

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

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Registration No. 333-176793

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
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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].

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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. 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.