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BANK OF NOVA SCOTIA /
Form 13F-HR
August 13, 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: June 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 August 13, 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: 352
 Form13F Information Table Value Total: \$12,296,811 (thousands)

List of Other Included Managers:

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

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

FORM 13F INFORMATION TABLE								
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA
ABBOTT LABS	COM	002824100	372	7946	SH		DEFINED	1
ABBOTT LABS	COM	002824100	444	9500	SH		SOLE	
ABBOTT LABS	COM	002824100	381	8153	SH		DEFINED	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	4831	125000	SH		SOLE	
ADAPTEC INC	COM	00651F108	200	69100	SH		DEFINED	1
ADVANCED MICRO DEVICES INC	COM	007903107	1034	141169	SH		SOLE	
AEGON N V	NY REGISTRY SH	007924103	110	20347	SH		DEFINED	
AES CORP	COM	00130H105	814	87600	SH		SOLE	
AETNA INC NEW	COM	00817Y108	448	17000	SH		SOLE	
AFLAC INC	COM	001055102	523	12265	SH		SOLE	
AGNICO EAGLE MINES LTD	COM	008474108	17248	284107	SH		SOLE	
AGRIUM INC	COM	008916108	14667	300036	SH		SOLE	
AK STL HLDG CORP	COM	001547108	260	22000	SH		SOLE	
ALLIANCE DATA SYSTEMS CORP	COM	018581108	7133	119837	SH		SOLE	
ALLIANCE ONE INTL INC	COM	018772103	196	55050	SH		DEFINED	1
ALLIANCE ONE INTL INC	COM	018772103	1530	429776	SH		SOLE	
AMGEN INC	COM	031162100	5260	100000	SH		SOLE	
ANADARKO PETE CORP	COM	032511107	5413	150000	SH		SOLE	
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	145	200000	SH		SOLE	
APACHE CORP	COM	037411105	1964	23000	SH		SOLE	
APPLE INC	COM	037833100	207	825	SH		SOLE	
APPLE INC	COM	037833100	4148	16544	SH		DEFINED	1
APPLE INC	COM	037833100	249	993	SH		DEFINED	
APPLIED MATLS INC	COM	038222105	3305	275000	SH		SOLE	
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	657	24600	SH		SOLE	
ARCHER DANIELS MIDLAND CO	COM	039483102	26979	1044870	SH		SOLE	
AT&T INC	COM	00206R102	413	17085	SH		DEFINED	1
AT&T INC	COM	00206R102	7257	300000	SH		SOLE	
AUGUSTA RES CORP	COM NEW	050912203	184	120000	SH		SOLE	
AURIZON MINES LTD	COM	05155P106	73	15000	SH		DEFINED	1
AUTOMATIC DATA PROCESSING IN	COM	053015103	2877	71450	SH		SOLE	

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BANCO BRADESCO S A	SP ADR PFD NEW	059460303	14908	940000	SH	DEFINED	1
BANCO SANTANDER SA	ADR	05964H105	112	10742	SH	DEFINED	1
BANK MONTREAL QUE	COM	063671101	1041093	19180704	SH	SOLE	
BANK NOVA SCOTIA HALIFAX	COM	064149107	4323	93825	SH	DEFINED	1
BANK OF AMERICA CORPORATION	COM	060505104	1890	131983	SH	DEFINED	1
BANK OF AMERICA CORPORATION	COM	060505104	10946	757276	SH	SOLE	
BANK OF NEW YORK MELLON CORP	COM	064058100	1975	80026	SH	DEFINED	
BANRO CORP	COM	066800103	1145	600000	SH	SOLE	
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	2879	76500	SH	DEFINED	1
BARRICK GOLD CORP	COM	067901108	454	10003	SH	DEFINED	1
BARRICK GOLD CORP	COM	067901108	83252	1832797	SH	SOLE	
BAYTEX ENERGY TR	TRUST UNIT	073176109	5979	200000	SH	SOLE	
BCE INC	COM NEW	05534B760	86341	2957087	SH	SOLE	
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4800	40	SH	DEFINED	1
BEST BUY INC	COM	086516101	441	13000	SH	SOLE	
BHP BILLITON LTD	SPONSORED ADR	088606108	2536	41040	SH	DEFINED	1
BHP BILLITON LTD	SPONSORED ADR	088606108	683	11011	SH	SOLE	
BIGBAND NETWORKS INC	COM	089750509	136	45000	SH	DEFINED	1
BIOVAIL CORP	COM	09067J109	86108	4466082	SH	SOLE	
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	717	75000	SH	SOLE	
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	871	22000	SH	DEFINED	1
BLOCKBUSTER INC	CL A	093679108	12	50000	SH	SOLE	
BOSTON PROPERTIES INC	COM	101121101	5552	77828	SH	SOLE	
BOSTON SCIENTIFIC CORP	COM	101137107	800	138000	SH	SOLE	
BRISTOL MYERS SQUIBB CO	COM	110122108	258	10400	SH	DEFINED	1
BRISTOL MYERS SQUIBB CO	COM	110122108	7116	285350	SH	SOLE	
BROADCOM CORP	CL A	111320107	984	29850	SH	SOLE	
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	363346	16058038	SH	SOLE	
BROOKFIELD PPTYS CORP	COM	112900105	182978	13019835	SH	SOLE	
CAE INC	COM	124765108	23075	2659432	SH	SOLE	
CAMECO CORP	COM	13321L108	15627	734239	SH	SOLE	
CANADIAN NAT RES LTD	COM	136385101	68762	2070388	SH	SOLE	
CANADIAN NATL RY CO	COM	136375102	184727	3220890	SH	SOLE	
CANADIAN PAC RY LTD	COM	13645T100	36095	672928	SH	SOLE	
CANADIAN PAC RY LTD	COM	13645T100	203	3790	SH	DEFINED	
CATERPILLAR INC DEL	COM	149123101	6474	107500	SH	SOLE	
CDN IMPERIAL BK OF COMMERCE	COM	136069101	205	3298	SH	DEFINED	1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	758412	12197786	SH	SOLE	
CEMEX SAB DE CV	SPON ADR NEW	151290889	8184	918240	SH	SOLE	
CENOVUS ENERGY INC	COM	15135U109	200672	7790849	SH	SOLE	
CEPHALON INC	COM	156708109	18473	325510	SH	SOLE	
CHEVRON CORP NEW	COM	166764100	315	4652	SH	DEFINED	1
CHEVRON CORP NEW	COM	166764100	8482	125000	SH	SOLE	
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	62	14000	SH	DEFINED	
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	635	12850	SH	SOLE	
CISCO SYS INC	COM	17275R102	666	31284	SH	DEFINED	
CISCO SYS INC	COM	17275R102	6951	326170	SH	SOLE	
CITIGROUP INC	COM	172967101	12227	1940440	SH	SOLE	
CITIGROUP INC	COM	172967101	2212	589263	SH	DEFINED	1
CMS ENERGY CORP	COM	125896100	210	14000	SH	DEFINED	1
COCA COLA CO	COM	191216100	542	10830	SH	DEFINED	
COCA COLA CO	COM	191216100	12735	254100	SH	SOLE	
COLGATE PALMOLIVE CO	COM	194162103	222	2819	SH	DEFINED	
COMCAST CORP NEW	CL A	20030N101	569	32200	SH	SOLE	
COMCAST CORP NEW	CL A SPL	20030N200	4929	300000	SH	DEFINED	1
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	112199	2918722	SH	DEFINED	1
CONAGRA FOODS INC	COM	205887102	466	20000	SH	DEFINED	1
CONAGRA FOODS INC	COM	205887102	9264	397239	SH	SOLE	
CONOCOPHILLIPS	COM	20825C104	537	10960	SH	DEFINED	1
CONSTELLATION BRANDS INC	CL A	21036P108	359	23000	SH	DEFINED	1
COVANTA HLDG CORP	COM	22282E102	19724	1188939	SH	SOLE	
CROWN HOLDINGS INC	COM	228368106	3756	150000	SH	DEFINED	1

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CVS CAREMARK CORPORATION	COM	126650100	4398	150000	SH	SOLE
DANA HOLDING CORP	COM	235825205	120	12000	SH	DEFINED
DELL INC	COM	24702R101	733	60800	SH	SOLE
DEVON ENERGY CORP NEW	COM	25179M103	341	5600	SH	SOLE
DIRECTV	COM CL A	25490A101	7289	210782	SH	SOLE
DISCOVER FINL SVCS	COM	254709108	182	13070	SH	DEFINED
DOW CHEM CO	COM	260543103	6523	275000	SH	SOLE
DRAGONWAVE INC	COM	26144M103	2279	380000	SH	SOLE
E M C CORP MASS	COM	268648102	24512	1338863	SH	SOLE
EBAY INC	COM	278642103	485	24764	SH	DEFINED
EL PASO CORP	COM	28336L109	2888	260000	SH	SOLE
ELDORADO GOLD CORP NEW	COM	284902103	17470	974000	SH	SOLE
ELECTRONIC ARTS INC	COM	285512109	2792	193900	SH	SOLE
ENBRIDGE INC	COM	29250N105	663510	14236049	SH	SOLE
ENCANA CORP	COM	292505104	237453	7834849	SH	SOLE
ENDEAVOUR SILVER CORP	COM	29258Y103	2610	765000	SH	SOLE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	6845	318100	SH	SOLE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	10469	950000	SH	SOLE
EXTERRAN HLDGS INC	COM	30225X103	8534	330661	SH	SOLE
EXTREME NETWORKS INC	COM	30226D106	87	32200	SH	DEFINED 1
EXXON MOBIL CORP	COM	30231G102	597	10462	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	380	6670	SH	DEFINED 1
FLEXTRONICS INTL LTD	ORD	Y2573F102	1120	200000	SH	SOLE
FOREST CITY ENTERPRISES INC	CL A	345550107	2963	261751	SH	SOLE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	72735	1230089	SH	DEFINED 1
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	4192	68015	SH	SOLE
GABELLI EQUITY TR INC	COM	362397101	52	11625	SH	DEFINED 1
GAP INC DEL	COM	364760108	3952	159750	SH	DEFINED 1
GAYLORD ENTMT CO NEW	COM	367905106	1853	83904	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	361	25059	SH	DEFINED 1
GENERAL ELECTRIC CO	COM	369604103	8145	564850	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	439	30498	SH	DEFINED
GILDAN ACTIVEWEAR INC	COM	375916103	5430	188900	SH	SOLE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1700	50000	SH	SOLE
GOLDCORP INC NEW	COM	380956409	48432	1105352	SH	SOLE
GOODYEAR TIRE & RUBR CO	COM	382550101	1663	167266	SH	SOLE
GOOGLE INC	CL A	38259P508	845	1900	SH	SOLE
GREAT BASIN GOLD LTD	COM	390124105	2552	1500000	SH	SOLE
HALLIBURTON CO	COM	406216101	4910	200000	SH	SOLE
HEINZ H J CO	COM	423074103	8846	204667	SH	SOLE
HERSHEY CO	COM	427866108	1318	27500	SH	SOLE
HEWLETT PACKARD CO	COM	428236103	311	7191	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	278	6439	SH	DEFINED 1
HOME DEPOT INC	COM	437076102	8421	300000	SH	SOLE
IAMGOLD CORP	COM	450913108	11843	671200	SH	SOLE
IESI BFC LTD	COM	44951D108	18361	920000	SH	SOLE
ILLUMINA INC	COM	452327109	631	14500	SH	SOLE
IMPERIAL OIL LTD	COM NEW	453038408	16762	459784	SH	SOLE
INGRAM MICRO INC	CL A	457153104	192	12700	SH	DEFINED
INTEL CORP	COM	458140100	2521	130059	SH	DEFINED 1
INTEL CORP	COM	458140100	5835	300000	SH	SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	338	2740	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1562	99500	SH	SOLE
ISHARES INC	MSCI BRAZIL	464286400	1360	22000	SH	DEFINED
ISHARES INC	MSCI BRAZIL	464286400	95320	1541539	SH	DEFINED 1
ISHARES INC	MSCI BRIC INDX	464286657	902	22000	SH	SOLE
ISHARES INC	MSCI EMU INDEX	464286608	2154	75454	SH	DEFINED 1
ISHARES INC	MSCI GERMAN	464286806	8806	472269	SH	DEFINED 1
ISHARES INC	MSCI JAPAN	464286848	1571	170865	SH	DEFINED 1
ISHARES INC	MSCI MEX INVEST	464286822	63118	1317978	SH	DEFINED 1
ISHARES TR	HIGH YLD CORP	464288513	2717	32000	SH	DEFINED 1
ISHARES TR	US PFD STK IDX	464288687	1472	39741	SH	DEFINED 1

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ISHARES TR	MSCI ACJPN IDX	464288182	3773	72456	SH	DEFINED	1
ISHARES TR	MSCI PERU CAP	464289842	1152	35000	SH	DEFINED	1
ISHARES TR INDEX	MSCI EMERG MKT	464287234	578	15500	SH	SOLE	
ISHARES TR INDEX	S&P MIDCAP 400	464287507	3852	54175	SH	DEFINED	1
ISHARES TR INDEX	S&P LTN AM 40	464287390	14589	352000	SH	DEFINED	1
ISHARES TR INDEX	S&P GLB100INDX	464287572	3054	60055	SH	DEFINED	1
ISHARES TR INDEX	S&P EURO PLUS	464287861	1778	56740	SH	DEFINED	1
ISHARES TR INDEX	S&P 500 INDEX	464287200	435	4200	SH	DEFINED	1
ISHARES TR INDEX	RUSSELL1000VAL	464287598	1918	35385	SH	DEFINED	1
ISHARES TR INDEX	RUSSELL1000GRW	464287614	1865	40713	SH	DEFINED	1
ISHARES TR INDEX	RUSSELL 3000	464287689	431	7060	SH	DEFINED	1
ISHARES TR INDEX	RUSSELL 2000	464287655	2405	39364	SH	DEFINED	1
ISHARES TR INDEX	MSCI EMERG MKT	464287234	32791	878441	SH	DEFINED	1
ISHARES TR INDEX	MSCI EMERG MKT	464287234	1866	50000	SH	DEFINED	
ISHARES TR INDEX	MSCI EAFE IDX	464287465	276	5950	SH	DEFINED	1
ISHARES TR INDEX	IBOXX INV CPBD	464287242	339	3125	SH	DEFINED	1
ISHARES TR INDEX	FTSE XNHUA IDX	464287184	3719	95200	SH	DEFINED	1
ISHARES TR INDEX	DJ US TECH SEC	464287721	2294	44600	SH	DEFINED	1
ISHARES TR INDEX	DJ US REAL EST	464287739	1088	23055	SH	SOLE	
ISHARES TR INDEX	RUSSELL 2000	464287655	421	4420	SH	SOLE	
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	40913	2271698	SH	DEFINED	1
IVANHOE ENERGY INC	COM	465790103	3260	1700000	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	513	8687	SH	DEFINED	
JOHNSON & JOHNSON	COM	478160104	538	9130	SH	DEFINED	1
JOHNSON & JOHNSON	COM	478160104	14047	237850	SH	SOLE	
JOHNSON CTLS INC	COM	478366107	289	10735	SH	SOLE	
JPMORGAN CHASE & CO	COM	46625H100	2599	71000	SH	SOLE	
JUNIPER NETWORKS INC	COM	48203R104	666	29200	SH	SOLE	
KIMBERLY CLARK CORP	COM	494368103	8434	139100	SH	SOLE	
KINGSWAY FINL SVCS INC	COM	496904103	87	50500	SH	SOLE	
KINROSS GOLD CORP	COM NO PAR	496902404	25525	1491928	SH	SOLE	
KNIGHT CAP GROUP INC	CL A COM	499005106	5501	398886	SH	SOLE	
KRAFT FOODS INC	CL A	50075N104	409	14627	SH	DEFINED	1
KRAFT FOODS INC	CL A	50075N104	8539	304976	SH	SOLE	
LABOPHARM INC	COM	504905100	365	400000	SH	SOLE	
LAS VEGAS SANDS CORP	COM	517834107	558	25350	SH	SOLE	
LILLY ELI & CO	COM	532457108	3698	110400	SH	SOLE	
LOWES COS INC	COM	548661107	684	33500	SH	SOLE	
LULULEMON ATHLETICA INC	COM	550021109	14868	400000	SH	SOLE	
MAGNA INTL INC	CL A	559222401	42077	638238	SH	SOLE	
MANULIFE FINL CORP	COM	56501R106	149	10272	SH	DEFINED	1
MANULIFE FINL CORP	COM	56501R106	548663	37776808	SH	SOLE	
MARATHON OIL CORP	COM	565849106	286	9193	SH	DEFINED	1
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	520	10000	SH	SOLE	
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	282	5433	SH	DEFINED	1
MARTEN TRANS LTD	COM	573075108	6311	303750	SH	DEFINED	1
MASSEY ENERGY CORP	COM	576206106	884	32346	SH	SOLE	
MASTERCARD INC	CL A	57636Q104	1796	9000	SH	SOLE	
MAXIM INTEGRATED PRODS INC	COM	57772K101	5019	300000	SH	SOLE	
MCDONALDS CORP	COM	580135101	282	4289	SH	DEFINED	
MDS INC	COM	55269P302	1688	200000	SH	SOLE	
MEMC ELECTR MATLS INC	COM	552715104	1976	200000	SH	SOLE	
MERCK & CO INC NEW	COM	58933Y105	5446	155752	SH	SOLE	
METHANEX CORP	COM	59151K108	31432	1595998	SH	SOLE	
MGM MIRAGE	COM	552953101	3986	413500	SH	SOLE	
MI DEVS INC	CL A SUB VTG	55304X104	8535	702162	SH	SOLE	
MICRON TECHNOLOGY INC	COM	595112103	6016	707800	SH	SOLE	
MICROSOFT CORP	COM	594918104	397	17292	SH	DEFINED	
MICROSOFT CORP	COM	594918104	465	20222	SH	DEFINED	1
MICROSOFT CORP	COM	594918104	8629	375000	SH	SOLE	
MINEFINDERS LTD	COM	602900102	2141	240000	SH	SOLE	
MONSANTO CO NEW	COM	61166W101	1155	25000	SH	SOLE	

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MOODYS CORP	COM	615369105	498	25000	SH	SOLE
MORGAN STANLEY ASIA PAC FD I	COM	61744U106	207	15225	SH	DEFINED 1
MYLAN INC	COM	628530107	8836	518516	SH	SOLE
NAVISTAR INTL CORP NEW	COM	63934E108	1599	32500	SH	SOLE
NETFLIX INC	COM	64110L106	685	6300	SH	SOLE
NEUSTAR INC	CL A	64126X201	268	13000	SH	DEFINED 1
NEWELL RUBBERMAID INC	COM	651229106	5292	361463	SH	SOLE
NEWMONT MINING CORP	COM	651639106	19343	313300	SH	DEFINED 1
NEWMONT MINING CORP	COM	651639106	17177	278210	SH	SOLE
NEXEN INC	COM	65334H102	26461	1344241	SH	SOLE
NISOURCE INC	COM	65473P105	4350	300000	SH	SOLE
NOKIA CORP	SPONSORED ADR	654902204	5220	640500	SH	SOLE
NORTHERN DYNASTY MINERALS LT	COM NEW	66510M204	2598	400000	SH	SOLE
NORTHGATE MINERALS CORP	COM	666416102	1513	500000	SH	SOLE
NVIDIA CORP	COM	67066G104	1697	166200	SH	SOLE
OFFICE DEPOT INC	COM	676220106	822	203500	SH	SOLE
ORACLE CORP	COM	68389X105	2468	115000	SH	SOLE
PAETEC HOLDING CORP	COM	695459107	2851	836205	SH	SOLE
PENGROWTH ENERGY TR	TR UNIT NEW	706902509	2287	250000	SH	SOLE
PENN WEST ENERGY TR	TR UNIT	707885109	23755	1244829	SH	SOLE
PEPSICO INC	COM	713448108	240	3953	SH	DEFINED 1
PFIZER INC	COM	717081103	193	13560	SH	DEFINED 1
PFIZER INC	COM	717081103	15729	1103026	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	238	5203	SH	DEFINED
PIMCO INCOME STRATEGY FUND	COM	72201H108	193	18000	SH	DEFINED 1
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	340	200000	SH	SOLE
POTASH CORP SASK INC	COM	73755L107	46361	537869	SH	SOLE
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	3261	151200	SH	DEFINED 1
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	2127	95000	SH	SOLE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	569	13340	SH	DEFINED
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	10122	237000	SH	DEFINED 1
PROCTER & GAMBLE CO	COM	742718109	449	7500	SH	DEFINED 1
PROCTER & GAMBLE CO	COM	742718109	17508	291900	SH	SOLE
PROSHARES TR	PSHS SHORT QQQ	74347R602	225	5000	SH	SOLE
PROSHARES TR	PSHS ULTSH 20YRS	74347R297	1993	56200	SH	DEFINED 1
PRUDENTIAL FINL INC	COM	744320102	295	5500	SH	SOLE
QLOGIC CORP	COM	747277101	1662	100000	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	2522	50692	SH	DEFINED 1
RANDGOLD RES LTD	ADR	752344309	2795	29500	SH	SOLE
RENTECH INC	COM	760112102	59	60000	SH	DEFINED 1
RESEARCH IN MOTION LTD	COM	760975102	235	4792	SH	DEFINED 1
RESEARCH IN MOTION LTD	COM	760975102	172957	3521329	SH	SOLE
RF MICRODEVICES INC	COM	749941100	130	33500	SH	DEFINED
RITCHIE BROS AUCTIONEERS	COM	767744105	16232	891000	SH	SOLE
ROGERS COMMUNICATIONS INC	CL B	775109200	421662	12896810	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	2169662	45524951	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1374	28835	SH	DEFINED 1
ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	205	12000	SH	DEFINED 1
ROYAL BK SCOTLAND GROUP PLC	SP ADR L RP PF	780097788	195	14000	SH	DEFINED 1
RUBICON MINERALS CORP	COM	780911103	1720	500000	SH	SOLE
SALESFORCE COM INC	COM	79466L302	4805	55991	SH	SOLE
SAP AG	SPON ADR	803054204	1107	25000	SH	SOLE
SARA LEE CORP	COM	803111103	1786	126628	SH	SOLE
SBA COMMUNICATIONS CORP	COM	78388J106	15169	446005	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	719	12993	SH	DEFINED
SEABRIDGE GOLD INC	COM	811916105	3116	100000	SH	SOLE
SEACHANGE INTL INC	COM	811699107	616	74892	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	2909	211355	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	4141	146000	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	734	35000	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	7551	543350	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	19215	700000	SH	SOLE

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SHAW COMMUNICATIONS INC	CL B CONV	82028K200	137004	7602543	SH	SOLE
SOUTHERN COPPER CORP	COM	84265V105	55186	2076919	SH	DEFINED 1
SOUTHWEST GAS CORP	COM	844895102	3717	126000	SH	SOLE
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	332	3400	SH	DEFINED 1
SPDR GOLD TRUST	GOLD SHS	78463V107	941	7740	SH	DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	14178	116512	SH	DEFINED 1
SPDR S&P 500 ETF TR	UNIT SER 1 S&P	78462F103	343	3324	SH	DEFINED
SPDR S&P 500 ETF TR	UNIT SER 1 S&P	78462F103	20841	201910	SH	DEFINED 1
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	1787	125000	SH	SOLE
SPDR SERIES TRUST	SPDR KBW BK ETF	78464A797	220	9630	SH	DEFINED
STAR SCIENTIFIC INC	COM	85517P101	98	60000	SH	DEFINED 1
STATE STR CORP	COM	857477103	1543	45596	SH	SOLE
SUN LIFE FINL INC	COM	866796105	304614	11589393	SH	SOLE
SUNCOR ENERGY INC NEW	COM	867224107	251	8553	SH	DEFINED 1
SUNCOR ENERGY INC NEW	COM	867224107	90338	3067311	SH	SOLE
SUNPOWER CORP	COM CL A	867652109	709	58586	SH	SOLE
SUPERVALU INC	COM	868536103	1447	133434	SH	SOLE
SYNAPTICS INC	COM	87157D109	220	8000	SH	DEFINED 1
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	3974	407200	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	4029	447638	SH	SOLE
TALISMAN ENERGY INC	COM	87425E103	36570	2416291	SH	SOLE
TANZANIAN ROYALTY EXPL CORP	COM	87600U104	691	139000	SH	SOLE
TARGET CORP	COM	87612E106	874	17772	SH	SOLE
TATA MTRS LTD	SPONSORED ADR	876568502	6016	350000	SH	SOLE
TECK RESOURCES LTD	CL B	878742204	74708	2525642	SH	DEFINED 1
TECK RESOURCES LTD	CL B	878742204	26191	885057	SH	SOLE
TELECOMMUNICATION SYS INC	CL A	87929J103	216	52250	SH	DEFINED 1
TELECOMMUNICATION SYS INC	CL A	87929J103	297	71700	SH	SOLE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	1292	1722220	SH	SOLE 1
TELUS CORP	NON-VTG SHS	87971M202	111714	3085095	SH	SOLE
TESCO CORP	COM	88157K101	687	110500	SH	DEFINED
TESORO CORP	COM	881609101	3312	283832	SH	SOLE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	270	5204	SH	DEFINED
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	16878	324940	SH	SOLE
TEXAS INSTRS INC	COM	882508104	6984	300000	SH	SOLE
THOMSON REUTERS CORP	COM	884903105	30878	862131	SH	SOLE
TIM HORTONS INC	COM	88706M103	12788	399175	SH	SOLE
TORONTO DOMINION BK ONT	COM NEW	891160509	10054	154919	SH	DEFINED 1
TORONTO DOMINION BK ONT	COM NEW	891160509	1588123	24491173	SH	SOLE
TRANSALTA CORP	COM	89346D107	157511	8496743	SH	SOLE
TRANSCANADA CORP	COM	89353D107	262	7842	SH	DEFINED 1
TRANSCANADA CORP	COM	89353D107	471031	14071019	SH	SOLE
UNILEVER N V	N Y SHS NEW	904784709	222	8126	SH	DEFINED 1
UNITED STATES NATL GAS FUND	UNIT	912318102	202	26000	SH	DEFINED 1
UNITED STATES STL CORP NEW	COM	912909108	281	6183	SH	SOLE
UNITED STATES STL CORP NEW	COM	912909108	1144	21265	SH	SOLE 1
US ECOLOGY INC	COM	91732J102	239	16420	SH	DEFINED 1
VALE S A	ADR	91912E105	69485	2853249	SH	DEFINED 1
VALE S A	ADR	91912E105	2619	107600	SH	SOLE
VALERO ENERGY CORP NEW	COM	91913Y100	7619	423729	SH	SOLE
VANGUARD INDEX FDS	STK MRK ETF	922908769	18669	356385	SH	DEFINED 1
VANGUARD INDEX FDS	VALUE ETF	922908744	339	7600	SH	DEFINED
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	6796	179097	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	EURPEAN ETF	922042874	2602	64759	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	EURPEAN ETF	922042874	2005	23600	SH	SOLE 1
VANGUARD INTL EQUITY INDEX F	PACIFIC ETF	922042866	5427	114500	SH	DEFINED 1
VERIZON COMMUNICATIONS INC	COM	92343V104	214	7658	SH	DEFINED 1
VISA INC	COM CL A	92826C839	536	7401	SH	DEFINED 1
VISA INC	COM CL A	92826C839	3332	69259	SH	SOLE
VONAGE HLDGS CORP	COM	92886T201	321	139454	SH	DEFINED 1
VORNADO RLTY TR	SH BEN INT	929042109	3913	53173	SH	SOLE
WAL MART STORES INC	COM	931142103	484	10075	SH	DEFINED

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WAL MART STORES INC	COM	931142103	4807	100000	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	5455	213040	SH	SOLE
WENDYS ARBYS GROUP INC	COM	950587105	252	63000	SH	DEFINED 1
WHIRLPOOL CORP	COM	963320106	4391	50000	SH	SOLE
WHOLE FOODS MKT INC	COM	966837106	1801	50000	SH	SOLE
WILEY JOHN & SONS INC	CL B	968223305	7720	200000	SH	DEFINED 1
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	3185	140000	SH	SOLE
XILINX INC	COM	983919101	2829	112000	SH	SOLE
YAHOO INC	COM	984332106	1296	93690	SH	SOLE
YAMANA GOLD INC	COM	98462Y100	13755	1339919	SH	SOLE
YRC WORLDWIDE INC	COM	984249102	44	290000	SH	DEFINED 1