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BANK OF NOVA SCOTIA /  
Form 13F-HR  
May 14, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 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 May 14, 2010

Report Type (Check only one.):

[ ] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ X] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
28-11461	Scotia Capital Inc.
28-13705	Scotia Asset Management L.P.
28-11459	Bank of Nova Scotia Trust Co.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
 Form13F Information Table Entry Total: 326  
 Form13F Information Table Value Total: \$13,129,814 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

No.	13F File Number	Name
	28-11472	BNS Investment Inc.

FORM 13F INFORMATION TABLE								
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
ABBOTT LABS	COM	002824100	293	5575	SH		DEFINED	1
ABBOTT LABS	COM	002824100	632	12000	SH		SOLE	
ABBOTT LABS	COM	002824100	430	8163	SH		DEFINED	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	5244	125000	SH		SOLE	
ADAPTEC INC	COM	00651F108	109	33200	SH		DEFINED	1
ADVANCED MICRO DEVICES INC	COM	007903107	3267	352169	SH		SOLE	
AEGON N V	NY REGISTRY SH	007924103	139	20347	SH		DEFINED	
AES CORP	COM	00130H105	1019	92600	SH		SOLE	
AETNA INC NEW	COM	00817Y108	298	8500	SH		SOLE	
AFLAC INC	COM	001055102	643	11850	SH		SOLE	
AGNICO EAGLE MINES LTD	COM	008474108	15155	271207	SH		SOLE	
AGRIUM INC	COM	008916108	19850	280636	SH		SOLE	
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1081	19850	SH		SOLE	
ALLIANCE DATA SYSTEMS CORP	COM	018581108	8537	133396	SH		SOLE	
ALLIANCE ONE INTL INC	COM	018772103	189	37050	SH		DEFINED	1
ALLIANCE ONE INTL INC	COM	018772103	2141	420676	SH		SOLE	
AMGEN INC	COM	031162100	5976	100000	SH		SOLE	
ANADARKO PETE CORP	COM	032511107	218	3005	SH		DEFINED	
ANADARKO PETE CORP	COM	032511107	10925	150000	SH		SOLE	
APPLE INC	COM	037833100	217	927	SH		DEFINED	
APPLE INC	COM	037833100	1780	7575	SH		SOLE	
APPLE INC	COM	037833100	4170	17759	SH		DEFINED	1
APPLIED MATLS INC	COM	038222105	3707	275000	SH		SOLE	
ARCHER DANIELS MIDLAND CO	COM	039483102	31934	1104950	SH		SOLE	
AT&T INC	COM	00206R102	326	12640	SH		DEFINED	1
AT&T INC	COM	00206R102	7752	300000	SH		SOLE	
ATMEL CORP	COM	049513104	55	11000	SH		DEFINED	
AUGUSTA RES CORP	COM NEW	050912203	106	40000	SH		SOLE	
AURIZON MINES LTD	COM	05155P106	70	15000	SH		DEFINED	1
AVON PRODS INC	COM	054303102	250	7373	SH		SOLE	
BANCO SANTANDER SA	ADR	05964H105	158	11912	SH		DEFINED	1

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BANK MONTREAL QUE	COM	063671101	1166656	19214171	SH	SOLE
BANK NOVA SCOTIA HALIFAX	COM	064149107	4702	93858	SH	DEFINED 1
BANK OF AMERICA CORPORATION	COM	060505104	2461	137968	SH	DEFINED 1
BANK OF AMERICA CORPORATION	COM	060505104	17278	967921	SH	SOLE
BANRO CORP	COM	066800103	214	100000	SH	SOLE
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	3049	76500	SH	DEFINED 1
BARRICK GOLD CORP	COM	067901108	383	10000	SH	DEFINED 1
BARRICK GOLD CORP	COM	067901108	72860	1898586	SH	SOLE
BCE INC	COM NEW	05534B760	80838	2749687	SH	SOLE
BCE INC	COM NEW	05534B760	4131	140500	SH	SOLE 1
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4872	40	SH	DEFINED 1
BEST BUY INC	COM	086516101	426	10000	SH	SOLE
BHP BILLITON LTD	SPONSORED ADR	088606108	4298	53540	SH	DEFINED 1
BIGBAND NETWORKS INC	COM	089750509	158	45000	SH	DEFINED 1
BIOVAIL CORP	COM	09067J109	74516	4453182	SH	SOLE
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	1050	75000	SH	SOLE
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	1000	22000	SH	DEFINED 1
BOSTON PROPERTIES INC	COM	101121101	7750	102728	SH	SOLE
BOSTON SCIENTIFIC CORP	COM	101137107	1393	193000	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	277	10400	SH	DEFINED 1
BRISTOL MYERS SQUIBB CO	COM	110122108	6969	261000	SH	SOLE
BROADCOM CORP	CL A	111320107	2485	74850	SH	SOLE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	384551	15104465	SH	SOLE
BROOKFIELD PPTYS CORP	COM	112900105	195893	12709135	SH	SOLE
BROWN FORMAN CORP	CL B	115637209	580	9750	SH	DEFINED 1
CAE INC	COM	124765108	25983	2659432	SH	SOLE
CAMECO CORP	COM	13321L108	299	10940	SH	DEFINED 1
CAMECO CORP	COM	13321L108	19243	702539	SH	SOLE
CANADIAN NAT RES LTD	COM	136385101	91692	1238494	SH	SOLE
CANADIAN NATL RY CO	COM	136375102	192471	3170390	SH	SOLE
CANADIAN PAC RY LTD	COM	13645T100	213	3790	SH	DEFINED
CANADIAN PAC RY LTD	COM	13645T100	37029	656828	SH	SOLE
CAPITAL ONE FINL CORP	COM	14040H105	557	13443	SH	SOLE
CATERPILLAR INC DEL	COM	149123101	3613	57500	SH	SOLE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	243	3326	SH	DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	859116	11755836	SH	SOLE
CELGENE CORP	COM	151020104	558	9000	SH	SOLE
CEMEX SAB DE CV	SPON ADR NEW	151290889	8229	806000	SH	SOLE
CENOVUS ENERGY INC	COM	15135U109	201976	7729949	SH	SOLE
CENTERPOINT ENERGY INC	COM	15189T107	151	10500	SH	DEFINED 1
CEPHALON INC	COM	156708109	23212	342148	SH	SOLE
CHESAPEAKE ENERGY CORP	COM	165167107	8935	378641	SH	SOLE
CHEVRON CORP NEW	COM	166764100	429	5667	SH	DEFINED 1
CHEVRON CORP NEW	COM	166764100	9479	125000	SH	SOLE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	67	14000	SH	DEFINED
CISCO SYS INC	COM	17275R102	640	24612	SH	DEFINED
CISCO SYS INC	COM	17275R102	6507	250000	SH	SOLE
CITIGROUP INC	COM	172967101	2424	596940	SH	DEFINED 1
CITIGROUP INC	COM	172967101	12667	1965440	SH	SOLE
CMS ENERGY CORP	COM	125896100	541	35000	SH	DEFINED 1
COCA COLA CO	COM	191216100	10235	186100	SH	SOLE
COCA COLA CO	COM	191216100	548	9980	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	240	2815	SH	DEFINED
COMCAST CORP NEW	CL A SPL	20030N200	5391	300000	SH	DEFINED 1
COMPANHIA BRASILEIRA DE DIST	SPN ADR PFD CL A	20440T201	2204	32800	SH	DEFINED 1
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	3312	106918	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	501	20000	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	10711	427239	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	395	7730	SH	DEFINED 1
CONSOLIDATED EDISON INC	COM	209115104	203	4550	SH	DEFINED 1
CONSTELLATION BRANDS INC	CL A	21036P108	378	23000	SH	DEFINED 1
COVANTA HLDG CORP	COM	22282E102	20757	1246056	SH	SOLE

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CROWN HOLDINGS INC	COM	228368106	4044	150000	SH	DEFINED	1
CSX CORP	COM	126408103	468	9200	SH	SOLE	
CVS CAREMARK CORPORATION	COM	126650100	5484	150000	SH	SOLE	
DANA HOLDING CORP	COM	235825205	142	12000	SH	DEFINED	
DEERE & CO	COM	244199105	2887	48209	SH	SOLE	
DELL INC	COM	24702R101	781	52000	SH	SOLE	
DIVX INC	COM	255413106	322	45000	SH	DEFINED	1
DOW CHEM CO	COM	260543103	8132	275000	SH	SOLE	
DRAGONWAVE INC	COM	26144M103	3144	340000	SH	SOLE	
E M C CORP MASS	COM	268648102	27086	1501463	SH	SOLE	
EBAY INC	COM	278642103	648	24049	SH	DEFINED	
EL PASO CORP	COM	28336L109	2710	250000	SH	SOLE	
ELDORADO GOLD CORP NEW	COM	284902103	11296	930200	SH	SOLE	
ELECTRONIC ARTS INC	COM	285512109	3614	193700	SH	SOLE	
ENBRIDGE INC	COM	29250N105	677576	14202549	SH	SOLE	
ENCANA CORP	COM	292505104	248450	7983749	SH	SOLE	
ENDEAVOUR SILVER CORP	COM	29258Y103	2434	765000	SH	SOLE	
ENERPLUS RES FD	UNIT TR G NEW	29274D604	7157	301900	SH	SOLE	
ERICSSON L M TEL CO	ADR B SEK 10	294821608	9908	950000	SH	SOLE	
EXTERRAN HLDGS INC	COM	30225X103	9779	404569	SH	SOLE	
EXTREME NETWORKS INC	COM	30226D106	136	44200	SH	DEFINED	1
EXXON MOBIL CORP	COM	30231G102	704	10516	SH	DEFINED	
EXXON MOBIL CORP	COM	30231G102	336	5030	SH	DEFINED	1
EXXON MOBIL CORP	COM	30231G102	668	9942	SH	SOLE	
FLEXTRONICS INTL LTD	ORD	Y2573F102	1568	200000	SH	SOLE	
FORD MTR CO DEL	COM PAR \$0.01	345370860	2690	212900	SH	SOLE	
FOREST CITY ENTERPRISES INC	CL A	345550107	4832	335347	SH	SOLE	
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	1808	21649	SH	DEFINED	1
GABELLI EQUITY TR INC	COM	362397101	59	11625	SH	DEFINED	1
GAYLORD ENTMT CO NEW	COM	367905106	3454	117914	SH	SOLE	
GENERAL ELECTRIC CO	COM	369604103	439	24155	SH	DEFINED	
GENERAL ELECTRIC CO	COM	369604103	422	23221	SH	DEFINED	1
GENERAL ELECTRIC CO	COM	369604103	13873	761850	SH	SOLE	
GILDAN ACTIVEWEAR INC	COM	375916103	4744	180300	SH	SOLE	
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1926	50000	SH	SOLE	
GOLDCORP INC NEW	COM	380956409	47429	1268952	SH	SOLE	
GOODYEAR TIRE & RUBR CO	COM	382550101	2683	212266	SH	SOLE	
GREAT BASIN GOLD LTD	COM	390124105	2471	1450000	SH	SOLE	
GRUPO AEROPORTUARIO DEL SURE	SPON ADR SER B	40051E202	100293	1934291	SH	SOLE	
GRUPO SIMEC S A B DE C V	ADR	400491106	52	18000	SH	SOLE	
HALLIBURTON CO	COM	406216101	6026	200000	SH	SOLE	
HEINZ H J CO	COM	423074103	10475	229667	SH	SOLE	
HERSHEY CO	COM	427866108	321	7500	SH	SOLE	
HEWLETT PACKARD CO	COM	428236103	384	7230	SH	DEFINED	
HOME DEPOT INC	COM	437076102	9705	300000	SH	SOLE	
IAMGOLD CORP	COM	450913108	8482	637900	SH	SOLE	
IESI BFC LTD	COM	44951D108	15911	920000	SH	SOLE	
IMPERIAL OIL LTD	COM NEW	453038408	16980	439484	SH	SOLE	
INTEL CORP	COM	458140100	3235	145401	SH	DEFINED	1
INTEL CORP	COM	458140100	10090	453704	SH	SOLE	
INTERNATIONAL BUSINESS MACHS	COM	459200101	354	2761	SH	DEFINED	
INTERNATIONAL BUSINESS MACHS	COM	459200101	1552	12100	SH	SOLE	
INTERNATIONAL GAME TECHNOLOG	COM	459902102	2291	124200	SH	SOLE	
ISHARES COMEX GOLD TR	ISHARES	464285105	2508	23000	SH	SOLE	
ISHARES INC	MSCI CDA INDEX	464286509	2429	87150	SH	DEFINED	1
ISHARES INC	MSCI JAPAN	464286848	1239	118699	SH	DEFINED	1
ISHARES INC	MSCI BRIC INDX	464286657	2743	59200	SH	SOLE	
ISHARES INC	MSCI BRAZIL	464286400	5068	70000	SH	SOLE	
ISHARES INC	MSCI BRAZIL	464286400	25739	343970	SH	DEFINED	1
ISHARES INC	MSCI BRAZIL	464286400	2724	37000	SH	DEFINED	
ISHARES INC	MSCI TAIWAN	464286731	129	10311	SH	DEFINED	1
ISHARES SILVER TRUST	ISHARES	46428Q109	514	30000	SH	DEFINED	1

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ISHARES TR	HIGH YLD CORP	464288513	2828	32000	SH	DEFINED	1
ISHARES TR	US PFD STK IDX	464288687	1548	40000	SH	DEFINED	1
ISHARES TR INDEX	MSCI EAFE IDX	464287465	332	5950	SH	DEFINED	1
ISHARES TR INDEX	BARCLYS 1-3 YR	464287457	693	8340	SH	SOLE	
ISHARES TR INDEX	DJ US REAL EST	464287739	540	10860	SH	DEFINED	
ISHARES TR INDEX	DJ US REAL EST	464287739	3028	60823	SH	SOLE	
ISHARES TR INDEX	FTSE XNHUA IDX	464287184	1053	13250	SH	DEFINED	1
ISHARES TR INDEX	MSCI EMERG MKT	464287234	2162	51334	SH	DEFINED	
ISHARES TR INDEX	MSCI EMERG MKT	464287234	3346	79690	SH	DEFINED	1
ISHARES TR INDEX	RUSSELL 2000	464287655	1329	19600	SH	SOLE	
ISHARES TR INDEX	RUSSELL 3000	464287689	486	7060	SH	DEFINED	1
ISHARES TR INDEX	RUSSELL1000VAL	464287598	322	5270	SH	DEFINED	1
ISHARES TR INDEX	S&P 500 INDEX	464287200	493	4200	SH	DEFINED	1
ISHARES TR INDEX	S&P EURO PLUS	464287861	2175	56740	SH	DEFINED	1
ISHARES TR INDEX	S&P GLB100INDX	464287572	3257	53555	SH	DEFINED	1
ISHARES TR INDEX	S&P LTN AM 40	464287390	1000	20000	SH	DEFINED	1
ISHARES TR INDEX	IBOXX INV CPBD	464287242	572	5393	SH	DEFINED	1
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	616	28000	SH	DEFINED	1
JOHNSON & JOHNSON	COM	478160104	14334	219850	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	566	8681	SH	DEFINED	
JOHNSON & JOHNSON	COM	478160104	594	9130	SH	DEFINED	1
JOHNSON CTLS INC	COM	478366107	734	22235	SH	SOLE	
JPMORGAN CHASE & CO	COM	46625H100	2692	60150	SH	SOLE	
KIMBERLY CLARK CORP	COM	494368103	9627	153100	SH	SOLE	
KINROSS GOLD CORP	COM NO PAR	496902404	24370	1424528	SH	SOLE	
KNIGHT CAPITAL GROUP INC	CL A	499005106	7473	490000	SH	SOLE	
KRAFT FOODS INC	CL A	50075N104	10191	336976	SH	SOLE	
KRAFT FOODS INC	CL A	50075N104	408	13500	SH	DEFINED	1
LILLY ELI & CO	COM	532457108	3455	95400	SH	SOLE	
LOWES COS INC	COM	548661107	933	38500	SH	SOLE	
MAGNA INTL INC	CL A	559222401	37161	600338	SH	SOLE	
MANULIFE FINL CORP	COM	56501R106	200	10140	SH	DEFINED	1
MANULIFE FINL CORP	COM	56501R106	738745	37429108	SH	SOLE	
MARATHON OIL CORP	COM	565849106	386	12215	SH	DEFINED	1
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	215	4833	SH	DEFINED	1
MARTEN TRANS LTD	COM	573075108	5986	303750	SH	DEFINED	1
MASSEY ENERGY CORP	COM	576206106	958	18347	SH	SOLE	
MASTERCARD INC	CL A	57636Q104	2286	9000	SH	SOLE	
MAXIM INTEGRATED PRODS INC	COM	57772K101	5817	300000	SH	SOLE	
MCDONALDS CORP	COM	580135101	1748	26200	SH	SOLE	
MCDONALDS CORP	COM	580135101	239	3589	SH	DEFINED	
MEMC ELECTR MATLS INC	COM	552715104	3066	200000	SH	SOLE	
MERCK & CO INC NEW	COM	58933Y105	5986	160252	SH	SOLE	
METHANEX CORP	COM	59151K108	38668	1595998	SH	SOLE	
MI DEVS INC	CL A SUB VTG	55304X104	9191	702162	SH	SOLE	
MICRON TECHNOLOGY INC	COM	595112103	8252	786800	SH	SOLE	
MICROSOFT CORP	COM	594918104	8727	298000	SH	SOLE	
MICROSOFT CORP	COM	594918104	450	15397	SH	DEFINED	
MINEFINDERS LTD	COM	602900102	630	68100	SH	SOLE	
MONSANTO CO NEW	COM	61166W101	2358	33000	SH	SOLE	
MOODYS CORP	COM	615369105	744	25000	SH	SOLE	
MORGAN STANLEY ASIA PAC FD I	COM	61744U106	232	15225	SH	DEFINED	1
MOSAIC CO	COM	61945A107	3916	64750	SH	SOLE	
MOTOROLA INC	COM	620076109	1055	150300	SH	SOLE	
MYLAN INC	COM	628530107	14195	624835	SH	SOLE	
NAVISTAR INTL CORP NEW	COM	63934E108	1588	35500	SH	SOLE	
NEWELL RUBBERMAID INC	COM	651229106	5437	357716	SH	SOLE	
NEWMONT MINING CORP	COM	651639106	9101	178700	SH	SOLE	
NEXEN INC	COM	65334H102	32181	1300241	SH	SOLE	
NISOURCE INC	COM	65473P105	4740	300000	SH	SOLE	
NOKIA CORP	SPONSORED ADR	654902204	9441	607500	SH	SOLE	
NORDSTROM INC	COM	655664100	204	5000	SH	SOLE	

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NORTHERN DYNASTY MINERALS LT	COM NEW	66510M204	3813	400000	SH	SOLE
NOVAGOLD RES INC	COM NEW	66987E206	3218	450000	SH	SOLE
NVIDIA CORP	COM	67066G104	1107	63700	SH	SOLE
OFFICE DEPOT INC	COM	676220106	523	65500	SH	SOLE
PAETEC HOLDING CORP	COM	695459107	3913	836205	SH	SOLE
PENN WEST ENERGY TR	TR UNIT	707885109	30988	1462729	SH	SOLE
PETROHAWK ENERGY CORP	COM	716495106	610	30000	SH	SOLE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1107	25000	SH	SOLE
PFIZER INC	COM	717081103	17275	1007276	SH	SOLE
PHARMACEUTICAL HLDERS TR	DEPOSITRY RCPT	71712A206	201	3040	SH	DEFINED 1
POTASH CORP SASK INC	COM	73755L107	63219	529069	SH	SOLE
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	3556	151200	SH	DEFINED 1
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	600	12467	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	366	5800	SH	DEFINED 1
PROCTER & GAMBLE CO	COM	742718109	11380	179730	SH	SOLE
PROSHARES TR	PSHS ULTSH 20YRS	74347R297	2736	56200	SH	DEFINED 1
PRUDENTIAL FINL INC	COM	744320102	871	14400	SH	SOLE
QLOGIC CORP	COM	747277101	2030	100000	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	2920	50102	SH	DEFINED 1
RANDGOLD RES LTD	ADR	752344309	5340	69500	SH	SOLE
RENTECH INC	COM	760112102	62	60000	SH	DEFINED 1
RESEARCH IN MOTION LTD	COM	760975102	412	5798	SH	DEFINED 1
RESEARCH IN MOTION LTD	COM	760975102	66231	893228	SH	SOLE
RITCHIE BROS AUCTIONEERS	COM	767744105	19637	910000	SH	SOLE
ROGERS COMMUNICATIONS INC	CL B	775109200	441041	12908810	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	2678317	45754733	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1691	28888	SH	DEFINED 1
ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	231	12000	SH	DEFINED 1
ROYAL BK SCOTLAND GROUP PLC	SP ADR L RP PF	780097788	224	14000	SH	DEFINED 1
SALESFORCE COM INC	COM	79466L302	5112	68669	SH	SOLE
SAP AG	SPON ADR	803054204	1204	25000	SH	SOLE
SARA LEE CORP	COM	803111103	2809	201628	SH	SOLE
SBA COMMUNICATIONS CORP	COM	78388J106	15922	441421	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	489	7718	SH	DEFINED
SEACHANGE INTL INC	COM	811699107	538	74892	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	1333	83450	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	21861	700000	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	3839	240555	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	4946	146000	SH	SOLE
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	149973	7572043	SH	SOLE
SIMON PPTY GROUP INC NEW	COM	828806109	589	7017	SH	SOLE
SOUTHERN COPPER CORP	COM	84265V105	1684	53197	SH	DEFINED 1
SOUTHWEST GAS CORP	COM	844895102	3770	126000	SH	SOLE
SPDR GOLD TRUST	GOLD SHS	78463V107	843	7740	SH	DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	6756	62017	SH	DEFINED 1
SPDR S&P 500 ETF TR	UNIT SER 1 S&P	78462F103	10128	86570	SH	DEFINED 1
SPDR S&P 500 ETF TR	UNIT SER 1 S&P	78462F103	1281	10955	SH	DEFINED
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	2103	125000	SH	SOLE
STAR SCIENTIFIC INC	COM	85517P101	153	60000	SH	DEFINED 1
STATE STR CORP	COM	857477103	4067	90096	SH	SOLE
SUN LIFE FINL INC	COM	866796105	372740	11584293	SH	SOLE
SUNCOR ENERGY INC NEW	COM	867224107	232	7158	SH	DEFINED
SUNCOR ENERGY INC NEW	COM	867224107	274	8440	SH	DEFINED 1
SUNCOR ENERGY INC NEW	COM	867224107	95367	2931611	SH	SOLE
SUNPOWER CORP	COM CL A	867652109	566	29928	SH	SOLE
SUPERVALU INC	COM	868536103	1558	93434	SH	SOLE
SYNAPTICS INC	COM	87157D109	221	8000	SH	DEFINED 1
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	4665	473638	SH	SOLE
TALISMAN ENERGY INC	COM	87425E103	39817	2327491	SH	SOLE
TANZANIAN ROYALTY EXPL CORP	COM	87600U104	2523	615700	SH	SOLE
TARGET CORP	COM	87612E106	1068	20300	SH	SOLE
TATA MTRS LTD	SPONSORED ADR	876568502	6461	350000	SH	SOLE

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TECK RESOURCES LTD	CL B	878742204	1893	43482	SH	DEFINED	1
TECK RESOURCES LTD	CL B	878742204	36868	845957	SH	SOLE	
TELECOMMUNICATION SYS INC	CL A	87929J103	134	18250	SH	DEFINED	1
TELECOMMUNICATION SYS INC	CL A	87929J103	709	96700	SH	SOLE	
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	78	100000	SH	SOLE	
TELUS CORP	NON-VTG SHS	87971M202	115192	3218456	SH	SOLE	
TESORO CORP	COM	881609101	6689	483081	SH	SOLE	
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	325	5164	SH	DEFINED	
TEXAS INSTRS INC	COM	882508104	7341	300000	SH	SOLE	
THOMSON REUTERS CORP	COM	884903105	300	8254	SH	DEFINED	1
THOMSON REUTERS CORP	COM	884903105	30287	832031	SH	SOLE	
TIFFANY & CO NEW	COM	886547108	237	5000	SH	SOLE	
TIM HORTONS INC	COM	88706M103	14193	435875	SH	SOLE	
TONGJITANG CHINESE MED CO	SPON ADR	89025E103	449	119863	SH	SOLE	
TORONTO DOMINION BK ONT	COM NEW	891160509	1809020	24263873	SH	SOLE	
TORONTO DOMINION BK ONT	COM NEW	891160509	11548	154842	SH	DEFINED	1
TRANSALTA CORP	COM	89346D107	159617	7212443	SH	SOLE	
TRANSALTA CORP	COM	89346D107	33196	1500000	SH	SOLE	1
TRANSCANADA CORP	COM	89353D107	287	7854	SH	DEFINED	1
TRANSCANADA CORP	COM	89353D107	489801	13361519	SH	SOLE	
TRANSCANADA CORP	COM	89353D107	24744	675000	SH	SOLE	1
UNILEVER N V	N Y SHS NEW	904784709	244	8121	SH	DEFINED	1
UNITED STATES NATL GAS FUND	UNIT	912318102	180	26000	SH	DEFINED	1
UNITED STATES STL CORP NEW	COM	912909108	910	14083	SH	SOLE	
US ECOLOGY INC	COM	91732J102	264	16420	SH	DEFINED	1
VALE S A	ADR	91912E105	2561	68528	SH	DEFINED	1
VALE S A	ADR	91912E105	3090	96000	SH	SOLE	
VALERO ENERGY CORP NEW	COM	91913Y100	8347	423729	SH	SOLE	
VANGUARD INDEX FDS	REIT ETF	922908553	565	11600	SH	SOLE	
VANGUARD INDEX FDS	STK MRK ETF	922908769	24336	408585	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	9530	222327	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	EURPEAN ETF	922042874	13851	287800	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	PACIFIC ETF	922042866	7299	133800	SH	DEFINED	1
VISA INC	COM CL A	92826C839	240	2642	SH	DEFINED	
VISA INC	COM CL A	92826C839	5806	120697	SH	SOLE	
VONAGE HLDGS CORP	COM	92886T201	299	221355	SH	DEFINED	1
VORNADO RLTY TR	SH BEN INT	929042109	5137	67867	SH	SOLE	
WAL MART STORES INC	COM	931142103	560	10075	SH	DEFINED	
WELLS FARGO & CO NEW	COM	949746101	8781	282184	SH	SOLE	
WENDYS ARBYS GROUP INC	COM	950587105	265	53000	SH	DEFINED	1
WEYERHAEUSER CO	COM	962166104	230	5100	SH	DEFINED	
WHIRLPOOL CORP	COM	963320106	4362	50000	SH	SOLE	
WHOLE FOODS MKT INC	COM	966837106	2218	61338	SH	SOLE	
WILEY JOHN & SONS INC	CL B	968223305	8662	200000	SH	DEFINED	1
WILLIAMS COS INC DEL	COM	969457100	8635	373800	SH	SOLE	
YAHOO INC	COM	984332106	2251	136190	SH	SOLE	
YAMANA GOLD INC	COM	98462Y100	12554	1268319	SH	SOLE	