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BANK OF NOVA SCOTIA /
Form 13F-HR
November 14, 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: September 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 November 14, 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 |
|----------------------|-------------------------------|
| 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: 379

Form 13F Information Table Value Total: \$14,344,227 (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 | 8471 | 118000 | SH | | SOLE | |
| ABBOTT LABS | COM | 002824100 | 422 | 8275 | SH | | DEFINED | 1 |
| ACCENTURE PLC IRELAND | SHS CLASS A | G1151C101 | 14303 | 271500 | SH | | SOLE | |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 51 | 10104 | SH | | DEFINED | 1 |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 1557 | 306479 | SH | | SOLE | |
| AEGON N V | NY REGISTRY SH | 007924103 | 83 | 20347 | SH | | DEFINED | |
| AES CORP | COM | 00130H105 | 324 | 33200 | SH | | SOLE | |
| AFLAC INC | COM | 001055102 | 4338 | 124127 | SH | | SOLE | |
| AGNICO EAGLE MINES LTD | COM | 008474108 | 319 | 5344 | SH | | DEFINED | 1 |
| AGNICO EAGLE MINES LTD | COM | 008474108 | 25581 | 427507 | SH | | SOLE | |
| AGRIUM INC | COM | 008916108 | 32717 | 491136 | SH | | SOLE | |
| ALLIANCE DATA SYSTEMS CORP | COM | 018581108 | 10728 | 115732 | SH | | SOLE | |
| ALLIANCE ONE INTL INC | COM | 018772103 | 699 | 386007 | SH | | SOLE | |
| ALLIANCE ONE INTL INC | COM | 018772103 | 209 | 85650 | SH | | DEFINED | 1 |
| AMERICAN EQTY INVT LIFE HLD | COM | 025676206 | 1870 | 213669 | SH | | SOLE | |
| AMGEN INC | COM | 031162100 | 5605 | 102000 | SH | | SOLE | |
| ANADARKO PETE CORP | COM | 032511107 | 9457 | 150000 | SH | | SOLE | |
| ANHEUSER BUSCH INBEV SA/NV | SPONSORED ADR | 03524A108 | 1662 | 31379 | SH | | SOLE | |
| APPLE INC | COM | 037833100 | 478 | 1254 | SH | | DEFINED | |
| APPLE INC | COM | 037833100 | 4119 | 10765 | SH | | DEFINED | 1 |
| APPLIED MATLS INC | COM | 038222105 | 8203 | 792608 | SH | | SOLE | |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 1870 | 78037 | SH | | SOLE | |
| AT&T INC | COM | 00206R102 | 704 | 24715 | SH | | DEFINED | 1 |
| AT&T INC | COM | 00206R102 | 8556 | 300000 | SH | | SOLE | |
| ATLANTIC PWR CORP | COM NEW | 04878Q863 | 11948 | 844800 | SH | | SOLE | |
| AURIZON MINES LTD | COM | 05155P106 | 766 | 150000 | SH | | SOLE | |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 9310 | 197450 | SH | | SOLE | |
| BANCO BRADESCO S A | SP ADR PFD NEW | 059460303 | 19190 | 1331681 | SH | | DEFINED | 1 |
| BANCO SANTANDER SA | ADR | 05964H105 | 241 | 30000 | SH | | DEFINED | |
| BANCO SANTANDER SA | ADR | 05964H105 | 86 | 10747 | SH | | DEFINED | 1 |
| BANCO SANTANDER SA | ADR | 05964H105 | 691 | 86001 | SH | | SOLE | |
| BANK MONTREAL QUE | COM | 063671101 | 435 | 7800 | SH | | DEFINED | 1 |
| BANK MONTREAL QUE | COM | 063671101 | 1142353 | 20391804 | SH | | SOLE | |
| BANK NOVA SCOTIA HALIFAX | COM | 064149107 | 4753 | 94674 | SH | | DEFINED | 1 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 170 | 27876 | SH | | DEFINED | |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 192 | 31514 | SH | | DEFINED | 1 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 11806 | 1929106 | SH | | SOLE | |

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|------------------------------|------------------|-----------|---------|----------|----|-----------|
| BANRO CORP | COM | 066800103 | 4917 | 1250000 | SH | SOLE |
| BARCLAYS BANK PLC | ETN DJUBS NAT37 | 06739H644 | 56 | 10000 | SH | DEFINED |
| BARCLAYS BK PLC | DJUBS CMDT ETN36 | 06738C778 | 1742 | 41740 | SH | DEFINED |
| BARRICK GOLD CORP | COM | 067901108 | 125882 | 2683797 | SH | SOLE |
| BAYTEX ENERGY CORP | COM | 07317Q105 | 7583 | 181300 | SH | SOLE |
| BCE INC | COM NEW | 05534B760 | 420 | 11224 | SH | DEFINED 1 |
| BCE INC | COM NEW | 05534B760 | 132737 | 3537771 | SH | SOLE |
| BERKSHIRE HATHAWAY INC DEL | CL A | 084670108 | 4485 | 42 | SH | DEFINED 1 |
| BEST BUY INC | COM | 086516101 | 548 | 23500 | SH | SOLE |
| BHP BILLITON LTD | SPONSORED ADR | 088606108 | 1528 | 23000 | SH | SOLE |
| BLDRS INDEX FDS TR | EMER MK 50 ADR | 09348R300 | 339 | 9350 | SH | DEFINED 1 |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 791 | 133814 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 326 | 10400 | SH | DEFINED 1 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 14310 | 456038 | SH | SOLE |
| BROADWIND ENERGY INC | COM | 11161T108 | 3 | 10000 | SH | DEFINED 1 |
| BROCADE COMMUNICATIONS SYS I | COM NEW | 111621306 | 147 | 34000 | SH | DEFINED 1 |
| BROOKFIELD ASSET MGMT INC | CL A LTD VT SH | 112585104 | 375107 | 13556414 | SH | SOLE |
| BROOKFIELD OFFICE PPTYS INC | COM | 112900105 | 108517 | 7843985 | SH | SOLE |
| CAE INC | COM | 124765108 | 19258 | 2051956 | SH | SOLE |
| CAMECO CORP | COM | 13321L108 | 18313 | 996539 | SH | SOLE |
| CANADIAN NAT RES LTD | COM | 136385101 | 97391 | 3313988 | SH | SOLE |
| CANADIAN NATL RY CO | COM | 136375102 | 238064 | 3560090 | SH | SOLE |
| CANADIAN PAC RY LTD | COM | 13645T100 | 26271 | 544478 | SH | SOLE |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 1156 | 38140 | SH | SOLE |
| CATERPILLAR INC DEL | COM | 149123101 | 963 | 13045 | SH | DEFINED 1 |
| CDN IMPERIAL BK OF COMMERCE | COM | 136069101 | 296 | 4247 | SH | DEFINED 1 |
| CDN IMPERIAL BK OF COMMERCE | COM | 136069101 | 1214220 | 17330662 | SH | SOLE |
| CELESTICA INC | SUB VTG SHS | 15101Q108 | 10172 | 1400000 | SH | SOLE |
| CEMEX SAB DE CV | SPON ADR NEW | 151290889 | 2755 | 871769 | SH | SOLE |
| CENOVUS ENERGY INC | COM | 15135U109 | 253033 | 8211928 | SH | SOLE |
| CENTRAL FD CDA LTD | CL A | 153501101 | 367 | 17762 | SH | DEFINED 1 |
| CEPHALON INC | COM | 156708109 | 19895 | 246528 | SH | SOLE |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 434 | 17000 | SH | SOLE |
| CHEVRON CORP NEW | COM | 166764100 | 16654 | 180000 | SH | SOLE |
| CHEVRON CORP NEW | COM | 166764100 | 497 | 5364 | SH | DEFINED 1 |
| CHINA MOBILE LIMITED | SPONSORED ADR | 16941M109 | 9401 | 193000 | SH | SOLE |
| CISCO SYS INC | COM | 17275R102 | 803 | 51808 | SH | DEFINED |
| CISCO SYS INC | COM | 17275R102 | 8723 | 563151 | SH | SOLE |
| CITIGROUP INC | COM NEW | 172967424 | 2186 | 85294 | SH | SOLE |
| CLAUDE RES INC | COM | 182873109 | 181 | 100000 | SH | SOLE |
| COCA COLA CO | COM | 191216100 | 765 | 11333 | SH | DEFINED |
| COCA COLA CO | COM | 191216100 | 243 | 3599 | SH | DEFINED 1 |
| COCA COLA CO | COM | 191216100 | 17566 | 260000 | SH | SOLE |
| COLGATE PALMOLIVE CO | COM | 194162103 | 532 | 6000 | SH | SOLE |
| COLGATE PALMOLIVE CO | COM | 194162103 | 342 | 3860 | SH | DEFINED |
| COMCAST CORP NEW | CL A SPL | 20030N200 | 6216 | 300000 | SH | DEFINED 1 |
| COMPANIA DE MINAS BUENAVENTU | SPONSORED ADR | 204448104 | 83562 | 2235089 | SH | DEFINED 1 |
| CONAGRA FOODS INC | COM | 205887102 | 513 | 21200 | SH | DEFINED 1 |
| CONAGRA FOODS INC | COM | 205887102 | 14156 | 584460 | SH | SOLE |
| CONOCOPHILLIPS | COM | 20825C104 | 836 | 13218 | SH | DEFINED 1 |
| CONSOLIDATED EDISON INC | COM | 209115104 | 259 | 4550 | SH | DEFINED 1 |
| CONSTELLATION BRANDS INC | CL A | 21036P108 | 333 | 18500 | SH | DEFINED 1 |
| COSAN LTD | SHS A | G25343107 | 1816 | 200000 | SH | DEFINED 1 |
| COVANTA HLDG CORP | COM | 22282E102 | 21966 | 1446061 | SH | SOLE |
| CREDICORP LTD | COM | G2519Y108 | 128107 | 1421313 | SH | DEFINED 1 |
| CROWN HOLDINGS INC | COM | 228368106 | 4591 | 150000 | SH | DEFINED 1 |
| CSX CORP | COM | 126408103 | 7841 | 420000 | SH | SOLE |
| CVS CAREMARK CORPORATION | COM | 126650100 | 1900 | 86618 | SH | SOLE |
| DEERE & CO | COM | 244199105 | 1341 | 20762 | SH | SOLE |
| DELL INC | COM | 24702R101 | 1157 | 81800 | SH | SOLE |
| DELTA AIR LINES INC DEL | COM NEW | 247361702 | 165 | 22000 | SH | DEFINED |
| DENISON MINES CORP | COM | 248356107 | 1604 | 1500000 | SH | SOLE |

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|------------------------------|----------------|-----------|--------|----------|----|-----------|
| DOW CHEM CO | COM | 260543103 | 6177 | 275000 | SH | SOLE |
| DRAGONWAVE INC | COM | 26144M103 | 65 | 20000 | SH | SOLE |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 269 | 6755 | SH | DEFINED |
| E M C CORP MASS | COM | 268648102 | 22557 | 1075522 | SH | SOLE |
| EATON CORP | COM | 278058102 | 240 | 3800 | SH | DEFINED |
| EBAY INC | COM | 278642103 | 678 | 23000 | SH | DEFINED |
| EL PASO CORP | COM | 28336L109 | 4545 | 260000 | SH | SOLE |
| ELDORADO GOLD CORP NEW | COM | 284902103 | 23901 | 1386400 | SH | SOLE |
| EMPRESA NACIONAL DE ELCTRCID | SPONSORED ADR | 29244T101 | 536 | 12368 | SH | DEFINED |
| ENBRIDGE INC | COM | 29250N105 | 927735 | 29048298 | SH | SOLE |
| ENCANA CORP | COM | 292505104 | 269 | 14000 | SH | DEFINED |
| ENCANA CORP | COM | 292505104 | 161479 | 8384549 | SH | SOLE |
| ENERPLUS CORP | COM | 292766102 | 11848 | 479500 | SH | SOLE |
| ENERSIS S A | SPONSORED ADR | 29274F104 | 202 | 12000 | SH | DEFINED |
| ENTREE GOLD INC | COM | 29383G100 | 80 | 59250 | SH | SOLE |
| ERICSSON L M TEL CO | ADR B SEK 10 | 294821608 | 9072 | 950000 | SH | SOLE |
| EXCO RESOURCES INC | COM | 269279402 | 107 | 10000 | SH | DEFINED 1 |
| EXTERRAN HLDGS INC | COM | 30225X103 | 2515 | 258752 | SH | SOLE |
| EXXON MOBIL CORP | COM | 30231G102 | 2330 | 132372 | SH | SOLE |
| EXXON MOBIL CORP | COM | 30231G102 | 441 | 6077 | SH | DEFINED 1 |
| EXXON MOBIL CORP | COM | 30231G102 | 1033 | 14235 | SH | DEFINED |
| FIRST MAJESTIC SILVER CORP | COM | 32076V103 | 11450 | 750000 | SH | SOLE |
| FLUOR CORP NEW | COM | 343412102 | 221 | 50000 | SH | DEFINED 1 |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 131 | 13600 | SH | DEFINED |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 3138 | 324469 | SH | SOLE |
| FOREST CITY ENTERPRISES INC | CL A | 345550107 | 3432 | 321994 | SH | SOLE |
| FRANCO NEVADA CORP | COM | 351858105 | 930 | 25700 | SH | SOLE |
| FREEPORT-MCMORAN COPPER & GO | COM | 35671D857 | 38624 | 1292624 | SH | DEFINED 1 |
| FREEPORT-MCMORAN COPPER & GO | COM | 35671D857 | 3593 | 118000 | SH | SOLE |
| GABELLI EQUITY TR INC | COM | 362397101 | 55 | 11625 | SH | DEFINED 1 |
| GAYLORD ENTMT CO NEW | COM | 367905106 | 2370 | 122520 | SH | SOLE |
| GENERAL ELECTRIC CO | COM | 369604103 | 398 | 26228 | SH | DEFINED 1 |
| GENERAL ELECTRIC CO | COM | 369604103 | 10504 | 729246 | SH | SOLE |
| GENERAL ELECTRIC CO | COM | 369604103 | 672 | 44218 | SH | DEFINED |
| GENERAL MLS INC | COM | 370334104 | 7694 | 200000 | SH | SOLE |
| GILDAN ACTIVEWEAR INC | COM | 375916103 | 7963 | 306500 | SH | SOLE |
| GILEAD SCIENCES INC | COM | 375558103 | 15875 | 409142 | SH | SOLE |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 2064 | 50000 | SH | SOLE |
| GOLDCORP INC NEW | COM | 380956409 | 99991 | 2191452 | SH | SOLE |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 1609 | 159456 | SH | SOLE |
| GOOGLE INC | CL A | 38259P508 | 860 | 1670 | SH | DEFINED |
| GRAN TIERRA ENERGY INC | COM | 38500T101 | 6643 | 1400000 | SH | SOLE |
| GREAT BASIN GOLD LTD | COM | 390124105 | 2362 | 1397543 | SH | SOLE |
| GREAT PANTHER SILVER LTD | COM | 39115V101 | 50 | 20000 | SH | DEFINED 1 |
| GROUPE CGI INC | CL A SUB VTG | 39945C109 | 875 | 46500 | SH | SOLE |
| GRUPO TELEVISIA SA DE CV | SP ADR REP ORD | 40049J206 | 1325 | 72040 | SH | SOLE |
| HALLIBURTON CO | COM | 406216101 | 9156 | 300000 | SH | SOLE |
| HEINZ H J CO | COM | 423074103 | 16590 | 328647 | SH | SOLE |
| HERSHEY CO | COM | 427866108 | 418 | 7060 | SH | SOLE |
| HERTZ GLOBAL HOLDINGS INC | COM | 42805T105 | 157 | 11800 | SH | DEFINED |
| HEWLETT PACKARD CO | COM | 428236103 | 2516 | 112072 | SH | SOLE |
| HOME DEPOT INC | COM | 437076102 | 9861 | 300000 | SH | SOLE |
| HUBBAY MINERALS INC | COM | 443628102 | 1866 | 200000 | SH | SOLE |
| IAMGOLD CORP | COM | 450913108 | 18844 | 947200 | SH | SOLE |
| ICONIX BRAND GROUP INC | COM | 451055107 | 5364 | 353900 | SH | SOLE |
| IMAX CORP | COM | 45245E109 | 1657 | 114250 | SH | SOLE |
| IMPERIAL OIL LTD | COM NEW | 453038408 | 23375 | 650184 | SH | SOLE |
| INTEL CORP | COM | 458140100 | 11361 | 532640 | SH | SOLE |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 8444 | 48243 | SH | SOLE |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 1905 | 131100 | SH | SOLE |
| ISHARES INC | MSCI BRAZIL | 464286400 | 1144 | 22000 | SH | DEFINED |
| ISHARES INC | MSCI BRAZIL | 464286400 | 45537 | 889047 | SH | DEFINED 1 |

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|--------------------------|------------------|-----------|--------|----------|----|---------|---|
| ISHARES INC | MSCI CDA INDEX | 464286509 | 2714 | 106050 | SH | DEFINED | 1 |
| ISHARES INC | MSCI CHILE INVES | 464286640 | 266 | 5000 | SH | DEFINED | |
| ISHARES INC | MSCI CHILE INVES | 464286640 | 327 | 6102 | SH | DEFINED | 1 |
| ISHARES INC | MSCI TAIWAN | 464286731 | 331 | 27647 | SH | DEFINED | 1 |
| ISHARES INC | MSCI GERMANY | 464286806 | 2438 | 133475 | SH | DEFINED | 1 |
| ISHARES INC | MSCI MEX INVEST | 464286822 | 401 | 8202 | SH | DEFINED | 1 |
| ISHARES INC | MSCI MALAYSIA | 464286830 | 568 | 46311 | SH | DEFINED | 1 |
| ISHARES INC | MSCI JAPAN | 464286848 | 3190 | 337305 | SH | DEFINED | |
| ISHARES INC | MSCI HONG KONG | 464286871 | 253 | 17556 | SH | DEFINED | 1 |
| ISHARES SILVER TRUST | ISHARES | 46428Q109 | 461 | 15950 | SH | DEFINED | 1 |
| ISHARES TR | S&P 100 IDX FD | 464287101 | 329 | 6400 | SH | DEFINED | 1 |
| ISHARES TR | FTSE CHINA25 IDX | 464287184 | 650 | 20794 | SH | DEFINED | 1 |
| ISHARES TR | S&P 500 INDEX | 464287200 | 420 | 3691 | SH | DEFINED | 1 |
| ISHARES TR | MSCI EMERG MKT | 464287234 | 2495 | 71100 | SH | DEFINED | |
| ISHARES TR | MSCI EMERG MKT | 464287234 | 536 | 15092 | SH | DEFINED | 1 |
| ISHARES TR | IBOXX INV CPBD | 464287242 | 351 | 3125 | SH | DEFINED | 1 |
| ISHARES TR | S&P LTN AM 40 | 464287390 | 998 | 25535 | SH | DEFINED | 1 |
| ISHARES TR | S&P 500 VALUE | 464287408 | 15424 | 299039 | SH | DEFINED | |
| ISHARES TR | MSCI EAFE INDEX | 464287465 | 1686 | 35075 | SH | DEFINED | 1 |
| ISHARES TR | RUSSELL MIDCAP | 464287499 | 1475 | 16715 | SH | DEFINED | |
| ISHARES TR | S&P MIDCAP 400 | 464287507 | 2045 | 26225 | SH | DEFINED | |
| ISHARES TR | NASDAQ BIO INDX | 464287556 | 21211 | 238000 | SH | DEFINED | 1 |
| ISHARES TR | S&P GLB100INDX | 464287572 | 4659 | 86510 | SH | DEFINED | 1 |
| ISHARES TR | RUSSELL1000VAL | 464287598 | 298 | 5270 | SH | DEFINED | 1 |
| ISHARES TR | RUSSELL 2000 | 464287655 | 657 | 12830 | SH | SOLE | |
| ISHARES TR | RUSSELL 3000 | 464287689 | 405 | 6070 | SH | DEFINED | 1 |
| ISHARES TR | DJ US TECH SEC | 464287721 | 2642 | 44500 | SH | DEFINED | 1 |
| ISHARES TR | MSCI ACJPN IDX | 464288182 | 846 | 17794 | SH | DEFINED | 1 |
| ISHARES TR | MSCI ACJPN IDX | 464288182 | 4067 | 87201 | SH | DEFINED | |
| ISHARES TR | HIGH YLD CORP | 464288513 | 3989 | 48150 | SH | DEFINED | 1 |
| ISHARES TR | BARCLYS SH TREA | 464288679 | 26861 | 242900 | SH | DEFINED | 1 |
| ISHARES TR | MSCI PERU CAP | 464289842 | 1782 | 50647 | SH | DEFINED | 1 |
| ITAU UNIBANCO HLDG SA | SPON ADR REP PFD | 465562106 | 16701 | 1100067 | SH | DEFINED | 1 |
| IVANHOE ENERGY INC | COM | 465790103 | 2158 | 2000000 | SH | SOLE | |
| IVANHOE MINES LTD | COM | 46579N103 | 15495 | 1123100 | SH | SOLE | |
| JOHNSON & JOHNSON | COM | 478160104 | 571 | 8968 | SH | DEFINED | 1 |
| JOHNSON & JOHNSON | COM | 478160104 | 16226 | 264694 | SH | SOLE | |
| JPMORGAN CHASE & CO | COM | 46625H100 | 6039 | 206000 | SH | SOLE | |
| JPMORGAN CHASE & CO | COM | 46625H100 | 214 | 7135 | SH | DEFINED | |
| KIMBERLY CLARK CORP | COM | 494368103 | 16765 | 236100 | SH | SOLE | |
| KINGSWAY FINL SVCS INC | COM | 496904103 | 36 | 50500 | SH | SOLE | |
| KINROSS GOLD CORP | COM NO PAR | 496902404 | 53537 | 3600361 | SH | SOLE | |
| KNIGHT CAP GROUP INC | CL A COM | 499005106 | 4644 | 381874 | SH | SOLE | |
| KOPIN CORP | COM | 500600101 | 141 | 41000 | SH | DEFINED | 1 |
| KRAFT FOODS INC | CL A | 50075N104 | 453 | 13500 | SH | DEFINED | 1 |
| KRAFT FOODS INC | CL A | 50075N104 | 23041 | 685260 | SH | SOLE | |
| LAKE SHORE GOLD CORP | COM | 510728108 | 304 | 200000 | SH | SOLE | |
| LEXINGTON REALTY TRUST | COM | 529043101 | 163 | 25000 | SH | DEFINED | |
| LILLY ELI & CO | COM | 532457108 | 6300 | 170400 | SH | SOLE | |
| LLOYDS BANKING GROUP PLC | SPONSORED ADR | 539439109 | 83 | 40000 | SH | DEFINED | |
| LOWES COS INC | COM | 548661107 | 1634 | 84500 | SH | SOLE | |
| LULULEMON ATHLETICA INC | COM | 550021109 | 29193 | 600000 | SH | SOLE | |
| MAGNA INTL INC | COM | 559222401 | 36778 | 1111476 | SH | SOLE | |
| MANPOWERGROUP INC | COM | 56418H100 | 302 | 9000 | SH | DEFINED | |
| MANULIFE FINL CORP | COM | 56501R106 | 500342 | 43888408 | SH | SOLE | |
| MARKET VECTORS ETF TR | GOLD MINER ETF | 57060U100 | 810 | 14685 | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR | RUSSIA ETF | 57060U506 | 354 | 14000 | SH | DEFINED | |
| MARKET VECTORS ETF TR | AGRIBUS ETF | 57060U605 | 436 | 10100 | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR | BRAZL SMCP ETF | 57060U613 | 1362 | 35395 | SH | DEFINED | 1 |
| MARTEN TRANS LTD | COM | 573075108 | 5236 | 303750 | SH | DEFINED | 1 |
| MCDONALDS CORP | COM | 580135101 | 15369 | 175000 | SH | SOLE | |
| MEDTRONIC INC | COM | 585055106 | 6160 | 185324 | SH | SOLE | |

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|------------------------------|----------------|-----------|--------|----------|----|-----------|
| MEDTRONIC INC | COM | 585055106 | 332 | 10000 | SH | DEFINED |
| MERCK & CO INC NEW | COM | 58933Y105 | 221 | 6780 | SH | DEFINED |
| MERCK & CO INC NEW | COM | 58933Y105 | 9496 | 290300 | SH | SOLE |
| METHANEX CORP | COM | 59151K108 | 33265 | 1595998 | SH | SOLE |
| MGM RESORTS INTERNATIONAL | COM | 552953101 | 3499 | 376671 | SH | SOLE |
| MI DEVS INC | COM | 55304X104 | 14005 | 526880 | SH | SOLE |
| MICRON TECHNOLOGY INC | COM | 595112103 | 9891 | 1952820 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 283 | 11385 | SH | DEFINED |
| MICROSOFT CORP | COM | 594918104 | 256 | 10280 | SH | DEFINED 1 |
| MICROSOFT CORP | COM | 594918104 | 1659 | 154618 | SH | SOLE |
| MONSANTO CO NEW | COM | 61166W101 | 4503 | 75000 | SH | SOLE |
| MOTOROLA SOLUTIONS INC | COM NEW | 620076307 | 290 | 6915 | SH | SOLE |
| MYLAN INC | COM | 628530107 | 324 | 19058 | SH | SOLE |
| NANOSPHERE INC | COM | 63009F105 | 44 | 44430 | SH | DEFINED 1 |
| NAVISTAR INTL CORP NEW | COM | 63934E108 | 250 | 9499 | SH | SOLE |
| NEVSUN RES LTD | COM | 64156L101 | 252 | 50000 | SH | SOLE |
| NEW GOLD INC CDA | COM | 644535106 | 886 | 85800 | SH | SOLE |
| NEWMONT MINING CORP | COM | 651639106 | 37413 | 591400 | SH | DEFINED 1 |
| NEWMONT MINING CORP | COM | 651639106 | 22821 | 362126 | SH | SOLE |
| NEXEN INC | COM | 65334H102 | 26852 | 1724941 | SH | SOLE |
| NIKE INC | CL B | 654106103 | 1766 | 20650 | SH | SOLE |
| NISOURCE INC | COM | 65473P105 | 6414 | 300000 | SH | SOLE |
| NOKIA CORP | SPONSORED ADR | 654902204 | 67 | 12000 | SH | DEFINED |
| NOKIA CORP | SPONSORED ADR | 654902204 | 4101 | 724640 | SH | SOLE |
| NORDSTROM INC | COM | 655664100 | 457 | 10000 | SH | SOLE |
| NORTHERN DYNASTY MINERALS LT | COM NEW | 66510M204 | 2142 | 400000 | SH | SOLE |
| NOVAGOLD RES INC | COM NEW | 66987E206 | 4551 | 700000 | SH | SOLE |
| NVIDIA CORP | COM | 67066G104 | 990 | 79200 | SH | SOLE |
| OFFICE DEPOT INC | COM | 676220106 | 674 | 327148 | SH | SOLE |
| OPEN TEXT CORP | COM | 683715106 | 2458 | 47000 | SH | SOLE |
| ORACLE CORP | COM | 68389X105 | 19508 | 678760 | SH | SOLE |
| PAETEC HOLDING CORP | COM | 695459107 | 4424 | 836205 | SH | SOLE |
| PAN AMERICAN SILVER CORP | COM | 697900108 | 480 | 20800 | SH | SOLE |
| PAYCHEX INC | COM | 704326107 | 5274 | 200000 | SH | SOLE |
| PENGROWTH ENERGY CORP | COM | 70706P104 | 2856 | 315900 | SH | SOLE |
| PENN WEST PETE LTD NEW | COM | 707887105 | 22124 | 1489829 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 13463 | 217500 | SH | SOLE |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 8116 | 377151 | SH | DEFINED 1 |
| PFIZER INC | COM | 717081103 | 405 | 22910 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 21440 | 1212651 | SH | SOLE |
| PHILIP MORRIS INTL INC | COM | 718172109 | 296 | 4757 | SH | DEFINED |
| PIMCO ETF TR | INV GRD CRP BD | 72201R817 | 345 | 3415 | SH | DEFINED 1 |
| PIMCO INCOME STRATEGY FUND | COM | 72201H108 | 341 | 34082 | SH | DEFINED 1 |
| POLYMET MINING CORP | COM | 731916102 | 1246 | 1011250 | SH | SOLE |
| POTASH CORP SASK INC | COM | 73755L107 | 97676 | 2247607 | SH | SOLE |
| POWERSHARES DB CMDTY IDX TRA | UNIT BEN INT | 73935S105 | 3265 | 126801 | SH | DEFINED |
| POWERSHARES INDIA ETF TR | INDIA PORT | 73935L100 | 14157 | 777000 | SH | SOLE |
| POWERSHARES QQQ TRUST | UNIT SER 1 | 73935A104 | 21042 | 400650 | SH | SOLE |
| POWERSHARES QQQ TRUST | UNIT SER 1 | 73935A104 | 14677 | 287000 | SH | DEFINED 1 |
| PRECISION DRILLING CORP | COM 2010 | 74022D308 | 393 | 47100 | SH | SOLE |
| PROCTER & GAMBLE CO | COM | 742718109 | 33915 | 536800 | SH | SOLE |
| PROCTER & GAMBLE CO | COM | 742718109 | 425 | 6736 | SH | DEFINED 1 |
| PROGRESSIVE WASTE SOLUTIONS | COM | 74339G101 | 18947 | 920000 | SH | SOLE |
| PROVIDENT ENERGY LTD NEW | COM | 74386V100 | 9707 | 1185000 | SH | SOLE |
| QLOGIC CORP | COM | 747277101 | 1268 | 100000 | SH | SOLE |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 2472 | 50097 | SH | DEFINED 1 |
| RANDGOLD RES LTD | ADR | 752344309 | 5224 | 54014 | SH | SOLE |
| RENTECH INC | COM | 760112102 | 47 | 60000 | SH | DEFINED 1 |
| RESEARCH IN MOTION LTD | COM | 760975102 | 25292 | 1235653 | SH | SOLE |
| RIO TINTO PLC | SPONSORED ADR | 767204100 | 1411 | 32000 | SH | SOLE |
| RITCHIE BROS AUCTIONEERS | COM | 767744105 | 18060 | 889716 | SH | SOLE |
| ROGERS COMMUNICATIONS INC | CL B | 775109200 | 424744 | 12401805 | SH | SOLE |

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|-------------------------------|----------------|-----------|---------|----------|----|-----------|
| ROSS STORES INC | COM | 778296103 | 2022 | 25700 | SH | SOLE |
| ROYAL BK CDA MONTREAL QUE | COM | 780087102 | 1026 | 22417 | SH | DEFINED 1 |
| ROYAL BK CDA MONTREAL QUE | COM | 780087102 | 2298122 | 50085163 | SH | SOLE |
| ROYAL BK SCOTLAND GROUP PLC | SP ADR L RP PF | 780097788 | 224 | 14000 | SH | DEFINED 1 |
| ROYAL BK SCOTLAND GROUP PLC | SPON ADR SER H | 780097879 | 206 | 12000 | SH | DEFINED 1 |
| SALESFORCE COM INC | COM | 79466L302 | 1770 | 16023 | SH | SOLE |
| SARA LEE CORP | COM | 803111103 | 375 | 22964 | SH | SOLE |
| SBA COMMUNICATIONS CORP | COM | 78388J106 | 19576 | 567836 | SH | SOLE |
| SCHLUMBERGER LTD | COM | 806857108 | 238 | 3995 | SH | DEFINED |
| SEACHANGE INTL INC | COM | 811699107 | 577 | 74892 | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR | SBI MATERIALS | 81369Y100 | 4281 | 146000 | SH | SOLE |
| SELECT SECTOR SPDR TR | SBI HEALTHCARE | 81369Y209 | 6107 | 192531 | SH | SOLE |
| SELECT SECTOR SPDR TR | SBI CONS STPLS | 81369Y308 | 6237 | 210000 | SH | SOLE |
| SELECT SECTOR SPDR TR | SBI INT-ENERGY | 81369Y506 | 733 | 12535 | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR | TECHNOLOGY | 81369Y803 | 293 | 12427 | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR | TECHNOLOGY | 81369Y803 | 13105 | 556000 | SH | SOLE |
| SEMGROUP CORP | CL A | 81663A105 | 23511 | 1177881 | SH | SOLE |
| SHAW COMMUNICATIONS INC | CL B CONV | 82028K200 | 234145 | 11534917 | SH | SOLE |
| SILVER WHEATON CORP | COM | 828336107 | 26345 | 891500 | SH | SOLE |
| SIRIUS XM RADIO INC | COM | 82967N108 | 24 | 16500 | SH | DEFINED 1 |
| SONDE RES CORP | COM | 835426107 | 93 | 40500 | SH | SOLE |
| SOUTHERN COPPER CORP | COM | 84265V105 | 9525 | 396379 | SH | DEFINED 1 |
| SOUTHERN COPPER CORP | COM | 84265V105 | 1624 | 65000 | SH | SOLE |
| SPDR DOW JONES INDL AVRG ETF | UT SER 1 | 78467X109 | 950 | 8720 | SH | DEFINED 1 |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 5018 | 31748 | SH | DEFINED |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 62703 | 390452 | SH | DEFINED 1 |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 15855 | 100300 | SH | SOLE |
| SPDR INDEX SHS FDS | GLB NAT RESRCE | 78463X541 | 207 | 4540 | SH | DEFINED 1 |
| SPDR S&P 500 ETF TR | TR UNIT | 78462F103 | 19834 | 174938 | SH | DEFINED |
| SPDR S&P 500 ETF TR | TR UNIT | 78462F103 | 138658 | 1261297 | SH | DEFINED 1 |
| SPDR SERIES TRUST | BRCLYS YLD ETF | 78464A417 | 772 | 21330 | SH | DEFINED 1 |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 30 | 10000 | SH | SOLE |
| ST JUDE MED INC | COM | 790849103 | 2298 | 63511 | SH | SOLE |
| STANLEY BLACK & DECKER INC | COM | 854502101 | 1054 | 21462 | SH | SOLE |
| STAPLES INC | COM | 855030102 | 4256 | 320000 | SH | SOLE |
| SUN LIFE FINL INC | COM | 866796105 | 357285 | 14950032 | SH | SOLE |
| SUNCOR ENERGY INC NEW | COM | 867224107 | 107732 | 4215011 | SH | SOLE |
| SUNPOWER CORP | COM CL A | 867652109 | 701 | 86608 | SH | SOLE |
| SUPERVALU INC | COM | 868536103 | 127 | 19149 | SH | DEFINED 1 |
| SUPERVALU INC | COM | 868536103 | 1598 | 239984 | SH | SOLE |
| TAIWAN FD INC | COM | 874036106 | 210 | 14000 | SH | DEFINED 1 |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR | 874039100 | 4654 | 407200 | SH | SOLE |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 6992 | 549681 | SH | SOLE |
| TALISMAN ENERGY INC | COM | 87425E103 | 37482 | 3046937 | SH | SOLE |
| TANZANIAN ROYALTY EXPL CORP | COM | 87600U104 | 926 | 252000 | SH | SOLE |
| TARGET CORP | COM | 87612E106 | 1313 | 26772 | SH | SOLE |
| TATA MTRS LTD | SPONSORED ADR | 876568502 | 5383 | 350000 | SH | SOLE |
| TECK RESOURCES LTD | CL B | 878742204 | 38929 | 1424939 | SH | DEFINED 1 |
| TECK RESOURCES LTD | CL B | 878742204 | 43347 | 1467957 | SH | SOLE |
| TELECOMMUNICATION SYS INC | CL A | 87929J103 | 232 | 67250 | SH | DEFINED 1 |
| TELECOMMUNICATION SYS INC | CL A | 87929J103 | 265 | 76700 | SH | SOLE |
| TELEFONICA S A | SPONSORED ADR | 879382208 | 8014 | 419145 | SH | SOLE |
| TELLABS INC | COM | 879664100 | 150 | 35000 | SH | DEFINED 1 |
| TELUS CORP | NON-VTG SHS | 87971M202 | 78716 | 1687439 | SH | SOLE |
| TEVA PHARMACEUTICAL INDS LTD | ADR | 881624209 | 5697 | 153067 | SH | SOLE |
| THOMSON REUTERS CORP | COM | 884903105 | 31212 | 1150731 | SH | SOLE |
| TIM HORTONS INC | COM | 88706M103 | 14398 | 267875 | SH | SOLE |
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 10871 | 153221 | SH | DEFINED 1 |
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 1824304 | 25614273 | SH | SOLE |
| TRANSALTA CORP | COM | 89346D107 | 177728 | 8172443 | SH | SOLE |
| TRANSALTA CORP | COM | 89346D107 | 32667 | 1500000 | SH | SOLE 1 |
| TRANSALTA CORP | COM | 89346D107 | 328 | 15100 | SH | DEFINED 1 |

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|------------------------------|------------------|-----------|--------|----------|----|---------|---|
| TRANSCANADA CORP | COM | 89353D107 | 624302 | 15370335 | SH | SOLE | |
| TRANSCANADA CORP | COM | 89353D107 | 27416 | 675000 | SH | SOLE | 1 |
| TUTOR PERINI CORP | COM | 901109108 | 136 | 11900 | SH | DEFINED | |
| UNILEVER N V | N Y SHS NEW | 904784709 | 255 | 8100 | SH | DEFINED | 1 |
| UR ENERGY INC | COM | 91688R108 | 398 | 439000 | SH | SOLE | |
| US ECOLOGY INC | COM | 91732J102 | 254 | 16420 | SH | DEFINED | 1 |
| VALE S A | ADR | 91912E105 | 3488 | 153000 | SH | SOLE | |
| VALE S A | ADR | 91912E105 | 36317 | 1654701 | SH | DEFINED | 1 |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 7534 | 423729 | SH | SOLE | |
| VANGUARD INDEX FDS | MCAP GR IDXVIP | 922908538 | 6233 | 120000 | SH | DEFINED | 1 |
| VANGUARD INDEX FDS | VALUE ETF | 922908744 | 357 | 7600 | SH | DEFINED | |
| VANGUARD INDEX FDS | TOTAL STK MKT | 922908769 | 14889 | 257085 | SH | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | MSCI EMR MKT ETF | 922042858 | 3846 | 107341 | SH | DEFINED | |
| VANGUARD INTL EQUITY INDEX F | MSCI EMR MKT ETF | 922042858 | 6414 | 178065 | SH | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | MSCI PAC ETF | 922042866 | 3310 | 68030 | SH | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | MSCI EUROPE ETF | 922042874 | 2210 | 54359 | SH | DEFINED | |
| VANGUARD INTL EQUITY INDEX F | MSCI EUROPE ETF | 922042874 | 5068 | 124300 | SH | DEFINED | 1 |
| VANGUARD SPECIALIZED PORTFOL | DIV APP ETF | 921908844 | 20900 | 440000 | SH | DEFINED | 1 |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 8733 | 237300 | SH | SOLE | |
| VISA INC | COM CL A | 92826C839 | 5834 | 66759 | SH | SOLE | |
| VORNADO RLTY TR | SH BEN INT | 929042109 | 874 | 11495 | SH | SOLE | |
| WAL MART STORES INC | COM | 931142103 | 20475 | 394509 | SH | SOLE | |
| WALGREEN CO | COM | 931422109 | 1347 | 40960 | SH | SOLE | |
| WATERS CORP | COM | 941848103 | 6069 | 80400 | SH | SOLE | |
| WELLS FARGO & CO NEW | COM | 949746101 | 9989 | 414126 | SH | SOLE | |
| WET SEAL INC | CL A | 961840105 | 336 | 75000 | SH | DEFINED | 1 |
| WHOLE FOODS MKT INC | COM | 966837106 | 3581 | 54838 | SH | SOLE | |
| WILEY JOHN & SONS INC | CL B | 968223305 | 8982 | 200000 | SH | DEFINED | 1 |
| WISDOMTREE TRUST | INDIA ERNGS FD | 97717W422 | 13721 | 756000 | SH | SOLE | |
| XILINX INC | COM | 983919101 | 1821 | 66349 | SH | SOLE | |
| YAHOO INC | COM | 984332106 | 3470 | 263690 | SH | SOLE | |
| YAMANA GOLD INC | COM | 98462Y100 | 36137 | 2631419 | SH | SOLE | |