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BANK OF NOVA SCOTIA /
Form 13F-HR
February 14, 2013

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

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

Institutional Investment Manager Filing this Report:

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

13F File Number: 28-11475

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ Abdurrehman Muhammadi Toronto, ON, Canada February 14, 2013

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: 349
 Form 13F Information Table Value Total: \$18,961,612 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

| | | |
|-----|-----------------|---------------------|
| No. | 13F File Number | Name |
| | 028-11472 | BNS Investment Inc. |

| FORM 13F INFORMATION TABLE | | | | | | | | |
|------------------------------|----------------|-----------|--------------------|----------------|------------|--------------|---------------------|-------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN | SH/ PRN | PUT/ CALL | INVSTMT DISCRETN | OTH MANA |
| 3M CO | COM | 88579Y101 | 10956 | 118000 | SH | | SOLE | |
| ACCENTURE PLC IRELAND | SHS CLASS A | G1151C101 | 62211 | 935500 | SH | | SOLE | |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 1730 | 721001 | SH | | SOLE | |
| AEGON N V | NY REGISTRY SH | 007924103 | 136 | 21462 | SH | | DEFINED | |
| AES CORP | COM | 00130H105 | 355 | 33200 | SH | | SOLE | |
| AGNICO EAGLE MINES LTD | COM | 008474108 | 31260 | 595707 | SH | | SOLE | |
| AGRIUM INC | COM | 008916108 | 57104 | 572212 | SH | | SOLE | |
| ALLIANCE DATA SYSTEMS CORP | COM | 018581108 | 4004 | 27659 | SH | | SOLE | |
| ALLIANCE ONE INTL INC | COM | 018772103 | 1961 | 538707 | SH | | SOLE | |
| ALPHA NATURAL RESOURCES INC | COM | 02076X102 | 324 | 33279 | SH | | SOLE | |
| AMERICAN EQTY INVT LIFE HLD | COM | 025676206 | 2490 | 203915 | SH | | SOLE | |
| AMGEN INC | COM | 031162100 | 22012 | 255000 | SH | | SOLE | |
| ANADARKO PETE CORP | COM | 032511107 | 7431 | 100000 | SH | | SOLE | |
| ANHEUSER BUSCH INBEV SA/NV | SPONSORED ADR | 03524A108 | 2790 | 31914 | SH | | SOLE | |
| AOL INC | COM | 00184X105 | 214 | 7237 | SH | | SOLE | |
| APPLE INC | COM | 037833100 | 1034 | 1945 | SH | | DEFINED | |
| APPLE INC | COM | 037833100 | 588 | 1100 | SH | | DEFINED | 1 |
| APPLE INC | COM | 037833100 | 342874 | 643253 | SH | | SOLE | |
| APPLE INC | COM | 037833100 | 1333 | 2500 | SH | | SOLE | 1 |
| APPLIED MATLS INC | COM | 038222105 | 13929 | 1217608 | SH | | SOLE | |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 14507 | 529651 | SH | | SOLE | |
| AT&T INC | COM | 00206R102 | 424 | 12603 | SH | | DEFINED | 1 |
| ATLANTIC PWR CORP | COM NEW | 04878Q863 | 21086 | 1848846 | SH | | SOLE | |
| AURICO GOLD INC | COM | 05155C105 | 2473 | 300000 | SH | | SOLE | |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 16958 | 297450 | SH | | SOLE | |
| BANCO BRADESCO S A | SP ADR PFD NEW | 059460303 | 13028 | 750000 | SH | | SOLE | |
| BANCO SANTANDER BRASIL S A | ADS REP 1 UNIT | 05967A107 | 36350 | 5000000 | SH | | SOLE | |
| BANCO SANTANDER CHILE NEW | SP ADR REP COM | 05965X109 | 2864 | 100523 | SH | | SOLE | |
| BANCO SANTANDER SA | ADR | 05964H105 | 86 | 10515 | SH | | DEFINED | 1 |
| BANK MONTREAL QUE | COM | 063671101 | 205 | 3368 | SH | | DEFINED | |
| BANK MONTREAL QUE | COM | 063671101 | 1355146 | 22120304 | SH | | SOLE | |
| BANK NOVA SCOTIA HALIFAX | COM | 064149107 | 4439 | 76906 | SH | | DEFINED | 1 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 143 | 12400 | SH | | DEFINED | |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 831 | 71619 | SH | | SOLE | |
| BARRICK GOLD CORP | COM | 067901108 | 135406 | 3863197 | SH | | SOLE | |
| BAYTEX ENERGY CORP | COM | 07317Q105 | 17262 | 400000 | SH | | SOLE | |
| BCE INC | COM NEW | 05534B760 | 526 | 12285 | SH | | DEFINED | 1 |

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|------------------------------|----------------|-----------|---------|----------|----|-----------|
| BCE INC | COM NEW | 05534B760 | 162614 | 3789471 | SH | SOLE |
| BERKSHIRE HATHAWAY INC DEL | CL A | 084670108 | 5516 | 41 | SH | DEFINED 1 |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 26910 | 300000 | SH | SOLE |
| BEST BUY INC | COM | 086516101 | 278 | 23500 | SH | SOLE |
| BOEING CO | COM | 097023105 | 226 | 3000 | SH | DEFINED 1 |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 349 | 60914 | SH | SOLE |
| BRIGUS GOLD CORP | COM | 109490102 | 468 | 500000 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 453 | 13900 | SH | DEFINED 1 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 12636 | 387738 | SH | SOLE |
| BROCADE COMMUNICATIONS SYS I | COM NEW | 111621306 | 181 | 34000 | SH | DEFINED 1 |
| BROOKFIELD ASSET MGMT INC | CL A LTD VT SH | 112585104 | 484895 | 13219225 | SH | SOLE |
| BROOKFIELD OFFICE PPTYS INC | COM | 112900105 | 144869 | 8485685 | SH | SOLE |
| CAE INC | COM | 124765108 | 22381 | 2207956 | SH | SOLE |
| CAMECO CORP | COM | 13321L108 | 27074 | 1372939 | SH | SOLE |
| CAMPBELL SOUP CO | COM | 134429109 | 508 | 14550 | SH | DEFINED 1 |
| CANADIAN NAT RES LTD | COM | 136385101 | 129104 | 4478188 | SH | SOLE |
| CANADIAN NATL RY CO | COM | 136375102 | 365155 | 4015890 | SH | SOLE |
| CANADIAN PAC RY LTD | COM | 13645T100 | 60654 | 597178 | SH | SOLE |
| CATAMARAN CORP | COM | 148887102 | 7760 | 164800 | SH | SOLE |
| CATERPILLAR INC DEL | COM | 149123101 | 1422 | 15884 | SH | DEFINED 1 |
| CDN IMPERIAL BK OF COMMERCE | COM | 136069101 | 329 | 4096 | SH | DEFINED 1 |
| CDN IMPERIAL BK OF COMMERCE | COM | 136069101 | 1434409 | 17819446 | SH | SOLE |
| CEMENTOS PACASMAYO S A A | SPON ADR REP 5 | 15126Q109 | 9912 | 750000 | SH | DEFINED 1 |
| CENOVUS ENERGY INC | COM | 15135U109 | 320895 | 9576028 | SH | SOLE |
| CENTRAL FD CDA LTD | CL A | 153501101 | 369 | 17584 | SH | DEFINED 1 |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 2059 | 123900 | SH | SOLE |
| CHEVRON CORP NEW | COM | 166764100 | 519 | 4802 | SH | DEFINED 1 |
| CHEVRON CORP NEW | COM | 166764100 | 64343 | 595000 | SH | SOLE |
| CHEVRON CORP NEW | COM | 166764100 | 228 | 2124 | SH | DEFINED |
| CISCO SYS INC | COM | 17275R102 | 648 | 33000 | SH | DEFINED 1 |
| COCA COLA CO | COM | 191216100 | 578 | 15992 | SH | DEFINED |
| COCA COLA CO | COM | 191216100 | 210 | 5800 | SH | DEFINED 1 |
| COCA COLA CO | COM | 191216100 | 50802 | 1401430 | SH | SOLE |
| COLGATE PALMOLIVE CO | COM | 194162103 | 925 | 8853 | SH | DEFINED 1 |
| COLGATE PALMOLIVE CO | COM | 194162103 | 7240 | 69251 | SH | SOLE |
| COMCAST CORP NEW | CL A | 20030N101 | 2990 | 80000 | SH | SOLE |
| COMCAST CORP NEW | CL A SPL | 20030N200 | 10781 | 300140 | SH | DEFINED 1 |
| COMPANHIA SIDERURGICA NACION | SPONSORED ADR | 20440W105 | 5900 | 1000000 | SH | SOLE |
| COMPANIA DE MINAS BUENAVENTU | SPONSORED ADR | 204448104 | 92030 | 2559961 | SH | DEFINED 1 |
| CONAGRA FOODS INC | COM | 205887102 | 13776 | 467060 | SH | SOLE |
| CONOCOPHILLIPS | COM | 20825C104 | 318 | 5485 | SH | DEFINED 1 |
| CONOCOPHILLIPS | COM | 20825C104 | 443 | 7646 | SH | DEFINED |
| CONSOLIDATED EDISON INC | COM | 209115104 | 253 | 4550 | SH | DEFINED 1 |
| CONSOLIDATED WATER CO INC | ORD | G23773107 | 1391 | 187932 | SH | DEFINED 1 |
| COSAN LTD | SHS A | G25343107 | 3462 | 200000 | SH | DEFINED 1 |
| COVANTA HLDG CORP | COM | 22282E102 | 44137 | 2396410 | SH | SOLE |
| COVIDIEN PLC | SHS | G2554F113 | 4966 | 86000 | SH | SOLE |
| CREDICORP LTD | COM | G2519Y108 | 197752 | 1349291 | SH | DEFINED 1 |
| CROWN CASTLE INTL CORP | COM | 228227104 | 13710 | 190000 | SH | SOLE |
| CROWN HOLDINGS INC | COM | 228368106 | 5521 | 150000 | SH | DEFINED |
| DEALERTRACK TECHNOLOGIES INC | COM | 242309102 | 1198 | 41700 | SH | SOLE |
| DELL INC | COM | 24702R101 | 1164 | 114900 | SH | SOLE |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 589 | 11315 | SH | SOLE |
| DOW CHEM CO | COM | 260543103 | 15688 | 485400 | SH | SOLE |
| DUKE ENERGY CORP NEW | COM NEW | 26441C204 | 25626 | 401666 | SH | SOLE |
| E M C CORP MASS | COM | 268648102 | 38625 | 1526680 | SH | SOLE |
| EBAY INC | COM | 278642103 | 514 | 10088 | SH | DEFINED 1 |
| EBAY INC | COM | 278642103 | 35714 | 700000 | SH | SOLE |
| ELDORADO GOLD CORP NEW | COM | 284902103 | 35431 | 2749900 | SH | SOLE |
| EMPRESA NACIONAL DE ELCTRCID | SPONSORED ADR | 29244T101 | 852 | 17468 | SH | DEFINED 1 |
| ENBRIDGE INC | COM | 29250N105 | 1312158 | 30300698 | SH | SOLE |
| ENCANA CORP | COM | 292505104 | 201335 | 10173574 | SH | SOLE |

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|-------------------------------|------------------|-----------|--------|---------|----|---------|---|
| ENCANA CORP | COM | 292505104 | 331 | 16787 | SH | DEFINED | 1 |
| ENERPLUS CORP | COM | 292766102 | 8842 | 680938 | SH | SOLE | |
| ENERSIS S A | SPONSORED ADR | 29274F104 | 218 | 12000 | SH | DEFINED | 1 |
| ERICSSON | ADR B SEK 10 | 294821608 | 10807 | 1070000 | SH | SOLE | |
| EXCO RESOURCES INC | COM | 269279402 | 74 | 11000 | SH | DEFINED | 1 |
| EXPRESS SCRIPTS HLDG CO | COM | 30219G108 | 36763 | 680800 | SH | SOLE | |
| EXTERRAN HLDGS INC | COM | 30225X103 | 13554 | 618723 | SH | SOLE | |
| EXXON MOBIL CORP | COM | 30231G102 | 760 | 8777 | SH | DEFINED | 1 |
| EXXON MOBIL CORP | COM | 30231G102 | 691 | 7985 | SH | DEFINED | |
| FIRST TR LRGE CP CORE ALPHA | COM SHS | 33734K109 | 796 | 25900 | SH | DEFINED | 1 |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 129 | 10000 | SH | DEFINED | |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 531 | 41000 | SH | DEFINED | 1 |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 317 | 24469 | SH | SOLE | |
| FOREST CITY ENTERPRISES INC | CL A | 345550107 | 20994 | 1300213 | SH | SOLE | |
| FOREST LABS INC | COM | 345838106 | 396 | 11200 | SH | DEFINED | 1 |
| FRANCO NEVADA CORP | COM | 351858105 | 6681 | 116900 | SH | SOLE | |
| FREEMPORT-MCMORAN COPPER & GO | COM | 35671D857 | 39454 | 1153621 | SH | DEFINED | 1 |
| FREEMPORT-MCMORAN COPPER & GO | COM | 35671D857 | 12586 | 368000 | SH | SOLE | |
| GAFISA S A | SPONS ADR | 362607301 | 53 | 11568 | SH | DEFINED | 1 |
| GENERAL ELECTRIC CO | COM | 369604103 | 701 | 33400 | SH | DEFINED | |
| GENERAL ELECTRIC CO | COM | 369604103 | 608 | 29012 | SH | DEFINED | 1 |
| GENERAL ELECTRIC CO | COM | 369604103 | 12012 | 572246 | SH | SOLE | |
| GENERAL MLS INC | COM | 370334104 | 8082 | 200000 | SH | SOLE | |
| GERDAU S A | SPON ADR REP PFD | 373737105 | 8990 | 1000000 | SH | SOLE | |
| GILDAN ACTIVEWEAR INC | COM | 375916103 | 14197 | 388200 | SH | SOLE | |
| GILEAD SCIENCES INC | COM | 375558103 | 22821 | 310700 | SH | SOLE | |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 448 | 10300 | SH | SOLE | |
| GOLDCORP INC NEW | COM | 380956409 | 118787 | 3226852 | SH | SOLE | |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 226 | 1772 | SH | DEFINED | |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 779 | 56441 | SH | SOLE | |
| GOOGLE INC | CL A | 38259P508 | 1271 | 1799 | SH | DEFINED | 1 |
| GOOGLE INC | CL A | 38259P508 | 35469 | 50000 | SH | SOLE | |
| GRANITE REAL ESTATE INC | COM | 387431109 | 17189 | 452219 | SH | SOLE | |
| GROUPE CGI INC | CL A SUB VTG | 39945C109 | 3799 | 164500 | SH | SOLE | |
| GRUPO TELEVISIA SA | SPON ADR REP ORD | 40049J206 | 2021 | 76040 | SH | SOLE | |
| HALLIBURTON CO | COM | 406216101 | 30700 | 885000 | SH | DEFINED | 1 |
| HEINZ H J CO | COM | 423074103 | 15077 | 261378 | SH | SOLE | |
| IAMGOLD CORP | COM | 450913108 | 14987 | 1307200 | SH | SOLE | |
| ICONIX BRAND GROUP INC | COM | 451055107 | 6974 | 312446 | SH | SOLE | |
| IMPERIAL OIL LTD | COM NEW | 453038408 | 39588 | 920384 | SH | SOLE | |
| INTEL CORP | COM | 458140100 | 225 | 10951 | SH | DEFINED | 1 |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 580 | 3035 | SH | DEFINED | 1 |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 2368 | 167100 | SH | SOLE | |
| ISHARES GOLD TRUST | ISHARES | 464285105 | 1071 | 65800 | SH | DEFINED | 1 |
| ISHARES INC | MSCI BRAZIL | 464286400 | 2069 | 37000 | SH | DEFINED | |
| ISHARES INC | MSCI BRAZIL | 464286400 | 16782 | 300000 | SH | DEFINED | 1 |
| ISHARES INC | MSCI BRAZIL | 464286400 | 1030 | 19600 | SH | SOLE | |
| ISHARES INC | MSCI CDA INDEX | 464286509 | 976 | 34293 | SH | DEFINED | 1 |
| ISHARES INC | EM MKT MIN VOL | 464286533 | 1697 | 21167 | SH | DEFINED | 1 |
| ISHARES INC | MSCI THAILAND | 464286624 | 658 | 17550 | SH | DEFINED | 1 |
| ISHARES INC | MSCI CHILE INVES | 464286640 | 486 | 7724 | SH | DEFINED | 1 |
| ISHARES INC | MSCI S KOREA | 464286772 | 812 | 13027 | SH | DEFINED | 1 |
| ISHARES INC | MSCI GERMAN | 464286806 | 2528 | 69594 | SH | DEFINED | 1 |
| ISHARES INC | MSCI MEX INVEST | 464286822 | 739 | 10655 | SH | DEFINED | 1 |
| ISHARES INC | MSCI MALAYSIA | 464286830 | 331 | 22139 | SH | DEFINED | 1 |
| ISHARES INC | MSCI JAPAN | 464286848 | 157 | 16211 | SH | DEFINED | 1 |
| ISHARES INC | MSCI HONG KONG | 464286871 | 197 | 10267 | SH | DEFINED | 1 |
| ISHARES SILVER TRUST | ISHARES | 46428Q109 | 293 | 10000 | SH | DEFINED | |
| ISHARES SILVER TRUST | ISHARES | 46428Q109 | 501 | 17050 | SH | DEFINED | 1 |
| ISHARES TR | S&P 100 IDX FD | 464287101 | 1179 | 18378 | SH | DEFINED | 1 |
| ISHARES TR | DJ SEL DIV INX | 464287168 | 509 | 8896 | SH | DEFINED | 1 |
| ISHARES TR | FTSE CHINA25 IDX | 464287184 | 1256 | 31786 | SH | DEFINED | 1 |

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|---------------------------|------------------|-----------|--------|----------|----|---------|---|
| ISHARES TR | CORE S&P500 ETF | 464287200 | 1369 | 9639 | SH | DEFINED | 1 |
| ISHARES TR | MSCI EMERG MKT | 464287234 | 11267 | 254124 | SH | DEFINED | 1 |
| ISHARES TR | S&P LTN AM 40 | 464287390 | 1686 | 38553 | SH | DEFINED | 1 |
| ISHARES TR | MSCI EAFE INDEX | 464287465 | 1670 | 29380 | SH | DEFINED | 1 |
| ISHARES TR | MSCI EAFE INDEX | 464287465 | 216 | 3800 | SH | DEFINED | 1 |
| ISHARES TR | RUSSELL MIDCAP | 464287499 | 4688 | 41457 | SH | DEFINED | 1 |
| ISHARES TR | NASDAQ BIO INDX | 464287556 | 32658 | 238000 | SH | DEFINED | 1 |
| ISHARES TR | S&P GLB100INDX | 464287572 | 4650 | 72753 | SH | DEFINED | 1 |
| ISHARES TR | CONS SRVC IDX | 464287580 | 575 | 6716 | SH | DEFINED | 1 |
| ISHARES TR | RUSSELL 3000 | 464287689 | 483 | 5700 | SH | DEFINED | 1 |
| ISHARES TR | DJ US TECH SEC | 464287721 | 1410 | 20095 | SH | DEFINED | 1 |
| ISHARES TR | S&P EURO PLUS | 464287861 | 224 | 5719 | SH | DEFINED | 1 |
| ISHARES TR | MSCI ACJPN IDX | 464288182 | 8823 | 145848 | SH | DEFINED | 1 |
| ISHARES TR | HIGH YLD CORP | 464288513 | 4014 | 43012 | SH | DEFINED | 1 |
| ISHARES TR | DJ HOME CONSTN | 464288752 | 405 | 19100 | SH | DEFINED | 1 |
| ISHARES TR | DJ REGIONAL BK | 464288778 | 2443 | 100000 | SH | DEFINED | 1 |
| ISHARES TR | MSCI BRAZ SMCP | 464289131 | 1771 | 38885 | SH | DEFINED | 1 |
| ISHARES TR | MSCI PERU CAP | 464289842 | 801 | 17686 | SH | DEFINED | 1 |
| ISHARES TR | INDONE INVS MRKT | 46429B309 | 204 | 6859 | SH | DEFINED | 1 |
| ITAU UNIBANCO HLDG SA | SPON ADR REP PFD | 465562106 | 16460 | 1000000 | SH | SOLE | |
| IVANHOE ENERGY INC | COM | 465790103 | 661 | 925400 | SH | SOLE | |
| JOHNSON & JOHNSON | COM | 478160104 | 695 | 9917 | SH | DEFINED | 1 |
| JOHNSON & JOHNSON | COM | 478160104 | 107162 | 1528694 | SH | SOLE | |
| JOHNSON & JOHNSON | COM | 478160104 | 572 | 8160 | SH | DEFINED | 1 |
| JPMORGAN CHASE & CO | COM | 46625H100 | 7299 | 166000 | SH | SOLE | |
| JUST ENERGY GROUP INC | COM | 48213W101 | 20731 | 2170185 | SH | SOLE | |
| KIMBERLY CLARK CORP | COM | 494368103 | 13851 | 164100 | SH | SOLE | |
| KINDER MORGAN INC DEL | COM | 49456B101 | 12325 | 348862 | SH | SOLE | |
| KINDER MORGAN INC DEL | *W EXP 05/25/201 | 49456B119 | 605 | 160000 | SH | SOLE | |
| KINROSS GOLD CORP | COM NO PAR | 496902404 | 42486 | 4369236 | SH | SOLE | |
| KNIGHT CAP GROUP INC | CL A COM | 499005106 | 131 | 37404 | SH | SOLE | |
| KOPIN CORP | COM | 500600101 | 67 | 20000 | SH | DEFINED | 1 |
| KRAFT FOODS GROUP INC | COM | 50076Q106 | 19758 | 434514 | SH | SOLE | |
| LILLY ELI & CO | COM | 532457108 | 13607 | 275900 | SH | SOLE | |
| LOWES COS INC | COM | 548661107 | 440 | 12400 | SH | SOLE | |
| LULULEMON ATHLETICA INC | COM | 550021109 | 38005 | 500000 | SH | SOLE | |
| MAGNA INTL INC | COM | 559222401 | 66748 | 1334726 | SH | SOLE | |
| MANULIFE FINL CORP | COM | 56501R106 | 633982 | 46618481 | SH | SOLE | |
| MARATHON OIL CORP | COM | 565849106 | 342 | 11169 | SH | DEFINED | 1 |
| MARATHON PETE CORP | COM | 56585A102 | 284 | 4500 | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR | GOLD MINER ETF | 57060U100 | 511 | 11010 | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR | RUSSIA ETF | 57060U506 | 598 | 20000 | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR | AGRIBUS ETF | 57060U605 | 604 | 11460 | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR | BRAZL SMCP ETF | 57060U613 | 2171 | 51414 | SH | DEFINED | 1 |
| MARKET VECTORS ETF TR | BRAZL SMCP ETF | 57060U613 | 818 | 19200 | SH | DEFINED | 1 |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 271 | 7884 | SH | DEFINED | 1 |
| MARTEN TRANS LTD | COM | 573075108 | 5585 | 303750 | SH | DEFINED | 1 |
| MCCORMICK & CO INC | COM NON VTG | 579780206 | 222 | 3500 | SH | SOLE | |
| MCDONALDS CORP | COM | 580135101 | 432 | 4908 | SH | DEFINED | 1 |
| MCDONALDS CORP | COM | 580135101 | 90654 | 1027700 | SH | SOLE | |
| MEDTRONIC INC | COM | 585055106 | 34265 | 835324 | SH | SOLE | |
| MERCK & CO INC NEW | COM | 58933Y105 | 38136 | 931500 | SH | SOLE | |
| METHANEX CORP | COM | 59151K108 | 50896 | 1595998 | SH | SOLE | |
| MGM RESORTS INTERNATIONAL | COM | 552953101 | 3807 | 327071 | SH | SOLE | |
| MICRON TECHNOLOGY INC | COM | 595112103 | 11387 | 1791861 | SH | SOLE | |
| MICROSOFT CORP | COM | 594918104 | 521 | 19550 | SH | DEFINED | 1 |
| MICROSOFT CORP | COM | 594918104 | 1196 | 43818 | SH | SOLE | |
| MOLSON COORS BREWING CO | CL B | 60871R209 | 556 | 13000 | SH | DEFINED | 1 |
| MONDELEZ INTL INC | CL A | 609207105 | 221 | 8720 | SH | DEFINED | 1 |
| MONDELEZ INTL INC | CL A | 609207105 | 8368 | 328543 | SH | SOLE | |
| MOTOROLA SOLUTIONS INC | COM NEW | 620076307 | 385 | 6915 | SH | SOLE | |
| NANOSPHERE INC | COM | 63009F105 | 128 | 44430 | SH | DEFINED | 1 |

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|------------------------------|------------------|-----------|---------|----------|----|-----------|
| NEVSUN RES LTD | COM | 64156L101 | 1070 | 250000 | SH | SOLE |
| NEW GOLD INC CDA | COM | 644535106 | 4123 | 372000 | SH | SOLE |
| NEWMONT MINING CORP | COM | 651639106 | 14010 | 301666 | SH | DEFINED 1 |
| NEXEN INC | COM | 65334H102 | 49189 | 1839141 | SH | SOLE |
| NIKE INC | CL B | 654106103 | 2149 | 41648 | SH | SOLE |
| NOKIA CORP | SPONSORED ADR | 654902204 | 690 | 174640 | SH | SOLE |
| NOVAGOLD RES INC | COM NEW | 66987E206 | 355 | 78300 | SH | SOLE |
| NVIDIA CORP | COM | 67066G104 | 580 | 47200 | SH | SOLE |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 30644 | 400000 | SH | SOLE |
| OFFICE DEPOT INC | COM | 676220106 | 332 | 101148 | SH | SOLE |
| OPEN TEXT CORP | COM | 683715106 | 18311 | 327000 | SH | SOLE |
| ORACLE CORP | COM | 68389X105 | 28072 | 842500 | SH | SOLE |
| PAN AMERICAN SILVER CORP | COM | 697900108 | 2302 | 122700 | SH | SOLE |
| PEMBINA PIPELINE CORP | COM | 706327103 | 58454 | 2040400 | SH | SOLE |
| PENGROWTH ENERGY CORP | COM | 70706P104 | 2009 | 403100 | SH | SOLE |
| PENN WEST PETE LTD NEW | COM | 707887105 | 18184 | 1672629 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 33873 | 495000 | SH | SOLE |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 48675 | 2500000 | SH | SOLE |
| PFIZER INC | COM | 717081103 | 388 | 15490 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 231 | 9240 | SH | DEFINED 1 |
| PFIZER INC | COM | 717081103 | 13848 | 552143 | SH | SOLE |
| PHILIP MORRIS INTL INC | COM | 718172109 | 310 | 3715 | SH | DEFINED |
| PHILLIPS 66 | COM | 718546104 | 212 | 4000 | SH | SOLE |
| PIMCO ETF TR | INV GRD CRP BD | 72201R817 | 368 | 3415 | SH | DEFINED 1 |
| PIMCO HIGH INCOME FD | COM SHS | 722014107 | 881 | 84000 | SH | DEFINED |
| POTASH CORP SASK INC | COM | 73755L107 | 134166 | 3292607 | SH | SOLE |
| POTASH CORP SASK INC | COM | 73755L107 | 564 | 13884 | SH | DEFINED |
| POWERSHARES QQQ TRUST | UNIT SER 1 | 73935A104 | 2280 | 35000 | SH | DEFINED 1 |
| PPL CORP | COM | 69351T106 | 200 | 7000 | SH | DEFINED 1 |
| PRAXAIR INC | COM | 74005P104 | 243 | 2238 | SH | DEFINED 1 |
| PROCTER & GAMBLE CO | COM | 742718109 | 465 | 6864 | SH | DEFINED |
| PROCTER & GAMBLE CO | COM | 742718109 | 31485 | 463762 | SH | SOLE |
| PROGRESSIVE WASTE SOLUTIONS | COM | 74339G101 | 10962 | 507000 | SH | SOLE |
| PROSHARES TR | PSHS SHRT S&P500 | 74347R503 | 421 | 12375 | SH | DEFINED 1 |
| QUALCOMM INC | COM | 747525103 | 36902 | 595000 | SH | SOLE |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 2922 | 50158 | SH | DEFINED |
| QUEST RARE MINERALS LTD | COM | 74836T101 | 28 | 27000 | SH | DEFINED 1 |
| RANDGOLD RES LTD | ADR | 752344309 | 295 | 2969 | SH | SOLE |
| RESEARCH IN MOTION LTD | COM | 760975102 | 17811 | 1499453 | SH | SOLE |
| RITCHIE BROS AUCTIONEERS | COM | 767744105 | 1523 | 72900 | SH | SOLE |
| ROGERS COMMUNICATIONS INC | CL B | 775109200 | 583849 | 12843505 | SH | SOLE |
| ROSS STORES INC | COM | 778296103 | 1982 | 36601 | SH | SOLE |
| ROYAL BK CDA MONTREAL QUE | COM | 780087102 | 1015 | 16893 | SH | DEFINED 1 |
| ROYAL BK CDA MONTREAL QUE | COM | 780087102 | 3276852 | 54364294 | SH | SOLE |
| RUBICON MINERALS CORP | COM | 780911103 | 1027 | 400000 | SH | SOLE |
| RYMAN HOSPITALITY PPTYS INC | COM | 78377T107 | 6304 | 163967 | SH | SOLE |
| SBA COMMUNICATIONS CORP | COM | 78388J106 | 11008 | 155004 | SH | SOLE |
| SCHLUMBERGER LTD | COM | 806857108 | 19615 | 283053 | SH | DEFINED 1 |
| SEABRIDGE GOLD INC | COM | 811916105 | 3009 | 167000 | SH | SOLE |
| SEACHANGE INTL INC | COM | 811699107 | 758 | 78392 | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR | SBI HEALTHCARE | 81369Y209 | 369 | 9231 | SH | SOLE |
| SELECT SECTOR SPDR TR | SBI HEALTHCARE | 81369Y209 | 2393 | 60000 | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR | SBI CONS STPLS | 81369Y308 | 349 | 10000 | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR | SBI CONS STPLS | 81369Y308 | 1947 | 55900 | SH | SOLE |
| SELECT SECTOR SPDR TR | SBI CONS DISCR | 81369Y407 | 806 | 17000 | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR | SBI INT-ENERGY | 81369Y506 | 794 | 11131 | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR | SBI INT-FINL | 81369Y605 | 254 | 15540 | SH | DEFINED |
| SELECT SECTOR SPDR TR | TECHNOLOGY | 81369Y803 | 656 | 22727 | SH | DEFINED 1 |
| SHAW COMMUNICATIONS INC | CL B CONV | 82028K200 | 333899 | 14522985 | SH | SOLE |
| SILVER WHEATON CORP | COM | 828336107 | 44367 | 1229100 | SH | SOLE |
| SNYDERS-LANCE INC | COM | 833551104 | 458 | 19000 | SH | DEFINED 1 |
| SONDE RES CORP | COM | 835426107 | 66 | 40500 | SH | SOLE |

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| SOUTHERN COPPER CORP | COM | 84265V105 | 7079 | 186979 | SH | SOLE |
| SPDR DOW JONES INDL AVRG ETF | UT SER 1 | 78467X109 | 2816 | 21565 | SH | DEFINED 1 |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 12991 | 80192 | SH | DEFINED 1 |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 7180 | 44320 | SH | SOLE |
| SPDR INDEX SHS FDS | EURO STOXX 50 | 78463X202 | 10220 | 294873 | SH | DEFINED |
| SPDR INDEX SHS FDS | GLB NAT RESRCE | 78463X541 | 262 | 5090 | SH | DEFINED 1 |
| SPDR S&P 500 ETF TR | TR UNIT | 78462F103 | 55807 | 391861 | SH | DEFINED 1 |
| SPDR SERIES TRUST | BRC HGH YLD BD | 78464A417 | 960 | 23578 | SH | DEFINED 1 |
| SPDR SERIES TRUST | S&P DIVID ETF | 78464A763 | 644 | 11075 | SH | DEFINED 1 |
| SPDR SERIES TRUST | S&P HOMEBUILD | 78464A888 | 403 | 15100 | SH | DEFINED 1 |
| SPECTRA ENERGY CORP | COM | 847560109 | 17797 | 650000 | SH | SOLE |
| ST JUDE MED INC | COM | 790849103 | 4825 | 133511 | SH | SOLE |
| STANLEY BLACK & DECKER INC | COM | 854502101 | 2456 | 33209 | SH | SOLE |
| STARBUCKS CORP | COM | 855244109 | 21448 | 400000 | SH | SOLE |
| SUN LIFE FINL INC | COM | 866796105 | 218 | 8253 | SH | DEFINED 1 |
| SUN LIFE FINL INC | COM | 866796105 | 411367 | 15497315 | SH | SOLE |
| SUNCOR ENERGY INC NEW | COM | 867224107 | 186074 | 5651211 | SH | SOLE |
| SUNPOWER CORP | COM | 867652406 | 242 | 43100 | SH | SOLE |
| SUPERVALU INC | COM | 868536103 | 99 | 39984 | SH | SOLE |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 8448 | 767330 | SH | SOLE |
| TALISMAN ENERGY INC | COM | 87425E103 | 40556 | 3581237 | SH | SOLE |
| TECK RESOURCES LTD | CL B | 878742204 | 70640 | 1941257 | SH | SOLE |
| TELECOMMUNICATION SYS INC | CL A | 87929J103 | 612 | 247805 | SH | DEFINED 1 |
| TELECOMMUNICATION SYS INC | CL A | 87929J103 | 173 | 70000 | SH | SOLE |
| TELLABS INC | COM | 879664100 | 80 | 35000 | SH | DEFINED 1 |
| TELUS CORP | NON-VTG SHS | 87971M202 | 85510 | 1313372 | SH | SOLE |
| TESORO CORP | COM | 881609101 | 328 | 7438 | SH | SOLE |
| THOMSON REUTERS CORP | COM | 884903105 | 37405 | 1291131 | SH | SOLE |
| TIFFANY & CO NEW | COM | 886547108 | 5963 | 104000 | SH | SOLE |
| TIM HORTONS INC | COM | 88706M103 | 26477 | 538675 | SH | SOLE |
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 12065 | 143069 | SH | DEFINED |
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 878 | 10453 | SH | DEFINED 1 |
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 2380086 | 28232173 | SH | SOLE |
| TRANSALTA CORP | COM | 89346D107 | 130062 | 8545443 | SH | SOLE |
| TRANSCANADA CORP | COM | 89353D107 | 754709 | 15945335 | SH | SOLE |
| TRANSCANADA CORP | COM | 89353D107 | 31948 | 675000 | SH | SOLE 1 |
| TURQUOISE HILL RES LTD | COM | 900435108 | 2468 | 322600 | SH | SOLE |
| UNILEVER N V | N Y SHS NEW | 904784709 | 5699 | 148800 | SH | SOLE |
| UNION PAC CORP | COM | 907818108 | 6286 | 50000 | SH | SOLE |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 41289 | 560000 | SH | SOLE |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 10251 | 125000 | SH | SOLE |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 203 | 2480 | SH | DEFINED |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 29832 | 550000 | SH | SOLE |
| VALEANT PHARMACEUTICALS INTL | COM | 91911K102 | 59392 | 994293 | SH | SOLE |
| VANGUARD INDEX FDS | MCAP GR IDXVIP | 922908538 | 8230 | 120000 | SH | DEFINED 1 |
| VANGUARD INDEX FDS | REIT ETF | 922908553 | 4765 | 72422 | SH | DEFINED 1 |
| VANGUARD INDEX FDS | TOTAL STK MKT | 922908769 | 6124 | 83340 | SH | DEFINED 1 |
| VANGUARD INTL EQUITY INDEX F | MSCI EMR MKT ETF | 922042858 | 267 | 6000 | SH | DEFINED |
| VANGUARD INTL EQUITY INDEX F | MSCI EMR MKT ETF | 922042858 | 2897 | 65170 | SH | DEFINED 1 |
| VANGUARD INTL EQUITY INDEX F | MSCI PAC ETF | 922042866 | 2117 | 39530 | SH | DEFINED 1 |
| VANGUARD INTL EQUITY INDEX F | MSCI EUROPE ETF | 922042874 | 3138 | 64100 | SH | DEFINED 1 |
| VANGUARD SPECIALIZED PORTFOL | DIV APP ETF | 921908844 | 5957 | 100000 | SH | DEFINED 1 |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W209 | 23553 | 935000 | SH | SOLE |
| WALGREEN CO | COM | 931422109 | 795 | 14162 | SH | DEFINED 1 |
| WALGREEN CO | COM | 931422109 | 1535 | 41468 | SH | SOLE |
| WELLS FARGO & CO NEW | COM | 949746101 | 11550 | 337918 | SH | SOLE |
| WET SEAL INC | CL A | 961840105 | 207 | 75000 | SH | DEFINED 1 |
| WILEY JOHN & SONS INC | CL B | 968223305 | 7764 | 200000 | SH | DEFINED |
| WILLIAMS COS INC DEL | COM | 969457100 | 11950 | 365000 | SH | SOLE |
| WINDSTREAM CORP | COM | 97381W104 | 3185 | 384654 | SH | SOLE |
| XILINX INC | COM | 983919101 | 3184 | 88679 | SH | SOLE |
| YAHOO INC | COM | 984332106 | 269 | 13500 | SH | DEFINED 1 |

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|-----------------|-----|-----------|-------|---------|----|------|
| YAHOO INC | COM | 984332106 | 1486 | 74690 | SH | SOLE |
| YAMANA GOLD INC | COM | 98462Y100 | 44927 | 2608519 | SH | SOLE |