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BANK OF NOVA SCOTIA /  
Form 13F-HR  
May 14, 2010

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2010

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

Institutional Investment Manager Filing this Report:

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

13F File Number: 28-11475

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ Abdurrehman Muhammadi Toronto, On, Canada May 14, 2010

Report Type (Check only one.):

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

List of Other Managers Reporting for this Manager:

| Form 13F File Number | Name                          |
|----------------------|-------------------------------|
| 28-11461             | Scotia Capital Inc.           |
| 28-13705             | Scotia Asset Management L.P.  |
| 28-11459             | Bank of Nova Scotia Trust Co. |

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
 Form13F Information Table Entry Total: 326  
 Form13F Information Table Value Total: \$13,129,814 (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 | 293                | 5575               | SH         |              | DEFINED            | 1           |
| ABBOTT LABS                | COM            | 002824100 | 632                | 12000              | SH         |              | SOLE               |             |
| ABBOTT LABS                | COM            | 002824100 | 430                | 8163               | SH         |              | DEFINED            |             |
| ACCENTURE PLC IRELAND      | SHS CLASS A    | G1151C101 | 5244               | 125000             | SH         |              | SOLE               |             |
| ADAPTEC INC                | COM            | 00651F108 | 109                | 33200              | SH         |              | DEFINED            | 1           |
| ADVANCED MICRO DEVICES INC | COM            | 007903107 | 3267               | 352169             | SH         |              | SOLE               |             |
| AEGON N V                  | NY REGISTRY SH | 007924103 | 139                | 20347              | SH         |              | DEFINED            |             |
| AES CORP                   | COM            | 00130H105 | 1019               | 92600              | SH         |              | SOLE               |             |
| AETNA INC NEW              | COM            | 00817Y108 | 298                | 8500               | SH         |              | SOLE               |             |
| AFLAC INC                  | COM            | 001055102 | 643                | 11850              | SH         |              | SOLE               |             |
| AGNICO EAGLE MINES LTD     | COM            | 008474108 | 15155              | 271207             | SH         |              | SOLE               |             |
| AGRIUM INC                 | COM            | 008916108 | 19850              | 280636             | SH         |              | SOLE               |             |
| ALLEGHENY TECHNOLOGIES INC | COM            | 01741R102 | 1081               | 19850              | SH         |              | SOLE               |             |
| ALLIANCE DATA SYSTEMS CORP | COM            | 018581108 | 8537               | 133396             | SH         |              | SOLE               |             |
| ALLIANCE ONE INTL INC      | COM            | 018772103 | 189                | 37050              | SH         |              | DEFINED            | 1           |
| ALLIANCE ONE INTL INC      | COM            | 018772103 | 2141               | 420676             | SH         |              | SOLE               |             |
| AMGEN INC                  | COM            | 031162100 | 5976               | 100000             | SH         |              | SOLE               |             |
| ANADARKO PETE CORP         | COM            | 032511107 | 218                | 3005               | SH         |              | DEFINED            |             |
| ANADARKO PETE CORP         | COM            | 032511107 | 10925              | 150000             | SH         |              | SOLE               |             |
| APPLE INC                  | COM            | 037833100 | 217                | 927                | SH         |              | DEFINED            |             |
| APPLE INC                  | COM            | 037833100 | 1780               | 7575               | SH         |              | SOLE               |             |
| APPLE INC                  | COM            | 037833100 | 4170               | 17759              | SH         |              | DEFINED            | 1           |
| APPLIED MATLS INC          | COM            | 038222105 | 3707               | 275000             | SH         |              | SOLE               |             |
| ARCHER DANIELS MIDLAND CO  | COM            | 039483102 | 31934              | 1104950            | SH         |              | SOLE               |             |
| AT&T INC                   | COM            | 00206R102 | 326                | 12640              | SH         |              | DEFINED            | 1           |
| AT&T INC                   | COM            | 00206R102 | 7752               | 300000             | SH         |              | SOLE               |             |
| ATMEL CORP                 | COM            | 049513104 | 55                 | 11000              | SH         |              | DEFINED            |             |
| AUGUSTA RES CORP           | COM NEW        | 050912203 | 106                | 40000              | SH         |              | SOLE               |             |
| AURIZON MINES LTD          | COM            | 05155P106 | 70                 | 15000              | SH         |              | DEFINED            | 1           |
| AVON PRODS INC             | COM            | 054303102 | 250                | 7373               | SH         |              | SOLE               |             |
| BANCO SANTANDER SA         | ADR            | 05964H105 | 158                | 11912              | SH         |              | DEFINED            | 1           |

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|                              |                  |           |         |          |    |           |
|------------------------------|------------------|-----------|---------|----------|----|-----------|
| BANK MONTREAL QUE            | COM              | 063671101 | 1166656 | 19214171 | SH | SOLE      |
| BANK NOVA SCOTIA HALIFAX     | COM              | 064149107 | 4702    | 93858    | SH | DEFINED 1 |
| BANK OF AMERICA CORPORATION  | COM              | 060505104 | 2461    | 137968   | SH | DEFINED 1 |
| BANK OF AMERICA CORPORATION  | COM              | 060505104 | 17278   | 967921   | SH | SOLE      |
| BANRO CORP                   | COM              | 066800103 | 214     | 100000   | SH | SOLE      |
| BARCLAYS BK PLC              | DJUBS CMDT ETN36 | 06738C778 | 3049    | 76500    | SH | DEFINED 1 |
| BARRICK GOLD CORP            | COM              | 067901108 | 383     | 10000    | SH | DEFINED 1 |
| BARRICK GOLD CORP            | COM              | 067901108 | 72860   | 1898586  | SH | SOLE      |
| BCE INC                      | COM NEW          | 05534B760 | 80838   | 2749687  | SH | SOLE      |
| BCE INC                      | COM NEW          | 05534B760 | 4131    | 140500   | SH | SOLE 1    |
| BERKSHIRE HATHAWAY INC DEL   | CL A             | 084670108 | 4872    | 40       | SH | DEFINED 1 |
| BEST BUY INC                 | COM              | 086516101 | 426     | 10000    | SH | SOLE      |
| BHP BILLITON LTD             | SPONSORED ADR    | 088606108 | 4298    | 53540    | SH | DEFINED 1 |
| BIGBAND NETWORKS INC         | COM              | 089750509 | 158     | 45000    | SH | DEFINED 1 |
| BIOVAIL CORP                 | COM              | 09067J109 | 74516   | 4453182  | SH | SOLE      |
| BLACKSTONE GROUP L P         | COM UNIT LTD     | 09253U108 | 1050    | 75000    | SH | SOLE      |
| BLDRS INDEX FDS TR           | EMER MK 50 ADR   | 09348R300 | 1000    | 22000    | SH | DEFINED 1 |
| BOSTON PROPERTIES INC        | COM              | 101121101 | 7750    | 102728   | SH | SOLE      |
| BOSTON SCIENTIFIC CORP       | COM              | 101137107 | 1393    | 193000   | SH | SOLE      |
| BRISTOL MYERS SQUIBB CO      | COM              | 110122108 | 277     | 10400    | SH | DEFINED 1 |
| BRISTOL MYERS SQUIBB CO      | COM              | 110122108 | 6969    | 261000   | SH | SOLE      |
| BROADCOM CORP                | CL A             | 111320107 | 2485    | 74850    | SH | SOLE      |
| BROOKFIELD ASSET MGMT INC    | CL A LTD VT SH   | 112585104 | 384551  | 15104465 | SH | SOLE      |
| BROOKFIELD PPTYS CORP        | COM              | 112900105 | 195893  | 12709135 | SH | SOLE      |
| BROWN FORMAN CORP            | CL B             | 115637209 | 580     | 9750     | SH | DEFINED 1 |
| CAE INC                      | COM              | 124765108 | 25983   | 2659432  | SH | SOLE      |
| CAMECO CORP                  | COM              | 13321L108 | 299     | 10940    | SH | DEFINED 1 |
| CAMECO CORP                  | COM              | 13321L108 | 19243   | 702539   | SH | SOLE      |
| CANADIAN NAT RES LTD         | COM              | 136385101 | 91692   | 1238494  | SH | SOLE      |
| CANADIAN NATL RY CO          | COM              | 136375102 | 192471  | 3170390  | SH | SOLE      |
| CANADIAN PAC RY LTD          | COM              | 13645T100 | 213     | 3790     | SH | DEFINED   |
| CANADIAN PAC RY LTD          | COM              | 13645T100 | 37029   | 656828   | SH | SOLE      |
| CAPITAL ONE FINL CORP        | COM              | 14040H105 | 557     | 13443    | SH | SOLE      |
| CATERPILLAR INC DEL          | COM              | 149123101 | 3613    | 57500    | SH | SOLE      |
| CDN IMPERIAL BK OF COMMERCE  | COM              | 136069101 | 243     | 3326     | SH | DEFINED 1 |
| CDN IMPERIAL BK OF COMMERCE  | COM              | 136069101 | 859116  | 11755836 | SH | SOLE      |
| CELGENE CORP                 | COM              | 151020104 | 558     | 9000     | SH | SOLE      |
| CEMEX SAB DE CV              | SPON ADR NEW     | 151290889 | 8229    | 806000   | SH | SOLE      |
| CENOVUS ENERGY INC           | COM              | 15135U109 | 201976  | 7729949  | SH | SOLE      |
| CENTERPOINT ENERGY INC       | COM              | 15189T107 | 151     | 10500    | SH | DEFINED 1 |
| CEPHALON INC                 | COM              | 156708109 | 23212   | 342148   | SH | SOLE      |
| CHESAPEAKE ENERGY CORP       | COM              | 165167107 | 8935    | 378641   | SH | SOLE      |
| CHEVRON CORP NEW             | COM              | 166764100 | 429     | 5667     | SH | DEFINED 1 |
| CHEVRON CORP NEW             | COM              | 166764100 | 9479    | 125000   | SH | SOLE      |
| CHINA LIFE INS CO LTD        | SPON ADR REP H   | 16939P106 | 67      | 14000    | SH | DEFINED   |
| CISCO SYS INC                | COM              | 17275R102 | 640     | 24612    | SH | DEFINED   |
| CISCO SYS INC                | COM              | 17275R102 | 6507    | 250000   | SH | SOLE      |
| CITIGROUP INC                | COM              | 172967101 | 2424    | 596940   | SH | DEFINED 1 |
| CITIGROUP INC                | COM              | 172967101 | 12667   | 1965440  | SH | SOLE      |
| CMS ENERGY CORP              | COM              | 125896100 | 541     | 35000    | SH | DEFINED 1 |
| COCA COLA CO                 | COM              | 191216100 | 10235   | 186100   | SH | SOLE      |
| COCA COLA CO                 | COM              | 191216100 | 548     | 9980     | SH | DEFINED   |
| COLGATE PALMOLIVE CO         | COM              | 194162103 | 240     | 2815     | SH | DEFINED   |
| COMCAST CORP NEW             | CL A SPL         | 20030N200 | 5391    | 300000   | SH | DEFINED 1 |
| COMPANHIA BRASILEIRA DE DIST | SPN ADR PFD CL A | 20440T201 | 2204    | 32800    | SH | DEFINED 1 |
| COMPANIA DE MINAS BUENAVENTU | SPONSORED ADR    | 204448104 | 3312    | 106918   | SH | DEFINED 1 |
| CONAGRA FOODS INC            | COM              | 205887102 | 501     | 20000    | SH | DEFINED 1 |
| CONAGRA FOODS INC            | COM              | 205887102 | 10711   | 427239   | SH | SOLE      |
| CONOCOPHILLIPS               | COM              | 20825C104 | 395     | 7730     | SH | DEFINED 1 |
| CONSOLIDATED EDISON INC      | COM              | 209115104 | 203     | 4550     | SH | DEFINED 1 |
| CONSTELLATION BRANDS INC     | CL A             | 21036P108 | 378     | 23000    | SH | DEFINED 1 |
| COVANTA HLDG CORP            | COM              | 22282E102 | 20757   | 1246056  | SH | SOLE      |

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|                              |                |           |        |          |    |         |   |
|------------------------------|----------------|-----------|--------|----------|----|---------|---|
| CROWN HOLDINGS INC           | COM            | 228368106 | 4044   | 150000   | SH | DEFINED | 1 |
| CSX CORP                     | COM            | 126408103 | 468    | 9200     | SH | SOLE    |   |
| CVS CAREMARK CORPORATION     | COM            | 126650100 | 5484   | 150000   | SH | SOLE    |   |
| DANA HOLDING CORP            | COM            | 235825205 | 142    | 12000    | SH | DEFINED |   |
| DEERE & CO                   | COM            | 244199105 | 2887   | 48209    | SH | SOLE    |   |
| DELL INC                     | COM            | 24702R101 | 781    | 52000    | SH | SOLE    |   |
| DIVX INC                     | COM            | 255413106 | 322    | 45000    | SH | DEFINED | 1 |
| DOW CHEM CO                  | COM            | 260543103 | 8132   | 275000   | SH | SOLE    |   |
| DRAGONWAVE INC               | COM            | 26144M103 | 3144   | 340000   | SH | SOLE    |   |
| E M C CORP MASS              | COM            | 268648102 | 27086  | 1501463  | SH | SOLE    |   |
| EBAY INC                     | COM            | 278642103 | 648    | 24049    | SH | DEFINED |   |
| EL PASO CORP                 | COM            | 28336L109 | 2710   | 250000   | SH | SOLE    |   |
| ELDORADO GOLD CORP NEW       | COM            | 284902103 | 11296  | 930200   | SH | SOLE    |   |
| ELECTRONIC ARTS INC          | COM            | 285512109 | 3614   | 193700   | SH | SOLE    |   |
| ENBRIDGE INC                 | COM            | 29250N105 | 677576 | 14202549 | SH | SOLE    |   |
| ENCANA CORP                  | COM            | 292505104 | 248450 | 7983749  | SH | SOLE    |   |
| ENDEAVOUR SILVER CORP        | COM            | 29258Y103 | 2434   | 765000   | SH | SOLE    |   |
| ENERPLUS RES FD              | UNIT TR G NEW  | 29274D604 | 7157   | 301900   | SH | SOLE    |   |
| ERICSSON L M TEL CO          | ADR B SEK 10   | 294821608 | 9908   | 950000   | SH | SOLE    |   |
| EXTERRAN HLDGS INC           | COM            | 30225X103 | 9779   | 404569   | SH | SOLE    |   |
| EXTREME NETWORKS INC         | COM            | 30226D106 | 136    | 44200    | SH | DEFINED | 1 |
| EXXON MOBIL CORP             | COM            | 30231G102 | 704    | 10516    | SH | DEFINED |   |
| EXXON MOBIL CORP             | COM            | 30231G102 | 336    | 5030     | SH | DEFINED | 1 |
| EXXON MOBIL CORP             | COM            | 30231G102 | 668    | 9942     | SH | SOLE    |   |
| FLEXTRONICS INTL LTD         | ORD            | Y2573F102 | 1568   | 200000   | SH | SOLE    |   |
| FORD MTR CO DEL              | COM PAR \$0.01 | 345370860 | 2690   | 212900   | SH | SOLE    |   |
| FOREST CITY ENTERPRISES INC  | CL A           | 345550107 | 4832   | 335347   | SH | SOLE    |   |
| FREEPORT-MCMORAN COPPER & GO | COM            | 35671D857 | 1808   | 21649    | SH | DEFINED | 1 |
| GABELLI EQUITY TR INC        | COM            | 362397101 | 59     | 11625    | SH | DEFINED | 1 |
| GAYLORD ENTMT CO NEW         | COM            | 367905106 | 3454   | 117914   | SH | SOLE    |   |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 439    | 24155    | SH | DEFINED |   |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 422    | 23221    | SH | DEFINED | 1 |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 13873  | 761850   | SH | SOLE    |   |
| GILDAN ACTIVEWEAR INC        | COM            | 375916103 | 4744   | 180300   | SH | SOLE    |   |
| GLAXOSMITHKLINE PLC          | SPONSORED ADR  | 37733W105 | 1926   | 50000    | SH | SOLE    |   |
| GOLDCORP INC NEW             | COM            | 380956409 | 47429  | 1268952  | SH | SOLE    |   |
| GOODYEAR TIRE & RUBR CO      | COM            | 382550101 | 2683   | 212266   | SH | SOLE    |   |
| GREAT BASIN GOLD LTD         | COM            | 390124105 | 2471   | 1450000  | SH | SOLE    |   |
| GRUPO AEROPORTUARIO DEL SURE | SPON ADR SER B | 40051E202 | 100293 | 1934291  | SH | SOLE    |   |
| GRUPO SIMEC S A B DE C V     | ADR            | 400491106 | 52     | 18000    | SH | SOLE    |   |
| HALLIBURTON CO               | COM            | 406216101 | 6026   | 200000   | SH | SOLE    |   |
| HEINZ H J CO                 | COM            | 423074103 | 10475  | 229667   | SH | SOLE    |   |
| HERSHEY CO                   | COM            | 427866108 | 321    | 7500     | SH | SOLE    |   |
| HEWLETT PACKARD CO           | COM            | 428236103 | 384    | 7230     | SH | DEFINED |   |
| HOME DEPOT INC               | COM            | 437076102 | 9705   | 300000   | SH | SOLE    |   |
| IAMGOLD CORP                 | COM            | 450913108 | 8482   | 637900   | SH | SOLE    |   |
| IESI BFC LTD                 | COM            | 44951D108 | 15911  | 920000   | SH | SOLE    |   |
| IMPERIAL OIL LTD             | COM NEW        | 453038408 | 16980  | 439484   | SH | SOLE    |   |
| INTEL CORP                   | COM            | 458140100 | 3235   | 145401   | SH | DEFINED | 1 |
| INTEL CORP                   | COM            | 458140100 | 10090  | 453704   | SH | SOLE    |   |
| INTERNATIONAL BUSINESS MACHS | COM            | 459200101 | 354    | 2761     | SH | DEFINED |   |
| INTERNATIONAL BUSINESS MACHS | COM            | 459200101 | 1552   | 12100    | SH | SOLE    |   |
| INTERNATIONAL GAME TECHNOLOG | COM            | 459902102 | 2291   | 124200   | SH | SOLE    |   |
| ISHARES COMEX GOLD TR        | ISHARES        | 464285105 | 2508   | 23000    | SH | SOLE    |   |
| ISHARES INC                  | MSCI CDA INDEX | 464286509 | 2429   | 87150    | SH | DEFINED | 1 |
| ISHARES INC                  | MSCI JAPAN     | 464286848 | 1239   | 118699   | SH | DEFINED | 1 |
| ISHARES INC                  | MSCI BRIC INDX | 464286657 | 2743   | 59200    | SH | SOLE    |   |
| ISHARES INC                  | MSCI BRAZIL    | 464286400 | 5068   | 70000    | SH | SOLE    |   |
| ISHARES INC                  | MSCI BRAZIL    | 464286400 | 25739  | 343970   | SH | DEFINED | 1 |
| ISHARES INC                  | MSCI BRAZIL    | 464286400 | 2724   | 37000    | SH | DEFINED |   |
| ISHARES INC                  | MSCI TAIWAN    | 464286731 | 129    | 10311    | SH | DEFINED | 1 |
| ISHARES SILVER TRUST         | ISHARES        | 46428Q109 | 514    | 30000    | SH | DEFINED | 1 |

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|                              |                  |           |        |          |    |         |   |
|------------------------------|------------------|-----------|--------|----------|----|---------|---|
| ISHARES TR                   | HIGH YLD CORP    | 464288513 | 2828   | 32000    | SH | DEFINED | 1 |
| ISHARES TR                   | US PFD STK IDX   | 464288687 | 1548   | 40000    | SH | DEFINED | 1 |
| ISHARES TR INDEX             | MSCI EAFE IDX    | 464287465 | 332    | 5950     | SH | DEFINED | 1 |
| ISHARES TR INDEX             | BARCLYS 1-3 YR   | 464287457 | 693    | 8340     | SH | SOLE    |   |
| ISHARES TR INDEX             | DJ US REAL EST   | 464287739 | 540    | 10860    | SH | DEFINED |   |
| ISHARES TR INDEX             | DJ US REAL EST   | 464287739 | 3028   | 60823    | SH | SOLE    |   |
| ISHARES TR INDEX             | FTSE XNHUA IDX   | 464287184 | 1053   | 13250    | SH | DEFINED | 1 |
| ISHARES TR INDEX             | MSCI EMERG MKT   | 464287234 | 2162   | 51334    | SH | DEFINED |   |
| ISHARES TR INDEX             | MSCI EMERG MKT   | 464287234 | 3346   | 79690    | SH | DEFINED | 1 |
| ISHARES TR INDEX             | RUSSELL 2000     | 464287655 | 1329   | 19600    | SH | SOLE    |   |
| ISHARES TR INDEX             | RUSSELL 3000     | 464287689 | 486    | 7060     | SH | DEFINED | 1 |
| ISHARES TR INDEX             | RUSSELL1000VAL   | 464287598 | 322    | 5270     | SH | DEFINED | 1 |
| ISHARES TR INDEX             | S&P 500 INDEX    | 464287200 | 493    | 4200     | SH | DEFINED | 1 |
| ISHARES TR INDEX             | S&P EURO PLUS    | 464287861 | 2175   | 56740    | SH | DEFINED | 1 |
| ISHARES TR INDEX             | S&P GLB100INDX   | 464287572 | 3257   | 53555    | SH | DEFINED | 1 |
| ISHARES TR INDEX             | S&P LTN AM 40    | 464287390 | 1000   | 20000    | SH | DEFINED | 1 |
| ISHARES TR INDEX             | IBOXX INV CPBD   | 464287242 | 572    | 5393     | SH | DEFINED | 1 |
| ITAU UNIBANCO HLDG SA        | SPON ADR REP PFD | 465562106 | 616    | 28000    | SH | DEFINED | 1 |
| JOHNSON & JOHNSON            | COM              | 478160104 | 14334  | 219850   | SH | SOLE    |   |
| JOHNSON & JOHNSON            | COM              | 478160104 | 566    | 8681     | SH | DEFINED |   |
| JOHNSON & JOHNSON            | COM              | 478160104 | 594    | 9130     | SH | DEFINED | 1 |
| JOHNSON CTLS INC             | COM              | 478366107 | 734    | 22235    | SH | SOLE    |   |
| JPMORGAN CHASE & CO          | COM              | 46625H100 | 2692   | 60150    | SH | SOLE    |   |
| KIMBERLY CLARK CORP          | COM              | 494368103 | 9627   | 153100   | SH | SOLE    |   |
| KINROSS GOLD CORP            | COM NO PAR       | 496902404 | 24370  | 1424528  | SH | SOLE    |   |
| KNIGHT CAPITAL GROUP INC     | CL A             | 499005106 | 7473   | 490000   | SH | SOLE    |   |
| KRAFT FOODS INC              | CL A             | 50075N104 | 10191  | 336976   | SH | SOLE    |   |
| KRAFT FOODS INC              | CL A             | 50075N104 | 408    | 13500    | SH | DEFINED | 1 |
| LILLY ELI & CO               | COM              | 532457108 | 3455   | 95400    | SH | SOLE    |   |
| LOWES COS INC                | COM              | 548661107 | 933    | 38500    | SH | SOLE    |   |
| MAGNA INTL INC               | CL A             | 559222401 | 37161  | 600338   | SH | SOLE    |   |
| MANULIFE FINL CORP           | COM              | 56501R106 | 200    | 10140    | SH | DEFINED | 1 |
| MANULIFE FINL CORP           | COM              | 56501R106 | 738745 | 37429108 | SH | SOLE    |   |
| MARATHON OIL CORP            | COM              | 565849106 | 386    | 12215    | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR        | GOLD MINER ETF   | 57060U100 | 215    | 4833     | SH | DEFINED | 1 |
| MARTEN TRANS LTD             | COM              | 573075108 | 5986   | 303750   | SH | DEFINED | 1 |
| MASSEY ENERGY CORP           | COM              | 576206106 | 958    | 18347    | SH | SOLE    |   |
| MASTERCARD INC               | CL A             | 57636Q104 | 2286   | 9000     | SH | SOLE    |   |
| MAXIM INTEGRATED PRODS INC   | COM              | 57772K101 | 5817   | 300000   | SH | SOLE    |   |
| MCDONALDS CORP               | COM              | 580135101 | 1748   | 26200    | SH | SOLE    |   |
| MCDONALDS CORP               | COM              | 580135101 | 239    | 3589     | SH | DEFINED |   |
| MEMC ELECTR MATLS INC        | COM              | 552715104 | 3066   | 200000   | SH | SOLE    |   |
| MERCK & CO INC NEW           | COM              | 58933Y105 | 5986   | 160252   | SH | SOLE    |   |
| METHANEX CORP                | COM              | 59151K108 | 38668  | 1595998  | SH | SOLE    |   |
| MI DEVS INC                  | CL A SUB VTG     | 55304X104 | 9191   | 702162   | SH | SOLE    |   |
| MICRON TECHNOLOGY INC        | COM              | 595112103 | 8252   | 786800   | SH | SOLE    |   |
| MICROSOFT CORP               | COM              | 594918104 | 8727   | 298000   | SH | SOLE    |   |
| MICROSOFT CORP               | COM              | 594918104 | 450    | 15397    | SH | DEFINED |   |
| MINEFINDERS LTD              | COM              | 602900102 | 630    | 68100    | SH | SOLE    |   |
| MONSANTO CO NEW              | COM              | 61166W101 | 2358   | 33000    | SH | SOLE    |   |
| MOODYS CORP                  | COM              | 615369105 | 744    | 25000    | SH | SOLE    |   |
| MORGAN STANLEY ASIA PAC FD I | COM              | 61744U106 | 232    | 15225    | SH | DEFINED | 1 |
| MOSAIC CO                    | COM              | 61945A107 | 3916   | 64750    | SH | SOLE    |   |
| MOTOROLA INC                 | COM              | 620076109 | 1055   | 150300   | SH | SOLE    |   |
| MYLAN INC                    | COM              | 628530107 | 14195  | 624835   | SH | SOLE    |   |
| NAVISTAR INTL CORP NEW       | COM              | 63934E108 | 1588   | 35500    | SH | SOLE    |   |
| NEWELL RUBBERMAID INC        | COM              | 651229106 | 5437   | 357716   | SH | SOLE    |   |
| NEWMONT MINING CORP          | COM              | 651639106 | 9101   | 178700   | SH | SOLE    |   |
| NEXEN INC                    | COM              | 65334H102 | 32181  | 1300241  | SH | SOLE    |   |
| NISOURCE INC                 | COM              | 65473P105 | 4740   | 300000   | SH | SOLE    |   |
| NOKIA CORP                   | SPONSORED ADR    | 654902204 | 9441   | 607500   | SH | SOLE    |   |
| NORDSTROM INC                | COM              | 655664100 | 204    | 5000     | SH | SOLE    |   |

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|                               |                  |           |         |          |    |           |
|-------------------------------|------------------|-----------|---------|----------|----|-----------|
| NORTHERN DYNASTY MINERALS LT  | COM NEW          | 66510M204 | 3813    | 400000   | SH | SOLE      |
| NOVAGOLD RES INC              | COM NEW          | 66987E206 | 3218    | 450000   | SH | SOLE      |
| NVIDIA CORP                   | COM              | 67066G104 | 1107    | 63700    | SH | SOLE      |
| OFFICE DEPOT INC              | COM              | 676220106 | 523     | 65500    | SH | SOLE      |
| PAETEC HOLDING CORP           | COM              | 695459107 | 3913    | 836205   | SH | SOLE      |
| PENN WEST ENERGY TR           | TR UNIT          | 707885109 | 30988   | 1462729  | SH | SOLE      |
| PETROHAWK ENERGY CORP         | COM              | 716495106 | 610     | 30000    | SH | SOLE      |
| PETROLEO BRASILEIRO SA PETRO  | SPONSORED ADR    | 71654V408 | 1107    | 25000    | SH | SOLE      |
| PFIZER INC                    | COM              | 717081103 | 17275   | 1007276  | SH | SOLE      |
| PHARMACEUTICAL HLDERS TR      | DEPOSITRY RCPT   | 71712A206 | 201     | 3040     | SH | DEFINED 1 |
| POTASH CORP SASK INC          | COM              | 73755L107 | 63219   | 529069   | SH | SOLE      |
| POWERSHARES DB CMDTY IDX TRA  | UNIT BEN INT     | 73935S105 | 3556    | 151200   | SH | DEFINED 1 |
| POWERSHARES QQQ TRUST         | UNIT SER 1       | 73935A104 | 600     | 12467    | SH | DEFINED   |
| PROCTER & GAMBLE CO           | COM              | 742718109 | 366     | 5800     | SH | DEFINED 1 |
| PROCTER & GAMBLE CO           | COM              | 742718109 | 11380   | 179730   | SH | SOLE      |
| PROSHARES TR                  | PSHS ULTSH 20YRS | 74347R297 | 2736    | 56200    | SH | DEFINED 1 |
| PRUDENTIAL FINL INC           | COM              | 744320102 | 871     | 14400    | SH | SOLE      |
| QLOGIC CORP                   | COM              | 747277101 | 2030    | 100000   | SH | SOLE      |
| QUEST DIAGNOSTICS INC         | COM              | 74834L100 | 2920    | 50102    | SH | DEFINED 1 |
| RANDGOLD RES LTD              | ADR              | 752344309 | 5340    | 69500    | SH | SOLE      |
| RENTECH INC                   | COM              | 760112102 | 62      | 60000    | SH | DEFINED 1 |
| RESEARCH IN MOTION LTD        | COM              | 760975102 | 412     | 5798     | SH | DEFINED 1 |
| RESEARCH IN MOTION LTD        | COM              | 760975102 | 66231   | 893228   | SH | SOLE      |
| RITCHIE BROS AUCTIONEERS      | COM              | 767744105 | 19637   | 910000   | SH | SOLE      |
| ROGERS COMMUNICATIONS INC     | CL B             | 775109200 | 441041  | 12908810 | SH | SOLE      |
| ROYAL BK CDA MONTREAL QUE     | COM              | 780087102 | 2678317 | 45754733 | SH | SOLE      |
| ROYAL BK CDA MONTREAL QUE     | COM              | 780087102 | 1691    | 28888    | SH | DEFINED 1 |
| ROYAL BK SCOTLAND GROUP PLC   | SPON ADR SER H   | 780097879 | 231     | 12000    | SH | DEFINED 1 |
| ROYAL BK SCOTLAND GROUP PLC   | SP ADR L RP PF   | 780097788 | 224     | 14000    | SH | DEFINED 1 |
| SALESFORCE COM INC            | COM              | 79466L302 | 5112    | 68669    | SH | SOLE      |
| SAP AG                        | SPON ADR         | 803054204 | 1204    | 25000    | SH | SOLE      |
| SARA LEE CORP                 | COM              | 803111103 | 2809    | 201628   | SH | SOLE      |
| SBA COMMUNICATIONS CORP       | COM              | 78388J106 | 15922   | 441421   | SH | SOLE      |
| SCHLUMBERGER LTD              | COM              | 806857108 | 489     | 7718     | SH | DEFINED   |
| SEACHANGE INTL INC            | COM              | 811699107 | 538     | 74892    | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR         | SBI INT-FINL     | 81369Y605 | 1333    | 83450    | SH | SOLE      |
| SELECT SECTOR SPDR TR         | SBI INT-INDS     | 81369Y704 | 21861   | 700000   | SH | SOLE      |
| SELECT SECTOR SPDR TR         | SBI INT-FINL     | 81369Y605 | 3839    | 240555   | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR         | SBI MATERIALS    | 81369Y100 | 4946    | 146000   | SH | SOLE      |
| SHAW COMMUNICATIONS INC       | CL B CONV        | 82028K200 | 149973  | 7572043  | SH | SOLE      |
| SIMON PPTY GROUP INC NEW      | COM              | 828806109 | 589     | 7017     | SH | SOLE      |
| SOUTHERN COPPER CORP          | COM              | 84265V105 | 1684    | 53197    | SH | DEFINED 1 |
| SOUTHWEST GAS CORP            | COM              | 844895102 | 3770    | 126000   | SH | SOLE      |
| SPDR GOLD TRUST               | GOLD SHS         | 78463V107 | 843     | 7740     | SH | DEFINED   |
| SPDR GOLD TRUST               | GOLD SHS         | 78463V107 | 6756    | 62017    | SH | DEFINED 1 |
| SPDR S&P 500 ETF TR           | UNIT SER 1 S&P   | 78462F103 | 10128   | 86570    | SH | DEFINED 1 |
| SPDR S&P 500 ETF TR           | UNIT SER 1 S&P   | 78462F103 | 1281    | 10955    | SH | DEFINED   |
| SPDR SERIES TRUST             | S&P HOMEBUILD    | 78464A888 | 2103    | 125000   | SH | SOLE      |
| STAR SCIENTIFIC INC           | COM              | 85517P101 | 153     | 60000    | SH | DEFINED 1 |
| STATE STR CORP                | COM              | 857477103 | 4067    | 90096    | SH | SOLE      |
| SUN LIFE FINL INC             | COM              | 866796105 | 372740  | 11584293 | SH | SOLE      |
| SUNCOR ENERGY INC NEW         | COM              | 867224107 | 232     | 7158     | SH | DEFINED   |
| SUNCOR ENERGY INC NEW         | COM              | 867224107 | 274     | 8440     | SH | DEFINED 1 |
| SUNCOR ENERGY INC NEW         | COM              | 867224107 | 95367   | 2931611  | SH | SOLE      |
| SUNPOWER CORP                 | COM CL A         | 867652109 | 566     | 29928    | SH | SOLE      |
| SUPERVALU INC                 | COM              | 868536103 | 1558    | 93434    | SH | SOLE      |
| SYNAPTICS INC                 | COM              | 87157D109 | 221     | 8000     | SH | DEFINED 1 |
| TAKE-TWO INTERACTIVE SOFTWARE | COM              | 874054109 | 4665    | 473638   | SH | SOLE      |
| TALISMAN ENERGY INC           | COM              | 87425E103 | 39817   | 2327491  | SH | SOLE      |
| TANZANIAN ROYALTY EXPL CORP   | COM              | 87600U104 | 2523    | 615700   | SH | SOLE      |
| TARGET CORP                   | COM              | 87612E106 | 1068    | 20300    | SH | SOLE      |
| TATA MTRS LTD                 | SPONSORED ADR    | 876568502 | 6461    | 350000   | SH | SOLE      |

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|                              |                |           |         |          |    |         |   |
|------------------------------|----------------|-----------|---------|----------|----|---------|---|
| TECK RESOURCES LTD           | CL B           | 878742204 | 1893    | 43482    | SH | DEFINED | 1 |
| TECK RESOURCES LTD           | CL B           | 878742204 | 36868   | 845957   | SH | SOLE    |   |
| TELECOMMUNICATION SYS INC    | CL A           | 87929J103 | 134     | 18250    | SH | DEFINED | 1 |
| TELECOMMUNICATION SYS INC    | CL A           | 87929J103 | 709     | 96700    | SH | SOLE    |   |
| TELEFONOS DE MEXICO S A B    | SPON ADR ORD L | 879403780 | 78      | 100000   | SH | SOLE    |   |
| TELUS CORP                   | NON-VTG SHS    | 87971M202 | 115192  | 3218456  | SH | SOLE    |   |
| TESORO CORP                  | COM            | 881609101 | 6689    | 483081   | SH | SOLE    |   |
| TEVA PHARMACEUTICAL INDS LTD | ADR            | 881624209 | 325     | 5164     | SH | DEFINED |   |
| TEXAS INSTRS INC             | COM            | 882508104 | 7341    | 300000   | SH | SOLE    |   |
| THOMSON REUTERS CORP         | COM            | 884903105 | 300     | 8254     | SH | DEFINED | 1 |
| THOMSON REUTERS CORP         | COM            | 884903105 | 30287   | 832031   | SH | SOLE    |   |
| TIFFANY & CO NEW             | COM            | 886547108 | 237     | 5000     | SH | SOLE    |   |
| TIM HORTONS INC              | COM            | 88706M103 | 14193   | 435875   | SH | SOLE    |   |
| TONGJITANG CHINESE MED CO    | SPON ADR       | 89025E103 | 449     | 119863   | SH | SOLE    |   |
| TORONTO DOMINION BK ONT      | COM NEW        | 891160509 | 1809020 | 24263873 | SH | SOLE    |   |
| TORONTO DOMINION BK ONT      | COM NEW        | 891160509 | 11548   | 154842   | SH | DEFINED | 1 |
| TRANSALTA CORP               | COM            | 89346D107 | 159617  | 7212443  | SH | SOLE    |   |
| TRANSALTA CORP               | COM            | 89346D107 | 33196   | 1500000  | SH | SOLE    | 1 |
| TRANSCANADA CORP             | COM            | 89353D107 | 287     | 7854     | SH | DEFINED | 1 |
| TRANSCANADA CORP             | COM            | 89353D107 | 489801  | 13361519 | SH | SOLE    |   |
| TRANSCANADA CORP             | COM            | 89353D107 | 24744   | 675000   | SH | SOLE    | 1 |
| UNILEVER N V                 | N Y SHS NEW    | 904784709 | 244     | 8121     | SH | DEFINED | 1 |
| UNITED STATES NATL GAS FUND  | UNIT           | 912318102 | 180     | 26000    | SH | DEFINED | 1 |
| UNITED STATES STL CORP NEW   | COM            | 912909108 | 910     | 14083    | SH | SOLE    |   |
| US ECOLOGY INC               | COM            | 91732J102 | 264     | 16420    | SH | DEFINED | 1 |
| VALE S A                     | ADR            | 91912E105 | 2561    | 68528    | SH | DEFINED | 1 |
| VALE S A                     | ADR            | 91912E105 | 3090    | 96000    | SH | SOLE    |   |
| VALERO ENERGY CORP NEW       | COM            | 91913Y100 | 8347    | 423729   | SH | SOLE    |   |
| VANGUARD INDEX FDS           | REIT ETF       | 922908553 | 565     | 11600    | SH | SOLE    |   |
| VANGUARD INDEX FDS           | STK MRK ETF    | 922908769 | 24336   | 408585   | SH | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | EMR MKT ETF    | 922042858 | 9530    | 222327   | SH | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | EURPEAN ETF    | 922042874 | 13851   | 287800   | SH | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | PACIFIC ETF    | 922042866 | 7299    | 133800   | SH | DEFINED | 1 |
| VISA INC                     | COM CL A       | 92826C839 | 240     | 2642     | SH | DEFINED |   |
| VISA INC                     | COM CL A       | 92826C839 | 5806    | 120697   | SH | SOLE    |   |
| VONAGE HLDGS CORP            | COM            | 92886T201 | 299     | 221355   | SH | DEFINED | 1 |
| VORNADO RLTY TR              | SH BEN INT     | 929042109 | 5137    | 67867    | SH | SOLE    |   |
| WAL MART STORES INC          | COM            | 931142103 | 560     | 10075    | SH | DEFINED |   |
| WELLS FARGO & CO NEW         | COM            | 949746101 | 8781    | 282184   | SH | SOLE    |   |
| WENDYS ARBYS GROUP INC       | COM            | 950587105 | 265     | 53000    | SH | DEFINED | 1 |
| WEYERHAEUSER CO              | COM            | 962166104 | 230     | 5100     | SH | DEFINED |   |
| WHIRLPOOL CORP               | COM            | 963320106 | 4362    | 50000    | SH | SOLE    |   |
| WHOLE FOODS MKT INC          | COM            | 966837106 | 2218    | 61338    | SH | SOLE    |   |
| WILEY JOHN & SONS INC        | CL B           | 968223305 | 8662    | 200000   | SH | DEFINED | 1 |
| WILLIAMS COS INC DEL         | COM            | 969457100 | 8635    | 373800   | SH | SOLE    |   |
| YAHOO INC                    | COM            | 984332106 | 2251    | 136190   | SH | SOLE    |   |
| YAMANA GOLD INC              | COM            | 98462Y100 | 12554   | 1268319  | SH | SOLE    |   |