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BANK OF NOVA SCOTIA /  
Form 13F-HR  
May 15, 2009

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2009

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

Institutional Investment Manager Filing this Report:

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

13F File Number: 28-11475

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ Abdurrehman Muhammadi Toronto, On, Canada May 14, 2009

Report Type (Check only one.):

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

List of Other Managers Reporting for this Manager:

| Form 13F File Number | Name                                   |
|----------------------|----------------------------------------|
| 28-11461             | Scotia Capital Inc.                    |
| 28-11460             | Scotia Cassels Investment Counsel Ltd. |
| 28-11459             | Bank of Nova Scotia Trust Co.          |

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
 Form13F Information Table Entry Total: 222  
 Form13F Information Table Value Total: \$6,662,675 (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 |
| ACCENTURE LTD BERMUDA        | CL A           | G1150G111 | 3442               | 125000             | SH         |              | SOLE               |             |
| ADVANTAGE ENERGY INCOME FD   | TR UNIT        | 00762L101 | 1303               | 535000             | SH         |              | SOLE               |             |
| AEGEAN MARINE PETROLEUM NETW | SHS            | Y0017S102 | 209                | 12500              | SH         |              | DEFINED            |             |
| AEGON N V                    | NY REGISTRY SH | 007924103 | 80                 | 20729              | SH         |              | DEFINED            |             |
| AGNICO EAGLE MINES LTD       | COM            | 008474108 | 14024              | 243907             | SH         |              | SOLE               |             |
| AGRIUM INC                   | COM            | 008916108 | 9253               | 255236             | SH         |              | SOLE               |             |
| ALASKA COMMUNICATIONS SYS GR | COM            | 01167P101 | 82                 | 12300              | SH         |              | DEFINED            |             |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS | 02364W105 | 153                | 112000             | SH         |              | DEFINED            | 1           |
| AMERICAN INTL GROUP INC      | COM            | 026874107 | 50                 | 50000              | SH         |              | SOLE               |             |
| AMGEN INC                    | COM            | 031162100 | 4952               | 100000             | SH         |              | SOLE               |             |
| ANADARKO PETE CORP           | COM            | 032511107 | 5834               | 150000             | SH         |              | SOLE               |             |
| ANGLO AMERN PLC              | ADR NEW        | 03485P201 | 12234              | 1434346            | SH         |              | DEFINED            | 1           |
| APPLIED MATLS INC            | COM            | 038222105 | 2150               | 200000             | SH         |              | SOLE               |             |
| ARCHER DANIELS MIDLAND CO    | COM            | 039483102 | 5556               | 200000             | SH         |              | SOLE               |             |
| AT&T INC                     | COM            | 00206R102 | 7560               | 300000             | SH         |              | SOLE               |             |
| AUGUSTA RES CORP             | COM NEW        | 050912203 | 425                | 311684             | SH         |              | SOLE               |             |
| AURIZON MINES LTD            | COM            | 05155P106 | 230                | 50000              | SH         |              | SOLE               |             |
| BALLARD PWR SYS INC NEW      | COM            | 058586108 | 130                | 83000              | SH         |              | SOLE               |             |
| BANK MONTREAL QUE            | COM            | 063671101 | 481766             | 18405921           | SH         |              | SOLE               |             |
| BANK NOVA SCOTIA HALIFAX     | COM            | 064149107 | 1830               | 74237              | SH         |              | DEFINED            | 1           |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 8435               | 1236787            | SH         |              | SOLE               |             |
| BANRO CORP                   | COM            | 066800103 | 529                | 325000             | SH         |              | SOLE               |             |
| BARCLAYS BK PLC              | DJAIG CMDT ETN | 06738C778 | 2528               | 76500              | SH         |              | DEFINED            |             |
| BARRICK GOLD CORP            | COM            | 067901108 | 44952              | 1388298            | SH         |              | SOLE               |             |
| BAYTEX ENERGY TR             | TRUST UNIT     | 073176109 | 599                | 50000              | SH         |              | SOLE               |             |
| BCE INC                      | COM NEW        | 05534B760 | 2800               | 140500             | SH         |              | SOLE               | 1           |
| BCE INC                      | COM NEW        | 05534B760 | 66135              | 3318287            | SH         |              | SOLE               |             |
| BIOVAIL CORP                 | COM            | 09067J109 | 47669              | 4382282            | SH         |              | SOLE               |             |
| BLACKSTONE GROUP L P         | COM UNIT LTD   | 09253U108 | 544                | 75000              | SH         |              | SOLE               |             |
| BOSTON PROPERTIES INC        | COM            | 101121101 | 4111               | 118676             | SH         |              | SOLE               |             |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 2740               | 125000             | SH         |              | SOLE               |             |

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|                               |                  |           |        |          |    |           |
|-------------------------------|------------------|-----------|--------|----------|----|-----------|
| BROOKFIELD ASSET MGMT INC     | CL A LTD VT SH   | 112585104 | 209367 | 15018965 | SH | SOLE      |
| BROOKFIELD PPTYS CORP         | COM              | 112900105 | 49818  | 8613135  | SH | SOLE      |
| BURLINGTON NORTHN SANTA FE C  | COM              | 12189T104 | 288    | 4800     | SH | DEFINED   |
| CAE INC                       | COM              | 124765108 | 11256  | 1859432  | SH | SOLE      |
| CALPINE CORP                  | COM NEW          | 131347304 | 81     | 11900    | SH | DEFINED   |
| CAMECO CORP                   | COM              | 13321L108 | 10947  | 640239   | SH | SOLE      |
| CANADIAN NAT RES LTD          | COM              | 136385101 | 44615  | 1151294  | SH | SOLE      |
| CANADIAN NATL RY CO           | COM              | 136375102 | 125911 | 3510990  | SH | SOLE      |
| CANADIAN PAC RY LTD           | COM              | 13645T100 | 20866  | 700928   | SH | SOLE      |
| CDN IMPERIAL BK OF COMMERCE   | COM              | 136069101 | 399610 | 10977836 | SH | SOLE      |
| CELESTICA INC                 | SUB VTG SHS      | 15101Q108 | 4806   | 1350000  | SH | SOLE      |
| CEMEX SAB DE CV               | SPON ADR NEW     | 151290889 | 4844   | 775000   | SH | SOLE      |
| CHEVRON CORP NEW              | COM              | 166764100 | 8405   | 125000   | SH | SOLE      |
| CISCO SYS INC                 | COM              | 17275R102 | 385    | 22963    | SH | DEFINED   |
| CISCO SYS INC                 | COM              | 17275R102 | 2516   | 150000   | SH | SOLE      |
| CITIGROUP INC                 | COM              | 172967101 | 8847   | 9775000  | SH | SOLE      |
| CNOOC LTD                     | SPONSORED ADR    | 126132109 | 5030   | 50000    | SH | SOLE      |
| COCA COLA CO                  | COM              | 191216100 | 2769   | 63000    | SH | SOLE      |
| COMPANHIA VALE DO RIO DOCE    | SPONSORED ADR    | 204412209 | 373    | 27991    | SH | DEFINED 1 |
| COMPANIA DE MINAS BUENAVENTU  | SPONSORED ADR    | 204448104 | 1257   | 52400    | SH | DEFINED 1 |
| COMPTON PETE CORP             | COM              | 204940100 | 1126   | 1730000  | SH | SOLE      |
| COMPUTER SCIENCES CORP        | COM              | 205363104 | 364    | 9885     | SH | DEFINED   |
| CONAGRA FOODS INC             | COM              | 205887102 | 2598   | 154000   | SH | SOLE      |
| CONCUR TECHNOLOGIES INC       | COM              | 206708109 | 282    | 14709    | SH | SOLE      |
| CORUS ENTERTAINMENT INC       | COM CL B NON VTG | 220874101 | 433    | 40000    | SH | SOLE      |
| COTT CORP QUE                 | COM              | 22163N106 | 250    | 250000   | SH | SOLE      |
| CVS CAREMARK CORPORATION      | COM              | 126650100 | 4124   | 150000   | SH | SOLE      |
| DELTA PETE CORP               | COM NEW          | 247907207 | 55     | 46100    | SH | DEFINED   |
| DENISON MINES CORP            | COM              | 248356107 | 33     | 46300    | SH | DEFINED   |
| DENISON MINES CORP            | COM              | 248356107 | 1253   | 1717200  | SH | SOLE      |
| DOW CHEM CO                   | COM              | 260543103 | 2318   | 275000   | SH | SOLE      |
| EASTMAN KODAK CO              | COM              | 277461109 | 57     | 15000    | SH | DEFINED   |
| EL PASO CORP                  | COM              | 28336L109 | 1562   | 250000   | SH | SOLE      |
| ELECTRONIC ARTS INC           | COM              | 285512109 | 3523   | 193700   | SH | SOLE      |
| EMPRESAS ICA S A DE CV        | SPONS ADR NEW    | 292448206 | 387    | 225000   | SH | DEFINED 1 |
| ENBRIDGE INC                  | COM              | 29250N105 | 410683 | 14239249 | SH | SOLE      |
| ENCANA CORP                   | COM              | 292505104 | 277222 | 6771449  | SH | SOLE      |
| ENDEAVOUR SILVER CORP         | COM              | 29258Y103 | 1407   | 900000   | SH | SOLE      |
| ENERPLUS RES FD               | UNIT TR G NEW    | 29274D604 | 4226   | 256100   | SH | SOLE      |
| ERICSSON L M TEL CO           | ADR B SEK 10     | 294821608 | 7686   | 950000   | SH | SOLE      |
| EXXON MOBIL CORP              | COM              | 30231G102 | 591    | 8680     | SH | DEFINED 1 |
| FIRSTSERVICE CORP             | SUB VTG SH       | 33761N109 | 1646   | 200000   | SH | SOLE      |
| FLEXTRONICS INTL LTD          | ORD              | Y2573F102 | 578    | 200000   | SH | SOLE      |
| FREEMPORT-MCMORAN COPPER & GO | COM              | 35671D857 | 1738   | 45596    | SH | DEFINED 1 |
| FRONTEER DEV GROUP INC        | COM              | 35903Q106 | 121    | 50000    | SH | SOLE      |
| GAMMON GOLD INC               | COM              | 36467T106 | 3285   | 500000   | SH | SOLE      |
| GENERAL ELECTRIC CO           | COM              | 369604103 | 135    | 13400    | SH | DEFINED 1 |
| GENERAL ELECTRIC CO           | COM              | 369604103 | 5560   | 550000   | SH | SOLE      |
| GILDAN ACTIVEWEAR INC         | COM              | 375916103 | 3580   | 439800   | SH | SOLE      |
| GLAXOSMITHKLINE PLC           | SPONSORED ADR    | 37733W105 | 1554   | 50000    | SH | SOLE      |
| GOLDCORP INC NEW              | COM              | 380956409 | 32054  | 952252   | SH | SOLE      |
| GOLDEN STAR RES LTD CDA       | COM              | 38119T104 | 1072   | 700000   | SH | SOLE      |
| GOLDMAN SACHS GROUP INC       | COM              | 38141G104 | 5301   | 50000    | SH | SOLE      |
| GOOGLE INC                    | CL A             | 38259P508 | 359    | 1030     | SH | DEFINED 1 |
| GREAT BASIN GOLD LTD          | COM              | 390124105 | 1864   | 1450000  | SH | SOLE      |
| GRUPO AEROPORTUARIO DEL SURE  | SPON ADR SER B   | 40051E202 | 55669  | 1934291  | SH | SOLE      |
| HALLIBURTON CO                | COM              | 406216101 | 3094   | 200000   | SH | SOLE      |
| HARRY WINSTON DIAMOND CORP    | COM              | 41587B100 | 288    | 100000   | SH | SOLE      |
| HARVEST ENERGY TR             | TRUST UNIT       | 41752X101 | 3562   | 975900   | SH | SOLE      |
| HEINZ H J CO                  | COM              | 423074103 | 2446   | 74000    | SH | SOLE      |
| HOME DEPOT INC                | COM              | 437076102 | 7068   | 300000   | SH | SOLE      |
| IAMGOLD CORP                  | COM              | 450913108 | 3004   | 348000   | SH | SOLE      |

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|                              |                  |           |        |          |    |           |
|------------------------------|------------------|-----------|--------|----------|----|-----------|
| IMPERIAL OIL LTD             | COM NEW          | 453038408 | 15763  | 433784   | SH | SOLE      |
| INTEL CORP                   | COM              | 458140100 | 4515   | 300000   | SH | SOLE      |
| INTERNATIONAL ROYALTY CORP   | COM              | 460277106 | 200    | 100000   | SH | SOLE      |
| ISHARES INC                  | MSCI BRAZIL      | 464286400 | 446    | 11825    | SH | DEFINED 1 |
| ISHARES INC                  | MSCI JAPAN       | 464286848 | 878    | 111199   | SH | DEFINED   |
| ISHARES SILVER TRUST         | ISHARES          | 46428Q109 | 640    | 50000    | SH | SOLE      |
| ISHARES SILVER TRUST         | ISHARES          | 46428Q109 | 481    | 37630    | SH | DEFINED 1 |
| ISHARES TR                   | FTSE XNHUA IDX   | 464287184 | 755    | 26400    | SH | DEFINED 1 |
| ISHARES TR                   | S&P EURO PLUS    | 464287861 | 1451   | 56740    | SH | DEFINED   |
| ISHARES TR                   | US PFD STK IDX   | 464288687 | 911    | 40000    | SH | DEFINED   |
| IVANHOE MINES LTD            | COM              | 46579N103 | 11728  | 1900000  | SH | SOLE      |
| JAGUAR MNG INC               | COM              | 47009M103 | 2252   | 380000   | SH | SOLE      |
| JOHNSON & JOHNSON            | COM              | 478160104 | 684    | 13005    | SH | DEFINED   |
| JOHNSON & JOHNSON            | COM              | 478160104 | 9205   | 175000   | SH | SOLE      |
| JPMORGAN CHASE & CO          | COM              | 46625H100 | 2658   | 100000   | SH | SOLE      |
| KIMBERLY CLARK CORP          | COM              | 494368103 | 2352   | 51000    | SH | SOLE      |
| KINROSS GOLD CORP            | COM NO PAR       | 496902404 | 23375  | 1285962  | SH | SOLE      |
| LAM RESEARCH CORP            | COM              | 512807108 | 6831   | 300000   | SH | SOLE      |
| LIONS GATE ENTMTNT CORP      | COM NEW          | 535919203 | 188    | 37400    | SH | DEFINED   |
| LULULEMON ATHLETICA INC      | COM              | 550021109 | 1129   | 130400   | SH | SOLE      |
| LUNDIN MINING CORP           | COM              | 550372106 | 5982   | 3770053  | SH | SOLE      |
| MAGNA INTL INC               | CL A             | 559222401 | 13378  | 502738   | SH | SOLE      |
| MANULIFE FINL CORP           | COM              | 56501R106 | 148    | 13193    | SH | DEFINED 1 |
| MANULIFE FINL CORP           | COM              | 56501R106 | 390495 | 34659852 | SH | SOLE      |
| MASTERCARD INC               | CL A             | 57636Q104 | 394    | 2497     | SH | SOLE      |
| MAXIM INTEGRATED PRODS INC   | COM              | 57772K101 | 3963   | 300000   | SH | SOLE      |
| MAXIMUS INC                  | COM              | 577933104 | 91     | 11819    | SH | DEFINED 1 |
| MDS INC                      | COM              | 55269P302 | 718    | 153048   | SH | SOLE      |
| MEMC ELECTR MATLS INC        | COM              | 552715104 | 3298   | 200000   | SH | SOLE      |
| METHANEX CORP                | COM              | 59151K108 | 8565   | 1095998  | SH | SOLE      |
| MI DEVS INC                  | CL A SUB VTG     | 55304X104 | 4301   | 702162   | SH | SOLE      |
| MICROSOFT CORP               | COM              | 594918104 | 265    | 14480    | SH | DEFINED 1 |
| MICROSOFT CORP               | COM              | 594918104 | 5052   | 275000   | SH | SOLE      |
| MINEFINDERS LTD              | COM              | 602900102 | 966    | 123100   | SH | SOLE      |
| MOODYS CORP                  | COM              | 615369105 | 573    | 25000    | SH | SOLE      |
| NEVSUN RES LTD               | COM              | 64156L101 | 432    | 400000   | SH | SOLE      |
| NEW GOLD INC CDA             | COM              | 644535106 | 3961   | 2046060  | SH | SOLE      |
| NEWMONT MINING CORP          | COM              | 651639106 | 259    | 5800     | SH | DEFINED 1 |
| NEWPARK RES INC              | COM PAR \$.01NEW | 651718504 | 64     | 25500    | SH | DEFINED   |
| NEXEN INC                    | COM              | 65334H102 | 20578  | 1213108  | SH | SOLE      |
| NISOURCE INC                 | COM              | 65473P105 | 2940   | 300000   | SH | SOLE      |
| NOKIA CORP                   | SPONSORED ADR    | 654902204 | 5835   | 500000   | SH | SOLE      |
| NORTH AMERN PALLADIUM LTD    | COM              | 656912102 | 1304   | 923200   | SH | SOLE      |
| NORTHERN DYNASTY MINERALS LT | COM NEW          | 66510M204 | 2764   | 400000   | SH | SOLE      |
| NORTHGATE MINERALS CORP      | COM              | 666416102 | 611    | 450000   | SH | SOLE      |
| NOVA CHEMICALS CORP          | COM              | 66977W109 | 1412   | 245542   | SH | SOLE      |
| NOVAGOLD RES INC             | COM NEW          | 66987E206 | 2887   | 1030800  | SH | SOLE      |
| OPEN TEXT CORP               | COM              | 683715106 | 7605   | 220000   | SH | SOLE      |
| OSHKOSH CORP                 | COM              | 688239201 | 1685   | 250000   | SH | SOLE      |
| PAETEC HOLDING CORP          | COM              | 695459107 | 1204   | 836205   | SH | SOLE      |
| PAN AMERICAN SILVER CORP     | COM              | 697900108 | 12333  | 698000   | SH | SOLE      |
| PENGROWTH ENERGY TR          | TR UNIT NEW      | 706902509 | 1408   | 250000   | SH | SOLE      |
| PENN WEST ENERGY TR          | TR UNIT          | 707885109 | 13392  | 1420729  | SH | SOLE      |
| PERMA-FIX ENVIRONMENTAL SVCS | COM              | 714157104 | 253    | 70       | SH | DEFINED   |
| PETRO-CDA                    | COM              | 71644E102 | 20495  | 762653   | SH | SOLE      |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG   | 71654V101 | 229    | 7500     | SH | DEFINED 1 |
| PFIZER INC                   | COM              | 717081103 | 11917  | 875000   | SH | SOLE      |
| PLATINUM GROUP METALS LTD    | COM NEW          | 72765Q205 | 126    | 100000   | SH | SOLE      |
| POLYMET MINING CORP          | COM              | 731916102 | 38     | 50000    | SH | SOLE      |
| POPULAR INC                  | COM              | 733174106 | 381    | 175000   | SH | SOLE      |
| POTASH CORP SASK INC         | COM              | 73755L107 | 89594  | 1107733  | SH | SOLE      |
| POWERSHARES DB CMDTY IDX TRA | UNIT BEN INT     | 73935S105 | 3024   | 151200   | SH | DEFINED   |

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|                              |                |           |         |          |    |         |   |
|------------------------------|----------------|-----------|---------|----------|----|---------|---|
| PROCTER & GAMBLE CO          | COM            | 742718109 | 404     | 8600     | SH | DEFINED | 1 |
| PROCTER & GAMBLE CO          | COM            | 742718109 | 2496    | 53000    | SH | SOLE    |   |
| QLOGIC CORP                  | COM            | 747277101 | 1112    | 100000   | SH | SOLE    |   |
| QUALITY SYS INC              | COM            | 747582104 | 3665    | 81000    | SH | SOLE    |   |
| RESEARCH IN MOTION LTD       | COM            | 760975102 | 34087   | 788453   | SH | SOLE    |   |
| RITCHIE BROS AUCTIONEERS     | COM            | 767744105 | 25932   | 1375000  | SH | SOLE    |   |
| ROGERS COMMUNICATIONS INC    | CL B           | 775109200 | 256731  | 11139110 | SH | SOLE    |   |
| ROYAL BK CDA MONTREAL QUE    | COM            | 780087102 | 676     | 23186    | SH | DEFINED | 1 |
| ROYAL BK CDA MONTREAL QUE    | COM            | 780087102 | 1320542 | 45261883 | SH | SOLE    |   |
| ROYAL BK SCOTLAND GROUP PLC  | SPON ADR SER H | 780097879 | 75      | 12000    | SH | DEFINED | 1 |
| ROYAL BK SCOTLAND GROUP PLC  | SP ADR L RP PF | 780097788 | 75      | 14000    | SH | DEFINED | 1 |
| RUBICON MINERALS CORP        | COM            | 780911103 | 648     | 417000   | SH | SOLE    |   |
| SANDISK CORP                 | COM            | 80004C101 | 225     | 17810    | SH | DEFINED |   |
| SAP AKTIENGESELLSCHAFT       | SPONSORED ADR  | 803054204 | 882     | 25000    | SH | SOLE    |   |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 1256    | 53325    | SH | SOLE    |   |
| SHAW COMMUNICATIONS INC      | CL B CONV      | 82028K200 | 112719  | 7391761  | SH | SOLE    |   |
| SILICON IMAGE INC            | COM            | 82705T102 | 240     | 100000   | SH | SOLE    |   |
| SILVER STD RES INC           | COM            | 82823L106 | 8275    | 508300   | SH | SOLE    |   |
| SILVER WHEATON CORP          | COM            | 828336107 | 2187    | 266294   | SH | SOLE    |   |
| SILVERCORP METALS INC        | COM            | 82835P103 | 2479    | 1100000  | SH | SOLE    |   |
| SOUTHERN COPPER CORP         | COM            | 84265V105 | 311     | 17878    | SH | DEFINED | 1 |
| SOUTHWEST GAS CORP           | COM            | 844895102 | 2655    | 126000   | SH | SOLE    |   |
| SPDR GOLD TRUST              | GOLD SHS       | 78463V107 | 3611    | 40000    | SH | SOLE    |   |
| SPDR GOLD TRUST              | GOLD SHS       | 78463V107 | 8689    | 96254    | SH | DEFINED |   |
| SPDR GOLD TRUST              | GOLD SHS       | 78463V107 | 677     | 7500     | SH | DEFINED | 1 |
| SPDR SERIES TRUST            | S&P HOMEBUILD  | 78464A888 | 1327    | 125000   | SH | SOLE    |   |
| SPDR TR                      | UNIT SER 1     | 78462F103 | 226     | 2854     | SH | DEFINED | 1 |
| SPDR TR                      | UNIT SER 1     | 78462F103 | 8621    | 108420   | SH | DEFINED |   |
| STARBUCKS CORP               | COM            | 855244109 | 1666    | 150000   | SH | SOLE    |   |
| SUN LIFE FINL INC            | COM            | 866796105 | 193020  | 10651493 | SH | SOLE    |   |
| SUNCOR ENERGY INC            | COM            | 867229106 | 32912   | 1474144  | SH | SOLE    |   |
| SUNOCO INC                   | COM            | 86764P109 | 7282    | 275000   | SH | SOLE    |   |
| SUNOPTA INC                  | COM            | 8676EP108 | 35      | 20200    | SH | SOLE    |   |
| TALISMAN ENERGY INC          | COM            | 87425E103 | 27813   | 2625837  | SH | SOLE    |   |
| TANZANIAN ROYALTY EXPL CORP  | COM            | 87600U104 | 2268    | 509700   | SH | SOLE    |   |
| TASEKO MINES LTD             | COM            | 876511106 | 309     | 250000   | SH | SOLE    |   |
| TATA MTRS LTD                | SPONSORED ADR  | 876568502 | 1725    | 350000   | SH | SOLE    |   |
| TECK COMINCO LTD             | CL B           | 878742204 | 45946   | 8216494  | SH | SOLE    |   |
| TELUS CORP                   | NON-VTG SHS    | 87971M202 | 110445  | 4217009  | SH | SOLE    |   |
| TEXAS INSTRS INC             | COM            | 882508104 | 4953    | 300000   | SH | SOLE    |   |
| THOMPSON CREEK METALS CO INC | COM            | 884768102 | 690     | 175000   | SH | SOLE    |   |
| THOMSON REUTERS CORP         | COM            | 884903105 | 11697   | 455012   | SH | SOLE    |   |
| TIM HORTONS INC              | COM            | 88706M103 | 7809    | 303675   | SH | SOLE    |   |
| TONGJITANG CHINESE MED CO    | SPON ADR       | 89025E103 | 459     | 135000   | SH | SOLE    |   |
| TORONTO DOMINION BK ONT      | COM NEW        | 891160509 | 366     | 10649    | SH | DEFINED | 1 |
| TORONTO DOMINION BK ONT      | COM NEW        | 891160509 | 765185  | 22191173 | SH | SOLE    |   |
| TRANSALTA CORP               | COM            | 89346D107 | 83097   | 5676643  | SH | SOLE    |   |
| TRANSALTA CORP               | COM            | 89346D107 | 21958   | 1500000  | SH | SOLE    | 1 |
| TRANSCANADA CORP             | COM            | 89353D107 | 253593  | 10714879 | SH | SOLE    |   |
| TRANSCANADA CORP             | COM            | 89353D107 | 15975   | 675000   | SH | SOLE    | 1 |
| TRANSGLOBE ENERGY CORP       | COM            | 893662106 | 278     | 100000   | SH | SOLE    |   |
| UNITED STATES OIL FUND LP    | UNITS          | 91232N108 | 217     | 7500     | SH | DEFINED | 1 |
| UNITED STATES STL CORP NEW   | COM            | 912909108 | 286     | 12000    | SH | DEFINED | 1 |
| UR ENERGY INC                | COM            | 91688R108 | 77      | 150000   | SH | SOLE    |   |
| VALERO ENERGY CORP NEW       | COM            | 91913Y100 | 14745   | 823729   | SH | SOLE    |   |
| VANGUARD INTL EQUITY INDEX F | EURPEAN ETF    | 922042874 | 1170    | 36600    | SH | DEFINED | 1 |
| VANGUARD INTL EQUITY INDEX F | PACIFIC ETF    | 922042866 | 535     | 14200    | SH | DEFINED | 1 |
| VANGUARD WORLD FDS           | HEALTH CAR ETF | 92204A504 | 395     | 9400     | SH | DEFINED | 1 |
| VANGUARD WORLD FDS           | INDUSTRIAL ETF | 92204A603 | 1859    | 46885    | SH | DEFINED | 1 |
| VORNADO RLTY TR              | SH BEN INT     | 929042109 | 3500    | 105918   | SH | SOLE    |   |
| WAL MART STORES INC          | COM            | 931142103 | 433     | 8314     | SH | DEFINED |   |
| WAL MART STORES INC          | COM            | 931142103 | 376     | 7195     | SH | DEFINED | 1 |

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|                      |     |           |       |         |    |      |
|----------------------|-----|-----------|-------|---------|----|------|
| WELLS FARGO & CO NEW | COM | 949746101 | 1623  | 113984  | SH | SOLE |
| WHIRLPOOL CORP       | COM | 963320106 | 1479  | 50000   | SH | SOLE |
| WHOLE FOODS MKT INC  | COM | 966837106 | 840   | 50000   | SH | SOLE |
| WILLIAMS COS INC DEL | COM | 969457100 | 4254  | 373800  | SH | SOLE |
| YAMANA GOLD INC      | COM | 98462Y100 | 10766 | 1152919 | SH | SOLE |