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

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2012

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

Institutional Investment Manager Filing this Report:

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

13F File Number: 28-11475

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ Abdurrehman Muhammadi Toronto, ON, Canada August 14, 2012

Report Type (Check only one.):

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

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
028-11461	Scotia Capital Inc.
028-13705	Scotia Asset Management L.P.
028-11459	Bank of Nova Scotia Trust Co.

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 371

Form 13F Information Table Value Total: \$16,493,537 (thousands)

List of Other Included Managers:

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

No.	13F File Number	Name
	028-11472	BNS Investment Inc.

FORM 13F INFORMATION TABLE									
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTH MANA	
3M CO	COM	88579Y101	10573	118000	SH		SOLE		
ABBOTT LABS	COM	002824100	555	8608	SH		DEFINED	1	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	17516	291500	SH		SOLE		
ADVANCED MICRO DEVICES INC	COM	007903107	1756	306479	SH		SOLE		
AEGON N V	NY REGISTRY SH	007924103	96	20963	SH		DEFINED	1	
AES CORP	COM	00130H105	426	33200	SH		SOLE		
AFLAC INC	COM	001055102	7842	184127	SH		SOLE		
AGNICO EAGLE MINES LTD	COM	008474108	22995	567507	SH		SOLE		
AGRIUM INC	COM	008916108	55118	621636	SH		SOLE		
ALLIANCE DATA SYSTEMS CORP	COM	018581108	4450	32964	SH		SOLE		
ALLIANCE ONE INTL INC	COM	018772103	1864	538707	SH		SOLE		
ALPHA NATURAL RESOURCES INC	COM	02076X102	464	53279	SH		SOLE		
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	356	13800	SH		SOLE		
AMERICAN EQTY INVT LIFE HLD	COM	025676206	1950	177149	SH		SOLE		
AMGEN INC	COM	031162100	7304	100000	SH		SOLE		
ANADARKO PETE CORP	COM	032511107	13240	200000	SH		SOLE		
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	2542	31914	SH		SOLE		
APPLE INC	COM	037833100	793	1359	SH		DEFINED		
APPLE INC	COM	037833100	272	467	SH		DEFINED	1	
APPLE INC	COM	037833100	2566	4393	SH		SOLE		
APPLIED MATLS INC	COM	038222105	13954	1217608	SH		SOLE		
ARCHER DANIELS MIDLAND CO	COM	039483102	7375	249825	SH		SOLE		
AT&T INC	COM	00206R102	575	16146	SH		DEFINED	1	
ATLANTIC PWR CORP	COM NEW	04878Q863	21555	1685746	SH		SOLE		
AURICO GOLD INC	COM	05155C105	2410	300000	SH		SOLE		
AUTOMATIC DATA PROCESSING IN	COM	053015103	10990	197450	SH		SOLE		
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	26256	1765680	SH		DEFINED	1	
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	11342	762750	SH		SOLE		
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	8718	1124950	SH		SOLE		
BANCO SANTANDER SA	ADR	05964H105	69	10515	SH		DEFINED	1	
BANCO SANTANDER SA	ADR	05964H105	1089	166001	SH		SOLE		
BANK MONTREAL QUE	COM	063671101	1201748	21749904	SH		SOLE		
BANK NOVA SCOTIA HALIFAX	COM	064149107	3946	76169	SH		DEFINED	1	
BANK OF AMERICA CORPORATION	COM	060505104	135	16550	SH		DEFINED		
BANK OF AMERICA CORPORATION	COM	060505104	11420	1396106	SH		SOLE		
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	1677	41740	SH		DEFINED	1	
BARRICK GOLD CORP	COM	067901108	118993	3158197	SH		SOLE		

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BAXTER INTL INC	COM	071813109	323	6101	SH	DEFINED	1
BAYTEX ENERGY CORP	COM	07317Q105	13251	314600	SH	SOLE	
BCE INC	COM NEW	05534B760	533	12938	SH	DEFINED	1
BCE INC	COM NEW	05534B760	147943	3587871	SH	SOLE	
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	5122	41	SH	DEFINED	1
BEST BUY INC	COM	086516101	493	23500	SH	SOLE	
BHP BILLITON LTD	SPONSORED ADR	088606108	1502	23000	SH	SOLE	
BOEING CO	COM	097023105	328	4425	SH	DEFINED	1
BOSTON SCIENTIFIC CORP	COM	101137107	345	60914	SH	SOLE	
BRASKEM S A	SP ADR PFD A	105532105	225	16900	SH	SOLE	
BRIGUS GOLD CORP	COM	109490102	422	500000	SH	SOLE	
BRISTOL MYERS SQUIBB CO	COM	110122108	374	10400	SH	DEFINED	1
BRISTOL MYERS SQUIBB CO	COM	110122108	18487	514238	SH	SOLE	
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	168	34000	SH	DEFINED	1
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	426553	12883525	SH	SOLE	
BROOKFIELD OFFICE PPTYS INC	COM	112900105	134286	7672685	SH	SOLE	
CAE INC	COM	124765108	20696	2130356	SH	SOLE	
CAMECO CORP	COM	13321L108	26040	1184339	SH	SOLE	
CAMPBELL SOUP CO	COM	134429109	335	10050	SH	DEFINED	1
CANADIAN NAT RES LTD	COM	136385101	99059	3692388	SH	SOLE	
CANADIAN NATL RY CO	COM	136375102	314383	3716890	SH	SOLE	
CANADIAN PAC RY LTD	COM	13645T100	40543	552219	SH	SOLE	
CARNIVAL CORP	PAIRED CTF	143658300	1327	38728	SH	SOLE	
CATERPILLAR INC DEL	COM	149123101	1166	13745	SH	DEFINED	1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	299	4251	SH	DEFINED	
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1228046	17450145	SH	SOLE	
CEMENTOS PACASMAYO S A A	SPON ADR REP 5	15126Q109	15607	1550000	SH	DEFINED	1
CENOVUS ENERGY INC	COM	15135U109	292981	9215428	SH	SOLE	
CENTRAL FD CDA LTD	CL A	153501101	260	13150	SH	DEFINED	
CENTRAL FD CDA LTD	CL A	153501101	330	16700	SH	DEFINED	1
CHESAPEAKE ENERGY CORP	COM	165167107	2453	131900	SH	SOLE	
CHEVRON CORP NEW	COM	166764100	723	6856	SH	DEFINED	1
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	10551	193000	SH	SOLE	
CISCO SYS INC	COM	17275R102	929	54135	SH	DEFINED	
CISCO SYS INC	COM	17275R102	415	24197	SH	DEFINED	1
CISCO SYS INC	COM	17275R102	7710	449051	SH	SOLE	
CITIGROUP INC	COM NEW	172967424	2201	80294	SH	SOLE	
CLIFFS NATURAL RESOURCES INC	COM	18683K101	2070	42000	SH	SOLE	
COCA COLA CO	COM	191216100	721	9230	SH	DEFINED	1
COCA COLA CO	COM	191216100	25719	328919	SH	SOLE	
COLGATE PALMOLIVE CO	COM	194162103	690	6638	SH	DEFINED	
COLGATE PALMOLIVE CO	COM	194162103	1787	17166	SH	SOLE	
COMCAST CORP NEW	CL A SPL	20030N200	9420	300000	SH	DEFINED	1
COMPANHIA DE BEBIDAS DAS AME	SPON ADR PFD	20441W203	11392	297200	SH	SOLE	
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	3620	196500	SH	SOLE	
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	1772	312500	SH	SOLE	
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	155954	4106221	SH	DEFINED	1
CONAGRA FOODS INC	COM	205887102	519	20000	SH	DEFINED	1
CONAGRA FOODS INC	COM	205887102	14318	552160	SH	SOLE	
CONOCOPHILLIPS	COM	20825C104	741	13263	SH	DEFINED	1
CONOCOPHILLIPS	COM	20825C104	447	8000	SH	SOLE	
CONSOLIDATED EDISON INC	COM	209115104	283	4550	SH	DEFINED	1
COSAN LTD	SHS A	G25343107	5584	440000	SH	DEFINED	1
COVANTA HLDG CORP	COM	22282E102	37881	2208825	SH	SOLE	
CREDICORP LTD	COM	G2519Y108	224255	1781363	SH	DEFINED	1
CREDIT SUISSE NASSAU BRH	VIX SHT TRM FT	22542D761	98	20000	SH	SOLE	
CROWN HOLDINGS INC	COM	228368106	5173	150000	SH	DEFINED	1
CUMMINS INC	COM	231021106	5815	60000	SH	SOLE	
DEALERTRACK HLDGS INC	COM	242309102	1530	50800	SH	SOLE	
DELL INC	COM	24702R101	1000	79900	SH	SOLE	
DEVON ENERGY CORP NEW	COM	25179M103	656	11315	SH	SOLE	
DOW CHEM CO	COM	260543103	12140	385400	SH	SOLE	

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E M C CORP MASS	COM	268648102	203	7959	SH	DEFINED
E M C CORP MASS	COM	268648102	30885	1204977	SH	SOLE
EBAY INC	COM	278642103	360	8585	SH	DEFINED 1
ELDORADO GOLD CORP NEW	COM	284902103	29779	2416700	SH	SOLE
EMPRESA NACIONAL DE ELCTRCID	SPONSORED ADR	29244T101	891	17468	SH	DEFINED 1
ENBRIDGE INC	COM	29250N105	1182591	29613698	SH	SOLE
ENCANA CORP	COM	292505104	291	14000	SH	DEFINED
ENCANA CORP	COM	292505104	188067	9031349	SH	SOLE
ENERPLUS CORP	COM	292766102	7404	576400	SH	SOLE
ENERSIS S A	SPONSORED ADR	29274F104	224	12000	SH	DEFINED 1
ENTREE GOLD INC	COM	29383G100	37	59250	SH	SOLE
ERICSSON	ADR B SEK 10	294821608	9769	1070000	SH	SOLE
EXCO RESOURCES INC	COM	269279402	144	19000	SH	DEFINED 1
EXTERRAN HLDGS INC	COM	30225X103	3974	311723	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	934	10915	SH	DEFINED 1
EXXON MOBIL CORP	COM	30231G102	430	5034	SH	DEFINED
FLUOR CORP NEW	COM	343412102	5020	112600	SH	SOLE
FORD MTR CO DEL	COM PAR \$0.01	345370860	235	24469	SH	SOLE
FOREST CITY ENTERPRISES INC	CL A	345550107	7383	505710	SH	SOLE
FRANCO NEVADA CORP	COM	351858105	2758	61000	SH	SOLE
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	62502	1834512	SH	DEFINED 1
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	12620	370500	SH	SOLE
GAFISA S A	SPONS ADR	362607301	29	11568	SH	DEFINED
GAYLORD ENTMT CO NEW	COM	367905106	4701	121920	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	1598	76736	SH	DEFINED 1
GENERAL ELECTRIC CO	COM	369604103	12488	599246	SH	SOLE
GENERAL MLS INC	COM	370334104	7708	200000	SH	SOLE
GERDAU S A	SPONSORED ADR	373737105	3206	365950	SH	SOLE
GILDAN ACTIVEWEAR INC	COM	375916103	9980	362100	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	25765	502435	SH	SOLE
GOLDCORP INC NEW	COM	380956409	106593	2830752	SH	SOLE
GOODYEAR TIRE & RUBR CO	COM	382550101	2157	182656	SH	SOLE
GOOGLE INC	CL A	38259P508	1047	1806	SH	DEFINED 1
GROUPE CGI INC	CL A SUB VTG	39945C109	2712	112600	SH	SOLE
GRUPO TELEVISIA SA	SPON ADR REP ORD	40049J206	1633	76040	SH	SOLE
HALLIBURTON CO	COM	406216101	8517	300000	SH	SOLE
HEINZ H J CO	COM	423074103	16745	307924	SH	SOLE
HERSHEY CO	COM	427866108	509	7060	SH	SOLE
HEWLETT PACKARD CO	COM	428236103	2254	112072	SH	SOLE
HOME DEPOT INC	COM	437076102	15897	300000	SH	SOLE
HUDBAY MINERALS INC	COM	443628102	1542	200000	SH	SOLE
HUMAN GENOME SCIENCES INC	COM	444903108	1620	123387	SH	SOLE
IAMGOLD CORP	COM	450913108	13360	1129500	SH	SOLE
ICONIX BRAND GROUP INC	COM	451055107	4865	278500	SH	SOLE
IMPERIAL OIL LTD	COM NEW	453038408	32823	784284	SH	SOLE
INTEL CORP	COM	458140100	276	10385	SH	DEFINED 1
INTEL CORP	COM	458140100	7995	300000	SH	SOLE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	2317	147100	SH	SOLE
ISHARES GOLD TRUST	ISHARES	464285105	954	61300	SH	DEFINED 1
ISHARES INC	MSCI AUSTRALIA	464286103	619	7659	SH	DEFINED 1
ISHARES INC	MSCI BRAZIL	464286400	1550	30000	SH	DEFINED
ISHARES INC	MSCI BRAZIL	464286400	48647	943613	SH	DEFINED 1
ISHARES INC	MSCI CDA INDEX	464286509	1537	60196	SH	DEFINED 1
ISHARES INC	MSCI CHILE INVES	464286640	410	11271	SH	DEFINED 1
ISHARES INC	MSCI UTD KINGD	464286699	224	18315	SH	DEFINED 1
ISHARES INC	MSCI TAIWAN	464286731	1243	23735	SH	DEFINED 1
ISHARES INC	MSCI S KOREA	464286772	317	22376	SH	DEFINED 1
ISHARES INC	MSCI GERMAN	464286806	3320	121300	SH	DEFINED 1
ISHARES INC	MSCI MEX INVEST	464286822	1793	34015	SH	DEFINED 1
ISHARES INC	MSCI JAPAN	464286848	3147	334501	SH	DEFINED
ISHARES INC	MSCI HONG KONG	464286871	663	50062	SH	DEFINED 1
ISHARES SILVER TRUST	ISHARES	46428Q109	533	20000	SH	DEFINED

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ISHARES SILVER TRUST	ISHARES	46428Q109	454	17050	SH	DEFINED	1
ISHARES TR	S&P 100 IDX FD	464287101	400	6400	SH	DEFINED	1
ISHARES TR	DJ SEL DIV INX	464287168	351	6258	SH	DEFINED	
ISHARES TR	FTSE CHINA25 IDX	464287184	596	12329	SH	DEFINED	1
ISHARES TR	S&P 500 INDEX	464287200	846	16935	SH	DEFINED	1
ISHARES TR	MSCI EMERG MKT	464287234	35930	918413	SH	DEFINED	1
ISHARES TR	S&P LTN AM 40	464287390	1320	32194	SH	DEFINED	1
ISHARES TR	MSCI EAFE INDEX	464287465	1707	34160	SH	DEFINED	1
ISHARES TR	RUSSELL MIDCAP	464287499	1687	16021	SH	DEFINED	1
ISHARES TR	S&P MIDCAP 400	464287507	2469	26225	SH	DEFINED	1
ISHARES TR	NASDAQ BIO INDX	464287556	30929	238000	SH	DEFINED	1
ISHARES TR	S&P GLB100INDEX	464287572	4846	82138	SH	DEFINED	1
ISHARES TR	CONS SRVC IDX	464287580	370	7725	SH	DEFINED	1
ISHARES TR	RUSSELL 3000	464287689	458	5700	SH	DEFINED	1
ISHARES TR	DJ US TECH SEC	464287721	2107	29604	SH	DEFINED	1
ISHARES TR	S&P EURO PLUS	464287861	219	6500	SH	DEFINED	
ISHARES TR	MSCI ACJPN IDX	464288182	5999	113818	SH	DEFINED	1
ISHARES TR	HIGH YLD CORP	464288513	3876	42469	SH	DEFINED	1
ISHARES TR	MSCI PERU CAP	464289842	37435	884754	SH	DEFINED	1
ISHARES TR	INDONE INVS MRKT	46429B309	908	14854	SH	DEFINED	1
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	22214	1595880	SH	DEFINED	1
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	15724	1129600	SH	SOLE	
IVANHOE ENERGY INC	COM	465790103	441	925400	SH	SOLE	
IVANHOE MINES LTD	COM	46579N103	1468	149000	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	1352	20022	SH	DEFINED	1
JOHNSON & JOHNSON	COM	478160104	20247	299694	SH	SOLE	
JPMORGAN CHASE & CO	COM	46625H100	5931	166000	SH	SOLE	
JUST ENERGY GROUP INC	COM	48213W101	22686	2066185	SH	SOLE	
KIMBERLY CLARK CORP	COM	494368103	16427	196100	SH	SOLE	
KINDER MORGAN INC DEL	COM	49456B101	3508	108862	SH	SOLE	
KINGSWAY FINL SVCS INC	COM	496904103	31	50500	SH	SOLE	
KINROSS GOLD CORP	COM NO PAR	496902404	30685	3758147	SH	SOLE	
KNIGHT CAP GROUP INC	CL A COM	499005106	3813	319320	SH	SOLE	
KOPIN CORP	COM	500600101	141	41000	SH	DEFINED	1
KRAFT FOODS INC	CL A	50075N104	399	10355	SH	DEFINED	1
KRAFT FOODS INC	CL A	50075N104	15469	400543	SH	SOLE	
LILLY ELI & CO	COM	532457108	9672	225400	SH	SOLE	
LOWES COS INC	COM	548661107	637	22400	SH	SOLE	
LULULEMON ATHLETICA INC	COM	550021109	40225	675000	SH	SOLE	
MAGNA INTL INC	COM	559222401	48508	1227826	SH	SOLE	
MANULIFE FINL CORP	COM	56501R106	499728	45880581	SH	SOLE	
MARATHON OIL CORP	COM	565849106	234	9169	SH	DEFINED	1
MARATHON PETE CORP	COM	56585A102	202	4500	SH	DEFINED	1
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	18607	415610	SH	DEFINED	1
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	523	20000	SH	DEFINED	
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	665	13420	SH	DEFINED	1
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	702	19200	SH	DEFINED	
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	2165	54216	SH	DEFINED	1
MARSH & MCLENNAN COS INC	COM	571748102	235	7300	SH	DEFINED	
MARTEN TRANS LTD	COM	573075108	6457	303750	SH	DEFINED	
MCDONALDS CORP	COM	580135101	460	5210	SH	DEFINED	1
MCDONALDS CORP	COM	580135101	20140	227500	SH	SOLE	
MEDTRONIC INC	COM	585055106	7178	185324	SH	SOLE	
MERCK & CO INC NEW	COM	58933Y105	11285	270300	SH	SOLE	
METHANEX CORP	COM	59151K108	44452	1595998	SH	SOLE	
MGM RESORTS INTERNATIONAL	COM	552953101	4454	399071	SH	SOLE	
MICRON TECHNOLOGY INC	COM	595112103	21550	3416269	SH	SOLE	
MICROSOFT CORP	COM	594918104	299	9825	SH	DEFINED	
MICROSOFT CORP	COM	594918104	344	11250	SH	DEFINED	1
MOLSON COORS BREWING CO	CL B	60871R209	541	13000	SH	DEFINED	1
MOLYCORP INC DEL	COM	608753109	274	12700	SH	DEFINED	1
MOLYCORP INC DEL	COM	608753109	579	26851	SH	SOLE	

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MOTOROLA SOLUTIONS INC	COM NEW	620076307	333	6915	SH	SOLE
NANOSPHERE INC	COM	63009F105	98	44430	SH	DEFINED 1
NEVSUN RES LTD	COM	64156L101	813	250000	SH	SOLE
NEW GOLD INC CDA	COM	644535106	2223	232400	SH	SOLE
NEWMONT MINING CORP	COM	651639106	388	8000	SH	DEFINED 1
NEWMONT MINING CORP	COM	651639106	7232	149077	SH	SOLE
NEXEN INC	COM	65334H102	33551	1980441	SH	SOLE
NIKE INC	CL B	654106103	1828	20824	SH	SOLE
NISOURCE INC	COM	65473P105	7425	300000	SH	SOLE
NOKIA CORP	SPONSORED ADR	654902204	1500	724640	SH	SOLE
NORTHERN DYNASTY MINERALS LT	COM NEW	66510M204	935	400000	SH	SOLE
NOVAGOLD RES INC	COM NEW	66987E206	1669	318300	SH	SOLE
NVIDIA CORP	COM	67066G104	1095	79200	SH	SOLE
OFFICE DEPOT INC	COM	676220106	272	126148	SH	SOLE
OI S.A.	SPONSORED ADR	670851104	62	13416	SH	SOLE
OI S.A.	SPN ADR REP PFD	670851203	566	45843	SH	SOLE
OPEN TEXT CORP	COM	683715106	15484	309000	SH	SOLE
ORACLE CORP	COM	68389X105	25022	842500	SH	SOLE
PAN AMERICAN SILVER CORP	COM	697900108	1339	78800	SH	SOLE
PENGROWTH ENERGY CORP	COM	70706P104	1386	218400	SH	SOLE
PENN WEST PETE LTD NEW	COM	707887105	22760	1696629	SH	SOLE
PEPSICO INC	COM	713448108	15369	217500	SH	SOLE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	7229	385131	SH	DEFINED 1
PFIZER INC	COM	717081103	219	9550	SH	DEFINED
PFIZER INC	COM	717081103	450	19605	SH	DEFINED 1
PFIZER INC	COM	717081103	28001	1217451	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	414	4752	SH	DEFINED
PHILLIPS 66	COM	718546104	218	6564	SH	DEFINED 1
PIMCO ETF TR	INV GRD CRP BD	72201R817	360	3415	SH	DEFINED
PIMCO HIGH INCOME FD	COM SHS	722014107	1137	84000	SH	DEFINED
POLYMET MINING CORP	COM	731916102	844	1011250	SH	SOLE
POTASH CORP SASK INC	COM	73755L107	121502	2777607	SH	SOLE
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	3265	126801	SH	DEFINED
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	13458	777000	SH	SOLE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	64930	1012000	SH	DEFINED 1
PRAXAIR INC	COM	74005P104	217	2000	SH	DEFINED
PRECISION DRILLING CORP	COM 2010	74022D308	808	118900	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	387	6331	SH	DEFINED
PROCTER & GAMBLE CO	COM	742718109	30365	495762	SH	SOLE
PROGRESSIVE WASTE SOLUTIONS	COM	74339G101	17429	920000	SH	SOLE
QLOGIC CORP	COM	747277101	1369	100000	SH	SOLE
QUALCOMM INC	COM	747525103	17539	315000	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	3004	50155	SH	DEFINED
RANDGOLD RES LTD	ADR	752344309	1711	19014	SH	SOLE
RESEARCH IN MOTION LTD	COM	760975102	13409	1804253	SH	SOLE
RIO TINTO PLC	SPONSORED ADR	767204100	1530	32000	SH	SOLE
RITCHIE BROS AUCTIONEERS	COM	767744105	979	45600	SH	SOLE
ROGERS COMMUNICATIONS INC	CL B	775109200	464647	12817305	SH	SOLE
ROSS STORES INC	COM	778296103	3224	51601	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	871	17009	SH	DEFINED 1
ROYAL BK CDA MONTREAL QUE	COM	780087102	2692851	52568333	SH	SOLE
ROYAL BK SCOTLAND GROUP PLC	SP ADR L RP PF	780097788	251	14000	SH	DEFINED 1
ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	261	12000	SH	DEFINED 1
RUBICON MINERALS CORP	COM	780911103	1222	400000	SH	SOLE
SALESFORCE COM INC	COM	79466L302	1753	12676	SH	SOLE
SBA COMMUNICATIONS CORP	COM	78388J106	21612	378854	SH	SOLE
SEABRIDGE GOLD INC	COM	811916105	2432	167000	SH	SOLE
SEACHANGE INTL INC	COM	811699107	645	78392	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	233	6595	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	2441	64231	SH	SOLE
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	4798	138000	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	225	3400	SH	DEFINED

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SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	14348	216183	SH	DEFINED	1
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	13016	889400	SH	DEFINED	1
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	63044	2194727	SH	DEFINED	1
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	270769	14328885	SH	SOLE	
SILVER WHEATON CORP	COM	828336107	28469	1058900	SH	SOLE	
SNYDERS-LANCE INC	COM	833551104	389	15400	SH	DEFINED	1
SONDE RES CORP	COM	835426107	71	40500	SH	SOLE	
SOUTHERN COPPER CORP	COM	84265V105	29277	929142	SH	DEFINED	1
SOUTHERN COPPER CORP	COM	84265V105	5892	186979	SH	SOLE	
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	2547	19825	SH	DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	5565	35865	SH	DEFINED	
SPDR GOLD TRUST	GOLD SHS	78463V107	58946	379822	SH	DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	3647	23500	SH	SOLE	
SPDR INDEX SHS FDS	GLB NAT RESRCE	78463X541	261	5490	SH	DEFINED	1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	145620	1069893	SH	DEFINED	1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	421	3097	SH	DEFINED	
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	568	10214	SH	DEFINED	1
SPECTRA ENERGY CORP	COM	847560109	18889	650000	SH	SOLE	
SPROTT RESOURCE LENDING CORP	COM	85207J100	142	100000	SH	SOLE	
ST JUDE MED INC	COM	790849103	5328	133511	SH	SOLE	
STANLEY BLACK & DECKER INC	COM	854502101	929	14442	SH	SOLE	
SUN LIFE FINL INC	COM	866796105	411322	18907432	SH	SOLE	
SUNCOR ENERGY INC NEW	COM	867224107	141872	4906111	SH	SOLE	
SUNPOWER CORP	COM	867652406	290	60235	SH	SOLE	
SUPERVALU INC	COM	868536103	725	139984	SH	SOLE	
SXC HEALTH SOLUTIONS CORP	COM	78505P100	3104	31200	SH	SOLE	
TAIWAN FD INC	COM	874036106	210	14000	SH	DEFINED	1
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	7835	828177	SH	SOLE	
TALISMAN ENERGY INC	COM	87425E103	40729	3552337	SH	SOLE	
TALISMAN ENERGY INC	COM	87425E103	213	18605	SH	DEFINED	1
TARGET CORP	COM	87612E106	394	6772	SH	SOLE	
TECK RESOURCES LTD	CL B	878742204	63534	2048393	SH	DEFINED	1
TECK RESOURCES LTD	CL B	878742204	52144	1683657	SH	SOLE	
TELECOMMUNICATION SYS INC	CL A	87929J103	277	225305	SH	DEFINED	1
TELECOMMUNICATION SYS INC	CL A	87929J103	94	76700	SH	SOLE	
TELEFONICA S A	SPONSORED ADR	879382208	5491	419145	SH	SOLE	
TELLABS INC	COM	879664100	117	35000	SH	DEFINED	1
TELUS CORP	NON-VTG SHS	87971M202	84961	1451972	SH	SOLE	
TESORO CORP	COM	881609101	560	22438	SH	SOLE	
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	6037	153067	SH	SOLE	
THOMSON REUTERS CORP	COM	884903105	37491	1317131	SH	SOLE	
TIFFANY & CO NEW	COM	886547108	5295	100000	SH	SOLE	
TIM HORTONS INC	COM	88706M103	25340	480375	SH	SOLE	
TORONTO DOMINION BK ONT	COM NEW	891160509	11207	143269	SH	DEFINED	
TORONTO DOMINION BK ONT	COM NEW	891160509	822	10502	SH	DEFINED	1
TORONTO DOMINION BK ONT	COM NEW	891160509	2151251	27490573	SH	SOLE	
TRANSALTA CORP	COM	89346D107	255	15100	SH	DEFINED	
TRANSALTA CORP	COM	89346D107	133891	7902900	SH	SOLE	
TRANSALTA CORP	COM	89346D107	10131	598000	SH	SOLE	1
TRANSCANADA CORP	COM	89353D107	651362	15541935	SH	SOLE	
TRANSCANADA CORP	COM	89353D107	28286	675000	SH	SOLE	1
UNILEVER N V	N Y SHS NEW	904784709	16350	491300	SH	SOLE	
UNION PAC CORP	COM	907818108	5965	50000	SH	SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	9441	125000	SH	SOLE	
UR ENERGY INC	COM	91688R108	701	939000	SH	SOLE	
US ECOLOGY INC	COM	91732J102	291	16420	SH	DEFINED	1
VALE S A	ADR	91912E105	28386	1430000	SH	DEFINED	1
VALE S A	ADR	91912E105	50280	2533000	SH	SOLE	
VALE S A	ADR REPSTG PFD	91912E204	61652	3160000	SH	SOLE	
VALEANT PHARMACEUTICALS INTL	COM	91911K102	39999	891793	SH	SOLE	
VALERO ENERGY CORP NEW	COM	91913Y100	10233	423729	SH	SOLE	
VANGUARD INDEX FDS	MCAP GR IDXVIP	922908538	7724	120000	SH	DEFINED	1

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VANGUARD INDEX FDS	TOTAL STK MKT	922908769	12000	164167	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	4238	106151	SH	DEFINED	
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	7739	194944	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	MSCI PAC ETF	922042866	3501	69830	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	5322	124266	SH	DEFINED	1
VANGUARD SPECIALIZED PORTFOL	DIV APP ETF	921908844	5669	100000	SH	DEFINED	1
VANGUARD WHITEHALL FDS INC	HIGH DIV YLD	921946406	500	7213	SH	DEFINED	1
VERIZON COMMUNICATIONS INC	COM	92343V104	10546	237300	SH	SOLE	
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	20712	735000	SH	SOLE	
WALGREEN CO	COM	931422109	1219	41198	SH	SOLE	
WAL-MART STORES INC	COM	931142103	17340	248709	SH	SOLE	
WELLS FARGO & CO NEW	COM	949746101	10186	304626	SH	SOLE	
WESTPORT INNOVATIONS INC	COM NEW	960908309	1836	50000	SH	SOLE	
WET SEAL INC	CL A	961840105	237	75000	SH	DEFINED	1
WHOLE FOODS MKT INC	COM	966837106	5227	54838	SH	SOLE	
WILEY JOHN & SONS INC	CL B	968223305	9698	200000	SH	DEFINED	
WILLIAMS COS INC DEL	COM	969457100	9078	315000	SH	SOLE	
WINDSTREAM CORP	COM	97381W104	3716	384654	SH	SOLE	
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	13026	756000	SH	SOLE	
XILINX INC	COM	983919101	2641	78679	SH	SOLE	
YAHOO INC	COM	984332106	214	13500	SH	DEFINED	1
YAHOO INC	COM	984332106	1879	118690	SH	SOLE	
YAMANA GOLD INC	COM	98462Y100	34515	2235819	SH	SOLE	
YUM BRANDS INC	COM	988498101	230	3575	SH	DEFINED	1