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BANK OF NOVA SCOTIA /
Form 13F-HR/A
May 16, 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: March 31, 2013

Check here if Amendment ; Amendment Number: 1
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 15, 2013

Report Type (Check only one.):

13F HOLDINGS REPORT.
 13F NOTICE.
 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: 584

Form 13F Information Table Value Total: \$20,860,986 (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 AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH	MANA
3M CO	COM	88579Y101	911	8580	SH		DEFINED	1	
3M CO	COM	88579Y101	569	5360	SH		DEFINED		
ABBOTT LABS	COM	002824100	564	15991	SH		DEFINED		
ABBOTT LABS	COM	002824100	764	21652	SH		DEFINED	1	
ABBVIE INC	COM	00287Y109	898	22085	SH		DEFINED	1	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	658	8660	SH		DEFINED	1	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	18993	250000	SH		SOLE		
ACE LTD	SHS	H0023R105	395	4439	SH		DEFINED	1	
ADOBE SYS INC	COM	00724F101	293	6734	SH		DEFINED	1	
ADVANCED MICRO DEVICES INC	COM	007903107	36	14197	SH		DEFINED	1	
ADVANCED MICRO DEVICES INC	COM	007903107	2157	846001	SH		SOLE		
AEGON N V	NY REGISTRY SH	007924103	129	21462	SH		DEFINED		
AETNA INC NEW	COM	00817Y108	243	4761	SH		DEFINED	1	
AFLAC INC	COM	001055102	334	6430	SH		DEFINED	1	
AGNICO EAGLE MINES LTD	COM	008474108	25813	629307	SH		SOLE		
AGRIUM INC	COM	008916108	57113	585712	SH		SOLE		
AIR PRODS & CHEMS INC	COM	009158106	323	3709	SH		DEFINED	1	
AIRGAS INC	COM	009363102	228	2300	SH		DEFINED		
ALCOA INC	COM	013817101	126	14746	SH		DEFINED	1	
ALDERON IRON ORE CORP	COM	01434T100	262	200000	SH		SOLE		
ALEXION PHARMACEUTICALS INC	COM	015351109	244	2654	SH		DEFINED	1	
ALLERGAN INC	COM	018490102	438	3923	SH		DEFINED	1	
ALLIANCE DATA SYSTEMS CORP	COM	018581108	4144	25600	SH		SOLE		
ALLIANCE ONE INTL INC	COM	018772103	2096	538707	SH		SOLE		
ALLSTATE CORP	COM	020002101	329	6731	SH		DEFINED	1	
ALPHA NATURAL RESOURCES INC	COM	02076X102	273	33279	SH		SOLE		
ALPS ETF TR	ALERIAN MLP	00162Q866	189	11072	SH		DEFINED		
ALTRIA GROUP INC	COM	02209S103	920	26763	SH		DEFINED	1	
ALTRIA GROUP INC	COM	02209S103	15476	450000	SH		SOLE		
AMAZON COM INC	COM	023135106	1363	5118	SH		DEFINED	1	
AMAZON COM INC	COM	023135106	26649	100000	SH		SOLE		
AMERICAN ELEC PWR INC	COM	025537101	318	6533	SH		DEFINED	1	
AMERICAN EQTY INVT LIFE HLD	COM	025676206	4367	293308	SH		SOLE		
AMERICAN EXPRESS CO	COM	025816109	924	13702	SH		DEFINED	1	
AMERICAN INTL GROUP INC	COM NEW	026874784	777	20030	SH		DEFINED	1	
AMERICAN TOWER CORP NEW	COM	03027X100	419	5447	SH		DEFINED	1	
AMERICAN TOWER CORP NEW	COM	03027X100	19999	260000	SH		SOLE		

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AMERIPRISE FINL INC	COM	03076C106	231	3153	SH	DEFINED	1
AMGEN INC	COM	031162100	1042	10166	SH	DEFINED	1
AMGEN INC	COM	031162100	10354	101000	SH	SOLE	
ANADARKO PETE CORP	COM	032511107	569	6511	SH	DEFINED	1
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	3177	31914	SH	SOLE	
AON PLC	SHS CL A	G0408V102	279	4541	SH	DEFINED	1
APACHE CORP	COM	037411105	478	6208	SH	DEFINED	1
APPLE INC	COM	037833100	1155	2611	SH	DEFINED	
APPLE INC	COM	037833100	6207	14030	SH	DEFINED	1
APPLE INC	COM	037833100	184463	416743	SH	SOLE	
APPLIED MATLS INC	COM	038222105	242	17933	SH	DEFINED	1
APPLIED MATLS INC	COM	038222105	16413	1217608	SH	SOLE	
ARCHER DANIELS MIDLAND CO	COM	039483102	320	9525	SH	DEFINED	1
ARCHER DANIELS MIDLAND CO	COM	039483102	1753	51919	SH	SOLE	
ASANKO GOLD INC	COM	04341Y105	573	179000	SH	SOLE	
AT&T INC	COM	00206R102	3130	85288	SH	DEFINED	1
ATLANTIC PWR CORP	COM NEW	04878Q863	8333	1693146	SH	SOLE	
AUTOMATIC DATA PROCESSING IN	COM	053015103	19340	297450	SH	SOLE	
AUTOMATIC DATA PROCESSING IN	COM	053015103	468	7204	SH	DEFINED	1
AUTOZONE INC	COM	053332102	213	538	SH	DEFINED	1
BAIDU INC	SPON ADR REP A	056752108	278	3166	SH	SOLE	
BAKER HUGHES INC	COM	057224107	271	5837	SH	DEFINED	1
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	21780	3000000	SH	SOLE	
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	2862	100523	SH	SOLE	
BANCO SANTANDER SA	ADR	05964H105	72	10515	SH	DEFINED	1
BANK MONTREAL QUE	COM	063671101	239	3816	SH	DEFINED	1
BANK MONTREAL QUE	COM	063671101	1402662	22416304	SH	SOLE	
BANK NEW YORK MELLON CORP	COM	064058100	437	15634	SH	DEFINED	1
BANK NOVA SCOTIA HALIFAX	COM	064149107	4668	80266	SH	DEFINED	1
BANK OF AMERICA CORPORATION	COM	060505104	210	17290	SH	DEFINED	
BANK OF AMERICA CORPORATION	COM	060505104	1846	151738	SH	DEFINED	1
BANK OF AMERICA CORPORATION	COM	060505104	79929	6562319	SH	SOLE	
BARRICK GOLD CORP	COM	067901108	320	10898	SH	DEFINED	1
BARRICK GOLD CORP	COM	067901108	109270	3720097	SH	SOLE	
BAXTER INTL INC	COM	071813109	548	7547	SH	DEFINED	1
BAYTEX ENERGY CORP	COM	07317Q105	17914	427500	SH	SOLE	
BB&T CORP	COM	054937107	277	8842	SH	DEFINED	1
BCE INC	COM NEW	05534B760	571	12232	SH	DEFINED	1
BCE INC	COM NEW	05534B760	215616	4615371	SH	SOLE	
BECTON DICKINSON & CO	COM	075887109	268	2803	SH	DEFINED	1
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	6407	41	SH	DEFINED	1
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	2548	24492	SH	DEFINED	1
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	52100	500000	SH	SOLE	
BEST BUY INC	COM	086516101	521	23500	SH	SOLE	
BIOGEN IDEC INC	COM	09062X103	603	3124	SH	DEFINED	1
BIOGEN IDEC INC	COM	09062X103	6366	33000	SH	SOLE	
BLACKROCK INC	COM	09247X101	425	1655	SH	DEFINED	1
BOEING CO	COM	097023105	257	3000	SH	DEFINED	
BOEING CO	COM	097023105	809	9427	SH	DEFINED	1
BOEING CO	COM	097023105	51510	600000	SH	SOLE	
BOSTON PROPERTIES INC	COM	101121101	210	2080	SH	DEFINED	1
BOSTON SCIENTIFIC CORP	COM	101137107	156	19954	SH	DEFINED	1
BOSTON SCIENTIFIC CORP	COM	101137107	476	60914	SH	SOLE	
BRIGUS GOLD CORP	COM	109490102	928	1095790	SH	SOLE	
BRISTOL MYERS SQUIBB CO	COM	110122108	10204	247738	SH	SOLE	
BRISTOL MYERS SQUIBB CO	COM	110122108	1491	36218	SH	DEFINED	1
BROADCOM CORP	CL A	111320107	236	6807	SH	DEFINED	1
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	196	34000	SH	DEFINED	1
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	488163	13367325	SH	SOLE	
BROOKFIELD OFFICE PPTYS INC	COM	112900105	155312	9047185	SH	SOLE	
CABOT OIL & GAS CORP	COM	127097103	201	2967	SH	DEFINED	1
CAE INC	COM	124765108	22151	2266156	SH	SOLE	

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CAMECO CORP	COM	13321L108	36272	1748039	SH	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	225	3457	SH	DEFINED 1
CAMPBELL SOUP CO	COM	134429109	777	17137	SH	DEFINED 1
CANADIAN NAT RES LTD	COM	136385101	139750	4357888	SH	SOLE
CANADIAN NATL RY CO	COM	136375102	416808	4147290	SH	SOLE
CANADIAN PAC RY LTD	COM	13645T100	83847	642678	SH	SOLE
CAPITAL ONE FINL CORP	COM	14040H105	412	7492	SH	DEFINED 1
CARDINAL HEALTH INC	COM	14149Y108	205	4952	SH	DEFINED 1
CARNIVAL CORP	PAIRED CTF	143658300	206	5999	SH	DEFINED 1
CATAMARAN CORP	COM	148887102	40392	762300	SH	SOLE
CATERPILLAR INC DEL	COM	149123101	1729	19889	SH	DEFINED 1
CBS CORP NEW	CL B	124857202	376	8061	SH	DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	315	4019	SH	DEFINED 1
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1370860	17562695	SH	SOLE
CELGENE CORP	COM	151020104	689	5953	SH	DEFINED 1
CEMENTOS PACASMAYO S A A	SPON ADR REP 5	15126Q109	22636	1550000	SH	DEFINED 1
CENOVUS ENERGY INC	COM	15135U109	305241	9856828	SH	SOLE
CENTRAL FD CDA LTD	CL A	153501101	340	17627	SH	DEFINED 1
CENTURYLINK INC	COM	156700106	300	8539	SH	DEFINED 1
CERNER CORP	COM	156782104	209	2217	SH	DEFINED 1
CHARLES RIV LABS INTL INC	COM	159864107	22135	500000	SH	SOLE
CHESAPEAKE ENERGY CORP	COM	165167107	2325	113900	SH	SOLE
CHEVRON CORP NEW	COM	166764100	3729	31399	SH	DEFINED 1
CHEVRON CORP NEW	COM	166764100	26140	220000	SH	SOLE
CHUBB CORP	COM	171232101	314	3694	SH	DEFINED 1
CIGNA CORPORATION	COM	125509109	250	4010	SH	DEFINED 1
CISCO SYS INC	COM	17275R102	20701	990000	SH	SOLE
CISCO SYS INC	COM	17275R102	2078	99501	SH	DEFINED 1
CITIGROUP INC	COM NEW	172967424	1894	42813	SH	DEFINED 1
CITIGROUP INC	COM NEW	172967424	84180	1902794	SH	SOLE
CLIFFS NAT RES INC	COM	18683K101	799	42000	SH	SOLE
CME GROUP INC	COM	12572Q105	266	4336	SH	DEFINED 1
COACH INC	COM	189754104	12248	245000	SH	SOLE
COCA COLA CO	COM	191216100	498	12330	SH	DEFINED
COCA COLA CO	COM	191216100	2373	58731	SH	DEFINED 1
COCA COLA CO	COM	191216100	31139	770000	SH	SOLE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	313	4098	SH	DEFINED 1
COLGATE PALMOLIVE CO	COM	194162103	19977	169251	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	877	7436	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	703	5962	SH	DEFINED 1
COMCAST CORP NEW	CL A	20030N101	1478	35198	SH	DEFINED 1
COMCAST CORP NEW	CL A	20030N101	26046	620000	SH	SOLE
COMCAST CORP NEW	CL A SPL	20030N200	11883	300000	SH	DEFINED 1
COMPANHIA DE SANEAMENTO BASI	SPONSORED ADR	20441A102	25619	1100000	SH	SOLE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	4480	1000000	SH	SOLE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	43904	1691231	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	213	5950	SH	DEFINED 1
CONAGRA FOODS INC	COM	205887102	9184	265460	SH	SOLE
CONCHO RES INC	COM	20605P101	6906	70000	SH	SOLE
CONOCOPHILLIPS	COM	20825C104	1772	29498	SH	DEFINED 1
CONSOLIDATED EDISON INC	COM	209115104	628	10286	SH	DEFINED 1
CONSOLIDATED WATER CO INC	ORD	G23773107	1861	187932	SH	DEFINED 1
CORNING INC	COM	219350105	276	20709	SH	DEFINED 1
COSAN LTD	SHS A	G25343107	8580	440000	SH	DEFINED 1
COSTCO WHSL CORP NEW	COM	22160K105	11884	112000	SH	SOLE
COSTCO WHSL CORP NEW	COM	22160K105	609	5737	SH	DEFINED 1
COVANTA HLDG CORP	COM	22282E102	60795	3017109	SH	SOLE
COVIDIEN PLC	SHS	G2554F113	16689	246000	SH	SOLE
COVIDIEN PLC	SHS	G2554F113	431	6352	SH	DEFINED 1
CREDICORP LTD	COM	G2519Y108	273601	1647705	SH	DEFINED 1
CROWN CASTLE INTL CORP	COM	228227104	272	3904	SH	DEFINED 1
CROWN HOLDINGS INC	COM	228368106	6241	150000	SH	DEFINED 1

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CSX CORP	COM	126408103	359	14599	SH	DEFINED	1
CUMMINS INC	COM	231021106	260	2245	SH	DEFINED	1
CVS CAREMARK CORPORATION	COM	126650100	923	16800	SH	DEFINED	1
DANAHER CORP DEL	COM	235851102	519	8395	SH	DEFINED	1
DEALERTRACK TECHNOLOGIES INC	COM	242309102	1387	47200	SH	SOLE	
DEERE & CO	COM	244199105	458	5338	SH	DEFINED	1
DELL INC	COM	24702R101	269	18816	SH	DEFINED	1
DELL INC	COM	24702R101	1647	114900	SH	SOLE	
DENISON MINES CORP	COM	248356107	1636	1196000	SH	SOLE	
DEVON ENERGY CORP NEW	COM	25179M103	283	5019	SH	DEFINED	1
DIRECTV	COM	25490A309	454	8029	SH	DEFINED	1
DISCOVER FINL SVCS	COM	254709108	321	7165	SH	DEFINED	1
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	302	3834	SH	DEFINED	1
DISNEY WALT CO	COM DISNEY	254687106	19880	350000	SH	SOLE	
DISNEY WALT CO	COM DISNEY	254687106	1403	24724	SH	DEFINED	1
DOMINION RES INC VA NEW	COM	25746U109	446	7671	SH	DEFINED	1
DOW CHEM CO	COM	260543103	502	15758	SH	DEFINED	1
DOW CHEM CO	COM	260543103	15455	485400	SH	SOLE	
DU PONT E I DE NEMOURS & CO	COM	263534109	717	14617	SH	DEFINED	1
DUKE ENERGY CORP NEW	COM NEW	26441C204	668	9210	SH	DEFINED	1
E M C CORP MASS	COM	268648102	754	31602	SH	DEFINED	1
E M C CORP MASS	COM	268648102	35512	1486480	SH	SOLE	
EATON CORP PLC	SHS	G29183103	400	6528	SH	DEFINED	1
EBAY INC	COM	278642103	1323	24420	SH	DEFINED	1
ECOLAB INC	COM	278865100	295	3684	SH	DEFINED	1
EDISON INTL	COM	281020107	220	4383	SH	DEFINED	1
ELDORADO GOLD CORP NEW	COM	284902103	24643	2578100	SH	SOLE	
EMERSON ELEC CO	COM	291011104	639	11451	SH	DEFINED	1
EMPRESA NACIONAL DE ELCTRCID	SPONSORED ADR	29244T101	927	17468	SH	DEFINED	
ENBRIDGE INC	COM	29250N105	214	4609	SH	DEFINED	1
ENBRIDGE INC	COM	29250N105	1420845	30516498	SH	SOLE	
ENCANA CORP	COM	292505104	200228	10294174	SH	SOLE	
ENCANA CORP	COM	292505104	272	14000	SH	DEFINED	
ENERPLUS CORP	COM	292766102	10798	739200	SH	SOLE	
ENERSIS S A	SPONSORED ADR	29274F104	230	12000	SH	DEFINED	
EOG RES INC	COM	26875P101	452	3529	SH	DEFINED	1
EQUITY RESIDENTIAL	SH BEN INT	29476L107	238	4330	SH	DEFINED	1
EXELON CORP	COM	30161N101	383	11113	SH	DEFINED	1
EXPRESS SCRIPTS HLDG CO	COM	30219G108	653	11334	SH	DEFINED	1
EXPRESS SCRIPTS HLDG CO	COM	30219G108	50029	867800	SH	SOLE	
EXTERRAN HLDGS INC	COM	30225X103	27508	1018836	SH	SOLE	
EXXON MOBIL CORP	COM	30231G102	6239	69326	SH	DEFINED	1
EXXON MOBIL CORP	COM	30231G102	20275	225000	SH	SOLE	
FEDEX CORP	COM	31428X106	388	3949	SH	DEFINED	1
FIFTH THIRD BANCORP	COM	316773100	185	11351	SH	DEFINED	1
FIRST TR LRGE CP CORE ALPHA	COM SHS	33734K109	742	21800	SH	DEFINED	1
FIRSTENERGY CORP	COM	337932107	217	5145	SH	DEFINED	1
FMC TECHNOLOGIES INC	COM	30249U101	203	3746	SH	DEFINED	1
FORD MTR CO DEL	COM PAR \$0.01	345370860	1367	104033	SH	DEFINED	1
FOREST LABS INC	COM	345838106	588	15452	SH	DEFINED	1
FRANCO NEVADA CORP	COM	351858105	6879	150700	SH	SOLE	
FRANKLIN RES INC	COM	354613101	271	1796	SH	DEFINED	1
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	489	14800	SH	DEFINED	
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	59544	1798856	SH	DEFINED	1
FRONTIER COMMUNICATIONS CORP	COM	35906A108	53	13412	SH	DEFINED	1
GAFISA S A	SPONS ADR	362607301	45	11568	SH	DEFINED	
GENERAL DYNAMICS CORP	COM	369550108	304	4313	SH	DEFINED	1
GENERAL ELECTRIC CO	COM	369604103	656	28400	SH	DEFINED	
GENERAL ELECTRIC CO	COM	369604103	45598	1972246	SH	SOLE	
GENERAL ELECTRIC CO	COM	369604103	3848	166608	SH	DEFINED	1
GENERAL MLS INC	COM	370334104	475	9662	SH	DEFINED	1
GENERAL MLS INC	COM	370334104	9862	200000	SH	SOLE	

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GENERAL MTRS CO	COM	37045V100	37557	1350000	SH	SOLE
GERDAU S A	SPON ADR REP PFD	373737105	2313	300000	SH	SOLE
GILDAN ACTIVEWEAR INC	COM	375916103	16577	415500	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	194842	3982063	SH	SOLE
GILEAD SCIENCES INC	COM	375558103	983	20083	SH	DEFINED 1
GOLDCORP INC NEW	COM	380956409	117602	3500252	SH	SOLE
GOLDMAN SACHS GROUP INC	COM	38141G104	955	6495	SH	DEFINED 1
GOODYEAR TIRE & RUBR CO	COM	382550101	838	66441	SH	SOLE
GOOGLE INC	CL A	38259P508	1262	1590	SH	DEFINED
GOOGLE INC	CL A	38259P508	2980	3757	SH	DEFINED 1
GOOGLE INC	CL A	38259P508	26203	33000	SH	SOLE
GRANITE REAL ESTATE INVT TR	UNIT 99/99/9999	387437114	17298	452219	SH	SOLE
GROUPE CGI INC	CL A SUB VTG	39945C109	5737	211100	SH	SOLE
GRUPO TELEVISIA SA	SPON ADR REP ORD	40049J206	2023	76040	SH	SOLE
HALLIBURTON CO	COM	406216101	525	13008	SH	DEFINED 1
HCP INC	COM	40414L109	299	6009	SH	DEFINED 1
HEALTH CARE REIT INC	COM	42217K106	231	3403	SH	DEFINED 1
HEINZ H J CO	COM	423074103	315	4362	SH	DEFINED 1
HEINZ H J CO	COM	423074103	353	4878	SH	SOLE
HESS CORP	COM	42809H107	458	6409	SH	DEFINED 1
HEWLETT PACKARD CO	COM	428236103	629	26423	SH	DEFINED 1
HOME DEPOT INC	COM	437076102	1505	21576	SH	DEFINED 1
HONEYWELL INTL INC	COM	438516106	839	11151	SH	DEFINED 1
HOST HOTELS & RESORTS INC	COM	44107P104	189	10847	SH	DEFINED 1
HUNTINGTON BANCSHARES INC	COM	446150104	80	10826	SH	DEFINED 1
IAMGOLD CORP	COM	450913108	10077	1396600	SH	SOLE
ICONIX BRAND GROUP INC	COM	451055107	14094	544809	SH	SOLE
ILLINOIS TOOL WKS INC	COM	452308109	344	5653	SH	DEFINED 1
IMPERIAL OIL LTD	COM NEW	453038408	40383	988084	SH	SOLE
INTEL CORP	COM	458140100	1561	71542	SH	DEFINED 1
INTERNATIONAL BUSINESS MACHS	COM	459200101	3052	14315	SH	DEFINED 1
INTERNATIONAL BUSINESS MACHS	COM	459200101	618	2900	SH	DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	2097	127100	SH	SOLE
INTL PAPER CO	COM	460146103	260	5585	SH	DEFINED 1
INTUIT	COM	461202103	228	3478	SH	DEFINED 1
INTUITIVE SURGICAL INC	COM NEW	46120E602	265	540	SH	DEFINED 1
ISHARES GOLD TRUST	ISHARES	464285105	1021	65800	SH	DEFINED 1
ISHARES INC	MSCI AUSTRALIA	464286103	582	13126	SH	DEFINED 1
ISHARES INC	MSCI BRAZIL CAPP	464286400	2015	37000	SH	DEFINED
ISHARES INC	MSCI BRAZIL CAPP	464286400	70007	1285000	SH	DEFINED 1
ISHARES INC	MSCI CDA INDEX	464286509	923	32796	SH	DEFINED 1
ISHARES INC	EM MKT MIN VOL	464286533	1866	21507	SH	DEFINED 1
ISHARES INC	MSCI EMU INDEX	464286608	1697	52400	SH	DEFINED 1
ISHARES INC	MSCI THAI CAPPED	464286624	1105	11333	SH	DEFINED 1
ISHARES INC	MSCI CHILE CAPP	464286640	324	5000	SH	DEFINED
ISHARES INC	MSCI PAC J IDX	464286665	720	17504	SH	DEFINED 1
ISHARES INC	MSCI GERMANY	464286806	575	9455	SH	DEFINED 1
ISHARES INC	MSCI MEXICO CAP	464286822	83736	1132310	SH	DEFINED 1
ISHARES INC	MSCI MALAYSIA	464286830	128	11861	SH	DEFINED 1
ISHARES INC	MSCI JAPAN	464286848	4132	382679	SH	DEFINED
ISHARES INC	MSCI JAPAN	464286848	269	13559	SH	DEFINED 1
ISHARES SILVER TRUST	ISHARES	46428Q109	468	17050	SH	DEFINED 1
ISHARES TR	S&P 100 IDX FD	464287101	499	7348	SH	DEFINED 1
ISHARES TR	DJ SEL DIV INX	464287168	657	10373	SH	DEFINED
ISHARES TR	FTSE CHINA25 IDX	464287184	388	6585	SH	DEFINED 1
ISHARES TR	CORE S&P500 ETF	464287200	1432	17705	SH	DEFINED 1
ISHARES TR	MSCI EMERG MKT	464287234	5164	120761	SH	DEFINED
ISHARES TR	MSCI EMERG MKT	464287234	83598	1954734	SH	DEFINED 1
ISHARES TR	S&P LTN AM 40	464287390	873	16092	SH	DEFINED 1
ISHARES TR	MSCI EAFE INDEX	464287465	2070	35100	SH	SOLE
ISHARES TR	MSCI EAFE INDEX	464287465	17026	288684	SH	DEFINED
ISHARES TR	MSCI EAFE INDEX	464287465	5584	94625	SH	DEFINED 1

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ISHARES TR	NASDQ BIO INDX	464287556	17880	111800	SH	DEFINED	1
ISHARES TR	S&P GLB100INDX	464287572	4600	67733	SH	DEFINED	1
ISHARES TR	CONS SRVC IDX	464287580	389	8932	SH	DEFINED	1
ISHARES TR	RUSSELL 3000	464287689	533	5700	SH	DEFINED	1
ISHARES TR	DJ US TECH SEC	464287721	1456	12525	SH	DEFINED	1
ISHARES TR	MSCI ACJPN IDX	464288182	7321	123927	SH	DEFINED	1
ISHARES TR	MSCI ACJPN IDX	464288182	55471	938921	SH	DEFINED	1
ISHARES TR	S&P GLO INFRAS	464288372	206	5550	SH	DEFINED	1
ISHARES TR	HIGH YLD CORP	464288513	3554	37667	SH	DEFINED	1
ISHARES TR	DJ HOME CONSTN	464288752	49154	2057370	SH	DEFINED	1
ISHARES TR	DJ REGIONAL BK	464288778	38145	1406000	SH	DEFINED	1
ISHARES TR	MSCI BRAZ SMCP	464289131	1376	26713	SH	DEFINED	1
ISHARES TR	MSCI BRAZ SMCP	464289131	1457	25500	SH	SOLE	
ISHARES TR	MSCI PERU CAP	464289842	8039	180615	SH	DEFINED	1
ISHARES TR	INDONE INVS MRKT	46429B309	730	21000	SH	DEFINED	1
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	17800	1000000	SH	SOLE	
IVANHOE ENERGY INC	COM	465790103	940	1425400	SH	SOLE	
JARDEN CORP	COM	471109108	1071	25000	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	4070	49955	SH	DEFINED	1
JOHNSON & JOHNSON	COM	478160104	84074	1031194	SH	SOLE	
JOHNSON CTLS INC	COM	478366107	337	9612	SH	DEFINED	1
JPMORGAN CHASE & CO	COM	46625H100	247	5211	SH	DEFINED	1
JPMORGAN CHASE & CO	COM	46625H100	2516	53059	SH	DEFINED	1
JPMORGAN CHASE & CO	COM	46625H100	10251	216000	SH	SOLE	
JUST ENERGY GROUP INC	COM	48213W101	13143	2001785	SH	SOLE	
KELLOGG CO	COM	487836108	9425	146280	SH	SOLE	
KELLOGG CO	COM	487836108	222	3441	SH	DEFINED	1
KEYCORP NEW	COM	493267108	128	12832	SH	DEFINED	1
KIMBERLY CLARK CORP	COM	494368103	494	5043	SH	DEFINED	1
KIMBERLY CLARK CORP	COM	494368103	8181	83500	SH	SOLE	
KINDER MORGAN INC DEL	COM	49456B101	326	8442	SH	DEFINED	1
KINDER MORGAN INC DEL	COM	49456B101	25098	648862	SH	SOLE	
KINDER MORGAN INC DEL	*W EXP 05/25/201	49456B119	822	160000	SH	SOLE	
KINROSS GOLD CORP	COM NO PAR	496902404	37074	4684536	SH	SOLE	
KNIGHT CAP GROUP INC	NOTE 3.500% 3/1	499005AE6	76	20404	SH	SOLE	
KOPIN CORP	COM	500600101	74	20000	SH	DEFINED	1
KRAFT FOODS GROUP INC	COM	50076Q106	410	7973	SH	DEFINED	1
KRAFT FOODS GROUP INC	COM	50076Q106	20484	397514	SH	SOLE	
KRATOS DEFENSE & SEC SOLUTIO	COM NEW	50077B207	340	67500	SH	DEFINED	1
KROGER CO	COM	501044101	232	7006	SH	DEFINED	1
LAUDER ESTEE COS INC	CL A	518439104	208	3249	SH	DEFINED	1
LIFE TECHNOLOGIES CORP	COM	53217V109	208	3233	SH	DEFINED	1
LILLY ELI & CO	COM	532457108	221	3900	SH	DEFINED	1
LILLY ELI & CO	COM	532457108	10421	183494	SH	SOLE	
LILLY ELI & CO	COM	532457108	765	13479	SH	DEFINED	1
LIMITED BRANDS INC	COM	532716107	5359	120000	SH	SOLE	
LOCKHEED MARTIN CORP	COM	539830109	350	3634	SH	DEFINED	1
LORILLARD INC	COM	544147101	216	5357	SH	DEFINED	1
LOWES COS INC	COM	548661107	588	15528	SH	DEFINED	1
LOWES COS INC	COM	548661107	470	12400	SH	SOLE	
LULULEMON ATHLETICA INC	COM	550021109	31135	500000	SH	SOLE	
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	313	4950	SH	DEFINED	1
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	10126	160000	SH	SOLE	
MACYS INC	COM	55616P104	324	8996	SH	DEFINED	1
MAGNA INTL INC	COM	559222401	81264	1382626	SH	SOLE	
MANULIFE FINL CORP	COM	56501R106	697368	47356981	SH	SOLE	
MARATHON OIL CORP	COM	565849106	753	22362	SH	DEFINED	1
MARATHON PETE CORP	COM	56585A102	810	9041	SH	DEFINED	1
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	625	16510	SH	DEFINED	1
MARKET VECTORS ETF TR	OIL SVCS ETF	57060U191	26390	615000	SH	DEFINED	1
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	555	20000	SH	DEFINED	1
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	645	11910	SH	DEFINED	1

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MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	2714	67338	SH	DEFINED	1
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	774	19200	SH	DEFINED	
MARSH & MCLENNAN COS INC	COM	571748102	277	7300	SH	DEFINED	
MARSH & MCLENNAN COS INC	COM	571748102	312	8230	SH	DEFINED	1
MARTEN TRANS LTD	COM	573075108	6114	303750	SH	DEFINED	1
MASTERCARD INC	CL A	57636Q104	771	1425	SH	DEFINED	1
MATTEL INC	COM	577081102	211	4815	SH	DEFINED	1
MCCORMICK & CO INC	COM NON VTG	579780206	1780	24200	SH	SOLE	
MCDONALDS CORP	COM	580135101	29180	292700	SH	SOLE	
MCDONALDS CORP	COM	580135101	379	3810	SH	DEFINED	
MCDONALDS CORP	COM	580135101	1400	14043	SH	DEFINED	1
MCKESSON CORP	COM	58155Q103	339	3144	SH	DEFINED	1
MEAD JOHNSON NUTRITION CO	COM	582839106	209	2700	SH	DEFINED	1
MEDTRONIC INC	COM	585055106	650	13864	SH	DEFINED	1
MERCK & CO INC NEW	COM	58933Y105	1912	43276	SH	DEFINED	1
MERCK & CO INC NEW	COM	58933Y105	8669	196000	SH	SOLE	
METHANEX CORP	COM	59151K108	44653	1095998	SH	SOLE	
METLIFE INC	COM	59156R108	540	14222	SH	DEFINED	1
METLIFE INC	COM	59156R108	45624	1200000	SH	SOLE	
MGM RESORTS INTERNATIONAL	COM	552953101	5550	422071	SH	SOLE	
MICRON TECHNOLOGY INC	COM	595112103	148	14807	SH	DEFINED	1
MICRON TECHNOLOGY INC	COM	595112103	72073	7221306	SH	SOLE	
MICROSOFT CORP	COM	594918104	237	8300	SH	DEFINED	
MICROSOFT CORP	COM	594918104	3430	119930	SH	DEFINED	1
MICROSOFT CORP	COM	594918104	21389	747618	SH	SOLE	
MOLSON COORS BREWING CO	CL B	60871R209	749	15304	SH	DEFINED	1
MONDELEZ INTL INC	CL A	609207105	262	8580	SH	DEFINED	
MONDELEZ INTL INC	CL A	609207105	842	27528	SH	DEFINED	1
MONDELEZ INTL INC	CL A	609207105	5863	191543	SH	SOLE	
MONSANTO CO NEW	COM	61166W101	804	7622	SH	DEFINED	1
MORGAN STANLEY	COM NEW	617446448	407	18495	SH	DEFINED	1
MORGAN STANLEY	COM NEW	617446448	19782	900000	SH	SOLE	
MOSAIC CO NEW	COM	61945C103	225	3778	SH	DEFINED	1
MOSAIC CO NEW	COM	61945C103	5961	100000	SH	SOLE	
MOTOROLA SOLUTIONS INC	COM NEW	620076307	443	6915	SH	SOLE	
MOTOROLA SOLUTIONS INC	COM NEW	620076307	262	4110	SH	DEFINED	1
MYLAN INC	COM	628530107	59327	2050000	SH	SOLE	
NANOSPHERE INC	COM	63009F105	97	44430	SH	DEFINED	1
NATIONAL OILWELL VARCO INC	COM	637071101	382	5396	SH	DEFINED	1
NEPTUNE TECHNOLOGIES BIORESO	COM	64077P108	126	50000	SH	SOLE	
NEVSUN RES LTD	COM	64156L101	965	250000	SH	SOLE	
NEW GOLD INC CDA	COM	644535106	4320	475000	SH	SOLE	
NEWMONT MINING CORP	COM	651639106	18924	451763	SH	DEFINED	1
NEWS CORP	CL A	65248E104	833	27297	SH	DEFINED	1
NEXTERA ENERGY INC	COM	65339F101	442	5697	SH	DEFINED	1
NIKE INC	CL B	654106103	573	9715	SH	DEFINED	1
NIKE INC	CL B	654106103	2458	41648	SH	SOLE	
NOBLE ENERGY INC	COM	655044105	265	2288	SH	DEFINED	1
NOKIA CORP	SPONSORED ADR	654902204	573	174640	SH	SOLE	
NORFOLK SOUTHERN CORP	COM	655844108	319	4147	SH	DEFINED	1
NORTHROP GRUMMAN CORP	COM	666807102	222	3160	SH	DEFINED	1
NOVAGOLD RES INC	COM NEW	66987E206	287	78300	SH	SOLE	
NUCOR CORP	COM	670346105	211	4563	SH	DEFINED	1
NVIDIA CORP	COM	67066G104	1336	104200	SH	SOLE	
OCCIDENTAL PETE CORP DEL	COM	674599105	856	10939	SH	DEFINED	1
OFFICE DEPOT INC	COM	676220106	230	58508	SH	SOLE	
OPEN TEXT CORP	COM	683715106	20100	340100	SH	SOLE	
ORACLE CORP	COM	68389X105	1645	50897	SH	DEFINED	1
ORACLE CORP	COM	68389X105	24255	750000	SH	SOLE	
PACCAR INC	COM	693718108	244	4833	SH	DEFINED	1
PAN AMERICAN SILVER CORP	COM	697900108	2573	156500	SH	SOLE	
PEMBINA PIPELINE CORP	COM	706327103	69735	2207000	SH	SOLE	

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PENGROWTH ENERGY CORP	COM	70706P104	2648	519400	SH	SOLE
PENN WEST PETE LTD NEW	COM	707887105	19228	1788929	SH	SOLE
PEPSICO INC	COM	713448108	1695	21439	SH	DEFINED 1
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	49710	3000000	SH	SOLE
PFIZER INC	COM	717081103	447	15490	SH	DEFINED
PFIZER INC	COM	717081103	3071	106515	SH	DEFINED 1
PFIZER INC	COM	717081103	32154	1114143	SH	SOLE
PG&E CORP	COM	69331C108	266	5985	SH	DEFINED 1
PHILIP MORRIS INTL INC	COM	718172109	2102	22672	SH	DEFINED 1
PHILLIPS 66	COM	718546104	992	14186	SH	DEFINED 1
PHILLIPS 66	COM	718546104	280	4000	SH	SOLE
PIMCO ETF TR	INV GRD CRP BD	72201R817	364	3415	SH	DEFINED 1
PIMCO HIGH INCOME FD	COM SHS	722014107	1037	84000	SH	DEFINED
PIONEER NAT RES CO	COM	723787107	238	1912	SH	DEFINED 1
PNC FINL SVCS GROUP INC	COM	693475105	472	7103	SH	DEFINED 1
POTASH CORP SASK INC	COM	73755L107	478	12200	SH	DEFINED
POTASH CORP SASK INC	COM	73755L107	135539	3451007	SH	SOLE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	153666	2228000	SH	DEFINED 1
PPG INDS INC	COM	693506107	287	2198	SH	DEFINED 1
PPL CORP	COM	69351T106	431	13765	SH	DEFINED 1
PRAXAIR INC	COM	74005P104	465	4176	SH	DEFINED 1
PRAXAIR INC	COM	74005P104	200	1800	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	354	1867	SH	DEFINED 1
PRICE T ROWE GROUP INC	COM	74144T108	284	3808	SH	DEFINED 1
PRICELINE COM INC	COM NEW	741503403	472	686	SH	DEFINED 1
PRIMERO MNG CORP	COM	74164W106	587	88000	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	3361	43642	SH	DEFINED 1
PROCTER & GAMBLE CO	COM	742718109	64354	835111	SH	SOLE
PROGRESSIVE CORP OHIO	COM	743315103	218	8647	SH	DEFINED 1
PROGRESSIVE WASTE SOLUTIONS	COM	74339G101	22380	1057000	SH	SOLE
PROLOGIS INC	COM	74340W103	244	6112	SH	DEFINED 1
PRUDENTIAL FINL INC	COM	744320102	376	6371	SH	DEFINED 1
PUBLIC STORAGE	COM	74460D109	299	1965	SH	DEFINED 1
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	224	6547	SH	DEFINED 1
QUALCOMM INC	COM	747525103	1566	23400	SH	DEFINED 1
QUALCOMM INC	COM	747525103	57108	853000	SH	SOLE
QUEST DIAGNOSTICS INC	COM	74834L100	2938	52045	SH	DEFINED 1
QUEST RARE MINERALS LTD	COM	74836T101	15	27000	SH	DEFINED 1
RANDGOLD RES LTD	ADR	752344309	462	5369	SH	SOLE
RAYTHEON CO	COM NEW	755111507	274	4678	SH	DEFINED 1
REGIONS FINL CORP NEW	COM	7591EP100	175	21470	SH	DEFINED 1
RESEARCH IN MOTION LTD	COM	760975102	32655	2198482	SH	SOLE
REYNOLDS AMERICAN INC	COM	761713106	204	4590	SH	DEFINED 1
RITCHIE BROS AUCTIONEERS	COM	767744105	2025	93000	SH	SOLE
ROGERS COMMUNICATIONS INC	CL B	775109200	670587	13128805	SH	SOLE
ROSS STORES INC	COM	778296103	2219	36601	SH	SOLE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1003	16657	SH	DEFINED 1
ROYAL BK CDA MONTREAL QUE	COM	780087102	3305979	54979094	SH	SOLE
RUBICON MINERALS CORP	COM	780911103	973	400000	SH	SOLE
RYMAN HOSPITALITY PPTYS INC	COM	78377T107	3024	65900	SH	SOLE
SALESFORCE COM INC	COM	79466L302	304	1701	SH	DEFINED 1
SALESFORCE COM INC	COM	79466L302	9299	52000	SH	SOLE
SANDISK CORP	COM	80004C101	203	3690	SH	DEFINED 1
SANDISK CORP	COM	80004C101	27858	506510	SH	SOLE
SBA COMMUNICATIONS CORP	COM	78388J106	7677	106600	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	1591	21266	SH	DEFINED 1
SCHLUMBERGER LTD	COM	806857108	18723	250000	SH	SOLE
SCHWAB CHARLES CORP NEW	COM	808513105	278	15717	SH	DEFINED 1
SEABRIDGE GOLD INC	COM	811916105	2310	167000	SH	SOLE
SEACHANGE INTL INC	COM	811699107	932	78392	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	210	5375	SH	DEFINED 1
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	990	24900	SH	SOLE

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SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	28368	357681	SH	DEFINED	1
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	7557	415000	SH	DEFINED	1
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	221	12180	SH	DEFINED	
SELECT SECTOR SPDR TR	TECHNOLOGY	81369Y803	135343	4471177	SH	DEFINED	1
SEMPRA ENERGY	COM	816851109	226	2827	SH	DEFINED	1
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	362169	14623485	SH	SOLE	
SHERWIN WILLIAMS CO	COM	824348106	207	1228	SH	DEFINED	1
SILVER WHEATON CORP	COM	828336107	41203	1316300	SH	SOLE	
SIMON PPTY GROUP INC NEW	COM	828806109	664	4186	SH	DEFINED	1
SNYDERS-LANCE INC	COM	833551104	480	19000	SH	DEFINED	1
SONDE RES CORP	COM	835426107	56	40500	SH	SOLE	
SOTHEBYS	COM	835898107	3741	100000	SH	SOLE	
SOUTHERN CO	COM	842587107	683	14581	SH	DEFINED	1
SOUTHERN COPPER CORP	COM	84265V105	1909	50832	SH	DEFINED	1
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	2890	19890	SH	DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	2218	14365	SH	DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	6529	42240	SH	DEFINED	1
SPDR GOLD TRUST	GOLD SHS	78463V107	8652	56020	SH	SOLE	
SPDR INDEX SHS FDS	EURO STOXX 50	78463X202	14597	441814	SH	DEFINED	
SPDR S&P 500 ETF TR	TR UNIT	78462F103	1394	8916	SH	DEFINED	1
SPDR S&P 500 ETF TR	TR UNIT	78462F103	35514	226682	SH	DEFINED	
SPDR SERIES TRUST	BRC HGH YLD BD	78464A417	465	11318	SH	DEFINED	1
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	808	12250	SH	DEFINED	
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	4089	136055	SH	DEFINED	
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	597	19850	SH	DEFINED	2
SPECTRA ENERGY CORP	COM	847560109	271	8817	SH	DEFINED	1
SPRINT NEXTEL CORP	COM SER 1	852061100	277	44678	SH	DEFINED	1
STANLEY BLACK & DECKER INC	COM	854502101	35725	441209	SH	SOLE	
STARBUCKS CORP	COM	855244109	569	10003	SH	DEFINED	1
STATE STR CORP	COM	857477103	395	6679	SH	DEFINED	1
STRYKER CORP	COM	863667101	278	4263	SH	DEFINED	1
STUDENT TRANSN INC	COM	86388A108	2807	438000	SH	SOLE	
SUN LIFE FINL INC	COM	866796105	225	8253	SH	DEFINED	1
SUN LIFE FINL INC	COM	866796105	429438	15755315	SH	SOLE	
SUNCOR ENERGY INC NEW	COM	867224107	181240	6048711	SH	SOLE	
SUNPOWER CORP	COM	867652406	555	48100	SH	SOLE	
SUNTRUST BKS INC	COM	867914103	226	7866	SH	DEFINED	1
SUPERVALU INC	COM	868536103	76	14984	SH	SOLE	
SYMANTEC CORP	COM	871503108	227	9195	SH	DEFINED	1
SYSCO CORP	COM	871829107	290	8240	SH	DEFINED	1
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	12991	804385	SH	SOLE	
TALISMAN ENERGY INC	COM	87425E103	46598	3811564	SH	SOLE	
TARGET CORP	COM	87612E106	692	10114	SH	DEFINED	1
TE CONNECTIVITY LTD	REG SHS	H84989104	231	5517	SH	DEFINED	1
TECK RESOURCES LTD	CL B	878742204	61993	2202057	SH	SOLE	
TELECOMMUNICATION SYS INC	CL A	87929J103	624	279805	SH	DEFINED	1
TELECOMMUNICATION SYS INC	CL A	87929J103	156	70000	SH	SOLE	
TELLABS INC	COM	879664100	73	35000	SH	DEFINED	1
TELUS CORP	COM	87971M103	155169	2246819	SH	SOLE	
TEXAS INSTRS INC	COM	882508104	526	14843	SH	DEFINED	1
THERMO FISHER SCIENTIFIC INC	COM	883556102	370	4832	SH	DEFINED	1
THOMSON REUTERS CORP	COM	884903105	44848	1382331	SH	SOLE	
TIFFANY & CO NEW	COM	886547108	12795	184000	SH	SOLE	
TIM HORTONS INC	COM	88706M103	31117	572575	SH	SOLE	
TIME WARNER CABLE INC	COM	88732J207	388	4045	SH	DEFINED	1
TIME WARNER INC	COM NEW	887317303	247	4300	SH	DEFINED	
TIME WARNER INC	COM NEW	887317303	730	12659	SH	DEFINED	1
TJX COS INC NEW	COM	872540109	457	9771	SH	DEFINED	1
TORONTO DOMINION BK ONT	COM NEW	891160509	2347302	28299373	SH	SOLE	
TORONTO DOMINION BK ONT	COM NEW	891160509	12788	153591	SH	DEFINED	1
TRANSALTA CORP	COM	89346D107	121796	8332143	SH	SOLE	
TRANSCANADA CORP	COM	89353D107	800994	16778035	SH	SOLE	

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TRAVELERS COMPANIES INC	COM	89417E109	419	4979	SH	DEFINED	1
TRAVELERS COMPANIES INC	COM	89417E109	21048	250000	SH	SOLE	
TURQUOISE HILL RES LTD	COM	900435108	3991	626514	SH	SOLE	
UNION PAC CORP	COM	907818108	14241	100000	SH	SOLE	
UNION PAC CORP	COM	907818108	912	6409	SH	DEFINED	1
UNITED PARCEL SERVICE INC	CL B	911312106	842	9811	SH	DEFINED	1
UNITED TECHNOLOGIES CORP	COM	913017109	14015	150000	SH	SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	1198	12821	SH	DEFINED	1
UNITEDHEALTH GROUP INC	COM	91324P102	775	13564	SH	DEFINED	1
US BANCORP DEL	COM NEW	902973304	872	25750	SH	DEFINED	1
V F CORP	COM	918204108	237	1421	SH	DEFINED	1
VALE S A	ADR	91912E105	45249	2617000	SH	DEFINED	1
VALEANT PHARMACEUTICALS INTL	COM	91911K102	79885	1064193	SH	SOLE	
VALERO ENERGY CORP NEW	COM	91913Y100	407	8957	SH	DEFINED	1
VANGUARD INDEX FDS	MCAP GR IDXVIP	922908538	9244	120000	SH	DEFINED	1
VANGUARD INDEX FDS	REIT ETF	922908553	5107	72422	SH	DEFINED	1
VANGUARD INDEX FDS	TOTAL STK MKT	922908769	6033	83335	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	FTSE EMR MKT ETF	922042858	3700	76929	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	MSCI PAC ETF	922042866	1932	33230	SH	DEFINED	1
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	3033	62200	SH	DEFINED	1
VANGUARD SPECIALIZED PORTFOL	DIV APP ETF	921908844	8305	126416	SH	DEFINED	
VANGUARD SPECIALIZED PORTFOL	DIV APP ETF	921908844	6570	100000	SH	DEFINED	1
VANGUARD WHITEHALL FDS INC	HIGH DIV YLD	921946406	7831	142886	SH	DEFINED	
VENTAS INC	COM	92276F100	290	3960	SH	DEFINED	1
VERIZON COMMUNICATIONS INC	COM	92343V104	15581	317000	SH	SOLE	
VERIZON COMMUNICATIONS INC	COM	92343V104	1929	39310	SH	DEFINED	1
VERMILION ENERGY INC	COM	923725105	5017	96900	SH	SOLE	
VIACOM INC NEW	CL B	92553P201	442	7184	SH	DEFINED	1
VISA INC	COM CL A	92826C839	1257	7408	SH	DEFINED	1
VISTA GOLD CORP	COM NEW	927926303	216	100000	SH	SOLE	
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	26563	935000	SH	SOLE	
WALGREEN CO	COM	931422109	543	11400	SH	DEFINED	1
WALGREEN CO	COM	931422109	1977	41468	SH	SOLE	
WAL-MART STORES INC	COM	931142103	1772	23708	SH	DEFINED	1
WAL-MART STORES INC	COM	931142103	29782	398000	SH	SOLE	
WASTE MGMT INC DEL	COM	94106L109	251	6400	SH	DEFINED	1
WELLPOINT INC	COM	94973V107	295	4457	SH	DEFINED	1
WELLS FARGO & CO NEW	COM	949746101	2522	68264	SH	DEFINED	1
WELLS FARGO & CO NEW	COM	949746101	12722	343934	SH	SOLE	
WET SEAL INC	CL A	961840105	227	75000	SH	DEFINED	1
WEYERHAEUSER CO	COM	962166104	221	7040	SH	DEFINED	1
WHOLE FOODS MKT INC	COM	966837106	203	2340	SH	DEFINED	1
WILEY JOHN & SONS INC	CL B	968223305	7802	200000	SH	DEFINED	1
WILLIAMS COS INC DEL	COM	969457100	336	8974	SH	DEFINED	1
WINDSTREAM CORP	COM	97381W104	3058	384654	SH	SOLE	
XEROX CORP	COM	984121103	183	21315	SH	DEFINED	1
XILINX INC	COM	983919101	3691	96700	SH	SOLE	
YAHOO INC	COM	984332106	675	28701	SH	DEFINED	1
YAHOO INC	COM	984332106	1287	54690	SH	SOLE	
YAMANA GOLD INC	COM	98462Y100	43025	2792919	SH	SOLE	
YUM BRANDS INC	COM	988498101	438	6093	SH	DEFINED	1