Capitol Federal Financial Inc
Form 424B3
November 16, 2010

Filed Pursuant to Rule 424(b)(3)
Registration Statement File No. 333-166578

CAPITOL FEDERAL FINANCIAL LOGO

November 12, 2010

Dear Fellow Stockholder:

You are cordially invited to attend the special meeting of stockholders of Capitol Federal Financial. The meeting will be held on December 15, 2010 at 1:30 p.m., Central Time, at the Bradbury Thompson Center, 1700 S.W. Jewell, located on the Washburn University Campus, in Topeka, Kansas.

The Proxy Vote — Your Vote Is Very Important
We are again soliciting stockholder votes regarding the Plan of Conversion and Reorganization of Capitol Federal Savings Bank MHC (the “plan of conversion”), pursuant to which our organization will convert from a partially public company to a fully public company.

The plan of conversion was previously approved by stockholders on August 24, 2010. Due to a decrease in the pro forma valuation of the common stock of Capitol Federal Financial, Inc. which also resulted in a change to the exchange ratio of Capitol Federal Financial (“CFF”) shares for shares of Capitol Federal Financial, Inc., we are again seeking our stockholders' approval of the plan of conversion. For the same reason, stockholders again are being asked to approve the contribution of $40 million in cash from the proceeds of the stock offering to the Capitol Federal Foundation, as well as the informational proposals with respect to the articles of incorporation and bylaws of Capitol Federal Financial, Inc.

Enclosed is a proxy statement/prospectus describing the proposals before our stockholders. Please promptly vote the enclosed Proxy Card. Our Board of Directors urges you to vote “FOR” each of the proposals set forth in the attached proxy statement/prospectus.

The Exchange
At the conclusion of the conversion, your shares of CFF common stock will be exchanged for shares of Capitol Federal Financial, Inc. The number of shares of Capitol Federal Financial, Inc. common stock that you receive will be based on an exchange ratio that is described in the proxy statement/prospectus. Shortly after the completion of the conversion, our exchange agent will send a transmittal form to each stockholder of CFF who holds stock certificates. The transmittal form will explain the procedure to follow to exchange your shares. Please do not deliver your certificate(s) before you receive the transmittal form. Shares of CFF that are held in street name (e.g. in a brokerage account) will be converted automatically at the conclusion of the conversion; no action or documentation is required of you.

The Stock Offering

We are offering the shares of common stock of Capitol Federal Financial, Inc. for sale at $10.00 per share. The shares are being offered in a Community Offering to members of Capitol Federal Savings Bank MHC who exercised their subscription rights by subscribing for shares in the initial offering. Subject to the priority rights of these former subscribers, the shares are concurrently being offered to the general public in a community offering. If you are interested in purchasing shares of Capitol Federal Financial, Inc. common stock, you may request a Community Stock Order Form and prospectus by calling our Stock Information Center at the phone number set forth in the Questions and Answers section that follows. The stock offering period is expected to expire on December 7, 2010.

Should you have any questions, please refer to the Questions & Answers section.

As Chairman of the Board, I want to express my continuing appreciation for your confidence and support.

Very truly yours,

John B. Dicus
Chairman of the Board

This letter is neither an offer to sell nor a solicitation of an offer to buy shares of common stock. The offer is made only by the prospectus. These securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

PROSPECTUS OF CAPITOL FEDERAL FINANCIAL, INC.

PROXY STATEMENT OF CAPITOL FEDERAL FINANCIAL

Capitol Federal Savings Bank is converting from a mutual holding company structure to a fully-public stock holding company structure. Currently, Capitol Federal Savings Bank is a wholly-owned subsidiary of Capitol Federal Financial ("CFF"), and Capitol Federal Savings Bank MHC owns 71% of CFF's common stock. The remaining 29% of CFF's common stock is owned by public stockholders. As a result of the conversion, a newly formed company, Capitol Federal Financial, Inc., will become the parent of Capitol Federal Savings Bank. Each share of CFF common stock owned by the public will be exchanged for shares of common stock of Capitol Federal Financial, Inc. so that CFF's existing public stockholders will own the same percentage of Capitol Federal Financial, Inc. common stock as they owned of CFF's common stock immediately prior to the conversion, excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares, as further discussed below. The actual number of shares that you will receive will depend on the percentage of CFF common stock held by the public at the completion of the conversion, the final independent appraisal of Capitol Federal Financial, Inc. and the number of shares of Capitol Federal Financial, Inc. common stock sold in the offering described in the following paragraph. It will not depend on the market price of CFF common stock. See "Proposal 1 — Approval of the Plan of Conversion and Reorganization — Share Exchange Ratio for Current Stockholders" for a discussion of the exchange ratio.

Concurrently with the exchange, we are offering up to 159,850,000 shares of common stock of Capitol Federal Financial, Inc., representing the 71% ownership interest of Capitol Federal Savings Bank MHC in CFF in a resolicitation and extension of an offering that was initially commenced in July 2010. The shares are being offered first for sale to members of Capitol Federal Savings Bank MHC who exercised their subscription rights by subscribing for shares in the initial offering and then to the public, including CFF stockholders, at a price of $10.00 per share. The conversion of Capitol Federal Savings Bank MHC and the offering and exchange of common stock by Capitol Federal Financial, Inc. is referred to herein as the "conversion and offering." After the conversion and offering are completed, Capitol Federal Savings Bank will be a wholly-owned subsidiary of Capitol Federal Financial, Inc. and 100% of the common stock of Capitol Federal Financial, Inc. will be owned by public stockholders. As a result of the conversion and offering, CFF and Capitol Federal Savings Bank MHC will cease to exist.

In connection with the conversion and offering, Capitol Federal Financial, Inc. also intends to contribute to the Capitol Federal Foundation $40 million in cash. See "Proposal 2 — Contribution to the Charitable Foundation."

CFF's common stock is currently traded on the Nasdaq Global Select Market under the symbol "CFFN." We expect that Capitol Federal Financial, Inc.'s shares of common stock will trade on the Nasdaq Global Select Market under the trading symbol CFFND for a period of 20 trading days following the completion of this stock offering. Thereafter, the trading symbol will revert to CFFN.

The conversion and offering cannot be completed unless the stockholders of CFF approve the Plan of Conversion and Reorganization of Capitol Federal Savings Bank MHC, referred to herein as the "plan of conversion." Although our stockholders approved the plan of conversion on August 24, 2010, we were unable to complete the stock offering within the original offering range. We have obtained an updated appraisal of our pro forma valuation, which resulted in a change to the exchange ratio of CFF shares for shares of Capitol Federal Financial, Inc. As a result, we are again seeking the approval of our stockholders on the plan of conversion.

CFF is holding a special meeting of stockholders at the Bradbury Thompson Center, 1700 S.W. Jewell, located on the Washburn University Campus, in Topeka, Kansas, on December 15, 2010, at 10:00 a.m., Central Time, to consider and vote upon the plan of conversion. CFF's Board of Directors unanimously recommends that stockholders vote "FOR" the plan of conversion.

The contribution to the charitable foundation must also be approved by the stockholders of CFF at the special meeting of stockholders. However, the completion of the conversion and offering is not dependent upon the approval of the contribution to the charitable foundation. CFF’s board of directors unanimously recommends that stockholders vote “FOR” the contribution to the charitable foundation.

This document serves as the proxy statement for the special meeting of stockholders of CFF and the prospectus for the shares of Capitol Federal Financial, Inc. common stock to be issued in exchange for shares of CFF common stock. We urge you to read this entire document carefully. You can also obtain information about us from documents that we have filed with the Securities and Exchange Commission and the Office of Thrift Supervision. This document does not serve as the prospectus relating to the offering by Capitol Federal Financial, Inc. of its shares of common stock in the offering, which is being made pursuant to a separate prospectus. Stockholders of CFF are not required to purchase any shares in the stock offering.

This proxy statement/prospectus contains information that you should consider in evaluating the plan of conversion. In particular, you should carefully read the section captioned "Risk Factors" beginning on page 18 for a discussion of certain risk factors relating to the conversion and offering.

These securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

None of the Securities and Exchange Commission, the Office of Thrift Supervision or any state securities regulator has approved or disapproved of these securities or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

For answers to your questions, please read this proxy statement/prospectus, including the Questions and Answers section, beginning on page 1. Questions about voting on the plan of conversion or any other proposal set forth in this proxy statement/prospectus may be directed to our Stock Information Center, at 1-877-518-0123, Monday through Friday from 10:00 a.m. to 4:00 p.m., Central Time. The Stock Information Center will be closed Thursday and Friday, November 25th and 26th in observance of the Thanksgiving holiday.

The date of this proxy statement/prospectus is November 12, 2010, and it is first being mailed to stockholders of CFF on or about November 15, 2010.

CAPITOL FEDERAL FINANCIAL
700 South Kansas Avenue
Topeka, Kansas 66603
(785) 235-1341

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

On December 15, 2010, Capitol Federal Financial will hold a special meeting of stockholders at the Bradbury Thompson Center, 1700 S.W. Jewell, located on the Washburn University Campus, in Topeka, Kansas. The meeting will begin at 1:30 p.m., Central Time. At the meeting, stockholders will consider and act on the following:

1. Approval of a Plan of Conversion and Reorganization (referred to as the "plan of conversion") pursuant to which: (a) Capitol Federal Savings Bank MHC, which currently owns 71% of the common stock of Capitol Federal Financial, will merge with and into Capitol Federal Financial, with Capitol Federal Financial being the surviving entity, (b) Capitol Federal Financial will merge with and into Capitol Federal Financial, Inc., a Maryland corporation recently formed to be the holding company for Capitol Federal Savings Bank, with Capitol Federal Financial, Inc. being the surviving entity, (c) the outstanding shares of Capitol Federal Financial, other than those held by Capitol Federal Savings Bank MHC, will be converted into shares of common stock of Capitol Federal Financial, Inc., and (d) Capitol Federal Financial, Inc. will offer shares of its common stock for sale in a community offering, and, if necessary, a syndicated offering;

2. The contribution of $40 million in cash from the proceeds of the stock offering to the Capitol Federal Foundation, a Kansas not-for-profit corporation that is dedicated to charitable purposes within the communities in which Capitol Federal Savings Bank conducts its business;

3. The approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion;

4. The following informational proposals:

4a. Approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation to limit the ability of stockholders to remove directors;

4b. Approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation requiring a super-majority vote to approve certain amendments to Capitol Federal Financial, Inc.'s articles of incorporation;

4c. Approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation requiring a super-majority vote of stockholders to approve stockholder-proposed amendments to Capitol Federal Financial, Inc.'s bylaws;

4d. Approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Capitol Federal Financial, Inc.'s outstanding voting stock; and

5. Such other business that may properly come before the meeting.

NOTE: The Board of Directors is not aware of any other business to come before the meeting.

The provisions of Capitol Federal Financial, Inc.'s articles of incorporation and bylaws which are summarized as informational proposals 4a through 4d were approved as part of the process in which our Board of Directors approved the plan of conversion. These proposals are informational in nature only, because the Office of Thrift Supervision's regulations governing mutual-to-stock conversions do not provide for a separate vote on these matters apart from the vote on the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals.

The Board of Directors has fixed November [ ], 2010, as the record date for the determination of stockholders entitled to notice of and to vote at the special meeting and at an adjournment or postponement thereof.

Please complete and sign the enclosed proxy, which is solicited by the Board of Directors, and mail it promptly in the enclosed envelope. If you prefer, you may vote by using the telephone or Internet. For information on submitting your proxy or voting by telephone or Internet, please refer to instructions on the enclosed proxy card. The proxy will not be used if you attend the meeting and vote in person.

BY ORDER OF THE BOARD OF DIRECTORS

JOHN B. DICUS
CHAIRMAN OF THE BOARD

Topeka, Kansas
November 12, 2010

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QUESTIONS AND ANSWERS
ABOUT THE PLAN OF CONVERSION AND REORGANIZATION
AND THE SPECIAL MEETING

You should read this document for more information about the conversion and reorganization, as well as the special meeting of stockholders. The plan of conversion and reorganization described herein (referred to as the "plan of conversion") and the contribution to our charitable foundation have been conditionally approved by our primary federal regulator, the Office of Thrift Supervision; however, such approval does not constitute a recommendation or endorsement of the plan of conversion by that agency.

Q. WHAT ARE STOCKHOLDERS BEING ASKED TO APPROVE AT THE SPECIAL MEETING?

A. CFF stockholders as of November 8, 2010 are being asked to vote on the plan of conversion pursuant to which Capitol Federal Savings Bank MHC will convert from the mutual to the stock form of organization. As part of the conversion, a newly formed Maryland corporation, Capitol Federal Financial, Inc., is offering its common stock to members of Capitol Federal Savings Bank MHC who subscribed in the initial offering, to stockholders of CFF as of July 2, 2010 who subscribed in the initial offering and to the public. The shares offered represent Capitol Federal Savings Bank MHC's current 71% ownership interest in CFF. Voting for approval of the plan of conversion will also constitute approval of the exchange ratio and the articles of incorporation and bylaws of Capitol Federal Financial, Inc. (including the anti-takeover provisions and provisions limiting stockholder rights).

Stockholders are also being asked to vote on and approve a proposal to fund the Capitol Federal Foundation with $40 million in cash from the proceeds of the stock offering and a proposal to adjourn the special meeting if necessary to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion and/or the contribution to the charitable foundation.

Stockholders also are asked to vote on the following informational proposals with respect to the articles of incorporation and bylaws of Capitol Federal Financial, Inc.:

Approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation to limit the ability of stockholders to remove directors;

Approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation requiring a super-majority vote to approve certain amendments to Capitol Federal Financial, Inc.'s articles of incorporation;

Approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation requiring a super-majority vote of stockholders to approve stockholder-proposed amendments to Capitol Federal Financial, Inc.'s bylaws; and

Approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Capitol Federal Financial, Inc.'s outstanding voting stock.

The provisions of Capitol Federal Financial, Inc.'s articles of incorporation and bylaws that are included as informational proposals were approved as part of the process in which our Board of Directors approved the plan of conversion. These proposals are informational in nature only, because the Office of Thrift Supervision's regulations governing mutual-to-stock conversions do not provide for a separate vote on these matters apart from the vote on the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Capitol Federal Financial, Inc.'s articles of incorporation and bylaws which are summarized above as informational proposals may have the effect of deterring, or rendering more difficult, attempts by third parties to obtain control of Capitol Federal Financial, Inc. if such attempts are not approved by the Board of Directors, or may make the removal of the Board of Directors or management, or the appointment of new directors, more difficult.

Your vote is important. Without sufficient votes “FOR” approval of the plan of conversion, we cannot implement the plan of conversion and the related stock offering. We also cannot fund the charitable foundation without sufficient votes “FOR” that proposal.

Q. WHAT ARE THE REASONS FOR THE CONVERSION AND RELATED OFFERING?

A. Our primary reasons for converting and raising additional capital through the offering are:

to eliminate some of the uncertainties associated with financial regulatory reforms, which will result in changes to our primary bank regulator and holding company regulator as well as changes in regulations applicable to us, including, but not limited to, capital requirements, payment of dividends and conversion to full stock form;

the stock holding company structure is a more familiar form of organization, which we believe will make our common stock more appealing to investors, and will give us greater flexibility to access the capital markets through possible future equity and debt offerings, although we have no current plans, agreements or understandings regarding any additional securities offerings;

to improve the liquidity of our shares of common stock and provide more flexible capital management strategies; and

to finance, where opportunities are presented, the acquisition of financial institutions or their branches or other financial service companies primarily in, or adjacent to, our market areas, although we do not currently have any understandings or agreements regarding any specific acquisition transaction.

Q. WHAT ARE THE REASONS FOR THE CONTRIBUTION TO THE CHARITABLE FOUNDATION?

A. Capitol Federal Savings Bank has a long-standing commitment to charitable contributions within the communities in which we conduct our business. The foundation has enhanced our ability to support community development and charitable causes and additional funding will enable us to increase our commitment to our communities.

Q. HOW WILL THE CONTRIBUTION TO THE CHARITABLE FOUNDATION AFFECT THE NEW STOCK HOLDING COMPANY AND ITS STOCKHOLDERS?

A. The contribution of cash to the charitable foundation will result in an expense, and a related reduction in earnings, for the new holding company for the quarter in which the conversion is completed.

Q. WHAT WILL STOCKHOLDERS RECEIVE FOR THEIR EXISTING CFF SHARES?

A. As more fully described in "Proposal 1 — Approval of the Plan of Conversion and Reorganization — Share Exchange Ratio for Current Stockholders," depending on the number of shares sold in the offering and the percentage of CFF common stock then held by the public, each share of common stock that you own at the time of the completion of the conversion will be exchanged for shares of common stock of Capitol Federal Financial, Inc. Assuming we complete the offering within the current offering range, the exchange ratio will be between 2.2637 shares at the minimum and 3.0627 shares at the maximum of the offering range of Capitol Federal Financial, Inc. common stock (cash will be paid in lieu of any fractional shares). For example, if you own 100 shares of CFF common stock, and the exchange ratio is 2.6632 (at the midpoint of the offering range), after the conversion you will receive 266 shares of Capitol Federal Financial, Inc. common stock and $3.20 in cash, the value of the fractional share, based on the $10.00 per share purchase price of stock in the offering.

Approval of the plan of conversion will constitute approval of the exchange ratio. Existing public stockholders of CFF will retain the same percentage ownership of our organization after the offering, exclusive of their purchase of any additional shares of common stock in the offering and their receipt of cash in lieu of fractional exchange shares.

Q. WHY WILL THE SHARES THAT I RECEIVE BE BASED ON A PRICE OF $10.00 PER SHARE RATHER THAN THE TRADING PRICE OF THE COMMON STOCK PRIOR TO COMPLETION OF THE CONVERSION?

A. The $10.00 per share price was selected primarily because it is a commonly selected per share price for mutual-to-stock conversion offerings. The amount of common stock Capitol Federal Financial, Inc. will issue at $10.00 per share in the offering and the exchange is based on an independent appraisal of the estimated market value of Capitol Federal Financial, Inc. and the number of shares sold in the offering, assuming the conversion and offering are completed. RP Financial, LC., an appraisal firm experienced in appraisals of financial institutions, has updated its appraisal, as of August 30, 2010, and has estimated that this market value ranged from $1.67 billion to $2.27 billion, with a midpoint of $1.97 billion. Based on this valuation, the number of shares of common stock of Capitol Federal Financial, Inc. that existing public stockholders of CFF will receive in exchange for their shares of CFF common stock will range from 49,344,965 to 66,760,835, with a midpoint of 58,052,900 (with a value of $493.4 million to $667.6 million, and a midpoint of $580.5 million, at $10.00 per share). The number of shares received by the existing public stockholders of CFF is intended to maintain their existing 29% ownership in our organization (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares). As such, approval of the plan of conversion by the stockholders of CFF will constitute approval of the exchange ratio. The independent appraisal is based primarily on CFF's financial condition and results of operations, the pro forma impact of the additional capital raised by the sale of shares of common stock in the offering, and an analysis of a peer group of nine publicly traded savings bank and thrift holding companies that RP Financial, LC. considered comparable to CFF.

Q. DOES THE EXCHANGE RATIO DEPEND ON THE TRADING PRICE OF CFF COMMON STOCK?

A. No, the exchange ratio will not be based on the market price of CFF common stock. Therefore, changes in the price of CFF common stock between now and the completion of the conversion and offering will not affect the calculation of the exchange ratio.

Q. SHOULD I SUBMIT MY STOCK CERTIFICATES NOW?

A. No. If you hold stock certificate(s), instructions for exchanging the certificates will be sent to you by our exchange agent after completion of the conversion. If your shares are held in "street name" (e.g., in a brokerage account) rather than in certificate form, the share exchange will be reflected automatically in your account upon completion of the conversion.

Q. HOW DO I VOTE?

A. Mark your vote, sign each proxy card enclosed and return the card(s) to us, in the enclosed proxy reply envelope. If you prefer, you may vote by using the telephone or Internet. For information on submitting your proxy or voting by telephone or Internet, please refer to instructions on the enclosed proxy card. Your vote is important! Please vote promptly.

You may also vote in person at the special meeting. If you plan to attend the special meeting and wish to vote in person, we will give you a ballot at the special meeting. However, if your shares are held in the name of your broker, bank or other nominee, you will need to obtain a proxy form from the institution that holds your shares indicating that you were the beneficial owner of CFF common stock on November 8, 2010, the record date for voting at the special meeting.

Q. IF MY SHARES ARE HELD IN STREET NAME, WILL MY BROKER, BANK OR OTHER NOMINEE AUTOMATICALLY VOTE ON THE PLAN AND THE CONTRIBUTION TO THE FOUNDATION ON MY BEHALF?

A. No. Your broker, bank or other nominee will not be able to vote your shares on these matters without instructions from you. You should instruct your broker, bank or other nominee to vote your shares, using the directions that they provide to you.

Q. WHAT HAPPENS IF I DON'T VOTE?

A. Your vote is very important. Not voting will have the same effect as voting "AGAINST" the plan of conversion. Without sufficient favorable votes "FOR" the plan of conversion, we will not proceed with the conversion and offering. Without sufficient favorable votes "FOR" the contribution to the charitable foundation, we cannot fund the charitable foundation.Our Board of Directors unanimously recommends that you vote "FOR" each of the proposals set forth in this proxy statement/prospectus.

Q. WHAT IF I DO NOT GIVE VOTING INSTRUCTIONS TO MY BROKER, BANK OR OTHER NOMINEE?

A. Your vote is important. If you do not instruct your broker, bank or other nominee to vote your shares, the "unvoted" proxy will have the same effect as a vote "against" the plan of conversion and "against" the contribution to the charitable foundation.

Q. MAY I PLACE AN ORDER TO PURCHASE SHARES IN THE OFFERING, IN ADDITION TO THE SHARES THAT I WILL RECEIVE IN THE EXCHANGE?

A. Yes. Members of Capitol Federal Savings Bank MHC who subscribed in the initial offering have priority rights allowing them to purchase common stock. Shares not purchased by former subscribers are expected to be sold to the public in the community offering, as described herein. In the event orders for Capitol Federal Financial, Inc. common stock in the community offering exceed the number of shares available for sale, shares may be allocated (to the extent shares remain available) first to cover orders of natural persons residing in the counties and metropolitan statistical areas in which we have offices; second to cover orders of CFF stockholders as of July 2, 2010 who subscribed in the initial offering; and thereafter to cover orders of the general public. Stockholders of CFF are subject to an ownership limitation. Shares of common stock that you purchase in the offering individually and together with associates and persons acting in concert, plus any shares you receive in exchange for existing shares of CFF common stock, may not exceed 5% of the total shares of common stock to be issued and outstanding after the completion of the conversion and offering, subject to increase as permitted with OTS approval. See "Proposal 1 — Approval of the Plan of Conversion and Reorganization — Additional Limitations on Common Stock Purchases." If you would like to receive a prospectus and stock order form, you must call our Stock Information Center at 877-518-0123, Monday through Friday between 10:00 a.m. and 4:00 p.m., Central Time. The Stock Information Center is closed weekends and bank holidays.

Q. WILL THE CONVERSION HAVE ANY EFFECT ON DEPOSIT AND LOAN ACCOUNTS AT CAPITOL FEDERAL SAVINGS BANK?

A. No. The account number, amount, interest rate and withdrawal rights of deposit accounts will remain unchanged. Deposits will continue to be federally insured by the Federal Deposit Insurance Corporation up to the legal limit. Loans and rights of borrowers will not be affected. Depositors will no longer have voting rights in the mutual holding company, which will cease to exist, after the conversion and offering. Only stockholders of Capitol Federal Financial, Inc. will have voting rights after the conversion and offering.

Q. WHAT IF THE PLAN OF CONVERSION AND REORGANIZATION IS APPROVED BUT THE CONTRIBUTION TO THE CHARITABLE FOUNDATION IS NOT APPROVED?

A. The contribution to the charitable foundation will only be made if both proposals are approved. If the contribution to the charitable foundation is not approved, our board of directors will complete the conversion and stock offering without the contribution to the charitable foundation.

OTHER QUESTIONS?

For answers to other questions, please read this proxy statement/prospectus. Questions about voting on the plan of conversion or other matters to be considered at the special meeting or about the stock offering may be directed to our Stock Information Center, at 877-518-0123, Monday through Friday from 10:00 a.m. to 4:00 p.m., Central Time. The Stock Information Center is closed weekends and bank holidays.

SUMMARY

This summary highlights material information from this proxy statement/prospectus and may not contain all the information that is important to you. To understand the conversion and other proposals fully, you should read this entire document carefully, including the sections entitled "Risk Factors," "Proposal 1 — Approval of The Plan of Conversion and Reorganization," "Proposal 2 — Contribution to the Charitable Foundation, "Proposal 3— Adjournment of the Special Meeting," "Proposals 4a through 4d — Informational Proposals Related to the Articles of Incorporation and By laws of Capitol Federal Financial, Inc." and the consolidated financial statements and the notes to the consolidated financial statements.

The Capitol Federal Financial Special Meeting

Date, Time and Place. CFF will hold its special meeting of stockholders at the Bradbury Thompson Center, 1700 S.W. Jewell, located on the Washburn University Campus, in Topeka, Kansas., on December 15, 2010, at 1:30 p.m., Central Time.

The Proposals. Stockholders will be voting on the following proposals at the special meeting:

1. Approval of a plan of conversion pursuant to which: (a) Capitol Federal Savings Bank MHC, which currently owns 71% of the common stock of CFF, will merge with and into CFF, with CFF being the surviving entity, (b) CFF will merge with and into Capitol Federal Financial, Inc., a Maryland corporation recently formed to be the holding company for Capitol Federal Savings Bank, with Capitol Federal Financial, Inc. being the surviving entity, (c) the outstanding shares of CFF, other than those held by Capitol Federal Savings Bank MHC, will be converted into shares of common stock of Capitol Federal Financial, Inc., and (d) Capitol Federal Financial, Inc. will offer shares of its common stock for sale in a community offering, and, if necessary, a syndicated offering;

2. The contribution of $40 million in cash from the proceeds of the stock offering to the Capitol Federal Foundation, a Kansas corporation not-for-profit that is dedicated to charitable purposes within the communities in which Capitol Federal Savings Bank conducts its business;

3. Approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion;

4. The following informational proposals:

4a. Approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation to limit the ability of stockholders to remove directors;

4b. Approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation requiring a super-majority vote to approve certain amendments to Capitol Federal Financial, Inc.'s articles of incorporation;

4c. Approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation requiring a super-majority vote of stockholders to approve stockholder-proposed amendments to Capitol Federal Financial, Inc.'s bylaws;

4d. Approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Capitol Federal Financial, Inc.'s outstanding voting stock; and

5. Such other business that may properly come before the meeting.

The provisions of Capitol Federal Financial, Inc.'s articles of incorporation and bylaws which are summarized as informational proposals 4a through 4d were approved as part of the process in which our Board of Directors approved the plan of conversion. These proposals are informational in nature only, because the Office of Thrift Supervision's regulations governing mutual-to-stock conversions do not provide for a separate vote on these matters apart from the vote on the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Capitol Federal Financial, Inc.'s articles of incorporation and bylaws which are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of Capitol Federal Financial, Inc., if such attempts are not approved by the Board of Directors, or may make the removal of the Board of Directors or management, or the appointment of new directors, more difficult.

Vote Required for Approval of Proposals by the Stockholders of Capitol Federal Financial

Proposal 1: Approval of the Plan of Conversion. We must obtain the affirmative vote of (i) two-thirds of the total number of votes entitled to be cast by CFF stockholders at the special meeting, including shares held by Capitol Federal Savings Bank MHC, and (ii) a majority of the total number of votes entitled to be cast by CFF stockholders at the special meeting other than Capitol Federal Savings Bank MHC.

Proposal 2: Approval of the Contribution to the Charitable Foundation. The contribution of $40 million in cash from the proceeds of the stock offering to the Capitol Federal Foundation must be approved by at least a majority of the total number of votes entitled to be cast at the special meeting by CFF stockholders, and by at least a majority of the total number of votes entitled to be cast at the special meeting by CFF stockholders other than Capitol Federal Savings Bank MHC.

Proposal 3: Approval of the adjournment of the special meeting. We must obtain the affirmative vote of a majority of the total number of votes cast at the special meeting by CFF stockholders to adjourn the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion and/or the contribution to the Capitol Federal Foundation.

Informational Proposals 4a through 4d. The provisions of Capitol Federal Financial, Inc.'s articles of incorporation and bylaws which are summarized as informational proposals were approved as part of the process in which the Board of Directors of CFF approved the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals.

The Companies

Capitol Federal Financial, Inc. is a newly formed Maryland corporation that was incorporated in April 2010 to be the successor corporation to CFF upon completion of the conversion. Capitol Federal Financial, Inc. will own all of the outstanding shares of common stock of Capitol Federal Savings Bank upon completion of the conversion. Capitol Federal Financial, Inc.'s executive offices are located at 700 South Kansas Avenue, Topeka, Kansas 66603. Our telephone number at this address is (785) 235-1341.

Capitol Federal Savings Bank MHC. Capitol Federal Savings Bank MHC is the federally chartered mutual holding company of CFF. Capitol Federal Savings Bank MHC's principal business activity is the ownership of 52,192,817 shares of common stock of CFF, or 71% of the issued and outstanding shares as of October 11,

2010. After the completion of the conversion, Capitol Federal Savings Bank MHC will cease to exist.

Capitol Federal Financial. CFF is a federally chartered stock holding company that owns all of the outstanding common stock of Capitol Federal Savings Bank. At June 30, 2010, CFF had consolidated assets of $8.54 billion, deposits of $4.37 billion and stockholders' equity of $960.0 million. After the completion of the conversion, CFF will cease to exist, and will be succeeded by Capitol Federal Financial, Inc. As of October 11, 2010, CFF had 73,992,678 shares of common stock issued and outstanding, of which 52,192,817 shares were owned by Capitol Federal Savings Bank MHC. The remaining 21,799,861 shares of CFF common stock outstanding as of that date were held by the public.

Capitol Federal Savings Bank. Capitol Federal Savings Bank is a federally chartered stock savings bank headquartered in Topeka, Kansas. Capitol Federal Savings Bank was founded in 1893 as a mutual savings institution. In 1999, Capitol Federal Savings Bank converted to stock form and became the wholly owned subsidiary of CFF as part of a mutual holding company reorganization and stock issuance. Capitol Federal Savings Bank provides a full range of retail banking services through its 35 traditional and 11 in-store banking offices serving primarily the metropolitan areas of Topeka, Wichita, Lawrence, Manhattan, Emporia and Salina, Kansas and a portion of the metropolitan area of greater Kansas City.

Plan of Conversion

The Boards of Directors of CFF, Capitol Federal Savings Bank MHC, Capitol Federal Savings Bank and Capitol Federal Financial, Inc. have adopted a plan of conversion pursuant to which Capitol Federal Savings Bank will reorganize from a mutual holding company structure to a stock holding company structure. Public stockholders of CFF will receive shares of Capitol Federal Financial, Inc. in exchange for their shares of CFF common stock based on an exchange ratio. This conversion to a stock holding company structure also includes the offering by Capitol Federal Financial, Inc. of shares of its common stock to subscribers in the initial offering and the public in a community offering and/or syndicated offering. Following the conversion and offering, Capitol Federal Savings Bank MHC and CFF will no longer exist, and Capitol Federal Financial, Inc. will be the parent company of Capitol Federal Savings Bank.

The conversion and offering cannot be completed unless the stockholders of CFF approve the plan of conversion. CFF's stockholders will vote on the plan of conversion at CFF's special meeting. This document is the proxy statement used by CFF's Board of Directors to solicit proxies for the special meeting. It is also the prospectus of Capitol Federal Financial, Inc. regarding the shares of Capitol Federal Financial, Inc. common stock to be issued to CFF's stockholders in the share exchange. This document does not serve as the prospectus relating to the offering by Capitol Federal Financial, Inc. of its shares of common stock in the community offering or syndicated offering, which is being made pursuant to a separate prospectus.

In connection with the conversion and offering, Capitol Federal Financial, Inc. also intends to contribute to the Capitol Federal Foundation $40 million in cash. The contribution to the foundation must be approved by the stockholders of CFF. Stockholder approval of the contribution to the charitable foundation is not, however, a condition to the completion of the conversion and offering.

Our Current Organizational Structure

In 1999, CFF became the mid-tier stock holding company of Capitol Federal Savings Bank, owning 100% of Capitol Federal Savings Bank's stock, and conducted an initial public offering by selling a minority of CFF's common stock to the public. The majority of the outstanding shares of common stock of CFF are owned by Capitol Federal Savings Bank MHC, which is a federally chartered mutual holding company with no stockholders.

Pursuant to the terms of the plan of conversion, Capitol Federal Savings Bank will convert from the mutual holding company to the stock holding company corporate structure. As part of the conversion, we are offering for sale in a community offering and a syndicated offering, the majority ownership interest of CFF that is currently owned by Capitol Federal Savings Bank MHC. In addition, we intend to make a cash contribution to our existing charitable foundation. Upon completion of the conversion, Capitol Federal Savings Bank MHC will cease to exist, and we will complete the transition from partial to full public stock ownership. In addition, as part of the conversion, existing public stockholders of CFF will receive shares of common stock of Capitol Federal Financial, Inc. in exchange for their shares of CFF common stock pursuant to an exchange ratio that maintains their same percentage ownership in Capitol Federal Financial, Inc. (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares) they had in CFF immediately prior to the completion of the conversion and offering.

The following diagram shows our current organizational structure:

Our Organizational Structure Following the Conversion

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

Reasons for the Conversion and the Offering

Our primary reasons for converting and raising additional capital through the offering are:

- to eliminate some of the uncertainties associated with financial regulatory reforms, which will result in changes to our primary bank regulator and holding company regulator as well as changes in regulations applicable to us, including, but not limited to, capital requirements, payment of dividends and conversion to full stock form;

the stock holding company structure is a more familiar form of organization, which we believe will make our common stock more appealing to investors, and will give us greater flexibility to access the capital markets through possible future equity and debt offerings, although we have no current plans, agreements or understandings regarding any additional securities offerings;

to improve the liquidity of our shares of common stock and provide more flexible capital management strategies; and

to finance, where opportunities are presented, the acquisition of financial institutions or their branches or other financial service companies primarily in, or adjacent to, our market areas, although we do not currently have any understandings or agreements regarding any specific acquisition transaction.

Conditions to Completion of the Conversion

The Office of Thrift Supervision has conditionally approved the plan of conversion; however, this approval does not constitute a recommendation or endorsement of the plan of conversion by that agency.

We cannot complete the conversion unless:

The plan of conversion is approved by a vote of at least two-thirds of the outstanding shares of common stock of CFF as of November 8, 2010, including shares held by Capitol Federal Savings Bank MHC. (Because Capitol Federal Savings Bank MHC owns 71% of the outstanding shares of CFF common stock, we expect that Capitol Federal Savings Bank MHC and our directors and executive officers effectively will control the outcome of this vote);

The plan of conversion is approved by a vote of at least a majority of the outstanding shares of common stock of CFF as of November 8, 2010, excluding those shares held by Capitol Federal Savings Bank MHC;

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

We receive the final approval of the Office of Thrift Supervision to complete the conversion; however, this approval does not constitute a recommendation or endorsement of the plan of conversion by that agency.

Subject to stockholder and regulatory approvals, we intend to fund the charitable foundation in connection with the conversion. Stockholder approval of the contribution to the Capitol Federal Foundation, however, is not a condition to the completion of the conversion and offering. The plan of conversion and the contribution to the charitable foundation have already been approved by members of Capitol Federal Savings Bank MHC at a meeting held on August 24, 2010.

Capitol Federal Savings Bank MHC intends to vote its ownership interest in favor of the plan of conversion and in favor of the contribution to the charitable foundation. At November 8, 2010, Capitol Federal Savings Bank MHC owned 71% of the outstanding shares of common stock of CFF. The directors, chairman emeritus and executive officers of CFF and their affiliates owned 2,094,616 shares of CFF, or 2.8% of the outstanding shares of common stock as of October 11, 2010. They have indicated their intention to vote those shares in favor of the plan of conversion and in favor of the contribution to the charitable foundation.

The Exchange of Existing Shares of CFF Common Stock

At the conclusion of the conversion, shares held by existing stockholders of CFF will be canceled and exchanged for shares of common stock of Capitol Federal Financial, Inc. The number of shares of common stock received will be based on an exchange ratio determined as of the conclusion of the conversion, which will depend upon the number of shares sold in the offering and the percentage of CFF common stock then held by the public. The number of shares received will not be based on the market price of our currently outstanding shares. Instead, the exchange ratio will ensure that existing public stockholders of CFF will retain the same percentage ownership of our organization after the offering, exclusive of their purchase of any additional shares of common stock in the offering and their receipt of cash in lieu of fractional exchange shares. In addition, if options to purchase shares of CFF common stock are exercised before consummation of the conversion, there will be an increase in the percentage of shares of CFF held by public stockholders, an increase in the number of shares of common stock issued to public stockholders in the share exchange and a decrease in the exchange ratio. Approval of the plan of conversion will constitute approval of the exchange ratio, which is based on the current appraisal.

The following table shows how the exchange ratio will adjust, based on the number of shares of common stock issued in the offering and the shares of CFF common stock issued and outstanding as of June 30, 2010. The table also shows the number of whole shares of Capitol Federal Financial, Inc. common stock a hypothetical owner of CFF common stock would receive in exchange for 100 shares of CFF common stock owned at the completion of the conversion, depending on the number of shares of common stock sold in the offering.

	New Shares to be Sold in This Offering		New Shares to be Exchanged for Existing Shares of CFF		Total Shares of Common Stock to be Outstanding After the Offering	Exchange Ratio	New Shares That Would be Received for 100 Existing Shares
	Amount	Percent	Amount	Percent			
Minimum	118,150,000	70.5 %	49,344,965	29.5 %	167,494,965	2.2637	226
Midpoint	139,000,000	70.5 %	58,052,900	29.5 %	197,052,900	2.6632	266
Maximum	159,850,000	70.5 %	66,760,835	29.5 %	226,610,835	3.0627	306

No fractional shares of Capitol Federal Financial, Inc. common stock will be issued to any public stockholder of CFF. For each fractional share that would otherwise be issued to a stockholder who holds a stock certificate, Capitol Federal Financial, Inc. will pay in cash an amount equal to the product obtained by multiplying the fractional share interest to which the holder would otherwise be entitled by the $10.00 per share purchase price of the common stock in the offering. See “Proposal 1 — Approval of the Plan of Conversion and Reorganization — Exchange of Existing Stockholders’ Stock Certificates.”

Outstanding options to purchase shares of CFF common stock will convert into and become options to purchase shares of Capitol Federal Financial, Inc. common stock. The number of shares of common stock to be received upon exercise of these options will be determined pursuant to the exchange ratio. The aggregate exercise price, duration and vesting schedule of these options will not be affected by the conversion. At June 30, 2010, there were 405,031 outstanding options to purchase shares of CFF common stock, 305,081 of which have vested. These outstanding options will be converted into options to purchase 916,868 shares of common stock at the minimum of the offering range and 1,240,488 shares of common stock at the maximum of the offering range. Because Office of Thrift Supervision regulations prohibit us from repurchasing our common stock during the first year following the conversion unless compelling business reasons exist, we may use authorized but unissued shares to fund option exercises that occur during the first year following the conversion. If all existing options were exercised for authorized but unissued shares of common stock following the conversion, stockholders would experience dilution of approximately 0.54% at the minimum and maximum of the offering range.

How We Determined the Offering Range and the $10.00 Per Share Stock Price

The offering range is based on an independent appraisal of the estimated market value of Capitol Federal Financial, Inc., assuming the conversion, the exchange and the offering are completed and the charitable foundation is funded with a cash contribution. We have retained RP Financial, LC., an appraisal firm experienced in appraisals of financial institutions, to perform our appraisal. In connection with the initial offering, RP Financial, LC. estimated that, as of May 28, 2010, our estimated pro forma market value was between $2.05 billion and $2.77 billion, with a midpoint of $2.41 billion, which was a reduction from the value determined as of April 16, 2010, due to a decline in the market value of the appraisal peer group. The valuation was updated in accordance with Office of Thrift Supervision regulations. Based on this valuation, the regulatory established range, the 71% ownership interest of Capitol Federal Savings Bank MHC being sold in the offering and the $10.00 per share price, the number of shares of common stock previously offered for sale by Capitol Federal Financial, Inc. ranged from 144,500,000 shares to 195,500,000 shares. The $10.00 per share price was selected primarily because it is the price most commonly used in mutual-to-stock conversions of financial institutions.

The initial offering was undersubscribed and interest in the syndicated offering was insufficient to sell the minimum number of shares. As required by applicable regulations, upon conclusion of the initial subscription, community and syndicated offerings, RP Financial, LC. submitted to Capitol Federal Savings Bank and the Office of Thrift Supervision an updated appraisal of the pro forma market value of the common stock of Capitol Federal Financial, Inc. RP Financial, LC. has estimated in its updated appraisal, dated as of August 30, 2010, that our pro forma market value was between $1.67 billion and $2.27 billion, with a midpoint of $1.97 billion. The updated appraisal results in an offering range of the common stock to be sold of $1.18 billion at the minimum and $1.60 billion at the maximum, with a midpoint of $1.39 billion. This is an 18.2% decrease from the midpoint valuation established by the appraisal report dated May 28, 2010. RP Financial, LC.'s August 30, 2010 appraisal update noted that, in decreasing the appraisal value, consideration was given to a continued decline in the market value of the appraisal peer group, and an analysis of recently completed conversion offerings and the results of the initial offering. In the 70 days prior to August 30, 2010, six second-step conversion transactions were completed. Of those six offerings, five were trading below their respective public offering prices as of August 30, 2010. The weak after-market performance of these recently completed second-step conversion offerings and concerns of limited after-market support for Capitol Federal Financial, Inc. common stock based on a closing valuation consistent with the minimum of the initial offering range were factors that contributed to the shortfall in orders. Given the amount of orders received and the recent performance of second-step conversion offerings, RP Financial, LC. applied a more significant downward adjustment for marketing the issue in arriving at its updated appraisal valuation as of August 30, 2010.

The appraisal peer group consists of the following companies, all of which are listed on the Nasdaq Stock Market. Total assets are as of June 30, 2010.

Company Name and Ticker Symbol1	Headquarters	Total Assets (in millions)
Washington Federal, Inc. (WFSL)	Seattle, WA	$ 13,709
Flushing Financial Corp. (FFIC)	Lake Success, NY	4,252
Dime Community Bancshares (DCOM)	Brooklyn, NY	4,148
TrustCo Bank Corp NY (TRST)	Glenville, NY	3,829
Bank Mutual Corp. (BKMU)	Milwaukee, WI	3,483
First Financial Holding Inc. (FFCH)	Charleston, SC	3,324
Provident NY Bancorp, Inc. (PBNY)	Montebello, NY	2,964
Brookline Bancorp, Inc. (BRKL)	Brookline, MA	2,660
Danvers Bancorp, Inc. (DNBK)	Danvers, MA	2,529

(1) NewAlliance Bancshares of Connecticut, which was one of the peer group companies indentified in the original appraisal, is the subject of an announced acquisition and therefore has been eliminated from the peer group.

The independent appraisal does not indicate actual market value. Do not assume or expect that the estimated pro forma market value as indicated above means that, after the offering, the shares of our common stock will trade at or above the $10.00 purchase price.

The following table presents a summary of selected pricing ratios for the peer group companies and Capitol Federal Financial, Inc. (on a pro forma basis). The pricing ratios are based on earnings and other information as of and for the twelve months ended June 30, 2010, stock price information as of August 30, 2010, as reflected in RP Financial, LC.'s appraisal report dated August 30, 2010, and, for Capitol Federal Financial, Inc., the number of shares outstanding as described in "Pro Forma Data." Compared to the average pricing of the peer group, our pro forma pricing ratios at the maximum of the offering range indicated a premium of 87.9% on a price-to-core earnings basis and a discount of 15.4% on a price-to-tangible book value basis.

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	Price to Core Earnings Multiple(1)		Price to Tangible Book Value Ratio	
Capitol Federal Financial, Inc. (on a pro forma basis, assuming completion of the conversion)				
Minimum	23.88	x	83.89	%
Midpoint	27.67	x	90.25	%
Maximum	31.35	x	95.51	%
Valuation of peer group companies, as of August 30, 2010				
Average	16.68	x	112.92	%
Median	14.41	x	115.79	%

(1) Information is derived from the RP Financial, LC. appraisal report and is based upon estimated core earnings for the twelve months ended June 30, 2010. These ratios are different from the ratios in "Pro Forma Data."

Our Board of Directors, in reviewing and approving the independent appraisal, considered the range of price-to-core earnings multiples and the range of price-to-tangible book value ratios based upon the number of shares of common stock to be sold in the offering, and did not consider one valuation approach to be more important than the other. The estimated appraised value and the resulting discounts and premiums took into consideration the potential financial impact of the offering, the contribution to the charitable foundation and the repayment of junior subordinated debentures (debentures).

The independent appraisal also reflects the cash contribution to the Capitol Federal Foundation. The cash contribution to the charitable foundation will reduce our estimated pro forma market value. See "Proposal 2 — Contribution to the Charitable Foundation — Comparison of Valuation and Pro Forma Data With and Without the Contribution to the Charitable Foundation."

RP Financial, LC. will reconfirm the independent appraisal prior to the completion of the conversion. If the estimated appraised value changes to either below $1.67 billion or above $2.27 billion, then, after consulting with the Office of Thrift Supervision, we may: terminate the offering and promptly return all funds; set a new offering range, promptly return all funds and give all subscribers updated information and the opportunity to place a new order; or take such other actions as may be permitted by the Office of Thrift Supervision and the Securities and Exchange Commission. See "Proposal 1 — Approval of the Plan of Conversion and Reorganization — Stock Pricing and Number of Shares to be Issued."

How We Intend to Use the Proceeds From the Offering

Assuming we sell 118,150,000 shares of common stock in the stock offering, equal to the minimum of the offering range, and we have net proceeds of $1.13 billion, we intend to distribute the net proceeds as follows:

$565.7 million (50.0% of the net proceeds) will be invested in Capitol Federal Savings Bank;

$47.3 million (4.2% of the net proceeds) will be loaned by Capitol Federal Financial, Inc. to the employee stock ownership plan to fund its purchase of shares of common stock;

$40.0 million (3.5% of the net proceeds) will be contributed by Capitol Federal Financial, Inc. to the Capitol Federal Foundation;

$53.6 million (4.7% of the net proceeds) will be used by Capitol Federal Financial, Inc. to repay outstanding debentures; and

$424.8 million (37.5% of the net proceeds) will be retained by Capitol Federal Financial, Inc.

We may use the funds that we retain for investments, to pay cash dividends, to repurchase shares of common stock and for other general corporate purposes. Capitol Federal Savings Bank may use the proceeds it receives to support increased lending, including one- to four-family loan purchases, and other products and services. The net proceeds retained also may be used for future business expansion through acquisitions of banks, thrifts and other financial services companies, and opening or acquiring branch offices. We have no current arrangements or agreements with respect to any such acquisitions. Initially, a substantial portion of the net proceeds will be invested in short-term investments and mortgage-backed securities consistent with our investment policy.

Benefits to Management and Potential Dilution to Stockholders Resulting from the Conversion

Employee Stock Ownership Plan. Our tax-qualified employee stock ownership plan expects to purchase up to 4.0% of the shares of common stock we sell in the offering, or 6,394,000 shares of common stock assuming we sell the maximum number of shares proposed to be sold. When these shares are combined with the existing shares owned by the employee stock ownership plan, the plan will own approximately 6.08% of the shares outstanding following the conversion. We reserve the right to purchase shares of common stock in the open market following the offering in order to fund all or a portion of the employee stock ownership plan. Assuming the employee stock ownership plan purchases 6,394,000 shares in the offering, 4.0% of the maximum of the offering range, we will recognize additional compensation expense, after tax, of approximately $1.3 million annually over a 30-year period, assuming the loan to the employee stock ownership plan has a 30-year term and an interest rate equal to the prime rate as published in The Wall Street Journal, and the shares of common stock have a fair market value of $10.00 per share for the full 30-year period. If, in the future, the shares of common stock have a fair market value greater or less than $10.00, the compensation expense will increase or decrease accordingly. We also reserve the right to have the employee stock ownership plan purchase more than 4.0% of the shares of common stock sold in the offering if necessary to complete the offering at the minimum of the offering range.

Stock-Based Incentive Plan. We also intend to implement a new stock-based incentive plan no earlier than six months after completion of the conversion. Stockholder approval of this plan will be required. The stock-based incentive plan may reserve a number of shares up to 2.0% of the shares of common stock sold in the offering, or up to 3,197,000 shares of common stock at the maximum of the offering range, for awards of restricted stock to key employees and directors, at no cost to the recipients, subject to adjustment as may be required by Office of Thrift Supervision regulations or policy to reflect restricted stock awards previously made by CFF. If the shares of common stock awarded under the stock-based incentive plan come from authorized but unissued shares of common stock, stockholders would experience dilution of up to approximately 1.39% in their ownership interest in Capitol Federal Financial, Inc. The stock-based incentive plan may also reserve a number of shares equal to up to 5.0% of the shares of common stock sold in the offering, or up to 7,992,500 shares of common stock at the maximum of the offering range, for issuance pursuant to grants of stock options to key employees and directors, subject to adjustment as may be required by Office of Thrift Supervision regulations or policy to reflect stock options previously granted by CFF. If the shares of common stock issued upon the exercise of options come from authorized but unissued shares of common stock, stockholders would experience dilution of up to 3.41% in their ownership interest in Capitol Federal Financial, Inc. Restricted stock awards and stock option grants made pursuant to a plan implemented within twelve months following the completion of the conversion and the offering would be subject to Office of Thrift Supervision regulations, including a requirement that stock awards and stock options vest over a period of not less than five years. If the stock-based incentive plan is adopted more than one year after the completion of the conversion, awards of restricted stock or grants of stock options under the plan would not be subject to regulatory vesting requirements. We intend to fund the stock-based incentive plan through open market purchases rather than through the issuance of authorized but unissued shares of common stock, subject to future market conditions and regulatory limitations described below. For a description of our current stock-based incentive plans, see “Management — Compensation Discussion and Analysis” and Note 10 of the Notes to Consolidated Financial Statements.

The following table summarizes the number of shares of common stock and the aggregate dollar value of grants that are expected under the new stock-based incentive plan as a result of the conversion. The table also shows the dilution to stockholders if all such shares are issued from authorized but unissued shares, instead of shares purchased in the open market. A portion of the stock grants shown in the table below may be made to non-management employees.

	Number of Shares to be Granted or Purchased(1)				Value of Grants(2)	
	At Minimum of Offering Range	At Maximum of Offering Range	As a Percentage of Common Stock to be Sold in the Offering	Dilution Resulting From Issuance of Shares for Stock-Based Incentive Plans(3)	At Minimum of Offering Range	At Maximum of Offering Range
			(Dollars in thousands)			
Employee stock ownership plan	4,726,000	6,394,000	4.00 %	N/A	$ 47,260	$ 63,940
Restricted stock awards	2,363,000	3,197,000	2.00	1.39 %	23,630	31,970
Stock options	5,907,500	7,992,500	5.00	3.41 %	9,925	13,427
Total	12,996,500	17,583,500	11.00 %	4.71 %	$ 80,815	$ 109,337

(1) The table assumes that the stock-based incentive plan awards a number of options and restricted stock equal to 5.0% and 2.0% of the shares of common stock sold in the offering, respectively.

(2) The actual value of restricted stock awards will be determined based on their fair value as of the date grants are made. For purposes of this table, fair value for stock awards is assumed to be the same as the offering price of $10.00 per share. The fair value of stock options has been estimated at $1.68 per option using the Black-Scholes option pricing model with the following assumptions: a grant-date share price and option exercise price of $10.00; an expected option life of 10 years; a dividend yield of 3.0%; an interest rate of 2.97% and a volatility rate of 18.12%. The actual value of option grants will be determined by the grant-date fair value of the options, which will depend on a number of factors, including the valuation assumptions used in the option pricing model ultimately adopted.

(3) Represents the dilution of stock ownership interest. No dilution is reflected for the employee stock ownership plan because these shares are assumed to be purchased in the offering.

We may fund our plans through open market purchases, as opposed to new issuances of common stock; however, if any options previously granted under our existing equity incentive plan are exercised during the first year following completion of the offering, they will be funded with newly issued shares since Office of Thrift Supervision regulations do not permit us to repurchase our shares during the first year following the completion of this offering except to fund the grants of restricted stock under the stock-based incentive plan or, with prior regulatory approval, under extraordinary circumstances. The Office of Thrift Supervision has previously advised that the exercise of outstanding options and cancellation of treasury shares in the conversion will not constitute an extraordinary circumstance or a compelling business purpose for satisfying this test.

The following table presents information as of June 30, 2010 regarding our existing employee stock ownership plan, our existing equity incentive plan, our proposed employee stock ownership plan purchases and our proposed stock-based incentive plan. The table below assumes that 226,610,835 shares are outstanding after the offering, which includes the sale of 159,850,000 shares in the offering at the maximum of the offering range and the issuance of shares in exchange for shares of CFF common stock using an exchange ratio of 3.0627. It also assumes that the value of the stock is $10.00 per share.

Existing and New Stock-Based Incentive Plans	Participants	Shares		Estimated Value of Shares		Percentage of Shares Outstanding After the Conversion	
Existing employee stock ownership plan	Employees	7,397,538	(1)	73,975,384		3.26	%
New employee stock ownership plan	Employees	6,394,000		63,940,000		2.82	
Total employee stock ownership plan		13,791,538		137,915,384		6.08	
Existing shares of restricted stock	Directors, Officers and Employees	485,398	(2)	4,853,981	(3)	0.21	
New shares of restricted stock	Directors, Officers and Employees	3,197,000		31,970,000	(3)	1.41	
Total shares of restricted stock		3,682,398		36,823,981		1.62	
Existing stock options	Directors, Officers and Employees	3,855,492	(4)	6,477,227	(5)	1.70	
New stock options	Directors, Officers and Employees	7,992,500		13,427,400	(5)	3.53	
Total stock options		11,847,992		19,904,627		5.23	
Total of stock-based incentive plans		29,321,928		194,643,992		12.93	%

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(1) As of June 30, 2010, CFF's existing employee stock ownership plan held 2,415,365 shares, of which 1,608,809 shares have been allocated.
(2) Represents shares of restricted stock authorized for grant under our existing equity incentive plan.
(3) The actual value of restricted stock awards will be determined based on their fair value as of the date grants are made. For purposes of this table, fair value is assumed to be the same as the offering price of $10.00 per share.
(4) Represents shares underlying options authorized for grant under our existing equity incentive plan.
(5) The fair value of stock options to be granted under the existing and new stock-based incentive plans has been estimated based on an index of publicly traded thrift institutions at $1.68 per option using the Black-Scholes option pricing model with the following assumptions; exercise price, $10.00; trading price on date of grant, $10.00; dividend yield, 3.0%; expected life, 10 years; expected volatility, 18.12%; and interest rate, 2.97%.

The value of the restricted shares awarded under the stock-based incentive plan will be based on the market value of our common stock at the time the shares are awarded. The stock-based incentive plan is subject to stockholder approval, and cannot be implemented until at least six months after completion of the offering. The following table presents the total value of all restricted stock that would be available for award and issuance under the new stock-based incentive plan, assuming the market price of our common stock ranges from $8.00 per share to $14.00 per share.

Value of Grants

Share Price	2,363,000 Shares Awarded at Minimum of Range	2,780,000 Shares Awarded at Midpoint of Range	3,197,000 Shares Awarded at Maximum of Range
$ 8.00	$ 18,904,000	$ 22,240,000	$ 25,576,000
10.00	23,630,000	27,800,000	31,970,000
12.00	28,356,000	33,360,000	38,364,000
14.00	33,082,000	38,920,000	44,758,000

The grant-date fair value of the options granted under the new stock-based incentive plan will be based in part on the price of shares of common stock of Capitol Federal Financial, Inc. at the time the options are granted. The value will also depend on the various assumptions used in the option pricing model ultimately adopted. The following table presents the total estimated value of the options to be available for grant under the stock-based incentive plan, assuming the market price and exercise price for the stock options are equal and the range of market prices for the shares is $8.00 per share to $14.00 per share.

Exercise Price	Option Value	Value of Grants 5,907,500 Options at Minimum of Range	6,950,000 Options at Midpoint of Range	7,992,500 Options at Maximum of Range
$ 8.00	$ 1.34	$ 7,916,050	$ 9,313,000	$ 10,709,950
10.00	1.68	9,924,600	11,676,000	13,427,400
12.00	2.02	11,933,150	14,039,000	16,144,850
14.00	2.35	13,882,625	16,332,500	18,782,375

The tables presented above are provided for illustrative purposes only. Our shares of common stock may trade below $10.00 per share. Before you decide how to vote, we urge you to read this entire proxy statement/prospectus carefully, including, but not limited to, the section entitled “Risk Factors” beginning on page 18.

Our Dividend Policy

CFF currently pays a quarterly cash dividend of $0.50 per share. CFF also pays a special annual dividend equal to 25% of the annual net income of CFF in excess of the total amount of dividends paid in the four regular quarterly dividends for the fiscal year. Following completion of the conversion, we intend to seek regulatory approval to pay a one-time, special dividend of $0.60 per share to all Capitol Federal Financial, Inc. stockholders. No assurances can be given as to whether or when such approval may be obtained. After the conversion, we also intend to continue to pay regular quarterly and special annual cash dividends each year. For the first two fiscal years we intend to pay 100% of our net income (exclusive of the contribution to the charitable foundation) in a combination of quarterly and special year-end dividends. It is currently anticipated that the quarterly dividend will be $0.075 per share, or a 3.0% annualized yield based on the $10.00 per share offering price. We expect that the timing of quarterly and year-end special dividend payments will be consistent with our current practice. The dividend rate and the continued payment of dividends will depend on a number of factors, including our capital requirements, our financial condition and results of operations, tax considerations, statutory and regulatory limitations and general economic conditions. No assurance can be given that we will continue to pay dividends or that they will not be reduced or eliminated in the future.

See “Selected Consolidated Financial and Other Data of CFF and Subsidiary” and “Market for the Common Stock” for information regarding our historical dividend payments.

Purchases and Ownership by our Executive Officers and Directors

We expect our directors, executive officers and their associates to purchase approximately 164,500 shares of common stock in the offering. The purchase price paid by them will be the same $10.00 per share price paid by all other persons who purchase shares of common stock in the offering. After the conversion, as a result of purchases in the offering and the shares they will receive in exchange for shares of CFF common stock that they currently own, our directors and executive officers, together with their associates, are expected to beneficially own approximately 4,498,616 and 6,028,394 shares of common stock, or 2.69% and 2.66% of our total outstanding shares of common stock, at the minimum and the maximum of the offering range, respectively.

Market for the Common Stock

Shares of CFF common stock currently trade on the Nasdaq Global Select Market under the symbol CFFN. Upon completion of the conversion, the shares of common stock of Capitol Federal Financial, Inc. will replace CFF’s existing shares. We expect that Capitol Federal Financial, Inc.'s shares of common stock will trade on the Nasdaq Global Select Market under the trading symbol CFFND for a period of 20 trading days following the completion of the offering. Thereafter, the trading symbol will revert to CFFN. In order to list our common stock on the Nasdaq Global Select Market, we are required to have at least three broker-dealers who will make a market in our common stock. CFF currently has 21 registered market makers. Persons purchasing shares of common stock in the offering may not be able to sell their shares at or above the $10.00 price per share.

Tax Consequences

As a general matter, the conversion will not be a taxable transaction for federal or state income tax purposes to Capitol Federal Savings Bank MHC, CFF, Capitol Federal Savings Bank, Capitol Federal Financial, Inc., persons eligible to subscribe in the subscription offering, or existing stockholders of CFF. Existing stockholders of CFF who receive cash in lieu of fractional share interests in shares of Capitol Federal Financial, Inc. common stock will recognize a gain or loss equal to the difference between the cash received and the tax basis of the fractional share.

Changes in Stockholders' Rights for Existing Stockholders of CFF

As a result of the conversion, existing stockholders of CFF will become stockholders of Capitol Federal Financial, Inc. Some rights of stockholders of Capitol Federal Financial, Inc. will be reduced compared to the rights stockholders currently have in CFF. The reduction in stockholder rights results from differences between the federal and Maryland charters and bylaws, and from distinctions between federal and Maryland law. Many of the differences in stockholder rights under the articles of incorporation and bylaws of Capitol Federal Financial, Inc. are not mandated by Maryland law but have been chosen by management as being in the best interests of Capitol Federal Financial, Inc. and all of its stockholders. The differences in stockholder rights in the articles of incorporation and bylaws of Capitol Federal Financial, Inc. include the following: (i) approval by at least a majority of outstanding shares required to remove a director for cause; (ii) greater lead time required for stockholders to submit proposals for certain provisions of new business or to nominate directors; (iii) limitation on voting rights of stockholders owning more than 10% of the outstanding shares of Capitol Federal Financial, Inc.; and (iv) approval by at least 80% of outstanding shares required to amend the bylaws and certain provisions of the articles of incorporation. See "Comparison of Stockholders' Rights for Existing Stockholders of CFF" for a discussion of these differences.

We Intend to Contribute Cash to the Capitol Federal Foundation

To further our commitment to the communities we serve and may serve in the future, subject to our stockholders' approval, we intend to contribute $40 million in cash to the Capitol Federal Foundation as part of the conversion. As a result of the cash contribution, we expect to record an after-tax expense of $24.7 million during the quarter in which the conversion is completed.

"See "Proposal 2 — Contribution to the Charitable Foundation."

Dissenters' Rights

Stockholders of CFF do not have dissenters' rights in connection with the conversion and offering.

Important Risks in Owning Capitol Federal Financial, Inc.'s Common Stock

Before you decide how to vote, you should read the "Risk Factors" section beginning on page 18 of this proxy statement/prospectus.

RISK FACTORS

You should consider carefully the following risk factors together with all of the other information included in this proxy statement/prospectus when deciding how to vote on the plan of conversion.

Risks Related to the Offering and Exchange

The market value of Capitol Federal Financial, Inc. common stock received in the share exchange may be less than the market value of CFF common stock exchanged.

The number of shares of Capitol Federal Financial, Inc. common stock you receive will be based on an exchange ratio that will be determined as of the date of completion of the conversion and offering. The exchange ratio will be based on the percentage of CFF common stock held by the public prior to the completion of the conversion and offering and the number of shares of common stock sold in the offering. The exchange ratio will ensure that existing public shareholders of CFF will own approximately the same percentage of Capitol Federal Financial, Inc. common stock after the conversion and offering as they owned of CFF common stock immediately prior to completion of the conversion and offering, exclusive of the effect of their purchase of additional shares in the offering and the receipt of cash in lieu of fractional shares. The exchange ratio will not depend on the market price of CFF common stock.

Based on the current offering range, the exchange ratio ranges from a minimum of 2.2637 to a maximum of 3.0627 shares of Capitol Federal Financial, Inc. common stock per share of CFF common stock. This ratio is subject to change if the offering range changes. Shares of Capitol Federal Financial, Inc. common stock issued in the share exchange will have an initial value of $10.00 per share. Depending on the exchange ratio and the market value of CFF common stock at the time of the exchange, the initial market value of the Capitol Federal Financial, Inc. common stock that you receive in the share exchange could be less than the market value of the CFF common stock that you currently own. Based on the closing price of CFF common stock of $23.49 as of November 8, 2010, the most recent practicable date prior to the date of this proxy statement/prospectus, unless at least 122,600,927 shares of Capitol Federal Financial, Inc. common stock are sold in the offering (between the minimum and the midpoint of the offering range), the initial value of the Capitol Federal Financial, Inc. common stock you receive in the share exchange would be less than the market value of the CFF common stock you currently own. See “Proposal 1—Approval of the Plan of Conversion and Reorganization—Share Exchange Ratio for Current Stockholders.”

We have broad discretion to deploy our net proceeds and our failure to effectively deploy the net proceeds may have an adverse impact on our financial performance and the value of our common stock.

Capitol Federal Financial, Inc. intends to contribute between $565.7 million and $766.4 million of the net proceeds of the offering to Capitol Federal Savings Bank. Capitol Federal Financial, Inc. may use the remaining net proceeds to purchase investment securities, repurchase shares of common stock, pay dividends or for other general corporate purposes. Capitol Federal Financial, Inc. also expects to use a portion of the net proceeds it retains to fund a loan for the purchase of shares of common stock in the offering by the employee stock ownership plan, to fund the cash contribution to the charitable foundation and to repay outstanding debentures. Capitol Federal Savings Bank may use the net proceeds it receives to fund new loans, purchase investment securities, increase the volume of purchased loans, acquire financial institutions or financial services companies, build new branches or acquire branches, repay debt or for other general corporate purposes. Capitol Federal Savings Bank intends to increase the amount of one- to four-family loans purchased compared to its historical levels. If additional volumes of one- to four-family loans meeting our underwriting criteria are not available for purchase at acceptable prices, these funds will be used to purchase mortgage backed securities (MBS) and other investment securities, which may generate a lower yield.

With the exception of the loan to the employee stock ownership plan, the cash contribution to the charitable foundation and the repayment of outstanding debentures, we have not allocated specific amounts of the net proceeds for any of these purposes, and we will have significant flexibility in determining the amount of the net proceeds we apply to different uses and the timing of such applications. We have not established a timetable for reinvesting the net proceeds, and we cannot predict how long reinvesting the net proceeds will require.

The future price of the shares of common stock may be less than the $10.00 purchase price per share in the offering.

You may not be able to sell the shares you receive in the exchange at or above the $10.00 purchase price in the offering. In several cases, shares of common stock issued by newly converted savings institutions or mutual holding companies have traded below the initial offering price. The aggregate purchase price of the shares of common stock sold in the offering will be based on an independent appraisal. The independent appraisal is not intended, and should not be construed, as a recommendation of any kind as to the advisability of purchasing shares of common stock or how you should vote on the plan of conversion. The independent appraisal is based on certain estimates, assumptions and projections, all of which are subject to change from time to time. After our shares begin trading, the trading price of our common stock will be determined by the marketplace, and may be influenced by many factors, including prevailing interest rates, the overall performance of the economy, investor perceptions of Capitol Federal Financial, Inc. and the outlook for the financial services industry in general. Price fluctuations may be unrelated to the operating performance of particular companies.

Our return on equity initially will be low compared to our historical performance. A lower return on equity may negatively impact the trading price of our common stock.

Net income divided by average stockholders' equity, known as return on average equity, is a ratio many investors use to compare the performance of a financial institution to its peers. Our return on average equity ratio, annualized, for the nine months ended June 30, 2010 was 7.33% compared to an average return on equity of 0.33% based on trailing twelve-month earnings for all publicly traded fully converted savings institutions as of June 30, 2010. Although we expect that our net income will increase following the offering, our return on average equity may decrease as a result of the additional capital that we will raise in the offering. For example, our pro forma return on equity for the nine months ended June 30, 2010 was 3.27% assuming the sale of shares at the maximum of the offering range. Over time, we intend to use the net proceeds from the offering to increase earnings per share and book value per share, without assuming undue risk, with the goal of achieving a return on equity that is comparable to our historical performance. This goal may take a number of years to achieve, and we may never achieve it. Consequently, you should not expect a return on equity similar to our current return on equity in the near future. Failure to achieve a competitive return on equity may make an investment in our common stock unattractive to some investors and may cause our common stock to trade at lower prices than comparable companies with higher returns on equity. See “Pro Forma Data” for an illustration of the financial impact of the offering.

The ownership interest of management and employees could enable insiders to make more difficult a merger that may provide stockholders a premium for their shares.

The shares of common stock that our directors and officers intend to purchase in the offering, when combined with the shares that they will receive in exchange for their existing shares of CFF common stock, are expected to result in management and the board controlling approximately 2.7% of our outstanding shares of common stock at the midpoint of the offering range. In addition, our employee stock ownership plan is expected to own [ ]% of the shares of common stock outstanding upon completion of the conversion and offering. Additional stock options and shares of common stock also would be granted to our directors and employees if a stock-based incentive plan is adopted in the future. This would result in management and employees controlling a significant percentage of our shares of common stock. If these individuals were to act together, they could have influence over the outcome of any stockholder vote. This voting power may discourage a potential sale of Capitol Federal Financial, Inc. that our stockholders may desire.

The implementation of the stock-based incentive plan may dilute your ownership interest.

We intend to adopt a new stock-based incentive plan following the offering, subject to receipt of stockholder approval. This stock-based incentive plan may be funded either through open market purchases or from the issuance of authorized but unissued shares of common stock of Capitol Federal Financial, Inc. While our intention is to fund this plan through open market purchases, stockholders would experience a [ ]% reduction in ownership interest at the maximum of the offering range in the event newly issued shares of our common stock are used to fund stock options and shares of restricted common stock under the plan in an amount equal to 5.0% and 2.0%, respectively, of the shares sold in the offering.

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

Additional expenses following the conversion from the compensation and benefit expenses associated with the implementation of the new stock-based incentive benefit plan will adversely affect our profitability.

We intend to adopt a new stock-based incentive plan after the offering, subject to stockholder approval, pursuant to which plan participants would be awarded restricted shares of our common stock (at no cost to them) and options to purchase shares of our common stock.

Following the offering, our non-interest expenses are likely to increase as we will recognize additional annual employee compensation and benefit expenses related to the shares granted to employees and executives under our stock-based incentive plan. The actual amount of these new stock-related compensation and benefit expenses is subject to applicable accounting practices which require that expenses be based on the fair market value of the shares of common stock at specific points in the future; however, we expect them to be material. In addition, we will recognize expense for our employee stock ownership plan when shares are committed to be released to participants' accounts (i.e., as the loan used to acquire these shares is repaid), and we will recognize expense for restricted stock awards and stock options over the vesting period of awards made to recipients. The expense in the first year following the offering has been estimated to be approximately $11.2 million ($7.7 million after tax), assuming all restricted shares are awarded and all options are granted under the plan, at the maximum of the offering range as set forth in the pro forma financial information under "Pro Forma Data," assuming the $10.00 per share purchase price as fair market value. Actual expenses, however, may be higher or lower, depending on the price of our common stock and the actual number of restricted shares awarded or options granted. For further discussion of our proposed stock-based plans, see "Management — Compensation Discussion and Analysis" and Note 10 of the Notes to Consolidated Financial Statements.

The contribution to the charitable foundation will adversely affect net income.

Subject to stockholder approval, we intend to contribute $40 million in cash to the Capitol Federal Foundation in connection with the conversion. The contribution will have an adverse effect on our net income for the quarter and year in which we make the contribution to the charitable foundation. The after-tax expense of the contribution will reduce net income by approximately $24.7 million. We had net income of $52.4 million for the nine months ended June 30, 2010 and $66.3 million for the year ended September 30, 2009, respectively.

Various factors may make takeover attempts more difficult to achieve.

Our Board of Directors has no current intention to sell control of Capitol Federal Financial, Inc. Provisions of our articles of incorporation and bylaws, federal regulations, Maryland law and various other factors may make it more difficult for companies or persons to acquire control of Capitol Federal Financial, Inc. without the consent of our Board of Directors. You may want a takeover attempt to succeed because, for example, a potential acquiror could offer a premium over the then prevailing price of our common stock. The factors that may discourage takeover attempts or make them more difficult include:

Office of Thrift Supervision Regulations. Office of Thrift Supervision regulations prohibit, for three years following the completion of a conversion, the direct or indirect acquisition of more than 10% of any class of equity security of a savings institution or holding company regulated by the Office of Thrift Supervision without the prior approval of the Office of Thrift Supervision.

Articles of incorporation and statutory provisions. Provisions of the articles of incorporation and bylaws of Capitol Federal Financial, Inc. and Maryland law may make it more difficult and expensive to pursue a takeover attempt that management opposes, even if the takeover is favored by a majority of our stockholders. These provisions also would make it more difficult to remove our current Board of Directors or management, or to elect new directors. Specifically, under our articles of incorporation, any person who acquires more than 10% of the common stock of Capitol Federal Financial, Inc. without the prior approval of its Board of Directors would be prohibited from engaging in any type of business combination with Capitol Federal Financial, Inc. unless such business combination was approved by a super-majority stockholder vote or met minimum price requirements. Additional provisions include limitations on voting rights of beneficial owners of more than 10% of our common stock, the election of directors to staggered terms of three years and not permitting cumulative voting in the election of directors. Our bylaws also contain provisions regarding the timing and content of stockholder proposals and nominations and qualification for service on the Board of Directors.

Charter of Capitol Federal Savings Bank. The charter of Capitol Federal Savings Bank provides that for a period of five years from the closing of the conversion and offering, no person other than Capitol Federal Financial, Inc. may offer directly or indirectly to acquire the beneficial ownership of more than 10% of any class of equity security of Capitol Federal Savings Bank. This provision does not apply to any tax-qualified employee benefit plan of Capitol Federal Savings Bank or Capitol Federal Financial, Inc. or to an underwriter or member of an underwriting or selling group involving the public sale or resale of securities of Capitol Federal Financial, Inc. or any of its subsidiaries, so long as after the sale or resale, no underwriter or member of the selling group is a beneficial owner, directly or indirectly, of more than 10% of any class of equity securities of Capitol Federal Savings Bank. In addition, during this five-year period, all shares owned over the 10% limit may not be voted on any matter submitted to stockholders for a vote.

Issuance of stock options and restricted stock. We also intend to issue stock options and shares of restricted stock to key employees and directors that will require payments to these persons in the event of a change in control of Capitol Federal Financial, Inc. These payments may have the effect of increasing the costs of acquiring Capitol Federal

Financial, Inc., thereby discouraging future takeover attempts.

Change in control severance agreements. Capitol Federal Financial, Inc. intends to enter into change in control severance agreements with its president and each of its four current executive vice presidents upon completion of the stock offering. These agreements may have the effect of increasing the costs of acquiring Capitol Federal Financial, Inc., thereby discouraging future takeover attempts.

There will be a decrease in stockholders' rights for existing stockholders of CFF.

As a result of the conversion, existing stockholders of CFF will become stockholders of Capitol Federal Financial, Inc. Some rights of stockholders of Capitol Federal Financial, Inc. will be reduced compared to the rights stockholders currently have in CFF. The reduction in stockholder rights results from differences between the federal and Maryland charters and bylaws, and from distinctions between federal and Maryland law. Many of the differences in stockholder rights under the articles of incorporation and bylaws of Capitol Federal Financial, Inc. are not mandated by Maryland law but have been chosen by management as being in the best interests of Capitol Federal Financial, Inc. and its stockholders. The articles of incorporation and bylaws of Capitol Federal Financial, Inc. include the following provisions: (i) approval by at least a majority of outstanding shares required to remove a director for cause; (ii) greater lead time required for stockholders to submit proposals for new business or to nominate directors; and (iii) approval by at least 80% of outstanding shares of capital stock entitled to vote generally is required to amend the bylaws and certain provisions of the articles of incorporation. See "Comparison of Stockholders' Rights For Existing Stockholders of CFF" for a discussion of these differences.

Risks Related to Our Business

The United States economy remains weak and unemployment levels are high. A prolonged economic downturn, especially one affecting our geographic market area, will adversely affect our business and financial results.

We are particularly exposed to downturns in the U.S. housing market. Dramatic declines in the housing market over the past two years, with falling home prices and increasing foreclosures, unemployment and under-employment, have negatively impacted the credit performance of mortgage loans and resulted in significant write-downs of asset values by financial institutions, including government-sponsored entities, major commercial and investment banks and regional financial institutions such as Capitol Federal Savings Bank.

Capitol Federal Savings Bank's net loan charge-offs during fiscal years 2007, 2008 and 2009, and the nine months ended June 30, 2010 were $27 thousand, $441 thousand, $2.0 million and $2.5 million, respectively. Historically, Capitol Federal Savings Bank's net loan charge-offs have been low due to the low level of non-performing loans and the amount of equity in the properties collateralizing the related loans. During fiscal year 2009 and the nine months ended June 30, 2010, Capitol Federal Savings Bank recorded a provision for loan losses of $6.4 million and $8.1 million, respectively, compared to $2.1 million in fiscal year 2008 and a recovery of $225 thousand in fiscal year 2007. The increases in the provision for loan losses and net loan charge-offs were directly related to the increases in delinquent loans, non-performing loans, and losses on foreclosed property transactions; which were primarily a result of the decline in home prices, the economic recession and lingering negative economic conditions. The overall amount of the provision for loan losses and net loan charge-offs has not been significant to date because of Capitol Federal Savings Bank's traditional underwriting standards and the relative economic stability of the geographic areas in our primary lending areas.

Reflecting concern about the stability of the financial markets generally and the strength of counterparties, many lenders and institutional investors have reduced or ceased providing funding to borrowers, including to other financial institutions. This market turmoil and tightening of credit have led to an increased level of commercial and consumer delinquencies, lack of consumer confidence, increased market volatility and widespread reduction of business activity generally. A worsening of these conditions, especially in our geographic market area, would likely exacerbate the adverse effects of these difficult market conditions on us and could result in a material decrease in our interest income and/or a material increase in our loan losses.

The geographic concentration of our loan portfolio and lending activities makes us vulnerable to a downturn in the local economy.

We are currently one of the largest mortgage loan originators in the state of Kansas. Approximately 70% of our loan portfolio is comprised of loans secured by property located in Kansas, and approximately 15% is comprised of loans secured by property located in Missouri. This makes us vulnerable to a downturn in the local economy and real estate markets. Adverse conditions in the local economy such as inflation, unemployment, recession or other factors beyond our control could impact the ability of our borrowers to repay their loans, which could impact our net interest income. Decreases in local real estate values could adversely affect the value of the property used as collateral for our loans, which could cause us to realize a loss in the event of a foreclosure. Currently there is not a single employer or industry in the area on which a significant number of our customers are dependent.

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

Our borrowers may not repay their loans in accordance with their terms, and, as a result of the declines in home prices, the collateral securing the payment of these loans may be insufficient to pay any remaining loan balance. We may experience significant loan losses, which could have a material adverse effect on our operating results. When determining the amount of the allowance for loan losses, we make various assumptions and judgments about the collectibility of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. In determining the amount of the allowance for loan losses, we rely on our loan quality reviews, our experience and our evaluation of economic conditions, among other factors. If our assumptions prove to be incorrect, our allowance for loan losses may not be sufficient to cover losses inherent in our loan portfolio, resulting in additions to our allowance which is maintained through provisions for loan losses. Material additions to our allowance would materially decrease our net income.

In order to utilize a portion of the proceeds raised in the conversion, Capitol Federal Savings Bank intends to increase the amount of one- to four-family loans purchased compared to its historical levels. Our policies currently require that we maintain a higher allowance for loan losses on loans we purchase as compared to the allowance maintained on those we originate. This is expected to result in an increase in the allowance for loan losses, through a provision for loan losses, which will have an adverse effect on net income.

Our allowance for loan losses at September 30, 2007, 2008, 2009 and June 30, 2010 was $4.2 million, $5.8 million, $10.2 million and $15.7 million, respectively. The increase in our allowance for loan losses has primarily been a result of a decline in the performance of some of our mortgage loans due to the economic recession, lingering negative economic conditions and the related collateral values not being sufficient to pay the outstanding loan balance due to the decline in home prices. Capitol Federal Savings Bank's non-performing loans at September 30, 2007, 2008 and 2009 and June 30, 2010 were $7.4 million, $13.7 million, $30.9 million and $33.2 million, respectively. Non-performing loans as a percentage of total loans at September 30, 2007, 2008 and 2009 and June 30, 2010 was 0.14%, 0.26%, 0.55% and 0.62%, respectively.

Changes in interest rates could have an adverse impact on our results of operations and financial condition.

Our results of operations are primarily dependent on net interest income, which is the difference between the interest earned on loans, mortgage-backed securities and investment securities, and the interest paid on deposits and borrowings. Changes in interest rates could have an adverse impact on our results of operations and financial condition because the majority of our interest-earning assets are long-term, fixed-rate loans, while the majority of our interest-bearing liabilities are shorter term, and therefore subject to a greater degree of interest rate fluctuation. This type of risk is known as interest rate risk, and is affected by prevailing economic and competitive conditions.

The impact of changes in interest rates on assets is generally observed on the balance sheet and income statement in later periods than the impact of changes on liabilities due to the duration of assets versus liabilities, and also to the time lag between our commitment to originate or purchase a loan and the time we fund the loan, during which time interest rates may change. Interest-bearing liabilities tend to reflect changes in interest rates closer to the time of market rate changes, so the difference in timing may have an adverse effect on our net interest income.

Changes in interest rates can also have an adverse effect on our financial condition, as our available for sale securities are reported at their estimated fair value, and therefore are impacted by fluctuations in interest rates. We increase or decrease our stockholders' equity, specifically accumulated other comprehensive income (loss), by the amount of change in the estimated fair value of the available for sale securities, net of deferred taxes. Decreases in the fair value of available for sale securities would, therefore, adversely impact our stockholders' equity. The balance of accumulated other comprehensive income (loss) at September 30, 2007, 2008, 2009 and June 30, 2010 was $1.3 million, $(6.0) million, $33.9 million and $36.4 million, respectively.

Changes in interest rates, as they relate to customers, can also have an adverse impact on our financial condition and results of operations. In times of rising interest rates, default risk may increase among customers with adjustable rate loans as the rates on their loans adjust upward and their payments increase. Rising interest rate environments also entice customers with adjustable rate loans to refinance into fixed-rate loans, exposing Capitol Federal Savings Bank to additional interest rate risk. If the loan is refinanced externally, we could be unable to reinvest cash received from the resulting prepayments at rates comparable to existing loans, which subjects us to reinvestment risk. In decreasing interest rate environments, prepayments on loans and loans underlying mortgage-backed securities generally increase. Payments received will likely be reinvested at the prevailing (decreased) market rate, which could adversely affect interest income and net interest income. An influx of prepayments can also result in an excess of liquidity, which could impact our net interest income if profitable reinvestment opportunities are not immediately available. Prepayment rates are based on demographics, local economic factors and seasonality, with the main factors affecting prepayment rates being prevailing interest rates and competition. Fluctuations in interest rates also affect customer demand for deposit products. Local competition for deposit dollars could affect our ability to attract deposits, or could result in us paying more for deposits.

Capitol Federal Savings Bank's one-year cumulative excess of interest-earning assets over interest-bearing liabilities as a percentage of assets at June 30, 2010 was 16.11% which signifies a positive gap position, meaning we have more interest-earning assets expected to reprice over the next 12 months than interest-bearing liabilities. In a rising rate environment, a positive gap position would tend to result in an increase in our net interest income. In a decreasing rate environment, a positive gap position would tend to result in a decrease in our net interest income. For additional information about interest rate risk, see "Management's Discussion and Analysis of Financial Condition and Results of Operations — Quantitative and Qualitative Disclosures About Market Risk."

Our strategies to modify our interest rate risk profile may be difficult to implement.

Our asset management strategies are designed to decrease our interest rate risk sensitivity. One such strategy is increasing the amount of adjustable-rate and/or short-term assets. We offer adjustable rate loan products and work with correspondent lenders to purchase adjustable rate loans as a means to achieve this strategy. However, lower interest rates would generally create a decrease in borrower demand for adjustable-rate assets, and adjustable-rate assets tend to refinance into fixed-rate loans when rates are low. Conventional mortgage loans may be sold on a bulk basis for portfolio restructuring or on a flow basis as loans are originated, which also subjects us to pricing risk in the secondary market. Additionally, we attempt to invest in shorter-term assets in the investment portfolio as a way to reduce our interest rate sensitivity.

We are also managing our liabilities to moderate our interest rate risk sensitivity. Customer demand has recently been primarily for short-term maturity certificates of deposit. Using short-term liabilities to fund long-term fixed-rate assets will generally increase the interest rate sensitivity of any financial institution. We are using our maturing Federal Home Loan Bank (FHLB) advances and repurchase agreements to mitigate the impact of the customer demand for long-term fixed-rate mortgages in our local markets by lengthening the maturities of these advances and repurchase agreements, depending on the liquidity or investment opportunities at the time we undertake additional FHLB advances or repurchase agreements. In fiscal year 2009, we prepaid $875.0 million of FHLB advances to decrease the interest rate and extend the maturities of the advances. FHLB advances and repurchase agreements will be entered into as liquidity is needed or to fund the purchase of assets that provide for spreads at levels acceptable to management.

If we are unable to originate or purchase adjustable-rate assets at favorable rates or fund loan originations or securities purchases with long-term funding, we may have difficulty executing this asset management strategy and/or it may result in a reduction in profitability.

We may have unanticipated credit risk in our investment and mortgage-backed securities portfolio.

At June 30, 2010, $2.82 billion, or 33.1% of our assets, consisted of investment and mortgage-backed securities, most of which were issued by, or have principal and interest payments guaranteed by, the Federal National Mortgage Association (FNMA) or the Federal Home Loan Mortgage Corporation (FHLMC).

On September 7, 2008, the Federal Housing Finance Agency placed FNMA and FHLMC into federal conservatorship. Although the federal government has committed substantial capital to FNMA and FHLMC, if the financial support is inadequate, or if additional support is not provided when needed, these companies could continue to suffer losses and could fail to honor their guarantees and other obligations. The U.S. Treasury Secretary has suggested that the guarantee payment structure of FNMA and FHLMC should be re-examined. The future roles of FNMA and FHLMC could be significantly reduced and the nature of their guarantees could be eliminated or considerably limited relative to historical measurements. Any changes to the nature of the guarantees provided by FNMA and FHLMC could have a significant adverse affect on the market value and cash flows of the investment and mortgage-backed securities we hold, resulting in substantial losses.

Passage of the Dodd-Frank Wall Street Reform and Consumer Protection Act will increase our operational and compliance costs.

On July 21, 2010, the President of the United States signed The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”). This new law will significantly change the current bank regulatory structure and affect the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. Capitol Federal Savings Bank’s primary federal regulator, the Office of Thrift Supervision, will be eliminated and existing federal thrifts will be subject to regulation and supervision by the Office of the Comptroller of the Currency, which supervises and regulates all national banks. Existing savings and loan holding companies will be subject to regulation and supervision by the Federal Reserve Board (“FRB”). The Dodd-Frank Act requires various federal agencies to adopt a broad range of new rules and regulations, and to prepare numerous studies and reports for Congress. The federal agencies are given significant discretion in drafting the rules and regulations, and consequently, many of the details and much of the impact of the Dodd-Frank Act may not be known for many months or years.

The Dodd-Frank Act creates a new Consumer Financial Protection Bureau (“CFPB”) with broad powers to supervise and enforce consumer protection laws. The CFPB has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit “unfair, deceptive or abusive” acts and practices. The CFPB has examination and enforcement authority over all banks with more than $10 billion in assets. Banks with $10 billion or less in assets will continue to be examined for compliance with the consumer laws by their primary bank regulators. The Dodd-Frank Act also weakens the federal preemption rules that have been applicable for national banks and federal savings associations, and gives state attorneys general the ability to enforce federal consumer protection laws.

The Dodd-Frank Act requires minimum leverage (Tier 1) and risk-based capital requirements for savings and loan holding companies (effective in five years) and bank holding companies that are no less stringent than those applicable to banks, which will limit our ability to borrow at the holding company level and invest the proceeds from such borrowings as capital in Capitol Federal Savings Bank, and will exclude certain instruments that previously have been eligible for inclusion by bank holding companies as Tier 1 capital, such as trust preferred securities.

A provision of the Dodd-Frank Act, which will become effective one year after enactment, eliminates the federal prohibitions on paying interest on demand deposits, thus allowing businesses to have interest-bearing checking accounts. Depending on competitive responses, this significant change to existing law could have an adverse impact on our interest expense.

The Dodd-Frank Act also broadens the base for FDIC deposit insurance assessments. Assessments will now be based on the average consolidated total assets less tangible equity capital of a financial institution, rather than deposits. The Dodd-Frank Act also permanently increases the maximum amount of deposit insurance for banks, savings institutions and credit unions to $250 thousand per depositor, retroactive to January 1, 2008, and non-interest-bearing transaction accounts have unlimited deposit insurance through December 31, 2012. The legislation also increases the required minimum reserve ratio for the Deposit Insurance Fund, from 1.15% to 1.35% of insured deposits, and directs the FDIC to offset the effects of increased assessments on depository institutions with less than $10 billion in assets.

The Dodd-Frank Act will require publicly traded companies to give stockholders a non-binding vote on executive compensation and so-called "golden parachute" payments, and authorizes the Securities and Exchange Commission to promulgate rules that would allow stockholders to nominate their own candidates using a company's proxy materials. The legislation also directs the FRB to promulgate rules prohibiting excessive compensation paid to bank holding company executives, regardless of whether the company is publicly traded.

It is difficult to predict at this time what specific impact the Dodd-Frank Act and the yet to be written implementing rules and regulations will have on community banks. However, it is expected that at a minimum they will increase our operating and compliance costs and could increase our interest expense.

Changes in laws and regulations and the cost of regulatory compliance with new laws and regulations may adversely affect our operations and our income.

We are subject to extensive regulation, supervision and examination by the Office of Thrift Supervision and the Federal Deposit Insurance Corporation. These regulatory authorities have extensive discretion in connection with their supervisory and enforcement activities, including the ability to impose restrictions on a bank's operations, reclassify assets, determine the adequacy of a bank's allowance for loan losses and determine the level of deposit insurance premiums assessed. Because our business is highly regulated, the laws and applicable regulations are subject to frequent change. Any change in these regulations and oversight, whether in the form of regulatory policy, new regulations or legislation or additional deposit insurance premiums could have a material impact on our operations.

In response to the financial crisis, Congress has taken actions that are intended to strengthen confidence and encourage liquidity in financial institutions, and the Federal Deposit Insurance Corporation has taken actions to increase insurance coverage on deposit accounts. In addition, there have been proposals made by members of Congress and others that would reduce the amount delinquent borrowers are otherwise contractually obligated to pay under their mortgage loans and limit an institution's ability to foreclose on mortgage collateral. A number of the largest mortgage lenders in the United States have voluntarily suspended all foreclosures due to document verification deficiencies.

The potential exists for additional federal or state laws and regulations, or changes in policy, affecting lending and funding practices and liquidity standards. Moreover, bank regulatory agencies have been active in responding to concerns and trends identified in examinations, and have issued many formal enforcement orders requiring capital ratios in excess of regulatory requirements. Bank regulatory agencies, such as the Office of Thrift Supervision and the Federal Deposit Insurance Corporation, govern the activities in which we may engage, primarily for the protection of depositors, and not for the protection or benefit of potential investors. In addition, new laws and regulations may increase our costs of regulatory compliance and of doing business, and otherwise affect our operations. New laws and regulations may significantly affect the markets in which we do business, the markets for and value of our loans and investments, the fees we can charge and our ongoing operations, costs and profitability.

Higher Federal Deposit Insurance Corporation insurance premiums and special assessments will adversely affect our earnings.

In 2009, the Federal Deposit Insurance Corporation levied a five basis point special assessment on each insured depository institution’s assets minus Tier 1 capital as of June 30, 2009. We recorded an expense of $3.8 million during the quarter ended June 30, 2009, to reflect the special assessment. In addition, the Federal Deposit Insurance Corporation increased the base assessment rate by 7 basis points effective January 1, 2009, and effective April 1, 2009, included additional factors to be used in calculating a financial institution’s total assessment rate. This has resulted in our annual assessment rate increasing from 5 basis points prior to January 1, 2009 to a current rate of approximately 16 basis points and, therefore, our Federal Deposit Insurance Corporation insurance premium expense increasing compared to prior periods.

The Federal Deposit Insurance Corporation also required all insured institutions to prepay their estimated assessments for the fourth quarter of calendar year 2009, and for all of calendar years 2010, 2011 and 2012. This pre-payment was due on December 30, 2009. The assessment rate for the fourth quarter of calendar year 2009 and for calendar year 2010 was based on each institution's total base assessment rate for the third quarter of calendar year 2009, modified to assume that the assessment rate in effect on September 30, 2009 had been in effect for the entire calendar year third quarter, and the assessment rate for calendar years 2011 and 2012 was calculated as the modified third quarter assessment rate plus an additional three basis points. In addition, every institution's base assessment rate for each period was calculated using its third quarter assessment base, adjusted quarterly for an estimated 5% annual growth rate in the assessment base through the end of calendar year 2012. We recorded the pre-payment as a prepaid expense, which will be amortized to expense over three years based upon actual balances insured. Our prepayment amount for calendar years 2010, 2011 and 2012 was $25.7 million. Future increases in our assessment rate or special assessments would decrease our earnings.

Strong competition may limit growth and profitability.

While we are one of the largest mortgage loan originators in the state of Kansas, we compete in the same market areas as local, regional, and national banks, credit unions, mortgage brokerage firms, investment banking firms, investment brokerage firms and savings institutions. We must also compete with online investment and mortgage brokerages and online banks that are not confined to any specific market area. Many of these competitors operate on a national or regional level, are a conglomerate of various financial services housed under one corporation, or otherwise have substantially greater financial or technological resources than Capitol Federal Savings Bank. We compete primarily on the basis of the interest rates offered to depositors and the terms of loans offered to borrowers. Should we face competitive pressure to increase deposit rates or decrease loan rates, our net interest income could be adversely affected. Additionally, our competitors may offer products and services that we do not or cannot provide, as certain deposit and loan products fall outside of our accepted level of risk. Our profitability depends upon our ability to compete in our local market areas.

INFORMATION ABOUT THE SPECIAL MEETING

General

This proxy statement/prospectus is being furnished to you in connection with the solicitation by the Board of Directors of CFF of proxies to be voted at the special meeting of stockholders to be held at the Bradbury Thompson Center, 1700 S.W. Jewell, located on the Washburn University Campus, in Topeka, Kansas, on December 15, 2010, at 1:30 p.m., Central Time, and any adjournment or postponement thereof.

The purpose of the special meeting is to consider and vote upon:

- The Plan of Conversion of Capitol Federal Savings Bank MHC, and
- The contribution of $40 million in cash to the charitable foundation.

In addition, stockholders will vote on a proposal to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion and/or the contribution to the Capitol Federal Foundation. Stockholders also will vote on informational proposals with respect to the articles of incorporation and bylaws of Capitol Federal Financial, Inc.

The plan of conversion provides for a series of transactions, referred to as the conversion and offering, which will result in the elimination of the mutual holding company. The plan of conversion will also result in (i) the creation of a new stock holding company, referred to in this document as Capitol Federal Financial, Inc., which will own all of the outstanding shares of Capitol Federal Savings Bank, (ii) the exchange of shares of common stock of CFF by stockholders other than Capitol Federal Savings Bank MHC, who are referred to as the “public stockholders,” for shares of Capitol Federal Financial, Inc., and (iii) the issuance and the sale of additional shares in an offering.

We cannot complete the conversion unless:

- The plan of conversion is approved by a vote of at least two-thirds of the outstanding shares of common stock of CFF as of November 8, 2010, including shares held by Capitol Federal Savings Bank MHC. (Because Capitol Federal Savings Bank MHC owns 71% of the outstanding shares of CFF common stock, we expect that Capitol Federal Savings Bank MHC and our directors and executive officers effectively will control the outcome of this vote);
- The plan of conversion is approved by a vote of at least a majority of the outstanding shares of common stock of CFF as of November 8, 2010, excluding those shares held by Capitol Federal Savings Bank MHC;
- We sell at least the minimum number of shares of common stock offered; and
- We receive the final approval of the Office of Thrift Supervision to complete the conversion; however, this approval does not constitute a recommendation or endorsement of the plan of conversion by that agency.

The plan of conversion has already been approved by members of Capitol Federal Savings Bank MHC at a meeting held on August 24, 2010.

Voting for or against the plan of conversion includes a vote for or against the conversion of Capitol Federal Savings Bank MHC to a stock holding company as contemplated by the plan of conversion. Voting in favor of the plan of conversion will not obligate you to purchase any shares of common stock in the offering and will not affect the balance, interest rate or federal deposit insurance of any deposits at Capitol Federal Savings Bank.

Who Can Vote at the Meeting

You are entitled to vote your CFF common stock if our records show that you held your shares as of the close of business on November 8, 2010. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by your broker or nominee. As the beneficial owner, you have the right to direct your broker or nominee how to vote.

As of the close of business on November 8, 2010, there were 73,992,678 shares of CFF common stock outstanding. Each share of common stock has one vote.

Attending the Meeting

If you are a stockholder as of the close of business on November 8, 2010, you may attend the meeting. However, if you hold your shares in street name, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or a letter from your bank or broker, are examples of proof of ownership. If you want to vote your shares of CFF common stock held in street name in person at the meeting, you will have to get a written proxy in your name from the broker, bank or other nominee who holds your shares.

Quorum; Vote Required

The special meeting will be held only if there is a quorum. A quorum exists if a majority of the outstanding shares of common stock entitled to vote, represented in person or by proxy, is present at the meeting. If you return valid proxy instructions or attend the meeting in person, your shares will be counted for purposes of determining whether there is a quorum, even if you abstain from voting. Broker non-votes also will be counted for purposes of determining the existence of a quorum. A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner.

Proposal 1: Approval of the Plan of Conversion and Reorganization. We must obtain the affirmative vote of the holders of (i) two-thirds of the total number of votes entitled to be cast by CFF stockholders at the special meeting, including shares held by Capitol Federal Savings Bank MHC, and (ii) a majority of the total number of votes entitled to be cast by CFF stockholders at the special meeting other than Capitol Federal Savings Bank MHC. Abstentions, broker non-votes and the failure to vote on this proposal will have the same effect as a vote against the proposal.

Proposal 2: Approval of the Contribution to the Charitable Foundation. The $40 million cash contribution to the Capitol Federal Foundation must be approved by at least a majority of the total number of votes entitled to be cast at the special meeting by CFF stockholders, and by at least a majority of the total number of votes entitled to be cast at the special meeting by CFF stockholders other than Capitol Federal Savings Bank MHC.

Proposal 3: Approval of the Adjournment of the Special Meeting. We must obtain the affirmative vote of a majority of the votes cast by CFF stockholders entitled to vote at the special meeting to adjourn the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion and/or the proposal to fund the Capitol Federal Foundation. Abstentions from voting on this proposal will have the same effect as a vote against the proposal. Broker non-votes have no effect on this proposal.

Informational Proposals 4a through 4d. The provisions of Capitol Federal Financial, Inc.'s articles of incorporation and bylaws which are summarized as informational proposals were approved as part of the process in which the Board of Directors of CFF approved the plan of conversion. These proposals are informational in nature only, because the Office of Thrift Supervision's regulations governing mutual-to-stock conversions do not provide for separate votes on these matters apart from the vote on the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals.

Shares Held by Our Directors and Executive Officers and Capitol Federal Savings Bank MHC

As of October 11, 2010, the directors, chairman emeritus and executive officers of CFF beneficially owned 2,094,616 shares, or 2.8% of the outstanding shares of CFF common stock, and Capitol Federal Savings Bank MHC owned 52,192,817 shares, or 71% of the outstanding shares of CFF common stock. Capitol Federal Savings Bank MHC intends to vote all of its shares in favor of proposals set forth in this proxy statement/prospectus.

Voting by Proxy; Revocability of Proxies

Our Board of Directors is sending you this proxy statement/prospectus to request that you allow your shares of CFF common stock to be represented at the special meeting by the persons named in the enclosed proxy card. All shares of CFF common stock represented at the meeting by properly executed and dated proxies will be voted according to the instructions indicated on the proxy card. If you sign, date and return a proxy card without giving voting instructions, your shares will be voted as recommended by our Board of Directors. Our Board of Directors recommends that you vote "FOR" approval of the plan of conversion, "FOR" approval of the contribution to the charitable foundation, "FOR" approval of the adjournment of the special meeting if necessary and "FOR" each of the Informational Proposals 4a through 4d.

If any matters not described in this proxy statement/prospectus are properly presented at the special meeting, the Board of Directors will use their judgment to determine how to vote your shares. We do not know of any other matters to be presented at the special meeting.

You may revoke your proxy at any time before the vote is taken at the special meeting. If you are a registered stockholder, you may revoke your proxy and change your vote at any time before the polls close at the meeting by:

signing another proxy with a later date;

voting by telephone or on the Internet -- your latest telephone or Internet vote will be counted;

giving written notice of the revocation of your proxy to the Secretary of CFF prior to the special meeting; or

voting in person at the special meeting. Attendance at the special meeting will not in itself constitute revocation of your proxy.

If you have instructed a broker, bank or other nominee to vote your shares, you must follow directions received from your nominee to change those instructions.

Solicitation of Proxies

This proxy statement/prospectus and the accompanying proxy card are being furnished to you in connection with the solicitation of proxies for the special meeting by the Board of Directors. CFF will pay the costs of soliciting proxies from its stockholders. To the extent necessary to permit approval of the plan of conversion and the other proposals being considered, Regan & Associates, Inc., our proxy solicitor, directors, officers or employees of CFF and Capitol Federal Savings Bank may solicit proxies by mail, telephone and other forms of communication. We will reimburse such persons for their reasonable out-of-pocket expenses incurred in connection with such solicitation. For its services as information agent and stockholder proxy solicitor, we will pay Regan & Associates, Inc. $95,000 including out-of-pocket expenses and charges for telephone calls in connection with the solicitation.

We will also reimburse banks, brokers, nominees and other fiduciaries for the expenses they incur in forwarding the proxy materials to you.

Participants in the Employee Stock Ownership Plan

If you participate in our Employee Stock Ownership Plan (the "ESOP") you will receive a voting instruction form that reflects all shares you may direct the trustees to vote on your behalf under the plan. Under the terms of the ESOP, each participant instructs the trustee of the plan how to vote the shares of CFF common stock allocated to his or her account. If a participant properly executes the voting instruction card distributed by the trustee, the trustee will vote the participant's shares in accordance with the instructions. Where properly executed voting instruction cards are returned to the trustee with no specific instruction as to how to vote at the special meeting, the trustee will vote the shares "FOR" each of the proposal's set forth in this proxy statement/prospectus. If a participant fails to give timely voting instructions to the trustee with respect to the voting of the common stock that is allocated to his or her ESOP account, the trustee will vote such shares in the same proportion as shares of CFF common stock for which the ESOP trustee has received timely voting instructions from ESOP participants. The ESOP trustee, subject to the exercise of its fiduciary duties, will vote all unallocated shares of CFF common stock held by the ESOP in the same proportion as the allocated shares for which it has received timely voting instructions.

PROPOSAL 1 — APPROVAL OF THE PLAN OF CONVERSION AND REORGANIZATION

The Boards of Directors of CFF and Capitol Federal Savings Bank MHC and the members of Capitol Federal Savings Bank MHC have approved the plan of conversion. The plan of conversion was also approved by the stockholders of CFF. However, we were unable to complete the stock offering within the original offering range and have obtained an updated appraisal of our pro forma valuation, which resulted in a change to the exchange ratio of CFF shares for shares of Capitol Federal Financial, Inc. As a result, we are again seeking the approval of our stockholders on the plan of conversion. A special meeting of stockholders has been called for this purpose. The Office of Thrift Supervision has conditionally approved the plan of conversion; however, such approval does not constitute a recommendation or endorsement of the plan of conversion by that agency.

General

Pursuant to the plan of conversion, our organization will convert from the mutual holding company form of organization to the fully stock form. Capitol Federal Savings Bank MHC, the mutual holding company parent of CFF, will be merged into CFF, and Capitol Federal Savings Bank MHC will no longer exist. CFF, which owns 100% of Capitol Federal Savings Bank, will be merged into a new Maryland corporation named Capitol Federal Financial, Inc. As part of the conversion, the ownership interest of Capitol Federal Savings Bank MHC in CFF will be offered for sale in the offering by Capitol Federal Financial, Inc. When the conversion is completed, all of the outstanding common stock of Capitol Federal Savings Bank will be owned by Capitol Federal Financial, Inc., and all of the outstanding common stock of Capitol Federal Financial, Inc. will be owned by public stockholders. A diagram of our corporate structure before and after the conversion is set forth in the “Summary” section of this proxy statement/prospectus. Under the plan of conversion, at the completion of the conversion each share of CFF common stock owned by persons other than Capitol Federal Savings Bank MHC will be canceled and converted automatically into shares of Capitol Federal Financial, Inc. common stock determined pursuant to an exchange ratio as described below.

Capitol Federal Financial, Inc. intends to contribute between $565.7 million and $766.4 million of net proceeds to Capitol Federal Savings Bank and to retain between $424.8 million and $608.9 million of the net proceeds (excluding the portion of the net proceeds loaned to our employee stock ownership plan, the cash contributed to the charitable foundation and the repayment of our subordinated debentures). The conversion will be consummated only upon the issuance of at least the minimum number of shares of our common stock offered pursuant to the plan of conversion.

Share Exchange Ratio for Current Stockholders

Office of Thrift Supervision regulations provide that in a conversion of a mutual holding company to fully stock form, the public stockholders will be entitled to exchange their shares for common stock of the new holding company, provided that the mutual holding company demonstrates to the satisfaction of the Office of Thrift Supervision that the basis for the exchange is fair and reasonable. Each publicly held share of CFF common stock will be automatically converted into the right to receive a number of shares of Capitol Federal Financial, Inc. common stock. The number of shares of common stock will be determined pursuant to the exchange ratio, which ensures that the public stockholders will own the same percentage of common stock in Capitol Federal Financial, Inc. after the conversion as they held in CFF immediately prior to the conversion, exclusive of their purchase of additional shares of common stock in the offering and their receipt of cash in lieu of fractional exchange shares. The exchange ratio is not dependent on the market value of our currently outstanding CFF common stock. The exchange ratio is based on the percentage of CFF common stock held by the public, the independent valuation of CFF prepared by RP Financial, LC. and the number of shares of common stock issued in the offering. Based on the current independent valuation prepared by RP Financial, LC., the exchange ratio is expected to range from 2.2637 exchange shares for each publicly held share of CFF at the minimum of the offering range to 3.0627 exchange shares for each publicly held share of CFF at the maximum of the offering range.

If you are a stockholder of CFF, at the conclusion of the conversion, your shares will be exchanged for shares of Capitol Federal Financial, Inc. The number of shares you receive will be based on the number of shares of common stock you own and the final exchange ratio determined as of the conclusion of the conversion.

The following table shows how the exchange ratio will adjust, based on the number of shares of common stock issued in the offering and the shares of CFF common stock issued and outstanding as of June 30, 2010. The table also shows the number of whole shares of Capitol Federal Financial, Inc. common stock a hypothetical owner of CFF common stock would receive in exchange for 100 shares of CFF common stock owned at the completion of the conversion, depending on the number of shares of common stock sold in the offering.

	New Shares to be Sold in This Offering		New Shares to be Exchanged for Existing Shares of CFF		Total Shares of Common Stock to be Outstanding After the Offering	Exchange Ratio	New Shares That Would be Received for 100 Existing Shares
	Amount	Percent	Amount	Percent			
Minimum	118,150,000	70.5 %	49,344,965	29.5 %	167,494,965	2.2637	226
Midpoint	139,000,000	70.5 %	58,052,900	29.5 %	197,052,900	2.6632	266
Maximum	159,850,000	70.5 %	66,760,835	29.5 %	226,610,835	3.0627	306

Options to purchase shares of CFF common stock which are outstanding immediately prior to the consummation of the conversion will be converted into options to purchase shares of Capitol Federal Financial, Inc. common stock, with the number of shares subject to the option and the exercise price per share to be adjusted based upon the exchange ratio. The aggregate exercise price, term and vesting period of the options will remain unchanged.

Exchange of Existing Stockholders' Stock Certificates

The conversion of existing outstanding shares of CFF common stock into the right to receive shares of Capitol Federal Financial, Inc. common stock will occur automatically on the effective date of the conversion. As soon as practicable after the effective date of the conversion, our exchange agent will send a transmittal form to each public stockholder of CFF who holds stock certificates. The transmittal forms will contain instructions on how to exchange stock certificates of CFF common stock for common stock of Capitol Federal Financial, Inc. All shares of Capitol Federal Financial, Inc. common stock being sold will be in book entry form and paper stock certificates will not be issued. A statement evidencing your ownership of Capitol Federal Financial, Inc. common stock will be distributed within five business days after the exchange agent receives properly executed transmittal forms, CFF stock certificates and other required documents. You should not forward your stock certificates until you have received transmittal forms, which will include forwarding instructions. Shares held by public stockholders through a brokerage or other account in "street name" will be exchanged automatically upon the conclusion of the conversion; no transmittal forms will be mailed relating to these shares.

No fractional shares of Capitol Federal Financial, Inc. common stock will be issued to any public stockholder of CFF when the conversion is completed. For each fractional share that would otherwise be issued to a stockholder who holds a stock certificate, we will pay by check an amount equal to the product obtained by multiplying the fractional share interest to which the holder would otherwise be entitled by the $10.00 offering purchase price per share. Payment for fractional shares will be made as soon as practicable after the receipt by the exchange agent of a properly executed transmittal form, stock certificates and other required documents. If your shares of common stock are held in street name (such as in a brokerage account) you will automatically receive cash in lieu of fractional exchange shares in your account.

After the conversion, CFF stockholders who hold stock certificates will not receive shares of Capitol Federal Financial, Inc. common stock and will not be paid dividends on the shares of Capitol Federal Financial, Inc. common stock until existing certificates representing shares of CFF common stock are surrendered for exchange in compliance with the terms of the transmittal form. When stockholders surrender their certificates, any unpaid dividends will be paid without interest. For all other purposes, however, each certificate that represents shares of CFF common stock outstanding at the effective date of the conversion will be considered to evidence ownership of shares of Capitol Federal Financial, Inc. common stock into which those shares have been converted by virtue of the conversion.

If a certificate for CFF common stock has been lost, stolen or destroyed, our exchange agent will require appropriate evidence as to the loss, theft or destruction of the certificate, appropriate evidence as to the ownership of the certificate by the claimant, and appropriate and customary indemnification, which is normally effected by the purchase of a bond from a surety company at the stockholder's expense.

All shares of Capitol Federal Financial, Inc. common stock that we issue in exchange for existing shares of CFF common stock will be considered to have been issued in full satisfaction of all rights pertaining to such shares of common stock, subject, however, to our obligation to pay any dividends or make any other distributions with a record date prior to the effective date of the conversion that may have been declared by us on or prior to the effective date, and which remain unpaid at the effective date.

Effects of Conversion on Depositors, Borrowers and Members

Continuity. While the conversion is being accomplished, the normal business of Capitol Federal Savings Bank of accepting deposits and making loans will continue without interruption. Capitol Federal Savings Bank will continue to be a federally chartered savings bank and will continue to be regulated by the Office of Thrift Supervision. After the conversion, Capitol Federal Savings Bank will continue to offer existing services to depositors, borrowers and other customers. The directors and executive officers serving CFF at the time of the conversion will be the directors and executive officers of Capitol Federal Financial, Inc. after the conversion.

Effect on Deposit Accounts. Pursuant to the plan of conversion, each depositor of Capitol Federal Savings Bank at the time of the conversion will automatically continue as a depositor after the conversion, and the deposit balance, interest rate and other terms of such deposit accounts will not change as a result of the conversion. Each such account will be insured by the Federal Deposit Insurance Corporation to the same extent as before the conversion. Depositors will continue to hold their existing certificates and other evidences of their accounts.

Effect on Loans. No loan outstanding from Capitol Federal Savings Bank will be affected by the conversion, and the amount, interest rate, maturity and security for each loan will remain as it was contractually fixed prior to the conversion.

Effect on Voting Rights of Members. At present, all depositors and certain borrowers of Capitol Federal Savings Bank are members of, and have voting rights in, Capitol Federal Savings Bank MHC as to all matters requiring membership action. Upon completion of the conversion, depositors and those certain borrower members will cease to be members of Capitol Federal Savings Bank MHC and will no longer have voting rights, unless they purchase shares of Capitol Federal Financial, Inc.'s common stock. Upon completion of the conversion, all voting rights in Capitol Federal Savings Bank will be vested in Capitol Federal Financial, Inc. as the sole stockholder of Capitol Federal Savings Bank. The stockholders of Capitol Federal Financial, Inc. will possess exclusive voting rights with respect to Capitol Federal Financial, Inc. common stock.

Tax Effects. We have received an opinion of counsel or a tax advisor with regard to the federal and state income tax consequences of the conversion to the effect that the conversion will not be a taxable transaction for federal or state income tax purposes to Capitol Federal Savings Bank MHC, CFF, public stockholders of CFF (except for cash paid for fractional exchange shares), members of Capitol Federal Savings Bank MHC, Eligible Account Holders, Supplemental Eligible Account Holders, or Capitol Federal Savings Bank. See "- Material Income Tax Consequences."

Effect on Liquidation Rights. Each depositor in Capitol Federal Savings Bank has both a deposit account in Capitol Federal Savings Bank and a pro rata ownership interest in the net worth of Capitol Federal Savings Bank MHC based upon the deposit balance in his or her account. This ownership interest is tied to the depositor's account and has no tangible market value separate from the deposit account. This interest may only be realized in the event of a complete liquidation of Capitol Federal Savings Bank MHC and Capitol Federal Savings Bank. Any depositor who opens a deposit account obtains a pro rata ownership interest in Capitol Federal Savings Bank MHC without any additional payment beyond the amount of the deposit. A depositor who reduces or closes his or her account receives a portion or all of the balance in the deposit account but nothing for his or her ownership interest in the net worth of Capitol Federal Savings Bank MHC, which is lost to the extent that the balance in the account is reduced or closed.

Consequently, depositors in a stock subsidiary of a mutual holding company normally have no way of realizing the value of their ownership interest, which has realizable value only in the unlikely event that Capitol Federal Savings Bank MHC and Capitol Federal Savings Bank are liquidated. If this occurs, the depositors of record at that time, as owners, would share pro rata in any residual surplus and reserves of Capitol Federal Savings Bank MHC after other claims, including claims of depositors to the amounts of their deposits are paid.

Under the plan of conversion, however, depositors will receive rights in a liquidation account maintained by Capitol Federal Financial, Inc. representing the amount of Capitol Federal Savings Bank MHC's ownership interest in CFF's total stockholders' equity as of the date of the latest statement of financial condition used in the prospectus. Capitol Federal Financial, Inc. shall continue to hold the liquidation account for the benefit of Eligible Account Holders and Supplemental Eligible Account Holders who continue to maintain deposits in Capitol Federal Savings Bank. The liquidation account is designed to provide payments to depositors of their liquidation interests in the event of a liquidation of Capitol Federal Financial, Inc. and Capitol Federal Savings Bank. Specifically, in the unlikely event that Capitol Federal Financial, Inc. and Capitol Federal Savings Bank were to liquidate after the conversion, all claims of creditors, including those of depositors, would be paid first, followed by distribution to depositors as of March 31, 2009 and June 30, 2010 of the liquidation account maintained by Capitol Federal Financial, Inc. Also, in a complete liquidation of both entities, or of just Capitol Federal Savings Bank, when Capitol Federal Financial, Inc. has insufficient assets to fund the liquidation account distribution due to Eligible Account Holders and Supplemental Eligible Account Holders and Capitol Federal Savings Bank has positive net worth, Capitol Federal Savings Bank shall immediately pay amounts necessary to fund Capitol Federal Financial, Inc.'s remaining obligations under the liquidation account. The plan of conversion also provides that if Capitol Federal Financial, Inc. is completely liquidated or sold apart from a sale or liquidation of Capitol Federal Savings Bank, then the rights of Eligible Account Holders and Supplemental Eligible Account Holders in the liquidation account maintained by Capitol Federal Financial, Inc. shall be surrendered and treated as a liquidation account in Capitol Federal Savings Bank (the bank liquidation account) and depositors shall have an equivalent interest in the bank liquidation account and the same rights and terms as the liquidation account.

Pursuant to the plan of conversion, after two years from the date of conversion and upon the written request of the Office of Thrift Supervision, Capitol Federal Financial, Inc. will eliminate or transfer the liquidation account and the interests in such account to Capitol Federal Savings Bank and the liquidation account shall thereupon become the liquidation account of Capitol Federal Savings Bank and not subject in any manner to the claims of Capitol Federal Financial, Inc.'s creditors. Also, under the rules and regulations of the Office of Thrift Supervision, no post-conversion merger, consolidation or similar combination or transaction with another depository institution in which Capitol Federal Financial, Inc. or Capitol Federal Savings Bank is not the surviving institution would be considered a liquidation and, in such a transaction, the liquidation account would be assumed by the surviving institution. See "- Liquidation Rights."

Stock Pricing and Number of Shares to be Issued

The plan of conversion and federal regulations require that the aggregate purchase price of the common stock sold in the offering be based on the appraised pro forma market value of the common stock, as determined by an independent valuation. Capitol Federal Savings Bank and Capitol Federal Savings Bank MHC have retained RP Financial, LC. to prepare an independent valuation appraisal. For its services in preparing the initial valuation, RP Financial, LC. received a fee of $350 thousand and $10 thousand for expenses and will receive an additional $25 thousand for each valuation update, as necessary. Capitol Federal Savings Bank and Capitol Federal Savings Bank MHC have agreed to indemnify RP Financial, LC. and its employees and affiliates against specified losses, including any losses in connection with claims under the federal securities laws, arising out of its services as independent appraiser, except where such liability results from its negligence or bad faith.

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The independent valuation for the original offering, dated as of May 28, 2010, stated that the estimated pro forma market value of Capitol Federal Financial, Inc. was $2.41 billion. This was a reduction from the value determined as of April 16, 2010, due to a decline in the market value of the appraisal peer group. The valuation was updated in accordance with Office of Thrift Supervision regulations. Based on the regulations, the market value is the midpoint of a range with a minimum 15% below the midpoint and a maximum 15% above the midpoint.

The initial offering was undersubscribed and interest in the syndicated community offering was insufficient to sell the minimum number of shares. As required by applicable regulations, upon conclusion of the initial subscription, community and syndicated offerings, RP Financial, LC. submitted to Capitol Federal Savings Bank and the Office of Thrift Supervision an updated appraisal of the pro forma market value of the common stock of Capitol Federal Financial, Inc. RP Financial, LC. estimated in its updated appraisal, dated as of August 30, 2010, that our pro forma market value was between $1.67 billion and $2.27 billion, with a midpoint of $1.97 billion. The updated appraisal results in an offering range of the common stock to be sold of $1.18 billion at the minimum and $1.60 billion at the maximum, with a midpoint of $1.39 billion. This is an 18.2% decrease from the midpoint valuation established by the appraisal report dated May 28, 2010. RP Financial, LC.'s August 30, 2010 appraisal update noted that, in decreasing the appraisal value, consideration was given to a continued decline in the market value of the appraisal per group, as well as an analysis of recently completed conversion offerings and the results of the initial offering. In the 70 days prior to August 30, 2010, six second-step conversion transactions were completed. Of those six offerings, five were trading below their respective public offering prices as of August 30, 2010. The weak after-market performance of these recently completed second-step conversion offerings and concerns of limited after-market support for Capitol Federal Financial, Inc. common stock based on a closing valuation consistent with the minimum of the initial offering range were factors that contributed to the shortfall in orders. Given the amount of orders received and the recent performance of second-step conversion offerings, RP Financial, LC. applied a more significant downward adjustment for marketing the issue in arriving at its updated appraisal valuation as of August 30, 2010.

As a result of the decrease in the estimated pro forma market value of the common stock as reflected in the updated appraisal, the Office of Thrift Supervision has approved a reduction in the offering range to a minimum of 118,150,000 shares and a maximum of 159,850,000 shares.

The appraisal peer group consists of the following companies, all of which are listed on the Nasdaq Stock Market. Total assets are as of June 30, 2010.

Company Name and Ticker Symbol(1)	Headquarters	Total Assets (in millions)
Washington Federal, Inc. (WFSL)	Seattle, WA	$ 13,709
Flushing Financial Corp. (FFIC)	Lake Success, NY	4,252
Dime Community Bancshares (DCOM)	Brooklyn, NY	4,148
TrustCo Bank Corp NY (TRST)	Glenville, NY	3,829
Bank Mutual Corp. (BKMU)	Milwaukee, WI	3,483
First Financial Holding Inc. (FFCH)	Charleston, SC	3,324
Provident NY Bancorp, Inc. (PBNY)	Montebello, NY	2,964
Brookline Bancorp, Inc. (BRKL)	Brookline, MA	2,660
Danvers Bancorp, Inc. (DNBK)	Danvers, MA	2,529

(1) NewAlliance Bancshares of Connecticut, which was one of the peer group companies indentified in the original appraisal, is the subject of an announced acquisition and therefore has been eliminated from the peer group.

The following table presents a summary of selected pricing ratios for the peer group companies and Capitol Federal Financial, Inc. (on a pro forma basis). The pricing ratios are based on earnings and other information as of and for the twelve months ended June 30, 2010, stock price information as of August 30, 2010, as reflected in RP Financial, LC.'s most recent appraisal report dated August 30, 2010, and the number of shares outstanding as described in "Pro Forma Data."

	Price to Earnings Multiple		Price to Core Earnings Multiple		Price to Book Value Ratio		Price to Tangible Book Value Ratio	
Capitol Federal Financial, Inc. (pro forma):								
Minimum	22.39	x	23.88	x	83.89	%	83.89	%
Midpoint	25.96	x	27.67	x	90.25	%	90.25	%
Maximum	29.44	x	31.35	x	95.51	%	95.51	%
Pricing ratios of peer group companies as of August 30, 2010:								
Average	16.23	x	16.68	x	97.65	%	112.92	%
Median	14.94	x	14.41	x	89.55	%	115.79	%

Compared to the average pricing ratios of the peer group, at the maximum of the offering range our common stock would be priced at a premium of 81.4% to the peer group on a price-to-earnings basis, a premium of 87.9% on a price-to-core earnings basis, a discount of 2.2% to the peer group on a price-to-book basis, and a discount of 15.4% to the peer group on a price-to-tangible book basis. This means that, at the maximum of the offering range, a share of our common stock would be more expensive than the peer group on an earnings and core earnings basis and less expensive than the peer group on a book value and tangible book value basis.

Compared to the average pricing ratios of the peer group, at the minimum of the offering range our common stock would be priced at a premium of 38.0% to the peer group on a price-to-earnings basis, a premium of 43.2% on a price-to-core earnings basis, a discount of 14.1% to the peer group on a price-to-book basis, and a discount of 25.7% to the peer group on a price-to-tangible book basis. This means that, at the minimum of the offering range, a share of our common stock would be more expensive than the peer group on an earnings and core earnings basis and less expensive than the peer group on a book value and tangible book value basis.

The updated independent valuation was prepared by RP Financial, LC. in reliance upon the information contained in this proxy statement/prospectus, including the consolidated financial statements of CFF. RP Financial, LC. also considered the following factors, among others:

- the results of the initial subscription, community and syndicated offerings;
- the present results and financial condition of CFF and the projected results and financial condition of Capitol Federal Financial, Inc.;
- the economic and demographic conditions in CFF's existing market area;
- certain historical, financial and other information relating to CFF;
- the impact of the offering on Capitol Federal Financial, Inc.'s stockholders' equity and earnings potential;
- the proposed dividend policy of Capitol Federal Financial, Inc.;
- the repayment of the debentures;
- the trading market for securities of comparable institutions and other recent conversions and general conditions in the market for such securities; and

the contribution of cash to the charitable foundation.

Included in RP Financial, LC.'s independent valuation were certain assumptions as to the pro forma earnings of Capitol Federal Financial, Inc. after the conversion that were utilized in determining the appraised value. These assumptions included estimated expenses, an assumed after-tax rate of return on the net offering proceeds and purchases in the open market of the common stock issued in the offering by the stock-based incentive plan at the $10.00 per share purchase price. See "Pro Forma Data" for additional information concerning these assumptions. The use of different assumptions may yield different results.

The Board of Directors of Capitol Federal Financial, Inc. decided to offer the shares of common stock for a price of $10.00 per share. The aggregate offering price of the shares of common stock will be equal to the valuation range multiplied by the percentage of CFF common stock owned by Capitol Federal Savings Bank MHC. The number of shares offered will be equal to the aggregate offering price of the shares of common stock divided by the price per share. Based on the valuation range, the 71% of CFF common stock owned by Capitol Federal Savings Bank MHC and the $10.00 price per share, the minimum of the offering range is 118,150,000 shares, the midpoint of the offering range is 139,000,000 shares and the maximum of the offering range is 159,850,000 shares of common stock.

The Board of Directors of CFF reviewed the updated independent valuation and, in particular, considered the following:

- the results of the initial subscription, community and syndicated offerings;
- CFF's financial condition and results of operations;
- a comparison of financial performance ratios of CFF to those of other financial institutions of similar size;
- market conditions generally and in particular for financial institutions and recently converted financial institutions; and
- the historical trading price of the publicly held shares of CFF common stock.

All of these factors are set forth in the independent valuation. The Board of Directors also reviewed the methodology and the assumptions used by RP Financial, LC. in preparing the independent valuation and the Board believes that these assumptions were reasonable. The offering range may be amended with the approval of the Office of Thrift Supervision, if required, as a result of subsequent developments in the financial condition of CFF or Capitol Federal Savings Bank or market conditions generally. In the event the independent valuation is updated to amend the pro forma market value of Capitol Federal Financial, Inc. to less than $1.67 billion or more than $2.27 billion, the appraisal will be filed with the Securities and Exchange Commission by a post-effective amendment to Capitol Federal Financial, Inc.'s registration statement.

The independent valuation is not intended, and must not be construed, as a recommendation of any kind as to the advisability of purchasing our shares of common stock. RP Financial, LC. did not independently verify our consolidated financial statements and other information that we provided to them, nor did RP Financial, LC. independently value our assets or liabilities. The independent valuation considers Capitol Federal Savings Bank as a going concern and should not be considered as an indication of the liquidation value of Capitol Federal Savings Bank. Moreover, because the independent valuation is necessarily based upon estimates and projections of a number of matters, all of which may change from time to time, no assurance can be given that persons purchasing our common stock in the offering will thereafter be able to sell their shares of common stock at prices at or above the $10.00 price per share.

If the reconfirmation of the independent valuation at the conclusion of the offering results in an increase in the maximum of the valuation range to more than $2.27 billion and a corresponding increase in the offering range to more than 159,850,000 shares, or a decrease in the minimum of the valuation range to less than $1.67 billion and a corresponding decrease in the offering range to fewer than 118,150,000 shares, then, after consulting with the Office of Thrift Supervision, we may terminate the offering, cancel deposit account withdrawal authorizations and promptly return by check all funds received, with interest at Capitol Federal Savings Bank's statement savings rate. Alternatively, we may establish a new offering range, return all funds with interest, and all subscribers will be provided with updated information and given the opportunity to place a new order.

An increase in the number of shares of common stock to be issued in the offering would decrease both a purchaser's ownership interest and Capitol Federal Financial, Inc.'s pro forma earnings and stockholders' equity on a per share basis while increasing pro forma earnings and stockholders' equity on an aggregate basis. A decrease in the number of shares to be issued in the offering would increase both a purchaser's ownership interest and Capitol Federal Financial, Inc.'s pro forma earnings and stockholders' equity on a per share basis, while decreasing pro forma earnings and stockholders' equity on an aggregate basis. For a presentation of the effects of these changes, see "Pro Forma Data."

Copies of the independent valuation appraisal report prepared by RP Financial, LC. and the detailed memorandum setting forth the method and assumptions used in the appraisal report are available for inspection at the main office of Capitol Federal Savings Bank and as specified under "Where You Can Find Additional Information."

Subscription Offering and Subscription Rights

In accordance with the plan of conversion, rights to subscribe for shares of common stock in the subscription offering were granted in the following descending order of priority. The filling of all subscriptions that we receive will depend on the availability of common stock after satisfaction of all subscriptions of all previous subscribers having prior rights in the subscription offering and subject to the minimum, maximum and overall purchase and ownership limitations set forth in the plan of conversion and as described below under "—Additional Limitations on Common Stock Purchases."

Priority 1: Eligible Account Holders. Each Capitol Federal Savings Bank depositor with an aggregate deposit account balance of $50.00 or more (a Qualifying Deposit) at the close of business on March 31, 2009 (an Eligible Account Holder) received, without payment therefor, nontransferable subscription rights to purchase up to the greater of: (i) 5% of the shares sold in the offering; (ii) one-tenth of one percent of the total number of shares of common stock issued in the offering; or (iii) 15 times the product, rounded down to the nearest whole number, obtained by multiplying the total number of shares of common stock offered by a fraction, the numerator of which is the amount of the Qualifying Deposit of the Eligible Account Holder and the denominator of which is the total amount of Qualifying Deposits of all Eligible Account Holders, subject to the overall purchase and ownership limitations. See "- Additional Limitations on Common Stock Purchases." If there are not sufficient shares available to satisfy all subscriptions, shares will first be allocated so as to permit each Eligible Account Holder to purchase a number of shares sufficient to make his or her total allocation equal to the lesser of 100 shares or the number of shares for which he or she subscribed. Thereafter, unallocated shares will be allocated to each Eligible Account Holder whose subscription remains unfilled in the proportion that the amount of his or her Qualifying Deposit bears to the total amount of Qualifying Deposits of all subscribing Eligible Account Holders whose subscriptions remain unfilled. If an amount so allocated exceeds the amount subscribed for by any one or more Eligible Account Holders, the excess will be reallocated among those Eligible Account Holders whose subscriptions are not fully satisfied until all available shares have been allocated.

In the event of an oversubscription, the subscription rights of Eligible Account Holders who are also directors or executive officers of CFF or their associates will be subordinated to the subscription rights of other Eligible Account Holders to the extent attributable to increased deposits in the twelve months preceding March 31, 2009.

Priority 2: Tax-Qualified Plans. Our tax-qualified employee stock benefit plan, consisting of our employee stock ownership plan, received, without payment therefor, nontransferable subscription rights to purchase up to 10% of the shares of common stock sold in the offering, although our employee stock ownership plan intends to purchase 4.0% of the shares of common stock sold in the offering. If market conditions warrant, in the judgment of its trustees, the employee stock ownership plan may elect to purchase shares in the open market following the completion of the conversion.

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Priority 3: Supplemental Eligible Account Holders. To the extent that there are sufficient shares of common stock remaining after satisfaction of subscriptions by Eligible Account Holders and our tax-qualified employee stock benefit plans, each Capitol Federal Savings Bank depositor, other than directors and executive officers of CFF, with a Qualifying Deposit at the close of business on June 30, 2010 who is not an Eligible Account Holder (Supplemental Eligible Account Holder) received, without payment therefor, nontransferable subscription rights to purchase up to the greater of: (i) 5% of the shares sold in the offering; (ii) one-tenth of one percent of the total number of shares of common stock issued in the offering; or (iii) 15 times the product, rounded down to the nearest whole number, obtained by multiplying the total number of shares of common stock to be offered by a fraction, the numerator of which is the amount of the Qualifying Deposit of the Supplemental Eligible Account Holder and the denominator of which is the total amount of Qualifying Deposits of all Supplemental Eligible Account Holders subject to the overall purchase and ownership limitations. See "— Additional Limitations on Common Stock Purchases." If there are not sufficient shares available to satisfy all subscriptions by previous subscribers who were Supplemental Eligible Account Holders, shares will be allocated so as to permit each Supplemental Eligible Account Holder to purchase a number of shares sufficient to make his or her total allocation equal to the lesser of 100 shares of common stock or the number of shares for which he or she subscribed. Thereafter, unallocated shares will be allocated to each Supplemental Eligible Account Holder whose subscription remains unfilled in the proportion that the amount of his or her Qualifying Deposit bears to the total amount of Qualifying Deposits of all Supplemental Eligible Account Holders whose subscriptions remain unfilled.

Priority 4: Other Members. To the extent that there are shares of common stock remaining after satisfaction of subscriptions by previous subscribers who were Eligible Account Holders, our tax-qualified employee stock benefit plans, and Supplemental Eligible Account Holders, each previous subscriber who was a depositor of Capitol Federal Savings Bank as of the close of business on the original voting record date of July 2, 2010, and each previous subscriber who was a borrower of Capitol Federal Savings Bank with an outstanding balance as of January 6, 1993 whose loan remained outstanding on the original voting record date, who is not an Eligible Account Holder or Supplemental Eligible Account Holder (Other Members) received, without payment therefor, nontransferable subscription rights to purchase up to 5% of the shares sold in the offering or one-tenth of one percent of the total number of shares of common stock issued in the offering, subject to the overall purchase and ownership limitations. See "— Additional Limitations on Common Stock Purchases." If there are not sufficient shares available to satisfy all subscriptions, available shares will be allocated so as to permit each Other Member to purchase a number of shares sufficient to make his or her total allocation equal to the lesser of 100 shares of common stock or the number of shares for which he or she subscribed. Any remaining shares will be allocated among Other Members in the proportion that the amount of the subscription of each Other Member whose subscription remains unsatisfied bears to the total amount of subscriptions of all Other Members whose subscriptions remain unsatisfied.

Expiration Date. The subscription offering expired at 4:00 p.m., Central Time, on August 12, 2010. In the resolicitation, all previous subscribers with subscription rights will retain their priority rights to purchase shares pursuant to this prospectus, to the extent they submit a Supplemental Order Form, accompanied by full payment or a withdrawal authorization, by the time and date indicated. Subscription rights which were not exercised prior to the expiration date of the subscription offering are void; however, those persons who previously had subscription rights may place orders for shares in the community offering.

Community Offering

To the extent that shares of common stock remain available for purchase after satisfaction of all subscriptions of previous subscribers who were Eligible Account Holders, our tax-qualified employee stock benefit plans, Supplemental Eligible Account Holders and Other Members, we are offering shares pursuant to the plan of conversion to members of the general public in a community offering. Persons who submitted an order in the initial community offering are being given the opportunity to place a new order in the community offering. Members of the general public may request offering materials by calling our Stock Information Center. Shares are offered with the following preferences:

(i) Natural persons residing in the counties and metropolitan statistical areas in which we have a home or branch office;

(ii) CFF's public stockholders as of July 2, 2010 who subscribed for shares in the initial offering; and

(iii) Other members of the general public.

Purchasers in the community offering may purchase up to $5% of the shares sold in the offering, subject to the overall purchase and ownership limitations. See "- Limitations on Common Stock Purchases." The minimum purchase is 25 shares. The opportunity to purchase shares of common stock in the community offering category is subject to our right, in our sole discretion, to accept or reject any such orders in whole or in part either at the time of receipt of an order or as soon as practicable following the expiration date of the offering.

If we do not have sufficient shares of common stock available to fill the accepted orders of persons residing in the counties and metropolitan statistical areas in which Capitol Federal Savings Bank has a home or branch office, we will allocate the available shares among those persons in a manner that permits each of them, to the extent possible, to purchase the lesser of 100 shares or the number of shares subscribed for by such person. Thereafter, unallocated shares will be allocated among such persons residing in the areas listed above whose orders remain unsatisfied on an equal number of shares basis per order. If an oversubscription occurs due to the orders of public stockholders of CFF as of July 2, 2010 who subscribed for shares in the initial offering, the allocation procedures described above will apply to the stock orders of such persons. In the event of an oversubscription among members of the general public, these same allocation procedures will also apply. In connection with the allocation process, unless the Office of Thrift Supervision permits otherwise, orders received for Capitol Federal Financial, Inc. common stock in the community offering will first be filled up to a maximum of two percent of the shares sold in the offering, and thereafter any remaining shares will be allocated on an equal number of shares basis per order until all shares have been allocated.

The term "residing" or "resident" as used in this proxy statement/prospectus means any person who occupies a dwelling within the counties and metropolitan statistical areas in which Capitol Federal Savings Bank has a home or branch office; and has a present intent to remain within such community for a period of time; and manifests the genuineness of that intent by establishing an ongoing physical presence within the community, together with an indication that this presence within the community is something other than merely transitory in nature. We may utilize deposit or loan records or other evidence provided to us to decide whether a person is a resident. In all cases, however, the determination shall be in our sole discretion.

Expiration Date. The community offering is currently expected to terminate at 4:00 p.m. Central Time, on December 7, 2010. Capitol Federal Financial, Inc. may decide to extend the community offering for any reason and is not required to give purchasers notice of any such extension unless such period extends beyond January 21, 2011, in which case we will resolicit purchasers in the offering.

Syndicated Offering

Our Board of Directors intends to offer for sale shares of common stock not subscribed for or purchased in the subscription and community offerings in a syndicated offering, subject to such terms, conditions and procedures as we may determine, in a manner that will achieve a wide distribution of our shares of common stock. In the syndicated offering, any person may purchase up to 5% of the shares sold in the offering, subject to the overall purchase and ownership limitations. We retain the right to accept or reject in whole or in part any orders in the syndicated offering. Unless the Office of Thrift Supervision permits otherwise, accepted orders for Capitol Federal Financial, Inc. common stock in the syndicated offering will first be filled up to a maximum of two percent (2%) of the shares sold in the offering, and thereafter any remaining shares will be allocated on an equal number of shares basis per order until all shares have been allocated. The syndicated offering will commence concurrently with the community offering.

Sandler O'Neill & Partners, L.P. will serve as sole book-running manager in the syndicated offering, Keefe, Bruyette & Woods, Inc., Morgan Keegan & Company, Inc., RBC Capital Markets Corporation, Sterne Agee & Leach, Inc. and Stifel, Nicolaus & Company, Incorporated will serve as co-managers, and each firm will assist us in selling our common stock on a best efforts basis. Neither Sandler O'Neill & Partners, L.P., any co-manager nor any registered broker-dealer will have any obligation to take or purchase any shares of the common stock in the syndicated offering. The syndicated offering will be conducted in accordance with certain Securities and Exchange Commission rules applicable to best efforts offerings. Under these rules, Sandler O'Neill & Partners, L.P., the co-managers or the other broker-dealers participating in the syndicated offering generally will accept payment for shares of common stock to be purchased in the syndicated offering through a sweep arrangement under which a customer's brokerage account at the applicable participating broker-dealer will be debited in the amount of the purchase price for the shares of common stock that such customer wishes to purchase in the syndicated offering on the settlement date. Participating broker-dealers will only sell to customers who have accounts at the participating broker-dealer and who authorize the broker-dealer to debit their accounts. Customers who authorize participating broker-dealers to debit their brokerage accounts are required to have the funds for the payment in their accounts on, but not before, the settlement date. Certain investors may pay Sandler O'Neill & Partners, L.P. or the co-managers for shares purchased in the syndicated offering on the settlement date through the services of the Depository Trust Company on a delivery versus payment basis. The closing of the syndicated offering is subject to conditions set forth in an agency agreement among CFF, Capitol Federal Savings Bank MHC and Capitol Federal Savings Bank on one hand and Sandler O'Neill & Partners, L.P., as representative of the several agents, on the other hand. If and when all the conditions for the closing are met, funds for common stock sold in the syndicated offering, less fees and commissions payable, will be delivered promptly to us. Normal customer ticketing will be used for order placement.

If for any reason we cannot effect a syndicated offering of shares of common stock not purchased in the community offering, or in the event that there are a significant number of shares remaining unsold after such offerings, we will try to make other arrangements for the sale of unsubscribed shares, if possible. The Office of Thrift Supervision and the Financial Industry Regulatory Authority must approve any such arrangements.

Additional Limitations on Common Stock Purchases

The plan of conversion includes the following limitations on the number of shares of common stock that may be purchased in the offering:

(i) No person may purchase fewer than 25 shares of common stock;

(ii) The maximum number of shares of common stock that may be purchased by a person or persons exercising subscription rights through a single qualifying deposit account held jointly is 5% of the shares sold in the offering;

(iii) Our tax-qualified employee stock benefit plan, consisting of our employee stock ownership plan, may purchase in the aggregate up to 10% of the shares of common stock sold in the offering;

(iv) Except for the tax-qualified employee stock benefit plans described above, no person or entity, together with associates or persons acting in concert with such person or entity, may purchase more than 5% of the shares sold in the offering in all categories of the offering combined;

(v) Current stockholders of CFF are subject to an ownership limitation. As previously described, current stockholders of CFF will receive shares of Capitol Federal Financial, Inc. common stock in exchange for their existing shares of CFF common stock at the conclusion of the offering. The number of shares of common stock that a stockholder may purchase in the offering, together with associates or persons acting in concert with such stockholder, when combined with the shares that the stockholder and his or her associates will receive in exchange for existing CFF common stock, may not exceed 5% of the shares of common stock of Capitol Federal Financial, Inc. to be issued and outstanding at the completion of the conversion; and

(vi) The maximum number of shares of common stock that may be purchased in all categories of the offering by executive officers and directors of Capitol Federal Savings Bank and their associates, in the aggregate, when combined with shares of common stock issued in exchange for existing shares, may not exceed 25% of the shares of Capitol Federal Financial, Inc. common stock outstanding upon completion of the conversion.

Depending upon market or financial conditions, our Board of Directors, with the approval of the Office of Thrift Supervision and without further approval of members of Capitol Federal Savings Bank MHC or stockholders of CFF, may decrease or increase the purchase and ownership limitations. If a purchase limitation is increased, subscribers who ordered the maximum amount and CFF stockholders who ordered the maximum amount of shares available to them in accordance with item (v) above will be given, and, in our sole discretion, some other large subscribers who through their subscriptions evidence a desire to purchase the maximum allowable number of shares may be given, the opportunity to increase their subscriptions up to the then applicable limit. The effect of this type of resolicitation will be an increase in the number of shares of common stock owned by subscribers who choose to increase their subscriptions. The maximum purchase limitation may be increased to 9.99%, provided that orders for Capitol Federal Financial, Inc. common stock exceeding 5% of the shares sold in the offering shall not exceed in the aggregate 10% of the total shares sold in the offering.

The term associate of a person means:

(i) any corporation or organization, other than Capitol Federal Savings Bank MHC, CFF, Capitol Federal Savings Bank or a majority-owned subsidiary of CFF or Capitol Federal Savings Bank, of which the person is a senior officer, partner or beneficial owner, directly or indirectly, of 10% or more of any equity security;

(ii) any trust or other estate in which the person has a substantial beneficial interest or serves as a trustee or in a similar fiduciary capacity; provided, however, that for the purposes of subscriptions in the offering and restrictions on the sale of stock after the conversion, the term associate does not include a person who has a substantial beneficial interest in an employee stock benefit plan of Capitol Federal Savings Bank, or who is a trustee or fiduciary of such plan, and for purposes of aggregating total shares that may be held by officers and directors of Capitol Federal Savings Bank MHC, CFF or Capitol Federal Savings Bank the term associate does not include any tax-qualified employee stock benefit plan of Capitol Federal Savings Bank; and

(iii) any blood or marriage relative of the person, who either has the same home as the person or who is a director or officer of Capitol Federal Savings Bank MHC, CFF or Capitol Federal Savings Bank.

The term acting in concert means:

(i) knowing participation in a joint activity or interdependent conscious parallel action towards a common goal whether or not pursuant to an express agreement; or

(ii) a combination or pooling of voting or other interests in the securities of an issuer for a common purpose pursuant to any contract, understanding, relationship, agreement or other arrangement, whether written or otherwise.

A person or company that acts in concert with another person or company shall also be deemed to be acting in concert with any person or company who is also acting in concert with that other party, except that any tax-qualified employee stock benefit plan will not be deemed to be acting in concert with its trustee or a person who serves in a similar capacity solely for the purpose of determining whether common stock held by the trustee and common stock held by the employee stock benefit plan will be aggregated.

We have the sole discretion to determine whether prospective purchasers are associates or acting in concert. Persons exercising subscription rights through a single qualifying deposit account held jointly, whether or not related, will be deemed to be acting in concert unless we determine otherwise.

Our directors are not treated as associates of each other solely because of their membership on the Board of Directors. Common stock purchased in the offering will be freely transferable except for shares purchased by executive officers and directors of Capitol Federal Financial, Inc. or Capitol Federal Savings Bank and except as described below. Any purchases made by any associate of Capitol Federal Financial, Inc. or Capitol Federal Savings Bank for the explicit purpose of meeting the minimum number of shares of common stock required to be sold in order to complete the offering shall be made for investment purposes only and not with a view toward redistribution. In addition, under Financial Industry Regulatory Authority guidelines, members of the Financial Industry Regulatory Authority and their associates are subject to certain reporting requirements upon purchase of these securities. For a further discussion of limitations on purchases of our shares of common stock at the time of conversion and thereafter, see "— Certain Restrictions on Purchase or Transfer of Our Shares after Conversion" and "Restrictions on Acquisition of Capitol Federal Financial, Inc."

Marketing Arrangements

To assist in the marketing of our common stock, we have retained Sandler O'Neill & Partners, L.P., which is a broker-dealer registered with the Financial Industry Regulatory Authority. In its role as financial advisor, Sandler O'Neill & Partners, L.P. will assist us in the offering as follows:

consulting with us as to the financial and securities market implications of the plan of conversion;

consulting with us as to the financial and securities market implications of proposed or actual changes in laws or regulations affecting us;

reviewing with our Board of Directors the financial impact of the offering on us, based upon the independent appraiser's appraisal of the common stock;

reviewing all offering documents, including the prospectus, stock order forms and related offering materials (we are responsible for the preparation and filing of such documents);

assisting in the design and implementation of a marketing strategy for the offering;

assisting management in scheduling and preparing for meetings with potential investors and other broker-dealers in connection with the offering, including assistance in preparing presentation materials for such meetings; and

providing such other general advice and assistance we may request to promote the successful completion of the offering.

For its services as marketing agent, Sandler O'Neill & Partners, L.P. will receive 0.75% of the dollar amount of all shares of common stock sold in the subscription and community offerings. No sales fee will be payable to Sandler O'Neill & Partners, L.P. with respect to shares purchased by officers, directors and employees or their immediate families and shares purchased by our tax-qualified and non-qualified employee benefit plans. For its advisory services, we have paid $500 thousand to Sandler O'Neill & Partners, L.P., which will be credited against fees earned by Sandler O'Neill & Partners, L.P. for shares sold in the subscription and community offerings. The advisory fee was paid in consideration for Sandler O'Neill & Partners, L.P.'s work in advising us with respect to our reorganization from the mutual holding company to the stock holding company form of organization, including consultation as to the financial and securities market implications of the plan of conversion and proposed or actual changes in laws or regulations affecting us, our contribution to the charitable foundation, and the meetings of CFF's shareholders and Capitol Federal Savings Bank MHC's members relating to approval of the plan of conversion.

In the event that common stock is sold through a group of broker-dealers in a syndicated offering, we will pay (i) a management fee of 1.00% of the aggregate dollar amount of the common stock sold in the syndicated offering, 45% of which will be paid to Sandler O'Neill & Partners, L.P., 15% of which will be paid to Keefe, Bruyette & Woods, Inc. and 10% of which will be paid to each of Morgan Keegan & Company, Inc., RBC Capital Markets Corporation, Sterne, Agee & Leach, Inc. and Stifel, Nicolaus & Company, Incorporated, and (ii) a selling concession of 3.50% of the actual purchase price of each security sold in the syndicated offering, which shall be allocated to dealers in accordance with the actual number of shares of common stock sold by such dealers; provided however, that sales credit for a minimum of 30% of shares sold in the syndicated offering will be reserved for syndicate member firms other than Sandler O'Neill & Partners, L.P. Sandler O'Neill & Partners, L.P. will serve as sole book-running manager and Keefe, Bruyette & Woods, Inc., Morgan Keegan & Company, Inc., RBC Capital Markets Corporation, Sterne, Agee & Leach, Inc. and Stifel, Nicolaus & Company, Incorporated will serve as co-managers. Sandler O'Neill & Partners, L.P. and the co-managers will be reimbursed for all reasonable out of pocket expenses, including attorney's fees, if the offering is not completed. We will indemnify Sandler O'Neill & Partners, L.P. and the co-managers against liabilities and expenses, including legal fees, incurred in connection with certain claims or litigation arising out of or based upon untrue statements or omissions contained in the offering materials for the common stock, including liabilities under the Securities Act of 1933, as amended.

Some of our directors and executive officers may participate in the solicitation of offers to purchase common stock. These persons will be reimbursed for their reasonable out-of-pocket expenses incurred in connection with the solicitation. Other regular employees of Capitol Federal Savings Bank may assist in the offering, but only in ministerial capacities, and may provide clerical work in effecting a sales transaction. No offers or sales may be made by tellers or at the teller counters. No sales activity will be conducted in a Capitol Federal Savings Bank banking office. Investment-related questions of prospective purchasers will be directed to executive officers or registered representatives of Sandler O'Neill & Partners, L.P. Our other employees have been instructed not to solicit offers to purchase shares of common stock or provide advice regarding the purchase of common stock. We will rely on Rule 3a4-1 under the Securities Exchange Act of 1934, as amended, and sales of common stock will be conducted within the requirements of Rule 3a4-1, so as to permit officers, directors and employees to participate in the sale of common stock. None of our officers, directors or employees will be compensated in connection with their participation in the offering.

In addition, we have engaged Sandler O'Neill & Partners, L.P. to act as our records agent in connection with the conversion and offering. In its role as records agent, Sandler O'Neill & Partners, L.P. will assist or has assisted us in the offering as follows: (1) consolidation of deposit accounts and vote calculation; (2) design and preparation of order forms and proxy cards; (3) organization and supervision of the Stock Information Center; (4) assistance with proxy solicitation and special meeting services for member meeting; and (5) subscription services. For these services, Sandler O'Neill & Partners, L.P. will not receive any additional fees.

Neither Sandler O'Neill & Partners, L.P. nor any of the co-managers has prepared any report or opinion constituting a recommendation or advice to us or to persons who purchase common stock, nor have they prepared an opinion as to the fairness to us of the purchase price or the terms of the common stock to be sold in the conversion and offering. Neither Sandler O'Neill & Partners, L.P. nor any of the co-managers expresses any opinion as to the prices at which common stock to be issued may trade, nor do they express any opinion or recommendation as to how you should vote on the plan of conversion.

From time to time, Sandler O'Neill & Partners, L.P. and the co-managers and certain of their affiliates have engaged, and may in the future engage in transactions with, and provide investment banking and/or commercial banking services for, us and our affiliates in the ordinary course of business.

Lock-up Agreements

We, and each of our directors and executive officers have agreed, that during the period beginning on July 9, 2010 and ending 90 days after the closing of the offering, without the prior written consent of Sandler O'Neill, directly or indirectly, we will not (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, or otherwise dispose of or transfer any shares of CFF or Capitol Federal Financial, Inc. stock or any securities convertible into or exchangeable or exercisable for CFF or Capitol Federal Financial, Inc. stock, whether owned on the date of the proxy statement/prospectus or acquired after the date of the proxy statement/prospectus or with respect to which we or any of our directors or executive officers has or after the date of the proxy statement/ prospectus acquires the power of disposition, or file any registration statement under the Securities Act of 1933, as amended, with respect to any of the foregoing or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of CFF or Capitol Federal Financial, Inc. stock, whether any such swap or transaction is to be settled by delivery of stock or other securities, in cash or otherwise. In the event that either (1) during the period that begins on the date that is 15 calendar days plus three business days before the last day of the restricted period and ends on the last day of the restricted period, we issue an earnings release or material news or a material event relating to us occurs, or (2) prior to the expiration of the restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the restricted period, the restrictions set forth above will continue to apply until the expiration of the date that is 15 calendar days plus three business days after the date on which the earnings release is issued or the material news or event related to us occurs.

Offering Deadline

The community offering will expire at 4:00 p.m., Central Time, on December 7, 2010, unless extended, without notice to you, for up to 45 days. Any extension of the community offering beyond January 21, 2011 would require the Office of Thrift Supervision's approval. In such event, we would conduct a resolicitation. Purchasers would have the opportunity to maintain, change or cancel their stock orders within a specified period. If a purchaser does not respond during the resolicitation period, his or her stock order will be canceled and payment will be returned promptly, with interest calculated at Capitol Federal Savings Bank's statement savings rate, and deposit account withdrawal authorizations will be canceled. We will not execute orders until at least the minimum number of shares offered has been sold. If we have not sold the minimum by the expiration date or any extension thereof, we will terminate the offering and cancel all orders, as described above. Any single offering extension will not exceed 90 days; aggregate extensions may not conclude beyond August 24, 2012, which is two years after the special meeting of members to vote on the conversion. We reserve the right in our sole discretion to terminate the offering at any time and for any reason, in which case we will cancel any deposit account withdrawal orders and promptly return all funds submitted, with interest calculated at Capitol Federal Savings Bank's statement savings rate from the date of receipt.

Liquidation Rights

Liquidation prior to the conversion. In the unlikely event of a complete liquidation of Capitol Federal Savings Bank MHC or CFF prior to the conversion, all claims of creditors of CFF, including those of depositors of Capitol Federal Savings Bank (to the extent of their deposit balances), would be paid first. Thereafter, if there were any assets of CFF remaining, these assets would be distributed to stockholders, including Capitol Federal Savings Bank MHC. Then, if there were any assets of Capitol Federal Savings Bank MHC remaining, members of Capitol Federal Savings Bank MHC would receive those remaining assets, pro rata, based upon the deposit balances in their deposit account in Capitol Federal Savings Bank immediately prior to liquidation.

Liquidation following the conversion. In the unlikely event that Capitol Federal Financial, Inc. and Capitol Federal Savings Bank were to liquidate after the conversion, all claims of creditors, including those of depositors, would be paid first, followed by distribution of the liquidation account maintained by Capitol Federal Financial, Inc. pursuant to the plan of conversion to certain depositors, with any assets remaining thereafter distributed to Capitol Federal Financial, Inc. as the holder of Capitol Federal Savings Bank capital stock.

The plan of conversion provides for the establishment, upon the completion of the conversion, of a liquidation account by Capitol Federal Financial, Inc. for the benefit of Eligible Account Holders and Supplemental Eligible Account Holders in an amount equal to Capitol Federal Savings Bank MHC's ownership interest in the total stockholder's equity of Capitol Federal Financial, Inc. as of the date of its latest balance sheet contained in the prospectus. The plan of conversion also provided that Capitol Federal Financial, Inc. shall cause the establishment of a bank liquidation account.

The liquidation account established by Capitol Federal Financial, Inc. is designed to provide payments to depositors of their liquidation interests in the event of a liquidation of Capitol Federal Financial, Inc. and Capitol Federal Savings Bank. Specifically, in the unlikely event that Capitol Federal Financial, Inc. and Capitol Federal Savings Bank were to completely liquidate after the conversion, all claims of creditors, including those of depositors, would be paid first, followed by a distribution to Eligible Account Holders and Supplemental Eligible Account Holders of the liquidation account maintained by Capitol Federal Financial, Inc. In a liquidation of both entities, or of Capitol Federal Savings Bank, when Capitol Federal Financial, Inc. has insufficient assets to fund the distribution due to Eligible Account Holders and Supplemental Eligible Account Holders and Capitol Federal Savings Bank has positive net worth, Capitol Federal Savings Bank shall pay amounts necessary to fund Capitol Federal Financial, Inc.'s remaining obligations under the liquidation account. The plan of conversion also provides that if Capitol Federal Financial, Inc. is sold or liquidated apart from a sale or liquidation of Capitol Federal Savings Bank, then the rights of Eligible Account Holders and Supplemental Eligible Account Holders in the liquidation account maintained by Capitol Federal Financial, Inc. shall be surrendered and treated as a liquidation account in Capitol Federal Savings Bank.

Pursuant to the plan of conversion, after two years from the date of conversion and upon the written request of the Office of Thrift Supervision, Capitol Federal Financial, Inc. will eliminate or transfer the liquidation account and the interests in such account to Capitol Federal Savings Bank and the liquidation account shall thereupon become the liquidation account of Capitol Federal Savings Bank and not be subject in any manner or amount to Capitol Federal Financial, Inc.'s creditors.

Also, under the rules and regulations of the Office of Thrift Supervision, no post-conversion merger, consolidation, or similar combination or transaction with another depository institution in which Capitol Federal Financial, Inc. or Capitol Federal Savings Bank is not the surviving institution would be considered a liquidation and, in such a transaction, the liquidation account would be assumed by the surviving institution.

Each Eligible Account Holder and Supplemental Eligible Account Holder would have an initial interest in the liquidation account for each deposit account, including savings accounts, transaction accounts such as negotiable order of withdrawal accounts, money market deposit accounts, and certificates of deposit, with a balance of $50.00 or more held in Capitol Federal Savings Bank on March 31, 2009, or June 30, 2010. Each Eligible Account Holder and Supplemental Eligible Account Holder would have a pro rata interest in the total liquidation account for each such deposit account, based on the proportion that the balance of each such deposit account on March 31, 2009 or June 30, 2010 bears to the balance of all deposit accounts in Capitol Federal Savings Bank on such dates.

If, however, on any September 30 annual closing date commencing after the effective date of the conversion, the amount in any such deposit account is less than the amount in the deposit account on March 31, 2009 or June 30, 2010 or any other annual closing date, then the interest in the liquidation account relating to such deposit account would be reduced from time to time by the proportion of any such reduction, and the interest will cease to exist if the deposit account is closed. In addition, no interest in the liquidation account would ever be increased despite any subsequent increase in the related deposit account. Payment pursuant to liquidation rights of Eligible Account Holders and Supplemental Eligible Account Holders would be separate and apart from the payment of any insured deposit accounts to such depositor. Any assets remaining after the above liquidation rights of Eligible Account Holders and Supplemental Eligible Account Holders are satisfied would be distributed to Capitol Federal Financial, Inc. as the sole stockholder of Capitol Federal Savings Bank.

Material Income Tax Consequences

Although the conversion may be effected in any manner approved by the Office of Thrift Supervision that is consistent with the purposes of the plan of conversion and applicable law, regulations and policies, it is intended that the conversion will be effected through various mergers. Completion of the offering is conditioned upon the prior receipt of an opinion of counsel or a tax advisor with respect to federal and Kansas tax laws to the effect that no gain or loss will be recognized by Capitol Federal Savings Bank MHC, CFF or Capitol Federal Savings Bank as a result of the conversion or by account holders receiving subscription rights, except to the extent, if any, that subscription rights are deemed to have fair market value on the date such rights are issued. We have received an opinion from Silver, Freedman & Taff, L.L.P. as to the federal tax consequences of the conversion. We have also received an opinion from Deloitte Tax LLP to the effect that, more likely than not, the income tax consequences under Kansas law of the offering are not materially different than for federal income tax purposes.

Silver, Freedman & Taff, L.L.P. has issued an opinion to Capitol Federal Savings Bank MHC, CFF, Capitol Federal Savings Bank and Capitol Federal Financial, Inc. that for federal income tax purposes:

1. The merger of Capitol Federal Savings Bank MHC with and into CFF will qualify as a tax free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code.

2. The constructive exchange of the Eligible Account Holders' and Supplemental Eligible Account Holders' voting and liquidation rights in Capitol Federal Savings Bank MHC for liquidation interests in CFF in the merger will satisfy the continuity of interest requirement of Section 1.368-1(b) of the Federal Income Tax Regulations.

3. Capitol Federal Savings Bank MHC will not recognize any gain or loss on the transfer of its assets to CFF and CFF's assumption of its liabilities, if any, in constructive exchange for liquidation interests in CFF or on the constructive distribution of such liquidation interests to the members of Capitol Federal Savings Bank MHC who are Eligible Account Holders or Supplemental Eligible Account Holders of Capitol Federal Savings Bank. (Section 361(a), 361(c) and 357(a) of the Internal Revenue Code)

4. No gain or loss will be recognized by CFF upon the receipt of the assets of Capitol Federal Savings Bank MHC in the merger in exchange for the constructive transfer of liquidation interests in CFF to the members of Capitol Federal Savings Bank MHC who are Eligible Account Holders and Supplemental Eligible Account Holders. (Section 1032(a) of the Internal Revenue Code)

5. Eligible Account Holders and Supplemental Eligible Account Holders will recognize no gain or loss upon the constructive receipt of liquidation interests in CFF in exchange for their voting and liquidation rights in Capitol Federal Savings Bank MHC. (Section 354(a) of the Internal Revenue Code)

6. The basis of the assets of Capitol Federal Savings Bank MHC to be received by CFF in the merger will be the same as the basis of such assets in the hands of Capitol Federal Savings Bank MHC immediately prior to the transfer. (Section 362(b) of the Internal Revenue Code)

7. The holding period of the assets of Capitol Federal Savings Bank MHC to be received by CFF in the merger will include the holding period of those assets in the hands of Capitol Federal Savings Bank MHC immediately prior to the transfer. (Section 1223(2) of the Internal Revenue Code)

8. The merger of CFF with and into Capitol Federal Financial, Inc. will constitute a mere change in identity, form or place of organization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code and will qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

9. The exchange of common stock of CFF held by stockholders other than Capitol Federal Savings Bank MHC for Capitol Federal Financial, Inc. common stock and the constructive exchange of the Eligible Account Holders' and Supplemental Eligible Account Holders' liquidation interests in CFF for interests in the liquidation account of Capitol Federal Financial, Inc. will satisfy the continuity of interest requirement of Section 1.368-1(b) of the Federal Income Tax Regulations.

10. CFF will not recognize any gain or loss on the transfer of its assets to Capitol Federal Financial, Inc. and Capitol Federal Financial, Inc.'s assumption of its liabilities in the merger pursuant to which shares of common stock will be received by stockholders of CFF other than Capitol Federal Savings Bank MHC in exchange for their shares of CFF common stock and Eligible Account Holders and Supplemental Eligible Account Holders will receive interests in the liquidation account of Capitol Federal Financial, Inc. in exchange for their liquidation interests in CFF. (Sections 361(a), 361(c) and 357(a) of the Internal Revenue Code)

11. No gain or loss will be recognized by Capitol Federal Financial, Inc. upon the receipt of the assets of CFF in the merger. (Section 1032(a) of the Internal Revenue Code)

12. Eligible Account Holders and Supplemental Eligible Account Holders will not recognize any gain or loss upon their constructive exchange of their liquidation interests in CFF for interests in the liquidation account of Capitol Federal Financial, Inc. (Section 354 of the Internal Revenue Code)

13. No gain or loss will be recognized by stockholders of CFF other than Capitol Federal Savings Bank MHC upon their exchange of shares of CFF common stock for Capitol Federal Financial, Inc. common stock in the merger, except for cash paid in lieu of fractional share interests. (Section 354 of the Internal Revenue Code)

14. The basis of the assets of CFF to be received by Capitol Federal Financial, Inc. in the merger will be the same as the basis of those assets in the hands of CFF immediately prior to the transfer. (Section 362(b) of the Internal Revenue Code)

15. The holding period of the assets of CFF to be received by Capitol Federal Financial, Inc. in the merger will include the holding period of those assets in the hands of CFF immediately prior to the transfer. (Section 1223(2) of the Internal Revenue Code)

16. It is more likely than not that the fair market value of the nontransferable subscription rights to purchase Capitol Federal Financial, Inc. common stock is zero. Accordingly, it is more likely than not that no gain or loss will be recognized by Eligible Account Holders, Supplemental Eligible Account Holders and Other Members upon distribution to them of nontransferable subscription rights to purchase shares of Capitol Federal Financial, Inc. common stock. (Section 356(a) of the Internal Revenue Code) Gain, if any, realized by these account holders and members will not exceed the fair market value of the subscription rights distributed. Eligible Account Holders, Supplemental Eligible Account Holders and Other Members will not recognize any gain as the result of the exercise by them of nontransferable subscription rights.

17. It is more likely than not that the fair market value of the benefit provided by the liquidation account of Capitol Federal Savings Bank supporting the payment of the liquidation account of Capitol Federal Financial, Inc. in the event Capitol Federal Financial, Inc. lacks sufficient net assets is zero. Accordingly, it is more likely than not that no gain or loss will be recognized by Capitol Federal Financial, Inc. or Eligible Account Holders and Supplemental Eligible Account Holders from the establishment or maintenance of the liquidation account of Capitol Federal Savings Bank or the distribution to Capitol Federal Financial, Inc. of rights in, or deemed distribution to Eligible Account Holders and Supplemental Eligible Account Holders of rights in the liquidation

account of Capitol Federal Savings Bank in the merger. (Section 356(a) of the Internal Revenue Code)

18. Each stockholder's aggregate basis in his or her Capitol Federal Financial, Inc. common stock received in exchange for shares of CFF common stock in the merger will be the same as the aggregate basis of the shares surrendered in exchange therefor, subject to the cash in lieu of the fractional share interest provisions of Paragraph 23 below. (Section 358(a) of the Internal Revenue Code)

19. It is more likely than not that the basis of the Capitol Federal Financial, Inc. common stock purchased in the offering through the exercise of nontransferable subscription rights will be the purchase price thereof. (Section 1012 of the Internal Revenue Code)

20. Each stockholder's holding period in his or her Capitol Federal Financial, Inc. common stock received in exchange for shares in CFF common stock in the merger will include the period during which these shares were held, provided that the shares are a capital asset in the hands of the stockholder on the date of the exchange. (Section 1223(1) of the Internal Revenue Code)

21. The holding period of the Capitol Federal Financial, Inc. common stock purchased pursuant to the exercise of subscription rights will commence on the date on which the right to acquire this stock was exercised. (Section 1223(5) of the Internal Revenue Code)

22. No gain or loss will be recognized by Capitol Federal Financial, Inc. on the receipt of money in exchange for Capitol Federal Financial, Inc. common stock sold in the offering. (Section 1032 of the Internal Revenue Code)

23. The payment of cash to former holders of CFF common stock in lieu of fractional share interests of Capitol Federal Financial, Inc. will be treated as though fractional share interests of Capitol Federal Financial, Inc. common stock were distributed as part of the merger and then redeemed by Capitol Federal Financial, Inc. The cash payments will be treated as distributions in full payment for the fractional share interests deemed redeemed under Section 302(a) of the Internal Revenue Code, with the result that such stockholders will have short-term or long-term capital gain or loss to the extent that the cash they receive differs from the basis allocable to such fractional share interests.

We believe that the tax opinions summarized above address all material federal income tax consequences that are generally applicable to Capitol Federal Savings Bank MHC, CFF, Capitol Federal Savings Bank, Capitol Federal Financial, Inc., persons receiving subscription rights and stockholders of CFF. The reasoning in support of items 16 and 19 is set forth below. Silver, Freedman & Taff, L.L.P. noted that the subscription rights have been granted at no cost to the recipients, are legally non-transferable and of short duration, and provide the recipient with the right only to purchase shares of common stock at the same price to be paid by members of the general public in any community offering. The firm also noted that the Internal Revenue Service has not in the past concluded that subscription rights have value. Based on the foregoing, Silver, Freedman & Taff, L.L.P. believes that it is more likely than not that the nontransferable subscription rights to purchase shares of common stock have no value. However, the issue of whether or not the nontransferable subscription rights have value is based on all the facts and circumstances. If the subscription rights granted to Eligible Account Holders, Supplemental Eligible Account Holders and Other Members are deemed to have an ascertainable value, receipt of these rights could result in taxable gain to those Eligible Account Holders, Supplemental Eligible Account Holders and Other Members who exercise the subscription rights in an amount equal to the ascertainable value, and we could recognize gain on a distribution. Eligible Account Holders, Supplemental Eligible Account Holders and Other Members are encouraged to consult with their own tax advisors as to the tax consequences in the event that subscription rights are deemed to have an ascertainable value.

We also have received a letter from RP Financial, LC. stating its belief that the subscription rights do not have any ascertainable fair market value and that the price at which the subscription rights are exercisable will not be more or less than the fair market value of the shares on the date of exercise. This position is based on the fact that these rights are acquired by the recipients without cost, are nontransferable and of short duration, and afford the recipients the right only to purchase the common stock at the same price that will be paid by members of the general public in any community offering.

The reasoning in support of the tax opinion as to item 17 is set forth below. Silver, Freedman & Taff, L.L.P. understands that: (i) there is no history of any holder of a liquidation account receiving any payment attributable to a liquidation account; (ii) the interests in the liquidation accounts are not transferable; (iii) the amounts due under the liquidation account with respect to each Eligible Account Holder and Supplemental Eligible Account Holder will be reduced as their deposits in Capitol Federal Savings Bank are reduced; and (iv) the Capitol Federal Savings Bank liquidation account payment obligation arises only if Capitol Federal Financial, Inc. lacks sufficient net assets to fund the liquidation account.

In addition, we have received a letter from RP Financial, LC. stating its belief that the benefit provided by the Capitol Federal Savings Bank liquidation account supporting the payment of the liquidation account in the event Capitol Federal Financial, Inc. lacks sufficient net assets does not have any economic value at the time of the merger of CFF and Capitol Federal Financial, Inc. Based on the foregoing, Silver, Freedman & Taff, L.L.P. believes it is more likely than not that such rights in the Capitol Federal Savings Bank liquidation account have no value. If these rights are subsequently found to have an economic value, income may be recognized by each Eligible Account Holder and Supplemental Eligible Account Holder in the amount of the fair market value as of the date of the merger of CFF and Capitol Federal Financial, Inc.

We do not plan to apply for a private letter ruling from the Internal Revenue Service concerning the transactions described herein. Unlike private letter rulings issued by the Internal Revenue Service, opinions of counsel are not binding on the Internal Revenue Service or any state tax authority, and these authorities may disagree with the opinions. In the event of a disagreement, there can be no assurance that the conclusions reached in an opinion of counsel would be sustained by a court if contested by the Internal Revenue Service.

The federal and state tax opinions have been filed with the Securities and Exchange Commission as exhibits to Capitol Federal Financial, Inc.'s registration statement.

Certain Restrictions on Purchase or Transfer of Our Shares after the Conversion

All shares of common stock purchased in the offering by a director or an executive officer of Capitol Federal Savings Bank generally may not be sold for a period of one year following the closing of the conversion, except in the event of the death of the director or executive officer. Instructions will be issued to the transfer agent that any transfer within this time period of ownership of the shares other than as provided above is a violation of the restriction. Any shares of common stock issued at a later date as a stock dividend, stock split, or otherwise, with respect to the restricted stock will be similarly restricted. The directors and executive officers of Capitol Federal Financial, Inc. also will be restricted by the insider trading rules promulgated pursuant to the Securities Exchange Act of 1934.

Purchases of shares of our common stock by any of our directors, executive officers and their associates, during the three-year period following the closing of the conversion may be made only through a broker or dealer registered with the Securities and Exchange Commission, except with the prior written approval of the Office of Thrift Supervision. This restriction does not apply, however, to negotiated transactions involving more than 1% of our outstanding common stock or to purchases of our common stock by our stock-based incentive plans or any of our tax-qualified employee stock benefit plans or non-tax-qualified employee stock benefit plans.

Office of Thrift Supervision regulations prohibit Capitol Federal Financial, Inc. from repurchasing its shares of common stock during the first year following the conversion unless compelling business reasons exist for such repurchases. After one year, the Office of Thrift Supervision does not impose any repurchase restrictions.

The Board of Directors recommends that you vote "FOR" the Plan of Conversion and Reorganization of Capitol Federal Savings Bank MHC.

PROPOSAL 2 — CONTRIBUTION TO THE CHARITABLE FOUNDATION

General

In furtherance of our commitment to our local community, the plan of conversion and reorganization provides that we may fund our existing charitable foundation, the Capitol Federal Foundation, a non-stock, nonprofit Kansas corporation, in connection with the stock offering. Capitol Federal Financial, Inc. will fund the charitable foundation with cash, as further described below.

By further enhancing our visibility and reputation in our local community, we believe that our charitable foundation will continue to enhance the long-term value of our community banking franchise. The stock offering presents us with a unique opportunity to continue to provide a substantial and continuing benefit to our communities through the Capitol Federal Foundation.

Purpose of the Charitable Foundation

In connection with the conversion, Capitol Federal Financial, Inc. intends to contribute to the Capitol Federal Foundation $40.0 million in cash. This amount will be added to the $16.3 million in cash and other assets and 1,462,287 shares of CFF common stock, which will be converted into 3,894,362 shares of Capitol Federal Financial, Inc. common stock based on the exchange ratio at the midpoint of the offering range, held by the Capitol Federal Foundation at November 8, 2010. The purpose of our charitable foundation is to provide financial support to charitable organizations in the communities in which we operate and to enable our communities to share in our long-term growth. Capitol Federal Foundation will also support our ongoing obligations to the community under the Community Reinvestment Act. Capitol Federal Savings Bank received a satisfactory rating in its most recent Community Reinvestment Act examination by the Office of Thrift Supervision. In addition, the Capitol Federal Foundation will maintain close ties with Capitol Federal Savings Bank, thereby forming a partnership within the communities in which Capitol Federal Savings Bank operates.

Structure of the Charitable Foundation

The Capitol Federal Foundation is incorporated under Kansas law as a non-stock, nonprofit corporation. The articles of incorporation of the Capitol Federal Foundation provides that the corporation is organized exclusively for charitable purposes as set forth in Section 501(c)(3) of the Internal Revenue Code. The Capitol Federal Foundation's articles of incorporation further provide that no part of the net earnings of the charitable foundation will inure to the benefit of, or be distributable to, its members, trustees or officers or to private individuals.

The charitable foundation is governed by a board of trustees, which currently consists of John B. Dicus, who is a director of CFF and will be a director of Capitol Federal Financial, Inc., John C. Dicus, past chairman of CFF and a non-executive employee of CFF, Rick C. Jackson, an executive officer of CFF and two individuals who are not affiliated with us. Office of Thrift Supervision regulations require that we select one person to serve on the board of trustees who is not one of our officers or directors and who has experience with local charitable organizations and grant making, and our two unaffiliated trustees satisfy these requirements. While there are no plans to change the size of the board of trustees during the year following the completion of the conversion, following the first anniversary of the conversion, the charitable foundation may alter the size and composition of its board of trustees. For five years after the stock offering, one seat on the charitable foundation's board of trustees will be reserved for a person from our local community who has experience with local community charitable organizations and grant making and who is not one of our officers, directors or employees, and at least one seat on the charitable foundation's board of trustees will be reserved for one director from Capitol Federal Savings Bank's Board of Directors or the board of directors of an acquirer or resulting institution in the event of a merger or acquisition of Capitol Federal Savings Bank. Trustees of the charitable foundation serve for a one-year term.

The business experience of our current directors is described in "Management." The business experience of the two trustees who are not affiliated with us is described below.

Nancy J. Perry. Mrs. Perry has served as a trustee of the Capitol Federal Foundation since its inception in 1999. She served as President and CEO of the United Way of Greater Topeka since 1985. Mrs. Perry retired from the United Way in July 2008.

Dr. Ronald W. Roskens. Dr. Roskens has served as a trustee of the Capitol Federal Foundation since its inception in 1999. Since 1996, he has served as President of Global Communications, Inc., in Omaha, Nebraska. From January 1993 to December 1995 he served as President of Action International. Prior to that time, he held various positions with other companies and also served as Chancellor and Professor of Education Administration of the University of Nebraska-Omaha and as President of the University of Nebraska.

The board of trustees of the Capitol Federal Foundation is responsible for establishing its grant and donation policies, consistent with the purposes for which it was established. As trustees of a nonprofit corporation, trustees of the Capitol Federal Foundation are at all times bound by their fiduciary duty to advance the charitable foundation's charitable goals, to protect its assets and to act in a manner consistent with the charitable purposes for which the charitable foundation is established. The trustees of the Capitol Federal Foundation are also responsible for directing the activities of the charitable foundation, including the management and voting of the shares of our common stock held by the charitable foundation. However, as required by Office of Thrift Supervision regulations, all shares of our common stock held by the Capitol Federal Foundation must be voted in the same ratio as all other shares of our common stock on all proposals considered by our stockholders.

The Capitol Federal Foundation's place of business is the same as our administrative offices. The board of trustees of the Capitol Federal Foundation appoints such officers and employees as are necessary to manage its operations. To the extent applicable, we comply with the affiliates restrictions set forth in Sections 23A and 23B of the Federal Reserve Act and the Office of Thrift Supervision regulations governing transactions between Capitol Federal Savings Bank and the Capitol Federal Foundation.

The Capitol Federal Foundation will receive additional working capital from the cash contribution and:

(i) any dividends that may be paid on Capitol Federal Financial, Inc. shares of common stock in the future;

(ii) within the limits of applicable federal and state laws, loans collateralized by the shares of common stock; or

(iii) the proceeds of the sale of any of the shares of common stock in the open market from time to time.

As a private foundation under Section 501(c)(3) of the Internal Revenue Code, the Capitol Federal Foundation is required to distribute annually in grants or donations a minimum of 5% of the average fair market value of its net investment assets.

Tax Considerations

The Capitol Federal Foundation currently qualifies as a Section 501(c)(3) exempt organization under the Internal Revenue Code and is classified as a private foundation. Capitol Federal Financial, Inc. and Capitol Federal Savings Bank are authorized by federal law to make charitable contributions. We believe that the stock offering presents a unique opportunity to provide additional funds to the Capitol Federal Foundation given the substantial amount of additional capital being raised. We believe that the contribution to Capitol Federal Foundation is justified given Capitol Federal Savings Bank's capital position and its earnings, the substantial additional capital being raised in the stock offering and the potential benefits of the Capitol Federal Foundation to our community. See "Capitalization," "Historical and Pro Forma Regulatory Capital Compliance," and "— Comparison of Valuation and Pro Forma Data With and Without the Charitable Foundation."

We are permitted to deduct for charitable purposes only an amount equal to 10% of our annual taxable income in any one year. We are permitted under the Internal Revenue Code to carry the excess contribution over the five-year period following the contribution to the Capitol Federal Foundation. We estimate that all of the contribution should be deductible for federal tax purposes over the six-year period (i.e., the year in which the contribution is made and the succeeding five-year period). However, we do not have any assurance we will have sufficient earnings to be able to use the deduction in full. Any such decision to continue to make additional contributions to the Capitol Federal Foundation in the future would be based on an assessment of, among other factors, our financial condition at that time, the interests of our stockholders and depositors, and the financial condition and operations of the foundation.

As a private foundation, earnings and gains, if any, from the sale of common stock or other assets are exempt from federal and state income taxation. However, investment income, such as interest, dividends and capital gains, is generally taxed at a rate of 2%. The Capitol Federal Foundation is required to file an annual return with the Internal Revenue Service within four and one-half months after the close of its fiscal year. The Capitol Federal Foundation is required to make its annual return available for public inspection. The annual return for a private foundation includes, among other things, an itemized list of all grants made or approved, showing the amount of each grant, the recipient, any relationship between a grant recipient and the foundation's managers and a concise statement of the purpose of each grant.

Comparison of Valuation and Pro Forma Data With and Without the Contribution to the Charitable Foundation

As reflected in the table below, if the charitable foundation is not funded as part of the stock offering, RP Financial, LC. estimates that our pro forma valuation would be greater and, as a result, a greater number of shares of common stock would be issued in the stock offering. At the minimum, midpoint and maximum of the valuation range, our pro forma valuation is $1.67 billion, $1.97 billion and $2.27 billion with the contribution to the charitable foundation, as compared to $1.72 billion, $2.02 billion and $2.33 billion, respectively, without the contribution to the charitable foundation. There is no assurance that in the event the charitable foundation were not funded, the appraisal prepared at that time would conclude that our pro forma market value would be the same as that estimated in the table below. Any appraisal prepared at that time would be based on the facts and circumstances existing at that time, including, among other things, market and economic conditions.

For comparative purposes only, set forth below are certain pricing ratios and financial data and ratios at and for the nine months ended June 30, 2010 at the minimum, midpoint and maximum of the offering range, assuming the stock offering was completed at the beginning of the nine-month period, with and without the contribution to the charitable foundation.

	Minimum of Offering Range		Midpoint of Offering Range		Maximum of Offering Range	
	With Foundation	Without Foundation	With Foundation	Without Foundation	With Foundation	Without Foundation
	(Dollars in thousands, except per share amounts)					
Estimated stock offering amount	$ 1,181,500	$ 1,213,375	$ 1,390,000	$ 1,427,500	$ 1,598,500	$ 1,641,625
Estimated full value	1,674,950	1,720,137	1,970,529	2,023,691	2,266,108	2,327,244
Total assets	9,525,532	9,578,980	9,713,765	9,772,292	9,901,999	9,965,604
Total liabilities	7,529,748	7,529,748	7,529,748	7,529,748	7,529,748	7,529,748
Pro forma stockholders' equity	1,996,073	2,049,521	2,184,306	2,242,833	2,372,540	2,436,145
Pro forma net income	56,582	57,036	57,389	57,865	58,195	58,693
Pro forma stockholders' equity per share	11.92	11.91	11.08	11.08	10.47	10.47
Pro forma net income per share	0.35	0.34	0.30	0.30	0.27	0.26
Pro forma pricing ratios:						
Offering price as a percentage of pro forma stockholders' equity per share	83.89%	83.96%	90.25%	90.25%	95.51%	95.51%
Offering price to pro forma net income per share	21.43x	22.06x	25.00x	25.00x	27.78x	28.85x
Pro forma financial ratios:						
Return on assets (annualized)	0.79%	0.79%	0.79%	0.79%	0.78%	0.79%
Return on equity (annualized)	3.78	3.71	3.50	3.44	3.27	3.21
Equity to assets	20.95	21.40	22.49	22.95	23.96	24.45

Regulatory Requirements Imposed on the Charitable Foundation

Office of Thrift Supervision regulations require, in connection with our board's adoption of the plan of conversion and reorganization, that our directors who also serve on the board of trustees of Capitol Federal Foundation not participate in the board's discussions concerning contributions to the charitable foundation and not vote on the matter. Our Board of Directors complied with this regulation in adopting the plan of conversion and reorganization.

Office of Thrift Supervision regulations provide that the Office of Thrift Supervision will generally not object if a well-capitalized savings bank contributes to a charitable foundation an aggregate amount of 8% or less of the shares or proceeds issued in a stock offering. Capitol Federal Savings Bank qualifies as a well-capitalized savings bank for purposes of this limitation, and the contribution to the charitable foundation will not exceed this limitation.

Office of Thrift Supervision regulations impose the following requirements with respect to a charitable foundation:

the Office of Thrift Supervision may examine the charitable foundation at the foundation's expense;

the charitable foundation must comply with all supervisory directives imposed by the Office of Thrift Supervision;

the charitable foundation must provide annually to the Office of Thrift Supervision a copy of the annual report that the charitable foundation submits to the Internal Revenue Service;

the charitable foundation must operate according to written policies adopted by its board of directors, including a conflict of interest policy;

the charitable foundation may not engage in self-dealing and must comply with all laws necessary to maintain its tax-exempt status under the Internal Revenue Code; and

the charitable foundation must vote its shares of our common stock in the same ratio as all of the other shares voted on each proposal considered by our stockholders.

Within six months of completing the conversion and stock offering, the foundation must submit to the Office of Thrift Supervision a three-year operating plan.

The board of directors recommends that you vote "FOR" the contribution to the Capitol Federal Foundation.

PROPOSAL 3 — ADJOURNMENT OF THE SPECIAL MEETING

If there are not sufficient votes to approve the plan of conversion or the contribution to the Capitol Federal Foundation at the time of the special meeting, the proposal may not be approved unless the special meeting is adjourned to a later date or dates in order to permit further solicitation of proxies. In order to allow proxies that have been received by CFF at the time of the special meeting to be voted for an adjournment, if necessary, CFF has submitted the question of adjournment to its stockholders as a separate matter for their consideration. The Board of Directors of CFF recommends that stockholders vote "FOR" the adjournment proposal. If it is necessary to adjourn the special meeting, no notice of the adjourned special meeting is required to be given to stockholders (unless the adjournment is for more than 30 days or if a new record date is fixed), other than an announcement at the special meeting of the hour, date and place to which the special meeting is adjourned.

The Board of Directors recommends that you vote "FOR" the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion and/or the contribution to the Capitol Federal Foundation.

PROPOSALS 4A THROUGH 4D — INFORMATIONAL PROPOSALS RELATED TO THE ARTICLES OF INCORPORATION AND BYLAWS OF CAPITOL FEDERAL FINANCIAL, INC.

By their approval of the plan of conversion as set forth in Proposal 1, the Board of Directors of CFF has approved each of the informational proposals numbered 4a through 4d, all of which relate to provisions included in the articles of incorporation or bylaws of Capitol Federal Financial, Inc. Each of these informational proposals is discussed in more detail below.

As a result of the conversion, the public stockholders of CFF, whose rights are presently governed by the charter and bylaws of CFF, will become stockholders of Capitol Federal Financial, Inc., whose rights will be governed by the articles of incorporation and bylaws of Capitol Federal Financial, Inc. The following informational proposals address the material differences between the governing documents of the two companies. This discussion is qualified in its entirety by reference to the charter and bylaws of CFF and the articles of incorporation and bylaws of Capitol Federal Financial, Inc. See "Where You Can Find Additional Information" for procedures for obtaining a copy of those documents.

The provisions of Capitol Federal Financial, Inc.'s articles of incorporation and bylaws which are summarized as informational proposals 4a through 4d were approved as part of the process in which the Board of Directors of CFF approved the plan of conversion. These proposals are informational in nature only, because the Office of Thrift Supervision's regulations governing mutual-to-stock conversions do not provide for a separate vote on these matters apart from the vote on the plan of conversion. CFF's stockholders are not being asked to approve these informational proposals at the special meeting. While we are asking you to vote with respect to each of the informational proposals set forth below, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Capitol Federal Financial, Inc.'s articles of incorporation and bylaws which are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of Capitol Federal Financial, Inc., if such attempts are not approved by the Board of Directors, or may make the removal of the Board of Directors or management, or the appointment of new directors, more difficult.

Informational Proposal 4a — Approval of a Provision in Capitol Federal Financial, Inc.'s Articles of Incorporation and Bylaws to Limit the Ability of Stockholders to Remove Directors. The articles of incorporation of Capitol Federal Financial, Inc. provide that any director may be removed by stockholders only for cause upon the affirmative vote of the holders of at least a majority of the shares entitled to vote in the election of directors. Capitol Federal Financial, Inc.'s bylaws provide that a special meeting of the stockholders shall be called at the request of stockholders only on the written request of stockholders entitled to cast at least a majority of all the votes entitled to be cast at the meeting. These provisions, along with the prohibition against any beneficial owner voting more than 10% of the outstanding voting stock, which is discussed below, will make it extremely difficult for anyone that acquires beneficial ownership, directly or indirectly, of a majority of the outstanding shares from voting shares in excess of the 10% limit to call a special meeting to remove directors.

CFF's bylaws provide that any director may be removed only for cause by a vote of the holders of a majority of the outstanding voting shares at a meeting of stockholders called for such purpose. This has provided an adequate degree of protection under the mutual holding company structure, in which the mutual holding company owns a majority of all voting shares and can prevent a third party from seeking removal of one or more directors in order to promote an agenda that may not be in the best interests of all other stockholders.

The majority voting requirement for the removal of directors for cause, together with the 10% voting limit and the provision regarding the calling of special meetings, is intended to prevent sudden and fundamental changes to the composition of the board of directors except in the case of director misconduct. This provision does not prevent the replacement of one or more directors at an annual meeting of stockholders, and will not prevent replacement of the entire Board over the course of three years. This provision is intended to reduce the ability of anyone to coerce members of the board of directors by threatening them with removal from office, in cases where the directors are acting in good faith to discharge their duties to the corporation and to all stockholders as a group. This provision will not prevent a stockholder from conducting a proxy contest with respect to the election of directors at a meeting of stockholders.

The higher vote threshold may make it more difficult to bring about a change in control of Capitol Federal Financial, Inc. One method for a hostile stockholder to take control of a company is to acquire a majority of the outstanding shares of the company through a tender offer or open market purchases and then use its voting power to remove the existing directors.

The Board of Directors believes that it is desirable to adopt this provision so that a director's continued service will be conditioned on his or her ability to serve and discharge his or her duties to the corporation and the stockholders in good faith, rather than his or her position relative to a dominant stockholder.

The Board of Directors recommends that you vote "FOR" the approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation and bylaws to limit the ability of stockholders to remove directors.

Informational Proposal 4b — Approval of a Provision in Capitol Federal Financial, Inc.'s Articles of Incorporation Requiring a Super-Majority Vote to Approve Certain Amendments to Capitol Federal Financial, Inc.'s Articles of Incorporation. No amendment of the charter of CFF may be made unless it is first proposed by the board of directors, then approved by the Office of Thrift Supervision and approved by the holders of a majority of the total votes eligible to be cast at a legal meeting. The articles of incorporation of Capitol Federal Financial, Inc. generally may be amended by the holders of a majority of the shares entitled to vote; provided, however, that any amendment of Section C, D and E of Article Five (Preferred Stock, Restrictions on Voting Rights of the Corporation's Equity Securities, Majority Vote), Article 7 (Directors), Article 8 (Bylaws), Article 9 (Approval of Certain Business Combinations), Article 11 (Acquisitions of Equity Securities from Interested Persons), Article 12 (Indemnification, etc. of Directors and Officers), Article 13 (Limitation of Liability) and Article 14 (Amendment of the Charter) must be approved by the affirmative vote of the holders of at least 80% of the outstanding shares entitled to vote.

These limitations on amendments to specified provisions of Capitol Federal Financial, Inc.'s articles of incorporation are intended to ensure that the referenced provisions are not limited or changed upon a simple majority vote. While this limits the ability of stockholders to amend those provisions, Capitol Federal Savings Bank MHC, as a 71% stockholder, currently can effectively block any stockholder proposed change to the charter.

The requirement of a super-majority stockholder vote to amend specified provisions of Capitol Federal Financial, Inc.'s articles of incorporation could have the effect of discouraging a tender offer or other takeover attempt where the ability to make fundamental changes through amendments to the articles of incorporation is an important element of the takeover strategy of the potential acquiror. The Board of Directors believes that the provisions limiting certain amendments to the articles of incorporation will put the Board of Directors in a stronger position to negotiate with third parties with respect to transactions potentially affecting the corporate structure of Capitol Federal Financial, Inc. and the fundamental rights of its stockholders, and to preserve the ability of all stockholders to have an effective voice in the outcome of such matters.

The Board of Directors recommends that you vote "FOR" the approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation requiring a super-majority vote to approve certain amendments to Capitol Federal Financial, Inc.'s articles of incorporation.

Informational Proposal 4c — Approval of a Provision in Capitol Federal Financial, Inc.'s Articles of Incorporation Requiring a Super-Majority Vote of Stockholders to Approve Stockholder Proposed Amendments to Capitol Federal Financial, Inc.'s Bylaws. An amendment to CFF's bylaws proposed by stockholders must be approved by the holders of a majority of the votes cast at a legal meeting subject to applicable approval by the Office of Thrift Supervision. The articles of incorporation of Capitol Federal Financial, Inc. provide that stockholders may only amend the bylaws if such proposal is approved by the affirmative vote of the holders of at least 80% of the outstanding shares entitled to vote.

The requirement of a super-majority stockholder vote to amend the bylaws of Capitol Federal Financial, Inc. is intended to ensure that the bylaws are not limited or changed upon a simple majority vote of stockholders. While this limits the ability of stockholders to amend the bylaws, Capitol Federal Savings Bank MHC, as a 71% stockholder, currently can effectively block any stockholder proposed change to the bylaws. Also, the board of directors of both CFF and Capitol Federal Financial, Inc. may by a majority vote amend either company's bylaws.

This provision in Capitol Federal Financial, Inc.'s articles of incorporation could have the effect of discouraging a tender offer or other takeover attempt where the ability to make fundamental changes through amendments to the bylaws is an important element of the takeover strategy of the potential acquiror. The Board of Directors believes that the provision limiting amendments to the bylaws will put the Board of Directors in a stronger position to negotiate with third parties with respect to transactions potentially affecting the corporate structure of Capitol Federal Financial, Inc. and the fundamental rights of its stockholders, and to preserve the ability of all stockholders to have an effective voice in the outcome of such matters.

The Board of Directors recommends that you vote "FOR" the approval of the provision in Capitol Federal Financial, Inc.'s articles requiring a super-majority vote of stockholders to approve stockholder proposed amendments to Capitol Federal Financial, Inc.'s bylaws.

Informational Proposal 4d — Approval of a Provision in Capitol Federal Financial, Inc.'s Articles of Incorporation to Limit the Voting Rights of Shares Beneficially Owned in Excess of 10% of Capitol Federal Financial, Inc.'s Outstanding Voting Stock. The articles of incorporation of Capitol Federal Financial, Inc. provide that in no event shall any person, who directly or indirectly beneficially owns in excess of 10% of the then-outstanding shares of common stock as of the record date for the determination of stockholders entitled or permitted to vote on any matter, be entitled or permitted to any vote in respect of the shares held in excess of the 10% limit. Beneficial ownership is determined pursuant to the federal securities laws and includes, but is not limited to, shares as to which any person and his or her affiliates (i) have the right to acquire pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options and (ii) have or share investment or voting power (but shall not be deemed the beneficial owner of any voting shares solely by reason of a revocable proxy granted for a particular meeting of stockholders, and that are not otherwise beneficially, or deemed by Capitol Federal Financial, Inc. to be beneficially, owned by such person and his or her affiliates).

The foregoing restriction does not apply to any employee benefit plans of Capitol Federal Financial, Inc. or any subsidiary or a trustee of a plan.

The charter of Capitol Federal Savings Bank provides that, for a period of five years from the effective date of Capitol Federal Savings Bank's mutual holding company reorganization, no person, other than Capitol Federal Savings Bank MHC, shall directly or indirectly offer to acquire or acquire more than 10% of the then-outstanding shares of common stock. The foregoing restriction does not apply to:

- the purchase of shares by underwriters in connection with a public offering; or the purchase of shares by any employee benefit plans of CFF or any subsidiary.

The provision in Capitol Federal Financial, Inc.'s articles of incorporation limiting the voting rights of beneficial owners of more than 10% of Capitol Federal Financial, Inc.'s outstanding voting stock is intended to limit the ability of any person to acquire a significant number of shares of Capitol Federal Financial, Inc. common stock and thereby gain sufficient voting control so as to cause Capitol Federal Financial, Inc. to effect a transaction that may not be in the best interests of Capitol Federal Financial, Inc. and its stockholders generally. This provision will not prevent a stockholder from seeking to acquire a controlling interest in Capitol Federal Financial, Inc., but it will prevent a stockholder from voting more than 10% of the outstanding shares of common stock unless that stockholder has first persuaded the board of directors of the merits of the course of action proposed by the stockholder. The Board of Directors of Capitol Federal Financial, Inc. believes that fundamental transactions generally should be first considered and approved by the board of directors as it believes that it is in the best position to make an initial assessment of the merits of any such transaction and that its ability to make the initial assessment could be impeded if a single stockholder could acquire a sufficiently large voting interest so as to control a stockholder vote on any given proposal. This provision in Capitol Federal Financial, Inc.'s articles of incorporation makes an acquisition, merger or other similar corporate transaction less likely to occur, even if such transaction is supported by most stockholders, because it can prevent a holder of shares in excess of the 10% limit from voting the excess shares in favor of the transaction. Thus, it may be deemed to have an anti-takeover effect.

The Board of Directors recommends that you vote "FOR" the approval of a provision in Capitol Federal Financial, Inc.'s articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Capitol Federal Financial, Inc.'s outstanding voting stock.

OTHER MATTERS

As of the date of this document, the board of directors is not aware of any business to come before the special meeting other than the matters described above in the proxy statement/prospectus. However, if any matters should properly come before the special meeting, it is intended that the holders of the proxies will act in accordance with their best judgment.

RECENT DEVELOPMENTS

The following tables set forth selected financial and other data of CFF at and for the dates indicated. The information at September 30, 2009 is derived in part from the audited consolidated financial statements of CFF that appear in this proxy statement/prospectus. The operations data for the two months and eleven months ended August 31, 2010 and 2009 and the balance sheet data at August 31, 2010 were not audited. However, in the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results of operations for the unaudited periods have been made. The results of operations for the two months and eleven months ended August 31, 2010 are not necessarily indicative of the results of operations that may be expected for the entire fiscal year.

	At August 31, 2010	At June 30, 2010	At September 30, 2009
	(Dollars in thousands, except per share amounts)		
Selected Balance Sheet Data:			
Total assets	$ 8,590,047	$ 8,543,357	$ 8,403,680
Loans receivable, net	5,225,823	5,316,172	5,603,965
Investment securities:			
Available-for-sale (AFS)	56,459	56,601	234,784
Held-to-maturity (HTM)	1,228,952	1,146,463	245,920
Mortgage-backed securities (MBS):			
AFS	1,036,070	1,106,815	1,389,211
HTM	537,313	513,808	603,256
Capital stock of Federal Home Loan Bank (FHLB)	136,055	136,055	133,064
Deposits	4,381,972	4,373,844	4,228,609
Advances from FHLB	2,347,803	2,396,637	2,392,570
Other borrowings	693,609	713,609	713,609
Stockholders' equity	959,772	960,000	941,298
Book value per share	13.09	13.09	12.85

	For the Two Months Ended August 31,		For the Eleven Months Ended August 31,	
	2010	2009	2010	2009
	(Dollars and share counts in thousands, except per share amounts)			
Selected Operations Data:				
Total interest and dividend income	$60,178	$66,862	$344,257	$379,548
Total interest expense	33,134	38,162	188,789	217,846
Net interest and dividend income	27,044	28,700	155,468	161,702
Provision for loan losses	180	340	8,311	6,108
Net interest and dividend income after provision for loan losses	26,864	28,360	147,157	155,594
Retail fees and charges	2,932	3,229	16,549	16,500
Other income	2,021	1,355	15,825	9,933
Total other income	4,953	4,584	32,374	26,433

Total other expenses	15,323	14,874	81,796	85,506
Income before income tax expense	16,494	18,070	97,735	96,521
Income tax expense	5,931	6,651	34,779	35,642
Net income	$10,563	$11,419	$62,956	$60,879
Basic earnings per share	$0.14	$0.16	$0.86	$0.83
Average shares outstanding	73,325	73,226	73,265	73,137
Diluted earnings per share	$0.14	$0.16	$0.86	$0.83
Average diluted shares outstanding	73,333	73,268	73,284	73,204
Dividends paid per public share (1)	$0.50	$0.50	$2.29	$2.11

(footnotes begin on next page)

	At or For the Two Months Ended August 31,				At or For the Eleven Months Ended August 31,			
	2010		2009		2010		2009	
Selected Performance and Financial Ratios and Other Data:								
Performance Ratios :								
Return on average assets (2)	0.74	%	0.82	%	0.81	%	0.81	%
Return on average equity (2)	6.56		7.34		7.19		7.30	
Dividend payout ratio	99.37		91.51		76.88		72.39	
Ratio of operating expense to average total assets (2)	1.08		1.07		1.06		1.14	
Efficiency ratio(3)	47.89		44.69		43.55		45.45	
Ratio of average interest-earning assets to average interest- bearing liabilities	1.11	x	1.12	x	1.11	x	1.12	x
Interest rate spread information:								
Average during period (2)	1.73	%	1.85	%	1.78	%	1.87	%
End of period	1.75		1.87		1.75		1.87	
Net interest margin (2)	1.96		2.11		2.06		2.20	
Asset Quality Ratios:								
Non-performing assets to total assets	0.47		0.45		0.47		0.45	
Non-performing loans to total loans	0.60		0.55		0.60		0.55	
Allowance for loan losses to non-performing loans	47.95		32.46		47.95		32.46	
Allowance for loan losses to loans receivable, net	0.29		0.18		0.29		0.18	
Net charge-offs during the period to average loans outstanding	0.02		0.01		0.06		0.03	
Capital Ratios:								
Equity to total assets at end of period (4)	11.17		11.05		11.17		11.05	
Average equity to average assets	11.31		11.17		11.30		11.08	
Other Data:								
Number of traditional offices	35		33		35		33	
Number of in-store offices(5)	10		9		10		9	

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(1) For all periods shown, Capitol Federal Savings Bank MHC, which owns a majority of the outstanding shares of CFF common stock, waived its right to receive dividends paid on CFF common stock with the exception of the $0.50 per share dividend paid on 500,000 shares in February 2010. Public shares exclude shares held by Capitol Federal Savings Bank MHC, as well as unallocated shares held in the employee stock ownership plan.

(2) Annualized.

(3) Non-interest expense divided by net interest and dividend income plus non-interest income.

(4) CFF has no intangible assets.

(5) Capitol Federal Savings Bank opened its 11th in-store office in September, 2010.

Comparison of Financial Condition at August 31, 2010, and September 30, 2009

Assets. Total assets increased $186.4 million from $8.40 billion at September 30, 2009 to $8.59 billion at August 31, 2010, due primarily to growth in the deposit portfolio which was used to fund investment security purchases.

Loans Receivable. The loans receivable portfolio decreased $378.1 million from $5.60 billion at September 30, 2009 to $5.23 billion at August 31, 2010. The decrease in the portfolio was partially a result of the loan swap transaction that took place during the first quarter of fiscal year 2010, in which $194.8 million of originated fixed-rate mortgage loans were swapped for mortgage-backed securities. The remaining decrease was due to principal repayments on loans exceeding originations, refinances, and purchases during the period. Mortgage origination volume, in general, has decreased from the prior year as the market demand for lending has been reduced. Additionally, Capitol Federal Savings Bank has been purchasing fewer loans under the our nationwide purchase loan program during fiscal year 2010 due to the lack of loans meeting our underwriting criteria from our existing relationships. Capitol Federal Savings Bank is working to expand the number of relationships from which it may buy loans in the future.

Loans 30-89 days delinquent decreased $2.8 million from $26.8 million at September 30, 2009 to $24.0 million at August 31, 2010. Of the $24.0 million at August 31, 2010, $16.7 million were originated one- to four-family loans, $6.3 million were purchased one- to four family loans and $1.0 million were consumer loans. The percentage of 30-89 days delinquent loans to total loans was 0.46% and 0.48% at August 31, 2010 and September 30, 2009, respectively.

Non-performing loans increased $400 thousand from $30.9 million at September 30, 2009 to $31.3 million at August 31, 2010. Of the $31.3 million at August 31, 2010, $19.1 million were purchased one- to four-family loans, $11.8 million were originated one- to four-family loans and $400 thousand were consumer loans. The percentage of non-performing loans to total loans was 0.60% and 0.55% at August 31, 2010 and September 30, 2009, respectively.

The allowance for loan losses to non-performing loans was 47.95% and 32.83% at August 31, 2010 and September 30, 2009, respectively. The allowance for loan losses to total loans, net was 0.28% and 0.18% at August 31, 2010 and September 30, 2009, respectively.

Mortgage-Backed Securities. The balance of mortgage-backed securities decreased $419.1 million from $1.99 billion at September 30, 2009 to $1.57 billion at August 31, 2010. The decrease was a result of an increase in principal repayments which were reinvested in investment securities.

Investment Securities. Investment securities increased $804.7 million from $480.7 million at September 30, 2009 to $1.29 billion at August 31, 2010. The increase was a result of purchases of $1.41 billion, partially offset by maturities and calls.

Liabilities. Total liabilities increased $167.9 million from $7.46 billion at September 30, 2009 to $7.63 billion at August 31, 2010, due primarily to an increase in deposits of $153.4 million. The increase in deposits was primarily the result of increases in the money market and checking portfolios. During the first 11 months of fiscal year 2010, $200.0 million of fixed-rate FHLB advances with a weighted average contractual rate of 4.63% were prepaid and replaced with $200.0 million of fixed-rate FHLB advances with a weighted average contractual interest rate of 3.17% for a term of 84 months. Capitol Federal Savings Bank paid an $875 thousand prepayment penalty to the FHLB. The prepayment penalty is being deferred as an adjustment to the carrying value of the new advances and will be recognized as expense over the life of the new advances, which effectively increased the interest rate on the new advances 7 basis points to 3.24%. Also during the first 11 months of fiscal year 2010, a maturing $100.0 million FHLB advance with a contractual rate of 3.94% was renewed at a contractual rate of 3.23% for a term of 84 months.

Stockholders' Equity. Stockholders' equity increased $18.5 million, from $941.3 million at September 30, 2009 to $959.8 million at August 31, 2010. The increase was primarily due to net income of $63.0 million, partially offset by dividend payments of $48.4 million during the period.

Comparison of Operating Results for the Eleven Months Ended August 31, 2010 and 2009

Net Income. Net income for the eleven months ended August 31, 2010 was $63.0 million compared to $60.9 million for the same period in the prior year. The $2.1 million increase in net income between periods was a result of an increase in other income of $6.0 million, a decrease in other expenses of $3.7 million and a decrease in income tax expense of $863 thousand, partially offset by a decrease in net interest income of $6.2 million and an increase in the provision for loan losses of $2.2 million.

The net interest margin decreased 14 basis points, from 2.20% for the eleven months ended August 31, 2009 to 2.06% for the eleven months ended August 31, 2010. The decrease in the net interest margin was due to an increase in the average balance of interest-earning assets at lower yields compared to the eleven months ended August 31, 2009, partially offset by a decrease in the average cost of interest-bearing liabilities.

Interest and Dividend Income. Total interest and dividend income for the eleven months ended August 31, 2010 was $344.3 million compared to $379.5 million for the eleven months ended August 31, 2009. The $35.2 million decrease was primarily a result of decreases in interest income on mortgage-backed securities of $24.1 million and loans receivable of $21.2 million, partially offset by an increase in interest income on investment securities of $9.3 million.

Interest income on loans receivable for the current eleven month period was $259.6 million compared to $280.8 million for the prior year period. The $21.2 million decrease in interest income was a result of the 34 basis point decrease in the weighted average yield to 5.23% for the period and, to a lesser extent, a decrease of $81.5 million in the average balance of the portfolio.

Interest income on mortgage-backed securities for the current eleven month period was $66.7 million compared to $90.8 million for the prior year period. The $24.1 million decrease was a result of a $398.2 million decrease in the average balance of the portfolio and a decrease of 45 basis points in the weighted average yield to 4.21% for the current eleven months.

Interest income on investment securities for the current eleven month period was $14.1 million compared to $4.8 million for the prior year period. The $9.3 million increase was primarily a result of a $645.1 million increase in the average balance, partially offset by a decrease in the average yield of 70 basis points to 1.80% for the current eleven month period.

Interest Expense. Interest expense decreased $29.0 million to $188.8 million for the current eleven month period from $217.8 million for the prior year period. The decrease in interest expense was primarily due to a decrease in interest expense on deposits and FHLB advances.

Interest expense on deposits for the current eleven month period was $73.4 million compared to $92.7 million for the prior year period. The $19.3 million decrease in interest expense on deposits was due to a decrease in the rates on the entire deposit portfolio, primarily the certificate of deposit and money market portfolios, due to the portfolios repricing to lower market rates. The decrease in interest expense was partially offset by a $241.8 million increase in the average balance of the deposit portfolio, particularly the certificate of deposit and money market portfolios.

Interest expense on FHLB advances for the current eleven month period was $89.6 million compared to $98.4 million for the prior year period. The $8.8 million decrease in interest expense on FHLB advances was a result of the refinance of $875.0 million of FHLB advances during the second and third quarters of fiscal year 2009 and, to a lesser extent, a decrease in the average balance primarily due to maturing advances that were not renewed.

Provision for Loan Losses. The Bank recorded a provision for loan losses of $8.3 million during the current eleven month period, compared to a provision of $6.1 million for the eleven months ended August 31, 2009. The $8.3 million provision for loan losses is composed of $4.9 million related to the increase in certain loss factors in our general valuation allowance model, primarily on purchased loans, and $3.4 million related to establishing or increasing specific valuation allowances, also primarily on purchased loans. The increase in certain loss factors in our general valuation allowance model reflects the risks inherent in our loan portfolio due to decreases in real estate values in certain geographic regions where the Bank has purchased loans, the continued elevated level of unemployment, the increase in non-performing loans and loan charge-offs, and specific valuation allowances, particularly related to our purchased loan portfolio. These factors contributed to the increase in the provision for loan losses in fiscal year 2010 and resulted in an increase in our ALLL.

Other Income and Expense. Total other income was $32.4 million for the current eleven month period compared to $26.4 million for the prior year period. The $6.0 million increase was due primarily to the $6.5 million gain on the sale of trading mortgage-backed securities in conjunction with the loan swap transaction during the December 31, 2009 quarter. In response to the amendments to Regulation E by the Federal Reserve Board, Capitol Federal Savings Bank made changes to its overdraft fee schedule and informed eligible accountholders of their options for handling these overdrafts. As a result of the new fee schedule and the number of customers who elected to opt-in or opt-out, Capitol Federal Savings Bank is estimating that its overdraft fee income will be reduced by approximately $3.3 million annually. However, Capitol Federal Savings Bank is analyzing its deposit account fee structure and will likely make adjustments to certain deposit account products during fiscal year 2011 in an effort to mitigate this anticipated reduction.

Total other expenses for the eleven months ended August 31, 2010 were $81.8 million, compared to $85.5 million in the prior year period. The $3.7 million decrease was due primarily to a decrease in other expenses, net of $2.5 million and a decrease in advertising and promotional expense of $937 thousand. The decrease in other expenses, net was largely related to an impairment and valuation allowance taken on the mortgage-servicing rights assets in the prior year period, compared to a recovery in the current period.

Income Tax Expense. Income tax expense for the current eleven month period was $34.8 million compared to $35.6 million for the prior year eleven month period. The effective tax rate for the eleven months ended August 31, 2010 was 35.6%, compared to 36.9% for the prior year eleven month period. The difference in the effective tax rate between periods was primarily a result of a net decrease in nondeductible amounts associated with the ESOP in the current fiscal year, a reduction of unrecognized tax benefits due to the lapse of the statute of limitations during the first quarter of fiscal year 2010 and an increase in tax credits related to our low income housing partnerships.

Comparison of Operating Results for the Two Months Ended August 31, 2010 and 2009

Net Income. Net income for the two months ended August 31, 2010 was $10.6 million compared to $11.4 million for the same period in the prior year. The net interest margin decreased 15 basis points from 2.11% for the two months ended August 31, 2009 to 1.96% for the August 31, 2010 period. The decrease in the net interest margin was due to an increase in the average balance of interest-earning assets at lower yields compared to the two months ended August 31, 2009, partially offset by a decrease in the average cost of interest-earning liabilities.

Interest and Dividend Income. Total interest and dividend income for the current two month period was $60.2 million compared to $66.9 million for the same period in the prior year. The $6.7 million decrease was primarily a result of decreases in interest income on mortgage-backed securities of $4.7 million and loans receivable of $4.1 million, partially offset by an increase in interest income on investment securities of $2.0 million.

Interest income on loans receivable for the current two month period was $45.8 million compared to $49.9 million for the same period in the prior year. The $4.1 million decrease in interest income was due to a $281.7 million decrease in the average balance of loans and a decrease of 18 basis points in the weighted average yield to 5.19% for the current two month period.

Interest income on mortgage-backed securities for the current two month period was $10.4 million compared to $15.1 million for the same period in the prior year. The $4.7 million decrease was a result of a $477.8 million decrease in the average balance of the investment securities and a decrease of 43 basis points in the weighted average yield to 4.03% for the current two month period.

Interest income on investment securities for the current two month period was $3.2 million compared to $1.2 million for the same period in the prior year. The $2.0 million increase was primarily a result of an $809.3 million increase in the average balance of investment securities, partially offset by a decrease in the average yield of investment securities of 27 basis points to 1.64% for the current two month period.

Interest Expense. Interest expense decreased $5.1 million to $33.1 million for the current two month period from $38.2 million for the prior year period. The decrease in interest expense was primarily due to a decrease in interest expense on deposits and partially due to a decrease in interest expense on FHLB advances. Interest expense on deposits for the current two month period was $12.4 million compared $16.5 million for the prior year period. The $4.1 million decrease in interest expense on deposits was due to a decrease in the rates on the entire deposit portfolio, primarily the certificates of deposit and money market portfolios, due to the portfolios repricing to lower market rates. The decrease in interest expense was partially offset by a $161.5 million increase in the average balance of the deposit portfolio. Interest expense on FHLB advances for the two month period was $16.1 million compared to $16.9 million for the same period in the prior year.

Provision for Loan Losses. The Bank recorded a provision for loan losses of $180 thousand during the current two month period, compared to a provision of $340 thousand for the same period in the prior year. The $180 thousand provision for loan losses is primarily a result of increasing and establishing specific valuation allowances, primarily on purchased loans.

Other Income and Expense. Total other income was $5.0 million for the current two month period compared to $4.6 million for the prior year period. The $369 thousand increase was due primarily to a $609 thousand increase in net gain on loan sales, partially offset by a $297 thousand decrease in retail fees and charges, primarily due to Regulation E. Total other expenses for the current two month period were $15.3 million for the current two month period, compared to $14.9 million for the same period in the prior year.

Income Tax Expense. Income tax expense for the current two month period was $5.9 million compared to $6.7 million for the same period in the prior year. The effective tax rate for the current two month period was 36.0%, compared to 36.8% for the same period in the prior year.

September 30, 2010 Information

Net income for the fiscal year ended September 30, 2010 is expected to be slightly higher than fiscal 2009. For the fourth fiscal quarter ended September 30, 2010, the Company expects net income to be approximately 8% lower than the third fiscal quarter of 2010, primarily due to an increase in other expenses. The ratios of non-performing loans to total loans and non-performing assets to total assets are expected to remain generally consistent with June 30, 2010 levels.

SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA OF CFF AND SUBSIDIARY

The summary financial information presented below is derived in part from the consolidated financial statements of CFF and its subsidiary. The information at September 30, 2009 and 2008 and for the years ended September 30, 2009, 2008 and 2007 is derived in part from the audited consolidated financial statements of CFF that appear in this proxy statement/prospectus. The information at September 30, 2007, 2006 and 2005, and for the years ended September 30, 2006 and 2005, is derived in part from audited consolidated financial statements that do not appear in this proxy statement/prospectus. The operations data for the nine months ended June 30, 2010 and 2009 and the balance sheet data at June 30, 2010 were not audited. However, in the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results of operations for the unaudited periods have been made. The results of operations for the nine months ended June 30, 2010 are not necessarily indicative of the results of operations that may be expected for the entire fiscal year. The following information is only a summary and you should read it in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the Consolidated Financial Statements and notes thereto contained elsewhere in this proxy statement/prospectus.

Throughout this document, the average balances of our assets, liabilities and stockholders’ equity and the related annualized yields and rates on our interest-earning assets and interest-bearing liabilities are calculated using the arithmetic mean of ending daily balances over the periods indicated, with the exception of fiscal years 2005 through 2007 where the average balances for non-interest earning assets, non-interest bearing liabilities, and stockholders’ equity was calculated based upon month-end balances. We derived the average yields and rates by dividing income or expense by the average balance of interest-earning assets or interest-bearing liabilities, respectively, for the periods shown, except when noted.

	At June 30,	At September 30,				
	2010	2009	2008	2007	2006	2005
	(Dollars in thousands, except per share amounts)					
Selected Balance Sheet Data:						
Total assets	$8,543,357	$8,403,680	$8,055,249	$7,675,886	$8,199,073	$8,409,687
Loans receivable, net	5,316,172	5,603,965	5,320,780	5,290,071	5,221,117	5,464,130
Investment securities:						
Available-for-sale (AFS)	56,601	234,784	49,586	102,424	189,480	--
Held-to-maturity (HTM)	1,146,463	245,920	92,773	421,744	240,000	430,499
Mortgage-backed securities (MBS):						
Trading	--	--	--	--	396,904	--
AFS	1,106,815	1,389,211	1,484,055	402,686	556,248	737,638
HTM	513,808	603,256	750,284	1,011,585	1,131,634	1,407,616
Capital stock of Federal Home Loan Bank (FHLB)	136,055	133,064	124,406	139,661	165,130	182,259
Deposits	4,373,844	4,228,609	3,923,883	3,922,782	3,900,431	3,960,297
Advances from FHLB	2,396,637	2,392,570	2,447,129	2,732,183	3,268,705	3,426,465
Other borrowings	713,609	713,609	713,581	53,524	53,467	53,410
Stockholders' equity	960,000	941,298	871,216	867,631	863,219	865,063
Book value per share	13.09	12.85	11.93	11.88	11.89	11.91

	Nine Months Ended June 30,		Year Ended September 30,				
	2010	2009	2009				
	(Dollars and share counts in thousands, except per share amounts)						
Selected Operations Data:							
Total interest and dividend income	$284,079	$ 312,686	$412,786	$410,806	$411,550	$410,928	$400,107
Total interest expense	155,655	179,684	236,144	276,638	305,110	283,905	244,201
Net interest and dividend income	128,424	133,002	176,642	134,168	106,440	127,023	155,906
Provision (recovery) for loan losses	8,131	5,768	6,391	2,051	(225)	247	215
Net interest and dividend income after provision (recovery) for loan losses	120,293	127,234	170,251	132,117	106,665	126,776	155,691
Retail fees and charges	13,617	13,271	18,023	17,805	16,120	17,007	16,029
Other income	13,804	8,578	10,571	12,222	7,846	7,788	7,286
Total other income	27,421	21,849	28,594	30,027	23,966	24,795	23,315
Total other expenses	66,473	70,632	93,621	81,989	77,725	72,868	73,631
Income before income tax expense	81,241	78,451	105,224	80,155	52,906	78,703	105,375
Income tax expense	28,848	28,991	38,926	29,201	20,610	30,586	40,316

Net income	$52,393	$ 49,460	$66,298	$50,954	$32,296	$48,117	$65,059
Basic earnings per share	$0.72	$ 0.68	$0.91	$0.70	$0.44	$0.66	$0.90
Average shares outstanding	73,252	73,116	73,144	72,939	72,849	72,595	72,506
Diluted earnings per share	$0.72	$ 0.68	$0.91	$0.70	$0.44	$0.66	$0.89
Average diluted shares outstanding	73,273	73,190	73,208	73,013	72,970	72,854	73,082
Dividends paid per public share (1)	$1.79	$ 1.61	$2.11	$2.00	$2.09	$2.30	$2.00

(footnotes begin on next page)

	At or For the Nine Months Ended June 30, 2010		At or for the Year Ended September 30, 2009		2008		2007		2006		2005	
Selected Performance and Financial Ratios and Other Data:												
Performance Ratios:												
Return on average assets	0.83	%(2)	0.81	%	0.65	%	0.41	%	0.58	%	0.77	%
Return on average equity	7.33	(2)	7.27		5.86		3.72		5.58		7.62	
Dividend payout ratio	72.34		66.47		81.30		133.14		97.41		62.59	
Ratio of operating expense to average total assets	1.05	(2)	1.14		1.04		0.98		0.88		0.87	
Efficiency ratio(3)	42.65		45.62		49.93		59.60		48.03		41.19	
Ratio of average interest-earning assets to average interest-bearing liabilities	1.11	x	1.12	x	1.12	x	1.12	x	1.11	x	1.10	x
Interest rate spread information:												
Average during period	1.80	%(2)	1.86	%	1.35	%	0.93	%	1.19	%	1.59	%
End of period	1.82		1.89		1.70		0.89		1.07		1.46	
Net interest margin	2.09	(2)	2.20		1.75		1.36		1.57		1.87	
Asset Quality Ratios:												
Non-performing assets to total assets	0.47		0.46		0.23		0.12		0.10		0.08	
Non-performing loans to total loans	0.62		0.55		0.26		0.14		0.11		0.09	
Allowance for loan losses to non-performing loans	47.25		32.83		42.37		56.87		79.03		89.14	
Allowance for loan losses to loans receivable, net	0.29		0.18		0.11		0.08		0.08		0.08	
Net charge-offs during the period to average loans outstanding	0.05		0.04		*		*		*		*	
Capital Ratios:												
Equity to total assets at end of period (4)	11.24		11.20		10.82		11.30		10.53		10.29	
Average equity to average assets	11.29		11.08		11.05		10.91		10.47		10.05	
Regulatory Capital Ratios of Bank:												
Tangible equity	9.7		10.0		10.0		10.3		9.5		9.1	
Tier 1 (core) capital	9.7		10.0		10.0		10.3		9.5		9.1	
	23.2		23.2		23.1		22.9		22.6		21.3	

Tier 1 (core) risk-based capital						
Total risk-based capital	23.5	23.3	23.0	22.8	22.5	21.3
Other Data:						
Number of traditional offices	35	33	30	29	29	29
Number of in-store offices (5)	10	9	9	9	9	8

(1) For all periods shown, Capitol Federal Savings Bank MHC, which owns a majority of the outstanding shares of CFF common stock, waived its right to receive dividends paid on CFF common stock with the exception of the $0.50 per share dividend paid on 500,000 shares in February 2010 and 2005. Public shares exclude shares held by Capitol Federal Savings Bank MHC, as well as unallocated shares held in the employee stock ownership plan.
(2) Annualized.
(3) Non-interest expense divided by net interest and dividend income plus non-interest income.
(4) CFF has no intangible assets.
(5) Capitol Federal Savings Bank opened its 11th in-store office in September, 2010.

* Less than 0.01%

FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus contains forward looking statements which are made in good faith by us. These forward-looking statements include statements about our beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions that are subject to significant risks and uncertainties, and are subject to change based on various factors, some of which are beyond our control. The words may, could, should, would, believe, anticipate, estimate, expect, intend, plan and similar expressions are intended to identify forward-looking statements. The following factors, among others, could cause our future results to differ materially from the plans, objectives, goals, expectations, anticipations, estimates and intentions expressed in the forward-looking statements:

- our ability to continue to maintain overhead costs at reasonable levels;
- our ability to continue to originate a significant volume of one- to four-family mortgage loans in our market area;
- our ability to acquire funds from or invest funds in wholesale or secondary markets;
- the future earnings and capital levels of Capitol Federal Savings Bank, which could affect the ability of Capitol Federal Financial, Inc. to pay dividends in accordance with its dividend policies;
- fluctuations in deposit flows, loan demand, and/or real estate values, which may adversely affect our business;
- the credit risks of lending and investing activities, including changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of the allowance for loan losses;
- results of examinations of Capitol Federal Savings Bank by its primary regulator, the Office of Thrift Supervision, including the possibility that the Office of Thrift Supervision may, among other things, require Capitol Federal Savings Bank to increase its allowance for loan losses;
- the strength of the U.S. economy in general and the strength of the local economies in which we conduct operations;
- the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System;
- the effects of, and changes in, foreign and military policies of the United States government;
- inflation, interest rate, market and monetary fluctuations;
- our ability to access cost-effective funding;
- the timely development and acceptance of our new products and services and the perceived overall value of these products and services by users, including the features, pricing and quality compared to competitors' products and services;
- the willingness of users to substitute competitors' products and services for our products and services;
- our success in gaining regulatory approval of our products and services and branching locations, when required;
- the impact of changes in financial services laws and regulations, including laws concerning taxes, banking, securities and insurance and the impact of other governmental initiatives affecting the financial services industry;
- implementing business initiatives may be more difficult or expensive than anticipated;

technological changes;
acquisitions and dispositions;
changes in consumer spending and saving habits;
our success at managing the risks involved in our business; and
delays in the consummation of the conversion and offering.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. See “Risk Factors” beginning on page 18.

HOW WE INTEND TO USE THE PROCEEDS FROM THE OFFERING

Although we cannot determine what the actual net proceeds from the sale of the shares of common stock in the offering will be until the offering is completed, we anticipate that the aggregate net proceeds will be between $1.13 billion and $1.53 billion.

We intend to distribute the net proceeds from the stock offering as follows:

	Based Upon the Sale at $10.00 Per Share of					
	118,150,000 Shares		139,000,000 Shares		159,850,000 Shares	
	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds	Amount	Percent of Net Proceeds
	(Dollars in thousands)					
Offering proceeds	$ 1,181,500		$ 1,390,000		$ 1,598,500	
Less offering expenses	50,155		57,911		65,667	
Net offering proceeds	$ 1,131,345	100.0 %	$ 1,332,089	100.0 %	$ 1,532,833	100.0 %
Distribution of net proceeds:						
To Capitol Federal Savings Bank	$ 565,673	50.0 %	$ 666,045	50.0 %	$ 766,417	50.0 %
To fund the loan to employee stock ownership plan	47,260	4.2	55,600	4.2	63,940	4.2
To repay outstanding debentures	53,609	4.7	53,609	4.0	53,609	3.5
Cash contributed to foundation	40,000	3.5	40,000	3.0	40,000	2.6
Retained by Capitol Federal Financial, Inc.	$ 424,803	37.6 %	$ 516,835	38.8 %	$ 608,867	39.7 %

Payments for shares of common stock made through withdrawals from existing deposit accounts will not result in the receipt of new funds for investment but will result in a reduction of Capitol Federal Savings Bank's deposits. The net proceeds may vary because total expenses relating to the offering may be more or less than our estimates. For example, our expenses would increase if a larger percentage of shares than we have assumed are sold in the syndicated offering rather than in the subscription and community offerings.

Capitol Federal Financial, Inc. Intends to Use the Proceeds it Retains From the Offering:

- to pay cash dividends to stockholders;

- to repurchase shares of our common stock for, among other things, the funding of our stock-based incentive plan;
- to invest in securities;
- to finance, where opportunities are presented, the acquisition of financial institutions or other financial service companies primarily in, or adjacent to, our market areas, although we do not currently have any understandings or agreements regarding any specific acquisition transaction; and
- for other general corporate purposes.

As reflected in the table above, Capitol Federal Financial, Inc. also intends to fund a loan to the employee stock ownership plan to purchase shares of common stock in the offering, make a $40.0 million cash contribution to the Capitol Federal Foundation and repay outstanding debentures totaling $53.6 million. Initially, a substantial portion of the net proceeds will be invested in short-term investments and government agency backed mortgage-backed securities, as well as investment-grade debt obligations.

Under current Office of Thrift Supervision regulations, we may not repurchase shares of our common stock during the first year following the completion of the conversion, except to fund certain stock-based plans or, with prior regulatory approval, when extraordinary circumstances exist.

In analyzing acquisition opportunities, we will consider a number of factors, including potential stockholder value creation against other capital utilization strategies. Our primary focus will be institutions located within our current markets, as well as the surrounding states of Missouri, Oklahoma, Nebraska and Iowa. Within these geographies, we will target thrifts or banks with assets between $200 million and $4.0 billion located in markets with 50,000 residents or greater and institutions whose business models are similar to, or complement, our current business model. Within these same geographies, we will consider acquisitions of branches with core deposits, as well as FDIC acquisitions that we consider attractively structured, both from a franchise perspective and from a financial point of view.

The following strategic attributes will be focused on in determining the attractiveness of any opportunity: attractive market characteristics; core deposit makeup; capital base; similar or complementary asset makeup and product lines; similar or complementary social and cultural attributes; additive employee base; and an emphasis on growth through the enhancement of customer driven relationships. We will also consider: the credit risk, compliance risk and interest rate risk of any potential target; the pro forma capital impact of the acquisition on tangible common equity and regulatory ratios; the pro forma impact of the acquisition on our credit quality metrics; the impact of the acquisition on our tangible book value per share and earnings per share; the impact of the acquisition on our net interest margin; our blended funding costs and asset yields; and the pro forma impact of the transaction on our return metrics, including return on average equity, return on average assets and return on average common equity.

Capitol Federal Savings Bank Intends to Use the Net Proceeds it Receives From the Offering:

- to increase our emphasis on loan purchases, subject to underwriting standards and availability;
- to support internal growth through lending in the communities we serve;
- to enhance existing products and services and support the development of new products and services by investing, for example, in technology to support growth and enhanced customer service;
- to invest in securities;
- to finance the acquisition of branches from other financial institutions or build or lease new branch facilities primarily in, or adjacent to, the State of Kansas although we do not currently have any agreements or understandings regarding any specific acquisition transaction; and
- for other general corporate purposes.

Initially, a substantial portion of the net proceeds will be invested in short-term investments and government agency backed MBS, as well as investment-grade debt obligations. We also intend to purchase loan packages from nationwide lenders in the future that meet our underwriting standards for these types of loans. These standards include the full documentation of loans, owner-occupied properties only, combined loan-to-value ratios of 80% or less and credit scores of 700 or above. The maximum individual loan amount we will purchase is $1.0 million. We intend to avoid market areas that have traditionally underperformed and will look to those areas where there has been a low incidence of non-performing loans. We intend to buy loans originated in or prior to 2004 or after June 2008. Purchased loans that are seasoned will be required to be current for the last twelve months. We intend to purchase adjustable-rate loans, interest-only adjustable-rate loans that have been amortizing for more than twelve months, fifteen-year fixed-rate loans and will consider the purchase of thirty-year fixed-rate loans to the extent we remain in compliance with board established interest rate risk limits.

We may also purchase newly originated loans from nationwide lenders on a flow basis, whereby we review and underwrite each loan as it is originated. The loans will be underwritten according to Capitol Federal Savings Bank's underwriting standards for these types of loans. These standards include the full documentation of loans, owner-occupied properties only, credit scores of 680 or above for loan amounts of $417 thousand or less and 700 or above for loan amounts above $417 thousand, and a maximum individual loan amount of $1.0 million. Combined loan-to-value ratios on a purchase or rate/term refinance transaction are intended to be 95% or less and a cash out refinance transaction is intended to have a maximum loan-to-value ratio of 80%. Loans with a loan-to-value ratio greater than 80% will be required to have mortgage insurance. We intend to avoid market areas that have traditionally underperformed and will look to those areas where there has been a low incidence of non-performing loans. We intend to purchase adjustable-rate loans and fifteen-year fixed-rate loans and will consider the purchase of thirty-year fixed-rate loans to the extent we remain in compliance with board established interest rate risk limits.

The use of proceeds may change based on changes in interest rates, equity markets, laws and regulations affecting the financial services industry, our relative position in the financial services industry, the attractiveness of potential acquisitions and overall market conditions. Our business strategy for the deployment of the net proceeds raised in the offering is discussed in more detail in "Summary — Reasons for the Conversion and Offering."

Our return on equity may be relatively low unless and until we are able to effectively reinvest the additional capital raised in the offering, which may negatively affect the value of our common stock. See "Risk Factors — Our return on equity will initially be low compared to our historical performance. A lower return on equity may negatively impact the trading price of our common stock."

OUR POLICY REGARDING DIVIDENDS

CFF currently pays a quarterly cash dividend of $0.50 per share. CFF also pays a special annual dividend equal to 25% of the annual net income of CFF in excess of the total amount of dividends paid in the four regular quarterly dividends for the fiscal year. Following completion of the conversion, we intend to seek regulatory approval to pay a one-time, special dividend of $0.60 per share to all Capitol Federal Financial, Inc. stockholders. No assurances can be given as to whether or when such approval may be obtained. After the conversion, we also intend to continue to pay regular annual and special cash dividends each year. For the first two fiscal years we intend to pay 100% of our net income (exclusive of our contribution to the charitable foundation) in a combination of quarterly and special year-end dividends. It is currently anticipated that the quarterly dividend will be $0.075 per share, or a 3.0% annualized yield based on the $10.00 per share offering price. We expect that the timing of quarterly and year-end special dividend payments will be consistent with our current practice. The dividend rate and the continued payment of dividends also will depend on a number of factors, including our capital requirements, our financial condition and results of operations, tax considerations, statutory and regulatory limitations and general economic conditions. No assurance can be given that we will continue to pay dividends or that they will not be reduced or eliminated in the future.

Under the rules of the Office of Thrift Supervision, Capitol Federal Savings Bank will not be permitted to pay dividends on its capital stock to Capitol Federal Financial, Inc., its sole stockholder, if Capitol Federal Savings Bank's stockholder's equity would be reduced below the amount of the liquidation account established in connection with the conversion. In addition, Capitol Federal Savings Bank will not be permitted to make a capital distribution if, after making the distribution, it would be undercapitalized. See "Proposal 1—Approval of the Plan of Conversion and Reorganization — Liquidation Rights."

Capitol Federal Financial, Inc.'s ability to pay dividends will depend on net proceeds of the offering retained by us and earnings thereon, as well as dividends from Capitol Federal Savings Bank. Our payment of dividends will also be subject to state law limitations and the liquidation account established in connection with the conversion. Maryland law generally limits dividends to an amount equal to the excess of our capital surplus over payments that would be owed upon dissolution to stockholders whose preferential rights upon dissolution are superior to those receiving the dividend, and to an amount that would not make us insolvent.

Finally, pursuant to Office of Thrift Supervision regulations, during the three-year period following the conversion, we will not take any action to declare an extraordinary dividend to stockholders that would be treated by recipients as a tax-free return of capital for federal income tax purposes.

See "Selected Consolidated Financial and Other Data of CFF and Subsidiary" and "Market for the Common Stock" for information regarding our historical dividend payments.

MARKET FOR THE COMMON STOCK

CFF's common stock currently trades on the Nasdaq Global Select Market under the symbol CFFN. Upon completion of the offering, the shares of common stock of Capitol Federal Financial, Inc. will replace CFF's shares of common stock. We expect that Capitol Federal Financial, Inc.'s shares of common stock will trade on the Nasdaq Global Select Market under the trading symbol CFFND for a period of 20 trading days following the completion of the offering. Thereafter, the trading symbol will revert to CFFN. In order to list our common stock on the Nasdaq Global Select Market, we are required to have at least three broker-dealers who will make a market in our common stock. CFF currently has 21 registered market makers.

The following table sets forth the high and low trading prices for shares of CFF common stock and cash dividends paid per share for the periods indicated. As of June 30, 2010, there were 20,991,605 shares of CFF common stock issued and outstanding (excluding shares held by Capitol Federal Savings Bank MHC).

Year Ending September 30, 2011	High	Low	Dividend Paid Per Share
First quarter (through November 10, 2010)	$24.96	$23.16	$0.80

Year Ending September 30, 2010	High	Low	Dividend Paid Per Share
Fourth quarter	$34.10	$23.97	$0.50
Third quarter	38.49	31.16	0.50
Second quarter	38.20	30.76	0.50
First quarter	33.36	28.19	0.79

Year Ending September 30, 2009	High	Low	Dividend Paid Per Share
Fourth quarter	$39.29	$30.24	$0.50
Third quarter	44.93	34.91	0.50
Second quarter	45.77	33.02	0.50
First quarter	47.64	33.06	0.61

Year Ending September 30, 2008	High	Low	Dividend Paid Per Share
Fourth quarter	$51.56	$36.06	$0.50
Third quarter	41.45	36.82	0.50
Second quarter	38.60	27.63	0.50
First quarter	36.09	30.47	0.50

On May 5, 2010, the business day immediately preceding the public announcement of the conversion, the closing price of CFF common stock as reported on the Nasdaq Global Select Market was $37.08 per share. At November 8, 2010, the closing price of CFF's common stock was $23.49, and there were approximately 9,127 stockholders of record.

On the effective date of the conversion, all publicly held shares of CFF common stock, including shares held by our officers and directors, will be converted automatically into the right to receive a number of shares of Capitol Federal Financial, Inc. common stock determined pursuant to the exchange ratio. See “Summary — The Exchange of Existing Shares of CFF Common Stock.” The above table reflects actual prices and has not been adjusted to reflect the exchange ratio. Options to purchase shares of CFF common stock will be converted into options to purchase a number of shares of Capitol Federal Financial, Inc. common stock adjusted pursuant to the exchange ratio, for the same aggregate exercise price.

HISTORICAL AND PRO FORMA REGULATORY CAPITAL COMPLIANCE

At June 30, 2010, Capitol Federal Savings Bank exceeded all applicable regulatory capital requirements. The table below sets forth the historical equity capital and regulatory capital of Capitol Federal Savings Bank at June 30, 2010, and the pro forma regulatory capital of Capitol Federal Savings Bank, after giving effect to the sale of Capitol Federal Financial, Inc.'s shares of common stock at a $10.00 per share purchase price. The table assumes the receipt by Capitol Federal Savings Bank of 50% of the net proceeds. See "How We Intend to Use the Proceeds from the Offering."

	Capitol Federal Savings Bank Historical at June 30, 2010		Pro Forma at June 30, 2010 Based Upon the Sale at $10.00 Per Share					
			118,150,000 Shares		139,000,000 Shares		159,850,000 Shares	
	Amount	Percent of Assets(1)	Amount	Percent of Assets(1)	Amount	Percent of Assets(1)	Amount	Percent of Assets(1)
Equity capital	$ 861,481	10.06 %	$ 1,356,264	14.86 %	$ 1,444,126	15.65 %	$ 1,531,988	16.42 %
Core (leverage) capital(2)	$ 824,550	9.70%	$ 1,319,333	14.55 %	$ 1,407,195	15.35 %	$ 1,495,057	16.13 %
Core (leverage) requirement	425,131	5.00	453,414	5.00	458,433	5.00	463,451	5.00
Excess	$ 399,419	4.70 %	$ 865,919	9.55 %	$ 948,762	10.35 %	$ 1,031,606	11.13 %
Tier I risk-based capital(2)(3)	$ 824,550	23.24 %	$ 1,319,333	36.03 %	$ 1,407,195	38.22 %	$ 1,495,057	40.39 %
Tier I requirement	212,907	6.00	219,695	6.00	220,899	6.00	222,104	6.00
Excess	$ 611,643	17.24 %	$ 1,099,638	30.03 %	$ 1,186,296	32.22 %	$ 1,272,953	34.39 %
Total risk-based capital(2)(3)	$ 835,369	23.54 %	$ 1,330,152	36.33 %	$ 1,418,014	38.52 %	$ 1,505,876	40.68 %
Risk-based requirement	354,844	10.00	336,158	10.00	368,165	10.00	370,173	10.00
Excess	$ 480,525	13.54 %	$ 993,994	26.33 %	$ 1,049,849	28.52 %	$ 1,135,703	30.68 %
Reconciliation of capital infused into Capitol Federal Savings Bank:								
Net proceeds			$ 565,673		$ 666,045		$ 766,417	
Less:								
			(47,260)		(55,600)		(63,940)	

Common stock acquired by employee stock ownership plan			
Common stock acquired by stock based incentive plan	(23,630)	(27,800)	(31,970)
Pro forma increase in GAAP and regulatory capital(3)	$ 494,783	$ 582,645	$ 670,507

(1) Core capital levels are shown as a percentage of total adjusted assets. Risk-based capital levels are shown as a percentage of risk-weighted assets. Capital requirements of 5.0%, 6.0% and 10% for core (leverage), Tier I risk-based and Total risk-based capital reflect "well capitalized" status under prompt corrective action provisions.

(2) Pro forma capital levels assume that we fund the stock-based incentive plans with purchases in the open market equal to 2.0% of the shares of common stock sold in the stock offering at a price equal to the price for which the shares of common stock are sold in the stock offering, and that the employee stock ownership plan purchases 4.0% of the shares of common stock sold in the stock offering with funds we lend. Pro forma GAAP and regulatory capital have been reduced by the amount required to fund both of these plans. See "Management" for a discussion of the stock-based benefit plan and employee stock ownership plan.
(3) Pro forma amounts and percentages assume net proceeds are invested in assets that carry a 20% risk weighting.

CAPITALIZATION

The following table presents the historical consolidated capitalization of CFF at June 30, 2010 and the pro forma consolidated capitalization of Capitol Federal Financial, Inc. after giving effect to the offering, based upon the assumptions set forth in the "Pro Forma Data" section.

	CFF Historical at June 30, 2010	Capitol Federal Financial, Inc. $10.00 Per Share Pro Forma Based on the Sale of 118,150,000 Shares	139,000,000 Shares	159,850,000 Shares
		(Dollars in thousands)		
Deposits(1)	$ 4,373,844	$4,373,584	$4,373,584	$4,373,584
Borrowed funds	3,056,637	3,056,637	3,056,637	3,056,637
Debentures	53,609	--	--	--
Total deposits and borrowed funds	$ 7,484,090	$7,430,221	$7,430,221	$7,430,221
Stockholders' equity:				
Preferred stock, $0.01 par value, 100,000,000 shares authorized (post-conversion)(2)	$ --	$--	$--	$--
Common stock $0.01 par value, 1,400,000,000 shares authorized (post-conversion); shares to be issued as reflected(2)(3)	915	1,675	1,971	2,266
Paid-in capital(2)(3)	456,786	1,263,994	1,464,442	1,664,891
Retained earnings(4)	796,093	796,093	796,093	796,093
Accumulated other comprehensive income	36,433	36,433	36,433	36,433
Plus:				
Capitol Federal Savings Bank MHC capital contribution	--	289	289	289
Less:				
Treasury stock, at cost	(323,377)	--	--	--
After-tax expense of contribution to charitable foundation(5)	--	(24,672)	(24,672)	(24,672)
Common stock acquired by employee stock ownership plan (6)	(6,553)	(53,813)	(62,153)	(70,493)
Common stock acquired by the stock-based incentive plan(7)	(297)	(23,927)	(28,097)	(32,267)
Total stockholders' equity	$ 960,000	$1,996,072	$2,184,306	$2,372,540
Shares outstanding:				
Total shares outstanding	73,990,978	167,494,965	197,052,900	226,610,835
Exchange shares issued	--	49,344,965	58,052,900	66,760,835
Shares offered for sale	--	118,150,000	139,000,000	159,850,000
Total stockholders' equity as a percentage of total assets	11.24 %	20.95 %	22.49 %	23.96 %

(1) Does not reflect withdrawals from deposit accounts for the purchase of shares of common stock in the offering. These withdrawals would reduce pro forma deposits by the amount of the withdrawals. On a pro forma

basis, it also reflects a transfer to equity of $289 thousand from Capitol Federal Savings Bank MHC consisting of deposits held at Capitol Federal Savings Bank, Capitol Federal Savings Bank MHC net operating expenses, and tax benefits held by Capitol Federal Savings Bank MHC.

(2) CFF currently has 50,000,000 authorized shares of preferred stock and 450,000,000 authorized shares of common stock, par value $0.01 per share. On a pro forma basis, Capitol Federal Financial, Inc. common stock and additional paid-in capital have been revised to reflect the number of shares of Capitol Federal Financial, Inc. common stock to be outstanding, which is 167,494,965 shares, 197,052,900 shares and 226,610,835 shares at the minimum, midpoint and maximum of the offering range, respectively.

(3) No effect has been given to the issuance of additional shares of Capitol Federal Financial, Inc. common stock pursuant to stock options to be granted under a stock-based incentive plan. An amount up to 5.0% of the shares of Capitol Federal Financial, Inc. common stock sold in the offering may be reserved for issuance upon the exercise of options. No effect has been given to the exercise of options currently outstanding. See “Management - Benefits to be Considered Following Completion of the Conversion” and Note 10 of the Notes to Consolidated Financial Statements.

(4) The retained earnings of Capitol Federal Savings Bank will be substantially restricted after the conversion. See “Proposal 1- Approval of the Plan of Conversion and Reorganization -Liquidation Rights” and “Supervision and Regulation.”

(5) Represents the expense of the contribution to the charitable foundation based on a 38.32% tax rate. The realization of the deferred tax benefit is limited annually to a maximum deduction for charitable contributions equal to 10% of our annual taxable income, subject to our ability to carry forward for federal or state purposes any unused portion of the deduction for the five years following the year in which the contribution is made.

(6) Assumes that 4.0% of the shares sold in the offering will be acquired by the employee stock ownership plan financed by a loan from Capitol Federal Financial, Inc. The loan will have a term of 30 years and an interest rate equal to the prime rate as published in The Wall Street Journal, and will be repaid principally from Capitol Federal Savings Bank's contributions to the employee stock ownership plan. Since Capitol Federal Financial, Inc. will finance the employee stock ownership plan debt, this debt will be eliminated through consolidation and no liability will be reflected on Capitol Federal Financial, Inc.'s consolidated financial statements. Accordingly, the amount of shares of common stock acquired by the employee stock ownership plan is shown in this table as a reduction of total stockholders' equity.

(7) Assumes at the minimum, midpoint and maximum of the offering range that a number of shares of common stock equal to 2.0% of the shares of common stock to be sold in the offering will be purchased by the stock-based incentive plan in open market purchases. The stock-based incentive plan will be submitted to a vote of stockholders following the completion of the offering. The funds to be used by the stock-based incentive plan to purchase the shares will be provided by Capitol Federal Financial, Inc. The dollar amount of common stock to be purchased is based on the $10.00 per share offering price and represents unearned compensation. This amount does not reflect possible increases or decreases in the value of common stock relative to the price in the offering. As Capitol Federal Financial, Inc. accrues compensation expense to reflect the vesting of shares pursuant to the stock-based incentive plan, the credit to capital will be offset by a charge to operations. If the shares to fund the plan (restricted stock awards and stock options) are assumed to come from authorized but unissued shares of Capitol Federal Financial, Inc., the number of outstanding shares at the minimum, midpoint and maximum of the offering range would be 175,765,465, 206,782,900 and 237,800,335, respectively, total stockholders' equity would be $2.02 billion, $2.21 billion and $2.40 billion, respectively, and total stockholders' ownership in Capitol Federal Financial, Inc. would be diluted by approximately 4.71% at the maximum of the offering range.

PRO FORMA DATA

The following tables summarize historical data of CFF and pro forma data at and for the nine months ended June 30, 2010 and the year ended September 30, 2009. This information is based on assumptions set forth below and in the tables, and should not be used as a basis for projections of market value of the shares of common stock following the offering. Moreover, pro forma stockholders' equity per share does not give effect to the liquidation account to be established in the conversion or, in the unlikely event of a liquidation of Capitol Federal Savings Bank, the tax effect of the recapture of the bad debt reserve. See "Proposal 1 — Approval of the Plan of Conversion and Reorganization — Liquidation Rights."

The net proceeds in the tables are based upon the following assumptions:

(i) 20% of all shares of common stock will be sold in the community offering, including shares purchased by insiders and the employee stock ownership plan, with the remaining shares to be sold in the syndicated offering;

(ii) 164,500 shares of common stock will be purchased by our executive officers and directors and their associates;

(iii) our employee stock ownership plan will purchase 4.0% of the shares of common stock sold in the offering, which will be funded with a loan from Capitol Federal Financial, Inc. The loan will be repaid in substantially equal payments of principal and interest over a period of 30 years;

(iv) Sandler O'Neill & Partners, L.P. will receive a fee equal to 0.75% of the aggregate gross proceeds received on all shares of common stock sold in the community offering and Sandler O'Neill & Partners, L.P. and the co-managers will receive (a) a management fee of 1.00% of the aggregate dollar amount of the common stock sold in the syndicated offering and (b) a selling concession of 3.50% of the actual purchase price of each share of common stock sold in the syndicated offering. No fee will be paid with respect to shares of common stock purchased by our qualified and non-qualified employee stock benefit plans, or stock purchased by our officers, directors and employees and their immediate families; and

(v) total expenses of the offering, excluding the marketing fees to be paid to Sandler O'Neill & Partners, L.P., the co-managers and other broker-dealers, are estimated to be $6.2 million.

We calculated pro forma consolidated net income for the nine months ended June 30, 2010 and for the year ended September 30, 2009 as if the estimated net proceeds we received had been invested at the beginning of the period at an assumed interest rate of 1.79% (1.10% on an after-tax basis). This interest rate was calculated assuming that net proceeds are placed into a mix of assets yielding the 5-year Treasury yield prevailing as of June 30, 2010. We consider the resulting rate to reflect more accurately the pro forma reinvestment rate than an arithmetic average method in light of current market interest rates.

The pro forma tables give effect to the implementation of a new stock-based incentive plan. Subject to the receipt of stockholder approval, we have assumed that the stock-based incentive plan will acquire for restricted stock awards a number of shares of common stock equal to 2.0% of the shares of common stock sold in the stock offering at the same price for which they were sold in the stock offering. We assumed that all of the shares of common stock are granted under the plan in awards that vest over a five-year period.

As discussed under "How We Intend to Use the Proceeds from the Offering," we intend to contribute 50% of the net proceeds from the stock offering to Capitol Federal Savings Bank, and we will retain the remainder of the net proceeds from the stock offering. We will use a portion of the proceeds we retain for the purpose of making a loan to the employee stock ownership plan, to make the contribution to the charitable foundation and to repay outstanding debentures, and retain the rest of the proceeds for future use.

The pro forma table does not give effect to:

- withdrawals from deposit accounts for the purpose of purchasing shares of common stock in the stock offering;
- our results of operations after the stock offering; or
- changes in the market price of the shares of common stock after the stock offering.

The following pro forma information may not represent the financial effects of the stock offering at the date on which the stock offering actually occurs and you should not use the table to indicate future results of operations. Pro forma stockholders' equity represents the difference between the stated amount of our assets and liabilities, computed in accordance with accounting principles generally accepted in the United States of America (GAAP), and giving effect to the offering and conversion. We did not increase or decrease stockholders' equity to reflect the difference between the carrying value of loans and other assets and their market value. Pro forma stockholders' equity is not intended to represent the fair market value of the shares of common stock and may be different than the amounts that would be available for distribution to stockholders if we liquidated. Per share figures have been calculated based on shares of Capitol Federal Financial, Inc. common stock assumed to be issued and outstanding.

	At or for the Nine Months Ended June 30, 2010 Based Upon the Sale at $10.00 Per Share of		
	118,150,000 Shares	139,000,000 Shares	159,850,000 Shares
	(Dollars in thousands, except per share amounts)		
Gross proceeds of offering	$1,181,500	$1,390,000	$1,598,500
Market value of shares issued in the exchange	493,450	580,529	667,608
Pro forma market capitalization	$1,674,950	$1,970,529	$2,266,108
Gross proceeds of offering	$1,181,500	$1,390,000	$1,598,500
Less: Expenses	50,155	57,911	65,667
Estimated net proceeds	1,131,345	1,332,089	1,532,833
Less: Common stock purchased by employee stock ownership plan	(47,260)	(55,600)	(63,940)
Less: Cash contribution to charitable foundation	(40,000)	(40,000)	(40,000)
Less: Common stock purchased by the stock-based incentive plan	(23,630)	(27,800)	(31,970)
Estimated net proceeds, as adjusted	$1,020,455	$1,208,689	$1,396,923
For the Nine Months Ended June 30, 2010			
Consolidated net income:			
Historical	$52,393	$52,393	$52,393
Pro forma adjustments:			
Income on adjusted net proceeds	8,450	10,009	11,567
Employee stock ownership plan(1)	(729)	(857)	(986)
Shares granted under the stock-based incentive plan(2)	(2,186)	(2,572)	(2,958)
Options granted under the stock-based incentive plan(3)	(1,346)	(1,584)	(1,821)
Pro forma net income	$56,582	$57,389	$58,195
Net income per share(4):			
Historical	$0.33	$0.28	$0.24
Pro forma adjustments:			
Income on adjusted net proceeds	0.05	0.05	0.05
Employee stock ownership plan(1)	--	--	--
Shares granted under the stock-based incentive plan(2)	(0.01)	(0.01)	(0.01)
Options granted under the stock-based incentive plan(3)	(0.01)	(0.01)	(0.01)
Pro forma net income per share(4)(5)	$0.36	$0.31	$0.27
Offering price to pro forma net income per share (annualized)	21.43 x	25.00 x	27.78 x
Number of shares used in net income per share calculations(4)	161,189,374	189,634,557	218,079,741
At June 30, 2010			
Stockholders' equity:			
Historical	$960,000	$960,000	$960,000
Estimated net proceeds	1,131,345	1,332,089	1,532,833
Capitol Federal Savings Bank MHC capital contribution	289	289	289
Tax benefit of contribution to charitable foundation	15,328	15,328	15,328
Less: Common stock acquired by employee stock ownership plan(1)	(47,260)	(55,600)	(63,940)
	(23,630)	(27,800)	(31,970)

Less: Common stock acquired by the stock-based incentive plan(2)			
Less: Expense of contribution to charitable foundation	(40,000)	(40,000)	(40,000)
Pro forma stockholders' equity	$1,996,072	$2,184,306	$2,372,540
Stockholders' equity per share(6):			
Historical	$5.73	$4.87	$4.24
Estimated net proceeds	6.75	6.76	6.76
Capitol Federal Savings Bank MHC capital contribution	--	--	--
Tax benefit of contribution to charitable foundation	0.09	0.08	0.07
Less: Common stock acquired by employee stock ownership plan(1)	(0.28)	(0.28)	(0.28)
Less: Common stock acquired by the stock-based incentive plan(2)	(0.14)	(0.14)	(0.14)
Less: Expense of contribution to charitable foundation	(0.24)	(0.20)	(0.18)
Pro forma stockholders' equity per share(6)	$11.91	$11.09	$10.47
Offering price as percentage of pro forma stockholders' equity per share	83.89%	90.25%	95.51%
Number of shares outstanding for pro forma book value per share calculations(7)	167,494,965	197,052,900	226,610,835

(1) Assumes that 4.0% of shares of common stock sold in the offering will be purchased by the employee stock ownership plan. For purposes of this table, the funds used to acquire these shares are assumed to have been borrowed by the employee stock ownership plan from Capitol Federal Financial, Inc. The loan will have a term of 30 years and an interest rate equal to the prime rate as published in The Wall Street Journal. Capitol Federal Savings Bank intends to make annual contributions to the employee stock ownership plan in an amount at least equal to the required principal and interest payments on the debt. Capitol Federal Savings Bank's total annual payments on the employee stock ownership plan debt are based upon 30 equal annual installments of principal and interest. Current accounting guidance requires that an employer record compensation expense in an amount equal to the fair value of the shares committed to be released to employees. The pro forma adjustments assume that: (i) the employee stock ownership plan shares are allocated in equal annual installments based on the number of loan repayment installments assumed to be paid by Capitol Federal Savings Bank; (ii) the fair value of the common stock remains equal to the $10.00 offering price; and (iii) the employee stock ownership plan expense reflects an effective combined federal and state tax rate of 38.32%. The unallocated employee stock ownership plan shares are reflected as a reduction of stockholders' equity. No reinvestment is assumed on proceeds contributed to fund the employee stock ownership plan. The pro forma net income further assumes that 118,150, 139,000 and 159,850 shares were committed to be released during the period at the minimum, midpoint and maximum of the offering range, respectively, and that, in accordance with Accounting Standards Codification (ASC) 718, Compensation – Stock Compensation, only the employee stock ownership plan shares committed to be released during the period were considered outstanding for purposes of net income per share calculations.

(2) Gives effect to the grant of stock awards pursuant to the stock-based incentive plan expected to be adopted by Capitol Federal Financial, Inc. following the offering and presented to stockholders for approval not earlier than six months after the completion of the offering. We have assumed that at the minimum, midpoint and maximum of the offering range this plan acquires a number of shares of restricted common stock equal to 2.0% of the shares sold in the offering, either through open market purchases, from authorized but unissued shares of common stock or treasury stock of Capitol Federal Financial, Inc. Funds used by the stock-based incentive plan to purchase the shares of common stock will be contributed by Capitol Federal Financial, Inc. In calculating the pro forma effect of the stock-based incentive plan, it is assumed that the shares of common stock were acquired by the plan in open market purchases at the beginning of the period presented for a purchase price equal to the price for which the shares are sold in the offering, and that 15% of the amount contributed was an amortized expense (based upon a five-year vesting period) during the nine months ended June 30, 2010. There can be no assurance that the actual purchase price of the shares of common stock granted under the stock-based incentive plan will be equal to the $10.00 offering price. If shares are acquired from authorized but unissued shares of common stock or from treasury shares of Capitol Federal Financial, Inc., our net income per share and stockholders' equity per share may change. This will also have a dilutive effect of approximately 1.39% on the ownership interest of stockholders. The following table shows pro forma net income per share for the nine months ended June 30, 2010 and pro forma stockholders' equity per share at June 30, 2010, based on the sale of the number of shares indicated, assuming all the shares of common stock to fund the stock awards are obtained from authorized but unissued shares.

At or for the Nine Months Ended June, 2010	118,150,000	139,000,000	159,850,000
Pro forma net income per share	$ 0.35	$ 0.30	$ 0.26
Pro forma stockholders' equity per share	$ 11.89	$ 11.07	$ 10.46

(3) Gives effect to the granting of options pursuant to the stock-based incentive plan, which is expected to be adopted by Capitol Federal Financial, Inc. following the offering and presented to stockholders for approval not earlier than six months after the completion of the offering. We have assumed that options will be granted to acquire shares of common stock equal to 5.0% of the shares sold in the offering. In calculating the pro forma effect of the stock options, it is assumed that the exercise price of the stock options and the trading price of the stock at the date of grant were $10.00 per share, and the estimated grant-date fair value pursuant to the application of the Black-Scholes option pricing model was $1.68 for each option, which was determined using the Black-Scholes option pricing formula using the following assumptions: (i) the trading price on date of grant was $10.00 per share; (ii) exercise price is equal to the trading price on the date of grant; (iii) dividend yield of 3.0%; (iv) expected life of 10 years; (v) expected volatility of 18.12%; and (vi) risk-free interest rate of 2.97%. If the fair market value per share on the date of grant is different than $10.00, or if the assumptions used in the option pricing formula are different from those used in preparing this pro forma data, the value of options and the related expense recognized will be different. The aggregate grant date fair value of the stock options was amortized to expense on a straight-line basis over a five-year vesting period of the options. There can be no assurance that the actual exercise price of the stock options will be equal to the $10.00 price per share. If a portion of the shares to satisfy the exercise of options under the stock-based incentive plan is obtained from the issuance of authorized but unissued shares of common stock, our net income and stockholders' equity per share will decrease. This also will have a dilutive effect of up to 3.41% on the ownership interest of persons who purchase shares of common stock in the offering.

(4) The number of shares used to calculate pro forma net income per share is equal to the total number of shares to be outstanding upon completion of the offering minus the employee stock ownership plan shares which have not been committed for release during the respective periods in accordance with current accounting guidance. See footnote 1, above.

(5) The retained earnings of Capitol Federal Savings Bank will be substantially restricted after the conversion. See "Our Policy Regarding Dividends," "Proposal 1- Approval of the Plan of Conversion and Reorganization- Liquidation

Rights" and "Supervision and Regulation."

(6) Per share figures include publicly held shares of CFF common stock that will be exchanged for shares of Capitol Federal Financial, Inc. common stock in the conversion. Stockholders' equity per share calculations are based upon the sum of the (i) number of shares assumed to be sold in the offering; and (ii) shares to be issued in exchange for publicly held shares of CFF common stock.

(7) The number of shares used to calculate pro forma stockholders' equity per share is equal to the total number of shares to be outstanding upon completion of the offering.

	At or for the Year Ended September 30, 2009 Based Upon the Sale at $10.00 Per Share of		
	118,150,000 Shares	139,000,000 Shares	159,850,000 Shares
	(Dollars in thousands, except per share amounts)		
Gross proceeds of offering	$ 1,181,500	$ 1,390,000	$ 1,598,500
Market value of shares issued in the exchange	493,450	580,529	667,608
Pro forma market capitalization	$ 1,674,950	$ 1,970,529	$ 2,266,108
Gross proceeds of offering	$ 1,181,500	$ 1,390,000	$ 1,598,500
Less: Expenses	50,155	57,911	65,667
Estimated net proceeds	1,131,345	1,332,089	1,532,833
Less: Common stock purchased by employee stock ownership plan	(47,260)	(55,600)	(63,940)
Less: Cash contribution to the charitable foundation	(40,000)	(40,000)	(40,000)
Less: Common stock purchased by the stock-based incentive plan	(23,630)	(27,800)	(31,970)
Estimated net proceeds, as adjusted	$ 1,020,455	$ 1,208,689	$ 1,396,923
For the Year Ended September 30, 2009			
Consolidated net income:			
Historical	$ 66,298	$ 66,298	$ 66,298
Pro forma adjustments:			
Income on adjusted net proceeds	11,267	13,345	15,423
Employee stock ownership plan(1)	(972)	(1,143)	(1,315)
Shares granted under the stock-based incentive plan(2)	(2,915)	(3,429)	(3,944)
Options granted under the stock-based incentive plan(3)	(1,795)	(2,111)	(2,428)
Pro forma net income	$ 71,883	$ 72,960	$ 74,034
Net income per share(4):			
Historical	$ 0.41	$ 0.35	$ 0.30
Pro forma adjustments:			
Income on adjusted net proceeds	0.07	0.07	0.07
Employee stock ownership plan(1)	(0.01)	(0.01)	(0.01)
Shares granted under the stock-based incentive plan(2)	(0.02)	(0.02)	(0.02)
Options granted under the stock-based incentive plan(3)	(0.01)	(0.01)	(0.01)
Pro forma net income per share(4)(5)	$ 0.44	$ 0.38	$ 0.33
Offering price to pro forma net income per share	22.22 x	25.64 x	29.41 x
Number of shares used in net income per share calculations(4)	161,048,558	189,468,892	217,889,225
At September 30, 2009			
Stockholders' equity:			

Historical	$ 941,298	$ 941,298	$ 941,298
Estimated net proceeds	1,131,345	1,332,089	1,532,833
Capitol Federal Savings Bank MHC capital contribution	466	466	466
Tax benefit of contribution to charitable foundation	15,328	15,328	15,328
Less: Common stock acquired by employee stock ownership plan(1)	(47,260)	(55,600)	(63,940)
Less: Common stock acquired by the stock-based incentive plan(2)	(23,630)	(27,800)	(31,970)
Less: Expense of contribution to charitable foundation	(40,000)	(40,000)	(40,000)
Pro forma stockholders' equity	$ 1,977,547	$ 2,165,781	$ 2,354,015
Stockholders' equity per share(6):			
Historical	$ 5.62	$ 4.78	$ 4.15
Estimated net proceeds	6.75	6.76	6.76
Capitol Federal Savings Bank MHC capital contribution	--	--	--
Tax benefit of contribution to charitable foundation	0.09	0.08	0.07
Less: Common stock acquired by employee stock ownership plan(1)	(0.28)	(0.28)	(0.28)
Less: Common stock acquired by the stock-based incentive plan(2)	(0.14)	(0.14)	(0.14)
Less: Expense of contribution to charitable foundation	(0.24)	(0.20)	(0.18)
Pro forma stockholders' equity per share(6)	$ 11.80	$ 11.00	$ 10.38
Offering price as percentage of pro forma stockholders' equity per share	84.67 %	90.99 %	96.25 %
Number of shares outstanding for pro forma book value per share calculations(7)	167,494,965	197,052,900	226,610,835

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(1) Assumes that 4.0% of shares of common stock sold in the offering will be purchased by the employee stock ownership plan. For purposes of this table, the funds used to acquire these shares are assumed to have been borrowed by the employee stock ownership plan from Capitol Federal Financial, Inc. The loan will have a term of 30 years and an interest rate equal to the prime rate as published in The Wall Street Journal. Capitol Federal Savings Bank intends to make annual contributions to the employee stock ownership plan in an amount at least equal to the required principal and interest payments on the debt. Capitol Federal Savings Bank's total annual payments on the employee stock ownership plan debt are based upon 30 equal annual installments of principal and interest. Current accounting guidance requires that an employer record compensation expense in an amount equal to the fair value of the shares committed to be released to employees. The pro forma adjustments assume that: (i) the employee stock ownership plan shares are allocated in equal annual installments based on the number of loan repayment installments assumed to be paid by Capitol Federal Savings Bank; (ii) the fair value of the common stock remains equal to the $10.00 offering price; and (iii) the employee stock ownership plan expense reflects an effective combined federal and state tax rate of 38.32%. The unallocated employee stock ownership plan shares are reflected as a reduction of stockholders' equity. No reinvestment is assumed on proceeds contributed to fund the employee stock ownership plan. The pro forma net income further assumes that 157,533, 185,333 and 213,133 shares were committed to be released during the period at the minimum, midpoint and maximum of the offering

range, respectively, and that, in accordance with ASC 718, only the employee stock ownership plan shares committed to be released during the period were considered outstanding for purposes of net income per share calculations.

(2) Gives effect to the grant of stock awards pursuant to the stock-based incentive plan expected to be adopted by Capitol Federal Financial, Inc. following the offering and presented to stockholders for approval not earlier than six months after the completion of the offering. We have assumed that at the minimum, midpoint and maximum of the offering range this plan acquires a number of shares of restricted common stock equal to 2.0% of the shares sold in the offering, either through open market purchases, from authorized but unissued shares of common stock or treasury stock of Capitol Federal Financial, Inc. Funds used by the stock-based incentive plan to purchase the shares of common stock will be contributed by Capitol Federal Financial, Inc. In calculating the pro forma effect of the stock-based incentive plan, it is assumed that the shares of common stock were acquired by the plan in open market purchases at the beginning of the period presented for a purchase price equal to the price for which the shares are sold in the offering, and that 20% of the amount contributed was an amortized expense (based upon a five-year vesting period) during the year ended September 30, 2009. There can be no assurance that the actual purchase price of the shares of common stock granted under the stock-based incentive plan will be equal to the $10.00 offering price. If shares are acquired from authorized but unissued shares of common stock or from treasury shares of Capitol Federal Financial, Inc., our net income per share and stockholders' equity per share may change. This will also have a dilutive effect of approximately 1.39% (at the maximum of the offering range) on the ownership interest of stockholders. The following table shows pro forma net income per share for the year ended September 30, 2009 and pro forma stockholders' equity per share at September 30, 2009, based on the sale of the number of shares indicated, assuming all the shares of common stock to fund the stock awards are obtained from authorized but unissued shares.

At or for the Year Ended September 30, 2009	118,150,000	139,000,000	159,850,000
Pro forma net income per share	$ 0.44	$ 0.38	$ 0.34
Pro forma stockholders' equity per share	$ 11.78	$ 10.98	$ 10.38

(3) Gives effect to the granting of options pursuant to the stock-based incentive plan, which is expected to be adopted by Capitol Federal Financial, Inc. following the offering and presented to stockholders for approval not earlier than six months after the completion of the offering. We have assumed that options will be granted to acquire shares of common stock equal to 5.0% of the shares sold in the offering. In calculating the pro forma effect of the stock options, it is assumed that the exercise price of the stock options and the trading price of the stock at the date of grant were $10.00 per share, and the estimated grant-date fair value pursuant to the application of the Black-Scholes option pricing model was $1.68 for each option, which was determined using the Black-Scholes option pricing formula using the following assumptions: (i) the trading price on date of grant was $10.00 per share; (ii) exercise price is equal to the trading price on the date of grant; (iii) dividend yield of 3.0%; (iv) expected life of 10 years; (v) expected volatility of 18.12%; and (vi) risk-free interest rate of 2.97%. If the fair market value per share on the date of grant is different than $10.00, or if the assumptions used in the option pricing formula are different from those used in preparing this pro forma data, the value of options and the related expense recognized will be different. The aggregate grant date fair value of the stock options was amortized to expense on a straight-line basis over a five-year vesting period of the options. There can be no assurance that the actual exercise price of the stock options will be equal to the $10.00 price per share. If a portion of the shares to satisfy the exercise of options under the stock-based incentive plan is obtained from the issuance of authorized but unissued shares of common stock, our net income and stockholders' equity per share will decrease. This also will have a dilutive effect of up to 3.41% on the ownership interest of persons who purchase shares of common stock in the offering.

(4) The number of shares used to calculate pro forma net income per share is equal to the total number of shares to be outstanding upon completion of the offering minus the employee stock ownership plan shares which have not been committed for release during the respective periods in accordance with current accounting guidance. See footnote 1, above.

(5) The retained earnings of Capitol Federal Savings Bank will be substantially restricted after the conversion. See "Our Policy Regarding Dividends," "Proposal 1- Approval of the Plan of Conversion and Reorganization- Liquidation

Rights" and "Supervision and Regulation."

(6) Per share figures include publicly held shares of CFF common stock that will be exchanged for shares of Capitol Federal Financial, Inc. common stock in the conversion. Stockholders' equity per share calculations are based upon the sum of the (i) number of shares assumed to be sold in the offering; (ii) shares to be issued in exchange for publicly held shares of CFF common stock.

(7) The number of shares used to calculate pro forma stockholders' equity per share is equal to the total number of shares to be outstanding upon completion of the offering.

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

Executive Summary

The following summary should be read in conjunction with our Management's Discussion and Analysis of Financial Condition and Results of Operations in its entirety.

Our principal business consists of attracting deposits from the general public and investing those funds primarily in permanent loans secured by first mortgages on owner-occupied, one- to four-family residences. To a much lesser extent, we also originate home equity and other consumer loans, loans secured by first mortgages on non-owner-occupied one- to four-family residences and commercial properties, construction loans secured by one- to four-family residences, commercial real estate loans, and multi-family real estate loans. While our primary business is the origination of one- to four-family loans funded through retail deposits, we also purchase whole loans and invest in certain investment securities and mortgage backed securities (which we call MBS), and use Federal Home Loan Bank (FHLB) advances, repurchase agreements and other borrowings as additional funding sources.

CFF is significantly affected by prevailing economic conditions, including federal monetary and fiscal policies and federal regulation of financial institutions. Deposit balances are influenced by a number of factors, including interest rates paid on competing personal investment products, the level of personal income, and the personal rate of savings within our market areas. Lending activities are influenced by the demand for housing and other loans, changing loan underwriting guidelines, as well as interest rate pricing competition from other lending institutions. The primary sources of funds for lending activities include deposits, loan repayments, investment income, borrowings, and funds provided from operations.

CFF's results of operations are primarily dependent on net interest income, which is the difference between the interest earned on loans, MBS, investment securities and cash, and the interest paid on deposits and borrowings. On a weekly basis, management reviews deposit flows, loan demand, cash levels, and changes in several market rates to assess all pricing strategies. We generally price our loan and deposit products based upon an analysis of our competition and changes in market rates. Capitol Federal Savings Bank generally prices its first mortgage loan products based on secondary market and competitor pricing. Generally, deposit pricing is based upon a survey of competitors in Capitol Federal Savings Bank's market areas, and the need to attract funding and retain maturing deposits. The majority of our loans are fixed-rate products with maturities up to 30 years, while the majority of our deposits have maturity or repricing dates of less than two years.

During the first nine months of fiscal year 2010, the economy began to show signs of recovery, as evidenced by increases in consumer spending and the stabilization of the labor market, the housing sector, and financial markets. However, unemployment levels remained elevated and unemployment periods prolonged, housing prices remained depressed and demand for housing was weak, due to distressed sales and tightened lending standards. In an effort to support mortgage lending and housing market recovery, and to help improve credit conditions overall, the Federal Open Market Committee of the Federal Reserve has maintained the overnight lending rate between zero and 25 basis points since December 2008.

Non-performing loans increased $2.3 million from $30.9 million at September 30, 2009 to $33.2 million at June 30, 2010. The balance of non-performing loans continues to remain at historically high levels due to the continued elevated level of unemployment coupled with the decline in real estate values, particularly in some of the states in which we have purchased loans. Despite the current economic operating environment and some deterioration in our portfolio, particularly the purchased loan portfolio, we believe that our overall credit quality continued to compare favorably to the industry and our peers. Capitol Federal Savings Bank recorded a provision for loan losses of $1.8

million during the quarter ended June 30, 2010, resulting in a provision for loan losses of $8.1 million fiscal year-to-date. The $1.8 million recorded during the quarter ended June 30, 2010 was primarily due to specific valuation allowances ("SVAs") on purchased loans as a result of receiving updated real estate valuations during the quarter.

Net income for the nine months ended June 30, 2010 was $52.4 million compared to $49.5 million for the same period in the prior fiscal year. The $2.9 million increase in net income between periods was primarily a result of a $6.5 million gain on sale of securities and a $2.8 million decrease in other expenses, net, partially offset by a decrease in net interest income of $4.6 million and an increase in the provision for loan losses of $2.4 million. The gain on securities resulted from the sale of trading MBS in conjunction with the loan swap transaction during the December 31, 2009 quarter. The proceeds from the sale were primarily reinvested into the investment securities portfolio. The decrease in other expenses, net was primarily due to the prior year nine month period including $1.6 million of impairments and valuation allowances related to our mortgage servicing rights ("MSRs") assets compared to a recovery of $670 thousand in the current year nine month period. The decrease in net interest income was primarily due to a $19.5 million decrease in interest income on MBS and a $17.1 million decrease in interest income on loans receivable, partially offset by a $15.2 million decrease in interest expense on the deposit portfolio, primarily on the certificate of deposit portfolio, an $8.0 million decrease in interest expense on FHLB advances and a $7.3 million increase in interest income on investment securities.

CFF recognized net income of $66.3 million for the fiscal year ended September 30, 2009, compared to net income of $51.0 million for the fiscal year ended September 30, 2008. The increase in net income between the periods was primarily due to a decrease of $40.5 million in interest expense, partially offset by a $9.7 million increase in income tax expense due to higher pre-tax income, an increase of $6.8 million in Federal Deposit Insurance Corporation (FDIC) insurance premium expense and an increase of $4.3 million in the provision for loan losses. Capitol Federal Savings Bank's overall cost of funds decreased during fiscal year 2009 due primarily to a reduction in the rate of our certificate of deposit and money market portfolios as a result of lower short-term market rates and our FHLB advances due to the refinancing of $875.0 million of advances. The increase in FDIC premium expense was a result of an increase in deposit insurance premiums and a special assessment at June 30, 2009. The $4.3 million increase in the provision for loan losses reflected an increase in specific valuation allowances on purchased loans, an increase in the balance of non-performing purchased loans, an increase in general valuation allowances primarily related to purchased loans 30 to 89 days delinquent, and an increase in charge-offs, also primarily related to purchased loans. See "– Critical Accounting Policies – Allowance for Loan Losses" and "Business of CFF – Asset Quality."

During the nine months ended June 30, 2010, Capitol Federal Savings Bank swapped $194.8 million of originated fixed-rate mortgage loans with FHLMC for trading MBS. The trading MBS were sold at a gain of $6.5 million and the proceeds were reinvested into assets with an average life shorter than that of Capitol Federal Savings Bank's remaining assets in an effort to reduce future interest rate risk sensitivity that could occur as a result of the high volume of refinances and modifications and likely increases in interest rates.

Total assets increased $139.7 million, from $8.40 billion at September 30, 2009 to $8.54 billion at June 30, 2010, due primarily to growth in the deposit portfolio, which was used to fund investment security purchases. During the quarter ended June 30, 2010, Capitol Federal Savings Bank prepaid $200.0 million of fixed-rate FHLB advances with a weighted average contractual rate of 4.63%. The prepaid advances were replaced with $200.0 million of fixed-rate FHLB advances with a weighted average contractual interest rate of 3.17% and a term of 84 months. Capitol Federal Savings Bank paid an $875 thousand prepayment penalty to the FHLB as a result of prepaying the FHLB advances, which was deferred as an adjustment to the carrying value of the new advances, effectively increasing the interest rate on the new advances 7 basis points to 3.24%.

Total assets increased $348.4 million from $8.06 billion at September 30, 2008 to $8.40 billion at September 30, 2009. The increase in assets was primarily attributable to a $283.2 million increase in loans receivable, substantially due to loan purchases, which was primarily funded by deposit growth. Deposits increased from $3.92 billion at September 30, 2008 to $4.23 billion at September 30, 2009. The $304.7 million increase was primarily in the certificate of deposit and money market portfolios. We believe the turmoil in the credit and equity markets has made deposit products in well-capitalized financial institutions, like Capitol Federal Savings Bank, desirable for many customers. Households have increased their personal savings rate which we believe has also contributed to our growth in deposits.

Capitol Federal Savings Bank has opened three new branches in our Kansas City, Missouri market area and a new branch in the Wichita market area since the beginning of fiscal year 2010. Capitol Federal Savings Bank continues to consider expansion opportunities in all of its market areas.

Critical Accounting Policies

Our most critical accounting policies are the methodologies used to determine the allowance for loan losses (ALLL), other-than-temporary declines in the value of securities and fair value measurements. These policies are important to the presentation of our financial condition and results of operations, involve a high degree of complexity, and require management to make difficult and subjective judgments that may require assumptions or estimates about highly uncertain matters. The use of different judgments, assumptions, and estimates could cause reported results to differ materially. These critical accounting policies and their application are reviewed at least annually by our audit committee. The following is a description of our critical accounting policies and an explanation of the methods and assumptions underlying their application.

Allowance for Loan Losses. Management maintains an ALLL to absorb known and inherent losses in the loan portfolio based upon ongoing quarterly assessments of the loan portfolio. Our methodology for assessing the appropriateness of the ALLL consists of a formula analysis for general valuation allowances and specific valuation allowances for identified problem loans and impaired loans. The ALLL is maintained through provisions for loan losses which are charged to income. The methodology for determining the ALLL is considered a critical accounting policy by management because of the high degree of judgment involved, the subjectivity of the assumptions used, and the potential for changes in the economic environment that could result in changes to the amount of the recorded ALLL.

Our primary lending emphasis is the origination and purchase of one- to four-family mortgage loans on residential properties and, to a lesser extent, home equity and second mortgages on one- to four-family residential properties, resulting in a loan concentration in residential first mortgage loans. As a result of our lending practices, we also have a concentration of loans secured by real property located primarily in Kansas and Missouri. At June 30, 2010, approximately 70% and 15% of Capitol Federal Savings Bank's loans were secured by real property located in Kansas and Missouri, respectively. Based on the composition of our loan portfolio, we believe the primary risks inherent in our portfolio are the continued weakened economic conditions due to the recent U.S. recession, continued high levels of unemployment or underemployment, the potential for rising mortgage interest rates in the markets we lend in and a continuing decline in real estate values. Any one or a combination of these events may adversely affect borrowers' ability to repay their loans, resulting in increased delinquencies, non-performing assets, loan losses and future levels of loan loss provisions. Although management believes that Capitol Federal Savings Bank has established and maintained the ALLL at appropriate levels, additions may be necessary if future economic and other conditions differ substantially from the current operating environment.

Management considers quantitative and qualitative factors when determining the appropriateness of the ALLL. Such factors include changes in underwriting standards, the trend and composition of delinquent and non-performing loans, results of foreclosed property and short sale transactions, historical charge-offs, the current status and trends of local and national economies, specifically levels of unemployment, changes in mortgage interest rates and loan portfolio growth and concentrations. Since our loan portfolio is primarily concentrated in one- to four-family real estate, we monitor one- to four-family real estate market value trends in our local market areas and geographic sections of the U.S. by reference to various industry and market reports, economic releases and surveys, and our general and specific knowledge of the real estate markets in which we lend, in order to determine what impact, if any, such trends may have on the level of our ALLL. We also use ratio analyses as a supplemental tool for evaluating the overall reasonableness of the ALLL. We consider the observed trends in the ratios, taking into consideration the composition of our loan portfolio compared to our peers, in combination with our historical loss experience. We also review the actual performance and charge-off history of our portfolio and compare that to our previously determined allowance coverage percentages and specific valuation allowances. In addition, the Office of Thrift Supervision reviews the adequacy of CFF's ALLL during its examination process. We consider any comments from the Office of Thrift Supervision when assessing the appropriateness of our ALLL. Reviewing these quantitative and qualitative factors assists management in evaluating the overall reasonableness of the ALLL and whether changes need to be made to our assumptions. Our ALLL methodology is applied in a consistent manner; however, the methodology can be modified in response to changing conditions.

Each quarter, the loan portfolio is segregated into categories in the formula analysis based on certain risk characteristics such as loan type (one- to four-family, multi-family, etc.), interest payments (fixed-rate, adjustable-rate), loan source (originated or purchased), loan-to-value ratios, borrower's credit score and payment status (i.e. current or number of days delinquent). Consumer loans, such as second mortgages and home equity lines of credit, with the same underlying collateral as a one- to four-family loan are combined with the one- to four-family loan in the formula analysis to calculate a combined loan-to-value ratio. Loss factors are assigned to each category in the formula analysis based on management's assessment of the potential risk inherent in each category. The greater the risks associated with a particular category, the higher the loss factor. Loss factors increase as individual loans become classified or delinquent, the foreclosure process begins or as economic and market conditions and trends warrant. All loans that are not impaired are included in a formula analysis. Impaired loans are defined as non-accrual loans and troubled debt restructurings (TDRs) that have not been performing under the restructured terms for 12 consecutive months.

The loss factors applied in the formula analysis are reviewed quarterly by management to assess whether the factors adequately cover probable and estimable losses inherent in the loan portfolio. The review considers such qualitative and quantitative factors as the trends and composition of delinquent and non-performing loans, the results of foreclosed property and short sale transactions, and the status and trends of the local and national economies and housing markets. Our ALLL methodology permits modifications to any loss factor used in the computation of the formula analysis in the event that, in management's judgment, significant factors which affect the collectability of the portfolio or any category of the loan portfolio, as of the evaluation date, are not reflected in the current loss factors. Management's evaluation of the qualitative factors with respect to these conditions is subject to a higher degree of uncertainty because they are not identified with a specific problem loan or portfolio segments. During fiscal year 2010, management adjusted certain factors in the formula analysis to account for lingering negative economic conditions and the relatively recent loss experience on our purchased loan portfolio. If our future loss experience requires additional increases in our loss factors, this may result in increased levels of loan loss provisions.

Specific valuation allowances are established in connection with individual loan reviews of specifically identified problem and impaired loans. Since the majority of our loan portfolio is composed of one- to four-family real estate, determining the estimated fair value of the underlying collateral is critical in evaluating the amount of specific valuations required for problem and impaired loans. Estimated fair value of the underlying collateral is based on current appraisals, real estate broker values or listing prices. It can take several months for a loan to work through the foreclosure process. For purchased loans, the estimated fair values received from servicers when a loan becomes 90 days delinquent is not always an accurate representation of the fair value once the collateral has been sold, due to the continued decline in real estate values between the two points in time. To account for the declines in fair value on purchased loans, management applies a market value adjustment to non-performing purchased loans to more accurately estimate the fair values of the underlying collateral. The adjustments are determined based on the geographic location of the underlying collateral, recent losses recognized on foreclosed property and short sale transactions and trends of non-performing purchased loans entering foreclosure in the various geographic areas. Commencing with the quarter ended March 31, 2010, management replaced the market value adjustments generally applied to purchased loans greater than 90 days delinquent with property-specific adjustments obtained from either automated valuation models or broker price opinions. Due to the relatively stable home values in Kansas and Missouri, we do not obtain new collateral values on originated loans until they enter foreclosure. Specific valuation allowances are established if the adjusted estimated fair value, less estimated selling costs, is less than the current loan balance.

Loans with an outstanding balance of $1.5 million or more are individually reviewed annually if secured by property in one of the following categories: multi-family (five or more units) property, unimproved land, other improved commercial property, acquisition and development of land projects, developed building lots, office building, single-use building, or retail building. Specific valuation allowances are established if the individual loan review determines a quantifiable impairment.

Assessing the adequacy of the allowance for loan losses is inherently subjective. Actual results could differ from our estimates as a result of changes in economic or market conditions. Changes in estimates could result in a material change in the allowance for loan losses. In the opinion of management, the allowance for loan losses, when taken as a whole, is adequate to absorb reasonable estimated losses inherent in our loan portfolio. However, future adjustments may be necessary if portfolio performance or economic or market conditions differ substantially from the conditions that existed at the time of the initial determinations.

Securities Impairment. Management monitors the securities portfolio for other-than-temporary impairments (OTTI) on an ongoing basis and performs a formal review quarterly. The process involves monitoring market events and other items that could impact issuers' ability to perform. The evaluation includes, but is not limited to such factors as: the nature of the investment, the length of time the security has had a fair value less than the amortized cost basis, the cause(s) and severity of the loss, expectation of an anticipated recovery period, recent events specific to the issuer or industry, including the issuer's financial condition and the current ability to make future payments in a timely manner, external credit ratings and recent downgrades in such ratings, CFF's intent to sell and whether it is more likely than not CFF would be required to sell prior to recovery for debt securities.

Management determines whether OTTI losses should be recognized for impaired securities by assessing all known facts and circumstances surrounding the securities. If CFF intends to sell an impaired security or if it is more likely than not that CFF will be required to sell an impaired security before recovery of its amortized cost basis, an OTTI will be recognized and the difference between amortized cost and fair value will be recognized as a loss in earnings. At June 30, 2010, no securities had been identified as other-than-temporarily impaired.

Fair Value Measurements. CFF uses fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures, per the provisions of ASC 820, Fair Value Measurements and Disclosures. In accordance with ASC 820, CFF groups its assets at fair value in three levels, based on the markets in which the assets are traded and the reliability of the underlying assumptions used to determine fair value, with Level 1 (quoted prices for identical assets in an active market) being considered the most reliable, and Level 3 having the most unobservable inputs and therefore being considered the least reliable. CFF bases its fair values on the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. As required by ASC 820, CFF maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. CFF did not have any liabilities that were measured at fair value at June 30, 2010.

CFF's AFS securities are our most significant assets measured at fair value on a recurring basis. Changes in the fair value of AFS securities are recorded, net of tax, in accumulated other comprehensive income, which is a component of stockholders' equity. The fair values for all AFS securities are obtained from independent nationally recognized pricing services. Various modeling techniques are used to determine pricing for CFF's securities, including option pricing and discounted cash flow models. The inputs to these models may include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers and reference data. There are some AFS securities in the AFS portfolio that have significant unobservable inputs requiring the independent pricing services to use some judgment in pricing the related securities. These AFS securities are classified as Level 3. All other AFS securities are classified as Level 2.

Loans receivable and real estate owned (REO) are CFF's significant assets measured at fair value on a non-recurring basis. These non-recurring fair value adjustments involve the application of lower-of-cost-or-fair value accounting or write-downs of individual assets. Fair value for these assets is estimated using current appraisals, automated valuation models, broker price opinions, or listing prices. Fair values may be adjusted by management to reflect current economic and market conditions and, as such, are classified as Level 3.

Recent Accounting Pronouncements. For a discussion of Recent Accounting Pronouncements, see "Notes to Consolidated Financial Statements - Note 1- Summary of Significant Accounting Policies."

Management Strategy

We are a retail-oriented financial institution dedicated to serving the needs of customers in our market areas. Our commitment is to provide qualified borrowers the broadest possible access to home ownership through our mortgage lending programs and to offer a complete set of personal banking products and services to our customers. We strive to enhance stockholder value while maintaining a strong capital position. To achieve these goals, we focus on the following strategies:

Residential Portfolio Lending. We are one of the largest originators of one- to four-family loans in the state of Kansas. We have primarily originated these loans for our own portfolio, rather than for sale, and generally we service the loans we originate. We provide retail customers with alternatives for their borrowing needs by offering both fixed- and adjustable-rate products with various terms to maturity and pricing alternatives. We offer special programs to individuals who may be first time home buyers, have low or moderate incomes or may have certain credit risk concerns in order to maximize our ability to deliver home ownership opportunities. Through our marketing efforts that reflect our reputation and pricing, and strong relationships with real estate agents, we attract mortgage loan business from walk-in customers, customers that apply online, and existing customers. We also purchase from correspondent lenders one- to four-family loans secured by property primarily located within our market areas and select market areas in Missouri as well as one- to four-family loans from nationwide lenders. Following completion of this offering, we intend to increase our emphasis on purchased one- to four-family loans that meet our underwriting standards.

Retail Financial Services. We offer a wide array of deposit products and retail services for our customers. These products include checking, savings, money market, certificates of deposit and retirement accounts. These products and services are provided through a branch network of 46 locations, which include traditional branch and retail store locations, our call center which operates on extended hours, telephone bill payment services and Internet-based transaction services.

Cost Control. We generally are very effective at controlling our costs of operations. By using technology, we are able to centralize our lending and deposit support functions for efficient processing. We have located our branches to serve a broad range of customers through relatively few branch locations. Our average deposit base per traditional branch at June 30, 2010, September 30, 2009 and 2008 was approximately $113.9 million, $117.5 million and $119.5 million, respectively. This large average deposit base per branch helps to control costs. Our one- to four-family lending strategy and our effective management of credit risk allows us to service a large portfolio of loans at efficient levels because it costs less to service a portfolio of performing loans. For the nine months ended June 30, 2010, our efficiency ratio was 42.65%.

Asset Quality. We utilize underwriting standards for our lending products that are designed to limit our exposure to credit risk, and we have a portfolio of predominately one- to four-family loans. At June 30, 2010, our ratio of non-performing assets to total assets was 0.47%. See “Business of CFF — Asset Quality.”

Capital Position. Our policy has always been to protect the safety and soundness of Capitol Federal Savings Bank through conservative credit and operational risk management, balance sheet strength, and sound operations. The end result of these activities is a capital ratio in excess of the well-capitalized standards set by the Office of Thrift Supervision. We believe that maintaining a strong capital position safeguards the long-term interests of Capitol Federal Savings Bank, CFF and our stockholders.

Stockholder Value. We strive to enhance stockholder value while maintaining a strong capital position. One way that we continue to provide returns to stockholders is through our dividend payments. Total dividends declared and paid during the nine months ended June 30, 2010 were $1.79 per public share, which consisted of the regular quarterly dividends of $0.50 per public share and a special year-end dividend of $0.29 per public share. Total dividends declared and paid during fiscal year 2009 were $2.11 per public share. CFF’s cash dividend payout policy is reviewed quarterly by management and the Board of Directors, and the ability to pay dividends under the policy depends upon a number of factors, including CFF’s financial condition and results of operations, Capitol Federal Savings Bank’s regulatory capital requirements, regulatory limitations on Capitol Federal Savings Bank’s ability to make capital distributions to CFF and the amount of cash at the holding company. It is the Board of Directors’ intention to continue to pay regular quarterly cash dividends after completion of the offering, but at a reduced rate per share. We also intend to continue our practice of paying a special year-end dividend when earnings are sufficient to support the special dividend payment. See “Our Policy Regarding Dividends.”

Interest Rate Risk Management. Changes in interest rates are our primary market risk as our balance sheet is almost entirely comprised of interest-earning assets and interest-bearing liabilities. As such, fluctuations in interest rates have a significant impact not only upon our net income but also upon the cash flows related to those assets and liabilities and the market value of our assets and liabilities. In order to maintain acceptable levels of net interest income in varying interest rate environments, we take on a moderate amount of interest rate risk consistent with board policies.

Quantitative and Qualitative Disclosure about Market Risk

Asset and Liability Management and Market Risk. The rates of interest Capitol Federal Savings Bank earns on assets and pays on liabilities generally are established contractually for a period of time. Fluctuations in interest rates have a significant impact not only upon our net income, but also upon the cash flows of those assets and liabilities and the market value of our assets and liabilities. Our results of operations, like those of other financial institutions, are impacted by these changes in interest rates and the interest rate sensitivity of our interest-earning assets and interest-bearing liabilities. The risk associated with changes in interest rates on the earnings of Capitol Federal Savings Bank and the market value of its financial assets and liabilities is known as interest rate risk. Interest rate risk is our most significant market risk and our ability to adapt to these changes is known as interest rate risk management.

The general objective of our interest rate risk management is to determine and manage an appropriate level of interest rate risk while maximizing net interest income, in a manner consistent with our policy to reduce, to the extent possible, the exposure of our net interest income to changes in market interest rates. The Asset and Liability Committee (ALCO) regularly reviews the interest rate risk exposure of Capitol Federal Savings Bank by forecasting the impact of hypothetical, alternative interest rate environments on net interest income and market value of portfolio equity (MVPE) at various dates. The MVPE is defined as the net of the present value of the cash flows of an institution's existing assets, liabilities and off-balance sheet instruments. The present values are determined in alternative interest rate environments providing potential changes in net interest income and MVPE under those alternative interest rate environments. Capitol Federal Savings Bank's analysis of its net interest income and MVPE at June 30, 2010 indicates a general decrease in its risk exposure compared to March 31, 2010 primarily due to lower interest rates at June 30, 2010.

Based upon management's recommendations, the Board of Directors sets the asset and liability management policies of Capitol Federal Savings Bank. These policies are implemented by ALCO. The purpose of ALCO is to communicate, coordinate and control asset and liability management consistent with the business plan and board-approved policies. ALCO sets goals for and monitors the volume and mix of assets and funding sources taking into account relative costs and spreads, interest rate sensitivity and liquidity needs. The objectives are to manage assets and funding sources to produce the highest profitability balanced against liquidity, capital adequacy and risk management objectives. At each monthly meeting, ALCO recommends appropriate strategy changes. The Chief Financial Officer, or his designee, is responsible for executing, reviewing and reporting on the results of the policy recommendations and strategies to the Board of Directors, generally on a monthly basis.

The ability to maximize net interest income is dependent largely upon the achievement of a positive interest rate spread that can be sustained despite fluctuations in prevailing interest rates. The asset and liability repricing gap is a measure of the difference between the amount of interest-earning assets and interest-bearing liabilities which either reprice or mature within a given period of time. The difference provides an indication of the extent to which an institution's interest rate spread will be affected by changes in interest rates. A gap is considered positive when the amount of interest-earning assets exceeds the amount of interest-bearing liabilities maturing or repricing during the same period. A gap is considered negative when the amount of interest-bearing liabilities exceeds the amount of interest-earning assets maturing or repricing during the same period. Generally, during a period of rising interest rates, a negative gap within shorter repricing periods adversely affects net interest income, while a positive gap within shorter repricing periods results in an increase in net interest income. During a period of falling interest rates, the opposite would generally be true. As of June 30, 2010, the ratio of our one-year gap to total assets was a positive 16.11%.

Management recognizes that dramatic changes in interest rates within a short period of time can cause an increase in our interest rate risk relative to the balance sheet. At times, ALCO may recommend increasing our interest rate risk position in an effort to increase our net interest margin, while maintaining compliance with established board limits for interest rate risk sensitivity. Management believes that maintaining and improving earnings is the best way to preserve a strong capital position. Management recognizes the need, in certain interest rate environments, to limit Capitol Federal Savings Bank's exposure to changing interest rates and may implement strategies to reduce our interest rate risk which could, as a result, reduce earnings in the short-term. To minimize the potential for adverse effects of material and prolonged changes in interest rates on our results of operations, we have adopted asset and liability management policies to better balance the maturities and repricing terms of our interest-earning assets and interest-bearing liabilities based on existing local and national interest rates.

During periods of economic uncertainty, rising interest rates or extreme competition for loans, Capitol Federal Savings Bank's ability to originate or purchase loans may be adversely affected. In such situations, Capitol Federal Savings Bank alternatively may invest its funds into investments or MBS. These alternate investments may have rates of interest lower than rates we could receive on loans, if we were able to originate or purchase them, potentially reducing Capitol Federal Savings Bank's interest income.

For each period end presented in the following table, the estimated percentage change in Capitol Federal Savings Bank's net interest income based on the indicated instantaneous, parallel and permanent change in interest rates is presented. The percentage change in each interest rate environment represents the difference between estimated net interest income in the 0 basis point interest rate environment ("base case", assumes the forward market and product interest rates implied by the yield curve are realized) and estimated net interest income in each alternative interest rate environment (assumes market and product interest rates have a parallel shift in rates across all maturities by the indicated change in rates). Estimations of net interest income used in preparing the table below are based upon the assumptions that the total composition of interest-earning assets and interest-bearing liabilities does not change materially and that any repricing of assets or liabilities occurs at anticipated product and market rates for the alternative rate environments as of the dates presented. The estimation of net interest income does not include any projected gain or loss related to the sale of loans or securities, or income derived from non-interest income sources, but does include the use of different prepayment assumptions in the alternative interest rate environments. It is important to consider that the estimated changes in net interest income are for a cumulative four-quarter period. These changes do not reflect the earnings expectations of management.

Change (in Basis Points) in Interest Rates (1)	Percentage Change in Net Interest Income At June 30, 2010		At March 31, 2010		At September 30, 2009	
-200 bp	N/A		N/A		N/A	
-100 bp	N/A		N/A		N/A	
000 bp	--		--		--	
+100 bp	2.29	%	-0.78	%	0.84	%
+200 bp	-0.42	%	-4.24	%	-0.54	%
+300 bp	-3.96	%	-8.43	%	-2.41	%

(1) Assumes an instantaneous, permanent and parallel change in interest rates at all maturities.

At June 30, 2010, the net interest income projection increased from March 31, 2010 in the +100 basis point scenario. The primary reason for the projected increase in net interest income between quarter ends was due to a significant decrease in interest rates at June 30, 2010 compared to March 31, 2010. The decrease in interest rates caused the WAL of mortgage-related assets and callable agency debentures to shorten significantly as borrowers have an economic incentive to refinance their mortgages into lower interest rates and agency debt issuers have an economic incentive to exercise their call options and issue lower costing debt. The cash flows from mortgage-related assets and callable agency debentures are reinvested into higher yield interest-earning assets in the +100 basis point scenario resulting in an increase in the yield on interest-earning assets.

In the +200 and +300 basis point scenarios, the cash flows from mortgage-related assets and callable agency debentures slowed significantly at June 30, 2010 as compared to March 31, 2010. This resulted in interest-bearing liabilities repricing at a faster pace than interest-earning assets, thus reducing net interest income projections at June 30, 2010 as compared to March 31, 2010. In addition, caps on adjustable-rate products limit the increase in rates in these assets when rates rise. The increase in the cost of deposits in these scenarios at June 30, 2010 as compared to March 31, 2010, is primarily a result of the relatively short average maturity of Capitol Federal Savings Bank's certificate of deposit portfolio. The increase in the cost of deposits is also due to an anticipated increase in the cost of money market accounts.

The decrease in Capitol Federal Savings Bank's net interest income risk exposure in all scenarios from March 31, 2010 to June 30, 2010, was also a result, to a lesser degree, of a reduction in the balance of liabilities expected to reprice in the upcoming year. FHLB advances that matured during the quarter were placed into new long-term FHLB advances and Capitol Federal Savings Bank modified $200.0 million of FHLB advances that were scheduled to mature in the next 12 months into long-term FHLB advances.

The following table sets forth the estimated percentage change in MVPE at each period end presented based on the indicated instantaneous, parallel and permanent change in interest rates. The MVPE is defined as the net of the present value of the cash flows of an institution's existing assets, liabilities and off-balance sheet instruments. The percentage change in each interest rate environment represents the difference between MVPE in the base case and MVPE in each alternative interest rate environment. The estimations of MVPE used in preparing the table below are based upon the assumptions that the total composition of interest-earning assets and interest-bearing liabilities does not change, that any repricing of assets or liabilities occurs at current product or market rates for the alternative rate environments as of the dates presented, and that different prepayment rates are used in each alternative interest rate environment. The estimated MVPE results from the valuation of cash flows from financial assets and liabilities over the anticipated lives of each for each interest rate environment. The table presents the effects of the change in interest rates on our assets and liabilities as they mature, repay or reprice, as shown by the change in the MVPE in changing interest rate environments.

Change (in Basis Points) in Interest Rates (1)	Percentage Change in MVPE At June 30, 2010		At March 31, 2010		At September 30, 2009	
-200 bp	N/A		N/A		N/A	
-100 bp	N/A		N/A		N/A	
000 bp	--		--		--	
+100 bp	-0.72	%	-7.78	%	-4.92	%
+200 bp	-9.14	%	-20.92	%	-18.11	%
+300 bp	-21.80	%	-36.31	%	-34.32	%

(1) Assumes an instantaneous, permanent and parallel change in interest rates at all maturities.

Changes in the estimated market values of our financial assets and liabilities drive changes in estimates of MVPE. The market value of shorter term-to-maturity financial instruments are less sensitive to changes in interest rates than the market value of longer term-to-maturity financial instruments. Because of this, our certificates of deposit (which have relatively short average lives) tend to display less sensitivity to changes in interest rates than do our mortgage-related assets (which have relatively long average lives). However, the average life expected on our mortgage-related assets varies under different interest rate environments because borrowers have the ability to prepay their mortgage loans, as discussed above.

The sensitivity of the MVPE decreased significantly from March 31, 2010 to June 30, 2010. This was due to the decrease in interest rates between quarter ends and the lengthening of liabilities during the current quarter. The decrease in interest rates resulted in a significant decrease in the WAL of all mortgage-related assets as borrowers have an economic incentive to refinance their mortgages into lower interest rates and agency debt issuers have an economic incentive to exercise their call options and issue lower costing debt. This caused a decrease in the price sensitivity of all mortgage-related assets and callable agency debentures, and as a result, in interest-earning assets as a whole.

The sensitivity of the MVPE ratio was also reduced due to the lengthening of liabilities during the current quarter as FHLB advances that matured were placed into new long-term FHLB advances and Capitol Federal Savings Bank modified $200.0 million of FHLB advances that were scheduled to mature in the next 12 months into long-term advances. Long-term liabilities assist in reducing the negative impact of higher interest rates on the MVPE as interest rates rise.

General assumptions used by management to evaluate the sensitivity of our financial performance to changes in interest rates presented in the tables above are utilized in, and set forth under, the gap table and related notes below. Although management finds these assumptions reasonable given the constraints described above, the interest rate sensitivity of our assets and liabilities and the estimated effects of changes in interest rates on our net interest income and MVPE indicated in the above tables could vary substantially if different assumptions were used or actual experience differs from these assumptions.

CFF is required under GAAP to disclose the fair value of all of its financial assets and liabilities on a quarterly basis. These values are derived from market based assumptions and disclosed in various footnotes to the financial statements. These values are largely dependent on changes in the individual portfolios of assets and liabilities and the market assumptions against which the values are derived. Management does not focus on these changes in managing its overall liquidity and interest rate sensitivity due to the nature of these fair value disclosures and the accompanying fluctuations. Management instead focuses on the market value of portfolio equity and the related interest rate risk sensitivity in managing its business.

Gap Table: The following gap table summarizes the anticipated maturities or repricing of our interest-earning assets and interest-bearing liabilities as of June 30, 2010, based on the information and assumptions set forth in the notes below. Cash flow projections for mortgage loans and MBS are calculated based on current interest rates. Prepayment projections are subjective in nature, involve uncertainties and assumptions and, therefore, cannot be determined with a high degree of accuracy. Although certain assets and liabilities may have similar maturities or periods to repricing, they may react differently to changes in market interest rates. Assumptions may not reflect how actual yields and costs respond to market changes. The interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types of assets and liabilities may lag behind changes in market interest rates. Certain assets, such as adjustable-rate mortgage (ARM) loans, have features that restrict changes in interest rates on a short-term basis and over the life of the asset. In the event of a change in interest rates, prepayment and early withdrawal levels would likely deviate significantly from those assumed in calculating the gap table. For additional information regarding the impact of changes in interest rates, see the Percentage Change in Net Interest Income and Percentage Change in MVPE tables above.

	Within Three Months	Three to Twelve Months	More Than One Year to Three Years	More Than Three Years to Five Years	Over Five Years	Total
			(Dollars in thousands)			
Interest-earning assets:						
Loans receivable (1):						
Mortgage loans:						
Fixed	$251,202	$842,379	$1,172,829	$570,882	$1,354,565	$4,191,857
Adjustable	102,358	477,647	287,886	53,947	7,286	929,124
Other loans	136,469	17,003	19,942	12,872	9,444	195,730
Investment securities (2)	324,133	577,196	171,601	117,671	12,596	1,203,197
MBS (3)	274,559	598,525	364,674	141,895	182,262	1,561,915
Other interest-earning assets	58,262	--	--	--	--	58,262
Total interest-earning assets	1,146,983	2,512,750	2,016,932	897,267	1,566,153	8,140,085
Interest-bearing liabilities:						
Deposits:						
Checking (4)	11,346	43,853	117,743	63,355	250,982	487,279
Savings (4)	94,718	9,564	22,052	17,104	94,798	238,236
Money market (4)	41,795	114,966	273,397	138,289	377,494	945,941
Certificates	494,696	973,741	950,277	282,457	1,217	2,702,388
Borrowings (5)	148,608	350,000	1,226,000	820,000	595,000	3,139,608
Total interest-bearing liabilities	791,163	1,492,124	2,589,469	1,321,205	1,319,491	7,513,452
Excess (deficiency) of interest-earning assets over interest-bearing liabilities	$355,820	$1,020,626	$(572,537)	$(423,938)	$246,662	$626,633
Cumulative excess (deficiency) of interest-earning assets over interest-bearing liabilities	$355,820	$1,376,446	$803,909	$379,971	$626,633	
Cumulative excess (deficiency) of interest-earning assets over interest-bearing liabilities as a percent of total assets at						
June 30, 2010	4.16%	16.11%	9.41%	4.45%	7.33%	
March 31, 2010	1.91	3.46	(2.28)	(6.78)	7.55	
September 30, 2009	0.81	6.78	4.60	(2.48)	8.11	

(1) Adjustable-rate loans are included in the period in which the rate is next scheduled to adjust or in the period in which repayments are expected to occur prior to their next rate adjustment, rather than in the period in which the loans are due. Fixed-rate loans are included in the periods in which they are scheduled to be repaid, based on scheduled amortization and prepayment assumptions. Balances have been reduced for non-performing loans, which totaled $33.2 million at June 30, 2010.
(2) Based on contractual maturities, or terms to call date or pre-refunding dates as of June 30, 2010, and excludes the unrealized loss adjustment of $133 thousand on AFS investment securities.
(3) Reflects estimated prepayments of MBS in our portfolio, and excludes the unrealized gain adjustment of $58.7 million on AFS MBS.
(4) Although our checking, savings and money market accounts are subject to immediate withdrawal, management considers a substantial amount of such accounts to be core deposits having significantly longer effective maturities. The decay rates (the assumed rate at which the balance of existing accounts would decline) used on these accounts are based on assumptions developed based upon our actual experience with these accounts. If all of our checking, savings and money market accounts had been assumed to be subject to repricing within one year, interest-bearing liabilities which were estimated to mature or reprice within one year would have been less than interest-earning assets with comparable characteristics by $21.2 million, for a cumulative one-year gap of 0.25% of total assets.
(5) Borrowings exclude $30.0 million of deferred prepayment penalty costs and $674 thousand of deferred gain on the terminated interest rate swaps.

The change in the one-year gap to 16.11% at June 30, 2010 from 3.46% at March 31, 2010 was a result of a significant decrease in interest rates between quarter ends. The decrease in interest rates resulted in an increase in projected cash flows from mortgage-related assets and callable agency debentures which resulted in shorter WAL and quicker repricing of interest-earning assets at June 30, 2010 compared to March 31, 2010. The increase in the one-year gap was also a result, to a lesser degree, of a reduction in liabilities expected to reprice in the next year as a result of the lengthening of the FHLB advances portfolio as previously discussed.

Financial Condition

Total assets increased $139.7 million from $8.40 billion at September 30, 2009 to $8.54 billion at June 30, 2010, due primarily to growth in the deposit portfolio which was used to fund investment security purchases.

Total assets increased $348.4 million from $8.06 billion at September 30, 2008 to $8.40 billion at September 30, 2009. The increase in assets was primarily attributed to an increase in investment securities of $338.3 million and an increase in loans receivable of $283.2 million, partially offset by a decrease in MBS of $241.9 million. The increase in the investment securities portfolio was a result of cash flows from the MBS portfolio being used to purchase investment securities. The increase in loans receivable was due substantially to purchases.

Total liabilities increased $278.3 million from $7.18 billion at September 30, 2008 to $7.46 billion at September 30, 2009. The increase in liabilities was a result of an increase of $304.7 million in deposits, primarily in the certificate of deposit portfolio. We believe the turmoil in the credit and equity markets has made deposit products in well-capitalized financial institutions, like Capitol Federal Savings Bank, desirable for many customers. In response to the economic recession, households increased their personal savings rate which we believe also contributed to our growth in deposits during this period.

Loans Receivable. The loans receivable portfolio decreased $287.8 million from $5.60 billion at September 30, 2009 to $5.32 billion at June 30, 2010. The decrease in the portfolio was largely a result of the loan swap transaction that took place during the first quarter of fiscal year 2010, where $194.8 million of originated fixed-rate mortgage loans were swapped for MBS. Capitol Federal Savings Bank continues to service the loans. The MBS were classified as trading securities and sold during the first quarter for a $6.5 million gain. The proceeds from the sale were primarily reinvested into investment securities with terms shorter than that of the loans swapped. The transaction was executed as a means of reducing future interest rate risk sensitivity. For the nine months ended June 30, 2010, principal repayments on loans have exceeded originations, refinances, and purchases by $78.5 million.

Capitol Federal Savings Bank purchased $44.1 million of loans from nationwide lenders during the nine months ended June 30, 2010, the majority of which were adjustable-rate. These loans had a weighted average credit score of 723 at origination and a weighted average loan to value ratio of 47%, based upon the loan balance at the time of purchase and the lower of the purchase price or appraisal at origination. At June 30, 2010, loans purchased from nationwide lenders represented 11% of our loan portfolio and were secured by properties located in 47 of the continental United States and Washington, D.C. As of June 30, 2010, the average balance of a purchased nationwide mortgage loan was $348 thousand, the average balance of a purchased correspondent loan was $273 thousand, and the average balance of an originated mortgage loan was $125 thousand. By purchasing loans from nationwide lenders, Capitol Federal Savings Bank is able to attain some geographic diversification in its loan portfolio and help mitigate Capitol Federal Savings Bank's interest rate risk exposure as the purchased loans are predominately adjustable-rate or 15-year fixed-rate loans. We have experienced loss rates on loans purchased from nationwide lenders prior to fiscal year 2008 that are higher than on other loans we originated or purchased. Although at the time these loans were purchased they met our underwriting standards, as a result of the continued elevated levels of unemployment and the declines in real estate values in some of the states where we have purchased loans, we have experienced an increase in non-performing purchased loans. See the additional discussion regarding non-performing purchased loans in " — Asset Quality — Loans and REO."

The loan portfolio increased $283.2 million from $5.32 billion at September 30, 2008 to $5.60 billion at September 30, 2009. The increase in loans receivable was due to originations and purchases of $1.45 billion, partially offset by principal repayments of $1.08 billion. Loan purchases from nationwide lenders during the period totaled $191.8 million. The loans purchased from nationwide lenders during fiscal year 2009 had a weighted average credit score of 743 at origination and a weighted average loan to value ratio of 49%, based upon the loan balance at the time of purchase and the lower of the purchase price or appraisal at origination. The majority of the loans were originated in years outside of the years with peak real estate values and non-traditional underwriting standards. Approximately 80% were originated in 2004 or earlier and approximately 20% were originated in 2008. Additionally, states that experienced historically high foreclosure rates were avoided.

Included in the loan portfolio at June 30, 2010 were $210.3 million of adjustable-rate mortgage (“ARM”) loans that were originated as interest-only. Of these interest-only loans, $162.8 million were purchased from nationwide lenders, primarily during fiscal year 2005. Interest-only ARM loans do not typically require principal payments during their initial term, and have initial interest-only terms of either five or ten years. The $162.8 million of purchased interest-only ARM loans had a weighted average credit score of 736 at origination and a weighted average LTV ratio of 74%, based upon the loan balance at the time of purchase and the lower of purchase price or appraisal at origination. Capitol Federal Savings Bank has not purchased any interest-only ARM loans since 2006 and discontinued offering the product in its local markets during 2008 to reduce future credit risk. At June 30, 2010, $166.3 million, or 79%, of interest-only loans were still in their interest-only payment term. As of June 30, 2010, $66.8 million will begin to amortize principal within two years, $45.8 million will begin to amortize principal within two-to-five years, $45.9 million will begin to amortize principal within five-to-seven years and the remaining $7.8 million will begin amortizing in seven-to-ten years. At June 30, 2010, $16.0 million, or 48% of non-performing loans, were interest-only ARMs and $3.7 million was reserved in the ALLL for these loans. Of the $16.0 million non-performing interest-only ARM loans, $12.0 million, or 75%, were still in the interest-only payment term. Non-performing interest-only ARM loans represented approximately 8% of the total interest-only ARM loan portfolio at June 30, 2010. See additional discussion regarding non-performing loans in “– Asset Quality – Loans and REO.”

Historically, Capitol Federal Savings Bank’s underwriting guidelines have provided Capitol Federal Savings Bank with loans of high quality and low delinquencies, and low levels of non-performing assets compared to national levels. Of particular importance is the complete documentation required for each loan Capitol Federal Savings Bank originates and purchases. This allows Capitol Federal Savings Bank to make an informed credit decision based upon a thorough assessment of the borrower’s ability to repay the loan, compared to underwriting methodologies that do not require full documentation. Non-performing loans increased $2.3 million from $30.9 million at September 30, 2009 to $33.2 million at June 30, 2010. Non-performing loans increased $17.2 million from $13.7 million at September 30, 2008 to $30.9 million at September 30, 2009. Non-performing loans are at historically high levels due to the continued elevated level of unemployment coupled with the decline in real estate values, particularly in some of the states in which we have purchased loans. Our ratio of non-performing loans to total loans increased from 0.26% at September 30, 2008 to 0.55% at September 30, 2009 and to 0.62% at June 30, 2010. At June 30, 2010, our allowance for loan losses was $15.7 million or 0.29% of the total loan portfolio and 47% of total non-performing loans. This compares with an allowance for loan losses of $10.2 million or 0.18% of the total loan portfolio and 33% of total non-performing loans as of September 30, 2009 and $5.8 million or 0.11% of the total loan portfolio and 42% of total non-performing loans as of September 30, 2008. See “– Asset Quality – Loans and REO.”

Capitol Federal Savings Bank generally prices its one- to four-family loan products based upon prices available in the secondary market and competitor pricing. During the nine months ended June 30, 2010, the average rate offered on Capitol Federal Savings Bank’s 30-year fixed-rate one- to four-family loans, with no points paid by the borrower, was approximately 150 basis points above the average 10-year Treasury rate, while the average rate offered on Capitol Federal Savings Bank’s 15-year fixed-rate one- to four-family loans was approximately 90 basis points above the average 10-year Treasury rate.

Conventional one- to four-family loans may be sold on a bulk basis for portfolio restructuring or on a flow basis as loans are originated to reduce interest rate risk and/or maintain a certain liquidity position. Capitol Federal Savings Bank generally retains the servicing on these sold loans. ALCO determines which conventional one- to four-family loans are to be originated as held for sale or held for investment. Conventional loans originated as held for sale are to be sold in accordance with policies set forth by ALCO. Conventional loans originated as held for investment are generally not eligible for sale unless a specific segment of the portfolio qualifies for asset restructuring purposes.

The following table summarizes the activity in the loan portfolio for the periods indicated, excluding changes in loans in process, deferred fees and ALLL. Loans that were paid-off as a result of refinances are included in "repayments." Purchased loans include purchases from correspondent and nationwide lenders. Loan modification activity is not included in the activity in the following table because a new loan is not generated at the time of modification. During the nine months ended June 30, 2010, Capitol Federal Savings Bank modified $282.3 million loans, with a weighted average rate decrease of 88 basis points. The modified balance and rate are included in the ending loan portfolio balance and rate. The weighted average contractual life (WAL) of our real estate loan portfolio was 23 years at June 30, 2010, September 30, 2009 and 2008.

	For the Three Months Ended							
	June 30, 2010		March 31, 2010		December 31, 2009		September 30, 2009	
	Amount	Rate	Amount	Rate	Amount	Rate	Amount	Rate
	(Dollars in thousands)							
Beginning balance	$5,425,458	5.19 %	$5,463,744	5.23 %	$5,646,950	5.29 %	$5,587,130	5.36 %
Originations and refinances:								
Fixed	137,012	4.96	107,694	4.93	156,507	4.95	255,441	5.07
Adjustable	34,033	4.62	38,779	4.44	37,885	4.57	37,948	4.75
Purchases:			12,417					
Fixed	8,590	5.15	14,011	5.03	20,149	5.09	24,670	5.08
Adjustable	10,737	5.58	(208,015)	4.03	44,930	3.69	11,662	4.82
Repayments	(250,098)				(243,087)		(262,408)	
Transfer of modified loans to LHFS (1)	--		--		(194,759)		--	
Other (2)	(4,260)		(3,172)		(4,831)		(7,493)	
Ending balance	$5,361,472	5.14 %	$5,425,458	5.19 %	$5,463,744	5.23 %	$5,646,950	5.29 %

	For the Year Ended September 30,			
	2009		2008	
	Amount	Rate	Amount	Rate
	(Dollars in thousands)			
Beginning balance	$ 5,379,845	5.66 %	$ 5,346,626	5.68 %
Originations and refinances:				
Fixed	988,375	5.12	652,011	5.87
Adjustable	131,306	4.91	168,824	6.16
Purchases:				
Fixed	109,813	5.21	47,795	5.82
Adjustable	223,619	5.01	71,836	5.67
Repayments	(1,079,777)		(899,178)	
Transfer of modified loans to LHFS	(94,672)		--	
Other (2)	(11,559)		(8,069)	
Ending balance	$ 5,646,950	5.29 %	$ 5,379,845	5.66 %

(1) Transfer of modified loans to loans receivable held-for-sale (LHFS) in the December 31, 2009 quarter includes loans with a principal balance of $194.8 million related to the loan swap transaction.
(2) Other consists of transfers to REO, modification fees advanced and reductions in commitments.

Mortgage-Backed Securities. The balance of MBS, which primarily consists of securities of U.S. government-sponsored enterprises, decreased $241.9 million from $2.23 billion at September 30, 2008 to $1.99 billion at September 30, 2009. The MBS portfolio balance decreased $371.8 million from $1.99 billion at September 30, 2009 to $1.62 billion at June 30, 2010. The decreases were a result of some cash flows from the MBS portfolio being reinvested into investment securities. At June 30, 2010, the MBS held within our portfolio were issued by FHLMC, FNMA and GNMA, with the exception of $3.6 million, which were issued by a private issuer. Unlike MBS issued by government-sponsored enterprises, the principal and interest payments of privately issued MBS are not guaranteed, although we generally receive a higher interest rate as compensation for the relative increase in credit risk. Should the underlying mortgages in a privately issued MBS security default on their mortgage payment above the level of credit enhancement, losses could be realized.

During the nine months ended June 30, 2010, MBS with a fair value of $192.7 million were received in conjunction with the loan swap transaction. As previously discussed, the related MBS were sold for a $6.5 million gain. The proceeds from the sale were primarily used to purchase investment securities with terms shorter than that of the mortgage loans that were swapped. The loan swap transaction was primarily undertaken for interest rate risk management purposes.

The following tables provide a summary of the activity in our portfolio of MBS for the periods presented. The yields and WAL for purchases are presented as recorded at the time of purchase. The yields for the beginning and ending balances are as of the period presented and are generally derived from recent prepayment activity on the securities in the portfolio as of the dates presented. The weighted average yield of the MBS portfolio decreased between June 30, 2010 and September 30, 2009 due primarily to the maturity and repayment of securities with higher yields than the overall portfolio and adjustable-rate MBS resetting to lower coupons due to a decline in related indices. The beginning and ending WAL is the estimated remaining maturity after projected prepayment speeds have been applied. The decrease in the WAL at June 30, 2010 compared to September 30, 2009 was due to principal repayments of securities with WALs greater than the remaining portfolio, faster recent prepayment experience, and the passing of time. The weighted average yield of the MBS portfolio decreased between September 30, 2008 and September 30, 2009 due to the maturity and repayment of securities with higher yields, the purchase of MBS with yields lower than the existing portfolio and adjustable-rate MBS resetting to lower coupons due to a decline in related indices. The beginning and ending WAL is the estimated remaining maturity after projected prepayment speeds have been applied. The decrease in the WAL at September 30, 2009 compared to September 30, 2008 was due to principal repayments, the purchase of new MBS with a shorter WAL than the existing portfolio and an increase in the assumed prepayment speeds.

	For the Three Months Ended											
	June 30, 2010			March 31, 2010			December 31, 2009			September 30, 2009		
	Amount	Yield	WAL	Amount	Yield	WAL	Amount	Yield	WAL	Amount	Yield	W
	(Dollars in thousands)											
Beginning balance	$1,757,310	4.21%	4.07	$1,877,969	4.34%	5.09	$1,992,467	4.42%	4.67	$2,100,998	4.59%	4
Maturities and repayment	(145,432)			(121,635)			(112,380)			(142,182)		
Sale of securities, net of gains	--			--			(192,690)			--		
Net amortization of premiums (discounts)	(393)			(499)			(392)			(366)		
Purchases:												
Fixed	--	--	--	2,042	4.18	7.08	2,990	4.10	7.48	18,539	2.80	3
Adjustable	--	--	--	--	--	--	--	--	--	--	--	--
Fair value of securities received in loan swap transaction	--			--			192,690			--		
Change in valuation of AFS securities	9,138			(567)			(4,716)			15,478		
Ending balance	$1,620,623	4.15%	3.99	$1,757,310	4.21%	4.07	$1,877,969	4.34%	5.09	$1,992,467	4.42%	4

	For the Year Ended September 30,					
	2009			2008		
	Amount	Yield	WAL	Amount	Yield	WAL
	(Dollars in thousands)					
Beginning balance	$ 2,234,339	4.82 %	5.05	$1,414,271	4.46 %	4.04
Maturities and repayments	(494,932)			(500,078)		
Net amortization of premiums (discounts)	(482)			(747)		
Purchases:						
Fixed	21,756	3.03	3.84	785,181	4.94	4.62
Adjustable	169,452	2.72	2.41	545,174	4.81	4.91
Change in valuation on AFS securities	62,334			(9,462)		
Ending balance	$ 1,992,467	4.42 %	4.67	$2,234,339	4.82 %	5.05

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Investment Securities. Investment securities, which consist primarily of debentures issued by U.S. government sponsored enterprises (primarily issued by FNMA, FHLMC, or FHLB) and municipal investments, increased $722.4 million, from $480.7 million at September 30, 2009 to $1.20 billion at June 30, 2010. The increase in the balance was a result of purchases of $1.06 billion of investment securities with a WAL of 1.10 years at the time of purchase. If market rates were to rise, the short-term nature of these securities may allow management the opportunity to reinvest the maturing funds at a higher rate. Investment securities increased $338.3 million from $142.4 million at September 30, 2008 to $480.7 million at September 30, 2009. The increase in the balance was primarily a result of purchases of $448.6 million in short-term securities, partially offset by maturities and calls of $109.8 million.

The following tables provide a summary of the activity of investment securities for the periods presented. The yields for the beginning and ending balances are as of the first and last days of the periods presented. The decrease in the yield at June 30, 2010 compared to September 30, 2009 was a result of purchases of securities with yields lower than the overall portfolio yield. The decrease in the yield at September 30, 2009 compared to September 30, 2008 was a result of calls and/or maturities of securities with yields higher than the overall portfolio yield and to purchases of investment securities with yields lower than the existing portfolio. The beginning and ending WAL represent the estimated remaining maturity of the securities after projected call dates have been considered, based upon market rates at each date presented. The WAL at June 30, 2010 decreased from September 30, 2009 due to the purchase of securities with WALs shorter than the existing portfolio and the passing of time.

	For the Three Months Ended									
	June 30, 2010			March 31, 2010			December 31, 2009			Septen
	Amount	Yield	WAL	Amount	Yield	WAL	Amount	Yield	WAL	Amount
	(Dollars in thousands)									
Beginning balance	$970,431	1.76%	1.29	$651,943	2.05%	1.65	$480,704	1.93%	1.53	$322,166
Maturities and calls	(210,048)			(119,103)			(1,033)			(25,128
Net amortization of premiums/discounts	(1,051)			(1,053)			(1,061)			(901
Purchases:										
Fixed	443,757	1.38	1.11	438,254	1.36	1.02	173,431	2.39	1.25	183,391
Adjustable	--	--	--	--	--	--	--	--	--	--
Change in valuation of AFS securities	(25)			390			(98)			1,176
Ending balance	$1,203,064	1.67%	0.82	$970,431	1.76%	1.29	$651,943	2.05%	1.65	$480,704

	For the Year Ended September 30,					
	2009			2008		
	Amount	Yield	WAL	Amount	Yield	WAL
	(Dollars in thousands)					
Beginning balance	$142,359	3.94%	6.06	$524,168	4.52%	1.66
Maturities and calls	(109,760)			(614,018)		
Net amortization of premiums (discounts)	(2,162)			30		
Purchases:						
Fixed	448,553	1.70	1.53	230,512	3.96	1.07
Adjustable	--	--	--	3,874	6.58	28.98
Change in valuation on AFS securities	1,714			(2,207)		
Ending balance	$480,704	1.93%	1.53	$142,359	3.94%	6.06

Liabilities. Total liabilities increased $121.0 million from $7.46 billion at September 30, 2009 to $7.58 billion at June 30, 2010, due primarily to an increase in deposits of $145.2 million. Liabilities increased from $7.18 billion at September 30, 2008 to $7.46 billion at September 30, 2009. The $278.3 million increase in liabilities was due primarily to an increase in deposits of $304.7 million. We believe the turmoil in the credit and equity markets made deposit products in well-capitalized financial institutions, like Capitol Federal Savings Bank, desirable for many customers. Households increased their personal savings rate, which we believe also contributed to our growth in deposits during this period.

During fiscal year 2009, Capitol Federal Savings Bank prepaid $875.0 million of fixed-rate FHLB advances with a weighted average contractual rate of 5.65%. The prepaid FHLB advances were replaced with $875.0 million of fixed-rate FHLB advances with a weighted average contractual interest rate of 3.41%. Capitol Federal Savings Bank paid a $38.4 million prepayment penalty to the FHLB. The prepayment penalty is being deferred as an adjustment to the carrying value of the new advances and will be recognized as expense over the life of the new advances, which effectively increased the interest rate on the new advances 96 basis points. See "Notes to Consolidated Financial Statements - Note 7 - Borrowed Funds."

The following table presents the amount, average rate and percentage of total deposits for checking, savings, money market and certificates at June 30, 2010, September 30, 2009 and 2008.

	At June 30, 2010			At September 30, 2009			At September 30, 2008		
	Amount	Average Rate	% of Total	Amount	Average Rate	% of Total	Amount	Average Rate	% of Total
	(Dollars in thousands)								
Checking	$ 487,279	0.13%	11.1%	$ 439,975	0.17%	10.4%	$ 400,461	0.21%	10.2%
Savings	238,236	0.54	5.5	226,396	0.66	5.4	232,103	1.51	5.9
Money market	945,941	0.67	21.6	848,157	0.82	20.1	772,323	1.48	19.7
Certificates	2,702,388	2.47	61.8	2,714,081	3.09	64.1	2,518,996	3.91	64.2
Total deposits	$ 4,373,844	1.71%	100.0%	$ 4,228,609	2.20%	100.0%	$ 3,923,883	2.91%	100.0%

The Board of Directors has authorized management to utilize brokered deposits and public unit deposits (deposits from governmental and other public entities) as sources of funds. The rate paid on brokered deposits, plus fees, are generally equivalent to the rates offered by the FHLB on advances and comparable to some rates paid on retail deposits. In order to qualify to obtain public unit deposits, Capitol Federal Savings Bank must have a branch in each county in which it collects public unit deposits, and by law, must pledge securities as collateral for all balances in excess of the FDIC insurance limits. The rates paid on public unit deposits are based on bid rates versus the rate available to retail customers. Depending on market conditions, management utilizes these two sources to fund asset growth. Since the pricing of public unit funds are set by us and we can select posted broker rates for brokered deposits, they are useful funding tools. Because Capitol Federal Savings Bank chooses to take longer term maturities for brokered deposits, these assist in managing our interest rate risk. The primary risk of using these sources of funds is the volatility of retention at maturity, primarily due to competition in the market. Due to this volatility, Capitol Federal Savings Bank's policies limit the amount of brokered deposits to 10% of total deposits and public unit deposits to 5% of total deposits.

At June 30, 2010, $83.7 million in certificates were brokered deposits, compared to $71.5 million in brokered deposits at September 30, 2009. The $83.7 million of brokered deposits at June 30, 2010 had a weighted average rate of 2.58% and a remaining term to maturity of 4.1 years. Capitol Federal Savings Bank regularly considers brokered deposits as a source of funding, provided that investment opportunities are balanced with the funding cost. As of June 30, 2010, $109.0 million in certificates were public unit deposits, compared to $91.5 million in public unit deposits at

September 30, 2009. The $109.0 million of public unit deposits at June 30, 2010 had a weighted average rate of .45% and a remaining term to maturity of 6 months. Management will continue to monitor the wholesale deposit market for attractive opportunities relative to the use of proceeds for investments.

Stockholders' Equity. Stockholders' equity increased $18.7 million, from $941.3 million at September 30, 2009 to $960.0 million at June 30, 2010. The increase was due to net income of $52.4 million and an increase in accumulated other comprehensive income of $2.6 million due to an increase in unrealized gains on AFS securities, partially offset by dividend payments of $37.9 million during the period. Stockholders' equity increased $70.1 million from $871.2 million at September 30, 2008 to $941.3 million at September 30, 2009. The increase was primarily a result of net income of $66.3 million and an increase in unrealized gains on AFS securities of $39.8 million, partially offset by dividends paid of $44.1 million.

Unrealized gains and losses on AFS securities result from changes in the fair value of the securities, due to fluctuations in market yields. Fluctuations in market yields result in changes in stockholders' equity though unrealized gains and losses on AFS securities, but they do not impact operations unless the securities are sold and proceeds are reinvested at market rates. Management is no longer classifying purchased securities as AFS due to the potential fluctuations in stockholders' equity caused by market yield changes. Management will continue to monitor the size of the AFS securities portfolio and will begin classifying purchased securities as AFS when appropriate. If future market yields were to remain at the same level as June 30, 2010, then the net unrealized gain in stockholders' equity would decrease over time due to the decline in the AFS security portfolio balance as a result of repayments.

CFF repurchases stock from time to time in the open market as one of the capital management strategies available to enhance stockholder value. The repurchase of stock has allowed CFF to effectively implement its dividend policy. CFF was an active buyer of stock when the stock traded on the open market below its original offering price and when CFF determined market conditions and timing was appropriate. CFF has completed eight stock repurchase programs.

The following table presents total dividends paid to public shareholders, total dividends waived by the MHC, total dividends that would have been paid if dividends had not been waived by the MHC, and dividends paid per share based upon the total number of shares of stock outstanding on the record dates during the periods presented below.

	Total Dividends Paid to Public Shareholders	Total Dividends Waived by the MHC	Total Dividends That Would Have Been Paid if Not Waived	Dividends Paid Per Share Based Upon Total Number of Shares of Stock Outstanding
	(Dollars in thousands, except per share amounts)			
Nine Months Ended June 30, 2010	$37,904	$93,175	$131,079	$0.51
Nine Months Ended June 30, 2009	33,621	84,030	117,651	0.45
Fiscal Year Ended September 30, 2009	44,069	110,128	154,197	0.60
Fiscal Year Ended September 30, 2008	41,426	104,385	145,811	0.56
Fiscal Year Ended September 30, 2007	43,000	109,083	152,083	0.58

Weighted Average Yields and Rates: The following table presents the weighted average yields earned on loans, securities and other interest-earning assets, the weighted average rates paid on deposits and borrowings and the resultant interest rate spreads at the dates indicated. Yields on tax-exempt securities are not calculated on a tax-equivalent basis.

	At June 30, 2010	At September 30, 2009	2008	2007
Weighted average yield on:				
Loans receivable	5.28%	5.38%	5.69%	5.73%
MBS	4.15	4.42	4.82	4.46
Investment securities	1.67	1.93	3.94	4.52
Capital stock of FHLB	2.98	2.98	4.73	6.68
Cash and cash equivalents	0.23	0.21	2.95	4.94
Combined weighted average yield on interest-earning assets	4.47	4.89	5.37	5.41
Weighted average rate paid on:				
Checking deposits	0.13	0.17	0.21	0.21
Savings deposits	0.54	0.66	1.51	2.58
Money market deposits	0.67	0.82	1.48	3.18
Certificate of deposit	2.47	3.09	3.91	4.77
FHLB advances (1)	3.98	4.13	4.75	5.39
Other borrowings	3.90	3.91	4.09	8.12
Combined weighted average rate paid on interest-bearing liabilities	2.65	3.00	3.67	4.52
Net interest rate spread	1.82%	1.89%	1.70%	0.89%

(1) The June 30, 2010 and September 30, 2009 rates include the net impact of the deferred prepayment penalties related to the prepayment of certain FHLB advances and deferred gain associated with the interest rate swap termination during fiscal year 2008. The September 30, 2008 rates include the impact of the deferred gain associated with the interest rate swap termination during fiscal year 2008. The September 30, 2007 rates include the impact of the interest rate swap agreements.

Average Balance Sheets: The following tables present certain information regarding our financial condition and net interest income for the nine months ended June 30, 2010 and 2009 and fiscal years 2009, 2008 and 2007. Net interest income represents the difference between interest income earned on interest-earning assets and interest-bearing liabilities, and the interest rates earned or paid on them. The tables present the average balances of our assets, liabilities and stockholders' equity and the related annualized yields and rates on our interest-earning assets and interest-bearing liabilities for the periods indicated. We derived the average yields and rates by dividing income or expense by the average balance of interest-earning assets or interest-bearing liabilities, respectively, for the periods shown. We derived average balances from daily balances over the periods indicated, except as noted. The average yields and rates include amortization of fees, costs, premiums and discounts which are considered adjustments to yields/rates. Yields on tax-exempt securities were not calculated on a tax-equivalent basis.

	Nine Months Ended									Yea
	June 30, 2010			June 30, 2009			2009			
	Average Outstanding Balance	Interest Earned/ Paid	Yield/ Rate	Average Outstanding Balance	Interest Earned/ Paid	Yield/ Rate	Average Outstanding Balance	Interest Earned/ Paid	Yield/ Rate	Ave Outst Bal
							(Dollars in thousands)			
Assets										
Interest-earning assets:										
Mortgage loans (1)	$5,242,341	$205,417	5.22%	$5,269,145	$221,716	5.61%	$5,296,297	$293,685	5.55%	$5,09
Other loans	200,513	8,414	5.61	209,713	9,191	5.86	208,252	12,097	5.81	216
Total loans receivable	5,442,854	213,831	5.24	5,478,858	230,907	5.62	5,504,549	305,782	5.56	5,31
MBS (2)	1,765,830	56,245	4.25	2,146,021	75,701	4.70	2,110,701	97,926	4.64	1,88
Investment securities (2)(3)	777,490	10,850	1.86	169,643	3,560	2.80	229,766	5,533	2.41	242
Capital stock of FHLB	134,067	2,991	2.98	128,919	2,351	2.44	129,716	3,344	2.58	129
Cash and cash equivalents	92,056	162	0.24	84,116	167	0.26	72,184	201	0.28	112
Total interest-earning assets	8,212,297	284,079	4.61	8,007,557	312,686	5.21	8,046,916	412,786	5.13	7,68
Other noninterest-earning assets	230,064			183,097			181,829			186
Total assets	$8,442,361			$8,190,654			$8,228,745			$7,87
Liabilities and stockholders' equity										
Interest-bearing liabilities:										
Checking	$468,365	471	0.13%	$423,643	652	0.21%	$426,976	879	0.21%	$398
Savings	231,604	1,000	0.58	229,288	1,449	0.84	228,879	1,873	0.82	230
Money market	904,227	4,947	0.73	804,517	6,639	1.10	814,898	8,512	1.04	804
Certificates	2,660,540	54,612	2.74	2,547,198	67,461	3.54	2,585,560	89,207	3.45	2,50
Total deposits	4,264,736	61,030	1.91	4,004,646	76,201	2.54	4,056,313	100,471	2.48	3,94
FHLB advances (4)	2,395,449	73,535	4.10	2,447,044	81,505	4.44	2,437,978	106,551	4.36	2,55
Other borrowings	713,609	21,090	3.90	713,598	21,978	4.06	713,601	29,122	4.03	391
Total interest-bearing liabilities	7,373,794	155,655	2.81	7,165,288	179,684	3.34	7,207,892	236,144	3.27	6,88
Other noninterest-bearing liabilities	115,154			121,378			108,940			119
Stockholders' equity	953,413			903,988			911,913			870
	$8,442,361			$8,190,654			$8,228,745			$7,87

Total liabilities and stockholders’ equity										
Net interest income		$128,424			$133,002			$176,642		
Net interest rate spread			1.80%			1.87%			1.86%	
Net interest-earning assets	$838,503			$842,269			$839,024			$803
Net interest margin			2.09%			2.21%			2.20%	
Ratio of interest-earning assets to interest-bearing liabilities			1.11x			1.12x			1.12x	

(1) Calculated net of deferred loan fees, loan discounts, and loans in process. Non-accrual loans are included in the loans receivable average balance with a yield of zero percent. Balances include loans held for sale.
(2) MBS and investment securities classified as AFS are stated at amortized cost, adjusted for unamortized purchase premiums or discounts.