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ORRSTOWN FINANCIAL SERVICES INC  
Form 13F-HR  
October 31, 2008

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 09/30/2008

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: Christopher J. Jackson  
Title: Vice President & Portfolio Manager  
Phone: 717-530-2655

Signature, Place, and Date of Signing:

/s/ Christopher J. Jackson	Shippensburg, PA	10/30/08
-----	-----	-----
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).)

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List of Other Managers Reporting for this Manager:  
 [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: 454  
 Form 13F Information Table Value Total: 100,012  
 (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

ORRSTOWN BANK

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Below is a list of the equity securities that you have flagged on your Charlotte files as "13 F Securities" with a "13 F Investment Discretion" of SOLE or SHARED. Securities are listed by Security Type and in CUSIP number order within each Security Type. Security positions with an Investment Discretion of NONE, and Security Types 01-06, 12, 15, 16, 18-22, 25-27 and 34-37 are not included in this report.

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INV/ DSC
AGWAY INC		AG1987993	0	1	SH		SOL
CV CO-OP ASSOCIATION		CVC675997	0	18	SH		SOL
CHINA YUCHAI INTERNATIONAL	LTD	G21082105	3	400	SH		SOL
COVIDIEN LTD	COM	G2552X108	35	647	SH		SOL
ASA LIMITED	COM	G3156P103	4	63	SH		SOL
GARMIN LTD	ORD	G37260109	180	5300	SH		SOL
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	595	19100	SH		SOL
MARVELL TECHNOLOGY GROUP LTDORD		G5876H105	181	19500	SH		SOL
MARVELL TECHNOLOGY GROUP LTDORD		G5876H105	2	200	SH		DEF
NOBLE CORPORATION	SHS	G65422100	961	21900	SH		SOL
PRUDENTIAL PLC	PER SUB 6.50%	G7293H189	8	700	SH		SOL
TRANSOCEAN INC NEW	SHS	G90073100	477	4343	SH		SOL
TYCO INTERNATIONAL LTD		G9143X208	23	647	SH		SOL

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TYCO ELECTRONICS LTD	COM NEW	G9144P105	32	1147	SH	SOL
WEATHERFORD INTERNATIONAL LT	COM	G95089101	1	32	SH	SOL
AEGON NV	PFD PER 6.875%	N00927306	2	200	SH	SOL
ASML HOLDING N V	NY REG SHS	N07059186	6	355	SH	SOL
DHT MARITIME INC	COM	Y2065G105	5	700	SH	DEF
GENERAL MARITIME CORP	SHS	Y2692M103	4	200	SH	DEF
ABB LTD	SPONSORED ADR	000375204	1	45	SH	SOL
ACNB CORP	COM	000868109	40	2789	SH	SOL
A D C TELECOMMUNICATIONS	COM NEW	000886309	3	400	SH	SOL
AFLAC INC	COM	001055102	9	150	SH	SOL
AT&T INC	COM	00206R102	420	15037	SH	SOL
AT&T INC	COM	00206R102	75	2700	SH	DEF
A S DAMPSKIBSSELSKABET TORM SPONSORED ADR		00208W109	7	300	SH	DEF
ABBOTT LABS	COM	002824100	668	11604	SH	SOL
ACTIVISION BLIZZARD INC	COM	00507V109	204	13200	SH	SOL
ADAMS EXPRESS CO	COM	006212104	60	5576	SH	SOL
AECOM TECHNOLOGY CORP		00766T100	32	1300	SH	SOL
AEROPOSTALE, INC		007865108	347	10800	SH	SOL
AETNA INC NEW	COM	00817Y108	25	680	SH	SOL
AETNA INC NEW	COM	00817Y108	11	300	SH	DEF
ALCATEL-LUCENT	SPONSORED ADR	013904305	0	92	SH	SOL
ALLEGHENY ENERGY INC	COM	017361106	4	100	SH	SOL
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	155	5250	SH	SOL
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	6219	378507	SH	SOL
ALLSTATE CORP	COM	020002101	255	5540	SH	SOL
ALTRIA GROUP INC	COM	02209S103	274	13809	SH	SOL
ALTRIA GROUP INC	COM	02209S103	2	100	SH	DEF
AMERICAN CAP LTD	COM	02503Y103	26	1000	SH	SOL
AMERICAN ELECTRIC CO		025537101	7	200	SH	SOL
AMERICAN EXPRESS CO	COM	025816109	7	200	SH	SOL
AMERICAN VANGUARD CORP	COM	030371108	1767	117200	SH	SOL
AMERICAN VANGUARD CORP	COM	030371108	9	600	SH	DEF
AMERIPRISE FINL INC	COM	03076C106	0	11	SH	SOL
ANALOG DEVICES INC	COM	032654105	8	316	SH	SOL
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TOTAL FOR PAGE 1			13154	663259		

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INV DSC
ANHEUSER BUSCH COS INC	COM	035229103	13	200	SH		SOL
APACHE CORP	COM	037411105	318	3050	SH		SOL
APPLE INC	COM	037833100	91	800	SH		SOL
APPLIED DEVELOPMENT HLDGS LT	ADR	038173100	1	2000	SH		SOL
APPLIED MATLS INC	COM	038222105	5	300	SH		SOL
AQUA AMERICA INC	COM	03836W103	41	2333	SH		SOL
ASHLAND INC NEW		044209104	19	660	SH		SOL
ATMOS ENERGY CORP	COM	049560105	208	7800	SH		SOL

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AVANIR PHARMACEUTICALS	CL A NEW	05348P401	0	75	SH	SOL
AXCELIS TECHNOLOGIES INC	COM	054540109	1	530	SH	SOL
BAC CAP 7% 8/15/32		05518E202	15	800	SH	SOL
BK AM 7% 2/1/32		055188205	45	2300	SH	SOL
BP AMOCO P L C	SPONSORED ADR	055622104	188	3749	SH	SOL
BRE PPTYS INC		05564E106	20	398	SH	SOL
BRE PROPERTIES INC	PFD C 6.75%	05564E502	13	700	SH	SOL
BANCO BILBAO VIZCAYA ARGENTASPONSORED ADR		05946K101	11	700	SH	SOL
BANK OF AMERICA CORP		060505104	248	7075	SH	SOL
BANK OF AMERICA CORP		060505104	14	400	SH	DEF
BANK NEW YORK MELLON CORP		064058100	147	4516	SH	SOL
BEISTLE COMPANY		072001993	1790	4097	SH	SOL
BED BATH & BEYOND		075896100	10	325	SH	SOL
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	44	10	SH	SOL
BEST BUY INC	COM	086516101	30	800	SH	SOL
BIOGEN IDEC INC	COM	09062X103	8	165	SH	SOL
BIOSHAFT WTR TECHNOLOGY INC	COM	09070W105	4	5000	SH	SOL
BLACK & DECKER CORP	COM	091797100	1	15	SH	SOL
BLOCK H & R INC	COM	093671105	2	90	SH	SOL
BODYTEL SCIENTIFIC INCORPORA		097000103	0	2000	SH	SOL
BOEING CO	COM	097023105	46	800	SH	SOL
BRISTOL MYERS SQUIBB CO	COM	110122108	60	2900	SH	SOL
BUFFALO WILD WINGS INC	COM	119848109	93	2300	SH	SOL
BURGER KING CORP		121208201	17	700	SH	SOL
BURLINGTON NORTHN SANTA FE C	COM	12189T104	9	100	SH	SOL
CBS CORP NEW	CL B	124857202	1	102	SH	SOL
CCFNB BANCORP INC	COM	124880105	24	1103	SH	SOL
CME GROUP INC	COM	12572Q105	98	263	SH	SOL
CABOT OIL & GAS CORPORATION		127097103	7	200	SH	SOL
CAMPBELL SOUP		134429109	15	400	SH	SOL
CARLISLE COS INC	COM	142339100	171	5700	SH	SOL
CARNIVAL CORP		143658300	2	45	SH	SOL
CATERPILLAR INC DEL	COM	149123101	860	14428	SH	SOL
CEDAR FAIR LP		150185106	12	600	SH	SOL
CELGENE CORP	COM	151020104	57	900	SH	SOL
CHATTEM INC	COM	162456107	172	2200	SH	SOL
CHESAPEAKE ENERGY CORP	COM	165167107	11	300	SH	SOL
CHEVRON CORP NEW	COM	166764100	96	1165	SH	SOL
CHICO'S FAS INC		168615102	1	140	SH	SOL
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	1	22	SH	SOL
CISCO SYS INC	COM	17275R102	304	13466	SH	SOL
CITIZENS & NORTHN CORP	COM	172922106	26	1184	SH	SOL
CITIGROUP INC	COM	172967101	163	7927	SH	SOL
CITIGROUP INC	COM	172967101	4	200	SH	DEF
TOTAL FOR PAGE 2			5537	108033		

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INV DSC
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CITIGROUP CAPITAL VII	TRUPS 7.125%	17306N203	16	1000	SH	SOL
CITIGROUP CAP IX	PFD TR 6.00%	173066200	114	8200	SH	SOL
CITIZENS FINL SVCS INC	COM	174615104	9	405	SH	SOL
COACH INC	COM	189754104	90	3600	SH	SOL
COCA COLA CO	COM	191216100	1207	22818	SH	SOL
CODORUS VY BANCORP INC	COM	192025104	6	500	SH	SOL
COLGATE PALMOLIVE CO	COM	194162103	1491	19788	SH	SOL
COLGATE PALMOLIVE CO	COM	194162103	8	100	SH	DEF
COMCAST CORP NEW	CL A	20030N101	5	246	SH	SOL
COMCAST CORP NEW	CL A	20030N101	26	1300	SH	DEF
COMPANHIA VALE INC		204412209	597	31200	SH	SOL
CONAGRA INC	COM	205887102	8	400	SH	SOL
CONOCOPHILLIPS	COM	20825C104	117	1597	SH	SOL
CONSOLIDATED EDISON INC	COM	209115104	73	1700	SH	SOL
CORNING INC	COM	219350105	231	14800	SH	SOL
CORPORATE BACKED TR CTFS	03-17SPRINT A1	21988K404	9	700	SH	SOL
GOLDMANSACHS 6.3% 2/15/2034		21988K834	15	1000	SH	SOL
CORPORATE BACKED TR CTFS	04-4 CL A-1 6%	21988K875	15	1000	SH	SOL
CORTS TR GEN ELEC CAP CORP NCORTS	A 6% 32	22082X201	6	275	SH	SOL
COSTCO WHOLESALE CORP		22160K105	188	2900	SH	SOL
COUNTRYWIDE CAP IV	PFD TR 6.75%	22238E206	3	300	SH	SOL
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	2	40	SH	SOL
CROCS INC		227046109	1	300	SH	SOL
DNP SELECT INCOME FD	COM	23325P104	68	6621	SH	SOL
DTE ENERGY CO	COM	233331107	20	500	SH	SOL
DANAHER CORP DEL	COM	235851102	42	600	SH	SOL
DARDEN RESTAURANTS INC	COM	237194105	324	11318	SH	SOL
DARDEN RESTAURANTS INC	COM	237194105	6	200	SH	DEF
DELAWARE INVTS DIV & INCOME	COM	245915103	5	800	SH	SOL
DELL INC	COM	24702R101	66	4000	SH	SOL
DEUTSCHE TELEKOM AG	SPONSORED ADR	251566105	1	52	SH	SOL
DIAMONDS TRUST DOW JONES INDETF		252787106	3671	33875	SH	SOL
DICKS SPORTING GOODS INC	COM	253393102	759	38800	SH	SOL
DIRECTV GROUP INC	COM	25459L106	9	338	SH	SOL
WALT DISNEY COMPANY	HOLDING CO.	254687106	1342	43740	SH	SOL
WALT DISNEY COMPANY	HOLDING CO.	254687106	6	200	SH	DEF
DISCOVER FINANCIAL SERVICES		254709108	6	450	SH	SOL
DOMINION RES INC VA NEW	COM	25746U109	94	2200	SH	SOL
DOW CHEM CO	COM	260543103	45	1428	SH	SOL
DU PONT E I DE NEMOURS & CO	COM	263534109	103	2557	SH	SOL
DUKE ENERGY CORP NEW	COM	26441C105	944	54150	SH	SOL
DUKE ENERGY CORP NEW	COM	26441C105	5	300	SH	DEF
DUKE REALTY CORP	PFD 1/10 L 6.6	264411745	8	500	SH	SOL
EMC CORPORATION		268648102	764	63890	SH	SOL
ENB FINANCIAL CORP PA	COM PAR \$1	26874L101	13	500	SH	SOL
EASTMAN KODAK CO	COM	277461109	6	385	SH	SOL
EATON CORP	COM	278058102	140	2500	SH	SOL
E-BAY INC		278642103	4	200	SH	SOL
ELECTRONIC ARTS INC	COM	285512109	4	100	SH	SOL
ELMIRA SVGS BK FSB N Y	COM	289660102	1	106	SH	SOL
EMBARQ CORP	COM	29078E105	2	49	SH	SOL
TOTAL FOR PAGE 3			-----	-----		
			12695	384528		

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INV/ DSC
EMCLAIRE FINL CORP	COM	290828102	23	1000	SH		SOL
EMERSON ELEC CO	COM	291011104	453	11100	SH		SOL
ENCANA CORP	COM	292505104	769	11700	SH		SOL
ENDOVASC INC		29267B201	0	300	SH		SOL
ENTERGY CORP NEW	COM	29364G103	165	1855	SH		SOL
ENVIRORESOLUTIONS INC	COM NEW	29413C202	3	5000	SH		SOL
EQUINIX INC	COM NEW	29444U502	4	62	SH		SOL
ERICSSON L M TEL CO	ADR B SEK 10	294821608	1	90	SH		SOL
EXELON CORP	COM	30161N101	157	2509	SH		SOL
EXPEDITORS INTL WASH INC	COM	302130109	10	284	SH		SOL
EXXON MOBIL CORP	COM	30231G102	1158	14914	SH		SOL
EXXON MOBIL CORP	COM	30231G102	8	100	SH		DEF
FAO INC		30240S600	0	133	SH		SOL
FNB CORP PA	COM	302520101	6	388	SH		SOL
FPL GROUP INC	COM	302571104	95	1890	SH		SOL
FARMERS & MERCHANTS		30810N106	25	1000	SH		SOL
FEDEX CORP	COM	31428X106	5	65	SH		SOL
FINISH LINE INC	CL A	317923100	0	1	SH		SOL
FIRST COMWLTH FINL CORP PA	COM	319829107	1296	96212	SH		SOL
FIRSTENERGY CORP	COM	337932107	6	89	SH		SOL
FLUOR CORP NEW	COM	343412102	1	14	SH		SOL
FLOWSERVE CORP	COM	34354P105	27	300	SH		SOL
FOMENTO ECONOMICO MEXICANO SSPON ADR UNITS		344419106	1	26	SH		SOL
FONAR CORP		344437405	0	80	SH		SOL
FORD MOTOR COMPANY COM NEW		345370860	5	1000	SH		SOL
FORTUNE BRANDS INC	COM	349631101	29	500	SH		SOL
FRANKLIN FINL SVCS CORP	COM	353525108	1343	63201	SH		SOL
FRESENIUS MED CARE		358029106	11	209	SH		SOL
FRONTIER COMMUNICATIONS CORPCOM		35906A108	29	2500	SH		SOL
FULTON FINL CORP PA	COM	360271100	47	4313	SH		SOL
GABELLI GLOBAL MULTIMEDIA TRCOM		36239Q109	0	51	SH		SOL
GENENTECH INC	COM NEW	368710406	25	280	SH		SOL
GENERAL ELEC CO	COM	369604103	1239	48589	SH		SOL
GENERAL ELEC CO	COM	369604103	18	700	SH		DEF
GENERAL ELEC CAP CORP	PINES 4.50% 35	369622485	15	800	SH		SOL
GENERAL ELEC CAP CORP	NT 5.875%2033	369622493	56	2800	SH		SOL
GENERAL MTRS CORP	COM	370442105	8	800	SH		SOL
GENESCO INC	COM	371532102	0	5	SH		SOL
GILEAD SCIENCES INC	COM	375558103	16	350	SH		SOL
GOLDMAN SACHS GROUP INC	COM	38141G104	6	50	SH		SOL
GOOGLE INC	CL A	38259P508	941	2330	SH		SOL
W R GRACE & CO NEW		38388F108	3	200	SH		SOL
HRPT PPTYs TR	COM SH BEN INT	40426W101	7	1000	SH		SOL
HSBC HLDGS PLC	ADR A 1/40PF A	404280604	14	800	SH		SOL
HSN INC	COM	404303109	1	100	SH		SOL
HANESBRANDS INC		410345102	1	43	SH		SOL
HANOVER INS GROUP		410867105	7	147	SH		SOL
HANSEN NAT CORP	COM	411310105	296	9800	SH		SOL
HARLEY DAVIDSON INC	COM	412822108	25	665	SH		SOL
HARLEYSVILLE NATIONAL CORPORATION		412850109	34	1984	SH		SOL
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	3	259	SH		SOL

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TOTAL FOR PAGE 4

8392

292588

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INV DSC
HARSCO CORP	COM	415864107	175	4700	SH		SOL
HARTFORD FINL SVCS GROUP INC	COM	416515104	16	400	SH		SOL
HARVEST COMM BK		41752W103	18	1500	SH		SOL
HEICO CORPORATION		422806109	23	700	SH		SOL
HEINZ H J CO	COM	423074103	30	600	SH		SOL
HEINZ H J CO	COM	423074103	5	100	SH		DEF
HELMERICH & PAYNE INC	COM	423452101	4	100	SH		SOL
HERSHEY FOODS CORP	COM	427866108	580	14670	SH		SOL
HEWLETT PACKARD CO	COM	428236103	1655	35800	SH		SOL
HOME DEPOT INC	COM	437076102	9	340	SH		SOL
HONDA MOTOR CO LTD		438128308	3	100	SH		SOL
HONEYWELL INTL INC	COM	438516106	992	23878	SH		SOL
HUNTINGTON BANCSHARES INC	COM	446150104	9	1098	SH		SOL
IAC INTERACTIVE NEW		44919P508	4	250	SH		SOL
ING PRIME RATE TR		44977W106	4	1000	SH		SOL
ITT INDS INC IND	COM	450911102	16	282	SH		SOL
IDEARC INC	COM	451663108	0	14	SH		SOL
IMATION CORP	COM	45245A107	0	20	SH		SOL
ING GROEP N V	SPONSORED ADR	456837103	517	24150	SH		SOL
ING GROEP N V	8.5% PER HYB CAP	456837806	109	6000	SH		SOL
INTEL CORP	COM	458140100	242	12951	SH		SOL
INTERNATIONAL BUSINESS MACHS	COM	459200101	633	5414	SH		SOL
INTERNATIONAL BUSINESS MACHS	COM	459200101	12	100	SH		DEF
INTL PAPER CO	COM	460146103	5	181	SH		SOL
INTERVAL LEISURE GROUP INC	COM	46113M108	1	100	SH		SOL
INTUITIVE SURGICAL INC	COM NEW	46120E602	0	1	SH		SOL
ISHARES MSCI EMERGING MKT ETF		464287234	485	14200	SH		SOL
ISHARES MSCI EAFE INDEX		464287465	840	14920	SH		SOL
ISHARES RUSSELL 1000 LARGE CAP VALUE		464287598	153	2400	SH		SOL
ISHARES RUSSELL 1000 LARGE CAP GROWTH		464287614	595	12250	SH		SOL
ISHARES TR	RUSSELL 2000	464287655	122	1800	SH		SOL
ISHARES SP EUR 350 TR FUNDS		464287861	717	18000	SH		SOL
JP MORGAN CHASE CAP X	PFD TR SECS 7%	46623D200	9	400	SH		SOL
JPMORGAN CHASE & CO	COM	46625H100	403	8640	SH		SOL
JACOBS ENGR GROUP INC DEL	COM	469814107	1298	23900	SH		SOL
JACOBS ENGR GROUP INC DEL	COM	469814107	11	200	SH		DEF
JOHNSON & JOHNSON	COM	478160104	2351	33939	SH		SOL
JOHNSON & JOHNSON	COM	478160104	21	300	SH		DEF
JOHNSON CTLS INC	COM	478366107	123	4050	SH		SOL
JONES SODA CO	COM	48023P106	104	73550	SH		SOL
JONES SODA CO	COM	48023P106	2	1300	SH		DEF
KIMBERLY CLARK CORP	COM	494368103	272	4200	SH		SOL
KIMBERLY CLARK CORP	COM	494368103	6	100	SH		DEF

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KIMCO REALTY CORP	COM	49446R109	2	50	SH	SOL
KONINKLIJKE AHOLD N V	SPON ADR 2007	500467402	1	80	SH	SOL
KRAFT FOODS INC	CL A	50075N104	237	7243	SH	SOL
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	472	4800	SH	SOL
LAUDER ESTEE COS INC	CL A	518439104	1	24	SH	SOL
LEHMAN BROS HLDGS CAP TR VI PFD N 6.24% 54		52520X208	0	200	SH	SOL
LILLY ELI & CO	COM	532457108	285	6479	SH	SOL
LINCOLN NATL CORP IND	COM	534187109	1	30	SH	SOL
			-----	-----		
TOTAL FOR PAGE 5			13573	367504		

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INV DSC
LINEAR TECHNOLOGY CORP	COM	535678106	2	65	SH		SOL
LIONS GATE ENTERTAINMENT COR		535919203	25	2800	SH		SOL
LOCKHEED MARTIN CORP	COM	539830109	370	3375	SH		SOL
LOEWS CORP	COM	540424108	452	11450	SH		SOL
LORILLARD INC	COM	544147101	2	25	SH		SOL
LOUISIANA PAC CORP	COM	546347105	4	400	SH		SOL
LOWES COS INC	COM	548661107	240	10117	SH		SOL
M & T BK CORP	COM	55261F104	1160	12998	SH		SOL
M & T BK CORP	COM	55261F104	89	1000	SH		DEF
MDU RES GROUP INC	COM	552690109	49	1675	SH		SOL
MAGELLAN HEALTH SVCS INC	*W EXP 01/05/2011	559079140	0	8	SH		SOL
MAGELLAN HEALTH SVCS INC	COM NEW	559079207	0	8	SH		SOL
MAGNETEK INC	COM	559424106	2	500	SH		SOL
MANULIFE FINL CORP		56501R106	33	904	SH		SOL
MARATHON OIL CORP	COM	565849106	12	312	SH		SOL
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	167	4550	SH		SOL
MASCO CORP	COM	574599106	2	100	SH		SOL
MASTERCARD INCORPORATED		57636Q104	674	3800	SH		SOL
MCDERMOTT INTL INC	COM	580037109	0	18	SH		SOL
MCDONALDS CORP	COM	580135101	115	1865	SH		SOL
MCGRAW HILL COS INC	COM	580645109	5	159	SH		SOL
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	37	824	SH		SOL
MEDICAL PPTYS TRUST INC	COM	58463J304	9	800	SH		DEF
MEDTRONIC INC	COM	585055106	1	19	SH		SOL
MERCK & CO INC	COM	589331107	10	309	SH		SOL
MERRILL LYNCH PFD CAP TR IIITOPRS 7%		59021F206	6	400	SH		SOL
MICROSOFT CORP	COM	594918104	680	25478	SH		SOL
MICROSOFT CORP	COM	594918104	3	100	SH		DEF
MICROCHIP TECHNOLOGY INC	COM	595017104	0	15	SH		SOL
MIDCAP SPDR S & P 400 ETF		595635103	861	6530	SH		SOL
MIDDLEBY CORP	COM	596278101	1348	24823	SH		SOL
MIDDLESEX WATER CO	COM	596680108	5	313	SH		SOL
MONACO COACH CORP	COM	60886R103	0	180	SH		SOL
MONEYGRAM INTL INC	COM	60935Y109	0	200	SH		SOL



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MONSANTO CO NEW	COM	61166W101	30	302	SH	SOL
MOTOROLA INC	COM	620076109	13	1815	SH	SOL
NCR CORP NEW	COM	62886E108	1	30	SH	SOL
NTT DOCOMO INC	SPONS ADR	62942M201	2	150	SH	SOL
NVF COMPANY		629449109	0	135	SH	SOL
NYSE EURONEXT	COM	629491101	1109	28300	SH	SOL
NATIONAL-OILWELL INC		637071101	0	9	SH	SOL
NATIONAL RETAIL PROPERTIES I	COM	637417106	14	600	SH	SOL
NATIONWIDE FINL SVCS INC	CL A	638612101	8	154	SH	SOL
NESTLE S A	SPONSORED ADR	641069406	2	50	SH	SOL
NEW YORK CMNTY BANCORP INC	COM	649445103	2	140	SH	SOL
NEW YORK TIMES CO	CL A	650111107	1	90	SH	SOL
NEWS CORP	CL A	65248E104	1	77	SH	SOL
NOKIA CORP	SPONSORED ADR	654902204	6	300	SH	SOL
NORFOLK SOUTHERN CORP	COM	655844108	18	270	SH	SOL
NORTHEAST UTILS	COM	664397106	3	102	SH	SOL
NORTHROP GRUMMAN CORP	COM	666807102	13	214	SH	SOL
			----	-----		
TOTAL FOR PAGE 6			7586	148858		

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INV DSC
NOVASTAR FINL INC	COM NEW	669947889	0	25	SH		SOL
NOVELL INC	COM	670006105	2	450	SH		SOL
NOVELLUS SYS INC	COM	670008101	2	90	SH		SOL
NOVO-NORDISK A S	ADR	670100205	1	16	SH		SOL
NSTAR	COM	67019E107	2	62	SH		SOL
NUVEEN PFD & CONV INCOME FD	COM SHS	67073D102	27	2223	SH		SOL
OCCIDENTAL PETE CORP DEL	COM	674599105	1	20	SH		SOL
OCEANEERING INTERNATIONAL IN		675232102	1151	21600	SH		SOL
OLD LINE BANCSHARES		67984M100	19	2500	SH		SOL
ORRSTOWN FINANCIAL SERVICES REINVESTED SHARES		6870FS993	655	21462	SH		SOL
ORRSTOWN FINL SVCS INC	COM	687380105	10501	344299	SH		SOL
ORRSTOWN FINL SVCS INC	COM	687380105	5	165	SH		DEF
OSKOSH TRUCK CORP		688239201	3	200	SH		SOL
OTTER TAIL CORP	COM	689648103	15	500	SH		SOL
P & F INDS INC	CL A NEW	692830508	8	3500	SH		SOL
PG&E CORP	COM	69331C108	2	50	SH		SOL
PNC FINANCIAL SERVICES GROUP	COM	693475105	652	8731	SH		SOL
PPG INDS INC	COM	693506107	55	950	SH		SOL
P P & L RES INC	COM	69351T106	217	5858	SH		SOL
PS BUSINESS PKS INC CALIF	PFD DP1/1000 H	69360J875	9	500	SH		SOL
PARAGON SHIPPING INC	CL A	69913R309	2	200	SH		SOL
PARKER HANNIFIN CORP	COM	701094104	1346	25400	SH		SOL
PATRIOT COAL CORP	COM	70336T104	0	2	SH		SOL
PEABODY ENERGY CORP	COM	704549104	1	19	SH		SOL
PENN NATL GAMING INC	COM	707569109	163	6125	SH		SOL

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PENN VA RESOURCES PARTNERS L	COM	707884102	10	600	SH	SOL
PENNEY J C INC	COM	708160106	1	35	SH	SOL
PEPSICO INC	COM	713448108	1759	24679	SH	SOL
PETROLEUM & RES CORP	COM	716549100	43	1450	SH	SOL
PFIZER INC	COM	717081103	412	22355	SH	SOL
PHILIP MORRIS INTL INC	COM	718172109	591	12294	SH	SOL
PHILIP MORRIS INTL INC	COM	718172109	5	100	SH	DEF
PHILIPPINE LONG DIST		718252604	28	500	SH	SOL
POTASH CORP SASK INC	COM	73755L107	13	100	SH	SOL
POWERSHARES QQQ TR		73935A104	1877	48250	SH	SOL
POWERSHARES WATER RESOURCE ETF		73935X575	774	42100	SH	SOL
POWERSHARES WATER RESOURCE ETF		73935X575	2	100	SH	DEF
POWERSHARES ETF TRUST	INTL DIV ACHV	73935X716	777	51800	SH	SOL
POWERSHARES ETF TRUST	INTL DIV ACHV	73935X716	3	200	SH	DEF
PRAXAIR INC	COM	74005P104	24	330	SH	SOL
PRICE T ROWE GROUP INC	COM	74144T108	365	6800	SH	SOL
PROCTER & GAMBLE CO	COM	742718109	269	3855	SH	SOL
PROLOGIS	SH BEN INT	743410102	2	38	SH	SOL
PRUDENTIAL FINL INC	COM	744320102	45	630	SH	SOL
PSYCHEMEDICS CORP	COM NEW	744375205	1	38	SH	SOL
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	262	6900	SH	SOL
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	52	1600	SH	SOL
QUALCOMM INC	COM	747525103	1	15	SH	SOL
RAVEN INDS INC	COM	754212108	1829	46500	SH	SOL
RAVEN INDS INC	COM	754212108	24	600	SH	DEF
RAYONIER INC	COM	754907103	13	265	SH	SOL
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TOTAL FOR PAGE 7			24021	717081		

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INV DSC
RESEARCH IN MOTION LTD	COM	760975102	157	2302	SH		SOL
REYNOLDS AMERICAN INC	COM	761713106	3	60	SH		SOL
RIO TINTO PLC	SPONSORED ADR	767204100	1	4	SH		SOL
RITE AID CORP	COM	767754104	1	1000	SH		SOL
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	1613	52700	SH		SOL
ROHM & HAAS CO		775371107	24	155	SH		SOL
ROYAL BANCSHARES OF	PENNSYLVANIA	780081105	2	400	SH		SOL
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	1	23	SH		SOL
ROYCE VALUE TR INC	PFD STK 5.90%	780910402	14	700	SH		SOL
SPDR S & P 500 INDEX ETF		78462F103	2697	23250	SH		SOL
SPDR GOLD TRUST	GOLD SHS	78463V107	378	4440	SH		SOL
SPDR S&P OIL & GAS EQUIPMENT & SVCS ETF		78464A748	259	7950	SH		SOL
SANOFI AVENTIS	SPONSORED ADR	80105N105	2	55	SH		SOL
SARA LEE CORP	COM	803111103	7	520	SH		SOL
SCHERING PLOUGH CORP	COM	806605101	28	1500	SH		SOL
SCHLUMBERGER LTD	COM	806857108	16	200	SH		SOL
ESCROW SEAGATE TECH		811804988	1	500	SH		SOL

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SEALED AIR CORP NEW	COM	81211K100	5	214	SH	SOL
SEARS HLDGS CORP	COM	812350106	7	78	SH	SOL
SEMPRA ENERGY	COM	816851109	25	500	SH	SOL
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	2	100	SH	SOL
SHERWIN WILLIAMS CO	COM	824348106	11	200	SH	SOL
SIRIUS XM RADIO INC	COM	82967N108	1	1000	SH	SOL
SKYWORKS SOLUTIONS INC	COM	83088M102	4	500	SH	SOL
SMITH INTERNATIONAL INC		832110100	5	89	SH	SOL
SMUCKER J M CO	COM NEW	832696405	1	23	SH	SOL
SOUTHERN CO	COM	842587107	30	800	SH	SOL
SOUTHWEST AIRLS CO	COM	844741108	15	1012	SH	SOL
SOVEREIGN BANCORP INC	COM	845905108	3	705	SH	SOL
SPICY PICKLE FRANCHISING	COM	84844T100	0	500	SH	SOL
SPRINT NEXTEL GROUP	COM FON GROUP	852061100	17	2823	SH	SOL
STAMPS COM INC	COM NEW	852857200	1	100	SH	SOL
STANLEY WKS	COM	854616109	2	50	SH	SOL
STARBUCKS CORP	COM	855244109	210	14103	SH	SOL
STRATS TR BOEING SECS	STRATS 6% A-1	863110201	8	400	SH	SOL
STRYKER CORP	COM	863667101	6	98	SH	SOL
SUBURBAN PROPANE PARTNERS L UNIT LTD PARTN		864482104	23	700	SH	SOL
SUMMIT FINANCIAL GROUP INC	COM	86606G101	6	500	SH	SOL
SUN LIFE FINL SVCS CDA INC	COM	866796105	117	3321	SH	SOL
SUN MICROSYSTEMS INC	COM NEW	866810203	0	50	SH	SOL
SUNOCO INC		86764P109	4	100	SH	SOL
SUSQUEHANNA BANCSHARES INC P	COM	869099101	558	28597	SH	SO
SYS CO CORP		871829107	1	25	SH	SOL
TARGET CORP	COM	87612E106	14	283	SH	SOL
TEAM INC		878155100	1347	37300	SH	SOL
TEAM INC		878155100	29	800	SH	DEF
TEMPLETON EMERGING MKTS FD I	COM	880191101	17	1100	SH	SOL
TERADATA CORPORATION		88076W103	1	30	SH	SOL
TEXAS INSTRS INC	COM	882508104	1	46	SH	SOL
THERMO FISHER SCIENTIFIC INC	COM	883556102	6	113	SH	SOL
THOMAS & BETTS CORP	COM	884315102	74	1900	SH	SOL
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TOTAL FOR PAGE 8			7755	193919		

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INV DSC
3M CO	COM	88579Y101	1110	16248	SH		SOL
3M CO	COM	88579Y101	48	700	SH		DEF
TICKETMASTER	COM	88633P302	1	100	SH		SOL
TIM HORTONS INC	COM	88706M103	1979	66800	SH		SOL
TIM HORTONS INC	COM	88706M103	12	400	SH		DEF
TIME WARNER INC	COM	887317105	7	550	SH		SOL
TOTAL S A	SPONSORED ADR	89151E109	2	27	SH		SOL
TOWER BANCORP INC	COM	891709107	1128	39243	SH		SOL

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TREE COM INC	COM	894675107	0	16	SH	SOL
TRUMP ENTMT RESORTS INC	COM	89816T103	0	1	SH	SOL
TRUMP HOTELS & CASIN		898168109	0	60	SH	SOL
UST INC	COM	902911106	33	500	SH	SOL
US BANCORP DEL	COM NEW	902973304	1383	38400	SH	SOL
US BANCORP DEL	COM NEW	902973304	4	100	SH	DEF
U M H PROPERTIES INC	COM	903002103	4	600	SH	SOL
UNDER ARMOUR INC	CL A	904311107	13	400	SH	SOL
UNIT CORP	COM	909218109	40	800	SH	SOL
UNITED TECHNOLOGIES CORP	COM	913017109	74	1224	SH	SOL
UNITEDHEALTH GROUP INC	COM	91324P102	117	4600	SH	SOL
UNITEDHEALTH GROUP INC	COM	91324P102	3	100	SH	DEF
VANGUARD HEALTHCARE VIPER	ETF	92204A504	356	6600	SH	SOL
VANGUARD SM CAP VAL VIPER		922908611	77	1300	SH	SOL
VERIZON COMMUNICATIONS		92343V104	158	4911	SH	SOL
VERIZON COMMUNICATIONS		92343V104	22	700	SH	DEF
VIAD CORP	COM NEW	92552R406	10	350	SH	SOL
VISA INC	COM CL A	92826C839	6	100	SH	SOL
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	26	1156	SH	SOL
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	15	700	SH	DEF
WI-LAN INC	COM	928972108	0	146	SH	SOL
VORNADO RLTY TR	PFD G 6.625%	929042802	8	500	SH	SOL
WACHOVIA CORP 2ND NEW	COM	929903102	15	4191	SH	SOL
WAL MART STORES INC	COM	931142103	265	4424	SH	SOL
WALGREEN CO	COM	931422109	14	449	SH	SOL
WASHINGTON MUT INC	COM	939322103	0	200	SH	SOL
WEBSTER FINL CORP CONN	COM	947890109	4	142	SH	SOL
WELLPOINT INC	COM	94973V107	3	56	SH	SOL
WELLS FARGO & CO NEW	COM	949746101	6	165	SH	SOL
WELLS FARGO CAPITAL TRUST	IV	94976Y207	9	400	SH	SOL
WEYERHAEUSER CO	COM	962166104	8	130	SH	SOL
WHIRLPOOL CORPORATION		963320106	1	15	SH	SOL
WHOLE FOODS MKT INC	COM	966837106	0	8	SH	SOL
WILMINGTON TRUST CORP NEW		971807102	17	600	SH	SOL
WINDSTREAM CORP	COM	97381W104	11	981	SH	SOL
WINDSTREAM CORP	COM	97381W104	9	800	SH	DEF
WYETH	COM	983024100	65	1750	SH	SOL
XCL LTD DEL	COM	983701103	0	66	SH	SOL
XCEL ENERGY INC	COM	98389B100	220	11000	SH	SOL
XILINX INC	COM	983919101	2	73	SH	SOL
YORK TRADITIONS BANK		987159100	6	6250	SH	SOL
ZIMMER HLDGS INC	COM	98956P102	8	120	SH	SOL

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7299 219152

GRAND TOTALS

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100012 3094922