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

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

Form 13F

Form 13F COVER PAGE

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

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

Institutional Investment Manager Filing this Report:

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

13F File Number: 28-11475

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

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

Report Type (Check only one.):

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

List of Other Managers Reporting for this Manager:

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

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 333

Form 13F Information Table Value Total: \$18,273,716 (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<br>(x\$1000) | SHARES/<br>PRN | SH/<br>PRN | PUT/<br>CALL | INVSTMT<br>DCRETN | OTH<br>MANA |  |
| 3M CO                        | COM            | 88579Y101 | 10906              | 118000         | SH         |              | SOLE              |             |  |
| ABBOTT LABS                  | COM            | 002824100 | 575                | 8395           | SH         |              | DEFINED           | 1           |  |
| ACCENTURE PLC IRELAND        | SHS CLASS A    | G1151C101 | 20414              | 291500         | SH         |              | SOLE              |             |  |
| ADVANCED MICRO DEVICES INC   | COM            | 007903107 | 2261               | 671001         | SH         |              | SOLE              |             |  |
| AEGON N V                    | NY REGISTRY SH | 007924103 | 111                | 21462          | SH         |              | DEFINED           |             |  |
| AES CORP                     | COM            | 00130H105 | 364                | 33200          | SH         |              | SOLE              |             |  |
| AFLAC INC                    | COM            | 001055102 | 8816               | 184127         | SH         |              | SOLE              |             |  |
| AGNICO EAGLE MINES LTD       | COM            | 008474108 | 28292              | 545507         | SH         |              | SOLE              |             |  |
| AGRIUM INC                   | COM            | 008916108 | 57761              | 556836         | SH         |              | SOLE              |             |  |
| ALLIANCE DATA SYSTEMS CORP   | COM            | 018581108 | 3997               | 28159          | SH         |              | SOLE              |             |  |
| ALLIANCE ONE INTL INC        | COM            | 018772103 | 1740               | 538707         | SH         |              | SOLE              |             |  |
| ALPHA NATURAL RESOURCES INC  | COM            | 02076X102 | 350                | 53279          | SH         |              | SOLE              |             |  |
| AMAZON COM INC               | COM            | 023135106 | 25432              | 100000         | SH         |              | SOLE              |             |  |
| AMERICAN EQTY INVT LIFE HLD  | COM            | 025676206 | 2176               | 187115         | SH         |              | SOLE              |             |  |
| AMERICAN TOWER CORP NEW      | COM            | 03027X100 | 564                | 7900           | SH         |              | SOLE              |             |  |
| ANADARKO PETE CORP           | COM            | 032511107 | 13984              | 200000         | SH         |              | SOLE              |             |  |
| ANHEUSER BUSCH INBEV SA/NV   | SPONSORED ADR  | 03524A108 | 2742               | 31914          | SH         |              | SOLE              |             |  |
| APPLE INC                    | COM            | 037833100 | 50045              | 75000          | SH         |              | SOLE              | 1           |  |
| APPLE INC                    | COM            | 037833100 | 1830               | 2745           | SH         |              | DEFINED           | 1           |  |
| APPLE INC                    | COM            | 037833100 | 365405             | 547613         | SH         |              | SOLE              |             |  |
| APPLIED MATLS INC            | COM            | 038222105 | 13595              | 1217608        | SH         |              | SOLE              |             |  |
| ARCHER DANIELS MIDLAND CO    | COM            | 039483102 | 2178               | 80125          | SH         |              | SOLE              |             |  |
| AT&T INC                     | COM            | 00206R102 | 613                | 16289          | SH         |              | DEFINED           | 1           |  |
| ATLANTIC PWR CORP            | COM NEW        | 04878Q863 | 27103              | 1810046        | SH         |              | SOLE              |             |  |
| AURICO GOLD INC              | COM            | 05155C105 | 2109               | 300000         | SH         |              | SOLE              |             |  |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103 | 11582              | 197450         | SH         |              | SOLE              |             |  |
| BAIDU INC                    | SPON ADR REP A | 056752108 | 468                | 4000           | SH         |              | DEFINED           | 1           |  |
| BANCO BILBAO VIZCAYA ARGENTA | SPONSORED ADR  | 05946K101 | 310000             | 40000000       | SH         |              | SOLE              |             |  |
| BANCO BRADESCO S A           | SP ADR PFD NEW | 059460303 | 28374              | 1765680        | SH         |              | DEFINED           | 1           |  |
| BANCO SANTANDER BRASIL S A   | ADS REP 1 UNIT | 05967A107 | 7370               | 1000000        | SH         |              | SOLE              |             |  |
| BANCO SANTANDER SA           | ADR            | 05964H105 | 78                 | 10515          | SH         |              | DEFINED           | 1           |  |
| BANCO SANTANDER SA           | ADR            | 05964H105 | 603                | 81001          | SH         |              | SOLE              |             |  |
| BANK MONTREAL QUE            | COM            | 063671101 | 1290915            | 21844004       | SH         |              | SOLE              |             |  |
| BANK NOVA SCOTIA HALIFAX     | COM            | 064149107 | 4183               | 76303          | SH         |              | DEFINED           |             |  |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 187                | 21229          | SH         |              | DEFINED           | 1           |  |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 2602               | 294619         | SH         |              | SOLE              |             |  |
| BARRICK GOLD CORP            | COM            | 067901108 | 501                | 12000          | SH         |              | DEFINED           | 1           |  |

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|                              |                |           |         |          |    |           |
|------------------------------|----------------|-----------|---------|----------|----|-----------|
| BARRICK GOLD CORP            | COM            | 067901108 | 139849  | 3347497  | SH | SOLE      |
| BAYTEX ENERGY CORP           | COM            | 07317Q105 | 18088   | 380600   | SH | SOLE      |
| BCE INC                      | COM NEW        | 05534B760 | 159446  | 3624273  | SH | SOLE      |
| BCE INC                      | COM NEW        | 05534B760 | 563     | 12817    | SH | DEFINED   |
| BERKSHIRE HATHAWAY INC DEL   | CL A           | 084670108 | 5440    | 41       | SH | DEFINED 1 |
| BEST BUY INC                 | COM            | 086516101 | 404     | 23500    | SH | SOLE      |
| BOEING CO                    | COM            | 097023105 | 243     | 3505     | SH | DEFINED 1 |
| BOSTON SCIENTIFIC CORP       | COM            | 101137107 | 350     | 60914    | SH | SOLE      |
| BRIGUS GOLD CORP             | COM            | 109490102 | 493     | 500000   | SH | SOLE      |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 456     | 13500    | SH | DEFINED 1 |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 12188   | 361138   | SH | SOLE      |
| BROCADE COMMUNICATIONS SYS I | COM NEW        | 111621306 | 201     | 34000    | SH | DEFINED 1 |
| BROOKFIELD ASSET MGMT INC    | CL A LTD VT SH | 112585104 | 450515  | 13049425 | SH | SOLE      |
| BROOKFIELD OFFICE PPTYS INC  | COM            | 112900105 | 129544  | 7795785  | SH | SOLE      |
| CAE INC                      | COM            | 124765108 | 23293   | 2174756  | SH | SOLE      |
| CAMECO CORP                  | COM            | 13321L108 | 24500   | 1258039  | SH | SOLE      |
| CAMPBELL SOUP CO             | COM            | 134429109 | 454     | 13050    | SH | DEFINED 1 |
| CANADIAN NAT RES LTD         | COM            | 136385101 | 123223  | 3994788  | SH | SOLE      |
| CANADIAN NATL RY CO          | COM            | 136375102 | 327581  | 3702290  | SH | SOLE      |
| CANADIAN PAC RY LTD          | COM            | 13645T100 | 45525   | 548678   | SH | SOLE      |
| CARNIVAL CORP                | PAIRED CTF     | 143658300 | 1421    | 38984    | SH | SOLE      |
| CATERPILLAR INC DEL          | COM            | 149123101 | 1118    | 13000    | SH | DEFINED   |
| CDN IMPERIAL BK OF COMMERCE  | COM            | 136069101 | 331     | 4234     | SH | DEFINED 1 |
| CDN IMPERIAL BK OF COMMERCE  | COM            | 136069101 | 1382785 | 17667046 | SH | SOLE      |
| CEMENTOS PACASMAYO S A A     | SPON ADR REP 5 | 15126Q109 | 17397   | 1550000  | SH | DEFINED 1 |
| CENOVUS ENERGY INC           | COM            | 15135U109 | 326540  | 9356728  | SH | SOLE      |
| CENTRAL FD CDA LTD           | CL A           | 153501101 | 427     | 17926    | SH | DEFINED 1 |
| CHESAPEAKE ENERGY CORP       | COM            | 165167107 | 1772    | 93900    | SH | SOLE      |
| CHEVRON CORP NEW             | COM            | 166764100 | 805     | 6911     | SH | DEFINED 1 |
| CISCO SYS INC                | COM            | 17275R102 | 630     | 33000    | SH | DEFINED 1 |
| CISCO SYS INC                | COM            | 17275R102 | 8572    | 449051   | SH | SOLE      |
| CLIFFS NATURAL RESOURCES INC | COM            | 18683K101 | 1643    | 42000    | SH | SOLE      |
| COCA COLA CO                 | COM            | 191216100 | 616     | 16256    | SH | DEFINED 1 |
| COCA COLA CO                 | COM            | 191216100 | 10620   | 280000   | SH | SOLE      |
| COLGATE PALMOLIVE CO         | COM            | 194162103 | 980     | 9148     | SH | DEFINED   |
| COLGATE PALMOLIVE CO         | COM            | 194162103 | 1850    | 17251    | SH | SOLE      |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 10443   | 300000   | SH | DEFINED   |
| COMPANIA DE MINAS BUENAVENTU | SPONSORED ADR  | 204448104 | 158734  | 4074285  | SH | DEFINED 1 |
| CONAGRA FOODS INC            | COM            | 205887102 | 552     | 20000    | SH | DEFINED 1 |
| CONAGRA FOODS INC            | COM            | 205887102 | 13024   | 472060   | SH | SOLE      |
| CONOCOPHILLIPS               | COM            | 20825C104 | 754     | 13191    | SH | DEFINED 1 |
| CONSOLIDATED EDISON INC      | COM            | 209115104 | 272     | 4550     | SH | DEFINED 1 |
| CONSOLIDATED WATER CO INC    | ORD            | G23773107 | 1554    | 187932   | SH | DEFINED 1 |
| COSAN LTD                    | SHS A          | G25343107 | 6978    | 440000   | SH | DEFINED 1 |
| COVANTA HLDG CORP            | COM            | 22282E102 | 38332   | 2233825  | SH | SOLE      |
| CREDICORP LTD                | COM            | G2519Y108 | 205737  | 1642217  | SH | DEFINED 1 |
| CREDIT SUISSE NASSAU BRH     | VIX SHT TRM FT | 22542D761 | 30      | 20000    | SH | SOLE      |
| CROWN HOLDINGS INC           | COM            | 228368106 | 5512    | 150000   | SH | DEFINED 1 |
| DEALERTRACK HLDGS INC        | COM            | 242309102 | 1262    | 45300    | SH | SOLE      |
| DELL INC                     | COM            | 24702R101 | 788     | 79900    | SH | SOLE      |
| DEVON ENERGY CORP NEW        | COM            | 25179M103 | 685     | 11315    | SH | SOLE      |
| DOW CHEM CO                  | COM            | 260543103 | 11161   | 385400   | SH | SOLE      |
| E M C CORP MASS              | COM            | 268648102 | 36360   | 1333377  | SH | SOLE      |
| EBAY INC                     | COM            | 278642103 | 476     | 9850     | SH | DEFINED 1 |
| ELDORADO GOLD CORP NEW       | COM            | 284902103 | 38794   | 2544700  | SH | SOLE      |
| EMPRESA NACIONAL DE ELCTRCID | SPONSORED ADR  | 29244T101 | 837     | 17468    | SH | DEFINED   |
| ENBRIDGE INC                 | COM            | 29250N105 | 1166247 | 29859498 | SH | SOLE      |
| ENCANA CORP                  | COM            | 292505104 | 198949  | 9084649  | SH | SOLE      |
| ENCANA CORP                  | COM            | 292505104 | 306     | 14000    | SH | DEFINED   |
| ENERPLUS CORP                | COM            | 292766102 | 9835    | 593138   | SH | SOLE      |
| ENERSIS S A                  | SPONSORED ADR  | 29274F104 | 196     | 12000    | SH | DEFINED 1 |
| ENTREE GOLD INC              | COM            | 29383G100 | 34      | 59250    | SH | SOLE      |

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|-------------------------------|------------------|-----------|--------|---------|----|-----------|
| ERICSSON                      | ADR B SEK 10     | 294821608 | 9769   | 1070000 | SH | SOLE      |
| EXCO RESOURCES INC            | COM              | 269279402 | 152    | 19000   | SH | DEFINED 1 |
| EXTERRAN HLDGS INC            | COM              | 30225X103 | 9704   | 478723  | SH | SOLE      |
| EXXON MOBIL CORP              | COM              | 30231G102 | 1274   | 13944   | SH | DEFINED 1 |
| FIRST TR LRGE CP CORE ALPHA   | COM SHS          | 33734K109 | 1217   | 40400   | SH | DEFINED 1 |
| FLUOR CORP NEW                | COM              | 343412102 | 5628   | 100000  | SH | SOLE      |
| FORD MTR CO DEL               | COM PAR \$0.01   | 345370860 | 306    | 31000   | SH | DEFINED 1 |
| FORD MTR CO DEL               | COM PAR \$0.01   | 345370860 | 241    | 24469   | SH | SOLE      |
| FOREST CITY ENTERPRISES INC   | CL A             | 345550107 | 12462  | 786207  | SH | SOLE      |
| FRANCO NEVADA CORP            | COM              | 351858105 | 5524   | 93700   | SH | SOLE      |
| FREEPOR-T-MCMORAN COPPER & GO | COM              | 35671D857 | 585    | 14800   | SH | DEFINED   |
| FREEPOR-T-MCMORAN COPPER & GO | COM              | 35671D857 | 52286  | 1321033 | SH | DEFINED 1 |
| FREEPOR-T-MCMORAN COPPER & GO | COM              | 35671D857 | 14565  | 368000  | SH | SOLE      |
| GAFISA S A                    | SPONS ADR        | 362607301 | 50     | 11568   | SH | DEFINED 1 |
| GAYLORD ENTMT CO NEW          | COM              | 367905106 | 5959   | 150752  | SH | SOLE      |
| GENERAL ELECTRIC CO           | COM              | 369604103 | 13019  | 573246  | SH | SOLE      |
| GENERAL ELECTRIC CO           | COM              | 369604103 | 1350   | 59466   | SH | DEFINED   |
| GENERAL MLS INC               | COM              | 370334104 | 7970   | 200000  | SH | SOLE      |
| GILDAN ACTIVEWEAR INC         | COM              | 375916103 | 11215  | 353800  | SH | SOLE      |
| GILEAD SCIENCES INC           | COM              | 375558103 | 27814  | 419332  | SH | SOLE      |
| GOLDCORP INC NEW              | COM              | 380956409 | 137274 | 2990252 | SH | SOLE      |
| GOLDMAN SACHS GROUP INC       | COM              | 38141G104 | 650    | 5727    | SH | DEFINED 1 |
| GOODYEAR TIRE & RUBR CO       | COM              | 382550101 | 1237   | 101441  | SH | SOLE      |
| GOOGLE INC                    | CL A             | 38259P508 | 78489  | 104030  | SH | SOLE      |
| GOOGLE INC                    | CL A             | 38259P508 | 1199   | 1590    | SH | DEFINED 1 |
| GROUPE CGI INC                | CL A SUB VTG     | 39945C109 | 4096   | 152700  | SH | SOLE      |
| GRUPO TELEVISIA SA            | SPON ADR REP ORD | 40049J206 | 1788   | 76040   | SH | SOLE      |
| HALLIBURTON CO                | COM              | 406216101 | 14487  | 430000  | SH | DEFINED 1 |
| HEINZ H J CO                  | COM              | 423074103 | 14656  | 261924  | SH | SOLE      |
| IAMGOLD CORP                  | COM              | 450913108 | 18971  | 1196600 | SH | SOLE      |
| ICONIX BRAND GROUP INC        | COM              | 451055107 | 6535   | 358300  | SH | SOLE      |
| IMPERIAL OIL LTD              | COM NEW          | 453038408 | 38559  | 837984  | SH | SOLE      |
| INTEL CORP                    | COM              | 458140100 | 247    | 10945   | SH | DEFINED 1 |
| INTEL CORP                    | COM              | 458140100 | 6804   | 300000  | SH | SOLE      |
| INTERNATIONAL BUSINESS MACHS  | COM              | 459200101 | 696    | 3360    | SH | DEFINED 1 |
| INTERNATIONAL GAME TECHNOLOG  | COM              | 459902102 | 1926   | 147100  | SH | SOLE      |
| ISHARES GOLD TRUST            | ISHARES          | 464285105 | 1136   | 65800   | SH | DEFINED 1 |
| ISHARES INC                   | MSCI BRAZIL      | 464286400 | 109393 | 2023578 | SH | DEFINED 1 |
| ISHARES INC                   | MSCI CDA INDEX   | 464286509 | 1410   | 49593   | SH | DEFINED 1 |
| ISHARES INC                   | EM MKT MIN VOL   | 464286533 | 911    | 15950   | SH | DEFINED 1 |
| ISHARES INC                   | MSCI CHILE INVES | 464286640 | 667    | 10764   | SH | DEFINED 1 |
| ISHARES INC                   | MSCI PAC J IDX   | 464286665 | 334    | 7489    | SH | DEFINED 1 |
| ISHARES INC                   | MSCI TAIWAN      | 464286731 | 353    | 26405   | SH | DEFINED 1 |
| ISHARES INC                   | MSCI S KOREA     | 464286772 | 1090   | 18429   | SH | DEFINED 1 |
| ISHARES INC                   | MSCI GERMAN      | 464286806 | 3006   | 100100  | SH | DEFINED 1 |
| ISHARES INC                   | MSCI MEX INVEST  | 464286822 | 2047   | 31328   | SH | DEFINED 1 |
| ISHARES INC                   | MSCI MALAYSIA    | 464286830 | 323    | 22139   | SH | DEFINED 1 |
| ISHARES INC                   | MSCI JAPAN       | 464286848 | 99     | 10757   | SH | DEFINED 1 |
| ISHARES SILVER TRUST          | ISHARES          | 46428Q109 | 1240   | 37050   | SH | DEFINED 1 |
| ISHARES TR                    | S&P 100 IDX FD   | 464287101 | 1313   | 19751   | SH | DEFINED 1 |
| ISHARES TR                    | DJ SEL DIV INX   | 464287168 | 633    | 10992   | SH | DEFINED 1 |
| ISHARES TR                    | S&P 500 INDEX    | 464287200 | 1595   | 11037   | SH | DEFINED 1 |
| ISHARES TR                    | MSCI EMERG MKT   | 464287234 | 49355  | 1194338 | SH | DEFINED 1 |
| ISHARES TR                    | S&P LTN AM 40    | 464287390 | 31262  | 734241  | SH | DEFINED 1 |
| ISHARES TR                    | BARCLYS 1-3 YR   | 464287457 | 265    | 3040    | SH | SOLE      |
| ISHARES TR                    | MSCI EAFE INDEX  | 464287465 | 201    | 3800    | SH | DEFINED   |
| ISHARES TR                    | MSCI EAFE INDEX  | 464287465 | 1757   | 33170   | SH | DEFINED 1 |
| ISHARES TR                    | NASDQ BIO INDX   | 464287556 | 33936  | 238000  | SH | DEFINED 1 |
| ISHARES TR                    | S&P GLB100INDX   | 464287572 | 4904   | 78713   | SH | DEFINED 1 |
| ISHARES TR                    | CONS SRVC IDX    | 464287580 | 663    | 7659    | SH | DEFINED 1 |
| ISHARES TR                    | RUSSELL 3000     | 464287689 | 484    | 5700    | SH | DEFINED 1 |
| ISHARES TR                    | DJ US TECH SEC   | 464287721 | 2135   | 28085   | SH | DEFINED 1 |

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|                           |                  |           |        |          |    |         |   |
|---------------------------|------------------|-----------|--------|----------|----|---------|---|
| ISHARES TR                | S&P EURO PLUS    | 464287861 | 208    | 5719     | SH | DEFINED | 1 |
| ISHARES TR                | MSCI ACJPN IDX   | 464288182 | 3019   | 53667    | SH | DEFINED |   |
| ISHARES TR                | MSCI ACJPN IDX   | 464288182 | 647    | 11513    | SH | DEFINED | 1 |
| ISHARES TR                | HIGH YLD CORP    | 464288513 | 3970   | 43012    | SH | DEFINED | 1 |
| ISHARES TR                | DJ HOME CONSTN   | 464288752 | 600    | 31000    | SH | DEFINED | 1 |
| ISHARES TR                | MSCI BRAZ SMCP   | 464289131 | 610    | 23246    | SH | DEFINED | 1 |
| ISHARES TR                | MSCI PERU CAP    | 464289842 | 8408   | 189744   | SH | DEFINED | 1 |
| ISHARES TR                | INDONE INVS MRKT | 46429B309 | 303    | 10153    | SH | DEFINED | 1 |
| IVANHOE ENERGY INC        | COM              | 465790103 | 508    | 925400   | SH | SOLE    |   |
| JOHNSON & JOHNSON         | COM              | 478160104 | 562    | 8160     | SH | DEFINED |   |
| JOHNSON & JOHNSON         | COM              | 478160104 | 685    | 9957     | SH | DEFINED | 1 |
| JOHNSON & JOHNSON         | COM              | 478160104 | 21479  | 311694   | SH | SOLE    |   |
| JPMORGAN CHASE & CO       | COM              | 46625H100 | 232    | 5769     | SH | DEFINED | 1 |
| JPMORGAN CHASE & CO       | COM              | 46625H100 | 6720   | 166000   | SH | SOLE    |   |
| JUST ENERGY GROUP INC     | COM              | 48213W101 | 23088  | 2115285  | SH | SOLE    |   |
| KIMBERLY CLARK CORP       | COM              | 494368103 | 14077  | 164100   | SH | SOLE    |   |
| KINDER MORGAN INC DEL     | COM              | 49456B101 | 3867   | 108862   | SH | SOLE    |   |
| KINROSS GOLD CORP         | COM NO PAR       | 496902404 | 41070  | 4014336  | SH | SOLE    |   |
| KNIGHT CAP GROUP INC      | CL A COM         | 499005106 | 140    | 52404    | SH | SOLE    |   |
| KOPIN CORP                | COM              | 500600101 | 128    | 34000    | SH | DEFINED | 1 |
| KRAFT FOODS INC           | CL A             | 50075N104 | 354    | 8580     | SH | DEFINED | 1 |
| KRAFT FOODS INC           | CL A             | 50075N104 | 14206  | 343543   | SH | SOLE    |   |
| LILLY ELI & CO            | COM              | 532457108 | 11990  | 252900   | SH | SOLE    |   |
| LOWES COS INC             | COM              | 548661107 | 677    | 22400    | SH | SOLE    |   |
| LULULEMON ATHLETICA INC   | COM              | 550021109 | 49891  | 675000   | SH | SOLE    |   |
| MAGNA INTL INC            | COM              | 559222401 | 54871  | 1269126  | SH | SOLE    |   |
| MANULIFE FINL CORP        | COM              | 56501R106 | 551536 | 45755981 | SH | SOLE    |   |
| MARATHON OIL CORP         | COM              | 565849106 | 329    | 11169    | SH | DEFINED | 1 |
| MARATHON PETE CORP        | COM              | 56585A102 | 246    | 4500     | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR     | GOLD MINER ETF   | 57060U100 | 60380  | 1124610  | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR     | RUSSIA ETF       | 57060U506 | 575    | 20000    | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR     | AGRIBUS ETF      | 57060U605 | 687    | 13270    | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR     | BRAZL SMCP ETF   | 57060U613 | 3712   | 90969    | SH | DEFINED | 1 |
| MARSH & MCLENNAN COS INC  | COM              | 571748102 | 247    | 7300     | SH | DEFINED |   |
| MARTEN TRANS LTD          | COM              | 573075108 | 5336   | 303750   | SH | DEFINED | 1 |
| MCDONALDS CORP            | COM              | 580135101 | 468    | 5106     | SH | DEFINED | 1 |
| MCDONALDS CORP            | COM              | 580135101 | 21103  | 230000   | SH | SOLE    |   |
| MEDTRONIC INC             | COM              | 585055106 | 7991   | 185324   | SH | SOLE    |   |
| MERCK & CO INC NEW        | COM              | 58933Y105 | 12145  | 269300   | SH | SOLE    |   |
| METHANEX CORP             | COM              | 59151K108 | 45540  | 1595998  | SH | SOLE    |   |
| MGM RESORTS INTERNATIONAL | COM              | 552953101 | 4290   | 399071   | SH | SOLE    |   |
| MICRON TECHNOLOGY INC     | COM              | 595112103 | 35407  | 5893229  | SH | SOLE    |   |
| MICROSOFT CORP            | COM              | 594918104 | 621    | 20907    | SH | DEFINED | 1 |
| MOLSON COORS BREWING CO   | CL B             | 60871R209 | 586    | 13000    | SH | DEFINED | 1 |
| MOTOROLA SOLUTIONS INC    | COM NEW          | 620076307 | 350    | 6915     | SH | SOLE    |   |
| NANOSPHERE INC            | COM              | 63009F105 | 148    | 44430    | SH | DEFINED | 1 |
| NAVISTAR INTL CORP NEW    | COM              | 63934E108 | 1299   | 61599    | SH | SOLE    |   |
| NEVSUN RES LTD            | COM              | 64156L101 | 1172   | 250000   | SH | SOLE    |   |
| NEW GOLD INC CDA          | COM              | 644535106 | 3829   | 312800   | SH | SOLE    |   |
| NEWMONT MINING CORP       | COM              | 651639106 | 24938  | 445200   | SH | DEFINED | 1 |
| NEWMONT MINING CORP       | COM              | 651639106 | 2265   | 40731    | SH | SOLE    |   |
| NEXEN INC                 | COM              | 65334H102 | 42658  | 1684641  | SH | SOLE    |   |
| NIKE INC                  | CL B             | 654106103 | 1976   | 20824    | SH | SOLE    |   |
| NOKIA CORP                | SPONSORED ADR    | 654902204 | 577    | 224640   | SH | SOLE    |   |
| NOVAGOLD RES INC          | COM NEW          | 66987E206 | 1778   | 318300   | SH | SOLE    |   |
| NVIDIA CORP               | COM              | 67066G104 | 363    | 27200    | SH | SOLE    |   |
| OFFICE DEPOT INC          | COM              | 676220106 | 323    | 126148   | SH | SOLE    |   |
| OPEN TEXT CORP            | COM              | 683715106 | 17604  | 319300   | SH | SOLE    |   |
| ORACLE CORP               | COM              | 68389X105 | 26530  | 842500   | SH | SOLE    |   |
| PAN AMERICAN SILVER CORP  | COM              | 697900108 | 2233   | 104300   | SH | SOLE    |   |
| PENGROWTH ENERGY CORP     | COM              | 70706P104 | 2178   | 322900   | SH | SOLE    |   |
| PENN WEST PETE LTD NEW    | COM              | 707887105 | 20925  | 1470356  | SH | SOLE    |   |

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|                              |                  |           |         |          |    |           |
|------------------------------|------------------|-----------|---------|----------|----|-----------|
| PFIZER INC                   | COM              | 717081103 | 362     | 14570    | SH | DEFINED   |
| PFIZER INC                   | COM              | 717081103 | 234     | 9430     | SH | DEFINED 1 |
| PFIZER INC                   | COM              | 717081103 | 8014    | 322451   | SH | SOLE      |
| PHILIP MORRIS INTL INC       | COM              | 718172109 | 349     | 3890     | SH | DEFINED 1 |
| PIMCO ETF TR                 | INV GRD CRP BD   | 72201R817 | 370     | 3415     | SH | DEFINED   |
| PIMCO HIGH INCOME FD         | COM SHS          | 722014107 | 1176    | 84000    | SH | DEFINED 1 |
| POLYMET MINING CORP          | COM              | 731916102 | 1183    | 1011250  | SH | SOLE      |
| POTASH CORP SASK INC         | COM              | 73755L107 | 982     | 19271    | SH | DEFINED 1 |
| POTASH CORP SASK INC         | COM              | 73755L107 | 131959  | 3036607  | SH | SOLE      |
| POWERSHARES QQQ TRUST        | UNIT SER 1       | 73935A104 | 69429   | 1012865  | SH | DEFINED 1 |
| PPL CORP                     | COM              | 69351T106 | 203     | 7000     | SH | DEFINED 1 |
| PRAXAIR INC                  | COM              | 74005P104 | 231     | 2235     | SH | DEFINED 1 |
| PRECISION DRILLING CORP      | COM 2010         | 74022D308 | 1248    | 159000   | SH | SOLE      |
| PROCTER & GAMBLE CO          | COM              | 742718109 | 32375   | 466762   | SH | SOLE      |
| PROCTER & GAMBLE CO          | COM              | 742718109 | 311     | 4494     | SH | DEFINED 1 |
| PROGRESSIVE WASTE SOLUTIONS  | COM              | 74339G101 | 8652    | 420000   | SH | SOLE      |
| PROSHARES TR                 | PSHS SHRT S&P500 | 74347R503 | 421     | 12375    | SH | DEFINED 1 |
| QUALCOMM INC                 | COM              | 747525103 | 19684   | 315000   | SH | SOLE      |
| QUEST DIAGNOSTICS INC        | COM              | 74834L100 | 3181    | 50155    | SH | DEFINED 1 |
| RANDGOLD RES LTD             | ADR              | 752344309 | 365     | 2969     | SH | SOLE      |
| RESEARCH IN MOTION LTD       | COM              | 760975102 | 10537   | 1379353  | SH | SOLE      |
| RITCHIE BROS AUCTIONEERS     | COM              | 767744105 | 1177    | 61300    | SH | SOLE      |
| ROGERS COMMUNICATIONS INC    | CL B             | 775109200 | 515466  | 12732275 | SH | SOLE      |
| ROSS STORES INC              | COM              | 778296103 | 3333    | 51601    | SH | SOLE      |
| ROYAL BK CDA MONTREAL QUE    | COM              | 780087102 | 3071650 | 53409430 | SH | SOLE      |
| ROYAL BK CDA MONTREAL QUE    | COM              | 780087102 | 975     | 16971    | SH | DEFINED   |
| ROYAL BK SCOTLAND GROUP PLC  | SPON ADR SER H   | 780097879 | 295     | 12000    | SH | DEFINED   |
| RUBICON MINERALS CORP        | COM              | 780911103 | 1501    | 400000   | SH | SOLE      |
| SBA COMMUNICATIONS CORP      | COM              | 78388J106 | 17981   | 285782   | SH | SOLE      |
| SEABRIDGE GOLD INC           | COM              | 811916105 | 3248    | 167000   | SH | SOLE      |
| SEACHANGE INTL INC           | COM              | 811699107 | 615     | 78392    | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR        | SBI MATERIALS    | 81369Y100 | 243     | 6595     | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR        | SBI HEALTHCARE   | 81369Y209 | 370     | 9231     | SH | SOLE      |
| SELECT SECTOR SPDR TR        | SBI CONS STPLS   | 81369Y308 | 2612    | 72900    | SH | SOLE      |
| SELECT SECTOR SPDR TR        | SBI INT-ENERGY   | 81369Y506 | 1136    | 15483    | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR        | SBI INT-FINL     | 81369Y605 | 189     | 12180    | SH | DEFINED   |
| SELECT SECTOR SPDR TR        | SBI INT-FINL     | 81369Y605 | 13719   | 880000   | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR        | TECHNOLOGY       | 81369Y803 | 98478   | 3194727  | SH | DEFINED 1 |
| SHAW COMMUNICATIONS INC      | CL B CONV        | 82028K200 | 294485  | 14388685 | SH | SOLE      |
| SILVER WHEATON CORP          | COM              | 828336107 | 44753   | 1126100  | SH | SOLE      |
| SNYDERS-LANCE INC            | COM              | 833551104 | 475     | 19000    | SH | DEFINED 1 |
| SONDE RES CORP               | COM              | 835426107 | 31      | 40500    | SH | SOLE      |
| SOUTHERN COPPER CORP         | COM              | 84265V105 | 8229    | 239512   | SH | DEFINED 1 |
| SOUTHERN COPPER CORP         | COM              | 84265V105 | 6425    | 186979   | SH | SOLE      |
| SPDR DOW JONES INDL AVRG ETF | UT SER 1         | 78467X109 | 2792    | 20825    | SH | DEFINED 1 |
| SPDR GOLD TRUST              | GOLD SHS         | 78463V107 | 4645    | 27000    | SH | SOLE      |
| SPDR GOLD TRUST              | GOLD SHS         | 78463V107 | 44379   | 258192   | SH | DEFINED 1 |
| SPDR GOLD TRUST              | GOLD SHS         | 78463V107 | 2252    | 13107    | SH | DEFINED   |
| SPDR INDEX SHS FDS           | GLB NAT RESRCE   | 78463X541 | 269     | 5290     | SH | DEFINED 1 |
| SPDR S&P 500 ETF TR          | TR UNIT          | 78462F103 | 46495   | 322971   | SH | DEFINED 1 |
| SPDR SERIES TRUST            | BRCLYS YLD ETF   | 78464A417 | 948     | 23578    | SH | DEFINED 1 |
| SPDR SERIES TRUST            | S&P DIVID ETF    | 78464A763 | 644     | 11100    | SH | DEFINED 1 |
| SPDR SERIES TRUST            | S&P HOMEBUILD    | 78464A888 | 608     | 24500    | SH | DEFINED 1 |
| SPECTRA ENERGY CORP          | COM              | 847560109 | 19084   | 650000   | SH | SOLE      |
| SPROTT RESOURCE LENDING CORP | COM              | 85207J100 | 141     | 100000   | SH | SOLE      |
| ST JUDE MED INC              | COM              | 790849103 | 5625    | 133511   | SH | SOLE      |
| STANLEY BLACK & DECKER INC   | COM              | 854502101 | 872     | 11442    | SH | SOLE      |
| SUN LIFE FINL INC            | COM              | 866796105 | 382085  | 16460915 | SH | SOLE      |
| SUNCOR ENERGY INC NEW        | COM              | 867224107 | 172069  | 5231811  | SH | SOLE      |
| SUNPOWER CORP                | COM              | 867652406 | 272     | 60235    | SH | SOLE      |
| SUPERVALU INC                | COM              | 868536103 | 337     | 139984   | SH | SOLE      |
| TAIWAN FD INC                | COM              | 874036106 | 231     | 14000    | SH | DEFINED 1 |

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|                               |                  |           |         |          |    |           |
|-------------------------------|------------------|-----------|---------|----------|----|-----------|
| TAKE-TWO INTERACTIVE SOFTWARE | COM              | 874054109 | 8100    | 776589   | SH | SOLE      |
| TALISMAN ENERGY INC           | COM              | 87425E103 | 43871   | 3283137  | SH | SOLE      |
| TECK RESOURCES LTD            | CL B             | 878742204 | 58651   | 1988097  | SH | DEFINED 1 |
| TECK RESOURCES LTD            | CL B             | 878742204 | 52835   | 1790957  | SH | SOLE      |
| TELECOMMUNICATION SYS INC     | CL A             | 87929J103 | 145     | 66700    | SH | SOLE      |
| TELECOMMUNICATION SYS INC     | CL A             | 87929J103 | 489     | 225305   | SH | DEFINED 1 |
| TELEFONICA S A                | SPONSORED ADR    | 879382208 | 5566    | 419145   | SH | SOLE      |
| TELLABS INC                   | COM              | 879664100 | 123     | 35000    | SH | DEFINED 1 |
| TELUS CORP                    | NON-VTG SHS      | 87971M202 | 95275   | 1523072  | SH | SOLE      |
| TESORO CORP                   | COM              | 881609101 | 312     | 7438     | SH | SOLE      |
| THOMSON REUTERS CORP          | COM              | 884903105 | 33958   | 1174931  | SH | SOLE      |
| TIFFANY & CO NEW              | COM              | 886547108 | 6188    | 100000   | SH | SOLE      |
| TIM HORTONS INC               | COM              | 88706M103 | 25819   | 496275   | SH | SOLE      |
| TORONTO DOMINION BK ONT       | COM NEW          | 891160509 | 2311282 | 27713573 | SH | SOLE      |
| TORONTO DOMINION BK ONT       | COM NEW          | 891160509 | 880     | 10560    | SH | DEFINED   |
| TORONTO DOMINION BK ONT       | COM NEW          | 891160509 | 11923   | 143069   | SH | DEFINED 1 |
| TRANSALTA CORP                | COM              | 89346D107 | 127412  | 8322643  | SH | SOLE      |
| TRANSCANADA CORP              | COM              | 89353D107 | 30720   | 675000   | SH | SOLE 1    |
| TRANSCANADA CORP              | COM              | 89353D107 | 712504  | 15656135 | SH | SOLE      |
| UNILEVER N V                  | N Y SHS NEW      | 904784709 | 10243   | 288700   | SH | SOLE      |
| UNION PAC CORP                | COM              | 907818108 | 5935    | 50000    | SH | SOLE      |
| UNITED TECHNOLOGIES CORP      | COM              | 913017109 | 9786    | 125000   | SH | SOLE      |
| UR ENERGY INC                 | COM              | 91688R108 | 236     | 239000   | SH | SOLE      |
| US ECOLOGY INC                | COM              | 91732J102 | 354     | 16420    | SH | DEFINED 1 |
| VALE S A                      | ADR              | 91912E105 | 20371   | 1138000  | SH | DEFINED 1 |
| VALE S A                      | ADR              | 91912E105 | 32759   | 1830100  | SH | SOLE      |
| VALE S A                      | ADR REPSTG PFD   | 91912E204 | 54858   | 3160000  | SH | SOLE      |
| VALEANT PHARMACEUTICALS INTL  | COM              | 91911K102 | 49963   | 905193   | SH | SOLE      |
| VANGUARD INDEX FDS            | MCAP GR IDXVIP   | 922908538 | 8130    | 120000   | SH | DEFINED 1 |
| VANGUARD INDEX FDS            | REIT ETF         | 922908553 | 4146    | 72422    | SH | DEFINED   |
| VANGUARD INDEX FDS            | TOTAL STK MKT    | 922908769 | 9199    | 125001   | SH | DEFINED 1 |
| VANGUARD INTL EQUITY INDEX F  | MSCI EMR MKT ETF | 922042858 | 6070    | 145513   | SH | DEFINED 1 |
| VANGUARD INTL EQUITY INDEX F  | MSCI PAC ETF     | 922042866 | 3131    | 62230    | SH | DEFINED 1 |
| VANGUARD INTL EQUITY INDEX F  | MSCI EUROPE ETF  | 922042874 | 4197    | 92800    | SH | DEFINED 1 |
| VANGUARD SPECIALIZED PORTFOL  | DIV APP ETF      | 921908844 | 5968    | 100000   | SH | DEFINED 1 |
| VANGUARD WHITEHALL FDS INC    | HIGH DIV YLD     | 921946406 | 287     | 5696     | SH | DEFINED 1 |
| VODAFONE GROUP PLC NEW        | SPONS ADR NEW    | 92857W209 | 21086   | 740000   | SH | SOLE      |
| WALGREEN CO                   | COM              | 931422109 | 1511    | 41468    | SH | SOLE      |
| WELLS FARGO & CO NEW          | COM              | 949746101 | 9484    | 274626   | SH | SOLE      |
| WET SEAL INC                  | CL A             | 961840105 | 236     | 75000    | SH | DEFINED 1 |
| WHOLE FOODS MKT INC           | COM              | 966837106 | 276     | 2838     | SH | SOLE      |
| WILEY JOHN & SONS INC         | CL B             | 968223305 | 9234    | 200000   | SH | DEFINED 1 |
| WILLIAMS COS INC DEL          | COM              | 969457100 | 11016   | 315000   | SH | SOLE      |
| WINDSTREAM CORP               | COM              | 97381W104 | 3889    | 384654   | SH | SOLE      |
| XILINX INC                    | COM              | 983919101 | 2963    | 88679    | SH | SOLE      |
| YAHOO INC                     | COM              | 984332106 | 262     | 16400    | SH | DEFINED 1 |
| YAHOO INC                     | COM              | 984332106 | 2216    | 138690   | SH | SOLE      |
| YAMANA GOLD INC               | COM              | 98462Y100 | 45645   | 2390019  | SH | SOLE      |