

Edgar Filing: DALRYMPLE DAVID J - Form SC 13D

DALRYMPLE DAVID J
Form SC 13D
November 06, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

CHEMUNG FINANCIAL CORPORATION
(Name of Issuer)

Common Stock, Par Value \$0.01
(Title of Class of Securities)

164024 10 1
(CUSIP Number)

David J. Dalrymple, 274 Coleman Avenue, Elmira, New York 14903;
Telephone: (607) 737-5077 with a copy to J. Philip Hunter, Esq., Sayles &
Evans, One West Church Street, Elmira, New York 14901; Telephone: (607)
734-2271

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

October 23, 2003
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to
report the acquisition that is the subject of this Schedule 13D, and is
filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or
240.13d-1(g), check the following box. ()

NOTE: Schedules filed in paper format shall include a signed original and
five copies of the schedule, including all exhibits. See Section 240.13d-7
for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be
deemed "filed" for the purpose of Section 18 of the Securities Exchange Act
of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however,
see the Notes).

Page 1 of 21 Pages

Persons who respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB
control number.

CUSIP No. 164024 10 1

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

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David J. Dalrymple S.S.# 056-38-4552

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 - (a)
 - (b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS) 00

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6. CITIZENSHIP OR PLACE OF ORGANIZATION United States

| | |
|------------------------------------------|---------|
| NUMBER OF 7. SOLE VOTING POWER | 0 |
| SHARES | |
| BENEFICIALLY 8. SHARED VOTING POWER | 717,247 |
| OWNED BY | |
| EACH REPORTING 9. SOLE DISPOSITIVE POWER | 0 |
| PERSON WITH | |
| 10. SHARED DISPOSITIVE POWER | 717,247 |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 717,247

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) X

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.18%

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

INSTRUCTIONS FOR COVER PAGE

(1) Names and I. R. S. Identification Numbers of Reporting Persons --
 Furnish the full legal name of each person for whom the report is filed - i.e., each person required to sign the schedule itself - including each member of a group. Do not include the name of a person required to be identified in the report but who is not a reporting person. Reporting persons that are entities are also requested to furnish their I.R.S. identification numbers, although disclosure of such numbers is voluntary, not mandatory (see "SPECIAL INSTRUCTIONS FOR COMPLYING WITH SCHEDULE 13D" below).

(2) If any of the shares beneficially owned by a reporting person are held as a member of a group and the membership is expressly affirmed, please check row 2(a). If the reporting person disclaims membership in a group or describes a relationship with other persons but does not affirm the existence of a group, please check row 2(b) [unless it is a joint filing pursuant to Rule 13d-1(k)(1) in which case it may not be necessary to check row 2(b)].

(3) The 3rd row is for SEC internal use; please leave blank.

CUSIP No. 164024 10 1

1. NAMES OF REPORTING PERSONS

Edgar Filing: DALRYMPLE DAVID J - Form SC 13D

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).
Robert H. Dalrymple S.S.# 065-38-1478

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS) 00

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(D) OR 2(E)

6. CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF 7. SOLE VOTING POWER 0
SHARES

BENEFICIALLY 8. SHARED VOTING POWER 717,247
OWNED BY

EACH REPORTING 9. SOLE DISPOSITIVE POWER 0
PERSON WITH

10. SHARED DISPOSITIVE POWER 717,247

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
717,247

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN X
SHARES (SEE INSTRUCTIONS)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.18%

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

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(1) Names and I. R. S. Identification Numbers of Reporting Persons --
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although disclosure of such numbers is voluntary, not mandatory (see
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COMPLYING WITH SCHEDULE 13D" below).

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row 2(b)].

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CUSIP No. 164024 10 1

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).
Catherine D. Smith S.S.#058-38-9298
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b) X
3. SEC USE ONLY
4. SOURCE OF FUNDS (SEE INSTRUCTIONS) 00
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(D) OR 2(E)
6. CITIZENSHIP OR PLACE OF ORGANIZATION United States
- | | | |
|----------------|------------------------------|---------|
| NUMBER OF | 7. SOLE VOTING POWER | 0 |
| SHARES | | |
| BENEFICIALLY | 8. SHARED VOTING POWER | 717,247 |
| OWNED BY | | |
| EACH REPORTING | 9. SOLE DISPOSITIVE POWER | 0 |
| PERSON WITH | | |
| | 10. SHARED DISPOSITIVE POWER | 717,247 |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
717,247
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN X
SHARES (SEE INSTRUCTIONS)
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.18%
14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

INSTRUCTIONS FOR COVER PAGE

- (1) Names and I. R. S. Identification Numbers of Reporting Persons --
Furnish the full legal name of each person for
whom the report is filed - i.e., each person required to sign the
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group. Do not include the name of a person required to be identified in
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person. Reporting persons that are entities are also requested to
furnish their I.R.S. identification numbers,
although disclosure of such numbers is voluntary, not mandatory (see
"SPECIAL INSTRUCTIONS FOR
COMPLYING WITH SCHEDULE 13D" below).
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as a member of a group and the
membership is expressly affirmed, please check row 2(a). If the
reporting person disclaims membership in a
group or describes a relationship with other persons but does not affirm
the existence of a group, please check
row 2(b) [unless it is a joint filing pursuant to Rule 13d-1(k) (1) in
which case it may not be necessary to check
row 2(b)].
- (3) The 3rd row is for SEC internal use; please leave blank.

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USIP No. 164024 10 1

- 1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).
Dalrymple Holding Corporation E.I. No. 16-1137772
- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b) X
- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS (SEE INSTRUCTIONS) 00
- 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION New York
- NUMBER OF 7. SOLE VOTING POWER 0
SHARES
- BENEFICIALLY 8. SHARED VOTING POWER 68,016
OWNED BY
- EACH REPORTING 9. SOLE DISPOSITIVE POWER 0
PERSON WITH
- 10. SHARED DISPOSITIVE POWER 68,016
- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
68,016
- 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN X
SHARES (SEE INSTRUCTIONS)
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.82%
- 14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

INSTRUCTIONS FOR COVER PAGE

(1) Names and I. R. S. Identification Numbers of Reporting Persons --
Furnish the full legal name of each person for
whom the report is filed - i.e., each person required to sign the
schedule itself -including each member of a
group. Do not include the name of a person required to be identified in
the report but who is not a reporting
person. Reporting persons that are entities are also requested to
furnish their I.R.S. identification numbers,
although disclosure of such numbers is voluntary, not mandatory (see
"SPECIAL INSTRUCTIONS FOR
COMPLYING WITH SCHEDULE 13D" below).

(2) If any of the shares beneficially owned by a reporting person are held
as a member of a group and the
membership is expressly affirmed, please check row 2(a). If the
reporting person disclaims membership in a
group or describes a relationship with other persons but does not affirm
the existence of a group, please check
row 2(b) [unless it is a joint filing pursuant to Rule 13d-1(k)(1) in
which case it may not be necessary to check
row 2(b)].

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(3) The 3rd row is for SEC internal use; please leave blank.

CUSIP No. 164024 10 1

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).
Dalrymple Family Limited Partnership E.I. No. 16-1478376
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b) X
 3. SEC USE ONLY
 4. SOURCE OF FUNDS (SEE INSTRUCTIONS) 00
 5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E)
 6. CITIZENSHIP OR PLACE OF ORGANIZATION New York
- | | | |
|--------------------------------------------------|------------------------------|---------|
| NUMBER OF 7. | SOLE VOTING POWER | 0 |
| SHARES | | |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8. SHARED VOTING POWER | 448,510 |
| 0 | 9. SOLE DISPOSITIVE POWER | |
| PERSON WITH | 10. SHARED DISPOSITIVE POWER | 448,510 |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
448,510
 12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) X
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.99%
 14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN

INSTRUCTIONS FOR COVER PAGE

- (1) Names and L R. S. Identification Numbers of Reporting Persons --
Furnish the full legal name of each person for whom the report is filed - i.e., each person required to sign the schedule itself -including each member of a group. Do not include the name of a person required to be identified in the report but who is not a reporting person. Reporting persons that are entities are also requested to furnish their I.R.S. identification numbers, although disclosure of such numbers is voluntary, not mandatory (see "SPECIAL INSTRUCTIONS FOR COMPLYING WITH SCHEDULE 13D" below).
- (2) If any of the shares beneficially owned by a reporting person are held as a member of a group and the membership is expressly affirmed, please check row 2(a). If the reporting person disclaims membership in a group or describes a relationship with other persons but does not affirm the existence of a group, please check row 2(b) [unless it is a joint filing pursuant to Rule 13d-1(k)(1)

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in which case it may not be necessary to check row 2(b)].

(3) The 3rd row is for SEC internal use; please leave blank.

Item 1. Security and Issuer.

Common Stock, Par Value \$0.01

Chemung Financial Corporation
One Chemung Canal Plaza
Elmira, NY 14902

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and supplemented so that the first paragraph thereof reads as follows:

Pursuant to Rules 13d-(f) (1)-(2) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned David J. Dalrymple, Robert H. Dalrymple, Catherine D. Smith, Dalrymple Holding Corporation, a New York Corporation, and Dalrymple Family Limited Partnership, a New York limited partnership, hereby file this Schedule 13D Statement jointly. The above-named persons are hereinafter sometimes collectively referred to as "the Reporting Persons." The Reporting Persons are making this single, joint filing because certain of the Reporting Persons may be deemed to share beneficial ownership over certain shares of the Common Stock of the Issuer as a result of family relationships among certain of the Reporting Persons. The Reporting Persons are also making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13 (d) (3) of the Exchange Act, although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that such a group exists.

David J. Dalrymple

- (a) Name
David J. Dalrymple
- (b) Residence Address
274 Coleman Avenue
Elmira, NY 14903
- (c) Present Principal Occupation
President of Dalrymple Holding Corporation

(d), (e) Legal Proceedings
None

(f) Citizenship
United States

Robert H. Dalrymple

- (a) Name
Robert H. Dalrymple
- (b) Residence Address
875 Upland Drive
Elmira, NY 14905

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(c) Present Principal Occupation
Secretary of Dalrymple Holding Corporation

(d), (e) Legal Proceedings
None

(f) Citizenship
United States

Catherine D. Smith

(a) Name
Catherine D. Smith

(b) Residence Address
430 Pine Drive
Jackson, WY 83001

(C) Present Principal Occupation
None

(d), (e) Legal Proceedings
None

(f) Citizenship
United States

Dalrymple Holding Corporation

(a) Name
Dalrymple Holding Corporation

(b) State of Organization
New York

(c) Principal Business
Parent company of several construction companies

(d) Principal Business Address
2105 South Broadway
Pine City, NY 14871

(e), (f) Legal Proceedings
None

The directors and executive officers of Dalrymple Holding Corporation are set forth on Schedule I attached hereto. Schedule I sets forth the following information with respect to each such person:

- (i) name;
- (ii) business address (or residence address where indicated);
- (iii) present principal corporation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted; and
- (iv) citizenship.

During the last five years, neither Dalrymple Holding Corporation nor any person named in Schedule I attached hereto has been (a) convicted

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in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Dalrymple Family Limited Partnership

- (a) Name
Dalrymple Family Limited Partnership
- (b) State of Organization
New York
- (c) Principal Business
Investing Partnership
- (d) Principal Business Address
2105 South Broadway
Pine City, NY 14871
- (e), (f) Legal Proceedings
None

David J. Dalrymple, Robert H. Dalrymple and Catherine D. Smith are the three general partners of Dalrymple Family Limited Partnership. The same individuals are also the limited partners of said partnership. Pursuant to the terms of the partnership agreement, said general partners share voting and dispositive powers with respect to all assets owned by said partnership, decisions to be made by a majority vote with each general partner entitled to cast one vote for each percentage point, or fraction thereof, of such general partners' partnership percentage in effect as of the date of such vote.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended by adding the following to the end thereof:

Since February 5, 2002 David J. Dalrymple has acquired 3,700 shares by purchase on the open market in numerous separate trades (the only one of which occurred within the last 60 days being David J. Dalrymple's purchase of 2,200 shares on October 23, 2003 for \$32.25 per share in a private transaction) and in addition has acquired 10,300 shares purchased as co-trustee of a trust under the Will of Mary Ellen Dalrymple, all of which shares were purchased from Dalrymple Holding Corporation, a joint filer of this Form 13D. Since February 5, 2002 Robert H. Dalrymple has acquired no additional shares except that he did as co-trustee acquire 10,300 shares purchased as co-trustee of a trust under the Will of Mary Ellen Dalrymple, all of which shares were purchased from Dalrymple Holding Corporation, a joint filer of this Form 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by deleting part (a) in its entirety and inserting the following in place thereof:

- (a)

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David J. Dalrymple

For purposes of Section 13(d) of the Exchange Act, including the Rules and Regulations thereunder, the aggregate number of shares of the Common Stock of the Issuer that David J. Dalrymple may be deemed to beneficially own is 717,247. This number consists of 105,107 shares held directly in David J. Dalrymple's name, 64,690 shares held in the name of Robert H. Dalrymple, 3,808 shares held by David J. Dalrymple as custodian for his children under NYSGMA, 13,008 shares held in the name of Catherine D. Smith, 3,808 shares held by Catherine D. Smith as custodian for her children under NYSGMA, 68,016 shares held by Dalrymple Holding Corporation, 448,510 shares held by Dalrymple Family Limited Partnership and 10,300 shares held as co-trustee of trusts under the Will of Mary Ellen Dalrymple. This number does not include 30,230 shares of the Issuer held by Susquehanna Supply Company, of which David J. Dalrymple is a 23.1% owner nor does it include 7,276 shares owned by his spouse, Joanne F. Dalrymple, of which shares David J. Dalrymple disclaims beneficial ownership. The aggregate percentage of the issued and outstanding Common Stock of the Issuer that David J. Dalrymple may be deemed to beneficially own is 19.18%.

Robert H. Dalrymple

For purposes of Section 13(d) of the Exchange Act, including the Rules and Regulations thereunder, the aggregate number of shares of the Common Stock of the Issuer that Robert H. Dalrymple may be deemed to beneficially own is 717,247. This number consists of 64,690 shares held directly in Robert H. Dalrymple's name, 105,107 shares held in the name of David J. Dalrymple, 3,808 shares held by David J. Dalrymple as custodian for his children under NYSGMA, 13,008 shares held in the name of Catherine D. Smith, 3,808 shares held by Catherine D. Smith as custodian for her children under NYSGMA, 68,016 shares held by Dalrymple Holding Corporation, 448,510 shares held by Dalrymple Family Limited Partnership and 10,300 shares held as co-trustee of trusts under the Will of Mary Ellen Dalrymple. This number does not include 30,230 shares of the Issuer held by Susquehanna Supply Company, of which Robert H. Dalrymple is a 23.1% owner nor does it include 5,007 shares owned by his spouse, Elizabeth T. Dalrymple, of which shares Robert H. Dalrymple disclaims beneficial ownership. The aggregate percentage of the issued and outstanding Common Stock of the Issuer that Robert H. Dalrymple may be deemed to beneficially own is 19.18%.

Catherine D. Smith

For purposes of Section 13(d) of the Exchange Act, including the Rules and Regulations thereunder, the aggregate number of shares of the Common Stock of the Issuer that Catherine D. Smith may be deemed to beneficially own is 717,247. This number consists of 13,008 shares held directly in Catherine D. Smith's name, 3,808 shares held by Catherine D. Smith as custodian for her children under NYSGMA, 64,690 shares held directly in Robert H. Dalrymple's name, 105,107 shares held in the name of David J. Dalrymple, 3,808 shares held by David J. Dalrymple as custodian for his children under NYSGMA, 68,016 shares held by Dalrymple Holding Corporation, 448,510 shares held by Dalrymple Family Limited Partnership and 10,300 shares held by David J. Dalrymple and Robert H. Dalrymple as co-trustees of trusts under the Will of Mary Ellen Dalrymple. The aggregate percentage of the issued and outstanding Common Stock of the Issuer that Catherine D. Smith may be deemed to beneficially own is 19.18%.

Dalrymple Holding Corporation

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For purposes of Section 13(d) of the Exchange Act, including the Rules and Regulations thereunder, the aggregate number of shares of the Common Stock of the Issuer that Dalrymple Holding Corporation beneficially owns is 68,016. The aggregate percentage of the issued and outstanding Common Stock of the Issuer that Dalrymple Holding Corporation beneficially owns is 1.82%.

Dalrymple Family Limited Partnership

For purposes of Section 13(d) of the Exchange Act, including the Rules and Regulations thereunder, the aggregate number of shares of the Common Stock of the Issuer that Dalrymple Family Limited Partnership may be deemed to beneficially own is 448,510 shares. The aggregate percentage of the issued and outstanding Common Stock of the Issuer that Dalrymple Family Limited Partnership may be deemed to beneficially own is 11.99%.

Item 5 is further amended by deleting part (b) in its entirety and inserting the following in place thereof:

(b)

David J. Dalrymple

David J. Dalrymple may be deemed to share power to vote or direct the voting and share power to dispose or direct the disposition of 717,247 shares of the Common Stock of the Issuer.

Robert H. Dalrymple

Robert H. Dalrymple may be deemed to share power to vote or direct the voting and share power to dispose or direct the disposition of 717,247 shares of the Common Stock of the Issuer.

Catherine D. Smith

Catherine D. Smith may be deemed to share power to vote or direct the voting and share power to dispose or direct the disposition of 717,247 shares of the Common Stock of the Issuer.

Dalrymple Holding Corporation

Dalrymple Holding Corporation has shared voting and dispositive power over 68,016 shares of the Common Stock of the Issuer.

Dalrymple Family Limited Partnership

Acting through its three general partners, Dalrymple Family Limited Partnership has voting and dispositive power over 448,510 shares of the Common Stock of the Issuer.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended by deleting it in its entirety and inserting the following in the place thereof:

David J. Dalrymple, Robert H. Dalrymple and Catherine D. Smith are siblings. As a result of their close family relationship, the above-named individuals communicate regularly about a variety of

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concerns, including financial matters. Although there are no implicit or explicit arrangements, understandings or contracts among said persons with respect to the shares of this Issuer (other than pursuant to the terms of the Dalrymple Family Limited Partnership Agreement as described at Item 2 hereof), they each may rely in part on the advice and opinions of the others when making individual voting or dispositive decisions with respect to such shares.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and supplemented by adding the following as Exhibits to the Schedule 13D:

(1) Joint Filing Agreement, dated November 6, 2003 among David J. Dalrymple, Robert H. Dalrymple, Dalrymple Holding Corporation and Dalrymple Family Limited Partnership.

Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 6, 2003

Signature: __s/ David J. Dalrymple_____

Name: David J. Dalrymple.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 6, 2003

Signature: __s/ Robert H. Dalrymple_____

Name: Robert H. Dalrymple.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 6, 2003

Signature: __s/ Catherine D. Smith_____

Name: Catherine D. Smith.

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Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 6, 2003

DALRYMPLE HOLDING CORPORATION

By: ___s/ David J. Dalrymple_____

Name: David J. Dalrymple.

Title: President.

Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 6, 2003

DALRYMPLE FAMILY LIMITED PARTNERSHIP

By: ___s/ David J. Dalrymple_____

Name: David J. Dalrymple.

Title: General Partner.

By: ___s/ Robert H. Dalrymple_____

Name: Robert H. Dalrymple.

Title: General Partner.

By: ___s/ Catherine D. Smith_____

Name: Catherine D. Smith.

Title: General Partner.

EXHIBIT INDEX

| Exhibit No. | Description | Page No. |
|-------------|---------------------------------------------------------------------------------------------|----------|
| 1 | Joint Filing Agreement between David J. Dalrymple, Robert H. Dalrymple, Catherine D. Smith, | |

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Dalrymple Holding Corporation
and Dalrymple Family Limited
Partnership

20

SCHEDULE I The name and present
principal occupation of each
of the executive officers
and directors of Dalrymple

Holding Corporation

21

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13D, as amended by Amendment No. 5, dated November 6, 2003 (the "Schedule 13D") with respect to the Common Stock, par value \$0.01 per share, of Chemung Financial Corporation is, and any further amendments thereto executed by each of us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(f)(1) under the Securities Exchange Act of 1934, as amended, and that this agreement shall be included as an Exhibit to the Schedule 13D and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 6th day of November, 2003.

___s/ David J. Dalrymple_____

David J. Dalrymple.

___s/ Robert H. Dalrymple_____

Robert H. Dalrymple.

___s/ Catherine D. Smith_____

Catherine D. Smith.

DALRYMPLE HOLDING CORPORATION

By: ___s/ David J. Dalrymple_____

David J. Dalrymple, President

DALRYMPLE FAMILY LIMITED PARTNERSHIP

By: ___s/ David J. Dalrymple_____

David J. Dalrymple, General Partner

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SCHEDULE I

The name and present principal occupation of each of the executive officers and directors of Dalrymple Holding Corporation are set forth below. Unless otherwise noted, each of these persons is a United States citizen and has as his or her business address 2105 South Broadway, Pine City, New York 14871.

| Name | Position with Reporting Person | Principal Occupation |
|--------------------------|--------------------------------|----------------------|
| David J. Dalrymple | President | Same |
| Edward C. Dalrymple, Jr. | Vice President | Same |
| Robert H. Dalrymple | Secretary | Same |
| Edward C. Dalrymple, Sr. | Treasurer | Same |