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ORRSTOWN FINANCIAL SERVICES INC
Form 13F-HR
July 11, 2012

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 06/30/2012

Check here if Amendment ; Amendment Number: _____

This Amendment (Check only one.); is a restatement,
 adds new holdings entries.

Institutional Investment Manager Filing this Report: Ort & Co. (Nominee Name)

Name: Orrstown Financial Services, Inc.
Address: P.O. Box 250
77 E. King Street
Shippensburg, PA 17257

Form 13F File Number: 28-13107

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Thomas A. Holmes
Title: Assistant Vice President & Investment Officer II
Phone: 717-530-3908

Signature, Place, and Date of Signing:

/s/ Thomas A. Holmes	Shippensburg, PA	07/11/2012
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Signature	[City, State]	[Date]

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

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[If there are no entries in this list, omit this section.]

NONE

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 294

Form 13F Information Table Value Total: 87413
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE					O
			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	83	1375	SH		SOLE	
INGERSOLL-RAND PLC	SHS	G47791101	8	200	SH		DEFINED	
MARVELL TECHNOLOGY GROUP LTD	DORD	G5876H105	68	6000	SH		SOLE	
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	869	26714	SH		SOLE	
TE CONNECTIVITY LTD	REG SHS	H84989104	16	500	SH		SOLE	
DHT MARITIME INC	COM	Y2065G105	0	700	SH		DEFINED	
ACNB CORP	COM	000868109	10	719	SH		SOLE	
AFLAC INC	COM	001055102	21	500	SH		SOLE	
AT&T INC	COM	00206R102	943	26454	SH		SOLE	
AT&T INC	COM	00206R102	46	1300	SH		DEFINED	
ABBOTT LABS	COM	002824100	1979	30702	SH		SOLE	
ABBOTT LABS	COM	002824100	16	250	SH		DEFINED	
ACTIVISION BLIZZARD INC	COM	00507V109	2	150	SH		SOLE	
ADAMS RES & ENERGY INC	COM NEW	006351308	21	500	SH		SOLE	
AECOM TECHNOLOGY CORP		00766T100	7	400	SH		SOLE	
ALCOA INC	COM	013817101	79	9000	SH		SOLE	
ALCATEL-LUCENT	SPONSORED ADR	013904305	1	500	SH		SOLE	
ALTRIA GROUP INC	COM	02209S103	29	844	SH		SOLE	
ALTRIA GROUP INC	COM	02209S103	31	900	SH		DEFINED	
AMERICAN ELECTRIC CO		025537101	65	1620	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	914	15697	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	6	100	SH		DEFINED	
AMERISOURCEBERGEN CORP	COM	03073E105	7	175	SH		SOLE	
ANNALY MTG MGMT INC	COM	035710409	20	1200	SH		DEFINED	
APACHE CORP	COM	037411105	205	2329	SH		SOLE	
APPLE INC	COM	037833100	1327	2272	SH		SOLE	

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APPLIED DEVELOPMENT HLDGS LTADR		038173100	1	2000 SH	SOLE
ARCHER DANIELS MIDLAND CO	COM	039483102	378	12792 SH	SOLE
ARROW ELECTRS INC	COM	042735100	138	4200 SH	SOLE
ATMOS ENERGY CORP	COM	049560105	44	1250 SH	SOLE
AUTOMATIC DATA PROCESSING INCOM		053015103	96	1725 SH	SOLE
BB&T CORP	COM	054937107	22	700 SH	SOLE
BP AMOCO P L C	SPONSORED ADR	055622104	5	132 SH	SOLE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	12	100 SH	SOLE
BRE PPTYS INC		05564E106	20	398 SH	SOLE
BANK OF AMERICA CORP		060505104	1	100 SH	SOLE
BANK NEW YORK MELLON CORP		064058100	31	1416 SH	SOLE
BEISTLE COMPANY		072001993	2029	2803 SH	SOLE
BEAM INC	COM	073730103	12	200 SH	SOLE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	29	350 SH	SOLE
BIO-REFERENCE LABS INC	COM \$.01 NEW	09057G602	244	9300 SH	SOLE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	22	800 SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	75	2100 SH	SOLE
BROADVIEW INSTITUTE INC	COM	111381109	0	168 SH	SOLE
BUFFALO WILD WINGS INC	COM	119848109	1001	11550 SH	SOLE
CSX CORP	COM	126408103	686	30690 SH	SOLE
CVS CORP	COM	126650100	5	100 SH	SOLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE					
			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CAMPBELL SOUP		134429109	3	100 SH			SOLE	
CARLISLE COS INC	COM	142339100	180	3400 SH			SOLE	
CASEYS GEN STORES INC	COM	147528103	11	183 SH			SOLE	
CATERPILLAR INC DEL	COM	149123101	93	1100 SH			SOLE	
CHESAPEAKE ENERGY CORP	COM	165167107	50	2710 SH			SOLE	
CHEVRON CORP NEW	COM	166764100	2134	20230 SH			SOLE	
CHEVRON CORP NEW	COM	166764100	11	100 SH			DEFINED	
CHURCH & DWIGHT INC	COM	171340102	11	192 SH			SOLE	
CISCO SYS INC	COM	17275R102	13	740 SH			SOLE	
CITIGROUP INC	COM NEW	172967424	1	20 SH			SOLE	
CITIGROUP INC	COM NEW	172967424	20	730 SH			DEFINED	
CLEAN ENERGY FUELS CORP	COM	184499101	40	2580 SH			SOLE	
COACH INC	COM	189754104	10	165 SH			SOLE	
COCA COLA CO	COM	191216100	228	2920 SH			SOLE	
COGNEX CORP	COM	192422103	3	100 SH			SOLE	
COGNIZANT TECHNOLOGY SOLUTIOCL A		192446102	746	12435 SH			SOLE	
COLGATE PALMOLIVE CO	COM	194162103	1791	17200 SH			SOLE	
COLGATE PALMOLIVE CO	COM	194162103	10	100 SH			DEFINED	
COMCAST CORP NEW	CL A	20030N101	61	1904 SH			SOLE	
COMCAST CORP NEW	CL A	20030N101	13	400 SH			DEFINED	
COMMERCIAL METALS CO	COM	201723103	3	200 SH			SOLE	
CONOCOPHILLIPS	COM	20825C104	28	500 SH			SOLE	
CORNING INC	COM	219350105	17	1300 SH			SOLE	
CORPORATE BACKED TR CTFS	04-7 A1 6.3%34	21988K834	24	1000 SH			SOLE	
CORPORATE BACKED TR CTFS	04-4 CL A-1 6%	21988K875	24	1000 SH			SOLE	
CROCS INC		227046109	1	75 SH			SOLE	
DELL INC	COM	24702R101	38	3000 SH			SOLE	
WALT DISNEY COMPANY	HOLDING CO.	254687106	53	1100 SH			SOLE	
DIRECTV	COM CL A	25490A101	1342	27497 SH			SOLE	
DOLLAR TREE INC	COM	256746108	317	5892 SH			SOLE	

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DOMINION RES INC VA NEW	COM	25746U109	873	16174	SH	SOLE
DOMINION RES INC VA NEW	COM	25746U109	8	150	SH	DEFINED
DOW CHEM CO	COM	260543103	91	2900	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	1032	20414	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	5	100	SH	DEFINED
DUKE ENERGY CORP NEW	COM	26441C105	12	500	SH	SOLE
EMC CORPORATION		268648102	471	18400	SH	SOLE
ETF5 PRECIOUS METALS BASKET	PHYS PM BSKT	26922W109	17	200	SH	DEFINED
EATON CORP	COM	278058102	921	23242	SH	SOLE
EATON CORP	COM	278058102	10	250	SH	DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT LPI	283702108	24	700	SH	DEFINED
ELECTRONIC ARTS INC	COM	285512109	1	100	SH	SOLE
EMERSON ELEC CO	COM	291011104	850	18255	SH	SOLE
EMERSON ELEC CO	COM	291011104	7	150	SH	DEFINED
ENTROPIC COMMUNICATIONS INC	COM	29384R105	1	200	SH	SOLE
EQUINIX INC	COM NEW	29444U502	11	62	SH	SOLE
EXELON CORP	COM	30161N101	61	1632	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	2703	31587	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	9	100	SH	DEFINED
FPL GROUP CAP TR I	PFD TR 5.875%	30257V207	10	400	SH	SOLE
FAMILY DLR STORES INC	COM	307000109	10	147	SH	SOLE

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			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	
FASTENAL CO	COM	311900104	46	1150	SH	SOLE	
FERRELLGAS PARTNERS L.P.	UNIT LTD PART	315293100	8	400	SH	DEFINED	
FIRST NIAGARA FINL GP INC	COM	33582V108	300	39222	SH	SOLE	
FIRSTPLUS FINL GROUP INC	COM	33763B103	0	115	SH	SOLE	
FIRSTENERGY CORP	COM	337932107	16	331	SH	SOLE	
FONAR CORP		344437405	0	80	SH	SOLE	
FORD MOTOR COMPANY COM NEW		345370860	6	600	SH	SOLE	
FRANKLIN FINL SVCS CORP	COM	353525108	312	23756	SH	SOLE	
FULTON FINL CORP PA	COM	360271100	15	1500	SH	SOLE	
GARDNER DENVER INC	COM	365558105	8	147	SH	SOLE	
GENERAL ELEC CO	COM	369604103	31	1500	SH	SOLE	
GENERAL ELEC CAP CORP	PINES 4.50% 35	369622485	21	800	SH	SOLE	
GENERAL ELEC CAP CORP	NT 5.875%2033	369622493	42	1600	SH	SOLE	
GENERAL ELEC CAP CORP	PINES 6.625%	369622527	21	800	SH	SOLE	
GENERAL MLS INC	COM	370334104	1307	33920	SH	SOLE	
GENERAL MLS INC	COM	370334104	10	250	SH	DEFINED	
GLATFELTER P H CO	COM	377316104	16	1000	SH	SOLE	
GLOBAL X FDS	FTSE NORDIC REG	37950E101	7	400	SH	DEFINED	
GLOBAL X FDS	FTSE COLUMBIA20	37950E200	10	500	SH	DEFINED	
GLOBAL X FDS	ANDEAN 40 ETF	37950E655	173	12520	SH	SOLE	
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	3	200	SH	SOLE	
GOOGLE INC	CL A	38259P508	682	1175	SH	SOLE	
GRACO INC	COM	384109104	14	300	SH	SOLE	
HALLIBURTON CO	COM	406216101	11	400	SH	SOLE	
HANESBRANDS INC		410345102	1	43	SH	SOLE	
HAWKINS INC	COM	420261109	111	2900	SH	SOLE	
HEINZ H J CO	COM	423074103	4	75	SH	SOLE	
HERSHA HOSPITALITY TR	SH BEN INT A	427825104	79	15000	SH	SOLE	
HERSHEY FOODS CORP	COM	427866108	79	1100	SH	SOLE	
HEWLETT PACKARD CO	COM	428236103	40	2000	SH	SOLE	

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HONEYWELL INTL INC	COM	438516106	1317	23594	SH	SOLE
HONEYWELL INTL INC	COM	438516106	6	100	SH	DEFINED
HOOPER HOLMES INC	COM	439104100	1	1709	SH	SOLE
HORMEL FOODS CORP	COM	440452100	10	330	SH	SOLE
HOST HOTELS & RESORTS INC	COM	44107P104	28	1800	SH	SOLE
IMATION CORP	COM	45245A107	0	20	SH	SOLE
ING GROEP N V	PFD 7.05%	456837202	9	400	SH	SOLE
ING GROEP N V	PERP DBT 6.125	456837509	8	400	SH	SOLE
INTEL CORP	COM	458140100	1816	68167	SH	SOLE
INTEL CORP	COM	458140100	1	50	SH	DEFINED
INTERNATIONAL BUSINESS MACHSCOM		459200101	445	2275	SH	SOLE
ISHARES SILVER TRUST	ISHARES	46428Q109	5	200	SH	SOLE
ISHARES INC	MSCI AUSTRALIA	464286103	495	22650	SH	SOLE
ISHARES INC	MSCI THAILAND	464286624	10	150	SH	DEFINED
ISHARES INC	MSCI SINGAPORE	464286673	685	55600	SH	SOLE
ISHARES MSCI EMERG MKT ETF		464287234	764	19512	SH	SOLE
ISHARES MSCI EAFE INDEX		464287465	480	9600	SH	SOLE
ISHARES BIO-TECHNOLOGY	ETF	464287556	103	795	SH	SOLE
ISHARES RUSSELL 1000 LARGE CAP VALUE		464287598	82	1200	SH	SOLE
ISHARES RUSSELL 1000 LARGE CAP GROWTH		464287614	190	3000	SH	SOLE
ISHARES TR	RUSSELL 2000	464287655	135	1700	SH	SOLE

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			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	
ISHARES TR	HIGH YLD CORP	464288513	18	200	SH	DEFINED	
ISHARES TR	ZEALAND INVST	464289123	32	1100	SH	DEFINED	
JPMORGAN CHASE & CO	COM	46625H100	522	14626	SH	SOLE	
JOHNSON & JOHNSON	COM	478160104	1179	17456	SH	SOLE	
JOHNSON CTLS INC	COM	478366107	112	4050	SH	SOLE	
JONES SODA CO	COM	48023P106	0	300	SH	SOLE	
KELLOGG CO	COM	487836108	5	100	SH	SOLE	
KRAFT FOODS INC	CL A	50075N104	1721	44580	SH	SOLE	
KRAFT FOODS INC	CL A	50075N104	4	100	SH	DEFINED	
LSI LOGIC CORP	COM	502161102	28	4320	SH	SOLE	
LOCKHEED MARTIN CORP	COM	539830109	262	3003	SH	SOLE	
LOWES COS INC	COM	548661107	28	1000	SH	SOLE	
M & T BK CORP	COM	55261F104	907	10987	SH	SOLE	
MELA SCIENCES INC	COM	55277R100	1	250	SH	SOLE	
MWI VETERINARY SUPPLY INC	COM	55402X105	482	4690	SH	SOLE	
MAGNETEK INC	COM NEW	559424403	1	50	SH	SOLE	
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	9	200	SH	SOLE	
MARKET VECTORS ETF TR	EGYPT INDX ETF	57060U548	9	700	SH	DEFINED	
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	855	17250	SH	SOLE	
MARKET VECTORS ETF TR	INDONESIA ETF	57060U753	8	300	SH	DEFINED	
MARKWEST ENERGY PARTNERS L PUNIT LTD PARTN		570759100	10	200	SH	DEFINED	
MASTERCARD INCORPORATED		57636Q104	13	30	SH	SOLE	
MCDONALDS CORP	COM	580135101	57	640	SH	SOLE	
MEDICAL PPTYS TRUST INC	COM	58463J304	8	800	SH	DEFINED	
MERRILL LYNCH PFD CAP TR V	TOPRS 7.28%	59021K205	10	400	SH	SOLE	
MICROSOFT CORP	COM	594918104	1687	55142	SH	SOLE	
MICROSOFT CORP	COM	594918104	6	200	SH	DEFINED	
MIDDLEBY CORP	COM	596278101	652	6547	SH	SOLE	
MONRO MUFFLER BRAKE INC	COM	610236101	1070	32206	SH	SOLE	
MONSTER BEVERAGE CORP	COM	611740101	100	1400	SH	SOLE	

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MORGAN STANLEY CAP TR III	CAP SECS 6.25%	617460209	10	400	SH	SOLE
MOSAIC CO NEW	COM	61945C103	167	3055	SH	SOLE
MURPHY OIL CORP	COM	626717102	5	100	SH	SOLE
NASDAQ OMX GROUP INC	COM	631103108	933	41182	SH	SOLE
NATIONAL PENN BANCSHARES INCCOM		637138108	10	1000	SH	SOLE
NEXTERA ENERGY INC	COM	65339F101	38	552	SH	SOLE
NIKE INC	CL B	654106103	4	50	SH	SOLE
NORDSON CORP	COM	655663102	15	294	SH	SOLE
NORFOLK SOUTHERN CORP	COM	655844108	79	1100	SH	SOLE
NORTHEAST UTILS	COM	664397106	4	102	SH	SOLE
NURSECARE HEALTH CTR		670576305	0	50	SH	SOLE
NUSTAR ENERGY LP	UNIT COM	67058H102	9	173	SH	SOLE
O2MICRO INTERNATIONAL LTD	SPONS ADR	67107W100	2	400	SH	SOLE
OLD DOMINION FGHT LINES INC	COM	679580100	216	5000	SH	SOLE
ORACLE CORP	COM	68389X105	18	600	SH	SOLE
ORRSTOWN FINANCIAL SERVICES REINVESTED SHARES		6870FS993	78	9716	SH	SOLE
ORRSTOWN FINL SVCS INC	COM	687380105	2728	339721	SH	SOLE
ORRSTOWN FINL SVCS INC	COM	687380105	3	315	SH	DEFINED
PNC FINANCIAL SERVICES GROUP	COM	693475105	1118	18293	SH	SOLE
PPG INDS INC	COM	693506107	42	400	SH	SOLE
P P & L RES INC	COM	69351T106	208	7472	SH	SOLE

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			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	
PANDORA MEDIA INC	COM	698354107	11	1000	SH	SOLE	
PENN NATL GAMING INC	COM	707569109	67	1500	SH	SOLE	
PENNSYLVANIA RL ESTATE INVT	SH BEN INT	709102107	2	152	SH	SOLE	
PEPSICO INC	COM	713448108	2502	35409	SH	SOLE	
PEPSICO INC	COM	713448108	7	100	SH	DEFINED	
PFIZER INC	COM	717081103	109	4750	SH	SOLE	
PHILIP MORRIS INTL INC	COM	718172109	104	1194	SH	SOLE	
PHILLIPS 66	COM	718546104	8	250	SH	SOLE	
PITNEY BOWES INC	COM	724479100	210	14000	SH	SOLE	
PLUM CREEK TIMBER CO INC	COM	729251108	11	275	SH	SOLE	
POWERSHARES QQQ TR		73935A104	1678	26150	SH	SOLE	
POWERSHARES ETF TRUST	FINL PFD PTFL	73935X229	38	2100	SH	DEFINED	
POWERSHARES WATER RESOURCE	ETF	73935X575	65	3600	SH	SOLE	
POWERSHARES ETF TRUST	INTL DIV ACHV	73935X716	97	6650	SH	SOLE	
PRAXAIR INC	COM	74005P104	45	418	SH	SOLE	
PRICESMART INC	COM	741511109	12	183	SH	SOLE	
PROCTER & GAMBLE CO	COM	742718109	433	7065	SH	SOLE	
PROSHARES TR	PSHS SHRT S&P500	74347R503	166	4550	SH	SOLE	
PRUDENTIAL FINL INC	COM	744320102	781	16125	SH	SOLE	
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	98	3000	SH	SOLE	
PUBLIC STORAGE	PFD 1/1000 C	74460D448	10	400	SH	SOLE	
QUALCOMM INC	COM	747525103	779	13983	SH	SOLE	
QUALCOMM INC	COM	747525103	11	200	SH	DEFINED	
RAVEN INDS INC	COM	754212108	1398	20084	SH	SOLE	
RAYMOND JAMES FINANCIAL INC	COM	754730109	11	330	SH	SOLE	
REYNOLDS AMERICAN INC	COM	761713106	5	120	SH	SOLE	
ROCKWELL AUTOMATION INC	COM	773903109	33	502	SH	SOLE	
ROCKWELL COLLINS INC	COM	774341101	23	458	SH	SOLE	
SPDR S & P 500 INDEX ETF		78462F103	1109	8150	SH	SOLE	
SPDR GOLD TRUST	GOLD SHS	78463V107	621	4000	SH	SOLE	

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SPDR GOLD TRUST	GOLD SHS	78463V107	6	40	SH	DEFINED
SPDR S&P OIL & GAS EQUIPMENT& SVCS ETF		78464A748	814	26500	SH	SOLE
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	1063	19100	SH	SOLE
SPDR DOW JONES INDL AVRG ETFUT SER 1		78467X109	2778	21625	SH	SOLE
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	848	4950	SH	SOLE
SCHLUMBERGER LTD	COM	806857108	13	200	SH	SOLE
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	14	500	SH	SOLE
SEMPRA ENERGY	COM	816851109	7	100	SH	SOLE
SHERWIN WILLIAMS CO	COM	824348106	26	200	SH	SOLE
SINCLAIR BROADCAST GROUP INCCL A		829226109	9	1000	SH	SOLE
SIRIUS XM RADIO INC	COM	82967N108	2	1000	SH	SOLE
SKINNY NUTRITIONAL CORP	COM	830695102	20	20000	SH	SOLE
SKYWORKS SOLUTIONS INC	COM	83088M102	11	400	SH	SOLE
SMUCKER J M CO	COM NEW	832696405	2	23	SH	SOLE
SOCIEDAD QUIMICA MINERA DE	CSPON ADR SER B	833635105	849	15250	SH	SOLE
SOUTHERN CO	COM	842587107	1351	29182	SH	SOLE
SOUTHERN CO	COM	842587107	12	250	SH	DEFINED
SPICY PICKLE FRANCHISING	COM	84844T100	1	500	SH	SOLE
SPRINT NEXTEL GROUP	COM FON GROUP	852061100	9	2750	SH	SOLE
SUBURBAN PROPANE PARTNERS L	UNIT LTD PARTN	864482104	62	1500	SH	SOLE
SUNCOKE ENERGY INC	COM	86722A103	2	106	SH	SOLE

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			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	
SUSQUEHANNA BANCSHARES INC	PCOM	869099101	1230	119763	SH	SOLE	
SYSCO CORP		871829107	6	200	SH	SOLE	
TJX COS INC NEW	COM	872540109	1477	34407	SH	SOLE	
TJX COS INC NEW	COM	872540109	9	200	SH	DEFINED	
TAYLOR CALVIN B BANKSHARES	ICOM	876838103	5	200	SH	SOLE	
3M CO	COM	88579Y101	983	10973	SH	SOLE	
TIFFANY & CO NEW	COM	886547108	6	110	SH	SOLE	
TIM HORTONS INC	COM	88706M103	80	1518	SH	SOLE	
TORM A/S	SPONSORED ADR	891072100	0	300	SH	DEFINED	
TRANSCANADA CORP	COM	89353D107	705	16835	SH	SOLE	
TRAVELERS COS INC		89417E109	1027	16092	SH	SOLE	
TRUMP HOTELS & CASIN		898168109	0	60	SH	SOLE	
UNILEVER PLC	SPON ADR NEW	904767704	981	29097	SH	SOLE	
UNILEVER PLC	SPON ADR NEW	904767704	2	50	SH	DEFINED	
UNILIFE CORPORATIO CDI		90478E103	3	1000	SH	SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	60	800	SH	SOLE	
UNITEDHEALTH GROUP INC	COM	91324P102	1029	17590	SH	SOLE	
V F CORP	COM	918204108	10	75	SH	SOLE	
VALE S A	ADR	91912E105	495	24932	SH	SOLE	
VALERO ENERGY CORP NEW	COM	91913Y100	1679	69532	SH	SOLE	
VALERO ENERGY CORP NEW	COM	91913Y100	2	100	SH	DEFINED	
VANGUARD BD INDEX FD INC	LONG TERM BOND	921937793	20	206	SH	SOLE	
VANGUARD TOTAL BOND	MARKET ETF	921937835	705	8350	SH	SOLE	
VANGUARD HEALTHCARE VIPER	ETF	92204A504	1288	18692	SH	SOLE	
VANGUARD SM CAP VAL VIPER		922908611	957	14029	SH	SOLE	
VERIFONE HLDGS INC	COM	92342Y109	7	200	SH	SOLE	
VERIZON COMMUNICATIONS		92343V104	1114	25083	SH	SOLE	
VERIZON COMMUNICATIONS		92343V104	22	500	SH	DEFINED	
VISA INC	COM CL A	92826C839	1644	13295	SH	SOLE	
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	1002	35549	SH	SOLE	

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VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	31	1100 SH	DEFINED
WAL MART STORES INC	COM	931142103	49	700 SH	SOLE
WEBSTER FINL CORP CONN	COM	947890109	3	142 SH	SOLE
WENDYS CO	COM	95058W100	176	37250 SH	SOLE
WINDSTREAM CORP	COM	97381W104	2	257 SH	SOLE
WINDSTREAM CORP	COM	97381W104	8	800 SH	DEFINED
WORLD FUEL SVCS CORP	COM	981475106	8	202 SH	SOLE
XCL LTD DEL	COM	983701103	0	66 SH	SOLE
YRC WORLDWIDE INC	COM PAR \$.01	984249607	1	167 SH	SOLE
YUM BRANDS INC	COM	988498101	753	11695 SH	SOLE
ZIMMER HLDGS INC	COM	98956P102	8	120 SH	SOLE
ZIONS BANCORP		989701107	2	100 SH	SOLE
ZIONS CAP TR B	CAP SECS %	989703202	8	300 SH	SOLE
GRAND TOTALS			87413	2302860	