

Cheviot Financial Corp.  
Form S-1/A  
November 02, 2011

As filed with the Securities and Exchange Commission on November 2 , 2011  
Registration No. 333-176793

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-1/A  
PRE-EFFECTIVE AMENDMENT NO. 2 TO THE  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

Cheviot Financial Corp. and  
Cheviot Savings Bank 401(k) Plan & Trust  
(Exact Name of Registrant as Specified in Its Charter)

Maryland (State or Other Jurisdiction of Incorporation or Organization)	6712 (Primary Standard Industrial Classification Code Number)	Being applied for (I.R.S. Employer Identification Number)
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3723 Glenmore Avenue  
Cheviot, Ohio 45211  
(513) 661-0457  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)

Mr. Thomas J. Linneman  
President and Chief Executive Officer  
3723 Glenmore Avenue  
Cheviot, Ohio 45211  
(513) 661-0457  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Agent for Service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional shares for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer   
 Non-accelerated filer       Smaller reporting company   
 (Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value per share	11,819,876 shares	\$8.00	\$94,559,008 (1)	\$10,979 (3)
Participation interests	906,296 interests (2)			(2)

- (1) Estimated solely for the purpose of calculating the registration fee.
- (2) The securities of Cheviot Financial Corp. to be purchased by the Cheviot Savings Bank 401(k) Retirement Savings Plan are included in the amount shown for the common stock. Accordingly, no separate fee is required for the participation interests. In accordance with Rule 457(h) of the Securities Act of 1933, as amended, the registration fee has been calculated on the basis of the number of shares of common stock that may be purchased with the current assets of such Plan.
- (3) Previously submitted.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

PROSPECTUS

CHEVIOT FINANCIAL CORP.  
(Proposed Holding Company for Cheviot Savings Bank)  
Up to 6,325,000 Shares of Common Stock  
(Subject to increase to up to 7,273,750 shares)

Cheviot Financial Corp., a newly formed Maryland corporation, is offering up to 6,325,000 shares of common stock for sale at \$8.00 per share on a best efforts basis in connection with the conversion of Cheviot Mutual Holding Company from the mutual holding company to the stock holding company form of organization. The shares we are offering represent the ownership interest in Cheviot Financial Corp., a federal corporation, currently owned by Cheviot Mutual Holding Company. In this prospectus, we will refer to Cheviot Financial Corp., the Maryland corporation, as “New Cheviot,” and we will refer to Cheviot Financial Corp., the federal corporation, as “Cheviot-Federal.” Cheviot-Federal’s common stock is currently traded on the Nasdaq Capital Market under the trading symbol “CHEV.” For a period of 20 trading days after the completion of the conversion and offering, we expect the shares of New Cheviot common stock will trade on the Nasdaq Capital Market under the symbol “CHEVD.” Thereafter, the trading symbol will revert to “CHEV.”

The shares of common stock are first being offered in a subscription offering to eligible current and former depositors of Cheviot Savings Bank, eligible depositors of the former The Franklin Savings and Loan Company and tax-qualified employee benefit plans of Cheviot Savings Bank, as described in this prospectus. Shares not purchased in the subscription offering may be offered for sale to the general public in a community offering, with a preference given to residents of the communities served by Cheviot Savings Bank and shareholders of Cheviot-Federal. We also may offer for sale shares of common stock not purchased in the subscription or community offerings in a syndicated community offering through a syndicate of selected dealers.

We may sell up to 7,273,750 shares of common stock because of demand for the shares of common stock or changes in market conditions, without resoliciting subscribers. We must sell a minimum of 4,675,000 shares in the offering in order to complete the offering and the conversion.

In addition to the shares we are selling in the offering, the interest in Cheviot-Federal held by public shareholders will be exchanged for shares of common stock of New Cheviot based on an exchange ratio that will result in the public shareholders owning approximately the same percentage of New Cheviot common stock as they owned in Cheviot-Federal immediately prior to the completion of the conversion. We will issue up to 3,953,153 shares of common stock in the exchange, which may be increased to up to 4,546,126 shares if we sell 7,273,750 shares of common stock in the offering.

The minimum order is 25 shares. The offering is expected to expire at 2:00 p.m., Eastern Time, on [offering deadline]. We may extend this expiration date without notice to you until [extension deadline]. Once submitted, orders are irrevocable unless the offering is terminated or is extended, with Board of Governors of the Federal Reserve System approval, beyond [extension deadline], or the number of shares of common stock to be sold is increased to more than 7,273,750 shares or decreased to less than 4,675,000 shares. If the offering is extended past [extension deadline], or if the number of shares to be sold is increased to more than 7,273,750 shares or decreased to less than 4,675,000 shares, all funds delivered to us to purchase shares of common stock will be returned promptly with interest. All subscribers will be notified and given an opportunity to place a new order. Funds received in the subscription and the community offerings will be held in a segregated account at Cheviot Savings Bank and will earn interest at [passbook interest]% per annum until completion of the offering.

Stifel, Nicolaus & Company, Incorporated will assist us in selling our shares of common stock on a best efforts basis in the subscription and community offerings. Stifel, Nicolaus & Company, Incorporated is not required to purchase any shares of common stock that are being offered for sale.

OFFERING SUMMARY

Price: \$8.00 per Share

	Minimum	Midpoint	Maximum	Adjusted Maximum
Number of shares	4,675,000	5,500,000	6,325,000	7,273,750
Gross offering proceeds	\$37,400,000	\$44,000,000	\$50,600,000	\$ 58,190,000
Estimated offering expenses, excluding selling agent commissions	\$1,063,000	\$1,063,000	\$1,063,000	\$ 1,063,000
Selling agent commissions (1)	\$1,235,590	\$1,402,900	\$1,570,210	\$ 1,762,617
Estimated net proceeds	\$35,101,410	\$41,534,100	\$47,966,790	\$ 55,364,384
Estimated net proceeds per share	\$7.51	\$7.55	\$7.58	\$ 7.61

(1) The amounts shown assume that 65% of the shares are sold in the subscription and community offerings and the remaining 35% are sold in a syndicated community offering. The amounts shown include fees and selling commissions payable by us: (i) to Stifel, Nicolaus & Company, Incorporated in connection with the subscription and community offerings equal to 1.0% of the aggregate amount of common stock sold in the subscription and community offerings (net of insider purchases and shares purchased by our employee stock ownership plan), or approximately \$347,459 at the adjusted maximum of the offering range; (ii) fees and selling commissions payable by us to Stifel, Nicolaus & Company, Incorporated and any other brokers participating in the syndicated community offering equal to 5.5% of the aggregate amount of common stock sold in the syndicated community offering, or approximately \$1,120,185 at the adjusted maximum of the offering range; (iii) additional fees of up to \$50,000 to be paid in the event of a resolicitation of subscribers; and (iv) other expenses of the offering payable to Stifel, Nicolaus & Company, Incorporated of \$245,000. See “The Conversion and Offering—Plan of Distribution; Selling Agent Compensation” for information regarding compensation to be received by Stifel, Nicolaus & Company, Incorporated and the other broker-dealers that may participate in the syndicated community offering and “Pro Forma Data” for the assumptions regarding the number of shares that may be sold in the subscription and community offerings and the syndicated community offering used to determine the estimated offering expenses. If all shares of common stock were sold in the syndicated community offering, the maximum selling agent commissions would be approximately \$1,933,459, \$2,281,939, \$2,630,419 and \$3,031,171 at the minimum, midpoint, maximum, and adjusted maximum levels of the offering, respectively.

This investment involves a degree of risk, including the possible loss of principal.

Please read “Risk Factors” beginning on page 16.

These securities are not deposits or accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Neither the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, the Ohio Division of Financial Institutions nor any state securities regulator has approved or disapproved of these securities or determined if this Prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

Stifel Nicolaus Weisel

For assistance, please contact the Stock Information Center, toll-free, at [stock center #].

The date of this prospectus is [prospectus date].





TABLE OF CONTENTS

	Page
<u>SUMMARY</u>	1
<u>RISK FACTORS</u>	16
<u>SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA OF CHEVIOT FINANCIAL CORP. AND SUBSIDIARIES</u>	26
<u>RECENT DEVELOPMENTS</u>	29
<u>FORWARD-LOOKING STATEMENTS</u>	36
<u>HOW WE INTEND TO USE THE PROCEEDS FROM THE OFFERING</u>	37
<u>OUR DIVIDEND POLICY</u>	38
<u>MARKET FOR THE COMMON STOCK</u>	39
<u>HISTORICAL AND PRO FORMA REGULATORY CAPITAL COMPLIANCE CAPITALIZATION</u>	41
<u>PRO FORMA DATA</u>	44
<u>MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	62
<u>BUSINESS OF NEW CHEVIOT</u>	80
<u>BUSINESS OF CHEVIOT-FEDERAL AND CHEVIOT SAVINGS BANK SUPERVISION AND REGULATION</u>	80
<u>TAXATION</u>	105
<u>MANAGEMENT</u>	114
<u>BENEFICIAL OWNERSHIP OF COMMON STOCK</u>	115
<u>SUBSCRIPTIONS BY DIRECTORS AND EXECUTIVE OFFICERS</u>	128
<u>THE CONVERSION AND OFFERING</u>	130
<u>COMPARISON OF SHAREHOLDERS’ RIGHTS FOR EXISTING SHAREHOLDERS OF CHEVIOT-FEDERAL</u>	131
<u>RESTRICTIONS ON ACQUISITION OF NEW CHEVIOT</u>	155
<u>DESCRIPTION OF CAPITAL STOCK OF NEW CHEVIOT FOLLOWING THE CONVERSION</u>	161
<u>TRANSFER AGENT</u>	165
<u>EXPERTS</u>	165
<u>LEGAL MATTERS</u>	166
<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION</u>	166
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS OF CHEVIOT FINANCIAL CORP. AND SUBSIDIARIES	F-1
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS OF FRANKLIN FINANCIAL CORPORATION AND SUBSIDIARIES	G-1

## SUMMARY

The following summary explains the significant aspects of the conversion, the offering and the exchange of existing shares of Cheviot-Federal common stock for shares of New Cheviot common stock. It may not contain all of the information that is important to you. For additional information before making an investment decision, you should read this entire document carefully, including the consolidated financial statements and the notes to the consolidated financial statements, and the section entitled "Risk Factors."

### The Companies

#### New Cheviot

The shares being offered will be issued by New Cheviot, a newly formed Maryland corporation. Upon completion of the conversion, New Cheviot will become the successor corporation to Cheviot-Federal and the parent holding company for Cheviot Savings Bank and will be subject to comprehensive regulation and examination by the Board of Governors of the Federal Reserve System. New Cheviot's executive offices are located at 3723 Glenmore Avenue, Cheviot, Ohio 45211, and its telephone number at this address is (513) 661-0457.

#### Cheviot Savings Bank

Cheviot Savings Bank is an Ohio-chartered savings and loan association that has served the banking needs of its customers since 1911. Cheviot Savings Bank conducts business primarily from its home office located in Cheviot, Ohio and its 11 branch offices, all of which are located in the Cincinnati metropolitan area in Hamilton County, Ohio.

Cheviot Savings Bank's primary business activity is the origination of one- to four-family residential real estate loans. To a lesser extent, we originate construction, multi-family, commercial real estate, commercial business and consumer loans. We also invest in securities, primarily U.S. Government and U.S. Government agency securities and mortgage-backed securities. Cheviot Savings Bank offers a variety of deposit accounts with a range of interest rates and terms, and relies on its convenient locations, customer service and competitive pricing and products to attract and retain deposits. To a lesser extent, Cheviot Savings Bank uses borrowed funds as an additional source of funds. Cheviot Savings Bank is subject to comprehensive regulation and examination by the Ohio Division of Financial Institutions and the Federal Deposit Insurance Corporation.

Cheviot Savings Bank's website address is [www.cheviotsavings.com](http://www.cheviotsavings.com). Information on this website is not and should not be considered a part of this prospectus.

#### Cheviot-Federal and Cheviot Mutual Holding Company

Cheviot-Federal is a federally chartered corporation that currently is the parent holding company of Cheviot Savings Bank. At June 30, 2011, Cheviot-Federal had consolidated assets of \$597.1 million, deposits of \$474.9 million and shareholders' equity of \$71.3 million. At June 30, 2011, Cheviot-Federal had 8,864,908 shares of common stock outstanding, of which 3,409,595 shares, or 38.5%, were owned by the public (including Cheviot Savings Bank Charitable Foundation) and will be exchanged for shares of common stock of New Cheviot as part of the conversion. The remaining 5,455,313 shares of common stock of Cheviot-Federal are held by Cheviot Mutual Holding Company, a federally chartered mutual holding company. The shares of common stock being offered by New Cheviot represent Cheviot Mutual Holding Company's 61.5% ownership interest in Cheviot-Federal. Upon completion of the conversion and offering, Cheviot Mutual Holding Company's shares will be cancelled and Cheviot Mutual Holding Company and Cheviot-Federal will no longer exist.





## Recent Acquisition

On March 16, 2011, Cheviot-Federal and Cheviot Savings Bank completed the acquisition of First Franklin Corporation and its wholly-owned subsidiary, The Franklin Savings and Loan Company, an Ohio-chartered savings and loan association. The aggregate cash consideration paid in the acquisition (including the cancellation of stock options) was approximately \$24.7 million. Cheviot-Federal and Cheviot Savings Bank acquired \$277.6 million of assets, including \$196.5 million of net loans, and also assumed \$252.9 million of liabilities, including \$221.5 million of deposits. Cheviot-Federal and Cheviot Savings Bank recorded goodwill and other intangible assets associated with the acquisition totaling \$11.6 million. As a result of the acquisition of First Franklin Corporation, we increased our commercial real estate, commercial business and other real estate loan portfolios by approximately \$40.5 million and our one- to four-family residential loans, including home equity lines of credit, by approximately \$130.7 million. We also expanded our footprint from the west side of Cincinnati, Ohio and now operate throughout the entire city and surrounding areas.

## Our Current Organizational Structure

Cheviot Savings Bank reorganized in the two-tiered mutual holding company structure in 2004, and concurrently Cheviot-Federal sold 4,388,438 shares of its common stock to the public, representing 44.2% of its then-outstanding shares, at \$10.00 per share. Cheviot-Federal issued 5,455,313 shares to Cheviot Mutual Holding Company, and 75,000 shares to Cheviot Savings Bank Charitable Foundation, which was formed in connection with the initial stock offering.

Pursuant to the terms of Cheviot Mutual Holding Company's plan of conversion and reorganization, Cheviot Mutual Holding Company is now converting from the mutual holding company corporate structure to the stock holding company corporate structure. As part of the conversion, we are offering for sale the majority ownership interest in Cheviot-Federal that is currently held by Cheviot Mutual Holding Company. Upon completion of the conversion and offering, Cheviot Mutual Holding Company and Cheviot-Federal will cease to exist, and we will complete the transition of our organization from being partially owned by public shareholders to being fully owned by public shareholders. Upon completion of the conversion, public shareholders of Cheviot-Federal will receive shares of common stock of New Cheviot in exchange for their shares of Cheviot-Federal. We are not contributing additional shares to the Cheviot Savings Bank Charitable Foundation in connection with the conversion and offering.

The following diagram shows our current organizational structure, reflecting ownership percentages as of June 30, 2011:

After the conversion and offering are completed, we will be organized as a fully public holding company, as follows:

### Business Strategy

Our business strategies are to:

Continuing to focus on developing business ties in the communities we serve;

Continuing our focus on retail customers and residential lending;

Increasing core deposits;

Improving and maintaining strong asset quality;

Emphasizing operating efficiencies and cost controls;

Continuing to grow through the expansion of our branch network; and

Successfully integrating our acquisition of First Franklin Corporation and The Franklin Savings and Loan Company.

See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Business Strategy” for a more complete discussion of our business strategy.

### Reasons for the Conversion and Offering

Our primary reasons for converting to the fully public stock form of ownership and undertaking the stock offering are to:

increase our capital;

transition us from the mutual holding company structure to a more familiar and flexible organizational structure;

improve the trading liquidity of our shares of common stock;

support any future mergers and acquisitions; and

eliminate the uncertainties associated with the mutual holding company structure resulting from the Dodd-Frank Wall Street Reform and Consumer Protection Act and the sunset of the Office of Thrift Supervision.

See “The Conversion and Offering” for a more complete discussion of our reasons for conducting the conversion and offering.

#### Terms of the Offering

We are offering between 4,675,000 and 6,325,000 shares of common stock to eligible current and former depositors of Cheviot Savings Bank, to eligible depositors of the former The Franklin Savings and Loan Company, and to Cheviot Savings Bank’s tax-qualified employee benefit plans in a subscription offering. To the extent shares remain available, we may offer shares for sale in a community offering, with preference given to residents of the Ohio counties of Hamilton, Butler, Warren and Clermont, the Kentucky counties of Boone, Kenton, and Campbell, and the Indiana counties of Dearborn, Ohio, and Switzerland, then to Cheviot-Federal’s public shareholders and then to other members of the general public. We may also offer for sale shares of common stock not purchased in the subscription offering or the community offering in a syndicated community offering. The number of shares of common stock to be sold may be increased to up to 7,273,750 shares as a result of demand for the shares of common stock in the offering or changes in market conditions. Unless the number of shares of common stock to be offered is increased to more than 7,273,750 shares or decreased to fewer than 4,675,000 shares, or the offering is extended beyond [extension deadline], subscribers will not have the opportunity to change or cancel their stock orders once submitted. If the offering is extended past [extension deadline], or if the number of shares to be sold is increased to more than 7,273,750 shares or decreased to less than 4,675,000 shares, all subscribers’ stock orders will be canceled, their withdrawal authorizations will be canceled and funds delivered to us to purchase shares of common stock in the subscription and community offerings will be returned promptly with interest at [passbook interest]% per annum. We will give these subscribers an opportunity to place new orders for a period of time.

The purchase price of each share of common stock to be offered for sale in the offering is \$8.00. All investors will pay the same purchase price per share. Investors will not be charged a commission to purchase shares of common stock in the offering. Stifel, Nicolaus & Company, Incorporated, our marketing agent in the offering, will use its best efforts to assist us in selling shares of our common stock but is not obligated to purchase any shares of common stock in the offering.

#### How We Determined the Offering Range, the Exchange Ratio and the \$8.00 Per Share Stock Price

The amount of common stock we are offering for sale and the exchange ratio for the exchange of shares of New Cheviot for shares of Cheviot-Federal are based on an independent appraisal of the estimated market value of New Cheviot, assuming the conversion, exchange and offering are completed. RP Financial, LC., our independent appraiser, has estimated that, as of August 5, 2011, this market value was \$71.5 million. Based on Board of Governors of the Federal Reserve System regulations, this market value forms the midpoint of a valuation range with a minimum of \$60.8 million and a maximum of \$82.2 million. Based on this valuation and the valuation range, the 61.5% ownership interest of Cheviot Mutual Holding Company in Cheviot-Federal being sold in the offering and the \$8.00 per share price, the number of shares of common stock being offered for sale by New Cheviot will range from 4,675,000 shares to 6,325,000 shares. The purchase price of \$8.00 per share was determined by us, taking into account, among other factors, the market price of our stock prior to adoption of the plan of conversion and reorganization, the requirement under federal regulations that the common stock be offered in a manner that will

achieve the widest distribution of the stock, and desired liquidity in the common stock after the offering. The exchange ratio will range from 0.8570 shares at the minimum of the offering range to 1.1594 shares at the maximum of the offering range, and will preserve the existing percentage ownership of public shareholders of Cheviot-Federal (excluding any new shares purchased by them in the stock offering and their receipt of cash in lieu of fractional exchange shares). If demand for shares or market conditions warrant, the appraisal can be increased by 15%, which would result in an appraised value of \$94.6 million, an offering of 7,273,750 shares of common stock, and an exchange ratio of 1.3333 shares.

The appraisal is based in part on Cheviot-Federal's financial condition and results of operations, the pro forma effect of the additional capital raised by the sale of shares of common stock in the offering, and an analysis of a peer group of 11 publicly traded thrift holding companies that RP Financial, LC. considers comparable to Cheviot-Federal. The appraisal peer group consists of the following companies. Unless otherwise noted, asset size is as of March 31, 2011.

Company Name	Ticker Symbol	Exchange	Headquarters	Total Assets (in millions)	
FFD Financial Corp. of Dover	FFDF	NASDAQ	Dover, OH	\$ 211	
First Capital, Inc.	FCAP	NASDAQ	Corydon, IN	\$ 449	(1)
First Clover Leaf Financial Corp.	FCLF	NASDAQ	Edwardsville, IL	\$ 576	(1)
First Savings Financial Group	FSFG	NASDAQ	Clarksville, IN	\$ 512	(1)
HF Financial Corp.	HFFC	NASDAQ	Sioux Falls, SD	\$ 1,191	
HopFed Bancorp, Inc.	HFBC	NASDAQ	Hopkinsville, KY	\$ 1,062	
Jacksonville Bancorp, Inc.	JXSB	NASDAQ	Jacksonville, IL	\$ 308	
MutualFirst Financial Inc.	MFSF	NASDAQ	Muncie, IN	\$ 1,447	
Pulaski Fin. Corp.	PULB	NASDAQ	St. Louis, MO	\$ 1,331	
River Valley Bancorp	RIVR	NASDAQ	Madison, IN	\$ 387	
Wayne Savings Bancshares	WAYN	NASDAQ	Wooster, OH	\$ 408	

(1) As of June 30, 2011.

The following table presents a summary of selected pricing ratios for New Cheviot (on a pro forma basis) and the peer group companies based on earnings and other information as of and for the twelve months ended June 30, 2011, and stock prices as of August 5, 2011, as reflected in the appraisal report. Compared to the average pricing of the peer group, our pro forma pricing ratios at the midpoint of the offering range indicated a discount of 12.8% on a price-to-book value basis, a discount of 8.9% on a price-to-tangible book value basis, and a premium of 67.2% on a price-to-earnings basis.

	Price-to-earnings multiple (1)	Price-to-book value ratio	Price-to-tangible book value ratio
New Cheviot (on a pro forma basis, assuming completion of the conversion)			
Adjusted Maximum	42.16x	77.44%	85.47%
Maximum	36.46x	71.30%	79.21%
Midpoint	31.56x	65.36%	73.06%
Minimum	26.70x	58.74%	66.12%
Valuation of peer group companies, all of which are fully converted (on an historical basis)			
Averages	18.88x	74.98%	80.20%
Medians	16.63x	67.44%	78.41%

(1) Price-to-earnings multiples calculated by RP Financial, LC. in the independent appraisal are based on an estimate

of “core” or recurring earnings. These ratios are different than those presented in “Pro Forma Data.”

The independent appraisal does not indicate trading market value. Do not assume or expect that our valuation as indicated in the appraisal means that after the conversion and offering the shares of our common stock will trade at or above the \$8.00 per share purchase price. Furthermore, the pricing ratios presented in the appraisal were utilized by RP Financial, LC. to estimate our pro forma appraised value for regulatory purposes and not to compare the relative value of shares of our common stock with the value of the capital stock of the peer group. The value of the capital stock of a particular company may be affected by a number of factors such as financial performance, asset size and market location.

For a more complete discussion of the amount of common stock we are offering for sale and the independent appraisal, see “The Conversion and Offering—Stock Pricing and Number of Shares to be Issued.”

#### After-Market Stock Price Performance

The following table presents stock price performance information for all second-step conversions completed between January 1, 2010 and August 5, 2011. None of these companies were included in the group of 11 comparable public companies utilized in RP Financial, LC.’s valuation analysis, with the exception of Jacksonville Bancorp, Inc.

#### Completed Second-Step Conversion Offerings Closing Dates between January 1, 2010 and August 5, 2011

Company Name and Ticker Symbol	Conversion Date	Exchange	Percentage Price Change From Initial Trading Date			
			One Day	One Week	One Month	Through August 5, 2011
Naugatuck Valley Fin. Corp. (NVSL)	6/30/11	NASDAQ	(1.3 )%	(2.5 )%	1.9 %	(1.8 )%
Rockville Financial New, Inc. (RCKB)	3/4/11	NASDAQ	6.0 %	6.5 %	5.0 %	(2.9 )%
Eureka Financial Corp. (EKFC)	3/1/11	OTCBB	22.5 %	17.5 %	28.5 %	26.0 %
Atlantic Coast Fin. Corp. (ACFC)	2/3/11	NASDAQ	0.5 %	— %	2.0 %	(49.3 )%
Alliance Bancorp, Inc. (ALLB)	1/18/11	NASDAQ	10.0 %	6.8 %	11.9 %	9.5 %
SI Financial Group, Inc. (SIFI)	1/13/11	NASDAQ	15.9 %	12.9 %	17.5 %	24.3 %
Minden Bancorp, Inc.(MDNB)	1/5/11	OTCBB	28.0 %	28.5 %	30.0 %	29.0 %
Capitol Fed. Financial, Inc.(CFFN)	12/22/10	NASDAQ	16.5 %	18.8 %	16.0 %	11.5 %
Home Federal Bancorp, Inc. (HFBL)	12/22/10	NASDAQ	15.0 %	17.0 %	21.3 %	30.0 %
Heritage Financial Grp., Inc. (HBOS)	11/30/10	NASDAQ	2.5 %	8.5 %	21.7 %	19.0 %
Kaiser Fed Financial Group, Inc. (KFFG)	11/19/10	NASDAQ	(0.1 )%	(4.0 )%	(0.4 )%	20.7 %
FedFirst Financial Corp.(FFCO)	9/21/10	NASDAQ	10.0 %	12.3 %	12.0 %	41.9 %
Jacksonville Bancorp, Inc.(JXSB)	7/15/10	NASDAQ	6.5 %	5.8 %	1.3 %	28.0 %
Colonial Fin. Services, Inc.(COBK)	7/13/10	NASDAQ	0.5 %	(3.5 )%	(2.0 )%	20.0 %



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Viewpoint Fin. Group (VPFG)	7/7/10	NASDAQ	(5.0 )%	(4.5 )%	(3.0 )%	31.7 %
Oneida Financial Corp. (ONFC)	7/7/10	NASDAQ	(6.3 )%	(6.3 )%	(1.3 )%	9.0 %
Fox Chase Bancorp, Inc. (FXCB)	6/29/10	NASDAQ	(4.1 )%	(4.0 )%	(3.2 )%	30.0 %
Oritani Financial Corp. (ORIT)	6/24/10	NASDAQ	3.1 %	(1.4 )%	(0.9 )%	26.0 %
Eagle Bancorp Montana (EBMT)	4/5/10	NASDAQ	5.5 %	6.5 %	4.1 %	6.5 %
Average			6.6 %	6.0 %	8.6 %	16.3 %
Median			5.5 %	6.5 %	4.1 %	20.7 %

Stock price performance is affected by many factors, including, but not limited to: general market and economic conditions; the interest rate environment; the amount of proceeds a company raises in its offering; and numerous factors relating to the specific company, including the experience and ability of management, historical and anticipated operating results, the nature and quality of the company's assets, and the company's market area. None of the companies listed in the table above are exactly similar to New Cheviot, the pricing ratios for their stock offerings may have been different from the pricing ratios for New Cheviot shares of common stock and the market conditions in which these offerings were completed may have been different from current market conditions. Furthermore, this table presents only short-term performance with respect to companies that recently completed their second-step conversions and may not be indicative of the longer-term stock price performance of these companies. The performance of these stocks may not be indicative of how our stock will perform.

Our stock price may trade below \$8.00 per share, as the stock prices of many second-step conversions have decreased below the initial offering price. Before you make an investment decision, we urge you to carefully read this prospectus, including, but not limited to, the section entitled "Risk Factors" beginning on page 16.

## The Exchange of Existing Shares of Cheviot-Federal Common Stock

If you are a shareholder of Cheviot-Federal, your shares as of the completion date of the conversion will be cancelled and exchanged for shares of common stock of New Cheviot. The number of shares of common stock you receive will be based on the exchange ratio, which will depend upon our final appraised value. The following table shows how the exchange ratio will adjust, based on the valuation of New Cheviot and the number of shares of common stock issued in the offering. The table also shows the number of shares of New Cheviot common stock a hypothetical owner of Cheviot-Federal common stock would receive in exchange for 100 shares of Cheviot-Federal common stock owned at the completion of the conversion, depending on the number of shares of common stock issued in the offering.

	Shares to be Sold in This Offering		Shares of New Cheviot to be Issued for Shares of Cheviot-Federal		Total Shares of Common Stock to be Issued in Exchange and Offering	Exchange Ratio	Equivalent Value of Shares Based Upon Offering Price (1)	Equivalent Shares Pro Forma to be Received for 100 Shares of Cheviot-Federal	
								Forma	be
	Amount	Percent	Amount	Percent			Share	Share	Received
Minimum	4,675,000	61.5 %	2,921,896	38.5 %	7,596,896	0.8570	\$ 6.86	\$ 10.37	85
Midpoint	5,500,000	61.5	3,437,525	38.5	8,937,525	1.0082	8.07	11.04	100
Maximum	6,325,000	61.5	3,953,153	38.5	10,278,153	1.1594	9.28	11.71	115
Adjusted Maximum	7,273,750	61.5	4,546,126	38.5	11,819,876	1.3333	10.67	12.48	133

(1) Represents the value of shares of New Cheviot common stock to be received in the conversion by a holder of one share of Cheviot-Federal, pursuant to the exchange ratio, based upon the \$8.00 per share purchase price.

(2) Represents the pro forma tangible book value per share at June 30, 2011 at each level of the offering range multiplied by the respective exchange ratio.

If you own shares of Cheviot-Federal common stock in a brokerage account in “street name,” your shares will be exchanged automatically, so you do not need to take any action to exchange your shares of common stock. If your shares are represented by physical Cheviot-Federal stock certificates, after the completion of the conversion, our exchange agent will mail to you a transmittal form with instructions to surrender your stock certificate(s). New certificates of New Cheviot common stock will be mailed to you within five business days after the exchange agent receives properly executed transmittal forms and your Cheviot-Federal stock certificate(s). You should not submit a stock certificate until you receive a transmittal form.

No fractional shares of New Cheviot common stock will be issued to any public shareholder of Cheviot-Federal. For each fractional share that otherwise would be issued, New Cheviot will pay in cash an amount equal to the product obtained by multiplying the fractional share interest to which the holder otherwise would be entitled by the \$8.00 per share offering price.

Outstanding options to purchase shares of Cheviot-Federal common stock will convert into and become options to purchase shares of New Cheviot common stock based upon the exchange ratio. The aggregate exercise price, duration

and vesting schedule of these options will not be affected by the conversion. At June 30, 2011, there were 486,018 outstanding options to purchase shares of Cheviot-Federal common stock, 404,760 of which have vested. Such outstanding options will be converted into options to purchase 416,517 shares of common stock at the minimum of the offering range and 648,007 shares of common stock at the adjusted maximum of the offering range. Because Board of Governors of the Federal Reserve System regulations prohibit us from repurchasing our common stock during the first year following the conversion unless compelling business reasons exist for such repurchases, we may use authorized but unissued shares to fund option exercises that occur during the first year following the conversion. If all existing options were exercised for authorized but unissued shares of common stock following the conversion, shareholders would experience dilution of approximately 5.2% at both the minimum and the adjusted maximum of the offering range.

### How We Intend to Use the Proceeds From the Offering

We intend to invest at least 50% of the net proceeds from the stock offering in Cheviot Savings Bank, loan funds to our employee stock ownership plan to fund its purchase of shares of common stock in the stock offering and retain the remainder of the net proceeds from the offering. Assuming we sell 5,500,000 shares of common stock in the stock offering, and we have net proceeds of \$41.5 million, we intend to invest \$20.8 million in Cheviot Savings Bank, loan \$1.8 million to our employee stock ownership plan to fund its purchase of shares of common stock and retain the remaining \$19.0 million of the net proceeds.

We may use the funds we retain to pay cash dividends, to repurchase shares of common stock, for investments, to acquire other financial institutions, and for other general corporate purposes. Cheviot Savings Bank may use the proceeds it receives from us to support increased lending (with a primary emphasis on one- to four-family residential real estate lending and, to a lesser extent, commercial real estate and commercial business lending), to expand its branch network, to acquire other financial institutions and to support other products and services, although we currently have no understandings or agreements to acquire a financial institution or other entity or to establish any new branch offices.

Please see the section of this prospectus entitled “How We Intend to Use the Proceeds from the Offering” for more information on the proposed use of the proceeds from the offering.

### Persons Who May Order Shares of Common Stock in the Offering

We are offering the shares of common stock in a subscription offering in the following descending order of priority:

- (i) First, to depositors with accounts at Cheviot Savings Bank or The Franklin Savings and Loan Company with aggregate combined balances of at least \$50 at the close of business on June 30, 2010.
- (ii) Second, to our tax-qualified employee benefit plans (specifically Cheviot Savings Bank’s employee stock ownership plan and 401(k) plan), which will receive, without payment therefor, nontransferable subscription rights to purchase in the aggregate up to 10% of the shares of common stock sold in the offering. We expect our employee stock ownership plan to purchase 4% of the shares of common stock sold in the offering, although we reserve the right to have the employee stock ownership plan purchase more than 4% of the shares sold in the offering to the extent necessary to complete the offering at the minimum of the offering range.
- (iii) Third, to depositors with accounts at Cheviot Savings Bank with aggregate balances of at least \$50 at the close of business on [supplemental date].
  - (iv) Fourth, to depositors of Cheviot Savings Bank at the close of business on [voting record date].

Shares of common stock not purchased in the subscription offering may be offered for sale in a community offering, with a preference given first to natural persons (including trusts of natural persons) residing in the Ohio counties of Hamilton, Butler, Warren and Clermont, the Kentucky counties of Boone, Kenton, and Campbell, and the Indiana counties of Dearborn, Ohio, and Switzerland, then to Cheviot-Federal’s public shareholders as of [voting record date] and then to other members of the general public. The community offering may begin concurrently with, during or after the subscription offering. We also may offer for sale shares of common stock not purchased in the subscription offering or the community offering through a syndicated community offering, which will be managed by Stifel, Nicolaus & Company, Incorporated. We have the right to accept or reject, in our sole discretion, orders received in the community offering or syndicated community offering. Any determination to accept or reject stock orders in the community offering and the syndicated community offering will be based on the facts and circumstances available to

management at the time of the determination.

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If we receive orders for more shares than we are offering, we may not be able to fully or partially fill your order. Shares will be allocated first to categories in the subscription offering. A detailed description of the subscription offering, the community offering and the syndicated community offering, as well as a discussion regarding allocation procedures, can be found in the section of this prospectus entitled “The Conversion and Offering.”

#### Limits on How Much Common Stock You May Purchase

The minimum number of shares of common stock that may be purchased is 25.

Generally, no individual may purchase more than 75,000 shares (\$600,000) of common stock. If any of the following persons purchase shares of common stock, their purchases, in all categories of the offering combined, when combined with your purchases, cannot exceed 137,500 shares (\$1.1 million) of common stock:

your spouse or relatives of you or your spouse living in your house;

most companies, trusts or other entities in which you are a trustee, have a substantial beneficial interest or hold a senior position; or

other persons who may be your associates or persons acting in concert with you.

Unless we determine otherwise, persons having the same address and persons exercising subscription rights through qualifying deposit accounts registered to the same address will be subject to the overall purchase limitation of 137,500 shares (\$1.1 million).

In addition to the above purchase limitations, there is an ownership limitation for shareholders of Cheviot-Federal other than our employee stock ownership plan. Shares of common stock that you purchase in the offering, individually and together with persons described above, plus any shares you and they receive in exchange for shares of Cheviot-Federal common stock, may not exceed 5% of the total shares of common stock to be issued and outstanding after the completion of the conversion. However, if, based on your current ownership level, you will own more than 5% of the total shares of common stock to be issued and outstanding after the completion of the conversion, you will not need to divest any of your shares.

Subject to Board of Governors of the Federal Reserve System approval, we may increase or decrease the purchase and ownership limitations at any time. See the detailed description of the purchase limitations in the section of this prospectus headed “The Conversion and Offering—Additional Limitations on Common Stock Purchases.”

#### How You May Purchase Shares of Common Stock in the Subscription Offering and the Community Offering

In the subscription offering and community offering, you may pay for your shares only by:

- (i) personal check, bank check or money order made payable directly to Cheviot Financial Corp.; or
- (ii) authorizing us to withdraw available funds from the types of Cheviot Savings Bank deposit accounts designated on the stock order form.

Cheviot Savings Bank is not permitted to lend funds to anyone for the purpose of purchasing shares of common stock in the offering. Additionally, you may not use a Cheviot Savings Bank line of credit check or any type of third party check to pay for shares of common stock. Please do not submit cash or wire transfers. You may not designate withdrawal from Cheviot Savings Bank’s accounts with check-writing privileges; instead, please submit a check. If

you request that we directly withdraw the funds, we reserve the right to interpret that as your authorization to treat those funds as if we had received a check for the designated amount, and we will immediately withdraw the amount from your checking account. You may not authorize direct withdrawal from a Cheviot Savings Bank retirement account. See “— Using Individual Retirement Account Funds to Purchase Shares of Common Stock.”

You may subscribe for shares of common stock in the offering by delivering a signed and completed original stock order form, together with full payment payable to Cheviot Financial Corp. or authorization to withdraw funds from one or more of your Cheviot Savings Bank deposit accounts, provided that the stock order form is received before 2:00 p.m., Eastern Time, on [offering deadline]. You may submit your stock order form and payment by mail using the stock order reply envelope provided, by overnight delivery to our Stock Information Center at the address noted on the Stock Order Form or by hand delivery to \_\_\_\_\_, which is located at \_\_\_\_\_. Hand-delivered stock order forms will only be accepted at this location. We will not accept stock order forms at Cheviot Savings Bank's branch offices. Please do not mail stock order forms to Cheviot Savings Bank.

Please see "The Conversion and Offering— Procedure for Purchasing Shares—Payment for Shares" for a complete description of how to purchase shares in the stock offering.

#### Using Retirement Account Funds to Purchase Shares of Common Stock

You may be able to subscribe for shares of common stock using funds in your individual retirement account, or IRA. If you wish to use some or all of the funds in your IRA or other retirement account held at Cheviot Savings Bank, the applicable funds must be transferred to a self-directed account maintained by an independent custodian or trustee, such as a brokerage firm, before you place your stock order. If you do not have such an account, you will need to establish one. An annual administrative fee may be payable to the independent custodian or trustee. Because individual circumstances differ and the processing of retirement fund orders takes additional time, we recommend that you contact our Stock Information Center promptly, preferably at least two weeks before the [offering deadline] offering deadline, for assistance with purchases using your IRA or other retirement account held at Cheviot Savings Bank or elsewhere. Whether you may use such funds for the purchase of shares in the stock offering may depend on timing constraints and, possibly, limitations imposed by the institution where the funds are held.

See "The Conversion and Offering—Procedure for Purchasing Shares—Payment for Shares" and "—Using Retirement Account Funds" for a complete description of how to use IRA funds to purchase shares in the stock offering.

#### Purchases by Executive Officers and Directors

We expect our directors and executive officers, together with their associates, to subscribe for [insider purchases] shares of common stock in the offering, representing \_\_\_\_\_% of shares to be sold at the minimum of the offering range. The purchase price paid by them will be the same \$8.00 per share price paid by all other persons who purchase shares of common stock in the offering. Following the conversion, our directors and executive officers, together with their associates, are expected to beneficially own [pro forma insider ownership] shares of common stock, or \_\_\_\_\_% of our total outstanding shares of common stock at the minimum of the offering range. Their ownership will include shares they will receive in exchange for their shares of Cheviot-Federal.

See "Subscriptions by Directors and Executive Officers" for more information on the proposed purchases of shares of common stock by our directors and executive officers.

#### Deadline for Orders of Shares of Common Stock in the Subscription and Community Offerings

The deadline for purchasing shares of common stock in the subscription and community offerings is 2:00 p.m., Eastern Time, on [offering deadline], unless we extend this deadline. If you wish to purchase shares of common stock, a properly completed and signed original stock order form, together with full payment, must be received (not postmarked) by this time.





Although we will make reasonable attempts to provide this prospectus and offering materials to holders of subscription rights, the subscription offering and all subscription rights will expire at 2:00 p.m., Eastern Time, on [offering deadline], whether or not we have been able to locate each person entitled to subscription rights.

See “The Conversion and Offering— Procedure for Purchasing Shares—Expiration Date” for a complete description of the deadline for purchasing shares in the stock offering.

#### Our Dividend Policy

Cheviot-Federal currently pays a quarterly cash dividend of \$0.12 per share, which equals \$0.48 per share on an annualized basis. After the conversion, we intend to continue to pay cash dividends on a quarterly basis. We expect the quarterly dividends to be \$0.08 per share. The dividend rate and the continued payment of dividends will depend on a number of factors, including our capital requirements, our financial condition and results of operations, tax considerations, statutory and regulatory limitations, and general economic conditions. No assurance can be given that we will continue to pay dividends or that they will not be reduced or eliminated in the future.

For information regarding our historical dividend payments, see “Selected Consolidated Financial and Other Data of Cheviot Financial Corp.” and “Market for the Common Stock.” For information regarding our current and proposed dividend policy, see “Our Dividend Policy.”

#### Our Market Area

We conduct our operations from our executive office in Cheviot, Ohio and 11 full-service branches, all of which are located in Hamilton County, Ohio. Prior to our acquisition of First Franklin Corporation, we operated primarily on the west side of Cincinnati, Ohio and the surrounding areas, but, as a result of the acquisition, we now operate throughout the entire city and surrounding areas. Cheviot, Ohio is located in Hamilton County and is 10 miles west of downtown Cincinnati. Hamilton County, Ohio represents our primary geographic market area for loans and deposits with our remaining business operations conducted in the larger Cincinnati metropolitan area which includes Warren, Butler and Clermont Counties. We also conduct a moderate level of business in the southeastern Indiana region, primarily in Dearborn, Ripley, Franklin and Ohio Counties. We also originate loans in the Northern Kentucky region secured by properties in Campbell, Kenton and Boone Counties. The local economy is diversified with services, trade and manufacturing employment remaining the most prominent employment sectors in Hamilton County. Hamilton County is primarily a developed and urban county. The employment base is diversified and there is no dependence on one area of the economy for continued employment. Our future growth opportunities will be influenced by the growth and stability of the regional, state and national economies, other demographic trends and the competitive environment.

#### Delivery of Stock Certificates in the Subscription and Community Offerings

Certificates representing shares of common stock sold in the subscription offering and community offering will be mailed to the certificate registration address noted by purchasers on the stock order form. Stock certificates will be sent to purchasers by first-class mail as soon as practicable after the completion of the conversion and stock offering. We expect trading in the stock to begin on the business day of or on the business day following the completion of the conversion and stock offering. The conversion and stock offering are expected to be completed as soon as practicable following satisfaction of the conditions described below in “—Conditions to Completion of the Conversion.” It is possible that until certificates for the common stock are delivered to purchasers, purchasers might not be able to sell the shares of common stock that they ordered, even though the common stock will have begun trading. Your ability to sell the shares of common stock before receiving your stock certificate will depend on arrangements you may make with a brokerage firm. If you are currently a shareholder of Cheviot-Federal, see “The Conversion and Offering—Exchange of Existing Public Shareholders’ Shares.”



## Conditions to Completion of the Conversion

We cannot complete the conversion and offering unless:

The plan of conversion and reorganization is approved by at least a majority of votes eligible to be cast by members of Cheviot Mutual Holding Company (depositors of Cheviot Savings Bank) as of [voting record date];

The plan of conversion and reorganization is approved by at least two-thirds of the outstanding shares of common stock of Cheviot-Federal as of [voting record date], including shares held by Cheviot Mutual Holding Company;

The plan of conversion and reorganization is approved by at least a majority of the outstanding shares of common stock of Cheviot-Federal as of [voting record date], excluding those shares held by Cheviot Mutual Holding Company;

We sell at least the minimum number of shares of common stock offered; and

We receive the final approval of the Board of Governors of the Federal Reserve System to complete the conversion and offering.

Cheviot Mutual Holding Company intends to vote its shares in favor of the plan of conversion and reorganization. At [voting record date], Cheviot Mutual Holding Company owned 61.5% of the outstanding shares of common stock of Cheviot-Federal. The directors and executive officers of Cheviot-Federal and their affiliates owned 379,166 shares of Cheviot-Federal (excluding exercisable options), or 4.3% of the outstanding shares of common stock and 11.1% of the outstanding shares of common stock excluding shares owned by Cheviot Mutual Holding Company. They intend to vote those shares in favor of the plan of conversion and reorganization.

## Steps We May Take if We Do Not Receive Orders for the Minimum Number of Shares

If we do not receive orders for at least 4,675,000 shares of common stock, we may take several steps in order to issue the minimum number of shares of common stock in the offering range. Specifically, we may:

- (i) increase the purchase and ownership limitations; and/or
- (ii) seek regulatory approval to extend the offering beyond [extension deadline]; and/or
- (iii) increase the number of shares purchased by the employee stock ownership plan.

If we extend the offering beyond [extension deadline], we will promptly return funds, with interest at [passbook interest]% per annum for funds received for purchases in the subscription and community offerings, and cancel any authorization to withdraw funds from deposit accounts for the purchase of shares of common stock. We will contact subscribers, allowing them to place a new stock order for a period of time. If one or more purchase limitations are increased, subscribers in the subscription offering who ordered the maximum amount and who indicated a desire to be resolicited on the stock order form will be and, in our sole discretion, some other large purchasers may be, given the opportunity to increase their subscriptions up to the then-applicable limit.

### Possible Change in the Offering Range

RP Financial, LC. will update its appraisal before we complete the offering. If, as a result of demand for the shares or changes in market conditions, RP Financial, LC. determines that our pro forma market value has increased, we may sell up to 7,273,750 shares in the offering without further notice to you. If our pro forma market value at that time is either below \$60.8 million or above \$94.6 million, then, after consulting with the Board of Governors of the Federal Reserve System, we may:

terminate the stock offering and promptly return all funds (with interest paid on funds received in the subscription and community offerings);

set a new offering range; or

take such other actions as may be permitted by the Board of Governors of the Federal Reserve System and the Securities and Exchange Commission.

If we set a new offering range, we will promptly return funds, with interest at [passbook interest]% per annum for funds received for purchases in the subscription and community offerings, and cancel any authorization to withdraw funds from deposit accounts for the purchase of shares of common stock. We will contact subscribers, allowing them to place a new stock order for a period of time.

### Possible Termination of the Offering

We may terminate the offering at any time prior to the special meeting of members of Cheviot Mutual Holding Company that is being called to vote on the conversion, and at any time after member approval with the approval of the Board of Governors of the Federal Reserve System. If we terminate the offering, we will promptly return your funds with interest at [passbook interest]% per annum and we will cancel deposit account withdrawal authorizations.

### Benefits to Management and Potential Dilution to Shareholders Resulting from the Conversion

We expect our employee stock ownership plan, which is a tax-qualified retirement plan for the benefit of all of our employees, to purchase up to 4% of the shares of common stock we sell in the offering. These shares, when combined with shares owned by our existing employee stock ownership plan, will be less than 8% of the shares outstanding following the conversion. If we receive orders for more shares of common stock than the maximum of the offering range, the employee stock ownership plan will have first priority to purchase shares over this maximum, up to a total of 4% of the shares of common stock sold in the offering. This would reduce the number of shares available for allocation to eligible account holders. For further information, see “Management—Executive Compensation—Employee Stock Ownership Plan.”

Federal regulations permit us to implement one or more new stock-based benefit plans no earlier than six months after completion of the conversion. Our current intention is to implement one or more new stock-based incentive plans, but we have not determined whether we would adopt the plans within 12 months following the completion of the conversion or more than 12 months following the completion of the conversion. Shareholder approval of these plans would be required. If we implement stock-based benefit plans within 12 months following the completion of the conversion, the stock-based benefit plans would reserve a number of shares (i) up to 4% of the shares of common stock sold in the offering (reduced by amounts purchased in the stock offering by our 401(k) plan using its purchase priority in the subscription offering) for awards of restricted stock to key employees and directors, at no cost to the recipients and (ii) up to 10% of the shares of common stock sold in the offering for issuance pursuant to the exercise of stock options by key employees and directors. The total number of shares available under the stock-based benefit

plans is subject to adjustment as may be required by Board of Governors of the Federal Reserve System regulations or policy to reflect shares of common stock or stock options previously granted by Cheviot-Federal or Cheviot Savings Bank. For stock-based benefit plans adopted within 12 months following the completion of the conversion, current Board of Governors of the Federal Reserve System policy would require that the total number of shares of restricted stock and the total number of shares available for the exercise of stock options not exceed 4% and 10%, respectively, of our total outstanding shares following the conversion. If the stock-based benefit plan is adopted more than 12 months after the completion of the conversion, it would not be subject to the percentage limitations set forth above. We have not yet determined the number of shares that would be reserved for issuance under these plans. For a description of our current stock-based benefit plan, see “Management—Outstanding Equity Awards at Year End.”

The following table summarizes the number of shares of common stock and the aggregate dollar value of grants that are available under one or more stock-based benefit plans if such plans reserve a number of shares of common stock equal to not more than 4% and 10% of the shares sold in the stock offering for restricted stock awards and stock options, respectively. The table shows the dilution to shareholders if all such shares are issued from authorized but unissued shares, instead of shares purchased in the open market. A portion of the stock grants shown in the table below may be made to non-management employees or consultants. The table also sets forth the number of shares of common stock to be acquired by the employee stock ownership plan for allocation to all qualifying employees.

	Number of Shares to be Granted or Purchased				Dilution Resulting From Issuance of Stock-Based Benefit Plans	Value of Grants (In Thousands (1))	
	At Minimum of Offering Range	At Adjusted Maximum of Offering Range	As a Percentage of Common Stock to be Sold in the Offering			At Minimum of Offering Range	At Adjusted Maximum of Offering Range
Employee stock ownership plan	187,000	290,950	4.0	%	N/A	(2) \$1,496	\$2,328
Restricted stock awards	187,000	290,950	4.0		2.40	% 1,496	2,328
Stock options	467,500	727,375	10.0		5.86	% 1,103	1,716
Total	841,500	1,309,275	18.0	%	8.02	% \$4,095	\$6,372

(1) The actual value of restricted stock awards will be determined based on their fair value as of the date grants are made. For purposes of this table, fair value for stock awards is assumed to be the same as the offering price of \$8.00 per share. The fair value of stock options has been estimated at \$2.36 per option using the Black-Scholes option pricing model, adjusted for the exchange ratio, with the following assumptions: a grant-date share price and option exercise price of \$8.00; an expected option life of 10 years; a dividend yield of 3.50%; a risk-free rate of return of 3.15%; and a volatility rate of 35.72%. The actual value of option grants will be determined by the grant-date fair value of the options, which will depend on a number of factors, including the valuation assumptions used in the option pricing model ultimately adopted.

(2) No dilution is reflected for the employee stock ownership plan because such shares are assumed to be purchased in the stock offering.

We may fund our stock-based benefit plans through open market purchases, as opposed to new issuances of stock; however, if any options previously granted under our existing 2005 Stock-Based Incentive Plan are exercised during the first year following completion of the offering, they will be funded with newly issued shares as Board of Governors of the Federal Reserve System regulations do not permit us to repurchase our shares during the first year following the completion of the offering except to fund the grants of restricted stock under our stock-based benefit plan or under extraordinary circumstances. We expect that the exercise of outstanding options and cancellation of treasury shares in the conversion will not constitute an extraordinary circumstance for purposes of this test.

The following table presents information as of June 30, 2011 regarding our employee stock ownership plan, our 2005 Stock-Based Incentive Plan and our proposed stock-based benefit plan. The table below assumes that 10,278,153 shares are outstanding after the offering, which includes the sale of 6,325,000 shares in the offering at the maximum of the offering range and the issuance of shares in exchange for shares of Cheviot-Federal using an exchange ratio of

1.1594. It also assumes that the value of the stock is \$8.00 per share, and that the fair value of stock options is \$2.36 per option, using the assumptions set forth in the footnote to the table, above.



Existing and New Stock Benefit Plans	Participants	Shares at Maximum of Offering Range	Estimated Value of Shares	Percentage of Shares Outstanding After the Conversion
Employee Stock Ownership Plan:	Employees			
Shares purchased in 2004 offering (1)		357,075 (2)	\$ 2,856,600	3.48 %
Shares to be purchased in this offering		253,000	2,024,000	2.46
Total employee stock ownership plan shares		610,075	\$ 4,880,600	5.94 %
Restricted Stock Awards:	Directors, Officers and Employees			
2005 Stock-Based Incentive Plan (1)		225,401 (3)	\$ 1,803,205 (4)	2.19 %
New shares of restricted stock		253,000	2,024,000 (4)	2.46
Total shares of restricted stock		478,401	\$ 3,827,205	4.66 % (5)
Stock Options:	Directors, Officers and Employees			
2005 Stock-Based Incentive Plan (1)		563,499 (6)	\$ 1,329,858	5.48 %
New stock options		632,500	1,492,700	6.16
Total stock options		1,195,999	\$ 2,822,558	11.64 % (5)
Total of stock benefit plans		2,284,475	\$ 11,530,363	22.24 %

- (1) The number of shares indicated has been adjusted for the 1.1594 exchange ratio at the maximum of the offering range.
- (2) As of June 30, 2011, 289,790 of these shares, or 249,949 shares prior to adjustment for the exchange, have been allocated.
- (3) As of June 30, 2011, 216,732 of these shares, or 186,935 shares prior to adjustment for the exchange, have been awarded, and 205,208 of these shares, or 176,995 shares prior to adjustment for the exchange, have vested.
- (4) The value of restricted stock awards is determined based on their fair value as of the date grants are made. For purposes of this table, the fair value of awards under the new stock-based benefit plan is assumed to be the same as the offering price of \$8.00 per share.
- (5) The number of shares of restricted stock and shares reserved for stock options set forth in the table would exceed regulatory limits if a stock-based incentive plan were adopted within one year of the completion of the conversion. Accordingly, the number of new shares of restricted stock and shares reserved for stock options set forth in the table would have to be reduced such that the aggregate amount of stock awards and shares reserved for stock options would be 4% or less and 10% or less, respectively, of our outstanding shares, unless we obtain a waiver from the Board of Governors of the Federal Reserve System, or we implement the incentive plan more than

12 months after completion of the conversion. We have not determined whether we will implement a new stock-based incentive plan earlier than 12 months after completion of the conversion or more than 12 months after the completion of the conversion.

- (6) As of June 30, 2011, options to purchase 493,440 of these shares, or 425,600 shares prior to adjustment for the exchange, have been awarded, and options to purchase 469,278 of these shares, or 404,760 shares prior to adjustment for the exchange, have vested.

#### Market for Common Stock

Publicly held shares of Cheviot-Federal's common stock are traded on the Nasdaq Capital Market under the symbol "CHEV." Upon completion of the conversion, the shares of common stock of New Cheviot will replace the existing shares. For a period of 20 trading days after the completion of the conversion and offering, we expect our shares of common stock will trade on the Nasdaq Capital Market under the symbol "CHEVD," and, thereafter, our trading symbol will revert to "CHEV." In order to list our stock on the Nasdaq Capital Market, we are required to have at least three broker-dealers who will make a market in our common stock, and we believe we will be able to comply with this requirement. Stifel, Nicolaus & Company, Incorporated has advised us that it intends to make a market in our common stock following the offering, but it is under no obligation to do so.

#### You May Not Sell or Transfer Your Subscription Rights

Federal regulations prohibit you from transferring your subscription rights. If you order shares of common stock in the subscription offering, you will be required to state that you are purchasing the common stock for yourself and that you have no agreement or understanding to sell or transfer your subscription rights. We intend to take legal action against anyone who we believe has sold or transferred his or her subscription rights. In addition, we intend to advise the appropriate federal agencies of any person who we believe has sold or transferred his or her subscription rights. We will not accept your order if we have reason to believe that you have sold or transferred your subscription rights. On the order form, you may not add the names of others for joint stock registration who do not have subscription rights or who qualify only in a lower subscription offering priority than you do. You may add only those who were eligible to purchase shares of common stock in the subscription offering at your date of eligibility. In addition, the stock order form requires that you list all qualifying deposit accounts, giving all names on each account and the account number at the applicable eligibility date. Failure to provide this information, or providing incomplete or incorrect information, may result in a loss of part or all of your share allocation if there is an oversubscription.

## Tax Consequences

Cheviot Mutual Holding Company, Cheviot-Federal, Cheviot Savings Bank and New Cheviot have received an opinion of counsel, Luse Gorman Pomerenk & Schick, P.C., regarding the material federal income tax consequences of the conversion, and have received an opinion of Clark, Schaefer, Hackett & Co. regarding the material Ohio state tax consequences of the conversion. As a general matter, the conversion will not be a taxable transaction for purposes of federal or state income taxes to Cheviot Mutual Holding Company, Cheviot-Federal (except for cash paid for fractional shares), Cheviot Savings Bank, New Cheviot, persons eligible to subscribe in the subscription offering, or existing shareholders of Cheviot-Federal. Existing shareholders of Cheviot-Federal who receive cash in lieu of fractional share interests in shares of New Cheviot will recognize a gain or loss equal to the difference between the cash received and the tax basis of the fractional share.

## How You Can Obtain Additional Information—Stock Information Center

Our banking personnel may not, by law, assist with investment-related questions about the offering. If you have any questions regarding the conversion or offering, please call our Stock Information Center. The toll-free telephone number is [stock center #]. The Stock Information Center is open Monday through Friday, between 10:00 a.m. and 4:00 p.m., Eastern Time. The Stock Information Center will be closed on weekends and bank holidays.

## RISK FACTORS

You should consider carefully the following risk factors in evaluating an investment in the shares of common stock.

### Risks Related to Our Business

Historically low interest rates may adversely affect our net interest income and profitability.

During the past three years it has been the policy of the Board of Governors of the Federal Reserve System to maintain interest rates at historically low levels through its targeted federal funds rate and the purchase of mortgage-backed securities. As a result, market rates on the loans we have originated and the yields on securities we have purchased have been at lower levels than as available prior to 2008. Consequently, our interest income has decreased to \$15.4 million for the year ended December 31, 2010 from \$18.1 million for the year ended December 31, 2008. As a general matter, our interest-bearing liabilities reprice or mature more quickly than our interest-earning assets, which has resulted in increases in net interest income in the short term. Our ability to lower our interest expense is limited as these interest rate levels while the average yield on our interest-earning assets may continue to decrease. The Board of Governors of the Federal Reserve System has indicated its intention to maintain low interest rates in the near future. Accordingly, our net interest income (the difference between interest income earned on assets and interest expense paid on liabilities) may decrease, which may have an adverse effect on our profitability.

Future changes in interest rates may cause net earnings to decline.

In the event that interest rates rise, our net interest margin and interest rate spread will be adversely affected by the high level of assets with fixed rates of interest which we retain in our portfolio. An increase in interest rates generally would result in a decrease in our average interest rate spread and net interest income, as we may have to increase the rates we are willing to pay on our deposits and borrowed funds more quickly than any changes in interest rates on our loans and investments, resulting in a negative effect on interest spreads and net interest income. In addition, the effect of rising rates could be compounded if deposit customers move funds from savings accounts to higher rate certificate of deposit accounts or if increases in interest rates have a negative effect on the housing market and, furthermore, the value of our loans will be less should we choose to sell such loans in the secondary market.



We are also subject to reinvestment risk associated with changes in interest rates. Changes in interest rates may affect the average life of loans and mortgage-related securities. Decreases in interest rates often result in increased prepayments of loans and mortgage-related securities, as borrowers refinance their loans to reduce borrowings costs. Under these circumstances, we are subject to reinvestment risk to the extent we are unable to reinvest the cash received from such prepayments in loans or other investments that have interest rates that are comparable to the interest rates on existing loans and securities. Conversely, if interest rates should suddenly increase, our cost of funds and borrowings may increase faster than our ability to increase the average yield on our assets. Furthermore, increases in interest rates may adversely affect the ability of our borrowers to make loan repayments on adjustable-rate loans, as the interest owed on such loans would increase as interest rates increase.

Changes in interest rates also affect the value of our interest earning assets and in particular our securities portfolio. Generally, the value of securities fluctuates inversely with changes in interest rates. At June 30, 2011, the fair value of our securities portfolio (excluding Federal Home Loan Bank of Cincinnati stock) totaled \$101.0 million.

At June 30, 2011, our simulation model indicated that our net portfolio value (the net present value of our interest-earning assets and interest-bearing liabilities) would decrease by 13.9% if there was an instantaneous parallel 200 basis point increase in market interest rates. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Management of Market Risk.”

If our allowance for loan losses is not sufficient to cover actual loan losses, our earnings could decrease.

Our loan customers may not repay their loans according to their terms, and the collateral securing the payment of these loans may be insufficient to pay any remaining loan balance. We may experience significant loan losses, which could have a material adverse effect on our operating results. We make various assumptions and judgments about the collectibility of our portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans.

In determining the amount of the allowance for loan losses, we review individual delinquent multi-family and commercial real estate loans for potential impairments in their carrying values. Additionally, we apply a factor to the loan portfolio principally based on historical loss experience as applied to the composition of the one- to-four family loan portfolio and integrated with our perception of risk in the economy related to past experience.

Our allowance for loan losses at June 30, 2011, was \$1.4 million, which, as of that date, equaled 0.64% of our total originated loans and 18.38% of originated non-performing assets, each of which is lower when compared to the similar ratios of our peers. Since we must use assumptions regarding individual loans and the economy, our current allowance for loan losses may not be sufficient to cover actual loan losses, and increases in the allowance may be necessary. Consequently, we may need to significantly increase our provision for losses on loans, particularly if one or more of our larger loans or credit relationships becomes delinquent or if we expand our non-residential, multi-family or commercial business lending. In addition, federal and state regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize loan charge-offs.

If economic conditions deteriorate, our earnings could be adversely impacted as borrowers’ ability to repay loans declines and the value of the collateral securing our loans decreases.

Our financial results may be adversely affected by changes in prevailing economic conditions, including decreases in real estate values, changes in interest rates which may cause a decrease in interest rate spreads, adverse employment conditions, the monetary and fiscal policies of the federal government and other significant external events. The national and local economies have been weak in recent years, and this has resulted in declining real estate values, a tightening of the availability of credit, illiquidity in certain securities markets, increasing loan delinquencies, mortgage

foreclosures, personal and business bankruptcies, rising unemployment rates, significant write-downs of asset values by financial institutions and government-sponsored entities, and a reduction of manufacturing and service business activity and international trade. We do not expect that the national and local economies will fully recover over the short term, and a continuation or worsening of these conditions could exacerbate their adverse effects.

Since we have a significant amount of loans to individuals and businesses in Hamilton County, Ohio, including a concentration of one- to four-family residential real estate loans, any decline in the economy of this market area, including decreases in real estate values, could affect the ability of our borrowers to repay their loans, could reduce the value of property securing our loans, and have an adverse effect on our earnings. Adverse changes in the economy may also have a negative effect on the ability of our borrowers to make timely repayments of their loans, which would have an adverse impact on our earnings.

In addition, deflationary pressures, while possibly lowering our operating costs, could have a significant negative effect on our borrowers, especially our business borrowers, and the values of underlying collateral securing loans, which could negatively affect our financial performance.

Legislative or regulatory responses to perceived financial and market problems could impair our rights against borrowers.

Current and future proposals made by members of Congress would reduce the amount distressed borrowers are otherwise contractually obligated to pay under their mortgage loans, and may limit the ability of lenders to foreclose on mortgage collateral. If proposals such as these, or other proposals limiting the bank's rights as creditor, were to be implemented, we could experience increased credit losses on our loans and mortgage-backed securities, or increased expense in pursuing our remedies as a creditor.

Strong competition within our market areas may limit our growth and profitability.

Competition in the banking and financial services industry is intense. In our market areas, we compete with commercial banks, savings institutions, mortgage brokerage firms, credit unions, finance companies, mutual funds, money market funds, insurance companies, and brokerage and investment banking firms operating locally and elsewhere. Some of our competitors have greater name recognition and market presence which benefit them in attracting business and offer certain services that we do not or cannot provide. In addition, larger competitors may be able to price loans and deposits more aggressively than we do.

In addition, the recent crises in the financial services industry have resulted in a number of financial services companies such as investment banks and automobile and real estate finance companies electing to become bank holding companies. These financial services companies traditionally have generated funds from sources other than insured bank deposits. Many of the alternative funding sources traditionally utilized by these companies are no longer available. This has resulted in these companies relying more on insured bank deposits to fund their operations, which has increased competition for deposits and the related costs of such deposits. Our profitability depends on our continued ability to compete successfully in our market areas.

The Standard & Poor's downgrade in the U.S. Government's sovereign credit rating, and in the credit ratings of instruments issued, insured or guaranteed by certain related institutions, agencies and instrumentalities, could result in risks to us and general economic conditions that we are not able to predict.

On August 5, 2011, Standard & Poor's downgraded the United States' long-term debt rating from its AAA rating to AA+. On August 8, 2011, Standard & Poor's downgraded the credit ratings of certain long-term debt instruments issued by Fannie Mae and Freddie Mac and other U.S. government agencies linked to long-term U.S. debt. Instruments of this nature are key assets on the balance sheets of financial institutions, including Cheviot Savings Bank. These downgrades could adversely affect the market value of such instruments, and could adversely impact our ability to obtain funding that is collateralized by affected instruments, as well as affecting the pricing of that funding when it is available. We cannot predict if, when or how these changes to the credit ratings will affect economic conditions. However, these ratings downgrades could result in a significant adverse impact to us, and could

exacerbate the other risks to which we subject, including those described herein.



We may be unable to successfully integrate First Franklin Corporation's operations and retain their employees and customers.

On March 16, 2011, we completed the acquisition of First Franklin Corporation. The acquisition involved the integration of two companies that previously operated independently. The difficulties of combining the operations of the two companies include:

integrating the former The Franklin Savings and Loan Company branches into the current operations of Cheviot Savings Bank, including the systems conversion;

integrating personnel with diverse business backgrounds;

combining different corporate cultures;

limiting deposit runoff and attracting new deposits and loans;

controlling the incremental noninterest expense from the expansion of our branch network in a manner that enables us to maintain a favorable efficiency ratio;

maintaining customer relationships; and

retaining key employees.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of the business and the loss of key personnel. The integration of the two companies will require the experience and expertise of certain key employees of First Franklin Corporation who we have retained. We may not be successful in retaining these employees for the time period necessary to successfully integrate First Franklin Corporation's operations with our operations. The diversion of management's attention and any delays or difficulties encountered in connection with the merger such as unexpected costs and managing growth resulting from the merger along with the integration of the two companies' operations could have an adverse effect on our financial condition and operating results. In addition, differences in the rates we are willing to pay on deposit accounts or rates or terms we are willing to provide to borrowers may result in the loss of customers such that we do not receive the full potential value of the combined entity.

Acquisitions may disrupt our business and dilute shareholder value.

We occasionally evaluate merger and acquisition opportunities and conduct due diligence activities related to possible transactions with other financial institutions and financial services companies. As a result, negotiations may take place and future mergers or acquisitions involving cash, debt, or equity securities may occur at any time.

Acquiring other banks, businesses, or branches involves potential adverse impact to our financial results and various other risks commonly associated with acquisitions, including, among other things:

difficulty in estimating the value of the target company;

payment of a premium over book and market values that may dilute our tangible book value and earnings per share in the short and long term;

potential exposure to unknown or contingent liabilities of the target company;

exposure to potential asset quality issues of the target company;

potential volatility in reported income as goodwill impairment losses could occur irregularly and in varying amounts;

difficulty and expense of integrating the operations and personnel of the target company;

inability to realize the expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits;

potential disruption to our business;

potential diversion of our management's time and attention;

the possible loss of key employees and customers of the target company; and

potential changes in banking or tax laws or regulations that may affect the target company.

Government responses to economic conditions may adversely affect our operations, financial condition and earnings.

The Dodd-Frank Wall Street Reform and Consumer Protection Act has changed the bank regulatory framework, created an independent consumer protection bureau that has assumed the consumer protection responsibilities of the various federal banking agencies, and established more stringent capital standards for banks and bank holding companies. Bank regulatory agencies also have been responding aggressively to concerns and adverse trends identified in examinations. Ongoing uncertainty and adverse developments in the financial services industry and the domestic and international credit markets, and the effect of the Dodd-Frank Act and regulatory actions, may adversely affect our operations by restricting our business activities, including our ability to originate or sell loans, modify loan terms, or foreclose on property securing loans. These risks could affect the performance and value of our loan and investment securities portfolios, which also would negatively affect our financial performance.

If the Board of Governors of the Federal Reserve System increases the federal funds rate, overall interest rates will likely rise, which may negatively impact the housing markets and the U.S. economic recovery. In addition, deflationary pressures, while possibly lowering our operating costs, could have a significant negative effect on our borrowers, especially our business borrowers, and the values of underlying collateral securing loans, which could negatively affect our financial performance.

We operate in a highly regulated environment and may be adversely affected by changes in laws and regulations.

We are subject to extensive regulation, supervision and examination by the Ohio Division of Financial Institutions, our chartering authority, and by the Federal Deposit Insurance Corporation, as our primary federal regulator and insurer of deposits. As a savings and loan holding company, New Cheviot also will be subject to regulation and oversight by the Board of Governors of the Federal Reserve System. Such regulation and supervision govern the activities in which an institution and its holding companies may engage and are intended primarily for the protection of the insurance fund and depositors. Regulatory authorities have extensive discretion in connection with their supervisory and enforcement activities, including the imposition of restrictions on the operation of an institution, the classification of assets by the institution and the adequacy of an institution's allowance for loan losses. Any change in such regulation and oversight, whether in the form of regulatory policy, regulations, or legislation, including changes in the regulations governing mutual holding companies, could have a material impact on Cheviot Savings Bank, New Cheviot, and our operations.



If our investment in the common stock of the Federal Home Loan Bank of Cincinnati is classified as other-than-temporarily impaired or as permanently impaired, our earnings and shareholders' equity could decrease.

We own common stock of the Federal Home Loan Bank of Cincinnati, which is part of the Federal Home Loan Bank System. The common stock is held to qualify for membership in the Federal Home Loan Bank of Cincinnati and to be eligible to borrow funds under the Federal Home Loan Bank of Cincinnati's advance programs. The aggregate cost of our Federal Home Loan Bank of Cincinnati common stock as of June 30, 2011, was \$8.4 million based on its par value. There is no market for Federal Home Loan Bank of Cincinnati common stock.

Recent published reports indicate that certain member banks of the Federal Home Loan Bank System may be subject to accounting rules and asset quality risks that could result in materially lower regulatory capital levels. In an extreme situation, it is possible that the capital of the Federal Home Loan Bank System, including the Federal Home Loan Bank of Cincinnati, could be substantially diminished. Furthermore, Standard & Poor's recently downgraded the credit rating of 10 of the 12 Federal Home Loan Banks, including the Federal Home Loan Bank of Cincinnati. Consequently, there is a risk that our investment in Federal Home Loan Bank of Cincinnati common stock could be deemed other-than-temporarily impaired at some time in the future, and if this occurs, it would cause earnings and shareholders' equity to decrease by the impairment charge.

Changes in our accounting policies or in accounting standards could materially affect how we report our financial condition and operating results.

Our accounting policies are essential to understanding our financial results and condition. Some of these policies require the use of estimates and assumptions that may affect the value of our assets or liabilities and financial results. Some of our accounting policies are critical because they require management to make difficult, subjective, and complex judgments about matters that are inherently uncertain and because it is likely that materially different amounts would be reported under different conditions or using different assumptions. If such estimates or assumptions underlying our financial statements are incorrect, we may experience material losses.

From time to time, the Financial Accounting Standards Board and the Securities Exchange Commission change the financial accounting and reporting standards or the interpretation of those standards that govern the preparation of our external financial statements. These changes are beyond our control, can be hard to predict and could materially impact how we report our results of operations and financial condition. We could be required to apply a new or revised standard retroactively, resulting in our restating prior period financial statements in material amounts.

The need to account for certain assets and liabilities at estimated fair value may adversely affect our results of operations.

We report certain assets, including securities, at fair value. Generally, for assets that are reported at fair value, we use quoted market prices or valuation models that utilize observable market inputs to estimate fair value. Because we carry these assets on our books at their estimated fair value, we may incur losses even if the asset in question presents minimal credit risk. Elevated delinquencies, defaults, and estimated losses from the disposition of collateral in our private-label mortgage-backed securities portfolio may require us to recognize additional other-than-temporary impairments in future periods with respect to our securities portfolio. The amount and timing of any impairment recognized will depend on the severity and duration of the decline in the estimated fair value of the securities and our estimation of the anticipated recovery period.

In addition, the acquired assets and assumed liabilities of First Franklin Corporation were measured at estimated fair values on the date of acquisition. Management made significant estimates and exercised significant judgment in accounting for the acquisition. In the event that these estimates prove to be inaccurate such that the value of the assets

acquired is less than the value we assigned the assets, or the cost of a liability exceeds the estimated value of that liability, we could be required to establish future valuation allowances that could negatively affect our financial condition and results of operations. Our estimates could prove to be incorrect for a number of reasons including, with respect to loans, our lack of historical experience with the loans acquired, and resulting differences in losses when compared to the historical loss experience of our loan portfolio.

Because the nature of the financial services business involves a high volume of transactions, we face significant operational risks.

We operate in diverse markets and rely on the ability of our employees and systems to process a high number of transactions. Operational risk is the risk of loss resulting from our operations, including but not limited to, the risk of fraud by employees or persons outside our company, the execution of unauthorized transactions by employees, errors relating to transaction processing and technology, breaches of the internal control system and compliance requirements, and business continuation and disaster recovery. Insurance coverage may not be available for such losses, or where available, such losses may exceed insurance limits. This risk of loss also includes the potential legal actions that could arise as a result of an operational deficiency or as a result of noncompliance with applicable regulatory standards, adverse business decisions or their implementation, and customer attrition due to potential negative publicity. In the event of a breakdown in the internal control system, improper operation of systems or improper employee actions, we could suffer financial loss, face regulatory action, and suffer damage to our reputation.

Risks associated with system failures, interruptions, or breaches of security could negatively affect our earnings.

Information technology systems are critical to our business. We use various technology systems to manage our customer relationships, general ledger, securities, deposits, and loans. We have established policies and procedures to prevent or limit the impact of system failures, interruptions, and security breaches, but such events may still occur and may not be adequately addressed if they do occur. In addition any compromise of our systems could deter customers from using our products and services. Although we rely on security systems to provide security and authentication necessary to effect the secure transmission of data, these precautions may not protect our systems from compromises or breaches of security.

In addition, we outsource a majority of our data processing to certain third-party providers. If these third-party providers encounter difficulties, or if we have difficulty communicating with them, our ability to adequately process and account for transactions could be affected, and our business operations could be adversely affected. Threats to information security also exist in the processing of customer information through various other vendors and their personnel.

The occurrence of any system failures, interruption, or breach of security could damage our reputation and result in a loss of customers and business thereby subjecting us to additional regulatory scrutiny, or could expose us to litigation and possible financial liability. Any of these events could have a material adverse effect on our financial condition and results of operations.

#### Risks Related to the Offering

The future price of the shares of common stock may be less than the \$8.00 purchase price per share in the offering.

If you purchase shares of common stock in the offering, you may not be able to sell them later at or above the \$8.00 purchase price in the offering. In several cases, shares of common stock issued by newly converted savings institutions or mutual holding companies have traded below the initial offering price. The aggregate purchase price of the shares of common stock sold in the offering will be based on an independent appraisal. The independent appraisal is not intended, and should not be construed, as a recommendation of any kind as to the advisability of purchasing shares of common stock. The independent appraisal is based on certain estimates, assumptions and projections, all of which are subject to change from time to time. After the shares begin trading, the trading price of our common stock will be determined by the marketplace, and may be influenced by many factors, including prevailing interest rates, the overall performance of the economy, investor perceptions of New Cheviot, market volatility and the outlook for the financial services industry in general. Price fluctuations may be unrelated to the operating performance of particular

companies.

22

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Our failure to effectively deploy the net proceeds may have an adverse effect on our financial performance and the value of our common stock.

We intend to invest between \$17.6 million and \$24.0 million of the net proceeds of the offering (or \$27.7 million at the adjusted maximum of the offering range) in Cheviot Savings Bank. We may use the remaining net proceeds to invest in short-term investments, repurchase shares of common stock, pay dividends or for other general corporate purposes. We also expect to use a portion of the net proceeds we retain to fund a loan for the purchase of shares of common stock in the offering by the employee stock ownership plan. Cheviot Savings Bank may use the net proceeds it receives to fund new loans, expand its retail banking franchise by acquiring new branches or by acquiring other financial institutions or other financial services companies, or for other general corporate purposes. However, with the exception of the loan to the employee stock ownership plan, we have not allocated specific amounts of the net proceeds for any of these purposes, and we will have significant flexibility in determining the amount of the net proceeds we apply to different uses and the timing of such applications. Also, certain of these uses, such as opening new branches or acquiring other financial institutions, may require the approval of the Ohio Division of Financial Institutions, the Federal Deposit Insurance Corporation and/or the Board of Governors of the Federal Reserve System. We have not established a timetable for reinvesting the net proceeds, and we cannot predict how long we will require to reinvest the net proceeds.

Our return on equity is expected to be low following the stock offering. This could negatively affect the trading price of our shares of common stock.

Net income divided by average equity, known as “return on equity,” is a ratio many investors use to compare the performance of a financial institution to its peers. Following the stock offering, we expect our consolidated equity to be between \$103.5 million at the minimum of the offering range and \$122.1 million at the adjusted maximum of the offering range. Based upon our annualized income for the six months ended June 30, 2011, and these pro forma equity levels, our return on equity would be 2.81% and 2.38% at the minimum and adjusted maximum of the offering range, respectively. We expect our return on equity to remain low until we are able to leverage the additional capital we receive from the stock offering. Although we will be able to increase net interest income using proceeds of the stock offering, our return on equity will be negatively affected by added expenses associated with our employee stock ownership plan and the stock-based benefit plan we intend to adopt. Until we can increase our net interest income and non-interest income and leverage the capital raised in the stock offering, we expect our return on equity to remain low, which may reduce the market price of our shares of common stock.

Our stock-based benefit plans would increase our expenses and reduce our income.

We intend to adopt one or more new stock-based benefit plans after the conversion, subject to shareholder approval, which would increase our annual compensation and benefit expenses related to the stock options and shares granted to participants under our stock-based benefit plan. The actual amount of these new stock-related compensation and benefit expenses will depend on the number of options and stock awards actually granted under the plan, the fair market value of our stock or options on the date of grant, the vesting period and other factors which we cannot predict at this time. In the event we adopt the plan within 12 months following the conversion, under current Board of Governors of the Federal Reserve System policy the total shares of common stock reserved for issuance pursuant to awards of restricted stock and grants of options under our existing and proposed stock-based benefit plans would be limited to 4% and 10%, respectively, of the total shares of our common stock outstanding. If we award restricted shares of common stock or grant options in excess of these amounts under stock-based benefit plans adopted more than 12 months after the completion of the conversion, the stock-based benefit plans would not be subject to such restrictions and our costs could increase further.



In addition, we would recognize expense for our employee stock ownership plan when shares are committed to be released to participants' accounts, and we would recognize expense for restricted stock awards and stock options over the vesting period of awards made to recipients. The expense in the first year following the offering for shares purchased in the offering has been estimated to be approximately \$145,000 (\$96,000 after tax) at the adjusted maximum of the offering range as set forth in the pro forma financial information under "Pro Forma Data," assuming the \$8.00 per share purchase price as fair market value. Actual expenses, however, may be higher or lower, depending on the price of our common stock. For further discussion of our proposed stock-based plans, see "Management—Benefits to be Considered Following Completion of the Conversion."

The implementation of stock-based benefit plans may dilute your ownership interest. Historically, shareholders have approved these stock-based benefit plans.

We intend to adopt one or more new stock-based benefit plans following the stock offering. These plans may be funded either through open market purchases or from the issuance of authorized but unissued shares of common stock. Our ability to repurchase shares of common stock to fund these plans will be subject to many factors, including, but not limited to, applicable regulatory restrictions on stock repurchases, the availability of stock in the market, the trading price of the stock, our capital levels, alternative uses for our capital and our financial performance. While our intention is to fund the new stock-based benefit plan through open market purchases, shareholders would experience a 8.02% reduction in ownership interest at the adjusted maximum of the offering range in the event newly issued shares of our common stock are used to fund stock options and shares of restricted common stock in an amount equal to up to 10% and 4%, respectively, of the shares sold in the offering. In the event we adopt the plan within 12 months following the conversion, under current Board of Governors of the Federal Reserve System policy the total shares of common stock reserved for issuance pursuant to awards of restricted stock and grants of options under our existing and proposed stock-based benefit plans would be limited to 4% and 10%, respectively, of the total shares of our common stock outstanding. In the event we adopt the plan more than 12 months following the conversion, the plan would not be subject to these limitations.

Although the implementation of the stock-based benefit plan will be subject to shareholder approval, historically, the overwhelming majority of stock-based benefit plans adopted by savings institutions and their holding companies following mutual-to-stock conversions have been approved by shareholders.

We have not determined when we will adopt one or more new stock-based benefit plans. Stock-based benefit plans adopted more than 12 months following the completion of the conversion may exceed regulatory restrictions on the size of stock-based benefit plans adopted within 12 months, which would further increase our costs.

If we adopt stock-based benefit plans more than 12 months following the completion of the conversion, then grants of shares of common stock or stock options under our existing and proposed stock-based benefit plans may exceed 4% and 10%, respectively, of our total outstanding shares. Stock-based benefit plans that provide for awards in excess of these amounts would increase our costs beyond the amounts estimated in "—Our stock-based benefit plans would increase our expenses and reduce our income." Stock-based benefit plans that provide for awards in excess of these amounts could also result in dilution to shareholders in excess of that described in "—The implementation of stock-based benefit plans may dilute your ownership interest. Historically, shareholders have approved these stock-based benefit plans." Although the implementation of stock-based benefit plans would be subject to shareholder approval, the determination as to the timing of the implementation of such plans will be at the discretion of our board of directors.

Various factors may make takeover attempts more difficult to achieve.

Our board of directors has no current intention to sell control of New Cheviot. Provisions of our articles of incorporation and bylaws, federal regulations, Cheviot Savings Bank's constitution, Maryland law, shares of restricted

stock and stock options that we have granted or may grant to employees and directors, stock ownership by our management and directors and employment agreements that we have entered into with our executive officers, and various other factors may make it more difficult for companies or persons to acquire control of New Cheviot without the consent of our board of directors. You may want a takeover attempt to succeed because, for example, a potential acquiror could offer a premium over the then prevailing price of our common stock. For additional information, see “Restrictions on Acquisition of New Cheviot,” “Management—Employment Agreements,” “—Potential Payments to Named Executive Officers” and “—Benefits to be Considered Following Completion of the Conversion.”

There may be a decrease in shareholders' rights for existing shareholders of Cheviot-Federal.

As a result of the conversion, existing shareholders of Cheviot-Federal will become shareholders of New Cheviot. In addition to the provisions discussed above that may discourage takeover attempts that are favored by shareholders, some rights of shareholders of New Cheviot will be reduced compared to the rights shareholders currently have in Cheviot-Federal. The reduction in shareholder rights results from differences between the federal and Maryland chartering documents and bylaws, and from distinctions between federal and Maryland law. Many of the differences in shareholder rights under the articles of incorporation and bylaws of New Cheviot are not mandated by Maryland law but have been chosen by management as being in the best interests of New Cheviot and its shareholders. The articles of incorporation and bylaws of New Cheviot include the following provisions: (i) greater lead time required for shareholders to submit proposals for new business or to nominate directors; and (ii) approval by at least 80% of the outstanding shares of capital stock entitled to vote generally is required to amend the bylaws and certain provisions of the articles of incorporation. See "Comparison of Shareholders' Rights For Existing Shareholders of Cheviot Financial Corp." for a discussion of these differences.

An active trading market for our common stock may not develop.

Cheviot-Federal's common stock is currently quoted on the Nasdaq Capital Market. Upon completion of the conversion, the common stock of New Cheviot will replace the existing shares. An active public trading market for New Cheviot's common stock may not develop or be sustained after this stock offering. If an active trading market for our common stock does not develop, you may not be able to sell all of your shares of common stock on short notice, and the sale of a large number of shares at one time could depress the market price.

The distribution of subscription rights could have adverse income tax consequences.

If the subscription rights granted to certain depositors of Cheviot Savings Bank are deemed to have an ascertainable value, receipt of such rights may be taxable in an amount equal to such value. Whether subscription rights are considered to have ascertainable value is an inherently factual determination. We have received an opinion of counsel, Luse Gorman Pomerenk & Schick, P.C., that it is more likely than not that such rights have no value; however, such opinion is not binding on the Internal Revenue Service.

SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA  
OF CHEVIOT FINANCIAL CORP. AND SUBSIDIARIES

The following tables set forth selected consolidated historical financial and other data of Cheviot-Federal and its subsidiaries for the periods and at the dates indicated. The consolidated historical financial and other data of Cheviot-Federal and its subsidiaries for the six months ended June 30, 2011 and at June 30, 2011 reflect our acquisition of First Franklin Corporation, which occurred on March 16, 2011. The following is only a summary and you should read it in conjunction with the consolidated financial statements of Cheviot-Federal and notes beginning on page F-1 of this prospectus. The information at December 31, 2010 and 2009, and for the years ended December 31, 2010, 2009, and 2008 is derived in part from the audited consolidated financial statements that appear in this prospectus. The information at December 31, 2008, 2007 and 2006 and for the years ended December 31, 2007 and 2006, is derived in part from audited consolidated financial statements that do not appear in this prospectus. The information at June 30, 2011 and for the six months ended June 30, 2011 and 2010, is unaudited and reflects only normal recurring adjustments that are, in the opinion of management, necessary for a fair presentation of the results for the interim periods presented. The results of operations for the six months ended June 30, 2011, are not necessarily indicative of the results to be achieved for all of 2011.

	At June 30, 2011	At December 31, 2010	2009	2008	2007	2006
	(In thousands)					
Selected Financial Condition						
Data:						
Total assets	\$597,128	\$358,069	\$341,860	\$332,000	\$319,060	\$309,780
Cash and cash equivalents	34,000	18,149	11,283	10,013	9,450	5,490
Investment securities available for sale	88,016	88,382	55,851	23,909	12,178	9,085
Investment securities held to maturity – at cost	—	—	—	7,000	23,000	25,099
Mortgage-backed securities available for sale	8,358	4,279	4,920	648	814	1,042
Mortgage-backed securities held to maturity – at cost	4,488	4,779	5,744	6,915	9,500	14,237
Loans receivable, net (1)	407,653	225,438	247,002	268,483	249,832	241,178
Goodwill	10,309	—	—	—	—	—
Core deposit intangible	1,208	—	—	—	—	—
Bank-owned life insurance	10,163	3,791	3,653	3,516	3,383	3,254
Deposits	474,888	257,852	235,904	216,048	219,526	205,450
Advances from the Federal Home Loan Bank	44,245	27,300	33,672	44,604	28,665	29,236
Shareholders' equity	71,340	69,419	68,750	68,231	67,920	72,200
	For the Six Months Ended		For the Years Ended December 31,			
	June 30,	2010	2010	2009	2008	2007
	2011					
	(In thousands, except per share data)					
Selected Operating Data:	\$10,160	\$8,000	\$15,438	\$16,473	\$18,058	\$17,791
						\$16,509

Total interest income							
Total interest expense	2,832	2,502	4,698	6,585	8,445	9,499	7,782
Net interest income	7,328	5,498	10,740	9,888	9,613	8,292	8,727
Provision for losses on loans	200	100	550	853	668	116	25
Net interest income after provision for losses on loans	7,128	5,398	10,190	9,035	8,945	8,176	8,702
Total other income	1,187	369	1,323	813	503	545	538
Total general, administrative and other expense	6,570	4,064	8,540	8,141	7,440	7,367	6,770
Earnings before income taxes	1,745	1,703	2,973	1,707	2,008	1,354	2,470
Federal income taxes	290	622	995	606	592	428	774
Net earnings	\$1,455	\$1,081	\$1,978	\$1,101	\$1,416	\$926	\$1,696
Earnings per share – basic and diluted	\$0.17	\$0.12	\$0.23	\$0.13	\$0.16	\$0.10	\$0.18

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(1) Includes loans held for sale, net of allowance for loan losses and deferred loan costs.

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	At or For the Six Months Ended June 30,			At or For the Years Ended December 31,										
	2011	2010		2010	2009	2008	2007	2006						
Selected Financial Ratios and Other Data: (1)														
Performance Ratios:														
Return on average assets	0.58	%	0.62	%	0.56	%	0.32	%	0.43	%	0.29	%	0.56	%
Return on average equity	4.14		3.11		2.82		1.60		2.09		1.33		2.32	
Average equity to average assets	13.96		19.89		19.99		20.26		20.75		22.16		24.21	
Other Financial Ratios:														
Net interest margin (2)	3.24		3.39		3.33		3.10		3.11		2.78		3.03	
Average interest-earning assets to average interest-bearing liabilities	106.21		120.77		119.68		120.80		122.59		124.51		128.42	
Total general, administrative and other expenses to average total assets	2.61		2.33		2.43		2.40		2.28		2.34		2.24	
Efficiency ratio (3)	77.16		69.27		70.79		76.08		73.55		83.37		73.07	
Dividend payout ratio – per share basis (4)	141.18		183.33		191.30		307.69		225.00		320.00		155.56	
Dividend payout ratio – net income basis (4)	46.08		69.20		72.40		115.17		81.43		171.06		61.85	
Equity to total assets at end of period	11.95		19.98		19.39		20.11		20.55		21.29		23.31	
Interest rate spread (2)	3.17		3.07		3.04		2.67		2.49		2.00		2.27	
Tangible common equity to tangible	9.64		16.01		16.16		15.97		16.85		16.75		16.61	



## assets

## Asset Quality

## Ratios:

Non-performing loans as a percent of total loans (5)	2.49	1.12	2.15	0.99	0.69	0.26	0.12
Non-performing assets as a percent of total assets (5)	2.32	1.27	1.93	1.31	0.88	0.40	0.09
Allowance for loan losses as a percent of total loans	0.34	0.45	0.55	0.41	0.26	0.24	0.35
Allowance for loan losses as a percent of non-performing assets	10.10	24.91	18.10	22.82	24.36	46.39	296.44
Allowance for loan losses as a percent of total originated loans (6)	0.64	0.45	0.55	0.41	0.26	0.24	0.35
Allowance for loan losses as a percent of originated non-performing assets (6)	18.38	24.91	18.10	22.82	24.36	46.39	296.44
Net charge-offs to average loans	0.01	0.03	0.14	0.21	0.22	0.14	—
Regulatory Capital Ratios (Bank Only):							
Tangible capital	9.83	16.45	16.24	16.24	16.84	16.75	16.60
Core capital	9.83	16.45	16.24	16.24	16.84	16.75	16.60
Risk-based capital	17.76	33.97	34.92	32.39	32.53	32.67	33.29
Number of:							
Banking offices	12	6	6	6	6	6	6

(1) With the exception of end of period ratios, all ratios are based on average monthly balances during the periods. Certain ratios for the six months ended June 30, 2011 and 2010 have been annualized, as appropriate.

(2) Net interest margin represents net interest income as a percentage of average interest-earning assets. Interest rate spread represents the difference between the weighted-average yield on interest-earning assets and the weighted-average rate on interest-bearing liabilities.

(3) Efficiency ratio represents the ratio of general, administrative and other expenses divided by the sum of net interest income and total other income.

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(4) Per share dividend payout ratio is calculated by dividing dividends declared per share by earnings per share. Net income dividend payout ratio is calculated as total dividends paid to minority shareholders by total net income. The following table sets forth total cash dividends paid to minority shareholders and waived by Cheviot Mutual Holding Company for the relevant periods.

	For the Six Months Ended June 30,		For the Year Ended December 31,				
	2011	2010	2010	2009	2008	2007	2006
	(In thousands)						
Dividends paid to public shareholders	\$ 816	\$ 748	\$ 1,432	\$ 1,268	\$ 1,153	\$ 1,084	\$ 1,049
Dividends paid to Cheviot Mutual Holding Company	—	—	—	—	—	—	—
Total dividends paid	\$ 816	\$ 748	\$ 1,432	\$ 1,268	\$ 1,153	\$ 1,084	\$ 1,049
Total dividends waived by Cheviot Mutual Holding Company	\$ 1,309	\$ 1,200	\$ 2,400	\$ 2,182	\$ 1,964	\$ 1,746	\$ 1,527
Total dividends paid and total dividends waived	\$ 2,125	\$ 1,948	\$ 3,832	\$ 3,450	\$ 3,117	\$ 2,830	\$ 2,576

(5) Non-performing loans consist of non-accrual loans and accruing loans greater than 90 days delinquent, while non-performing assets consist of non-performing loans and real estate acquired through foreclosure. Includes non-performing loans and non-performing assets acquired from First Franklin Corporation. See “Business of Cheviot-Federal and Cheviot Savings Bank—Asset Quality—Delinquent Loans and Non-performing Loans and Assets” for further information.

(6) Ratios exclude the effects of loans and non-performing assets acquired from First Franklin Corporation, as such purchased loans and assets are recorded at fair value at the time of acquisition, and without the related allowance for loan losses as reflected on the target entity’s financial statements.

## RECENT DEVELOPMENTS

The following tables set forth selected consolidated historical financial and other data of Cheviot-Federal and its subsidiaries for the periods and at the dates indicated. The consolidated historical financial and other data of Cheviot-Federal and its subsidiaries for the three and nine months ended September 30, 2011 and at September 30, 2011 reflect our acquisition of First Franklin Corporation, which occurred on March 16, 2011. The following is only a summary and you should read it in conjunction with the consolidated financial statements of Cheviot-Federal and notes beginning on page F-1 of this prospectus. The information at December 31, 2010 is derived in part from the audited consolidated financial statements that appear in this prospectus. The information at September 30, 2011 and for the three and nine months ended September 30, 2011 and 2010, is unaudited and reflects only normal recurring adjustments that are, in the opinion of management, necessary for a fair presentation of the results for the interim periods presented. The results of operations for the nine months ended September 30, 2011, are not necessarily indicative of the results to be achieved for all of 2011.

	At September 30, 2011	At December 31, 2010		
	(In thousands)			
Selected Financial Condition Data:				
Total assets	\$ 600,516	\$ 358,069		
Cash and cash equivalents	45,201	18,149		
Investment securities available for sale	90,748	88,382		
Investment securities held to maturity – at cost	—	—		
Mortgage-backed securities available for sale	8,015	4,279		
Mortgage-backed securities held to maturity – at cost	4,340	4,779		
Loans receivable, net (1)	397,460	225,438		
Goodwill	10,309	—		
Core deposit intangible	1,118	—		
Bank-owned life insurance	10,246	3,791		
Deposits	480,390	257,852		
Advances from the Federal Home Loan Bank	42,024	27,300		
Shareholders' equity	72,130	69,419		
			For the Three Months Ended September 30,	For the Nine Months Ended September 30,
	2011	2010	2011	2010
	(In thousands, except per share data)			
Selected Operating Data:				
Total interest income	\$ 6,130	\$ 3,841	\$ 16,290	\$ 11,842
Total interest expense	1,583	1,130	4,415	3,633
Net interest income	4,547	2,711	11,875	8,209
Provision for losses on loans	200	150	400	250
Net interest income after provision for losses on loans	4,347	2,561	11,475	7,959
Total other income	702	473	1,889	842
Total general, administrative and other expense	3,636	2,061	10,206	6,125
Earnings before income taxes	1,413	973	3,158	2,676

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Federal income taxes	444	290	734	912
Net earnings	\$ 969	\$ 683	\$ 2,424	\$ 1,764
Earnings per share – basic and diluted	\$ 0.11	\$ 0.08	\$ 0.28	\$ 0.20

(1) Includes loans held for sale, net of allowance for loan losses and deferred loan costs.

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	At or For the Three Months Ended September 30,		At or For the Nine Months Ended September 30,					
	2011	2010	2011	2010				
Selected Financial Ratios and Other Data: (1)								
Performance Ratios:								
Return on average assets	0.65	%	0.78	%	0.60	%	0.67	%
Return on average equity	5.37		3.87		4.56		3.37	
Average equity to average assets	12.10		20.18		13.26		19.99	
Other Financial Ratios:								
Net interest margin (2)	3.47		3.33		3.32		3.37	
Average interest-earning assets to average interest-bearing liabilities	101.45		122.13		104.35		121.22	
Total general, administrative and other expenses to average total assets	2.44		2.36		2.54		2.34	
Efficiency ratio (3)	69.27		64.73		74.15		67.67	
Dividend payout ratio – per share basis (4)	109.09		137.50		128.57		165.00	
Dividend payout ratio – net income basis (4)	42.11		54.76		50.50		63.61	
Equity to total assets at end of period	12.01		20.12		12.01		20.12	
Interest rate spread (2)	3.45		3.02		3.27		3.05	
Tangible common equity to tangible assets	9.96		16.65		9.96		16.65	
Asset Quality Ratios:								
Non-performing loans as a percent of total loans (5)	3.13		1.50		3.13		1.50	
Non-performing assets as a percent of total assets (5)	2.74		1.46		2.74		1.46	
Allowance for loan losses as a percent of total loans	0.36		0.50		0.36		0.50	
Allowance for loan losses as a percent of non-performing assets	8.60		22.74		8.60		22.74	
Allowance for loan losses as a percent of total originated loans (6)	0.65		0.50		0.65		0.50	
Allowance for loan losses as a percent of originated non-performing assets (6)	18.71		22.74		18.71		22.74	
Net charge-offs to average loans	0.05		0.02		0.06		0.02	
Regulatory Capital Ratios (Bank Only):								
Tangible capital	9.96		16.65		9.96		16.65	
Core capital	9.96		16.65		9.96		16.65	
Risk-based capital	18.29		34.81		18.29		34.81	

Number of:				
Banking offices	12	6	12	6

- (1) With the exception of end of period ratios, all ratios are based on average monthly balances during the periods. Certain ratios for the three and nine months ended September 30, 2011 and 2010 have been annualized, as appropriate.
- (2) Net interest margin represents net interest income as a percentage of average interest-earning assets. Interest rate spread represents the difference between the weighted-average yield on interest-earning assets and the weighted-average rate on interest-bearing liabilities.
- (3) Efficiency ratio represents the ratio of general, administrative and other expenses divided by the sum of net interest income and total other income.

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- (4) Per share dividend payout ratio is calculated by dividing dividends declared per share by earnings per share. Net income dividend payout ratio is calculated as total dividends paid to minority shareholders by total net income. The following table sets forth total cash dividends paid to minority shareholders and waived by Cheviot Mutual Holding Company for the relevant periods.

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
	(In thousands)			
Dividends paid to public shareholders	\$ 408	\$ 374	\$ 1,224	\$ 1,122
Dividends paid to Cheviot Mutual Holding Company	—	—	—	—
Total dividends paid	\$ 408	\$ 374	\$ 1,224	\$ 1,122
Total dividends waived by Cheviot Mutual Holding Company	\$ 655	\$ 600	\$ 1,964	\$ 1,800
Total dividends paid and total dividends waived	\$ 1,063	\$ 974	\$ 3,188	\$ 2,922

- (5) Non-performing loans consist of non-accrual loans and accruing loans greater than 90 days delinquent, while non-performing assets consist of non-performing loans and real estate acquired through foreclosure. Includes non-performing loans and non-performing assets acquired from First Franklin Corporation. See “Business of Cheviot-Federal and Cheviot Savings Bank—Asset Quality—Delinquent Loans and Non-performing Loans and Assets” for further information.
- (6) Ratios exclude the effects of loans and non-performing assets acquired from First Franklin Corporation, as such purchased loans and assets are recorded at fair value at the time of acquisition, and without the related allowance for loan losses as reflected on the target entity’s financial statements.

#### Comparison of Financial Condition at September 30, 2011 and December 31, 2010

Total assets increased \$242.4 million, or 67.7%, to \$600.5 million at September 30, 2011, from \$358.1 million at December 31, 2010. The increase in total assets is primarily the result of the First Franklin acquisition. As a result of the acquisition, we recorded increases in cash and cash equivalents, mortgage-backed securities and loans receivable.

Cash, federal funds sold and interest-earning deposits increased \$27.1 million, or 149.1%, to \$45.2 million at September 30, 2011, from \$18.1 million at December 31, 2010. The increase in cash and cash equivalents at September 30, 2011 was due to a \$15.0 million increase in federal funds sold, an \$8.9 million increase in interest-earning deposits and a \$3.1 million increase in cash and due from banks. We acquired \$20.5 million in cash and cash equivalents in the First Franklin acquisition.

Investment securities increased \$2.4 million, or 2.7%, to \$90.7 million at September 30, 2011 from \$88.4 million at September 30, 2010. At September 30, 2011, all investment securities were classified as available for sale. As of September 30, 2011, none of our investment securities are considered other than temporarily impaired.

Mortgage-backed securities increased \$3.3 million, or 36.4%, to \$12.4 million at September 30, 2011, from \$9.1 million at December 31, 2010. The increase in mortgage-backed securities was due primarily to \$4.5 million of mortgage-backed securities designated as available for sale acquired from First Franklin. During the nine months ended September 30, 2011, there were principal prepayments and repayments totaling approximately \$1.4 million. At September 30, 2011, \$4.3 million of mortgage-backed securities were classified as held to maturity, while \$8.0 million



were classified as available for sale. As of September 30, 2011, none of our mortgage-backed securities are considered other than temporarily impaired.

Loans receivable, including loans held for sale, increased \$172.0 million, or 76.3%, to \$397.5 million at September 30, 2011, from \$225.4 million at December 31, 2010. The increase in loans receivable is the result of acquiring approximately \$198.7 million in net loans receivable in the First Franklin acquisition. In addition, the change in net loans receivable reflects loan sales of 15- and 30-year fixed rate mortgage loans totaling \$37.2 million and loan principal repayments of \$33.5 million, which were partially offset by loan originations of \$48.4 million. The acquisition of First Franklin resulted in changes to the overall composition of the loan portfolio. The portfolio, as of September 30, 2011, is comprised of approximately 48% in fixed-rate mortgage loans and 52% in variable-rate mortgage loans. In addition, as a result of the acquisition, our commercial loans have increased to 15.5% of total loans at September 30, 2011 compared to 8.4% of total loans at December 31, 2010.

The allowance for loan losses totaled \$1.4 million and \$1.2 million at September 30, 2011 and December 31, 2010, respectively. In determining the adequacy of the allowance for loan losses at any point in time, management and the board of directors apply a systematic process focusing on the risk of loss in the portfolio. First, the loan portfolio is segregated by loan types to be evaluated collectively and loan types to be evaluated individually. Delinquent multi-family and commercial loans are evaluated individually for potential impairments in their carrying value. Second, the allowance for loan losses entails utilizing our historic loss experience by applying such loss percentage to the loan types to be collectively evaluated in the portfolio. During the nine months ended September 30, 2011, we recorded a \$400,000 provision for loan losses reflecting these factors as well as replenishing the allowance for charge-offs. The analysis of the allowance for loan losses requires an element of judgment and is subject to the possibility that the allowance may need to be increased, with a corresponding reduction in earnings. Under applicable accounting guidelines, loans acquired in the acquisition were marked to fair value. Therefore, as of September 30, 2011, we have not provided loan losses for the loans acquired in the acquisition. To the best of management's knowledge, all known and inherent losses that are probable and that can be reasonably estimated have been recorded at September 30, 2011.

Non-performing and impaired originated loans totaled \$4.9 million at both September 30, 2011 and December 31, 2010, respectively. At September 30, 2011, non-performing and impaired originated loans were comprised of 44 loans secured by one- to four-family residential real estate and three loans secured by nonresidential real estate. At September 30, 2011 and December 31, 2010, real estate acquired through foreclosure totaled \$4.2 million and \$2.0 million, respectively. The allowance for loan losses represented 29.1% and 25.6% of originated non-performing and impaired loans at September 30, 2011 and December 31, 2010, respectively. Although management believes that the allowance for loan losses conforms to generally accepted accounting principles based upon the available facts and circumstances, there can be no assurance that additions to the allowance will not be necessary in future periods, which would adversely affect our results of operations.

Deposits increased \$222.5 million, or 86.3%, to \$480.4 million at September 30, 2011, from \$257.9 million at December 31, 2010. Deposits assumed at the time of the acquisition were approximately \$218.8 million, net of a fair value adjustment of \$2.7 million. Deposits acquired include savings deposits totaling approximately \$77.7 million and time deposits of approximately \$141.1 million with an overall average cost of 1.90%. Advances from the Federal Home Loan Bank of Cincinnati increased by \$14.7 million, or 53.9%, to \$42.0 million at September 30, 2011, from \$27.3 million at December 31, 2010. The increase is a result of assuming \$22.4 million in advances as a result of the acquisition of First Franklin. During the nine months ended September 30, 2011, we had proceeds from Federal Home Loan Bank advances of \$11.0 million, which were offset by repayments of \$19.3 million.

Shareholders' equity increased \$2.7 million, or 3.9%, to \$72.1 million at September 30, 2011, from \$69.4 million at December 31, 2010. The increase primarily resulted from net earnings of \$2.4 million and amortization of stock benefit plans of \$25,000, which were partially offset by dividends paid of \$1.2 million. At September 30, 2011, Cheviot-Federal had the ability to purchase an additional 360,818 shares under its announced stock repurchase plan. The repurchase plan has been suspended as a result of Cheviot Mutual Holding Company's adoption of a Plan of Conversion providing for the conversion of our mutual holding company to stock form and the related stock offering.

#### Comparison of Results of Operations for the Three Months Ended September 30, 2011 and September 30, 2010

General. Net earnings for the three months ended September 30, 2011 totaled \$969,000, a \$286,000 increase from the \$683,000 of net earnings reported for the same period in 2010. The increase in net earnings reflects growth in net interest income of \$1.8 million and an increase in other income of \$229,000, which were partially offset by increases of \$1.6 million in general, administrative and other expense, \$154,000 in the provision for federal income taxes and \$50,000 in the provision for losses on loans.



Net Interest Income. Total interest income increased \$2.3 million, or 59.6%, to \$6.1 million for the three months ended September 30, 2011, from \$3.8 million for the comparable period in 2010. Interest income on loans increased \$2.1 million, or 63.1%, to \$5.4 million during the 2011 period. This increase was due primarily to an increase of \$165.9 million, or 69.5%, in average loans outstanding, which was partially offset by a decrease in the average yield on loans to 5.32% for the 2011 period from 5.53% for the 2010 period.

Interest income on investment securities increased \$155,000, or 35.6%, to \$591,000 for the three months ended September 30, 2011, compared to \$436,000 for the same period in 2010. The increase in interest income on investment securities was due primarily to an increase of \$26.8 million, or 40.2%, in the average balance of investment securities outstanding, which was partially offset by a decrease in the average yield of eight basis points to 2.53% in the 2011 period. Interest income on interest-earning deposits and other interest-earning assets increased \$47,000, or 123.7% to \$85,000 for the three months ended September 30, 2011, as compared to \$38,000 for the same period in 2010.

Interest expense increased \$453,000, or 40.1%, to \$1.6 million for the three months ended September 30, 2011, from \$1.1 million for the same period in 2010. Interest expense on deposits increased by \$442,000, or 52.4%, to \$1.3 million for the three months ended September 30, 2011, from \$844,000 for the same period in 2010 due primarily to a \$236.7 million, or 99.7%, increase in the average balances outstanding (resulting from the acquisition of First Franklin Corporation), partially offset by a 33 basis point decrease in the average cost of deposits to 1.09% during the 2011. The decrease in the average cost of deposits is due to the overall changes in our deposit composition and lower market rates for the 2011 period.

As a result of the foregoing changes in interest income and interest expense, net interest income increased by \$1.8 million, or 67.7%, to \$4.5 million for the three months ended September 30, 2011. The average interest rate spread increased to 3.45% for the three months ended September 30, 2011 from 3.02% for the three months ended September 30, 2010. The net interest margin increased to 3.47% for the three months ended September 30, 2011 from 3.33% for the three months ended September 30, 2010.

Provision for Losses on Loans. As a result of an analysis of historical experience, the volume and type of lending we conducted, the status of past due principal and interest payments, general economic conditions, particularly as such conditions relate to our market area, and other factors related to the collectability of our loan portfolio, management recorded a \$200,000 provision for losses on loans for the three months ended September 30, 2011, compared to a \$150,000 provision for losses on loans for the three months ended September 30, 2010. Non-performing loans were 2.3% and 1.5% of total originated loans at September 30, 2011 and September 30, 2010, respectively. The provision for loan losses for the three months ended September 30, 2011 reflects the amount necessary to maintain an adequate allowance based on our historical loss experience, as well as consideration of other external factors. These other external factors, economic conditions, and collateral value changes, have had a negative impact on non-owner-occupied loans in the portfolio. There can be no assurance that the loan loss allowance will be sufficient to cover losses on non-performing loans in the future; however, management believes they have identified all known and inherent losses that are probable and that can be reasonably estimated within the loan portfolio, and that the allowance is adequate to absorb such losses.

Other Income. Other income increased \$229,000, or 48.4%, to \$702,000 for the three months ended September 30, 2011, compared to \$473,000 for the same period in 2010, due primarily to an increase in other operating income of \$312,000 and an increase of \$49,000 in earnings on bank-owned life insurance, partially offset by a decrease in the gain on sale of loans of \$102,000 and an increase of \$46,000 in loss on sale of real estate acquired through foreclosure. The increase in other operating income is a result of increased service fees on deposit accounts and an increase in service fees received from the Federal Home Loan Bank as a result of increased loan sales in the secondary market. During the three months ended September 30, 2011, we sold ten real estate owned properties resulting in

gross proceeds of \$510,000.

**General, Administrative and Other Expense.** General, administrative and other expense increased \$1.6 million, or 76.4%, to \$3.6 million for the three months ended September 30, 2011, from \$2.1 million for the comparable period in 2010. The increase is primarily a result of an increase of \$618,000 in employee compensation and benefits, an increase in occupancy and equipment expense of \$233,000, a \$110,000 increase in Federal Deposit Insurance Corporation insurance premium expense and a \$481,000 increase in other operating expense. The increases in employee compensation and benefits expense and occupancy and equipment expense is a result of the additional employees, branch offices and related costs resulting from the acquisition of First Franklin Corporation. The increase in other operating expense is a result of maintenance expense, real estate tax expense and the fair market value adjustments on real estate owned property. The increase in Federal Deposit Insurance Corporation insurance premium expense is a result of an increase in deposit insurance due to our increased size following the First Franklin acquisition.

**Federal Income Taxes.** The provision for federal income taxes increased \$154,000, or 53.1%, to \$444,000 for the three months ended September 30, 2011, from \$290,000 for the same period in 2010. The effective tax rate was 31.4% and 29.8% for the three-month periods ended September 30, 2011 and 2010. The increase in the effective tax rate for the 2011 period was due to a lesser percentage of tax-exempt income compared to the 2010 period.

#### Comparison of Results of Operations for the Nine Months Ended September 30, 2011 and September 30, 2010

**General.** Net earnings for the nine months ended September 30, 2011 totaled \$2.4 million, a \$660,000 increase from the \$1.8 million of net earnings reported for the same period in 2010. The increase in net earnings reflects a growth in net interest income of \$3.7 million and an increase in other income of \$1.0 million, and a decrease in the provision for federal income taxes of \$178,000, which were partially offset by an increase of \$4.1 million in general, administrative and other expense and an increase of \$150,000 in the provision for losses on loans.

**Net Interest Income.** Total interest income increased \$4.4 million, or 37.6%, to \$16.3 million for the nine months ended September 30, 2011, from \$11.8 million for the comparable period in 2010. Interest income on loans increased \$4.0 million, or 39.4%, to \$14.2 million during the 2011 period. This increase was due primarily to an increase of \$116.6 million, or 48.1%, in average loans outstanding due to the acquisition of First Franklin Corporation, which was partially offset by a decrease in the average yield on loans to 5.29% for the 2011 period from 5.62% for the 2010 period.

Interest income on investment securities increased \$339,000, or 26.4%, to \$1.6 million for the nine months ended September 30, 2011, compared to \$1.3 million for the same period in 2010. The increase in interest income on investment securities was due primarily to an increase of \$28.7 million, or 43.9%, in the average balance of investment securities outstanding, which was partially offset by a decrease in the average yield of 32 basis points to 2.31% in the 2011 period. Interest income on interest-earning deposits and other interest-earning assets increased \$107,000, or 93.0% to \$222,000 for the nine months ended September 30, 2011, as compared to \$115,000 for the same period in 2010.

Interest expense increased \$782,000, or 21.5%, to \$4.4 million for the nine months ended September 30, 2011, from \$3.6 million for the same period in 2010. Interest expense on deposits increased by \$874,000, or 33.2%, to \$3.5 million for the nine months ended September 30, 2011, from \$2.6 million for the same period in 2010 due primarily to a \$182.8 million, or 78.2%, increase in the average balances outstanding, resulting from the First Franklin Corporation acquisition, partially offset by a 38 basis point decrease in the average cost of deposits to 1.12% during the 2011 period. The decrease in the average cost of deposits is due to the overall changes in our deposit composition and lower market rates for the period. Interest expense on borrowings decreased by \$92,000, or 9.2%, due primarily to an 84 basis point decrease in the average cost of borrowings, which was partially offset by an increase of \$5.5 million, or 16.0% in the average balance outstanding.

As a result of the foregoing changes in interest income and interest expense, net interest income increased by \$3.7 million, or 44.7%, to \$11.9 million for the nine months ended September 30, 2011. The average interest rate spread increased to 3.27% for the nine months ended September 30, 2011 from 3.05% for the nine months ended September 30, 2010. The net interest margin decreased to 3.32% for the nine months ended September 30, 2011 from 3.37% for the nine months ended September 30, 2010.

**Provision for Losses on Loans.** As a result of an analysis of historical experience, the volume and type of lending we conducted, the status of past due principal and interest payments, general economic conditions, particularly as such conditions relate to our market area, and other factors related to the collectability of our loan portfolio, management recorded a \$400,000 provision for losses on loans for the nine months ended September 30, 2011, compared to a \$250,000 provision for losses on loans for the nine months ended September 30, 2010. Non-performing loans were 2.3% and 1.5% of total originated loans at September 30, 2011 and September 30, 2010, respectively. The provision for loan losses for the nine months ended September 30, 2011 reflects the amount necessary to maintain an adequate allowance based on our historical loss experience, as well as consideration of other external factors. These other external factors, economic conditions, and collateral value changes, have had a negative impact on non-owner-occupied loans in the portfolio. There can be no assurance that the loan loss allowance will be sufficient to cover losses on non-performing loans in the future; however, management believes they have identified all known and inherent losses that are probable and that can be reasonably estimated within the loan portfolio, and that the allowance is adequate to absorb such losses.

**Other Income.** Other income increased \$1.0 million, or 124.3%, to \$1.9 million for the nine months ended September 30, 2011, compared to \$842,000 for the same period in 2010, due primarily to an increase in other operating income of \$762,000, an increase of \$104,000 in earnings on bank-owned life insurance, an increase of \$98,000 in the gain on sale of real estate acquired through foreclosure and an increase in the gain on sale of loans of \$40,000. The increase in other operating income is a result of increased service fees on deposit accounts and an increase in service fees received from the Federal Home Loan Bank as a result of increased loan sales in the secondary market. During the nine months ended September 30, 2011, we sold 27 real estate owned properties resulting in gross proceeds of \$2.5 million.

**General, Administrative and Other Expense.** General, administrative and other expense increased \$4.1 million, or 66.6%, to \$10.2 million for the nine months ended September 30, 2011, from \$6.1 million for the comparable period in 2010. We experienced increases in all categories of general, administrative and other expense, including an increase of \$1.5 million in employee compensation and benefits, an increase of \$445,000 in occupancy and equipment expense, an increase of \$243,000 in legal and professional expense, an increase of \$267,000 in Federal Deposit Insurance Corporation insurance premium expense and a \$1.1 million increase in other operating expense. The increase in employee compensation and benefits expense and occupancy and equipment expense is a result of the additional employees, branch offices and related costs resulting from the acquisition of First Franklin. The increase in legal and professional expenses is a result of merger related costs and expenses related to resolving real estate owned properties. The increase in Federal Deposit Insurance Corporation insurance premium expense is a result of an increase in deposit insurance due to our increased size following the First Franklin acquisition. The increase in other operating expense is a result of maintenance expense, real estate tax expense and the fair market value adjustments on real estate owned property.

**Federal Income Taxes.** The provision for federal income taxes decreased \$178,000, or 19.5%, to \$734,000 for the nine months ended September 30, 2011, from \$912,000 for the same period in 2010. The effective tax rate was 23.2% and 34.1% for the nine-month periods ended September 30, 2011 and 2010. During the nine months ended September 30, 2011 we were able to recognize \$709,000 in reserved deferred tax benefits recorded as a result of the acquisition of First Franklin. The amount of deferred federal income taxes recorded in the First Franklin at acquisition approximated the maximum amount includable in regulatory capital.

In recording deferred tax assets inherent in the acquisition, we are subject to an overall limitation in the amount that can be included in regulatory capital. The amount of allowable deferred tax benefits includable in regulatory capital is a combination of available refunds in carryback years, existing taxable temporary differences, and projected earnings available to offset operating loss carryforwards over the next year. Management is of the belief that such limited amount is fully consistent with the amount of deferred taxes that would be recognized under GAAP and, accordingly,



recorded the deferred tax assets in the acquisition at the maximum amount includible in regulatory capital and established a valuation allowance for the difference. If Cheviot-Federal's future earnings decline from currently projected levels, an additional valuation allowance for deferred tax assets will be recorded as a charge against earnings. At September 30, 2011, Cheviot-Federal's earnings post-acquisition had absorbed the entire amount of operating loss carryforwards subject to a valuation allowance. We have approximately \$6.4 million in remaining operating loss carryforwards to offset future taxable income for 20 years. These losses are subject to the annual allowable Internal Revenue Code Section 382 net operating loss limitations of \$1.1 million.

## FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements, which can be identified by the use of words such as “estimate,” “project,” “believe,” “intend,” “anticipate,” “plan,” “seek,” “expect” and words of similar meaning. These forward-looking statements include, but are not limited to:

- statements of our goals, intentions and expectations;
- statements regarding our business plans, prospects, growth and operating strategies;
- statements regarding the quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are based on current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- general economic conditions, either nationally or in our market areas, that are worse than expected;
- competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;
- adverse changes in the securities markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
- our ability to enter new markets successfully and capitalize on growth opportunities;
- our ability to successfully integrate acquired entities, if any;
- changes in consumer spending, borrowing and savings habits;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission and the Public Company Accounting Oversight Board;
- changes in our organization, compensation and benefit plans; and
- changes in the financial condition, results of operations or future prospects of issuers of securities that we own.



Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. Please see “Risk Factors” beginning on page 16.

#### HOW WE INTEND TO USE THE PROCEEDS FROM THE OFFERING

Although we cannot determine what the actual net proceeds from the sale of the shares of common stock in the offering will be until the offering is completed, we anticipate that the net proceeds will be between \$35.1 million and \$48.0 million, or \$55.4 million if the offering range is increased by 15%.

We intend to distribute the net proceeds as follows:

	4,675,000 Shares		Based Upon the Sale at \$8.00 Per Share of				7,273,750 Shares (1)		
	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds	
	(Dollars in thousands)								
Offering proceeds	\$37,400		\$44,000		\$50,600		\$58,190		
Less offering expenses	(2,299 )		(2,466 )		(2,633 )		(2,826 )		
Net offering proceeds	\$35,101	100.0 %	\$41,534	100.0 %	\$47,967	100.0 %	\$55,364	100.0 %	
Distribution of net proceeds:									
To Cheviot Savings Bank	\$17,551	50.0 %	\$20,767	50.0 %	\$23,984	50.0 %	\$27,682	50.0 %	
To fund loan to employee stock ownership plan	\$1,496	4.3 %	\$1,760	4.2 %	\$2,024	4.2 %	\$2,328	4.2 %	
Retained by New Cheviot (2)	\$16,054	45.7 %	\$19,007	45.8 %	\$21,959	45.8 %	\$25,354	45.8 %	

(1) As adjusted to give effect to an increase in the number of shares, which could occur due to a 15% increase in the offering range to reflect demand for the shares or changes in market conditions following the commencement of the offering.

(2) In the event the stock-based benefit plan providing for stock awards and stock options is approved by shareholders, and assuming shares are purchased for the stock awards at \$8.00 per share, an additional \$1.5 million, \$1.8 million, \$2.0 million and \$2.3 million of net proceeds will be used by New Cheviot. In this case, the net proceeds retained by New Cheviot would be \$14.6 million, \$17.2 million, \$19.9 million and \$23.0 million, respectively, at the minimum, midpoint, maximum and adjusted maximum of the offering range.

Payments for shares of common stock made through withdrawals from existing deposit accounts will not result in the receipt of new funds for investment but will result in a reduction of Cheviot Savings Bank’s deposits. The net proceeds may vary because total expenses relating to the offering may be more or less than our estimates. For example, our expenses would increase if a syndicated community offering were used to sell shares of common stock not purchased in the subscription and community offerings. In addition, amounts shown for the distribution of the net

proceeds at the minimum of the offering range to fund the loan to the employee stock ownership plan and to be proceeds retained by New Cheviot may change if we exercise our right to have the employee stock ownership plan purchase more than 4% of the shares of common stock offered if necessary to complete the offering at the minimum of the offering range.

New Cheviot may use the proceeds it retains from the offering:

to invest in securities;

to pay cash dividends to shareholders;

to repurchase shares of our common stock;

to finance the acquisition of financial institutions, although we do not currently have any agreements or understandings regarding any specific acquisition transaction; and

for other general corporate purposes.

Initially, a substantial portion of the net proceeds will be invested in short-term investments, investment-grade debt obligations and mortgage-backed securities.

See “Our Dividend Policy” for a discussion of our expected dividend policy following the completion of the conversion. Under current Board of Governors of the Federal Reserve System regulations, we may not repurchase shares of our common stock during the first year following the completion of the conversion, except when extraordinary circumstances exist and with prior regulatory approval, or except to fund management recognition plans (which would require notification to the Board of Governors of the Federal Reserve System) or tax qualified employee stock benefit plans.

Cheviot Savings Bank may use the net proceeds it receives from the offering:

to fund new loans, with a primary emphasis on one- to four-family residential mortgage loans and, to a lesser extent, commercial real estate loans and commercial business loans;

to enhance existing products and services and to support the development of new products and services;

to invest in mortgage-backed securities and collateralized mortgage obligations, and debt securities issued by the U.S. Government, U.S. Government agencies or U.S. Government sponsored enterprises;

to expand its retail banking franchise by establishing or acquiring new branches or by acquiring other financial institutions or other financial services companies as opportunities arise, although we do not currently have any understandings or agreements to acquire a financial institution or other entity or to establish any new branch offices; and

for other general corporate purposes.

Initially, a substantial portion of the net proceeds will be invested in short-term investments, investment-grade debt obligations and mortgage-backed securities. We have not determined specific amounts of the net proceeds that would be used for the purposes described above. The use of the proceeds outlined above may change based on many factors, including, but not limited to, changes in interest rates, equity markets, laws and regulations affecting the financial services industry, our relative position in the financial services industry, the attractiveness of potential acquisitions to expand our operations, and overall market conditions. The use of the proceeds may also change depending on our ability to receive regulatory approval to establish new branches or acquire other financial institutions.

We expect our return on equity to decrease as compared to our performance in recent years, until we are able to reinvest effectively the additional capital raised in the offering. Until we can increase our net interest income and non-interest income, we expect our return on equity to be below the industry average, which may negatively affect the value of our common stock. See “Risk Factors—Our failure to effectively deploy the net proceeds may have an adverse effect on our financial performance and the value of our common stock.”

#### OUR DIVIDEND POLICY

Cheviot-Federal currently pays a quarterly cash dividend of \$0.12 per share, which equals \$0.48 per share on an annualized basis. After the conversion, we intend to continue to pay cash dividends on a quarterly basis. We expect the quarterly dividends to be \$0.08 per share. The dividend rate and the continued payment of dividends will depend on a number of factors, including our capital requirements, our financial condition and results of operations, tax considerations, statutory and regulatory limitations, and general economic conditions. We cannot assure you that we will not reduce or eliminate dividends in the future.



Cheviot-Federal began declaring cash dividends during the quarter ended March 31, 2004, and dividends have been declared in each subsequent quarterly period. Cheviot Mutual Holding Company owns 5,455,313 shares of Cheviot-Federal common stock. Cheviot-Federal previously received non-objection to waive receipt of all prior dividend payments on the Cheviot-Federal shares owned by Cheviot Mutual Holding Company. Cash dividends paid by Cheviot-Federal during the six months ended June 30, 2011 were \$816,000. Dividends waived by Cheviot Mutual Holding Company during the six months ended June 30, 2011 were \$1.3 million.

After the completion of the conversion, Cheviot Savings Bank will not be permitted to pay dividends on its capital stock to New Cheviot, its sole shareholder, if Cheviot Savings Bank's shareholder's equity would be reduced below the amount of the liquidation account established in connection with the conversion. Cheviot Savings Bank will be required to file a notice with the Board of Governors of the Federal Reserve System prior to making a capital distribution. In addition, any payment of dividends by Cheviot Savings Bank to us that would be deemed to be drawn out of Cheviot Savings Bank's bad debt reserves, if any, would require a payment of taxes at the then-current tax rate by Cheviot Savings Bank on the amount of earnings deemed to be removed from the reserves for such distribution. Cheviot Savings Bank does not intend to make any distribution to us that would create such a federal tax liability. See "The Conversion and Offering—Liquidation Rights." For further information concerning additional federal and state law and regulations regarding the ability of Cheviot Savings Bank to make capital distributions, including the payment of dividends to Cheviot-Federal, see "Taxation—Federal Taxation" and "Supervision and Regulation—Federal Banking Regulation."

Unlike Cheviot Savings Bank, New Cheviot is not restricted by federal or state banking regulations on the payment of dividends to its shareholders, except that it will not be permitted to pay dividends on its common stock if its shareholders' equity would be reduced below the amount of the liquidation account established by New Cheviot in connection with the conversion. However, the source of dividends will depend on the net proceeds retained by New Cheviot and earnings thereon, and dividends from Cheviot Savings Bank. In addition, New Cheviot will be subject to state law limitations on the payment of dividends. Maryland law generally limits dividends to our capital surplus or, if there is no capital surplus, our net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year.

We will file a consolidated federal tax return with Cheviot Savings Bank. Accordingly, it is anticipated that any cash distributions made by us to our shareholders would be treated as cash dividends and not as a non-taxable return of capital for federal tax purposes. Additionally, pursuant to Board of Governors of the Federal Reserve System regulations, during the three-year period following the conversion, we will not take any action to declare an extraordinary dividend to shareholders that would be treated by recipients as a tax-free return of capital for federal income tax purposes.

#### MARKET FOR THE COMMON STOCK

Cheviot-Federal's common stock is currently traded on the Nasdaq Capital Market under the symbol "CHEV." Upon completion of the conversion, the new shares of common stock of New Cheviot will replace the existing shares. For a period of 20 trading days after the completion of the conversion and offering, we expect our shares of common stock will trade on the Nasdaq Capital Market under the symbol "CHEVD," and, thereafter, our trading symbol will revert to "CHEV." In order to list our stock on the Nasdaq Capital Market, we are required to have at least three broker-dealers who will make a market in our common stock, and we believe we will be able to comply with this requirement. Stifel, Nicolaus & Company, Incorporated has advised us that it intends to make a market in our common stock following the offering, but it is under no obligation to do so.

The development of a public market having the desirable characteristics of depth, liquidity and orderliness depends on the existence of willing buyers and sellers, the presence of which is not within our control or that of any market



maker. The number of active buyers and sellers of our common stock at any particular time may be limited, which may have an adverse effect on the price at which our common stock can be sold. There can be no assurance that persons purchasing the common stock will be able to sell their shares at or above the \$8.00 price per share in the offering. Purchasers of our common stock should have a long-term investment intent and should recognize that there may be a limited trading market in our common stock.

The following table sets forth the high and low trading prices for shares of Cheviot-Federal common stock for the periods indicated, and the dividends paid during those periods. As of the close of business on [voting record date], there were \_\_\_\_\_ shares of common stock outstanding, including \_\_\_\_\_ publicly held shares (shares held by shareholders other than Cheviot Mutual Holding Company), and approximately \_\_\_\_\_ shareholders of record.

The high and low closing prices for the quarterly periods noted below were obtained from the Nasdaq Stock Market.

	Price Per Share		Dividends Paid
	High	Low	
2011			
Fourth quarter (through December _____, 2011)	\$	\$	\$
Third quarter	\$	\$	\$
Second quarter	\$ 9.29	\$ 8.13	\$ 0.12
First quarter	\$ 9.44	\$ 8.18	\$ 0.12
2010			
Fourth quarter	\$ 9.49	\$ 7.22	\$ 0.11
Third quarter	\$ 8.95	\$ 7.55	\$ 0.11
Second quarter	\$ 9.50	\$ 7.53	\$ 0.11
First quarter	\$ 9.49	\$ 8.09	\$ 0.11
2009			
Fourth quarter	\$ 8.32	\$ 5.89	\$ 0.10
Third quarter	\$ 9.00	\$ 6.65	\$ 0.10
Second quarter	\$ 9.80	\$ 7.18	\$ 0.10
First quarter	\$ 7.69	\$ 7.01	\$ 0.10

On July 11, 2011, the business day immediately preceding the public announcement of the conversion, and on \_\_\_\_\_, 2011, the closing prices of Cheviot-Federal common stock as reported on the Nasdaq Capital Market were \$9.08 per share and \$\_\_\_\_\_ per share, respectively. On the effective date of the conversion, all publicly held shares of Cheviot-Federal common stock, including shares of common stock held by our officers and directors, will be converted automatically into and become the right to receive a number of shares of New Cheviot common stock determined pursuant to the exchange ratio. See “The Conversion and Offering—Share Exchange Ratio for Current Shareholders.” Options to purchase shares of Cheviot-Federal common stock will be converted into options to purchase a number of shares of New Cheviot common stock determined pursuant to the exchange ratio, for the same aggregate exercise price. See “Beneficial Ownership of Common Stock.”

## HISTORICAL AND PRO FORMA REGULATORY CAPITAL COMPLIANCE

At June 30, 2011, Cheviot Savings Bank exceeded all of the applicable regulatory capital requirements and was considered “well capitalized.” The table below sets forth the historical equity capital and regulatory capital of Cheviot Savings Bank at June 30, 2011, and the pro forma equity capital and regulatory capital of Cheviot Savings Bank, after giving effect to the sale of shares of common stock at \$8.00 per share. The table assumes the receipt by Cheviot Savings Bank of 50% of the net offering proceeds. See “How We Intend to Use the Proceeds from the Offering.”

	Cheviot Savings Bank Historical at June 30, 2011		Pro Forma at June 30, 2011, Based Upon the Sale in the Offering of (1)							
	Amount	Percent of Assets (3)	4,675,000 Shares Amount	Percent of Assets (3)	5,500,000 Shares Amount	Percent of Assets (3)	6,325,000 Shares Amount	Percent of Assets (3)	7,273,750 Shares (2) Amount	Percent of Assets (3)
	(Dollars in thousands)									
Equity	\$69,368	11.61 %	\$83,975	14.00 %	\$86,663	14.38 %	\$89,352	14.76 %	\$92,442	15.19 %
Core capital Core requirement (4)	\$57,552	9.83 %	\$72,159	12.03 %	\$74,847	12.42 %	\$77,535	12.81 %	\$80,627	13.25 %
Excess	29,270	5.00 %	30,000	5.00 %	30,135	5.00 %	30,269	5.00 %	30,424	5.00 %
	\$28,282	4.83 %	\$42,159	7.03 %	\$44,712	7.42 %	\$47,266	7.81 %	\$50,203	8.25 %
Tier 1 risk-based capital (5)	\$57,552	17.34 %	\$72,159	21.55 %	\$74,847	22.32 %	\$77,535	23.08 %	\$80,627	23.96 %
Risk-based requirement	19,913	6.00 %	20,088	6.00 %	20,120	6.00 %	20,152	6.00 %	20,190	6.00 %
Excess	\$37,639	11.34 %	\$52,071	15.55 %	\$54,727	16.32 %	\$57,383	17.08 %	\$60,437	17.96 %
Total risk-based capital (5)	\$58,938	17.76 %	\$73,545	21.97 %	\$76,233	22.73 %	\$78,921	23.50 %	\$82,013	24.37 %
Risk-based requirement	33,188	10.00 %	33,480	10.00 %	33,534	10.00 %	33,587	10.00 %	33,649	10.00 %
Excess	\$25,750	7.76 %	\$40,065	11.97 %	\$42,699	12.73 %	\$45,334	13.50 %	\$48,364	14.37 %
Reconciliation of capital infused into Cheviot Savings Bank:										
Net proceeds			\$17,551		\$20,767		\$23,984		\$27,682	
Plus: net assets consolidated from MHC			48		48		48		48	
Less: Common stock acquired by stock-based benefit plan			(1,496)		(1,760)		(2,024)		(2,328)	
Less: Common stock acquired by employee stock ownership			(1,496)		(1,760)		(2,024)		(2,328)	

plan				
Pro forma increase	\$ 14,607	\$ 17,295	\$ 19,984	\$ 23,074

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- (1) Pro forma capital levels assume that the employee stock ownership plan purchases 4% of the shares of common stock sold in the stock offering with funds we lend. Pro forma generally accepted accounting principles (“GAAP”) and regulatory capital have been reduced by the amount required to fund this plan. See “Management” for a discussion of the employee stock ownership plan.
  - (2) As adjusted to give effect to an increase in the number of shares which could occur due to a 15% increase in the offering range to reflect demand for the shares or changes in market conditions following the commencement of the offering.
  - (3) Tangible and core capital levels are shown as a percentage of total adjusted assets. Risk-based capital levels are shown as a percentage of risk-weighted assets.
  - (4) The current core capital requirement is 3% of total adjusted assets for financial institutions that receive the highest supervisory rating for safety and soundness and a 4% to 5% core capital ratio requirement for all other financial institutions.
  - (5) Pro forma amounts and percentages assume net proceeds are invested in assets that carry a 20% risk weighting.

## CAPITALIZATION

The following table presents the historical consolidated capitalization of Cheviot-Federal at June 30, 2011 and the pro forma consolidated capitalization of New Cheviot after giving effect to the conversion and offering, based upon the assumptions set forth in the "Pro Forma Data" section.

	Cheviot-Federal		Pro Forma at June 30, 2011							
	Historical at June 30, 2011 (Dollars in thousands)		Based upon the Sale in the Offering at \$8.00 per Share of							
		4,675,000 Shares	5,500,000 Shares	6,325,000 Shares	7,273,750 Shares (1)					
Deposits (2)	\$474,888	\$474,888	\$474,888	\$474,888	\$474,888	\$474,888				
Borrowed funds	44,280	44,280	44,280	44,280	44,280	44,280				
Total deposits and borrowed funds	\$519,168	\$519,168	\$519,168	\$519,168	\$519,168	\$519,168				
Shareholders' equity:										
Preferred stock, \$0.01 par value, 50,000,000 shares authorized (post-conversion) (3)	—	—	—	—	—	—				
Common stock, \$0.01 par value, 100,000,000 shares authorized (post-conversion); shares to be issued as reflected (3) (4)	99	76	89	103	118					
Additional paid-in capital (3)	43,873	78,997	85,417	91,836	99,218					
MHC capital contribution	—	48	48	48	48					
Retained earnings (5)	41,294	41,294	41,294	41,294	41,294					
Accumulated other comprehensive income	203	203	203	203	203					
Less:										
Treasury stock	(12,859 )	(12,859 )	(12,859 )	(12,859 )	(12,859 )	(12,859 )				
Common stock held by employee stock ownership plan (6)	(1,270 )	(2,766 )	(3,030 )	(3,294 )	(3,598 )	(3,598 )				
Common stock to be acquired by stock-based benefit plan (7)	—	(1,496 )	(1,760 )	(2,024 )	(2,328 )	(2,328 )				
Total shareholders' equity	\$71,340	\$103,497	\$109,402	\$115,307	\$122,096					
Pro Forma Shares Outstanding										
Shares offered for sale	—	4,675,000	5,500,000	6,325,000	7,273,750					
Exchange shares issued	—	2,921,896	3,437,525	3,953,153	4,546,126					
Total shares outstanding	8,864,908	7,596,896	8,937,525	10,278,153	11,819,876					
Total shareholders' equity as a percentage of total assets (2)	11.9	%	16.4	%	17.2	%	18.0	%	18.8	%
Tangible equity as a percentage of total assets	10.0	%	14.6	%	15.4	%	16.2	%	17.1	%

- (1) As adjusted to give effect to an increase in the number of shares of common stock that could occur due to a 15% increase in the offering range to reflect demand for shares or changes in market conditions following the commencement of the subscription and community offerings.
- (2) Does not reflect withdrawals from deposit accounts for the purchase of shares of common stock in the conversion and offering. These withdrawals would reduce pro forma deposits and assets by the amount of the withdrawals.
- (3) Cheviot-Federal currently has 5,000,000 authorized shares of preferred stock and 30,000,000 authorized shares of common stock, par value \$0.01 per share. On a pro forma basis, common stock and additional paid-in capital have been revised to reflect the number of shares of New Cheviot common stock to be outstanding.
- (4) No effect has been given to the issuance of additional shares of New Cheviot common stock pursuant to the exercise of options under one or more stock-based benefit plans. If the plans are implemented within the first year after the closing of the offering, an amount up to 10% of the shares of New Cheviot common stock sold in the offering will be reserved for issuance upon the exercise of options under the plans, subject to adjustment as may be required by federal regulations or policy to reflect stock options previously granted by Cheviot-Federal or Cheviot Savings Bank so that the total shares available for issuance upon the exercise of stock options does not exceed 10% of New Cheviot's outstanding shares immediately after the conversion and offering. No effect has been given to the exercise of options currently outstanding. See "Management."

(Footnotes continue on following page)

(continued from previous page)

- (5) The retained earnings of Cheviot Savings Bank will be substantially restricted after the conversion. See “The Conversion and Offering—Liquidation Rights” and “Supervision and Regulation.”
- (6) Assumes that 4% of the shares sold in the offering will be acquired by the employee stock ownership plan financed by a loan from New Cheviot. The loan will be repaid principally from Cheviot Savings Bank’s contributions to the employee stock ownership plan. Since New Cheviot will finance the employee stock ownership plan debt, this debt will be eliminated through consolidation and no liability will be reflected on New Cheviot’s consolidated financial statements. Accordingly, the amount of shares of common stock acquired by the employee stock ownership plan is shown in this table as a reduction of total shareholders’ equity.
- (7) Assumes a number of shares of common stock equal to 4% of the shares of common stock to be sold in the offering will be purchased for grant by one or more stock-based benefit plans. If the stock-based benefit plans are adopted within 12 months following the conversion, the amount reserved for restricted stock awards would be subject to adjustment as may be required by federal regulations or policy to reflect restricted stock previously granted by Cheviot-Federal or Cheviot Savings Bank so that the total shares reserved for restricted stock awards does not exceed 4% of New Cheviot’s outstanding shares immediately after the conversion and offering. The funds to be used by the plan to purchase the shares will be provided by New Cheviot. The dollar amount of common stock to be purchased is based on the \$8.00 per share subscription price in the offering and represents unearned compensation. This amount does not reflect possible increases or decreases in the value of common stock relative to the subscription price in the offering. As New Cheviot accrues compensation expense to reflect the vesting of shares pursuant to the plan, the credit to capital will be offset by a charge to operations. Implementation of the plan will require shareholder approval.

## PRO FORMA DATA

The following pro forma unaudited condensed consolidated statements of financial condition and the pro forma unaudited consolidated statements of income give effect to the proposed offering and the merger with First Franklin Corporation, based on the assumptions set forth below, as if the merger had occurred as of December 31, 2010. The condensed pro forma unaudited consolidated financial statements are based, in part, on the audited consolidated financial statements of Cheviot-Federal and First Franklin Corporation for the year ended December 31, 2010. The pro forma unaudited condensed consolidated financial statements give effect to the offering at historical cost and the merger using the purchase method of accounting as required by accounting principles generally accepted in the United States of America.

The pro forma adjustments in the tables assume the sale of 4,675,000 shares, which is the minimum of the offering range, and 7,273,750 shares, which is the adjusted maximum of the offering range, in the offering. The purchase price for purposes of the pro forma presentation for First Franklin Corporation was calculated as follows:

	December 31, 2010 (In thousands)	
Net assets acquired (not adjusted for purchase accounting)	\$	20,720
Purchase accounting adjustments:		
Fair value of contractual obligations		(4,355 )
Loans receivable, net (1)		(2,462 )
Real estate acquired in foreclosure		(750 )
Certificates of deposit (1)		(2,718 )
Borrowings (1)		(838 )
Other liabilities		427
Fixed assets		1,970
Core deposit intangible (2)		1,298
Tax impact of purchase accounting adjustments		1,079
Goodwill		10,309
Purchase price, net (3)	\$	24,680

- 
- (1) Fair value adjustments are calculated using discounted cash flow analysis using a comparison of portfolio rates to market rates as of December 31, 2010, with such adjustments applied to the December 31, 2010 balances. Fair value adjustments are amortized or accreted using the estimated lives of the respective assets and liabilities. Fair value adjustments for loans receivable also includes credit adjustments applied to both the acquired performing loans and the acquired impaired loans.
- (2) Core deposit intangible reflects the present value benefit of utilizing the acquired core deposits as a funding source relative to wholesale funding costs based on the rates of Federal Home Loan Bank advances. The core deposit intangible is calculated using deposit balances and interest rates as of December 31, 2010. Costs of the acquired core deposits include interest costs, plus estimated operating expenses, less estimated non-interest income to be derived from the core deposits. Acquired core deposits are projected to decay based on assumptions promulgated by the Office of Thrift Supervision. The yield benefit for each period is discounted to present value using a weighted average cost of capital. The core deposit intangibles are amortized over the estimated lives of the core



deposits using an accelerated amortization method.

(3) The composition of the purchase price, net, at December 31, 2010 is as follows (in thousands):

Cash merger consideration	\$24,549
Cash cost of purchasing options, net of taxes	131
Purchase price, net	\$24,680

The net proceeds are based upon the following assumptions:

- (i) 65% of all shares of common stock will be sold in the subscription and community offerings;
- (ii) our executive officers and directors, and their associates, will purchase [insider purchases] shares of common stock;
- (iii) our employee stock ownership plan will purchase 4% of the shares of common stock sold in the offering, with a loan from New Cheviot. The loan will be repaid in substantially equal payments of principal and interest (at the prime rate of interest, calculated as of the date of the origination of the loan) over a period of 20 years. Interest income that we earn on the loan will offset the interest paid by Cheviot Savings Bank;

- (iv) Stifel, Nicolaus & Company, Incorporated will receive a fee equal to 1.0% of the dollar amount of shares of common stock sold in the subscription offering and community offering, 5.5% of the dollar amount of shares sold in the syndicated community offering and up to \$50,000 in the event of a resolicitation. No fee will be paid with respect to shares of common stock purchased by our qualified and non-qualified employee stock benefit plans, or stock purchased by our officers, directors and employees, and their immediate families, and no fee will be paid with respect to exchange shares; and
- (v) total expenses of the offering, other than the fees to be paid to Stifel, Nicolaus & Company, Incorporated, and other broker-dealers in the syndicated community offering, will be \$1,063,000.

In addition, the expenses of the offering and the merger may vary from those estimated, and the fees paid to Stifel, Nicolaus & Company, Incorporated will vary from the amounts estimated if the amount of shares of New Cheviot common stock sold varies from the amounts assumed above or if a different percentage of shares is sold in the syndicated community offering. These items, net of income tax effects, are shown as a reduction in shareholders' equity in the following tables, but are not shown as a reduction in net income for the periods shown in the following tables.

Pro forma net earnings has been calculated for the six months ended June 30, 2011 and for the year ended December 31, 2010 as if the shares of New Cheviot common stock to be issued in the offering had been sold and the merger consideration had been paid as of the beginning of the period. Historical and pro forma per share amounts have been calculated by dividing historical and pro forma amounts by the indicated number of shares of New Cheviot common stock.

The unaudited condensed consolidated pro forma statements of financial condition assume the offering and merger were consummated on June 30, 2011. The pro forma unaudited statements are provided for informational purposes only. The pro forma financial information presented is not necessarily indicative of the actual results that would have been achieved had the offering and merger been consummated on June 30, 2011, January 1, 2011 or January 1, 2010, and is not indicative of future results. The pro forma unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto of Cheviot-Federal and First Franklin Corporation contained elsewhere in this prospectus.

Shareholders' equity represents the resulting book value of the common shareholders' ownership of New Cheviot and First Franklin Corporation computed in accordance with accounting principles generally accepted in the United States of America. Pro forma shareholders' equity and book value are not intended to represent the fair market value of the common stock and, due to the existence of the tax bad debt reserve and intangible assets, may be different than amounts that would be available for distribution to shareholders in the event of liquidation.

Unaudited pro forma net earnings and common shareholders' equity derived from the above assumptions are qualified by the statements set forth under this caption and should not be considered indicative of the market value of New Cheviot common stock or the actual results of operations of New Cheviot and First Franklin Corporation for any period. Such pro forma data may be materially affected by the actual gross proceeds from the sale of shares of New Cheviot in the offering and the actual expenses incurred in connection with the offering and the merger.

Pro forma merger adjustments to net income include entries to reflect the estimated fair value adjustments to financial assets and liabilities and the amortization of identifiable intangible assets created in the acquisition. Excluded from the calculation of pro forma net income are any adjustments to reflect the estimated interest income to be earned on the net proceeds of the offering, the estimated interest income to be foregone on the cash required to fund the merger with First Franklin Corporation and related expenses, and other estimated expense reductions from consolidating the operations of First Franklin Corporation with those of New Cheviot.



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The following table presents pro forma balance sheet information at December 31, 2010 at the minimum of the offering range, assuming the sale of 4,675,000 shares in the offering.

Pro Forma Unaudited Condensed Consolidated Statement of Financial Condition  
December 31, 2010

	Cheviot-Federal Historical	Offering Adjustments (1)		New Cheviot Pro Forma as Converted (In thousands)	First Franklin Corporation Historical	Merger Adjustments (2)		New Cheviot Pro Forma Consolidated
Assets								
Cash and cash equivalents	\$ 18,149	\$ 32,157	(3)	\$ 50,306	\$ 8,924	\$ (29,035)	(9)	\$ 30,195
Investment securities available for sale	88,382	—		88,382	15,821	—		104,203
Mortgage-backed securities available for sale	4,279	—		4,279	2,151	—		6,430
Mortgage-backed securities held to maturity	4,779	—		4,779	2,644	—		7,423
Loans receivable, net	220,998	—		220,998	202,414	(2,462)	(10)	420,950
Loans held for sale	4,440	—		4,440	15,427	—		19,867
Real estate acquired through foreclosure	2,007	—		2,007	2,818	(750)	(11)	4,075
Office premises and equipment	4,610	—		4,610	3,130	1,970	(12)	9,710
Federal Home Loan Bank stock, at cost	3,375	—		3,375	4,991	—		8,366
Bank owned life insurance	3,791	—		3,791	6,201	—		9,992
Goodwill	—	—		—	—	10,309	(13)	10,309
Core deposit intangible	—	—		—	—	1,298	(14)	1,298
Other	3,259	—		3,259	6,893	1,079	(15)	11,231
Total assets	\$ 358,069	\$ 32,157		\$ 390,226	\$ 271,414	\$ (17,591)		\$ 644,049
Liabilities								
Deposits	\$ 257,852	\$ —		\$ 257,852	\$ 223,437	\$ 2,718	(16)	\$ 484,007
Federal Home Loan Bank advances	27,300	—	(4)	27,300	22,952	838	(17)	51,090
Other liabilities	3,498	—		3,498	4,232	(427)		7,303
Total liabilities	288,650	—		288,650	250,621	3,129		542,400
Minority interest in consolidated subsidiary	—	—		—	73	—		73

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Shareholders' equity								
Preferred stock								
Common stock	99	(23	) (5)	76	13	(13	) (18)	76
Additional paid-in capital	43,878	35,172	(6)	79,050	6,282	(6,282	) (18)	79,050
Retained earnings	40,655	—		40,655	17,808	(17,808	) (19)	40,655
Accumulated other comprehensive	(1,051 )	—		(1,051 )	(113 )	113	(18)	(1,051 )
Treasury stock	(12,860 )	—		(12,860 )	(3,270 )	3,270	(18)	(12,860 )
Employee stock ownership plan	(1,302 )	(1,496 )	(7)	(2,798 )	—	—		(2,798 )
Equity incentive plan	—	(1,496 )	(8)	(1,496 )	—	—		(1,496 )
Total equity	69,419	32,157		101,576	20,720	(20,720 )		101,576
Total liabilities and equity	\$358,069	\$ 32,157		\$ 390,226	\$ 271,414	\$ (17,591 )		\$ 644,049

(footnotes begin on following page)

(1) Shows the effect of the conversion at the minimum of the offering range including establishment of an Employee Stock Ownership Plan that will acquire 4% of the shares sold in the offering. The Employee Stock Ownership Plan will purchase shares in the offering and in open market purchases. The Employee Stock Ownership Plan loan will be amortized over 20 years on a straight line basis. The Employee Stock Ownership Plan expense shown reflects the estimated amortization expense on a pretax basis. Subject to receipt of shareholder approval, New Cheviot also intends to adopt a stock-based incentive plan that will purchase an amount of shares equal to 4% of the shares sold in the offering for awards as restricted stock. It is assumed that the stock-based benefit plan will purchase shares in the open market after receiving shareholder approval. Open market purchases are assumed at \$8.00 per share.

(2) Reflects the acquisition accounting adjustments related to the acquisition of First Franklin based on a price of \$14.50 per share in cash.

(3) Calculated as follows:

	(in thousands)
Gross proceeds of offering	\$ 37,400
Estimated expenses	(2,299 )
Net assets consolidated from the MHC	48
Common stock acquired by ESOP	(1,496 )
Common stock acquired by stock-based incentive plan	(1,496 )
Pro forma adjustment	\$ 32,157

(4) The Employee Stock Ownership Plan loan is funded internally with a loan from New Cheviot, thus no borrowing liability is recorded on the consolidated balance sheet of New Cheviot.

(5) Adjustment to par value to reflect pro forma common shares, par value \$0.01 per share, outstanding after the second step conversion.

(6) Calculated as follows:

	(in thousands)
Net proceeds of offering	\$ 35,101
Net assets consolidated from the MHC	48
Par value adjustment	23
Pro forma adjustment	\$ 35,172

(7) Contra-equity account established to reflect the obligation to repay the loan to the Employee Stock Ownership Plan.

(8) Contra-equity account established to reflect the stock-based incentive plan.

(9) Merger consideration paid to shareholders of First Franklin (including option payments) and contractual obligations paid in cash.

	(in thousands)
Merger consideration	\$ 24,680
Merger related contractual obligations	4,355
Total cash adjustment	\$ 29,035

(10) Fair value adjustment reflects the net effect of reversing the existing allowance for loan losses and recording the loan portfolio at fair value. Fair value calculations included a credit component that resulted in a non-accretable yield differential. There was no yield component recorded as the portfolio yield on non-impaired loans closely approximated market rates on the acquisition date. The credit component for impaired loans reflects the fair value of loans based on their estimated recovery amount, an estimated holding period and a risk-adjusted discount rate.

(11) Adjustment to reflect the estimated fair value of the real estate acquired in foreclosure acquired with First Franklin.

(12) Adjustment to reflect the estimated fair value of premises and equipment acquired with First Franklin.

(footnotes continue on following page)

(13) Goodwill is an intangible asset that is not subject to amortization. The goodwill balance will be tested annually for impairment. Goodwill is calculated as follows:

	Calculation of Goodwill (In thousands, except per share data)	
Purchase price per share	\$	14.50
Number of First Franklin shares acquired		1,693
Total value of First Franklin's common stock		24,549
Fair value of the outstanding employee stock awards, net of tax		131
Purchase price, net		24,680
Less: acquired shareholders' equity		(20,720 )
Plus: taxable purchase accounting adjustments:		
Fair value of contractual obligations		4,355
Fair value adjustment for acquired loans, net		2,462
Fair value adjustment for real estate acquired in foreclosure		750
Fair value adjustment for acquired CDs		2,718
Fair value adjustment for acquired borrowings		838
Fair value adjustment for fixed assets		(1,970 )
Fair value adjustment for other liabilities		(427 )
Core deposit intangible		(1,298 )
Deferred tax benefits of purchase price adjustments, net of deferred tax valuation allowance		(1,079 )
Goodwill	\$	10,309

(14) Core deposit intangible is an identifiable intangible asset representing the economic value of the acquired First Franklin core deposit base, calculated as the present value benefit of funding operations with the acquired core deposit base versus using an alternative wholesale funding source. The core deposit intangible asset is amortized into expense on an accelerated basis.

(15) Deferred tax asset created as a result of purchase accounting, net of valuation allowance.

(16) Fair value adjustment to reflect the difference between portfolio yields and market rates as of the closing date for time deposits acquired. The fair value adjustment is estimated using present value analysis and is accreted into income over the lives of the related time deposits.



- (17) Fair value adjustment to reflect the difference between portfolio costs and market rates for borrowings with comparable maturities. The fair value adjustment is accreted into income over the lives of the related borrowings.
- (18) Existing equity accounts of First Franklin are eliminated.
- (19) Reflects elimination of existing retained earnings of First Franklin.

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The following table presents pro forma balance sheet information at December 31, 2010 at the adjusted maximum of the offering range, assuming the sale of 7,273,750 shares in the offering.

Pro Forma Unaudited Condensed Consolidated Statement of Financial Condition  
December 31, 2010

	Cheviot-Federal Historical	Offering Adjustments (1)		New Cheviot Pro Forma as Converted (In thousands)	First Franklin Corporation Historical	Merger Adjustments (2)		New Cheviot Pro Forma Consolidated
Assets								
Cash and cash equivalents	\$18,149	\$ 50,756	(3)	\$68,905	\$ 8,924	\$ (29,035)	(9)	\$ 48,794
Investment securities available for sale	88,382	—		88,382	15,821	—		104,203
Mortgage-backed securities available for sale	4,279	—		4,279	2,151	—		6,430
Mortgage-backed securities held to maturity	4,779	—		4,779	2,644	—		7,423
Loans receivable, net	220,998	—		220,998	202,414	(2,462)	(10)	420,950
Loans held for sale	4,440	—		4,440	15,427	—		19,867
Real estate acquired through foreclosure	2,007	—		2,007	2,818	(750)	(11)	4,075
Office premises and equipment	4,610	—		4,610	3,130	1,970	(12)	9,710
Federal Home Loan Bank stock, at cost	3,375	—		3,375	4,991	—		8,366
Bank owned life insurance	3,791	—		3,791	6,201	—		9,992
Goodwill	—	—		—	—	10,309	(13)	10,309
Core deposit intangible	—	—		—	—	1,298	(14)	1,298
Other	3,259	—		3,259	6,893	1,079	(15)	11,231
Total assets	\$358,069	\$ 50,756		\$408,825	\$ 271,414	\$ (17,591)		\$ 662,648
Liabilities								
Deposits	\$257,852	\$ —		\$257,852	\$ 223,437	\$ 2,718	(16)	\$ 484,007
Federal Home Loan Bank advances	27,300	—	(4)	27,300	22,952	838	(17)	51,090
Other liabilities	3,498	—		3,498	4,232	(427)		7,303
Total liabilities	288,650	—		288,650	250,621	3,129		542,400
Minority interest in consolidated subsidiary	—	—		—	73	—		73

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Shareholders' equity								
Preferred stock								
Common stock	99	19	(5)	118	13	(13	) (18)	118
Additional paid-in capital								
Retained earnings	43,878	55,393	(6)	99,271	6,282	(6,282	) (18)	99,271
Accumulated other comprehensive	40,655	—		40,655	17,808	(17,808	) (19)	40,655
Treasury stock	(1,051 )	—		(1,051 )	(113 )	113	(18)	(1,051 )
Employee stock ownership plan	(12,860 )	—		(12,860 )	(3,270 )	3,270	(18)	(12,860 )
Equity incentive plan	(1,302 )	(2,328 )	(7)	(3,630 )	—	—		(3,630 )
Total equity	—	(2,328 )	(8)	(2,328 )	—	—		(2,328 )
Total equity	69,419	50,756		120,175	20,720	(20,720 )		120,175
Total liabilities and equity								
	\$358,069	\$ 50,756		\$408,825	\$ 271,414	\$ (17,591 )		\$ 662,648

(footnotes begin on next page)

- (1) Shows the effect of the conversion at the adjusted maximum of the offering range including establishment of an Employee Stock Ownership Plan that will acquire 4% of the shares sold in the offering. The Employee Stock Ownership Plan will purchase shares in the offering and in open market purchases. The Employee Stock Ownership Plan loan will be amortized over 20 years on a straight line basis. The Employee Stock Ownership Plan expense shown reflects the estimated amortization expense on a pretax basis. Subject to receipt of shareholder approval, New Cheviot also intends to adopt a stock-based incentive plan that will purchase an amount of shares equal to 4% of the shares sold in the offering for awards as restricted stock. It is assumed that the stock-based benefit plan will purchase shares in the open market after receiving shareholder approval. Open market purchases are assumed at \$8.00 per share.
- (2) Reflects the acquisition accounting adjustments related to the acquisition of First Franklin based on a price of \$14.50 per share in cash.

(3) Calculated as follows:

	(in thousands)
Gross proceeds of offering	\$ 58,190
Estimated expenses	(2,826 )
Net assets consolidated from the MHC	48
Common stock acquired by ESOP	(2,328 )
Common stock acquired by stock-based incentive plan	(2,328 )
Pro forma adjustment	\$ 50,756

- (4) The Employee Stock Ownership Plan loan is funded internally with a loan from New Cheviot, thus no borrowing liability is recorded on the consolidated balance sheet of New Cheviot.
- (5) Adjustment to par value to reflect pro forma common shares, par value \$0.01 per share, outstanding after the second step conversion.

(6) Calculated as follows:

	(in thousands)
Net proceeds of offering	\$ 55,364
Net assets consolidated from the MHC	48
Par value adjustment	(19 )
Pro forma adjustment	\$ 55,393

- (7) Contra-equity account established to reflect the obligation to repay the loan to the Employee Stock Ownership Plan.

- (8) Contra-equity account established to reflect the stock-based incentive plan.  
 (9) Merger consideration paid to shareholders of First Franklin (including option payments) and contractual obligations paid in cash.

	(in thousands)
Merger consideration	\$ 24,680
Merger related contractual obligations	4,355
Total cash adjustment	\$ 29,035

- (10) Fair value adjustment reflects the net effect of reversing the existing allowance for loan losses and recording the loan portfolio at fair value. Fair value calculations included a credit component that resulted in a non-accretable yield differential. There was no yield component recorded as the portfolio yield on non-impaired loans closely approximated market rates on the acquisition date. The credit component for non-impaired loans reflects an estimate of credit losses based on charge-off rates for regional institutions. The credit component for impaired loans reflects the fair value of loans based on their estimated recovery amount, an estimated holding period and a risk-adjusted discount rate.
- (11) Adjustment to reflect the estimated fair value of the real estate acquired in foreclosure acquired with First Franklin.
- (12) Adjustment to reflect the estimated fair value of premises and equipment acquired with First Franklin.

(footnotes continue on next page)

(13) Goodwill is an intangible asset that is not subject to amortization. The goodwill balance will be tested annually for impairment. Goodwill is calculated as follows:

	Calculation of Goodwill (In thousands, except per share data)	
Purchase price per share	\$	14.50
Number of First Franklin shares acquired		1,693
Total value of First Franklin's common stock		24,549
Fair value of the outstanding employee stock awards, net of tax		131
Purchase price, net		24,680
Less: acquired shareholders' equity		(20,720 )
Plus: taxable purchase accounting adjustments:		
Fair value of contractual obligations		4,355
Fair value adjustment for acquired loans, net		2,462
Fair value adjustment for real estate acquired in foreclosure		750
Fair value adjustment for acquired CDs		2,718
Fair value adjustment for acquired borrowings		838
Fair value adjustment for fixed assets		(1,970 )
Fair value adjustment for other liabilities		(427 )
Core deposit intangible		(1,298 )
Deferred tax benefits of purchase price adjustments, net of deferred tax valuation allowance		(1,079 )
Goodwill	\$	10,309

(14) Core deposit intangible is an identifiable intangible asset representing the economic value of the acquired First Franklin core deposit base, calculated as the present value benefit of funding operations with the acquired core deposit base versus using an alternative wholesale funding source. The core deposit intangible asset is amortized into expense on an accelerated basis.

(15) Deferred tax asset created as a result of purchase accounting, net of valuation allowance.

(16) Fair value adjustment to reflect the difference between portfolio yields and market rates as of the closing date for time deposits acquired. The fair value adjustment is estimated using present value analysis and is accreted into income over the lives of the related time deposits.

- (17) Fair value adjustment to reflect the difference between portfolio costs and market rates for borrowings with comparable maturities. The fair value adjustment is accreted into income over the lives of the related borrowings.
- (18) Existing equity accounts of First Franklin are eliminated.
- (19) Reflects elimination of existing retained earnings of First Franklin.

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The following table presents pro forma income statement information for the year ended December 31, 2010 at the minimum of the offering range, assuming the sale of 4,675,000 shares in the offering.

Pro Forma Unaudited Condensed Consolidated  
Statement of Income  
For the Year Ended December 31, 2010

	Cheviot-Federal Historical	Offering Adjustments (1)	New Cheviot Pro Forma as Converted	First Franklin Corporation Historical	Merger Adjustments (3)	New Cheviot Pro Forma Consolidated
(In thousands, except per share data)						
Interest income	\$ 15,438	\$ —	\$ 15,438	\$ 13,148	\$ —	\$ 28,586
Interest expense	(4,698 )	—	(4,698 )	(6,432 )	1,705 (4)	(9,425 )
Net interest income	10,740	—	10,740	6,716	1,705	19,161
Provision for loan losses	(550 )	—	(550 )	(1,967 )	—	(2,517 )
Net interest income after provision for loan losses	10,190	—	10,190	4,749	1,705	16,644
Noninterest income	1,323	—	1,323	5,828	—	7,151
Noninterest expense	(8,540 )	(75 ) (2)	(8,615 )	(13,430 )	(424 ) (5)	(22,469 )
Income before income taxes	2,973	(75 )	2,898	(2,853 )	1,281	1,326
Income tax expense	(995 )	26	(969 )	1,282	(436 ) (6)	(123 )
Net income	\$ 1,978	\$ (49 )	\$ 1,929	\$ (1,571 )	\$ 845	\$ 1,203
Basic earnings per share (7)	\$ 0.23	—	\$ 0.26	\$ (0.93 )	—	\$ 0.16
Diluted earnings per share (7)	\$ 0.23	—	\$ 0.26	\$ (0.91 )	—	\$ 0.16

(1) Shows the effect of the conversion at the minimum of the offering range including establishment of an Employee Stock Ownership Plan that will acquire 4% of the shares sold in the offering. The Employee Stock Ownership Plan will purchase shares in the offering and in open market purchases. The Employee Stock Ownership Plan loan will be amortized over 20 years on a straight line basis. The Employee Stock Ownership Plan expense shown reflects the estimated amortization expense on a pretax basis. Subject to receipt of shareholder approval, New Cheviot also intends to adopt a stock-based incentive plan that will purchase an amount of shares equal to 4% of the shares sold in the offering for awards as restricted stock and 10% of the shares sold in the offering for issuance upon the exercise of stock options. It is assumed that the stock-based benefit plan will purchase shares in the open market after receiving shareholder approval. Open market purchases are assumed at \$8.00 per share. Pursuant to an application of the Black-Scholes option pricing model, the stock options are assumed to have a value of \$2.36 per option. This value is assumed to be expensed over the five year vesting period for the options and 25% of the option expense is assumed to be deductible for income tax purposes. Adjustments to record estimated stock-based incentive plan expense and reinvestment income on the net proceeds of the offering will be recorded as incurred. Since these estimates are speculative, they are not reflected in the calculations of pro forma income. The estimated interest income at the minimum of the offering range is \$566,000 pretax for the year ended



December 31, 2010. The estimated interest income assumes net cash proceeds are reinvested at an average pretax yield of 1.76% for the year ended December 31, 2010. The yield approximates the yield on a five year U.S. Treasury security at June 30, 2011. The estimated expense of the restricted stock assuming gross proceeds of \$37.4 million is \$299,000 pretax for the year ended December 31, 2010. The estimated expense for the stock options assuming gross proceeds of \$37.4 million is \$221,000 pretax for the year ended December 31, 2010. The Employee Stock Ownership Plan loan is amortized over 20 years on a straight line basis. All income and expense assumes a marginal effective rate of 34.0%.

- (2) Employee Stock Ownership Plan loan with a balance of \$1.5 million and an amortization period of 20 years straight line. Employee Stock Ownership Plan loan is assumed to be funded internally, so no interest expense is recorded expense is recorded on the consolidated income statement for New Cheviot. Employee Stock Ownership Plan expense thus reflects only the amortization of principal for the period shown.
- (3) Reflects the purchase accounting and acquisition adjustments related to the acquisition of First Franklin for a price of \$14.50 per share in cash.

(footnotes continue on next page)

(4) Adjustment to interest expense is calculated as follows:

	(in thousands)
Amortization of deposit premium from purchase accounting	\$ 1,284
Accretion of borrowings premium from purchase accounting	421
Adjustment to interest expense	\$ 1,705

(5) Adjustment to non-interest expense is calculated as follows:

	(in thousands)	
Amortization of core deposit intangible	\$ 358	
Depreciation of market value adjustment for fixed assets	66	(assumes 30 year depreciation applied to writeup)
Adjustment to non-interest expense	\$ 424	

(6) Marginal tax rate of 34.0%

(7) Calculated based on shares outstanding for EPS purposes as follows:

	Cheviot Federal Historical	Offering Adjustments (*)	New Cheviot Pro Forma as Converted	First Franklin Corporation Historical	Merger Adjustments	New Cheviot Pro Forma Consolidated
Basic EPS	8,723,463	(1,425,431)	7,298,032	1,685,684	(1,684,684)	7,298,032
Diluted EPS	8,731,904	(1,426,638)	7,305,266	1,718,614	(1,718,614)	7,305,266

*Shares	Basic shares	Diluted shares
Exchange ratio	0.8570	
Adjusted for exchange ratio	7,475,682	7,482,916
Less: shares to be acquired by the ESOP	(187,000 )	(187,000 )
Plus: ESOP shares allocated or committed to be released	9,350	9,350
Less: pre-conversion shares	(8,723,463)	(8,731,904)
Weighted average shares outstanding adjustment	(1,425,431)	(1,426,638)

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The following table presents pro forma income statement information for the year ended December 31, 2010 at the adjusted maximum of the offering range, assuming the sale of 7,273,750 shares in the offering.

Pro Forma Unaudited Condensed Consolidated  
Statement of Income  
For the Year Ended December 31, 2010

	Cheviot-Federal Historical	Offering Adjustments (1)	New Cheviot Pro Forma as Converted	First Franklin Corporation Historical	Merger Adjustments (3)	New Cheviot Pro Forma Consolidated
	(In thousands, except per share data)					
Interest income	\$ 15,438	\$ —	\$ 15,438	\$ 13,148	\$ —	\$ 28,586
Interest expense	(4,698 )	—	(4,698 )	(6,432 )	1,705	(9,425 )
Net interest income	10,740	—	10,740	6,716	1,705	19,161
Provision for loan losses	(550 )	—	(550 )	(1,967 )	—	(2,517 )
Net interest income after provision for loan losses	10,190	—	10,190	4,749	1,705	16,644
Noninterest income	1,323	—	1,323	5,828	—	7,151
Noninterest expense	(8,540 )	(116 ) (2)	(8,656 )	(13,430 )	(424 ) (5)	(22,510 )
Income before income taxes	2,973	(116 )	2,857	(2,853 )	1,281	1,285
Income tax expense	(995 )	39	(956 )	1,282	(436 ) (6)	(110 )
Net income	\$ 1,978	\$ (77 )	\$ 1,901	\$ (1,571 )	\$ 845	\$ 1,175
Basic earnings per share (7)	\$ 0.23	—	\$ 0.17	\$ (0.93 )	—	\$ 0.10
Diluted earnings per share (7)	\$ 0.23	—	\$ 0.17	\$ (0.91 )	—	\$ 0.10

(1) Shows the effect of the conversion at the adjusted maximum of the offering range including establishment of an Employee Stock Ownership Plan that will acquire 4% of the shares sold in the offering. The Employee Stock Ownership Plan will purchase shares in the offering and in open market purchases. The Employee Stock Ownership Plan loan will be amortized over 20 years on a straight line basis. The Employee Stock Ownership Plan expense shown reflects the estimated amortization expense on a pretax basis. Subject to receipt of shareholder approval, New Cheviot also intends to adopt a stock-based incentive plan that will purchase an amount of shares equal to 4% of the shares sold in the offering for awards as restricted stock and 10% of the shares sold in the offering for issuance upon the exercise of stock options. It is assumed that the stock-based benefit plan will purchase shares in the open market after receiving shareholder approval. Open market purchases are assumed at \$8.00 per share. Pursuant to an application of the Black-Scholes option pricing model, the stock options are assumed to have a value of \$2.36 per option. This value is assumed to be expensed over the five year vesting period for the options and 25% of the option expense is assumed to be deductible for income tax purposes. Adjustments to record estimated stock-based incentive plan expense and reinvestment income on the net proceeds of the offering will be recorded as incurred. Since these estimates are speculative, they are not reflected in the calculations of pro forma income. The estimated interest income at the adjusted maximum of the offering range is \$893,000 pretax for the year ended December 31, 2010. The estimated interest income assumes net cash

proceeds are reinvested at an average pretax yield of 1.76% for the year ended December 31, 2010. The yield approximates the yield on a five year U.S. Treasury security at June 30, 2011. The estimated expense of the restricted stock assuming gross proceeds of \$58.2 million is \$466,000 pretax for the year ended December 31, 2010. The estimated expense for the stock options assuming gross proceeds of \$58.2 million is \$343,000 pretax for the year ended December 31, 2010. The Employee Stock Ownership Plan loan is amortized over 20 years on a straight line basis. All income and expense assumes a marginal effective rate of 34.0%.

- (2) Employee Stock Ownership Plan loan with a balance of \$2.3 million and an amortization period of 20 years straight line. Employee Stock Ownership Plan loan is assumed to be funded internally, so no interest expense is recorded expense is recorded on the consolidated income statement for New Cheviot. Employee Stock Ownership Plan expense thus reflects only the amortization of principal for the period shown.
- (3) Reflects the purchase accounting and acquisition adjustments related to the acquisition of First Franklin for a price of \$14.50 per share in cash.

(footnotes continue on next page)

(4) Adjustment to interest expense is calculated as follows:

	(in thousands)
Amortization of deposit premium from purchase accounting	\$ 1,284
Accretion of borrowings premium from purchase accounting	421
Adjustment to interest expense	\$ 1,705

(5) Adjustment to non-interest expense is calculated as follows:

	(in thousands)	
Amortization of core deposit intangible	\$ 358	
Depreciation of market value adjustment for fixed assets	66	(assumes 30 year depreciation applied to writeup)
Adjustment to non-interest expense	\$ 424	

(6) Marginal tax rate of 34.0%

(7) Calculated based on shares outstanding for EPS purposes as follows:

	Cheviot Federal Historical	Offering Adjustments (*)	New Cheviot Pro Forma as Converted	First Franklin Corporation Historical	Merger Adjustments	New Cheviot Pro Forma Consolidated
Basic EPS	8,723,463	2,631,417	11,354,880	1,685,684	(1,685,684)	11,354,880
Diluted EPS	8,731,904	2,634,230	11,366,134	1,718,614	(1,718,614)	11,366,134
<b>*Shares</b>		<b>Basic shares</b>	<b>Diluted shares</b>			
Exchange ratio	1.333					
Adjusted for exchange ratio		11,631,282	11,642,536			
Less: shares to be acquired by the ESOP		(290,950 )	(290,950 )			
Plus: ESOP shares allocated or committed to be released		14,548	14,548			
Less: pre-conversion shares		(8,723,463 )	(8,731,904 )			
Weighted average shares outstanding adjustment		2,631,417	2,634,230			



#### Additional Pro Forma Data

The following tables show information about Cheviot-Federal's and First Franklin Corporation's historical combined consolidated net income and shareholders' equity as of and for the year ended December 31, 2010 prior to the offering and merger and New Cheviot's pro forma consolidated net income and shareholders' equity as of and for the year ended December 31, 2010. The following tables also show information about Cheviot-Federal's historical combined consolidated net income and shareholders' equity as of and for the six months ended June 30, 2011 prior to the offering and New Cheviot's pro forma consolidated net income and shareholders' equity as of and for the six months ended June 30, 2011. The actual net proceeds from the sale of the shares of common stock cannot be determined until the offering is completed. Net proceeds indicated in the following tables are based upon the assumptions described in "Pro Forma Unaudited Condensed Consolidated Financial Statement Giving Effect to the Conversion and Acquisition."

We calculated pro forma consolidated net income for the six months ended June 30, 2011, and the year ended December 31, 2010, as if the estimated net proceeds we received had been invested at the beginning of the period at an assumed interest rate of 1.76% (1.16% on an after-tax basis). This represents the yield on the five-year U.S. Treasury Note as of June 30, 2011 and December 31, 2010, which, in light of current market interest rates, we consider to more accurately reflect the pro forma reinvestment rate than the arithmetic average of the weighted average yield earned on our interest earning assets and the weighted average rate paid on our deposits, which is the reinvestment rate generally required by federal regulations.

We further believe that the reinvestment rate is factually supportable because:

the yield on the U.S Treasury Note can be determined and/or estimated from third-party sources; and

we believe that U.S. Treasury securities are not subject to credit losses due to a U.S. Government guarantee of payment of principal and interest.

We calculated historical and pro forma per share amounts by dividing historical and pro forma amounts of consolidated net income and shareholders' equity by the indicated number of shares of common stock. We adjusted these figures to give effect to the shares of common stock purchased by the employee stock ownership plan. We computed per share amounts for each period as if the shares of common stock were outstanding at the beginning of each period, but we did not adjust per share historical or pro forma shareholders' equity to reflect the earnings on the estimated net proceeds.

The pro forma table gives effect to the implementation of one or more stock-based benefit plans. Subject to the receipt of shareholder approval, we have assumed that the stock-based benefit plans will acquire for restricted stock awards a number of shares of common stock equal to 4% of the shares of common stock sold in the stock offering at the same price for which they were sold in the stock offering. We assume that awards of common stock granted under the plans vest over a five-year period.

We have also assumed that the stock-based benefit plans will grant options to acquire shares of common stock equal to 10% of the shares of common stock sold in the stock offering. In preparing the table below, we assumed that shareholder approval was obtained, that the exercise price of the stock options and the market price of the stock at the date of grant were \$10.00 per share and that the stock options had a term of ten years and vested over five years. We applied the Black-Scholes option pricing model to estimate a grant-date fair value of \$2.36 for each option. In addition to the terms of the options described above, the Black-Scholes option pricing model assumed an estimated volatility rate of 35.72% for the shares of common stock, a dividend yield of 3.50%, an expected option life of 10 years and a risk-free rate of return of 3.15%.

We may grant options and award shares of common stock under one or more stock-based benefit plans in excess of 10% and 4%, respectively, of the shares of common stock sold in the stock offering and that vest sooner than over a five-year period if the stock-based benefit plans are adopted more than one year following the stock offering.



As discussed under “How We Intend to Use the Proceeds from the Stock Offering,” we intend to contribute 50% of the net proceeds from the stock offering to Cheviot Savings Bank, and we will retain the remainder of the net proceeds from the stock offering. We will use a portion of the proceeds we retain for the purpose of making a loan to the employee stock ownership plan and retain the rest of the proceeds for future use.

The pro forma table does not give effect to:

withdrawals from deposit accounts for the purpose of purchasing shares of common stock in the stock offering;

our results of operations after the stock offering; or

changes in the market price of the shares of common stock after the stock offering.

The following pro forma information may not be representative of the financial effects of the offering at the dates on which the offering actually occurs, and should not be taken as indicative of future results of operations. Pro forma consolidated shareholders’ equity represents the difference between the stated amounts of our assets and liabilities. The pro forma shareholders’ equity is not intended to represent the fair market value of the shares of common stock and may be different than the amounts that would be available for distribution to shareholders if we liquidated. Moreover, pro forma shareholders’ equity per share does not give effect to the liquidation accounts to be established in the conversion or, in the unlikely event of a liquidation of Cheviot Savings Bank, to the tax effect of the recapture of the bad debt reserve. See “The Conversion and Offering—Liquidation Rights.”

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At or for the Six Months Ended June 30, 2011

Based upon the Sale at \$8.00 Per Share of

	4,675,000	5,500,000	6,325,000	7,273,750
	Shares	Shares	Shares	Shares (1)

(Dollars in thousands, except per share amounts)

Gross proceeds of offering	\$37,400	\$44,000	\$50,600	\$58,190
Market value of shares issued in the exchange	23,375	27,500	31,625	36,369
Pro forma market capitalization	\$60,775	\$71,500	\$82,225	\$94,559
Gross proceeds of offering	\$37,400	\$44,000	\$50,600	\$58,190
Expenses	2,299	2,466	2,633	2,826
Estimated net proceeds	35,101	41,534	47,967	55,364
Common stock purchased by employee stock ownership plan	(1,496 )	(1,760 )	(2,024 )	(2,328 )
Common stock purchased by stock-based benefit plan	(1,496 )	(1,760 )	(2,024 )	(2,328 )
Estimated net proceeds, as adjusted	\$32,109	\$38,014	\$43,919	\$50,708
For the Six Months Ended June 30, 2011				
Consolidated net earnings:				
Historical	\$1,455	\$1,455	\$1,455	\$1,455
Pro forma adjustments:				
Income on adjusted net proceeds	187	221	255	295
Employee stock ownership plan (2)	(25 )	(29 )	(33 )	(38 )
Stock awards (3)	(99 )	(116 )	(134 )	(154 )
Stock options (4)	(101 )	(119 )	(137 )	(157 )
Pro forma net income	\$1,417	\$1,412	\$1,406	\$1,401
Earnings per share (5):				
Historical	\$0.18	\$0.15	\$0.13	\$0.11
Pro form adjustments:				
Income on adjusted net proceeds	0.03	0.03	0.03	0.03
Employee stock ownership plan (2)	—	—	—	—
Stock awards (3)	(0.01 )	(0.01 )	(0.01 )	(0.01 )
Stock options (4)	(0.01 )	(0.01 )	(0.01 )	(0.01 )
Pro forma earnings per share (5)	\$0.19	\$0.16	\$0.14	\$0.12
Offering price to pro forma net earnings per share	21.05 x	25.00 x	28.57 x	33.33 x
Number of shares used in earnings per share calculations	7,322,768	8,615,022	9,907,274	11,393,365

At June 30, 2011

Shareholders' equity:

Historical	\$71,340	\$71,340	\$71,340	\$71,340
Estimated net proceeds	35,101	41,534	47,967	55,364
Equity increase from the mutual holding company	48	48	48	48
Common stock acquired by employee stock ownership plan (2)	(1,496 )	(1,760 )	(2,024 )	(2,328 )
	(1,496 )	(1,760 )	(2,024 )	(2,328 )

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Common stock acquired by stock-based benefit plan (3)							
Pro forma shareholders' equity	\$103,497		\$109,402		\$115,307		\$122,096
Intangible assets	\$(11,517)	)	\$(11,517)	)	\$(11,517)	)	\$(11,517)
Pro forma tangible shareholders' equity (6)	\$91,980		\$97,885		\$103,790		\$110,579
Shareholders' equity per share: (7)							
Historical	\$9.39		\$7.98		\$6.95		\$6.04
Estimated net proceeds	4.62		4.65		4.67		4.69
Plus: Assets received from the mutual holding company	0.01		0.01		—		—
Common stock acquired by employee stock ownership plan (2)	(0.20)	)	(0.20)	)	(0.20)	)	(0.20)
Common stock acquired by stock-based benefit plan (3)	(0.20)	)	(0.20)	)	(0.20)	)	(0.20)
Pro forma shareholders' equity per share (6) (7)	\$13.62		\$12.24		\$11.22		\$10.33
Intangible assets	\$(1.52)	)	\$(1.29)	)	\$(1.12)	)	\$(0.97)
Pro forma tangible shareholders' equity per share (6) (7)	\$12.10		\$10.95		\$10.10		\$9.36
Offering price as percentage of pro forma shareholders' equity per share	58.74	%	65.36	%	71.30	%	77.44
Offering price as percentage of pro forma tangible shareholders' equity per share	66.12	%	73.06	%	79.21	%	85.47
Number of shares outstanding for pro forma book value per share calculations	7,596,896		8,937,525		10,278,153		11,819,876

(Footnotes begin on following page)

- (1) As adjusted to give effect to an increase in the number of shares that could occur due to a 15% increase in the offering range to reflect demand for the shares or changes in market conditions following the commencement of the stock offering.
- (2) Assumes that 4% of the shares of common stock sold in the offering will be purchased by the employee stock ownership plan. For purposes of this table, the funds used to acquire these shares are assumed to have been borrowed by the employee stock ownership plan from New Cheviot. Cheviot Savings Bank intends to make annual contributions to the employee stock ownership plan in an amount at least equal to the required principal and interest payments on the debt. Cheviot Savings Bank's total annual payments on the employee stock ownership plan debt are based upon 20 equal annual installments of principal and interest. Financial Accounting Standards Board Accounting Standards Codification 718-40, "Employers' Accounting for Employer Stock Ownership Plans" ("ASC 718-40") requires that an employer record compensation expense in an amount equal to the fair value of the shares committed to be released to employees. The pro forma adjustments assume that the employee stock ownership plan shares are allocated in equal annual installments based on the number of loan repayment installments assumed to be paid by Cheviot Savings Bank, the fair value of the common stock remains equal to the subscription price and the employee stock ownership plan expense reflects an effective combined federal and state tax rate of 34.0%. The unallocated employee stock ownership plan shares are reflected as a reduction of shareholders' equity. No reinvestment is assumed on proceeds contributed to fund the employee stock ownership plan. The pro forma net income further assumes that 4,675, 5,500, 6,325 and 7,274 shares were committed to be released during the period at the minimum, midpoint, maximum, and adjusted maximum of the offering range, respectively, and in accordance with ASC 718-40, only the employee stock ownership plan shares committed to be released during the period were considered outstanding for purposes of net income per share calculations.
- (3) Assumes that, if approved by New Cheviot's shareholders, one or more stock-based benefit plans purchase an aggregate number of shares of common stock equal to 4% of the shares to be sold in the offering. Such amount is subject to adjustment as may be required by federal regulations or policy to reflect restricted stock previously granted by Cheviot-Federal or Cheviot Savings Bank (or may be a greater number of shares if the plan is implemented more than one year after completion of the conversion). Shareholder approval of the plans and purchases by the plans may not occur earlier than six months after the completion of the conversion. The shares may be acquired directly from New Cheviot or through open market purchases. Shares in the stock-based benefit plan are assumed to vest over a period of five years. The funds to be used to purchase the shares will be provided by New Cheviot. The table assumes that (i) the stock-based benefit plan acquires the shares through open market purchases at \$10.00 per share, (ii) 5% of the amount contributed to the plan is amortized as an expense during the three months ended March 31, 2011, and (iii) the plan expense reflects an effective combined federal and state tax rate of 34.0%. Assuming shareholder approval of the stock-based benefit plans and that shares of common stock (equal to 4% of the shares sold in the offering) are awarded through the use of authorized but unissued shares of common stock, shareholders would have their ownership and voting interests diluted by approximately 2.4% at the adjusted maximum of the offering range.
- (4) Assumes that, if approved by New Cheviot's shareholders, one or more stock-based benefit plans grant options to acquire an aggregate number of shares of common stock equal to 10% of the shares to be sold in the offering. Such amount is subject to adjustment as may be required by federal regulations or policy to reflect stock options previously granted by Cheviot-Federal or Cheviot Savings Bank (or may be a greater number of shares if the plan is implemented more than one year after completion of the conversion). Shareholder approval of the plans may not occur earlier than six months after the completion of the conversion. In calculating the pro forma effect of the stock-based benefit plans, it is assumed that the exercise price of the stock options and the trading price of the common stock at the date of grant were \$10.00 per share, the estimated grant-date fair value determined using the Black-Scholes option pricing model was \$2.36 for each option, the aggregate grant-date fair value of the stock options was amortized to expense on a straight-line basis over a five-year vesting period of the options, and that 25% of the amortization expense (or the assumed portion relating to options granted to directors) resulted in a tax benefit using an assumed tax rate of 34.0%. The actual expense will be determined by the grant-date fair value of the options, which will depend on a number of factors, including the valuation assumptions used in the option

pricing model ultimately adopted. Under the above assumptions, the adoption of the stock-based benefit plans will result in no additional shares under the treasury stock method for purposes of calculating earnings per share. There can be no assurance that the actual exercise price of the stock options will be equal to the \$10.00 price per share. If a portion of the shares used to satisfy the exercise of options comes from authorized but unissued shares, our net income per share and shareholders' equity per share would decrease. The issuance of authorized but unissued shares of common stock pursuant to the exercise of options under such plan would dilute shareholders' ownership and voting interests by approximately 5.8% at the adjusted maximum of the offering range.

- (5) Per share figures include publicly held shares of Cheviot-Federal common stock that will be exchanged for shares of New Cheviot common stock in the conversion. See "The Conversion and Offering—Share Exchange Ratio for Current Shareholders." Net income per share computations are determined by taking the number of shares assumed to be sold in the offering and the number of new shares assumed to be issued in exchange for publicly held shares and, in accordance with ASC 718-40, subtracting the employee stock ownership plan shares which have not been committed for release during the period. See note 2. Shareholders' equity per share calculations are based upon the sum of (i) the number of subscription shares assumed to be sold in the offering and (ii) shares to be issued in exchange for publicly held shares at the minimum, midpoint, maximum and adjusted maximum of the offering range, respectively. The exchange shares reflect an exchange ratio of 0.8570, 1.0082, 1.1594 and 1.3333 at the minimum, midpoint, maximum and adjusted maximum of the offering range, respectively. The number of shares of common stock actually sold and the corresponding number of exchange shares may be more or less than the assumed amounts. Pro forma net income per share has been annualized for purposes of calculating the offering price to pro forma net earnings per share.
- (6) The retained earnings of Cheviot Savings Bank will be restricted after the conversion. See "Our Dividend Policy," "The Conversion and Offering—Liquidation Rights" and "Supervision and Regulation—Capital Distributions."
- (7) Per share figures include publicly held shares of Cheviot-Federal common stock that will be exchanged for shares of New Cheviot common stock in the conversion. The number of shares actually sold and the corresponding number of exchange shares may be more or less than the assumed amounts.

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At or for the Year Ended December 31, 2010

Based upon the Sale at \$8.00 Per Share of

	4,675,000	5,500,000	6,325,000	7,273,750
	Shares	Shares	Shares	Shares (1)

(Dollars in thousands, except per share amounts)

Gross proceeds of offering	\$37,400	\$44,000	\$50,600	\$58,190
Market value of shares issued in the exchange	23,375	27,500	31,625	36,369
Pro forma market capitalization	\$60,775	\$71,500	\$82,225	\$94,559
Gross proceeds of offering	\$37,400	\$44,000	\$50,600	\$58,190
Expenses	2,299	2,466	2,633	2,826
Estimated net proceeds	35,101	41,534	47,967	55,364
Common stock purchased by employee stock ownership plan	(1,496 )	(1,760 )	(2,024 )	(2,328 )
Common stock purchased by stock-based benefit plan	(1,496 )	(1,760 )	(2,024 )	(2,328 )
Estimated net proceeds, as adjusted	\$32,109	\$38,014	\$43,919	\$50,708

For the Year Ended December 31, 2010

Consolidated net earnings:

Historical	\$1,252	\$1,252	\$1,252	\$1,252
Financing cost of merger consideration (2)	(338 )	(338 )	(338 )	(338 )
Pro forma adjustments:				
Income on adjusted net proceeds	373	442	510	589
Employee stock ownership plan (3)	(49 )	(58 )	(67 )	(77 )
Stock awards (4)	(198 )	(232 )	(267 )	(307 )
Stock options (5)	(202 )	(238 )	(273 )	(314 )
Pro forma net income	\$838	\$828	\$817	\$805

Earnings per share (6):

Historical	\$0.18	\$0.16	\$0.13	\$0.12
Financing cost of merger consideration (2)	(0.05 )	(0.04 )	(0.03 )	(0.03 )
Pro form adjustments:				
Income on adjusted net proceeds	0.05	0.05	0.05	0.05
Employee stock ownership plan (3)	(0.01 )	(0.01 )	(0.01 )	(0.01 )
Stock awards (4)	(0.03 )	(0.03 )	(0.03 )	(0.03 )
Stock options (5)	(0.03 )	(0.03 )	(0.03 )	(0.03 )
Pro forma earnings per share (6)	\$0.11	\$0.10	\$0.08	\$0.07

Offering price to pro forma net earnings per share	72.73	x	80.00	x	100.00	x	114.29	x
Number of shares used in earnings per share calculations	7,298,033		8,585,922		9,873,808		11,354,880	

At December 31, 2010

Shareholders' equity:

Historical	\$69,419	\$69,419	\$69,419	\$69,419
Estimated net proceeds	35,101	41,534	47,967	55,364
Equity increase from the mutual holding company	48	48	48	48
	(1,496 )	(1,760 )	(2,024 )	(2,328 )

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Common stock acquired by employee stock ownership plan (3)								
Common stock acquired by stock-based benefit plan (5)	(1,496 )	(1,760 )	(2,024 )	(2,328 )				
Pro forma shareholders' equity	\$101,576	\$107,481	\$113,386	\$120,175				
Intangible assets (7)	\$(11,607 )	\$(11,607 )	\$(11,607 )	\$(11,607 )				
Pro forma tangible shareholders' equity (6)(8)	\$89,969	\$95,874	\$101,779	\$108,568				
Shareholders' equity per share: (6)								
Historical	\$9.14	\$7.77	\$6.76	\$5.89				
Estimated net proceeds	4.62	4.65	4.67	4.69				
Plus: Assets received from the mutual holding company	0.01	0.01	—	—				
Common stock acquired by employee stock ownership plan (2)	(0.20 )	(0.20 )	(0.20 )	(0.20 )				
Common stock acquired by stock-based benefit plan (3)	(0.20 )	(0.20 )	(0.20 )	(0.20 )				
Pro forma shareholders' equity per share	\$13.37	\$12.03	\$11.03	\$10.17				
Intangible assets (7)	\$(1.53 )	\$(1.30 )	\$(1.13 )	\$(0.98 )				
Pro forma tangible shareholders' equity per share (6)(8)	\$11.84	\$10.73	\$9.90	\$9.19				
Offering price as percentage of pro forma shareholders' equity per share	59.84 %	66.50 %	72.53 %	78.66 %				
Offering price as percentage of pro forma tangible shareholders' equity per share	67.57 %	74.56 %	80.81 %	87.05 %				
Number of shares outstanding for pro forma book value per share calculations	7,596,896	8,937,525	10,278,153	11,819,876				

(Footnotes begin on following page)

- (1) As adjusted to give effect to an increase in the number of shares that could occur due to a 15% increase in the offering range to reflect demand for the shares or changes in market conditions following the commencement of the stock offering.
- (2) For the purposes of this presentation, the funds required to effect the merger with First Franklin Corporation, pre-tax, which were paid upon consummation of the merger, are reflected as an adjustment for purposes of the pro forma net income and pro forma net income per share information. Funds required to effect the merger include the cash portion of the merger consideration and one-time transaction and restructuring costs totaling \$29.0 million.
- (3) Assumes that 4% of the shares of common stock sold in the offering will be purchased by the employee stock ownership plan. For purposes of this table, the funds used to acquire these shares are assumed to have been borrowed by the employee stock ownership plan from New Cheviot. Cheviot Savings Bank intends to make annual contributions to the employee stock ownership plan in an amount at least equal to the required principal and interest payments on the debt. Cheviot Savings Bank's total annual payments on the employee stock ownership plan debt are based upon 20 equal annual installments of principal and interest. Financial Accounting Standards Board Accounting Standards Codification 718-40, "Employers' Accounting for Employee Stock Ownership Plans" ("ASC 718-40") requires that an employer record compensation expense in an amount equal to the fair value of the shares committed to be released to employees. The pro forma adjustments assume that the employee stock ownership plan shares are allocated in equal annual installments based on the number of loan repayment installments assumed to be paid by Cheviot Savings Bank, the fair value of the common stock remains equal to the subscription price and the employee stock ownership plan expense reflects an effective combined federal and state tax rate of 34.0%. The unallocated employee stock ownership plan shares are reflected as a reduction of shareholders' equity. No reinvestment is assumed on proceeds contributed to fund the employee stock ownership plan. The pro forma net income further assumes that 9,350, 11,000, 12,650 and 14,548 shares were committed to be released during the year at the minimum, midpoint, maximum, and adjusted maximum of the offering range, respectively, and in accordance with ASC 718-40, only the employee stock ownership plan shares committed to be released during the period were considered outstanding for purposes of net income per share calculations.
- (4) Assumes that, if approved by New Cheviot's shareholders, one or more stock-based benefit plans purchase an aggregate number of shares of common stock equal to 4% of the shares to be sold in the offering, subject to adjustment as may be required by federal regulations or policy to reflect restricted stock previously granted by Cheviot-Federal or Cheviot Savings Bank (and may be a greater number of shares if the plan is implemented more than one year after completion of the conversion). Shareholder approval of the plans and purchases by the plans may not occur earlier than six months after the completion of the conversion. The shares may be acquired directly from New Cheviot or through open market purchases. Shares in the stock-based benefit plan are assumed to vest over a period of five years. The funds to be used to purchase the shares will be provided by New Cheviot. The table assumes that (i) the stock-based benefit plan acquires the shares through open market purchases at \$10.00 per share, (ii) 20% of the amount contributed to the plan is amortized as an expense during the year ended December 31, 2010, and (iii) the plan expense reflects an effective combined federal and state tax rate of 34.0%. Assuming shareholder approval of the stock-based benefit plans and that shares of common stock (equal to 4% of the shares sold in the offering) are awarded through the use of authorized but unissued shares of common stock, shareholders would have their ownership and voting interests diluted by approximately 2.4% at the adjusted maximum of the offering range.
- (5) Assumes that, if approved by New Cheviot's shareholders, one or more stock-based benefit plans grant options to acquire an aggregate number of shares of common stock equal to 10% of the shares to be sold in the offering, subject to adjustment as may be required by federal regulations or policy to reflect stock options previously granted by Cheviot-Federal or Cheviot Savings Bank (and may be a greater number of shares if the plan is implemented more than one year after completion of the conversion). Shareholder approval of the plans may not occur earlier than six months after the completion of the conversion. In calculating the pro forma effect of the stock-based benefit plans, it is assumed that the exercise price of the stock options and the trading price of the common stock at the date of grant were \$10.00 per share, the estimated grant-date fair value determined using the Black-Scholes option pricing model was \$2.36 for each option, the aggregate grant-date fair value of the stock options was



amortized to expense on a straight-line basis over a five-year vesting period of the options, and that 25% of the amortization expense (or the assumed portion relating to options granted to directors) resulted in a tax benefit using an assumed tax rate of 34.0%. The actual expense will be determined by the grant-date fair value of the options, which will depend on a number of factors, including the valuation assumptions used in the option pricing model ultimately adopted. Under the above assumptions, the adoption of the stock-based benefit plans will result in no additional shares under the treasury stock method for purposes of calculating earnings per share. There can be no assurance that the actual exercise price of the stock options will be equal to the \$10.00 price per share. If a portion of the shares used to satisfy the exercise of options comes from authorized but unissued shares, our net income per share and shareholders' equity per share would decrease. The issuance of authorized but unissued shares of common stock pursuant to the exercise of options under such plan would dilute shareholders' ownership and voting interests by approximately 5.8% at the maximum of the offering range.

- (6) Per share figures include publicly held shares of Cheviot-Federal common stock that will be exchanged for shares of New Cheviot common stock in the conversion. See "The Conversion and Offering—Share Exchange Ratio for Current Shareholders." Net income per share computations are determined by taking the number of shares assumed to be sold in the offering and the number of new shares assumed to be issued in exchange for publicly held shares and, in accordance with ASC 718-40, subtracting the employee stock ownership plan shares which have not been committed for release during the period. See note 2. Shareholders' equity per share calculations are based upon the sum of (i) the number of subscription shares assumed to be sold in the offering and (ii) shares to be issued in exchange for publicly held shares at the minimum, midpoint, maximum and adjusted maximum of the offering range, respectively. The exchange shares reflect an exchange ratio of 0.8570, 1.0082, 1.1594 and 1.3333 at the minimum, midpoint, maximum and adjusted maximum of the offering range, respectively. The number of shares of common stock actually sold and the corresponding number of exchange shares may be more or less than the assumed amounts.
- (7) Includes \$11.6 million of goodwill and core deposit intangibles resulting from the acquisition of First Franklin Corporation.
- (8) The retained earnings of Cheviot Savings Bank will be restricted after the conversion. See "Our Dividend Policy," "The Conversion and Offering—Liquidation Rights" and "Supervision and Regulation—Capital Distributions."

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS

This discussion and analysis reflects our consolidated financial statements and other relevant statistical data, and is intended to enhance your understanding of our financial condition and results of operations. The information in this section has been derived from the audited and unaudited consolidated financial statements, which appear beginning on page F-1 of this prospectus. You should read the information in this section in conjunction with the business and financial information regarding Cheviot-Federal provided in this prospectus, as well as in conjunction with the audited and unaudited consolidated financial statements of First Franklin Corporation beginning on page G-1 of this prospectus.

Overview

We steadily grew our organization organically to \$358.0 million in assets at December 31, 2010 from \$309.8 million at December 31, 2006. Although our loan portfolio grew to \$271.8 million at December 31, 2008 from \$249.8 million at December 31, 2006, it subsequently shrank to \$231.0 million at December 31, 2010. The decrease reflected the effect of the recent financial crisis and subsequent recession, as our conservative loan underwriting and extreme competition for quality loans, including the fact that we do not originate subprime, Alt-A or option ARM residential mortgage loans, has resulted in loan repayments exceeding originations in the past two years. The decrease also reflects our recent decision to sell longer-term, fixed rate residential real estate loans as part of our efforts to manage interest rate risk. However, our lending practices have resulted in relatively low levels of non-performing assets at a time when many financial institutions are experiencing significant deterioration in asset quality. Our non-performing assets totaled \$6.9 million at December 31, 2010, or 1.92% of total assets, compared to \$4.5 million, or 1.31% of total assets at December 31, 2009.