

BANK OF NOVA SCOTIA /  
Form FWP  
July 15, 2014  
**Filed pursuant to Rule 433**

**Registration No. 333-185049**

**Issuer Free Writing Prospectus**

**Dated July 14, 2014**

U.S.\$1,750,000,000

The Bank of Nova Scotia

U.S.\$750,000,000 1.300% Senior Notes Due 2017

U.S.\$1,000,000,000 2.800% Senior Notes Due 2021

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U.S.\$750,000,000 1.300% Senior Notes Due 2017

<b>Issuer:</b>	The Bank of Nova Scotia (the "Bank")
<b>Title of Securities:</b>	1.300% Senior Notes due 2017
<b>Principal Amount:</b>	U.S.\$750,000,000
<b>Maturity Date:</b>	July 21, 2017
<b>Price to Public:</b>	99.930% of the Principal Amount, plus accrued interest, if any, from July 21, 2014
<b>Underwriters' Fee:</b>	0.25%
<b>Net Proceeds to the Bank After Underwriters' Fee and Before Expenses:</b>	U.S.\$747,600,000
<b>Coupon (Interest Rate):</b>	1.300%
<b>Re-offer Yield:</b>	1.324%
<b>Spread to Benchmark Treasury:</b>	T + 38 basis points
<b>Benchmark Treasury:</b>	0.875% due July 15, 2017
<b>Benchmark Treasury Yield:</b>	0.944%
<b>Interest Payment Dates:</b>	January 21 and July 21 of each year, commencing on January 21, 2015
<b>Day Count Convention:</b>	30/360; Following, Unadjusted
<b>Trade Date:</b>	July 14, 2014
<b>Settlement Date:</b>	July 21, 2014 (T+5)
<b>CUSIP / ISIN:</b>	064159FK7 / US064159FK71

**Underwriters:**

<b>Underwriter</b>	<b>Principal Amount of Senior Notes due 2017 to Be Purchased</b>	
Barclays Capital Inc. Scotia Capital (USA) Inc. Merrill Lynch, Pierce, Fenner & Smith	U.S.\$	157,500,000
	157,500,000	
Incorporated Deutsche Bank Securities Inc. J.P. Morgan Securities LLC Citigroup Global Markets Inc. Morgan Stanley & Co. LLC Goldman, Sachs & Co. Wells Fargo Securities, LLC	112,500,000	
	112,500,000	
	30,000,000	
	30,000,000	
	22,500,000	
	15,000,000	
<b>Total</b>	<b>U.S.\$</b>	<b>750,000,000</b>

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U.S.\$1,000,000,000 2.800% Senior Notes Due 2021

<b>Issuer:</b>	The Bank of Nova Scotia (the “Bank”)
<b>Title of Securities:</b>	2.800% Senior Notes due 2021
<b>Principal Amount:</b>	U.S.\$1,000,000,000
<b>Maturity Date:</b>	July 21, 2021
<b>Price to Public:</b>	99.767% of the Principal Amount, plus accrued interest, if any, from

	July 21, 2014
<b>Underwriters' Fee:</b>	0.40%
<b>Net Proceeds to the Bank After Underwriters' Fee and Before Expenses:</b>	U.S.\$993,670,000
<b>Coupon (Interest Rate):</b>	2.800%
<b>Re-offer Yield:</b>	2.837%
<b>Spread to Benchmark Treasury:</b>	T + 68 basis points
<b>Benchmark Treasury:</b>	2.125% due June 30, 2021
<b>Benchmark Treasury Yield:</b>	2.157%
<b>Interest Payment Dates:</b>	January 21 and July 21 of each year, commencing on January 21, 2015
<b>Day Count Convention:</b>	30/360; Following, Unadjusted
<b>Trade Date:</b>	July 14, 2014
<b>Settlement Date:</b>	July 21, 2014 (T+5)
<b>CUSIP / ISIN:</b>	064159FL5 / US064159FL54

**Underwriters:**

<b>Underwriter</b>	<b>Principal Amount of Senior Notes due 2021 to Be Purchased</b>	
Barclays Capital Inc. Scotia Capital (USA) Inc. Merrill Lynch, Pierce, Fenner & Smith	U.S.\$	210,000,000
Incorporated Deutsche Bank Securities Inc. J.P. Morgan Securities LLC Citigroup Global Markets Inc. Morgan Stanley & Co. LLC Goldman, Sachs & Co. Wells Fargo Securities, LLC	150,000,000	150,000,000
	40,000,000	40,000,000
	30,000,000	20,000,000
<b>Total</b>	<b>U.S.\$</b>	<b>1,000,000,000</b>

**The Bank has filed a registration statement (File No. 333-185049) (including a base shelf prospectus dated August 1, 2013) and a preliminary prospectus supplement dated July 14, 2014 (including the base shelf prospectus, the “Prospectus”) with the Securities and Exchange Commission (the “SEC”) for the offering to which this communication relates. Before you invest, you should read the Prospectus and the documents incorporated therein by reference that the Bank has filed with the SEC for more complete information about the Bank and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov) or by visiting the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website, which may be accessed at [www.sedar.com](http://www.sedar.com). Alternatively, the Bank or any underwriter participating in the offering**

**will arrange to send you the Prospectus and any document incorporated therein by reference if you request such documents by calling Barclays Capital Inc. at 1-888-603-5847, Scotia Capital (USA) Inc. at 1-800-372-3930, Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, Deutsche Bank Securities Inc. at 1-800-503-4611, or J.P. Morgan Securities LLC collect at 1-212-834-4533.**