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BANK OF NOVA SCOTIA /  
Form 13F-HR  
November 12, 2010

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2010

Check here if Amendment [ ] ; Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: The Bank of Nova Scotia  
Address: 40 King St. West  
Scotia Plaza 9th Floor  
Toronto, Ontario M5H 1H1

13F File Number: 28-11475

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Abdurrehman Muhammadi  
Title: Vice President, Financial Accounting and Reporting  
Phone: 416-866-7898

Signature, Place, and Date of Signing:

/s/ Abdurrehman Muhammadi Toronto, On, Canada November 12, 2010

Report Type (Check only one.):

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

List of Other Managers Reporting for this Manager:

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

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
 Form13F Information Table Entry Total: 380  
 Form13F Information Table Value Total: \$13,689,870 (thousands)

List of Other Included Managers:

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

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

| FORM 13F INFORMATION TABLE   |                |           |                    |                    |            |              |                    |             |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|-------------|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHARES/<br>PRN AMT | SH/<br>PRN | PUT/<br>CALL | INVSTMT<br>DSCRETN | OTH<br>MANA |
| ABBOTT LABS                  | COM            | 002824100 | 313                | 6000               | SH         |              | DEFINED            | 1           |
| ABBOTT LABS                  | COM            | 002824100 | 583                | 11174              |            |              | DEFINED            |             |
| ACCENTURE PLC IRELAND        | SHS CLASS A    | G1151C101 | 5311               | 125000             | SH         |              | SOLE               |             |
| ACORN ENERGY INC             | COM            | 004848107 | 76                 | 15234              |            |              | DEFINED            | 1           |
| AEGON N V                    | NY REGISTRY SH | 007924103 | 121                | 20347              |            |              | DEFINED            |             |
| AES CORP                     | COM            | 00130H105 | 490                | 43200              | SH         |              | SOLE               |             |
| AETNA INC NEW                | COM            | 00817Y108 | 348                | 11000              | SH         |              | SOLE               |             |
| AGNICO EAGLE MINES LTD       | COM            | 008474108 | 226                | 3189               |            |              | DEFINED            | 1           |
| AGNICO EAGLE MINES LTD       | COM            | 008474108 | 21016              | 295507             | SH         |              | SOLE               |             |
| AGRIUM INC                   | COM            | 008916108 | 21992              | 293036             | SH         |              | SOLE               |             |
| ALCOA INC                    | COM            | 013817101 | 121                | 10000              |            |              | DEFINED            | 1           |
| ALLIANCE DATA SYSTEMS CORP   | COM            | 018581108 | 8122               | 124455             | SH         |              | SOLE               |             |
| ALLIANCE ONE INTL INC        | COM            | 018772103 | 1784               | 429776             | SH         |              | SOLE               |             |
| ALLIANCE ONE INTL INC        | COM            | 018772103 | 355                | 85650              | SH         |              | DEFINED            | 1           |
| AMGEN INC                    | COM            | 031162100 | 5511               | 100000             | SH         |              | SOLE               |             |
| ANADARKO PETE CORP           | COM            | 032511107 | 8557               | 150000             | SH         |              | SOLE               |             |
| ANGIOTECH PHARMACEUTICALS IN | COM            | 034918102 | 117                | 200000             | SH         |              | SOLE               |             |
| APPLE INC                    | COM            | 037833100 | 336                | 1187               |            |              | DEFINED            |             |
| APPLE INC                    | COM            | 037833100 | 5999               | 21105              |            |              | DEFINED            | 1           |
| APPLE INC                    | COM            | 037833100 | 2417               | 8568               | SH         |              | SOLE               |             |
| APPLIED MATLS INC            | COM            | 038222105 | 6338               | 542600             | SH         |              | SOLE               |             |
| ARCELORMITTAL SA LUXEMBOURG  | NY REGISTRY SH | 03938L104 | 330                | 10000              | SH         |              | SOLE               |             |
| ARCELORMITTAL SA LUXEMBOURG  | NY REGISTRY SH | 03938L104 | 3033               | 91791              |            |              | DEFINED            | 1           |
| ARCHER DANIELS MIDLAND CO    | COM            | 039483102 | 30138              | 944177             | SH         |              | SOLE               |             |
| AT&T INC                     | COM            | 00206R102 | 286                | 10000              | SH         |              | DEFINED            | 1           |
| AT&T INC                     | COM            | 00206R102 | 8580               | 300000             | SH         |              | SOLE               |             |
| ATLANTIC PWR CORP            | COM NEW        | 04878Q863 | 9094               | 657300             | SH         |              | SOLE               |             |
| AUGUSTA RES CORP             | COM NEW        | 050912203 | 139                | 40000              | SH         |              | SOLE               |             |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103 | 3003               | 71450              | SH         |              | SOLE               |             |
| BANCO BRADESCO S A           | SP ADR PFD NEW | 059460303 | 21073              | 1034000            | SH         |              | DEFINED            | 1           |
| BANCO SANTANDER SA           | ADR            | 05964H105 | 133                | 10515              | SH         |              | DEFINED            | 1           |

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|                              |                  |           |         |          |    |         |   |
|------------------------------|------------------|-----------|---------|----------|----|---------|---|
| BANK MONTREAL QUE            | COM              | 063671101 | 586     | 10131    |    | DEFINED | 1 |
| BANK MONTREAL QUE            | COM              | 063671101 | 1115764 | 19295504 | SH | SOLE    |   |
| BANK NOVA SCOTIA HALIFAX     | COM              | 064149107 | 5144    | 96360    |    | DEFINED | 1 |
| BANK OF AMERICA CORPORATION  | COM              | 060505104 | 5030    | 382995   |    | DEFINED | 1 |
| BANK OF AMERICA CORPORATION  | COM              | 060505104 | 173123  | 13204624 | SH | SOLE    |   |
| BANK OF NEW YORK MELLON CORP | COM              | 064058100 | 2255    | 86331    |    | DEFINED |   |
| BANRO CORP                   | COM              | 066800103 | 341     | 150000   | SH | SOLE    |   |
| BARCLAYS BK PLC              | DJUBS CMDT ETN36 | 06738C778 | 3234    | 76500    |    | DEFINED |   |
| BARRICK GOLD CORP            | COM              | 067901108 | 519     | 11243    |    | DEFINED | 1 |
| BARRICK GOLD CORP            | COM              | 067901108 | 82058   | 1775097  | SH | SOLE    |   |
| BAYTEX ENERGY TR             | TRUST UNIT       | 073176109 | 7722    | 213100   | SH | SOLE    |   |
| BCE INC                      | COM NEW          | 05534B760 | 94901   | 2915687  | SH | SOLE    |   |
| BCE INC                      | COM NEW          | 05534B760 | 4573    | 140500   | SH | SOLE    | 1 |
| BERKSHIRE HATHAWAY INC DEL   | CL A             | 084670108 | 4980    | 40       |    | DEFINED | 1 |
| BEST BUY INC                 | COM              | 086516101 | 416     | 10200    | SH | SOLE    |   |
| BIGBAND NETWORKS INC         | COM              | 089750509 | 128     | 45000    | SH | DEFINED | 1 |
| BLACKSTONE GROUP L P         | COM UNIT LTD     | 09253U108 | 952     | 75000    | SH | SOLE    |   |
| BLDRS INDEX FDS TR           | EMER MK 50 ADR   | 09348R300 | 989     | 22000    | SH | DEFINED | 1 |
| BOSTON PROPERTIES INC        | COM              | 101121101 | 4939    | 59426    | SH | SOLE    |   |
| BOSTON SCIENTIFIC CORP       | COM              | 101137107 | 882     | 143814   | SH | SOLE    |   |
| BRISTOL MYERS SQUIBB CO      | COM              | 110122108 | 271     | 10000    | SH | DEFINED | 1 |
| BRISTOL MYERS SQUIBB CO      | COM              | 110122108 | 9607    | 354350   | SH | SOLE    |   |
| BROADCOM CORP                | CL A             | 111320107 | 412     | 11650    | SH | SOLE    |   |
| BROCADE COMMUNICATIONS SYS I | COM NEW          | 111621306 | 199     | 34000    | SH | DEFINED | 1 |
| BROOKFIELD ASSET MGMT INC    | CL A LTD VT SH   | 112585104 | 470695  | 16660914 | SH | SOLE    |   |
| BROOKFIELD PPTYS CORP        | COM              | 112900105 | 203407  | 13019835 | SH | SOLE    |   |
| CAE INC                      | COM              | 124765108 | 27457   | 2659432  | SH | SOLE    |   |
| CAMECO CORP                  | COM              | 13321L108 | 19922   | 716539   | SH | SOLE    |   |
| CANADIAN NAT RES LTD         | COM              | 136385101 | 69971   | 2022288  | SH | SOLE    |   |
| CANADIAN NATL RY CO          | COM              | 136375102 | 204118  | 3190890  | SH | SOLE    |   |
| CANADIAN PAC RY LTD          | COM              | 13645T100 | 231     | 3790     |    | DEFINED |   |
| CANADIAN PAC RY LTD          | COM              | 13645T100 | 40660   | 665328   | SH | SOLE    |   |
| CATERPILLAR INC DEL          | COM              | 149123101 | 7868    | 100000   | SH | SOLE    |   |
| CDN IMPERIAL BK OF COMMERCE  | COM              | 136069101 | 276     | 3810     |    | DEFINED | 1 |
| CDN IMPERIAL BK OF COMMERCE  | COM              | 136069101 | 992776  | 13679686 | SH | SOLE    |   |
| CELGENE CORP                 | COM              | 151020104 | 219     | 3800     | SH | SOLE    |   |
| CEMEX SAB DE CV              | SPON ADR NEW     | 151290889 | 7125    | 838240   | SH | SOLE    |   |
| CENOVUS ENERGY INC           | COM              | 15135U109 | 227173  | 7897049  | SH | SOLE    |   |
| CENTRAL FD CDA LTD           | CL A             | 153501101 | 277     | 16700    | SH | DEFINED | 1 |
| CEPHALON INC                 | COM              | 156708109 | 21574   | 346029   | SH | SOLE    |   |
| CHESAPEAKE ENERGY CORP       | COM              | 165167107 | 2259    | 99749    | SH | SOLE    |   |
| CHEVRON CORP NEW             | COM              | 166764100 | 367     | 4527     | SH | DEFINED | 1 |
| CHEVRON CORP NEW             | COM              | 166764100 | 10131   | 125000   | SH | SOLE    |   |
| CISCO SYS INC                | COM              | 17275R102 | 787     | 35961    |    | DEFINED |   |
| CISCO SYS INC                | COM              | 17275R102 | 9824    | 448570   | SH | SOLE    |   |
| CITIGROUP INC                | COM              | 172967101 | 68      | 17625    |    | DEFINED |   |
| CITIGROUP INC                | COM              | 172967101 | 88      | 22600    |    | DEFINED | 1 |
| CITIGROUP INC                | COM              | 172967101 | 3023    | 775000   | SH | SOLE    |   |
| COCA COLA CO                 | COM              | 191216100 | 933     | 15945    |    | DEFINED |   |
| COCA COLA CO                 | COM              | 191216100 | 16918   | 289100   | SH | SOLE    |   |
| COLGATE PALMOLIVE CO         | COM              | 194162103 | 216     | 2812     |    | DEFINED |   |
| COMCAST CORP NEW             | CL A             | 20030N101 | 4989    | 275949   | SH | SOLE    |   |
| COMCAST CORP NEW             | CL A SPL         | 20030N200 | 5103    | 300000   |    | DEFINED | 1 |
| COMPANIA DE MINAS BUENAVENTU | SPONSORED ADR    | 204448104 | 131808  | 2917722  | SH | DEFINED | 1 |
| CONAGRA FOODS INC            | COM              | 205887102 | 439     | 20000    | SH | DEFINED | 1 |
| CONAGRA FOODS INC            | COM              | 205887102 | 9291    | 423439   | SH | SOLE    |   |
| CONOCOPHILLIPS               | COM              | 20825C104 | 254     | 4434     |    | DEFINED | 1 |
| CONOCOPHILLIPS               | COM              | 20825C104 | 315     | 5485     | SH | DEFINED | 1 |
| CONSOL ENERGY INC            | COM              | 20854P109 | 246     | 6650     | SH | SOLE    |   |
| CONSOLIDATED EDISON INC      | COM              | 209115104 | 219     | 4550     | SH | DEFINED | 1 |
| CONSTELLATION BRANDS INC     | CL A             | 21036P108 | 327     | 18500    | SH | DEFINED | 1 |
| COVANTA HLDG CORP            | COM              | 22282E102 | 21256   | 1349550  | SH | SOLE    |   |

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|                               |                |           |        |          |    |           |
|-------------------------------|----------------|-----------|--------|----------|----|-----------|
| CROWN HOLDINGS INC            | COM            | 228368106 | 4299   | 150000   |    | DEFINED 1 |
| CSX CORP                      | COM            | 126408103 | 2766   | 50000    | SH | SOLE      |
| CVS CAREMARK CORPORATION      | COM            | 126650100 | 4721   | 150000   | SH | SOLE      |
| DANA HLDG CORP                | COM            | 235825205 | 147    | 12000    |    | DEFINED   |
| DEERE & CO                    | COM            | 244199105 | 4373   | 62669    | SH | SOLE      |
| DELL INC                      | COM            | 24702R101 | 1177   | 90800    | SH | SOLE      |
| DELTA AIR LINES INC DEL       | COM NEW        | 247361702 | 161    | 13850    |    | DEFINED   |
| DEVON ENERGY CORP NEW         | COM            | 25179M103 | 351    | 5420     | SH | SOLE      |
| DOLE FOOD CO INC NEW          | COM            | 256603101 | 151    | 14900    |    | DEFINED   |
| DOW CHEM CO                   | COM            | 260543103 | 7551   | 275000   | SH | SOLE      |
| DRAGONWAVE INC                | COM            | 26144M103 | 70     | 10000    |    | DEFINED 1 |
| DRAGONWAVE INC                | COM            | 26144M103 | 2400   | 340000   | SH | SOLE      |
| DU PONT E I DE NEMOURS & CO   | COM            | 263534109 | 305    | 6841     |    | DEFINED   |
| E M C CORP MASS               | COM            | 268648102 | 27680  | 1362020  | SH | SOLE      |
| EBAY INC                      | COM            | 278642103 | 588    | 24139    |    | DEFINED   |
| EL PASO CORP                  | COM            | 28336L109 | 3219   | 260000   | SH | SOLE      |
| ELDORADO GOLD CORP NEW        | COM            | 284902103 | 17846  | 965100   | SH | SOLE      |
| ELECTRONIC ARTS INC           | COM            | 285512109 | 3182   | 193700   | SH | SOLE      |
| ENBRIDGE INC                  | COM            | 29250N105 | 745071 | 14221449 | SH | SOLE      |
| ENCANA CORP                   | COM            | 292505104 | 235802 | 7801549  | SH | SOLE      |
| ENDEAVOUR SILVER CORP         | COM            | 29258Y103 | 3101   | 765000   | SH | SOLE      |
| ENERPLUS RES FD               | UNIT TR G NEW  | 29274D604 | 8005   | 310700   | SH | SOLE      |
| ERICSSON L M TEL CO           | ADR B SEK 10   | 294821608 | 10422  | 950000   | SH | SOLE      |
| EXTERRAN HLDGS INC            | COM            | 30225X103 | 9846   | 433545   | SH | SOLE      |
| EXTREME NETWORKS INC          | COM            | 30226D106 | 147    | 47200    | SH | DEFINED 1 |
| EXXON MOBIL CORP              | COM            | 30231G102 | 381    | 6182     |    | DEFINED 1 |
| EXXON MOBIL CORP              | COM            | 30231G102 | 714    | 11562    |    | DEFINED   |
| FLEXTRONICS INTL LTD          | ORD            | Y2573F102 | 1208   | 200000   | SH | SOLE      |
| FORD MTR CO DEL               | COM PAR \$0.01 | 345370860 | 127    | 10400    | SH | SOLE      |
| FOREST CITY ENTERPRISES INC   | CL A           | 345550107 | 3358   | 261751   | SH | SOLE      |
| FREEMPORT-MCMORAN COPPER & GO | COM            | 35671D857 | 110607 | 1295316  | SH | DEFINED 1 |
| FREEMPORT-MCMORAN COPPER & GO | COM            | 35671D857 | 2562   | 30000    | SH | SOLE      |
| GABELLI EQUITY TR INC         | COM            | 362397101 | 58     | 11625    | SH | DEFINED 1 |
| GAYLORD ENTMT CO NEW          | COM            | 367905106 | 3017   | 98904    | SH | SOLE      |
| GENERAL ELECTRIC CO           | COM            | 369604103 | 11452  | 704757   | SH | SOLE      |
| GENERAL ELECTRIC CO           | COM            | 369604103 | 282    | 17368    |    | DEFINED   |
| GENERAL ELECTRIC CO           | COM            | 369604103 | 558    | 34397    |    | DEFINED 1 |
| GILDAN ACTIVEWEAR INC         | COM            | 375916103 | 5186   | 184300   | SH | SOLE      |
| GILEAD SCIENCES INC           | COM            | 375558103 | 1570   | 44100    | SH | SOLE      |
| GLAXOSMITHKLINE PLC           | SPONSORED ADR  | 37733W105 | 1976   | 50000    | SH | SOLE      |
| GOLDCORP INC NEW              | COM            | 380956409 | 38870  | 894452   | SH | SOLE      |
| GOODYEAR TIRE & RUBR CO       | COM            | 382550101 | 1773   | 164966   | SH | SOLE      |
| GOOGLE INC                    | CL A           | 38259P508 | 260    | 495      |    | DEFINED   |
| GOOGLE INC                    | CL A           | 38259P508 | 208    | 397      |    | DEFINED 1 |
| GOOGLE INC                    | CL A           | 38259P508 | 841    | 1600     | SH | SOLE      |
| GREAT BASIN GOLD LTD          | COM            | 390124105 | 3646   | 1500000  | SH | SOLE      |
| HALLIBURTON CO                | COM            | 406216101 | 6905   | 208794   | SH | SOLE      |
| HEINZ H J CO                  | COM            | 423074103 | 10354  | 218667   | SH | SOLE      |
| HEWLETT PACKARD CO            | COM            | 428236103 | 571    | 13578    |    | DEFINED   |
| HEWLETT PACKARD CO            | COM            | 428236103 | 2141   | 51000    | SH | SOLE      |
| HEWLETT PACKARD CO            | COM            | 428236103 | 4741   | 112522   |    | DEFINED 1 |
| HOME DEPOT INC                | COM            | 437076102 | 9504   | 300000   | SH | SOLE      |
| HUTCHINSON TECHNOLOGY INC     | COM            | 448407106 | 35     | 10000    | SH | DEFINED 1 |
| IAMGOLD CORP                  | COM            | 450913108 | 11618  | 655900   | SH | SOLE      |
| IESI BFC LTD                  | COM            | 44951D108 | 21054  | 920000   | SH | SOLE      |
| ILLUMINA INC                  | COM            | 452327109 | 733    | 14900    | SH | SOLE      |
| IMAX CORP                     | COM            | 45245E109 | 254    | 15000    | SH | SOLE      |
| IMPERIAL OIL LTD              | COM NEW        | 453038408 | 16989  | 448184   | SH | SOLE      |
| INGRAM MICRO INC              | CL A           | 457153104 | 214    | 12700    |    | DEFINED   |
| INTEL CORP                    | COM            | 458140100 | 253    | 13151    |    | DEFINED 1 |
| INTEL CORP                    | COM            | 458140100 | 5934   | 308834   | SH | SOLE      |
| INTERNATIONAL BUSINESS MACHS  | COM            | 459200101 | 582    | 4342     |    | DEFINED   |

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|------------------------------|------------------|-----------|--------|----------|----|-----------|
| INTERNATIONAL BUSINESS MACHS | COM              | 459200101 | 3589   | 26754    | SH | SOLE      |
| INTERNATIONAL GAME TECHNOLOG | COM              | 459902102 | 1739   | 120600   | SH | SOLE      |
| ISHARES INC                  | MSCI EMU INDEX   | 464286608 | 2612   | 75454    |    | DEFINED   |
| ISHARES INC                  | MSCI MEX INVEST  | 464286822 | 14970  | 282500   | SH | DEFINED 1 |
| ISHARES INC                  | MSCI MEX INVEST  | 464286822 | 2250   | 42478    |    | DEFINED   |
| ISHARES INC                  | MSCI JAPAN       | 464286848 | 101    | 10234    |    | DEFINED 1 |
| ISHARES INC                  | MSCI JAPAN       | 464286848 | 1614   | 163365   |    | DEFINED   |
| ISHARES INC                  | MSCI BRAZIL      | 464286400 | 571    | 7417     | SH | SOLE      |
| ISHARES INC                  | MSCI BRAZIL      | 464286400 | 52951  | 688169   | SH | DEFINED 1 |
| ISHARES INC                  | MSCI BRAZIL      | 464286400 | 8146   | 105670   |    | DEFINED 1 |
| ISHARES INC                  | MSCI BRAZIL      | 464286400 | 1692   | 22000    |    | DEFINED   |
| ISHARES INC                  | MSCI CDA INDEX   | 464286509 | 6023   | 214550   |    | DEFINED 1 |
| ISHARES SILVER TRUST         | ISHARES          | 46428Q109 | 479    | 22500    |    | DEFINED 1 |
| ISHARES TR                   | RUSSELL1000VAL   | 464287598 | 311    | 5270     | SH | DEFINED 1 |
| ISHARES TR                   | MSCI EMERG MKT   | 464287234 | 27699  | 618690   | SH | DEFINED 1 |
| ISHARES TR                   | RUSSELL 2000     | 464287655 | 2712   | 40184    |    | DEFINED   |
| ISHARES TR                   | RUSSELL 2000     | 464287655 | 4217   | 62500    | SH | SOLE      |
| ISHARES TR                   | RUSSELL 3000     | 464287689 | 476    | 7060     | SH | DEFINED 1 |
| ISHARES TR                   | MSCI EMERG MKT   | 464287234 | 509    | 11375    |    | DEFINED 1 |
| ISHARES TR                   | RUSSELL1000VAL   | 464287598 | 1776   | 30115    |    | DEFINED   |
| ISHARES TR                   | IBOXX INV CPBD   | 464287242 | 353    | 3125     | SH | DEFINED 1 |
| ISHARES TR                   | S&P 500 INDEX    | 464287200 | 481    | 4200     | SH | DEFINED 1 |
| ISHARES TR                   | S&P LTN AM 40    | 464287390 | 17784  | 352000   | SH | DEFINED 1 |
| ISHARES TR                   | RUSSELL1000GRW   | 464287614 | 2091   | 40713    |    | DEFINED   |
| ISHARES TR                   | MSCI EMERG MKT   | 464287234 | 5038   | 112551   |    | DEFINED   |
| ISHARES TR                   | JPMORGAN USD     | 464288281 | 1335   | 11985    |    | DEFINED 1 |
| ISHARES TR                   | HIGH YLD CORP    | 464288513 | 2870   | 32000    | SH | DEFINED 1 |
| ISHARES TR                   | HIGH YLD CORP    | 464288513 | 985    | 10988    |    | DEFINED 1 |
| ISHARES TR                   | FTSE XNHUA IDX   | 464287184 | 568    | 13250    | SH | DEFINED 1 |
| ISHARES TR                   | FTSE XNHUA IDX   | 464287184 | 3676   | 85708    |    | DEFINED 1 |
| ISHARES TR                   | DJ US REAL EST   | 464287739 | 11549  | 218399   | SH | SOLE      |
| ISHARES TR                   | BARCLYS 1-3 YR   | 464287457 | 3314   | 39270    |    | DEFINED 1 |
| ISHARES TR                   | BARCLY USAGG B   | 464287226 | 1152   | 10600    |    | DEFINED 1 |
| ISHARES TR                   | S&P GLB100INDX   | 464287572 | 2973   | 50895    | SH | DEFINED 1 |
| ISHARES TR                   | MSCI ACJPN IDX   | 464288182 | 4384   | 72456    |    | DEFINED   |
| ISHARES TR                   | S&P MIDCAP 400   | 464287507 | 4338   | 54175    |    | DEFINED   |
| ISHARES TR                   | US PFD STK IDX   | 464288687 | 1580   | 39741    |    | DEFINED   |
| ISHARES TR                   | S&P EURO PLUS    | 464287861 | 2147   | 56740    |    | DEFINED   |
| ITAU UNIBANCO HLDG SA        | SPON ADR REP PFD | 465562106 | 49660  | 2053758  | SH | DEFINED 1 |
| IVANHOE ENERGY INC           | COM              | 465790103 | 3619   | 1700000  | SH | SOLE      |
| JOHNSON & JOHNSON            | COM              | 478160104 | 742    | 11987    |    | DEFINED   |
| JOHNSON & JOHNSON            | COM              | 478160104 | 492    | 7940     | SH | DEFINED 1 |
| JOHNSON & JOHNSON            | COM              | 478160104 | 14548  | 234850   | SH | SOLE      |
| JOHNSON CTLS INC             | COM              | 478366107 | 218    | 7135     | SH | SOLE      |
| JPMORGAN CHASE & CO          | COM              | 46625H100 | 2703   | 71000    | SH | SOLE      |
| KIMBERLY CLARK CORP          | COM              | 494368103 | 8868   | 136300   | SH | SOLE      |
| KINGSWAY FINL SVCS INC       | COM              | 496904103 | 82     | 50500    | SH | SOLE      |
| KINROSS GOLD CORP            | COM NO PAR       | 496902404 | 39981  | 2130828  | SH | SOLE      |
| KNIGHT CAP GROUP INC         | CL A COM         | 499005106 | 5175   | 417686   | SH | SOLE      |
| KOPIN CORP                   | COM              | 500600101 | 133    | 37600    | SH | DEFINED 1 |
| KRAFT FOODS INC              | CL A             | 50075N104 | 417    | 13500    | SH | DEFINED 1 |
| KRAFT FOODS INC              | CL A             | 50075N104 | 10769  | 348976   | SH | SOLE      |
| LABOPHARM INC                | COM              | 504905100 | 200    | 200000   | SH | SOLE      |
| LILLY ELI & CO               | COM              | 532457108 | 5238   | 143400   | SH | SOLE      |
| LOWES COS INC                | COM              | 548661107 | 747    | 33500    | SH | SOLE      |
| LULULEMON ATHLETICA INC      | COM              | 550021109 | 23254  | 520000   | SH | SOLE      |
| MAGNA INTL INC               | COM              | 559222401 | 51000  | 621338   | SH | SOLE      |
| MANULIFE FINL CORP           | COM              | 56501R106 | 330    | 26254    |    | DEFINED 1 |
| MANULIFE FINL CORP           | COM              | 56501R106 | 477966 | 37877508 | SH | SOLE      |
| MARATHON OIL CORP            | COM              | 565849106 | 298    | 9000     | SH | DEFINED 1 |
| MARKET VECTORS ETF TR        | AGRIBUS ETF      | 57060U605 | 5856   | 127500   |    | DEFINED 1 |
| MARKET VECTORS ETF TR        | BRAZL SMCP ETF   | 57060U613 | 1011   | 18000    |    | DEFINED 1 |

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|                              |                  |           |       |         |    |         |   |
|------------------------------|------------------|-----------|-------|---------|----|---------|---|
| MARKET VECTORS ETF TR        | GOLD MINER ETF   | 57060U100 | 242   | 4333    | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR        | GOLD MINER ETF   | 57060U100 | 20410 | 364683  | SH | SOLE    |   |
| MARKET VECTORS ETF TR        | RUSSIA ETF       | 57060U506 | 262   | 8065    |    | DEFINED | 1 |
| MARTEN TRANS LTD             | COM              | 573075108 | 7040  | 303750  |    | DEFINED | 1 |
| MASSEY ENERGY COMPANY        | COM              | 576206106 | 1345  | 43346   | SH | SOLE    |   |
| MASTERCARD INC               | CL A             | 57636Q104 | 4973  | 22200   | SH | SOLE    |   |
| MAXIM INTEGRATED PRODS INC   | COM              | 57772K101 | 5553  | 300000  | SH | SOLE    |   |
| MCDONALDS CORP               | COM              | 580135101 | 321   | 4318    |    | DEFINED |   |
| MCDONALDS CORP               | COM              | 580135101 | 4066  | 54475   |    | DEFINED | 1 |
| MDS INC                      | COM              | 55269P302 | 2016  | 200000  | SH | SOLE    |   |
| MEMC ELECTR MATLS INC        | COM              | 552715104 | 2384  | 200000  | SH | SOLE    |   |
| MERCK & CO INC NEW           | COM              | 58933Y105 | 8200  | 222752  | SH | SOLE    |   |
| METHANEX CORP                | COM              | 59151K108 | 39131 | 1595998 | SH | SOLE    |   |
| MGM RESORTS INTERNATIONAL    | COM              | 552953101 | 4726  | 419000  | SH | SOLE    |   |
| MI DEVS INC                  | CL A SUB VTG     | 55304X104 | 7680  | 702162  | SH | SOLE    |   |
| MICRON TECHNOLOGY INC        | COM              | 595112103 | 4300  | 597978  | SH | SOLE    |   |
| MICROSOFT CORP               | COM              | 594918104 | 746   | 30493   |    | DEFINED |   |
| MICROSOFT CORP               | COM              | 594918104 | 308   | 12597   |    | DEFINED | 1 |
| MICROSOFT CORP               | COM              | 594918104 | 22545 | 921021  | SH | SOLE    |   |
| MINEFINDERS LTD              | COM              | 602900102 | 2345  | 240000  | SH | SOLE    |   |
| MONSANTO CO NEW              | COM              | 61166W101 | 3595  | 75000   | SH | SOLE    |   |
| MOODYS CORP                  | COM              | 615369105 | 625   | 25000   | SH | SOLE    |   |
| MORGAN STANLEY               | COM NEW          | 617446448 | 231   | 9365    |    | DEFINED |   |
| MORGAN STANLEY ASIA PAC FD I | COM              | 61744U106 | 183   | 11640   | SH | DEFINED | 1 |
| MYLAN INC                    | COM              | 628530107 | 7344  | 390416  | SH | SOLE    |   |
| NAVISTAR INTL CORP NEW       | COM              | 63934E108 | 1824  | 41799   | SH | SOLE    |   |
| NETFLIX INC                  | COM              | 64110L106 | 2298  | 14174   | SH | SOLE    |   |
| NEUSTAR INC                  | CL A             | 64126X201 | 467   | 18800   | SH | DEFINED | 1 |
| NEWELL RUBBERMAID INC        | COM              | 651229106 | 7524  | 422463  | SH | SOLE    |   |
| NEWMONT MINING CORP          | COM              | 651639106 | 16538 | 263300  | SH | DEFINED | 1 |
| NEWMONT MINING CORP          | COM              | 651639106 | 17476 | 278240  | SH | SOLE    |   |
| NEXEN INC                    | COM              | 65334H102 | 26596 | 1321541 | SH | SOLE    |   |
| NISOURCE INC                 | COM              | 65473P105 | 5220  | 300000  | SH | SOLE    |   |
| NOKIA CORP                   | SPONSORED ADR    | 654902204 | 6424  | 640500  | SH | SOLE    |   |
| NORDSTROM INC                | COM              | 655664100 | 744   | 20000   | SH | SOLE    |   |
| NORTHERN DYNASTY MINERALS LT | COM NEW          | 66510M204 | 3391  | 400000  | SH | SOLE    |   |
| NORTHGATE MINERALS CORP      | COM              | 666416102 | 1512  | 500000  | SH | SOLE    |   |
| NUCOR CORP                   | COM              | 670346105 | 537   | 14000   | SH | SOLE    |   |
| NVIDIA CORP                  | COM              | 67066G104 | 1065  | 91200   | SH | SOLE    |   |
| OFFICE DEPOT INC             | COM              | 676220106 | 936   | 203500  | SH | SOLE    |   |
| ORACLE CORP                  | COM              | 68389X105 | 5236  | 195000  | SH | SOLE    |   |
| PAETEC HOLDING CORP          | COM              | 695459107 | 3437  | 836205  | SH | SOLE    |   |
| PENGROWTH ENERGY TR          | TR UNIT NEW      | 706902509 | 2756  | 250000  | SH | SOLE    |   |
| PENN WEST ENERGY TR          | TR UNIT          | 707885109 | 22357 | 1115229 | SH | SOLE    |   |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR    | 71654V408 | 54405 | 1500000 | SH | DEFINED | 1 |
| PFIZER INC                   | COM              | 717081103 | 19729 | 1149026 | SH | SOLE    |   |
| PHILIP MORRIS INTL INC       | COM              | 718172109 | 325   | 5818    |    | DEFINED |   |
| PIMCO INCOME STRATEGY FUND   | COM              | 72201H108 | 214   | 18000   |    | DEFINED | 1 |
| PLATINUM GROUP METALS LTD    | COM NEW          | 72765Q205 | 117   | 50000   | SH | SOLE    |   |
| POTASH CORP SASK INC         | COM              | 73755L107 | 75043 | 523369  | SH | SOLE    |   |
| POWERSHARES DB CMDTY IDX TRA | UNIT BEN INT     | 73935S105 | 3645  | 151200  |    | DEFINED |   |
| POWERSHARES INDIA ETF TR     | INDIA PORT       | 73935L100 | 2400  | 95000   | SH | SOLE    |   |
| POWERSHARES QQQ TRUST        | UNIT SER 1       | 73935A104 | 490   | 10000   |    | DEFINED | 1 |
| POWERSHARES QQQ TRUST        | UNIT SER 1       | 73935A104 | 16046 | 327000  | SH | DEFINED | 1 |
| PROCTER & GAMBLE CO          | COM              | 742718109 | 20546 | 342600  | SH | SOLE    |   |
| PROCTER & GAMBLE CO          | COM              | 742718109 | 347   | 5800    |    | DEFINED | 1 |
| PROSHARES TR                 | PSHS ULTSH 20YRS | 74347R297 | 1828  | 58500   |    | DEFINED |   |
| PRUDENTIAL FINL INC          | COM              | 744320102 | 298   | 5500    | SH | SOLE    |   |
| QLOGIC CORP                  | COM              | 747277101 | 1764  | 100000  | SH | SOLE    |   |
| QUEST DIAGNOSTICS INC        | COM              | 74834L100 | 2528  | 50094   |    | DEFINED | 1 |
| RANDGOLD RES LTD             | ADR              | 752344309 | 2993  | 29500   | SH | SOLE    |   |
| RENTECH INC                  | COM              | 760112102 | 59    | 60000   | SH | DEFINED | 1 |

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|                               |                |           |         |          |    |         |   |
|-------------------------------|----------------|-----------|---------|----------|----|---------|---|
| RESEARCH IN MOTION LTD        | COM            | 760975102 | 272     | 5605     |    | DEFINED | 1 |
| RESEARCH IN MOTION LTD        | COM            | 760975102 | 42863   | 879153   | SH | SOLE    |   |
| RF MICRODEVICES INC           | COM            | 749941100 | 320     | 52200    |    | DEFINED |   |
| RITCHIE BROS AUCTIONEERS      | COM            | 767744105 | 18433   | 891000   | SH | SOLE    |   |
| ROGERS COMMUNICATIONS INC     | CL B           | 775109200 | 481150  | 12851710 | SH | SOLE    |   |
| ROYAL BK CDA MONTREAL QUE     | COM            | 780087102 | 1924    | 36921    |    | DEFINED | 1 |
| ROYAL BK CDA MONTREAL QUE     | COM            | 780087102 | 2346004 | 45029733 | SH | SOLE    |   |
| ROYAL BK SCOTLAND GROUP PLC   | SP ADR L RP PF | 780097788 | 269     | 14000    |    | DEFINED | 1 |
| ROYAL BK SCOTLAND GROUP PLC   | SPON ADR SER H | 780097879 | 282     | 12000    |    | DEFINED | 1 |
| RUBICON MINERALS CORP         | COM            | 780911103 | 2056    | 500000   | SH | SOLE    |   |
| SALESFORCE COM INC            | COM            | 79466L302 | 5763    | 51543    | SH | SOLE    |   |
| SANDISK CORP                  | COM            | 80004C101 | 432     | 11800    | SH | SOLE    |   |
| SANMINA SCI CORP              | COM NEW        | 800907206 | 28      | 11925    |    | DEFINED |   |
| SAP AG                        | SPON ADR       | 803054204 | 1233    | 25000    | SH | SOLE    |   |
| SARA LEE CORP                 | COM            | 803111103 | 1698    | 126428   | SH | SOLE    |   |
| SBA COMMUNICATIONS CORP       | COM            | 78388J106 | 19898   | 493752   | SH | SOLE    |   |
| SCHLUMBERGER LTD              | COM            | 806857108 | 860     | 13967    |    | DEFINED |   |
| SEACHANGE INTL INC            | COM            | 811699107 | 555     | 74892    | SH | DEFINED | 1 |
| SELECT SECTOR SPDR TR         | SBI MATERIALS  | 81369Y100 | 4786    | 146000   | SH | SOLE    |   |
| SELECT SECTOR SPDR TR         | SBI INT-TECH   | 81369Y803 | 230     | 10000    | SH | SOLE    |   |
| SELECT SECTOR SPDR TR         | SBI INT-INDS   | 81369Y704 | 21896   | 700000   | SH | SOLE    |   |
| SELECT SECTOR SPDR TR         | SBI INT-FINL   | 81369Y605 | 5202    | 362450   | SH | SOLE    |   |
| SELECT SECTOR SPDR TR         | SBI CONS STPLS | 81369Y308 | 557     | 20000    | SH | SOLE    |   |
| SELECT SECTOR SPDR TR         | SBI INT-ENERGY | 81369Y506 | 4697    | 83696    | SH | SOLE    |   |
| SHAW COMMUNICATIONS INC       | CL B CONV      | 82028K200 | 145998  | 6627403  | SH | SOLE    |   |
| SOUTHERN COPPER CORP          | COM            | 84265V105 | 73211   | 2084669  | SH | DEFINED | 1 |
| SOUTHWEST AIRLS CO            | COM            | 844741108 | 325     | 24900    | SH | SOLE    |   |
| SOUTHWEST GAS CORP            | COM            | 844895102 | 4232    | 126000   | SH | SOLE    |   |
| SPDR DOW JONES INDL AVRG ETF  | UT SER 1       | 78467X109 | 335     | 3100     | SH | DEFINED | 1 |
| SPDR GOLD TRUST               | GOLD SHS       | 78463V107 | 923     | 7213     | SH | DEFINED | 1 |
| SPDR GOLD TRUST               | GOLD SHS       | 78463V107 | 685     | 5362     |    | DEFINED | 1 |
| SPDR GOLD TRUST               | GOLD SHS       | 78463V107 | 5809    | 45421    |    | DEFINED |   |
| SPDR INDEX SHS FDS            | S&P EMKTSC ETF | 78463X756 | 1369    | 25000    |    | DEFINED | 1 |
| SPDR S&P 500 ETF TR           | TR UNIT        | 78462F103 | 17111   | 149929   |    | DEFINED |   |
| SPDR S&P 500 ETF TR           | TR UNIT        | 78462F103 | 1899    | 16646    |    | DEFINED | 1 |
| SPDR S&P 500 ETF TR           | TR UNIT        | 78462F103 | 42799   | 375000   | SH | DEFINED | 1 |
| SPDR SERIES TRUST             | S&P HOMEBUILD  | 78464A888 | 1976    | 125000   | SH | SOLE    |   |
| SPRINT NEXTEL CORP            | COM SER 1      | 852061100 | 100     | 20670    | SH | SOLE    |   |
| STANDARD MTR PRODS INC        | COM            | 853666105 | 149     | 14200    |    | DEFINED |   |
| SUN LIFE FINL INC             | COM            | 866796105 | 306450  | 11709532 | SH | SOLE    |   |
| SUNCOR ENERGY INC NEW         | COM            | 867224107 | 289     | 8870     |    | DEFINED | 1 |
| SUNCOR ENERGY INC NEW         | COM            | 867224107 | 97652   | 2998411  | SH | SOLE    |   |
| SUNPOWER CORP                 | COM CL A       | 867652109 | 1307    | 91442    | SH | SOLE    |   |
| SUPERVALU INC                 | COM            | 868536103 | 1745    | 151334   | SH | SOLE    |   |
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR  | 874039100 | 4129    | 407200   | SH | SOLE    |   |
| TAKE-TWO INTERACTIVE SOFTWARE | COM            | 874054109 | 5064    | 499406   | SH | SOLE    |   |
| TALISMAN ENERGY INC           | COM            | 87425E103 | 41488   | 2370891  | SH | SOLE    |   |
| TANZANIAN ROYALTY EXPL CORP   | COM            | 87600U104 | 719     | 100000   | SH | SOLE    |   |
| TARGET CORP                   | COM            | 87612E106 | 522     | 9772     | SH | SOLE    |   |
| TATA MTRS LTD                 | SPONSORED ADR  | 876568502 | 8929    | 350000   | SH | SOLE    |   |
| TECK RESOURCES LTD            | CL B           | 878742204 | 50367   | 1223700  | SH | DEFINED | 1 |
| TECK RESOURCES LTD            | CL B           | 878742204 | 35521   | 863357   | SH | SOLE    |   |
| TELECOMMUNICATION SYS INC     | CL A           | 87929J103 | 263     | 67250    | SH | DEFINED | 1 |
| TELECOMMUNICATION SYS INC     | CL A           | 87929J103 | 280     | 71700    | SH | SOLE    |   |
| TELLABS INC                   | COM            | 879664100 | 81      | 11000    |    | DEFINED |   |
| TELUS CORP                    | NON-VTG SHS    | 87971M202 | 121364  | 2862511  | SH | SOLE    |   |
| TESORO CORP                   | COM            | 881609101 | 3123    | 233778   | SH | SOLE    |   |
| TEVA PHARMACEUTICAL INDS LTD  | ADR            | 881624209 | 5347    | 101375   | SH | SOLE    |   |
| TEXAS INSTRS INC              | COM            | 882508104 | 8142    | 300000   | SH | SOLE    |   |
| THOMSON REUTERS CORP          | COM            | 884903105 | 32371   | 860831   | SH | SOLE    |   |
| TIFFANY & CO NEW              | COM            | 886547108 | 235     | 5000     | SH | SOLE    |   |
| TIM HORTONS INC               | COM            | 88706M103 | 13095   | 359375   | SH | SOLE    |   |

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|                              |                |           |         |          |    |         |   |
|------------------------------|----------------|-----------|---------|----------|----|---------|---|
| TORONTO DOMINION BK ONT      | COM NEW        | 891160509 | 11550   | 159820   |    | DEFINED | 1 |
| TORONTO DOMINION BK ONT      | COM NEW        | 891160509 | 1776668 | 24546873 | SH | SOLE    |   |
| TRANSALTA CORP               | COM            | 89346D107 | 193542  | 9065043  | SH | SOLE    |   |
| TRANSALTA CORP               | COM            | 89346D107 | 32024   | 1500000  | SH | SOLE    | 1 |
| TRANSCANADA CORP             | COM            | 89353D107 | 520074  | 14015119 | SH | SOLE    |   |
| TRANSCANADA CORP             | COM            | 89353D107 | 25048   | 675000   | SH | SOLE    | 1 |
| TRANSCANADA CORP             | COM            | 89353D107 | 386     | 10406    |    | DEFINED | 1 |
| UNILEVER N V                 | N Y SHS NEW    | 904784709 | 242     | 8126     |    | DEFINED | 1 |
| UNITED STATES NATL GAS FUND  | UNIT           | 912318102 | 160     | 26000    | SH | DEFINED | 1 |
| UNITED STATES OIL FUND LP    | UNITS          | 91232N108 | 836     | 24000    | SH | SOLE    |   |
| US ECOLOGY INC               | COM            | 91732J102 | 263     | 16420    | SH | DEFINED | 1 |
| VALE S A                     | ADR            | 91912E105 | 3145    | 100582   |    | DEFINED | 1 |
| VALE S A                     | ADR            | 91912E105 | 78507   | 2510719  | SH | DEFINED | 1 |
| VALE S A                     | ADR            | 91912E105 | 3002    | 96000    | SH | SOLE    |   |
| VALERO ENERGY CORP NEW       | COM            | 91913Y100 | 7419    | 423729   | SH | SOLE    |   |
| VANGUARD INDEX FDS           | VALUE ETF      | 922908744 | 370     | 7600     |    | DEFINED | 1 |
| VANGUARD INDEX FDS           | STK MRK ETF    | 922908769 | 6911    | 118185   |    | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | ALLWRLD EX US  | 922042775 | 1362    | 30000    |    | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | EMR MKT ETF    | 922042858 | 1969    | 43300    |    | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | EMR MKT ETF    | 922042858 | 2127    | 46797    | SH | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | EURPEAN ETF    | 922042874 | 2648    | 54359    |    | DEFINED |   |
| VANGUARD INTL EQUITY INDEX F | EURPEAN ETF    | 922042874 | 10792   | 221100   |    | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | EURPEAN ETF    | 922042874 | 507     | 10400    | SH | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | PACIFIC ETF    | 922042866 | 5848    | 108400   |    | DEFINED | 1 |
| VISA INC                     | COM CL A       | 92826C839 | 4316    | 82260    | SH | SOLE    |   |
| VONAGE HLDGS CORP            | COM            | 92886T201 | 356     | 139454   | SH | DEFINED | 1 |
| VORNADO RLTY TR              | SH BEN INT     | 929042109 | 897     | 10491    | SH | SOLE    |   |
| WAL MART STORES INC          | COM            | 931142103 | 4817    | 90000    | SH | SOLE    |   |
| WELLS FARGO & CO NEW         | COM            | 949746101 | 3775    | 150239   | SH | SOLE    |   |
| WENDYS ARBYS GROUP INC       | COM            | 950587105 | 285     | 63000    | SH | DEFINED | 1 |
| WESTERN REFNG INC            | COM            | 959319104 | 110     | 21000    | SH | DEFINED | 1 |
| WESTERN UN CO                | COM            | 959802109 | 176     | 10000    |    | DEFINED |   |
| WHIRLPOOL CORP               | COM            | 963320106 | 4048    | 50000    | SH | SOLE    |   |
| WHOLE FOODS MKT INC          | COM            | 966837106 | 1856    | 50000    | SH | SOLE    |   |
| WILEY JOHN & SONS INC        | CL B           | 968223305 | 8246    | 200000   |    | DEFINED | 1 |
| WISDOMTREE TRUST             | INDIA ERNGS FD | 97717W422 | 3692    | 140000   | SH | SOLE    |   |
| XILINX INC                   | COM            | 983919101 | 2989    | 115749   | SH | SOLE    |   |
| YAHOO INC                    | COM            | 984332106 | 1645    | 116103   | SH | SOLE    |   |
| YAMANA GOLD INC              | COM            | 98462Y100 | 14908   | 1307219  | SH | SOLE    |   |