

Cheviot Financial Corp.  
Form 10-Q  
November 12, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549  
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-50529

CHEVIOT FINANCIAL CORP.  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

90-0789920  
(I.R.S. Employer  
Identification Number)

3723 Glenmore Avenue, Cincinnati, Ohio 45211  
(Address of principal executive office)

Registrant's telephone number, including area code: (513) 661-0457

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one.)

Large accelerated filer  Accelerated filer  Non-accelerated filer

Small business issuer

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of November 12, 2013, the latest practicable date, 6,836,903 shares of the registrant's common stock, \$.01 par value, were issued and outstanding.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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## Cheviot Financial Corp.

## CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(In thousands, except share data)

	September 30, 2013 (Unaudited)	December 31, 2012
<b>ASSETS</b>		
Cash and due from banks	\$9,844	\$10,251
Federal funds sold	1,353	12,555
Interest-earning deposits in other financial institutions	4,676	2,308
Cash and cash equivalents	15,873	25,114
Investment securities available for sale – at fair value	164,483	195,963
Mortgage-backed securities available for sale - at fair value	9,792	6,029
Mortgage-backed securities held to maturity - at cost, approximate market value of \$3,345 and \$3,772 at September 30, 2013 and December 31, 2012, respectively	3,221	3,581
Loans receivable - net	335,970	337,110
Loans held for sale - at lower of cost or market	1,078	3,304
Real estate acquired through foreclosure - net	4,226	3,980
Office premises and equipment - at depreciated cost	11,697	12,481
Federal Home Loan Bank stock - at cost	8,651	8,651
Accrued interest receivable on loans	1,209	1,303
Accrued interest receivable on mortgage-backed securities	25	20
Accrued interest receivable on investments and interest-earning deposits	511	941
Goodwill	10,309	10,309
Core deposit intangible	587	746
Prepaid expenses and other assets	3,422	4,596
Bank-owned life insurance	15,612	15,249
Prepaid federal income taxes	1,433	1,192
Deferred federal income taxes	3,642	1,413
<b>Total assets</b>	<b>\$591,741</b>	<b>\$631,982</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Deposits	\$471,493	\$490,646
Advances from the Federal Home Loan Bank	20,108	24,314
Advances by borrowers for taxes and insurance	1,671	2,331
Accrued interest payable	75	90
Accounts payable and other liabilities	5,262	6,701
<b>Total liabilities</b>	<b>498,609</b>	<b>524,082</b>

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Shareholders' equity		
Preferred stock - authorized 5,000,000 shares, \$.01 par value; none issued		
Common stock - authorized 30,000,000 shares, \$.01 par value; 6,836,903 and 7,596,557 shares issued at September 30, 2013 and December 31, 2012	76	76
Additional paid-in capital	57,232	65,772
Shares acquired by stock benefit plans	(1,955 )	(1,992 )
Retained earnings - restricted	42,624	43,444
Accumulated comprehensive gain (loss), unrealized gains (losses) on securities available for sale, net of related tax expense (benefit)	(4,845 )	600
Total shareholders' equity	93,132	107,900
Total liabilities and shareholders' equity	\$591,741	\$631,982

See accompanying notes to consolidated financial statements.

## Cheviot Financial Corp.

## CONSOLIDATED STATEMENTS OF EARNINGS (UNAUDITED)

(In thousands, except per share data)

	Nine months ended September 30,		Three months ended September 30,	
	2013	2012	2013	2012
Interest income				
Loans	\$ 11,840	\$ 13,824	\$ 3,822	\$ 4,405
Mortgage-backed securities	136	158	54	49
Investment securities	2,357	2,124	712	811
Interest-earning deposits and other	290	291	94	103
Total interest income	14,623	16,397	4,682	5,368
Interest expense				
Deposits	2,780	3,621	894	1,143
Borrowings	548	709	171	220
Total interest expense	3,328	4,330	1,065	1,363
Net interest income	11,295	12,067	3,617	4,005
Provision for losses on loans	925	990	585	590
Net interest income after provision for losses on loans	10,370	11,077	3,032	3,415
Other income				
Rental	97	101	24	29
Gain (loss) on sale of real estate acquired through foreclosure	36	60	(32	) 21
Loss on sale of office premises and equipment	(255	) -	-	-
Gain on sale of loans	434	1,144	9	592
Earnings on bank-owned life insurance	362	229	121	84
Gain on death benefits from life insurance	-	492	-	-
Service fee income	1,125	1,197	388	403
Other operating	200	67	1	7
Total other income	1,999	3,290	511	1,136
General, administrative and other expense				
Employee compensation and benefits	4,760	4,745	1,437	1,590
Occupancy and equipment	1,236	1,278	405	426
Property, payroll and other taxes	1,058	1,063	331	421
Data processing	452	474	153	164
Legal and professional	660	656	167	262
Advertising	225	225	75	75

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FDIC expense	338	326	120	98
ATM processing expense	289	273	104	91
Real estate owned impairment	448	522	192	353
Core deposit intangible amortization	159	217	47	65
Other operating	1,336	1,109	547	313
Total general, administrative and other expense	10,961	10,888	3,578	3,858
Earnings (loss) before income taxes	1,408	3,479	(35 )	693
Federal income taxes (benefit)				
Current	(246 )	522	(138 )	265
Deferred	577	368	82	(71 )
Total federal income taxes	331	890	(56 )	194
NET EARNINGS	\$1,077	\$2,589	\$21	\$499
EARNINGS PER SHARE				
Basic	\$.15	\$.35	\$.00	\$.07
Diluted	\$.15	\$.35	\$.00	\$.07
Dividends per common share	\$.27	\$.24	\$.09	\$.08

See accompanying notes to consolidated financial statements.

## Cheviot Financial Corp.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

For the nine and three months ended September 30, 2013 and 2012

(In thousands)

	For the nine months ended September 30,		For the three months ended September 30,	
	2013	2012	2013	2012
Net earnings for the period	\$1,077	\$2,589	\$21	\$499
Other comprehensive income (loss), net of tax expense: Unrealized holding (losses) gains on securities during the period, net of tax (benefits) expense of \$(2,805) and \$213 for the nine months ended September 30, 2013 and 2012, respectively, and \$8 and \$79 for the three months ended September 30, 2013 and 2012, respectively	(5,445	) 413	16	154
Comprehensive (loss) income	\$(4,368	) \$3,002	\$37	\$653
Accumulated comprehensive (loss) income	\$(4,845	) \$691	\$(4,845	) \$691

See accompanying notes to consolidated financial statements.



## Cheviot Financial Corp.

## CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

For the nine months ended September 30, 2013 and 2012

(In thousands)

	2013	2012
Cash flows from operating activities:		
Net earnings for the period	\$1,077	\$2,589
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Amortization of premiums and discounts on investment and mortgage-backed securities, net	(20 )	10
Depreciation	573	569
Charitable donation of real estate owned property	32	-
Amortization of deferred loan origination costs - net	(27 )	33
Amortization of intangible assets	159	217
Amortization of fair value adjustments	(605 )	(667 )
Proceeds from sale of loans in the secondary market	33,258	55,185
Loans originated for sale in the secondary market	(36,953 )	(55,883 )
Gain on sale of loans	(434 )	(1,144 )
Gain on sale of real estate acquired through foreclosure	(36 )	(60 )
Impairment on real estate acquired through foreclosure	448	523
Loss on sale of office premises and equipment	255	-
Net increase in cash surrender value of bank-owned life insurance	(363 )	(229 )
Amortization of expense related to stock benefit plans	40	(8 )
Provision for losses on loans	925	990
Increase (decrease) in cash due to changes in:		
Accrued interest receivable on loans	94	208
Accrued interest receivable on mortgage-backed securities	(5 )	5
Accrued interest receivable on investments and interest earning deposits	430	(40 )
Prepaid expenses and other assets	1,174	1,088
Accrued interest payable	(15 )	(10 )
Accounts payable and other liabilities	(1,505 )	(606 )
Federal income taxes		
Current	(241 )	328
Deferred	577	368
Net cash provided by (used in) operating activities	(1,162 )	3,466
Cash flows provided by (used in) investing activities:		
Principal repayments on loans	53,292	72,697
Loan disbursements	(48,850 )	(31,143 )
Purchase of investment securities – available for sale	(80,928 )	(193,192 )
Proceeds from maturity of investment securities – available for sale	106,175	121,300
Purchase of corporate securities	(1,920 )	-
Purchase of mortgage-backed securities – available for sale	(4,977 )	-

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Principal repayments on mortgage-backed securities – available for sale	1,136	1,097
Principal repayments on mortgage-backed securities – held to maturity	360	437
Proceeds from sale of real estate acquired through foreclosure	1,662	1,870
Additions to real estate acquired through foreclosure	(7	) -
Proceeds from sale of office premises and equipment	1,167	-
Purchase of office premises and equipment	(1,211	) (1,807 )
Purchase of Federal Home Loan Bank stock	-	(285 )
Proceeds from bank-owned life insurance	-	403
Net cash provided by (used in) investing activities	25,899	(28,623 )
Net cash provided by (used in) operating and investing activities	24,737	(25,157 )

See accompanying notes to consolidated financial statements.

## Cheviot Financial Corp.

## CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED) (UNAUDITED)

For the nine months ended September 30, 2013 and 2012

(In thousands)

	2013	2012
Net cash provided by (used in) operating and investing activities brought forward	24,737	(25,157 )
Cash flows provided by (used in) financing activities:		
Net increase (decrease) in deposits	(18,736 )	3,196
Repayments on Federal Home Loan Bank advances	(4,142 )	(5,858 )
Advances by borrowers for taxes and insurance	(660 )	(795 )
Proceeds from stock conversion	-	22,133
Shares acquired by stock benefit plans	-	(1,496 )
Stock option expense, net	17	16
Common stock repurchased	(8,560 )	-
Dividends paid on common stock	(1,897 )	(1,822 )
Net cash provided by (used in) financing activities	(33,978 )	15,374
Net increase (decrease) in cash and cash equivalents	(9,241 )	(9,783 )
Cash and cash equivalents at beginning of period	25,114	45,140
Cash and cash equivalents at end of period	\$15,873	\$35,357

See accompanying notes to consolidated financial statements.

Cheviot Financial Corp.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (CONTINUED)

For the Nine months ended September 30, 2013 and 2012  
(In thousands)

	2013	2012
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Federal income taxes	\$-	\$52
Interest on deposits and borrowings	\$3,343	\$4,340
Supplemental disclosure of noncash investing activities:		
Transfer of loans to real estate acquired through foreclosure	\$2,352	\$2,270
Recognition of mortgage servicing rights	\$242	\$416
Deferred gain on real estate acquired through foreclosure	\$7	\$13

See accompanying notes to consolidated financial statements.

Cheviot Financial Corp.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2013 and 2012

1. Basis of Presentation

Cheviot Financial Corp. (“Cheviot Financial” or the “Corporation”) is a financial holding company, the principal asset of which consists of its ownership of Cheviot Savings Bank (the “Savings Bank”). The Savings Bank conducts a general banking business in southwestern Ohio which consists of attracting deposits and applying those funds primarily to the origination of real estate loans. The Savings Bank’s profitability is significantly dependent on net interest income, which is the difference between interest income from interest-earning assets and the interest expense paid on interest-bearing liabilities. Net interest income is affected by the relative amount of interest-earning assets and interest-bearing liabilities and the interest received or paid on these balances.

On January 18, 2012, Cheviot Financial completed a second step reorganization and sale of common stock. Prior to the completion of the second step conversion, Cheviot Financial was a federal corporation and mid-tier holding company. Following the reorganization, Cheviot Financial is the Maryland chartered holding company of the Savings Bank.

The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for Form 10-Q and, therefore, do not include information or footnotes necessary for a complete presentation of financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States of America. Accordingly, these consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto of Cheviot Financial included in the Annual Report on Form 10-K for the year ended December 31, 2012. However, in the opinion of management, all adjustments (consisting of only normal recurring accruals) which are necessary for a fair presentation of the consolidated financial statements have been included. The results of operations for the nine month period ended September 30, 2013 are not necessarily indicative of the results which may be expected for the entire year.

Cheviot Financial evaluates subsequent events through the date of filing with the Securities and Exchange Commission.

2. Principles of Consolidation

The accompanying consolidated financial statements as of and for the nine months ended September 30, 2013 and 2012 include the accounts of the Corporation and its wholly-owned subsidiary, the Savings Bank. All significant intercompany items have been eliminated.

3. Liquidity and Capital Resources

Liquidity describes the ability to meet the financial obligations that arise in the ordinary course of business. Liquidity is primarily needed to meet the borrowing and deposit withdrawal requirements of customers and to fund current and planned expenditures. The Corporation’s primary sources of funds are deposits, scheduled amortization and prepayments of loan principal and mortgage-backed securities, maturities and calls of securities and funds provided by operations. In addition, the Corporation may borrow from the Federal Home Loan Bank of Cincinnati. At September

30, 2013 and December 31, 2012, the Corporation had \$20.1 million and \$24.3 million, respectively, in outstanding borrowings from the Federal Home Loan Bank of Cincinnati and had the capacity to increase such borrowings at those dates by approximately \$122.6 million and \$136.6 million, respectively.

## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September, 2013 and 2012

## 3. Liquidity and Capital Resources (continued)

Loan repayments and maturing securities are a relatively predictable source of funds. However, deposit flows, calls of securities and prepayments of loans and mortgage-backed securities are strongly influenced by interest rates, general and local economic conditions and competition in the marketplace. These factors reduce the predictability of these sources of funds.

The Corporation's primary investing activities are the origination of one- to four-family real estate loans, commercial real estate, construction and consumer loans, and the purchase of securities. For the nine months ended September 30, 2013, loan originations totaled \$85.8 million, compared to \$87.0 million for the nine months ended September 30, 2012.

Total deposits decreased \$19.2 million during the nine months ended September 30, 2013, while total deposits increased \$2.6 million, net of fair value adjustments on time deposits, during the nine months ended September 30, 2012. Deposit flows are affected by the level of interest rates, the interest rates and products offered by competitors and other factors.

The following table sets forth information regarding the Corporation's obligations and commitments to make future payments under contracts as of September 30, 2013.

	Payments due by period				Total
	Less than 1 year	More than 1-3 years	More than 4-5 years	More than 5 years	
	(In thousands)				
Contractual obligations:					
Advances from the Federal Home Loan Bank	\$1,161	\$2,290	\$13,266	\$3,391	\$20,108
Certificates of deposit	115,807	92,079	27,563	-	235,449
Lease obligations	150	114	116	219	599
Amount of loan commitments and expiration per period:					
Commitments to originate one- to four-family loans	1,877	-	-	-	1,877
Home equity lines of credit	28,171	-	-	-	28,171
Commercial lines of credit	1,277	-	-	-	1,277
Undisbursed loans in process	2,913	-	-	-	2,913
Total contractual obligations	\$151,356	\$94,483	\$40,945	\$3,610	\$290,394

Cheviot Financial is committed to maintaining a strong liquidity position and management monitors the Corporation's liquidity position on a daily basis. The Corporation anticipates that it will have sufficient funds to meet current funding commitments. Based on deposit retention experience and current pricing strategy, it is anticipated that a significant portion of maturing time deposits will be retained.

At September 30, 2013 and 2012, we exceeded all applicable regulatory capital requirements. Core (Tier 1) capital was \$77.9 million and \$78.2 million, or 13.5% and 12.6% of total assets at September 30, 2013 and 2012, respectively. In order to be classified as "well-capitalized" under federal banking regulations, the Corporation was required to have core capital of at least \$35.7 million, or 6.0% of assets as of September 30, 2013. To be classified as a well-capitalized bank, the Corporation must also have a ratio of total risk-based capital to risk-weighted assets of at least 10.0%. At September 30, 2013 and 2012, the Corporation had a total risk-based capital ratio of 25.5% and 26.3%, respectively.



## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 4. Earnings Per Share

Basic earnings per share is computed based upon the weighted-average common shares outstanding during the period, less shares in the ESOP that are unallocated and not committed to be released plus shares in the ESOP that have been allocated. Weighted-average common shares deemed outstanding gives effect to 208,251 and 248,206 unallocated shares held by the ESOP for the nine months ended September 30, 2013 and 2012, respectively.

	For the nine months ended September 30,		For the three months ended September 30,	
	2013	2012	2013	2012
Weighted-average common shares outstanding (basic)	6,942,409	7,438,013	6,628,648	7,348,351
Dilutive effect of assumed exercise of stock options	6,798	6,947	6,819	6,695
Weighted-average common shares outstanding (diluted)	6,949,207	7,444,960	6,635,467	7,355,046

## 5. Stock Option Plan

The Corporation provides a Stock Incentive Plan that provides for grants of up to 416,517 stock options. During 2012 and 2011 approximately 5,600 and 3,771 stock options were granted subject to a five year vesting period in which the options granted will vest ratably annually. For the nine months ended September 30, 2013, no shares have been granted. The shares in the plan and the shares granted have been adjusted to reflect the exchange ratio of 0.857 for the second step conversion that occurred in 2012.

On April 23, 2013, shareholders of the Corporation approved the 2013 Equity Incentive Plan. The Plan provides for grants of up to 467,500 stock options. As of the date of the report, no grants or option awards have been made under the 2013 Equity Incentive Plan.

The Corporation follows FASB Accounting Standard Codification Topic 718 (ASC 718), "Compensation – Stock Compensation," for its stock option plans, and accordingly, the Corporation recognizes the expense of these grants as required. Stock-based employee compensation costs pertaining to stock options is reflected as a net increase in equity, for both any new grants, as well as for all unvested options outstanding at December 31, 2005, in both cases using the fair values established by usage of the Black-Scholes option pricing model, expensed over the vesting period of the underlying option.

The Corporation elected the modified prospective transition method in applying ASC 718. Under this method, the provisions of ASC 718 apply to all awards granted or modified after the date of adoption, as well as for all unvested options outstanding at December 31, 2005. The compensation cost recorded for unvested equity-based awards is based on their grant-date fair value. For the nine months ended September 30, 2013, the Corporation recorded \$17,000 in

after-tax compensation cost for equity-based awards that vested during the nine months ended September 30, 2013. The Corporation has \$36,000 unrecognized pre-tax compensation cost related to non-vested equity-based awards granted under its stock incentive plan as of September 30, 2013, which is expected to be recognized over a weighted-average vesting period of approximately 2.1 months.

## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 5. Stock Option Plan (continued)

A summary of the status of the Corporation's stock option plan as of September 30, 2013 and the year ended December 31, 2012 as well as the changes during the period then ended are presented below:

	Nine months ended September 30, 2013		Year ended December 31, 2012	
	Shares	Weighted- average exercise price	Shares	Weighted- average exercise price
Outstanding at beginning of period	370,339	\$12.80	425,600	\$11.10
Stock conversion	-	-	(60,861 )	1.76
Granted	-	-	5,600	8.30
Exercised	-	-	-	-
Forfeited	(400 )	8.30	-	-
Outstanding at end of period	369,939	\$12.80	370,339	\$12.80
Options exercisable at period-end	359,177	\$12.91	353,022	\$12.96
Options expected to be exercisable at year-end				
Fair value of options granted		NA		\$1.28

The following information applies to options outstanding at September 30, 2013:

Number outstanding	369,939
Exercise price	\$8.30 -
Weighted-average exercise price	\$15.90
Weighted-average remaining contractual life	\$12.91
	2.1 years

The expected term of options is based on evaluations of historical and expected future employee exercise behavior. The risk free interest rate is based upon the U.S. Treasury rates at the date of grant with maturity dates approximately equal to the expected life at the grant date. Volatility is based upon the historical volatility of the Corporation's stock.

The fair value of each option was estimated on the date of grant using the modified Black-Scholes options pricing model with the following weighted-average assumptions used for grants in 2012: dividend yield of 3.86%, expected

volatility of 24.1%, risk-free interest rate of 1.64% and an expected life of 10 years for each grant.

The effects of expensing stock options are reported in “cash provided by financing activities” in the Consolidated Statements of Cash Flows.

## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 6. Investment and Mortgage-backed Securities

The amortized cost, gross unrealized gains, gross unrealized losses and estimated fair values of investment securities at September 30, 2013 and December 31, 2012 are shown below.

	September 30, 2013			
	Amortized cost (In thousands)	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Available for Sale:				
U.S. Government agency securities	\$ 167,050	\$ 16	\$ 8,045	\$ 159,021
Municipal obligations	3,035	97	94	3,038
Corporate securities	1,920	504	-	2,424
	\$ 172,005	\$ 617	\$ 8,139	\$ 164,483
	December 31, 2012			
	Amortized cost (In thousands)	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Available for Sale:				
U.S. Government agency securities	\$ 192,247	\$ 550	\$ 92	\$ 192,705
Municipal obligations	3,037	222	1	3,258
	\$ 195,284	\$ 772	\$ 93	\$ 195,963

Unrealized gains and losses on investments and mortgage backed securities, net of taxes, are shown on the Corporation's consolidated financial statements as an adjustment to shareholders' equity.

The amortized cost of investment securities at September 30, 2013, by contractual term to maturity, are shown below.

	September 30, 2013 (In thousands)
Less than one year	\$5,000
One to five years	41,060

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Five to ten years	65,752
More than ten years	58,273
	170,085
Corporate securities	1,920
	\$ 172,005

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## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 6. Investment and Mortgage-backed Securities (continued)

The amortized cost, gross unrealized gains, gross unrealized losses and estimated fair values of mortgage-backed securities at September 30, 2013 and December 31, 2012 are shown below.

	September 30, 2013			
	Amortized cost (In thousands)	Gross unrealized holding gains	Gross unrealized holding losses	Estimated fair value
Available for sale:				
Federal Home Loan Mortgage Corporation adjustable-rate participation certificates	\$706	\$23	\$1	\$728
Federal National Mortgage Association adjustable-rate participation certificates	6,179	65	1	6,243
Government National Mortgage Association adjustable-rate participation certificates	2,727	94	-	2,821
	\$9,612	\$182	\$2	\$9,792
Held to maturity:				
Federal Home Loan Mortgage Corporation adjustable-rate participation certificates	\$268	\$9	\$1	\$276
Federal National Mortgage Association adjustable-rate participation certificates	230	5	-	235
Government National Mortgage Association adjustable-rate participation certificates	2,723	111	-	2,834
	\$3,221	\$125	\$1	\$3,345
	December 31, 2012			
	Amortized cost (In thousands)	Gross unrealized holding gains	Gross unrealized holding losses	Estimated fair value
Available for sale:				
Federal Home Loan Mortgage Corporation adjustable-rate participation certificates	\$925	\$129	\$1	\$1,053

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Federal National Mortgage Association adjustable-rate participation certificates	1,738	46	1	1,783
Government National Mortgage Association adjustable-rate participation certificates	3,136	57	-	3,193
	\$5,799	\$232	\$2	\$6,029



Cheviot Financial Corp.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

6. Investment and Mortgage-backed Securities (continued)

	December 31, 2012			
	Amortized cost (In thousands)	Gross unrealized holding gains	Gross unrealized holding losses	Estimated fair value
Held to maturity:				
Federal Home Loan Mortgage Corporation adjustable-rate participation certificates	\$318	\$7	\$1	\$324
Federal National Mortgage Association adjustable-rate participation certificates	296	9	-	305
Government National Mortgage Association adjustable-rate participation certificates	2,967	176	-	3,143
	\$3,581	\$192	\$1	\$3,772

The amortized cost of mortgage-backed securities, including those designated as available for sale, at September 30, 2013, by contractual terms to maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may generally prepay obligations without prepayment penalties.

	September 30, 2013 (In thousands)
Due in one year or less	\$844
Due in one year through five years	3,462
Due in five years through ten years	4,738
Due in more than ten years	3,789
	\$12,833

The table below indicates the length of time individual securities have been in a continuous unrealized loss position at September 30, 2013:

Description of securities	Less than 12 months		12 months or longer		Total		Unrealized losses
	Number of	Fair value	Number of	Fair value	Number of	Fair value	
		Unrealized losses		Unrealized losses		Unrealized losses	

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	investments (Dollars in thousands)			investments			investments		
U.S. Government agency securities	24	\$135,289	\$ 6,785	4	\$16,723	\$ 1,260	28	\$152,012	\$ 8,045
Municipal obligations	1	185	1	1	621	93	2	806	94
Corporate stocks	-	-	-	-	-	-	-	-	-
Mortgage-backed securities	8	56	1	9	119	2	17	175	3
Total temporarily impaired securities	33	\$135,530	\$ 6,787	14	\$17,463	\$ 1,355	47	\$152,993	\$ 8,142

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Cheviot Financial Corp.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

6. Investment and Mortgage-backed Securities (continued)

Management does not intend to sell any of the debt securities with an unrealized loss and does not believe that it is more likely than not that the Corporation will be required to sell a security in an unrealized loss position prior to a recovery in value. The decline in the fair value is primarily due to an increase in market interest rates. The fair values are expected to recover as securities approach maturity dates. The Corporation has evaluated these securities and has determined that the decline in their values is temporary.

7. Income Taxes

The Corporation uses an asset and liability approach to accounting for income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. Deferred tax assets are recognized if it is more likely than not that a future benefit will be realized. The Corporation accounts for income taxes in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 740, Income Taxes, which prescribes the recognition and measurement criteria related to tax positions taken or expected to be taken in a tax return.

The Corporation’s principal temporary differences between financial income and taxable income result mainly from different methods of accounting for Federal Home Loan Bank stock dividends, the general loan loss allowance, deferred compensation, stock benefit plans and fair value adjustments arising from the First Franklin acquisition. The Corporation has approximately \$3.5 million of net operating losses to carryforward for the next 20 years. These losses are subject to the Internal Revenue Code section 382 limitations which allow approximately \$1.1 million of the losses on an annual basis to offset current year taxable income.

The Corporation recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. At adoption date, January 1, 2007 the Corporation applied the standard to all tax positions for which the statute of limitations remained open and was not required to record any liability for unrecognized tax benefits as that date. There have been no material changes in unrecognized tax benefits since January 1, 2007. The known tax attributes which can influence the Corporation’s effective tax rate is the utilization of net operating loss carryforwards subject to the limitations under Internal Revenue Code section 382.

The Corporation is subject to income taxes in the U.S. federal jurisdiction, as well as various state jurisdictions. Tax regulations within each jurisdiction are subject to the interpretation of the related tax laws and regulations and require significant judgment to apply. With few exceptions, the Corporation is no longer subject to U.S. federal, state and local, or non U.S. income tax examinations by tax authorities for the years before 2010.

The Corporation will recognize, if applicable, interest accrued related to unrecognized tax liabilities in interest expense and penalties in operating expenses.

Cheviot Financial Corp.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

7. Income Taxes (continued)

Federal income tax on earnings differs from that computed at the statutory corporate tax rate for the periods ended September 30, 2013 and 2012:

	2013		2012	
	(Dollars in thousands)			
Federal income taxes at statutory rate of 34%	\$479		\$1,183	
Increase (decrease) in taxes resulting primarily from:				
Stock compensation	8		(24	)
Nontaxable interest income	(29	)	(29	)
Cash surrender value of life insurance	(123	)	(245	)
Other	(4	)	5	
Federal income taxes per financial statements	\$331		\$890	
Effective tax rate	23.5	%	25.6	%

8. Disclosures About Fair Value of Assets and Liabilities

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A three-level hierarchy exists for fair value measurements based upon the inputs to the valuation of an asset or liability.

Level 1 Quoted prices in active markets for identical assets or liabilities.

1

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

2

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

3

Fair value methods and assumptions are set forth below for each type of financial instrument.

Securities available for sale: Fair values of available for sale securities are based upon a market approach. Securities which are fixed income instruments that are not quoted on an exchange, but are traded in active markets, are valued using prices obtained from a custodian, using observable inputs from third party data service providers. Available for sale securities includes U.S. agency securities, municipal bonds and mortgage-backed agency securities.



## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 8. Disclosures About Fair Value of Assets and Liabilities (continued)

## Fair Value Measurements at September 30, 2013 and December 31, 2012

	Quoted prices in active markets for identical assets (Level 1) (In thousands)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)
Securities available for sale at September 30, 2013:			
U.S. Government agency securities	-	\$ 159,021	-
Municipal obligations	-	\$ 3,038	-
Corporate securities	-	\$ 2,424	-
Mortgage-backed securities	-	\$ 9,792	-
Securities available for sale at December 31, 2012:			
U.S. Government agency securities	-	\$ 192,705	-
Municipal obligations	-	\$ 3,258	-
Mortgage-backed securities	-	\$ 6,029	-

The Corporation is predominately an asset-based lender with real estate serving as collateral on a substantial majority of loans. Loans which are deemed to be impaired are primarily valued on a nonrecurring basis at the fair values of the underlying real estate collateral. In addition, on the acquisition date the Corporation independently fair valued \$25.0 million of First Franklin's impaired loans, as well as \$173.2 million of performing loans. First Franklin's impaired loans subject to fair value write-downs are not included in Cheviot Financial's non-performing loan totals. Such loans are considered performing under Topic ASC 310-30, even though the loans are contractually past due, as any nonpayment of contractual principal or interest is considered in the periodic re-estimation of expected cash flows and the resulting loss provisions or future period yield adjustments. The fair values were obtained using independent appraisals, which the Corporation considers to be Level 2 inputs. The aggregate carrying amount of the Corporation's impaired originated loans was approximately \$3.5 million and \$5.7 million at September 30, 2013 and December 31, 2012, respectively.

The Corporation has real estate acquired through foreclosure totaling \$4.2 million and \$4.0 million at September 30, 2013 and December 31, 2012, respectively. Real estate acquired through foreclosure is carried at the lower of the cost or fair value less estimated selling expenses at the date of acquisition. Fair values are obtained using independent appraisals, based on comparable sales which the Corporation considers to be Level 2 inputs. At September 30, 2013

all real estate acquired through foreclosure was carried at fair value.

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## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 8. Disclosures About Fair Value of Assets and Liabilities (continued)

The following table presents fair value measurements for the Company's financial instruments which are not recognized at fair value in the accompanying statements of financial position on a recurring or nonrecurring basis.

	Total	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)
September 30, 2013:				
Financial assets:				
Cash and cash equivalents	\$15,873	\$ 15,873	\$—	\$ —
Investment securities	164,483	—	164,483	—
Mortgage-backed securities	13,013	—	13,013	—
Loans receivable - net	337,048	—	337,048	—
Federal Home Loan Bank stock	8,651	—	8,651	—
Accrued interest receivable	1,745	—	1,745	—
Financial liabilities:				
Deposits	471,493	—	471,493	—
Advances from the Federal Home Loan Bank	20,108	—	20,108	—
Advances by borrowers for taxes and insurance	1,671	—	1,671	—
Accrued interest payable	75	—	75	—
December 31, 2012:				
Financial assets:				
Cash and cash equivalents	\$25,114	\$ 25,114	\$—	\$ —
Investment securities	195,963	—	195,963	—
Mortgage-backed securities	9,610	—	9,610	—
Loans receivable - net	304,414	—	340,414	—
Federal Home Loan Bank stock	8,651	—	8,651	—
Accrued interest receivable	2,264	—	2,264	—
Financial liabilities:				
Deposits	490,646	—	490,646	—
Advances from the Federal Home Loan Bank	24,314	—	24,314	—
Advances by borrowers for taxes and insurance	2,331	—	2,331	—
Accrued interest payable	90	—	90	—

## 9. Effects of Recent Accounting Pronouncements

The Corporation adopted the following accounting guidance in 2013, none of which had a material effect, if any, on the consolidated financial position or results of operations.

In July 2012, the FASB issued ASU 2012-02, Intangibles - goodwill and other (Topic 350). The amendments in this Update will allow an entity to first assess qualitative factors to determine whether it is necessary to perform a quantitative impairment test. Under these amendments, an entity would not be required to calculate the fair value of an indefinite-lived intangible asset unless the entity determines, based on qualitative assessment, that it is not more likely than not, the indefinite-lived intangible asset is impaired. The amendments include a number of events and circumstances for an entity to consider in conducting the qualitative assessment. Effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012.

Cheviot Financial Corp.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

9. Effects of Recent Accounting Pronouncements (continued)

In August 2012, the FASB issued ASU 2012-03, Technical Amendments and Corrections to SEC Sections—Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 114, Technical Amendments Pursuant to SEC Release No. 33-9250, and Corrections Related to FASB Accounting Standards Update 2010-22. Because the amendments in this ASU reflect only guidance modifications that the SEC had previously issued, the amendments have no incremental impact on the reporting entity.

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements: The amendments in this update clarify the Codification or corrects unintended application of guidance and includes amendments identifying when the use of fair value should be linked to the definition of fair value in Topic 820, Fair Value Measurement. Amendments to the Codification without transition guidance are effective upon issuance for both public and nonpublic entities. For public entities, amendments subject to transition guidance are effective for fiscal periods beginning after December 15, 2012.

In February 2013, the FASB issues ASU 2013-02, Comprehensive Income (Topic 220) – Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income. The amendments do not change the current requirements for reporting net income or other comprehensive income in financial statements. These amendments require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional details about those amounts. For public entities, the amendments are effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2012. Early adoption is permitted. The Corporation does not anticipate any material impact from this Update.

In July 2013, the FASB issued ASU No. 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists, which amends ASC 740, Income Taxes. The amendments provide guidance on the financial statement presentation of an unrecognized tax benefit, as either a reduction of a deferred tax asset or as a liability, when a net operating loss carryforward, similar tax loss, or a tax credit carryforward exists. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013 and may be applied on either a prospective or retrospective basis. We do not expect the adoption of these provisions to have a significant impact on the Corporations's consolidated financial statements.

Cheviot Financial Corp.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

10. Fair Value of Financial Instruments

Fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practical to estimate the value, is based upon the characteristics of the instruments and relevant market information. Financial instruments include cash, evidence of ownership in an entity or contracts that convey or impose on an entity the contractual right or obligation to either receive or deliver cash for another financial instrument. These fair value estimates are based on relevant market information and information about the financial instruments. Fair value estimates are intended to represent the price for which an asset could be sold or liability could be settled. However, given there is no active market or observable market transactions identical to many of the Corporation's financial instruments, estimates of many of these fair values are based upon observable inputs which are subjective in nature, involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimated values.

The following methods and assumptions were used by the Corporation in estimating its fair value disclosures for financial instruments at September 30, 2013:

Cash and cash equivalents: The carrying amounts presented in the consolidated statements of financial condition for cash and cash equivalents are deemed to approximate fair value.

Investment and mortgage-backed securities: For investment and mortgage-backed securities, fair value is deemed to equal the quoted market price.

Loans receivable: The loan portfolio was segregated into categories with similar characteristics, such as one-to four-family residential, multi-family residential and commercial real estate. These loan categories were further delineated into fixed-rate and adjustable-rate loans. The fair values for the resultant loan categories were computed via discounted cash flow analysis, using current interest rates offered for loans with similar terms to borrowers of similar credit quality. For loans on deposit accounts, fair values were deemed to equal the historic carrying values. The historical carrying amount of accrued interest on loans is deemed to approximate fair value.

Federal Home Loan Bank stock: The carrying amount presented in the consolidated statements of financial condition is deemed to approximate fair value.

Deposits: The fair value of NOW accounts, passbook accounts, and money market demand deposits is deemed to approximate the amount payable on demand at September 30, 2013. Fair values for fixed-rate certificates of deposit have been estimated using a discounted cash flow calculation using the interest rates currently offered for deposits of similar remaining maturities.

Advances from the Federal Home Loan Bank: The fair value of these advances is estimated using the rates currently offered for similar advances of similar remaining maturities or, when available, quoted market prices.

**Advances by Borrowers for Taxes and Insurance:** The carrying amount of advances by borrowers for taxes and insurance is deemed to approximate fair value.

**Commitments to extend credit:** For fixed-rate loan commitments, the fair value estimate considers the difference between current levels of interest rates and committed rates. At September 30, 2013, the fair value of the derivative loan commitments was not material.

## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 10. Fair Value of Financial Instruments (continued)

The estimated fair values of the Corporation's financial instruments at September 30, 2013 and December 31, 2012 are as follows:

	September 30, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands)		(In thousands)	
<b>Financial assets</b>				
Cash and cash equivalents	\$ 15,873	\$ 15,873	\$ 25,114	\$ 25,114
Investment securities	164,483	164,483	195,963	195,963
Mortgage-backed securities	13,013	13,137	9,610	9,801
Loans receivable - net	337,048	352,717	340,414	381,018
Accrued interest receivable	1,745	1,745	2,264	2,264
Federal Home Loan Bank stock	8,651	8,651	8,651	8,651
	\$ 540,813	\$ 556,606	\$ 582,016	\$ 622,811
<b>Financial liabilities</b>				
Deposits	\$ 471,493	\$ 470,581	\$ 490,646	\$ 490,017
Advances from the Federal Home Loan Bank	20,108	20,315	24,314	24,920
Advances by borrowers for taxes and insurance	1,671	1,671	2,331	2,331
Accrued interest payable	75	75	90	90
	\$ 493,347	\$ 492,642	\$ 517,381	\$ 517,358

Cheviot Financial Corp.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

11. Intangible Assets

The Corporation recorded goodwill and other intangibles associated with the purchase of First Franklin and Franklin Savings in March 2011 totaling \$11.6 million. Goodwill is not amortized, but is periodically evaluated for impairment. The Corporation did not recognize any impairment during the quarter ended September 30, 2013. The carrying amount of the goodwill at September 30, 2013 was \$10.3 million.

Identifiable intangibles are amortized to their estimated residual values over the expected useful lives. Such lives are also periodically reassessed to determine if any amortization period adjustments are required. During the quarter ended September 30, 2013, no such adjustments were recorded. The identifiable intangible asset consists of a core deposit intangible which is being amortized on an accelerated basis over the useful life of such asset. The gross carrying amount of the core deposit intangible at September 30, 2013 was \$587,000 with \$711,000 in accumulated amortization as of that date.

As of September 30, 2013, the current year and estimated future amortization expense for the core deposit intangible was:

2013	\$ 47
2014	149
2015	116
2016	110
2017	110
2018	55
Total	\$ 587

## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 12. Financing Receivables

The recorded investment in loans was as follows as of September 30, 2013:

	One-to four- Family Residential (In thousands)	Multi-family Residential	Construction	Commercial	Consumer	Total
Purchased loans	\$84,196	\$ 7,639	\$ -	\$ 30,424	\$ 1,968	\$ 124,227
Credit quality discount	(1,257 )	(159 )	-	(1,550 )	(1,042 )	(4,008 )
Purchased loans book value	82,939	7,480	-	28,874	926	120,219
Originated loans (1)	158,512	15,337	5,320	(2) 40,893	732	220,794
Ending balance	\$241,451	\$ 22,817	\$ 5,320	\$ 69,767	\$ 1,658	\$341,013

(1) Includes loans held for sale

(2) Before consideration of undisbursed Loans-in-process

The carrying amount of purchased loans consisting of credit-impaired purchased loans and non-impaired purchased loans is shown in the following table as of September 30, 2013.

	Non-impaired Purchased Loans (In thousands)	Credit Impaired Purchased Loans (In thousands)
One-to-four family residential	\$ 79,631	\$ 3,308
Multi-family residential	6,423	1,057
Construction	-	-
Commercial	21,321	7,553
Consumer	845	81
Total	\$ 108,220	\$ 11,999



## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 12. Financing receivables (continued)

The following summarizes activity in the allowance for credit losses:

	September 30, 2013					
	One-to four- Family Residential (In thousands)	Multi-family Residential	Construction	Commercial	Consumer	Total
Allowance for loan losses:						
Beginning balance	\$ 1,823	\$ 172	\$ 1	\$ 153	\$ 11	\$ 2,160
Provision	901	23	8	(7 )	-	925
Charge-offs	(1,545 )	-	-	-	(1 )	(1,546 )
Recoveries	31	-	-	-	-	31
Ending balance	\$ 1,210	\$ 195	\$ 9	\$ 146	\$ 10	\$ 1,570
Originated loans: Individually evaluated for impairment	\$ 67	\$ -	\$ -	\$ -	\$ -	\$ 67
Purchased loans: Individually evaluated for impairment	\$ 43	\$ -	\$ -	\$ -	\$ -	\$ 43
Originated loans: Collectively evaluated for impairment	\$ 780	\$ 195	\$ 9	\$ 146	\$ 10	\$ 1,140
Purchased loans: Loans acquired with deteriorated credit quality	\$ 320	\$ -	\$ -	\$ -	\$ -	\$ 320
Loans receivable:						

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Ending balance	\$ 241,451	\$ 22,817	\$ 5,320	\$ 69,767	\$ 1,658	\$ 341,013
Ending balance: Individually evaluated for impairment (1)	\$ 82,051	\$ 6,518	\$ -	\$ 22,213	\$ 845	\$ 111,627
Ending balance: Collectively evaluated for impairment	\$ 156,092	\$ 15,242	\$ 5,320	\$ 40,001	\$ 732	\$ 217,387
Ending balance: Loans acquired with deteriorated credit quality	\$ 3,308	\$ 1,057	\$ -	\$ 7,553	\$ 81	\$ 11,999

(1) Includes loans acquired from First Franklin with outstanding balances of \$108,220 at September 30, 2013.

## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 12. Financing receivables (continued)

	December 31, 2012					
	One-to four- Family Residential (In thousands)	Multi-family Residential	Construction	Commercial	Consumer	Total
Allowance for loan losses:						
Beginning balance	\$ 978	\$ 162	\$ 13	\$ 285	\$ 9	\$ 1,447
Provision	1,382	10	(12 )	(101 )	1	1,280
Charge-offs	(537 )	-	-	(31 )	-	(568 )
Recoveries	-	-	-	-	1	1
Ending balance	\$ 1,823	\$ 172	\$ 1	\$ 153	\$ 11	\$ 2,160
Originated loans: individually evaluated for impairment	\$ 632	\$ -	\$ -	\$ -	\$ -	\$ 632
Purchased loans: individually evaluated for impairment	\$ 152	\$ -	\$ -	\$ -	\$ -	\$ 152
Originated loans: collectively evaluated for impairment	\$ 673	\$ 172	\$ 1	\$ 153	\$ 11	\$ 1,010
Purchased loans: loans acquired with deteriorated credit quality	\$ 366	\$ -	\$ -	\$ -	\$ -	\$ 366
Loans receivable:						
Ending balance	\$ 249,202	\$ 23,866	\$ 1,243	\$ 67,166	\$ 1,691	\$ 343,168
Ending balance:	\$ 96,060	\$ 9,225	\$ -	\$ 24,967	\$ 894	\$ 131,146

individually evaluated  
for impairment (1)

Ending balance:

Collectively evaluated for impairment	\$ 149,159	\$ 13,579	\$ 1,243	\$ 33,678	\$ 716	\$ 198,375
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Ending balance:

loans acquired with deteriorated credit quality	\$ 3,983	\$ 1,062	\$ -	\$ 8,521	\$ 81	\$ 13,647
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(1) Includes loans acquired from First Franklin with outstanding balances of \$125,430 at December 31, 2012.

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## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 12. Financing receivables (continued)

The Corporation assigns credit risk grades to evaluated loans using grading standards employed by regulatory agencies. Loans judged to carry lower-risk attributes are assigned a “pass” grade, indicating a minimal likelihood of loss. Loans judged to carry a higher-risk attributes are referred to as “classified loans” and are further disaggregated, with increasing expectations for loss recognition, as “special mention”, “substandard”, “doubtful”, and “loss”. The Loan Classification of Assets committee assigns the credit risk grades to loans and reports to the board on a monthly basis the “classified asset” report.

The following table summarizes the credit risk profile by internally assigned grade:

	Originated Loans at September 30, 2013					
	One-to four- Family Residential (In thousands)	Multi-family Residential	Construction	Commercial	Consumer	Total
Grade:						
Pass	\$155,838	\$15,242	\$5,320	\$39,101	\$732	\$216,233
Special mention	-	-	-	-	-	-
Substandard	2,674	95	-	1,792	-	4,561
Doubtful	-	-	-	-	-	-
Loss	-	-	-	-	-	-
Total	\$158,512	\$15,337	\$5,320	\$40,893	\$732	\$220,794
	Originated Loans at December 31, 2012					
	One-to four- Family Residential (In thousands)	Multi-family Residential	Construction	Commercial	Consumer	Total
Grade:						
Pass	\$148,771	\$13,579	\$1,243	\$32,699	\$716	\$197,008
Special mention	-	-	-	-	-	-
Substandard	5,390	94	-	1,599	-	7,083
Doubtful	-	-	-	-	-	-
Loss	-	-	-	-	-	-

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Total	\$154,161	\$ 13,673	\$ 1,243	\$ 34,298	\$716	\$204,091
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Purchased Loans at September 30, 2013

One-to

four-

Family

Multi-family

Residential

Residential

Construction

Commercial

Consumer

Total

(In thousands)

Grade:

Pass	\$78,822	\$ 7,424	\$ -	\$ 26,956	\$840	\$114,042
Special mention	891	-	-	-	-	891
Substandard	3,226	56	-	1,918	86	5,286
Doubtful	-	-	-	-	-	-
Loss	-	-	-	-	-	-

Total	\$82,939	\$ 7,480	\$ -	\$ 28,874	\$926	\$120,219
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## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 12. Financing receivables (continued)

Grade:	Purchased Loans at December 31, 2012					
	One-to four- Family Residential (In thousands)	Multi-family Residential	Construction	Commercial	Consumer	Total
Pass	\$91,091	\$ 10,193	\$ -	\$ 30,551	\$855	\$132,690
Special mention	108	-	-	-	-	108
Substandard	3,842	-	-	2,317	120	6,279
Doubtful	-	-	-	-	-	-
Loss	-	-	-	-	-	-
<b>Total</b>	<b>\$95,041</b>	<b>\$ 10,193</b>	<b>\$ -</b>	<b>\$ 32,868</b>	<b>\$975</b>	<b>\$139,077</b>

The following tables summarize loans by delinquency, nonaccrual status and impaired loans:

Age Analysis of Past Due Originated Loans Receivable  
As of September 30, 2013

	>30-89 Days Past Due (In thousands)	Greater than 90 Days	Total Past Due	Current & Accruing	Nonaccrual	Total Loans	Recorded Investment 90 Days and Accruing
Real Estate:							
1-4 family Residential	\$460	\$2,420	\$2,880	\$156,092	\$2,420	\$158,512	\$ -
Multi-family Residential	-	95	95	15,242	95	15,337	-
Construction	-	-	-	5,320	-	5,320	-
Commercial	-	892	892	40,001	892	40,893	-
Consumer	-	-	-	732	-	732	-
<b>Total</b>	<b>\$460</b>	<b>\$3,407</b>	<b>\$3,867</b>	<b>\$217,387</b>	<b>\$3,407</b>	<b>\$220,794</b>	<b>\$ -</b>

Age Analysis of Past Due Originated Loans Receivable  
As of December 31, 2012

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	>30-89 Days Past Due (In thousands)	Greater than 90 Days	Total Past Due	Current & Accruing	Nonaccrual	Total Loan Receivables	Recorded Investment 90 Days and Accruing
Real Estate:							
1-4							
family Residential	\$1,116	\$5,002	\$6,118	\$149,159	\$5,002	\$154,161	\$-
Multi-family	-	94	94	13,579	94	13,673	-
Construction	-	-	-	1,243	-	1,243	-
Commercial	547	620	1,167	33,678	620	34,298	-
Consumer	-	-	-	716	-	716	-
Total	\$1,663	\$5,716	\$7,379	\$198,375	\$5,716	\$204,091	\$-

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## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 12. Financing receivables (continued)

Age Analysis of Past Due Purchased Loans Receivable  
As of September 30, 2013

	>30-89 Days Past Due (In thousands)	Greater than 90 Days	Total Past Due	Current & Accruing	Nonaccrual	Total Loans	Recorded Investment 90 Days and Accruing
Real Estate:							
1-4 family Residential	\$1,431	\$2,764	\$4,195	\$80,175	\$2,764	\$82,939	\$-
Multi-family Residential	-	56	56	7,424	56	7,480	-
Construction	-	-	-	-	-	-	-
Commercial	22	1,474	1,496	27,400	1,474	28,874	-
Consumer	1	2	3	924	2	926	-
Total	\$1,454	\$4,296	\$5,750	\$115,923	\$4,296	\$120,219	\$-

Age Analysis of Past Due Purchased Loans Receivable  
As of December 31, 2012

	>30-89 Days Past Due (In thousands)	Greater than 90 Days	Total Past Due	Current & Accruing	Nonaccrual	Total Loan Receivables	Recorded Investment 90 Days and Accruing
Real Estate:							
1-4 family Residential	\$2,890	\$3,446	\$6,336	\$91,595	\$3,446	\$95,041	\$-
Multi-family Construction	-	-	-	10,193	-	10,193	-
Commercial	693	1,519	2,212	31,349	1,519	32,868	-
Consumer	-	7	7	968	7	975	-
Total	\$3,583	\$4,972	\$8,555	\$134,105	\$4,972	\$139,077	\$-

## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 12. Financing receivables (continued)

	Recorded Investment (In thousands)	Impaired Loans As of September 30, 2013			Interest Income Recognized
		Unpaid Principal Balance	Related Allowance	Average Recorded Investment	
Purchased loans with a credit quality discount and no related allowance recorded:					
Real Estate:					
1-4 family					
Residential	\$ 3,233	\$ 3,233	\$ -	\$ 3,582	\$ 21
Multi-family	1,057	1,057	-	1,060	-
Construction	-	-	-	-	-
Commercial	7,553	7,553	-	8,037	10
Consumer	81	81	-	81	-
Total	\$ 11,924	\$ 11,924	\$ -	\$ 12,760	\$ 31
Purchased loans with a credit quality discount and an allowance recorded:					
Real Estate:					
1-4 family					
Residential	\$ 32	\$ 75	\$ 43	\$ 22	\$ 1
Multi-family	-	-	-	-	-
Construction	-	-	-	-	-
Commercial	-	-	-	-	-
Consumer	-	-	-	-	-
Total	\$ 32	\$ 75	\$ 43	\$ 22	\$ 1
Purchased loans with no credit quality discount and no related allowance					

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recorded:

Real Estate:

1-4 family

Residential	\$ 1,964	\$ 1,964	\$ -	\$ 1,844	\$ 65
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Multi-family

Residential	56	56	-	28	2
-------------	----	----	---	----	---

Construction

	-	-	-	-	-
--	---	---	---	---	---

Commercial

	-	-	-	-	-
--	---	---	---	---	---

Consumer

	-	-	-	20	-
--	---	---	---	----	---

Total

	\$ 2,020	\$ 2,020	\$ -	\$ 1,892	\$ 67
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Purchased loans

with an

allowance

recorded:

Real Estate:

1-4 family

Residential	\$ -	\$ -	\$ -	\$ 74	\$ -
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Multi-family

Residential	-	-	-	-	-
-------------	---	---	---	---	---

Construction

	-	-	-	-	-
--	---	---	---	---	---

Commercial

	-	-	-	-	-
--	---	---	---	---	---

Consumer

	-	-	-	-	-
--	---	---	---	---	---

Total

	\$ -	\$ -	\$ -	\$ 74	\$ -
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## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 12. Financing receivables (continued)

	Recorded Investment (In thousands)	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
Originated loans with no related allowance recorded					
Real Estate:					
1-4 family Residential	\$ 2,309	\$ 2,309	\$ -	\$ 2,898	\$ 21
Multi-family Residential	95	95	-	94	-
Construction	-	-	-	-	-
Commercial	892	892	-	644	24
Consumer	-	-	-	-	-
Total	\$ 3,296	\$ 3,296	\$ -	\$ 3,636	\$ 45
Originated loans with an allowance recorded:					
Real Estate:					
1-4 family Residential	\$ 119	\$ 186	\$ 67	\$ 533	\$ 4
Multi-family Residential	-	-	-	-	-
Construction	-	-	-	-	-
Commercial	-	-	-	80	-
Consumer	-	-	-	-	-
Total	\$ 119	\$ 186	\$ 67	\$ 613	\$ 4
Total:					
Real Estate:					
1-4 family Residential	\$ 7,657	\$ 7,767	\$ 110	\$ 8,953	\$ 112
Multi-family Residential	1,208	1,208	-	1,182	2
Construction	-	-	-	-	-
Commercial	8,445	8,445	-	8,761	34
Consumer	81	81	-	101	-

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Total	\$ 17,391	\$ 17,501	\$ 110	\$ 18,997	\$ 148
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## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 12. Financing receivables (continued)

Impaired Loans					
As of December 31, 2012					
	Recorded	Unpaid	Related	Average	Interest
	Investment	Principal	Allowance	Recorded	Income
	(In thousands)	Balance		Investment	Recognized
Purchased loans with a credit quality discount and no related allowance recorded:					
Real Estate:					
1-4 family					
Residential	\$ 3,931	\$ 3,931	\$ -	\$ 4,752	\$ 232
Multi-family	1,062	1,062	-	1,065	53
Construction	-	-	-	-	-
Commercial	8,521	8,521	-	8,861	545
Consumer	81	81	-	89	16
Total	\$ 13,595	\$ 13,595	\$ -	\$ 14,767	\$ 846
Purchased loans with a credit quality discount and an allowance recorded:					
Real Estate:					
1-4 family					
Residential	\$ 13	\$ 52	\$ 39	\$ 7	\$ -
Multi-family	-	-	-	-	-
Construction	-	-	-	-	-
Commercial	-	-	-	-	-
Consumer	-	-	-	-	-
Total	\$ 13	\$ 52	\$ 39	\$ 7	\$ -
Purchased loans with no credit quality discount and no related allowance					

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recorded:

Real Estate:

1-4 family Residential	\$ 1,724	\$ 1,724	\$ -	\$ 2,055	\$ 60
Multi-family Residential	-	-	-	-	-
Construction Commercial	-	-	-	116	-
Consumer	39	39	-	30	1
Total	\$ 1,763	\$ 1,763	\$ -	\$ 2,201	\$ 61

Purchased loans with an allowance

recorded:

Real Estate:

1-4 family Residential	\$ 148	\$ 261	\$ 113	\$ 74	\$ 5
Multi-family Residential	-	-	-	-	-
Construction Commercial	-	-	-	-	-
Consumer	-	-	-	-	-
Total	\$ 148	\$ 261	\$ 113	\$ 74	\$ 5

## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 12. Financing receivables (continued)

	Recorded Investment (In thousands)	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
Originated loans with no related allowance recorded					
Real Estate:					
1-4 family					
Residential	\$ 3,487	\$ 3,487	\$ -	\$ 4,259	\$ 43
Multi-family	94	94	-	95	1
Construction	-	-	-	-	-
Commercial	396	396	-	291	2
Consumer	-	-	-	-	-
Total	\$ 3,977	\$ 3,977	\$ -	\$ 4,645	\$ 46
Originated loans with an allowance recorded:					
Real Estate:					
1-4 family					
Residential	\$ 946	\$ 1,515	\$ 569	\$ 613	\$ 6
Multi-family	-	-	-	-	-
Construction	-	-	-	-	-
Commercial	161	224	63	157	-
Consumer	-	-	-	-	-
Total	\$ 1,107	\$ 1,739	\$ 632	\$ 770	\$ 6
Total:					
Real Estate:					
1-4 family					
Residential	\$ 10,249	\$ 10,970	\$ 721	\$ 11,760	\$ 346
Multi-family	1,156	1,156	-	1,160	54
Construction	-	-	-	-	-
Commercial	9,078	9,141	63	9,425	547
Consumer	120	120	-	119	17
Total	\$ 20,603	\$ 21,387	\$ 784	\$ 22,464	\$ 964



## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 12. Financing receivables (continued)

## Modifications

As of September 30, 2013

	Number of Contracts (Dollars in thousands)	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings			
Real Estate:			
1-4 Family Residential	4	\$ 316	\$ 312
Multi-family Residential	-	-	-
Construction	-	-	-
Commercial	2	848	840
Consumer	-	-	-

## Modifications

For the nine months ended September 30, 2013

	Number of Contracts	Recorded Investment
Troubled Debt Restructurings That Subsequently Defaulted		
Real Estate:		
1-4 Family Residential	-	\$ -
Multi-family Residential	-	-
Construction	-	-
Commercial	-	-
Consumer	-	-

## Cheviot Financial Corp.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the nine months ended September 30, 2013 and 2012

## 12. Financing receivables (continued)

## Modifications

As of December 31, 2012

	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings			
Real Estate:			
1-4 Family Residential	16	\$ 1,508	\$ 1,508
Multi-family Residential	-	-	-
Construction	-	-	-
Commercial	1	754	754
Consumer	-	-	-
	Number of Contracts	Recorded Investment	
Troubled Debt Restructurings That Subsequently Defaulted			
Real Estate:			
1-4 Family Residential	-	\$ -	
Multi-family Residential	-	-	
Construction	-	-	
Commercial	-	-	
Consumer	-	-	

The modifications related to interest only payments ranging from a three to nine month period. Due to the short term cash flow deficiency, no related allowance was recorded as a result of the restructurings. The collateral value was updated with recent appraisals which gave no indication of impairment

## 13. Completion of Plan of Conversion

On January 18, 2012, Cheviot Financial Corp., a Maryland corporation (the "Corporation"), completed its second-step conversion and related public stock offering. Cheviot Savings Bank is now 100% owned by the Corporation and the Corporation is 100% owned by public stockholders. The Corporation sold a total of 4,675,000 shares of common stock in a subscription, community and syndicated community offerings, including 187,000 shares to the Corporation's employee stock ownership plan. All shares were sold at a purchase price of \$8.00 per share.



Cheviot Financial Corp.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward Looking Statements

This report on Form 10-Q contains forward-looking statements, which can be identified by the use of such words as estimate, project, believe, intend, anticipate, plan, seek, expect and similar expressions. These forward-looking statements are subject to significant risks, assumptions and uncertainties that could affect the actual outcome of future events. Because of these uncertainties, actual future results may be materially different from the results indicated by these forward-looking statements.

Recent Developments

On April 23, 2013, shareholders approved the 2013 Equity Incentive Plan. The 2013 Equity Incentive Plan provides for the grant of up to 467,500 options to buy shares of common stock and the awards of shares of restricted stock. As of the date of this report, no stock grants or option awards have been made under the 2013 Equity Incentive Plan.

Subsequent to September 30, 2013 the Corporation amended the authorization of a stock repurchase plan. Under this program the Corporation is authorized to repurchase 341,845 shares constituting 5% of the outstanding shares of common stock.

Critical Accounting Policies

Cheviot Financial considers accounting policies involving significant judgments and assumptions by management that have, or could have, a material impact on the carrying value of certain assets or on income to be critical accounting policies. The Corporation considers the accounting method used for the allowance for loan losses to be a critical accounting policy.

The allowance for loan losses is the estimated amount considered necessary to cover inherent, but unconfirmed credit losses in the loan portfolio at the balance sheet date. The allowance is established through the provision for losses on loans which is charged against income. In determining the allowance for loan losses, management makes significant estimates and has identified this policy as one of the most critical for Cheviot Financial.

Management performs a quarterly evaluation of the allowance for loan losses. Consideration is given to a variety of factors in establishing this estimate including, but not limited to, current economic conditions, delinquency statistics, geographic and industry concentrations, the adequacy of the underlying collateral, the financial strength of the borrower, results of internal loan review and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant change.

The analysis has two components, specific and general allocations. Specific allocations are made for unconfirmed losses related to loans that are determined to be impaired. Impairment is measured by determining the present value of expected future cash flows or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses. If the fair value of the loan is less than the loan's carrying value, the loan is written

down to fair value. The general allocation is determined by segregating the remaining loans by type of loan, risk weighting (if applicable) and payment history. Management also analyzes historical loss experience, delinquency trends, general economic conditions and geographic and industry concentrations. This analysis establishes factors that are applied to the loan groups to determine the amount of the general allowance. Actual loan losses may be significantly more than the allowances that has been established which could result in a material negative effect on financial results.

The acquired assets and assumed liabilities of First Franklin were measured at estimated fair values, as required by FASB under Business Combinations. Management made significant estimates and exercised significant judgment in accounting for the acquisition. Management measured loan fair values based on loan file reviews (including borrower financial statements or tax returns), appraised collateral values, expected cash flows and historical loss factors of Franklin Savings. Real estate acquired through foreclosure was primarily valued based on appraised collateral values. The Corporation also recorded an identifiable intangible asset representing the core deposit base of Franklin Savings based on management's evaluation of the cost of such deposits relative to alternative funding sources. Management used significant estimates including the average lives of depository accounts, future interest rate levels, the cost of servicing various depository products and other significant estimates. Management used market quotations to determine the fair value of investment securities and FHLB advances.

Cheviot Financial Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS (CONTINUED)

Critical Accounting Policies (continued)

The acquired assets of First Franklin and Franklin Savings include loans receivable. Loans receivable acquired with a deteriorated credit quality amounted to \$25.0 million with a related credit quality discount of \$5.5 million. The method of measuring carrying value of purchased loans differs from loans originated by the Corporation, and as such, the Corporation identifies purchased loans and purchased loans with a credit quality discount.

The Corporation classifies investments in debt and equity securities as either held-to-maturity or available-for-sale. Securities classified as held-to maturity are recorded at cost or amortized cost. Available-for-sale securities are carried at fair value. Estimated fair values are obtained from a third party service. This service's fair value calculations are based on quoted market prices when such prices are available. If quoted market prices are not available, estimates of fair value are computed using a variety of techniques, including extrapolation from the quoted prices of similar instruments or recent trades for thinly traded securities, fundamental analysis, or through obtaining purchase quotes. Due to the subjective nature of the valuation process, it is possible that the actual fair values of these investments could differ from the estimated amounts, thereby affecting the statements of financial position, results of operations and cash flows. If the estimated value of investments is less than the cost or amortized cost, management evaluates whether an event or change in circumstances has occurred that may have a significant adverse effect on the fair value of the investment. If such an event or change has occurred and it is determined that the impairment is other-than-temporary, the impairment of the investment is expensed in the period in which the event or change occurred. Management also considers how long a security has been in a loss position in determining if it is other than temporarily impaired. Management also assesses the nature of the unrealized losses taking into consideration factors such as changes in risk-free interest rates, general credit spread widening, market supply and demand, creditworthiness of the issuer, and quality of the underlying collateral.

Discussion of Financial Condition Changes at September 30, 2013 and December 31, 2012

Total assets decreased \$40.2 million, or 6.4%, to \$591.7 million at September 30, 2013, from \$632.0 million at December 31, 2012. The decrease in total assets primarily reflects a \$31.5 million decrease in investment securities as \$106.2 million in investment securities matured during the nine months ended September 30, 2013 and a \$3.4 million decrease in loans receivable as a result of selling \$33.3 million of loans in the secondary market.

Cash, federal funds and interest-earning deposits decreased \$9.2 million, or 36.8% to \$15.9 million at September 30, 2013. The decrease in cash and cash equivalents at September 30, 2013 was due to a \$11.2 million decrease in federal funds sold and a decrease of \$407,000 in cash and due from banks, which was partially offset by an increase of \$2.4 million in interest-earning deposits. Investment securities decreased \$31.5 million, or 16.1%, to \$164.5 million at September 30, 2013. The decrease in investment securities is primarily the result of \$106.2 million of investment securities maturing, which was partially offset by investing approximately \$80.9 million in U.S. Government agencies and \$1.9 million in corporate securities during the nine months ended September 30, 2013. At September 30, 2013, all investment securities were classified as available for sale.

Mortgage-backed securities increased \$3.4 million, or 35.4%, to \$13.0 million at September 30, 2013, from \$9.6 million at December 31, 2012. The increase in mortgage-backed securities was due primarily to the purchase of \$5.0

million in mortgage-backed securities designated as available for sale, which was partially offset by \$1.5 million in principal repayments. At September 30, 2013, \$9.8 million of mortgage-backed securities were classified as available for sale, while \$3.2 million were classified as held to maturity. As of September 30, 2013, none of the mortgage-backed securities were considered other than temporarily impaired.

Cheviot Financial Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS (CONTINUED)

Discussion of Financial Condition Changes at September 30, 2013 and December 31, 2012 (continued)

Loans receivable, including loans held for sale, decreased \$3.4 million, or 1.0%, to \$337.0 million at September 30, 2013, from \$340.4 million at December 31, 2012. The change in net loans receivable reflects loan sales totaling \$33.3 million and loan principal repayments of \$53.3 million, which were partially offset by loan originations of \$85.8 million. In addition, approximately \$2.4 million in loans receivable were transferred to real estate acquired through foreclosure. The change in the composition of the Corporation's assets reflects management's decision to service our customer base by originating loans for sale and recording gains, while simultaneously managing interest rate risk. Due to increases in mortgage interest rates and customer demand, loan originations decreased during the period.

The allowance for loan losses totaled \$1.6 million and \$2.2 million at September 30, 2013 and December 31, 2012, 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 the Corporation's historic loss experience by applying such loss percentage to the loan types to be collectively evaluated in the portfolio. The \$925,000 provision for losses on loans during the nine months ended September 30, 2013 reflected these factors, as well as, replenishing the allowance for charge-offs and the need to provide approximately \$796,000 in specific reserves for nine residential properties with principal balances totaling \$2.0 million that were transferred to real estate owned during the nine months ended September 30, 2013. 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. 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, 2013.

Originated non-performing and impaired loans totaled \$3.5 million and \$5.7 million at September 30, 2013 and December 31, 2012, respectively. At September 30, 2013, originated non-performing and impaired loans were comprised of thirty-three loans secured by one- to four-family residential real estate totaling \$2.5 million, one multi-family loan totaling \$95,000 and five commercial and non-residential loans totaling \$892,000. At September 30, 2013 and December 31, 2012 real estate acquired through foreclosure was \$4.2 million and \$4.0 million, respectively. The allowance for loan losses represented 35.4% and 28.7% of Cheviot Financial's originated non-performing and impaired loans at September 30, 2013 and December 31, 2012, respectively. Although management believes that the Corporation's 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 results of operations.

Deposits totaled \$471.5 million at September 30, 2013, a decrease of \$19.2 million, or 3.9% from \$490.6 million at December 31, 2012. Advances from the Federal Home Loan Bank of Cincinnati decreased by \$4.2 million, or 17.3%, to \$20.1 million at September 30, 2013, from \$24.3 million at December 31, 2012. The decrease is a result of approximately \$4.1 million in repayments during the nine months ended September 30, 2013.



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Shareholders' equity decreased \$14.8 million, or 13.7%, from December 31, 2012. The decrease primarily resulted from purchasing 759,654 shares through the stock buyback program at a total cost of \$8.6 million, dividend payments on common stock of \$1.9 million and an increase in the unrealized loss on securities designated as available for sale of \$5.4 million. These decreases were partially offset by net income of \$1.1 million.

Cheviot Financial Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS (CONTINUED)

Discussion of Financial Condition Changes at September 30, 2013 and December 31, 2012 (continued)

Liquidity and Capital Resources

The Corporation monitors its liquidity position on a daily basis using reports that summarize all deposit activity and loan commitments. A significant portion of the deposit base is comprised of time deposits. At September 30, 2013, \$115.8 million of time deposits are due to mature within one year. The daily deposit activity report allows management to price time deposits competitively. Because of this and the Corporation's deposit retention experience, the Corporation anticipates that a significant portion of maturing time deposits will be retained. At September 30, 2013, the Corporation had loan commitments of \$1.9 million. Loan commitments are funded or expire within 45 days from the date of the commitment.

Borrowings from the Federal Home Loan Bank of Cincinnati decreased \$4.2 million during the nine months ended September 30, 2013 and totaled \$20.1 million at September 30, 2013. At September 30, 2013, the Corporation had the ability to increase such borrowings by approximately \$122.6 million. The additional borrowings can be used to offset any decrease in customer deposits or to fund loan commitments. The Corporation's other borrowings were primarily limited to \$599,000 of lease obligations.

Comparison of Operating Results for the Nine-Month Period Ended September 30, 2013 and 2012

General

Net earnings for the nine months ended September 30, 2013 totaled \$1.1 million, a \$1.5 million decrease from the \$2.6 million in net earnings reported for the September 2012 period. The decrease in net earnings reflects a decrease in net interest income of \$772,000 and a decrease in other income of \$1.3 million and an increase in general, administrative and other expense of \$73,000, which were partially offset by a decrease of \$65,000 in the provision for losses on loans and a decrease in the provision for federal income taxes of \$559,000.

Net Interest Income

Total interest income decreased \$1.8 million, or 10.8%, to \$14.6 million for the nine-months ended September 30, 2013, from the comparable quarter in 2012. Interest income on loans decreased \$2.0 million, or 14.4%, to \$11.8 million during the 2013 period from \$13.8 million for the 2012 period. This decrease was due primarily to a \$30.9 million decrease in the average balance of loans outstanding and a 32 basis point decrease in the average yield to 4.71% from 5.03% in the 2013 nine month period.

Interest income on mortgage-backed securities decreased \$22,000, or 13.9%, to \$136,000 for the nine months ended September 30, 2013, from \$158,000 for the 2012 period, due primarily to a 16 basis point decrease in the average yield and a \$650,000 decrease in the average balance of securities outstanding period to period. Interest income on investment securities increased \$233,000, or 11.0%, to \$2.4 million for the nine months ended September 30, 2013, compared to \$2.1 million for the same period in 2012, due primarily to an increase of \$21.6 million, or 14.1%, in the average balance of investment securities outstanding, which was partially offset by a 5 basis point decrease in the

average yield to 1.79% for the 2013 period. Interest income on other interest-earning deposits decreased \$1,000, or 0.3%, to \$290,000 for the nine months ended September 30, 2013, as compared to the same period in 2012.

Cheviot Financial Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS (CONTINUED)

Comparison of Operating Results for the Nine-Month Periods Ended September 30, 2013 and 2012 (continued)

Interest expense decreased \$1.0 million, or 23.1%, to \$3.3 million for the nine months ended September 30, 2013, from \$4.3 million for the same period in 2012. Interest expense on deposits decreased by \$841,000, or 23.2%, to \$2.8 million from \$3.6 million, due primarily to a \$16.1 million decrease in the average balance outstanding, which was partially offset by 20 basis point decrease in the average cost of deposits to 0.77% during the 2013 period. Interest expense on borrowings decreased by \$161,000, or 22.7%, due primarily to a \$6.1 million, or 21.6%, decrease in the average balance outstanding and a 5 basis point decrease in the average cost of borrowings.

As a result of the foregoing changes in interest income and interest expense, net interest income decreased by \$772,000, or 6.4%, to \$11.3 million for the nine months ended September 30, 2013. The average interest rate spread decreased 9 basis points to 2.81% for the nine months ended September 30, 2013 from 2.90% for the nine months ended September 30, 2012. The net interest margin decreased to 2.85% for the nine months ended September 30, 2013 from 2.94% for the nine months ended September 30, 2012.

Provision for Losses on Loans

As a result of an analysis of historical experience, the volume and type of lending conducted by the Savings Bank, the status of past due principal and interest payments, general economic conditions, particularly as such conditions relate to the Savings Bank's market area, and other factors related to the collectability of the Savings Bank's loan portfolio, management recorded a \$925,000 provision for losses on loans for the nine months ended September 30, 2013 and \$990,000 for the nine months ended September 30, 2012. Non-performing originated loans were 1.6% and 2.8% of net originated loans at September 30, 2013 and December 31, 2012, respectively. The 2013 provision for loan losses reflects the amount necessary to maintain an adequate allowance based on the Corporation's historical loss experience and 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 decreased \$1.3 million, or 39.2%, to \$2.0 million for the nine months ended September 30, 2013, compared to the same period in 2012, due primarily to a loss of \$255,000 on sale of office premises and equipment comprised of the former Franklin Savings headquarters, a decrease in the gain on sale of loans of \$710,000 and the absence during the 2013 period of a gain on death benefits from life insurance of \$492,000.

General, Administrative and Other Expense

General, administrative and other expense increased \$73,000, or 0.7%, to \$11.0 million for the nine months ended September 30, 2013, from \$10.9 million for the comparable period in 2012. The increase is a result of an increase of \$227,000 in other operating expense. The increase in other operating expense is a result of real estate tax expense for

real estate acquired through foreclosure.

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Cheviot Financial Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS (CONTINUED)

Comparison of Operating Results for the Nine-Month Periods Ended September 30, 2013 and 2012 (continued)

Federal Income Taxes

The provision for federal income taxes decreased \$559,000, or 62.8%, for the nine months ended September 30, 2013. Cheviot Financial has approximately \$3.5 million in remaining operating loss carryforwards to offset future taxable income for 20 years. These losses are subject to the Internal Revenue Code Section 382 net operating loss limitations of \$1.1 million allowed on an annual basis. The effective tax rate for the nine months ended September 30, 2013 and 2012 was 23.5% and 25.6%, respectively.

Comparison of Operating Results for the Three-Month Periods Ended September 30, 2013 and 2012

General

Net earnings for the three months ended September 30, 2013 totaled \$21,000, a \$478,000 decrease from the \$499,000 earnings reported in the September 2012 period. The decrease in net earnings reflects a decrease of \$625,000 in other income, primarily mortgage banking fee income and a decrease of \$388,000 in net interest income, which was partially offset by a decrease of \$5,000 in the provision for losses on loans, a decrease in general, administrative and other expenses of \$280,000 and by a decrease of \$250,000 in the provision for federal income taxes.

Net Interest Income

Total interest income decreased \$686,000, or 12.8%, to \$4.7 million for the three-months ended September 30, 2013, from the comparable quarter in 2012. Interest income on loans decreased \$583,000, or 13.2%, to \$3.8 million during the 2013 quarter from \$4.4 million for the 2012 quarter. This decrease was due primarily to a \$18.6 million, or 5.3%, decrease in the average balance of loans outstanding and by a 42 basis point decrease in the average yield on loans to 4.55% for the 2013 quarter from 4.97% for the three months ended September 30, 2012.

Cheviot Financial Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS (CONTINUED)

For the three and nine months ended September 30, 2013 and 2012

Comparison of Operating Results for the Three-Month Periods Ended September 30, 2013 and 2012 (continued)

Net Interest Income (continued)

Interest income on mortgage-backed securities increased \$5,000, or 10.2%, to \$54,000 for the three months ended September 30, 2013, from \$49,000 for the comparable 2012 quarter, due primarily to a \$2.1 million, or 20.2% increase in the average balance of securities outstanding, which was partially offset by a 16 basis point decrease in the average yield. Interest income on investment securities decreased \$99,000, or 12.2%, to \$712,000 for the three months ended September 30, 2013, compared to \$811,000 for the same quarter in 2012, due primarily to a decrease of \$16.4 million, or 9.0% in the average balance of investment securities outstanding and by a 6 basis point decrease in the average yield to 1.73% in the 2013 quarter. Interest income on other interest-earning deposits decreased \$9,000, or 8.7% to \$94,000 for the three months ended September 30, 2013.

Interest expense decreased \$298,000, or 21.9% to \$1.1 million for the three months ended September 30, 2013, from \$1.4 million for the same quarter in 2012. Interest expense on deposits decreased by \$249,000, or 21.8%, to \$894,000, from \$1.1 million, due primarily to a 17 basis point decrease in the average cost of deposits to 0.75% and a \$21.7 million, or 4.4% decrease in the average balance of deposits outstanding. The decrease in the average cost of deposits is due to the overall changes in the deposit composition and lower market rates for the period. Interest expense on borrowings decreased by \$49,000, or 22.3%, due primarily to a \$5.5 million decrease in the average balance outstanding, and due to a 5 basis point decrease in the average cost of borrowings.

As a result of the foregoing changes in interest income and interest expense, net interest income decreased by \$388,000, or 9.7%, to \$3.6 million for the three months ended September 30, 2013, as compared to the same quarter in 2012. The average interest rate spread decreased to 2.75% for the three months ended September 30, 2013 from 2.82% for the three months ended September 30, 2012. The net interest margin decreased to 2.79% for the three months ended September 30, 2013 from 2.89% for the three months ended September 30, 2012.

Provision for Losses on Loans

Management recorded a \$585,000 provision for losses on loans for the three months ended September 30, 2013, compared to a \$590,000 provision for losses on loans for the three months ended September 30, 2012. The provision for loan losses during the three months ended September 30, 2013 reflects the amount necessary to maintain an adequate allowance based on the historical loss experience and other external factors. 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 for loan losses is adequate to absorb such losses.

Other Income

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Other income decreased \$625,000, or 55.0%, to \$511,000 for the three months ended September 30, 2013, compared to the same quarter in 2012. The decrease is due primarily to a decrease in the gain on sale of loans of \$583,000.



Cheviot Financial Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS (CONTINUED)

For the three and nine months ended September 30, 2013 and 2012

Comparison of Operating Results for the Three-Month Periods Ended September 30, 2013 and 2012 (continued)

General, Administrative and Other Expense

General, administrative and other expense decreased \$280,000, or 7.3%, to \$3.6 million for of the three months ended September 30, 2013. This decrease is primarily a result of a decrease in employee compensation and benefits of \$153,000, a decrease in real estate owned impairment of \$161,000 and a decrease in property, payroll and other taxes of \$90,000, which was partially offset by an increase in other operating expense of \$234,000 as a result of real estate tax expense for real estate acquired through foreclosure.

Federal Income Taxes

The provision for federal income taxes decreased \$250,000, or 128.9%, for the three months ended September 30, 2013. Cheviot Financial has approximately \$3.5 million in remaining operating loss carryforwards to offset future taxable income for 20 years. These losses are subject to the Internal Revenue Code Section 382 net operating loss limitations of \$1.1 million allowed on an annual basis. There was a tax benefit for the three months ended September 30, 2013 of \$56,000.

Cheviot Financial Corp.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There has been no material change in the Corporation's market risk since the Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2012.

ITEM 4 CONTROLS AND PROCEDURES

The Corporation's Chief Executive Officer and Chief Financial Officer evaluated the disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this quarterly report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Corporation's disclosure controls and procedures are effective.

There were no changes in the Corporation's internal controls or in other factors that could materially affect, or could reasonably be likely to materially affect, these controls subsequent to the date of their evaluation by the Corporation's Chief Executive Officer and Chief Financial Officer.

Cheviot Financial Corp.  
PART II

ITEM 1. Legal Proceedings

NONE

ITEM 1A. Risk Factors

Not applicable, as the Corporation is a smaller reporting company.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

On January 16, 2013, Cheviot Financial Corp. announced that the Corporation's Board of Directors authorized on January 15, 2013 the repurchase of up to 759,654 shares, or approximately 10% of the Corporation's outstanding common stock. The stock repurchase program became effective January 21, 2013, which was one year after the anniversary of the Corporation's second-step conversion. The repurchases may be carried out through open market purchases, block trades, and in negotiated private transactions. In addition, the Corporation may enter into an agreement to have its shares repurchased pursuant to rule 10b-5-1 of the Securities Exchange Act of 1934. The common stock may be repurchased on an ongoing basis and will be subject to the availability of stock, general market conditions, the trading price of the stock, alternative uses for capital, and the Corporation's financial performance.

As of June 30, 2013, the Corporation had completed the repurchase of 759,654 shares at an average price of \$11.22 pursuant to the program. We did not purchase any shares during the last three months.

Subsequent to September 30, 2013 the Corporation amended the authorization of a stock repurchase plan. Under this program the Corporation is authorized to repurchase 341,845 shares constituting 5% of the outstanding shares of common stock.

ITEM 3. Defaults Upon Senior Securities

Not applicable.

ITEM 4. Mine Safety Disclosures

Not applicable

ITEM 5. Other Information

None.

ITEM 6. Exhibits

31.1 Certification of Principal Executive Officer Pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2

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Certification of Principal Financial Officer Pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Cheviot Financial Corp.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 12, 2013

By: /s/ Thomas J. Linneman  
Thomas J. Linneman  
President and Chief Executive Officer

Date: November 12, 2013

By: /s/ Scott T. Smith  
Scott T. Smith  
Chief Financial Officer