

BANK OF NOVA SCOTIA /  
Form FWP  
May 29, 2014  
**Filed pursuant to Rule 433**

**Registration No. 333-185049**

**Issuer Free Writing Prospectus**

**Dated May 29, 2014**

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

The Bank of Nova Scotia

U.S.\$1,000,000,000 2.050% Senior Notes Due 2019

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<b>Issuer:</b>	The Bank of Nova Scotia (the "Bank")
<b>Title of Securities:</b>	2.050% Senior Notes due 2019
<b>Principal Amount:</b>	U.S.\$1,000,000,000
<b>Maturity Date:</b>	June 5, 2019
<b>Price to Public:</b>	99.972% of the Principal Amount, plus accrued interest, if any, from June 5, 2014
<b>Underwriters' Fee:</b>	0.350%
<b>Net Proceeds to the Bank After Underwriters' Fee and Before Expenses:</b>	U.S.\$996,220,000
<b>Coupon (Interest Rate):</b>	2.050%
<b>Re-offer Yield:</b>	2.056%
<b>Spread to Benchmark Treasury:</b>	T + 57 basis points
<b>Benchmark Treasury:</b>	1.625% due April 30, 2019
<b>Benchmark Treasury Yield:</b>	1.486%
<b>Interest Payment Dates:</b>	June 5 and December 5 of each year, commencing on December 5, 2014
<b>Day Count Convention:</b>	30/360; Following, Unadjusted
<b>Trade Date:</b>	May 29, 2014
<b>Settlement Date:</b>	June 5, 2014 (T+5)
<b>CUSIP / ISIN:</b>	064159EX0 / US064159EX02

**Underwriters:**

<b>Underwriter</b>	<b>Principal Amount of Senior Notes due 2019 to Be Purchased</b>
Citigroup Global Markets Inc. Scotia Capital (USA) Inc.	U.S.\$10,000,000
Barclays Capital Inc.	210,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC	160,000,000
Deutsche Bank Securities Inc.	120,000,000
J.P. Morgan Securities LLC	50,000,000
Goldman, Sachs & Co.	50,000,000
HSBC Securities (USA) Inc.	20,000,000
<b>Total</b>	<b>U.S.\$1,000,000,000</b>

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**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 May 29, 2014 (including the base shelf prospectus, the “Prospectus”) with 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, Citigroup Global Markets Inc. at 1-800-831-9146, Scotia Capital (USA) Inc. at 1-800-372-3930, Barclays Capital Inc. at 1-888-603-5847, Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, or Morgan Stanley & Co. LLC at 1-866-718-1649.**