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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 |
| ----- | ----- | ----- |
| 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/ INVTMT 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 |

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|------------------------------|-----------------|-----------|----------------------------|--------------------|-----------------|----------------------------|---|
| | | | 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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|------------------------------------|------------------|-----------|----------------------------|--------------------|------------|--------------|---|
| | | | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | |
| 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 |
| SYSCO 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 |

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | FORM 13F INFORMATION TABLE | | | | O |
|---------------------------|----------------|-----------|----------------------------|--------------------|-----------------|---------------------------|---|
| | | | VALUE (X\$1000) | SHARES/ PRN AMT | SH/ PRN CALL | PUT/ INVTMT 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 | | | |