

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



2014 MAR 26 A 10:44
STATISTICS & ANALYSTS
DEPARTMENT

Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, **Thomas J. Linneman**

Reporter's Name, Street, and Mailing Address

Cheviot Financial Corp.

Legal Title of Holding Company

3723 Glenmore Ave.

(Mailing Address of the Holding Company) Street / P.O. Box

Cincinnati

OH

45211

City

State

Zip Code

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Scott T. Smith

Chief Financial Officer

Name

Title

513-661-0457

Area Code / Phone Number / Extension

513-389-4639

Area Code / FAX Number

ssmith@cheviotsavings.com

E-mail Address

N/A

Address (URL) for the Holding Company's web page

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Thomas J. Linneman Pres.

Signature of Holding Company Director and Official

03/24/2014

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

436 8935

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

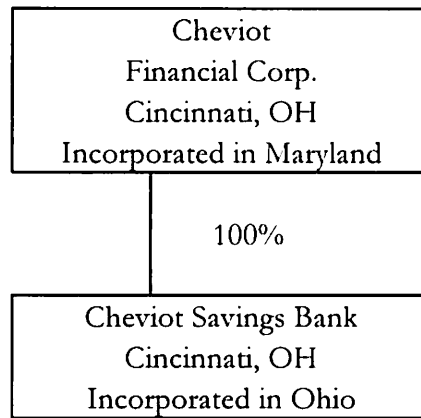
Form FR Y-6

Cheviot Financial Corp.
Cincinnati, Ohio
Fiscal Year Ending December 31, 2013

Report Item:

1. The bank holding company prepares an annual report for its securities holders and is registered with the SEC.

2a. Organizational Chart



- 2b. Domestic branch listing provided to the Federal Reserve Bank.

Form FR Y-6
Cheviot Financial Corp.
Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013			Securities holders not listed in 3(1)a through 3(1)c that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2013		
(1)a Name, City, State, Country	(1)b Country of Citizenship or Incorporation	(1)c Number and Percentage of Each Class of Voting Securities	(2)a Name, City, State, Country	(2)b Country of Citizenship or Incorporation	(2)c Number and Percentage of Each Class of Voting Securities
Wellington Management Co. Boston MA USA	USA	666,598 - 9.78% Common Stock	Sy Jacobs New York, NY USA	USA	512,089 - 6.92% Common Stock
Cheviot Financial Corp. Employee Stock Ownership Plan Cincinnati, OH USA	USA	493,013 - 7.23% Common Stock	Castine Capital Management, LLC Boston, MA USA	USA	740,000 - 10.00% Common Stock

Form FR Y-6
Cheviot Financial Corp.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)a Title & Position with Holding Company	(3)b Title & Position with Subsidiaries (include names of subsidiaries)	(3)c Title & Position with Other Businesses (include names of businesses)	(4)a Percentage of Voting Shares in Holding Company	(4)b Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)c List names of other companies (includes partnerships) if 25% or more of voting securities are held (List of names of companies and percentage of voting securities held)
Thomas J. Linneman Cincinnati, OH USA	N/A	Director, President and Chief Executive Officer	President and Chief Executive Officer	N/A	2.68% None	N/A	
James E. Williamson Cincinnati, OH USA	Retired District Administrator of Oak Hills School	Director and Executive Secretary	N/A	N/A	0.54% None	N/A	
Edward L. Kleemeier Cincinnati, OH USA	Retired District Fire Chief, City of Cincinnati	Director	N/A	N/A	0.55% None	N/A	
John T. Smith Cincinnati, OH USA	Secretary/Treasurer of Hawkstone Assoc.	Director	N/A	N/A	0.70% None	N/A	
Robert L. Thomas Cincinnati, OH USA	Owner/Operator R&R Quality Meats and Catering	Director	N/A	N/A	0.59% None	N/A	
Steven R. Hausfeld Cincinnati, OH USA	CPA/Owner Steven R. Hausfeld, CPA	Director	N/A	N/A	0.70% None	N/A	
Scott T. Smith Cincinnati, OH USA	N/A	Chief Financial Officer	Chief Financial Officer	N/A	1.63% None	N/A	

Results: A list of branches for your holding company: CHEVOT FINANCIAL CORPORATION (4308735) of CINCINNATI, OH. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.
 If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR-Y-10 reporting requirements, you must also submit FR-Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add. The FR-Y-10 report may be submitted in a hardcopy format or via the FR-Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	565974	CHEVOT SAVINGS BANK	3723 GLENMORE AVE	CHEVOT	OH	45211	HAMILTON	UNITED STATES	40780		CHEVOT SAVINGS BANK	565974	
Close	6/17/2013	Full Service	621076	BLUE ASH BRANCH	4750 ASHWOOD DRIVE, SUITE 300	BLUE ASH	OH	45241-2444	HAMILTON	UNITED STATES	Not Required	Not Required	CHEVOT SAVINGS BANK	565974	
OK		Full Service	4145132	ANDERSON BRANCH	7944 BEECHMONT AVE	CINCINNATI	OH	45255	HAMILTON	UNITED STATES	464435	113	CHEVOT SAVINGS BANK	565974	
OK		Full Service	4144975	BRIDGETOWN BRANCH	8060 BRIDGETOWN RD	CINCINNATI	OH	45248	HAMILTON	UNITED STATES	264243	102	CHEVOT SAVINGS BANK	565974	
OK		Full Service	4144984	DELIH BRANCH	585 ANDERSON FERRY RD	CINCINNATI	OH	45238	HAMILTON	UNITED STATES	464078	109	CHEVOT SAVINGS BANK	565974	
OK		Full Service	4145150	FOREST PARK BRANCH	1100 W KEMPER RD	CINCINNATI	OH	45240	HAMILTON	UNITED STATES	269792	109	CHEVOT SAVINGS BANK	565974	
OK		Full Service	4145002	MONFORT HEIGHTS	5550 CHEVOT RD	CINCINNATI	OH	45247	HAMILTON	UNITED STATES	40946	101	CHEVOT SAVINGS BANK	565974	
OK		Full Service	4145169	ORIGNOVILLE BRANCH	2000 HARDISON RD	CINCINNATI	OH	45208	HAMILTON	UNITED STATES	464436	108	CHEVOT SAVINGS BANK	565974	
OK		Full Service	4145178	ROSELAWN BRANCH	7615 READING RD	CINCINNATI	OH	45237	HAMILTON	UNITED STATES	269792	108	CHEVOT SAVINGS BANK	565974	
OK		Full Service	4145187	SHARONVILLE BRANCH	11186 READING RD	CINCINNATI	OH	45241	HAMILTON	UNITED STATES	269794	111	CHEVOT SAVINGS BANK	565974	
OK		Full Service	4145011	TAYLOR CREEK BRANCH	7072 HARRISON AVE	CINCINNATI	OH	45247	HAMILTON	UNITED STATES	495958	106	CHEVOT SAVINGS BANK	565974	
OK		Full Service	4145196	WESTERN HILLS	5791 GLENWAY AVE	CINCINNATI	OH	45238	HAMILTON	UNITED STATES	269793	110	CHEVOT SAVINGS BANK	565974	
OK		Full Service	4144993	HARRISON BRANCH	1194 STONE DR	HARRISON	OH	45030	HAMILTON	UNITED STATES	264244	109	CHEVOT SAVINGS BANK	565974	