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BANK OF NOVA SCOTIA /
Form 13F-HR
May 13, 2011

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, 2011

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 13, 2011

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: 426
 Form13F Information Table Value Total: \$17,437,006 (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
3M CO	COM	88579Y101	6358	68000	SH		SOLE	
ABBOTT LABS	COM	002824100	242	4944			DEFINED	
ABBOTT LABS	COM	002824100	294	6000	SH		DEFINED	1
ABBOTT LABS	COM	002824100	3164	64500	SH		SOLE	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3436	62500	SH		SOLE	
ADVANCED MICRO DEVICES INC	COM	007903107	5473	636343	SH		SOLE	
AEGON N V	NY REGISTRY SH	007924103	152	20347			DEFINED	
AES CORP	COM	00130H105	130	10000			DEFINED	
AES CORP	COM	00130H105	952	73200	SH		SOLE	
AETNA INC NEW	COM	00817Y108	412	11000	SH		SOLE	
AGNICO EAGLE MINES LTD	COM	008474108	207	3116			DEFINED	1
AGNICO EAGLE MINES LTD	COM	008474108	24408	367107	SH		SOLE	
AGRIUM INC	COM	008916108	32321	349936	SH		SOLE	
ALLIANCE DATA SYSTEMS CORP	COM	018581108	11686	136055	SH		SOLE	
ALLIANCE ONE INTL INC	COM	018772103	3200	796061	SH		SOLE	
ALLIANCE ONE INTL INC	COM	018772103	344	85650	SH		DEFINED	1
AMAZON COM INC	COM	023135106	234	1301			DEFINED	
AMERICAN EQTY INVT LIFE HLD	COM	025676206	2585	197017	SH		SOLE	
AMERICAN INTL GROUP INC	UNIT 99/99/9999	026874115	45	10075			DEFINED	
AMGEN INC	COM	031162100	6494	121500	SH		SOLE	
ANADARKO PETE CORP	COM	032511107	12288	150000	SH		SOLE	
APPLE INC	COM	037833100	563	1618			DEFINED	
APPLE INC	COM	037833100	5042	14471			DEFINED	1
APPLE INC	COM	037833100	987	2833	SH		SOLE	
APPLIED MATLS INC	COM	038222105	12889	825108	SH		SOLE	
ARCHER DANIELS MIDLAND CO	COM	039483102	18991	527373	SH		SOLE	
AT&T INC	COM	00206R102	9180	300000	SH		SOLE	
AT&T INC	COM	00206R102	331	10800	SH		DEFINED	1
AT&T INC	COM	00206R102	421	13765			DEFINED	1
ATLANTIC PWR CORP	COM NEW	04878Q863	12620	833900	SH		SOLE	
AURIZON MINES LTD	COM	05155P106	1055	150000	SH		SOLE	

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AUTOMATIC DATA PROCESSING IN	COM	053015103	10131	197450	SH	SOLE
BAIDU INC	SPON ADR REP A	056752108	303	2200	SH	SOLE
BANCO SANTANDER SA	ADR	05964H105	351	30000		DEFINED
BANCO SANTANDER SA	ADR	05964H105	123	10515	SH	DEFINED 1
BANK MONTREAL QUE	COM	063671101	514	7928		DEFINED 1
BANK MONTREAL QUE	COM	063671101	1245835	19174904	SH	SOLE
BANK NOVA SCOTIA HALIFAX	COM	064149107	5801	94492		DEFINED 1
BANK OF AMERICA CORPORATION	COM	060505104	397	29824		DEFINED 1
BANK OF AMERICA CORPORATION	COM	060505104	189338	14204074	SH	SOLE
BANK OF AMERICA CORPORATION	COM	060505104	405	30404		DEFINED
BANK OF NEW YORK MELLON CORP	COM	064058100	2555	85557		DEFINED
BANRO CORP	COM	066800103	384	150000	SH	SOLE
BARCLAYS BANK PLC	ETN DJUBS NAT37	06739H644	86	10000		DEFINED
BARCLAYS BANK PLC	SP ADR 7.1%PF3	06739H776	268	10635		DEFINED
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	2100	41740		DEFINED
BARRICK GOLD CORP	COM	067901108	680	13100		DEFINED 1
BARRICK GOLD CORP	COM	067901108	119012	2289397	SH	SOLE
BAYTEX ENERGY CORP	COM	07317Q105	3205	54800	SH	SOLE
BB&T CORP	COM	054937107	23006	838100	SH	SOLE
BCE INC	COM NEW	05534B760	406	11189		DEFINED 1
BCE INC	COM NEW	05534B760	180763	4975026	SH	SOLE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	5262	42		DEFINED 1
BERRY PETE CO	CL A	085789105	206	4100		DEFINED
BEST BUY INC	COM	086516101	1364	47500	SH	SOLE
BHP BILLITON LTD	SPONSORED ADR	088606108	2205	23000	SH	SOLE
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	1067	22000	SH	DEFINED 1
BOSTON PROPERTIES INC	COM	101121101	4947	52159	SH	SOLE
BOSTON SCIENTIFIC CORP	COM	101137107	1825	253814	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	264	10000	SH	DEFINED 1
BRISTOL MYERS SQUIBB CO	COM	110122108	10762	407350	SH	SOLE
BROADCOM CORP	CL A	111320107	380	9650	SH	SOLE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	209	34000	SH	DEFINED 1
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	433283	13329014	SH	SOLE
BROOKFIELD PPTYS CORP	COM	112900105	235818	13320935	SH	SOLE
CABOT OIL & GAS CORP	COM	127097103	202	3820		DEFINED
CAE INC	COM	124765108	28989	2181656	SH	SOLE
CAMECO CORP	COM	13321L108	25273	857139	SH	SOLE
CANADIAN NAT RES LTD	COM	136385101	255	5170		DEFINED
CANADIAN NAT RES LTD	COM	136385101	143478	2901088	SH	SOLE
CANADIAN NATL RY CO	COM	136375102	258787	3429290	SH	SOLE
CANADIAN PAC RY LTD	COM	13645T100	243	3790		DEFINED
CANADIAN PAC RY LTD	COM	13645T100	27618	432578	SH	SOLE
CARNIVAL CORP	PAIRED CTF	143658300	1454	37900	SH	SOLE
CATERPILLAR INC DEL	COM	149123101	1337	12016		DEFINED 1
CATERPILLAR INC DEL	COM	149123101	5567	50000	SH	SOLE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	385	4469		DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1323437	15345186	SH	SOLE
CEMEX SAB DE CV	SPON ADR NEW	151290889	7785	871769	SH	SOLE
CENOVUS ENERGY INC	COM	15135U109	313884	7944128	SH	SOLE
CENTRAL FD CDA LTD	CL A	153501101	374	16700	SH	DEFINED 1
CEPHALON INC	COM	156708109	16419	217230	SH	SOLE
CHEVRON CORP NEW	COM	166764100	516	4802	SH	DEFINED 1
CHEVRON CORP NEW	COM	166764100	19337	180000	SH	SOLE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	8924	193000	SH	SOLE
CISCO SYS INC	COM	17275R102	970	56603		DEFINED
CISCO SYS INC	COM	17275R102	7693	448570	SH	SOLE
CITIGROUP INC	COM	172967101	269	61071		DEFINED
CITIGROUP INC	COM	172967101	4770	1076355		DEFINED 1
CITIGROUP INC	COM	172967101	69	15500	SH	DEFINED 1
CITIGROUP INC	COM	172967101	3425	775000	SH	SOLE
COCA COLA CO	COM	191216100	738	11137		DEFINED
COCA COLA CO	COM	191216100	8957	135000	SH	SOLE

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COEUR D ALENE MINES CORP IDA	COM NEW	192108504	208	6000		DEFINED
COLGATE PALMOLIVE CO	COM	194162103	268	3325		DEFINED
COMCAST CORP NEW	CL A SPL	20030N200	6966	300000		DEFINED 1
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	145608	3388613	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	475	20000	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	14759	621439	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	607	7605		DEFINED 1
CONOCOPHILLIPS	COM	20825C104	438	5485	SH	DEFINED 1
CONSOL ENERGY INC	COM	20854P109	415	7736	SH	SOLE
CONSOLIDATED EDISON INC	COM	209115104	231	4550	SH	DEFINED 1
CONSTELLATION BRANDS INC	CL A	21036P108	375	18500	SH	DEFINED 1
COSAN LTD	SHS A	G25343107	5676	440000	SH	DEFINED 1
COVANTA HLDG CORP	COM	22282E102	28364	1660661	SH	SOLE
CREDICORP LTD	COM	G2519Y108	215267	2051534	SH	DEFINED 1
CROWN HOLDINGS INC	COM	228368106	5787	150000		DEFINED 1
CSX CORP	COM	126408103	11004	140000	SH	SOLE
DEERE & CO	COM	244199105	431	4453	SH	SOLE
DELL INC	COM	24702R101	1753	120800	SH	SOLE
DENISON MINES CORP	COM	248356107	1192	500000	SH	SOLE
DOLE FOOD CO INC NEW	COM	256603101	169	12400		DEFINED
DOW CHEM CO	COM	260543103	10381	275000	SH	SOLE
DRAGONWAVE INC	COM	26144M103	165	20000	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	446	8131		DEFINED
E M C CORP MASS	COM	268648102	23484	884400	SH	SOLE
EBAY INC	COM	278642103	749	24139		DEFINED
EL PASO CORP	COM	28336L109	4680	260000	SH	SOLE
ELDORADO GOLD CORP NEW	COM	284902103	19424	1190900	SH	SOLE
EMPRESA NACIONAL DE ELCTRCID	SPONSORED ADR	29244T101	305	5500		DEFINED
ENBRIDGE INC	COM	29250N105	881687	14383249	SH	SOLE
ENCANA CORP	COM	292505104	284226	8216849	SH	SOLE
ENDEAVOUR SILVER CORP	COM	29258Y103	3577	365000	SH	SOLE
ENERPLUS CORP	COM	292766102	15473	488400	SH	SOLE
ENERSIS S A	SPONSORED ADR	29274F104	249	12000		DEFINED
EOG RES INC	COM	26875P101	245	2075		DEFINED
ERICSSON L M TEL CO	ADR B SEK 10	294821608	12217	950000	SH	SOLE
EXTERRAN HLDGS INC	COM	30225X103	14500	611029	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	1558	18525		DEFINED
EXXON MOBIL CORP	COM	30231G102	384	4575		DEFINED 1
F5 NETWORKS INC	COM	315616102	821	8000	SH	SOLE
FORD MTR CO DEL	COM PAR \$0.01	345370860	4473	300000	SH	SOLE
FOREST CITY ENTERPRISES INC	CL A	345550107	4910	260740	SH	SOLE
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	252	4550		DEFINED
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	100525	1809632	SH	DEFINED 1
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	38510	693780	SH	SOLE
GABELLI EQUITY TR INC	COM	362397101	72	11625	SH	DEFINED 1
GAMMON GOLD INC	COM	36467T106	104	10000		DEFINED 1
GAYLORD ENTMT CO NEW	COM	367905106	3900	112465	SH	SOLE
GENERAL ELECTRIC CO	COM	369604103	920	45909		DEFINED
GENERAL ELECTRIC CO	COM	369604103	426	21285		DEFINED 1
GENERAL ELECTRIC CO	COM	369604103	14000	698246	SH	SOLE
GENERAL MLS INC	COM	370334104	7310	200000	SH	SOLE
GILDAN ACTIVEWEAR INC	COM	375916103	7498	228400	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	297	7000		DEFINED
GILEAD SCIENCES INC	COM	375558103	21230	500239	SH	SOLE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1921	50000	SH	SOLE
GOLDCORP INC NEW	COM	380956409	513	10314		DEFINED 1
GOLDCORP INC NEW	COM	380956409	97681	1958752	SH	SOLE
GOODYEAR TIRE & RUBR CO	COM	382550101	3467	231456	SH	SOLE
GOOGLE INC	CL A	38259P508	1080	1841		DEFINED
GOOGLE INC	CL A	38259P508	3982	6794		DEFINED 1
GREAT BASIN GOLD LTD	COM	390124105	3676	1397543	SH	SOLE
GROUPE CGI INC	CL A SUB VTG	39945C109	518	24700	SH	SOLE

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GRUPO SIMEC S A B DE C V	ADR	400491106	220	46200		DEFINED	1
GRUPO TELEVISIA SA DE CV	SP ADR REP ORD	40049J206	1756	71600	SH	SOLE	
HALLIBURTON CO	COM	406216101	14952	300000	SH	SOLE	
HEINZ H J CO	COM	423074103	15351	314443	SH	SOLE	
HERSHEY CO	COM	427866108	1598	29400	SH	SOLE	
HEWLETT PACKARD CO	COM	428236103	396	9673		DEFINED	
HEWLETT PACKARD CO	COM	428236103	5650	137892	SH	SOLE	
HOME DEPOT INC	COM	437076102	11118	300000	SH	SOLE	
HUDBAY MINERALS INC	COM	443628102	3258	200000	SH	SOLE	
IAMGOLD CORP	COM	450913108	17893	811600	SH	SOLE	
IESI BFC LTD	COM	44951D108	23386	920000	SH	SOLE	
IMPERIAL OIL LTD	COM NEW	453038408	29074	568884	SH	SOLE	
INTEL CORP	COM	458140100	12460	617753	SH	SOLE	
INTERNATIONAL BUSINESS MACHS	COM	459200101	7867	48243	SH	SOLE	
INTERNATIONAL GAME TECHNOLOG	COM	459902102	2337	144000	SH	SOLE	
ISHARES INC	MSCI JAPAN	464286848	1550	150267		DEFINED	
ISHARES INC	MSCI GERMANY	464286806	6960	179700		DEFINED	1
ISHARES INC	MSCI TAIWAN	464286731	165	11133	SH	DEFINED	1
ISHARES INC	MSCI S KOREA	464286772	205	3174	SH	DEFINED	1
ISHARES INC	MSCI MEX INVEST	464286822	6452	102663	SH	DEFINED	1
ISHARES INC	MSCI BRAZIL	464286400	1705	22000		DEFINED	
ISHARES INC	MSCI CDA INDEX	464286509	6943	206450		DEFINED	1
ISHARES INC	MSCI BRAZIL	464286400	86127	1111600	SH	SOLE	
ISHARES INC	MSCI BRAZIL	464286400	66899	863093	SH	DEFINED	1
ISHARES INC	MSCI BRAZIL	464286400	4064	52470		DEFINED	1
ISHARES INC	MSCI CHILE INVES	464286640	272	3794	SH	DEFINED	1
ISHARES INC	MSCI MALAYSIA	464286830	156	10512	SH	DEFINED	1
ISHARES S&P GSCI COMMODITY I	UNIT BEN INT	46428R107	2005	56400		DEFINED	
ISHARES SILVER TRUST	ISHARES	46428Q109	1085	29500	SH	DEFINED	1
ISHARES TR	RUSSELL1000VAL	464287598	362	5270	SH	DEFINED	1
ISHARES TR	S&P 100 IDX FD	464287101	368	6200	SH	DEFINED	1
ISHARES TR	S&P 500 INDEX	464287200	11987	90000		DEFINED	1
ISHARES TR	S&P 500 INDEX	464287200	462	3470	SH	DEFINED	1
ISHARES TR	S&P 500 VALUE	464287408	18716	295629		DEFINED	
ISHARES TR	S&P GLB100INDX	464287572	4953	75930	SH	DEFINED	1
ISHARES TR	S&P GLO INFRAS	464288372	205	5550	SH	DEFINED	1
ISHARES TR	US PFD STK IDX	464288687	726	18315		DEFINED	
ISHARES TR	S&P MIDCAP 400	464287507	1839	18636		DEFINED	
ISHARES TR	RUSSELL MIDCAP	464287499	1746	16021		DEFINED	
ISHARES TR	BARCLYS 20+ YR	464287432	387	4201		DEFINED	1
ISHARES TR	S&P LTN AM 40	464287390	15764	293137	SH	DEFINED	1
ISHARES TR	HIGH YLD CORP	464288513	3807	41400	SH	DEFINED	1
ISHARES TR	BARCLYS 1-3 YR	464287457	1511	18015		DEFINED	1
ISHARES TR	FTSE CHINA25 IDX	464287184	680	15152	SH	DEFINED	1
ISHARES TR	HIGH YLD CORP	464288513	1588	17257		DEFINED	1
ISHARES TR	RUSSELL 3000	464287689	481	6070	SH	DEFINED	1
ISHARES TR	IBOXX INV CPBD	464287242	338	3125	SH	DEFINED	1
ISHARES TR	MSCI ACJPN IDX	464288182	6123	97235		DEFINED	
ISHARES TR	MSCI EAFE INDEX	464287465	1528	25425	SH	DEFINED	1
ISHARES TR	MSCI EMERG MKT	464287234	2910	59800		DEFINED	
ISHARES TR	MSCI EMERG MKT	464287234	11035	226734	SH	DEFINED	1
ISHARES TR	MSCI PERU CAP	464289842	4228	92639.95	SH	DEFINED	1
ISHARES TR	DJ US REAL EST	464287739	14519	244420	SH	SOLE	
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	82342	3423758	SH	DEFINED	1
IVANHOE ENERGY INC	COM	465790103	5633	2000000	SH	SOLE	
IVANHOE MINES LTD	COM	46579N103	6904	251700	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	470	7940	SH	DEFINED	1
JOHNSON & JOHNSON	COM	478160104	19416	327694	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	729	12305		DEFINED	
JPMORGAN CHASE & CO	COM	46625H100	360	7824		DEFINED	
JPMORGAN CHASE & CO	COM	46625H100	4929	106979		DEFINED	1
JPMORGAN CHASE & CO	COM	46625H100	7653	166000	SH	SOLE	

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KIMBERLY CLARK CORP	COM	494368103	211	3234		DEFINED
KIMBERLY CLARK CORP	COM	494368103	13648	209100	SH	SOLE
KINGSWAY FINL SVCS INC	COM	496904103	47	50500	SH	SOLE
KINROSS GOLD CORP	COM NO PAR	496902404	49477	3167742	SH	SOLE
KNIGHT CAP GROUP INC	CL A COM	499005106	6049	451383	SH	SOLE
KOPIN CORP	COM	500600101	172	37600	SH	DEFINED 1
KRAFT FOODS INC	CL A	50075N104	17127	546126	SH	SOLE
KRAFT FOODS INC	CL A	50075N104	423	13500	SH	DEFINED 1
LABOPHARM INC	COM	504905100	51	95294	SH	SOLE
LEXINGTON REALTY TRUST	COM	529043101	140	15000		DEFINED
LILLY ELI & CO	COM	532457108	7049	200400	SH	SOLE
LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	148	40000		DEFINED
LOWES COS INC	COM	548661107	1176	44500	SH	SOLE
MACYS INC	COM	55616P104	485	20000	SH	SOLE
MAGNA INTL INC	COM	559222401	46338	966376	SH	SOLE
MANPOWER INC	COM	56418H100	565	9000		DEFINED
MANULIFE FINL CORP	COM	56501R106	735808	41516508	SH	SOLE
MARATHON OIL CORP	COM	565849106	480	9000	SH	DEFINED 1
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	949	15785	SH	DEFINED 1
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	3994	96000		DEFINED 1
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	5747	101344	SH	DEFINED 1
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	1020	18000		DEFINED
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	311	5555	SH	DEFINED 1
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	6196	110600		DEFINED 1
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	582	14000		DEFINED
MARTEN TRANS LTD	COM	573075108	6773	303750		DEFINED 1
MASSEY ENERGY COMPANY	COM	576206106	365	5346	SH	SOLE
MASTERCARD INC	CL A	57636Q104	8659	34400	SH	SOLE
MCDONALDS CORP	COM	580135101	205	2701		DEFINED
MCDONALDS CORP	COM	580135101	13993	183892	SH	SOLE
MEDTRONIC INC	COM	585055106	7292	185324	SH	SOLE
MERCK & CO INC NEW	COM	58933Y105	8960	271000	SH	SOLE
METHANEX CORP	COM	59151K108	49625	1595998	SH	SOLE
MGM RESORTS INTERNATIONAL	COM	552953101	5543	421500	SH	SOLE
MI DEVS INC	CL A SUB VTG	55304X104	17962	618512	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	11402	994981	SH	SOLE
MICROSOFT CORP	COM	594918104	5063	198946	SH	SOLE
MICROSOFT CORP	COM	594918104	330	13012		DEFINED
MONSANTO CO NEW	COM	61166W101	5419	75000	SH	SOLE
MORGAN STANLEY ASIA PAC FD I	COM	61744U106	198	11640	SH	DEFINED 1
MOTOROLA SOLUTIONS INC	COM NEW	620076307	309	6915	SH	SOLE
MYLAN INC	COM	628530107	15532	685050	SH	SOLE
NANOSPHERE INC	COM	63009F105	144	44430	SH	DEFINED 1
NAVISTAR INTL CORP NEW	COM	63934E108	2912	41999	SH	SOLE
NETFLIX INC	COM	64110L106	403	1700	SH	SOLE
NEUSTAR INC	CL A	64126X201	481	18800	SH	DEFINED 1
NEW YORK CMNTY BANCORP INC	COM	649445103	258	15000		DEFINED
NEWMONT MINING CORP	COM	651639106	21892	401139	SH	SOLE
NEWMONT MINING CORP	COM	651639106	2423	44400	SH	DEFINED 1
NEXEN INC	COM	65334H102	38350	1538041	SH	SOLE
NIKE INC	CL B	654106103	1563	20650	SH	SOLE
NISOURCE INC	COM	65473P105	5754	300000	SH	SOLE
NOKIA CORP	SPONSORED ADR	654902204	102	12000		DEFINED
NOKIA CORP	SPONSORED ADR	654902204	6396	750640	SH	SOLE
NORDSTROM INC	COM	655664100	449	10000	SH	SOLE
NORFOLK SOUTHERN CORP	COM	655844108	202	2930		DEFINED
NORTHERN DYNASTY MINERALS LT	COM NEW	66510M204	6021	400000	SH	SOLE
NOVAGOLD RES INC	COM NEW	66987E206	9077	700000	SH	SOLE
NVIDIA CORP	COM	67066G104	1001	54200	SH	SOLE
OFFICE DEPOT INC	COM	676220106	2309	498648	SH	SOLE
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	19016	115700	SH	DEFINED 1
OPEN TEXT CORP	COM	683715106	2573	41400	SH	SOLE

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ORACLE CORP	COM	68389X105	9859	295400	SH	SOLE
PAETEC HOLDING CORP	COM	695459107	2793	836205	SH	SOLE
PARKER DRILLING CO	COM	701081101	171	24800		DEFINED
PAYCHEX INC	COM	704326107	6272	200000	SH	SOLE
PEABODY ENERGY CORP	COM	704549104	394	5483		DEFINED
PENGROWTH ENERGY CORP	COM	70706P104	3926	283800	SH	SOLE
PENN WEST PETE LTD NEW	COM	707887105	33541	1207729	SH	SOLE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	15568	385046	SH	DEFINED 1
PFIZER INC	COM	717081103	728	35853		DEFINED
PFIZER INC	COM	717081103	23908	1177151	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	320	4878		DEFINED
PIMCO ETF TR	INV GRD CRP BD	72201R817	335	3415		DEFINED 1
PIMCO INCOME STRATEGY FUND	COM	72201H108	215	18000		DEFINED 1
POLYMET MINING CORP	COM	731916102	1965	982000	SH	SOLE
POTASH CORP SASK INC	COM	73755L107	111373	1887707	SH	SOLE
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	3868	126801		DEFINED
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	18698	777000	SH	SOLE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1136	20510		DEFINED
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	633	11000		DEFINED 1
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	46749	814000	SH	DEFINED 1
PROCTER & GAMBLE CO	COM	742718109	213	3474		DEFINED
PROCTER & GAMBLE CO	COM	742718109	449	7299		DEFINED 1
PROCTER & GAMBLE CO	COM	742718109	34791	564800	SH	SOLE
PROSHARES TR	PSHS ULSHRUS2000	74348A202	397	8750	SH	SOLE
PRUDENTIAL FINL INC	COM	744320102	864	14030	SH	SOLE
PULTE GROUP INC	COM	745867101	813	111225	SH	SOLE
QLOGIC CORP	COM	747277101	1855	100000	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	2891	50089		DEFINED 1
RANDGOLD RES LTD	ADR	752344309	9404	115325	SH	SOLE
RENTECH INC	COM	760112102	75	60000	SH	DEFINED 1
RESEARCH IN MOTION LTD	COM	760975102	640	11333		DEFINED
RESEARCH IN MOTION LTD	COM	760975102	326	5779		DEFINED 1
RESEARCH IN MOTION LTD	COM	760975102	60425	1068253	SH	SOLE
RF MICRODEVICES INC	COM	749941100	128	20000		DEFINED
RIO TINTO PLC	SPONSORED ADR	767204100	6458	90800	SH	DEFINED 1
RIO TINTO PLC	SPONSORED ADR	767204100	2276	32000	SH	SOLE
RITCHIE BROS AUCTIONEERS	COM	767744105	24838	880316	SH	SOLE
ROGERS COMMUNICATIONS INC	CL B	775109200	447988	12322705	SH	SOLE
ROSS STORES INC	COM	778296103	1828	25700	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1408	22758		DEFINED 1
ROYAL BK CDA MONTREAL QUE	COM	780087102	2995152	48396633	SH	SOLE
ROYAL BK SCOTLAND GROUP PLC	SP ADR L RP PF	780097788	265	14000		DEFINED 1
ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	270	12000		DEFINED 1
SALESFORCE COM INC	COM	79466L302	8837	66138	SH	SOLE
SANDISK CORP	COM	80004C101	466	10100	SH	SOLE
SARA LEE CORP	COM	803111103	406	22964	SH	SOLE
SBA COMMUNICATIONS CORP	COM	78388J106	21197	534188	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	1134	12169		DEFINED
SCHLUMBERGER LTD	COM	806857108	4663	50010		DEFINED 1
SEACHANGE INTL INC	COM	811699107	711	74892	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	2247	136950	SH	SOLE
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	5844	146000	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	14495	556000	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	11304	300000	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	5965	74740	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	16280	204138	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	275	10562	SH	DEFINED 1
SEMGROUP CORP	CL A	81663A105	33169	1177881	SH	SOLE
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	211639	10036689	SH	SOLE
SILVER WHEATON CORP	COM	828336107	1482	34100	SH	SOLE
SIRIUS XM RADIO INC	COM	82967N108	20	12500		DEFINED 1
SOCIEDAD QUIMICA MINERA DE C	SPON ADR SER B	833635105	204	3700		DEFINED

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SOUTHERN COPPER CORP	COM	84265V105	52871	1312903	SH	DEFINED	1
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	876	7120	SH	DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	2659	19013	SH	DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	1464	10474		DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	4545	32503		DEFINED	
SPDR GOLD TRUST	GOLD SHS	78463V107	19757	141300	SH	SOLE	
SPDR INDEX SHS FDS	GLB NAT RESRCE	78463X541	273	4340	SH	DEFINED	1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	19657	148255		DEFINED	
SPDR S&P 500 ETF TR	TR UNIT	78462F103	61323	462500	SH	DEFINED	1
SPDR SERIES TRUST	BRCLYS YLD ETF	78464A417	864	21330	SH	DEFINED	1
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	2276	125000	SH	SOLE	
SPRINT NEXTEL CORP	COM SER 1	852061100	46	10067		DEFINED	1
SPRINT NEXTEL CORP	COM SER 1	852061100	1730	372944	SH	SOLE	
ST JUDE MED INC	COM	790849103	3256	63511	SH	SOLE	
STANDARD MTR PRODS INC	COM	853666105	196	14200		DEFINED	
STANLEY BLACK & DECKER INC	COM	854502101	1693	22100	SH	SOLE	
SUN LIFE FINL INC	COM	866796105	429729	13670932	SH	SOLE	
SUNCOR ENERGY INC NEW	COM	867224107	279	6235		DEFINED	1
SUNCOR ENERGY INC NEW	COM	867224107	163853	3652911	SH	SOLE	
SUNPOWER CORP	COM CL A	867652109	4909	286395	SH	SOLE	
SUPERVALU INC	COM	868536103	2491	278930	SH	SOLE	
TAIWAN FD INC	COM	874036106	261	14000		DEFINED	1
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	4960	407200	SH	SOLE	
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	7459	485348	SH	SOLE	
TALISMAN ENERGY INC	COM	87425E103	66181	2676337	SH	SOLE	
TANZANIAN ROYALTY EXPL CORP	COM	87600U104	1609	252000	SH	SOLE	
TARGET CORP	COM	87612E106	1940	38772	SH	SOLE	
TASEKO MINES LTD	COM	876511106	446	75000	SH	SOLE	
TATA MTRS LTD	SPONSORED ADR	876568502	9726	350000	SH	SOLE	
TECK RESOURCES LTD	CL B	878742204	56873	1072757	SH	SOLE	
TECK RESOURCES LTD	CL B	878742204	81793	1540700	SH	DEFINED	1
TELECOMMUNICATION SYS INC	CL A	87929J103	316	76700	SH	SOLE	
TELECOMMUNICATION SYS INC	CL A	87929J103	278	67250	SH	DEFINED	1
TELEFONICA S A	SPONSORED ADR	879382208	10571	419145	SH	SOLE	
TELUS CORP	NON-VTG SHS	87971M202	89306	1837962	SH	SOLE	
TESORO CORP	COM	881609101	604	22514	SH	SOLE	
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	7679	153067	SH	SOLE	
THOMSON REUTERS CORP	COM	884903105	39710	1015631	SH	SOLE	
TIFFANY & CO NEW	COM	886547108	307	5000	SH	SOLE	
TIM HORTONS INC	COM	88706M103	17876	394075	SH	SOLE	
TORONTO DOMINION BK ONT	COM NEW	891160509	244	2760		DEFINED	
TORONTO DOMINION BK ONT	COM NEW	891160509	13581	153316		DEFINED	1
TORONTO DOMINION BK ONT	COM NEW	891160509	2245297	25366573	SH	SOLE	
TRANSALTA CORP	COM	89346D107	316	15000		DEFINED	1
TRANSALTA CORP	COM	89346D107	170416	8092043	SH	SOLE	
TRANSALTA CORP	COM	89346D107	31630	1500000	SH	SOLE	1
TRANSCANADA CORP	COM	89353D107	259	6396		DEFINED	1
TRANSCANADA CORP	COM	89353D107	579988	14301819	SH	SOLE	
TRANSCANADA CORP	COM	89353D107	27374	675000	SH	SOLE	1
UNILEVER N V	N Y SHS NEW	904784709	255	8162		DEFINED	1
UR ENERGY INC	COM	91688R108	16	10216		DEFINED	
UR ENERGY INC	COM	91688R108	660	400000	SH	SOLE	
US ECOLOGY INC	COM	91732J102	286	16420	SH	DEFINED	1
VALE S A	ADR	91912E105	5891	176703		DEFINED	1
VALE S A	ADR	91912E105	91978	2758000	SH	DEFINED	1
VALE S A	ADR	91912E105	5103	153000	SH	SOLE	
VALEANT PHARMACEUTICALS INTL	COM	91911K102	32974	660393	SH	SOLE	
VALERO ENERGY CORP NEW	COM	91913Y100	12636	423729	SH	SOLE	
VANGUARD INDEX FDS	VALUE ETF	922908744	431	7600		DEFINED	
VANGUARD INDEX FDS	STK MRK ETF	922908769	17776	258785		DEFINED	1
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	5254	107341		DEFINED	
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	3190	65147	SH	DEFINED	1

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VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	2823	54359		DEFINED
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	10761	207200		DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	878	16900	SH	DEFINED 1
VANGUARD INTL EQUITY INDEX F	MSCI PAC ETF	922042866	5566	99730		DEFINED 1
VERIZON COMMUNICATIONS INC	COM	92343V104	9146	237300	SH	SOLE
VISA INC	COM CL A	92826C839	7688	103760	SH	SOLE
VONAGE HLDGS CORP	COM	92886T201	137	30000	SH	DEFINED 1
VORNADO RLTY TR	SH BEN INT	929042109	5800	66290	SH	SOLE
WAL MART STORES INC	COM	931142103	443	8518		DEFINED 1
WAL MART STORES INC	COM	931142103	10951	210400	SH	SOLE
WALGREEN CO	COM	931422109	1640	40850	SH	SOLE
WATERS CORP	COM	941848103	6987	80400	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	241	7604		DEFINED
WELLS FARGO & CO NEW	COM	949746101	14079	444126	SH	SOLE
WENDYS ARBYS GROUP INC	COM	950587105	342	68000	SH	DEFINED 1
WET SEAL INC	CL A	961840105	424	100000	SH	DEFINED 1
WHOLE FOODS MKT INC	COM	966837106	3614	54838	SH	SOLE
WILEY JOHN & SONS INC	CL B	968223305	10150	200000		DEFINED 1
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	3564	143800		DEFINED 1
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	18787	756000	SH	SOLE
XILINX INC	COM	983919101	2832	86349	SH	SOLE
YAHOO INC	COM	984332106	3558	213690	SH	SOLE
YAMANA GOLD INC	COM	98462Y100	35359	2861019	SH	SOLE