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ORRSTOWN FINANCIAL SERVICES INC  
Form 13F-HR  
February 01, 2013

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 12/31/2012

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: Howard Pulker  
Title: VP Senior Portfolio Manager  
Phone: 717-530-2655

Signature, Place, and Date of Signing:

/s/ Howard Pulker	Shippensburg, PA	01/30/2013
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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:  
[If there are no entries in this list, omit this section.]

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NONE

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 275

Form 13F Information Table Value Total: 80744  
(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

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE				O
			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	98	1475	SH	SOLE	
EATON CORP PLC	SHS	G29183103	1176	21700	SH	SOLE	
EATON CORP PLC	SHS	G29183103	14	250	SH	DEFINED	
INGERSOLL-RAND PLC	SHS	G47791101	10	200	SH	DEFINED	
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	823	23651	SH	SOLE	
PENTAIR LTD	SHS	H6169Q108	1	21	SH	SOLE	
TE CONNECTIVITY LTD	REG SHS	H84989104	19	500	SH	SOLE	
TYCO INTERNATIONAL LTD	SHS	H89128104	2	62	SH	SOLE	
DHT HOLDINGS INC	SHS NEW	Y2065G121	0	58	SH	DEFINED	
ACNB CORP	COM	000868109	12	719	SH	SOLE	
THE ADT CORPORATION	COM	00101J106	2	45	SH	SOLE	
AFLAC INC	COM	001055102	27	500	SH	SOLE	
AT&T INC	COM	00206R102	781	23174	SH	SOLE	
AT&T INC	COM	00206R102	44	1300	SH	DEFINED	
ABBOTT LABS	COM	002824100	1807	27585	SH	SOLE	
ABBOTT LABS	COM	002824100	16	250	SH	DEFINED	
ADAMS RES & ENERGY INC	COM NEW	006351308	18	500	SH	SOLE	
ALCATEL-LUCENT	SPONSORED ADR	013904305	2	1500	SH	SOLE	
ALTRIA GROUP INC	COM	02209S103	27	844	SH	SOLE	
ALTRIA GROUP INC	COM	02209S103	28	900	SH	DEFINED	
AMERICAN ELECTRIC CO		025537101	61	1420	SH	SOLE	
AMERICAN EXPRESS CO	COM	025816109	805	14001	SH	SOLE	
AMERICAN EXPRESS CO	COM	025816109	6	100	SH	DEFINED	
AMERISOURCEBERGEN CORP	COM	03073E105	8	175	SH	SOLE	
ANNALY MTG MGMT INC	COM	035710409	17	1200	SH	DEFINED	
APACHE CORP	COM	037411105	231	2949	SH	SOLE	
APPLE INC	COM	037833100	1049	1972	SH	SOLE	
APPLIED DEVELOPMENT HLDGS	LTADR	038173100	0	2000	SH	SOLE	
ARCHER DANIELS MIDLAND CO	COM	039483102	292	10683	SH	SOLE	
ARROW ELECTRS INC	COM	042735100	61	1600	SH	SOLE	

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ATMOS ENERGY CORP	COM	049560105	44	1250	SH	SOLE
AUTOMATIC DATA PROCESSING INCOM		053015103	23	400	SH	SOLE
BB&T CORP	COM	054937107	20	700	SH	SOLE
BP AMOCO P L C	SPONSORED ADR	055622104	5	132	SH	SOLE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	7	100	SH	SOLE
BRE PPTYS INC		05564E106	20	398	SH	SOLE
BANK NEW YORK MELLON CORP		064058100	36	1416	SH	SOLE
BEISTLE COMPANY		072001993	1921	2653	SH	SOLE
BEAM INC	COM	073730103	12	200	SH	SOLE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	22	250	SH	SOLE
BIO-REFERENCE LABS INC	COM \$.01 NEW	09057G602	318	11100	SH	SOLE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	20	800	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	68	2100	SH	SOLE
BROADVIEW INSTITUTE INC	COM	111381109	0	168	SH	SOLE
BUFFALO WILD WINGS INC	COM	119848109	670	9204	SH	SOLE
CSX CORP	COM	126408103	528	26761	SH	SOLE
CVS CORP	COM	126650100	5	100	SH	SOLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE				O
			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVTMT DSCRETN	
CAMPBELL SOUP		134429109	3	100	SH	SOLE	
CARLISLE COS INC	COM	142339100	194	3300	SH	SOLE	
CASEYS GEN STORES INC	COM	147528103	10	183	SH	SOLE	
CATERPILLAR INC DEL	COM	149123101	99	1100	SH	SOLE	
CHESAPEAKE ENERGY CORP	COM	165167107	45	2710	SH	SOLE	
CHEVRON CORP NEW	COM	166764100	1937	17913	SH	SOLE	
CHEVRON CORP NEW	COM	166764100	11	100	SH	DEFINED	
CHURCH & DWIGHT INC	COM	171340102	16	292	SH	SOLE	
CISCO SYS INC	COM	17275R102	15	740	SH	SOLE	
CITIGROUP INC	COM NEW	172967424	1	20	SH	SOLE	
CITIGROUP INC	COM NEW	172967424	29	730	SH	DEFINED	
CLEAN ENERGY FUELS CORP	COM	184499101	32	2580	SH	SOLE	
COACH INC	COM	189754104	9	165	SH	SOLE	
COCA COLA CO	COM	191216100	201	5540	SH	SOLE	
COGNIZANT TECHNOLOGY SOLUTIOCL A		192446102	883	11950	SH	SOLE	
COLGATE PALMOLIVE CO	COM	194162103	1526	14600	SH	SOLE	
COLGATE PALMOLIVE CO	COM	194162103	10	100	SH	DEFINED	
COMCAST CORP NEW	CL A	20030N101	71	1904	SH	SOLE	
COMCAST CORP NEW	CL A	20030N101	15	400	SH	DEFINED	
CONOCOPHILLIPS	COM	20825C104	29	500	SH	SOLE	
CORNING INC	COM	219350105	6	500	SH	SOLE	
CORPORATE BACKED TR CTFS	04-7 A1 6.3%34	21988K834	18	737	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	30	3000	SH	SOLE	
WALT DISNEY COMPANY	HOLDING CO.	254687106	5	100	SH	SOLE	
DIRECTV		25490A309	1136	22659	SH	SOLE	
DOLLAR TREE INC	COM	256746108	413	10188	SH	SOLE	
DOMINION RES INC VA NEW	COM	25746U109	773	14932	SH	SOLE	
DOMINION RES INC VA NEW	COM	25746U109	8	150	SH	DEFINED	
DOW CHEM CO	COM	260543103	112	3460	SH	SOLE	
DU PONT E I DE NEMOURS & CO	COM	263534109	1022	22723	SH	SOLE	
DU PONT E I DE NEMOURS & CO	COM	263534109	24	524	SH	DEFINED	
DUKE ENERGY CORP NEW	COM NEW	26441C204	11	166	SH	SOLE	
EMC CORPORATION		268648102	402	15900	SH	SOLE	

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ETF5 PRECIOUS METALS BASKET	PHYS PM BSKT	26922W109	19	200	SH	DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT LPI	283702108	26	700	SH	DEFINED
EMERSON ELEC CO	COM	291011104	877	16557	SH	SOLE
EMERSON ELEC CO	COM	291011104	8	150	SH	DEFINED
ENTROPIC COMMUNICATIONS INC	COM	29384R105	1	200	SH	SOLE
EQUINIX INC	COM NEW	29444U502	13	62	SH	SOLE
EXELON CORP	COM	30161N101	42	1400	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	2279	26334	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	9	147	SH	SOLE
FERRELLGAS PARTNERS L.P.	UNIT LTD PART	315293100	7	400	SH	DEFINED
FIRST NIAGARA FINL GP INC	COM	33582V108	186	23400	SH	SOLE
FIRSTPLUS FINL GROUP INC	COM	33763B103	0	115	SH	SOLE
FIRSTENERGY CORP	COM	337932107	14	331	SH	SOLE
FONAR CORP		344437405	0	80	SH	SOLE

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			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	
FORD MOTOR COMPANY	COM NEW	345370860	6	500	SH	SOLE	
FRANKLIN FINL SVCS CORP	COM	353525108	333	23756	SH	SOLE	
FULTON FINL CORP PA	COM	360271100	14	1500	SH	SOLE	
GARDNER DENVER INC	COM	365558105	10	147	SH	SOLE	
GENERAL ELEC CO	COM	369604103	31	1500	SH	SOLE	
GENERAL ELEC CAP CORP	PINES 4.50% 35	369622485	20	800	SH	SOLE	
GENERAL ELEC CAP CORP	NT 5.875%2033	369622493	42	1600	SH	SOLE	
GENERAL ELEC CAP CORP	PINES 6.625%	369622527	4	140	SH	SOLE	
GENERAL MLS INC	COM	370334104	1258	31136	SH	SOLE	
GENERAL MLS INC	COM	370334104	10	250	SH	DEFINED	
GLATFELTER P H CO	COM	377316104	17	1000	SH	SOLE	
GLOBAL X FDS	FTSE NORDIC REG	37950E101	8	400	SH	DEFINED	
GLOBAL X FDS	FTSE COLOMBIA20	37950E200	11	500	SH	DEFINED	
GLOBAL X FDS	ANDEAN 40 ETF	37950E655	171	11720	SH	SOLE	
GOOGLE INC	CL A	38259P508	760	1075	SH	SOLE	
GRACO INC	COM	384109104	15	300	SH	SOLE	
HALLIBURTON CO	COM	406216101	14	400	SH	SOLE	
HANESBRANDS INC		410345102	2	43	SH	SOLE	
HAWKINS INC	COM	420261109	93	2400	SH	SOLE	
HERSHEY FOODS CORP	COM	427866108	79	1100	SH	SOLE	
HEWLETT PACKARD CO	COM	428236103	29	2000	SH	SOLE	
HONEYWELL INTL INC	COM	438516106	1320	20794	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	10	400	SH	SOLE	
ING GROEP N V	PERP DBT 6.125	456837509	10	400	SH	SOLE	
INTEL CORP	COM	458140100	1235	5929	SH	SOLE	
INTERNATIONAL BUSINESS MACHSCOM		459200101	418	2181	SH	SOLE	
ISHARES SILVER TRUST	ISHARES	46428Q109	6	200	SH	SOLE	
ISHARES INC	MSCI AUSTRALIA	464286103	466	18550	SH	SOLE	
ISHARES INC	MSCI THAILAND	464286624	12	150	SH	DEFINED	
ISHARES INC	MSCI SINGAPORE	464286673	641	46800	SH	SOLE	
ISHARES MSCI EMERG MKT ETF		464287234	850	19162	SH	SOLE	

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ISHARES MSCI EAFE INDEX		464287465	733	12900	SH	SOLE
ISHARES BIO-TECHNOLOGY	ETF	464287556	62	449	SH	SOLE
ISHARES RUSSELL 1000 LARGE CAP VALUE		464287598	80	1100	SH	SOLE
ISHARES RUSSELL 1000 LARGE CAP GROWTH		464287614	164	2500	SH	SOLE
ISHARES TR	RUSSELL 2000	464287655	135	1600	SH	SOLE
ISHARES TR	HIGH YLD CORP	464288513	19	200	SH	DEFINED
ISHARES TR	ZEALAND INVST	464289123	38	1100	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	586	13326	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	1116	15916	SH	SOLE
JOHNSON CTLS INC	COM	478366107	124	4050	SH	SOLE
JONES SODA CO	COM	48023P106	0	300	SH	SOLE
KRAFT FOODS GROUP INC	COM	50076Q106	581	12783	SH	SOLE
KRAFT FOODS GROUP INC	COM	50076Q106	2	33	SH	DEFINED
LSI LOGIC CORP	COM	502161102	31	4320	SH	SOLE
LOCKHEED MARTIN CORP	COM	539830109	277	3003	SH	SOLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE				O
			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	
LOWES COS INC	COM	548661107	36	1000	SH	SOLE	
M & T BK CORP	COM	55261F104	938	9523	SH	SOLE	
MELA SCIENCES INC	COM	55277R100	0	250	SH	SOLE	
MAGNETEK INC	COM NEW	559424403	1	50	SH	SOLE	
MARKET VECTORS ETF TR	EGYPT INDX ETF	57060U548	9	700	SH	DEFINED	
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	741	14050	SH	SOLE	
MARKET VECTORS ETF TR	INDONESIA ETF	57060U753	9	300	SH	DEFINED	
MARKWEST ENERGY PARTNERS L PUNIT LTD PARTN		570759100	10	200	SH	DEFINED	
MASTERCARD INCORPORATED		57636Q104	15	30	SH	SOLE	
MCDONALDS CORP	COM	580135101	56	640	SH	SOLE	
MEDICAL PPTYS TRUST INC	COM	58463J304	10	800	SH	DEFINED	
MERRILL LYNCH PFD CAP TR V	TOPRS 7.28%	59021K205	10	400	SH	SOLE	
MICROSOFT CORP	COM	594918104	1333	49908	SH	SOLE	
MICROSOFT CORP	COM	594918104	5	200	SH	DEFINED	
MIDDLEBY CORP	COM	596278101	609	4751	SH	SOLE	
MONDELEZ INTL INC	CL A	609207105	990	38910	SH	SOLE	
MONDELEZ INTL INC	CL A	609207105	3	100	SH	DEFINED	
MONRO MUFFLER BRAKE INC	COM	610236101	1027	29419	SH	SOLE	
MORGAN STANLEY CAP TR III	CAP SECS 6.25%	617460209	10	400	SH	SOLE	
MOSAIC CO NEW	COM	61945C103	128	2255	SH	SOLE	
MURPHY OIL CORP	COM	626717102	6	100	SH	SOLE	
NASDAQ OMX GROUP INC	COM	631103108	904	36198	SH	SOLE	
NEXTERA ENERGY INC	COM	65339F101	38	552	SH	SOLE	
NORDSON CORP	COM	655663102	19	294	SH	SOLE	
NORFOLK SOUTHERN CORP	COM	655844108	6	100	SH	SOLE	
NORTHEAST UTILS	COM	664397106	4	102	SH	SOLE	
NURSECARE HEALTH CTR		670576305	0	50	SH	SOLE	
NUSTAR ENERGY LP	UNIT COM	67058H102	7	173	SH	SOLE	
O2MICRO INTERNATIONAL LTD	SPONS ADR	67107W100	1	400	SH	SOLE	
OLD DOMINION FGHT LINES INC	COM	679580100	257	7500	SH	SOLE	
ORACLE CORP	COM	68389X105	21	632	SH	SOLE	
ORRSTOWN FINANCIAL SERVICES	REINVESTED SHARES	6870FS993	94	9715	SH	SOLE	
ORRSTOWN FINL SVCS INC	COM	687380105	3003	311545	SH	SOLE	
ORRSTOWN FINL SVCS INC	COM	687380105	3	315	SH	DEFINED	
PNC FINANCIAL SERVICES GROUP	COM	693475105	1032	17705	SH	SOLE	
PPG INDS INC	COM	693506107	54	400	SH	SOLE	
P P & L RES INC	COM	69351T106	214	7472	SH	SOLE	

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PANDORA MEDIA INC	COM	698354107	9	1000	SH	SOLE
PENN NATL GAMING INC	COM	707569109	74	1500	SH	SOLE
PENNSYLVANIA RL ESTATE INVT	SH BEN INT	709102107	3	152	SH	SOLE
PEPSICO INC	COM	713448108	2116	30929	SH	SOLE
PEPSICO INC	COM	713448108	7	100	SH	DEFINED
PFIZER INC	COM	717081103	119	4750	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	100	1194	SH	SOLE
PHILLIPS 66	COM	718546104	13	250	SH	SOLE
PITNEY BOWES INC	COM	724479100	149	14000	SH	SOLE
POWERSHARES QQQ TR		73935A104	1364	20950	SH	SOLE
POWERSHARES ETF TRUST	FINL PFD PTFL	73935X229	38	2100	SH	DEFINED
POWERSHARES WATER RESOURCE	ETF	73935X575	71	3400	SH	SOLE
POWERSHARES ETF TRUST	INTL DIV ACHV	73935X716	89	5650	SH	SOLE
PRAXAIR INC	COM	74005P104	46	418	SH	SOLE

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PRICESMART INC	COM	741511109	14	183	SH	SOLE	
PROCTER & GAMBLE CO	COM	742718109	417	6138	SH	SOLE	
PROSHARES TR	PSHS SHRT S&P500	74347R503	104	3050	SH	SOLE	
PRUDENTIAL FINL INC	COM	744320102	769	14428	SH	SOLE	
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	92	3000	SH	SOLE	
QUALCOMM INC	COM	747525103	793	12826	SH	SOLE	
QUALCOMM INC	COM	747525103	12	200	SH	DEFINED	
RAVEN INDS INC	COM	754212108	914	34662	SH	SOLE	
RAYMOND JAMES FINANCIAL INC	COM	754730109	13	330	SH	SOLE	
REYNOLDS AMERICAN INC	COM	761713106	5	120	SH	SOLE	
ROCKWELL AUTOMATION INC	COM	773903109	42	502	SH	SOLE	
ROCKWELL COLLINS INC	COM	774341101	27	458	SH	SOLE	
SPDR S & P 500 INDEX ETF		78462F103	1065	7475	SH	SOLE	
SPDR GOLD TRUST	GOLD SHS	78463V107	612	3775	SH	SOLE	
SPDR GOLD TRUST	GOLD SHS	78463V107	6	40	SH	DEFINED	
SPDR S&P OIL & GAS EQUIPMENT& SVCS	ETF	78464A748	725	20950	SH	SOLE	
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	1000	17200	SH	SOLE	
SPDR DOW JONES INDL AVRG ETF	FUT SER 1	78467X109	2595	19875	SH	SOLE	
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	817	4400	SH	SOLE	
SCHLUMBERGER LTD	COM	806857108	14	200	SH	SOLE	
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	2	70	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	31	200	SH	SOLE	
SIRIUS XM RADIO INC	COM	82967N108	3	1000	SH	SOLE	
SKINNY NUTRITIONAL CORP	COM	830695102	20	20000	SH	SOLE	
SKYWORKS SOLUTIONS INC	COM	83088M102	12	600	SH	SOLE	
SMUCKER J M CO	COM NEW	832696405	2	23	SH	SOLE	
SOCIEDAD QUIMICA MINERA DE	CSPON ADR SER B	833635105	743	12900	SH	SOLE	
SOUTHERN CO	COM	842587107	1055	24640	SH	SOLE	
SOUTHERN CO	COM	842587107	11	250	SH	DEFINED	
SPRINT NEXTEL GROUP	COM FON GROUP	852061100	7	1250	SH	SOLE	
STAMPS COM INC	COM NEW	852857200	3	100	SH	SOLE	
SUBURBAN PROPANE PARTNERS L UNIT	LTD PARTN	864482104	58	1500	SH	SOLE	
SUSQUEHANNA BANCSHARES INC	PCOM	869099101	1202	114663	SH	SOLE	
TJX COS INC NEW	COM	872540109	1293	30465	SH	SOLE	
TJX COS INC NEW	COM	872540109	8	200	SH	DEFINED	
TAYLOR CALVIN B BANKSHARES	ICOM	876838103	5	200	SH	SOLE	

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3M CO	COM	88579Y101	912	9827	SH	SOLE
TIFFANY & CO NEW	COM	886547108	6	110	SH	SOLE
TIM HORTONS INC	COM	88706M103	75	1518	SH	SOLE
TORM A/S	SPONS ADR NEW	891072209	0	30	SH	DEFINED
TRANSCANADA CORP	COM	89353D107	774	16351	SH	SOLE
TRAVELERS COS INC		89417E109	1036	14421	SH	SOLE
TRUMP HOTELS & CASIN		898168109	0	60	SH	SOLE
UNILEVER PLC	SPON ADR NEW	904767704	957	24718	SH	SOLE
UNILEVER PLC	SPON ADR NEW	904767704	2	50	SH	DEFINED
UNILIFE CORPORATIO CDI		90478E103	2	1000	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	66	800	SH	SOLE
UNITEDHEALTH GROUP INC	COM	91324P102	889	16398	SH	SOLE
V F CORP	COM	918204108	11	75	SH	SOLE

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			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	
VALE S A	ADR	91912E105	416	19844	SH	SOLE	
VALERO ENERGY CORP NEW	COM	91913Y100	2112	61929	SH	SOLE	
VALERO ENERGY CORP NEW	COM	91913Y100	3	100	SH	DEFINED	
VANGUARD BD INDEX FD INC	LONG TERM BOND	921937793	19	206	SH	SOLE	
VANGUARD TOTAL BOND	MARKET ETF	921937835	634	7550	SH	SOLE	
VANGUARD HEALTHCARE VIPER	ETF	92204A504	1183	16500	SH	SOLE	
VANGUARD SM CAP VAL VIPER		922908611	1154	15879	SH	SOLE	
VERIZON COMMUNICATIONS		92343V104	986	22787	SH	SOLE	
VERIZON COMMUNICATIONS		92343V104	22	500	SH	DEFINED	
VISA INC	COM CL A	92826C839	1737	11458	SH	SOLE	
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	776	30803	SH	SOLE	
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	28	1100	SH	DEFINED	
WAL MART STORES INC	COM	931142103	48	700	SH	SOLE	
WEBSTER FINL CORP CONN	COM	947890109	3	142	SH	SOLE	
WENDYS CO	COM	95058W100	175	37250	SH	SOLE	
WINDSTREAM CORP	COM	97381W104	2	257	SH	SOLE	
WINDSTREAM CORP	COM	97381W104	7	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	8	1167	SH	SOLE	
YUM BRANDS INC	COM	988498101	697	10503	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			80744	2076681			