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BANK OF NOVA SCOTIA /  
Form 13F-HR  
August 15, 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: June 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 June 11, 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: 258  
 Form13F Information Table Value Total: \$17,769,557 (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 |
| 3M CO                        | COM            | 88579Y101 | 851                | 12224              | SH         |              | DEFINED            | 1           |
| 3M CO                        | COM            | 88579Y101 | 312                | 4494               | SH         |              | DEFINED            |             |
| ABERDEEN ASIA PACIFIC INCOM  | COM            | 003009107 | 95                 | 14170              | SH         |              | DEFINED            |             |
| ACCENTURE LTD BERMUDA        | CL A           | G1150G111 | 1018               | 25000              | SH         |              | SOLE               |             |
| AEGON N V                    | NY REGISTRY SH | 007924103 | 268                | 20375              | SH         |              | DEFINED            |             |
| AFLAC INC                    | COM            | 001055102 | 1180               | 18800              | SH         |              | DEFINED            |             |
| AGNICO EAGLE MINES LTD       | COM            | 008474108 | 16803              | 224007             | SH         |              | SOLE               |             |
| AGRIUM INC                   | COM            | 008916108 | 27478              | 254836             | SH         |              | SOLE               |             |
| ALCOA INC                    | COM            | 013817101 | 471                | 13205              | SH         |              | DEFINED            | 1           |
| ALTRIA GROUP INC             | COM            | 02209S103 | 221                | 10745              | SH         |              | DEFINED            | 1           |
| AMERICAN EXPRESS CO          | COM            | 025816109 | 407                | 10801              | SH         |              | DEFINED            | 1           |
| AMERICAN INTL GROUP INC      | COM            | 026874107 | 297                | 11209              | SH         |              | DEFINED            | 1           |
| AMGEN INC                    | COM            | 031162100 | 4716               | 100000             | SH         |              | SOLE               |             |
| ANADARKO PETE CORP           | COM            | 032511107 | 11226              | 150000             | SH         |              | SOLE               |             |
| ANHEUSER BUSCH COS INC       | COM            | 035229103 | 4659               | 75000              | SH         |              | SOLE               |             |
| AQUILA INC                   | COM            | 03840P102 | 157                | 41880              | SH         |              | DEFINED            |             |
| ASSISTED LIVING CONCPT NEV N | CL A           | 04544X102 | 99                 | 18030              | SH         |              | DEFINED            |             |
| AT&T INC                     | COM            | 00206R102 | 486                | 14422              | SH         |              | DEFINED            | 1           |
| BAKER HUGHES INC             | COM            | 057224107 | 250                | 2866               | SH         |              | DEFINED            |             |
| BALLARD PWR SYS INC          | COM            | 05858H104 | 244                | 63000              | SH         |              | SOLE               |             |
| BANK MONTREAL QUE            | COM            | 063671101 | 919540             | 22062251           | SH         |              | SOLE               |             |
| BANK NOVA SCOTIA HALIFAX     | COM            | 064149107 | 863                | 18871              | SH         |              | DEFINED            | 1           |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 17306              | 725000             | SH         |              | SOLE               |             |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 261                | 10949              | SH         |              | DEFINED            |             |
| BARRICK GOLD CORP            | COM            | 067901108 | 173605             | 3798088            | SH         |              | SOLE               |             |
| BCE INC                      | COM NEW        | 05534B760 | 4898               | 140500             | SH         |              | SOLE               | 1           |
| BCE INC                      | COM NEW        | 05534B760 | 1212034            | 34765422           | SH         |              | SOLE               |             |
| BERKSHIRE HATHAWAY INC DEL   | CL A           | 084670108 | 2898               | 24                 | SH         |              | DEFINED            |             |
| BIOVAIL CORP                 | COM            | 09067J109 | 45418              | 4664010            | SH         |              | SOLE               |             |
| BJ SVCS CO                   | COM            | 055482103 | 204                | 6400               | SH         |              | DEFINED            |             |
| BOEING CO                    | COM            | 097023105 | 764                | 11619              | SH         |              | DEFINED            | 1           |

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|                              |                  |           |        |          |    |           |
|------------------------------|------------------|-----------|--------|----------|----|-----------|
| BP PLC                       | SPONSORED ADR    | 055622104 | 838    | 64337    | SH | DEFINED   |
| BRISTOL MYERS SQUIBB CO      | COM              | 110122108 | 2566   | 125000   | SH | SOLE      |
| BRITISH SKY BROADCASTING GRO | SPONSORED ADR    | 111013108 | 134    | 14180    | SH | DEFINED   |
| BROOKFIELD ASSET MGMT INC    | CL A LTD VT SH   | 112585104 | 663749 | 20447886 | SH | SOLE      |
| BROOKFIELD PPTYS CORP        | COM              | 112900105 | 24130  | 1343885  | SH | SOLE      |
| BURLINGTON NORTHN SANTA FE C | COM              | 12189T104 | 439    | 4400     | SH | DEFINED   |
| CAE INC                      | COM              | 124765108 | 15973  | 1413832  | SH | SOLE      |
| CAMECO CORP                  | COM              | 13321L108 | 44755  | 1042139  | SH | SOLE      |
| CAMECO CORP                  | COM              | 13321L108 | 328    | 7661     | SH | DEFINED 1 |
| CANADIAN NAT RES LTD         | COM              | 136385101 | 254548 | 2574002  | SH | SOLE      |
| CANADIAN NATL RY CO          | COM              | 136375102 | 233091 | 4852618  | SH | SOLE      |
| CANADIAN PAC RY LTD          | COM              | 13645T100 | 49822  | 750428   | SH | SOLE      |
| CATERPILLAR INC DEL          | COM              | 149123101 | 860    | 11640    | SH | DEFINED 1 |
| CDN IMPERIAL BK OF COMMERCE  | COM              | 136069101 | 843202 | 15325816 | SH | SOLE      |
| CEMEX SAB DE CV              | SPON ADR NEW     | 151290889 | 16672  | 675000   | SH | SOLE      |
| CENTERPOINT ENERGY INC       | COM              | 15189T107 | 219    | 13700    | SH | DEFINED   |
| CHC HELICOPTER CORP          | CL A SUB VTG     | 12541C203 | 39865  | 1295000  | SH | SOLE      |
| CHEVRON CORP NEW             | COM              | 166764100 | 334    | 3373     | SH | DEFINED   |
| CHINA LIFE INS CO LTD        | SPON ADR REP H   | 16939P106 | 264    | 5074     | SH | DEFINED   |
| CHINA MOBILE LIMITED         | SPONSORED ADR    | 16941M109 | 470    | 35000    | SH | DEFINED   |
| CHINA UNICOM LTD             | SPONSORED ADR    | 16945R104 | 92     | 50000    | SH | DEFINED   |
| CHUBB CORP                   | COM              | 171232101 | 210    | 12026    | SH | DEFINED   |
| CISCO SYS INC                | COM              | 17275R102 | 621    | 26718    | SH | DEFINED   |
| CITIGROUP INC                | COM              | 172967101 | 251    | 14980    | SH | DEFINED 1 |
| CITIGROUP INC                | COM              | 172967101 | 18046  | 5790000  | SH | SOLE      |
| CITIGROUP INC                | COM              | 172967101 | 178    | 10630    | SH | DEFINED   |
| CLEARPOINT BUSINESS RES INC  | COM              | 185061108 | 173    | 840000   | SH | SOLE      |
| CLOROX CO DEL                | COM              | 189054109 | 258    | 4959     | SH | DEFINED   |
| CNX GAS CORP                 | COM              | 12618H309 | 222    | 5300     | SH | DEFINED   |
| COCA COLA CO                 | COM              | 191216100 | 2431   | 46772    | SH | DEFINED   |
| COCA COLA CO                 | COM              | 191216100 | 618    | 11898    | SH | DEFINED 1 |
| COMPANIA DE MINAS BUENAVENTU | SPONSORED ADR    | 204448104 | 2207   | 82000    | SH | DEFINED 1 |
| COMPUTER SCIENCES CORP       | COM              | 205363104 | 463    | 9885     | SH | DEFINED   |
| COMSTOCK RES INC             | COM NEW          | 205768203 | 260    | 3080     | SH | DEFINED   |
| CONCUR TECHNOLOGIES INC      | COM              | 206708109 | 489    | 14709    | SH | SOLE      |
| CONOCOPHILLIPS               | COM              | 20825C104 | 259    | 2744     | SH | DEFINED   |
| CORNING INC                  | COM              | 219350105 | 263    | 11452    | SH | DEFINED   |
| CORUS ENTERTAINMENT INC      | COM CL B NON VTG | 220874101 | 11892  | 666666   | SH | SOLE      |
| COUNTRYWIDE FINANCIAL CORP   | COM              | 222372104 | 968    | 227718   | SH | SOLE      |
| CVS CAREMARK CORPORATION     | COM              | 126650100 | 5935   | 150000   | SH | SOLE      |
| CVS CAREMARK CORPORATION     | COM              | 126650100 | 253    | 6410     | SH | DEFINED   |
| DELL INC                     | COM              | 24702R101 | 212    | 9718     | SH | DEFINED   |
| DENISON MINES CORP           | COM              | 248356107 | 1658   | 189800   | SH | SOLE      |
| DIAGEO P L C                 | SPON ADR NEW     | 25243Q205 | 202    | 10925    | SH | DEFINED   |
| DISNEY WALT CO               | COM DISNEY       | 254687106 | 573    | 18366    | SH | DEFINED 1 |
| DOVER CORP                   | COM              | 260003108 | 365    | 7555     | SH | DEFINED   |
| DOW CHEM CO                  | COM              | 260543103 | 9600   | 275000   | SH | SOLE      |
| DU PONT E I DE NEMOURS & CO  | COM              | 263534109 | 517    | 12045    | SH | DEFINED 1 |
| DU PONT E I DE NEMOURS & CO  | COM              | 263534109 | 471    | 10987    | SH | DEFINED   |
| E TRADE FINANCIAL CORP       | COM              | 269246104 | 63     | 20000    | SH | SOLE      |
| EL PASO CORP                 | COM              | 28336L109 | 4348   | 200000   | SH | SOLE      |
| ENBRIDGE INC                 | COM              | 29250N105 | 691013 | 15992441 | SH | SOLE      |
| ENCANA CORP                  | COM              | 292505104 | 450339 | 4921862  | SH | SOLE      |
| ENERPLUS RES FD              | UNIT TR G NEW    | 29274D604 | 36720  | 793624   | SH | SOLE      |
| ENTERRA ENERGY TR            | TR UNIT          | 29381P102 | 1057   | 225000   | SH | SOLE      |
| ERICSSON L M TEL CO          | ADR B SEK 10     | 294821608 | 7800   | 750000   | SH | SOLE      |
| EXXON MOBIL CORP             | COM              | 30231G102 | 1670   | 18930    | SH | DEFINED 1 |
| FAIRFAX FINL HLDGS LTD       | SUB VTG          | 303901102 | 25596  | 100000   | SH | SOLE      |
| FLEXTRONICS INTL LTD         | ORD              | Y2573F102 | 1880   | 200000   | SH | SOLE      |
| FLEXTRONICS INTL LTD         | ORD              | Y2573F102 | 154    | 16400    | SH | DEFINED   |
| FORDING CDN COAL TR          | TR UNIT          | 345425102 | 21663  | 226560   | SH | SOLE      |
| FRANCE TELECOM               | SPONSORED ADR    | 35177Q105 | 238    | 8080     | SH | DEFINED   |

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|                              |                |           |         |          |    |         |   |
|------------------------------|----------------|-----------|---------|----------|----|---------|---|
| FREEPORT-MCMORAN COPPER & GO | COM            | 35671D857 | 13592   | 115986   | SH | DEFINED | 1 |
| FUSION TELECOMM INTL INC     | COM            | 36113B301 | 190     | 650830   | SH | DEFINED | 1 |
| GENERAL DYNAMICS CORP        | COM            | 369550108 | 209     | 2486     | SH | DEFINED |   |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 8674    | 325000   | SH | SOLE    |   |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 1505    | 52487    | SH | DEFINED | 1 |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 616     | 23095    | SH | DEFINED |   |
| GENERAL MTRS CORP            | COM            | 370442105 | 125     | 10845    | SH | DEFINED | 1 |
| GENEREX BIOTECHNOLOGY CP DEL | COM            | 371485103 | 1306    | 1360300  | SH | SOLE    |   |
| GILDAN ACTIVEWEAR INC        | COM            | 375916103 | 4154    | 161600   | SH | SOLE    |   |
| GLAXOSMITHKLINE PLC          | SPONSORED ADR  | 37733W105 | 2211    | 50000    | SH | SOLE    |   |
| GOLDCORP INC NEW             | COM            | 380956409 | 60180   | 1305370  | SH | SOLE    |   |
| HALLIBURTON CO               | COM            | 406216101 | 10614   | 200000   | SH | SOLE    |   |
| HARRY WINSTON DIAMOND CORP   | COM            | 41587B100 | 8582    | 300000   | SH | SOLE    |   |
| HARVEST ENERGY TR            | TRUST UNIT     | 41752X101 | 26942   | 1110019  | SH | SOLE    |   |
| HEWLETT PACKARD CO           | COM            | 428236103 | 529     | 11971    | SH | DEFINED | 1 |
| HOME BANCSHARES INC          | COM            | 436893200 | 2690    | 119654   | SH | SOLE    |   |
| HOME DEPOT INC               | COM            | 437076102 | 254     | 10851    | SH | DEFINED | 1 |
| HOME DEPOT INC               | COM            | 437076102 | 7026    | 300000   | SH | SOLE    |   |
| HONEYWELL INTL INC           | COM            | 438516106 | 544     | 10824    | SH | DEFINED | 1 |
| HSBC HLDGS PLC               | SPON ADR NEW   | 404280406 | 974     | 62977    | SH | DEFINED |   |
| HSBC HLDGS PLC               | SPON ADR NEW   | 404280406 | 484     | 6321     | SH | DEFINED | 1 |
| HUDSON CITY BANCORP          | COM            | 443683107 | 187     | 11250    | SH | DEFINED |   |
| IMPERIAL OIL LTD             | COM NEW        | 453038408 | 431543  | 7835552  | SH | SOLE    |   |
| INFORMATICA CORP             | COM            | 45666Q102 | 150     | 10000    | SH | DEFINED | 1 |
| INTEL CORP                   | COM            | 458140100 | 577     | 26895    | SH | DEFINED |   |
| INTEL CORP                   | COM            | 458140100 | 242     | 11270    | SH | DEFINED | 1 |
| INTEL CORP                   | COM            | 458140100 | 2148    | 100000   | SH | SOLE    |   |
| INTERNATIONAL BUSINESS MACHS | COM            | 459200101 | 1276    | 10745    | SH | DEFINED | 1 |
| INTEROIL CORP                | COM            | 460951106 | 7644    | 265470   | SH | SOLE    |   |
| INVESTORS BANCORP INC        | COM            | 46146P102 | 131     | 10100    | SH | DEFINED |   |
| ISHARES INC                  | MSCI BRAZIL    | 464286400 | 232     | 2600     | SH | DEFINED |   |
| ISHARES INC                  | MSCI JAPAN     | 464286848 | 174     | 14000    | SH | DEFINED |   |
| ISHARES INC                  | MSCI JAPAN     | 464286848 | 187     | 15000    | SH | DEFINED | 1 |
| ISHARES INC                  | MSCI SINGAPORE | 464286673 | 161     | 13000    | SH | DEFINED |   |
| JAPAN EQUITY FD INC          | COM            | 471057109 | 103     | 14749    | SH | DEFINED | 1 |
| JOHNSON & JOHNSON            | COM            | 478160104 | 937     | 14560    | SH | DEFINED | 1 |
| JOHNSON & JOHNSON            | COM            | 478160104 | 11259   | 175000   | SH | SOLE    |   |
| JOHNSON & JOHNSON            | COM            | 478160104 | 641     | 9972     | SH | DEFINED |   |
| JP MORGAN CHASE & CO         | COM            | 46625H100 | 439     | 12800    | SH | DEFINED | 1 |
| KINROSS GOLD CORP            | COM NO PAR     | 496902404 | 22657   | 958633   | SH | SOLE    |   |
| LEUCADIA NATL CORP           | COM            | 527288104 | 289     | 6170     | SH | DEFINED |   |
| LINCOLN NATL CORP IND        | COM            | 534187109 | 218     | 4815     | SH | DEFINED |   |
| LULULEMON ATHLETICA INC      | COM            | 550021109 | 5057    | 173100   | SH | SOLE    |   |
| LUNDIN MINING CORP           | COM            | 550372106 | 60      | 10000    | SH | DEFINED | 1 |
| LUNDIN MINING CORP           | COM            | 550372106 | 3149    | 516253   | SH | SOLE    |   |
| MAGNA INTL INC               | CL A           | 559222401 | 20324   | 341538   | SH | SOLE    |   |
| MANULIFE FINL CORP           | COM            | 56501R106 | 272     | 7802     | SH | DEFINED | 1 |
| MANULIFE FINL CORP           | COM            | 56501R106 | 1883821 | 53868047 | SH | SOLE    |   |
| MARKET VECTORS ETF TR        | GOLD MINER ETF | 57060U100 | 204     | 4200     | SH | DEFINED | 1 |
| MASTERCARD INC               | CL A           | 57636Q104 | 266     | 32668    | SH | SOLE    |   |
| MCCLATCHY CO                 | CL A           | 579489105 | 542     | 80000    | SH | SOLE    |   |
| MCDONALDS CORP               | COM            | 580135101 | 657     | 11685    | SH | DEFINED | 1 |
| MDS INC                      | COM            | 55269P302 | 5948    | 366048   | SH | SOLE    |   |
| MEMC ELECTR MATLS INC        | COM            | 552715104 | 1538    | 25000    | SH | SOLE    |   |
| MERCK & CO INC               | COM            | 589331107 | 521     | 13826    | SH | DEFINED |   |
| MERCK & CO INC               | COM            | 589331107 | 387     | 10245    | SH | DEFINED | 1 |
| MERRILL LYNCH & CO INC       | COM            | 590188108 | 280     | 19040    | SH | DEFINED |   |
| MERRILL LYNCH & CO INC       | COM            | 590188108 | 3964    | 125000   | SH | SOLE    |   |
| METHANEX CORP                | COM            | 59151K108 | 45376   | 1605498  | SH | SOLE    |   |
| MI DEVS INC                  | CL A SUB VTG   | 55304X104 | 21593   | 959412   | SH | SOLE    |   |
| MICROSOFT CORP               | COM            | 594918104 | 511     | 18600    | SH | DEFINED |   |
| MICROSOFT CORP               | COM            | 594918104 | 372     | 13543    | SH | DEFINED | 1 |

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|                              |                |           |         |          |    |           |
|------------------------------|----------------|-----------|---------|----------|----|-----------|
| MINEFINDERS LTD              | COM            | 602900102 | 1236    | 120000   | SH | SOLE      |
| MOLSON COORS BREWING CO      | CL B           | 60871R209 | 3467    | 64270    | SH | SOLE      |
| MONSANTO CO NEW              | COM            | 61166W101 | 211     | 1672     | SH | DEFINED   |
| MOODYS CORP                  | COM            | 615369105 | 861     | 25000    | SH | SOLE      |
| NABORS INDUSTRIES LTD        | SHS            | G6359F103 | 355     | 7215     | SH | DEFINED   |
| NEW GOLD INC CDA             | COM            | 644535106 | 1759    | 225000   | SH | SOLE      |
| NEWMONT MINING CORP          | COM            | 651639106 | 302     | 5800     | SH | DEFINED 1 |
| NEXEN INC                    | COM            | 65334H102 | 127274  | 3191941  | SH | SOLE      |
| NISOURCE INC                 | COM            | 65473P105 | 5376    | 300000   | SH | SOLE      |
| NORTEL NETWORKS CORP NEW     | COM NEW        | 656568508 | 22714   | 2773864  | SH | SOLE      |
| NORTHERN DYNASTY MINERALS LT | COM NEW        | 66510M204 | 2010    | 250000   | SH | SOLE      |
| NOVA CHEMICALS CORP          | COM            | 66977W109 | 43767   | 1775142  | SH | SOLE      |
| NOVAGOLD RES INC             | COM NEW        | 66987E206 | 2629    | 350000   | SH | SOLE      |
| NOVARTIS A G                 | SPONSORED ADR  | 66987V109 | 593     | 10785    | SH | DEFINED   |
| OLD REP INTL CORP            | COM            | 680223104 | 129     | 10960    | SH | DEFINED   |
| OPEN TEXT CORP               | COM            | 683715106 | 7456    | 233000   | SH | SOLE      |
| ORBITAL SCIENCES CORP        | COM            | 685564106 | 342     | 14500    | SH | DEFINED 1 |
| PAETEC HOLDING CORP          | COM            | 695459107 | 5310    | 836205   | SH | SOLE      |
| PALM INC NEW                 | COM            | 696643105 | 1150    | 213444   | SH | SOLE      |
| PARAMETRIC TECHNOLOGY CORP   | COM NEW        | 699173209 | 180     | 10818    | SH | DEFINED   |
| PENGROWTH ENERGY TR          | TR UNIT NEW    | 706902509 | 2732    | 135901   | SH | SOLE      |
| PENN WEST ENERGY TR          | TR UNIT        | 707885109 | 29017   | 858127   | SH | SOLE      |
| PETRO-CDA                    | COM            | 71644E102 | 172711  | 3083953  | SH | SOLE      |
| PETRO-CDA                    | COM            | 71644E102 | 339     | 6068     | SH | DEFINED 1 |
| PETROCHINA CO LTD            | SPONSORED ADR  | 71646E100 | 129     | 100000   | SH | DEFINED   |
| PFIZER INC                   | COM            | 717081103 | 288     | 16469    | SH | DEFINED 1 |
| PFIZER INC                   | COM            | 717081103 | 15286   | 875000   | SH | SOLE      |
| PIER 1 IMPORTS INC           | COM            | 720279108 | 219     | 1700     | SH | DEFINED   |
| PLUM CREEK TIMBER CO INC     | COM            | 729251108 | 320     | 7505     | SH | DEFINED   |
| POPULAR INC                  | COM            | 733174106 | 1153    | 175000   | SH | SOLE      |
| POTASH CORP SASK INC         | COM            | 73755L107 | 253351  | 1092033  | SH | SOLE      |
| PRECISION DRILLING TR        | TR UNIT        | 740215108 | 1013    | 37559    | SH | SOLE      |
| PROCTER & GAMBLE CO          | COM            | 742718109 | 206     | 3388     | SH | DEFINED   |
| PROCTER & GAMBLE CO          | COM            | 742718109 | 1182    | 19431    | SH | DEFINED 1 |
| PROVIDENT ENERGY TR          | TR UNIT        | 74386K104 | 1728    | 150056   | SH | SOLE      |
| PRUDENTIAL PLC               | ADR            | 74435K204 | 232     | 21730    | SH | DEFINED   |
| QLOGIC CORP                  | COM            | 747277101 | 1459    | 100000   | SH | SOLE      |
| QUALITY SYS INC              | COM            | 747582104 | 2928    | 100000   | SH | SOLE      |
| ROGERS COMMUNICATIONS INC    | CL B           | 775109200 | 56805   | 1464367  | SH | SOLE      |
| ROYAL BK CDA MONTREAL QUE    | COM            | 780087102 | 727     | 16202    | SH | DEFINED 1 |
| ROYAL BK CDA MONTREAL QUE    | COM            | 780087102 | 2592900 | 57693084 | SH | SOLE      |
| ROYAL BK SCOTLAND GROUP PLC  | SP ADR L RP PF | 780097788 | 225     | 14000    | SH | DEFINED 1 |
| ROYAL BK SCOTLAND GROUP PLC  | SP ADR REP SHS | 780097721 | 78      | 18311    | SH | DEFINED   |
| RPM INTL INC                 | COM            | 749685103 | 202     | 9820     | SH | DEFINED   |
| SANDISK CORP                 | COM            | 80004C101 | 334     | 17880    | SH | DEFINED   |
| SAP AKTIENGESELLSCHAFT       | SPONSORED ADR  | 803054204 | 1303    | 25000    | SH | SOLE      |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 1050    | 53325    | SH | SOLE      |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104 | 226     | 11841    | SH | DEFINED   |
| SELECT SECTOR SPDR TR        | SBI INT-ENERGY | 81369Y506 | 568     | 6425     | SH | DEFINED   |
| SHAW COMMUNICATIONS INC      | CL B CONV      | 82028K200 | 47346   | 2318948  | SH | SOLE      |
| SHERWIN WILLIAMS CO          | COM            | 824348106 | 9186    | 200000   | SH | SOLE      |
| SIERRA WIRELESS INC          | COM            | 826516106 | 1830    | 125000   | SH | SOLE      |
| SILICON IMAGE INC            | COM            | 82705T102 | 725     | 100000   | SH | SOLE      |
| SILVER WHEATON CORP          | COM            | 828336107 | 146     | 10000    | SH | DEFINED 1 |
| SILVER WHEATON CORP          | COM            | 828336107 | 3917    | 266294   | SH | SOLE      |
| SMTC CORP                    | COM NEW        | 832682207 | 1055    | 469082   | SH | SOLE      |
| SONOSITE INC                 | COM            | 83568G104 | 2426    | 86615    | SH | SOLE      |
| SOURCE INTERLINK COS INC     | COM NEW        | 836151209 | 133     | 60035    | SH | SOLE      |
| SOUTHERN COPPER CORP         | COM            | 84265V105 | 598     | 21528    | SH | DEFINED 1 |
| SOUTHWEST GAS CORP           | COM            | 844895102 | 3746    | 126000   | SH | SOLE      |
| SPDR SERIES TRUST            | S&P HOMEBUILD  | 78464A888 | 1232    | 75000    | SH | SOLE      |
| SUN LIFE FINL INC            | COM            | 866796105 | 819116  | 19910939 | SH | SOLE      |

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|                              |               |           |         |          |    |           |
|------------------------------|---------------|-----------|---------|----------|----|-----------|
| SUNCOR ENERGY INC            | COM           | 867229106 | 258160  | 4446544  | SH | SOLE      |
| SUNOCO INC                   | COM           | 86764P109 | 11190   | 275000   | SH | SOLE      |
| SYMMETRICOM INC              | COM           | 871543104 | 227     | 11780    | SH | DEFINED   |
| SYNGENTA AG                  | SPONSORED ADR | 87160A100 | 325     | 1000     | SH | DEFINED   |
| TALISMAN ENERGY INC          | COM           | 87425E103 | 510590  | 23057955 | SH | SOLE      |
| TATA MTRS LTD                | SPONSORED ADR | 876568502 | 3439    | 342134   | SH | SOLE      |
| TECK COMINCO LTD             | CL B          | 878742204 | 696001  | 14434933 | SH | SOLE      |
| TELEFONICA DE ARGENTINA S A  | SPONSORED ADR | 879378404 | 721     | 27144    | SH | DEFINED   |
| TELUS CORP                   | NON-VTG SHS   | 87971M202 | 207976  | 5111489  | SH | SOLE      |
| TESCO CORP                   | COM           | 88157K101 | 520     | 70800    | SH | DEFINED   |
| TEXAS INSTRS INC             | COM           | 882508104 | 1059    | 37600    | SH | SOLE      |
| TFS FINL CORP                | COM           | 87240R107 | 134     | 11590    | SH | DEFINED   |
| THOMSON CORP                 | COM           | 884903105 | 52032   | 1614874  | SH | SOLE      |
| TIM HORTONS INC              | COM           | 88706M103 | 8244    | 288075   | SH | SOLE      |
| TONGJITANG CHINESE MED CO    | SPON ADR      | 89025E103 | 563     | 135000   | SH | SOLE      |
| TORONTO DOMINION BK ONT      | COM NEW       | 891160509 | 662     | 10514    | SH | DEFINED 1 |
| TORONTO DOMINION BK ONT      | COM NEW       | 891160509 | 2037151 | 32331515 | SH | SOLE      |
| TRANSALTA CORP               | COM           | 89346D107 | 57837   | 1600000  | SH | SOLE 1    |
| TRANSALTA CORP               | COM           | 89346D107 | 220411  | 6097496  | SH | SOLE      |
| TRANSCANADA CORP             | COM           | 89353D107 | 794470  | 20509470 | SH | SOLE      |
| TRANSCANADA CORP             | COM           | 89353D107 | 26147   | 675000   | SH | SOLE 1    |
| TRIARC COS INC               | CL B SER 1    | 895927309 | 78      | 12330    | SH | DEFINED   |
| U S GLOBAL INVS INC          | CL A          | 902952100 | 8861    | 529000   | SH | SOLE      |
| UMB FINL CORP                | COM           | 902788108 | 263     | 5140     | SH | DEFINED   |
| UNILEVER N V                 | N Y SHS NEW   | 904784709 | 606     | 21372    | SH | DEFINED   |
| UNITED TECHNOLOGIES CORP     | COM           | 913017109 | 637     | 10305    | SH | DEFINED 1 |
| VAIL RESORTS INC             | COM           | 91879Q109 | 1747    | 40788    | SH | SOLE      |
| VALERO ENERGY CORP NEW       | COM           | 91913Y100 | 4118    | 100000   | SH | SOLE      |
| VERIZON COMMUNICATIONS INC   | COM           | 92343V104 | 384     | 10837    | SH | DEFINED 1 |
| VODAFONE GROUP PLC NEW       | SPONS ADR NEW | 92857W209 | 144     | 50170    | SH | DEFINED   |
| WACHOVIA CORP NEW            | COM           | 929903102 | 8891    | 572500   | SH | SOLE      |
| WAL MART STORES INC          | COM           | 931142103 | 1423    | 25335    | SH | DEFINED   |
| WAL MART STORES INC          | COM           | 931142103 | 641     | 11401    | SH | DEFINED 1 |
| WALGREEN CO                  | COM           | 931422109 | 230     | 7085     | SH | DEFINED   |
| WEATHERFORD INTERNATIONAL LT | COM           | G95089101 | 217     | 4387     | SH | DEFINED   |
| WEIGHT WATCHERS INTL INC NEW | COM           | 948626106 | 696     | 19534    | SH | DEFINED 1 |
| WESTERN ALLIANCE BANCORP     | COM           | 957638109 | 778     | 100247   | SH | SOLE      |
| WHIRLPOOL CORP               | COM           | 963320106 | 3086    | 50000    | SH | SOLE      |
| WHOLE FOODS MKT INC          | COM           | 966837106 | 1185    | 50000    | SH | SOLE      |
| YAMANA GOLD INC              | COM           | 98462Y100 | 17582   | 1057119  | SH | SOLE      |
| ZALE CORP NEW                | COM           | 988858106 | 1889    | 100000   | SH | SOLE      |