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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 |
| ----- | ----- | ----- |
| 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 |

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | FORM 13F INFORMATION TABLE | | | | | O |
|---------------------------------------|------------------|-----------|----------------------------|--------------------|-----------------|-----------------|---------|---|
| | | | 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 |

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|------------------------------|-------------------|-----------|----------------------------|--------------------|-----------------|---------------------------|---|
| | | | 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 DCRETN | | | | |
| 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 | | | |