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BANK OF NOVA SCOTIA /  
Form 13F-HR  
May 15, 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: March 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 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 May 11, 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: 374

Form 13F Information Table Value Total: \$17,750,371 (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	10527	118000	SH		SOLE		
ABBOTT LABS	COM	002824100	479	7815	SH		DEFINED	1	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	14287	221500	SH		SOLE		
ADVANCED MICRO DEVICES INC	COM	007903107	2458	306479	SH		SOLE		
AEGON N V	NY REGISTRY SH	007924103	112	20347	SH		DEFINED	1	
AES CORP	COM	00130H105	434	33200	SH		SOLE		
AFLAC INC	COM	001055102	8468	184127	SH		SOLE		
AGNICO EAGLE MINES LTD	COM	008474108	308	9249	SH		DEFINED	1	
AGNICO EAGLE MINES LTD	COM	008474108	18392	551907	SH		SOLE		
AGRIUM INC	COM	008916108	53150	615836	SH		SOLE		
ALLIANCE DATA SYSTEMS CORP	COM	018581108	4440	35364	SH		SOLE		
ALLIANCE ONE INTL INC	COM	018772103	2182	578707	SH		SOLE		
ALLIANCE ONE INTL INC	COM	018772103	279	74100	SH		DEFINED	1	
AMERICAN EQTY INVT LIFE HLD	COM	025676206	2262	177149	SH		SOLE		
AMERICAN TOWER CORP	CL A	03027X100	372	5900	SH		SOLE		
AMGEN INC	COM	031162100	6799	100000	SH		SOLE		
ANADARKO PETE CORP	COM	032511107	15668	200000	SH		SOLE		
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	2282	31379	SH		SOLE		
APPLE INC	COM	037833100	989	1651	SH		DEFINED	1	
APPLIED MATLS INC	COM	038222105	15147	1217608	SH		SOLE		
ARCHER DANIELS MIDLAND CO	COM	039483102	9180	289965	SH		SOLE		
AT&T INC	COM	00206R102	9363	300000	SH		SOLE		
AT&T INC	COM	00206R102	770	24676	SH		DEFINED	1	
ATLANTIC PWR CORP	COM NEW	04878Q863	20480	1481446	SH		SOLE		
AURICO GOLD INC	COM	05155C105	2674	300000	SH		SOLE		
AUTOMATIC DATA PROCESSING IN	COM	053015103	10897	197450	SH		SOLE		
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	30899	1765680	SH		DEFINED	1	
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	13348	762750	SH		SOLE		
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	1146	124950	SH		SOLE		
BANCO SANTANDER SA	ADR	05964H105	81	10515	SH		DEFINED	1	
BANCO SANTANDER SA	ADR	05964H105	1273	166001	SH		SOLE		
BANK MONTREAL QUE	COM	063671101	1288860	21680404	SH		SOLE		
BANK NOVA SCOTIA HALIFAX	COM	064149107	4267	76174	SH		DEFINED		
BANK OF AMERICA CORPORATION	COM	060505104	168	17679	SH		DEFINED	1	
BANK OF AMERICA CORPORATION	COM	060505104	14729	1539106	SH		SOLE		
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	1766	41740	SH		DEFINED	1	
BARRICK GOLD CORP	COM	067901108	133622	3074697	SH		SOLE		

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BAYTEX ENERGY CORP	COM	07317Q105	8774	169400	SH	SOLE
BCE INC	COM NEW	05534B760	142597	3561371	SH	SOLE
BCE INC	COM NEW	05534B760	489	12222	SH	DEFINED 1
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4876	40	SH	DEFINED 1
BEST BUY INC	COM	086516101	556	23500	SH	SOLE
BHP BILLITON LTD	SPONSORED ADR	088606108	1665	23000	SH	SOLE
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	278	16946	SH	DEFINED 1
BOSTON SCIENTIFIC CORP	COM	101137107	920	153814	SH	SOLE
BRASKEM S A	SP ADR PFD A	105532105	269	16900	SH	SOLE
BRIGUS GOLD CORP	COM	109490102	381	500000	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	338	10000	SH	DEFINED 1
BRISTOL MYERS SQUIBB CO	COM	110122108	16742	496038	SH	SOLE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	196	34000	SH	DEFINED 1
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	404995	12837125	SH	SOLE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	132955	7643985	SH	SOLE
CAE INC	COM	124765108	21676	2113556	SH	SOLE
CAMECO CORP	COM	13321L108	24697	1150639	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	279	8250	SH	DEFINED 1
CANADIAN NAT RES LTD	COM	136385101	119386	3602188	SH	SOLE
CANADIAN NATL RY CO	COM	136375102	294851	3710290	SH	SOLE
CANADIAN PAC RY LTD	COM	13645T100	45632	601219	SH	SOLE
CARNIVAL CORP	PAIRED CTF	143658300	1242	38728	SH	SOLE
CATERPILLAR INC DEL	COM	149123101	1430	13431	SH	DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1266863	16574945	SH	SOLE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	327	4283	SH	DEFINED 1
CELGENE CORP	COM	151020104	253	3278	SH	DEFINED 1
CENOVUS ENERGY INC	COM	15135U109	329334	9150728	SH	SOLE
CENTRAL FD CDA LTD	CL A	153501101	287	13105	SH	DEFINED
CENTRAL FD CDA LTD	CL A	153501101	367	16700	SH	DEFINED 1
CHESAPEAKE ENERGY CORP	COM	165167107	1900	82000	SH	SOLE
CHEVRON CORP NEW	COM	166764100	551	5143	SH	DEFINED 1
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	10630	193000	SH	SOLE
CISCO SYS INC	COM	17275R102	291	13755	SH	DEFINED 1
CISCO SYS INC	COM	17275R102	10218	483151	SH	SOLE
CISCO SYS INC	COM	17275R102	1068	50500	SH	DEFINED
CITIGROUP INC	COM NEW	172967424	2935	80294	SH	SOLE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	2909	42000	SH	SOLE
COCA COLA CO	COM	191216100	730	9868	SH	DEFINED
COCA COLA CO	COM	191216100	222	2999	SH	DEFINED 1
COLGATE PALMOLIVE CO	COM	194162103	637	6523	SH	DEFINED 1
COLGATE PALMOLIVE CO	COM	194162103	1572	16081	SH	SOLE
COMCAST CORP NEW	CL A SPL	20030N200	8853	300000	SH	DEFINED 1
COMPANHIA DE BEBIDAS DAS AME	SPON ADR PFD	20441W203	12280	297200	SH	SOLE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	3738	157200	SH	SOLE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	2956	312500	SH	SOLE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	172608	4282012	SH	DEFINED 1
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	749	6	SH	SOLE
CONAGRA FOODS INC	COM	205887102	525	20000	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	15926	606460	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	586	7720	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	417	5485	SH	DEFINED 1
CONOCOPHILLIPS	COM	20825C104	608	8000	SH	SOLE
CONSOLIDATED EDISON INC	COM	209115104	266	4550	SH	DEFINED 1
CONSTELLATION BRANDS INC	CL A	21036P108	436	18500	SH	DEFINED 1
COSAN LTD	SHS A	G25343107	6534	440000	SH	DEFINED 1
COVANTA HLDG CORP	COM	22282E102	35442	2183695	SH	SOLE
CREDICORP LTD	COM	G2519Y108	238879	1812160	SH	DEFINED 1
CREDIT SUISSE NASSAU BRH	VIX SHT TRM FT	22542D761	99	14000	SH	SOLE
CROWN HOLDINGS INC	COM	228368106	5524	150000	SH	DEFINED
CUMMINS INC	COM	231021106	10744	89500	SH	SOLE
DELL INC	COM	24702R101	1358	81800	SH	SOLE
DEVON ENERGY CORP NEW	COM	25179M103	805	11315	SH	SOLE

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DISCOVER FINL SVCS	COM	254709108	200	6000	SH	DEFINED	1
DOW CHEM CO	COM	260543103	15498	447400	SH	SOLE	
DU PONT E I DE NEMOURS & CO	COM	263534109	261	4940	SH	DEFINED	
E M C CORP MASS	COM	268648102	39626	1326155	SH	SOLE	
EBAY INC	COM	278642103	308	8350	SH	DEFINED	1
EL PASO CORP	COM	28336L109	7683	260000	SH	SOLE	
ELDORADO GOLD CORP NEW	COM	284902103	32315	2352900	SH	SOLE	
EMPRESA NACIONAL DE ELCTRCID	SPONSORED ADR	29244T101	942	17468	SH	DEFINED	1
ENBRIDGE INC	COM	29250N105	1146439	29519298	SH	SOLE	
ENCANA CORP	COM	292505104	274	14000	SH	DEFINED	
ENCANA CORP	COM	292505104	176178	8970849	SH	SOLE	
ENERPLUS CORP	COM	292766102	12786	570900	SH	SOLE	
ENERSIS S A	SPONSORED ADR	29274F104	242	12000	SH	DEFINED	
ENTREE GOLD INC	COM	29383G100	74	59250	SH	SOLE	
ERICSSON L M TEL CO	ADR B SEK 10	294821608	11032	1070000	SH	SOLE	
EXCO RESOURCES INC	COM	269279402	126	19000	SH	DEFINED	1
EXTERRAN HLDGS INC	COM	30225X103	5365	406723	SH	SOLE	
EXXON MOBIL CORP	COM	30231G102	1108	12780	SH	DEFINED	
EXXON MOBIL CORP	COM	30231G102	526	6069	SH	DEFINED	1
FLUOR CORP NEW	COM	343412102	6004	100000	SH	SOLE	
FORD MTR CO DEL	COM PAR \$0.01	345370860	306	24469	SH	SOLE	
FOREST CITY ENTERPRISES INC	CL A	345550107	7139	456135	SH	SOLE	
FRANCO NEVADA CORP	COM	351858105	2468	57400	SH	SOLE	
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	84245	2214632	SH	DEFINED	1
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	13999	368000	SH	SOLE	
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	709	18655	SH	DEFINED	
GABELLI EQUITY TR INC	COM	362397101	67	11625	SH	DEFINED	1
GAFISA S A	SPONS ADR	362607301	68	14460	SH	DEFINED	1
GAYLORD ENTMT CO NEW	COM	367905106	4818	156420	SH	SOLE	
GENERAL ELECTRIC CO	COM	369604103	434	21661	SH	DEFINED	
GENERAL ELECTRIC CO	COM	369604103	1123	55980	SH	DEFINED	1
GENERAL ELECTRIC CO	COM	369604103	13232	659246	SH	SOLE	
GENERAL MLS INC	COM	370334104	7890	200000	SH	SOLE	
GERDAU S A	SPONSORED ADR	373737105	3524	365950	SH	SOLE	
GILDAN ACTIVEWEAR INC	COM	375916103	9673	351500	SH	SOLE	
GILEAD SCIENCES INC	COM	375558103	21620	442574	SH	SOLE	
GOLDCORP INC NEW	COM	380956409	124501	2762252	SH	SOLE	
GOODYEAR TIRE & RUBR CO	COM	382550101	1004	89456	SH	SOLE	
GOOGLE INC	CL A	38259P508	1182	1845	SH	DEFINED	1
GROUPE CGI INC	CL A SUB VTG	39945C109	2258	101300	SH	SOLE	
GRUPO TELEVISIA SA	SPON ADR REP ORD	40049J206	1603	76040	SH	SOLE	
HALLIBURTON CO	COM	406216101	9957	300000	SH	SOLE	
HEINZ H J CO	COM	423074103	15954	297924	SH	SOLE	
HERSHEY CO	COM	427866108	433	7060	SH	SOLE	
HEWLETT PACKARD CO	COM	428236103	2733	114572	SH	SOLE	
HOME DEPOT INC	COM	437076102	15093	300000	SH	SOLE	
HUBBAY MINERALS INC	COM	443628102	2193	200000	SH	SOLE	
HUMAN GENOME SCIENCES INC	COM	444903108	2871	348387	SH	SOLE	
IAMGOLD CORP	COM	450913108	14581	1095200	SH	SOLE	
ICONIX BRAND GROUP INC	COM	451055107	4840	278500	SH	SOLE	
IMPERIAL OIL LTD	COM NEW	453038408	34501	759384	SH	SOLE	
INTEL CORP	COM	458140100	285	10188	SH	DEFINED	1
INTEL CORP	COM	458140100	8433	300000	SH	SOLE	
INTERNATIONAL GAME TECHNOLOG	COM	459902102	2470	147100	SH	SOLE	
ISHARES GOLD TRUST	ISHARES	464285105	997	61300	SH	DEFINED	1
ISHARES INC	MSCI AUSTRALIA	464286103	329	4057	SH	DEFINED	1
ISHARES INC	MSCI BRAZIL	464286400	98285	1523007	SH	DEFINED	1
ISHARES INC	MSCI BRAZIL	464286400	1939	30000	SH	DEFINED	
ISHARES INC	MSCI CDA INDEX	464286509	3679	131387	SH	DEFINED	1
ISHARES INC	MSCI CHILE INVES	464286640	341	5000	SH	DEFINED	
ISHARES INC	MSCI CHILE INVES	464286640	366	20959	SH	DEFINED	1
ISHARES INC	MSCI GERMAN	464286806	8188	259800	SH	DEFINED	1

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ISHARES INC	MSCI HONG KONG	464286871	855	55510	SH	DEFINED	1
ISHARES INC	MSCI JAPAN	464286848	3361	330386	SH	DEFINED	1
ISHARES INC	MSCI MEX INVEST	464286822	1881	34114	SH	DEFINED	1
ISHARES INC	MSCI S KOREA	464286772	441	28680	SH	DEFINED	1
ISHARES INC	MSCI TAIWAN	464286731	1336	23670	SH	DEFINED	1
ISHARES INC	MSCI UTD KINGD	464286699	167	15938	SH	DEFINED	1
ISHARES SILVER TRUST	ISHARES	46428Q109	1244	37750	SH	DEFINED	1
ISHARES TR	CONS SRVC IDX	464287580	375	7725	SH	DEFINED	1
ISHARES TR	DJ US TECH SEC	464287721	4902	63000	SH	DEFINED	1
ISHARES TR	FTSE CHINA25 IDX	464287184	1471	23637	SH	DEFINED	1
ISHARES TR	HIGH YLD CORP	464288513	3852	42469	SH	DEFINED	1
ISHARES TR	INDO INVS MRKT	46429B309	496	7945	SH	DEFINED	1
ISHARES TR	MSCI ACJPN IDX	464288182	617	10361	SH	DEFINED	1
ISHARES TR	MSCI ACJPN IDX	464288182	3057	54179	SH	DEFINED	1
ISHARES TR	MSCI EAFE INDEX	464287465	1407	25635	SH	DEFINED	1
ISHARES TR	MSCI EAFE INDEX	464287465	208	3800	SH	DEFINED	1
ISHARES TR	MSCI EMERG MKT	464287234	107661	2507053	SH	DEFINED	1
ISHARES TR	MSCI PERU CAP	464289842	59581	1277260	SH	DEFINED	1
ISHARES TR	NASDAQ BIO INDX	464287556	29345	238000	SH	DEFINED	1
ISHARES TR	RUSSELL 3000	464287689	475	5700	SH	DEFINED	1
ISHARES TR	RUSSELL MIDCAP	464287499	1773	16021	SH	DEFINED	1
ISHARES TR	RUSSELL1000VAL	464287598	369	5270	SH	DEFINED	1
ISHARES TR	S&P 100 IDX FD	464287101	410	6400	SH	DEFINED	1
ISHARES TR	S&P 500 INDEX	464287200	894	16935	SH	DEFINED	1
ISHARES TR	S&P GLB100INDX	464287572	5418	85210	SH	DEFINED	1
ISHARES TR	S&P LTN AM 40	464287390	225	5171	SH	DEFINED	1
ISHARES TR	S&P MIDCAP 400	464287507	2602	26225	SH	DEFINED	1
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	30619	1595610	SH	DEFINED	1
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	21677	1129600	SH	SOLE	
IVANHOE ENERGY INC	COM	465790103	1002	925400	SH	SOLE	
IVANHOE MINES LTD	COM	46579N103	2039	129600	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	524	7940	SH	DEFINED	1
JOHNSON & JOHNSON	COM	478160104	19768	299694	SH	SOLE	
JPMORGAN CHASE & CO	COM	46625H100	7633	166000	SH	SOLE	
KIMBERLY CLARK CORP	COM	494368103	15598	211100	SH	SOLE	
KINGSWAY FINL SVCS INC	COM	496904103	39	50500	SH	SOLE	
KINROSS GOLD CORP	COM NO PAR	496902404	35484	3630347	SH	SOLE	
KNIGHT CAP GROUP INC	CL A COM	499005106	5648	438820	SH	SOLE	
KOPIN CORP	COM	500600101	167	41000	SH	DEFINED	1
KRAFT FOODS INC	CL A	50075N104	16791	441743	SH	SOLE	
KRAFT FOODS INC	CL A	50075N104	618	16285	SH	DEFINED	1
LILLY ELI & CO	COM	532457108	9077	225400	SH	SOLE	
LOWES COS INC	COM	548661107	1396	44500	SH	SOLE	
LULULEMON ATHLETICA INC	COM	550021109	50420	675000	SH	SOLE	
MAGNA INTL INC	COM	559222401	57450	1204926	SH	SOLE	
MANULIFE FINL CORP	COM	56501R106	623034	46001381	SH	SOLE	
MARATHON OIL CORP	COM	565849106	285	9000	SH	DEFINED	1
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	558	10570	SH	DEFINED	1
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	3483	75902	SH	DEFINED	1
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	658	13285	SH	DEFINED	1
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	617	20000	SH	DEFINED	1
MARSH & MCLENNAN COS INC	COM	571748102	239	7300	SH	DEFINED	1
MARTEN TRANS LTD	COM	573075108	6703	303750	SH	DEFINED	1
MCDONALDS CORP	COM	580135101	238	2438	SH	DEFINED	1
MCDONALDS CORP	COM	580135101	16432	167500	SH	SOLE	
MEDTRONIC INC	COM	585055106	382	9785	SH	DEFINED	1
MEDTRONIC INC	COM	585055106	7263	185324	SH	SOLE	
MERCK & CO INC NEW	COM	58933Y105	238	6221	SH	DEFINED	1
MERCK & CO INC NEW	COM	58933Y105	10380	270300	SH	SOLE	
METHANEX CORP	COM	59151K108	51968	1595998	SH	SOLE	
MGM RESORTS INTERNATIONAL	COM	552953101	5435	399071	SH	SOLE	
MI DEVS INC	COM	55304X104	18249	526880	SH	SOLE	

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MICRON TECHNOLOGY INC	COM	595112103	10511	1297691	SH	SOLE
MICROSOFT CORP	COM	594918104	429	13332	SH	DEFINED
MICROSOFT CORP	COM	594918104	282	8750	SH	DEFINED 1
MOTOROLA SOLUTIONS INC	COM NEW	620076307	351	6915	SH	SOLE
NANOSPHERE INC	COM	63009F105	88	44430	SH	DEFINED 1
NAVISTAR INTL CORP NEW	COM	63934E108	987	24399	SH	SOLE
NEVSUN RES LTD	COM	64156L101	922	250000	SH	SOLE
NEW GOLD INC CDA	COM	644535106	1862	188600	SH	SOLE
NEWMONT MINING CORP	COM	651639106	22707	442900	SH	DEFINED 1
NEWMONT MINING CORP	COM	651639106	20076	391580	SH	SOLE
NEXEN INC	COM	65334H102	35428	1932141	SH	SOLE
NIKE INC	CL B	654106103	2258	20824	SH	SOLE
NISOURCE INC	COM	65473P105	7305	300000	SH	SOLE
NOKIA CORP	SPONSORED ADR	654902204	3978	724640	SH	SOLE
NORDSTROM INC	COM	655664100	557	10000	SH	SOLE
NORTHERN DYNASTY MINERALS LT	COM NEW	66510M204	2438	400000	SH	SOLE
NOVAGOLD RES INC	COM NEW	66987E206	562	78300	SH	SOLE
NVIDIA CORP	COM	67066G104	1219	79200	SH	SOLE
OFFICE DEPOT INC	COM	676220106	1129	327148	SH	SOLE
OPEN TEXT CORP	COM	683715106	18661	305200	SH	SOLE
ORACLE CORP	COM	68389X105	24567	842500	SH	SOLE
PAN AMERICAN SILVER CORP	COM	697900108	1000	45300	SH	SOLE
PENGROWTH ENERGY CORP	COM	70706P104	1485	158400	SH	SOLE
PENN WEST PETE LTD NEW	COM	707887105	32841	1680829	SH	SOLE
PEPSICO INC	COM	713448108	14431	217500	SH	SOLE
PETROLEO BRASILEIRO ADR	ADR	71654V408	39862	1500800	SH	SOLE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	12780	500000	SH	SOLE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	10251	385996	SH	DEFINED 1
PFIZER INC	COM	717081103	487	21510	SH	DEFINED 1
PFIZER INC	COM	717081103	28272	1247651	SH	SOLE
PFIZER INC	COM	717081103	214	9459	SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	419	4737	SH	DEFINED 1
PIMCO ETF TR	INV GRD CRP BD	72201R817	354	3415	SH	DEFINED 1
PIMCO HIGH INCOME FD	COM SHS	722014107	1078	84000	SH	DEFINED
PIMCO INCOME STRATEGY FUND	COM	72201H108	387	34082	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	213	1910	SH	DEFINED
POLYMET MINING CORP	COM	731916102	1166	1011250	SH	SOLE
POTASH CORP SASK INC	COM	73755L107	121202	2654807	SH	SOLE
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	3651	126801	SH	DEFINED 1
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	14639	777000	SH	SOLE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	63294	937000	SH	DEFINED 1
PRAXAIR INC	COM	74005P104	274	2400	SH	DEFINED
PRECISION DRILLING CORP	COM 2010	74022D308	1040	103500	SH	SOLE
PRICELINE COM INC	COM NEW	741503403	143500	200000	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	454	6769	SH	DEFINED 1
PROCTER & GAMBLE CO	COM	742718109	34127	507762	SH	SOLE
PROGRESSIVE WASTE SOLUTIONS	COM	74339G101	19986	920000	SH	SOLE
PROVIDENT ENERGY LTD NEW	COM	74386V100	3621	300000	SH	SOLE
QLOGIC CORP	COM	747277101	1776	100000	SH	SOLE
QUALCOMM INC	COM	747525103	5782	85000	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	3062	50084	SH	DEFINED 1
RANDGOLD RES LTD	ADR	752344309	353	4014	SH	SOLE
RESEARCH IN MOTION LTD	COM	760975102	20690	1411453	SH	SOLE
RIO TINTO PLC	SPONSORED ADR	767204100	1779	32000	SH	SOLE
RITCHIE BROS AUCTIONEERS	COM	767744105	1003	42100	SH	SOLE
ROGERS COMMUNICATIONS INC	CL B	775109200	507692	12788505	SH	SOLE
ROSS STORES INC	COM	778296103	2998	51601	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	991	17113	SH	DEFINED
ROYAL BK CDA MONTREAL QUE	COM	780087102	3038466	52428533	SH	SOLE
ROYAL BK SCOTLAND GROUP PLC	SP ADR L RP PF	780097788	262	14000	SH	DEFINED 1
ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	265	12000	SH	DEFINED
RUBICON MINERALS CORP	COM	780911103	1311	400000	SH	SOLE

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SALESFORCE COM INC	COM	79466L302	2520	16312	SH	SOLE
SARA LEE CORP	COM	803111103	494	22964	SH	SOLE
SBA COMMUNICATIONS CORP	COM	78388J106	22166	436254	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	295	4225	SH	DEFINED 1
SEACHANGE INTL INC	COM	811699107	610	78392	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	5248	154000	SH	SOLE
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	3516	93531	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	15668	218383	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	679	43050	SH	SOLE
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	42208	1399477	SH	DEFINED 1
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	240437	11361285	SH	SOLE
SILVER WHEATON CORP	COM	828336107	34141	1029500	SH	SOLE
SNYDERS-LANCE INC	COM	833551104	398	15400	SH	DEFINED 1
SONDE RES CORP	COM	835426107	99	40500	SH	SOLE
SOUTHERN COPPER CORP	COM	84265V105	5929	186979	SH	SOLE
SOUTHERN COPPER CORP	COM	84265V105	29047	916046	SH	DEFINED 1
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	1993	15125	SH	DEFINED 1
SPDR GOLD TRUST	GOLD SHS	78463V107	13152	81128	SH	DEFINED 1
SPDR INDEX SHS FDS	GLB NAT RESRCE	78463X541	289	5490	SH	DEFINED 1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	60106	686188	SH	DEFINED 1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	436	3097	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	15775	500000	SH	SOLE
ST JUDE MED INC	COM	790849103	2814	63511	SH	SOLE
STANLEY BLACK & DECKER INC	COM	854502101	1652	21462	SH	SOLE
SUN LIFE FINL INC	COM	866796105	386868	16303432	SH	SOLE
SUNCOR ENERGY INC NEW	COM	867224107	156177	4780211	SH	SOLE
SUNPOWER CORP	COM	867652406	416	65235	SH	SOLE
SUPERVALU INC	COM	868536103	799	139984	SH	SOLE
TAIWAN FD INC	COM	874036106	235	14000	SH	DEFINED 1
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	9015	585255	SH	SOLE
TALISMAN ENERGY INC	COM	87425E103	238	18943	SH	DEFINED
TALISMAN ENERGY INC	COM	87425E103	43577	3466337	SH	SOLE
TARGET CORP	COM	87612E106	395	6772	SH	SOLE
TECK RESOURCES LTD	CL B	878742204	83766	2346455	SH	DEFINED 1
TECK RESOURCES LTD	CL B	878742204	58566	1640557	SH	SOLE
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	810	71400	SH	SOLE
TELECOMMUNICATION SYS INC	CL A	87929J103	500	179750	SH	DEFINED 1
TELECOMMUNICATION SYS INC	CL A	87929J103	213	76700	SH	SOLE
TELEFONICA S A	SPONSORED ADR	879382208	6878	419145	SH	SOLE
TELLABS INC	COM	879664100	142	35000	SH	DEFINED 1
TELUS CORP	NON-VTG SHS	87971M202	82792	1456272	SH	SOLE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	6897	153067	SH	SOLE
THOMSON REUTERS CORP	COM	884903105	37141	1284631	SH	SOLE
TIFFANY & CO NEW	COM	886547108	6913	100000	SH	SOLE
TIM HORTONS INC	COM	88706M103	25205	471175	SH	SOLE
TORONTO DOMINION BK ONT	COM NEW	891160509	12170	143269	SH	DEFINED 1
TORONTO DOMINION BK ONT	COM NEW	891160509	2293588	27024273	SH	SOLE
TORONTO DOMINION BK ONT	COM NEW	891160509	910	10733	SH	DEFINED
TRANSALTA CORP	COM	89346D107	283	15100	SH	DEFINED
TRANSALTA CORP	COM	89346D107	143224	7639943	SH	SOLE
TRANSALTA CORP	COM	89346D107	28120	1500000	SH	SOLE 1
TRANSCANADA CORP	COM	89353D107	664789	15482835	SH	SOLE
TRANSCANADA CORP	COM	89353D107	28983	675000	SH	SOLE 1
UNILEVER N V	N Y SHS NEW	904784709	16630	488700	SH	SOLE
UNION PAC CORP	COM	907818108	5374	50000	SH	SOLE
UNITED SECURITY BANCSHARES C	COM	911460103	39104	23520523	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	10368	125000	SH	SOLE
UR ENERGY INC	COM	91688R108	1148	939000	SH	SOLE
US ECOLOGY INC	COM	91732J102	357	16420	SH	DEFINED 1
VALE S A	ADR	91912E105	65351	2801181	SH	DEFINED 1
VALE S A	ADR	91912E105	55120	2362650	SH	SOLE
VALE S A	ADR REPSTG PFD	91912E204	57072	2515300	SH	SOLE

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VALEANT PHARMACEUTICALS INTL	COM	91911K102	47392	883793	SH	SOLE
VALERO ENERGY CORP NEW	COM	91913Y100	10920	423729	SH	SOLE
VANGUARD INDEX FDS	MCAP GR IDXVIP	922908538	8270	120000	SH	DEFINED 1
VANGUARD INDEX FDS	TOTAL STK MKT	922908769	24269	327470	SH	DEFINED 1
VANGUARD INDEX FDS	VALUE ETF	922908744	438	7600	SH	DEFINED
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	18754	434024	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	10799	234266	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI PAC ETF	922042866	8182	153930	SH	DEFINED 1
VANGUARD SPECIALIZED PORTFOL	DIV APP ETF	921908844	5855	100000	SH	DEFINED 1
VANGUARD WHITEHALL FDS INC	HIGH DIV YLD	921946406	565	7805	SH	DEFINED 1
VERIZON COMMUNICATIONS INC	COM	92343V104	9072	237300	SH	SOLE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	20337	735000	SH	SOLE
VORNADO RLTY TR	SH BEN INT	929042109	17593	208939	SH	SOLE
WAL MART STORES INC	COM	931142103	23532	384509	SH	SOLE
WALGREEN CO	COM	931422109	1380	41198	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	13114	384126	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	221	6495	SH	DEFINED
WET SEAL INC	CL A	961840105	259	75000	SH	DEFINED 1
WHOLE FOODS MKT INC	COM	966837106	4563	54838	SH	SOLE
WILEY JOHN & SONS INC	CL B	968223305	9540	200000	SH	DEFINED 1
WILLIAMS COS INC DEL	COM	969457100	9705	315000	SH	SOLE
WINDSTREAM CORP	COM	97381W104	4504	384654	SH	SOLE
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	14576	756000	SH	SOLE
XILINX INC	COM	983919101	2688	73679	SH	SOLE
YAHOO INC	COM	984332106	205	13500	SH	DEFINED 1
YAHOO INC	COM	984332106	4089	268690	SH	SOLE
YAMANA GOLD INC	COM	98462Y100	33906	2173619	SH	SOLE