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BANK OF NOVA SCOTIA /  
Form 13F-HR  
November 12, 2009

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, 2009

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 13, 2009

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.                    |
| 28-11460             | Scotia Cassels Investment Counsel Ltd. |
| 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: 242  
 Form13F Information Table Value Total: \$11,461,806 (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 | 203                | 4110               | SH         |              | DEFINED            |             |
| ACCENTURE PLC IRELAND        | SHS CLASS A      | G1151C101 | 4659               | 125000             | SH         |              | SOLE               |             |
| ADVANCED ANALOGIC TECHNOLOGI | COM              | 00752J108 | 85                 | 21500              | SH         |              | DEFINED            |             |
| ADVANCED MICRO DEVICES INC   | COM              | 007903107 | 566                | 100000             | SH         |              | SOLE               |             |
| AEGON N V                    | NY REGISTRY SH   | 007924103 | 175                | 20729              | SH         |              | DEFINED            |             |
| AES CORP                     | COM              | 00130H105 | 409                | 27600              | SH         |              | SOLE               |             |
| AETNA INC NEW                | COM              | 00817Y108 | 376                | 13500              | SH         |              | SOLE               |             |
| AFLAC INC                    | COM              | 001055102 | 934                | 21850              | SH         |              | SOLE               |             |
| AGNICO EAGLE MINES LTD       | COM              | 008474108 | 17809              | 263307             | SH         |              | SOLE               |             |
| AGRIUM INC                   | COM              | 008916108 | 13659              | 273236             | SH         |              | SOLE               |             |
| ALASKA COMMUNICATIONS SYS GR | COM              | 01167P101 | 113                | 12300              | SH         |              | DEFINED            |             |
| ALLIANCE DATA SYSTEMS CORP   | COM              | 018581108 | 4832               | 79046              | SH         |              | SOLE               |             |
| ALLIANCE ONE INTL INC        | COM              | 018772103 | 1781               | 397476             | SH         |              | SOLE               |             |
| AMGEN INC                    | COM              | 031162100 | 6023               | 100000             | SH         |              | SOLE               |             |
| AMR CORP                     | COM              | 001765106 | 122                | 30000              | SH         |              | DEFINED            | 1           |
| ANADARKO PETE CORP           | COM              | 032511107 | 9409               | 150000             | SH         |              | SOLE               |             |
| APPLE INC                    | COM              | 037833100 | 408                | 2200               | SH         |              | SOLE               |             |
| APPLE INC                    | COM              | 037833100 | 1619               | 8734               | SH         |              | DEFINED            | 1           |
| APPLIED MATLS INC            | COM              | 038222105 | 2680               | 200000             | SH         |              | SOLE               |             |
| ARCHER DANIELS MIDLAND CO    | COM              | 039483102 | 7525               | 259750             | SH         |              | SOLE               |             |
| AT&T INC                     | COM              | 00206R102 | 8103               | 300000             | SH         |              | SOLE               |             |
| AUGUSTA RES CORP             | COM NEW          | 050912203 | 99                 | 40000              | SH         |              | SOLE               |             |
| AVON PRODS INC               | COM              | 054303102 | 3233               | 95403              | SH         |              | SOLE               |             |
| BALLARD PWR SYS INC NEW      | COM              | 058586108 | 225                | 83000              | SH         |              | SOLE               |             |
| BANCO SANTANDER CHILE NEW    | SP ADR REP COM   | 05965X109 | 1740               | 108050             | SH         |              | DEFINED            | 1           |
| BANK MONTREAL QUE            | COM              | 063671101 | 958068             | 18934771           | SH         |              | SOLE               |             |
| BANK NOVA SCOTIA HALIFAX     | COM              | 064149107 | 4236               | 92809              | SH         |              | DEFINED            | 1           |
| BANK OF AMERICA CORPORATION  | COM              | 060505104 | 15850              | 936787             | SH         |              | SOLE               |             |
| BANRO CORP                   | COM              | 066800103 | 67                 | 25000              | SH         |              | SOLE               |             |
| BARCLAYS BK PLC              | DJUBS CMDT ETN36 | 06738C778 | 2949               | 76500              | SH         |              | DEFINED            |             |
| BARRICK GOLD CORP            | COM              | 067901108 | 67405              | 1779998            | SH         |              | SOLE               |             |

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|                               |                |           |        |          |    |         |   |
|-------------------------------|----------------|-----------|--------|----------|----|---------|---|
| BARRICK GOLD CORP             | COM            | 067901108 | 348    | 9215     | SH | DEFINED | 1 |
| BCE INC                       | COM NEW        | 05534B760 | 66971  | 2716887  | SH | SOLE    |   |
| BCE INC                       | COM NEW        | 05534B760 | 3463   | 140500   | SH | SOLE    | 1 |
| BERKSHIRE HATHAWAY INC DEL    | CL A           | 084670108 | 4040   | 40       | SH | DEFINED | 1 |
| BEST BUY INC                  | COM            | 086516101 | 349    | 9300     | SH | SOLE    |   |
| BHP BILLITON LTD              | SPONSORED ADR  | 088606108 | 3161   | 47883    | SH | DEFINED | 1 |
| BIOVAIL CORP                  | COM            | 09067J109 | 68606  | 4446082  | SH | SOLE    |   |
| BLACKSTONE GROUP L P          | COM UNIT LTD   | 09253U108 | 1065   | 75000    | SH | SOLE    |   |
| BOSTON PROPERTIES INC         | COM            | 101121101 | 4141   | 63104    | SH | SOLE    |   |
| BOSTON SCIENTIFIC CORP        | COM            | 101137107 | 349    | 33000    | SH | SOLE    |   |
| BRISTOL MYERS SQUIBB CO       | COM            | 110122108 | 3657   | 162400   | SH | SOLE    |   |
| BROADCOM CORP                 | CL A           | 111320107 | 1413   | 46050    | SH | SOLE    |   |
| BROOKFIELD ASSET MGMT INC     | CL A LTD VT SH | 112585104 | 343313 | 15081965 | SH | SOLE    |   |
| BROOKFIELD PPTYS CORP         | COM            | 112900105 | 139625 | 12313135 | SH | SOLE    |   |
| BURLINGTON NORTHN SANTA FE C  | COM            | 12189T104 | 383    | 4800     | SH | DEFINED |   |
| CAE INC                       | COM            | 124765108 | 22481  | 2659432  | SH | SOLE    |   |
| CAMECO CORP                   | COM            | 13321L108 | 19016  | 685239   | SH | SOLE    |   |
| CANADIAN NAT RES LTD          | COM            | 136385101 | 65135  | 964494   | SH | SOLE    |   |
| CANADIAN NATL RY CO           | COM            | 136375102 | 167919 | 3409290  | SH | SOLE    |   |
| CANADIAN PAC RY LTD           | COM            | 13645T100 | 33714  | 720428   | SH | SOLE    |   |
| CATERPILLAR INC DEL           | COM            | 149123101 | 385    | 7500     | SH | SOLE    |   |
| CDN IMPERIAL BK OF COMMERCE   | COM            | 136069101 | 691744 | 11342836 | SH | SOLE    |   |
| CEMEX SAB DE CV               | SPON ADR NEW   | 151290889 | 10414  | 806000   | SH | SOLE    |   |
| CEPHALON INC                  | COM            | 156708109 | 16249  | 278667   | SH | SOLE    |   |
| CHESAPEAKE ENERGY CORP        | COM            | 165167107 | 4876   | 171700   | SH | SOLE    |   |
| CHEVRON CORP NEW              | COM            | 166764100 | 8804   | 125000   | SH | SOLE    |   |
| CHIQUITA BRANDS INTL INC      | COM            | 170032809 | 169    | 10500    | SH | DEFINED |   |
| CISCO SYS INC                 | COM            | 17275R102 | 5885   | 250000   | SH | SOLE    |   |
| CISCO SYS INC                 | COM            | 17275R102 | 535    | 22760    | SH | DEFINED |   |
| CITIGROUP INC                 | COM            | 172967101 | 6764   | 1406000  | SH | SOLE    |   |
| COCA COLA CO                  | COM            | 191216100 | 7625   | 142000   | SH | SOLE    |   |
| COMCAST CORP NEW              | CL A SPL       | 20030N200 | 4824   | 300000   | SH | DEFINED | 1 |
| COMPANIA DE MINAS BUENAVENTU  | SPONSORED ADR  | 204448104 | 2026   | 57530    | SH | DEFINED | 1 |
| CONAGRA FOODS INC             | COM            | 205887102 | 7913   | 365000   | SH | SOLE    |   |
| CONCUR TECHNOLOGIES INC       | COM            | 206708109 | 585    | 14709    | SH | SOLE    |   |
| COVANTA HLDG CORP             | COM            | 22282E102 | 19582  | 1152058  | SH | SOLE    |   |
| CREDIT SUISSE GROUP           | SPONSORED ADR  | 225401108 | 326    | 5888     | SH | DEFINED |   |
| CROWN HOLDINGS INC            | COM            | 228368106 | 4080   | 150000   | SH | DEFINED | 1 |
| CVS CAREMARK CORPORATION      | COM            | 126650100 | 5361   | 150000   | SH | SOLE    |   |
| DEERE & CO                    | COM            | 244199105 | 794    | 18500    | SH | SOLE    |   |
| DELL INC                      | COM            | 24702R101 | 336    | 22000    | SH | SOLE    |   |
| DELTA AIR LINES INC DEL       | COM NEW        | 247361702 | 106    | 11900    | SH | DEFINED |   |
| DELTA PETE CORP               | COM NEW        | 247907207 | 50     | 29100    | SH | DEFINED |   |
| DENISON MINES CORP            | COM            | 248356107 | 86     | 46300    | SH | DEFINED |   |
| DENNYS CORP                   | COM            | 24869P104 | 34     | 12900    | SH | DEFINED |   |
| DOW CHEM CO                   | COM            | 260543103 | 7169   | 275000   | SH | SOLE    |   |
| E M C CORP MASS               | COM            | 268648102 | 21326  | 1251502  | SH | SOLE    |   |
| EASTMAN KODAK CO              | COM            | 277461109 | 71     | 15000    | SH | DEFINED |   |
| EL PASO CORP                  | COM            | 28336L109 | 2580   | 250000   | SH | SOLE    |   |
| ELDORADO GOLD CORP NEW        | COM            | 284902103 | 7646   | 673200   | SH | SOLE    |   |
| ELECTRONIC ARTS INC           | COM            | 285512109 | 3690   | 193700   | SH | SOLE    |   |
| ENBRIDGE INC                  | COM            | 29250N105 | 554698 | 14285649 | SH | SOLE    |   |
| ENCANA CORP                   | COM            | 292505104 | 547868 | 9481779  | SH | SOLE    |   |
| ENDEAVOUR SILVER CORP         | COM            | 29258Y103 | 2382   | 850000   | SH | SOLE    |   |
| ENERPLUS RES FD               | UNIT TR G NEW  | 29274D604 | 6707   | 293100   | SH | SOLE    |   |
| ERICSSON L M TEL CO           | ADR B SEK 10   | 294821608 | 9519   | 950000   | SH | SOLE    |   |
| EXTERRAN HLDGS INC            | COM            | 30225X103 | 7144   | 300688   | SH | SOLE    |   |
| EXXON MOBIL CORP              | COM            | 30231G102 | 506    | 7380     | SH | DEFINED | 1 |
| FLEXTRONICS INTL LTD          | ORD            | Y2573F102 | 1492   | 200000   | SH | SOLE    |   |
| FORD MTR CO DEL               | COM PAR \$0.01 | 345370860 | 815    | 113000   | SH | SOLE    |   |
| FREEMPORT-MCMORAN COPPER & GO | COM            | 35671D857 | 470    | 6854     | SH | DEFINED | 1 |
| GAYLORD ENTMT CO NEW          | COM            | 367905106 | 991    | 51000    | SH | SOLE    |   |

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|                              |                  |           |        |          |    |         |   |
|------------------------------|------------------|-----------|--------|----------|----|---------|---|
| GENERAL ELECTRIC CO          | COM              | 369604103 | 336    | 20500    | SH | DEFINED | 1 |
| GENERAL ELECTRIC CO          | COM              | 369604103 | 10418  | 635300   | SH | SOLE    |   |
| GILDAN ACTIVEWEAR INC        | COM              | 375916103 | 3473   | 175700   | SH | SOLE    |   |
| GLAXOSMITHKLINE PLC          | SPONSORED ADR    | 37733W105 | 1976   | 50000    | SH | SOLE    |   |
| GOLDCORP INC NEW             | COM              | 380956409 | 47470  | 1182016  | SH | SOLE    |   |
| GREAT BASIN GOLD LTD         | COM              | 390124105 | 2221   | 1450000  | SH | SOLE    |   |
| GRUPO AEROPORTUARIO DEL SURE | SPON ADR SER B   | 40051E202 | 82517  | 1934291  | SH | SOLE    |   |
| HALLIBURTON CO               | COM              | 406216101 | 5424   | 200000   | SH | SOLE    |   |
| HEINZ H J CO                 | COM              | 423074103 | 7234   | 182000   | SH | SOLE    |   |
| HOME DEPOT INC               | COM              | 437076102 | 7992   | 300000   | SH | SOLE    |   |
| HSBC HLDGS PLC               | SPON ADR NEW     | 404280406 | 3339   | 58230    | SH | SOLE    |   |
| IAMGOLD CORP                 | COM              | 450913108 | 8756   | 619600   | SH | SOLE    |   |
| IESI BFC LTD                 | COM              | 44951D108 | 11893  | 920000   | SH | SOLE    |   |
| IMPERIAL OIL LTD             | COM NEW          | 453038408 | 18220  | 478684   | SH | SOLE    |   |
| INTEL CORP                   | COM              | 458140100 | 6067   | 310000   | SH | SOLE    |   |
| INTERNATIONAL BUSINESS MACHS | COM              | 459200101 | 323    | 2705     | SH | DEFINED |   |
| INTERNATIONAL BUSINESS MACHS | COM              | 459200101 | 598    | 5000     | SH | SOLE    |   |
| INTERNATIONAL GAME TECHNOLOG | COM              | 459902102 | 1514   | 70500    | SH | SOLE    |   |
| ISHARES INC                  | MSCI BRIC INDX   | 464286657 | 1241   | 29600    | SH | SOLE    |   |
| ISHARES INC                  | MSCI CDA INDEX   | 464286509 | 2081   | 81650    | SH | DEFINED | 1 |
| ISHARES INC                  | MSCI BRAZIL      | 464286400 | 4615   | 68225    | SH | DEFINED | 1 |
| ISHARES INC                  | MSCI JAPAN       | 464286848 | 1105   | 111199   | SH | DEFINED |   |
| ISHARES TR                   | US PFD STK IDX   | 464288687 | 1450   | 40000    | SH | DEFINED |   |
| ISHARES TR INDEX             | IBOXX INV CPBD   | 464287242 | 389    | 3663     | SH | DEFINED | 1 |
| ISHARES TR INDEX             | S&P EURO PLUS    | 464287861 | 2186   | 56740    | SH | DEFINED |   |
| IVANHOE ENERGY INC           | COM              | 465790103 | 2769   | 1200000  | SH | SOLE    |   |
| IVANHOE MINES LTD            | COM              | 46579N103 | 7712   | 600000   | SH | SOLE    |   |
| JOHNSON & JOHNSON            | COM              | 478160104 | 11927  | 196250   | SH | SOLE    |   |
| JOHNSON & JOHNSON            | COM              | 478160104 | 666    | 10938    | SH | DEFINED |   |
| JOHNSON CTLS INC             | COM              | 478366107 | 900    | 36000    | SH | SOLE    |   |
| KIMBERLY CLARK CORP          | COM              | 494368103 | 7455   | 126400   | SH | SOLE    |   |
| KINROSS GOLD CORP            | COM NO PAR       | 496902404 | 29939  | 1373862  | SH | SOLE    |   |
| KROGER CO                    | COM              | 501044101 | 267    | 12965    | SH | DEFINED |   |
| LAM RESEARCH CORP            | COM              | 512807108 | 10248  | 300000   | SH | SOLE    |   |
| LILLY ELI & CO               | COM              | 532457108 | 796    | 24100    | SH | SOLE    |   |
| LIONS GATE ENTMNT CORP       | COM NEW          | 535919203 | 136    | 22150    | SH | DEFINED |   |
| LOWES COS INC                | COM              | 548661107 | 597    | 28500    | SH | SOLE    |   |
| MAGNA INTL INC               | CL A             | 559222401 | 21969  | 515438   | SH | SOLE    |   |
| MANULIFE FINL CORP           | COM              | 56501R106 | 795882 | 37869459 | SH | SOLE    |   |
| MARTEN TRANS LTD             | COM              | 573075108 | 5181   | 303750   | SH | DEFINED | 1 |
| MAXIM INTEGRATED PRODS INC   | COM              | 57772K101 | 5442   | 300000   | SH | SOLE    |   |
| MCDONALDS CORP               | COM              | 580135101 | 1381   | 24200    | SH | SOLE    |   |
| MCDONALDS CORP               | COM              | 580135101 | 206    | 3619     | SH | DEFINED |   |
| MEMC ELECTR MATLS INC        | COM              | 552715104 | 3326   | 200000   | SH | SOLE    |   |
| MERCK & CO INC               | COM              | 589331107 | 936    | 29600    | SH | SOLE    |   |
| METHANEX CORP                | COM              | 59151K108 | 27803  | 1595998  | SH | SOLE    |   |
| MI DEVS INC                  | CL A SUB VTG     | 55304X104 | 9431   | 702162   | SH | SOLE    |   |
| MICRON TECHNOLOGY INC        | COM              | 595112103 | 6274   | 765700   | SH | SOLE    |   |
| MICROSOFT CORP               | COM              | 594918104 | 575    | 22357    | SH | DEFINED |   |
| MICROSOFT CORP               | COM              | 594918104 | 7847   | 305000   | SH | SOLE    |   |
| MINEFINDERS LTD              | COM              | 602900102 | 668    | 68100    | SH | SOLE    |   |
| MIRANT CORP NEW              | COM              | 60467R100 | 0      | 76832    | SH | DEFINED |   |
| MOODYS CORP                  | COM              | 615369105 | 511    | 25000    | SH | SOLE    |   |
| MORGAN STANLEY               | COM NEW          | 617446448 | 203    | 6600     | SH | DEFINED |   |
| MOSAIC CO                    | COM              | 61945A107 | 841    | 17500    | SH | SOLE    |   |
| NEVSUN RES LTD               | COM              | 64156L101 | 102    | 50000    | SH | SOLE    |   |
| NEWELL RUBBERMAID INC        | COM              | 651229106 | 8103   | 516420   | SH | SOLE    |   |
| NEWPARK RES INC              | COM PAR \$.01NEW | 651718504 | 34     | 10650    | SH | DEFINED |   |
| NEXEN INC                    | COM              | 65334H102 | 28992  | 1275208  | SH | SOLE    |   |
| NISOURCE INC                 | COM              | 65473P105 | 4167   | 300000   | SH | SOLE    |   |
| NOKIA CORP                   | SPONSORED ADR    | 654902204 | 7829   | 535500   | SH | SOLE    |   |
| NORTH AMERN PALLADIUM LTD    | COM              | 656912102 | 4462   | 1602900  | SH | SOLE    |   |

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|-------------------------------|------------------|-----------|---------|----------|----|-----------|
| NORTHERN DYNASTY MINERALS LT  | COM NEW          | 66510M204 | 2974    | 400000   | SH | SOLE      |
| NVIDIA CORP                   | COM              | 67066G104 | 296     | 19700    | SH | SOLE      |
| PAETEC HOLDING CORP           | COM              | 695459107 | 3236    | 836205   | SH | SOLE      |
| PAN AMERICAN SILVER CORP      | COM              | 697900108 | 6842    | 298000   | SH | SOLE      |
| PENGROWTH ENERGY TR           | TR UNIT NEW      | 706902509 | 2646    | 250000   | SH | SOLE      |
| PENN WEST ENERGY TR           | TR UNIT          | 707885109 | 22762   | 1435129  | SH | SOLE      |
| PETROLEO BRASILEIRO SA PETRO  | SPONSORED ADR    | 71654V408 | 2772    | 60375    | SH | DEFINED 1 |
| PFIZER INC                    | COM              | 717081103 | 15530   | 939100   | SH | SOLE      |
| POTASH CORP SASK INC          | COM              | 73755L107 | 45256   | 498869   | SH | SOLE      |
| POWERSHARES DB CMDTY IDX TRA  | UNIT BEN INT     | 73935S105 | 3335    | 151200   | SH | DEFINED   |
| POWERSHARES QQQ TRUST         | UNIT SER 1       | 73935A104 | 425     | 10080    | SH | DEFINED   |
| PRECISION DRILLING TR         | TR UNIT          | 740215108 | 1452    | 217142   | SH | SOLE      |
| PROCTER & GAMBLE CO           | COM              | 742718109 | 918     | 15800    | SH | SOLE      |
| PROCTER & GAMBLE CO           | COM              | 742718109 | 565     | 9772     | SH | DEFINED 1 |
| PROSHARES TR                  | PSHS ULTSH 20YRS | 74347R297 | 2473    | 56200    | SH | DEFINED   |
| QLOGIC CORP                   | COM              | 747277101 | 1720    | 100000   | SH | SOLE      |
| QUEST DIAGNOSTICS INC         | COM              | 74834L100 | 2623    | 50270    | SH | DEFINED 1 |
| RANDGOLD RES LTD              | ADR              | 752344309 | 363     | 5200     | SH | SOLE      |
| RESEARCH IN MOTION LTD        | COM              | 760975102 | 230     | 3415     | SH | DEFINED 1 |
| RESEARCH IN MOTION LTD        | COM              | 760975102 | 59278   | 876553   | SH | SOLE      |
| RITCHIE BROS AUCTIONEERS      | COM              | 767744105 | 26857   | 1085000  | SH | SOLE      |
| ROGERS COMMUNICATIONS INC     | CL B             | 775109200 | 366075  | 12964510 | SH | SOLE      |
| ROYAL BK CDA MONTREAL QUE     | COM              | 780087102 | 1097    | 20403    | SH | DEFINED 1 |
| ROYAL BK CDA MONTREAL QUE     | COM              | 780087102 | 2451837 | 45615433 | SH | SOLE      |
| ROYAL BK SCOTLAND GROUP PLC   | SPON ADR SER H   | 780097879 | 144     | 12000    | SH | DEFINED 1 |
| ROYAL BK SCOTLAND GROUP PLC   | SP ADR L RP PF   | 780097788 | 147     | 14000    | SH | DEFINED 1 |
| RUBICON MINERALS CORP         | COM              | 780911103 | 372     | 90000    | SH | SOLE      |
| SAP AG                        | SPON ADR         | 803054204 | 1222    | 25000    | SH | SOLE      |
| SARA LEE CORP                 | COM              | 803111103 | 312     | 28000    | SH | SOLE      |
| SBA COMMUNICATIONS CORP       | COM              | 78388J106 | 9565    | 353939   | SH | SOLE      |
| SCHERING PLOUGH CORP          | COM              | 806605101 | 1506    | 53325    | SH | SOLE      |
| SELECT SECTOR SPDR TR         | SBI INT-FINL     | 81369Y605 | 1321    | 95000    | SH | SOLE      |
| SHAW COMMUNICATIONS INC       | CL B CONV        | 82028K200 | 135481  | 7484261  | SH | SOLE      |
| SILICON IMAGE INC             | COM              | 82705T102 | 243     | 100000   | SH | SOLE      |
| SOUTHERN COPPER CORP          | COM              | 84265V105 | 610     | 19878    | SH | DEFINED 1 |
| SOUTHWEST AIRLS CO            | COM              | 844741108 | 465     | 48400    | SH | SOLE      |
| SOUTHWEST GAS CORP            | COM              | 844895102 | 3223    | 126000   | SH | SOLE      |
| SOUTHWESTERN ENERGY CO        | COM              | 845467109 | 234     | 5500     | SH | DEFINED   |
| SPDR GOLD TRUST               | GOLD SHS         | 78463V107 | 9513    | 96240    | SH | DEFINED   |
| SPDR GOLD TRUST               | GOLD SHS         | 78463V107 | 1238    | 12533    | SH | DEFINED 1 |
| SPDR SERIES TRUST             | S&P HOMEBUILD    | 78464A888 | 1879    | 125000   | SH | SOLE      |
| SPDR TR                       | UNIT SER 1       | 78462F103 | 8882    | 84120    | SH | DEFINED   |
| SPDR TR                       | UNIT SER 1       | 78462F103 | 269     | 2550     | SH | DEFINED 1 |
| STATE STR CORP                | COM              | 857477103 | 936     | 17800    | SH | SOLE      |
| SUN LIFE FINL INC             | COM              | 866796105 | 344243  | 10984893 | SH | SOLE      |
| SUNCOR ENERGY INC NEW         | COM              | 867224107 | 211     | 6050     | SH | DEFINED 1 |
| SUNCOR ENERGY INC NEW         | COM              | 867224107 | 91838   | 2628911  | SH | SOLE      |
| SUNOCO INC                    | COM              | 86764P109 | 7824    | 275000   | SH | SOLE      |
| SUNPOWER CORP                 | COM CL A         | 867652109 | 386     | 12967    | SH | SOLE      |
| TAKE-TWO INTERACTIVE SOFTWARE | COM              | 874054109 | 4989    | 445035   | SH | SOLE      |
| TALISMAN ENERGY INC           | COM              | 87425E103 | 39747   | 2284091  | SH | SOLE      |
| TANZANIAN ROYALTY EXPL CORP   | COM              | 87600U104 | 717     | 251700   | SH | SOLE      |
| TARGET CORP                   | COM              | 87612E106 | 271     | 5800     | SH | SOLE      |
| TATA MTRS LTD                 | SPONSORED ADR    | 876568502 | 4536    | 350000   | SH | SOLE      |
| TECK RESOURCES LTD            | CL B             | 878742204 | 24689   | 896007   | SH | SOLE      |
| TELUS CORP                    | NON-VTG SHS      | 87971M202 | 126245  | 4057529  | SH | SOLE      |
| TESORO CORP                   | COM              | 881609101 | 285     | 19000    | SH | SOLE      |
| TEXAS INSTRS INC              | COM              | 882508104 | 7107    | 300000   | SH | SOLE      |
| THERMO FISHER SCIENTIFIC INC  | COM              | 883556102 | 224     | 5130     | SH | DEFINED   |
| THOMSON REUTERS CORP          | COM              | 884903105 | 27357   | 815812   | SH | SOLE      |
| TIM HORTONS INC               | COM              | 88706M103 | 12621   | 443875   | SH | SOLE      |
| TONGJITANG CHINESE MED CO     | SPON ADR         | 89025E103 | 504     | 135000   | SH | SOLE      |

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|                              |             |           |         |          |    |         |   |
|------------------------------|-------------|-----------|---------|----------|----|---------|---|
| TORONTO DOMINION BK ONT      | COM NEW     | 891160509 | 9945    | 154282   | SH | DEFINED | 1 |
| TORONTO DOMINION BK ONT      | COM NEW     | 891160509 | 1538952 | 23805773 | SH | SOLE    |   |
| TRANSALTA CORP               | COM         | 89346D107 | 130295  | 6387143  | SH | SOLE    |   |
| TRANSALTA CORP               | COM         | 89346D107 | 30600   | 1500000  | SH | SOLE    | 1 |
| TRANSCANADA CORP             | COM         | 89353D107 | 416088  | 13349119 | SH | SOLE    |   |
| TRANSCANADA CORP             | COM         | 89353D107 | 21040   | 675000   | SH | SOLE    | 1 |
| UNILEVER N V                 | N Y SHS NEW | 904784709 | 234     | 8140     | SH | DEFINED | 1 |
| UNITED STATES STL CORP NEW   | COM         | 912909108 | 544     | 12250    | SH | SOLE    |   |
| UNITED STATES STL CORP NEW   | COM         | 912909108 | 3417    | 77000    | SH | DEFINED | 1 |
| UR ENERGY INC                | COM         | 91688R108 | 129     | 150000   | SH | SOLE    |   |
| VALERO ENERGY CORP NEW       | COM         | 91913Y100 | 15972   | 823729   | SH | SOLE    |   |
| VANGUARD INDEX FDS           | STK MRK ETF | 922908769 | 21831   | 407285   | SH | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | EURPEAN ETF | 922042874 | 14315   | 288600   | SH | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | PACIFIC ETF | 922042866 | 7330    | 139900   | SH | DEFINED | 1 |
| VISA INC                     | COM CL A    | 92826C839 | 8546    | 1883680  | SH | SOLE    |   |
| VORNADO RLTY TR              | SH BEN INT  | 929042109 | 3926    | 61164    | SH | SOLE    |   |
| WAL MART STORES INC          | COM         | 931142103 | 494     | 10075    | SH | DEFINED |   |
| WELLS FARGO & CO NEW         | COM         | 949746101 | 4415    | 156684   | SH | SOLE    |   |
| WHIRLPOOL CORP               | COM         | 963320106 | 3498    | 50000    | SH | SOLE    |   |
| WHOLE FOODS MKT INC          | COM         | 966837106 | 2098    | 68800    | SH | SOLE    |   |
| WILEY JOHN & SONS INC        | CL B        | 968223305 | 6882    | 200000   | SH | DEFINED | 1 |
| WILLIAMS COS INC DEL         | COM         | 969457100 | 6680    | 373800   | SH | SOLE    |   |
| YAHOO INC                    | COM         | 984332106 | 677     | 38000    | SH | SOLE    |   |
| YAMANA GOLD INC              | COM         | 98462Y100 | 13307   | 1236619  | SH | SOLE    |   |
| YAMANA GOLD INC              | COM         | 98462Y100 | 120     | 11150    | SH | DEFINED |   |