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ORRSTOWN FINANCIAL SERVICES INC
Form 13F-HR
October 25, 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: 09/30/2012

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

Signature, Place, and Date of Signing:

/s/ Howard Pulker	Shippensburg, PA	10/22/2012
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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: 277

Form 13F Information Table Value Total: 85236
(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	103	1475	SH		SOLE	
INGERSOLL-RAND PLC	SHS	G47791101	9	200	SH		DEFINED	
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	872	24385	SH		SOLE	
TE CONNECTIVITY LTD	REG SHS	H84989104	17	500	SH		SOLE	
DHT HOLDINGS INC	SHS NEW	Y2065G121	0	58	SH		DEFINED	
ACNB CORP	COM	000868109	11	719	SH		SOLE	
AFLAC INC	COM	001055102	24	500	SH		SOLE	
AT&T INC	COM	00206R102	935	24804	SH		SOLE	
AT&T INC	COM	00206R102	49	1300	SH		DEFINED	
ABBOTT LABS	COM	002824100	1931	28160	SH		SOLE	
ABBOTT LABS	COM	002824100	17	250	SH		DEFINED	
ADAMS RES & ENERGY INC	COM NEW	006351308	15	500	SH		SOLE	
ALCATEL-LUCENT	SPONSORED ADR	013904305	1	500	SH		SOLE	
ALTRIA GROUP INC	COM	02209S103	28	844	SH		SOLE	
ALTRIA GROUP INC	COM	02209S103	30	900	SH		DEFINED	
AMERICAN ELECTRIC CO		025537101	62	1420	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	802	14101	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	236	2729	SH		SOLE	
APPLE INC	COM	037833100	1416	2122	SH		SOLE	
APPLIED DEVELOPMENT HLDGS	LTADR	038173100	1	2000	SH		SOLE	
ARCHER DANIELS MIDLAND CO	COM	039483102	317	11658	SH		SOLE	
ARROW ELECTRS INC	COM	042735100	125	3700	SH		SOLE	
ATMOS ENERGY CORP	COM	049560105	45	1250	SH		SOLE	

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AUTOMATIC DATA PROCESSING INCOM		053015103	101	1725	SH	SOLE
BB&T CORP	COM	054937107	23	700	SH	SOLE
BP AMOCO P L C	SPONSORED ADR	055622104	6	132	SH	SOLE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	9	100	SH	SOLE
BRE PPTYS INC		05564E106	19	398	SH	SOLE
BANK NEW YORK MELLON CORP		064058100	32	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	31	350	SH	SOLE
BIO-REFERENCE LABS INC	COM \$.01 NEW	09057G602	320	11200	SH	SOLE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	22	800	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	71	2100	SH	SOLE
BROADVIEW INSTITUTE INC	COM	111381109	0	168	SH	SOLE
BUFFALO WILD WINGS INC	COM	119848109	871	10154	SH	SOLE
CSX CORP	COM	126408103	586	28261	SH	SOLE
CVS CORP	COM	126650100	5	100	SH	SOLE
CAMPBELL SOUP		134429109	3	100	SH	SOLE
CARLISLE COS INC	COM	142339100	171	3300	SH	SOLE
CASEYS GEN STORES INC	COM	147528103	10	183	SH	SOLE
CATERPILLAR INC DEL	COM	149123101	95	1100	SH	SOLE
CHESAPEAKE ENERGY CORP	COM	165167107	51	2710	SH	SOLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE				O
			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	
CHEVRON CORP NEW	COM	166764100	2172	18638	SH	SOLE	
CHEVRON CORP NEW	COM	166764100	12	100	SH	DEFINED	
CHURCH & DWIGHT INC	COM	171340102	16	292	SH	SOLE	
CISCO SYS INC	COM	17275R102	14	740	SH	SOLE	
CITIGROUP INC	COM NEW	172967424	1	20	SH	SOLE	
CITIGROUP INC	COM NEW	172967424	24	730	SH	DEFINED	
CLEAN ENERGY FUELS CORP	COM	184499101	34	2580	SH	SOLE	
COACH INC	COM	189754104	9	165	SH	SOLE	
COCA COLA CO	COM	191216100	214	5640	SH	SOLE	
COGNIZANT TECHNOLOGY SOLUTIOCL A		192446102	859	12293	SH	SOLE	
COLGATE PALMOLIVE CO	COM	194162103	1673	15600	SH	SOLE	
COLGATE PALMOLIVE CO	COM	194162103	11	100	SH	DEFINED	
COMCAST CORP NEW	CL A	20030N101	68	1904	SH	SOLE	
COMCAST CORP NEW	CL A	20030N101	14	400	SH	DEFINED	
COMMERCIAL METALS CO	COM	201723103	3	200	SH	SOLE	
CONOCOPHILLIPS	COM	20825C104	29	500	SH	SOLE	
CORNING INC	COM	219350105	17	1300	SH	SOLE	
CORPORATE BACKED TR CTFS	04-7 A1 6.3%34	21988K834	25	1000	SH	SOLE	
CORPORATE BACKED TR CTFS	04-4 CL A-1 6%	21988K875	25	1000	SH	SOLE	
CROCS INC		227046109	1	75	SH	SOLE	
DELL INC	COM	24702R101	30	3000	SH	SOLE	
WALT DISNEY COMPANY	HOLDING CO.	254687106	57	1100	SH	SOLE	
DIRECTV		25490A309	1267	24159	SH	SOLE	
DOLLAR TREE INC	COM	256746108	514	10638	SH	SOLE	
DOMINION RES INC VA NEW	COM	25746U109	801	15132	SH	SOLE	
DOMINION RES INC VA NEW	COM	25746U109	8	150	SH	DEFINED	
DOW CHEM CO	COM	260543103	75	2600	SH	SOLE	
DU PONT E I DE NEMOURS & CO	COM	263534109	904	17976	SH	SOLE	
DU PONT E I DE NEMOURS & CO	COM	263534109	5	100	SH	DEFINED	
DUKE ENERGY CORP NEW	COM NEW	26441C204	11	166	SH	SOLE	

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EMC CORPORATION		268648102	464	17000	SH	SOLE
ETFS PRECIOUS METALS BASKET	PHYS PM BSKT	26922W109	20	200	SH	DEFINED
EATON CORP	COM	278058102	1021	21600	SH	SOLE
EATON CORP	COM	278058102	12	250	SH	DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT LPI	283702108	26	700	SH	DEFINED
EMERSON ELEC CO	COM	291011104	814	16857	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	13	62	SH	SOLE
EXELON CORP	COM	30161N101	50	1400	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	2597	28394	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
FASTENAL CO	COM	311900104	49	1150	SH	SOLE
FERRELLGAS PARTNERS L.P.	UNIT LTD PART	315293100	8	400	SH	DEFINED
FIRST NIAGARA FINL GP INC	COM	33582V108	278	34472	SH	SOLE
FIRSTPLUS FINL GROUP INC	COM	33763B103	0	115	SH	SOLE
FIRSTENERGY CORP	COM	337932107	15	331	SH	SOLE
FONAR CORP		344437405	0	80	SH	SOLE
FORD MOTOR COMPANY	COM NEW	345370860	5	500	SH	SOLE

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			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	
FRANKLIN FINL SVCS CORP	COM	353525108	341	23756	SH	SOLE	
FULTON FINL CORP PA	COM	360271100	15	1500	SH	SOLE	
GARDNER DENVER INC	COM	365558105	9	147	SH	SOLE	
GENERAL ELEC CO	COM	369604103	34	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	41	1600	SH	SOLE	
GENERAL ELEC CAP CORP	PINES 6.625%	369622527	21	800	SH	SOLE	
GENERAL MLS INC	COM	370334104	1268	31836	SH	SOLE	
GENERAL MLS INC	COM	370334104	10	250	SH	DEFINED	
GLATFELTER P H CO	COM	377316104	18	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	168	11920	SH	SOLE	
GOOGLE INC	CL A	38259P508	811	1075	SH	SOLE	
GRACO INC	COM	384109104	15	300	SH	SOLE	
HALLIBURTON CO	COM	406216101	13	400	SH	SOLE	
HANESBRANDS INC		410345102	1	43	SH	SOLE	
HAWKINS INC	COM	420261109	96	2300	SH	SOLE	
HEINZ H J CO	COM	423074103	4	75	SH	SOLE	
HERSHEY FOODS CORP	COM	427866108	78	1100	SH	SOLE	
HEWLETT PACKARD CO	COM	428236103	34	2000	SH	SOLE	
HONEYWELL INTL INC	COM	438516106	1296	21694	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	29	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	9	400	SH	SOLE	
INTEL CORP	COM	458140100	1439	63538	SH	SOLE	

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INTEL CORP	COM	458140100	1	50	SH	DEFINED
INTERNATIONAL BUSINESS MACHSCOM		459200101	451	2175	SH	SOLE
ISHARES SILVER TRUST	ISHARES	46428Q109	7	200	SH	SOLE
ISHARES INC	MSCI AUSTRALIA	464286103	472	19850	SH	SOLE
ISHARES INC	MSCI THAILAND	464286624	11	150	SH	DEFINED
ISHARES INC	MSCI SINGAPORE	464286673	657	49000	SH	SOLE
ISHARES MSCI EMERG MKT ETF		464287234	750	18162	SH	SOLE
ISHARES MSCI EAFE INDEX		464287465	689	13000	SH	SOLE
ISHARES BIO-TECHNOLOGY	ETF	464287556	64	449	SH	SOLE
ISHARES RUSSELL 1000 LARGE CAP VALUE		464287598	72	1000	SH	SOLE
ISHARES RUSSELL 1000 LARGE CAP GROWTH		464287614	167	2500	SH	SOLE
ISHARES TR	RUSSELL 2000	464287655	134	1600	SH	SOLE
ISHARES TR	HIGH YLD CORP	464288513	18	200	SH	DEFINED
ISHARES TR	ZEALAND INVST	464289123	37	1100	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	527	13026	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	1123	16301	SH	SOLE
JOHNSON CTLS INC	COM	478366107	111	4050	SH	SOLE
JONES SODA CO	COM	48023P106	0	300	SH	SOLE
KRAFT FOODS INC	CL A	50075N104	1676	40530	SH	SOLE
KRAFT FOODS INC	CL A	50075N104	4	100	SH	DEFINED
LSI LOGIC CORP	COM	502161102	30	4320	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	
LOCKHEED MARTIN CORP	COM	539830109	280	3003	SH	SOLE	
LOWES COS INC	COM	548661107	30	1000	SH	SOLE	
M & T BK CORP	COM	55261F104	940	9877	SH	SOLE	
MELA SCIENCES INC	COM	55277R100	1	250	SH	SOLE	
MAGNETEK INC	COM NEW	559424403	1	50	SH	SOLE	
MARKET VECTORS ETF TR	EGYPT INDX ETF	57060U548	11	700	SH	DEFINED	
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	743	14350	SH	SOLE	
MARKET VECTORS ETF TR	INDONESIA ETF	57060U753	9	300	SH	DEFINED	
MARKWEST ENERGY PARTNERS L	PUNIT LTD PARTN	570759100	11	200	SH	DEFINED	
MASTERCARD INCORPORATED		57636Q104	14	30	SH	SOLE	
MCDONALDS CORP	COM	580135101	59	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	1517	51008	SH	SOLE	
MICROSOFT CORP	COM	594918104	6	200	SH	DEFINED	
MIDDLEBY CORP	COM	596278101	630	5451	SH	SOLE	
MONRO MUFFLER BRAKE INC	COM	610236101	1061	30164	SH	SOLE	
MONSTER BEVERAGE CORP	COM	611740101	59	1100	SH	SOLE	
MORGAN STANLEY CAP TR III	CAP SECS 6.25%	617460209	10	400	SH	SOLE	
MOSAIC CO NEW	COM	61945C103	130	2255	SH	SOLE	
MURPHY OIL CORP	COM	626717102	5	100	SH	SOLE	
NASDAQ OMX GROUP INC	COM	631103108	864	37098	SH	SOLE	
NATIONAL PENN BANCSHARES INC	COM	637138108	9	1000	SH	SOLE	
NEXTERA ENERGY INC	COM	65339F101	39	552	SH	SOLE	
NIKE INC	CL B	654106103	5	50	SH	SOLE	
NORDSON CORP	COM	655663102	17	294	SH	SOLE	
NORFOLK SOUTHERN CORP	COM	655844108	70	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	

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O2MICRO INTERNATIONAL LTD	SPONS ADR	67107W100	1	400	SH	SOLE
OLD DOMINION FGHT LINES INC	COM	679580100	226	7500	SH	SOLE
ORACLE CORP	COM	68389X105	19	600	SH	SOLE
ORRSTOWN FINANCIAL SERVICES	REINVESTED SHARES	687OFS993	107	9715	SH	SOLE
ORRSTOWN FINL SVCS INC	COM	687380105	3421	310985	SH	SOLE
ORRSTOWN FINL SVCS INC	COM	687380105	3	315	SH	DEFINED
PNC FINANCIAL SERVICES GROUP	COM	693475105	1130	17905	SH	SOLE
PPG INDS INC	COM	693506107	46	400	SH	SOLE
P P & L RES INC	COM	69351T106	217	7472	SH	SOLE
PANDORA MEDIA INC	COM	698354107	11	1000	SH	SOLE
PENN NATL GAMING INC	COM	707569109	65	1500	SH	SOLE
PENNSYLVANIA RL ESTATE	INVT SH BEN INT	709102107	2	152	SH	SOLE
PEPSICO INC	COM	713448108	2344	33119	SH	SOLE
PEPSICO INC	COM	713448108	7	100	SH	DEFINED
PFIZER INC	COM	717081103	118	4750	SH	SOLE
PHILIP MORRIS INTL INC	COM	718172109	107	1194	SH	SOLE
PHILLIPS 66	COM	718546104	12	250	SH	SOLE
PITNEY BOWES INC	COM	724479100	193	14000	SH	SOLE
POWERSHARES QQQ TR		73935A104	1512	22050	SH	SOLE
POWERSHARES ETF TRUST	FINL PFD PTFL	73935X229	39	2100	SH	DEFINED
POWERSHARES WATER RESOURCE	ETF	73935X575	66	3400	SH	SOLE

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POWERSHARES ETF TRUST	INTL DIV ACHV	73935X716	90	5950	SH	SOLE	
PRAXAIR INC	COM	74005P104	43	418	SH	SOLE	
PRICESMART INC	COM	741511109	14	183	SH	SOLE	
PROCTER & GAMBLE CO	COM	742718109	445	6423	SH	SOLE	
PROSHARES TR	PSHS SHRT S&P500	74347R503	121	3550	SH	SOLE	
PRUDENTIAL FINL INC	COM	744320102	822	15083	SH	SOLE	
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	97	3000	SH	SOLE	
QUALCOMM INC	COM	747525103	812	12991	SH	SOLE	
QUALCOMM INC	COM	747525103	12	200	SH	DEFINED	
RAVEN INDS INC	COM	754212108	1078	36630	SH	SOLE	
RAYMOND JAMES FINANCIAL INC	COM	754730109	12	330	SH	SOLE	
REYNOLDS AMERICAN INC	COM	761713106	5	120	SH	SOLE	
ROCKWELL AUTOMATION INC	COM	773903109	35	502	SH	SOLE	
ROCKWELL COLLINS INC	COM	774341101	25	458	SH	SOLE	
SPDR S & P 500 INDEX ETF		78462F103	1116	7750	SH	SOLE	
SPDR GOLD TRUST	GOLD SHS	78463V107	666	3875	SH	SOLE	
SPDR GOLD TRUST	GOLD SHS	78463V107	7	40	SH	DEFINED	
SPDR S&P OIL & GAS EQUIPMENT& SVCS	ETF	78464A748	793	23350	SH	SOLE	
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	1017	17500	SH	SOLE	
SPDR DOW JONES INDL AVRG	ETFUT SER 1	78467X109	2718	20275	SH	SOLE	
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	801	4450	SH	SOLE	
SCHLUMBERGER LTD	COM	806857108	14	200	SH	SOLE	
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	15	500	SH	SOLE	
SEMPRA ENERGY	COM	816851109	6	100	SH	SOLE	
SHERWIN WILLIAMS CO	COM	824348106	30	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	9	400	SH	SOLE	
SMUCKER J M CO	COM NEW	832696405	2	23	SH	SOLE	
SOCIEDAD QUIMICA MINERA DE	CSPON ADR SER B	833635105	814	13200	SH	SOLE	

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SOUTHERN CO	COM	842587107	1226	26590	SH	SOLE
SOUTHERN CO	COM	842587107	12	250	SH	DEFINED
SPRINT NEXTEL GROUP	COM FON GROUP	852061100	7	1250	SH	SOLE
SUBURBAN PROPANE PARTNERS L UNIT LTD PARTN		864482104	62	1500	SH	SOLE
SUSQUEHANNA BANCSHARES INC PCOM		869099101	1240	118663	SH	SOLE
SYS CO CORP		871829107	6	200	SH	SOLE
TJX COS INC NEW	COM	872540109	1459	32565	SH	SOLE
TJX COS INC NEW	COM	872540109	9	200	SH	DEFINED
TAYLOR CALVIN B BANKSHARES ICOM		876838103	5	200	SH	SOLE
TEUCRIUM COMMODITY TR	AGRICULTURE FD	88166A706	5	100	SH	SOLE
3M CO	COM	88579Y101	917	9927	SH	SOLE
TIFFANY & CO NEW	COM	886547108	7	110	SH	SOLE
TIM HORTONS INC	COM	88706M103	79	1518	SH	SOLE
TORM A/S	SPONSORED ADR	891072100	0	300	SH	DEFINED
TRANSCANADA CORP	COM	89353D107	762	16751	SH	SOLE
TRAVELERS COS INC		89417E109	983	14396	SH	SOLE
TRUMP HOTELS & CASIN		898168109	0	60	SH	SOLE
UNILEVER PLC	SPON ADR NEW	904767704	925	25318	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	63	800	SH	SOLE

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			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	
UNITEDHEALTH GROUP INC	COM	91324P102	947	17098	SH	SOLE	
V F CORP	COM	918204108	12	75	SH	SOLE	
VALE S A	ADR	91912E105	410	22944	SH	SOLE	
VALERO ENERGY CORP NEW	COM	91913Y100	2046	64579	SH	SOLE	
VALERO ENERGY CORP NEW	COM	91913Y100	3	100	SH	DEFINED	
VANGUARD BD INDEX FD INC	LONG TERM BOND	921937793	20	206	SH	SOLE	
VANGUARD TOTAL BOND	MARKET ETF	921937835	643	7550	SH	SOLE	
VANGUARD HEALTHCARE VIPER	ETF	92204A504	1274	17400	SH	SOLE	
VANGUARD SM CAP VAL VIPER		922908611	1055	14679	SH	SOLE	
VERIZON COMMUNICATIONS		92343V104	1098	24091	SH	SOLE	
VERIZON COMMUNICATIONS		92343V104	23	500	SH	DEFINED	
VISA INC	COM CL A	92826C839	1632	12153	SH	SOLE	
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	909	31903	SH	SOLE	
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	31	1100	SH	DEFINED	
WAL MART STORES INC	COM	931142103	52	700	SH	SOLE	
WEBSTER FINL CORP CONN	COM	947890109	3	142	SH	SOLE	
WENDYS CO	COM	95058W100	168	37250	SH	SOLE	
WINDSTREAM CORP	COM	97381W104	3	257	SH	SOLE	
WINDSTREAM CORP	COM	97381W104	8	800	SH	DEFINED	
WORLD FUEL SVCS CORP	COM	981475106	7	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	703	10603	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			85236	2134700			