS NEW	904784709	256	8162		DEFINED 1
UNITED STATES NATL GAS FUND	UNIT	912318102	604	100000	SH	SOLE
US ECOLOGY INC	COM	91732J102	285	16420	SH	DEFINED 1
VALE S A	ADR	91912E105	6333	183103		DEFINED 1
VALE S A	ADR	91912E105	1719	50000	SH	DEFINED 1
VALEANT PHARMACEUTICALS INTL	COM	91911K102	96765	3412911	SH	SOLE
VALERO ENERGY CORP NEW	COM	91913Y100	9797	423729	SH	SOLE
VANGUARD INDEX FDS	STK MRK ETF	922908769	7172	110385		DEFINED 1
VANGUARD INTL EQUITY INDEX F	ALLWRLD EX US	922042775	1413	30000		DEFINED
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	2516	52397	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	EURPEAN ETF	922042874	10940	222700		DEFINED 1
VANGUARD INTL EQUITY INDEX F	EURPEAN ETF	922042874	766	15600	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	PACIFIC ETF	922042866	5953	104300		DEFINED 1
VERIZON COMMUNICATIONS INC	COM	92343V104	5546	155000	SH	SOLE
VISA INC	COM CL A	92826C839	3556	70559	SH	SOLE
VONAGE HLDGS CORP	COM	92886T201	312	139454	SH	DEFINED 1
VORNADO RLTY TR	SH BEN INT	929042109	5957	71491	SH	SOLE
WAL MART STORES INC	COM	931142103	5609	104000	SH	SOLE
WATERS CORP	COM	941848103	3217	41400	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	3532	113984	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	200	6485		DEFINED
WENDYS ARBYS GROUP INC	COM	950587105	291	63000	SH	DEFINED 1
WESTERN UN CO	COM	959802109	185	10000		DEFINED
WHOLE FOODS MKT INC	COM	966837106	2800	55338	SH	SOLE
WILEY JOHN & SONS INC	CL B	968223305	9110	200000		DEFINED 1
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	4276	161900		DEFINED 1
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	9500	360000	SH	SOLE
XILINX INC	COM	983919101	2952	101849	SH	SOLE
YAHOO INC	COM	984332106	2072	124603	SH	SOLE
YAMANA GOLD INC	COM	98462Y100	17544	1370319	SH	SOLE