

South Lakeview, LLC

dba Tompkins & Co.

Client Brochure

This brochure provides information about the qualifications and business practices of South Lakeview, LLC dba Tompkins & Co. If you have any questions about the contents of this brochure, please contact us at (303) 804-0339 or by email at: jtompkins12@yahoo.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about South Lakeview, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. South Lakeview, LLC's CRD number is: 157240

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Registration does not imply a certain level of skill or training.

Version Date: March 4, 2013

Item 2: Material Changes

- 1.) South Lakeview, LLC dba Tompkins & Co. ("Advisor") has approximately \$408 million under management.
- 2.) Advisor provides investment management services to charitable organizations.

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Item 4: Advisory Business

A. Description of the Advisory Firm

South Lakeview, LLC is a Limited Liability Company organized in the state of Colorado.

This firm has been in business since March 27, 2011, and the principal owner is James Benjamin Tompkins.

B. Types of Advisory Services

South Lakeview, LLC (hereinafter "Tompkins & Co.") offers the following services to advisory clients:

Investment Supervisory Services

Tompkins & Co. offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. Tompkins & Co. creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the selection of a portfolio that matches each client's specific situation. Investment Supervisory Services include, but are not limited to, the following:

- | | |
|-----------------------|--------------------------------|
| • Investment strategy | • Personal investment policy |
| • Asset allocation | • Asset selection |
| • Risk tolerance | • Regular portfolio monitoring |

Tompkins & Co. evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Services Limited to Specific Types of Investments

Tompkins & Co. limits its money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, REITs, and government securities. Tompkins & Co. may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

Tompkins & Co. offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent Tompkins & Co. from properly servicing the client account, or if the restrictions would require Tompkins & Co. to deviate from its standard suite of services, Tompkins & Co. reserves the right to end the relationship.

D. Wrap Fee Programs

Tompkins & Co. does not participate in any wrap fee programs.

E. Amounts Under Management

As of December 20, 2011 Tompkins & Co. has approximately \$408 million under management. Tompkins & Co. manages client funds on both a discretionary and non-discretionary basis.

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

Total Assets Under Management	Annual Fee
First \$20,000,000	0.60%
Above \$20,000,000	Negotiable

Fees are negotiable. Fees are paid quarterly in arrears, and clients may terminate their contracts with written notice. Because fees are charged in arrears, no refund policy is necessary. Clients may terminate their accounts without penalty within 5 business days of signing the advisory contract.

Advisory fees are paid pursuant to invoices submitted by Tompkins & Co. or may be withdrawn directly from the client's accounts with client written authorization.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid quarterly in arrears.

Advisory fees may also be invoiced and billed directly to the client quarterly in arrears. Payments are due on the 15th of the month following quarter end. Clients may select the method in which they are billed.

C. Clients Are Responsible For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by Tompkins & Co.. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

Tompkins & Co. collects its fees in arrears. It does not collect fees in advance.

E. Outside Compensation For the Sale of Securities to Clients

Neither Tompkins & Co. nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

Item 6: Performance-Based Fees and Side-By-Side Management

Tompkins & Co. does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

Tompkins & Co. generally provides management supervisory services to the following types of clients:

- ❖ High-Net-Worth Individuals
- ❖ Corporations or Business Entities
- ❖ Charitable Organizations

Minimum Account Size

There is no account minimum.

Item 8: Methods of Analysis, Investment Strategies, and Risk of Investment Loss

A. Methods of Analysis and Investment Strategies

Methods of Analysis

Tompkins & Co. uses fundamental analysis.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Investment Strategies

Tompkins & Co. uses long term investment strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

Tompkins & Co. generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets.

Tompkins & Co. purchases equity investments for clients with a long term investment view. Risks associated with equity investments include the risk of a decline in the market value of the security due to a general decline in the equity market or a decline in the market value due to issues specific to the individual investment. A general decline in equity prices can be significant and can last for a significant period of time. Issues specific to an individual investment can cause a permanent decline in the value of a business and can lead to a permanent loss of capital.

Tompkins & Co. also purchases fixed income investments for clients. Risks associated with fixed income investments include a decline in market value due to a rise in interest rates. Fixed income investments may also decline in value due to deterioration in the credit quality of the borrower.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of this advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither Tompkins & Co. nor its representatives are registered as a broker/dealer or as representatives of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither Tompkins & Co. nor its representatives are registered as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

James Benjamin Tompkins is a non-practicing attorney. Tompkins & Co. always acts in the best interest of the client.

D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

Tompkins & Co. does not utilize nor select other advisors or third party managers. All assets are managed by Tompkins & Co. management.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Clients may request a copy of our Code of Ethics from management.

B. Recommendations Involving Material Financial Interests

Tompkins & Co. does not recommend that clients buy or sell any security in which a related person to Tompkins & Co. has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of Tompkins & Co. may buy or sell securities for themselves that they also purchase for clients. Tompkins & Co. will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold. Tompkins & Co. has a policy prohibiting representatives or related persons from purchasing or selling a security within five trading days of purchasing or selling that security for a client.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of Tompkins & Co. may buy or sell securities for themselves at or around the same time as clients. Tompkins & Co. will always process clients transactions before its own when similar securities are being bought or sold. Tompkins & Co. has a policy prohibiting representatives or related persons from purchasing or selling a security within five trading days of purchasing or selling that security for a client.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

The Custodian will be chosen based on their relatively low transaction fees and access to mutual funds and ETFs. Tompkins & Co. will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

1. Research and Other Soft-Dollar Benefits

Tompkins & Co. receives research, products, or services other from its broker-dealer or another third-party in connection with client securities transactions ("soft dollar benefits"). There is no minimum client number or dollar number that Tompkins & Co. must meet in order to receive free research from the custodian or broker/dealer. There is no incentive for Tompkins & Co. to direct clients to this particular broker-dealer over other broker-dealers who offer the same services. The first consideration when recommending broker/dealers to clients is best execution.

2. Brokerage for Client Referrals

Tompkins & Co. receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

Tompkins & Co. allows clients to direct brokerage. Tompkins & Co. may be unable to achieve most favorable execution of client transactions if clients choose to direct brokerage. This may cost clients money because without the ability to direct brokerage Tompkins & Co. may not be able to aggregate orders to reduce transactions costs resulting in higher brokerage commissions and less favorable prices. Not all investment advisers allow their clients to direct brokerage.

B. Aggregating (Block) Trading for Multiple Client Accounts

Tompkins & Co. maintains the ability to block trade purchases across accounts. While block trading may benefit clients by purchasing larger blocks in groups, we do not feel that the clients are at a disadvantage due to the best execution practices of our custodian.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least monthly by James Benjamin Tompkins, Managing Member. James Benjamin Tompkins is the portfolio manager and reviews client accounts with regards to their investment policies and risk tolerance levels. All accounts at Tompkins & Co. are assigned to Mr. Tompkins.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least quarterly a written report that details the clients account which may come from the custodian.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

Tompkins & Co. does not receive any economic benefit, directly or indirectly from any third party for advice rendered to Tompkins & Co. clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

Tompkins & Co. does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

Tompkins & Co., with Client's written authority, has limited custody of client's assets through direct fee deduction of Tompkins & Co.'s Fees only. Constructive custody of all client's assets and holdings is maintained primarily at the Custodian. Clients will receive all required account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

Tompkins & Co. manages client investments on both a discretionary and non-discretionary basis.

Item 17: Voting Client Securities (Proxy Voting)

Tompkins & Co. will accept voting authority for client securities in certain cases. When Tompkins & Co. does accept voting authority for client securities, it will always seek to vote in the best interests of its clients. Tompkins & Co. does not maintain preapproved voting guidelines but relies on the investment committee to determine the appropriate course of action in voting client securities that is in the best interest of the client. Clients may direct Tompkins & Co. on how to vote client securities by communicating their wishes in writing or electronically to Tompkins & Co.. When voting client proxies the investment committee will always hold the interests of the clients above its own interests. Clients of Tompkins & Co. may obtain the voting record of Tompkins & Co. on client securities by contacting Tompkins & Co. at phone number or e-mail address listed on the cover page of this brochure. Clients may obtain a copy of Tompkins & Co.'s proxy voting policies and procedures upon request.

Item 18: Financial Information

A. Balance Sheet

Tompkins & Co. does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither Tompkins & Co. nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

Tompkins & Co. has not been the subject of a bankruptcy petition in the last ten years.