

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Tompkins Financial Corporation		2 Issuer's employer identification number (EIN) 16-1482357	
3 Name of contact for additional information Janet Hewitt	4 Telephone No. of contact 607-274-2004	5 Email address of contact jhewitt@tompkinstrust.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact The Commons		7 City, town, or post office, state, and Zip code of contact Ithaca, NY 14850	
8 Date of action August 1, 2012		9 Classification and description See attachment	
10 CUSIP number 890110109	11 Serial number(s)	12 Ticker symbol TMP	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See attachment

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attachment

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See attachment

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
IRC sections 354, 356, 358, and 1001

18 Can any resulting loss be recognized? ▶

No loss can be recognized upon the exchange of the VIST common shares for shares of TMP common stock.
If a taxable loss is calculated on the deemed sale of a fractional share of TMP common stock deemed to have been received in the exchange, this loss can be recognized.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

The transaction was consummated on August 1, 2012. Consequently, the reportable tax year of the VIST shareholders for reporting the tax effect of the share exchange is the tax year that includes the August 1, 2012 date. This is the 2012 calendar year for those shareholders who report taxable income on the basis of a calendar year.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ _____ Date ▶ _____
Print your name ▶ _____ Title ▶ _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	David A. Thornton, CPA	<i>David A. Thornton</i>	8/15/12		P00032537
	Firm's name ▶ Crowe Horwath LLP	Firm's EIN ▶ 35-0921680		Phone no. 212-572-5500	
	Firm's address ▶ 488 Madison Avenue, Floor 3, New York, NY 10022				

Tompkins Financial Corporation
16-1482357
Attachment to Form 8937

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

Form 8937 Part I, Box 9:

The securities subject to reporting include all shares of Tompkins Financial Corporation ("TMP") common stock issued in exchange for the outstanding common stock of VIST Financial Corp. ("VIST") as a result of the merger of VIST with and into TMP on August 1, 2012.

Form 8937 Part II, Box 14:

The reportable organizational action involves the merger of VIST with and into TMP on August 1, 2012. As a result of this merger, each share of VIST common stock was exchanged for 0.3127 shares of TMP common stock. To the extent that the exchange would have resulted in the issuance of a fractional share of TMP common stock to a VIST shareholder, a cash payment equal to the market value equivalent of the fractional share was paid in lieu of issuing a fractional share of TMP common stock.

Form 8937 Part II, Box 15:

The merger of VIST with and into TMP qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. As a result, no taxable gain or loss will be recognized by any VIST shareholder upon the exchange of their VIST shares for shares of TMP common stock.

For each identifiable block of VIST common shares surrendered in the exchange having a common tax basis, the aggregate tax basis of the shares of TMP common stock received in the exchange will be equal to the tax basis of the VIST shares surrendered in the exchange. The tax basis of each individual share of TMP common stock within this identifiable block is determined by dividing this aggregate tax basis by the number of TMP common shares (including any fractional share deemed to have been distributed in the exchange – see below) that comprise this identifiable block.

VIST shareholders who receive cash in lieu of a fractional share of TMP common stock are, for purposes of determining the taxability of that cash, deemed to have received the fractional share in the exchange and then as having sold the fractional share for cash. These VIST shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the VIST common shares deemed to have been exchanged for the fractional share and the amount of cash received.

Form 8937 Part II, Box 16:

Refer to the description of the basis calculation in Part II, Box 15 above.