

BANK OF NOVA SCOTIA /  
Form FWP  
April 09, 2014

**Filed pursuant to Rule 433**

**Registration No. 333-185049**

**Issuer Free Writing Prospectus**

**Dated April 8, 2014**

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

The Bank of Nova Scotia

U.S.\$1,000,000,000 1.250% Senior Notes Due 2017

U.S.\$750,000,000 FLOATING RATE Senior Notes Due 2017

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U.S.\$1,000,000,000 1.250% Senior Notes due 2017

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| <b>Issuer:</b>   | The Bank of Nova Scotia (the "Bank")                                 |
| <b>Title of Securities:</b>  | 1.250% Senior Notes due 2017   |
| <b>Aggregate Principal Amount Offered:</b>                                       | U.S.\$1,000,000,000  |
| <b>Maturity Date:</b>  | April 11, 2017   |
| <b>Price to Public:</b>  | 99.921% of the principal amount of the Securities                    |
| <b>Underwriters' Fee:</b>  | 0.250%   |
| <b>Net Proceeds to the Bank After<br/>Underwriters' Fee and Before Expenses:</b> | U.S.\$996,710,000  |
| <b>Coupon (Interest Rate):</b>   | 1.250%   |
| <b>Re-offer Yield:</b>   | 1.277%   |
| <b>Spread to Benchmark Treasury:</b>   | T + 43 basis points  |
| <b>Benchmark Treasury:</b>   | 0.750% due March 15, 2017  |
| <b>Benchmark Treasury Yield:</b>   | 0.847%   |
| <b>Interest Payment Dates:</b>   | April 11 and October 11 of each year, commencing on October 11, 2014 |
| <b>Day Count Convention:</b>   | 30/360; Following, Unadjusted  |
| <b>Trade Date:</b>   | April 8, 2014  |
| <b>Settlement Date:</b>  | April 11, 2014; (T+3)  |
| <b>CUSIP / ISIN:</b>   | 064159EK8 / US064159EK80   |

**Underwriters:**

| <b>Underwriter</b>                                 | <b>Principal Amount of<br/>1.250% Senior<br/>Notes<br/>due 2017<br/>to Be Purchased</b> |
|--|---|
| Merrill Lynch, Pierce, Fenner & Smith Incorporated | U.S.\$ 210,000,000  |
| Scotia Capital (USA) Inc.                          | 210,000,000   |
| Citigroup Global Markets Inc.                      | 170,000,000   |
| Barclays Capital Inc.                              | 140,000,000   |
| Morgan Stanley & Co. LLC                           | 140,000,000   |
| J.P. Morgan Securities LLC                         | 60,000,000  |
| Deutsche Bank Securities Inc.                      | 20,000,000  |
| HSBC Securities (USA) Inc.                         | 20,000,000  |
| Goldman, Sachs & Co.                               | 10,000,000  |
| Standard Chartered Bank                            | 10,000,000  |
| Wells Fargo Securities, LLC                        | 10,000,000  |
| <b>Total</b>                                       | <b>U.S.\$ 1,000,000,000</b>   |

U.S.\$750,000,000 Floating Rate Senior Notes due 2017

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| <b>Issuer:</b>   | The Bank of Nova Scotia (the “Bank”)   |
| <b>Title of Securities:</b>  | Floating Rate Senior Notes due 2017  |
| <b>Aggregate Principal Amount Offered:</b>                                   | U.S.\$750,000,000  |
| <b>Maturity Date:</b>  | April 11, 2017   |
| <b>Price to Public:</b>  | 100.000% of the principal amount of the Securities                                       |
| <b>Underwriters’ Fee:</b>  | 0.250%   |
| <b>Net Proceeds to the Bank After Underwriters’ Fee and Before Expenses:</b> | U.S.\$748,125,000  |
| <b>Pricing Benchmark:</b>  | 3-month USD LIBOR (Reuters LIBOR01)  |
| <b>Spread to Benchmark:</b>  | + 31 basis points  |
| <b>Interest Payment Dates:</b>   | January 11, April 11, July 11 and October 11, of each year, commencing on July 11, 2014. |
| <b>Interest Determination Date:</b>  | The second London banking day preceding the first day of the relevant interest period    |
| <b>Day Count Convention:</b>   | Actual/360; Modified Following, Adjusted   |
| <b>Trade Date:</b>   | April 8, 2014  |
| <b>Settlement Date:</b>  | April 11, 2014; (T+3)  |
| <b>CUSIP / ISIN:</b>   | 064159EL6 / US064159EL63   |

**Underwriters:**

| <b>Underwriter</b>                                 | <b>Principal Amount<br/>of<br/>Floating Rate<br/>Senior Notes<br/>due 2017<br/>to Be Purchased</b> |
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| Merrill Lynch, Pierce, Fenner & Smith Incorporated | U.S.\$ 157,500,000   |
| Scotia Capital (USA) Inc.                          | 157,500,000  |
| Citigroup Global Markets Inc.                      | 127,500,000  |
| Barclays Capital Inc.                              | 105,000,000  |
| <br>   |  |
| Morgan Stanley & Co. LLC                           | 105,000,000  |
| J.P. Morgan Securities LLC                         | 45,000,000   |
| Deutsche Bank Securities Inc.                      | 15,000,000   |
| HSBC Securities (USA) Inc.                         | 15,000,000   |
| Goldman, Sachs & Co.                               | 7,500,000  |
| Standard Chartered Bank                            | 7,500,000  |
| Wells Fargo Securities, LLC                        | 7,500,000  |
| <b>Total</b>                                       | <b>U.S.\$ 750,000,000</b>  |

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The Bank has filed a registration statement (File No. 333-185049), a base shelf prospectus dated August 1, 2013 and a preliminary prospectus supplement dated April 8, 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 Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, Scotia Capital (USA) Inc. at 1-800-372-3930, Citigroup Global Markets Inc. at 1-800-831-9146, Barclays Capital Inc. at 1-888-603-5847, or Morgan Stanley & Co. LLC at 1-866-718-1649.