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BANK OF NOVA SCOTIA /  
Form 13F-HR  
November 14, 2012

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, 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 November 14, 2012

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: 333

Form 13F Information Table Value Total: \$18,273,716 (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	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTH MANA	
3M CO	COM	88579Y101	10906	118000	SH		SOLE		
ABBOTT LABS	COM	002824100	575	8395	SH		DEFINED	1	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	20414	291500	SH		SOLE		
ADVANCED MICRO DEVICES INC	COM	007903107	2261	671001	SH		SOLE		
AEGON N V	NY REGISTRY SH	007924103	111	21462	SH		DEFINED		
AES CORP	COM	00130H105	364	33200	SH		SOLE		
AFLAC INC	COM	001055102	8816	184127	SH		SOLE		
AGNICO EAGLE MINES LTD	COM	008474108	28292	545507	SH		SOLE		
AGRIUM INC	COM	008916108	57761	556836	SH		SOLE		
ALLIANCE DATA SYSTEMS CORP	COM	018581108	3997	28159	SH		SOLE		
ALLIANCE ONE INTL INC	COM	018772103	1740	538707	SH		SOLE		
ALPHA NATURAL RESOURCES INC	COM	02076X102	350	53279	SH		SOLE		
AMAZON COM INC	COM	023135106	25432	100000	SH		SOLE		
AMERICAN EQTY INVT LIFE HLD	COM	025676206	2176	187115	SH		SOLE		
AMERICAN TOWER CORP NEW	COM	03027X100	564	7900	SH		SOLE		
ANADARKO PETE CORP	COM	032511107	13984	200000	SH		SOLE		
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	2742	31914	SH		SOLE		
APPLE INC	COM	037833100	50045	75000	SH		SOLE	1	
APPLE INC	COM	037833100	1830	2745	SH		DEFINED	1	
APPLE INC	COM	037833100	365405	547613	SH		SOLE		
APPLIED MATLS INC	COM	038222105	13595	1217608	SH		SOLE		
ARCHER DANIELS MIDLAND CO	COM	039483102	2178	80125	SH		SOLE		
AT&T INC	COM	00206R102	613	16289	SH		DEFINED	1	
ATLANTIC PWR CORP	COM NEW	04878Q863	27103	1810046	SH		SOLE		
AURICO GOLD INC	COM	05155C105	2109	300000	SH		SOLE		
AUTOMATIC DATA PROCESSING IN	COM	053015103	11582	197450	SH		SOLE		
BAIDU INC	SPON ADR REP A	056752108	468	4000	SH		DEFINED	1	
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	310000	40000000	SH		SOLE		
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	28374	1765680	SH		DEFINED	1	
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	7370	1000000	SH		SOLE		
BANCO SANTANDER SA	ADR	05964H105	78	10515	SH		DEFINED	1	
BANCO SANTANDER SA	ADR	05964H105	603	81001	SH		SOLE		
BANK MONTREAL QUE	COM	063671101	1290915	21844004	SH		SOLE		
BANK NOVA SCOTIA HALIFAX	COM	064149107	4183	76303	SH		DEFINED		
BANK OF AMERICA CORPORATION	COM	060505104	187	21229	SH		DEFINED	1	
BANK OF AMERICA CORPORATION	COM	060505104	2602	294619	SH		SOLE		
BARRICK GOLD CORP	COM	067901108	501	12000	SH		DEFINED	1	

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BARRICK GOLD CORP	COM	067901108	139849	3347497	SH	SOLE
BAYTEX ENERGY CORP	COM	07317Q105	18088	380600	SH	SOLE
BCE INC	COM NEW	05534B760	159446	3624273	SH	SOLE
BCE INC	COM NEW	05534B760	563	12817	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	5440	41	SH	DEFINED 1
BEST BUY INC	COM	086516101	404	23500	SH	SOLE
BOEING CO	COM	097023105	243	3505	SH	DEFINED 1
BOSTON SCIENTIFIC CORP	COM	101137107	350	60914	SH	SOLE
BRIGUS GOLD CORP	COM	109490102	493	500000	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	456	13500	SH	DEFINED 1
BRISTOL MYERS SQUIBB CO	COM	110122108	12188	361138	SH	SOLE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	201	34000	SH	DEFINED 1
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	450515	13049425	SH	SOLE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	129544	7795785	SH	SOLE
CAE INC	COM	124765108	23293	2174756	SH	SOLE
CAMECO CORP	COM	13321L108	24500	1258039	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	454	13050	SH	DEFINED 1
CANADIAN NAT RES LTD	COM	136385101	123223	3994788	SH	SOLE
CANADIAN NATL RY CO	COM	136375102	327581	3702290	SH	SOLE
CANADIAN PAC RY LTD	COM	13645T100	45525	548678	SH	SOLE
CARNIVAL CORP	PAIRED CTF	143658300	1421	38984	SH	SOLE
CATERPILLAR INC DEL	COM	149123101	1118	13000	SH	DEFINED
CDN IMPERIAL BK OF COMMERCE	COM	136069101	331	4234	SH	DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1382785	17667046	SH	SOLE
CEMENTOS PACASMAYO S A A	SPON ADR REP 5	15126Q109	17397	1550000	SH	DEFINED 1
CENOVUS ENERGY INC	COM	15135U109	326540	9356728	SH	SOLE
CENTRAL FD CDA LTD	CL A	153501101	427	17926	SH	DEFINED 1
CHESAPEAKE ENERGY CORP	COM	165167107	1772	93900	SH	SOLE
CHEVRON CORP NEW	COM	166764100	805	6911	SH	DEFINED 1
CISCO SYS INC	COM	17275R102	630	33000	SH	DEFINED 1
CISCO SYS INC	COM	17275R102	8572	449051	SH	SOLE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	1643	42000	SH	SOLE
COCA COLA CO	COM	191216100	616	16256	SH	DEFINED 1
COCA COLA CO	COM	191216100	10620	280000	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	980	9148	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	1850	17251	SH	SOLE
COMCAST CORP NEW	CL A SPL	20030N200	10443	300000	SH	DEFINED
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	158734	4074285	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	552	20000	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	13024	472060	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	754	13191	SH	DEFINED 1
CONSOLIDATED EDISON INC	COM	209115104	272	4550	SH	DEFINED 1
CONSOLIDATED WATER CO INC	ORD	G23773107	1554	187932	SH	DEFINED 1
COSAN LTD	SHS A	G25343107	6978	440000	SH	DEFINED 1
COVANTA HLDG CORP	COM	22282E102	38332	2233825	SH	SOLE
CREDICORP LTD	COM	G2519Y108	205737	1642217	SH	DEFINED 1
CREDIT SUISSE NASSAU BRH	VIX SHT TRM FT	22542D761	30	20000	SH	SOLE
CROWN HOLDINGS INC	COM	228368106	5512	150000	SH	DEFINED 1
DEALERTRACK HLDGS INC	COM	242309102	1262	45300	SH	SOLE
DELL INC	COM	24702R101	788	79900	SH	SOLE
DEVON ENERGY CORP NEW	COM	25179M103	685	11315	SH	SOLE
DOW CHEM CO	COM	260543103	11161	385400	SH	SOLE
E M C CORP MASS	COM	268648102	36360	1333377	SH	SOLE
EBAY INC	COM	278642103	476	9850	SH	DEFINED 1
ELDORADO GOLD CORP NEW	COM	284902103	38794	2544700	SH	SOLE
EMPRESA NACIONAL DE ELCTRCID	SPONSORED ADR	29244T101	837	17468	SH	DEFINED
ENBRIDGE INC	COM	29250N105	1166247	29859498	SH	SOLE
ENCANA CORP	COM	292505104	198949	9084649	SH	SOLE
ENCANA CORP	COM	292505104	306	14000	SH	DEFINED
ENERPLUS CORP	COM	292766102	9835	593138	SH	SOLE
ENERSIS S A	SPONSORED ADR	29274F104	196	12000	SH	DEFINED 1
ENTREE GOLD INC	COM	29383G100	34	59250	SH	SOLE

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ERICSSON	ADR B SEK 10	294821608	9769	1070000	SH	SOLE
EXCO RESOURCES INC	COM	269279402	152	19000	SH	DEFINED 1
EXTERRAN HLDGS INC	COM	30225X103	9704	478723	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	1274	13944	SH	DEFINED 1
FIRST TR LRGE CP CORE ALPHA	COM SHS	33734K109	1217	40400	SH	DEFINED 1
FLUOR CORP NEW	COM	343412102	5628	100000	SH	SOLE
FORD MTR CO DEL	COM PAR \$0.01	345370860	306	31000	SH	DEFINED 1
FORD MTR CO DEL	COM PAR \$0.01	345370860	241	24469	SH	SOLE
FOREST CITY ENTERPRISES INC	CL A	345550107	12462	786207	SH	SOLE
FRANCO NEVADA CORP	COM	351858105	5524	93700	SH	SOLE
FREEPOR-T-MCMORAN COPPER & GO	COM	35671D857	585	14800	SH	DEFINED
FREEPOR-T-MCMORAN COPPER & GO	COM	35671D857	52286	1321033	SH	DEFINED 1
FREEPOR-T-MCMORAN COPPER & GO	COM	35671D857	14565	368000	SH	SOLE
GAFISA S A	SPONS ADR	362607301	50	11568	SH	DEFINED 1
GAYLORD ENTMT CO NEW	COM	367905106	5959	150752	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	13019	573246	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	1350	59466	SH	DEFINED
GENERAL MLS INC	COM	370334104	7970	200000	SH	SOLE
GILDAN ACTIVEWEAR INC	COM	375916103	11215	353800	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	27814	419332	SH	SOLE
GOLDCORP INC NEW	COM	380956409	137274	2990252	SH	SOLE
GOLDMAN SACHS GROUP INC	COM	38141G104	650	5727	SH	DEFINED 1
GOODYEAR TIRE & RUBR CO	COM	382550101	1237	101441	SH	SOLE
GOOGLE INC	CL A	38259P508	78489	104030	SH	SOLE
GOOGLE INC	CL A	38259P508	1199	1590	SH	DEFINED 1
GROUPE CGI INC	CL A SUB VTG	39945C109	4096	152700	SH	SOLE
GRUPO TELEVISIA SA	SPON ADR REP ORD	40049J206	1788	76040	SH	SOLE
HALLIBURTON CO	COM	406216101	14487	430000	SH	DEFINED 1
HEINZ H J CO	COM	423074103	14656	261924	SH	SOLE
IAMGOLD CORP	COM	450913108	18971	1196600	SH	SOLE
ICONIX BRAND GROUP INC	COM	451055107	6535	358300	SH	SOLE
IMPERIAL OIL LTD	COM NEW	453038408	38559	837984	SH	SOLE
INTEL CORP	COM	458140100	247	10945	SH	DEFINED 1
INTEL CORP	COM	458140100	6804	300000	SH	SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	696	3360	SH	DEFINED 1
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1926	147100	SH	SOLE
ISHARES GOLD TRUST	ISHARES	464285105	1136	65800	SH	DEFINED 1
ISHARES INC	MSCI BRAZIL	464286400	109393	2023578	SH	DEFINED 1
ISHARES INC	MSCI CDA INDEX	464286509	1410	49593	SH	DEFINED 1
ISHARES INC	EM MKT MIN VOL	464286533	911	15950	SH	DEFINED 1
ISHARES INC	MSCI CHILE INVES	464286640	667	10764	SH	DEFINED 1
ISHARES INC	MSCI PAC J IDX	464286665	334	7489	SH	DEFINED 1
ISHARES INC	MSCI TAIWAN	464286731	353	26405	SH	DEFINED 1
ISHARES INC	MSCI S KOREA	464286772	1090	18429	SH	DEFINED 1
ISHARES INC	MSCI GERMAN	464286806	3006	100100	SH	DEFINED 1
ISHARES INC	MSCI MEX INVEST	464286822	2047	31328	SH	DEFINED 1
ISHARES INC	MSCI MALAYSIA	464286830	323	22139	SH	DEFINED 1
ISHARES INC	MSCI JAPAN	464286848	99	10757	SH	DEFINED 1
ISHARES SILVER TRUST	ISHARES	46428Q109	1240	37050	SH	DEFINED 1
ISHARES TR	S&P 100 IDX FD	464287101	1313	19751	SH	DEFINED 1
ISHARES TR	DJ SEL DIV INX	464287168	633	10992	SH	DEFINED 1
ISHARES TR	S&P 500 INDEX	464287200	1595	11037	SH	DEFINED 1
ISHARES TR	MSCI EMERG MKT	464287234	49355	1194338	SH	DEFINED 1
ISHARES TR	S&P LTN AM 40	464287390	31262	734241	SH	DEFINED 1
ISHARES TR	BARCLYS 1-3 YR	464287457	265	3040	SH	SOLE
ISHARES TR	MSCI EAFE INDEX	464287465	201	3800	SH	DEFINED
ISHARES TR	MSCI EAFE INDEX	464287465	1757	33170	SH	DEFINED 1
ISHARES TR	NASDQ BIO INDX	464287556	33936	238000	SH	DEFINED 1
ISHARES TR	S&P GLB100INDX	464287572	4904	78713	SH	DEFINED 1
ISHARES TR	CONS SRVC IDX	464287580	663	7659	SH	DEFINED 1
ISHARES TR	RUSSELL 3000	464287689	484	5700	SH	DEFINED 1
ISHARES TR	DJ US TECH SEC	464287721	2135	28085	SH	DEFINED 1

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ISHARES TR	S&P EURO PLUS	464287861	208	5719	SH	DEFINED	1
ISHARES TR	MSCI ACJPN IDX	464288182	3019	53667	SH	DEFINED	
ISHARES TR	MSCI ACJPN IDX	464288182	647	11513	SH	DEFINED	1
ISHARES TR	HIGH YLD CORP	464288513	3970	43012	SH	DEFINED	1
ISHARES TR	DJ HOME CONSTN	464288752	600	31000	SH	DEFINED	1
ISHARES TR	MSCI BRAZ SMCP	464289131	610	23246	SH	DEFINED	1
ISHARES TR	MSCI PERU CAP	464289842	8408	189744	SH	DEFINED	1
ISHARES TR	INDONE INVS MRKT	46429B309	303	10153	SH	DEFINED	1
IVANHOE ENERGY INC	COM	465790103	508	925400	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	562	8160	SH	DEFINED	
JOHNSON & JOHNSON	COM	478160104	685	9957	SH	DEFINED	1
JOHNSON & JOHNSON	COM	478160104	21479	311694	SH	SOLE	
JPMORGAN CHASE & CO	COM	46625H100	232	5769	SH	DEFINED	1
JPMORGAN CHASE & CO	COM	46625H100	6720	166000	SH	SOLE	
JUST ENERGY GROUP INC	COM	48213W101	23088	2115285	SH	SOLE	
KIMBERLY CLARK CORP	COM	494368103	14077	164100	SH	SOLE	
KINDER MORGAN INC DEL	COM	49456B101	3867	108862	SH	SOLE	
KINROSS GOLD CORP	COM NO PAR	496902404	41070	4014336	SH	SOLE	
KNIGHT CAP GROUP INC	CL A COM	499005106	140	52404	SH	SOLE	
KOPIN CORP	COM	500600101	128	34000	SH	DEFINED	1
KRAFT FOODS INC	CL A	50075N104	354	8580	SH	DEFINED	1
KRAFT FOODS INC	CL A	50075N104	14206	343543	SH	SOLE	
LILLY ELI & CO	COM	532457108	11990	252900	SH	SOLE	
LOWES COS INC	COM	548661107	677	22400	SH	SOLE	
LULULEMON ATHLETICA INC	COM	550021109	49891	675000	SH	SOLE	
MAGNA INTL INC	COM	559222401	54871	1269126	SH	SOLE	
MANULIFE FINL CORP	COM	56501R106	551536	45755981	SH	SOLE	
MARATHON OIL CORP	COM	565849106	329	11169	SH	DEFINED	1
MARATHON PETE CORP	COM	56585A102	246	4500	SH	DEFINED	1
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	60380	1124610	SH	DEFINED	1
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	575	20000	SH	DEFINED	1
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	687	13270	SH	DEFINED	1
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	3712	90969	SH	DEFINED	1
MARSH & MCLENNAN COS INC	COM	571748102	247	7300	SH	DEFINED	
MARTEN TRANS LTD	COM	573075108	5336	303750	SH	DEFINED	1
MCDONALDS CORP	COM	580135101	468	5106	SH	DEFINED	1
MCDONALDS CORP	COM	580135101	21103	230000	SH	SOLE	
MEDTRONIC INC	COM	585055106	7991	185324	SH	SOLE	
MERCK & CO INC NEW	COM	58933Y105	12145	269300	SH	SOLE	
METHANEX CORP	COM	59151K108	45540	1595998	SH	SOLE	
MGM RESORTS INTERNATIONAL	COM	552953101	4290	399071	SH	SOLE	
MICRON TECHNOLOGY INC	COM	595112103	35407	5893229	SH	SOLE	
MICROSOFT CORP	COM	594918104	621	20907	SH	DEFINED	1
MOLSON COORS BREWING CO	CL B	60871R209	586	13000	SH	DEFINED	1
MOTOROLA SOLUTIONS INC	COM NEW	620076307	350	6915	SH	SOLE	
NANOSPHERE INC	COM	63009F105	148	44430	SH	DEFINED	1
NAVISTAR INTL CORP NEW	COM	63934E108	1299	61599	SH	SOLE	
NEVSUN RES LTD	COM	64156L101	1172	250000	SH	SOLE	
NEW GOLD INC CDA	COM	644535106	3829	312800	SH	SOLE	
NEWMONT MINING CORP	COM	651639106	24938	445200	SH	DEFINED	1
NEWMONT MINING CORP	COM	651639106	2265	40731	SH	SOLE	
NEXEN INC	COM	65334H102	42658	1684641	SH	SOLE	
NIKE INC	CL B	654106103	1976	20824	SH	SOLE	
NOKIA CORP	SPONSORED ADR	654902204	577	224640	SH	SOLE	
NOVAGOLD RES INC	COM NEW	66987E206	1778	318300	SH	SOLE	
NVIDIA CORP	COM	67066G104	363	27200	SH	SOLE	
OFFICE DEPOT INC	COM	676220106	323	126148	SH	SOLE	
OPEN TEXT CORP	COM	683715106	17604	319300	SH	SOLE	
ORACLE CORP	COM	68389X105	26530	842500	SH	SOLE	
PAN AMERICAN SILVER CORP	COM	697900108	2233	104300	SH	SOLE	
PENGROWTH ENERGY CORP	COM	70706P104	2178	322900	SH	SOLE	
PENN WEST PETE LTD NEW	COM	707887105	20925	1470356	SH	SOLE	

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PFIZER INC	COM	717081103	362	14570	SH	DEFINED
PFIZER INC	COM	717081103	234	9430	SH	DEFINED 1
PFIZER INC	COM	717081103	8014	322451	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	349	3890	SH	DEFINED 1
PIMCO ETF TR	INV GRD CRP BD	72201R817	370	3415	SH	DEFINED
PIMCO HIGH INCOME FD	COM SHS	722014107	1176	84000	SH	DEFINED 1
POLYMET MINING CORP	COM	731916102	1183	1011250	SH	SOLE
POTASH CORP SASK INC	COM	73755L107	982	19271	SH	DEFINED 1
POTASH CORP SASK INC	COM	73755L107	131959	3036607	SH	SOLE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	69429	1012865	SH	DEFINED 1
PPL CORP	COM	69351T106	203	7000	SH	DEFINED 1
PRAXAIR INC	COM	74005P104	231	2235	SH	DEFINED 1
PRECISION DRILLING CORP	COM 2010	74022D308	1248	159000	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	32375	466762	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	311	4494	SH	DEFINED 1
PROGRESSIVE WASTE SOLUTIONS	COM	74339G101	8652	420000	SH	SOLE
PROSHARES TR	PSHS SHRT S&P500	74347R503	421	12375	SH	DEFINED 1
QUALCOMM INC	COM	747525103	19684	315000	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	3181	50155	SH	DEFINED 1
RANDGOLD RES LTD	ADR	752344309	365	2969	SH	SOLE
RESEARCH IN MOTION LTD	COM	760975102	10537	1379353	SH	SOLE
RITCHIE BROS AUCTIONEERS	COM	767744105	1177	61300	SH	SOLE
ROGERS COMMUNICATIONS INC	CL B	775109200	515466	12732275	SH	SOLE
ROSS STORES INC	COM	778296103	3333	51601	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	3071650	53409430	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	975	16971	SH	DEFINED
ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	295	12000	SH	DEFINED
RUBICON MINERALS CORP	COM	780911103	1501	400000	SH	SOLE
SBA COMMUNICATIONS CORP	COM	78388J106	17981	285782	SH	SOLE
SEABRIDGE GOLD INC	COM	811916105	3248	167000	SH	SOLE
SEACHANGE INTL INC	COM	811699107	615	78392	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	243	6595	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	370	9231	SH	SOLE
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	2612	72900	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	1136	15483	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	189	12180	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	13719	880000	SH	DEFINED 1
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	98478	3194727	SH	DEFINED 1
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	294485	14388685	SH	SOLE
SILVER WHEATON CORP	COM	828336107	44753	1126100	SH	SOLE
SNYDERS-LANCE INC	COM	833551104	475	19000	SH	DEFINED 1
SONDE RES CORP	COM	835426107	31	40500	SH	SOLE
SOUTHERN COPPER CORP	COM	84265V105	8229	239512	SH	DEFINED 1
SOUTHERN COPPER CORP	COM	84265V105	6425	186979	SH	SOLE
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	2792	20825	SH	DEFINED 1
SPDR GOLD TRUST	GOLD SHS	78463V107	4645	27000	SH	SOLE
SPDR GOLD TRUST	GOLD SHS	78463V107	44379	258192	SH	DEFINED 1
SPDR GOLD TRUST	GOLD SHS	78463V107	2252	13107	SH	DEFINED
SPDR INDEX SHS FDS	GLB NAT RESRCE	78463X541	269	5290	SH	DEFINED 1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	46495	322971	SH	DEFINED 1
SPDR SERIES TRUST	BRCLYS YLD ETF	78464A417	948	23578	SH	DEFINED 1
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	644	11100	SH	DEFINED 1
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	608	24500	SH	DEFINED 1
SPECTRA ENERGY CORP	COM	847560109	19084	650000	SH	SOLE
SPROTT RESOURCE LENDING CORP	COM	85207J100	141	100000	SH	SOLE
ST JUDE MED INC	COM	790849103	5625	133511	SH	SOLE
STANLEY BLACK & DECKER INC	COM	854502101	872	11442	SH	SOLE
SUN LIFE FINL INC	COM	866796105	382085	16460915	SH	SOLE
SUNCOR ENERGY INC NEW	COM	867224107	172069	5231811	SH	SOLE
SUNPOWER CORP	COM	867652406	272	60235	SH	SOLE
SUPERVALU INC	COM	868536103	337	139984	SH	SOLE
TAIWAN FD INC	COM	874036106	231	14000	SH	DEFINED 1

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TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	8100	776589	SH	SOLE
TALISMAN ENERGY INC	COM	87425E103	43871	3283137	SH	SOLE
TECK RESOURCES LTD	CL B	878742204	58651	1988097	SH	DEFINED 1
TECK RESOURCES LTD	CL B	878742204	52835	1790957	SH	SOLE
TELECOMMUNICATION SYS INC	CL A	87929J103	145	66700	SH	SOLE
TELECOMMUNICATION SYS INC	CL A	87929J103	489	225305	SH	DEFINED 1
TELEFONICA S A	SPONSORED ADR	879382208	5566	419145	SH	SOLE
TELLABS INC	COM	879664100	123	35000	SH	DEFINED 1
TELUS CORP	NON-VTG SHS	87971M202	95275	1523072	SH	SOLE
TESORO CORP	COM	881609101	312	7438	SH	SOLE
THOMSON REUTERS CORP	COM	884903105	33958	1174931	SH	SOLE
TIFFANY & CO NEW	COM	886547108	6188	100000	SH	SOLE
TIM HORTONS INC	COM	88706M103	25819	496275	SH	SOLE
TORONTO DOMINION BK ONT	COM NEW	891160509	2311282	27713573	SH	SOLE
TORONTO DOMINION BK ONT	COM NEW	891160509	880	10560	SH	DEFINED
TORONTO DOMINION BK ONT	COM NEW	891160509	11923	143069	SH	DEFINED 1
TRANSALTA CORP	COM	89346D107	127412	8322643	SH	SOLE
TRANSCANADA CORP	COM	89353D107	30720	675000	SH	SOLE 1
TRANSCANADA CORP	COM	89353D107	712504	15656135	SH	SOLE
UNILEVER N V	N Y SHS NEW	904784709	10243	288700	SH	SOLE
UNION PAC CORP	COM	907818108	5935	50000	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	9786	125000	SH	SOLE
UR ENERGY INC	COM	91688R108	236	239000	SH	SOLE
US ECOLOGY INC	COM	91732J102	354	16420	SH	DEFINED 1
VALE S A	ADR	91912E105	20371	1138000	SH	DEFINED 1
VALE S A	ADR	91912E105	32759	1830100	SH	SOLE
VALE S A	ADR REPSTG PFD	91912E204	54858	3160000	SH	SOLE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	49963	905193	SH	SOLE
VANGUARD INDEX FDS	MCAP GR IDXVIP	922908538	8130	120000	SH	DEFINED 1
VANGUARD INDEX FDS	REIT ETF	922908553	4146	72422	SH	DEFINED
VANGUARD INDEX FDS	TOTAL STK MKT	922908769	9199	125001	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	6070	145513	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI PAC ETF	922042866	3131	62230	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	4197	92800	SH	DEFINED 1
VANGUARD SPECIALIZED PORTFOL	DIV APP ETF	921908844	5968	100000	SH	DEFINED 1
VANGUARD WHITEHALL FDS INC	HIGH DIV YLD	921946406	287	5696	SH	DEFINED 1
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	21086	740000	SH	SOLE
WALGREEN CO	COM	931422109	1511	41468	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	9484	274626	SH	SOLE
WET SEAL INC	CL A	961840105	236	75000	SH	DEFINED 1
WHOLE FOODS MKT INC	COM	966837106	276	2838	SH	SOLE
WILEY JOHN & SONS INC	CL B	968223305	9234	200000	SH	DEFINED 1
WILLIAMS COS INC DEL	COM	969457100	11016	315000	SH	SOLE
WINDSTREAM CORP	COM	97381W104	3889	384654	SH	SOLE
XILINX INC	COM	983919101	2963	88679	SH	SOLE
YAHOO INC	COM	984332106	262	16400	SH	DEFINED 1
YAHOO INC	COM	984332106	2216	138690	SH	SOLE
YAMANA GOLD INC	COM	98462Y100	45645	2390019	SH	SOLE