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BANK OF NOVA SCOTIA /
Form 13F-HR
August 12, 2011

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, 2011

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 August 12, 2011

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. |
| 28-13705 | Scotia Asset Management L.P. |
| 28-11459 | 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: 414

Form 13F Information Table Value Total: \$17,139,612 (thousands)

List of Other Included Managers:

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

| | | |
|-----|-----------------|---------------------|
| No. | 13F File Number | Name |
| | 28-11472 | BNS Investment Inc. |

| FORM 13F INFORMATION TABLE | | | | | | | | | |
|------------------------------|-----------------|-----------|--------------------|----------------|------------|--------------|-------------------|-------------|--|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | OTH MANA | |
| 3M CO | COM | 88579Y101 | 6450 | 68000 | SH | | SOLE | | |
| ABBOTT LABS | COM | 002824100 | 216 | 4115 | SH | | DEFINED | | |
| ABBOTT LABS | COM | 002824100 | 434 | 8264 | SH | | DEFINED | 1 | |
| ABBOTT LABS | COM | 002824100 | 1689 | 32100 | SH | | SOLE | | |
| ACCENTURE PLC IRELAND | SHS CLASS A | G1151C101 | 3776 | 62500 | SH | | SOLE | | |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 70 | 10104 | SH | | DEFINED | 1 | |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 5183 | 741479 | SH | | SOLE | | |
| AEGON N V | NY REGISTRY SH | 007924103 | 138 | 20347 | SH | | DEFINED | | |
| AES CORP | COM | 00130H105 | 933 | 73200 | SH | | SOLE | | |
| AGNICO EAGLE MINES LTD | COM | 008474108 | 24595 | 388907 | SH | | SOLE | | |
| AGRIUM INC | COM | 008916108 | 33133 | 377236 | SH | | SOLE | | |
| ALCOA INC | COM | 013817101 | 17904 | 1141700 | SH | | DEFINED | 1 | |
| ALLIANCE DATA SYSTEMS CORP | COM | 018581108 | 12418 | 132003 | SH | | SOLE | | |
| ALLIANCE ONE INTL INC | COM | 018772103 | 2067 | 640007 | SH | | SOLE | | |
| ALLIANCE ONE INTL INC | COM | 018772103 | 277 | 85650 | SH | | DEFINED | 1 | |
| ALPHA NATURAL RESOURCES INC | COM | 02076X102 | 249 | 5479 | SH | | SOLE | | |
| AMERICAN EQTY INVT LIFE HLD | COM | 025676206 | 2650 | 208469 | SH | | SOLE | | |
| AMERICAN INTL GROUP INC | UNIT 99/99/9999 | 026874115 | 17 | 10075 | SH | | DEFINED | | |
| AMGEN INC | COM | 031162100 | 6214 | 106500 | SH | | SOLE | | |
| ANADARKO PETE CORP | COM | 032511107 | 11514 | 150000 | SH | | SOLE | | |
| ANHEUSER BUSCH INBEV SA/NV | SPONSORED ADR | 03524A108 | 1820 | 31379 | SH | | SOLE | | |
| APPLE INC | COM | 037833100 | 464 | 1383 | SH | | DEFINED | | |
| APPLE INC | COM | 037833100 | 6273 | 18685 | SH | | DEFINED | 1 | |
| APPLE INC | COM | 037833100 | 32169 | 95833 | SH | | SOLE | | |
| APPLIED MATLS INC | COM | 038222105 | 10540 | 810108 | SH | | SOLE | | |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 9367 | 310637 | SH | | SOLE | | |
| AT&T INC | COM | 00206R102 | 9423 | 300000 | SH | | SOLE | | |
| AT&T INC | COM | 00206R102 | 774 | 24671 | SH | | DEFINED | 1 | |
| ATLANTIC PWR CORP | COM NEW | 04878Q863 | 12602 | 831700 | SH | | SOLE | | |
| AURICO GOLD INC | COM | 05155C105 | 109 | 10000 | SH | | DEFINED | 1 | |
| AURIZON MINES LTD | COM | 05155P106 | 840 | 150000 | SH | | SOLE | | |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 10402 | 197450 | SH | | SOLE | | |
| BANCO BRADESCO S A | SP ADR PFD NEW | 059460303 | 39851 | 1998763 | SH | | DEFINED | 1 | |
| BANCO SANTANDER SA | ADR | 05964H105 | 345 | 30000 | SH | | DEFINED | | |
| BANCO SANTANDER SA | ADR | 05964H105 | 123 | 10747 | SH | | DEFINED | 1 | |
| BANK MONTREAL QUE | COM | 063671101 | 495 | 7800 | SH | | DEFINED | 1 | |
| BANK MONTREAL QUE | COM | 063671101 | 1239003 | 19473504 | SH | | SOLE | | |

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|------------------------------|------------------|-----------|---------|----------|----|---------|---|
| BANK NOVA SCOTIA HALIFAX | COM | 064149107 | 5695 | 94538 | SH | DEFINED | 1 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 157412 | 14361767 | SH | SOLE | |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 330 | 30160 | SH | DEFINED | |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 346 | 31620 | SH | DEFINED | 1 |
| BANRO CORP | COM | 066800103 | 949 | 250000 | SH | SOLE | |
| BARCLAYS BANK PLC | ETN DJUBS NAT37 | 06739H644 | 74 | 10000 | SH | DEFINED | |
| BARCLAYS BK PLC | DJUBS CMDT ETN36 | 06738C778 | 1971 | 41740 | SH | DEFINED | |
| BARRICK GOLD CORP | COM | 067901108 | 560 | 12375 | SH | DEFINED | 1 |
| BARRICK GOLD CORP | COM | 067901108 | 114575 | 2522897 | SH | SOLE | |
| BAYTEX ENERGY CORP | COM | 07317Q105 | 7397 | 135300 | SH | SOLE | |
| BCE INC | COM NEW | 05534B760 | 435 | 11097 | SH | DEFINED | 1 |
| BCE INC | COM NEW | 05534B760 | 201161 | 5128726 | SH | SOLE | |
| BERKSHIRE HATHAWAY INC DEL | CL A | 084670108 | 4876 | 42 | SH | DEFINED | 1 |
| BEST BUY INC | COM | 086516101 | 1304 | 41500 | SH | SOLE | |
| BHP BILLITON LTD | SPONSORED ADR | 088606108 | 2176 | 23000 | SH | SOLE | |
| BLDRS INDEX FDS TR | EMER MK 50 ADR | 09348R300 | 555 | 11950 | SH | DEFINED | 1 |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 925 | 133814 | SH | SOLE | |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 301 | 10400 | SH | DEFINED | 1 |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 12813 | 442450 | SH | SOLE | |
| BROADWIND ENERGY INC | COM | 11161T108 | 14 | 10000 | SH | DEFINED | 1 |
| BROCADE COMMUNICATIONS SYS I | COM NEW | 111621306 | 220 | 34000 | SH | DEFINED | 1 |
| BROOKFIELD ASSET MGMT INC | CL A LTD VT SH | 112585104 | 446079 | 13403814 | SH | SOLE | |
| BROOKFIELD OFFICE PPTYS INC | COM | 112900105 | 165120 | 8546185 | SH | SOLE | |
| CABOT OIL & GAS CORP | COM | 127097103 | 253 | 3820 | SH | DEFINED | |
| CAE INC | COM | 124765108 | 27512 | 2039056 | SH | SOLE | |
| CAMECO CORP | COM | 13321L108 | 24474 | 927639 | SH | SOLE | |
| CANADIAN NAT RES LTD | COM | 136385101 | 134249 | 3201788 | SH | SOLE | |
| CANADIAN NATL RY CO | COM | 136375102 | 278873 | 3485890 | SH | SOLE | |
| CANADIAN PAC RY LTD | COM | 13645T100 | 32117 | 514678 | SH | SOLE | |
| CANADIAN PAC RY LTD | COM | 13645T100 | 236 | 3790 | SH | DEFINED | |
| CARNIVAL CORP | PAIRED CTF | 143658300 | 1435 | 38140 | SH | SOLE | |
| CATERPILLAR INC DEL | COM | 149123101 | 1385 | 13016 | SH | DEFINED | 1 |
| CATERPILLAR INC DEL | COM | 149123101 | 5990 | 56375 | SH | SOLE | |
| CDN IMPERIAL BK OF COMMERCE | COM | 136069101 | 348 | 4406 | SH | DEFINED | 1 |
| CDN IMPERIAL BK OF COMMERCE | COM | 136069101 | 1320044 | 16715262 | SH | SOLE | |
| CEMEX SAB DE CV | SPON ADR NEW | 151290889 | 7497 | 871769 | SH | SOLE | |
| CENOVUS ENERGY INC | COM | 15135U109 | 304430 | 8064428 | SH | SOLE | |
| CENTRAL FD CDA LTD | CL A | 153501101 | 361 | 17738 | SH | DEFINED | 1 |
| CEPHALON INC | COM | 156708109 | 17596 | 220230 | SH | SOLE | |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 1859 | 63349 | SH | SOLE | |
| CHEVRON CORP NEW | COM | 166764100 | 18511 | 180000 | SH | SOLE | |
| CHEVRON CORP NEW | COM | 166764100 | 647 | 6298 | SH | DEFINED | 1 |
| CHINA MOBILE LIMITED | SPONSORED ADR | 16941M109 | 9029 | 193000 | SH | SOLE | |
| CISCO SYS INC | COM | 17275R102 | 784 | 50243 | SH | DEFINED | |
| CISCO SYS INC | COM | 17275R102 | 316 | 20300 | SH | DEFINED | 1 |
| CISCO SYS INC | COM | 17275R102 | 9571 | 613151 | SH | SOLE | |
| CITIGROUP INC | COM NEW | 172967424 | 3968 | 95294 | SH | SOLE | |
| CLAUDE RES INC | COM | 182873109 | 474 | 250000 | SH | SOLE | |
| COCA COLA CO | COM | 191216100 | 783 | 11637 | SH | DEFINED | |
| COCA COLA CO | COM | 191216100 | 240 | 3574 | SH | DEFINED | 1 |
| COCA COLA CO | COM | 191216100 | 17495 | 260000 | SH | SOLE | |
| COLGATE PALMOLIVE CO | COM | 194162103 | 267 | 3055 | SH | DEFINED | |
| COMCAST CORP NEW | CL A SPL | 20030N200 | 7269 | 300000 | SH | DEFINED | 1 |
| COMPANIA DE MINAS BUENAVENTU | SPONSORED ADR | 204448104 | 62612 | 1527248 | SH | DEFINED | 1 |
| CONAGRA FOODS INC | COM | 205887102 | 18285 | 708439 | SH | SOLE | |
| CONAGRA FOODS INC | COM | 205887102 | 546 | 21200 | SH | DEFINED | 1 |
| CONOCOPHILLIPS | COM | 20825C104 | 988 | 13152 | SH | DEFINED | 1 |
| CONSOL ENERGY INC | COM | 20854P109 | 472 | 9736 | SH | SOLE | |
| CONSOLIDATED EDISON INC | COM | 209115104 | 242 | 4550 | SH | DEFINED | 1 |
| CONSTELLATION BRANDS INC | CL A | 21036P108 | 385 | 18500 | SH | DEFINED | 1 |
| COOPER TIRE & RUBR CO | COM | 216831107 | 206 | 8500 | SH | DEFINED | |
| COSAN LTD | SHS A | G25343107 | 5396 | 440000 | SH | DEFINED | 1 |

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|------------------------------|------------------|-----------|--------|----------|----|-----------|
| COVANTA HLDG CORP | COM | 22282E102 | 330 | 20000 | SH | SOLE |
| COVENTRY HEALTH CARE INC | COM | 222862104 | 13639 | 373989 | SH | SOLE |
| CREDICORP LTD | COM | G2519Y108 | 41680 | 455837 | SH | DEFINED 1 |
| CROWN HOLDINGS INC | COM | 228368106 | 5823 | 150000 | SH | DEFINED 1 |
| CSX CORP | COM | 126408103 | 11012 | 420000 | SH | SOLE |
| DEERE & CO | COM | 244199105 | 2523 | 30762 | SH | SOLE |
| DELL INC | COM | 24702R101 | 1680 | 100800 | SH | SOLE |
| DENISON MINES CORP | COM | 248356107 | 2862 | 1500000 | SH | SOLE |
| DIRECTV | COM CL A | 25490A101 | 10008 | 196932 | SH | SOLE |
| DOW CHEM CO | COM | 260543103 | 9900 | 275000 | SH | SOLE |
| DRAGONWAVE INC | COM | 26144M103 | 120 | 20000 | SH | SOLE |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 292 | 5410 | SH | DEFINED |
| E M C CORP MASS | COM | 268648102 | 28999 | 1052852 | SH | SOLE |
| EBAY INC | COM | 278642103 | 742 | 23000 | SH | DEFINED |
| EL PASO CORP | COM | 28336L109 | 5252 | 260000 | SH | SOLE |
| ELDORADO GOLD CORP NEW | COM | 284902103 | 19032 | 1289600 | SH | SOLE |
| EMBRAER S A | SP ADR REP 4 COM | 29082A107 | 247 | 8000 | SH | DEFINED 1 |
| EMPRESA NACIONAL DE ELCTRCID | SPONSORED ADR | 29244T101 | 314 | 5500 | SH | DEFINED |
| ENBRIDGE INC | COM | 29250N105 | 939594 | 28890198 | SH | SOLE |
| ENCANA CORP | COM | 292505104 | 254921 | 8254049 | SH | SOLE |
| ENDEAVOUR SILVER CORP | COM | 29258Y103 | 2232 | 265000 | SH | SOLE |
| ENERPLUS CORP | COM | 292766102 | 15919 | 504100 | SH | SOLE |
| ENERSIS S A | SPONSORED ADR | 29274F104 | 277 | 12000 | SH | DEFINED |
| ENTREE GOLD INC | COM | 29383G100 | 127 | 59250 | SH | SOLE |
| ERICSSON L M TEL CO | ADR B SEK 10 | 294821608 | 13661 | 950000 | SH | SOLE |
| EXTERRAN HLDGS INC | COM | 30225X103 | 12900 | 650529 | SH | SOLE |
| EXXON MOBIL CORP | COM | 30231G102 | 1036 | 12735 | SH | DEFINED |
| EXXON MOBIL CORP | COM | 30231G102 | 488 | 6003 | SH | DEFINED 1 |
| EXXON MOBIL CORP | COM | 30231G102 | 2662 | 33086 | SH | SOLE |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 4474 | 324469 | SH | SOLE |
| FOREST CITY ENTERPRISES INC | CL A | 345550107 | 5942 | 318398 | SH | SOLE |
| FREEPORT-MCMORAN COPPER & GO | COM | 35671D857 | 122068 | 2273096 | SH | DEFINED 1 |
| FREEPORT-MCMORAN COPPER & GO | COM | 35671D857 | 6676 | 126500 | SH | SOLE |
| GABELLI EQUITY TR INC | COM | 362397101 | 71 | 11625 | SH | DEFINED 1 |
| GAYLORD ENTMT CO NEW | COM | 367905106 | 4435 | 147820 | SH | SOLE |
| GENERAL ELECTRIC CO | COM | 369604103 | 885 | 46943 | SH | DEFINED |
| GENERAL ELECTRIC CO | COM | 369604103 | 489 | 25963 | SH | DEFINED 1 |
| GENERAL ELECTRIC CO | COM | 369604103 | 10868 | 576246 | SH | SOLE |
| GENERAL MLS INC | COM | 370334104 | 7444 | 200000 | SH | SOLE |
| GILDAN ACTIVEWEAR INC | COM | 375916103 | 8111 | 230100 | SH | SOLE |
| GILEAD SCIENCES INC | COM | 375558103 | 310 | 7500 | SH | DEFINED |
| GILEAD SCIENCES INC | COM | 375558103 | 47077 | 1136839 | SH | SOLE |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 2145 | 50000 | SH | SOLE |
| GOLDCORP INC NEW | COM | 380956409 | 93506 | 1932745 | SH | SOLE |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 2708 | 161456 | SH | SOLE |
| GOOGLE INC | CL A | 38259P508 | 845 | 1670 | SH | DEFINED |
| GOOGLE INC | CL A | 38259P508 | 455 | 900 | SH | DEFINED 1 |
| GREAT BASIN GOLD LTD | COM | 390124105 | 2870 | 1397543 | SH | SOLE |
| GROUPE CGI INC | CL A SUB VTG | 39945C109 | 884 | 35800 | SH | SOLE |
| GRUPO SIMEC S A B DE C V | ADR | 400491106 | 98 | 12926 | SH | DEFINED 1 |
| GRUPO TELEVISIA SA DE CV | SP ADR REP ORD | 40049J206 | 1772 | 72040 | SH | SOLE |
| HALLIBURTON CO | COM | 406216101 | 15300 | 300000 | SH | SOLE |
| HEINZ H J CO | COM | 423074103 | 20068 | 376647 | SH | SOLE |
| HESS CORP | COM | 42809H107 | 328 | 4400 | SH | DEFINED |
| HEWLETT PACKARD CO | COM | 428236103 | 4178 | 114792 | SH | SOLE |
| HEWLETT PACKARD CO | COM | 428236103 | 256 | 7036 | SH | DEFINED |
| HOME DEPOT INC | COM | 437076102 | 10866 | 300000 | SH | SOLE |
| HUBBAY MINERALS INC | COM | 443628102 | 2987 | 200000 | SH | SOLE |
| IAC INTERACTIVECORP | COM PAR \$.001 | 44919P508 | 35161 | 921160 | SH | SOLE |
| IAMGOLD CORP | COM | 450913108 | 16555 | 880000 | SH | SOLE |
| ICONIX BRAND GROUP INC | COM | 451055107 | 6926 | 287134 | SH | SOLE |
| IMPERIAL OIL LTD | COM NEW | 453038408 | 28123 | 603684 | SH | SOLE |

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|------------------------------|------------------|-----------|-------|---------|----|---------|
| INTEL CORP | COM | 458140100 | 11803 | 532640 | SH | SOLE |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 8276 | 48243 | SH | SOLE |
| INTERNATIONAL GAME TECHNOLOG | COM | 459902102 | 2716 | 154500 | SH | SOLE |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 171 | 13700 | SH | DEFINED |
| ISHARES INC | MSCI BRAZIL | 464286400 | 4140 | 56489 | SH | SOLE |
| ISHARES INC | MSCI BRAZIL | 464286400 | 1613 | 22000 | SH | DEFINED |
| ISHARES INC | MSCI BRAZIL | 464286400 | 59515 | 815805 | SH | DEFINED |
| ISHARES INC | MSCI CDA INDEX | 464286509 | 24528 | 773650 | SH | DEFINED |
| ISHARES INC | MSCI CHILE INVES | 464286640 | 456 | 6102 | SH | DEFINED |
| ISHARES INC | MSCI TAIWAN | 464286731 | 418 | 27647 | SH | DEFINED |
| ISHARES INC | MSCI S KOREA | 464286772 | 619 | 9556 | SH | DEFINED |
| ISHARES INC | MSCI GERMANY | 464286806 | 3568 | 132693 | SH | DEFINED |
| ISHARES INC | MSCI GERMANY | 464286806 | 10786 | 277700 | SH | DEFINED |
| ISHARES INC | MSCI MEX INVEST | 464286822 | 6523 | 106702 | SH | DEFINED |
| ISHARES INC | MSCI MALAYSIA | 464286830 | 623 | 40807 | SH | DEFINED |
| ISHARES INC | MSCI JAPAN | 464286848 | 1571 | 150633 | SH | DEFINED |
| ISHARES INC | MSCI HONG KONG | 464286871 | 330 | 17867 | SH | DEFINED |
| ISHARES SILVER TRUST | ISHARES | 46428Q109 | 669 | 19745 | SH | DEFINED |
| ISHARES TR | S&P 100 IDX FD | 464287101 | 777 | 13229 | SH | DEFINED |
| ISHARES TR | FTSE CHINA25 IDX | 464287184 | 891 | 20794 | SH | DEFINED |
| ISHARES TR | S&P 500 INDEX | 464287200 | 488 | 3691 | SH | DEFINED |
| ISHARES TR | MSCI EMERG MKT | 464287234 | 3384 | 71100 | SH | DEFINED |
| ISHARES TR | MSCI EMERG MKT | 464287234 | 6658 | 141794 | SH | DEFINED |
| ISHARES TR | IBOXX INV CPBD | 464287242 | 344 | 3125 | SH | DEFINED |
| ISHARES TR | S&P LTN AM 40 | 464287390 | 10356 | 200635 | SH | DEFINED |
| ISHARES TR | S&P 500 VALUE | 464287408 | 18540 | 299039 | SH | DEFINED |
| ISHARES TR | MSCI EAFE INDEX | 464287465 | 1896 | 31675 | SH | DEFINED |
| ISHARES TR | RUSSELL MIDCAP | 464287499 | 1751 | 16021 | SH | DEFINED |
| ISHARES TR | S&P MIDCAP 400 | 464287507 | 1820 | 18636 | SH | DEFINED |
| ISHARES TR | NASDAQ BIO INDX | 464287556 | 19979 | 187500 | SH | DEFINED |
| ISHARES TR | S&P GLB100INDX | 464287572 | 5350 | 82530 | SH | DEFINED |
| ISHARES TR | RUSSELL1000VAL | 464287598 | 360 | 5270 | SH | DEFINED |
| ISHARES TR | RUSSELL 3000 | 464287689 | 481 | 6070 | SH | DEFINED |
| ISHARES TR | DJ US REAL EST | 464287739 | 10637 | 176431 | SH | SOLE |
| ISHARES TR | MSCI ACJPN IDX | 464288182 | 362 | 5865 | SH | DEFINED |
| ISHARES TR | MSCI ACJPN IDX | 464288182 | 4684 | 75540 | SH | DEFINED |
| ISHARES TR | S&P GLO INFRAS | 464288372 | 207 | 5550 | SH | DEFINED |
| ISHARES TR | HIGH YLD CORP | 464288513 | 4227 | 46295 | SH | DEFINED |
| ISHARES TR | MSCI PERU CAP | 464289842 | 12385 | 305153 | SH | DEFINED |
| ITAU UNIBANCO HLDG SA | SPON ADR REP PFD | 465562106 | 76057 | 3371308 | SH | DEFINED |
| ITT CORP NEW | COM | 450911102 | 206 | 3500 | SH | DEFINED |
| IVANHOE ENERGY INC | COM | 465790103 | 3796 | 2000000 | SH | SOLE |
| IVANHOE MINES LTD | COM | 46579N103 | 10357 | 409800 | SH | SOLE |
| JOHNSON & JOHNSON | COM | 478160104 | 592 | 8910 | SH | DEFINED |
| JOHNSON & JOHNSON | COM | 478160104 | 21200 | 318694 | SH | SOLE |
| JPMORGAN CHASE & CO | COM | 46625H100 | 7390 | 180500 | SH | SOLE |
| JPMORGAN CHASE & CO | COM | 46625H100 | 273 | 6680 | SH | DEFINED |
| KAR AUCTION SVCS INC | COM | 48238T109 | 34970 | 1849265 | SH | SOLE |
| KIMBERLY CLARK CORP | COM | 494368103 | 206 | 3100 | SH | DEFINED |
| KIMBERLY CLARK CORP | COM | 494368103 | 16114 | 242100 | SH | SOLE |
| KINGSWAY FINL SVCS INC | COM | 496904103 | 50 | 50500 | SH | SOLE |
| KINROSS GOLD CORP | COM NO PAR | 496902404 | 280 | 17405 | SH | DEFINED |
| KINROSS GOLD CORP | COM NO PAR | 496902404 | 53511 | 3387919 | SH | SOLE |
| KNIGHT CAP GROUP INC | CL A COM | 499005106 | 3721 | 337700 | SH | SOLE |
| KOPIN CORP | COM | 500600101 | 193 | 41000 | SH | DEFINED |
| KRAFT FOODS INC | CL A | 50075N104 | 476 | 13500 | SH | DEFINED |
| KRAFT FOODS INC | CL A | 50075N104 | 24901 | 706826 | SH | SOLE |
| LABOPHARM INC | COM | 504905100 | 14 | 95294 | SH | SOLE |
| LAN AIRLINES S A | SPONSORED ADR | 501723100 | 219 | 7700 | SH | DEFINED |
| LAS VEGAS SANDS CORP | COM | 517834107 | 681 | 16125 | SH | DEFINED |
| LEXINGTON REALTY TRUST | COM | 529043101 | 136 | 15000 | SH | DEFINED |
| LILLY ELI & CO | COM | 532457108 | 6395 | 170400 | SH | SOLE |

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|------------------------------|----------------|-----------|--------|----------|----|-----------|
| LLOYDS BANKING GROUP PLC | SPONSORED ADR | 539439109 | 124 | 40000 | SH | DEFINED |
| LOWES COS INC | COM | 548661107 | 1387 | 59500 | SH | SOLE |
| LULULEMON ATHLETICA INC | COM | 550021109 | 33570 | 300000 | SH | SOLE |
| MAGNA INTL INC | COM | 559222401 | 57884 | 1070276 | SH | SOLE |
| MANPOWERGROUP INC | COM | 56418H100 | 482 | 9000 | SH | DEFINED |
| MANULIFE FINL CORP | COM | 56501R106 | 740242 | 41790008 | SH | SOLE |
| MARATHON OIL CORP | COM | 565849106 | 478 | 9092 | SH | DEFINED 1 |
| MARKET VECTORS ETF TR | GOLD MINER ETF | 57060U100 | 888 | 16285 | SH | DEFINED 1 |
| MARKET VECTORS ETF TR | RUSSIA ETF | 57060U506 | 539 | 14000 | SH | DEFINED |
| MARKET VECTORS ETF TR | RUSSIA ETF | 57060U506 | 4277 | 111000 | SH | DEFINED 1 |
| MARKET VECTORS ETF TR | AGRIBUS ETF | 57060U605 | 516 | 9600 | SH | DEFINED 1 |
| MARKET VECTORS ETF TR | AGRIBUS ETF | 57060U605 | 1433 | 26065 | SH | SOLE |
| MARKET VECTORS ETF TR | BRAZL SMCP ETF | 57060U613 | 1021 | 18000 | SH | DEFINED |
| MARKET VECTORS ETF TR | BRAZL SMCP ETF | 57060U613 | 2914 | 53149 | SH | DEFINED 1 |
| MARTEN TRANS LTD | COM | 573075108 | 6561 | 303750 | SH | DEFINED 1 |
| MASTERCARD INC | CL A | 57636Q104 | 10366 | 34400 | SH | SOLE |
| MCDONALDS CORP | COM | 580135101 | 211 | 2509 | SH | DEFINED |
| MCDONALDS CORP | COM | 580135101 | 14756 | 175000 | SH | SOLE |
| MEDTRONIC INC | COM | 585055106 | 385 | 10000 | SH | DEFINED |
| MEDTRONIC INC | COM | 585055106 | 7141 | 185324 | SH | SOLE |
| MERCK & CO INC NEW | COM | 58933Y105 | 10411 | 295000 | SH | SOLE |
| METHANEX CORP | COM | 59151K108 | 50119 | 1595998 | SH | SOLE |
| MGM RESORTS INTERNATIONAL | COM | 552953101 | 5590 | 423150 | SH | SOLE |
| MI DEVS INC | CL A SUB VTG | 55304X104 | 16081 | 526880 | SH | SOLE |
| MICRON TECHNOLOGY INC | COM | 595112103 | 9853 | 1317241 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 274 | 10575 | SH | DEFINED |
| MICROSOFT CORP | COM | 594918104 | 222 | 8552 | SH | DEFINED 1 |
| MICROSOFT CORP | COM | 594918104 | 5979 | 229800 | SH | SOLE |
| MONSANTO CO NEW | COM | 61166W101 | 5440 | 75000 | SH | SOLE |
| MOTOROLA SOLUTIONS INC | COM NEW | 620076307 | 318 | 6915 | SH | SOLE |
| MYLAN INC | COM | 628530107 | 6799 | 276558 | SH | SOLE |
| NANOSPHERE INC | COM | 63009F105 | 80 | 44430 | SH | DEFINED 1 |
| NASDAQ OMX GROUP INC | COM | 631103108 | 888 | 35090 | SH | SOLE |
| NETAPP INC | COM | 64110D104 | 7998 | 151540 | SH | SOLE |
| NEUSTAR INC | CL A | 64126X201 | 493 | 18800 | SH | DEFINED 1 |
| NEUSTAR INC | CL A | 64126X201 | 57080 | 2178627 | SH | SOLE |
| NEVSUN RES LTD | COM | 64156L101 | 303 | 50000 | SH | SOLE |
| NEWMONT MINING CORP | COM | 651639106 | 2397 | 44400 | SH | DEFINED 1 |
| NEWMONT MINING CORP | COM | 651639106 | 19929 | 369262 | SH | SOLE |
| NEXEN INC | COM | 65334H102 | 36821 | 1633141 | SH | SOLE |
| NIKE INC | CL B | 654106103 | 1858 | 20650 | SH | SOLE |
| NISOURCE INC | COM | 65473P105 | 6075 | 300000 | SH | SOLE |
| NOKIA CORP | SPONSORED ADR | 654902204 | 77 | 12000 | SH | DEFINED |
| NOKIA CORP | SPONSORED ADR | 654902204 | 4652 | 724640 | SH | SOLE |
| NORDSTROM INC | COM | 655664100 | 469 | 10000 | SH | SOLE |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 219 | 2930 | SH | DEFINED |
| NORTHERN DYNASTY MINERALS LT | COM NEW | 66510M204 | 4065 | 400000 | SH | SOLE |
| NORTHGATE MINERALS CORP | COM | 666416102 | 3726 | 1437000 | SH | SOLE |
| NUCOR CORP | COM | 670346105 | 310 | 7500 | SH | DEFINED 1 |
| NVIDIA CORP | COM | 67066G104 | 943 | 59200 | SH | SOLE |
| OFFICE DEPOT INC | COM | 676220106 | 1381 | 327148 | SH | SOLE |
| OIL STS INTL INC | COM | 678026105 | 3004 | 37600 | SH | SOLE |
| OIL SVC HOLDRS TR | DEPOSTRY RCPT | 678002106 | 17611 | 115700 | SH | DEFINED 1 |
| OPEN TEXT CORP | COM | 683715106 | 2834 | 44200 | SH | SOLE |
| ORACLE CORP | COM | 68389X105 | 10442 | 317260 | SH | SOLE |
| PAETEC HOLDING CORP | COM | 695459107 | 4005 | 836205 | SH | SOLE |
| PAN AMERICAN SILVER CORP | COM | 697900108 | 391 | 12615 | SH | SOLE |
| PAYCHEX INC | COM | 704326107 | 6144 | 200000 | SH | SOLE |
| PENGROWTH ENERGY CORP | COM | 70706P104 | 3774 | 299500 | SH | SOLE |
| PENN WEST PETE LTD NEW | COM | 707887105 | 32314 | 1399129 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 15319 | 217500 | SH | SOLE |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR | 71654V408 | 13032 | 385270 | SH | DEFINED 1 |

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|------------------------------|----------------|-----------|---------|----------|----|-----------|
| PFIZER INC | COM | 717081103 | 384 | 18650 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 23436 | 1137651 | SH | SOLE |
| PHILIP MORRIS INTL INC | COM | 718172109 | 325 | 4878 | SH | DEFINED |
| PIMCO ETF TR | INV GRD CRP BD | 72201R817 | 339 | 3415 | SH | DEFINED 1 |
| PIMCO INCOME STRATEGY FUND | COM | 72201H108 | 452 | 35000 | SH | DEFINED 1 |
| POLYMET MINING CORP | COM | 731916102 | 1657 | 1011250 | SH | SOLE |
| POTASH CORP SASK INC | COM | 73755L107 | 307 | 5392 | SH | DEFINED 1 |
| POTASH CORP SASK INC | COM | 73755L107 | 114760 | 2009007 | SH | SOLE |
| POWERSHARES DB CMDTY IDX TRA | UNIT BEN INT | 73935S105 | 3672 | 126801 | SH | DEFINED |
| POWERSHARES INDIA ETF TR | INDIA PORT | 73935L100 | 18228 | 777000 | SH | SOLE |
| POWERSHARES QQQ TRUST | UNIT SER 1 | 73935A104 | 43586 | 764000 | SH | DEFINED 1 |
| PRE PAID LEGAL SVCS INC | COM | 740065107 | 10512 | 158100 | SH | SOLE |
| PROCTER & GAMBLE CO | COM | 742718109 | 427 | 6727 | SH | DEFINED 1 |
| PROCTER & GAMBLE CO | COM | 742718109 | 35778 | 562800 | SH | SOLE |
| PROGRESSIVE WASTE SOLUTIONS | COM | 74339G101 | 22908 | 920000 | SH | SOLE |
| PROVIDENT ENERGY LTD NEW | COM | 74386V100 | 10593 | 1185000 | SH | SOLE |
| PRUDENTIAL FINL INC | COM | 744320102 | 511 | 8030 | SH | SOLE |
| QLOGIC CORP | COM | 747277101 | 1592 | 100000 | SH | SOLE |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 2959 | 50083 | SH | DEFINED 1 |
| RANDGOLD RES LTD | ADR | 752344309 | 6776 | 80615 | SH | SOLE |
| RENTECH INC | COM | 760112102 | 64 | 60000 | SH | DEFINED 1 |
| RESEARCH IN MOTION LTD | COM | 760975102 | 329 | 11433 | SH | DEFINED |
| RESEARCH IN MOTION LTD | COM | 760975102 | 34505 | 1184753 | SH | SOLE |
| RF MICRODEVICES INC | COM | 749941100 | 122 | 20000 | SH | DEFINED |
| RIO TINTO PLC | SPONSORED ADR | 767204100 | 6567 | 90800 | SH | DEFINED 1 |
| RIO TINTO PLC | SPONSORED ADR | 767204100 | 2314 | 32000 | SH | SOLE |
| RITCHIE BROS AUCTIONEERS | COM | 767744105 | 24375 | 884916 | SH | SOLE |
| ROGERS COMMUNICATIONS INC | CL B | 775109200 | 488717 | 12339405 | SH | SOLE |
| ROSS STORES INC | COM | 778296103 | 2059 | 25700 | SH | SOLE |
| ROYAL BK CDA MONTREAL QUE | COM | 780087102 | 1283 | 22575 | SH | DEFINED 1 |
| ROYAL BK CDA MONTREAL QUE | COM | 780087102 | 2803542 | 49034933 | SH | SOLE |
| ROYAL BK SCOTLAND GROUP PLC | SP ADR L RP PF | 780097788 | 255 | 14000 | SH | DEFINED 1 |
| ROYAL BK SCOTLAND GROUP PLC | SPON ADR SER H | 780097879 | 268 | 12000 | SH | DEFINED 1 |
| SALESFORCE COM INC | COM | 79466L302 | 1237 | 8308 | SH | SOLE |
| SANDISK CORP | COM | 80004C101 | 6601 | 159040 | SH | SOLE |
| SARA LEE CORP | COM | 803111103 | 436 | 22964 | SH | SOLE |
| SBA COMMUNICATIONS CORP | COM | 78388J106 | 22697 | 594280 | SH | SOLE |
| SCHLUMBERGER LTD | COM | 806857108 | 1078 | 12483 | SH | DEFINED |
| SEACHANGE INTL INC | COM | 811699107 | 807 | 74892 | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR | SBI MATERIALS | 81369Y100 | 5749 | 146000 | SH | SOLE |
| SELECT SECTOR SPDR TR | SBI HEALTHCARE | 81369Y209 | 817 | 23000 | SH | SOLE |
| SELECT SECTOR SPDR TR | SBI INT-ENERGY | 81369Y506 | 15620 | 206592 | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR | SBI INT-ENERGY | 81369Y506 | 2463 | 32691 | SH | SOLE |
| SELECT SECTOR SPDR TR | SBI INT-TECH | 81369Y803 | 318 | 12427 | SH | DEFINED 1 |
| SELECT SECTOR SPDR TR | SBI INT-TECH | 81369Y803 | 14289 | 556000 | SH | SOLE |
| SEMGROUP CORP | CL A | 81663A105 | 30236 | 1177881 | SH | SOLE |
| SHAW COMMUNICATIONS INC | CL B CONV | 82028K200 | 261369 | 11460817 | SH | SOLE |
| SILVER WHEATON CORP | COM | 828336107 | 1773 | 53700 | SH | SOLE |
| SIRIUS XM RADIO INC | COM | 82967N108 | 36 | 16500 | SH | DEFINED 1 |
| SONDE RES CORP | COM | 835426107 | 131 | 40500 | SH | SOLE |
| SOUTHERN COPPER CORP | COM | 84265V105 | 39382 | 1154171 | SH | DEFINED 1 |
| SOUTHERN COPPER CORP | COM | 84265V105 | 2137 | 65000 | SH | SOLE |
| SOUTHWEST AIRLS CO | COM | 844741108 | 5264 | 460300 | SH | DEFINED 1 |
| SPDR DOW JONES INDL AVRG ETF | UT SER 1 | 78467X109 | 1080 | 8720 | SH | DEFINED 1 |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 4703 | 32218 | SH | DEFINED |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 5856 | 40117 | SH | DEFINED 1 |
| SPDR INDEX SHS FDS | GLB NAT RESRCE | 78463X541 | 271 | 4540 | SH | DEFINED 1 |
| SPDR S&P 500 ETF TR | TR UNIT | 78462F103 | 10839 | 82139 | SH | DEFINED |
| SPDR S&P 500 ETF TR | TR UNIT | 78462F103 | 44292 | 336017 | SH | DEFINED 1 |
| SPDR SERIES TRUST | BRCLYS YLD ETF | 78464A417 | 858 | 21330 | SH | DEFINED 1 |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 33622 | 6237764 | SH | SOLE |
| ST JUDE MED INC | COM | 790849103 | 3028 | 63511 | SH | SOLE |

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|-------------------------------|------------------|-----------|---------|----------|----|-----------|
| STANLEY BLACK & DECKER INC | COM | 854502101 | 2065 | 28662 | SH | SOLE |
| STAPLES INC | COM | 855030102 | 5056 | 320000 | SH | SOLE |
| STILLWATER MNG CO | COM | 86074Q102 | 264 | 12000 | SH | DEFINED 1 |
| STONE ENERGY CORP | COM | 861642106 | 27423 | 902370 | SH | SOLE |
| SUN LIFE FINL INC | COM | 866796105 | 213 | 7073 | SH | DEFINED 1 |
| SUN LIFE FINL INC | COM | 866796105 | 413633 | 13729532 | SH | SOLE |
| SUNCOR ENERGY INC NEW | COM | 867224107 | 234 | 5984 | SH | DEFINED 1 |
| SUNCOR ENERGY INC NEW | COM | 867224107 | 154380 | 3938111 | SH | SOLE |
| SUNPOWER CORP | COM CL A | 867652109 | 4459 | 230652 | SH | SOLE |
| SUPERVALU INC | COM | 868536103 | 1788 | 189984 | SH | SOLE |
| TAIWAN FD INC | COM | 874036106 | 268 | 14000 | SH | DEFINED 1 |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR | 874039100 | 5135 | 407200 | SH | SOLE |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 7363 | 481886 | SH | SOLE |
| TANZANIAN ROYALTY EXPL CORP | COM | 87600U104 | 1636 | 252000 | SH | SOLE |
| TASEKO MINES LTD | COM | 876511106 | 375 | 75000 | SH | SOLE |
| TATA MTRS LTD | SPONSORED ADR | 876568502 | 7878 | 350000 | SH | SOLE |
| TECH DATA CORP | COM | 878237106 | 20517 | 419663 | SH | SOLE |
| TECK RESOURCES LTD | CL B | 878742204 | 103107 | 2023446 | SH | DEFINED 1 |
| TECK RESOURCES LTD | CL B | 878742204 | 67546 | 1328657 | SH | SOLE |
| TELECOMMUNICATION SYS INC | CL A | 87929J103 | 325 | 67250 | SH | DEFINED 1 |
| TELECOMMUNICATION SYS INC | CL A | 87929J103 | 370 | 76700 | SH | SOLE |
| TELEFONICA S A | SPONSORED ADR | 879382208 | 10265 | 419145 | SH | SOLE |
| TELUS CORP | NON-VTG SHS | 87971M202 | 90514 | 1717383 | SH | SOLE |
| TESORO CORP | COM | 881609101 | 1295 | 58806 | SH | SOLE |
| TEVA PHARMACEUTICAL INDS LTD | ADR | 881624209 | 7381 | 153067 | SH | SOLE |
| THOMSON REUTERS CORP | COM | 884903105 | 40713 | 1084131 | SH | SOLE |
| TIM HORTONS INC | COM | 88706M103 | 19465 | 398575 | SH | SOLE |
| TIME WARNER INC | COM NEW | 887317303 | 209 | 5750 | SH | DEFINED |
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 2161176 | 25481773 | SH | SOLE |
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 284 | 3360 | SH | DEFINED |
| TORONTO DOMINION BK ONT | COM NEW | 891160509 | 13002 | 153149 | SH | DEFINED 1 |
| TRANSALTA CORP | COM | 89346D107 | 322 | 15100 | SH | DEFINED 1 |
| TRANSALTA CORP | COM | 89346D107 | 172652 | 8085443 | SH | SOLE |
| TRANSALTA CORP | COM | 89346D107 | 32030 | 1500000 | SH | SOLE 1 |
| TRANSCANADA CORP | COM | 89353D107 | 274 | 6253 | SH | DEFINED 1 |
| TRANSCANADA CORP | COM | 89353D107 | 631524 | 14378819 | SH | SOLE |
| TRANSCANADA CORP | COM | 89353D107 | 29646 | 675000 | SH | SOLE 1 |
| UNILEVER N V | N Y SHS NEW | 904784709 | 266 | 8100 | SH | DEFINED 1 |
| UR ENERGY INC | COM | 91688R108 | 706 | 439000 | SH | SOLE |
| US ECOLOGY INC | COM | 91732J102 | 281 | 16420 | SH | DEFINED 1 |
| VALE S A | ADR | 91912E105 | 70408 | 2192088 | SH | DEFINED 1 |
| VALEANT PHARMACEUTICALS INTL | COM | 91911K102 | 35418 | 680993 | SH | SOLE |
| VALERO ENERGY CORP NEW | COM | 91913Y100 | 10835 | 423729 | SH | SOLE |
| VANGUARD INDEX FDS | VALUE ETF | 922908744 | 425 | 7600 | SH | DEFINED |
| VANGUARD INDEX FDS | STK MRK ETF | 922908769 | 29220 | 427085 | SH | DEFINED 1 |
| VANGUARD INTL EQUITY INDEX F | MSCI EMR MKT ETF | 922042858 | 5218 | 107341 | SH | DEFINED |
| VANGUARD INTL EQUITY INDEX F | MSCI EMR MKT ETF | 922042858 | 11588 | 238415 | SH | DEFINED 1 |
| VANGUARD INTL EQUITY INDEX F | MSCI PAC ETF | 922042866 | 5793 | 102430 | SH | DEFINED 1 |
| VANGUARD INTL EQUITY INDEX F | MSCI EUROPE ETF | 922042874 | 2909 | 54359 | SH | DEFINED |
| VANGUARD INTL EQUITY INDEX F | MSCI EUROPE ETF | 922042874 | 9509 | 177600 | SH | DEFINED 1 |
| VANGUARD SPECIALIZED PORTFOL | DIV APP ETF | 921908844 | 22089 | 395000 | SH | DEFINED 1 |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 8835 | 237300 | SH | SOLE |
| VISA INC | COM CL A | 92826C839 | 6046 | 74160 | SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 22664 | 426509 | SH | SOLE |
| WALGREEN CO | COM | 931422109 | 1739 | 40960 | SH | SOLE |
| WATERS CORP | COM | 941848103 | 7697 | 80400 | SH | SOLE |
| WELLS FARGO & CO NEW | COM | 949746101 | 15886 | 566126 | SH | SOLE |
| WENDYS ARBYS GROUP INC | COM | 950587105 | 345 | 68000 | SH | DEFINED 1 |
| WET SEAL INC | CL A | 961840105 | 447 | 100000 | SH | DEFINED 1 |
| WHOLE FOODS MKT INC | COM | 966837106 | 3480 | 54838 | SH | SOLE |
| WILEY JOHN & SONS INC | CL B | 968223305 | 10336 | 200000 | SH | DEFINED 1 |
| WISDOMTREE TRUST | INDIA ERNGS FD | 97717W422 | 18114 | 756000 | SH | SOLE |

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|------------------|-----|-----------|-------|---------|----|-----------|
| XILINX INC | COM | 983919101 | 2547 | 69849 | SH | SOLE |
| YAHOO INC | COM | 984332106 | 203 | 13500 | SH | DEFINED 1 |
| YAHOO INC | COM | 984332106 | 3515 | 233690 | SH | SOLE |
| YAMANA GOLD INC | COM | 98462Y100 | 37417 | 3204219 | SH | SOLE |
| ZIMMER HLDGS INC | COM | 98956P102 | 9650 | 152700 | SH | SOLE |