

TOMPKINS FINANCIAL CORP
Form S-3
September 06, 2012

As filed with the Securities and Exchange Commission on September 6, 2012
Registration Statement No. 333-_____

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-3

Registration Statement
Under
The Securities Act of 1933

TOMPKINS FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

NEW YORK
(State or other jurisdiction of incorporation or organization)

16-1482357
(IRS Employer Identification Number.)

The Commons, P.O. Box 460
Ithaca, New York 14851
(607) 273-3210
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Francis M. Fetsko
Executive Vice President and Chief Financial Officer
Tompkins Financial Corporation
The Commons, P.O. Box 460
Ithaca, New York 14851
(607) 273-3210

with a copy to:
Thomas E. Willett, Esq.
Harris Beach PLLC
99 Garnsey Road
Pittsford, New York 14534
(585) 419-8800

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

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

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

If this Form is a registration statement pursuant to General Instruction I. D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. o

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

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

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

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered:	Amount to be registered(1)(3)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(1)(2)	Amount of registration fee(2)
Common Stock, par value \$0.10 per share	700,000	\$38.40	\$26,880,000	\$3,080.45

- (1) Pursuant to Rule 416 under the Securities Act, this Registration Statement also covers an indeterminate number of additional shares of the Registrant’s common stock as may be issued as a result of adjustments by reason of any stock split, stock dividend or similar transaction.
- (2) Estimated pursuant to Rule 457(c) solely for purposes of calculating the registration fee and based upon the average of the high and low sales prices of the Registrant's common stock as reported by the NYSE MKT LLC on August 29, 2012.

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

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated September 6, 2012

Dividend Reinvestment and
Stock Purchase and Sale Plan

An Open Availability and Dividend Reinvestment Plan
Prospectus

700,000 Shares of Common Stock

This prospectus relates to up to an aggregate of 700,000 shares of common stock, par value \$.10 per share, of Tompkins Financial Corporation (“Tompkins Financial”) that may be offered after the date hereof in connection with our Dividend Reinvestment and Stock Purchase and Sale Plan (the “Stock Purchase Plan” or the “Plan”). The Stock Purchase Plan allows both current holders of our common stock and interested first time investors to purchase shares of our common stock without the customary brokerage expenses and also to reinvest automatically cash dividends, if any, received on their shares of common stock.

Existing holders of our common stock and interested first time investors can make an initial stock purchase directly through the Stock Purchase Plan without a broker. Once enrolled in the Plan, you can make optional cash purchases of additional shares of our common stock, and all or a portion of cash dividends received, if any, can be reinvested automatically to purchase additional shares of our common stock.

Participation in the Plan is entirely voluntary. You may withdraw any or all of your shares from the Plan at any time.

Shares of our common stock that may be offered under the Stock Purchase Plan will be purchased by American Stock Transfer & Trust Company, the Plan Administrator, either on the open market, or if Tompkins Financial so determines, directly from Tompkins Financial’s authorized but unissued shares. Our common stock is traded on the NYSE MKT LLC under the symbol “TMP.” The last reported sale price of our common stock on September 4, 2012, as reported on the NYSE MKT LLC, was \$39.04 per share.

This prospectus describes the provisions of the Stock Purchase Plan and you should retain this prospectus for future reference.

Plan accounts are not savings accounts, deposit accounts or obligations of any bank. Thus, Plan accounts are not insured by the FDIC, SIPC or any other government agency, and may lose value. There is no bank guaranty of your Plan account or the securities in your account. If you participate in the Plan, you will be purchasing shares of our common stock and should consider carefully the investment risks, including the possible loss of your investment and the other risk factors identified on page 1 of this prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is _____, 2012

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TABLE OF CONTENTS

<u>Information About Tompkins Financial Corporation</u>	1
<u>Risk Factors</u>	1
<u>Overview of the Plan</u>	2
<u>Further Description of Plan Services</u>	4
<u>Answers to Frequently Asked Questions</u>	5
<u>Terms and Conditions of the Plan</u>	10
<u>Where You Can Find More Information</u>	12
<u>Incorporation of Certain Information by Reference</u>	13
<u>Use of Proceeds</u>	13
<u>Plan of Distribution</u>	13
<u>Indemnification</u>	14
<u>Legal Matters</u>	14
<u>Experts</u>	14

INFORMATION ABOUT TOMPKINS FINANCIAL CORPORATION

Tompkins Financial Corporation is a financial holding company. Our business is primarily owning, supervising and controlling our banking, insurance agency and financial services subsidiaries. We are the parent company of Tompkins Trust Company, The Bank of Castile, Mahopac National Bank, VIST Bank, Tompkins Insurance Agencies, Inc. and AM&M Financial Services, Inc., which are wholly-owned subsidiaries. Tompkins Trust Company, The Bank of Castile and Mahopac National Bank provide community-banking services to their local market areas in New York State and VIST Bank provides community-banking services to its local market area in the State of Pennsylvania. Tompkins Insurance Agencies, Inc. offers property and casualty insurance to individuals and businesses in New York and Pennsylvania, as well as group insurance for businesses, employee and group benefit plans, and life insurance. AM&M Financial Services, Inc. and the trust division of Tompkins Trust Company provide services under the Tompkins Financial Advisors name, including investment management, trust and estate administration, financial and tax planning as well as life, disability and long-term care insurance services.

Corporate Headquarters: Tompkins Financial Corporation
The Commons, P. O. Box 460
Ithaca, New York 14851
Main telephone number: 607-273-3210

Web Site: www.tompkinsfinancial.com (information on our website does not constitute part of this prospectus)

Stock Listing: Our common stock is listed on the NYSE MKT LLC under the symbol - TMP.

RISK FACTORS

Investing in our common stock involves risks. Before purchasing any securities we offer, you should carefully consider the Risk Factors that are incorporated by reference herein from our Joint Proxy Statement/Prospectus on Form S-4 filed with the Securities and Exchange Commission (the "SEC") on April 19, 2012, as amended on May 16, 2012, which can be found beginning on page 20 of that Joint Proxy Statement/Prospectus. In addition, you should also consider any other information included in this prospectus and any prospectus supplement and any other information that we have incorporated by reference, including filings made with the SEC subsequent to the date hereof. Any of these risks, as well as other risks and uncertainties, could harm our financial condition, results of operations or cash flows.

OVERVIEW OF THE PLAN

Tompkins Financial Corporation
Dividend Reinvestment and Stock Purchase and Sale Plan
An Open Availability and Dividend Reinvestment Plan for

Tompkins Financial Corporation
Common Stock,
Par Value \$0.10 per Share

The Dividend Reinvestment and Stock Purchase and Sale Plan (the “Stock Purchase Plan” or the “Plan”) described in this prospectus is sponsored by Tompkins Financial Corporation and administered by American Stock Transfer & Trust Company, LLC, the “Plan Administrator”. This prospectus provides you with a summary and the complete details of the Stock Purchase Plan. If you have additional questions after reading through this material, please contact the Plan Administrator, American Stock Transfer & Trust Company, LLC at:

American Stock Transfer & Trust Company, LLC
Dividend Reinvestment Department
P.O. Box 922
Wall Street Station
New York, NY 10269-0560
Tel: 1-877-573-4008

or by accessing American Stock Transfer & Trust Company’s website, at: www.amstock.com (Tompkins Financial disclaims any responsibility for information contained on American Stock Transfer & Trust Company’s website other than the Plan prospectus).

This prospectus is not an offer to sell nor a solicitation of an offer to purchase shares of our common stock. American Stock Transfer & Trust Company and Tompkins Financial Corporation provide no advice and make no recommendations with respect to any security. Any decision to purchase or sell securities must be made by each individual Plan participant based on his or her own research and judgment after consultation with a professional investment advisor. Participation in the Plan is voluntary and may be prohibited by the laws of certain countries other than the United States.

Tompkins Financial Corporation offers this Stock Purchase Plan for shares of its common stock. The Plan offers you an affordable alternative for buying and selling our common stock, which is traded on the NYSE MKT LLC under the symbol “TMP”. You do not need to be a current shareholder to participate in the Plan and buy our common stock for the first time. If you participate in the Plan, you may reinvest your cash dividends, if any, and make optional cash payments to purchase additional shares. Shares that are held in the Plan may be sold directly without having to obtain physical certificates or the service of a broker. The certificates currently in your possession may be deposited into the Plan for safekeeping or sale. You may also withdraw or transfer all or a portion of your stock held in the Plan at any time. Although Tompkins Financial pays for almost all of the brokerage and administrative costs, there are small fees associated with certain features of the Plan. The fees are outlined within this prospectus.

This Plan Features:

Convenient Direct Share Ownership

Existing stockholders and new investors can make an initial stock purchase directly through the Plan without a broker. Once enrolled in the Plan, you can make additional optional cash purchases of our common stock.

Automatic Dividend Reinvestment

Cash dividends paid to participating holders of our common stock can be reinvested automatically to purchase additional shares.

Certificate or Book-Entry Share Ownership

If you participate in the Plan, you will receive timely statements and confirmations reflecting your transaction history. You will typically not be issued a physical certificate representing your shares because the Plan Administrator will record your share ownership in “book-entry” form. Nevertheless, you may request the issuance of a physical certificate to represent your shares at any time.

Safekeeping of Shares

If you hold or later acquire shares of our common stock from other sources, you may deposit them directly into the Plan for safekeeping. All the Plan's features will then apply to the deposited shares as well.

Withdrawals

You may withdraw any or all of your shares from the Plan at any time.

Direct Sale or Transfer

You may sell or transfer shares of our common stock directly through the Plan at any time, without the issuance of physical certificates or the involvement of an independent broker.

Commissions or Fees

We will pay all commissions and service fees on purchases of our common stock made through the Plan and on all reinvestments of dividends through the Plan. However, you will be charged a brokerage commission of \$0.10 per share sold, a \$15.00 service fee for each partial sale of shares under the Plan, and a \$15.00 service fee upon termination of your participation.

The foregoing is only an overview. The "Terms and Conditions" of the Stock Purchase Plan are stated at the end of this prospectus, and in the event of any inconsistency, those "Terms and Conditions" will prevail. The "Terms and Conditions" of the Plan are subject to change without notice, and we retain the right to discontinue the Plan at any time.

Please retain this prospectus for future reference.

FURTHER DESCRIPTION OF PLAN SERVICES

Eligibility & Enrollment

Almost everyone is eligible to enroll in the Plan. You may participate in the Plan if you already own shares of our common stock, and if you do not own any shares of our common stock, you may enroll by making an initial purchase of at least \$100 directly through the Plan (\$50, if you are an employee of Tompkins Financial or one of its subsidiaries and you elect to purchase shares under the Plan via payroll deduction). To receive a Plan Enrollment Application or additional copies of this prospectus, simply contact American Stock Transfer & Trust Company, the Plan Administrator, either at its toll free number, 1-877-573-4008, or by accessing American Stock Transfer & Trust Company's website at www.amstock.com. If you are an employee of Tompkins Financial or one of its subsidiaries and you wish to enroll in the Plan through payroll deduction, contact your Human Resources Department for an Enrollment and Payroll Deduction Authorization Form, and return it to that department when completed.

Purchases

Once enrolled in the Plan, you can purchase additional shares of our common stock at any time by making optional cash contributions to the Plan in amounts of at least \$50. The Plan Administrator will arrange to purchase the appropriate number of shares on the open market, or if Tompkins Financial so determines, directly from Tompkins Financial, for your account as soon as possible, normally within one week after it receives your contributions. You may at any time modify the contribution program you have specified on a Plan Enrollment Application or on the tear-off portion of an account statement or transaction advice you have received.

Dividend Reinvestment

Unless you indicate otherwise on your Plan Enrollment Application, all cash dividends paid on the shares of our common stock in your account will be automatically reinvested in more shares of our common stock. Because both full and fractional shares will be carried in your account, the dividends attributable to fractional shares will be reinvested just as those on your full shares. You may, at any time, change the election by notifying the Plan Administrator.

Safekeeping of Certificates

If you already own shares of our common stock in certificated form - that is, if you hold the physical certificates representing your shares - you may deposit the certificates into the Plan for safekeeping. This feature protects your shares against possible loss, theft or accidental destruction and may save you the expense of having to replace your certificates.

Convenient Ways To Sell or Transfer Your Shares

You can easily sell or transfer through the Plan some or all of the shares you own, whether you hold the shares in book-entry form or in certificated form. You can choose to sell or transfer any or all shares held in the Plan with or without issuing new certificates, and without having to deal directly through a broker. Any fractional shares in your account will be sold at the same price as full shares, on a prorated basis. You may also instruct the Plan Administrator to issue a certificate in your name for any shares you hold in the Plan at any time.

Statements and Forms

If you elect to reinvest all or a portion of your dividends, you will receive a quarterly statement that reflects all investment activity and all dividends applied toward reinvestment. Each time a purchase is made for you, you will also receive a confirmation notice reflecting the number of shares purchased for you and the purchase price for those shares. Each form you receive will contain a tear-off portion that can be used for future Plan transactions. You may also review your transaction history online at www.amstock.com.

Simple, Secure Internet Account Access

You can complete all your share transactions, including purchases, sales and requests for certificates, on the Internet at www.amstock.com. You can also review your account status online.

4

ANSWERS TO FREQUENTLY ASKED QUESTIONS

How Do I Enroll in the Plan?

There are two easy ways to enroll in the Stock Purchase Plan. One option through which registered shareholders and first-time investors can enroll in the Plan is by completing and signing a Plan Enrollment Application and sending it to American Stock Transfer & Trust Company, LLC, the Plan Administrator, at the address listed on page 9 of this prospectus. The account will be opened as soon as possible after the Plan Administrator receives your properly completed and signed Plan Enrollment Application. You can obtain Plan Enrollment Applications and copies of this prospectus by contacting the Plan Administrator at its toll free number, 1-877-573-4008.

If you are an employee of Tompkins Financial or one of its subsidiaries and you elect to participate through payroll deduction, you should contact Tompkins Financial's Human Resources Department to obtain a Plan Enrollment and Payroll Deduction Authorization Form and return the form to that department once completed. Employees who enroll via payroll deduction need not make an initial investment of \$100. Instead, you may enroll by electing to make optional cash payments by deducting an amount of at least \$50 from your biweekly paycheck. You should designate the deduction amount on your Enrollment and Payroll Deduction Authorization Form and return the completed form to your Human Resources Department. Employees who elect to participate via payroll deduction and who would like to change their form of participation must contact their Human Resources Department.

You can also enroll in the Plan by purchasing shares through the Plan Administrator's website at www.amstock.com by selecting "Invest Online - All Plans" and choosing the link for Tompkins Financial Corporation. On the "Plan Details" page, select "Invest Now" and follow the wizard, which will guide you through the six-step process. The minimum initial investment for non-holders purchasing in this manner is \$100. You will receive an e-mail confirming receipt of your transaction as soon as you complete the wizard, as well as an e-mail within two business days confirming the number of shares purchased and their price.

Once enrolled, your participation in the Plan continues until you withdraw from the Plan or until the Plan terminates. If the Plan account is to be enrolled in multiple or joint names, or if certificates registered in multiple or joint names are to be deposited into the Plan, all of the stockholders listed must sign the Plan Enrollment Application.

How Can I Purchase Additional Shares?

You can easily purchase additional shares of our common stock under the Plan at any time by making optional cash contributions, which are used to purchase shares of our common stock. The Plan Administrator will purchase the shares either in the open market, or directly from Tompkins Financial, for your Plan account. Optional cash contributions must be in amounts of at least \$50. You may make optional cash contributions as often as daily.

You can make optional cash contributions by mailing in the tear-off portion of an account statement or transaction advice, by investing online, or make automatic monthly cash contributions of a constant dollar amount if you set up an electronic funds transfer from your bank account in advance. In addition to the options available to other participants, eligible employees of Tompkins Financial or one of its subsidiaries may purchase shares through payroll deductions. You will not be paid any interest on contributions held by the Plan Administrator pending investment of your funds.

To make optional cash contributions by mail, complete the tear-off portion of an account statement or transaction confirmation notice and send it to the Plan Administrator at its address listed on page 9.

To make an investment online, log on to www.amstock.com and select "Account Access". Enter your ten-digit account number (provided to you in your account statement) and your social security number. You may then complete your optional cash purchase in two simple steps.

In addition, you may authorize the Plan Administrator, on the Plan Enrollment Application, to make automatic monthly purchases of a specified dollar amount, paid for by automatic withdrawal from your bank account by electronic funds transfer. You may also sign up for monthly electronic funds transfer by accessing the American Stock Transfer & Trust Company website at www.amstock.com and following the simple instructions for a faster way to invest. Funds will be withdrawn from your bank account on the 10th day of each month (or the next business day if the 10th day of the month is not a business day). All purchases will apply the total funds toward shares of our common stock, and both full shares and fractional shares (to at least three decimal places) will be credited to your Plan account. To stop making monthly purchases by automatic withdrawal, you must send the Plan Administrator written, signed instructions.

If you are an employee of Tompkins Financial or one of its subsidiaries, you may make automatic bi-weekly purchases of a specified dollar amount, paid for by payroll deduction. Once you have begun payroll deduction, the funds from such payroll deduction will be invested as cash investments to your Plan account. All shares of common stock purchased from your payroll deduction will be automatically reenrolled in the full dividend reinvestment option. If shares are to be purchased on the open market, funds will be invested by the Plan Administrator as soon as practicable after receipt of the payroll file and funds.

All cash contributions not made by electronic funds transfer or payroll deduction must be made by check or money order drawn on a United States bank in U.S. currency, payable to "American Stock Transfer & Trust Company, LLC - Tompkins Financial Corporation Plan". Third party checks cannot be accepted and will be returned. If a check is returned to the Plan Administrator as "unpaid," the Plan Administrator will resell the shares purchased with those funds and sell additional shares from your account, as necessary, to reimburse itself for any fees or losses incurred when reselling the shares from your account.

You should be aware that the trading price for shares of our common stock may fall or rise during the period between your request for purchase, the Plan Administrator's receipt of that request, and the ultimate purchase of shares on the open market or directly from Tompkins Financial. The Plan Administrator may, at its own discretion, accept written requests to revoke instructions previously given to purchase shares but not yet acted upon.

What Fees Are Involved?

There is no enrollment fee to participate in the Plan. Tompkins Financial will pay service fees and brokerage commissions for both initial and optional cash investments. However, a brokerage commission of \$.10 per share will be automatically deducted from your proceeds when you sell shares held in your Plan account, and you will be charged a \$15.00 service fee for each partial sale of shares in your Plan account. In addition, you will be charged a \$15.00 service fee upon termination of your participation in the Plan.

For first-time purchases by investors who are not already registered holders of our common stock on the records of American Stock Transfer & Trust Company, our transfer agent, or employees of Tompkins Financial or one of our subsidiaries, the minimum initial investment amount is \$100. The minimum amount for additional investments, for initial investments by our existing, registered shareholders who deposit their shares into the Plan, and for purchases for our employees who enroll through payroll deduction, is \$50. The maximum investment per year you can make under the Plan is \$100,000. (Like other provisions of the Plan, these limits are subject to change from time to time.)

How Can I Reinvest My Dividends?

You can choose to reinvest all or a portion of the dividends paid on the shares of our common stock that are registered in your name under the Plan. All dividends on shares in your Plan account will be reinvested, including those attributable to fractional shares in your account, net of any applicable tax withholding. Purchase of the additional shares will be made as soon as practicable after the dividend payment date. Unless you indicate otherwise on the Plan Enrollment Application, your dividends will be reinvested automatically. If you choose not to reinvest any of your dividends, the Plan Administrator will remit the net dividends directly to you in cash at the same time as they are paid to other shareholders. We will pay all service and brokerage commissions associated with the reinvestment of dividends under the Plan.

Note that as a result of the Emergency Economic Stabilization Act of 2008, the IRS requires you to reinvest a minimum of 10% of your scheduled dividend distribution if you elect to partially reinvest dividends. If your account falls below the 10% threshold, you will be sent a notification outlining your alternatives for dividend reinvestment.

If you choose to receive cash dividends on all your shares, your cash dividends can be wired directly to your bank account. In order to take advantage of this option, your bank or financial institution must be a part of Automated Clearing House, or "ACH". If you are interested in this option, please call the Plan Administrator at (877) 573-4008 and request forms for Direct Deposit of Dividends.

You can change your dividend reinvestment instructions at any time by sending a new Plan Enrollment Application to the Plan Administrator. Any instruction changes must be received by the Plan Administrator on or before the record date for that dividend.

How Does the Plan Administrator Purchase the Shares?

The Plan Administrator will commingle cash contributions and net dividends from all participants to purchase shares of our common stock either (a) in the open market on the NYSE MKT LLC, or on whatever other exchange we may in the future choose for the trading of our common stock, or (b) if Tompkins Financial so determines, directly from Tompkins Financial's authorized but unissued shares. The Plan Administrator usually makes purchases through a broker. Your account will be credited for the full and fractional shares purchased on your behalf. For optional cash contributions, purchases are made at least weekly, and depending on the volume, as frequently as daily, for open market purchases. If shares are purchased directly from the Company, they will be purchased once per week, on Fridays, or on the next business day on which shares are traded if such Friday is not a trading day. No interest will be paid to Plan participants on funds held by the Administrator pending investment or settlement.

How Will the Purchase Price be Determined for Shares Purchased Under the Plan?

The price per share of our common stock cannot be determined until a particular purchase is completed. The purchase price for shares of common stock purchased for the Plan in the open market will be the average price paid for all shares purchased (i.e., the aggregate purchase price divided by the aggregate number of shares purchased) by the Plan Administrator for the Plan during the applicable investment period.

The purchase price for shares of common stock purchased directly from Tompkins Financial by the Plan Administrator for the Plan will be the average of the high and low sale prices reported at the close of market on the NYSE MKT LLC, or on whatever other exchange we may in the future choose for the trading of our common stock, for the last market day prior to the date of purchase.

The Plan Administrator will send your transaction advice as soon as practicable after each investment showing the relevant purchase price and the number of shares credited to your account. You may also view your transaction history online. In addition, you will receive a quarterly statement showing all year-to-date transaction activity. You should retain these documents for tax purposes.

For your convenience, account statements and transaction confirmation notices will have tear-off forms that can be filled out with your instructions regarding change of address, certificate issuance, optional cash purchase, certificate deposit, sale request, and account termination. Your instructions will be honored as soon as practicable after the Plan Administrator receives them in acceptable form.

In Whose Name Will Tompkins Financial Maintain Accounts and in Whose Name Will You Register the Shares?

We will maintain your Plan account in the name or names which appear on our shareholder records. In the case of an employee who participates in the Plan only by making optional cash payments via payroll withholding, we will maintain the Plan account in the employee's name as shown in our payroll records. We will register certificates for shares when issued to you in the name or names in which we maintain your account. We will issue certificates in such other name(s) as you may request.

How Does the Plan Provide for Safekeeping of Certificates?

If you already own shares of our common stock in certificated form - meaning you actually hold the physical certificates representing those shares - you may elect to deposit the stock certificates into your Plan account for safekeeping with the Plan Administrator. These shares will be credited to your account in book-entry form. You may, however, request a new stock certificate at any time. We will pay all fees for issuing or canceling certificates under the Plan.

To deposit certificates, simply send them to the Plan Administrator along with your completed, signed Plan Enrollment Application or a signed tear-off portion of your statement or transaction confirmation notice. The certificates and Plan Enrollment Application should be insured for 2% of the total value of the shares to protect against loss in transit, and must either be endorsed on the back or be accompanied by a signed stock power signed by all owners of the shares.

May I Resell My Shares?

You may instruct the Plan Administrator to sell any or all shares of our common stock held in your account. Simply complete and sign the tear-off portion of your account statement or transaction confirmation notice and mail it to the Plan Administrator. Be certain that all participants named on the account sign the instructions. Signatures should be guaranteed by a bank, broker or financial institution which is a member of the Medallion Signature Guarantee Program. If you have questions, you may call the Plan Administrator's toll-free number (1-877-573-4008) or access its website at www.amstock.com.

As with purchases, the Plan Administrator aggregates all sale requests for our common stock and then sells the total number of shares on the open market through a broker. The Plan Administrator makes these sales at least weekly, and depending on volume, may make sales as frequently as daily. The sale price per share will be the average price received for all shares sold (i.e., the aggregate sale price divided by the aggregate number of shares sold) by the Plan Administrator for the Plan on the sale date. The proceeds of the sale, less a brokerage commission of \$.10 per share, will be sent to you by check within four days following the sale.

You should be aware that the trading price for our common stock may fall or rise during the period between your request for sale, the Plan Administrator's receipt of that request, and the ultimate sale of shares on the open market. Instructions sent to the Plan Administrator to sell shares may not be rescinded.

Can I Request a Stock Certificate?

You may at any time request the Plan Administrator to issue you a physical certificate for some or all of the shares held in your Plan account. Just fill out and sign the tear-off portion of your account statement or transaction confirmation notice and send it to the Plan Administrator at the address on page 9, go to www.amstock.com and log into your account, or call the Plan Administrator's toll-free telephone number (1-877-573-4008) for further information.

How Can I Transfer Shares to Other Accounts?

You may give shares from your Plan account to others as gifts at any time. Transfers by gift can be made in book-entry form or by delivery of the actual certificates representing the shares. To make a gift of shares of our common stock, contact the Plan Administrator at its toll free number (1-877-573-4008).

You may also make a "book-to-book" transfer of shares of our common stock, which involves transferring shares from your Plan account to a new participant's Plan account. To make a "book-to-book" transfer, you must call the Plan Administrator at its toll-free telephone number (1-877-573-4008) to request a copy of this Plan prospectus and a Plan Enrollment Application, then complete the Plan Enrollment Application, providing the full registration name, address and social security number of the new participant or participants.

The completed Plan Enrollment Application should be sent along with a written request indicating the number of shares, full and fractional, which should be transferred to the new participant. If the shares are held by more than one person, all participants named on the current account should sign the instructions, and their signatures should be

guaranteed by a bank, broker or financial institution which is a member of the Medallion Signature Guarantee Program.

Unless you direct otherwise on the Plan Enrollment Application, the Plan Administrator will enroll the transferred shares for automatic dividend reinvestment.

8

How Can I Terminate My Participation in the Plan?

You may withdraw from the Plan at any time by submitting a notice of termination to American Stock Transfer & Trust Company. Just mail in the tear-off portion of any account statement or transaction advice, properly completed with your withdrawal instructions. Upon withdrawal, the Plan Administrator will issue you a certificate for the full number of shares held in your Plan account, and any fractional shares held in the Plan will be sold on the open market. Alternatively, you may direct the Plan Administrator to sell any or all of the shares in your account. If the total number of shares in your Plan account is less than one share, any remaining fractional shares will be sold and your account closed. You will receive a check for the proceeds from the sale of any shares from your Plan account based on the current market value, less a \$.10 per share brokerage commission and a service fee of \$15.00. If you have only a fractional share in your account or if you elect to receive a certificate for the full number of shares held in your Plan account and only a fractional share is sold, if the current market value of the fractional share is less than the \$15.00 service fee, the value of the fractional share will be applied toward payment of the service fee and you will not be charged any additional amount for that transaction. After your account is closed, cash dividends on any shares you hold in certificated form will be sent to you at the address you provide, or automatically deposited in your bank account in accordance with your instructions.

If you are an employee of Tompkins Financial or one of its subsidiaries making op