

09 Annual Report



Our
Strategic
Priorities

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Our strength is evident

in Scotiabank's solid results for 2009.

Total net income:

\$3,547 million

Return on equity: **16.7%**

Our target range was 16-20% for return on equity.

Earnings per share: **8.5%**

Our earnings per share (diluted) growth target was 7-12%.

Productivity: **53.7%**

Our target was to maintain a productivity ratio of less than 58%.

Tier 1 capital ratio: **10.7%**

Our target was to maintain strong capital ratios.

Scotiabank is one of North America's premier financial institutions and Canada's most international bank. With close to 68,000 employees, Scotiabank Group and its affiliates serve almost 14.6 million customers in some 50 countries around the world, offering a diverse range of products and services, including personal, commercial, corporate and investment banking.

Our goal is to be a leading international financial services company based in Canada.

Three strong business platforms >

\$1,851 million*

> Canadian



Canadian Banking offers a diverse range of financial products and services to retail, small business, commercial and wealth management customers through a multi-channel delivery network across the country.

\$1,315 million*

> International



International Banking provides an array of financial services to Scotiabank's retail and commercial banking customers in more than 40 countries across the Caribbean and Central America, Mexico, Latin America and Asia.

\$1,451 million*

> Scotia Capital



Scotia Capital is the wholesale banking arm of the Scotiabank Group, offering a wide variety of products to corporate, government and institutional clients. It provides full-service coverage across the NAFTA region, and also serves selected niche markets globally through two divisions, Global Capital Markets and Global Corporate and Investment Banking.

* 2009 net income by business line

Scotiabank was the only Canadian bank to be identified as one of the world's 10 most stable banks during the worst months of the financial crisis.



Rick Waugh

President and
Chief Executive Officer

Sabi Marwah

Vice-Chairman and
Chief Operating Officer

Message from Rick Waugh, President & Chief Executive Officer

Dear Shareholders,

When I wrote to you in last year's annual report, the world was facing one of the most dramatic shifts in global economic and financial markets in almost 80 years. The crisis continued through 2009 and, while conditions have improved, reactions from governments, regulators, competitors and customers are still taking shape, and the environment remains far from predictable.

Canadian banks have faced some difficulties but, overall, have emerged from this period of crisis as models of strength and stability. Scotiabank was the only Canadian bank to be identified as one of the world's 10 most stable banks during the worst months of the financial crisis by the international consulting firm Oliver Wyman in its annual shareholder performance index ranking of global financial institutions.

Strategic priorities and progress

We remain confident that Scotiabank will continue to grow and succeed, even as challenges remain: first, because we have an amazing team that is committed to working together to provide our customers with expert advice and service; second, because we are building on a solid foundation of key strengths, including a strong capital base, and excellent risk and expense management skills; third, because of our diversified business lines, products and locations; and finally, because we have a clear focus on our strategy and where we need to direct our efforts.

Our strategic focus – and the theme of this annual report – is built around five key priorities that will guide our actions as we move forward over the next several

years. They will serve as a roadmap to help us navigate through the new landscape in which we are now operating.

The first three priorities – sustainable revenue growth, capital management and leadership – have been pillars of our strategy for several years. In 2009, we added two more

We are building on a solid foundation of key strengths, including a strong capital base, and excellent risk and expense management skills.

priorities to better reflect the current environment: prudent risk management and appetite, and efficiency and expense management. These concepts are not new to Scotiabank's culture and, in fact, we consider them traditional key strengths. They have played a critical role in our success and, given the ongoing market uncertainty, they deserve a prominent place in our strategic framework.

Sustainable revenue growth:

Driving higher sustainable revenue growth through both organic initiatives and acquisitions remains a top priority. In Canada and internationally, we continued to expand the range of solutions we offer to our customers and look for new and better ways to advise and serve them.

Increasingly, all of our business lines are working together with Global Transaction Banking to provide a broad

range of deposit, cash management and trade finance services to our global clients.

Acquisitions, mergers and alliances remain key components of our revenue growth strategy in all business lines. This year, we leveraged our recent acquisition of E*TRADE Canada, and began consolidating all of our Canadian

direct investing businesses under the Scotia iTRADE brand to strengthen our market presence. We also made a strategic investment in CI Financial and increased our investment in Thanachart Bank in Thailand.

Capital management: Capital management also remains a critical priority: we need a strong capital foundation to run our businesses, fund our growth initiatives and cushion our risks. Our capital management process must address the challenges we are facing while allowing us to take advantage of available growth opportunities – and also meet increasing regulatory demands and changes, including new International Financial Reporting Standards (IFRS).

During the year, we continued to use our capital wisely by selectively growing our businesses while carefully evaluating risks and returns. We are

Message from Rick Waugh, President & Chief Executive Officer cont'd

increasingly focused on investing in technology that can be used to provide multiple solutions across channels, maximizing our return on capital invested.

Leadership: Scotiabank's continued success depends upon having the right leaders to execute our strategy – today and in the future. This is why leadership development remains one of our strategic priorities.

Identifying and developing our leaders was something we paid particular attention to during 2009. We introduced global talent management technology to complement our sourcing, talent identification, succession and development planning processes. With our strategy of diversification across geographies, product lines and three strong growth platforms, we are uniquely positioned

to draw our leaders from around the world and provide them with a broad variety of development opportunities.

Prudent risk management and appetite: In response to the economic and market challenges, the Bank has done several things to strengthen and reinforce the importance of our risk management systems. Fortunately, our starting point was an already strong, robust and effective risk management framework; however, given the current business climate, we believed it was prudent to fortify and evolve it further.

First, we have more clearly defined and articulated a risk appetite framework for the Bank, which links our risk-taking activities with the Bank's strategy and with our stakeholders' expectations. The bottom line is that everyone at Scotiabank is responsible for risk

management, from the customer service representative at the neighbourhood branch to me – and it all starts with making sure we know our customers very well.

Second, we significantly expanded our stress testing program to include extensive enterprise-wide stress tests, as well as targeted testing to assess specific issues in portfolios and business units.

And we made several key changes to our risk leadership team to demonstrate our commitment to these issues and take a much more integrated approach to enterprise-wide risk management.

Efficiency and expense management: Scotiabank's expense management focus has long been a traditional strength and competitive advantage, but one that we realize we

2010 Objectives



Financial

- Return on equity of 16-20%
- Diluted earnings per share growth of 7-12%
- Long-term shareholder value through increases in dividends and stock price appreciation



People

- High levels of employee satisfaction and engagement
- Diversity of workforce
- Collaboration



Customer

- High levels of customer satisfaction and loyalty
- Deeper relationships with existing customers
- New customer acquisition



Operational

- Productivity ratio of <58%
- Strong practices in corporate governance and compliance processes
- Strong capital ratios
- Corporate social responsibility and strong community involvement

cannot take for granted. Each of our business lines is spearheading efficiency initiatives, and we are beginning an all-Bank organizational effectiveness review that will deliver long-term benefits and help us to share best practices across the organization.

During the past year, for example, we invested in new technology for our Canadian retail branch network that will significantly improve service quality. We also invested in our mortgage processing platform to improve service to mortgage clients, and created a fraud management office that will help us better understand and manage this growing challenge – and protect customer and shareholder interests.

Our efforts to conserve paper, energy and other resources are helping us to reduce costs, minimize our impact on the environment and meet our corporate social responsibility targets. For example, to date, we have converted 1.3 million accounts to paperless banking, which saves more than \$4.2 million annually.

Scotiabank was proud to be identified as one of Canada's 50 most socially responsible corporations for 2009 by Jantzi Research and *Maclean's* magazine. The current business environment has reinforced our belief that we must continue to operate in a sustainable way, and that we add value for our stakeholders by continuing to incorporate the principles of corporate social responsibility into our operations.

Collaboration: One Team, One Goal

Over the next few years, the changing environment will require us to think differently about our businesses and how we work. We are taking our "One

Team, One Goal" philosophy to a new level by placing a more formal emphasis on collaboration across the Bank – on sharing our global experience and expertise for greater alignment, agility and efficiency.

Scotiabank's strong foundation, clearly defined strategies and priorities, and great team of people will ensure continued growth and success for our Bank and all of our stakeholders.

Our ongoing success in these challenging times is testimony to the continued efforts of close to 68,000 employees worldwide. We are proud that, in this difficult environment, overall employee satisfaction remains high – 86%, unchanged from last year – as measured by our annual internal survey, ViewPoint. Scotiabank continues to be recognized as an employer of choice, in Canada and around the world. For the fifth consecutive year, the Bank was named one of Canada's 50 best employers by *The Globe and Mail Report on Business Magazine*.

As always, our corporate efforts to support the communities we serve are reinforced by the volunteer work done by our employees, who play an invaluable role as Scotiabank's ambassadors in their local communities.

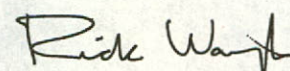
Confidence remains

The fallout from the credit crisis continues to unfold. While it is difficult to predict its ultimate impact, we

believe that our five strategic priorities, strong profitability and capital are more relevant than ever to our success, and they will continue to guide our plans. We are well situated, relative to many of our global competitors, and we will

thoughtfully invest for the future to build our position as a leading international financial services provider, proudly based in Canada.

We remain cautiously optimistic: the challenges of the last two years have not yet been totally resolved; however, positive action is being taken by governments, regulators, central banks and financial institutions, and growth is slowly being restored to world economies. I would like to thank our loyal customers, who are always top of mind for us. We remain confident that, together, Scotiabank's strong foundation, clearly defined strategies and priorities, and great team of people will ensure continued growth and success for our Bank and all of our stakeholders.



Executive Management Team



Rick Waugh
President and
Chief Executive Officer

Rick has led Scotiabank for the past six years, guiding the Bank to a period of strong performance and consistent growth, and overseeing its evolution into a truly global financial institution.

Rick has served in the Bank's investment, corporate, international and retail banking areas since joining Scotiabank 39 years ago as a branch employee.



**Sarabjit (Sabi)
S. Marwah**
Vice-Chairman and
Chief Operating Officer

Sabi has overall corporate accountability for many of the Bank's administrative functions, including Audit, Finance, Corporate Insurance, General Counsel, Global Transaction Banking, Information Technology & Services, Investments, Real Estate, Scotia Economics, Securities Operations and Shared Services.

Sabi has been with the Bank for 30 years.



Sylvia D. Chrominska
Group Head,
Global Human Resources
and Communications

Sylvia has global responsibility for human resources, corporate communications, government relations, public policy, corporate social responsibility and strategy management of the Scotiabank Group.

Sylvia has been with the Bank for 30 years.



Mike Durland
Group Head, Global Capital
Markets, and Co-Chief
Executive Officer, Scotia Capital

Mike shares primary responsibility for the overall management of Scotia Capital's operations worldwide, with specific responsibility for the Global Capital Markets business.

Mike has been with the Bank for 16 years.



Christopher J. Hodgson
Group Head,
Canadian Banking

Chris is responsible for Canadian personal and commercial banking, including branch banking, personal lending and wealth management.

Chris has been with the Bank for 22 years.



Stephen D. McDonald
Group Head, Global
Corporate and Investment
Banking, and Co-Chief
Executive Officer,
Scotia Capital

Steve shares primary responsibility for the overall management of Scotia Capital's operations worldwide. He is also responsible for Scotia Capital's corporate and investment banking activities on a global basis.

Steve has been with the Bank for 6 years.



Robert H. Pitfield
Group Head, International
Banking

Rob is responsible for all of the Bank's retail and commercial operations outside of Canada.

Rob has been with the Bank for 26 years.



Brian J. Porter
Group Head,
Risk and Treasury

Brian oversees the global management of credit, market and operational risk for the Bank. He is also responsible for the Treasury function and Corporate Development Office.

Brian has been with the Bank for 28 years.

Deborah M. Alexander

Executive
Vice-President,
General Counsel
and Secretary



Deborah oversees the Bank's legal and corporate secretary functions.

Deborah has been with the Bank for 7 years.

Alberta G. Cefis

Executive
Vice-President &
Head, Global
Transaction Banking



Alberta is leading the evolution of trade services, correspondent banking, cash management, payments, e-commerce and e-banking at Scotiabank, in order to provide global business solutions to multinational, corporate, commercial and small business customers.

Alberta has been with the Bank for 10 years.

Wendy Hannam

Executive
Vice-President,
Sales and Service,
Products and
Marketing, International Banking



Wendy oversees retail banking strategy, channel optimization, sales and service design and execution, and marketing and product management for International Banking.

Wendy has been with the Bank for 26 years.

Stephen Hart

Executive
Vice-President,
Chief Credit Officer



Stephen oversees the global management of credit risk for the Bank, including chairing the key credit committees for Canadian Banking, International Banking and Scotia Capital.

Stephen has been with the Bank for 31 years.

Timothy P. Hayward

Executive
Vice-President and
Chief Administrative
Officer, International Banking



Tim is responsible for finance, systems, operations, and mergers and acquisitions in International Banking.

Tim has been with the Bank for 30 years.

Jeffrey C. Heath

Executive
Vice-President &
Group Treasurer



Jeff is responsible for managing the Scotiabank Group's treasury and investment operations on a global basis, including the Bank's public and private investment portfolios, medium-term and capital funding, and overall asset and liability management.

Jeff has been with the Bank for 24 years.

Robin S. Hibberd

Executive
Vice-President,
Personal Lending &
Insurance, Canada



Robin is responsible for the Bank's Canadian operations in personal lending, mortgages, credit cards and insurance, as well as credit risk management and integrated business solutions.

Robin has been with the Bank for 22 years.

Dieter W. Jentsch

Executive
Vice-President,
Latin America



Dieter is responsible for Scotiabank's Latin American operations and for overseeing the Spanish-speaking countries in the Caribbean and Central America.

Dieter has been with the Bank for 26 years.

Barb Mason

Executive
Vice-President,
Wealth
Management,
Canada



Barb is responsible for Scotiabank's Canadian wealth management franchise.

Barb has been with the Bank for 27 years.

Kim B. McKenzie

Executive
Vice-President,
Information
Technology
and Solutions



Kim is responsible for providing information technology services across the Scotiabank Group.

Kim has been with the Bank for 23 years.

Anne Marie O'Donovan

Executive
Vice-President
and Chief
Administration Officer, Scotia Capital



Anne Marie oversees and co-ordinates the global finance and operations functions for Scotia Capital.

Anne Marie has been with the Bank for 5 years.

S. Jane Rowe

Executive
Vice President,
Special Accounts
Management and
Retail Credit Risk



Jane oversees the strategic global management of special accounts and retail credit risks for the Bank. She is responsible for the continuous monitoring and reporting of these risks and, in co-ordination with the business lines, providing an independent view of special account and retail credit risk exposures across the Scotiabank Group.

Jane has been with the Bank for 22 years.

Luc A. Vanneste

Executive
Vice-President and
Chief Financial Officer



Luc is responsible for the Finance Department, including Investor Relations, Taxation and Strategic Sourcing.

Luc has been with the Bank for 10 years.

Anatol von Hahn

Executive
Vice-President,
Personal and
Commercial Banking,
Canada



Anatol is responsible for strengthening alignment, collaboration and customer focus among retail, small business and commercial banking in Canada.

Anatol has been with the Bank for 25 years.

Message from John Mayberry, Chairman of the Board

Throughout this Bank's long history, we have all worked together to maintain our core values and to balance the interests of all our stakeholders.

It is my privilege to report to you for the first time as the new non-executive Chairman of Scotiabank. Since becoming a member of the Bank's Board of Directors in 1994, I've taken great pride in watching this organization grow and succeed, year after year. And, despite ongoing problems in the global economy, the Bank once again achieved strong results for its shareholders in 2009, as well as for customers, employees and the communities we serve.

In good part, we believe this success can be attributed to Scotiabank's strong culture of accountability, integrity and good corporate governance – not only this past year, but since the Bank's founding in 1832. An organization's culture matters, and employees, executives and directors have a shared responsibility to uphold and protect it. Throughout this Bank's long history, we have all worked together to maintain our core values and to balance the interests of all our stakeholders.

Undoubtedly, insufficient corporate governance policies and procedures contributed to the difficulties some companies experienced during the recent financial crisis. By contrast, we believe that ongoing, active oversight by Scotiabank's Board, working closely with the Bank's executive management team, was a key factor in protecting shareholders during this recent

period of phenomenal, fundamental change in global economies and financial markets.

The Bank is also fortunate to have the leadership of a strong senior executive management team. During the past year, the Board approved several key changes to the team that will provide valuable opportunities for individual development and strengthen the overall leadership of the Bank.

While we are justifiably proud of Scotiabank's longstanding reputation for integrity and accountability, we realize it is a reputation we must continually earn. We constantly review our corporate governance policies and practices, and benchmark them against those of other organizations. We are committed to working with management to ensure our corporate governance framework meets or exceeds the standards and requirements in all the locations worldwide where Scotiabank operates.

On behalf of the Board, I would like to thank the employees of the Scotiabank Group for the many contributions they have made to the Bank's success in 2009. Because of their dedicated efforts, we are confident that this success will continue for many years to come.

John Mayberry



John T. Mayberry

Chairman of the Board

While we are justifiably proud of Scotiabank's longstanding reputation for integrity and accountability, we realize it is a reputation we must continually earn.

Corporate Governance

"Corporate governance" refers to the way in which a company is governed, its processes and policies, and how it deals with the various interests of its many stakeholders, including shareholders, customers, employees and the broader community.

The importance of an effective corporate governance structure and culture was reinforced over the past two years, as companies dealt with the fallout of global economic turbulence. A solid foundation of openness, integrity and accountability has helped Scotiabank weather the storm by building and maintaining strong, enduring relationships with customers and other stakeholders. The Bank has also benefited from a strong history of internal audit and compliance procedures and a comprehensive, well-articulated risk appetite framework.

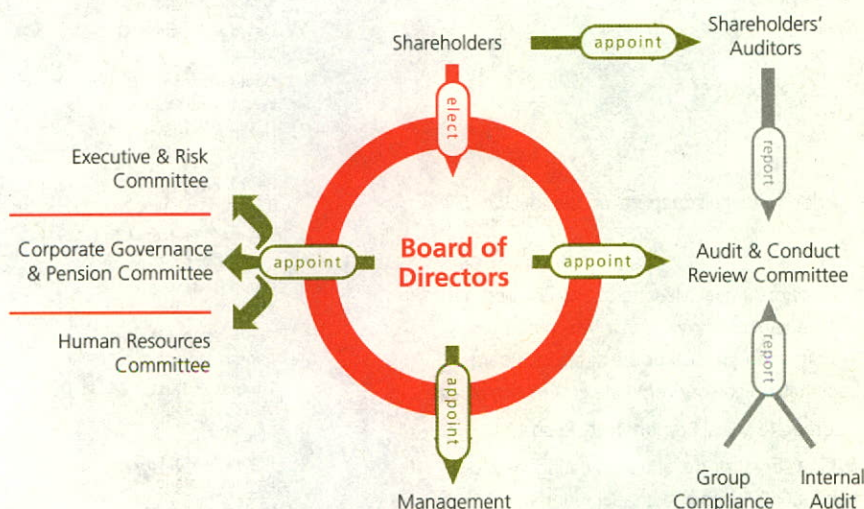
"Corporate governance" refers to the way in which a company is governed, its processes and policies, and how it deals with the various interests of its many stakeholders, including shareholders, customers, employees and the broader community. As a global company with operations in some 50 countries, Scotiabank strives to ensure that its practices and policies meet or exceed all local, Canadian and international standards and requirements, and that the interests of the Bank's diverse stakeholders around the world are represented in a balanced way.

Scotiabank's corporate governance practices and policies do not differ significantly from the corporate governance standards of the New York Stock Exchange (NYSE) for listed companies. They are designed to maintain the independence of the Board of Directors and its ability to effectively supervise management's operation of the Bank.

Accountability for the company's actions and results is shared by all employees, and ultimately rests with the Board of Directors, who represent shareholders' interests. All directors, officers and employees of Scotiabank must annually acknowledge their adherence to the Guidelines for Business Conduct.

The Bank continually looks for ways to strengthen its corporate governance policies and procedures at all levels. Specific responsibility for corporate governance at Scotiabank rests with the Corporate Governance and Pension Committee of the Board, which is composed entirely of independent directors. The committee reviews the Bank's corporate governance policies at least once a year, and any changes it recommends are reviewed and approved by the full Board.

Scotiabank's directors are regional, national and international business and community leaders whose broad experience, individually and collectively, is an invaluable asset. Among other factors, they have been carefully selected for their financial literacy, integrity and demonstrated sound and independent business judgment.



For more information on our Board of Directors, their committees and activities, please see our Management Proxy Circular at www.scotiabank.com.

Board of Directors

Accountability for the company's actions and results is shared by all employees, and ultimately rests with the Board of Directors, who represent shareholders' interests.

Our best practices

- Scotiabank's Board is led by a non-executive chairman.
- 13 of the Bank's current 14 directors are independent.
- The representation of women on the Board stands at 29%.
- The Bank developed a formal Corporate Governance Policy in 2002, which has been enhanced and re-approved each year since. It is reviewed at least annually.
- Shareholders vote for individual directors. Directors receiving more votes "withheld" than "for" in an uncontested election are required to tender their resignation.
- All four of the Board's committees meet independence guidelines in terms of composition.
- The Board conducts an annual review of its performance and that of its committees.
- At each meeting of the Board and Board committees, time is specifically reserved for independent discussion without management present.
- An orientation program is in place for all new directors. They also receive a Corporate Governance Information book, which is updated annually and reissued to all directors. All directors participate in the Board's ongoing education sessions throughout the year.
- All directors, officers and employees of Scotiabank must acknowledge their adherence annually to the Scotiabank Guidelines for Business Conduct. The Bank has also adopted a Financial Reporting Whistleblower Policy.
- Directors are expected to hold Bank common shares and/or Director Deferred Share Units with a value not less than \$450,000, a level that must be reached within five years of joining the Board.
- At the 2010 Annual General Meeting of Shareholders, Scotiabank is putting before shareholders its first "say on pay" resolution.

For more information

Please go to www.scotiabank.com in the About Scotiabank section for detailed reports on the following:

- Corporate Governance Policies.
- Statement of Disclosure Policy and Practices and Mandate of Disclosure Committee.
- Director Independence Standards.
- Members, committees, charters and mandates of the Board of Directors.
- Director Compensation.
- Biographies of our executive management team.
- Notice of Annual Meeting of Shareholders and Management Proxy Circular, which includes information on each of the directors, Board committees and our corporate governance practices.
- Corporate Social Responsibility Report.
- The webcast of the annual meeting, archived annual meetings and annual reports.
- Summary of Significant Corporate Governance Differences.
- Guidelines for Business Conduct.

Honorary Directors*

Lloyd I. Barber, C.C., S.O.M., LL.D., Ph.D.
Regina Beach, Saskatchewan

Bruce R. Birmingham
Oakville, Ontario

E. Kendall Cork
Hillsburgh, Ontario

Sir Graham Day
Hantsport, Nova Scotia

Peter C. Godsoe, O.C.
Toronto, Ontario

M. Keith Goodrich
Lake Forest, Illinois, U.S.A.

The Honourable Henry N.R. Jackman, O.C.
Toronto, Ontario

Pierre J. Jeannot, O.C.
Montreal, Quebec

John J. Jodrey, C.M., D.C.L.
Hantsport, Nova Scotia

Laurent Lemaire
Warwick, Quebec

Gordon F. MacFarlane, O.B.C., LL.D.
Surrey, British Columbia

Gerald J. Maier, O.C.
Calgary, Alberta

Malcolm H.D. McAlpine
London, England

The Honourable Barbara J. McDougall, P.C., O.C.
Toronto, Ontario

Ian McDougall
Lynbrook, New York

William S. McGregor
Edmonton, Alberta

David E. Mitchell, O.C.
Calgary, Alberta

David Morton
Westmount, Quebec

Helen A. Parker
Sidney, British Columbia

Paul J. Phoenix
Burlington, Ontario

Robert L. Pierce, LL.B., C.M., Q.C.
Calgary, Alberta

David H. Race
Toronto, Ontario

Cedric E. Ritchie, O.C.
Toronto, Ontario

Thomas G. Rust, C.M., LL.D.
Vancouver, British Columbia

Arthur Scace, Q.C.
Toronto, Ontario

Isadore Sharp, O.C.
Toronto, Ontario

Gerald W. Schwartz, O.C.
Toronto, Ontario

*Honorary directors do not attend meetings of the Board.



From left to right

1 Ronald A. Brenneman
Mr. Brenneman is Executive Vice Chairman of Suncor Energy Inc. He has been a Scotiabank director since March 28, 2000.

C.J. Chen
Mr. Chen is Counsel to Rajah & Tann LLP, a major Singapore law firm. He has been a Scotiabank director since October 30, 1990.

N. Ashleigh Everett
Ms. Everett is President, Corporate Secretary and a director of Royal Canadian Securities Limited. She has been a Scotiabank director since October 28, 1997.

4 Elizabeth Parr-Johnston, C.M., Ph.D., D.Litt.
Dr. Parr-Johnston is President of Parr-Johnston Economic and Policy Consultants. She has been a Scotiabank director since October 26, 1993.

Alexis E. Rovzar de la Torre
Mr. Rovzar is a Partner of Counsel in the Latin America practice group of White & Case LLP. He has been a Scotiabank director since December 31, 2005.

2 John C. Kerr, C.M., O.B.C., LL.D.
Mr. Kerr is Chairman of Lignum Investments Ltd. He has been a Scotiabank director since March 30, 1999.

The Honourable Michael J.L. Kirby, O.C.
Mr. Kirby is Chairman of the Mental Health Commission of Canada and a corporate director. He has been a Scotiabank director since March 28, 2000.

5 Indira V. Samarasekera, O.C., Ph.D.
Dr. Samarasekera is President and Vice-Chancellor of the University of Alberta. She has been a Scotiabank director since May 26, 2008.

Allan C. Shaw, C.M., LL.D.
Mr. Shaw is Non-Executive Chairman of the Shaw Group Holding Limited. He has been a Scotiabank director since September 30, 1986.

3 John T. Mayberry, C.M.
Mr. Mayberry is Chairman of the Board of the Bank. He has been a Scotiabank director since March 29, 1994.

Thomas C. O'Neill
Mr. O'Neill is a corporate director and the retired Chair of the Board of PwC Consulting. He has been a Scotiabank director since May 26, 2008.

6 Paul D. Sobey
Mr. Sobey is President and Chief Executive Officer of Empire Company Limited. He has been a Scotiabank director since August 31, 1999.

Barbara S. Thomas
Ms. Thomas is a corporate director. She has been a Scotiabank director since September 28, 2004.

Rick Waugh
Mr. Waugh is President and Chief Executive Officer of Scotiabank. He was appointed a Scotiabank director on March 25, 2003. He is also a director of certain international subsidiaries of the Bank.

Diversity by business lines and geography

Scotiabank is committed to being a leading Canadian-based international financial services company. A strategy of diversification – by business line, geography and product – has kept the Bank strong over the long term, and has been a key contributor to its stability during challenging times.

Scotiabank has long been recognized as Canada's most international bank, with a rich heritage that goes back 120 years in the Caribbean, and decades in Asia and Latin America. This global reach, and the Bank's three strong business lines – Canadian Banking, International Banking and Scotia Capital – mean that Scotiabank is well diversified from both earnings and risk perspectives.

Today, we have 2,686 branches and offices worldwide, and an increasing percentage of our earnings are derived outside of Canada. While the number of countries where Scotiabank is represented has not changed dramatically – some 50 countries on six continents – our international presence has been significantly strengthened in recent years through both acquisitions and organic growth.



Canada Founded in 1832, Scotiabank has grown from one small, four-person office in Halifax to a global financial services company operating in some 50 countries. Across Canada, 1,019 branches and offices offer a wide range of personal, commercial, small business, wealth management and wholesale banking services.



U.S. Scotiabank has operated in the United States for more than 100 years. Today, it serves the U.S. through Scotia Capital and Global Transaction Banking, devising and executing tailor-made solutions to today's competitive challenges.



Latin America We've been active in Latin America for some 40 years, and now have sizeable branch networks in many Latin American countries, including Mexico, Chile and Peru, as well as representative offices in Brazil and Venezuela.

2,686 branches worldwide

67,802 employees

- › Scotiabank has a rich history in the Caribbean region: the Bank has had operations in Jamaica since 1889, Puerto Rico since 1910 and the Dominican Republic since 1920.
- › Scotiabank has operations in 11 Asian countries, the largest network of any Canadian bank. We also have Canadian banking's largest network in mainland China.
- › Scotiabank recently became the first Canadian bank to open representative offices in Istanbul, Turkey, and Moscow, Russia.
- › Scotia Capital has built upon its unique NAFTA platform to offer service across the region that is unmatched by most other banks.
- › ScotiaMocatta, the precious metals division of the Scotiabank Group, is a global leader in precious metals trading and finance, with roots dating back to 1671.



Caribbean and Central America

Since opening a branch in Kingston, Jamaica, in 1889, Scotiabank has become a leading bank in the Caribbean and Central America, offering a full range of retail banking services and selected commercial finance services.



Europe and Middle East Through Scotia Capital, Global Transaction Banking and several subsidiaries, Scotiabank provides a broad range of wholesale, trade finance and commercial banking services to corporate, government and institutional clients.



Asia The Bank delivers corporate and investment banking and capital markets services across the region, including precious metals products and services through ScotiaMocatta. We also offer commercial, trade finance and treasury products and provide retail services in select locations.

- Areas in red indicate a full range of corporate, commercial, trade finance or retail services
- Areas with a red dot indicate global corporate and investment banking or capital markets businesses, Scotiabank representative offices or retail operations with less than 10 branches.

North American Locations: Canada, Mexico, United States

Central & South American Locations: Belize, Brazil, Chile, Costa Rica, El Salvador, Guatemala, Guyana, Nicaragua, Panama, Peru, Venezuela

Caribbean Locations: Anguilla, Antigua and Barbuda, Bahamas, Barbados, British Virgin Islands, Cayman Islands, Dominica, Dominican Republic, Grenada, Haiti, Jamaica, Netherlands Antilles and Aruba, Puerto Rico, St. Kitts and Nevis, St. Lucia, St. Maarten, St. Vincent and the Grenadines, Trinidad and Tobago, Turks and Caicos, U.S. Virgin Islands

European & Middle Eastern Locations: Egypt, Ireland, Russia, Turkey, United Arab Emirates, United Kingdom

Asia/Pacific Locations: Australia; China; Hong Kong SAR, People's Republic of China; India; Japan; Korea (Republic of); Malaysia; Singapore; Taiwan; Thailand; Vietnam



Strategic Priorities

As a new landscape emerges, we are guided by our five strategic priorities: sustainable revenue growth, capital management, leadership, prudent risk management and appetite, and efficiency and expense management. On the following pages are some examples of our strategic priorities in action across the Bank in 2009.

Photos

- ¹⁾ Leadership: We are all responsible (from left): Information Technology & Solutions employees Dennis Rutherford, Mark Richardson, Cher Mok and Laura Hugill use a new program to learn more about the Bank's leadership strategy.
- ²⁾ Customers such as Rocio del Pilar Arévalo Charles (shown with her daughter, Rosita) choose Scotiabank for our exceptional service and advice. Rocio has financed both her home and car through Scotiabank Peru.
- ³⁾ Manuel Pino Gilardi (right) is part of Scotiabank's International Associate Program and currently works with Scotiabank in Peru. He is shown here with Scotiabank Peru's Eduardo Gómez de la Torre.

⁺ © 2009 Oliver Wyman. All rights reserved. This information may not be reproduced or redistributed, in whole or in part and Oliver Wyman accepts no liability whatsoever for the actions of third parties in this respect. As measured by Oliver Wyman's Shareholder Performance Index SM (SPI) of the world's 400 largest publicly quoted financial services firms. Best performing financial companies with market value >US\$15 BN (Aug 07 - Dec 08).



Scotiabank Relationship Manager Ian Lubek (left) with Cervelo co-owner Phil White, displaying the bicycle that Carlos Sastre rode to victory in the 2008 Tour de France.

Sustainable Revenue Growth

Advice and service

Sustainable revenue growth comes from our ability to build relationships with our customers, and attract new ones. We do this by providing them with exceptional advice and service.

One-stop shopping – Scotiabank recently enhanced one-stop shopping for its NAFTA clients by launching ScotiaGlobal electronic banking, an Internet-based cash management platform that allows customers to manage their accounts across the three countries.

New technology – Three Caribbean contact centres – in Jamaica, Trinidad and the Dominican Republic – implemented new technology that will help employees in 21 Caribbean countries serve their customers better, in branches, online and over the telephone.



Building energy capability – Scotia Capital's Global Energy Solutions teams in the U.S. and U.K. acquired technology and people from Union Bank of Switzerland (UBS) to build our capabilities and support our objective of being recognized as a global leader in energy.

Exciting new Visa card – We launched the new Scotia Momentum Visa card, which offers customers convenience, worldwide acceptance, and up to 2% cash back from their eligible purchases.

StartRight enhanced – We enhanced the StartRight Program to provide more financial tools and resources that will meet the specialized banking needs of newcomers to Canada – a growing customer segment.

Shopping for precious metals online – ScotiaMocatta, our precious metals division, launched Canada's first full-service online precious metals delivery channel, which makes it easy and convenient for Canadian customers to purchase gold and silver online and have it securely delivered to their home.



Building our insurance business – We expanded our suite of insurance products and services to include a new home and auto insurance program, as well as additional life and health products, and a new, convenient online experience. We also opened a ScotiaLife Financial insurance centre in Mississauga, Ontario.

Improving the customer experience – We have launched an updated Sales and Service 2.0 initiative across 18 English Caribbean countries. This initiative's broad range of technical and operational changes allow us to better meet the changing needs of our customers.

Sales & Service **2.0**

Partnering with our customers: Cervelo – In recent years, road/triathlon bicycles designed and distributed by Canadian-based Cervelo Cycles Inc. have become highly sought after by both serious competitors and weekend enthusiasts. The fastest-growing bicycle company globally credits its relationship with Scotiabank as a key component of its success.

Aerodom – Teamwork and expertise from across the Scotiabank Group, coupled with our deep knowledge of the Latin American market, led to outstanding results in a unique, seven-year, multi-structure financing deal that Scotia Capital co-led for Aerodom, a Mexican company that purchased several airports in the Dominican Republic.

2

Capital Management

Solid base



Strong capital management fuels our growth through both acquisitions and organic initiatives, such as the expansion of our global branch network.

Scotiabank is committed to maintaining a solid capital base to support the risks associated with our diversified businesses, while still providing investors with superior returns.

Scotiabank's approach – We actively manage our capital to support the execution of our business strategies. Our goal is to achieve the lowest cost of capital by managing its mix and by building our base through earnings and selective capital issues.

Return on equity – With an industry-leading return on equity of 16.7%, the Bank has proven its ability to generate substantial returns while maintaining its strong capital position.

Internal capital – During 2009, we generated internal capital of \$1.4 billion. Furthermore, over the last five years, Scotiabank has generated \$8.7 billion of internal capital, while raising dividends by 78%.

Risk and capital – We have strengthened the link between risk and capital through our internal capital adequacy assessment process. Stress testing is a crucial component of assessing our capital adequacy and ensuring the safety and soundness of the Bank.

Shareholder participation – Scotiabank's Shareholder Dividend and Share Purchase Plan allows existing shareholders to reinvest dividends from common and preferred shares and interest from subordinated indebtedness of the Bank, into common shares of the Bank, at a 2% discount to the average market price. By participating in the plan, shareholders can increase their ownership at a reduced cost and without commissions, while providing the Bank with a cost-effective source of capital.

Capital deployment – Disciplined asset growth is also key to capital management. We pursue opportunities to build our businesses, but do so with risk management discipline, ensuring that assets contribute appropriate risk-adjusted returns.

Capital, and how we manage it, is key to our business. It provides safety and soundness for our customers' deposits, and it fuels our growth.

Scotiabank's success depends on having the right leaders to execute our strategy. For this reason, leadership remains one of our strategic priorities. Our leadership strategy continues to build competitive advantage through comprehensive development programs and tools.

Leadership recognition – Scotiabank was named a “Company to Watch” – one of only five companies in a “Special Recognition” category for the 2009 Global Top Companies for Leaders survey, compiled by Hewitt and *Fortune* magazine, and the only Canadian company to be recognized in any category.

Our international platform uniquely positions us to source talent from around the globe. We continue to implement rigorous processes to identify and develop our emerging leaders, wherever we find them:

Talent profiles – In 2009, we implemented global talent management technology, which includes talent profiles. These provide us with a better understanding of the depth and breadth of our global talent pool, and allow us to be more proactive in the development of our emerging leaders.

International Associate Development Program – International Banking has a formal program to develop future leaders of the Bank who will be capable of assuming increasingly senior positions in a variety of international settings.

Across the Bank, we have introduced leadership development programs specific to our business lines and other groups:

Optimizing talent – Scotia Capital is providing tools to help managers optimize available talent and strengthen employee engagement through improved communication and alignment between strategy and employee performance.

“Leadership: We Are All Responsible” – Employees in our Information Technology & Solutions (IT&S) group are using a new interactive learning program that outlines the Bank’s leadership strategy and supporting programs. The program helps establish a consistent understanding of how leadership is defined at Scotiabank and the competencies associated with this key area.

Providing leadership advice – Canadian Banking has established a leadership advisory council to provide their executive team with strategic advice on key topics.

Accelerating development – A Leadership Steering Committee was set up to ensure International Banking’s global leadership strategy is implemented and sustained. Members are senior leaders representing a cross-section of functions, countries and cultures.

Leadership

Competitive
advantage



Optimizing talent at Scotia Capital in New York (from left): Robert Donaldson, Kathryn Kiplinger, Kevin Ray and Diane Emanuel.

4

Prudent Risk Management and Appetite

Experience and good judgment

At Scotiabank, we are known for our robust risk management culture, characterized by a conservative approach and rigorous processes. We make a point of knowing our customers. But at the heart of our strength is experience and good judgment.

Stress testing – Scotiabank made significant progress in making our stress testing programs more robust and comprehensive. Stress testing was conducted at the enterprise level to examine how potentially severe economic conditions would affect the Bank's overall income statement and capital position.

Risk appetite framework – Building upon an already well-defined risk appetite, we developed a comprehensive risk appetite framework based on risk principles, strategic principles, governing financial objectives and risk appetite measures. By integrating these key dimensions in an enterprise-wide framework, our overall approach to governing the Bank's risk-taking activities has been strengthened.

Industry-leading risk management initiative – We launched the FICO® TRIAD® adaptive control system in Peru and Mexico. This global account management solution optimizes profitability and increases diligence in

credit management of the retail lending portfolio at the customer level. We also plan to implement TRIAD in other countries in the region, enhancing information reporting and leading to a greater sharing of best practices.

Specialized situations teams – Scotia Capital has implemented special situations teams in the U.S. (where the largest credit risk issues are expected) to bolster success in workout situations.

New fraud-monitoring tool – Canadian Banking continues to fine-tune its industry-leading best practices for risk management, which have served us well during the recent economic downturn. We implemented a new fraud monitoring tool that dynamically shares data with other financial institutions to further improve our ability to mitigate fraud risk while maintaining access to credit for quality Canadian borrowers.

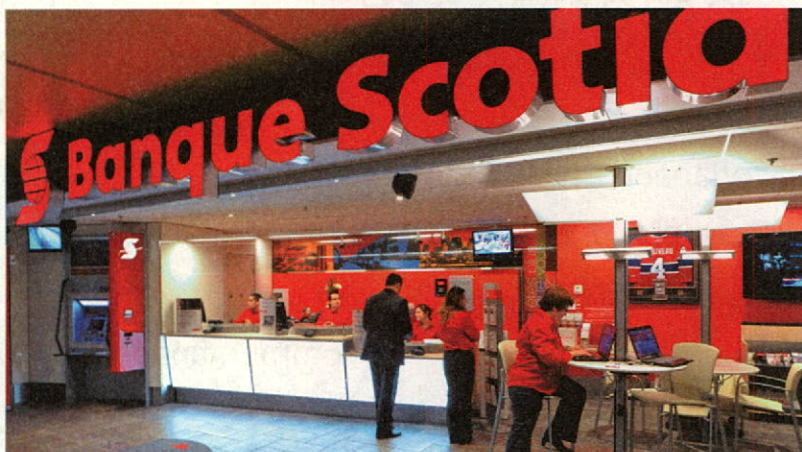
Strong risk leadership – To reflect the Bank's strong commitment to prudent risk management, we made several important changes to our risk leadership team, including elevating our Chief Risk Officer to the broader role of Group Head, Risk & Treasury (Brian Porter); creating a Chief Credit Officer role within the Bank's executive management team (Stephen Hart); and adding a new Executive Vice-President role to oversee retail credit risk and special accounts management (Jane Rowe).



Strong risk leadership is key to the Bank's success. From left, Stephen Hart, Brian Porter and Jane Rowe are joined by Sean McGuckin, Senior Vice-President & Head, Risk Policy & Capital Markets, in a video conference meeting with Alberto Miranda, Senior Vice-President, Credit & Market Risk Management for Mexico.

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Across the Bank, we are introducing new technology and forming specialized teams to increase our effectiveness.



The focus at Metro McGill branch is on convenience, not only for customers in the neighbourhood but for commuters passing through one of Montreal's busiest stations.

Expense management is a traditional strength at Scotiabank – and today, it's more important than ever. While revenue growth is ultimately decided by our customers, expenses are something we can control. Across Scotiabank, we are carefully monitoring our spending and looking for ways to improve productivity by being innovative and doing more with less.

Efficiency
and
Expense
Management

Innovative
culture

Award-winning system

– This year, we rolled out LEAP Retail, a new best-in-class retail Internet banking system servicing customers across 20 countries in the Caribbean region. Its innovative use of technology and a customer-centric approach resulted in the Bank being named "Best Consumer Internet Bank" in Jamaica and the Dominican Republic, as part of the 2009 *Global Finance* World's Best Internet Bank Awards.



Metro McGill branch – We opened a new full-service branch inside the Metro McGill station in the heart of downtown Montreal – an innovative and non-traditional branch concept in a space-conscious environment.

Mexico Transforma – We have invested in a multi-year project to upgrade our banking systems in Mexico to enhance the flexibility, capabilities and operability of our systems to support growth and to drive efficiencies for our operations.

Paperless banking –

Scotiabank has converted 1,300,000 accounts to paperless banking. Besides minimizing the impact to the environment, this initiative is saving the Bank more than \$4.2 million annually.



Centralized group increases productivity –

The establishment of a centralized Credit Analytics Group has led to improved overall productivity and better quality, more consistent work processes in our Canadian Corporate Banking division. The feasibility of expanding this improved operating model during fiscal 2010 is now being evaluated.

New Canadian payroll system – The Bank implemented a much more efficient new payroll system in Canada that will decrease response times and reduce the need for manual processing and the amount of paper generated by the system, thereby supporting Scotiabank's commitment to the environment. As well, it's a global payroll platform that can be extended to some of our international locations, increasing our consistency and cost effectiveness.

Corporate Social Responsibility

Scotiabank defines corporate social responsibility as the way we interact with our stakeholders – our shareholders, customers, employees and communities – to meet our social, economic, environmental and ethical responsibilities.



Scotiabank supports micro-entrepreneurs like Teresa Olmedo (right) with access to credit through its micro-finance programs in Chile. Looking on is Scotiabank Sud Americano's Vivian Shinya.

Some highlights of 2009 achievements:

- **DJSI World:** Scotiabank joined a group of only 11 blue-chip Canadian companies that made the 2009 Dow Jones Sustainability World Index (DJSI World).
- **Environmental Policy:** The Board of Directors approved an updated Environmental Policy, which describes the general policies and principles that we use to manage matters arising from environmental considerations. The policy covers a variety of issues, such as environmental compliance, environmental credit risk, environmental impacts of the Bank's operations and engaging employees on environmental issues.
- **ScotiaGreen site:** We introduced a new internal website designed to help Bank employees reduce the amount of paper used on a day-to-day basis while supporting the Bank's long-term paper reduction goals. The site houses tips, tools and other paper-saving information to help employees reduce their consumption.
- **Canada's Best Diversity Employers:** Scotiabank joined the ranks of Canada's Best Diversity Employers for 2009, ranking among the top 35. In particular, judges highlighted the Bank's programs to support the advancement of women, and recruit a diverse workforce, as well as our employee networking groups, such as ScotiaWomen's Connection.



- **Scotia Aboriginal Network (SAN):** In August, Scotiabank launched the Scotia Aboriginal Network (SAN). This employee resource group, made up of Aboriginal employees and their colleagues, provides an interactive employee forum to help attract and retain Aboriginal people within the Bank.
- **50 Best Employers in Canada:** Scotiabank was named one of Canada's 50 best employers by *The Globe & Mail Report on Business Magazine* for the fifth consecutive year.
- **International Women's Day:** Scotiabank celebrated by hosting local women's groups at our offices in Toronto to represent, share and inform the public about the work they do. We also marked the day in Bahamas, Barbados, Belize, Chile, Costa Rica, Dominican Republic, El Salvador, Jamaica, Mexico and Puerto Rico by supporting local women's organizations and recognizing the important role women play in strengthening their communities.
- **University partnership:** International student exchanges were the focus of a partnership between the Guanghua School of Management at Peking University and the Schulich School of Business at York University. The Scotiabank Scholarships in International Business support a dual degree program for Chinese and Canadian students that align well with our international business objectives, as well as our commitment to support the communities in which our employees live and work.



For more information,
please visit CSR at Scotiabank on www.scotiabank.com

Management's Discussion and Analysis

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Forward-looking statements

Our public communications often include oral or written forward-looking statements. Statements of this type are included in this document, and may be included in other filings with Canadian securities regulators or the U.S. Securities and Exchange Commission, or in other communications. All such statements are made pursuant to the "safe harbour" provisions of the United States Private Securities Litigation Reform Act of 1995 and any applicable Canadian securities legislation. Forward-looking statements may include comments with respect to the Bank's objectives, strategies to achieve those objectives, expected financial results (including those in the area of risk management), and the outlook for the Bank's businesses and for the Canadian, United States and global economies. Such statements are typically identified by words or phrases such as "believe," "expect," "anticipate," "intent," "estimate," "plan," "may increase," "may fluctuate," and similar expressions of future or conditional verbs, such as "will," "should," "would" and "could."

By their very nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, and the risk that predictions and other forward-looking statements will not prove to be accurate. Do not unduly rely on forward-looking statements, as a number of important factors, many of which are beyond our control, could cause actual results to differ materially from the estimates and intentions expressed in such forward-looking statements. These factors include, but are not limited to: the economic and financial conditions in Canada and globally; fluctuations in interest rates and currency values; liquidity; significant market volatility and interruptions; the failure of third parties to comply with their obligations to us and our affiliates; the effect of changes in

monetary policy; legislative and regulatory developments in Canada and elsewhere, including changes in tax laws; the effect of changes to our credit ratings; amendments to, and interpretations of, risk-based capital guidelines and reporting instructions and liquidity regulatory guidance; operational and reputational risks; the risk that the Bank's risk management models may not take into account all relevant factors; the accuracy and completeness of information the Bank receives on customers and counterparties; the timely development and introduction of new products and services in receptive markets; the Bank's ability to expand existing distribution channels and to develop and realize revenues from new distribution channels; the Bank's ability to complete and integrate acquisitions and its other growth strategies; changes in accounting policies and methods the Bank uses to report its financial condition and the results of its operations, including uncertainties associated with critical accounting assumptions and estimates; the effect of applying future accounting changes; global capital markets activity; the Bank's ability to attract and retain key executives; reliance on third parties to provide components of the Bank's business infrastructure; unexpected changes in consumer spending and saving habits; technological developments; fraud by internal or external parties, including the use of new technologies in unprecedented ways to defraud the Bank or its customers; consolidation in the Canadian financial services sector; competition, both from new entrants and established competitors; judicial and regulatory proceedings; acts of God, such as earthquakes and hurricanes; the possible impact of international conflicts and other developments, including terrorist acts and war on terrorism; the effects of disease or illness on local, national or international

economies; disruptions to public infrastructure, including transportation, communication, power and water; and the Bank's anticipation of and success in managing the risks implied by the foregoing. A substantial amount of the Bank's business involves making loans or otherwise committing resources to specific companies, industries or countries. Unforeseen events affecting such borrowers, industries or countries could have a material adverse effect on the Bank's financial results, businesses, financial condition or liquidity. These and other factors may cause the Bank's actual performance to differ materially from that contemplated by forward-looking statements. For more information, see the discussion starting on page 62 of the Bank's 2009 Annual Report.

The preceding list of important factors is not exhaustive. When relying on forward-looking statements to make decisions with respect to the Bank and its securities, investors and others should carefully consider the preceding factors, other uncertainties and potential events. The Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by or on its behalf.

The "Outlook" sections in this document are based on the Bank's views and the actual outcome is uncertain. Readers should consider the above-noted factors when reviewing these sections.

Additional information relating to the Bank, including the Bank's Annual Information Form, can be located on the SEDAR website at www.sedar.com and on the EDGAR section of the SEC's website at www.sec.gov

December 8, 2009

As at and for the years ended October 31	2009	2008	2007	2006	2005
Operating results (\$ millions)					
Net interest income	8,328	7,574	7,098	6,408	5,871
Net interest income (TEB ⁽¹⁾)	8,616	7,990	7,629	6,848	6,197
Total revenue	14,457	11,876	12,490	11,208	10,400
Total revenue (TEB ⁽¹⁾)	14,745	12,292	13,021	11,648	10,726
Provision for credit losses	1,744	630	270	216	230
Non-interest expenses	7,919	7,296	6,994	6,443	6,043
Provision for income taxes	1,133	691	1,063	872	847
Provision for income taxes (TEB ⁽¹⁾)	1,421	1,107	1,594	1,312	1,173
Net income	3,547	3,140	4,045	3,579	3,209
Net income available to common shareholders	3,361	3,033	3,994	3,549	3,184
Operating performance					
Basic earnings per share (\$)	3.32	3.07	4.04	3.59	3.19
Diluted earnings per share (\$)	3.31	3.05	4.01	3.55	3.15
Return on equity ⁽¹⁾ (%)	16.7	16.7	22.0	22.1	20.9
Productivity ratio (%) (TEB ⁽¹⁾)	53.7	59.4	53.7	55.3	56.3
Net interest margin on total average assets (%) (TEB ⁽¹⁾)	1.68	1.75	1.89	1.95	2.00
Balance sheet information (\$ millions)					
Cash resources and securities	160,572	125,353	118,030	118,878	93,964
Loans and acceptances	275,885	300,649	238,685	212,329	178,003
Total assets	496,516	507,625	411,510	379,006	314,025
Deposits	350,419	346,580	288,458	263,914	217,445
Preferred shares	3,710	2,860	1,635	600	600
Common shareholders' equity	21,062	18,782	17,169	16,947	15,482
Assets under administration	215,097	203,147	195,095	191,869	171,392
Assets under management	41,602	36,745	31,403	27,843	26,630
Capital measures⁽²⁾					
Tier 1 capital ratio (%)	10.7	9.3	9.3	10.2	11.1
Total capital ratio (%)	12.9	11.1	10.5	11.7	13.2
Common equity to risk-weighted assets (%)	9.7	8.3	7.8	8.8	9.7
Tangible common equity to risk-weighted assets ⁽¹⁾⁽³⁾ (%)	8.2	6.6	7.4	8.3	9.3
Risk-weighted assets (\$ millions)	221,656	250,591	218,337	197,010	162,799
Credit quality					
Net impaired loans ⁽⁴⁾ (\$ millions)	2,563	1,191	601	570	681
General allowance for credit losses (\$ millions)	1,450	1,323	1,298	1,307	1,330
Sectoral allowance (\$ millions)	44	—	—	—	—
Net impaired loans as a % of loans and acceptances ⁽²⁾	0.93	0.40	0.25	0.27	0.38
Specific provision for credit losses as a % of average loans and acceptances	0.54	0.24	0.13	0.14	0.16
Common share information					
Share price (\$)					
High	49.19	54.00	54.73	49.80	44.22
Low	23.99	35.25	46.70	41.55	36.41
Close	45.25	40.19	53.48	49.30	42.99
Shares outstanding (millions)					
Average – Basic	1,013	987	989	988	998
Average – Diluted	1,016	993	997	1,001	1,012
End of period	1,025	992	984	990	990
Dividends per share (\$)	1.96	1.92	1.74	1.50	1.32
Dividend yield (%) ⁽⁵⁾	5.4	4.3	3.4	3.3	3.3
Market capitalization (\$ millions)	46,379	39,865	52,612	48,783	42,568
Book value per common share (\$)	20.55	18.94	17.45	17.13	15.64
Market value to book value multiple	2.2	2.1	3.1	2.9	2.7
Price to earnings multiple	13.6	13.1	13.2	13.7	13.5
Other information					
Employees	67,802	69,049	58,113	54,199	46,631
Branches and offices	2,686	2,672	2,331	2,191	1,959

(1) Non-GAAP measure. Refer to the non-GAAP measures on page 27.

(2) Effective November 1, 2007, regulatory capital, risk weighted assets and capital ratios are determined in accordance with Basel II rules. Comparative amounts for prior periods are determined in accordance with Basel I rules.

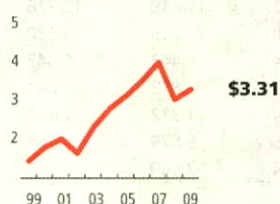
(3) Certain comparative amounts have been restated to reflect a new definition of tangible common equity. Refer to non-GAAP measures on page 27.

(4) Net impaired loans are impaired loans less the specific allowance for credit losses.

(5) Based on the average of the high and low common share price for the year.

MD&A Overview

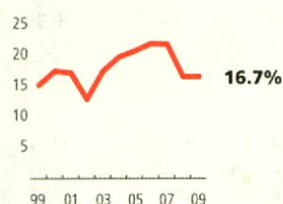
C1 Earnings per share (diluted)



C2 Common share price



C3 Return on equity



Financial results

Scotiabank's net income in 2009 was \$3,547 million, an increase of \$407 million or 13% from last year. Earnings per share (diluted) were \$3.31 versus \$3.05 in 2008. Return on equity was 16.7%, as shown in Chart 3.

The Bank's earnings continued to be affected by the volatility in global financial markets and weakness in global credit quality. Notwithstanding the challenges, each of the Bank's three business lines had record earnings in 2009.

Total revenues were \$14,745 million (on a taxable equivalent basis), a strong increase of \$2,453 million or 20% from 2008. Net interest income (TEB) increased \$626 million or 8% in 2009 primarily from the favourable change in fair value of financial instruments used for asset/liability management and the positive impact of foreign currency translation. Also contributing to the increase was strong asset growth across all divisions, acquisitions and wider spreads in the corporate loan portfolio. Partially offsetting was an increase in liquidity costs and a decline in tax-exempt dividends.

Other income was a record \$6,129 million in 2009, up \$1,827 million or 42% from last year. The increase reflects the significant charges taken in 2008 and the positive impact of foreign currency translation, which were partly offset by valuation adjustments taken in 2009. There were record trading revenues in Scotia Capital, and higher revenues from credit fees, underwriting, securitization and acquisitions. Partially offsetting, retail brokerage fee revenues were weaker, reflecting a slow down in customer activity.

Non-interest expenses rose 9% over last year, including a negative impact from foreign currency translation. The increase was driven primarily by acquisitions and expenditures to support business growth as well as

higher performance based compensation. The productivity ratio of 53.7% was an improvement from last year's 59.4%.

The provision for credit losses was \$1,744 million, a significant increase of \$1,114 million from last year, driven primarily by global economic conditions. Higher provisions were evenly distributed across all business lines. In addition, the general allowance was increased, and a sectoral allowance was established to reflect the deterioration in the automotive industry sector.

The overall tax rate was 23.6% in 2009 up from 17.5% last year due largely to lower tax-exempt dividends and higher adjustments to future tax assets.

The Bank's capital position remains strong with increases in internally generated capital, and proactive issuance of capital, particularly preferred shares and subordinated debentures. The Tier 1 capital ratio, at 10.7%, and Total capital ratio at 12.9% remained well above the regulatory minimums and strong by international standards.

Items of note

The Bank incurred charges of \$586 million (\$400 million after-tax) in 2009 or approximately \$0.39 per share as shown in Table 2. This compares to charges of \$1,221 million (\$822 million after-tax) last year. The charges this year were from valuation adjustments while the charges in 2008 included valuation adjustments, trading counterparty losses and mark-to-market losses relating to interest rate derivatives used for asset/liability management (ALM) hedging.

In 2008, many of the Bank's structured credit investments required valuation adjustments to writedown to fair value, with a resultant charge to the income statement.

There was a relatively small negative net valuation adjustment of \$11 million in 2009 on collateralized debt and loan obligations (CDOs/CLOs). Writedowns of available-for-sale (AFS) securities were \$575 million (\$392 million after-tax) in 2009, as a result of the ongoing weakness in the economy and the decline in equity and bond markets.

Outlook

The global economy is transitioning from recession to recovery, although the return to positive growth is far from robust and highly uneven among countries, regions, and sectors. Many of the large developed nations are recording modest to moderate growth.

A number of positive factors should continue to support a gradual

strengthening of global growth including government incentives to stimulate the economy, very low borrowing costs, a rebound in commodities and emerging markets and a gradual revival in consumer demand.

Given this economic backdrop, the Bank expects continued growth in 2010 with solid contributions from each of its business lines.

Shareholder returns

The Bank delivered a strong total shareholder return of 18.8% in 2009, as shown in Table 3.

The compound annual return on the Bank's shares over the past five years averaged 7% and 14% over the past 10 years. This exceeded the compound

annual return of the S&P/TSX Composite Index of 6% over the past 10 years, as shown in Chart 4. The Bank remains focused on achieving sustainable, long-term earnings growth and a high return on equity.

The Bank maintained its quarterly dividend in 2009. For the year, dividends per share totaled \$1.96, an increase of 2% from 2008.

The Bank's ROE was 16.7%. The 2009 ROE was negatively impacted by changes in accounting policy adopted during the year. Certain debt securities were reclassified to loans and carried at amortized cost. As a result, the Bank recorded a net increase of \$595 million to accumulated other comprehensive income. The net impact on ROE as a result of this change was a decrease of

T2 Items of note

For the years ended October 31
(\$ millions, except EPS)

	2009		2008	
	Pre-tax	After-tax	Pre-tax	After-tax
Valuation adjustments				
CDOs/CLOs	\$ (11)	\$ (8)	\$ (516)	\$ (342)
SIVs/ABCP	-	-	(107)	(72)
Other AFS securities	(575)	(392)	(217)	(150)
Trading counterparty losses				
Lehman Brothers	-	-	(171)	(117)
Other	-	-	(48)	(32)
ALM hedging	-	-	(162)	(109)
	<u>\$ (586)</u>	<u>\$ (400)</u>	<u>\$ (1,221)</u>	<u>\$ (822)</u>
EPS impact		<u>\$ (0.39)</u>		<u>\$ (0.82)</u>
By Business Line:				
International Banking	\$ (65)	\$ (36)	\$ (147)	\$ (128)
Scotia Capital	(62)	(46)	(632)	(382)
Other	(459)	(318)	(442)	(312)
Total	<u>\$ (586)</u>	<u>\$ (400)</u>	<u>\$ (1,221)</u>	<u>\$ (822)</u>
By Income Statement Line:				
Securities gains/(losses)	\$ (595)		\$ (783)	
Trading revenues	-		(219)	
Net interest income	-		(162)	
Other income/Other	9		(57)	
Total	<u>\$ (586)</u>		<u>\$ (1,221)</u>	

C4 Return to common shareholders

share price appreciation plus dividends reinvested, 1999 = 100



approximately 50 basis points.

Impact of foreign currency translation

The movement in whole year foreign currency average exchange rates had a positive impact on the Bank's earnings in 2009. On average, the Canadian dollar depreciated 12% relative to the U.S. dollar, 9% against the Peruvian sol and against many other currencies in which the Bank conducts its business. The Canadian dollar strengthened

against the Mexican peso (11%) and the Jamaican dollar. Changes in the average exchange rates affected net income, as shown in Table 4.

Impact of acquisitions

The Bank made a number of acquisitions in 2008 and 2009 which contributed to growth in Canada and in its International operations. The impact on selected income statement categories is shown in Table 5.

T3 Total shareholder return

For the years ended October 31

	2009	2008	2007	2006	2005	5-yr CAGR ⁽¹⁾
Closing market price per common share (\$)	45.25	40.19	53.48	49.30	42.99	2.7%
Dividends paid (\$ per share)	1.96	1.92	1.74	1.50	1.32	12.2%
Dividends paid (%)	4.9	3.6	3.5	3.5	3.3	
Increase (decrease) in share price (%)	12.6	(24.9)	8.5	14.7	8.6	
Total annual shareholder return (%) ⁽²⁾	18.8	(21.6)	12.2	18.4	12.1	6.8%

(1) Compound annual growth rate (CAGR)

(2) Total annual shareholder return assumes reinvestment of quarterly dividends, and therefore may not equal the sum of dividend and share price returns in the table.

T4 Impact of foreign currency translation

Average exchange rate	2009	2008	2007
U.S. dollar/Canadian dollar	0.855	0.974	0.909
Mexican peso/Canadian dollar	11.585	10.473	9.968
Impact on income (\$ millions except EPS)	2009 vs. 2008	2008 vs. 2007	2007 vs. 2006
Net interest income	\$ 235	\$ (221)	\$ (119)
Other income	111	(80)	(80)
Non-interest expenses	(55)	146	77
Other items (net of tax)	(84)	51	40
Net income	\$ 207	\$ (104)	\$ (82)
Earnings per share (diluted)	\$ 0.20	\$ (0.10)	\$ (0.08)
Impact by business line (\$ millions)			
International Banking	\$ 82	\$ (83)	\$ (37)
Scotia Capital	\$ 103	\$ (7)	\$ (19)
Canadian Banking	\$ 16	\$ (21)	\$ (4)
Other	\$ 6	\$ 7	\$ (22)

T5 Impact of acquisitions⁽¹⁾

(\$ millions)	2009	2008
Net interest income	\$ 629	\$ 276
Other income	352	99
Non-interest expenses	(455)	(202)
Other items (net of tax)	(210)	(46)
Net income	\$ 316	\$ 127

(1) Includes acquisitions and investments in associated corporations made in 2008 and 2009, excluding funding costs.

Non-GAAP measures

The Bank uses a number of financial measures to assess its performance. Some of these measures are not calculated in accordance with Generally Accepted Accounting Principles (GAAP), are not defined by GAAP and do not have standardized meanings that would ensure consistency and comparability between companies using these measures. These non-GAAP measures are used throughout this report and defined below:

Taxable equivalent basis

The Bank analyzes net interest income and total revenues on a taxable equivalent basis (TEB). This methodology grosses up tax-exempt income earned on certain securities reported in net interest income to an equivalent before tax basis. A corresponding increase is made to the provision for income taxes; hence, there is no impact on net income. Management believes that this basis for measurement provides a uniform comparability of net interest income arising from both taxable and non-taxable sources and facilitates a consistent basis of measurement. While other banks also use TEB, their methodology may not be comparable to the Bank's. The TEB gross-up to net interest income and to the provision for income taxes for 2009 was \$288 million versus \$416 million in the prior year.

For purposes of segmented reporting, a segment's net interest income and provision for income taxes are grossed up by the taxable equivalent amount. The elimination of the TEB gross up is recorded in the "Other" segment.

Productivity ratio (TEB)

Management uses the productivity ratio as a measure of the Bank's efficiency. This ratio represents non-interest expenses as a percentage of total revenue on a taxable equivalent basis.

Net interest margin on total average assets (TEB)

This ratio represents net interest income on a taxable equivalent basis as a percentage of total average assets.

Operating leverage

The Bank defines operating leverage as the rate of growth in total revenue, on a taxable equivalent basis, less the rate of growth in expenses.

Return on equity

Return on equity is a profitability measure that presents the net income available to common shareholders as a percentage of common shareholders' equity. The Bank calculates its return on equity using average common shareholders' equity.

Economic equity and Return on economic equity

For internal reporting purposes, the Bank attributes capital to its business lines based on their risk profile and uses a methodology that considers credit, market, operational and other risks inherent in each business line. The amount of risk capital attributed is commonly referred to as economic equity. Return on equity for the business lines is based on the economic equity attributed.

Tangible common equity to risk-weighted assets

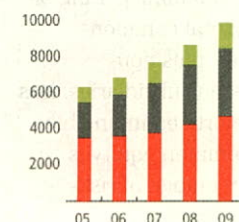
Tangible common equity to risk-weighted assets is an important financial measure for rating agencies and the investing community. Tangible common equity is total common shareholders' equity plus non-controlling interest in subsidiaries, less goodwill and unamortized intangible assets. Tangible common equity is presented as a percentage of risk-weighted assets.

Regulatory capital ratios, such as Tier 1 and Total Capital ratios, have standardized meanings as defined by The Office of the Superintendent of Financial Institutions Canada (OSFI).

Group Financial Performance

C5 Net interest income by business line⁽¹⁾

Taxable equivalent basis, \$ millions

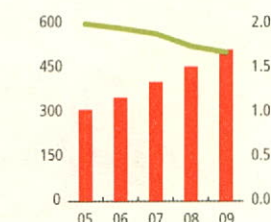


■ Scotia Capital
 ■ International Banking
 ■ Canadian Banking

(1) Excludes Other segment

C6 Average total assets and net interest margin

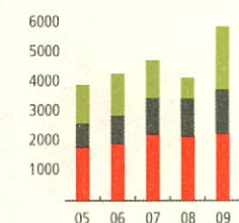
Taxable equivalent basis, \$ millions



■ Average total assets (\$ billions)
 ■ Net interest margin (%)

C7 Other income by business line⁽¹⁾

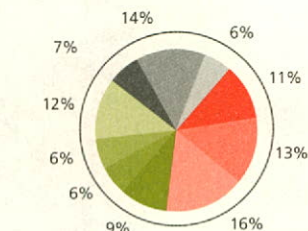
Taxable equivalent basis, \$ millions



■ Scotia Capital
 ■ International Banking
 ■ Canadian Banking

(1) Excludes Other segment

C8 Many sources of other income



■ Card revenues
 ■ Deposit & payment services
 ■ Mutual funds
 ■ Investment management, brokerage & trust
 ■ Credit fees
 ■ Trading revenues
 ■ Underwriting fees & other commissions
 ■ Foreign exchange other than trading
 ■ Securitization revenues
 ■ Other

Total revenue

Total revenue (on a taxable equivalent basis) was \$14,745 million in 2009, a substantial increase of \$2,453 million or 20% from the prior year, including a \$346 million positive impact from foreign currency translation. The increase was primarily from significantly stronger revenues in many categories of other income including trading revenues, credit fees, investment banking revenues and securitization revenues. Interest income rose year over year primarily from the positive impact of changes in fair value of financial instruments used for asset/liability management purposes, the positive impact of foreign currency translation and higher corporate lending spreads.

Canadian Banking revenues grew 9% over last year, primarily in net interest income from volume growth and a slightly wider margin. Other income included revenue growth from the investment in CI Financial.

International Banking revenues rose 14%, about half of which was from acquisitions and a favourable impact of foreign currency translation. Revenues rose in Asia from asset growth, wider spreads and charges due to valuation adjustments in 2008. In the Caribbean, higher volumes were the main contributor.

In Scotia Capital, revenues almost doubled, rising 95% from 2008 with record revenues in fixed income, institutional equity and precious metals operations. There were also strong revenues in foreign exchange. The corporate bank recorded higher revenues due to average loan growth, wider spreads and higher credit fees.

Revenues in the Other segment were lower, due to lower net interest income, partly offset by higher securitization gains.

Net interest income

Net interest income (on a taxable equivalent basis) was \$8,616 million in 2009, up \$626 million or 8% over last year. This increase includes the

positive impact of \$283 million from changes in the fair value of financial instruments used for asset/liability management, \$235 million from foreign currency translation and wider corporate lending spreads, partly offset by lower tax-exempt dividend income of \$128 million. Excluding these items, underlying interest income was up a modest \$69 million or 1%, as higher spreads in most businesses were partly offset by increased liquidity costs and higher interest costs on subordinated debentures.

The growth in average assets of \$58 billion or 13% was mainly in non-earning assets (\$16 billion or 37%), personal lending (\$14 billion or 31%), and business and government lending (\$13 billion or 13%).

Canadian Banking's average assets grew by 10% or \$17 billion, primarily in mortgages and personal credit lines. There was also strong growth in personal auto loans. Growth in average assets also reflected the investment in CI Financial and the acquisition of E*TRADE Canada.

International Banking's average asset growth was \$10 billion or 13%. Growth occurred in both personal and business lending in Peru and the Caribbean, as well as business lending in Asia.

Scotia Capital's average earning assets grew by \$6 billion or 5% compared to last year, primarily in U.S. corporate lending, with more moderate growth in Europe and Canada.

The Bank's net interest margin was 1.68%, down from 1.75% last year. The decline was due primarily to lower tax-exempt dividend income, higher volumes of non-earning assets, higher liquidity costs and interest on subordinated debentures. As well, the lower Canadian interest rate environment resulted in increased customer preference for the lower yielding variable rate mortgages.

These factors were partially offset by a favourable change in the fair value of financial instruments used for asset/liability management purposes, wider spreads in U.S. corporate lending and a wider margin in Canadian

Banking. International Banking's margins improved slightly year over year, particularly in business lending in Asia and in Peru.

Outlook

The Bank's net interest income is expected to increase in 2010, driven by moderate asset growth and a wider margin, which should more than offset any unfavourable impact from a stronger Canadian dollar.

The net interest margin is expected to benefit from wider whole year spreads on Canadian floating rate assets and the corporate lending portfolio.

Other income

Other income was a record \$6,129 million in 2009, a strong increase of \$1,827 million or 42% from 2008, including a positive impact of \$111 million from foreign currency translation. This increase primarily reflected significantly stronger trading revenues, higher credit fees, securitizations and investment banking revenues. Other income in 2009 was reduced by certain valuation adjustments which totaled \$586 million, versus \$1,059 million in 2008 (which included valuation adjustments and a charge related to Lehman Brothers).

Card revenues were a record \$424 million in 2009, an increase of 7% from last year, entirely in membership fees. International card revenues increased by 14% year over year due to the full year impact of the acquisition in Peru, as well as growth throughout the Caribbean.

Revenues from deposit and payment services earned from retail, commercial and corporate customers grew by 5% to \$905 million. Canadian Banking revenues were 4% higher than the previous year and International Banking revenues rose 10%, mainly in Peru and Chile.

Mutual fund fees were a record \$371 million, an increase of 17% from 2008, entirely attributable to the investment in CI Financial. Excluding CI Financial, fees fell from a combination of lower average balances due to market conditions and the shift out of longer term funds which earn higher management fees. In addition, DundeeWealth revenues in 2009 included a writedown on certain debt instruments. Fees in International Banking were flat year over year.

T6 Net interest income and margin⁽¹⁾

(\$ millions, except percentage amounts)

	2009	2008	2007	2006	2005
Average assets	513,149	455,539	403,475	350,709	309,374
Net interest income ⁽¹⁾	8,616	7,990	7,629	6,848	6,197
Net interest margin	1.68%	1.75%	1.89%	1.95%	2.00%

(1) Taxable equivalent basis. Refer to the non-GAAP measures on page 27.

T7 Average balance sheet⁽¹⁾ and interest margin

Taxable equivalent basis ⁽²⁾ For the fiscal years (\$ billions)	2009		2008	
	Average balance	Average rate	Average balance	Average rate
Assets				
Deposits with banks	\$ 37.7	1.28%	\$ 29.2	3.71%
Securities	104.4	4.19	95.9	5.24
Securities purchased under resale agreements	18.4	2.13	19.7	4.00
Loans:				
Residential mortgages	107.6	4.39	108.9	5.50
Personal and credit cards	59.4	7.08	45.2	8.68
Business and government	112.7	4.48	100.0	5.92
	279.7	5.00	254.1	6.23
Total earning assets	440.2	4.37	398.9	5.70
Customers' liability under acceptances	12.0	—	12.2	—
Other assets	60.9	—	44.4	—
Total assets	\$ 513.1	3.75%	\$ 455.5	4.99%
Liabilities and shareholders' equity				
Deposits:				
Personal	\$ 122.5	2.74%	\$ 108.9	3.32%
Business and government	202.8	2.32	182.4	4.06
Banks	24.1	1.19	30.8	3.63
	349.4	2.39	322.1	3.77
Obligations related to securities sold under repurchase agreements	40.8	1.66	30.6	4.23
Subordinated debentures	5.5	5.18	3.1	5.40
Capital instrument liabilities	0.5	7.36	0.5	7.36
Other interest-bearing liabilities	28.8	4.41	28.1	3.97
Total interest-bearing liabilities	425.0	2.50	384.4	3.84
Other liabilities including acceptances	64.4	—	50.7	—
Shareholders' equity	23.7	—	20.4	—
Total liabilities and equity	\$ 513.1	2.07%	\$ 455.5	3.24%
Net interest margin		1.68%		1.75%

(1) Average of daily balances.

(2) Refer to the non-GAAP measures on page 27.

T8 Trading revenue

Taxable equivalent basis⁽¹⁾
For the fiscal years (\$ millions)

	2009	2008	2007	2006	2005
Reported in:					
Other income	\$ 1,057	\$ 188	\$ 450	\$ 637	\$ 594
Net interest income	423	417	519	394	340
Total trading revenue	\$ 1,480	\$ 605	\$ 969	\$ 1,031	\$ 934
By trading products:					
Securities trading	\$ 572	\$ (27)	\$ 65	\$ 145	\$ 175
Foreign exchange and precious metals trading	534	384	323	301	295
Derivatives trading	374	248	581	585	464
Total trading revenue	\$ 1,480	\$ 605	\$ 969	\$ 1,031	\$ 934
% of total revenues (net interest income plus other income)	10%	5%	7%	9%	9%

(1) Refer to the non-GAAP measures on page 27.

Revenues from investment management, brokerage and trust services were \$728 million, a decline of \$32 million or 4% from last year. ScotiaMcLeod full service brokerage revenues fell as a result of lower fee based revenues, mutual fund trailer fees and brokerage trading commissions. This was partly offset by the full year impact of the acquisition of E*TRADE Canada.

After four years of relatively steady performance, credit fees rose a substantial 49% year over year to \$866 million. Acceptance fees were significantly higher in both Scotia Capital and Canadian Banking as average acceptance fee rates reached record levels. Fees related to syndication, letters of guarantee, and standby loans were also higher in Scotia Capital.

Trading revenues of \$1,057 million rose a significant \$869 million over last year. Foreign Exchange trading revenues rose \$62 million with strong growth in International Banking (primarily Mexico and Chile) more than offsetting a decline in Scotia Capital (from record levels in 2008).

Precious metals were a record \$249 million, an increase of \$89 million or 55% reflecting the appreciation and volatility of gold prices. Gains on trading securities rose a substantial \$476 million, primarily in Scotia Capital fixed income and institutional equity businesses, as well as in Chile and Mexico. Derivatives trading results improved by \$242 million year over year as 2008 included the charge related to Lehman Brothers.

Investment Banking revenues were a record \$993 million, a 39% increase from last year. New issue fees rebounded from weak market activity in 2008. Non-trading foreign exchange revenues rose \$59 million or 19% year over year, primarily in International Banking.

There was a net loss on securities of \$412 million, compared to a loss of \$374 million in 2008. In 2009, there were writedowns and valuation adjustments on available-for-sale securities of \$586 million as a result of the ongoing uncertainty in the economy and volatility in equity and bond markets. In addition, an equity investment was written down in International Banking. In 2008,

writedowns and valuation adjustments were \$783 million.

Securitization revenues of \$409 million were \$279 million higher than 2008 due to an increased level of participation in the Canada Mortgage Bond and Insured Mortgage Purchase Programs.

Other revenues rose \$61 million or 8% from the previous year as 2009 included the full year impact of revenues from acquisitions.

Outlook

The Bank expects increases in several revenue categories in 2010, including mutual funds and retail brokerage, along with modest growth in retail and commercial revenues. In addition, there should be fewer securities writedowns. Trading and investment banking revenues are likely to be somewhat lower compared to the record performance in 2009.

T9 Other income

For the fiscal years (\$ millions)	2009	2008	2007	2006	2005	2009 versus 2008
Card revenues	\$ 424	\$ 397	\$ 366	\$ 307	\$ 251	7%
Deposit and payment services						
Deposit services	707	675	652	622	581	5
Other payment services	198	187	165	144	120	6
	905	862	817	766	701	5
Mutual funds	371	317	296	241	193	17
Investment management, brokerage and trust services						
Retail brokerage	507	538	553	481	427	(6)
Investment management and custody	94	96	87	70	62	(2)
Personal and corporate trust	127	126	120	115	111	1
	728	760	760	666	600	(4)
Credit fees						
Commitment and other credit fees	658	436	403	414	436	51
Acceptance fees	208	143	127	116	106	45
	866	579	530	530	542	49
Trading revenues	1,057	188	450	637	594	100+
Underwriting fees and other commissions	620	402	498	453	493	54
Foreign exchange, other than trading	373	314	239	206	187	19
Net gain (loss) on securities, other than trading	(412)	(374)	488	371	414	(10)
Securitization revenues	409	130	34	43	79	100+
Other	788	727	914	580	475	8
Total other income	\$ 6,129	\$ 4,302	\$ 5,392	\$ 4,800	\$ 4,529	42%
Percentage increase (decrease) over previous year	42%	(20)%	12%	6%	5%	

T10 Non-interest expenses and productivity

For the fiscal years (\$ millions)	2009	2008	2007	2006	2005	2009 versus 2008
Salaries and employee benefits						
Salaries	\$ 2,676	\$ 2,549	\$ 2,315	\$ 2,100	\$ 1,963	5%
Performance-based compensation	1,035	913	1,017	936	880	13
Stock-based compensation	79	89	133	164	140	(12)
Pensions and other employee benefits	554	558	518	568	505	(1)
	4,344	4,109	3,983	3,768	3,488	6
Premises and technology						
Net premises rent	243	217	197	181	176	12
Premises repairs and maintenance	87	83	75	60	50	5
Property taxes	72	65	65	61	61	12
Computer equipment, software and data processing	687	650	603	549	519	6
Depreciation ⁽¹⁾	234	208	203	184	171	12
Other premises costs	220	194	192	171	169	13
	1,543	1,417	1,335	1,206	1,146	9
Communications						
Telecommunications	80	79	73	68	64	1
Stationery, postage and courier	266	247	227	208	191	8
	346	326	300	276	255	6
Advertising and business development						
Advertising and promotion	202	206	193	126	139	(2)
Travel and business development	105	114	118	106	93	(8)
	307	320	311	232	232	(4)
Professional	216	227	227	174	186	(5)
Business and capital taxes						
Business taxes	129	90	107	98	91	44
Capital taxes	48	26	36	35	56	86
	177	116	143	133	147	53
Other						
Employee training	26	43	53	47	45	(40)
Amortization of goodwill and other intangibles ⁽¹⁾	96	83	64	46	31	16
Other	864	655	578	561	513	32
	986	781	695	654	589	26
Total non-interest expenses	\$ 7,919	\$ 7,296	\$ 6,994	\$ 6,443	\$ 6,043	9%
Productivity ratio (TEB)⁽²⁾	53.7%	59.4%	53.7%	55.3%	56.3%	

(1) Comparative amounts have been reclassified to conform with the new accounting standard for goodwill and intangible assets. Refer to Note 1 in the Consolidated Financial Statements for further details.

(2) Taxable equivalent basis. Refer to the non-GAAP measures on page 27.

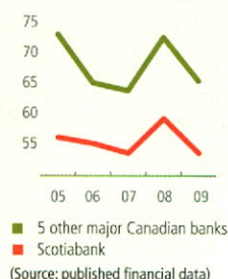
C9 Expenses well controlled

\$ millions



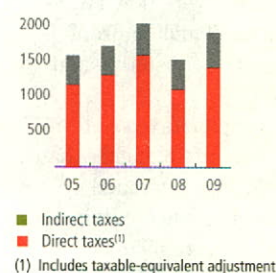
C10 Industry-leading productivity

non-interest expenses as a % of revenue (TEB)



C11 Direct and indirect taxes

\$ millions



Non-interest expenses

Non-interest expenses were \$7,919 million in 2009, an increase of \$623 million or 9% from last year. Approximately \$253 million of this growth was due to acquisitions. Excluding this impact and the negative effect of foreign currency translation of \$55 million, non-interest expenses were \$315 million or 4% higher than 2008 levels.

Salaries and employee benefits were \$4,344 million in 2009, up \$235 million or 6% from last year. Excluding the impact of acquisitions and foreign currency translation, salaries increased 1%, reflecting growth initiatives and new branches, including five in Canada and 29 in Mexico. Performance-driven compensation was \$112 million above last year, due to the Bank's stronger financial performance in 2009, as well as record revenues in a number of units in Scotia Capital.

Premises and technology expenses were \$1,543 million in 2009, an increase of \$126 million or 9% from last year. Higher premises costs reflected both acquisitions and new branches. Excluding the impact of acquisitions and the negative effect of foreign currency translation, technology expenses increased by \$21 million or 3%, as a result of higher processing costs from increased business volumes.

Communications expenses of \$346 million rose \$20 million or 6% year over year, mainly from the impact of acquisitions and business initiatives.

Advertising and business development expenses were \$307 million in 2009, a decline of \$13 million or 4% from last year, as ongoing cost containment efforts over the past year were offset in part by growth initiatives to acquire new customers.

Professional fees were down \$11 million or 5% to \$216 million, from lower project-related consulting and professional fees.

Business and capital taxes were \$177 million, \$61 million or 53% higher than last year, reflecting capital issued in 2009 and growth in retained earnings.

Other expenses were \$986 million in 2009, up \$205 million or 26% from last year. The increase was due largely to the impact of acquisitions, and higher loyalty reward point costs, legal provisions and securitization expenses.

Productivity ratio was 53.7% for 2009, a significant improvement from 59.4% in 2008. This reflected strong revenue growth of 20%, partly from the charges taken last year, compared to a smaller increase in expenses of 9%.

Outlook

Expense control remains a key strength of the Bank. While expenses will increase in 2010, reflecting the full year impact of acquisitions and investments in new products and services, operating leverage is expected to remain positive.

Taxes

The provision for income taxes recorded in income was \$1,133 million in 2009, an increase of 64% compared to last year. The Bank's overall effective tax rate for the year was 23.6%, up from 17.5% last year. The increase in the effective rate was due primarily to lower tax-exempt dividend income and higher adjustments to future tax assets to reflect reductions in the Canadian tax rate.

Outlook

The Bank's consolidated effective tax rate is expected to be in the range of 22% to 26% for 2010. As a result of the tax rate reductions introduced by the province of Ontario on November 16, 2009, it is anticipated that a charge of approximately \$60 million against the future tax asset will be recorded in the first quarter of 2010.

Non-controlling interest

The deduction for non-controlling interest in subsidiaries was \$114 million in 2009, a decrease of \$5 million from 2008, due primarily to the full year impact of the increase in the Bank's ownership of Scotiabank Peru.

Credit quality

Provision for credit losses

The provision for credit losses was \$1,744 million in 2009, up from \$630 million last year.

The specific provision for credit losses in Canadian Banking was \$695 million in 2009, an increase of \$296 million over last year, primarily attributable to higher retail provisions in the indirect automotive and unsecured lending portfolios.

The specific provision for credit losses in International Banking was \$577 million in 2009, an increase of \$341 million over last year. Retail portfolios across all regions were adversely affected by the global economic downturn. The full year impact of new acquisitions also contributed to increased provisions for credit losses. The international commercial portfolio held up relatively well notwithstanding the challenging economic environment.

Scotia Capital had specific provisions of \$301 million in 2009, primarily in Canada and the U.S., versus net recoveries of \$5 million in 2008.

The general allowance for credit losses was \$1,450 million as at October 31, 2009, an increase of \$127 million over last year.

In addition, a sectoral allowance with a remaining balance of \$44 million as at October 31, 2009, was established for the automotive industry. The bulk of this allowance related to Scotia Capital and the remainder to Canadian Banking.

Impaired loans

Gross impaired loans were \$3,939 million as at October 31, 2009, compared to \$2,494 million last year, reflecting the more challenging economic environment.

Impaired loans in Canadian Banking increased \$410 million, due primarily to the impact of the weaker Canadian economy on the retail portfolios.

In International Banking, impaired loans rose \$658 million, due primarily to retail and commercial portfolios in the Caribbean and Chile and, to a lesser extent, in Mexico.

Scotia Capital's impaired loans increased \$377 million due primarily to several accounts in the U.S. and Canada.

Net impaired loans, after deducting the specific allowance for credit losses, were \$2,563 million as at October 31, 2009, an increase of \$1,372 million from a year ago.

As shown in Chart 13, net impaired loans as a percentage of loans and acceptances were 0.93% as at October 31, 2009, compared to 0.40% a year ago.

T11 Impaired loans by business line

As at October 31 (\$ millions)	2009			Gross impaired loans			
	Net	Allowance for credit losses	Gross	2008	2007	2006	2005
Canadian Banking							
Retail	\$ 508	\$ (361)	\$ 869	\$ 523	\$ 391	\$ 374	\$ 311
Commercial	138	(164)	302	238	197	263	201
	646	(525)	1,171	761	588	637	512
International Banking							
Mexico	95	(143)	238	216	188	213	190
Caribbean and Central America	744	(187)	931	560	397	375	369
Latin America	572	(443)	1,015	801	285	357	101
Asia and Europe	77	(6)	83	32	27	35	72
	1,488	(779)	2,267	1,609	897	980	732
Scotia Capital							
Canada	73	(14)	87	—	18	18	25
United States	354	(54)	408	107	11	119	331
Europe	2	(4)	6	17	30	116	220
	429	(72)	501	124	59	253	576
Gross impaired loans		\$ 3,939	\$ 2,494	\$ 1,544	\$ 1,870	\$ 1,820	
Specific allowance for credit losses	\$ (1,376)	\$ (1,303)	\$ (943)	\$ (1,300)	\$ (1,139)		
Net impaired loans ⁽¹⁾	\$ 2,563		\$ 1,191	\$ 601	\$ 570	\$ 681	
General allowance for credit losses	(1,450)		(1,323)	(1,298)	(1,307)	(1,330)	
Sectoral allowance	(44)		—	—	—	—	
Net impaired loans after general and sectoral allowances	\$ 1,069		\$ (132)	\$ (697)	\$ (737)	\$ (649)	
Gross impaired loans as a % of total allowance for credit losses and shareholders' equity	14.3%		10.3%	7.3%	9.3%	9.8%	
Net impaired loans ⁽¹⁾ as a % of loans and acceptances	0.93%		0.40%	0.25%	0.27%	0.38%	
Specific allowance for credit losses as a % of gross impaired loans	35%		52%	61%	70%	63%	

(1) Net impaired loans after deducting specific allowance for credit losses.

T12 Specific provisions for credit losses by business line

For the fiscal years (\$ millions)	2009	2008	2007	2006	2005
Canadian Banking					
Retail	\$ 544	\$ 316	\$ 274	\$ 229	\$ 225
Commercial	151	83	21	50	49
	695	399	295	279	274
International Banking					
Mexico	185	141	68	27	34
Caribbean and Central America	150	89	48	15	23
Latin America	202	—	(11)	14	15
Asia and Europe	40	6	(4)	4	(2)
	577	236	101	60	70
Scotia Capital					
Canada	109	(11)	—	(6)	(12)
United States	192	16	(91)	(41)	(93)
Europe	—	(10)	(10)	(16)	34
	301	(5)	(101)	(63)	(71)
Other	—	—	—	—	2
Total	\$ 1,573	\$ 630	\$ 295	\$ 276	\$ 275

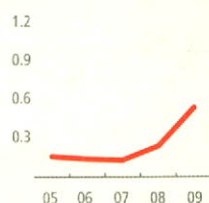
T13 Provisions for credit losses as a percentage of average loans and acceptances

For the fiscal years (%)	2009	2008	2007	2006	2005
Canadian Banking					
Retail	0.33%	0.22%	0.22%	0.20%	0.22%
Commercial	0.60	0.31	0.09	0.22	0.23
	0.37	0.23	0.19	0.20	0.22
International Banking					
	0.90	0.44	0.25	0.18	0.25
Scotia Capital⁽¹⁾					
	0.61	(0.01)	(0.33)	(0.25)	(0.31)
Weighted subtotal – specific provisions	0.54	0.24	0.13	0.14	0.16
General and sectoral provisions	0.06	—	(0.01)	(0.03)	(0.02)
Weighted total	0.60%	0.24%	0.12%	0.11%	0.13%

(1) Corporate Banking only.

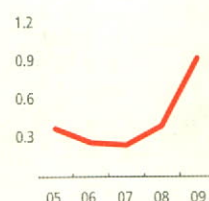
C12 Credit losses

specific provisions as a % of average loans & acceptances



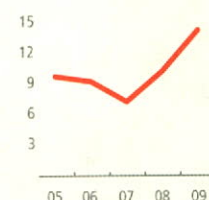
C13 Net impaired loan ratio

as a % of loans & acceptances, as at October 31



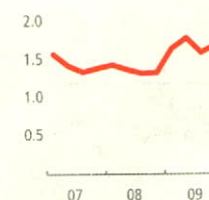
C14 Gross impaired loans and acceptances

as a % of equity & allowances, for credit losses



C15 Low delinquency in Canadian retail portfolio

delinquent loans as a % of total loans



Portfolio review

Canadian Banking

The overall credit quality of the consumer portfolio in Canada declined year over year as a result of the weakening economy. Reportable delinquency increased 36 basis points to 1.71%. The provision for credit losses in the Canadian retail portfolio was \$544 million, up \$228 million or 72% from last year. The provision for credit losses as a percentage of average loans was 0.33%, up from 0.22% last year.

While gross impaired loans in the retail portfolio increased by 66% (\$346 million) from last year, portfolio quality continued to benefit from high secured lending, with 92% of total retail loans being secured by an underlying asset such as a house or an automobile. This high level of secured lending reflects the growth in Scotia Total Equity Plan, where all products, including lines of credit and credit cards, are secured by residential real estate. Currently, 65% of the ScotiaLine line of credit and ScotiaLine Visa portfolios are secured.

The credit quality of the Canadian commercial loan portfolio declined in 2009. Gross impaired loans increased by \$64 million to \$302 million, while specific provisions for credit losses rose by \$68 million from last year, attributable primarily to several commercial and merchant banking accounts.

International Banking

Retail credit quality declined compared to last year as a result of weakening economic conditions across Latin America and the Caribbean. Gross impaired loans increased by \$298 million to \$1,131 million, and provisions for credit losses rose to \$523 million from \$319 million last year. Total reported delinquency increased 224 basis points year over year to 8.66%, primarily related to mortgages and personal loan portfolios in Chile and the Caribbean region. Changes in asset mix from acquisitions also impacted delinquency rates.

In commercial banking, gross impaired loans were \$1,136 million, an increase of \$360 million over the prior

year as a result of less favourable economic conditions. Increases in gross impaired loans were concentrated in the Caribbean, Chile and Pacific regions. Provisions for credit losses were \$54 million in 2009 versus net provision reversals of \$83 million in 2008. The increase was attributable to higher levels of provisions in the Pacific and Caribbean regions, and to lower levels of reversals and recoveries in Mexico and Peru.

Scotia Capital

The increase in specific provisions for Scotia Capital was attributable to higher levels of provisions in the U.S. and Canadian portfolios. The prior year also benefited from higher levels of provision reversals and recoveries. Gross impaired loans in Scotia Capital's U.S. portfolio increased by \$301 million year over year to \$408 million, due primarily to accounts in the financial services and real estate industries. Gross impaired loans increased in Canada from nil to \$87 million, but declined in Europe by \$11 million to \$6 million.

Risk diversification

The Bank's exposures to various countries and types of borrowers are well diversified. (See Charts 16 and 17; Tables 38 and 43 on pages 83, and 85). Chart 16 shows loans and acceptances by geography. Ontario represents the largest Canadian exposure, at 36% of the total. Outside of Canada, the United States and Latin America each have 8% of the total exposure.

Chart 17 shows loans and acceptances by type of borrower. Excluding loans to households, the largest industry exposures were in financial services, 6.8%; real estate, 4.2%; and wholesale and retail, 3.9%.

The Bank actively monitors industry concentrations. The North American automotive industry, forestry and media sectors are being closely managed. As is the case with all industry exposures, the Bank continues to closely follow developing trends and takes additional steps to mitigate risk as warranted.

Risk mitigation

To mitigate exposures in its performing corporate portfolios, the Bank uses loan sales and credit derivatives. In 2009, loan sales totaled \$500 million, compared to \$185 million in 2008. The largest volume of loan sales in 2009 related to loans in the chemical industry.

At October 31, 2009, credit derivatives used to mitigate exposures in the portfolios totaled \$236 million (notional amount), compared to \$942 million at October 31, 2008. The industries with significant protection purchased include the power and financial services sectors.

The current annualized cost (excluding mark-to-market adjustments) of the credit derivatives outstanding at October 31, 2009, used to mitigate exposures in the loan portfolios was \$0.6 million (\$2.4 million in 2008).

Outlook

Overall, the provision for credit losses is expected to remain high but with some downward trend in the second half of 2010. The Bank's retail credit portfolios are expected to stabilize and benefit from a gradual economic recovery and modest reductions in unemployment levels. Provisions in the corporate and commercial credit portfolios are expected to improve.

Fourth quarter review

Net income was \$902 million in the fourth quarter, an increase of \$587 million from the same quarter last year, but \$29 million below last quarter. The increase mainly reflected \$642 million of after-tax charges taken last year related to certain trading activities and valuation adjustments, as well as the impact of new acquisitions. This was partly offset by the negative impact of foreign currency translation, and an increase in the provision for credit losses.

Total revenue (on a taxable equivalent basis) was \$3,808 million this quarter, an increase of \$1,222 million from last year, notwithstanding a negative foreign currency translation impact of \$109 million. Quarter over quarter, total revenue declined \$35 million or 1%, entirely from a negative

impact of foreign currency translation of \$91 million.

Net interest income (on a taxable equivalent basis) was \$2,172 million in the fourth quarter, an increase of \$136 million over the same quarter of last year, but a decrease of \$72 million from last quarter. The impact of foreign exchange translation was negative \$75 million over the same quarter last year, and negative \$64 million compared to the third quarter. The increase in net interest income from the same quarter last year reflected growth in average assets of \$14 billion or 3%, due mainly to solid growth in retail lending in Canadian Banking.

The Bank's net interest margin was 1.74% in the fourth quarter, an increase of 6 basis points from last year due to the positive impact of the change in fair value of financial instruments used for asset / liability management purposes and wider spreads in the corporate loan portfolio.

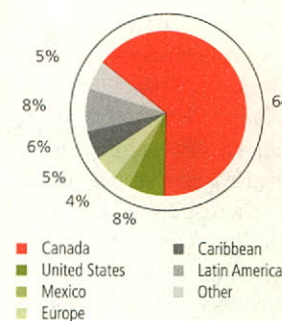
The Bank's net interest margin narrowed by 2 basis points from last quarter as the unfavourable impact of the change in the fair value of financial instruments more than offset lower volumes of non-earning assets.

Other income was \$1,636 million in the fourth quarter, \$1,086 million above last year, notwithstanding a negative foreign currency translation impact of \$34 million. The increase was due mainly to the charges taken last year which totaled \$796 million. In addition, there were significant increases in trading revenues, credit fees, underwriting fees and mutual fund revenues.

Quarter over quarter, other income was up \$37 million or 2%, notwithstanding a negative foreign currency translation impact of \$27 million. This was mainly from higher net gains on securities, growth in mutual fund revenues, and higher credit and underwriting fees in Scotia Capital. These were partially offset by lower securitization revenues and a decline in trading revenues from the record levels in the previous quarter.

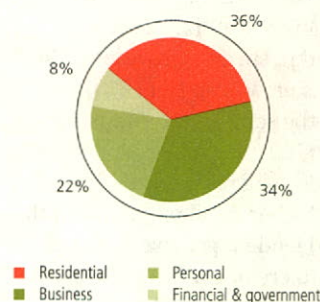
C16 Well diversified in Canada and internationally...

loans & acceptances, September 2009



C17 ...and in household and business lending

loans & acceptances, September 2009



The provision for credit losses was \$420 million this quarter, comprised of \$424 million in specific provisions and a \$4 million reduction in the automotive sectoral allowance, which was reclassified to specific provisions. The total provision was up \$213 million from the same period last year, but down \$134 million from last quarter. Year-over-year provisions rose across all business lines as a result of global economic conditions. Quarter-over-quarter provisions were down due mainly to an increase of \$100 million in the general allowance in the prior quarter, as well as lower provisions in Scotia Capital.

The provision for credit losses was \$190 million in Canadian Banking, comprised of \$192 million in specific provisions and a \$2 million reduction in the automotive sectoral allowance reclassified to specific provisions. The total provision was up from \$107 million in the same quarter last year and from \$169 million in the previous quarter. Both increases were due mainly to higher retail provisions in the unsecured lending portfolios related primarily to credit cards and, to a lesser extent, the indirect automotive portfolio.

International Banking's provision for credit losses was \$167 million in the fourth quarter, compared to \$90 million in the same period last year, and \$179 million last quarter. Commercial provisions were up over the same period last year due partially to substantial levels of reversals in Mexico and Peru in the prior year. Increased provisions from last year also reflect higher retail provisions related to the acquisition in Peru. The decrease in provisions from last quarter was attributable to the retail portfolios, where there was modest improvement in loss trends across most regions. However, commercial provisions increased from last quarter, primarily in Asia, Peru, and the Caribbean.

Scotia Capital's provision for credit losses was \$63 million in the fourth quarter, comprised of \$65 million in specific provisions and a \$2 million reduction in the automotive sectoral allowance reclassified to specific provisions. The total provision was up from \$10 million in the fourth quarter

of last year, but down from \$106 million in the previous quarter. The new provisions in this quarter were related primarily to several accounts in the U.S. and, to a lesser extent, in Canada.

Total net impaired loans, after deducting the allowance for specific credit losses, were \$2,563 million as at October 31, 2009, an increase of \$54 million from last quarter.

The general allowance for credit losses was \$1,450 million as at October 31, 2009, unchanged from last quarter. The sectoral allowance for the automotive industry was \$44 million, down \$4 million from last quarter.

Non-interest expenses were \$2,064 million in the fourth quarter, an increase of \$120 million or 6% from the same quarter last year. Recent acquisitions accounted for approximately \$23 million of this growth. Excluding the impact of these acquisitions and the positive effect of foreign currency translation of \$59 million, the year-over-year growth was due primarily to higher performance-driven and stock-based compensation, capital taxes, and loyalty reward point costs.

Quarter over quarter, non-interest expenses were up \$105 million or 5%. The increase was primarily from higher performance-driven and stock-based compensation, advertising expenses driven by growth initiatives, and technology and professional fees from higher project spending. Partly offsetting these items was the favourable impact of foreign currency translation.

The Bank's effective tax rate was 25.7%, compared to 0.6% reported for the same period last year and 24.0% last quarter. The low tax rate a year ago was due primarily to the pre-tax charges taken in that quarter related to certain trading activities and valuation adjustments, which were in higher tax jurisdictions. The increase from last quarter was due to lower income in lower tax rate jurisdictions.

Summary of quarterly results

The Bank experienced four quarters of solid performance during a time of significant volatility and weakening credit quality. The significant market disruption that occurred at the end of 2008 continued to affect results in the

beginning of this year, with improvements shown as the year progressed. The Canadian dollar strengthened in the latter part of the year, however, for the first three quarters it was significantly weaker than in 2008. This had an overall positive impact on whole year results.

Net interest income rose in the second and third quarter, but fell in the final quarter of the year. Average volumes increased significantly in the first quarter, but declined during the rest of the year.

The Bank's net interest margin widened significantly during the first nine months of the year, but was relatively flat in the final quarter. Canadian Banking's margin widened consistently during the year, International's margins were impacted by changes in the fair value of financial instruments during the year, falling in the first quarter but widening in the next two quarters. Spreads in Scotia Capital's corporate lending portfolios widened throughout the year as business was repriced.

Other income rose in each quarter of 2009, ending the year with three consecutive record quarters. Financial markets were volatile during the year which resulted in opportunities for fixed income and equity trading. The level of gains on securities was impacted by the timing of writedowns on available-for-sale securities and changes in the fair value of financial instruments. Securitization revenues varied depending on opportunities to take advantage of favourable funding terms.

The trend in loan losses reflected the current economic challenges, with signs of moderation in the last quarter of the year. Non-interest expenses were well contained in 2009, with the final quarter reflecting finalization of performance-driven compensation, growth initiatives and project spending.

The effective tax rate ranged between 18% and 26% reflecting different levels of income earned in lower tax jurisdictions and changes in the valuation of future tax assets.

An eight quarter trend in net income and other selected information is provided on page 93.

Group Financial Condition

Balance sheet

Assets

The Bank's total assets at October 31, 2009 were \$497 billion, down \$11 billion from last year. Excluding the negative impact of foreign currency translation, total assets rose \$6 billion. A decline in loans and derivative instrument assets were partially offset by an increase in liquid assets, including cash resources and securities.

Securities

Total securities increased by \$29 billion from last year, including a negative impact of foreign currency translation of \$3 billion.

Available-for-sale securities rose by \$17 billion due primarily to higher holdings of CMHC insured mortgage-backed securities and Canadian government debt securities, partially offset by a decrease in other debt securities. During the year, the Bank's holdings of Canadian NHA mortgage-backed securities increased by \$15 billion primarily from the conversion of insured mortgages into mortgage-backed securities. Other debt securities decreased due to the reclassification of \$8.5 billion of debt securities to loans as a result of recent amendments to accounting standards (refer to Changes in accounting policies on page 81).

Trading securities increased by \$10 billion from higher holdings of Canadian government debt securities.

Equity accounted investments increased by \$2 billion due primarily to the acquisition of a significant interest in CI Financial and an additional interest in Thanachart Bank.

As at October 31, 2009, the unrealized gain on available-for-sale securities, after related derivative and other hedge amounts, was \$828 million, compared to a \$1,320 million unrealized loss at the prior year end. The change arose from increases in the values of both debt and equity securities as the result of

improvements in capital markets, writedowns taken on securities during the year and the impact of the reclassification of certain debt securities to loans. The latter resulted in \$595 million of unrealized losses being reversed upon reclassification of certain debt securities to loans effective November 1, 2008.

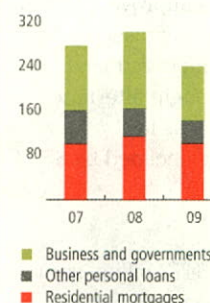
Loans

The Bank's loan portfolio decreased by \$22 billion from last year, including a negative impact from foreign currency translation of \$8 billion.

In retail lending, residential mortgages decreased by \$13 billion as growth in the mortgage portfolio was more than offset by the conversion of insured mortgages into mortgage-backed securities and the securitization of an additional \$10 billion of mortgages into the Canadian government's Canada Mortgage Bond (CMB) and Insured Mortgage Purchase Program. Personal loans rose \$10 billion, due primarily to growth in Canadian Banking of \$5 billion, as well as the reclassification of certain debt securities to loans.

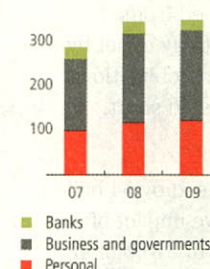
C18 Loan portfolio

loans & acceptances, \$ billions



C19 Deposits

\$ billions



T14 Condensed balance sheet

As at October 31 (\$ billions)

	2009	2008	2007	2006	2005
Assets					
Cash resources	\$ 43.3	\$ 37.3	\$ 29.2	\$ 23.4	\$ 20.5
Securities	117.3	88.0	88.8	95.5	73.5
Securities purchased under resale agreements	17.8	19.5	22.5	25.7	20.6
Loans	266.3	288.7	227.2	202.8	170.4
Other	51.8	74.1	43.8	31.6	29.0
Total assets	\$ 496.5	\$ 507.6	\$ 411.5	\$ 379.0	\$ 314.0
Liabilities and shareholders' equity					
Deposits	\$ 350.4	\$ 346.6	\$ 288.5	\$ 263.9	\$ 217.4
Obligations related to securities sold under repurchase agreements	36.6	36.5	28.1	33.5	26.0
Other liabilities	78.3	98.0	73.9	61.0	51.1
Subordinated debentures	5.9	4.4	1.7	2.3	2.6
Capital instrument liabilities	0.5	0.5	0.5	0.8	0.8
Total liabilities	471.7	486.0	392.7	361.5	297.9
Shareholders' equity	24.8	21.6	18.8	17.5	16.1
Total liabilities and shareholders' equity	\$ 496.5	\$ 507.6	\$ 411.5	\$ 379.0	\$ 314.0

Business and government loans decreased by \$19 billion from last year, or \$12 billion excluding the impact of foreign currency translation. Loans in Scotia Capital fell \$9 billion, primarily in the U.S. as a result of the negative impact of foreign currency translation and paydowns of significant bridge loans as debt markets improved. Loans in Canadian Banking decreased by \$5 billion as some customers reduced borrowing levels or sought alternate forms of financing. Loans in International Banking declined by \$5 billion, mainly in Asia.

Liabilities

Total liabilities were \$472 billion as at October 31, 2009, down \$14 billion from last year. Excluding the negative impact of foreign currency translation, total liabilities rose \$3 billion. Decreases in derivative instrument liabilities and other liabilities, primarily cash collateral received from customers, were partially offset by growth in deposits and obligations related to securities sold short.

Deposits

Total deposits increased by \$4 billion, including the negative impact of foreign currency translation of \$13 billion. Personal deposits rose by \$5 billion, due primarily to growth in high interest savings accounts in Canada. Business and government deposits grew by \$3 billion offset by declines in deposits by banks of \$4 billion.

Shareholders' equity

Total shareholders' equity increased by \$3 billion in 2009. This resulted primarily from internal capital generation of \$1,371 million, and the issuance of \$1,117 million common shares and \$850 million preferred shares (of which \$500 million common shares and \$250 million non-cumulative preferred shares were issued in relation to the investment in CI Financial). These were partially offset by an increase of \$204 million in accumulated other comprehensive loss. The latter arose from a \$1.7 billion increase in unrealized foreign exchange losses from the strengthening of the Canadian dollar, partially offset by an improvement in the unrealized gains on available-for-sale securities, including a

\$595 million reduction in accumulated other comprehensive losses related to the reclassification of certain debt securities to loans.

Outlook

For 2010, the Bank expects moderate asset growth in all business lines, reflecting continued slow economic growth globally. Growth in foreign currency assets is expected to be negatively impacted by foreign currency translation as the Canadian dollar is expected to continue to strengthen.

Capital management

Overview

Scotiabank is committed to maintaining a solid capital base to support the risks associated with its diversified businesses. Strong capital levels contribute to safety for the Bank's customers, foster investor confidence and support strong credit ratings. It also allows the Bank to take advantage of growth opportunities as they arise and enhance shareholder returns through increased dividends or share repurchases.

The Bank's capital management framework includes a comprehensive internal capital adequacy assessment process (ICAAP), aimed at ensuring that the Bank's capital is adequate to meet current and future risks and achieve strategic objectives. Key components of the Bank's ICAAP include sound corporate governance; creating a comprehensive risk appetite of the Bank; managing and monitoring capital, both currently and prospectively; and utilizing appropriate financial metrics which relate risk to capital, including economic and regulatory capital metrics.

Governance and oversight

The Bank has a sound capital management framework to measure, deploy and monitor its available capital and assess its adequacy. Capital is managed in accordance with the Board-approved Capital Management Policy. In addition, the Board reviews and approves the Bank's annual capital plan. The Liability Committee and senior executive management provide governance over the capital

management process. The Bank's Finance, Treasury and Global Risk Management groups take a coordinated approach to implementing the Bank's capital plan.

Risk appetite

The risk appetite framework that establishes enterprise wide risk tolerances in addition to capital targets is detailed in the Risk Management section "Risk appetite framework" on page 62. The framework encompasses medium to long-term targets with respect to regulatory capital thresholds, earnings, economic capital and other risk-based parameters. These targets ensure the Bank achieves the following overall objectives: exceed regulatory and internal capital targets, manage capital levels commensurate with the risk profile of the Bank, maintain strong credit ratings and provide the Bank's shareholders with acceptable returns.

Managing and monitoring capital

Capital is managed and monitored based on planned changes in the Bank's business or strategy, identified changes in its operating environment, and changes in its risk profile.

As part of the Bank's comprehensive ICAAP, sources and uses of capital are continuously measured and monitored through financial metrics, including regulatory thresholds, economic capital and tangible common equity. In addition, the Bank assesses its capital adequacy in the context of its current position and in relation to its expected future risk profile and position. The capital adequacy assessment considers the impact of various stress scenarios on the Bank's current and future capital position. Specific scenarios are selected based on the current economic conditions and business events facing the Bank. In addition, the Bank's forward looking capital adequacy assessment includes consideration of the results of enterprise-wide stress testing. This testing is used to determine the extent to which severe, but plausible events, impact the Bank's capital. These results are used in capital planning and strategic decision-making.

The Bank has a comprehensive risk management framework to ensure that the risks taken while conducting its business activities are consistent with its risk appetite, and that there is an

appropriate balance between risk and return. Refer to the Risk Management section on page 62 for further discussions on the Bank's risk management framework.

In managing the Bank's capital base, close attention is paid to the cost and availability of the various types of capital, desired leverage, changes in the balance sheet and risk-weighted assets, and the opportunities to profitably deploy capital. The amount of capital required for the business risks being assumed, and to meet regulatory requirements, is always balanced against the goal of generating an appropriate return for the Bank's shareholders.

Capital generation

Capital is generated through net earnings after dividend payments. (See Chart 23). This is augmented by issuance of common shares (mainly through the Bank's Dividend and Share Purchase Plan), preferred shares, Tier 1 innovative instruments and Tier 2 subordinated debentures, as required to meet growth plans and other strategic initiatives.

Capital utilization

The Bank deploys capital to support sustainable, long-term revenue and net income growth. The growth can be through existing businesses by attracting new customers, increasing cross-sell to existing customers, adding new products and enhancing sales productivity, or through acquisitions. All major initiatives to deploy capital are subject to rigorous analysis, validation of business case assumptions and evaluation of expected benefits. Key criteria include impact on earnings per share, capital ratios, return on invested capital, expected payback period and internal rate of return based on discounted cash flows. Any potential acquisitions, investments or strategic initiatives are reviewed and approved by the Bank's Strategic Transaction Investment Committee, to ensure effective deployment of capital.

Regulatory capital

Capital adequacy for Canadian banks is regulated by OSFI, consistent with international standards set by the Bank for International Settlements (BIS).

Bank regulatory capital consists primarily of two components – Tier 1 capital and Tier 2 capital. Both components of capital provide support for banking operations and protect depositors. Tier 1 capital, which is more permanent, is of particular importance to regulators, financial markets and investors. Tier 1 capital consists primarily of common shareholders' equity (excluding unrealized gains and losses on available-for-sale securities and cash flow hedges), non-cumulative preferred shares, innovative Tier 1 instruments and non-controlling interests less various capital deductions. Tier 2 capital consists mainly of subordinated debentures and the eligible allowances for credit losses less prescribed capital deductions.

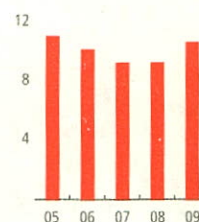
Capital ratios are a means to monitor the capital adequacy and the financial strength of banks. The two primary regulatory capital ratios, Tier 1 and Total, are determined by dividing capital components by risk-weighted assets.

Regulatory capital and risk-weighted assets are determined in accordance with the capital framework based on the International Convergence of Capital Measurement and Capital Standards, commonly known as Basel II. Under this framework, the computation of risk-weighted assets aligns risk weight parameters with the individual risk profile of banks. Risk-weighted assets are calculated for credit, market and operational risks.

There are two main methods for computing credit risk: the standardized approach, which uses prescribed risk weights; and internal ratings-based approaches, which allow the use of a bank's internal models to calculate some, or all, of the key inputs into the regulatory capital calculation. Users of the Advanced Internal Ratings Based Approach (AIRB) are required to demonstrate that they have sophisticated risk management systems for the calculation of credit risk regulatory capital and obtain OSFI approval for the use of this approach. The Bank applies the AIRB approach for material Canadian, U.S. and European portfolios and uses the Standardized Approach for the other portfolios. The Bank is assessing the

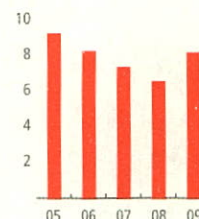
C20 Tier 1 capital

% October 31, 2009



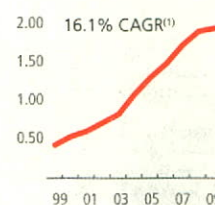
C21 Tangible common equity

% October 31



C22 Dividend growth

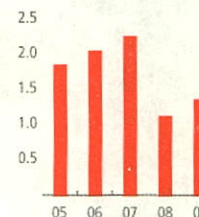
dollars per share



(1) Compound annual growth rate (CAGR)

C23 Internal capital generated

\$ billions, for years ended October 31



T15 Regulatory capital⁽¹⁾

As at October 31
(\$ millions)

	Basel II		Basel I		
	2009	2008	2007	2006	2005
Tier 1 capital					
Common shareholders' equity ⁽²⁾	\$ 20,945	\$ 20,197	\$ 16,477	\$ 16,947	\$ 15,482
Innovative capital instruments	3,400	2,750	2,750	3,000	2,250
Non-cumulative preferred shares	3,710	2,860	1,635	600	600
Non-controlling interest in subsidiaries	554	502	497	435	306
Less: Goodwill	(2,908)	(2,273)	(1,134)	(873)	(498)
Other capital items ⁽³⁾	(2,051)	(773)	—	—	—
	23,650	23,263	20,225	20,109	18,140
Tier 2 capital					
Subordinated debentures ⁽⁴⁾	5,833	4,227	1,452	2,046	2,420
Trust subordinated notes	1,000	1,000	1,000	—	—
Eligible amounts of general allowance ⁽⁵⁾	570	534	1,298	1,307	1,330
Net unrealized equity gains ⁽⁶⁾	6	—	298	—	—
	7,409	5,761	4,048	3,353	3,750
Less: other capital deductions ⁽⁷⁾	(2,471)	(1,177)	(1,292)	(476)	(358)
Total capital	\$ 28,588	\$ 27,847	\$ 22,981	\$ 22,986	\$ 21,532
Risk-weighted assets⁽¹⁾ (\$ billions)					
Credit risk	187.8	214.5	208.3	192.0	159.5
Market risk	11.4	15.5	10.0	5.0	3.3
Operational risk	22.4	20.6	—	—	—
Total risk-weighted assets	\$ 221.6	\$ 250.6	\$ 218.3	\$ 197.0	\$ 162.8
Capital ratios⁽¹⁾					
Tier 1 capital ratio	10.7%	9.3%	9.3%	10.2%	11.1%
Total capital ratio	12.9%	11.1%	10.5%	11.7%	13.2%
Assets to capital multiple	16.6	18.0	18.2	17.1	15.1

(1) Effective November 1, 2007, regulatory capital, risk weighted assets and capital ratios are determined in accordance with Basel II rules. Comparative amounts for prior periods are determined in accordance with Basel I rules.

(2) Beginning in 2007, balance excludes unrealized gains and losses on available-for-sale securities and cash flow hedges.

(3) Comprised of net after-tax gains on sale of securitized assets, net after-tax losses on available-for-sale equity securities, 50/50 deduction of certain investments in associated corporations and other items.

(4) Net of amortization.

(5) Under Basel I, the general allowance is included in Tier 2 capital up to a maximum of 0.875% of risk-weighted assets as per OSFI guidelines. Under Basel II, eligible general allowances in excess of expected losses for advanced internal ratings based exposures and the allocated portion for standardized exposures can be included in capital, subject to certain limitations.

(6) Net unrealized gains (after-tax) on available-for-sale equity securities.

(7) Comprised of investments in insurance entities, 50/50 deduction of certain investments in associated corporations and other items.

T16 Changes in regulatory capital⁽¹⁾

For the fiscal years
(\$ millions)

	Basel II		Basel I		
	2009	2008	2007	2006	2005
Total capital, beginning of year	\$ 27,847	\$ 22,981	\$ 22,986	\$ 21,532	\$ 20,864
Internally generated capital					
Net income	3,547	3,140	4,045	3,579	3,209
Preferred and common share dividends	(2,176)	(2,003)	(1,771)	(1,513)	(1,342)
	1,371	1,137	2,274	2,066	1,867
External financing					
Subordinated debentures ⁽²⁾	1,606	2,775	(594)	(374)	(73)
Trust subordinated notes	—	—	1,000	—	—
Preferred shares	850	1,225	1,035	—	300
Innovative capital instruments	650	—	(250)	750	—
Common shares and contributed surplus	1,117	263	141	108	88
Purchase of shares premium on redemption	—	(37)	(586)	(324)	(973)
	4,223	4,226	746	160	(658)
Other					
Net after-tax unrealized equity gains/losses ⁽³⁾	201	(493)	298	—	—
Net unrealized foreign exchange translation gains (losses)	(1,736)	2,368	(2,228)	(360)	(178)
Non-controlling interest in subsidiaries	52	5	62	129	26
Other ⁽⁴⁾	(3,370)	(2,377)	(1,157)	(541)	(389)
	(4,853)	(497)	(3,025)	(772)	(541)
Total capital generated (used)	741	4,866	(5)	1,454	668
Total capital, end of year	\$ 28,588	\$ 27,847	\$ 22,981	\$ 22,986	\$ 21,532

(1) Effective November 1, 2007, regulatory capital determined in accordance with Basel II rules. Comparative amounts for prior periods are determined in accordance with Basel I rules.

(2) Net of amortization.

(3) Net unrealized gains/losses (after-tax) on available-for-sale equity securities.

(4) Represents changes to eligible general allowance, regulatory capital deductions for goodwill, investments in insurance entities and associated corporations, securitization-related amounts, and other charges (credits) to retained earnings.

remaining portfolios for application of AIRB in the future.

The Bank uses both internal models and standardized approaches to calculate market risk capital. In July 2009, the Basel Committee revised the market risk framework, for implementation in fiscal 2011 for the Bank, in response to concerns arising from significant losses in bank trading books given recent volatile market conditions. One of the key changes is the introduction of a Stressed Value at Risk (VaR) measure that will lead to an increase in market risk capital. BIS has also introduced an Incremental Risk Charge, to capture default and migration risk in debt portfolios over a one year period, at a 99.9% confidence level. In addition, securitized products in the trading book will receive the same capital charge as in the banking book, unless they are in a correlation trading portfolio that meets a number of conditions. The Bank is in the process of assessing the impact of these changes and preparing to make the required changes in systems, processes and capital levels.

The Bank uses the Standardized Approach to calculate the operational risk capital requirements.

Since the Basel II capital framework has only been in effect since November 1, 2007, capital floors are in place for those applying the AIRB approach. These minimum capital floors are based on a percentage of capital required under the previous capital framework (Basel I).

Tier 1 capital

Tier 1 capital rose to \$23.7 billion, an increase of \$0.4 billion over last year primarily as a result of the following:

- growth in retained earnings of \$1.4 billion;
- the issuance of \$523 million in common shares relating to investments/acquisitions and, \$594 million through the Dividend and Share Purchase Plan and employee share/stock option plans;
- the issuance of \$650 million in Tier 1 innovative trust securities;
- the issuance of \$850 million in non-cumulative preferred shares (including \$250 million relating to the investment in CI Financial); and
- a reduction in net after-tax unrealized losses of \$195 million on available-for-sale equity securities reported in Other Comprehensive Income (OCI), which was a deduction from Tier 1 capital last year.

These were partially offset by:

- capital deductions of \$1.6 billion primarily relating to the Bank's investment in CI Financial of \$2.3 billion;
- an increase in cumulative unrealized foreign currency translation losses of \$1.7 billion, net of hedges and related taxes, due to the strengthening of the Canadian dollar; and
- an increase in goodwill of \$0.6 billion, primarily from the E*TRADE Canada acquisition.

Over the past five years, the Bank has generated \$8.7 billion of internal capital, notwithstanding an increase in dividends of 78% during this period. This level of internal capital generation has remained strong.

Tier 2 capital

Tier 2 capital increased by \$0.3 billion in 2009, arising from the issuance of \$2 billion of subordinated debentures, offset by a planned early redemption of subordinated debentures of \$325 million, and \$1.3 billion increase in deductions primarily relating to the Bank's investment in CI Financial.

Risk-weighted assets

Risk-weighted assets decreased by \$29 billion over the prior year to \$222 billion. This decline was due primarily to a reduction in credit exposures and the impact of a stronger Canadian dollar on foreign currency denominated assets, partly offset by a combination of growth initiatives, acquisitions and credit migration.

Regulatory capital ratios

In 2009, both of the Bank's regulatory capital ratios remained strong. Tier 1 and Total capital ratios as at year end were 10.7% and 12.9%. These ratios continued to exceed OSFT's minimum capital ratios of 7% and 10% as a result of prudent capital management and consistent earnings.

In addition to the regulatory capital ratios, banks are also subject to a maximum leverage test, the assets-to-capital multiple (ACM). The ACM is calculated by dividing a bank's total assets, including specified off-balance sheet items, such as direct credit substitutes and performance letters of credit, by its total capital. As at October 31, 2009 the Bank's ACM of 16.6:1 was well below the regulatory maximum.

T17 Selected capital management activity

For the fiscal years (\$ millions)

	2009	2008	2007
Dividends			
Common	\$ 1,990	\$ 1,896	\$ 1,720
Preferred	186	107	51
Common shares issued ⁽¹⁾⁽²⁾	1,117	266	184
Repurchase of common shares – normal course issuer bid ⁽²⁾	–	(40)	(629)
Preferred shares issued ⁽²⁾	850	1,225	1,035
Subordinated debentures issued ⁽³⁾	2,000	3,144	–
Repurchase and redemption of subordinated debentures ⁽³⁾	(359)	(691)	(500)
Redemption of capital instrument liabilities ⁽⁴⁾	–	–	(250)
Issuance of trust subordinated notes and trust securities ⁽⁴⁾	650	–	1,000

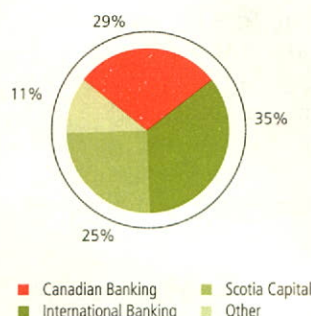
(1) Represents primarily cash received for stock options exercised during the year and common shares issued pursuant to the Dividend and Share Purchase Plan.

(2) For further details, refer to Note 14 of the Consolidated Financial Statements.

(3) For further details, refer to Note 12 of the Consolidated Financial Statements.

(4) For further details, refer to Note 13 of the Consolidated Financial Statements.

C24 Total economic capital by business line
as at October 31, 2009



Financial stability forum disclosures

In 2008, the Financial Stability Forum, based on the request of G-7 ministers and central bank governors, released its report on market at that time. Among others, a key recommendation of the report was to improve transparency by providing enhanced risk disclosures on financial instruments that markets consider to be higher risk, including off-balance sheet vehicles and structured products. Based on these recommendations, the Bank continues to provide additional disclosures as follows:

Variable interest entities	p. 43
Mortgage-backed securities	p. 47
Montreal Accord Asset-Backed Commercial Paper (ABCP)	p. 48
Collateralized debt obligations and collateralized loan obligations	p. 48
Structured investment vehicles	p. 49
Exposure to monoline insurers	p. 49
Exposure to Alt-A	p. 49
Leveraged loans	p. 49
Auction-rate securities	p. 49
Automotive industry exposure	p. 49
Consumer auto-based securities	p. 50

Tangible common equity ratio
Tangible common equity (TCE) is generally considered to be an important measure of a bank's capital strength, and is often used by rating agencies and investors in their assessment of the quality of a bank's capital position. The Bank's revised definition of TCE comprises total common shareholders' equity plus non-controlling interest in subsidiaries, less goodwill and unamortized intangible assets. The TCE ratio is calculated by dividing tangible common equity by risk-weighted assets. At year end, the Bank's TCE ratio continued to be strong at 8.2%, 160 basis points higher than the restated 2008 level.

Economic capital

Economic capital is a measure of the unexpected losses inherent in the Bank's business activities. Economic capital is also a key metric in the Bank's ICAAP. The calculation of Economic Capital relies on models that are subject to objective vetting and validation as required by the Bank's model risk policies. Management assesses its risk profile to determine those risks for which the Bank should attribute economic capital. The major risk categories included in economic capital are:

- **Credit risk** measures the risk that a borrower or counterparty will fail to honour its financial or contractual obligations to the Bank. Measurement is based on the Bank's internal credit risk ratings for corporate/commercial loans and derivatives, and credit scoring for retail loans. It is also based on the Bank's actual experience with recoveries and takes into account differences in term to maturity, probabilities of default, expected severity of loss in the event of default, and the diversification benefits of certain portfolios.
- **Market risk** is the risk of loss from changes in market prices (including interest rates, credit spreads, equity prices, foreign exchange rates, and commodity prices), the correlations among them, and their levels of volatility. Exposure is measured based on the internal VaR models used in the trading book; the VaR on the Bank's structural interest rate risk, structural foreign exchange risk,

and equity market risk; and embedded options risk.

- **Operational risk** is the risk of loss, whether direct or indirect, to which the Bank is exposed due to external events, human error, or the inadequacy or failure of processes, procedures, systems or controls.
- **Other risk** includes additional risks for which Economic Capital is attributed, such as business risk, strategic risk, insurance risk and real estate risk.

The Bank uses its Economic Capital framework to attribute capital to the business lines (refer to non-GAAP measures, page 27). Chart 24 shows the attribution of economic capital by business line. This allows the Bank to appropriately compare and measure the returns from the business lines, based upon their inherent risk. For further discussion on risk management and details on credit, market and operational risks, including exposures pertinent to the current market turmoil, refer to the Risk Management section.

Dividends

The strong earnings and capital position of the Bank allowed the quarterly dividend to be maintained at 49 cents in 2009. Dividends have risen at a compound annual rate of 16% over the past 10 years.

Share buyback program

In the third quarter of 2008, the Bank initiated a normal course issuer bid to purchase up to 20 million of the Bank's common shares. The bid terminated on January 11, 2009 and was not renewed. During fiscal 2009, the Bank did not purchase any common shares.

Share data

The Bank's common and preferred share data, as well as trust securities, are shown in Table 18. Further details, including exchangeability features, are discussed in Notes 13 and 14 of the Consolidated Financial Statements.

Credit ratings

The Bank continues to have strong credit ratings. The current ratings are AA by DBRS, Aa1 by Moody's and AA- by both Standard & Poor's and Fitch.

Outlook

The Bank has a strong capital position with an industry-leading ROE. Capital will continue to be prudently managed to support organic growth initiatives, selective acquisitions and any evolving regulatory changes.

Off-balance sheet arrangements

In the normal course of business, the Bank enters into contractual arrangements that are not required to be consolidated in its financial statements, but could have a current or future impact on the Bank's results of operations or financial condition. These arrangements can be classified into the following categories: variable interest entities (VIEs), securitizations, and guarantees and other commitments.

Variable interest entities (VIEs)

Off-balance sheet arrangements with VIEs include:

- VIEs that are used to provide a wide range of services to customers. These include VIEs established to allow clients to securitize their financial assets while facilitating cost-efficient financing, and also to provide investment opportunities. In addition, the Bank creates, administers and manages personal and corporate trusts on behalf of its customers. The Bank also sponsors and actively manages mutual funds.
- VIEs that are used to provide alternative sources of funding to the Bank and manage its capital position. The Bank may utilize these VIEs to securitize its own assets, primarily residential mortgages. The Bank may also establish VIEs in order to issue capital instruments that qualify as regulatory capital, such as Scotiabank Trust Securities, and Scotiabank Subordinated Trust Notes.

All VIEs are subject to a rigorous review and approval process to ensure that all relevant risks, as well as accounting, related party, reputational and ownership issues, are properly identified and addressed. For many of the VIEs that are used to provide services to customers, the Bank does not guarantee the performance of the VIE's underlying assets, and does not absorb any related losses. For other

T18 Share data

As at October 31	Number of Shares (000s)
Common shares	1,024,939 ⁽¹⁾
Preferred shares Series 12	12,000 ⁽²⁾
Preferred shares Series 13	12,000 ⁽³⁾
Preferred shares Series 14	13,800 ⁽⁴⁾
Preferred shares Series 15	13,800 ⁽⁵⁾
Preferred shares Series 16	13,800 ⁽⁶⁾
Preferred shares Series 17	9,200 ⁽⁷⁾
Preferred shares Series 18	13,800 ⁽⁸⁾⁽⁹⁾
Preferred shares Series 20	14,000 ⁽⁸⁾⁽¹⁰⁾
Preferred shares Series 22	12,000 ⁽⁸⁾⁽¹¹⁾
Preferred shares Series 24	10,000 ⁽⁸⁾⁽¹²⁾
Preferred shares Series 26	13,000 ⁽⁸⁾⁽¹³⁾
Preferred shares Series 28	11,000 ⁽⁸⁾⁽¹⁴⁾
Series 2000-1 trust securities issued by BNS Capital Trust	500 ⁽¹⁵⁾
Series 2002-1 trust securities issued by Scotiabank Capital Trust	750 ⁽¹⁶⁾
Series 2003-1 trust securities issued by Scotiabank Capital Trust	750 ⁽¹⁶⁾
Series 2006-1 trust securities issued by Scotiabank Capital Trust	750 ⁽¹⁶⁾
Series 2009-1 trust securities issued by Scotiabank Tier 1 Trust	650 ⁽¹⁶⁾
Scotiabank Trust Subordinated Notes – Series A issued by Scotiabank Subordinated Notes Trust	1,000 ⁽¹⁶⁾
Outstanding options granted under the Stock Option Plans to purchase common shares	23,029 ⁽¹⁷⁾⁽¹⁷⁾

- (1) As at November 25, 2009, the number of outstanding common shares and options were 1,025,050 and 22,897, respectively. The number of other securities disclosed in this table were unchanged.
- (2) These shares are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.328125 per share.
- (3) These shares are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.30 per share.
- (4) These shares are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.28125 per share.
- (5) These shares are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.28125 per share.
- (6) These shares are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.328125 per share.
- (7) These shares are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.35 per share.
- (8) These preferred shares have conversion features.
- (9) These shares are entitled to non-cumulative preferential cash dividends payable quarterly. Dividends, if and when declared, during the initial five-year period ending on April 25, 2013, will be payable in an amount of \$0.3125 per share. Subsequent to the initial five-year fixed-rate period, and resetting every five years thereafter, the dividends will be determined by the sum of the five-year Government of Canada yield plus 2.05%, multiplied by \$25.00.
- (10) These shares are entitled to non-cumulative preferential cash dividends payable quarterly. The initial dividend was paid on July 29, 2008, in an amount of \$0.1678 per share. Dividends, if and when declared, during the initial five-year period ending on October 25, 2013, will be payable in an amount of \$0.3125 per share. Subsequent to the initial five-year fixed-rate period, and resetting every five years thereafter, the dividends will be determined by the sum of the five-year Government of Canada yield plus 1.70%, multiplied by \$25.00.
- (11) These shares are entitled to non-cumulative preferential cash dividends payable quarterly. The initial dividend, if and when declared will be payable on January 28, 2009, in an amount of \$0.4829 per share. Dividends, if and when declared, during the initial five-year period ending on January 25, 2014, will be payable in an amount of \$0.3125 per share. Subsequent to the initial five-year fixed-rate period, and resetting every five years thereafter, the dividends will be determined by the sum of the five-year Government of Canada yield plus 1.88%, multiplied by \$25.00.
- (12) These shares are entitled to non-cumulative preferential cash dividends, payable quarterly. The initial dividend was paid on April 28, 2009, in an amount of \$0.5865 per share. Dividends, if and when declared, during the initial five-year period ending on January 25, 2014, will be payable in an amount of \$0.3906 per share. Subsequent to the initial five-year fixed rate period, and resetting every five years thereafter, the dividends will be determined by the sum of the five-year Government of Canada yield plus 3.84%, multiplied by \$25.00.
- (13) These shares are entitled to non-cumulative preferential cash dividends payable quarterly. The initial dividend was paid on April 28, 2009, in an amount of \$0.41524 per share. Dividends, if and when declared, during the initial five-year period ending on April 25, 2014, will be payable in an amount of \$0.390625 per share. Subsequent to the initial five-year fixed rate period, and resetting every five years thereafter, the dividends will be determined by the sum of the five-year Government of Canada yield plus 4.14%, multiplied by \$25.00.
- (14) These shares are entitled to non-cumulative preferential cash dividends payable quarterly. The initial dividend was paid on April 28, 2009, in an amount of \$0.37671 per share. Dividends, if and when declared, during the initial five-year period ending on April 25, 2014, will be payable in an amount of \$0.390625 per share. Subsequent to the initial five-year fixed rate period, and resetting every five years thereafter, the dividends will be determined by the sum of the five-year Government of Canada yield plus 4.46%, multiplied by \$25.00.
- (15) Reported in capital instrument liabilities in the Consolidated Balance Sheet.
- (16) Reported in deposits in the Consolidated Balance Sheet.
- (17) Included are 19,086 stock options with tandem stock appreciation right (SAR) features.

VIEs, such as securitization and investment vehicles, the Bank may be exposed to credit, market, liquidity or operational risks. The Bank earns fees based on the nature of its association with a VIE.

As at October 31, 2009, total consolidated assets related to VIEs

were \$2.6 billion, compared to \$5.8 billion at the end of 2008. The amounts owed by or to the consolidated VIEs were not significant. The Bank earned fees of \$64 million and \$72 million in 2009 and 2008, respectively, from certain VIEs in which it had a significant variable interest at the end

of the year but did not consolidate. More information with respect to the Bank's involvement with VIEs, including details of liquidity facilities and maximum loss exposure by VIE category, is provided below and in Note 6 to the Consolidated Financial Statements on pages 121 and 122.

There are four primary types of association the Bank has with VIEs:

- Multi-seller conduits sponsored by the Bank,
- Liquidity facilities provided to non-Bank sponsored conduits,
- Funding vehicles, and
- Collateralized debt obligation entities.

Multi-seller conduits sponsored by the Bank

The Bank sponsors three multi-seller conduits, two of which are Canadian-based and one in the United States. The Bank earns commercial paper issuance fees, program management fees, liquidity fees and other fees from these multi-seller conduits, which totaled \$63 million in 2009, compared to \$70 million in the prior year.

The multi-seller conduits purchase high-quality financial assets, primarily from clients, and finance these assets through the issuance of highly rated commercial paper. For assets purchased, there are supporting backstop liquidity facilities that are generally equal to 102% of the assets purchased or committed to be purchased. The primary purpose of the backstop liquidity facility is to provide an alternative source of financing in the event the conduit is unable to access the commercial paper market.

As further described below, the Bank's exposure to these off-balance sheet conduits primarily consists of liquidity support, program-wide credit enhancement and temporary holdings of commercial paper. The Bank has a process to monitor these exposures and significant events impacting the conduits to ensure there is no change in the primary beneficiary, which could require the Bank to consolidate the assets and liabilities of the conduits at fair value.

Canada

The Bank's primary exposure to the Canadian-based conduits is the liquidity support provided, with total liquidity facilities of \$1.8 billion as at October 31, 2009 (October 31, 2008 – \$4.3 billion). The year-over-year decrease was due to repayments and asset amortization. As at October 31, 2009, total commercial paper outstanding for the Canadian-based conduits administered by the Bank was \$1.6 billion (October 31, 2008 – \$3.8 billion) and the Bank held approximately 4% of the total commercial paper issued by these conduits. Table 19 presents a summary of assets purchased and held by the Bank's two Canadian multi-seller conduits as at October 31, 2009 and 2008, by underlying exposure.

Substantially all of the conduits' assets have been structured to receive credit enhancements from the sellers, including overcollateralization protection and cash reserve accounts. Approximately 8% of the funded assets

T19 Assets held by Scotiabank-sponsored Canadian-based multi-seller conduits

As at October 31 (\$ millions)	2009			2008		
	Funded assets ⁽¹⁾	Unfunded commitments	Total exposure ⁽²⁾	Funded assets ⁽¹⁾	Unfunded commitments	Total exposure ⁽²⁾
Auto loans/leases	\$ 505	\$ 138	\$ 643	\$ 2,204	\$ 299	\$ 2,503
Equipment loans	723	43	766	969	63	1,032
Trade receivables	165	59	224	205	91	296
Canadian residential mortgages	67	1	68	89	2	91
Retirement savings plan loans	92	2	94	156	3	159
Loans to closed-end mutual funds	–	–	–	161	91	252
Total ⁽³⁾	\$ 1,552	\$ 243	\$ 1,795	\$ 3,784	\$ 549	\$ 4,333

(1) Funded assets are reflected at original cost, which approximates estimated fair value.

(2) Exposure to the Bank is through global-style liquidity facilities and letters of guarantee.

(3) These assets are substantially sourced from Canada.

T20 Assets held by Scotiabank-sponsored U.S.-based multi-seller conduit

As at October 31 (\$ millions)	2009			2008		
	Funded assets ⁽¹⁾	Unfunded commitments	Total exposure ⁽²⁾	Funded assets ⁽¹⁾	Unfunded commitments	Total exposure ⁽²⁾
Credit card/consumer receivables	\$ 253	\$ 45	\$ 298	\$ 1,318	\$ 641	\$ 1,959
Auto loans/leases	1,501	620	2,121	2,894	1,160	4,054
Trade receivables	1,049	2,712	3,761	2,161	1,855	4,016
Loans to closed-end mutual funds	115	73	188	690	652	1,342
Diversified asset-backed securities	741	15	756	932	19	951
Corporate loans ⁽³⁾	348	46	394	417	50	467
Total ⁽⁴⁾	\$ 4,007	\$ 3,511	\$ 7,518	\$ 8,412	\$ 4,377	\$ 12,789

(1) Funded assets are reflected at original cost. The fair value of these assets as at October 31, 2009 was estimated to be \$3.6 billion (October 31, 2008 – \$8.0 billion).

(2) Exposure to the Bank is through global-style liquidity facilities in the form of asset purchase agreements.

(3) These assets represent secured loans that are externally rated investment grade.

(4) These assets are sourced from the U.S.

were externally rated AAA as at October 31, 2009, with the balance having an equivalent rating of AA- or higher based on the Bank's internal rating program. There were no non-investment grade assets held in these conduits as at October 31, 2009. While 58% of the total funded assets have final maturities falling within three years, the weighted average repayment period, based on cash flows, approximates one year. There is no exposure to U.S. subprime mortgage risk within these two conduits.

United States

The Bank's primary exposure to the U.S.-based conduit is the liquidity support and program-wide credit enhancement provided, with total liquidity facilities of \$7.5 billion as at October 31, 2009 (October 31, 2008 – \$12.8 billion). Excluding the impact of foreign currency translation, total exposure fell \$4.4 billion year over year. This decline reflects a general reduction in client business. As at October 31, 2009, total commercial paper outstanding for the U.S.-based conduit administered by the Bank was \$4.2 billion (October 31, 2008 – \$8.4 billion) and the Bank did not hold any commercial paper issued by this conduit.

A significant portion of the conduit's assets have been structured to receive credit enhancements from the sellers, including overcollateralization protection and cash reserve accounts. Each asset purchased by the conduit has a deal-specific liquidity facility provided by the Bank in the form of an asset purchase agreement, which is available to absorb the losses on defaulted assets, if any, in excess of losses absorbed by deal-specific seller credit enhancement, and the subordinated note issued by the conduit. The Bank's liquidity agreements with the conduit generally call for the Bank to fund full par value of all assets, including defaulted assets, if any, of the conduit.

Table 20 presents a summary of assets purchased and held by the Bank's U.S. multi-seller conduit as at October 31, 2009 and 2008, by underlying exposure.

As at October 31, 2009, approximately 76% of the conduit's funded assets were rated "A" or higher, either externally (31%) or based on the

Bank's internal rating program (45%). Substantially all of the assets held in this conduit were rated investment grade as at October 31, 2009. While 54% of the total funded assets have final maturities falling within five years, the weighted average repayment period, based on expected cash flows, approximates 1.5 years.

The conduit has investments in two pools of diversified asset-backed securities. The assets underlying these securities are primarily retail loans, including U.S. home equity, student loans and residential mortgage-backed securities. These pools are guaranteed by monoline insurers both of which have experienced external ratings downgrades during the year (refer to exposure to monoline insurers on page 49). As at October 31, 2009, the two monoline insurers were rated non-investment grade by the external rating agencies. As a result one of these pools was rated below investment grade based on the Bank's internal rating program as at October 31, 2009.

During fiscal 2009, there were no events that required a reassessment of the primary beneficiary of this conduit.

In 2008, the conduit transferred CDO and CLO assets to the Bank, pursuant to the terms of its liquidity asset purchase agreements. A pre-tax charge of \$298 million, after considering recoveries, was recorded in the Consolidated Statement of Income at the time of the transfers. The loss represented the difference between the amounts paid (original cost of the assets) and the fair value of the assets on the dates the assets were transferred to the Bank. As a consequence of the aforementioned transfer of assets to the Bank, the conduit increased its subordinated note held by an unrelated party. This note absorbed the majority of the expected losses of the remaining assets of the conduit.

Liquidity facilities provided to non-Bank sponsored conduits

For conduits not administered by the Bank, liquidity facilities totaled \$640 million as at October 31, 2009 (October 31, 2008 – \$1.2 billion), all of which were for U.S. third-party conduits. The assets of these non-Bank sponsored conduits, which are not administered by the Bank, are mostly consumer auto-

based securities. Approximately 79% of these assets are externally rated AAA. The majority of the liquidity facilities have an original committed term of 364 days, renewable at the option of the Bank. There is no exposure to U.S. subprime mortgage risk.

Funding vehicles

The Bank uses special purpose entities (SPEs) to facilitate the cost-efficient financing of its operations. The Bank has three such SPEs – Scotiabank Capital Trust, Scotiabank Subordinated Notes Trust and Scotiabank Tier 1 Trust – that are VIEs and are not consolidated on the Bank's balance sheet, as the Bank is not the primary beneficiary. Scotiabank Trust Securities, Scotiabank Tier 1 Securities and Scotiabank Trust Subordinated Notes issued by the trusts are not reported on the Consolidated Balance Sheet, but qualify as regulatory capital. The deposit notes issued by the Bank to Scotiabank Capital Trust, Scotiabank Subordinated Notes Trust and Scotiabank Tier 1 Trust are reported in deposits. Total deposits recorded by the Bank as at October 31, 2009 from these trusts were \$4.0 billion (October 31, 2008 – \$3.4 billion). The Bank recorded interest expense of \$216 million on these deposits in 2009 (2008 – \$199 million).

Collateralized debt obligation entities

The Bank holds an interest in VIEs structured to match specific investor requirements. Loans or credit derivatives are held by the VIE to create security offerings for investors that match their investment needs and preferences. The Bank's maximum exposure to loss from VIEs in which the Bank has a significant variable interest was \$307 million as at October 31, 2009 (October 31, 2008 – \$847 million) which includes the credit risk amounts relating to derivative contracts with these VIEs.

Securitizations

The Bank securitizes a portion of its residential mortgages and personal loans by transferring the assets on a serviced basis to trusts. Residential mortgage securitizations are principally conducted through the Bank's participation in the Canadian Government's Canada Mortgage Bond (CMB) program. If certain requirements

are met, these transfers are treated as sales, and the transferred assets are removed from the Consolidated Balance Sheet (this is discussed further in Note 1 to the Consolidated Financial Statements on pages 111 to 116). These securitizations enable the Bank to access alternative and more efficient funding sources, and manage liquidity and other risks. The Bank does not provide liquidity facilities with respect to the CMB program. As such, the Bank is not exposed to significant liquidity risks in connection with these off-balance sheet arrangements.

The outstanding amount of off-balance sheet securitized mortgages was \$17.5 billion as at October 31, 2009, compared to \$12.8 billion last year. The increase in 2009 was primarily from ongoing sales through the CMB program and the Bank's participation in the Government of Canada Insured Mortgage Purchase Program (IMPP). This initiative was implemented in 2008 to enhance term liquidity in the Canadian financial markets. In 2009, the Bank sold \$6.9 billion of mortgage-backed securities pursuant to this program, compared to \$1.5 billion in 2008.

The amount of off-balance sheet securitized personal loans was \$199 million as at October 31, 2009, compared to \$235 million last year.

Subsequent to the transfer of assets, the Bank may retain interests in securities issued by the trusts, may make payments to the trusts under certain limited circumstances, maintains relationships with the underlying customers, and provides administrative services to the trusts. Additional information on the commitments to the trusts is disclosed in Note 23 to the Consolidated Financial Statements on pages 139 to 141.

The Bank recorded securitization revenues of \$409 million in 2009, compared to \$130 million in 2008. This increase was due to the Bank's ongoing sale of mortgages to the CMB program and the Bank's participation in the IMPP discussed above.

Additional information on the amount of securitizations and associated cash flows, servicing fees and retained interests is provided in Note 4(c) to the Consolidated Financial Statements on page 120.

Guarantees and other commitments
Guarantees and other commitments are fee-based products that the Bank provides to its customers. These products can be categorized as follows:

- **Standby letters of credit and letters of guarantee:** As at October 31, 2009, these amounted to \$21.9 billion, compared to \$27.8 billion last year. These instruments are issued at the request of a Bank customer to secure the customer's payment or performance obligations to a third party. The year-over-year decrease reflects a general decrease in customer business, as well as the weakening of the U.S. dollar.
- **Liquidity facilities:** These generally provide an alternate source of funding to asset-backed commercial paper conduits in the event that a general market disruption prevents the conduits from issuing commercial paper or, in some cases, when certain specified conditions or performance measures are not met. Within liquidity facilities are credit enhancements that the Bank provides, in the form of financial standby letters of credit, to commercial paper conduits sponsored by the Bank. As at October 31, 2009, these credit enhancements amounted to \$760 million, compared to \$1,269 million last year. Refer to the liquidity discussions under VIEs on pages 43 to 45.
- **Indemnification contracts:** In the ordinary course of business, the Bank enters into many contracts where the Bank may indemnify contract counterparties for certain aspects of the Bank's past conduct if other parties fail to perform, or if certain events occur. The Bank cannot estimate, in all cases, the maximum potential future amount that may be payable, nor the amount of collateral or assets available under recourse provisions that would mitigate any such payments. Historically, the Bank has not made any significant payments under these indemnities.
- **Loan commitments:** The Bank has commitments to extend credit, subject to specific conditions, which represent undertakings to make

credit available in the form of loans or other financings for specific amounts and maturities. As at October 31, 2009, these commitments amounted to \$104 billion, compared to \$130 billion a year earlier. The majority of these commitments are short-term in nature, with original maturities of less than one year. The year-over-year decrease reflects a general decrease in the customer business as well as the weakening of the U.S. dollar.

These guarantees and loan commitments may expose the Bank to credit or liquidity risks, and are subject to the Bank's standard review and approval processes. For the guaranteed products, the above dollar amounts represent the maximum risk of loss in the event of a total default by the guaranteed parties, and are stated before any reduction for recoveries under recourse provisions, insurance policies or collateral held or pledged.

Fees from the Bank's guarantees and loan commitment arrangements, recorded in credit fees in Other income in the Consolidated Statement of Income, were \$386 million in 2009, compared to \$240 million in the prior year. Detailed information on guarantees and loan commitments is disclosed in Note 23 to the Consolidated Financial Statements on pages 139 to 141.

Financial instruments

Given the nature of the Bank's main business activities, financial instruments make up a substantial portion of the balance sheet and are integral to the Bank's business. Assets that are financial instruments include cash resources, securities, securities purchased under resale agreements, loans and customers' liability under acceptances. Financial instrument liabilities include deposits, acceptances, obligations related to securities sold under repurchase agreements, obligations related to securities sold short, subordinated debentures and capital instrument liabilities. In addition, the Bank uses derivative financial instruments for both trading and non-trading purposes, such as asset/liability management.

During the year, the Bank reclassified certain debt securities from available-for-sale securities to loans pursuant to changes in accounting standards for financial instruments. During 2008 certain trading assets were reclassified to available-for-sale securities. Refer to Changes in accounting policies on page 81.

Financial instruments are generally carried at fair value, except the following, which are carried at amortized cost unless designated as held for trading at inception: loans and receivables, certain securities and most financial liabilities.

Unrealized gains and losses on available-for-sale securities, net of related hedges, as well as gains and losses on derivatives designated as cash flow hedges, are recorded in Other Comprehensive Income. Gains and losses on available-for-sale securities are recorded in the Consolidated Statement of Income when realized and cash flow hedges are recorded when the hedged item affects income.

All changes in the fair value of derivatives are recorded in the Consolidated Statement of Income, other than those designated as cash flow and net investment hedges which flow through Other Comprehensive Income. The Bank's accounting policies for derivatives and hedging activities are further described in Note 1 to the Consolidated Financial Statements (see pages 111 to 116).

Interest income and expense on interest-bearing financial instruments are recorded in the Bank's Consolidated Statement of Income as part of net interest income. Credit losses resulting from loans are recorded in the provision for credit losses. Net gains and losses on trading securities are recorded in other income – trading revenues. Realized gains and losses and writedowns for other-than-temporary impairment on available-for-sale securities and equity account investments are recorded in other income – net gains (losses) on securities, other than trading.

Several risks arise from transacting financial instruments, including credit risk, liquidity risk, operational risk and market risk. Market risk arises from changes in market prices and rates

(including interest rates, credit spreads, foreign exchange rates, equity prices and commodity prices). The Bank manages these risks using extensive risk management policies and practices, including various Board-approved risk management limits.

A discussion of the Bank's risk management policies and practices can be found in the Risk Management section (see pages 62 to 76). In addition, Note 24 to the Consolidated Financial Statements on pages 141 to 149 presents the Bank's exposure to credit risk, liquidity risk and market risks arising from financial instruments as well as the Bank's corresponding risk management policies and procedures.

There are various measures that reflect the level of risk associated with the Bank's portfolio of financial instruments. For example, the interest rate risk arising from the Bank's financial instruments can be estimated by calculating the impact of a 100 or 200 basis point increase in interest rates on annual income and the economic value of shareholders' equity, as described on page 148. For trading activities, the table on page 149 discloses the average one-day Value at Risk by risk factor. For derivatives, based on the Bank's maturity profile of derivative instruments, only 12% (2008 – 15%) had a term to maturity greater than five years.

Note 27 to the Consolidated Financial Statements (see pages 152 to 156) provides details about derivatives used in trading and non-trading activities, including notional amounts, remaining term to maturity, credit risk and fair values.

The fair value of the Bank's financial instruments are provided in Note 25 to the Consolidated Financial Statements (see pages 150 to 151) along with a description of how these amounts were determined.

The fair value of the Bank's financial instruments was unfavourable when compared to their carrying value by \$2,152 million as at October 31, 2009 (October 31, 2008 – \$543 million). This difference relates to loan assets, deposit liabilities, subordinated debentures and capital instrument liabilities. The year-over-year change in the excess of fair value over book value arose mainly from changes in interest rates and credit spreads. Fair value estimates are based on market conditions at October 31, 2009, and may not be reflective of future fair values. Further information on how fair values are estimated is contained in the section on Critical accounting estimates (see pages 77 to 81).

Disclosures specific to certain financial instruments designated as held for trading under the fair value option can be found in Note 26 to the Consolidated Financial Statements (see page 152). These designations were made primarily to avoid an accounting mismatch between two instruments, or to better reflect how the performance of a specific portfolio is evaluated by the Bank.

Selected credit instruments

Mortgage-backed securities

Non-trading portfolio

Total mortgage-backed securities held as available-for-sale securities represent approximately 4% of the Bank's total assets as at October 31, 2009 and are shown below in Table 21. During the year, the Bank's holdings of

■ T21 Mortgage-backed securities

	As at October 31, 2009		As at October 31, 2008	
	Non-trading portfolio	Trading portfolio	Non-trading portfolio	Trading portfolio
Carrying value (\$ millions)				
Canadian NHA mortgage-backed securities ⁽¹⁾	\$ 21,287	\$ 253	\$ 6,252	\$ 184
Commercial mortgage-backed securities	4 ⁽²⁾	44 ⁽³⁾	123 ⁽²⁾	47 ⁽³⁾
Other residential mortgage-backed securities	93	–	55	–
Total	\$ 21,384	\$ 297	\$ 6,430	\$ 231

(1) Canada Mortgage and Housing Corporation provides a guarantee of timely payment to NHA mortgage-backed security investors.

(2) The assets underlying the commercial mortgage-backed securities in the non-trading portfolio relate to non-Canadian properties.

(3) The assets underlying the commercial mortgage-backed securities in the trading portfolio relate to Canadian properties.

Canadian NHA mortgage-backed securities increased by \$15 billion due mainly to the conversion of mortgages into mortgage-backed securities. Exposure to U.S. subprime mortgage risk is nominal.

Trading portfolio

Total mortgage-backed securities held as trading securities represent less than 0.1% of the Bank's total assets as at October 31, 2009 and are shown in Table 21 on page 47.

Montreal Accord Asset-Backed Commercial Paper (ABCP)

As a result of the Montreal Accord ABCP restructuring in the first quarter of 2009, the Bank received longer-dated securities which were classified as available-for-sale. Approximately 44% of the new notes are A-rated Class A-1 notes and 36% are BBB (low)-rated A-2 notes. The Bank's carrying value of \$144 million represents approximately 62% of par value. Taking into account current market conditions, the Bank has not recorded any net gain or loss in the current year.

As part of the restructuring, the Bank participated in a margin funding facility, which was recorded as an unfunded loan commitment. The Bank's portion of the facility is \$200 million. It is currently undrawn.

Collateralized debt obligations and collateralized loan obligations

Non-trading portfolio

The Bank has collateralized debt obligation (CDO) and collateralized loan obligation (CLO) investments in

its non-trading portfolio. CDOs and CLOs generally achieve their structured credit exposure either synthetically through the use of credit derivatives, or by investing and holding corporate loans or bonds.

Effective November 1, 2008, certain of the Bank's CDOs and CLOs were reclassified to loans pursuant to changes in accounting standards. These reclassified CDOs and CLOs were carried at amortized cost in the Consolidated Balance Sheet at October 31, 2009 (see discussion of changes in accounting policies on page 111 in Note 1 of the Consolidated Financial Statements).

Prior to November 1, 2008, these investments were carried at fair value on the Bank's Consolidated Balance Sheet as available-for-sale securities. Changes in the fair value of cash-based CDOs and CLOs were reflected in other comprehensive income, unless there had been an other-than-temporary decline in fair value, which was recorded in net income. Changes in the fair value of synthetic CDOs and CLOs were and continue to be reflected in net income.

Substantially all of the referenced assets of the Bank's CDOs and CLOs are corporate exposures, with no U.S. mortgage-backed securities.

The Bank has exposure to both cash-based and synthetic CDOs. As at October 31, 2009, the carrying value of cash-based CDOs reclassified to loans on the Bank's Consolidated Balance Sheet was \$130 million. The fair value of these CDOs was \$53 million. As at October 31, 2008, these CDOs were classified as available-for-sale securities

and had a fair value of \$67 million, with \$83 million of unrealized losses included in Accumulated Other Comprehensive Income (AOCI).

The Bank's remaining exposure to synthetic CDOs was \$267 million as at October 31, 2009 (October 31, 2008 – \$270 million). During the year, the Bank recorded a pre-tax gain of \$56 million in net income for changes in fair value of synthetic CDOs (2008 – pre-tax loss of \$453 million). The change in fair value of the synthetic CDOs was mainly driven by the tightening of credit spreads, while last year's loss was due to widening credit spreads and credit events in certain previously highly rated reference assets.

In aggregate the cash and synthetic CDO portfolio is well diversified, with an average individual CDO holding of \$21 million, and no single industry exceeding 23% of the referenced portfolio on a weighted average basis. Based on their carrying values, these CDOs have a weighted average rating of A. More than 16% of their investments are senior tranches with subordination of 10% or more, and 19% of the investments are in equity tranches.

As at October 31, 2009, the carrying value of the Bank's CLOs on the Consolidated Balance Sheet was \$984 million. The fair value was \$691 million. Substantially all the CLOs were reclassified to loans during the year and no impairment charges were taken on these items. As at October 31, 2008, the Bank's investments in CLOs were recorded as available-for-sale securities with a fair value of \$660 million and \$436 million of unrealized losses recorded in AOCI. Although these CLO investments experienced a decline in fair value, the Bank has the intent and ability to hold these investments until there is a recovery in fair value, which may be at maturity.

This CLO portfolio is well diversified with an average individual CLO holding of \$7 million, with no single industry exceeding 13% of the referenced portfolio on a weighted average basis. Based on carrying values, these CLOs have a weighted

T22 Collateralized debt obligations (CDOs)

Trading portfolio

	As at October 31, 2009		As at October 31, 2008	
	Notional Amount	Positive/(negative) fair value	Notional Amount	Positive/(negative) fair value
Outstanding (\$ millions)				
CDOs – sold protection	\$ 6,000	\$ (1,620)	\$ 6,647	\$ (3,368)
CDOs – purchased protection	\$ 5,625	\$ 1,657	\$ 6,550	\$ 3,187

average rating of A. More than 85% of these investment holdings are senior tranches with subordination of 10% or more. Only 2% of the investments are in equity tranches.

During the year the Bank recorded a pre-tax loss of \$23 million in net income for other-than-temporary impairment of CLOs classified as AFS securities which were not reclassified to loans. In 2008, the Bank recorded a pre-tax loss of \$35 million in net income and a pre-tax loss of \$432 million in other comprehensive income, reflecting changes in the fair value of the CLOs.

The key drivers of the change in fair value of CDOs and CLOs are changes in credit spreads and the remaining levels of subordination. Based on positions held at October 31, 2009, a 50 basis point widening of relevant credit spreads would result in a pre-tax decrease of approximately \$6 million in net income.

Trading portfolio

The Bank also holds synthetic CDOs in its trading portfolio as a result of structuring and managing transactions with clients and other financial institutions. Total CDOs purchased and sold in the trading portfolio are shown in Table 22 on page 48.

To hedge its trading exposure, the Bank purchases or sells CDOs to other financial institutions, along with purchasing and/or selling index tranches or single name credit default swaps (CDSs). The main driver of the value of CDOs and CDSs is changes in credit spreads. Based on positions held at October 31, 2009, a 50 basis point widening of relevant credit spreads in this portfolio would result in a pre-tax decrease of approximately \$2 million in net income.

Over 70% of the Bank's credit exposure to CDO swap counterparties is to entities which are externally or internally rated investment grade equivalent. The referenced assets underlying the trading book CDOs are substantially all corporate exposures, with no mortgage-backed securities.

Structured investment vehicles

The carrying value of the Bank's investments in structured investment vehicles (SIVs) was nil as at October 31, 2009 and 2008. The Bank does not sponsor, manage or provide liquidity support to SIVs.

Exposure to monoline insurers

The Bank has insignificant direct exposure to monoline insurers. The Bank has indirect exposures of \$1.3 billion (October 31, 2008 – \$2.8 billion) in the form of monoline guarantees, which provide enhancement to public finance and other transactions, where the Bank has provided credit facilities to either the issuers of securities or facilities which hold such securities. The Bank's public finance exposures of \$0.4 billion (October 31, 2008 – \$1.5 billion) were primarily to U.S. municipalities and states. Approximately 85% of these securities are rated investment grade without the guarantee, and represent risk the Bank would take without the availability of the guarantee.

Other indirect exposures to monoline insurers were \$0.9 billion (October 31, 2008 – \$1.3 billion). These exposures were primarily composed of \$0.7 billion (October 31, 2008 – \$0.9 billion) of guarantees by two monolines on diversified asset-backed securities held by the Bank's U.S. multi-seller conduit (as discussed on pages 44 and 45 in the section on Multi-seller conduits sponsored by the Bank). As at October 31, 2009, the two monoline insurers were rated non-investment grade by the external rating agencies.

Exposure to Alt-A

In the U.S., loans are classified as Alt-A when they have higher risk characteristics such as lower credit scores and/or higher loan-to-value ratios. As at October 31, 2009, the Bank had insignificant direct and indirect exposure to U.S. Alt-A loans and securities. In Canada, the Bank does not have a mortgage program which it considers to be an equivalent of U.S. Alt-A.

Leveraged loans

The Bank may provide leveraged financing to non-investment grade customers to facilitate their buyout, acquisition and restructuring activities. The Bank's exposure to highly leveraged loans awaiting syndication as at October 31, 2009, was nominal.

Auction-rate securities

Auction-rate securities (ARS) are long-term, variable rate notes issued by trusts referenced to long-term notional maturity, but have interest rates reset at predetermined short-term intervals. ARS are issued by municipalities, student loan authorities and other sponsors through auctions managed by financial institutions. The Bank does not sponsor any ARS program and does not hold any ARS.

Automotive industry exposure

The Bank's direct (corporate and commercial) loan exposure to the North American and European automotive industry declined to \$3.7 billion as at October 31, 2009 and was comprised of the following:

As at October 31 (\$ billions)	2009	2008
Original equipment manufacturers (OEMs)	\$ 0.2	\$ 0.5
Financing and leasing	0.6	1.2
Parts manufacturers	0.5	0.7
Dealers	2.4	2.8
Total	\$ 3.7	\$ 5.2

Approximately 30% of this exposure is rated investment grade, either externally or based on the Bank's internal rating program, down from 63% as at October 31, 2008. Loans are typically senior in the capital structure of the borrowers. The reduction in the percentage of investment grade exposure from last year was expected in part as a result of the repayment of one large OEM investment grade account and portfolio migration. In 2009, the specific loss ratio for this portfolio (as a percentage of average loan exposures) was 35 basis points.

The Bank is actively managing its exposure to this sector. The Bank is

focused on large multi-dealer relationships and parts-manufacturing customers with geographic and OEM diversification, and has contained its exposure to North American OEMs. Regular stress tests are performed on the Bank's non-retail automotive exposures covering a number of different scenarios, including the default of the North American OEMs and its impact on part suppliers, financing companies and dealers.

The North American OEMs have restructured, resulting in reduced future production and contraction of North American operations. As a result of these events, in the second quarter of 2009, the Bank established a \$60 million sectoral allowance against its North American non-retail automotive exposures for incurred losses expected to be identified individually over the coming quarters. During the year, \$16 million of the sectoral allowance was reclassified to the specific provision for credit losses. Management believes this sectoral allowance is adequate to address potential losses inherent in the exposures to this sector.

Consumer auto-based securities

As at October 31, 2009, the Bank held \$6.2 billion (October 31, 2008 – \$7.8 billion) of consumer auto-based

securities. These securities are almost all loan-based securities, with only 4% of these holdings representing leases. The loan-based securities arise from retail instalment sales contracts (loans) which are primarily acquired through a US\$6 billion revolving facility to purchase U.S. and Canadian consumer auto loans from a North American automotive finance company. This facility has a remaining revolving period of less than one and a half years, and was modified last year to allow the seller to sell Canadian-based loans to the Bank for a limited period, rather than U.S.-based loans. The facility is structured with credit enhancement in the form of overcollateralization provided at the time of the loan purchases, resulting in no further reliance on the seller for credit enhancement. For each subsequent purchase under the revolving credit facility, the credit enhancement is a multiple of the most recent pool loss data for the seller's overall managed portfolio.

The Bank conducts periodic stress tests on these loan-based securities. Under different stress scenarios, the loss on this consumer auto loan-backed securities portfolio is within the Bank's risk tolerance level. Approximately 85% of these securities are externally rated

AAA and have a weighted average life of approximately two years.

In 2008, these securities were classified as available-for-sale securities and carried at fair value. Effective November 1, 2008 the securities were reclassified to loans and are carried at amortized cost pursuant to changes in accounting standards (refer to Note 1 of the Consolidated Financial Statements for a discussion of the accounting policy changes). The fair value of the securities as at October 31, 2009 was \$6.2 billion (October 31, 2008 – \$7.5 billion), with unrealized gains of \$48 million (October 31, 2008 – unrealized losses of \$272 million).

Other

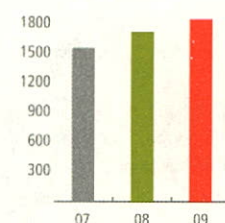
The Bank provides liquidity facilities to its own sponsored multi-seller conduits and to non-bank sponsored conduits to support automotive loan and lease assets held by those conduits. For details, see sections on Multi-seller conduits sponsored by the Bank (pages 44 and 45) and Liquidity facilities provided to non-bank sponsored conduits (page 45).

Business Line Overview

Canadian Banking

C25 Canadian Banking net income

\$ millions

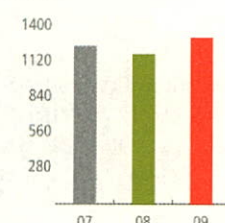


Canadian Banking had a record year in 2009, with net income of \$1,851 million, an increase of \$127 million or 7% over last year. Substantial growth in retail mortgages, personal lending and deposits, and a wider interest margin from lower wholesale funding rates were partially offset by higher provisions for credit losses. Non-interest expenses were well controlled, up 3% mainly from acquisitions and sales force expansion.

International Banking

C26 International Banking net income

\$ millions

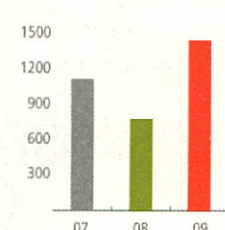


International Banking also had a record year in 2009, with net income of \$1,315 million, an increase of \$129 million or 11% over last year. This was primarily from acquisitions, asset growth in existing businesses, fair value adjustments and the favourable impact of foreign currency translation. However, 2009 also included writedowns on available-for-sale securities, lower realized gains, and a significant increase in provisions for credit losses, mainly in retail.

Scotia Capital

C27 Scotia Capital net income

\$ millions



Scotia Capital reported record net income of \$1,451 million in 2009. This was up \$664 million or 84% year over year, as 2008 results included charges related to certain trading activities and valuation adjustments due to market volatility. In addition, 2009 results were stronger due to higher trading and investment banking revenues, and wider lending spreads. Partly offsetting were higher provisions for credit losses and lower tax-exempt dividend income.

T23 2009 financial performance

(\$ millions)	Canadian Banking	International Banking	Scotia Capital	Other ⁽¹⁾	Total
Net interest income ⁽²⁾	\$ 4,785	\$ 3,773	\$ 1,427	\$ (1,657)	\$ 8,328
Other income	2,279	1,480	2,138	232	6,129
Provision for credit losses	702	577	338	127	1,744
Non-interest expenses	3,757	2,960	1,072	130	7,919
Income taxes/non-controlling interest ⁽²⁾	754	401	704	(612)	1,247
Net income	\$ 1,851	\$ 1,315	\$ 1,451	\$ (1,070)	\$ 3,547
Return on equity ⁽³⁾ (%)	22.3%	12.5%	20.0%	N/A	16.7%
Average earning assets (\$ billions) ⁽³⁾	\$ 192	\$ 90	\$ 183	\$ 48	\$ 513

(1) The Other category represents smaller operating segments, including Group Treasury, and other corporate adjustments that are not allocated to an operating segment. Corporate adjustments include the elimination of the tax-exempt income gross-up reported in net interest income and provision for income taxes, changes in the general allowance, differences in the actual amount of costs incurred and charged to the operating segments, and the impact of securitizations.

(2) Taxable equivalent basis. See non-GAAP measures on page 27.

(3) Non-GAAP measure. Return on equity for the business segments is based on economic equity attributed. See non-GAAP measures on page 27.

N/A Not applicable

Canadian Banking



2009 Achievements

- Scotia Mutual Funds continued to be strong in 2009, and were ranked #1 by the Investment Funds Institute of Canada for total net sales. This growth came in part from Scotia INNOVA Portfolios, ScotiaFunds' new fund-of-funds solution, which has had one of the industry's most successful launches of a product in this category, surpassing \$500 million in assets under management since the January launch. DundeeWealth and CI Financial, in which the Bank has invested, were also top sales performers.
- Rebranded the insurance business as Scotiabank Financial and announced a broad range of home, auto and life insurance products and services distributed through multiple channels including the first retail storefront for Scotia.
- Launched the new Scotia Visa Momentum card which provides customers with a money back savings feature of up to 2%.
- The joint venture with Cineplex Entertainment, SCENE, surpassed 2 million members. This integrated loyalty program is providing an excellent source of new customers for Scotiabank – with more than 160,000 added in Fiscal 2009 and over 300,000 since the program launched in May of 2007.
- Enhanced the *Startright* Program to provide more financial tools and resources to Newcomers to Canada – a key growth customer segment.
- Scotiabank recently captured five Best Banking Awards from the 2009 Synovate Customer Service Index (CSI) study, up from four in 2008. The awards garnered this year were for Values My Business, Financial Planning & Advice, Interest Rates and Service Charges, Value for Money and Products & Service Excellence.

2010 Priorities

- Maintain strong market position and focus on high potential growth areas across products.
- Grow revenues and control expenses while maintaining positive operating leverage.
- Leadership development.
- Invest in new initiatives to build profitable new customer relationships.
- Prudently manage risk.

Key performance indicators

Management uses a number of key metrics to monitor business performance:

- Net income
- Operating leverage and productivity ratio
- Loan loss ratio
- Market share of key products
- New customer acquisition
- Customer loyalty
- Employee satisfaction

Business profile

Canadian Banking provides a full range of banking and investing services to more than 7.4 million customers across Canada, through a network of 1,019 branches, 2,964 ABMs, and 101 Wealth Management offices, as well as telephone and Internet banking. Canadian Banking includes three main businesses:

- Retail and Small Business Banking provides mortgages, loans, credit cards, investments, insurance and day-to-day banking products to individuals and small businesses.
- Wealth Management provides a full range of products and services including: retail brokerage (discretionary, non-discretionary and self-directed); investment management advice; mutual funds and savings products; and financial, trust and estate planning, as well as private client services, for affluent customers.
- Commercial Banking delivers a full product suite to medium and large businesses, including banking, cash management, lending and leasing.

Strategy

Canadian Banking remains committed to developing strong relationships with its customers and ensuring that they have access to great service and advice, as well as a full suite of financial solutions to help achieve their financial priorities. Canadian Banking will continue to pursue growth strategies focused on building profitable relationships across key customer segments and high potential markets.

Financial performance

Canadian Banking reported net income of \$1,851 million in 2009, \$127 million or 7% higher than last year. Return on economic equity was 22.3% versus 35.6% last year. The decrease was due to higher capital attributed to the business line, relating to the acquisition of E*TRADE Canada (renamed Scotia iTRADE) and the purchase of a significant investment in CI Financial.

Assets and liabilities

Average assets before securitization rose \$17 billion or 10% in 2009. This was led by substantial growth in residential mortgages (before securitization) of \$9 billion or 8%, which resulted in market share growth of 18 basis points versus the other major banks. Personal loans, including revolving credit, increased \$6 billion or 16% year over year. Personal deposits grew by \$9 billion or 10%, reflecting customers' preference for safe and liquid investments during a period of economic uncertainty. Non-personal deposits rose \$8 billion or 18% from growth in both non-personal term and current accounts. Assets under administration grew 7% to \$137 billion in 2009, mainly in mutual funds reflecting a market recovery in the second half of 2009.

Revenues

Total revenues were \$7,064 million, up \$566 million or 9% from last year. Net interest income increased \$461 million to \$4,785 million, due to strong volume growth in both assets and deposits. The margin increased by 3 basis points to 2.49%, due in part to lower wholesale funding costs and a wider prime/BA spread. Other income for the year was \$2,279 million, representing growth of \$105 million or 5% mainly in retail and wealth management.

Retail & Small Business Banking

Total revenues were \$4,404 million, up \$390 million or 10% from last year. Net interest income rose by \$354 million or 11% due to growth in assets and deposits and a higher margin. Other income rose \$38 million or 4% mainly in transaction-based fees, partly offset by a decrease in ABM fees due to lower transaction volumes.

Commercial Banking

Total revenues rose \$177 million or 13% to \$1,525 million in 2009. Net interest income grew 17% from last year, with a significantly higher margin mainly from lower wholesale funding costs and growth in both assets and deposits. Average deposits rose 20%, largely from growth in current accounts. Average assets grew 2% reflecting the slower business climate in 2009. Year-over-year, other income was flat at \$328 million.

Wealth Management

Total revenues were flat at \$1,135 million year over year, as revenue from the investment in CI Financial and the full-year impact of Scotia iTRADE were offset by lower revenues from other business segments as a result of difficult market conditions. Mutual fund revenues were down 13%, although market share grew. Private client and full-service brokerage revenues were down due to a lower interest margin reflecting historically low interest rate levels and weak

C28 Canadian Banking total revenue
as at October 31, 2009

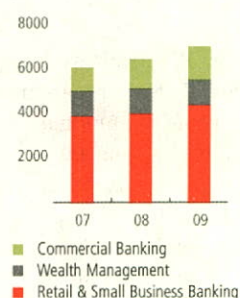


T24 Canadian Banking financial performance

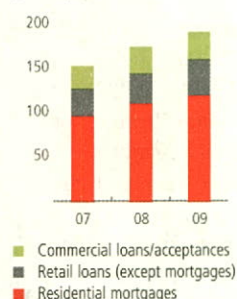
(\$ millions)	2009	2008	2007
Net interest income ⁽¹⁾	\$ 4,785	\$ 4,324	\$ 3,855
Other income	2,279	2,174	2,248
Provision for credit losses	702	399	295
Non-interest expenses	3,757	3,632	3,559
Income taxes ⁽¹⁾	754	743	685
Net income	\$ 1,851	\$ 1,724	\$ 1,564
Key ratios			
Return on economic equity	22.3%	35.6%	33.0%
Productivity ⁽¹⁾	53.2%	55.9%	58.3%
Net interest margin ⁽¹⁾	2.49%	2.46%	2.51%
PCL as a percentage of loans and acceptances	0.37%	0.23%	0.19%
Selected balance sheet data (average balances)			
Earning assets	192,262	175,464	153,695
Deposits	143,891	127,615	116,012
Economic equity	8,049	4,764	4,699

(1) Taxable equivalent basis.

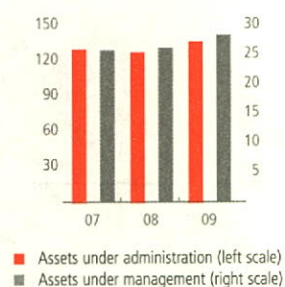
C29 Total revenue by sub-segment
(\$ millions)



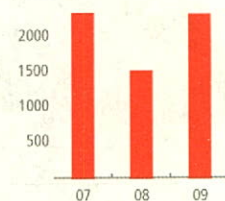
C30 Loan growth
(\$ billions)



C31 Wealth management asset growth
(\$ billions)



C32 Wealth management mutual fund sales
(\$ millions)



market conditions. Partially offsetting were higher online brokerage revenues of 34%, mainly due to the acquisition of E*TRADE Canada and growth in trading volumes.

Non-interest expenses

Non-interest expenses rose \$125 million or 3% to \$3,757 million in 2009. The increase was due mainly to the full year impact of the acquisitions of E*TRADE Canada and Irwin Commercial Finance Canada (renamed Roynat Lease Financing), new branches and sales force expansion in 2008, higher performance-related compensation and higher VISA reward points. Partially offsetting were lower discretionary expenses reflecting management action taken in response to uncertain market conditions.

Credit quality

The provision for credit losses in Canadian Banking was \$702 million in 2009, comprised of \$695 million in specific provisions and a \$7 million sectoral provision related to the automotive sector. The increase of \$296 million in specific provisions compared to last year was primarily attributable to higher retail provisions in the indirect automotive and unsecured lending portfolios.

Outlook

In 2010, it is expected that assets will grow moderately across most products, reflecting a gradual economic recovery. Deposit growth is not expected to be as strong as in 2009 and will likely be tempered by a flow of funds back to recovering equity markets and returning confidence in non-traditional service providers.

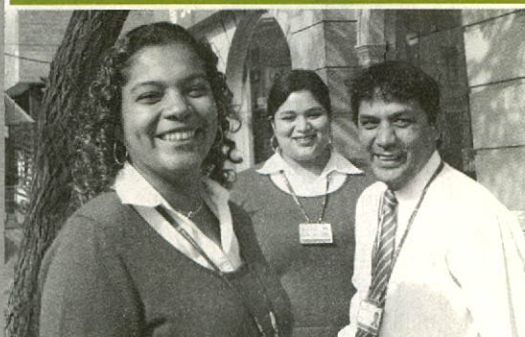
The interest margin should remain fairly stable as interest rates are expected to remain at historically low levels through the early months of the fiscal year.

Strong growth in other income is expected, reflecting increased credit card and retail revenues as well as stronger Wealth Management revenues, including higher contributions from the Bank's investments in CI Financial and DundeeWealth.

Retail and commercial loan loss provisions are expected to remain at higher levels, reflecting the relatively slow economic recovery and continued high unemployment.

Canadian Banking plans to expand its retail network and product offerings, while maintaining positive operating leverage for the year.

International Banking



2009 Achievements

- Revenue growth programs implemented to:
 - Focus on valued retail customers and optimize the productivity of our sales forces;
 - Provide new and improved sales and service channels through expanded call centre and internet banking capabilities;
 - Develop and promote new products and services by extending offerings such as insurance and wealth management.
- Credit risk management improved by implementing industry leading retail account management and pricing platforms in a number of key markets.
- Operational efficiency improved by:
 - Consolidating functions and standardizing operating platforms, systems and processes;
 - Completing the integration of Banco del Desarrollo in Chile.
- Expanded the distribution network in selected geographies and segments by:
 - Adding 99 branches, including 35 in Mexico and 15 in the Caribbean and Central America; and
 - Opening Private Client Group offices in Miami, Turks and Caicos and Trinidad and Tobago to expand wealth management operations.
- Furthered investment in Thailand, a key growth market, through increased ownership of Thanachart Bank from 24.99% to 49%.
- Recognized for commitment to excellence, and customer satisfaction and loyalty:
 - Scotiabank was selected as Bank of the Year 2009 in Belize, Turks and Caicos, Guyana, Barbados and the Dominican Republic by *The Banker* magazine and as Bank of the Year 2009 in Jamaica by *Euromoney* magazine;
 - *Global Finance* magazine selected Scotiabank as Best Emerging Market Bank in Costa Rica and Jamaica and Best Foreign Exchange Bank in Jamaica;
 - *Trade Finance* magazine selected Scotiabank as Best Trade Bank in Central America and the Caribbean.

2010 Priorities

- Drive organic growth by optimizing profitability and retention of high-value customers;
- Deepen customer relationships by improving cross-sell on a full suite of product offerings to customers, striving to meet all of their financial services needs;
- Partner with Scotia Capital to build the Global Wholesale business in Latin America and Asia;
- Partner with Global Transaction Banking to drive additional value for our corporate and commercial customers by providing complementary services such as business deposits, cash management, trade finance and correspondent banking;
- Strengthen credit risk management by continuing to roll-out integrated, industry leading retail account management and pricing platforms across the division;
- Maintain positive operating leverage by judiciously managing strategic investments;
- Seek opportunistic acquisitions and investments.

Business profile

International Banking encompasses Scotiabank's retail and commercial banking operations in more than 40 countries outside Canada – an international presence unmatched by our domestic competitors. More than 46,000 employees, including subsidiaries and affiliates, provide a full range of financial services to over five million customers through a network of 1,907 branches and offices, 3,509 ABMs, telephone and Internet banking, in-store banking kiosks, and specialized sales forces. The Bank operates in the following geographic regions: the Caribbean and Central America, Mexico, Latin America and Asia.

Strategy

International Banking is growing through a combination of organic growth and acquisitions. Organic growth in personal banking is being driven by improving the effectiveness of in-branch sales teams, upgrading contact centers and Internet banking capability, building the branch network and adding specialized sales forces. The retail customer base is increasing by expanding the affluent and consumer finance segments. Growth in the commercial and corporate banking business will be furthered by leveraging the full range of services and expertise in the Scotiabank Group. International Banking is also expanding beyond traditional banking products and services to build its presence in pension fund management and insurance.

The acquisition strategy is focused primarily on acquiring financial services companies in markets where the Bank has existing operations; however, acquisitions may be used to selectively enter new markets.

Key performance indicators

Management uses a number of key metrics to monitor business performance:

- Net income
- Revenue growth
- Return on economic equity
- New customer acquisition
- Productivity ratio
- Loan loss ratio
- Employee engagement

Financial performance

International Banking reported net income of \$1,315 million in 2009, an increase of \$129 million or 11% from last year. Record results were achieved notwithstanding the global economic slowdown. This validates our strategy of investing in high potential markets with diversification across products, segments and geographies. This year's results benefited from the weaker Canadian dollar for most of the year and favourable fair value adjustments on certain financial instruments. Results were also impacted by higher contributions from acquisitions, strong treasury earnings and a low effective tax rate. Partly offsetting was the writedown of an equity investment and lower gains on sales of securities. Economic conditions curtailed growth and lead to deterioration in credit quality and increased loan losses. Return on economic equity was 12.5% compared to 15.5% last year due to an increase in capital attributed to International Banking.

Assets and liabilities

Average assets increased \$10 billion or 13%, \$5 billion (7%) after adjusting for the positive impact of the foreign currency translation and the impact of acquisitions. The increase in retail loans of 11% partly reflected the growth momentum from 2008 and the reclassification of certain securities to loans. Commercial loans recorded average year-over-year growth of 10% or \$3 billion. Asset growth slowed during the year, returning modestly in the final quarter. The slowdown was across most jurisdictions, and reflected curtailed demand and tightened credit policies. Average securities volumes declined, mainly in Mexico. Growth in low-cost deposits was strong at 9%, stimulated by consumer demand for safe investment vehicles.

Revenues

Total revenues were a record \$5,253 million in 2009, an increase of \$656 million or 14% from last year. Excluding the impact of foreign currency translation and the impact of mark-to-market on certain securities, revenues rose 9%.

Net interest income was \$3,773 million in 2009, an increase of \$458

million or 14% from last year. This reflected the positive impact of foreign currency translation, fair value adjustments and contributions from new acquisitions in Peru and additional investments in Asia. Also contributing were increased average loans, widening of lending spreads and strong treasury revenues.

Other income increased \$198 million or 15% to \$1,480 million. This partly reflected foreign currency translation, fair value adjustments on certain financial instruments and the contribution from acquisitions. In addition, other income benefited from strong foreign exchange revenue and widespread transaction-driven growth. These were partly offset by higher writedowns of securities, the loss on sale of credit cards in Mexico, and the gain from the IPO of the Mexican Stock Exchange in 2008.

Caribbean and Central America

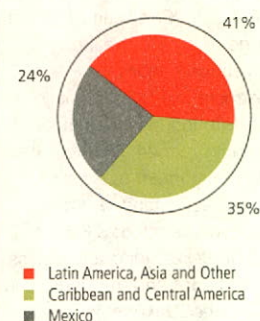
Total revenues were \$1,843 million in 2009, an increase of \$132 million or 8% over last year. Excluding the positive impact of foreign currency translation, acquisitions, and the fair value adjustments and writedowns on certain securities, total revenues rose \$64 million or 4%.

T25 International Banking financial performance

(\$ millions)	2009	2008	2007
Net interest income ⁽¹⁾	\$ 3,773	\$ 3,315	\$ 2,762
Other income	1,480	1,282	1,227
Provision for credit losses	577	236	101
Non-interest expenses	2,960	2,634	2,279
Income taxes/non-controlling interest ⁽¹⁾	401	541	359
Net income	\$ 1,315	\$ 1,186	\$ 1,250
Key ratios			
Return on economic equity	12.5%	15.5%	19.5%
Productivity ⁽¹⁾	56.3%	57.3%	57.1%
Net interest margin ⁽¹⁾	4.21%	4.17%	4.18%
PCL as a percentage of loans and acceptances	0.90%	0.44%	0.25%
Selected balance sheet data (average balances)			
Earning assets	89,528	79,403	66,146
Deposits	49,810	45,438	48,959
Economic equity	9,968	7,353	6,322

(1) Taxable equivalent basis.

C33 Total revenue



Net interest income was \$1,475 million in 2009, an increase of \$81 million excluding the impact of foreign currency translation. The increase was driven by higher average retail assets across the region and wider spreads.

Other income of \$368 million was down \$54 million from last year, mainly reflecting the impact of a \$79 million writedown on an equity investment this year. Excluding this, the fair value adjustment to certain securities and the impact of acquisitions and foreign currency translation, other income decreased by 1% due to weakness in tourist-based economies.

Mexico

Total revenues were \$1,244 million in 2009, a decrease of \$137 million or 10% compared to last year. Excluding foreign currency translation, the loss on sale of the credit card portfolio and last year's IPO gains, revenues rose \$83 million or 6%.

Net interest income was \$820 million, a nominal decrease of \$2 million from 2008 excluding the impact of foreign currency translation. Growth in mortgages, wider lending spreads and improved core deposits were partly offset by the lower value of deposits as interest rates fell throughout the year.

Other income was \$424 million this year, down \$55 million from 2008. Excluding the gain from the IPO in 2008, the loss on the sale of the credit card portfolio, and the impact of foreign currency translation, other income increased \$85 million or 20%. This strong growth reflected higher retail fees and other transaction-driven income and strong foreign exchange revenue.

Latin America, Asia and Other

Total revenues were \$2,166 million in 2009, an increase of \$662 million over last year. The increase was primarily due to acquisitions, lower securities writedowns, fair value adjustments to certain financial instruments in Asia, and foreign currency translation. Strong treasury earnings and widening

of lending spreads contributed to strong revenue growth. These were partly offset by lower net gains on sales of securities in 2009.

Non-interest expenses

Non-interest expenses were \$2,960 million in 2009, up \$326 million or 12% from last year. Acquisitions and foreign currency translation accounted for 8% of this increase. The increase was due to higher compensation and premises expenses, consistent with business growth and new branch openings with the residual growth being well below inflation.

Credit quality

The specific provision for credit losses was \$577 million in 2009, an increase of \$341 million over last year. Retail portfolios across all regions were adversely affected by the global economic downturn and the full year impact of new acquisitions. While commercial provisions rose, this was due to substantial reversals in the prior year. Overall, the International Banking commercial portfolio held up relatively well in 2009 notwithstanding the challenging economic environment.

Outlook

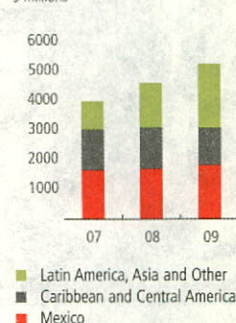
Improved economic conditions and selective acquisitions should support continued growth. Local currency assets are expected to increase in the second half of 2010 which, together with continued strong margins, should drive revenue growth. However, some markets could lag and a stronger Canadian dollar will adversely impact reported foreign currency earnings.

Loan loss provisions are expected to be higher next year entirely due to lower loan loss recoveries and reversals.

Expenses will continue to be carefully managed while pursuing investments to improve operational efficiency and ongoing investment opportunities.

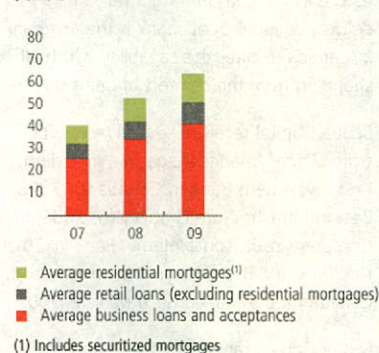
C34 Revenue growth

\$ millions



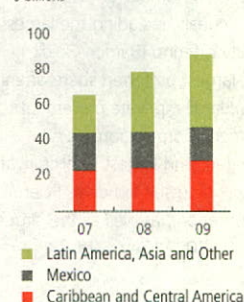
C35 Strong loan growth

\$ billions



C36 Total assets

\$ billions



Scotia Capital



2009 Achievements

- *Bloomberg Markets* magazine named Scotia Capital amongst its prestigious "Bloomberg 20" most successful global investment banks.
- ScotiaMocatta launched a precious metals eStore in Canada offering a fully online delivery channel. Scotiabank is the first bank in Canada to offer this capability which allows shopping from the comfort of one's home.
- Scotia Capital received several recognitions from *Global Finance* magazine, including: Best Investment Bank in Canada for 2008, Best in Infrastructure Globally for 2008, Best Corporate/Institutional Internet Bank in Canada for 2009, and Best Foreign Exchange Bank in Canada for the fifth consecutive year (2009).
- Scotia Capital ranked #1 for Canadian Corporate Debt Underwriting in Bloomberg's 2008 League Tables.
- Scotia Waterous ranked #1 globally by number of Oil & Gas M&A transactions and #2 by deal value for 2008, according to Bloomberg.
- Notable transactions during the year:
 - Scotia Capital led a number of record breaking equity deals, including the largest common equity offering (Barrick Gold Corporation), largest preferred share offering (TransCanada), largest private placement (China Investment Corporation - Teck Resources Limited) and largest public/private placement, excluding self-led deals (Manulife Financial Corporation), as well as the largest IPO in Canada in 2009 (Genworth MI Canada Inc.).
 - Scotia Capital led a financing for the acquisition of Aeropuertos Dominicanos Siglo XXI by Advent International Corporation. The deal was the largest ever syndicated bank loan executed in the Dominican Republic, and was recognized as the Latin American Acquisition Deal of the Year for 2008 by *Euromoney Latin Finance* magazine.

2010 Priorities

- Continue to prudently manage risks, particularly credit and market risks.
- Execute sectoral strategy by expanding client coverage globally in selected industries and areas such as oil & gas, mining, power and institutional investor clients.
- Take advantage of Fixed Income opportunities that arise from the current market environment, with geographic expansion where warranted.
- Continue to expand the Energy Trading business initiative.
- Utilize the expanded and enhanced infrastructure platform to increase market share.
- Continue to capitalize on the enhanced equities franchise (sales, trading, research, underwriting).
- Partner with International Banking to optimize delivery of wholesale products and services to clients outside Scotia Capital's core geographic markets.
- Maintain focus on leadership development.

Key performance indicators

Management uses a number of key metrics to monitor business performance:

- Revenue growth
- Client profitability (return on economic equity)
- Improvement of cross sell
- Loan loss ratio
- Productivity ratio
- Value at risk
- Employee satisfaction

Business profile

Scotia Capital is the wholesale banking arm of the Scotiabank Group. It offers a wide variety of products to corporate, government and institutional investor clients. Scotia Capital is a full-service lender and investment dealer in Canada and Mexico, and offers a wide range of products in the U.S. It also provides select products and services to niche markets in Europe and Asia.

Scotia Capital provides corporate lending, equity underwriting and mergers & acquisitions advisory services, as well as capital markets products and services, such as fixed income, derivatives, prime brokerage, securitization, foreign exchange, equity sales, trading and research and, through ScotiaMocatta, precious metals.

Strategy

Scotia Capital's strategy remains focused on achieving superior growth and earning strong returns on capital while prudently managing risk. This year Scotia Capital articulated a new strategic vision in the form of a Strategy Statement to better focus on revenue growth and other long-term business objectives:

Achieve superior growth by being a leading financial partner for our clients and a recognized global leader in key sectors. We will do this by leveraging our people, international reach, market intelligence and technical expertise.

Financial performance

Scotia Capital contributed record net income of \$1,451 million in 2009, up \$664 million or 84% from last year. This exceptional performance was driven by record revenues in both Global Capital Markets and Global Corporate and Investment Banking. Scotia Capital absorbed \$62 million (\$46 million after-tax) in charges relating to valuation adjustments, compared to \$632 million (\$382 million after-tax) last year relating to certain trading activities and valuation adjustments. The revenue increase predominantly reflects record performances in several businesses and underlines the strength of the diversified platform.

As expected, given market conditions during the year, provisions for loan losses increased significantly over last year to \$338 million. Expenses also increased compared to last year. Return on economic equity was 20%, slightly lower than last year's performance as the record level of earnings was mitigated by an increase in equity attributed to the business.

Assets and liabilities

Total average assets increased 12% to \$183 billion compared to last year. Average corporate loans and acceptances rose \$8 billion, or 21%, to \$46 billion. The United States lending business achieved strong growth of \$6 billion or 36% and Europe also had strong loan growth of \$2 billion or 27% compared to last year. There was also an increase of \$13 billion in average derivative instrument assets, with a corresponding increase in derivative liabilities. Trading securities, loans and other assets to support both client-driven activity and trading opportunities were relatively unchanged.

Revenues

Total revenues increased to \$3,565 million, up 95% compared to the prior year. Record revenues were achieved in both Global Capital Markets and Global Corporate and Investment Banking.

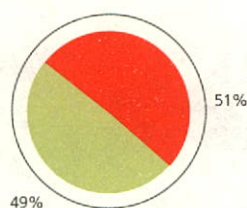
Net interest income increased 27% to \$1,427 million, due primarily to higher loan volumes, interest margins and loan origination fees in the lending portfolios. Other income rose significantly, by

202%, to \$2,138 million reflecting higher trading revenues, higher credit-related fees and investment banking revenues and lower losses on securities. After adjusting for the impact of charges relating to certain trading activities and valuation adjustments, other income increased by \$861 million or 64%.

Global Corporate and Investment Banking

Total revenues increased 123% to a record \$1,801 million. Interest income rose 49% reflecting strong growth in asset volumes and portfolio spreads in all lending markets. Loan origination fees also increased. Other income increased substantially from the prior year, which reflected the writedown of certain securities and collateralized debt obligations in the U.S. portfolio. Credit fees were substantially higher, partly driven by growth in acceptance fees in Canada. New issue and advisory fees increased to a record level, despite lower advisory fees in Scotia Waterous. Revenues from the Canadian and U.S. lending portfolios were at the second highest level ever achieved.

C37 Total revenue
as at October 31, 2009



■ Global Corporate and Investment Banking
■ Global Capital Markets

T26 Scotia Capital financial performance

(\$ millions)

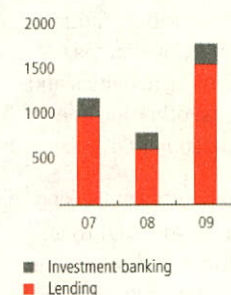
	2009	2008	2007
Net interest income ⁽¹⁾	\$ 1,427	\$ 1,120	\$ 1,160
Other income	2,138	707	1,290
Provision for (recovery of) credit losses	338	(5)	(101)
Non-interest expenses	1,072	937	1,013
Income taxes ⁽¹⁾	704	108	413
Net income	\$ 1,451	\$ 787	\$ 1,125
Key ratios			
Return on economic equity	20.0%	21.5%	29.0%
Productivity ⁽¹⁾	30.1%	51.3%	41.3%
Net interest margin ⁽¹⁾	0.78%	0.68%	0.76%
PCL as a percentage of loans and acceptances ⁽²⁾	0.61%	(0.01)%	(0.33)%
Selected balance sheet data (average balances)			
Total assets	183,079	163,664	152,285
Earning assets	146,966	140,570	138,793
Loans and acceptances	67,257	54,147	41,526
Securities purchased under resale agreements	14,123	15,844	22,165
Securities	54,973	63,716	69,557
Economic equity	7,013	3,571	3,841

(1) Taxable equivalent basis.

(2) Corporate Banking only.

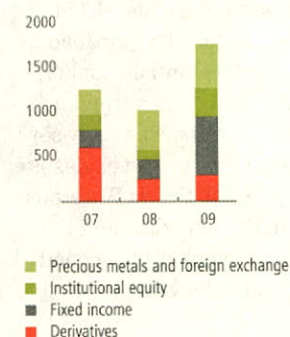
C38 Global corporate and investment banking revenue

\$ millions



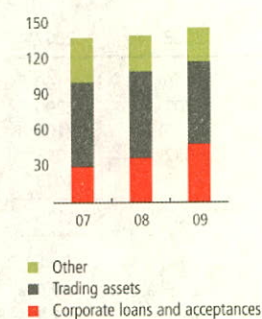
C39 Global capital markets revenue

\$ millions



C40 Good asset growth

\$ billions



Global Capital Markets

Total revenues increased 73% to a record \$1,764 million. Interest income from trading operations rose slightly, as higher interest from trading assets was largely offset by lower tax-exempt dividend income. Other income increased 144% reflecting strong growth in trading revenues in almost every business line. Record revenues were earned in the fixed income, precious metals and equities businesses and the foreign exchange business generated its second highest revenues.

Non-interest expenses

Non-interest expenses were \$1,072 million in 2009, a 14% increase from last year, due primarily to higher performance-related compensation and legal provisions. Salaries, technology costs and support costs also increased to assist business growth.

Performance-related compensation increased \$30 million, (\$116 million before the impact of the deferral resulting from the change in plan design) in line with improved performance.

Credit quality

The provision for credit losses in Scotia Capital was \$338 million in 2009, comprised of \$301 million in specific provisions and a \$37 million sectoral provision related to the automotive sector, compared to a net recovery of \$5 million last year. Significantly higher provisions were incurred in the United States and Canada this year.

Outlook

In 2010, Scotia Capital is expected to deliver strong earnings, but is unlikely to match the extraordinary trading results achieved in 2009.

In Global Capital Markets (GCM), some trading businesses are likely to face more normalized market conditions. Nevertheless, GCM should benefit from growth in the product lines and sectors in which it has invested. In Global Corporate and Investment Banking (GCIB), there may be more activity in mergers and acquisitions which could benefit advisory fees and lending volumes.

Loan loss provisions in the corporate credit portfolio are expected to improve.

Scotia Capital will continue to manage operating costs closely, while making prudent investments to provide sustainable long-term growth.

Other

The Other category includes Group Treasury and other corporate items, which are not allocated to a business line.

Financial performance

The Other segment had a net loss of \$1,070 million in 2009, compared to a net loss of \$557 million in 2008.

Net interest income and the provision for income taxes include the elimination of tax-exempt income gross-up. This amount is included in the operating segments, which are reported on a taxable equivalent basis. The elimination was \$288 million in 2009, compared to \$416 million last year.

Revenues

Net interest income was negative \$1,657 million this year, compared to negative \$1,185 million in 2008. This was mainly due to higher costs associated with managing the Bank's interest rate risk, and the negative impact of relatively higher term funding costs compared to the declining wholesale rates used for transfer pricing with the business segments. These were partly offset by favourable changes in the fair value of financial instruments used for asset/liability management.

Other income was \$232 million, compared to \$139 million last year. The increase was mainly attributable to growth in securitization revenues, higher net gains on securities, and an improvement in the valuation of financial instruments.

Non-interest expenses

Non-interest expenses increased by \$37 million from last year to \$130 million, mainly from higher costs associated with asset securitizations.

Credit quality

The provision for credit losses of \$127 million in 2009 was entirely from an increase in the general allowance. There were no provisions for credit losses in 2008.

Income taxes

The provision for income taxes includes the elimination of the gross-up of tax-exempt income, which was \$128 million lower than last year.

Outlook

Net income should improve in 2010. The Bank expects an improvement in net interest income, and lower writedowns on securities given improved equity markets. In addition, general loan loss provisions are anticipated to be lower. These favourable trends will likely be partly offset by lower securitization revenues.

T27 Other financial performance

(\$ millions)	2009	2008	2007
Net interest income ⁽¹⁾	\$ (1,657)	\$ (1,185)	\$ (679)
Other income	232	139	627
Provision for (recovery of) credit losses	127	—	(25)
Non-interest expenses	130	93	143
Income taxes ⁽¹⁾	(612)	(582)	(276)
Net income	\$ (1,070)	\$ (557)	\$ 106

(1) Includes elimination of the income gross-up reported in net interest income and provision for income taxes in Canadian Banking, International Banking and Scotia Capital to arrive at the amount reported in the Consolidated Statement of Income (2009 – \$288; 2008 – \$416; 2007 – \$531).

Risk Management

Scotiabank has a strong, disciplined risk management culture. Risk management is a strategic priority of the Bank, and is a responsibility shared by all of its employees. The Bank has a well-established risk governance structure, supported by an experienced senior management team and a centralized risk management group that is independent of the business lines.

As a result of its focus on risk management, the Bank had relatively modest exposure to the higher risk asset classes that precipitated the economic downturn. Its credit portfolio is diversified across business lines, countries, products, and industries; while market and liquidity risks are well within approved limits.

In 2009, the Bank conducted a self-assessment against the Final Report of the Institute of International Finance (IIF) Committee on Market Best Practices, and provided the Board of Directors with a report of its findings. This self-assessment confirmed that the Bank has a robust, enterprise-wide risk management framework in place and its risk management practices are considered a core strength. In alignment with industry developments, the Bank continued to evolve certain policies related to stress testing, model risk management, and liquidity risk management. As well, the risk appetite framework was further enhanced and two new committees were formed: Operational Risk and Stress Testing.

Overview

Risk, to varying degrees, is present in all business activities of a financial services organization. Therefore effective risk management is fundamental to the success of the Bank. The primary goals of risk management are to ensure that the outcomes of risk-taking activities are predictable and consistent with the Bank's strategies and risk appetite, and that there is an appropriate balance between risk and reward in order to maximize shareholder returns.

The Bank has comprehensive risk appetite and risk management frameworks to monitor, evaluate and manage the principal risks assumed in

conducting its activities. These risk exposures include:

1. Credit
2. Market
3. Liquidity
4. Operational
5. Reputational
6. Environmental

These frameworks are applied on an enterprise-wide basis and supported by a strong, disciplined risk management culture.

Risk governance

The Bank's risk management governance structure begins with oversight by the Board of Directors, either directly or through its committees to ensure that decision-making is aligned with the Bank's risk appetite. The Board receives regular updates on the key risks of the Bank, and approves key risk policies, limits, strategies, and risk appetite. The Bank's Internal Audit department reports independently to the Board (through the Audit and Conduct Review Committee) on the effectiveness of the risk governance structure and risk management framework.

Executive management, and in particular the Chief Executive Officer (CEO) and the Chief Risk Officer (CRO), are responsible for risk management under the direct oversight of the Board. Decision-making is highly centralized through a number of senior executive risk management committees that are chaired by the CEO, the CRO or other senior executives. Committee structures and key accountabilities are outlined on page 63. The CRO maintains independent access to the Board and oversees the activities of both Group Treasury and Global Risk Management which in turn provide oversight of credit, market, liquidity, structural foreign exchange, structural interest rate, and operational risks.

The Bank's Global Risk Management group is responsible for the design and application of the Bank's risk appetite and risk management frameworks, and is independent of the Bank's business units. These frameworks are integrated with the Bank's strategies and business planning processes. The effectiveness of



these frameworks is enhanced by active participation of the Board of Directors, senior executives and business line management.

Risk appetite framework

The Bank's risk appetite framework governs risk taking activities on an enterprise-wide basis. It consists of four components as shown in the diagram above, and combines qualitative as well as quantitative terms of reference to guide the Bank in determining the amount and types of risk it wishes to undertake.

Risk principles

Risk principles provide the qualitative foundation of the risk appetite framework, and include the promotion of a robust risk culture, the accountability for risk by the business lines, the independent oversight of risk by Global Risk Management, the avoidance of excessive risk concentrations, and the requirement that risks be clearly understood, measurable, and manageable.

Strategic principles

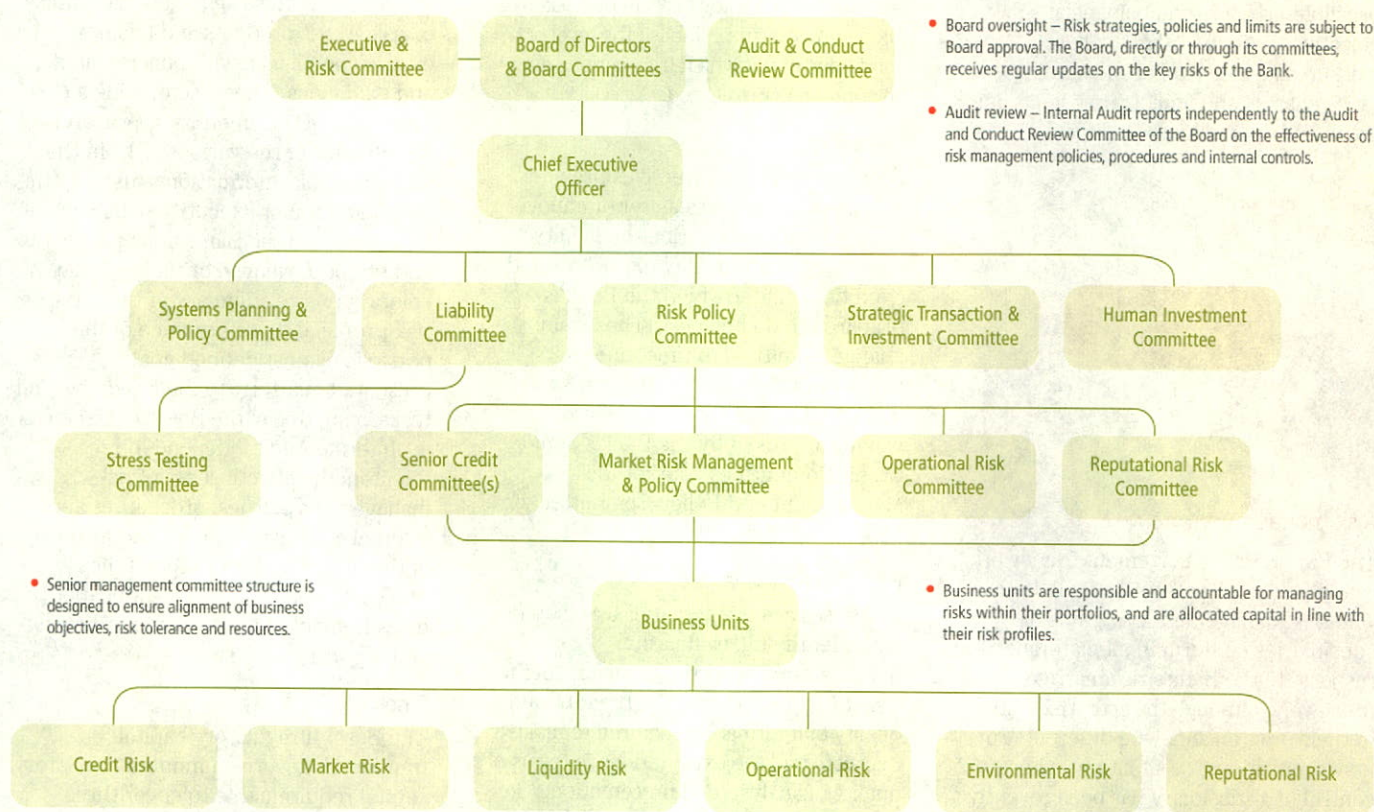
Strategic principles are values and priorities that guide business decisions. The Bank's key strategic principles influencing its risk appetite are:

- placing emphasis on diversity, quality and stability of earnings,
- focusing on core businesses by leveraging competitive advantages, and
- making disciplined and selective strategic investments.

Governing financial objectives

Governing financial objectives focus on long-term shareholder value. These objectives include sustainable earnings growth, maintenance of adequate capital in relation to the Bank's risk profile, and availability of financial resources to meet financial obligations on a timely basis at reasonable prices.

Scotiabank's risk governance structure



Executive Committees:

Risk Policy Committee: reviews key risk exposures and risk policies, and adjudicates risk issues referred by the Senior Credit, Market, Operational and Reputational Risk committees.

Liability Committee: provides strategic direction in the management of global interest rate risk, foreign exchange risk, liquidity and funding risk, trading and investment portfolio decisions, and capital management.

Strategic Transaction and Investment Committee: reviews and approves all potential acquisitions, investments and strategic initiatives that require a major allocation of the Bank's capital.

Systems Planning and Policy Committee: reviews and approves significant business initiatives involving system and computing facilities in excess of designated executive approval limits.

Human Investment Committee: reviews and approves all senior management appointments and the staffing of key positions, as well as broad compensation issues.

Senior Management Committees:

Senior Credit Committees: adjudicate credits within prescribed limits and establish the operating rules and guidelines for the implementation of credit policies. Separate committees cover commercial, international and corporate counterparties, and Canadian and international retail and small business.

Market Risk Management and Policy Committee: oversees and establishes standards for market and liquidity risk management processes within the Bank, including the review and approval of new products, limits, practices and policies for the Bank's principal trading and treasury activities.

Operational Risk Committee: promotes an enterprise-wide operational risk framework to ensure risks are understood, communicated, and appropriate actions are taken to mitigate related losses.

Stress Testing Committee: sets overall direction and makes key decisions relating to stress testing activities across the Bank, and guides the design, execution, and results assessment of the Enterprise Stress Testing program.

Reputational Risk Committee: upon referral from business lines or risk committees, reviews business activities, initiatives, products or transactions, and recommends either proceeding or not proceeding, based on an assessment of reputational risk, to ensure that the Bank is, and is seen to be, acting with high ethical standards.

Risk appetite measures

Risk appetite measures provide objective metrics that gauge risk and articulate the Bank's risk appetite statement. They provide a link between actual risk taking activities and the risk principles, strategic principles and governing financial objectives described above. These measures include capital and earnings ratios, market and liquidity risk limits, and credit and operational risk targets.



Risk management framework

The Bank's risk management framework is applied on an enterprise-wide basis. The risk management programs of subsidiaries conform in all material respects to the Bank's risk management framework, although the actual execution of their programs may be different. For new acquisitions, or situations where control of a subsidiary has been recently established, the Bank assesses existing risk management programs and, if necessary, develops an action plan to make improvements in a timely fashion.

The framework has four main components as shown in the diagram above. Each component is regularly reviewed and updated to ensure consistency with risk-taking activities, and relevance to the business and financial strategies of the Bank.

Strategies, policies & limits

Within the risk management framework, strategies and policies establish the governance and risk management culture over the Bank's risk taking activities.

Strategies provide quantitative and qualitative guidance for each component of the framework. This guidance is, in turn, used to set limits and guidelines on the types of risk taking activities the Bank is prepared to assume in pursuit of its strategic and financial objectives.

Policies apply to specific types of risk or to the activities that are used to measure and control risk exposure. They are based on recommendations from risk management, audit, business lines, and senior executive management. They also

reflect industry best practices and requirements of regulatory authorities.

Limits control risk-taking activities within the tolerances established by the Board of Directors and senior executive management. Limits also establish accountability for key tasks in the risk-taking process and establish the level or conditions under which transactions may be approved or executed.

Guidelines

Guidelines are the directives provided to implement policies as set out above. Generally, these describe the facility types, aggregate facility exposures and conditions under which the Bank is prepared to do business. These may change from time to time, due to market or other circumstances. Risk taking outside of these guidelines is usually approved by the Bank's Senior Credit Committees, Market Risk Management and Policy Committee, or Risk Policy Committee.

Processes & standards

Processes are the activities associated with identifying, evaluating, documenting, reporting and controlling risk. Standards define the breadth and quality of information required to make a decision, and the expectations in terms of quality of analysis and presentation.

Measurement, monitoring and reporting
Measurement tools quantify risk across products and businesses and are used, among other things, to determine risk exposure. Global Risk Management is responsible for developing and maintaining an appropriate suite of such tools to support the operations of the various business lines, and to support the measurement of economic capital on an enterprise-wide basis.

The Bank also applies stress testing programs at both the risk level, and enterprise-wide level to estimate the potential impact on the Bank's income and capital as a result of significant changes in market conditions, credit environment, liquidity demands, or other risk factors. Each program is developed with input from a broad base of stakeholders, and results are integrated into management decision making processes for capital, funding, market risk limits, and credit risk strategy. Enterprise-wide stress testing is also integrated into the strategic planning process.

The Bank regularly monitors its risk exposures to ensure business activities are operating within approved limits or

guidelines, and the Bank's strategies and risk appetite. Breaches, if any, of these limits or guidelines are reported to senior management, policy committees, and/or the Board of Directors depending on the limit or guideline.

Reporting tools aggregate measures of risk across products and businesses to ensure compliance with policies, limits, and guidelines. They also provide a clear statement of the amounts, types, and sensitivities of the various risks in the portfolio. This information is used by the Board and senior executive management to understand the Bank's risk profile and the performance of the portfolio. A comprehensive summary of the Bank's risk profile and performance of the portfolio against defined goals is presented quarterly to the Executive and Risk Committee of the Board of Directors.

Internal Audit independently monitors the effectiveness of risk management policies, procedures and internal controls through periodic testing of the design and operation of the processes related to the identification, measurement, management, monitoring and reporting of risks.

Basel II

The Basel II regulatory capital framework governs minimum regulatory capital requirements to cover three broad categories of risk – credit risk, market risk and operational risk. This framework is organized under three broad categories or pillars:

- Pillar 1 stipulates the methodologies and parameters that must be applied to calculate minimum capital requirements.
- Pillar 2 introduces the requirement for formal internal assessment of capital adequacy in relation to strategies, risk appetite, and actual risk profile. Regulators are required to review this internal capital adequacy assessment process (ICAAP – for further discussion, refer to the Capital Management section on page 38).
- Pillar 3 enhances public disclosure (both quantitative and qualitative) of specific details of risks being assumed, and how capital and risk are being managed under the Basel II framework.

The following sections on Credit Risk, Market Risk, and Operational Risk include descriptions of the Pillar 1 methodologies and risk parameters, as well as some of the enhanced disclosure requirements associated with Pillar 3.

Credit risk

Credit risk is the risk of loss resulting from the failure of a borrower or counterparty to honour its financial or contractual obligations to the Bank. Credit risk arises in the Bank's direct lending operations, and in its funding, investment and trading activities where counterparties have repayment or other obligations to the Bank.

The effective management of credit risk requires the establishment of an appropriate credit risk culture. Key credit risk policies and credit risk management strategies are important elements used to create this culture.

The Board of Directors, either directly or through the Executive and Risk Committee (the Board), reviews and approves the Bank's credit risk strategy and credit risk policy on an annual basis:

- The objectives of the credit risk strategy are to ensure that:
 - target markets and product offerings are well defined at both the enterprise-wide and business line levels;
 - the risk parameters for new underwritings and for the portfolios as a whole are clearly specified; and
 - transactions, including origination, syndication, loan sales and hedging, are managed in a manner that is consistent with the Bank's risk appetite.
- The credit risk policy articulates the credit risk management framework, including:
 - aggregate limits, beyond which credit applications must be escalated to the Board for approval; and
 - single name/aggregation exposures, beyond which exposures must be reported to the Board.

Global Risk Management develops the credit risk management framework and policies that detail, among other things, the credit risk rating systems and associated parameter estimates; the delegation of authority for granting credit; the calculation of the allowance for credit losses; and the authorization of write-offs.

Corporate and commercial credit exposures are segmented by country and by major industry group. Aggregate credit risk limits for each of these segments is also reviewed and approved annually by the Board. Portfolio management objectives and risk diversification are key factors in setting these limits.

Consistent with the Board-approved limits, borrower limits are set within the

context of established lending criteria and guidelines for individual borrowers, particular industries, countries and certain types of lending, to ensure the Bank does not have excessive concentration in any single borrower, or related group of borrowers, particular industry sector or geographic region. Through the portfolio management process, loans may be syndicated to reduce overall exposure to a single name. For certain segments of the portfolio, credit derivative contracts are also used to mitigate the risk of loss due to borrower default. Risk is also mitigated through the selective sale of loans.

Banking units and Global Risk Management regularly review the various segments of the credit portfolio on an enterprise-wide basis to assess the impact of economic trends or specific events on the performance of the portfolio, and to determine whether corrective action is required. These reviews include the examination of the risk factors for particular industries and countries. The results of these reviews are reported to the Risk Policy Committee and, when significant, to the Board.

Risk measures

The credit risk rating systems support the determination of key credit risk parameter estimates which measure credit and transaction risk. These risk parameters – probability of default, loss given default and exposure at default – are transparent and may be replicated in order to provide consistency of credit adjudication, as well as minimum lending standards for each of the risk rating categories. The parameters are an integral part of enterprise-wide policies and procedures encompassing governance, risk management, and control structure, and are used in various internal and regulatory credit risk quantification calculations.

The Bank's credit risk rating system is subject to a rigorous validation, governance and oversight framework. The objectives of this framework are to ensure that:

- (i) credit risk rating methodologies and parameters are appropriately designed and developed, independently validated, and regularly reviewed; and

- (ii) the review and validation processes represent an effective challenge to the design and development process.

Credit risk rating methodologies and parameters are reviewed and validated at least annually. Units within Global Risk Management are responsible for design and development, validation and review, and are functionally independent from the business units responsible for originating transactions. Within Global Risk Management, they are also independent from the units involved in risk rating approval and credit adjudication.

Internal credit risk ratings and associated risk parameters affect loan pricing, computation of the general allowance for credit losses, and return on economic capital.

Commercial and corporate

Adjudication

Credit adjudication units within Global Risk Management analyze and evaluate all significant credit requests for corporate and commercial credit exposures, to ensure that risks are adequately assessed, properly approved, continually monitored and actively managed. The decision-making process begins with an assessment of the credit risk of the individual borrower or counterparty. Key factors considered in the assessment include:

- the borrower's management;
- the borrower's current and projected financial results and credit statistics;
- the industry in which the borrower operates;
- economic trends; and
- geopolitical risk.

Based on this assessment, a risk rating is assigned to the individual borrower or counterparty, using the Bank's risk rating systems.

A separate risk rating is also assigned at the facility level, taking into consideration additional factors, such as security, seniority of claim, structure, term and any other forms of credit risk mitigation that affect the amount of potential loss in the event of a default of the facility. Security typically takes the form of charges over inventory, receivables, real estate, and operating assets when lending to corporate and

commercial borrowers; and cash or treasuries for trading lines such as securities lending, repurchase transactions, and derivatives. The types of acceptable collateral, and related valuation processes are documented in risk management policies and manuals. Other forms of credit risk mitigation include third party guarantees and, in the case of derivatives facilities, master netting agreements.

Internal borrower and facility risk ratings are assigned when a facility is first authorized, and are promptly re-evaluated and adjusted, if necessary, as a result of changes to the customer's financial condition or business prospects. Re-evaluation is an ongoing process, and is done in the context of general economic changes, specific industry prospects, and event risks, such as revised financial projections, interim financial results and extraordinary announcements. Global Risk Management is the final arbiter of internal risk ratings.

The internal credit risk ratings are also considered as part of the Bank's single borrower limits, as guidelines for hold levels are tied to different risk ratings. Single borrower limits are much lower for higher risk borrowers than low risk borrowers.

The credit adjudication process also uses a risk-adjusted return on equity profitability model to ensure that the client and transaction structure offers an appropriate return for a given level of risk. For the corporate portfolio, and the large borrowers in International, the Loan Portfolio Management Group reviews the profitability model results, together with external benchmarks, and provides an opinion on the relative return and pricing of each transaction above a minimum threshold.

Individual credit exposures are regularly monitored by both the business line units and Global Risk Management for any signs of deterioration. In addition, a review and risk analysis of each borrower is conducted annually, or more frequently for higher-risk borrowers. If, in the judgement of management, an account requires the expertise of specialists in workouts and restructurings, it will be transferred to a special account group for monitoring and resolution.

Traded Products

Traded products are transactions such as derivatives, foreign exchange, commodities, repurchase/reverse repurchase agreements, and securities lending/borrowing. Credit risks arising from traded products cannot be

determined with certainty at the outset, because during the tenure of a transaction the dollar value of the counterparty's obligation to the Bank will be affected by changes in the capital markets (such as changes in stock prices, interest rates, exchange rates). The Bank adjudicates credit exposures arising from transacting in traded products by considering their current fair value plus an additional component to reflect potential future changes in their mark-to-market value.

Credit risk associated with traded products is managed within the same credit adjudication process as the lending business. The Bank considers the credit risk arising from lending activities, as well as the potential credit risk arising from transacting in traded products with that counterparty.

Most traded products transactions benefit from credit mitigation techniques, such as netting and collateralization, which are taken into consideration in the calculation of counterparty credit risk exposure. A master netting agreement allows for a single net settlement of all transactions covered by that agreement in the event of a default or early termination of the transactions. Collateral agreements with a counterparty allow for variation margin to be called if total uncollateralized mark-to-market exposure exceeds an agreed upon threshold.

Investment grade counterparties account for approximately 92% of the credit risk amount arising from the Bank's derivative transactions. Approximately 74% of the Bank's derivative counterparty exposures are to bank counterparties. After taking into consideration, where applicable, netting and collateral arrangements, no net credit risk amount arising from traded products transactions with any single counterparty was considered material to the financial position of the Bank as at October 31, 2009:

- no exposure to a non-investment grade counterparty exceeded \$170 million pre-tax;
- no exposure to a corporate counterparty exceeded \$174 million pre-tax.

Risk ratings

The Bank's risk rating system utilizes internal grade (IG) codes – an 18 point scale used to differentiate the risk of default of borrowers, and the risk of loss on facilities. The general relationship between the Bank's internal borrower

T28 Internal rating scale⁽¹⁾ and mapping to external rating agencies

Internal Grade	Description	Equivalent Rating	
		Moody's	S&P
99 - 98	Investment grade	Aaa to Aa1	AAA to AA+
95 - 90		Aa2 to A3	AA to A-
87 - 83		Baa1 to Baa3	BBB+ to BBB-
80 - 75	Non-investment grade	Ba1 to Ba3	BB+ to BB-
73 - 70		B1 to B3	B+ to B-
65 - 30	Watch list		
27 - 21	Default		

(1) Applies to non-retail portfolio.

T29 Credit risk assessment of exposures

Non-retail AIRB portfolio⁽¹⁾

	Exposure at default ⁽³⁾ (\$ millions)	Exposure Weighted Average PD (%) ⁽⁴⁾	Exposure Weighted Average LGD (%) ⁽⁵⁾	Exposure Weighted Average RW (%) ⁽⁶⁾
As at October 31, 2009				
Investment grade ⁽²⁾	188,722	0.10	26	16
Non-investment grade	42,486	0.86	39	65
Watch list	5,204	25.85	41	211
Default ⁽⁷⁾	1,683	100.00	43	297
Total	238,095	1.50	29	31
Total as at October 31, 2008	254,510	0.65	34	37

(1) Excludes securitization exposures.

(2) Includes \$43.5 (2008 - \$36.3) billion government guaranteed mortgages.

(3) After credit risk mitigation.

(4) PD - Probability of Default.

(5) LGD - downturn Loss Given Default including a certain conservative factor as per Basel accord.

(6) RW - Risk Weight.

(7) Gross defaulted exposures, before any related allowances. Defaulted exposures under Basel II definition may be higher than those under accounting definition.

IG codes and external agency ratings is shown in Table 28.

IG codes are also used to define credit adjudication authority levels appropriate to the size and risk of each credit application. Lower-rated credits require increasingly more senior management involvement depending upon the aggregate exposure. Where the decision is beyond their authority levels, credit units will refer the request – with its recommendation – to a senior credit committee for adjudication. Senior credit committees also have defined authority levels and, accordingly, forward certain requests to the Risk Policy Committee. In certain cases, these must be referred to the Executive and Risk Committee of the Board of Directors.

Credit risk and capital

The Bank uses the Advanced Internal Ratings Based (AIRB) approach under Basel II to determine minimum regulatory capital requirements for its domestic, U.S. and European credit portfolios. The remaining credit portfolios are subject to the Standardized Approach, which relies on the credit ratings of borrowers, if available, to compute regulatory capital for credit risk. For AIRB portfolios, the key risk measures used in the quantification of regulatory capital for credit risk include probability of default (PD), loss-given-default (LGD) and exposure-at-default (EAD).

- Probability of default (PD) measures the likelihood that a borrower, with an assigned IG code, will default within a one-year time horizon. Each of the Bank's internal borrower IG codes is mapped to a PD estimate.
- Loss-given-default (LGD) measures the severity of loss on a facility in the event of a borrower's default. The Bank's internal LGD grades are mapped to ranges of LGD estimates. LGD grades are assigned based on facility characteristics such as seniority, collateral type, collateral coverage and other structural elements.
- Exposure-at-default (EAD) measures the expected exposure on a facility in the event of a borrower's default.

All three risk measures are estimated using the Bank's historical data, as well as available external benchmarks, and are updated on a regular basis. Further analytical adjustments, as required under the Basel II Framework and OSFI's

requirements set out in their Domestic Implementation Notes, are applied to estimates obtained from historical data. These analytical adjustments incorporate the regulatory requirements pertaining to:

- (i) long-run estimation of PD, which requires that PD estimates capture average default experience over a reasonable mix of high-default and low-default years of the economic cycle;
- (ii) downturn estimation for LGD and EAD, which requires that these estimates appropriately reflect conditions observed during periods of economic stress; and
- (iii) the addition of an adequate level of conservatism, which should reflect the statistical uncertainty inherent in historical estimates.

These risk measures are used in the calculation of regulatory capital requirements based on formulas specified by the Basel framework. The credit quality distribution of the Bank's AIRB non-retail portfolio is shown in Table 29.

Consumer

Adjudication

The decision-making process for consumer loans, which include small business loans, ensures that credit risks are adequately assessed, properly approved, continually monitored and actively managed. Generally, decisions on consumer loans are based on risk ratings, which are generated using predictive credit scoring models. Individual credit requests are processed by proprietary adjudication software.

The Bank's credit adjudication and portfolio management methodologies are designed to ensure consistent underwriting and early identification of problem loans. The Bank's rigorous credit underwriting methodology and risk modeling in Canada is customer focused, rather than product focused. The Bank's belief is that a customer-centric approach provides better risk assessment than product-based approaches, and should result in lower loan losses over time. The adjudication software calculates the maximum debt for which a customer qualifies, allowing customers to choose the products that satisfy all of their credit needs. International Banking uses a similar approach to risk modeling, adjudication and portfolio management and is migrating toward the customer-centric approach.

Credit scoring and policy changes are made by risk departments in the business lines with governance, oversight and key approvals made by Global Risk Management. Risk models and parameters are also subject to Global Risk Management's validation and ongoing review. The review process includes referral to the appropriate Senior Credit Committee for approval, where required. Consumer credit portfolios are reviewed monthly to identify emerging trends in loan quality and to assess whether corrective action is required.

Risk ratings

The Bank's consumer risk rating systems are oriented to borrower or transaction risk. Each retail exposure is assigned a risk grade based on the customer's credit history and/or internal credit score. The Bank's automated risk rating systems assess the ongoing credit-worthiness of individual customers on a monthly basis. This process provides for meaningful differentiation of risk, which allows for accurate, timely and consistent estimation of probability of default and loss, as well as early identification and management of problem loans.

The overall risk ratings system is reviewed annually with specific components evaluated frequently and more thoroughly if significant deterioration is detected in a portfolio or in the performance of a credit scorecard. Risk model validations are conducted independently from the areas responsible for rating system development and implementation, to ensure effective independence.

Canadian retail

The Bank uses the AIRB approach under Basel II to determine minimum regulatory capital requirements for its retail credit portfolio. AIRB risk parameters – estimates of probability of default (PD), exposure at default (EAD), and loss given default (LGD) – are fundamental tools in credit review and risk management. They are used as part of the ongoing review and monitoring of policies and procedures. As well, these parameters, along with the estimation of expected loss, are also used to determine the Bank's economic capital requirements. The expected loss calculation is also compared to the provisions in Canadian Banking to ensure they reflect reasonable market conditions.

T30 Retail loan probability of default scale

Category of PD Grades	PD Range
Very low	0.0000% - 0.2099%
Low	0.2100% - 0.4599%
Medium	0.4600% - 3.1999%
High	3.2000% - 17.2899%
Very high	17.2900% - 99.9999%
Default	100%

T31 Credit risk assessment of exposures – Retail AIRB portfolio

	Exposure at default (EAD) ⁽¹⁾ (\$ millions)	Exposure Weighted Average PD (%) ⁽²⁾⁽³⁾	Exposure Weighted Average LGD (%) ⁽³⁾⁽⁵⁾	Exposure Weighted Average RW (%) ⁽⁴⁾⁽⁵⁾
As at October 31, 2009				
Very low	75,362	0.09	21	4
Low	18,601	0.36	37	14
Medium	22,748	1.07	47	33
High	2,297	8.24	52	86
Very high	867	25.60	83	221
Default	564	100.00	55	–
Total	120,439	1.13	30	14
Total as at October 31, 2008	107,548	0.77	30	11

(1) After credit risk mitigation.
 (2) PD – Probability of Default.
 (3) LGD – Loss Given Default.

(4) RW – Risk Weight
 (5) Exposure at default used as basis for estimated weightings.
 (6) Gross defaulted exposures, before any related allowances.

PD is estimated using a statistical model that is applied to all performing (non-defaulted) facilities on a monthly basis. The model predicts the probability that the facility will default within the next 12 months. The model uses all relevant information, including internal performance, credit bureau score, and certain macroeconomic factors. All retail portfolios use the Basel standard definition of default in calculating PD. The retail portfolio is comprised of the following Basel-based components:

- Residential mortgages consist of conventional and high ratio residential mortgages and all other products opened under the Scotia Total Equity Plan (STEP), such as loans, credit cards and secured lines of credit;
- Qualifying revolving consists of all unsecured credit cards and lines of credit;

- Other retail consists of term loans (secured and unsecured), as well as credit cards and lines of credit which are secured by assets other than real estate.

Fifteen PD bands are calculated for each retail portfolio, which are then summarized into fewer bands as shown in Table 30.

Retail facilities can generally be cancelled unconditionally at time of default, meaning no additional drawdown of a facility is possible after default. EAD measures the increases in the balance of revolving facilities from the time they are initially observed until the point of default. This historic experience is used to estimate the value of defaulted exposures in the portfolio in the next 12 months.

LGD is calculated by dividing the losses (less the net present value of recoveries and collection costs) by EAD.

The historic LGD is used to forecast the LGD that will be experienced in the portfolio in the following 12 months.

These risk measures are then converted into regulatory capital requirements by means of formulas specified by the Basel Committee. The credit quality distribution of the Bank's AIRB retail portfolio is shown above in Table 31.

International retail

International retail credit portfolios (the Bank does not have any U.S. retail branches) consist of the following components:

- Residential mortgages consist of conventional and high ratio residential mortgages;
- Qualifying revolving consists of all credit cards, lines of credit and overdrafts;
- Other retail consists of term loans.

Market risk

Market risk is the risk of loss from changes in market prices and rates (including interest rates, credit spreads, equity prices, foreign exchange rates and commodity prices), the correlations among them, and their levels of volatility. A description of each market risk category is provided below:

Interest rate risk

The risk of loss due to changes in the level, slope and curvature of the yield curve; the volatility of interest rates; and mortgage prepayment rates.

Credit spread risk

The risk of loss due to changes in the market price of credit, or the credit-worthiness of a particular issuer.

Foreign currency risk

The risk of loss due to changes in spot and forward prices, and the volatility of currency exchange rates.

Equity risk

The risk of loss due to changes in the prices, and the volatility, of individual equity instruments and equity indices.

Commodity risk

The risk of loss due primarily to changes in, and volatility of, spot and forward prices of precious and base metals, and energy products.

Funding Interest rate risk
Foreign currency risk

Investments Interest rate risk
Credit spread risk
Foreign currency risk
Equities risk

Trading Interest rate risk
Credit spread risk
Foreign currency risk
Equities risk
Commodities risk

The Board of Directors reviews and approves market risk policies and limits annually. The Bank's Liability Committee (LCO) and Market Risk Management and Policy Committee (MRMPC) oversee the application of the framework set by the Board, and monitor the Bank's market risk exposures and the activities that give rise to these exposures. The MRMPC establishes specific operating policies, and sets limits at the product, portfolio, business unit and business line levels, and for the Bank in total. Limits are reviewed at least annually.

Global Risk Management provides independent oversight of all significant market risks, supporting the MRMPC and LCO with analysis, risk measurement, monitoring, reporting, proposals for standards and support for new product development. To ensure compliance with policies and limits, market risk exposures are independently monitored on a continuing basis, either by Global Risk Management or by the back offices. They provide senior management, business units, the LCO, and the MRMPC with a series of daily, weekly and monthly reports of market risk exposures by business line and risk type.

The Bank uses a variety of metrics and models to measure and control market risk exposures. These measurements are selected based on an assessment of the nature of risks in a particular activity. The principal measurement techniques are Value at Risk (VaR), stress testing, sensitivity analysis and simulation modeling, and gap analysis. The use and attributes of each of these techniques are noted in the Risk Measurement Summary. Models are independently validated prior to implementation and are subject to formal periodic review.

Funding and investment activities

Market risk arising from the Bank's funding and investment activities is identified, managed and controlled through the Bank's asset-liability management processes. The LCO meets weekly to review risks and opportunities, and evaluate performance including the effectiveness of hedging strategies.

Interest rate risk

The Bank actively manages its interest rate exposures with the objective of enhancing net interest income within established risk tolerances. Interest rate

Risk measurement summary

Value at risk

Value at Risk (VaR) is a method of measuring market risk based upon a common confidence interval and time horizon. It is a statistical estimate of expected potential loss that is derived by translating the riskiness of any financial instrument into a common standard. The Bank calculates VaR daily using a 99% confidence level, and a one-day holding period for its trading portfolios. This means that about once in every 100 days, the trading positions are expected to lose more than the VaR estimate. The Bank calculates general market risk and equity specific risk VaR using historical simulation based on 300 days of market data. For debt specific risk VaR, the Bank uses a combination of Monte Carlo and historical simulation. Changes in VaR between reporting periods are generally due to changes in levels of exposure, volatilities and/or correlations among asset classes. VaR is also used to evaluate risks arising in certain funding and investment portfolios. Back testing is also an important and necessary part of the VaR process, by validating the quality and accuracy of the Bank's VaR model. The Board reviews VaR results quarterly.

Stress testing

VaR measures potential losses in normally active markets. An inherent limitation of VaR is that it gives no information about how much losses could exceed their expected levels. Accordingly, stress testing examines the impact that abnormally large swings in market factors and periods of prolonged inactivity might have on trading portfolios. The stress testing program is designed to identify key risks and ensure that the Bank's capital can easily absorb potential losses from abnormal events. The Bank subjects its trading portfolios to more than 75 stress tests on a daily basis, and more than 250 stress tests on a monthly basis. The Bank also evaluates risk in its investment portfolios on a monthly basis, using stress tests based on risk factor sensitivities and specific market events. The stress testing program is an essential component of the Bank's comprehensive risk management framework which complements the current VaR methodology and other risk measures and controls employed by the Bank. The Board reviews stress testing results quarterly.

Sensitivity analysis and simulation modeling

Sensitivity analysis assesses the effect of changes in interest rates on current earnings and on the economic value of shareholders' equity related to non-trading portfolios. It is applied globally to each of the major currencies within the Bank's operations. Simulation models enable the Bank to assess interest rate risk under a variety of scenarios over time. The models incorporate assumptions about changes in interest rates, shape of the yield curve, embedded product options, maturities and other factors. Simulation modeling under various scenarios is particularly important for managing risk in the deposit, lending and investment products the Bank offers to its retail customers.

Gap analysis

Gap analysis is used to assess the interest rate sensitivity of the Bank's Canadian and international operations. Under gap analysis, interest rate sensitive assets, liabilities and off-balance sheet instruments are assigned to defined time periods on the basis of expected re-pricing dates.

risk arising from the Bank's lending, funding and investment activities is managed in accordance with Board-approved policies and global limits, which are designed to control the risk to income and economic value of shareholders' equity. The income limit measures the effect of a specified change in interest rates on the Bank's annual net interest income, while the economic value limit measures the

impact of a specified change in interest rates on the present value of the Bank's net assets. Interest rate exposures in individual currencies are also controlled by gap limits. Gap analysis, simulation modeling, sensitivity analysis and VaR are used to assess exposures and for planning purposes.

Interest rate risk exposure calculations are generally based on the earlier of contractual re-pricing or

maturity of on-balance sheet and off-balance sheet assets and liabilities, although certain assets and liabilities such as credit cards and deposits without a fixed maturity are assigned a maturity profile based on the longevity of the exposure. Expected prepayments from loans and cashable investment products are also incorporated into the exposure calculations. Common shareholders' equity is assumed to be non-interest rate sensitive.

Table 32 shows the breakdown of the Canadian dollar and foreign currency interest rate gaps as at October 31, 2009, and Chart 41 illustrates trends in one-year interest rate gaps. In 2009, the asset gap resulting from the continued consumer preference for variable-rate mortgages narrowed slightly. The Bank maintained a one-year liability gap in foreign currencies throughout fiscal 2009.

Table 33 shows the before-tax impact of a 100 and 200 basis point shift on annual income and economic value of shareholders' equity. Based on the Bank's interest rate positions at year-end 2009, an immediate and sustained 100 basis point rise in interest rates across all

currencies and maturities would increase net income before tax by approximately \$220 million over the next 12 months. During fiscal 2009, this measure ranged between \$142 million and \$220 million. This same increase in interest rates would result in a before-tax decrease in the present value of the Bank's net assets of approximately \$275 million. During fiscal 2009, this measure ranged between \$109 million and \$275 million.

Foreign currency risk

Foreign currency risk in the Bank's funding and investment activities arises primarily from the Bank's net investments in self-sustaining foreign operations as well as foreign currency earnings in its domestic and remitting foreign branch operations.

The Bank's foreign currency exposure to its net investments in self-sustaining foreign operations is controlled by a Board-approved limit. This limit considers factors such as potential volatility to shareholders' equity as well as the potential impact on capital ratios from foreign exchange fluctuations. On a quarterly basis, the LCO reviews the Bank's exposures to

these net investments and determines the appropriate hedging strategies. Hedging activity may consist of funding the investments in the same currency or using other financial instruments, including derivatives.

In accordance with GAAP, foreign currency translation gains and losses from net investments in self-sustaining foreign operations, net of related hedging activities and tax effects, are recorded in accumulated other comprehensive income within shareholders' equity. However, the Bank's regulatory capital ratios are not materially affected by these foreign exchange fluctuations because the risk-weighted assets of the foreign operations tend to move in a similar direction.

The Bank is also subject to foreign currency translation risk on the earnings of its foreign operations which are not self-sustaining. The Bank forecasts foreign currency revenues and expenses, which are primarily denominated in U.S. dollars, over a number of future fiscal quarters. The LCO also assesses economic data trends and forecasts to determine if some or all of the estimated future foreign currency revenues and expenses should be hedged. Hedging instruments normally include foreign currency spot and forward contracts, as well as foreign currency options and swaps. Certain of these economic hedges may not qualify for hedge accounting resulting in a potential for a mismatch

T32 Interest rate gap

Interest rate sensitivity position ⁽¹⁾ As at October 31, 2009 (\$ billions)	Within 3 months	3 to 12 months	Over 1 year	Non- interest rate sensitive	Total
Canadian dollars					
Assets	\$ 176.4	\$ 21.1	\$ 79.1	\$ 7.0	\$ 283.6
Liabilities	144.0	37.3	86.8	15.5	283.6
Gap	32.4	(16.2)	(7.7)	(8.5)	-
Cumulative gap	32.4	16.2	8.5	-	-
Foreign currencies					
Assets	\$ 138.9	\$ 19.1	\$ 25.1	\$ 29.8	\$ 212.9
Liabilities	134.3	26.1	11.7	40.8	212.9
Gap	4.6	(7.0)	13.4	(11.0)	-
Cumulative gap	4.6	(2.4)	11.0	-	-
Total					
Gap	\$ 37.0	\$ (23.2)	\$ 5.7	\$ (19.5)	-
Cumulative gap	37.0	13.8	19.5	-	-
As at October 31, 2008:					
Gap	\$ 22.8	\$ (10.0)	\$ 11.5	\$ (24.3)	-
Cumulative gap	22.8	12.8	24.3	-	-

(1) The above figures reflect the inclusion of off-balance sheet instruments, as well as an estimate of prepayments on consumer and mortgage loans and cashable GICs. The off-balance sheet gap is included in liabilities.

T33 Structural interest sensitivity

(\$ millions)	2009		2008	
	Economic Value of Shareholders' Equity	Annual Income	Economic Value of Shareholders' Equity	Annual Income
Before-Tax Impact of				
100bp increase in rates	(275)	220	(553)	133
100bp decrease in rates	253	(261)	513	(148)
Before-Tax Impact of				
200bp increase in rates	(510)	447	(1,096)	257
200bp decrease in rates	812	(585)	1,048	(296)

C41 Interest rate gap

\$ billions, one-year interest rate gap



in the timing of the recognition of economic hedge gains/losses and the underlying foreign earnings translation gains/losses. In accordance with GAAP, foreign currency translation gains and losses from positions in operations that are not self sustaining are recorded directly in earnings.

As at October 31, 2009, a one per cent increase (decrease) in the Canadian dollar against all currencies in which the Bank operates, decreases (increases) the Bank's before-tax annual earnings by approximately \$32 million in the absence of hedging activity, primarily from exposure to U.S. dollars. A similar change in the Canadian dollar would increase (decrease) the unrealized foreign currency translation losses in the accumulated other comprehensive income section of shareholders' equity by approximately \$187 million as at October 31, 2009, net of hedging.

Investment portfolio risks

The Bank holds investment portfolios to meet liquidity and statutory reserve requirements and for investment purposes. These portfolios expose the Bank to interest rate, foreign currency, credit spread and equity risks. Debt investments primarily consist of government, agency, and corporate bonds. Equity investments include common and preferred shares, as well as a diversified portfolio of third-party managed funds. The majority of these

securities are valued using prices obtained from external sources. These portfolios are controlled by a Board-approved policy and limits.

As at October 31, 2009, the fair value of the Bank's investment portfolios was above cost by \$828 million (after related derivative and other hedge amounts), compared to an unrealized loss of \$1,320 million at the end of fiscal 2008.

Trading activities

Scotiabank's policies, processes and controls for trading activities are designed to achieve a balance between pursuing profitable trading opportunities and managing earnings volatility within a framework of sound and prudent practices. Trading activities are primarily customer focused, but also include a proprietary component.

Market risk arising from the Bank's trading activities is managed in accordance with Board-approved policies, and aggregate VaR and stress testing limits. The quality of the Bank's VaR is validated by regular backtesting analysis, in which the VaR is compared to theoretical and actual profit and loss results.

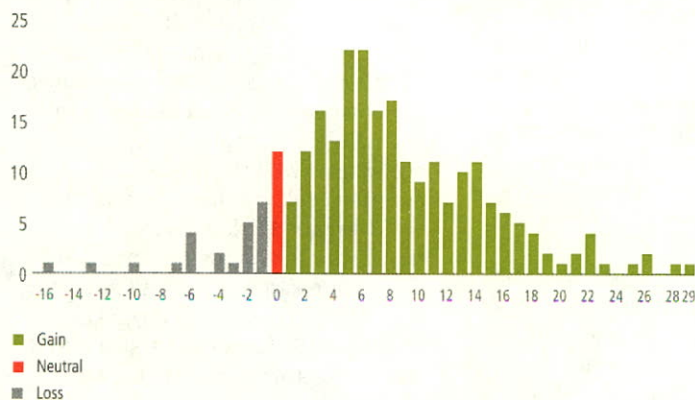
Trading portfolios are marked to market in accordance with the Bank's valuation policies. Positions are marked to market daily and valuations are independently reviewed by back office or Global Risk Management units on a

regular basis. These units also provide profit and loss reporting, as well as VaR and limit compliance reporting to business unit management and executive management for evaluation and action to be taken, where appropriate. In certain situations, the product valuation process requires the application of a valuation adjustment. For a discussion of valuation considerations, refer to the discussion of the fair value of financial instruments on page 78.

In fiscal 2009, the one-day VaR for trading activities averaged \$17.0 million, compared to \$16.8 million in 2008. Higher interest rate, foreign exchange and commodity risk were partially offset by an increase in the diversification between risk factors. Table 34 shows VaR by risk factor.

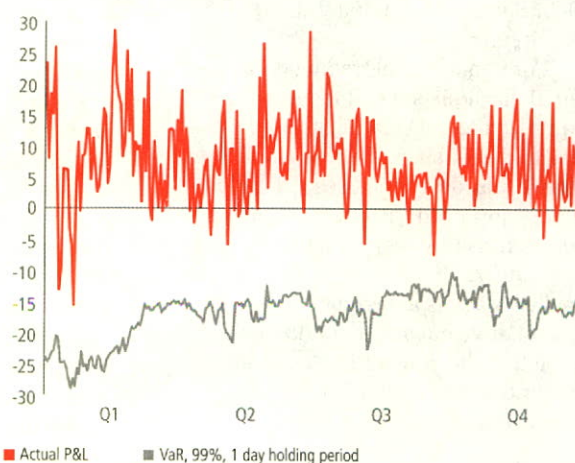
Chart 42 shows the distribution of daily trading revenue for fiscal 2009. Trading revenue averaged \$5.8 million per day, compared to \$2.3 million for 2008. The increase was due to improved revenues across all business lines, particularly securities trading. Revenue was positive on more than 89% of trading days during the year, compared to 77% in 2008. During the year, the largest single day loss was \$16 million which occurred on November 20, 2008, compared to a VaR of \$28.9 million.

C42 Trading revenues⁽¹⁾
period ending October 31, 2009



(1) Taxable equivalent basis; refer to non-GAAP measures on page 27. Amounts exclude certain large items that cannot be properly ascribed to any one day and would distort the comparison.

C43 Daily trading revenue⁽¹⁾ vs. VaR⁽²⁾
\$ millions, November 1, 2008, to October 31, 2009



(1) Amounts exclude certain large items that cannot be properly ascribed to any one day and would distort the comparison.
(2) Taxable equivalent basis; refer to non-GAAP measures on page 27.

T34 One-day VaR by risk factor

(\$ millions)	2009				2008			
	Year end	Avg	High	Low	Year end	Avg	High	Low
Interest rate	15.6	16.3	26.1	10.9	23.8	14.2	25.0	9.7
Equities	3.0	4.6	9.3	2.0	4.9	4.8	24.9	2.1
Foreign exchange	3.4	2.2	4.7	0.5	1.7	1.1	4.7	0.4
Commodities	3.7	3.5	5.6	1.9	3.4	3.1	4.7	1.9
Diversification	(10.5)	(9.6)	N/A	N/A	(7.3)	(6.4)	N/A	N/A
All-Bank VaR	15.2	17.0	28.9	10.2	26.5	16.8	30.4	10.8

Calculation of market risk capital for trading

The assessment of market risk for trading activities includes both general market risk and specific risk. General market risk is defined as the risk of loss arising from adverse changes in market prices. Specific risk is defined as the risk of loss caused by an adverse price movement of a debt or equity instrument due principally to factors related to the issuer. Under the Basel II capital adequacy guidelines, the specific risk capital and general market risk capital requirements apply to interest rate risk and equity risk. The general market risk capital requirement also applies to commodities risk and foreign exchange risk.

For all material trading portfolios, the Bank applies its internal Value at Risk (VaR) model to calculate the capital charge for general market risk and specific risk. The attributes/parameters of this model are described in the Risk Measurement Summary on page 69. The Office of the Superintendent of Financial Institutions (OSFI) has approved the Bank's internal VaR model for the determination of its General Market Risk Capital and Equity and Debt Specific Risk Capital requirements.

For non-material trading portfolios, the Bank applies the Standardized Approach for calculating general market risk and debt specific risk capital. The standardized method uses a "building block" approach with the capital charge for each risk category calculated separately.

The Bank is assessing the quantitative impact on market risk capital of the new trading book rules under the Basel II market risk framework.

Derivative instruments and structured transactions

Derivatives

The Bank uses derivatives to meet customer needs, generate revenues from trading activities, manage market and credit risks arising from its lending, funding and investment activities, and lowers its cost of capital. The Bank uses several types of derivative products, including interest rate swaps, futures and options, to hedge interest rate risk exposure. Forward contracts, swaps and options are used to manage foreign currency risk exposures. Credit exposures in its lending and investment books are managed using credit default swaps. As a dealer, the Bank markets a range of derivatives to its customers, including interest rate, foreign exchange, equity, commodity and credit derivatives.

Market risk arising from derivatives transactions is subject to the control, reporting and analytical techniques noted above in the Trading activities section. Additional controls and analytical techniques are applied to address certain market-related risks that are unique to derivative products.

Total notional amounts of derivatives as at October 31, 2009, were \$1,540 billion compared to \$1,562 billion a year ago. The decrease was driven by foreign currency translation declines, as the Canadian dollar strengthened relative to U.S. dollar at the year end, and lower volumes in foreign exchange contracts offset by volume growth in interest rate contracts. With respect to credit derivatives, notional amounts were \$91 billion as at October 31, 2009, down \$30 billion from a year ago, primarily due to foreign currency translation and a reduction in credit trading activities. Approximately 58% of the credit derivative notional amounts represent derivative contracts where the Bank has purchased credit protection and the balance where the Bank has sold credit protection as a result of its trading

operations. The net long (purchased) credit protection from credit derivatives in the trading book is generally offsetting net long loan positions held for trading.

The Bank also uses credit derivatives in its investment and loan portfolios. Credit protection is sold as an alternative to bond or loan assets, while credit protection is bought to manage credit exposures in its non-trading loan portfolio. As at October 31, 2009, the notional value of credit default swaps sold in the investment and credit portfolios was \$0.1 billion, and the notional value bought as protection was \$1.3 billion.

Structured transactions

Structured transactions are specialized transactions that may involve combinations of cash, other financial assets and derivatives designed to meet the specific risk management or financial requirements of customers. These transactions are carefully evaluated by the Bank to identify and address the credit, market, legal, tax, reputational and other risks, and are subject to a cross-functional review and sign-off by trading management, Global Risk Management, and the Taxation, Finance and Legal departments. Large structured transactions are also subject to review by senior risk management committees and evaluated in accordance with the procedures described below in Reputational Risk.

The market risk in these transactions is usually minimal, and returns are earned by providing structuring expertise and by taking credit risk. Once executed, structured transactions are subject to the same ongoing credit reviews and market risk analysis as other types of derivatives transactions. This review and analysis includes careful monitoring of the quality of the reference assets, and ongoing valuation of the derivatives and reference assets.

Liquidity risk

Liquidity risk is the risk that the Bank is unable to meet its financial obligations in a timely manner at reasonable prices. Financial obligations include liabilities to depositors, payments due under derivative contracts, settlement of securities borrowing and repurchase transactions, and lending and investment commitments.

Effective liquidity risk management is essential in order to maintain the confidence of depositors and counterparties, and to enable the core businesses to continue to generate revenue, even under adverse circumstances.

Liquidity risk is managed within the framework of policies and limits that are approved by the Board of Directors. The Board receives reports on risk exposures and performance against approved limits. The Liability Committee (LCO) provides senior management oversight of liquidity risk and meets weekly to review the Bank's liquidity profile.

The key elements of the liquidity risk framework are:

- **Measurement and modeling** – the Bank's liquidity model measures and forecasts cash inflows and outflows, including off-balance sheet cash flows on a daily basis. Risk is managed by a set of key limits over the maximum net cash outflow by currency over specified short-term horizons and a minimum level of core liquidity.
- **Reporting** – Global Risk Management provides independent oversight of all significant liquidity risks, supporting the LCO with analysis, risk measurement, stress testing monitoring and reporting. They provide senior management and the LCO with a series of daily, weekly, monthly and quarterly reports of liquidity risk exposures.
- **Stress testing** – the Bank performs liquidity stress testing on a regular basis, to evaluate the effect of both industry and Bank-specific disruptions on the Bank's liquidity position. Liquidity stress testing has many purposes including:
 - Helping the Bank to understand the potential behavior of various positions on its balance sheet in circumstances of stress;
 - Based on this knowledge, facilitating the development of risk mitigation and contingency plans; and
 - Conveying an approximate range of risk.

The Bank's liquidity stress tests consider the effect of changes in funding assumptions, depositor behaviour, the market value of core liquidity, and market variables, including interest rates, foreign

currency rates, and equity and commodity prices. The Bank also performs industry standard stress tests required by regulators and rating agencies. The stress test results are reviewed at senior levels of the organization and are considered in making liquidity management decisions.

- **Contingency planning** – the Bank maintains a liquidity contingency plan that specifies an approach for analyzing and responding to a liquidity crisis. The plan outlines the crisis management team's mandate, the internal and external parties to be contacted to ensure effective distribution of information, and the actions that need to be considered at various stages of an event. A contingency plan is maintained both at the parent level as well as for major subsidiaries.
- **Funding diversification** – the Bank actively manages the diversification of its deposit liabilities by source, type of depositor, instrument, term and geographic market.
- **Core liquidity** – the Bank maintains a pool of highly liquid, unencumbered assets that can be readily sold, or pledged to secure borrowings, under

stressed market conditions or due to company specific events. The Bank also maintains liquid assets to support its intra-day settlement obligations in payment, depository and clearing systems.

Given financial market turmoil over the past two years, regulators around the world have been focusing their attention on liquidity risk management. This may lead to new or revised regulatory requirements for all financial institutions. The Bank is closely monitoring these developments.

Liquidity profile

The Bank maintains large holdings of liquid assets to support its operations, as shown in Table 35. These assets generally can be sold or pledged to meet the Bank's obligations. During the year, the Bank significantly improved its liquidity position as liquid assets were \$146 billion as at October 31, 2009 (2008 – \$106 billion), equal to 29% (2008 – 21%) of total assets. The mix of these assets between securities and other liquid assets, including cash and deposits with banks, was 69% and 31%, respectively (2008 – 64% and 36%, respectively).

T35 Liquidity

As at October 31 (\$ millions)	2009	2008	2007	2006	2005
Canadian dollar liquid assets					
Cash and deposits with Bank of Canada	\$ 1,223	\$ 498	\$ 502	\$ 469	\$ 481
Deposits with other banks	1,371	1,654	4,152	2,445	1,770
Securities	81,613	46,558	53,429	53,762	39,361
	84,207	48,710	58,083	56,676	41,612
Foreign currency liquid assets					
Cash and deposits with Bank of Canada	6,170	3,064	4,503	3,839	3,142
Deposits with other banks	34,513	32,102	20,039	16,623	15,112
Securities	19,649	21,298	19,809	20,824	22,180
Call and short loans	1,538	1,087	874	5	–
	61,870	57,551	45,225	41,291	40,434
Total liquid assets					
Cash and deposits with Bank of Canada	7,393	3,562	5,005	4,308	3,623
Deposits with other banks	35,884	33,756	24,191	19,068	16,882
Securities	101,262	67,856	73,238	74,586	61,541
Call and short loans	1,538	1,087	874	5	–
	\$ 146,077	\$ 106,261	\$ 103,308	\$ 97,967	\$ 82,046
Liquid assets as a % of total assets	29.4%	20.9%	25.1%	25.8%	26.1%

In the course of the Bank's day-to-day activities, securities and other assets are pledged to secure an obligation, participate in clearing or settlement systems, or operate in a foreign jurisdiction. Securities may also be sold under repurchase agreements. As at October 31, 2009, total assets pledged or sold under repurchase agreements were \$84 billion (2008 – \$82 billion).

Funding

The Bank ensures that its funding sources are well diversified. Funding source concentrations are regularly monitored and analyzed by type and by industry. The principal sources of funding are capital, core deposits from retail and commercial clients through the Canadian and international branch network, and wholesale funding. The Bank also securitizes mortgages through the Canada Mortgage Bonds program as an alternative source of funding, and for liquidity and asset/liability management purposes. To ensure that the Bank does not place undue reliance on a single entity as a funding source, the Bank maintains a limit on the amount of deposits it will accept from any one entity.

Core funds, represented by capital and core deposits of the Bank's retail and commercial clients, were \$243 billion as at October 31, 2009, versus \$222 billion last year (see Chart 44). This increase was attributable primarily to higher balances of demand and notice deposits and personal term deposits. As at October 31, 2009, the Bank's core funds represented 49% of total funding, compared to 44% last year.

During the global financial turbulence of the past year, the Bank's funding programs performed well and as at October 31, 2009, funding markets had largely returned to a normal state.

Contractual obligations

Table 36 provides aggregated information about the Bank's contractual obligations as at October 31, 2009, which affect the Bank's liquidity and capital resource needs.

The Bank's contractual obligations include contracts and purchase obligations, including agreements to purchase goods and services, that are enforceable and legally binding on the Bank. The table excludes deposit liabilities (except term funding), pension and other retirement benefit obligations, lending commitments and other short-term financing arrangements which are discussed in Notes 10, 19, 23 and 24, respectively, of the 2009 Consolidated Financial Statements.

The Bank prudently diversifies its wholesale funding activities by using a number of different funding programs to access the global financial markets and extend its maturity profile, as appropriate. In 2009 the Bank issued approximately \$11 billion of senior term funding in the domestic, United States and other markets. The outstanding balance of the Bank's subordinated debentures increased in 2009 with two new issues. Partially offsetting this increase was the redemption of an existing issue and partial repurchases of another issue.

Other long-term liabilities include transactions where the Bank is the paying agent on customer lease transactions, and term financing bonds in the Bank's foreign subsidiaries.

The Bank leases a large number of its branches, offices and other locations. The vast majority of these leases are for a term of five years, with an option to renew. The total cost of these leases, net of rental income from subleases, was \$243 million in 2009 (2008 – \$217 million). Refer to Note 23 of the 2009 Consolidated Financial Statements.

Two major outsourcing contracts have been entered into by the Bank. The largest is a seven-year contract with IBM Canada entered into in 2001 to manage the Bank's domestic computer operations, including data centers, branches, Automated Banking Machines, and desktop computing environment. The contract was expanded in 2005 to also include the computer operations for the Caribbean & Central America, and Mexico. The contract for Canadian operations was renewed in 2007 and is now extended until 2013, co-terminus with the Mexico and Caribbean & Central America contracts.

The second is a three-year contract, with two optional five-year renewals, entered into in 2003 with Symcor Inc. to manage the Bank's cheque and bill payment processing, including associated statement and report printing activities across Canada. The first of the five-year options has been exercised. These outsourcing contracts are cancellable with notice.

Capital expenditures

Scotiabank has an ongoing program of capital investment to provide the necessary level of technology and real estate resources to service its customers and meet new product requirements. All major capital expenditures go through a rigorous review and approval process.

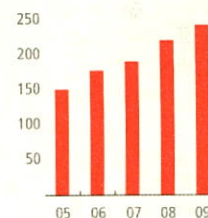
Total capital expenditures in 2009 are estimated to be \$224 million, a decrease of 30% from 2008. The decrease is primarily in Real Estate, \$72 million or 35%, due to reduced spending on new locations. Technology spending decreased by \$23 million or 20% due largely to the completion of a major project to upgrade branch equipment in Canada.

T36 Contractual obligations

(\$ millions)	Under 1 year	1-3 years	4-5 years	Over 5 years	Total
Term funding					
Wholesale deposit notes	14,750	6,028	4,681	120	25,579
Euro medium term notes	7,872	4,153	755	52	12,832
Subordinated debentures	—	—	250	5,637	5,887
Other long-term liabilities	592	736	437	1,186	2,951
Subtotal	23,214	10,917	6,123	6,995	47,249
Operating leases	197	302	176	183	858
Outsourcing obligations	198	411	301	121	1,031
Total	23,609	11,630	6,600	7,299	49,138

C44 Core funds

\$ billions, October 31



Operational risk

Operational risk is the risk of loss, whether direct or indirect, to which the Bank is exposed due to external events, human error, or the inadequacy or failure of processes, procedures, systems or controls. Operational risk, in some form, exists in each of the Bank's business and support activities, and can result in financial loss, regulatory sanctions and damage to the Bank's reputation.

The Bank has developed policies, processes and assessment methodologies to ensure that operational risk is appropriately identified and managed with effective controls. The governing principles of the Bank's operational risk management program include:

- Accountability in the individual business lines for management and control of the significant operational risks to which they are exposed.
- An effective organization structure through which operational risk is managed, including:
 - A Board of Directors responsible for sound corporate governance and which approves the Bank's Operational Risk Management Policy;
 - A senior level Operational Risk Committee chaired by the Group Head, Risk and Treasury which provides oversight of risk management;
 - Executive management who have clearly defined areas of responsibility;
 - A central unit in Global Risk Management responsible for developing and applying methods to identify, assess, and monitor operational risks, and report on risks as well as actual loss events;
 - Independent specialist units responsible for developing methods to mitigate specific components of operational risk, including codifying policies and processes required to control those specific risks;
 - Separation of duties between key functions; and

- An independent internal audit department responsible for verifying that significant risks are identified and assessed, and for testing controls to ensure that overall risk is at an acceptable level.

The following are key components of the Bank's operational risk management framework:

- The Bank's risk control self-assessment program, which is managed by Global Risk Management's central operational risk unit, includes formal reviews of significant operations and processes to identify and assess operational risks. Scenario analysis has been successfully introduced to risk assessments as a tool that provides a more forward looking view of key risks. Overall, this program provides a basis for management to ensure that controls are functioning effectively. If controls are not effective, business line management develops action plans to mitigate risks. Results of these reviews are summarized and reported to executive management and the Board of Directors.
- The Bank's centralized operational loss event database, which is managed and maintained by the central operational risk unit, captures key information on operational losses. The scope of operational loss event data captured within the centralized database continues to be enhanced. This data is analyzed, benchmarked against external data, and reported to

executive management and the Board of Directors to provide insight into operational risk exposure trends or significant metrics.

- Group Compliance leads a compliance risk program through an established network and a process that includes: monitoring regulatory changes; conducting compliance risk assessments; implementing policies and procedures; training; and monitoring and resolving issues.
- The Bank's business continuity management policies require that all business units develop business continuity capabilities for their respective functions. The Bank's Business Continuity Management Department is responsible for governance and oversight of the Bank's business continuity, and monitors units to ensure compliance with these policies.
- Risk mitigation programs, which use insurance policies to transfer the risk of high severity losses, where feasible and appropriate.

The Bank applies the Standardized Approach for calculating operational risk capital under the Basel II capital framework. Total capital is determined as the sum of capital for each of eight Basel defined business activities. The capital for each activity is the product of the relevant risk factor, as defined by Basel, applied to the gross income of each respective business activity. Progress is underway to prepare for the Advanced Measurement Approach.

Reputational risk

Reputational risk is the risk that negative publicity regarding Scotiabank's conduct, business practices or associations, whether true or not, will adversely affect its revenues, operations or customer base, or require costly litigation or other defensive measures.

Negative publicity about an institution's business practices may involve any aspect of its operations, but usually relates to questions of business ethics and integrity, or quality of products and services. Negative publicity and attendant reputational risk frequently arise as a by-product of some other kind of risk management control failure.

Reputational risk is managed and controlled throughout the Bank by codes of conduct, governance practices and risk management programs, policies, procedures and training. Many relevant checks and balances are outlined in greater detail under other risk management sections, particularly Operational risk, where reference is made to the Bank's well-established

compliance program. All directors, officers and employees have a responsibility to conduct their activities in accordance with the Scotiabank Guidelines for Business Conduct, and in a manner that minimizes reputational risk. The activities of the Legal, Corporate Secretary, Public, Corporate and Government Affairs and Compliance departments, and the Reputational Risk

Committee, are particularly oriented to the management of reputational risk.

In providing credit, advice, or products to customers, or entering into associations, the Bank considers whether the transaction, relationship or association might give rise to reputational risk. The Bank has an established, Board-approved reputational risk policy, as well as policy and procedures for managing reputational and legal risk related to structured finance transactions. Global Risk Management plays a significant role in the identification and management of reputational risk related to credit underwriting. In addition, the

Reputational Risk Committee is available to support Global Risk Management, as well as other risk management committees and business units, with their assessment of reputational risk associated with transactions, business initiatives, and products and services.

The Reputational Risk Committee considers a broad array of factors when assessing transactions, so that the Bank meets, and will be seen to meet, high ethical standards. These factors include the extent, and outcome, of legal and regulatory due diligence pertinent to the transaction; the economic intent of the transaction; the effect of the

transaction on the transparency of a customer's financial reporting; the need for customer or public disclosure; conflicts of interest; fairness issues; and public perception.

The Committee may impose conditions on customer transactions, including customer disclosure requirements to promote transparency in financial reporting, so that transactions meet Bank standards. In the event the Committee recommends not proceeding with a transaction and the sponsor of the transaction wishes to proceed, the transaction is referred to the Risk Policy Committee.

Environmental risk

Environmental risk refers to the possibility that environmental concerns involving the Scotiabank Group or its customers could affect the Bank's financial performance.

To safeguard the Bank and the interests of its stakeholders, Scotiabank has an environmental policy, which was updated and approved by the Bank's Board of Directors in October 2009. The policy guides day-to-day operations, lending practices, supplier agreements, the management of real estate holdings and external reporting practices. It is supplemented by specific policies and practices relating to individual business lines. In 2009, additional resources were added to assist with implementation of the Policy.

Environmental risks associated with the business operations of each borrower and any real property offered security are considered in the Bank's credit evaluation procedures. This includes an environmental assessment where applicable, and commentary where climate change would have a material impact (including regulatory, physical or reputational impacts) on the borrower. Global Risk Management has primary responsibility for establishing the related policies, processes and standards associated with mitigating environmental risk in the Bank's lending activities. Decisions are taken in the context of the risk management framework discussed on page 64.

In the area of project finance, the revised Equator Principles have been integrated into the Bank's internal processes and procedures since 2006. These are environmental and social guidelines for project finance transactions with a capital cost of U.S.\$10 million or higher, based on the

policies of the International Finance Corporation, the private sector arm of the World Bank. The Equator Principles provide safeguards for sensitive projects to ensure protection of natural habitats and the rights of indigenous peoples, as well as safeguards against child and forced labour.

Environmental concerns also play a prominent role in shaping the Bank's real estate practices. The Real Estate Department adheres to an Environmental Compliance Policy to ensure responsible management of the Bank's real estate holdings. In addition, considerable recycling and resource management programs are in place in the Bank's corporate offices and branch networks. Internal tracking systems are in place with respect to energy use, greenhouse gas emissions (GHG) and paper consumption. In order to further reduce the Bank's environmental footprint, it has developed an internal Environmental Paper Policy and is in the process of developing and implementing more definitive management processes on energy.

To ensure it continues to operate in an environmentally responsible manner, the Bank monitors policy and legislative requirements through ongoing dialogue with government, industry and stakeholders in countries where it operates. Scotiabank has been meeting with environmental organizations, industry associations and socially responsible investment organizations with respect to the role that banks play to help address the issues of climate

change, protection of biodiversity, promotion of sustainable forestry practices, and other environmental issues important to its customers and communities where it operates. The Bank has an ongoing process of reviewing its policies in these areas.

Scotiabank is also a signatory, participant and sponsor of the Carbon Disclosure Project in Canada, which provides corporate disclosure to the investment community on greenhouse gas emissions and climate change management. In 2009 Scotiabank was included on the Dow Jones Sustainability Index (DJSI)-(World), an annual review that recognizes the world's financial, social and environmental corporate leaders. The Bank was also named to the DJSI North America Index. For more information on Scotiabank's environmental policies and practices, please refer to

- the Bank's annual Public Accountability Statement/Corporate Social Responsibility Report, which is also available online at www.scotiabank.com;
- the Environment section of Scotiabank's website at www.scotiabank.com/environment; and
- Scotiabank's response to the Carbon Disclosure Project at www.cdproject.net.

Controls and Accounting Policies

Controls and procedures

Management's responsibility for financial information contained in this annual report is described on page 104.

Disclosure controls and procedures

The Bank's disclosure controls and procedures are designed to provide reasonable assurance that information is accumulated and communicated to the Bank's management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as appropriate, to allow timely decisions regarding required disclosure.

As of October 31, 2009, the Bank's management, with the participation of the CEO and CFO, evaluated the effectiveness of its disclosure controls and procedures, as defined under the rules adopted by the U.S. Securities and Exchange Commission (SEC) and the Canadian securities regulatory authorities, and have concluded that the Bank's disclosure controls and procedures are effective.

Internal control over financial reporting

Management of the Bank is responsible for establishing and maintaining adequate internal control over financial reporting. These controls include policies and procedures that:

- (i.) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Bank;
- (ii.) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures are being made only in accordance with authorizations of management and directors of the Bank; and
- (iii.) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Bank's assets that could have a material effect on the financial statements.

All control systems contain inherent limitations, no matter how well designed. As a result, the Bank's management acknowledges that its internal control over financial reporting will not prevent or detect all misstatements due to error or fraud. In addition, management's

evaluation of controls can provide only reasonable, not absolute, assurance that all control issues that may result in material misstatements, if any, have been detected.

Management assessed the effectiveness of internal control over financial reporting, using the Committee of Sponsoring Organizations of the Treadway Commission (COSO) framework, and based on that assessment concluded that internal control over financial reporting was effective, as at October 31, 2009.

Changes in internal control over financial reporting

There have been no changes in the Bank's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Bank's internal control over financial reporting during the year ended October 31, 2009.

Critical accounting estimates

The Bank's accounting policies are integral to understanding and interpreting the financial results reported in this annual report. Note 1 on pages 111 to 116 summarizes the significant accounting policies used in preparing the Bank's Consolidated Financial Statements. Certain of these policies require management to make estimates and subjective judgements that are difficult, complex, and often relate to matters that are inherently uncertain. The policies discussed below are considered to be particularly important to the presentation of the Bank's financial position and results of operations, because changes in the judgements and estimates could have a material impact on the Bank's Consolidated Financial Statements. These estimates are adjusted in the normal course of business to reflect changing underlying circumstances.

Allowance for credit losses

The allowance for credit losses represents management's best estimate of the probable credit losses in the portfolio of deposits with other institutions, loans to borrowers, acceptances and other indirect credit commitments, such as letters of credit and guarantees. Management undertakes regular reviews of credit quality to assess the adequacy of the allowance for credit losses. This process requires the use of estimates and

subjective judgements at many levels. These subjective judgements include identifying credits that are impaired, and considering factors specific to individual credits, as well as portfolio characteristics and risks. Changes to these estimates or using other reasonable judgements and estimates could directly affect the provision for credit losses.

The allowance for credit losses is composed of specific, sectoral, and general allowances.

Specific allowances are an estimate of probable incurred losses related to existing impaired loans. In establishing specific allowances applicable to individual credit exposures, management first forms a judgement as to whether a loan is impaired. Loan impairment is recognized when, in management's opinion, there is no longer reasonable assurance that interest and principal payments will be made on a timely basis. Once a loan is determined to be impaired, management estimates its net realizable value by making judgements relating to the timing of future cash flow amounts, the fair value of any underlying security pledged as collateral, costs of realization, observable market prices, and expectations about the future prospects of the borrower and any guarantors.

Management estimates specific allowances for certain homogenous portfolios, including residential mortgages, credit card loans and most personal loans on a group basis. This involves estimating the probable losses inherent in the portfolio by using a formulaic method that considers recent loss experience.

Specific provisions were higher in 2009 than in 2008, driven primarily by global economic conditions. Higher provisions were distributed across all business lines.

The general allowance is an estimate of probable incurred losses that are inherent in the portfolio of loans and loan commitments, but have not yet been specifically identified on an individual basis. Management establishes the general allowance through an assessment of quantitative and qualitative factors. Using an internally developed model, management arrives at an initial quantitative estimate of the general allowance based on numerous factors, including historical average default probabilities, loss given default rates and exposure at default factors. Material

changes in any of these parameters or assumptions would affect the range of expected credit losses and, consequently, could affect the general allowance level. For example, if either the probability of default or the loss given default rates for the non-retail portfolio were independently increased or decreased by 10%, the model would indicate an increase or decrease to the quantitative estimate of approximately \$103 million (2008 – \$70 million). Senior management determines whether it is necessary to adjust the quantitative estimate for the general allowance to account for portfolio conditions not reflected in the historically based credit parameters used in the model. A qualitative assessment of the general allowance is made based on observable data, such as: economic trends and business conditions, portfolio concentrations, risk migrations and recent trends in volumes and severity of delinquencies and a component for the imprecision inherent in the model and model parameters. Management reviews the general allowance quarterly to assess whether the allowance is at the appropriate level in relation to the size of the portfolio, inherent credit risks and trends in portfolio quality.

The general allowance for credit losses as at October 31, 2009, was \$1,450 million, an increase of \$127 million from a year earlier. The increase was attributable to general economic conditions.

In the second quarter of 2009, the Bank recorded a sectoral allowance of \$60 million to reflect the deterioration in the automotive industry. This sectoral allowance was established for specific adverse events and changes in economic conditions related to the automotive industry, even though the individual loans comprising the group are still classified as performing. These allowances are for losses which have not been specifically identified, and where the losses are not adequately covered by the general allowance. The level of the sectoral allowance considers the probability of default, loss given default and expected exposure at default. During the remainder of the year, \$16 million was reclassified to specific provisions for credit losses.

In 2009, the Bank adopted new accounting standards on the classification and impairment of financial assets (see page 111). The adoption of these standards resulted in a net increase to loans of \$9,447 million and no net change to the total allowance for credit losses.

Fair value of financial instruments

In the current year, the Bank adopted the amendments to the Financial Instruments – Disclosure standard. These amendments to the standard require expanded disclosures of financial instruments and in particular with respect to disclosing all of its financial instruments carried at fair value into a hierarchy based on the determination of fair value. The valuation hierarchy is as follows:

- Level 1 – fair value is based on unadjusted quoted prices in active markets for identical instruments,
- Level 2 – fair value is based on models using inputs other than quoted prices that are observable for the instruments, or
- Level 3 – fair value is based on models using inputs that are not based on observable market data.

The classification of the Bank's assets and liabilities which are carried at fair value by the valuation hierarchy is reflected in Note 25 on pages 150 and 151.

All financial instruments are measured at fair value on initial recognition except certain related party transactions. Subsequent measurement of a financial instrument depends on its classification. Loans and receivables, certain securities and most financial liabilities are carried at amortized cost unless classified or designated as held for trading or available-for-sale at inception. All other financial instruments, including those designated as held-for-trading at inception, are carried at fair value.

Financial instruments in the Bank's trading portfolios are composed primarily of securities and derivatives. These trading instruments are carried at fair value on the Consolidated Balance Sheet, with changes in the fair values of trading instruments included in the Consolidated Statement of Income.

Securities designated as available-for-sale are recorded at fair value on the Consolidated Balance Sheet. Equity securities which do not have a quoted market price in an active market are measured at cost. The unrealized gains and losses as a result of changes in the fair values of available-for-sale securities are included in the Consolidated Statement of Comprehensive Income.

Derivatives used for asset/liability management are recorded at fair value on the Consolidated Balance Sheet. All changes in these derivative fair values other than those designated as cash flow hedges or net investment hedges are recorded in the Consolidated Statement of

Income, while the latter flows through Other Comprehensive Income.

Fair value is defined as the amount of consideration that would be agreed upon in an arms-length transaction, other than a forced sale or liquidation, between knowledgeable, willing parties who are under no compulsion to act. The best evidence of fair value is a quoted bid or ask price, as appropriate, in an active market. Where bid or ask prices are not available, such as in an illiquid or inactive market, the closing price of the most recent transaction of that instrument is used subject to appropriate adjustments, supplemented as required with internal valuation models. Where quoted market prices are not available, the quoted price of similar financial instruments (i.e. with similar characteristics and risk profile) or internal models with observable market-based inputs are used to estimate the fair value.

Minimal management judgement is required for fair values calculated using quoted market prices or observable market inputs for models. Greater subjectivity is required when making valuation adjustments for financial instruments in inactive markets or when using models where observable parameters do not exist.

Trading securities, available-for-sale securities, and obligations related to securities sold short are normally valued using quoted market prices, including prices obtained from external fund managers and dealers.

To determine the fair value of financial instruments in a less active or inactive market where market prices are not readily observable due to low trading volumes or lack of recent trades, appropriate adjustments are made to available indicative prices to reflect the lack of liquidity in the market for the instruments. Where quoted prices or observable market data is not readily available, for example due to less liquid markets, management's judgement on valuation inputs is necessary to determine fair value.

Most derivatives are not exchange traded and are therefore normally valued using models which incorporate significant observable market parameters. Securities that are fair valued using models include certain types of asset-backed securities. Market inputs used for the fair value determination include observable interest rates, foreign exchange rates, credit spreads, equity prices, commodity prices and option volatilities.

Certain derivative and other financial instruments are valued using significant unobservable market inputs such as default correlations, among others. These inputs are subject to significantly more

quantitative analysis and management judgement. Where significant unobservable market data is used as a key input into the valuation of certain derivatives, the inception profit on those derivatives is deferred over the life of the derivative contract, or until the valuation inputs become observable. This amount was not material in fiscal 2009 and 2008.

Management also applies judgement in the selection of internal valuation models for financial assets and financial liabilities carried at fair value in trading and non-trading portfolios. This includes consideration of credit risk, liquidity and ongoing direct costs in the determination of the fair value of derivatives.

Management therefore exercises judgement when establishing market valuation adjustments that would be required in order to arrive at the fair value. Valuation adjustments recorded against the fair value of financial assets and financial liabilities totaled \$496 million as at October 31, 2009 (2008 – \$273 million), net of any write-offs. These valuation adjustments are mainly due to counterparty credit risk considerations for derivative transactions.

Uncertainty in the estimates used in the models can affect the fair value and financial results recorded. Historically, the impact of any change in these estimates was not expected to be significant; however, in the recent volatile market conditions where significant and rapid changes in observable model inputs can occur, greater volatility in fair values derived from these models is possible.

Other-than-temporary impairment

Available-for-sale securities, except for equity securities which do not have a quoted market price in an active market, are recorded at fair value on the balance sheet. Any unrealized gains and losses on these available-for-sale securities are recorded in other comprehensive income until realized, at which time they are recorded in the Consolidated Statement of Income.

Management reviews the fair value of available-for-sale securities each quarter to determine whether a decline in fair value compared to cost or amortized cost is other than temporary. To assess whether an other than temporary impairment has occurred, management must make certain judgements and estimates, and consider factors such as the length of time and extent to which the fair value of a security has been below its cost or amortized cost, prospects for recovery in fair value, the issuer's financial condition and future

prospects, and the Bank's ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery. Once management has determined that the security has experienced an other-than-temporary decline in value, the carrying value of the security is written down to its estimated fair value. To estimate fair value, management considers all of the data gathered during the impairment evaluation process, as well as the market liquidity and the Bank's plans for the security. Other-than-temporary impairment charges are recorded in net gains on securities, other than trading in the Consolidated Statement of Income.

Effective November 1, 2008, due to amendments made in August 2009 to the accounting standard on Financial Instruments – Recognition and Measurement, impairment losses on available-for-sale debt securities can be reversed up to the original carrying value under certain conditions. For fiscal 2009, no reversal was recorded.

As at October 31, 2009, the gross unrealized gains on available-for-sale securities recorded in accumulated other comprehensive income were \$1,641 million (2008 – \$818 million), and the gross unrealized losses were \$628 million (2008 – \$2,046 million). Net unrealized gains (losses) were therefore \$1,013 million (2008 – (\$1,228 million)) before related derivative and other hedge amounts. The net unrealized gains (losses) after related derivative and other hedge amounts were \$828 million (2008 – (\$1,320 million)).

As at October 31, 2009, there were \$3,307 million (2008 – \$2,131 million) of available-for-sale securities that had been in a continuous unrealized loss position for more than 12 months. The associated unrealized loss recorded in accumulated other comprehensive income on these securities as at October 31, 2009, was \$376 million (2008 – \$352 million), of which \$205 million (2008 – \$290 million) related to debt securities, \$137 million (2008 – \$10 million) related to preferred shares and \$34 million (2008 – \$52 million) related to equity securities. The unrealized losses on the debt instruments arose primarily from changes in interest rates and credit spreads. Based on factors including underlying credit of the issuers and the over-collateralization provided on certain debt securities, the Bank expects that future interest and principal payments will continue to be received on a timely basis in accordance with the contractual terms of the security. A smaller portion of the unrealized losses as at October 31, 2009,

related to equity securities. The Bank holds a diversified portfolio of available-for-sale equities. Since the Bank has the ability and intent to hold these securities until there is a recovery of fair value, which may be at maturity for debt securities, these unrealized losses are considered temporary in nature.

Pensions and other employee future benefits

The Bank sponsors various pension and other future benefit plans for eligible employees in Canada, the United States, Mexico and other international operations. The pension benefits are generally based on years of service and average earnings at retirement. Other future benefits generally include post-retirement health care, dental care and life insurance, along with post-employment benefits such as long-term disability.

Employee future benefit expense and the related benefit obligation are calculated using actuarial methods and certain actuarial assumptions. Most of these assumptions are based on management's best estimate and are reviewed and approved annually. The key assumptions include the long-term rate of investment return on plan assets, future compensation, health care costs, employee turnover, retirement age and mortality. When making these estimates, management considers expectations of future economic trends and business conditions, including inflation rates, as well as other factors. Management also reviews historical investment returns, salary increases and health care costs. Another important assumption is the discount rate used for measuring the benefit obligation. Little judgement is required in selecting this rate, since it is generally prescribed to be equal to the current yield on long term, high-quality corporate bonds with durations similar to the benefit obligation. The management assumption with the greatest potential impact is the assumed long-term rate of return on assets. If this assumed long-term rate of return on assets was 1% lower (higher), the benefit expense for 2009 would have been \$53 million higher (lower).

The Bank uses a measurement date of July 31 or August 31, depending on the employee future benefit plan. Based on these measurement dates, the Bank reported a surplus of \$463 million in its principal pension plans as disclosed in Note 19 to the Consolidated Financial Statements on pages 134 to 136. As anticipated, there has been a decline in the funded status of the plans since 2008 due to the significant turmoil in capital markets

since last year's measurement dates. The year over year decline in plan asset values has been partially mitigated by a reduction in the benefit obligation, the latter being due to higher discount rates.

The decline in the funded status of the plans will impact the benefit expense for fiscal year 2010 and possibly future years.

Actual experience that differs from assumptions made by management will result in a net actuarial gain or loss, consequently increasing or decreasing the benefit expense for future years. In accordance with GAAP, this difference is not recognized immediately as income or expense, but rather is amortized into income over future periods.

Management determines whether the unrecognized net actuarial gain or loss is more than 10% of the greater of the plan assets or benefit obligation at the beginning of each year. Any unrecognized net actuarial gain or loss above this 10% threshold is generally amortized into income over the estimated average remaining service period of active employees ranging from 10 to 22 years for the Bank's principal pension plans, and 9 to 27 years for the Bank's principal other benefit plans.

Note 19 on pages 134 to 136 of the 2009 Consolidated Financial Statements contains details of the Bank's employee future benefit plans, such as the disclosure of pension and other future benefit amounts, management's key assumptions, and a sensitivity analysis of changes in these assumptions on the employee future benefit obligation and expense.

Corporate income taxes

Management exercises judgement in determining the provision for income taxes and future income tax assets and liabilities. The provision is based on management's expectations regarding the income tax consequences of transactions and events during the period. Management interprets the tax legislation for each jurisdiction in which the Bank operates and makes assumptions about the expected timing of the reversal of future assets and liabilities. If management's interpretations of the legislation differ from those of the tax authorities or if the actual timing of the reversals of the future assets and liabilities is not as anticipated, the provision for income taxes could increase or decrease in future periods. The Bank records a valuation allowance if management assesses it is likely that the future income tax assets will not be realized prior to expiration.

Total gross future tax assets related to subsidiaries' unused income tax losses arising in prior years were \$376 million as at October 31, 2009 (2008 – \$196 million), against which the Bank established a valuation allowance of \$3 million (2008 – \$10 million) due to uncertainty about the utilization of these losses. Furthermore, one of the Bank's foreign subsidiaries has a valuation allowance of \$313 million (2008 – \$241 million) related to certain loan loss allowances available to be applied against future taxable earnings. If and when there is greater certainty of realizing these future tax assets, the Bank will adjust the valuation allowances. The Bank's total net future income tax asset was \$2,240 million as at October 31, 2009 (2008 – \$2,536 million). Note 1 on pages 111 to 116 and Note 18 on page 133 of the 2009 Consolidated Financial Statements contain further details with respect to the Bank's provisions for income taxes.

Variable interest entities

In the normal course of business, the Bank enters into arrangements with variable interest entities (VIEs) on behalf of its customers and for its own purposes. These VIEs can be generally categorized as multi-seller commercial paper conduits, funding vehicles, structured finance entities and collateralized debt obligation entities. Further details are provided on pages 43 to 46 in the off-balance sheet arrangements section.

Management is required to exercise judgement to determine whether a VIE should be consolidated. This evaluation involves understanding the arrangements, determining whether the entity is considered a VIE under the accounting rules, and determining the Bank's variable interests in the VIE. These interests are then compared to those of the unrelated outside parties to identify the holder that is exposed to the majority of the variability in the VIE's expected losses, expected residual returns, or both, to determine whether the Bank should consolidate the VIE. The comparison uses both qualitative and quantitative analytical techniques and use of models and involves the use of a number of assumptions about the business environment in which the VIE operates and the amount and timing of future cash flows.

Management is required to exercise judgement to determine if a primary beneficiary reconsideration event has occurred. In applying the guidance under Canadian GAAP, the Bank considers the following to be reconsideration events for VIEs where the Bank has a variable

interest: changes to the VIE's governing documents or contractual arrangements; the primary beneficiary disposing some or all of its variable interest to unrelated parties; or new variable interests issued to parties other than the primary beneficiary.

During 2009, there were no reconsideration events that would have required the Bank to re-assess the primary beneficiary of its multi-seller conduit VIEs. During fiscal 2008, the Bank's U.S. multi-seller conduit transferred certain assets to the Bank pursuant to the terms and conditions of the liquidity asset purchase agreement. At the time of such transfer, the Bank re-assessed the expected losses of the conduit. After considering the increased subordinate note issued to an unrelated party, the Bank determined that the subordinated note holder continues to be the primary beneficiary of the conduit. As such, the Bank was not required to consolidate the Bank's U.S. multi-seller conduit on the Bank's balance sheet.

As described in Note 6 to the Consolidated Financial Statements (on pages 121 to 122) and in the discussion on off-balance sheet arrangements (on pages 43 to 46), the Bank is not the primary beneficiary of the three multi-seller asset-backed commercial paper (ABCP) conduits that it sponsors and is not required to consolidate them on the Bank's balance sheet.

In the future, if the Bank were to become the primary beneficiary of these three Bank-sponsored multi-seller ABCP conduits and consolidate them on the Bank's balance sheet, based on the values as at October 31, 2009, it would result in an increase in the Bank's reported assets of approximately \$5.5 billion, and a reduction in capital ratios of approximately 20 to 25 basis points.

Goodwill

Under GAAP, goodwill is not amortized but assessed for impairment on an annual basis at the reporting unit level, or more frequently if an event or change in circumstances indicates the asset might be impaired. Goodwill is assessed for impairment by comparing the fair value of the reporting unit to its carrying amount. If the fair value of the reporting unit exceeds its carrying amount, no further testing is required. If the fair value is less than the carrying amount of the reporting unit, the amount of impairment loss is quantified by comparing the carrying value of goodwill to its fair value, calculated as the fair value of the reporting unit less the fair value of its assets and liabilities.

The Bank determines its reporting unit's fair values from internally developed valuation models that consider factors such as normalized earnings, projected earnings, and price earnings multiples. Management judgement is required in estimating the fair value of reporting units and imprecision in any assumptions and estimates used in the fair value calculations could influence the determination of goodwill impairment. Management believes the assumptions and estimates used are reasonable and supportable in the current environment.

Based on the assessment approach described above, the Bank did not record any goodwill impairment losses in 2009 or 2008.

Contingent liabilities

In the ordinary course of business, the Bank and its subsidiaries are routinely defendants in, or parties to a number of pending and threatened legal actions and proceedings, including actions brought on behalf of claimants. According to GAAP, the Bank should accrue for a loss if, in management's opinion, it is likely that a future event will confirm a liability existed at the balance sheet date and the amount of loss can be reasonably estimated.

In some cases, it may not be possible to determine whether a liability has been incurred or to reasonably estimate the amount of loss until the case is closer to resolution. In these instances, no accrual can be made until that time. If it can be determined that a liability existed as at the balance sheet date, but a reasonable estimate involves a range within which a particular amount appears to be a better estimate, that amount would be accrued. If no such better estimate within a range exists, the Bank is required to accrue the minimum amount in the range. On a regular basis, management and internal and external experts are involved in assessing the adequacy of the Bank's contingent loss accrual. Changes in these assessments may lead to changes in litigation accruals.

While there is inherent difficulty in predicting the outcome of such matters, based on current knowledge, management does not believe that liabilities, if any, arising from pending litigation will have a material adverse effect on the Bank's consolidated financial position, or results of operations.

Changes in accounting policies

Classification and impairment of financial assets

In August 2009, the CICA amended Section 3855, Financial Instruments –

Recognition and Measurement, to harmonize classification and related impairment accounting requirements of Canadian GAAP with IFRS. The amendments allow certain debt securities not quoted in an active market to be classified as loans and measured at amortized cost. The Bank still has the ability to classify these instruments as available-for-sale, in which case they are measured at fair value with unrealized gains and losses recorded through other comprehensive income. The amendments also allow the reversal of impairment charges for debt instruments classified as available-for-sale on the occurrence of specific events. Impairment charges for debt securities classified as loans are recorded as provisions for credit losses. As at November 1, 2008, the Bank reclassified instruments with a carrying value of \$9,447 million (fair value of \$8,529) million from available-for-sale securities to loans.

As a result of the reclassification, the Bank recorded a net increase of \$595 million (net of income tax expense of \$323 million) to accumulated other comprehensive income. In accordance with these amendments, previous periods have not been restated as a result of implementing the new accounting standards. The net impact on ROE as a result of the increase in accumulated other comprehensive income was a decrease of approximately 50 bps in 2009. Details of this change in accounting policy are included in Note 1 to the Consolidated Financial Statements.

Goodwill and Intangible Assets

Commencing November 1, 2008, the Bank adopted a new accounting standard – Goodwill and Intangible Assets. As a result of adopting the new standard, certain software costs previously recorded as Land, buildings and equipment are now recorded as Other intangible assets in the Consolidated Balance Sheet. The Consolidated Statement of Income reflects the related amortization expense that was previously recorded in Premises and technology non-interest expenses is now recorded as Other non-interest expenses. Details of this reclassification are included in Note 1 to the Consolidated Financial Statements.

Financial instrument disclosures

In June 2009, the CICA issued amendments to its Financial Instruments Disclosure standard to expand disclosures of financial instruments consistent with new disclosure requirements made under International Financial Reporting Standards (IFRS). These amendments

were effective for the Bank commencing November 1, 2008 and introduce a three-level fair value hierarchy that prioritizes the quality and reliability of information used in estimating the fair value of instruments. The fair values for the three levels are based on:

- Level 1 – unadjusted quoted prices in active markets for identical instruments
- Level 2 – models using inputs other than quoted prices that are observable for the instruments, or
- Level 3 – models using inputs that are not based on observable market data

Note 25 on pages 150 and 151 details the fair value hierarchy of the Bank's financial instruments which are recorded at fair value.

Reclassification of financial assets (2008)

In October 2008, the CICA issued amendments to the accounting standard on Financial Instruments – Recognition and Measurement which permit the reclassification of certain financial assets out of the held-for-trading category under rare circumstances. Pursuant to these amendments, the Bank reviewed its portfolio of trading assets and determined that, other than two trading portfolios discussed below, significant reclassifications were not appropriate due to the nature of assets in the Bank's trading portfolio, which are generally not considered illiquid. In addition, the Bank does not carry significant unhedged positions in its trading portfolios.

During the fourth quarter of 2008, in accordance with these amendments, the Bank reclassified specified assets out of trading securities to available-for-sale securities retroactive to August 1, 2008. These assets were comprised of \$303 million of bond assets and \$91 million of preferred shares that were no longer traded in an active market and which management intends to hold for the foreseeable future. If these reclassifications of bond assets and preferred shares had not been made, the Bank would have recorded a pre-tax loss of \$26 million and \$10 million respectively during the fourth quarter of 2008 relating to fair value movements on these assets. Due to the reclassifications, the amounts were recorded in other comprehensive income for the period ended October 31, 2008. As of the reclassification date, the weighted average effective interest rate on the reclassified bond asset portfolio was 4.0%, with expected recoverable cash flows of \$366 million.

Transition to International Financial Reporting Standards (IFRS)

Canadian publicly accountable enterprises must transition to IFRS for fiscal years beginning on or after January 1, 2011. For the Bank, IFRS will be effective for interim and annual periods commencing November 1, 2011, and will include the preparation and reporting of one year of comparative figures.

In order to prepare for the transition to IFRS, the Bank has developed an implementation plan which consists of three related phases: (i) planning and governance; (ii) review and detailed assessment; and (iii) design, development and implementation.

Planning and Governance

Formal governance and project management practices are considered essential to a successful transition. This phase involved the launch of an enterprise-wide project and the establishment of a formal governance structure comprising senior levels of management from all relevant departments that may be affected by the changeover. The Bank has developed a transition plan and regular reporting on the progress against this plan is provided to senior management and to the Audit and Conduct Review Committee of the Board of Directors.

Based on an initial impact assessment of key accounting differences identified between IFRS and Canadian GAAP, the Bank has identified and prioritized critical standards that have the potential to significantly affect the financial statements or operations of the Bank. These standards include, but are not limited to, Consolidation, Financial Instruments (including Derecognition and Impairment), Business Combinations and First-time Adoption of IFRS.

A training program has been implemented for key stakeholders; IFRS awareness training to critical business areas and in-depth training sessions to the finance, key support and project teams have been provided and will continue throughout the remainder of the transition period.

Review and Detailed Assessment

This phase comprises a detailed assessment of the impact of significant accounting differences between IFRS and Canadian GAAP, including the impact on business processes, systems, financial statements and internal control over financial reporting. This phase also includes the identification, evaluation and selection of first-time adoption decisions and future accounting policies necessary

for the Bank to change over to IFRS. The Bank's IFRS teams are currently in this phase of the overall transition project.

Design, Development and Implementation

The third phase of the IFRS conversion project entails the design, development and implementation of change requirements to business and financial reporting processes, systems, internal controls, and accounting policies and practices that support the Bank's reporting of IFRS-compliant financial information for fiscal years 2011, 2012, and thereafter. Documentation and update of key materials, such as accounting policy manuals and internal control documents, will be revised during this phase. This phase will also include communication to impacted staff and stakeholders, including provision of training as required. Appropriate oversight and control will be in place to ensure a smooth implementation and transition to IFRS.

Changing IFRS Landscape

As accounting standards and interpretations continue to change prior to transition, the Bank has and will continue to adjust its implementation plan accordingly. The Bank actively monitors developments in standards as issued by the International Accounting Standards Board (IASB) and the Canadian AcSB, as well as regulatory developments as issued by the Canadian Securities Administrators and OSFI.

The impact of IFRS on the Bank's consolidated financial results at the time of transition and on implementation is being assessed.

Related party transactions

The Bank provides regular banking services to its associated and other related corporations in the ordinary course of business. These services are on terms similar to those offered to non-related parties.

Loans granted to directors and officers in Canada are at market terms and conditions. Prior to March 1, 2001, the Bank granted loans to officers and employees at reduced rates in Canada. The loans granted prior to March 1, 2001, are grandfathered until maturity. In some of the Bank's foreign subsidiaries and branches, in accordance with local practices and laws, loans may be made available to officers of those units at reduced rates or on preferred terms. Loans to executive officers of the Bank totaled \$6.8 million as at October 31, 2009 (2008 –

\$4.6 million), and loans to directors \$0.1 million (2008 – nil).

Directors can use some or all of their fees to buy common shares at market rates through the Directors' Share Purchase Plan. Non-officer Directors may elect to receive all or a portion of their fees in the form of deferred stock units which vest immediately. Commencing in 2004, the Bank no longer grants stock options to non-officer directors (refer to Note 21 of the Consolidated Financial Statements on page 136).

The Bank may also provide banking services to companies affiliated with the Bank's directors. These commercial arrangements are conducted at the same market terms and conditions provided to all customers and follow the normal credit review processes within the Bank. The Bank's committed credit exposure to companies controlled by directors totaled \$3.6 million as at October 31, 2009 (2008 – \$5.7 million), while actual utilized amounts were \$1.1 million (2008 – \$2.0 million).

The oversight responsibilities of the Audit and Conduct Review Committee (ACRC) with respect to related party transactions include reviewing policies and practices for identifying transactions with related parties that may materially affect the Bank, and reviewing the procedures for ensuring compliance with the Bank Act for related party transactions. The Bank Act requirements encompass a broader definition of related party transactions than is set out in GAAP. In addition, the ACRC approves the terms and conditions of all transactions between the Bank and Bank-sponsored asset securitization special purpose vehicles to ensure that such transactions are at market terms and conditions. The Bank has various procedures in place to ensure that related party information is identified and reported to the ACRC on a semi-annual basis. The ACRC is provided with detailed reports that reflect the Bank's compliance with its established procedures.

The Bank's Internal Audit department carries out audit procedures as necessary to provide the ACRC with reasonable assurance that the Bank's policies and procedures to identify, authorize and report related party transactions are appropriately designed and operating effectively.

Supplementary Data*

GEOGRAPHIC INFORMATION

T37 Net income by geographic segment

For the fiscal years (\$ millions)	2009					2008					2007				
	Canada	United States	Mexico	Other International	Total	Canada	United States	Mexico	Other International	Total	Canada	United States	Mexico	Other International	Total
Net interest income	\$ 4,552	\$ 641	\$ 821	\$ 3,331	\$ 9,345	\$ 4,471	\$ 236	\$ 903	\$ 2,627	\$ 8,237	\$ 4,294	\$ 152	\$ 887	\$ 2,012	\$ 7,345
Provision for credit losses	744	296	185	392	1,617	388	16	141	85	630	295	(91)	68	23	295
Other income	3,211	452	424	1,525	5,612	2,614	(202)	478	1,137	4,027	3,084	698	478	930	5,190
Non-interest expenses	4,529	255	791	2,317	7,892	4,315	200	793	1,982	7,290	4,285	224	723	1,712	6,944
Provision for income taxes	513	222	69	380	1,184	344	(98)	122	369	737	474	215	51	225	965
Non-controlling interest	—	—	6	108	114	—	—	9	110	119	—	—	12	106	118
Net income	\$ 1,977	\$ 320	\$ 194	\$ 1,659	\$ 4,150	\$ 2,038	\$ (84)	\$ 316	\$ 1,218	\$ 3,488	\$ 2,324	\$ 502	\$ 511	\$ 876	\$ 4,213
Preferred dividends paid				174						97					46
Corporate adjustments ⁽¹⁾				(615)						(358)					(173)
Net income available to common shareholders				\$ 3,361						\$ 3,033					\$ 3,994

(1) Revenues and expenses which have not been allocated to specific operating business lines are reflected in corporate adjustments.

T38 Loans and acceptances by geography

Excludes reverse repos

As at September 30 (\$ billions)	2009	2008	2007	2006	2005	Percentage mix	
						2009	2005
Canada							
Atlantic provinces	\$ 15.7	\$ 16.2	\$ 14.2	\$ 12.7	\$ 12.1	5.8%	7.0%
Quebec	16.0	16.7	14.2	13.1	9.8	6.0	5.6
Ontario	96.0	103.5	91.1	81.5	72.4	35.8	41.7
Manitoba and Saskatchewan	6.2	6.4	6.0	5.4	5.3	2.3	3.0
Alberta	20.3	22.4	19.9	17.1	14.7	7.6	8.5
British Columbia	18.8	21.2	18.8	16.4	14.2	7.0	8.2
	173.0	186.4	164.2	146.2	128.5	64.5	74.0
United States	22.0	20.6	14.9	14.3	8.8	8.2	5.1
Mexico	9.7	10.9	8.9	9.3	8.5	3.6	4.9
Other International							
Latin America	21.5	22.6	11.6	9.2	5.2	8.0	3.0
Europe	12.9	18.4	10.2	8.1	7.3	4.8	4.2
Caribbean	15.6	14.8	12.2	11.6	10.1	5.8	5.8
Other	15.1	16.1	9.9	7.4	6.5	5.6	3.8
	65.1	71.9	43.9	36.3	29.1	24.2	16.8
General allowance ⁽¹⁾	(1.4)	(1.3)	(1.3)	(1.3)	(1.3)	(0.5)	(0.8)
Total loans and acceptances	\$ 268.4	\$ 288.5	\$ 230.6	\$ 204.8	\$ 173.6	100.0%	100.0%

(1) As at October 31.

T39 Gross impaired loans by geographic segment

As at October 31 (\$ millions)	2009	2008	2007	2006	2005
Canada	\$ 1,258	\$ 761	\$ 606	\$ 655	\$ 537
United States	408	107	11	119	331
Mexico	238	216	188	213	190
Other International	2,035	1,410	739	883	762
Total	\$ 3,939	\$ 2,494	\$ 1,544	\$ 1,870	\$ 1,820

* Certain comparative amounts in the Supplementary Data section have been reclassified to conform with current year presentation.

T40 Specific provision for credit losses by geographic segment

For the fiscal years (\$ millions)	2009	2008	2007	2006	2005
Canada	\$ 804	\$ 388	\$ 295	\$ 273	\$ 264
United States	192	16	(91)	(41)	(93)
Mexico	185	141	68	27	34
Other International	392	85	23	17	70
Total	\$ 1,573	\$ 630	\$ 295	\$ 276	\$ 275

T41 Geographic distribution of earning assets

As at September 30 (\$ billions)	2009		2008	2007	2006	2005
	Balance	% of earning assets				
North America						
Canada	\$ 277.9	61.9%	\$ 263.0	\$ 247.5	\$ 218.4	\$ 187.2
United States	58.2	13.0	38.2	36.3	41.9	32.5
	336.1	74.9	301.2	283.8	260.3	219.7
Mexico	17.8	4.0	22.8	19.8	21.1	20.4
Europe						
United Kingdom	8.6	1.9	11.0	6.4	6.4	6.8
Germany	3.7	0.8	4.1	3.8	3.5	2.0
Ireland	4.7	1.0	11.1	6.2	4.8	4.0
France	2.2	0.5	2.2	2.3	2.5	1.9
Netherlands	1.6	0.4	2.5	1.4	1.5	1.7
Other	6.6	1.5	7.5	5.5	3.4	4.2
	27.4	6.1	38.4	25.6	22.1	20.6
Caribbean						
Jamaica	3.5	0.8	3.6	3.2	3.1	2.8
Puerto Rico	2.4	0.5	2.4	2.1	2.0	1.7
Bahamas	2.7	0.6	3.0	2.4	2.4	1.8
Trinidad & Tobago	2.6	0.6	2.1	1.7	1.5	1.7
Other	9.1	2.0	8.8	7.3	9.0	6.1
	20.3	4.5	19.9	16.7	18.0	14.1
Latin America						
Chile	11.1	2.5	11.0	4.2	4.2	3.2
Peru	7.5	1.6	7.4	4.5	4.1	0.1
Other	8.0	1.8	9.1	7.0	4.3	3.7
	26.6	5.9	27.5	15.7	12.6	7.0
Asia						
India	3.7	0.8	3.7	2.5	1.8	1.5
Malaysia	1.8	0.4	1.8	1.4	1.3	1.8
South Korea	2.6	0.6	2.0	1.8	1.6	1.7
Japan	1.2	0.3	1.9	1.8	1.1	1.0
Hong Kong	2.9	0.6	2.6	1.6	1.7	1.4
Other	6.2	1.4	6.0	3.6	2.9	2.7
	18.4	4.1	18.0	12.7	10.4	10.1
Middle East and Africa	3.4	0.8	3.1	1.8	1.8	1.1
General allowance ⁽¹⁾	(1.4)	(0.3)	(1.3)	(1.3)	(1.3)	(1.3)
Total	\$ 448.6	100.0%	\$ 429.6	\$ 374.8	\$ 345.0	\$ 291.7

(1) As at October 31.

CREDIT RISK

T42 Cross-border exposure to select countries⁽¹⁾

As at October 31 (\$ millions)	Loans	Interbank deposits	Trade	Government and other securities	Investment in subsidiaries and affiliates	Other	2009 Total	2008 Total
Mexico	\$ 1,580	\$ —	\$ 71	\$ 456	\$ 2,157	\$ 181	\$ 4,445	\$ 4,934
Asia								
India	\$ 1,800	\$ —	\$ 726	\$ 273	\$ —	\$ 41	\$ 2,840	\$ 3,016
South Korea	1,588	—	470	505	—	186	2,749	3,264
China	987	57	992	24	—	5	2,065	2,288
Malaysia	685	—	28	248	191	5	1,157	1,341
Japan	902	37	4	69	—	37	1,049	1,487
Hong Kong	350	—	102	405	—	16	873	1,203
Thailand	207	—	5	85	520	—	817	475
Other ⁽²⁾	527	68	212	210	—	8	1,025	1,593
	\$ 7,046	\$ 162	\$ 2,539	\$ 1,819	\$ 711	\$ 298	\$ 12,575	\$ 14,667
Latin America								
Chile	\$ 1,099	\$ —	\$ 53	\$ 17	\$ 1,838	\$ 3	\$ 3,010	\$ 2,619
Brazil	509	—	1,117	254	—	3	1,883	1,888
Peru	182	—	58	—	1,550	4	1,794	1,755
Costa Rica	882	—	64	—	438	—	1,384	1,736
El Salvador	236	—	3	—	402	—	641	916
Venezuela	6	—	—	—	118	—	124	118
Other ⁽³⁾	1,157	15	45	21	—	19	1,257	1,346
	\$ 4,071	\$ 15	\$ 1,340	\$ 292	\$ 4,346	\$ 29	\$ 10,093	\$ 10,378

(1) Cross-border exposure represents a claim, denominated in a currency other than the local one, against a borrower in a foreign country on the basis of ultimate risk.

(2) Includes Indonesia, the Philippines, Singapore and Taiwan.

(3) Includes Colombia, Panama and Uruguay.

T43 Loans and acceptances by type of borrower

As at October 31 (\$ billions)	2009		2008
	Balance	% of total	
Loans to households			
Residential mortgages	\$ 101.3	36.5%	\$ 114.9
Credit cards	11.1	4.0	11.2
Personal loans	49.3	17.8	38.9
	161.7	58.3	165.0
Loans to businesses and governments			
Financial services	18.8	6.8	18.7
Wholesale and retail	10.9	3.9	14.9
Real estate	11.7	4.2	13.5
Oil and gas	9.8	3.5	12.0
Transportation	7.8	2.8	8.5
Automotive	5.1	1.8	7.1
Agriculture	4.3	1.6	5.3
Government	3.3	1.2	3.4
Hotels and leisure	4.8	1.7	5.2
Mining and primary metals	5.7	2.1	8.1
Utilities	6.1	2.2	6.3
Health care	4.0	1.4	5.0
Telecommunications and cable	4.6	1.6	6.5
Media	2.7	1.0	4.7
Chemical	1.3	0.5	1.7
Food and beverage	3.8	1.4	3.1
Forest products	1.5	0.6	2.1
Other	9.5	3.4	10.9
	115.7	41.7	137.0
	277.4	100.0%	302.0
General and sectoral allowances	(1.5)		(1.4)
Total loans and acceptances	\$ 275.9		\$ 300.6

T44 Off-balance sheet credit instruments

As at October 31 (\$ billions)	2009	2008	2007	2006	2005
Commitments to extend credit	\$ 104.5	\$ 130.2	\$ 114.3	\$ 105.9	\$ 99.9
Standby letters of credit and letters of guarantee	21.9	27.8	18.4	18.5	15.8
Securities lending, securities purchase commitments and other	12.7	12.8	13.8	13.0	9.3
Total	\$ 139.1	\$ 170.8	\$ 146.5	\$ 137.4	\$ 125.0

T45 Changes in net impaired loans

For the fiscal years (\$ millions)	2009	2008	2007	2006	2005
Gross impaired loans					
Balance at beginning of year	\$ 2,494	\$ 1,544	\$ 1,870	\$ 1,820	\$ 2,200
Net additions					
New additions	4,461	2,158	1,338	1,262	1,263
Declassifications, payments and loan sales	(1,149)	(846)	(891)	(956)	(1,034)
	3,312	1,312	447	306	229
Acquisition of subsidiaries	–	341	33	340	64
Writeoffs					
Residential mortgages	(64)	(59)	(5)	(5)	(6)
Personal loans	(669)	(424)	(301)	(214)	(237)
Credit cards	(470)	(268)	(183)	(150)	(130)
Business and government	(457)	(129)	(209)	(174)	(277)
	(1,660)	(880)	(698)	(543)	(650)
Foreign exchange and other	(207)	177	(108)	(53)	(23)
Balance at end of year	3,939	2,494	1,544	1,870	1,820
Specific allowance for credit losses					
Balance at beginning of year	1,303	943	1,300	1,139	1,321
Acquisition of subsidiaries	9	232	38	323	59
Specific provision for credit losses	1,573	630	295	276	275
Writeoffs	(1,660)	(880)	(698)	(543)	(650)
Recoveries by portfolio					
Residential mortgages	27	34	4	3	1
Personal loans	94	73	73	71	75
Credit cards	47	45	35	37	32
Business and government	55	79	74	70	97
	223	231	186	181	205
Foreign exchange and other ⁽¹⁾	(72)	147	(178)	(76)	(71)
Balance at end of year	1,376	1,303	943	1,300	1,139
Net impaired loans					
Balance at beginning of year	1,191	601	570	681	879
Net change in gross impaired loans	1,445	950	(326)	50	(380)
Net change in specific allowance for credit losses	(73)	(360)	357	(161)	182
Balance at end of year	2,563	1,191	601	570	681
General allowance for credit losses	1,450	1,323	1,298	1,307	1,330
Sectoral allowance	44	–	–	–	–
Balance after deducting general and sectoral allowance	\$ 1,069	\$ (132)	\$ (697)	\$ (737)	\$ (649)

(1) Includes \$3 transferred from other liabilities in 2009, \$3 transferred from other liabilities in 2008, \$5 transferred to other liabilities in 2006, and \$2 transferred from other liabilities in 2005.

■ **T46** Provisions for credit losses

For the fiscal years (\$ millions)	2009	2008	2007	2006	2005
Specific provisions for credit losses					
Gross specific provisions	\$ 1,969	\$ 1,084	\$ 720	\$ 746	\$ 875
Reversals	(173)	(223)	(239)	(289)	(395)
Recoveries	(223)	(231)	(186)	(181)	(205)
Net specific provisions for credit losses	1,573	630	295	276	275
General provision	127	—	(25)	(60)	(45)
Sectoral provision	44	—	—	—	—
Total net provisions for credit losses	\$ 1,744	\$ 630	\$ 270	\$ 216	\$ 230

■ **T47** Specific provisions for credit losses by type of borrower

For the fiscal years (\$ millions)	2009	2008	2007	2006	2005
Personal					
Residential mortgages	\$ 25	\$ —	\$ (9)	\$ 10	\$ 11
Other personal loans	1,042	636	449	283	275
	1,067	636	440	293	286
Businesses and governments					
Financial services	199	7	(10)	—	10
Wholesale and retail	101	—	(39)	5	11
Real estate	59	(69)	(11)	(7)	27
Oil and gas	34	43	(1)	—	(3)
Transportation	(9)	(15)	(9)	4	(6)
Automotive	19	5	1	11	6
Agriculture	19	5	(4)	2	11
Government	(35)	(18)	2	(6)	5
Hotels and leisure	10	(4)	(5)	(21)	20
Mining and primary metals	3	(16)	(4)	(10)	(47)
Utilities	—	(2)	(18)	(21)	(71)
Health care	4	2	(1)	2	3
Telecommunications and cable	6	(3)	(5)	(14)	17
Media	52	11	(13)	(4)	(3)
Chemical	1	7	(22)	13	4
Food and beverage	8	(17)	(6)	7	(17)
Forest products	5	3	—	(1)	10
Other	30	55	—	23	12
	506	(6)	(145)	(17)	(11)
Total specific provisions	\$ 1,573	\$ 630	\$ 295	\$ 276	\$ 275

T48 Impaired loans by type of borrower

As at October 31 (\$ millions)	2009			2008		
	Gross	Specific allowance for credit losses	Net	Gross	Specific allowance for credit losses	Net
Personal						
Residential mortgages	\$ 1,119	\$ (241)	\$ 878	\$ 664	\$ (232)	\$ 432
Other personal loans	881	(688)	193	692	(608)	84
	2,000	(929)	1,071	1,356	(840)	516
Businesses and governments						
Financial services	225	(42)	183	41	(28)	13
Wholesale and retail	213	(73)	140	125	(65)	60
Real estate	487	(76)	411	288	(72)	216
Oil and gas	71	(6)	65	110	(11)	99
Transportation	76	(15)	61	42	(25)	17
Automotive	77	(22)	55	31	(3)	28
Agriculture	106	(40)	66	84	(58)	26
Government	63	(23)	40	3	(30)	(27)
Hotels and leisure	260	(13)	247	132	(8)	124
Mining and primary metals	21	(9)	12	33	(18)	15
Utilities	1	(1)	—	—	—	—
Health care	21	(9)	12	11	(5)	6
Telecommunications and cable	36	(14)	22	16	(9)	7
Media	49	(9)	40	9	(8)	1
Chemical	3	(1)	2	10	(2)	8
Food and beverage	41	(15)	26	16	(5)	11
Forest products	19	(12)	7	20	(8)	12
Other	170	(67)	103	167	(108)	59
	1,939	(447)	1,492	1,138	(463)	675
Total	\$ 3,939	\$ (1,376)	\$ 2,563	\$ 2,494	\$ (1,303)	\$ 1,191

T49 Total credit risk exposures by geography^(1,2)

As at October 31 (\$ millions)	2009				2008
	Drawn	Undrawn	Other exposures ⁽³⁾	Total	Total
Canada	\$ 210,866	\$ 43,719	\$ 25,283	\$ 279,868	\$ 278,770
United States	39,790	15,172	25,378	80,340	89,451
Mexico	11,312	218	849	12,379	15,137
Other International					
Europe	20,111	1,798	5,782	27,691	39,486
Caribbean	24,304	1,356	2,083	27,743	30,788
Latin America	21,790	1,158	1,161	24,109	22,653
Other	20,025	1,130	1,815	22,970	29,956
Total	\$ 348,198	\$ 64,551	\$ 62,351	\$ 475,100	\$ 506,241

(1) Geographic segmentation is based upon the location of the ultimate risk of the credit exposure. Includes all credit risk portfolios and excludes available-for-sale equities and other assets.

(2) Exposure at default.

(3) Includes off-balance sheet lending instruments such as letters of credit, letters of guarantee, derivatives, securitization and repo-style transactions after collateral.

T50 AIRB credit risk exposures by maturity^(1,2)

As at October 31 (\$ millions)	2009				2008
	Drawn	Undrawn	Other exposures ⁽³⁾	Total	Total
Residual maturity					
Non-retail					
Less than 1 year	\$ 49,398	\$ 18,550	\$ 25,009	\$ 92,957	\$ 102,477
One to 5 years	48,962	29,016	30,853	108,831	125,618
Over 5 years	6,719	747	3,872	11,338	18,650
Total non-retail	\$ 105,079	\$ 48,313	\$ 59,734	\$ 213,126	\$ 246,745
Retail⁽⁵⁾					
Less than 1 year	\$ 15,644	\$ 6,767	\$ —	\$ 22,411	\$ 17,025
One to 5 years	100,888	—	—	100,888	90,120
Over 5 years	2,536	—	—	2,536	1,782
Revolving credits ⁽⁴⁾	32,507	5,594	—	38,101	34,925
Total retail	\$ 151,575	\$ 12,361	\$ —	\$ 163,936	143,852
Total	\$ 256,654	\$ 60,674	\$ 59,734	\$ 377,062	\$ 390,597

(1) Remaining term to maturity of the credit exposure. Includes all credit risk portfolios and excludes available-for-sale equities and other assets.

(2) Exposure at default, before credit risk mitigation.

(3) Off-balance sheet lending instruments, such as letters of credit, letters of guarantee, securitization, derivatives and repo-style transactions after collateral.

(4) Credit cards and lines of credit with unspecified maturity.

(5) Comparatives have been reclassified to conform with the current presentation.

■ T51 Total credit risk exposures and risk-weighted assets

As at October 31 (\$ millions)	2009				2008	
	Exposure at Default ⁽¹⁾			Total Risk-weighted assets	Exposure at Default Total ⁽¹⁾	Total Risk-weighted assets
	AIRB	Standardized ⁽²⁾	Total			
Non-retail						
Corporate						
Drawn	\$ 53,693	\$ 45,282	\$ 98,975	\$ 81,771	\$ 117,649	\$ 95,688
Undrawn	33,328	3,366	36,694	19,429	43,943	24,886
Other ⁽³⁾	11,075	2,106	13,181	6,397	16,856	8,615
	98,096	50,754	148,850	107,597	178,448	129,189
Bank						
Drawn	12,297	9,301	21,598	5,527	32,986	7,284
Undrawn	14,170	70	14,240	2,391	16,586	3,056
Other ⁽³⁾	11,907	503	12,410	2,032	16,587	2,860
	38,374	9,874	48,248	9,950	66,159	13,200
Sovereign						
Drawn	39,089	12,252	51,341	2,340	24,626	2,533
Undrawn	815	51	866	83	1,270	210
Other ⁽³⁾	634	8	642	18	1,280	67
	40,538	12,311	52,849	2,441	27,176	2,810
Total Non-retail						
Drawn	105,079	66,835	171,914	89,638	175,261	105,505
Undrawn	48,313	3,487	51,800	21,903	61,799	28,152
Other ⁽³⁾	23,616	2,617	26,233	8,447	34,723	11,542
	\$ 177,008	\$ 72,939	\$ 249,947	\$ 119,988	\$ 271,783	\$ 145,199
Retail						
Retail residential mortgages						
Drawn	\$ 108,835	\$ 13,183	\$ 122,018	\$ 9,868	\$ 120,709	\$ 9,409
Undrawn	6,702	–	6,702	131	3,292	33
	115,537	13,183	128,720	9,999	124,001	9,442
Secured lines of credit						
Drawn	18,112	–	18,112	747	14,644	544
Undrawn	–	–	–	–	–	–
	18,112	–	18,112	747	14,644	544
Qualifying retail revolving exposures (QRRE)						
Drawn	13,142	–	13,142	5,406	12,051	4,005
Undrawn	5,594	–	5,594	797	7,076	756
	18,736	–	18,736	6,203	19,127	4,761
Other retail						
Drawn	11,486	11,527	23,013	14,074	23,453	14,087
Undrawn	65	389	454	346	243	187
	11,551	11,916	23,467	14,420	23,696	14,274
Total retail						
Drawn	151,575	24,710	176,285	30,095	170,857	28,045
Undrawn	12,361	389	12,750	1,274	10,611	976
	\$ 163,936	\$ 25,099	\$ 189,035	\$ 31,369	\$ 181,468	\$ 29,021
Securitization exposures	18,528	–	18,528	6,474	28,539	4,354
Trading derivatives	17,590	–	17,590	5,850	24,451	8,595
Subtotal	\$ 377,062	\$ 98,038	\$ 475,100	\$ 163,681	\$ 506,241	\$ 187,169
Equities	2,897	–	2,897	5,607	3,375	6,142
Other assets	–	26,275	26,275	12,418	21,929	14,215
Total credit risk, before scaling factor	\$ 379,959	\$ 124,313	\$ 504,272	\$ 181,706	\$ 531,545	\$ 207,526
Add-on for 6% scaling factor ⁽⁴⁾	–	–	–	6,134	–	6,946
Total credit risk	\$ 379,959	\$ 124,313	\$ 504,272	\$ 187,840	\$ 531,545	\$ 214,472

(1) Outstanding amount for on-balance sheet exposures and loan equivalent amount for off-balance sheet exposures, before credit risk mitigation.

(2) Net of specific allowances for credit losses.

(3) Other exposures include off-balance sheet lending instruments, such as letters of credit, letters of guarantee, non-trading derivatives and repo-style exposures, after collateral.

(4) Basel Committee imposed scaling factor (6%) on risk-weighted assets for Internal ratings-based credit risk portfolios.

CAPITAL

■ T52 Capital funding activity in fiscal 2009

Issues		Maturities/Redemptions/Repurchase	
Tier 1 Capital		Tier 1 Capital	
Preferred shares			
December 12, 2008	\$250,000,000 Series 24 Non-cumulative 5-Year Rate Reset Preferred Shares		
January 21, 2009	\$325,000,000 Series 26 Non-cumulative 5-Year Rate Reset Preferred Shares		
January 30, 2009	\$275,000,000 Series 28 Non-cumulative 5-Year Rate Reset Preferred Shares		
Trust securities			
May 7, 2009	\$650,000,000 7.802% Scotiabank Tier 1 Securities Series 2009-1 due June 30, 2108		
Tier 2 Capital		Tier 2 Capital	
Subordinated debt		Subordinated debt	
January 22, 2009	\$1,000,000,000 6.65% Debentures due January 22, 2021	May 12, 2009	\$325,000,000 Redemption of 5.75% Debentures due May 12, 2014
April 15, 2009	\$1,000,000,000 4.94% Debentures due April 15, 2019	June 22, 2009	US\$14,000,000 Repurchase of Floating Rate Subordinated Capital Debentures due August 2085
		September 4, 2009	US\$17,350,000 Repurchase of Floating Rate Subordinated Capital Debentures due August 2085

REVENUES AND EXPENSES

T53 Volume/rate analysis of changes in net interest income

Taxable equivalent basis ⁽¹⁾ For the fiscal years (\$ millions)	2009 versus 2008 Increase (decrease) due to change in:			2008 versus 2007 Increase (decrease) due to change in:		
	Average volume	Average rate	Net change	Average volume	Average rate	Net change
Net interest income						
Total earning assets	\$ 1,804	\$ (5,313)	\$ (3,509)	\$ 2,118	\$ (952)	\$ 1,166
Total interest-bearing liabilities	(1,013)	5,148	4,135	(1,396)	591	(805)
Change in net interest income	\$ 791	\$ (165)	\$ 626	\$ 722	\$ (361)	\$ 361

(1) Refer to the non-GAAP measures on page 27.

T54 Taxes

For the fiscal years (\$ millions)	2009	2008	2007	2006	2005	2009 versus 2008
Income taxes						
Provision for income taxes	\$ 1,133	\$ 691	\$ 1,063	\$ 872	\$ 847	64%
Taxable equivalent adjustment ⁽¹⁾	288	416	531	440	326	(31)
Provision for income taxes (TEB) ⁽¹⁾	1,421	1,107	1,594	1,312	1,173	28
Other taxes						
Payroll taxes	184	177	164	152	137	4
Business and capital taxes	177	116	143	133	147	53
Goods and services and other	136	129	143	128	132	5
Total other taxes	497	422	450	413	416	18
Total income and other taxes ⁽²⁾	\$ 1,918	\$ 1,529	\$ 2,044	\$ 1,725	\$ 1,589	25%
Net income before income taxes	\$ 4,794	\$ 3,950	\$ 5,226	\$ 4,549	\$ 4,127	21%
Effective income tax rate (%)	23.6	17.5	20.3	19.2	20.5	6.1
Effective income tax rate (TEB) (%) ⁽³⁾	28.0	25.4	27.7	26.3	26.3	2.6
Total tax rate (%) ⁽⁴⁾	30.8	25.5	26.7	25.9	27.8	5.3

(1) Taxable equivalent basis. Refer to the non-GAAP measures on page 27.

(2) Comprising \$675 of Canadian taxes (2008 – \$569; 2007 – \$1,175; 2006 – \$1,035; 2005 – \$988) and \$1,243 of foreign taxes (2008 – \$960; 2007 – \$869; 2006 – \$690; 2005 – \$601).

(3) Provision for income tax, expressed on a taxable equivalent basis, as a percentage of net income before income taxes.

(4) Total income and other taxes as a percentage of net income before income and other taxes.

OTHER INFORMATION

■ T55 Components of net income as a percentage of average total assets⁽¹⁾

Taxable equivalent basis For the fiscal years (%)	2009	2008	2007	2006	2005
Net interest income	1.68%	1.75%	1.89%	1.95%	2.00%
Provision for credit losses	(0.34)	(0.14)	(0.07)	(0.06)	(0.07)
Other income	1.19	0.95	1.34	1.37	1.46
Net interest and other income	2.53	2.56	3.16	3.26	3.39
Non-interest expenses	(1.54)	(1.60)	(1.73)	(1.84)	(1.95)
Net income before the undernoted:	0.99	0.96	1.43	1.42	1.44
Provision for income taxes and non-controlling interest	(0.30)	(0.27)	(0.43)	(0.40)	(0.40)
Net income	0.69%	0.69%	1.00%	1.02%	1.04%
Average total assets (\$ billions)	\$ 513.1	\$ 455.5	\$ 403.5	\$ 350.7	\$ 309.4

(1) Income from tax-exempt securities has been expressed on an equivalent before-tax basis. The provision for income taxes has been adjusted by a corresponding amount: 2009 – \$288 million; 2008 – \$416 million; 2007 – \$531 million; 2006 – \$440 million; 2005 – \$326 million.

■ T56 Assets under administration and management⁽¹⁾

(\$ billions)	2009	2008	2007	2006	2005
Assets under administration					
Personal					
Retail brokerage	\$ 76.4	\$ 74.3	\$ 77.4	\$ 69.7	\$ 64.2
Investment management and trust	60.1	55.8	53.1	59.5	57.0
	136.5	130.1	130.5	129.2	121.2
Mutual funds	31.6	27.9	24.8	19.8	18.4
Institutional	47.0	45.1	39.8	42.9	31.8
Total	\$ 215.1	\$ 203.1	\$ 195.1	\$ 191.9	\$ 171.4
Assets under management					
Personal	\$ 13.6	\$ 12.5	\$ 11.2	\$ 10.0	\$ 9.4
Mutual funds	22.8	19.6	15.9	13.2	13.4
Institutional	5.2	4.6	4.3	4.6	3.8
Total	\$ 41.6	\$ 36.7	\$ 31.4	\$ 27.8	\$ 26.6

(1) 2009 data as at October 31; 2005 to 2008 data as at September 30.

■ T57 Fees paid to the shareholders' auditors

For the fiscal years (\$ millions)	2009	2008
Audit services	\$ 16.6	\$ 13.9
Audit-related services	0.6	0.8
Tax services outside of the audit scope	0.1	0.1
Other non-audit services	0.7	0.4
	\$ 18.0	\$ 15.2

T58 Selected quarterly information

As at and for the quarter ended	2009				2008			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Operating results (\$ millions)								
Net interest income	2,099	2,176	2,087	1,966	1,941	1,946	1,873	1,814
Net interest income (TEB ⁽¹⁾)	2,172	2,244	2,164	2,036	2,036	2,049	1,973	1,932
Total revenue	3,735	3,775	3,596	3,351	2,491	3,374	3,172	2,839
Total revenue (TEB ⁽¹⁾)	3,808	3,843	3,673	3,421	2,586	3,477	3,272	2,957
Provision for credit losses	420	554	489	281	207	159	153	111
Non-interest expenses	2,064	1,959	1,886	2,010	1,944	1,889	1,794	1,669
Provision for income taxes	321	303	319	190	2	287	209	193
Provision for income taxes (TEB ⁽¹⁾)	394	371	396	260	97	390	309	311
Net income	902	931	872	842	315	1,010	980	835
Net income available to common shareholders	853	882	821	805	283	978	958	814
Operating performance								
Basic earnings per share (\$)	0.84	0.87	0.81	0.80	0.28	0.99	0.97	0.83
Diluted earnings per share (\$)	0.83	0.87	0.81	0.80	0.28	0.98	0.97	0.82
Return on equity (%) ⁽¹⁾⁽²⁾	16.4	17.3	16.8	16.2	6.0	21.0	21.4	18.3
Productivity ratio (%) (TEB ⁽¹⁾) ⁽²⁾	54.2	51.0	51.4	58.7	75.2	54.3	54.8	56.5
Net interest margin on total average assets (%) (TEB ⁽¹⁾) ⁽²⁾	1.74	1.76	1.71	1.52	1.68	1.79	1.76	1.79
Balance sheet information (\$ billions)								
Cash resources and securities ⁽²⁾	160.6	148.3	137.5	123.7	125.4	124.1	129.7	130.9
Loans and acceptances ⁽²⁾	275.9	276.8	306.6	313.2	300.6	283.7	267.9	260.5
Total assets ⁽²⁾	496.5	486.5	514.5	510.6	507.6	462.4	452.6	449.4
Deposits	350.4	333.7	346.9	346.6	346.6	332.5	322.4	316.8
Preferred shares	3.7	3.7	3.7	3.7	2.9	2.6	2.2	1.9
Common shareholders' equity ⁽²⁾	21.1	20.3	20.1	19.9	18.8	18.8	18.2	18.1
Assets under administration	215.1	207.9	196.8	191.8	203.1	207.4	202.3	195.2
Assets under management	41.6	39.8	35.4	34.3	36.7	37.8	32.9	31.7
Capital measures (%)								
Tier 1 capital ratio	10.7	10.4	9.6	9.5	9.3	9.8	9.6	9.0
Total capital ratio	12.9	12.7	11.8	11.4	11.1	11.5	11.7	10.2
Common equity to risk-weighted assets	9.7	9.4	9.0	9.0	8.3	8.6	8.6	7.8
Tangible common equity to risk-weighted assets ⁽¹⁾⁽³⁾	8.2	7.9	7.2	7.2	6.6	7.4	7.4	7.2
Risk-weighted assets (\$ billions)	221.6	221.5	241.8	239.7	250.6	225.8	218.9	234.9
Credit quality								
Net impaired loans ⁽⁴⁾ (\$ millions)	2,563	2,509	2,179	1,602	1,191	1,009	845	689
General allowance for credit losses (\$ millions)	1,450	1,450	1,350	1,323	1,323	1,323	1,323	1,298
Sectoral allowance (\$ millions)	44	48	60	-	-	-	-	-
Net impaired loans as a % of loans and acceptances ⁽²⁾⁽⁴⁾	0.93	0.91	0.71	0.51	0.40	0.36	0.32	0.26
Specific provision for credit losses as a % of average loans and acceptances (annualized) ⁽²⁾	0.63	0.64	0.54	0.36	0.29	0.23	0.24	0.18
Common share information								
Share price (\$)								
High	49.19	46.51	35.85	40.68	51.55	52.51	50.00	54.00
Low	42.95	33.75	23.99	27.35	35.25	41.95	42.00	43.10
Close	45.25	45.92	33.94	29.67	40.19	49.98	47.82	48.19
Shares outstanding (millions)								
Average - Basic	1,021	1,017	1,014	1,001	990	989	986	985
Average - Diluted	1,024	1,020	1,016	1,003	994	994	992	992
End of period	1,025	1,020	1,017	1,012	992	990	987	985
Dividends per share (\$)	0.49	0.49	0.49	0.49	0.49	0.49	0.47	0.47
Dividend yield (%) ⁽⁵⁾	4.3	4.9	6.6	5.8	4.5	4.1	4.1	3.9
Market capitalization (\$ billions)	46.4	46.9	34.5	30.0	39.9	49.5	47.2	47.5
Book value per common share (\$) ⁽²⁾	20.55	19.89	19.80	19.67	18.94	18.99	18.45	18.40
Market value to book value multiple ⁽²⁾	2.2	2.3	1.7	1.5	2.1	2.6	2.6	2.6
Price to earnings multiple (trailing 4 quarters)	13.6	16.6	11.8	9.8	13.1	13.4	12.7	12.5

(1) Non-GAAP measure. Refer to the non-GAAP measures on page 27.

(2) Amounts for 2009 have been adjusted to reflect the impact of the new accounting policy related to the classification and impairment of financial assets. Refer to Note 1 of the Consolidated Financial Statements for further details.

(3) Comparative amounts have been restated to reflect a new definition of tangible common equity. Refer to non-GAAP measures on page 27.

(4) Net impaired loans are impaired loans less the specific allowance for credit losses.

(5) Based on the average of the high and low common share price for the year.

ELEVEN-YEAR STATISTICAL REVIEW

■ T59 Consolidated Balance Sheet

As at October 31 (\$ millions)

	2009	2008	2007	2006
Assets				
Cash resources	\$ 43,278	\$ 37,318	\$ 29,195	\$ 23,376
Securities				
Trading	58,067	48,292	59,685	62,490
Available-for-sale	55,699	38,823	28,426	—
Investment	—	—	—	32,870
Equity accounted investments	3,528	920	724	142
	117,294	88,035	88,835	95,502
Securities purchased under resale agreements	17,773	19,451	22,542	25,705
Loans				
Residential mortgages	101,604	115,084	102,154	89,590
Personal and credit cards	61,048	50,719	41,734	39,058
Business and government	106,520	125,503	85,500	76,733
	269,172	291,306	229,388	205,381
Allowance for credit losses	2,870	2,626	2,241	2,607
	266,302	288,680	227,147	202,774
Other				
Customers' liability under acceptances	9,583	11,969	11,538	9,555
Derivative instruments ⁽¹⁾	25,992	44,810	21,960	12,098
Land, buildings and equipment ⁽²⁾	2,372	2,449	2,061	2,103
Other assets ⁽¹⁾⁽²⁾	13,922	14,913	8,232	7,893
	51,869	74,141	43,791	31,649
	\$ 496,516	\$ 507,625	\$ 411,510	\$ 379,006
Liabilities and shareholders' equity				
Deposits				
Personal	\$ 123,762	\$ 118,919	\$ 100,823	\$ 93,450
Business and government	203,594	200,566	161,229	141,072
Banks	23,063	27,095	26,406	29,392
	350,419	346,580	288,458	263,914
Other				
Acceptances	9,583	11,969	11,538	9,555
Obligations related to securities sold under repurchase agreements	36,568	36,506	28,137	33,470
Obligations related to securities sold short	14,688	11,700	16,039	13,396
Derivative instruments ⁽¹⁾	28,806	42,811	24,689	12,869
Other liabilities ⁽¹⁾	24,682	31,063	21,138	24,799
Non-controlling interest in subsidiaries	554	502	497	435
	114,881	134,551	102,038	94,524
Subordinated debentures	5,944	4,352	1,710	2,271
Capital instrument liabilities	500	500	500	750
Shareholders' equity				
Capital stock				
Preferred shares	3,710	2,860	1,635	600
Common shares and contributed surplus	4,946	3,829	3,566	3,425
Retained earnings	19,916	18,549	17,460	15,843
Accumulated other comprehensive income (loss)	(3,800)	(3,596)	(3,857)	(2,321)
	24,772	21,642	18,804	17,547
	\$ 496,516	\$ 507,625	\$ 411,510	\$ 379,006

(1) Amounts for years prior to 2004 have not been reclassified to conform with current period presentation for derivative accounting as the information is not readily available.

(2) Comparative amounts have been reclassified to conform with the new accounting standard for goodwill and intangible assets. Refer to Note 1 of the Consolidated Financial Statements for details.

	2005	2004	2003	2002	2001	2000	1999
\$	20,505	\$ 17,155	\$ 20,581	\$ 20,273	\$ 20,160	\$ 18,744	\$ 17,115
50,007		43,056	42,899	34,592	27,834	21,821	13,939
-		-	-	-	-	-	-
23,285		15,576	20,141	21,439	25,256	19,162	19,480
167		141	152	163	194	403	550
73,459		58,773	63,192	56,194	53,284	41,386	33,969
20,578		17,880	22,648	32,262	27,500	23,559	13,921
75,520		69,018	61,646	56,295	52,592	50,037	47,916
34,695		30,182	26,277	23,363	20,116	17,988	16,748
62,681		57,384	64,313	77,181	79,460	78,172	69,873
172,896		156,584	152,236	156,839	152,168	146,197	134,537
2,469		2,696	3,217	3,430	4,236	2,853	2,599
170,427		153,888	149,019	153,409	147,932	143,344	131,938
7,576		7,086	6,811	8,399	9,301	8,807	9,163
12,867		15,488	15,308	15,821	15,886	8,244	8,039
1,836		1,823	1,944	2,101	2,325	1,631	1,681
6,777		7,119	6,389	7,921	8,037	7,456	6,865
29,056		31,516	30,452	34,242	35,549	26,138	25,748
\$ 314,025		\$ 279,212	\$ 285,892	\$ 296,380	\$ 284,425	\$ 253,171	\$ 222,691
\$ 83,953		\$ 79,020	\$ 76,431	\$ 75,558	\$ 75,573	\$ 68,972	\$ 65,715
109,389		94,125	93,541	93,830	80,810	76,980	64,070
24,103		22,051	22,700	26,230	29,812	27,948	26,833
217,445		195,196	192,672	195,618	186,195	173,900	156,618
7,576		7,086	6,811	8,399	9,301	8,807	9,163
26,032		19,428	28,686	31,881	30,627	23,792	16,781
11,250		7,585	9,219	8,737	6,442	4,297	2,833
13,004		16,002	14,758	15,500	15,453	8,715	8,651
18,983		13,785	14,145	15,678	15,369	14,586	11,667
306		280	326	662	586	229	198
77,151		64,166	73,945	80,857	77,778	60,426	49,293
2,597		2,615	2,661	3,878	5,344	5,370	5,374
750		2,250	2,500	2,225	1,975	1,975	1,475
600		300	300	300	300	300	300
3,317		3,229	3,141	3,002	2,920	2,765	2,678
14,126		13,239	11,747	10,398	9,674	8,275	6,956
(1,961)		(1,783)	(1,074)	102	239	160	(3)
16,082		14,985	14,114	13,802	13,133	11,500	9,931
\$ 314,025		\$ 279,212	\$ 285,892	\$ 296,380	\$ 284,425	\$ 253,171	\$ 222,691

T60 Consolidated Statement of Income

For the year ended October 31 (\$ millions)

	2009	2008	2007	2006
Interest income				
Loans	\$ 13,973	\$ 15,832	\$ 13,985	\$ 11,575
Securities	4,090	4,615	4,680	4,124
Securities purchased under resale agreements	390	786	1,258	1,102
Deposits with banks	482	1,083	1,112	881
	18,935	22,316	21,035	17,682
Interest expenses				
Deposits	8,339	12,131	10,850	8,589
Subordinated debentures	285	166	116	130
Capital instrument liabilities	37	37	53	53
Other	1,946	2,408	2,918	2,502
	10,607	14,742	13,937	11,274
Net interest income	8,328	7,574	7,098	6,408
Provision for credit losses	1,744	630	270	216
Net interest income after provision for credit losses	6,584	6,944	6,828	6,192
Other income	6,129	4,302	5,392	4,800
Net interest and other income	12,713	11,246	12,220	10,992
Non-interest expenses				
Salaries and employee benefits	4,344	4,109	3,983	3,768
Other ⁽²⁾	3,575	3,187	3,011	2,675
Restructuring provisions following acquisitions	—	—	—	—
	7,919	7,296	6,994	6,443
Income before the undernoted	4,794	3,950	5,226	4,549
Provision for income taxes	1,133	691	1,063	872
Non-controlling interest in net income of subsidiaries	114	119	118	98
Net income	\$ 3,547	\$ 3,140	\$ 4,045	\$ 3,579
Preferred dividends paid and other	186	107	51	30
Net income available to common shareholders	\$ 3,361	\$ 3,033	\$ 3,994	\$ 3,549
Average number of common shares outstanding (millions):				
Basic	1,013	987	989	988
Diluted	1,016	993	997	1,001
Earnings per common share (in dollars):				
Basic	\$ 3.32	\$ 3.07	\$ 4.04	\$ 3.59
Diluted	\$ 3.31	\$ 3.05	\$ 4.01	\$ 3.55
Dividends per common share (in dollars)	\$ 1.96	\$ 1.92	\$ 1.74	\$ 1.50

(1) These financial results were prepared in accordance with Canadian GAAP, including the accounting requirements of the Superintendent of Financial Institutions, other than recording the increase in the general provision for credit losses as a direct charge to retained earnings in the fourth quarter of 1999, which was in accordance with the accounting requirements specified by the Superintendent under the Bank Act. Had the one-time increase in the general provision of \$550 before tax (\$314 after-tax) been recorded as a charge to the Consolidated Statement of Income, these financial results would have been as follows: provision for credit losses \$1,185, net income \$1,145, basic earnings per share \$1.14 and diluted earnings per share \$1.13.

(2) Other non-interest expenses include a loss on disposal of subsidiary operations in 2003 and 2002 of \$31 and \$237, respectively.

	2005		2004		2003		2002		2001		2000		1999 ⁽¹⁾
\$	9,236	\$	8,480	\$	9,073	\$	9,635	\$	11,530	\$	11,044	\$	9,972
	3,104		2,662		2,859		3,087		3,062		2,286		1,874
	817		594		872		1,073		1,519		1,085		682
	646		441		442		573		872		916		943
	13,803		12,177		13,246		14,368		16,983		15,331		13,471
	5,755		4,790		5,222		5,519		8,233		8,192		7,284
	134		112		139		203		303		324		314
	53		164		182		158		136		120		99
	1,990		1,410		1,735		1,971		2,247		1,616		1,201
	7,932		6,476		7,278		7,851		10,919		10,252		8,898
	5,871		5,701		5,968		6,517		6,064		5,079		4,573
	230		390		893		2,029		1,425		765		635
	5,641		5,311		5,075		4,488		4,639		4,314		3,938
	4,529		4,320		4,015		3,942		4,071		3,665		3,183
	10,170		9,631		9,090		8,430		8,710		7,979		7,121
	3,488		3,452		3,361		3,344		3,220		2,944		2,627
	2,555		2,410		2,370		2,630		2,442		2,209		2,149
	—		—		—		—		—		(34)		(20)
	6,043		5,862		5,731		5,974		5,662		5,119		4,756
	4,127		3,769		3,359		2,456		3,048		2,860		2,365
	847		786		777		594		869		983		860
	71		75		160		154		102		43		46
\$	3,209	\$	2,908	\$	2,422	\$	1,708	\$	2,077	\$	1,834	\$	1,459
	25		16		16		16		16		16		16
\$	3,184	\$	2,892	\$	2,406	\$	1,692	\$	2,061	\$	1,818	\$	1,443
	998		1,010		1,010		1,009		1,001		991		986
	1,012		1,026		1,026		1,026		1,018		1,003		996
\$	3.19	\$	2.87	\$	2.38	\$	1.68	\$	2.06	\$	1.83	\$	1.46
\$	3.15	\$	2.82	\$	2.34	\$	1.65	\$	2.02	\$	1.81	\$	1.45
\$	1.32	\$	1.10	\$	0.84	\$	0.73	\$	0.62	\$	0.50	\$	0.44

T61 Consolidated Statement of Changes in Shareholders' Equity

For the year ended October 31 (\$ millions)	2009	2008	2007	2006
Preferred shares				
Balance at beginning of year	\$ 2,860	\$ 1,635	\$ 600	\$ 600
Issued	850	1,225	1,035	—
Balance at end of year	3,710	2,860	1,635	600
Common shares and contributed surplus				
Balance of common shares at beginning of year	3,829	3,566	3,425	3,316
Issued	1,117	266	184	135
Purchased for cancellation	—	(3)	(43)	(26)
Balance of common shares at end of year	4,946	3,829	3,566	3,425
Contributed surplus: Fair value of stock options	—	—	—	—
Total	4,946	3,829	3,566	3,425
Retained earnings				
Balance at beginning of year	18,549	17,460	15,843	14,126
Adjustments	—	—	(61) ⁽¹⁾	(25) ⁽²⁾
Net income	3,547	3,140	4,045	3,579
Dividends: Preferred	(186)	(107)	(51)	(30)
Common	(1,990)	(1,896)	(1,720)	(1,483)
Purchase of shares and premium on redemption	—	(37)	(586)	(324)
Other	(4)	(11)	(10)	—
Balance at end of year	19,916	18,549	17,460	15,843
Accumulated other comprehensive income (loss)⁽⁵⁾				
Balance at beginning of year	(3,596)	(3,857)	(2,321)	(1,961)
Cumulative effect of adopting new accounting policies	595 ⁽⁶⁾	—	683	—
Other comprehensive income (loss)	(799)	261	(2,219)	(360)
Balance at end of year	(3,800)	(3,596)	(3,857)	(2,321)
Total shareholders' equity at end of year	\$ 24,772	\$ 21,642	\$ 18,804	\$ 17,547

Consolidated Statement of Comprehensive income

For the year ended October 31 (\$ millions)	2009	2008	2007	2006
Comprehensive Income				
Net income	\$ 3,547	\$ 3,140	\$ 4,045	\$ 3,579
Other comprehensive income (loss), net of income taxes:				
Net change in unrealized foreign currency translation losses	(1,736)	2,368	(2,228)	(360)
Net change in unrealized gains (losses) on available-for-sale securities	894	(1,588)	(67)	—
Net change in gains (losses) on derivative instruments designated as cash flow hedges	43	(519)	76	—
Other comprehensive income (loss)	(799)	261	(2,219)	(360)
Comprehensive income	\$ 2,748	\$ 3,401	\$ 1,826	\$ 3,219

(1) Results from the adoption of new financial instruments accounting standards.

(2) Cumulative effect of adoption of new stock-based compensation accounting standard.

(3) Cumulative effect of adoption of new goodwill accounting standard.

(4) Cumulative effect of adoption of new corporate income taxes accounting standard.

(5) Relates to the increase in the general allowance for credit losses as a direct change to retained earnings in the fourth quarter of 1999 (refer to footnote 1 on page 96).

(6) Relates to the adoption of the new accounting standard for impairment and classification of financial instruments. Refer to Note 1 of the Consolidated Financial Statements for details.

2005	2004	2003	2002	2001	2000	1999
\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300
300	—	—	—	—	—	—
600	300	300	300	300	300	300
3,228	3,140	3,002	2,920	2,765	2,678	2,625
172	117	163	101	155	87	53
(84)	(29)	(25)	(19)	—	—	—
3,316	3,228	3,140	3,002	2,920	2,765	2,678
1	1	1	—	—	—	—
3,317	3,229	3,141	3,002	2,920	2,765	2,678
13,239	11,747	10,398	9,674	8,275	6,956	6,257
—	—	—	(76) ⁽³⁾	(39) ⁽⁴⁾	—	(314) ⁽⁵⁾
3,209	2,908	2,422	1,708	2,077	1,834	1,459
(25)	(16)	(16)	(16)	(16)	(16)	(16)
(1,317)	(1,110)	(849)	(732)	(621)	(496)	(429)
(973)	(290)	(201)	(154)	—	—	—
(7)	—	(7)	(6)	(2)	(3)	(1)
14,126	13,239	11,747	10,398	9,674	8,275	6,956
(1,783)	(1,074)	102	239	160	(3)	157
—	—	—	—	—	—	—
(178)	(709)	(1,176)	(137)	79	163	(160)
(1,961)	(1,783)	(1,074)	102	239	160	(3)
\$ 16,082	\$ 14,985	\$ 14,114	\$ 13,802	\$ 13,133	\$ 11,500	\$ 9,931

2005	2004	2003	2002	2001	2000	1999
\$ 3,209	\$ 2,908	\$ 2,422	\$ 1,708	\$ 2,077	\$ 1,834	\$ 1,459
(178)	(709)	(1,176)	(137)	79	163	(160)
—	—	—	—	—	—	—
—	—	—	—	—	—	—
(178)	(709)	(1,176)	(137)	79	163	(160)
\$ 3,031	\$ 2,199	\$ 1,246	\$ 1,571	\$ 2,156	\$ 1,997	\$ 1,299

T62 Other statistics

For the year ended October 31

	2009	2008	2007	2006
Operating performance				
Basic earnings per share (\$)	3.32	3.07	4.04	3.59
Diluted earnings per share (\$)	3.31	3.05	4.01	3.55
Return on equity (%) ⁽²⁾	16.7	16.7	22.0	22.1
Productivity ratio (%) ^(TEB⁽²⁾)	53.7	59.4	53.7	55.3
Return on assets (%)	0.69	0.69	1.00	1.02
Net interest margin on total average assets (%) ^(TEB⁽²⁾)	1.68	1.75	1.89	1.95
Capital measures⁽³⁾				
Tier 1 capital ratio (%)	10.7	9.3	9.3	10.2
Total capital ratio (%)	12.9	11.1	10.5	11.7
Assets to capital multiple ⁽⁴⁾	16.6	18.0	18.2	17.1
Common equity to risk-weighted assets (%)	9.7	8.3	7.8	8.8
Tangible common equity to risk-weighted assets ⁽²⁾⁽⁵⁾ (%)	8.2	6.6	7.4	8.3
Common share information				
Share price (\$):				
High	49.19	54.00	54.73	49.80
Low	23.99	35.25	46.70	41.55
Close	45.25	40.19	53.48	49.30
Number of shares outstanding (millions)	1,025	992	984	990
Dividends per share (\$)	1.96	1.92	1.74	1.50
Dividend yield (%) ⁽⁶⁾	5.4	4.3	3.4	3.3
Price to earnings multiple ⁽⁷⁾	13.6	13.1	13.2	13.7
Book value per common share (\$)	20.55	18.94	17.45	17.13
Other information				
Average total assets (\$ millions)	513,149	455,539	403,475	350,709
Number of branches and offices	2,686	2,672	2,331	2,191
Number of employees ⁽⁸⁾	67,802	69,049	58,113	54,199
Number of automated banking machines	5,778	5,609	5,283	4,937

(1) If the increase in the general provision had been charged to income (refer to footnote 1 on page 96), these 1999 financial ratios would have been: return on equity 12.0%, return on assets 0.50%, basic earnings per share \$1.14, diluted earnings per share \$1.13, dividend payout 38.0% and price-to-earnings multiple 14.3.

(2) Non-GAAP measure. Refer to non-GAAP measures on page 27.

(3) Effective November 1, 2007, regulatory capital ratios are determined in accordance with Basel II rules. Comparative amounts for prior periods are determined in accordance with Basel I rules.

(4) Based on guidelines issued by the Superintendent, the Bank's assets to capital multiple is calculated by dividing adjusted total assets by adjusted total regulatory capital.

(5) Comparative amounts have been restated to reflect a new definition of tangible common equity. Refer to non-GAAP measures on page 27.

(6) Based on the average of the high and low common share price for the year.

(7) Based on the closing common share price.

(8) Includes all personnel (part-time stated on a full-time equivalent basis) of the Bank and all of its subsidiaries.

2005	2004	2003	2002	2001	2000	1999
3.19	2.87	2.38	1.68	2.06	1.83	1.46 ⁽¹⁾
3.15	2.82	2.34	1.65	2.02	1.81	1.45 ⁽¹⁾
20.9	19.9	17.6	13.0	17.3	17.6	15.3 ⁽¹⁾
56.3	56.9	55.9	55.7	54.6	57.3	60.1
1.04	1.02	0.84	0.58	0.76	0.77	0.64 ⁽¹⁾
2.00	2.10	2.16	2.29	2.32	2.21	2.07
11.1	11.5	10.8	9.9	9.3	8.6	8.1
13.2	13.9	13.2	12.7	13.0	12.2	11.9
15.1	13.8	14.4	14.5	13.5	13.7	13.5
9.7	9.9	9.2	8.6	8.1	7.3	6.9
9.3	9.7	8.9	8.3	7.8	7.0	6.7
44.22	40.00	33.70	28.10	25.25	22.83	18.45
36.41	31.08	22.28	21.01	18.65	13.03	14.30
42.99	39.60	32.74	22.94	21.93	21.75	16.80
990	1,009	1,011	1,008	1,008	996	989
1.32	1.10	0.84	0.73	0.62	0.50	0.44
3.3	3.1	3.0	3.0	2.8	2.8	2.7
13.5	13.8	13.8	13.7	10.6	11.9	11.5 ⁽¹⁾
15.64	14.56	13.67	13.39	12.74	11.25	9.74
309,374	283,986	288,513	296,852	271,843	238,664	229,037
1,959	1,871	1,850	1,847	2,005	1,695	1,654
46,631	43,928	43,986	44,633	46,804	40,946	40,894
4,449	4,219	3,918	3,693	3,761	2,669	2,322

Management's Report on Internal Control over Financial Reporting

The management of The Bank of Nova Scotia (the Bank) is responsible for establishing and maintaining adequate internal control over financial reporting, and have designed such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles (GAAP), including a reconciliation to U.S. GAAP.

Management has used the Internal Control – Integrated Framework to evaluate the effectiveness of internal control over financial reporting, which is a recognized and suitable framework developed by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections

of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has evaluated the design and operation of the Bank's internal control over financial reporting as of October 31, 2009, and has concluded that such internal control over financial reporting is effective. There are no material weaknesses that have been identified by management in this regard.

KPMG LLP, the independent auditors appointed by the shareholders of the Bank, who have audited the consolidated financial statements, have also audited internal control over financial reporting and have issued the report below.

Rick Waugh
President and Chief Executive Officer

Toronto, Canada

December 8, 2009

Luc Vanneste
Executive Vice-President and
Chief Financial Officer

Report of Independent Registered Public Accounting Firm

To the Shareholders of The Bank of Nova Scotia

We have audited The Bank of Nova Scotia's (the "Bank's") internal control over financial reporting as of October 31, 2009, based on the criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Bank's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Bank's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting

principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Bank maintained, in all material respects, effective internal control over financial reporting as of October 31, 2009, based on the criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have conducted our audits on the consolidated balance sheets of the Bank as at October 31, 2009 and 2008 and the consolidated statements of income, changes in shareholders' equity, comprehensive income, and cash flows for each of the years in the three-year period ended October 31, 2009 in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States). Our report dated December 8, 2009 expressed an unqualified opinion on those consolidated financial statements.

KPMG LLP
Chartered Accountants, Licensed Public Accountants
Toronto, Canada,

December 8, 2009

Consolidated Financial Statements

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Management's Responsibility for Financial Information

The management of The Bank of Nova Scotia (the Bank) is responsible for the integrity and fair presentation of the financial information contained in this Annual Report. The consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles. The consolidated financial statements also comply with the accounting requirements of the Bank Act.

The consolidated financial statements, where necessary, include amounts which are based on the best estimates and judgement of management. Financial information presented elsewhere in this Annual Report is consistent with that shown in the consolidated financial statements.

Management has always recognized the importance of the Bank maintaining and reinforcing the highest possible standards of conduct in all of its actions, including the preparation and dissemination of statements fairly presenting the financial condition of the Bank. In this regard, management has developed and maintains a system of accounting and reporting which provides for the necessary internal controls to ensure that transactions are properly authorized and recorded, assets are safeguarded against unauthorized use or disposition, and liabilities are recognized. The system is augmented by written policies and procedures, the careful selection and training of qualified staff, the establishment of organizational structures providing an appropriate and well-defined division of responsibilities, and the communication of policies and guidelines of business conduct throughout the Bank.

Management, under the supervision of and the participation of the Chief Executive Officer and the Chief Financial Officer, have a process in place to evaluate disclosure controls and procedures and internal control over financial reporting in line with Canadian and U.S. securities regulations.

The system of internal controls is further supported by a professional staff of internal auditors who conduct periodic audits of all aspects of the Bank's operations. As well, the Bank's Chief Auditor has full and free

access to, and meets periodically with, the Audit and Conduct Review Committee of the Board of Directors. In addition, the Bank's compliance function maintains policies, procedures and programs directed at ensuring compliance with regulatory requirements, including conflict of interest rules.

The Office of the Superintendent of Financial Institutions, Canada, which is mandated to protect the rights and interests of the depositors and creditors of the Bank, examines and enquires into the business and affairs of the Bank, as deemed necessary, to determine whether the provisions of the Bank Act are being complied with, and that the Bank is in a sound financial condition.

The Audit and Conduct Review Committee, composed entirely of outside directors, reviews the consolidated financial statements with both management and the independent auditors before such statements are approved by the Board of Directors and submitted to the shareholders of the Bank.

The Audit and Conduct Review Committee reviews and reports their findings to the Board of Directors on all related party transactions that may have a material impact on the Bank.

KPMG LLP, the independent auditors appointed by the shareholders of the Bank, have audited the consolidated financial statements of the Bank for each of the years in the three-year period ended October 31, 2009 in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States) and have expressed their opinions upon completion of such audits in the following report to the shareholders. The Shareholders' Auditors have full and free access to, and meet periodically with, the Audit and Conduct Review Committee to discuss their audit, including any findings as to the integrity of the Bank's accounting, financial reporting and related matters.

Rick Waugh
President and Chief Executive Officer

Toronto, Canada
December 8, 2009

Luc Vanneste
Executive Vice-President
and Chief Financial Officer

Shareholders' Auditors' Report

To the Shareholders of The Bank of Nova Scotia

We have audited the Consolidated Balance Sheets of The Bank of Nova Scotia (the Bank) as at October 31, 2009 and 2008 and the Consolidated Statements of Income, Changes in Shareholders' Equity, Comprehensive Income, and Cash Flows for each of the years in the three-year period ended October 31, 2009. These financial statements are the responsibility of the Bank's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance

whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Bank as at October 31, 2009 and 2008 and the results of its operations and its cash flows for each of the years in the three-year period ended October 31, 2009 in accordance with Canadian generally accepted accounting principles.

KPMG LLP

Chartered Accountants, Licensed Public Accountants
Toronto, Canada

December 8, 2009

Consolidated Financial Statements

Consolidated Balance Sheet

As at October 31 (\$ millions)

	2009	2008
Assets		
Cash resources		
Cash and non-interest-bearing deposits with banks	\$ 3,355	\$ 2,574
Interest-bearing deposits with banks	34,343	32,318
Precious metals	5,580	2,426
	43,278	37,318
Securities (Note 3)		
Trading	58,067	48,292
Available-for-sale	55,699	38,823
Equity accounted investments	3,528	920
	117,294	88,035
Securities purchased under resale agreements	17,773	19,451
Loans (Note 4)		
Residential mortgages	101,604	115,084
Personal and credit cards	61,048	50,719
Business and government	106,520	125,503
	269,172	291,306
Allowance for credit losses (Note 5 (b))	2,870	2,626
	266,302	288,680
Other		
Customers' liability under acceptances	9,583	11,969
Derivative instruments (Note 27 (d))	25,992	44,810
Land, buildings and equipment (Note 7)	2,372	2,449
Goodwill (Note 8)	2,908	2,273
Other intangible assets (Note 8)	561	521
Other assets (Note 9)	10,453	12,119
	51,869	74,141
	\$ 496,516	\$ 507,625
Liabilities and shareholders' equity		
Deposits (Note 10)		
Personal	\$ 123,762	\$ 118,919
Business and government	203,594	200,566
Banks	23,063	27,095
	350,419	346,580
Other		
Acceptances	9,583	11,969
Obligations related to securities sold under repurchase agreements	36,568	36,506
Obligations related to securities sold short	14,688	11,700
Derivative instruments (Note 27 (d))	28,806	42,811
Other liabilities (Note 11)	24,682	31,063
Non-controlling interest in subsidiaries	554	502
	114,881	134,551
Subordinated debentures (Note 12)	5,944	4,352
Capital instrument liabilities (Note 13)	500	500
Shareholders' equity		
Capital stock (Note 14)		
Preferred shares	3,710	2,860
Common shares	4,946	3,829
Retained earnings	19,916	18,549
Accumulated other comprehensive income (loss) (Note 16)	(3,800)	(3,596)
	24,772	21,642
	\$ 496,516	\$ 507,625

John T. Mayberry

Chairman of the Board

Rick Waugh

President and Chief Executive Officer

Refer to Note 1 for the impact of adopting new accounting standards.

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statement of Income

For the year ended October 31 (\$ millions)

	2009	2008	2007
Interest income			
Loans	\$ 13,973	\$ 15,832	\$ 13,985
Securities	4,090	4,615	4,680
Securities purchased under resale agreements	390	786	1,258
Deposits with banks	482	1,083	1,112
	18,935	22,316	21,035
Interest expenses			
Deposits	8,339	12,131	10,850
Subordinated debentures	285	166	116
Capital instrument liabilities	37	37	53
Other	1,946	2,408	2,918
	10,607	14,742	13,937
Net interest income	8,328	7,574	7,098
Provision for credit losses (Note 5 (b))	1,744	630	270
Net interest income after provision for credit losses	6,584	6,944	6,828
Other income			
Card revenues	424	397	366
Deposit and payment services	905	862	817
Mutual funds	371	317	296
Investment management, brokerage and trust services	728	760	760
Credit fees	866	579	530
Trading revenues	1,057	188	450
Underwriting fees and other commissions	620	402	498
Foreign exchange other than trading	373	314	239
Net gain (loss) on securities, other than trading (Note 3 (d))	(412)	(374)	488
Securitization revenues	409	130	34
Other	788	727	914
	6,129	4,302	5,392
Net interest and other income	12,713	11,246	12,220
Non-interest expenses			
Salaries and employee benefits	4,344	4,109	3,983
Premises and technology ⁽¹⁾	1,543	1,417	1,335
Communications	346	326	300
Advertising and business development	307	320	311
Professional	216	227	227
Business and capital taxes	177	116	143
Other ⁽¹⁾	986	781	695
	7,919	7,296	6,994
Income before the undernoted	4,794	3,950	5,226
Provision for income taxes (Note 18)	1,133	691	1,063
Non-controlling interest in net income of subsidiaries	114	119	118
Net income	\$ 3,547	\$ 3,140	\$ 4,045
Preferred dividends paid	186	107	51
Net income available to common shareholders	\$ 3,361	\$ 3,033	\$ 3,994
Average number of common shares outstanding (millions) (Note 20):			
Basic	1,013	987	989
Diluted	1,016	993	997
Earnings per common share (in dollars)⁽²⁾ (Note 20):			
Basic	\$ 3.32	\$ 3.07	\$ 4.04
Diluted	\$ 3.31	\$ 3.05	\$ 4.01
Dividends per common share (in dollars)	\$ 1.96	\$ 1.92	\$ 1.74

Certain comparative amounts have been reclassified to conform with current period presentation.

(1) Refer to Note 1 for the impact of adopting the new accounting standard for goodwill and intangible assets.

(2) The calculation of earnings per share is based on full dollar and share amounts.

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Shareholders' Equity

For the year ended October 31 (\$ millions)

	2009	2008	2007
Preferred shares (Note 14)			
Balance at beginning of year	\$ 2,860	\$ 1,635	\$ 600
Issued	850	1,225	1,035
Balance at end of year	3,710	2,860	1,635
Common shares (Note 14)			
Balance at beginning of year	3,829	3,566	3,425
Issued	1,117	266	184
Purchased for cancellation	—	(3)	(43)
Balance at end of year	4,946	3,829	3,566
Retained earnings			
Balance at beginning of year as previously reported	18,549	17,460	15,843
Cumulative effect of adopting new accounting policies	—	—	(61) ⁽¹⁾
Balance at beginning of year as restated	18,549	17,460	15,782
Net income	3,547	3,140	4,045
Dividends: Preferred	(186)	(107)	(51)
Common	(1,990)	(1,896)	(1,720)
Purchase of shares	—	(37)	(586)
Other	(4)	(11)	(10)
Balance at end of year	19,916	18,549	17,460
Accumulated other comprehensive income (loss)			
Balance at beginning of year as previously reported	(3,596)	(3,857)	(2,321)
Cumulative effect of adopting new accounting policies	595 ⁽²⁾	—	683 ⁽¹⁾
Balance at beginning of year as restated	(3,001)	(3,857)	(1,638)
Other comprehensive income (loss) (Note 16)	(799)	261	(2,219)
Balance at end of year	(3,800)	(3,596)	(3,857)
Total shareholders' equity at end of year	\$ 24,772	\$ 21,642	\$ 18,804

Consolidated Statement of Comprehensive Income

For the year ended October 31 (\$ millions)

	2009	2008	2007
Comprehensive income			
Net income	\$ 3,547	\$ 3,140	\$ 4,045
Other comprehensive income (loss), net of income taxes (Note 16):			
Net change in unrealized foreign currency translation losses	(1,736)	2,368	(2,228)
Net change in unrealized gains (losses) on available-for-sale securities	894	(1,588)	(67)
Net change in gains (losses) on derivative instruments designated as cash flow hedges	43	(519)	76
Other comprehensive income (loss)	(799)	261	(2,219)
Comprehensive income	\$ 2,748	\$ 3,401	\$ 1,826

(1) Refer to Note 1 for impact of adopting new accounting policies in 2007 as a result of new accounting standards related to financial instruments.

(2) Refer to Note 1 for impact of adopting new accounting policies in 2009 as a result of the amendment of the accounting standard related to classification and impairment of financial instruments.

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

Sources (uses) of cash flows
For the year ended October 31 (\$ millions)

	2009	2008	2007
Cash flows from operating activities			
Net income	\$ 3,547	\$ 3,140	\$ 4,045
Adjustments to determine net cash flows from (used in) operating activities:			
Depreciation and amortization	330	291	267
Provision for credit losses	1,744	630	270
Future income taxes	162	(367)	(106)
Net gain (loss) on securities, other than trading	412	374	(488)
Changes in operating assets and liabilities:			
Net accrued interest receivable and payable	(229)	60	18
Trading securities	(10,898)	13,721	334
Derivative assets	17,320	(15,292)	(13,616)
Derivative liabilities	(12,009)	11,202	14,548
Other, net	(11,426)	6,290	(3,336)
	(11,047)	20,049	1,936
Cash flows from financing activities			
Deposits	17,031	28,106	41,746
Obligations related to securities sold under repurchase agreements	1,109	6,913	(3,858)
Obligations related to securities sold short	3,165	(5,020)	3,848
Subordinated debentures issued	2,000	3,144	—
Subordinated debentures redemptions/repayments	(359)	(691)	(500)
Capital instrument liabilities redemptions/repayments	—	—	(250)
Preferred shares issued	600	1,225	1,035
Common shares issued	585	234	112
Common shares redeemed/purchased for cancellation	—	(40)	(629)
Cash dividends paid	(2,176)	(2,003)	(1,771)
Other, net	(1,789)	(101)	3,391
	20,166	31,767	43,124
Cash flows from investing activities			
Interest-bearing deposits with banks	(5,781)	(5,052)	(7,087)
Securities purchased under resale agreements	980	3,793	1,897
Loans, excluding securitizations	(12,583)	(47,483)	(42,028)
Loan securitizations	11,879	5,121	3,756
Securities, other than trading			
Purchases	(40,197)	(41,444)	(32,133)
Maturities	7,422	16,842	14,015
Sales	31,985	19,346	17,267
Land, buildings and equipment, net of disposals	(199)	(401)	(242)
Other, net ⁽¹⁾	(1,635)	(2,399)	(390)
	(8,129)	(51,677)	(44,945)
Effect of exchange rate changes on cash and cash equivalents	(209)	297	(257)
Net change in cash and cash equivalents	781	436	(142)
Cash and cash equivalents at beginning of year	2,574	2,138	2,280
Cash and cash equivalents at end of year⁽²⁾	\$ 3,355	\$ 2,574	\$ 2,138
Cash disbursements made for:			
Interest	\$ 11,138	\$ 14,544	\$ 13,625
Income taxes	\$ 1,234	\$ 1,212	\$ 905

- (1) Comprises investments in subsidiaries, associated corporations and business units, and the purchase of assets related to these investments, which are net of non-cash consideration consisting of common shares issued from treasury of \$523 (2008 – nil; 2007 – \$36), net of cash and cash equivalents at the date of acquisition of \$4 (2008 – \$37; 2007 – \$6), and net of non-cumulative preferred shares issued of \$250 (2008 – nil; 2007 – nil).
- (2) Represents cash and non-interest-bearing deposits with banks.

Certain comparative amounts have been reclassified to conform with current period presentation.

The accompanying notes are an integral part of these consolidated financial statements.

Notes to the 2009 Consolidated Financial Statements

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1 Significant accounting policies

The consolidated financial statements of The Bank of Nova Scotia (the Bank) have been prepared in accordance with Section 308 of the Bank Act which states that, except as otherwise specified by the Superintendent of Financial Institutions Canada (the Superintendent), the financial statements are to be prepared in accordance with Canadian generally accepted accounting principles (GAAP). The significant accounting policies used in the preparation of these consolidated financial statements, including the accounting requirements of the Superintendent, are summarized on the following pages. These accounting policies conform, in all material respects, to Canadian GAAP. In addition, Note 29 describes and reconciles the significant measurement differences between Canadian and U.S. GAAP affecting the accompanying consolidated financial statements.

Changes in accounting standards and policies

Classification and impairment of financial assets

In August 2009, the Canadian Institute of Chartered Accountants (CICA) amended Section 3855, Financial Instruments – Recognition and Measurement, to achieve substantial consistency with International Financial Reporting Standards (IFRS). The amendments were effective for the Bank commencing November 1, 2008 and adopt the definition of loans and receivables from IFRS. The new definition of loans and receivables allows debt securities not quoted in an active market to be classified as loans and carried at amortized cost, or permits the Bank to designate these instruments as available-for-sale, measured at fair value with unrealized gains and losses recorded through other comprehensive income. The amendments also require that credit related impairment charges be recognized in the consolidated statement of income for

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements, and income and expenses during the reporting period. Key areas where management has made difficult, complex or subjective judgements, often as a result of matters that are inherently uncertain, include those relating to the allowance for credit losses, the fair value of financial instruments, corporate income taxes, pensions and other employee future benefits, other-than-temporary impairment of available-for-sale securities, determination of the primary beneficiary of a variable interest entity (VIE), goodwill and contingent liabilities. Actual results could differ from these and other estimates.

Certain comparative amounts have been reclassified to conform with current year presentation.

instruments carried at amortized cost as well as the reversal of impairment charges for debt instruments classified as available-for-sale. Impairment charges for debt securities classified as loans are recorded through the provision for credit losses.

The Bank has reclassified certain securities not quoted in an active market and not managed on a fair value basis to loans and receivables measured at amortized cost. Impairment of debt securities classified as loans will be assessed and recorded in accordance with the Bank's accounting policies for Loans and Allowance for Credit Losses.

In accordance with these amendments, changes have been made effective November 1, 2008. Periods prior to November 1, 2008 have not been restated as a result of implementing the new accounting standards.

The following table summarizes the impact of reclassification and impairment of financial assets and related impairment, as applicable, as at November 1, 2008:

\$ millions Balance sheet category	Increase/ (Decrease)	Explanation
Securities	\$(8,529)	Decrease represents fair value of debt securities reclassified to loans
Loans	9,447	Increase represents the aggregate of the fair value of debt securities reclassified to loans and the unrealized losses on such securities
Future income tax assets (Other assets)	(323)	Decrease reflects the change in future income tax assets due to changes in accumulated other comprehensive income
Accumulated other comprehensive income (after-tax)	595	Increase represents the after-tax amount of unrealized losses on debt securities reclassified to loans, previously recorded in accumulated other comprehensive income

Financial instrument disclosures

In June 2009, the CICA issued amendments to its Financial Instruments – Disclosure standard to expand disclosures of financial instruments consistent with new disclosure requirements made under IFRS. These amendments were effective for the Bank commencing November 1, 2008 and introduces a three-level fair value hierarchy that prioritizes the quality and reliability of information used in estimating the fair value of instruments. The fair values for the three levels are based on:

- Level 1 – quoted prices in active markets
- Level 2 – models using observable inputs other than quoted market prices
- Level 3 – models using inputs that are not based on observable market data

Goodwill and intangible assets

In February 2008, the CICA issued a new accounting standard for Goodwill and Intangible Assets, which the Bank adopted effective November 1, 2008. As a result of adopting the new standard, certain software costs previously recorded as Land, buildings and equipment are now

recorded as Other intangible assets in the Consolidated Balance Sheet. Accordingly, as at October 31, 2008, \$239 million was reclassified from Land, building and equipment to Other intangible assets. The related amortization expense that was previously recorded in non-interest expenses – Premises and technology on the Consolidated Statement of Income is now recorded as non-interest expenses – Other. Accordingly, \$34 million for the period ended October 31, 2008 was reclassified from Premises and technology non-interest expenses to Other non-interest expenses.

Prior year changes in accounting standards

Reclassification of financial assets

In October 2008, the CICA issued amendments to the accounting standard on Financial Instruments – Recognition and Measurement. The amendments permit the reclassification of non-derivative financial assets out of the held-for-trading category under rare circumstances. For the period ended October 31, 2008, the Bank was permitted to retrospectively reclassify items from August 1, 2008. Any future reclassifications would need to be applied prospectively. In accordance with these

to measure the estimated realizable amount. The change in the present value attributable to the passage of time on the expected future cash flows is reported as a reduction of the provision for credit losses in the Consolidated Statement of Income. Specific allowances for credit card loans, residential mortgages and most personal loans are calculated using a formula method taking into account recent loss experience. The allowance for credit losses against on-balance sheet items is reflected as a reduction of the related asset category, and allowances relating to off-balance sheet items are included in other liabilities in the Consolidated Balance Sheet.

General allowance

The general allowance is established against the loan portfolio in respect of the Bank's core business lines where prudent assessment by the Bank of past experience and existing economic and portfolio conditions indicate that it is probable that losses have occurred, but where such losses cannot be determined on an item-by-item basis.

The general allowance for business and government loans is underpinned by a risk rating process in which internal risk ratings are assigned at the time of loan origination, monitored on an ongoing basis, and adjusted to reflect changes in underlying credit risk. With the internal risk ratings as the foundation, the allowance is initially calculated through the application of migration and default statistics by risk rating, loss severity in the event of default, and exposure at default patterns within each of the business line portfolios. Based upon recent observable data, senior management forms a judgement whether adjustments are necessary to the initially calculated (quantitative) allowance and the amount of any such adjustments. In making this judgement, management considers observable factors such as economic trends and business conditions, portfolio concentrations, and trends in volumes and severity of delinquencies.

For mortgage portfolios, expected losses are estimated through analysis of historical loss migration and write-off trends.

The level of the general allowance is re-assessed quarterly and may fluctuate as a result of changes in portfolio volumes, concentrations and risk profile; analysis of evolving trends in probability of loss, severity of loss and exposure at default factors; and management's current assessment of factors that may have affected the condition of the portfolio.

While the total general allowance is established through a step-by-step process that considers risk arising from specific segments of the portfolio, the resulting total general allowance is available to absorb all incurred losses in the loan portfolio for which there has been no specific provision.

The general allowance for credit losses is recorded as a reduction of loans in the Consolidated Balance Sheet.

Sectoral allowances

A sectoral allowance is established when an industry sector or geographic region experiences specific adverse events or changes in economic conditions and it is considered necessary to establish an additional allowance for loan losses for the group of loans as a whole, even though the individual loans comprising the group are still classified as performing. These allowances are considered sectoral and are established for losses which have not been specifically identified, and where the losses are not adequately covered by the general allowance.

The sectoral allowance for credit losses is recorded as a reduction of loans in the Consolidated Balance Sheet.

Sales of loans

Transfers of loans to unrelated parties are treated as sales provided that control over the transferred loans has been surrendered and consideration other than beneficial interests in the transferred loans has been received in exchange. If these criteria are not satisfied, then the transfers are treated as financing transactions. If treated as sales, the loans are removed from the Consolidated Balance Sheet and a gain or loss is recognized in income immediately based on the carrying value of the loans transferred, allocated between the assets sold and the retained interests in proportion to their fair values at the date of transfer. The fair values of loans sold, retained interests and recourse liabilities are determined using either quoted market prices, pricing models which take

into account management's best estimates of key assumptions such as expected losses, prepayments and discount rates commensurate with the risks involved, or sales of similar assets. Where the Bank continues to service the loans sold, a servicing liability or asset is recognized and amortized over the servicing period as servicing fees.

Retained interests in securitizations that can be contractually prepaid or otherwise settled in such a way that the Bank would not recover substantially all of its recorded investment are classified in available-for-sale securities in the Consolidated Balance Sheet. Such retained interests are tested regularly for other-than-temporary impairment and, if required, the retained interest's carrying value is reduced to fair value by a charge to other income – net gain (loss) on securities, other than trading in the Consolidated Statement of Income. Other retained interests are classified and accounted for as loans.

For securitizations of loans, gains and losses on sale and servicing fee revenues are reported in other income – other in the Consolidated Statement of Income. Where a servicing liability or asset is recognized, the amount is recorded in other liabilities or other assets in the Consolidated Balance Sheet.

For the sale of performing loans (other than by way of securitization), which is one of the Bank's credit risk management strategies, gains and losses are reported in other income – other. Gains and losses on sales of impaired loans are reported in the provision for credit losses in the Consolidated Statement of Income.

Acceptances

The Bank's potential liability under acceptances is reported as a liability in the Consolidated Balance Sheet. The Bank has equivalent claims against its customers in the event of a call on these commitments, which are reported as an asset. Fees earned are reported in other income – credit fees in the Consolidated Statement of Income.

Land, buildings and equipment

Land is carried at cost. Buildings, equipment and computer software, and leasehold improvements are carried at cost less accumulated depreciation and amortization. Depreciation and amortization are calculated using the straight-line method over the estimated useful life of the related asset as follows: buildings – 40 years, equipment and computer software – 3 to 10 years, and leasehold improvements – term of lease.

The Bank performs impairment testing on its long-lived assets when events or changes in circumstance indicate that an asset's carrying value may not be recoverable. The asset is written down to fair value when the carrying value of the asset exceeds the projected future undiscounted cash flows.

Net gains and losses on disposal are included in other income – other, in the Consolidated Statement of Income, in the year of disposal.

Goodwill and other intangible assets

Goodwill is the excess of the purchase price paid over the fair value of the net assets purchased in the acquisition of a subsidiary or a VIE that is a business where the Bank is the primary beneficiary.

Goodwill and other intangible assets with indefinite useful lives are not amortized, but are subject to impairment tests on at least an annual basis. Goodwill is allocated to reporting units and any potential goodwill impairment is identified by comparing the carrying value of a reporting unit with its fair value. If any potential impairment is indicated, then it is quantified by comparing the carrying value of goodwill to its fair value, calculated as the fair value of the reporting unit less the fair value of its assets and liabilities.

Intangible assets, other than goodwill, which do not have indefinite useful lives are amortized on a straight-line basis over their useful lives not exceeding 20 years. These intangible assets are subject to an impairment test when events and circumstances indicate the carrying amounts may not be recoverable. The amortization of intangible assets is recorded in other non-interest expenses in the Consolidated Statement of Income.

Capital instrument liabilities

Capital instruments that must or can be settled by issuing a variable number of the issuer's own equity instruments are required to be presented as liabilities rather than as equity. These instruments are classified as either deposit liabilities or capital instrument liabilities in the Consolidated Balance Sheet, with the disbursements recorded in interest expense.

Corporate income taxes

The Bank follows the asset and liability method of accounting for corporate income taxes. Under this method, future tax assets and liabilities represent the cumulative amount of tax applicable to temporary differences between the carrying amount of the assets and liabilities, and their values for tax purposes. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Changes in future income taxes related to a change in tax rates are recognized in income in the period in which the tax change was enacted or substantively enacted.

Future tax assets and liabilities are included in other assets and other liabilities in the Consolidated Balance Sheet.

Derivative instruments

Derivative instruments are financial contracts whose value is derived from interest rates, foreign exchange rates or other financial or commodity indices. Most derivative instruments can be characterized as interest rate contracts, foreign exchange and gold contracts, commodity contracts, equity contracts or credit contracts. Derivative instruments are either exchange-traded contracts or negotiated over-the-counter contracts. Negotiated over-the-counter contracts include swaps, forwards and options.

The Bank enters into these derivative contracts for trading purposes, as well as to manage its exposures. Trading activities are undertaken to meet the needs of the Bank's customers, as well as for the Bank's own account to generate trading income. Derivative instruments designated as "asset/liability management" (non-trading) are those used to manage the Bank's interest rate, foreign currency and other exposures. These include instruments that meet specified criteria to be designated as hedges for accounting purposes.

All derivatives, including embedded derivatives that must be separately accounted for, are recorded at fair value in the Consolidated Balance Sheet. The determination of the fair value of derivatives includes consideration of credit risk and ongoing direct costs over the life of the instruments. Inception gains or losses on derivatives are only recognized where the valuation is dependent on observable market data, otherwise, they are deferred over the life of the related contract, or until the valuation inputs become observable.

The gains and losses resulting from changes in fair values of trading derivatives are included in other income – trading revenues in the Consolidated Statement of Income.

The Bank formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking hedge transactions. This process includes linking these derivatives to specific assets and liabilities on the Consolidated Balance Sheet or to specific firm commitments or forecasted transactions. The Bank also formally assesses both at the hedge's inception and on an ongoing basis whether the derivatives used in hedging transactions are highly effective in offsetting changes in fair value or cash flows of hedged items.

There are three types of hedges: (i) fair value hedges, (ii) cash flow hedges and (iii) net investment hedges. For fair value hedges, the change in fair value of the hedging derivative is offset in the Consolidated Statement of Income by the change in fair value of the hedged item relating to the hedged risk. The Bank utilizes fair value hedges primarily to convert fixed rate financial assets and liabilities to floating rate. The main financial instruments designated in fair value hedging relationships include debt securities, loans, deposit liabilities and subordinated debentures.

For cash flow hedges, the change in fair value of the hedging derivative is recorded in other comprehensive income, to the extent it is effective, until the hedged item affects the Consolidated Statement of Income. The Bank utilizes cash flow hedges primarily to convert floating rate deposit liabilities to fixed rate.

For net investment hedges, the change in fair value of the hedging instrument, to the extent effective, is recorded directly in other comprehensive income. These amounts are recognized in income when the corresponding cumulative translation adjustments from self-sustaining foreign operations are recognized in income.

Hedge ineffectiveness is measured and recorded in current period income in the Consolidated Statement of Income. When either a fair value hedge or cash flow hedge is discontinued, any cumulative adjustment to either the hedged item or other comprehensive income is recognized in income over the remaining term of the original hedge, or when the hedged item is derecognized. If a designated hedge is no longer effective, the associated derivative instrument is subsequently carried at fair value without any offset from the hedged item.

Changes in the fair value of asset/liability management derivatives that do not qualify for hedge accounting are carried at fair value in the Consolidated Balance Sheet, and subsequent changes in their fair value recorded in the Consolidated Statement of Income as follows: interest-related contracts in net interest income; options used in managing non-trading securities in net gain (loss) on securities, other than trading; and other derivative contracts in other income – other. Where derivative instruments are used to manage the volatility of stock-based compensation, these derivatives are carried at fair value with changes in the fair value included in salaries and employee expense, in the Consolidated Statement of Income.

Employee future benefits

The Bank provides pension and other future benefit plans for qualified employees in Canada, the United States and other international operations. Pension benefits are generally based on an employee's length of service and the final five years' average salary. Other future benefits provided include post-retirement health care, dental care and life insurance, along with post-employment benefits and compensated absences.

The cost of these employee future benefits is actuarially determined each year using the projected benefit method prorated on service. The calculation uses management's best estimate of a number of assumptions – including the long-term rates of investment return on plan assets, future compensation, health care costs, mortality, as well as the retirement age of employees. The discount rate is based on market conditions as at the calculation date. The expected return on plan assets is generally based on a market-related value of plan assets, where gains or losses on equity investments are recognized over three years; fixed income investments are recognized at market value. The Bank's main pension plan uses a measurement date of August 31, while the other principal employee future benefit plans use a July 31 date.

Past service costs, from plan amendments that impact previously earned employee benefits, are amortized on a straight-line basis over the estimated average remaining period to full benefit eligibility for active employees. For the Bank's principal pension plans, these periods range from 10 to 22 years. For principal other benefit plans, these periods range from 9 to 27 years. If the unrecognized net actuarial gain or loss is more than 10% of the greater of the plan assets or benefit obligation at the beginning of the year, the excess above this 10% threshold is generally amortized over the estimated average remaining service period of employees. For the Bank's principal pension plans and principal other benefit plans, these periods range from 10 to 22 years and from 9 to 27 years, respectively. A pension valuation allowance is recognized if the prepaid benefit expense (the cumulative difference between pension income/expense and funding contributions) is more than the Bank's expected future benefit.

The cumulative difference between pension income/expense and funding contributions is included in other assets and other liabilities, as appropriate, in the Consolidated Balance Sheet. The difference between other future benefits expense and payments to qualified plan members is included in other assets and other liabilities in the Consolidated Balance Sheet.

Certain employees outside of Canada participate in defined contribution pension plans. The costs for such plans are equal to Bank contributions made to employees' accounts during the year.

Stock-based compensation

The Bank has stock option plans and other stock-based compensation plans for certain eligible employees and non-officer directors that are described more fully in Note 17.

Employee stock options granted after November 1, 2002, have Tandem Stock Appreciation Rights (Tandem SARs), which provide the employee the choice to either exercise the stock option for shares, or to exercise the Tandem SAR and thereby receive the intrinsic value of the stock option in cash. Options with Tandem SARs are awards that may call for settlement in cash and, therefore, are recorded in other liabilities in the Consolidated Balance Sheet. Changes in this liability which arise from fluctuations in the market price of the Bank's common shares are recorded in salaries and employee benefits expense in the Consolidated Statement of Income on a graded vesting basis. If an employee chooses to exercise the option, thereby cancelling the Tandem SAR, both the exercise price and the accrued liability are credited to common shares in the Consolidated Balance Sheet.

The Bank's other stock-based compensation plans are accounted for in a similar manner as stock options with Tandem SAR features, except that other stock-based compensation expense is recognized evenly over an applicable vesting period.

Effective in fiscal 2006, for SARs, including Tandem SARs and other stock-based compensation, the Bank recognizes i) the compensation costs attributable to stock-based compensation awards granted to employees who are eligible to retire on the grant date immediately on the grant date; and ii) compensation costs attributable to stock-based compensation awards granted to employees who will become eligible to retire during the vesting period over the timeframe between the grant date and the date of retirement eligibility.

Stock options granted after November 1, 2002, to non-officer directors do not have Tandem SAR features. These are expensed using a fair-value-based method (Black-Scholes pricing model) and recorded in other non-interest expenses in the Consolidated Statement of Income with a corresponding credit to contributed surplus in the Consolidated Balance Sheet.

For stock options granted prior to November 1, 2002, the Bank accounts for these options using the intrinsic method. Under this method, the Bank does not recognize any compensation expense, since the exercise price was set at an amount equal to the closing price on the day prior to the grant of the stock options. When these stock options are exercised, the proceeds received by the Bank are credited to common shares in the Consolidated Balance Sheet.

Earnings per share (EPS)

Basic EPS is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS is computed by dividing net income available to common shareholders by the weighted-average number of diluted common shares outstanding for the period. Diluted earnings per share reflect the potential dilution that could occur if additional common shares are assumed to be issued under securities or contracts that entitle their holders to obtain common shares in the future. The number of additional shares for inclusion in diluted EPS is determined using the treasury stock method. The treasury stock method determines the number of incremental common shares by assuming that the outstanding stock options, whose exercise price is less than the average market price of the Bank's common stock during the period, are exercised and the proceeds used to purchase common shares at the average market price. The incremental number of common shares is included in the calculation of diluted shares.

Guarantees

A liability is recorded for the fair value of the obligation assumed at the inception of certain guarantees. The guarantees affected include standby letters of credit, letters of guarantee, credit enhancements and other similar contracts. The fair value of the obligation at inception is generally based on the discounted cash flow of the premium to be received for the guarantee, resulting in a corresponding asset.

2 Future accounting changes

The following summarizes future accounting changes that will be relevant to the Bank's consolidated financial statements subsequent to October 31, 2009.

Business Combinations, Consolidated Financial Statements, and Non-controlling Interests

In January 2009, the CICA issued new accounting standards on Business Combinations, Consolidated Financial Statements and Non-controlling Interests. The Business Combinations standard provides clarification as to what an acquirer must measure when it obtains control of a business, the basis of valuation and the date at which the valuation should be determined. Most acquisition-related costs must be accounted for as expenses in the periods they are incurred. This new standard will be applicable for acquisitions that are completed on or after November 1, 2011 although adoption in 2010 is permitted to facilitate the transition to International Financial Reporting Standards in 2011. The Consolidated Financial Statements standard establishes guidance for preparing

consolidated financial statements after the acquisition date. The Non-controlling Interests standard provides guidance on the accounting and presentation of non-controlling interest. These new standards must all be adopted concurrently.

International Financial Reporting Standards (IFRS)

The Canadian Accounting Standards Board has determined that profit-oriented publicly accountable enterprises will be required to adopt International Financial Reporting Standards. IFRS will replace current Canadian GAAP for those enterprises. For the Bank, IFRS will be effective for interim and annual periods commencing November 1, 2011, including the preparation and reporting of one year of comparative figures. The Bank is currently in the process of evaluating the impacts and implications of converting to IFRS. The impact of IFRS on the Bank's consolidated financial results at the time of transition and on implementation is being assessed.

3 Securities

(a) An analysis of the carrying value of securities is as follows:

As at October 31 (\$ millions)	Remaining term to maturity					2009	2008
	Within 3 months	Three to 12 months	One to 5 years	Over 5 years	No specific maturity	Carrying value	Carrying value
Trading securities:							
Canadian federal government debt	\$ 577	\$ 2,277	\$ 7,140	\$ 8,408	\$ —	\$ 18,402	\$ 10,942
Canadian provincial and municipal debt	591	816	1,010	2,323	—	4,740	5,224
U.S. treasury and other U.S. agencies' debt	57	1,187	388	1,067	—	2,699	3,433
Other foreign governments' debt	181	141	1,103	139	—	1,564	2,130
Common shares	—	—	—	—	19,698	19,698	19,103
Other	2,156	1,979	4,990	1,714	125	10,964	7,460
Total	3,562	6,400	14,631	13,651	19,823	58,067 ⁽¹⁾	48,292
Available-for-sale securities:							
Canadian federal government debt	6	209	10,573	814	—	11,602	3,638
Mortgage-backed securities ⁽²⁾	23	252	21,013	96	—	21,384	6,430
Canadian provincial and municipal debt	—	—	1,168	16	—	1,184	14
U.S. treasury and other U.S. agencies' debt	132	5	170	394	—	701	2,176
Other foreign governments' debt	1,238	944	3,667	2,140	—	7,989	7,085
Bonds of designated emerging markets	—	—	63	382	—	445	469
Other debt	881	1,276	5,156	2,286	—	9,599	15,800
Preferred shares	—	—	—	—	421	421	539
Common shares ⁽³⁾	—	—	—	—	2,374	2,374	2,672
Total	2,280	2,686	41,810	6,128	2,795	55,699	38,823 ⁽⁴⁾
Equity accounted investments:							
Total securities	\$ 5,842	\$ 9,086	\$ 56,441	\$ 19,779	\$ 26,146	\$ 117,294	\$ 88,035
Total by currency (in Canadian equivalent):							
Canadian dollar	\$ 2,787	\$ 6,332	\$ 43,817	\$ 13,382	\$ 19,928	\$ 86,246	\$ 51,191
U.S. dollar	642	864	6,567	3,950	4,186	16,209	23,678
Mexican peso	712	255	865	209	135	2,176	4,112
Other currencies	1,701	1,635	5,192	2,238	1,897	12,663	9,054
Total securities	\$ 5,842	\$ 9,086	\$ 56,441	\$ 19,779	\$ 26,146	\$ 117,294	\$ 88,035

(1) Includes \$278 in mortgage-backed securities.

(2) Includes securities retained by the Bank in connection with its mortgage securitizations. The outstanding balance of these mortgage-backed securities is \$20,864 (2008 – \$6,054). Canada Mortgage and Housing Corporation provides a guarantee of timely payment to NHA mortgage-backed security investors.

(3) The carrying value of available-for-sale equity securities that are not quoted in an active market is \$958 (2008 – \$1,098).

(4) Includes debt securities of \$8,529, which were reclassified to loans on November 1, 2008. Refer to Note 1 for further details.

(5) Equity accounted investments have no stated term, and as a result, have been classified in the "No specific maturity" column.

(b) An analysis of unrealized gains and losses on available-for-sale securities is as follows:

As at October 31 (\$ millions)	2009				2008			
	Cost ⁽¹⁾	Gross unrealized gains	Gross losses	Fair value	Cost ⁽¹⁾	Gross unrealized gains	Gross unrealized losses	Fair value
Canadian federal government debt	\$11,507	\$ 163	\$ 68	\$11,602	\$ 3,596	\$ 43	\$ 1	\$ 3,638
Mortgage-backed securities	20,972	488	76	21,384	6,257	192	19	6,430
Canadian provincial and municipal debt	1,164	20	—	1,184	14	—	—	14
U.S. treasury and other U.S. agencies' debt	706	9	14	701	2,178	12	14	2,176
Other foreign governments' debt	7,703	321	35	7,989	6,983	226	124	7,085
Bonds of designated emerging markets	270	175	—	445	334	140	5	469
Other debt	9,609	224	234	9,599	17,207	66	1,473	15,800
Preferred shares	544	17	140	421	598	5	64	539
Common shares	2,211	224	61	2,374	2,884	134	346	2,672
Total available-for-sale securities	\$54,686	\$ 1,641	\$ 628	\$55,699	\$40,051	\$ 818	\$ 2,046	\$38,823

(1) Cost for debt securities is amortized cost.

The net unrealized gain (loss) on available-for-sale securities of \$1,013 million (2008 – (\$1,228) million) decreases to a net unrealized gain (loss) of \$828 million (2008 – increases to (\$1,320) million) after the net fair value of derivative instruments and other hedge amounts associated with these securities is taken into account. The net unrealized gain (loss) on available-for-sale securities is recorded in accumulated other comprehensive income.

(c) An analysis of available-for-sale securities with continuous unrealized losses:

As at October 31 (\$ millions)	2009								
	Less than 12 months			12 months or greater			Total		
	Cost	Fair value	Unrealized losses	Cost	Fair value	Unrealized losses	Cost	Fair value	Unrealized losses
Canadian federal government debt	\$ 3,331	\$ 3,263	\$ 68	\$ —	\$ —	\$ —	\$ 3,331	\$ 3,263	\$ 68
Mortgage-backed securities	3,975	3,905	70	13	7	6	3,988	3,912	76
Canadian provincial and municipal debt	—	—	—	—	—	—	—	—	—
U.S. treasury and other U.S. agencies' debt	67	65	2	54	42	12	121	107	14
Other foreign governments' debt	1,252	1,245	7	210	182	28	1,462	1,427	35
Bonds of designated emerging market	—	—	—	—	—	—	—	—	—
Other debt	2,163	2,088	75	2,729	2,570	159	4,892	4,658	234
Preferred shares	10	7	3	435	298	137	445	305	140
Common shares	276	249	27	242	208	34	518	457	61
Total	\$11,074	\$10,822	\$ 252	\$3,683	\$3,307	\$ 376	\$14,757	\$14,129	\$ 628

As at October 31 (\$ millions)	2008								
	Less than 12 months			12 months or greater			Total		
	Cost	Fair value	Unrealized losses	Cost	Fair value	Unrealized losses	Cost	Fair value	Unrealized losses
Canadian federal government debt	\$ 297	\$ 296	\$ 1	\$ —	\$ —	\$ —	\$ 297	\$ 296	\$ 1
Mortgage-backed securities	55	54	1	91	73	18	146	127	19
Canadian provincial and municipal debt	12	12	—	—	—	—	12	12	—
U.S. treasury and other U.S. agencies' debt	848	835	13	8	7	1	856	842	14
Other foreign governments' debt	2,402	2,325	77	558	511	47	2,960	2,836	124
Bonds of designated emerging market	85	80	5	—	—	—	85	80	5
Other debt	13,807	12,558	1,249	1,446	1,222	224	15,253	13,780	1,473
Preferred shares	470	416	54	60	50	10	530	466	64
Common shares	1,007	713	294	320	268	52	1,327	981	346
Total	\$18,983	\$17,289	\$ 1,694	\$2,483	\$2,131	\$ 352	\$21,466	\$19,420	\$ 2,046

As at October 31, 2009, the cost of 667 (2008 – 1,208) available-for-sale securities exceeded their fair value by \$628 million (2008 – \$2,046 million). This unrealized loss is recorded in accumulated other comprehensive income as part of unrealized gains (losses) on available-for-sale securities. Of the 667 (2008 – 1,208) securities, 340 (2008 – 227) have been in an unrealized loss position continuously for more than a year, amounting to an unrealized loss of \$376 million (2008 – \$352 million). The unrealized losses on the debt instruments decreased from last year due to improvements in credit spreads and the reclassification of certain debt securities to loans. Refer to Note 1 for further details. The Bank holds a diversified portfolio of available-for-sale equities. For these investments, improvements in equity markets have reduced the unrealized losses that arose during the latter part of fiscal 2008. Since the

Bank has the ability and intent to hold these securities until there is a recovery of fair value, which may be at maturity for debt securities, these unrealized losses are considered temporary in nature.

The Bank conducts a quarterly review to identify and evaluate investments that show indications of impairment. An investment is considered impaired if its fair value falls below its cost, and a write-down is recorded when the decline is considered other-than-temporary. Factors considered in determining whether a loss is temporary include the length of time and extent to which fair value has been below cost; financial condition and near-term prospects of the issuer, and the ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery.

(d) An analysis of net gain (loss) on securities, other than trading⁽¹⁾ is as follows:

For the year ended October 31 (\$ millions)

	2009	2008	2007
Realized gains	\$ 593	\$ 666	\$ 708
Realized losses	316	401	85
Impairment writedowns	689	639	135
Net gain (loss) on securities, other than trading	\$ (412)	\$ (374)	\$ 488

(1) These securities relate to available-for-sale securities and equity accounted investments.

Net gains realized on available-for-sale equity securities which did not have a quoted market price were \$28 million for the year ended October 31, 2009 (2008 – \$69 million; 2007 – \$293 million).

4 Loans

(a) Loans outstanding by geography

The Bank's loans, net of unearned income and the allowance for credit losses in respect of loans, are as follows⁽¹⁾:

As at October 31 (\$ millions)

	2009	2008
Canada:		
Residential mortgages	\$ 88,766	\$ 102,326
Personal and credit cards	49,266	41,386
Business and government	33,540	34,749
	171,572	178,461
United States:		
Personal	2,879	–
Business and government	17,669	25,842
	20,548	25,842
Mexico:		
Residential mortgages	3,357	3,092
Personal and credit cards	2,214	2,132
Business and government	4,742	6,262
	10,313	11,486
Other International:		
Residential mortgages	9,481	9,666
Personal and credit cards	6,689	7,201
Business and government	50,569	58,650
	66,739	75,517
	269,172	291,306
Less: allowance for credit losses	2,870	2,626
Total ⁽²⁾	\$ 266,302	\$ 288,680⁽³⁾

(1) Geographic segmentation of assets is based upon the location of the ultimate risk of the underlying assets.

(2) Loans denominated in U.S. dollars amount to \$56,283 (2008 – \$71,532), loans denominated in Mexican pesos amount to \$8,247 (2008 – \$8,821) and loans denominated in other foreign currencies amount to \$33,238 (2008 – \$35,669).

(3) Effective November 1, 2008, debt securities with an amortized cost of \$9,447 were reclassified to loans. As a result, personal loans increased by \$7,715 and business and government loans increased by \$1,732. Refer to Note 1 for further details.

(b) Loans and acceptances by type of borrower

As at October 31 (\$ millions)

	2009		2008	
	Balance	% of total	Balance	% of total
Personal				
Residential mortgages	\$ 101,363	36.5%	\$ 114,852	38.0%
Credit cards	11,104	4.0	11,169	3.7
Personal loans	49,256	17.8	38,942	12.9
	161,723	58.3	164,963	54.6
Businesses and government				
Financial services	18,760	6.8	18,665	6.2
Wholesale and retail	10,853	3.9	14,905	4.9
Real estate	11,677	4.2	13,500	4.5
Oil and gas	9,777	3.5	11,997	4.0
Transportation	7,763	2.8	8,520	2.8
Automotive	5,074	1.8	7,124	2.4
Agriculture	4,344	1.6	5,259	1.7
Government	3,326	1.2	3,372	1.1
Hotels and leisure	4,766	1.7	5,215	1.7
Mining and primary metals	5,745	2.1	8,137	2.7
Utilities	6,138	2.2	6,307	2.1
Health care	3,986	1.4	4,997	1.7
Telecommunications and cable	4,567	1.6	6,528	2.2
Media	2,729	1.0	4,659	1.5
Chemical	1,338	0.5	1,746	0.6
Food and beverage	3,788	1.4	3,078	1.0
Forest products	1,528	0.6	2,081	0.7
Other	9,497	3.4	10,919	3.6
	\$ 115,656	41.7%	\$ 137,009	45.4%
	277,379	100.0%	301,972	100.0%
General allowance	(1,450)		(1,323)	
Sectoral allowance	(44)		–	
Total loans and acceptances	\$ 275,885		\$ 300,649	

(c) Sales of loans through securitizations

The Bank securitizes residential mortgages through the creation of mortgage-backed securities. The gain on sale of the mortgages resulting from these securitizations, before issuance costs, is recognized in other income in the Consolidated Statement of Income. The key weighted-average assumptions used to measure fair value at the dates

of securitization were a prepayment rate of 22.5% (2008 – 20.0%; 2007 – 20.0%), an excess spread of 1.8% (2008 – 1.4%; 2007 – 0.8%), and a discount rate of 2.4% (2008 – 3.9%; 2007 – 4.5%). No credit losses are expected as the mortgages are insured. The following table summarizes the Bank's sales.

For the year ended October 31 (\$ millions)

	2009	2008	2007
Net cash proceeds ⁽¹⁾	\$ 11,879	\$ 5,121	\$ 3,756
Retained interest	480	165	98
Retained servicing liability	(69)	(30)	(27)
	12,290	5,256	3,827
Residential mortgages securitized ⁽²⁾	11,953	5,174	3,827
Net gain on sale ⁽³⁾	\$ 337	\$ 82	\$ –

(1) Excludes insured mortgages which were securitized and retained by the Bank during the year of \$20,923 (2008 – \$3,885; 2007 – \$2,983). These assets are classified as available-for-sale securities and have an outstanding balance of \$20,864 (2008 – \$6,054; 2007 – \$4,375) [refer to Note 3a].

(2) Includes sales of mortgage-backed securities in the current period that related to residential mortgages securitized by the Bank in prior periods but retained by the Bank at that time of \$2,126 (2008 – \$1,299; 2007 – nil).

(3) Net of issuance costs.

The key assumptions used in measuring the fair value of the retained interests for mortgages securitized and the sensitivity of the current fair value of retained interests to a 10% and 20% adverse change to these assumptions are as follows:

As at October 31 (\$ millions)

	2009	2008
Fair value of the retained interest (\$)	519	302
Weighted average life (in years)	3	4
Prepayment rate (%)	22.8	17.3
Impact on fair value of a 10% adverse change (\$)	(17)	(7)
Impact on fair value of a 20% adverse change (\$)	(33)	(14)
Residual cash flow annual discount rate (%)	0.35-2.8	2.2-4.0
Impact on fair value of a 10% adverse change (\$)	(1)	(2)
Impact on fair value of a 20% adverse change (\$)	(3)	(3)
Excess spread (%)	1.8	1.2
Impact on fair value of a 10% adverse change (\$)	(55)	(30)
Impact on fair value of a 20% adverse change (\$)	(109)	(60)

The sensitivity measures above are hypothetical and should be used with caution. Other sensitivity estimates should not be extrapolated from those presented above since the relationship between the change in the assumption to the change in fair value is not linear. In addition, changes in a particular assumption and the effect on the fair value of the

retained interests is calculated without changing any other assumption; however, the factors are not independent and the actual effects could be magnified or counteracted from the sensitivities presented. Information on total securitized loan assets⁽¹⁾ is summarized as follows:

	2009			2008			2007		
(\$ millions)	Outstanding securitized loans as at October 31	Impaired and other past due loans as at October 31	Net credit losses for the year ended October 31	Outstanding securitized loans as at October 31	Impaired and other past due loans as at October 31	Net credit losses for the year ended October 31	Outstanding securitized loans as at October 31	Impaired and other past due loans as at October 31	Net credit losses for the year ended October 31
Residential mortgages ⁽¹⁾⁽²⁾	\$ 17,494	\$ 35	\$ –	\$ 12,787	\$ 14	\$ –	\$ 11,631	\$ 15	\$ –
Personal loans	199	3	3	235	6	4	414	14	57
Total	\$ 17,693	\$ 38	\$ 3	\$ 13,022	\$ 20	\$ 4	\$ 12,045	\$ 29	\$ 57

(1) Excludes insured mortgages which were securitized and retained by the Bank [refer to Note 3].

(2) Excludes past due payments relating to residential mortgages insured by CMHC of \$19 (2008 – \$9; 2007 – \$8).

(d) Loans past due but not impaired⁽¹⁾

A loan is considered past due when a counterparty has not made a payment by the contractual due date. The following table presents the carrying value of loans that are past due but not classified as impaired because they are fully secured or collection efforts are reasonably expected to result in repayment, or restoring it to a current status within 180 days from the date a payment has become contractually in arrears.

As at October 31, 2009 (\$ millions)	31 - 60 days	61 - 90 days	91 days and greater	Total
Residential mortgages	\$ 1,173	\$ 463	\$ 302	\$ 1,938
Personal and credit cards	429	220	61	710
Business and government	342	201	168	711
Total	\$ 1,944	\$ 884	\$ 531	\$ 3,359

(1) Loans past due 30 days or less are not presented in this analysis as they are not administratively considered past due.

5 Impaired loans and allowance for credit losses

(a) Impaired loans

			2009	2008
As at October 31 (\$ millions)	Gross ⁽¹⁾	Specific allowance ⁽²⁾	Net	Net
By loan type:				
Residential mortgages	\$ 1,119	\$ (241)	\$ 878	\$ 432
Personal and credit cards	881	(688)	193	84
Business and government	1,939	(447)	1,492	675
Total	\$ 3,939 ⁽³⁾⁽⁴⁾	\$ (1,376)	\$ 2,563	\$ 1,191
By geography:				
Canada			\$ 719	\$ 354
United States			354	80
Other International			1,490	757
Total			\$ 2,563	\$ 1,191

- (1) Gross impaired loans denominated in U.S. dollars amounted to \$1,057 (2008 – \$658) and those denominated in other foreign currencies amounted to \$1,680 (2008 – \$1,084).
(2) The specific allowance for impaired loans evaluated on an individual basis totalled \$446 (2008 – \$462).
(3) Individual impaired loans without an allowance for credit losses totalled \$616 (2008 – \$365).
(4) Average balance of gross impaired loans totalled \$3,402 (2008 – \$2,011).

(b) Allowance for credit losses

As at October 31 (\$ millions)	2009						2008	2007
	Balance at beginning of year	Write-offs ⁽¹⁾	Recoveries	Provision for credit losses	Other, including foreign currency adjustment ⁽²⁾	Balance at end of year ⁽³⁾	Balance at end of year	Balance at end of year
Specific								
Residential mortgages	\$ 232	\$ (64)	\$ 27	\$ 25	\$ 21	\$ 241	\$ 232	\$ 129
Personal and credit cards	608	(1,139)	141	1,042	36	688	608	434
Business and government	471	(457)	55	506	(123)	452	471	391
	1,311	(1,660)	223	1,573	(66)	1,381 ⁽³⁾	1,311 ⁽³⁾	954 ⁽³⁾
Sectoral⁽⁴⁾								
General	–	–	–	44	–	44	–	–
	1,323	–	–	127	–	1,450 ⁽⁵⁾	1,323	1,298
	\$2,634	\$ (1,660)	\$ 223	\$1,744	\$ (66)	\$2,875	\$2,634	\$2,252

- (1) Write-offs of loans restructured during the year were nil (2008 – nil; 2007 – nil).
(2) Includes \$9 in specific allowances related to acquisitions in 2009, \$232 in specific allowances and \$25 in general allowances from acquisitions in 2008, and \$38 in specific allowances and \$16 in general allowances from acquisitions in 2007.
(3) As at October 31, 2009, \$5 (2008 – \$8; 2007 – \$11) has been recorded in other liabilities.
(4) The sectoral allowance is established to reflect the deterioration in the automotive industry sector, within the business and government category.
(5) The general allowance is substantially allocated to business and government loans.

6 Variable interest entities

(a) Consolidated VIEs:

The following table provides information about variable interest entities (VIEs) that the Bank consolidated.

As at October 31 (\$ millions)	2009	2008
	Total assets	Total assets
Funding vehicles	\$ 2,585	\$ 5,207
Other	51	631

The Bank uses Funding Vehicles to facilitate cost-efficient financing of its own operations. Activities of these special purpose entities are generally limited to holding a pool of assets or receivables generated by the Bank and used to finance distributions to their investors.

Subsequent to the year-end, one of the consolidated VIEs that provided the Bank with external financing has been wound up. This has not resulted in any material impact on the Bank's consolidated financial statements.

The assets supporting the obligations of these consolidated VIEs as at October 31, 2009 are as follows: cash and non-interest bearing

deposits with banks of \$10 million (2008 – \$11 million); Canadian residential mortgage loans of \$2,523 million (2008 – \$5,140 million); trading securities of \$53 million (2008 – \$617 million); and other assets of \$50 million (2008 – \$70 million). In general, the investors in the obligations of consolidated VIEs have recourse only to the assets of those VIEs and do not have recourse to the Bank except where the Bank has provided a guarantee to the investors or is the counterparty to a derivative transaction involving the VIE.

(b) Other VIEs

The following table provides information about other VIEs in which the Bank has a significant variable interest but is not the primary beneficiary. A significant variable interest is generally considered to exist where the Bank absorbs or receives between 10% and 50% of the VIE's expected losses, expected residual returns, or both.

As at October 31 (\$ millions)	2009		2008	
	Total assets	Maximum exposure to loss	Total assets	Maximum exposure to loss
Multi-seller conduits that the Bank administers	\$ 5,913	\$ 5,913	\$ 12,283	\$ 12,283
Structured finance entities	7,088	4,975	6,705	4,269
Collateralized debt obligation entities	556	307	399	847
Other	691	188	941	140

The Bank's maximum exposure to loss as at October 31 represents the notional amounts of guarantees, liquidity facilities, and other credit support relationships with the VIE, the credit risk amount for certain derivative contracts with the entities, and the amount invested where the Bank holds an ownership interest in the VIE. Of the aggregate amount of maximum exposure to loss, the Bank has recorded \$5.5 billion (2008 – \$5.3 billion), primarily its ownership interest in the VIEs, on its Consolidated Balance Sheet as at October 31, 2009.

Multi-seller conduits that the Bank administers

The Bank currently sponsors three multi-seller conduits, two of which are Canadian-based and one in the United States. The conduits purchase assets from outside parties (the sellers) funded by the issuance of asset-backed commercial paper. The sellers continue to service the assets and provide credit enhancements for their portion of the programs through overcollateralization protection and cash reserves. The Bank has no rights to these assets as they are available to support the obligations of the respective programs, but manages for a fee the commercial paper selling programs. To ensure timely repayment of the commercial paper, each asset pool financed by the multi-seller conduits has a deal-specific liquidity asset purchase agreement (LAPA) with the Bank. Pursuant to the terms of the LAPA, the Bank as the liquidity provider is obligated to purchase assets, including defaulted assets, transferred by the conduit at the conduit's original cost as reflected in the table above. As well, in some instances the Bank is counterparty to derivative contracts with these conduit programs and provides them with a large portion of their backstop liquidity and partial credit enhancement facilities [see Note 23]. The Bank provides additional liquidity facilities to these multi-seller conduits to a maximum amount of \$3.8 billion (2008 – \$5.0 billion) based on future asset purchases by these conduits.

During fiscal 2009, there were no changes to the obligations of the subordinated note holder and no reconsideration events have occurred.

During 2008, the Bank's U.S. Multi-seller Commercial Paper Conduit (the "U.S. Conduit"), transferred certain CDO and CLO assets to the Bank pursuant to the terms of its liquidity asset purchase agreements. Pre-tax charges of \$298 million were recorded during the prior year to the Consolidated Income Statement representing the difference between the amounts paid (original cost of the assets) and the fair value of the assets on the dates transferred to the Bank. The acquisition of the assets by the Bank was pursuant to the existing LAPA arrangements and was not executed to protect the subordinated note holder from potential losses on any of the U.S. Conduit's holdings, including the assets acquired.

In 2008, the U.S. Conduit increased the amount of the subordinated note issued to an unrelated party as a consequence of these transfers of assets to the Bank. This subordinated note absorbed the majority of the expected losses of the remaining assets of the U.S. Conduit. Accordingly, the Bank was not the primary beneficiary and therefore did not have to consolidate the U.S. Conduit as at October 31, 2008.

Structured finance entities

This includes special purpose entities used to assist corporate clients in accessing cost-efficient financing through their securitization structures.

Collateralized debt obligation entities

The Bank holds an interest in VIEs structured to match specific investor requirements. Loans or credit derivatives are held by the VIEs to create security offerings for investors that match their investment needs and preferences. The Bank's maximum exposure to loss includes the credit risk amounts relating to derivative contracts with these VIEs.

Other

Other includes investments in privately managed funds and other VIEs. The Bank's maximum exposure to loss includes its net investment in these funds.

7 Land, buildings and equipment

As at October 31 (\$ millions)	2009		2008	
	Cost	Accumulated depreciation & amortization	Net book value	Net book value
Land	\$ 350	\$ –	\$ 350	\$ 390
Buildings	1,783	706	1,077	1,104
Equipment	2,965	2,419	546	552
Leasehold improvements	1,037	638	399	403
Total	\$ 6,135	\$ 3,763	\$ 2,372	\$ 2,449

Depreciation and amortization in respect of the above buildings, equipment, and leasehold improvements for the year amounted to \$234 million (2008 – \$209 million; 2007 – \$203 million).

8 Goodwill and other intangible assets

Goodwill

The changes in the carrying amount of goodwill by main operating segment are as follows:

As at October 31 (\$ millions)	Canadian Banking	International Banking	Scotia Capital	2009	2008	2007
Balance at beginning of year	\$ 380	\$ 1,749	\$ 144	\$ 2,273	\$ 1,134	\$ 873
Acquisitions	430	173	—	603	925	350
Effects of foreign exchange and other	(4)	52	(16)	32	214	(89)
Balance at end of year	\$ 806	\$ 1,974	\$ 128	\$ 2,908	\$ 2,273	\$ 1,134

Intangible assets

As at October 31 (\$ millions)	Gross carrying amount	Accumulated amortization	2009 Net	2008 Net	2007 Net
Computer software	\$ 341	\$ 40	\$ 301	\$ 239	\$ 210
Other intangible assets	630	370	260	282	273
Total	\$ 971	\$ 410	\$ 561	521	483

Other intangible assets are comprised primarily of core deposit intangibles. The aggregate amortization expense for the year ended October 31, 2009, was \$96 million (2008 – \$83 million; 2007 – \$64 million).

9 Other assets

As at October 31 (\$ millions)	2009	2008
Accrued interest	\$ 1,817	\$ 2,192
Accounts receivable	1,422	640
Future income tax assets (Note 18)	2,577	2,800
Receivable from brokers, dealers and clients	265	1,936
Other	4,372	4,551
Total	\$ 10,453	\$ 12,119

10 Deposits

	Payable on demand		Payable after notice	Payable on a fixed date	2009	2008
As at October 31 (\$ millions)	Interest-bearing	Non-interest-bearing				
Personal	\$ 3,817	\$ 3,032	\$ 43,873	\$ 73,040	\$ 123,762	\$ 118,919
Business and government ⁽¹⁾	28,923	10,571	21,805	142,295	203,594	200,566
Banks	336	357	1,120	21,250	23,063	27,095
Total	\$ 33,076	\$ 13,960	\$ 66,798	\$ 236,585	\$ 350,419	\$ 346,580
Recorded in:						
Canada					223,961	229,284
United States					58,082	40,368
Mexico					8,776	10,268
Other International					59,600	66,660
Total ⁽²⁾					\$ 350,419	\$ 346,580

(1) Includes deposit notes issued by the Bank to Scotiabank Capital Trust of \$2,250 (2008 – \$2,250), Scotiabank Subordinated Notes Trust of \$1,000 (2008 – \$1,000) and Scotiabank Tier 1 Trust of \$650 (2008 – nil) [refer to Note 13].

(2) Deposits denominated in U.S. dollars amount to \$116,453 (2008 – \$100,283), deposits denominated in Mexican pesos amount to \$7,897 (2008 – \$9,632) and deposits denominated in other foreign currencies amount to \$37,178 (2008 – \$50,850).

11 Other liabilities

As at October 31 (\$ millions)	2009	2008
Accrued interest	\$ 2,190	\$ 2,741
Accounts payable and accrued expenses	5,428	3,963
Deferred income	627	581
Future income tax liabilities (Note 18)	337	264
Gold and silver certificates and bullion	3,856	5,619
Margin and collateral accounts	4,126	8,434
Payable to brokers, dealers and clients	179	751
Other liabilities of subsidiaries and VIEs ⁽¹⁾	4,634	4,931
Other	3,305	3,779
Total	\$ 24,682	\$ 31,063

(1) Excludes deposits and capital instrument liabilities.

12 Subordinated debentures

These debentures are direct, unsecured obligations of the Bank and are subordinate to the claims of the Bank's depositors and other creditors. The Bank, where appropriate, enters into interest rate and cross-currency swaps to hedge the related risks.

As at October 31 (\$ millions)

Maturity date	Interest rate (%)	Terms ⁽¹⁾	2009		2008
			Par value	Carrying value ⁽²⁾	Carrying value ⁽²⁾
September 2013	8.30	Redeemable at any time	\$ 250	\$ 251	\$ 252
May 2014	5.75	Redeemed on May 12, 2009	–	–	329
January 2018	5.30	Redeemable at any time. After January 31, 2013, interest will be payable at an annual rate equal to the 90-day bankers' acceptance rate plus 1.90%	300	300	300
March 2018	4.99	Redeemable at any time. After March 27, 2013, interest will be payable at an annual rate equal to the 90-day bankers' acceptance rate plus 2%	1,700	1,719	1,726
October 2018	6.00	Redeemable at any time. After October 3, 2013, interest will be payable at an annual rate equal to the 90-day bankers' acceptance rate plus 3.25%	950	950	950
April 2019	4.94	Redeemable at any time. After April 15, 2014, interest is payable at an annual rate equal to the 90-day bankers' acceptance rate plus 4.24%	1,000	1,000	–
January 2021	6.65	Redeemable at any time. After January 22, 2016, interest is payable at an annual rate equal to the 90-day bankers' acceptance rate plus 5.85%	1,000	1,000	–
June 2025	8.90	Redeemable at any time	250	271	272
November 2037	3.015	JPY ¥10 billion. Redeemable on November 20, 2017	120	128	133
April 2038	3.37	JPY ¥10 billion. Redeemable on April 9, 2018	120	128	133
August 2085	Floating	US \$182 million bearing interest at a floating rate of the offered rate for six-month Eurodollar deposits plus 0.125%. Redeemable on any interest payment date. Total repurchases in 2009 amounted to approximately US \$32 million	197	197	257
			\$ 5,887	\$ 5,944	\$ 4,352

The contractual maturities of the debentures are summarized in Note 24(b).

(1) In accordance with the provisions of the Capital Adequacy Guideline of the Superintendent, all redemptions are subject to regulatory approval.

(2) The carrying value of subordinated debentures may differ from par value due to adjustments related to hedge accounting.

(3) For the year ended October 31, 2009, the Bank recorded a net realized gain of \$14 related to repurchases of subordinated debentures.

13 Capital instrument liabilities, trust securities and trust subordinated notes

Capital instrument liabilities are financial instruments, which can be settled at the Bank's option by issuing a variable number of the Bank's own equity instruments. These instruments remain eligible as Tier 1 Capital for regulatory purposes.

Scotiabank Capital Trust, Scotiabank Subordinated Notes Trust, and Scotiabank Tier 1 Trust are VIEs and are not consolidated on the Bank's balance sheet as the Bank is not the primary beneficiary. Therefore, the Scotiabank Trust Securities, Scotiabank Trust Subordinated Notes and the Scotiabank Tier 1 Trust Securities Notes issued by the Trusts are not reported on the Consolidated Balance Sheet. The deposit notes issued by the Bank to Scotiabank Capital Trust, Scotiabank Subordinated Notes Trust and Scotiabank Tier 1 Trust are reported in Deposits [refer to Note 10]. These trust securities and trust subordinated notes remain eligible for inclusion in the Bank's regulatory capital as Tier 1 and Tier 2 capital, respectively.

As at October 31 (\$ millions)

	2009	2008
Capital instrument liabilities		
Scotiabank Trust Securities – Series 2000-1 issued by BNS Capital Trust ^{(a)(f)(g)}	\$ 500	\$ 500
Scotiabank Trust Securities not consolidated by the Bank		
Scotiabank Trust Securities – Series 2002-1 issued by Scotiabank Capital Trust ^{(b)(f)(g)}	\$ 750	\$ 750
Scotiabank Trust Securities – Series 2003-1 issued by Scotiabank Capital Trust ^{(c)(f)(g)}	750	750
Scotiabank Trust Securities – Series 2006-1 issued by Scotiabank Capital Trust ^{(d)(f)(g)}	750	750
Scotiabank Tier 1 Securities – Series 2009-1 issued by Scotiabank Tier 1 Trust ^{(e)(f)(g)}	650	–
Scotiabank Trust Subordinated Notes not consolidated by the Bank		
Scotiabank Trust Subordinated Notes – Series A issued by Scotiabank Subordinated Notes Trust ^(h)	\$ 1,000	\$ 1,000

(a) On April 4, 2000, BNS Capital Trust, a wholly-owned closed-end trust, issued 500,000 Scotiabank Trust Securities – 2000-1 ("Scotia BaTS"). Each Scotia BaTS is entitled to receive non-cumulative fixed cash distributions payable semi-annually in an amount per Scotia BaTS of \$36.55. With regulatory approval, these securities may be redeemed in whole by the payment of cash at the option of BNS Capital Trust. On or after June 30, 2011, the Scotia BaTS may be exchanged, at the option of the holder and subject to certain prior rights of the Bank, into Non-cumulative Preferred Shares Series Y of

the Bank. The Non-cumulative Preferred Shares Series Y would pay a dividend rate equivalent to the cash distribution rate of the Scotia BaTS [refer to Note 14 – Restrictions on dividend payments]. Under the circumstances outlined in (f) below the Scotia BaTS would be automatically exchanged without the consent of the holder into Non-cumulative Preferred Shares Series Y of the Bank. In certain circumstances on or after June 30, 2011, the Non-cumulative Preferred Shares Series Y are exchangeable at the option of the holder into a variable number of common shares of the Bank based

- upon an average of the Bank's common share price, subject to regulatory approval, and certain prior rights of the Bank.
- (b) On April 30, 2002, Scotiabank Capital Trust, a wholly-owned open-end trust, issued 750,000 Scotiabank Trust Securities – Series 2002-1 ("Scotia BaTS"). The Scotia BaTS are entitled to receive non-cumulative fixed cash distributions payable semi-annually in an amount of \$33.13 per security. With regulatory approval, these securities may be redeemed in whole by the payment of cash, at the option of Scotiabank Capital Trust. The holder has the right at any time to exchange their security into Non-cumulative Preferred Shares Series W of the Bank. The Series W shares will be entitled to cash dividends payable semi-annually in an amount of \$0.53125 per \$25.00 share. Under the circumstances outlined in (f) below the Scotia BaTS would be automatically exchanged without the consent of the holder into Non-cumulative Preferred Shares Series X of the Bank. The Series X shares will be entitled to non-cumulative cash dividends payable semi-annually in an amount of \$0.70 per \$25.00 share [refer to Note 14 – Restrictions on dividend payments]. In certain circumstances, on or after December 31, 2012, the Non-cumulative Preferred Shares Series W and the Non-cumulative Preferred Shares Series X are exchangeable at the option of the holder into a variable number of common shares of the Bank based upon an average of the Bank's common share price, subject to regulatory approval, and certain prior rights of the Bank. The proceeds of the issue were used to purchase a deposit note issued by the Bank. If there is an automatic exchange of the Scotia BaTS into Preferred Shares Series X of the Bank, then the Bank would become the sole beneficiary of the Trust.
- (c) On February 13, 2003, Scotiabank Capital Trust issued 750,000 Scotiabank Trust Securities – Series 2003-1 ("Scotia BaTS"). The Scotia BaTS are entitled to receive non-cumulative fixed cash distributions payable semi-annually in an amount of \$31.41 per security. With regulatory approval, the Scotia BaTS may be redeemed in whole by the payment of cash prior to June 30, 2008, upon the occurrence of certain tax or regulatory capital changes, or on or after June 30, 2008, at the option of Scotiabank Capital Trust. The holder has the right at any time to exchange their security into Non-cumulative Preferred Shares Series U of the Bank. The Series U shares will be entitled to cash dividends payable semi-annually in an amount of \$0.50 per \$25.00 share. Under the circumstances outlined in (f) below, the Scotia BaTS would be automatically exchanged, without the consent of the holder, into Non-cumulative Preferred Shares Series V of the Bank. The Series V shares will be entitled to non-cumulative cash dividends payable semi-annually in an amount of \$0.61250 per \$25.00 share [refer to Note 14 – Restrictions on dividend payments]. In certain circumstances on or after December 31, 2013, the Non-cumulative Preferred Shares Series U and the Non-cumulative Preferred Shares Series V are exchangeable at the option of the holder into a variable number of common shares of the Bank based upon an average of the Bank's common share price, subject to regulatory approval, and certain prior rights of the Bank. The proceeds of the issue were used to purchase a deposit note issued by the Bank. If there is an automatic exchange of the Scotia BaTS into Preferred Shares Series V of the Bank, then the Bank would become the sole beneficiary of the Trust.
- (d) On September 28, 2006, Scotiabank Capital Trust issued 750,000 Scotiabank Trust Securities – Series 2006-1 ("Scotia BaTS"). The Scotia BaTS are entitled to receive non-cumulative fixed cash distributions payable semi-annually in an amount of \$28.25 per security. With regulatory approval, these securities may be redeemed in whole by the payment of cash prior to December 30, 2011, upon the occurrence of certain tax or regulatory capital changes, or on or after December 30, 2011, at the option of Scotiabank Capital Trust. The holder has the right at any time to exchange their security into Non-cumulative Preferred Shares Series S of the Bank. The Series S shares will be entitled to cash dividends payable semi-annually in an amount of \$0.4875 per \$25.00 share [refer to Note 14 – Restrictions on dividend payments]. Under the circumstances outlined in (f) below, the Scotia BaTS would be automatically exchanged without the consent of the holder, into Non-cumulative Preferred Shares Series T of the Bank. The Series T shares will be entitled to non-cumulative cash dividends payable semi-annually in an amount of \$0.625 per \$25.00 share. The proceeds of the issue were used to purchase a deposit note issued by the Bank. If there is an automatic exchange of the Scotia BaTS into Preferred Shares Series T of the Bank, then the Bank would become the sole beneficiary of the Trust.
- (e) On May 7, 2009, Scotiabank Tier 1 Trust issued 650,000 Scotiabank Tier 1 Securities Series 2009-1 (Scotia BaTS III). These securities qualify as Tier 1 capital. Interest is payable semi-annually in the amount of \$39.01 per Scotia BaTS III Series 2009-1 on the last day of June and December until June 30, 2019. After June 30, 2019 and on every fifth anniversary thereafter until June 30, 2104, the interest rate on the Scotia BaTS III Series 2009-1 will be reset at an interest rate per annum equal to the then prevailing 5-year Government of Canada Yield plus 7.05%. The first interest payment paid on June 30, 2009 was in the amount of \$11.54 per Scotia BaTS III Series 2009-1. On or after June 30, 2014, the Trust may, at its option redeem the Scotia BaTS III Series 2009-1, in whole or in part, subject to regulatory approval. Under the circumstances outlined in (f) below, the Scotia BaTS III Series 2009-1, including accrued and unpaid interest thereon, would be exchanged automatically without the consent of the holder, into newly issued non-cumulative Preferred Shares Series R of the Bank. In addition, in certain circumstances, holders of Scotia BaTS III Series 2009-1 may be required to invest interest paid on the Scotia BaTS III Series 2009-1 in a series of newly-issued preferred shares of the Bank with non-cumulative dividends (each such series is referred to as Bank Deferral Preferred Shares). The proceeds of the issue were used to acquire the Series 2009-1 Bank Deposit Note. If there is an automatic exchange of the Scotia BaTS Preferred Shares, then the Bank would become the sole beneficiary of the Trust. Scotiabank Tier 1 Trust which is a special purpose entity is not consolidated by the Bank as the Bank is not the primary beneficiary. These securities are reported on the consolidated balance sheet as deposit notes issued by the Bank to Scotiabank Tier 1 Trust.
- (f) The Scotia BaTS and Scotia BaTS III may be automatically exchanged, without the consent of the holder, into Non-cumulative Preferred Shares of the Bank in the following circumstances: (i) proceedings are commenced for the winding-up of the Bank; (ii) the Superintendent takes control of the Bank or its assets; (iii) the Bank has a Tier 1 Capital ratio of less than 5% or a Total Capital ratio of less than 8%; or (iv) the Superintendent has directed the Bank to increase its capital or provide additional liquidity and the Bank elects such automatic exchange or the Bank fails to comply with such direction.
- (g) No cash distributions will be payable on the Scotia BaTS and Scotia BaTS III in the event that the regular dividend is not declared on the Bank's preferred shares and, if no preferred shares are outstanding, the Bank's common shares. In such a circumstance the net distributable funds of the Trust will be payable to the Bank as the holder of the residual interest in the Trust. Should the Trust fail to pay the semi-annual distributions on the Scotia BaTS in full, the Bank will not declare dividends of any kind on any of its preferred or common shares for a specified period of time [refer to Note 14 – Restrictions on dividend payments].
- (h) On October 31, 2007, the Bank issued 1,000,000 Scotiabank Trust Subordinated Notes ("Scotia TSNs – Series A"), through a new special purpose entity, Scotiabank Subordinated Notes Trust, a closed-end trust established under the laws of the Province of Ontario. The proceeds were used to purchase a deposit note from the Bank which is reported as a Business and government deposit in the Consolidated Balance Sheet.

Holders of the Scotia TSNs – Series A are entitled to receive interest at the rate of 5.25% per annum payable semi-annually until October 31, 2012. The first such payment was paid on May 1, 2008, in an amount of \$26.393 per \$1,000 principal amount.

Commencing November 1, 2012 until November 1, 2017, interest will be payable on the Scotia TSNs – Series A at the 90-day Banker's Acceptance Rate plus 1% per annum payable quarterly with the first such payment on February 1, 2013. These securities may be redeemed in whole by the payment of cash with regulatory approval.

The Bank has guaranteed the payments of principal, interest, redemption price, if any, and any other amounts on the Scotia TSNs – Series A when they become due and payable. This guarantee will be a direct, unsecured obligation, and will be subordinate to the Bank's deposit liabilities and all other liabilities, except for other guarantees, obligations or liabilities that are either designated as

ranking equally with or subordinated to the subordinated indebtedness. In addition, the Scotia TSNs – Series A will be automatically exchanged, without the consent of the holders, into an equal principal amount of 5.25% Bank Subordinated Notes upon occurrence of any one of the following events: (i) proceedings are commenced for the winding-up of the Bank; (ii) the Superintendent takes control of the Bank or its assets; (iii) the Bank has a Tier 1 Capital ratio of less than 5% or a Total Capital ratio of less than 8%; (iv) the Superintendent has directed the Bank to increase its capital or provide additional liquidity and the Bank elects such automatic exchange or the Bank fails to comply with such direction; or (v) the Bank determines that as a result of the enactment or anticipated enactment of federal Canadian income tax legislation, the interest payable on the Scotia TSNs – Series A will not be deductible by Scotiabank Subordinated Notes Trust for tax purposes.

14 Capital stock

Authorized:

An unlimited number of preferred and common shares without nominal or par value.

Issued and fully paid:

As at October 31 (\$ millions)	2009		2008		2007	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Preferred shares:						
Series 12 ^(a)	12,000,000	\$ 300	12,000,000	\$ 300	12,000,000	\$ 300
Series 13 ^(b)	12,000,000	300	12,000,000	300	12,000,000	300
Series 14 ^(c)	13,800,000	345	13,800,000	345	13,800,000	345
Series 15 ^(d)	13,800,000	345	13,800,000	345	13,800,000	345
Series 16 ^(e)	13,800,000	345	13,800,000	345	13,800,000	345
Series 17 ^(f)	9,200,000	230	9,200,000	230	–	–
Series 18 ^(g)	13,800,000	345	13,800,000	345	–	–
Series 20 ^(h)	14,000,000	350	14,000,000	350	–	–
Series 22 ⁽ⁱ⁾	12,000,000	300	12,000,000	300	–	–
Series 24 ^(j)	10,000,000	250	–	–	–	–
Series 26 ^(k)	13,000,000	325	–	–	–	–
Series 28 ^(l)	11,000,000	275	–	–	–	–
Total preferred shares	148,400,000	\$ 3,710	114,400,000	\$ 2,860	65,400,000	\$ 1,635
Common shares:						
Outstanding at beginning of year	991,923,631	\$ 3,829	983,767,155	\$ 3,566	989,512,188	\$ 3,425
Issued under Shareholder Dividend and Share Purchase Plan ^(m)	14,304,029	516	2,576,133	108	115,228	6
Issued under Stock Option Plans (Note 17)	3,650,978	78	6,404,516	155	5,485,060	142
Issued for acquisition of a subsidiary	15,060,746	523	50,827	3	691,679	36
Purchased for cancellation ⁽ⁿ⁾	–	–	(875,000)	(3)	(12,037,000)	(43)
Outstanding at end of year	1,024,939,384	\$ 4,946	991,923,631	\$ 3,829	983,767,155	\$ 3,566
Total capital stock		\$ 8,656		\$ 6,689		\$ 5,201

- (a) Series 12 Non-cumulative Preferred Shares are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.328125 per share. With regulatory approval, the shares may be redeemed by the Bank at par on or after October 29, 2013, in whole or in part, by the payment in cash of \$25.00 per share, together with declared and unpaid dividends to the date then fixed for redemption.
- (b) Series 13 Non-cumulative Preferred Shares are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.30 per share. With regulatory approval, the shares may be redeemed by the Bank on or after April 28, 2010, at \$26.00 per share, together with declared and unpaid dividends to the date then fixed for redemption, and thereafter at annually declining premiums until April 28, 2014, following which no redemption premium is payable.
- (c) Series 14 Non-cumulative Preferred Shares, issued on January 24, 2007, are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.28125 per share. The initial dividend, paid April 26, 2007, was \$0.28356 per share. With regula-

tory approval, the shares may be redeemed by the Bank on or after April 26, 2012, at \$26.00 per share, together with declared and unpaid dividends to the date then fixed for redemption, and thereafter at annually declining premiums until April 27, 2016, following which no redemption premium is payable.

- (d) Series 15 Non-cumulative Preferred Shares, issued on April 5, 2007 and April 17, 2007, are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.28125 per share. The initial dividend, paid July 27, 2007, was \$0.34829 per share. With regulatory approval, the shares may be redeemed by the Bank on or after July 27, 2012, at \$26.00 per share, together with declared and unpaid dividends to the date then fixed for redemption and thereafter at annually declining premiums until July 27, 2016, following which no redemption premium is payable.
- (e) Series 16 Non-cumulative Preferred Shares, issued on October 12, 2007, are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.328125 per share. The initial dividend, paid January 29, 2008, was \$0.39195 per share. With regulatory approval, the shares may be redeemed by the Bank on or

after January 29, 2013, at \$26.00 per share, together with declared and unpaid dividends to the date then fixed for redemption, and thereafter at annually declining premiums until January 27, 2017, following which no redemption premium is payable.

- (f) Series 17 Non-cumulative Preferred Shares, issued on January 31, 2008, are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.35 per share. The initial dividend, paid April 28, 2008, was \$0.33753 per share. With regulatory approval, the shares may be redeemed by the Bank on or after April 26, 2013, at \$26.00 per share, together with declared and unpaid dividends to the date then fixed for redemption, and thereafter at annually declining premiums until April 26, 2017, following which no redemption premium is payable.
- (g) Series 18 Non-Cumulative 5-Year Rate Reset Preferred Shares, issued on March 25, 2008, and March 27, 2008, are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.3125 per share for the initial five-year fixed rate period ending on April 25, 2013. The initial dividend, paid July 29, 2008, was \$0.4315 per share. Subsequent to the initial five-year fixed rate period, and resetting every five years thereafter, the dividends will be determined by the sum of the 5-year Government of Canada Yield plus 2.05%, multiplied by \$25.00. Holders of Series 18 preferred shares will have the option to convert shares into an equal number of Series 19 non-cumulative floating rate preferred shares on April 26, 2013, and on April 26 every five years thereafter. Series 19 preferred shares are entitled to receive floating rate non-cumulative preferential cash dividends, if and when declared, in an amount per share equal to the sum of the T-Bill Rate plus 2.05%, multiplied by \$25.00. If the Bank determines that, after giving effect to any election notices received, there would be less than 1,000,000 Series 18 preferred shares issued and outstanding on the applicable Series 18 conversion date, all of the issued and outstanding Series 18 preferred shares will be automatically converted on such Series 18 conversion date into an equal number of Series 19 preferred shares. With regulatory approval, Series 18 preferred shares may be redeemed by the Bank on April 26, 2013, and for Series 19 preferred shares, if applicable, on April 26, 2018 and every 5 years thereafter, respectively, at \$25.00 per share, together with declared and unpaid dividends. On all other dates beginning April 26, 2013, Series 19 preferred shares are redeemable at \$25.00 per share plus a redemption premium of \$0.50 per share.
- (h) Series 20 Non-cumulative 5-Year Rate Reset Preferred Shares, issued on June 10, 2008, are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.3125 per share for the initial five-year fixed rate period ending on October 25, 2013. The initial dividend, paid July 29, 2008, was \$0.1678 per share. Subsequent to the initial five-year fixed rate period, and resetting every five years thereafter, the dividends will be determined by the sum of the 5-year Government of Canada Yield plus 1.70%, multiplied by \$25.00. Holders of Series 20 preferred shares will have the option to convert shares into an equal number of Series 21 non-cumulative floating rate preferred shares on October 26, 2013, and on October 26 every five years thereafter. Series 21 preferred shares are entitled to receive floating rate non-cumulative preferential cash dividends, if and when declared in an amount per share equal to the sum of the T-Bill Rate plus 1.70%, multiplied by \$25.00. If the Bank determines that, after giving effect to any election notices received, there would be less than 1,000,000 Series 20 preferred shares issued and outstanding on the applicable Series 20 conversion date, all of the issued and outstanding Series 20 preferred shares will be automatically converted on such Series 20 conversion date into an equal number of Series 21 preferred shares. With regulatory approval, Series 20 preferred shares may be redeemed by the Bank on October 26, 2013, and for Series 21 preferred shares, if applicable, on October 26, 2018 and every 5 years thereafter,

respectively, at \$25.00 per share, together with declared and unpaid dividends. On all other dates beginning October 26, 2013, Series 21 preferred shares are redeemable at \$25.00 per share plus a redemption premium of \$0.50 per share.

- (i) Series 22 Non-cumulative 5-Year Rate Reset Preferred Shares, issued on September 9, 2008, are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.3125 per share for the initial five-year fixed rate period ending on January 25, 2014. The initial dividend, paid January 28, 2009, was \$0.4829 per share. Subsequent to the initial five-year fixed rate period, and resetting every five years thereafter, the dividends will be determined by the sum of the 5-year Government of Canada Yield plus 1.88%, multiplied by \$25.00. Holders of Series 22 preferred shares will have the option to convert shares into an equal number of Series 23 non-cumulative floating rate preferred shares on January 26, 2014, and on January 26 every five years thereafter. Series 23 preferred shares are entitled to receive floating rate non-cumulative preferential cash dividends, if and when declared in an amount per share equal to the sum of the T-Bill Rate plus 1.88%, multiplied by \$25.00. If the Bank determines that, after giving effect to any Election Notices received, there would be less than 1,000,000 Series 22 preferred shares issued and outstanding on the applicable Series 22 conversion date, all of the issued and outstanding Series 22 preferred shares will be automatically converted on such Series 22 conversion date into an equal number of Series 23 preferred shares. With regulatory approval, Series 22 preferred shares may be redeemed by the Bank on January 26, 2014, and for Series 23 preferred shares, if applicable, on January 26, 2019 and every 5 years thereafter, respectively, at \$25.00 per share, together with declared and unpaid dividends. On all other dates beginning January 26, 2014, Series 23 preferred shares are redeemable at \$25.00 per share plus a redemption premium of \$0.50 per share.
- (j) Series 24 Non-cumulative 5-Year Rate Reset Preferred Shares were issued on December 12, 2008, as part of the acquisition of an interest in CI Financial. Holders are entitled to receive non-cumulative preferential cash dividends, payable quarterly in an amount of \$0.3906 per share for the initial five-year fixed rate period ending on January 25, 2014. The initial dividend, paid April 28, 2009, was \$0.5865 per share. Subsequent to the initial five-year fixed rate period, and resetting every five years thereafter, the dividends will be determined by the sum of the 5-year Government of Canada Yield plus 3.84%, multiplied by \$25.00. Holders of Series 24 preferred shares have the option to convert shares into an equal number of Series 25 non-cumulative floating rate preferred shares on January 26, 2014, and on January 26 every five years thereafter. Series 25 preferred shares are entitled to receive floating rate non-cumulative preferential cash dividends, if and when declared, in an amount per share equal to the sum of the T-Bill Rate plus 3.84%, multiplied by \$25.00. If the Bank determines that, after giving effect to any election notices received, there would be less than 1,000,000 Series 24 preferred shares issued and outstanding on the applicable Series 24 conversion date, all of the issued and outstanding Series 24 preferred shares will automatically be converted on such Series 24 conversion date into an equal number of Series 25 preferred shares. With regulatory approval, Series 24 preferred shares may be redeemed by the Bank on January 26, 2014, and, if applicable, Series 25 preferred shares on January 26, 2019 and every five years thereafter for \$25.00 per share, together with declared and unpaid dividends. On all other dates beginning January 26, 2014, Series 25 preferred shares are redeemable at \$25.00 per share plus a redemption premium of \$0.50 per share.
- (k) Series 26 Non-cumulative 5-Year Rate Reset Preferred Shares, issued on January 21, 2009, are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.390625 per share for the initial five-year fixed rate period ending on April 25,

2014. The initial dividend, paid April 28, 2009, was \$0.41524 per share. Subsequent to the initial five-year fixed rate period, and resetting every five years thereafter, the dividends will be determined by the sum of the 5-year Government of Canada Yield plus 4.14%, multiplied by \$25.00. Holders of Series 26 preferred shares have the option to convert shares into an equal number of Series 27 non-cumulative floating rate preferred shares on April 26, 2014, and on April 26 every five years thereafter. Series 27 preferred shares are entitled to receive floating rate non-cumulative preferential cash dividends, if and when declared, in an amount per share equal to the sum of the T-Bill Rate plus 4.14%, multiplied by \$25.00. If the Bank determines that, after giving effect to any election notices received, there would be less than 1,000,000 Series 26 preferred shares issued and outstanding on the applicable Series 26 conversion date, all of the issued and outstanding Series 26 preferred shares will automatically be converted on such Series 26 conversion date into an equal number of Series 27 preferred shares. With regulatory approval, Series 26 preferred shares may be redeemed by the Bank on April 26, 2014, and for Series 27 preferred shares, if applicable, on April 26, 2019, respectively, at \$25.00 per share, together with declared but unpaid dividends, and every 5 years thereafter. On all other dates beginning April 26, 2014, Series 27 preferred shares are redeemable at \$25.00 per share plus a redemption premium of \$0.50 per share.

- (l) Series 28 Non-cumulative 5-Year Rate Reset Preferred Shares, issued on January 30, 2009, are entitled to non-cumulative preferential cash dividends payable quarterly in an amount of \$0.390625 per share for the initial five-year fixed rate period ending on April 25, 2014. The initial dividend, paid April 28, 2009, was \$0.37671 per share. Subsequent to the initial five-year fixed rate period, and resetting every five years thereafter, the dividends will be determined by the sum of the 5-year Government of Canada Yield plus 4.46%, multiplied by \$25.00. Holders of Series 28 preferred shares have the option to convert shares into an equal number of Series 29 non-cumulative floating rate preferred shares on April 26, 2014, and on April 26 every five years thereafter. Series 29 preferred shares are entitled to receive floating rate non-cumulative preferential cash dividends, if and when declared, in an amount per share equal to the sum of the T-Bill Rate plus 4.46%, multiplied by \$25.00. If the Bank determines that, after giving effect to any election notices received, there would be less than 1,000,000 Series 28 preferred

shares issued and outstanding on the applicable Series 28 conversion date, all of the issued and outstanding Series 28 preferred shares will automatically be converted on such Series 28 conversion date into an equal number of Series 29 preferred shares. With regulatory approval, Series 28 preferred shares may be redeemed by the Bank on April 26, 2014, and, for Series 29 preferred shares, if applicable, on April 26, 2019 and every five years thereafter, respectively, at \$25.00 per share, together with declared and unpaid dividends. On all other dates beginning April 26, 2014, Series 29 preferred shares are redeemable at \$25.00 per share plus a redemption premium of \$0.50 per share.

- (m) As at October 31, 2009, 16,996,830 common shares have been reserved for future issue under the terms of the Shareholder Dividend and Share Purchase Plan.
- (n) In May 2008, the Bank initiated a normal course issuer bid to purchase up to 20 million of the Bank's common shares. This represented approximately 2 per cent of the Bank's outstanding common shares. The bid expired on January 11, 2009. During the year ended October 31, 2009, no shares (2008 – 875,000; 2007 – 12 million shares) were purchased (2008 – \$45.61; 2007 – \$52.21).

Restrictions on dividend payments

Under the Bank Act, the Bank is prohibited from declaring any dividends on its common or preferred shares when the Bank is, or would be placed by such a declaration, in contravention of the capital adequacy, liquidity or any other regulatory directives issued under the Bank Act. In addition, common share dividends cannot be paid unless all dividends to which preferred shareholders are then entitled have been paid or sufficient funds have been set aside to do so.

In the event that applicable cash distributions on any of the Scotiabank Trust Securities [refer to Note 13 Capital instrument liabilities] are not paid on a regular distribution date, the Bank has undertaken not to declare dividends of any kind on its preferred or common shares. Similarly, should the Bank fail to declare regular dividends on any of its directly issued outstanding preferred or common shares, cash distributions will also not be made on any of the Scotiabank Trust Securities.

Currently, these limitations do not restrict the payment of dividends on preferred or common shares.

For each of the years presented, the Bank paid all of the non-cumulative preferred share dividends.

15 Capital management

The Bank has a capital management process in place to measure, deploy and monitor its available capital and assess its adequacy. This capital management process aims to achieve four major objectives: exceed regulatory thresholds and meet longer-term internal capital targets, maintain strong credit ratings, manage capital levels commensurate with the risk profile of the Bank and provide the Bank's shareholders with acceptable returns.

Capital is managed in accordance with the Board-approved Capital Management Policy. Senior executive management develop the capital strategy and oversee the capital management processes of the Bank. The Bank's Finance, Group Treasury and Global Risk Management (GRM) groups are key in implementing the Bank's capital strategy and managing capital. Capital is managed using both regulatory capital measures and internal metrics.

Although the Bank is subject to several capital regulations in the different business lines and countries in which the Bank operates, capital adequacy is managed on a consolidated Bank basis. The Bank also takes measures to ensure its subsidiaries meet or exceed local regulatory capital requirements. The primary regulator of its consolidated capital adequacy is the Office of the Superintendent of Financial Institutions Canada (OSFI). The capital adequacy regulations in Canada are largely consistent with international standards set by the Bank for International Settlements.

Effective November 1, 2007, regulatory capital ratios are determined in accordance with the revised capital framework, based on the International Convergence of Capital Measurement and Capital Standards: A Revised Framework, commonly known as Basel II.

Under this framework there are two main methods for computing credit risk: the standardized approach, which uses prescribed risk weights; and internal ratings-based approaches, which allow the use of a bank's internal models to calculate some, or all, of the key inputs into the regulatory capital calculation. Users of the Advanced Internal Ratings Based Approach (AIRB) are required to have sophisticated risk management systems for the calculations of credit risk regulatory capital. Once banks demonstrate full compliance with the AIRB requirements, and OSFI has approved its use, they may proceed to apply the AIRB approach in computing capital requirements.

The Bank uses AIRB for material Canadian, U.S. and European portfolios effective November 1, 2007. The Bank is targeting the remaining material credit portfolios for application of AIRB between fiscal years 2011 and 2013, and currently uses the standardized approach for these portfolios. The Bank uses both internal models and standardized approaches to calculate market risk capital, and the standardized approach to calculate the operational risk capital requirements.

The Bank's total regulatory capital is comprised of Tier 1 and Tier 2 capital as follows:

As at October 31 (\$ millions)

Shareholders' equity per Consolidated Balance Sheet

Components of accumulated other comprehensive income excluded from Tier 1 capital

Capital Instrument liabilities – trust securities

Non-controlling Interest in subsidiaries

Goodwill deduction

Other capital deductions⁽¹⁾

Tier 1 capital

Qualifying subordinated debentures, net of amortization

Trust subordinated notes

Other net capital items⁽²⁾

Tier 2 capital

Total regulatory capital

Total risk weighted assets

Capital ratios

Tier 1 capital ratio

Total capital ratio

Assets-to-capital multiple

	2009	2008
\$	24,772	\$ 21,642
	(117)	1,220
	3,400	2,750
	554	502
	(2,908)	(2,273)
	(2,051)	(578)
\$	23,650	\$ 23,263
	5,833	4,227
	1,000	1,000
	(1,895)	(643)
	4,938	4,584
\$	28,588	\$ 27,847
\$	221,656	\$ 250,591
	10.7%	9.3%
	12.9%	11.1%
	16.6x	18.0x

(1) Comprised of 50% of all investments in certain specified corporations and other items.

(2) Comprised of 50% of all investments in certain specified corporations and other items, 100% of investments in insurance entities, offset by eligible allowance for credit losses and net after-tax unrealized gain on available-for-sale equity securities.

The two primary regulatory capital ratios used to assess capital adequacy are Tier 1 and Total capital ratios, which are determined by dividing those capital components by risk-weighted assets. Risk-weighted assets represent the Bank's exposure to credit, market and operational risk and are computed by applying a combination of the Bank's internal credit risk parameters and OSFI prescribed risk weights to on- and off-balance sheet exposures.

The regulatory minimum ratios prescribed by OSFI are 7% for Tier 1 capital and 10% for Total capital. The Bank substantially exceeded these minimum ratio thresholds as at October 31, 2009. OSFI has also prescribed an asset-to-capital leverage multiple; the Bank was in compliance with this threshold as at October 31, 2009.

16 Accumulated other comprehensive income (loss)

The components of accumulated other comprehensive income (loss) as at October 31, 2009 and 2008, and other comprehensive income (loss) for the years then ended are as follows:

Accumulated other comprehensive income (loss)

As at and for the year ended October 31 (\$ millions)	2009				2008		
	Opening balance	Transition amount ⁽¹⁾	Net change	Ending balance	Opening balance	Net change	Ending balance
Unrealized foreign currency translation gains (losses), net of hedging activities	\$ (2,181)	\$ –	\$ (1,736)	\$ (3,917) ⁽²⁾	\$ (4,549)	\$ 2,368	\$ (2,181) ⁽²⁾
Unrealized gains (losses) on available-for-sale securities, net of hedging activities	(949)	595	894	540 ⁽³⁾	639	(1,588)	(949) ⁽³⁾
Gains (losses) on derivative instruments designated as cash flow hedges	(466)	–	43	(423) ⁽⁴⁾	53	(519)	(466) ⁽⁴⁾
Accumulated other comprehensive income (loss)	\$ (3,596)	\$ 595	\$ (799)	\$ (3,800)	\$ (3,857)	\$ 261	\$ (3,596)

(1) Refer to Note 1 for impact of new accounting policies adopted in 2009 related to classification and impairment of financial instruments.

(2) Net of cumulative income tax expense of \$646 (2008 – expense of \$318). As at October 31, 2009, non-derivative instruments designated as net investment hedges amounted to \$7,384 (2008 – \$7,630).

(3) Net of cumulative income tax expense of \$288 (2008 – benefit of \$371).

(4) Net of cumulative income tax benefit of \$174 (2008 – benefit of \$218). The reclassification from accumulated other comprehensive income to earnings over the next 12 months as a result of outstanding cash flow hedges is expected to be a net after tax loss of approximately \$211 (2008 – net after tax loss of \$204). As at October 31, 2009, the maximum length of cash flow hedges outstanding was less than 10 years (2008 – 10 years).

Other comprehensive income (loss)

The following table summarizes the changes in the components of other comprehensive income (loss).

For the year ended October 31 (\$ millions)	2009	2008	2007
Net change in unrealized foreign currency translation losses			
Net unrealized foreign currency translation gains (losses) ⁽¹⁾	\$ (2,410)	\$ 4,206	\$ (2,916)
Net gains (losses) on hedges of net investments in self-sustaining foreign operations ⁽²⁾	674	(1,838)	688
	(1,736)	2,368	(2,228)
Net change in unrealized gains (losses) on available-for-sale securities			
Net unrealized gains (losses) on available-for-sale securities ⁽³⁾	872	(1,447)	46
Reclassification of net (gains) losses to net income ⁽⁴⁾	22	(141)	(113)
	894	(1,588)	(67)
Net change in gains (losses) on derivative instruments designated as cash flow hedges			
Net gains (losses) on derivative instruments designated as cash flow hedges ⁽⁵⁾	(112)	179	(770)
Reclassification of net (gains) losses to net income ⁽⁶⁾	155	(698)	846
	43	(519)	76
Other comprehensive income (loss)	\$ (799)	\$ 261	\$ (2,219)

(1) Net of income tax expense of nil.

(2) Net of income tax expense of \$328 (2008 – benefit of \$109; 2007 – expense of \$427).

(3) Net of income tax expense of \$277 (2008 – benefit of \$657; 2007 – expense of \$20).

(4) Net of income tax benefit of \$59 (2008 – expense of \$52; 2007 – expense of \$64).

(5) Net of income tax benefit of \$23 (2008 – expense of \$79; 2007 – benefit of \$387).

(6) Net of income tax benefit of \$67 (2008 – expense of \$322; 2007 – benefit of \$425).

17 Stock-based compensation

(a) Stock option plans

Under the terms of the Employee Stock Option Plan, options to purchase common shares may be granted to selected employees at an exercise price not less than the closing price of the Bank's common shares on the Toronto Stock Exchange (TSX) on the day prior to the date of the grant. As well, for grants made beginning December 2005, the exercise price must not be less than the volume weighted average price on the TSX for the five trading days immediately preceding the grant date. Employee stock options granted after November 1, 2002, have Tandem Stock Appreciation Rights (Tandem SARs), which provide the employee the choice to either exercise the stock option for shares, or to exercise the Tandem SARs and thereby receive the intrinsic value of the stock option in cash. In addition, in fiscal 2003, Tandem SARs were retroactively attached to the fiscal 2002 employee stock options. All other terms and conditions relating to these 2002 stock options remained unchanged. These 2002 stock options were out of the money at the date of attachment. As a result, there was no impact on the Bank's stock-based compensation expense on the date of retroactive attachment of the Tandem SARs.

Options vest evenly over a four-year period and are exercisable no later than 10 years after the date of the grant. In the event that the expiry date falls within an insider trading blackout period, the expiry

date will be extended for 10 business days after the end of the blackout period. Outstanding options expire on dates ranging from March 3, 2010 to December 5, 2018. As approved by the shareholders, a total of 114 million common shares have been reserved for issuance under this plan of which 76.3 million common shares have been issued as a result of the exercise of options and 22.9 million common shares are committed under outstanding options, leaving 14.8 million common shares available for issuance as options.

In 2001, a Directors' Stock Option Plan was approved by the shareholders. A total of 800,000 common shares have been reserved for issuance to non-officer directors under this plan. As of November 1, 2002, director stock options are expensed using a fair-value-based method. Currently, 140,000 (2008 – 144,000; 2007 – 164,000) options are outstanding at a weighted average exercise price of \$23.00 (2008 – \$23.04; 2007 – \$23.09). In fiscal 2009, 4,000 of these options (2008 – 20,000; 2007 – 10,000) were exercised at a weighted average exercise price of \$24.40 (2008 – \$23.48; 2007 – \$24.51). These options expire between March 9, 2011 and December 6, 2012. Commencing in fiscal 2004, the Bank ceased granting stock options to these directors.

Details of the Bank's Employee Stock Option Plan are as follows:

	2009		2008		2007	
As at October 31	Number of stock options (000's)	Weighted average exercise price	Number of stock options (000's)	Weighted average exercise price	Number of stock options (000's)	Weighted average exercise price
Outstanding at beginning of year	22,979	\$ 31.32	27,721	\$ 26.81	31,839	\$ 23.87
Granted	4,427	33.89	2,217	52.56	2,094	52.01
Exercised	(3,647)	18.56	(6,384)	19.12	(5,475)	19.29
Forfeited/cancelled	(524)	32.16	(231)	37.24	(207)	28.54
Exercise of Tandem SARs	(346)	26.80	(344)	27.45	(530)	26.80
Outstanding at end of year ⁽¹⁾	22,889	\$ 33.90	22,979	\$ 31.32	27,721	\$ 26.81
Exercisable at end of year	15,404	\$ 30.40	17,855	\$ 25.98	22,629	\$ 22.62
Available for grant	14,808		18,366		20,008	

As at October 31, 2009	Options Outstanding			Options Exercisable	
	Number of stock options (000's)	Weighted average remaining contractual life (years)	Weighted average exercise price	Number of stock options (000's)	Weighted average exercise price
Range of exercise prices					
\$14.18 to \$21.03	3,802	1.06	\$ 19.76	3,802	\$ 19.76
\$24.40 to \$27.44	5,328	2.48	\$ 24.60	5,328	\$ 24.60
\$31.45 to \$39.00	7,751	7.12	\$ 34.49	3,348	\$ 35.27
\$45.93 to \$54.00	6,008	7.16	\$ 50.32	2,926	\$ 49.22
	22,889	5.04	\$ 33.90	15,404	\$ 30.40

(1) Included are 19,086,780 (2008 – 16,293,077; 2007 – 16,024,561) options with Tandem SAR features.

(b) Employee share ownership plans

Qualifying employees can generally contribute up to the lesser of a specified percentage of salary and a maximum dollar amount towards the purchase of common shares of the Bank or deposits with the Bank. In general, the Bank matches 50% of qualifying contributions which is expensed in salaries and employee benefits. During 2009, the Bank's contributions totalled \$30 million (2008 – \$28 million; 2007 – \$27 million). Contributions, which are used by the plan trustee to purchase common shares in the open market, do not result in a subsequent expense to the Bank from share price appreciation.

(c) Other stock-based compensation plans

All other stock-based compensation plans use notional units that are valued based on the Bank's common share price on the TSX. These units, with the exception of Stock Appreciation Rights (SARs), accumulate dividend equivalents in the form of additional units based on the dividends paid on the Bank's common shares. Fluctuations in the Bank's share price change the value of the units, which affects the Bank's stock-based compensation expense. As described below, the value of a portion of the Performance Share Unit notional units also varies based on Bank performance. Upon exercise or redemption, payments are made to the employees with a corresponding reduction in the accrued liability. In 2009, an aggregate expense of \$79 million (2008 – \$89 million expense; 2007 – \$133 million expense) was recorded in salaries and employee benefits in the Consolidated Statement of Income for changes in the amount of the Bank's liability for these units. This expense was net of gains arising from securities and derivatives used to manage the volatility of stock-based compensation of \$154 million (2008 – losses of \$328 million; 2007 – gains of \$99 million). Details of these plans are as follows:

Stock Appreciation Rights (SARs), including Tandem SARs

The SARs include Tandem SARs, as described above, as well as stand-alone SARs which are granted instead of stock options to selected employees in countries where local laws may restrict the Bank from issuing shares. SARs have vesting and exercise terms and conditions similar to the employee stock options. The cost of SARs is recognized on a graded vesting basis except where the employee is eligible to retire prior to the vesting date, in which case the cost is recognized between the grant date and the date the employee is eligible to retire. When a SAR is exercised, the Bank pays the appreciation amount in cash equal to the rise in the market price of the Bank's common shares since the grant date. During fiscal 2009, 4,938,692 SARs were granted (2008 – 2,445,768; 2007 – 2,336,394) and as at October 31, 2009, 23,467,755 SARs were outstanding (2008 – 21,122,574; 2007 – 21,810,096), of which 21,537,430 SARs were vested (2008 – 19,804,585; 2007 – 20,558,130).

Deferred Stock Unit Plan (DSU)

Under the DSU Plan, senior executives may elect to receive all or a portion of their cash bonus under the Management Incentive Plan (which is expensed for the year awarded in salaries and employee benefits in the Consolidated Statement of Income) in the form of deferred stock units which vest immediately. Units are redeemable, in cash, only when an executive ceases to be a Bank employee and must be redeemed by December 31 of the year following that event. As at October 31, 2009, there were 1,591,426 units outstanding (2008 – 1,595,619; 2007 – 1,571,110).

Directors' Deferred Stock Unit Plan (DDSU)

Under the DDSU Plan, non-officer directors of the Bank may elect to receive all or a portion of their fee for that fiscal year (which is expensed by the Bank in other expenses in the Consolidated Statement of Income) in the form of deferred stock units which vest immediately. Units are redeemable, in cash, only following resignation or retirement and must be redeemed by December 31 of the year following that event. As at October 31, 2009, there were 324,066 units outstanding (2008 – 258,115; 2007 – 216,335).

Restricted Share Unit Plan (RSU)

Under the RSU Plan, selected employees receive an award of restricted share units which vest at the end of three years, at which time the units are paid, in cash, to the employee. The stock-based compensation expense is recognized evenly over the vesting period except where the employee is eligible to retire prior to the vesting date, in which case the expense is recognized between the grant date and the date the employee is eligible to retire. As at October 31, 2009, there were 1,983,701 units (2008 – 1,794,695; 2007 – 1,770,405) awarded and outstanding of which 1,465,999 were vested.

Performance Share Unit Plan (PSU)

Eligible executives receive an award of performance share units that vest at the end of three years. A portion of the PSU awards are subject to performance criteria measured over a three-year period. The three-year performance measures include return on equity compared to target and total shareholder return relative to a comparator group selected prior to the granting of the award. The stock-based compensation expense is recognized evenly over the vesting period except where the employee is eligible to retire prior to the vesting date, in which case the expense is recognized between the grant date and the date the employee is eligible to retire. This expense varies based on performance compared to the performance measures. Upon vesting, the units are paid, in cash, to the employee. As at October 31, 2009, there were 4,062,895 units (2008 – 3,348,796; 2007 – 3,477,266) awarded and outstanding [including 2,345,134 (2008 – 1,305,913; 2007 – 1,155,145) subject to performance criteria] of which 3,024,518 were vested.

Scotia Capital Deferred Payment Plan

Under the Scotia Capital Incentive Plan, a portion of the bonus awarded to certain employees (which is accrued and expensed in the year to which it relates) is allocated in the form of DPP units, with the remainder paid out in cash. These units are subsequently paid, in cash, to qualifying employees over each of the following three years. Other eligible employees may be allocated PSUs or stock options/SARs (which are expensed as described above) instead of DPP units.

Changes in the value of the units, which arise from fluctuations in the market price of the Bank's common shares, are expensed in the same manner as the Bank's other stock-based compensation plans in salaries and employee benefits expense in the Consolidated Statement of Income.

18 Corporate income taxes

Corporate income taxes recorded in the Bank's consolidated financial statements for the years ended October 31 are as follows:

(a) Components of income tax provision

For the year ended October 31 (\$ millions)

Provision for income taxes in the Consolidated Statement of Income:

Current income taxes:

Domestic:
Federal
Provincial
Foreign

	2009	2008	2007
	\$ (155)	\$ 160	\$ 283
	91	210	236
	1,035	688	650
	971	1,058	1,169

Future income taxes:

Domestic:
Federal
Provincial
Foreign

	85	(311)	(134)
	37	(203)	(55)
	40	147	83
	162	(367)	(106)

Total provision for income taxes in the Consolidated Statement of Income

	\$ 1,133	\$ 691	\$ 1,063
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Provision for income taxes in the Consolidated Statement of Changes in Shareholders' Equity:

Reported in Other Comprehensive Income
Cumulative effect of adopting new accounting policy
Share issuance costs

	708	(1,062)	421
	323	—	338
	(6)	(10)	(9)

Total provision for income taxes in the Consolidated Statement of Changes in Shareholders' Equity

	1,025	(1,072)	750
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Total provision for (recovery) of income taxes

	\$ 2,158	\$ (381)	\$ 1,813
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(b) Reconciliation to statutory rate

Income taxes in the Consolidated Statement of Income vary from the amounts that would be computed by applying the composite federal and provincial statutory income tax rate for the following reasons:

	2009		2008		2007	
	Amount	Percent of pre-tax income	Amount	Percent of pre-tax income	Amount	Percent of pre-tax income
For the year ended October 31 (\$ millions)						
Income taxes at statutory rate	\$ 1,516	31.6%	\$ 1,289	32.6%	\$ 1,815	34.7%
Increase (decrease) in income taxes resulting from:						
Lower average tax rate applicable to subsidiaries and foreign branches	(325)	(6.8)	(370)	(9.4)	(467)	(8.9)
Tax-exempt income from securities	(168)	(3.5)	(278)	(7.0)	(313)	(6.0)
Future income tax effect of substantively enacted tax rate changes	120	2.5	61	1.5	41	0.8
Other, net	(10)	(0.2)	(11)	(0.2)	(13)	(0.3)
Total income taxes and effective tax rate	\$ 1,133	23.6%	\$ 691	17.5%	\$ 1,063	20.3%

(c) Future income taxes

The tax-effected temporary differences which result in future income tax assets and (liabilities) are as follows:

As at October 31 (\$ millions)

	2009	2008
Loss carryforwards ⁽¹⁾	\$ 1,323	\$ 1,053
Allowance for credit losses ⁽²⁾	973	912
Deferred compensation	266	220
Deferred income	218	171
Loss on disposal of subsidiary operations	77	79
Premises and equipment	(115)	(114)
Pension fund	(313)	(277)
Securities	(493)	241
Other	304	251
Net future income taxes ⁽³⁾	\$ 2,240	\$ 2,536

- (1) Includes a gross future tax asset of \$376 as at October 31, 2009 (2008 – \$196) relating to subsidiaries' unused income tax losses. This future tax asset has been reduced by a valuation allowance of \$3 (2008 – \$10), resulting in a net future tax asset of \$373 (2008 – \$186).
- (2) As at October 31, 2009, the future income tax asset related to the allowance for credit losses has been reduced by a valuation allowance of \$313 (2008 – \$241) relating to a subsidiary's unused tax deductions arising from previous years' allowance for credit losses.
- (3) Net future income taxes of \$2,240 (2008 – \$2,536) are represented by future income tax assets of \$2,577 (2008 – \$2,800), net of future income tax liabilities of \$337 (2008 – \$264).

Earnings of certain international subsidiaries are subject to tax only upon their repatriation to Canada. As repatriation is not currently planned in the foreseeable future, the Bank has not recognized a future income tax

liability. If all international subsidiaries' unremitted earnings were repatriated, taxes that would be payable as at October 31, 2009, are estimated to be \$820 million (October 31, 2008 – \$788 million).

19 Employee future benefits

The Bank sponsors a number of employee future benefit plans, including pensions and other post-retirement benefits, post-employment benefits and compensated absences for most of its employees globally.

The following tables present financial information related to the Bank's principal plans. The principal plans include pension and other benefit plans in Canada, the U.S., Mexico, Jamaica and the U.K.⁽¹⁾

For the year ended October 31 (\$ millions)	Pension plans			Other benefit plans		
	2009	2008	2007	2009	2008	2007
Change in benefit obligation						
Benefit obligation at beginning of year	\$ 4,414	\$ 4,618	\$ 4,588	\$ 1,040	\$ 1,047	\$ 1,075
Cost of benefits earned in the year	124	133	128	39	40	36
Interest cost on benefit obligation	298	274	264	71	66	62
Employee contributions	13	11	11	—	—	—
Benefits paid	(278)	(271)	(235)	(53)	(50)	(49)
Actuarial loss (gain)	(47)	(441)	5	(21)	(92)	(1)
Non-routine events ⁽²⁾	(61)	24	(50)	—	(4)	(29)
Foreign exchange	(96)	66	(93)	(38)	33	(47)
Benefit obligation at end of year ⁽⁴⁾	\$ 4,367	\$ 4,414	\$ 4,618	\$ 1,038	\$ 1,040	\$ 1,047
Change in fair value of assets						
Fair value of assets at beginning of year	\$ 5,537	\$ 5,733	\$ 5,390	\$ 256	\$ 237	\$ 221
Actual return on assets	(348)	(105)	601	4	3	30
Employer contributions	141	62	186	60	56	62
Employee contributions	13	11	11	—	—	—
Benefits paid	(278)	(271)	(235)	(53)	(50)	(49)
Non-routine events ⁽²⁾	(90)	—	(73)	—	—	(5)
Foreign exchange	(145)	107	(147)	(22)	10	(22)
Fair value of assets at end of year ⁽³⁾⁽⁴⁾	\$ 4,830	\$ 5,537	\$ 5,733	\$ 245	\$ 256	\$ 237
Funded status						
Excess (deficit) of fair value of assets over benefit obligation at end of year ⁽⁴⁾	\$ 463	\$ 1,123	\$ 1,115	\$ (793)	\$ (784)	\$ (810)
Unrecognized net actuarial loss	1,003	318	274	168	186	271
Unrecognized past service costs	96	112	96	(4)	(6)	(4)
Unrecognized transitional obligation (asset)	(216)	(276)	(308)	141	161	178
Valuation allowance	(129)	(179)	(169)	—	—	—
Employer contributions after measurement date	20	7	36	11	11	10
Net prepaid (accrued) benefit expense at end of year	\$ 1,237	\$ 1,105	\$ 1,044	\$ (477)	\$ (432)	\$ (355)
Recorded in:						
Other assets in the Bank's Consolidated Balance Sheet	\$ 1,463	\$ 1,320	\$ 1,243	\$ 23	\$ 17	\$ 13
Other liabilities in the Bank's Consolidated Balance Sheet	(226)	(215)	(199)	(500)	(449)	(368)
Net prepaid (accrued) benefit expense at end of year	\$ 1,237	\$ 1,105	\$ 1,044	\$ (477)	\$ (432)	\$ (355)
Annual benefit expense						
Cost of benefits earned in the year	\$ 124	\$ 133	\$ 128	\$ 39	\$ 40	\$ 36
Interest cost on benefit obligation	298	274	264	71	66	62
Actual return on assets	348	105	(601)	(4)	(3)	(30)
Actuarial loss (gain) on benefit obligation	(47)	(441)	5	(21)	(92)	(1)
Amount of curtailment (gain) loss recognized	—	(1)	3	—	—	(8)
Amount of settlement (gain) loss recognized	12	—	32	—	—	(1)
Special termination benefits ⁽²⁾	31	—	—	—	—	—
Non-routine events ⁽²⁾	—	24	24	—	(4)	(11)
Elements of employee future benefit costs (income) before adjustments to recognize the long-term nature of employee future benefit costs	766	94	(145)	85	7	47
Adjustments to recognize the long-term nature of employee future benefit costs:						
Difference between expected return and actual return on plan assets	(753)	(501)	227	(17)	(15)	15
Difference between net actuarial loss (gain) recognized and actual actuarial loss (gain) on benefit obligation	49	444	13	28	104	15
Difference between amortization of non-routine events and actual non-routine events	10	(13)	(15)	—	4	11
Amortization to recognize transitional obligation (asset)	(39)	(39)	(42)	18	18	21
	(733)	(109)	183	29	111	62
Change in valuation allowance provided against prepaid benefit expense	(50)	10	(26)	—	—	—
Benefit expense (income) recognized, excluding defined contribution benefit expense	(17)	(5)	12	114	118	109
Defined contribution benefit expense recognized	5	6	5	—	—	—
Total benefit expense recognized	\$ (12)	\$ 1	\$ 17	\$ 114	\$ 118	\$ 109

(1) Other plans operated by certain subsidiaries of the Bank are not considered material and are not included in these disclosures.

(2) Non-routine events include plan amendments, acquisitions, divestitures, transfers, etc. The special termination benefits are also considered a non-routine event associated with additional benefits paid upon the termination of a pension plan.

(3) The fair value of pension plan assets invested in securities of the Bank totalled \$426 (2008 – \$511; 2007 – \$565).

(4) The Bank uses a measurement date of July 31 or August 31, depending on the employee future benefits plan.

Included in the benefit obligation and fair value of assets are the following amounts in respect of plans that are not fully funded:

For the year ended October 31 (\$ millions)	Pension plans			Other benefit plans		
	2009	2008	2007	2009	2008	2007
Benefit obligation ⁽¹⁾	\$ 774	\$ 659	\$ 613	\$ 890	\$ 1,040	\$ 1,047
Fair value of assets	446	354	326	96	256	237
Deficit of fair value of assets over benefit obligation	\$ (328)	\$ (305)	\$ (287)	\$ (794)	\$ (784)	\$ (810)

(1) Includes the benefit obligation of \$258 at the end of 2009 (2008 – \$264; 2007 – \$281) related to supplemental unfunded pension arrangements.

Key weighted-average assumptions (%)⁽¹⁾

The key weighted-average assumptions used by the Bank for the measurement of the benefit obligation and benefit expense are summarized as follows:

For the year ended October 31	Pension plans			Other benefit plans		
	2009	2008	2007	2009	2008	2007
To determine benefit obligation at end of year						
Discount rate	7.05%	6.70%	5.85%	6.90%	6.90%	6.10%
Rate of increase in future compensation ⁽²⁾	3.90%	3.90%	3.75%	1.30%	1.50%	1.40%
To determine benefit expense (income) for the year						
Discount rate	6.70%	5.85%	5.75%	6.90%	6.10%	6.00%
Assumed long-term rate of return on assets	7.25%	7.25%	7.25%	8.70%	7.40%	7.10%
Rate of increase in future compensation ⁽²⁾	3.90%	3.75%	3.50%	1.50%	1.40%	1.35%
Health care cost trend rates at end of year						
Initial rate	n/a	n/a	n/a	7.00%	7.20%	7.40%
Ultimate rate	n/a	n/a	n/a	4.70%	5.00%	4.70%
Year ultimate rate reached	n/a	n/a	n/a	2029	2018	2014

- (1) Includes international plans which generally have higher rates than Canadian plans. The discount rate used to determine the 2009 benefit expense for all Canadian pension and other benefit plans was 6.4% (2008 – 5.6%; 2007 – 5.5%). The discount rate used for the 2009 end of year benefit obligation was 6.8% for all Canadian pension and other benefit plans (2008 – 6.4%; 2007 – 5.6%) and the assumed long-term rate of return on assets for all Canadian pension plans was 7.0% (2008 – 7.25%; 2007 – 7.25%).
- (2) The weighted-average rates of increase in future compensation shown for other benefit plans do not include Canadian flexible post-retirement benefits plans established in fiscal 2005, as they are not impacted by future compensation increases.

Sensitivity analysis

For the year ended October 31, 2009 (\$ millions)	Pension plans		Other benefit plans	
	Benefit obligation	Benefit expense	Benefit obligation	Benefit expense
Impact of 1% decrease in discount rate	\$ 636	\$ 50	\$ 153	\$ 13
Impact of 1% decrease in assumed long-term rate of return on assets	n/a	51	n/a	2
Impact of 0.25% increase in rate of increase in future compensation	41	7	1	–
Impact of 1% increase in health care cost trend rate	n/a	n/a	121	20
Impact of 1% decrease in health care cost trend rate	n/a	n/a	(99)	(16)

Assets

The Bank's principal pension plans' assets are generally invested with the long-term objective of maximizing overall expected returns, at an acceptable level of risk. A key factor in managing long-term investment risk is asset mix. Investing the pension assets in different asset classes and geographic regions helps to spread risk and to minimize the impact of declines in any single asset class, particular region or type of investment. Within each asset class, investment management firms are hired and assigned specific mandates. To enhance diversification, several investment managers – including related-party managers – are typically used for each asset class.

Pension plan asset mix guidelines are set for the long term, and are documented in each plan's investment policy. Legislation places certain restrictions on asset mix – for example, there are usually limits on concentration in any one investment. Other concentration and quality

limits are also set forth in the investment policies. The use of derivatives is generally prohibited without specific authorization; currently, the main use of derivatives is to hedge currency fluctuations associated with US equity holdings in the Canadian pension funds. Asset mix guidelines are reviewed at least once each year, and adjusted, where appropriate, based on market conditions and opportunities; however, large asset class shifts are rare, and typically reflect a change in the pension plan's situation (e.g. a plan termination). Actual asset mix is reviewed regularly, and rebalancing – as needed – back to the target asset mix is considered, generally, twice each year.

The Bank's other benefit plans are generally not funded; the relatively small assets for these other benefit plans are mostly related to programs in Mexico.

The Bank's principal plans' weighted-average actual and target asset allocations at the measurement date, by asset category, are as follows:

Asset category %	Pension plans				Other benefit plans			
	Target 2009	Actual 2009	Actual 2008	Actual 2007	Target 2009	Actual 2009	Actual 2008	Actual 2007
Equity investments	64%	63%	64%	65%	37%	36%	35%	24%
Fixed income investments	35%	34%	35%	34%	63%	64%	65%	76%
Other	1%	3%	1%	1%	–	–	–	–
Total	100%	100%	100%	100%	100%	100%	100%	100%

Actuarial valuations

Actuarial valuations for the Bank's principal pension plans are generally required every three years. The most recent actuarial valuation of the Bank's main pension plan was conducted as of November 1, 2008, and the date of the next required valuation is November 1, 2011 (this plan accounts for 71% of principal pension plans' benefit obligation and 74% of principal pension plans' fair value of assets). Actuarial valuations for the Bank's principal other benefit plans are generally carried out every two to three years, with the most recent valuation completed as of July 31, 2008 for the other post-retirement benefits and July 31, 2009 for post-employment benefits. The next actuarial valuations are currently scheduled in fiscal year 2011 for post-retirement benefits and fiscal year 2012 for post-employment benefits.

20 Earnings per common share

For the year ended October 31 (\$ millions)

Basic earnings per common share

Net income

Preferred dividends paid

Net income available to common shareholders

Average number of common shares outstanding (millions)

Basic earnings per common share⁽¹⁾

Diluted earnings per common share

Net income available to common shareholders

Average number of common shares outstanding (millions)

Stock options potentially exercisable (millions)⁽²⁾

Average number of diluted common shares outstanding (millions)⁽³⁾

Diluted earnings per common share⁽¹⁾

	2009	2008	2007
Net income	\$ 3,547	\$ 3,140	\$ 4,045
Preferred dividends paid	186	107	51
Net income available to common shareholders	\$ 3,361	\$ 3,033	\$ 3,994
Average number of common shares outstanding (millions)	1,013	987	989
Basic earnings per common share ⁽¹⁾	\$ 3.32	\$ 3.07	\$ 4.04
Net income available to common shareholders	\$ 3,361	\$ 3,033	\$ 3,994
Average number of common shares outstanding (millions)	1,013	987	989
Stock options potentially exercisable (millions) ⁽²⁾	3	6	8
Average number of diluted common shares outstanding (millions) ⁽³⁾	1,016	993	997
Diluted earnings per common share ⁽¹⁾	\$ 3.31	\$ 3.05	\$ 4.01

(1) Earnings per share calculations are based on full dollar and share amounts.

(2) Reflects the potential dilutive effect of stock options granted under the Bank's Stock Option Plans as determined under the treasury stock method.

Excludes options with Tandem SAR features as these options are expensed and recorded as liabilities. All other stock options are included in the computation.

(3) Certain convertible instruments have not been included in the calculation since the Bank has the right to redeem them for cash prior to conversion date.

21 Related party transactions

In the ordinary course of business, the Bank provides normal banking services and enters into transactions with its associated and other related corporations on terms similar to those offered to non-related parties.

In Canada, loans are currently granted to directors, officers and employees at market terms and conditions. In some of the Bank's foreign subsidiaries and branches, in accordance with local practices and laws, loans may be made available to officers and employees of those foreign units at reduced rates or on preferred terms. Effective March 1, 2001, the Bank discontinued the practice of granting loans to officers

Cash payments and contributions

In fiscal year 2009, the Bank made cash payments of \$154 million (2008 – \$33 million; 2007 – \$216 million) to fund the principal defined benefit pension plans, including the payment of benefits to beneficiaries under the unfunded pension arrangements. The Bank also made cash payments of \$60 million (2008 – \$57 million; 2007 – \$62 million) during the year to the principal other benefit plans, primarily in respect of benefit payments to beneficiaries under these plans. The Bank also made cash payments of \$5 million (2008 – \$6 million; 2007 – \$5 million) to the principal defined contribution pension plans.

and employees in Canada at reduced rates. Any of these loans granted prior to March 1, 2001, are grandfathered until maturity.

Directors can use some or all of their director fees earned to buy common shares of the Bank at market rates through the Directors' Share Purchase Plan.

Non-officer directors may elect to receive all or a portion of their fees in the form of deferred stock units which vest immediately. Commencing in fiscal 2004, the Bank no longer grants stock options to non-officer directors. Refer to Note 17 – Stock-based compensation for further details of these plans.

22 Segmented results of operations

Scotiabank is a diversified financial services institution that provides a wide range of financial products and services to retail, commercial and corporate customers around the world. The Bank is organized into three main operating segments: Canadian Banking (formerly known as Domestic Banking), International Banking, and Scotia Capital.

Canadian Banking provides a comprehensive array of retail and commercial banking services through branch and electronic delivery channels, to individuals and small to medium-sized businesses in Canada. The retail services include consumer and mortgage lending, credit and debit card services, savings, chequing and retirement products, personal trust services, retail brokerage, mutual funds and transaction services. In addition to credit, commercial clients are provided with deposit and cash management services.

International Banking provides retail and commercial banking services through branches, subsidiaries and foreign affiliates. The products,

services and channels offered are generally the same as those in Canadian Banking.

Scotia Capital is an integrated corporate and investment bank which services the credit, capital market and risk management needs of the Bank's global relationships with large corporations, financial institutions and governments. The services provided include credit and related products, debt and equity underwriting, foreign exchange, derivative products, precious metals products and financial advisory services. Also, it conducts trading activities for its own account and provides short-term Canadian dollar funding for the Bank.

The Other category represents smaller operating segments, including Group Treasury and other corporate items, which are not allocated to an operating segment.

The results of these business segments are based upon the internal financial reporting systems of the Bank. The accounting policies used in

these segments are generally consistent with those followed in the preparation of the consolidated financial statements as disclosed in Note 1. The only notable accounting measurement difference is the grossing up of tax-exempt net interest income to an equivalent before-tax basis for those affected segments. This change in measurement enables comparison of net interest income arising from taxable and tax-exempt sources.

Because of the complexity of the Bank, various estimates and allocation methodologies are used in the preparation of the business segment financial information. The assets and liabilities are transfer-priced at wholesale market rates, and corporate expenses are allocated to each

segment based on utilization. As well, capital is apportioned to the business segments on a risk-based methodology. Transactions between segments are recorded within segment results as if conducted with a third party and are eliminated on consolidation.

Historically, assets and liabilities are transfer-priced at short-term wholesale market rates. Commencing November 1, 2008, the Bank refined its transfer pricing to include a liquidity premium charge in the cost of funds allocated to the business segments. The net impact of this change was to reduce the net interest income of the three major segments and reduce the net interest expense of the Other segment.

For the year ended October 31, 2009 (\$ millions)

	Canadian Banking	International Banking	Scotia Capital	Other ⁽¹⁾	Total
Taxable equivalent basis					
Net interest income ⁽²⁾	\$ 4,785	\$ 3,773	\$ 1,427	\$ (1,657)	\$ 8,328
Provision for credit losses	702	577	338	127	1,744
Other income	2,279	1,480	2,138	232	6,129
Net interest and other income	6,362	4,676	3,227	(1,552)	12,713
Depreciation and amortization	168	127	32	3	330
Other non-interest expenses	3,589	2,833	1,040	127	7,589
Income before the undernoted:	2,605	1,716	2,155	(1,682)	4,794
Provision for income taxes	754	287	704	(612)	1,133
Non-controlling interest in net income of subsidiaries	—	114	—	—	114
Net income	\$ 1,851	\$ 1,315	\$ 1,451	\$ (1,070)	\$ 3,547
Preferred dividends paid					186
Net income available to common shareholders⁽³⁾					\$ 3,361
Total average assets (\$ billions)	\$ 192	\$ 90	\$ 183	\$ 48	\$ 513

For the year ended October 31, 2008 (\$ millions)

	Canadian Banking	International Banking	Scotia Capital	Other ⁽¹⁾	Total
Taxable equivalent basis					
Net interest income	\$ 4,324	\$ 3,315	\$ 1,120	\$ (1,185)	\$ 7,574
Provision for credit losses	399	236	(5)	—	630
Other income	2,174	1,282	707	139	4,302
Net interest and other income	6,099	4,361	1,832	(1,046)	11,246
Depreciation and amortization	159	104	25	3	291
Other non-interest expenses	3,473	2,530	912	90	7,005
Income before the undernoted:	2,467	1,727	895	(1,139)	3,950
Provision for income taxes	743	422	108	(582)	691
Non-controlling interest in net income of subsidiaries	—	119	—	—	119
Net income	\$ 1,724	\$ 1,186	\$ 787	\$ (557)	\$ 3,140
Preferred dividends paid					107
Net income available to common shareholders⁽³⁾					\$ 3,033
Total average assets (\$ billions)	\$ 175	\$ 79	\$ 164	\$ 37	\$ 455

For the year ended October 31, 2007 (\$ millions)

	Canadian Banking	International Banking	Scotia Capital	Other ⁽¹⁾	Total
Taxable equivalent basis					
Net interest income	\$ 3,855	\$ 2,762	\$ 1,160	\$ (679)	\$ 7,098
Provision for credit losses	295	101	(101)	(25)	270
Other income	2,248	1,227	1,290	627	5,392
Net interest and other income	5,808	3,888	2,551	(27)	12,220
Depreciation and amortization	158	84	23	2	267
Other non-interest expenses	3,401	2,195	990	141	6,727
Income before the undernoted:	2,249	1,609	1,538	(170)	5,226
Provision for income taxes	685	241	413	(276)	1,063
Non-controlling interest in net income of subsidiaries	—	118	—	—	118
Net income	\$ 1,564	\$ 1,250	\$ 1,125	\$ 106	\$ 4,045
Preferred dividends paid					51
Net income available to common shareholders⁽³⁾					\$ 3,994
Total average assets (\$ billions)	\$ 154	\$ 66	\$ 152	\$ 31	\$ 403

(1) Includes revenues from all other smaller operating segments of (\$638) in 2009 (2008 – (\$224); 2007 – \$594), and net income/(loss) of (\$467) in 2009 (2008 – (\$200); 2007 – \$316). As well, includes corporate adjustments such as the elimination of the tax-exempt income gross-up reported in net interest income and provision for income taxes of \$288 in 2009 (2008 – \$416; 2007 – \$531), changes in the general allowance, differences in the actual amount of costs incurred and charged to the operating segments, and the impact of securitizations.

(2) Commencing November 1, 2008, the impact of including a liquidity premium charge in the cost of funds allocated to the business segments was a reduction in the net interest income of the three major segments of \$331, which was offset by a reduction in the net interest expense of the Other segment. Prior periods have not been restated.

(3) Commencing in 2008, the reporting of segment profitability has been changed from net income available to common shareholders to net income. Prior periods have been restated.

Geographical segmentation⁽¹⁾

The following table summarizes the Bank's financial results by geographic region. Revenues and expenses which have not been allocated back to specific operating business lines are reflected in corporate adjustments.

For the year ended October 31, 2009 (\$ millions)	Canada	United States	Mexico	Other International	Total
Net interest income	\$ 4,552	\$ 641	\$ 821	\$ 3,331	\$ 9,345
Provision for credit losses	744	296	185	392	1,617
Other income	3,211	452	424	1,525	5,612
Non-interest expenses	4,529	255	791	2,317	7,892
Provision for income taxes	513	222	69	380	1,184
Non-controlling interest in net income of subsidiaries	—	—	6	108	114
	\$ 1,977	\$ 320	\$ 194	\$ 1,659	\$ 4,150
Preferred dividends paid					174
Corporate adjustments					(615)
Net income available to common shareholders					\$ 3,361
Total average assets (\$ billions)	\$ 335	\$ 44	\$ 19	\$ 109	\$ 507
Corporate adjustments					6
Total average assets, including corporate adjustments					\$ 513

For the year ended October 31, 2008 (\$ millions)	Canada	United States	Mexico	Other International	Total
Net interest income	\$ 4,471	\$ 236	\$ 903	\$ 2,627	\$ 8,237
Provision for credit losses	388	16	141	85	630
Other income	2,614	(202)	478	1,137	4,027
Non-interest expenses	4,315	200	793	1,982	7,290
Provision for income taxes	344	(98)	122	369	737
Non-controlling interest in net income of subsidiaries	—	—	9	110	119
	\$ 2,038	\$ (84)	\$ 316	\$ 1,218	\$ 3,488
Preferred dividends paid					97
Corporate adjustments					(358)
Net income available to common shareholders					\$ 3,033
Total average assets (\$ billions)	\$ 293	\$ 30	\$ 20	\$ 102	\$ 445
Corporate adjustments					10
Total average assets, including corporate adjustments					\$ 455

For the year ended October 31, 2007 (\$ millions)	Canada	United States	Mexico	Other International	Total
Net interest income	\$ 4,294	\$ 152	\$ 887	\$ 2,012	\$ 7,345
Provision for credit losses	295	(91)	68	23	295
Other income	3,084	698	478	930	5,190
Non-interest expenses	4,285	224	723	1,712	6,944
Provision for income taxes	474	215	51	225	965
Non-controlling interest in net income of subsidiaries	—	—	12	106	118
	\$ 2,324	\$ 502	\$ 511	\$ 876	\$ 4,213
Preferred dividends paid					46
Corporate adjustments					(173)
Net income available to common shareholders					\$ 3,994
Total average assets (\$ billions)	\$ 265	\$ 29	\$ 21	\$ 81	\$ 396
Corporate adjustments					7
Total average assets, including corporate adjustments					\$ 403

(1) Revenues are attributed to countries based on where services are performed or assets are recorded.

23 Guarantees, commitments and contingent liabilities

(a) Guarantees

A guarantee is a contract that contingently requires the guarantor to make payments to a third party based on (i) changes in an underlying interest rate, foreign exchange rate, index or other variable, including the occurrence or non-occurrence of an event, that is related to an asset, liability or equity security held by the guaranteed party, (ii) an indemnification provided to the third party with the characteristics listed above, (iii) another entity's failure to perform under an obligating agreement, or (iv) another entity's failure to perform in relation to its indebtedness. The various guarantees and indemnifications that the Bank provides to its customers and other third parties are presented below.

As at October 31 (\$ millions)	2009	2008
	Maximum potential amount of future payments ⁽¹⁾	Maximum potential amount of future payments ⁽¹⁾
Standby letters of credit and letters of guarantee	\$ 21,904	\$ 27,808
Liquidity facilities	9,797	18,311
Derivative instruments	1,465	1,738
Securitizations	170	170
Indemnifications	552	565

(1) The maximum potential amount of future payments represents those guarantees that can be quantified and excludes other guarantees that cannot be quantified. As many of these guarantees will not be drawn upon and the maximum potential amount of future payments listed above does not consider the possibility of recovery under recourse or collateral provisions, the above amounts are not indicative of future cash requirements, credit risk, or the Bank's expected losses from these arrangements.

(i) Standby letters of credit and letters of guarantee

Standby letters of credit and letters of guarantee are issued at the request of a Bank customer in order to secure the customer's payment or performance obligations to a third party. These guarantees represent an irrevocable obligation of the Bank to pay the third-party beneficiary upon presentation of the guarantee and satisfaction of the documentary requirements stipulated therein, without investigation as to the validity of the beneficiary's claim against the customer. Generally, the term of these guarantees does not exceed four years. The types and amounts of collateral security held by the Bank for these guarantees is generally the same as for loans. As at October 31, 2009, \$5 million (2008 – \$8 million) was included in other liabilities in the Consolidated Balance Sheet with respect to these guarantees.

(ii) Liquidity facilities

The Bank provides backstop liquidity facilities to asset-backed commercial paper conduits, administered by the Bank and by third parties. These facilities provide an alternative source of financing, in the event market disruption prevents the conduit from issuing commercial paper or, in some cases, when certain specified conditions or performance measures are not met. Generally, these facilities have a term of up to one year. Of the \$9,797 million (2008 – \$18,311 million) in backstop liquidity facilities provided to asset-backed commercial paper conduits, 95% (2008 – 93%) is committed liquidity for the Bank's sponsored conduits.

The Bank provides partial credit enhancements in the form of financial standby letters of credit to commercial paper conduits, administered by the Bank. As at October 31, 2009, these credit enhancements amounted to \$760 million (2008 – \$1,269 million) and are considered as liquidity facilities in the above table. The credit enhancements are provided to ensure a high investment grade credit rating is achieved for notes issued by the conduits. Generally, these facilities have a term of up to one year. No amounts have been recorded in the Consolidated Balance Sheet with respect to these facilities.

(iii) Derivative instruments

The Bank enters into written credit derivative contracts under which a counterparty is compensated for losses on a specified referenced asset, typically a loan or bond, if a default or other defined triggering event occurs. The Bank also enters into written option contracts under which a counterparty is granted the right, but not the obligation, to sell a specified quantity of a financial instrument at a pre-determined price on or before a set date. These written option contracts are normally referenced to interest rates, foreign exchange rates or equity prices. Typically, a corporate or government entity is the counterparty to the written credit derivative and option contracts that meet the characteristics

of guarantees described above. The maximum potential amount of future payments disclosed in the table above relates to written credit derivatives, puts and floors. However, these amounts exclude certain derivatives contracts, such as written caps, as the nature of these contracts prevents quantification of the maximum potential amount of future payments. As at October 31, 2009, \$103 million (2008 – \$405 million) was included in derivative instrument liabilities in the Consolidated Balance Sheet with respect to these derivative instruments.

(iv) Securitizations

The Bank's revolving securitization agreements may require payments to be made to the trusts under certain limited circumstances. These guarantees will be outstanding for the remaining term to maturity of the trusts' securitization notes, which is on average four months. These payments are contingent on failure to maintain a minimum pool size due to the occurrence of certain limited predefined events.

(v) Indemnifications

In the ordinary course of business, the Bank enters into many contracts which contain indemnification provisions, such as purchase contracts, service agreements, trademark licensing agreements, escrow arrangements, sales of assets or businesses, outsourcing agreements, leasing arrangements, clearing system arrangements, securities lending agency agreements and structured transactions. In such contracts, the Bank may indemnify counterparties to the contracts for certain aspects of the Bank's past conduct if other parties fail to perform, or if certain events occur, such as changes in laws and regulations (including tax legislation), changes in financial condition of third parties, infringements and breaches of representations and warranties, undisclosed liabilities, and loss caused by the actions of third parties, or as a result of litigation claims by third parties. These indemnification provisions will vary based upon the contract. In certain types of arrangements, the Bank may in turn obtain indemnifications from other parties to the arrangement or may have access to collateral under recourse provisions. In many cases, there are no pre-determined amounts or limits included in these indemnification provisions and the occurrence of contingent events that will trigger payment under them is difficult to predict. Therefore, the Bank cannot estimate in all cases the maximum potential future amount that may be payable, nor the amount of collateral or assets available under recourse provisions that would mitigate any such payments. Historically, the Bank has not made any significant payments under these indemnities. As at October 31, 2009, \$6 million (2008 – \$7 million) was included in other liabilities in the Consolidated Balance Sheet with respect to indemnifications.

(b) Other indirect commitments

In the normal course of business, various other indirect commitments are outstanding which are not reflected on the Consolidated Balance Sheet. These may include:

- Commercial letters of credit which require the Bank to honour drafts presented by a third party when specific activities are completed;
- Commitments to extend credit which represent undertakings to make credit available in the form of loans or other financings for specific amounts and maturities, subject to specific conditions;
- Securities lending transactions under which the Bank, acting as principal or agent, agrees to lend securities to a borrower.

The borrower must fully collateralize the security loan at all times. The market value of the collateral is monitored relative to the amounts due under the agreements, and where necessary, additional collateral is obtained; and

- Security purchase commitments which require the Bank to fund future investments.

These financial instruments are subject to normal credit standards, financial controls and monitoring procedures.

The table below provides a detailed breakdown of the Bank's other indirect commitments expressed in terms of the contractual amounts of the related commitment or contract which are not reflected on the Consolidated Balance Sheet.

As at October 31 (\$ millions)	2009 ⁽¹⁾	2008 ⁽¹⁾
Commercial letters of credit	\$ 1,182	\$ 1,868
Commitments to extend credit ⁽²⁾		
Original term to maturity of one year or less	48,196	68,736
Original term to maturity of more than one year	56,262	61,497
Securities lending	10,036	8,975
Security purchase and other commitments	1,499	1,986
Total	\$ 117,175	\$ 143,062

(1) Amounts relating to variable interest entities are disclosed in Note 6.

(2) Includes liquidity facilities, net of credit enhancements.

(c) Lease commitments and other executory contracts

Minimum future rental commitments at October 31, 2009, for buildings and equipment under long-term, non-cancellable leases are shown below.

For the year (\$ millions)	2010	\$	197
	2011		167
	2012		135
	2013		104
	2014		72
	2015 and thereafter		183
	Total	\$	858

Building rent expense, net of rental income from subleases, included in the Consolidated Statement of Income was \$243 million (2008 – \$217 million; 2007 – \$197 million). In addition, the Bank and its subsidiaries have entered into certain long-term executory contracts relating to outsourced services. The significant outsourcing arrangements have variable pricing based on utilization and are cancellable with notice.

(d) Assets pledged and repurchase agreements

In the ordinary course of business, securities and other assets are pledged against liabilities. As well, securities are sold under repurchase agreements. Details of these activities are shown below.

As at October 31 (\$ millions)	2009	2008
Assets pledged to:		
Bank of Canada ⁽¹⁾	\$ 100	\$ 20
Foreign governments and central banks ⁽¹⁾	10,295	12,123
Clearing systems, payment systems and depositories ⁽¹⁾	1,813	1,498
Assets pledged in relation to exchange-traded derivative transactions	443	284
Assets pledged as collateral related to securities borrowed, and securities lent	28,153	22,237
Assets pledged in relation to over-the-counter derivative transactions	4,686	7,382
Other	1,744	1,764
Total assets pledged	\$ 47,234	\$ 45,308
Obligations related to securities sold under repurchase agreements	36,568	36,506
Total	\$ 83,802	\$ 81,814

(1) Includes assets pledged in order to participate in clearing and payment systems and depositories, or pledged or lodged to have access to the facilities of central banks in foreign jurisdictions.

(e) Litigation

In the ordinary course of business, the Bank and its subsidiaries are routinely defendants in or parties to a number of pending and threatened legal actions and proceedings, including actions brought on behalf of various classes of claimants.

In view of the inherent difficulty of predicting the outcome of such matters, the Bank cannot state what the eventual outcome of such matters will be; however, based on current knowledge, management does not believe that liabilities, if any, arising from pending litigation will have a material adverse effect on the consolidated financial position, or results of operations of the Bank.

24 Financial instruments – risk management

The Bank's principal business activities result in a balance sheet that consists primarily of financial instruments. In addition, the Bank uses derivative financial instruments for both trading and asset/liability management purposes. The principal financial risks that arise from transacting financial instruments include credit risk, liquidity risk and market risk. The Bank has a comprehensive risk management framework to monitor, evaluate and manage these risks. This risk management framework has four main components, as follows:

- extensive risk management policies define the Bank's risk appetite, set the limits and controls within which the Bank and its subsidiaries can operate, and reflect the requirements of regulatory authorities. These policies are approved by the Bank's Board of Directors, either directly or through the Executive and Risk Committee, (the Board);
- guidelines are developed to clarify risk limits and conditions under which the Bank's risk policies are implemented;
- processes are implemented to identify, evaluate, document, report and control risk. Standards define the breadth and quality of information required to make a decision; and
- compliance with risk policies, limits and guidelines is measured, monitored and reported to ensure consistency against defined goals.

Further details on the fair value of financial instruments and how these amounts were determined are provided in Note 25. Note 27 provides details on the terms and conditions of the Bank's derivative financial instruments including notional amounts, remaining term to maturity, credit risk, and fair values of derivatives used in trading activities and asset/liability management including hedging.

(a) Credit risk

Credit risk is the risk of loss resulting from the failure of a borrower or counterparty to honour its financial or contractual obligations to the Bank. The Bank's credit risk strategy and credit risk policy are developed by its Global Risk Management (GRM) department and are reviewed and approved by the Board on an annual basis. The credit risk strategy defines target markets and risk tolerances that are developed at an all-Bank level, and then further refined at the business line level. The objectives of the credit risk strategy are to ensure that, for the Bank, including the individual business lines:

- target markets and product offerings are well defined;
- the risk parameters for new underwritings and for the portfolios as a whole are clearly specified; and
- transactions, including origination, syndication, loan sales and hedging, are managed in a manner to ensure the goals for the overall portfolio are met.

The credit risk policy sets out, among other things, the credit risk rating systems and associated parameter estimates, the delegation of authority for granting credit, the calculation of the allowance for credit losses and the authorization of writeoffs. It forms an integral part of enterprise-wide policies and procedures that encompass governance, risk management and control structure.

The Bank's credit risk rating systems are designed to support the determination of key credit risk parameter estimates which measure credit and transaction risk. For non-retail exposures, parameters are associated with each credit facility through the assignment of borrower and transaction ratings. Borrower risk is evaluated using methodologies that are specific to particular industry sectors and/or business lines. The risk associated with facilities of a given borrower is assessed by considering the facilities' structural and collateral-related elements. For retail portfolios, each exposure has been assigned to a particular pool (real estate secured, other retail – term lending, unsecured revolving) and within each pool to a risk grade. This process provides for a meaningful differentiation of risk, and allows for appropriate and consistent estimation of loss characteristics at the pool and risk grade level. Further details on credit risk relating to derivatives are provided in Note 27(c).

(i) Credit risk exposures

Credit risk exposures disclosed below are presented based on Basel II approaches utilized by the Bank. All material portfolios in Canada, US and Europe are treated under the advanced internal ratings based approach (AIRB) and the remaining portfolios including other international portfolios are treated under the Standardized approach. Under the AIRB approach, the Bank uses internal risk parameter estimates, based on historical experience, for probability of default (PD), loss given default (LGD) and exposure at default (EAD), as defined below:

- EAD: Generally represents the expected gross exposure – outstanding amount for on-balance sheet exposure and loan equivalent amount for off-balance sheet exposure.

- PD: Measures the likelihood that a borrower will default within a 1-year time horizon, expressed as a percentage.
- LGD: Measures the severity of loss on a facility in the event of a borrower's default, expressed as a percentage of exposure at default.

Under the standardized approach, credit risk is estimated using the risk weights as prescribed by the Basel II framework either based on credit assessments by external rating agencies or based on the counterparty type for non-retail exposures and product type for retail exposures. Standardized risk weights also takes into account other factors such as specific provisions for defaulted exposures, eligible collateral, and loan-to-value for real estate secured retail exposures.

As at October 31 (\$ millions)	2009			2008	
	Exposure at default ⁽¹⁾				
	Drawn ⁽²⁾	Undrawn commitments	Other exposures ⁽³⁾	Total	Total
By counterparty type					
Non-retail					
AIRB portfolio					
Corporate	\$ 53,649	\$ 33,320	\$ 34,985	\$ 121,954	\$160,279
Bank	12,329	14,171	21,499	47,999	69,472
Sovereign ⁽⁴⁾	76,511	6,909	3,250	86,670	53,298
	142,489	54,400	59,734	256,623	283,049
Standardized portfolio					
Corporate	45,282	3,366	2,106	50,754	56,214
Bank	9,301	70	503	9,874	9,746
Sovereign	12,252	51	8	12,311	12,068
	66,835	3,487	2,617	72,939	78,028
Total non-retail	\$ 209,324	\$ 57,887	\$ 62,351	\$ 329,562	\$361,077
Retail					
AIRB portfolio					
Real estate secured	\$ 89,536	\$ 616	\$ –	\$ 90,152	\$ 78,644
Qualifying revolving	13,142	5,594	–	18,736	19,127
Other retail	11,486	65	–	11,551	9,777
	114,164	6,275	–	120,439	107,548
Standardized portfolio					
Real estate secured	13,183	–	–	13,183	23,697
Other retail	11,527	389	–	11,916	13,919
	24,710	389	–	25,099	37,616
Total retail	\$ 138,874	\$ 6,664	\$ –	\$ 145,538	\$145,164
Total	\$ 348,198	\$ 64,551	\$ 62,351	\$ 475,100	\$506,241
By geography⁽⁵⁾					
Canada	\$ 210,866	\$ 43,719	\$ 25,283	\$ 279,868	\$278,770
United States	39,790	15,172	25,378	80,340	89,451
Mexico	11,312	218	849	12,379	15,137
Other International					
Europe	20,111	1,798	5,782	27,691	39,486
Caribbean	24,304	1,356	2,083	27,743	30,788
Latin America (excluding Mexico)	21,790	1,158	1,161	24,109	22,653
All Other	20,025	1,130	1,815	22,970	29,956
Total	\$ 348,198	\$ 64,551	\$ 62,351	\$ 475,100	\$506,241

(1) After credit risk mitigation, Basel II exposures excludes available-for-sale equity securities and other assets.

(2) Includes loans, acceptances, deposits with banks and available-for-sale debt securities.

(3) Not applicable for retail exposures. Includes off-balance sheet lending instruments such as letters of credit, letters of guarantee, securitizations, derivatives and repo-style transactions (reverse repurchase agreements, repurchase agreements, securities lending and securities borrowing), net of related collateral.

(4) AIRB drawn and undrawn exposures include government guaranteed mortgages.

(5) Geographic segmentation is based upon the location of the ultimate risk of the credit exposure.

Balance sheet asset categories cross-referenced to credit risk exposures

The table below provides a mapping of on-balance sheet asset categories that are included in the various Basel II exposure categories as presented in the credit exposure summary table on page 142 of these financial statements. The amounts for Basel II purposes do not include certain assets such as cash, precious metals, available-for-sale equity securities and other assets. Also excluded from Basel II credit exposures are all trading book assets and assets of the Bank's insurance subsidiaries.

As at October 31, 2009 (\$ millions)	Balance sheet asset exposures				
	Drawn ⁽¹⁾		Other exposures		
	Non-retail	Retail	Securitization	Repo-style transactions	Derivatives
Deposits with banks	\$ 32,895	\$ —	\$ —	\$ 3,490	\$ —
Available-for-sale debt securities	33,997 ⁽²⁾	20,864	221	—	—
Residential mortgages	38,060 ⁽³⁾	63,232	—	—	—
Personal and credit cards loans	—	54,651	6,257	—	—
Securities purchased under resale agreements	—	—	—	17,774	—
Business and government loans	94,789	—	1,816	6,318	—
Customers' liability under acceptances	9,583	—	—	—	—
Derivative instruments	—	—	—	—	25,992
Other assets	—	127	—	—	—
Total	\$ 209,324	\$ 138,874	\$ 8,294	\$ 27,582	\$ 25,992
As at October 31, 2008	\$ 208,494	\$ 137,624	\$ 9,918	\$ 27,805	\$ 44,810

(1) Gross of allowances for credit losses for AIRB exposures and net of specific allowances for standardized exposures.

(2) Includes securities held as trading under fair value option.

(3) Includes \$37 billion in mortgages guaranteed by Canada Mortgage Housing Corporation.

(ii) Credit quality of non-retail exposures

Credit decisions are made based upon an assessment of the credit risk of the individual borrower or counterparty. Key factors considered in the assessment include: the borrower's management; the borrower's current and projected financial results and credit statistics; the industry in which the borrower operates; economic trends; and geopolitical risk. Banking units and Global Risk Management also review the credit quality of the credit portfolio across the organization on a regular basis to assess

whether economic trends or specific events may affect the performance of the portfolio.

The Bank's non-retail portfolio is well diversified by industry. As at October 31, 2009 and October 31, 2008, a significant portion of the authorized corporate and commercial lending portfolio was internally assessed at a grade that would generally equate to an investment grade rating by external rating agencies.

Internal grades are used to differentiate the risk of default of borrower. The following table cross references the Bank's internal borrower grades with equivalent ratings categories utilized by external rating agencies:

Cross referencing of internal ratings to external ratings

Internal Grades	Equivalent External Ratings	
	Moodys	S&P
Investment grade		
99 – 98	Aaa to Aa1	AAA to AA+
95 – 90	Aa2 to A3	AA to A-
87 – 83	Baa1 to Baa3	BBB+ to BBB-
Non-investment grade		
80 – 75	Ba1 to Ba3	BB+ to BB-
73 – 70	B1 to B3	B+ to B-
Watch List		
65 – 30		
Default		
27 – 21		

Non-retail AIRB portfolio

The credit quality of the non-retail AIRB portfolio, expressed in terms of risk categories of borrower internal grades is shown in the table below:

As at October 31 (\$ millions)	2009				2008
	Exposure at default ⁽¹⁾				
Category of internal grades	Drawn	Undrawn commitments	Other exposures ⁽²⁾	Total	Total
Investment grade	\$ 72,005	\$ 36,933	\$ 53,861	\$ 162,799	\$ 188,904
Non-investment grade	27,467	10,647	5,037	43,151	54,591
Watch list	4,210	565	429	5,204	2,736
Default	1,397	168	118	1,683	297
Total, excluding residential mortgages	\$ 105,079	\$ 48,313	\$ 59,445	\$ 212,837	\$ 246,528
Government guaranteed residential mortgages ⁽³⁾	37,410	6,087	–	43,497	36,303
Total	\$ 142,489	\$ 54,400	\$ 59,445	\$ 256,334	\$ 282,831

(1) After credit risk mitigation.

(2) Includes off-balance sheet lending instruments such as letters of credit, letters of guarantee, derivatives, securitizations, excluding first loss protection of \$289 (October 31, 2008 – \$218) and repo-style transactions (reverse repurchase agreements, repurchase agreements and securities lending and borrowing), net of related collateral.

(3) Under Basel II, these exposures are classified as sovereign exposure and included in the non-retail category.

Non-retail standardized portfolio

Non-retail standardized portfolio as at October 31, 2009 comprised of drawn, undrawn and other exposures to corporate, bank and sovereign counterparties amounted to \$73 billion (October 31, 2008 – \$78 billion). Exposures to most Corporate/Commercial counterparties

mainly in the Caribbean and Latin American region, are to non-investment grade counterparties based on the Bank's internal grading systems.

(iii) Credit quality of retail exposures

The Bank's credit underwriting methodology and risk modeling in Canada is customer rather than product focused. Generally, decisions on consumer loans are based on risk ratings, which are generated using predictive scoring models. Individual credit requests are processed by proprietary adjudication software designed to calculate the maximum debt for which a customer qualifies.

The Bank's retail portfolios consist of a number of relatively small loans to a large number of borrowers. The portfolios are distributed across Canada and a wide range of countries. As such, the portfolios inherently have a high degree of diversification.

Retail AIRB portfolio

The data in the table below provides a distribution of the retail AIRB exposure within each PD grade by exposure class:

As at October 31 (\$ millions)	PD range	2009				2008
		Exposure at default ⁽¹⁾				
Category of (PD) grades		Real estate secured		Qualifying revolving	Other retail	Total
		Mortgages	Line of credit			Total
Very low	0.0000 - 0.2099%	\$ 50,140	\$ 15,584	\$ 5,444	\$ 4,194	\$ 75,362
Low	0.2100 - 0.4599%	11,009	994	4,202	2,396	18,601
Medium	0.4600 - 3.1999%	9,977	1,257	7,264	4,250	22,748
High	3.2000 - 17.2899%	738	252	963	344	2,297
Very high	17.2900 - 99.9999%	–	–	690	177	867
Default	100%	177	24	173	190	564
Total		\$ 72,041	\$ 18,111	\$ 18,736	\$ 11,551	\$ 120,439
						\$ 107,548

(1) After credit risk mitigation.

Retail standardized portfolio

As at October 31, 2009, the retail standardized portfolio of \$25 billion (October 31, 2008 – \$38 billion) was comprised of residential mortgages, personal loans, credit cards and lines of credit to individuals, mainly in the Caribbean and Latin American region. Of the

total retail standardized portfolio, \$13 billion (October 31, 2008 – \$24 billion) was represented by mortgages and loans secured by residential real estate, mostly with a loan-to-value ratio of below 80%.

(iv) Collateral

Collateral held

In the normal course of business, to reduce its exposure to counterparty credit risk, the Bank receives collateral on derivative, securities borrowing and lending, and other transactions related to the capital markets. The following are examples of the terms and conditions customary to collateral for these types of transactions:

- The risks and rewards of the pledged assets reside with the pledgor.
- Additional collateral is required when the market value of the transaction exceeds thresholds agreed upon with the pledgor.
- The Bank is normally permitted to sell or repledge the collateral it receives, although this right is specific to each agreement under which the collateral is pledged.
- Upon satisfaction of the obligation, the Bank must return the pledged assets; unless the Bank has the right to sell or repledge the collateral it receives, in which case the Bank must return comparable collateral to the pledgor.

As at October 31, 2009, the approximate market value of collateral accepted that may be sold or repledged by the Bank was \$33.3 billion (2008 – \$38.3 billion). This collateral is held primarily in connection with reverse repurchase agreements, securities borrowing and lending, and derivative transactions.

Collateral pledged

In the normal course of business, securities and other assets are pledged to secure an obligation, participate in clearing or settlement systems, or operate in a foreign jurisdiction. Note 23(d) details the nature and extent of the Bank's asset pledging activities. Asset pledging transactions are conducted under terms that are common and customary to standard derivative, securities borrowing and lending, and other lending activities. Standard risk management controls are applied with respect to asset pledging.

(b) Liquidity risk

Liquidity risk is the risk that the Bank is unable to meet its financial obligations in a timely manner at reasonable prices. The Bank's liquidity risk is subject to extensive risk management controls and is managed within the framework of policies and limits approved by the Board. The Board receives reports on risk exposures and performance against approved limits. The Liability Committee (LCO) provides senior management oversight of liquidity risk through its weekly meetings.

The key elements of the Bank's liquidity risk management framework include:

- liquidity risk measurement and management limits, including limits on maximum net cash outflow by currency over specified short-term horizons;

- prudent diversification of its wholesale funding activities by using a number of different funding programs to access the global financial markets and manage its maturity profile, as appropriate;
- large holdings of liquid assets to support its operations, which can generally be sold or pledged to meet the Bank's obligations;
- liquidity stress testing, including Bank-specific, Canada-systemic, and global-systemic scenarios; and
- liquidity contingency planning.

The Bank's foreign operations have liquidity management frameworks that are similar to the Bank's framework. Local deposits are managed from a liquidity risk perspective based on the local management frameworks and regulatory requirements.

(i) Contractual maturities

The table below shows the contractual maturities of certain of the Bank's financial liabilities:

As at October 31, 2009 (\$ millions)	Payable on demand	Payable after notice	Payable in less than one year	Payable in one to five years	Payable in greater than five years	Total
Deposits	\$ 47,036	\$ 66,798	\$172,815	\$ 58,851	\$ 4,919	\$ 350,419
Subordinated debentures	–	–	–	251	5,693	5,944
Capital instrument liabilities	–	–	–	–	500	500
Total	\$ 47,036	\$ 66,798	\$172,815	\$ 59,102	\$ 11,112	\$ 356,863
As at October 31, 2008	\$ 37,157	\$ 52,312	\$186,818	\$ 63,911	\$ 11,234	\$ 351,432

(ii) Commitments to extend credit

In the normal course of business, the Bank enters into commitments to extend credit in the form of loans or other financings for specific amounts and maturities, subject to specific conditions. These commitments, which are not reflected on the Consolidated Balance Sheet, are subject to normal credit standards, financial controls and monitoring procedures. As at October 31, 2009 and October 31, 2008, the majority of commitments to extend credit had a remaining term to maturity of less than one year.

(c) Market risk

Market risk arises from changes in market prices and rates (including interest rates, credit spreads, equity prices, foreign exchange rates and commodity prices), the correlations among them, and their levels of volatility. Market risk is subject to extensive risk management controls, and is managed within the framework of market risk policies and limits approved by the Board. The LCO and Market Risk Management and Policy Committee oversee the application of the framework set by the Board, and monitor the Bank's market risk exposures and the activities that give rise to these exposures.

The Bank uses a variety of metrics and models to measure and control market risk exposures. The measurements used are selected based on an assessment of the nature of risks in a particular activity. The principal measurement techniques are Value at Risk (VaR), stress testing, sensitivity analysis and simulation modeling, and gap analysis. The Board reviews results from these metrics quarterly. Models are independently validated internally prior to implementation and are subject to formal periodic review.

VaR is a statistical measure that estimates the potential loss in value of the Bank's trading positions due to adverse market movements over a defined time horizon with a specified confidence level. The quality of the Bank's VaR is validated by regular back testing analysis, in which the VaR is compared to theoretical and actual profit and loss results. To complement VaR, the Bank also uses stress testing to examine the impact that abnormally large swings in market factors and periods of prolonged inactivity might have on trading portfolios. The stress testing program is designed to identify key risks and ensure that the Bank's capital can absorb potential losses from abnormal events. The Bank subjects its trading portfolios to more than 75 stress tests on a daily basis, and more than 250 stress tests on a monthly basis.

(iii) Derivative instruments

The Bank is subject to liquidity risk relating to its use of derivatives to meet customer needs, generate revenues from trading activities, manage market and credit risks arising from its lending, funding and investment activities, and lower its cost of capital. The maturity profile of the notional amounts of the Bank's derivative instruments is summarized in Note 27(b).

Sensitivity analysis assesses the effect of changes in interest rates on current earnings and on the economic value of assets and liabilities. Simulation modeling under various scenarios is particularly important for managing risk in the deposit, lending and investment products the Bank offers to its retail customers. Gap analysis is used to assess the interest rate sensitivity of the Bank's retail, wholesale banking and international operations. Under gap analysis, interest rate-sensitive assets, liabilities and derivative instruments are assigned to defined time periods, on the earlier of contractual repricing or maturity dates on the basis of expected repricing dates.

(i) Interest rate risk

Interest rate risk, inclusive of credit spread risk, is the risk of loss due to the following: changes in the level, slope and curvature of the yield curve; the volatility of interest rates; mortgage prepayment rates; changes in the market price of credit; and the creditworthiness of a particular issuer. The Bank actively manages its interest rate exposures with the objective of enhancing net interest income within established risk tolerances. Interest rate risk arising from the Bank's funding and investment activities is managed in accordance with Board-approved policies and global limits, which are designed to control the risk to income and economic value of shareholders' equity. The income limit measures the effect of a specified shift in interest rates on the Bank's annual net income, while the economic value limit measures the impact of a specified change in interest rates on the present value of the Bank's net assets. Interest rate exposures in individual currencies are also controlled by gap limits.

Interest rate sensitivity gap

The following table summarizes carrying amounts of balance sheet assets, liabilities and equity, and derivative instrument notional amounts in order to arrive at the Bank's interest rate gap based on the earlier of contractual repricing or maturity dates. To arrive at the Bank's view of its effective

interest rate gap, adjustments are made to factor in expected mortgage and loan repayments based on historical patterns and reclassify the Bank's trading instruments to the Immediately rate sensitive and Within 3 months categories.

As at October 31, 2009 (\$ millions)	Immediately rate sensitive ⁽¹⁾	Within 3 months	Three to 12 months	One to 5 years	Over 5 years	Non-rate sensitive	Total
Cash resources	\$ 1,539	\$ 31,432	\$ 1,582	\$ —	\$ —	\$ 8,725	\$ 43,278
Trading securities	—	3,662	6,452	14,324	13,806	19,823	58,067
Securities, other than trading	4,379	4,137	2,700	37,493	4,195	6,323 ⁽²⁾	59,227
Securities purchased under resale agreements	—	17,755	18	—	—	—	17,773
Loans	32,004	138,340	27,705	58,600	8,584	1,069 ⁽³⁾	266,302
Other assets	—	—	—	—	—	51,869 ⁽⁴⁾	51,869
Total assets	\$ 37,922	\$ 195,326	\$ 38,457	\$ 110,417	\$ 26,585	\$ 87,809	\$ 496,516
Deposits	\$ 50,042	\$ 178,266	\$ 52,258	\$ 53,778	\$ 2,287	\$ 13,788	\$ 350,419
Obligations related to securities sold under repurchase agreements	—	31,378	5,190	—	—	—	36,568
Obligations related to securities sold short	—	26	1,103	6,603	5,655	1,301	14,688
Subordinated debentures	—	—	197	4,221	1,526	—	5,944
Capital instrument liabilities	—	—	—	500	—	—	500
Other liabilities	—	—	—	—	—	63,625 ⁽⁴⁾	63,625
Shareholders' equity	—	—	—	—	—	24,772 ⁽⁴⁾	24,772
Total liabilities and shareholders' equity	\$ 50,042	\$ 209,670	\$ 58,748	\$ 65,102	\$ 9,468	\$ 103,486	\$ 496,516
On-balance sheet gap	(12,120)	(14,344)	(20,291)	45,315	17,117	(15,677)	—
Derivative instruments	—	27,179	(1,300)	(23,897)	(1,982)	—	—
Interest rate sensitivity gap based on contractual repricing	(12,120)	12,835	(21,591)	21,418	15,135	(15,677)	—
Adjustment to expected repricing	2,120	34,174	(1,573)	(21,348)	(9,585)	(3,788)	—
Total interest rate sensitivity gap	\$ (10,000)	\$ 47,009	\$ (23,164)	\$ 70	\$ 5,550	\$ (19,465)	\$ —
Cumulative gap	\$ (10,000)	\$ 37,009	\$ 13,845	\$ 13,915	\$ 19,465	\$ —	\$ —
As at October 31, 2008 (\$ millions)							
Total interest rate sensitivity gap	\$ 13,127	\$ 9,661	\$ (9,932)	\$ 3,138	\$ 8,305	\$ (24,299)	\$ —
Cumulative gap	\$ 13,127	\$ 22,788	\$ 12,856	\$ 15,994	\$ 24,299	\$ —	\$ —

(1) Represents those financial instruments whose interest rates change concurrently with a change in the underlying interest rate basis, for example, prime rate loans.

(2) This represents common shares, preferred shares, and equity accounted investments.

(3) This represents net impaired loans, less the sectoral and general allowance.

(4) This includes non-financial instruments.

Average effective yields by the earlier of the contractual repricing or maturity dates

The following tables summarize average effective yields, by the earlier of the contractual repricing or maturity dates, for the following interest rate-sensitive financial instruments:

As at October 31, 2009 (%)	Immediately rate sensitive	Within 3 months	Three to 12 months	One to 5 years	Over 5 years	Total
Cash resources	0.7%	0.5%	4.3%	—	—	0.7%
Trading securities	—	1.0	0.9	2.9	4.1	2.8
Securities, other than trading ⁽¹⁾	1.6	5.8	5.7	4.2	5.1	4.3
Securities purchased under resale agreements	—	1.0	2.9	—	—	1.0
Loans ⁽²⁾	4.6	3.4	4.7	5.7	6.9	4.3
Deposits ⁽³⁾	0.3	0.9	2.2	3.9	5.0	1.5
Obligations related to securities sold under repurchase agreements ⁽³⁾	—	1.0	1.6	—	—	1.1
Obligations related to securities sold short	—	0.2	0.4	1.6	3.7	2.4
Subordinated debentures ⁽³⁾	—	—	3.3	5.4	6.3	5.6 ⁽⁴⁾
Capital instrument liabilities ⁽³⁾	—	—	—	7.3	—	7.3

As at October 31, 2008 (%)	Immediately rate sensitive	Within 3 months	Three to 12 months	One to 5 years	Over 5 years	Total
Cash resources	3.1%	2.2%	5.1%	3.2%	2.7%	2.6%
Trading securities	—	4.4	2.9	4.6	5.2	4.5
Securities, other than trading ⁽¹⁾	4.0	4.9	4.6	4.7	6.6	5.1
Securities purchased under resale agreements	—	3.6	3.2	—	—	3.6
Loans ⁽²⁾	5.6	5.2	5.7	6.0	7.9	5.6
Deposits ⁽³⁾	2.9	3.3	3.8	4.6	3.1	3.5
Obligations related to securities sold under repurchase agreements ⁽³⁾	—	3.3	5.6	—	—	3.3
Obligations related to securities sold short	—	1.7	2.0	2.9	4.3	3.6
Subordinated debentures ⁽³⁾	—	—	4.8	5.5	5.6	5.4 ⁽⁴⁾
Capital instrument liabilities ⁽³⁾	—	—	—	7.3	—	7.3

(1) Yields are based on cost or amortized cost and contractual interest or stated dividend rates adjusted for amortization of premiums and discounts. Yields on tax-exempt securities have not been computed on a taxable equivalent basis.

(2) Yields are based on book values, net of allowance for credit losses, and contractual interest rates, adjusted for the amortization of any unearned income.

(3) Yields are based on book values and contractual rates.

(4) After adjusting for the impact of related derivatives, the yield was 5.4% (2008 – 5.4%).

Interest rate sensitivity

Based on the Bank's interest rate positions, the following table shows the pro-forma after-tax impact on the Bank's net income over the next twelve months and economic value of shareholders' equity of an immediate and sustained 100 and 200 basis point increase and decrease in interest rates across major currencies as defined by the Bank.

As at October 31	2009						2008	
	Net income			Economic value of equity			Net income	Economic value of equity
	Canadian dollar	Other currencies	Total	Canadian dollar	Other currencies	Total		
(\$ millions)								
100 bp increase	\$ 98.0	\$ 52.2	\$ 150.2	\$ (29.0)	\$ (158.9)	\$ (187.9)	\$ 89.3	\$ (372.5)
100 bp decrease	\$ (87.1)	\$ (91.1)	\$ (178.2)	\$ (4.4)	\$ 177.0	\$ 172.6	\$ (99.5)	\$ 345.8
200 bp increase	\$ 206.2	\$ 99.5	\$ 305.7	\$ (44.3)	\$ (304.5)	\$ (348.8)	\$ 173.8	\$ (738.4)
200 bp decrease	\$ (184.9)	\$ (215.0)	\$ (399.9)	\$ 123.4	\$ 432.0	\$ 555.4	\$ (200.2)	\$ 705.6

(ii) Non-trading foreign currency risk

Foreign currency risk is the risk of loss due to changes in spot and forward rates, and the volatility of currency exchange rates. Non-trading foreign currency risk, also referred to as structural foreign exchange risk, arises primarily from Bank's net investments in self-sustaining foreign operations and is controlled by a Board-approved limit. This limit considers potential volatility to shareholders' equity as well as the potential impact on capital ratios from foreign exchange fluctuations. On a quarterly basis, the LCO reviews the Bank's exposures to these net investments. The Bank may fully or partially hedge this exposure by funding the investments in the same currency, or by using other financial instruments, including derivatives.

The Bank is subject to foreign currency risk on the earnings of its foreign operations. To manage this risk, foreign currency revenues and expenses, which are primarily denominated in U.S. dollars, are projected over a number of future fiscal quarters. The LCO assesses economic data

and forecasts to decide on the portion of the estimated future foreign currency revenues and expenses to hedge. Hedging instruments normally include foreign currency spot and forward contracts, as well as foreign currency options and swaps.

As at October 31, 2009, a one percent increase (decrease) in the Canadian dollar against all currencies in which the Bank operates decreases (increases) the Bank's before-tax annual earnings by approximately \$32 million (October 31, 2008 – \$38 million) in the absence of hedging activity, primarily from exposure to U.S. dollars. A similar change in the Canadian dollar as at October 31, 2009 would increase (decrease) the unrealized foreign currency translation losses in the accumulated other comprehensive income section of shareholders' equity by approximately \$187 million (October 31, 2008 – \$174 million), net of hedging.

(iii) Equity risk

Equity risk is the risk of loss due to adverse movements in equity prices. Equity price risk is often classified into two categories: general equity risk, which refers to the sensitivity of an instrument or portfolio's value to changes in the overall level of equity prices, and specific equity risk, which refers to that portion of an individual equity instrument's price volatility that is determined by entity-specific characteristics.

The Bank is exposed to equity risk through its equity investment portfolios, which are controlled by Board-approved portfolio, VaR, and stress-test limits. Equity investments include common and preferred shares, as well as a diversified portfolio of third-party managed funds.

The majority of the Bank's equity investment portfolios are managed by Group Treasury under the strategic direction of the LCO. Group Treasury delegates the management of a portion of equity and equity-related portfolios to other external fund managers to take advantage of these fund managers' expertise in particular market niches and products.

The fair value of available-for-sale equity securities is shown in Note 3.

(iv) Trading portfolio risk management

The Bank's policies, processes and controls for trading activities are designed to achieve a balance between pursuing profitable trading opportunities and managing earnings volatility within a framework of sound and prudent practices. Trading activities are primarily customer focused, but also include a proprietary component.

Market risk arising from the Bank's trading activities is managed in accordance with Board-approved policies and limits, including aggregate VaR and stress testing limits.

Trading portfolios are marked-to-market in accordance with the Bank's valuation policies. Positions are marked-to-market daily and valuations are independently reviewed by back office or GRM units on a

regular basis. These units also provide profit and loss reporting, as well as VaR and limit compliance reporting to business unit management and executive management for evaluation and action as appropriate. VaR is calculated daily using a 99% confidence level, and a one-day holding period. This means that, about once in every 100 days, the trading positions are expected to lose more than the VaR estimate. The Bank calculates general market risk and equity specific risk VaR using historical simulation based on 300 days of market data. For debt specific risk VaR, the Bank uses a combination of Monte Carlo and historical simulation. The table below shows the Bank's VaR by risk factor:

One-day VaR by risk factor

(\$ millions)	As at October 31, 2009	For the year ended October 31, 2009			As at October 31, 2008
		Average	High	Low	
Interest rate	\$ 15.6	\$ 16.3	\$ 26.1	\$ 10.9	\$ 23.8
Equities	3.0	4.6	9.3	2.0	4.9
Foreign exchange	3.4	2.2	4.7	0.5	1.7
Commodities	3.7	3.5	5.6	1.9	3.4
Diversification	(10.5)	(9.6)	N/A	N/A	(7.3)
All-Bank VaR	\$ 15.2	\$ 17.0	\$ 28.9	\$ 10.2	\$ 26.5

25 Financial instruments – fair value

Fair value is normally defined as the amount of consideration that would be agreed upon in an arms-length transaction between knowledgeable, willing parties who are under no compulsion to act. The best evidence of fair value is quoted bid or ask prices in an active market. Quoted prices are not always available for over-the-counter transactions, as well as transactions in inactive or illiquid markets. In these instances, internal models, normally with observable market-based inputs, are used to estimate fair value. Financial instruments traded in a less active market have been valued using indicative market prices, present value or other valuation techniques. Fair value estimates normally do not consider forced or liquidation sales. Where financial instruments trade in inactive markets or when using models where observable parameters do not exist, greater management judgement is required for valuation purposes. In addition, the calculation of estimated fair value is based on market conditions at a specific point in time and therefore may not be reflective of future fair values.

Fair value of financial instruments

The following table sets out the fair values of financial instruments of the Bank using the valuation methods and assumptions described below. The fair values disclosed do not reflect the value of assets and liabilities that are not considered financial instruments, such as land, buildings and equipment.

	2009			2008		
	Total fair value	Total carrying value	Favourable/ (Unfavourable)	Total fair value	Total carrying value	Favourable/ (Unfavourable)
As at October 31 (\$ millions)						
Assets:						
Cash resources	\$ 43,278	\$ 43,278	\$ –	\$ 37,318	\$ 37,318	\$ –
Securities	117,294	117,294	–	88,035	88,035	–
Securities purchased under resale agreements	17,773	17,773	–	19,451	19,451	–
Loans	266,894	266,302	592	288,624	288,680	(56)
Customers' liability under acceptances	9,583	9,583	–	11,969	11,969	–
Derivative instruments (Note 27)	25,992	25,992	–	44,810	44,810	–
Other	5,801	5,801	–	7,396	7,396	–
Liabilities:						
Deposits	352,691	350,419	(2,272)	347,242	346,580	(662)
Acceptances	9,583	9,583	–	11,969	11,969	–
Obligations related to securities sold under repurchase agreements	36,568	36,568	–	36,506	36,506	–
Obligations related to securities sold short	14,688	14,688	–	11,700	11,700	–
Other	23,754	23,754	–	29,805	29,805	–
Subordinated debentures	6,385	5,944	(441)	4,155	4,352	197
Capital instrument liabilities	531	500	(31)	522	500	(22)
Derivative instruments (Note 27)	28,806	28,806	–	42,811	42,811	–

Determination of fair value

The following methods and assumptions were used to estimate the fair values of financial instruments (refer to Note 27(d) for fair value of derivative instruments).

The fair values of cash resources, securities purchased under resale agreements, customers' liability under acceptances, other assets, obligations related to securities sold under repurchase agreements, acceptances and other liabilities are assumed to approximate their carrying values, due to their short-term nature.

Fair values of securities are disclosed in Note 3 for those securities that have quoted market prices; for available-for-sale equity securities that have no quoted market prices, the amounts reflected in the table above include such securities at cost. The fair value of obligations related to securities sold short is assumed to be equal to their book value as they are carried at fair value. These fair values are based on quoted prices, when available. When a quoted price is not readily available, fair values are estimated using quoted market prices of similar securities, or other valuation techniques.

Changes in interest rates and credit spreads are the main cause of changes in the fair value of the Bank's financial instruments resulting in a favourable or unfavourable variance compared to book value. For the Bank's financial instruments carried at cost or amortized cost, the carrying value is not adjusted to reflect increases or decreases in fair value due to market fluctuations, including those due to interest rate changes. For available-for-sale securities, derivatives and financial instruments held for trading purposes, the carrying value is adjusted regularly to reflect the fair value.

The book value of certain financial assets and financial liabilities that are carried at cost or amortized cost may exceed their fair value due primarily to changes in interest rates and credit spreads. In such instances, the Bank does not reduce the book value of these financial assets and financial liabilities to their fair value as it is the Bank's intention to hold them until there is a recovery of fair value, which may be to maturity.

The estimated fair value of loans reflects changes in the general level of interest rates that have occurred since the loans were originated. The particular valuation methods used are as follows:

- For floating rate loans, potential adjustments for credit spread changes are not considered when estimating fair values. Therefore, fair value is assumed to be equal to book value.
- For all other loans, fair value is determined by discounting the expected future cash flows of these loans at market rates for loans with similar terms and risks.

The fair values of deposits payable on demand or after notice or floating rate deposits payable on a fixed date are not adjusted for credit spread changes. Therefore, fair value is assumed to equal book value for these types of deposits. The estimated fair values of fixed-rate deposits payable on a fixed date are determined by discounting the contractual cash flows, using market interest rates currently offered for deposits with similar terms and risks.

The fair values of subordinated debentures and capital instrument liabilities are determined by reference to quoted market prices. When quoted market prices are not available, fair values are estimated using current market prices for debt with similar terms and risks.

Fair value hierarchy

The Bank values instruments carried at fair value using quoted market prices, where available. Quoted market prices represent a Level 1 valuation. When quoted market prices are not available, the Bank maximizes the use of observable inputs within valuation models. When all significant inputs are observable, the valuation is classified as Level 2. Valuations that require the significant use of unobservable inputs are considered Level 3. The following table outlines the fair value hierarchy of instruments carried at fair value.

As at October 31, 2009 (\$ millions)	Fair value hierarchy ⁽¹⁾			Total
	Level 1	Level 2	Level 3	
Assets:				
Trading securities ⁽¹⁾	\$ 40,408	\$ 15,683	\$ 1,976	\$ 58,067
Available-for-sale securities ⁽²⁾	16,485	36,861	1,395	54,741
Derivative instruments	81	24,683	1,228	25,992
	\$ 56,974	\$ 77,227	\$ 4,599	\$ 138,800
Liabilities:				
Obligations related to securities sold short	\$ 11,707	\$ 2,981	\$ —	\$ 14,688
Derivative instruments	105	26,188	2,513	28,806
	\$ 11,812	\$ 29,169	\$ 2,513	\$ 43,494

- (1) Includes securities designated as trading. Included in Level 2 trading securities are \$4,861 of bonds mainly issued by foreign governments and \$10,822 of corporate bonds and other debt instruments which generally trade in public markets.
- (2) Excludes available-for-sale equity securities that are not quoted in an active market of \$958. Included in Level 2 available-for-sale securities are \$7,204 of bonds mainly issued by foreign governments and \$8,204 of corporate bonds and other debt instruments which generally trade in public markets. The remaining Level 2 available-for-sale securities are primarily comprised of mortgage-backed securities guaranteed by Canada Mortgage and Housing Corporation.
- (3) Loans and deposit notes designated as trading are classified as Level 2.

Level 3 instrument fair value changes

The following table summarizes changes in Level 3 instruments during the year.

As at October 31, 2009 (\$ millions)	Trading securities	Available-for-sale securities	Derivative instruments
Balance at beginning of year	\$ 3,303	\$ 1,249	\$ (1,177) ⁽¹⁾
Gains (losses) recorded in net income ⁽²⁾	(426)	(48)	(63)
Gains (losses) recorded in other comprehensive income	—	10	—
Net purchases, sales, issuances and settlements	(901)	228	(45)
Other, net	—	(44)	—
Balance at end of year	\$ 1,976	\$ 1,395	\$ (1,285)⁽¹⁾

- (1) Represents a net liability.
- (2) Gains or losses for items in Level 3 may be offset with gains or losses on related hedging instruments in Level 1 or Level 2.

Level 3 sensitivity analysis

The Bank applies judgment in determining unobservable inputs used to calculate the fair value of Level 3 instruments. Included in the Bank's Level 3 available-for-sale securities are certain securitization retained interests, illiquid debt instruments and structured credit investments. The unobservable inputs used in the valuation of these securities primarily include mortgage prepayment rates, the correlation of default, certain bond yields, as well as the timing and amount of cash flows. A sensitivity analysis has been performed to determine the potential gain or loss by varying the different assumptions by different amounts (for example, varying bond yields by - 0.1% to + 1.0%). For the Bank's available-for-sale securities, the impact of applying these other reasonably possible assumptions, is a potential gain or loss of \$62 million and \$83 million, respectively.

Substantially all of the Bank's Level 3 trading securities are hedged with Level 3 derivative instruments. Included in the Bank's Level 3 derivative and trading securities are unfunded synthetic collateralized debt obligations, certain interest rate swaps and equity options, and equity investments that are not quoted in an active market. The unobservable inputs used in the valuation of these instruments primarily include the correlation of default, mortgage prepayment rates and equity option volatilities. A sensitivity analysis has been performed on these valuations by varying the different assumptions by different amounts (for example, varying mortgage prepayment rates by +/- 5%). For the Bank's trading securities and derivative instruments, the impact of applying these other reasonably possible assumptions, is a potential net gain or loss of \$144 million and \$128 million, respectively.

26 Items designated as trading

The Bank has elected to designate certain portfolios of assets and liabilities as trading, which are carried at fair value with changes in fair values recorded in income.

The Bank's trading operations transact credit derivatives for customers. The Bank may purchase the underlying loan(s) from another counterparty to economically hedge the derivative exposure. As a result, the Bank significantly reduces or eliminates an accounting mismatch between the two instruments. The fair value of these loans was \$3.5 billion as at October 31, 2009 (2008 – \$7.5 billion). The change in fair value that was recorded through trading income for the year ended October 31, 2009 was a gain of \$740 million (2008 – loss of \$1,765 million; 2007 – gain of \$234 million). These changes in fair value were substantially offset by the changes in the fair value of the related credit derivatives.

The Bank's trading operations purchase loan assets in specifically authorized portfolios for which performance is evaluated on a fair value basis. The fair value of these loans was \$47 million as at October 31, 2009 (2008 – \$56 million). The change in fair value that was recorded through trading income for the year ended October 31, 2009 was a gain of \$15 million (2008 – loss of \$3 million; 2007 – gain of \$11 million).

The Bank has designated certain debt and equity investments as trading securities to reduce an accounting mismatch between these assets and fair value changes in related derivatives. The fair value of these trading securities was \$4,283 million as at October 31, 2009 (2008 – \$565 million). The change in fair value that was recorded through trading and net interest income for the year ended October 31, 2009 was a gain of \$190 million (2008 – loss of \$41 million; 2007 – loss of less than \$1 million).

The Bank has designated certain deposit note liabilities containing extension features as trading, in order to significantly reduce an accounting mismatch between these liabilities and fair value changes in related derivatives. The fair value of these liabilities was \$22 million as at October 31, 2009 (2008 – \$297 million). The change in fair value that was recorded through net interest income for the year ended October 31, 2009 was a loss of \$2 million (2008 – loss of \$15 million; 2007 – gain of \$4 million). The change in fair value, which is mainly attributable to changes in interest rates, was substantially offset by the change in fair value of the related derivatives. As at October 31, 2009, the Bank is contractually obligated to pay \$22 million to the holders of the notes at maturity (2008 – \$295 million).

27 Derivative instruments**(a) Notional amounts**

The following table provides the aggregate notional amounts of derivative instruments outstanding by type and segregated between those used by the Bank in its dealer capacity (Trading) and those used in the Bank's asset/liability risk management process (ALM), which includes derivatives designated in hedging relationships. The notional amounts of these contracts represent the derivatives volume outstanding and do not represent the potential gain or loss associated with the market risk or credit risk of such instruments. The notional amounts represent the amount to which a rate or price is applied to determine the amount of cash flows to be exchanged. Credit derivatives within other derivative contracts are comprised primarily of purchased and sold credit default swap transactions. To a lesser extent, this category also includes total return swaps referenced to loans and debt securities. Other derivative contracts – other includes precious metals other than gold, and other commodities including energy and base metal derivatives.

As at October 31 (\$ millions)	2009			2008		
	Trading	ALM	Total	Trading	ALM	Total
Interest rate contracts						
Exchange-traded:						
Futures	\$ 62,713	\$ 11,281	\$ 73,994	\$ 65,209	\$ 6,750	\$ 71,959
Options purchased	22,536	–	22,536	20,045	–	20,045
Options written	28,485	–	28,485	24,604	–	24,604
	113,734	11,281	125,015	109,858	6,750	116,608
Over-the-counter:						
Forward rate agreements	49,914	3,051	52,965	30,509	1,404	31,913
Swaps	774,859	90,181	865,040	649,302	92,430	741,732
Options purchased	11,875	1,165	13,040	49,984	2,383	52,367
Options written	14,137	–	14,137	37,700	1,375	39,075
	850,785	94,397	945,182	767,495	97,592	865,087
Total	\$ 964,519	\$ 105,678	\$ 1,070,197	\$ 877,353	\$ 104,342	\$ 981,695
Foreign exchange and gold contracts						
Exchange-traded:						
Futures	\$ 8,416	\$ –	\$ 8,416	\$ 4,239	\$ –	\$ 4,239
Options purchased	952	–	952	293	–	293
Options written	1,054	–	1,054	262	–	262
	10,422	–	10,422	4,794	–	4,794
Over-the-counter:						
Spot and forwards	178,886	24,139	203,025	261,911	24,279	286,190
Swaps	95,203	23,647	118,850	84,695	42,310	127,005
Options purchased	2,754	–	2,754	4,358	–	4,358
Options written	3,450	–	3,450	4,646	–	4,646
	280,293	47,786	328,079	355,610	66,589	422,199
Total	\$ 290,715	\$ 47,786	\$ 338,501	\$ 360,404	\$ 66,589	\$ 426,993
Other derivative contracts						
Equity: over-the-counter	\$ 27,649	\$ 2,675	\$ 30,324	\$ 22,921	\$ 2,931	\$ 25,852
Credit: over-the-counter	88,935	1,602	90,537	119,583	816	120,399
Other	10,081	12	10,093	6,959	43	7,002
Total	\$ 126,665	\$ 4,289	\$ 130,954	\$ 149,463	\$ 3,790	\$ 153,253
Total notional amounts outstanding	\$ 1,381,899	\$ 157,753	\$ 1,539,652	\$ 1,387,220	\$ 174,721	\$ 1,561,941

(b) Remaining term to maturity

The following table summarizes the remaining term to maturity of the notional amounts of the Bank's derivative instruments by type:

As at October 31, 2009 (\$ millions)	Within 1 year	One to 5 years	Over 5 years	Total
Interest rate contracts				
Futures	\$ 43,653	\$ 30,341	\$ —	\$ 73,994
Forward rate agreements	50,835	2,130	—	52,965
Swaps	341,214	402,965	120,861	865,040
Options purchased	28,939	6,371	266	35,576
Options written	33,985	2,975	5,662	42,622
	498,626	444,782	126,789	1,070,197
Foreign exchange and gold contracts				
Futures	6,072	2,344	—	8,416
Spot and forwards	193,923	8,874	228	203,025
Swaps	21,404	53,382	44,064	118,850
Options purchased	3,457	249	—	3,706
Options written	4,306	198	—	4,504
	229,162	65,047	44,292	338,501
Other derivative contracts				
Equity	19,526	5,002	5,796	30,324
Credit	9,999	67,801	12,737	90,537
Other	6,053	4,040	—	10,093
	35,578	76,843	18,533	130,954
Total	\$ 763,366	\$ 586,672	\$ 189,614	\$ 1,539,652

As at October 31, 2008 (\$ millions)	Within 1 year	One to 5 years	Over 5 years	Total
Interest rate contracts				
Futures	\$ 58,968	\$ 12,991	\$ —	\$ 71,959
Forward rate agreements	31,913	—	—	31,913
Swaps	257,450	353,842	130,440	741,732
Options purchased	58,651	13,169	592	72,412
Options written	47,497	11,987	4,195	63,679
	454,479	391,989	135,227	981,695
Foreign exchange and gold contracts				
Futures	2,602	1,637	—	4,239
Spot and forwards	275,526	9,875	789	286,190
Swaps	38,984	52,889	35,132	127,005
Options purchased	4,302	349	—	4,651
Options written	4,524	384	—	4,908
	325,938	65,134	35,921	426,993
Other derivative contracts				
Equity	19,485	6,035	332	25,852
Credit	12,337	48,354	59,708	120,399
Other	4,862	2,140	—	7,002
	36,684	56,529	60,040	153,253
Total	\$ 817,101	\$ 513,652	\$ 231,188	\$ 1,561,941

(c) Credit risk

As with other financial assets, derivative instruments are subject to credit risk. Credit risk arises from the possibility that counterparties may default on their obligations to the Bank. However, whereas the credit risk of other financial assets is represented by the principal amount net of any applicable allowance for credit losses, the credit risk associated with derivatives is normally a small fraction of the notional amount of the derivative instrument. Derivative contracts generally expose the Bank to credit loss if changes in market rates affect a counterparty's position unfavourably and the counterparty defaults on payment. Accordingly, credit risk of derivatives is represented by the positive fair value of the instrument.

Negotiated over-the-counter derivatives often present greater credit exposure than exchange-traded contracts. The net change in the exchange-traded contracts is normally settled daily in cash with the exchange. Holders of these contracts look to the exchange for performance under the contract.

The Bank strives to limit credit risk by dealing with counterparties that it believes are creditworthy, and manages its credit risk for derivatives through the same credit risk process applied to other financial assets.

The Bank pursues opportunities to reduce its exposure to credit losses on derivative instruments. These opportunities include entering into master netting arrangements with counterparties. The credit risk associated with favourable contracts is eliminated by a master netting arrangement to the extent that unfavourable contracts with the same counterparty are not settled before favourable contracts.

To control credit risk associated with derivatives, the Bank uses the same credit risk management activities and procedures that are used in the lending business in assessing and adjudicating potential credit exposure.

The Bank applies limits to each counterparty, measures exposure as the current positive fair value plus potential future exposure, and uses credit mitigation techniques, such as netting and collateralization. Investment grade counterparties account for a significant portion of the credit risk exposure arising from the Bank's derivative transactions as at October 31, 2009.

Derivative instruments used by the Bank include credit derivatives in its investment and loan portfolios: credit protection is sold as an alternative to acquire exposure to bond or loan assets, while credit protection is bought to manage or mitigate credit exposures.

The following table summarizes the credit exposure of the Bank's over-the-counter derivatives. The credit risk amount (CRA) represents the estimated replacement cost, or positive fair value, for all contracts without taking into account any master netting or collateral arrangements that have been made. The CRA does not reflect actual or expected losses.

The credit equivalent amount (CEA) is the CRA plus an add-on for potential future exposure. The add-on amount is based on a formula prescribed in the Capital Adequacy Guideline of the Superintendent. The risk-weighted balance is calculated by multiplying the CEA by the capital requirement (K) times 12.5, where K is a function of the probability of default (PD), loss given default (LGD), maturity and prescribed correlation factors. Other derivative contracts – other includes precious metals other than gold, and other commodities including energy and base metal derivatives.

As at October 31 (\$ millions)	2009			2008	
	Notional amount	Credit risk amount (CRA)	Credit equivalent amount (CEA)	Credit risk amount (CRA)	Credit equivalent amount (CEA)
Interest rate contracts					
Futures	\$ 73,994	\$ –	\$ –	\$ –	\$ –
Forward rate agreements	52,965	5	16	20	20
Swaps	865,040	10,956	14,376	10,197	13,635
Options purchased	35,576	227	263	351	426
Options written	42,622	–	–	–	–
	1,070,197	11,188	14,655	10,568	14,081
Foreign exchange and gold contracts					
Futures	8,416	–	–	–	–
Spot and forwards	203,025	3,336	5,504	13,053	15,963
Swaps	118,850	6,049	12,238	6,662	12,332
Options purchased	3,706	89	142	375	435
Options written	4,504	–	–	–	–
	338,501	9,474	17,884	20,090	28,730
Other derivative contracts					
Equity	30,324	1,267	2,807	1,936	3,463
Credit	90,537	3,578	8,491	11,067	17,834
Other	10,093	485	1,299	1,149	1,709
	130,954	5,330	12,597	14,152	23,006
Total derivatives	\$ 1,539,652	\$ 25,992	\$ 45,136	\$ 44,810	\$ 65,817
Less: impact of master netting and collateral		18,293	26,649	24,076	37,296
Total		\$ 7,699	\$ 18,487	\$ 20,734	\$ 28,521
Total risk weighted assets			\$ 6,092		\$ 9,653

(d) Fair value

Fair values of exchange-traded derivatives are based on quoted market prices. Fair values of over-the-counter (OTC) derivatives are determined using pricing models, which take into account current market and contractual prices of the underlying instruments, as well as time value and yield curve or volatility factors underlying the positions.

The determination of the fair value of derivatives includes consideration of credit risk and ongoing direct costs over the life of the instruments.

The following table summarizes the fair value of derivatives segregated by type and segregated between trading and those derivatives used in the Bank's asset/liability risk management process (ALM).

As at October 31 (\$ millions)	2009		2009		2008	
	Average fair value ⁽¹⁾		Year-end fair value		Year-end fair value	
	Favourable	Unfavourable	Favourable	Unfavourable	Favourable	Unfavourable
Trading						
Interest rate contracts						
Forward rate agreements	\$ 12	\$ 9	\$ 5	\$ 4	\$ 20	\$ 24
Swaps	14,302	14,481	9,808	9,875	9,345	9,508
Options	347	376	227	258	350	342
	14,661	14,866	10,040	10,137	9,715	9,874
Foreign exchange and gold contracts						
Forwards	5,922	5,704	3,046	3,228	12,424	11,445
Swaps	4,694	5,137	5,143	4,846	4,668	5,061
Options	262	282	89	109	375	396
	10,878	11,123	8,278	8,183	17,467	16,902
Other derivative contracts						
Equity	1,234	1,881	1,223	1,401	1,886	1,356
Credit	8,268	6,712	3,544	4,153	10,842	8,614
Other	639	511	485	468	1,118	661
	10,141	9,104	5,252	6,022	13,846	10,631
Trading derivatives' market valuation	\$ 35,680	\$ 35,093	\$ 23,570	\$ 24,342	\$ 41,028	\$ 37,407
ALM						
Interest rate contracts						
Forward rate agreements			\$ -	\$ -	\$ -	\$ 2
Swaps			1,148	2,169	852	1,671
Options			-	-	1	-
			1,148	2,169	853	1,673
Foreign exchange and gold contracts						
Forwards			290	527	629	1,404
Swaps			906	1,233	1,994	1,881
Options			-	-	-	-
			1,196	1,760	2,623	3,285
Other derivative contracts						
Equity			44	49	50	218
Credit			34	486	225	228
Other			-	-	31	-
			78	535	306	446
ALM derivatives' market valuation			\$ 2,422	\$ 4,464	\$ 3,782	\$ 5,404
Total derivative instruments before netting			\$ 25,992	\$ 28,806	\$ 44,810	\$ 42,811
Less: impact of master netting and collateral			18,293	18,293	24,076	24,076
Total derivative instruments			\$ 7,699	\$ 10,513	\$ 20,734	\$ 18,735

(1) The average fair value of trading derivatives' market valuation for the year ended October 31, 2008 were: favourable \$23,077 and unfavourable \$21,575. Average fair value amounts are based on month-end balances.

Included in the above ALM derivatives' market valuation amounts are derivatives designated in hedging relationships as follows:

As at October 31 (\$ millions)	2009		2008	
	Favourable	Unfavourable	Favourable	Unfavourable
Derivatives designated in fair value hedging relationships	\$ 565	\$ 694	\$ 1,391	\$ 578
Derivatives designated in cash flow hedging relationships	250	1,351	689	1,561
Derivatives designated in net investment hedging relationships	—	31	15	19
Total derivatives designated in hedging relationships	\$ 815	\$ 2,076	\$ 2,095	\$ 2,158

Due to the ineffective portion of designated hedges, the Bank recorded a gain of \$127 million (2008 – nil; 2007 – loss of \$11 million) during the year, of which a gain of \$51 million (2008 – gain of \$12 million; 2007 – loss of \$20 million) related to cash flow hedges. No ineffectiveness was recognized on net investment hedges. In fiscal 2008, the Bank recorded a cumulative mark-to-market loss of \$162 million relating to interest rate derivatives used for certain asset/liability management purposes that did not qualify for hedge accounting.

28 Acquisitions

(a) Canadian acquisitions

The Bank completed the acquisition of E*TRADE Canada on September 22, 2008, through the acquisition of 100% of the outstanding shares for cash consideration of US \$470 million.

During the first quarter of 2009, the Bank completed the purchase price allocation for E*TRADE Canada (renamed Scotia iTrade) and recorded goodwill of \$430 million and intangibles of \$32 million on the Consolidated Balance Sheet.

On December 12, 2008, the Bank completed the acquisition of Sun Life Financial Inc.'s 37.6% ownership stake in CI Financial Income Fund. The consideration was in the form of \$1.55 billion cash, \$500 million common shares and \$250 million non-cumulative preferred shares. This investment is accounted for under the equity method of accounting.

(b) International acquisitions

Current Year

On February 3, 2009, the Bank acquired an additional 24% of Thanachart Bank in Thailand for approximately \$270 million, which increased the Bank's ownership from 24.99% to 49%. The investment will continue to be accounted for under the equity method of accounting.

Prior Year

During the second half of 2008, the Bank acquired an additional 20% of Scotiabank Peru for approximately \$230 million, which increased the Bank's ownership in Scotiabank Peru from 78% to 98%. This transaction resulted in an increase in goodwill of \$62 million. There is also a reduction in non-controlling interest in subsidiaries of \$164 million.

The Bank completed the acquisition of Chile's Banco del Desarrollo on November 26, 2007, through the acquisition of 99.55% of the outstanding shares. The purchase price was approximately \$1.0 billion Canadian dollar equivalent (CDE), representing a cash payment of \$537 billion Chilean Pesos. Based on acquisition date fair values, the total purchase price has been allocated to CDE \$6.5 billion of tangible assets, primarily loans, acquired, CDE \$6.3 billion of liabilities, primarily deposits, assumed and an estimated value of intangibles and goodwill acquired of CDE \$907 million. Subsequent to the acquisition, the Bank has combined the operations of Banco del Desarrollo with its existing Scotiabank Sud Americano banking operations in the International Banking segment.

29 Reconciliation of Canadian and United States generally accepted accounting principles (GAAP)

The consolidated financial statements of the Bank have been prepared in accordance with Canadian GAAP. The significant measurement differences

between Canadian and U.S. GAAP affecting the consolidated financial statements are as follows:

Reconciliation of net income

For the year ended October 31 (\$ millions)

Net income based on Canadian GAAP
Employee future benefits (a)
Restructuring costs (b)
Transfers of loans through securitizations (c)
Derivative instruments and hedging activities (d)
Unrealized gains (losses) on securities reclassified (f)
Conversion of loans into debt securities (f)
Available-for-sale securities (f)
Computer software (g)
Stock-based compensation (h)
Tax effect of above differences
Net income based on U.S. GAAP

Preferred dividends paid
Net income available to common shareholders based on U.S. GAAP
Earnings per common share based on U.S. GAAP (in dollars) ⁽¹⁾ :
Basic
Diluted

Net income		
2009	2008	2007
\$ 3,547	\$ 3,140	\$ 4,045
(91)	(24)	(31)
—	(8)	—
—	—	4
(427)	201	(30)
(17)	(63)	(12)
39	(16)	29
—	(7)	7
(3)	(7)	(11)
5	(41)	(17)
119	(20)	32
\$ 3,172	\$ 3,155	\$ 4,016
(186)	(107)	(51)
\$ 2,986	\$ 3,048	\$ 3,965
\$ 2.95	\$ 3.09	\$ 4.01
\$ 2.94	\$ 3.07	\$ 3.98

(1) Earnings per share calculations are based on full dollar and share amounts.

(a) Employee future benefits

Commencing fiscal 2007, the Bank prospectively adopted a new U.S. GAAP standard which requires: (i) the recognition of a pension and other post-retirement plan's over-funded or under-funded status as an asset or liability, respectively; and (ii) the recognition of existing unrecognized net actuarial gains and losses, prior service costs and credits, and net transitional assets or obligations in other comprehensive income. The new standard also requires, commencing in fiscal 2009, the measurement of defined benefit plan assets and obligations at the fiscal year-end date. Prior to fiscal 2007, U.S. GAAP required the excess of any unfunded accumulated benefit obligation (with certain other adjustments) to be reflected as an additional minimum pension liability in the U.S. GAAP Consolidated Balance Sheet with an offsetting adjustment to intangible assets to the extent of unrecognized prior service costs, with the remainder recorded in other comprehensive income. Upon adoption of the new standard, the minimum pension liability previously recorded under U.S. GAAP was eliminated as part of the transitional adjustment. Although the new U.S. GAAP standard changes the balance sheet presentation of post-retirement benefit plans, the recognition and measurement of pension expense under U.S. GAAP remains unchanged.

Canadian GAAP requires that only the cumulative difference between pension income / expense and funding contributions be reflected in the Bank's Consolidated Balance Sheet. Although Canadian and U.S. GAAP are substantially consistent with respect to recognition and measurement of pension expense, there still continues to be a difference in the charge to income between Canadian and U.S. GAAP, principally due to differences in the amortization of the transitional amounts resulting from differing adoption dates of the previous standards, and differences in the treatment of the pension valuation allowance. Canadian GAAP requires recognition of a pension valuation allowance for any excess of the prepaid benefit expense over the expected future benefit. Changes in the pension valuation allowance are recognized in the Consolidated Statement of Income. U.S. GAAP does not permit recognition of a pension valuation allowance.

The impact of adoption of the U.S. GAAP standard as at October 31, 2007 was an increase of \$136 million in other assets, an

increase of \$538 million in other liabilities, and a decrease of \$402 million (net of income taxes is \$262 million) in accumulated other comprehensive income. The adoption of the U.S. GAAP standard had no effect on the Bank's Consolidated Statement of Income under U.S. GAAP for any of the years presented.

The impact of the 2009 adoption of the requirement to measure defined benefit plan assets and obligations at the fiscal year-end date was an increase of \$2 million to other assets, an increase of \$22 million to other liabilities, a decrease of \$32 million to retained earnings (net of income taxes is \$24 million), and an increase of \$6 million (net of income taxes is \$4 million) in accumulated other comprehensive income.

(b) Restructuring costs

Under Canadian GAAP, restructuring costs incurred for activities initiated prior to April 1, 2003, were accrued as liabilities provided that a restructuring plan detailing all major actions to be taken had been approved by an appropriate level of management, and significant changes to the plan were not likely. Under U.S. GAAP, for activities initiated prior to January 1, 2003, additional criteria were required to have been met prior to accrual, including that certain restructuring costs be incurred within one year from the date of approval of the restructuring plan; the accruals recorded under Canadian GAAP for certain planned restructuring costs not incurred within the one-year time limit were reversed under U.S. GAAP and the costs are expensed as incurred. For restructuring costs incurred for activities initiated after March 31, 2003, Canadian and U.S. GAAP are consistent.

(c) Transfers of loans through securitizations

Effective July 1, 2001, the Bank adopted a new Canadian accounting guideline for transfers of loans on a prospective basis. This guideline is consistent with the U.S. standard for transfers of loans adopted on April 1, 2001.

Prior to the adoption of the new Canadian guideline, transfers of loans were treated as sales under Canadian GAAP when the significant

risks and rewards of ownership were transferred. Gains on transfers of loans were recognized immediately, unless there was recourse to the Bank in excess of expected losses, in which case the gains were considered unrealized and deferred until they were collected in cash and there was no recourse to that cash. Under U.S. GAAP, gains on transfers of loans that qualify as sales are recognized in income at the time of sale. There will continue to be differences in Canadian and U.S. GAAP income until the deferred gains related to assets securitized prior to July 1, 2001 have all been recognized in Canadian GAAP income.

Prior to the harmonization of Canadian and U.S. GAAP, some transfers of assets did not qualify for sale accounting under U.S. GAAP. These transfers have been accounted for as secured lending arrangements under U.S. GAAP. This results in the assets remaining on the U.S. GAAP Consolidated Balance Sheet and in the net spread being recognized in U.S. GAAP income over the term of the loans rather than immediate recognition of a gain.

(d) Derivative instruments and hedging activities

As described in Note 1, Canadian GAAP is substantially consistent with U.S. GAAP for the Bank's activities relating to hedging, most embedded derivatives, recognition of inception gains on derivatives valued using unobservable market data, and disclosure of fair values. The current year reconciling items between Canadian and U.S. GAAP relate primarily to the bifurcation of credit-related embedded derivatives in synthetic collateralized debt obligation (CDO) structures and classification of certain financial guarantees.

(e) Classification and Impairment of financial instruments

Effective November 1, 2008, under Canadian GAAP certain debt instruments that are not quoted in an active market were reclassified to loans and receivables which are carried at amortized cost. U.S. GAAP precludes securities from being classified as loans and receivables. As a result, certain debt securities which are classified as loans and receivables under Canadian GAAP are classified as available-for-sale under U.S. GAAP.

Effective May 1, 2009, under U.S. GAAP, certain impaired available-for-sale debt instruments are written down to the extent of incurred credit losses. Under Canadian GAAP, impaired available-for-sale debt instruments are written down to fair value. This change had no impact on the Bank.

(f) Securities

Except as discussed in (e), Canadian GAAP is substantially harmonized with U.S. GAAP for the Bank's activities relating to the accounting for securities. The significant differences between Canadian and U.S. GAAP for fiscal 2008 and prior years are described below.

Under Canadian GAAP, securities are accounted for on a settlement date basis. Under U.S. GAAP, securities are required to be accounted for on a trade date basis.

Under Canadian GAAP, debt securities acquired in a loan restructuring prior to May 1, 2003 were recorded at net book value. Under U.S. GAAP, the debt securities are recorded at their fair value with the difference between the carrying value of the loans and the fair value of the debt securities acquired recorded in income. For debt securities acquired in a loan restructuring after April 30, 2003, Canadian and U.S. GAAP are consistent.

Prior to fiscal 2007, certain securities with embedded derivatives were reclassified from available-for-sale to trading securities. Under Canadian GAAP, these securities were classified as investment securities.

As described in Note 1, Canadian GAAP was amended in October 2008 allowing a reclassification of non-derivative financial assets out of the held-for-trading category under rare circumstances. For fiscal 2008,

the Bank reclassified specified assets out of trading securities to available-for-sale securities effective August 1, 2008, as permitted under Canadian GAAP. Under U.S. GAAP, this reclassification was effective October 31, 2008.

(g) Computer software

U.S. GAAP requires qualifying software costs to be capitalized and depreciated over the useful life of the software. Prior to November 1, 2003, these costs were expensed as incurred under Canadian GAAP. For software costs incurred after November 1, 2003, Canadian and U.S. GAAP are consistent.

(h) Stock-based compensation

Effective November 1, 2005, the Bank adopted, on a modified prospective basis, a new U.S. GAAP standard amending the accounting for stock-based compensation to new awards and to any awards modified, repurchased or cancelled after the effective date. The prospective adoption of the standard requires the use of a fair-value-based method, rather than an intrinsic-value-based method, to measure and account for the cost of employee services received in exchange for an award linked to the Bank's common shares. The greatest impact was on the Bank's employee stock option plan.

The U.S. GAAP stock-based compensation expense was quantified using the Black-Scholes option pricing model and the following weighted average assumptions:

As at	October 31, 2009	October 31, 2008
Risk-free interest rate	1.71%	2.46%
Expected dividend yield	4.27%	3.76%
Expected price volatility	33.4%	38.2%
Expected life of option	6.5 years	6.0 years

Under Canadian GAAP, the Bank uses an intrinsic-value-based method to record stock-based compensation expense for all liability classified awards. Effective November 1, 2005, the Bank adopted a new pronouncement amending the accounting for stock-based compensation for employees eligible to retire before the vesting date and permitted application on a retrospective basis. There was also a corresponding change in U.S. GAAP; however, this change was required to be applied prospectively under U.S. GAAP for awards granted in fiscal 2006 and onwards.

(i) Liabilities and equity

Under Canadian GAAP, the Scotiabank Trust Securities issued by BNS Capital Trust are recorded as capital instrument liabilities. Under U.S. GAAP, these securities with conversion or conditional redemption features are recorded as non-controlling interest in subsidiaries.

(j) Non-cash collateral

Under Canadian GAAP, non-cash collateral received as part of securities lending transactions is not recognized in the Consolidated Balance Sheet. Under U.S. GAAP, collateral received for transactions where the Bank lends securities as principal is accounted for as a secured borrowing in the Consolidated Balance Sheet.

The adjustment for non-cash collateral received in securities lending transactions resulted in an addition to other assets of \$5,750 million (2008 – \$6,905 million) and an addition to other liabilities of \$5,750 million (2008 – \$6,905 million).

(k) Comprehensive income

Both Canadian and U.S. GAAP require a separate Statement of Comprehensive Income. Under Canadian GAAP this was effective only after

November 1, 2006. The main reconciling items between Canadian GAAP and U.S. GAAP relating to comprehensive income in 2007 primarily result from the reversal of certain hedge adjustments recorded in U.S. GAAP prior to November 1, 2006 and repayments and maturities of debt securities acquired in a loan restructuring prior to May 1, 2003. The fiscal 2008 reconciling items also include the reclassification of losses on synthetic collateralized debt obligation structures and changes in assets and liabilities relating to employee future benefits. The fiscal 2009 reconciling items also include the reclassification of certain debt securities to loans and receivables under Canadian GAAP.

(l) Non-controlling interest in subsidiaries

Under U.S. GAAP, non-controlling interest in subsidiaries is presented separately.

(m) Income taxes

On November 1, 2007, the Bank adopted, for U.S. GAAP purposes, Accounting for Uncertainty in Income Taxes in FASB ASC Topic 740 Income Taxes. The Standard prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of an uncertain tax position taken or expected to be taken on a tax return.

The Standard uses a two-step approach for evaluating tax positions:

1) a tax position must be more-likely-than-not to be sustained based solely on its technical merits in order to be recognized; and 2) the benefit is measured as the largest dollar amount of that position that is more-likely-than-not to be sustained upon settlement. The difference between the benefit recognized for a position in accordance with the U.S. GAAP model and the tax benefit claimed on a tax return is referred to as an unrecognized tax benefit.

The adoption of Accounting for Uncertainty in Income Taxes in FASB ASC Topic 740 had no material impact on 2008 opening retained earnings under U.S. GAAP. The amount of unrecognized tax benefits as at November 1, 2008 was \$490 million. There was a net \$50 million increase during 2009 related to tax positions taken during the current and prior periods. The 2009 balance of \$540 million of unrecognized tax benefits, if recognized, would affect the effective tax rate. It is difficult to project how unrecognized tax benefits will change over the next 12 months. The Bank operates in Canada, the U.S. and other foreign jurisdictions, subject to examination by tax authorities.

Consolidated statement of comprehensive income (loss)

For the year ended October 31 (\$ millions)

	2009			2008	2007
	Canadian GAAP	Adjustments	U.S. GAAP		
Net income	\$ 3,547	\$ (375)	\$ 3,172	\$ 3,155	\$ 4,016
Other comprehensive income (loss), net of income taxes:					
Change in unrealized foreign currency translation gains (losses), net of hedging activities ⁽¹⁾	(1,736)	(3)	(1,739)	2,442	(2,230)
Change in unrealized gains (losses) on available-for-sale securities, net of hedging activities ⁽²⁾	894	409	1,303	(1,683)	(141)
Change in gains (losses) on derivative instruments designated as cash flow hedges ⁽³⁾	43	—	43	(525)	115
Change in pension asset and liability ⁽⁴⁾	—	(548)	(548)	35	—
Total other comprehensive income (loss)	\$ (799)	\$ (142)	\$ (941)	\$ 269	\$ (2,256)
Total comprehensive income (loss)	\$ 2,748	\$ (517)	\$ 2,231	\$ 3,424	\$ 1,760

Accumulated other comprehensive income (loss)⁽⁵⁾

For the year ended October 31 (\$ millions)

	2009			2008	2007
	Canadian GAAP	Adjustments	U.S. GAAP		
Unrealized foreign currency translation gains (losses), net of hedging activities	\$ (3,917)	\$ (45)	\$ (3,962)	\$ (2,223)	\$ (4,665)
Unrealized gains (losses) on available-for-sale securities, net of hedging activities	540	(219)	321	(982)	701
Derivative instruments designated as cash flow hedges	(423)	1	(422)	(465)	60
Employee future benefits ⁽⁶⁾	—	(795)	(795)	(251)	(286)
Total accumulated other comprehensive income (loss)	\$ (3,800)	\$ (1,058)	\$ (4,858)	\$ (3,921)	\$ (4,190)

(1) U.S. GAAP amounts are net of income tax expense of \$328 (2008 – benefit of \$159; 2007 – expense of \$427).

(2) U.S. GAAP amounts are net of income tax expense of \$570 (2008 – benefit of \$717; 2007 – benefit of \$65).

(3) U.S. GAAP amounts are net of income tax expense of \$44 (2008 – benefit of \$246; 2007 – expense of \$48).

(4) U.S. GAAP amounts are net of income tax benefit of \$290 (2008 – expense of \$12; not applicable for 2007).

(5) All amounts presented are net of income tax.

(6) The 2009 and 2007 adjustments include the adoption of the new standard on employee future benefits as discussed in note (a) above.

Consolidated Financial Statements

Condensed consolidated balance sheet

As at October 31 (\$ millions)	2009			2008		
	Canadian GAAP	Adjustments	U.S. GAAP	Canadian GAAP	Adjustments	U.S. GAAP
Assets						
Cash resources	\$ 43,278	\$ –	\$ 43,278	\$ 37,318	\$ –	\$ 37,318
Securities						
Trading	58,067	(314) ^f	57,753	48,292	721 ⁱ	49,013
Available-for-sale	55,699	7,244 ^{e,f}	62,943	38,823	(55) ^j	38,768
Equity accounted investments	3,528	–	3,528	920	–	920
Securities purchased under resale agreements	17,773	–	17,773	19,451	–	19,451
Loans	266,302	(6,197) ^{c,d,e}	260,105	288,680	1,668 ^{c,d}	290,348
Derivative instruments	25,992	163 ^d	26,155	44,810	–	44,810
Other	25,877	11,242 ⁽¹⁾	37,119	29,331	9,258 ⁽⁵⁾	38,589
	\$ 496,516	\$ 12,138	\$ 508,654	\$ 507,625	\$ 11,592	\$ 519,217
Liabilities and shareholders' equity						
Liabilities						
Deposits	\$ 350,419	\$ 1,596 ^{c,d}	\$ 352,015	\$ 346,580	\$ 1,668 ^{c,d}	\$ 348,248
Derivative instruments	28,806	(5) ^d	28,801	42,811	(9) ^d	42,802
Other	85,521	11,944 ⁽²⁾	97,465	91,238	10,198 ⁽⁶⁾	101,436
Non-controlling interest in subsidiaries	554	(554) ^j	–	502	(502) ^j	–
Subordinated debentures	5,944	–	5,944	4,352	–	4,352
Capital instrument liabilities	500	(500) ^j	–	500	(500) ^j	–
	\$ 471,744	\$ 12,481	\$ 484,225	\$ 485,983	\$ 10,855	\$ 496,838
Non-controlling interest in subsidiaries	\$ –	\$ 1,054⁽¹⁾	\$ 1,054	\$ –	\$ 1,002⁽¹⁾	\$ 1,002
Shareholders' equity						
Capital stock						
Preferred shares	\$ 3,710	\$ –	\$ 3,710	\$ 2,860	\$ –	\$ 2,860
Common shares and contributed surplus	4,946	–	4,946	3,829	–	3,829
Retained earnings	19,916	(339) ⁽³⁾	19,577	18,549	60 ⁽⁷⁾	18,609
Accumulated other comprehensive income (loss)	(3,800)	(1,058) ⁽⁴⁾	(4,858)	(3,596)	(325) ⁽⁸⁾	(3,921)
	\$ 24,772	\$ (1,397)	\$ 23,375	\$ 21,642	\$ (265)	\$ 21,377
	\$ 496,516	\$ 12,138	\$ 508,654	\$ 507,625	\$ 11,592	\$ 519,217

Note references refer to GAAP differences described above.

(1) Refer to a, b, c, d, e, f, g, j.

(3) Refer to a, b, c, d, f, g, h.

(5) Refer to a, b, c, d, f, g, j.

(7) Refer to a, b, c, d, f, g, h.

(2) Refer to a, c, f, h, j.

(4) Refer to a, d, e, f, k.

(6) Refer to a, c, f, h, j.

(8) Refer to a, d, f, k.

Future accounting changes

Business combinations and Non-controlling interest

FASB ASC Topic 805 Business Combinations and Topic 810 Consolidations will be effective for all business combinations occurring on or after November 1, 2009 for U.S. GAAP purposes. These standards will require most identifiable assets, liabilities, non-controlling interests, and goodwill acquired in a business combination to be recorded at full fair value; related acquisition and restructuring costs to be expensed instead of being capitalized as part of the purchase consideration and require non-controlling interests to be reported as a separate component of equity.

Derivative instruments and Hedging activities

The disclosure requirements in FASB ASC Topic 815 Derivatives and Hedging requires enhanced disclosures for derivatives and hedged items and their effects on an entity's financial position, results of operations and cash flows. The requirements will be effective commencing November 1, 2009 for U.S. GAAP purposes.

Accounting for transfers of financial assets and Consolidation of variable interest entities

Amendments have been made to the accounting for transfers of financial assets in FASB ASC Topic 860-10 Transfers and Servicing. The new standard eliminates the concept of Qualifying Special Purpose Entities (QSPEs) and provides additional guidance with regard to accounting for transfers of financial assets. Simultaneously, amendments have been made to FASB ASC 810-10 Consolidation of Variable Interest Entities. The scope of the new standard will now include former QSPEs. In addition, the new standard changes the approach for determining the primary beneficiary of a variable interest entity from a quantitative risk and reward model to a qualitative model, based on control and economics. The new standard also requires that the primary beneficiary analysis be re-evaluated whenever circumstances change. Both standards will be effective commencing November 1, 2010 for U.S. GAAP purposes.

Principal Subsidiaries⁽¹⁾

As at October 31, 2009 (\$ millions)

	Principal office	Carrying value of shares
Canadian		
BNS Capital Trust	Toronto, Ontario	\$ 121
BNS Investment Inc.	Toronto, Ontario	\$ 10,701
Montreal Trust Company of Canada	Montreal, Quebec	
Scotia Merchant Capital Corporation	Toronto, Ontario	
BNS Investments Inc.	Toronto, Ontario	
Dundee Bank of Canada	Toronto, Ontario	\$ 799
Maple Trust Company	Toronto, Ontario	\$ 210
National Trustco Inc.	Toronto, Ontario	\$ 558
The Bank of Nova Scotia Trust Company	Toronto, Ontario	
National Trust Company	Stratford, Ontario	
RoyNat Inc.	Toronto, Ontario	\$ 14
Scotia Capital Inc.	Toronto, Ontario	\$ 300
1548489 Ontario Limited	Toronto, Ontario	\$ 516
Scotia iTrade Corp.	Toronto, Ontario	
Scotia Cassels Investment Counsel Limited	Toronto, Ontario	\$ 40
Scotia Dealer Advantage Inc.	Burnaby, British Columbia	\$ 54
Scotia Insurance Agency Inc.	Toronto, Ontario	\$ -
Scotia Life Insurance Company	Toronto, Ontario	\$ 71
Scotia Mortgage Corporation	Toronto, Ontario	\$ 304
Scotia Securities Inc.	Toronto, Ontario	\$ 538
Scotiabank Capital Trust ⁽²⁾	Toronto, Ontario	\$ 22
Scotiabank Subordinated Notes Trust ⁽²⁾	Toronto, Ontario	\$ 3
Scotiabank Tier 1 Trust ⁽²⁾	Toronto, Ontario	\$ 6

International

The Bank of Nova Scotia Berhad	Kuala Lumpur, Malaysia	\$ 191
The Bank of Nova Scotia International Limited	Nassau, Bahamas	\$ 9,354
Scotiabank Caribbean Treasury Limited	Nassau, Bahamas	
BNS International (Barbados) Limited	Warrens, Barbados	
Grupo BNS de Costa Rica, S.A.	San Jose, Costa Rica	
The Bank of Nova Scotia Asia Limited	Singapore	
The Bank of Nova Scotia Trust Company (Bahamas) Ltd.	Nassau, Bahamas	
Scotiabank & Trust (Cayman) Ltd.	Grand Cayman, Cayman Islands	
Scotia Insurance (Barbados) Limited	Warrens, Barbados	
Scotiabank (Bahamas) Limited	Nassau, Bahamas	
Scotiabank (British Virgin Islands) Limited	Road Town, Tortola, B.V.I.	
Scotiabank (Hong Kong) Limited	Hong Kong, China	
Scotiabank (Ireland) Limited	Dublin, Ireland	
Scotia Group Jamaica Limited (71.8%)	Kingston, Jamaica	\$ 410
The Bank of Nova Scotia Jamaica Limited	Kingston, Jamaica	
Scotia DBG Investments Limited (77.0%)	Kingston, Jamaica	
Grupo Financiero Scotiabank Inverlat, S.A. de C.V. (97.3%)	Mexico, D.F., Mexico	\$ 2,157
Nova Scotia Inversiones Limitada	Santiago, Chile	\$ 1,838
Scotiabank Sud Americano, S.A. (99.7%)	Santiago, Chile	
Banco del Desarrollo (99.55%)	Santiago, Chile	
Scotia Capital (USA) Inc.	New York, New York	⁽³⁾
Scotia Holdings (US) Inc.	Houston, Texas	⁽⁴⁾
The Bank of Nova Scotia Trust Company of New York	New York, New York	
Scotiabanc Inc.	Houston, Texas	
Scotia International Limited	Nassau, Bahamas	\$ 703
Scotiabank Anguilla Limited	The Valley, Anguilla	
Scotiabank de Puerto Rico	Hato Rey, Puerto Rico	\$ 231
Scotiabank El Salvador, S.A. (99.5%)	San Salvador, El Salvador	\$ 402
Scotiabank Europe plc	London, England	\$ 2,059
Scotiabank Peru S.A.A. (97.7%)	Lima, Peru	\$ 1,550
Scotiabank Trinidad and Tobago Limited (50.9%)	Port of Spain, Trinidad	\$ 201

(1) The Bank owns 100% of the outstanding voting shares of each subsidiary unless otherwise noted. The listing includes major operating subsidiaries only.

(2) In terms of current accounting standards, this entity is not consolidated as the Bank is not the primary beneficiary.

(3) The carrying value of this subsidiary is included with that of its parent, Scotia Capital Inc.

(4) The carrying value of this subsidiary is included with that of its parent, BNS Investments Inc.

Shareholder Information

Annual Meeting

Shareholders are invited to attend the 178th Annual Meeting of Holders of Common Shares, to be held on April 8, 2010, at the Sheraton Hotel Newfoundland, 115 Cavendish Square, St. John's, Newfoundland and Labrador, Canada, beginning at 10:00 a.m. (Newfoundland Daylight Time).

Shareholdings and Dividends

Information regarding your shareholdings and dividends may be obtained by contacting the Transfer Agent.

Direct Deposit Service

Shareholders may have dividends deposited directly into accounts held at financial institutions which are members of the Canadian Payments Association. To arrange direct deposit service, please write to the Transfer Agent.

Dividend and Share Purchase Plan

Scotiabank's dividend reinvestment and share purchase plan allows common and preferred shareholders to purchase additional common shares by reinvesting their cash dividend without incurring brokerage or administrative fees.

As well, eligible shareholders may invest up to \$20,000 each fiscal year to purchase additional common shares of the Bank. Debenture holders may apply interest on fully registered Bank subordinated debentures to purchase additional common shares. All administrative costs of the plan are paid by the Bank.

For more information on participation in the plan, please contact the Transfer Agent.

Listing of Shares

Common shares of the Bank are listed for trading on the Toronto and New York stock exchanges.

Series 12, Series 13, Series 14, Series 15, Series 16, Series 17, Series 18, Series 20, Series 22, Series 24, Series 26 and Series 28 preferred shares of the Bank are listed on the Toronto Stock Exchange.

Stock Symbols

STOCK	TICKER SYMBOL	CUSIP NO.
Common shares	BNS	064149 10 7
Series 12, Preferred	BNS.PR.J	064149 81 8
Series 13, Preferred	BNS.PR.K	064149 79 2
Series 14, Preferred	BNS.PR.L	064149 78 4
Series 15, Preferred	BNS.PR.M	064149 77 6
Series 16, Preferred	BNS.PR.N	064149 76 8
Series 17, Preferred	BNS.PR.O	064149 75 0
Series 18, Preferred	BNS.PR.P	064149 74 3
Series 20, Preferred	BNS.PR.Q	064149 72 7
Series 22, Preferred	BNS.PR.R	064149 69 3
Series 24, Preferred	BNS.PR.S	064149 13 1
Series 26, Preferred	BNS.PR.T	064149 67 7
Series 28, Preferred	BNS.PR.X	064149 65 1

Dividend Dates for 2010

Record and payment dates for common and preferred shares, subject to approval by the Board of Directors.

RECORD DATE	PAYMENT DATE
January 5	January 27
April 6	April 28
July 6	July 28
October 5	October 27

Future Annual Meeting

The Annual Meeting for the fiscal year 2010 is scheduled for April 5, 2011, in Halifax, Nova Scotia.

Valuation Day Price

For Canadian income tax purposes, The Bank of Nova Scotia's common stock was quoted at \$31.13 per share on Valuation Day, December 22, 1971. This is equivalent to \$2.594 after adjusting for the two-for-one stock split in 1976, the three-for-one stock split in 1984, and the two-for-one stock split in 1998. The stock dividend in 2004 did not affect the Valuation Day amount. The stock received as part of the 2004 stock dividend is not included in the pre-1971 pool.

Duplicated Communication

Some registered holders of The Bank of Nova Scotia shares might receive more than one copy of shareholder mailings, such as this annual report. Every effort is made to avoid duplication; however, if you are registered with different names and/or addresses, multiple mailings may result.

If you receive, but do not require, more than one mailing for the same ownership, please contact the Transfer Agent to combine the accounts.

Credit Ratings

SENIOR LONG-TERM DEBT/DEPOSITS

DBRS	AA
Fitch	AA-
Moody's	Aa1
Standard & Poor's	AA-

SHORT TERM DEPOSITS/COMMERCIAL PAPER

DBRS	R-1(high)
Fitch	F1+
Moody's	P-1
Standard & Poor's	A-1+

SUBORDINATED DEBT

DBRS	AA(low)
Fitch	A+
Moody's	Aa2
Standard & Poor's	A+

PREFERRED SHARES

DBRS	Pfd-1(low)
Moody's	Aa3
Standard & Poor's	A

Glossary

Allowance for Credit Losses: An allowance set aside which, in management's opinion, is adequate to absorb all credit-related losses from on and off-balance sheet items. It includes specific, sectoral and general allowances.

Assets Under Administration and Management: Assets owned by customers, for which the Bank provides management and custodial services. These assets are not reported on the Bank's consolidated balance sheet.

Bankers' Acceptances (BAs): Negotiable, short-term debt securities, guaranteed for a fee by the issuer's bank.

Basis Point: A unit of measure defined as one-hundredth of one per cent.

Capital: Consists of common shareholders' equity, non-cumulative preferred shares, capital instrument liabilities and subordinated debentures. It can support asset growth, provide against loan losses and protect depositors.

Capital Instrument Liability: A financial instrument, normally qualifying as regulatory capital, that has the potential for being settled for a variable number of the Bank's own equity instruments.

Derivative Products: Financial contracts whose value is derived from an underlying price, interest rate, exchange rate or price index. Forwards, options and swaps are all derivative instruments.

Fair Value: The amount of consideration that would be agreed upon in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act.

Foreign Exchange Contracts: Commitments to buy or sell a specified amount of foreign currency on a set date and at a predetermined rate of exchange.

Forward Rate Agreement (FRA): A contract between two parties, whereby a designated interest rate, applied to a notional principal amount, is locked in for a specified period of time. The difference between the contracted rate and prevailing market rate is paid in cash on the settlement date. These agreements are used to protect against, or take advantage of, future interest rate movements.

Futures: Commitments to buy or sell designated amounts of commodities, securities or currencies on a specified date at a predetermined price. Futures are traded on recognized exchanges. Gains and losses on these contracts are settled daily, based on closing market prices.

General Allowance: Established by the Bank to recognize credit losses which have occurred as at the balance sheet date, but have not yet been specifically identified on an individual item-by-item basis.

Hedging: Protecting against price, interest rate or foreign exchange exposures by taking positions that are expected to react to market conditions in an offsetting manner.

Impaired Loans: Loans on which the Bank no longer has reasonable assurance as to the timely collection of interest and principal, or where a contractual payment is past due a prescribed period. Interest is not accrued on impaired loans.

Marked-To-Market: The valuation of certain financial instruments at fair value as of the balance sheet date.

Net Interest Margin: Net interest income, on a taxable equivalent basis, expressed as a percentage of average total assets.

Notional Principal Amounts: The contract or principal amounts used to determine payments for certain off-balance sheet instruments, such as FRAs, interest rate swaps and cross-currency swaps. The amounts are termed "notional" because they are not usually exchanged themselves, serving only as the basis for calculating amounts that do change hands.

Off-Balance Sheet Instruments: These are indirect credit commitments, including undrawn commitments to extend credit and derivative instruments.

Options: Contracts between buyer and seller giving the buyer of the option the right, but not the obligation, to buy (call) or sell (put) a specified commodity, financial instrument or currency at a set price or rate on or before a specified future date.

OSFI: The Office of the Superintendent of Financial Institutions Canada, the regulator of Canadian banks.

Productivity Ratio: Measures the efficiency with which the Bank incurs expenses to generate revenue. It expresses non-interest expenses as a percentage of the sum of net interest income on a taxable equivalent basis and other income. A lower ratio indicates improved productivity.

Repos: Repos is short for "obligations related to assets sold under repurchase agreements" — a short-term transaction where the Bank sells assets, normally government bonds, to a client and simultaneously agrees to repurchase them on a specified date and at a specified price. It is a form of short-term funding.

Return on Equity (ROE): Net income available to common shareholders, expressed as a percentage of average common shareholders' equity.

Reverse Repos: Short for "assets purchased under resale agreements" — a short-term transaction where the Bank purchases assets, normally government bonds, from a client and simultaneously agrees to resell them on a specified date and at a specified price. It is a form of short-term collateralized lending.

Risk-Weighted Assets: Credit risk-risk weighted assets calculated using formulas specified by the Basel framework which are based on the degree of credit risk for each class of counterparty. Off-balance sheet instruments are converted to balance sheet equivalents, using specified conversion factors, before the appropriate risk measurements are applied. The Bank uses both internal models and standardized approaches to calculate market risk capital and standardized approach to calculate operational risk capital. These capital requirements are converted to risk weighted assets equivalent by multiplying by a 12.5 factor.

Securitization: The process by which financial assets (typically loans) are transferred to a trust, which normally issues a series of different classes of asset-backed securities to investors to fund the purchase of loans. The Bank normally accounts for these transfers as a sale, provided certain conditions are met, and accordingly, the loans are removed from the consolidated balance sheet.

Standby Letters of Credit and Letters of Guarantee: Assurances given by the Bank that it will make payments on behalf of clients to third parties. The Bank has recourse against its clients for any such advanced funds.

Structured Credit Instruments: A wide range of financial products which includes Collateralized Debt Obligations, Collateralized Loan Obligations, Structured Investment Vehicles, and Asset-Backed Securities. These instruments represent investments in pools of credit-related assets, whose values are primarily dependent on the performance of the underlying pools.

Swaps: Interest rate swaps are agreements to exchange streams of interest payments, typically one at a floating rate, the other at a fixed rate, over a specified period of time, based on notional principal amounts. Cross-currency swaps are agreements to exchange payments in different currencies over predetermined periods of time.

Tangible Common Equity Ratio: The tangible common equity (TCE) ratio is a ratio of TCE to risk-weighted assets. The level of tangible common equity is generally considered to be one of the most important measures of a bank's capital strength, and is often used by rating agencies and investors in their assessment of the quality of a bank's capital position. Tangible common equity is total shareholders' equity plus non-controlling interest in subsidiaries, less preferred shares, goodwill and unamortized intangible assets.

Taxable Equivalent Basis (TEB): The grossing up of tax-exempt income earned on certain securities to an equivalent before-tax basis. This ensures uniform measurement and comparison of net interest income arising from both taxable and tax-exempt sources.

Tier 1 And Total Capital Ratios: These are ratios of capital to risk-weighted assets, as stipulated by OSFI, based on guidelines developed under the auspices of the Bank for International Settlements (BIS). Tier 1 capital, the more permanent, consists primarily of common shareholders' equity, non-controlling interest in subsidiaries, capital instrument liabilities plus non-cumulative preferred shares, less goodwill and ineligible unamortized intangible assets. Tier 2 capital consists mainly of subordinated debentures and the eligible general allowance. Together, Tier 1 and Tier 2 capital less certain deductions comprise total regulatory capital.

Value At Risk (VaR): An estimate of the potential loss that might result from holding a position for a specified period of time, with a given level of statistical confidence.

Variable Interest Entity: An entity where its equity at risk is insufficient to permit the financing of its activities on a stand-alone basis or where its equity investors, as a group, lack certain essential characteristics of a controlling financial interest.

Yield Curve: A graph showing the term structure of interest rates, plotting the yields of similar quality bonds by term to maturity.

Basel II Glossary

Credit Risk Parameters

Exposure at Default (EAD): Generally represents the expected gross exposure – outstanding amount for on-balance sheet exposure and loan equivalent amount for off-balance sheet exposure.

Probability of Default (PD): Measures the likelihood that a borrower will default within a 1-year time horizon, expressed as a percentage.

Loss Given Default (LGD): Measures the severity of loss on a facility in the event of a borrower's default, expressed as a percentage of exposure at default.

Exposure Types

Non-retail

Corporate: Defined as a debt obligation of a corporation, partnership, or proprietorship.

Bank: Defined as a debt obligation of a bank or bank equivalent (including certain public sector entities (PSEs) treated as Bank equivalent exposures).

Sovereign: Defined as a debt obligation of a sovereign, central bank, certain Multi Development Banks (MDBs) and certain PSEs treated as Sovereign.

Securitization: On-balance sheet investments in asset backed securities, mortgage backed securities, collateralized loan obligations and collateralized debt obligations, off-balance sheet liquidity lines to Bank's own sponsored and third party conduits, and credit enhancements.

Retail

Real Estate Secured

Residential Mortgage: Loans to individuals against residential property (four units or less).

Secured Lines Of Credit: Revolving personal lines of credit secured by residential real estate.

Qualifying Revolving Retail Exposures (QRRE): Credit cards and unsecured line of credit for individuals.

Other Retail: All other personal loans.

Exposure Sub-types

Drawn: Outstanding amounts for loans, leases, acceptances, deposits with banks and available-for-sale debt securities.

Undrawn: Unused portion of an authorized committed credit lines.

Other Exposures

Repo-Style transactions: Reverse repurchase agreements (reverse repos) and repurchase agreements (repos), securities lending and borrowing.

OTC derivatives: Over-the-counter derivatives contracts.

Other off-balance sheet: Direct credit substitutes such as standby letters of credits and guarantees, trade letters of credits, and performance letters of credits and guarantees.

Additional Information

Corporate Headquarters

Scotiabank
Scotia Plaza
44 King Street West
Toronto, Ontario
Canada M5H 1H1
Tel: (416) 866-6161
Fax: (416) 866-3750
E-mail: email@scotiabank.com

For further information

Public, Corporate and Government Affairs

Scotiabank
44 King Street West
Toronto, Ontario
Canada M5H 1H1
Tel: (416) 866-3925
Fax: (416) 866-4988
E-mail: corpaff@scotiabank.com

Customer Service Centre

1-800-4-SCOTIA

Shareholder Services

Transfer Agent and Registrar

Main Agent

Computershare Trust Company of Canada
100 University Avenue, 9th Floor
Toronto, Ontario
Canada M5J 2Y1
Tel: 1-877-982-8767
Fax: 1-888-453-0330
E-mail: service@computershare.com

Co-transfer Agent (U.S.A.)

Computershare Trust Company N.A.
250 Royall Street
Canton, MA 02021, U.S.A.
Tel: 1-800-962-4284

Finance Department

Scotiabank
44 King Street West
Toronto, Ontario
Canada M5H 1H1
Tel: (416) 866-4790
Fax: (416) 866-4048
E-mail: corporate.secretary@scotiabank.com

Financial Analysts, Portfolio Managers and other Institutional Investors

Tel: (416) 866-5982
Fax: (416) 866-7867
E-mail: investor.relations@scotiabank.com

Online

For product, corporate, financial and shareholder information: www.scotiabank.com and www.scotiacapital.com



Notice of the

178th Annual Meeting of Shareholders
and Management Proxy Circular

IMPORTANT INFORMATION FOR SHAREHOLDERS



Your participation is important – please take a minute to vote.

Voting instructions start on page 1.



Dear Shareholders,

We invite you to attend our 178th Annual Meeting of Shareholders, which will be held at the Sheraton Hotel Newfoundland, St. John's, Newfoundland and Labrador, at 10:00 a.m. (Newfoundland Daylight Time) on Thursday, April 8, 2010. We and our colleagues on the board of directors and executive team look forward to meeting you, presenting our views on our 2009 financial results and outlining our plans for the future. We hope you can join us.

Please take the time to read these documents. The circular contains important information about the Annual Meeting and the business to be conducted, voting, the nominated Directors, our corporate governance practices and how we compensate our executive officers and Directors. If you cannot attend the Annual Meeting, please use the enclosed proxy or voting instruction form to submit your vote prior to the meeting. It is important that your shares be represented in the voting.

We will provide live coverage of the Annual Meeting from the Investor Relations section of our website at www.scotiabank.com. A recording of the meeting will be available on that site for several weeks.

Sincerely,

John T. Mayberry
Chairman of the Board

Rick Waugh
President and Chief Executive Officer

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NOTICE OF OUR 178TH ANNUAL MEETING OF SHAREHOLDERS

You are invited to our 2010 Annual Meeting of Shareholders.

When:

**Thursday, April 8, 2010
10:00 a.m. (Newfoundland Daylight Time)**

Where:

**Sheraton Hotel Newfoundland, Fort William Ballroom
115 Cavendish Square
St. John's, Newfoundland and Labrador A1C 3K2**

Our meeting will cover:

Financial statements – You will receive the financial statements for the fiscal year ended October 31, 2009 and the Auditors' Report on those financial statements.

Directors – You will elect directors to our board. In the "Nominees for Election to the Board of Directors" section starting on page 6, you will find information about each nominated director, including his or her background and experience, committee work and share ownership. All directors are elected for a term of one year.

Auditors – You will vote on reappointing KPMG LLP as auditors. The board, on the recommendation of the audit and conduct review committee, has proposed that KPMG LLP be reappointed as the bank's shareholders' auditors. The "Appointment of Auditors" section starting on page 4 tells you about the services KPMG LLP provided the bank in 2009 and the fees that we paid them. A representative of KPMG LLP has been invited to the Annual Meeting.

Say on Pay vote – You will be asked to consider and approve the following advisory (non-binding) resolution:

"Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in this management proxy circular delivered in advance of the 2010 annual meeting of shareholders of the Bank."

Shareholder proposals – You will be asked to consider two proposals submitted by a shareholder. These proposals and our responses start on page 54.

Other business – If other items of business are properly brought before the meeting, or after any adjournment, you (or your proxyholder, if you are voting by proxy) can vote as you see fit. We are not aware of any other items of business to be considered at the Annual Meeting.

As of the record date, February 9, 2010, there were 1,028,698,313 bank common shares outstanding and, subject to applicable *Bank Act* (Canada) restrictions, all of these common shares entitle holders to cast one vote per share at the Annual Meeting.

Registered shareholders are encouraged to complete the proxy form to be returned in the enclosed envelope or by fax to 416-263-9524 or 1-866-249-7775. **Proxies must be received by the bank's transfer agent, Computershare Trust Company of Canada, at 100 University Avenue, 9th floor, Toronto, Ontario, Canada M5J 2Y1, not later than April 7, 2010, 5:00 p.m. Eastern Standard Time.**

By order of the Board

Deborah M. Alexander
Executive Vice-President
General Counsel and Secretary

Toronto, Ontario, Canada
February 9, 2010

NOTE: If you are a registered shareholder and wish to receive (or continue to receive) quarterly interim financial statements and interim management's discussion & analysis by mail during 2010, you must mark the request box at the bottom of your form of proxy. Other shareholders who wish to receive this information must mark the request box on the voting instruction form. If you do not make this request, quarterly reports will not be sent to you. Financial results are announced by media release, and financial statements and management's discussion & analysis are available on the Scotiabank website at www.scotiabank.com.

Some households may receive multiple copies of Scotiabank's Annual Report because multiple registered shareholders reside at that address. If you are a registered shareholder, you may instruct us not to send Annual Reports (containing annual financial statements and annual management's discussion & analysis) by marking the Annual Report Waiver box at the bottom of the proxy. If you mark the Annual Report Waiver box, you will not receive an Annual Report, but will continue to receive the management proxy circular, form of proxy and other shareholder mailings. If you are a registered shareholder and do not mark the box, you will continue to receive Annual Reports.

NOTE: Registered shareholders receive a form of proxy with this management proxy circular. This form can be used to vote your shares if you cannot attend the shareholders' meeting; see the "Voting by Proxy" section starting on page 1. Non-registered shareholders (who beneficially own shares held by a broker or other intermediary) may receive a voting instruction form or form of proxy from their intermediary with this management proxy circular; see the "Beneficial Owners (Non-Registered Holders)" section on page 3.

THE BANK OF NOVA SCOTIA
MANAGEMENT PROXY CIRCULAR

All information is as of February 1, 2010 unless otherwise indicated.

This management proxy circular is furnished in connection with the solicitation by the management of The Bank of Nova Scotia (the "bank") of proxies for use at the annual meeting of shareholders of the bank (the "meeting") to be held at the time and place and for the purposes set forth in the attached Notice of Meeting.

We have updated our disclosure style and language in this management proxy circular to make it a more user-friendly and readable document for our shareholders. We hope that this will encourage shareholder discussion and assist you in understanding more about your bank and its practices.

VOTING

WHO CAN VOTE?

One Vote Per Share

February 9, 2010 is the record date to determine the shareholders who are entitled to receive notice of and to vote at the meeting.

Except for some restrictions as described below, each shareholder is entitled to one vote for each common share of the bank (a "bank common share") registered in his or her name as of February 9, 2010. As of February 1, 2010, there were 1,028,672,373 bank common shares outstanding.

Under the *Bank Act* (Canada) (the "Bank Act"), no person or entity, together with entities controlled by them, may own more than 10% of any class of shares of the bank without the approval of the Minister of Finance. To the knowledge of the directors and officers of the bank, no person or entity owns or exercises control or direction over shares carrying more than 10% of the votes attached to the bank's issued and outstanding shares of any class.

Voting Restrictions

The Bank Act restricts the voting rights of the bank's shareholders in certain ways. Shares cannot be voted, either in person or by proxy, if they are held in contravention of the Bank Act, or if they are beneficially owned by the Government of Canada, or a province, or the government of a foreign country or any political subdivision of that country, or any agency of those entities. No person, or entity controlled by any person, may cast votes in respect of any shares beneficially owned by the person or entity that represent, in the aggregate, more than 20% of the eligible votes that may be cast.

For more information about voting rights, contact the bank's Secretary.

VOTING IN PERSON

Registered shareholders who attend the meeting in St. John's on April 8, 2010, can cast one vote for each bank common share held (with the exception of those subject to voting restrictions) on resolutions put before the meeting. If you are a registered shareholder who will attend and vote in person at the meeting, you do not need to complete or return the form of proxy. Please register your attendance with the scrutineer, Computershare Trust Company of Canada, upon arrival at the meeting. Please note that the majority of the bank's shareholders are beneficial shareholders rather than registered shareholders. If you are a beneficial shareholder, please see the "Beneficial Owners (Non-Registered Holders)" section on page 3.

VOTING BY PROXY

Registered shareholders who do not plan to come to the meeting can vote by using the proxy form to appoint someone who will be there as their proxyholder. You can either tell that person how you want to vote, or let him or her choose for you.

What Is a Proxy?

A proxy is a document that authorizes someone else to attend the meeting and cast the votes for a registered shareholder. If you are a registered shareholder, a proxy form for the meeting is enclosed in this package. Use it to appoint a proxyholder. (You can also use any other legal proxy form.)

Appointing a Proxyholder

Your proxyholder is the person you appoint to cast your votes for you. **You can choose anyone you want to be your proxyholder;** it does not have to be another shareholder. Just fill in the person's name in the blank space provided on the enclosed proxy form. If you leave the space in the proxy form blank, the directors of the bank, who are designated on the form, are appointed to act as your proxyholder. Your proxy authorizes the proxyholder to vote and otherwise act for you at the meeting, including any continuation after adjournment of the meeting.

If you vote on the issues by marking the appropriate boxes on the proxy form, your shares will be voted as instructed. If you do not mark any boxes, your proxyholder can vote your shares as he or she wishes (see "Your Proxy Vote" section below).

To record your vote, you must ensure that your signed proxy reaches the Toronto office of our transfer agent, Computershare Trust Company of Canada, by April 7, 2010, 5:00 p.m. Eastern Standard Time. You may return it:

By mail to: 100 University Avenue, 9th floor, Toronto, Ontario, Canada M5J 2Y1

OR

By fax to: 416-263-9524 or 1-866-249-7775

Changing Your Mind

If you want to revoke your proxy after you have delivered it, you can do so any time before it is used. You or your authorized attorney must state clearly, in writing, that you want to revoke your proxy, and deliver this written revocation to either of these addresses:

The Bank of Nova Scotia Executive Offices
44 King Street West
Toronto, Ontario, Canada M5H 1H1
Attention: Deborah M. Alexander
Executive Vice-President
General Counsel and Secretary
Fax: 416-866-5090

OR

The Bank of Nova Scotia Head Office
1709 Hollis Street
Halifax, Nova Scotia, Canada B3J 3B7
Attention: Peter Bessey
Senior Vice-President, Atlantic Region
Fax: 1-877-841-9920

The proxy can be revoked if a revocation: (a) is received by or on the last business day before the day of the meeting (or of the continuation of the meeting after adjournment), (b) is deposited with the chairman of the meeting on the day of the meeting (or of the continuation), or (c) in any other way the law permits.

If you revoke your proxy and do not replace it with another that is deposited with the Toronto office of our transfer agent, Computershare Trust Company of Canada, by April 7, 2010, 5:00 p.m. Eastern Standard Time, you can still vote your shares, but must do so in person at the meeting.

Your Proxy Vote

If you have filled out and signed your proxy correctly, and delivered it to the transfer agent by April 7, 2010, 5:00 p.m. Eastern Standard Time, then your proxyholder can vote for you at the meeting. If you have specified on the proxy form how you want to vote on a particular issue (by marking FOR, AGAINST, or WITHHOLD), then your proxyholder must vote your shares accordingly on that ballot.

If you have NOT specified how you want to vote on a particular matter, then your proxyholder can vote your shares as he or she wishes.

If you have appointed the persons designated in the form of proxy as your proxyholder, unless contrary instructions are provided, your shares will be voted at the meeting as follows:

- **FOR** the election as directors of the nominees whose names are set out in this management proxy circular
- **FOR** the appointment of KPMG LLP as auditors
- **FOR** the advisory vote on the bank's approach to executive compensation (or "say on pay"), and
- **AGAINST** the shareholder's proposals described in Schedule A

For more information on any of these matters, see below under "Business of the Meeting." If any amendments are proposed to the matters described in the attached Notice of Meeting, or if any other matters properly come before the meeting, your proxyholder can vote your shares as he or she wishes. We are not aware of any other matters to be presented at the meeting.

Confidentiality

All proxies are considered confidential and will be returned to the bank's transfer agent, Computershare Trust Company of Canada. The transfer agent's Stock Transfer Services division will count the proxies and tabulate the results, which will be verified by the meeting's scrutineers. The transfer agent will refer a proxy to the bank if it has a comment intended for the bank's management on it, or in connection with applicable legal requirements.

BENEFICIAL OWNERS (NON-REGISTERED HOLDERS)

Most shareholders are "beneficial owners" who are non-registered shareholders. Their bank common shares are registered in the name of an intermediary, such as a securities broker, financial institution, trustee, custodian or other nominee who holds the shares on their behalf, or in the name of a clearing agency in which the intermediary is a participant (such as CDS Clearing and Depository Services Inc.). Intermediaries have obligations to forward meeting materials to the non-registered holders, unless otherwise instructed by the holder (and as required by regulation in some cases, despite such instructions).

Only registered shareholders or their duly appointed proxyholders are permitted to vote at the meeting. Non-registered holders should follow the directions of their intermediaries with respect to the procedures to be followed for voting. Generally, intermediaries will provide non-registered holders with either: (a) a voting instruction form for completion and execution by the non-registered holder, which also permits voting by alternate means such as telephone, fax (if available), or internet, or (b) a proxy form, executed by the intermediary and restricted to the number of shares owned by the non-registered holder, but otherwise uncompleted. These are the procedures to permit the non-registered holders to direct the voting of the bank common shares that they beneficially own.

If non-registered holders wish to attend and vote in person at the meeting, they must insert their own name in the space provided for the appointment of a proxyholder on the voting instruction form or proxy form provided by the intermediary. They must carefully follow the intermediary's instructions for return of the executed form or other method of response.

VOTES REQUIRED FOR APPROVAL

All of the matters you are being asked to vote on at the meeting, as described in the attached Notice of Meeting, can be approved by a simple majority of the votes cast.

SOLICITATION OF PROXIES

We request that you sign and return the proxy form or voting instruction form to ensure your votes are exercised at the meeting.

We will pay the cost of proxy solicitation, which will be primarily by mail. However, employees of the bank or employees of Computershare Trust Company of Canada may also solicit proxies by telephone, in writing or in person. We may also use the services of agents at nominal cost.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

The consolidated financial statements and management's discussion & analysis for the year ended October 31, 2009 are included in our Annual Report, which has been mailed to shareholders with this management proxy circular and/or is available on our website at www.scotiabank.com and regulatory websites at www.sedar.com or www.sec.gov.

ELECTION OF DIRECTORS

The 14 nominees proposed for election as directors, who were recommended by the corporate governance and pension committee to the board, are listed under the heading "Nominees for Election to the Board of Directors" beginning on page 6.

The term of office of each director expires at the close of the next annual meeting following the election of the director. As Dr. Parr-Johnston is no longer eligible to stand for re-election at the meeting, she will be retiring from the board at the meeting but will continue to act as a director until then. The board intends to appoint Dr. Parr-Johnston as an honorary director following the meeting.

Unless otherwise instructed, the persons designated in the form of proxy intend to vote FOR the 14 nominees listed beginning on page 6. If, for any reason at the time of the meeting, any of the nominees are unable to serve, and unless otherwise specified, it is intended that the persons designated in the form of proxy will vote at their discretion for a substitute nominee or nominees.

APPOINTMENT OF AUDITORS

KPMG LLP has served continuously as one of our auditors since 1992 and became our sole auditor on March 3, 2006, when it was re-appointed by the shareholders at our annual meeting.

PricewaterhouseCoopers LLP also served as one of our auditing firms from 1992 until its resignation on December 20, 2005, following the audit and conduct review committee's decision to move to a single auditor.

Management proposes that KPMG LLP be re-appointed as our shareholders' auditors. Unless otherwise specified, the persons designated in the form of proxy intend to vote FOR the appointment of KPMG LLP to act until the close of our next annual meeting.

Shareholders' Auditors' Services Pre-approval Policies and Procedures

The audit and conduct review committee has adopted policies and procedures (the "Policies") for the pre-approval of services performed by the bank's shareholders' auditors. The objective of the Policies is to specify the scope of services permitted to be performed by the bank's shareholders' auditors and to ensure the independence of the bank's shareholders' auditors is not compromised through engaging them for other services. The Policies state that the audit and conduct review committee shall pre-approve the following:

- Audit services (all such engagements provided by the bank's shareholders' auditors as well as all such engagements provided by any other registered public accounting firm), and
- Other permitted services to be provided by the bank's shareholders' auditors (primarily audit and audit-related services)

The bank's shareholders' auditors shall not be engaged in the provision of tax or other non-audit services, without the pre-approval of the audit and conduct review committee. The Policies also enumerate pre-approved services including specific audit, audit-related and other limited non-audit services that are consistent with the independence requirements of the United States Sarbanes-Oxley Act of 2002 ("SOX"), Canadian independence standards for auditors and applicable legal requirements. The Policies are applicable to the bank, its subsidiaries and entities that are required to be consolidated by the bank. The audit and conduct review committee shall review and approve the Policies on at least an annual basis. The Policies do not delegate any of the audit and conduct review committee's responsibilities to management of the bank.

Fees Paid to Shareholders' Auditors

Fees paid by the bank to the shareholders' auditors, KPMG LLP, for the years ended October 31, 2009 and October 31, 2008 were as follows:

FOR THE FISCAL YEARS (\$ MILLIONS)	2009	2008
Audit services	\$16.6	\$13.9
Audit-related services	0.6	0.8
Tax services outside of the audit scope	0.1	0.1
Other non-audit services	0.7	0.4
	\$18.0	\$15.2

The nature of these services is as follows:

- Audit services generally relate to the statutory audits and review of financial statements, as well as services associated with registration statements, prospectuses, periodic reports and other documents filed with securities regulatory bodies or other documents issued in connection with securities offerings
- Audit-related services include attest services required by regulatory bodies not directly linked to the financial statements, review of controls and procedures related to regulatory reporting, audits of employee benefit plans, other associated

entities and mutual funds, special attest services not required by statute or regulation, but requested by a party to a specific transaction and consultation and training on accounting and financial reporting under International Financial Reporting Standards. In 2008, these services included specified procedures with respect to a potential international acquisition

- Tax services outside of the audit scope represent primarily specified review procedures required by local tax authorities, attestation on tax returns of certain subsidiaries as required by local tax authorities, review to determine compliance with an agreement with the tax authorities and the preparation of personal tax returns of individuals not in financial reporting or accounting roles
- Other non-audit services are primarily providing industry salary surveys and review of and translation of English language financial statements into other languages

SAY ON PAY VOTE

Our compensation policies and procedures are based on the principle of pay for performance. We believe they align the interests of our executive team with the long-term interests of our shareholders. This non-binding advisory shareholder vote, commonly known as "Say on Pay," gives you as a shareholder the opportunity to endorse or not endorse our approach to our executive pay program and policies through the following resolution:

"Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in this management proxy circular delivered in advance of the 2010 annual meeting of shareholders of the Bank."

Because your vote is advisory, it will not be binding upon the board. However, the human resources committee will take the outcome of the vote into account when considering future executive compensation arrangements. We believe the "Say on Pay" proposal demonstrates our commitment to our shareholders. The chairman of the human resources committee has made himself available for discussions with shareholders in connection with our approach to executive compensation. We are always appreciative of comments and questions on our executive compensation practices. Please see the "Statement of Corporate Governance Practices" section, under the heading "Say on Pay," starting on page 65 of this management proxy circular for more details on how you can ask questions of the board and the human resources committee. The board confirms that the bank's current practices achieve substantially the same results as the Canadian Coalition for Good Governance's ("CCGG") Model Shareholder Engagement and "Say on Pay" Policy for Boards of Directors.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" OUR APPROACH TO EXECUTIVE COMPENSATION, AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS IN THIS MANAGEMENT PROXY CIRCULAR.

SHAREHOLDER PROPOSALS

Attached to this management proxy circular as Schedule A are two proposals which a shareholder of the bank plans to raise at the meeting. These are:

- That more director nominees be proposed for election than there are director positions to be filled, and
- That "fairness ratios" of the aggregate Chief Executive Officer ("CEO") and Named Executive Officers' ("NEOs") compensation to the average aggregate compensation of employees be published

If these proposals are put forward at the meeting, and unless otherwise specified, the persons designated in the form of proxy intend to vote AGAINST each of these two proposals.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

The table below provides information about the nominated directors, including their background, experience, meeting attendance, boards they sit on and bank securities held. The information about the securities held by each nominated director is as of October 31, 2009.



Ronald A. Brenneman

Calgary, Alberta,
Canada

Director since 2000

Independent

Age: 63

Ineligible for
re-election in
April 2017

Areas of Expertise:

Oil and Gas
Finance
Management

Designated Audit
Committee Financial
Expert

Mr. Brenneman is Executive Vice Chairman of Suncor Energy Inc., an integrated energy company. Mr. Brenneman intends to retire as Executive Vice Chairman of Suncor Energy Inc. in February 2010. From January 2000 to August 2009, he was President and Chief Executive Officer of Petro-Canada. His career in the oil and gas industry began in 1969, during which time he has held positions with Imperial Oil Limited, Exxon Corporation and Petro-Canada. He holds a B.Sc. (in chemical engineering) from the University of Toronto and a M.Sc. (in control systems) from the University of Manchester.

Mr. Brenneman has been active in the Canadian Petroleum Association, the Canada Safety Council, the United Way of Calgary and of Toronto, and has helped raise funds for Mount Royal College, the new Alberta Children's Hospital, UNICEF, Trout Unlimited Canada, Ducks Unlimited Canada and the Nature Conservancy of Canada.

Board and Committees	Meeting Attendance		Public Company Directorships
Board	9 of 10	90%	BCE Inc.
Audit and Conduct Review	7 of 8	88%	WestJet Airlines Ltd.
Human Resources	7 of 7	100%	Past Public Company Directorships (2005 – 2009) Petro-Canada

Bank Securities Held:					
Fiscal year	Common Shares	DDSUs	Total Common Shares and DDSUs	Total Value of Common Shares and DDSUs	Meets Share Ownership Guidelines
2009	76,061	34,059	110,120	\$4,982,930	yes
2008	74,977	27,620	102,597	\$4,123,373	yes
Change	1,084	6,439	7,523	\$ 859,557	

Director Options Held:				
Date granted	Expiry date	Exercise price	Total unexercised	Value of in-the-money options
March 9, 2001	March 9, 2011	\$20.950	6,000	\$145,800
December 10, 2001	December 10, 2011	\$24.675	4,000	\$ 82,300
December 6, 2002	December 6, 2012	\$24.400	4,000	\$ 83,400

Total amount of equity at risk (Common Shares, DDSUs and Director Options): \$5,294,430 in 2009, \$4,364,033 in 2008



C.J. Chen

Singapore

Director since 1990

Independent

Age: 64

Ineligible for
re-election in
April 2015

Areas of Expertise:

Asian Economic and
Foreign Policy
Law
Corporate and Capital
Markets

Mr. Chen is Counsel to Rajah & Tann LLP, Transnational Legal Solutions, in Singapore, specializing in corporate and capital markets, securities and trusts. His legal career in private practice spans three decades. He received his LL.B. (Hons.) from the University of Singapore.

Mr. Chen serves as a member of the International Advisory Council of Washington University in St. Louis, Missouri, U.S.A. and of the Advisory Board of the Faculty of Management at Dalhousie University.

Board and Committees	Meeting Attendance		Public Company Directorships
Board	10 of 10	100%	Amatil Investments (Singapore) Pte. Ltd.
Corporate Governance and Pension	5 of 5	100%	Polo Ralph Lauren Sourcing Company Limited
			Past Public Company Directorships (2005 – 2009) Superior Multi-Packaging Ltd. Wearnes International (1994) Limited

Bank Securities Held:					
Fiscal year	Common Shares	DDSUs	Total Common Shares and DDSUs	Total Value of Common Shares and DDSUs	Meets Share Ownership Guidelines
2009	33,624	18,607	52,231	\$2,363,453	yes
2008	33,624	13,476	47,100	\$1,892,949	yes
Change	0	5,131	5,131	\$ 470,504	

Director Options Held:				
Date granted	Expiry date	Exercise price	Total unexercised	Value of in-the-money options
March 9, 2001	March 9, 2011	\$20.950	6,000	\$145,800
December 10, 2001	December 10, 2011	\$24.675	4,000	\$ 82,300
December 6, 2002	December 6, 2012	\$24.400	4,000	\$ 83,400

Total amount of equity at risk (Common Shares, DDSUs and Director Options): \$2,674,953 in 2009, \$2,133,609 in 2008



David A. Dodge, O.C.
Ottawa, Ontario,
Canada

Independent

Age: 66

Ineligible for
re-election in
April 2014

Areas of Expertise:

National and
International Economics
Finance
Public Policy

Mr. Dodge is a senior advisor at Bennett Jones LLP. He has had a distinguished career in the federal public service, most recently as Governor of the Bank of Canada from 2001 to 2008. Mr. Dodge has held senior positions in the Central Mortgage and Housing Corporation, the Anti-Inflation Board, the Department of Employment and Immigration and the Department of Finance. He was Deputy Minister of Finance from 1992 to 1997 and Deputy Minister of Health from 1998 to 2001.

A native of Toronto, Mr. Dodge received his B.A. (Economics, Hons.) from Queen's University, and a Ph.D. in Economics from Princeton. During his academic career, he taught economics at Queen's University, Johns Hopkins University, University of British Columbia and Simon Fraser University. He is an Officer of the Order of Canada.

Mr. Dodge is currently Chancellor of Queen's University. He is a member of the board of directors of the C.D. Howe Institute and the Canadian Institute for Advanced Research. He also co-chairs the Global Market Monitoring Group of the International Institute of Finance. In 2009, he was elected a fellow of the Royal Society of Canada.

Board and Committees		Meeting Attendance		Public Company Directorships	
Not currently a director				Canadian Utilities Limited Past Public Company Directorships (2005 – 2009) N/A	
Bank Securities Held:					
Fiscal year	Common Shares	DDSUs	Total Common Shares and DDSUs	Total Value of Common Shares and DDSUs	Meets Share Ownership Guidelines
2009	2,000	N/A	2,000	\$90,500	N/A
Director Options Held:					
Date granted	Expiry date		Exercise price	Total unexercised	Value of in-the-money options
N/A					
Total amount of equity at risk (Common Shares, DDSUs and Director Options): N/A					



N. Ashleigh Everett
Winnipeg, Manitoba,
Canada

Director since 1997

Independent

Age: 53

Ineligible for
re-election in
April 2027

Areas of Expertise:

Retail and Real
Estate Development
Management

Ms. Everett is President, Corporate Secretary and a director of Royal Canadian Securities Limited, the principal businesses of which include Domo Gasoline Corporation, a gasoline retailer, and Royal Canadian Properties Limited, a real estate and property development company. She is also a director of L'Eau-1 Inc., which operates as Corpell's Water, a water purification company specializing in home and office delivery of bottled water. She received her B.A. from Queen's University and her M.B.A. from the Ivey School of Business at the University of Western Ontario.

Ms. Everett sits on the boards of Centre Venture Development Corporation and Winnipeg Harvest Inc. She is also a member of the World Presidents Organization.

Board and Committees		Meeting Attendance		Public Company Directorships	
Board		10 of 10	100%	Manitoba Telecom Services Inc.	
Corporate Governance and Pension (current Chair)		5 of 5	100%	Past Public Company Directorships (2005 – 2009)	
Human Resources		7 of 7	100%	N/A	
Bank Securities Held:					
Fiscal year	Common Shares	DDSUs	Total Common Shares and DDSUs	Total Value of Common Shares and DDSUs	Meets Share Ownership Guidelines
2009	12,308	26,690	38,998	\$1,764,660	yes
2008	12,308	20,543	32,851	\$1,320,282	yes
Change	0	6,147	6,147	\$ 444,378	
Director Options Held:					
Date granted	Expiry date		Exercise price	Total unexercised	Value of in-the-money options
March 9, 2001	March 9, 2011		\$20.950	6,000	\$145,800
December 10, 2001	December 10, 2011		\$24.675	4,000	\$ 82,300
December 6, 2002	December 6, 2012		\$24.400	4,000	\$ 83,400
Total amount of equity at risk (Common Shares, DDSUs and Director Options): \$2,076,160 in 2009, \$1,560,942 in 2008					



**John C. Kerr, C.M.,
O.B.C., LL.D.**
Vancouver, British
Columbia, Canada
Director since 1999

Independent

Age: 65

Ineligible for
re-election in
April 2015

Areas of Expertise:

Forest Products
Finance

Mr. Kerr is Chairman of Lignum Investments Ltd., a privately-held investment company, and is the managing partner of Lignum Forest Products LLP, a privately-held forest products distribution company. He is President of the Vancouver Professional Baseball LLP, owner of the Vancouver Canadians minor league baseball team. He received his B.A. from the University of British Columbia and his M.B.A. from the University of California, Berkeley. In 2000, he received an Honorary Doctorate of Laws from Simon Fraser University. He is a recipient of the Order of Canada and the Order of British Columbia.

Mr. Kerr is Chair of the Vancouver Foundation, Chancellor of Emily Carr University of Art + Design and serves as a director of the Great Northern Way Campus.

Board and Committees		Meeting Attendance		Public Company Directorships	
Board	10 of 10	100%	N/A		
Corporate Governance and Pension	2 of 2	100%	Past Public Company Directorships (2005 – 2009) Louisiana Pacific Corporation		
Executive and Risk	5 of 6	83%			
Human Resources (current Chair)	7 of 7	100%			
Bank Securities Held:					
Fiscal year	Common Shares	DDsUs	Total Common Shares and DDsUs	Total Value of Common Shares and DDsUs	Meets Share Ownership Guidelines
2009	11,800	33,130	44,930	\$2,033,083	yes
2008	11,800	26,408	38,208	\$1,535,580	yes
Change	0	6,722	6,722	\$ 497,503	
Director Options Held:					
Date granted	Expiry date		Exercise price	Total unexercised	Value of in-the-money options
March 9, 2001	March 9, 2011		\$20.950	6,000	\$ 145,800
December 10, 2001	December 10, 2011		\$24.675	4,000	\$ 82,300
December 6, 2002	December 6, 2012		\$24.400	4,000	\$ 83,400
Total amount of equity at risk (Common Shares, DDsUs and Director Options): \$2,344,583 in 2009, \$1,776,240 in 2008					



**The Honourable
Michael J.L. Kirby, O.C.**
Nepean, Ontario,
Canada

Director since 2000

Independent

Age: 68

Ineligible for
re-election in
April 2012

Areas of Expertise:

Public Policy
Finance
Mathematics

Mr. Kirby is Chairman of The Mental Health Commission of Canada and a corporate director. Mr. Kirby was a Member of the Senate of Canada from 1984 until 2006. He holds a B.Sc. and M.A. in mathematics from Dalhousie University and a Ph.D. in Applied Mathematics from Northwestern University. He has an Honorary Doctor of Laws from Dalhousie University, Simon Fraser University and York University. He is an officer of the Order of Canada.

Until 2005, Mr. Kirby was Vice-Chair of the Accounting Standards Oversight Council. Previously, Mr. Kirby was Chair of the Standing Senate Committee on Banking, Trade and Commerce, the Senate Committee which handles all business legislative and regulatory issues, and was Chair of the Standing Senate Committee on Social Affairs, Science and Technology.

Board and Committees		Meeting Attendance		Public Company Directorships	
Board	10 of 10	100%	Extencicare Real Estate Investment Trust Immunovaccine Inc. (Chair) Indigo Books and Music Inc. MDC Partners Inc. Ontario Energy Savings Corporation (administrator of Just Energy Income Fund) Past Public Company Directorships (2005 – 2009) Brainhunter Inc. CPI Plastics Group Limited Extencicare Inc.		
Audit and Conduct Review (current Chair)	8 of 8	100%			
Executive and Risk	9 of 9	100%			
Bank Securities Held:					
Fiscal year	Common Shares	DDsUs	Total Common Shares and DDsUs	Total Value of Common Shares and DDsUs	Meets Share Ownership Guidelines
2009	1,562	38,935	40,497	\$1,832,489	yes
2008	1,532	31,205	32,737	\$1,315,700	yes
Change	30	7,730	7,760	\$ 516,789	
Director Options Held:					
Date granted	Expiry date		Exercise price	Total unexercised	Value of in-the- money options
March 9, 2001	March 9, 2011		\$20.950	6,000	\$145,800
December 10, 2001	December 10, 2011		\$24.675	4,000	\$ 82,300
December 6, 2002	December 6, 2012		\$24.400	4,000	\$ 83,400
Total amount of equity at risk (Common Shares, DDsUs and Director Options): \$2,143,989 in 2009, \$1,556,360 in 2008					



John T. Mayberry, C.M.
Burlington, Ontario,
Canada

Director since 1994

Independent

Age: 65

Ineligible for
re-election in
April 2015

Areas of Expertise:

Primary Steel Products
Management

Mr. Mayberry is Chairman of the Board of the Bank. He is the retired Chairman and Chief Executive Officer of Dofasco Inc., a manufacturer of primary steel products. He holds a B.A. from the University of Western Ontario and a diploma from McMaster University in Metallurgy of Iron and Steel. He has been awarded an Honorary Doctor of Laws from McMaster University and is a member of the Order of Canada.

Mr. Mayberry currently serves as lead director of Fort Reliance Ltd., the parent company of Irving Oil Ltd.

Board and Committees	Meeting Attendance		Public Company Directorships
Board	10 of 10	100%	N/A
Executive and Risk (past Chair)	9 of 9	100%	Past Public Company Directorships (2005 – 2009) CFM Corporation Decoma International Inc. Inco Limited MDS Inc.
Human Resources	1 of 1	100%	

Bank Securities Held:

Fiscal year	Common Shares	DDSU's	Total Common Shares and DDSUs	Total Value of Common Shares and DDSUs	Meets Share Ownership Guidelines
2009	12,704	38,098	50,802	\$2,298,791	yes
2008	12,207	29,215	41,422	\$1,664,750	yes
Change	497	8,883	9,380	\$ 634,041	

Director Options Held:

Date granted	Expiry date	Exercise price	Total unexercised	Value of in-the- money options
N/A				

Total amount of equity at risk (Common Shares, DDSUs and Director Options): \$2,298,791 in 2009, \$1,664,750 in 2008



Thomas C. O'Neill
Toronto, Ontario,
Canada

Director since 2008

Independent

Age: 64

Ineligible for
re-election in
April 2015

Areas of Expertise:

Accounting
Finance
Management

Mr. O'Neill is a corporate director and the retired Chair of the Board of PwC Consulting. He was formerly Chief Executive Officer of PwC Consulting, Chief Operating Officer of PricewaterhouseCoopers LLP, Global, Chief Executive Officer of PricewaterhouseCoopers LLP, Canada and Chair of the Board and Chief Executive Officer of Price Waterhouse Canada. He holds a Bachelor of Commerce from Queen's University and is a chartered accountant. In 2008, Mr. O'Neill was awarded a Fellowship by the Institute of Corporate Directors of Canada, in 2005, an Honorary Doctorate of Law by Queen's University and in 1988, the Fellow Chartered Accountant designation by the Ontario Institute of Chartered Accountants.

Mr. O'Neill serves on the board of St. Michael's Hospital. He is a member of the External Audit Committee of the International Monetary Fund and former Vice-Chair of the Board of Governors of Queen's University. He is also past Director of the Ontario Teachers' Pension Plan (2003 – 2007).

Board and Committees	Meeting Attendance		Public Company Directorships
Board	10 of 10	100%	Adecco, S.A. (Vice-Chairman)
Audit and Conduct Review	8 of 8	100%	BCE Inc. (Chair)
Corporate Governance and Pension	3 of 3	100%	Bell Canada (Chair) Loblaws Companies Limited Nexen Inc. Past Public Company Directorships (2005 – 2009) Dofasco Inc.

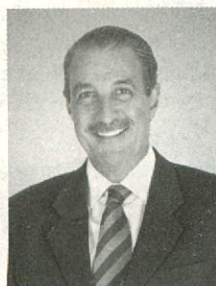
Bank Securities Held:

Fiscal year	Common Shares	DDSU's	Total Common Shares and DDSUs	Total Value of Common Shares and DDSUs	Meets Share Ownership Guidelines
2009	11,300	4,343	15,643	\$707,846	yes
2008	11,300	1,711	13,011	\$522,912	yes
Change	0	2,632	2,632	\$184,934	

Director Options Held:

Date granted	Expiry date	Exercise price	Total unexercised	Value of in-the- money options
N/A				

Total amount of equity at risk (Common Shares, DDSUs and Director Options): \$707,846 in 2009, \$522,912 in 2008



Alexis E. Rovzar de la Torre

New York, New York,
U.S.A.

Director since 2005

Independent

Age: 58

Ineligible for
re-election in
April 2022

Areas of Expertise:

Law
International Business

Mr. Rovzar is a Partner of Counsel in the Latin America practice group of White & Case LLP, a global law firm. He has a J.D. from the National University of Mexico and is authorized to practice law in Mexico. Mr. Rovzar has previous experience as an investment banker from 1988 to 1994 and he served as a chief executive or member of senior management for several portfolio companies.

Mr. Rovzar devotes substantial time to philanthropic activities in Mexico and abroad. He is an active board member of Procura, A.C., Appleseed, Reintegra, A.C., ProVivah, Endeavor Mexico, the U.S.-Mexico Chamber of Commerce, the Society of the Americas, the Council of the Americas in New York and the Board of the Philharmonic Orchestra of the Americas. He recently joined the Board of Qualitas of Life Foundation in New York. He is also a member of the Board of International Overseers of Tufts University, the Center on Philanthropy of Indiana University and the Mexican Mediation Institute, among other professional organizations.

Board and Committees		Meeting Attendance		Public Company Directorships	
Board	10 of 10	100%	Coca-Cola Femsa, S.A. (KOF)		
Audit and Conduct Review	8 of 8	100%	Fomento Económico Mexico, S.A. (FEMSA)		
Corporate Governance and Pension	5 of 5	100%	Grupo BIMBO, S.A.		
			Past Public Company Directorships (2005 – 2009)		
			N/A		
Bank Securities Held:					
Fiscal year	Common Shares	DDSU's	Total Common Shares and DDSUs	Total Value of Common Shares and DDSUs	Meets Share Ownership Guidelines
2009	12,388	0	12,388	\$560,557	yes
2008	7,665	0	7,665	\$308,056	no
Change	4,723	0	4,723	\$252,501	
Director Options Held:					
Date granted	Expiry date		Exercise price	Total unexercised	Value of in-the-money options
N/A					
Total amount of equity at risk (Common Shares, DDSUs and Director Options): \$560,557 in 2009, \$308,056 in 2008					



Indira V. Samarasekera,
O.C., Ph.D.

Edmonton, Alberta,
Canada

Director since 2008

Independent

Age: 57

Ineligible for
re-election in
April 2023

Areas of Expertise:

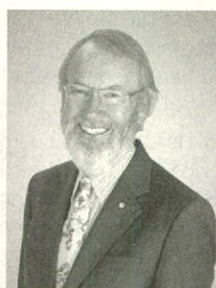
Engineering
Public Policy
Education

Dr. Samarasekera is President and Vice-Chancellor of the University of Alberta and former Vice-President, Research at the University of British Columbia (2000-2005). She holds a B.Sc. (in mechanical engineering) from the University of Ceylon (Sri Lanka), a M.Sc. (in mechanical engineering) from the University of California, as a Hayes Fulbright Scholar, and a Ph.D. (in metallurgical engineering) from the University of British Columbia.

Dr. Samarasekera sits on the boards of the Conference Board of Canada, the Public Policy Forum and the Canadian International Council. She also serves on the Prime Minister's Advisory Committee on Public Service and on a President's Visiting Committee at Massachusetts Institute of Technology (MIT). Dr. Samarasekera has served as a consultant to steel companies around the world.

Dr. Samarasekera is an Officer of the Order of Canada and has received Honorary Doctorates from the University of British Columbia and Queens University in Belfast, Ireland.

Board and Committees		Meeting Attendance		Public Company Directorships	
Board	10 of 10	100%	N/A		
Audit and Conduct Review	8 of 8	100%	Past Public Company Directorships (2005 – 2009)		
Human Resources	6 of 6	100%	N/A		
Bank Securities Held:					
Fiscal year	Common Shares	DDSU's	Total Common Shares and DDSUs	Total Value of Common Shares and DDSUs	Meets Share Ownership Guidelines
2009	1,948	3,468	5,416	\$245,074	no
2008	173	879	1,052	\$ 42,280	no
Change	1,775	2,589	4,364	\$202,794	
Director Options Held:					
Date granted	Expiry date		Exercise price	Total unexercised	Value of in-the-money options
N/A					
Total amount of equity at risk (Common Shares, DDSUs and Director Options): \$245,074 in 2009, \$42,280 in 2008					



Allan C. Shaw,
C.M., LL.D.
Halifax, Nova Scotia,
Canada

Director since 1986

Independent

Age: 67

Ineligible for
re-election in
April 2013

Areas of Expertise:

Manufacturing
Real Estate Development
Governance

Mr. Shaw is Non-Executive Chairman of The Shaw Group Holding Limited, a manufacturer of residential and construction products and a real estate developer; previously, from 1987 to July 2005, Mr. Shaw held the position of Chairman and Chief Executive Officer. He received his B.Sc. from Dalhousie University and his M.B.A. from Harvard University. In 2001, he was awarded an Honorary Doctor of Laws from Dalhousie University.

Mr. Shaw is past Chair of Canadian Policy Research Networks Inc., Ottawa; Member, Board of Trustees, Ernest C. Manning Awards Foundation, Calgary; Director and Chair, Canadian Centre for Ethics in Public Affairs (CCEPA); Director, Dalhousie Medical Research Foundation; and Executive in Residence and Member, Advisory Board, Faculty of Management, Dalhousie University.

Board and Committees	Meeting Attendance	Public Company Directorships
Board	10 of 10 100%	N/A
Corporate Governance and Pension (past Chair)	2 of 2 100%	Past Public Company Directorships (2005 – 2009)
Executive and Risk (current Chair)	9 of 9 100%	N/A
Human Resources	6 of 6 100%	

Bank Securities Held:					
Fiscal year	Common Shares	DDSUs	Total Common Shares and DDSUs	Total Value of Common Shares and DDSUs	Meets Share Ownership Guidelines
2009	75,253	37,278	112,531	\$5,092,028	yes
2008	74,084	30,151	104,235	\$4,189,205	yes
Change	1,169	7,127	8,296	\$ 902,823	

Director Options Held:					
Date granted	Expiry date	Exercise price	Total unexercised	Value of in-the-money options	
March 9, 2001	March 9, 2011	\$20.950	6,000	\$145,800	
December 10, 2001	December 10, 2011	\$24.675	4,000	\$ 82,300	
December 6, 2002	December 6, 2012	\$24.400	4,000	\$ 83,400	

Total amount of equity at risk (Common Shares, DDSUs and Director Options): \$5,403,528 in 2009, \$4,429,865 in 2008



Paul D. Sobey
Kings Head, Pictou
County, Nova Scotia,
Canada

Director since 1999

Independent

Age: 52

Ineligible for
re-election in
April 2027

Areas of Expertise:

Retail Business
Management
Finance

Mr. Sobey is President and Chief Executive Officer of Empire Company Limited, a food distributor, real estate and investment company. He received his Bachelor of Commerce from Dalhousie University, attended the Harvard University Business School, Advanced Management Program in 1996 and is a chartered accountant. In 2005, Mr. Sobey was awarded the Fellow Chartered Accountant designation by the Institute of Chartered Accountants of Nova Scotia.

Mr. Sobey is a member of the Board of Governors of St. Mary's University.

Board and Committees	Meeting Attendance	Public Company Directorships
Board	10 of 10 100%	Crombie Real Estate Investment Trust
Audit and Conduct Review	8 of 8 100%	Empire Company Limited
Corporate Governance and Pension	5 of 5 100%	Sobeys Inc.
		Past Public Company Directorships (2005 – 2009)
		Wajax Income Fund (formerly Wajax Limited)
		Emera Incorporated
		Nova Scotia Power Incorporated

Bank Securities Held:					
Fiscal year	Common Shares	DDSUs	Total Common Shares and DDSUs	Total Value of Common Shares and DDSUs	Meets Share Ownership Guidelines
2009	20,000	33,137	53,137	\$2,404,449	yes
2008	20,000	26,662	46,662	\$1,875,346	yes
Change	0	6,475	6,475	\$ 529,103	

Director Options Held:					
Date granted	Expiry date	Exercise price	Total unexercised	Value of in-the-money options	
March 9, 2001	March 9, 2011	\$20.950	6,000	\$145,800	
December 10, 2001	December 10, 2011	\$24.675	4,000	\$ 82,300	
December 6, 2002	December 6, 2012	\$24.400	4,000	\$ 83,400	

Total amount of equity at risk (Common Shares, DDSUs and Director Options): \$2,715,949 in 2009, \$2,116,006 in 2008



Barbara S. Thomas
Belleair, Florida, U.S.A.

Director since 2004

Independent

Age: 60

Ineligible for re-election
in April 2020

Areas of Expertise:

Consumer Products
Management
Brand Management
Management

Ms. Thomas is a corporate director with experience in brand management and consumer goods. She received her B.A. from the University of Michigan and attended the Total Quality Management Program at Washington University.

Ms. Thomas currently serves as a director of the Blue Cross/Blue Shield Companies of Florida. Ms. Thomas was a director and Interim Chief Executive Officer of Ocean Spray Company and served as a Director of Spectrum Brands, Inc. She has held the positions of President of Warner-Lambert Consumer Healthcare Company (1997 to 2000) and was Chief Executive Officer of Pillsbury Canada Ltd. (1995 to 1997).

Board and Committees		Meeting Attendance		Public Company Directorships	
Board		9 of 10	90%	N/A	
Audit and Conduct Review		7 of 8	88%	Past Public Company Directorships (2005 – 2009) Spectrum Brands, Inc.	
Human Resources		7 of 7	100%		
Bank Securities Held:					
Fiscal year	Common Shares	DDSUs	Total Common Shares and DDSUs	Total Value of Common Shares and DDSUs	Meets Share Ownership Guidelines
2009	10,907	0	10,907	\$493,542	yes
2008	7,924	0	7,924	\$318,466	no
Change	2,983	0	2,983	\$175,076	
Director Options Held:					
Date granted	Expiry date		Exercise price	Total unexercised	Value of in-the-money options
N/A					
Total amount of equity at risk (Common Shares, DDSUs and Director Options): \$493,542 in 2009, \$318,466 in 2008					



Richard E. Waugh
Toronto, Ontario,
Canada

Director since 2003

Non-Independent

Age: 62

Ineligible for
re-election in
April 2018

Areas of Expertise:

Banking
Management
International Markets

Rick Waugh became President and Chief Executive Officer in 2003. He began his career with Scotiabank in Winnipeg in 1970 as a branch employee and, over the years, has served in the Bank's treasury, corporate, international and retail banking areas. In 1985, he moved to New York as the most senior executive in the U.S. Rick returned to Toronto in 1993, and was appointed Vice-Chairman, Corporate Banking, in 1995, and Vice-Chairman, International Banking and Wealth Management in 1998. He currently serves on the Board of Directors of the Bank. He also serves on the Board of Directors for Catalyst Inc. and the Institute of International Finance (IIF). Rick serves as a Trustee for the IIF's Principles for Stable Capital Flows in Emerging Markets, is a member of the Council of the Americas, and is on the Chairman's International Advisory Council for the Americas Society. In addition, he serves on the Advisory Council of the Schulich School of Business at York University, the Guanghua School of Management at Peking University and the Canadian Museum of Human Rights, among others.

Rick has long been active in several philanthropic organizations. Among them is the United Way of Greater Toronto, where he was Campaign Chair in 2006, the organization's 50th anniversary. He has also worked extensively with the MS Society, both as Honourary Chair of the endMS Capital Campaign and as a Board member for their Scientific Research Foundation. He is a director of St. Michael's Hospital and Co-Chair of the Hospital's Campaign to build the Li Ka Shing Knowledge Institute.

Rick holds a Bachelor of Commerce (Honours) degree from the University of Manitoba, a Master of Business Administration from York University, a Fellow of the Institute of Canadian Bankers, and Honorary Doctor of Laws degrees from York University and Assumption University. He was awarded the Merit of Honor, Council of the Americas, for his distinguished contribution to the Americas. In February 2009, he received the Corporate Social Responsibility Award from the Foreign Policy Association in New York, and most recently, was conferred by the President of the Dominican Republic the Order of Merit for distinguished service to the country.

Board and Committees		Meeting Attendance		Public Company Directorships	
Board		10 of 10	100%	N/A	
Executive and Risk		9 of 9	100%	Past Public Company Directorships (2005 – 2009) Inco Limited	
Bank Securities Held:					
Fiscal year	Common Shares	DSUs	Total Common Shares and DSUs	Total Value of Common Shares and DSUs	Meets Share Ownership Guidelines
2009	253,521	392,159	645,680	\$29,217,020	yes
2008	125,346	363,093	488,439	\$19,630,363	yes
Change	128,175	29,066	157,241	\$ 9,586,657	
Director Options Held:					
Date granted	Expiry date		Exercise price	Total unexercised	Value of in-the-money options
N/A					
Total amount of equity at risk (Common Shares, DSUs and Employee Stock Options): \$54,295,505 in 2009, \$45,529,960 in 2008					

1. The information as to shares owned or over which control or direction is exercised has been furnished by the respective nominees.

2. The closing price of the bank's common shares on the Toronto Stock Exchange (the "TSX") on October 30, 2009 was \$45.25 and on October 31, 2008 was \$40.19.
3. Ms. Everett was, prior to April 2005, a director and officer of Tereve Holdings Ltd., which filed for protection under the *Companies' Creditors Arrangement Act* (Canada) in August 2005.
4. Ms. Thomas was, prior to September 2, 2009, a director of Spectrum Brands, Inc., which filed for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code in February 2009.

Interlocking Directorships

Directors of the bank who serve together on the boards of directors of other public companies (including committee memberships) are as follows:

CORPORATION	DIRECTORS	ROLE
BCE Inc.	Mr. Brenneman	Management Resources and Compensation Committee (member)
	Mr. O'Neill	Chair of Board of Directors

Board and Committee Meetings Held and Overall Attendance Levels

Below is a summary of board and committee meetings held during fiscal 2009. The directors have the opportunity to hold "in camera" sessions without management present at every board and committee meeting held. An "in camera" session without management present was held at every board meeting during fiscal 2009, except the meeting held on November 18, 2008, which was an unscheduled meeting held by teleconference.

BOARD/COMMITTEE	NUMBER OF MEETINGS	ATTENDANCE AT ALL MEETINGS
Board	10	98.6%
Audit and Conduct Review Committee	8	96.6%
Corporate Governance and Pension Committee	5	100%
Executive and Risk Committee	9	98.1%
Human Resources Committee	7	100%
Total Number of Meetings Held	39	98.5%

1. Regional Advisory Committee Meetings were held in Vancouver (4).

Summary of Attendance of Directors

A summary of attendance for board and committee members during fiscal 2009 is set out below:

NAME	BOARD MEETINGS ATTENDED		COMMITTEE MEETINGS ATTENDED		TOTAL MEETINGS ATTENDED	
Ronald A. Brenneman	9 of 10	90%	7 of 8 ACRC 7 of 7 HRC	88% 100%	23 of 25	92%
C.J. Chen	10 of 10	100%	5 of 5 CGPC	100%	15 of 15	100%
N. Ashleigh Everett ¹	10 of 10	100%	3 of 3 CGPC (Chair) 2 of 2 CGPC 7 of 7 HRC	100% 100% 100%	22 of 22	100%
John C. Kerr ²	10 of 10	100%	2 of 2 CGPC 5 of 6 ERC 6 of 6 HRC (Chair) 1 of 1 HRC	100% 83% 100% 100%	24 of 25	96%
Michael J.L. Kirby	10 of 10	100%	8 of 8 ACRC (Chair) 9 of 9 ERC	100% 100%	27 of 27	100%
Laurent Lemaire ³	4 of 4	100%	3 of 3 ERC 1 of 1 HRC	100% 100%	8 of 8	100%
John T. Mayberry ⁴	10 of 10	100%	3 of 3 ERC (Chair) 6 of 6 ERC 1 of 1 HRC	100% 100% 100%	20 of 20	100%
Thomas C. O'Neill ⁵	10 of 10	100%	8 of 8 ACRC 3 of 3 CGPC	100% 100%	21 of 21	100%
Elizabeth Parr-Johnston ⁶	10 of 10	100%	4 of 4 ACRC 5 of 5 CGPC 6 of 6 ERC	100% 100% 100%	25 of 25	100%
Alexis E. Rovzar de la Torre	10 of 10	100%	8 of 8 ACRC 5 of 5 CGPC	100% 100%	23 of 23	100%
Indira V. Samarasekera ⁷	10 of 10	100%	8 of 8 ACRC 6 of 6 HRC	100% 100%	24 of 24	100%
Arthur R.A. Scace ⁸	4 of 4	100%	3 of 3 ERC 1 of 1 HRC (Chair)	100% 100%	8 of 8	100%
Allan C. Shaw ⁹	10 of 10	100%	2 of 2 CGPC (Chair) 6 of 6 ERC (Chair) 3 of 3 ERC 6 of 6 HRC	100% 100% 100% 100%	27 of 27	100%
Paul D. Sobey	10 of 10	100%	8 of 8 ACRC 5 of 5 CGPC	100% 100%	23 of 23	100%
Barbara S. Thomas	9 of 10	90%	7 of 8 ACRC 7 of 7 HRC	88% 100%	23 of 25	92%
Richard E. Waugh ¹⁰	10 of 10	100%	9 of 9 ERC	100%	19 of 19	100%
Aggregate Attendance	146 of 148	98.6%	186 of 189	98.4%	332 of 337	98.5%

Legend:

ACRC – Audit and Conduct Review Committee
ERC – Executive and Risk Committee

CGPC – Corporate Governance and Pension Committee
HRC – Human Resources Committee

Note: The number of meetings attended are shown in relation to the number of meetings held during the period of appointment of each director during the fiscal year ended October 31, 2009.

1. Ms. Everett was appointed chair of the CGPC effective March 3, 2009; previously she was a member.
2. Mr. Kerr was appointed chairman of the HRC effective March 3, 2009; previously he was a member. Mr. Kerr attended 1 ERC meeting by invitation prior to his appointment to that committee effective March 3, 2009. Mr. Kerr ceased to be a member of the CGPC on March 3, 2009.
3. Mr. Lemaire retired from the board effective March 3, 2009.

4. Mr. Mayberry was appointed chairman of the board effective March 3, 2009. Mr. Mayberry also became an ex-officio member of the ACRC, CGPC and the HRC. Mr. Mayberry attended 4 of 4 ACRC meetings as an ex-officio member and 1 meeting by invitation prior to his appointment as chairman of the board; 3 of 3 CGPC meetings as an ex-officio member and 1 meeting by invitation prior to his appointment as chairman of the board; and 6 of 6 HRC meetings in his capacity as an ex-officio member. Mr. Mayberry ceased to be chairman of the ERC on March 3, 2009 but remains a member. Mr. Mayberry ceased to be a member of the HRC on March 3, 2009.
5. Mr. O'Neill was appointed a member of the CGPC effective March 3, 2009.
6. Dr. Parr-Johnston attended 1 ERC meeting by invitation prior to her appointment to that committee effective March 3, 2009. Dr. Parr-Johnston ceased to be a member of the ACRC on March 3, 2009.
7. Dr. Samarasekera was appointed a member of the HRC effective March 3, 2009.
8. Mr. Scace retired from the board as chairman of the board effective March 3, 2009. Mr. Scace was an ex-officio member of the ACRC and the CGPC. Mr. Scace attended 4 of 4 ACRC meetings and 2 of 2 CGPC meetings in his capacity as an ex-officio member.
9. Mr. Shaw was appointed chairman of the ERC effective March 3, 2009; previously he was a member. Mr. Shaw ceased to be a member of the CGPC on March 3, 2009; however, he attended 1 meeting by invitation thereafter. Mr. Shaw was appointed a member of the HRC effective March 3, 2009.
10. Mr. Waugh is not a member of any board committees except for the ERC; he attended all other committee meetings as a management invitee.
11. In addition to the 10 board meetings held in fiscal 2009, a circular board resolution dated January 6, 2009 was signed by all directors.

Director Attendance at Annual Meeting

The bank encourages board members to attend the bank's annual meeting. At the last annual meeting, held on March 3, 2009, all of the current directors attended, except Mr. Brenneman and Mr. Kirby.

DIRECTORS' COMPENSATION

The bank paid its non-employee directors the following fees in fiscal 2009:

- A board retainer of \$30,000 per year and an additional dedicated board retainer of \$90,000 per year paid in bank common shares or Directors' Deferred Stock Units ("DDSUs")
- A fee of \$2,000 for each board or committee meeting attended
- A retainer of \$35,000 per year for the chairman of the audit and conduct review committee and \$6,000 per year for members of the audit and conduct review committee
- A retainer of \$15,000 per year for the chair of each other committee and \$3,000 per year for members of each other committee, and
- A fee of \$1,000 for each regional advisory committee meeting attended

An annual retainer of \$300,000 is paid to the non-executive chairman of the board. The chairman of the board does not receive any other fees, including meeting attendance fees. Mr. Waugh, who is an officer of the bank, does not receive any fees for serving as a director. Directors are reimbursed for travel and other expenses they incur when they attend meetings or conduct bank business. Directors do not participate in any bank pension plans or any other bank compensation plans. All director compensation is included in the table below.

The following changes to the fee structure have been approved effective for fiscal 2010:

- An increase in the retainer for the chairman of the audit and conduct review committee to \$40,000 per year
- An increase in the retainer for the chairman of the human resources committee to \$25,000 per year, and
- An increase in the retainers for other committee chairs to \$20,000 per year

No other changes were made to the fee structure for fiscal 2010.

Directors' Compensation

Compensation earned by directors for fiscal 2009, as per the arrangements outlined above, is set out below.

For 2009, amounts shown below in the "Directors' Compensation for Fiscal 2009" table were paid entirely in DDSUs or bank common shares under the Directors' Share Purchase Plan ("DSPP"), instead of in cash, based on individual director elections, except as indicated in the following table:

NAME	ANNUAL DEDICATED RETAINER	OTHER ANNUAL FEES
Laurent Lemaire ¹	100% DSPP	100% cash
Thomas C. O'Neill	100% DDSUs	100% cash
Elizabeth Parr-Johnston	100% DDSUs	100% cash
Indira V. Samarasekera	100% DDSUs	30% DSPP + 70% cash
Arthur R.A. Scace ²	N/A	25% DDSUs + 75% cash
Barbara S. Thomas	100% DSPP	20% DSPP + 80% cash

1. Mr. Lemaire retired from the board effective March 3, 2009.
2. Mr. Scace retired from the board as non-executive chairman of the board effective March 3, 2009.
3. Mr. Waugh does not receive fees for serving as a director.

Directors' Compensation for Fiscal 2009

NAME	RETAINERS					ATTENDANCE FEES		TOTAL FEES EARNED (\$)	ALL OTHER COMPENSATION (\$)	TOTAL (\$)
	BOARD (\$)	DEDICATED (\$)	COMMITTEE CHAIR (\$)	COMMITTEE MEMBER (\$)	NON-EXECUTIVE CHAIRMAN (\$)	BOARD MEETING (\$)	COMMITTEE MEETING (\$)			
Ronald A. Brenneman	30,000	90,000	—	9,000	—	20,000	28,000	177,000	0	177,000
C.J. Chen ¹	30,000	90,000	—	3,000	—	22,000	10,000	155,000	15,143	170,143
N. Ashleigh Everett ²	30,000	90,000	10,250	3,750	—	22,000	24,000	180,000	0	180,000
John C. Kerr ³	30,000	90,000	10,000	4,000	—	22,000	34,000	190,000	0	190,000
Michael J.L. Kirby	30,000	90,000	35,000	3,000	—	22,000	34,000	214,000	0	214,000
Laurent Lemaire ⁴	10,000	30,000	—	2,000	—	10,000	9,000	61,000	1,942	62,942
John T. Mayberry ⁵	10,000	30,000	5,000	1,000	200,000	10,000	12,000	268,000	4,576	272,576
Thomas C. O'Neill ⁶	30,000	90,000	—	8,000	—	22,000	22,000	172,000	0	172,000
Elizabeth Parr-Johnston ⁷	30,000	90,000	—	7,000	—	22,000	32,000	181,000	0	181,000
Alexis E. Rovzar de la Torre	30,000	90,000	—	9,000	—	22,000	26,000	177,000	0	177,000
Indira V. Samarasekera ⁸	30,000	90,000	—	8,000	—	22,000	28,000	178,000	0	178,000
Arthur R.A. Scace ⁹	—	—	—	—	100,000	—	—	100,000	4,230	104,230
Allan C. Shaw ¹⁰	30,000	90,000	15,000	3,000	—	22,000	36,000	196,000	0	196,000
Paul D. Sobey	30,000	90,000	—	9,000	—	22,000	26,000	177,000	0	177,000
Barbara S. Thomas ¹¹	30,000	90,000	—	9,000	—	20,000	28,000	177,000	0	177,000
Richard E. Waugh ¹²	—	—	—	—	—	—	—	—	—	—
TOTAL	380,000	1,140,000	75,250	78,750	300,000	280,000	349,000	2,603,000	25,891	2,628,891

Legend:

ACRC – Audit and Conduct Review Committee
ERC – Executive and Risk Committee

CGPC – Corporate Governance and Pension Committee
HRC – Human Resources Committee

1. Mr. Chen received US\$14,000 in fees in fiscal 2009 for acting as a director of BNS Asia Limited (Cdn\$15,143 based on the October 30, 2009 exchange rate of 1.081625).
2. Ms. Everett was appointed chair of the CGPC effective March 3, 2009; prior to that time she received the member retainer.
3. Mr. Kerr was appointed chairman of the HRC effective March 3, 2009; prior to that time he received the member retainer. Mr. Kerr was appointed to the ERC on March 3, 2009 and attended 1 ERC meeting by invitation prior to his appointment for which he was paid. Mr. Kerr ceased to be a member of the CGPC on March 3, 2009.
4. Mr. Lemaire retired from the board effective March 3, 2009. He was given a gift on his retirement valued at approximately \$1,942.

5. Mr. Mayberry was appointed chairman of the board effective March 3, 2009 and became an ex-officio member of the ACRC, CGPC and HRC. Mr. Mayberry attended 1 CGPC meeting and 1 ACRC meeting by invitation prior to his appointment as chairman of the board for which he was paid. His retainer and attendance fees reflect pro-rated amounts for his work as a director prior to that date. Mr. Mayberry ceased to be a member of the HRC on March 3, 2009. Mr. Mayberry also ceased to be chairman of the ERC on March 3, 2009, but remains a member. In his capacity as chairman of the board, Mr. Mayberry has the use of a parking space, valued at \$4,576.
6. Mr. O'Neill was appointed to the CGPC on March 3, 2009.
7. Dr. Parr-Johnston was appointed to the ERC on March 3, 2009 and attended 1 ERC meeting by invitation prior to her appointment for which she was paid. Dr. Parr-Johnston ceased to be a member of the ACRC on March 3, 2009.
8. Dr. Samarasekera was appointed to the HRC on March 3, 2009.
9. Mr. Scace retired from the board as chairman of the board effective March 3, 2009. In his capacity as chairman of the board, Mr. Scace had the use of a parking space, valued at \$2,288. He was given a gift on his retirement valued at approximately \$1,942.
10. Mr. Shaw was appointed chairman of the ERC on March 3, 2009; prior to that time he received the member retainer. Mr. Shaw ceased to be a member of the CGPC on March 3, 2009; however, he attended 1 meeting by invitation thereafter for which he was paid. Mr. Shaw was also appointed a member of the HRC on March 3, 2009.
11. Ms. Thomas receives a portion of her fees in cash in order to cover applicable U.S. withholding taxes.
12. Mr. Waugh does not receive fees for serving as a director.
13. Except for Mr. Scace and Mr. Waugh (who do not receive attendance fees), each director received a fee of \$2,000 in relation to a circular board resolution dated January 6, 2009. Mr. Lemaire was still on the board at that time and also received this fee.

Directors' Share Purchase Plan

To encourage share ownership by directors, the bank has a DSPP under which directors can use some or all of their fees to buy bank common shares at market prices.

Directors' Deferred Stock Unit Plan

To further align the interests of directors with those of other shareholders, under the DDSU Plan, in lieu of cash, directors may elect to receive all or a portion of their fees as DDSUs. Under the DDSU Plan, additional DDSUs are received as dividend equivalents. DDSUs cannot be redeemed for cash until the individual is no longer a director of the bank. The redemption value of a DDSU is equal to the market value of a bank common share at the time of redemption, in accordance with the DDSU Plan. The value of DDSUs is tied to the future value of the bank's common shares. However, DDSUs do not entitle the holder to voting or other shareholder rights. U.S. taxpayers are not eligible to participate in the DDSU Plan.

Director Stock Option Plan

The Director Stock Option Plan was approved by shareholders and the TSX in 2001. Effective October 28, 2003, the bank discontinued granting stock options to directors. The table below sets out information relative to directors who served in that capacity during fiscal 2009 and who were granted options under the Director Stock Option Plan. All current directors not listed below do not hold any options.

NAME	NUMBER OF OPTIONS GRANTED AND OUTSTANDING ¹	GRANT DATE AND VESTING DATE	EXPIRY DATE	EXERCISE PRICE (\$)	VALUE OF UNEXERCISED OPTIONS (\$) (as at October 30, 2009) ²
Ronald A. Brenneman	6,000	March 9, 2001	March 9, 2011	20.950	145,800
	4,000	December 10, 2001	December 10, 2011	24.675	82,300
	4,000	December 6, 2002	December 6, 2012	24.400	83,400
C.J. Chen	6,000	March 9, 2001	March 9, 2011	20.950	145,800
	4,000	December 10, 2001	December 10, 2011	24.675	82,300
	4,000	December 6, 2002	December 6, 2012	24.400	83,400
N. Ashleigh Everett	6,000	March 9, 2001	March 9, 2011	20.950	145,800
	4,000	December 10, 2001	December 10, 2011	24.675	82,300
	4,000	December 6, 2002	December 6, 2012	24.400	83,400
John C. Kerr	6,000	March 9, 2001	March 9, 2011	20.950	145,800
	4,000	December 10, 2001	December 10, 2011	24.675	82,300
	4,000	December 6, 2002	December 6, 2012	24.400	83,400
Michael J.L. Kirby	6,000	March 9, 2001	March 9, 2011	20.950	145,800
	4,000	December 10, 2001	December 10, 2011	24.675	82,300
	4,000	December 6, 2002	December 6, 2012	24.400	83,400
Laurent Lemaire ³	6,000	March 9, 2001	March 9, 2011	20.950	145,800
	4,000	December 10, 2001	December 10, 2011	24.675	82,300
	4,000	December 6, 2002	March 3, 2012 ⁴	24.400	83,400
Arthur R.A. Scace ³	6,000	March 9, 2001	March 9, 2011	20.950	145,800
	4,000	December 10, 2001	December 10, 2011	24.675	82,300
	4,000	December 6, 2002	March 3, 2012 ⁴	24.400	83,400
Allan C. Shaw	6,000	March 9, 2001	March 9, 2011	20.950	145,800
	4,000	December 10, 2001	December 10, 2011	24.675	82,300
	4,000	December 6, 2002	December 6, 2012	24.400	83,400
Paul D. Sobey	6,000	March 9, 2001	March 9, 2011	20.950	145,800
	4,000	December 10, 2001	December 10, 2011	24.675	82,300
	4,000	December 6, 2002	December 6, 2012	24.400	83,400
TOTAL	126,000				2,803,500

- Options were granted under the terms of the Director Stock Option Plan to non-employee directors, with an exercise price equal to the TSX closing price of the bank common shares on the last trading day before the option grant. Under the plan, the aggregate number of shares subject to options to any single optionee may not at any time exceed 5% of outstanding bank common shares (on a non-diluted basis), options are not assignable except in the event of death, and expire 10 years from grant, subject to early termination in the event of ceasing to be a director or death. General loan policies of the bank, at customer rates, apply to directors borrowing for the purpose of purchasing shares of the bank. As well, in connection with the sale of resulting shares, an investment dealer affiliated with the bank may advance funds, at customer rates, to facilitate the option exercise.
- Closing price of the bank's common shares on the TSX on October 30, 2009 was \$45.25.
- Mr. Lemaire and Mr. Scace retired from the board on March 3, 2009.
- The expiry date of the options granted to Mr. Lemaire and Mr. Scace on December 6, 2002 was accelerated due to their retirement from the board on March 3, 2009.
- Dr. Parr-Johnston exercised 6,000 options respecting the March 9, 2001 grant in fiscal 2004, 4,000 options respecting the December 10, 2001 grant in fiscal 2008, and 4,000 options respecting the December 6, 2002 grant in fiscal 2009. No other current director exercised options in fiscal 2009.

Share Ownership Guidelines

On December 6, 2007, the board agreed to strengthen the bank's share ownership guidelines. Directors are now required to hold bank common shares and/or DDSUs with a value of not less than \$450,000 (previously the requirement was for \$300,000). Directors will have five years to meet the current guidelines. All current directors are expected to reach this level by 2013.

Directors' Share Ownership

The table below shows the breakdown of each current director's bank common shares, DDSU and Director Stock Option ("DSO") holdings as at October 31, 2009. All directors were above the target ownership level, with the exception of Dr. Samarasekera, who was appointed to the board on May 26, 2008. Dr. Samarasekera has elected to receive her annual dedicated retainer in DDSUs and 30% of her remaining fees in bank common shares. Commencing in fiscal 2010, Dr. Samarasekera has elected to receive 100% of her fees in DDSUs. As of February 1, 2010, Dr. Samarasekera does not meet the target ownership level and has until 2013 to reach the \$450,000 target ownership level.

NAME	FISCAL YEAR	NUMBER OF BANK COMMON SHARES ¹	NUMBER OF DDSUs/DSUs	TOTAL NUMBER OF BANK COMMON SHARES AND DDSUs/DSUs	TOTAL VALUE OF BANK COMMON SHARES AND DDSUs/DSUs (\$) ²	NUMBER OF OUTSTANDING DSOs	TOTAL VALUE OF DSOs (\$) ³	TOTAL VALUE OF BANK COMMON SHARES, DDSUs AND DSOs (\$)	TOTAL VALUE AS A MULTIPLE OF SHARE OWNERSHIP TARGET ⁴
Ronald A. Brenneman	2009	76,061	34,059	110,120	4,982,930	14,000	311,500	5,294,430	11.8
	2008	74,977	27,620	102,597	4,123,373	14,000	240,660	4,364,033	9.7
	Change	1,084	6,439	7,523	859,557	0	70,840	930,397	
C.J. Chen	2009	33,624	18,607	52,231	2,363,453	14,000	311,500	2,674,953	5.9
	2008	33,624	13,476	47,100	1,892,949	14,000	240,660	2,133,609	4.7
	Change	0	5,131	5,131	470,504	0	70,840	541,344	
N. Ashleigh Everett	2009	12,308	26,690	38,998	1,764,660	14,000	311,500	2,076,160	4.6
	2008	12,308	20,543	32,851	1,320,282	14,000	240,660	1,560,942	3.5
	Change	0	6,147	6,147	444,378	0	70,840	515,218	
John C. Kerr	2009	11,800	33,130	44,930	2,033,083	14,000	311,500	2,344,583	5.2
	2008	11,800	26,408	38,208	1,535,580	14,000	240,660	1,776,240	3.9
	Change	0	6,722	6,722	497,503	0	70,840	568,343	
Michael J.L. Kirby	2009	1,562	38,935	40,497	1,832,489	14,000	311,500	2,143,989	4.8
	2008	1,532	31,205	32,737	1,315,700	14,000	240,660	1,556,360	3.5
	Change	30	7,730	7,760	516,789	0	70,840	587,629	
John T. Mayberry	2009	12,704	38,098	50,802	2,298,791	0	0	2,298,791	5.1
	2008	12,207	29,215	41,422	1,664,750	0	0	1,664,750	3.7
	Change	497	8,883	9,380	634,041	0	0	634,041	
Thomas C. O'Neill	2009	11,300	4,343	15,643	707,846	N/A	N/A	707,846	1.6
	2008	11,300	1,711	13,011	522,912	N/A	N/A	522,912	1.2
	Change	0	2,632	2,632	184,934			184,934	
Elizabeth Parr-Johnston	2009	9,620	26,671	36,291	1,642,168	0	0	1,642,168	3.6
	2008	9,620	22,919	32,539	1,307,742	4,000	63,160	1,370,902	3.0
	Change	0	3,752	3,752	334,426	(4,000)	(63,160)	271,266	
Alexis E. Rovzar de la Torre	2009	12,388	0	12,388	560,557	N/A	N/A	560,557	1.2
	2008	7,665	0	7,665	308,056	N/A	N/A	308,056	0.7
	Change	4,723	0	4,723	252,501			252,501	
Indira V. Samarasekera	2009	1,948	3,468	5,416	245,074	N/A	N/A	245,074	0.5
	2008	173	879	1,052	42,280	N/A	N/A	42,280	0.1
	Change	1,775	2,589	4,364	202,794			202,794	
Allan C. Shaw	2009	75,253	37,278	112,531	5,092,028	14,000	311,500	5,403,528	12.0
	2008	74,084	30,151	104,235	4,189,205	14,000	240,660	4,429,865	9.8
	Change	1,169	7,127	8,296	902,823	0	70,840	973,663	
Paul D. Sobey	2009	20,000	33,137	53,137	2,404,449	14,000	311,500	2,715,949	6.0
	2008	20,000	26,662	46,662	1,875,346	14,000	240,660	2,116,006	4.7
	Change	0	6,475	6,475	529,103	0	70,840	599,943	
Barbara S. Thomas	2009	10,907	0	10,907	493,542	N/A	N/A	493,542	1.1
	2008	7,924	0	7,924	318,466	N/A	N/A	318,466	0.7
	Change	2,983	0	2,983	175,076			175,076	
Richard E. Waugh ⁵	2009	253,521	392,159	645,680	29,217,020	N/A	N/A	N/A	N/A
	2008	125,346	363,093	488,439	19,630,363	N/A	N/A	N/A	N/A
	Change	128,175	29,066	157,241	9,586,657				

1. The information as to shares owned or over which control or direction is exercised has been furnished by the respective individuals.
2. The total value of bank common shares and DDSUs/DSUs was calculated as follows: for 2009, based on \$45.25, the closing price of a bank common share on the TSX on October 30, 2009; and for 2008, based on \$40.19, the closing price of a bank common share on the TSX on October 31, 2008.
3. The total value of DSOs was calculated as follows: for 2009, based on \$45.25, the closing price of a bank common share on the TSX on October 30, 2009; and for 2008, based on \$40.19, the closing price of a bank common share on the TSX on October 31, 2008. The exercise price for each grant is set out in the "Director Stock Option Plan" table found on page 18.
4. On December 6, 2007, the board strengthened the directors' share ownership guidelines to \$450,000.
5. Mr. Waugh participates in the DSU Plan for senior executives. For further details on Mr. Waugh's aggregate holdings, see Note 1 to the "Summary Compensation Table" on page 42. Mr. Waugh has not received any DSOs; details on Mr. Waugh's option holdings can be found in the stock options table on page 44. Mr. Waugh, as President and CEO, has a more stringent share ownership requirement of 7 times base salary; refer to the "Executive Share Ownership Guidelines" section on page 38 for details.
6. Messrs. Lemaire and Scace retired from the board on March 3, 2009. Mr. Lemaire received 704 bank common shares through the DSPP during fiscal 2009. Mr. Scace received 1,751 DDSUs during fiscal 2009.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE REGULATION

The board and management believe that a strong, effective, independent board plays a crucial role in protecting the interests of stakeholders and maximizing the value they receive from their investment in the bank. The board is committed to meeting high standards of corporate governance in all aspects of the bank's affairs.

The bank's corporate governance practices are regulated by many different parties. Our practices:

- Meet or exceed the standards set out in the guidelines and rules of the Bank Act and those of the Canadian Securities Administrators ("CSA") – which include National Instrument 52-110, National Instrument 52-109, National Policy 58-201 and National Instrument 58-101, and
- Comply with applicable requirements of the New York Stock Exchange ("NYSE") and SOX, including applicable rules of the U.S. Securities and Exchange Commission ("SEC")

The bank is not required to comply with most of the NYSE corporate governance rules. However, except as summarized in the Corporate Governance section of the bank's website (www.scotiabank.com), our practices do not differ significantly from these rules.

Appendix 1 contains a summary of our corporate governance practices, provides additional information required by the CSA, and indicates which NYSE and SOX requirements are applicable to the bank. The committee reports included in this management proxy circular describe the mandates of the committees of the board and highlight key 2009 accomplishments.

The Corporate Governance Policies and the committee charters are also available in the Corporate Governance section of the bank's website and in print to any shareholder who requests a copy from the bank's Secretary. Additional information on the bank's audit and conduct review committee, including a copy of its charter and descriptions of its members and their applicable education and experience, can be found in the bank's 2009 annual information form under the heading "The Bank's Audit and Conduct Review Committee" at www.sedar.com.

The board determines the independence of each director when it approves director nominees for shareholder election. Based on the questionnaires completed by each of the proposed nominees, the board determined that 13 of 14 proposed nominees have no material relationship with the bank and are therefore independent. Appendix 2 to this management proxy circular contains the bank's Director Independence Standards. The following table sets out the relationship of the current directors and proposed nominees to the bank:

NAME	INDEPENDENT	NOT INDEPENDENT	REASON FOR NOT INDEPENDENT STATUS
Ronald A. Brenneman	✓		
C.J. Chen	✓		
David A. Dodge	✓		
N. Ashleigh Everett	✓		
John C. Kerr	✓		
Michael J.L. Kirby	✓		
John T. Mayberry	✓		
Thomas C. O'Neill	✓		
Elizabeth Parr-Johnston	✓		
Alexis E. Rovzar de la Torre	✓		
Indira V. Samarasekera	✓		
Allan C. Shaw	✓		
Paul D. Sobey	✓		
Barbara S. Thomas	✓		
Richard E. Waugh		✓	President and CEO

COMMITTEE REPORTS

Audit and Conduct Review Committee Report

Committee Composition and Mandate



Members: Michael J.L. Kirby – Chairman, Ronald A. Brenneman (financial expert), Thomas C. O'Neill, Alexis E. Rovzar de la Torre, Indira V. Samarasekera, Paul D. Sobey and Barbara S. Thomas. Ex-officio – John T. Mayberry.

The audit and conduct review committee:

- Oversees the quality, integrity and timeliness of the bank's financial reporting
- Fulfills the role of the bank's conduct review committee as required under the Bank Act, including:
 - Reviewing transactions with related parties
 - Monitoring procedures for resolving conflicts of interest
 - Identifying potential conflict of interest situations

The committee consists entirely of outside directors. All members are independent under the rules of the CSA, the NYSE and the SEC. At each of its meetings in 2009, the committee held an "in camera" session without management present, except at one meeting when this session was waived. All members of the committee are financially literate, and one or more members of the committee have the required attributes of a "financial expert" as defined under SOX. The board has determined that Mr. Ronald A. Brenneman is an audit committee financial expert.

The committee reviewed and recommended for approval by the board:

- The 2009 annual and interim consolidated financial statements, and the related management's discussion & analysis
- Financial releases
- The 2009 annual information form

The committee also reviews the:

- Annual internal audit plan
- Quarterly reports from the Internal Audit department
- Mandate of the Internal Audit department
- Position description for the Chief Auditor
- Annual performance appraisal of the Chief Auditor
- Objectivity of the bank's internal audit function

A key responsibility of the committee is to provide open avenues of communication among the bank's Internal Audit department, the bank's shareholders' auditors and the board. The Chief Auditor, who is head of the bank's Internal Audit department, reports to the committee, attends each meeting of the committee and meets with the members without management present.

The shareholders' auditors report directly to the committee. They are invited to attend each committee meeting and meet with the members without management present. The committee retains and terminates the bank's shareholders' auditors, subject to shareholder approval, and evaluates their relationship with the bank, including independence and other qualifications. The committee also meets with the Office of the Superintendent of Financial Institutions Canada ("OSFI") to discuss supervisory results.

The committee has established policies and procedures for pre-approval of audit and permitted non-audit services. For more detail on these policies and other activities of the committee, see the bank's 2009 annual information form at www.sedar.com. For a complete list of the committee's duties and responsibilities, please see its charter in the Corporate Governance section of the bank's website.

Committee Report on Key Accomplishments for 2009

Every year, we (the committee) review our charter and effectiveness in fulfilling our mandate. We are satisfied that we have appropriately fulfilled our mandate to the best of our ability for the year ended October 31, 2009. Key accomplishments include:

- **Financial Controls:** In line with our responsibility for the integrity of the bank's financial statements and for reporting to the bank's shareholders, we reviewed the bank's Internal Control Policy and recommended it to the board for approval. The board approved the policy in April 2009. We then oversaw the design, implementation and evaluation of an effective program based on this policy to comply with SOX and National Instrument 52-109
- **International Accounting Standards:** We were updated on the implications of the Canadian Accounting Standards board's plan to move to International Financial Reporting Standards ("IFRS") and on the status of the bank's IFRS implementation project. This report included highlights of potential transitional issues, key risks involved and filing requirements for the bank
- **Pre-Approval of Services by the Bank's Shareholders' Auditors:** We reviewed and approved the bank's Policy for the Pre-Approval of Services Performed by the External Auditor
- **Audit Planning Report:** We oversaw the bank's shareholders' auditors' conduct of an integrated audit, which included the auditors' opinion on the effectiveness of the bank's internal control over financial reporting
- **Anti-Money-Laundering /Anti-Terrorist-Financing Self-Assessment:** We reviewed the results of this self-assessment and the reports prepared by Group Compliance and independent testing by Internal Audit
- **Mandate of Chief Anti-Money-Laundering Officer:** We approved a mandate for the Scotiabank Group Chief Anti-Money-Laundering Officer
- **Appointment of New Committee Members:** The committee's composition was altered during the past fiscal year to ensure its continued effectiveness

Corporate Governance and Pension Committee Report

Committee Composition and Mandate



Members: N. Ashleigh Everett – Chair, C.J. Chen, Thomas C. O'Neill, Elizabeth Parr-Johnston, Alexis E. Rovzar de la Torre and Paul D. Sobey. **Ex-officio –** John T. Mayberry.

The corporate governance and pension committee advises the board on ways to enhance the bank's corporate governance. As the committee is also responsible for director nominations, it consists entirely of independent directors. At each of its meetings in 2009, the committee was given an opportunity to hold an "in camera" session without management present.

The committee:

- Reviews, at least annually, the bank's Corporate Governance Policies and assesses the bank's compliance with them
- Makes recommendations to the board on emerging best practices and other policy improvements
- Reviews the relationship between management and the board and makes recommendations as appropriate
- Recommends director compensation
- Responds to shareholder proposals
- Oversees the bank's governance culture
- Establishes and recommends to the board the qualifications and attributes that individuals should have in order to be nominated for election or re-election as a bank director
- Identifies and recommends qualified nominees, mindful of the board's Director Independence Standards
- Periodically reviews the appropriateness of the board's size and the composition of the board as a whole

The committee has developed a process for assessing the performance and effectiveness of the board and its committees, and for ensuring that annual evaluations are completed. This process includes:

- A detailed questionnaire that is completed by each director

- Interviews with each director conducted by the chairman of the board and the chair of the committee
- A review of individual directors' performance, including the CEO and the chairman of the board

Comments that require action are addressed in a timely manner. Results of this process include the establishment of pre-board discussions on matters of interest to the board and educational programs on selected aspects of the bank. The committee also establishes, and revises as necessary, the responsibilities of individual directors, committee chairs and committees, and what is expected of them.

The committee also oversees the administration of the Scotiabank Pension Plan by:

- Ensuring the Plan's fund is invested and administered in accordance with the provisions of the Plan, the Plan's Trust Deed and all applicable legislation
- Monitoring and supervising the activities of the pension administration and investment committee, and reviewing its reports
- Reviewing the report of the fund's auditor

For more detailed information about the bank's system of corporate governance, please see the discussion in Appendix 1 to this management proxy circular. For a complete list of the committee's duties and responsibilities, please see its charter in the Corporate Governance section of the bank's website.

Committee Report on Key Accomplishments for 2009

Every year, we (the committee) review our charter and effectiveness in fulfilling our mandate. We are satisfied that we have appropriately fulfilled our mandate to the best of our ability for the year ended October 31, 2009. Key accomplishments include:

- **Board Succession:** We reviewed current board and committee demographics with a view to assessing potential candidates for director. As part of succession planning, we considered a retirement from the board in 2010. We retained external consultants to assist in identifying suitable candidates who fulfill the bank's criteria and who have the right skills, capabilities and experiences to support the bank's long-term strategies
- **Review of Corporate Governance Policies:** We did a comprehensive review of the bank's Corporate Governance Policies and committee charters and recommended amendments to the board for approval. The board approved these amendments in June 2009 and August 2009
- **Orientation and Continuing Education:** We recommended that the board approve a Guideline on Orientation and Continuing Education for the board, which it did in January 2009
- **Appointment of New Committee Members:** The committee's composition was altered during the past fiscal year to ensure its continued effectiveness

Executive and Risk Committee Report

Committee Composition and Mandate



Members: Allan C. Shaw – Chairman, John C. Kerr, Michael J.L. Kirby, John T. Mayberry, Elizabeth Parr-Johnston and Richard E. Waugh.

The executive and risk committee:

- Advises executive management on highly sensitive or major strategic issues
- Assists the board in its risk management responsibilities by:
 - Reviewing and approving credit, investment and market risks
 - Reviewing and approving all significant counterparty, industry, market and portfolio risks and limits
 - Reviewing, monitoring and approving risk-related policies, procedures and standards
- Periodically examining public issues potentially affecting the bank, reporting to the board on them, and recommending policies to address them as required

In its capacity as an executive committee of the board, during intervals between meetings of the board, this committee may exercise all of the powers of the board, subject to the limitations set out in the Bank Act and such other limitations as the board may determine from time to time.

At each of its meetings in 2009, the committee was given an opportunity to hold an "in camera" session without management present. At three meetings during the past fiscal year, the independent members of the committee also met separately with the Chief Risk Officer.

For a complete list of the committee's duties and responsibilities, please see its charter in the Corporate Governance section of the bank's website.

Committee Report on Key Accomplishments for 2009

Every year, we (the committee) review our charter and effectiveness in fulfilling our mandate. We are satisfied that we have appropriately fulfilled our mandate to the best of our ability for the year ended October 31, 2009. Key accomplishments include:

- **Review of Significant Credit and Market Risk Exposure:** We reviewed significant credit and market risk exposures throughout the year in light of the turbulent markets, considering various industry sector analyses. We approved a new credit risk strategy in January 2009
- **Approval of Policies:** We reviewed and recommended to the board for approval three revised policies: a Market and Structural Risk Management Policy and a Liquidity Risk Management Policy in May 2009, and a Credit Risk Policy in October 2009
- **Self-Assessment:** We completed our first set of self-assessments in relation to compliance with our charter and market best practices
- **Appointment of New Committee Members:** The committee's composition was altered during the past fiscal year to ensure its continued effectiveness

Human Resources Committee Report Committee Composition and Mandate



Members: John C. Kerr – Chairman, Ronald A. Brenneman, N. Ashleigh Everett, Indira V. Samarasekera, Allan C. Shaw and Barbara S. Thomas. **Ex-officio –** John T. Mayberry.

The human resources committee has six members who collectively have the knowledge, experience and background in compensation, human resources, finance, law, risk management and general business leadership/management required to fulfill the committee's mandate.

All are independent directors. Their independence is reconfirmed annually through a questionnaire based on the Director Independence Standards outlined in Appendix 2. None has ever served as an executive of the bank.

The committee is responsible for:

- Ensuring we have effective leaders and succession plans in place
- Reviewing our total compensation principles
- Monitoring compensation and governance trends
- Reviewing major compensation programs and making recommendations to the board with respect to compensation plans
- Reviewing compensation disclosure and recommending approval to the board prior to publication

For a full list of duties and responsibilities, see the committee's charter in the Corporate Governance section of our website. The committee reviews the charter every year and updates it if necessary.

Each member of the committee also sits on a related committee of the board to ensure that decisions are informed by and aligned with the work of these committees:

HUMAN RESOURCES COMMITTEE MEMBER	AUDIT AND CONDUCT REVIEW	EXECUTIVE AND RISK	CORPORATE GOVERNANCE AND PENSION
John C. Kerr, Chairman		■	
Ronald A. Brenneman*	■		
N. Ashleigh Everett			■ (Chair)
Indira V. Samarasekera	■		
Allan C. Shaw		■ (Chairman)	
Barbara S. Thomas	■		
John T. Mayberry**	■	■	■

* Also sits on the audit and conduct review committee as the certified financial expert (as defined under SOX).

** Board chairman and ex-officio member of the audit and conduct review committee, the corporate governance and pension committee and the human resources committee. He is a member of the executive and risk committee.

Committee Report on Key Accomplishments for 2009

Every year, we (the committee) create and execute a detailed work plan, and conduct an effectiveness review to be sure we are fulfilling our mandate. We believe that we met the work plan and fulfilled our mandate to the best of our ability this year. In 2009, we:

- **Made executive compensation recommendations to the Board:** for compensation to be awarded to our President and CEO, his direct reports, and all of the Executive Vice-Presidents
- **Reviewed compensation programs:** taking into account evolving best practices, especially related to alignment of compensation with the bank's risk profile and risk time horizon. We also reviewed the alignment of our compensation policies and programs with evolving compensation best practices and principles released by the Institute of International Finance ("IIF"), the Financial Stability Board ("FSB"), and CCGG. As a result of these reviews, we:
 - Implemented a clawback policy
 - Increased the share ownership requirements and post-retirement shareholding requirements, to strengthen the alignment between executive and shareholder interests
 - Introduced a new annual incentive plan framework for executives for 2010
 - Revised the 2009 Scotia Capital Incentive Plan design to increase alignment with bank performance and the proportion of compensation at risk

With these changes, the bank's compensation programs are strongly aligned with the FSB's Principles for Sound Compensation Practices

- **Reviewed and approved mandates:** for the Executive-Vice Presidents, Group Heads, and the Chief Operating Officer
- **Conducted a leadership review:** to ensure effective leaders and succession plans are in place. We reviewed potential succession candidates and development plans for key executive roles, and made recommendations to the board on executive officer appointments
- **Met with shareholders and regulators:** to discuss our executive compensation philosophy and disclosure, and to address specific questions. We participated in the executive compensation reviews conducted by regulators in various countries where we operate, including Canada, the United Kingdom, and Ireland. The chair of the committee has personally met with various regulators and governance bodies, including OSFI, CCGG and RiskMetrics Group
- **Implemented a new bank-wide independent advisor policy:** in keeping with governance best practices. Highlights:
 - Any work done by the independent advisor, other than for the committee, must be pre-approved by the committee chair or designate
 - The nature of the "other work" will be very limited and done only in cases where no reasonable alternative is available
 - Fees to-date will be reported at each committee meeting, and we will continue to disclose all fees paid to the independent advisor, along with a detailed description of all related activities

- **Selected a new independent advisor:** naming Frederic W. Cook & Co., Inc. as our independent advisor effective September 2009. From 2005 until September 2009, Hewitt Associates served as independent advisor. To ensure objectivity, Hewitt Associates treated the executive compensation consulting work as a separate assignment from any other services, and based the independent advisor's compensation on this work only. Based on this working arrangement as well as our independent advisor policy, we were comfortable with the advice provided by Hewitt. However, in view of the fees that continued to be incurred to wind up the National Trust pension plan, we felt it time to review the arrangement and consider alternatives. The decision to change advisors followed a review of the qualifications and experience of various firms offering only this service and who did not provide any other services to the bank

Independent Advisor

To ensure independent and effective oversight of our executive compensation programs and CEO performance assessment, at every meeting we hold "in camera" sessions with an independent advisor – with no bank executives present.

Working independently, and without direction from management, Hewitt Associates and then Frederic W. Cook & Co., Inc. provided the following services in 2009:

- A review of our executive compensation practices and program design
- Updates on ongoing and emerging trends in executive compensation and governance best practices
- Perspective on appropriate total compensation mix and levels, based on competitive practice and our performance
- Review of materials in advance of committee meetings; identification of discussion points and issues for the committee's consideration when evaluating compensation design proposals

Hewitt Associates also provided us with other services and products in 2009:

- **National Trust Pension Plan work:** Most of these services were related to the administration and wind-up of the National Trust Pension Plan, a legacy plan assumed in 1997 with the National Trust acquisition, and administered by Hewitt prior to the acquisition. We retained Hewitt because switching advisors would have resulted in extra costs and delays in winding up the plan
- **Recruiting review:** Hewitt was also engaged to review certain campus recruitment processes, a continuation of services they had provided several years ago
- **Surveys and databases:** We participate in and receive the results from a number of compensation, pension/benefit and market trend surveys (including the Report on Business Best Employers in Canada survey) which are conducted by various Hewitt Associates offices around the world. In some countries or regions, these products are the only sources of reliable market information

Fees paid to Hewitt Associates in fiscal 2009:

DESCRIPTION OF SERVICE	FEES
Human Resources Committee Work	\$84,871
National Trust Pension Plan Work	\$1,075,643
Recruiting Review	\$33,075
Surveys and Databases	\$38,477

The fees incurred by Hewitt in fiscal 2008 were \$74,442 for services provided to the committee, and \$566,014 for all other services provided to the bank.

The fees incurred by Frederic W. Cook & Co., Inc. in fiscal 2009 were US\$57,775 for independent advisor services provided to the committee. Frederic W. Cook & Co., Inc. did not provide us with any other services.

EXECUTIVE COMPENSATION — COMPENSATION DISCUSSION AND ANALYSIS

EXECUTIVE SUMMARY

Despite the challenges of market and economic volatility, we (the bank) performed well in 2009. All three lines of business made progress in executing against our key strategic priorities of sustainable revenue growth, effective capital management, leadership development, prudent risk management, and efficiency and expense management:

- Scotia Capital had a very strong year, with record performances in precious metals and fixed income, strong trading results and loan growth
- Revenue growth in Canadian Banking was achieved primarily through organic initiatives in 2009, with strong asset growth in mortgages, personal and business lending and very good performance in Wealth Management
- International Banking continued to perform well, with strong deposit and loan growth and the ongoing contribution of acquisitions, notwithstanding the impact of rapid changes in foreign exchange

Our Tier 1 capital ratio, at 10.7%, remained strong by international standards – a noteworthy achievement in the current economic environment. This strong capital base, along with sound core earnings, were reflected in the Bank's dividends, which increased 2.1% over 2008.

The expertise and commitment of our executive leadership team was a key factor in our success. The team continued to balance the need to be innovative in seeking new opportunities for growth with cautious risk management. In the aftermath of the global credit crisis, banks and regulators around the world have looked to the example of the Canadian banking system. Mr. Waugh, in particular, has been a leader in the efforts underway to restructure financial services globally, serving as Co-Chair of the IIF's Committee on Market Best Practices.

Our strong financial results allowed us to reward the executive team with incentive payments in 2009, in line with our "pay for performance" philosophy:

- Based on our achievement against key metrics, the board approved a Management Incentive Plan ("MIP") corporate performance factor of 150% – a significant increase over last year
- The redemption value of Performance Share Units ("PSUs") that vested in November of this year was \$47.54. The performance factor applied to performance-based PSU awards was 0.94
- The value of incentive compensation (including option-based awards, share-based awards, and annual incentive awards) awarded to our President and CEO, Executive Vice-President and Chief Financial Officer, and three other highest paid executives increased by approximately 25% in 2009 over 2008, and are comparable to the awards made in 2007

For a summary of the total compensation earned by these five NEOs in 2009, see page 42.

In 2009, we implemented changes to our executive compensation practices to reflect evolving regulator and shareholder expectations:

- Introduced a clawback policy that applies in the event of misconduct or material misstatement of results
- Increased the share ownership requirements for the most senior executives
- Eliminated time-based PSUs, making all PSUs performance-based

These changes are designed to further discourage excessive risk-taking, align executive interests with those of shareholders over the long term, and further strengthen our alignment with the FSB's Principles for Sound Compensation Practices.

ABOUT EXECUTIVE COMPENSATION AT SCOTIABANK

Corporate Strategy

Scotiabank's strategic focus is on five key priorities that guide our actions and determine our long term success: sustainable revenue growth, effective capital management, leadership development, prudent risk management, and efficiency and expense management. The talent, experience and sound judgement of our management team and employees around the globe are crucial to the successful execution of these priorities today and in future.

Philosophy: Pay for Performance

Scotiabank's executive compensation programs help the bank create and sustain shareholder value in a competitive global financial services marketplace and successfully execute on our strategy by:

- Attracting high calibre executives who can advance our strategy
- Motivating executives to act in the best interests of our shareholders and other key stakeholders through performance-based compensation
- Rewarding executives for demonstrated leadership and the achievement of strategic objectives

Because our philosophy is to pay for performance, we place stronger emphasis on at-risk incentive compensation than on base salary, benefits or pension. The result:

- Executives who deliver on their goals when we meet our goals can expect to be compensated at about the median of the market
- Those who achieve exceptional results when we meet our goals receive compensation at the upper end of the market
- Those who fail to achieve targets are compensated below the market median

The board has the discretion to reduce or withhold payment under our annual incentive plans should results fall significantly below expectations. Similarly, the board at its discretion can choose not to grant options or PSUs to individuals and/or in aggregate.

Design Principles: Risk Management, Corporate Focus, Compliance

In designing our executive compensation programs, we strive to ensure that:

- **Risk is carefully managed:** so that all corporate targets and individual/departments objectives can be accomplished within established risk policies, limits, processes and standards. The key metrics on which our incentive compensation plans are based are approved by the board. We discourage executives from taking unreasonable and excessive risks by:
 - Delivering incentive compensation through a combination of annual, mid-term and long-term incentives that reflect our risk profile
 - Using profit-based financial goals in the annual incentive plans
 - Placing caps on annual incentive award funding
 - Having share ownership and post-retirement share retention requirements
 - "Stress-testing" the potential impact of future performance on our annual and equity-based incentive awards to ensure we maintain an appropriate link between pay and performance under foreseeable scenarios

The Chief Risk Officer assesses whether there are other potential risks that should be reflected in the incentive pool funding (such as concentration risk, off-balance-sheet risk and liquidity risk), monitors all incentive plans for adherence with the bank's risk appetite, and recommends adjustments to the human resources committee if warranted

- **Measures for incentive programs are thoroughly reviewed by our senior executive leadership team:** we have established a committee of the President and CEO and his direct reports, the human investment committee ("HIC"), that provides our senior leaders with the opportunity to review and debate the key measures of our material incentive programs from an overall policy and comprehensive risk basis. HIC's broader mandate is to review and approve all major new and changing bank-wide human resources objectives, strategies, policies and programs to ensure we are meeting the bank's business priorities and goals, as well as the needs of our employees and other stakeholders
- **Key stewardship and support functions are focused on overall corporate interests:** so that compensation for executives responsible for areas such as risk management, legal, compliance, finance, internal audit, and human resources is tied to overall corporate performance rather than the performance of any one line of business they may support
- **There are clawback provisions:** for compensation awards made in December 2009 and beyond, we have introduced a clawback policy that applies to all Vice-Presidents and above, as well as all Managing Directors and above in Scotia Capital. People in these roles will forfeit outstanding awards or repay previously paid compensation if there is a personal breach of compliance rules or guidelines for business conduct. The clawback also applies if there is a material misstatement of results in the fiscal year of the grant in an executive's area of responsibility

Overview of Components and Mix

In addition to base salary, executive compensation at Scotiabank includes a mix of annual, mid-, and long-term incentives – which are also known as “pay-at-risk,” since they are not guaranteed.

PROGRAM	PURPOSE	PERFORMANCE PERIOD	“PAY-AT-RISK” PROFILE
Base Salary	Compensates executives for the leadership and specific skills needed to fulfill their responsibilities.	–	None
Annual Incentive	Rewards executives for their contribution to the achievement of financial and non-financial goals.	1 Year	Moderate
Mid-Term Incentives (Performance Share Units)	Rewards executives for creating shareholder value and achieving specific performance objectives.	3 Years	High
Long-Term Incentives (Stock Options)	Links the interests of executives and shareholders by rewarding executives for share price appreciation.	Up to 10 Years	High

The following table outlines our target mix of these components by level. In determining the appropriate mix, the human resources committee considers:

- The executive’s ability to affect results over the longer term
- The mix for similar positions in our comparator group
- Local market practice

At more senior levels, a much higher proportion of total compensation is at-risk and tied to our mid- to long-term future performance. The percentages shown here for mid-term (PSUs) and long-term (stock option) incentives are estimates only, as actual value will depend on corporate performance over time.

EXECUTIVE LEVEL	BASE SALARY	ANNUAL INCENTIVE	MID-TERM INCENTIVES	LONG-TERM INCENTIVES	% OF TOTAL COMPENSATION At-Risk
President and CEO	10%	15%	37.5%	37.5%	90%
COO	20%	20%	30%	30%	80%
Group Head/Executive Vice-President	25%	25%	25%	25%	75%
Senior Vice-President	35%	25%	26%	14%	65%
Vice-President	45%	25%	22.5%	7.5%	55%
Co-CEO, Scotia Capital	8%	46%	23%	23%	92%

Executives are also eligible to participate in benefit, pension, and perquisite programs.

Annual Compensation Review

Each year, the human resources committee reviews the total compensation packages for the:

- President and CEO
- President and CEO’s direct reports
- Executive Vice-Presidents

We disclose compensation details for a subset of this group – our five NEOs – beginning on page 42.

The committee also reviews and recommends to the board for approval:

- The aggregate award recommendations for the base salary adjustments, annual incentive awards, and equity-based incentive awards for all other executives
- Individual compensation recommendations that exceed a certain threshold

The reviews are informed by recommendations from management and the human resources department, as well as market data from research, surveys, studies – including:

- Competitive total compensation data for similar positions in our peer group – companies of similar size and scope with whom we compete for executive talent – provided by the Hay Group Limited, an external consulting firm
- Market trend analysis provided by consulting firms Towers Perrin and Johnson Associates, who also provide compensation plan design guidance

The peer group includes four large banks and two major insurance companies, and remains unchanged from previous years (see table below).

ORGANIZATION	REVENUE (\$ millions)	NET INCOME (\$ millions)	MARKET CAPITALIZATION (\$ billions)	NUMBER OF EMPLOYEES
Bank of Montreal	11,064	1,787	27.6	36,173
CIBC	9,928	1,174	23.8	41,941
Royal Bank of Canada	29,106	3,858	77.7	71,186
TD Bank	17,860	3,120	53.0	66,076
Manulife Financial	33,003	517	33.5	Over 23,000
Sun Life Financial	15,563	857	15.9	14,501
Average	19,421	1,886	38.6	42,146
Bank of Nova Scotia	14,457	3,547	46.4	67,802

* Comparative financial information obtained from public continuous disclosure filings for the most recently available fiscal year. Other than Manulife Financial and Sun Life Financial, whose most recent financial results are as at December 31, 2008, this table shows results as at October 31, 2009.

The Review Process at a Glance

HUMAN RESOURCES	PRESIDENT AND CEO	INDEPENDENT ADVISOR	COMMITTEE
<ul style="list-style-type: none"> • Prepares a summary of competitive market data • Develops compensation guidelines for senior team, based on competitive practice, our performance, and our "pay at-risk" philosophy • Reviews data and guidelines with President and CEO • Manages the performance assessment process 	<ul style="list-style-type: none"> • Assesses senior management performance against objectives and future potential • Recommends appropriate salary, annual incentive award and equity incentive awards for senior team -- taking into account past performance, future potential and market position 	<ul style="list-style-type: none"> • Updates the committee on emerging trends in executive compensation and governance best practices • Reviews our executive compensation practices and programs, including our peer groups • Reviews competitive market data for the President and CEO with committee chair • Provides the committee with perspective on appropriate total compensation mix and levels, based on competitive practice and our performance 	<ul style="list-style-type: none"> • Reviews and finalizes recommendations for senior management for full board approval • Assesses performance of the President and CEO • Recommends President and CEO compensation package to board (excluding President and CEO) • Reviews and recommends to the board aggregate award recommendations for all other executives • Reviews individual recommendations above threshold

Important to note:

- Outstanding sustained individual performance is generally rewarded with higher equity compensation awards
- In reviewing recommendations, the committee looks at market position together with a tally sheet outlining individual total equity and deferred compensation holdings, and pension benefits
- In recommending compensation for the President and CEO, the committee also reviews a tally sheet and the aggregate compensation he has earned over the previous five years relative to our performance
- At no point in the process does the President and CEO have any role in recommending his own compensation

EXECUTIVE COMPENSATION PROGRAMS IN DETAIL

Base Salary

Base salary compensates executives for performance of their day-to-day roles and responsibilities. Each year, the human resources committee reviews the salary for each senior executive relative to the average and median base salary for similar positions in our peer group. They recommend appropriate adjustments, as needed, based on the executive's experience, performance and leadership.

Annual Incentives

We currently have two annual incentive programs designed to reward executives for their contribution to the achievement of our annual goals:

- Management Incentive Plan for eligible bank executives, including NEOs Richard E. Waugh, Luc A. Vanneste and Sarabjit S. Marwah
- Scotia Capital Incentive Plan ("SCIP") for eligible executives of Scotia Capital, including NEOs J. Michael Durland and Stephen D. McDonald

In 2010, the MIP will be replaced by a new Global Annual Incentive Plan ("AIP") which better reflects evolving best practices and our expanded global presence.

Management Incentive Plan

Design Overview

The MIP plan rewards eligible executives for business results and individual performance during the fiscal year, relative to a broad range of financial and non-financial measures. In setting targets early in fiscal 2009, the committee and the board strove to select goals that:

- Clearly reflect the bank's strategic priorities
- Are challenging but possible to achieve under normal economic conditions and within our risk appetite

If these performance targets are achieved, the incentive pool is funded such that each eligible executive could potentially receive the target MIP award. The actual award any individual receives is influenced by his or her individual performance.

If overall corporate performance targets are exceeded, the MIP incentive pool may receive additional funding, to a maximum of two times the target MIP level. If overall corporate performance targets are not met, the MIP incentive pool will receive less funding. The committee and the board have the discretion to further reduce or withhold funding if results are significantly below expectations.

Target award percentages are reviewed regularly to ensure they reflect the market practice among our peer group, as well as our emphasis on pay-at-risk and longer-term incentives.

2009 Goals and Performance

Success in achieving key financial and operating metrics as well as other measures aligned to our strategic priorities funds the MIP award pool.

KEY FINANCIAL AND OPERATING METRICS	2009 TARGET	RESULTS
ROE – our efficiency in earning profits on shareholders' behalf	16% - 20%	17.2% ¹
Diluted EPS Growth – net income we generate for common shareholders	7% - 12%	8.5%
Productivity Ratio – overall operating efficiency	< 58%	53.7%
Top Line Revenue Growth – rate at which our business is expanding	7% - 12%	17.1%
Operating Leverage – how our revenue growth translates into growth in operating income	Positive (>0)%	11.4%

1. Adjusted to reflect the accounting standards in place when the target was set.

OTHER MEASURES	RESULTS
Shareholder Value – measures the value delivered to shareholders over the past three years relative to a peer group of banks and insurance companies (Bank of Montreal, CIBC, Manulife Financial, Power Financial Corp., Royal Bank of Canada, Sun Life Financial, TD Bank)	Our three-year shareholder return value (1.3%) was above the median of our peer group
Customer Loyalty – various surveys measure customer satisfaction and loyalty in all areas of our business	We achieved high levels of customer satisfaction and loyalty on a global basis
Credit, Market, Liquidity, and Operational Risk	We managed risk within guidelines and limits established by the board and the executive and risk committee. There were no large event failures and no material breaches of regulatory requirements
Engaged Employees – internal and external surveys assess employee satisfaction and engagement	We continued to achieve high levels of employee satisfaction and were recognized as one of Canada's 50 best employers by The Globe & Mail Report on Business Magazine for the fifth consecutive year
Corporate Social Responsibility	We were one of only 11 blue chip Canadian companies to make the Dow Jones Sustainability Index (DJSI World), demonstrating our strong commitment to corporate social responsibility and community involvement
Relative Performance – our relative performance in several key financial metrics against our compensation peer group (see page 31)	We achieved the top ranking in ROE and second in EPS growth relative to our peer group

Determining Final Pool Funding

Based on our strong performance on all of these measures, the committee recommended funding the MIP incentive pool to 150% of target.

This becomes the “corporate performance factor” used in determining individual MIP awards. Individual awards are also influenced by the target MIP award level for that role, individual performance, and the market position of each individual.

NEW for 2010: Global Annual Incentive Plan

In 2010, a new global AIP will replace the MIP for executives. The move is designed to ensure that executives are rewarded for the performance of those parts of the business they impact most directly, while maintaining the focus on overall corporate performance for all executives. It also reflects our increasing global presence. Effective next year:

- Line of business performance measures will influence the awards for executives whose primary focus is on Canadian Banking or International Banking
- There will be a country performance factor for executives in some of the countries in which we do business
- Top corporate executives and key executives in stewardship functions will continue to be measured entirely on bank and individual performance
- Plan will include risk adjusted measures that reflect the full range of potential risks

Scotia Capital Incentive Plan

The SCIP rewards eligible employees of Scotia Capital for business results and individual performance in a given fiscal year. We provide market competitive compensation that is aligned with risk management and shareholder objectives.

In 2009, we reviewed and updated the plan to align with practices and principles recommended by regulators and recognized governance bodies such as the IIF, FSB, and CCGG. The changes are designed to:

- Fund the incentive pool based on the profitability of Scotia Capital and the results of the bank overall
- Strengthen the tie between individual compensation awards and longer-term performance by deferring a significant portion into equity-based compensation (see table below)

EXECUTIVE LEVEL	AMOUNT DELIVERED IN EQUITY-BASED COMPENSATION	TYPE OF EQUITY-BASED COMPENSATION AWARD
Senior Leaders (includes Co-CEOs)	50%	PSUs and stock options
Managing Directors	30% - 40%	PSUs

The President and CEO (who does not participate in the plan) reviews the measures and funding rates used to assess performance and fund the incentive pool. In determining pool funding, we consider:

- Scotia Capital profits before taxes and incentive payments
- The percentage of profits comparator companies in the market are generally allocating to their incentive pools
- Senior management assessment of the sustainability of each business line's performance
- The MIP corporate performance factor, which is applied to 25% of the incentive pool total to ensure that overall bank performance is reflected in Scotia Capital incentive awards

The committee reviews and recommends to the board for final approval the total incentive pool, the awards for the co-CEOs of Scotia Capital, and any individual award recommendations over a certain threshold.

Individual awards are discretionary and take into consideration individual performance, business line performance, the market position of each individual, and the pool of funds available.

Deferred Compensation

In keeping with our goal of aligning the interests of senior executives with those of our shareholders, we offer employees in roles at the Senior Vice-President level and above who participate in the MIP the option of taking up to 100% of this award in Deferred Stock Units ("DSUs"). Key features of this plan:

- Participants must declare their intent to take a portion of their annual incentive award in DSUs during the first month of the fiscal year for which the incentive is awarded — i.e., November 2008 for 2009 fiscal year
- Once awards are determined at the end of the year, the award amount is converted into DSUs. The number of DSUs an individual receives is based on the market price of our common shares at the time he or she elected to participate at the beginning of the fiscal year. If the share price has risen in the interim, participants benefit. If it has fallen, the current market value of the DSUs they receive will be less than their MIP award amount
- DSUs accumulate additional units based on notional equivalents of dividends on common shares
- They can be redeemed only when a participant ceases to be an employee, and must be redeemed no later than the end of the calendar year following the year in which the participant ceases to be an employee
- DSUs can be redeemed in cash only based on the market value of our common shares on the TSX at the time of redemption

2009 results

For executives who chose to participate in the deferred compensation plan for 2009, the share price on the first trading date of fiscal 2009 (\$39.03 as at November 3, 2008) was used to convert 2009 MIP awards into DSUs. The share price on December 18, 2009, when the conversion actually took place, was \$48.14, representing a 23% increase in value for those executives who elected to receive their MIP in DSUs.

This is a substantial improvement compared to the 2008 results where the executives who elected to receive their 2008 MIP awards in DSUs experienced at 45% decline between the conversion price (\$53.17 as at November 1, 2007) and the share price on the date the awards were converted (\$29.40 as at December 19, 2008).

2010 program

Executives had to notify the company of their intent to participate in the 2010 deferred compensation plan during November 2009. The first trading date of fiscal 2010 was November 2, 2009, and the share price on that date, \$46.22, will be used to convert the new AIP awards into DSUs in December of 2010.

Mid-Term Incentives

Mid-term incentives are designed to reward executives for delivering sustained operating performance over a 3-year period, as reflected in share price appreciation and achievement of pre-determined performance objectives. Awards are granted annually based on:

- Individual performance
- Retention risk
- Potential to contribute to our future success

As these "forward-looking" programs are designed to incent and reward for future performance and success, the committee does not consider the value of an executive's existing awards when determining new grants. The committee considers the mid-term incentive award value similar to the annual target incentive, and believes that reducing or limiting current grants because of prior gains realized would unfairly penalize an executive. Similarly, the committee does not increase mid-term incentive award values in a given year to offset less-than-expected returns from previous grants.

Performance Share Unit (PSU) Plan

The PSU Plan is a mid-term equity-based compensation plan that furthers our pay-for-performance philosophy by linking the vesting of units to the achievement of pre-determined performance objectives.

Key points to note:

- PSUs are regularly granted to eligible executives on the first day of an open trading window following the public release of our year-end financial results, in conjunction with other annual compensation awards
- The value of each PSU is equal to the 20-day average closing price of our common shares on the TSX
- PSUs accumulate additional units based on notional equivalents of dividends on common shares

Performance Measures for 2009

Each year, the committee reviews and approves the performance measures to be used in determining that year's awards. For PSU awards made in December 2009, performance will be assessed based on two equally weighted performance measures: Return on Equity ("ROE") and relative Total Shareholder Return ("TSR").

- 50% is based on our 3-year average ROE relative to the respective annual pre-determined targets
Return on Equity presents the net income available to our common shareholders as a percentage of the capital deployed to earn the income. ROE is a key measure of not only profitability, but also of how effectively we manage our shareholders' capital
- 50% is based on our relative TSR measured over the period beginning November 1, 2009 and ending October 31, 2012
Relative Total Shareholder Return measures the gross return over the performance period on a hypothetical investment in our common shares, relative to other investments in our peer group companies. Gross return includes both share price appreciation and re-invested dividends

These equally weighted factors are combined to arrive at an overall PSU factor for the award. The committee at its discretion may further adjust the overall factor based on an assessment of risk during the performance period. The final PSU factor may increase or decrease the number of PSUs that will ultimately vest and be paid out. The ROE component of the performance factor will be zero if a threshold level of ROE is not achieved.

For the December 2009 awards, relative TSR is defined as the appreciation in our common share price, plus reinvested dividends, using a 20-day average closing share price, compared to the following seven comparators:

MAJOR BANKS	MAJOR FINANCIAL INSTITUTIONS
Bank of Montreal	Manulife Financial
CIBC	Sun Life Financial
Royal Bank of Canada	Power Financial Corporation
TD Bank	

This comparator group of large, Canadian publicly-traded financial services companies with whom we compete for capital and executive talent includes all peer companies listed on page 31. Power Financial Corporation does not participate in the Hay Group's Financial Services Executive Compensation Report, so is not included on the earlier list.

Depending on actual achievement against these two performance measures at the time the units vest, the number of performance-based units may be reduced or increased. The following table shows the minimum and maximum number of units that may vest depending on employee level.

LEVEL	MINIMUM	TARGET	MAXIMUM
Executive Vice-President/Group Heads and above	50%	100%	150%
Vice-Presidents and Senior Vice-Presidents	75%	100%	125%

Subject to the performance vesting conditions described above, the PSUs vest and are redeemable on the last day of the 35th month following the date of the award. The PSUs are also subject to early expiry in certain circumstances, as described in the "Compensation Treatment by Termination Scenario" table on page 49.

Restricted Share Unit (RSU) Plan

The RSU Plan is a mid-term equity-based compensation plan that has been used in the past but will largely be replaced by the PSU plan in the future. The committee did not make any RSU grants in fiscal 2009.

Key points about the RSU plan:

- On a limited basis, and not in the course of annual compensation awards and only during an open trading window, the committee may grant RSUs to executives for specific recruitment or retention purposes
- The value of each RSU is equal to the 20-day average closing price of our common shares on the TSX
- RSUs accumulate additional units based on notional equivalents of dividends on common shares
- RSUs vest and are redeemable on the last day of the 35th month following the date of the award, subject to early expiry in certain circumstances, as described in the "Compensation Treatment by Termination Scenario" table on page 49

Scotia Capital Deferred Payment Plan (DPP)

The DPP is a mid-term equity-based compensation plan that promotes alignment between the interests of Scotia Capital employees and those of our shareholders by awarding a portion of a participant's total incentive as DPP units. DPP units are tied to our common share price, and recipients are fully exposed to fluctuations in the market price over the term of the award.

Key points about the DPP:

- DPP units are regularly granted to eligible Scotia Capital employees on the first day of an open trading window following the public release of our year-end financial results, in conjunction with other annual compensation awards
- Commencing with grants in December 2009, the plan will include a performance multiplier. The performance multiplier is based on Scotia Capital and the overall bank results, will range from 0.5 to 1.5, and will be applied to the award at the time of vesting
- On a limited basis, DPP units may be granted to Scotia Capital employees for specific recruitment purposes
- The Co-CEOs (beginning in 2008) and other senior leaders of Scotia Capital (beginning in 2009) no longer receive awards from this plan as they now participate in the stock option and/or PSU plans
- The value of each DPP unit is equal to the 20-day average closing price of our common shares on the TSX
- The DPP units vest and are redeemable one-third per year following the date of the award, subject to early expiry in certain circumstances, as described in the "Compensation Treatment by Termination Scenario" table on page 49

Long-Term Incentive (Stock Options)

The long-term incentive program is designed to reward executives for creating sustained, long-term shareholder value over a period of up to 10 years. We believe it is important to have a component of our executives' compensation that has a longer time horizon to align with the tail risk of certain bank products.

Long-term incentives in the form of stock options are granted annually to selected executives who are considered to have the potential to contribute to future business results and financial performance. Individual performance and retention risk are also considered.

As stock options are a "forward-looking" program and only reward for future performance and success, the committee does not consider the value of an executive's existing awards when determining new grants for individuals.

Key points about granting and exercising stock options:

- If the share price increases between the grant date and the vesting date, the stock options will have a realizable value and the executive may choose to exercise his or her option to purchase shares
- Conversely, if the share price decreases over the four-year period between the grant date and the vesting date, the options will be considered "out of the money" and will not have a realizable value until the share price increases
- Options are regularly granted to eligible executives on the first day of an open trading window following the public release of our year-end financial results, in conjunction with other annual compensation awards
- On a limited basis, and only during an open trading window, the committee may grant stock options to executives for specific recruitment or retention purposes

- For grants made since December 2005, the exercise price of each option is the higher of the closing price of our common shares on the TSX on the trading day prior to the grant date or the volume weighted average trading price for the five trading days immediately preceding the grant date
- Stock option grants may include a tandem stock appreciation right ("tandem SAR") feature. This gives the grant holder the choice of either:
 - Exercising the option by purchasing shares at the grant price and either holding or selling the shares
 - Exercising the tandem SAR and receiving a cash payment representing the difference between the exercise price and the market price of common shares on the date of exercise. The holder receives the same value as he or she would receive by purchasing shares and immediately selling, but as no shares actually change hands the stock is not diluted

This is an either/or choice. If the option is exercised the tandem SAR is cancelled and vice versa

- Options vest over four years and expire 10 years after the grant date. The options are also subject to early expiry in certain circumstances, as described in the "Compensation Treatment by Termination Scenario" table on page 49. The term of the award may also be extended where an option's expiry date falls during an insider trading blackout period (or within the 10 business days after such blackout). In this situation, the expiry date will be automatically extended to the date which is 10 business days after the end of the blackout period
- Options cannot be sold to a third party. Ownership can be transferred to a beneficiary or legal representative in the event of a grant holder's death

Shareholders approved the number of shares issuable under the Stock Option Plan for 2009, which at all times has represented less than 10% of our outstanding common shares. The table below summarizes key statistics for the Stock Option Plan and Director Stock Option Plan (discontinued grants effective October 28, 2003, see "Director Stock Option Plan" on page 18) combined, as of October 31 of each year:

	2009	2008	2007
Dilution Total number of options outstanding divided by total number of common shares outstanding	2.2%	2.3%	2.8%
Overhang Total number of options available for issue plus options outstanding, divided by total number of common shares outstanding	3.7%	4.2%	4.9%
Burn Rate Total number of options issued in a fiscal year, divided by total number of common shares outstanding	0.43%	0.22%	0.21%

The bank does not have significant share dilution. In general, the bank only uses share buybacks to offset dilution resulting from the exercise of stock options, acquisitions or its dividend reinvestment program. In 2009, the bank did not repurchase any of its common shares nor did the bank issue a significant amount of equity.

Key points about the plan design:

- No individual may be granted options to purchase an aggregate number of shares at any time exceeding 5% of the number of issued and outstanding common shares on a non-diluted basis
- There is no stated maximum on the percentage of securities under the Stock Option Plan available to insiders
- Once granted, options cannot be re-priced or forfeited in exchange for options with a lower price
- Adjustments can be made for the effect of certain events, such as subdivision, consolidation, reorganization, reclassification or other events which necessitate adjustments to the outstanding options in proportion with adjustments made to all common shares
- The Stock Option Plan authorizes the board to make certain plan amendments without shareholder approval – such as housekeeping administrative changes; terms, conditions and mechanics of grant; vesting, exercise and early expiry; and amendments designed to comply with applicable laws, tax or accounting provisions, or regulatory requirements. Fundamental amendments require shareholder approval
- Our general loan policies, at customer rates, apply to our employees, including employees of our subsidiaries, borrowing for the purpose of purchasing common shares with respect to option exercises

- Outside of Canada, where local laws may restrict the issuance of shares, stand-alone stock appreciation rights ("SARs") – similar to what are sometimes called "phantom stock" plans – have been granted instead of options

Group Benefit, Pension, and Perquisite Programs

Our executives participate in group benefit plans on the same basis as all other employees. These vary depending on local market practice and/or regulatory requirements in the executive's location.

Executives have the option to participate, on either a contributory or non-contributory basis, in the Scotiabank Pension Plan, a registered defined benefit pension plan. Certain other executives participate in the Scotiabank Executive Pension Plan, a non-registered, unfunded supplemental retirement plan. Further details can be found in the "Retirement Plan Benefits" section on page 47.

Executives are also provided with certain perquisites. The value and types offered vary by executive level.

Executive Share Ownership Guidelines

In support of our goal of aligning executive and shareholder interests, all of our executives must meet minimum share ownership requirements. The required holdings reflect the executive's compensation and level, and may be satisfied through holdings of common shares, as well as any outstanding DSUs, RSUs, PSUs and DPP units and holdings in our Employee Share Ownership Plan. New executives have three years to meet the share ownership requirements.

During 2009, we conducted a review of our share ownership guidelines. As a result, they have changed to reflect current market practice and maintain alignment with shareholder interests post-retirement:

- For the President and CEO, the share ownership requirement has increased from 6 times base salary to 7, and the post-retirement shareholding requirement is extended from one year to two
- The share ownership requirement for Group Heads has increased from 3 times base salary to 4
- Group Heads and the COO must now continue to meet their shareholding requirement for one year after retirement

The table below summarizes the minimum ownership requirements by level:

EXECUTIVE LEVEL	OWNERSHIP REQUIREMENT
President and CEO	7 times base salary; share ownership requirement extends 2 years into retirement
COO/Group Head (including Scotia Capital Co-CEOs)	4 times base salary; share ownership requirement extends 1 year into retirement
Executive Vice-President	3 times base salary
Senior Vice-President	2 times base salary
Vice-President	1 times base salary
Scotia Capital Senior Leader	2 times base salary
Scotia Capital Managing Director	1 times base salary

All of the NEOs have exceeded the minimum share ownership guidelines, as outlined in the following table:

NAME	SHARE OWNERSHIP GUIDELINE	SHARE OWNERSHIP OF NEOs AT DECEMBER 31, 2009 ¹				OWNERSHIP MULTIPLE OF SALARY	
	MULTIPLE OF BASE SALARY	DIRECTLY HELD COMMON SHARES (\$) ²	DEFERRED COMPENSATION (\$) ³	SHARE UNITS (\$) ⁴	TOTAL OWNERSHIP (\$)	BASED ON DIRECTLY HELD & DEFERRED COMPENSATION	BASED ON TOTAL OWNERSHIP
Richard E. Waugh	7	12,480,076	21,193,677	11,674,599	45,348,352	34	45
Luc A. Vanneste	3	1,818,088	2,618,795	2,303,093	6,739,976	10	16
Sarabjit S. Marwah	4	12,597,613	10,684,420	4,264,496	27,546,529	37	44
J. Michael Durland	4	2,637,995	–	5,221,155	7,859,150	8	22
Stephen D. McDonald	4	714,822	–	3,249,213	3,964,035	2	11

1. Based on the closing price on the TSX of our common shares of \$49.22 on December 31, 2009.

2. Directly held includes Employee Share Ownership Plan ("ESOP") holdings and common shares.

3. Deferred Compensation includes DSUs.
4. Share Units includes DPP units, PSUs, and RSUs.

Note on Trading Restrictions:

All of our employees, including executive officers, are prohibited from entering into short sales, calls and puts with respect to any of our securities. These restrictions are prohibited under the Bank Act, and are enforced through our compliance programs.

NAMED EXECUTIVE OFFICER COMPENSATION: 2009 UPDATE

2009 Compensation Decisions

This section provides details on the 2009 compensation awarded to our five NEOs – the President and Chief Executive Officer, the Chief Financial Officer, and the three most highly compensated executives (based on aggregate compensation excluding pension benefits):

- Richard E. Waugh, President and CEO
- Luc A. Vanneste, Executive Vice-President and Chief Financial Officer
- Sarabjit S. Marwah, Vice Chairman and Chief Operating Officer
- J. Michael Durland, Group Head, Global Capital Markets & Co-CEO, Scotia Capital
- Stephen D. McDonald, Group Head, Global Corporate & Investment Banking & Co-CEO, Scotia Capital

The committee made these compensation recommendations, following the review process outlined on pages 30 and 31, to the board for their approval. Incentive awards were finalized in December 2009.

Base Salary

Mr. Marwah's salary was adjusted effective November 1, 2008 from \$550,000 to \$625,000 in recognition of his increased responsibilities.

The base salaries of the other NEOs were deemed appropriate relative to the market and no adjustments were made.

Annual Incentive Awards – Management Incentive Plan

In determining individual awards each year, the human resources committee considers:

- Target MIP award level
- Individual performance
- Market position
- The pool of funds available

Achievements of the three NEOs participating in this plan during 2009 include:

- Mr. Waugh: his strong and active leadership guided the bank through the turbulence of the past two years. He also played a key role in the IIF's efforts to establish market best practices in response to the crisis. His ongoing emphasis on our traditional strengths of prudent risk management and expense management was critically important in shielding the bank from the worst effects of the financial crisis. As a result, the bank was recognized by global consulting firm Oliver Wyman as one of the world's top 10 performing banks – and the only Canadian one – during the worst part of the crisis. At the same time, the long term growth strategy & priorities resulted in a level of profitability (ROE) of 17%, which was the highest in Canada for 2009 and among the highest in the world for 2009

We continued to be recognized as a great place to work in 2009, both within and outside the bank. Overall employee satisfaction, as measured by our annual confidential internal survey, remained at 86%. For the sixth consecutive year the bank was named one of Canada's 50 best employers by The Globe and Mail Report on Business Magazine, and it was widely recognized as a top employer in many of its international locations. Mr. Waugh's commitment to strengthening our leadership was recognized when the bank was the only Canadian company named as one of five "companies to watch" in the 2009 Top Companies for Leaders survey by Fortune magazine

- Mr. Vanneste: under his active leadership as Chief Financial Officer, we maintained our high credit ratings in turbulent times, and with his significant contributions achieved all of our financial performance metrics. Mr. Vanneste played a key control and governance role ensuring that significant decisions were aligned with our strategies and provided returns consistent with our financial objectives. Mr. Vanneste continued to reinforce a strong control culture, and as a result, we had no material weaknesses in internal controls over financial reporting. Also, due to Mr. Vanneste's leadership of our capital management processes, together with Group Treasury, we maintained our strong capital ratios

- Mr. Marwah: he was appointed as Vice Chairman and Chief Operating Officer in 2008 and was actively involved with our strategic planning process and decision making, and providing oversight and direction to many of our support and other functions. Under Mr. Marwah's leadership, we have consistently maintained an industry leading productivity ratio, including an improvement from 59.4% in 2008 to 53.7% in 2009. Efficiency and expense management – long a bank strength and source of competitive advantage – was reinforced through investments in new technology and several cost saving initiatives. Compliance and regulatory risks also remained well managed. Additionally, Mr. Marwah played an active role in maintaining communications with our shareholders and the broader investment community, and in supporting various community and not-for-profit organizations

The MIP incentive pool for 2009 was funded at 150% (see pages 32 and 33 for details). The 2009 NEO awards were:

NAME	MIP TARGET (%)	MIP TARGET (\$)	2009 MIP AWARD (\$)	MIP AWARD AS A % OF TARGET
Richard E. Waugh	100%	1,000,000	1,500,000	150%
Luc A. Vanneste	60%	255,000	500,000	196%
Sarabjit S. Marwah	70%	437,500	1,100,000	251%

Annual Incentive Awards – Scotia Capital Incentive Plan

In determining individual awards each year, the committee considers:

- Individual performance
- Business line performance
- Market position
- The pool of funds available

Achievements of the two NEOs participating in this plan during 2009 include:

- Mr. Durland: under Mr. Durland's leadership, the Global Capital Markets group achieved record revenues in an uncertain economy, up 73% over 2008. While interest income from trading operations only rose slightly, other income increased 144%, reflecting strong growth in trading revenues in almost every business line. Record revenues were achieved in the fixed income, precious metals and equities businesses. The foreign exchange business generated its second-highest revenues ever. Among other honours, Scotia Capital was recognized by Global Finance magazine as Best Foreign Exchange Bank in Canada for 2009 for the fifth year in a row
- Mr. McDonald: through Mr. McDonald's leadership, revenues for the Global Corporate and Investment Banking group increased 123% to record levels despite the turbulent economic climate. Interest income rose 49%, reflecting strong growth in asset volumes and portfolio spreads in all lending markets. Loan origination fees, other income and credit fees increased noticeably, with new issue and advisory fees reaching record levels. Revenues from the Canadian and U.S. lending portfolios were the second-highest ever achieved. Also during the year, Scotia Capital received a number of awards and honours, including being named to Bloomberg's list of the 20 most successful global investment banks

The SCIP incentive pool funding is described on pages 33 and 34. The 2009 awards to these NEOs were:

NAME	2009 SCIP TOTAL INCENTIVE (\$)	% OF AWARD IN EQUITY-BASED COMPENSATION	2009 SCIP AWARD IN CASH (\$)	2009 SCIP AWARD IN EQUITY-BASED COMPENSATION (\$)
J. Michael Durland	8,000,000	50%	4,000,000	4,000,000
Stephen D. McDonald	4,950,000	48%	2,550,000	2,400,000

Mid- and Long-Term Incentive Awards (PSUs and Stock Options)

In determining these awards, the committee considers:

- Individual annual and sustained performance
- Retention risk
- Succession plans
- Individual potential
- Market position

The following table summarizes the mid-term (PSU) and long-term (stock option) incentive awards made December 11, 2009 for each NEO. The awards for Mr. Durland and Mr. McDonald reflect the amount delivered in equity-based compensation from their SCIP awards.

NAME	PERFORMANCE SHARE UNITS		STOCK OPTIONS	
	# OF PSUs	PSU VALUE (\$)	# OF STOCK OPTIONS	STOCK OPTION VALUE (\$)
Richard E. Waugh	74,028	3,600,000	376,964	3,600,000
Luc A. Vanneste	13,366	650,000	68,064	650,000
Sarabjit S. Marwah	26,218	1,275,000	133,508	1,275,000
J. Michael Durland	41,127	2,000,000	209,424	2,000,000
Stephen D. McDonald	24,676	1,200,000	125,656	1,200,000

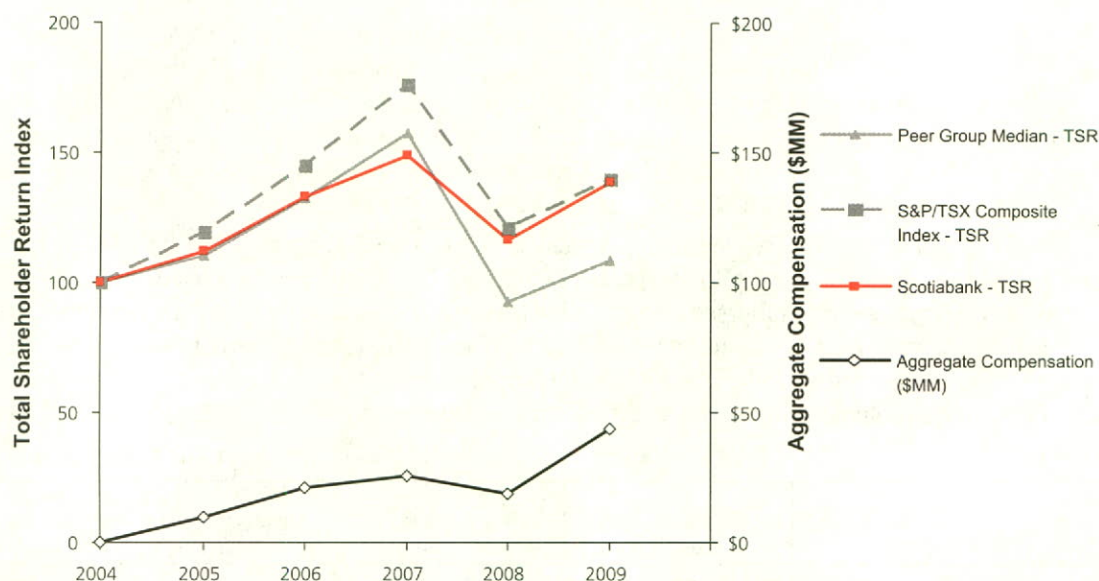
1. The PSU amounts shown were valued at \$48.63 as of the grant date.
2. The stock option amounts shown represent the expected compensation value of options granted. The values have been calculated using a grant price of \$47.75 and a compensation Black-Scholes value of 20%.

Link to Business Performance

The following graph compares the aggregate compensation earned by the President and CEO over the period of 2005 to 2009 to:

- The bank's total shareholder return over the last five years ending October 30, 2009, assuming \$100 invested in our common shares on October 29, 2004
- The total shareholder return of a peer group of banks and insurance companies (Bank of Montreal, CIBC, Manulife Financial, Power Financial Corp., Royal Bank of Canada, Sun Life Financial, TD Bank) and the S&P/TSX Composite Index

The graph demonstrates that the trend in compensation earned by the President and CEO appropriately reflects the bank's business performance and returns to shareholders. The trend in compensation is similar for other NEOs; however, we have only included the President and CEO in the comparison given the changes to both the population and levels of the NEOs over the past five years.



	2004	2005	2006	2007	2008	2009
Scotiabank - TSR	100.00	112.10	132.72	148.86	116.73	138.68
Peer Group Median - TSR	100.00	110.18	132.15	157.53	92.36	108.27
S&P/TSX Composite Index - TSR	100.00	119.13	144.95	176.00	120.83	139.84

NOTE: For the purposes of this graph, "aggregate compensation" is defined as base salary and annual incentive earned, plus the value of any stock option exercises or mid-term incentive payments, plus the change in value of outstanding equity-based compensation awards. Equity compensation is valued as of December 31 for each calendar year, and we include the incentive awards paid and/or granted after the end of the fiscal year to reflect decisions made during the compensation reviews. The values exclude equity compensation awards granted to Mr. Waugh prior to becoming President and CEO. The "shareholder return" values assume all dividends are reinvested.

SUMMARY COMPENSATION TABLE

The following table summarizes total compensation earned in the fiscal year 2009 by the NEOs. Note that we report the shares and options awarded after the end of the fiscal year to reflect decisions made during the 2009 compensation review, rather than awards granted at the outset of fiscal 2009 from the 2008 compensation review. We have voluntarily provided previously disclosed information from 2008 and 2007 for Mr. Waugh, Mr. Vanneste and Mr. Marwah. We have not included historic information for Mr. Durland or Mr. McDonald as they were not NEOs previously.

NAME AND PRINCIPAL POSITION	YEAR	FISCAL SALARY (\$)	SHARE AWARDS ¹ (\$)	OPTION AWARDS ² (\$)	ANNUAL INCENTIVE PLAN COMPENSATION ³ (\$)	TOTAL DIRECT COMPENSATION ⁵ (\$)	PENSION VALUE ⁶ (\$)	ALL OTHER COMPENSATION ⁷ (\$)	TOTAL COMPENSATION (\$)
Richard E. Waugh President and Chief Executive Officer	2009	1,000,000	3,600,000	3,600,000	1,500,000	9,700,000	157,000	73,730	9,930,730
	2008	1,000,000	3,010,000	3,010,000	500,000	7,520,000	(1,173,000)	88,698	6,435,698
	2007	1,000,000	3,400,000	3,400,000	1,600,000	9,400,000	(203,000)	16,196	9,213,196
Luc A. Vanneste Executive Vice-President and Chief Financial Officer	2009	425,000	650,000	650,000	500,000	2,225,000	103,000	989	2,328,989
	2008	425,000	650,000	650,000	250,000	1,975,000	227,000	897	2,202,897
	2007	400,000	650,000	650,000	575,000	2,275,000	131,000	897	2,406,897
Sarabjit S. Marwah Vice Chairman and Chief Operating Officer	2009	625,000	1,275,000	1,275,000	1,100,000	4,275,000	1,819,000	1,196	6,095,196
	2008	550,000	1,175,000	1,175,000	350,000	3,250,000	(64,000)	1,196	3,187,196
	2007	550,000	1,175,000	1,175,000	800,000	3,700,000	417,000	1,196	4,118,196
J. Michael Durland Group Head, Global Capital Markets and Co-CEO, Scotia Capital	2009	350,000	2,000,000	2,000,000	4,000,000	8,350,000	—	—	8,350,000
Stephen D. McDonald Group Head, Global Corporate & Investment Banking and Co-CEO, Scotia Capital	2009	350,000	1,200,000	1,200,000	2,550,000	5,300,000	—	897	5,300,897

1. The amounts shown for 2009 represent awards made under the PSU plan on December 11, 2009, valued at \$48.63 as of the grant date. The amounts shown for 2008 represent awards made under the PSU plan on December 5, 2008, valued at \$35.16 as of the grant date. The amounts shown for 2007 represent awards made under the PSU plan on December 11, 2007, valued at \$51.11 as of the grant date. As described in the "Performance Share Unit (PSU) Plan" section on page 35, 100% of the awards made under the PSU plan are subject to performance criteria.

2. For compensation purposes, the amounts shown for 2009 are based on the fair value on the grant date and have been calculated using the Black-Scholes option valuation model. The Black-Scholes option value is determined using the expected life of the options, share price volatility, dividend yield, and the risk-free interest rate. The compensation Black-Scholes value reflects the full 10 year life of the options. For awards granted on December 11, 2009, the compensation fair value was 20% of the grant price (\$47.75).

The grant date fair value determined for compensation will differ from the accounting fair value disclosed in our financial statements. In accordance with Canadian Generally Accepted Accounting Principles (Section 3870 of the Handbook of the Canadian Institute of Chartered Accountants), an expected life of 6.5 years was used as an assumption to calculate the accounting fair value using the Black-Scholes option valuation model. The accounting fair value used for Named Executive Officer grants for the December 11, 2009 grant was 17.9% of the grant price.

For compensation purposes, amounts shown for 2008 represent the expected compensation value of options granted on December 5, 2008, and have been calculated using the following grant price and Black-Scholes factor: \$33.89 and 20%. The amounts shown for 2007 represent the expected compensation value of options granted on December 11, 2007, and have been calculated using the following grant price and Black-Scholes factor: \$52.57 and 24%. The option grant compensation values for 2008 and 2007 reflect the full 10 year life of the options as well as assumptions for volatility, risk-free interest rate and dividend yield.

Prior to December 2009, we granted stock options with tandem SARs attached, which have an accounting value of zero at the time of grant in accordance with Canadian Generally Accepted Accounting Principles. For additional information regarding the accounting for tandem SARs, refer to Note 17 of our 2009 Consolidated Financial Statements.

3. The amounts shown represent the Annual Non-Equity Incentive Plan Compensation earned by the NEOs.

In lieu of payment, Mr. Waugh, Mr. Vanneste, and Mr. Marwah were eligible to defer a percentage of their Management Incentive Plan (MIP) bonus and instead receive DSUs under the DSU Plan. The following table summarizes the voluntary deferrals made, if any, as well as the number of DSU Plan units received based on the share price noted.

Deferral of MIP Bonus under DSU Plan

NAME	2009		2008		2007	
	% DEFERRED	# DSUs	% DEFERRED	# DSUs	% DEFERRED	# DSUs
Richard E. Waugh	100%	38,431.98	100%	9,403.80	100%	31,936.13
Luc A. Vanneste	100%	12,810.66	100%	4,701.90	100%	11,477.05
Sarabjit S. Marwah	100%	28,183.45	100%	6,582.66	100%	15,968.06

The share prices in effect as at the annual notification date were \$39.03 for 2009, \$53.17 for 2008, and \$50.10 for 2007.

- The Bank does not provide any Long Term Non-Equity Incentive Plan Compensation to any of the NEOs.
- The amounts shown in this column represent the sum of Fiscal Salary, Share Awards, Option Awards, and Annual Incentive Plan Compensation.
- The Pension Values represent the Compensatory Costs as described in the defined benefits pension plan table on page 48.
- The amounts in this column represent perquisites and other taxable benefits. The aggregate value of perquisites and other taxable benefits for Mr. Vanneste, Mr. Marwah, Mr. Durland, and Mr. McDonald are not disclosed as they are less than \$50,000 and 10% of their total salary for fiscal 2009.

The amounts shown for Mr. Vanneste, Mr. Marwah, and Mr. McDonald represent the bank's contribution to ESOP to a maximum of \$1,200 per year. These NEOs participate in this plan on the exact same basis as all of our other employees. Under this plan, employees can purchase our common shares up to specified limits and the bank contributes an additional 50% to the purchase.

The amount shown for Mr. Waugh represents the bank's contribution to ESOP and the value of perquisites and other taxable benefits, including \$48,124 for tax and estate planning.

The amounts in this column do not include the value of any dividend equivalents earned on share-based compensation awards, as dividends are factored into the fair value calculation at the time of grant.

INCENTIVE AWARD DETAILS

Outstanding Share and Option Awards at December 31, 2009

The following table summarizes outstanding share and option awards as at December 31, 2009 for the NEOs. Note that:

- We have included the share and option awards made in December following the end of our 2009 fiscal year (October 31, 2009)
- The value of the unexercised in-the-money options is equal to:
Closing price of our common shares on December 31, 2009 (\$49.22) **minus** the exercise price of the option awards **multiplied** by the number of outstanding options
- The value of the share awards that have not vested is equal to:
Closing price of our common shares on December 31, 2009 (\$49.22) **multiplied** by the number of share units outstanding
- PSUs have been valued for this purpose using the target performance factor (100%); however, the number of PSUs that may vest can range between 0% to 150% of target for awards granted in 2007, and 50% to 150% for awards granted in 2008 and 2009

NAME	GRANT DATE	OPTION AWARDS				SHARE AWARDS		
		NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS (\$)	PLAN	NUMBER OF SHARE UNITS THAT HAVE NOT VESTED (#)	MARKET VALUE OF AWARDS THAT HAVE NOT VESTED (\$)
Richard E. Waugh	1/19/2001	245,244	21.025	1/19/2011	6,914,655			
	12/10/2001	233,400	24.675	12/10/2011	5,728,803			
	12/06/2002	205,944	24.40	12/06/2012	5,111,530			
	12/05/2003	257,552	31.45	12/05/2013	4,576,699			
	12/03/2004	230,768	39.00	12/03/2014	2,358,449			
	12/02/2005	224,788	46.02	12/02/2015	719,322			
	12/13/2006	232,988	52.00	12/13/2016	0			
	12/11/2007	269,480	52.57	12/11/2017	0	PSU	73,036	3,594,847
	12/05/2008	444,084	33.89	12/05/2018	6,807,808	PSU	90,127	4,436,075
	12/11/2009	376,964	47.75	12/11/2019	554,137	PSU	74,028	3,643,677
Total – Waugh		2,721,212			32,771,403		237,191	11,674,599
Luc A. Vanneste	12/10/2001	42,920	24.675	12/10/2011	1,053,471			
	12/06/2002	17,174	24.40	12/06/2012	426,259			
	12/05/2003	23,053	31.45	12/05/2013	409,652			
	12/03/2004	25,000	39.00	12/03/2014	255,500			
	12/02/2005	30,872	46.02	12/02/2015	98,790			
	12/13/2006	44,380	52.00	12/13/2016	0			
	12/11/2007	51,520	52.57	12/11/2017	0	PSU	13,963	687,250
	12/05/2008	95,900	33.89	12/05/2018	1,470,147	PSU	19,463	957,957
	12/11/2009	68,064	47.75	12/11/2019	100,054	PSU	13,366	657,886
Total – Vanneste		398,883			3,813,873		46,792	2,303,093
Sarabjit S. Marwah	1/19/2001	105,244	21.025	1/19/2011	2,967,355			
	12/10/2001	87,400	24.675	12/10/2011	2,145,233			
	12/06/2002	102,870	24.40	12/06/2012	2,553,233			
	12/05/2003	71,544	31.45	12/05/2013	1,271,337			
	12/03/2004	57,692	39.00	12/03/2014	589,612			
	12/02/2005	67,436	46.02	12/02/2015	215,795			
	12/13/2006	81,360	52.00	12/13/2016	0			
	12/11/2007	93,128	52.57	12/11/2017	0	PSU	25,240	1,242,337
	12/05/2008	173,356	33.89	12/05/2018	2,657,547	PSU	35,183	1,731,691
	12/11/2009	133,508	47.75	12/11/2019	196,257	PSU	26,218	1,290,469
Total – Marwah		973,538			12,596,369		86,641	4,264,497
J. Michael Durland	12/11/2007					DPP	20,037	986,221
	12/05/2008	221,304	33.89	12/05/2018	3,392,590	PSU	44,914	2,210,669
	12/11/2009	209,424	47.75	12/11/2019	307,853	PSU	41,127	2,024,265
Total – Durland		430,728			3,700,443		106,078	5,221,155
Stephen D. McDonald	12/03/2004	9,368 ¹	39.00	12/03/2014	95,741			
	12/02/2005	35,404	46.02	12/02/2015	113,293			
	12/13/2005	44,252	46.02	12/13/2015	141,606			
	12/13/2006	98,004	52.00	12/13/2016	0			
	12/11/2007	105,020	52.57	12/11/2017	0	DPP	8,401	413,497
	12/05/2008	162,288	33.89	12/05/2018	2,487,875	PSU	32,937	1,621,157
	12/11/2009	125,656	47.75	12/11/2019	184,714	PSU	24,676	1,214,559
Total – McDonald		579,992			3,023,229		66,014	3,249,213

1. Represents stand-alone stock appreciation rights.

Value Vested or Earned During the Year

The following table indicates for each NEO:

- The aggregate value that would have been realized upon vesting of stock options during 2009 if the options had been exercised on the vesting date
- The value of share awards received upon vesting during 2009
- The annual incentive compensation awards earned for 2009

We report the option-based and share-based awards most recently vested, rather than those 12 months in arrears.

NAME	COLUMN 1 OPTION-BASED AWARDS – VALUE VESTED DURING THE YEAR (\$)	COLUMN 2 SHARE-BASED AWARDS – VALUE VESTED DURING THE YEAR (\$)	COLUMN 3 ANNUAL INCENTIVE COMPENSATION – VALUE EARNED DURING THE YEAR (\$)
Richard E. Waugh	1,821,927	3,171,597	1,500,000
Luc A. Vanneste	378,690	604,114	500,000
Sarabjit S. Marwah	694,259	1,107,542	1,100,000
J. Michael Durland	814,399	2,030,835	4,000,000
Stephen D. McDonald	650,125	802,502	2,550,000

Column 1 Detail – Value Vested of Option-Based Awards

The following table summarizes the value of options that vested during 2009 for each NEO – that is, the number of options that vested multiplied by the difference between the option exercise price and the closing share price on the vesting date. For further details on the option plan, please refer to pages 36 and 37.

NAME	GRANT DATE	VESTING DATE	OPTIONS VESTING (#)	OPTION EXERCISE PRICE (\$)	SHARE PRICE ON VESTING DATE (\$)	OPTION-BASED AWARDS- VALUE VESTED DURING THE YEAR (\$)
Richard E. Waugh	12/02/2005	12/02/2009	56,197	46.02	49.36	187,698
	12/13/2006	12/13/2009	58,247	52.00	48.13 ¹	–
	12/11/2007	12/11/2009	67,370	52.57	47.51	–
	12/05/2008	12/05/2009	111,021	33.89	48.61 ²	1,634,229
Luc A. Vanneste	12/02/2005	12/02/2009	7,718	46.02	49.36	25,778
	12/13/2006	12/13/2009	11,095	52.00	48.13 ¹	–
	12/11/2007	12/11/2009	12,880	52.57	47.51	–
	12/05/2008	12/05/2009	23,975	33.89	48.61 ²	352,912
Sarabjit S. Marwah	12/02/2005	12/02/2009	16,859	46.02	49.36	56,309
	12/13/2006	12/13/2009	20,340	52.00	48.13 ¹	–
	12/11/2007	12/11/2009	23,282	52.57	47.51	–
	12/05/2008	12/05/2009	43,339	33.89	48.61 ²	637,950
J. Michael Durland	12/05/2008	12/05/2009	55,326	33.89	48.61 ²	814,399
Stephen D. McDonald	12/02/2005	12/02/2009	8,851	46.02	49.36	29,562
	12/13/2005	12/13/2009	11,063	46.02	48.13 ¹	23,343
	12/13/2006	12/13/2009	24,501	52.00	48.13 ¹	–
	12/11/2007	12/11/2009	26,255	52.57	47.51	–
	12/05/2008	12/05/2009	40,572	33.89	48.61 ²	597,220

1. Represents the closing price from December 14, 2009, which was the first trading date following the vesting date (December 13, 2009) as this was a non-trading date.
2. Represents the closing price from December 7, 2009, which was the first trading date following the vesting date (December 5, 2009) as this was a non-trading date.

Column 2 Detail – Value Vested of Share Awards

The following table summarizes the share award payments made during 2009 for each NEO:

- For time-based PSUs and DPP units the value received upon vesting is equal to the number of units vested multiplied by the vesting price
- For performance-based PSUs the value received upon vesting is equal to the number of units vested multiplied by the performance factor multiplied by the vesting price

- The vesting price for PSUs and DPP units is based on the closing price of our common shares on the TSX on December 10, 2009

For further details on the PSU and DPP plans, see pages 35 and 36.

NAME	PLAN	GRANT DATE	VESTING DATE	SHARE AWARDS VESTED (#)	PERFORMANCE FACTOR	VESTING PRICE (\$)	VALUE RECEIVED UPON VESTING (\$)
Richard E. Waugh	PSU Time-Based PSU	12/13/2006	11/30/2009	34,389	0.94	47.54	1,536,753
		12/13/2006	11/30/2009	34,389	–	47.54	1,634,844
Luc A. Vanneste	PSU Time-Based PSU	12/13/2006	11/30/2009	6,550	0.94	47.54	292,715
		12/13/2006	11/30/2009	6,550	–	47.54	311,399
Sarabjit S. Marwah	PSU Time-Based PSU	12/13/2006	11/30/2009	12,009	0.94	47.54	536,644
		12/13/2006	11/30/2009	12,009	–	47.54	570,898
J. Michael Durland	DPP DPP	12/13/2006	11/30/2009	20,566	–	47.54	977,715
		12/11/2007	11/30/2009	22,152	–	47.54	1,053,120
Stephen D. McDonald	DPP DPP	12/13/2006	11/30/2009	7,592	–	47.54	360,906
		12/11/2007	11/30/2009	9,289	–	47.54	441,596

Note on the PSU Performance Factor:

For performance-based PSU awards granted in 2006, the final performance factor was 0.94 of target based on an equal weighting of the following performance measures:

- 50% is based on our 3-year average ROE relative to annual pre-determined targets. Depending on actual achievement, the ROE performance factor can range from 0 to 1.5. For the performance period, ROE was measured as follows:

YEAR	ROE TARGET	ROE RESULTS
2009	16% – 20%	17.2% ¹
2008	20% – 23%	16.7%
2007	20% – 23%	23.0% ¹

1. Adjusted to reflect accounting standards in place when target was set

The performance factors for ROE were 1.35 in 2007, 0 in 2008, and 1.31 in 2009, resulting in an average ROE performance factor of 0.89.

- 50% is based on our TSR versus eight comparators consisting of the Bank of Montreal, the Royal Bank of Canada, CIBC, TD Bank, Manulife Financial, Sun Life Financial, and Power Financial Corp., and the S&P/TSX Composite Index. For the performance period, the relative TSR was measured as follows:

TSR PERFORMANCE	FACTOR
7th – 9 th	0x
4th – 6 th	0.5x
3 rd	1.0x
2 nd	1.25x
1 st	1.5x

We ranked 3rd among the comparators, resulting in a performance factor for relative TSR of 1.0.

Column 3 Detail – Annual Incentive Compensation

See page 40.

RETIREMENT PLAN BENEFITS

All bank executives have the option of participating in the Scotiabank Pension Plan on either a contributory or non-contributory basis. Key points about this defined benefit plan:

- The annual pension accrued is equal to 2.0% of the highest average five-year compensation for each year of service, less the estimated pension payable under the Canada/Quebec Pension Plan, for participants who have selected the contributory option
- The annual pension accrued is equal to 1.5% of the highest average five-year compensation for each year of service, less the estimated pension payable under the Canada/Quebec Pension Plan, for participants who have selected the non-contributory option
- Annual pension benefits are capped at \$2,444 per year of service for executives retiring in 2009, the maximum pension limit under the Income Tax Act
- The retirement pension is paid for life
- If the retiree predeceases his or her spouse, the surviving spouse receives 60% of the executive's pension for life

We have entered into individual retirement agreements to provide non-registered, unfunded supplemental pensions to executives at the level of Group Head or EVP or above, including certain NEOs. The portion of incentive compensation recognized in the pension calculation under these individual retirement agreements is generally capped at 100% of target bonus, with two exceptions (for Mr. Waugh and Mr. Marwah) which we believe have an implicit cap as noted below. The board has committed that the legacy retirement agreements for Mr. Waugh and Mr. Marwah will not be offered to any other executive, new or current. Early retirement pensions are paid if the executive retires within five years of normal retirement, or on or after age 55 with at least 10 years of service. The amount is reduced to reflect the longer payment period.

NEO	RETIREMENT BENEFITS
Luc A. Vanneste	<ul style="list-style-type: none">• Entitled to the same formula as the Scotiabank Pension plan, but with total retirement benefits from all bank sources capped at 70% of highest average five-year compensation (as for all Group Heads and EVPs)• Compensation includes actual bonus or target bonus – whichever is the lower amount• As a mid-career hire Mr. Vanneste's pension arrangement was negotiated upon hire. An additional year of pension service will be credited for every two years of actual service with the bank to recognize the opportunity he forfeited from his former employer
J. Michael Durland	<ul style="list-style-type: none">• Participated for five years in the Scotiabank Pension Plan, but is not currently accruing pension benefits• Entitled to a frozen pension from the plan equal to the maximum pension allowed under a registered pension plan under the Income Tax Act
Stephen D. McDonald	<ul style="list-style-type: none">• Entitled to a frozen pension under the Scotiabank Pension Plan – United States, from two years service there, which provides a pension up to the maximum allowed for qualified plans in the United States• Not currently accruing benefits in the bank's pension plan
Richard E. Waugh Sarabjit S. Marwah	<ul style="list-style-type: none">• Covered by legacy retirement agreements not offered to new or other current executives• Annual pension paid at normal retirement from all sources combined is 70% of the sum of the final base salary plus the average bonus over the highest consecutive five years of bonus payout• Both Mr. Waugh and Mr. Marwah will have in excess of 35 years of service at their normal retirement date. Accordingly, the 70% formula translates into an annual pension calculated as 2.0% (or lower) of the highest average compensation for each year of service• Although there is no limit on the amount of compensation recognized in the pension calculations, we believe that the compensation structure for both Mr. Waugh and Mr. Marwah operates as an implicit cap. The compensation mix for both NEOs is more heavily weighted towards equity-based compensation compared to the peer group. This has resulted in a lower base salary and lower bonus payments, translating into a lower pension than would otherwise be payable. As well, the low incentive payment in 2008 will limit the future growth opportunity in their pension• Additional payment of 30% of final base salary paid in the first year of retirement

Plan Obligations for NEOs

The following table summarizes the defined benefit pension plan obligations for each NEO as at October 31, 2009.

The amounts are calculated using actuarial methods and assumptions consistent with those used for calculating pension obligations and annual expenses as disclosed in our consolidated financial statements. As the assumptions reflect our best estimate of future events, the values shown may not be directly comparable to similar estimates of pension liabilities disclosed by other companies.

NAME	NUMBER OF YEARS CREDITED SERVICE (#)	ANNUAL BENEFITS PAYABLE (\$)		ACCRUED OBLIGATION AT START OF YEAR (\$)	COMPENSATORY CHANGE (\$)	NON-COMPENSATORY CHANGE (\$)	ACCRUED OBLIGATION AT YEAR END (\$)
		AT YEAR END	AT AGE 65				
Richard E. Waugh	39	1,750,000	1,750,000	18,943,000	157,000	569,000	19,669,000
Luc A. Vanneste	15	190,000	339,000	1,678,000	103,000	13,000	1,794,000
Sarabjit S. Marwah	31	935,000	935,000	8,053,000	1,819,000	142,000	10,014,000
J. Michael Durland	5	11,000	11,000	39,000	0	(1,000)	38,000
Stephen D. McDonald	2	7,000	7,000	46,000	0	20,000	66,000

1. The credited service for Mr. Vanneste includes 5 years of additional service provided in accordance with the terms of Mr. Vanneste's agreement as described above.
2. The amounts for Mr. McDonald have been converted into Canadian dollars from U.S. dollars using the average exchange rate for fiscal 2009, which was Cdn \$1.1693 per US\$1.
3. The benefits payable at year end, as shown above, do not include any reduction that may apply if a NEO retires prior to his normal retirement age. For Mr. Waugh and Mr. Marwah, the Annual Benefits Payable shown above do not include the additional amount paid in the first year of retirement.
4. The Accrued Obligation represents the value of the projected pension benefits from all pension plans, earned for all service to date.
5. The Compensatory Change includes the annual service costs as well as other compensatory changes. The annual service cost reflects the value of the projected pension benefits earned during the year. Other compensatory changes represent the change in the Accrued Obligation attributable to the impact of the differences between actual earnings (salary and bonus) for the year, and those assumed in the previous years' calculations, and the retroactive impact of any promotions or plan changes, including additional credited service accruing during the year.
6. The Non-Compensatory Change amount represents the change in the Accrued Obligation attributable to items that are not related to salary and bonus decisions and promotion, such as assumption changes, interest on the Accrued Obligation at the start of the year and any employee contributions.
7. The estimated Accrued Obligation values are calculated each year by our independent actuaries, based on the same method and assumptions used to determine year end pension plan obligations for our Canadian pension plans as disclosed in Notes 1 and 19 to the 2009 Consolidated Financial Statements. The key assumptions include a discount rate of 6.4% per year to calculate the Accrued Obligation at start of year and the Annual Service Cost, a discount rate of 6.8% to calculate the Accrued Obligation at year end and a rate of increase in future compensation of 4.25% per year.
8. All of the NEOs are vested in their supplemental pensions.
9. The estimated Accrued Obligation values assume that the NEOs retire at normal retirement age. An assumption of immediate retirement would not have a significant impact on these amounts, due to the early retirement reduction that would apply to reflect the longer payment period.

TERMINATION OF EMPLOYMENT: IMPACT ON COMPENSATION

In contrast to many financial institutions, we do not have any change-of-control or termination without cause employment agreements with our NEOs. Aside from commitments required by law, there are no other commitments to pay severance.

Change of Control

While we have not entered into any individual change-of-control agreements, our equity-based compensation plans and executive pension arrangements do address the conditions for vesting of benefits under these circumstances. We define a change of control as:

- An acquisition of more than 20% of our voting shares
- A majority change in our board members
- Any transaction whereby one or more entities acquires more than 50% of our assets, or
- A merger between us and one or more entities to form another legal entity

The change of control provisions contained in our compensation plans are "double-trigger" – which means they take effect only when a change of control is followed by termination of employment without cause. Under the PSU, RSU, Stock

Option Plan and executive pension arrangements, if an executive's employment is terminated within two years of a change of control for any reason other than dismissal for cause, vesting accelerates.

Compensation Treatment by Termination Scenario

The following table summarizes the treatment of NEO compensation under various termination scenarios:

COMPENSATION ELEMENT	RESIGNATION	RETIREMENT ¹	TERMINATION WITHOUT CAUSE	TERMINATION WITH CAUSE	CHANGE OF CONTROL
Salary ²	Salary ceases	Salary ceases	Salary ceases	Salary ceases	Salary ceases
Annual Incentive ²	Award forfeited	Receive prorated award based on period worked during the fiscal year	Award forfeited	Award forfeited	Award forfeited
RSUs	Upon date of termination unvested units expire and vested units remain payable in accordance with plan rules	Continue to vest as per normal schedule	Continue to vest as per normal schedule	Upon date of termination unvested units expire and vested units remain payable in accordance with plan rules	Unvested units vest on the earlier of normal vesting date or the termination date
PSUs	Upon date of termination unvested units expire and vested units remain payable in accordance with plan rules	Continue to vest as per normal schedule	Continue to vest as per normal schedule	Upon date of termination unvested units expire and vested units remain payable in accordance with plan rules	Unvested units vest on the earlier of normal vesting date or the termination date. Executive is entitled to payment of vested units based on a performance factor of 1
Scotia Capital DPP units	If a participant resigns to join a competitor, unvested units expire and vested units remain payable. If a participant resigns but does not join a competitor, all units continue to vest as per normal schedule	If a participant retires to join a competitor, unvested units expire and vested units remain payable. If a participant retires but does not join a competitor, all units continue to vest as per normal schedule	Continue to vest as per normal schedule	Upon date of termination unvested units expire and vested units remain payable in accordance with plan rules	Continue to vest as per normal schedule
Stock Options	All vested and unvested options immediately expire and are forfeited on the termination date	Continue to vest as per normal schedule and are exercisable within 5 years of retirement effective date or by original expiration date, whichever is earlier	Unvested options immediately expire and vested options continue to be exercisable for 3 months from termination date	All vested and unvested options immediately expire and are forfeited on the termination date	Vest immediately and become exercisable
DSUs	Redeemable until the end of the calendar year following the year in which employment ceases	Redeemable until the end of the calendar year following the year in which employment ceases	Redeemable until the end of the calendar year following the year in which employment ceases	Redeemable until the end of the calendar year following the year in which employment ceases	Redeemable until the end of the calendar year following the year in which employment ceases
Pension	Entitled to accrued pension	Entitled to accrued pension	Entitled to accrued pension	Entitled to accrued pension	Entitled to accrued pension
Perquisites	Perquisites cease	Perquisites cease	Perquisites cease	Perquisites cease	Perquisites cease

1. An executive may qualify for retirement under our equity plans, at the earlier of: 1) age 55 or older with 10 years of service, or 2) within 5 years of their normal retirement date. If neither of these criteria is satisfied, the termination of employment will be treated as a resignation, and the appropriate termination provisions will apply. For Scotia Capital participants only, the definition of retirement under the PSU plan is age 45 with 10 years of service.
2. The treatment of base salary and annual incentive does not reflect any amounts that may be considered under common and civil law.

Estimated Payments for NEOs upon Termination of Employment

The table below outlines the estimated additional benefits to which each of our NEOs would be entitled if employment ceased on October 31, 2009. For equity-based compensation, the values represent the in-the-money value of any awards (as of October 31, 2009) that vest or will become vested as a result of the termination circumstance. These values are based on a share price of \$45.25, being the closing price of our common shares on October 31, 2009. Under no circumstances will any compensation be grossed-up to cover the impact of income taxes.

The actual amounts that a NEO would receive upon termination of employment can only be determined at the time of termination. Many factors could affect the nature and amount of such benefits and the actual amounts may be higher or lower than the amounts provided below.

NAME	COMPENSATION COMPONENT	ESTIMATED INCREMENTAL VALUE ON TERMINATION AS OF OCTOBER 31, 2009				
		RESIGNATION	RETIREMENT	TERMINATION WITHOUT CAUSE	TERMINATION WITH CAUSE	CHANGE OF CONTROL
Richard E. Waugh	Salary & Annual Incentives ¹ :		–	–	–	–
	Equity-Based Incentives ² :	Eligible to retire-see Retirement	15,540,143	10,495,348	–	15,540,143
	Pension ³ :		–	–	–	–
	Perquisites:		–	–	–	–
	Total:		15,540,143	10,495,348	–	15,540,143
Luc A. Vanneste	Salary & Annual Incentives ¹ :	–	–	–	–	–
	Equity-Based Incentives ² :	Eligible to retire-see Retirement	3,194,729	2,105,305	–	3,194,729
	Pension ³ :		–	–	–	–
	Perquisites:		–	–	–	–
	Total:		3,194,729	2,105,305	–	3,194,729
Sarabjit S. Marwah	Salary & Annual Incentives ¹ :		–	–	–	–
	Equity-Based Incentives ² :	Eligible to retire-see Retirement	5,790,267	3,820,943	–	5,790,267
	Pension ³ :		–	–	–	–
	Perquisites:		–	–	–	–
	Total:		5,790,267	3,820,943	–	5,790,267
J. Michael Durland	Salary & Annual Incentives ¹ :	–	–	–	–	–
	Equity-Based Incentives ² :	5,353,698 ⁴	Not eligible to retire	4,872,044	–	7,386,058
	Pension ³ :	–	–	–	–	–
	Perquisites:	–	–	–	–	–
	Total:	5,353,698	–	4,872,044	–	7,386,058
Stephen D. McDonald	Salary & Annual Incentives ¹ :	–	–	–	–	–
	Equity-Based Incentives ² :	1,143,991 ⁵	Not eligible to retire	2,634,388	–	4,477,980
	Pension ³ :	–	–	–	–	–
	Perquisites:	–	–	–	–	–
	Total:	1,143,991	–	2,634,388	–	4,477,980

1. The base salary and annual incentive figures do not reflect any amounts that may be considered under common and civil law.
2. PSUs have been valued assuming a performance factor at target (i.e., 1.0), and may not reflect the actual payouts under the PSU plan.
3. Represents the additional pension amount payable beyond the accrued pension obligation as of October 31, 2009. Mr. Durland and Mr. McDonald are not currently accruing pension benefits.
4. Assumes Mr. Durland resigns but does not join a competitor. In addition to the treatment upon resignation under the DPP plan, Mr. Durland's stock options granted in 2008, 2009, and 2010 will continue to vest and be exercisable for a period of up to five years should he resign and not engage with a competitor for two and a half years following his resignation.
5. Assumes Mr. McDonald resigns but does not join a competitor.

OTHER 2009 UPDATES

Cost of Management Ratio ("COMR")

Like other major Canadian financial institutions, we use a consistent standard for COMR calculations and reporting to ensure that our disclosure is transparent and of value to readers. We divide aggregate compensation awarded to our NEOs for each of the last three years by Net Income After Taxes ("NIAT") to determine the percentage.

YEAR	AGGREGATE TOTAL COMPENSATION (\$000S)	NET INCOME AFTER TAXES (\$000S)	COMPENSATION AS A % OF NIAT (COMR)
2009	32,006	3,547,000	0.90%
2008	16,262	3,140,000	0.52%
2007	22,714	4,045,000	0.56%

1. Aggregate total compensation for each year consists of salary, annual incentive, the grant value of PSUs, the compensation value of stock options on grant date, the compensatory portion of the change in the accrued pension obligation in the year, and all other compensation as reported above in the Summary Compensation Table on page 42.
2. NIAT represents net income as reported in the Consolidated Statement of Income in the 2009, 2008, and 2007 Consolidated Financial Statements.

Note: A significant portion of the increase in aggregate total compensation from 2008 to 2009 results from a change in the NEO list.

NEOs – 2009	NEOs – 2007-2008
Richard E. Waugh	Richard E. Waugh
Luc A. Vanneste	Luc A. Vanneste
Sarabjit S. Marwah	Sarabjit S. Marwah
J. Michael Durland	Robert L. Brooks
Stephen D. McDonald	Brian J. Porter

Securities Authorized for Issuance under Equity Compensation Plans as at February 1, 2010

EQUITY COMPENSATION PLANS ¹	SECURITIES TO BE ISSUED UPON EXERCISE		WEIGHTED AVERAGE PRICE	SECURITIES REMAINING FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS		SECURITIES TO BE ISSUED UPON EXERCISE PLUS AVAILABLE FOR ISSUANCE	
	#	% OF OUTSTANDING COMMON		#	% OF OUTSTANDING COMMON	#	% OF OUTSTANDING COMMON
Stock Option Plan	25,914,970	2.52%	36.46	11,049,089	1.07%	36,964,059	3.59%
Director Stock Option Plan ²	140,000	0.01%	23.00	518,000	0.05%	658,000	0.06%
Total	26,054,970 ³	2.53%	36.38 ⁴	11,567,089 ⁵	1.12%	37,622,059	3.65%

1. We do not have any equity compensation plans that are not approved by shareholders.
2. Effective October 28, 2003, we discontinued granting stock options to directors.
3. Number as at October 31, 2009 was 23,029,206.
4. Weighted-average price as at October 31, 2009 was \$33.83.
5. Number as at October 31, 2009 was 15,326,200.

In fiscal 2009, the exercise of options under the Stock Option Plan resulted in the issuance of 3,646,978 common shares, representing 0.36% of our outstanding common shares at the fiscal year-end (on a non-diluted basis).

In fiscal 2009, the exercise of options under the Director Stock Option Plan resulted in the issuance of 4,000 common shares.

For more information, refer to Note 17 of the 2009 Consolidated Financial Statements.

OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

The table below shows the aggregate indebtedness of directors, executives and employees of the bank and its subsidiaries (current and former) outstanding at January 6, 2010 to the bank and its subsidiaries. The amounts exclude routine indebtedness (See note 6 below).

Aggregate Indebtedness (\$)

PURPOSE	TO THE BANK OR ITS SUBSIDIARIES	TO ANOTHER ENTITY
Share Purchases	—	—
Other	128,193,159	—

The following table shows the outstanding amounts that directors and executive officers borrowed from the bank or its subsidiaries in order to buy securities of the bank and for other purposes. The amounts also exclude routine indebtedness. Executive officers are the senior officers of the bank in charge of principal business units, division or function and/or performing a policy-making function for the bank.

NAME AND PRINCIPAL POSITION	INVOLVEMENT OF ISSUER	LARGEST AMOUNT OUTSTANDING DURING THE FINANCIAL YEAR ENDED OCTOBER 31, 2009 (\$)	AMOUNT OUTSTANDING AS AT JANUARY 6, 2010 (\$)	FINANCIAL ASSISTED SECURITIES PURCHASES DURING THE FINANCIAL YEAR ENDED OCTOBER 31, 2009 (#)
Securities Purchase Program				
—	—	—	—	—
Other Programs				
Group Head/Executive Vice-President				
Robert H. Pitfield	Lender	1,374,690	1,308,865	—
Robin S. Hibberd	Lender	1,913,930	737,928	—

- Effective March 1, 2001, the bank discontinued its reduced rate loan program available to employees and executives in Canada. Prior to March 1, 2001, the bank had a general loan policy which enabled executives and employees of the bank and its subsidiaries to borrow funds in order to buy securities of the bank. These were demand note loans with an interest rate linked to the dividend yield on common shares of the bank with a minimum rate of 4% for common shares or linked to 70% of the prime rate for preferred shares. Loans were subject to a maximum term of 10 years and one times salary limit. Securities purchased with the loan proceeds, sufficient with respect to loan balances, are held in safekeeping until such time as the loan is repaid. Any loans granted prior to March 1, 2001, are grandfathered until maturity. For mortgages, this grandfathering period will be extended until the next maturity of the mortgage. Employees now qualify for Retail Lending products available to customers based on the best customer rate. In some of the bank's foreign subsidiaries and branches, in accordance with local practices and laws, loans may be made available to executives and employees of those foreign units at reduced rates or on preferred terms.

For information purposes only, the following policies were in effect for those loans granted prior to March 1, 2001, and which continue to be outstanding:

- Eligibility for preferred rate loans was subject to satisfactory performance and customer lending criteria being met (including collateral). Preferred rate loans were subject to assessment of a taxable benefit on the difference between the preferred rate and the deemed rate in accordance with applicable tax legislation
 - Interest rates on the loans varied, depending on the purpose. The best rate available to management employees for consumer loans was half the bank's prime rate, with a minimum of 4%, or prime if less, for a maximum term of five years subject to a one times salary limit
 - Management employees were eligible for house loans to assist with the purchase of a principal residence. The house policy allowed for a demand loan of up to the lesser of 20% of the purchase price or of the appraised value, to a maximum of \$60,000 (this limit of \$60,000 was not applicable to loans arranged prior to 1993), at an interest rate of half the bank's most favourable conventional mortgage rate (1 to 5 year terms), to a minimum of 4% (prior to 1993, fixed at 4%), with a maximum term of 15 years
 - Mortgages to finance a principal residence were available to all qualified employees, generally at a rate that was 1% below the regular customer mortgage rate. Terms varied, at the option of the mortgagor, from six months to seven years and with up to a maximum amortization period of 25 years
- House and mortgage loans under the Transferred Officer Policy are available on more favourable terms. Under that policy, house loans are available in the Toronto/Vancouver areas for the first \$50,000 (\$25,000 elsewhere) at interest rates of 1, 2, 3, and 4% for the first, second, third, and subsequent years respectively for a term up to 25 years. Loans in excess of that amount are at 4%, subject to the one times salary limit on aggregate preferred rate loans. Mortgages under the Transferred Officer Policy in the Toronto/Vancouver areas provide up to the first \$200,000 at 3.25% below customer mortgage rates for the first five years, 2.25% below for the second five-year term and 1% below for the remaining

term up to 25 years (in other areas up to \$100,000 at 2.25% below, 1.25% below and 1% below regular customer mortgage rates for those periods respectively).

3. Scotia Moneyback VISA accounts are available to employees, with interest charged at one-half standard customer rates. ScotiaGold Passport VISA accounts are available to employees at customer interest rates.
4. For certain executives, the aggregate maximum amount of all loans (including both preferred and customer rates), excluding mortgage loans secured by the employee's principal residence, is two times annual salary.
5. Loans and other extensions of credit to executives and directors are restricted in accordance with SOX and the related provisions of the U.S. Securities Exchange Act of 1934, as amended.
6. The foregoing two tables exclude routine indebtedness. Routine indebtedness includes: (a) loans to employees made on terms no more favourable than those made to employees generally, but not exceeding \$50,000 to any director or executive officer; (b) loans to full-time employees, if the loans are fully secured against their residence and are not greater than their annual salary; and (c) loans to people or companies other than full-time employees if they are made on substantially the same terms as available to other customers with comparable credit ratings and involve no more than usual risk of collectibility.

DIRECTORS' AND OFFICERS' INSURANCE

The bank has purchased a directors' and officers' (Side A) liability insurance policy, which expires June 1, 2010. The policy covers individual directors and officers in circumstances where the bank is not able or permitted to indemnify such individuals. The policy has a \$50,000,000 limit and a nil deductible. The annual premium for this coverage is \$442,502.

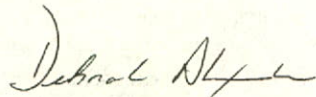
ADDITIONAL DOCUMENTATION

Financial information relating to the bank is provided in the bank's comparative financial statements and management's discussion & analysis for the 2009 fiscal year. Additional information relating to the bank is available at www.sedar.com or at www.sec.gov. A copy of this management proxy circular, the bank's most recent consolidated financial statements, quarterly financial statements, management's discussion & analysis and annual information form and any document incorporated therein by reference may be obtained by shareholders, without charge, upon request from the bank's Secretary at the following address:

Secretary of The Bank of Nova Scotia
44 King Street West
Scotia Plaza
Toronto, Ontario, Canada
M5H 1H1

DIRECTORS' APPROVAL

The board has approved the contents and the sending of this management proxy circular.



Deborah M. Alexander
Executive Vice-President, General Counsel and Secretary
February 1, 2010
Toronto, Ontario, Canada

SCHEDULE A

PROPOSALS SUBMITTED BY SHAREHOLDERS

The following two shareholder proposals and accompanying statements were submitted by one shareholder. The proposals are matters that the shareholder proposes to raise for consideration at the meeting.

Proposals No. 1 and 2 were submitted by Mouvement d'éducation et de défense des actionnaires (MÉDAC), 82 Sherbrooke St. West, Montreal, Quebec, H2X 1X3. The proposals were submitted in French and translated into English by the bank.

The board recommends voting AGAINST each of these two proposals for the reasons set out after each proposal. Unless otherwise instructed, the persons designated in the form of proxy intend to vote AGAINST each of these two proposals.

PROPOSAL NO. 1 – More Nominees than the Number of Positions to be Filled

It is proposed that the Board of Directors submit to shareholder vote more nominees than there are director positions to be filled.

Among the fundamental rights of shareholders is their right to elect directors. Currently, shareholders have no choice other than voting in favour of a nominee or withholding their votes. In addition, given that companies always propose the same number of nominees as there are positions to be filled, the current director election process amounts to ratifying or not nominees selected by management. As a result of this nomination process, directors feel more accountable to one another than to the shareholders they should represent. Such election process unduly insulates and protects directors from the will of the shareholders.

The 2008-2009 financial crisis has seriously shaken shareholder confidence in board members. A number of shareholders have questioned the efficiency of their board of directors, the quality of their collective skills and the capacity of the board to adequately promote and further their interests. These concerns over board efficiency prompted the Securities and Exchange Commission (SEC) to launch a consultation in June 2009, *Facilitating Shareholder Director Nominations*, on director nomination and election rules in order that shareholders may take on a more active role in the director election process.

Our review of management information circulars over the last ten years led to the following conclusions:

- boards of directors do not change much;
- they lack representativeness in view of shareholder diversity: individual shareholders, presence of women, generation mix, etc.;
- they rarely reflect shareholder expectations and concerns.

Shareholders should be given the choice to re-elect or replace incumbent directors annually. Therefore, the Board of Directors should provide them with a real choice by proposing more nominees than there are positions to be filled. In addition to information prescribed by regulations, the management information circular should describe the specific contribution expected from each director nominee. Management should not express any preference for specific nominees, assuming that the nomination process was duly and appropriately carried out.

The Bank's position:

THE BOARD OF DIRECTORS RECOMMENDS VOTING **AGAINST** PROPOSAL NO. 1

It is the duty of the board and the corporate governance and pension committee of the board to propose candidates for election to the board who can best contribute to the stewardship of the bank, taking into account the bank's needs at a particular time. The current directors include business and community leaders active at the regional, national and international levels, and they provide an invaluable breadth of expertise to the bank. Among the many factors considered by the board and the committee in the review of potential candidates are the following: integrity, honesty and the ability to generate public confidence; demonstrated sound and independent business judgment; prominence in business, institutions or professions; knowledge and appreciation of public issues and familiarity with local, national and international affairs; residency in and familiarity with certain geographic regions where the bank carries on business; and financial literacy. The committee considers and maintains a matrix of the skills and competencies of each current director and those required by the board as a whole. These skills and competencies are considered when proposing new candidates. It is important that the board has an appropriate mix of skills and experience.

In the bank's experience, it is difficult to find qualified candidates who have the required skill sets, time capacity and are willing to serve on the board. In addition to the above factors, all potential candidates must satisfy certain corporate governance requirements mandated by the bank in its Corporate Governance Policies, which include requirements related to independence and conflicts. It would be counterproductive to impose a requirement that the board and the committee propose more nominees for election to the board than there are positions to be filled, as such a requirement would severely constrain the board and the committee in their search for qualified candidates. The board believes that this proposal, if effected, would result in far fewer qualified candidates agreeing to be proposed nominees. For these reasons, the bank and the board recommend that shareholders vote against this proposal.

PROPOSAL NO. 2 – Fairness Ratio

It is proposed that the annual report and management information circular disclose the "fairness ratios" of the aggregate compensation of the Chief Executive Officer on the one hand, and the aggregate compensation of the five Named Executives on the other hand, to the average aggregate compensation of employees.

A proposal almost identical to that submitted in 2008 concerning the disclosure of the compensation internal "fairness ratio" is being submitted by MÉDAC this year. This second attempt is warranted by recent financial market turmoil and the plummeting of small investor confidence. These events highlighted the pernicious effects of overly generous and even excessive executive compensation policies. According to data compiled by the Economic Policy Institute in Washington, American CEOs earned 262 times the average worker's annual pay in 2005. Thus, in a single workday (there are 260 in a year), a CEO earned as much as the average worker over 52 weeks. Recent data suggests that nothing has changed in this respect.

The constantly widening gap between the compensation of top executives and that of their employees is a matter of concern for a number of small shareholders. First, with respect to businesses in which they invest, they question the impact of this gap on internal cohesion and employee productivity. In addition, perceived unfair treatment may have negative effects on staff, such as loss of motivation, resentment and deplorable attitude. The potential effects of excessive executive compensation have a direct and negative impact on their interests as investors.

Moreover, from a social standpoint, businesses which pay astronomical wages to a select group of a few thousand executives create a social class comprised of technocratic millionaires totally disconnected from the reality of small investors and ordinary citizens.

Faced with general indignation regarding the pharaonic compensation of a few, governments in several countries have threatened to restrict by legislative action the compensation of listed company executives. One such example comes from the United States. The Securities and Exchange Commission ("SEC") recently initiated a consultation on management information circulars and potential improvements thereto. Questions asked included whether investors were interested in the disclosure of internal pay fairness ratio and whether the average worker's pay should be compared with the Named Executives' aggregate compensation or their individual aggregate compensation.

MÉDAC firmly believes that internal fairness ratio disclosure is of great interest for shareholders as it will enable them to make an informed and reasoned decision about the results of the company compensation policy and to cast their votes and exercise their right of speech at annual meetings with full knowledge of the facts.

The Bank's position:

THE BOARD OF DIRECTORS RECOMMENDS VOTING **AGAINST** PROPOSAL NO. 2

The bank's compensation policies and programs are designed to attract and retain employees, including executives, with the relevant skills, knowledge and abilities, and motivate and reward employees and executives for both individual and business performance. Each year, the bank provides information in its management proxy circular on its compensation policies and programs, and, in particular, the application of such policies and programs to its executives. The human resources committee of the board is responsible for reviewing the bank's compensation policies. For a detailed summary of these policies and the committee's review, please see the compensation discussion and analysis in this management proxy circular. As this discussion is comprehensive, we do not believe additional disclosure is warranted. In addition to the compensation policies and programs described in the management proxy circular, all bank employees participate in performance-based compensation – based on their individual performance and the bank's performance.

As part of the bank's ongoing commitment to open and transparent disclosure that will be of value to shareholders and others, the bank, along with other Canadian financial institutions, has voluntarily published a cost of management ratio ("COMR"). This ratio sets out the aggregate compensation paid to the bank's named executive officers for the last three

years as a percentage of net income after taxes. The COMR is disclosed on page 51 of this management proxy circular under the heading "Cost of Management Ratio."

The bank uses job evaluations to establish the relative value of jobs within the bank based on the skill, training, education, effort, responsibility and working conditions applicable to each position. The human resources committee reviews the compensation to be awarded under the compensation programs, including those applicable to branch employees and executives. For all employees and executives, compensation is reviewed against relevant and appropriate comparator groups and competitive market data. The bank believes that these processes ensure that our employees at all levels are compensated fairly, from both an internal and external equity perspective. For these reasons, the bank recommends that shareholders vote against this proposal.

NOTE: Discussion on withdrawn proposal

Mr. J. Robert Verdun submitted a formal proposal to mandate a committee to seek input from all of the bank's stakeholder groups on ideas for further improvements. The board shares Mr. Verdun's dedication to strong corporate governance.

Following discussions with the bank's senior management, Mr. Verdun withdrew the proposal in recognition that the board will, as per its usual practice, continue to review submissions from stakeholders on corporate governance through the corporate governance and pension committee of the board.

Mr. Verdun may be contacted at 153-B Wilfred Avenue, Kitchener, Ontario, Canada N2A 1X2, 519-574-0252, or bobverdun@rogers.com.

Notice respecting Shareholder Proposals:

The Bank Act and Regulations require the following:

- Shareholder proposals for the 2011 annual meeting must be received by **November 10, 2010** (at least 90 days before the anniversary date of the notice of the prior annual meeting)
- To be eligible to submit a proposal, a person must be, and must have been for at least 6 months immediately before, the registered or beneficial owner of a number of shares with fair market value of at least \$2,000 (as at the close of business the day before the proposal is submitted), or must have the support of persons with such holdings in the aggregate, and such share holdings must continue until the end of the meeting. The names and addresses of the person and supporters, the number of shares held and the date that the shares were acquired must accompany the proposal. Proof may be required within a specified time. (Only the submitting person's name and address appear in the proxy circular)
- There are grounds to refuse proposals
- The proposal and supporting statement together are not to exceed 500 words

This is summary information only. Shareholders are to consult the Bank Act (sections 143 and 144) as amended. Proposals or any questions should be addressed to the Secretary of the Bank at 44 King St. West, Scotia Plaza, Toronto, Ontario, Canada M5H 1H1.

APPENDIX 1

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Board of Directors – Mandate and Responsibilities

The bank's corporate governance policies are designed to ensure the independence of the board and its ability to effectively supervise management's operation of the bank.

The board's mandate is to:

- Provide stewardship of the bank
- Maintain the bank's strength and integrity
- Oversee the bank's strategic direction, its organizational structure, and succession planning for senior management roles
- Perform any other duties required by law

The mandate incorporates the specific duties and responsibilities of bank directors set out in the Bank Act. Scotiabank's directors and officers abide by the Bank Act's requirement that they act honestly and in good faith, and with the diligence and skill of a reasonably prudent person.

In June 2009, the board completed the annual review and approval of its mandate.

Further information on the board's mandate (as well as the mandates of the chairman, committees, committee chairs and individual directors) is available at www.scotiabank.com under Corporate Governance. The website also contains other key documents referred to in this management proxy circular, such as Scotiabank's Guidelines for Business Conduct and our public disclosure policy and practices statement. The board's mandate is incorporated by reference into this management proxy circular and is also available at www.sedar.com.

Committees of the board assist the board in fulfilling its responsibilities and duties, and allow directors to share responsibility and devote sufficient time and attention to issues. There are four standing committees of the board, each of which has provided a report in this management proxy circular:

- audit and conduct review committee
- corporate governance and pension committee
- executive and risk committee
- human resources committee

The following sections provide a brief overview of how the board and these committees carry out key governance activities.

Accountability and Compliance

The board is accountable for ensuring that the bank complies with:

- Government regulations
- Guidelines and rules of self-regulatory bodies and securities exchanges
- The bank's own internal rules and standards

All directors, officers and employees of the bank must comply with Scotiabank's *Guidelines for Business Conduct*. We have a group-wide compliance network led by business unit heads and compliance officers who have specific compliance responsibilities at the subsidiary, business line and/or departmental levels.

Strong internal compliance procedures are a permanent part of the structure and operations of the bank. The Group Compliance department promotes ethical conduct and compliance across the Scotiabank group by:

- Managing the Scotiabank group compliance program and infrastructure, including the Bank Act Legislative Compliance Management System and other specialized compliance programs
- Maintaining awareness of relevant regulations, industry practices and emerging issues and trends
- Identifying and assessing compliance risks in relation to business activities, including new products and business initiatives
- Developing policies and procedures to support ongoing compliance

- Monitoring adherence to compliance policies and procedures
- Investigating issues
- Reporting periodically on compliance activities, issues and controls to management and the audit and conduct review committee

Strategic Planning

At least one board meeting a year is dedicated to strategic planning. In 2009, the board held two sessions dedicated to strategic planning, and approved the bank's overall strategy. Throughout the year, the board:

- Reviews and approves processes for setting appropriate objectives, and developing and implementing business plans
- Regularly scrutinizes management's execution of these processes and the results achieved
- Approves the annual business plan
- Assesses the performance of business lines and the bank overall against:
 - Financial and other objectives established in the business plans
 - Past performance
 - Industry peers

New strategic initiatives are also regularly presented to the executive and risk committee and the board.

Risk Assessment

As part of its risk assessment oversight, the board approves all major policies, including management policies relating to credit, market and structural, liquidity, fiduciary, operational risk, reputational risk, capital management, internal controls and corporate governance.

Two committees of the board take the lead in identifying risk exposure, ensuring that appropriate risk management processes and procedures are in place and that the board is regularly updated:

- executive and risk committee – which receives:
 - quarterly reports on the bank's enterprise risk profile from the Global Risk Management department
- audit and conduct review committee – which receives:
 - quarterly reports (at a minimum) on the bank's internal control and compliance procedures from the Internal Audit and Compliance departments
 - annual reports on internal controls from the bank's shareholders' auditors (arising from their audit of the bank's annual financial statements)

Internal Controls and Management Information Systems

The board is responsible for overseeing the integrity and effectiveness of the bank's management information systems and internal controls, including controls over financial reporting and disclosure. In April 2009, the board re-approved the bank's Internal Control Policy, which charges the Internal Audit department with providing assurance as to the integrity of the bank's internal processes and controls. The bank has formal due diligence and other procedures to ensure that all material information is included in its financial statements.

The bank's Chief Auditor and the shareholders' auditors are invited to participate in meetings of the audit and conduct review committee and provide their views. The committee met eight times this fiscal year, including at each quarter end. This committee:

- Assists the board in fulfilling its oversight responsibilities with respect to the bank's internal control and information systems
- Oversees the work of identifying, documenting and assessing key controls over financial reporting to ensure the completeness and accuracy of the bank's certifications required under section 404 of SOX and under National Instrument 52-109
- Meets with representatives of OSFI to review the results of their annual examination. Part of this meeting takes place without management present

- Receives reports from management and the Internal Audit department on the design and operating effectiveness of the bank's internal controls, and on any material weaknesses

Disclosure of Information

The bank has implemented disclosure controls and procedures designed to ensure all material information is accumulated and communicated on a timely basis to senior officers of the bank and the board. The bank's Statement of Disclosure Policy and Practices outlines our intent to disclose all material information about the bank in a timely, accurate and balanced way, and to provide fair and equal access to such information. The bank also keeps the public informed about borrowing costs and transactional fees.

We have a disclosure committee with a board-approved mandate. It is composed of senior officers of the bank, and reports to the President and CEO. The committee is responsible for:

- Collectively evaluating events to determine whether they give rise to material information that must be publicly disclosed, and the timing of that disclosure
- Reviewing core disclosure documents before circulation to the board
- Reviewing and updating the Statement of Disclosure Policy and Practices, at least annually
- Updating the bank's procedures as required
- Keeping the board informed of all issues at and between board meetings

The board approves core disclosure documents, such as this management proxy circular, the annual and interim consolidated financial statements and related management's discussion & analysis, the annual information form and any prospectuses.

Each quarter, the bank publishes quarterly financial results, and presents and discusses these results with analysts and investors. The public can access these discussions by telephone or over the internet.

The Investor Relations department and the bank's website provide information to investors, customers and other stakeholders. Questions from the media or the general public are usually referred to our Public, Corporate & Government Affairs department.

If customers have questions or complaints, their first point of contact is their branch manager. Anything that cannot be handled by the branch manager can be referred to the Office of the President. Unresolved issues can be directed to the bank's Ombudsman, who deals impartially with all referrals and has the power to make recommendations on all retail and small business customer service decisions.

Succession Planning

The board supervises the succession planning processes at the bank. The human resources committee assists the board in succession planning by:

- Recommending senior executive appointments
- Monitoring the leadership plan and the development of individuals for key positions
- Assessing management's performance (quantitative and qualitative), with a special focus on CEO performance

The board as a whole:

- Approves all appointments at the executive vice-president level and above
- Is informed by management of new senior vice-president appointments
- Ensures that performance assessments include assurance that the CEO and other executive officers consistently act with integrity and demand integrity from their teams

Approach to Corporate Governance Issues

The bank's Corporate Governance Policies are reviewed each year in the context of emerging best practices with a view to enhancing governance. The policies are approved by the board annually. The corporate governance and pension committee takes the lead in:

- Reviewing the Statement of Corporate Governance Practices in this management proxy circular and recommending it to the board for approval
- Ensuring that the board's policies and practices stay current with legislation and best practices in corporate governance

- Recommending corporate governance policy changes to the board, as appropriate

Board Composition and Structure

Directors are elected annually by shareholders for a one-year term. Between shareholder meetings, the board may appoint additional directors.

The corporate governance and pension committee regularly reviews the composition of the board to ensure an appropriate level of skills, expertise, geographic representation and diversity to fulfil the mandate of the board and staff four standing committees (three of which must be composed entirely of independent directors). It submits recommendations on board composition to the board for approval.

The bank's by-laws require that directors retire from the board when they reach the age of 70. Our corporate governance policies further require a director to resign from the board if:

- His or her principal occupation changes and the committee decides that this change has a detrimental impact on the board's overall composition
- He or she was on the board by virtue of being an officer of the bank, has ceased to be an officer of the bank, and has not been requested to serve on the board in an individual capacity
- Has received a greater number of "votes withheld" than "votes for" his or her election

At fiscal year-end, there were 14 board members – business and community leaders active at the regional, national and international levels. They bring a breadth of expertise to their work, and reflect the bank's diversified customer base and international reach.

All directors are members of at least one standing committee. Eleven currently sit on two. Committee membership rotates periodically.

We are proposing 14 directors for election by shareholders at the meeting on April 8, 2010. The average tenure of the current directors is 10.28 years. As Dr. Parr-Johnston has reached the mandatory retirement age, she will not stand for re-election at the meeting, but will continue to serve as director until then.

Our Corporate Governance Policies recommend that the board have between 12 and 18 directors, while the Bank Act requires a minimum of seven, of which at least two-thirds must not be affiliated. At fiscal year-end, the board had 14 members. Given the mix of skills in the proposed members, the board is comfortable that this number is appropriate. The board must approve any reductions or increases in the number of board members.

Director Independence

We are committed to complying with all applicable laws, rules and regulations related to the status of our directors. The board has approved Director Independence Standards, which provide a framework for the board to assess any material relationships of the directors with the bank. The board's Director Independence Standards were revised in 2008 and 2009 to reflect changes in CSA and NYSE requirements. The revised standards form part of the Corporate Governance Policies and are attached as Appendix 2 to this management proxy circular. Each year:

- The board reviews its directors against these standards, considering all relevant facts and circumstances, including the relationship of the non-management directors to the bank – as well as any relationship to the bank of their spouses, children, principal business affiliations and any other relevant individuals
- All directors complete a detailed questionnaire to inform this review
- All directors certify their compliance with the Scotiabank's *Guidelines for Business Conduct*, including the requirement that they declare any material interest in matters coming before the board

As of December 8, 2009, Richard E. Waugh was the only director determined to be non-independent, due to his position as President and CEO. Mr. Waugh is also affiliated under the Bank Act due to his management position.

That means 13 of the current 14 directors are independent – 92.9% of the board. Thirteen of the 14 nominated directors are independent (92.9%), including John Mayberry, the board's chairman.

The following current directors and proposed nominees are independent:

Ronald A. Brenneman

C.J. Chen

David A. Dodge

N. Ashleigh Everett

John C. Kerr

The Honourable Michael J.L. Kirby

John T. Mayberry

Thomas C. O'Neill

Elizabeth Parr-Johnston

Alexis E. Rovzar de la Torre

Indira V. Samarasekera

Allan C. Shaw

Paul D. Sobey

Barbara S. Thomas

Non-Executive Chairman

It is Scotiabank's practice to have a non-executive chairman of the board to ensure independent leadership. John Mayberry, an independent director, was appointed to this role effective March 3, 2009. He is responsible for:

- Leading the board in fulfilling its duties effectively, efficiently and independent of management
- Ensuring the board has adequate resources to support decision-making requirements
- Planning and organizing the activities of the board in consultation with the CEO
- Ensuring committee functions are carried out and reported to the board
- Ensuring that independent directors have adequate opportunities to meet and discuss issues without management present at the beginning or end of regular board meetings, or both, if required. Nine such meetings were held in fiscal 2009
- Chairing the independent board sessions
- Advising the CEO and other officers in all matters concerning the interests of the board and relationships between management and the board

Mr. Mayberry is currently a member of the executive and risk committee and an ex-officio member of the other three standing committees.

Anyone who wishes to correspond directly with the independent directors can write to: Chairman of the Board of Directors, The Bank of Nova Scotia, 44 King Street West, Toronto, ON M5H 1H1.

Board Position Descriptions

The board has approved mandates for the board, chairman, committee chairs and individual directors. These mandates:

- Describe the roles and responsibilities of each position
- Define the limits to management's authority (in conjunction with board resolutions)
- Guide board and director assessments

These mandates can be found on our website at www.scotiabank.com in the Corporate Governance section.

Director Compensation

The corporate governance and pension committee, composed entirely of independent directors, reviews director compensation annually, taking into account:

- Directors' risks and responsibilities
- Time commitment
- Comparative data from other companies, including the bank's key competitors

Based on this review, the committee may take recommendations on changes in fee structure or compensation components to the board for approval.

In October 2009, the board approved increases in committee chair retainer fees for fiscal year 2010. Shareholders must approve any change to the aggregate appropriation for directors' fees. Because these changes did not increase the aggregate appropriation for directors' fees, shareholder approval is not required.

In 2009, there was no change to the share ownership guidelines, which require directors to hold bank common shares and/or DDSUs with a minimum value of \$450,000 within five years of their appointment (for new directors) or within five years of the effective date of the new guidelines (for current directors).

Twelve of the directors proposed for election already meet the share ownership guidelines. Mr. Waugh is also subject to (and meets) executive share ownership requirements. Nine of the 12 current directors proposed for re-election (excluding Mr. Waugh) take 100% of their compensation in DDSUs or bank common shares. Mr. Dodge is not required to make his fee election until immediately prior to the annual meeting. Mr. Waugh does not receive fees for acting as a director. Further details on director compensation can be found in the "Directors' Compensation" section in this management proxy circular starting on page 15.

Nomination of Directors

The corporate governance and pension committee, composed entirely of independent directors, acts as the nominating committee for the board. The committee:

- Determines selection criteria for board and committee members
- Maintains a matrix of the skills and competencies required on the board against those of each of the current directors
- Proposes (for board approval) candidates for vacant or new director positions

Directors are chosen for their ability to contribute to the broad range of issues that the board addresses. The committee ensures that at all times the board includes members with expertise in:

- | | |
|-------------------|--------------------------------------|
| – Banking | – Corporate and capital markets |
| – Management | – International business and markets |
| – Law | – Public policy |
| – Finance | – Asian economic and foreign policy |
| – Retail business | – Brand management |

The committee maintains an evergreen list of potential director candidates, engaging external advisors as necessary to assist in identifying candidates with appropriate skills and experience. Current board members are encouraged to recommend candidates for inclusion on the evergreen list.

In reviewing potential candidates, the committee and the board look for:

- Prominence in business, institutions or professions
- Residency in and familiarity with geographic regions where the bank carries on business
- Integrity, honesty and the ability to generate public confidence
- Demonstrated sound and independent business judgment
- Financial literacy
- Knowledge and appreciation of public issues
- Familiarity with local, national and international affairs
- Assurance that the individual will be able to devote sufficient time to board and committee work (number of public directorships already held is a factor considered)

The committee also considers potential conflicts of interest and interlocking directorships. Candidates meet with the chairman and the CEO prior to nomination to discuss the board's expectations with respect to director contribution and commitment requirements.

Majority Voting in Director Elections

The bank's corporate governance policies require that any nominee for director who receives a greater number of "votes withheld" than "votes for" his or her election must offer to resign from the board following the bank's annual meeting. This policy applies only to uncontested elections – that is, elections in which the number of nominees for director is equal to the number of directors to be elected. The offer to resign will normally be accepted. The corporate governance and pension committee may determine that extenuating circumstances warrant keeping the director on the board, and may make this recommendation to the board.

In either case, the board will disclose the decision in a press release within 90 days of the annual meeting. If a resignation is accepted, the board may appoint a new director to fill the vacancy.

Review of Other Interests and Commitments

Each year, the audit and conduct review committee also reviews potential conflicts of interest and interlocking directorships of current directors. At the end of the 2009 fiscal year, there was only one public company interlocking directorship among the bank's directors, which involved two directors.

The board's policy is that no director may sit on more than three audit committees of public company boards without the consent of the audit and conduct review committee and the board. Such consent has been given to three current directors, whom the board has determined are able to effectively fulfil their audit committee duties:

- The Honourable Michael J.L. Kirby, in light of his background and other current board commitments. Mr. Kirby sits on three other public company audit committees
- Thomas C. O'Neill, considering that his career as a chartered accountant spans three decades, and that since retiring from PwC Consulting in 2002, his only business commitment are to the boards and committees on which he serves. Mr. O'Neill sits on three other public company audit committees
- Alexis E. Rovzar de la Torre, considering his broad legal, business and board experience, and other current commitments. Mr. Rovzar sits on three other public company audit committees

Board Committees

Committee Composition

Each non-management director is expected to be a member of at least one committee. The charter for each of the board's four standing committees sets out its composition requirements. Committee composition complies with all CSA Guidelines for Corporate Governance, applicable NYSE Corporate Governance Rules for director independence and the Bank Act provisions for affiliated directors.

At least once a year, the corporate governance and pension committee reviews committee composition, recommends committee chairs and takes recommendations to the board for approval.

The executive and risk committee currently has one management, non-independent director – Mr. Waugh – but the rest of the committee consists of independent directors. Upon his election to the board, Mr. Dodge will become a member of the executive and risk committee. The other three committees are composed entirely of independent directors.

In 2009, the bank also had regional advisory committees in place in the Quebec, British Columbia/Yukon and Prairie regions. The purpose of these committees is to help directors from those regions participate more actively in regional bank affairs, provide general advice to local senior management and review regional business opportunities.

Committee Operations

At least annually, the corporate governance and pension committee also reviews committee leadership and recommends directors (for board approval) to chair each committee. The committee chair:

- Must be a non-management director
- Manages the operations of the committee to successfully fulfil its charter and address any other matters delegated to it
- Presides over all committee meetings, sets the agenda and ensures that committee members have the information and resources required to fulfil their duties
- Reports to the board on what was discussed and any decisions or recommendations

Each committee reviews its charter annually to ensure it reflects best practices and applicable regulatory requirements. The committee reports the results of this review to the corporate governance and pension committee. Any changes to charters are approved by the board.

All committees, except the executive and risk committee, may engage outside advisors or consultants as necessary, and have the authority to approve consultant fees and contracts.

Board Orientation and Continuing Education

The corporate governance and pension committee is responsible for ensuring that all directors:

- Fully understand the nature of their roles, responsibilities and duties as board members
- Are knowledgeable about the nature and operation of the bank's business

Directors receive individual orientation that reflects their knowledge, skills, experience and education. New directors:

- Are given orientation packages that explain key legal requirements, the bank's by-laws, the duties and responsibilities of directors, bank and board policies and procedures, an overview of our business lines and organizational charts, and copies of public disclosure documents

- Receive the Corporate Governance Information Book (revised annually), which includes information on corporate governance, directors' duties and responsibilities, the board and its committees, the Bank Act and other applicable legal requirements, insider reporting and Scotiabank's *Guidelines for Business Conduct*
- Meet with the CEO and other executive officers throughout the year
- Become a member of at least one board committee
- May, by invitation, attend meetings of other committees for learning purposes, or request copies of committee minutes (all directors receive verbal reports by the committee chairs on the proceedings of each committee at the board meetings)

In 2009, the board approved a Guideline on Directors' Orientation and Continuing Education, which outlines our commitment to director education, the responsibilities of the corporate governance and pension committee, and guidelines on what education and orientation programs will cover. A priority of this guideline is to have new directors fully engaged as quickly as possible. All directors are expected to participate in education programs – both by attending sessions and suggesting topics of interest.

On an ongoing basis, the bank:

- Ensures that directors have timely access to materials and information required to properly discharge their responsibilities
- Maintains a secure directors' intranet site for prompt dissemination of information
- Conducts information sessions for directors on significant, specialized or complex aspects of business operations. During the 2009 fiscal year, management and external professional advisors made presentations to the board and/or committees on topics such as International Financial Reporting Standards, Value at Risk, Environmental Changes, Regulatory Implications, Leadership Development and Governance, and Global Transaction Banking
- Canvasses directors for suggestions as to topics and issues about which they would like to receive a briefing or a report
- Provides funding for external professional development education programs designed to assist directors in the execution of their role
- Schedules off-site board meetings in different locations to familiarize directors with regional and international operations

All of the directors are members of the Institute of Corporate Directors ("ICD") and have access to ICD events designed to foster director education and advocate for best practices in governance.

Performance Assessments

Board Effectiveness

The corporate governance and pension committee, in conjunction with the chairman of the board, conducts an annual assessment of the board's effectiveness and contribution. There are three components to this assessment:

- Self-assessment
- Board assessment
- Peer evaluations

The board reviews the assessment tools and frequency of assessments each year and updates them as necessary to reflect evolving rules and practices, as well as any changes to the board mandate and committee charters.

The chart below indicates who is involved in the various performance evaluations:

EVALUATING	EVALUATOR		
	CHAIRMAN OF THE BOARD	CHAIR OF THE CORPORATE GOVERNANCE AND PENSION COMMITTEE	INDIVIDUAL DIRECTORS
Board performance	✓		✓
Committee performance			Members of the individual committees
Chairman of the Board's performance			✓
Committee Chairs' performance			Members of the individual committees
Individual Director performance (including self-assessments)	✓	✓	✓

Each year, all members of the board complete a detailed self-assessment questionnaire, the content of which is determined by the corporate governance and pension committee. The results are summarized by the Assistant Corporate Secretary, who keeps the knowledge of who said what strictly confidential, to encourage full and frank commentary on all aspects of the board's operations. Once this summary report is complete, the chair of the corporate governance and pension committee:

- Reviews the results with the chairman of the board
- Provides the board with the committee's findings and recommendations, as well as a summary of the survey results
- Meets with each individual director to discuss his or her views on the board's effectiveness, the performance of each board committee, his or her own performance, the board's orientation and education program, and any other issues relating to board effectiveness. Each director is given an opportunity to comment on the performance of his or her peers. The chairman of the board also participates in these meetings

As part of the annual director questionnaire, each director assesses the board against the responsibilities set out in its mandate. Similarly, the directors of each committee do the same against the relevant committee charter. Directors also assess the chairman's performance. They may comment on their access to him, and on the manner in which he conducts board meetings. The board assessment process provides an opportunity for directors to comment on management performance, as well as their access to and communication with senior management.

In addition to providing valuable information on where the board needs to focus effort to improve performance, the process encourages discussion of new corporate governance and education initiatives. With the consent of the chairman of the board, the CEO may provide feedback to senior management on topics discussed.

Senior Executive Management Performance

The human resources committee has approved mandates that outline roles and responsibilities for all executive management positions (including the CEO). Each year, the committee measures the CEO's performance against this mandate and predetermined short- and long-term objectives. The board reviews this assessment. The board also reviews the other assessments of executive officer performance that are included in the committee's report on executive compensation in this management proxy circular.

Say on Pay

This year, bank shareholders will be participating in their first advisory vote on the bank's approach to executive compensation. The chairman of the human resources committee has made himself available for discussions with shareholders in connection with our approach to executive compensation. The human resources committee and the board will review the results of this advisory vote and will consider the outcome when considering future executive compensation arrangements. The human resources committee and the board will continue to review and consider all shareholder feedback related to compensation matters and will continue existing practices regarding shareholder discussion and engagement. We are always appreciative of comments and questions from shareholders on our executive compensation practices. To make it easier for shareholders to ask questions or make comments related to executive

compensation, the bank has established a new email address – executivecompensation@scotiabank.com. You can also mail questions or comments to the Chairman of the Human Resources Committee of the Board of Directors, The Bank of Nova Scotia, 44 King Street West, Scotia Plaza, Toronto, Ontario, Canada M5H 1H1. The bank will answer correspondence received and will periodically post a summary of comments received and our responses on our website (www.scotiabank.com) under the “Annual Reports and Annual Meeting” heading of the Investor Relations section of our website.

The board confirms that the bank’s current practices achieve substantially the same results as the CCGG’s Model Shareholder Engagement and “Say on Pay” Policy for Boards of Directors.

Ethical Business Conduct

Scotiabank’s *Guidelines for Business Conduct* serve as the bank’s code of ethics – a framework for ethical behavior based on the bank’s mission and values and on applicable laws and regulations. They were last revised and approved by the board in 2008. They apply to all directors, officers and employees of the bank and its subsidiaries.

Every new bank employee is required to review the guidelines before beginning work. Every year, each director, officer and employee of the bank is required to provide written confirmation that he or she has re-read the guidelines and has complied with them during that fiscal year.

The board monitors compliance through the audit and conduct review committee, which:

- Receives an annual verbal report on compliance with the guidelines, including notices of any material deviation from them and any corrective action taken by the board
- Reports to the board its assessment of the appropriateness and effectiveness of processes in place for ensuring compliance, any reports it receives of material deviations and the bank’s response

Amendments to the guidelines and waivers, if any, for directors and executive officers must be approved by the board and disclosed in accordance with applicable securities laws. The guidelines and any amendments to the guidelines are available on the bank’s website. There were no waivers granted in 2009.

As directors may be subject to standards that are different from and higher than those for officers and employees, directors must also comply with the terms of a directors’ addendum to the guidelines, which deals specifically with matters of particular concern to directors. This addendum covers topics such as conflicts of interest and was last revised and approved by the board in 2009. From time to time, matters may come before the board where a director may have a conflict of interest. If and when such matters arise, the director will declare him or herself as having a conflict of interest, will leave the room and will not participate in the discussions and any vote on that matter. Through the annual directors’ questionnaires, directors are asked to identify other business relationships and other companies or entities with which they have relationships. These responses assist the board and management in identifying conflict of interest situations in advance. The board also complies with all Bank Act requirements with respect to conflicts of interest.

As part of its commitment to support ethical decision-making, the board ensures that effective mechanisms are in place for employees to raise ethical concerns. In October 2009, the board re-approved the Financial Reporting Whistleblower Policy and related procedures. The whistleblower policy provides for a toll-free hotline and a website maintained by an independent third party. Employees can use either mechanism to anonymously and confidentially report any accounting and auditing concerns or suspected fraudulent activity. If they prefer, they can go to their supervisor or the bank’s Chief Auditor with any financial reporting concerns. The whistleblower policy has processes in place to protect employees who raise issues, provide information, or assist in an investigation of securities fraud or related crimes.

Any significant concerns will be communicated to the chairman of the audit and conduct review committee and executive management. They will be investigated by independent external or internal parties and appropriate action will be taken.

External parties may also report concerns, including financial reporting concerns, to the Office of the President – Customer Concerns.

APPENDIX 2

DIRECTOR INDEPENDENCE STANDARDS

A majority of the bank's directors are independent, as required by Canadian Securities Administrators' National Policy 58-201 – *Corporate Governance Guidelines* and the current NYSE listed company corporate governance rules. To be considered independent under these rules, the board must determine that a director has no direct or indirect material relationship with the bank. A material relationship is a relationship that could, in the view of the board, be reasonably expected to interfere with the exercise of a director's judgement independent of management. The rules permit the board to adopt categorical standards in making its independence determinations. The standards adopted by the board are reproduced below. Definitions and interpretation of terms in the standards are in accordance with applicable source rules and regulations, as amended from time to time. In applying these standards, the board broadly considers all relevant facts and circumstances.

1. A director will not be independent if:

- the director is, or has been within the last three years, an employee or executive officer of the bank or a subsidiary, or an immediate family member of the director is, or has been within the last three years, an executive officer of the bank or a subsidiary;
- the director has received, or an immediate family member of the director has received for service as an executive officer, during any twelve-month period within the last three years, more than the lesser of Cdn\$75,000 and US\$120,000 in direct compensation from the bank or a subsidiary, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- (a) the director or an immediate family member of the director is a current partner of a firm that is the bank's or a subsidiary's internal or external auditor; (b) the director is a current employee of such firm; (c) an immediate family member of the director is a current employee of such a firm and personally works on the bank's or a subsidiary's audit, or the director's spouse, or child or stepchild who shares a home with the director, is an employee of such firm and participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or (d) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the bank's or a subsidiary's audit within that time;
- the director or an immediate family member of the director, is, or has been within the last three years, employed as an executive officer of another company where any of the bank's or a subsidiary's present executive officers at the same time serves or served on that company's compensation committee;
- the director is currently an employee, or an immediate family member of the director is currently an executive officer, of a company that has made payments to, or received payments from, the bank or a subsidiary for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of US\$1 million or 2% of such other company's consolidated gross revenues (with the exception that contributions to tax exempt organizations shall not be considered payments for this purpose); or
- the director is "affiliated" with the bank as that term is used in the Affiliated Persons (Banks) Regulations made under the Bank Act.

An "immediate family member" includes a person's spouse, parents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares the person's home.

2. In addition to satisfying the independence standards set forth above, members of the audit committee must satisfy the following additional independence requirements:

- An audit committee member may not accept, directly or indirectly, any consulting, advisory or other compensatory fee from the bank or any subsidiary, other than compensation in his or her capacity as a member of the board or any committee or any fixed amount of compensation under a retirement plan (including deferred compensation) for prior service with the bank (provided such compensation is not contingent in any way on continued service).
- An audit committee member may not be an "affiliated" person of the bank or any subsidiary, as defined in applicable Canadian and U.S. securities laws.

The indirect acceptance by an audit committee member of any consulting, advisory or other compensatory fee includes acceptance of such fee by a spouse, minor child or stepchild or a child or stepchild who shares a home with the audit committee member or by an entity in which such audit committee member is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the bank or any subsidiary.

Whether directors meet these categorical independence standards will be reviewed and will be made public annually prior to their standing for re-election to the board. The board will examine relationships such as the nature of the director's banking, lending or other business dealings with the bank or a director's role in a charitable organization which has received a certain level of contributions from the bank. For relationships not covered by the standards in section 1 above, the determination of whether the relationship is material, and therefore whether the director would be independent, will be made by the directors who satisfy those standards. The bank will disclose the basis for any board determination that a relationship is immaterial despite the fact that it does not meet the categorical standards set forth above.

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While Canada welcomes
newcomers to a new country,
Scotiabank welcomes them home.

As Canada's most international bank, Scotiabank understands the challenges newcomers to Canada face, especially without a credit history. That's why we've created the **Scotiabank StartRight** program with comprehensive financial solutions that can help them build their credit history, and settle sooner.

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