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TORONTO DOMINION BANK
Form 13F-HR
February 14, 2013

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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, 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 Toronto-Dominion Bank
Address: Toronto Dominion Bank Tower
Toronto-Dominion Centre
P.O. Box 1
Toronto, Ontario M5K 1A2, Canada

Form 13F File Number: 28-11527

This 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: Norie Campbell
Title: Executive Vice President
Phone:

Signature, Place, and Date of Signing:

/s/ Norie Campbell Toronto, Ontario Feb 14, 2013

[Signature] [City, State] [Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report)
- 13F NOTICE (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion is reported by other reporting manager(s).)

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List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
28-05929	TD Asset Management USA Inc.
28-05987	TD Asset Management Inc.
28-11451	TD Securities (USA) LLC

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FORM 13F SUMMARY PAGE

Report summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 1,247

Form 13F Information Table Value Total (x\$1000): \$26,332,034

LIST OF OTHER INCLUDED MANAGERS:

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

No.	Form 13F File Number	Name
1	28-11512	TD Securities Inc.
2	28-11579	TD Global Finance

Name of reporting Manager The Toronto - Dominion Bank

Item 1:	Item 2:	Item 3:	Item 4:	Item 5:	Item 6:	Item 7:
Name of Issuer	Title of Class	CUSIP Number	Fair Market Value	Shares or Principal Amount	Investment Discretion (b)	Investment Discretion (c)
					(a) Sole	(c) Shared- other
3M COMPANY	COM	88579Y101	7,530	81,036 SH	SOLE	
ABB LTD SPONSORED ADR	COM	000375204	26	1,250 SH	SOLE	
ABBOTT LABORATORIES	COM	002824100	72	2,300 SH		SH_DEF
ABBOTT LABORATORIES	COM	002824100	52	800 SH	SOLE	
ABBOTT LABORATORIES INC	COM	002824100	3,644	55,585 SH	SOLE	
ACTUANT CORP CL A	COM	00508X203	272	9,740 SH	SOLE	
ADVANCED MICRO DEVICES	COM	007903107	4	1,800 SH	SOLE	
ADVANTAGE OIL & GAS LTD	COM	00765F101	3	1,000 SH CALL		SH_DEF
ADVANTAGE OIL & GAS LTD	COM	00765F101	8	2,500 SH PUT		SH_DEF
ADVANTAGE OIL & GAS LTD	COM	00765F101	4	1,106 SH	SOLE	
ADVANTAGE OIL & GAS LTD	COM	00765F101	417	129,500 SH	SOLE	
ADVANTAGE OIL & GAS LTD	COM	00765F101	14	4,500 SH		SH_DEF
AFLAC INC	COM	001055102	428	8,050 SH	SOLE	
AGILENT TECHNOLOGIES INC	COM	00846U101	25	600 SH	SOLE	

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AGL RESOURCES INC	COM	001204106	11	286	SH		SH_DEF
AGNICO-EAGLE MINES	COM	008474108	3,306	63,100	SH CALL		SH_DEF
AGNICO-EAGLE MINES	COM	008474108	3,479	66,400	SH PUT		SH_DEF
AGNICO-EAGLE MINES	COM	008474108	79	1,500	SH		SH_DEF
AGNICO-EAGLE MINES	COM	008474108	99,574	1,900,366	SH	SOLE	
AGNICO-EAGLE MINES	COM	008474108	9,282	177,151	SH		SH_DEF
AGNICO-EAGLE MINES LTD	COM	008474108	10	200	SH CALL	SOLE	
AGNICO-EAGLE MINES LTD	COM	008474108	2,287	43,600	SH PUT	SOLE	
AGNICO-EAGLE MINES LTD	COM	008474108	180	3,426	SH	SOLE	
AGNICO-EAGLE MINES LTD	COM	008474108	99	1,900	SH		SH_DEF
AGNICO-EAGLE MINES LTD	COM	008474108	2,276	43,383	SH	SOLE	
AGRIUM INC	COM	008916108	1,998	20,000	SH CALL	SOLE	
AGRIUM INC	COM	008916108	18,046	181,100	SH CALL		SH_DEF
AGRIUM INC	COM	008916108	5,365	53,700	SH PUT	SOLE	
AGRIUM INC	COM	008916108	16,671	167,300	SH PUT		SH_DEF
AGRIUM INC	COM	008916108	3,677	36,901	SH	SOLE	
AGRIUM INC	COM	008916108	5	47	SH		SH_DEF
AGRIUM INC	COM	008916108	60	600	SH		SH_DEF
AGRIUM INC	COM	008916108	172,101	1,727,084	SH	SOLE	
Agrium Inc	COM	008916108	3,899	39,021	SH	SOLE	
AGRIUM INC	COM	008916108	9,754	97,883	SH		SH_DEF
AIR PRODUCTS AND							
CHEMICALS INC	COM	009158106	267	3,174	SH	SOLE	
ALCOA INC	COM	013817101	168	19,285	SH	SOLE	
ALCOA INC	COM	013817101	43	5,000	SH		SH_DEF
ALDERON IRON ORE CORP	COM	01434T100	0	12	SH		SH_DEF
ALDERON IRON ORE CORP	COM	01434T100	488	276,100	SH		SH_DEF
ALEXCO RESOURCE CORP	COM	01535P106	4	1,200	SH		SH_DEF
ALEXCO RESOURCES CORP	COM	01535P106	0	76	SH		SH_DEF
ALLIED NEVADA GOLD CORP	COM	019344100	375	12,400	SH CALL		SH_DEF
ALLIED NEVADA GOLD CORP	COM	019344100	2,020	66,800	SH PUT		SH_DEF
ALLIED NEVADA GOLD CORP	COM	019344100	6,443	213,100	SH	SOLE	
ALLIED NEVADA GOLD CORP	COM	019344100	45	1,500	SH	SOLE	
ALLIED NEVADA GOLD CORP	COM	019344100	363	12,000	SH		SH_DEF
ALLSTATE CORPORATION	COM	020002101	237	5,900	SH	SOLE	
ALMADEN MINERALS LTD	COM	020283107	22	7,000	SH		SH_DEF
ALTRIA GROUP INC	COM	02209S103	590	18,770	SH	SOLE	
ALUMINA LIMITED SPON ADR	COM	022205108	2	500	SH	SOLE	
AMAG PHARMACEUTICALS INC	COM	00163U106	10	700	SH	SOLE	
AMAZON.COM INC	COM	023135106	4,691	18,700	SH PUT	SOLE	
AMAZON.COM INC	COM	023135106	1,068,756	4,260,200	SH		SH_DEF
AMERICAN CAPITAL AGENCY							
CORP	COM	02503X105	232	8,000	SH	SOLE	
AMERICAN CAPITAL AGENCY							
CORP	COM	02503X105	40,523	1,402,175	SH	SOLE	
AMERICAN EXPRESS CO	COM	025816109	6	100	SH	SOLE	
AMERICAN EXPRESS COMPANY	COM	025816109	337	5,850	SH	SOLE	
AMERICAN INTERNATIONAL							
GROUP INC	COM	026874784	494	13,993	SH	SOLE	
AMERICAN INTL GROUP							
WTS 19/01/21	COM	026874156	737	53,393	SH	SOLE	
AMERICAN INTL GROUP-NEW	COM	026874784	70	2,000	SH		SH_DEF
AMERICAN NATIONAL							
INSURANCE	COM	028591105	3	42	SH		SH_DEF
AMERICAN TOWER CORP	COM	03027X100	63	820	SH		SH_DEF

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AMERICAN WATER WORKS CO INC	COM	030420103	15	403 SH		SH_DEF
AMERIPRISE FINANCIAL INC	COM	03076C106	25	400 SH	SOLE	
AMETEK INC	COM	031100100	606	16,125 SH	SOLE	
AMGEN INC	COM	031162100	470	5,435 SH	SOLE	
AMTRUST FINANCIAL SERVICES INC	COM	032359309	770	26,815 SH	SOLE	
ANADARKO PETROLEUM CORP	COM	032511107	52	700 SH	SOLE	
ANGLOGOLD ASHANTI-SPON ADR	COM	035128206	14	450 SH	SOLE	
ANHEUSER-BUSCH INBEV SPN ADR	COM	03524A108	623	7,121 SH	SOLE	
ANNALY CAPITAL MANAGEMENT INC	COM	035710409	211	15,000 SH	SOLE	
ANSYS INC	COM	03662Q105	3	46 SH		SH_DEF
APACHE CORPORATION	COM	037411105	276	3,510 SH	SOLE	
APPLE INC	COM	037833100	53	100 SH	CALL SOLE	
APPLE INC	COM	037833100	851	1,600 SH	CALL	SH_DEF
APPLE INC	COM	037833100	3,033	5,700 SH	PUT SOLE	
APPLE INC	COM	037833100	3,669	6,878 SH	SOLE	
APPLE INC	COM	037833100	53	100 SH		SH_DEF
APPLE INC	COM	037833100	872	1,638 SH	SOLE	
ARCELORMITTAL NY REGISTERED	COM	03938L104	56	3,200 SH	SOLE	
ARCELORMITTAL-NY REGISTERED	COM	03938L104	3	200 SH	SOLE	
ARCHER DANIELS MIDLAND COMPANY	COM	039483102	419	15,300 SH	SOLE	
ARES CAPITAL CORP	COM	04010L103	58,316	3,332,400 SH	SOLE	
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	665	20,710 SH	SOLE	
ASSURANT INC	COM	04621X108	17	500 SH	SOLE	
ASTRAZENECA PLC SPONSORED ADR	COM	046353108	836	17,675 SH	SOLE	
AT&T INC	COM	00206R102	5,903	174,975 SH	SOLE	
AT&T INC	COM	00206R102	266	7,900 SH	SOLE	
ATLANTIC POWER CORP	COM	04878Q863	148	13,000 SH	CALL	SH_DEF
ATLANTIC POWER CORP	COM	04878Q863	262	23,000 SH	PUT	SH_DEF
ATLANTIC POWER CORP	COM	04878Q863	11,352	996,869 SH	SOLE	
Atlantic Power Corp	COM	04878Q863	3,102	272,400 SH		SH_DEF
ATLANTIC POWER CORPORATION NEW	COM	04878Q863	123	10,806 SH	SOLE	
AUGUSTA RESOURCE CORP	COM	050912203	516	215,000 SH		SH_DEF
AURICO GOLD INC	COM	05155C105	170	20,700 SH	CALL	SH_DEF
AURICO GOLD INC	COM	05155C105	240	29,100 SH	PUT	SH_DEF
AURICO GOLD INC	COM	05155C105	7,537	915,586 SH		SH_DEF
AURICO GOLD INC	COM	05155C105	1,745	211,946 SH	SOLE	
AURICO GOLD INC	COM	05155C105	15	1,800 SH		SH_DEF
AURIZON MINES LTD	COM	05155P106	3	1,000 SH		SH_DEF
AURIZON MINES LTD	COM	05155P106	0	2 SH		SH_DEF
AURIZON MINES LTD	COM	05155P106	171	50,000 SH		SH_DEF
AURIZON MINES LTD	COM	05155P106	254	74,000 SH		SH_DEF
AURIZON MINES LTD	COM	05155P106	427	123,900 SH	SOLE	
AUTOMATIC DATA PROCESSING INC	COM	053015103	1,076	18,850 SH	SOLE	

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AVALON RARE METALS INC	COM	053470100	0	100	SH		SH_DEF
AVON PRODUCTS INC	COM	054303102	64	4,440	SH	SOLE	
BAKER HUGHES INC	COM	057224107	161	3,940	SH	SOLE	
BANCO SANTANDER S.A. ADR	COM	05964H105	3	373	SH	SOLE	
BANK OF AMERICA CORP	COM	060505104	71	6,100	SH	SOLE	
BANK OF AMERICA CORP	COM	060505104	24	2,097	SH		SH_DEF
BANK OF AMERICA CORPORATION	COM	060505104	1,278	110,092	SH	SOLE	
BANK OF MONTREAL	COM	063671101	17,887	292,400	SH	CALL	SOLE
BANK OF MONTREAL	COM	063671101	43	700	SH	CALL	SOLE
BANK OF MONTREAL	COM	063671101	113,064	1,848,300	SH	CALL	SH_DEF
BANK OF MONTREAL	COM	063671101	21,581	352,800	SH	PUT	SOLE
BANK OF MONTREAL	COM	063671101	40,906	668,700	SH	PUT	SH_DEF
BANK OF MONTREAL	COM	063671101	54,781	895,532	SH		SOLE
BANK OF MONTREAL	COM	063671101	13	207	SH		SH_DEF
BANK OF MONTREAL	COM	063671101	91	1,491	SH		SH_DEF
BANK OF MONTREAL	COM	063671101	1,153	18,874	SH		SH_DEF
BANK OF MONTREAL	COM	063671101	61	1,000	SH		SH_DEF
BANK OF MONTREAL	COM	063671101	1,530,770	25,024,039	SH		SOLE
BANK OF MONTREAL	COM	063671101	22,756	371,993	SH		SH_DEF
BANK OF NEW YORK MELLON CORP	COM	064058100	1,135	44,120	SH		SOLE
BANK OF NOVA SCOTIA	COM	064149107	4,499	77,900	SH	CALL	SOLE
BANK OF NOVA SCOTIA	COM	064149107	84,795	1,468,200	SH	CALL	SH_DEF
BANK OF NOVA SCOTIA	COM	064149107	10,263	177,700	SH	PUT	SOLE
BANK OF NOVA SCOTIA	COM	064149107	57,674	998,600	SH	PUT	SH_DEF
BANK OF NOVA SCOTIA	COM	064149107	111,415	1,929,117	SH		SOLE
BANK OF NOVA SCOTIA	COM	064149107	69	1,200	SH		SH_DEF
BANK OF NOVA SCOTIA	COM	064149107	1,805	31,255	SH		SH_DEF
BANK OF NOVA SCOTIA	COM	064149107	110	1,900	SH		SH_DEF
BANK OF NOVA SCOTIA	COM	064149107	2,656,800	46,001,571	SH		SOLE
BANK OF NOVA SCOTIA	COM	064149107	39,723	687,789	SH		SH_DEF
BANRO CORPORATION	COM	066800103	28	10,000	SH		SH_DEF
BANRO CORPORATION	COM	066800103	246	88,500	SH		SH_DEF
BANRO CORPORATION	COM	066800103	419	149,900	SH		SOLE
BANRO CORPORATION	COM	066800103	6	2,200	SH		SH_DEF
BARCLAYS PLC SPONSORED ADR	COM	06738E204	26	1,500	SH		SOLE
BARRICK GOLD CORP	COM	067901108	36,627	1,046,200	SH	CALL	SOLE
BARRICK GOLD CORP	COM	067901108	17,590	502,600	SH	CALL	SH_DEF
BARRICK GOLD CORP	COM	067901108	24,518	700,300	SH	PUT	SOLE
BARRICK GOLD CORP	COM	067901108	29,644	847,000	SH	PUT	SH_DEF
BARRICK GOLD CORP	COM	067901108	4,839	138,257	SH		SOLE
BARRICK GOLD CORP	COM	067901108	27	779	SH		SH_DEF
BARRICK GOLD CORP	COM	067901108	401,921	11,483,963	SH		SOLE
BARRICK GOLD CORP	COM	067901108	7,064	201,773	SH		SOLE
BARRICK GOLD CORP	COM	067901108	61,666	1,761,972	SH		SH_DEF
BAXTER INTERNATIONAL INC	COM	071813109	227	3,400	SH		SOLE
BAYTEX ENERGY CORP	COM	07317Q105	172	4,000	SH	CALL	SOLE
BAYTEX ENERGY CORP	COM	07317Q105	4,430	102,800	SH	CALL	SH_DEF
BAYTEX ENERGY CORP	COM	07317Q105	86	2,000	SH	PUT	SOLE
BAYTEX ENERGY CORP	COM	07317Q105	2,301	53,400	SH	PUT	SH_DEF
BAYTEX ENERGY CORP	COM	07317Q105	3,968	92,094	SH		SOLE
BAYTEX ENERGY CORP	COM	07317Q105	215	5,000	SH		SH_DEF
BAYTEX ENERGY CORP	COM	07317Q105	4	96	SH		SH_DEF

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BAYTEX ENERGY CORP	COM	07317Q105	4,391	101,900	SH	SOLE	
BAYTEX ENERGY CORP	COM	07317Q105	297	6,900	SH		SH_DEF
BB&T CORP	COM	054937107	28	973	SH		SH_DEF
BB&T CORPORATION	COM	054937107	679	23,300	SH	SOLE	
BCE INC	COM	05534B760	9	200	SH CALL	SOLE	
BCE INC	COM	05534B760	17,996	420,000	SH CALL		SH_DEF
BCE INC	COM	05534B760	334	7,800	SH PUT	SOLE	
BCE INC	COM	05534B760	21,776	508,200	SH PUT		SH_DEF
BCE INC	COM	05534B760	214	5,000	SH		SH_DEF
BCE INC	COM	05534B760	588,102	13,725,140	SH	SOLE	
BCE INC	COM	05534B760	0	8	SH	SOLE	
BCE INC	COM	05534B760	29,382	685,712	SH		SH_DEF
BCE INC NEW	COM	05534B760	36,660	855,583	SH	SOLE	
BECTON, DICKINSON & CO	COM	075887109	2,702	34,528	SH	SOLE	
BED BATH AND BEYOND INC	COM	075896100	168	3,000	SH	SOLE	
BELLATRIX EXPLORATION LTD	COM	078314101	74	17,350	SH	SOLE	
BELLATRIX EXPLORATION LTD	COM	078314101	1	200	SH	SOLE	
BERKSHIRE HATHAWAY INC CL A	COM	084670108	16,504	124	SH	SOLE	
BERKSHIRE HATHAWAY INC CLASS B NEW	COM	084670702	1,825	20,325	SH	SOLE	
BHP BILLITON LTD SPONSORED ADR	COM	088606108	2,321	29,562	SH	SOLE	
BIG LOTS INC	COM	089302103	134	4,705	SH	SOLE	
BLACKROCK INC	COM	09247X101	705	3,410	SH	SOLE	
BLACKSTONE GROUP LP/THE	COM	09253U108	3,898	250,000	SH	SOLE	
BOEING COMPANY	COM	097023105	144	1,909	SH	SOLE	
BORGWARNER INC	COM	099724106	14	200	SH	SOLE	
BP PLC SPONSORED ADR	COM	055622104	315	7,554	SH	SOLE	
BP PRUDHOE BAY ROYALTY TRUST	COM	055630107	137	2,000	SH	SOLE	
BRISTOL-MYERS SQUIBB COMPANY	COM	110122108	483	14,820	SH	SOLE	
BRITISH AMERICAN TOBACCO-SPON ADR	COM	110448107	180	1,780	SH	SOLE	
BROOKFIELD ASSET MANAGE-CL A	COM	112585104	1,828	49,900	SH CALL		SH_DEF
BROOKFIELD ASSET MANAGE-CL A	COM	112585104	828	22,600	SH PUT		SH_DEF
BROOKFIELD ASSET MANAGE-CL A	COM	112585104	393,636	10,747,227	SH	SOLE	
BROOKFIELD ASSET MANAGE-CL A	COM	112585104	14,475	395,212	SH		SH_DEF
BROOKFIELD ASSET MGMT INC CL A LVS	COM	112585104	12,244	334,304	SH	SOLE	
BROOKFIELD ASSET MGT-A LV	COM	112585104	302	8,300	SH		SH_DEF
BROOKFIELD CDA OFFICE PPTYS T/U	COM	112823109	29	1,000	SH	SOLE	
BROOKFIELD INFRA PARTNER LPU	COM	G16252101	797	22,595	SH	SOLE	
BROOKFIELD INFRASTRUCTURE PA	COM	BMG162521014	1	33	SH	SOLE	

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BROOKFIELD INFRASTRUCTURE PA	COM	BMG162521014	8	239	SH		SH_DEF
BROOKFIELD OFFICE PROPERTIES INC	COM	112900105	1,297	76,087	SH	SOLE	
BROOKFIELD PROPERTIES CORP	COM	112900105	155	9,100	SH CALL		SH_DEF
BROOKFIELD PROPERTIES CORP	COM	112900105	177	10,400	SH PUT		SH_DEF
BROOKFIELD PROPERTIES CORP	COM	112900105	9,031	529,776	SH	SOLE	
BROOKFIELD PROPERTIES CORP	COM	112900105	50	2,955	SH		SH_DEF
BROWN & BROWN INC	COM	115236101	10	400	SH	SOLE	
BROWN-FORMAN CORP CL A	COM	115637100	93	1,500	SH	SOLE	
CAE INC	COM	124765108	330	32,570	SH	SOLE	
CAE INC	COM	124765108	4,160	411,400	SH		SH_DEF
CAE INC	COM	124765108	1	100	SH		SH_DEF
CAE INC	COM	124765108	1,970	194,600	SH	SOLE	
CAE INC	COM	124765108	48	4,785	SH		SH_DEF
CALIFORNIA WATER SERVICE GRP	COM	130788102	3	142	SH		SH_DEF
CAMECO CORP	COM	13321L108	197	10,000	SH CALL	SOLE	
CAMECO CORP	COM	13321L108	4,202	213,400	SH CALL		SH_DEF
CAMECO CORP	COM	13321L108	2	100	SH PUT	SOLE	
CAMECO CORP	COM	13321L108	5,795	294,300	SH PUT		SH_DEF
CAMECO CORP	COM	13321L108	1,126	57,160	SH	SOLE	
CAMECO CORP	COM	13321L108	563	28,600	SH		SH_DEF
CAMECO CORP	COM	13321L108	89,621	4,551,508	SH	SOLE	
CAMECO CORP	COM	13321L108	61	3,080	SH	SOLE	
CAMECO CORP	COM	13321L108	8,608	437,155	SH		SH_DEF
CAMPBELL SOUP CO	COM	134429109	3	100	SH	SOLE	
CAN IMPERIAL BK OF COMMERCE	COM	136069101	6,422	79,900	SH CALL	SOLE	
CAN IMPERIAL BK OF COMMERCE	COM	136069101	72,117	897,200	SH CALL		SH_DEF
CAN IMPERIAL BK OF COMMERCE	COM	136069101	22,064	274,500	SH PUT	SOLE	
CAN IMPERIAL BK OF COMMERCE	COM	136069101	57,022	709,400	SH PUT		SH_DEF
CAN IMPERIAL BK OF COMMERCE	COM	136069101	1,262,898	15,711,605	SH	SOLE	
CAN IMPERIAL BK OF COMMERCE	COM	136069101	34,294	426,643	SH		SH_DEF
CANADIAN IMPERIAL BANK OF COMMERCE	COM	136069101	55,542	690,993	SH	SOLE	
CANADIAN NATIONAL RAILWAY CO	COM	136375102	29,931	329,658	SH	SOLE	
Canadian National Railway Co	COM	136375102	28,594	314,975	SH		SH_DEF
CANADIAN NATL RAILWAY CO	COM	136375102	599	6,600	SH CALL	SOLE	
CANADIAN NATL RAILWAY CO	COM	136375102	1,156	12,700	SH CALL	SOLE	
CANADIAN NATL RAILWAY CO	COM	136375102	19,030	209,600	SH CALL		SH_DEF
CANADIAN NATL RAILWAY CO	COM	136375102	418	4,600	SH PUT	SOLE	
CANADIAN NATL RAILWAY CO	COM	136375102	2,348	25,800	SH PUT	SOLE	
CANADIAN NATL RAILWAY CO	COM	136375102	15,780	173,800	SH PUT		SH_DEF

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CANADIAN NATL RAILWAY CO	COM	136375102	486,701	5,360,554	SH	SOLE	
CANADIAN NATL RAILWAY CO	COM	136375102	158	1,739	SH	SOLE	
CANADIAN NATURAL RESOURCES	COM	136385101	147	5,100	SH CALL	SOLE	
CANADIAN NATURAL RESOURCES	COM	136385101	289	10,000	SH CALL	SOLE	
CANADIAN NATURAL RESOURCES	COM	136385101	11,944	414,900	SH CALL		SH_DEF
CANADIAN NATURAL RESOURCES	COM	136385101	115	4,000	SH PUT	SOLE	
CANADIAN NATURAL RESOURCES	COM	136385101	976	33,800	SH PUT	SOLE	
CANADIAN NATURAL RESOURCES	COM	136385101	18,691	649,300	SH PUT		SH_DEF
CANADIAN NATURAL RESOURCES	COM	136385101	366,127	12,718,582	SH	SOLE	
CANADIAN NATURAL RESOURCES	COM	136385101	27,676	961,408	SH		SH_DEF
CANADIAN NATURAL RESOURCES LTD	COM	136385101	10,856	377,127	SH	SOLE	
CANADIAN PACIFIC RAIL	COM	13645T100	14	142	SH		SH_DEF
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	15,476	152,600	SH CALL		SH_DEF
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	2,028	20,000	SH PUT	SOLE	
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	4,695	46,200	SH PUT	SOLE	
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	8,702	85,800	SH PUT		SH_DEF
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	16,232	160,054	SH	SOLE	
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	219,578	2,165,099	SH	SOLE	
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	589	5,800	SH	SOLE	
Canadian Pacific Railway Ltd	COM	13645T100	8,699	85,785	SH		SH_DEF
CANON INC ADR	COM	138006309	342	8,725	SH	SOLE	
CATAMARAN CORP	COM	148887102	19	400	SH CALL		SH_DEF
CATAMARAN CORP	COM	148887102	66	1,400	SH PUT		SH_DEF
CATAMARAN CORP	COM	148887102	163,512	3,477,516	SH		SH_DEF
CATAMARAN CORP	COM	148887102	7,185	152,800	SH	SOLE	
CATAMARAN CORP	COM	148887102	99	2,100	SH		SH_DEF
CATAMARAN CORPORATION	COM	148887102	1,519	32,300	SH	SOLE	
CATERPILLAR INC	COM	149123101	1,456	16,245	SH	SOLE	
CDN IMPERIAL BK COMMERCE	COM	136069101	161	2,000	SH		SH_DEF
CDN IMPERIAL BK COMMERCE	COM	136069101	115	1,427	SH		SH_DEF
CDN IMPERIAL BK COMMERCE	COM	136069101	1,707	21,242	SH		SH_DEF
CDN NATURAL RESOURCES LTD	COM	136385101	86	3,000	SH		SH_DEF
CDN NATURAL RESOURCES LTD	COM	136385101	4	123	SH		SH_DEF
CDN NATURAL RESOURCES LTD	COM	136385101	173	6,000	SH		SH_DEF
CDN NATURAL RESOURCES							

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LTD	COM	136385101	555	19,300	SH		SH_DEF
CELESTICA INC	COM	15101Q108	147	18,100	SH	CALL	SH_DEF
CELESTICA INC	COM	15101Q108	290	35,800	SH	PUT	SH_DEF
CELESTICA INC	COM	15101Q108	1,115	137,400	SH		SOLE
CELESTICA INC SV	COM	15101Q108	308	38,000	SH		SOLE
CELESTICA INC SV	COM	15101Q108	24	3,000	SH		SH_DEF
CEMEX S.A.B. DE C.V.	COM	151290889	37	3,744	SH		SOLE
CENOVUS ENERGY INC	COM	15135U109	268	8,000	SH	CALL	SOLE
CENOVUS ENERGY INC	COM	15135U109	25,035	748,200	SH	CALL	SH_DEF
CENOVUS ENERGY INC	COM	15135U109	7,957	237,800	SH	PUT	SH_DEF
CENOVUS ENERGY INC	COM	15135U109	32,863	982,138	SH		SOLE
CENOVUS ENERGY INC	COM	15135U109	289,538	8,653,076	SH		SOLE
CENOVUS ENERGY INC	COM	15135U109	1	22	SH		SOLE
CENOVUS ENERGY INC	COM	15135U109	16,887	504,697	SH		SH_DEF
CENTERPOINT ENERGY INC	COM	15189T107	19	963	SH		SH_DEF
CENTRAL FUND OF CDA LTD							
CL A NVS	COM	153501101	21	1,000	SH		SOLE
CGI GROUP INC - CL A	COM	39945C109	12	500	SH	CALL	SH_DEF
CGI GROUP INC - CL A	COM	39945C109	69	3,000	SH	PUT	SH_DEF
CGI GROUP INC - CL A	COM	39945C109	30,961	1,342,754	SH		SH_DEF
CGI GROUP INC - CL A	COM	39945C109	4,699	203,800	SH		SOLE
CGI GROUP INC - CL A	COM	39945C109	143	6,200	SH		SH_DEF
CGI GROUP INC CL A SVS	COM	39945C109	321	13,900	SH		SOLE
CGI GROUP INC-A SV	COM	39945C109	4	171	SH		SH_DEF
CH ENERGY GROUP INC	COM	12541M102	2	28	SH		SH_DEF
CHENIERE ENERGY INC	COM	16411R208	9	487	SH		SH_DEF
CHESAPEAKE ENERGY CORP	COM	165167107	160	9,600	SH		SOLE
CHESAPEAKE ENERGY CORP	COM	165167107	33	2,000	SH		SOLE
CHEVRON CORP	COM	166764100	54	500	SH		SH_DEF
CHEVRON CORP	COM	166764100	22	200	SH		SOLE
CHEVRON CORPORATION	COM	166764100	10,565	97,622	SH		SOLE
Chicago Board of Exchange Holdings, Inc.	COM	12503M108	14,131	480,000	SH		SOLE
CHINA MOBILE LIMITED ADR	COM	16941M109	481	8,191	SH		SOLE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	45	150	SH		SOLE
CHURCH & DWIGHT CO INC	COM	171340102	1	10	SH		SH_DEF
CIA DE MINAS BUENAVENTUR-ADR	COM	204448104	18	500	SH		SOLE
CIA PARANAENSE DE ENERGIA SP ADR	COM	20441B407	167	10,875	SH		SOLE
CIA SANEAMENTO BASICO ADR	COM	20441A102	117	1,400	SH		SOLE
CISCO SYSTEMS INC	COM	17275R102	1,022	52,000	SH	CALL	SOLE
CISCO SYSTEMS INC	COM	17275R102	5,084	258,538	SH		SOLE
CISCO SYSTEMS INC	COM	17275R102	77	3,900	SH		SOLE
CITIGROUP INC	COM	172967424	36	913	SH		SH_DEF
CITIGROUP INC NEW	COM	172967424	1,629	41,156	SH		SOLE
CITRIX SYSTEMS INC	COM	177376100	407	6,187	SH		SOLE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	1,134	29,400	SH	CALL	SOLE
CME GROUP INC	COM	12572Q105	373	7,340	SH		SOLE
CNOOC LIMITED ADR	COM	126132109	525	2,386	SH		SOLE
COACH INC	COM	189754104	279	5,025	SH		SOLE

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COCA-COLA CO/THE	COM	191216100	58	1,600	SH	SOLE	
COCA-COLA COMPANY	COM	191216100	3,320	91,513	SH	SOLE	
COCA-COLA ENTERPRISES INC	COM	19122T109	10	300	SH	SOLE	
COEUR DALENE MINES CORP	COM	192108108	79	3,200	SH CALL		SH_DEF
COEUR DALENE MINES CORP	COM	192108108	25	1,000	SH PUT		SH_DEF
COEUR DALENE MINES CORP	COM	192108108	4,014	163,170	SH	SOLE	
COEUR D'ALENE MINES-NEW	COM	192108504	5	212	SH		SH_DEF
COLGATE-PALMOLIVE COMPANY	COM	194162103	3,724	35,595	SH	SOLE	
COMCAST CORP CL A	COM	20030N101	3,789	101,270	SH	SOLE	
COMCAST CORP CL A SPL	COM	20030N200	1,693	47,058	SH	SOLE	
COMERICA INC	COM	200340107	28	912	SH		SH_DEF
CONAGRA FOODS INC	COM	205887102	148	5,000	SH	SOLE	
CONOCOPHILLIPS	COM	20825C104	2,515	43,341	SH	SOLE	
CONSUMER STAPLES SEL SECT SPDR ETF	COM	81369Y308	153	4,390	SH	SOLE	
COPART INC	COM	217204106	529	17,920	SH	SOLE	
CORNING INC	COM	219350105	32	2,500	SH	SOLE	
COSTCO WHOLESALE CORP	COM	22160K105	91	920	SH	SOLE	
COTT CORPORATION	COM	22163N106	8	1,000	SH PUT		SH_DEF
COTT CORPORATION	COM	22163N106	638	79,322	SH	SOLE	
COVIDIEN PLC	COM	G2554F113	468	8,100	SH CALL	SOLE	
CREDIT ACCEPTANCE CORP	COM	225310101	36	354	SH	SOLE	
CROWN CASTLE INTL CORP	COM	228227104	46	636	SH		SH_DEF
CSX CORP	COM	126408103	20	1,000	SH		SH_DEF
CSX CORPORATION	COM	126408103	1,154	58,430	SH	SOLE	
CUMMINS INC	COM	231021106	739	6,815	SH	SOLE	
CVS CAREMARK CORPORATION	COM	126650100	4,898	101,230	SH	SOLE	
CYS INVESTMENTS INC	COM	12673A108	47,842	4,051,000	SH	SOLE	
DANAHER CORP	COM	235851102	22	400	SH	SOLE	
DARLING INTERNATIONAL INC	COM	237266101	48	3,000	SH	SOLE	
DEERE & COMPANY	COM	244199105	975	11,270	SH	SOLE	
DELICATH SYSTEMS INC	COM	24661P104	6	5,000	SH CALL		SH_DEF
DELUXE CORP	COM	248019101	1	28	SH	SOLE	
DENBURY RESOURCES INC	COM	247916208	191	11,784	SH	SOLE	
DENISON MINES CORP	COM	248356107	40	32,000	SH	SOLE	
DENISON MINES CORP	COM	248356107	10	7,900	SH	SOLE	
DENTSPLY INTERNATIONAL INC	COM	249030107	354	8,935	SH	SOLE	
DESCARTES SYSTEMS GROUP INC	COM	249906108	866	93,005	SH	SOLE	
DEVON ENERGY CORPORATION	COM	25179M103	3,122	60,000	SH PUT	SOLE	
DEVON ENERGY CORPORATION	COM	25179M103	297	5,700	SH	SOLE	
DEVON ENERGY CORPORATION	COM	25179M103	626	12,024	SH	SOLE	
DIAGEO PLC SPONSORED ADR	COM	25243Q205	2,639	22,615	SH	SOLE	
DIAMOND OFFSHORE DRILLING	COM	25271C102	252	3,710	SH	SOLE	
DIRECTV	COM	25490A309	1,099	21,900	SH	SOLE	
DISNEY,WALT COMPANY	COM	254687106	2,404	48,235	SH	SOLE	
DOLLAR TREE INC	COM	256746108	433	10,660	SH	SOLE	
DOMINION RESOURCES INC	COM	25746U109	41	800	SH	SOLE	
DOMTAR CORP	COM	257559203	2,255	27,000	SH	SOLE	
DOMTAR CORP-NEW	COM	257559203	1	12	SH		SH_DEF

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DOMTAR CORPORATION	COM	257559203	162	1,950	SH	SOLE	
DONALDSON COMPANY INC	COM	257651109	356	10,845	SH	SOLE	
DONNELLEY (R.R.) & SONS CO	COM	257867101	10	1,094	SH	SOLE	
DOVER CORPORATION	COM	260003108	497	7,555	SH	SOLE	
DOW CHEMICAL COMPANY	COM	260543103	47	1,450	SH	SOLE	
DUKE ENERGY CORP NEW	COM	26441C204	197	3,081	SH	SOLE	
DUPONT E.I. DE NEMOURS & CO	COM	263534109	1,231	27,347	SH	SOLE	
EAGLE MATERIALS INC	COM	26969P108	88	1,500	SH CALL	SOLE	
EASTMAN CHEMICAL COMPANY	COM	277432100	350	5,143	SH	SOLE	
EBAY INC	COM	278642103	311,086	6,100,000	SH		SH_DEF
ECOLAB INC	COM	278865100	72	1,000	SH	SOLE	
ELDORADO GOLD CORP	COM	284902103	644	50,000	SH CALL	SOLE	
ELDORADO GOLD CORP	COM	284902103	2,869	223,000	SH CALL		SH_DEF
ELDORADO GOLD CORP	COM	284902103	322	25,000	SH PUT	SOLE	
ELDORADO GOLD CORP	COM	284902103	2,326	180,800	SH PUT		SH_DEF
ELDORADO GOLD CORP	COM	284902103	72	5,627	SH	SOLE	
ELDORADO GOLD CORP	COM	284902103	10	800	SH		SH_DEF
ELDORADO GOLD CORP	COM	284902103	99,582	7,740,180	SH	SOLE	
ELDORADO GOLD CORP	COM	284902103	306	23,735	SH	SOLE	
Eldorado Gold Corp	COM	284902103	13,444	1,045,080	SH		SH_DEF
ELDORADO GOLD CRP	COM	284902103	1,500	116,900	SH		SH_DEF
EMC CORP/MA	COM	268648102	211,255	8,350,000	SH		SH_DEF
EMC CORPORATION(MASS)	COM	268648102	51	2,000	SH	SOLE	
EMERSON ELECTRIC CO	COM	291011104	6,450	121,690	SH	SOLE	
ENBRIDGE ENERGY MANAGEMENT L	COM	29250X103	4	148	SH		SH_DEF
ENBRIDGE ENERGY PARTNERS LP	COM	29250R106	5,747	206,000	SH	SOLE	
ENBRIDGE INC	COM	29250N105	22	500	SH CALL	SOLE	
ENBRIDGE INC	COM	29250N105	20,137	465,700	SH CALL		SH_DEF
ENBRIDGE INC	COM	29250N105	5,492	127,000	SH PUT		SH_DEF
ENBRIDGE INC	COM	29250N105	81,245	1,878,911	SH	SOLE	
ENBRIDGE INC	COM	29250N105	93	2,148	SH		SH_DEF
ENBRIDGE INC	COM	29250N105	251	5,800	SH		SH_DEF
ENBRIDGE INC	COM	29250N105	643,981	14,893,000	SH	SOLE	
ENBRIDGE INC	COM	29250N105	25,175	582,202	SH		SH_DEF
ENCANA CORP	COM	292505104	9,266	468,900	SH CALL		SH_DEF
ENCANA CORP	COM	292505104	119	6,000	SH PUT	SOLE	
ENCANA CORP	COM	292505104	8,748	442,700	SH PUT		SH_DEF
ENCANA CORP	COM	292505104	39	2,000	SH		SH_DEF
ENCANA CORP	COM	292505104	122	6,200	SH		SH_DEF
ENCANA CORP	COM	292505104	47	2,402	SH		SH_DEF
ENCANA CORP	COM	292505104	169,031	8,553,872	SH	SOLE	
ENCANA CORP	COM	292505104	652	33,004	SH	SOLE	
ENCANA CORP	COM	292505104	15,170	767,672	SH		SH_DEF
ENCANA CORPORATION	COM	292505104	14,148	715,964	SH	SOLE	
ENDEAVOUR SILVER CORP	COM	29258Y103	218	27,700	SH	SOLE	
ENDEAVOUR SILVER CORP	COM	29258Y103	510	64,700	SH	SOLE	
ENDEAVOUR SILVER CORP	COM	29258Y103	27	3,400	SH		SH_DEF
ENERGY SELECT SECTOR SPDR	COM	81369Y506	360	5,082	SH	SOLE	
ENERGY TRANSFER PARTNERS LPU	COM	29273R109	86	2,000	SH	SOLE	

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ENERPLUS CORP	COM	292766102	743	57,300	SH CALL	SH_DEF
ENERPLUS CORP	COM	292766102	720	55,500	SH PUT	SH_DEF
ENERPLUS CORP	COM	292766102	43	3,285	SH	SOLE
ENERPLUS CORP	COM	292766102	13	1,000	SH	SH_DEF
ENERPLUS CORP	COM	292766102	2,766	215,000	SH	SH_DEF
ENERPLUS CORP	COM	292766102	98	7,600	SH	SH_DEF
ENERPLUS CORP	COM	292766102	27,131	2,092,478	SH	SOLE
ENERPLUS CORP	COM	292766102	5,072	391,178	SH	SH_DEF
ENTERPRISE PRODUCTS PARTNERS	COM	293792107	15,996	319,400	SH	SOLE
EOG RESOURCES INC	COM	26875P101	181	1,500	SH	SOLE
ERICSSON ADR	COM	294821608	549	54,340	SH	SOLE
EXELON CORPORATION	COM	30161N101	15	500	SH	SOLE
EXPRESS SCRIPTS HOLDING CO	COM	30219G108	174,420	3,230,000	SH	SH_DEF
EXPRESS SCRIPTS HOLDING COMPANY	COM	30219G108	32	584	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	9	100	SH	SH_DEF
EXXON MOBIL CORP	COM	30231G102	242	2,800	SH	SOLE
EXXON MOBIL CORPORATION	COM	30231G102	17,245	199,088	SH	SOLE
F5 NETWORKS INC	COM	315616102	1	6	SH	SH_DEF
FEDEX CORP	COM	31428X106	7,319	79,800	SH PUT	SOLE
FEDEX CORP	COM	31428X106	128	1,400	SH	SOLE
FEDEX CORPORATION	COM	31428X106	270	2,945	SH	SOLE
FIDELITY NATIONAL INFORMATIO	COM	31620M106	1	40	SH	SH_DEF
FIFTH THIRD BANCORP	COM	316773100	31	2,017	SH	SH_DEF
FIRST MAJESTIC SILVER CORP	COM	32076V103	319	15,800	SH CALL	SH_DEF
FIRST MAJESTIC SILVER CORP	COM	32076V103	107	5,300	SH PUT	SH_DEF
FIRST MAJESTIC SILVER CORP	COM	32076V103	60	3,000	SH	SOLE
FIRST MAJESTIC SILVER CORP	COM	32076V103	25,030	1,241,388	SH	SH_DEF
FIRST MAJESTIC SILVER CORP	COM	32076V103	1,742	86,400	SH	SOLE
FIRST MAJESTIC SILVER CORP	COM	32076V103	26	1,300	SH	SH_DEF
FIRST SOLAR INC	COM	336433107	165	5,330	SH	SOLE
FIRSTSERVICE CORP	COM	33761N109	1,434	50,800	SH	SOLE
FIRSTSERVICE CORP SVS	COM	33761N109	412	14,605	SH	SOLE
FISERV INC	COM	337738108	996	12,595	SH	SOLE
FLOWERVE CORPORATION	COM	34354P105	197	1,340	SH	SOLE
FLUOR CORPORATION	COM	343412102	12	200	SH	SOLE
FORD MOTOR COMPANY	COM	345370860	124	9,579	SH	SOLE
FORTUNA SILVER MINES INC	COM	349915108	8	2,000	SH	SH_DEF
FORTUNA SILVER MINES INC	COM	349915108	391	93,700	SH	SOLE
FRANCE TELECOM SA SPON ADR	COM	35177Q105	22	2,000	SH	SOLE
FRANCO-NEVADA CORP	COM	351858105	9,942	174,200	SH CALL	SH_DEF
FRANCO-NEVADA CORP	COM	351858105	4,697	82,300	SH PUT	SH_DEF
FRANCO-NEVADA CORP	COM	351858105	1,765	30,922	SH	SOLE
FRANCO-NEVADA CORP	COM	351858105	6,261	109,700	SH	SOLE
FRANCO-NEVADA CORP	COM	351858105	74	1,300	SH	SH_DEF

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FRANKLIN RESOURCES INC	COM	354613101	134	1,065	SH	SOLE	
FREEPORT MCMORAN COPPER & GOLD INC	COM	35671D857	2,627	76,755	SH	SOLE	
FREEPORT-MCMORAN COPPER	COM	35671D857	34	1,000	SH	SOLE	SH_DEF
FREEPORT-MCMORAN COPPER	COM	35671D857	957	27,983	SH	SOLE	
FRESENIUS MEDICAL CARE AG & CO KGAA	COM	358029106	826	24,076	SH	SOLE	
FRESH DEL MONTE PRODUCE INC	COM	G36738105	539	20,450	SH	SOLE	
FRSTSVC CV U\$ 6.5% 31DC14	PRN	33761NAA7	3,030	2,730,000	PRN		SH_DEF
GAMESTOP CORPORATION CL A NEW	COM	36467W109	1	54	SH	SOLE	
GAP INC	COM	364760108	4	120	SH	SOLE	
GENERAL CABLE CORP	COM	369300108	175	5,750	SH	SOLE	
GENERAL DYNAMICS CORPORATION	COM	369550108	28	400	SH	SOLE	
GENERAL ELECTRIC CO	COM	369604103	420	20,000	SH PUT	SOLE	
GENERAL ELECTRIC CO	COM	369604103	57	2,700	SH		SH_DEF
GENERAL ELECTRIC CO	COM	369604103	107	5,100	SH	SOLE	
GENERAL ELECTRIC COMPANY	COM	369604103	13,973	665,175	SH	SOLE	
GENERAL MILLS INC	COM	370334104	25	618	SH	SOLE	
GILDAN ACTIVEWEAR INC	COM	375916103	212	5,800	SH CALL	SOLE	
GILDAN ACTIVEWEAR INC	COM	375916103	1,088	29,800	SH CALL		SH_DEF
GILDAN ACTIVEWEAR INC	COM	375916103	957	26,200	SH PUT		SH_DEF
GILDAN ACTIVEWEAR INC	COM	375916103	41,066	1,124,600	SH	SOLE	
GILDAN ACTIVEWEAR INC	COM	375916103	2	48	SH	SOLE	
GILDAN ACTIVEWEAR INC	COM	375916103	8,322	227,895	SH		SH_DEF
GILDAN ACTIVEWEAR INC CL A SVS	COM	375916103	343	9,406	SH	SOLE	
GILEAD SCIENCES INC	COM	375558103	26	350	SH	SOLE	
GLAXOSMITHKLINE PLC ADR	COM	37733W105	397	9,115	SH	SOLE	
GLOBAL CASH ACCESS HOLDINGS INC	COM	378967103	39	5,000	SH	SOLE	
GOLD FIELDS LTD-SPONS ADR	COM	38059T106	10	810	SH	SOLE	
GOLD RESERVE INC	COM	38068N108	1	400	SH	SOLE	
GOLD STANDARD VENTS CORP	COM	380738104	4	3,000	SH		SH_DEF
GOLDCORP INC	COM	380956409	18,365	500,400	SH CALL	SOLE	
GOLDCORP INC	COM	380956409	15,037	409,100	SH CALL		SH_DEF
GOLDCORP INC	COM	380956409	21,139	576,000	SH PUT	SOLE	
GOLDCORP INC	COM	380956409	15,060	409,700	SH PUT		SH_DEF
GOLDCORP INC	COM	380956409	12,450	338,714	SH	SOLE	
GOLDCORP INC	COM	380956409	146	4,000	SH		SH_DEF
GOLDCORP INC	COM	380956409	647	17,700	SH		SH_DEF
GOLDCORP INC	COM	380956409	37	1,000	SH		SH_DEF
GOLDCORP INC	COM	380956409	341,444	9,289,120	SH	SOLE	
GOLDCORP INC	COM	380956409	8,002	218,042	SH	SOLE	
GOLDCORP INC	COM	380956409	56,652	1,541,227	SH		SH_DEF
GOLDEN MINERALS CO	COM	381119106	645	141,700	SH	SOLE	
GOLDMAN SACHS GROUP INC	COM	38141G104	311	2,440	SH	SOLE	
GOODYEAR TIRE & RUBBER CO	COM	382550101	421	30,475	SH	SOLE	
GOOGLE INC CLASS A	COM	38259P508	2,233	3,145	SH	SOLE	
GOOGLE INC-CL A	COM	38259P508	918,472	1,298,414	SH		SH_DEF

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GRACO INC	COM	384109104	408	7,910	SH	SOLE	
GRAN TIERRA ENERGY INC	COM	38500T101	138	25,000	SH	CALL	SH_DEF
GRAN TIERRA ENERGY INC	COM	38500T101	30	5,500	SH	PUT	SH_DEF
GRAN TIERRA ENERGY INC	COM	38500T101	6	1,000	SH	SOLE	
GRAN TIERRA ENERGY INC	COM	38500T101	0	51	SH		SH_DEF
GRANITE REAL ESTATE INC	COM	387431109	159	4,200	SH	CALL	SH_DEF
GRANITE REAL ESTATE INC	COM	387431109	72	1,900	SH	PUT	SH_DEF
GRANITE REAL ESTATE INC	COM	387431109	506	13,334	SH	SOLE	
GRANITE REAL ESTATE INC	COM	387431109	38	1,000	SH		SH_DEF
GRANITE REAL ESTATE INC	COM	387431109	11,131	293,600	SH		SH_DEF
GRANITE REAL ESTATE INC	COM	387431109	1,746	46,000	SH	SOLE	
GREAT BASIN GOLD LTD	COM	390124105	1	8,802	SH		SH_DEF
HALLIBURTON CO	COM	406216101	16	462	SH	SOLE	
HALLIBURTON CO.	COM	406216101	1,600	46,076	SH	SOLE	
HARMONY GOLD MNG-SPON ADR	COM	413216300	4	480	SH	SOLE	
HARRY WINSTON DIAMOND CORP	COM	41587B100	856	60,900	SH	CALL	SH_DEF
HARRY WINSTON DIAMOND CORP	COM	41587B100	112	8,000	SH	PUT	SH_DEF
HARRY WINSTON DIAMOND CORP	COM	41587B100	56	4,000	SH	SOLE	
HARRY WINSTON DIAMOND CORP	COM	41587B100	842	59,900	SH	SOLE	
HARRY WINSTON DIAMOND CORP	COM	41587B100	6	400	SH		SH_DEF
HARTFORD FINANCIAL SVCS GROUP INC	COM	416515104	166	7,399	SH	SOLE	
HEALTH CARE SELECT SECTOR SPDR	COM	81369Y209	163	4,066	SH	SOLE	
HECKMANN CORPORATION	COM	422680108	141	35,000	SH	SOLE	
HEINZ (H.J.) COMPANY	COM	423074103	95	1,645	SH	SOLE	
HESS CORPORATION	COM	42809H107	920	17,355	SH	SOLE	
HEWLETT-PACKARD CO	COM	428236103	19	1,300	SH	SOLE	
HEWLETT-PACKARD COMPANY	COM	428236103	166	11,657	SH	SOLE	
HOLLYFRONTIER CORPORATION	COM	436106108	108	2,324	SH	SOLE	
HOLOGIC INC	COM	436440101	20	1,000	SH	SOLE	
HOME DEPOT INC	COM	437076102	1,364	22,037	SH	SOLE	
HOME LOAN SERVICING SOLUTIONS LTD	COM	G6648D109	95	5,000	SH	SOLE	
HONDA MOTOR CO LTD SPONSORED ADR	COM	438128308	480	12,990	SH	SOLE	
HONEYWELL INTERNATIONAL INC	COM	438516106	252	3,970	SH	SOLE	
HOSPIRA INC	COM	441060100	12	392	SH	SOLE	
HSBC HOLDINGS PLC 6.2% SER A PFD	COM	404280604	34	1,350	SH	SOLE	
HSBC HOLDINGS PLC SPONS ADR	COM	404280406	1,429	26,902	SH	SOLE	
HUDBAY MINERALS INC	COM	443628102	749	74,400	SH	CALL	SH_DEF
HUDBAY MINERALS INC	COM	443628102	356	35,300	SH	PUT	SH_DEF
HUDBAY MINERALS INC	COM	443628102	390	38,725	SH	SOLE	
HUDBAY MINERALS INC	COM	443628102	1,304	129,500	SH	SOLE	
HUDBAY MINERALS INC	COM	443628102	7	700	SH		SH_DEF

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HUMANA INC	COM	444859102	48	700	SH	SOLE	
IAMGOLD CORP	COM	450913108	1,765	154,200	SH	CALL	SH_DEF
IAMGOLD CORP	COM	450913108	607	53,000	SH	PUT	SH_DEF
IAMGOLD CORP	COM	450913108	57	5,000	SH		SH_DEF
IAMGOLD CORP	COM	450913108	42,757	3,734,750	SH	SOLE	
IAMGOLD CORP	COM	450913108	10,016	874,862	SH		SH_DEF
IAMGOLD CORPORATION	COM	450913108	4	355	SH	SOLE	
IAMGOLD CORPORATION	COM	450913108	28	2,483	SH	SOLE	
ICICI BANK LTD SPON ADR	COM	45104G104	13	300	SH	SOLE	
IHS INC CLASS A	COM	451734107	72	750	SH	SOLE	
ILLINOIS TOOL WORKS INC	COM	452308109	806	13,250	SH	SOLE	
IMPERIAL OIL LTD	COM	453038408	3,543	82,500	SH	CALL	SH_DEF
IMPERIAL OIL LTD	COM	453038408	1,469	34,200	SH	PUT	SH_DEF
IMPERIAL OIL LTD	COM	453038408	37,136	864,647	SH	SOLE	
IMPERIAL OIL LTD	COM	453038408	5	120	SH		SH_DEF
IMPERIAL OIL LTD	COM	453038408	124,604	2,901,205	SH	SOLE	
IMPERIAL OIL LTD	COM	453038408	8,195	190,811	SH		SH_DEF
ING GROEP SPONSORED ADR	COM	456837103	3	300	SH	SOLE	
INGREDION INC	COM	457187102	5	70	SH	SOLE	
INTEL CORP	COM	458140100	62	3,000	SH	SOLE	
INTEL CORPORATION	COM	458140100	4,188	202,839	SH	SOLE	
INTERNATIONAL BUSINESS MACHINES CORP	COM	459200101	21,721	113,304	SH	SOLE	
INTERNATIONAL FLAVORS & FRAGRANCES	COM	459506101	79	1,189	SH	SOLE	
INTERNATIONAL PAPER COMPANY	COM	460146103	163	4,100	SH	SOLE	
INTL BUSINESS MACHINES	COM	459200101	191	1,000	SH		SH_DEF
INTUIT INC	COM	461202103	81	1,365	SH	SOLE	
INVESCO LIMITED	COM	G491BT108	1,516	58,056	SH	SOLE	
IPATH DJ-UBS AGRI TTL RET S/INDX ETN	COM	06739H206	4	74	SH	SOLE	
ISHARES CORE S&P 500 ETF	COM	464287200	1,671	11,676	SH		SH_DEF
ISHARES DJ INTL SEL DIV FD	COM	464288448	498	14,778	SH	SOLE	
ISHARES DJ U.S. TECH SECTOR IDX FUND	COM	464287721	14	200	SH	SOLE	
ISHARES FTSE CHINA 25 INDEX	COM	464287184	61	1,510	SH	SOLE	
ISHARES INC MSCI SINGAPORE IDX FD	COM	464286673	137	10,000	SH	SOLE	
ISHARES JPM USD EMERG MKTS BD FD ETF	COM	464288281	435	3,543	SH	SOLE	
ISHARES MSCI BRAZIL INDEX FUND ETF	COM	464286400	17	300	SH	SOLE	
ISHARES MSCI CANADA	COM	464286509	26	906	SH		SH_DEF
ISHARES MSCI EAFE INDEX FUND	COM	464287465	557	9,800	SH	PUT	SH_DEF
ISHARES MSCI EAFE INDEX FUND	COM	464287465	255	4,479	SH	SOLE	
ISHARES MSCI EAFE INDEX FUND	COM	464287465	231	4,068	SH		SH_DEF
ISHARES MSCI EMERGING MKT IN	COM	464287234	35	797	SH		SH_DEF
ISHARES MSCI EMERGING							

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MKTS INDEX	COM	464287234	70	1,575	SH	SOLE	
ISHARES MSCI GERMANY INDEX FUND	COM	464286806	186	7,536	SH	SOLE	
ISHARES MSCI HONG KONG INDEX FUND	COM	464286871	194	10,000	SH	SOLE	
ISHARES MSCI JAPAN INDEX FUND	COM	464286848	104	10,675	SH	SOLE	
ISHARES MSCI SWEDEN INDEX FUND	COM	464286756	53	1,740	SH	SOLE	
ISHARES NASDAQ BIOTECH INDEX FUND	COM	464287556	17	125	SH	SOLE	
ISHARES S&P 100 INDEX FUND	COM	464287101	58	900	SH	SOLE	
ISHARES S&P 500 INDEX FUND	COM	464287200	115	800	SH	SOLE	
ISHARES S&P ASIA 50 ETF	COM	464288430	48	1,000	SH	SOLE	
ISHARES S&P EMERG MKTS INFRAS	COM	464288216	541	15,849	SH	SOLE	
ISHARES S&P LATIN AMERICAN 40 IDX FD	COM	464287390	35	800	SH	SOLE	
ISHARES S&P MIDCAP 400 ETF	COM	464287507	315	3,093	SH	SOLE	
ISHARES TR RUSSEL 2000 INDEX FUND	COM	464287655	65	775	SH	SOLE	
ISHARES TRUST DJ SEL DIV	COM	464287168	2,477	43,237	SH	SOLE	
ITC HOLDINGS CORP	COM	465685105	9	112	SH		SH_DEF
JEWETT-CAMERON TRADING CO	COM	47733C207	1	85	SH		SH_DEF
JOHNSON & JOHNSON	COM	478160104	25,843	368,365	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	210	3,000	SH		SH_DEF
JOHNSON CONTROLS INC	COM	478366107	186	6,050	SH	SOLE	
JPMORGAN CHASE & CO	COM	46625H100	8,038	182,650	SH	SOLE	
JPMORGAN CHASE & CO	COM	46625H100	201	4,565	SH	SOLE	
JUST ENERGY GROUP INC	COM	48213W101	258	27,000	SH CALL		SH_DEF
JUST ENERGY GROUP INC	COM	48213W101	133	13,900	SH PUT		SH_DEF
JUST ENERGY GROUP INC	COM	48213W101	241	25,306	SH	SOLE	
JUST ENERGY GROUP INC	COM	48213W101	25	2,600	SH		SH_DEF
JUST ENERGY GROUP INC	COM	48213W101	12,957	1,358,362	SH	SOLE	
JUST ENERGY GROUP INC	COM	48213W101	1,295	135,800	SH		SH_DEF
KANSAS CITY SOUTHERN	COM	485170302	167	2,000	SH	SOLE	
KELLOGG CO	COM	487836108	246	4,400	SH	SOLE	
KEYCORP	COM	493267108	30	3,562	SH		SH_DEF
KIMBERLY-CLARK CORP	COM	494368103	16,886	200,000	SH PUT	SOLE	
KIMBERLY-CLARK CORPORATION	COM	494368103	1,032	12,215	SH	SOLE	
KINDER MORGAN INC	COM	49456B101	314	8,900	SH PUT	SOLE	
KINDER MORGAN INC	COM	49456B101	95	2,700	SH	SOLE	
KINDER MORGAN INC	COM	49456B101	47	1,340	SH		SH_DEF
KINDER MORGAN MANAGEMENT LLC	COM	49455U100	181	2,401	SH	SOLE	
KINDER MORGAN MANAGEMENT LLC	COM	49455U100	19	255	SH		SH_DEF
KINROSS GOLD CORP	COM	496902404	4,261	438,400	SH CALL	SOLE	
KINROSS GOLD CORP	COM	496902404	2,026	208,700	SH CALL		SH_DEF
KINROSS GOLD CORP	COM	496902404	583	60,000	SH PUT	SOLE	

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KINROSS GOLD CORP	COM	496902404	5,416	557,800	SH PUT	SH_DEF
KINROSS GOLD CORP	COM	496902404	469	48,600	SH	SH_DEF
KINROSS GOLD CORP	COM	496902404	118,768	12,232,136	SH	SOLE
KINROSS GOLD CORP	COM	496902404	27	2,730	SH	SOLE
KINROSS GOLD CORP	COM	496902404	17,914	1,844,985	SH	SH_DEF
KINROSS GOLD CORPORATION NO PAR	COM	496902404	176	18,106	SH	SOLE
KKR FINANCIAL HOLDINGS LLC	COM	48248A306	8,554	810,000	SH	SOLE
KLA-TENCOR CORPORATION	COM	482480100	11	225	SH	SOLE
KNIGHT CAPITAL GRP INC-A	COM	499005106	17	5,000	SH	SH_DEF
KOHL'S CORP	COM	500255104	763	17,735	SH	SOLE
KRAFT FOODS GROUP INC	COM	50076Q106	1,772	38,944	SH	SOLE
KRAFT FOODS GROUP INC	COM	50076Q106	41	900	SH	SH_DEF
KROGER CO	COM	501044101	292	11,200	SH	SOLE
LABORATORY CORP OF AMER HOLDINGS	COM	50540R409	9	100	SH	SOLE
LAKE SHORE GOLD CORP	COM	510728108	1,098	1,456,500	SH	SOLE
LAKE SHORE GOLD CORP	COM	510728108	1,116	1,500,000	SH	SH_DEF
LAS VEGAS SANDS CORP	COM	517834107	23	500	SH	SOLE
LAS VEGAS SANDS INC	COM	517834107	878	19,000	SH	SOLE
LEGG MASON INC	COM	524901105	11	437	SH	SH_DEF
LEUCADIA NATIONAL CORP	COM	527288104	88	3,700	SH	SOLE
LEVEL 3 COMMUNICATIONS INC	COM	52729N308	370	16,000	SH	SOLE
LEXMARK INTERNATIONAL INC	COM	529771107	135	5,800	SH	SOLE
LIFE TECHNOLOGIES CORP	COM	53217V109	231	4,700	SH	SOLE
LIFEPOINT HOSPITALS INC	COM	53219L109	781	20,675	SH	SOLE
LILLY (ELI) & COMPANY	COM	532457108	397	8,036	SH	SOLE
LINDSAY CORPORATION	COM	535555106	4	50	SH	SOLE
LINEAR TECHNOLOGY CORP	COM	535678106	82	2,375	SH	SOLE
LKQ CORPORATION	COM	501889208	6	300	SH	SOLE
LOUISIANA-PACIFIC CORPORATION	COM	546347105	39	2,000	SH	SOLE
LOWE'S COMPANIES	COM	548661107	622	17,490	SH	SOLE
LULULEMON ATHLETICA INC	COM	550021109	53	700	SH PUT	SH_DEF
LULULEMON ATHLETICA INC	COM	550021109	38	500	SH	SH_DEF
M & T BANK CORP	COM	55261F104	1,210	12,275	SH	SOLE
M & T BANK CORP	COM	55261F104	33	340	SH	SH_DEF
MACQUARIE/FT GLB INFRAS/UTIL D&I	COM	55607W100	8	507	SH	SOLE
MAG SILVER CORP	COM	55903Q104	729	71,300	SH CALL	SH_DEF
MAG SILVER CORP	COM	55903Q104	29	2,800	SH	SH_DEF
MAGNA INTERNATIONAL INC	COM	559222401	7,870	157,600	SH CALL	SH_DEF
MAGNA INTERNATIONAL INC	COM	559222401	759	15,200	SH PUT	SH_DEF
MAGNA INTERNATIONAL INC	COM	559222401	2,448	49,024	SH	SOLE
MAGNA INTERNATIONAL INC	COM	559222401	132,789	2,659,250	SH	SOLE
Magna International Inc	COM	559222401	9,250	185,265	SH	SH_DEF
MAIDEN HOLDINGS LTD	COM	G5753U112	230	25,000	SH	SOLE
MANULIFE FINANCIAL CORP	COM	56501R106	126	9,300	SH CALL	SOLE
MANULIFE FINANCIAL CORP	COM	56501R106	75,224	5,539,600	SH CALL	SH_DEF
MANULIFE FINANCIAL CORP	COM	56501R106	253	18,600	SH PUT	SOLE
MANULIFE FINANCIAL CORP	COM	56501R106	14,952	1,101,100	SH PUT	SH_DEF
MANULIFE FINANCIAL CORP	COM	56501R106	10,024	738,216	SH	SOLE

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MANULIFE FINANCIAL CORP	COM	56501R106	11	800	SH		SH_DEF
MANULIFE FINANCIAL CORP	COM	56501R106	31	2,311	SH		SH_DEF
MANULIFE FINANCIAL CORP	COM	56501R106	1	100	SH		SH_DEF
MANULIFE FINANCIAL CORP	COM	56501R106	419,948	30,925,683	SH	SOLE	
MANULIFE FINANCIAL CORP	COM	56501R106	60,617	4,463,975	SH		SH_DEF
MAP PHARMACEUTICALS INC	COM	56509R108	404	25,800	SH PUT	SOLE	
MAP PHARMACEUTICALS INC	COM	56509R108	59	3,800	SH	SOLE	
MARATHON OIL CORP	COM	565849106	1	45	SH	SOLE	
MARATHON OIL CORPORATION	COM	565849106	1,253	40,825	SH	SOLE	
MARATHON PETROLEUM CORP	COM	56585A102	126	2,000	SH	SOLE	
MARATHON PETROLEUM CORP	COM	56585A102	1	14	SH	SOLE	
MARKET VEC JR GLD MNR ETF	COM	57060U589	39	2,000	SH		SH_DEF
MARKET VECTORS GOLD MINERS	COM	57060U100	6,281	135,400	SH	SOLE	
MARKET VECTORS JR GOLD MINER	COM	57060U589	2,319	117,200	SH	SOLE	
MARSH & MCLENNAN COMPANIES INC	COM	571748102	547	15,870	SH	SOLE	
MARSH & MCLENNAN COS	COM	571748102	1	22	SH		SH_DEF
MASTERCARD INC CLASS A	COM	57636Q104	160	325	SH	SOLE	
MATERIALS SELECT SECTOR SPDR	COM	81369Y100	240	6,539	SH	SOLE	
MCCORMICK & CO INC NVS	COM	579780206	81	1,275	SH	SOLE	
MCDONALDS CORP	COM	580135101	300	3,400	SH	SOLE	
MCDONALD'S CORPORATION	COM	580135101	2,196	24,880	SH	SOLE	
MCGRAW-HILL COMPANIES INC	COM	580645109	824	15,055	SH	SOLE	
MDC PARTNERS INC CL-A SV	COM	552697104	1	78	SH		SH_DEF
MEDTRONIC INC	COM	585055106	140	3,400	SH	SOLE	
MELCO CROWN ENTERTAINMENT LTD ADR	COM	585464100	169	10,000	SH	SOLE	
MEMC ELECTRONIC MATERIALS	COM	552715104	1	400	SH	SOLE	
MERCK & CO INC	COM	58933Y105	4,325	105,546	SH	SOLE	
MESA LABORATORIES INC	COM	59064R109	74	1,466	SH	SOLE	
METHANEX CORP	COM	59151K108	2,936	92,200	SH CALL		SH_DEF
METHANEX CORP	COM	59151K108	319	10,000	SH PUT	SOLE	
METHANEX CORP	COM	59151K108	207	6,500	SH PUT		SH_DEF
METHANEX CORP	COM	59151K108	295	9,250	SH	SOLE	
METHANEX CORP	COM	59151K108	3,331	104,600	SH	SOLE	
METHANEX CORP	COM	59151K108	112	3,500	SH	SOLE	
METHANEX CORP	COM	59151K108	19	600	SH		SH_DEF
METLIFE INC	COM	59156R108	3,614	109,638	SH	SOLE	
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	68	350	SH	SOLE	
MFA FINANCIAL INC	COM	55272X102	5,004	617,000	SH	SOLE	
MICROSOFT CORP	COM	594918104	11	400	SH		SH_DEF
MICROSOFT CORP	COM	594918104	101	3,800	SH	SOLE	
MICROSOFT CORPORATION	COM	594918104	7,067	264,170	SH	SOLE	
MIDDLEBY CORP	COM	596278101	83	650	SH	SOLE	
MOLSON COORS BREWING COMPANY CL B	COM	60871R209	124	2,900	SH	SOLE	
MOLYCORP INC	COM	608753109	40	4,247	SH	SOLE	
MONDELEZ INTERNATIONAL							

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INC	COM	609207105	1,262	49,490	SH	SOLE	
MONDELEZ INTERNATIONAL							
INC-A	COM	609207105	69	2,700	SH		SH_DEF
MONSANTO CO	COM	61166W101	57	600	SH	SOLE	
MONSANTO COMPANY	COM	61166W101	913	9,639	SH	SOLE	
MOODY'S CORPORATION	COM	615369105	232	4,600	SH	SOLE	
MORGAN STANLEY	COM	617446448	109	5,680	SH	SOLE	
MORGAN STANLEY	COM	617446448	29	1,500	SH	SOLE	
MOSAIC COMPANY	COM	61945C103	91	1,600	SH	SOLE	
MOTOROLA SOLUTIONS INC	COM	620076307	37	662	SH	SOLE	
MOTOROLA SOLUTIONS INC	COM	620076307	2	30	SH		SH_DEF
MSCI INC	COM	55354G100	68	2,200	SH	SOLE	
MYLAN INC	COM	628530107	138	5,000	SH	SOLE	
NABORS INDUSTRIES LTD	COM	G6359F103	120	8,275	SH	SOLE	
NAM TAI ELECTRONICS	COM	629865205	14	1,000	SH		SH_DEF
NATIONAL GRID PLC SP ADR	COM	636274300	161	2,800	SH	SOLE	
NATIONAL GRID PLC-SP ADR	COM	636274300	51	883	SH		SH_DEF
NATIONAL OILWELL VARCO							
INC	COM	637071101	27	400	SH	SOLE	
NATIONAL OILWELL VARCO							
INC NEW	COM	637071101	21	300	SH	SOLE	
NATIONSTAR MORTGAGE							
HOLDINGS	COM	63861C109	31	1,000	SH	SOLE	
NAVISTAR INTL CORP	COM	63934E108	13	600	SH	SOLE	
NEVSUN RESOURCES LTD	COM	64156L101	4	1,000	SH CALL		SH_DEF
NEVSUN RESOURCES LTD	COM	64156L101	9	2,000	SH PUT		SH_DEF
NEVSUN RESOURCES LTD	COM	64156L101	0	78	SH		SH_DEF
NEVSUN RESOURCES LTD	COM	64156L101	641	150,100	SH	SOLE	
NEVSUN RESOURCES LTD	COM	64156L101	19	4,400	SH		SH_DEF
NEW GOLD INC	COM	644535106	3,564	322,100	SH CALL		SH_DEF
NEW GOLD INC	COM	644535106	40	3,600	SH PUT		SH_DEF
NEW GOLD INC	COM	644535106	371	33,550	SH	SOLE	
NEW GOLD INC	COM	644535106	2	211	SH		SH_DEF
NEW GOLD INC	COM	644535106	163,576	14,781,237	SH		SH_DEF
NEW GOLD INC	COM	644535106	3,769	340,600	SH	SOLE	
NEW GOLD INC	COM	644535106	99	9,000	SH	SOLE	
NEW GOLD INC	COM	644535106	35	3,200	SH		SH_DEF
NEW JERSEY RESOURCES							
CORP	COM	646025106	6	140	SH		SH_DEF
NEW YORK COMMUNITY							
BANCORP	COM	649445103	30	2,287	SH		SH_DEF
NEWELL RUBBERMAID INC	COM	651229106	414	18,554	SH	SOLE	
NEWMONT MINING CORP	COM	651639106	64	1,375	SH	SOLE	
NEWMONT MINING							
CORP-HOLDING COMPANY	COM	651639106	467	10,050	SH	SOLE	
NEXEN INC	COM	65334H102	353	13,100	SH CALL	SOLE	
NEXEN INC	COM	65334H102	828	31,000	SH CALL		SH_DEF
NEXEN INC	COM	65334H102	1,664	62,300	SH PUT		SH_DEF
NEXEN INC	COM	65334H102	2,318	86,798	SH	SOLE	
NEXEN INC	COM	65334H102	27	1,000	SH		SH_DEF
NEXEN INC	COM	65334H102	2	79	SH		SH_DEF
NEXEN INC	COM	65334H102	5,386	200,000	SH		SH_DEF
NEXEN INC	COM	65334H102	164,972	6,177,308	SH	SOLE	
NEXEN INC	COM	65334H102	3	100	SH	SOLE	
NEXEN INC	COM	65334H102	8,018	300,243	SH		SH_DEF

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NEXTERA ENERGY INC	COM	65339F101	279	4,025	SH	SOLE	
NIKE INC CL B	COM	654106103	2,084	40,360	SH	SOLE	
NISOURCE INC	COM	65473P105	16	636	SH		SH_DEF
NOKIA CORP ADR	COM	654902204	2	420	SH	SOLE	
NORDION INC	COM	65563C105	3	500	SH CALL		SH_DEF
NORDION INC	COM	65563C105	3	500	SH PUT		SH_DEF
NORDION INC	COM	65563C105	7	1,000	SH	SOLE	
NORDION INC	COM	65563C105	59	9,400	SH		SH_DEF
NORDION INC	COM	65563C105	6	908	SH		SH_DEF
NORDION INC	COM	65563C105	302	46,300	SH	SOLE	
NORDION INC	COM	65563C105	68	10,400	SH		SH_DEF
NORFOLK SOUTHERN CORP	COM	655844108	16	260	SH	SOLE	
NORFOLK SOUTHN CORP	COM	655844108	62	1,000	SH		SH_DEF
NORTHEAST UTILITIES	COM	664397106	25	650	SH		SH_DEF
NORTHERN DYNASTY MINERALS	COM	66510M204	3	1,000	SH CALL		SH_DEF
NORTHERN DYNASTY MINERALS	COM	66510M204	5	1,500	SH PUT		SH_DEF
NORTHERN TRUST CORPORATION	COM	665859104	669	13,320	SH	SOLE	
NORTHWEST PIPE COMPANY	COM	667746101	310	13,000	SH	SOLE	
NORTHWESTERN CORP	COM	668074305	5	146	SH		SH_DEF
NOVACOPPER INC	COM	66988K102	1	298	SH	SOLE	
NOVAGOLD RESOURCES INC	COM	66987E206	760	168,100	SH	SOLE	
NOVAGOLD RESOURCES INC	COM	66987E206	6	1,400	SH		SH_DEF
NOVARTIS AG SPONSORED ADR	COM	66987V109	862	13,609	SH	SOLE	
NOVO-NORDISK A/S ADR	COM	670100205	327	2,000	SH	SOLE	
NUCOR CORPORATION	COM	670346105	17	400	SH	SOLE	
NUVEEN SENIOR INCOME FUND	COM	67067Y104	36	4,900	SH	SOLE	
NYSE EURONEXT	COM	629491101	2,854	90,500	SH	SOLE	
OAKTREE CAPITAL GROUP LLC	COM	674001201	3,958	87,000	SH	SOLE	
OCCIDENTAL PETROLEUM CORP	COM	674599105	1,012	13,205	SH	SOLE	
OCWEN FINANCIAL CORPORATION	COM	675746309	346	10,000	SH	SOLE	
OIL STATES INTERNATIONAL INC	COM	678026105	7	100	SH	SOLE	
OMNICOM GROUP INC	COM	681919106	1,188	23,765	SH	SOLE	
ONCOLYTICS BIOTECH INC	COM	682310107	8	2,000	SH	SOLE	
ONEOK INC	COM	682680103	16	379	SH		SH_DEF
OPEN TEXT CORP	COM	683715106	246	4,400	SH CALL		SH_DEF
OPEN TEXT CORP	COM	683715106	240	4,300	SH PUT		SH_DEF
OPEN TEXT CORP	COM	683715106	58,929	1,053,902	SH		SH_DEF
OPEN TEXT CORP	COM	683715106	2,483	44,400	SH	SOLE	
OPEN TEXT CORP	COM	683715106	56	1,000	SH		SH_DEF
OPEN TEXT CORPORATION	COM	683715106	382	6,830	SH	SOLE	
OPEN TEXT CORPORATION	COM	683715106	4	73	SH		SH_DEF
ORACLE CORPORATION	COM	68389X105	3,939	118,110	SH	SOLE	
O'REILLY AUTOMOTIVE INC	COM	67103H107	9	100	SH	SOLE	
P G & E CORP	COM	69331C108	19	477	SH		SH_DEF
PACTERA TECHNOLOGY INTL LTD-ADR	COM	695255109	491	61,780	SH	SOLE	

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PAN AMERICAN SILVER CORP	COM	697900108	330	17,600	SH CALL	SH_DEF
PAN AMERICAN SILVER CORP	COM	697900108	483	25,800	SH PUT	SH_DEF
PAN AMERICAN SILVER CORP	COM	697900108	22	1,150	SH	SOLE
PAN AMERICAN SILVER CORP	COM	697900108	2,147	114,593	SH	SOLE
PAN AMERICAN SILVER CORP	COM	697900108	7	390	SH	SOLE
PAN AMERICAN SILVER CORP	COM	697900108	180	9,620	SH	SH_DEF
PARKER HANNIFIN CORP	COM	701094104	11	135	SH	SOLE
PARTNERRE LTD	COM	G6852T105	52	650	SH	SOLE
PATTERSON COMPANIES INC	COM	703395103	345	10,060	SH	SOLE
PAYCHEX INC	COM	704326107	527	16,905	SH	SOLE
PEABODY ENERGY CORP	COM	704549104	8	300	SH	SOLE
PEMBINA PIPELINE CORP	COM	706327103	2,022	70,700	SH CALL	SOLE
PEMBINA PIPELINE CORP	COM	706327103	7,526	263,100	SH CALL	SH_DEF
PEMBINA PIPELINE CORP	COM	706327103	875	30,600	SH PUT	SH_DEF
Pembina Pipeline Corp	COM	706327103	10,180	355,893	SH	SOLE
PEMBINA PIPELINE CORP	COM	706327103	69	2,400	SH	SH_DEF
PEMBINA PIPELINE CORPORATION	COM	706327103	1,657	57,916	SH	SOLE
PENGROWTH ENERGY CORP	COM	70706P104	10	2,000	SH PUT	SH_DEF
PENGROWTH ENERGY CORP	COM	70706P104	127	25,498	SH	SOLE
PENGROWTH ENERGY CORP	COM	70706P104	2,211	444,416	SH	SOLE
PENGROWTH ENERGY CORP	COM	70706P104	74	14,786	SH	SH_DEF
PENN WEST PETROLEUM LTD	COM	707887105	538	49,600	SH CALL	SH_DEF
PENN WEST PETROLEUM LTD	COM	707887105	597	55,000	SH PUT	SH_DEF
PENN WEST PETROLEUM LTD	COM	707887105	3,073	283,061	SH	SOLE
PENN WEST PETROLEUM LTD	COM	707887105	22	2,000	SH	SH_DEF
PENN WEST PETROLEUM LTD	COM	707887105	117	10,800	SH	SH_DEF
PENN WEST PETROLEUM LTD	COM	707887105	592	54,650	SH	SH_DEF
PENN WEST PETROLEUM LTD	COM	707887105	58,988	5,434,000	SH	SOLE
PENN WEST PETROLEUM LTD	COM	707887105	4,929	454,067	SH	SH_DEF
PENNYMAC MORTGAGE INVESTMENT	COM	70931T103	127	5,000	SH	SOLE
PEPCO HOLDINGS INC	COM	713291102	2	100	SH	SOLE
PEPCO HOLDINGS INC	COM	713291102	9	467	SH	SH_DEF
PEPSICO INC	COM	713448108	9,735	142,155	SH	SOLE
PETROLEO BRASILEIRO SA ADR	COM	71654V408	403	20,675	SH	SOLE
PFIZER INC	COM	717081103	7,211	287,280	SH	SOLE
PFIZER INC	COM	717081103	6	250	SH	SH_DEF
PFIZER INC	COM	717081103	38	1,500	SH	SOLE
PG & E CORPORATION	COM	69331C108	207	5,136	SH	SOLE
PHILIP MORRIS INTERNATIONAL INC	COM	718172109	2,774	33,145	SH	SOLE
PHILLIPS 66	COM	718546104	463	8,710	SH	SOLE
PHOTRONICS INC	COM	719405102	41	6,900	SH	SOLE
PIMCO 0-5 YEAR HIGH YIELD ETF	COM	72201R783	704	6,800	SH	SOLE
PLUM CREEK TIMBER COMPANY INC	COM	729251108	44	1,000	SH	SOLE
PNC FINANCIAL SERVICES GROUP	COM	693475105	30	521	SH	SH_DEF
POSCO SPONSORED ADR	COM	693483109	298	3,620	SH	SOLE
POTASH CORP OF SASK INC	COM	73755L107	219	5,400	SH	SH_DEF
POTASH CORP OF SASK INC	COM	73755L107	911	22,500	SH	SH_DEF
POTASH CORP OF						

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SASKATCHEWAN POTASH CORP OF	COM	73755L107	167	4,100	SH CALL	SOLE
SASKATCHEWAN POTASH CORP OF	COM	73755L107	2,848	70,000	SH CALL	SOLE
SASKATCHEWAN POTASH CORP OF	COM	73755L107	8,353	205,300	SH CALL	SH_DEF
SASKATCHEWAN POTASH CORP OF	COM	73755L107	2,869	70,500	SH PUT	SOLE
SASKATCHEWAN POTASH CORP OF	COM	73755L107	12,129	298,100	SH PUT	SH_DEF
SASKATCHEWAN Potash Corp of	COM	73755L107	399,510	9,818,992	SH	SOLE
Saskatchewan Inc	COM	73755L107	35,781	879,516	SH	SH_DEF
POTASH CORPORATION OF SASKATCHEWAN	COM	73755L107	6,793	166,952	SH	SOLE
POWERSHARES EXCH INTL DIV ACHIEVERS	COM	73935X716	3	200	SH	SOLE
POWERSHARES FTSE RAFI US 1K	COM	73935X583	540	8,658	SH	SH_DEF
POWERSHARES QQQ TRUST SERIES 1	COM	73935A104	236	3,622	SH	SOLE
PRAXAIR INC	COM	74005P104	93	850	SH	SOLE
PRECISION CASTPARTS CORP	COM	740189105	95	500	SH	SOLE
PRECISION DRILLING CORP	COM	74022D100	97	11,800	SH CALL	SOLE
PRECISION DRILLING CORP	COM	74022D100	4,427	535,800	SH CALL	SH_DEF
PRECISION DRILLING CORP	COM	74022D100	3,478	421,000	SH PUT	SH_DEF
PRECISION DRILLING CORP	COM	74022D100	1,500	181,600	SH	SOLE
PRECISION DRILLING CORP	COM	74022D100	1,653	200,086	SH	SH_DEF
PRECISION DRILLING CORP	COM	74022D308	16	2,000	SH	SH_DEF
PRECISION DRILLING CORPORATION	COM	74022D308	218	26,355	SH	SOLE
PRETIUM RESOURCES INC	COM	74139C102	13	1,000	SH CALL	SH_DEF
PRETIUM RESOURCES INC	COM	74139C102	303	23,000	SH	SOLE
PRETIUM RESOURCES INC	COM	74139C102	19,766	1,500,000	SH	SH_DEF
PRETIUM RESOURCES INC	COM	74139C102	2,689	204,100	SH	SOLE
PRETIUM RESOURCES INC	COM	74139C102	4	300	SH	SH_DEF
PRIMERO MINING CORP	COM	74164W106	19	3,000	SH	SH_DEF
PROCTER & GAMBLE CO	COM	742718109	34	500	SH	SH_DEF
PROCTER & GAMBLE CO	COM	742718109	244	3,600	SH	SOLE
PROCTER & GAMBLE COMPANY	COM	742718109	21,170	311,579	SH	SOLE
PROGRESSIVE CORP OHIO	COM	743315103	17	800	SH	SOLE
PROGRESSIVE WASTE SOLS LT	COM	74339G101	1	39	SH	SH_DEF
PROGRESSIVE WASTE SOLUTIONS LTD	COM	74339G101	211	9,760	SH	SOLE
PROSHARES SHORT S&P500	COM	74347R503	34	1,000	SH	SOLE
PROSHARES ULT DJ-UBS CRUD	COM	74347W668	20	500	SH	SH_DEF
PROSHARES ULTRA 20+YR TREAS ETF (NEW)	COM	74347B201	143	2,250	SH	SOLE
PROSHARES ULTRASHORT YEN	COM	74347W569	51	1,000	SH	SOLE
PUBLIC SERVICE ENTERPRISE GROUP	COM	744573106	127	4,150	SH	SOLE
PULTEGROUP INC	COM	745867101	36	2,000	SH	SOLE
QLT INC	COM	746927102	16	2,000	SH	SOLE

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QUALCOMM INC	COM	747525103	990	16,000	SH CALL	SH_DEF
QUALCOMM INC	COM	747525103	1,113	17,935	SH	SOLE
QUALITY SYSTEMS INC	COM	747582104	33	1,900	SH	SOLE
QUATERRA RES INC	COM	747952109	0	204	SH	SH_DEF
RANDGOLD RESOURCES LIMITED ADR	COM	752344309	292	2,935	SH	SOLE
RANDGOLD RESOURCES LTD-ADR	COM	752344309	10	100	SH	SOLE
RARE ELEMENT RESOURCES LTD	COM	75381M102	51	15,000	SH	SOLE
RAYONIER INC	COM	754907103	31	600	SH	SOLE
RAYTHEON COMPANY	COM	755111507	40	700	SH	SOLE
REGIONS FINANCIAL CORP	COM	7591EP100	31	4,291	SH	SH_DEF
RENAISSANCERE HOLDINGS LTD	COM	bmg7496g1033	3	42	SH	SH_DEF
RESEARCH IN MOTION	COM	760975102	5,007	421,800	SH CALL	SOLE
RESEARCH IN MOTION	COM	760975102	3,010	253,800	SH CALL	SH_DEF
RESEARCH IN MOTION	COM	760975102	297	25,000	SH PUT	SOLE
RESEARCH IN MOTION	COM	760975102	1,538	129,700	SH PUT	SH_DEF
RESEARCH IN MOTION	COM	760975102	39,937	3,367,248	SH	SH_DEF
RESEARCH IN MOTION	COM	760975102	56,589	4,771,183	SH	SOLE
RESEARCH IN MOTION	COM	760975102	66	5,600	SH	SOLE
RESEARCH IN MOTION	COM	760975102	2,970	250,444	SH	SH_DEF
RESEARCH IN MOTION LTD	COM	760975102	277	23,347	SH	SOLE
RESEARCH IN MOTION LTD	COM	760975102	2	151	SH	SH_DEF
RESEARCH IN MOTION LTD	COM	760975102	1,776	150,000	SH	SH_DEF
RESEARCH IN MOTION LTD	COM	760975102	59	5,000	SH	SH_DEF
RESOLUTE FOREST PRODUCTS RIO TINTO PLC SPONSORED ADR	COM	76117W109	263	20,000	SH	SOLE
RIO TINTO PLC-SPON ADR	COM	767204100	273	4,700	SH	SOLE
RITCHIE BROS AUCTIONEERS	COM	767204100	1,394	24,000	SH PUT	SOLE
RLJ ENTERTAINMENT INC	COM	767744105	1,397	67,000	SH CALL	SH_DEF
ROCKWELL AUTOMATION INC	COM	74965F104	500	100,000	SH	SOLE
ROCKWELL AUTOMATION INC	COM	773903109	532	6,333	SH	SOLE
ROGERS COMMUNICATION-B NV	COM	775109200	259	5,700	SH	SH_DEF
ROGERS COMMUNICATIONS -CL B	COM	775109200	27	600	SH CALL	SOLE
ROGERS COMMUNICATIONS -CL B	COM	775109200	8,034	177,000	SH CALL	SH_DEF
ROGERS COMMUNICATIONS -CL B	COM	775109200	5,701	125,600	SH PUT	SH_DEF
ROGERS COMMUNICATIONS -CL B	COM	775109200	313,939	6,916,258	SH	SOLE
ROGERS COMMUNICATIONS -CL B	COM	775109200	9,786	215,585	SH	SH_DEF
ROGERS COMMUNICATIONS INC CL B NVS	COM	775109200	16,675	367,366	SH	SOLE
ROYAL BANK OF CANADA	COM	780087102	17,797	295,700	SH CALL	SOLE
ROYAL BANK OF CANADA	COM	780087102	221,313	3,677,100	SH CALL	SH_DEF
ROYAL BANK OF CANADA	COM	780087102	14,409	239,400	SH PUT	SOLE
ROYAL BANK OF CANADA	COM	780087102	10,360	171,800	SH PUT	SOLE
ROYAL BANK OF CANADA	COM	780087102	55,378	920,100	SH PUT	SH_DEF
ROYAL BANK OF CANADA	COM	780087102	124,050	2,061,076	SH	SOLE
ROYAL BANK OF CANADA	COM	780087102	71	1,183	SH	SH_DEF

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ROYAL BANK OF CANADA	COM	780087102	954	15,870	SH	SH_DEF
ROYAL BANK OF CANADA	COM	780087102	3,379,101	56,143,417	SH	SOLE
Royal Bank of Canada	COM	780087102	1,460	24,213	SH	SOLE
ROYAL BANK OF CANADA	COM	780087102	49,478	822,069	SH	SH_DEF
ROYAL DUTCH SHELL PLC						
ADR CL A	COM	780259206	2,903	42,067	SH	SOLE
ROYAL DUTCH SHELL PLC						
SPON ADR B	COM	780259107	273	3,850	SH	SOLE
ROYAL GOLD INC	COM	780287108	42	510	SH	SOLE
ROYAL GOLD INC	COM	780287108	8	93	SH	SOLE
ROYAL GOLD INC	COM	780287108	181	2,221	SH	SOLE
RPM INTERNATIONAL INC	COM	749685103	290	9,868	SH	SOLE
RUBICON MINERALS CORP	COM	780911103	165	65,000	SH	SH_DEF
RUBICON MINERALS CORP	COM	780911103	186	73,200	SH	SH_DEF
RUBICON MINERALS CORP	COM	780911103	551	215,000	SH	SOLE
RUBICON MINERALS CORP	COM	780911103	4	1,400	SH	SH_DEF
SAFeway INC	COM	786514208	80	4,410	SH	SOLE
SANDSTORM GOLD LTD NEW	COM	80013R206	118	10,000	SH	SOLE
SANOFI	COM	80105N105	1,562	32,940	SH	SOLE
SAP AG	COM	803054204	1,180	14,665	SH	SOLE
SASOL LIMITED SPONSORED						
ADR	COM	803866300	386	8,905	SH	SOLE
SBA COMMUNICATIONS						
CORP-CL A	COM	78388J106	15	209	SH	SH_DEF
SCANSOURCE INC	COM	806037107	13	400	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	749	10,805	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	62	900	SH	SOLE
SCHWAB, CHARLES CORP	COM	808513105	10	675	SH	SOLE
SEADRILL LTD	COM	G7945E105	184	5,000	SH	SOLE
SEASPAN CORP	COM	Y75638109	241	15,000	SH	SOLE
SECTOR SPDR TR-UTILITIES	COM	81369Y886	5	146	SH	SOLE
SEMGROUP CORP-CLASS A	COM	81663A105	2	54	SH	SH_DEF
SEMICONDUCTOR MFG INTL						
CORP ADR	COM	81663N206	84	33,075	SH	SOLE
SEMPRA ENERGY	COM	816851109	35	496	SH	SH_DEF
SHAW COMMUNICATION-B NV	COM	82028K200	124	5,400	SH	SH_DEF
SHAW COMMUNICATION-B NV	COM	82028K200	165	7,200	SH	SH_DEF
SHAW COMMUNICATIONS INC						
CL B NVS	COM	82028K200	13,881	604,654	SH	SOLE
SHAW COMMUNICATIONS						
INC-B	COM	82028K200	8,786	382,700	SH CALL	SH_DEF
SHAW COMMUNICATIONS						
INC-B	COM	82028K200	813	35,400	SH PUT	SH_DEF
SHAW COMMUNICATIONS						
INC-B	COM	82028K200	161,814	7,048,556	SH	SOLE
SHAW COMMUNICATIONS						
INC-B	COM	82028K200	9,379	408,535	SH	SH_DEF
SHERWIN-WILLIAMS						
COMPANY (THE)	COM	824348106	155	1,010	SH	SOLE
SIEMENS AG SPONSORED ADR	COM	826197501	1,352	12,339	SH	SOLE
SIERRA WIRELESS INC	COM	826516106	8	1,000	SH	SH_DEF
SIGMA-ALDRICH CORP	COM	826552101	81	1,100	SH	SOLE
SILVER STANDARD						
RESOURCES	COM	82823L106	301	20,200	SH CALL	SH_DEF
SILVER STANDARD						

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RESOURCES	COM	82823L106	197	13,200	SH PUT	SH_DEF
SILVER STANDARD						
RESOURCES	COM	82823L106	903	60,600	SH	SOLE
SILVER STANDARD						
RESOURCES	COM	82823L106	4	300	SH	SOLE
SILVER STANDARD						
RESOURCES	COM	82823L106	6	400	SH	SH_DEF
SILVER WHEATON CORP	COM	828336107	3,287	91,200	SH CALL	SH_DEF
SILVER WHEATON CORP	COM	828336107	307	8,500	SH PUT	SOLE
SILVER WHEATON CORP	COM	828336107	2,325	64,500	SH PUT	SH_DEF
SILVER WHEATON CORP	COM	828336107	489	13,575	SH	SOLE
SILVER WHEATON CORP	COM	828336107	996	27,700	SH	SH_DEF
SILVER WHEATON CORP	COM	828336107	140,708	3,903,800	SH	SOLE
SILVER WHEATON CORP	COM	828336107	33	925	SH	SOLE
SILVER WHEATON CORP	COM	828336107	14,547	403,599	SH	SH_DEF
SILVERCORP METALS INC	COM	82835P103	685	133,700	SH	SOLE
SILVERCORP METALS INC	COM	82835P103	6	1,200	SH	SH_DEF
SMITH & NEPHEW PLC						
SPONSORED ADR	COM	83175M205	160	2,880	SH	SOLE

SMUCKER (J.M.) CO	COM	832696405	8	87	SH	SOLE
SOLERA HOLDINGS INC	COM	83421A104	86	1,600	SH	SOLE
SONY CORPORATION SPON						
ADR	COM	835699307	1	120	SH	SOLE
SOUTHERN COMPANY	COM	842587107	860	20,072	SH	SOLE
SOUTHWEST AIRLINES CO	COM	844741108	3	270	SH	SOLE
SOUTHWEST GAS CORP	COM	844895102	5	108	SH	SH_DEF
SPDR BARCLAYS HI YLD BD						
ETF	COM	78464A417	358	8,800	SH	SOLE
SPDR BARCLAYS HIGH						
YIELD BD	COM	78464A417	189	4,635	SH	SH_DEF
SPDR DJIA ETF	COM	78467X109	32	245	SH	SOLE
SPDR EURO STOXX 50 FUND						
ETF	COM	78463X202	42	1,200	SH	SOLE

*

Growth Fund of America R4, 133,110 shares

*

3,796,302

Perficient, Inc. Common Stock, 572,493 and 570,185 shares, respectively

6,743,964

5,707,550

Dodge & Cox Income, 242,610 shares

*

3,226,708

*Not an investment option in respective year

During the year ended December 31, 2012, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual funds	\$ 5,008,278
Collective trusts	790,615
Employer securities	1,035,237
Net appreciation	\$ 6,834,130

4. Fair Value Measurements

ASC Topic 820 provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described as follows:

- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual Funds

Mutual funds available for investment in the Plan are valued at quoted prices available in an active market and are classified within Level 1 of the valuation hierarchy.

Collective Trusts

Some investment options are structured as commingled pools, or funds—this encompasses the target retirement funds, risk-based funds (conservative, moderate, moderate aggressive and aggressive), and the stable value fund. These funds are comprised of other broad asset category types, such as common and preferred stock, debt securities, and cash and temporary investments (see related sections). These investment options are valued at the net asset value of the units of the individual collective trust. The net asset value, as provided by the trustee, is used as a practical expedient to estimated fair value. The Plan’s collective trust investments may be redeemed on a daily basis. Irrespective of the underlying securities that comprise these collective funds, the funds themselves lack a formal listed market or publicly available quotes. The Plan’s collective trust investments are therefore all classified as Level 2.

Common Stock

Company common stock is valued at the closing price reported on the Nasdaq Global Select Market and is classified within Level 1 of the valuation hierarchy.

Investment Contract

The Principal Life Insurance Company (“Principal”) Fixed Income Option 401(a)/401(k) is a general account-backed stable value contract. This investment guarantees principal and provides a stated rate of return. The fair value represents the amount received upon withdrawal or transfer of funds prior to their maturity, which is the contract value less a withdrawal charge. Since the investment is based on the provisions of the investment contract, it is classified within Level 3 of the valuation hierarchy.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan’s assets at fair value:

	As of December 31, 2012			Total Fair Value
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets:				
Mutual funds:				
Fixed income funds	\$6,036,285	\$--	\$ --	\$6,036,285

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Equity funds	26,138,114	--	--	26,138,114
Total mutual funds	32,174,399	--	--	32,174,399
Collective Trusts:				
Target retirement funds	--	16,375,249	--	16,375,249
Risk based funds	--	3,640,765	--	3,640,765
Stable value fund	--	1,252,100	--	1,252,100
Total collective trust funds		21,268,114		21,268,114
Company common stock	6,743,964	--	--	6,743,964
Investment contract	--	--	4,062,648	4,062,648
Total assets	\$38,918,363	\$21,268,114	\$ 4,062,648	\$64,249,125

7

	As of December 31, 2011				Total Fair Value
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
Assets:					
Mutual funds:					
Balanced funds	\$ 12,897,085	\$ --	\$ --		\$ 12,897,085
Fixed income funds	4,322,771	--	--		4,322,771
Equity funds	22,164,177	--	--		22,164,177
Total mutual funds	39,384,033	--	--		39,384,033
Company common stock	5,707,550	--	--		5,707,550
Investment contract	--	--	4,863,903		4,863,903
Total assets	\$ 45,091,583	\$ --	\$ 4,863,903		\$ 49,955,486

The table below sets forth a summary of changes in the fair value of the Plan's Investment Contract classified within Level 3 of the valuation hierarchy:

	As of December 31, 2012
Balance, beginning of year	\$ 4,863,903
Total gains or losses (realized and unrealized)	42,171
Interest credited	111,239
Purchases	1,435,177
Settlements	(2,389,842)
Balance, end of year	\$ 4,062,648

	As of December 31, 2011
Balance, beginning of year	\$ 3,812,657
Total gains or losses (realized and unrealized)	(55,329)
Interest credited	120,110
Purchases	3,880,099
Settlements	(2,893,634)
Balance, end of year	\$ 4,863,903

The table below details the valuation techniques and the unobservable inputs which are utilized in the valuation of Level 3 investments:

Asset	Valuation Technique	Unobservable Input
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Investment Contract	Discontinuance Value*	5% flat discontinuance charge
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* The amount the plan participant will receive if they transfer or surrender their funds out of the guaranteed investment account (contract value) less the discontinuance value which is detailed within the group contract and is not subject to market conditions.

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

5. Investment Contract

The Plan has a fully-benefit responsive investment contract with Principal. Principal maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by Principal. Contract value represents contributions made by participants, plus interest at a specified rate determined semiannually, less withdrawals or transfers by participants. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract as of December 31, 2012 and 2011 was \$4,062,648 and \$4,863,903, respectively. The stated rate of return of the contract as of December 31, 2012 and 2011 was 2.35% and 2.70%, respectively. The rate was 2.35% on January 1, 2013.

6. Party-In-Interest Transactions

As of December 31, 2012 and 2011, the Plan held 572,493 and 570,185 shares, respectively, of Company common stock. Total outstanding Company common stock as of December 31, 2012, was approximately 31 million shares.

During the year ended December 31, 2012, the Plan had the following transactions involving Company common stock:

Shares purchased	150,345
Shares sold	148,037
Cost of shares purchased	\$ 1,718,992
Cost of shares sold	\$ 1,559,928
Net gain from shares sold	\$ 136,642

Certain Plan investments are managed by Principal. Principal was the trustee and custodian as defined by the Plan from January 1, 2011 through April 30, 2012; therefore, these transactions qualify as party-in-interest.

7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

8. Income Tax Status

The Plan Administrator has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions and the Plan received notification from the Internal Revenue Service that its 2011 Form 5500 is currently pending examination. The Plan Administrator believes the Plan is no longer subject to examination for the years prior to 2009.

The IRS has determined and informed the Company by a letter dated November 9, 2009 that the Plan is established in accordance with applicable sections of the Internal Revenue Code (the "Code"), and therefore, the Plan qualifies as tax-exempt under Section 401(a) of the Code.

9. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Supplemental Schedule

The Percipient, Inc. 401(k) Employee Savings Plan
 FEIN: 74-2853258; Plan No. 001
 Schedule of Assets (Held at End of Year)
 December 31, 2012

Form 5500, Schedule H, Part IV, Line 4(i)

(a)	(b) Identity of Issuer	(c) Description	(d) Cost	(e) Current Value
	American Beacon Small Cap Value Instl	Mutual fund	**	\$ 1,839,414
	American Funds:			
	EuroPacific Growth R6	Mutual fund	**	4,589,523
	Growth Fund of America R6	Mutual fund	**	4,613,831
	BlackRock Small Cap Growth Equity Inv Instl	Mutual fund	**	730,707
	Dodge and Cox Income	Mutual fund	**	2,481,817
	ING Global Real Estate I	Mutual fund	**	1,564,918
	JPMorgan Mid Cap Value Instl	Mutual fund	**	1,920,788
	Oakmark International Small Cap I	Mutual fund	**	188,234
	PIMCO Total Return Instl	Mutual fund	**	4,471,367
	Prudential Jennison Mid Cap Growth Q	Mutual fund	**	774,923
	Touchstone Emerging Markets Equity Instl	Mutual fund	**	159,861
	Vanguard:			
	500 Index Signal	Mutual fund	**	4,449,498
	Mid Cap Index Signal	Mutual fund	**	2,272,395
	Small Cap Index Signal	Mutual fund	**	2,117,124
	Total Mutual Funds			32,174,399
	Retirement Advocate:			
	Aggressive Fund	Collective Trust	**	172,950
	Conservative Fund	Collective Trust	**	1,901,657
	Moderate Fund	Collective Trust	**	1,544,400
	Moderately Aggressive Fund	Collective Trust	**	19,505
	Moderately Conservative Fund	Collective Trust	**	2,253
	Schwab:			
	Indexed Retirement 2010 I	Collective Trust	**	324,337
	Indexed Retirement 2015 I	Collective Trust	**	49,299

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	Indexed Retirement 2020 I	Collective Trust	**	2,043,943
	Indexed Retirement 2025 I	Collective Trust	**	276,371
	Indexed Retirement 2030 I	Collective Trust	**	5,909,947
	Indexed Retirement 2035 I	Collective Trust	**	824,950
	Indexed Retirement 2040 I	Collective Trust	**	5,125,446
	Indexed Retirement 2045 I	Collective Trust	**	787,800
	Indexed Retirement 2050 I	Collective Trust	**	1,033,155
	Wells Fargo Stable Value Fund C (Galliard)	Collective Trust	**	1,252,100
	Total Collective Trusts		**	21,268,114
*	Perficient, Inc.	Employer securities	**	6,743,964
	Principal Life Insurance Company:			
*	Fixed Income Option 401(a)/401(k)	Guaranteed investment contract	**	4,276,282
		Interest rate of 5.25 – 5.38%, maturing through December, 2017		
*	Participant Loans		**	519,088
	Total investments			\$ 64,981,847

* Party-in-interest transaction considered exempt by the Department of Labor.

** Cost omitted for participant-directed investments.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

The Perficient, Inc. 401(k) Employee
Savings Plan

Date: June 27, 2013

/s/ Paul E. Martin
Paul E. Martin
Chief Financial Officer

EXHIBITS INDEX

Exhibit Number	Description
23.1	Consent of Brown Smith Wallace, L.L.C.

12
