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BANK OF NOVA SCOTIA /
Form 13F-HR
November 14, 2008

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2008

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

Institutional Investment Manager Filing this Report:

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

13F File Number: 28-11475

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ Abdurrehman Muhammadi Toronto, On, Canada November 07, 2008

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: 250
 Form13F Information Table Value Total: \$12,230,900 (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 (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | OTH MANA |
| 3M CO | COM | 88579Y101 | 751 | 11085 | SH | | DEFINED | 1 |
| 3M CO | COM | 88579Y101 | 303 | 4445 | SH | | DEFINED | |
| ABBOTT LABS | COM | 002824100 | 403 | 7012 | SH | | DEFINED | |
| ACCENTURE LTD BERMUDA | CL A | G1150G111 | 950 | 25000 | SH | | SOLE | |
| AEGON N V | NY REGISTRY SH | 007924103 | 183 | 21101 | SH | | DEFINED | |
| AFLAC INC | COM | 001055102 | 1104 | 18800 | SH | | DEFINED | |
| AGNICO EAGLE MINES LTD | COM | 008474108 | 12235 | 224107 | SH | | SOLE | |
| AGRIUM INC | COM | 008916108 | 14248 | 254836 | SH | | SOLE | |
| ALASKA COMMUNICATIONS SYS GR | COM | 01167P101 | 277 | 22700 | SH | | DEFINED | |
| ALCOA INC | COM | 013817101 | 248 | 11095 | SH | | DEFINED | 1 |
| AMERICAN EXPRESS CO | COM | 025816109 | 307 | 8745 | SH | | DEFINED | 1 |
| AMERICAN INTL GROUP INC | COM | 026874107 | 166 | 50000 | SH | | SOLE | |
| AMGEN INC | COM | 031162100 | 5927 | 100000 | SH | | SOLE | |
| ANADARKO PETE CORP | COM | 032511107 | 7276 | 150000 | SH | | SOLE | |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 249 | 11410 | SH | | DEFINED | |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 4382 | 200000 | SH | | SOLE | |
| ASSISTED LIVING CONCPT NEV N | CL A | 04544X102 | 162 | 25440 | SH | | DEFINED | |
| AT&T INC | COM | 00206R102 | 361 | 13035 | SH | | DEFINED | 1 |
| AUGUSTA RES CORP | COM NEW | 050912203 | 742 | 211684 | SH | | SOLE | |
| BALLARD PWR SYS INC | COM | 05858H104 | 234 | 63000 | SH | | SOLE | |
| BANK COMM HLDGS | COM | 06424J103 | 26 | 30000 | SH | | DEFINED | |
| BANK MONTREAL QUE | COM | 063671101 | 743293 | 17212222 | SH | | SOLE | |
| BANK NOVA SCOTIA HALIFAX | COM | 064149107 | 1067 | 23664 | SH | | DEFINED | 1 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 478 | 13684 | SH | | DEFINED | |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 25375 | 725000 | SH | | SOLE | |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 209 | 6420 | SH | | DEFINED | |
| BARRICK GOLD CORP | COM | 067901108 | 49776 | 1359298 | SH | | SOLE | |
| BB&T CORP | COM | 054937107 | 218 | 5785 | SH | | DEFINED | |
| BCE INC | COM NEW | 05534B760 | 103681 | 3006487 | SH | | SOLE | |
| BCE INC | COM NEW | 05534B760 | 4845 | 140500 | SH | | SOLE | 1 |
| BELLUS HEALTH INC | COM | 07986A100 | 193 | 220900 | SH | | SOLE | |

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|-------------------------------|------------------|-----------|--------|----------|----|-----------|
| BERKSHIRE HATHAWAY INC DEL | CL A | 084670108 | 3134 | 24 | SH | DEFINED |
| BIOVAIL CORP | COM | 09067J109 | 43704 | 4606110 | SH | SOLE |
| BOEING CO | COM | 097023105 | 497 | 8745 | SH | DEFINED 1 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 2606 | 125000 | SH | SOLE |
| BROOKFIELD ASSET MGMT INC | CL A LTD VT SH | 112585104 | 405182 | 15029465 | SH | SOLE |
| BROOKFIELD PPTYS CORP | COM | 112900105 | 128248 | 8211885 | SH | SOLE |
| BURLINGTON NORTHN SANTA FE C | COM | 12189T104 | 406 | 4400 | SH | DEFINED |
| CAE INC | COM | 124765108 | 8821 | 1104432 | SH | SOLE |
| CALPINE CORP | COM NEW | 131347304 | 27 | 11900 | SH | DEFINED |
| CAMECO CORP | COM | 13321L108 | 13128 | 605839 | SH | SOLE |
| CANADIAN NAT RES LTD | COM | 136385101 | 67521 | 984383 | SH | SOLE |
| CANADIAN NATL RY CO | COM | 136375102 | 189878 | 3979290 | SH | SOLE |
| CANADIAN PAC RY LTD | COM | 13645T100 | 37937 | 707428 | SH | SOLE |
| CATERPILLAR INC DEL | COM | 149123101 | 629 | 10640 | SH | DEFINED 1 |
| CDN IMPERIAL BK OF COMMERCE | COM | 136069101 | 665643 | 11596345 | SH | SOLE |
| CEMEX SAB DE CV | SPON ADR NEW | 151290889 | 13345 | 775000 | SH | SOLE |
| CENTERPOINT ENERGY INC | COM | 15189T107 | 199 | 13700 | SH | DEFINED |
| CHEVRON CORP NEW | COM | 166764100 | 244 | 2963 | SH | DEFINED |
| CHINA MOBILE LIMITED | SPONSORED ADR | 16941M109 | 673 | 13500 | SH | SOLE |
| CHINA TELECOM CORP LTD | SPON ADR H SHS | 169426103 | 252 | 626000 | SH | DEFINED |
| CHINA UNICOM LTD | SPONSORED ADR | 16945R104 | 74 | 50000 | SH | DEFINED |
| CISCO SYS INC | COM | 17275R102 | 3384 | 150000 | SH | SOLE |
| CISCO SYS INC | COM | 17275R102 | 636 | 28233 | SH | DEFINED |
| CITIGROUP INC | COM | 172967101 | 24605 | 9790000 | SH | SOLE |
| CITIGROUP INC | COM | 172967101 | 218 | 10630 | SH | DEFINED |
| CITIGROUP INC | COM | 172967101 | 251 | 12080 | SH | DEFINED 1 |
| CLAYMORE EXCHANGE TRADED FD | BNY BRI&C PTF | 18383M100 | 382 | 11000 | SH | SOLE |
| CLOROX CO DEL | COM | 189054109 | 207 | 3310 | SH | DEFINED |
| COCA COLA CO | COM | 191216100 | 2584 | 48881 | SH | DEFINED |
| COCA COLA CO | COM | 191216100 | 517 | 9845 | SH | DEFINED 1 |
| COMPANHIA VALE DO RIO DOCE | SPONSORED ADR | 204412209 | 2962 | 156432 | SH | SOLE |
| COMPANIA DE MINAS BUENAVENTU | SPONSORED ADR | 204448104 | 1221 | 52000 | SH | DEFINED 1 |
| COMPASS MINERALS INTL INC | COM | 20451N101 | 101 | 16524 | SH | DEFINED |
| COMPUTER SCIENCES CORP | COM | 205363104 | 397 | 9885 | SH | DEFINED |
| CONCUR TECHNOLOGIES INC | COM | 206708109 | 563 | 14709 | SH | SOLE |
| CORUS ENTERTAINMENT INC | COM CL B NON VTG | 220874101 | 684 | 40000 | SH | SOLE |
| DELL INC | COM | 24702R101 | 186 | 11308 | SH | DEFINED |
| DELTA PETE CORP | COM NEW | 247907207 | 535 | 39400 | SH | DEFINED |
| DENISON MINES CORP | COM | 248356107 | 137 | 46300 | SH | DEFINED |
| DENISON MINES CORP | COM | 248356107 | 590 | 200000 | SH | SOLE |
| DIAGEO P L C | SPON ADR NEW | 25243Q205 | 219 | 3185 | SH | DEFINED |
| DISCOVERY HOLDING CO | CL A COM | 25468Y107 | 372 | 20360 | SH | DEFINED |
| DISNEY WALT CO | COM DISNEY | 254687106 | 493 | 16145 | SH | DEFINED 1 |
| DOVER CORP | COM | 260003108 | 260 | 6430 | SH | DEFINED |
| DOW CHEM CO | COM | 260543103 | 8740 | 275000 | SH | SOLE |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 441 | 10965 | SH | DEFINED |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 402 | 10045 | SH | DEFINED 1 |
| E TRADE FINANCIAL CORP | COM | 269246104 | 56 | 20000 | SH | SOLE |
| EL PASO CORP | COM | 28336L109 | 3190 | 250000 | SH | SOLE |
| ELECTRONIC ARTS INC | COM | 285512109 | 3466 | 93700 | SH | SOLE |
| ENBRIDGE INC | COM | 29250N105 | 524421 | 14171896 | SH | SOLE |
| ENCANA CORP | COM | 292505104 | 433254 | 6784049 | SH | SOLE |
| ENERPLUS RES FD | UNIT TR G NEW | 29274D604 | 13319 | 364752 | SH | SOLE |
| ENTERRA ENERGY TR | TR UNIT | 29381P102 | 461 | 225000 | SH | SOLE |
| ERICSSON L M TEL CO | ADR B SEK 10 | 294821608 | 8959 | 950000 | SH | SOLE |
| EXXON MOBIL CORP | COM | 30231G102 | 1306 | 16895 | SH | DEFINED 1 |
| FAIRFAX FINL HLDGS LTD | SUB VTG | 303901102 | 60201 | 187800 | SH | SOLE |
| FLEXTRONICS INTL LTD | ORD | Y2573F102 | 1416 | 200000 | SH | SOLE |
| FORDING CDN COAL TR | TR UNIT | 345425102 | 42645 | 518520 | SH | SOLE |
| FREEMPORT-MCMORAN COPPER & GO | COM | 35671D857 | 5340 | 93936 | SH | DEFINED 1 |
| GENERAL ELECTRIC CO | COM | 369604103 | 680 | 26745 | SH | DEFINED 1 |
| GENERAL ELECTRIC CO | COM | 369604103 | 11501 | 451000 | SH | SOLE |

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| GENERAL ELECTRIC CO | COM | 369604103 | 621 | 24365 | SH | DEFINED |
| GENEREX BIOTECHNOLOGY CP DEL | COM | 371485103 | 639 | 1360300 | SH | SOLE |
| GILDAN ACTIVEWEAR INC | COM | 375916103 | 4176 | 187900 | SH | SOLE |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 2173 | 50000 | SH | SOLE |
| GOLDCORP INC NEW | COM | 380956409 | 35667 | 1134052 | SH | SOLE |
| HALLIBURTON CO | COM | 406216101 | 6478 | 200000 | SH | SOLE |
| HARVEST ENERGY TR | TRUST UNIT | 41752X101 | 23743 | 1410000 | SH | SOLE |
| HEWLETT PACKARD CO | COM | 428236103 | 454 | 9894 | SH | DEFINED 1 |
| HOME DEPOT INC | COM | 437076102 | 225 | 8745 | SH | DEFINED 1 |
| HOME DEPOT INC | COM | 437076102 | 7767 | 300000 | SH | SOLE |
| HONEYWELL INTL INC | COM | 438516106 | 360 | 8745 | SH | DEFINED 1 |
| HSBC HLDGS PLC | SPON ADR NEW | 404280406 | 512 | 6341 | SH | DEFINED 1 |
| HUMANA INC | COM | 444859102 | 211 | 5125 | SH | DEFINED |
| IMPERIAL OIL LTD | COM NEW | 453038408 | 31578 | 737284 | SH | SOLE |
| INFORMATICA CORP | COM | 45666Q102 | 129 | 10000 | SH | DEFINED 1 |
| INGERSOLL-RAND COMPANY LTD | CL A | 47776G101 | 385 | 12375 | SH | DEFINED |
| INTEL CORP | COM | 458140100 | 1873 | 100000 | SH | SOLE |
| INTEL CORP | COM | 458140100 | 521 | 27863 | SH | DEFINED |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 1015 | 8745 | SH | DEFINED 1 |
| INTERNATIONAL FLAVORS&FRAGRA | COM | 459506101 | 445 | 11300 | SH | DEFINED |
| INTEROIL CORP | COM | 460951106 | 7114 | 265470 | SH | SOLE |
| INVESTORS BANCORP INC | COM | 46146P102 | 167 | 11140 | SH | DEFINED |
| ISHARES INC | MSCI JAPAN | 464286848 | 138 | 13000 | SH | DEFINED 1 |
| ISHARES INC | MSCI BRIC INDX | 464286657 | 521 | 15000 | SH | SOLE |
| ISHARES SILVER TRUST | ISHARES | 46428Q109 | 118 | 10000 | SH | DEFINED 1 |
| JOHNSON & JOHNSON | COM | 478160104 | 850 | 12350 | SH | DEFINED 1 |
| JOHNSON & JOHNSON | COM | 478160104 | 12124 | 175000 | SH | SOLE |
| JOHNSON & JOHNSON | COM | 478160104 | 1299 | 18757 | SH | DEFINED |
| JPMORGAN & CHASE & CO | COM | 46625H100 | 464 | 10009 | SH | DEFINED 1 |
| KINROSS GOLD CORP | COM NO PAR | 496902404 | 16718 | 1041033 | SH | SOLE |
| LAM RESEARCH CORP | COM | 512807108 | 9447 | 300000 | SH | SOLE |
| LEUCADIA NATL CORP | COM | 527288104 | 280 | 6170 | SH | DEFINED |
| LINCOLN NATL CORP IND | COM | 534187109 | 225 | 5270 | SH | DEFINED |
| LIONS GATE ENTMTNT CORP | COM NEW | 535919203 | 324 | 35700 | SH | DEFINED |
| LONGS DRUG STORES CORP | COM | 543162101 | 297 | 3930 | SH | DEFINED |
| LOUISIANA PAC CORP | COM | 546347105 | 98 | 10620 | SH | DEFINED |
| LULULEMON ATHLETICA INC | COM | 550021109 | 3928 | 173100 | SH | SOLE |
| LUNDIN MINING CORP | COM | 550372106 | 29 | 10000 | SH | DEFINED 1 |
| LUNDIN MINING CORP | COM | 550372106 | 1511 | 508853 | SH | SOLE |
| M & T BK CORP | COM | 55261F104 | 261 | 2930 | SH | DEFINED |
| MAGNA INTL INC | CL A | 559222401 | 24989 | 486338 | SH | SOLE |
| MANULIFE FINL CORP | COM | 56501R106 | 262 | 7290 | SH | DEFINED 1 |
| MANULIFE FINL CORP | COM | 56501R106 | 1439510 | 40020356 | SH | SOLE |
| MASTERCARD INC | CL A | 57636Q104 | 443 | 2497 | SH | SOLE |
| MAXIMUS INC | COM | 577933104 | 108 | 11819 | SH | DEFINED 1 |
| MCDONALDS CORP | COM | 580135101 | 651 | 10645 | SH | DEFINED 1 |
| MDS INC | COM | 55269P302 | 1888 | 158048 | SH | SOLE |
| MEMC ELECTR MATLS INC | COM | 552715104 | 2826 | 100000 | SH | SOLE |
| MERCK & CO INC | COM | 589331107 | 449 | 14251 | SH | DEFINED |
| MERCK & CO INC | COM | 589331107 | 289 | 9245 | SH | DEFINED 1 |
| MERRILL LYNCH & CO INC | COM | 590188108 | 3163 | 125000 | SH | SOLE |
| METHANEX CORP | COM | 59151K108 | 21574 | 1101498 | SH | SOLE |
| MI DEVS INC | CL A SUB VTG | 55304X104 | 12972 | 702162 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 296 | 11145 | SH | DEFINED 1 |
| MICROSOFT CORP | COM | 594918104 | 2669 | 100000 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 413 | 15480 | SH | DEFINED |
| MINEFINDERS LTD | COM | 602900102 | 896 | 120000 | SH | SOLE |
| MOODYS CORP | COM | 615369105 | 850 | 25000 | SH | SOLE |
| NEUSTAR INC | CL A | 64126X201 | 252 | 12700 | SH | DEFINED |
| NEVSUN RES LTD | COM | 64156L101 | 284 | 250000 | SH | SOLE |
| NEW GOLD INC CDA | COM | 644535106 | 3951 | 851060 | SH | SOLE |
| NEWMONT MINING CORP | COM | 651639106 | 224 | 5800 | SH | DEFINED 1 |

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|------------------------------|----------------|-----------|---------|----------|----|-----------|
| NEXEN INC | COM | 65334H102 | 28373 | 1222308 | SH | SOLE |
| NISOURCE INC | COM | 65473P105 | 4428 | 300000 | SH | SOLE |
| NOKIA CORP | SPONSORED ADR | 654902204 | 217 | 11650 | SH | DEFINED |
| NOKIA CORP | SPONSORED ADR | 654902204 | 9325 | 500000 | SH | SOLE |
| NORTEL NETWORKS CORP NEW | COM NEW | 656568508 | 6102 | 2774964 | SH | SOLE |
| NORTH AMERN PALLADIUM LTD | COM | 656912102 | 833 | 402900 | SH | SOLE |
| NORTHERN DYNASTY MINERALS LT | COM NEW | 66510M204 | 1691 | 400000 | SH | SOLE |
| NOVA CHEMICALS CORP | COM | 66977W109 | 248 | 11000 | SH | DEFINED |
| NOVA CHEMICALS CORP | COM | 66977W109 | 37625 | 1675142 | SH | SOLE |
| NOVAGOLD RES INC | COM NEW | 66987E206 | 2299 | 350000 | SH | SOLE |
| NVIDIA CORP | COM | 67066G104 | 551 | 51200 | SH | SOLE |
| OPEN TEXT CORP | COM | 683715106 | 13936 | 420000 | SH | SOLE |
| OSHKOSH CORP | COM | 688239201 | 1974 | 150000 | SH | SOLE |
| PAETEC HOLDING CORP | COM | 695459107 | 1798 | 836205 | SH | SOLE |
| PALM INC NEW | COM | 696643105 | 1274 | 213444 | SH | SOLE |
| PENGROWTH ENERGY TR | TR UNIT NEW | 706902509 | 1457 | 97000 | SH | SOLE |
| PENN WEST ENERGY TR | TR UNIT | 707885109 | 19432 | 817030 | SH | SOLE |
| PERMA-FIX ENVIRONMENTAL SVCS | COM | 714157104 | 261 | 70 | SH | DEFINED |
| PETRO-CDA | COM | 71644E102 | 28758 | 870053 | SH | SOLE |
| PFIZER INC | COM | 717081103 | 189 | 10275 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 259 | 14245 | SH | DEFINED 1 |
| PFIZER INC | COM | 717081103 | 16135 | 875000 | SH | SOLE |
| PLUM CREEK TIMBER CO INC | COM | 729251108 | 215 | 4330 | SH | DEFINED |
| POPULAR INC | COM | 733174106 | 1451 | 175000 | SH | SOLE |
| POTASH CORP SASK INC | COM | 73755L107 | 141578 | 1092033 | SH | SOLE |
| PRECISION DRILLING TR | TR UNIT | 740215108 | 13865 | 843156 | SH | SOLE |
| PROCTER & GAMBLE CO | COM | 742718109 | 331 | 4758 | SH | DEFINED |
| PROCTER & GAMBLE CO | COM | 742718109 | 1200 | 17295 | SH | DEFINED 1 |
| PROVIDENT ENERGY TR | TR UNIT | 74386K104 | 8927 | 1000000 | SH | SOLE |
| PRUDENTIAL FINL INC | COM | 744320102 | 201 | 2800 | SH | DEFINED |
| QLOGIC CORP | COM | 747277101 | 1536 | 100000 | SH | SOLE |
| QUALITY SYS INC | COM | 747582104 | 3423 | 81000 | SH | SOLE |
| RED HAT INC | COM | 756577102 | 527 | 35000 | SH | SOLE |
| RESEARCH IN MOTION LTD | COM | 760975102 | 53373 | 792053 | SH | SOLE |
| ROGERS COMMUNICATIONS INC | CL B | 775109200 | 202 | 6233 | SH | DEFINED 1 |
| ROGERS COMMUNICATIONS INC | CL B | 775109200 | 361099 | 11131510 | SH | SOLE |
| ROYAL BK CDA MONTREAL QUE | COM | 780087102 | 653 | 13775 | SH | DEFINED 1 |
| ROYAL BK CDA MONTREAL QUE | COM | 780087102 | 2087123 | 43978960 | SH | SOLE |
| ROYAL BK SCOTLAND GROUP PLC | SP ADR L RP PF | 780097788 | 127 | 14000 | SH | DEFINED 1 |
| SANDISK CORP | COM | 80004C101 | 349 | 17880 | SH | DEFINED |
| SAP AKTIENGESELLSCHAFT | SPONSORED ADR | 803054204 | 1336 | 25000 | SH | SOLE |
| SCHERING PLOUGH CORP | COM | 806605101 | 985 | 53325 | SH | SOLE |
| SCHLUMBERGER LTD | COM | 806857108 | 205 | 2632 | SH | DEFINED |
| SEAGATE TECHNOLOGY | SHS | G7945J104 | 145 | 11971 | SH | DEFINED |
| SHAW COMMUNICATIONS INC | CL B CONV | 82028K200 | 149482 | 7385261 | SH | SOLE |
| SHERWIN WILLIAMS CO | COM | 824348106 | 11432 | 200000 | SH | SOLE |
| SIERRA WIRELESS INC | COM | 826516106 | 1677 | 172000 | SH | SOLE |
| SILICON IMAGE INC | COM | 82705T102 | 534 | 100000 | SH | SOLE |
| SILVER WHEATON CORP | COM | 828336107 | 81 | 10000 | SH | DEFINED 1 |
| SILVER WHEATON CORP | COM | 828336107 | 2159 | 266294 | SH | SOLE |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 215 | 2356 | SH | SOLE |
| SONOSITE INC | COM | 83568G104 | 2073 | 66015 | SH | SOLE |
| SOUTHERN COPPER CORP | COM | 84265V105 | 344 | 18028 | SH | DEFINED 1 |
| SOUTHWEST GAS CORP | COM | 844895102 | 3813 | 126000 | SH | SOLE |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 1276 | 15000 | SH | DEFINED 1 |
| SPDR SERIES TRUST | S&P HOMEBUILD | 78464A888 | 2459 | 125000 | SH | SOLE |
| SPDR TR | UNIT SER 1 | 78462F103 | 249 | 2150 | SH | DEFINED 1 |
| STANDARD MICROSYSTEMS CORP | COM | 853626109 | 371 | 2500 | SH | DEFINED 1 |
| STARBUCKS CORP | COM | 855244109 | 2230 | 150000 | SH | SOLE |
| SUN LIFE FINL INC | COM | 866796105 | 474386 | 13570116 | SH | SOLE |
| SUNCOR ENERGY INC | COM | 867229106 | 211 | 5105 | SH | DEFINED 1 |
| SUNCOR ENERGY INC | COM | 867229106 | 63208 | 1532179 | SH | SOLE |

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|----------------------------|---------------|-----------|---------|----------|----|-----------|
| SUNOCO INC | COM | 86764P109 | 9785 | 275000 | SH | SOLE |
| TALISMAN ENERGY INC | COM | 87425E103 | 37338 | 2645237 | SH | SOLE |
| TALISMAN ENERGY INC | COM | 87425E103 | 178 | 12675 | SH | DEFINED 1 |
| TARGET CORP | COM | 87612E106 | 981 | 20000 | SH | SOLE |
| TATA MTRS LTD | SPONSORED ADR | 876568502 | 2681 | 350000 | SH | SOLE |
| TECK COMINCO LTD | CL B | 878742204 | 386790 | 13620821 | SH | SOLE |
| TELUS CORP | NON-VTG SHS | 87971M202 | 165702 | 4627157 | SH | SOLE |
| TEXAS INSTRS INC | COM | 882508104 | 5375 | 250000 | SH | SOLE |
| THOMSON REUTERS CORP | COM | 884903105 | 12136 | 446412 | SH | SOLE |
| TIM HORTONS INC | COM | 88706M103 | 8324 | 285475 | SH | SOLE |
| TIME WARNER INC | COM | 887317105 | 187 | 14300 | SH | DEFINED 1 |
| TONGJITANG CHINESE MED CO | SPON ADR | 89025E103 | 333 | 135000 | SH | SOLE |
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 631 | 10489 | SH | DEFINED 1 |
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 1674586 | 27813083 | SH | SOLE |
| TRANSALTA CORP | COM | 89346D107 | 136537 | 5080335 | SH | SOLE |
| TRANSALTA CORP | COM | 89346D107 | 40312 | 1500000 | SH | SOLE 1 |
| TRANSCANADA CORP | COM | 89353D107 | 691942 | 19291682 | SH | SOLE |
| TRANSCANADA CORP | COM | 89353D107 | 24210 | 675000 | SH | SOLE 1 |
| TRIARC COS INC | CL B SER 1 | 895927309 | 83 | 12330 | SH | DEFINED |
| UCBH HOLDINGS INC | COM | 90262T308 | 94 | 14700 | SH | DEFINED |
| UMB FINL CORP | COM | 902788108 | 203 | 3870 | SH | DEFINED |
| UNILEVER N V | N Y SHS NEW | 904784709 | 242 | 8605 | SH | DEFINED |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 550 | 9240 | SH | DEFINED 1 |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 14888 | 491314 | SH | SOLE |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 278 | 8745 | SH | DEFINED 1 |
| VERTEX PHARMACEUTICALS INC | COM | 92532F100 | 517 | 15500 | SH | SOLE |
| WACHOVIA CORP NEW | COM | 929903102 | 2004 | 572500 | SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 1520 | 25389 | SH | DEFINED |
| WAL MART STORES INC | COM | 931142103 | 543 | 9145 | SH | DEFINED 1 |
| WHIRLPOOL CORP | COM | 963320106 | 3965 | 50000 | SH | SOLE |
| WHOLE FOODS MKT INC | COM | 966837106 | 1001 | 50000 | SH | SOLE |
| WILLIAMS COS INC DEL | COM | 969457100 | 8840 | 373800 | SH | SOLE |
| YAMANA GOLD INC | COM | 98462Y100 | 8965 | 1090319 | SH | SOLE |