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ORRSTOWN FINANCIAL SERVICES INC
Form 13F-HR
April 19, 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: 3/31/2013

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	04/18/2013
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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:

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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: 260

Form 13F Information Table Value Total: 87220
(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/ DSCRETN	
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	112	1475	SH	SOLE	
EATON CORP PLC	SHS	G29183103	1280	20904	SH	SOLE	
EATON CORP PLC	SHS	G29183103	23	382	SH	DEFINED	
INGERSOLL-RAND PLC	SHS	G47791101	11	200	SH	DEFINED	
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	901	23621	SH	SOLE	
PENTAIR LTD	SHS	H6169Q108	1	21	SH	SOLE	
TE CONNECTIVITY LTD	REG SHS	H84989104	21	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	
AT&T INC	COM	00206R102	830	22633	SH	SOLE	
AT&T INC	COM	00206R102	48	1300	SH	DEFINED	
ABBOTT LABS	COM	002824100	984	27863	SH	SOLE	
ABBOTT LABS	COM	002824100	9	250	SH	DEFINED	
ADAMS RES & ENERGY INC	COM NEW	006351308	26	500	SH	SOLE	
ALCATEL-LUCENT	SPONSORED ADR	013904305	3	2084	SH	SOLE	
ALTRIA GROUP INC	COM	02209S103	36	1044	SH	SOLE	
ALTRIA GROUP INC	COM	02209S103	31	900	SH	DEFINED	
AMERICAN ELECTRIC CO		025537101	64	1320	SH	SOLE	
AMERICAN EXPRESS CO	COM	025816109	1037	15374	SH	SOLE	
AMERICAN EXPRESS CO	COM	025816109	17	258	SH	DEFINED	
ANNALY MTG MGMT INC	COM	035710409	19	1200	SH	DEFINED	
APACHE CORP	COM	037411105	390	5053	SH	SOLE	
APACHE CORP	COM	037411105	10	127	SH	DEFINED	
APPLE INC	COM	037833100	1084	2450	SH	SOLE	
APPLIED DEVELOPMENT HLDGS	LTADR	038173100	1	2000	SH	SOLE	
ARCHER DANIELS MIDLAND CO	COM	039483102	458	13583	SH	SOLE	

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ARROW ELECTRS INC	COM	042735100	57	1400	SH	SOLE
AUTOMATIC DATA PROCESSING INCOM		053015103	13	200	SH	SOLE
BB&T CORP	COM	054937107	22	700	SH	SOLE
BP AMOCO P L C	SPONSORED ADR	055622104	6	132	SH	SOLE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	8	100	SH	SOLE
BRE PPTYS INC		05564E106	19	398	SH	SOLE
BANK NEW YORK MELLON CORP		064058100	26	916	SH	SOLE
BEISTLE COMPANY		072001993	1864	2575	SH	SOLE
BEAM INC	COM	073730103	13	200	SH	SOLE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	26	250	SH	SOLE
BHP BILLITON LTD	SPONSORED ADR	088606108	7	100	SH	SOLE
BIO-REFERENCE LABS INC	COM \$.01 NEW	09057G602	226	8700	SH	SOLE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	23	800	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	54	1300	SH	SOLE
BUFFALO WILD WINGS INC	COM	119848109	824	9411	SH	SOLE
CSX CORP	COM	126408103	708	28748	SH	SOLE
CSX CORP	COM	126408103	9	356	SH	DEFINED
CVS CORP	COM	126650100	5	100	SH	SOLE
CAMPBELL SOUP		134429109	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/ DSCRETN	INVSTMT	
CARLISLE COS INC	COM	142339100	224	3300	SH	SOLE		
CATERPILLAR INC DEL	COM	149123101	191	2200	SH	SOLE		
CATERPILLAR INC DEL	COM	149123101	8	89	SH	DEFINED		
CHESAPEAKE ENERGY CORP	COM	165167107	55	2710	SH	SOLE		
CHEVRON CORP NEW	COM	166764100	1910	16073	SH	SOLE		
CHEVRON CORP NEW	COM	166764100	12	100	SH	DEFINED		
CHURCH & DWIGHT INC	COM	171340102	6	100	SH	SOLE		
CISCO SYS INC	COM	17275R102	3	140	SH	SOLE		
CITIGROUP INC	COM NEW	172967424	1	20	SH	SOLE		
CITIGROUP INC	COM NEW	172967424	32	730	SH	DEFINED		
CLEAN ENERGY FUELS CORP	COM	184499101	34	2580	SH	SOLE		
COCA COLA CO	COM	191216100	209	5180	SH	SOLE		
COGNIZANT TECHNOLOGY SOLUTIOCL A		192446102	931	12150	SH	SOLE		
COLGATE PALMOLIVE CO	COM	194162103	1435	12159	SH	SOLE		
COLGATE PALMOLIVE CO	COM	194162103	12	100	SH	DEFINED		
COMCAST CORP NEW	CL A	20030N101	80	1904	SH	SOLE		
COMCAST CORP NEW	CL A	20030N101	17	400	SH	DEFINED		
CONOCOPHILLIPS	COM	20825C104	30	500	SH	SOLE		
CORNING INC	COM	219350105	7	500	SH	SOLE		
CORPORATE BACKED TR CTFS	04-7 A1 6.3%34	21988K834	19	737	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	43	3000	SH	SOLE		
WALT DISNEY COMPANY	HOLDING CO.	254687106	6	100	SH	SOLE		
DIRECTV		25490A309	1216	21486	SH	SOLE		
DOLLAR TREE INC	COM	256746108	645	13324	SH	SOLE		
DOMINION RES INC VA NEW	COM	25746U109	929	15962	SH	SOLE		
DOMINION RES INC VA NEW	COM	25746U109	9	150	SH	DEFINED		
DOW CHEM CO	COM	260543103	122	3840	SH	SOLE		
DU PONT E I DE NEMOURS & CO	COM	263534109	1127	22920	SH	SOLE		
DU PONT E I DE NEMOURS & CO	COM	263534109	293	5962	SH	DEFINED		
EMC CORPORATION		268648102	347	14539	SH	SOLE		

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ETFS PRECIOUS METALS BASKET	PHYS PM BSKT	26922W109	18	200	SH	DEFINED
EL PASO PIPELINE PARTNERS L	COM UNIT LPI	283702108	31	700	SH	DEFINED
EMERSON ELEC CO	COM	291011104	917	16412	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	48	1400	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	2197	24376	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	9	100	SH	DEFINED
FERRELLGAS PARTNERS L.P.	UNIT LTD PART	315293100	7	400	SH	DEFINED
FIRST NIAGARA FINL GP INC	COM	33582V108	160	18059	SH	SOLE
FIRSTPLUS FINL GROUP INC	COM	33763B103	0	115	SH	SOLE
FONAR CORP		344437405	1	80	SH	SOLE
FORD MOTOR COMPANY COM NEW		345370860	7	500	SH	SOLE
FRANKLIN FINL SVCS CORP	COM	353525108	380	23756	SH	SOLE
FULTON FINL CORP PA	COM	360271100	252	21500	SH	SOLE
GENERAL ELEC CO	COM	369604103	42	1800	SH	SOLE
GENERAL MLS INC	COM	370334104	1583	32109	SH	SOLE
GENERAL MLS INC	COM	370334104	12	250	SH	DEFINED

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			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	
GLATFELTER P H CO	COM	377316104	23	1000	SH	SOLE		
GLOBAL X FDS	FTSE NORDIC REG	37950E101	8	400	SH	DEFINED		
GLOBAL X FDS	FTSE COLOMBIA20	37950E200	10	500	SH	DEFINED		
GLOBAL X FDS	ANDEAN 40 ETF	37950E655	161	11220	SH	SOLE		
GOOGLE INC	CL A	38259P508	735	925	SH	SOLE		
HALLIBURTON CO	COM	406216101	16	400	SH	SOLE		
HANESBRANDS INC		410345102	2	43	SH	SOLE		
HAWKINS INC	COM	420261109	83	2080	SH	SOLE		
HERSHEY FOODS CORP	COM	427866108	96	1100	SH	SOLE		
HEWLETT PACKARD CO	COM	428236103	48	2000	SH	SOLE		
HONEYWELL INTL INC	COM	438516106	1331	17667	SH	SOLE		
HONEYWELL INTL INC	COM	438516106	8	100	SH	DEFINED		
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	1408	64499	SH	SOLE		
INTERNATIONAL BUSINESS MACHSCOM		459200101	467	2189	SH	SOLE		
ISHARES SILVER TRUST	ISHARES	46428Q109	11	400	SH	SOLE		
ISHARES INC	MSCI AUSTRALIA	464286103	442	16330	SH	SOLE		
ISHARES INC	MSCI THAI CAPPED	464286624	14	150	SH	DEFINED		
ISHARES INC	MSCI SINGAPORE	464286673	554	39698	SH	SOLE		
ISHARES MSCI EMERG MKT ETF		464287234	1205	28180	SH	SOLE		
ISHARES MSCI EMERG MKT ETF		464287234	30	700	SH	DEFINED		
ISHARES MSCI EAFE INDEX		464287465	743	12604	SH	SOLE		
ISHARES BIO-TECHNOLOGY	ETF	464287556	238	1489	SH	SOLE		
ISHARES BIO-TECHNOLOGY	ETF	464287556	14	89	SH	DEFINED		
ISHARES RUSSELL 1000 LARGE CAP VALUE		464287598	112	1382	SH	SOLE		
ISHARES RUSSELL 1000 LARGE CAP GROWTH		464287614	238	3337	SH	SOLE		
ISHARES TR	RUSSELL 2000	464287655	159	1689	SH	SOLE		
ISHARES TR	HIGH YLD CORP	464288513	19	200	SH	DEFINED		
ISHARES TR	MSCI NEW ZEAL CP	464289123	41	1100	SH	DEFINED		
JPMORGAN CHASE & CO	COM	46625H100	534	11252	SH	SOLE		

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JOHNSON & JOHNSON	COM	478160104	1168	14325	SH	SOLE
JOHNSON CTLS INC	COM	478366107	130	3700	SH	SOLE
KRAFT FOODS GROUP INC	COM	50076Q106	554	10748	SH	SOLE
KRAFT FOODS GROUP INC	COM	50076Q106	2	33	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	290	3003	SH	SOLE
LOWES COS INC	COM	548661107	38	1000	SH	SOLE
M & T BK CORP	COM	55261F104	879	8523	SH	SOLE
MELA SCIENCES INC	COM	55277R100	0	250	SH	SOLE
MARKET VECTORS ETF TR	EGYPT INDX ETF	57060U548	8	700	SH	DEFINED
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	717	13250	SH	SOLE
MARKET VECTORS ETF TR	INDONESIA ETF	57060U753	10	300	SH	DEFINED
MARKWEST ENERGY PARTNERS L	PUNIT LTD PARTN	570759100	12	200	SH	DEFINED
MCDONALDS CORP	COM	580135101	64	640	SH	SOLE
MEDICAL PPTYS TRUST INC	COM	58463J304	13	800	SH	DEFINED
MERRILL LYNCH PFD CAP TR V	TOPRS 7.28%	59021K205	10	400	SH	SOLE
MICROSOFT CORP	COM	594918104	1416	49499	SH	SOLE
MICROSOFT CORP	COM	594918104	6	200	SH	DEFINED
MIDDLEBY CORP	COM	596278101	669	4397	SH	SOLE
MONDELEZ INTL INC	CL A	609207105	988	32277	SH	SOLE
MONDELEZ INTL INC	CL A	609207105	3	100	SH	DEFINED

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE				O
			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVTMT DSCRETN	
MONRO MUFFLER BRAKE INC	COM	610236101	26	663	SH	SOLE	
MONRO MUFFLER BRAKE INC	COM	610236101	9	220	SH	DEFINED	
MORGAN STANLEY CAP TR III	CAP SECS 6.25%	617460209	10	400	SH	SOLE	
MOSAIC CO NEW	COM	61945C103	108	1805	SH	SOLE	
NASDAQ OMX GROUP INC	COM	631103108	1096	33953	SH	SOLE	
NASDAQ OMX GROUP INC	COM	631103108	10	310	SH	DEFINED	
NEXTERA ENERGY INC	COM	65339F101	43	552	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	
OLD DOMINION FGHT LINES INC	COM	679580100	248	6500	SH	SOLE	
OPKO HEALTH INC	COM	68375N103	2	200	SH	SOLE	
ORACLE CORP	COM	68389X105	1	32	SH	SOLE	
ORRSTOWN FINANCIAL SERVICES	REINVESTED SHARES	6870FS993	144	9715	SH	SOLE	
ORRSTOWN FINL SVCS INC	COM	687380105	4370	295445	SH	SOLE	
ORRSTOWN FINL SVCS INC	COM	687380105	5	315	SH	DEFINED	
PNC FINANCIAL SERVICES GROUP	COM	693475105	1327	19959	SH	SOLE	
PNC FINANCIAL SERVICES GROUP	COM	693475105	10	157	SH	DEFINED	
PPG INDS INC	COM	693506107	54	400	SH	SOLE	
P P & L RES INC	COM	69351T106	234	7472	SH	SOLE	
PANDORA MEDIA INC	COM	698354107	14	1000	SH	SOLE	
PENN NATL GAMING INC	COM	707569109	82	1500	SH	SOLE	
PEPSICO INC	COM	713448108	2192	27703	SH	SOLE	
PEPSICO INC	COM	713448108	8	100	SH	DEFINED	
PFIZER INC	COM	717081103	149	5150	SH	SOLE	
PHILIP MORRIS INTL INC	COM	718172109	111	1194	SH	SOLE	
PHILLIPS 66	COM	718546104	17	250	SH	SOLE	
PLUM CREEK TIMBER CO INC	COM	729251108	10	200	SH	SOLE	
POWERSHARES QQQ TR		73935A104	1150	16669	SH	SOLE	
POWERSHARES ETF TRUST	FINL PFD PTFL	73935X229	39	2100	SH	DEFINED	
POWERSHARES WATER RESOURCE	ETF	73935X575	76	3300	SH	SOLE	

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POWERSHARES ETF TRUST	INTL DIV ACHV	73935X716	78	4650	SH	SOLE
PRAXAIR INC	COM	74005P104	47	418	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	619	8031	SH	SOLE
PROCTER & GAMBLE CO	COM	742718109	11	149	SH	DEFINED
PROSHARES TR	PSHS SHRT S&P500	74347R503	87	2850	SH	SOLE
PRUDENTIAL FINL INC	COM	744320102	828	14030	SH	SOLE
PRUDENTIAL FINL INC	COM	744320102	10	177	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	103	3000	SH	SOLE
QUALCOMM INC	COM	747525103	1055	15765	SH	SOLE
QUALCOMM INC	COM	747525103	28	420	SH	DEFINED
RAVEN INDS INC	COM	754212108	1058	31484	SH	SOLE
REYNOLDS AMERICAN INC	COM	761713106	5	120	SH	SOLE
ROCKWELL AUTOMATION INC	COM	773903109	43	502	SH	SOLE
ROCKWELL COLLINS INC	COM	774341101	29	458	SH	SOLE
SPDR S & P 500 INDEX ETF		78462F103	952	6078	SH	SOLE
SPDR GOLD TRUST	GOLD SHS	78463V107	552	3575	SH	SOLE
SPDR GOLD TRUST	GOLD SHS	78463V107	6	40	SH	DEFINED
SPDR S&P OIL & GAS EQUIPMENT& SVCS ETF		78464A748	812	20350	SH	SOLE
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	1121	16984	SH	SOLE
SPDR DOW JONES INDL AVRG ETFUT SER 1		78467X109	2670	18372	SH	SOLE

		FORM 13F INFORMATION TABLE						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	891	4250	SH		SOLE	
SCHLUMBERGER LTD	COM	806857108	15	200	SH		SOLE	
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	3	70	SH		SOLE	
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	15	500	SH		SOLE	
SHERWIN WILLIAMS CO	COM	824348106	34	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	13	600	SH		SOLE	
SMUCKER J M CO	COM NEW	832696405	2	23	SH		SOLE	
SOCIEDAD QUIMICA MINERA DE	CSPON ADR SER B	833635105	481	8680	SH		SOLE	
SOUTHERN CO	COM	842587107	1149	24499	SH		SOLE	
SOUTHERN CO	COM	842587107	12	250	SH		DEFINED	
SPRINT NEXTEL GROUP	COM FON GROUP	852061100	8	1250	SH		SOLE	
STAMPS COM INC	COM NEW	852857200	2	100	SH		SOLE	
SUBURBAN PROPANE PARTNERS L	UNIT LTD PARTN	864482104	67	1500	SH		SOLE	
SUSQUEHANNA BANCSHARES INC	PCOM	869099101	1753	141057	SH		SOLE	
TJX COS INC NEW	COM	872540109	1299	27784	SH		SOLE	
TJX COS INC NEW	COM	872540109	18	381	SH		DEFINED	
3M CO	COM	88579Y101	1042	9802	SH		SOLE	
3M CO	COM	88579Y101	8	79	SH		DEFINED	
TIM HORTONS INC	COM	88706M103	74	1371	SH		SOLE	
TORM A/S	SPONS ADR NEW	891072209	0	30	SH		DEFINED	
TRANSCANADA CORP	COM	89353D107	824	17217	SH		SOLE	
TRAVELERS COS INC	COM	89417E109	1284	15250	SH		SOLE	
TRAVELERS COS INC	COM	89417E109	10	122	SH		DEFINED	
TRUMP HOTELS & CASIN		898168109	0	60	SH		SOLE	
UNILEVER PLC	SPON ADR NEW	904767704	1129	26724	SH		SOLE	
UNILEVER PLC	SPON ADR NEW	904767704	2	50	SH		DEFINED	
UNILIFE CORPORATIO CDI		90478E103	2	1000	SH		SOLE	
UNILEVER N V	N Y SHS NEW	904784709	4	100	SH		SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	75	800	SH		SOLE	

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UNITEDHEALTH GROUP INC	COM	91324P102	1067	18659 SH	SOLE
UNITEDHEALTH GROUP INC	COM	91324P102	14	247 SH	DEFINED
VALE S A	ADR	91912E105	418	24210 SH	SOLE
VALE S A	ADR	91912E105	9	497 SH	DEFINED
VALERO ENERGY CORP NEW	COM	91913Y100	2433	53490 SH	SOLE
VALERO ENERGY CORP NEW	COM	91913Y100	5	100 SH	DEFINED
VANGUARD TOTAL BOND	MARKET ETF	921937835	414	4950 SH	SOLE
VANGUARD HEALTHCARE VIPER	ETF	92204A504	1323	15956 SH	SOLE
VANGUARD HEALTHCARE VIPER	ETF	92204A504	14	169 SH	DEFINED
VANGUARD SM CAP VAL VIPER		922908611	1707	20776 SH	SOLE
VERIZON COMMUNICATIONS		92343V104	1131	23019 SH	SOLE
VERIZON COMMUNICATIONS		92343V104	32	643 SH	DEFINED
VISA INC	COM CL A	92826C839	1940	11420 SH	SOLE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	873	30734 SH	SOLE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	39	1361 SH	DEFINED
WAL MART STORES INC	COM	931142103	52	700 SH	SOLE
WEBSTER FINL CORP CONN	COM	947890109	3	142 SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	74	2000 SH	SOLE
WENDYS CO	COM	95058W100	211	37250 SH	SOLE
WINDSTREAM CORP	COM	97381W104	2	257 SH	SOLE
WINDSTREAM CORP	COM	97381W104	6	800 SH	DEFINED

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE				O
			VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	
XCL LTD DEL	COM	983701103	0	66 SH		SOLE	
YRC WORLDWIDE INC	COM PAR \$.01	984249607	9	1167 SH		SOLE	
YUM BRANDS INC	COM	988498101	766	10647 SH		SOLE	
YUM BRANDS INC	COM	988498101	9	125 SH		DEFINED	
ZIMMER HLDGS INC	COM	98956P102	9	120 SH		SOLE	
ZIONS BANCORP		989701107	2	100 SH		SOLE	
ZIONS CAP TR B	CAP SECS %	989703202	8	300 SH		SOLE	
GRAND TOTALS			87220	2026395			